EXHIBIT C

(DX 436)

To Motion of Entity Defendants VENROCK Associates, *et al.*
for Judgment as a Matter Of Law Pursuant to FRCP 50(A)

To: esc@venrock.com, lyon_randolph@jpmorgan.com, JVohra@isourcing.com, venkata@cadant.com
cc: dmosse@vlg.com (bcc: Randolph Lyon)
Subject: another thought

Board Membership

Why not go with 6 persons - including a CCP person ? Six seems more manageable than
7, and can be smoothly accomplished.   I doubt that the even number will present a
problem even though I was concerned about this in the Apex days.

mark

>My guess is that they'll be pretty firm on their share price of $5.09 so the
>size of the option pool won't really matter that much at the end of the day.
>
>-----Original Message-----
>From: mark m rochkind [mailto:mrochkind@att.net]
>Sent: Monday, November 20, 2000 9:50 PM
>To: Eric S. Copeland
>Subject: RE: few thoughts
>
>
>We budgeted 3M (post-split) options to cover 2001 hiring (160 persons incl
>VP Sales) and peformance grants, and 2000 potential overrun. We've since
>gotten back about 200K from terminations.   Authorization of 5M would give
>us 2M for currently unbudgeted purposes. The dilution with 7.5M seems
>excessive.
>
>mark
>
>-----------
>
>>Mark,
>>
>>Regarding the 5,000,000 vs. 7,500,000 shares: CCP is assuming we'll need to
>>hire a CEO.
>>
>>See my point?
>>
>>Eric
>>
>>-----Original Message-----
>>From: mark m rochkind [mailto:mrochkind@att.net]
>>Sent: Monday, November 20, 2000 12:41 PM
>>To: Eric S. Copeland; Mosse, David I.
>>Subject: RE: few thoughts
>>
>>
>>Sounds good.
>>Randy called me this morning and is supportive.
>>He noticed all the same things but believes we should not fight.
>>I told him I thought a few concessions would be possible.
>>The automatic conversion seems odd.
>>The seniority seems OK as a concession if you (series A0 agree).
>>Cumulative dividends only if Board declares same.
>>5,000,000 shares seem adequate.
>>Regards,

```
>>mark
>>
>>---------
>>
>>At 11:35 -0800 11/19/00, Eric S. Copeland wrote:
>>>I talked to Venkata yesterday about the timing issue. Subject to the OK of
>>>the rest of the board, which I haven't yet obtained, Venkata has delegated
>>>to me the task of calling CCP on Monday and informing them that we would
>>>like to work with them within the broad framework outlined in their
>>>termsheet. I am to indicate to them as well that there are several minor
>>>changes that we would like to propose to the termsheet and that we'll send
>>>them a marked up copy late Monday pm. Finally, I will inform CCP that
>>>Venkata is in Europe, returning Tuesday, and will be in contact directly
>>>upon his return.
>>>
>>>A couple other quick points:
>>>
>>>1) TWP appears to be uinterested at $250 MM pre. I am trying to connect
>>with
>>>them directly to get a better feel for their position.
>>>
>>>2) Venkata thinks he can fill out the round at $250 even without TWP.
>>>
>>>3) I've called Invesco to inform them that we now have a termsheet so they
>>>need to move.
>>>
>>>
>>>Eric
>>>
>>>-----Original Message-----
>>>From: Mosse, David I. [mailto:DMosse@vlg.com]
>>>Sent: Saturday, November 18, 2000 10:15 PM
>>>To: 'mark m rochkind'; esc@venrock.com
>>>Subject: RE: few thoughts
>>>
>>>
>>>(1) O.K.
>>>
>>>(2) This may be one way to go.  It would be awkward, however, for such a
>>>counteroffer to come from the Company without it being aired out by the
>>>current Board members.  Eric and I have briefly discussed the Board
>>>structure and there may be other desirable alternatives.  I suggest the
>>>three of us discuss this off line and leave the term sheet as is for now.
>>>
>>>(3)  We can't impose a double trigger on Tom and Dan without queering an
>>>eventual pooling transaction.  The ambiguity of the language in their
>>>employment agreements should give us more comfort and, if an acquiror is
>>>still uncomfortable with it, it can negotiate retention deals with them at
>>>the time of the transaction without queering pooling.  As for the rest of
>>>management, they are already subject to a double trigger as a result of
>the
>>>2000 Plan.
>>>
>>>(4) Can either of you recall whether the confidentiality agreements that
>>>employees have signed, or Tom and Dan's employment agreements, contain a
>>>non-compete?  I don't think so.  In any event, I agree that one year is
>>more
>>>reasonable and as for a non-compete applicable after a termination without
>>>cause, it is fair provided that the terminated employees are alse entitled
>>>to severance benefits.  I believe that, pursuant to their employment
>>>agreements, Tom and Dan are generally entitled to one year's worth of
>>>severance and Venkata to three years' worth.  We should finalize the list
>>of
>>>management/key employees with CCP asap because yet again we will be forced
>>>to face such employees with bad news.
>>>
>>>Have we decided on timing for getting back to CCP with a revised draft?
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>>>
>>>David
>>>
>>>
>>>-----Original Message-----
>>>From: mark m rochkind [mailto:mrochkind@att.net]
>>>Sent: Friday, November 17, 2000 9:24 PM
>>>To: dmosse@vlg.com; esc@venrock.com
>>>Subject: few thoughts
>>>
>>>
>>>I just scanned the Term Sheet.  A few immediate thoughts come to mind.
>>>
>>>(1) 5,000,000 unissued shares will be more than enough.  7.5M represents
>>too
>>>much pre-money dilution.  We have a budget for 2001 which already includes
>>>hire grants and 15% of outstanding staff option grants for use as 2001
>>>performance grants.  All of this comes to <4M shares.  An additional
>>million
>>>should suffice.  I'll supply details later.
>>>
>>>(2) Rather than expand the Board to 7 members - more unwieldy, why not
>>>replace one current member with a CCP person.  Then we maintain 5 (an odd
>>>number) and keep life simple.
>>>
>>>(3) Make a double trigger for all employees a requirement of the Term
>>Sheet.
>>>Cadant staff is considered a principal asset.
>>>
>>>(4) Non-compete and non-solicitation of 12 months seems more reasonable.
>>Is
>>>a non-compete upon termniation without cause fair and reasonable.  I
>>>understand why it's attractive; a non-compete helps to protect
>>>confidentiality.  Wouldn't it be considered egregious.  Seems a bit
>>>unreasonable to me.
>>>
>>>mark
```