

TODAY'S MEDICINES WITH TOMORROWS TECHNOLOGY

April 23, 1990

Stanislaw Burzynski M.D., Ph.D.,
6221 Corporate Drive,
Houston,
Texas.

Dear Dr. Burzynski (Stash),

I would like to take this opportunity to thank you and your wife for a most informative meeting that I had last week in Houston. I was very impressed with your facilities, they were much more extensive and larger than I had anticipated.

As you know, in over 30 years of experience in the pharmaceutical business, I have created two substantial companies. Due to this I have had negotiations with many large pharmaceutical companies and with developers of pharmaceutical compounds. It is most refreshing to see a scientist who is straightforward and pragmatic not only in discussions but your approach to the utilisation of these creations were for human well-being and quality of life.

I am enclosing with this letter a copy of the Letter of Intent which we have drawn up as we discussed during my recent visit to Houston.

I thought it would be worthwhile as a back up to the letter of intent to reconfirm to you personally our approach and philosophy regarding your compounds.

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1. I would like to confirm that we will aggressively pursue the filing of INDs, clinical trials and NDAs with the Food and Drug Administration for approval and marketing of these compounds as quickly as possible.

We will follow an approach prioritising the first INDs on the basis of treatment for prostate, lung and brain cancers. As soon as the first IND is approved and clinical trials commence, we will immediately start to file the IND for the second indication and so forth.

2. To this extent we will use EUMS and Dr. Montenero to their full capabilities. We will monitor their performance and, in the event that Dr. Montenero and her company EUMS need any assistance, we will readily employ other experts to assist if required.
3. We do not anticipate sub-licensing of the product. We are interested in marketing the products ourselves, however, where there could be the requirement for a broader sales force for one of the indications we will certainly consider co-marketing agreements with the appropriate partner who we feel will best represent both of our interests in the marketplace.
4. During the 60 day review period, as we discussed, we will need to review your clinical files. I believe that an approach of full disclosure with the FDA, to the best of our ability, will regenerate their interest and cause them to believe that we are serious in our approaches with them with regard to following the FDA Guidelines for these anti-cancer products. As we discussed, I believe that the review process for clinical data should be straightforward and pragmatic. However, we certainly will have the ability to define what exclusions there should be in the clinical programmes and the basis for those exclusions.
5. During the 60 day period we will also define the U.S. market for the indications your products represent and we will certainly share this data with you along with our strategies for achieving the largest market share possible for these products.
6. Also during the 60 day period we will work diligently with you, your advisors and legal representatives to use our best efforts to finalise the License Agreement.

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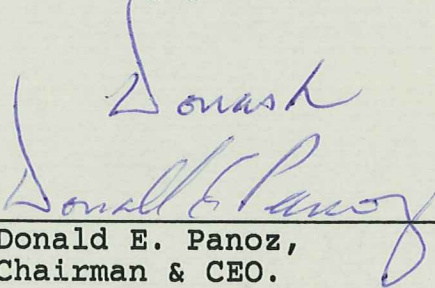
We firmly believe that the best Agreement is one that is good for both parties. A License Agreement should not be designed to cause financial hardship on one party for the benefit for the other. The most successful ventures between partners is to have a successful product on the market place which we will attempt to do as soon as possible.

I would like to conclude this letter by enthusiastically supporting our involvement with your products. I am grateful to the help they have given to my wife's sister, I am dedicated to use my best abilities and those of my associates to see that these benefits can be shared by as many people as possible.

Many thanks for your time and interest.

My best regards to you and your wife.

Sincerely yours,


Donald E. Panoz,
Chairman & CEO.