

[Law Firm Letterhead]

[Date]

[Recipient Name]

[Recipient Title]

[Recipient Company Name]

[Address]

**Re: Legal Opinion Regarding the Formation and Existence of [Entity Name]**

To Whom It May Concern:

We have acted as counsel to [Entity Name], a [Entity Type, e.g., Corporation/Limited Liability Company] organized under the laws of the State of [State] (the "Company"), in connection with [Description of Transaction/Purpose].

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

- The [Articles of Incorporation/Certificate of Formation] of the Company, as filed with the Secretary of State of [State] on [Date].
- The [Bylaws/Operating Agreement] of the Company dated [Date].
- A Certificate of Good Standing issued by the Secretary of State of [State] dated [Current Date].
- Records of corporate proceedings relating to the authorization of this opinion.

Based upon the foregoing and such legal review as we have deemed necessary, we are of the opinion that:

1. The Company is a [Entity Type] duly organized and validly existing under the laws of the State of [State].
2. The Company has the requisite power and authority to own its properties and to conduct its business as currently described in its governing documents.
3. Based solely on the Certificate of Good Standing, the Company is in good standing and is authorized to transact business in the State of [State].

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 aforementioned transaction and may not be relied upon by any other person or for any other purpose without our prior written consent.

Sincerely,

[Signature]

[Name of Attorney/Firm]