

April 25, 2011

The Honorable Robert E. Hebert
Fort Bend Constitutional County Judge
301 Jackson Street
Richmond, Texas 77469

Re: Tax-Exempt Financing for Harmony Schools

Dear Judge Hebert:

Cosmos is a qualified 501(c)-3 organization and therefore is eligible to participate in tax-exempt financings. However, unlike a governmental issuer (city, county, and school district), a 501(c)-3 organization issues bonds through a state-approved conduit and must conduct a hearing on the financing. Because there is a Campuses located are located in Fort Bend County, Texas (the "County"), Section 147(f) of the Internal Revenue Code, requires that the "highest elected official" of the County approve the transaction after a public hearing is held. The public hearing was held on April 13, 2011 at 10:00 a.m. at the Houston offices of Andrews Kurth LLP, and there were no attendees.

Cosmos Foundation, Inc. ("Cosmos") is financing and refinancing the construction and equipment of their Harmony Schools across the State of Texas. The Fort Bend County Campuses that will be financed include:

- i. Harmony Science Academy at the corner of N.E. W. Airport Blvd. and Eldridge Road, Sugar Land, TX 77478;
- ii. Harmony School of Science, 13415 West Bellfort, Sugar Land, TX 77478;
- iii. Harmony Teacher School, West Park Tollway at Grand Parkway, Katy, TX; and
- iv. Harmony School of Nature, off Southwest Freeway, Sugar Land, TX.

Cosmos is financing at tax-exempt interest rates through a bond issue facilitated by the Houston Higher Education Finance Corporation. Andrews Kurth LLP serves as bond counsel for the transaction.

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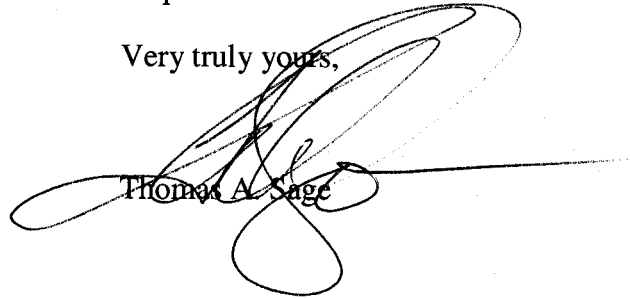
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The loan will not be a debt or liability of the County. The consent being requested herein is only for the purposes of complying with the federal tax law regarding tax-exempt financing. For your information, we are also requesting a similar consents from Dallas County, Denton County, El Paso County, Harris County, Tarrant County, Cities of Austin, Bryan, Odessa, and Laredo.

As such, we respectfully request your consent to the transaction. Enclosed please find a draft of the proposed Approval of Highest Elected Official evidencing your consent, as well as, some information regarding Cosmos.

Please note that this transaction is currently scheduled to close on May 16, 2011. We greatly appreciate your assistance in this matter. Please call me if we can provide any further information or can assist you in connection with this request for consent.

Very truly yours,

A handwritten signature in black ink, appearing to read "Thomas A. Sage", is written over the typed name. The signature is stylized with loops and a long horizontal stroke extending to the right.

Enclosure