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August 23, 2010

Pink OTC Markets  
304 Hudson Street  
2<sup>nd</sup> Floor  
New York, NY 10013

**Re: *Pacific Entertainment Corporation***  
***Quarterly Report for 2nd Quarter 2010***

Ladies and Gentlemen:

This law firm has acted as general and regular disclosure counsel for Pacific Entertainment Corporation, a California corporation (the "Issuer"), since its inception in January 2006, including for the purpose of reviewing the current information supplied by the Issuer to Pink OTC Markets in connection with the inclusion of the Issuer's common stock (the "Securities") on the Pink OTC Markets.

As counsel to the Issuer, we have examined originals or copies, certified or otherwise, identified to our satisfaction as being true copies, of the Articles of Incorporation and Bylaws of the Issuer, and such other corporate records of the Issuer, certificates of public officials and of officers of the Issuer and others (all of whom were believed to be reliable), and other documents as we have deemed necessary for the purpose of this Opinion.

The Issuer is not a reporting company and, therefore, does not file annual or other reports with the U.S. Securities & Exchange Commission ("SEC"). We have reviewed the following and other documents, including those which have been made publicly available through the Issuer's postings of such documents via the OTC Disclosure and News Service (collectively, the "Disclosure Documents"):

1. Quarterly Report (July 22, 2010), including unaudited balance sheets of the Issuer as of June 30, 2010 and December 31, 2009, and the related unaudited statements of operations, stockholders equity and cash flow for the periods ended June 30, 2010 and June 30, 2009; and
2. Supplemental Report (June 29, 2010).

We are informed that the financial statements included in the Disclosure Documents were prepared by the Issuer's controller, Jeanene Morgan. We are informed that Ms. Morgan has owned and operated Morgan Consulting for over nine years, providing management consulting and accounting services to multiple organizations, and currently provides controller services to the Issuer through that firm. She previously acted as Chief Financial Officer for Thaon Communications. She has a B.S.B.A. from Hawaii Pacific University, where she also taught courses in finance and accounting, and has an M.B.A. in International Management from the University of Dallas. Klaus Moeller, the Chief Financial Officer of the Company assisted in the preparation of the financial statements and has signed off on them.

The transfer agent for the Securities is Globex Transfer, LLC, whose primary address is 1607 Trinidad Ave., Deltona, Florida 32725. The transfer agent has represented to us that it is registered with the SEC and we have verified that filings have been made by the transfer agent via the SEC's EDGAR filing system under CIK# 0001434234. We relied on stockholder lists provided by the transfer agent to the Issuer and other written communications with the transfer agent to confirm the number of outstanding shares, the number of shareholders and the number of beneficial owners set forth in the Disclosure Documents.

As counsel to the Issuer, we have advised the Issuer as to the requirements of Rule 144(c) of the Securities Act of 1933, as amended (the "Act") and Rule 15c2-11 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), examined such corporate records and other documents and such questions of law as counsel considered necessary or appropriate for purposes of rendering this letter, and rendered other legal advice and assistance in the course of the preparation of the Disclosure Documents.

Rendering such assistance involves, among other things, meeting in person or telephonically with the management and the board of directors of the Issuer and with the Issuer's independent auditor (each of which is believed to be reliable), discussions and inquiries concerning various legal matters and review of other documents and records. Counsel has communicated with each of Messrs. Moeller, Meader, Howard Balaban and Larry Balaban and with controller, Jeanene Morgan, from time to time regarding various disclosure items contained in the Disclosure Documents.

On July 22, 2010, counsel attended a special meeting of the Board of Directors attended by Mr. Michael Meader, Mr. Larry Balaban and Ms. Jeanene Morgan in person and by Messrs. Klaus Moeller, Howard Balaban and Saul Hyatt via video conference so that counsel could see each member of the board face-to-face. During the meeting, counsel was given the opportunity to and did discuss with each member of management and the Board of Directors the accuracy of each item of disclosure included in the Quarterly Report. Due to the fact that the members of the Issuer's Board of Directors do not reside locally and members of its management and Board of Directors are frequently travelling, not all members of the Board were able to attend the meeting in person.

Except as expressly set forth below with respect to legal matters, we have not independently verified the accuracy, completeness or fairness of the statements contained in the

Disclosure Documents. Also, we do not express any opinion or belief as to the financial statements, schedules or other financial or statistical data contained in the Disclosure Documents. In rendering the opinions stated herein, we have relied on information obtained from public officials, officers of the Issuer and other sources, each of which is believed to be reliable.

Based upon and subject to the foregoing, and having considered such questions of law as we have deemed relevant, we are of the opinion that:

- (i) the information contained in the Disclosure Documents 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) the information contained in the Disclosure Documents 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 Exchange Act;
- (iii) the information contained in the Disclosure Documents complies as to form with the Pink OTC Markets’ Guidelines for Providing Adequate Current Information; and
- (iv) the information contained in the Disclosure Documents has been posted through the OTC Disclosure and News Service.

Subject to the foregoing, we also advise you that, to the best of our knowledge, after inquiry of management and the directors of the Issuer, none of the Issuer, any 5% holder, or counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

Also, subject to the foregoing, we further advise you that, to the best of our knowledge, after inquiry of management and the directors of the Issuer, the full name, business address and number and class of the Issuer’s securities beneficially owned by each executive officer, director, general partner or other control person is, with the following exception, as listed in Items XI, XIV and XV of the Issuer’s Annual Report filed on March 3, 2010 (the “Annual Report”), as amended from time to time by the supplemental and quarterly reports, that any securities issued in consideration of services were in consideration of services to the Issuer in such capacities, and that no other promoter, finder, consultant or other advisor of the Issuer assisted, prepared or provided information with respect to the Issuer’s disclosure. In May 2010, all of the 7,288,125 shares held by the Klaus Moeller Family Trust dated October 14, 2003 were reissued with restrictions in the names of Mr. Moeller (4,148,125 shares) and his wife, Shelly Moeller (3,140,000 shares). On or about June 24, 2010, 1,000,000 shares held in the name of Klaus Moeller were gifted to his sister, Isabel Moeller, reducing his holdings to 3,148,125 shares.

