

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK**

CARTER BURDEN III; DARKSTAR
LOGICWORKS INVESTORS, L.L.C.,

Plaintiffs,

-against-

PAMPLONA CAPITAL MANAGEMENT LLP;
PAMPLONA TMT I, L.P.; DEANWOOD TMT I,
L.P.; DARREN BATTISTONI; JUSTIN
PERREAULT,

Defendants.

Index No.

SUMMONS

To the Above Named Defendants:

PLEASE TAKE NOTICE THAT YOU ARE HEREBY SUMMONED and required to serve upon Plaintiffs' attorneys, at the addresses stated below, a notice of appearance and answer to the complaint, within twenty (20) days after the service of this Summons, exclusive of the day of service, or within thirty (30) days after service if this Summons is not personally delivered to you within the State of New York. This Court has personal jurisdiction over this proceeding pursuant to CPLR §§ 301 and 302. Venue is proper in this Court pursuant to CPLR § 503. Plaintiffs designate New York County as the place of trial. The nature of this action and the relief sought is set forth in the Complaint below.

YOU ARE HEREBY NOTIFIED that on your failure to appear or answer, a judgment will be entered against you by default in an amount to be determined plus interest at the rate prescribed by law and the costs of this action, and granting the relief requested in the Notice below.

Dated: April 7, 2023

BOIES SCHILLER FLEXNER LLP

/s/ Joshua I. Schiller

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COMPLAINT

Plaintiffs Carter Burden III and Darkstar Logicworks Investors, L.L.C., by and through their attorneys Boies Schiller Flexner LLP, file this Complaint against Defendants Pamplona Capital Management LLP, Pamplona TMT I, L.P., Deanwood TMT I, L.P., Darren Battistoni, and Justin Perreault, and allege, on personal knowledge for their own acts and status or acts occurring in their presence and upon information and belief for all other acts, as follows:

INTRODUCTION

1. In 2016, Mr. Burden agreed to sell a majority stake in the company that he had founded, guided, and invested in for more than two decades. What Mr. Burden did not know—and could not know—was that the new majority owner, Pamplona TMT, was nothing more than a front for powerful Russian oligarchs who simply wanted to find a way to make money in the United States to use in support of Vladimir Putin’s regime.

2. For years, Pamplona’s representatives lied to and obscured the truth from Mr. Burden to prevent him from learning the truth. Fights with regulators were conveniently

explained away. Concerns from banks and outside investors were swept aside. And questions from Mr. Burden were either deflected or simply falsely answered.

3. Six years later, after Russia invaded Ukraine, the oligarchs behind Pamplona were sanctioned by international authorities for supporting both Vladimir Putin’s government and his war effort. No longer able to hide its true nature, Pamplona moved to sell its stake in Mr. Burden’s company—but, because no one wanted to conduct business with a glorified front for Putin’s cronies, Pamplona (and, by extension, Mr. Burden) were forced to sell their shares at a substantially discounted price.

4. In the end, Defendants’ lies and material omissions meant that Plaintiffs could not receive the full value for their share of the company that Mr. Burden had grown from nothing into a leading cloud-computing enterprise. In the end, Defendants’ lies and material omissions—all said (or, as appropriate, not said) to induce Plaintiffs into allowing Defendants to become majority shareholders—cost Plaintiffs tens of millions of dollars.

PARTIES

5. Plaintiff Carter Burden III is an entrepreneur who focuses on internet and technology companies. Mr. Burden is the founder of Logicworks, the manager and controlling member of Darkstar Logicworks Investors, L.L.C., and a resident of New York County, New York.

6. Plaintiff Darkstar Logicworks Investors, L.L.C. (“Darkstar”) is a Delaware Limited Liability Company that was formed on or about December 21, 2006, with its principal place of business in New York County, New York. Mr. Burden is the manager and controlling member of Darkstar.

7. Defendant Pamplona Capital Management LLP (“Pamplona Capital”) is a Limited Liability Partnership incorporated and domiciled in England and Wales, with its principal place of business in London, England. Pamplona Capital is a private equity firm that was founded in 2005 and focuses its investments on North America and Europe. 90 percent of Pamplona Capital is funded by LetterOne Holdings S.A. (“LetterOne”), a private equity firm founded by Russian oligarchs Mikhail Fridman and Petr Aven in 2013. Pamplona Capital has offices in New York County, New York and Boston, Massachusetts, among other places.

