

LAW OFFICES OF GARY L. BLUM
3278 WILSHIRE BOULEVARD
SUITE 603
LOS ANGELES, CALIFORNIA 90010

GARY L. BLUM
EMAIL: GLBLAW@AOL.com

TELEPHONE: (213) 381-7450
FACSIMILE: (213) 384-1035

December 10, 2010

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

Re: Attorney Letter With Respect to Adequate Current Information for SGD Holdings, Ltd.

Ladies and Gentlemen:

Please be advised that SGD Holdings, Ltd., a Delaware corporation (the "Company") has retained Law Offices of Gary L. Blum (the "Firm"), as its Corporate and Securities Counsel, and has retained the Firm for the purpose of reviewing its Initial Disclosure Statement (updated through October 31, 2010) pursuant to Rule 15c2-11(a)(5) and related financial statements (posted on the Pink Sheets News Service December 9, 2010), rendering this Attorney Letter (the "Letter") and related securities matters.

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

- (i) The Initial Company Information and Disclosure Statement of SGD Holdings, Ltd. (posted on the Pink Sheets News Service February 22, 2010); (ii) SGD Holdings, Ltd. Quarterly Report and (Unaudited) Consolidated Financial Statements As of January 31, 2010 and 2009 containing Balance Sheets, Statements of Operations, Statements of Stockholders' Equity, Statements of Cash Flows and Notes (posted on the Pink Sheets News Service April 22, 2010); (iii) SGD Holdings, Ltd. Annual Report and (Unaudited) Consolidated Financial Statements As of July 31, 2010 and containing Balance Sheets, Statements of Profit and Loss, Statements of Cash Flows and Notes (posted on the Pink Sheets News Service December 7, 2010); (iv) SGD Holdings, Ltd. (Unaudited) Consolidated Financial Statements As of October 31, 2010 and containing Balance Sheets, Statements of Profit and Loss, Statements of Cash Flows and Notes (posted on the Pink Sheets News Service December 9, 2010); and (v) SGD Holdings, Ltd. Company Information and Disclosure Statement, updated through and containing the Quarterly Report As of September 30, 2008.

The Financial Statement documents referenced in item (ii), (iii) and (iv) above are unaudited

Financial Statements and were prepared by Ross and Associates [(ii)] and The Best Bookkeeping Company [(iii) and (iv)], the accountants of SGD Holdings, Ltd.

We have also examined (i) SGD Holdings, Ltd. Restated Articles of Incorporation ("Articles") and By-laws, (ii) certain resolutions of the Board of Directors, (iii) SGD Holdings, Ltd. stockholder list; and (vi) have received confirmation from officers of the Company that none of the Company, any 5% holder, or officers of the Company is 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 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. 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.

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. We have not conducted an independent audit of the Company or its files.

We have personally met with management of the Company and a majority of the directors of the Company; and we have reviewed the information published by the Company on the Pink Sheet News Service and discussed the information with management and a majority of the directors of the Company.

We are counsel admitted to practice in the State of California, and we 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 State of California, the General Corporation Law of the State of California and the securities laws of the United States of America. We are permitted to practice before the United States Securities and Exchange Commission and have not been prohibited from practice thereunder. In particular, but without limitation, we 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 our 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 Pink Sheets Guidelines for Providing Adequate Current Information, and (iv) has been posted in the Pink Sheets News Service.
2. To the best of our knowledge, and after inquiry of management and the directors of the Issuer, neither the Company, nor its 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 Olde Monmouth Stock Transfer, Inc., which is registered with the Securities and Exchange Commission as its appropriate regulatory authority. The number of outstanding shares set forth in the Information was confirmed by contacting Olde Monmouth Stock Transfer, Inc. directly.

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 may be relied upon by Pink OTC Markets, Inc. in determining whether the Company has made adequate current information publicly available, and may not be relied upon by any other person for any other reason. Pink OTC Markets, Inc. has permission to publish this Letter for viewing in the Pink Sheets News Service. We hereby disclaim any duty to update any of the statements through the Pink Sheets News Service or elsewhere.

Sincerely,

/s/ Gary L. Blum, Esq.
Gary L. Blum, Esq.

A handwritten signature in black ink, appearing to read "Gary L. Blum", written over the typed name.

Law Offices of Gary L. Blum