

Date: [Insert Date]

To: [Client Name / Board of Directors]

Company: [Company Name]

Address: [Street Address, City, State, Zip]

Re: Assessment of Uncertain Tax Position Regarding [State Tax Issue/Transaction Name]

Dear [Recipient Name],

We have been engaged to provide a formal tax opinion regarding the recognition and measurement of the tax position taken by [Company Name] (the "Company") related to [Briefly Describe Transaction or Position]. This assessment is performed in accordance with [Insert Relevant Accounting Standard, e.g., ASC 740 or IAS 12].

1. Scope of Review

Our evaluation is based on the facts provided by management, including [List Documents Reviewed, e.g., contracts, financial statements, and tax returns]. We have also analyzed relevant authorities, including the Internal Revenue Code, Treasury Regulations, judicial precedents, and administrative rulings.

2. Statement of Facts

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

3. Legal and Regulatory Analysis

Based on our research, the primary authorities governing this position are [List Statutes/Cases]. Our analysis indicates that [Discuss how the law applies to the specific facts].

4. Conclusion and Level of Confidence

Based on the technical merits of the position, it is our opinion that this tax position meets the [Insert Confidence Level, e.g., More-Likely-Than-Not / Substantial Authority] threshold for recognition.

Specifically, we have concluded that:

- There is a [Percentage]% probability that the position would be sustained upon examination by the taxing authorities.
- The measurement of the tax benefit to be recognized in the financial statements is \$[Amount].

5. Limitations

This opinion is based on the law and interpretations as of the date of this letter. Should the underlying facts change or new legislation be enacted, the conclusions reached herein may no longer be valid. This letter is intended solely for the use of the Company's management and its independent auditors.

Sincerely,

[Signature]

[Name of Tax Professional/Partner]

[Firm Name]