8. Defendant Pamplona TMT I, L.P. (“Pamplona TMT”) is a Cayman Islands Limited Partnership formed in or around October 2015. Pamplona is a subsidiary fund of Pamplona Capital that focuses on investments in the United States technology sector. In 2016, Pamplona TMT entered into an agreement with Logicworks and its equity-holders to acquire a majority stake in the company; the new merged entity was named Lancer Systems Holdco LLC.

9. Defendant Deanwood TMT I, L.P. (“Deanwood TMT”) is a Delaware Limited Partnership that was formed on or around April 18, 2019. On or around June 14, 2019, Pamplona Capital transferred Pamplona TMT’s equity interest in Lancer Systems Holdco LLC to Deanwood TMT. Three Russian oligarchs—Mikhail Fridman, German Khan, and Alexey Kuzmichev—collectively own Deanwood TMT either directly and/or through their family members and associated entities.

10. Defendant Darren Battistoni is currently a Managing Director at Charlesbank Capital Partners and a resident of Weston, Massachusetts. Until late 2016, Mr. Battistoni was a Partner at Pamplona Capital.

11. Defendant Justin Perreault is a Partner at Pamplona Capital and a resident of Milton, Massachusetts.

JURISDICTION AND VENUE

12. This Court has personal jurisdiction over all Defendants pursuant to CPLR §§ 301 and 302(a)(1)-(4) because, among other bases, all Defendants regularly transact business in New York State and in this venue, the causes of action alleged herein arise out of Defendants' conduct and transaction of business in New York State and in this venue, and Defendants' conduct alleged herein caused foreseeable injury to Mr. Burden and Darkstar within New York State and in this venue.

13. Venue is proper pursuant to CPLR § 503(a), (c), and (d) because Mr. Burden resides in New York County, Darkstar's principal place of business is in New York County, and Pamplona Capital has an office at 667 Madison Ave, 22nd Floor, New York, New York 10065.

BACKGROUND

Logicworks Before the Oligarchs

14. In 1993, Carter Burden founded Digital Telemedia Inc., which operated as an internet service provider. In 2001, he rebranded his company as Logicworks to reflect its exclusive focus on providing hosting services. In the decade and a half that followed, Mr. Burden worked to grow Logicworks into a premier technology company specializing in security- and compliance-oriented workloads for finance and healthcare clients who entrust Logicworks with managing highly sensitive, proprietary, and confidential information.

15. As Logicworks grew so did its need for more capital. To fill this need, Logicworks sought out another investor. In March 2011, the private equity firm Seaport Capital Partners IV, L.P. ("Seaport") purchased a minority interest in Logicworks, which allowed Mr. Burden to maintain an interest of approximately 62% in the company.

16. To effectuate the transaction with Seaport, the parties formed the Delaware Corporation Logicworks Systems Corporation, on or around February 11, 2011, and the Delaware Corporation Logicworks Holdings Corporation on or around March 11, 2011, which held Darkstar's and Seaport's equity interests in Logicworks.

17. In mid-2016, Seaport decided to sell its interest in Logicworks.

18. Recognizing that Logicworks would require more capital if it were to continue its long-term growth trajectory, Mr. Burden and the Logicworks Board of Directors decided to seek a majority investor in Logicworks to buy out Seaport's stake in the company and provide for additional capital investment in the long-term.

19. Additionally, for Mr. Burden, a new majority investor would allow him to benefit from his years of work by selling some of his equity in Logicworks to the new investor while rolling over the remainder of his interest into the newly formed entity. This would not only allow Logicworks to continue growing, but it would allow Mr. Burden to remain involved with the company that he had founded and invested in over the years.

20. In the summer of 2016, Logicworks engaged Scott Stevens of William Blair & Co. ("William Blair"), a reputable investment bank, to market the offering and carry-out the sale.

21. The marketing effort generated widespread interest from both private equity firms and other technology companies in the cloud-based computing space. When the first round of bidding ended on September 2, 2016, William Blair had received fourteen bids.

22. One of the bids received was from an entity called Pamplona Capital Management LLP, which boasted in press releases that it "manages over \$10 billion in assets across a number of funds for a variety of clients including public pension funds, international wealth managers, multinational corporations, family offices and funds of hedge funds."

