

[Law Firm Letterhead]

[Date]

[Recipient Name]

[Recipient Address]

[City, State, Zip Code]

Re: Opinion Letter regarding Corporate Capacity and Authorization for [Project/Transaction Name]

Ladies and Gentlemen:

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

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

- The Articles of Incorporation and Bylaws of the Company;
- Records of corporate proceedings, including resolutions adopted by the Board of Directors on [Date];
- A Certificate of Good Standing issued by the Secretary of State of [State] dated [Date];
- The executed copy of the Agreement; and
- Such other documents and certificates as we deemed necessary to render this opinion.

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

1. **Corporate Existence:** The Company is a corporation duly incorporated, validly existing, and in good standing under the laws of the State of [State].
2. **Corporate Power:** The Company has the corporate power and authority to own its properties and to conduct its business as currently described, and to execute, deliver, and perform its obligations under the Agreement.
3. **Due Authorization:** The execution, delivery, and performance of the Agreement have been duly authorized by all necessary corporate action on the part of the Company.
4. **Execution and Delivery:** The Agreement has been duly executed and delivered by authorized officers of the Company.
5. **No Conflict:** The execution and delivery of the Agreement do not violate the Company's Articles of Incorporation, Bylaws, or any applicable state or federal law known to us.

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.

Very truly yours,

[Signature of Authorized Partner]

[Name of Law Firm]