

**Nonbinding Agreement**  
**Between Accounting Firms Associations**

**Declarations**

- A. SMALL EQUITY INITIATIVES is a Business Advisory Firm in the field of Corporate Finance with investments in Information Technology Companies, with Offices in China, Venezuela, and Brazil, based in 14860 Montfort Drive, Ste 210, Dallas, TX 75254.
- B. UC&CS Global is an International Association of accountants, lawyers, and business advisors, based in Reforma 222, Piso 18, 06500 México, D. F. and 1040 Avenue of the Americas, 18<sup>th</sup> Floor, 10018 New York, USA.
- C. The aims of both Associations are to provide consulting, marketing and practice management services to their respective members.
- D. SMALL EQUITY INITIATIVES and UC&CS Global may be referred to as "the Association" throughout this document.
- E. This contract does not create a binding relationship between SMALL EQUITY INITIATIVES and UC&CS Global. Instead, it merely outlines guidelines for a professional relationship between SMALL EQUITY INITIATIVES and UC&CS Global and their respective member firms or investments..
- F. This document and its terms define the relationship SMALL EQUITY INITIATIVES and UC&CS Global intend to promote by working with one another is a formal but nonbinding relationship.

**Terms**

- 1. The Association hereby agree to create a Strategic Alliance with each other in order to better serve their members and provide additional resources to their members.
- 2. The Association hereby agree to work with one another in promoting business opportunities for each independent Association member firms where one Association member is seeking assistance in a region that is represented by the other Association member, the Association will refer its member to the other Association member before seeking referrals outside this relationship.
- 3. The presidents of each Association hereby agree to attend each other's General Meetings or Annual Meetings. As required, the Presidents of each Association will address the membership of the other Association by making a presentation and attending functions promoting networking.
- 4. The Association hereby agree to share written materials that are not proprietary in nature. The Association will not, however, disclose financial information about individual member firms without the express written consent of the respective Association, business planning documents, legal documents, or any other material that is considered to be proprietary or trade secret information disclosed by members to the firms.
- 5. The Association hereby agree to discuss developing joint training sessions open to both Association memberships when appropriate.

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for security reasons*

6. The Association hereby agree to promote and announce their Strategic Alliance on their respective website as well as on any stationary used by the Association. The Association hereby agree to share with one another the use of their logos for this express purpose only. Any further use of the Association logos must be governed by express written permission granted by the President of the organization.
7. In the long term, to establish, if needed, a Joint company, LATIN CRESCENT, were both Associations-firms, will invest in attractive investments in Latin America.
8. Except as provided in Item Eight (8), this agreement is renewable for successive one-year intervals upon the express mutual agreement of the signors, their designees or agents.
9. Any signor, his designee or his agent may terminate this contract by providing written notice at least 60 days in advance of the date of termination. If the written notice does not provide a date of termination, this contract will terminate automatically 60 days after receipt of the written notice.
10. This contract is the entire agreement between the Association and supersedes any prior agreements, oral or written, and rescinds any previous offers, promises or agreements. The parties are bound to each other only by the terms contained in this writing and any subsequent writings signed and agreed to hereto forth.

Signed

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for security reasons*

Philip Verges

President, SMALL EQUITY  
INITIATIVES

Date

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Signed

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for security reasons*

Mauricio Mobarak

President, UC&CS Global

Date

May 20th, 2011