

THE LAW OFFICES OF
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September 23, 2005

To: Pink Sheets, LLC ("Pink Sheets")

Re: Klegg Electronics, Inc.

Gentlemen:

Klegg Electronics, Inc., a Nevada corporation, (the "Company"), has retained the undersigned counsel for the purpose of rendering our opinion with respect to the transferability, without compliance with the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), of 2,400,000 previously issued shares of common stock of the Company presently held by 42 shareholders, the identity of whom is disclosed at Exhibit 1 to this letter.

In rendering the legal opinion contained in this letter, we have reviewed certain documents and information furnished by the Company which have been fully relied upon as being authentic without further investigation, as well as such questions of law as counsel considered necessary or appropriate for purposes of rendering the opinion. These documents include copies of the Articles of Incorporation; Bylaws of the Company; Offering Prospectus dated March 29, 2004; Form D "Notice of Sales of Securities Pursuant to Regulation D" dated April 15, 2004; the Certified List of Shareholders of the Company; and the information and disclosure statement posted on the Pink Sheets News Service.

The undersigned counsel is licensed to practice and is in good standing with the State Bar of Nevada and the State Bar of California. In addition, the undersigned counsel is admitted and qualified to practice in the United States District Court for the District of Nevada and the Eastern District of California. The undersigned counsel is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder. This opinion covers the laws of the United States and the laws of the State of Nevada.

FACTS

As to the following matters of fact, the undersigned counsel has relied upon information obtained from public officials, officers of the Company, and other sources, and all such sources were believed to be reliable. Based upon our review of the above referenced information, our law firm has ascertained the following facts and history of the Company:

(1) The Company was organized under the laws of the State of Nevada on October 16, 2003, and was authorized to issue up to 75,000,000 shares of common stock, par value \$0.001.

(2) On March 29, 2004, the Company was issued a permit to sell securities by the State of Nevada, pursuant to the Company's application for registration by qualification of its offering of common stock in that state.

(3) On March 31, 2004, the Company completed a public offering of shares of common stock of the Company pursuant to Regulation D, Rule 504 of the Securities Act of 1933, as amended, and the registration by qualification of said offering in the State of Nevada, whereby it sold 1,000,000 shares of common stock to approximately 42 unaffiliated shareholders of record, none of whom were or are (i) the Company, (ii) an underwriter with respect to the shares (within the meaning of Section 2(11) of the Securities Act) or (iii) an affiliate of the issuer (within the meaning of Rule 144(a)(1) under the Securities Act.

(4) On or about April 15, 2004, the Company filed five copies, one of which was an original, of an amended Form D "Notice of Sales Pursuant to Regulation D" notifying the Securities Exchange Commission that the offering was exempt from the registration provisions of Section 5 of the Securities Act pursuant to Regulation D, Rule 504 of such same act.

(5) Subsequent to the offering, the Company split forward on a 10 for 1 basis its common stock. Subsequent to that, the Company reverse split on a 1 for 25 basis its common stock. Subsequent to that, the Company split forward on a 6 for 1 basis its common stock. As of the date of this letter, the 42 shareholders listed at Exhibit 1 to this letter hold an aggregate of 2,400,000 shares of common stock of the Company.

PERTINENT LAW AND EXPLANATION

Section 5 of the Securities Act requires that any offer or sale of securities which involves the mails or a means of interstate commerce must be registered. Certain offerings may be exempt from the registration process by the nature of the security, nature of the transaction, or the amount of the offering.

Section 2(4) of the Securities Act defines an "issuer" as including "...every person who issues or proposes to issue any security". An issuer is subject to the registration requirements of Section 5 of the Securities Act whenever it makes an original distribution of securities to the public.

Section 4 of the Securities Act provides several transactional exemptions to the registration requirements of Section 5 of the Securities Act, as do certain rules and regulations promulgated thereunder.

