**Contract Clause – Choice of Law**

1.   Choice of Law. This Agreement and all related documents [including all exhibits attached hereto][, and all matters arising out of or relating to this Agreement, whether sounding in contract, tort, or statute] are governed by, and construed in accordance with, the laws of the State of [STATE], United States of America [(including [its statutes of limitations] [and] [APPLICABLE STATE CHOICE OF LAW STATUTE(S)])] [, without giving effect to the conflict of laws provisions thereof to the extent such principles or rules would require or permit the application of the laws of any jurisdiction other than those of the State of [STATE]]. [The parties agree that the United Nations Convention on Contracts for the International Sale of Goods does not apply to this Agreement.]