

Cyber Physical Systems, Inc.

December 4, 2015

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

Dear Mr. Satz:

Pursuant to the Stock Purchase Agreement entered into on December 4, 2015, by and among the Company, certain investors, and TNCV, \$190,000 in outstanding convertible promissory notes, plus interest on those notes totaling \$6,432.88, less refunds paid to TNCV by the Company to eliminate partial shares totaling \$31.12, was converted into 11,292 Series A-3 Preferred shares in the Company at a cash value purchase price of \$196,401.76.

Pursuant to that same Stock Purchase Agreement dated December 4, 2015, TNCV invested \$9,983.58 and purchased an additional 574 Series A-3 Preferred shares in the Company.

Sincerely,



Joe Davis
Central Operations Manager