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**UNITED STATES DISTRICT COURT**  
**SOUTHERN DISTRICT OF NEW YORK**

**SECURITIES AND EXCHANGE  
COMMISSION,**

**Plaintiff,**

**-against-**

**RICHARD J. RUBIN and  
THOMAS J. CRAFT, Jr.,**

**Defendants.**

**COMPLAINT**

**20 Civ. 10084**

**JURY TRIAL DEMANDED**

Plaintiff Securities and Exchange Commission (“Commission”), for its Complaint against Defendants Richard J. Rubin (“Rubin”) and Thomas J. Craft, Jr. (“Craft”) (collectively, “Defendants”), alleges as follows:

**SUMMARY**

1. Rubin, a disbarred former attorney, and Craft, a licensed attorney, engaged in a multi-year scheme to fraudulently facilitate the offer and sale of microcap securities to retail investors, through the issuance of over one hundred false attorney opinion letters. Many of these letters were filed on behalf of microcap issuers directly with the Commission in order to enable

the microcap issuers to conduct a public offer and sale of shares. Other false letters were submitted on behalf of shareholders of microcap issuers to transfer agents and an over-the-counter securities marketplace in order to facilitate the resale of those shares to the investing public. Rubin either signed the letters himself, fraudulently claiming to be an attorney, or drafted the letters for Craft's signature. The letters signed by Craft fraudulently claimed that Craft had performed substantive work to formulate the opinions in those letters.

2. Rubin was disbarred in 1995. Despite this barrier to operating a legal practice, Rubin continued to fraudulently practice securities law, falsely claiming to be an attorney in submissions to securities market participants. Rubin began to work with Craft as early as 1996, and by at least 2014, Rubin regularly drafted attorney opinion letters for Craft to sign. These letters falsely represented that Craft had a personal knowledge of the basis for his purported opinions, which he did not. At all relevant times, Craft knew that Rubin had been disbarred and was not authorized to practice law before the Commission or otherwise.

3. Attorneys serve as gatekeepers in the securities market and serve a particularly integral role in the market for microcap securities by providing attorney opinion letters relied upon by the Commission and market participants, in order to permit, or lift restrictions on, the sale of these securities. The Commission requires attorney opinion letters before allowing for the public offer and sale of securities; and market participants rely on attorney opinion letters to help ensure that they are not participating in, or facilitating, illegal sales of microcap securities. Rubin and Craft committed securities fraud by providing fraudulent attorney opinion letters both to the Commission and to other market participants, thereby playing a key role in the process by which these microcap securities were issued, bought, and sold by the investing public.

## **VIOLATIONS**

4. By virtue of the foregoing conduct and as alleged further herein, Defendants Rubin and Craft have violated Section 17(a) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. § 77q(a)] and Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

5. Unless Defendants are restrained and enjoined, they will engage in the acts, practices, transactions, and courses of business set forth in this Complaint or in acts, practices, transactions, and courses of business of similar type and object.

## **NATURE OF THE PROCEEDINGS AND RELIEF SOUGHT**

6. The Commission brings this action pursuant to the authority conferred upon it by Securities Act Sections 20(b) and 20(d) [15 U.S.C. §§ 77t(b) and 77t(d)] and Exchange Act Section 21(d) [15 U.S.C. § 78u(d)].

7. The Commission seeks a final judgment: (a) permanently enjoining Defendants from violating the federal securities laws and rules this Complaint alleges they have violated; (b) ordering Defendants to pay civil money penalties pursuant to Securities Act Section 20(d) [15 U.S.C. § 77t(d)] and Exchange Act Section 21(d)(3) [15 U.S.C. § 78u(d)(3)]; (c) permanently prohibiting Defendants from participating in any offering of a penny stock, pursuant to Securities Act Section 20(g) [15 U.S.C. § 77t(g)] and Exchange Act Section 21(d)(6) [15 U.S.C. § 78u(d)(6)]; and (d) ordering any other and further relief the Court may deem just and proper.

## **JURISDICTION AND VENUE**

8. This Court has jurisdiction over this action pursuant to Securities Act Section 22(a) [15 U.S.C. § 77v(a)] and Exchange Act Section 27 [15 U.S.C. § 78aa].

9. Defendants, directly and indirectly, have made use of the means or

instrumentalities of interstate commerce or of the mails in connection with the transactions, acts, practices, and courses of business alleged herein.

10. Venue lies in this District under Securities Act Section 22(a) [15 U.S.C. § 77v(a)] and Exchange Act Section 27 [15 U.S.C. § 78aa]. Defendants may be found in, are inhabitants of, or transact business in the Southern District of New York, and certain of the acts, practices, transactions, and courses of business alleged in this Complaint occurred within this District, including that Rubin maintained an office in this District and drafted the false attorney opinion letters at issue in this District.

### **DEFENDANTS**

11. **Rubin**, age 78, of Brooklyn, New York, was admitted to the New York bar on May 8, 1968 and maintained a law practice there that included representing public companies in securities-related matters. On March 8, 1994, the Appellate Division of the Supreme Court of New York, First Judicial Department (“First Judicial Department”), suspended Rubin from practicing law after finding that he willfully failed to cooperate with the Departmental Disciplinary Committee for the First Judicial Department in its investigation of allegations of professional misconduct lodged against him. On February 23, 1995, the First Judicial Department issued an order disbaring Rubin from practice as an attorney and counselor-at-law in the State of New York, based on his continued failure to cooperate with the investigation of the allegations against him. Despite not being licensed as an attorney in New York or any other jurisdiction, Rubin continued to hold himself out as a practicing attorney with an office at 40 Wall Street, New York, NY. On February 21, 2020, pursuant to an offer of settlement, Rubin was suspended from appearing or practicing before the Commission pursuant to Rule 102(e)(1) of the Commission’s Rules of Practice. *Richard Jeffrey Rubin*, Exchange Act. Rel. No. 88258

(Feb. 21, 2020).

