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June 9, 2025

**VIA FIRST CLASS MAIL**

OTC Markets Group  
100 M Street SE, Suite 220  
Washington, DC 20003  
c/o Alex Krenz

Re: *Upper Street Marketing, Inc.*

Dear Mr. Krenz,

Upper Street Marketing, Inc. (the “Issuer” or the “Company”), an Oklahoma corporation, has requested our opinion with respect to the adequacy, availability, and compliance of the reports publicly disclosed by the Issuer and published in the OTC Disclosure and New Service on October 31, 2024 for the annual report of financials for the years ended December 31, 2021 through 2023, as amended; the quarterly report for the three and nine months ended September 30, 2024; and the annual report of financials for the year ended December 31, 2024. This opinion is solely for the information of the addressee hereof and OTC Markets Group, Inc. is entitled to rely on such letter in determining whether the Issuer has made adequate current financial information publicly available within the meaning of Rule 144(c)(2) promulgated under the Securities Act of 1933. The undersigned grants OTC Markets Group, Inc. full and complete permission and right to publish the letter in the OTC Disclosure and News Service for viewing by the public and regulators.

The undersigned is a U.S. resident and was retained by the Issuer for, among other things, the purpose of rendering this opinion and related matters. The undersigned was admitted to the Bar of the State of Pennsylvania in 2012 and is authorized to practice law in Pennsylvania and New Jersey. This opinion is based on our knowledge of the law and facts as of the date hereof. The undersigned has examined such corporate records and other documents and such questions of laws as deemed appropriate for the purposes of rendering this opinion.

In rendering the legal opinion contained in this letter, we have reviewed certain documents and information furnished by the Issuer including but not limited to the Issuer’s Articles of Incorporation, Bylaws, and Minutes of directors’ meetings and directors’ consents reflecting actions of its Board of Directors and such other documents as we deemed relevant and necessary as a basis for the opinion hereinafter set forth. In such examinations, we have assumed the genuineness of all signatures set forth on each document, the authenticity of all original documents and the conformity

to original documents of all copies of such documents as may have been supplied to us during the course of our examination.

For the purposes of rendering this opinion, we have assumed that no person or entity has engaged in fraud or misrepresentation regarding the inducement relating to, or the execution or delivery of, the documents reviewed. Furthermore, we express no opinion as to the validity of any assumptions, form or content of any financial or statistical data contained therein. The terms used in this opinion shall have the meaning ascribed to them in the documents relied upon in rendering our opinion.

With respect to the financial statements of the Company referred to in this letter, it is the opinion of the undersigned that the Financial Statements and footnotes thereto, and Disclosure Statements for the reporting periods delineated above all of which have been published on the OTC Disclosure and News Service as set forth above: (i) constitute “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 of 1933; (ii) include 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 promulgated under the Securities Exchange Act of 1934 (the “Exchange Act”); (iii) comply as to form with the Pink Sheets Guidelines for Providing Adequate Current Public Information, which are located on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com); and (iv) have been posted in the OTC Disclosure and News Service. Furthermore, after reasonable investigation, I have no reason to believe that such information contained any untrue statement of a material fact or omitted to state a material fact in order to make the statements made, in light of the circumstances under which they were made, not misleading.

The Financial Statements and Footnotes thereto referenced in the preceding paragraphs were prepared by Peter Hellwig of H-Squared Ventures, LLC the Company’s advisor and consultant, who has significant experience in preparation of periodic financial reports for publicly traded companies.

The Company’s transfer agent is Standard Registrar and Transfer Company, which is registered with the SEC. We have reviewed the verified outstanding share amount presented by the transfer agent as of June 9, 2025 to confirm that the number of outstanding shares set forth in the Information is correct.

The undersigned has (i) virtually met with the Issuer’s CEO, John Quinn, (ii) reviewed the Information published by the Issuer on the OTC Disclosure and News Service, and (iii) discussed the Information with Mr. Quinn. To the best of our knowledge, and after reasonable inquiry of the Issuer’s CEO and review of the public record, there is no officer, director, 5% holder, or Company counsel currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

As of the date of this letter the Company is not a “shell company” as that term is defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Securities and Exchange Act of 1934.

On November 5, 2024 the Company acquired Casa Rica Tequila (“Casa Rica”), a premium brand of tequila in the United States. Immediately following the acquisition of Casa Rica, the Company was no longer a shell company as defined in Rule 12b-2 of the Exchange Act.

The reason that the Company is no longer a shell Company is that Casa Rica has substantial

operations and assets, including intellectual property (trademarks, brand names, and “recipes”). In addition, as of December 31, 2024 the Company generated revenues of \$185,250.00 through the sale of Casa Rica tequila, which was disclosed in the Annual Report for the year ended December 31, 2024 filed with OTC. It is for the aforementioned reasons that the Company believes immediately following the Company’s acquisition of Casa Rica that it is no longer a shell Company as defined by Rule 12b-2 under the Exchange Act.

This opinion is solely for the information of the addressee hereof and the other parties specifically identified in the first paragraph hereof and is not to be quoted in whole or in part or otherwise referred to, nor is it to be filed with any governmental agency or other person without our prior written consent. Other than the addressee hereof and such other identified parties, no one is entitled to rely on this opinion. This opinion is based on our knowledge of the law and facts as of the date hereof. We assume no duty to communicate with you with respect to any matter which comes to our attention hereafter.

If you have any questions or comments with respect to any of the foregoing, please do not hesitate to contact me.

/s/ Jon-Jorge Aras  
Jon-Jorge Aras, Esq.