eilers law group p.a.

169 NE 43rd Street Miami, FL 33137
Phone: 786.273.9152 www.eilerslawgroup.com

OTC Markets Group, Inc.
304 Hudson Street, 3rd Floor
New York, NY 10013

November 25, 2014

Re: Legal Opinion for FBC Holding, Inc.

Dear Sir or Madam:

This letter is in response to the request that we express our opinion as to the accuracy and current nature of information provided by FBC Holding, Inc., ("FBCD" or "the Issuer"). This opinion letter is intended only to be relied on by OTC Markets Group in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933. Accordingly, we grant OTC Markets Group full and complete permission and rights to publish this letter through their OTC Disclosure and News Service for viewing by the general public and requisite regulators.

In connection with rendering of this opinion, we have investigated such matters and examined such documents as we deemed necessary and relevant as a basis for the opinion hereinafter set forth. This opinion is expressed solely on the facts and assumptions set forth herein and is specifically limited to the investigation and examinations stated.

In our examination of the documents, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, authenticity of documents submitted to us as originals, the conformity with originals of all documents delivered as copies, and the correctness of the facts set forth in such documents when the facts were found to be outside the scope of our examination. We have gathered and relied on information obtained from public records, officers of the Issuer and other sources. We also find the following documents, due to their nature and source, to be self-authenticating: certified records of regularly conducted foreign and domestic business activity, public records and reports, domestic public documents under seal, foreign public documents, official publications, and other acknowledged documents.

In our opinion, the Issuer's Disclosure Statement and Annual Report for the period ending July 31, 2014 published on the OTC Disclosure and News Service on November 10, 2014:

(i) constitutes "adequate current public information" concerning the securities of the Issuer and "is publicly 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 OTC Markets Group Guidelines for Providing Adequate Current Information, which is available at http://www.otcmarkets.com/content/doc/DisclosureGuidelines.pdf; and

(iv) has been posted on the OTC Disclosure and News Service.

In our review, we have been cautious to the presence of any information that reasonably indicates the existence of material inaccuracies or any information that would indicate the source of the materials to be unreliable. We cross-referenced the documents listed on the OTC Disclosure and News Service with other documents and information made available to us, as well as with other information we obtained independently from outside sources. Through the exercise of reasonable diligence, nothing came to our attention during the course of the examination that led us to believe that any documents presented to us were not genuine or authentic or that the facts set therein were untrue.

The financial statements disclosed by issuer were not audited. The financial statements disclosed by Issuer have been prepared by an independent third party accountant Mr. Mohan L. Basak who holds an MBA from Rajshahi University Bangladesh and who is a Fellow Member of the Chartered Accountant (FCA) of the ICAB, Bangladesh. Mr. Basak has managed the accounts of the company since June 2012. Previously, Mr. Basak has managed in his capacity as account in several other firms, including as Business Manager and CFO for Beximo (USA) Ltd, and as CFO for Shinepukur Ceramics Limited, to which he has provided financial advice, financing and general bookkeeping.

The Issuer's transfer agent is Island Stock Transfer with offices at 15500 Roosevelt Blvd., Suite 301, Clearwater, FL 33760. Island Stock Transfer is a registered Transfer Agent with the Securities and Exchange Commission. A shareholders list provided by the Transfer Agent as of April 15, 2014, was cross-referenced with the other information provided to us by the Issuer to determine the number of outstanding shares set forth in the Information and Disclosure Statement.

We have personally met with the Issuer's CFO and Board of Directors and have had a number of correspondences with the Issuer's management and directors. We have also reviewed the information published by the Issuer through the OTC Disclosure and News Service and discussed the contents of the information with the Issuer's management and directors. We have not discovered any instances that would indicate that any officer, director, 5% holder, or counsel of the Issuer is currently under investigation by any governmental authority for violation of federal or state securities law.

It is our opinion that the information contained in documents the Issuer has listed on the OTC Disclosure and News Service satisfies the requirements of OTC Markets. Accordingly, based on our review, it is our opinion that there is reasonable basis to support the belief that the information provided by FBC Holding, Inc. is current and accurate, the sources of the

aforementioned information are reliable and otherwise in compliance with the requirements of Rule 15c2-11 and OTC Markets Group's Guidelines for Providing Adequate Current Information.

This opinion letter is based on our knowledge of the law and facts as of the date hereof. We assume no duty to communicate with you with respect to any matter that comes to our attention hereafter this Opinion Letter is filed. We have been retained to express our opinion as to the accuracy and current nature of information in relation to filing of current financials and disclosures by the Issuer.

The undersigned is a resident of Miami, Florida. The undersigned is authorized to practice law in the State of Florida. The undersigned is permitted to practice before the Securities and Exchange Commission and has never been barred from practice in any of the foregoing jurisdictions.

Thank you for your time and attention.

Sincerely,

William Robinson Eilers, Esq.