12. **Craft**, age 55, of Tequesta, Florida, was admitted to the Florida bar on April 29, 1991, and has maintained a law practice there that includes representing public companies in securities-related matters. Between at least 1996 and 2018, Craft maintained a professional relationship with Rubin. On February 25, 2020, pursuant to an offer of settlement, Craft was suspended from appearing or practicing before the Commission pursuant to Rule 102(e)(1) of the Commission's Rules of Practice. *Thomas J. Craft, Jr.*, Exchange Act. Rel. No. 88280 (Feb. 25, 2020).

## **FACTS**

### **I. DEFENDANTS' SCHEME TO SUBMIT FRAUDULENT OPINION LETTERS**

13. From at least December 2015 through July 2018, Rubin engaged in a scheme to submit at least 128 fraudulent attorney opinion letters to the Commission for the purpose of registering securities for public sale, as well as to transfer agents and OTC Markets Group, Inc. ("OTC Markets"), which owns and operates the largest U.S. electronic quotation and trading system for securities traded on the over-the-counter market, for the purposes of removing restrictive legends on share certificates or issuing share certificates without restrictive legends for over 85 million shares of microcap stock issuers. Rubin signed at least 98 of the letters himself, fraudulently claiming to be an attorney.

14. Rubin and Craft engaged in a scheme to submit at least 29 of those fraudulent attorney opinion letters, which Rubin drafted for Craft to sign. Craft also signed one letter for OTC Markets that was drafted by a third party. The letters signed by Craft included materially false statements as well, claiming that Craft had performed substantive work to arrive at his purported opinions, when in fact he had not.

**A. The Rubin Letters**

15. From October 2016 to February 2018, Rubin signed at least 98 attorney opinion letters on behalf of microcap stock shareholders addressed to transfer agents, in which he purported to provide a legal opinion that restrictive legends could be properly removed, or not applied, pursuant to either Rule 144 or Section 4(a)(1) of the Securities Act, and stating that new share certificates could be lawfully issued for shareholders without a restrictive legend. The dates of each of those attorney opinion letters is identified in Appendix A to this Complaint.

16. Each of those 98 attorney opinion letters was signed by Rubin, with “Richard Rubin, Esq.” in the signature block. And each of those letters signed by Rubin—with one exception—utilized letterhead claiming that Rubin was an attorney at law, such as the following example:

**Office of Richard Rubin**  
*Attorney at Law*

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17. Rubin’s repeated representations that he was an attorney – when in fact he had been disbarred in 1995 – were materially false and misleading. Transfer agents keep track of stock ownership and issue stock certificates. Transfer agents typically require opinion letters that opine that a restrictive legend may be removed from or not applied to a stock certificate be submitted by an attorney to help ensure compliance with the securities laws. Rubin deceived these transfer agents and the investing public by claiming to be providing an attorney opinion letter, when he was not actually a licensed attorney.

18. Rubin also signed at least one attorney opinion letter dated August 5, 2016 addressed to OTC Markets. The letter was on Rubin’s fraudulent “Attorney at Law” letterhead and was fraudulently stated “Richard Rubin, Esq.” for the signature. The letter further falsely stated that Rubin was “a member in good standing of the bar of the State of New York.” Rubin’s

letter opined that “adequate current public information is now available concerning the [microcap issuer] within the meaning of Rule 144(c)(2) under the Securities Act.”

19. As with his false representations to transfer agents, Rubin’s representations to OTC Markets that he was an attorney were materially false and misleading. Consistent with Securities Act Rule 144’s safe harbor provisions, OTC Markets required this letter to be submitted by an attorney to grant the issuer the status of being a “Current Information” issuer and avoid being labeled with a red “STOP” sign and with the following warning on the issuer’s landing page: “This company may not be making material information publicly available.” Rubin deceived OTC Markets and the investing public that a licensed attorney had provided the requisite letter and information to OTC Markets.

20. Rubin was hired by microcap issuers and/or shareholders to provide these attorney opinion letters. It is not currently known how much he was compensated for this work.

**B. The Craft Letters**

21. From December 2015 to August 2018, Craft signed himself, instructed his mother to sign on his behalf, or consented to Rubin using Craft’s electronic signature, 30 attorney opinion letters that Craft did not draft, and for which he did not conduct any underlying due diligence. Rather, Rubin, or in one case another third party, ghostwrote these letters and had Craft sign them—or affixed Craft’s electronic signature with Craft’s consent. In each of the attorney opinion letters bearing Craft’s signature, Craft claimed to have performed substantive work that formed the basis of his legal opinion. In fact, he performed no such work but rather simply signed, had his mother sign on his behalf, or allowed Rubin to affix his signature to, letters that he had not drafted. The dates of each of the attorney opinion letters signed by Craft, and the misrepresentations contained therein, are identified in Appendix B to this Complaint.

22. The attorney opinion letters signed by Craft fall into one of three categories: (1) letters attached as exhibits to registration statements on Commission Form S-1; (2) transfer agent letters; and (3) over-the-counter stock marketplace letters.