Section 4(1) of the Securities Act exempts from registration transactions which do not involve an issuer, underwriter or dealer. The burden of proof is upon the individual or entity claiming the exemption to show that they are not issuer, underwriter or dealer. Section 4(2) of the Securities Act exempts from registration those "...transactions by an issuer not involving any public offering"

Rule 144 provides a background for determining who is an underwriter under Section 4(1) and 2(11) of the Securities Act. This is particularly important for those who are sellers of restricted securities from being classified as underwriters. An investor holding restricted securities who are not professionals in the securities business may be considered to be underwriters if they act as links in the chain of transactions through which securities move to the public. Rule 144 attempts to provide an understanding by delimiting persons who will not be characterized as underwriters and sets out objective standards under which a Section 4(1) exemption is available and provides a safe harbor for claiming it.

Rule 144(a)(1) provides that "An affiliate of an issuer is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such issuer." An affiliate has also been further interpreted to include any officer, director, or ten percent (10%) shareholder of the issuer.

Rule 144(b) provides that any affiliate or other person who sells restricted securities of the issuer of an issuer for his or her own account, or any person who sells restricted securities or any other securities for an account of an affiliate of the issuer, is deemed not to be engaged in the distribution of securities and therefore, is not an underwriter, if the sale is made in accordance with all of the terms and conditions of the rule.

Rule 144(d)(1), provides that if restricted securities are sold then a "...minimum of one year must elapse between that later of the date of the acquisition of the securities from the issuer or from an affiliate of the issuer, and any resale of such securities in reliance on this section for the account of either the acquiror or any subsequent holder of those securities. If the acquiror takes these securities by purchase, the one year period shall not begin until the full purchase price or other consideration is paid or given by the person acquiring the securities from the issuer or from an affiliate of the issuer."

Section 3 of the Securities Act provides exemptions from registration for specified classes of securities. More specifically, Section 3(b) of the Securities Act provides an exemption from the registration requirements of Section 5 of the Securities Act, for issues of securities that do not exceed an aggregate amount of \$5 million by reason of the small amount involved or the limited character of the public offering. Regulation D was adopted under Section 3(b) of the Securities Act and is a series of rules under which certain issuers may effect offerings of securities without registering the offers and sales under the Securities Act, provided that specific conditions have been met.

Regulation D, Rule 504 of the Securities Act of 1933, as amended (the "Act"), provides an exemption from the registration provisions of Section 5 of the Act for limited

offers and sales of securities not exceeding an annual aggregate amount of \$1 million. This exemption is available only to an issuer and is further limited to such issuers that are not subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that are not investment companies of Blind Pool blank check companies.

Securities Act Release No. 39-6949 relieved eligible companies from the specific disclosure requirements and the general solicitation prohibitions previously imposed for offerings under Regulation D, Rule 504. In addition, investors purchasing Rule 504 securities will receive freely transferable securities under applicable securities laws, as long as the securities are sold either (i) exclusively in one or more states that provide for the registration of the securities, and require the public filing and delivery to investors of a substantive disclosure document before sale, and are made in accordance with those state provisions; (ii) in one or more states that have no provision for the registration of the securities or the public filing or delivery of a disclosure document before sale, if the securities have been registered in at least one state that provides for such registration, public filing and delivery before sale, offers and sales are made in accordance with such provisions, and the disclosure document is delivered before sale to all purchasers (including those in states that have no such procedure); or (iii) exclusively according to state law exemptions from registration that permit general solicitation and general advertising so long as sales are made only to "accredited investors" as defined in Rule 501(a).

LEGAL OPINION

Sections 78.211(1) and (2) of the Nevada Business Corporation Act provide that a corporation existing under the laws of the State of Nevada may issue its shares for consideration consisting of any tangible or intangible property or benefit to the corporation, including, but not limited to, cash, promissory notes, services performed, contracts for services to be performed or other securities of the corporation and that the judgment of the Board of Directors as to the adequacy of the consideration received for the shares issued is conclusive in the absence of substantial evidence to the contrary.

