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MEMBER OF
N.Y. AND N.J. BAR

January 18, 2020

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

Re: Here to Serve Holding Corp. (the "Issuer")
Annual Report for the Fiscal Year ended September 30, 2019 (the "Report")

Dear OTC Markets Group:

I have been engaged by the Issuer to provide an opinion with respect to the Annual Report for the fiscal year ended September 30, 2019 (filed in accordance with OTC Pink Basic Disclosure Guidelines) publicly disclosed by the Issuer and published with the OTC Disclosure and News Service on October 27, 2019 and January 17, 2020. The opinion is solely for the information of the addressee hereof, and OTC Markets Group is entitled to rely on such 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. The undersigned grants OTC Markets Group full and complete permission and rights to publish the letter in the OTC Disclosure and News Service for viewing by the public and regulators.

I am a U.S. resident. I was retained by the Issuer for purpose of rendering this opinion and related matters. I serve as the Issuer's securities counsel on an ongoing basis. I do not own any shares of the Issuer's securities, and I have not received nor have an agreement to receive in the future shares of the Issuer's securities in payment for services.

I am licensed to practice law in the state of New York, and was admitted to the Bar of the State of New York in 1980. I have never been suspended or barred from practicing in any state or jurisdiction, nor have I ever been charged in a civil or criminal case. I am permitted to practice before the Securities and Exchange Commission ("SEC"), have never been barred from practice before the SEC, and have not been the subject of an investigation, hearing or proceeding by any regulatory body. The laws of the State of New York and of the United States shall be the jurisdictions covered by this letter.

In connection with the opinion set forth below, I have examined such corporate records and documents as I deemed necessary or appropriate as a basis for the opinion hereinafter set forth. In such examination, the genuineness of all signatures set forth on each document has been assumed, as well as the authenticity of all original documents and the conformity to original documents of all copies of such documents as may have been supplied during the course of examination. To the extent that I relied upon information obtained from public officials, officers of the Issuer or other sources, I believe all such sources to be reliable.

OTC Market Groups, Inc.
January 18, 2020
Page 2

For the purposes of rendering this opinion, I have specifically reviewed the following documents:

1. Annual Report: Amended Disclosure Statement posted on January 17, 2020 for the fiscal year ended September 30, 2019.
2. Annual Report: Financial Statements posted on October 27, 2019 for the fiscal year ended September 30, 2019.

I have reviewed the aforesaid Annual Report published by the Issuer on the OTC Disclosure and News Service, and personally met with Paul Riss, the Issuer's sole officer and director, to discuss the Annual Report.

In my opinion, the Annual Report for the fiscal year ended September 30, 2019, published on the OTC Disclosure and News Service on October 27, 2019 and January 17, 2020, (i) constitutes "adequate current public information" concerning the Issuer and its common stock (the "Securities") 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 Issuer 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 Markets Group's OTC Pink Basic Disclosure Guidelines, which are located at www.otcm Markets.com, and (iv) has been posted in the OTC Disclosure and News Service.

The Issuer's unaudited financial statements for the years ended September 30, 2019 and 2018 included in the Report were prepared by the Issuer's president, Paul Riss. Mr. Riss earned a CPA license in 1980 while working on the audit staff of Ernst & Young. Since that time, Mr. Riss has been involved in the submission of periodic reports to the SEC by numerous issuers, both as auditor and later as officer of several issuers. As Chief Compliance Officer for Netcapital, a Title III Funding Portal, during the past three years Mr. Riss has reviewed offering statements and financial statements of more than 100 issuers.

The Issuer's transfer agent is Island Capital Management LLC d/b/a Island Stock Transfer, located at 15500 Roosevelt Blvd., Suite 301, Clearwater, FL 33760. Island Capital Management LLC is registered with the SEC. I have reviewed the List of Shareholders as of October 15, 2019 prepared by the transfer agent and the Transfer Journal for the period from October 22, 2015 to October 22, 2019 also prepared by the transfer agent in order to verify that the outstanding share amount as disclosed in the Annual Report is correct.

Based on my review of the current and historical financial statements of the Issuer, publicly available reports of the Issuer, and relevant information made available to me by the Issuer, it is my opinion that the Issuer is not and has never been a "shell company", as defined in Rule 405 under the Securities Act of 1933 and Rule 12b-2 under the Exchange Act,

To the best of my knowledge after reasonable inquiry of the Issuer's management and sole director and written attestation provided by the Issuer's management and sole director, there is

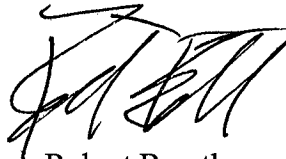
OTC Market Groups, Inc.

January 18, 2020

Page 3

no officer, director, 5% holder, or counsel to the Issuer currently under investigation by any federal or state regulatory agency for any violation of federal or state securities laws.

This opinion is solely for the information of the addressee hereof and is not to be quoted in whole or in part or otherwise referred to, nor is it to be filed with any governmental agency or other person without my prior written consent. Other than the addressee hereof, no person or entity is entitled to rely on this opinion.

A handwritten signature in black ink, appearing to be 'R. Brantl', written in a cursive style.

Robert Brantl

RB:rk