

Exhibit D

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January 31, 2020

Via Email and FedEx

Dan Germain
Germain Consulting
8811 Aquary Court
Springfield, VA 22153

dan@germainconsulting.com

Re: Cease and Desist

Dear Mr. Germain:

I represent FiscalNote and am writing you regarding a marketing campaign that has come to our attention where you are misrepresenting facts about FiscalNote to target our current customers. Your marketing campaign is defamatory, constitutes tortious interference and is actionable. FiscalNote is also concerned that you may be disclosing confidential business information you obtained during your employment at CQ and FiscalNote.

The marketing campaign is entitled "CQ Engage – A better alternative." In your marketing materials, you identify yourself as a former executive at CQ and FiscalNote, and you claim that based on knowledge and experience you gained in your prior positions that FiscalNote does not take care of its customers. This is false. You also claim that Engage is not being supported by FiscalNote and that current FiscalNote customers should switch to some unnamed product you are promoting. This is also false.

FiscalNote takes its obligations to its customers seriously and cannot sit idly by while you mislead them. If you do not immediately cease and desist this misleading marketing campaign, your interference with FiscalNote's customer relationship, and your defamatory statements about FiscalNote and its products, we will be forced to sue you and your consulting firm.

Very truly yours,



Allen M. Gardner
of LATHAM & WATKINS LLP

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February 10, 2020

Via Email and FedEx

Dan Germain
Germain Consulting
8811 Aquary Court
Springfield, VA 22153

dan@germainconsulting.com

Re: Cease and Desist

Dear Mr. Germain:

This letter responds to your February 5, 2020 letter.

FiscalNote does not fear lawful competition but what you have done is anything but lawful. Our investigation is still ongoing but to date it has revealed that around the time of your departure you misappropriated FiscalNote's confidential information, including trade secrets and other confidential customer and financial information. Your theft of FiscalNote's confidential information left digital footprints that could readily be turned into a complaint and a lawsuit against you and your new company. For example, your actions violate the Computer Fraud and Abuse Act (which has both criminal and civil consequences) and applicable trade secret laws. And your use of the confidential information you stole from FiscalNote violates the Defend Trade Secrets Act and constitutes numerous torts (e.g., misappropriation, tortious interference, breach of fiduciary duty, etc.). Our investigation is continuing but it already is clear that you have used confidential information that you stole from FiscalNote in your Germain Consulting marketing efforts and that you have shared confidential information with certain third parties. We do not need to turn up any new information to establish your liability.

In your February 5, 2020 letter you asked us to propose a way to resolve these issues. FiscalNote is willing to accept a resolution of this dispute on the terms outlined below. Please do not make a counteroffer. Either accept these terms and we can begin drafting the documents necessary to resolve this dispute or let me know how you would like to be served with FiscalNote's complaint.

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Dan Germain
February 10, 2020
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Here are the terms FiscalNote would accept:

- You provide a sworn declaration detailing – comprehensively and exactly – what FiscalNote information you took with you, what you have done with the information since taking it, to whom you have provided any portion of it, and for whose benefit you have used it (including any and all third parties who might benefit). Your declaration must also certify that you have destroyed any and all copies of the information you took, that you will not make further use of it and that you will not accept any revenue that comes from your theft and/or misuse of FiscalNote’s confidential information.
- If you provide such a declaration, FiscalNote would agree not to sue you and would settle the claims it has against you. FiscalNote’s waiver of its claims and agreement not to sue you would be revocable if any of your declaration turns out to be false or incomplete, if you fail to live up to your promises, or if FiscalNote incurs any third party liability as a result of your actions.

This letter also serves as notice for you to maintain any and all documents and electronic information that relate to either your theft of FiscalNote’s confidential information or your subsequent use of that information. If we are unable to resolve this dispute on the terms outlined above, FiscalNote intends to sue you and Germain Consulting.

Very truly yours,



Allen M. Gardner
of LATHAM & WATKINS LLP

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February 21, 2020

Via Email

Dan Germain
Germain Consulting
8811 Aquary Court
Springfield, VA 22153

dan@germainconsulting.com

Re: Cease and Desist

Dear Mr. Germain:

This letter responds to your February 17, 2020 letter.

People who leave an employer with the intent to “compete fiercely” but fairly do not steal thousands of files immediately prior to leaving. And yet that’s exactly what you did.

In the second half of last year, you:

- downloaded thousands of files from FiscalNote’s corporate file storage drive
- shared a number of those files with your personal account
- downloaded many of those files to your personal account

The files that you stole include obviously sensitive information such as **“Plan to \$100M”** (referring to FiscalNote’s strategic growth plans), **“Engage users with low NPS (detractors).xlsx”** (going far beyond publicly available backlink data), **“McD Release Phases (1).pdf”** (referring to McDonald’s, a former FiscalNote client), and **“FNNetRetention_040419”** (an internal retention document referencing UPS, Las Vegas Sands, AT&T, McDonald’s, and more). This is but a glimpse into the technical footprints you left all over FiscalNote’s system when you stole confidential and proprietary information immediately prior to your departure.

Dan Germain
February 21, 2020
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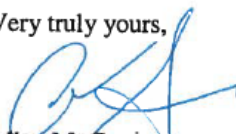
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The confidentiality of these documents cannot reasonably be questioned. Indeed, because of the value they possess as proprietary, non-public documents, you stole them, are using them in your new business, and shared portions of them with the press.

If you believe all of this is false and you have done nothing wrong, tell us to sue you and we will. If, however, you recognize that you might have a problem here, let's discuss a possible resolution that will allow you to engage in professional pursuits without improperly leveraging confidential company information. FiscalNote cannot and will not allow you to utilize stolen information to jeopardize the livelihoods of the many hard working employees still at the company.

How we proceed is up to you, but these are serious claims and we have compelling evidence, so we strongly suggest you get an attorney to start advising you. Feel free to call me (or, better yet, hire a lawyer and have him or her call) to discuss these issues.

Very truly yours,



Allen M. Gardner
of LATHAM & WATKINS LLP