

[Law Firm Letterhead]

[Date]

[Lender Name]

[Lender Address]

[City, State, Zip Code]

Re: Enforceability Opinion - Loan Facility for [Borrower Name]

Ladies and Gentlemen:

We have acted as special counsel to [Borrower Name], a [State of Incorporation] corporation (the "Borrower"), in connection with the execution and delivery of the [Loan Agreement/Security Agreement] dated as of [Date] (the "Transaction Documents"). This opinion is delivered to you pursuant to Section [Number] of the Loan Agreement.

Documents Examined

In connection with this opinion, we have examined originals or copies of the following:

- The Loan Agreement;
- The Security Agreement;
- The UCC-1 Financing Statement to be filed with the [Secretary of State];
- The Certificate of Incorporation and Bylaws of the Borrower;
- Resolutions of the Board of Directors of the Borrower authorizing the Transaction Documents.

Assumptions

For purposes of this opinion, we have assumed: (a) the authenticity of all documents submitted to us; (b) the legal capacity of all natural persons; (c) that the Transaction Documents have been duly authorized, executed, and delivered by the Lender; and (d) that the Lender has given value to the Borrower.

Opinions

Based upon the foregoing and subject to the qualifications set forth below, we are of the opinion that:

1. The Borrower is a corporation duly organized and validly existing under the laws of [State].
2. The Transaction Documents constitute the legal, valid, and binding obligations of the Borrower, enforceable against the Borrower in accordance with their respective terms.
3. The Security Agreement is effective to create in favor of the Lender a valid security interest under the Uniform Commercial Code (UCC) in the Collateral described therein.

4. The filing of the UCC-1 Financing Statement in the office of the [Secretary of State] will be sufficient to perfect the security interest in the Collateral to the extent a security interest can be perfected by filing.

Qualifications

Our opinions are subject to the following qualifications:

- Enforceability may be limited by bankruptcy, insolvency, reorganization, or other laws affecting the rights of creditors generally.
- Enforceability is subject to general principles of equity.
- We express no opinion as to the laws of any jurisdiction other than the State of [State] and the federal laws of the United States.

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,

[Law Firm Name]

By: [Partner Name]