



BOARD OF DIRECTORS

Carl Tilley.....Chairman

Bob Gaither
Anothy Ratliff
Larry Praitier
Charles Shertlock

OFFICERS

Carl Tilley.....President/CEO
Ruth Tilley..... Secretary/Tres
TELEPHONE
(615) 443-5315

E -MAIL
cktilley @ bellsouth. net

June 14, 2002

TO: Walter Webb
709 Westwood Drive
Lebanon, TN. 37087

FROM : Carl Tilley

SUBJECT: Resignation of Walter Webb.

It is with great sadness and regret that I acknowledge receipt of your resignation from the Board of Directors for the Tilley Foundation, Inc. dated June 11, 2002.

You have been of tremendous value to the Foundation in gathering together investors as well as other areas. You will be missed by me personally.

On the business side I am required to remind you that your signing of the **NON-DISCLOSURE AND SECRECY AGREEMENT** in November 2001 is still binding upon you. You have extensive knowledge and details of inventions, as well as, Tilley Foundation, Inc. business affairs and information. I must remind you to **not** discuss these matters or any Foundation business as per the Secrecy Agreement.

Please return all items that are the property of the Tilley Foundation, Inc. (keys, paperwork, list of shareholders, ect.,) to the Tilley Foundation, Inc.

Once again I am sorry you have made the decision to resign.

Respectfully,

A handwritten signature in black ink that reads 'Carl B. Tilley'.

Carl B. Tilley
President & CEO
Tilley Foundation, Inc.

131 Hiwassee Road • Lebanon, Tennessee 37087