

# EXHIBIT C

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**From:** 'Jonathan Bloom' <JonathanBloom@mcgrathpower.com>  
**To:** Chandrasekar Rathakrishnan <chandra@fusiongarage.com>  
**Sent:** 11/17/2009 4:43:15 PM  
**Subject:** RE: no good news

What time are you planning on speaking to him?

**From:** Chandrasekar Rathakrishnan [mailto:chandra@fusiongarage.com]  
**Sent:** Tuesday, November 17, 2009 4:46 PM  
**To:** Jonathan Bloom  
**Subject:** Re: no good news

yeah am sure he does . sure being in miami wld have been fun!

On Wed, Nov 18, 2009 at 8:30 AM, Jonathan Bloom <JonathanBloom@mcgrathpower.com> wrote:

Well, Bruce expects it right? If so, it's all expected. Relax, you're on you're way to Miami!

**From:** Chandrasekar Rathakrishnan [mailto:chandra@fusiongarage.com]  
**Sent:** Tuesday, November 17, 2009 4:33 PM

**To:** Jonathan Bloom  
**Subject:** Re: no good news

yeah :)

mike sent that mail to bruce as well. that last mail from mike.

cheers,  
chandra

On Wed, Nov 18, 2009 at 8:27 AM, Jonathan Bloom <JonathanBloom@mcgrathpower.com> wrote:

Deep breaths...you knew it would be like this, ride with it...it's predictable.

What do you mean Mike CCing Bruce?

**From:** Chandrasekar Rathakrishnan [mailto:[chandra@fusiongarage.com](mailto:chandra@fusiongarage.com)]

**Sent:** Tuesday, November 17, 2009 4:29 PM

**To:** Jonathan Bloom

**Subject:** Re: no good news

am actually pissed now.

heather's tone, mike ccing bruce n sayin i wont let own a piece of the business etc.

On Wed, Nov 18, 2009 at 8:28 AM, Chandrasekar Rathakrishnan <[chandra@fusiongarage.com](mailto:chandra@fusiongarage.com)> wrote:

no. think its a threat. even if he did try , no basis.

but i can see him exploding once he knows no course of action.

On Wed, Nov 18, 2009 at 8:22 AM, Jonathan Bloom <[JonathanBloom@mcgrathpower.com](mailto:JonathanBloom@mcgrathpower.com)> wrote:

You concerned about legal action?

**From:** Chandrasekar Rathakrishnan [mailto:[chandra@fusiongarage.com](mailto:chandra@fusiongarage.com)]

**Sent:** Tuesday, November 17, 2009 4:25 PM

**To:** Jonathan Bloom

**Subject:** Re: no good news

none watsoever.

everything been verbal...emails has been me updating on development but no ideas or anything at all

with any of their ideas being shared via email etc.

On Wed, Nov 18, 2009 at 8:19 AM, Jonathan Bloom <[JonathanBloom@mcgrathpower.com](mailto:JonathanBloom@mcgrathpower.com)> wrote:

No trademarks, contracts, written agreements or inferences in emails, right?

**From:** Chandrasekar Rathakrishnan [mailto:[chandra@fusiongarage.com](mailto:chandra@fusiongarage.com)]

**Sent:** Tuesday, November 17, 2009 4:22 PM

**To:** Jonathan Bloom

**Subject:** Re: no good news

tats wat i am wondering!aside from a name, nothing else!

On Wed, Nov 18, 2009 at 8:16 AM, Jonathan Bloom <[JonathanBloom@mcgrathpower.com](mailto:JonathanBloom@mcgrathpower.com)> wrote:

What “rights?”

**From:** Chandrasekar Rathakrishnan [<mailto:chandra@fusiongarage.com>]

**Sent:** Tuesday, November 17, 2009 4:06 PM

**To:** Jonathan Bloom; Kathryn Walker

**Subject:** Fwd: no good news

fyi...now using threats...getting fun....

----- Forwarded message -----

**From:** **Michael Arrington** <[editor@techcrunch.com](mailto:editor@techcrunch.com)>

**Date:** Wed, Nov 18, 2009 at 7:59 AM

**Subject:** Re: no good news

**To:** heather harde <[heather@techcrunch.com](mailto:heather@techcrunch.com)>, [drlee@pacific.net.sg](mailto:drlee@pacific.net.sg)

**Cc:** Chandrasekar Rathakrishnan <[chandra@fusiongarage.com](mailto:chandra@fusiongarage.com)>

Chandra,

We can discuss when you return.

It's clear that your investors do not understand that we created this product jointly, and there is no way for either of us to bring it to market without the other party. We'd obviously take legal action against you and any manufacturer of the device if you were to move forward without us in violation of our rights. And regardless, there is no path to success in my opinion even if we were to allow you to do so.

What's most disconcerting to me is the tone of the email. I'd never do business with this person, and I'd never allow him to own any part of any project I work on.

Mike

On Nov 17, 2009, at 3:50 PM, Heather Harde wrote:

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Chandra,  
As you know, I normally defer primary communications on CrunchPad to Michael, since he is founder and CEO of the business. However, Bruce Lee's letter below is so uninformed, inaccurate and insulting that I'm at a total loss for your business purpose in sharing it. Your cover note equally damaging. Strategically, operationally, financially completely wrong. Irreparable for me.  
Heather

From: Chandrasekar Rathakrishnan [mailto:[chandra@fusiongarage.com](mailto:chandra@fusiongarage.com)]  
Sent: Tuesday, November 17, 2009 2:50 PM  
To: Michael Arrington  
Cc: Heather Harde  
Subject: no good news

Mike,

no good news to update. updated hardware is still on its way , so that's a timing issue. friday will be a challenge now. got delayed at taiwan's end. but the bigger issue is the required investment.

