

# DAVISSON & ASSOCIATES, PA

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August 3, 2022

OTC Markets Group, Inc.  
304 Hudson Street -- 2nd Floor  
New York, New York 10013

VIA PDF FOR FILING ON OTC MARKETS/PINK

Re: Alpha Wastewater, Inc. - Attorney Letter with Respect to Periodic Disclosure and Annual Disclosure Statements for all Periods Ended June 30, 2021, September 30, 2021, December 31, 2021 and March 31, 2022.

Dear Sirs:

This letter is written on behalf of Alpha Wastewater, Inc., (the "Issuer"). OTC Markets Group, Inc. ("OTC Markets") 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 Securities Act of 1933, as amended, with regard to Issuer's common stock (the "Securities"). This law firm Davisson & Associates, PA, is a professional corporation, incorporated in the State of Minnesota and the undersigned counsel (hereafter "Counsel") is a U.S. resident and they have been retained by the Issuer for the purpose of rendering this letter and related matters. We serve as corporate and securities counsel to the Issuer. Counsel has no relationship with the Issuer other than as attorney-client and Peder K. Davisson's prior agreement to serve as the Issuer's sole member of its board of directors as well as its sole officer, serving as President, CEO, Treasurer, CFO and Secretary. Counsel does not now own any of the Issuer's Securities nor is there any agreement to receive shares in the future in payment for services or otherwise. Counsel has no existing or prior relationship with any prior counsel of Issuer.

Without relying on the work of other counsel, we have examined such corporate records and other documents and such questions of law as considered necessary or appropriate for purposes of rendering the letter and have relied on information obtained from public officials, the custodian, officers of the Issuer and other sources believed to be reliable. In connection with rendering this opinion, we have investigated such matters and examined such documents as deemed necessary. In examining the documents, we 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.

In addition to the current information requirements, this letter is written to address the Company's current information requirements and also is provided to meet the requirements necessary to have the Issuer's Limited Information designation removed.

- A. David Bartels CEO and director of the Issuer, whose business address is 699 Hampshire Rd Suite 105, Westlake Village, CA 91361. Mr. Bartels is intended to hold 100 Shares of the Company's Series B Preferred Shares as previously disclosed when the transaction previously disclosed is finalized and therefore is the beneficial owner of those shares.
- B. Jonathan Black, Esq. COO and director of the Issuer, whose business address is 699 Hampshire Rd Suite 105, Westlake Village, CA 91361. Mr. Black does not own any of the Issuer's shares.

- C. Jacob Litke, CTO and director of the Issuer, whose business address is 699 Hampshire Rd Suite 105, Westlake Village, CA 91361. Mr. Litke does not own any of the Issuer's shares of stock.
- D. Gregg Saunders, CPA, consultant who assisted with preparation of the financial statements of the Issuer for current information and initial disclosure purposes, whose business address is 699 Hampshire Rd Suite 105, Westlake Village, CA 91361, holds none of the Issuer's shares of stock.
- E. C. Joseph J Passalacqua, manager of Investment Series Reserves, LLC, Custodian who legally remains in control until imminently dismissed by the Nevada 8<sup>th</sup> District Court, whose business address is 7325 Oswego Rd, Liverpool, NY 13090, no longer holds shares of the Issuer's stock.
- F. Friction & Heat, LLC, Joseph J. Passalacqua who has greater than 5% voting control and whose business address is 8744 Riverside House Path, Brewerton, NY 13029. Friction & Heat, LLC provided the advances necessary for the custodianship and carrying costs of the company such as Secretary of State fees, legal fees, transfer agent fees, etc. Although it does not currently hold shares of the Issuer's common or preferred stock, it is contractually entitled to receive shares, the percentage and total number will depend on a number of factors that have not been resolved but will be resolved upon finalization of a transaction with the Company in the future. These shares will be restricted and bear the standard Rule 144 legend.
- G. 5240 Investments Ltd whose address is 5145 Keith Road West, Vancouver BC Canada V7W2M9 has a greater than 5% interest in the Issuer's common stock, we have not received a response from letters sent and do not have the name of the principal of this entity, these shares were issued November 29, 2011 and are restricted.
- H. Ricochet Trading Inc. whose address is 212 Bradford Dr, Carencro, LA 70520 has a greater than 5% interest in the Issuer's common stock, we have not received a response from letters sent and do not have the name of the principal of this entity, these shares were issued September 29, 2014 and are restricted

Counsel has made specific inquiry of each of the persons listed above, and persons owning more than five percent (5%) of the Securities (collectively, the "Insiders") and none appear to have been persons engaged in promotional activities regarding the Issuer as all hold only restricted shares and based upon such inquiries and other information available to counsel, no sales of the Securities by Insiders have been made within the twelve-month period prior to the opinion thus they are in compliance with Rule 144 "sales" requirements. Neither Ricochet Trading Inc. nor 5240 Investments Ltd. appear to have made Form 3 or 4 filings with respect to their holdings, however nothing has come to the attention of counsel 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.

Counsel is authorized to practice law in the state of Minnesota and is permitted to practice before the U.S. Securities and Exchange Commission (the "Commission"), has not been prohibited from practice before the Commission, is not currently nor in the past five years, been under investigation, been the subject of a hearing or proceeding by the Commission, by the U.S. Commodity Futures Trading Commission, by the Financial Industry Regulatory Authority or by any federal, state or foreign regulatory authority.

Counsel is not currently nor at any time in the past five years, been charged civilly or criminally, nor has counsel been suspended or barred from practice in any jurisdiction for any such matter.

