[Law Firm Letterhead]

[Date]

To: [Name of Issuer/Company]
[Address]
[City, State, Zip Code]

To: [Lead Underwriter/Investment Bank]
[Address]
[City, State, Zip Code]

Re: Initial Public Offering of [Number] Shares of Common Stock 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 Registration Statement on Form [Form Type, e.g., S-1] (File No. [Number]) filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act").

The Registration Statement relates to the registration of [Number] shares of common stock, par value $[Amount] per share (the "Shares"), to be issued and sold by the Company in an Initial Public Offering (the "Offering").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the following:

- The Amended and Restated Certificate of Incorporation of the Company;
- The Amended and Restated Bylaws of the Company;
- Records of corporate proceedings including resolutions of the Board of Directors relating to the Offering;
- The Registration Statement and the Prospectus contained therein;
- The Underwriting Agreement by and between the Company and the Underwriters.

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, 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 Shares have been duly authorized for issuance by all necessary corporate action on the part of the Company.

3. When the Shares are issued and delivered against payment therefor in accordance with the terms of the Underwriting Agreement and as described in the Registration Statement, the Shares will be validly issued, fully paid, and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Prospectus.

Very truly yours,

[Name of Law Firm]
By: [Signature of Partner]
[Printed Name of Partner]