[Law Firm Letterhead]

[Date]

[Addressee Name]
[Addressee Address]
[City, State, Zip Code]

**Re: Shareholder Agreement Non-Contravention Opinion**

To [Name of Recipient/Investors]:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the execution and delivery of the Shareholder Agreement dated [Date] (the "Agreement") by and among the Company and the shareholders party thereto.

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

- The Certificate of Incorporation and Bylaws of the Company;
- The Shareholder Agreement;
- Records of corporate proceedings related to the Agreement; and
- Such other documents and certificates as we deemed necessary to render this opinion.

Based upon the foregoing, we are of the opinion that the execution, delivery, and performance by the Company of its obligations under the Agreement do not:

1. Violate the Certificate of Incorporation or Bylaws of the Company.

2. 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 it is bound.

3. Violate any applicable federal or state statute, rule, or regulation.

4. Violate any writ, control, 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] 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.

Sincerely,

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