

SAMPLE FEDERAL LAW (LEGAL COUNSEL) OPINION PRIVATE ACTIVITY PORTION OF GOVERNMENTAL USE BONDS

(Letterhead of Legal Counsel)

(Date)

Georgia Department of Community Affairs
60 Executive Park South, N.E.
Atlanta, Georgia 30329
Attention: Bond Allocation Manager

Dear Sir or Madam:

We are delivering this opinion in compliance with the requirements of the Georgia Allocation System established under O.C.G.A. § 36-82-180 et seq. Terms used in this opinion shall have the meanings provided in the System.

This opinion is to accompany the Application for Bond Allocation for the Issuer and Bonds described as follows:

Issuer: _____ *[Please use proper legal name.]*

Aggregate principal amount of Bonds: \$ _____
[Dollar amount should correspond to the amount specified in the application.]

Borrower: *[Please use proper name.]*

Project: *[Here provide a general, functional description of the type of use of the facility to be financed.]*

In rendering this opinion, with your permission, we have relied conclusively on representations of representatives of the Issuer, the Borrower, or both as to the correctness of the information set forth above.

We have also obtained from the Borrower or the Issuer, or both, such further information with respect to the Project as we deem necessary in order to render this opinion, and we have, with your permission, relied conclusively on such information.

Based on the foregoing, we are of the opinion that the Bonds which are the subject of the Application described above will, when and if issued, constitute an issue of obligations described in Section 141(b)(5) of the Code.

This opinion relates solely to the Application, Issuer, Bonds, and Borrower identified above and is rendered solely to the party to whom it is addressed. This opinion is not to be used for any other purpose, quoted in whole or in part, relied upon by or delivered to any other person.

Very truly yours,

[Signed by Legal Counsel]