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[REDACTED]

September 18, 2012

Mort, Inc.
6100 Red Hook Quarter, B-3
St. Thomas, U.S.V.I. 00802

Dear Sir or Madam:

We have acted as counsel for AliphCom, a California corporation (the "Company"), in connection with the issuance and sale of 695,301 shares of the Company's Series 5 Preferred Stock (the "Preferred Shares") and 1,260,233 shares of the Company's Common Stock (the "Common Shares") (the Preferred Shares and Common Shares being hereinafter collectively referred to as, the "Shares"), to you under the Series 5 Preferred and Common Stock Purchase Agreement dated as of September 18, 2012 (the "Purchase Agreement"). We are rendering this opinion pursuant to Section 5.1(l) of the Purchase Agreement. Except as otherwise defined herein, capitalized terms used but not defined herein have the respective meanings given to them in the Purchase Agreement.

In connection with this opinion, we have examined and relied upon the representations and warranties as to factual matters contained in and made pursuant to the Purchase Agreement by the various parties and originals or copies certified to our satisfaction, of such records, documents, certificates, opinions, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

As to certain factual matters, we have relied upon certificates of officers of the Company and have not sought to independently verify such matters. Where we render an opinion "to our knowledge" or concerning an item "known to us" or our opinion otherwise refers to our knowledge, it is based solely upon (i) an inquiry of attorneys within this firm who have represented the Company in this transaction, (ii) receipt of a certificate executed by an officer of the Company covering such matters, and (iii) such other investigation, if any, that we specifically set forth herein.

In rendering this opinion, we have assumed: the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; the accuracy, completeness and authenticity of certificates of public officials; the due authorization, execution and delivery of all documents (except the due authorization, execution and delivery by the Company of the Purchase Agreement, the Investor Rights Agreement, the Voting Agreement and the First Refusal Agreement, each as amended (together, the "Financing Agreements")), where authorization, execution and delivery are prerequisites to the effectiveness of such documents; and the genuineness and authenticity of all signatures on original documents (except the signatures on behalf of the Company on the Financing Agreements). We have also assumed: that all individuals executing and delivering documents had the legal capacity to so execute and deliver; that the Financing Agreements are obligations binding upon the parties



thereto other than the Company; that the parties to the Financing Agreements other than the Company have filed any required California franchise or income tax returns and have paid any required California franchise or income taxes; and that there are no extrinsic agreements or understandings among the parties to the Financing Agreements or to the Material Agreements (as defined below) that would modify or interpret the terms of any such agreements or the respective rights or obligations of the parties thereunder.

Our opinion is expressed only with respect to the federal laws of the United States of America and the laws of the State of California. We express no opinion as to whether the laws of any particular jurisdiction apply, and no opinion to the extent that the laws of any jurisdiction other than those identified above are applicable to the subject matter hereof.

We are not rendering any opinion as to any statute, rule, regulation, ordinance, decree or decisional law relating to antitrust, banking, land use, environmental, pension, employee benefit, tax, fraudulent conveyance, usury, laws governing the legality of investments for regulated entities, regulations T, U or X of the Board of Governors of the Federal Reserve System or local law. Furthermore, we express no opinion with respect to compliance with antifraud laws, rules or regulations relating to securities or the offer and sale thereof; compliance with fiduciary duties by the Company's Board of Directors or shareholders; compliance with safe harbors for disinterested Board of Director or shareholder approvals; compliance with state securities or blue sky laws except as specifically set forth below; compliance with the Investment Company Act of 1940; compliance with laws that place limitations on corporate distributions; or the enforceability of provisions in the Financing Agreements concerning the voting of the Company's capital stock (other than solely administrative obligations of the Company).

With regard to our opinion in paragraph 1 below with respect to the good standing of the Company, we have relied solely upon a certificate of the Secretary of State of the indicated jurisdiction as of a recent date.

With regard to our opinion in paragraph 5 below, we have examined and relied upon a certificate executed by an officer of the Company, to the effect that the consideration for all outstanding shares of capital stock of the Company was received by the Company in accordance with the provisions of the applicable Board of Directors resolutions and any plan or agreement relating to the issuance of such shares, and we have undertaken no independent verification with respect thereto.

With regard to our opinion in paragraph 5 below with respect to securities of the Company to be issued after the date hereof, we express no opinion to the extent that, notwithstanding its current reservation of shares of Common Stock, future issuance of securities of the Company and/or antidilution adjustments to outstanding securities of the Company cause the Preferred Shares to be convertible for more shares of Common Stock, than the number that then remain authorized but unissued.

With regard to our opinion in paragraph 7 below with respect to pending or overtly threatened litigation, we have made an inquiry of the attorneys within this firm who have represented the Company in this transaction, examined and relied upon a certificate executed by an officer of the Company covering such matters, and checked the records of this firm to ascertain that we



are not acting as counsel of record for the Company in any such matter. We have made no further investigation.

With regard to our opinion in paragraph 9 concerning exemption from registration, our opinion is expressed only with respect to the offer and sale of the Shares without regard to any offers or sales of other securities occurring prior to or subsequent to the date hereof.

