



Kevin R. Flynn, Esq.  
Direct: (513) 763-3583  
Fax: (513) 421-1118  
[kflynn@gfh-law.com](mailto:kflynn@gfh-law.com)

August 23, 2010

Stone Quarry, LLC  
1234 Rockofages Drive  
Bedrock, Ohio

Slaterock, Inc.  
9876 Trex Boulevard  
Bedrock Hills, Ohio 45200

**Re: The Rockefeller's Bank and Trust Company Loan to  
Borrower: Stone Quarry, LLC  
Seller: Slaterock, Inc.  
Property: 8765 Quarry Lane, Bedrock, Ohio**

Ladies and Gentlemen:

This letter is written to confirm that Griffin Fletcher & Herndon LLP and Kevin R. Flynn, Esq. have represented the interests of the Lender in this transaction, The Rockefeller's Bank and Trust Company. The parties acknowledge that they have been advised to seek independent legal counsel as to the transaction and have either obtained such counsel or have knowingly and voluntarily waived their right to such counsel.

It is further acknowledged that Griffin Fletcher & Herndon LLP and Kevin R. Flynn, Esq. have not performed any legal services on behalf of the Borrower or Guarantors in this transaction except for the preparation of the selling and borrowing resolutions, preparation and recording of the deed [and as follows:]

[It is further acknowledged that Griffin Fletcher & Herndon LLP is issuing a title opinion to Lender in connection with this transaction. It has been explained to Borrower that the opinion being issued protects the Lender's interest only, and not the interests of the Borrower in the Property. Borrower has the opportunity to purchase an owner's policy of title insurance from the company of its own choosing to protect its interest. Borrower shall have no claim against Griffin-Fletcher, LLP, under either a contractual basis or a negligent misrepresentation basis, as the Borrower has no right to rely on the Lender's title opinion.]

[It is further acknowledged that Lawyers Title of Cincinnati, Inc. is a company related to Griffin Fletcher & Herndon LLP and is issuing title insurance to Lender in connection with this transaction. It has been explained to Borrower that the policy being issued protects the Lender's interest only, and not the interests of the Borrower in the Property. Borrower has the opportunity to purchase an owner's policy of title insurance from Lawyers Title of Cincinnati, Inc. for a period of thirty (30) days after closing. In the event such owner's coverage is purchased, Borrower will receive a credit for the premium paid for the mortgagee's policy (less \$100.00) toward the purchase of an owner's policy of title insurance. In the event Borrower does not purchase the owner's policy of title insurance, Borrower shall have no claim against Griffin Fletcher & Herndon LLP, Lawyers Title of Cincinnati, Inc. or the title insurance underwriter under either a contractual basis or a negligent misrepresentation basis, as the Borrower has no right to rely on the Lender's policy of title insurance.]

The execution of this letter by Borrower and Seller constitutes their acceptance and acknowledgment of the terms contained herein.

Sincerely,

GRIFFIN FLETCHER & HERNDON LLP

Kevin R. Flynn

Slaterock, Inc., an Ohio Corporation

By: \_\_\_\_\_  
Sam Slate, President

Stone Quarry, LLC , an Ohio Limited Liability Company

By: \_\_\_\_\_  
Barney Rubble, Authorized Member