

LEGAL OPINION

Mergers and Acquisitions Due Diligence

Date: _____
To: _____

1. Introduction

We have been engaged to provide a legal opinion in connection with the proposed merger and/or acquisition involving the following parties:

Acquiree/Target Company: _____

Acquirer: _____

This legal opinion ("Opinion") is issued solely for the benefit of the addressee in relation to the due diligence review of the above-referenced transaction.

2. Documents Reviewed

In rendering this Opinion, we have reviewed the following documents and records provided by and/or on behalf of the parties:

- Constitutional Documents
- Corporate Consents and Resolutions
- Material Contracts
- Litigation and Dispute Records
- Regulatory Licenses and Permits
- Employee and Benefit Agreements
- Intellectual Property Documentation
- Other relevant documents as provided

3. Scope and Qualifications

This Opinion is limited to the laws of _____ [specify jurisdiction], and is subject to the following assumptions and qualifications:

- All documents provided to us are true copies and have not been amended, except as disclosed.
- No information has come to our attention to indicate that any representations provided for our review are false or misleading.
- This Opinion does not cover matters of taxation, antitrust, or laws outside the specified jurisdiction unless otherwise stated herein.

4. Findings and Opinion

1. **Corporate Status:** The Target Company is duly incorporated and validly existing under the laws of _____. All material filings and fees are current to date.
2. **Authority and Capacity:** The necessary corporate and legal action has been taken to authorize the contemplated transaction. There are no restrictions, covenants, or encumbrances identified that would impede the transaction.
3. **Lawsuits and Disputes:** Based on the documents reviewed, there are no material legal proceedings pending or threatened against the Target Company that would have a material adverse effect on the transaction.
4. **Material Contracts:** Key business contracts have been reviewed and no change of control, anti-assignment, or

consent clauses have been found that would restrict or impair the completion of the proposed transaction, except as disclosed.

5. **Intellectual Property:** Ownership of significant intellectual property has been confirmed, and no material infringements are currently identified.
6. **Regulatory Compliance:** All material licenses and permits are valid and in good standing as of the date of this Opinion.

5. Reservations

This Opinion is rendered as of the date hereof. We undertake no obligation to update this Opinion for subsequent legal, regulatory, or factual developments. It is furnished solely for use in connection with the transaction described above and may not be relied upon by any other person or for any other purpose without our prior written consent.

Place: _____

Date: _____

Name: _____

Title/Position: _____

Law Firm: _____