

[Law Firm Letterhead]

[Date]

[Recipient Name]

[Recipient Title]

[Company Name]

[Address]

[City, State, Zip Code]

RE: Legal Opinion Regarding Fiduciary Duty Compliance

Dear [Recipient Name],

We have acted as legal counsel to [Company Name] (the "Company") in connection with the evaluation of fiduciary duties related to [Describe Specific Transaction or Action, e.g., the proposed merger or asset sale] (the "Transaction").

1. Scope of Review

In connection with this opinion, we have reviewed the following:

- The Certificate of Incorporation and Bylaws of the Company;
- Minutes of the meetings of the Board of Directors;
- [List other relevant documents, e.g., Financial Advisory Reports];
- Applicable state statutes and relevant case law.

2. Fiduciary Standards

Under [State, e.g., Delaware] law, directors and officers owe the Company and its shareholders the fiduciary duties of care and loyalty. The Duty of Care requires acting on an informed basis after considering all material information. The Duty of Loyalty requires acting in good faith and in the best interests of the Company, free from self-interest or conflicts.

3. Opinion

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

The Board of Directors has followed a process consistent with the Business Judgment Rule. By [describe actions, e.g., forming an independent committee, seeking third-party valuations], the Board has satisfied its fiduciary obligations to act in an informed manner and in the bona fide interests of the shareholders regarding the Transaction.

4. Limitations

This opinion is limited to the matters expressly stated herein and is based on the facts provided to us as of this date. We assume no obligation to update this letter for subsequent changes in law or fact.

This letter is provided solely for the benefit of the Board of Directors and may not be relied upon by any other party without our express written consent.

Sincerely,

[Signature]

[Name of Partner]

[Law Firm Name]