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DEAL LETTER

CONFIDENTIAL

RL Electronics, Inc
440 Montgomery St.
San Francisco
California
94103

Re: Investment in RL Electronics, Inc

Dear Dorian Rothschild,

We would like to thank you for providing with the opportunity to submit this non-binding Deal Letter to RL Electronics, Inc, together with the attached term sheet labeled as Exhibit A (the "Term Sheet"), for the purchase of

5000 shares of RL Electronics, Inc stock

(the "Assigned Interests") (collectively, the "Transaction").

This letter and the attached Term Sheet serve to outline the material terms and conditions pursuant to which

the purchase of 5000 shares of RL Electronics, Inc stock

Olsen Semiconductors, Inc, would be prepared to consummate the Transaction. Unless otherwise required by law, the terms and existence of this proposal are confidential and should not be disclosed or shared without the prior written consent of Purchaser with anyone other than the Company's officers, directors, and legal, tax and accounting advisors. This proposal expires on April 30, 2012 unless executed and delivered by you before such date.

I. Conditions to Closing.

We anticipate that the necessary steps to reach a closing (the "Closing") should be completed by April 28, 2012 (the "Closing Date"). These steps, which are conditions to the obligation to consummate the Transaction, are outlined below:

a. The negotiation, execution and delivery of mutually acceptable definitive agreements under California law regarding the Transaction. We anticipate that such agreements would contain usual and customary terms and conditions, including representations and warranties typical for such transactions, all as negotiated by the parties. The parties recognize that this is a non-binding deal letter and that, during the course of due diligence and finalizing the Transaction documents, there may be additional elements for negotiation. We understand that the Company is a party to certain agreements that affect or may affect the Transaction and/or the rights that the



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Table of Contents Cover Letter Deal Sign In

1. Understanding the eBook Cover Letter Deal Sign In
 - The Rise of Digital Reading Cover Letter Deal Sign In
 - Advantages of eBooks Over Traditional Books
2. Identifying Cover Letter Deal Sign In
 - Exploring Different Genres
 - Considering Fiction vs. Non-Fiction
 - Determining Your Reading Goals
3. Choosing the Right eBook Platform
 - Popular eBook Platforms
 - Features to Look for in an Cover Letter Deal Sign In
 - User-Friendly Interface
4. Exploring eBook Recommendations from Cover Letter Deal Sign In

- Personalized Recommendations
- Cover Letter Deal Sign In User Reviews and Ratings
- Cover Letter Deal Sign In and Bestseller Lists
- 5. Accessing Cover Letter Deal Sign In Free and Paid eBooks
 - Cover Letter Deal Sign In Public Domain eBooks
 - Cover Letter Deal Sign In eBook Subscription Services
 - Cover Letter Deal Sign In Budget-Friendly Options
- 6. Navigating Cover Letter Deal Sign In eBook Formats
 - ePub, PDF, MOBI, and More
 - Cover Letter Deal Sign In Compatibility with Devices
 - Cover Letter Deal Sign In Enhanced eBook Features
- 7. Enhancing Your Reading Experience
 - Adjustable Fonts and Text Sizes of Cover Letter Deal Sign In
 - Highlighting and Note-Taking Cover Letter Deal Sign In
 - Interactive Elements Cover Letter Deal Sign In
- 8. Staying Engaged with Cover Letter Deal Sign In
 - Joining Online Reading Communities
 - Participating in Virtual Book Clubs
 - Following Authors and Publishers Cover Letter Deal Sign In
- 9. Balancing eBooks and Physical Books Cover Letter Deal Sign In
 - Benefits of a Digital Library
 - Creating a Diverse Reading Collection Cover Letter Deal Sign In
- 10. Overcoming Reading Challenges
 - Dealing with Digital Eye Strain
 - Minimizing Distractions
 - Managing Screen Time
- 11. Cultivating a Reading Routine Cover Letter Deal Sign In
 - Setting Reading Goals Cover Letter Deal Sign In
 - Carving Out Dedicated Reading Time
- 12. Sourcing Reliable Information of Cover Letter Deal Sign In

- Fact-Checking eBook Content of Cover Letter Deal Sign In
 - Distinguishing Credible Sources
13. Promoting Lifelong Learning
- Utilizing eBooks for Skill Development
 - Exploring Educational eBooks
14. Embracing eBook Trends
- Integration of Multimedia Elements
 - Interactive and Gamified eBooks

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