[Date]

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

Re: Tax Opinion Regarding [Specific Transaction/Tax Position]

Dear [Client Name],

This letter sets forth our opinion regarding the federal income tax treatment of [describe transaction or position]. Our analysis is based on the facts provided to us and the Internal Revenue Code of 1986, as amended.

I. FACTS

[Insert detailed description of the facts and circumstances surrounding the tax position.]

II. ISSUE

The issue addressed in this opinion is whether [describe the specific tax question, e.g., certain expenses are deductible under Section 162].

III. ANALYSIS

[Insert analysis of relevant authorities, including Treasury Regulations, Revenue Rulings, and case law.]

IV. CONCLUSION AND OPINION

Based on our analysis of the authorities described above, we believe there is "substantial authority" (as defined in Treasury Regulation Section 1.6662-4(d)) for the tax position taken. Accordingly, it is more likely than not that this position would be sustained if challenged by the Internal Revenue Service.

V. LIMITATIONS

This opinion is based on the facts provided and the law as of the date of this letter. Should the facts change or the law be amended, our conclusions may no longer be valid. This letter is intended solely for the use of [Client Name] and may not be relied upon by any other party.

Sincerely,

[Name of Professional]
[Name of Firm]