

[Law Firm Letterhead]

[Date]

To: [Counterparty Name]

[Counterparty Address]

[City, State, Zip Code]

**Re: Legal Opinion - Enforceability of Derivative Transactions**

Dear Sir/Madam,

We have acted as legal counsel to [Client Name] (the "Company") in connection with the negotiation and execution of the [ISDA Master Agreement / Derivative Contract Name] dated as of [Date] (the "Agreement") between the Company and [Counterparty Name].

In our capacity as counsel, we have examined the Agreement, the Company's articles of incorporation, bylaws, and such other corporate records and documents as we have deemed necessary to render this opinion.

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

1. The Company is a corporation duly organized, validly existing, and in good standing under the laws of [Jurisdiction].
2. The Company has the corporate power and authority to execute, deliver, and perform its obligations under the Agreement.
3. The execution and delivery of the Agreement have been duly authorized by all necessary corporate action on the part of the Company.
4. The Agreement constitutes a legal, valid, and binding obligation of the Company, enforceable against the Company in accordance with its terms, subject to applicable bankruptcy, insolvency, and similar laws affecting creditors' rights generally.
5. The entry into and performance of the Agreement by the Company does not violate any existing law, regulation, or order of [Jurisdiction] applicable to the Company.

This letter is furnished to you solely for your benefit in connection with the Agreement and may not be relied upon by any other person or for any other purpose without our prior written consent.

Sincerely,

[Signature]

[Name of Signing Partner]

[Law Firm Name]