

[Law Firm Letterhead]

[Date]

[Recipient Name]

[Recipient Title]

[Recipient Company Name]

[Recipient Address]

Re: Opinion Letter - [Transaction Name/Project Title]

Ladies and Gentlemen:

We have acted as counsel to [Company Name], a [State of Incorporation] corporation (the "Company"), in connection with the [Title of Agreement], dated as of [Date] (the "Agreement"). This opinion letter is delivered to you pursuant to Section [Number] of the Agreement.

In connection with this opinion, we have examined the Agreement and such other documents, corporate records, and certificates of public officials and officers of the Company as we have deemed necessary for the purposes of this opinion.

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

1. No Consents. No consent, approval, authorization, or order of, or filing, registration, or qualification with, any [State/Federal] governmental authority or court is required on the part of the Company for the execution, delivery, and performance of the Agreement, except for [List Exceptions, if any, or state "none"].
2. No Conflicts. The execution and delivery of the Agreement by the Company, and the performance by the Company of its obligations thereunder, do not and will not (a) conflict with or result in a violation of the [Articles of Incorporation/Bylaws] of the Company; (b) constitute a material breach of or default under any material agreement or instrument known to us to which the Company is a party; or (c) violate any applicable [State/Federal] law, statute, or regulation.

This opinion is limited to the laws of the State of [State Name] and the federal laws of the United States. This letter 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,

[Law Firm Name]

By: \_\_\_\_\_  
[Partner Name]