[Law Firm Letterhead]

[Date]

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

Re: Legal Opinion Regarding Exemption from Franchise Registration for Out-of-State Sales

Dear [Client Name],

We have acted as counsel to [Franchisor Name], a [State of Incorporation] corporation (the "Company"), in connection with the proposed offer and sale of franchises to prospective franchisees located outside of the State of [State where Franchisor is located].

Scope of Inquiry

In connection with this opinion, we have reviewed the Company's Franchise Disclosure Document (FDD), the proposed Franchise Agreement, and the relevant statutes of the [State Name] Franchise Investment Law, specifically Section [Insert Section Number regarding Out-of-State exemptions].

Assumptions

This opinion is based on the following factual assumptions provided by the Company:

- The prospective franchisee is not a resident of [State Name].
- The franchised business will be located and operated entirely outside of [State Name].
- The offer and sale activities occurring within [State Name] are limited to administrative processing or communications sent from within the state to persons outside the state.

Legal Opinion

Based upon the foregoing and subject to the qualifications set forth herein, it is our opinion that the offer and sale of a franchise by the Company to a non-resident of [State Name], for a business to be located outside of [State Name], is exempt from the registration requirements of the [State Name] Franchise Investment Law pursuant to [Insert Specific Statutory Exemption Code].

Qualifications

This opinion is limited to the laws of the State of [State Name] and federal franchise disclosure laws. We express no opinion as to the laws of the jurisdiction where the prospective franchisee is located or where the business will operate. The Company must still comply with the anti-fraud

provisions of the [State Name] Franchise Investment Law and the Federal Trade Commission (FTC) Franchise Rule.

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

Sincerely,

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