

[Law Firm Letterhead]

[Date]

[Recipient Name]
[Recipient Address]
[City, Country]

RE: Legal Opinion - Enforceability of Cross-Border Transaction Documents

Ladies and Gentlemen:

We have acted as local counsel in [Jurisdiction] to [Client Name] (the "Company") in connection with the [Name of Agreement/Transaction] dated as of [Date] (the "Transaction Documents") between the Company and [Counterparty Name].

1. Documents Examined

For the purpose of this opinion, we have examined executed copies of the Transaction Documents and such corporate records, certificates of public officials, and other documents as we have deemed necessary as a basis for the opinions hereinafter expressed.

2. Assumptions

In our examination, we have assumed: (a) the genuineness of all signatures; (b) the legal capacity of natural persons; (c) the authenticity of all documents submitted to us as originals; and (d) that the Transaction Documents have been duly authorized, executed, and delivered by all parties thereto other than the Company.

3. Opinions

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

- The Company is validly existing and in good standing under the laws of [Jurisdiction].
- The execution and delivery of the Transaction Documents have been duly authorized by all necessary corporate action on the part of the Company.
- The Transaction Documents constitute legal, valid, and binding obligations of the Company, enforceable against the Company in accordance with their terms under the laws of [Jurisdiction].
- The choice of [Governing Law State/Country] law to govern the Transaction Documents is a valid choice of law under the laws of [Jurisdiction].
- The submission by the Company to the jurisdiction of the courts of [Selected Forum] is legal, valid, and binding.

4. Qualifications

The opinions expressed above are subject to the following qualifications: (a) enforceability may be limited by bankruptcy, insolvency, or similar laws affecting creditors' rights generally; (b) enforceability is subject to general principles of equity; and (c) we express no opinion as to the laws of any jurisdiction other than [Jurisdiction].

This opinion is rendered solely for your benefit in connection with the Transaction and may not be relied upon by any other person or for any other purpose without our prior written consent.

Very truly yours,

[Signature]

[Name of Partner]

[Law Firm Name]