**Exhibit 2 – Opinion Letter of Corporate Counsel**

[Please complete this form in accordance with the accompanying Instructions and Guidelines for Completion and Use (Version dated February 2015).]

[LETTERHEAD OF COMPANY'S COUNSEL]

\_\_\_\_\_\_\_\_\_\_,20\_\_

To: STATE

Re: CONTRACTOR

Ladies and Gentlemen:

We are of the opinion that:

1. The [GUARANTOR] is a corporation duly incorporated, validly existing and in good standing under the laws of the State of [GUARANTOR\_STATE\_INC], with corporate powers adequate for the execution, delivery and performance of the Guaranty regarding Solicitation No. [SOLICITATION\_NO] entitled [SOLICITATION\_DESCRIPTION].

2. All corporate proceedings required to be taken to authorize the execution and performance of this guaranty, including without limitation, a resolution by [GUARANTOR]’s Board of Directors authorizing this guaranty, have been taken.

3. The Guaranty has been duly authorized and executed by the [GUARANTOR], constitutes the legal, valid and binding obligation of the [GUARANTOR], and is enforceable against the Company in accordance with its terms.

4. The execution, delivery, and performance of the Guaranty does not, and will not, result in any violation of, be in conflict with, constitute a default under, give rise to any obligation to redeem securities under, or result in the creation of a lien or encumbrance under, any term or provision of (i) any court order or any presently existing federal or [GUARANTOR\_STATE\_INC] law, statute, ordinance, or governmental regulation, (ii) [GUARANTOR]’s Articles or Certificate of Incorporation or By-laws, (iii) the general corporation law of the State of [GUARANTOR\_STATE\_INC\_INCORPORATION] or (d) any license, judgment, decree, order, agreement, indenture, deed, lease or other instrument known to us that is applicable to it.

Very truly yours,

[Name of Counsel]