

807 N. La Cadena
Colton, CA 92324
(909) 254-2600 Fax: (909) 254-2601

Via facsimile transmission

May 31, 2006

Pink Sheets, LLC
304 Hudson Street, 2^d Fl.
New York, NY 10013

Re: Opinion with Respect to Promoted Securities of
Riverbank Investment Corp.

Dear Sir or Madam:

I have been retained by Riverbank Investment Corp. The issue : an opinion regarding Pink Sheets' policy and related matters not to publish quotations for any security on www.pinksheets.com, when it has come to the attention of Pink Sheets that such security is the subject of ongoing promotional activities. In my opinion, adequate current public information is available concerning the issuer, Riverbank Investment Corp. (RRBK) ("the Issuer") and its securities. The Issuer has agreed to post this opinion on the Pink Sheets News Service according to your guidelines.

1. (a) The Issuer's securities ("the securities") have been the subject of certain publications, publicity, circulation, or communication within the meaning of Section 17 (b) of the Securities Act of 1933 ("the Securities Act"), although the Issuer nor any of its affiliates have paid or promised any consideration to any person for such activities; and (b) Pink Sheets is entitled to rely on my opinion in determining whether to permit quotations in the Issuer's securities in the Pink Sheets quotation venue.

2. As counsel, I have examined such corporate records and other documents and such questions of law, as I considered necessary or appropriate to for the rendering of this opinion.

3. I am authorized to practice law before all federal courts under the laws of the United States.

4. I am permitted to practice before the Securities and Exchange Commission ("the SEC") and have not been prohibited from practice thereunder.

5. In rendering my opinion, I have relied on information obtained from public documents, the sole officer/director of the Issuer, and other sources, and I represent that all such sources were believed to be reliable by me.

6. In my opinion, (a) adequate current public information is available concerning the securities ("the Information"), within the meaning of Rule 144(c) (2) under the Securities Act; (b) the Information includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish quotation for the securities under Rule 15c2-11 under the Securities Exchange Act of 1934 ("the Exchange Act"); (c) the Information complies in all material respects with the Pink Sheets Guidelines for providing adequate current information pursuant to Rule 15c2-11 located on the www.pinksheets.com/otcguid.e/disclosureguidelines.ndf., and (d) the Information has been posted on the Pink Sheets News Service.

7. I have made specific inquiry of all of the directors and officers of the Issuer, tried, unsuccessfully to determine which persons have engaged in promotional activities regarding the Issuer, and inquired of persons owning more than ten percent (10%) of the securities (collectively, "the Insiders"); and based upon such inquiries and other information available to counsel, any sales of the securities by the Insiders within the twelve-month period prior to the opinion have been made in compliance with Rule 144, including, without limitation, any required filings of Form 144; and nothing has come to the attention of counsel indicating that any of the Insiders is in possession of any material non-public information regarding the Issuer or the securities that would prohibit any of them from buying or selling the securities under Rules IOB-5 or IOB5-1 under the Exchange Act.

8. No person other than Pink Sheets is entitled to rely on my opinions stated herein, and I grant Pink Sheets full and complete permission and rights to publish this letter of opinion on the Pink Sheets News Service for viewing by the public and regulators.

9. To the best of my knowledge, neither the issuer of the securities, nor any officer, director, holder, nor counsel of Riverbank is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws, with the exception of Mellon Research, Inc. (before it changed its name to Paychest, Inc.) beneficial holder of less than ten percent (10%) of Riverbank has been the subject of non-public inquiries from the United States Securities and Exchange Commission.

Thank you.

Sincerely,

JOANNE MOORE, [ESQ.](#)
[JM/cjb](#)

cc: file