

[Law Firm Letterhead]

[Date]

[Recipient Name]

[Recipient Address]

[City, State, Zip Code]

Re: Enforceability Opinion - [Transaction Name/Reference]

Ladies and Gentlemen:

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

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

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

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing and subject to the qualifications set forth below, we are of the opinion that:

1. The Agreement has been duly authorized, executed, and delivered by the Company.
2. The Agreement constitutes a legal, valid, and binding obligation of the Company, enforceable against the Company in accordance with its terms.

The opinions set forth above are subject to the following qualifications:

- Enforceability may be limited by applicable bankruptcy, insolvency, reorganization, or similar laws affecting the enforcement of creditors' rights generally.
- Enforceability is subject to general principles of equity, regardless of whether considered in a proceeding in equity or at law.
- We express no opinion as to the laws of any jurisdiction other than the State of [State Name] and the federal laws of the United States.

This opinion 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]

[Typed Name of Law Firm]