Click or tap to enter a date.

**SECURITIES AND EXCHANGE COMMISION**

SEC Headquarter, 7907 Makati Avenue

Salcedo Village, Bel-Air, Makati City

Gentlemen:

We refer to the Registration Statement and Prospectus of name of applicant company (the “Registrar) relating to the registration and issuance of no of shares and amount at ₱0.00 per share.

As counsel for the Registrant, we have examined the said Registration Statement and Prospectus, the relevant laws and regulations of the Republic of the Philippines, the originals and copies, photocopies, certified or otherwise identified to our satisfaction, of all such corporate and official records of the Registrant and all such documents and matters, as we have considered necessary or desirable in the opinions hereinafter expressed.

We have relied, as the basis for the opinion expressed herein, on the documents and information provided to us and do not assume responsibility for any document which we have not been provided with, nor any matter not disclosed to us.

In such examination, we have assumed the genuineness of the signatures and the authenticity of all documents submitted to us as originals, and conformity with the originals of all documents submitted to us as copies thereof. As to any other matters of fact material to the opinion expressed herein, we have relied upon certificates and representations of officers and other representatives of the Registrants.

On the basis of such examination, we are of the opinion that:

1. The Registrant is a corporation duly incorporated, validly existing and in good standing under and by virtue of the laws of the Republic of the Philippines, with power and authority to conduct its business.
2. The proposed registration and issuance of Common Shares will not conflict with nor violate the Articles of Incorporation, By-laws or any law, administrative regulation or court decree applicable to the Registrant.
3. The Common Shares covered by the Registration Statement will, when sold and fully paid for, be legally issued, non-assessable and binding obligations of the Registrant.
4. The statements set forth in the Registration Statement and the attached Prospectus with respect to Philippine Taxation and the applicability of tax laws with respect to the Registrant are accurate in all material respects as of the dates indicated in the Registration Statement and the Prospectus.

We consent to the use of this opinion for purposes of the Registration Statement/Prospectus.

Very truly yours,

**Counsel Name**

For the Firm