

[Law Firm or Accounting Firm Letterhead]

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

**Re: Formal Tax Opinion Regarding [Description of Transaction/Tax Position]**

Dear [Client Name],

**1. Scope of Opinion**

We have been requested to provide our legal opinion regarding the federal income tax consequences of [Detailed Description of Transaction]. This opinion is rendered to determine whether there is a "Should" level of confidence regarding the tax treatment of this position under the Internal Revenue Code.

**2. Factual Background**

In rendering this opinion, we have relied upon the following documents and representations: [List specific documents, e.g., Purchase Agreements, Financial Statements, Certificates of Officers]. We have assumed that all signatures are genuine and that the transaction will be executed exactly as described in these documents.

**3. Applicable Authorities**

Our analysis is based on the Internal Revenue Code of 1986, as amended, Treasury Regulations, judicial decisions, and administrative rulings by the Internal Revenue Service (IRS) currently in effect as of the date of this letter.

**4. Legal Analysis**

[Detailed discussion of applicable tax law and application to the specific facts provided in Section 2].

**5. Opinion**

Based upon the facts, representations, and legal analysis set forth above, it is our opinion that there is a high degree of confidence that the tax position described will be upheld if challenged by the IRS. Specifically, it is our opinion that the position "should" prevail on its merits. For purposes of this letter, a "Should" level of opinion indicates a significantly higher probability of success than "More Likely Than Not," typically interpreted as a 70% to 75% likelihood of being sustained upon examination.

## **6. Limitations and Caveats**

This opinion is based on current law. Should the law change via legislative, judicial, or administrative action, the conclusions reached in this letter may no longer be valid. We undertake no obligation to update this opinion for events occurring after this date. This opinion is intended solely for the benefit of [Client Name] and may not be relied upon by any other party without our express written consent.

Sincerely,

[Signature]

[Printed Name of Authorized Signatory]

[Firm Name]