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April 23, 2015

OTC Markets Group, Inc.
Attn: Issuer Services
304 Hudson Street
Second Floor
New York, NY 10013

Re: Attorney Letter With Respect to Adequate Current Information on Empire Diversified Energy, Inc. ("MPIR")

Dear Sir or Madam:

Please be advised that Empire Diversified Energy, Inc., a Delaware corporation ("Issuer"), an issuer of securities ("Securities") quoted on OTC Link, has retained the Law Offices of David E. Wise, P.C. ("Firm") as its special securities counsel for the purpose of providing you with this letter to further supplement the disclosures that the Issuer has made to OTC Markets Group, Inc. To that end, allow me to confirm the following:

- (1) OTC Markets Group, Inc. is entitled to rely on this letter in determining whether the Issuer has made current information publicly available within the meaning of Rule 144 (c) under the Securities Act of 1933, as amended ("Act").
- (2) The undersigned is a U.S. citizen and has been retained by the Issuer for the purpose of rendering this letter. The undersigned's sole relationship with the Issuer is limited to the conduct of a due diligence inquiry and review of the statements and representations that the Issuer has made on OTC Markets Group, Inc.'s website and the preparation and submission of this letter to you. The undersigned is neither an employee nor an officer or director of the Issuer.
- (3) The undersigned is licensed to practice in the State of Texas. I received my law license in September 1973 from the Supreme Court of Texas. I am authorized to practice before

the United States District Courts for the Northern District of Texas and the Northern District of California. I am permitted to practice before the Securities and Exchange Commission ("Commission") and have never been prohibited from practice before the Commission. I have never been disciplined by the State Bar of Texas. I am not relying on the work of any other law firm or legal counsel in connection with the due diligence inquiry and review of the statements and representations of the Issuer and the preparation of this letter.

(4) In rendering this letter, I have reviewed the Issuer's corporate minutes and actions of the Issuer's Board of Directors and its Shareholders, its Articles of Incorporation and all amendments thereto and its By-laws and all amendments thereto (collectively, referred to as the "Corporate Documents") and such other documents as I have deemed necessary or appropriate for the purposes of rendering this letter. I have also obtained from the Issuer a Certificate of Corporate Officer, dated April 21, 2015 ("Certificate"), and executed by Robert Lancellotti, the Issuer's Chief Executive Officer and Chairman of the Board of Directors during the entire year of 2014, further confirming the accuracy and completeness of the Corporate Documents and the information and documents that I have reviewed.

(5) In preparing this letter, the undersigned has relied upon information and documents that I have obtained from a review of the Issuer's public filings in the State of Delaware, the Corporate Documents, the Certificate and other information that I have obtained regarding the Issuer, and I am of the opinion that all such information is believed to be reliable.

(6) The Issuer has made available the following information and documents on the OTC Disclosure and News Service: the full name and address of the Issuer, the nature of the Issuer's business, the name of the products and services offered, the nature and extent of the Issuer's facilities, the exact titles and classes of securities outstanding, description of the Issuer's chief executive officer, chief financial officer and/or other officers and the names of the directors on the Issuer's Board of Directors, the beneficial owners of 5% or more of the Issuer's common stock and preferred stock, the financial information of the Issuer, copies of the Issuer's charter documents, by-laws and related information ("Disclosure Information") and the following documents published on the OTC Disclosure and News Service website:

<i>Description of Document</i>	<i>Period End Date</i>	<i>Date Published</i>
Annual Report	December 31, 2014	April 20, 2015
Annual Report	December 31, 2014	March 26, 2015
Annual Report	December 31, 2014	March 26, 2015
Annual Report	December 31, 2014	March 26, 2015
Quarterly Report	December 31, 2014	March 26, 2015
Quarterly Report	November 14, 2014	September 30, 2014
Quarterly Report	November 14, 2014	September 30, 2014
	November 14, 2014	September 30, 2014

