

# THE LEBRECHT GROUP

A PROFESSIONAL LAW CORPORATION

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Admitted only in California\*  
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December 14, 2010

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

**Re: Adequate Current Information for General Cannabis, Inc. (the  
“Company”)**

Ladies and Gentlemen:

This firm (the “**Firm**”, “**TLG**”, “**we**” or “**us**”) serves as regular disclosure counsel for the Company and has been retained by the Company for the purpose of posting this letter on the Pink Sheets News Service in accordance with the Guidelines set forth in the Attorney Letter Agreement with Pink OTC Markets Inc. (“**Pink Sheets**”) dated on or about December 14, 2010 (the “**Agreement**”). Pink Sheets is entitled to rely on this letter in determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933 (the “**Act**”).

In connection with this letter, we have reviewed the documents listed below (collectively, the “**Information**”) and where noted, the Information has been posted to the Pink Sheets website as “Company Information” for the Company:

- A. Annual Report for the year ended December 31, 2009, posted on June 22, 2010;
- B. Quarterly Report for the quarter ended March 31, 2010, posted on June 22, 2010;
- C. Initial Company Information and Disclosure Statement as of June 30, 2010, posted on July 13, 2010;
- D. Quarterly Report for the quarter ended June 30, 2010, posted on August 5, 2010;
- E. Quarterly Report for the quarter ended September 30, 2010, posted on November 5, 2010;
- F. Interim Financial Report for an event on November 19, 2010, posted on November 23, 2010;
- G. Interim Financial Report for an event on November 19, 2010, posted on November 23, 2010;

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- H. Interim Financial Report for an event on December 3, 2010, posted on December 6, 2010; and
- I. Interim Financial Report for an event on December 9, 2010, posted on December 10, 2010;

and such other corporate records, certificates of officers, certificates of public officials, and other documents and instruments and such questions of law as we have considered necessary or appropriate to require as a basis for the determination expressed herein. For purposes of this letter, we have assumed (i) the genuineness of all signatures and the authenticity and completeness of all corporate records, certificates of officers, certificates of public officials, and other documents and instruments submitted to us as originals; (ii) the conformity to authentic originals of all corporate records, certificates of officers, certificates of public officials, and other documents and instruments submitted to us as certified, conformed, photocopy or facsimile copies thereof; and (iii) the accuracy and adequacy of the disclosures made to us by the Company, the Company's management and the Company's board of directors including, without limitation, the financial information contained in the Information. We have no reason to believe that such records, certificates or other documents are not accurate, authentic or reliable and we make no assurances as to the accuracy and adequacy of such documents.

It is our opinion that the Information constitutes adequate current information that is publicly available within the meaning of Rule 144(c)(2) under the Act as a result of the Information being posted in the Pink Sheets News Service, and that the Information includes all of the information that a broker-dealer would be required to obtain from the Company to public a quotation for the common stock of the Company under Rule 15c2-11 under the Securities Exchange Act of 1934, and that the Information appears on its face to comply as to form in all material respects with the Pink Sheets Guidelines for Providing Adequate Current Information.

With respect to other information required pursuant to the Agreement:

We have been advised that the audited financial statements contained in the Information as of and for the year ended December 31, 2009 were audited by Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, Suite 1500, 1140 West Pender Street, Vancouver, B.C., Canada V6E 461. The financial statements as of and for each of the three-month periods ended March 31, June 30, and September 30, 2010, and the comparable periods presented therein, which are unaudited, were prepared by Munjit Johal, the Chief Financial Officer of the Company since 2006. According to his biography in the Company's posted disclosure, Mr. Johal has over 28 years of broad experience in banking, accounting, finance, and management in the private and public sector. Mr. Johal worked primarily with troubled companies in turnaround situations. Since 1996, Mr. Johal has served as a financial officer of various companies. From 1990 to 1995, Mr. Johal was the Executive Vice President for Pacific Heritage Bank in Torrance, California. Mr. Johal earned his MBA from the University of San Francisco in 1980. He received his BS degree in History from the University of California, Los Angeles, in 1978.

The Company's transfer agent is Empire Stock Transfer Inc., with an address at 1859 Whitney Mesa Drive, Henderson, Nevada 89014, telephone (702) 818-5898. According to their website at [www.empirestock.com](http://www.empirestock.com), the transfer agent is registered with the Securities and Exchange Commission. A shareholder list dated as of September 30, 2010 was used by the Firm to confirm the number of issued and outstanding shares set forth in the Information.

The members of the Firm working with the Company are U.S. residents and have (i) personally or telephonically met with management and with a majority of the members of the board of directors, (ii) reviewed the Information, (iii) discussed the Information with the management and with a majority of the members of the board of directors of the Company. We have no reason to believe that such sources are not reliable.

The members of the Firm working with the Company are licensed to practice law in the States of California and Utah. Accordingly, the foregoing letter applies only insofar as the existing law of the States of California and Utah and applicable federal law may be concerned, and we express no opinion with respect to (i) the laws of any other jurisdiction, (ii) choice of law, (ii) conflicts of law, and none of the views states above shall be deemed to include or refer to any other jurisdiction, choice of law or conflicts of law. The members of the Firm working with the Company are permitted to practice before the Securities and Exchange Commission and have not been prohibited from practicing before the Securities and Exchange Commission.

To the best of our knowledge, after inquiry of management and members of the board of directors of the Company, neither the Company nor any 5% holder of the Company's stock, or any member of the Firm working with the Company, is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

This letter is limited to the matters set forth herein, and no opinion may be inferred or implied beyond the matters expressly contained herein. Except as otherwise set forth herein, this opinion is being provided solely for the purpose of determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Act. This letter is rendered solely to Pink OTC Markets Inc. in connection with the Agreement, and may not be relied upon by any other person or for any other purpose without our prior written consent. This letter may not be filed with any governmental agency or other person, without obtaining our prior written approval.

Sincerely,



The Lebrecht Group, APLC