

October 7, 2011

James C. Phillips, Jr.
XMi High Growth Development Fund, LLC
618 Church Street, Suite 220
Nashville, TN 37219

Dear Mr. Phillips:

Pursuant to the Membership Purchas Agreement entered into as of September 22nd, 2011, by and among Criterion Holdings, Inc., a Tennessee corporation, and certain investors, XMi High Growth Development Fund, LLC has purchased stock in Criterion Holdings Inc. for \$275,000.

Thank you,

A handwritten signature in cursive script, appearing to read "Robert Buchanan".

Robert Buchanan
CEO