

**PATRICK R. BROWN, ESQ.**

ATTORNEY AT LAW

1028 RED BIRD ROAD / AUGUSTA, GA 30904 / 706-364-7706

November 17, 2010

Pink-OTC Markets, LLC  
304 Hudson Street 2<sup>nd</sup> Floor  
New York, NY 10013

**Re: Legal Opinion, Adequate Current Information, Continuing Disclosure Requirements, PRG Group, Inc. (PRGJ.pk); Financial Operations as of September 30, 2010**

Gentlemen:

Counsel has been retained by **PRG Group, Inc.** (the "Company"), A Delaware corporation, to issue this opinion and analysis with respect to the information publicly disclosed by them to you and published in the Pink Sheet News Service. Pink-OTC Markets is entitled to rely on this opinion in determining whether the Company had made adequate disclosure of current information publicly available within the meaning of Rule 144(c) (2) of the Securities Act of 1933 (the "Act").

This letter also includes all information that a broker-dealer would be required to obtain from the Issuer to publish a quotation under the Securities and Exchange Act of 1934, Rule 15c2-11. The information made available by PRGJ also complies, as to form, with the Pink Sheets Guidelines for Providing Adequate Current Information. Any required information that may not be included in this letter may be viewed at [www.pinksheets.com](http://www.pinksheets.com), search PRGJ, click on the "Filings" section, then "Initial Company Financial Information and Disclosure Statement".

For purposes of this opinion, counsel has personally met with Company's management and a majority of the Board of Directors to discuss, review, and examine the following:

1. Articles of Incorporation of the Company;
2. By-Laws of the Company;
3. Corporate Minutes of the Board of Directors and Shareholders;
4. Such other corporate records as necessary and provided by management for purposes of this letter; and
5. Reviewed operations of the Company

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The opinion and conclusions herein are based upon documentation and facts made available to the undersigned by the Company. Counsel has assumed the genuineness of all signature (both manual, digital, or conformed), the authenticity of documents submitted as originals, and the conformity with original documents which were submitted as copies. The documentation provided to counsel is believed to be true and reliable in its content. Counsel has reviewed all prior disclosures posted by the Issuer with Pink Sheets News Service as amended, and referenced above. All such information is also believed to be true and is relied on as such. The information posted to Pink Sheets News Service is:

Posted 6-30-10	PRGJ's Annual Report ending 12/31/09 Balance Sheet, Income Statement, Shares
Posted 11-11-10	PRGJ's Interim Financial Reports ending 9/30/10 Balance Sheet, Income Statement, Cash Flows
Posted 11-17-10	PRGJ's Initial Company Information & Disclosure Statement as of 9-30-10

PRG Group, Inc. was incorporated on July 13, 2006. The authorized capital of the Company is 500,000,000 shares of common stock at \$0.001 par value and 100,000,000 shares of preferred stock at \$0.001 par value. As of 9/30/10 and the date of this opinion, the Company's transfer agent has provided confirmation that the shares outstanding total 139,389,096, with 69,086,500 restricted shares, and an outstanding float of 70,302,596.

►The party responsible for preparation of the financial statements of the issuer is:

Mr. Uma Pandey  
PRG Group, Inc.  
180 Centennial Avenue  
Piscataway, NJ 08854

►The fiscal year-end for the corporation is December 31.

►The Transfer Agent for PRGJ is:

Signature Stock Transfer Corporation  
2301 Ohio Drive #100  
Plano, TX 75093  
972-612-4120

The transfer agent is listed with the Securities and Exchange Commission and has Depository Trust Corporation approval. After

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inquiry of management and directors of the Issuer, and to the best of counsel's knowledge, neither the Issuer nor any member of the Issuer's Board of Directors, or any person holding 5% or more of the Company's stock is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities law.

PRG Group, Inc. is a non-reporting company, with increased growth following its business plan, without incurring liabilities, and where its assets cannot be considered nominal versus its operations. The Company is not a "shell company" and would not be a shell company within the meaning of SEC Rule 405. It is the opinion of the undersigned that PRGJ has never fit the definition of a shell company. This determination was made pursuant to an analysis of PRGJ's financial and operating reports as compared to the SEC's definition of a "shell company" pursuant to SEC Release No. 33-8587 (a "shell company" is defined as a company that has no or nominal operations and either no or nominal assets, assets consisting solely of cash and cash equivalents, or assets consisting of any amount of cash and cash equivalents and nominal other assets); as well as Footnote 172 to Release 33-8869 (confirming that a company with a limited operating history does not merit the condition of having "no or nominal operations").

