[Law Firm Letterhead]

[Date]

[Recipient Name]
[Recipient Title]
[Recipient Institution]
[Address]

Re: Legal Opinion - Waiver of Sovereign Immunity by [Name of Sovereign Entity]

Dear [Recipient Name],

We have acted as special counsel to [Name of Sovereign Entity] (the "Obligor") in connection with the [Name of Agreement/Transaction] dated as of [Date] (the "Agreement") between the Obligor and [Counterparty Name].

In connection with this opinion, we have examined the Agreement, the Constitution of [Jurisdiction], and [List relevant statutes or decrees].

Based upon the foregoing, we are of the opinion that:

1. The Obligor is subject to civil and commercial law with respect to its obligations under the Agreement.

2. The execution, delivery, and performance of the Agreement constitute private and commercial acts (acta jure gestionis) rather than governmental or public acts (acta jure imperii).

3. Pursuant to Section [Number] of the Agreement, the Obligor has validly, irrevocably, and bindingly waived any immunity (sovereign or otherwise) from jurisdiction, suit, judgment, or execution to which it or its assets might otherwise be entitled under the laws of [Jurisdiction].

4. The waiver of immunity by the Obligor is legal, valid, and enforceable under the current laws of [Jurisdiction], and no further consent or approval from any governmental authority is required to give effect to such waiver.

5. Any judgment obtained in [Choice of Forum/Court] in relation to the Agreement would be recognized and enforceable against the Obligor in the courts of [Jurisdiction] without re-examination of the merits, subject to [Standard Exceptions/Public Policy].

This opinion is limited to the laws of [Jurisdiction] as in effect on the date hereof. This letter is provided solely for your benefit in connection with the Agreement and may not be relied upon by any other person or for any other purpose without our prior written consent.

Sincerely,

[Signature]
[Name of Partner]
[Name of Law Firm]