

[Law Firm Letterhead]

[Date]

[Client Name]

[Client Address]

[City, Country]

Re: FCPA Compliance and Liability Opinion - Proposed Joint Venture [Project Name]

Dear [Name],

We have acted as special counsel to [Company Name] (the "Company") in connection with the formation of a cross-border joint venture (the "JV") with [Partner Name] (the "Partner") in [Target Country]. This opinion addresses potential liability under the U.S. Foreign Corrupt Practices Act ("FCPA").

1. Documents Reviewed

In rendering this opinion, we have reviewed the following:

- The Joint Venture Agreement;
- The Anti-Corruption Compliance Representations and Warranties;
- Due Diligence Reports regarding [Partner Name];
- The proposed JV Compliance Policy and Audit Rights.

2. Factual Assumptions

This opinion is based on the following assumptions:

- All signatures on documents are authentic.
- The Company will maintain "books and records" in reasonable detail as required by 15 U.S.C. § 78m(b)(2).
- The Partner has no undisclosed beneficial ownership by "Foreign Officials" as defined by the FCPA.

3. Legal Analysis

The FCPA prohibits the offering or giving of anything of value to a foreign official to influence any act or decision to obtain or retain business. In the context of a Joint Venture, the Company may be held liable for the acts of the JV or the Partner under theories of agency, authorization, or "knowing" disregard of red flags.

4. Opinion

Based upon and subject to the foregoing, it is our opinion that:

- The structure of the JV, as documented, incorporates sufficient internal controls to mitigate "successor liability" and "vicarious liability."
- The specific anti-corruption covenants provided in the JV Agreement are consistent with DOJ and SEC enforcement guidelines.
- Provided the Company exercises its contractual audit rights and responds to any future "red flags," the risk of a willful violation of the FCPA anti-bribery provisions is minimized.

5. Qualifications and Limitations

This opinion is limited to the federal laws of the United States. We express no opinion regarding the laws of [Target Country]. This letter is provided solely for the benefit of the Company and may not be relied upon by any other party without written consent.

Sincerely,

[Signature]

[Partner Name]

[Law Firm Name]