Upon my review of the relevant corporate documents, it is my opinion that the Company is validly organized and presently existing in good standing under the laws of the State of Nevada and that it is governed by a validly constituted Board of Directors. The Board of Directors has the capacity and authority to authorize officers of the Company to enter into contracts on behalf of and binding upon the Company for any lawful purpose.

In connection with requesting this opinion, you have informed me that the Company was duly incorporated under the laws of the State of Nevada on October 16, 2003, under the name of Klegg Electronics, Inc. The Company sold 1,000,000 shares of common stock pursuant to a public offering registered by qualification in the State of Nevada to approximately 42 shareholders and the offering was closed on March 31, 2004. On April 15, 2004, the Company filed five copies, one of which was an original, of an amended Form D "Notice of Sales Pursuant to Regulation D" notifying the Securities

Exchange Commission that the offering was exempt from the registration provisions of Section 5 of the Securities Act pursuant to Regulation D, Rule 504 of such same Act. As of September 23, 2005, the 42 shareholders of record referenced in Exhibit 1 hold an aggregate of 2,400,000 shares of common stock.

The Company conducted a public offering where by it issued 2,400,000 shares of common stock to 42 shareholders of record, of which all were unaffiliated shareholders of record, none of whom were or are (i) the Company, (ii) an underwriter with respect to the shares (within the meaning of Section 2(11) of the Securities Act) or (iii) an affiliate of the issuer (within the meaning of Rule 144(a)(1) under the Securities Act. These shares were not registered pursuant to Section 5 of the Securities Act, but were sold in reliance upon an exemption from registration under Regulation D, Rule 504 ("Rule 504"), as well as a registration by qualification dated March 29, 2004 issued by the State of Nevada. Under Securities Act Release No. 6949, dated July 30, 1992, investors purchasing Rule 504 securities receive unrestricted and freely transferable shares. Therefore, it is our opinion that the 42 unaffiliated shareholders who hold 2,400,000 shares of the common stock of the Company hold free trading shares and may sell these securities immediately in a public market without registration under the Securities Act in reliance on an exemption from registration thereunder, and assuming that the purchaser of such shares is neither the Company, an underwriter or dealer, such purchaser may resell such securities freely without registration under the Securities Act in reliance on the exemption from registration provided in Section 4(1) of the Securities Act.

The Company has prepared an information and disclosure statement which has been made available to the public via posting on the Pink Sheets News Service. That information statement contains current information with respect to the Company as required by and defined in paragraph (c) of Rule 144 under the Act.

Rule 405 promulgated under the Securities Act ("Rule 405") defines "registrant" as "the issuer of securities for which the registration statement is filed." The Company does not have securities registered pursuant to Section 12 of the Exchange Act nor is it subject to either Section 13 or 15(d) of the Exchange Act. Therefore, since no registration statement has been filed with the SEC, nor is one required at this point, the Company does not fall under the definition of a "registrant" contained within Rule 405.

Rule 405 defines "shell company" as a registrant, other than an asset-backed issuer as defined in item 1101(b) of Regulation AB, that has: (1) no or nominal operations; and (2) either: (i) no or nominal assets; (ii) assets consisting solely of cash and cash considerations; or (iii) assets consisting of any amount of cash and cash equivalents and nominal other assets. Based upon the review of the Company's information and disclosure statement, including financial information, the Company would not fall within the definition of a "shell company" if the company was a registrant.

The opinions herein expressed are qualified to the extent that the resales of the shares may be subject to or affected by present or future compliance with State or Federal securities laws, bankruptcy, insolvency, reorganization or other laws relating to or affecting the rights of shareholders or creditors of the Company. This firm does not

express any opinion as to any National Association of Securities Dealers member or the broker/dealer's ability or willingness to create, maintain or transact trades in the shares or to whether the National Association of Securities Dealers would permit the listing of the shares of common stock of the Company for sale publicly.

