[Law Firm Letterhead]

[Date]

[Recipient Name]
[Recipient Title]
[Recipient Company Name]
[Address]

Re: Non-Contravention Opinion - Joint Venture Agreement between [Party A] and [Party B]

Dear [Recipient Name],

We have acted as legal counsel to [Client Name], a [State of Incorporation] [Entity Type] (the "Company"), in connection with the preparation, execution, and delivery of the Joint Venture Agreement dated [Date] (the "Agreement") by and among the Company and [Other Joint Venture Partner(s)].

In our capacity as counsel, we have examined the following:

- The Certificate of Incorporation and Bylaws (or Operating Agreement) of the Company;
- The Agreement and all related exhibits;
- Resolutions of the Board of Directors [or Board of Managers] authorizing the execution of the Agreement;
- Applicable laws, rules, and regulations of [Jurisdiction].

Based upon the foregoing, and subject to the qualifications and limitations set forth herein, it is our opinion that:

1. The execution, delivery, and performance by the Company of its obligations under the Agreement do not and will not conflict with or result in a violation of the Company's Certificate of Incorporation or Bylaws [or Operating Agreement].

2. To our knowledge, the execution and delivery of the Agreement do not conflict with, or result in a breach of, any material agreement, indenture, or instrument to which the Company is a party or by which its property is bound.

3. The execution and delivery of the Agreement do not violate any existing statute, rule, or regulation of [Jurisdiction/State] or the federal laws of the United States applicable to the Company.

4. No consent, approval, or authorization of any governmental authority is required on behalf of the Company for the execution and delivery of the Agreement, except those which have already been obtained.

This opinion is limited to the laws of [State/Jurisdiction] and is rendered solely for your benefit in connection with the transaction described above. It may not be relied upon by any other person or for any other purpose without our prior written consent.

Sincerely,

[Signature]
[Typed Name of Attorney]
[Law Firm Name]