23. Ten of the attorney opinion letters signed by Craft and dated from December 2015 to July 2018 were filed as exhibits to registration statements on Form S-1 (or amendments thereto) (“S-1 registration statements”) filed with the Commission. Form S-1 is the initial registration form required by the Commission for U.S.-based companies that seek to offer securities for sale to the public. In each attorney opinion letter, Craft expressly consented to the filing of his letter as an exhibit to the registration statement. Each letter contained the following misrepresentations, that Craft:

- had examined and relied upon certain documents such as registration statements and company incorporation documents, or that he had reviewed certain statutes;
- assumed the genuineness and authenticity of all documents submitted to him; and
- believed, on the basis of the foregoing representations, that the subject shares were validly issued, fully paid and non-assessable shares.

24. Craft’s misrepresentations contained in attorney opinion letters filed as exhibits to S-1 registration statements were materially false and misleading. Craft deceived the investing public in connection with the initial offering of microcap issuers’ shares by asserting that he was providing a legal opinion with a factual basis, when in fact he did not perform the substantive work described in his letters, and thus had no basis for the opinions stated in his letters.

25. Eighteen of the attorney opinion letters signed by Craft and dated from December 2015 to July 2018 were addressed to transfer agents, and contained Craft’s opinion that the transfer agents could issue new or reissue share certificates without restrictive legends. Each letter contained the following misrepresentations, that Craft:



- had examined relevant documents, had relied upon the accuracy of those documents, and had assumed the authenticity of the signatures thereon and the accuracy of the representations made in those documents; and
- opined that, based on his review of those documents, the transfer agents could reissue share certificates without restrictive legends.

26. Craft's misrepresentations contained in attorney opinion letters submitted to transfer agents were materially false and misleading. Craft deceived transfer agents and/or the investing public by claiming that he had personally performed substantive work as an attorney that formed the basis for his opinion that restrictive shares legends could be removed or not applied, when in fact he had not performed that work and had no factual basis for his purported opinions.

27. Two of the attorney opinion letters signed by Craft and dated from December 2015 to July 2018 went to OTC Markets. Each letter contained the following misrepresentations, that Craft:

- had examined relevant documents;
- had met with management and directors for the relevant companies; and
- opined, based on that work he claimed to have performed, that adequate current public information was available concerning the microcap issuers within the meaning of Rule 144(c)(2) under the Securities Act.

28. Craft's misrepresentations contained in attorney opinion letters submitted to OTC Markets were materially false and misleading. Craft deceived OTC Markets and the investing public by claiming that he had performed substantive work as an attorney to opine that adequate current public information was available concerning the microcap issuers, when in fact he had not performed that work and had no factual basis for his purported opinions.

29. Craft was paid \$1,000 to \$2,500 for each attorney opinion letter he signed that was filed with the Commission or submitted to an over-the-counter marketplace, and was paid \$400 to \$500 for each attorney opinion letter submitted to transfer agents.

**FIRST CLAIM FOR RELIEF**  
**Violations of Securities Act Section 17(a)**  
**(Both Defendants)**

30. The Commission re-alleges and incorporates by reference here the allegations in paragraphs 1 through 29.

31. Defendants, directly or indirectly, singly or in concert, in the offer or sale of securities and by the use of the means or instruments of transportation or communication in interstate commerce or the mails, (1) knowingly or recklessly have employed one or more devices, schemes or artifices to defraud, (2) knowingly, recklessly, or negligently have obtained money or property by means of one or more untrue statements of a material fact or omissions of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, and/or (3) knowingly, recklessly, or negligently have engaged in one or more transactions, practices, or courses of business which operated or would operate as a fraud or deceit upon the purchaser.

32. By reason of the foregoing, Defendants, directly or indirectly, singly or in concert, have violated and, unless enjoined, will again violate Securities Act Section 17(a) [15 U.S.C. § 77q(a)].

**SECOND CLAIM FOR RELIEF**  
**Violations of Exchange Act Section 10(b) and Rule 10b-5 Thereunder**  
**(Both Defendants)**

33. The Commission re-alleges and incorporates by reference here the allegations in paragraphs 1 through 29.

34. Defendants, directly or indirectly, singly or in concert, in connection with the purchase or sale of securities and by the use of means or instrumentalities of interstate commerce, or the mails, or the facilities of a national securities exchange, knowingly or

recklessly have (i) employed one or more devices, schemes, or artifices to defraud, (ii) made one or more untrue statements of a material fact or omitted to state one or more material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, and/or (iii) engaged in one or more acts, practices, or courses of business which operated or would operate as a fraud or deceit upon other persons.

35. By reason of the foregoing, Defendants, directly or indirectly, singly or in concert, have violated and, unless enjoined, will again violate Exchange Act Section 10(b) [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

### **PRAYER FOR RELIEF**

WHEREFORE, the Commission respectfully requests that the Court enter a Final Judgment:

#### **I.**

Permanently enjoining Rubin and his agents, servants, employees and attorneys and all persons in active concert or participation with any of them from violating, directly or indirectly, Securities Act Section 17(a) [15 U.S.C. § 77q(a)] and Exchange Act Section 10(b) [15 U.S.C. § 78j(b)] and Rule 10b-5(b) thereunder [17 C.F.R. §§ 240.10b-5(b)];

#### **II.**

Permanently enjoining Craft and his agents, servants, employees and attorneys and all persons in active concert or participation with any of them from violating, directly or indirectly, Securities Act Section 17(a) [15 U.S.C. § 77q(a)] and Exchange Act Section 10(b) [15 U.S.C. § 78j(b)] and Rule 10b-5(b) thereunder [17 C.F.R. §§ 240.10b-5(b)];

