

[Law Firm Letterhead]

[Date]

[Issuer Name]
[Address Line 1]
[Address Line 2]

[Placement Agent Name]
[Address Line 1]
[Address Line 2]

Re: Issuance of Commercial Paper Notes by [Issuer Name]

To Whom It May Concern:

We have acted as counsel to [Issuer Name], a [State of Incorporation] corporation (the "Issuer"), in connection with the proposed issuance and sale from time to time of short-term promissory notes (the "Notes").

In connection with this opinion, we have examined the following:

- The Articles of Incorporation and Bylaws of the Issuer;
- The Board of Directors' resolutions authorizing the issuance of the Notes;
- The Commercial Paper Dealer Agreement between the Issuer and [Placement Agent Name];
- The Issuing and Paying Agency Agreement between the Issuer and [Bank Name].

We have also examined such other documents and certificates of public officials and officers of the Issuer as we have deemed necessary as a basis for the opinions expressed below.

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

1. The Notes, when issued in the manner contemplated by the Dealer Agreement, will constitute "commercial paper" within the meaning of Section 3(a)(3) of the Securities Act of 1933, as amended (the "Act").
2. The offer and sale of the Notes in the manner contemplated by the Dealer Agreement are exempt from the registration requirements of the Act pursuant to Section 3(a)(3) thereof.
3. The Notes are not required to be qualified under the Trust Indenture Act of 1939, as amended.

This opinion is limited to the federal laws of the United States. We express no opinion as to the laws of any other jurisdiction. This letter is rendered solely for your benefit in connection with the transaction described herein and may not be relied upon by any other person or for any other purpose without our prior written consent.

Sincerely,

[Signature]

[Printed Name of Partner]

[Name of Law Firm]