[Company Letterhead]

[Date]

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

Re: Non-Contravention Opinion - [Transaction Name/Reference]

Dear [Recipient Name],

We have acted as counsel to [Company Name], a [Jurisdiction] corporation (the "Company"), in connection with the [Describe Agreement, e.g., Credit Agreement/Purchase Agreement] dated as of [Date] (the "Transaction Documents") between the Company and [Counterparty Name].

In connection with this opinion, we have examined originals or copies of the Transaction Documents and such corporate records, certificates, and other documents as we have deemed necessary. We have assumed the genuineness of all signatures and the conformity to original documents of all copies submitted to us.

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

1. Do not result in a violation of the [Articles of Incorporation/Bylaws] of the Company.
2. Do not violate any applicable statute, rule, or regulation of [Jurisdiction].
3. Do not breach or result in a default under any material agreement or instrument known to us to which the Company is a party.
4. Do not violate any judgment, order, or decree of any court or arbitrator applicable to the Company.
5. Do not require any further filing, consent, or approval from any governmental authority in [Jurisdiction], except for [List exceptions, if any].

This opinion is limited to the laws of [Jurisdiction] and we express no opinion as to the laws of any other jurisdiction.

This letter is furnished to you 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]

[Name of Law Firm/Counsel]