

[Law Firm Letterhead]

[Date]

[Lender Name / Entity Name]

[Address]

[City, State, Zip Code]

RE: [Loan Amount] Loan to [Borrower Name] (the "Borrower")

Ladies and Gentlemen:

We have acted as counsel for [Borrower Name], a [Entity Type, e.g., Limited Liability Company] organized under the laws of the State of [State Name] (the "Borrower"), in connection with the real estate closing and loan transaction contemplated by [Title of Loan Agreement] dated as of [Date].

In our capacity as counsel, we have examined such certificates of public officials, corporate records, and other documents as we have deemed necessary to render this opinion. As to questions of fact material to this opinion, we have relied upon certificates of officers of the Borrower and oral or written representations of public officials.

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

1. The Borrower is a [Entity Type] duly organized, validly existing, and in good standing under the laws of the State of [State Name].
2. The Borrower has the legal power and authority to own its properties, including the real property located at [Property Address], and to conduct its business as currently conducted.
3. The Borrower has the legal power and authority to execute, deliver, and perform its obligations under the loan documents to which it is a party.
4. The execution and delivery of the loan documents have been duly authorized by all necessary action on the part of the Borrower.

This opinion is limited to the laws of the State of [State Name] 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/Attorney]