

**TARSHIS, CATANIA, LIBERTH, MAHON & MILLIGRAM, PLLC**  
ATTORNEYS AND COUNSELLORS AT LAW

STEVEN L. TARSHIS, L.L.M. TAXATION  
JOSEPH A. CATANIA, JR.  
RICHARD F. LIBERTH  
RICHARD M. MAHON, II (DC, AZ)  
STEVEN I. MILLIGRAM (NJ)  
MICHELLE F. RIDER, CPA (FL)  
PAUL S. ERNENWEIN  
HOBART J. SIMPSON  
JULIA GOINGS-PERROT

SPECIAL COUNSEL  
JAY F. JASON (MA)  
JOSEPH G. MCKAY

ONE CORWIN COURT  
POST OFFICE BOX 1479  
NEWBURGH, NEW YORK 12550  
(845) 565-1100  
1-800-344-5655  
FAX (845) 565-1999  
(FAX SERVICE NOT ACCEPTED)

100 RED SCHOOLHOUSE ROAD, SUITE C-12  
CHESTNUT RIDGE, NEW YORK 10977  
TEL (845) 426-7799 FAX (845) 426-5541  
(MAIL AND FAX SERVICE NOT ACCEPTED)

**E-MAIL: [tclmm@tclmm.com](mailto:tclmm@tclmm.com)**  
**[www.TCLMM.com](http://www.TCLMM.com)**

MARK L. SCHUH  
NICHOLAS A. PASCALE  
DANIEL F. SULLIVAN  
MICHAEL E. CATANIA (NJ, CT, MA)  
ARYEH LAZARUS (NJ)  
HOLLY L. REINHARDT (NJ)  
REBECCA BALDWIN MANTELLO (CT)  
TIMOTHY G. TUTTLE (CT)  
ARI I. BAUER

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(ALSO ADMITTED IN)

**WRITER'S DIRECT NO.**  
**(845) 569-4399**

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(ALSO ADMITTED IN)

**WRITER'S E-MAIL**  
**[mrider@tclmm.com](mailto:mrider@tclmm.com)**

July 22, 2011

Brad Ripps, CEO  
Vista International Technologies, Inc.  
88 Inverness Circle East, Ste N-103  
Englewood, CO 80112

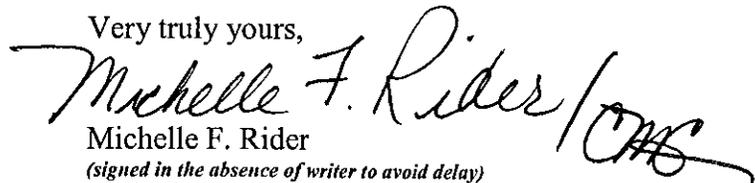
Re : Advance by Richard Strain

Dear Brad:

This letter confirms that a wire transfer in the amount of \$50,000.00 was sent by my firm today, which represents an advance by Richard C. Strain on the Promissory Note dated August 11, 2009, and is in accordance with the terms of your letter dated July 21, 2011.

This letter shall not serve as an indication or confirmation of availability of any further amount(s) for advance pursuant to the above-referenced Promissory Note.

Very truly yours,

  
Michelle F. Rider  
(signed in the absence of writer to avoid delay)

MFR/cmg/654879

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Very truly yours,

Michelle F. Rider

MFR/cm/654879

July 21, 2011

Ms. Michelle Rider, Esq.  
Tarshis, Catania, Liberth, Mahon & Milligram  
One Corwin Court  
P.O. Box 1479  
Newburgh, NY 12550

**RE: \$375,000 Line of Credit (the "Line of Credit") extended by Richard C. Strain ("Lender") to Vista International Technologies, Inc. (the "Company")**

Dear Michelle:

On behalf of the Company we hereby request an advance of \$50,000 (the "Advance") under the Line of Credit, to be wired to the Company no later than July 21, 2011, pursuant to the wire instructions attached to this letter as Exhibit A.

