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December 19, 2011

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

Re: American Diversified Holdings Corp.

Dear Sirs:

This office acts as special counsel to American Diversified Holdings Corp., a Nevada corporation (hereinafter the "Company" or the "Issuer"):

1. OTC Markets Group is entitled to rely on this letter in determining whether the Issuer has made adequate current information publicly available within the meaning for Rule 144(c)(2) under the Securities Act of 1933.
2. I am a United States resident, and have been retained by the Issuer as Special Counsel, including but not limited to the rendering of this letter and other related business and securities matters.
3. I have examined such corporate records and other documents and such questions of law as I consider necessary or appropriate for purposes of rendering this letter.
4. I am authorized to practice law in the District of Columbia. The opinions expressed herein are limited to matters concerning the laws of the District of Columbia and the federal laws of the United States. I express no opinion as to the laws of any other jurisdiction. This letter does not rely on the work of other counsel.
5. I am permitted to practice before the Securities & Exchange Commission and have not been prohibited or disbarred from practice, in any respect, before that agency.
6. In connection with this letter, we have (i) investigated the questions of law; (ii) examined originals or certified, conformed or reproduction copies of documents, and other such agreements, instruments, documents and records of the Issuer, such certificates of public record and such other documents; and (iii) received such information from officers and representatives of the Issuer, as we have deemed necessary or appropriate for the purposes of this letter. In all such examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, and the authenticity of original and certified documents submitted to us

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and the conformity to original documents of all copies submitted to us as conformed or reproduction copies. As to various questions of fact relevant to the opinions expressed herein, we have relied upon, and assume the accuracy of, representations and warranties contained in the documents and certificates and oral or written statements and other information of or from representatives of the Issuer and others.

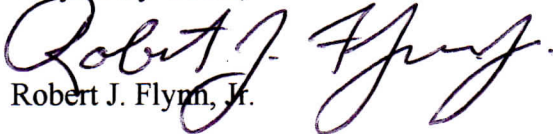
7. I have reviewed the Interim Report for the period ending October 31, 2011, which was posted with OTC Markets Group on December 16, 2011, and it is my opinion that said document is accurate, up to date, and contains the most current information available on the Issuer.
8. To the best of my knowledge, as of the date of this letter, the Information referred to above (i) constitutes “adequate current public information” concerning the securities and the Issuer and “is available” within the meaning of Rule 144(c)(2) of the Securities Act, (ii) includes all 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 Public Current Information, which are located on the internet at www.pinksheets.com, and (iv) has been posted through the OTC Disclosure and News Service.
9. The person responsible for preparation of the financial statements contained in the Information is Ernest B. Remo. Mr. Remo is qualified to prepare such financial statements by virtue of over thirty (30) years of professional experience and acting as chief executive officer of various publicly traded companies. Mr. Remo has served on the board of directors of various public companies, including being Chairman of Icon Laser Eye Centers, a Toronto based and Toronto Stock Exchange listing eye surgery company, and Chairman of the Audit Committee of Vision America, a Memphis based and NASDAQ listed ophthalmic practice management company. He was also Chairman and CEO of Eyemakers, Inc., a Dallas, Texas based optometric practice management and Lasik clinic operator. The financial statements have not been audited.
10. The Issuer’s transfer agent is Action Stock Transfer, 2469 E. Fort Union Blvd, Suite 214, Salt Lake City, UT 84121. The Issuer’s transfer agent is registered with the Securities & Exchange Commission. I have confirmed the number of outstanding shares set forth in the Information by reviewing the most recent shareholder listing from the transfer agent dated October 31, 2011. The number of outstanding common shares is 980,775,323.
11. I have (i) personally met with management of the Issuer and its Board of Directors, (ii) reviewed the Information published by the Issuer through the OTC Disclosure and

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News Service, and (iii) discussed the information with management and one of its Directors, Ernest Remo.

12. To the best of my knowledge, after inquiry of management and the sole Director of the Issuer, neither the Issuer, any 5% holder of the securities in the Issuer, nor any members of my firm are currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.
13. The opinions expressed herein are solely for the benefit of the OTC Markets Group, which is entitled to reply upon this letter, and may not be relied on in any manner or for any purpose by any other person or entity and may not be quoted in whole or in part without my prior written consent. We hereby grant OTC Markets Group full and complete permission and rights to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.
14. The opinions expressed herein are given as of the date hereof, and we undertake no obligation to supplement this letter if any applicable laws change after the date hereof or if we become aware of any facts that might change the opinions expressed herein after the date hereof or for any other reason.

Very Truly Yours,


Robert J. Flynn, Jr.