

[Law Firm Letterhead]

[Date]

[Company Name]

[Company Address]

[City, State, Zip Code]

Re: Opinion Regarding Intrastate Offering Exemption

To the Board of Directors:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the proposed offer and sale of [Description of Securities] (the "Securities"). This opinion is rendered to determine whether the offering qualifies for the intrastate offering exemption from registration under the Securities Act of 1933 (the "Act") and applicable state securities laws.

In connection with this opinion, we have examined originals or copies of the following:

- The Company's Articles of Incorporation and Bylaws;
- The Private Placement Memorandum or Offering Circular dated [Date];
- The Subscription Agreement and Investor Questionnaires;
- Certificates from officers of the Company regarding business operations and residency.

Based upon the foregoing and in reliance on the representations made by the Company, it is our opinion that the offer and sale of the Securities are exempt from the registration requirements of Section 5 of the Act, pursuant to Section 3(a)(11) and/or Rule 147 [or Rule 147A], provided that:

1. The Company is incorporated and has its principal place of business in the State of [State];
2. The Company derives at least 80% of its gross revenues from, and has at least 80% of its assets located within, the State of [State];
3. The Company intends to use at least 80% of the net proceeds from the offering within the State of [State];
4. Offers and sales are made exclusively to "bona fide" residents of the State of [State];
5. The Securities contain appropriate legends restricting out-of-state resales for a period of [Number] months.

This opinion is limited to the federal laws of the United States and the laws of the State of [State]. We express no opinion as to compliance with the laws of any other jurisdiction.

Very truly yours,

[Signature]

[Name of Law Firm/Attorney]