

[Law Firm Letterhead]

[Date]

[Lender Name]

[Lender Address]

[City, State, Zip Code]

Re: Commercial Loan to [Borrower Name]

Ladies and Gentlemen:

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

In our capacity as counsel, we have examined such certificates of public officials, corporate records, and other documents as we have deemed necessary or appropriate as a basis for the opinion set forth below. In such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals.

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

1. The Borrower is a [Type of Entity] validly existing and in good standing under the laws of the State of [State of Formation].
2. The Borrower has the corporate power and authority to execute, deliver, and perform its obligations under the Loan Agreement and the related Transaction Documents.
3. The Borrower is duly qualified to do business and is in good standing in each jurisdiction where the nature of its business or the character of its properties makes such qualification necessary.

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 the benefit of the Lender in connection with the transactions 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 of Authorized Partner]

[Name of Law Firm]