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May 13, 2011

Pink OTC Markets, Inc.
304 Hudson Street, 2nd Floor
New York, New York 10013

Re: Tivus, Inc.

Gentlemen:

Our Firm has been retained by Tivus, Inc. (the “Issuer”) to render an opinion as to whether the Annual Report for the Fiscal Year Ended December 31, 2010 posted by the Issuer on the OTC Disclosure & News Service on May 13, 2011 (such document, the “Information”) constitutes adequate current information for purposes of Rule 144(c)(2) promulgated under the Securities Act of 1933 (the “Act”). Our Firm represents the Issuer as corporate and securities counsel.

OTC Markets Group, Inc. (“OTC Markets”) may rely on this opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Act.

We have examined such corporate records and other documents and such questions of law as we have deemed necessary or appropriate for purposes of rendering this opinion. As to matters of fact, we have made such inquiries of the Company’s officers as we deemed necessary to render this opinion, and we believe that such sources were reliable.

The person responsible for the preparation of the financial statements contained in the Information is Randall Newton of Newton Collaboration, LLC. Mr. Newton is a certified public accountant licensed in the State of Texas. The financial statements contained in the Information are not audited.

The Issuer’s transfer agent is Guardian Registrar & Transfer, Inc. (the “Transfer Agent”). The Transfer Agent is registered with the Securities and Exchange Commission (“SEC”) under the Securities Exchange Act (the “Exchange Act”). We have reviewed the number of outstanding shares as provided to us by the Transfer Agent.

The undersigned attorney has (a) personally met with management and a majority of the directors of the Issuer, (b) reviewed the Information posted by the Issuer on the OTC Disclosure & News Service, and (c) discussed the Information with management and a majority of the directors of the Issuer.

To our knowledge, after inquiry of management and the directors of the Issuer, the Issuer, no holder of five percent (5%) or more of its securities, nor the Issuer's counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

As a result of the foregoing, we are of the opinion that:

1. The Information constitutes adequate current public information concerning the Issuer's securities and the Issuer within the meaning of Rule 144(c)(2).
2. The Information is available within the meaning of Rule 144(c)(2).
3. The Information includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Issuer's securities under Rule 15c2-11 under the Exchange Act.
4. The Information complies as to form with OTC Markets' Guidelines for Providing Adequate Current Information.
5. The Information has been posted through the OTC Disclosure & News Service.

The undersigned attorney is a resident of the United States and is admitted to practice law in the State of Texas. This opinion is limited solely to the laws of the United States of America. The undersigned attorney is permitted to practice before the SEC and has not been prohibited from practice thereunder.

This opinion speaks only of the above date and is based solely on the facts and circumstances known to us as of such date. In rendering this opinion, we assume no obligation to revise, update or supplement this opinion in response to any subsequent factual or legal developments.

This opinion is rendered solely to OTC Markets and no person other than OTC Markets is entitled to rely upon it. However, we grant OTC Markets full and complete permission and rights to publish this opinion through the OTC Disclosure & News Service for viewing by the public and regulators.

Very truly yours,

Whitley LLP Attorneys at Law

By: /s/ Samuel E. Whitley
Partner, Corporate and Securities Law