[Law Firm Letterhead]

[Date]

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

Re: Legal Opinion Regarding Parent Company Liability for Subsidiary Obligations

Dear [Client Name],

You have requested our legal opinion regarding whether [Parent Company Name] ("Parent") may be held liable for the debts or liabilities of [Subsidiary Company Name] ("Subsidiary") under the equitable doctrine of "piercing the corporate veil."

I. Documents Reviewed

In rendering this opinion, we have reviewed the following:

- Articles of Incorporation and Bylaws of both Parent and Subsidiary;
- Corporate minutes and resolutions for both entities;
- Financial statements and intercompany transaction records;
- [List other relevant documents, e.g., Lease Agreements, Service Contracts].

II. Factual Assumptions

Our opinion is based on the following assumptions: (a) both entities are duly organized and in good standing; (b) all documents reviewed are authentic; and (c) the Subsidiary maintains its own bank accounts and books of account.

III. Legal Standard

Generally, a parent corporation is not liable for the acts of its subsidiary. However, courts may "pierce the corporate veil" and impose liability on the parent if it is determined that the subsidiary is a mere "alter ego" or "instrumentality" of the parent, and that maintaining the corporate separation would promote fraud or injustice.

IV. Legal Analysis

Our analysis considers several factors, including:

- **Corporate Formalities:** Whether the Subsidiary observes separate board meetings and corporate records.
- **Capitalization:** Whether the Subsidiary is adequately capitalized for its intended business purpose.

- **Commingling of Funds:** Whether Parent and Subsidiary assets are kept strictly separate.
- **Control and Domination:** The extent to which Parent dictates the day-to-day operations of the Subsidiary.

V. Opinion

Based upon the foregoing and subject to the limitations set forth herein, it is our opinion that [describe opinion, e.g., it is unlikely that a court would find sufficient grounds to pierce the corporate veil, provided that the parties continue to maintain formal corporate separation].

VI. Qualifications and Limitations

This opinion is limited to the laws of the State of [State Name] and is based solely on the facts as presented to us as of this date. This letter is for your sole benefit and may not be relied upon by any other party without our written consent.

Very truly yours,

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