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March 27, 2012

OTC Markets Group  
304 Hudson Street, 3<sup>rd</sup> Floor  
New York, NY 10013

RE: Second Legal Opinion for GNCC Capital Corporation (GNCP.PK) Regarding  
Adequate Current Information and Quarterly Report Requirements

This letter serves as a second legal opinion for OTC Markets Group Inc. (“OTC Markets Group”) to rely upon in determining whether GNCC Capital Corporation. (“GNCP.PK”) has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933. The undersigned counsel, Alex R. Stavrou, Esq., is a U.S. Citizen and has been retained by GNCC Capital for the purpose of rendering this legal opinion letter and related matters. Such restated opinion is based upon the recent restated filing of the Quarterly Report for the period ending December 31, 2012, as filed March 22, 2012. The ultimate conclusion and opinion has not changed since the prior opinion was rendered.

I have examined the various corporate records and documents and related questions of law necessary and appropriate for the preparation and performance of a thorough legal review and for the issuance of this letter.

I am licensed to practice before all Florida state courts and the U.S. District Court, Middle District of Florida. I am permitted to practice before the Securities and Exchange Commission (“SEC”) and have never been prohibited from practice in any jurisdiction or court.

I have not relied upon the work of any other counsel in the preparation of this letter.

The Company is not a reporting issuer under the Securities Exchange Act of 1934 (“*Exchange Act*”) and, therefore, does not file periodic reports with the SEC.

In preparing this legal opinion, I have relied upon interviews and communications from both Ronald Y. Lowenthal, Executive Chairman and Director, and Nicholas Edward “Ted” Blom, the President, Chief Executive Officer, Chief Financial Officer and

Director. In my opinion, and to the best of my knowledge, these individuals were highly credible and reliable, as was all the information they provided.

In preparing this opinion, I reviewed the following documents:

1. Filings with the Secretary of State of Delaware as to the Corporation.
2. GNCC Capital Articles of Incorporation, dated October 20, 2008, and as amended, dated November 12, 2008. As Posted on OTC Disclosures on December 12, 2011.
3. Bylaws of GNCC Capital dated April 30, 2010 as posted on OTC Disclosures.
4. The Annual Report of unaudited financial statements for the financial year ended September 30, 2010 as posted on OTC Disclosures on December 13, 2011.
5. The Annual Report of unaudited financial statements for the financial year ended September 30, 2010 as posted on OTC Disclosures on December 13, 2011.
6. The Initial Company Information and Disclosure Statement, which is the filing of the Initial Company Information and Disclosure Report as posted for the period end date of December 12, 2011 on OTC Disclosures on December 13, 2011.
7. 93 Attached Exhibits to the Initial Company Information, as posted on OTC Disclosures on December 13, 2011; such disclosures encompassed some 4100 pages of the Corporations executive agreements, compensation agreements, board of director resolutions, resignations, appointments, convertible notes, stock trading agreements, amendments to convertible notes, and other documents of a material nature to the operation of the Company. It should be noted such disclosure is more than adequate for the information normally disclosed for these purposes.
8. The Quarterly Report with Financials for the period ending December 31, 2011, which includes extensive and exhaustive disclosures. Such was posted on OTC Disclosures on March 19, 2012.
9. Restated Quarterly Report for December 31, 2012 as filed March 22, 2012 with amended financials.
9. The Corporations web site which is readily published and available at [www.gncc-capital.com](http://www.gncc-capital.com). Such site includes all material agreements, former SEC filings, corporate governance matters, all inclusive share information, information on all of the Company's holdings, and numerous other items that suffice for normal disclosure and beyond.
10. Various other corporate records necessary and prepared by management.

Counsel discussed the above disclosures with the named directors and officers, and found them to be knowledgeable and credible as to the documents content and origin.

