
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) April 13, 2017

Gladstone Land Corporation
(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-35795
(Commission
File Number)

54-1892522
(IRS Employer
Identification No.)

1521 Westbranch Drive, Suite 100
McLean, Virginia
(Address of Principal Executive Offices)

22102
(Zip Code)

Registrant's telephone number, including area code: (703) 287-5893

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.*Amendments to Controlled Equity OfferingSM Sales Agreements*

On April 13, 2017, Gladstone Land Corporation, a Maryland corporation (the “Company”), and its operating partnership, Gladstone Land Limited Partnership, a majority-owned, consolidated subsidiary of the Company and a Delaware limited partnership (the “Operating Partnership”), entered into two separate amendments to the Controlled Equity OfferingSM Sales Agreements, each dated August 7, 2015, with Cantor Fitzgerald & Co. and with Ladenburg Thalmann & Co. Inc., respectively (together, the “Sales Agreements”). The amendments update the Sales Agreements to reference the Company’s new shelf registration statement on Form S-3 (File No. 333-217042) declared effective by the Securities and Exchange Commission (the “SEC”) on April 12, 2017 (the “Registration Statement”). All other material terms of the Sales Agreements remained unchanged.

The Company will file a prospectus supplement, dated April 13, 2017, to the base prospectus, dated April 12, 2017, with the SEC in connection with the offer and sale of the Company’s remaining shares of common stock available for issuance pursuant to the Sales Agreements.

The foregoing description of amendments to each Sales Agreement is qualified in its entirety by reference to the copies of the respective amendments attached hereto as Exhibits 1.1 and 1.2 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits* .

<u>Exhibit No.</u>	<u>Description</u>
1.1	Amendment No. 1 to Controlled Equity Offering SM Sales Agreement, dated April 13, 2017, by and among Gladstone Land Corporation, Gladstone Land Limited Partnership, and Cantor Fitzgerald & Co.
1.2	Amendment No. 1 to Controlled Equity Offering SM Sales Agreement, dated April 13, 2017, by and among Gladstone Land Corporation, Gladstone Land Limited Partnership, and Ladenburg Thalmann & Co. Inc.
5.1	Opinion of Venable LLP regarding the legality of shares.
23.1	Consent of Venable LLP (included in Exhibit 5.1).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

April 13, 2017

Gladstone Land Corporation

By: /s/ Lewis Parrish
Lewis Parrish
Chief Financial Officer

INDEX TO EXHIBITS

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1.2	Amendment No. 1 to Controlled Equity Offering SM Sales Agreement, dated April 13, 2017, by and among Gladstone Land Corporation, Gladstone Land Limited Partnership, and Ladenburg Thalmann & Co. Inc.
5.1	Opinion of Venable LLP regarding the legality of shares.
23.1	Consent of Venable LLP (included in Exhibit 5.1).

**GLADSTONE LAND CORPORATION
CONTROLLED EQUITY OFFERINGSSM**

**AMENDMENT NO. 1 TO
SALES AGREEMENT**

April 13, 2017

CANTOR FITZGERALD & CO.
499 Park Avenue
New York, NY 10022

Ladies and Gentlemen:

Reference is made to the Sales Agreement, dated August 7, 2015, including the Schedules thereto (the "Sales Agreement"), between Cantor Fitzgerald & Co. ("CF&Co"), Gladstone Land Corporation, a Maryland corporation (the "Company") and Gladstone Land Limited Partnership, a Delaware limited partnership (the "Operating Partnership"), pursuant to which the Company agreed to sell through or to CF&Co, as sales agent, shares of common stock, par value \$0.001 per share, of the Company. All capitalized terms used in this Amendment No. 1 to Sales Agreement between CF&Co and the Company (this "Amendment") and not otherwise defined herein shall have the respective meanings assigned to such terms in the Sales Agreement. CF&Co, the Company and the Operating Partnership agree as follows:

A. Amendments to Sales Agreement. The Sales Agreement is amended as follows:

1. The first sentence of the second paragraph of Section 1 of the Sales Agreement is amended and restated as follows:

"The Company has filed, in accordance with the provisions of the Securities Act of 1933, as amended, and the rules and regulations thereunder (collectively, the "**Securities Act**"), with the Commission registration statements on Form S-3 (File No. 333-194539 and File No. 333-217042), which were declared effective by the Commission on April 2, 2014 and April 12, 2017, respectively, each including a base prospectus, relating to certain securities, including the shares of Common Stock to be issued from time to time by the Company, and each of which incorporates by reference documents that the Company has filed or will file in accordance with the provisions of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (collectively, the "**Exchange Act**")."

2. On and after the date hereof (the "Effective Date"), references to "Registration Statement" shall refer to the registration statement on Form S-3 (File No. 333-217042), which was declared effective by the Commission on April 12, 2017, including the exhibits and any schedules thereto, and the documents incorporated by reference therein pursuant to Item 12 of Form S-3 under the Securities Act.

