

**James R. J. Scheltema, CPA, Esq.**  
Law Offices of James R. J. Scheltema, LLC  
5042 Durham Road West Columbia, MD 21044  
Tel: 850-723-7496  
jimscheltema@gmail.com

May 7, 2014

OTC Markets Group, Inc.  
304 Hudson Street  
2nd Floor  
New York, New York 10013

Re: Hemp, Inc. ("HEMP")  
Letter of Counsel - Adequate Current Information  
Financial Statements FYE December 31, 2013  
Information and Disclosure Statement

Dear Sir/Madam:

The undersigned is special counsel to Hemp, Inc., a Colorado corporation (the "Issuer"). The Issuer has requested that I provide you with this letter rendering an opinion on the company's prepared and posted financial statements for the year ending December 31, 2013 and the Information and Disclosure Statement, both posted on April 15, 2014 in a combined format, on the OTC Markets Group, Inc.'s website. 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 examined such corporate records and other

documents and such questions of law as I deem necessary or appropriate for purposes of rendering this letter, including but not limited to:

- a. 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),
- b. its By-laws, and
- c. its Shareholder List

I have also obtained, from the Issuer, a confirmation letter as executed by the Issuer's President further confirming the accuracy and completeness of the Corporate Documents and the information and documents that I have reviewed, delineated above at 3.a, b & c (the "Certificate").

- 4) The undersigned is licensed to practice law in the states of Maryland and the District of Columbia and the laws of the United States 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 with the State of Colorado as well as information posted on the OTC Market Group's website, meeting with corporate officers, further review of the Company's public filings and other Corporate Documents, (including the By-Laws and Articles of Incorporation) 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 extend of the Issuer's facilities, the exact title and class of securities outstanding, description of the Issuer's 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:

The following filings made on the OTC Markets Website:

Publish Date	Report Title	Period End Date
April 15, 2014	Annual Report	December 31, 2013
March 31, 2014	Notification of Late Filing	December 31, 2013
November 18, 2013	Quarterly Report - 3rd Quarter Financials	September 30, 2013
November 14, 2013	Notification of Late Filing	September 30, 2013
August 20, 2013	Quarterly Report - Quarterly Disclosure	June 30, 2013
August 14, 2013	Notification of Late Filing - Notification of Filing	June 30, 2013
May 29, 2013	Quarterly Report - First Quarter 2013 with Disclosures	March 31, 2013
May 24, 2013	Quarterly Report - First Quarter 2013	March 31, 2013
May 14, 2013	Notification of Late Filing - Notice of Late Filing	March 31, 2013
May 13, 2013	Attorney Letter with Respect to Current Information - Attorney Opinion Letter	December 31, 2012
April 24, 2013	Annual Report	December 31, 2012
April 24, 2013	Annual Report	December 31, 2012
April 11, 2013	Annual Report – 2012 Annual Report	December 31, 2012
November 26, 2012	Quarterly Report	September 30, 2012
November 16, 2012	Quarterly Report – 2012 – 3 <sup>rd</sup> Quarter	September 30, 2012
October 24, 2012	Supplemental Information – Supplemental Information regarding Initial Information and Disclosure Statement	December 31, 2011
August 17, 2012	Attorney Letter with Respect to Current Information – Quarterly Report Ending June 30, 2012	June 30, 2012
August 2, 2012	Quarterly Report – 2012 2 <sup>nd</sup> Quarter	June 30, 2012
June 23, 2012	Attorney Letter with Respect to Current Information – Attorney Letter First Quarter 2012	March 31, 2012
May 17, 2012	Quarterly Report – 2012 Quarterly Report Jan 1 through Mar 31	March 31, 2012
April 5, 2012	Attorney Letter with Respect to Current Information	December 31, 2011
April 4, 2012	Supplemental Information – Change in stockholders equity – 2010	December 31, 2011
March 29, 2012	Attorney Letter with Respect to Current Information – Attorney Letter	December 31, 2011
March 19, 2012	Annual Report – 2011 Financials including BalS, IS, CF, CIE, Notes, and Certification	December 31, 2011
March 1, 2012	Initial Company Information and Disclosure Statement – INITIAL COMPANY INFORMATION AND DISCLOSURE STATEMENT	December 31, 2011

- 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 OTC Market Group's OTC Pink Sheet Disclosure Guidelines which are on the Internet at [www.otcm Markets.com](http://www.otcm Markets.com); and (iv) has been posted through the OTC Disclosure and News Service.

- 9) The Issuer's Financial Statements for the period ending December 31, 2013 which are not audited and Information and Disclosure Statement have been prepared by or 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 is Madison Stock Transfer Co., Inc. of 1688 E 16<sup>th</sup> Street, Suite 7, Brooklyn, NY, 11229. The undersigned has confirmed the number of shares of the Issuer's common stock outstanding by obtaining information and documents directly from Colonial Stock Transfer, Inc.
- 11) The undersigned has (i) met with the Issuer's management and majority of the directors of the Issuer and discussed the actions of the corporation and the subject disclosures, (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 and 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,



---

James R. J. Scheltema. CPA, Esq.  
James R. J. Scheltema, LLC