OTC Markets

OTCQB Certification

I, Bruce R. Foster, Chief Executive Officer of 4Licensing Corporation ("the Company"), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (check one):

- ☒ Company is registered under Section 12(g) of the Exchange Act
- ☐ Company is relying on Exchange Act Rule 12g3-2(b)
- ☐ Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- ☐ Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- ☐ Company is reporting under Section 15(d) of the Exchange Act.
- ☐ Other (describe) _____

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on www.otcmarkets.com is current and complete as of April 1, 2015 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. The following is a complete list of attorney(s) and law firm(s) who advised or assisted in the preparation of the Company's most recent annual report, including in-house counsel: (If no attorney assisted in putting together the disclosure, indicate the person or persons who prepared the disclosure and their relationship to the company.)

JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114-1190
Michael J. Solecki
Partner

e. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, or other related services to the Company including promotion of the Company or its securities:

Not Applicable

f. Listed below are the names, legal addresses and % of shares owned by all Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities). If any of the beneficial shareholders are corporate shareholders, the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders must also be included.

Name	Address (City and State only)	% Shares Owned
Bruce R. Foster	767 Third Ave, 17th Floor, NY, NY 10017	2.6%
Duminda M. DeSilva	767 Third Ave, 17th Floor, NY, NY 10017	1.9%
Wade I. Massad/Cleveland Capital	767 Third Ave, 17th Floor, NY, NY 10017	8.1%
		0.1%

Kenneth H. Klopp	767 Third Ave, 17th Floor, NY, NY 10017	
Prescott Capital Group	1924 South Utica, Suite 1120, Tulsa, OK 74104	29.6%
Alfred R. Kahn	928 Broadway, Suite 703, New York, NY 10010	8.9%
Roger Goodspeed	c/o The Nelson Law Group, 1 North Broadway, Suite 712, White Plains, NY 10601	9.8%
Ken Feldman The Leslie G. Rudd Living Trust	One Independent Drive, Suite 1300, Jacksonville, FL 32202 2416 E. 37th Street N., Wichita, KS 67219	11.5% 14.0%

Date: April 10, 2015

Name of Certifying CEO or CFO: Bruce R. Foster

Title: CEO

Signature: /s/ Bruce R. Foster
(Digital Signatures should appear as "/s/ [OFFICER NAME]")