



November 6, 2012

OTC Markets Group Inc.
Attention: Issuer Services
304 Hudson Street, Second Floor
New York, NY 10013

Re: Bollinger Industries, Inc. ("BOLL") Quarterly Disclosure Statement

Ladies and Gentlemen:

We have been asked to provide you with an opinion with respect to the Quarterly Disclosure Statement publicly disclosed by the Issuer and published in the OTC Disclosure and News Service on November 7, 2012. This opinion is solely for the information of OTC Markets Group, Inc. which is entitled to rely on this letter in determining if Bollinger Industries, Inc. (the "Issuer") has provided adequate public disclosure of information within the meaning of Rule 144(c)(2) promulgated under the Securities Act of 1933, as amended (the "Securities Act").

The undersigned is a resident of the United States and has been retained by the Issuer for the purpose of rendering this letter and related matters. We serve as disclosure counsel for the Issuer. This opinion is based upon our knowledge of the law and the facts of the date hereof.

The undersigned is authorized to practice law in the United States, the State of California, and the Middle District of California and is in good standing in those jurisdictions. The undersigned is also licensed and in good standing to practice law in the State of Colorado but is presently on inactive status there. The undersigned is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder. The undersigned has never been barred from practice in any of the foregoing jurisdictions.

In our capacity as counsel, we have examined originals or copies, certified or otherwise, identified to our satisfaction as being true copies, of the Certificate of Incorporation, as amended of the Issuer, and such 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. For the purpose of this letter, we have assumed (1) the genuineness of all signatures and the authenticity and completeness of all corporate records, certificates of officers, certificates of public officials, and other documents

28494 Westinghouse Place, Suite 213 / Valencia, California 91355
661.449.9630 Business / 818.475.1819 Facsimile / claudia@mcdowellodom.com
www.mcdowellodom.com



and instruments submitted to us as originals; (2) the conformity of authentic originals of all corporate records, certificates of officers, certificates of public officials, and other documents and instruments submitted to us as certified, conformed, photo static or facsimile copies thereof; and (3) the accuracy and adequacy of disclosures made to me by Bollinger Industries, Inc.'s management and Bollinger's Board of Directors including, without limitation, the financial information contained in the Information. We have no reason to believe that such records, certificates and other documents are not accurate, authentic or reliable and we make no assurance as to the accuracy and adequacy of such documents.

In connection with this letter, we have reviewed the following Bollinger Industries Inc. filings (the "Information") posted on the OTC Disclosure and News Service:

Bollinger's Initial Company Information and Disclosure Statement and exhibits thereto as posted through the OTC Disclosure and News Service on March 27, 2012;

Bollinger's Annual Information and Disclosure Statement and exhibits thereto posted through the OTC Disclosure and News Service on June 29, 2012 and September 4, 2012;

Bollinger's Quarterly Report for the quarter ended June 30, 2012 and exhibits thereto posted through the OTC Disclosure and News Service on August 13, 2012, August 16, 2012 and September 4, 2012; and

Bollinger's Quarterly Report for the quarter ended September 30, 2012 and exhibits thereto posted through the OTC Disclosure and News Service on November 7, 2012.

The above-referenced report has accompanying notes which are integral to such statements and are to be considered by any interested parties.

In issuing this letter, we represent as follows:

1. The foregoing and any following additional information (i) constitutes adequate current public information concerning Bollinger Industries, Inc. and is available within the meaning of Rule 144(c)(2) under the Securities Act; (ii) includes all of the information that a broker-dealer would be required to obtain from Bollinger 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 conform with the OTC Markets Group Guidelines for Providing Adequate Initial Information, which is located on the Internet at www.otciq.com; and (iv) has been posted through the OTC Disclosure and News Service.

28494 Westinghouse Place, Suite 213 / Valencia, California 91355
661.449.9630 Business / 818.475.1819 Facsimile / claudia@mcdowellodom.com
www.mcdowellodom.com



The financial statements of Bollinger contained in the Information were not audited and are prepared by Weaver and Tidwell LLP, Certified Public Accountants and Consultants (“Weaver”), in accordance with GAAP standards. Weaver has experience with reporting such financial documents through its years of experience in business and is believed to be qualified in preparing GAAP financial statements. Weaver and Tidwell are CPAs licensed in Texas and has over 60 years of accounting experience, as a firm, in public accounting practice, consulting and private industry. Weaver provides clients in all industries with comprehensive services, including audit, tax and advisory services. Its client base includes private and publicly held business enterprises, local governments, municipalities, nonprofits and individuals.

2. The Issuer’s transfer agent (the “Transfer Agent”) is Securities Transfer Corporation, 2591 Dallas Parkway Suite 102, Frisco, TX 75034, 469-633-0101. The transfer agent is registered with the Securities and Exchange Commission. The method used by counsel to confirm the number of outstanding shares was a review of the most shareholders’ list as certified by Securities Transfer.

3. That I have (i) personally met with the management of Bollinger Industries, Inc. and a majority of its directors, (ii) reviewed the Information published by Bollinger through the OTC Disclosure and News Service and (iii) discussed the information with management and a majority of the directors of Bollinger Industries, Inc.

4. To the best of our knowledge, and after reasonable inquiry of the Issuer’s management and directors, there is no officer, director, 5% holder or counsel currently under investigation by any federal or state regulatory agency for any violation of federal or state securities laws.

The representations made by me in this letter are expressed as of the date hereof and remain valid so long as the documents, instruments, records and certificates I have examined and relied upon as noted above, are unchanged and the assumptions I have made, as noted above, are valid. This letter may be relied upon only by OTC Markets Group, Inc. and may not be relied upon by any other person or entity without my prior written consent; however, I hereby grant OTC Markets Group, Inc. full and complete permission and rights to publish the letter through the OTC Disclosure and News Service for viewing by the public and regulators.

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, not 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 parties, no one is entitled to rely upon this opinion. This opinion is based upon 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.

Sincerely,
MCDOWELL ODOM LLP

/s/ Claudia J. McDowell
Claudia J. McDowell, Esq., Partner