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May 5, 2017

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

Re: Attorney Letter With Respect to Adequate Current Information  
on American Seniors Association Holding Group, Inc. (AMSA)

Dear Sir or Madam:

Please be advised that American Seniors Association Holding Group, Inc., a Georgia corporation (the “Company”) has retained the Law Offices of John E. Lux, Esq. (the “Firm”), as its Corporate and Securities Counsel, and has retained the Firm for the purpose of reviewing its Information and Disclosure Statement (the “Disclosure Statement”), current information and related financial statements, rendering this Letter, and related securities matters.

In connection with providing this Letter, we have examined the following documents (collectively, the “Information”):

Publish Date	Report Title	Period End Date
Mar 30, 2017	<u>Annual Report</u>	Dec 31, 2016
Nov 8, 2016	<u>Quarterly Report</u>	Sept 30, 2016
Aug 11, 2016	<u>Quarterly Report</u>	Jun 30, 2016
May 17, 2016	<u>Quarterly Report</u> - Amended 1st Quarter Financials	Mar 31, 2016

The financial statement documents referenced above are unaudited and were prepared under the supervision of Mr. Paul Cornell. Mr. Cornell is qualified to prepare the financial statements by virtue of his education and experience the securities industry, with 30 years of experience.

I have also examined the following documents regarding American Seniors Association Holding Group, Inc.: (i) Amended and Restated Articles of Incorporation ("Articles") and By-laws, (ii) certain resolutions of the Board of Directors, and (iii) stockholder list.

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 Company, such agreements, certificates of officers or representatives of the Company, 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 Company 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.

In rendering the statements set forth in this Letter, we assume the following:

- (a) the legal capacity of each natural person;
- (b) the power and authority of each person other than the Company or person(s) acting on behalf of the Company 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 Company or person(s) acting on behalf of the Company of each document executed and delivered or to be executed and delivered by such person;
- (d) that there have been no undisclosed modifications 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;

(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;

(h) that with respect to the information reviewed and to the transactions referred to therein, there has been no mutual mistake of fact and there exists no fraud or duress.

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 Company or its files.

I have personally met with management of the Company and all of the directors of the Company, have reviewed the information published by the Company on the OTC Disclosure and News Service and discussed the information with management and a majority of the directors of the Company.

I call your attention to the fact that I am counsel admitted to practice in the District of Columbia and the State of Maryland, and 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 District of Columbia and the State of Maryland, the General Corporation Law of the District of Columbia and the State of Maryland and the securities laws of the United States of America. I am permitted to practice before the United States Securities and Exchange Commission and have not been prohibited from practice thereunder. 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 America). The undersigned signatory is a United States resident.

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

1. In my opinion, 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 of 1933, as amended (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, as amended (the “Exchange Act”), (iii) complies as to form with the Guidelines for Providing Adequate Current Information, and (iv) has been

posted in the OTC Disclosure & News Service.

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

The Issuer's transfer agent is VStock Transfer LLC, 18 Lafayette Place Woodmere, NY 11598, 212-828-8436, <http://www.vstocktransfer.com>. The transfer agent is registered under the Exchange Act and operates under the regulatory authority of the SEC and FINRA. We confirmed the number of outstanding shares set forth in the information with the Company. The method used to confirm the number of outstanding shares of common stock set forth in the Report was to contact the issuer's transfer agent and receive confirmation as to the outstanding shares and review the court order regarding share cancellation.

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.

This Letter is being furnished to OTC Markets, Inc. and OTC Markets, Inc. is hereby entitled (i) 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), and (ii) to publish the letter in the OTC Disclosure & 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, Inc. without our prior written consent.

Sincerely,

A handwritten signature in blue ink, appearing to read "John E. Lux", is written over a light blue circular background.

John E. Lux, Esq.