

**We, SynergetX HP bv, claim to have made a binding agreement with Mr. Rossi/ Leonardo Corporation, taking in consideration that:**

- a- a binding agreement comes into effect when a legal entity makes an offer to another, and the other accepts that offer where the components offering and acceptance can in principle be done in any form (e.g. oral, handwriting, email, fax, hand signed printed contract, etc.)
- b- from our correspondence with Rossi is to deduce that the two elements of a contract, offer and acceptance, are done by email and that this agreement has been concluded (see timeline for details).
- c- with his response on 11 jan. 2012 it clearly shows that Mr. Rossi's acts in accordance with behavior of being aware to having contracted by his anticipation in organizing a meeting at which, among other things, the action is to be to convert the agreement via email into a signed one.

**The timeline shows that per email,:**

- Rossi accepts (on 28 nov. 2011) our pre -order for 1 to 7 10kW eCats (domestic, not to be confused with 1 MW industrials) and states in response to our request for business cooperation that the exclusive commercial license to NL / Benelux is for sale and that we express our interest in the license by the same date and ask for details.
- Rossi communicates the price and we indicate to accept the offer in advance the following day ( 29 nov. 2011 ) and request further documentation .
- Rossi then immediately sends the same day a "license template" .
- We on 31 dec. 2011 put forward some questions (and statements) to Rossi and ask if they can be addressed in the agreement.
- Rossi on 31 dec. 2011 indicates that no modifications are possible to the license template. On 11 jan. 2012 we answer that we renewed indicate our acceptance of the offer as it is and that we express our confidence that our questions/remarks will be addressed in well manner in time.
- By the same email of 11 jan. 2012 we ask Rossi if we can meet him in Italy to convert the agreement via email into a signed one and to discuss the payment method and terms. Rossi engages on our proposal by asking us to contact him on feb 3rd to organize a meeting.  
(notice that Rossi's actions are in accordance with him being aware to have contracted with us by giving a follow-up on it).
- On 17 feb. 2012 (with reminder on feb. 26th) we contact Rossi by email to organize the planned meeting.
- from Rossi response on 26 feb 2012 it turns out that he sold the exclusive license for a second time (and therefore unlawful) to another entity after which we respond per email that we consider SynergetX HP bv to be the only legitimate party at that moment to obtain the license for the Benelux and that we want to settle this disagreement in good manner as soon as possible.

(censored/relevant) Correspondence Rossi-SHP.

28-11-11 06:29

Dear Mr. Rossi,

First I would like to thank you (again) for initiating this great technology for the hard needed better of humanity!

Via this writing I want to put in process two matters.

1-request being put on the request/wait list for early-adopter ecat purchase.

2-connect business wise.

1-request being put on the request list for early-adopter ecat purchase.

I would like to sign up on the wait list for 1 ecat and when possible have option on 7ecats.

Could you please put me on the wait list and give a feedback.

2-connect business wise

I have followed your endeavor for close to a year now and have contacted you in early stage regarding a project that I would like to bring about (see my initial mails 14&15 jul. h-----.m-----@gmail.com)

Since your breach with Defkalion you said "contact me in November for commercial matters".

I did try to reconnect but unsuccessfully where I assumed that your mailbox was flooded and this was being the reason for not being answered.

-, ----- (-----) have recently founded -----  
a company (SynergetX HP BV) that has the ambition to make a business for the Dutch market in the L.E.N.R. field. We have plenty idea's but first must find a way to position ourselves to know which way things will evolve.

I would like to know if you already have partners for the Dutch market and if not if you can put us on your list of potential partners or inform me otherwise.

Where I assume that you still have no totally clear strategy on how to enroll your business plan I would also like to state that besides wanting to make a structural business we also have a potential single project that at first needs approx. 50 MW but could eventually expand to approx 150 MW. The pre-ordered ecat can function as a pilot for this project.

To be able to handle a bigger role we are already (premature perhaps) looking for partnering and investors for our endeavor.

Hoping to get a reflection on second matter and confirmation on first matter (being on the wait list) I refrain.

Kindest Regards,

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(mobile [+31 6](tel:+316)----- )

SynergetX HP B.V.  
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28-11-11 07:00

Dear Sir:

1- your pre-order has been accepted

2- we so far sell only 1 thermal MW plants

3- we can sell the exclusive commercial license for your Country.

Warm Regards,

Andrea Rossi

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28-11-11 07:52

Dear Mr. Rossi,

Thank you for your tremendous fast reply!

That reminds me of my wish to compliment you on the tremendous effort you are putting up and on your contact with the public (which unfortunately is not so well served by the way you do it on your blog.. a forum would be more appropriate)!

Regarding issue 1:

Excitingly thanking you :)

Regarding issue 2:

I would like to go forward to see if in this stadium perhaps the purchase of 1MW plant would be opportune for pilot by follow up with --x 1MW and then full implementation.

