[Law Firm Letterhead]

[Date]

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

RE: Legal Opinion Regarding the Liability of [Shareholder Name] for the Obligations of [Corporation Name]

Dear [Recipient Name],

We have been requested to provide a legal opinion as to whether the corporate veil of [Corporation Name] (the "Corporation") may be pierced to hold its sole shareholder, [Shareholder Name] (the "Shareholder"), personally liable for the debts and obligations of the Corporation.

Documents Reviewed

In rendering this opinion, we have examined the following:

- Articles of Incorporation and Bylaws of the Corporation;
- Corporate minute books and records of shareholder/director actions;
- Bank statements and financial records of the Corporation;
- [List other relevant documents, e.g., Lease Agreements, Contracts].

Legal Standard

Under applicable law, a corporation is generally treated as a separate legal entity. However, the equitable doctrine of "piercing the corporate veil" allows a court to disregard the corporate entity and impose personal liability on a shareholder if: (1) there is such a unity of interest and ownership that the separate personalities of the corporation and the individual no longer exist (the "Alter Ego" test); and (2) adherence to the fiction of separate corporate existence would sanction a fraud or promote injustice.

Analysis

Based on our review, we have considered the following factors regarding the relationship between the Shareholder and the Corporation:

- **Corporate Formalities:** Whether the Corporation has maintained separate books, held required meetings, and filed annual reports.
- **Commingling of Funds:** Whether the Shareholder has treated corporate assets as personal assets or commingled bank accounts.

- **Capitalization:** Whether the Corporation was adequately capitalized at its inception to meet its reasonably anticipated liabilities.
- **Arm's-Length Transactions:** Whether transactions between the Shareholder and the Corporation were conducted on a fair and objective basis.

Opinion

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

[Insert Opinion: e.g., It is unlikely that a court would pierce the corporate veil because the Corporation has strictly adhered to corporate formalities and maintained independent financial accounts.]

Qualifications and Limitations

This opinion is limited to the laws of the State of [State Name] and is based solely on the facts provided to us as of this date. We assume no obligation to update this letter for subsequent changes in fact or law.

Sincerely,

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