

[Letterhead of Law Firm]

[Date]

[Lender Name]
[Lender Address]
[City, State, Zip]

Re: Loan to [Borrower Name] (the "Borrower")

Ladies and Gentlemen:

We have acted as special counsel to [Borrower Name], a [State of Formation] [Type of Entity, e.g., Limited Liability Company] (the "Borrower"), and [Member/Parent Name], a [State of Formation] [Type of Entity] (the "Member"), in connection with the loan (the "Loan") in the principal amount of \$[Amount] from [Lender Name] (the "Lender").

In connection with the Loan, we have examined originals or copies of the following documents:

- The Loan Agreement dated as of [Date];
- The Mortgage/Deed of Trust;
- The Organizational Documents of the Borrower;
- The Separateness Covenants;
- [List other relevant documents].

We have also relied upon certificates of officers of the Borrower and the Member (the "Officer's Certificates") regarding certain factual matters, including the manner in which the Borrower and the Member conduct their respective businesses and maintain their separate identities.

Assumptions

For purposes of this opinion, we have assumed, with your permission, that the Borrower and the Member will act in accordance with their respective organizational documents and the separateness covenants contained in the Loan documents. We further assume that the factual representations made in the Officer's Certificates remain true and correct at all relevant times.

Opinion

Based upon the foregoing, and subject to the assumptions, qualifications, and limitations set forth herein, it is our opinion that, in the event that the Member were to become a debtor in a case under the United States Bankruptcy Code (the "Code"), a federal court exercising bankruptcy jurisdiction, in a properly presented and argued case, would not order the substantive consolidation of the assets and liabilities of the Borrower with those of the Member based upon existing case law and the facts presented.

In reaching this conclusion, we have considered the factors historically evaluated by courts, including: (i) the degree of difficulty in segregating assets; (ii) the presence or absence of consolidated financial statements; (iii) the commingling of assets and business functions; (iv) the existence of intercorporate guarantees; and (v) the reliance of creditors on the separate credit of each entity.

Qualifications

The opinion expressed above is subject to the following qualifications: (a) we express no opinion as to any state insolvency laws; (b) the outcome of any litigation is inherently uncertain and a court's decision is based on its own analysis of the facts at the time of the case; and (c) this opinion is limited to the laws of the United States and the State of [State].

This letter is furnished to you solely for your benefit in connection with the Loan 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]

[Name of Law Firm]