

[Date]

[Lender Name]

[Lender Address]

[City, State, Zip Code]

**RE: Paycheck Protection Program (PPP) Interaction Opinion Letter for [Borrower Name]**

To Whom It May Concern,

We have been requested to provide an opinion regarding the interaction between the Paycheck Protection Program (PPP) loan received by [Borrower Name] (the "Borrower") and [mention specific interaction, e.g., Employee Retention Credits, Section 163(j) limitations, or Corporate Acquisition].

In connection with this request, we have reviewed the following:

- The Borrower's PPP Loan Application and Promissory Note dated [Date];
- The Borrower's PPP Forgiveness Application (Form 3508/3508S/3508EZ);
- The Small Business Administration (SBA) Interim Final Rules and applicable Treasury Department guidance;
- [List other relevant financial or legal documents].

Based upon our review and the representations provided by the Borrower, it is our opinion that:

1. [Insert opinion regarding specific interaction, e.g., The Borrower has appropriately allocated payroll costs to ensure no "double-dipping" between PPP forgiveness and the Employee Retention Credit].
2. [Insert opinion regarding compliance, e.g., The Borrower's use of funds appears to comply with the CARES Act and subsequent SBA guidance regarding eligible expenses].

This opinion is based on the laws and regulations in effect as of the date of this letter. We express no opinion as to the impact of future legislative changes or retroactive SBA rule updates. This letter is intended solely for the use of [Lender/Entity Name] in connection with [Specific Transaction] and may not be relied upon by any other party.

Sincerely,

[Signature]

[Name of Professional/Firm]

[Title]

[License Number, if applicable]