

Incorporation], having all requisite corporate power and authority to own and lease the Properties. **[Insert Seller/Buyer]** is duly licensed or qualified to do business as a foreign corporation and is in good standing in all jurisdictions in which the Properties are located;

2. **[Insert Seller/Buyer]** has all requisite corporate power and authority to execute and deliver the Agreement, to consummate the transactions contemplated therein and to perform all of the terms and conditions to be performed by it as provided for in the Agreement. The execution and delivery of the Agreement by **[Insert Seller/Buyer]**, the performance by **[Insert Seller/Buyer]** of all of the terms and conditions to be performed by it and the consummation of the transactions contemplated therein have been duly authorized and approved by all necessary corporate action. The Agreement has been duly executed and delivered by **[Insert Seller/Buyer]** and constitutes the valid and binding obligation of **[Insert Seller/Buyer]**, enforceable against it in accordance with its terms, except as such enforceability may be limited by bankruptcy, insolvency or other Laws relating to or affecting the enforcement of creditors' rights and general principles of equity (regardless of whether such enforceability is considered in a proceeding at law or in equity); and
3. The execution and delivery of the Agreement and the consummation of the transaction contemplated therein will not conflict with or require the consent of any person or entity under any of the terms, conditions or provisions of the Certificate of Incorporation or Bylaws of **[Insert Seller/Buyer]**.

In rendering this opinion, I have assumed the genuineness of all signatures and the authenticity of all documents submitted to me as originals and the conformity with the originals of all documents submitted as certified, photostatic or otherwise identified as copies. I also have obtained and relied upon such certificates as to factual matters and other assurances from public officials and officers of **[Insert Seller/Buyer]** as I considered necessary for the purpose of rendering this opinion. With respect to the good standing of **[Insert Seller/Buyer]**, I have relied solely on the advice of the Secretary of State of **[Insert State of Incorporation]**.

The foregoing opinion is limited to the laws of the State of **[Insert Attorney's State of License]** and the federal laws of the United States of America, and I express no opinion as to the applicability or the effect of the laws of any other jurisdiction.