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April 2, 2015

OTC Markets Group Inc.
Issuer Services
304 Hudson Street, 2nd Floor
New York, NY 10013

Totally Hemp Crazy Inc., (the "Company") is a non-SEC reporting company that maintains the disclosure of its current information on OTCMarkets.com and has had a continuing rating of "OTC Pink Current Information".

Moreover, based on my inquiry and information received by me, the Company and its officers and directors and control persons are not involved in, nor have paid for, any stock promotion and are not aware of any spam campaign or other action that would cause OTC Markets to have labeled the Company "Caveat Emptor".

In connection therewith, I have been asked by Totally Hemp Crazy Inc. (the "Issuer") to provide OTC Markets Group, Inc., a letter with respect to the information publicly disclosed by the Issuer and published in the OTC Markets News Service (OTC Pink Current Information) as well as other information relevant to its labeling with a "Caveat Emptor" per Exhibit B, items "14." and "15." of the Attorney Agreement by and between OTC Markets Group Inc. and me as corporate counsel.

OTC Markets Group, Inc., is entitled to rely on this 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, as amended (the "Act"). I consent to having this letter posted by the Issuer, and to have it published, accompanying their disclosure in the OTC Markets News Service. I am a U.S. resident and am licensed to practice law in the state of Texas. I am further licensed in the United States District Courts for the Northern and Eastern Districts of Texas. I am permitted to practice before the Securities and Exchange Commission (the "SEC") and am not prohibited from practicing before it. Neither my firm, nor I are currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

Facts and Assumptions pertaining to Current Information

In connection with rendering this opinion, I have investigated such matters and examined such corporate records and other documents and such questions of law, as I deemed necessary. In examining the documents, I have assumed the genuineness of signatures (both manual and conformed), the authenticity of documents submitted as originals, the conformity with originals

of all documents furnished as copies and the correctness of facts set forth in such documents. Nothing came to my attention during the course of my investigation that led me to conclude that any such documents were not genuine or authentic or that the facts set forth therein were not true. Any opinion expressed herein relates only to the Issuer and its securities. This opinion should not be relied upon by any other person in connection with any other transaction.

As to matters of fact upon which I have relied and obtained from officers and directors of the Issuer and other sources, I have believed such sources to be reliable. Based upon such investigation, to the best of my knowledge, neither the Issuer, its officers or directors, nor any holder of 5% or more of the securities of the Issuer, nor counsel for the Issuer is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

In addition, I have viewed the information (the "Information") filed by the Issuer on www.otcm Markets.com, including, without limitation: (i) Quarterly Report for the period ended December 31, 2014, posted on February 20, 2015; (ii) Quarterly Report for the period ended September 30, 2014, posted on November 18, 2014; (iii) Annual Report, as amended, for the period ended June 30, 2014, posted on September 26, 2014; (iv) Reg D Offering Announcement posted on September 24, 2014; (v) Officer/Director Disclosure, posted on August 10, 2014; (vi) Bankruptcy Filing Document, posted on July 11, 2014; (vii) Quarterly Report for the period ended March 31, 2014, posted on June 3, 2014; (viii); (ix) Quarterly Report for the period ended December 31, 2013, posted on February 20, 2014; (x) Interim Financial Report for the period ended December 31, 2013, posted on February 18, 2014.

The person responsible for preparing the financial statements referenced in the disclosure is James Stock who has many years of experience in general bookkeeping and general accounting work.

The Issuer's transfer agent is Signature Stock Transfer, Inc., 2632 Coachlight Ct., Plano, Texas 75093 ("Signature Stock Transfer"). Signature Stock Transfer is registered with the SEC. I have confirmed the number of shares of the Issuer issued and outstanding on December 31, 2014 is consistent with the corporate records of the Issuer. I have personally met with and discussed the information with management and a majority of the directors of the Issuer.