All securities issued to executive officers, directors, general partners or other control persons of the Issuer were issued with, and still bear, restrictive legends stating that the securities have not been registered under the Act and setting forth or referring to restrictions on transferability and sale of securities. A complete description of the consideration received by the Issuer in connection with each such issuance of securities to any of them, including, without limitation, the nature of any services performed for or on behalf of the Issuer, is set forth in Items XI and XIV of the Annual Report or in the following paragraph.

On October 6, 2009, the Issuer caused to be issued 65,000 shares of its common stock to two separate consultants as disclosed in the Issuer's Supplemental Disclosure Statement filed October 6, 2009. Neither such individual was or is an officer, director, affiliate or promoter of the Issuer. Both were retained to provide business development services to the Issuer during the quarter ending September 30, 2009. The recipients of the shares were Milford H. Balaban (10,000 shares) and Judith Litten (55,000 shares) with addresses located at 379 Primrose Dr., Landsdale, PA 19446 and 4424 Gentry Ave., Studio City, CA 91607, respectively. These shares were issued with restrictive legends pursuant to Section 4(2) of the Act. Pursuant to the consulting agreements, each consultant has agreed to abide by the terms and conditions of the Issuer's insider trading policies for so long as he or she continues to act as a consultant to the Issuer.

On March 4, 2010, the Issuer entered into a consulting agreement with James Sommers whereby the Issuer was required to grant Mr. Sommers an option to purchase up to 250,000 shares of the Issuer's no par value common stock at an exercise price of \$0.50 per share. The option was granted on June 21, 2010 with a three-year term and will expire ninety (90) days following termination of Mr. Sommers's employment by the Issuer. Upon exercise of the option, all shares issued to Mr. Sommers will bear restrictive legends stating that the securities have not been registered under the Act and setting forth or referring to restrictions on transferability and sale of securities. Pursuant to the consulting agreement, Mr. Sommers has agreed to abide by the terms and conditions of the Issuer's insider trading policies for so long as he continues to act as a consultant to the Issuer. Mr. Sommers's address is 7095 Hollywood Blvd, Suite 833, Los Angeles, CA 90028.

For purposes of this paragraph, the term "control person" includes (i) any person controlling, under common control with, or controlled by, the Issuer, or (ii) any person who obtained securities of the Issuer in connection with a negotiation with the Issuer within the three-year period prior to the date of this letter, and with respect to any of the Issuer's control persons that is an entity or any parent entity of any control person, to the best of our knowledge, after inquiry of management and the directors of the Issuer, the Disclosure Statement includes such information for each control person of such entity or parent entity.

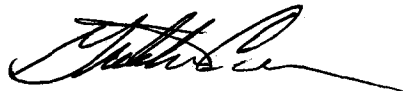
In providing you the information in the immediately preceding paragraphs, we further advise you that we made specific inquiry of each executive officer, director, general partner and other control person of the Issuer, each person identified to us as owning more than ten percent (10%) of the Securities and each person identified to us as persons engaged in promotional activities regarding the Issuer (collectively, the "Insiders"). Based upon such inquiries and other

information available to us, we further advise you that, to the best of our knowledge and except as noted in the preceding paragraph, any sales of the Securities by Insiders within the twelve-month period prior to the date of this letter have been made in compliance with Rule 144, including, without limitation, any required filings of Form 144, and nothing has come to our attention indicating that any of the Insiders is in possession of any material non-public information regarding the Issuer or the Securities that would prohibit any of them from buying or selling the Securities under Rules 10b-5 or 10b5-1 under the Exchange Act. Private sales of restricted securities were made by certain officers of the Issuer in accordance with the exemption from registration known as Section 4(1 ½) during the third and fourth quarters of 2009 as reported in those certain Officer/Director/Affiliates Stock Transactions Disclosure Statements filed by the Issuer on September 29, 2009 and November 5, 2009, and the Company's Vice President of Business Development sold 81,250 shares for an aggregate price of \$32,500 in a private transaction on March 9, 2010 pursuant to the Section 4(1 ½) exemption. Shares issued upon each sale were issued with restrictive legends stating that the securities have not been registered under the Act and setting forth or referring to restrictions on transferability and sale of securities, each such person was determined to be an "accredited investor" within the meaning of Rule 501(a) under the Act and each such person was informed of the required holding periods for the Securities so purchased.

The representatives of this law firm compiling this letter and signing this opinion in the name of the firm are U.S. residents. Counsel is permitted to practice before the SEC and has not been prohibited from practice thereunder. We express no opinion as to matters of law other than the laws of the State of California (where we are licensed to practice) and the federal law of the United States of America.

This letter is furnished by us as counsel to the Issuer and is issued to Pink OTC Markets, which 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 Act, solely for its benefit and may not be relied upon by, nor may copies be delivered to, any other person without our prior written consent; provided, however, that Pink OTC Markets may publish the letter through the OTC Disclosure and News Service for viewing by the public and regulators. We disclaim any obligation to update this opinion letter for events occurring after the date hereof.

Very Truly Yours,  
LAW OFFICES OF GRETCHEN COWEN, APC



Gretchen Cowen, Esq.