

[Law Firm Letterhead]

[Date]

[Lender Name]

[Lender Address]

[City, State, Zip Code]

Re: Enforceability Opinion - [Loan Amount] Loan to [Borrower Name]

Ladies and Gentlemen:

We have acted as special counsel to [Borrower Name], a [State of Organization] [Entity Type] (the "Borrower"), in connection with the mortgage loan (the "Loan") in the principal amount of \$[Amount] made by [Lender Name] (the "Lender") to the Borrower today.

In our capacity as counsel, we have examined originals or copies of the following documents (the "Loan Documents"):

- The Promissory Note;
- The Mortgage/Deed of Trust;
- The Assignment of Leases and Rents;
- The Security Agreement; and
- [List other relevant documents].

For purposes of this opinion, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, and the due authorization, execution, and delivery of all documents by parties other than the Borrower.

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].
2. The Borrower has the power and authority to execute and deliver the Loan Documents and to perform its obligations thereunder.
3. The Loan Documents have been duly authorized, executed, and delivered by the Borrower.
4. The Loan Documents constitute the legal, valid, and binding obligations of the Borrower, enforceable against the Borrower in accordance with their respective terms, subject to bankruptcy, insolvency, reorganization, and other laws of general application relating to or affecting the rights of creditors.
5. The execution and delivery of the Loan Documents do not violate any applicable federal or state laws or regulations.

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 your benefit in connection with the transaction described herein and may not be relied upon by any other person or for any other purpose without our prior written consent.

Very truly yours,

[Signature]

[Printed Name of Attorney/Law Firm]