

NeighborMD Management, LLC

February 19, 2013

Chase Perry
Tennessee Angel Fund
40 Burton Hills Blvd., Suite 250
Nashville, TN 37215

Dear Mr. Perry,

Pursuant to the Convertible Note Purchase Agreement entered into as of February 8, 2013 by and among NeighborMD Management, LLC, a Delaware limited liability company headquartered in Tennessee, and certain investors, Tennessee Angel Fund has invested \$100,000 in NeighborMD Management, LLC.

Thank you,

A handwritten signature in black ink, appearing to read "Peter Rossell", written over a horizontal line.

Peter Rossell
CFO