[Company Letterhead]

[Date]

[Name of Recipient/Transfer Agent]
[Address]
[City, State, Zip Code]

RE: Legal Opinion - Issuance of Shares pursuant to Rights Offering

To Whom It May Concern:

We have acted as legal counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the rights offering (the "Rights Offering") of [Number] shares of common stock, par value $[Amount] per share (the "Shares").

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

- The Articles of Incorporation and Bylaws of the Company;
- Resolutions adopted by the Board of Directors on [Date] authorizing the Rights Offering;
- The Prospectus/Offering Circular dated [Date]; and
- Such other documents and records as we deemed necessary.

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

1. The Company is duly incorporated and validly existing under the laws of [State].
2. The issuance of the Shares has been duly authorized by all necessary corporate action.
3. When issued and paid for in accordance with the terms of the Rights Offering, the Shares will be validly issued, fully paid, and non-assessable.

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 opinion as an exhibit to the registration statement or offering documents related to this issuance.

Very truly yours,

[Signature]

[Name of Law Firm/Attorney]
[Title]