

Cyber Physical Systems, Inc.

November 4, 2014

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

Dear Mr. Satz:

Pursuant to the Convertible Note Purchase Agreement entered into on November 4, 2014, by and among Cyber Physical Systems, Inc., a Tennessee corporation (the "Company"), certain investors, and Tennessee Community Ventures Fund, LLC ("TNCV"), TNCV has invested \$100,000 in the Company in the form of a convertible note.

Sincerely,



Joe Davis  
Central Operations Manager