[Law Firm Letterhead]

[Date]

[Recipient Name]
[Recipient Title]
[Recipient Company Name]
[Address]

RE: Legal Opinion Regarding Enforceability of [Name of Agreement]

Dear [Recipient Name],

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

1. Documents Examined

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

- The executed Agreement;
- The Certificate of Incorporation and Bylaws of the Company;
- Resolutions adopted by the Board of Directors of the Company authorizing the Agreement;
- [List other relevant documents].

2. Assumptions

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

3. Opinion

Based upon the foregoing and subject to the qualifications set forth below, it is our opinion that the Agreement constitutes a legal, valid, and binding obligation of the Company, enforceable against the Company in accordance with its terms.

4. Qualifications

The opinion set forth above is 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 letter is furnished to you 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.

Very truly yours,

[Signature]
[Printed Name of Signing Attorney]
[Law Firm Name]