This firm has made no independent attempt to verify the facts set forth in this opinion. Any subsequent information regarding the facts may affect the opinions and conclusions stated herein. The opinions expressed herein are limited to and conditioned upon the facts as stated and as deemed to be in existence based upon the information provided to this firm by the Company. These facts are deemed to be accurate as of the date of this letter and this letter and the opinions do not take into consideration any events that may occur subsequent hereto. Therefore, this firm reserves the right to modify or rescind its opinion if new facts are brought to its attention but has no obligation to expressly inform any holder of this opinion, except the Company.

Be advised that opinion letters from counsel are not binding upon the Securities and Exchange Commission, regulatory bodies or the courts, and, to the extent that persons relying upon this letter may have knowledge of facts or circumstances which are contrary to or which would alter the conclusions and opinions expressed herein then the opinion(s) would not be applicable. The various statutory provisions, regulatory citations, administrative interpretations and court decisions which have reviewed and, in some cases, cited here, are necessarily subject to change from time to time. The opinions expressed herein are based, in part, upon such authorities as they exist as of the date hereof, coupled with and applied to the facts as previously stated which have been provided to this firm by the Company.

No opinion is expressed with respect to any federal or state law, regulation or rule not otherwise expressly referenced herein. In particular, and without limiting the generality of the foregoing, no opinion is given with respect to any secondary trading exemption under the laws of any individual state. Prior to any trading in the shares, the Company must first comply with the rules and regulations of the securities laws in the jurisdictions wherein the shares are to be traded.

No opinion is expressed with respect to any federal or state statute or regulation or with regard to the rules of any self-regulatory authority with which a broker/dealer trading these shares must comply.

The undersigned counsel has reviewed the letter, by Mr. Richard K. Wulff, chief Office of Small Business, Securities and Exchange Commission, dated January 21, 2000, and has considered the manner in which the shares opined upon herein were issued to the holders of the shares and such holders' current intentions to sell the shares through quotations in the Pink Sheets trading venue, and based on such review in light of the facts concerning such issuances and proposed sales, counsel is of the opinion that (i) none of the scenarios described in such letter (or similar scenarios) are being used by the Company, any promoter of the Company, the current holders of the shares, or any affiliate of any of them, to distribute the shares in violation of the registration requirements of the Securities Act and (ii) any sales of such shares as intended would not be a part of a plan

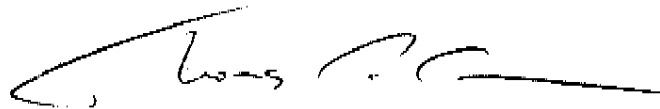
by any of such persons to distribute or redistribute securities to the public in violation of the registration requirements of the Securities Act, although in technical compliance with the rules providing exemptions from such registration requirements.

To the best knowledge of the undersigned, neither the Company, any holder of the Company's shares, or counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

No seller of the shares opined upon herein has or will provide a Form 144 in connection with the sales of the shares opined upon herein.

In issuing this opinion, we acknowledge that Pink Sheets, LLC, each shareholder of the Company described above and the securities broker/dealers through whom such shareholders may seek to sell their Company shares may rely upon this opinion, and we hereby grant to the Company our authorization and consent to provide a copy of this opinion to Pink Sheets, LLC, any such shareholder or his broker/dealer. Furthermore, we hereby grant Pink Sheets, LLC our permission to post this opinion on the Pink Sheets News Service for viewing by the public and regulators.

Sincerely,

A handwritten signature in black ink, appearing to read 'Thomas C. Cook', with a long horizontal flourish extending to the right.

Thomas C. Cook, Esq.