**III.**

Ordering Rubin to pay civil monetary penalties under Securities Act Section 20(d) [15 U.S.C. § 77t(d)] and Exchange Act Section 21(d)(3) [15 U.S.C. § 78u(d)(3)];

**IV.**

Ordering Craft to pay civil monetary penalties under Securities Act Section 20(d) [15 U.S.C. § 77t(d)] and Exchange Act Section 21(d)(3) [15 U.S.C. § 78u(d)(3)];

**V.**

Permanently prohibiting Rubin from participating in any offering of a penny stock, including engaging in activities with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock, under Exchange Act Section 21(d)(6) [15 U.S.C. § 78u(d)(6)];

**VI.**

Permanently prohibiting Craft from participating in any offering of a penny stock, including engaging in activities with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock, under Exchange Act Section 21(d)(6) [15 U.S.C. § 78u(d)(6)]; and

**VII.**

Granting any other and further relief this Court may deem just and proper.

Dated: New York, New York  
December 2, 2020

/s/Richard Best

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REGIONAL DIRECTOR  
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**Appendix A**  
**Attorney Opinion Letters Signed by Richard J. Rubin**

Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
Issuer 4	8/5/2016	Adequate Current Information	OTC Markets Group, Inc.	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead and signature "Richard Rubin, Esq."  "My firm has been retained as special securities counsel to [Issuer]."  "This Attorney Letter relates to the laws of the United States, including the Securities Act of 1933 and the corporate laws of the jurisdiction of incorporation. The undersigned is a resident of the United States, and a member in good standing of the bar of the State of New York."
Issuer 5	10/18/2016	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead and signature "Richard Rubin, Esq."  "I have been asked to render my opinion as special counsel to [Issuer] . . . ."
Issuer 2	12/19/2016	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."
Issuer 5	1/3/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	signature "Richard Rubin, Esq."  "I have been asked to render my opinion as special counsel to [the Issuer] . . . ."
Issuer 5	1/13/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	1/24/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 6	1/24/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 6	1/30/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	2/9/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	2/23/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	2/23/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."

Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
Issuer 5	2/23/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	2/23/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	2/23/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	2/23/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	3/6/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	3/6/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	3/6/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	3/6/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	3/6/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	3/6/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	3/6/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	3/6/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	3/6/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	3/6/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."

Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
Issuer 5	3/7/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	3/9/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	3/14/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	3/14/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	3/14/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	3/16/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 3	3/26/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	3/28/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 3	5/8/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	5/11/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	5/28/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 3	6/18/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	6/23/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."



Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
Issuer 5	6/26/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 6	6/30/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], I rendered a legal opinion addressed to [Transfer Agent], dated June 26, 2017, with respect to the removal of a legend on 1,500,000 restricted Shares of the Issuer's common stock . . . ."
Issuer 5	7/5/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	7/9/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	7/12/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	7/17/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	7/17/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	7/20/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 6	7/24/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	7/31/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	8/1/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	8/7/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."

Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
Issuer 5	8/9/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 6	8/17/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	8/21/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	8/21/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	8/22/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	8/31/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	9/1/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	9/1/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	9/6/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	9/6/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	9/9/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 3	9/25/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	10/5/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."

Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
Issuer 3	10/6/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 3	10/12/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 6	10/14/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 3	10/15/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 3	10/15/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 3	10/18/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	10/19/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	10/19/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 6	10/26/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	11/2/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 6	11/3/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 6	11/15/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 3	11/22/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."

Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
Issuer 3	11/28/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 3	12/11/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	12/12/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 6	12/12/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 3	12/16/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 3	12/18/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 3	12/18/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	12/21/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 3	12/21/2017	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 6	1/10/2018	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 6	1/11/2018	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 2	1/22/2018	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 2	1/22/2018	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 2	1/22/2018	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."

Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
Issuer 2	1/22/2018	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 2	1/22/2018	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 3	1/24/2018	Original Issuance without Legend	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 3	1/24/2018	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 5	2/1/2018	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 6	2/5/2018	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 2	2/7/2018	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 7	2/8/2018	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 6	2/18/2018	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."
Issuer 6	2/28/2018	Restrictive Legend Removal	Transfer Agent	Richard J. Rubin	"Office of Richard Rubin, Attorney at Law" letterhead, signature "Richard Rubin, Esq."  "As counsel to [Issuer], my opinion has been requested . . . ."

