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**January 24, 2021**

OTC MARKET GROUPS, INC.  
BELL BUCKLE HOLDINGS INC.(BLLB)  
RE: ANNUAL DISCLOSURE 2020

Dear Sir or Madam:

We have acted as counsel to BLLB (the "Company") on specific securities and corporate issues and were retained for the purpose of reviewing the current information supplied by the Company. We are domiciled and licensed in the State of Tennessee. We are residents of the United States. OTC Markets may rely upon this letter in determining whether the Company has made adequate current Information publicly available in accordance with Rule 144 (c) (2) under the Securities Act of 1933. Neither Attorney Stephen Mills nor any person associated with his law firm owns any shares of issuer's securities and has never received or has any agreement to receive any of the issuer's stock in payment for services.

We have (i) personally interviewed via phone conference the management and all directors of the Company, more specifically Kim Halvorson,( the CEO, CFO and Director), Don Zeppenfield, (Director), and Robert Clegg, (Director), who are the officers or directors; there are no owners of 5% or greater of the outstanding stock; (ii) reviewed the annual financials ended December 31, 2018 and filed with the OTC disclosure News Service on [www.OTCmarkets.com](http://www.OTCmarkets.com) and posted on December 8, 2020, reviewed the annual financials ended December 31, 2019 and filed with the OTC disclosure News Service on [www.OTCmarkets.com](http://www.OTCmarkets.com) and posted on December 8, 2020, reviewed the annual financials ended December 31, 2020 and filed with the OTC

disclosure News Service on [www.OTCmarkets.com](http://www.OTCmarkets.com) and posted on January 20, 2021, reviewed the quarterly financials ended September 30, 2020 and filed with the OTC disclosure News Service on [www.OTCmarkets.com](http://www.OTCmarkets.com) and posted on December 8, 2020, reviewed the quarterly financials ended June 30, 2020 and filed with the OTC disclosure News Service on [www.OTCmarkets.com](http://www.OTCmarkets.com) and posted on December 8, 2020, reviewed the quarterly financials ended March 31, 2020 and filed with the OTC disclosure News Service on [www.OTCmarkets.com](http://www.OTCmarkets.com) and posted on December 8, 2020 (iii) discussed the information with management and the director(s) of the Company.

To the best of our knowledge, after inquiry of management, including the Chief Executive Officer and the Board of Directors, neither the Issuer, the 5% holders of securities of the Company (of which there are none), nor the corporate counsel are currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws. There are no other family relationships or related party transactions with BLLB to disclose in its filings or in the Attorney letter. The company has not received any request for information or inquiries of any kind from the SEC or FINRA and are unaware of any request or inquires from the SEC or FINRA since December 31, 2018. There are no pending corporate actions.

This letter covers the laws of the United States and does not depend on another law firm's opinion or letter. We are permitted to practice before the Securities and Exchange Commission without prohibition. Attorney Stephen Mills is not currently, or has been within the past five years, been the subject of an investigation, hearing, or proceeding by the SEC, the US Commodity Futures Trading Commission, (CFTC), the Financial Industry Regulatory Authority, (FINRA) or any other federal, state, or foreign regulatory agency. Attorney Stephen Mills is not currently, or has been within the past five years, been suspended or barred from practicing in any jurisdiction and has not been charged in a civil or criminal case. A representative of the Company is responsible for the preparation of the financial statements in

accordance with GAAP, under the supervision of the CEO and are unaudited.

We may rely on information obtained from public officials, officers of the Company and we believe that these sources are reliable. In rendering this letter, we have examined the following:

1. Corporate records and other documents of the company.

Financial documents including: Balance Sheet, Statement of Operations, Statement of Cash Flows, Consolidated Statements of Stockholder's Deficiency (Statement of Changes in Shareholder Equity) and notes to the financial statements for the year ending December 31, 2018, Balance Sheet, Statement of Operations, Statement of Cash Flows, Consolidated Statements of Stockholder's Deficiency (Statement of Changes in Shareholder Equity) and notes to the financial statements for the year ending December 31, 2019, Balance Sheet, Statement of Operations, Statement of Cash Flows, Consolidated Statements of Stockholder's Deficiency (Statement of Changes in Shareholder Equity) and notes to the financial statements for the year ending December 31, 2020, Balance Sheet, Statement of Operations, Statement of Cash Flows, Consolidated Statements of Stockholder's Deficiency (Statement of Changes in Shareholder Equity) and notes to the financial statements for the period ending June 30, 2020, Balance Sheet, Statement of Operations, Statement of Cash Flows, Consolidated Statements of Stockholder's Deficiency (Statement of Changes in Shareholder Equity) and notes to the financial statements for the period ending March 31, 2020. We may rely on information obtained from public officials, officers of the Company and we believe that these sources are reliable. In rendering this letter, we have examined the following:

2. The financial documents were prepared by Rachel Boulds. Ms. Boulds is a CPA with an extensive history of consulting and preparing financial reports for OTC companies. Her address is 6371 S. Glenoaks Street, Murray, UT 84107 801-230-3945. The financial statements are not audited.

