FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

3284

FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number:

3235-0076

Expires:

April 30, 2008

Estimated average burden hours per response

16.00



Name of Offering (L) check if this is an amendment and name has changed, and indicate change.)  Sale of Limited Partnership Interests in Monsoon India Inflection Fund 2, L.P.								
Filing under (Check box(es) that Type of Filing: New Filing	1 1 7 7	S Section 4(6) ULOE						
	A. BASIC IDENTIFICATION DATA							
1. Enter the information reques	<del></del>							
Name of Issuer ( check if the Monsoon India Inflection Fund	s is an amendment and name has changed, and indica <b>2, L.P.</b>	te change.)						
Address of Executive Offices One Broadway, 14 <sup>th</sup> Floor								
Address of Principal Business Operations (Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code) if different from Executive Offices)								
Brief Description of Business Investments in Indian Securities	s							
Type of Business Organization		PROCESSED						
☐ corporation		other (please specify):						
☐ business trust	☐ limited partnership, to be formed	DEC 2 0 2003						
Actual or Estimated Date of Incor Jurisdiction of Incorporation or O	rporation or Organization:    MONTH YEAR							
		ction) D E						

## General Instructions

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

#### A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers: and Each general and managing partnership of partnership issuers. Promoter ☐ Beneficial Owner □ General and/or Check Box(es) that Apply: Executive Officer Director Managing Partner Full Name (Last name first, if individual) Monsoon Capital, LLC Business or Residence Address (Number and Street, City, State, Zip Code) One Broadway, 14th Floor Cambridge, MA 02142 □ Promoter ☐ Beneficial Owner Check Box(es) that Apply: ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) **Gautam Prakash** (Number and Street, City, State, Zip Code) Business or Residence Address One Broadway, 14th Floor Cambridge, MA 02142 Check Box(es) that Apply: ☐ Promoter □ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) George Rohr (Number and Street, City, State, Zip Code) Business or Residence Address 500 Stanton-Christiana Road Newark, DE 19713 Beneficial Owner Check Box(es) that Apply: ☐ Promoter Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) **Parkwood Group** Business or Residence Address (Number and Street, City, State, Zip Code) 2829 Euclid Avenue Cleveland, OH 44115 Check Box(es) that Apply: Promoter Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) **Business or Residence Address** Check Box(es) that Apply: Promoter ☐ Beneficial Owner □ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address ☐ Executive Officer ☐ General and/or Check Box(es) that Apply: Promoter Beneficial Owner Director Managing Partner Full Name (Last name first, if individual) (Number and Street, City, State, Zip Code) Business or Residence Address (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	B. INFORMATION ABOUT OFFERING										
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes	No								
	Answer also in Appendix, Column 2, if filing under ULOE.										
2.	What is the minimum investment that will be accepted from any individual?	\$ 500,000, subject to General Partner's discretion									
3.	Does the offering permit joint ownership of a single unit?	Yes ⊠	No								
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.										
Full N/A	Name (Last name first, if individual)										
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)										
Nar	me of Associated Broker or Dealer										
	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers neck "All States" or check individual States)	∐ All St	ates								
[ÅL] [IL] [MT] [RI]		HI]	[ID]								
Full	Name (Last name first, if individual)										
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)										
Nar	me of Associated Broker or Dealer										
	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers										
(Cn [AL] [IL] [MT] [RI]			[ID]								
Full	Name (Last name first, if individual)										
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)										
Nar	ne of Associated Broker or Dealer										
	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers										
(Ch [AL] [IL] [MT] [RI] [RI]	[IN]		rates [ID]								

