



July 25, 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 July 25, 2012 by and Memphis Biomed Ventures Tennessee I, LLC, and certain investors, Memphis Biomed Ventures Tennessee I, LLC has purchased 2,500 shares in Nanophthalmics, Inc. for \$25,000.

Thank you,

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

Ben Tempel, CEO