

# SONFIELD & SONFIELD

A Professional Corporation

LEON SONFIELD (1865-1934)  
GEORGE M. SONFIELD (1899-1967)  
ROBERT L. SONFIELD (1893-1972)

FRANKLIN D. ROOSEVELT, JR. (1914-1988)

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ROBERT L. SONFIELD, JR.  
Managing Director  
robert@sonfield.com

April 18, 2023

Mr. Frank Labrozzi  
Novus Acquisition & Development Corp.  
2665 South Bayshore Drive, Suite 220  
Miami, FL 33133

Re: Agreement and letter for OTC Markets

By: Email: Frank@ndev.biz

Dear Mr. Labrozzi:

We appreciate being asked to represent your company as counsel in corporate, securities regulation and related matters as may be required to execute and deliver to OTC Markets an Attorney Letter Agreement along with an Attorney Letter on behalf of your company.

## Cooperation and Reliance

The nature of the work which you have described and for which you have requested our representation, encompasses the legal categories of corporate and securities law. It is understood that the preparation of disclosure documents and the rendering of opinions of counsel by the firm is based upon information, representations and warranties provided by you, upon which we are relying.

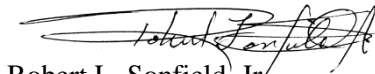
## Fees

Our fee for performing the services described above as well as legal services other than those specifically described herein is billed at our regular rates, which is \$500 per hour for the undersigned attorney. However, to provide you with cost certainty, we agree to provide the services described above for a fixed fee of \$850.00. We ask payment in the amount of \$850.00 within 30 days.

If the foregoing correctly sets forth our entire agreement, please so indicate by signing and returning one original copy of this engagement letter.

Thank you for the confidence you have placed in us. We look forward to a long-lasting professional relationship.

Yours very truly,



Robert L. Sonfield, Jr.  
Managing Director

Novus Acquisition & Development Corp.

By:   
Frank Labrozzi  
Title: CEO/CEO

**From:** Frank Labrozzi <frank@ndev.biz>  
**Sent:** Tuesday, June 2, 2020 10:42 AM  
**To:** jennifer sonfield <jennifer@sonfield.com>  
**Cc:** Robert Sonfield <robert@sonfield.com>  
**Subject:** Re: Questions for OTC Markets opinion letter

- **Financial statements:**
  - **Who prepared the financial statements?**
  - **Is he/she a licensed CPA? If so, what state is he/she licensed in?**

Frank Labrozzi, Chief Executive Officer, President, Secretary, Treasurer and director of the Company was responsible for the preparation of the unaudited financial statements contained in the Disclosure Reports. While he is not an accountant, Mr. Labrozzi has experience in the collection and oversight of financial data. The financial statements of the Company were not audited or reviewed;

- **Transfer Agent:**

Who is the company's transfer agent? Transfer Agent

Name: Olde Monmouth Stock Transfer

Phone: 732-872-2727

Email: [Matt@oldemonmouth.com](mailto:Matt@oldemonmouth.com)

Is the Transfer Agent registered under the Exchange Act Yes: X  No:

Olde Monmouth Stock Transfer, Co., 200 Memorial Parkway, Atlantic Highlands, NJ 07716, is the transfer agent of the Company, and is registered with the SEC

- 
- **Has the company ever been a shell company as defined by Rule 405 and Rule 144(i)(1)(i) of the Securities Act of 1933 and Rule 12b-2 of the Securities Exchange Act of 1934?**

Indicate whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934): ANSWER: No:

Indicate whether the company's shell status has changed since the previous reporting period:

ANSWER: No: X

Indicate whether a Change in Control of the company has occurred over this reporting period: ANSWER: No: X

ANSWER: No:

Last Attorney Letter states the following:

Neither the Company nor any of its predecessors is or ever was a "shell company" as defined by Rule 405 of the Securities Act and Rule 12b-2 of the Exchange Act; Due to that the company has been having consistent revenue and net asset value

- **Is any holder of five percent (5%) or more of the company's securities currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws?**

ANSWER: No

- **When will the Disclosure Statement be posted onto OTC Markets?** Already posted and please visit here: <http://www.otcmarkets.com/stock/NDEV/filings>

□



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On Jun 2, 2020, at 10:26 AM, jennifer sonfield <[jennifer@sonfield.com](mailto:jennifer@sonfield.com)> wrote:

Hi Frank,

Will you please provide the answers to the following questions? We need them included in our OTC Markets opinion.

- Financial statements:
  - Who prepared the financial statements?
  - Is he/she a licensed CPA? If so, what state is he/she licensed in?
- Transfer Agent:
  - Who is the company's transfer agent?
  - Are they registered with the SEC?
- Has the company ever been a shell company as defined by Rule 405 and Rule 144(i)(1)(i) of the Securities Act of 1933 and Rule 12b-2 of the Securities Exchange Act of 1934?
- Is any holder of five percent (5%) or more of the company's securities currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws?
- When will the Disclosure Statement be posted onto OTC Markets?

Thank you,

*Jennifer Abney*

Sonfield & Sonfield | Legal Assistant

Providing legal services for 122 years

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