

[Law Firm Letterhead]

[Date]

[Recipient Name]

[Recipient Address]

[City, State, Zip Code]

Re: Opinion Letter - Corporate Authority of [Company Name] regarding  
[Transaction/Agreement Name]

Ladies and Gentlemen:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the negotiation, execution, and delivery of the [Name of Agreement] dated as of [Date] (the "Agreement").

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

- The Certificate of Incorporation and Bylaws of the Company;
- Records of corporate proceedings, including resolutions adopted by the Board of Directors on [Date];
- The Agreement; and
- Such other certificates and documents 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 organized, 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.
3. The execution and delivery of the Agreement by the Company, and the performance by the Company of its obligations thereunder, have been duly authorized by all necessary corporate action.
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.

This opinion is limited to the laws of the State of [State] and the federal laws of the United States. We express no opinion as to the laws of any other jurisdiction.

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.

Very truly yours,

[Signature of Authorized Partner]  
[Printed Name of Law Firm]