

[Company Letterhead]

[Date]

[Name of Recipient/Lender/Counterparty]

[Address]

[City, State, Zip Code]

**Re: Solvency Opinion regarding [Name of Debtor/Transferor] as of [Date of Transfer]**

Dear [Name],

This letter is provided in connection with the transfer of [describe assets or payment] (the "Transfer") made by [Name of Transferor] (the "Company") to [Name of Transferee] on [Date of Transfer] (the "Transfer Date"). We understand that this opinion is requested to address potential preference or fraudulent transfer concerns under applicable insolvency laws.

In rendering this opinion, we have reviewed the Company's financial statements, balance sheets, cash flow projections, and relevant market data as of the Transfer Date. Based upon our review and subject to the assumptions and qualifications set forth herein, it is our professional opinion that, as of the Transfer Date:

1. **Balance Sheet Test:** The sum of the Company's debts was not greater than all of the Company's property, at a fair valuation.
2. **Cash Flow Test:** The Company did not intend to incur, nor believe that it would incur, debts that would be beyond the Company's ability to pay as such debts matured.
3. **Capitalization Test:** The Company was not engaged in business or a transaction, and was not about to engage in business or a transaction, for which any property remaining with the Company was an unreasonably small capital.

In conclusion, it is our opinion that the Company was Solvent at the time the Transfer was effected.

This letter is solely for the benefit of the addressee and may not be relied upon by any other person or entity without our prior written consent.

Sincerely,

[Signature]

[Name of Officer/Authorized Representative]

[Title]

[Name of Firm/Company]