[Law Firm Letterhead]

[Date]

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

Re: Corporate Reorganization of [Company Name] - Non-Contravention Opinion

Ladies and Gentlemen:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the proposed corporate reorganization as described in the [Name of Agreement, e.g., Plan of Reorganization] dated as of [Date] (the "Agreement").

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

- The Certificate of Incorporation and Bylaws of the Company;
- The Agreement and related transaction documents;
- Records of corporate proceedings related to the reorganization; and
- Such other documents and statutes as we deemed necessary.

Based upon the foregoing, we are of the opinion that the execution, delivery, and performance of the Agreement by the Company and the consummation of the reorganization transactions contemplated therein do not:

1. Conflict with or result in a violation of the Company's Certificate of Incorporation or Bylaws;
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
3. Violate any applicable federal or state statute, rule, or regulation.

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.

Very truly yours,

[Signature of Law Firm]
[Printed Name of Law Firm]