

[Law Firm Letterhead]

[Date]

[Recipient Name]

[Recipient Address]

[City, State, Zip Code]

Re: Legal Opinion regarding [Company Name] (the "Company")

Ladies and Gentlemen:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation, in connection with [describe transaction or purpose of letter].

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;
- Minutes of the meetings of the Board of Directors and Stockholders; and
- A Certificate of Good Standing issued by the Secretary of State of [State] dated [Date].

We have also examined such other documents and certificates of public officials and officers of the Company as we have deemed necessary as a basis for the opinions expressed below.

Based upon the foregoing, 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 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 Law Firm]