

PARSONS/BURNETT/BJORDAHL LLP

ATTORNEYS

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**VIA FACSIMILE (212-652-5920) AND ELECTRONIC MAIL
(issuers@pinkotc.com) ONLY**

July 27, 2010

Pink OTC Markets, Inc. ("Pink Sheets")
304 Hudson Street, 2nd Floor
New York, NY 10013

Re: S3 Investment Company, Inc. (SIVC.PK)

Gentlemen;

I have been retained by S3 Investment Company, Inc. (SIVC: OTC), a California corporation (hereinafter "Company" or "Issuer"), for the purpose of rendering this letter to you with respect to the information publicly disclosed by them to you and published in the Pink Sheets News Service. This firm has provided legal services as outside counsel from time to time for the past five (5) years. Pink Sheets 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) under the Securities Act of 1933, as amended (the "Act"). I hereby consent to having this letter posted by the Issuer, and to have it published, accompanying their disclosure in the Pink Sheets News Service.

I hereby represent that I am a U.S. resident and I am licensed to practice law in the state of Washington. I am currently permitted to practice before the Securities and Exchange Commission (the "SEC") and have not been prohibited from practicing thereunder. In addition, I hereby represent that neither I nor my firm is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

1. Facts and Assumptions

In connection with rendering this opinion, I have investigated such matters and examined such documents as I have deemed necessary. In examining the documents, I have assumed the genuineness of signatures (both manual and conformed), the authenticity of documents submitted as originals, the conformity with originals of all documents furnished as copies and the correctness of facts set forth in such documents.

Nothing came to my attention during the course of my investigation that led me to conclude that any such documents were not genuine or authentic or that the facts set forth therein were not true. Any opinion expressed herein relates only to the Company and its securities. It should not be relied upon by any other person in connection with any other transaction.

2. Inquiry and Investigation

As to matters of fact upon which I have relied and obtained from officers and directors of the Company and other sources, I have believed such sources to be reliable. I have personally met with the officers and a majority of directors, reviewed the information, as amended, published by the issuer through the OTC Disclosure and News service and discussed the information with management and a majority of the directors of the Company.

I have examined such corporate records and other documents and such questions as I deemed necessary or appropriate for purposes of rendering the letter. Based upon such investigation, to the best of my knowledge, neither the Company, its officers and directors, any holder of 5% or more of the securities of the Company, nor counsel for the Company is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

In addition, I have viewed the information (the "Information") filed by the Company on www.pinksheets.com, including, without limitation, (i) the Company's Initial Information and Disclosure Statement for the period ended March 31, 2009, and posted June 30, 2009; (ii) a filing for the period ended March 31, 2009, and posted June 11, 2009; (iii) a filing for the annual period ended June 30, 2009, and posted October 23, 2009; (iv) a quarterly filing for the period ended September 30, 2009, and posted December 8, 2009; (v) a quarterly filing for the period ended December 31, 2009, and posted February 12, 2010; and (vi) a quarterly filing for the period of March 31, 2010, and posted on May 25, 2010. The financial statements are not audited and were prepared in accordance with GAAP, with the assistance of Karen Riessen, the Issuer's controller. Ms. Riessen has had significant experience in preparing financial statements over the course of the past twenty years.

I further confirmed with the transfer agent of the Issuer, Transfer Online, Inc. ("Transfer Online"), that Transfer Online is registered with the SEC and that the number of shares of the Issuer issued and outstanding at March 31, 2010, is consistent with the corporate records of the Issuer. I have reviewed the Information published by the Issuer on the Pink Sheets News Service and discussed the Information with management.

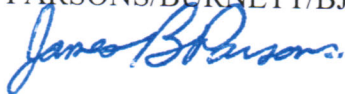
3. Conclusions

Based on the examination and inquiry set forth above, I am of opinion that the Information (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 Act, (ii) included 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, as amended, (iii) complies as to form with the Pink Sheets Guidelines for providing Adequate Current Information, which Guidelines are located on the Internet at www.pinksheets.com, and (iv) has been posted in the Pink Sheets News Service.

This letter is being delivered to you for your sole use and benefit and is not to be used, circulated, quoted or otherwise referred to or relied upon for any other purpose without our express written consent, except that Pink Sheets may publish the letter in the Pink Sheets News Service for viewing by the public and regulators. It is understood that I express no opinion as to the applicability to or compliance of the Company with any other federal or state securities laws. In addition, this letter is given as of the date set forth above and is restricted to the stated facts and circumstances presented to me and described herein, and that any other or different facts and circumstances might require a different letter by me, and I assume no, and hereby disclaim any obligation to update or supplement this letter to reflect any facts or circumstances that may hereafter come to my attention or any changes in laws that may hereafter occur or which occurred prior to the date hereof, the occurrence of which I had no knowledge.

Sincerely,

PARSONS/BURNETT/BJORDAHL, LLP



James B. Parsons
JBP/aqs

cc: client