

[Firm Letterhead]

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

Re: Corporate Income Tax Nexus Opinion - [State Name]

Dear [Client Contact Name],

We have been requested to provide a formal opinion regarding whether the current business activities of [Company Name] (the "Company") constitute sufficient "nexus" to subject the Company to Corporate Income Tax in the State of [State Name] for the tax year(s) ending [Date(s)].

Scope of Review

In rendering this opinion, we have examined the following information provided by the Company:

- Physical presence, including offices, warehouses, or inventory located in the State.
- Presence of employees, independent contractors, or sales representatives in the State.
- Gross receipts derived from sources within the State.
- The nature of services rendered or property sold to customers in the State.

Legal Authorities

Our analysis is based on the Due Process Clause and the Commerce Clause of the U.S. Constitution, Public Law 86-272, and [State Name] Statutes Section [Section Number] and related administrative regulations.

Analysis

[Insert detailed analysis here. Example: Based on the facts provided, the Company's activities in the State are limited to the solicitation of orders for tangible personal property, which are approved and shipped from outside the State. Under P.L. 86-272, such activities are protected from net income-based taxes.]

Opinion

Based on the facts and legal authorities cited above, it is our opinion that [Company Name] (does / does not) have a filing requirement for Corporate Income Tax in [State Name] for the period specified. [Optional: However, the Company may still be subject to non-income based taxes such as franchise tax or gross receipts tax.]

Limitations

This opinion is based on the facts as presented to us. Any change in the Company's operations or changes in state legislation or judicial interpretations may affect the validity of this opinion. This letter is intended solely for the use of [Company Name] and may not be relied upon by any other party.

Sincerely,

[Signature]

[Name of Partner/Principal]

[Name of Firm]