

CONSENT TO USE AND REGISTRATION

This Agreement dated ^{11/}as of October 11, 2013, by and between **Cost Segregation Partners LLC** of 800 Liberty Building, Buffalo, NY 14202, a New York limited liability company ("CSP LLC"), and **National Foundation for Credit Counseling, Inc.** of 2000 M Street NW, Washington, DC 20036, a District of Columbia non-profit corporation ("NFCC") (CSP LLC and NFCC each a "Party" and collectively the "Parties").

CSP LLC, user in commerce of the trademarks CSP and CSP 360 in association with the segregation of financial costs and related accounting and auditing consulting services for a wide variety of industries, institutions and organizations, and the owner of U.S. Trademark Registration No. 4,229,075 for the trademark CSP in International Class 35, hereby consents to the use and the registration in the U.S. Patent and Trademark Office in International Classes 9, 16, 36 and 41, of the trademark CSP by NFCC, in association only with goods and services specifically to be amended in U.S. Trademark Application No 85/819,362, as follows:

Prerecorded DVDs featuring information for consumers on credit and debt management (Class 9); Printed educational, teaching and instructional materials, namely brochures, newsletters, magazines, and pamphlets and text printed teaching materials for consumers in the field of credit and debt management (Class 16); Financial services, namely, providing debt settlement, ~~financial~~ counseling, and credit repair and restoration services to consumers; credit and debt counseling services for consumers; providing a database featuring information for consumers regarding credit, debt, and financial counselors, and credit, debt, and related financial counseling services (Class 36); Educational services, namely, organizing and conducting educational meetings and programs for consumers in the fields of credit and debt management, and related financial planning[;] and finances (Class 41).

The Parties are satisfied that there will be no likelihood of confusion between the uses and registrations by CSP LLC and the NFCC of their respective trademarks for the following reasons:

- NFCC's amended goods and services are distinguishable from both the segregation of financial costs and related accounting and auditing consulting services for industries, institutions and organizations as provided by CSP LLC and the services set forth in CSP LLC's Registration No 4,229,075, namely, "tax and taxation planning, advice, information and consultancy services;"
- the use and registration of the trademark "CSP" by NFCC is limited to consumer directed credit and debt management services and related goods, while CSP LLC provides its services to institutions, businesses and organizations. As a result, the Parties operate through different channels of trade to target different purchasers; and
- the Parties agree to cooperate with each other as may be reasonably required to resolve any instances of actual confusion that might come to the attention of either of the Parties.

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date and year first above written.

Cost Segregation Partners LLC

By: Ronald Hofstad

Title: Director

National Foundation for Credit Counseling

By: [Signature]

Title: CFO