

July __, 2018

City of Racine
Attention: City Clerk
730 Washington Avenue
Racine, WI 53403
USA

Director of City Development
City Hall, Room 102
730 Washington Avenue
Racine, WI 53403
USA

Racine County Economic Development Corporation
2320 Renaissance Boulevard
Sturtevant, WI 53177
USA

RE: Development Incentive Agreement (the "DI Agreement"), dated as of July 23, 2015 by and between the City of Racine and Inter-Med, Inc. d/b/a Vista Dental Products (the "Company")

To Whom It May Concern:

On June 28, 2018, the Company was acquired by Intermed Intermediate Holdings, Inc., a Delaware corporation ("Buyer"), an affiliate of Inverness Graham Investments III L.P., through the merger of a subsidiary of Buyer with and into the Company, with the Company continuing as the surviving entity (the "Merger").

While the Merger resulted in a transfer of controlling interest in the Company to Buyer, the Company currently intends to stay and grow in Racine but continued financial assistance under the DI Agreement is necessary to enable the Company to do so. Please note, that because the Company continued as the surviving entity in the Merger, no transfer or assignment of the DI Agreement is necessary. The Company shall remain liable and responsible for its obligations under the DI Agreement.

As a result, the Company requests that the City of Racine countersign this letter to acknowledge that it is waiving any right of termination, breach or default, if any, under the DI Agreement arising from or relating to the Merger and that the DI Agreement shall continue unaffected by the Merger.

Thank you in advance for your prompt attention to this matter.

[Signature Page Follows]

INTER-MED, INC.

Name: _____
Title: _____

ACCEPTED, ACKNOWLEDGED AND AGREED AS OF _____, 2018:

CITY OF RACINE

Name: _____
Title: _____