On the basis of the foregoing, in reliance thereon and with the foregoing qualifications, we are of the opinion that:

1. The Company has been duly incorporated and is a validly existing corporation in good standing under the laws of the State of California.
2. The Company has the requisite corporate power to own its property and assets and to conduct its business as it is currently being conducted.
3. The Company has the requisite corporate power to execute, deliver and perform its obligations under the Financing Agreements. All corporate action on the part of the Company, its officers, its directors and its shareholders necessary for the authorization and filing of the Company's Articles of Incorporation has been taken.
4. Each of the Financing Agreements has been duly and validly authorized, executed and delivered by the Company and each such agreement constitutes a valid and binding agreement of the Company enforceable against the Company in accordance with its respective terms, except as rights to indemnity and contribution under Section 6.6 of the Investor Rights Agreement may be limited by applicable laws and except as enforcement may be limited by applicable bankruptcy, insolvency, reorganization, arrangement, moratorium or other similar laws affecting creditors' rights, and subject to general equity principles and to limitations on availability of equitable relief, including specific performance.
5. The Company's authorized capital stock consists of (a) 240,000,000 shares of Common Stock, of which 58,227,502 shares (excluding the Common Shares to be issued at the Closing) are issued and outstanding, and (b) 129,654,469 shares of Preferred Stock, of which (i) 1,250,000 shares have been designated Series 1-A Preferred Stock, all of which are issued and outstanding, (ii) 2,037,206 shares have been designated Series 1-B Preferred Stock, all of which are issued and outstanding, (iii) 23,251,193 shares have been designated Series 1-C Preferred Stock, all of which are issued and outstanding, (iv) 61,466,070 shares have been designated Series 2 Preferred Stock, 59,777,831 shares of which are issued and outstanding, (v) 23,000,000 shares have been designated Series 3 Preferred Stock, 22,190,990 shares of which are issued and outstanding, (vi) 7,150,000 shares have been designated Series 4 Preferred Stock, 7,131,940 of which are issued and outstanding and (vii) 11,500,000 shares have been designated Series 5 Preferred Stock, 8,274,082 of which (excluding the Preferred Shares to be issued at the Closing) are issued and outstanding. The outstanding shares of Common Stock and of Preferred Stock have been duly authorized and validly issued and are fully paid and nonassessable. The Shares have been duly authorized, and upon issuance and delivery against payment therefor in accordance with the terms of the

Purchase Agreement, the Shares will be validly issued, outstanding, fully paid and nonassessable. The shares of Common Stock issuable upon conversion of the Preferred Shares have been duly authorized, and when issued upon conversion in accordance with the terms of the Shares, will be validly issued, outstanding, fully paid and nonassessable. To our knowledge, other than as set forth in the Schedule of Exceptions, there are no options, warrants, conversion privileges, preemptive rights or other rights presently outstanding to purchase any of the authorized but unissued capital stock of the Company, other than the conversion privileges of the Preferred Stock, rights created in connection with the transactions contemplated by the Financing Agreements, warrants to purchase 5,183,333 shares of Common Stock, and 37,149,573 shares of Common Stock reserved for issuance under the Company's 2000 Stock Plan and the Company's 2010 Equity Incentive Plan.

6. The execution and delivery of the Financing Agreements by the Company and the issuance of the Shares pursuant thereto do not violate any provision of the Company's Articles of Incorporation or Bylaws, and do not violate (a) any governmental statute, rule or regulation that in our experience is typically applicable to transactions of the nature contemplated by the Financing Agreements or (b) any order, writ, judgment, injunction, decree, determination or award that has been entered against the Company and of which we are aware, in each case to the extent the violation of which would materially and adversely affect the Company and its subsidiaries, taken as a whole.
7. To our knowledge, other than as set forth in the Schedule of Exceptions, there is no action, proceeding or investigation pending or overtly threatened against the Company before any court or administrative agency that questions the validity of the Financing Agreements or that would reasonably be expected to result, either individually or in the aggregate, in a material adverse effect on the Company and its subsidiaries, taken as a whole.
8. All consents, approvals, authorizations, or orders of, and filings, registrations, and qualifications with any U.S. Federal or State of California regulatory authority or governmental body required for the issuance of the Shares have been made or obtained, except for (a) the filing of a Form D pursuant to Securities and Exchange Commission Regulation D, and (b) the filing of the notice to be filed under California Corporations Code Section 25102.1(d).
9. The offer and sale of the Shares are exempt from the registration requirements of the Securities Act of 1933, as amended, subject to the timely filing of a Form D pursuant to Securities and Exchange Commission Regulation D and the requirements of the California Corporate Securities Law of 1968, as amended, subject to the filing of a notice under California Corporations Code Section 25102.1(d).



This opinion is intended solely for your benefit and is not to be made available to or be relied upon by any other person, firm, or entity without our prior written consent.

Very truly yours,

COOLEY LLP

By: _____

Craig D. Jacoby

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