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August 18, 2010

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

Re: 141 Capital, Inc. - Legal Opinion, Adequate Current Information

The undersigned (“Counsel”) is a U.S. resident and has been retained by 141 Capital, Inc., a Florida corporation, (“Issuer”) for the purpose of rendering this letter and related matters. Counsel has been retained solely for the purpose of reviewing the current information supplied by the Issuer.

This opinion may be posted on the news service of Pink OTC Markets Inc. (“Pink OTC Markets”) for viewing by the general public and Pink OTC Markets 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. No person other than Pink OTC Markets is entitled to rely upon this letter; however Pink OTC Markets is hereby granted full and complete permission and rights to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.

For purposes of this opinion, Counsel has examined such corporate records and other documents and such questions of law as Counsel considered necessary or appropriate for purposes of rendering the letter, including:

<u>Document</u>	<u>Date Filed with Pink OTC Markets</u>
Quarterly Report - June 30, 2010 Disclosure Statement	Aug 13, 2010
Quarterly Report - 1st Quarter 2010	Jun 30, 2010
Annual Report	Apr 8, 2010
Annual Report	Mar 31, 2010
Semi-Annual Report - June 30, 2008	Sept 2, 2008
Quarterly Report - Disclosure Statement First Quarter	May 15, 2008
Corporate Bylaws	May 7, 2008
Initial Company Information and Disclosure Statement	Apr 29, 2008

Counsel has (i) personally conferred with management and a majority of the directors of the Issuer, (ii) reviewed the Information, as amended, published by the Issuer through the OTC Disclosure and News Service and (iii) discussed the Information with the management and directors of the Issuer.

Counsel has relied on information obtained from public officials, officers of the Issuer and other sources, and believes all such sources to be reliable. The opinion and conclusions herein are based upon documentation and facts made available by the Issuer and is based on the accuracy of those documents and facts. Additionally Counsel has reviewed all prior disclosures posted by the Issuer with the news service of Pink OTC Markets other than those listed above. Finally, Counsel has reviewed a prior opinion letter prepared by the Issuer's former counsel. All such information is believed to be true. In the event that any material facts and information in any such documents are determined not to be true, this opinion shall be null and void. Counsel has conferred with directors and management of the Issuer concerning the information provided and has received representations from the Issuer, its management and directors as to the accuracy of the information provided for review. This opinion is further based upon those representations.

Counsel believes that the information relied upon in preparing this letter (i) 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, (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 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"), (iii) complies as to form with the Pink OTC Markets' Guidelines for Providing Adequate Current Information, which are located on the Internet at www.otcmarkets.com, and (iv) has been posted through the OTC Disclosure and News Service.

The Company was originally incorporated as XXIS Corp. in Delaware on July 3, 2001, and changed its name to 141 Capital, Inc., on November 27, 2007. On November 29, 2007, the Company was re-domiciled to the State of Florida.

The Issuer's principle address is 1585 Ellinwood Street, Suite 214, Des Plaines, Illinois, 60016. The issuer's primary business is developing algorithmic trading systems to trade financial products for its customers. Trades will be made on the world's derivatives exchanges including foreign exchange futures and options (mostly, on the Chicago Mercantile Exchange), equity index futures and options worldwide, energy futures and options, grain futures and options and fixed income futures and options. Currently, its primary operations involve commodity trading for its own account. The Issuer is in the process of registering as an Introducing Broker with the National Futures Association to enable it to offer futures products to the general public.

To attract customers, the Issuer will be utilizing an internet based networking and trading software to be developed by the Issuer's 35% owned subsidiary, Wind River Development Corporation (hereinafter referred to as "WRDC"). WRDC is an independent software vendor and information services provider that is developing proprietary software for the financial services industry. WRDC is developing the first fully integrated social networking and electronic trade execution to be deployed to customers over the Internet as TradeTablet (www.tradetablet.com). TradeTablet will enable customers to build businesses online in a broadcasting, data and execution enabled multi-asset class trading environment. The Issuer has the exclusive right to use TradeTablet to trade options and futures (excluding FOREX) for its customers.

The Issuer's Chief Executive Officer is Errol Stone. The Issuer's Chairman of the Board is Paul D. Strickland. The Issuer's Treasurer is Catherine D. Rains. To the best of Counsel's knowledge, after inquiry of management and directors of the Issuer, neither the Issuer, any 5% holder, nor Counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws. To the best of Counsel's knowledge, after inquiry of management and directors of the Issuer, there are no material threatened or pending legal proceedings against the Issuer and there are no defaults on senior securities.

As of March 31, 2010, the authorized capital of the Issuer was 5,000,000,000 shares of common stock with a par value \$0.0001 per share; and 10,000,000 Preferred Shares with a par value of \$0.0001.

On March 15, 2010, the Company entered into a Revolving Credit and Security Agreement with Gendarme Capital Corporation whereby Gendarme provided the Company up to \$20,000 per month to a maximum of \$150,000. The Agreement is secured by 346,566 shares of Series A Convertible Preferred Stock owned by each of Errol Stone and Paul D. Strickland, Jr. As of June 30, 2010, \$148,000 was outstanding. A default on this debt could trigger Gendarme taking the secured stock pledged by the Issuer's management and would result in a change of control of the Company.

The Issuer's fiscal year ends December 31. Financial Statements of the Issuer are prepared by management, and will be audited by Kramer Weisman and Associates, whose address is 12515 Orange Drive, Suite 814, Davie, Fl. 33330. The primary officer preparing the Company's financial statements is Catherine D. Rains. Prior to joining the Issuer, Ms. Rains was the Director of Human Resources at Linebarger Heard, a 600 employee (250 attorneys) law firm. Reporting to the CFO, Ms. Rains managed the general ledger and a number of joint venture companies, administered all employee benefits, including insurance and a 401(k) plan, and implemented all employee policies. Ms. Rains successfully manages Catie's Counting, accounting related services that she established in 1988. Ms. Rains has a comprehensive background in general office and facilities management and accounting, including accounts receivable, accounts payable, general ledger and payroll.

The Transfer Agent for the Issuer is Manhattan Transfer Registrar Company, 57 Eastwood Road, Miller Place, NY 11764. Phone: (800) 786-0362; fax (631) 617-61710. The agency is registered with the SEC. A shareholders list provided by the transfer agent details the outstanding shares of the Issuer.

Counsel is a member in good standing of the Bar of the State of Texas – the opinions set forth herein apply only to the laws of the State of Texas and those of the United States of America. Counsel is eligible and permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder.

Counsel looks forward to making further disclosures to the Pink OTC Markets News Services as required or as requested by Pink OTC Markets or the Issuer. If you have any questions, please feel free to contact me.

Very truly yours,

/s/ John A. Peralta
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