[Law Firm Letterhead]

[Date]

[Issuer Name]
[Address Line 1]
[Address Line 2]

Re: Issuance of [Number and Type of Securities]

To the Board of Directors:

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

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

- The Certificate of Incorporation and Bylaws of the Company, as amended;
- Records of corporate proceedings relating to the authorization of the Securities;
- The [Purchase Agreement/Subscription Agreement] dated [Date];
- Such other certificates and documents as we deemed necessary for this opinion.

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 issuance of the Securities has 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 of the [Agreement Name], the Securities will be validly issued, fully paid, and non-assessable.

This opinion is limited to the laws of the State of [State] and the federal laws of the United States. We consent to the filing of this opinion as an exhibit to the Company's [Form Type, e.g., Registration Statement].

Very truly yours,

[Signature]
[Name of Law Firm]