

[REDACTED]

February 25, 2019

**CONFIDENTIAL**

VIA EMAIL (hsknopman@gmail.com)

[REDACTED] Financial Training Services, Inc.  
[REDACTED] A [REDACTED] and [REDACTED] Financial Training  
1120 Avenue of the Americas, 4th Floor  
New York, NY 10036  
Attn: Harvey Knopman, President and Founder

Dear Harvey:

On behalf of [REDACTED] (" [REDACTED]" or "we"), a subsidiary of [REDACTED] (" [REDACTED]"), we are pleased to provide you with our preliminary offer to acquire Financial Training Services, Inc. (DBA Knopman Marks Financial Training) (the "Company"). Our offer is a preliminary, non-binding statement of our intentions, does not contain all matters upon which agreement must be reached for the proposed transaction to be consummated and, except as specified in the last sentence of this paragraph, does not create and shall not be construed to create any legally enforceable right, obligation, representation or commitment on the part of either party hereto. The parties agree that nothing in this letter will be deemed to bind either party to continue discussions or negotiations with respect to a transaction, enter into definitive agreements or consummate a transaction. Either party may terminate negotiations at any time for any reason without any liability to the other party. Notwithstanding the foregoing, the provisions of paragraphs e, f, g, and h hereof will be binding upon the execution of this letter.

[REDACTED] is an international, diversified provider of [REDACTED] products and services. It operates through four segments, [REDACTED]. If we are successful in consummating a transaction, the Company would become part of the [REDACTED] Professional organization. [REDACTED] is owned by [REDACTED], which is a publicly-held, [REDACTED] diversified holding company, with [REDACTED] being its largest holding. [REDACTED] has a long-term investment philosophy that focuses on delivering value over multi-year periods and eschews the short-term quarterly focus of many traditional publicly-held and private equity players.

[REDACTED]