Pamplona's Misleading Bid for Logicworks

23. In addition to its bid, Pamplona Capital also submitted a letter, dated September 1, 2016, to William Blair expressing its interest in having Pamplona TMT I, L.P., Pamplona Capital's new technology-focused fund, acquire Logicworks. As for its overall investment strategy, Pamplona Capital claimed that its approach was motivated by "maximiz[ing] the long-term value of the Company [Logicworks]." The letter also touted Pamplona Capital's ability to add value to Logicworks, given its history and the experience of its partners investing in the cloud infrastructure and cybersecurity space. Two of Pamplona Capital's partners, Darren Battistoni and Justin Perreault, were listed as the principal contacts for the transaction. Mr. Battistoni signed the letter on Pamplona Capital's behalf.

24. Nothing in either Pamplona Capital's bid or its letter made any mention of the identity of Pamplona Capital's or Pamplona TMT's investors.

25. During the bidding process, Mr. Burden reviewed each bid presented to him by William Blair and made sure that the potential investors were aware of his desire to roll-over a portion of his shares in Logicworks into the newly formed entity.

26. As the second round of bidding commenced, several firms submitted revised bids, including Pamplona Capital, whose revised bid—submitted on October 11, 2016—included a provision titled "Founder Rollover," and stated, in relevant part: "The Founder, Carter Burden, is welcome to roll up to [REDACTED] of equity in the transaction into equity in the holding company Our proposal, however, is not contingent on any rollover equity from the Founder."

27. After reviewing the final bids, William Blair informed Logicworks that Pamplona TMT (via its parent, Pamplona Capital) had won the auction with the highest bid.

28. Again, however, nothing in Pamplona Capital's revised bid made any mention or included any information about either Pamplona Capital's or Pamplona TMT's investors. In fact, neither of the Pamplona entities disclosed that they were not only closely associated with a trio of Russian oligarchs with direct ties to Vladimir Putin's regime, but that Pamplona was, for all intents and purposes, a mere front for these oligarchs, who sought to conduct business in the United States through Pamplona TMT.

29. This information was not readily discoverable—certainly not as to just how much Pamplona relied on the invested monies of the oligarchs and their families. Additionally, William Blair's continued work on the transaction gave Mr. Burden comfort that Pamplona Capital and Pamplona TMT could be trusted as legitimate investment businesses.

30. As a result, the parties proceeded to negotiate the terms of Pamplona's acquisition of Logicworks.

Pamplona Purchases a Majority Stake in Logicworks

31. On November 1, 2016, Pamplona TMT executed the Limited Liability Agreement of Lancer Systems Holdco LLC. On the same day, representatives of Pamplona TMT registered three entities in the state of Delaware: Lancer Systems Holdco LLC, Lancer Systems Bidco Corporation, and Lancer Systems Merger Sub, Inc. (collectively, the "Lancer Merger Entities").

32. At no time did either of any Pamplona entity (or any entity or individual working on their behalf) disclose Pamplona's true nature as the personal investment fund of the Russian oligarchs.

33. On November 8, 2016, Lancer Merger Entities, Logicworks Holdings Corporation, and Seaport Capital (as Seller Representative) entered the Agreement and Plan of Merger. Pursuant to this Agreement and Plan of Merger, Mr. Burden and the Lancer Merger

Entities executed the Rollover and Contribution Agreement and Restrictive Covenant Agreement also on November 8, 2016.

34. Again, nothing was disclosed to Mr. Burden or any of the Lancer Merger Entities regarding Pamplona's extensive Russian connections.

35. Finally, with an eye towards closing, Pamplona TMT had its first in-person meeting with the Logicworks board and management in early December 2016 in Boston, Massachusetts. There, Pamplona TMT continued to hold itself out as a reputable private equity fund that sought to use its substantial capital to fuel Mr. Burden's goal and Management's vision of maximizing the company's long-term growth. Specifically, Pamplona TMT reiterated its "Overall Objective" was to "Maximize the value of Logicworks over the long-term" and that the company "is no longer capital constrained." Russian oligarchs, again, went unmentioned.

