[Law Firm Letterhead]

[Date]

[Lender/Purchaser Name]
[Address]
[City, State, Zip Code]

Re: Non-Contravention Opinion - [Project Name/Property Address]

Ladies and Gentlemen:

We have acted as counsel to [Entity Name], a [State of Organization] [Type of Entity, e.g., Limited Liability Company] (the "Company"), in connection with the [Loan/Sale] transaction involving the real property located at [Property Address].

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

- The [Loan Agreement/Purchase Agreement] dated [Date];
- The [Deed/Mortgage/Deed of Trust] dated [Date];
- The Articles of Organization and Operating Agreement of the Company;
- A Certificate of Good Standing issued by the Secretary of State of [State];
- [List other relevant material agreements].

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

1. The execution and delivery of the Transaction Documents by the Company, and the performance by the Company of its obligations thereunder, do not and will not conflict with or result in a breach of any of the terms or provisions of the Company's organizational documents.

2. The execution and delivery of the Transaction Documents do not and will not violate any existing federal or state statute, rule, or regulation applicable to the Company.

3. The execution and delivery of the Transaction Documents do not and will not result in a breach of, or constitute a default under, any material agreement or court order known to us to which the Company is a party or by which the Company or the Property is bound.

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 above 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]
[Printed Name of Law Firm]