We understand you are authorized by the Lender to make the funds for the Advance available to the Company. .

In accordance with the provisions of the Line of Credit, we hereby advise you that the proceeds of the Advance will be used to process the excess tire inventory currently stored at the tire processing facility owned by the Company and located at 1323 Fulghum Road, in Hutchins, Texas (the "Property") and to fund working capital needs of the Company through the closing of the sale of the Property to Brown-Lewisville Railroad Family First Limited Partnership, a Texas limited partnership ("Brown"), currently scheduled to close on or before August 31, 2011 (the "Closing Date").

We agree to repay the Advance on the Closing Date.

In addition, as consideration for the Lender making the Advance, the Company hereby agrees to repay to the Lender an additional \$25,000 (the "Additional Repayment") of the outstanding balance of the Letter of Credit on the earlier to occur of (a) the Closing Date, if, on the Closing Date, Brown does not require an escrow of sale proceeds in order to continue processing the excess tire inventory currently stored at the Property or (b) if Brown does require an escrow of sale proceeds then such Additional Repayment shall be made to the Lender substantially concurrently with the release of the portion of the sale proceeds subject to such escrow. Exhibit B attached provides a detail of repayment to Mr. Strain under both alternatives.

Ms. Michelle Rider, Esq.  
July 21, 2011  
Page 2 of 2

By your execution of the counterpart of this Letter, you hereby agree, as authorized by the Lender, as follows:

To make the Advance as described above; and

To accept the repayment terms of the Advance and the Additional Repayment as described above.

Very truly yours,



Bradley A. Ripps  
Chief Executive Officer  
Vista International Technologies, Inc.

Accepted and agreed this 22<sup>nd</sup> day of July, 2011

Michelle Rider  
Michelle Rider, Esq. 

Ms. Michelle Rider, Esq.  
July 21, 2011  
Page 2 of 2

**EXHIBIT A**

**WIRE INSTRUCTIONS**

f/b/o Vista International Technologies, Inc.

Routing number: 102001017

Account number: 637643451

Ms. Michelle Rider, Esq.  
July 21, 2011  
Page 2 of 2

**EXHIBIT B**

**SEE ATTACHED**

**Exhibit B**

<b>Use of Proceeds Summary:</b>	<u>With Escrow</u>	<u>No Escrow</u>
Selling price	\$ 1,551,125	\$ 1,551,125
Waived rent	<u>(203,000)</u>	<u>(203,000)</u>
Net cash proceeds	<u>1,348,125</u>	<u>1,348,125</u>
Working capital requirements	125,000	110,000
Capital expenditures	400,000	390,000
Debt payoff	731,941	756,941
Transaction expenses	<u>85,444</u>	<u>85,444</u>
	<u>1,342,385</u>	<u>1,342,385</u>
Net cash after use of proceeds	<u>\$ 5,740</u>	<u>\$ 5,740</u>

**Recap of Debt payoff**

<b>Notes payable</b>		
Strain	\$ 375,000	\$ 400,000
Tim Ruddy	50,000	50,000
Todd Wade	50,000	50,000
Ruddy family (including interest)	50,400	50,400
<b>Debts to be settled at closing</b>		
Legal and professional fees	84,944	84,944
Property taxes	11,597	11,597
IRS delinquent payroll taxes	89,000	89,000
Colorado delinquent withholding	<u>21,000</u>	<u>21,000</u>
Total debt payoff	<u>\$ 731,941</u>	<u>\$ 756,941</u>

**Recap of Strain debt as of August 31, 2010**

	<u>Principal</u>	<u>Interest</u>
Notes payable-Strain	\$ 500,000	\$ 57,583
Line of credit-Strain	<u>142,752</u>	<u>16,440</u>
Totals	<u>\$ 642,752</u>	<u>\$ 74,023</u>