[Date]

[Client Name]
[Client Address]
[City, State, Zip Code]

Re: Tax Opinion Regarding [Specific Transaction/Issue]

Dear [Client Name],

This opinion letter is provided to you by [Law/Accounting Firm Name] regarding the federal income tax consequences of [Description of Transaction].

1. Scope of Opinion

We have been requested to provide our opinion as to whether it is "more likely than not" that [Specific Tax Position] will be sustained on its merits if challenged by the Internal Revenue Service (IRS).

2. Factual Background

In rendering this opinion, we have relied upon the following facts and representations provided by you: [Insert Detailed List of Facts and Assumptions]. We have not independently verified these facts, and our opinion is contingent upon their accuracy.

3. Legal Analysis

Our analysis is based on the Internal Revenue Code of 1986, as amended, Treasury Regulations, judicial decisions, and IRS administrative rulings currently in effect. [Insert Detailed Discussion of Applicable Statutes and Case Law].

4. Opinion

Based upon the facts and legal authorities described above, it is our opinion that there is a greater than 50 percent likelihood (the "More Likely Than Not" standard) that the [Tax Position] will be upheld if the matter is litigated and decided by a court of competent jurisdiction.

5. Limitations and Disclosures

This opinion is based on the law as of the date of this letter. Tax laws are subject to change, which may have a retroactive effect. This letter is intended solely for the use of [Client Name] and may not be relied upon by any other party or used for any other purpose without our express written consent.

Very truly yours,

[Signature]

[Name of Authorized Partner]
[Firm Name]