

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

Re: Reasonable Basis Tax Opinion - [Subject Matter/Transaction]

Dear [Client Name],

We have been requested to provide a legal opinion regarding the federal income tax consequences of [Description of Transaction or Specific Tax Position].

FACTS

This opinion is based upon the facts, representations, and assumptions provided to us by [Client/Management], including [List specific documents or representations]. We have not independently verified these facts.

AUTHORITIES

In rendering this opinion, we have examined the Internal Revenue Code of 1986, as amended, Treasury Regulations, judicial decisions, and administrative rulings by the Internal Revenue Service (IRS) as of the date of this letter.

OPINION

Based on our analysis of the authorities described above, it is our opinion that there is a "reasonable basis" (as defined in Treasury Regulation Section 1.6662-3(b)(3)) for the tax position that [State the specific tax position].

The "reasonable basis" standard is a relatively high standard of tax reporting, significantly higher than "not frivolous" or "patently improper." It is satisfied if the relevant tax position is based on one or more authorities as provided in Treasury Regulation Section 1.6662-4(d)(3)(iii).

LIMITATIONS

This opinion represents our best legal judgment and is not a guarantee that the IRS will not challenge the position or that a court would necessarily agree with our conclusion. This opinion is provided solely for your benefit and may not be relied upon by any other person or used for any other purpose without our express written consent.

Sincerely,

[Signature]

[Name of Partner/Firm]