

[Letterhead of Law Firm]

[Date]

[Recipient Name]

[Recipient Address]

[City, State, Zip Code]

Re: Opinion on the Valid Existence of [Subsidiary Name]

To Whom It May Concern:

We have acted as counsel to [Parent Company Name], a [State of Incorporation] corporation (the "Company"), in connection with [Description of Transaction, e.g., the Credit Agreement dated as of Date]. This opinion letter is furnished to you regarding the status of the Company's subsidiary, [Subsidiary Name] (the "Subsidiary").

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

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

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

1. The Subsidiary is a corporation duly incorporated, validly existing, and in good standing under the laws of the State of [State of Incorporation].
2. The Subsidiary 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 Name] and the federal laws of the United States. We express no opinion as to the laws of any other jurisdiction. This letter is delivered to you solely for your benefit in connection with the referenced transaction 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]