

May 14, 2014

Innova Fund II, L.P.
Attn: Jan Bouten
20 South Dudley Street, Suite 620
Memphis, TN 38103

Memphis Biomed Ventures Tennessee I, LLC
Attn: Gary Stevenson
17 West Pontotoc, Suite 200
Memphis, TN 38103


Re: Investment in EndoInSight, Inc.

Dear Jan and Gary:

Pursuant to the Stock Purchase Agreement entered into as of May 14, 2014 between EndoInSight, Inc. (the "Company"), a corporation with its headquarters and principal place of business in Tennessee, Innova Fund II, L.P. ("Innova"), Memphis Biomed Ventures Tennessee I, LLC ("MBV"), and certain other Purchasers set forth therein, Innova has purchased 2,500 shares of common stock in the Company for \$25,000 and MBV has purchased 2,500 shares of common stock in the Company for \$25,000.

We look forward to a long and prosperous relationship between the Company, Innova and MBV and thank you for your support.

Sincerely,



Byron Smith, President
EndoInSight, Inc.