[Law Firm Letterhead]

[Date]

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

Re: Legal Opinion - Issuance of Common Stock upon Exercise of Stock Options

To the Board of Directors:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the issuance of [Number of Shares] shares of Common Stock (the "Shares") pursuant to the [Name of Stock Option Plan] (the "Plan").

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;
- The Plan and the form of Stock Option Agreement related thereto;
- Records of corporate proceedings including Board of Director resolutions authorizing the Plan and the issuance of the Shares; and
- Such other documents and instruments as we have deemed necessary for the expression of the opinion contained herein.

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 duly organized, validly existing, and in good standing under the laws of the State of [State of Incorporation].
2. The Shares have been duly authorized for issuance.
3. Upon the exercise of the options in accordance with the terms of the Plan and the applicable Stock Option Agreement, and upon payment of the exercise price as determined by the Board of Directors, the Shares will be validly issued, fully paid, and non-assessable.

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

Very truly yours,

[Name of Law Firm/Attorney]
[Title]