

**[LETTERHEAD OF COUNSEL]**

**[INSERT DATE]**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**[INSERT RECIPIENT]**

Dear \_\_\_\_\_:

This law firm represents **[INSERT NAME OF PRINCIPAL]**, who resides at **[INSERT ADDRESS OF PRINCIPAL]** (“Principal”)\*.

Principal has asked us to give you this opinion to confirm that **[INSERT BASIS FOR LEGAL OPINION REQUEST]**.

For purposes of rendering the opinions set forth herein, we considered matters of fact and questions of law as appropriate to support our opinions, and we have reviewed the following documents:

1. Power of Attorney executed by Principal appointing **[INSERT NAME(S) OF AGENT(S)]** (“Agent”)\*, as agent, dated **[INSERT DATE]**, a copy of which is annexed hereto as Exhibit A (the “Power of Attorney”).

2. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**[INSERT DOCUMENT REVIEWED]**

3. \_\_\_\_\_  
\_\_\_\_\_

**[INSERT DOCUMENT REVIEWED]**

4. Such other documents, as we, in our professional judgment, have deemed appropriate to render the opinions contained herein.

In giving the opinions set forth herein, without independent verification or investigation, we have assumed (i) the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents, and that all documents submitted to us as redlined or marked copies accurately reflected all changes; (ii) the genuineness of all signatures and seals; (iii) the legal capacity of all individuals; (iv) the absence of any evidence extrinsic to the provisions of any agreements by or among the parties identified in this opinion letter that the parties intended a meaning different from that expressed by those provisions or that would define, qualify, supplement or amend any term or provision of such agreements; and (v) that:

1. The copy of the Power of Attorney annexed hereto is a true and correct copy.

\*Note that this form of Opinion of Counsel assumes that both the Principal and Agent are individuals (Form last rev. May 4, 2021).

2. There have been no amendments, modifications or revocations to the Power of Attorney.
3. The Power of Attorney is typed or printed using letters which are legible or of clear type no less than twelve point in size, or, if in writing, a reasonable equivalent thereof, in accordance with the requirements of N.Y. Gen. Obl. L. §5-1501B.1(a).
4. The Power of Attorney has been properly executed by the Principal, or in the name of the Principal by another person, in accordance with the requirements of N.Y. Gen. Obl. L. §5-1501B.1(b).
5. The Power of Attorney has been properly executed by the Agent in accordance with the requirements of N.Y. Gen. Obl. L. §5-1501B.1(c).
6. The Power of Attorney is properly acknowledged and properly witnessed in accordance with the Requirements of N.Y. Gen. Obl. L. §§5-1501B.1(b) and 1504.

7. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**[INSERT ASSUMPTION]**

8. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**[INSERT ASSUMPTION]**

9. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**[INSERT ASSUMPTION]**

Based upon and subject to the foregoing and the other terms of this opinion, it is our opinion that, under New York State law:

1. The Power of Attorney substantially conforms to the wording of “Caution to the Principal” set forth in N.Y. Gen. Obl. L. §5-1513(a) and “Important Information for the Agent” set forth in N.Y. Gen. Obl. L. §5-1513(o).
2. The Power of Attorney substantially conforms to the wording of the form set forth in N.Y. Gen. Obl. L. §5-1513.

3. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**[INSERT OPINION]**

4. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**[INSERT OPINION]**

5. \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**[INSERT OPINION]**

\*Note that this form of Opinion of Counsel assumes that both the Principal and Agent are individuals (Form last rev. May 4, 2021).

Please note that we are admitted to practice only in the State of New York and express no opinion concerning the laws of any jurisdiction other than the laws of the State of New York.

The opinions stated above are expressed as of the date of this letter. We assume no obligation to supplement this letter if any applicable laws change after the date of this letter, or if we become aware of any facts that might change the opinions expressed above after the date of this letter. The opinions expressed in this letter are limited to the matters expressly set forth herein, and no other opinions should be inferred beyond the matters expressly set forth herein.

The foregoing opinions are governed by and shall be construed in accordance with the law of the State of New York and are for the exclusive reliance by Principal, Agent(s), and \_\_\_\_\_ **[INSERT NAME OF ADDITIONAL RELYING PARTY]** in connection with the annexed Power of Attorney, and may not be relied upon by any other person or used for any other purpose.

Very truly yours,

**[INSERT NAME OF LAW FIRM]**