

[Law Firm Letterhead]

[Date]

[Company Name]

[Company Address]

[City, State, Zip Code]

Re: Exemption from Registration for Securities Issued under [Name of Employee Benefit Plan]

Ladies and Gentlemen:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the issuance of [Type of Securities, e.g., Common Stock] (the "Securities") pursuant to the [Name of Plan] (the "Plan").

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

- The Certificate of Incorporation and Bylaws of the Company;
- A copy of the Plan as adopted by the Board of Directors;
- Records of corporate proceedings related to the Plan; and
- Such other documents and instruments as we have deemed necessary for the expressions of the opinions herein.

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, and subject to the qualifications set forth herein, we are of the opinion that the offer and sale of the Securities pursuant to the terms of the Plan are exempt from the registration requirements of the Securities Act of 1933, as amended (the "Act"), pursuant to Rule 701 promulgated thereunder [or specify other exemption, such as Section 4(a)(2)].

This opinion is based on the following representations provided by the Company:

1. The Company is not subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934.
2. The Securities are being issued pursuant to a written compensatory benefit plan.
3. The Securities are being offered and sold only to employees, directors, officers, consultants, or advisors of the Company.
4. The total sales price or amount of securities sold during any consecutive 12-month period does not exceed the limits set forth in Rule 701(d).

This opinion is limited to the federal laws of the United States. We express no opinion as to the compliance with any state securities or "blue sky" laws.

This letter is rendered solely for your benefit in connection with the transaction described above and may not be relied upon by any other person or for any other purpose without our prior written consent.

Sincerely,

[Signature]

[Name of Law Firm/Attorney]