

[Law Firm Letterhead]

[Date]

[Recipient Name]

[Recipient Title]

[Recipient Company]

[Recipient Address]

Re: Authority and Capacity Opinion Letter Regarding [Transaction/Agreement Name]

Dear [Recipient Name],

We have acted as counsel to [Entity Name], a [State of Incorporation] [Type of Entity, e.g., Corporation] (the "Company"), in connection with the negotiation and execution of the [Name of Agreement] dated as of [Date] (the "Agreement").

In our capacity as counsel, we have examined the following documents:

- The Articles of Incorporation and Bylaws of the Company;
- The resolutions of the Board of Directors authorizing the Agreement;
- The Agreement itself; and
- Such other records and documents as we have deemed necessary.

Based upon the foregoing, we are of the opinion that:

1. **Existence:** The Company is a corporation duly organized, validly existing, and in good standing under the laws of the State of [State].
2. **Capacity:** The Company has the requisite corporate power and authority to enter into, execute, and deliver the Agreement and to perform its obligations thereunder.
3. **Authorization:** The execution, delivery, and performance of the Agreement have been duly authorized by all necessary corporate action on the part of the Company.
4. **Execution:** The Agreement has been duly executed and delivered by an authorized officer of the Company and constitutes a legal, valid, and binding obligation of the Company, enforceable against it in accordance with its terms.
5. **No Conflict:** The execution and delivery of the Agreement do not violate any provision of the Company's organizational documents or any applicable law, rule, or regulation.

This opinion is limited to the laws of [State/Jurisdiction] and is rendered solely for your benefit in connection with the Transaction. It may not be relied upon by any other person or for any other purpose without our prior written consent.

Sincerely,

[Signature]

[Printed Name of Attorney]

[Name of Law Firm]