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	aire che	er the aggregate offering price of securities included in this offering and the total amount ady sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, ck this box  and indicate in the columns below the amounts of the securities offered for hange and already exchanged.		
		Type of Security	Aggregate Offering Price	Amount Aiready Sold
		Debt	\$	\$
		Equity	\$	\$
		☐ Common ☐ Preferred		·
		Convertible Securities (including warrants)	\$	\$
		Partnership Interests	\$ <u>41,430,000</u>	\$41,430,000
		Other (Specify)	\$	\$
		Total	\$ <u>41,430,000</u>	\$ <u>41,430,000</u>
		Answer also in Appendix, Column 3, if filing under ULOE.		
2.	this 504	er the number of accredited and non-accredited investors who have purchased securities in offering and the aggregate dollar amounts of their purchases. For offerings under Rule, indicate the number of persons who have purchased securities and the aggregate dollar bunt of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
		Accredited Investors	<u>48</u>	\$ <u>41,430,000</u>
		Non-accredited Investors	0	\$0
		Total (for filing under Rule 504 only)		\$
		Answer also in Appendix, Column 4, if filing under ULOE.		
3.	sec mor	is filing is for an offering under Rule 504 or 505, enter the information requested for all urities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) of the first sale of securities in this offering. Classify securities by type listed in the C - Question 1.		
		Type of offering	Type of	Dollar Amount
		Type of offering Rule 505.	Security	Sold \$
		Regulation A.		\$ \$
		Rule 504.		\$
		Total	<del></del>	\$
4.	_			T
4.	issu	urities in this offering. Exclude amounts relating solely to organization expenses of the left. The information may be given as subject to future contingencies. If the amount of an enditure is not known, furnish an estimate and check the box to the left of the estimate.		
		Transfer Agent's Fees.		\$
		Printing and Engraving Costs.		\$
		Legal Fees.	🛛	\$ <u>12,000</u>
		Accounting Fees.		\$
		Engineering Fees.		\$
		Sales Commissions (specify finders' fees separately)		
		Other Expenses (identify)		
		Total		
	b.	Enter the difference between the aggregate offering price given in response to Part C-	△	Ψ <u>12,000</u>
	υ.	Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$ <u>41,418,000</u>

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used estim equal above	ate below the amount of the adjuste for each of the purposes shown. If hate and check the box to the left of I the adjusted gross proceeds to the e.  Salaries and fees	d gross proceeds to the issuer used or proceeds to the payments for the estimate. The total of the payments for issuer set forth in response to Part C-Common and the common terms of the proceedings and facilities.	oposed to be , furnish an isted must Question 4.b.  Payments Officers, Directors, Affiliates	to & Payments to
used estim equal above	for each of the purposes shown. If nate and check the box to the left of I the adjusted gross proceeds to the e.  Salaries and fees	the amount for any purpose is not known the estimate. The total of the payments lie issuer set forth in response to Part C- G	, furnish an isted must Question 4.b.  Payments Officers, Directors, Affiliates	& Payments to Others
F F C A tl	Purchase of real estate  Purchase, rental or leasing and instance  Construction or leasing of plant build  Acquisition of other business (includ	allation of machinery and equipment	Öfficers, Directors, Affiliates	& Payments to Others
F F C A tl	Purchase of real estate  Purchase, rental or leasing and instance  Construction or leasing of plant build  Acquisition of other business (includ	allation of machinery and equipment		
F C A ti	Purchase, rental or leasing and insta Construction or leasing of plant build Acquisition of other business (includ	allation of machinery and equipment	_	<b>\$</b> 0
C A ti	Construction or leasing of plant build Acquisition of other business (includ			
ti ti	Acquisition of other business (includ	dings and facilities		<u>    \$                                </u>
tı	nai may de useu m exchange lor m	ing the value of securities involved in this e assets or securities of another issuer pu	offering	<u>      \$                              </u>
				□ \$ <u> </u>
·	Repayment of indebtedness			<b>\$_0</b>
٧	Working capital		🗆 \$_0_	<b>\$_0</b>
C	Other (specify): <u>Investments in secu</u>		<b>⊠</b> \$ <u>41,418,000</u>	
C	Column Totals			<b>⊠</b> \$ <u>41,418,000</u>
ī	Total Payments Listed (column total	s added)	🛭 🖾 <u>\$41</u>	1,418,000
		D. FEDERAL SIGNATURE		
ollowing s	signature constitutes an undertaking	signed by the undersigned duly authorized g by the issuer to furnish to the U.S. Secu by the issuer to any non-accredited invest	rities and Exchange Commi	ission, upon written
	rint or Type)	Signature   C   C	Date Date	7(2) of Itale 302.
,	India Inflection Fund 2, L.P.	Sout Pul	Decem	ber 12, 20
Name of S Gautam F	Signer (Print or Type) Prakash	Title of Signer (Print or Type) Manager of Monsoon Capital, LLC, Ge	eneral Partner	