Exhibit 1

List of Purchasers in 504 Offering

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Business Technology of Nevada	5063 Rainbow Blvd, #104 Las Vegas, Nevada 89118	636,000
Manfredonia, Joseph	1599 Villa Rica Drive Henderson, Nevada 89052	636,000
Liguori, Henry A.	7216 Enterprise Drive	598,800
Excelsior Management, LLC	8090 Castle Pines Ave. Las Vegas, Nevada 89113	86,400
Garza, Sonia D.	1361 Opal Valley Street Henderson, Nevada 89052	84,000
Premiere Production Enterprises, Inc.	9490 S. Bermuda #2107 Las Vegas, Nevada 89123	84,000
Powers, Jeffrey	9811 W. Charleston Blvd. Las Vegas, Nevada 89117	60,000
Twin Vision America	251 Jeanell Drive, Suite 3 Carson City, Nevada 89701	60,000
Kona Holdings Group, Inc.	711 N. Carson Street Carson City, Nevada 89701	38,400
Carpino, Michael	10401 Sunny Ranch Las Vegas, Nevada 89129	24,000
Eason, Tai	8707 Vista Cantera Court Las Vegas, Nevada 89147	6,000
Hlusak, Robert P.	328 Palisades Drive Henderson, Nevada 89014	4,800
Rogers, Charles B.	7311 W. Charleston Blvd., #110 Las Vegas, Nevada 89117	4,800
Rhoden, Randy Robert	7968 Bonaventure Drive Las Vegas, Nevada 89147	4,800
Chien, Teresa K.	251 Jeanell Drive, Suite 3 Carson City, Nevada 89701	2,400

<u>Name</u>	<u>Address</u>	<u>Shares</u>
MS Vegas Corp.	251 Jeanell Drive, Suite 3 Carson City, Nevada 89701	2,400
Green, Richard	356 View Mont Henderson, Nevada 89015	2,400
McKinley, Glen	P.O. Box 11382 Las Vegas, Nevada 89111	2,400
Bastian, Maria	8182 Kentshire Drive Las Vegas, Nevada 89117	2,400
Cannon, Jodi	6028 Magic Mesa Road North Las Vegas, Nevada 89031	2,400
Santoro, Jerry M.	3704 Crescent Canyon Road Las Vegas, Nevada 89129	2,400
Rogers Business Solutions, Inc.	251 Jeanell Drive, Suite 3 Carson City, Nevada 89701	2,400
Richards, Patrick R.	9404 Empire Rock Street Las Vegas, Nevada 89118	2,400
Phlebar, Wayne D.	5417 Rainbow End Drive Las Vegas, Nevada 89149	2,400
Cabreja, Jessi	5036 S. Rainbow, #104 Las Vegas, Nevada 89118	2,400
Mosely, Doris	2509 Morton, Apt. A North Las Vegas, Nevada 89032	2,400
Powers, Rose	4420 Angelo Rosa Street Las Vegas, Nevada 89135	2,400
Frischia, Angela	7340 W. Russell Road Las Vegas, Nevada 89113	2,400
Spenard, Cynthia	5900 High Steed #101 Henderson, Nevada 89014	2,400
Baron, Maelinda L.	5032 S. Rainbow Blvd., #104 Las Vegas, Nevada 89118	2,400
Like, Jay M.	5921 High Steed #101 Henderson, Nevada 89014	2,400

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Wang, Rowena C.	2030 Oliver Springs Street Henderson, Nevada 89032	2,400
Porrata, George	5116 Mount Foilage Drive Las Vegas, Nevada 89148	7,200
Beck, Ralph S.	4584 Skyland Drive Las Vegas, Nevada 89121	2,400
Nice Twice Hobbies	3111 S. Valley View, Suite A-117 Las Vegas, Nevada 89102	2,400
Moore, Corey	7720 Sparrowgate North Las Vegas, Nevada 89032	2,400
Murray, Shamion	770 W. Lone Mountain North Las Vegas, Nevada 89032	2,400
Patterson, Lamar	1835 Bluff North Las Vegas, Nevada 89032	2,400
Moore, Dacia L.	130 Rio Wilson North Las Vegas, Nevada 89032	2,400
Marinescu, Cindy Annette	5058 S. Rainbow Blvd., #202 Las Vegas, Nevada 89118	2,400
Ritter, Judith A.	1713 Steamboat Drive Henderson, Nevada 89014	2,400
Liguori, Mary	7216 Enterprise Drive Las Vegas, Nevada 89147	2,400
TOTAL SHARES		2,400,000