[Law Firm Letterhead]

[Date]

[Purchaser Name/Acquisition Co]
[Address]
[City, State, Zip]

Re: Non-Contravention Opinion - Project [Project Name]

Ladies and Gentlemen:

We have acted as special counsel to [Target Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the Purchase Agreement dated [Date] (the "Agreement") by and among the Company, [Seller Name], and [Purchaser Name]. This opinion is being delivered pursuant to Section [Number] of the Agreement.

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

- The Agreement and related Transaction Documents;
- The Certificate of Incorporation and Bylaws of the Company;
- Material Contracts listed in Schedule [X] of the Agreement; and
- Relevant court orders, judgments, or decrees applicable to the Company.

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

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

2. Do not result in a breach of, or constitute a default under, any Material Contract to which the Company is a party.

3. Do not violate any applicable federal or state statute, rule, or regulation currently in effect.

4. Do not violate any writ, control, judgment, or decree known to us to which the Company is subject.

This opinion is limited to the laws of the State of [State] and the federal laws of the United States. This letter is provided 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,

[Law Firm Name]
By: _____
[Partner Name]