

December 22, 2010

MCO Capital Inc.  
1 Place Ville Marie, Suite 1812  
Montréal, Québec,  
H3B 4A9

**RE: Reverse Take-Over of IOU Central Inc.**

Dear Sirs,

We refer you to the share exchange agreement (the “**Agreement**”) between, inter alia, MCO Capital Inc. (“**MCO**”) and IOU Central Inc. (“**IOU**”) concerning the reverse take-over of IOU by MCO.

This letter is to confirm our agreement to amend Section 8.1(d) of the Agreement by replacing “December 31, 2010” in such paragraph by “March 31, 2011”.

Except as expressly amended hereby, all of the provisions of the Agreement shall remain unchanged and in full force and effect in accordance with their respective terms.

Yours sincerely,

**IOU CENTRAL INC.**

By:(signed) Philippe Marleau \_\_\_\_\_  
Name: Philippe Marleau  
Title: President

AGREED on December 22, 2010

**MCO CAPITAL INC.**

By:(signed) Philippe Marleau \_\_\_\_\_  
Name: Philippe Marleau  
Title: President