

[Law Firm Letterhead]

[Date]

[Lender Name]

[Lender Address]

[City, State, Zip Code]

**Re: Secured Loan Facility for [Borrower Name]**

Ladies and Gentlemen:

We have acted as special counsel to [Borrower Name], a [State of Incorporation] corporation (the "Company"), in connection with the execution and delivery of the [Name of Loan Agreement] and the [Name of Security Agreement] (collectively, the "Transaction Documents") between the Company and [Lender Name] (the "Lender").

In our capacity as counsel, we have examined originals or copies of the following:

- The Certificate of Incorporation and Bylaws of the Company;
- Records of corporate proceedings relating to the authorization of the Transaction Documents;
- The Transaction Documents as executed by the parties; 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. **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 execute, deliver, and perform its obligations under the Transaction Documents.
3. **Authorization:** The execution and delivery of the Transaction Documents have been duly authorized by all necessary corporate action on the part of the Company.
4. **Execution:** The Transaction Documents have been duly executed and delivered by the Company.
5. **Enforceability:** The Transaction Documents constitute the legal, valid, and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to bankruptcy, insolvency, and general principles of equity.
6. **No Conflict:** The execution and delivery of the Transaction Documents do not violate the Company's Certificate of Incorporation or Bylaws, or any applicable state or federal law.

This opinion 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]