DATE: [Date]

TO: [Name of Recipient/Board of Directors]
FROM: [Name of Counsel/Compliance Officer]
RE: Legal Opinion regarding Corporate Gifts and Entertainment Policy under the Foreign Corrupt Practices Act (FCPA)

1. PURPOSE

This memorandum provides a formal legal opinion regarding the proposed Corporate Gifts and Entertainment Policy. The objective is to ensure that all expenditures related to foreign officials comply with the anti-bribery and record-keeping provisions of the U.S. Foreign Corrupt Practices Act (FCPA).

2. LEGAL STANDARD

The FCPA prohibits offering, promising, or giving "anything of value" to a foreign official to influence any act or decision in order to obtain or retain business. While the FCPA does not prohibit all gifts or hospitality, such expenses must be reasonable, bona fide, transparent, and documented accurately in the company's books and records.

3. OPINION ON POLICY CONTROLS

It is our opinion that the policy is compliant with FCPA standards provided the following controls are strictly enforced:

- **Thresholds:** All gifts and entertainment must fall under the pre-approved monetary limits defined in the Appendix.
- **Business Purpose:** Every expenditure must have a clearly defined and documented professional purpose.
- **Prohibitions:** Cash gifts, or gift equivalents (e.g., gift cards), are strictly prohibited.
- **Frequency:** The policy must prevent the "splitting" of expenses or frequent small gifts that could aggregate to a significant value.
- **Government Officials:** Specific prior written approval is required for any expenditure involving a government official or employee of a state-owned enterprise.

4. RECORD-KEEPING REQUIREMENTS

The FCPA's accounting provisions require that all transactions be recorded in reasonable detail. All employees must submit receipts and a disclosure form identifying the recipient, their title, the business purpose, and the date of the event. Failure to record these expenses accurately constitutes a separate violation of the Act.

5. CONCLUSION

We conclude that the proposed policy, if implemented with the oversight described above, provides a sufficient framework to mitigate the risk of FCPA violations. This opinion is based on current U.S. Department of Justice (DOJ) and Securities and Exchange Commission (SEC) enforcement guidelines.

Sincerely,

[Signature]

[Name of Counsel/Compliance Officer]
[Title]