

[Law Firm Letterhead]

[Date]

[Company Name]

[Street Address]

[City, State, Zip Code]

**Re: Registration Statement on Form [Form Type] - Secondary Offering of [Number]
Shares of Common Stock**

Ladies and Gentlemen:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form [Form Type] (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act").

The Registration Statement relates to the resale from time to time by certain selling stockholders named in the prospectus (the "Selling Stockholders") of up to [Number] shares of the Company's common stock, par value \$[Amount] per share (the "Shares").

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

- The Certificate of Incorporation and Bylaws of the Company, as amended to date;
- Records of corporate proceedings of the Company relating to the issuance of the Shares;
- The Registration Statement and the prospectus contained therein; and
- Such other certificates, instruments, and documents as we have deemed necessary or appropriate for purposes of this opinion.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, 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 the Shares have been duly authorized and are 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 forming a part of the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

[Name of Law Firm]

By: [Signature of Partner]

[Printed Name of Partner]