

Focal Point Pharmaceuticals, Inc.

August 14, 2013

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

Re: Investment in Focal Point Pharmaceuticals, Inc.

Dear Gary:

Pursuant to the Investor Common Stock Purchase Agreement entered into as of August 12, 2013, by and among Focal Point Pharmaceuticals, Inc., a Delaware corporation, Memphis Biomed Ventures Tennessee I, LLC ("MB Ventures") and Gary Prosterman, MB Ventures has purchased 135,000 shares of Investor Common Stock in Focal Point Pharmaceuticals, Inc. for \$135,000.

We look forward to the relationship between the company and MB Ventures and thank you for your support.

Sincerely,



Gary Prosterman
Treasurer and Secretary,
Focal Point Pharmaceuticals, Inc.