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May 18, 2012

OTC Markets Group Inc.
304 Hudson Street
2nd Floor
New York, NY 10013
Fax: 212-652-5920

Re: Rouchon Industries, Inc.
RCHN

Dear OTC Markets Group Inc.:

The undersigned represents Rouchon Industries, Inc., which trades on the OTC Pink Market under the trading symbol, "RCHN" ("Issuer"). The undersigned is a U.S. domiciliary and has been retained by the Issuer for the purpose of rendering this letter and related matters, as the Issuer's securities attorney, serving as regular disclosure counsel. I am authorized to practice law before the Securities and Exchange Commission and have not been prohibited from practice thereunder. I am also authorized to practice before all of the courts of the state of California, and the federal court for the Central District of California. OTC Markets Group Inc. is entitled to rely on this letter in determining whether the Issuer has made adequate current information available within the meaning of Rule 144c (2) under the Securities Act of 1933.

In rendering this opinion, I have examined such corporate records and other documents and such questions of law as I considered necessary or appropriate for purposes of rendering an opinion, including but not limited to the following documents and representations, which were provided to me by RCHN representatives, and public records of the Securities and Exchange Commission and state of Delaware, which sources I believe to be reliable. All representations made to me in RCHN documents and by RCHN representatives are deemed to be accurate and reliable. The documents I reviewed are as follows: the articles of incorporation of the company and amendments thereto, filed August 23, 2010; the initial disclosures and financial statements of the company for the period ended June 30, 2010, filed August 19, 2010; the document entitled "Quarterly Report," filed August 14, 2010, containing financial statements for the period ended June 30, 2010, and related balance sheet, statement of operations, statement of cash flows, statement of changes in stockholder equity and notes, prepared according to GAAP, as filed August 14, 2010; the document entitled, "Annual Report," containing financial statements for the

period ended December 31, 2009, filed May 21, 2010, and financial statements, and related balance sheet, statement of operations, statement of cash flows, statement of changes in stockholder equity, and notes; and the document entitled "Annual Report," filed May 21, 2010, containing financial statements for the periods ended December 31, 2008 and 2007, and related balance sheet, statement of operations, statement of cash flows, statement of changes in stockholder equity and notes; the "Interim Report" filed November 10, 2010, containing financial statements for the period ended September 30, 2010, and related balance sheet, statement of operations, statement of cash flows, statement of changes in stockholder's equity and notes; the Annual Report, filed March 25, 2011, containing financial statements for the period ended December 31, 2010, and related balance sheet, statement of operations, statement of cash flows, statement of changes in stockholder's equity and notes; the "Interim Report," filed May 12, 2011, containing financial statements for the period ended March 31, 2011, and related balance sheet, statement of operations, statement of cash flows and notes to financial statements; the "Interim Report," filed August 12, 2011, containing financial statements for the period ended June 30, 2011, and related balance sheet, statement of operations, statement of cash flows and notes to financial statements; and the "Interim Report," filed November 15, 2011, containing financial statements for the period ended September 30, 2011, and related balance sheet, statement of operations, statement of cash flows and notes to financial statements; the Annual Report, filed March 30, 2011, containing financial statements for the period ended December 31, 2011, and related balance sheet, statement of operations, statement of cash flows, statement of changes in stockholder's equity and notes; and the "Interim Report," filed May 18, 2012, 2011, containing financial statements for the period ended March 31, 2012, and related balance sheet, statement of operations, statement of cash flows and notes to financial statements. Based upon the foregoing, it is my opinion that the information (i) constitutes adequate current public information concerning the Securities of the Issuer and is available within the meaning of Rule 144c(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 15c-211 of the Securities Exchange Act of 1934 (the "Exchange Act"); (iii) complies as to form with the OTC Markets Group's Guidelines for Providing Adequate Current Information, which are located on the Internet at www.otcmarkets.com and (iv) has been posted on the OTC Disclosure and News Service.

The person responsible for the preparation of the financial statements contained in the information is the company accountant, Swan & Kotani, 4401 Atlantic Avenue, Suite 103, Long Beach, CA 90807; Telephone: 562-422-8600. Swan & Kotani are certified public accountants, and are qualified to prepare the financial statements. The financial statements are unaudited.

The Company's Transfer Agent is Globex Transfer, LLC, who is registered with the SEC, and the transfer agent's shareholder list was used to verify outstanding share figures for the periods reported.

I have personally met with management and a majority of the directors of the issuer; have reviewed the information, as amended, published by the Issuer on the OTC Disclosure and News Service and discussed the information with management.

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

OTC Markets Group has the full and complete permission and rights to publish this letter in the OTC Disclosure and News Service for viewing by the public and regulators, but no person other than OTC Markets Group is entitled to rely on it.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'K. Eade', with a stylized, cursive flourish at the end.

KENNETH G. EADE