SUGGESTED OPINION PARAGRAPHS (OVERSEAS COUNSEL)

* 1. **Status** the Company is a company duly incorporated and validly existing under the laws of [ ]. The Company has the capacity to sue or be sued in its own name.
  2. **Immunity** [so far as we are aware], no enquiry having been made, the Company is not entitled to claim immunity from suit, execution, attachment or other legal process in [ ].
  3. **Power and Authority** the Company has the power and corporate authority to enter into the PCG and to perform its obligations thereunder.
  4. **Approval** the Company has taken all necessary corporate action to authorise the execution, delivery and performance of the PCG.
  5. **Non Conflict** the execution, delivery and performance by the Company of its obligations under the PCG will not conflict with or violate (i) any applicable law, statute, rule or regulation which applies in [ ] to which the Company or its assets in [ ] are subject or (ii) any provision of its constitutional documents.
  6. **Legal Validity** the PCG constitute the legal, valid and binding obligations of the Company.
  7. **Registration requirements** it is not necessary or advisable to file, register or record the PCG in any public place in [ ] or elsewhere in [ ].
  8. **Choice of law** in any proceedings taken in [ ] for the enforcement of obligations arising under any of the PCG, the choice of English law as the governing law of the PCG will be recognised and enforced by the [ ] courts.
  9. **Enforceability of English Judgements** any final and conclusive judgement obtained in England in relation to the PCG will be enforceable in any proceedings before the applicable courts of [ ] without the re-examination or relitigation of any of the matters the subject of that judgement provided that the application of English law as the governing law of the PCG would not be opposed to the public policy of the law of [ ] and provided that the application of such law is expressly pled before the applicable court in any relevant proceedings.
  10. **No withholding** Paymentsdue under the PCG by the Company shall not be subject to any mandatory withholding or deduction for the purposes of Tax.
  11. **Authorisations, consents and registrations** no authorisation, approval, consent, licence, exemption, filing, registration, notarisation or other requirement of government, judicial or public bodies and authorities of or in [ ] is required to be obtained by the Company in connection with the entry into, performance, validity or enforceability of the Documents to which it is party.
  12. **Unsecured Claims** to the extent that the Lender may have unsecured claims against the Company under the PCG such claims rank and (subject to any changes in the law of [ ] after the date of this Opinion) will rank at least equally and rateably with all present and future unsecured and unsubordinated indebtedness of the Company other than any such indebtedness which is then mandatorily preferred by virtue of any provision of the bankruptcy, insolvency and similar laws of general application in [ ]
  13. **Stamp Duty** no stamp duty (or similar tax) is payable in [ ] in connection with the PCG.
  14. **No winding up** the company searches dated [ ] and brought down to [ ] disclose no resolution for winding up or order made by a court for the winding up, dissolution or administration of or similar process in respect of the Company.