[Date]

[Recipient Name]
[Recipient Title]
[Lender or Requesting Entity Name]
[Address]

RE: Opinion Letter - Authority of Independent Director for [Company Name]

To Whom It May Concern,

We have acted as counsel to [Company Name], a [State of Incorporation] [Entity Type, e.g., Corporation/LLC] (the "Company"), in connection with the review of the appointment and authority of [Name of Independent Director] (the "Independent Director").

In our capacity as counsel, we have examined the following documents:

- The Certificate of Incorporation and Bylaws (or Operating Agreement) of the Company;
- Resolutions of the [Board of Directors/Members] dated [Date], appointing the Independent Director;
- The Service Agreement between the Company and [Independent Director or Service Provider Company];
- Such other records and documents as we have deemed necessary to render this opinion.

Based upon the foregoing, we are of the opinion that:

1. The Independent Director has been duly appointed in accordance with the Company's governing documents.

2. The Independent Director meets the criteria for "Independence" as defined in [cite specific section of Operating Agreement or Loan Agreement].

3. Pursuant to the Company's governing documents, the vote or consent of the Independent Director is required for the Company to: (a) file for bankruptcy; (b) dissolve or liquidate; (c) merge or consolidate; or (d) engage in [Other Material Actions].

4. The Independent Director has the full legal power and authority to exercise the rights and perform the duties assigned to that position under the Company's governing documents.

This opinion is limited to the laws of the State of [State] and the federal laws of the United States. This letter is strictly for the benefit of the addressee and may not be relied upon by any other person or entity without our prior written consent.

Sincerely,

[Signature]
[Name of Attorney/Firm Name]
[Bar Number/Legal License Info]