

[Law Firm Letterhead]

[Date]

[Recipient Name]

[Recipient Address]

[City, State, Zip Code]

Re: Foreign Qualification and Valid Existence Opinion - [Entity Name]

Ladies and Gentlemen:

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

In connection with this opinion, we have examined such records, certificates, and documents as we have deemed necessary or appropriate, including:

- The [Articles of Incorporation/Certificate of Formation] of the Company;
- The [Bylaws/Operating Agreement] of the Company;
- A Certificate of Existence/Good Standing from the Secretary of State of [State of Incorporation] dated [Date];
- A Certificate of Foreign Qualification/Good Standing from the Secretary of State of [State of Qualification] dated [Date]; and
- [List other relevant documents].

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

1. The Company is a [Corporation/LLC] duly incorporated, validly existing, and in good standing under the laws of the State of [State of Incorporation].
2. The Company is duly qualified to do business and is in good standing as a foreign [Corporation/LLC] in the State of [State of Qualification].

This opinion is limited to the laws of the State of [State of Counsel's License] 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 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]

[Printed Name of Attorney/Firm]