[Law Firm Letterhead]

[Date]

[Acquirer Name]
[Address]
[City, State, Zip Code]

Re: Non-Contravention Opinion - Agreement and Plan of Merger

Ladies and Gentlemen:

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

In connection with this opinion, we have examined the Agreement and such other documents, corporate records, and certificates of public officials as we have deemed necessary or appropriate for the purposes of this opinion.

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

1. The execution and delivery by the Company of the Agreement and the consummation of the transactions contemplated thereby do not and will not:

- (a) violate the Company's Certificate of Incorporation or Bylaws;
- (b) violate any [State] or Federal statute, rule, or regulation applicable to the Company; or
- (c) result in a breach of, or constitute a default under, any Material Contract listed in Exhibit [X] of the Agreement.

2. No consent, approval, or authorization of any [State] or Federal governmental authority is required on the part of the Company for the valid execution and delivery of the Agreement, except for the filing of the Certificate of Merger with the Secretary of State of [State].

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 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,

[Signature of Law Firm]
[Name of Law Firm]