

[Law Firm Letterhead]

[Date]

[Lender Name]

[Lender Address]

[City, State, Zip Code]

Re: Enforceability Opinion - [Amount] Credit Facility for [Borrower Name]

Ladies and Gentlemen:

We have acted as special counsel to [Borrower Name], a [State of Incorporation] [Entity Type] (the "Borrower"), in connection with the Credit Agreement dated as of [Date] (the "Credit Agreement") between the Borrower and [Lender Name] (the "Lender").

In connection with this opinion, we have examined executed copies of the following documents (collectively, the "Transaction Documents"):

- The Credit Agreement;
- The Promissory Note;
- The Security Agreement; and
- [List other relevant documents].

We have also examined such certificates of public officials, corporate records, and other documents as we have deemed necessary to render this opinion.

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

1. **Existence:** The Borrower is a [Entity Type] validly existing and in good standing under the laws of the State of [State].
2. **Authority:** The Borrower has the power and authority to execute, deliver, and perform its obligations under the Transaction Documents.
3. **Enforceability:** Each Transaction Document constitutes a legal, valid, and binding obligation of the Borrower, enforceable against the Borrower in accordance with its terms.

Our opinions are subject to the following qualifications:

- (a) Enforceability may be limited by applicable bankruptcy, insolvency, reorganization, or similar laws affecting the enforcement of creditors' rights generally.
- (b) Enforceability is subject to general principles of equity.
- (c) 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 letter is furnished to you 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 of Authorized Partner]

[Law Firm Name]