

[Date]

[Recipient Name]

[Recipient Title]

[Company Name]

[Address]

[City, State, Zip Code]

Re: FCPA Compliance Opinion Letter - [Project/Transaction Name]

Dear [Name],

We have been requested to provide a legal opinion regarding the compliance of [Company Name] (the "Company") with the U.S. Foreign Corrupt Practices Act ("FCPA") in connection with [describe specific transaction, partnership, or international activity].

1. Scope of Review

In rendering this opinion, we have examined originals or copies of the following documents:

- The Company's Anti-Corruption and Ethics Policy;
- Due diligence reports concerning [Third Party Name];
- The proposed agreement between the Company and [Counterparty];
- Financial records and internal control audit reports.

2. Factual Representations

Our opinion is based on representations made by the Company that no officer, director, employee, or agent has offered, promised, or authorized the payment of anything of value, directly or indirectly, to any foreign official for the purpose of influencing any act or decision to help the Company obtain or retain business.

3. Opinion

Based upon the foregoing and subject to the limitations set forth herein, it is our opinion that:

- The Company has established internal accounting controls sufficient to provide reasonable assurances that transactions are executed in accordance with management's authorization.
- The proposed [Transaction/Contract] does not, on its face, violate the anti-bribery or books and records provisions of the FCPA.
- The Company's due diligence process regarding foreign intermediaries conforms to industry standards and Department of Justice guidelines.

4. Limitations

This opinion is limited to the federal laws of the United States and the FCPA. We express no opinion as to the laws of [Foreign Country Jurisdiction]. This letter is provided solely for your benefit and may not be relied upon by any other person or entity without our prior written consent.

Sincerely,

[Signature]

[Name of Partner/Attorney]

[Law Firm Name]