36. The transaction ultimately closed on December 15, 2016, and Lancer Systems Holdco LLC, Pamplona TMT, and the investors who rolled over Logicworks shares into the newly formed entity (including Darkstar) entered into the Amended and Restated Operating Agreement of Lancer Systems Holdco LLC. The deal valued Mr. Burden's interest in Pamplona at [REDACTED] of which he reinvested in Logicworks, through Darkstar, for a minority stake in the newly formed company. As a result of the transaction, Pamplona TMT became the controlling interest-holder in Logicworks and majority owner of the Lancer Systems Holdco units.

Pamplona Experiences Issues with CFIUS

37. In or around September 2018, Darren Battistoni approached Logicworks Chief Executive Officer Kenneth Ziegler and Mr. Burden about an opportunity to co-invest with

Pamplona TMT in a technology company called Device 42 that provided database management tools and IT management services.

38. At Mr. Battistoni's request, Mr. Burden agreed to speak to him on September 12, 2018 to discuss the Device 42 opportunity. During the call, Mr. Battistoni explained that Pamplona TMT had already submitted a bid for approximately \$40 million dollars, which was accepted by the company. However, Mr. Battistoni told Mr. Burden that the Committee on Foreign Investment in the United States ("CFIUS") had since intervened to prevent Pamplona TMT from executing the transaction; and, as a result, Pamplona TMT was seeking to fund the deal through other sources.

39. Upon hearing that CFIUS was involved, Mr. Burden's immediate concern centered on whether Pamplona TMT's issues would impact Logicworks. He therefore asked Mr. Battistoni about what had prompted CFIUS to intervene in the Device 42 deal.

40. Mr. Battistoni explained that CFIUS's actions had been prompted by recently enacted legislation intended to target Chinese investment in United States technology companies, and that CFIUS's initial implementation of the new legislation had affected all foreign investors. Mr. Battistoni therefore assured Mr. Burden that Pamplona TMT had simply been swept up in CFIUS's recent new enforcement protocol because it was based in the United Kingdom. Mr. Battistoni further claimed that there would be more clarity regarding the impact of the new legislation on Pamplona TMT once CFIUS published guidelines about how it would enforce the legislation in the future. If the new guidelines ended up being problematic, Mr. Battistoni insisted that Pamplona TMT would be able to circumvent CFIUS's scrutiny by re-domiciling in the United States.

41. What Mr. Burden did not know and could not know, however, was that Mr. Battistoni's explanation was false, and was simply designed to placate Mr. Burden and prevent him from learning the truth: CFIUS had targeted Pamplona TMT not because it was domiciled in the United Kingdom, but because it was closely tied to men within Vladimir Putin's inner circle.

42. Less than a month later, in early October 2018, Mr. Burden learned through Logicworks management that one of Pamplona TMT's partners (Hiren Mankodi) had recently left the firm to take a position at the private equity firm Charlesbank Capital Partners.

43. Approximately two months after that, in December 2018, Mr. Battistoni also left Pamplona TMT to go to Charlesbank. Most of Pamplona TMT's junior-level employees left shortly thereafter.

44. That same month, Justin Perreault, the only partner left at Pamplona TMT, took over Mr. Battistoni's seat on the on the Logicworks Board. He made no effort to hire new people to fill the vacant positions at Pamplona TMT.

45. Although these departures from Pamplona TMT raised Mr. Burden's suspicions that Pamplona TMT's issues with CFIUS may have been more serious than Mr. Battistoni had let on, Mr. Perreault assured him (falsely) that Pamplona TMT had reached a resolution with CFIUS and there was no basis to be concerned about Pamplona TMT's ability to transact and do business in the United States going forward.

***Pamplona TMT Reinvents Itself as Deanwood TMT to
Avoid Ongoing CFIUS Troubles***

46. In the first half of 2019, Mr. Burden learned that Pamplona TMT had continued to remain under CFIUS's scrutiny, due to their acquisition of a majority ownership stake (in partnership with another investment company) in the Internet security company Cofense Inc.

47. Around this time, Mr. Burden first became aware that Pamplona TMT's issues with CFIUS stemmed not from its parent, Pamplona Capital, being based in the United Kingdom but rather from Pamplona TMT's ties to Russian oligarchs. And while Mr. Burden did not know the identity of the Russian oligarchs linked to Pamplona TMT or the extent to which they accounted for Pamplona TMT's funding, he was certain that posing these questions to Mr. Perreault or any other Pamplona representative would prove fruitless, based on statements that he and Mr. Battistoni had made to Mr. Burden months before, attributing CFIUS's intervention in the Device 42 sale to the fact that Pamplona Capital was based in the United Kingdom.

