

[Law Firm Letterhead]

[Date]

[Lender Name]

[Lender Address]

[City, State, Zip Code]

Re: Guaranty of [Guarantor Name] for Loan to [Borrower Name]

Ladies and Gentlemen:

We have acted as counsel to [Guarantor Name], a [State of Incorporation/Organization] [Type of Entity, e.g., Corporation/LLC] (the "Guarantor"), in connection with the guaranty by the Guarantor of certain obligations of [Borrower Name] (the "Borrower") under that certain [Title of Loan Agreement] dated as of [Date].

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

- The Certificate of Incorporation/Formation of the Guarantor;
- The Bylaws/Operating Agreement of the Guarantor;
- A Certificate of Good Standing issued by the Secretary of State of [State] dated [Date];
- The Guaranty Agreement dated [Date] executed by the Guarantor.

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

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

This opinion 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 of Law Firm]

[Name of Law Firm]