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December 12, 2011

Issuer and Information Services  
OTC Markets Inc.  
304 Hudson Street  
Second Floor  
New York, NY 10013

Re: Spectrum Acquisition Holdings Inc., a Nevada corporation  
(Trading symbol:SPAH)

Dear Sir or Madam:

Please be advised that this law firm, Sayid and Associates LLP ("Counsel") has been retained by Spectrum Acquisition Holdings Inc., a Nevada corporation, (trading symbol: SPAH), to provide this opinion letter ("Opinion") to you.

In connection therewith, the OTC Markets, Inc. (hereinafter, "OTC Markets"), is entitled to rely on the contents of 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. OTC Markets Inc. has full and complete permission and rights to publish this letter with OTC Markets News Service for viewing by the general public and regulators but no person other than OTC Markets Inc. may rely upon said Opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933.

We have reviewed and examined the information contained in the Quarterly Report for the period ending September 30, 2011, and posted on November 14, 2011. On or about November 14, 2011, the information posted was considered "adequate current public information".

We have reviewed and examined the information contained in the Quarterly Report for the period ending June 30, 2011, and posted August 12, 2011. On or about August 12, 2011, the information posted was considered "adequate current public information".

We have reviewed and examined the information contained in the Quarterly Report for the period ending March 31, 2011, and posted May 13, 2011. On or about May 13, 2011, the information posted was considered "adequate current public information".

We have reviewed and examined the information contained in the Annual Report for the period ending December 31, 2010, and posted March 29, 2011. On or about March 29, 2011, the information posted was considered "adequate current public information".

We have reviewed and examined the information contained in the Quarterly Report for the period ending September 30, 2010 posted November 15, 2010. On or about November 15, 2010, the information posted was considered "adequate current public information".

Simultaneous to this letter, we have reviewed the Company's Annual Report for the year ending December 31, 2009, posted on April 2, 2010. This information constitutes "adequate current public information" concerning the securities of the Issuer and "is available" within the meaning of Rule 144(c)(2) under the Securities Act, it 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 and complies as to form with the OTC Markets Guidelines for Providing Adequate Current Information which are located at [OTCMarkets.com.otc/guide/disclosure.guidelines](http://OTCMarkets.com.otc/guide/disclosure.guidelines) and, the information has been posted in the OTC Markets News Service.

Subsequent to this letter, we have reviewed the Company's Quarterly Report for the period dated June 30, 2010 and posted August 12, 2010 and Company's Quarterly Report for the period March 31, 2010 and posted with OTC Markets on May 20, 2010.

Therefore, in accordance with your SPAH disclosure requirements, the following is provided: Counsel is a resident of New York and resides in that State in the United States of America, Counsel has been retained by the Issuer for the purpose of rendering this letter and related matters. I am authorized to practice law in the State of New York, Commonwealth of Massachusetts, Commonwealth of Pennsylvania, before the United States Supreme Court, and before the United States Court of Appeals for the Second Circuit. Counsel is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice there under.

In connection therewith, I have 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:

- a) The Quarterly Report for the period ending September 30, 2011 and posted November 14, 2011;
- b) The Quarterly Report for the period ending June 30, 2011 and posted August 12, 2011;

- c) The Quarterly Report for the period ending March 31, 2011 and posted May 13, 2011;
- d) The Company's Annual Report for the period ending on December 31, 2010, and posted on March 29, 2011;
- e) Quarterly Report for the period ending September 30, 2010 and posted November 15, 2010;
- f) Quarterly Report for the period ending June 30, 2010 and posted August 12, 2010;
- g) Quarterly Report for the period ending September 30, 2009 and posted November 11, 2009;
- h) The Company's Annual Report for the period ending on December 31, 2009, filed on April 2, 2010; and
- i) Company's Quarterly Report for the period ending March 31, 2010 and posted on May 20, 2010.

Spectrum Acquisition Holdings Inc. is a Nevada corporation and was incorporated in the State of Nevada on March 16, 1987 as First American Railways Inc. and changed its name to Spectrum Acquisition Holdings Inc. on September 18, 2007. The corporate offices of the Issuer are located at 4301 West William Cannon, Ste. B150, #253, Austin, TX 78749, and the Company's corporate records. As of September 30, 2011, the authorized capital of the Company is 1,000,000,000 shares of common stock, par value \$0.001 per share. Based upon the Transfer Agent's records, as of September 30, 2011, 498,383,344 common shares were issued and outstanding.

The Quarterly Report for the period ending on September 30, 2011, said financials contained in the Quarterly Report for the Company are unaudited. Financials contained in the Quarterly Report are unaudited and were prepared by Dale Henry. Dale Henry is the person responsible for the preparation of the financial statements contained in the Information. Dale Henry is a CPA and has been one since 1986. He was an Accounting Services Director for Austin and Travis county (Texas) MHMR and a Controller for The Parking Network and Focus Point Parking.

The Transfer Agent of the Issuer is: Transfer On Line, Inc., 512 South East Salmon Street, Portland, OR 97214. The Transfer Agent is registered with the Securities and Exchange Commission. A shareholders list provided by the Transfer Agent as of September 30, 2011, is the source of the outstanding stock of the Issuer. To the best of my knowledge, and after inquiry of management and the directors of the Issuer, neither the Company, nor its officers, directors, five (5%) percent holders, nor Counsel, are currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws. Counsel has personally met with management and a majority of directors of the Issuer and reviewed the information as published by the Issuer on the OTC Markets News Service and discussed the information contained in the aforementioned documents with Company's management.

The information contained in the Quarterly Report for the period ending September 30, 2011 and posted November 14, 2011; the Quarterly Report for the period ending June 30, 2011 and posted August 12, 2011; the Quarterly Report for the period ending March 31, 2011, and posted on May 13, 2011; the Annual Report for the period ending December 31, 2010 and posted on March 29, 2011; the Quarterly Report for the period ending September 30, 2010 and posted 15, 2010; the Quarterly Report for the period ending June 30, 2010 and posted August 12, 2010; the Quarterly Report for the period ending September 30, 2009 and posted November 11, 2009; the Company's Annual Report for the period ending on December 31, 2009, filed on April 2, 2010; and Quarterly Report for the period ending March 31, 2010 and posted on OTC Markets on May 20, 2010, constitute "adequate current public information", (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 OTC Markets' Guidelines for Providing Adequate Current Information, which are located on the Internet at [www.OTCMarkets.com](http://www.OTCMarkets.com), and (iv) has been posted through the OTC Disclosure and News Service.

This Opinion and conclusions herein are based upon documentation and facts made available by the Company and are based on the assumption of accuracy of those documents and facts. All such information is believed to be true. In the event the facts and information in all such documents and or other information provided by management are determined not to be true, this opinion shall be null and void. For purposes of this Opinion as to matters of fact we have relied upon information of public officials, officers of the Issuer and other sources and believe all such information to be reliable.

Thank you for your consideration of this matter, and please, do not hesitate to contact me should you have any further questions at 212-262-6188.

Very truly yours,  
Sayid and Associates, LLP



M. David Sayid, Managing Partner

cc. Dale Henry, President  
Spectrum Acquisition Holdings Inc.