

[Law Firm Letterhead]

[Date]

[Recipient Name]

[Recipient Title]

[Recipient Company Name]

[Recipient Address]

RE: Legal Opinion - Corporate Authority and Valid Existence of [Company Name]

Ladies and Gentlemen:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with [Description of Transaction/Agreement].

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

- The Certificate of Incorporation and Bylaws of the Company;
- The Certificate of Good Standing issued by the Secretary of State of [State] dated [Date];
- Records of corporate proceedings relating to the authorization of the [Agreement Name];
- Such other documents and certificates as we have deemed necessary for the purposes of this opinion.

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

1. **Existence:** The Company is a corporation duly incorporated, validly existing, and in good standing under the laws of the State of [State].
2. **Corporate Power:** The Company has the corporate power and authority to own its properties, to conduct its business as currently described, and to execute, deliver, and perform its obligations under the [Agreement Name].
3. **Authorization:** The execution and delivery of the [Agreement Name] by the Company, and the performance by the Company of its obligations thereunder, have been duly authorized by all necessary corporate action on the part of the Company.
4. **Execution:** The [Agreement Name] has been duly executed and delivered by the Company and constitutes a legal, valid, and binding obligation of the Company, enforceable against the Company in accordance with its terms.

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 furnished to you 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]