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April 11, 2007

Via Electronic Mail

Richard Irons, PhD, DABT
Principal Investigator, Shanghai Health Study
richard.iron@cinpathogen.com

Re: ***The Shanghai Health Study***

Dear Dr. Irons:

I am writing on behalf of the American Petroleum Institute (API) in support of the scientific and clinical research being conducted in China, the Shanghai Health Study. We appreciate your efforts as a principal investigator for this unique project in Shanghai and look forward to the successful completion of this worthy effort.

API has been authorized to provide Cinpathogen, Inc. (Cinpathogen) with \$800,000 as an advance on the contract currently being negotiated between Cinpathogen and API, in order to continue the laboratory operations of the study as described in your March 18, 2007 proposal while the contract is being developed. This advance is contingent upon API formally receiving acceptance and electronic affirmation from Cinpathogen of the following conditions:

- 1) Within five calendar days of the receipt of funds, Cinpathogen will provide a detailed itemization of how and over what time period the \$800,000 advance payment is to be spent;
- 2) Within five calendar days of the receipt of funds, Cinpathogen will identify progress milestones to be achieved in the second quarter, 2007;
- 3) Within ten calendar days of the receipt of funds, Cinpathogen will provide API with its business plan and related financial and banking relationships, and other items as needed to best assess the company's viability and any underlying agreements and contracts that Cinpathogen has established to complete this study, including the agreement between Cinpathogen and Fudan University; and

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- 4) Within fourteen calendar days of the receipt of funds, Cinpathogen will delineate deliverables and milestones to be utilized in the potential development of a contract with Cinpathogen to successfully complete the case accrual work by the end of 2007 and the entire study by the end of 2008. These deliverables and milestones should be consistent with the enhanced Quality Assurance/ Quality Control program and tie back to the partial Cinpathogen proposals of March 18, 2007 and April 5, 2007. Both the laboratory transition task and costs and the post study costs for the continued publication of study findings should be explicitly recognized by the Cinpathogen response.

Authorization and disbursement of any additional monies beyond the initial \$800,000 advance is contingent upon successful execution of an agreement between API and Cinpathogen. If you agree to the conditions outlined above, please sign below and return this via facsimile to Howard Feldman at 1-202-682-8031 or send a signed PDF back to Howard at Feldman@api.org. The funds will be wired immediately upon receipt of your signed agreement.

Sincerely,



I acknowledge and accept the conditions outlined above.

Richard D. Irons
Cinpathogen, Inc.

Date