[Law Firm Letterhead]

[Date]

[Lender Name / Administrative Agent]
[Address Line 1]
[Address Line 2]

Re: Non-Contravention Opinion - Debt Restructuring of [Company Name]

Ladies and Gentlemen:

We have acted as special counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the restructuring of its existing indebtedness as contemplated by the [Restructuring Agreement/Amended Credit Agreement] dated as of [Date].

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

- The Restructuring Agreement;
- The Amended and Restated Promissory Notes;
- The Security and Pledge Agreements;
- The Certificate of Incorporation and Bylaws of the Company;
- [List other relevant material contracts/agreements].

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

1. Do not and will not conflict with or result in a violation of the Certificate of Incorporation or Bylaws of the Company.

2. Do not and will not result in a breach of, or constitute a default under, any material agreement or instrument known to us to which the Company is a party or by which its property is bound.

3. Do not and will not violate any applicable statute, rule, or regulation of the [State/Federal] jurisdiction currently in effect.

4. Do not and will not require any consent, approval, or authorization from any governmental authority or regulatory body that has not already been obtained.

This opinion is limited to the laws of the [State Name] and the federal laws of the United States. This letter is provided solely for your benefit in connection with the transactions 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]
[Name of Law Firm]