Counsel has reviewed the Worm-Wulff letter, dated January 21, 2000, and has considered the manner in which the shares were issued to all shareholders as well as their current intentions to sell the shares through quotations in the Pink Sheets trading venue. Based on my review, counsel is of the opinion that (i) none of the scenarios described in the Worm-Wulff letters (or similar scenarios) are being used by the issuer of the Shares, any promoter of the Issuer, the current holders of the Shares, or any affiliate of any of them, to distribute the Shares in violation of the registration requirements of the Securities Act and (ii) any sales of such Shares as intended would not be part of a plan by any of such persons to distribute or redistribute securities to the public in violation of the registration requirements of the Securities Act.

Based on the examinations, inquiries, interviews and inspections conducted by counsel, counsel is of the opinion that (1) the information publicly disclosed constitutes adequate current public information concerning the securities and the issuer and "is available" within the meaning of Rule 144(c)(2) under the Act, (2) includes all 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 SEC Act of 1934, as amended, (3) complies as to form with the Pink Sheet Guidelines for providing Adequate Current Information.

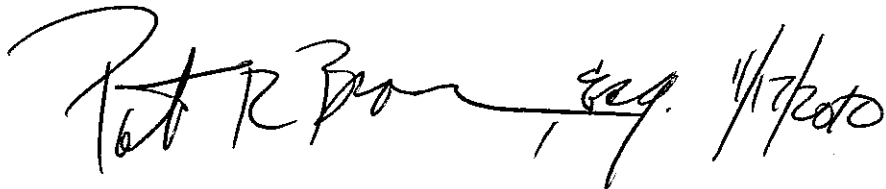
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No person, party, or entity other than Pink Sheets, LLC is entitled to use, circulate, quote, refer to or rely upon this opinion, other than for viewing by the public and regulators as it may be published in the Pink Sheets News Service. This opinion does not include any assumption or expression regarding compliance with any state securities law, is given as of its date, and does not include any facts or circumstances which have occurred since that date. The undersigned counsel is authorized to practice law in the State of Georgia, is permitted to practice before the Securities and Exchange Commission ("SEC") and has not been prohibited from that practice (SEC Release No. 33-8185).

Very Truly Yours,



Patrick R. Brown, Esq.  
Georgia Bar #089130

THE OPINIONS AND CONCLUSIONS EXPRESSED HEREIN ARE BASED IN PART UPON FACTS PROVIDED TO ME BY PRG GROUP, INC., ITS OFFICERS, DIRECTORS AND PRINCIPAL SHAREHOLDERS, AND UMA PANDEY. CAUTION IS GIVEN TO ANYONE REFERRING TO THIS OPINION THAT OPINION LETTERS OF COUNSEL ARE NOT BINDING UPON THE SECURITIES AND EXCHANGE COMMISSION NOR ON THE COURTS. TO THE EXTENT THAT PERSON RELYING ON THIS LETTER MAY HAVE KNOWLEDGE OF FACTS OR CIRCUMSTANCES WHICH ARE CONTRARY TO THOSE UPON WHICH THIS OPINION IS BASED, THIS OPINION WOULD NOT BE APPLICABLE. FURTHER, THIS OPINION MAY BE WITHDRAWN AT ANY TIME IF INFORMATION IS DISCOVERED WHICH WOULD CAUSE ME TO CHANGE MY OPINION OR IF ANY STATE OF FEDERAL AGENCY OF COURT TAKES AN ADVERSE POSITION.

# STATE BAR OF GEORGIA

Patrick Robert Brown

Membership Number  
089130

Year Admitted  
1997

*Georgia*

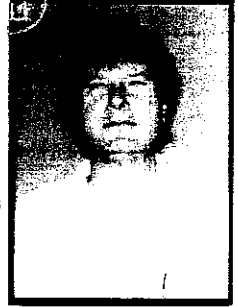
DRIVER'S LICENSE

NUMBER 057306526 EXPIRES 09-30-2012

BROWN, PATRICK ROBERT  
1028 REDBIRD RD  
AUGUSTA, GA 30904-3178

SEX	BIRTHDATE	ISSUE DATE	COUNTY
M	09-30-1964	06-10-2008	121
HEIGHT	WEIGHT	CSC	FEE
6-02	185	4 108	1.00
			RESTRICTIONS
			B
CLASS	ENDORSEMENTS	TYPE	
C		REG	

*Pat R Brown*



COMMISSIONER  
*Harold C. Stiff*