		E. STATE	SIGNATURE					
1.	Is any party described in 17 CFR 2 provisions of such rule?	30.252(c), (d), (e) or (f)	y disqualification	Yes	No			
		See Appendix, Column	5, for state response.	,				
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law							
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnishe by the issuer to offerees.							
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.							
5.	The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.							
Issue	r (Print or Type)	Signature		Date				
Mons	oon India Inflection Fund 2, L.P.	Gal		Decemb	e / 12	-1200		
Name	(Print or Type)	Title (Print or Type)						
Gauta	am Prakash	Manager of Monsoon Capital, LLC, General Partner						

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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	APPENDIX	 

1		2	3			ļ		5 Diagnolification	
	to r accre investors	to sell non- edited s in State I-Item1)	Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL					\$		\$		
AK					\$		\$		
AZ					\$		\$		
AR					\$		\$		
CA		⊠	limited partnership interests-\$7,000,000	10	\$7,000,000	0	\$0		
СО					\$		\$		
СТ		⊠	limited partnership interests-\$1,250,000	2	\$1,250,000	0	\$0		
DE		×	limited partnership interests-\$10,000,000	11	\$10,000,000	0	\$0		
DC		⊠	limited partnership interests-\$550,000	2	\$550,000	0	\$0		
FL		⊠	limited partnership interests-\$6,250,000	3	\$6,250,000	0	\$0		⊠
GA					\$		\$		
HI					\$		\$		
ID					\$	-	\$		
IL					\$		\$		
IN					\$		\$		
IA					\$		\$		
KS					\$		\$		
KY				<u> </u>	\$		\$		
LA					\$		\$		
ME					\$		\$		
MD					\$		\$		
MA		⊠	limited partnership interests-\$4,100,000	7	\$4,100,000	0	\$0		⊠
MI					\$		\$		
MN					\$		\$		
мѕ					\$		\$		
МО					\$		\$		

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Α	P	Р	E	N	D	X

								5	
	to r accre investors	to sell non- edited s in State i-Item1)	Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT					\$		\$		
NE					\$		\$		
NV					\$		\$		
NH					\$		\$		
NJ		$\boxtimes$	limited partnership interests-\$1,000,000	1	\$1,000,000	0	\$0		$\boxtimes$
NM					\$		\$		
NY		$\boxtimes$	limited partnership interests-\$3,980,000	8	\$3,980,000	0	\$0		$\boxtimes$
NC					\$		\$		
ND					\$		\$		
ОН		Ø	limited partnership interests-\$5,300,000	1	\$5,300,000	0	\$0		
ок				1100	\$		\$		
OR					\$		\$		
PA					\$		\$		
RI					\$		\$		
sc					\$		\$		
SD					\$		\$		
TN					\$		\$		
TX		☒	limited partnership interests-\$1,500,000	2	\$1,500,000	0	\$0		⊠
UT					\$		\$		
VT					\$		\$		
VA		×	limited partnership interests-\$500,000	1	\$500,000	0	\$0		☒
WA					\$		\$		
WV					\$		\$		
WI					\$		\$		
WY					\$		\$		
PR					\$		\$		
Other			America		\$		\$		

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