

[Law Firm Letterhead]

[Date]

[Name of Administrative Agent/Lead Lender]

[Address]

[City, State, Zip]

Re: Usury Law Compliance Opinion for Syndicated Credit Facility

Ladies and Gentlemen:

We have acted as special counsel to [Borrower Name], a [State of Incorporation] [Entity Type] (the "Borrower"), in connection with the Credit Agreement dated as of [Date] (the "Credit Agreement"), among the Borrower, the Lenders party thereto, and [Agent Name], as Administrative Agent.

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

1. The Credit Agreement;
2. The Promissory Notes executed pursuant to the Credit Agreement;
3. [List other relevant loan documents].

Scope of Inquiry

Our opinion is limited to the laws of the State of [Primary State], the State of [Secondary State], and the federal laws of the United States. We express no opinion as to the laws of any other jurisdiction.

Assumptions

In our examination, we have assumed the following:

1. All signatures on documents are genuine.
2. All parties have the legal capacity to enter into the transactions.
3. The loan proceeds will be used solely for business or commercial purposes and not for personal, family, or household purposes.

Opinions

Based upon the foregoing and subject to the qualifications set forth herein, it is our opinion that:

1. **Choice of Law:** The choice of [State] law to govern the Credit Agreement is a valid choice of law under the statutes of [State], and a court sitting in [State] should give effect to such choice.
2. **Usury Compliance:** The interest rates, fees, and other charges provided for in the Credit Agreement do not violate the usury laws or other laws regulating the maximum rate of interest applicable to loans of this type in the jurisdictions of [List States].

3. **Savings Clause:** The "Usury Savings Clause" contained in Section [Number] of the Credit Agreement is enforceable under the laws of [State] and would be effective to reduce any interest found to be in excess of the maximum legal rate to the highest rate permitted by law.

Qualifications

This opinion is subject to the following qualifications:

1. We express no opinion regarding the effect of bankruptcy, insolvency, or reorganization laws.
2. This opinion is rendered solely for your benefit in connection with the transaction described above and may not be relied upon by any other person without our prior written consent.

Very truly yours,

[Signature of Law Firm]

[Typed Name of Law Firm]