

[Law Firm Letterhead]

[Date]

[Company Name]

[Company Address]

[City, State, Zip Code]

Re: Regulation A Offering Statement on Form 1-A

Ladies and Gentlemen:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of an Offering Statement on Form 1-A (the "Offering Statement") under Regulation A of the Securities Act of 1933, as amended (the "Securities Act").

The Offering Statement relates to the offering by the Company of up to [Number] shares of [Type of Stock, e.g., Common Stock] (the "Shares").

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

- The Certificate of Incorporation and Bylaws of the Company, as amended;
- Records of corporate proceedings relating to the issuance of the Shares;
- The Offering Statement and the related Offering Circular;
- Such other certificates, instruments, and documents as we have deemed necessary.

In our examination, 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 Shares have been duly authorized and, when issued and sold in accordance with the terms set forth in the Offering Statement and upon payment of the consideration described therein, the Shares will be validly issued, fully paid, and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Offering Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

[Law Firm Name]