[Law Firm Letterhead]

[Date]

[Lead Underwriter Name]
As Representative of the several Underwriters
[Address]
[City, State, Zip Code]

Re: Initial Public Offering of [Number of Shares] of Common Stock of [Company Name]

Ladies and Gentlemen:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the Underwriting Agreement dated [Date] (the "Underwriting Agreement") between the Company and you, as representative of the several underwriters named therein, relating to the issuance and sale of [Number] shares of the Company's common stock.

In connection with this opinion, we have examined the Registration Statement on Form S-1 (File No. [Number]), the Prospectus, the Company's Certificate of Incorporation, the Company's Bylaws, and such other records, agreements, and documents as we have deemed necessary.

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

1. The execution and delivery by the Company of the Underwriting Agreement and the consummation of the transactions contemplated therein do not and will not result in a violation of the Certificate of Incorporation or Bylaws of the Company.

2. The execution and delivery by the Company of the Underwriting Agreement and the performance of its obligations thereunder do not and will not breach or result in a default under any of the Material Contracts filed as exhibits to the Registration Statement.

3. To our knowledge, the execution and delivery of the Underwriting Agreement will not violate any applicable federal or state statute, rule, or regulation of the United States or the State of [State] commonly applicable to transactions of this nature.

4. No consent, approval, authorization, or order of any federal or state court or governmental agency is required for the consummation of the transactions contemplated by the Underwriting Agreement, except such as have been obtained under the Securities Act of 1933 or as may be required under state securities or "Blue Sky" laws.

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 closing of the offering 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]