

[Law Firm Letterhead]

[Date]

[Recipient Name]

[Recipient Title]

[Company Name]

[Address]

[City, State, Zip Code]

RE: Corporate Authority and Good Standing Opinion for [Company Name]

To Whom It May Concern:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with [describe the transaction or agreement, e.g., the Credit Agreement dated as of Date].

In our capacity as counsel, we have examined the following:

- The Certificate of Incorporation and Bylaws of the Company;
- Records of corporate proceedings relating to the authorization of the [Transaction/Agreement];
- A Certificate of Good Standing issued by the Secretary of State of [State] dated [Date];
- Such other documents and certificates as we deemed necessary to render this opinion.

Based upon the foregoing, we are of the opinion that:

1. The Company is a corporation duly incorporated, validly existing, and in good standing under the laws of the State of [State].
2. The Company has the corporate power and authority to execute, deliver, and perform its obligations under the [Agreement Name].
3. The execution and delivery of the [Agreement Name] have been duly authorized by all necessary corporate action on the part of the Company.
4. The [Agreement Name] has been duly executed and delivered by the Company and constitutes a legal, valid, and binding obligation of the Company, enforceable against the Company in accordance with its terms.

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

Sincerely,

[Signature]

[Printed Name of Attorney]

[Law Firm Name]