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July 9, 2012

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

RE: Stratton Holdings, Inc. ("The Issuer")

Dear Sir or Madam:

I represent Stratton Holdings, Inc., (Symbol: STHG), a Nevada corporation (the "Issuer") as its legal counsel. My client has requested that I render a legal opinion as to whether there is adequate current information available on the OTC Disclosure and News Service for the Issuer and related matters relative to its 2011 Annual Report and its Quarterly Report for the period ended March 31, 2012. I am not a employee of the Issuer.

This letter is meant to apply to the laws of the United States. I am a resident of the United States and licensed to practice in the state courts of Oregon and Washington and am also admitted to practice in the U.S. District Court for the District of Oregon and in the U.S. Tax Court. I am also permitted to practice before the Securities and Exchange Commission ("SEC"), and have not been prohibited from practice thereunder.

I have examined the corporate records, documents and such questions of law that I consider necessary or appropriate for purposes of rendering this Opinion Letter. In my review I have met with the Board of Directors and management of the Issuer and have relied upon the representations of management and officers whom I believe to be reliable sources. In addition, I have reviewed the definition of "current information" set forth in Rule 144(c) of the Securities Act of 1933 (the "Act"), and the OTC Markets Group's Guidelines for Providing Adequate Current Information. I have reviewed the Issuer's corporate records including the following:

- Articles of Incorporation (posted August 18, 2009);
- Amendment to Articles of Incorporation (posted January 12, 2012);
- Bylaws (posted January 11, 2012);
- Initial Company Disclosure Statement (posted January 6, 2012);

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- Quarterly Report for the Quarter Ended March 31, 2011 (posted December 5, 2011, with amendment posted February 28, 2012);
- Quarterly Report for the Quarter Ended June 30, 2011 (posted December 5, 2011, with amendment posted February 28, 2012);
- Quarterly Report for the Quarter Ended September 30, 2011 (posted December 5, 2011, with amendment posted February 28, 2012);
- Annual Report for the Year Ended December 31, 2011 (posted June 18, 2012);
- Quarterly Report for the Quarter Ended March 31, 2012 (posted June 25, 2012).
- Interim Financial Report for the Quarter Ended March 31, 2012 (posted July 8, 2012)

In my review I have relied upon the representations of management and officers of the Issuer and on publicly available information regarding the Issuer.

I have spoken with management and all of the information I requested as a basis for this opinion has been provided to me and I believe the sources of information reviewed are reliable. In addition, I have reviewed the definition of current information set forth in SEC Rule 144(c)(2) under the Act ("Other Public Information") as well as the relevant provisions of Rule 15c2-11 of the Securities Exchange Act of 1934 (the "Exchange Act"), and the OTC Markets Group's Guidelines for Providing Adequate Current Information, In my opinion, the information provided:

(A) constitutes "adequate public information" concerning the Securities and the Issuer and "is available" within the meaning of Rule 144(c)(2) of the Act;

(B) 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 Exchange Act;

(C) complies as to form with the OTC Markets Group's Guidelines for Providing Adequate Current Information, which is located at:

www.otcmarkets.com

and

(D) has been posted through the OTC Disclosure and News Service.

The financial statements for the Issuer contained in the Reports for the

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year ended December 31, 2011 and the Quarter ended March 31, 2012, were the responsibility of Cedric Atkinson, former President of Stratton Holdings, Inc., who was president of the Issuer during the periods covered by these financial statements. These financial statements have not been audited or presented as such. They were prepared by Gregory K. Clement, who has over thirty years of experience in accounting and IT. While not an officer of the Issuer, Mr. Clement has served as CFO for several large companies over the past thirty years.

The transfer agent for the Issuer is Transfer Online, 512 S.E. Salmon Street, 2nd Floor, Portland, Oregon 97214. The transfer agent is registered with the SEC. An inquiry to the transfer agent confirmed that the number of shares issued is consistent with the corporate records of the Issuer. I have personally reviewed all of the disclosure documents, as amended, currently published through OTC Disclosure and News Service for this Issuer, and have discussed the information with management.

I have confirmed with management that management is not aware of any investigation of the Issuer or of any 5% beneficial holder, officer, director or legal counsel of the Issuer by any federal or state regulatory authority, including the SEC. After a review of documents as set forth above, and consultation with management, it is my opinion that the information presently being provided by the Issuer to OTC Markets Disclosure and News Service in the Financial Reports and Disclosure Information constitutes adequate current public information concerning the Issuer within the meaning of Rule 144(c)(2) of the Act.

Information With Regard to Promotion of This Security

Mr. John Semachko, President-Secretary, is the only officer and sole director of Stratton Holdings, Inc., at this time. He holds 800,000 shares of Series B Preferred stock of the Issuer. He received these shares in a private transaction associated with his assuming control positions with the Issuer.

These shares are represented by certificates that do not bear a restrictive legend stating that they are not transferrable except pursuant to a valid registration statement or an exemption from registration under the Securities Act of 1933 as amended. Thus, they are unrestricted in his hands. They were previously held by Mr. Cedric Atkinson for more than twelve months and issued to him as compensation for his services as an officer of the Issuer.

Mr. Semachko's business address is: 3426 Daisy Court, Brunswick, Ohio 44212.

There are no holders of 10% or more of the stock of the Issuer.

Upon inquiry to Mr. Atkinson he stated that, except for his transfer of shares to Mr. Semachko in a private transaction, he has made no sales of the Issuer's securities during the past twelve months.

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OTC Markets, Inc., is entitled and authorized to rely upon this letter in determining whether the Issuer has made adequate information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933. No person other than OTC Markets, Inc., is entitled to rely on this letter, but full permission is granted to OTC Markets, Inc., to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.

Sincerely,



Vic Devlaeminck
Attorney for Stratton Holdings, Inc.
VD/wp