[Law Firm Letterhead]

[Date]

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

Re: Initial Franchise Disclosure Document (FDD) Compliance Opinion

Dear [Client Name],

We have acted as counsel to [Franchisor Name], a [State of Incorporation] [Entity Type] (the "Company"), in connection with the preparation of its initial Franchise Disclosure Document ("FDD") for use in [Year].

In our capacity as counsel, we have reviewed the FDD dated [Date] to determine its compliance with the Federal Trade Commission Franchise Rule, 16 C.F.R. Part 436 (the "FTC Rule"), and applicable state franchise disclosure laws in [List Specific States].

Based upon our review of the FDD and the information provided to us by the Company, it is our opinion that:

- The FDD follows the format required by the FTC Rule and the 2008 North American Securities Administrators Association (NASAA) Franchise Registration and Disclosure Guidelines.
- The Company has included all items of disclosure required by Items 1 through 23 of the FDD.
- The franchise agreement and related contracts included as exhibits are consistent with the disclosures made in the FDD.

This opinion is subject to the following qualifications:

1. We have relied upon the accuracy and completeness of the financial and operational information provided by the Company's officers and independent auditors.
2. This opinion does not address the merits of the franchise as an investment or the commercial viability of the business model.
3. This opinion is limited to the laws of the United States and the specific states mentioned above.

This letter is provided solely for the benefit of the Company in connection with its franchise compliance program and may not be relied upon by any other person or for any other purpose without our prior written consent.

Sincerely,

[Attorney Signature]
[Attorney Name]
[Law Firm Name]