[Law Firm Letterhead]

[Date]

[Lender/Investor Name]
[Address Line 1]
[Address Line 2]

Re: Non-Contravention Opinion - [Transaction/Loan Agreement Name]

Ladies and Gentlemen:

We have acted as special counsel to [Borrower Name], a [State of Incorporation] corporation (the "Company"), in connection with the [Name of Financing Agreement] dated as of [Date] (the "Agreement") by and among the Company and [Lender Name].

In connection with this opinion, we have examined executed copies of the Agreement and the Company's [Articles of Incorporation/Bylaws]. We have also reviewed such other documents and certificates as we have deemed necessary to render this opinion.

Based upon the foregoing, we are of the opinion that the execution and delivery by the Company of the Agreement, and the performance by the Company of its obligations thereunder:

1. Do not conflict with or result in a violation of the Company's [Articles of Incorporation] or [Bylaws].
2. Do not result in a material breach of, or constitute a default under, any material agreement or instrument known to us to which the Company is a party.
3. Do not violate any applicable [State/Federal] statute, rule, or regulation currently in effect.
4. Do not violate any writ, injunction, or decree of any court or governmental authority known to us to be applicable to the Company.

This opinion is limited to the laws of the State of [State Name] and the federal laws of the United States. This letter is delivered 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 Law Firm]
[Typed Name of Law Firm]