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November 18, 2011
Pink OTC Markets, Inc.
304 Hudson Street, Second Floor
New York, New York 10013

VIA EMAIL TO:
info@pinkotc.com

Re: Dig-It Underground, Inc.

Gentlemen:

The purpose of this letter is to provide an opinion of counsel to Pink OTC Markets, Inc. ("Pink OTC Markets") upon which Pink OTC Markets may rely in determining whether to permit quotations in the Issuer's common stock (the "Securities") in the Pink OTC Markets quotation venue. Further, 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) of the Securities Act.

The undersigned was retained by the Issuer under a written fee agreement dated November 18, 2011 providing in part, provision to provide this legal opinion to Pink OTC Markets. Prior thereto, the undersigned assisted the Issuer with general corporate matters as requested from time to time.

In forming my opinion, I have examined such corporate records and other documents that I considered necessary or appropriate to provide this opinion to Pink OTC Markets, including:

- a. The Issuer's Information and Disclosure Statement dated November 15, 2011, certified by Issuer November 15, 2011 and posted on the OTC Disclosure and News Service November 16, 2011.
- b. The Issuer's Quarterly Financial Report for the quarter ended September 30, 2011, certified by the Issuer November 15, 2011 and posted on the OTC Disclosure and News Service on November 16, 2011.
- c. The Issuer's Information and Disclosure Statement dated August 3, 2011, certified by Issuer August 3, 2011 and posted on the OTC Disclosure and News Service August 3, 2011.
- d. The Issuer's Quarterly Financial Report for the quarter ended June 30, 2011, certified by the Issuer August 3, 2011 and posted on the OTC Disclosure and News Service on August 3, 2011.
- e. The Issuer's Information and Disclosure Statement dated May 16, 2011, certified by Issuer May 16, 2011 and posted on the OTC Disclosure and News Service May 17, 2011.
- f. The Issuer's Quarterly Financial Report for the quarter ended March 31, 2011, certified by the Issuer May 16, 2011, and posted on the OTC Disclosure and News Service on May 17, 2011.
- g. The Issuer's Information and Disclosure Statement dated March 22, 2011, certified by Issuer March 22, 2011 and posted on the OTC Disclosure and News Service March 22, 2011.

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- h. The Issuer's Annual Financial Report for the year ended December 31, 2010, certified by the Issuer March 22, 2011, and posted on the OTC Disclosure and News Service on March 22, 2011.
- i. Attorney letter from previous counsel, Michael E. Kulwin, regarding and attesting to the Issuer's Information and Disclosure Statements prior to March 22, 2011, as posted on the OTC Disclosure and News Service.
- j. Attorney letter from previous counsel, Michael E. Kulwin, regarding and attesting to the Financial Reports prior to December 31, 2011, as posted on the OTC Disclosure and News Service.
- k. The Issuer's Articles of Incorporation, as amended, bylaws and corporate minutes.

Moreover, I have resolved such questions of law, if any, as I deemed necessary to provide this opinion to Pink OTC Markets. I have relied upon information of fact obtained from public officials, officers of the Issuer and other sources. I believe all such sources to be reliable.

On November 18, 2011 and prior thereto, I, the undersigned, met in person with management of the Issuer and the Issuer's Board of Directors to discuss the Issuer's most recent Information and Disclosure Statement.

At present, "adequate public information" is available concerning the securities, as that term has been defined in Rule 144(c)(2) of the Securities Act Rules and this information has been posted on the OTC Disclosure and News Service and consists of the Information and Disclosure Statement of Dig-It Underground, Inc., dated November 15, 2011, certified by Mr. Brandon Donofrio, President of Issuer. The Issuer's Information and Disclosure Statement 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 of the Exchange Act Rules and complies with the Pink OTC Markets Guidelines for Providing Adequate Current Information.

The financial statements contained in the Issuer's Information and Disclosure Statements are not audited. Mr. Brandon Donofrio, President of Issuer, is responsible for the preparation of the financial statements. Mr. Donofrio was assisted by Matthew Swan, CPA, with offices at 9005 W. Sahara Ave, Las Vegas, Nv. 89117, in compiling the financial statements included in the Information and Disclosure Statement. Mr. Swan is a Certified Public Accountant.

The Issuer's transfer agent is Nevada Agency and Transfer Company, 50 West Liberty Street, Suite 880, Reno, NV. 89501, telephone: (775) 322-0626; fax: (775) 322-5623. The transfer agent is registered with the SEC. In order to confirm the number of outstanding shares, I asked the Issuer to cause the transfer agent to send a current stockholder's list and to confirm in writing the number of shares outstanding. Nevada Agency and Transfer Company provided a current shareholder's report of October 21, 2011 and confirmed there were 265,612,000 shares outstanding.

To the best of my knowledge, information and belief, formed after inquiry of management, neither the Issuer, any 5% holder of the Issuer's 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.

I am an attorney duly licensed to practice law in the State of Texas and am a resident of the United States. I am permitted to practice before the Securities and Exchange Commission and neither I, nor
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any member of this firm has been prohibited from practice thereunder. I do not express any opinion herein concerning any law other than the laws of the United States and the jurisdiction where I am permitted to render opinions as of the date hereof. I furnish this opinion solely for the benefit of Pink OTC Markets and the Issuer.

This opinion is not to be used, circulated, quoted or otherwise referred in whole or in part for any other purpose.

Further, I undertake no obligation to update this opinion based upon any changes occurring or matters that come to our attention after the date of this letter. This firm and I grant Pink OTC Markets permission to post this legal opinion on the OTC Disclosure and News Service for viewing by the public and regulators.

Very truly yours,

LAW OFFICES OF JOHN M. PERKINS, III



JOHN M. PERKINS, III

CC: Dig-It Underground, Inc.

Attn: Mr. Brandon Donofrio, President