

From: "George Denny" < >
Date: Sep 1, 2015 8:06 PM
Subject: discussions
To: "Christopher Kimball" <chris.kimball@americastestkitchen.com>
Cc: "david nussbaum" < >, "John Halpern" < >, "ELIOT WADSWORTH" < >, "Peni Garber" < >

Chris,

Thank you for your email of earlier today. I am responding on behalf of the Board. We have also agreed to follow up by phone at noon tomorrow.

It is our strongly held belief that the current uncertainty surrounding your status is potentially harmful both to ATK and to you. Our goal is therefore to reach a point of clarity and agreement just as soon as we can.

We have been told that you have been meeting individually with employees to advise them that you are leaving to start a new company and recruiting them to join you. If true, this would be at odds with your email to me, as well as with your fiduciary and legal duties to the company. It provides a real-time example of why we should attempt to reach agreement sooner, not later. I must also have your assurance that any such communications will stop immediately.

In a similar vein, I need to remind you that you have a legal duty to safeguard and not misappropriate any confidential or trade secret company information and all intellectual property belonging to the company. This duty extends to all company databases and related material, whether in hard copy or in electronic form. I must have your assurance that you have honored and will continue to honor this legal obligation.

Subject to your providing us with these assurances, I would propose that we commit to engage in focused and good faith discussions around your short and long term relationship with ATK as soon as possible (i.e., this week). Given the reports of your activities today, this cannot wait until after the shooting of Cook's

Country. We sincerely believe that the terms of the interim agreement previously provided to you are fair, and we thought they would be acceptable to you. With that said, we are of course prepared to discuss particular issues or concerns that you may have.

To avoid any further disruption to the business, we believe that it would be best if you and Melissa could work off-site through at least the Labor Day weekend. This would give us the opportunity to focus on our discussions without fear of further distractions or issues getting in our way.

I look forward to our call tomorrow. I am confident that there is a mutually beneficial path forward, but we need to roll up our sleeves now to make it a reality.

George