48. In April 2019, CFIUS informed Pamplona TMT that it would be forced to sell its stake in Cofense.

49. In an attempt to avoid further scrutiny from CFIUS, Pamplona Capital created Deanwood TMT, an entity—ironically enough—with even closer ties to the Russian oligarchs in Vladimir Putin's regime.

50. On June 14, 2019, Mr. Burden was made aware, through Logicworks' management, that Pamplona TMT had transferred its equity in Logicworks to a United States entity named Deanwood TMT I, L.P.

Logicworks Experiences Financial Trouble Due to Pamplona

51. By mid-2020, Logicworks was operating under significant capital constraints due to its inability to obtain financing from outside sources (e.g., banks and lenders). While Pamplona TMT's CFIUS issues had compounded Logicworks' funding issues by scaring off both lenders and potential equity investors, the company ultimately needed substantially more capital to continue its growth, including to hire additional sales personnel, invest in software development, and expand its cloud platform.

52. In July 2020, Mr. Burden reached out to his long-time bank, JPMorgan Chase, to inquire about a loan on Logicworks' behalf. JP Morgan, in turn, informed Mr. Burden that the bank had learned that three of the equity-holders in Deanwood TMT were Russian oligarchs Mikhail Fridman, German Khan, and Alexey Kuzmichev. Mr. Burden was furious: he did not know who the three Russians were, how they were involved with Logicworks, or why their involvement should have any bearing on his company's longstanding relationship with JP Morgan. These protestations, however, fell on deaf ears; JP Morgan declined to issue a loan to Logicworks, and, soon after, also informed Logicworks that it had to close all of the company's accounts.

53. Due to this lack of outside funds, Mr. Burden resorted to investing his own money into the company at the behest of Mr. Perreault, contributing a total of \$7 million over the course of three years from 2019 to 2022. These demands for additional investment by Deanwood TMT's representative on the Logicworks Board were just attempts by the Pamplona entities to further legitimize themselves despite their true nature as a front for Russian oligarchs—a fact that the Pamplona entities scrupulously kept from Mr. Burden, telling him instead that his additional investments would look good to lenders.

54. Yet, in spite of its capital constraints, Logicworks' business continued to thrive. Recognizing Logicworks' value, Accenture LLP submitted an unsolicited offer on or around August 27, 2020 to acquire Lancer Systems Holdco LLC for \$315 million. However, after looking further into the company, Accenture decided to rescind its offer.

55. On December 21, 2020, Logicworks finally obtained some outside financing when it entered into an agreement with Hercules Capital Inc. for a term loan of \$10 million and a revolving facility of \$2 million, which were both for a term of three years.

56. The Hercules loan, however, was not enough to fully fund Logicworks' continued expansion. As a result, Logicworks management and Mr. Burden began working on a presentation to pitch to potential minority investors in or around October 2022, with the goal of raising an additional \$50 million in equity investment.

57. On or around December 11, 2021, Mr. Burden had lunch with Mr. Perreault to discuss Logicworks' need for additional capital and the strategy of seeking an additional minority investor in Logicworks. However, a week later, on December 17, Mr. Perreault abruptly informed Mr. Burden that Pamplona Capital was not interested in seeking an additional investor but instead wanted to *sell* its stake in Logicworks in 2022. Mr. Perreault stated, for the first time, that Pamplona TMT had always intended to close the fund after seven years and exit from all of its portfolio companies by that time. This, of course, was a lie. Pamplona TMT, Deanwood TMT, and Pamplona Capital simply wanted to exit their positions because they could no longer hide their true nature as fronts for powerful Russians financing Vladimir Putin's regime who were increasingly unwelcome to conduct business in the United States.

58. Moreover, given their close ties to Putin's inner circle, the Pamplona entities (including Deanwood TMT) knew one other thing: Russia was preparing for war.

The Logicworks Sale & International Sanctions

59. In early 2022, Lancer Systems Holdco began preparing to sell itself to the highest bidder. In February 2022, the Logicworks Board interviewed investment bankers from Goldman Sachs Group, Guggenheim Partners, and Alta Capital Partners. All three banks quoted the same anticipated range for the transaction: \$400 million to \$600 million.