In my opinion, this Information referenced above (1) constitutes "adequate current public information" concerning the securities and the Issuer and "is available within the meaning of Rule 144(c)(2) under the Securities Act"; (2) includes all of the information that a broker-dealer would be required to obtain from the Company to publish a quotation of the securities under Rule 15c2-11 under the Securities Exchange Act of 1934, as amended; (iii) complies as to form with the OTC Markets Guidelines for Providing Adequate Current Information which are located on the Internet at www.otcm Markets.com; and has been posted in the OTC Markets News Service.

Additional Information Requested per Exhibit B to Attorney's Agreement

Item 14: The following shares were issued for either note conversions or for services rendered: These shares have been issued since the Bankruptcy July 2, 2014:

Jerry Grisaffi	1,404,790	exchanged for debt
David Seeberger	1,145,786	exchanged for debt
Mark Ussery	336,620	exchanged for debt
Donna Rayburn	12,000,000	conversion of note
Michael Willcosky	1,000,000	services pertaining to website
Joel Pedraza	100,000	services pertaining to website
Ronald Affee	500,000	services pertaining to website
Roy J. Meadows	12,000,000	conversion of note
Dennis Dooley	5,000,000	conversion of note
Valentine Bazaco	2,000,000	purchase hydrade drink
David Seeberger	2,000,000	Legal fees pertaining to THCZ
Thomas Shuman	21,000,000	per employment contract
Roy J. Meadows	14,000,000	conversion of note
Javan Kazali	6,250,000	conversion of note
KWD family ltd	6,250,000	Conversion of note
Donna Rayburn	14,000,000	Conversion of note
Rhino Marketing	2,000,000	they receive 250,000 shares per month restricted and \$8000.00 per month fee. They are not stock promoters. They are a social media and advertising agency for promoting our drink. They have clients such as Nissan India, NFL Europe, Wolfgang Puck, Striker Orthopedic, Peugeot South America, Hollywood Chamber of Commerce etc.
Roy J. Meadows	18,000,000	conversion of note

Additional Information Requested per Exhibit B to Attorney's Agreement

The names of the officers, directors and control persons of the Issuer, and their respective holdings of preferred and common stock of the Issuer are as follows:

<u>Name</u>	<u>Class/Quantity of Securities Held</u>	<u>Percentage of Class</u>
Tom Shuman, President and CEO	21,000,00 common	7%
David Seeberger, VP, Legal	8,145,000 common	2.72%
Jerry Grisaffi, Founder, Secretary, Treasurer, Director	10,704,790 common 1,000,000 Preferred A	3.65% on common, 100% preferred stock having 51% voting control
Mark Ussery, VP, Director	5,683,620	1.9%

The address of record for each of the persons above is 703 McKinney Ave, Suite 306, Dallas, Texas 75202.

Each certificate or other document specific to each of the above securities issued by the Issuer (a) contains a legend stating that the securities have not been registered under the Securities Act and

are restricted from transfer and/or sale, and (b) was granted as consideration received by the Issuer in connection with services performed for or on behalf of the Issuer.

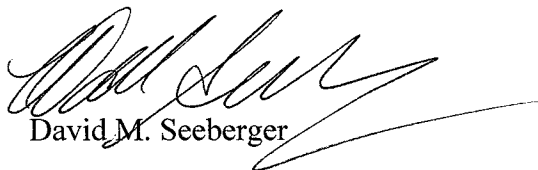
I have made specific inquiry of each of the persons listed above which includes all persons owning more than ten percent (10%) of the securities of the Issuer (collectively, the "Insiders"), and based upon such inquiries and other information available to me, any sales of the securities by Insiders within 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 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 10b-5 or 10b5-1 under the Exchange Act.

Permission to Use This Letter

This letter is being delivered to you for your sole use and benefit and is not intended to be used, circulated, quoted or otherwise referred to or relied upon for any other purpose without express written consent except that OTC Markets Group, Inc., may publish the letter in the OTC Markets News Service for viewing by the public and regulators. It is understood that I express no opinion as to the applicability to or compliance with any state securities or blue-sky laws.

In addition, this letter is give as of the date set forth above and is restricted to the stated facts and circumstances presented to me and described herein, and that any other or different facts and circumstances might require a different letter from me.

Sincerely yours.



David M. Seeberger