

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

Re: Income Tax Provision Opinion - FASB ASC 740

To the Management of [Company Name]:

We have reviewed the income tax provision calculations and related financial statement disclosures of [Company Name] (the "Company") for the fiscal year ended [Date], for compliance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 740, *Income Taxes*.

Scope of Analysis

Our analysis included a review of the following items:

- Current and deferred tax asset and liability accounts.
- The effective tax rate (ETR) reconciliation.
- Evaluation of the need for valuation allowances against deferred tax assets.
- Identification and measurement of uncertain tax positions (ASC 740-10).
- Review of relevant tax returns and correspondence with taxing authorities.

Opinion

Based on the documentation provided and our review of the Company's tax positions, it is our opinion that the income tax provision has been prepared in all material respects in accordance with FASB ASC 740. Specifically:

- Deferred taxes accurately reflect the temporary differences between financial reporting and tax bases of assets and liabilities.
- Valuation allowances have been appropriately assessed based on the "more-likely-than-not" realization criteria.
- The Company has adequately disclosed and/or reserved for uncertain tax positions as required by the recognition and measurement thresholds of ASC 740.

Limitations

This opinion is based on the tax laws and accounting standards in effect as of the date of this letter. Changes in such laws or standards, or in the facts and circumstances of the Company, may affect the validity of this opinion. Our review was conducted for the purpose of financial statement reporting and does not constitute a formal tax return filing position or a guarantee against audit adjustments by taxing authorities.

Sincerely,

[Signature]

[Name of Partner/Principal]

[Accounting Firm Name]