Law Offices, Andre' L. Ligon, P.C.

Attorneys and Counselors at Law
1314 Texas Avenue, Suite 1500
Houston, Texas 77002

Andre' L. Ligon
Attorney at Law

Telephone: (713) 662.2500
Facsimile: (713) 222.0252

Tuesday, May 19, 2015

OTC Markets Group, Inc.
Issuers Services
304 Hudson Street, 2nd Floor
New York, NY 10013

Re: **SPOTLIGHT CAPITAL HOLDINGS, INC., OTC, PK: "SLCH"**
QUARTERLY INFORMATION AND DISCLOSURE STATEMENT

To Whom It May Concern:

You, OTC Markets Group, Inc., are entitled to rely on this letter in determining whether SPOTLIGHT CAPITAL HOLDINGS, INC., OTC.PK: "SLCH" has made adequate current information publicly available within the meaning of Rule 144c (2) under the Securities Act of 1933 ("The ACT").

Please be advised that I am a U.S. resident and have been retained as SLCH's corporate counsel. Our services include but is not limited to: giving general legal advice, reviewing and assisting in the preparation of disclosure information, assisting with corporate structure, meeting with officers and other agents of the company, and any other legal or operational advice or assistance that may be needed. I have examined such corporate records and documents and have asked such questions of law as I have considered necessary or appropriate for the purpose of writing this letter. I have reviewed and relied on information from the Secretary of the State of Nevada and information obtained from the Company's officers, directors, and agents. I have also reviewed the following documents and related information posted at www.OTCMarkets.com and publicly available through the OTC disclosures and News Service in connection with the preparation of this letter, which I believe to be reliable:

Date	Document	Period Ending
May 19, 2015	Quarterly Report	March 31, 2015
Apr 23, 2015	Annual Report	Dec 31, 2014
Apr 20, 2015	Officer/Director Disclosure	Mar 31, 2015
Dec 8, 2014	Quarterly Report	Sept 30, 2014
Nov 17, 2014	Quarterly Report - Disclosures	Sept 30, 2014

The undersigned is a member in good standing of the Texas State Bar since 1996, and I am permitted to practice before the Securities and Exchange Commission ("the SEC") and I have never been prohibited from practice thereunder.

The Company is not a reporting issuer under the Security Exchange Act of 1934 and, therefore, does not file periodic reports with the SEC.

The information provided to OTC Markets Group, Inc., via posting through the OTC Disclosure and News Service, in my opinion constitutes adequate current public information concerning the Company's securities and is available within the meaning of Rule 144(c)(2) under the Act. It includes all of the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the securities under Rule 15c2-11 under the Act and complies as to form with the OTC Market's Guidelines for Providing Adequate Current Information version 10.0 updated on January 14, 2011, which are located on the Internet at www.OTCMarkets.com.

The persons responsible for the preparation of the Company's financial statements are Mr. Aaron C. Johnson, the Company's President. Mr. Johnson has an extensive background as an entrepreneur and has been involved, in some degree, with the operations of several publicly traded companies. Mr. Johnson's experience makes him qualified to prepare any and all documents submitted on the Company's behalf. Mr. Johnson is familiar with all of the operations of the Company and maintained the Company's book and records. The financial statements are not audited.

The Company's transfer agent is Old Monmouth Stock Transfer which is registered with the SEC. The contact information for the transfer agent is as follows:

Old Monmouth Stock Transfer
200 Memorial Parkway
Atlantic Highlands, NJ 07716
Telephone: 732-872-2727

Matt@oldmonmouth.com

The undersigned has personally met with management and all of the directors of the Company. The undersigned has reviewed the Information Statement, as presently published by the Company through the OTC Disclosure and News Services. The undersigned discussed the disclosed information with management and all of the directors of the Company.

To the best of my knowledge, after inquiry of management and the directors of the Company, neither counsel nor any officer, director or 5% of greater holder of the outstanding securities of the Company is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities law.

We have complied and list below of the names of each executive officer, director, general partner and other control person of the Company and promoter, finder, consultant or any other advisor of the Company who assisted, prepared or provided information with respect to the Company's disclosures or who received securities as consideration for services rendered to the Company and the following information:

Name: Aaron C. Johnson
Number of Shares: 4,900,000 shares of preferred stock. The preferred stock entitled Mr. Johnson to 49% of the voting rights of the common stock.

The business address for the company is:

601 South Figueroa Street, Suite 4050
Los Angeles, CA 90017

Phone: Tel: (213) 337-6784

The total outstanding shares of Common Stock, as of the date of this letter, are 9,382,219. The method used to confirm the number of outstanding shares of common stock set forth in the Information Statement was to contact the transfer agent and receive confirmation as to the number of outstanding shares.

The undersigned has made specific inquiry of each of the persons listed above, persons, engaged in promotional activities regarding the Company, and persons owning more than then (10%) of the Company's Common Stock, and based upon such inquires and other available information, and sales of Common Stock by Insiders and based on said information there has been no transactions between any person and or entity that would be considered an insider. Nothing has come to counsel's attention indicating that any Insider, although there are none, is in possession of any material non-public information regarding the Company or the Securities that would prohibit any of them from buying or selling the Securities under Rule 10b-5 or 10b-5-1 under the Act.

No person other than OTC Markets Group, Inc. is entitled to rely on this letter. However, the undersigned hereby grants the OTC Markets Group, Inc. full and complete permission and rights to publish this letter in the OTC Disclosure and News Service for viewing by the public and regulators.

Sincerely yours,

/s/ Andre' L. Ligon

Andre L. Ligon, Esq.

All/nb