

[Date]

To: [Parent Company Name]

Attention: [Contact Person/Board of Directors]

Address: [Address of Parent Company]

RE: Entity Classification Opinion for [Subsidiary Name] (the "Subsidiary")

Dear [Name],

We have acted as counsel to [Parent Company Name] in connection with the tax and legal classification of its subsidiary, [Subsidiary Name], organized under the laws of [Jurisdiction]. This opinion is rendered regarding the classification of the Subsidiary for [Home Country, e.g., U.S. Federal] tax purposes.

1. Documents Reviewed

In rendering this opinion, we have examined the following:

- The Certificate of Incorporation/Formation of the Subsidiary;
- The Articles of Association/Bylaws of the Subsidiary;
- The Shareholder Agreement (if applicable);
- [List other relevant local law documents].

2. Factual Assumptions

Our opinion is based on the following assumptions:

- The Subsidiary is duly organized and validly existing under the laws of [Jurisdiction].
- The activities of the Subsidiary will be conducted as described in the [Business Plan/Operational Brief].
- All signatures on documents reviewed are genuine and all copies conform to the originals.

3. Analysis

Under [Home Country Tax Regulation, e.g., Treasury Regulation Section 301.7701], an entity organized under foreign law is classified based on whether the members have limited liability. Based on our review of the [Local Law Entity Type, e.g., GmbH, Ltd, SARL], we note that:

- [Point 1 regarding limited liability or management structure].
- [Point 2 regarding default classification vs. elective classification].

4. Opinion

Based upon the foregoing, it is our opinion that:

The Subsidiary should be classified as [Disregarded Entity / Partnership / Association taxable as a Corporation] for [Home Country] tax purposes, [subject to the filing of Form XXXX, if applicable].

5. Limitations

This opinion is limited to the laws of [Jurisdiction] and the federal tax laws of [Home Country]. We express no opinion regarding the laws of any other jurisdiction. This letter is provided solely for the benefit of [Parent Company Name] and may not be relied upon by any other party without our express written consent.

Sincerely,

[Signature]

[Name of Partner]

[Name of Law/Accounting Firm]