



February 2, 2012

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

Dear Mr. Phillips:

Pursuant to the Capital Investment Agreement entered into as of January 19th, 2012, by and among Criterion Holdings, Inc., a Tennessee corporation, and certain investors, XMi High Growth Development Fund, LLC has purchased a convertible debt security in Criterion Holdings Inc. for \$250,000.

Thank you,

A handwritten signature in black ink, appearing to read "Robert Buchanan", written in a cursive style.

Robert Buchanan
CEO