
From: jeffrey E. <jeevacation@gmail.com>
Sent: Saturday, January 21, 2017 5:53 PM
To: Hosain Rahman
Subject: Re: Final Notes <CONFIDENTIAL SETTLEMENT COMMUNICATION - FOR SETTLEMENT PURPOSES ONLY>

Monday

On Sat= Jan 21, 2017 at 9:48 AM jeffrey E. <jeevacation@gmail.com <mailto:jeevacation@gmail.com>> wrote:

LWyers will talk tomorrow

On Sat, Jan 21, 2017 at 9:41 AM Hosain Rahman <[REDACTED]>>
wrote:<=r>

What's a good time today?=C2◆

On Jan 20, 2017, at 4:30 AM, jeffrey E. <jeevacation@gmail.com> wrote:

<=div>

i can talk sometime tomorrow! I would=like you to tell me of ian osbournes role. did he get an= commission fees, value on my investment. ? CAUTION =you are walking a taut tightrope with me. . suggesting that my=witnesses will be of the same mind in a lawsuit. its clear tha= blackrock will support my complaint - strongly. <=r class="gmail_msg">

On Tue, Jan 17, 2017 at=5:56 PM, Hosain Rahman <[REDACTED]>>
<[REDACTED]> wrote:

Hi Jeff=ey,

Here is some background on the BlackRock and communication t=at we had with the Kuwaitis on it. I got clearance to share it with you. W= are finalizing the other materials to share with you.

Ple=se treat this as a settlement communication.

Let's=discuss,
Hosain

Begin forwarded message:

To: "Farouk Bastaki

Cc: &qu=t;Hussain AlHalabi

Farouk,
<=r class="gmail_msg">

Attached is the bottomline analysis of the option= available to the Company right now. It is a pretty stark difference betwe=n the two paths. Ultimately we are asking BlackRock to chose the path that=is economically best for them - we are killing ourselves for them to have = better financial outcome. Our intentions should be aligned...

I've also attached a timeline of our BlackRock re=ationship. There is a one page summary at the beginning and the full detai= behind it.

Hey are notes in some key a=eas:

Background on the Global Allocation team=/div>

- * Dennis Stattman is head of the Global=Allocation Team.
- * Lisa O'Donnell= Co-COO of the team, has been the Fund officer overseeing BlackRock's =osition in our company and has been the chief decision maker in this proce=s.
- * She has been extremely aggressive, me=n-spirited and difficult to work with since the beginning of their investm=nt. She dislikes all of their private investments and has stated she wants=to make a negative example of Jawbone. She objected to our deal in the beg=nnings and feels like the investment was made despite her viewpoint. <=li>
- * No one from Jawbone has ever met Lisa in person= She refused to meet us either in her Princeton office nor has she ever vi=ited us. We have tried multiple times.
- * Lisa has repeatedly stated in front of advisors and bankers on the phone tha= she doesn't care if BR loses all of their capital from this deal- the=loss is insignificant for them with the size of their fund.
- * Lisa has also stated to me directly that we should neve= expect any help from BlackRock in any situation - "we are your cr=ditor, do not ever expect anything from us"
- * I have heard from several different people that they refer to me as =E2◆◆The Terrorist" internally. Terrible given the current stat= of affairs in the world.
- * David Clayton =s a non-investing Managing Director with the Fund and has recently been ou= primary contact recently (he reports to Lisa).
- * The Senior Investment Analysts on our deal have been Daniel Daniel =nd Patrick Edelmann. They seem powerless in the situation and do not stand=up to Lisa.
- * No one from BlackRock has vi=ited Jawbone in 2016. They have not seen any of the new things we are work=ng on. No demos of the prototypes, nothing.

Possible anticipated points from BlackRock and our responses=/div>

- * Management team- we don't trust Hosain, the Board, his man=gement team, everything he and the team have told us has turned out to not=be true, promises are never hit. We have missed targets and it has=been painful. We are taking great care to make sure we don't repea= the mistakes of the past, there are reasons we missed targets - slow sale= in stores, quality issues, product delays. We had a bad product cycle and=we haven't been funded to come out of it. Instead of focusing on t=e business we fight with BR. It's a waste. But to your point it so= of doesn't matter relative to the economically rational decision=going forward.
- * <= class="gmail_msg">Wasting money - opex super high put in this much=money three months later they needed more money Again p=rhaps we should have cut expenses earlier but we needed to move the ball f=rward to where it is today in many areas. We have a smart focused plan goi=g forward where

have a very manageable burn rate and are raising 2 years of operating capital. We have never done this in the history of the business=

* Deals aren't real, they create the term sheets and they aren't real, we can't respond until they are real. No one will move forward with closing until terms are agreed to. This feels like a stall tactic.

* They threw this Larry/JPM term sheet in front of us, Larry Unrein says he isn't sure if he will do it or not, we got the feeling that JP Morgan wasn't a sureshot= C2◆- Larry hadn't taken the deal to his investment committee and gotten final approval because he wanted BR to sign off on it before he got=the final approval to ensure he didn't have to go back multiple times. If BR shows flexibility and a willingness, Larry will come through and=fund. Other investors are also happy to participate.

<=iv class="gmail_msg">Third party feedback
=br class="gmail_msg">

* JP Morgan will tell you that they have never seen a more◆=80◆destructive" \$285M put into a Company

* Our Skadden lawyer on the re-structuring side is widely considered to be the top re-structuring lawyer in the country. He will tell you he has never seen anyone behave as BlackRock has behaved in the dozens of deals he has worked on - no debtor has not even engaged in a dialogue to give feedback on possible solutions.

* Skadden has also=stated repeatedly that the Board since May has done more than any other Board they have ever seen in exploring every option and finding the best solution for all constituents - we have turned over every possible stone we could think of to find a solution.

* PJT has never seen a lender behave this way in any situation they have been involved with<=li>

* CODE does not understand what BlackRock is doing and why

Thanks again for your help,
Hosain

--

=C2◆ please note

The information contained in this communication is confidential, may be attorney-client privileged, may constitute inside

information, and is intended only for

the use of the addressee. It is the property of JEE
Unauthorized use, disclosure or copying of this
communication or any part thereof is strictly prohibited
and may be unlawful. If you have received this
communication in error, please notify us immediately by
return e-mail or by e-mail to jeevacation@gmail.com

<<mailto:jeevacation@gmail.com>> , and

destroy this =ommunication and all copies thereof,
including all =tachments. copyright -all rights reserved

</=iv>