**Appendix B**  
**Attorney Opinion Letters Signed by Thomas J. Craft**

Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
Issuer 1	12/2/2015	Exh. to Reg. Stmt on Form S-1	Issuer; Filed with the Commission	Thomas J. Craft, Jr. Esq.	<p>"In connection with this opinion, I have examined and relied upon: (a) the Registration Statement and related Prospectus; (b) the Company's Certificate of Incorporation and Bylaws, as currently in effect as of the date hereof; and (c) the originals or copies certified to my satisfaction of such records, documents, certificates, memoranda and other instruments as in my judgment are necessary or appropriate to enable me to render the opinion expressed below. I have assumed the genuineness and authenticity of all documents submitted to me as originals, and the conformity to originals of all documents submitted to me as copies and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof (except I have not assumed the due execution and delivery by the Company of any such documents). As to certain factual matters, I have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters."</p> <p>"On the basis of the foregoing, and in reliance thereon, I am of the opinion that the Shares subject to resale by the Selling Stockholders pursuant to the Registration Statement and the related Prospectus are validly issued, fully paid and non-assessable Shares."</p>
Issuer 2	12/2/2015	Exh. to Reg. Stmt on Form S-1/A	Issuer; Filed with the Commission	Thomas J. Craft, Jr. Esq.	<p>"For the purpose of rendering my opinion herein, I have reviewed: (i) statutes of the State of Delaware to the extent I deem relevant to the matters opined upon herein; (ii) certified copies of the Company's Certificate of Incorporation and all amendments thereto; (iii) the Company's Bylaws, as currently in effect as of the date hereof; (iv) selected proceedings of the Company's board of directors and certificates of the Company's officers; and (v) such other documents as I have deemed necessary and relevant to the matter opined upon herein."</p> <p>"I have assumed the genuineness of all signatures, the conformity to authentic original documents of the copies of all such documents submitted to me as certified, conformed and photocopied, including the quoted, extracted, excerpted and reprocessed text of such documents."</p> <p>"On the basis of the foregoing, and in reliance thereon, I am of the opinion that the Shares subject to resale by the Selling Stockholders pursuant to the Registration Statement and the related Prospectus are validly issued, fully paid and non-assessable Shares."</p>

Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
Issuer 2	1/7/2016	Exh. to Reg. Stmt on Form S-1/A	Issuer; Filed with the Commission	Thomas J. Craft, Jr. Esq.	<p>"For the purpose of rendering my opinion herein, I have reviewed: (i) statutes of the State of Delaware to the extent I deem relevant to the matters opined upon herein; (ii) certified copies of the Company's Certificate of Incorporation and all amendments thereto; (iii) the Company's Bylaws, as currently in effect as of the date hereof; (iv) selected proceedings of the Company's board of directors and certificates of the Company's officers; and (v) such other documents as I have deemed necessary and relevant to the matter opined upon herein."</p> <p>"I have assumed the genuineness of all signatures, the conformity to authentic original documents of the copies of all such documents submitted to me as certified, conformed and photocopied, including the quoted, extracted, excerpted and reprocessed text of such documents."</p> <p>"On the basis of the foregoing, and in reliance thereon, I am of the opinion that: (i) the Shares subject to resale by the Selling Stockholders pursuant to the Registration Statement and the related Prospectus are validly issued, fully paid and non-assessable Shares; and (ii) the Shares underlying the Class B Warrants that subject to resale by the Selling Stockholders pursuant to the Registration Statement and the related Prospectus when issued, will be validly issued, fully paid and non-assessable Shares."</p>
Issuer 3	5/11/2016	Exh. to Reg. Stmt on Form S-1	Issuer; Filed with the Commission	Thomas J. Craft, Jr. Esq.	<p>"For the purpose of rendering my opinion herein, I have reviewed: (i) statutes of the State of Delaware to the extent I deem relevant to the matters opined upon herein; (ii) certified copies of the Company's Certificate of Incorporation and all amendments thereto; (iii) the Company's Bylaws, as currently in effect as of the date hereof; (iv) selected proceedings of the Company's board of directors and certificates of the Company's officers; and (v) such other documents as I have deemed necessary and relevant to the matter opined upon herein."</p> <p>"I have assumed the genuineness of all signatures, the conformity to authentic original documents of the copies of all such documents submitted to me as certified, conformed and photocopied, including the quoted, extracted, excerpted and reprocessed text of such documents."</p> <p>"On the basis of the foregoing, and in reliance thereon, I am of the opinion that the Shares subject to resale by the Selling Stockholders pursuant to the Registration Statement and the related Prospectus are validly issued, fully paid and non-assessable Shares."</p>

Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
Issuer 2	7/27/2016	Exh. to Reg. Stmt on Form S-1	Issuer; Filed with the Commission	Thomas J. Craft, Jr. Esq.	<p>"For the purpose of rendering my opinion herein, I have reviewed: (i) statutes of the State of Delaware to the extent I deem relevant to the matters opined upon herein; (ii) certified copies of the Company's Certificate of Incorporation and all amendments thereto; (iii) the Company's Bylaws, as currently in effect as of the date hereof; (iv) selected proceedings of the Company's board of directors and certificates of the Company's officers; and (v) such other documents as I have deemed necessary and relevant to the matter opined upon herein."</p> <p>"I have assumed the genuineness of all signatures, the conformity to authentic original documents of the copies of all such documents submitted to me as certified, conformed and photocopied, including the quoted, extracted, excerpted and reprocessed text of such documents."</p> <p>"On the basis of the foregoing, and in reliance thereon, I am of the opinion that the Shares subject to resale by the Selling Shareholders pursuant to the Registration Statement and the related Prospectus are validly issued, fully paid and non-assessable Shares."</p>
Issuer 3	9/16/2016	Restrictive Legend Removal	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein I have examined relevant documents, have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Seller . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the Company, the Sellers, it is my opinion that a new certificate evidencing the 30,000 Shares may be issued, 15,000 Shares i/n/o Ivo Heiden and 15,000 Shares i/n/o Securities Compliance Corp., without restrictive legend and without compliance with the registration requirements of the Act, pursuant to Rule 144, and that the sale of the Shares by each of the Sellers is not subject to any provisions of Rule 144 other than Rule 144(c)(1)."</p>
Issuer 5	11/30/2016	Restrictive Legend Removal	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein, I have examined relevant documents, have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Sellers . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the Company and the Seller, it is my opinion that a new certificate evidencing 2,000,000 Shares may be issued in the name of Seller, without restrictive legend, in compliance with the provision of the Act and the rules and regulation of Rule 144 promulgated by the SEC under the Act."</p>



