

[Date]

[Client Name]

[Client Address]

[City, State, Zip Code]

**Re: Formal Opinion Regarding Cost Sharing Arrangement between [Entity A] and [Entity B]**

Dear [Name],

We have been requested to provide a formal legal and tax opinion regarding the Cost Sharing Arrangement (the "CSA") entered into on [Date] by and between [Entity A] and [Entity B] (collectively, the "Participants").

**Scope of Review**

In rendering this opinion, we have examined the following documents:

- The executed Cost Sharing Agreement;
- The transfer pricing documentation provided by [Firm Name];
- Financial projections and budget allocations for the Intangible Development Costs (IDCs);
- [List additional documents].

**Factual Assumptions**

This opinion is based on the following assumptions: (i) all signatures on documents reviewed are genuine; (ii) the CSA is legally binding under local jurisdiction; and (iii) the Participants will adhere to the cost-allocation formulas set forth in the agreement.

**Opinion**

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

1. **Arm's Length Standard:** The methods used to determine the Buy-in Payment (Platform Contribution Transaction) and the sharing of ongoing IDCs satisfy the "arm's length" standard under [Applicable Law/Section].
2. **Reasonable Expectation of Benefit:** Each Participant's share of the costs is reasonably proportionate to its share of reasonably anticipated benefits (RAB) expected to be derived from the developed intangibles.
3. **Compliance:** The CSA meets the administrative and reporting requirements mandated by [Regulatory Body].

**Qualifications and Limitations**

This opinion is limited to the laws of [Jurisdiction] and is based on the facts as they exist on the date hereof. We assume no obligation to update this letter for subsequent changes in law or fact.

This letter is provided solely for the benefit of [Client Name] and may not be relied upon by any other party without our express written consent.

Sincerely,

[Signature]

[Name of Partner/Attorney]

[Law/Accounting Firm Name]