



CUTLER LAW GROUP

Attorneys at Law
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*Admitted in California & Texas
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November 29, 2007

Pink Sheets LLC
Attn: Issuer Services
304 Hudson Street
Second Floor
New York, NY 10013,

**Re: Attorney Letter With Respect to Adequate Current Information
Spirit Exploration, Inc.**

Gentlemen and Ladies,

Please be advised that Spirit Exploration, Inc., a Nevada Corporation (the “Company”) has retained Cutler Law Group, Inc. (the “Firm”), as its Corporate and Securities Counsel, and has retained the Firm for the purpose of reviewing its Information and Disclosure Statement Pursuant to Rule 15dc2-11(a)(5) (the “Disclosure Statement”) and related financial statements, rendering this Letter and related securities matters.

In connection with providing this Letter, we have examined the following documents (collectively, the “Information”):

- (i) The Disclosure Statement (posted on the Pink Sheets News Service November 29, 2007);
- (ii) Spirit Exploration, Inc. Consolidated Balance Sheet as of September 30, 2007 (unaudited)
- (iii) Spirit Exploration, Inc. Consolidated Statement of Operations for the nine months ended September 30, 2007 (unaudited)
- (iv) Spirit Exploration, Inc. Consolidated Statement of Changes in Stockholders’ Equity for the nine months ended September 30, 2007 (unaudited)
- (v) Spirit Exploration, Inc. Consolidated Statement of Cash Flows for the nine months ended September 30, 2007 (unaudited)
- (vi) Spirit Exploration, Inc. Notes to Financial Statements
- (vii) Spirit Exploration, Inc. Consolidated Balance Sheet as of December 31, 2006 (unaudited)
- (viii) Spirit Exploration, Inc. Consolidated Statement of Operations for the fiscal year ended December 31, 2006 (unaudited)
- (ix) Spirit Exploration, Inc. Consolidated Statements of Cash Flows for the fiscal year ended December 31, 2006 (unaudited)

The Financial Statement documents referenced in items (ii) to (ix) above are unaudited Financial Statements above and were prepared by cooperation between Mantell Dickson Blades Wiseman, Chartered accountants in Victoria, British Columbia, Canada and Steve Corso of Corso & Company. Corso and Company is a public accounting firm specializing in accounting for publicly traded companies. The principal of Corso and Company has over 20 years of experience in the industry and currently over 40 public companies as clients.

We have also examined (i) Spirit Exploration, Inc. Certificate of Incorporation ("Articles") and By-laws, (ii) certain resolutions of the Board of Directors, (iii) Spirit Exploration, Inc. stockholder list; and (vi) Confirmation from officers of the Company that none of the Company, any 5% holder, or officers of the Company is under investigation by any federal or state regulatory authority for any violation of federal or state securities laws. We have also made such examination of law and have examined originals or copies, certified or otherwise, of such corporate records and documents of the Company, such agreements, certificates of officers or representatives of the Company, and such other records, certificates, including certificates of public officials, and documents as we have deemed relevant and necessary as a basis for the opinions hereinafter expressed, all of which we believed to be reliable. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies. As to any facts relevant to the opinions expressed below, we have relied upon certificates and written and/or oral representations of officers of the Company and public officials. We have not examined or reviewed any communication, instrument, agreement, document or other item or conducted any independent inquiry or investigation of any matter except as otherwise expressly set forth above.

In rendering the statements set forth in this Letter, we assume the following:

- (a) the legal capacity of each natural person;
- (b) the power and authority of each person other than the Company or person(s) acting on behalf of the Company to execute, deliver and perform each document executed and delivered and to do each other act done or to be done by such person;
- (c) the authorization, execution and delivery by each person other than the Company or person(s) acting on behalf of the Company of each document executed and delivered or to be executed and delivered by such person;
- (d) that there have been no undisclosed modifications of any provision of any document reviewed by us in connection with the rendering of the statements set forth in this Letter;
- (e) the genuineness of each signature, the completeness of each document submitted to us, the authenticity of each document reviewed by us as an original, the conformity to the original of each document reviewed by us as a copy and the authenticity of the original of each document received by us as a copy;
- (f) the truthfulness of each statement as to all factual matters otherwise not known to us to be untruthful contained in any document encompassed within the due diligence review undertaken by us;
- (g) the accuracy on the date of this Letter as well as on the date stated in all governmental certifications of each statement as to each factual matter contained in such governmental certifications;

(h) that with respect to the information reviewed and to the transactions referred to therein, there has been no mutual mistake of fact and there exists no fraud or duress.

The qualification of any statement with respect to the existence or absence of facts by the phrase “to our knowledge” or “known to us” means the actual knowledge of the attorneys at this firm involved with the review and negotiation of the information reviewed. We have not conducted an independent audit of the Company or its files.

We have personally met with management of the Company and a majority of the directors of the Company, have reviewed the information published by the Company on the Pink Sheet News Service and discussed the information with management and a majority of the directors of the Company.

We call your attention to the fact that we are counsel admitted to practice in the States of California, Texas and Florida, and we do not express any opinion with respect to the applicable laws, or the effect or applicability of the laws, of any jurisdiction other than those of the State of California, Texas, Florida, the General Corporation Law of the State of California and the securities laws of the United States of America. We are permitted to practice before the United States Securities and Exchange Commission and have not been prohibited from practice thereunder. In particular, but without limitation, we do not express any opinion with respect to the Blue Sky or securities laws of any State or other jurisdiction (other than the federal securities laws of the United States of America). The undersigned is a resident of the United States of America.

Based upon and subject to the foregoing, we are of the opinion that:

1. In our opinion, the Information (i) constitutes “adequate current public information” concerning the Securities and the Company and “is available” within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended (the “Securities Act”), (ii) includes all of the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the Securities under Rule 15c2-11 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (iii) complies as to form with the Pink Sheets Guidelines for Providing Adequate Current Information, and (iv) has been posted in the Pink Sheets News Service.
2. To the best of our knowledge, and after inquiry of management and the directors of the Issuer, neither the Company, nor its officers, directors, 5% holders, or counsel, is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.
3. The Company’s Transfer Agent is Transfer Online, Inc. Transfer Online, Inc. is registered with the Securities and Exchange Commission as its appropriate regulatory authority. We confirmed the number of outstanding shares set forth in the information by contacting Transfer Online, Inc. directly and reviewing a current stockholder list.

This Letter is limited to the date hereof and we do not in any event undertake to advise you of any facts or circumstances occurring or coming to our attention subsequent to the date hereof.

This Letter is being furnished to Pink Sheets LLC and Pink Sheets LLC is hereby entitled (i) to rely on this letter in determining whether the Company has made adequate current information publicly available within the meaning of Rule 144(c)(2), and (ii) to publish the letter in the Pink Sheets News Service for viewing by the public and regulators. This Letter may not be used for any other purpose or relied upon by any other person or entity other than Pink Sheets LLC without our prior written consent.

Sincerely,

A handwritten signature in black ink, appearing to read "M. Richard Smith". The signature is written in a cursive style with a large, sweeping initial "M".

Cutler Law Group