I had a conf call with Bruce last night. (An existing shareholder who is looking to co-invest and is a friend of the 2 new investors who were to be part of the new round).

and it was not a good call. Pls see his email note to me (below) for the details. I am in predicament and it's unenviable.

We need the investment but they are not willing to proceed on the current structure as proposed by CrunchPad.

I have spent the night deliberating on this and I cannot substantiate my arguments against the issues raised.

I know the counter proposal from Bruce is going to upset you greatly but I have no choice but to put it forth.

They are pretty resolute and it's extremely hard for me to ignore my fiduciary responsibility.

Unless there is an alternative funding available at the right terms , it's hard for me to turn this down.

Given its importance, I am heading to Miami to meet with them to discuss the situation further but doubt their position will change significantly.

I am going to get on my connection flight to Miami in the next few minutes and I will be in the air for the next couple of hours or so and out of circulation during that time. Given the urgency of the matter, pls let me have your thoughts.

Thanks,  
Chandra

----- Forwarded message -----

From: <[drlee@pacific.net.sg](mailto:drlee@pacific.net.sg)>  
Date: Tue, Nov 17, 2009 at 11:51 PM  
Subject: Rejection of Arrington's "offer"  
To: [chandra@fusiongarage.com](mailto:chandra@fusiongarage.com)

Hello Chandra,

Thanks for taking the time to discuss things. I just wanted to drop a note to recap our conversation.

As I mentioned to you, the shareholders have expressed concern that there is no formal offer letter from TechCrunch. They are also not happy with the verbal offers that you have relayed. We had been prepared to consider an offer of 12% last December based on your comments about the value that Michael Arrington and his team would add – coupled with the fact that we were still early in the development of the device and your recommendations that a merger would be the best way to move forward.

However, since that time, we as your shareholders (and you/your development team) have assumed all related operational and developmental costs of the device. We have told you at several points that based on our significant investments, we would be willing to entertain an offer of 50%, if not significantly more. You have argued an offer of 25% on their behalf until you were blue in the face – suggesting that Michael Arrington/TechCrunch would bring connections, funding and marketing valuable in bringing the device to market faster.

We appreciate that Arrington and his team have generated marketing/awareness via their blog posts and relationships in the technology community over the last year. However, we feel strongly that this awareness is of minor value without a product to back it up – a product funded completely by your investors and shareholders and developed by your team at Fusion Garage with no formal contract in place with Arrington/TechCrunch.

The dialogue that we have been having feels like you are saying that Fusion Garage should do all the work, the shareholders should assume all risk, then you merge the company and Arrington/TechCrunch hold substantially more shares than the original investors? Given their lack of formal commitment to the development of this device, we feel that it is not for them to dictate terms. Why would we grant them a controlling stake in the company when they have invested nothing and have contributed nothing tangible?

I am not disputing that Arrington and TechCrunch do have some value. However, I am disputing the pricing of this value. I am prepared, along with my two friends, to invest at the 10 million pre-money. This is because we recognize the potential of what Fusion Garage is developing. However, at that valuation and by giving up control to Arrington and team, you are suggesting that they are bringing a value of 5 million to the table. Marketing valued at 5 million? You could get so much more value for the buck if you were to spend that kind money for marketing in other ways.

I appreciate that you respect Arrington and value his friendship, but from my perspective the agreement that you have presented to me demonstrates that he is looking after his own interests. I, along with your other shareholders, look to you to protect our interests. Because of this, we are rejecting the deal that you have presented to us outright. If you decide to proceed with this deal as it was presented to us, I will not co-invest resulting in the two new investors pulling out as well.

We still acknowledge that Arrington and TechCrunch bring some value to your business endeavor. If you would like to continue the relationship with Arrington/TechCrunch, I am proposing that we structure the deal differently. We would grant share options in Fusion Garage to Arrington and team, not to exceed a total of 10 % of the enlarged capital of the company. The percentage would be non-negotiable.

If he agrees to our terms, we would have Arrington assume the role of visionary/evangelist/marketing head and Fusion Garage would acquire the rights to use the Crunchpad brand and name. Personally, I don't think the name is all that important but you seem to be somewhat attached to the name.

This option grant would be done before the new round is assumed. This ensures new investors do not get diluted. I understand you are of the opinion that the above proposal may not hold with Arrington, but we are willing to back and invest in Fusion Garage with or without Arrington and Crunchpad. The above proposal has the unequivocal support of the existing shareholders and the new investors.

Collectively, we all agree that time is running out. We strongly believe that we need to launch with or without Arrington/TechCrunch ASAP. The investment is ready and the documents can be signed off quickly allowing you to

focus on execution. Hence, I have to emphasize that you need this resolved by the end of this weekend or risk potential investment dissipating.

You are the founder and CEO of Fusion Garage. I trust that you will carry out your fiduciary duty as expected. I am available to meet in Miami tomorrow afternoon. Eric is here as well. Call me when you get into Miami.

Let's discuss in greater detail then.

Bruce