60. Following these interviews, the Logicworks Board was divided. While Mr. Burden and Kenneth Ziegler were in favor of selecting Goldman Sachs Group to carry out the

sale process, Justin Perreault ultimately chose Guggenheim Partners, whose team was headed by Scott Stevens, the same banker who had previously arranged for Pamplona's initial investment in Logicworks several years before.

61. On February 24, 2022, Russia invaded Ukraine.

62. Within days after the invasion, Western countries began issuing sanctions against President Vladimir Putin and the Russian oligarchs most integral to financing Putin's regime. On February 28, 2022, the European Union issued the first sanctions in response to Russia's unprovoked attack. Among the individuals named were two of Pamplona's biggest investors, Mikhail Fridman and Petr Aven, who co-founded LetterOne Holdings S.A.—the entity that accounted for 90 percent of Pamplona Capital's funding.

63. On March 15, 2022, the European Union issued sanctions against German Khan and Alexey Kuzmichev. On the same day, the United Kingdom issued its first set of sanctions against Russia for its invasion into Ukraine, which also named Fridman, Aven, Khan, and Kuzmichev.

64. Understandably concerned over the spate of sanctions against Deanwood TMT's owners and principal investors, Logicworks pressed Pamplona for answers and noted that Logicworks would be unable to continue conducting business with any Pamplona entity if Deanwood TMT or Pamplona Capital itself were sanctioned. Pamplona said nothing in response.

65. In March 2022, Guggenheim Partners informed Logicworks that it could no longer represent the company, because it had failed to pass its "Know Your Customer" ("KYC") process.

66. After losing Guggenheim, Logicworks and Mr. Burden reached out to a number of investment banks with the hope of moving forward with the sale process. However, Logicworks was unable to get past any of the banks' KYC processes.

67. In or around June 2022, Pamplona Capital engaged the investment bank Jeffries LLC to sell its entire portfolio of companies. On or around June 9, 2022, Jeffries agreed to carve-out Logicworks from the portfolio sale and agreed to represent Logicworks in a separate sale process. As one of the terms of the engagement, Jeffries agreed to be compensated in the amount of 1.75% of the sale price and an additional 2.5% of the portion of the sale price greater than \$300 million.

68. After reaching out to more than 100 potential investors over the course of the next several months, Jeffries received only four indications of interest—one of which, submitted by Snowhawk Capital Partners, was subsequently rescinded due to "fund issues".

69. In October 2022, Hercules Capital informed Logicworks that, due to Pamplona's involvement, Hercules Capital would not renew Logicworks' loan—at any interest rate—once it matured and came due the following year. Around the same time, Silicon Valley Bank, which held Logicworks' bank accounts, informed Logicworks that it was no longer comfortable keeping Logicworks as a client. To stave off these threatened actions, Logicworks Chief Financial Officer Dino Ewing assured both entities that Logicworks was in the midst of a sale and that Deanwood TMT would soon no longer own a stake in the company.

70. On or around December 15, 2022, the Logicworks Board voted to accept Cox Communications' bid to purchase the company for [REDACTED]

[REDACTED]. The sale closed in early February 2023.

* * *

71. Ultimately, Mr. Burden and Darkstar were both kept in the dark about the true nature of Pamplona Capital and its family of funds (including Pamplona TMT and Deanwood TMT). They presented themselves as legitimate investment entities capable of conducting business in the United States and authorized to invest in businesses dealing with sensitive confidential information and security administration such as Logicworks. Any trouble that came up, such as with CFIUS, was smoothed over and explained away as simply overzealous administrators sweeping upstanding investors because of, for example, they were located in the United Kingdom.

72. At no time, throughout the nearly six years in which Pamplona entities negotiated with and/or were invested in Logicworks did any Pamplona employee, manager, officer, or agent divulge that Pamplona was less than a proper investment fund and more of a shell company holding money from four very specific individuals: Mikhail Fridman, Petr Aven, German Khan, and Alexey Kuzmichev, each a powerful Russian national funding and supporting Vladimir Putin's government.