3. On and after the Effective Date the references to: (i) "base prospectus" shall refer to the base prospectus dated April 12, 2017 filed as part of the Registration Statement, as amended, in the form first furnished by the Company to CF&Co for use in connection with the offering of the Shares, including the documents incorporated by reference therein pursuant to Item 12 of Form S-3 under the Securities Act at the Applicable Time; (ii) "Prospectus Supplement" shall refer to the most recent prospectus supplement relating to the Shares, filed by the Company with the Commission pursuant to Rule 424(b) under the Securities Act, in the form first furnished by the Company to CF&Co for use in connection with the offering of the Shares, including the documents incorporated by reference therein pursuant to Item 12 of Form S-3 under the Securities Act at the Applicable Time; and (iii) "Prospectus" in the Agreement shall refer to the base prospectus and the Prospectus Supplement.

4. Notwithstanding anything to the contrary contained herein, this Amendment shall not have any effect on offerings or sales of Shares prior to the Effective Date or on the terms of the Sales Agreement, and the rights and obligations of the parties thereunder, insofar as they relate to such offerings or sales, including, without limitation, the representations, warranties and agreements (including the indemnification and contribution provisions), as well as the definitions of "Registration Statement," "base prospectus," "Prospectus Supplement" and "Prospectus," contained in the Sales Agreement.

5. Schedule 1 is amended by adding "as amended on April 13, 2017" immediately after "August 7, 2015".

6. Schedule 5 is deleted in its entirety and replaced with Schedule 5 as attached hereto.

7. The first sentence of the form of Officer Certificate attached as Exhibit 7(n) is amended to add the words "as amended on April 13, 2017" immediately after "August 7, 2015".

B. Prospectus Supplement. The Company shall file a 424(b) Prospectus Supplement reflecting this Amendment within two Business Days of the date hereof.

C. Representation and Warranty. Each of the Company and the Operating Partnership jointly and severally represent and warrant to CF&Co that this Amendment has been duly authorized, executed and delivered by, and is a valid and binding agreement of, the Company and the Operating Partnership.

D. No Other Amendments. Except as set forth in Part A above, all the terms and provisions of the Sales Agreement shall continue in full force and effect.

E. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery of an executed Amendment by one party to the other may be made by facsimile or email transmission.

F. Governing Law. This Amendment shall be governed by, and construed in accordance with, the internal laws of the State of New York without regard to the principles of conflicts of laws.

[Signature Page Follows]

If the foregoing correctly sets forth the understanding among the Company, the Operating Partnership and CF&Co, please so indicate in the space provided below for that purpose, whereupon this letter shall constitute a binding agreement among the Company, the Operating Partnership and CF&Co.

Very truly yours,

GLADSTONE LAND CORPORATION

By: /s/ David Gladstone

Name: David Gladstone

Title: Chairman & Chief Executive Officer

GLADSTONE LAND LIMITED PARTNERSHIP

By: GLADSTONE LAND PARTNERS LLC, its General Partner

By: GLADSTONE LAND CORPORATION, its Sole Member-Manager

By: /s/ David Gladstone

Name: David Gladstone

Title: Chairman & Chief Executive Officer

ACCEPTED as of the date first-above written:

CANTOR FITZGERALD & CO.

By: /s/ Jeffrey Lumby

Name: Jeffrey Lumby

Title: Senior Managing Director

[SIGNATURE PAGE]

SCHEDULE 5

SCHEDULE OF SUBSIDIARIES

Arizona

East Shelton Road, LLC
Reagan Road Willcox, LLC

California

Bear Mountain Arvin, LP
Broadway Road Moorpark, LLC
Calaveras Avenue Coalinga, LP
Central Avenue Kerman, LP
Dalton Lane Watsonville, LLC
Diego Ranch Stanislaus, LP
Dufau Road Oxnard, LP
Espinosa Road Salinas, LP
Natividad Road Salinas, LLC
Naumann Road Oxnard, LP
Nevada Ranch Merced, LP
San Andreas Road Watsonville, LLC
Santa Clara Avenue Oxnard, LP
Spring Valley Road Watsonville, LP
Sycamore Road Arvin, LP
West Beach Street Watsonville, LLC
West Gonzales Road Oxnard, LLC

Colorado

Baca County Edler, LLC
Gunbarrel Road Alamosa, LLC
Horse Creek Baca, LLC

Delaware

Gladstone California Farmland GP, LLC
Gladstone Land Advisers, Inc.
Gladstone Land Limited Partnership
Gladstone Land Partners, LLC
Gladstone Lending Company, LLC
Citrus Boulevard Stuart, LLC

