Date

Filmfest Limited

trading as Melbourne International

Film Festival

Level 3, Block Court,

290 Collins Street,

Melbourne,

VIC 3000

Dear Madam/Sir

***"Title of Film"***

We act as legal advisers to [ ] (“**Producer**”) and [ ] (“**Production Company**”) in connection with a production and investment Agreement ("P**IA**") between Filmfest Limited trading as Melbourne International Film Festival (“MIFF”), the Producer [and the Production Company] dated on or about the date of this letter relating to the financing, production and marketing of the [feature, documentary, etc] film provisionally entitled “Title of Film” ("**Film**"). Unless otherwise stated, terms are as defined in the PIA.

You require delivery of a legal opinion as to the effectiveness of all acquisitions, assignments and licences entered into in connection with the production and marketing of the Film.

We refer to our first opinion regarding the Underlying Rights and Copyright in the Film dated [ ] (“First Opinion Letter”), as well as the MIFF Premiere Agreement between the Producer and MIFF dated [ ](“MIFF Premiere Agreement”)

We confirm that all other subsequent matters concerning the copyright of the Film (including but not limited to any Script changes and music used in the Film), and all other relevant legal matters including, but not limited to, location agreements, extras and participants’ releases, licences, [including consents to use ICIP Rights] and insurances (including errors and omissions insurance) have been properly addressed to ensure that the Producer and the Production Company has obtained all necessary acquisitions, assignments, permissions and licences required to produce and market the Film in accordance with the PIA and the MIFF Premiere Agreement. Neither the Film nor any of the Delivery Materials nor the exercise of MIFF’s rights with respect to the Film will constitute infringement of copyright or otherwise infringe the rights of any third party.

This opinion is furnished solely for the benefit of MIFF as at this date, and it is acknowledged that MIFF may rely upon it.

Yours faithfully

Principal