

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.

1. 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 or ~~negotiation~~ ^{negotiation}. We understand that the Company is a party to certain agreements that affect or ~~negotiation~~ ^{negotiation} the transaction and/or the rights that the



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G Orfield

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Decisions and Orders of the National Labor Relations Board United States. National Labor Relations Board,1994

Manual of Patent Examining Procedure United States. Patent and Trademark Office,1983 **Code of Federal Regulations** ,1997 Special edition of the Federal register containing a codification of documents of general applicability and future effect as of July 1 with ancillaries The Code of Federal Regulations of the United States of America ,1995 The Code of Federal Regulations is the codification of the general and permanent rules published in the Federal Register by the executive departments and agencies of the Federal Government **Cases and Problems on Contracts** John D. Calamari,Joseph M. Perillo,Helen Hadjiyannakis Bender,1989

The Federal Reporter ,1993 **Representing the Growing Business** ,2000 *Reports of Cases Argued and Determined in the Supreme Court of New Jersey* New Jersey. Supreme Court,1994

Employee Benefits Cases ,1982 **Embassy Suites** ,2003 The Australian Law Times ,1897

Marketing Management Marvin A. Jolson,1978 Crew Factors in Flight Operations XII: A Survey of Sleep Quantity and Quality in On-Board Crew Rest Facilities ,2000 *Chest* ,2008 **Engineering** ,1875 American Law Reports ,1994

45 Effective Ways for Hiring Smart! Pierre Mornell,1998 Pierre Mornell argues that the observation of behaviour rather than words is the key to successful staff recruitment Restatement of the Law American Law Institute,1971

Bank and Corporate Governance Law Reporter ,2001 *Working with Young Children* Judy Herr,2004 Applies child development principles to child care settings

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