[Law Firm Letterhead]

[Date]

[Recipient Name]
[Recipient Title]
[Company Name]
[Address]

RE: Legal Opinion Regarding Potential Liability and Piercing the Corporate Veil

Dear [Recipient Name],

We have been requested to provide a legal opinion regarding whether the corporate veil of [Subsidiary/Company Name] (the "Company") could be pierced to hold [Parent Company/Shareholder Name] (the "Shareholder") liable for the obligations or liabilities of the Company.

1. Documents Reviewed

In rendering this opinion, we have examined the following:

- Articles of Incorporation and Bylaws of the Company;
- Corporate minute books and records of proceedings;
- Financial statements and capitalization records;
- Intercompany agreements between the Company and the Shareholder;
- [Other Relevant Documents].

2. Legal Standard

Under the laws of [Jurisdiction], the general rule is that a corporation is a legal entity distinct from its shareholders. However, courts may "pierce the corporate veil" and impose personal liability if it is demonstrated that the corporation is a mere "alter ego" of the shareholder and that the corporate form is being used to defeat public convenience, justify wrong, protect fraud, or defend crime.

3. Analysis

Our analysis focused on the following factors:

- **Corporate Formalities:** Whether the Company maintains separate books, records, and holds regular board meetings.
- **Capitalization:** Whether the Company was adequately capitalized at its inception to meet its reasonably anticipated liabilities.
- **Commingling of Funds:** Whether corporate assets are kept separate from the personal assets of the Shareholder.

- **Arm's Length Transactions:** Whether dealings between the Shareholder and the Company are conducted on market terms.

4. Opinion

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

[Insert Specific Conclusion - e.g., "The corporate separateness between the Company and the Shareholder is likely to be respected by a court, and the likelihood of a successful claim to pierce the corporate veil is low, provided that current corporate governance practices are maintained."]

5. Qualifications and Limitations

This opinion is based on the facts as they exist on the date hereof. We assume the authenticity of all documents reviewed and the accuracy of representations made by the Company's management. This letter is intended solely for your benefit and may not be relied upon by any other person without our express written consent.

Sincerely,

[Signature]
[Name of Partner]
[Law Firm Name]