

[Law Firm Letterhead]

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

Re: Legal Opinion Regarding Covered Security Preemption under the Securities Act of 1933

Dear [Contact Name],

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the proposed offering and sale of [Description of Securities] (the "Securities").

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

- The Certificate of Incorporation and Bylaws of the Company;
- The Registration Statement or Offering Statement dated [Date];
- Records of corporate proceedings relating to the authorization and issuance of the Securities;
- Such other documents and certificates as we deemed necessary to render 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, and subject to the qualifications set forth herein, we are of the opinion that:

1. The Securities are "covered securities" as defined in Section 18(b) of the Securities Act of 1933, as amended (the "Act"), because [Insert Reason: e.g., they are listed or authorized for listing on the New York Stock Exchange / Nasdaq Global Market OR they are issued pursuant to Rule 506 of Regulation D].
2. Pursuant to Section 18(a) of the Act, the laws, rules, regulations, or other administrative actions of any State or political subdivision thereof requiring the registration or qualification of securities or securities transactions are preempted with respect to the offer and sale of the Securities.
3. Notwithstanding such preemption, the Company may still be required to comply with state notice filing requirements and pay applicable filing fees as permitted under Section 18(c)(2) of the Act.

This opinion is limited to the federal laws of the United States and is rendered solely for your benefit in connection with the transaction described above. It may not be relied upon by any other person or for any other purpose without our prior written consent.

Very truly yours,

[Signature of Authorized Partner]

[Name of Law Firm]