

[Law Firm or Accounting Firm Letterhead]

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

Re: Federal Income Tax Classification of [Name of Entity]

To [Client Name/Recipient Name]:

We have acted as counsel to [Name of Entity], a [State of Formation] limited liability company (the "Company"), in connection with the determination of its classification for U.S. federal income tax purposes.

FACTUAL REPRESENTATIONS

In rendering this opinion, we have relied upon the following representations provided by the Company:

- The Company was formed on [Date] under the laws of the State of [State].
- The Company has a single member, [Name of Sole Member] (the "Member").
- The Company has not filed IRS Form 8832 (Entity Classification Election) to be treated as an association taxable as a corporation.
- The Company is not a "per se" corporation as defined under Treasury Regulation Section 301.7701-2(b).

DISCUSSION AND ANALYSIS

Under Treasury Regulation Section 301.7701-3(a), a business entity that is not classified as a corporation under Treasury Regulation Section 301.7701-2(b) (an "eligible entity") can elect its classification for federal tax purposes. Pursuant to Treasury Regulation Section 301.7701-3(b)(1)(ii), unless the entity elects otherwise, a domestic eligible entity is "disregarded as an entity separate from its owner" if it has a single owner.

OPINION

Based on the foregoing and subject to the qualifications set forth herein, it is our opinion that, for U.S. federal income tax purposes, the Company is currently classified as a disregarded entity. Consequently, the activities of the Company are treated in the same manner as a sole proprietorship, branch, or division of the Member.

This opinion is based on the Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder as of the date hereof. This opinion is rendered solely for

your benefit and may not be relied upon by any other person or entity without our prior written consent.

Very truly yours,

[Signature]

[Name of Professional]

[Name of Firm]