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WILLIAM F. DORAN\*

\*ADMITTED IN ARIZONA AND MICHIGAN

February 24, 2011

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

Re: Biocentric Energy Holdings, Inc. (BEHL)

Dear Sir or Madam:

I have been asked by Biocentric Energy Holdings, 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 Disclosure and News Service. I understand that this letter will be posted by the Issuer and will be published, accompanying the Issuer's disclosure, in the OTC Disclosure and News Service. OTC Markets Group, Inc. is entitled to rely on such 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.

I am a U.S. resident and have been retained by the Issuer for the purpose of rendering this letter and related matters. I am serving as disclosure counsel for the Issuer and have been retained also for the purpose of reviewing the current information supplied by the Issuer. I have examined such corporate records and other documents and such questions of law as I have considered necessary or appropriate for the purpose of rendering this letter.

I am licensed to practice law in the states of Arizona and Michigan. I am allowed to practice before the SEC and am not prohibited from practicing before it. This letter applies to the United States of America and the states of Arizona and Michigan. As to matters of fact, I have relied on information obtained from public officials, officers of the Issuer and other sources and all such sources are believed to be reliable.

I have reviewed all the documents provided to OTC Markets Group, Inc. by the Issuer in connection

with its unaudited Financial Statements for the period ending December 31, 2010 which were filed with OTC Markets Group, Inc. on February 8, 2011. The information referred to herein (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; (iii) complies as to form with the Guidelines for Providing Adequate Current Information, which are located on the internet at [www.otcmarkets.com](http://www.otcmarkets.com); and, (iv) will be posted in the OTC Disclosure and News Service.

The person responsible for preparing the financial statements contained in the disclosure by the Issuer is Frank Rawson who is qualified to prepare such financial statements by virtue of professional experience and education. The financial statements have not been audited.

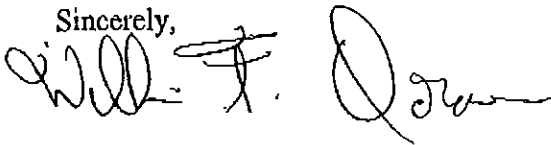
The Issuer's transfer agent is Securities Transfer Corp, Frisco, Texas (the "Agent"). The Agent is registered with the SEC. I have used the transfer agent's records to confirm the number of issued and outstanding shares of the Issuer as are as follows: Common 3,915,092,477; Series A Preferred 250,000; Series B Preferred 20,000,000.

I have also reviewed the information published by Issuer on the OTC Disclosure and News Service and have personally met and discussed the information with management and a majority of the directors of the Issuer.

To the best of my knowledge, after inquiry of management and directors of the Issuer, neither the Issuer, any 5% shareholder, or any counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

No person other than OTC Markets Group, Inc. is entitled to rely on this letter, however, OTC Markets Group, Inc. has full and complete permission and right to publish the letter in the OTC Disclosure and News Service for viewing by the public.

Sincerely,

A handwritten signature in black ink, appearing to read "William F. Doran". The signature is written in a cursive style with a large initial "W" and a long, sweeping tail.

William F. Doran