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May 25, 2012

Pink OTC Markets, Inc.
304 Hudson Street
Second Floor
New York, NY 10013

Re: Baristas Coffee Company, Inc. ("BCCI")

Dear Sirs/Madams:

Pink OTC markets is entitled to rely on this letter in determining if BCCI has made adequate public disclosure of current information within the meaning of Rule 144(c)(2) promulgated under the Securities Act of 1933, as amended.

I am a resident of the United States and have been retained by Baristas Coffee Company, Inc., a Nevada corporation, ("BCCI") for the purpose of rendering this letter and related matters. I have been retained solely for the purpose of reviewing the current information supplied by BCCI.

I am authorized to practice law in the United States and in the state of Texas and I am in good standing. I am permitted to practice before the Securities and Exchange Commission and have not been prohibited from practice thereunder.

I have examined such corporate records and other documents and such questions of law as I considered necessary or appropriate for purposes of rendering this letter. For purpose of this letter, I 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 and instruments submitted to me 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 me as certified, conformed, photo static or facsimile copies thereof; and (3) the accuracy and adequacy of disclosures made to me by BCCI, BCCI's management and BCCI's Board of Directors including, without limitation, the financial information contained in the Information. I have no reason to believe that such records, certificates and other documents are not accurate, authentic or reliable and I make no assurance as to the accuracy and adequacy of such documents.

In connection with this letter, I have reviewed the following BCCI's filings (the "Information") posted on the OTC Disclosure and News Service:

(a) BCCI's Initial Company Information and Disclosure Statement as posted through the OTC Disclosure and News Service on July 29, 2000 and;

(b) BCCI's Articles of Incorporation dated October 18, 1996; the Amendment to Articles of Incorporation filed February 26, 1999; the Amendment to Articles of Incorporation dated March 19, 1999; the Amendment to Articles of Incorporation dated June 29, 2000; the Amended and Restated Articles of Incorporation of the Baristas Coffee Company, Inc. dated February 4, 2010; and the Certificate of Amendment to Articles of Incorporation dated May 12, 2010, all of which have been posted through the OTC Disclosure and News Service on February 9, 2011;

(c) BCCI's Bylaws dated March 2, 2002 as amended on April 28, 2010 and May 5, 2010, all of which have been posted through the OTC Disclosure and News Service on February 9, 2011;

(d) BCCI's Quarterly Report for the three-month period ended March 31, 2010 as posted through the OTC Disclosure and News Service on June 11, 2010;

(e) BCCI's Quarterly Report for the three-month period ended June 30, 2010 as posted through the OTC Disclosure and News Service on October 7, 2010;

(f) BCCI's Quarterly Report for the three-month period ended September 30, 2010 as posted through the OTC Disclosure and News Service on December 16, 2010;

(g) BCCI's Annual Report for the Fiscal Year ended December 31, 2010 as posted through the OTC Disclosure and News Service on February 4, 2011, including the certifications of BCCI's Chief Executive Officer contained therein;

(h) BCCI's Initial Company Information and Disclosure Statement - corrected as posted through the OTC Disclosure and News Service on February 22, 2011;

(i) BCCI's quarterly report for the three-month period ended March 31, 2011 as posted through the OTC Disclosure and News Service on June 15, 2011;

(j) BCCI's quarterly report for the three-month period ended June 30, 2011 as posted through the OTC Disclosure and News Service on September 1, 2011;

(k) BCCI's quarterly report for the three-month period ended September 30, 2011 as posted through the OTC Disclosure and News Service on October 31, 2011;

(j) BCCI's Annual Report – Annual Financial Statements for the Fiscal Year ended December 31, 2011 as posted through the OTC Disclosure and News Service on April 2, 2012;

(k) BCCI's Annual Report without financials for the Fiscal Year ended December 31, 2011 as posted through the OTC Disclosure and News Service on April 4, 2012, including the certifications of BCCI's Chief Executive Officer contained therein; and

(l) BCCI's quarterly report for the three-month period ended March 31,

2012 as posted through the OTC Disclosure and News Service on May 23, 2012.

In issuing this letter, I represent as follows:

1. Except for the requirement that BCCI provide financial information for BCCI's two preceding fiscal years, that Information (i) constitutes adequate current public information inserting the Securities and BCCI 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 BCCI 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 form with the Pink Sheets Guidelines for Providing Adequate Current Information, which are located on the Internet at www.pinksheets.com; and (iv) has been posted through the OTC Disclosure and News Service.

2. The financial statements of BCCI contained in the Information were not audited and are prepared by Garrett Vogel, Controller of BCCI, in accordance with GAAP standards. Mr. Vogel has experience with reporting such financial documents through his years of experience in business and is believed to be qualified in preparing GAAP financial statements. Mr. Vogel holds a B.A. degree from Southern Methodist University and an MBA from University of California-Berkeley. He has more than 30 years experience as a consultant, manager and entrepreneur. Mr. Vogel has served in financial operational and Chief Executive Officer Capacities in various industries including meat processing, distribution, food service, and high growth situations. He was co-founder and Chief Financial Officer of an Inc. Magazine 500 "fastest growing private company". For 17 years Mr. Vogel has been an invited attendee to the SEC's Government – Business Forum on Small Business Capital Formation. Mr. Vogel presently is a partner in Forensic Financial Consultants.

3. The Issuer's transfer agent (the "Transfer Agent") is Continental Stock Transfer & Trust Company with offices at 17 Battery Pl., 8th Floor, New York, New York, 10004, telephone (212) 509-4000. 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 Master Control From 03/7/2012 – 05/24/2012 provided by the transfer agent.

4. That I have (i) personally met with the management of BCCI, (ii) reviewed the Information, as amended, published by BCCI through the OTC Disclosure and News Service and (iii) discussed the information with management and a majority of the directors of BCCI.

5. That to the best of my knowledge, after inquiry of management and the Board of Directors of BCCI, that neither BCCI, nor any of its officers and/or directors, or any 5% shareholder is currently under investigation by any Federal or State regulatory authority 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 Pink OTC Markets, Inc. and may not be relied upon by any other person or entity without my prior written consent; however, I hereby grant Pink OTC Markets, 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.

Sincerely,

A handwritten signature in black ink, appearing to read "Victor L. McCall". The signature is written in a cursive style with a large, stylized initial "V".

Victor L. McCall