Florida

Colding Loop Road Wimauma, LLC
Corbitt Road Immokalee, LLC
Immokalee Exchange, LLC
Keysville Road Plant City, LLC
Lithia Road Plant City, LLC
McIntosh Road Dover, LLC
Orange Avenue Fort Pierce, LLC
Parrish Road Duette, LLC
Trapnell Road Plant City, LLC
Wauchula Road Duette, LLC

Michigan

20th Avenue South Haven, LLC
38th Avenue Covert, LLC

Nebraska

Holt County Stuart, LLC
Rock County Bassett, LLC

Oregon

Collins Road Clatskanie, LLC
Oregon Trail Highway, LLC
Sequoia Street Brooks, LLC

**GLADSTONE LAND CORPORATION
CONTROLLED EQUITY OFFERINGSSM**

**AMENDMENT NO. 1 TO
SALES AGREEMENT**

April 13, 2017

LADENBURG THALMANN & CO. INC.
570 Lexington Avenue
New York, NY 10022

Ladies and Gentlemen:

Reference is made to the Sales Agreement, dated August 7, 2015, including the Schedules thereto (the "Sales Agreement"), between Ladenburg Thalmann & Co. Inc. ("Ladenburg"), Gladstone Land Corporation, a Maryland corporation (the "Company") and Gladstone Land Limited Partnership, a Delaware limited partnership (the "Operating Partnership"), pursuant to which the Company agreed to sell through or to Ladenburg, as sales agent, shares of common stock, par value \$0.001 per share, of the Company. All capitalized terms used in this Amendment No. 1 to Sales Agreement between Ladenburg and the Company (this "Amendment") and not otherwise defined herein shall have the respective meanings assigned to such terms in the Sales Agreement. Ladenburg, the Company and the Operating Partnership agree as follows:

A. Amendments to Sales Agreement. The Sales Agreement is amended as follows:

1. The first sentence of the second paragraph of Section 1 of the Sales Agreement is amended and restated as follows:

"The Company has filed, in accordance with the provisions of the Securities Act of 1933, as amended, and the rules and regulations thereunder (collectively, the "**Securities Act**"), with the Commission registration statements on Form S-3 (File No. 333- 194539 and File No. 333- 217042), which were declared effective by the Commission on April 2, 2014 and April 12, 2017, respectively, each including a base prospectus, relating to certain securities, including the shares of Common Stock to be issued from time to time by the Company, and each of which incorporates by reference documents that the Company has filed or will file in accordance with the provisions of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (collectively, the "**Exchange Act**")."

2. On and after the date hereof (the "Effective Date"), references to "Registration Statement" shall refer to the registration statement on Form S-3 (File No. 333- 217042), which was declared effective by the Commission on April 12, 2017, including the exhibits and any schedules thereto, and the documents incorporated by reference therein pursuant to Item 12 of Form S-3 under the Securities Act.

3. On and after the Effective Date the references to: (i) "base prospectus" shall refer to the base prospectus dated April 12, 2017 filed as part of the Registration Statement, as amended, in the form first furnished by the Company to Ladenburg for use in connection with the offering of the Shares, including the documents incorporated by reference therein pursuant to Item 12 of Form S-3 under the Securities Act at the Applicable Time; (ii) "Prospectus Supplement" shall refer to the most recent prospectus supplement relating to the Shares, filed by the Company with the Commission pursuant to Rule 424(b) under the Securities Act, in the form first furnished by the Company to Ladenburg for use in connection with the offering of the Shares, including the documents incorporated by reference therein pursuant to Item 12 of Form S-3 under the Securities Act at the Applicable Time; and (iii) "Prospectus" in the Agreement shall refer to the base prospectus and the Prospectus Supplement.

4. Notwithstanding anything to the contrary contained herein, this Amendment shall not have any effect on offerings or sales of Shares prior to the Effective Date or on the terms of the Sales Agreement, and the rights and obligations of the parties thereunder, insofar as they relate to such offerings or sales, including, without limitation, the representations, warranties and agreements (including the indemnification and contribution provisions), as well as the definitions of "Registration Statement," "base prospectus," "Prospectus Supplement" and "Prospectus," contained in the Sales Agreement.

5. Schedule 1 is amended by adding "as amended on April 13, 2017" immediately after "August 7, 2015".

6. Schedule 5 is deleted in its entirety and replaced with Schedule 5 as attached hereto.

7. The first sentence of the form of Officer Certificate attached as Exhibit 7(n) is amended to add the words "as amended on April 13, 2017" immediately after "August 7, 2015".

B. Prospectus Supplement. The Company shall file a 424(b) Prospectus Supplement reflecting this Amendment within two Business Days of the date hereof.

C. Representation and Warranty. Each of the Company and the Operating Partnership jointly and severally represent and warrant to Ladenburg that this Amendment has been duly authorized, executed and delivered by, and is a valid and binding agreement of, the Company and the Operating Partnership.

