

APPENDIX C - FORM OF DEMAND FOR PAYMENT OF FAIR VALUE

EDD HELMS GROUP, INC.
17850 N.E. 5th Avenue
Miami, Florida 33162

Attention: Chief Financial Officer

Re: Demand for Payment of Fair Value of Fractional Share in
Connection with Reverse Stock Split

It is understood that a reverse stock split is to be effected by the Company as described in the Information Statement, dated April 27, 2009, sent by the Company to its stockholders (the "Reverse Stock Split"). The undersigned stockholder of Edd Helms Group, Inc. (the "Company") hereby demands, pursuant to Sections 607.1321 and 607.1322, Florida Statutes, that the Company pay to the undersigned the fair value of the shares of Common Stock, par value \$0.01 per share. The fair value is to be determined based on the fair value that the undersigned would be entitled to in connection with the Reverse Stock Split if the Company had not elected to pay cash in lieu of issuing such fractional share.

The undersigned hereby certifies that he/she currently beneficially owns _____ shares of Common Stock, before giving effect to the proposed Reverse Stock Split. The undersigned hereby certifies that he acquired beneficial ownership of _____ of such shares before _____, the date on which the Company first publicly announced, by press release and by current report filed with the United States Securities and Exchange Commission, its intention to effect the Reverse Stock Split. The undersigned hereby certifies that he or she did not vote for the transaction. The undersigned does not accept the Company's offer of the estimated fair value. The undersigned estimates that the fair value of the shares currently owned is \$_____ per share. The undersigned hereby makes a demand for payment of this estimated value plus interest.

(Name as it appears on share certificates)

Address

(Signature)

(Date)