



9/23/2012

Jan Bouten
Partner, Innova Fund II
20 South Dudley Street, Suite 620
Memphis, TN 38103

Dear Mr. Bouten:

Pursuant to the Stock Purchase Agreement entered into as of September 14, 2012, by Innova Fund II, a Tennessee Limited Partnership, and certain investors, Innova Fund II has purchased shares in Nanophthalmics, Inc. for \$50,000.00.

Thank you,

A handwritten signature in blue ink, appearing to read "Ben Tempel", with a long horizontal flourish extending to the right.

Ben Tempel, CEO