

# LEGAL OPINION LETTER

## LEGAL OPINION LETTER

**Date:** December 18, 2024

TechCorp Industries, Inc.  
500 Technology Drive  
San Francisco, CA 94105

**Re: Acquisition of StartupXYZ LLC**

Ladies and Gentlemen:

We have acted as legal counsel to StartupXYZ LLC ("Company") in connection with the proposed acquisition by TechCorp Industries, Inc. pursuant to the **Document: Acquisition Agreement** dated January 15, 2025.

## DOCUMENTS REVIEWED

In connection with this opinion, we have reviewed:

1. The Acquisition Agreement and all Exhibits and Schedules
2. **Document: Due Diligence Report** prepared by Morrison & Associates
3. **Document: IP Certification Letter** from PatentWatch Legal Services
4. All material contracts listed in **Schedule 2 - Material Contracts**
5. Corporate records and organizational documents of the Company
6. **Document: Non-Disclosure Agreement** between the parties

## OPINIONS

Based on our review, we are of the opinion that:

### 1. Corporate Status

The Company is a limited liability company duly organized, validly existing, and in good standing under the laws of Delaware.

### 2. Authority

The Company has full power and authority to execute and deliver the Acquisition Agreement and to consummate the transactions contemplated thereby.

### 3. No Conflicts

The execution and delivery of the Acquisition Agreement does not violate any provision of the

Company's organizational documents or any material contract, except for change-of-control provisions noted in **Document: Customer Consent Letters**.

#### **4. Litigation**

There is no litigation, arbitration, or governmental proceeding pending or, to our knowledge, threatened against the Company that would have a material adverse effect on the Company or the transactions contemplated by the Acquisition Agreement.

This opinion confirms the representations in the **Document: IP Certification Letter** regarding absence of IP litigation.

#### **5. Regulatory Compliance**

The Company is in material compliance with all applicable laws and regulations. The HSR filing requirements are addressed in **Document: Regulatory Approval Letter**.

#### **QUALIFICATIONS**

This opinion is subject to the following qualifications:

1. We express no opinion on tax matters (see separate tax opinion)
2. This opinion is limited to Delaware and federal law
3. Certain contracts require third-party consents as noted above

This opinion is provided solely for your benefit in connection with the transactions contemplated by the Acquisition Agreement.

Very truly yours,  
Wilson & Partners LLP  
By: Jennifer Walsh, Partner