

[Law Firm Letterhead]

[Date]

[Recipient Name]

[Recipient Address]

[City, State, Zip Code]

Re: Corporate Good Standing and Valid Existence Opinion - [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 [Description of Transaction/Purpose].

In connection with this opinion, we have examined the following documents:

- The Certificate of Incorporation of the Company, as amended to date;
- The Bylaws of the Company, as amended to date;
- A Certificate of Good Standing issued by the Secretary of State of [State] dated [Date];
and
- Such other records and documents as we deemed necessary to render this opinion.

Based upon the foregoing and subject to the qualifications set forth herein, we are of the opinion that:

1. The Company has been duly incorporated and is validly existing as a corporation in good standing under the laws of the State of [State].
2. The Company has the corporate power and authority to own its properties and to conduct its business as currently conducted.

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 aforementioned matter 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]