

[Law Firm Letterhead]

[Date]

[Recipient Name]

[Recipient Address]

[City, State, Zip Code]

Re: Validity of Existence Opinion - [Full Name of LLC]

To Whom It May Concern:

We have acted as counsel to [Full Name of LLC], a limited liability company organized under the laws of the State of [State Name] (the "Company"), in connection with [describe transaction or purpose].

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

- The Articles of Organization of the Company, as filed with the Secretary of State of [State Name] on [Date];
- The Operating Agreement of the Company dated [Date];
- A Certificate of Existence (or Good Standing) issued by the Secretary of State of [State Name] dated [Date]; and
- Such other records and documents as we deemed necessary to render this opinion.

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

1. The Company has been duly formed and is validly existing as a limited liability company in good standing under the laws of the State of [State Name].
2. The Company has the limited liability company power and authority to own its properties and to conduct its business as currently conducted.

This opinion is limited to the laws of the State of [State Name] and the federal laws of the United States. We express no opinion as to the laws of any other jurisdiction.

This letter is furnished 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.

Sincerely,

[Signature]

[Name of Attorney]

[Law Firm Name]