

Cyber Physical Systems, Inc.

July 22nd, 2011

Eric Satz
Tennessee Community Ventures Fund, LLC
616 Enquirer Avenue .
Nashville, TN 37205

Dear Mr. Satz:

Pursuant to the Convertible Note Purchase Agreement entered into as of August 23, 2010, by and among Cyber Physical Systems, Inc., a [state] corporation, and certain investors, Tennessee Community Ventures Fund, LLC, has purchased convertible preferred equity shares in Cyber Physical Systems, Inc. for \$500,000.00.

Thank you,

Chris Thompson

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