

[Law Firm Letterhead]

[Date]

[Acquirer Name]

[Acquirer Address]

[City, State, Zip Code]

Re: Agreement and Plan of Merger by and among [Acquirer], [Merger Sub], and [Target Company]

Ladies and Gentlemen:

We have acted as counsel to [Target Company], a [State of Incorporation] corporation (the "Company"), in connection with the transactions contemplated by that certain Agreement and Plan of Merger, dated as of [Date] (the "Agreement"), by and among [Acquirer Name], [Merger Sub Name], and the Company.

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

- The Certificate of Incorporation of the Company, as amended to date;
- The Bylaws of the Company, as amended to date;
- A certificate from the Secretary of State of [State] dated [Date] (the "Good Standing Certificate"); and
- Such other records and documents as we have deemed necessary to render this opinion.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing and subject to the limitations set forth herein, we are of the opinion that:

1. The Company is a corporation validly existing and in good standing under the laws of the State of [State].
2. The Company has the corporate power and authority to own its properties and to conduct its business as currently conducted.

This opinion is limited to the laws of the State of [State] and the federal laws of the United States. This letter is furnished to you solely for your benefit in connection with the transactions contemplated by the Agreement and may not be relied upon by any other person or for any other purpose without our prior written consent.

Very truly yours,

[Law Firm Name]