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August 16, 2015

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

Re: UBU HOLDINGS, Inc. – "UBUH"

Dear OTC Markets Group, Inc.,

I have been engaged by UBU HOLDINGS, Inc. (the "Company") to prepare this legal opinion letter (the "Opinion Letter") regarding the Company's Annual report for the Year ended December 31, 2014 and submitted to OTC Markets on June 8, 2015, as required for posting on the OTC Markets filings page and the OTC Disclosure and News Service. OTC Markets Group is entitled to rely on this letter in determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.

I am a citizen and resident of the United States of America, and an attorney duly licensed to practice law in the jurisdiction of New Jersey, including the District Court of the United States in this jurisdiction, which is covered by this letter, which includes the laws of the United States. I am presently permitted to practice, and have never been prohibited from practice, before the United States Securities and Exchange Commission (the "SEC"). I am a law firm serving as regular disclosure counsel for the Company.

I have examined certain corporate records and other documents of the Company and have considered certain issues of law as necessary and appropriate for purposes of rendering this Opinion Letter. All sources upon which I relied in forming this Opinion Letter are believed by me to be reliable. In connection with the preparation of this Opinion Letter, I have reviewed the following documents containing information concerning the Company and the Securities of the Company (the "Securities") that are publicly available through the OTC Markets (the "Information"):

• Annual Report: Management Discussion and Analysis for the year ended December 31, 2014 and filed with the OTC Disclosure and News Service on June 8, 2015.

• Annual Report for the Year ended December 31, 2014 and filed with the OTC Disclosure and News Service on June 8, 2015.
• Attorney Letter with Respect to Current Information for the 3rd Quarter ended September 30, 2014 and filed with the OTC Disclosure and News Service on November 15, 2014.
• Officer Director Disclosure with Respect to Current Information for the 3rd Quarter ended September 30, 2014 and filed with the OTC Disclosure and News Service on November 15, 2014.
• Quarterly Report with Respect to Current Information for the 3rd Quarter ended September 30, 2014 and filed with the OTC Disclosure and News Service on November 15, 2014.
• Officer Director Disclosure with Respect to Current Information for the 2nd Quarter ended June 30, 2014 and filed with the OTC Disclosure and News Service on August 15, 2014.
• Quarterly Report with Respect to Current Information for the 2nd Quarter ended June 30, 2014 and filed with the OTC Disclosure and News Service on November 15, 2014.
• Officer Director Disclosure with Respect to Current Information for the 1st Quarter ended March 31, 2014 and filed with the OTC Disclosure and News Service on August 15, 2014.
• Interim Financial Report (Quarterly Report) with Respect to Current Information for the 1st Quarter ended March 31, 2014 and filed with the OTC Disclosure and News Service on May 16, 2014.
• Interim Financial Report (Annual Report) with Respect to Current Information for the Year ended December 31, 2013 and filed with the OTC Disclosure and News Service on May 16, 2014.
• Interim Financial Report (Annual Report) with Respect to Current Information for the Year ended December 31, 2012 and filed with the OTC Disclosure and News Service on May 16, 2014.
• Attorney Letter with Respect to Current Information for the Annual Report ended December 31, 2013 and filed with the OTC Disclosure and News Service on January 13, 2014.
• Officer Director Disclosure with Respect to Current Information for Annual Report ended December 31, 2013 and filed with the OTC Disclosure and News Service on January 13, 2014.
• Annual Report for the Year ended December 31, 2013 and filed with the OTC Disclosure and News Service on January 2, 2014.
• Quarterly Report with Respect to Current Information for the 3rd Quarter ended September 30, 2011 and filed with the OTC Disclosure and News Service on April 24, 2012.
• Quarterly Report with Respect to Current Information for the 2nd Quarter ended June 30, 2011 and filed with the OTC Disclosure and News Service on April 24, 2012.
• Annual Report for the Year ended December 31, 2011 and filed with the OTC Disclosure and News Service on April 24, 2012.
• Interim Financial Report (Quarterly Report) with Respect to Current Information for the 1st Quarter ended March 31, 2011 and filed with the OTC Disclosure and News Service on June 15, 2011.

• Attorney Letter with Respect to the Initial Company Information and Disclosure Statement dated December 31, 2010 and filed with the OTC Disclosure and News Service on March 16, 2011.
• Initial Company Information and Disclosure Statement dated December 31, 2010 and filed with the OTC Disclosure and News Service on March 11, 2011.
• Annual Report for the Years ended December 31, 2010 and 2009, respectively and filed with the OTC Disclosure and News Service on March 3, 2011.
• Quarterly Report with Respect to Current Information for the 3rd Quarter ended September 30, 2010 and filed with the OTC Disclosure and News Service on March 3, 2011.
• Corporate Bylaws dated March 31, 2008 and filed with the OTC Disclosure and News Service on February 23, 2011.
• Quarterly Report with Respect to Current Information for the 2nd Quarter ended June 30, 2010 and filed with the OTC Disclosure and News Service on February 23, 2011.
• Annual Report for the Year ended December 31, 2009 and filed with the OTC Disclosure and News Service on February 23, 2011.
• Article of Incorporation dated March 31, 2008 and filed with the OTC Disclosure and News Service on February 23, 2011.
• Interim Financial Report for the Six Months ended June 30, 2010 and filed with the OTC Disclosure and News Service on November 16, 2010.
• Annual Report for the Years ended December 31, 2009 and 2008, respectively and filed with the OTC Disclosure and News Service on November 16, 2010.

The Information (i) constitutes "adequate current public information" concerning the Securities and the Company and "is available" within 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 Company 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 Market's Guidelines for Providing Adequate Current Information, which are located on the Internet at www.otcmarkets.com, and (iv) has been posted through the OTC Disclosure and News Service. The financial statements are unaudited.

The person responsible for the preparation of the Company's financial statements contained in the Information is Walter E. Morgan, Jr., MBA, President and Chairman of the Board of the Company. The financial statements are not audited; however, the preparer of the financial statements, Mr. Morgan, is a Harvard MBA, who has served as an Officer or Director on several public companies and has considerable years of preparing, filing and the reporting of financial statements.

The Company's transfer agent is Globex Transfer, LLC and is duly registered with the SEC. I reviewed a statement provided by the transfer agent to confirm the number of outstanding shares set forth in the Information. I have personally met with management and a majority of the directors of the Company, (ii) reviewed the Information amended and/or published by the Company through the OTC Disclosure and News Service and

(iii) discussed the Information with management and a majority of the directors of the Company.

I am not currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws, and to the best of my knowledge after inquiry of management and the directors of the Company, neither of the Company, nor any 5% equity holder of the Company is under such investigation.

No person other than OTC Markets is entitled to rely on this letter. I grant OTC Markets full and complete permission and rights to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.

Very truly yours,

Joseph Sternberg

JSA Consultants
Joseph Sternberg, Esq.
Principal