

JACKSON L. MORRIS

Attorney at Law

Admitted in Florida and Georgia

August 10, 2015

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

Re: American Seniors Association Holding Group, Inc.
Trading symbol: AMSA

Ladies and Gentlemen:

I have been engaged as special counsel to American Seniors Association Holding Group, Inc., a Georgia corporation, with its principal business office located at 353 6th Ave West, Bradenton, Florida 34205 ("Issuer"), to provide this letter to you with respect to the information ("Information") identified below as publicly disclosed by the Issuer and published through the OTC Disclosure and News Service, including all information published at URL <http://www.otcmarkets.com/stock/AMSA/profile> and related pages. The Issuer's common stock ("Securities") is quoted on OTC Pink Quote and is traded in the over-the-counter market. Please be advised that OTC Markets Group is entitled 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) under the Securities Act of 1933 ("Securities Act"). It should be noted that Rule 144(c)(2) does not define or provide a standard for public availability of information. In using this term, I refer to any information which is available to the public from any source, including information which requires payment of a fee to a public official. In particular, the Rule does not require publication of information on or through the OTC Disclosure and News Service.

The Information covered by this opinion includes and is limited to information under the Issuer's control on the "Company Info" page (URL noted above) and the items of information indexed on the "Filings and Disclosure" page (www.otcmarkets.com/stock/AMSA/filings), as follows:

<u>Report Title</u>	<u>Period End Date/ Date published</u>
Annual Report	December 31, 2014/August 7, 2015

I am a citizen and resident of the United States of America. From time to time, I expect to provide legal services to the Issuer in the areas of corporate and securities law. I have no other relationship with the Issuer other than serving as legal counsel. I am licensed to practice law in Florida and Georgia (inactive status). The subject matter of this letter covers the jurisdictions of Georgia and the securities laws of the United States of America. I have not relied on the work of any other attorney in rendering the opinion set forth below. I am permitted to practice before the U.S. Securities and Exchange Commission and am not prohibited from such practice.

For the purpose of this letter, I have reviewed, to the extent I deem relevant to the matters covered by this letter, and relied upon the following:

Documents publicly available -

- a. a true copy of the Articles of Incorporation of the Issuer and all amendments thereto (which are available without charge at the Georgia Secretary of State's web site);
- b. Bylaws of the Issuer published as Exhibit D to the Annual Report - American Seniors Holding Group, Inc. - 10-K for the period ended December 31, 2010 published March 31, 2011 through the OTC Disclosure and News Service.
- c. information published by the Issuer through the OTC Disclosure and News Service on OTCMarkets at the Internet address of <http://www.otcmarkets.com/stock/AMSA/profile> and related pages, in particular, the documents listed on the "Filings and Disclosure" page in the active category;
- d. a list of all transfer agents registered as of June 2, 2011 with the U.S. Securities and Exchange Commission ("Commission") pursuant to Section 17A of the Securities Exchange Act of 1934, as amended, and provided to me by the staff of the Commission; and
- e. the Issuer's web site at <http://www.americanseniors.org>.

Documents not publicly available -

- a. an agreement dated February 3, 2015 by which the Issuer appointed VStock Transfer, LLC. as the Issuer's transfer agent ("Transfer Agent"), and
- b. a report dated July 23, 2015 provided by the Transfer Agent as of December 31, 2014 setting forth the number of the Issuer's issued and outstanding shares of common stock ("Position Report").

I have also reviewed and relied upon such other documents and certificates of the Issuer and of public officials as I have deemed necessary and relevant to the subject matter this letter. I have assumed the due and proper election or appointment of all persons signing and purporting to sign the documents in their respective capacities, as stated therein, the genuineness of all signatures (including conformed signatures), and the conformity to authentic original and photocopied, including the quoted, extracted, excerpted and reprocessed text of such documents. As to matters of fact, I have relied on information obtained from directors and officers of the Issuer, public officials and other sources, all of which I believe to be reliable.

I have also reviewed and am familiar with Rule 144 under the Securities Act and Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"). It should be noted that the only information required by Rule 144(c)(2) that is required to be publicly available is limited to the information identified in paragraphs (a)(5)(i) to (xiv) and (a)(5)(xvi) of Rule 15c2-11. The required information is less extensive than the information identified in OTC Pink Basic Disclosure Guidelines (v1.1 April 25, 2013) ("Guidelines").

It is my opinion that the Information (i) constitutes "adequate current public information" concerning the Securities and the Issuer and "is available" within my understanding of the meaning of Rule 144(c)(2) under the 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 (see Appendix "A", hereto), (iii) complies as to the form with the Guidelines, and (iv) has been published through the OTC Disclosure and News Service. Please be advised that I give no opinion as to the form, content and accuracy of the financial statements and notes thereto included in the Information.

I have been advised by the Issuer's chief executive officer that Loretta Higgins, a certified public accountant with offices in Houston, Texas, has prepared the financial statements contained in the Information. The financial statements are not audited, as is apparent by the absence of an audit report.

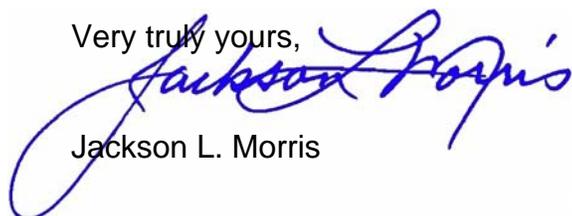
The Transfer Agent's address is 18 Lafayette Place, Woodmere, New York 11598. According to information obtained from the Commission, the Transfer Agent was registered with the Commission pursuant to Section 17A of the Exchange Act as of June 2, 2011 and I have no reason to believe such registration has been terminated. The Position Report states that the number of issued and outstanding shares of common stock at the close of business on the date thereof was 94,795,114 shares.

I have (i) personally met with a majority of the directors and management of the Issuer, (ii) reviewed the Information published by the Issuer through the OTC Disclosure and News Service and (iii) discussed the material accuracy of the Information with a majority of the directors and management of the Issuer.

To the best of my knowledge, after inquiry of a majority of the directors and management of the Issuer, neither the Issuer, its directors and management, to the best of their knowledge any five percent holder of the Issuer's securities, nor am I currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

No person other than OTC Markets is entitled to rely on this letter. Notwithstanding this limitation of reliance, I hereby grant OTC Markets full and complete permission and right to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulatory agencies; provided, that such permission to publish and the publication hereof shall not be deemed a waiver of the limitations of reliance set forth in this paragraph.

Very truly yours,



Jackson L. Morris

cc: Paul Cornell, Chief Executive Officer
American Seniors Association Holding Group, Inc.