

BERKSHIRE & BURMEISTER

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January 13, 2011

OTC Markets Group Inc.
304 Hudson Street, 3rd Floor
New York, New York 10013

Re: Tivus, Inc.

Dear OTC Markets Group Inc.:

Our Firm has been retained by Tivus, Inc. for the purpose of rendering this letter and determining whether the Quarterly Report posted by Tivus, Inc. on the OTC Disclosure & News Service on January 3, 2012 for the Quarter ending September 30, 2011, constitutes adequate current information for purposes of Rule 144(c)(2) promulgated under the Securities Act of 1933. Our Firm represents Tivus, Inc. as corporate and securities counsel and has reviewed the Quarterly Report in connection with the preparation of this letter.

OTC Markets Group, Inc. is entitled to rely on this letter in determining whether Tivus, Inc. has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.

We have examined such corporate records and other documents and such questions of law that we have deemed necessary or appropriate for purposes of rendering this opinion. As to matters of fact, we have made such inquiries of Tivus, Inc.'s officers as we deemed necessary to render this opinion, and we believe that such sources were reliable.

The person responsible for the preparation of the financial statements contained in the Quarterly Report is Randall Newton. The financial statements contained in the Quarterly Report are not audited. Mr. Newton has been a CPA in the State of Texas for nearly twenty-five years, has served as a Corporate Controller for a national transportation company and been a Chief Financial Officer for Russian-American joint ventures in the former Soviet Union.

Tivus, Inc.'s transfer agent is Guardian Registrar & Transfer, Inc. Guardian Registrar & Transfer Inc. is registered with the Securities and Exchange Commission under the Securities

Exchange Act. We have reviewed the number of outstanding shares as provided to us by Guardian Registrar & Transfer, Inc.

The undersigned attorney has personally met with management and a majority of the directors of Tivus, Inc., reviewed the Quarterly Report posted by Tivus, Inc. on the OTC Disclosure & News Service, and discussed the Quarterly Report with management and a majority of the directors of Tivus, Inc.

To the best of our knowledge, after inquiry of management and the directors of Tivus, Inc., no holder of five percent (5%) or more of its securities, nor Tivus, Inc.'s counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

As a result of the foregoing, we are of the opinion that:

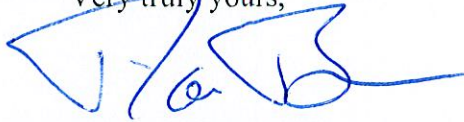
1. The Quarterly Report constitutes adequate current public information concerning Tivus, Inc.'s securities and are available within the meaning of Rule 144(c)(2) under the Securities Act.
2. The Quarterly Report includes all of the information that a broker-dealer would be required to obtain from Tivus, Inc. to publish a quotation for Tivus, Inc.'s securities under Rule 15c2-11 under the Exchange Act.
3. The Quarterly Report complies as to form with OTC Markets Group's Guidelines for Providing Adequate Current Information, which are located on the Internet at www.otcmarkets.com.
4. The Quarterly Report has been posted through the OTC Disclosure & News Service.

The undersigned attorney is a resident of the United States and is admitted to practice law in the State of Nebraska. This opinion is limited solely to the laws of the United States of America. The undersigned attorney is permitted to practice before the SEC and has not been prohibited from practice thereunder.

This opinion speaks only of the above date and is based solely on the facts and circumstances known to us as of such date. In rendering this opinion, we assume no obligation to revise, update or supplement this opinion in response to any subsequent factual or legal developments.

This opinion is rendered solely to OTC Markets Group and no person other than OTC Markets Group is entitled to rely upon it. We grant OTC Markets Group full and complete permission and rights to publish this opinion through the OTC Disclosure & News Service for viewing by the public and regulators.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'R. N. Berkshire', with a long horizontal flourish extending to the right.

Richard N. Berkshire
BERKSHIRE & BURMEISTER
Partner, Corporate and Securities Law