

Exhibit E

Robert B. Fitzpatrick <rfitzpatrick@robertbfitzpatrick.com>

Fri, Jun 5, 2020 at 3:06 PM

To: ALLEN.GARDNER@lw.com

Cc: Dan Germain <djgermain@gmail.com>, "Robert B. Fitzpatrick" <rfitzpatrick@robertbfitzpatrick.com>

Allen M. Gardner, Esq.
Latham & Watkins LLP
555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004
Allen.gardner@lw.com
Date: June 5, 2020

Re: Employment Matter re FiscalNote and Timothy T. Hwang: Mr. Daniel Germain

Dear Allen:

This letter is the follow-up letter that I promised to send you when we spoke on Wednesday. As I stated in that conversation, I reiterate that that conversation and this letter do not constitute Evidence Rule 408 settlement negotiations. Rather, as stated, the conversation and this letter are designed to clear the air regarding the numerous accusations that have been leveled at Mr. Germain. As stated, my hope, possibly naïve, is that, upon reflection, your client will withdraw its allegations. At a minimum, I would hope that, if you continue to maintain that my client has engaged in some form of wrongdoing, that you would particularize the details of any such allegation.

As stated, I am prepared, within reason, to answer questions that you may have regarding our conversation of Wednesday and/or the contents of this letter. As we are scheduled to speak again by Zoom at 2pm on this coming Monday, I would hope that you could transmit any questions in advance of that Zoom call. As stated, I welcome phone calls from you to articulate any questions or concerns. I continue to be reachable by email and by cell.

Allen, my client and I have spent countless hours reviewing the facts and the law, and we have concluded that Mr. Germain had not engaged in any wrongdoing within regard to FiscalNote. We appreciate that FiscalNote obviously has a different view. Our purpose in speaking with you last Wednesday and in sending you this letter is, as stated, to see if we can clear the air. So, with that background, let me review the various accusations made by FiscalNote and my client's various offers to clear the air.

Repeatedly, FiscalNote has accused my client of theft, more often than not called stealing. These accusations state that my client has stolen FiscalNote's documents or FiscalNote information or both. I believe I am correct that FiscalNote has never stated the identity of a single protected document or a single protected piece of information that my client is alleged to have stolen or misappropriated.

While employed by FiscalNote, Mr. Germain had a FiscalNote-issued laptop computer. When Mr. Germain was terminated, he returned the laptop to FiscalNote. An examination of that laptop will reveal that Mr. Germain stole no protected documents or protected information off of it. I assume it has been reviewed long ago and FiscalNote has found nothing on the computer that suggests or reflects wrongdoing by Mr. Germain.

Mr. Germain, like other FiscalNote employees, used the Cloud to store FiscalNote documents. He downloaded from the Cloud to an external hard drive some five documents that relate to him personally. I am sending you with this letter those five documents. He printed them off the external and still has them in his possession. They are not trade secrets, or protected confidential, or protected proprietary documents and, he has shared them with no one. These five documents are the only FiscalNote documents that Mr. Germain printed off the hard drive.

On the hard drive there are some FiscalNote documents, including FiscalNote's employee handbook. Mr. Germain is not absolutely certain the number of FiscalNote documents that were on the external hard drive. He can describe a number of them, and I have attempted to do so in an appendix to this letter. He never exported or transmitted any of these documents to anyone else, they presumably remain on the hard drive. I say "presumably" as on or about December 2, 2019, Mr. Germain attempted to destroy the documents on the hard drive by taking a hammer to the hard drive. He has in his possession the hammered hard drive. As stated last Wednesday, under a proper written protocol, we are prepared to permit FiscalNote at its expense to have Kroll or some other reputable firm examine the hammered hard drive.

While Mr. Germain was employed at FiscalNote, he used Evernote and upon his departure from FiscalNote he deleted his Evernote notebook. He downloaded nothing from Evernote. He shared nothing from Evernote with anyone outside of work colleagues. And, he has nothing in his possession from Evernote.

Mr. Germain also reviewed his Google Drive and found on it several old CQ documents and Mr. Germain deleted those documents before he departed from FiscalNote. He has no copies of those documents and he has not shared those documents with anyone.

Mr. Germain had hard copies of some CQ marketing brochures that were distributed by it, for example, at trade shows. In December of 2019, Mr. Germain threw these brochures out in the trash. He has none of them and has shared none of them with anyone.

Mr. Germain has five personal digital devices:

- A Mac Mini
- An Intel
- An iPad
- His Cellphone
- A laptop which has not been used for some time

At FiscalNote's expense and in Mr. Germain and my presence in order to protect his privacy interest (for example, there are privileged attorney-client communications on some of these devices) Mr. Germain would allow Kroll or some other reputable firm to examine these devices pursuant to an appropriate written protocol.

Dan has never communicated with the Washington Business Journal. He has never communicated with a reporter from the Washington Business Journal. And, he has never communicated with Mr. Andy Medici, whom we understand to be a reporter with the Washington Business Journal. In addition, Mr. Germain has never transmitted or otherwise delivered or produced to the Washington Business Journal the so-called internal report that Mr. Medici used in his article in the Washington Business Journal. Finally, Mr. Germain has had no involvement whatsoever in the publication of any article by other media outlets regarding FiscalNote that apparently may have been published since the article was published by Mr. Medici in the Washington Business Journal.

Mr. Germain has shared with no one any document or information regarding FiscalNote that constitutes a trade secret, a protected confidential document or information, or a non-public protected proprietary document or information.

Based upon these facts and the substantial due diligence that I have performed, I am convinced that the aforesaid facts are accurate. I have concluded that the litany of wrongs of which Mr. Germain has been accused by FiscalNote are baseless and without any factual foundation.

As stated, my goal is to have FiscalNote withdraw each of these accusations. Alternatively, if FiscalNote will not withdraw all of its accusations, I ask that you particularize what Mr. Germain has done that FiscalNote continues to maintain was unlawful conduct on his part. We ask that you identify, if there be any in your judgment, any documents or protected information that he stole, misappropriated or otherwise misused. I will consider any proof and quickly respond to you. While Wednesday's discussion and today's letter is not a part of any settlement negotiations, I do wish to assure you and FiscalNote that if we can put what we believe to be these baseless allegations behind us, we would hope that we can then commence settlement negotiations and hopefully quickly resolve this matter.

As stated, I welcome your questions and encourage you, if it is easier to do so, to call me to articulate any questions or concerns.

I thank you and FiscalNote for your time and attention, and look forward to our Zoom discussion on Monday.

All the best,

Bob Fitzpatrick

Enclosures

All the best.

Robert ("Bob") B. Fitzpatrick