

[Law Firm Letterhead]

[Date]

[Lender Name]

[Lender Address]

[City, State, Zip Code]

Re: Financing Transaction for [Borrower Name]

Ladies and Gentlemen:

We have acted as counsel to [Borrower Name], a [State of Incorporation] [Type of Entity, e.g., Corporation/LLC] (the "Company"), in connection with the loan transaction contemplated by the [Title of Loan Agreement] dated as of [Date] (the "Agreement") between the Company and [Lender Name].

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

- The Certificate of Incorporation and Bylaws of the Company;
- The Agreement and related security documents;
- A Certificate of Good Standing issued by the Secretary of State of [State] dated [Date];
- Such other records and documents as we deemed necessary.

Based upon the foregoing, we are of the opinion that:

1. The Company is a [Corporation/LLC] duly organized, validly existing, and in good standing under the laws of the State of [State].
2. The Company has the corporate power and authority to execute, deliver, and perform its obligations under the Agreement.
3. The execution and delivery of the Agreement have been duly authorized by all necessary corporate action on the part of the Company.

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,

[Law Firm Name]

By: _____

[Partner Name]