From what I understand you have already at least 13 MW units in back-order, when do you think we could lay hands on 1st purchase for pilot?

- ----- --x - - - - - , ----- x.

How do we proceed?

Regarding issue 3:

Since you indicate a exclusive commercial license for the Netherlands is open I would like to express our interest in this!

I would like to learn your terms and know if we can have a conditional exclusivity agreement to catalyze the process of meeting the terms ruling the license by attracting strategic partners.

Awaiting your answer and wishing you prosperity in your difficult endeavor,

Kindest Regards,

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28-11-11 14:46

Dear Sir:

1- you can buy as many 1 MW thermal units you want, delivery 120 days

2- the exclusive commercial license  
for Benelux costs 50.000 Euro

Warm Regards,

A.R.

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29-11-11 08:16

Dear Andrea Rossi,

That's fantastic news!

To the part of exclusive commercial license for Benelux you can consider deal done!

I look forward to cooperation and take big honor in being part of the big change that you are bringing to the market!

Please inform me by sending accompanied documentation and contracts so we can officialize contract.

Attached to this mail you'll find the relevant chamber of commerce company registration documents.

To the part of purchase of 1MW pilot plant I must consult and research further more to find the right terms and put it in process.

I might have some interesting reactor tweaks that could be applied here.

Kindest Regards,

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(mobile [+31 6-----](tel:+316-----) )

SynergetX HP B.V.

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29-11-11 16:34

Here is the license template.  
Please complete , sign and resend it.  
Warm Regards,  
Andrea Rossi

commercial license agreement-leonardo.docx

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TXT content insert regarding text “commercial license agreement-leonardo.docx”

COMMERCIAL LICENSE AGREEMENT

LEONARDO CORPORATION AGREES TO ASSIGN TO:

THE EXCLUSIVE COMMERCIAL LICENSE IN THE FOLLOWING TERRITORY:

-inhoud geheel gecensureerd-

2011-12-31 07:47

Dear Mr. Rossi,

Thank you (again) for your quick and adequate response and excuse me for my delayed reply. Although I tried to keep my reply mail as short as possible some important matters that must be covered made it more lengthy.

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I'll reply in CC: to your email address ----@leonardo----- because I don't know if I am communicating straight to you via ...@libero.it or via a co-worker.

Q1:-----

-----?

I hereby consider SynergetX HP officially in process to finalizing acquiring the exclusive (commercial) license on your products for Benelux where we mutually agree that the option is not open to other parties unless we mutually unbind current process.

Q2: Could you please confirm my postulation, and tell me if you have (strategic) reserves to allowing us to communicate our agreement publicly?

To continue in good order though I find single sided signing by us and resending the contract not an appropriate way to proceed.

I would like to suggest that I come and visit you when you are back in Italy and then finalize our agreement where we can transfer money also on that moment and have the finalization under assistance of notarial entity.

Q3: Do you agree with me that it is preferable to finalize our agreement in the way I just proposed?

Before signing the contract I want to address the content of contract and explore what are the possibilities of changing it by expanding on them.

I speculate, based on the nature of the contract we received, that you have drawn up the contract in hasty manner because you are under a lot of (time) pressure.

Q4: -cut out-

Q5: -cut out-

Q6: -cut out-

-cut out-

Q7: Are you willing to try and create a new contract that is more matured in its nature and that gives better perspectives to all parties that are involved?

In regard to mentioned "all parties that are involved" I would also like to refer to your answer on question on your blog where is written:

<http://www.journal-of-nuclear-physics.com/?p=510&cpage=29#comment-110294>

Alex

November 4th, 2011 at 2:02 AM

Dear Ing. Rossi,

*I am sure that you have considered the possibility of farming out the manufacture and assembly of e-Cat units except for the core reactor. The latter would be manufactured under your firm's security.*



*The reactor would then be shipped and installed in the e-cat units. This would ramp up production at orders of magnitude of the current output.*

*Do you have such plans?*

<http://www.journal-of-nuclear-physics.com/?p=510&cpag=30#comment-110354>

*Andrea Rossi*

*November 4th, 2011 at 3:50 AM*

*Dear Jonatan:*

*Yes, we are working on this.*

*Warm Regards,*

*A.R.*

Q8:In regards to previously mentioned aspects and assuming you will eventually outsource the production of eCats (hence I you are indicating at the moment that you will start mass production that will make eCat's very cheaply and abundant available soon), how does this combine with currently established agreement? Can we also join as co-producer?

Q9:-cut out-

-Cut out-

Honored and proudly to be involved with your endeavor I wish you and your family a happy, warm and successful 2012 !

Kindest Regards,

ing. -----

(mobile [+31 6](tel:+316)----- )

SynergetX HP B.V.

PS

-cut out-

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2011-12-31 15:39

Dear Sir:

We sent you the text of the agreement. No modifications are possible.

