

**L.S.J., LLC
6100 RED HOOK QUARTER
SUITE B-3
ST. THOMAS, USVI 00802**

July 2, 2009

Midnight Express Power Boats, Inc.
Attention: Harris Glaser, Vice President
4720 NW 15th Avenue, Unit C
Fort Lauderdale, FL 33309

Dear Mr. Glaser:

This letter is written in connection with the Purchase and Sale Agreement (the "Purchase and Sale Agreement") by and between L.S.J., LLC ("LSJ") and Midnight Express Power Boats, Inc. ("Midnight Express") providing for the manufacture and delivery by Midnight Express to LSJ, and the purchase by LSJ, of a new 2010 Midnight Express 39' Cuddy Cabin vessel (the "Vessel").

Under the provisions of the Purchase and Sale Agreement, Midnight Express is required to tender the Vessel for delivery to LSJ in accordance with the provisions of the Purchase and Sale Agreement by the Anticipated Delivery Date or the New Anticipated Delivery Date, if any, whichever is later (the "Tender Date").

This will confirm that as a commercial incentive for LSJ to purchase the Vessel as provided in the Purchase and Sale Agreement, Midnight Express has agreed to provide Mr. Epstein a credit, to be applied against future purchases by LSJ from Midnight Express of parts, materials, equipment and repairs, in the amount of (1) \$1,000, if Midnight Express fails to tender the Vessel for delivery as provided in the Purchase and Sale Agreement within 30 days after the Tender Date, plus (2) \$1,000 for each consecutive seven day period thereafter that Midnight Express's failure to so tender the Vessel continues. Epstein and LSJ understand and agree that no credit shall be due to LSJ with respect to any period of late tender of delivery attributable to causes as to which Seller is not responsible under Section 3 of the Purchase and Sale Agreement.

Please confirm Midnight Express's agreement to the credit described above by signing your name in the space provided below.

Sincerely,

Jeffrey E. Epstein
Member

AGREED TO BY:

MIDNIGHT EXPRESS POWER BOATS, INC.

By: _____
Harris Glaser
Vice President

Dated: _____