At present, "adequate public information" is available concerning the securities, as that term has been defined in Rule 144(c)(2) of the Securities Act; 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"); complies as to form with the OTC Markets Group's

Guidelines for Providing Adequate Current Information, which are located on the Internet at [www.otcmarkets.com](http://www.otcmarkets.com); and such documents as referenced have been posted through the OTC Disclosure and News Service, as certified by both Ronald Y. Lowenthal, Executive Chairman and Director, and Nicholas Edward "Ted" Blom, the President, Chief Executive Officer, Chief Financial Officer and Director.

The parties responsible for the preparation of the financial statements of the issuer is:

Ronald Lowenthal, Executive Chairman and Director  
Renas House 170 Oxford Road  
Melrose, Gauteng, 2196  
Republic of South Africa

The financial statements are unaudited. The financial statements were prepared under the direction of Ronald Lowenthal in his capacity of Executive Chairman of the Company. While Mr. Lowenthal is not an American citizen or resident, he has previously served as an officer or director of American companies and is a graduate of the Wharton Business School of the University of Pennsylvania. Mr. Lowenthal has experience with GAAP accounting through these prior positions as well as his continued service with the Company, and he is believed to be qualified in the preparation of GAAP financial statements. The financial statements are unaudited.

The Fiscal Year End for GNCC Capital is September 30<sup>th</sup>.

As of December March 22, 2012, GNCC Capital's transfer agent was and is:

Madison Stock Transfer Inc.  
1688 E 16<sup>th</sup> Street  
Brooklyn, NY 11229-2935  
Phone: 718-627-4453

The referenced transfer agent is registered with the SEC. In order to confirm the number of outstanding shares, I asked the Issuer to cause the transfer agent to send a current stockholder's list and to confirm in writing the number of shares outstanding. On March 19, 2012, Madison Stock Transfer confirmed that there were 203,133,470 shares outstanding on that date. To the best of my knowledge, information, and belief, after an inquiry of the aforementioned, no additional shares were issued during that quarter.

I have personally met with management and the directors for this Initial Company Disclosure and Information dated March 19, 2012, being Ronald Lowenthal and Nicholas "Ted" Blom; I have reviewed the information, as amended published by the Issuer through the OTC Disclosure and News Services; and discussed the Information with management and the director majority.

After inquiry of management and the directors, to the best of my knowledge, neither the

Issuer, nor any 5% or greater holder as set forth on the Initial Disclosure, nor the undersigned is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws. In addition Counsel made enquiries as to each person and entity listed in Item 14 of the Initial Company Information and found that there were no reported or unreported sales, and that none of them 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 the attention of counsel 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.

No person other than OTC Markets Group is entitled to rely on this legal review. I 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.

I do not express any opinion herein concerning any law other than the laws of the United States and the jurisdictions where I am permitted to render opinions. I hereby furnish this opinion solely for the benefit of OTCMarkets and the Issuer. This opinion is therefore to be used for that sole purpose. I do not assume, nor imply, any responsibility or obligation to make updates to this opinion beyond the date of this letter.

GNCC Capital Corporation has not been involved in promotional activities during the reported period.

The following addresses each executive officer, director, general partner, and other control persons and; for any finder, consultant, or any other advisor to GNCC Capital, that assisted, prepared or provided information with respect to GNCC Capital's disclosure or who received securities as consideration for services rendered to GNCC Capital:

<u>Name</u>	<u>Shares Held</u>
Ronald Lowenthal Renasia House 170 Oxford Road Melrose, Gauteng, 2196 Republic of South Africa	12,000,000
Nicholas Edward "Ted" Blom Renasia House 170 Oxford Road Melrose, Gauteng, 2196 Republic of South Africa	12,000,000

Messer's Lowenthal and Blom prepared the MD&A; financial reports were posted with OTC Markets alternative reporting service.

The undersigned has made a specific inquiry of each of the persons listed above. 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 legal opinion have been made in compliance with Rule 144, including, without limitation, any required filings of Form 144, and 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 Rules 10b-5 or 10b5-1 under the Exchange Act.

For questions or issues concerning this legal opinion and review, please contact me at the address and phone number listed above.

Sincerely,

A handwritten signature in black ink, appearing to read "Alex Stavrou". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Alex Stavrou, Esq.