

Form of Bulk Sales Opinion

[Date]

BankCorp

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Gentlemen:

We serve as special counsel to BUYER CORP., a Delaware corporation ("Purchaser"), which we are advised intends to purchase all of the assets of a division of SELLER CORP., a Delaware corporation ("Seller"). The Purchaser has requested our opinion whether, assuming the sales transaction is a "bulk sale" within the meaning of Section 6-102(c) of the Uniform Commercial Code, the Seller and the Purchaser have complied with the provisions of the bulk transfer laws, (hereinafter "Bulk Sales Law").

In rendering this opinion, we have assumed without any independent investigation that the factual matters set forth in the attached Certificate of Bulk Sales Compliance and all affidavits referred to therein and attached thereto are true and correct in all material respects. Based upon such factual matters, we advise you that in our opinion:

- (1) The list of creditors to whom the required notice of the bulk sale is to be sent satisfies all requirements of the Bulk Sales Law;
- (2) The schedule of the property to be transferred satisfies all requirements of the Bulk Sales Law;
- (3) The form and content of the notice to creditors satisfies all requirements of the Bulk Sales Law;
- (4) Assuming the validity and enforceability of the security interests of [bank] in all assets being transferred, following 30 days after the mailing of the notice to creditors, payment of the proceeds from the sale by payment of same to [bank] is permitted under the Bulk Sales Law.

This opinion is limited to the laws of the State of [State] as presently in effect and we undertake no responsibility to advise you of any changes that may be made to such laws after the date hereof.

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