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☐ Reply to Alabama Address

18 August 2014

Issuer Services
OTC Markets Group, Inc.
Second Floor
New York, NY 10013

Re: Clean Energy Pathways, Inc. (CPWY)

Greetings:

The law firm of Rash & Bakshi, ("Counsel") has been retained by Clean Energy Pathways, Inc., a Nevada corporation (the "Company" or the "Issuer"), with its principal offices at 469 7th Avenue, Suite 700, New York, New York 10018, to provide this letter 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 <http://www.otcmarkets.com/stock/VDSC/company-info> and related pages. The Issuer's common stock ("Securities") is quoted on OTC Pink Quote and is traded on the over-the-counter market.

The OCT Markets Group, Inc. ("OTCMG") is entitled to rely on the contents of this letter solely for the purpose of 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, as amended (the "33 Act"). OTCMG has full and complete permission and rights to publish this letter with OTC Disclosure and News Service for viewing by the general public and regulators, and OTCMG may rely upon this opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the '33 Act without the prior written consent of Rash & Bakshi. However, this opinion may not be filed with any government agency or person, quoted, furnished to, or relied upon, by any other person, including, without limitation, public investors in making their investment decisions, without the prior written consent of Rash & Bakshi

We have reviewed and examined the Company's Unaudited Financial Statements for the six-month period ending June 30, 2014, which was posted with the Quarterly Report for the six-month period ending June 30, 2014 on the OTC Markets Website on August 14, 2014 and consisted of the following: (a) Balance Sheet as of June 30, 2014 and 2013; (b) Statement of Operations for the six-month period ending June 30, 2014 and the six-month period ending June 30, 2013; (c) the Statement of Stockholder's Equity for the six-month period ending June 30, 2014; and (d) Statement of Cash Flows for the period ending June 30, 2014 and 2013. We also reviewed the OTC Pink Basic Disclosure Guidelines information for the six-month period ending June 30, 2014 and filed on the OTC Markets Website on August 19, 2014, and the Company's Unaudited Year End Financial Statements for the fiscal years ending December 31, 2013 and December, 2012 and notes to those unaudited financial statements, which were posted on the OTC Markets on July 28, 2014. The foregoing Financial Statements are unaudited and were prepared internally.

We have also reviewed and examined: (a) the Company's Articles of Incorporation and By Laws posted on the OCT Markets website on August 19, 2010 and June 30, 2010, respectfully; (b) stockholders list of the Company as of June 30, 2014, as generated by its transfer agent Pac West Transfer; and (c) written confirmation from the Company's officer/director, Walter W. Wolf, stating that neither the Company, nor any 5% holder, director or officer of the Company are under investigation by any federal or state regulatory authority for any violation of federal or state securities laws. We 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 as agreements, resolutions of shareholder meetings, minutes of general meetings of shareholders, 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 the Company's officer/director, Walter W. Wolf, and public officials. We 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.

Additionally, we have reviewed the Company's "Quarterly Report for the six-month period ending June 30, 2014" posted as the Management Report on the OTC Markets News Service on August 14, 2014 ("Management Report"). This report contains, among other things, information about what has occurred during the six-month period ending June 30, 2014 and the Company's future plans.

In rendering the statements set forth in this Attorney 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 that we have reviewed 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 me, the authenticity of each document that we have reviewed as an original, the conformity to the original of each document that we have reviewed as a copy and the authenticity of the original of each document that we have received 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 that we have undertaken; (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; and, (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 my knowledge" or "known to me" means my actual knowledge in connection with our review of the information reviewed. We have not conducted an independent audit of the Company nor its files. We have reviewed the Disclosure Statement and other documents published by the Company on the OTC Markets, and have personally met and communicated with the Company's officer/director, Walter W. Wolf telephonically. We have made specific inquiry of Walter W. Wolf as to whether any sales of the Company's common stock by Company's insiders within the twelve month period prior to the date of this opinion were made in compliance with Rule 144, including, without limitation any required filings of Form 144. Walter W. Wolf replied by stating there were no sales of common stock by the Company's insiders within the twelve-month period prior to the date of this opinion.

Based on these inquiries and written confirmation from the Company's officer/director and other information made available by the Company to us, nothing has come to our attention indicating that any of the insiders are in possession of material non-public information regarding the Company or its securities that would prohibit any of them from buying or selling the Company's common stock under Rules 10b-5 or 10b5-1 under the Securities Exchange Act of 1934 ("Exchange Act").

At present we are of the opinion that:

1. The Information: (i) constitutes "adequate current public information" concerning the Securities and the Company and "is available" within the meaning of Rule 144(e)(2) under the

Securities Act of 1933, as amended ("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 Exchange Act; (iii) complies as to form with the OTC Markets Guidelines for Providing Adequate Current Information; and, (iv) has been posted in the Pink Sheets News Service.

2. To the best of our knowledge, neither the Company, nor its current officers, directors, 5% holders, or counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

3. The Company's Transfer Agent is Pack West Transfer, 4045 South Spencer Street, Suite 409, Las Vegas, Nevada, 89119, which is a registered transfer agent with the Securities and Exchange Commission. We confirmed the number of outstanding shares set forth in the Information and Disclosure Statement by reviewing the stockholder list as of August 18, 2014.

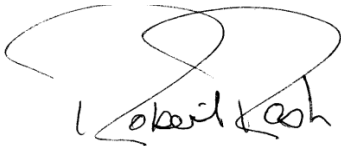
As required by the OTCMG Attorney Letter Guidelines, the undersigned attorney, Robert Rash, is an attorney duly licensed to practice law in the state of Alabama, is a United States resident, is permitted to practice before the Securities and Exchange Commission, and has not been prohibited from practice thereunder. We do not express any opinion here concerning any law other than the laws of the United States and the State of Alabama. No opinion is expressed with respect to: (i) the laws of any other jurisdiction; (ii) choice of law; and/or, (iii) conflicts of law.

This Attorney Letter was posted on the OTC Markets News Service on August 19, 2014 and is limited to the date hereof. 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. No person other than OTC Markets Group is entitled to rely on this Attorney Letter.

The Firm grants OTC Markets Group full and complete permission and rights to publish this Attorney Letter through the OTC Markets Group for viewing by the public and regulators.

Sincerely,

RASH & BAKSHI

A handwritten signature in black ink, appearing to read "Robert Rash". The signature is stylized with a large, looping "R" and a cursive "ash" at the end.

ROBERT RASH
For the Firm