[Law Firm Letterhead]

[Date]

[Recipient Name]
[Recipient Address]
[City, State, Zip Code]

RE: Non-Contravention of Local Law Opinion - [Project/Transaction Name]

To [Recipient Name],

We have acted as local counsel to [Company Name], a [Entity Type] (the "Company"), in connection with the [Description of Agreement/Transaction] dated as of [Date].

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

- The Certificate of Incorporation and Bylaws of the Company;
- The [Transaction Agreement Name];
- [List other relevant documents/statutes].

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

1. The execution and delivery by the Company of the [Transaction Agreement], and the performance by the Company of its obligations thereunder, do not violate any existing law, rule, or regulation of [Jurisdiction/State/Country].

2. No consent, approval, or authorization of any local governmental authority is required for the valid execution and delivery of the Agreement by the Company.

3. The execution of the Agreement does not conflict with or result in a breach of any judgment, order, or decree known to us of any local court or governmental agency applicable to the Company.

This opinion is limited to the laws of [Jurisdiction] as currently in effect. We express no opinion as to the laws of any other jurisdiction. This letter is provided 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.

Sincerely,

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