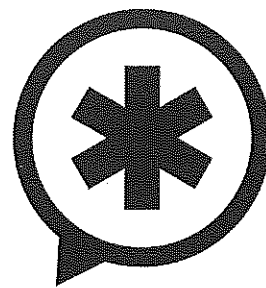


splitsecnd



May 10, 2016

Eric Satz
Managing Director
TNCV
1033 Demonbreun Street, Suite 300
Nashville, TN 37203

Dear Mr. Satz:

Pursuant to the Convertible Promissory Note entered into as of May 10, 2016, by and among Cyber Physical Systems, Inc., a Tennessee corporation, and certain investors, Tennessee Community Ventures Fund, LLC, has purchased a note convertible into shares in Cyber Physical Systems, Inc. for \$100,000.00.

Thank you,

A handwritten signature in black ink, appearing to read 'Melanie Taylor', with a stylized flourish at the end.

Melanie Taylor, President