<i>Description of Document</i>	<i>Period End Date</i>	<i>Date Published</i>
Quarterly Report	July 23, 2014	June 30, 2014
Quarterly Report	July 17, 2014	June 30, 2014
Quarterly Report	July 17, 2014	June 30, 2014
Quarterly Report	July 17, 2014	June 30, 2014
Quarterly Report	July 17, 2014	June 30, 2014
Quarterly Report	July 17, 2014	June 30, 2014
Annual Report	July 3, 2014	June 30, 2014
Quarterly Report	December 31, 2013	March 31, 2014
Quarterly Report	December 31, 2013	May 5, 2014
Quarterly Report	September 30, 2014	April 14 and 15, 2014
Quarterly Report	June 30, 2013	September 30, 2013
Annual Report	March 31, 2013	August 12, 2013
Quarterly Report	December 31, 2012	May 6 and 8, 2013
	September 30, 2012	February 15, 18, 2013
		October 4, 23 and 24, 2012
Initial Company Information and Disclosure Statement	June 30, 2011	August 25, 2011
Quarterly Report	June 30, 2011	August 5, 2011 and September 13, 2011
Quarterly Report	March 31, 2012	August 5, 2011
Annual Report	December 31, 2010	August 5, 2011 and July 12, 2011
Interim Financial Report	December 31, 2010	January 25, 2011 and March 23, 2011
Interim Financial Report	September 30, 2010	December 1, 2010
Initial Company Information and Disclosure Statement	September 30, 2010	December 1, 2010
Interim Financial Report	June 30, 2010	August 10, 2010
Initial Company Information and Disclosure Statement	March 31, 2010	May 27, 2010
Interim Financial Report	December 31, 2009	April 6, 2010
Articles of Incorporation	December 31, 2009	March 25, 2010
	March 25, 2010	March 25, 2010

[Please note that the Issuer published several portions of the financial information on the dates of publication listed above. For purposes of expediency, we have not listed each individual portion of financial information, but have simply listed the descriptions of the document,

period end dates and dates of publication as if the various portions of financial information had been published in a single document for each period end date.]

The financial statement documents referenced above are unaudited financial statements and were prepared under the supervision of Robert J. Lancellotti, Chief Executive Officer of the Issuer, by Ron Lipman, 821 Collins Avenue, #504, Miami Beach, FL 33139, who is engaged in public company accounting.

(7) I have also examined the Issuer's original shareholder list prepared by its transfer agent, Continental Stock Transfer and Trust Company, 17 Battery Place, New York, New York 10004, and I have examined such questions of law as I deemed necessary and appropriate for purposes of rendering this opinion. I have also received an email confirmation from Mr. Robert McMonagle, Account Administrator of the transfer agent on April 22, 2015, confirming that the Issuer had 660,037 shares of common stock issued and outstanding on December 31, 2014. [Note: The 660,037 shares confirmed by Mr. McMonagle is 1,477 shares higher than the total issued and outstanding shares disclosed in Issuer's Annual Report for December 31, 2014. This discrepancy is due to the issuance of additional shares to round off shares resulting from the Issuer's 1:900 reverse stock split, as the Issuer opted to issue one whole share for each fractional share resulting from the reverse stock split.].

(8) I have also made such examination of law and have examined originals or copies, certified or otherwise, of such corporate records and documents of the Issuer, such agreements, certificates of officers or representatives of the Issuer, and such other records, certificates, including certificates of public officials, and documents as we have deemed relevant and necessary as a basis for the opinions hereinafter expressed, all of which we believed to be reliable. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies. As to any facts relevant to the opinions expressed below, we have relied upon certificates and written and/or oral representations of officers of the Issuer and public officials. I have not examined or reviewed any communication, instrument, agreement, document or other item or conducted any independent inquiry or investigation of any matter except as otherwise expressly set forth above.

(9) In rendering the statements set forth in this letter, we have assumed the following;

- a) legal capacity of each natural person;
- b) the power and authority of each person other than the Issuer or person(s) acting on behalf of the Issuer to execute, deliver and perform each document executed and delivered and to do each other act done or to be done by such person;
- c) the authorization, execution and delivery by each person other than the Issuer or person(s) acting on behalf of the Issuer of each document executed and delivered or to be executed and delivered by such person;
- d) that there have been no undisclosed modification of any provision of any document reviewed by us in connection with the rendering of the statements set forth in this

- letter;
- e) the genuineness of each signature, the completeness of each document submitted to us, the authenticity of each document reviewed by us as an original, the conformity to the original of each document reviewed by us as a copy and the authenticity of the original of each document received by us as a copy;
 - f) the truthfulness of each statement as to all factual matters otherwise not known to us to be untruthful contained in any document encompassed within the due diligence review undertaken by us; and
 - g) the accuracy on the date of this letter, as well as on the date stated in all governmental certifications, of each statement as to each factual matter contained in such governmental certifications.

