[Law Firm Letterhead]

[Date]

To: [Administrative Agent Name], as Administrative Agent
[Address]
[City, State, Zip Code]

And To: The Lenders party to the Credit Agreement referred to below

Re: [Borrower Name] - Syndicated Loan Facility

Ladies and Gentlemen:

We have acted as special counsel to [Borrower Name], a [State of Incorporation] corporation (the "Borrower"), in connection with the Credit Agreement, dated as of [Date] (the "Credit Agreement"), among the Borrower, the Lenders party thereto, and [Administrative Agent Name], as Administrative Agent.

In connection with this opinion, we have examined the following (collectively, the "Transaction Documents"):

- The Credit Agreement;
- The Notes;
- The Security Agreement; and
- [List other relevant documents].

We have also examined the [Certificate of Incorporation/Bylaws] of the Borrower and such other records, certificates, and documents as we have deemed necessary to render this opinion.

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

1. Do not and will not conflict with or result in a breach of any of the terms or provisions of the [Certificate of Incorporation or Bylaws] of the Borrower.

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

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

4. Do not and will not violate any judgment, order, or decree of any court or governmental agency having jurisdiction over the Borrower or its assets.

This opinion is limited to the laws of the State of [State] and the federal laws of the United States. This letter is delivered to you solely for your benefit in connection with the transactions contemplated by the Credit Agreement and may not be relied upon by any other person or for any other purpose without our prior written consent.

Very truly yours,

[Signature of Law Firm]

[Printed Name of Law Firm]