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Via Email electronic receipt return requested

September 19, 2017

Mr. Jeffrey H. Michel
Sommerhuder Strabe 23
22769 Hamburg, Germany

Dear Jeffrey:

We are in receipt of your September 7, 2017 letter as received by email and attached PDF. It has been posted on the Jeffrey Michel section of the passcode restricted USCL Shareholder and due diligence website.

There have been no "untruthful statements" regarding your background, abilities and business acumen made. Rather I have responded to your inaccurate statements regarding my personal financial obligation to you based on the facts and operation of law. There was no personal guarantee made by me respective to the "meter enclosure agreement." If there was your attorneys would have sued me as a co-defendant and obtained judgements against the company and me. That did not happen and I have told you this time and time again over the last 5 years.

The notion of liable is not applicable to this situation. Note that the posting of your demand letters on the USCL Shareholder and due diligence site is password restricted to Shareholders and outside professionals doing due diligence under NDA as part of a potential investment transaction. Furthermore, none of your letters were marked confidential.

You were and continue to be in error regarding my personal obligation to you. I now demand that you provide strict legal proof of such and I note that the "Meter Enclosure Agreement" and subsequent litigation including your judgment is posted along with your letters on the USCL Shareholder and due diligence website under the Jeffrey Michel section.

Neither I nor any USCL Shareholder or associate have made any effort whatsoever to contact any potential business partners you may have regarding any of your projects. There has been no public broadcast of your letters. We have no idea what projects you may be involved with in Germany and we have received no inquiries from any third

parties regarding you. It has been 10 years since you resigned as a member of the USCL Board of Directors and we have had no involvement together except the unfortunate litigation. There is no public record of this except the court case.

Regarding point 1 of your most recent letter please note the following (again):

Once again I state that I have no personal obligation to you. To continue to make demands against me personally is unlawful and could subject you to attorney's fees. The UCC-1 does not establish an obligation but only provides notice of record of an existing underlying obligation should one exist. The UCC-1 in question was a "shot gun" statement prepared by our attorney at the time. The agreement you sued USCL over was not personally guaranteed by me. The lawsuit was filed solely against the company and the judgment is against the company. I fail to understand why you keep claiming otherwise. Also a UCC-1 expires after 5 years. It can be refiled once if done timely. A check of records indicates that the UCC-1 you refer to was never refiled. It is up to the lender to file. The only purpose of a UCC-1 is to notify any interested parties of an existing or possibly existing security agreement.

If you continue to make these invalid, fraudulent claims against me personally, I will have no other option than to file a lawsuit against you personally in Sacramento, California, USA, to seek an adjudication and resolution of this matter by way of a declaratory judgment in my favor and you will be required to repay the associated court and attorney fees.

At this point you are a judgment holder and your remedies are limited to those provided to judgment holders. A judgement does not affect the priority date of creditor claims and the rights of any existing creditors at the time of judgment or antecedent obligation.

Regarding point 2 of said letter please note the following:

You were and are entitled to receive attorney's fees spent in pursuit of your lawsuit and judgment. We have disputed and continue to dispute monies spent after you received the judgment. You must obtain advice of council on this issue.

Regarding point 3 of your letter:

A judgment does not give you the right to automatically receive any monies the company may have as it attempts to operate the business. Nor does it give you the right to tell me how to operate the business. That would require a court order in a bankruptcy proceeding. The judgment does give you certain collection remedies such as the attachment of real property or company bank accounts. Again you must obtain legal advice on this issue from your attorney.

You have mentioned the 2012 trip to Israel multiple times to the point one of our attorneys questioned the underlying motives in continuing to harp on "Israel."

USCL has not maintained a bank account in over 5 years. USCL has never owned any real property.

In terms of your request that I contact USCL Shareholders regarding your “offer,” that was covered in my September 17, 2017 letter to you.

To be clear and for the record, neither USCL nor the undersigned have made any representations of a relationship with you. Several years ago you asked that we remove all your papers regarding CO₂ mitigation through distributed metering, including those we had translated into Hebrew at our expense with your approval, from the USCL website. And we removed the photograph of you, Tod Miller, me, and Mayor Ron Nachman in the Mayor’s City Of Ariel, Israel office, when you and I visited with the mayor to investigate a possible beta site in the City of Ariel, Israel and in conjunction with the Ariel University. We complied with your requests promptly.

USCL has had no new investors since the 2010 – 2011 time frame and has no cash or ability to raise any cash.

If I am successful in obtaining funds for EnergyCite, we will reverse merge EnergyCite into USCL Corp after reviving it. We have every incentive to do so to maintain the \$2.7 million federal tax loss carry forward. We would negotiate with you at that time for a settlement. If we have no investment funds to work with, there can simply be no payment to you.

Sincerely,

USCL Corporation (revoked inactive status)



Tom Tamarkin
President &

Tom D. Tamarkin, an individual

Copy posted at: <http://tamarkin.us>