



December 3, 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 December 3, 2012, by and Memphis Biomed Ventures Tennessee I, LLC, and certain investors, Memphis Biomed Ventures Tennessee I, LLC has purchased shares in Restore Medical Solutions for \$475,000.00.

Thank you,

A handwritten signature in blue ink, appearing to read "Shawn M. Flynn". The signature is fluid and stylized, with a large, sweeping initial "S" and "F".

Shawn M. Flynn, Vice President