

[Law Firm Letterhead]

[Date]

[Underwriter Name/Representative]

[Address]

[City, State, Zip Code]

**Re: Initial Public Offering of [Company Name]**

Ladies and Gentlemen:

We have acted as special counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the Underwriting Agreement dated [Date] (the "Agreement") between the Company and the Underwriters named therein, relating to the initial public offering of [Number of Shares] shares of common stock.

In connection with this opinion, we have examined the following:

- The Certificate of Incorporation and Bylaws of the Company;
- Records of corporate proceedings relating to the authorization of the offering;
- The Registration Statement on Form S-1 filed with the SEC;
- The Underwriting Agreement; and
- Such other documents and certificates as we deemed necessary.

Based upon the foregoing, we are of the opinion that:

1. **Corporate Existence:** The Company is a corporation validly existing and in good standing under the laws of the State of [State].
2. **Corporate Power:** The Company has the corporate power and authority to own its properties and conduct its business as described in the Registration Statement.
3. **Authorization:** The Underwriting Agreement has been duly authorized, executed, and delivered by the Company.
4. **Valid Issuance:** The shares of common stock to be issued and sold by the Company have been duly authorized and, when issued and paid for in accordance with the Agreement, will be validly issued, fully paid, and non-assessable.
5. **No Conflicts:** The execution and delivery of the Agreement do not violate the Company's Certificate of Incorporation, Bylaws, or any material applicable law.

This opinion is limited to the laws of the State of [State] and the federal laws of the United States. This letter is rendered solely for your benefit in connection with the transaction described above and may not be relied upon by any other person without our prior written consent.

Very truly yours,

[Signature of Law Firm]

[Name of Law Firm]