[Law Firm Letterhead]

[Date]

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

Re: Series [A] Preferred Stock Financing 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 sale and issuance of shares of Series [A] Preferred Stock pursuant to the Series [A] Preferred Stock Purchase Agreement, dated [Date] (the "Agreement"). This opinion letter is rendered to you pursuant to Section [Number] of the Agreement.

In connection with this opinion, we have examined the Agreement, the Restated Certificate of Incorporation, the Bylaws, and such other documents and records as we have deemed necessary. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Agreement.

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

The execution and delivery by the Company of the Transaction Documents, and the performance by the Company of its obligations thereunder (including the issuance of the Shares and the Conversion Shares), do not:

1. Result in a violation of the Company's Restated Certificate or Bylaws;
2. Result in a violation of any [State] or federal statute, rule, or regulation applicable to the Company; or
3. Result in a breach of, or constitute a default under, any Material Agreement listed in Exhibit [A] to this letter.

This opinion is limited to the laws of the State of [State] and the federal laws of the United States. We express no opinion as to the compliance with any state or federal securities laws.

This opinion 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,

[Law Firm Name]

By: _____
[Partner Name]