[Law Firm Letterhead]

[Date]

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

Re: Issuance of Series [Letter/Name] Preferred Shares

Ladies and Gentlemen:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the issuance and sale of [Number] shares of Series [Letter] Preferred Stock (the "Shares") pursuant to the [Title of Purchase Agreement] dated [Date] (the "Agreement").

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

- The Restated Certificate of Incorporation of the Company;
- The Bylaws of the Company;
- Records of corporate proceedings relating to the issuance of the Shares;
- The Agreement and related transaction documents.

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

1. The Company is a corporation duly incorporated, 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. The Shares, when issued, sold, and delivered in accordance with the terms of the Agreement for the consideration expressed therein, will be validly issued, fully paid, and non-assessable.
4. The common stock issuable upon conversion of the Shares has been duly reserved for issuance and, upon issuance in accordance with the terms of the Certificate of Incorporation, 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. This letter is rendered solely for your benefit in connection with the transaction described above and may not be relied upon by any other person or for any other purpose without our prior written consent.

Very truly yours,

[Signature of Law Firm]
[Name of Law Firm]