

July 15, 2002

The Tilley Foundation, Inc.  
**Attn: All Stockholders and Board Members**

Dear Stockholders and Board Members:

Under ~~the~~ circumstances I feel <sup>WERE</sup> ~~we are~~ unfair and without warrant. I have resigned from the Board of Directors for The Tilley Foundation, effective June 12, 2002.

After verbal agreements were not fulfilled by the President and C.E.O. Mr. Carl Tilley, I chose to move on for my own benefit as well as my family.

When my family and I returned from a brief, but well deserved vacation the first week of June, Mr. Tilley delivered to my home, a group of stock certificates for me to deliver, to those of you, who had purchased additional shares of stock.

At this time, it was discovered that the 100 shares of stocks promised to my family and I in December, 2001, still had not been issued.

The arrangement that was agreed upon in December, 2001 was as follows:

1. I was to put people together for Mr. Tilley's presentation of the T.E. A.
2. When \$200,000.00 worth of stock was sold, I was to own 10% of the company (100 shares).
3. I was also to be put on payroll at \$250,000.00 per year, to be paid by Carl Tilley if necessary, not the Foundation.
4. My wife was also to be hired full time as Executive Assistant to Mr. Tilley at \$150,000.00 annually, to be paid in the same manner.

Not only was the objective met (\$200,000.00), in terms of the dollar amount it was doubled (\$400,000.00).

I fulfilled my end of the arrangement 100% and was paid a 10% finders fee/commission on all monies raised. However, none of the aforementioned was ever fulfilled by Mr. Tilley.

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When Mr. Tilley's actions aroused my suspicion I took the liberty of conducting my own investigation of Mr. Tilley's past, which included previous residences, past and present business associates, partner, etc., and any fraudulent practices both professionally and/or criminally.

This investigation was started at or about 10:00 a.m., Monday June 10, 2002.

My information was compiled on Monday the 10<sup>th</sup>. I was compelled to seek legal counsel on Tuesday June 11<sup>th</sup> at 4:00 p.m. My resignation letter was drafted on Wednesday, June 12, 2002 and was mailed to all Board Members and the Officers of the Corporation on Thursday, June 13, 2002, via U.S.P.S.

As a previous board member, I have a moral as well as a fiduciary responsibility to divulge the information gathered during my investigation, and to disclose what led to my investigation.

Those discoveries are as follows:

1. Both battery charging systems always discussed by Mr. Tilley in the presentation and at the first annual Stockholder meeting are the property of Carl Tilley (50%) and a Mr. Robert Kibbey (50%).
2. The first device (the one Mr. Tilley described as being plugged into the wall) was never sold! Hence there are no millions anywhere!
3. Mr. Tilley has three (3) prior convictions of fraud by check in the state of Wyoming, County of Lincoln, and is wanted by the same county and state, in the form of a bench Warrant for violation of probation on the same convictions.
4. Both patent applications for both devices are held by Carl Tilley (50%) and Robert Kibbey (50%) as Co-Inventors.
5. Mr. Tilley (at the time of the investigation) has no current Tennessee State issued Drivers License as per the D.M.V. He currently holds an expired Wyoming Driver's License.
6. The device, black box, field generator whatever you know it by best, never ran a golf cart on a forklift for seven days or 70 minutes, as per Robert Kibbey, Co-Inventor of both devices. It failed.
7. Calculations derived by Robert Kibbey (again co-inventor of both inventions and co-patent application holder) are as follows:  
The Field Generator will only run for approximately 4.5 hours, only power a 60 watt light bulb and let no one tell you that the technology to run the car is different. It is all the same!

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8. Last but not least, Mr. Tilley has had numerous addresses in a number of different states: Florida, Nevada, Kemmerer Wyoming, Collbran, Colorado, Butner North Carolina and Tennessee.

In closing, this is not a witch hunt. These are simply the facts and are backed by real documentation from Real sources. The majority of the information is public record.

Sincerely,



Walter H. Webb