

[Law Firm Letterhead]

[Date]

[Issuer Name]

[Address Line 1]

[Address Line 2]

Re: Opinion Regarding State Securities Law Exemptions ("Blue Sky" Laws)

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., Common Stock] (the "Securities"). This opinion is rendered to determine the availability of exemptions from registration under the securities laws of the states of [List States] (the "States").

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

- The Company's Articles of Incorporation and Bylaws;
- The Private Placement Memorandum dated [Date];
- The Subscription Agreements to be executed by prospective investors;
- Relevant statutes, regulations, and administrative orders of the States.

We have assumed the accuracy of the representations made by the Company and the prospective investors regarding their financial status, investment intent, and residency. We have also assumed that the offering will be conducted strictly in accordance with the requirements of Rule [506(b) or 506(c)] of Regulation D under the Securities Act of 1933.

Based upon the foregoing, it is our opinion that:

1. The offer and sale of the Securities are exempt from the registration requirements of the States pursuant to [Cite specific State Codes, e.g., Section 25102(f) of the California Corporations Code].
2. The Company is required to file a Form D and/or specific state notice filings, along with the required filing fees, within the statutory timeframes following the first sale in each respective State.

This opinion is limited to the laws of the States as currently in effect and we express no opinion as to the laws of any other jurisdiction. This letter is for the benefit of the Company and may not be relied upon by any other person without our prior written consent.

Sincerely,

[Signature]
[Name of Law Firm]