In connection with the preparation of this letter, we have reviewed the following documents in connection with the preparation of the letter (the "Information"), the dates that such documents were posted on OTC Disclosure and News Service ("OTC News Service" and formerly "Pink Sheets News Service") as well as Edgar as reflected

therein:

Issuer was incorporated in Nevada on June 20, 1997 under the name, “California Seasons Franchise Corporation.” Thereafter, in September 1998 its name was changed to Silicon South, Inc., finally changing its name to Alpha Wastewater, Inc. on August 15, 2011. Issuer has undertaken to provide the most up-to-date information and has submitted the following documents to enable placement on OTC News Service (formerly Pink Sheets News Service) as current information through full corporate public disclosure, including its most recent Annual Disclosure Report and Financial Statements for year ending December 31, 2021 which contain the full financial statements, together with notes thereto, along with the Disclosure Statements and Financial Statements for the Interim Quarterly Periods Ending June 30, 2021, September 30, 2021 and March 31, 2022 (periods not covered by our previously posted attorney letter). This Information includes information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities under Rule 15c2-11 and complies as to form with the OTC Markets Guidelines for Providing Adequate Current Information. This Information has been made available and verified by the appropriate officers and has been made available through the OTC Markets disclosure platform and includes not less than the following:

The following Information and documents were reviewed in relation to the Issuer:

All material contracts associated with Issuer;  
Articles of incorporation and Corporate By-Laws;

<b>Posted</b>	<b>Report Title</b>	<b>Period End Dates</b>
August 16, 2021	Quarterly Disclosure and Financial Statements for Q2 ended June 30, 2021	June 30, 2021
November 17, 2021	Quarterly Disclosure and Financial Statements for Q3 ended September 30, 2021	September 30, 2021
May 9, 2022	Annual Disclosure and Financial Statements for Q4 ended December 31, 2021	December 31, 2021
July 14, 2022	Quarterly Disclosure and Financial Statements for Q1 ended March 31, 2022	March 31, 2022

The Disclosure and Financial Statements cover the interim periods ending June 30, 2021, September 30, 2021, and March 31, 2022 as well as the most recent year ended December 31, 2021 (periods following our last attorney letter that was posted), each presented in accordance with US GAAP. The information, as of the periods covered by this letter, in our opinion, having so reviewed the above enumerated documents, (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 Securities Act, including its dissemination on OTC Markets’ disclosure platform; (ii) includes all of the substantive 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 (v3.1 dated June 2021) which are located on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com); and (iv) has been posted on the OTC Markets News Service.

Please be advised that:


- The person responsible for the preparation of the financial statements contained in the annual reports that are included in the Issuer’s Disclosure Statement is Gregg Saunders, CPA, 699 Hampshire Rd Suite

105, Westlake Village, CA 91361; Telephone Number 203-459-9602. The financial statements have not been audited. Mr. Saunders is a certified public accountant and has many years of experience assisting companies become US GAAP compliant. This was the primary purpose for which the Issuer engaged him; that is to assist the Issuer with the preparation of its financial statements and the notes thereto for filing with OTC Markets as well as for filing with its planned SEC registration statement. Mr. Saunders has confirmed that, while unaudited, all information for these June 30, 2021, September 30, 2021, December 31, 2021 and March 31, 2022 Disclosure Reports and Financial Statements have been provided, to the best of his ability, in accordance with GAAP standards, fairly representing in his view the financial position of the company.

- The Issuer’s transfer agent is Action Stock Transfer Corporation, 2469 E. Fort Union Blvd., Suite 214, Salt Lake City, UT 84121; Telephone Number: 801-274-1088, Email [jb@actionstocktransfer.com](mailto:jb@actionstocktransfer.com) (the “Transfer Agent”). The Transfer Agent is registered under the Exchange Act. Counsel has confirmed that it is registered with the SEC.
- Counsel has, for the period covered by this report, (i) personally met with the manager of the Custodian, Joseph C. Passalacqua via video conference and a majority of the Board of Directors and Officers of the Issuer as of the date of this Information and as such the requirement that counsel “personally meet with a majority of the board of directors” is met since they are one in the same, (ii) reviewed the Information, as amended, published by the Issuer on the OTC Disclosure and News Service and (iii) discussed the Information with the manager of the Custodian of the Issuer, Joseph C. Passalacqua.
- To the best of our knowledge, after inquiry, neither the issuer nor any holder of 5% of the Issuer’s Securities, is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.
- The Issuer was previously considered a “shell company” as defined in Rules 405 of the Securities Act of 1933, as amended and Rule 12-b-2 of the Securities Exchange Act of 1934, as amended. The Issuer is now no longer considered a shell company and ceased being a shell on July 16, 2021.

No person other than OTC Markets is entitled to rely on this letter but grants OTC Markets full and complete permission and rights to publish the letter in its OTC Markets Disclosure and News Service for viewing by the public and regulators. We are admitted to practice in the State of Minnesota, and the foregoing opinions are limited to the laws of said state and the federal laws of the United States of America. We express no opinion as to the applicability to or compliance with any state securities or “blue-sky” 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 us and described herein, and that any other or different facts and circumstances might require a different letter, and we assume no, and hereby disclaim any, obligation to update or supplement this letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in laws that may hereafter occur or which occurred prior to the date hereof, the occurrence of which we had no knowledge.

Regards,  
Davisson & Associates, PA



By: Peder K. Davisson, Esq.