

[Law Firm Letterhead]

[Date]

[Company Name]

[Company Address]

[City, State, Zip Code]

Re: Issuance of Common Stock upon Conversion of Convertible Notes

Ladies and Gentlemen:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the issuance of [Number] shares of Common Stock (the "Conversion Shares") to [Investor Name] (the "Holder") pursuant to the terms of that certain Convertible Promissory Note dated [Date of Note] (the "Note").

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;
- Records of corporate proceedings relating to the authorization of the Note and the issuance of the Conversion Shares;
- The executed Convertible Promissory Note; and
- The Notice of Conversion received from the Holder.

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].
2. The Conversion Shares have been duly authorized by all necessary corporate action on the part of the Company.
3. Upon the conversion of the Note in accordance with its terms, the Conversion 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 express no opinion as to the compliance with any state "blue sky" or securities laws.

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,

[Law Firm Name]

By: _____

[Partner Name]