



9/23/2012

Gary Stevenson
Memphis Biomed Ventures Tennessee I, LLC
17 West Pontotoc Ave, Ste 200
Memphis, TN 38103

Dear Mr. Stevenson,

Pursuant to the Stock Purchase Agreement entered into as of September 14th, 2012, by and Memphis Biomed Ventures Tennessee I, LLC, and certain investors, Memphis Biomed Ventures Tennessee I, LLC has purchased shares in Nanophthalmics, Inc. for \$50,000.

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