



May 26, 2010

Christopher P. Rand
TriStar Technology Fund, LLC
3401 West End Ave., Suite 310
Nashville, TN 37203

Dear Mr. Rand:

Pursuant to the Preferred Stock Purchase Agreement entered into as of May 25, 2010, by and among Pathfinder Therapeutics, Inc., a Delaware corporation, and certain investors, TriStar Technology Fund, LLC has purchased shares in Pathfinder Therapeutics, Inc. for \$566,666.28.

Thank you,

A handwritten signature in black ink that reads "Jim Stef". The signature is written in a cursive, flowing style.

Jim Stefansic
COO