

[Law Firm Letterhead]

[Date]

[Issuer Name]

[Issuer Address]

[City, State, Zip]

Re: Legal Opinion - Offering of Securities under Regulation Crowdfunding

To the Board of Directors:

We have acted as counsel to [Issuer Name], a [State of Incorporation] corporation (the "Company"), in connection with the offering by the Company of [Type of Securities, e.g., Common Stock] (the "Securities") in an aggregate amount of up to \$[Maximum Offering Amount], pursuant to the provisions of Section 4(a)(6) of the Securities Act of 1933 and Regulation Crowdfunding promulgated thereunder.

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

- The Certificate of Incorporation and Bylaws of the Company;
- Records of corporate proceedings relating to the issuance of the Securities;
- The Form C and related offering materials to be filed with the Securities and Exchange Commission;
- Such other documents and instruments as we deemed necessary for the purposes of this opinion.

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 Securities have been duly authorized by all necessary corporate action on the part of the Company.
3. When issued, delivered, and paid for in accordance with the terms set forth in the Form C and the related Subscription Agreement, the Securities will be validly issued, fully paid, and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Company's Form C filing with the Securities and Exchange Commission.

Very truly yours,

[Signature of Authorized Partner]
[Printed Name of Law Firm]