

[Law Firm Letterhead]

[Date]

[Issuer Name]

[Issuer Address]

[City, State, Zip]

Re: Exemption from Registration under the Securities Act of 1933

To the Board of Directors:

We have acted as counsel to [Issuer Name], a [State of Incorporation] corporation (the "Company"), in connection with the proposed offer and sale of [Description of Securities, e.g., Series A Preferred Stock] (the "Securities"). This opinion is rendered in connection with the exemption from the registration requirements of the Securities Act of 1933, as amended (the "Act").

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

- The Articles of Incorporation and Bylaws of the Company;
- The Private Placement Memorandum dated [Date];
- The Subscription Agreements executed by the investors;
- Investor Questionnaire forms confirming "Accredited Investor" status;
- Form D as filed (or to be filed) with the Securities and Exchange Commission.

Based upon the representations made by the Company and the investors, we are of the opinion that the offer and sale of the Securities are exempt from the registration requirements of Section 5 of the Act, pursuant to Rule [506(b) / 506(c)] of Regulation D, provided that:

1. The Securities are sold only to "Accredited Investors" as defined in Rule 501(a);
2. Neither the Company nor any person acting on its behalf has offered or sold the Securities by means of any form of general solicitation or general advertising (unless proceeding under 506(c));
3. The Company files a Form D with the SEC within 15 days of the first sale;
4. The Securities are "restricted securities" and contain appropriate restrictive legends.

This opinion is limited to the federal laws of the United States and is rendered solely for the benefit of the Company in connection with this transaction.

Sincerely,

[Signature of Attorney]

[Printed Name of Law Firm]