[Law Firm Letterhead]

[Date]

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

Re: Legal Opinion - Issuance of Shares via Private Placement

To the Board of Directors:

We have acted as legal counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the private placement of [Number] shares of [Type of Stock, e.g., Common Stock] (the "Shares") at a price of $[Amount] per share, pursuant to the [Title of Subscription Agreement] dated [Date].

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

- The Articles of Incorporation and Bylaws of the Company;
- Records of corporate proceedings relating to the issuance of the Shares;
- The Subscription Agreements executed by the investors; and
- Such other documents and certificates as we deemed necessary.

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

1. The Company is a corporation duly organized, validly existing, and in good standing under the laws of the State of [State].

2. The issuance of the Shares has been duly authorized by all necessary corporate action on the part of the Company.

3. When issued and delivered against payment therefor in accordance with the terms of the Subscription Agreements, the Shares will be validly issued, fully paid, and non-assessable.

4. The offer and sale of the Shares are exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to [Section 4(a)(2) / Regulation D], based on representations made by the Company and the purchasers regarding the private nature of the offering and the accredited status of the investors.

This opinion is limited to the laws of the State of [State] and the federal laws of the United States. We consent to the filing of this letter with the Company's records.

Sincerely,

[Signature]
[Printed Name of Attorney/Partner]
[Law Firm Name]