

801.10

[REDACTED]

[REDACTED]

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August 26, 1988

Victor Cohen, Esq.

Room 301

I am writing to confirm the advice that you gave me

and an option to buy for \$1.00 certain equipment at the end of the supply agreement referred to below. These assets include technology (including patents and trademarks), customer and supplier lists and files, and most assignable contracts. In addition, Company B's marketing plan is finished

Since Company B is not buying the plant and equipment used to manufacture product X, it desires to enter into a supply contract, pursuant to which Company A will manufacture most of X for Company B for a period of at least one year. It is expected that the total revenues to Company A from this supply agreement will be approximately \$10 million. All of the finished goods supplied pursuant to this agreement will be newly manufactured products and will not include any finished inventory that existed at the time of the original sale agreement. At the end of the

less than \$500,000.

Acquiring side board of directors should determine fair market value to make sure, plus is below \$15MM.

