

September 15, 2009

VIA EMAIL – TRITON1001@MSN.COM

Mr. Kenneth [REDACTED]
[REDACTED]
Rancho Mirage, CA 92270

Re: Metalast International, LLC

Dear Mr. [REDACTED]

My firm and I represent Metalast International, LLC (“Metalast” or the “Company”) in certain matters, including in connection with an investigation currently being undertaken by the United States Securities and Exchange Commission, of which I understand you are well aware.

I have reviewed your email dated September 11, 2009 addressed to David Semas, Chairman and CEO of Metalast. In your email, you purport to express the sentiments of certain investors who have allegedly recently become concerned regarding their investments in Metalast. You further state that you have reviewed certain reports, statements and other information provided by Metalast to its Members, which make reference at times to “the state of the metal finishing industry in today’s economy,” and that you believe it would be in the investors’ interests to have representatives to confirm those statements “from an industry perspective.” Accordingly, you suggest that you and the investors would like to hire a “reputable metal finishing industry consulting firm” to represent you “in analyzing Metalast’s position or future position as represented at this year’s stock holders meeting.” You claim that the intent of this arrangement is to provide the investors a “fair and impartial view” of the Company. You further state that you have read nothing in the Metalast Operating Agreement that would prevent you from taking this action, and that you await Mr. Semas’s approval.

To be clear, there is nothing in the Operating Agreement that would permit you take such actions, and you do not have any such approval from Mr. Semas, the Manager or the Company.

Of course, the Company cannot prevent you from hiring whomever you choose in order to provide *general* background on the metal finishing industry and the *general* “state of the . . . industry in today’s economy.” You are free to hire whomever you choose for this *general* purpose, with or without the Company’s approval, and the Company would encourage you to do so if you believe it would be worthwhile for your purposes.

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In addition, I note that the Annual Managers Report for 2009 will be presented in DVD video format, and will be circulated to all LLC Members in the next few weeks, in advance of the Company's Annual Members Meeting to be held on October 10, 2009. This comprehensive and highly informative video presentation will provide considerable detail about the Company and its operations and business. Significantly, in this video, Mr. Semas specifically recommends that LLC Members consult with certain advisors as to the proxy voting decision: *"I ask that you carefully read the 2009-2010 Proxy and as your Manager recommend that you consult with your attorney, tax counsel or other financial advisors before you make your informed decision."*

However, the Company's reports, statements and other information provided to its Members, as noted above, are otherwise highly confidential in nature, and cannot be shared with non-Members for any purpose. This is just the starting point for the essential point here: you do not in any sense have the "approval" of Mr. Semas, the Manager or the Company to provide any such information to any such "metal finishing industry consultant."

In any event, you provide no suggestion as to any individual or entity that you believe might qualify as a reputable – much less capable or competent – "industry consultant." On various grounds, the Company has every reason to believe that any such purported consultant would be acting exclusively in the interests of the investor sub-group – and *contrary* to the best interests of the Company as a whole. In addition, any such consultant would be of little use without having detailed and intricate knowledge of the Company and its business, and without having access to enormous amounts of highly confidential and proprietary information regarding Metalast products, formulations, recipe strategies, algorithms, contracts, relationships, patents, pricing models, etc. And, as noted above, any such proposed consultant cannot and will not have access to such highly confidential and proprietary information. Moreover, it is approaching absurd to discuss the retention of an "industry consultant" purportedly to analyze Metalast's "position," when the recognized expert in this field is of course Metalast itself. This is borne out, in part, by the specifications and business relationships between Metalast and numerous prominent organizations and businesses, including the *U.S. Navy, Pratt & Whitney, Ford Motors, Visteon Automotive and Chemetall, to name only a very few.* Also, many of the most experienced and respected names in the field are already an integral part of the Metalast team, including Harish Bhatt, Byron Estes, Keith Johnson, Alp Manavbasi and Syam Nibhanupudi, again to name only a very few. For numerous substantial reasons, your suggestion to retain an outside industry consultant to "analyze" Metalast on behalf of your investor sub-group is ill-conceived, unworkable, and contrary to the best interests of the Company. The answer is no.

Moreover, the Operating Agreement does not allow non-Members to attend the Annual Meeting. The exact meaning of your statement that you would like an industry consultant to represent you "in analyzing Metalast's position or future position as represented at this year's

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stock holders meeting” is unclear – but it is clear enough that no such consultant could attend the Annual Meeting in any event.

Aside from all this, the Company has no shortage of reasons to view your proposals with skepticism. From recent meetings and discussions with Neil [REDACTED] and other sources, among other things, the Company has a clear and strong basis for the understanding that you, as well as Mr. Joe [REDACTED], the disgruntled – and disgraced – former Metalast employee, have been personally involved with the instigation of the SEC investigation and the delivery of false and misleading information to the SEC and to other LLC Members. The SEC investigation is now jeopardizing pending business relationships and partnerships with the Company’s largest prospective customers, as well as possibly irreversibly damaging existing partnerships, alliances, associations and other business relationships. Moreover, the Company is aware of numerous LLC Members willing to go on the record to the effect that you have been willfully and maliciously slandering Mr. Semas and otherwise causing damage to the Company. Your conduct has caused tremendous distractions to the management of the Company and has otherwise put the Company’s business and best interests in jeopardy. Be advised that the Company continues to reserve all rights and remedies in this regard, including its rights to commence legal action against you for slander, tortious interference, and/or other potential claims.

It also seems appropriate and necessary to remind you at this point that the Manager – and the Manager alone – conducts the business of the Company. Operating Agreement, § 11.1 (“The business of the Company shall be conducted under the exclusive management of the Manager . . . The Manager shall have full, exclusive and complete authority to act for the Company in all matters.”) See also Operating Agreement, § 11.3(c) (“The President of the Manager shall be the President of the Company and shall be responsible for the general overall supervision of the business and affairs of the Company.”). By contrast, the Members have no power and no role in the management of the Company. Operating Agreement, § 11.2 (“The Members shall have no power to participate in the management of the Company...”). The principal power of the Members is to elect or remove the Manager – upon a simple majority of the Interests. Operating Agreement, § 4.1(b)(2)(ii). As to all matters of management, the Manager wields exclusive power, and if the Members are dissatisfied with such management, they can exercise their power to remove the Manager by acting upon a simply majority. Unless and until such time, the Manager retains exclusive and plenary management authority.

Finally, I remind you again that Mr. Semas has previously clearly indicated to you that you are not to communicate directly with him going forward. To be clear, you are hereby directed to cease and desist from any further contact with Mr. Semas or any other Metalast officer, Board Member, employee, customer, LLC Member, partner, business associate or

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affiliate. Your ongoing harassment of Mr. Semas and Metalast management must stop immediately.

In the short term, we recommend that you look forward to receipt of the Annual Managers Report by video presentation, in advance of the Annual Meeting. We hope that you will find this report to be informative and sufficient to answer any inquiries you may have regarding the current state of the Metalast business.

If you have any questions regarding these issues or any other matters regarding Metalast, direct your communications to me at the contact information noted above.

Sincerely,



Bruce B. Kelson

cc: David M. Semas