

[Date]

[Addressee Name]

[Underwriter or Financial Institution Name]

[Address]

[City, State, Zip Code]

Re: [Offering Name / Transaction Description]

Dear Sirs/Madams:

We have acted as [Legal Counsel / Auditors] to [Company Name] (the "Company") in connection with the issuance and sale of [Description of Securities] pursuant to the [Registration Statement / Offering Memorandum] dated [Date].

In our capacity as [Legal Counsel / Auditors], we have participated in conferences with representatives of the Company, their independent public accountants, and your representatives, at which the contents of the [Registration Statement / Offering Memorandum] and related matters were discussed.

Based on our participation in the preparation of the [Registration Statement / Offering Memorandum] and our review of the documents described above, nothing has come to our attention that causes us to believe that the [Registration Statement / Offering Memorandum], as of its date or as of the date hereof, contained or contains any untrue statement of a material fact or omitted or omits to state a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading.

We express no belief as to the financial statements, including the notes and schedules thereto, or any other financial, numerical, or statistical data contained in the [Registration Statement / Offering Memorandum].

This letter is furnished by us as [Legal Counsel / Auditors] to the Company and is solely for your benefit in your capacity as [Underwriter / Placement Agent] and may not be relied upon by any other person or for any other purpose without our prior written consent.

Very truly yours,

[Signature]

[Name of Firm]