Warm Regards,

A.R.

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2012-01-11 03:20  
Dear Andrea Rossi,

We understand that you are probably too busy to answer all our questions at this moment and you want to leave the agreement on the most simple basis, and we respect this regarding the circumstances.

Although in this stadium there are many open ends on how to fill in the details, as addressed partly in our previous email, we trust that you will address issues in a well manner in time.

As we expressed before we accept your exclusive commercial license agreement for Benelux and we would like to make an appointment to visit you in Italy to convert our agreement via email into a signed agreement, make payment arrangements and also use that moment to explain our business plan and strategy.

Please let me know the dates that would suit you best.

What I would like to learn from you in this stadium is if you have restrictions or guidelines on confidentiality regarding expressing our agreement with you to others in this stadium since we want to start to partner up with groups that do servicing and installing of gas based HVAC systems to have a network to install and service e-Cats to end-users.

Kindest Regards,  
honored having partnered up with you,  
ing. -----  
(mobile [+31 6-----](tel:+31612345678) )  
SynergetX HP B.V

PS:

Were my suggestions for reactor improvement helpful/interesting to you?

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2012-01-11 10:48

Dear Sirs:

Please contact me on the 3rd of February, to organize a meeting.

Warm Regards,

A.R.

p.s. Thank you for your suggestions, but the reactor is different.

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2012-01-12 20:35

Dear Andrea Rossi,

I will contact you on 3rd feb.

Perhaps you can add me as a Skype contact? My account name is "-----"

Could you please at this stadium express if you are okay that we communicate to potential partners (asking for confidential treatment) that we have an agreement with you so that we can work on creating a network of partners for install and service e-Cats to end-users?

Kindest Regards,

ing. -----

(mobile [+31 6-----](tel:+316-----) )

SynergetX HP B.V

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2012-01-13 0:22

My skype contact is

i-----i

-----  
(censornote: Andrea Rossi's private Skype adress)

2012-02-17 15:29

Dear Mr. Rossi,

I haven't seen you much on Skype and don't get feedback on IM's and therefore I contact you via email.

I apologize for the delay in contacting you to organize a meeting, also due to some very unfortunate matters.

Perhaps contact via email is in this stadium preferable above Skype or phone so we have communication not dictated by a timetable.

(Please let me know at which email address you are best reachable).

To set a date I suggest you propose some dates and I'll let you know which date suits us best to come to Italy.

Like addressed before during our visit we would like to:

- convert our agreement via email into a signed agreement.
- discus payment arrangement.
- discus our business plan and strategy and adjustment to your accordance.
- discus how you will enroll delivery to distribution/service partners and if you plan on regulation of given rights.
- discus estimated 1MW plant (future) specs and price to see how it will be positioned compared to 10kW unit.

For the time being we find it important to know and get your feedback on:

- how many of the 10 kW units out of the production capacity of 1 million you think will be available for the Benelux market.
- whether you will, after completion of first factory, expand production capacity of 1 million, and if so will you do so yourself or will farm out (under license).
- matters of confidentiality. Do you urge on restrictions or guidelines on confidentiality currently regarding us expressing our agreement publicly?
- from Benelux (pre)ordered eCat's (10kW & 1 MW) via you or ecat.com. Will these be redirected to us when matters are finalized?

In respect to wanted to (not publicly) make helpfull suggestion on improvement regarding posting @ <http://www.journal-of-nuclear-physics.com/?p=510&cpage=47#comment-185382>

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Hence, I deem this principle potentially worth patenting, and communicating it to you is a sign of partnership/allotment!

Kindest Regards

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(mobile +31 6----- )

SynergetX HP B.V.

PS

Besides looking forward to meeting you we also look forward to enjoying an original spaghetti Bolognese! (and a special Italian soup?)

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2012-02-26 16:38

Dear Mr. Rossi,

We haven't gotten any feedback yet on our last email.

Could you please express it's reception in good order and reflect on it.

Like stated before we already have interest from potential costumers and partners and need to follow up.

Do you have a special communication channel for your partners (perhaps wiki style)?

If not I would be honored to set up a wiki-style communication platform for you and your partners.

This could streamline communications and make endeavor more fruitfull.

Hoping for quick response, but also bearing with you due to your huge task,

Kindest Regards,

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(mobile +31 6----- )

SynergetX HP B.V.

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2012-02-26 21:29

Dear sirs:

We have forwarded your email to our Licensee, he will contact you.

Warm Regards,

Andrea Rossi

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2012-02-26 22:26

Dear Mr. Rossi,

We consider SynergetX HP to be the licensee for the Benelux market based on our agreement.

Is there a communication fault in effect?

I hope we can clarify matters soon in good manner.

In case other entity is interested in participation with us we are open to partnerships.

Best Regards,

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(mobile +31 6----- )

SynergetX HP B.V.

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