73. These material omissions (and subsequent false, misleading assurances) were meant to ensure that neither Mr. Burden nor Darkstar questioned Pamplona TMT's investment in Logicworks. Each of the Pamplona entities simply wanted Mr. Burden and Darkstar to enter into the transaction to sell a majority stake in Logicworks, and—once entered—to avoid asking any troublesome questions.

74. When it became too difficult to hide the truth (*i.e.*, after Russia's invasion of Ukraine and the subsequent sanctions imposed on Deanwood TMT's principals by both the EU and UK), Pamplona devised a barely believable excuse for why they suddenly needed to exit their position in the company. Of course, by the time they worked to effectuate the sale in 2022,

everyone learned about their true nature, they had trouble finding both buyers and financiers, and as a result had to sell Logicworks at artificially deflated prices, harming Mr. Burden and Darkstar in the process.

CAUSES OF ACTION

FIRST CAUSE OF ACTION FRAUDULENT INDUCEMENT

(Pamplona Capital Management LLP and Pamplona TMT I, L.P.)

75. Plaintiffs repeat and reallege the allegations set forth above, as if fully set forth herein.

76. Defendants Pamplona Capital Management LLP and Pamplona TMT I, L.P. fraudulently induced Mr. Burden and Darkstar to enter into the Rollover and Contribution Agreement on November 8, 2016 and the Lancer Systems Holdco LLC Amended and Restated Operating Agreement on December 15, 2016, by intentionally omitting that Pamplona Capital Management LLP and Pamplona TMT I, L.P. functioned exclusively as repositories for the wealth of Russian oligarchs Mikhail Fridman, Petr Aven, Alexey Kuzmichev, and German Khan.

77. Defendants Pamplona Capital and Pamplona TMT knew that whether Pamplona Capital and Pamplona TMT were entirely funded by Fridman, Aven, Kuzmichev, and Khan was material to Mr. Burden and Darkstar.

78. Nonetheless, Defendants Pamplona Capital and Pamplona TMT falsely omitted any information regarding Pamplona TMT's investors for the purpose of inducing Mr. Burden and Darkstar to agree to sell Logicworks by entering into the agreements listed above.

79. Mr. Burden and Darkstar justifiably relied on Defendants Pamplona Capital's and Pamplona TMT's omissions in ignorance of their falsity.

80. As a direct and proximate cause of their mistaken reliance on Pamplona Capital's and Pamplona TMT's material omissions, Mr. Burden and Darkstar were damaged in an amount to be proven at trial, but in any event that exceeds \$500,000, exclusive of punitive damages, interests, costs, and attorney's fees.

**SECOND CAUSE OF ACTION
AIDING AND ABETTING FRAUD
(Pamplona Capital Management LLP, Deanwood TMT I, L.P., Darren Battistoni, and
Justin Perreault)**

81. Plaintiffs repeat and reallege the allegations set forth above, as if fully set forth herein.

82. Defendants Pamplona Capital Management LLP, Deanwood TMT I, L.P., Darren Battistoni, and Justin Perreault were aware that Mr. Burden and Darkstar had been fraudulently induced to enter into the Rollover and Contribution Agreement on November 8, 2016 and the Lancer Systems Holdco LLC Amended and Restated Operating Agreement on December 15, 2016 by Pamplona Capital's and Pamplona TMT's intentional omission that Pamplona Capital and Pamplona TMT were fronts for the Russian oligarchs Mikhail Fridman, Petr Aven, Alexey Kuzmichev, and German Khan.

83. Pamplona Capital, Deanwood TMT, Mr. Battistoni, and Mr. Perreault provided substantial assistance to advance the commission of the fraudulent inducement by shielding Pamplona Capital's and Pamplona TMT's ties to Russia from Plaintiffs, the Logicworks Board, and Logicworks management; and by repeatedly dismissing and misdirecting Mr. Burden's concerns about Pamplona TMT's issues with CFIUS.

84. As a direct and proximate cause of their mistaken reliance on Pamplona Capital's, Deanwood TMT's, Mr. Battistoni's, and Mr. Perreault's actions, Mr. Burden and Darkstar were

damaged in an amount to be proven at trial, but in any event that exceeds \$500,000, exclusive of punitive damages, interests, costs, and attorney's fees.

Dated: New York, New York
April 7, 2023

BOIES SCHILLER FLEXNER LLP

/s/ Joshua I. Schiller

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