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April 20, 2012

OTC Markets Group  
304 Hudson Street, Second Floor  
New York, NY 10013

Re: Algae Farm (USA), Inc. f/k/a/ Russell Industries, Inc. (the "Issuer")  
Annual Report for the year ended December 31, 2011 (the "Report")

Greetings:

Please be advised;

1. OTC Markets Group is entitled to rely on this letter in determining whether the Issuer has made current information publicly available within the meaning of Rule 144©(2) of the Securities Act of 1933.
2. I am a United States resident and have been retained by the Issuer for the purposes of rendering this letter and other matters; specifically, I am a laws firm acting as special counsel to the Issuer.
3. I have examined such corporate records and other documents and such questions of law, as I considered necessary or appropriate for the purposes of rendering this letter.
4. I am authorized to practice law in the State of Texas (State Bar of Texas - #24004635). This letter applies to the United States of America and all jurisdictions therein. This letter does not rely on the work of other counsel.
5. I am permitted to practice before the United States Securities and Exchange Commission (The "SEC") and have never been barred from practice in any of the foregoing jurisdictions.
6. As to matter of fact, I have relied on information obtained from public officials, officers of the Issuer and other sources and all such sources are believed to be reliable. In my examination, I have assumed the genuineness of all signatures on all documents, the legal capacity of all natural persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as copies, and authenticity of the originals of such later documents.

7. I have reviewed the following documents posted by the Issuer that are publicly available through the OTC Disclosure and News Service:

*Annual Report for the year ended December 31, 2011* – Condensed Consolidated Balance Sheets, Condensed Consolidated Statement of Operations, Condensed Consolidated Statement of Cash Flows, Condensed Consolidated Statement of Shareholders' Equity (Deficit) and accompanying Footnotes, all for the year ended December 31, 2011 posted on the OTC Disclosure and News Service on March 28, 2012;

*Annual Report for the year ended December 31, 2011* - Issuer Information and Disclosure Statement including Management's Discussion, Analysis and Plan of Operation for the year ended December 31, 2011 posted on the OTC Disclosure and News Service on March 28, 2012;

I have reviewed the documents posted by the Issuer on OTC Disclosure and News Service. It is my opinion that said documents are accurate, up to date, and contain the most current information available to the Issuer regarding its Securities.

8. The information referred to above (i) constitutes "adequate current public information" concerning the Securities of the Issuer 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 the Issuer 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 OTC Markets Group Guidelines for Providing Adequate Current Information, which are location on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com), and (iv) has been posted in the OTC Disclosure and News Service. Furthermore, after reasonable investigation I have no reason to believe that such information contained an untrue statement of a material fact or omitted to state a material fact in order to make the statements made, in light of the circumstances under which they were made, not misleading.

9. Mr. Richard M. Berman, President and CEO of the Issuer, is responsible for the preparation of the unaudited financial statements published on the OTC Markets Group News Service. The qualifications of Mr. Berman are outlined in his biographical information set forth in the Issuer's Annual Report for the year ended December 31, 2011 posted on the OTC Disclosure and News Service on March 28, 2012.

10. The Company's transfer agent is, Pacific Stock Transfer Company and to the best of my knowledge is registered with the SEC and I have reviewed a copy of the share structure list prepared by the transfer agent as of December 31, 2011 to confirm that the number of outstanding shares set forth in the Report is correct

11. The undersigned has (i) met face to face with the Issuer's management and a majority of its directors, (ii) reviewed the Report published by the Issuer on the OTC Disclosure and News Service, and (iii) discussed the Report with management and a majority of the directors of the Issuer.

12. To the best of my knowledge, and after reasonable inquiry of the Issuer's management and directors, there is no officer, director, 5% holder, or counsel currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.

13. There were no promoters, finders, consultants, and other advisors of the Issuer that assisted, prepared, or provided information with respect to the Issuer's disclosure or who received securities as consideration for services rendered to the Issuer.

14. I have made specific inquiry of each of the persons listed above, persons engaged in promotional activities regarding the Issuer, and persons owning more than ten percent (10%) of either class of the Securities (collectively, the "Insiders"), and based upon such inquiries and other information available to me, any sales of the Securities by Insiders within the twelve-month period prior to this opinion have been made in compliance with Rule 144, including, without limitation, any required filings of Form 144. Nothing has come to my 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 of Rules 10b-5 or 10b5-1 of the Exchange Act.

15. This letter is given solely to you, and may not be released to or relied upon by, nor is it intended to benefit, any other person or for any other purpose without prior written consent; provided, however, OTC Markets Group has full and complete permission to publish this letter through OTC Disclosure and News Service for viewing by the public and regulators.

Regards,

LAW OFFICE OF JONATHAN F. ELLISTON

A handwritten signature in black ink, appearing to read "Jonathan F. Elliston", with a long horizontal line extending to the right.

cc: Algae Farm (USA), Inc.  
Richard M Berman, President and CEO