D. No Other Amendments. Except as set forth in Part A above, all the terms and provisions of the Sales Agreement shall continue in full force and effect.

E. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery of an executed Amendment by one party to the other may be made by facsimile or email transmission.

F. Governing Law. This Amendment shall be governed by, and construed in accordance with, the internal laws of the State of New York without regard to the principles of conflicts of laws.

[Signature Page Follows]

If the foregoing correctly sets forth the understanding among the Company, the Operating Partnership and Ladenburg, please so indicate in the space provided below for that purpose, whereupon this letter shall constitute a binding agreement among the Company, the Operating Partnership and Ladenburg.

Very truly yours,

GLADSTONE LAND CORPORATION

By: /s/ David Gladstone

Name: David Gladstone

Title: Chairman & Chief Executive Officer

GLADSTONE LAND LIMITED PARTNERSHIP

By: GLADSTONE LAND PARTNERS LLC, its General Partner

By: GLADSTONE LAND CORPORATION, its Sole Member-Manager

By: /s/ David Gladstone

Name: David Gladstone

Title: Chairman & Chief Executive Officer

ACCEPTED as of the date first-above written:

LADENBURG THALMANN & CO. INC.

By: /s/ Steve Kaplan

Name: Steve Kaplan

Title: Managing Director and Head of Capital Markets

[SIGNATURE PAGE]

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Oregon Trail Highway, LLC
Sequoia Street Brooks, LLC

[LETTERHEAD OF VENABLE LLP]

April 13, 2017

Gladstone Land Corporation
1521 Westbranch Drive
Suite 100
McLean, Virginia 22102

Re: Registration Statement on Form S-3, File No. 333-217042

Ladies and Gentlemen:

We have served as Maryland counsel to Gladstone Land Corporation, a Maryland corporation (the "Company"), in connection with certain matters of Maryland law relating to the registration by the Company of shares (the "Shares") of common stock, \$0.001 par value per share (the "Common Stock"), of the Company having an aggregate offering price of up to \$30,000,000. The Shares are covered by the above-referenced Registration Statement, and all amendments and supplements thereto (the "Registration Statement"), filed by the Company with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act").

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the "Documents"):

1. The Registration Statement and the related base prospectus included therein;
2. The Prospectus Supplement, dated April 13, 2017 (the "Prospectus Supplement");
3. The charter of the Company (the "Charter"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
4. The Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;
5. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
6. Resolutions (the "Board Resolutions") adopted by the Board of Directors of the Company (the "Board") relating to, among other matters, (a) the sale and issuance of the Shares and (b) the delegation to a committee of the Board (the "Offering Committee") of all of the powers that may lawfully be delegated to a committee of the Board in connection with the issuance and sale of Common Stock, certified as of the date hereof by an officer of the Company;
7. Resolutions (the "Committee Resolutions" and, together with the Board Resolutions, the "Resolutions"), adopted by the Offering Committee relating to, among other matters, (a) the authorization of the execution, delivery and performance by the Company of the

Sales Agreements (as defined below), (b) the sale and issuance of the Shares and (c) the delegation to certain officers of the Company (the “Authorized Officers”) of the power to determine, within certain parameters, the number of Shares and the offering price of each Share to be sold from time to time pursuant to the Sales Agreements, certified as of the date hereof by and officer of the Company;

8. The Sales Agreements, both dated August 7, 2015, as amended and supplemented through the date hereof (each a “Sales Agreement” and collectively the “Sales Agreements”), by and among the Company, Gladstone Land Limited Partnership, a Delaware limited partnership, and Cantor Fitzgerald & Co. and Ladenburg Thalmann & Co. Inc.;

9. A certificate executed by an officer of the Company, dated as of the date hereof; and

10. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.

2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party’s obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. The Shares will not be issued or transferred in violation of Article 7 of the Charter.

6. Upon the issuance of any of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter.

7. The number of Shares, and the offering price of each Share, to be issued by the Company from time to time pursuant to the Sales Agreements will be determined by the Authorized Officers in accordance with the Resolutions (with such determinations referred to hereinafter as the "Officer Instructions") prior to the issuance thereof.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.

2. The issuance of the Shares has been duly authorized and, when and to the extent issued against payment therefor in accordance with the Registration Statement, the Prospectus Supplement, the Sales Agreements, the Resolutions and the Officer Instructions, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning any other law. We express no opinion as to compliance with, or the applicability of, federal or state securities laws, including the securities laws of the State of Maryland. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of judicial decisions which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Company's Current Report on Form 8-K relating to the offering described in the Prospectus Supplement (the "Current Report"), which is incorporated by reference in the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Current Report and the said incorporation by reference and to the use of the name of our firm in the Prospectus Supplement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP