[Law Firm Letterhead]

[Date]

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

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

Ladies and Gentlemen:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the exercise of warrants (the "Warrants") by [Holder Name] (the "Holder") to purchase [Number] shares of common stock of the Company (the "Warrant Shares") pursuant to the terms of the Warrant Agreement dated [Date].

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

- The Certificate of Incorporation and Bylaws of the Company;
- The Warrant Agreement and the Notice of Exercise submitted by the Holder;
- Records of corporate proceedings relating to the authorization and issuance of the Warrants and the underlying Warrant Shares; and
- Such other documents and records as we deemed necessary.

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

1. The Warrant Shares have been duly authorized for issuance by all necessary corporate action on the part of the Company.

2. Upon the delivery of the exercise price in accordance with the terms of the Warrants, the Warrant Shares will be validly issued, fully paid, and non-assessable.

3. The issuance of the Warrant Shares is exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to [Section 4(a)(2) / Section 3(a)(9) / Rule 506], based on the representations provided by the Holder.

We hereby consent to the filing of this opinion with the Company's transfer agent, [Transfer Agent Name], for the purpose of issuing the certificates or book-entry positions representing the Warrant Shares.

Very truly yours,

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