

**CYBER PHYSICAL SYSTEMS, INC.**  
**1400 Rosa L Parks Blvd # 119**  
**Nashville, TN 37208**

July 31, 2012

Tennessee Community Ventures Fund, LLC  
Attention: Eric Satz  
3841 Green Hills Village Drive, Suite 400  
Nashville, TN 37215


RE: Investment in Cyber Physical Systems, Inc.

Dear Eric:

Pursuant to the Series A Preferred Stock Purchase Agreement entered into as of July 31, 2012, by and among Cyber Physical Systems, Inc., a Tennessee corporation, Tennessee Community Ventures Fund, LLC ("TCVF"), Byron Smith and the Tennessee Technology Development Corporation, TCVF has purchased 78,834 shares of Series A Preferred Stock in Cyber Physical Systems, Inc. for \$1,000,009.29.

We look forward to continuing the relationship between the company and TCVF and thank you for your support.

Sincerely,



Christopher Thompson  
President