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April 6, 2015

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

Totally Hemp Crazy Inc., (the "Company") is a non-SEC reporting company that maintains the disclosure of its current information on OTCMarkets.com and has had a continuing rating of "OTC Pink Current Information".

Moreover, based on my inquiry and information received by me, the Company and its officers and directors are not involved in, nor have paid for, any stock promotion and are not aware of any spam campaign or other action that would cause OTC Markets to have labeled the Company "Caveat Emptor".

In connection therewith, I have been asked by Totally Hemp Crazy Inc. (the "Issuer") to provide OTC Markets Group, Inc., a letter with respect to the information publicly disclosed by the Issuer and published in the OTC Markets News Service (OTC Pink Current Information) as well as other information relevant to its labeling with a "Caveat Emptor" per Exhibit B, items "14." and "15." of the Attorney Agreement by and between OTC Markets Group Inc. and me as corporate counsel.

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 (the "Act"). I consent to having this letter posted by the Issuer, and to have it published, accompanying their disclosure in the OTC Markets News Service. I am a U.S. resident and am licensed to practice law in the State of Texas. I am further licensed in the United States District Courts for the Northern and Eastern Districts of Texas. I am permitted to practice before the Securities and Exchange Commission (the "SEC") and am not prohibited from practicing before it. Neither my firm, nor I are currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

**Facts and Assumptions pertaining to Current Information**

In connection with rendering this opinion, I have investigated such matters and examined such corporate records and other documents and such questions of law, as I deemed necessary. In examining the documents, I have assumed the genuineness of signatures (both manual and conformed), the authenticity of documents submitted as originals, the conformity with originals

of all documents furnished as copies and the correctness of facts set forth in such documents. Nothing came to my attention during the course of my investigation that led me to conclude that any such documents were not genuine or authentic or that the facts set forth therein were not true. Any opinion expressed herein relates only to the Issuer and its securities. This opinion should not be relied upon by any other person in connection with any other transaction.

As to matters of fact upon which I have relied and obtained from officers and directors of the Issuer and other sources, I have believed such sources to be reliable. Based upon such investigation, to the best of my knowledge, neither the Issuer, its officers or directors, nor any holder of 5% or more of the securities of the Issuer, nor counsel for the Issuer is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

In addition, I have viewed the information (the "Information") filed by the Issuer on [www.otcmarkets.com](http://www.otcmarkets.com), including, without limitation: (i) Quarterly Report for the period ended December 31, 2014, posted on February 20, 2015; (ii) Quarterly Report for the period ended September 30, 2014, posted on November 18, 2014; (iii) Annual Report, as amended, for the period ended June 30, 2014, posted on September 26, 2014; (iv) Reg D Offering Announcement posted on September 24, 2014; (v) Officer/Director Disclosure, posted on August 10, 2014; (vi) Bankruptcy Filing Document, posted on July 11, 2014; (vii) Quarterly Report for the period ended March 31, 2014, posted on June 3, 2014; (viii); (ix) Quarterly Report for the period ended December 31, 2013, posted on February 20, 2014; (x) Interim Financial Report for the period ended December 31, 2013, posted on February 18, 2014.

The person responsible for preparing the financial statements referenced in the disclosure is James Stock who has many years of experience in general bookkeeping and general accounting work.

The Issuer's transfer agent is Signature Stock Transfer, Inc., 2632 Coachlight Ct., Plano, Texas 75093 ("Signature Stock Transfer"). Signature Stock Transfer is registered with the SEC. I have confirmed the number of shares of the Issuer issued and outstanding on December 31, 2014 is consistent with the corporate records of the Issuer. I have personally met with and discussed the information with management and a majority of the directors of the Issuer.

In my opinion, this Information referenced above (1) constitutes "adequate current public information" concerning the securities and the Issuer and "is available within the meaning of Rule 144(c)(2) under the Securities Act"; (2) includes all of the information that a broker-dealer would be required to obtain from the Company to publish a quotation of the securities under Rule 15c2-11 under the Securities Exchange Act of 1934, as amended; (iii) complies as to form with the OTC Markets Guidelines for Providing Adequate Current Information which are located on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com); and has been posted in the OTC Markets News Service.

## **Additional Information Requested per Exhibit B to Attorney's Agreement**

Item 14: I have been advised by Jerry Grisaffi, and am relying on his statements and representations without other or further investigation, and with no reason to question such statements and representations, that the following shares were issued for either note conversions or for services rendered since the Bankruptcy Confirmation July 2, 2014:

Jerry Grisaffi	1,404,790	exchanged for debt from bankruptcy stock still held in paper form Legend on stock and Control person stock will have to sell under rule 144.
David Seeberger	145,786	exchanged for debt from bankruptcy stock still held in paper form and must be sold under rule 144 as Mr. Seeberger is an insider.
Mark Ussery	336,620	exchanged for debt from bankruptcy stock still held in paper form director of company and insider, stock has legend and must be sold under rule 144
Donna Rayburn	12,000,000	conversion of a portion of note held over one year and attorney letter stating that they owned less than 10%
Michael Willcosky	1,000,000	services pertaining to website was issued in paper form stock issued and must be held for one year and legend on stock.
Joel Pedraza	100,000	services pertaining to website stock restricted still in paper form stock must be held for one year and then can be sold. Legend is on stock.
Ronald Affee	500,000	services pertaining to website stock restricted still in paper form stock must be held for one year. Legend is on stock.
Roy J. Meadows	12,000,000	partial conversion of note held in excess of one year and an attorney letter stating that he owned less than 10%. No legend.
Dennis Dooley	5,000,000	conversion of note held in excess of one year and stock still in paper form with no restrictions.
Valentine Bazaco	2,000,000	purchase hydrade drink stock restricted and still in paper form with a legend and has to be held for a year from date of issuance. Mr. Bazaco is not an insider or affiliate.
David Seeberger	2,000,000	Legal fees pertaining to THCZ stock restricted and still in paper form. The shares bear a legend and can be sold after one year under rule 144. Mr. Seeberger will have to sell under rule 144 as he is corporate counsel.
Thomas Shuman	21,000,000	per employment contract stock restricted and still in paper form stock to be held for one year from date of note and Mr. Shuman is an insider and will have to sell under Rule 144. Legend is on stock.
Roy J. Meadows	14,000,000	partial conversion of note held in excess of one year and an attorney letter stating at the time of conversion he owned less than 10%. Free Trading with no legend.
Javan Kazali	6,250,000	conversion of note held in excess of one year attorney letter stating he owed less than 10% at time of conversion. Free Trading with no legend
KWD family Ltd Kenneth Dougherty Trustee	6,250,000	Conversion of note and attorney letter stating he owned less than 10% at time of conversion. No legend.
Donna Rayburn	14,000,000	Conversion of note held in excess of one year with attorney letter stating that they owned less than 10% at time of conversion. No legend.
Rhino Marketing	2,000,000	they receive 250,000 shares per month restricted and \$8000.00 per month fee. They are not stock promoters. They are a social media and advertising agency for promoting our drink. They have clients such as Nissan India, NFL Europe, Wolfgang

Puck, Striker Orthopedic, Peugeot South America, Hollywood Chamber of Commerce etc. The stock is restricted and still in paper form. The stock is to be held for one year from date and will be sold under rule 144. Legend is on stock.

Roy J. Meadows 18,000,000 Partial conversion of note held in excess of one year and a lawyer letter at time of conversion he held less than 10%. No legend.

Clubs Corp 1,750,000 restricted shares with legend. Issued for services. These shares can be sold after one year.

Katrina Neal 100,000 shares restricted with legend issued for services pertaining to hemp seed extract shares must be held for one year.

Michael Witkowski 500,000 shares for services performed on website. Shares are restricted with legend and must be held for one year.

Randall Roddy 100,000 shares for services performed in production of our products. Legend on stock and must be held for one year.

None of these shares issued since July 2, 2014 have been registered under the Securities Act.

The names of the officers and directors of the Issuer, and their respective holdings of preferred and common stock of the Issuer are as follows:

<u>Name</u>	<u>Class/Quantity of Securities Held</u>	<u>Percentage of Class</u>
Tom Shuman, President and CEO	21,000,00 common	7%
David Seeberger, VP, Legal	8,145,000 common	2.72%
Jerry Grisaffi, Founder, Secretary, Treasurer, Director	10,704,790 common 1,000,000 Preferred A	3.65% on common, 100% preferred stock having 51% voting control
Mark Ussery, VP, Director	5,683,620	1.9%

The business address of record for Mr. Shuman, Mr. Seeberger, Mr. Grisaffi and Mr. Ussery is 703 McKinney Ave, Suite 306, Dallas, Texas 75202.

I have further been advised by Jerry Grisaffi, and am relying on his statements and representations without other or further investigation, and with no reason to question such statements and representations, that each certificate or other document specific to each of the above securities issued by the Issuer (a) contains a legend stating that the securities have not been registered under the Securities Act and are restricted from transfer and/or sale, and (b) was granted as consideration received by the Issuer in connection with services performed for or on behalf of the Issuer.

I have further been advised by Jerry Grisaffi, and am relying on his statements and representations without other or further investigation, and with no reason to question such statements and representations, that he has made specific inquiry of each of the persons listed above which includes all persons owning more than ten percent (10%) of the securities of the Issuer (collectively, the "Insiders"), and based upon such inquiries and other information

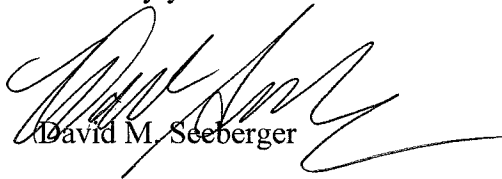
available to him, any sales of the securities by Insiders within the twelve-month period prior to the opinion have been made in compliance with Rule 144, including, without limitation, any required filings of Form 144, and nothing has come to Jerry Grisaffi's attention indicating that any of the Insiders 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.

**Permission to Use This Letter**

This letter is being delivered to you for your sole use and benefit and is not intended to be used, circulated, quoted or otherwise referred to or relied upon for any other purpose without express written consent except that OTC Markets Group, Inc., may publish the letter in the OTC Markets News Service for viewing by the public and regulators. It is understood that I express no opinion as to the applicability to or compliance with any state securities or blue-sky laws.

In addition, this letter is give as of the date set forth above and is restricted to the stated facts and circumstances presented to me and described herein, and that any other or different facts and circumstances might require a different letter from me.

Sincerely yours.

  
David M. Seeberger