

ADDENDUM TO SAMPLE OPINION NO.3 (REVISED) COMMERCIAL:

EXTRACTS RE LIMITED PARTNERSHIPS

Adopted - May 2017

Solicitors using this opinion should refer to the comments under “Notes Re: Sample Opinions for guidance on the use of this opinion and summary explanations of some of the terms used

(assumes British Columbia law governs the transaction)

[DATE]

[ADDRESSEE]

Dear •

Re:

We have acted as counsel to [i] • Limited Partnership (the “**Partnership**”) and [ii] • (the “**General Partner**”) in connection with [iii] [describe transaction; e.g. purchase, credit facility, etc.] pursuant to [iv] describe principal agreement to which both the Partnership and the General Partner are parties, e.g. purchase and sale agreement, credit agreement, etc.] (the “**Principal Agreement**”).

Terms used in this opinion letter and defined in the Principal Agreement but not in this opinion letter have the meanings given to them in the Principal Agreement.

1. EXAMINATIONS

In connection with this opinion letter, we have examined the following, [copies of which are enclosed or have been previously delivered to •]:

- 1.1 [Identify transaction documents e.g. bill of sale, assignment, transfer, purchase agreement, etc.] (each a “**Document**”);
- 1.2 a copy of the Notice of Articles and Articles [Articles and Bylaws] of the General Partner certified to be a true copy on • by •;
- 1.3 a certificate of an officer of the General Partner (the “**General Partner's Certificate**”) dated the date hereof and attached to which is a copy, certified to be a true copy of (i) the limited partnership agreement (the “**Limited Partnership Agreement**”) among the partners of the Partnership and (ii)

the certificate (the “**Certificate**”) filed under the *Partnership Act* (British Columbia) the “**Act**” in respect of the Partnership;

- 1.4 a copy of a Certificate of [Good Standing] [Compliance] [Status] [] with respect to the General Partner issued on • by the [Registrar of Companies] [Director, *Canada Business Corporations Act*] •:
- 1.5 a letter under seal dated • from the Registrar of Companies for British Columbia with respect to the Partnership;
- 1.6 a copy of a resolution of the directors of the General Partner certified to be a true copy on • by •;
- 1.7 [if required] a copy of a[n] [ordinary] [special] [exceptional] resolution of the General Partner certified to be a true copy on • by •; and
- 1.8 [other].

We have also examined such other corporate and partnership records and documents and certificates of public officials, made such investigations and searches and considered such questions of law as we have considered necessary to give the opinions expressed in this letter.

2. ASSUMPTIONS

For the purposes of the opinions expressed in this letter we have assumed:

- 2.1 the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with originals of all documents submitted to us as copies, the identity of all individuals acting or purporting to act as corporate officers, and the identity and capacity of all individuals acting or purporting to act as public officials;
- 2.2 the accuracy and completeness of all information provided to us by offices of public record or through electronic searching of public databases;
- 2.3 that each Document constitutes a legal, valid and binding obligation of each of the parties thereto other than the General Partner and the Partnership, enforceable against such parties in accordance with its terms;
- 2.4 [that each Document has been unconditionally delivered by the General Partner for itself and on behalf of the Partnership]; and
- 2.5 [that the facts set out in the certificate mentioned in paragraph 1.3 are true and that there has been no change in the facts set out in said certificate since the date of that certificate].

3. OPINION

Based and relying upon, and subject to, the foregoing and subject to the qualifications and limitations set out below, we are of the opinion that:

3.1 ALTERNATIVE 3.1 A

the General Partner exists as a company under the *Business Corporations Act* (British Columbia), and is, with respect to the filing of annual reports, in good standing with the Office of the Registrar of Companies for the Province of British Columbia;

3.2 ALTERNATIVE 3.1 B (if CBCA General Partner registered extra- provincially in BC)

the General Partner exists as a corporation under the *Canada Business Corporations Act*, has sent to the Director under said Act all required annual returns, is registered as an extra-provincial company under the *Business Corporations Act* (British Columbia), and is, with respect to the filing of annual reports, in good standing with the Office of the Registrar of Companies for the Province of British Columbia;

3.3 the Partnership was duly formed as a limited partnership under the laws of the Province of British Columbia on •⁶ by the filing of the Certificate, the Certificate has not been cancelled, the Partnership remains on the register maintained by the office of the Registrar of Companies for British Columbia, and the Partnership has not been dissolved;

3.4 the General Partner has the corporate power and capacity to own or lease its property and assets and to carry on its business;

3.5 the General Partner has the corporate power and capacity to act as the general partner of the Partnership, to hold property and assets of the Partnership on behalf of the Partnership, to enter into and perform its obligations as general partner under the Limited Partnership Agreement, to execute and deliver each Document on its own behalf and on behalf of the Partnership and to perform its obligations and the obligations of the Partnership under any Document, on its own behalf and on behalf of the Partnership;

3.6 all necessary corporate action by the General Partner and all necessary action under the Limited Partnership Agreement have been taken to authorize the execution, delivery and performance by the General Partner, on its own behalf and on behalf of the Partnership, of each Document and each Document has been duly executed and delivered by each of the General Partner for itself and on behalf of the Partnership⁷;

- 3.7 each Document constitutes a legal, valid and binding obligation of the Partnership and of the General Partner in its capacity as general partner of the Partnership, enforceable against each of them in accordance with its terms⁸;
- 3.8 the execution and delivery by the General Partner, on its own behalf and on behalf of the Partnership, of each Document, and the performance by the General Partner of the obligations of the Partnership thereunder, do not:
 - (a) conflict with or result in a breach of any of the provisions of the constating documents of the General Partner (or, If appropriate, unanimous shareholders agreement etc.) or the Limited Partnership Agreement;
 - (b) conflict with, result in a breach of, or constitute a default under, any of the provisions of the agreements listed in Schedule •; or
 - (c) violate, conflict with, or result in a breach of any laws of British Columbia or the laws of Canada applicable in British Columbia; and
- 3.9 no consent, approval, authorization, exemption, filing, order or qualification of or with any governmental authority is required under the laws of British Columbia or the laws of Canada applicable in British Columbia for the execution and delivery by the General Partner, on its own behalf and on behalf of the Partnership, of any Document to which it or the Partnership is a party or the performance by the General Partner of its obligations and the obligations of the Partnership thereunder.

4. QUALIFICATIONS AND LIMITATIONS

Include the appropriate qualifications and limitations in Sample Opinion Letter No. 3 Commercial (Revised: May 1, 2007) changing “Corporation” to “General Partner” and adding “the Partnership”.

Note:

General Partner's Certificate

A statement to the effect that:

1. the attached copies of the Limited Partnership Agreement and Certificate are true copies of such documents and such documents have not been amended and remain in effect;
2. the General Partner has not been bankrupt, retired, or dissolved;
3. the Partnership has not been wound up or otherwise dissolved and at least one person remains a limited partner of the Partnership;

4. no facts or circumstances exist which would require the Certificate to be amended or cancelled;
5. the General Partner is the sole general partner of the Partnership [if there- is more than one general partner, then the opinion should be amended accordingly]; and
6. the General Partner and the limited partner(s) of the Partnership are carrying on business in common with a view of profit.