

12 August 2019

190812 – RAMI Offer Letter

Matt Tuin
R.A. Miller Industries, Inc.
14500 168th Avenue
P.O. Box 858
Grand Haven, MI 49417

Dear Matt:

AviaGlobal Group, LLC, has been made aware of an opportunity to acquire an avionics manufacturing firm that may be of interest to R.A. Miller Industries, Inc.

As a key aspect of the portfolio of services that AGG provides, we are afforded early information regarding acquisition candidates. As part of our merger and acquisition assistance practice, we examine the strengths, resources and market compatibility of organizations that could benefit from a merger, acquisition or purchase of compatible firms.

The candidate that we are able to introduce you to designs, develops and manufactures avionics that address a niche that is likely to experience significant growth. The candidate organization holds unique capabilities that serve multiple markets and the company is in the final stages of qualification and TSO testing of an avionics system that meets commercial and military requirements not currently supplied by any other manufacturer. This key product's demonstrated performance meets or exceeds requirements of other products but includes features unavailable in systems costing many times more than the manufacturing cost of this device. Integration of this organization's products can give you a turnkey product ready for R.A. Miller Industries, Inc. to address a worldwide market with the potential of disrupting key established suppliers.

The firm is in a distressed situation. At this time, the entirety of the company can be acquired; products, WIP, inventory, tooling, facilities and IP or specific avionics products can be acquired separately. Time is of the essence as a liquidation process could reduce the totality of the acquirable property.

AviaGlobal Group can provide further information and can reveal the company and principle individuals. Our role in connecting you to this organization will be compensated at the closing of the acquisition in the form of a finder's fee. To preserve this priority in this transaction, we require that you identify that this opportunity was presented to you by AviaGlobal Group, LLC through the execution of a Finder Document. This document does not obligate any action on your part other than confidentiality; it simply protects AGG's interest should your organization move forward.

Thanks for letting us be a part of RAMI's business.

Very best regards

/s/

Lee Carlson

Co-Founder & Managing Partner
AviaGlobal Group, LLC