

[Company Letterhead]

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

**Re: Tax Opinion Regarding Proposed Corporate Reorganization of [Company Name]**

Dear [Name],

We have acted as tax counsel to [Company Name] (the "Company") in connection with the proposed reorganization (the "Reorganization") described in the [Plan of Reorganization/Agreement] dated [Date]. You have requested our opinion regarding the material federal income tax consequences of the Reorganization.

**I. Scope of Review and Representations**

In rendering this opinion, we have examined the following documents: [List documents, e.g., Certificate of Merger, Board Resolutions, etc.]. We have relied upon representations made by the management of the Company regarding the business purpose of the transaction and the continuity of shareholder interest and business enterprise.

**II. Proposed Transaction**

[Insert brief description of the steps of the reorganization, including entities involved and the movement of stock or assets].

**III. Opinion**

Based upon the facts as described above and subject to the limitations set forth herein, it is our opinion that for federal income tax purposes:

- The Reorganization will qualify as a tax-free reorganization within the meaning of Section [Insert Section, e.g., 368(a)] of the Internal Revenue Code.
- No gain or loss will be recognized by the Company upon the transfer of assets or liabilities as part of the Reorganization.
- No gain or loss will be recognized by the shareholders of the Company upon the exchange of their shares solely for voting stock in the successor entity.
- The aggregate tax basis of the stock received by shareholders will be the same as the aggregate tax basis of the stock surrendered.

**IV. Qualifications and Limitations**

This opinion is based on the Internal Revenue Code, Treasury Regulations, and judicial and administrative interpretations as of the date hereof, all of which are subject to change. This opinion is provided solely for the benefit of the Company and its shareholders and may not be relied upon by any other person or used for any other purpose without our express written consent.

Sincerely,

[Signature]  
[Printed Name]  
[Firm Name]