

[Law Firm Letterhead]

[Date]

[Recipient Name]

[Recipient Title]

[Buyer/Target Company Name]

[Address]

Re: Corporate Authority Opinion Letter regarding [Transaction Description/Project Name]

Dear [Name],

We have acted as legal counsel to [Selling/Acquiring Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the Agreement and Plan of Merger dated as of [Date] (the "Agreement") by and among [Party A] and [Party B].

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

- The Articles of Incorporation and Bylaws of the Company;
- Records of corporate proceedings relating to the Agreement;
- The Agreement and all related transaction documents;
- Such other certificates and documents as we deemed necessary.

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 all requisite corporate power and authority to execute, deliver, and perform its obligations under the Agreement.
3. The execution and delivery of the Agreement, and the consummation of the transactions contemplated therein, have been duly authorized by all necessary corporate action on the part of the Company and its shareholders.
4. The Agreement 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.
5. The execution and performance of the Agreement do not violate any provision of the Company's governing documents or any applicable state or federal law.

This opinion is limited to the laws of the State of [State] and the federal laws of the United States. This letter is provided 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.

Very truly yours,

[Signature]

[Name of Partner/Firm]