

SAMPLE LEGAL OPINION

RE: LOAN AND SECURITY AGREEMENT

Date: _____

To: [Lender Name and Address]

Re: \$[Amount] Loan to [Borrower]

We have acted as counsel to [Borrower], a [type of entity, jurisdiction] (the "Borrower"), in connection with the execution and delivery of that certain Loan and Security Agreement dated as of _____ (the "Agreement") between Borrower and [Lender].

Documents Reviewed

In connection with this opinion, we have examined originals or copies of the following:

- The Agreement;
- Promissory Note dated _____ issued by Borrower to Lender;
- [Other relevant documents];
- Such other documents as we have deemed necessary or appropriate.

Assumptions

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all copies submitted.

Opinions

Based upon and subject to the foregoing, and subject to the qualifications listed below, it is our opinion that:

1. The Borrower is a duly organized and validly existing [type of entity] under the laws of the State of [State];
2. The Borrower has full power and authority to execute, deliver, and perform its obligations under the Agreement;
3. The Agreement has been duly authorized, executed, and delivered by the Borrower and constitutes a legal, valid, and binding obligation of the Borrower, enforceable against the Borrower in accordance with its terms;
4. The Security Interest created by the Agreement in favor of the Lender is valid and, upon proper filing, will constitute a perfected security interest in the collateral described therein.

Qualifications

Our opinions are subject to applicable bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium, and similar laws affecting the enforcement of creditors' rights generally, and to general principles of equity.

This opinion is rendered solely for your benefit in connection with the above-referenced transaction and may not be relied upon by any other person or entity without our prior written consent.

Respectfully submitted,

[Law Firm Name]

By: [Attorney Name]