[Company Letterhead]

[Date]

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

Re: Tax Treatment of Executive Compensation for [Executive Name]

Dear [Name],

We have acted as counsel to [Company Name] (the "Company") in connection with the executive compensation arrangement for [Executive Name] (the "Executive") as established under the [Agreement Name, e.g., Employment Agreement] dated [Date].

Scope of Review
In rendering this opinion, we have examined copies of the following documents:
1. The Employment Agreement dated [Date];
2. The [Year] Equity Incentive Plan;
3. [List other relevant documents, e.g., Deferred Compensation Plan].

Opinion
Based upon the foregoing and subject to the qualifications herein, it is our opinion that:

1. **Internal Revenue Code Section 409A:** The compensation arrangement is designed to [be exempt from / comply with] the requirements of Section 409A of the Internal Revenue Code regarding nonqualified deferred compensation. Provided the terms are followed in operation, the Executive should not be subject to the 20% additional tax or interest charges under Section 409A.

2. **Internal Revenue Code Section 162(m):** We have analyzed the deductibility of the compensation. [Insert opinion regarding the $1 million deduction limit for covered employees].

3. **Internal Revenue Code Section 280G:** In the event of a change in control, the payments [do / do not] appear to trigger excise taxes or loss of deductibility under the "Golden Parachute" rules, subject to the valuation of [Specific Assets].

Qualifications
This opinion is limited to the federal income tax laws of the United States as of the date hereof. We express no opinion regarding state, local, or foreign tax consequences. This letter is provided solely for the benefit of the Company and may not be relied upon by any other person without our express written consent.

Sincerely,

[Signature]

[Name of Partner]
[Law Firm Name]