3. Representations made to us by the officers and directors of the Company which we deem as reliable.
4. Review of the Shareholders' list provided by the Company's transfer agent: Transfer Online Inc., 512 SE Salmon Street, Portland, OR 97214 503-227-2950 indicating the shares outstanding and confirming that Transfer Online Inc. is registered with Securities and Exchange Commission.
5. This letter is governed by and shall be interpreted in accordance with the Legal Opinion Accord (the "Accord") of the American Bar Association Section of Business Law (1991). Therefore, it is subject to a number of qualifications, exceptions, definitions, limitation on coverage, and other limitations, all as more particularly described in the Accord, and this letter should be read in conjunction therewith. The law relevant to the opinions expressed herein is limited to the laws of the United States of America.

Based upon the foregoing and subject to the qualifications hereinafter set forth, we are of the opinion that the initial Company Information and Disclosure Statement:

1. Constitutes "adequate current public information" concerning the securities and the Company "is available" within the meaning of Rule 144 (c) (2) under the Securities Act of 1933.
2. Includes all the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the securities under Rule 15c2-11 under the Securities Exchange Act of 1934.
3. Complies as to form with the OTC Market Group's Pink Basic Disclosure Guidelines for providing adequate Current Information, which are located on the internet at [www.otcmarkets.com](http://www.otcmarkets.com).
4. Has been posted through the OTC Disclosure and News Service; and
5. Transfer Online Inc. is registered under the Securities and Exchange Act of 1934.
6. The company currently does not meet the definition of a shell corporation. Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Securities Exchange Act of 1934 defines a

shell company as a company with 1) no or nominal operations and either 2) no or nominal assets, 3) assets consisting solely of cash and cash equivalents or 4) assets consisting of any amount of cash and cash equivalents and nominal other assets.

7. Kim Halvorson is the CEO, CFO and a director. Her address is 24 Priest Point Drive, NE, Marysville, WA 98271. Ms. Halvorson owns no shares of BLLB. As Ms. Halvorson owns no shares of BLLB, the question of whether the shares are restricted is not applicable. The question regarding consideration received by the company is not applicable.
8. Robert Clegg is a director. His address is 3065, The Alameda, Concord, CA 94519 Mr. Clegg owns no shares of BLLB. As Mr. Clegg owns no shares of BLLB, the question of whether the shares are restricted is not applicable. The question regarding consideration received by the company is not applicable.
9. Don Zeppenfeld is a director. His address is 539 E. Kings College Drive, Saint Johns, FL 32259. Mr. Zeppenfeld owns no shares of BLLB. As Mr. Zeppenfeld owns no shares of BLLB, the question of whether the shares are restricted is not applicable. The question regarding consideration received by the company is not applicable.
10. The financial documents were prepared by Rachel Boulds. Ms. Boulds is an independent CPA. Her address is 6371 S. Glenoaks Street, Murray, UT 84107. As Ms. Boulds owns no shares of BLLB, the question of whether the shares are restricted is not applicable. The question regarding consideration received by the company is not applicable.
11. Counsel has made specific inquiry of Ms. Halvorson, Mr. Clegg and Mr. Zeppenfeld, and Ms. Boulds, persons engaged in promotional activities regarding the Issue (of which there are none), and persons owning more than five percent (5%) of the Securities-of which there are none, (collectively, the "Insiders") and based upon such inquiries and other information available to counsel, any sales of the Securities by Insiders within the twelve-month period prior to the opinion have been made in compliance with Rule 144, including, without

limitation, any required filings of Form 144, and 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.

12. This letter may be relied on by OTC Markets, Inc. but may not be used or relied upon by any other person for any other purpose whatsoever, without in each instance our prior written consent. OTC Markets may publish this letter through OTC Disclosure and News Service for viewing by the public or regulators.

Sincerely,

A handwritten signature in cursive script, appearing to read "S. Mills", written in black ink.

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Stephen Mills, Esq.