<b>Issuer</b>	<b>Date</b>	<b>Letter Title</b>	<b>Recipient</b>	<b>Signatory</b>	<b>Misrepresentations</b>
Issuer 5	11/30/2016	Restrictive Legend Removal	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein, I have examined relevant documents, have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Sellers . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the . Company and the Seller, it is my opinion that a new certificate evidencing 1,500,000 Shares may be issued in the name of Seller, without restrictive legend, in compliance with the provision of the Act and the rules and regulation of Rule 144 promulgated by the SEC under the Act."</p>
Issuer 5	12/1/2016	Restrictive Legend Removal	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein, I have examined relevant documents including, but not limited to, the stock certificates issued in the names of the respective Sellers during the period from June 18 to July 1, 2014 and Seller's Representation Letters signed by each Seller addressed to the undersigned, have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Sellers . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the Company and the Sellers, it is my opinion that a new certificate evidencing the 833,332 Shares may be issued in the names of Sellers as set forth on Appendix A hereto, without restrictive legend, in compliance with the provision of the Act and the rules and regulation of Rule 144 promulgated by the SEC under the Act."</p>
Issuer 5	12/1/2016	Restrictive Legend Removal	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein, I have examined relevant documents, including but not limited to the subject stock certificate and Seller's Representation Letter addressed to the undersigned, have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Sellers . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the Company and the Seller, it is my opinion that a new certificate evidencing 555,555 Shares may be issued in the name of Seller, without restrictive legend, in compliance with the provision of the Act and the rules and regulation of Rule 144 promulgated by the SEC under the Act."</p>

Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
Issuer 5	12/15/2016	Restrictive Legend Removal	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein, I have examined relevant documents, have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Sellers . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the Company and the Sellers, it is my opinion that certificates evidencing 50,000 Shares may be issued in the names of both Sellers, without registration under the Securities Act of 1933, as amended (the 'Act') and without restrictive legend, in reliance upon Rule 144 promulgated by the United States Securities and Exchange Commission (the 'SEC') under the Act. "</p>
Issuer 5	1/6/2017	Restrictive Legend Removal	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein, I have examined relevant documents, have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Sellers . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the Company and the seller, it is my opinion that a new certificate evidencing 6,000,000 Shares may be issued in the name of Seller, without restrictive legend and without compliance with the registration requirements of the Act, pursuant to Rule 144, and that the sale of the Shares by the Seller is not subject to any provisions of Rule 144."</p>
Issuer 5	1/20/2017	Restrictive Legend Removal	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein, I have examined relevant documents, have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Sellers . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the Company and the Seller, it is my opinion that a new certificate evidencing 210,000 Shares may be issued in the name of Seller, without restrictive legend and without compliance with the registration requirements of the Act, pursuant to Rule 144, and that the sale of the Shares by the Seller is not subject to any provisions of Rule 144."</p>
Issuer 6	4/11/2017	Exh. to Reg. Stmt on Form S-1	Issuer; Filed with the Commission	Thomas J. Craft, Jr. Esq.	<p>"For the purpose of rendering my opinion herein, I have reviewed: (i) the revised statutes of the State of Nevada to the extent I deem relevant to the matters opined upon herein; (ii) certified copies of the Company's Articles of Incorporation and all amendments thereto; (iii) the Company's Bylaws, as currently in effect as of the date hereof; (iv) selected proceedings of the Company's board of directors and certificates of the Company's officers; and (v) such other documents as I have deemed necessary and relevant to the matter opined upon herein."</p> <p>"I have assumed the genuineness of all signatures, the conformity to authentic original documents of the copies of all such documents submitted to me as certified, conformed</p>

Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
					<p>and photocopied, including the quoted, extracted, excerpted and reprocessed text of such documents."</p> <p>"On the basis of the foregoing, and in reliance thereon, I am of the opinion that the Shares subject to resale by the Selling Stockholders pursuant to the Registration Statement and the related Prospectus are validly issued, fully paid and non-assessable Shares."</p>
Issuer 6	5/25/2017	Exh. to Reg. Stmt on Form S-1/A	Issuer; Filed with the Commission	Thomas J. Craft, Jr. Esq.	<p>"For the purpose of rendering my opinion herein, I have reviewed: (i) the revised statutes of the State of Nevada to the extent I deem relevant to the matters opined upon herein; (ii) certified copies of the Company's Articles of Incorporation and all amendments thereto; (iii) the Company's Bylaws, as currently in effect as of the date hereof; (iv) selected proceedings of the Company's board of directors and certificates of the Company's officers; and (v) such other documents as I have deemed necessary and relevant to the matter opined upon herein."</p> <p>"I have assumed the genuineness of all signatures, the conformity to authentic original documents of the copies of all such documents submitted to me as certified, conformed and photocopied, including the quoted, extracted, excerpted and reprocessed text of such documents."</p> <p>"On the basis of the foregoing, and in reliance thereon, I am of the opinion that the Shares subject to resale by the Selling Stockholders pursuant to the Registration Statement and the related Prospectus are validly issued, fully paid and non-assessable Shares."</p>
Issuer 1	9/6/2017	Exh. to Reg. Stmt on Form S-1	Issuer; Filed with the Commission	Thomas J. Craft, Jr. Esq.	<p>"In connection with this opinion, I have examined and relied upon: (a) the Registration Statement and related Prospectus; (b) the Company's Certificate of Incorporation and Bylaws, as currently in effect as of the date hereof; and (c) the originals or copies certified to my satisfaction of such records, documents, certificates, memoranda and other instruments as in my judgment are necessary or appropriate to enable me to render the opinion expressed below. I have assumed the genuineness and authenticity of all documents submitted to me as originals, and the conformity to originals of all documents submitted to me as copies and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof (except I have not assumed the due execution and delivery by the Company of any such documents). As to certain factual matters, I have relied upon a certificate of an officer of the Company and have not sought independently to verify such matters."</p> <p>"On the basis of the foregoing, and in reliance thereon, I am of the opinion that the Shares subject to Offering pursuant to the Registration Statement and the related Prospectus when</p>

Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
					issued shall be validly issued, fully paid and non-assessable Shares."
Issuer 5	3/7/2018	Restrictive Legend Removal	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"As new counsel to [Issuer], my opinion has been requested . . . ."</p> <p>"In rendering the opinion set forth herein, I have examined relevant documents and have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Sellers . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the Company and the Seller, it is my opinion that a new certificate evidencing 100,000 Shares may be issued in the name of Seller, without restrictive legend, in compliance with the provision of the Act and the rules and regulations of Rule 144 promulgated by the SEC under the Act."</p>
Issuer 2	3/8/2018	Original Issuance without Legend	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein, I have examined relevant documents, have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Seller . . . ."</p> <p>"Based upon the facts set forth and in reliance upon the documents referred to above and/or provided to me by the Company and the Issuee, it is my opinion that a new certificate evidence the 1,000,000 Shares may be issued in the name of the Issuee, without restrictive legend, in compliance with the provision of the Act and the Rules and regulation of Rule 144 promulgated by the SEC under the Act."</p>
Issuer 2	3/19/2018	Restrictive Legend Removal	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein, I have examined relevant documents, have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Seller . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the Company and the Seller, it is my opinion that a new certificate evidencing 921,800 Shares may be issued in the name of the Seller, without restrictive legend, in compliance with the provision of the Act and the rules and regulation of Rule 144 promulgated by the SEC under the Act."</p>
Issuer 6	4/6/2018	Restrictive Legend Removal	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein, I have examined relevant documents, have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Seller . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the Company and the Seller, it is my opinion that the Seller may sell the 2,000,000 restricted Shares in compliance with the provisions of Rule 144 promulgated by the SEC under the Act."</p>

Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
Issuer 3	4/23/2018	Original Issuance without Legend	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein, I have examined relevant documents, have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Seller . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the Company and the Consultant, it is my opinion that a new certificate evidencing 550,000 Shares may be issued in the name of the Consultant and its designee(s) without restrictive legend, in compliance with the provision of the Act and the rules and regulation of Rule 144 promulgated by the SEC under the Act."</p>
Issuer 2	4/26/2018	Restrictive Legend Removal	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein, I have examined relevant documents and have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Sellers . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the Company and the Sellers, it is my opinion that a new certificates evidencing 1,259,897 Shares may be issued in book entry form in the names of Sellers, without restrictive legend, in compliance with the provision of the Act and the rules and regulations of Rule 144 promulgated by the SEC under the Act."</p>
Issuer 8	4/26/2018	Adequate Current Information	OTC Markets Group, Inc.	Thomas J. Craft, Jr. Esq.	<p>"In rendering the legal opinion contained in this letter, we have reviewed certain documents and information furnished by the Issuer but not limited to the Issuers Articles of Incorporation, Bylaws, Corporate Board Resolutions and such other documents we deemed relevant and necessary as a basis for the opinion hereinafter set forth."</p> <p>"Regarding the common stock of the Issuer in the opinion of the undersigned Regarding the common stock of the Issuer, in the opinion of the undersigned, the Report for the period ended December 31, 2017, submitted to OTC Markets on April 14, 2018 (i) constitutes "adequate content public information" concerning the Securities of the Issuer and "is available" within the meaning of Rule 144(c)(2) under the Securities Act of 1933, (ii) includes all of the information that a broker dealer would be required to obtain from the Issuer to publish a quotation for the Securities under Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"), (iii) complies as to form with the Pink Sheets Guidelines for Providing Adequate Current Public Information, which are located on the Internet at www.otcmarkets.com, and (iv) has been posted in the OTC Disclosure and News Service. Furthermore, after reasonable investigation I have no reason to believe that such information contained an untrue statement of a material fact or omitted to state a material fact in order to make the statements made, in light of the circumstances under which they were made, not misleading "</p>

Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
					<p>"The undersigned has (i) previously met with the Issuer's management and a majority of its directors, (ii) reviewed the information published by the Issuer on the OTC Disclosure and News Service, and (iii) discussed the information with management and a majority of the directors of the Issuer. To the best of our knowledge, and after reasonable inquiry of the Issuer's management and directors, there is no officer, director, 5% holder, or counsel currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws. "</p>
Issuer 3	5/7/2018	Exh. to Reg. Stmt on Form S-1	Issuer; Filed with the Commission	Thomas J. Craft, Jr. Esq.	<p>"For the purpose of rendering my opinion herein, I have reviewed: (i) the revised statutes of the State of Delaware to the extent I deem relevant to the matters opined upon herein; (ii) certified copies of the Company's Certificate of Incorporation and all amendments thereto; (iii) the Company's Bylaws, as currently in effect as of the date hereof; (iv) selected proceedings of the Company's board of directors and certificates of the Company's officers; and (v) such other documents as I have deemed necessary and relevant to the matter opined upon herein."</p> <p>"I have assumed the genuineness of all signatures, the conformity to authentic original documents of the copies of all such documents submitted to me as certified, conformed and photocopied, including the quoted, extracted, excerpted and reprocessed text of such documents."</p> <p>"On the basis of the foregoing, and in reliance thereon, I am of the opinion that the Shares subject to resale by the Selling Stockholders pursuant to the Registration Statement and the related Prospectus, when issued will be validly issued, fully-paid and nonassessable Shares."</p>

