

[Law Firm Letterhead]

[Date]

[Target Company Name]

[Address Line 1]

[Address Line 2]

Re: Legal Opinion - Issuance of Shares in Connection with the Acquisition of [Target Company Name]

Ladies and Gentlemen:

We have acted as counsel to [Acquiring Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the Agreement and Plan of Merger dated as of [Date] (the "Agreement"), by and among the Company, [Merger Sub Name], and [Target Company Name].

In connection with the closing of the transactions contemplated by the Agreement, the Company is issuing [Number] shares of its Common Stock (the "Shares") to the shareholders of [Target Company Name].

In our capacity as counsel, we have examined the following:

- The Certificate of Incorporation and Bylaws of the Company;
- The Agreement and related transaction documents;
- Records of corporate proceedings related to the authorization of the issuance of the Shares;
- Such other documents and certificates as we deemed necessary to render this opinion.

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 issuance of the Shares has been duly authorized by all necessary corporate action on the part of the Company.
3. When issued and delivered in accordance with the terms and conditions set forth in the Agreement, the Shares will be validly issued, fully paid, and non-assessable.
4. The execution and delivery of the Agreement and the issuance of the Shares do not violate any applicable federal law or the laws of the State of [State].

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 applicability or effect of the laws of any other jurisdiction.

This letter is provided solely for your benefit in connection with the transactions contemplated by the Agreement and may not be relied upon by any other person or for any other purpose without our prior written consent.

Very truly yours,

[Signature]

[Name of Law Firm/Attorney]