

DATE: [Insert Date]

TO: [Client Name / Board of Directors]

FROM: [Law Firm / Compliance Consultant Name]

RE: FCPA Risk Assessment and Legal Opinion regarding [Project/Transaction Name]

1. INTRODUCTION

This opinion letter summarizes our assessment of the risks associated with the Foreign Corrupt Practices Act (FCPA) regarding the proposed transaction between [Company A] and [Target Company/Partner B] located in [Country]. Our review focused on potential liabilities under the anti-bribery and accounting provisions of the FCPA.

2. SCOPE OF REVIEW

In rendering this opinion, we have examined the following:

- Due diligence reports on [Target Company/Partner B].
- Ownership structures and identification of Ultimate Beneficial Owners (UBOs).
- Relationships with Government Officials or State-Owned Entities (SOEs).
- The target's internal financial controls and historical anti-corruption policies.
- Third-party agent and intermediary agreements.

3. RISK ANALYSIS

Based on our review, we have identified the following risk profiles:

- **Geography:** [Identify risk level based on Transparency International CPI].
- **Government Interaction:** [Detail the level of contact with foreign officials].
- **Third-Party Risks:** [Identify any red flags regarding consultants or agents].

4. OPINION

Subject to the assumptions and qualifications set forth herein, it is our opinion that:

[Insert Legal Conclusion: e.g., The transaction, as structured, presents a moderate/low risk of FCPA violations provided that the recommended mitigation measures are implemented.]

5. RECOMMENDED MITIGATION MEASURES

To ensure ongoing compliance, we recommend the following actions:

- Inclusion of robust FCPA representations, warranties, and audit rights in the final contract.
- Mandatory anti-corruption training for all local management.

- Implementation of a centralized oversight mechanism for payments to foreign officials or agents.

6. LIMITATIONS

This opinion is based on the information provided to us as of [Date]. We assume no obligation to update this letter for events occurring after this date.

Sincerely,

[Signature]

[Name of Lead Counsel/Partner]

[Name of Firm]