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Issuer 9	5/8/2018	Adequate Current Information	OTC Markets Group, Inc.	Thomas J. Craft, Jr. Esq.	<p>"In preparing this letter, I have examined such corporate records and other documents and such questions of law as we considered necessary or appropriate for the purpose of rendering this letter; including the Certificate of Incorporation, as amended, and Bylaws of the Issuer as well as its annual reports for its years-ended December 31, 2017 and 2016 containing the Issuer's unaudited financial statements as of December 31, 2017 and 2016, respectively, together with the Issuer's OTC Pink Basic Disclosure, that have been filed with OTC Markets Group, Inc. (the 'OTC') and such other corporate documents and such questions of law as we considered necessary or appropriate for purposes of rendering this letter."</p> <p>"As to matters of fact in this letter, I have also relied upon information from officers of the Issuer and other sources, which sources I believed to be reliable. In such examination, I have assumed the genuineness of all signatures set forth on each document, the authenticity of all original documents and the conformity to original documents-of all copies of such documents as may have been supplied to me during the course of my examination. In issuing this letter, I represent as follows:</p> <p>"That the Issuer's previous filings and publicly available information with regard to the Issuer as filed with the OTC Markets Group, Inc.: (i) constitutes "adequate current public information" concerning the Securities and the Issuer and "is available" within the meaning of Rule 14(c)(2) under the Securities Act, (ii) includes all of the information that a broker-dealer would be required to obtain from the 1934 (the 'Exchange Act') . . . .</p> <p>"That I have: (i) communicated with the management of the Issuer, (ii) reviewed the Issuer's filings with the OTC, including its Annual Report for its year-ended December 31, 2017, and other information filed by the Issuer on the OTC Markets Inc. News Service, and (iii) discussed the Issuer's filings with Shlomo Zakai, the Issuer's CFO.</p> <p>"That to the best of my knowledge, after inquiry of management and of the Board of Directors of the Issuer, that neither the undersigned nor the Issuer nor any of its officers and/or directors, or any 5% shareholder is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws."</p>
Issuer 3	6/18/2018	Restrictive Legend Removal	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein, I have examined relevant documents, have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Seller . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the Company, the Seller and CNLT, it is my opinion that a new certificate evidencing 300,000 Shares may be issued in the name of CLNT, without restrictive legend, in compliance with</p>

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					the provision of the Act and the rules and regulation of Rule 144 promulgated by the SEC under the Act."
Issuer 3	7/9/2018	Original Issuance without Legend	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein, I have examined relevant documents, have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Issuee . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the Company and the Issuee, it is my opinion that a new certificates evidencing 416,667 Shares may be issued in the name of the Issuee, without restrictive legend, in compliance with the provision of the Act and the rules and regulations of Rule 144 promulgated by the SEC under the Act."</p>
Issuer 3	7/15/2018	Restrictive Legend Removal	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein, I have examined relevant documents, have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Seller . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the Company and the Seller, it is my opinion that a new certificates evidencing 350,000 Shares may be issued in the name of the Seller or the Seller's designee(s) without restrictive legend, in compliance with the provision of the Act and the rules and regulations of Rule 144 promulgated by the SEC under the Act."</p>
Issuer 6	7/23/2018	Exh. to Reg. Stmt on Form S-1	Issuer; Filed with the Commission	Thomas J. Craft, Jr. Esq.	<p>"For the purpose of rendering my opinion herein, I have reviewed: (i) the revised statutes of the State of Nevada to the extent I deem relevant to the matters opined upon herein; (ii) certified copies of the Registrant's Certificate of Incorporation and all amendments thereto; (iii) the Registrant's Bylaws, as currently in effect as of the date hereof; (iv) selected proceedings of the Registrant's board of directors and certificates of the Registrant's officers; and (v) such other documents as I have deemed necessary and relevant to the matter opined upon herein."</p> <p>"I have assumed the genuineness of all signatures, the conformity to authentic original documents of the copies of all such documents submitted to me as certified, conformed and photocopied, including the quoted, extracted, excerpted and reprocessed text of such documents."</p> <p>"On the basis of the foregoing, and in reliance thereon, I am of the opinion that the Shares subject to resale by the Selling Stockholders pursuant to the Registration Statement and the related Prospectus, when issued will be validly issued, fully-paid and nonassessable Shares."</p>



Issuer	Date	Letter Title	Recipient	Signatory	Misrepresentations
Issuer 3	8/6/2018	Restrictive Legend Removal	Transfer Agent	Thomas J. Craft, Jr. Esq.	<p>"In rendering the opinion set forth herein, I have examined relevant documents, have relied upon the accuracy of such documents and have assumed the authenticity of the signatures thereon and the accuracy of the representations made by the Company and the Issuee . . . ."</p> <p>"Based upon the facts set forth above and in reliance upon the documents referred to above and/or provided to me by the Company and the Seller, it is my opinion that a new certificate evidencing the 250,000 Shares may be issued in the name of the Seller, without restrictive legend, in compliance with the provision of the Act and the rules and regulation of Rule 144 promulgated by the SEC under the Act."</p>