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August 17, 2012

OTC Markets Group, Inc.  
304 Hudson Street  
2<sup>nd</sup> Floor  
New York, New York 10013

RE: **Marijuana, Inc.**  
**Letter of Counsel – Adequate Current Information**

Dear Sir/Madam:

The undersigned is special counsel to Marijuana, Inc., a Colorado corporation (the “Issuer”). The Issuer has requested that I provide you with this letter to further supplement the disclosures that the Issuer has made to OTC Markets Group, Inc. To that end, allow me to confirm the following:

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

(2) The undersigned is a U.S. resident and has been retained by the Issuer for the purpose of rendering this letter. The undersigned's sole relationship with the Issuer is limited to the conduct of a due diligence inquiry and review of the statements and representations that the Issuer has made on OTC Markets Group, Inc. and the preparation and submission of this letter to you. The undersigned is neither an employee nor an officer or director of the Issuer.

(3) In rendering this letter, I have reviewed the Issuer's corporate minutes and actions of the Issuer's Board of Directors and its Shareholders, its Articles of Incorporation (and the amendments thereto), and its By-laws (collectively, as the “Corporate Documents”) and such other documents as I deem necessary or appropriate for purposes of rendering this letter. I have also obtained, from the Issuer, that certain Notarized Certificate of Corporate Officer (dated August 13, 2012) (the “Certificate”), as executed by the Issuer's Chairman and Chief

Executive Officer and further confirming the accuracy and completeness of the Corporate Documents and the information and documents that I have reviewed.

(4) The undersigned is licensed to practice law in the states of California and Wisconsin and I am not relying upon the work of any other law firm or legal counsel in connection with the due diligence inquiry and review of the statements and representations of the Issuer and the preparation of this letter.

(5) The undersigned is permitted to practice before the Securities and Exchange Commission and has not been prohibited from practice thereunder.

(6) In preparing this letter, the undersigned has relied upon information and documents that I have obtained from a review of the Issuer's public filings in the State of Colorado, a personal visit with the Company's officers, further review of the Company's public filings, the Corporate Documents, the Certificate, and other information that I have obtained regarding the Issuer, and I am of the opinion that all such information are believed to be reliable.

(7) The Issuer has made available the following information and documents on OTC Disclosure and News Service: the full name and address of the Issuer, the nature of the Issuer's business, the nature of the products or services offered, the nature and extent of the Issuer's facilities, the exact title and class of securities outstanding, description of the Issuer's securities, list of securities offerings for the past two years, the names of the Issuer's chief executive officer, other officers, and the names of the directors on the Issuer's board of directors, the beneficial owners of 5% or more of the Issuer's common stock, the financial information on the Issuer, copies of the Issuer's charter documents, by-laws, and related information (the "Disclosure Information") and the following:

<u>Description of Document</u>	<u>Period End Date</u>	<u>Date Received</u>
Quarterly Report ó 2012 Quarterly Report ó April 1 through June 30, 2012	June 30, 2012	August 2, 2012

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(8) The Disclosure Information: (i) constitutes "adequate public information" concerning the securities of the Issuer and "is available" within the meaning of Rule 144(c)(2) under the Securities Act of 1933; (ii) includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the securities of the Issuer 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 Public

Information which are located on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com); and (iv) has been posted through the OTC Disclosure and News Service.

(9) The Issuer's financial statements for the period ending June 30, 2012 and which are not audited have been prepared under the supervision of its Chief Executive Officer, Bruce Perlowin and the Company's Board of Directors.

(10) The Issuer's stock transfer agent registered with the Securities and Exchange Commission and is Madison Stock Transfer whose address is 1688 East 16<sup>th</sup> Street, Brooklyn, New York 11229 and telephone number of 718-627-4453. The undersigned has confirmed the number of shares of the Issuer's common stock outstanding by obtaining information and documents directly from Madison Stock Transfer.

(11) The undersigned has (i) met personally with the Issuer's management and all of the directors of the Issuer; (ii) reviewed the Information, as amended, published by the Issuer through the OTC Disclosure and News Service; and (iii) discussed the Information with management and a majority of the directors of the Issuer.

(12) To the best knowledge of the undersigned, after inquiry of management and the directors of the Issuer, the following are not currently under investigation by any federal, or state regulatory authority for any violation of federal or states securities laws: (i) the Issuer; (ii) any 5% or more holder of the Issuer's common stock; and (iii) the undersigned.

In providing this letter to you, only you are entitled to rely upon this letter and you are authorized to fully and completely publish this letter in the OTC Disclosure and News Service for viewing by the public and regulators. If I can help you further or if you have any questions, please let me know.

Sincerely,

*/s/ William M. Aul*

William M. Aul

WMA: mds  
cc: file