

# LEGAL & COMPLIANCE, LLC

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OF COUNSEL:  
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February 27, 2014

OTC Markets Group Inc.  
304 Hudson Street, 3<sup>rd</sup> Floor  
New York, New York 10013

Re: Attorney Letter (this “Letter”) with respect to *Initial Company Information and Disclosure Statement* of Garb Oil & Power Corporation.

Dear Sir/Madam:

This law firm has acted as corporate and securities counsel (“Counsel”) for Garb Oil & Power Corporation (the “Issuer”) and has been asked to render this letter (“Letter”) to OTC Markets Group Inc. (“OTC Markets Group”) as to the Issuer’s compliance with the Guidelines for Disclosure of Adequate Current Information. OTC Markets Group is entitled to rely on the 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 (the “Securities Act”).

Counsel has examined such corporate records and other documents and such questions of law as it considered necessary or appropriate for purposes of rendering this Letter. In connection with the preparation of this Letter, Counsel has reviewed the following specific document concerning the Issuer (the “Information”), which Information is publicly available through the OTC Disclosure & News Service:

- *Initial Company Information and Disclosure Statement* of the Issuer posted to the OTC Disclosure & News Service on February 27, 2014

In addition, Counsel has: (i) personally met with management and a majority of the directors of the Issuer, (ii) reviewed the Information, as amended, published by the Issuer through the OTC Disclosure & News Service and (iii) discussed the Information with management and a majority of the directors of the Issuer. As to matters of fact, Counsel relied on information obtained from public officials, officers of the Issuer and other sources. Counsel has no reason to believe that such information is not reliable.

The Issuer’s transfer agent (the “Transfer Agent”) is Standard Registrar and Transfer Co., Inc., 12528 South 1840 East, Draper, UT 84020. The Transfer Agent is registered with the Securities

and Exchange Commission (the "SEC"). The undersigned personally confirmed with the Transfer Agent the number of outstanding securities set forth in the Information.

M. Aimee Coleman, the Issuer's Principal Accounting Officer, is responsible for the preparation of the financial statement and notes thereto contained in the Information (the "Financial Statements"). The Financial Statements are not audited. Ms. Coleman has over 25 years of accounting and office management experience, including extensive experience preparing financial statements and SEC disclosure reports for public companies.

To the best knowledge of Counsel, after inquiry of management and the directors of the Issuer, neither the Issuer nor any 5% shareholder nor Counsel is currently under investigation by any federal or state regulatory authority for any violations of federal or state securities laws.

The Information: (i) constitutes adequate current public information concerning the shares of common stock of the Issuer (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 of the Securities Exchange Act of 1934; (iii) complies as to form with the OTC Markets Group's Pink Disclosure Guidelines, which are located on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com); and (iv) has been posted through the OTC Disclosure & News Service.

Moreover, Counsel: (i) is a resident of the United States, (ii) resides in the State of Florida, (iii) is admitted to practice law in the State of Florida, and (iv) is permitted to practice before the SEC and has not been prohibited from practice thereunder.

No person other than OTC Markets Group is entitled to rely on this Letter; however, in connection therewith, OTC Markets Group is granted full and complete permission to publish the Letter through the OTC Disclosure & News Service for viewing by the public and regulators. In addition, the opinions expressed in this Letter are given as of the date of this Letter and Counsel disclaims any obligation to advise OTC Markets Group of any change in any matter set forth herein.

Sincerely,

Legal & Compliance, LLC



Laura E. Anthony, Esq.,  
For the Firm