(10) The qualification of any statement with respect to the existence or absence of facts by the phrase "to our knowledge" or "known to us" means the actual knowledge of the attorneys at this Firm involved with the review and negotiation of the information reviewed. I have not conducted an independent audit of the Issuer or its files. Aside from assisting the Issuer with the preparation of various reports published on the OTC Disclosure and News Service, and the preparation of this legal opinion and others, I have not been engaged or consulted with on the preparation of any agreements, the issuance of any shares of stock or the preparation or review of any other supplemental information posted by the Issuer on the OTC Disclosure and News Service.

(11) I have not personally met with management of the Issuer or its directors to review the Annual Report for the fiscal year ended December 31, 2014 (but I have instead had numerous telephone calls with management of the Issuer), have reviewed the Information published by the Issuer on the OTC Disclosure and News Service and discussed the Information with management and one of its directors, Robert J. Lancellotti. Please note that Mr. Lancellotti had a telephone call with Ms. Krystal Tapia of OTC Markets in which Ms. Tapia, on behalf of OTC Markets Group, Inc., agreed the Issuer's attorney may provide this letter without meeting personally with management on the condition that the Issuer's attorney participates in a video conference via use of a video cam with management. At 3:00 p.m. EDT on April 21, 2015, this attorney met with the Issuer's management via video conference on Facetime and discussed the Issuer's Annual Report for the fiscal year ended December 31, 2014.

(12) I call your attention to the fact that I am an attorney admitted to practice in the State of Texas. I do not express any opinion with respect to the applicable laws, or the effect or applicability of the laws, of any jurisdiction other than those of the State of Texas and the securities laws of the United States of America. I am quite familiar with the corporation laws of the State of Nevada and have reviewed those laws to determine the Issuer's compliance therewith. In particular, but without limitation, I do not express any opinion with respect to the blue sky or securities laws of any state or other jurisdiction (other than the federal securities laws of the United States of American).

(13) Based upon and subject to the foregoing, we are of the opinion that:

A. The Information (i) constitutes "adequate current public information" concerning the Securities and the Issuer and "is available" within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended ("Securities Act"), (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, as amended ("Exchange Act"). (iii) complies as to form with the OTC Markets Group, Inc.'s Pink Basic Disclosure Guidelines, which are located on the Internet at www.otcm Markets.com, and (iv) has been posted through the OTC Disclosure and News Service.

B. To the best of my knowledge, and after inquiry of management and the directors of the Issuer, neither the Issuer nor its officers, directors, 5% holders or counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

C. The Issuer's Transfer Agent is Continental Stock Transfer and Trust Company, telephone number (212) 845-3218, is registered with the Securities and Exchange Commission as its appropriate regulatory authority. The Transfer Agent confirmed to us in an email, dated April 22, 2015, that Continental Stock Transfer and Trust Company is a transfer agent duly registered with the Securities and Exchange Commission.

(14) With respect to the requirements set forth in Exhibit B of the Firm's Attorney Letter Agreement, we are unaware of any promotional activities involving the Issuer's common stock.

(15) This letter is limited to the date hereof and we do not in any event undertake to advise you of any facts or circumstances occurring or coming to our attention subsequent to the date hereof.

(16) This letter is being furnished to OTC Markets Group, Inc. and OTC Markets Group, Inc. is hereby completely and fully entitled and permitted (i) to rely on this letter in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2), and (ii) to publish the letter in the OTC Disclosure and News Service for viewing by the public and regulators. This letter may not be used for any other purpose or relied upon by any other person or entity other than OTC Markets Group, Inc. without our prior written consent

Sincerely,

Law Offices of David E. Wise, P.C.

By: David E. Wise
David E. Wise, Attorney