

DATE: [Insert Date]

TO: [Insert Client Name/Board of Directors]

FROM: [Insert Name of Law/Accounting Firm]

RE: Tax Opinion Regarding Executive Compensation Strategy for [Insert Executive Name]

1. SCOPE OF OPINION

We have been requested to provide a legal opinion regarding the federal income tax consequences of the proposed executive compensation package for [Insert Executive Name] (the "Executive") as established by [Insert Company Name] (the "Company"). This opinion focuses on compliance with Sections 409A, 162(m), and 280G of the Internal Revenue Code.

2. DOCUMENTS REVIEWED

In rendering this opinion, we have examined the following:

- The Executive Employment Agreement dated [Date];
- The [Year] Equity Incentive Plan;
- The Deferred Compensation Plan Document;
- [Insert Other Relevant Documents].

3. FACTUAL ASSUMPTIONS

This opinion is based on the following assumptions: (a) all documents reviewed are authentic; (b) the compensation reflects "reasonable compensation" for services rendered within the meaning of Section 162; and (c) the Company and Executive will operate the plans in accordance with their written terms.

4. TAX ANALYSIS AND OPINION

A. Section 409A (Nonqualified Deferred Compensation)

It is our opinion that the deferred compensation arrangements are structured to avoid the acceleration of income or the imposition of additional taxes under Section 409A, provided that the timing of distributions remains tied to a "permissible payment event" as defined in the Treasury Regulations.

B. Section 162(m) (Excessive Compensation)

We have analyzed the \$1 million deduction limitation for "covered employees." Based on current regulations, it is our opinion that [Insert Analysis regarding deductibility or strategy for non-deductible portions].

C. Section 280G and 4999 (Golden Parachute Payments)

Regarding potential Change in Control payments, the strategy utilizes a [Insert Strategy, e.g.,

"Best Net" or "2.99x Cap"] approach. It is our opinion that this structure minimizes the risk of excise taxes under Section 4999.

5. LIMITATIONS AND RELIANCE

This opinion is provided solely for the benefit of the Company and may not be relied upon by any other party. This opinion is based on the Internal Revenue Code as of the date hereof. We undertake no obligation to update this letter for subsequent changes in tax law.

Sincerely,

[Signature]
[Name of Partner]
[Name of Firm]