

OPINION OF COUNSEL
Transfer of General Partnership Interest

I have examined the records and proceedings of _____ (hereinafter called Borrower). Based upon my review of these records beginning on the date the first FmHA n/k/a Rural Housing Service, Rural Development, U.S.D.A. (hereinafter called RHS) loan to Borrower was closed, or on _____ (insert date), the date of the latest RHS approval of Borrower's organizational changes evidenced by RD Form 465-1/1965-1, or on _____ (insert 10 years prior to date in Item 4. below) and to the best of my knowledge, information and belief, I am of the opinion that:

1. The borrower has remained duly organized as a _____ (state type of entity) in accordance with the laws of the State of Missouri, and is now in good standing in the State as evidenced by _____ (insert type of document evidencing good standing and date of applicable filing):

2. The General Partners of Borrower are comprised of the following individuals/types of entities as shown below: *(list names and current addresses for all)*

The above-named General Partners have the power and authority to act and participate as General Partners in accordance with the terms of the Borrower's governing organizational documents.

3. The organizational documents of Borrower are described below:

4. Such organizational documents have been duly adopted in the form submitted to RHS and have been duly filed in the place and on the date shown below in accordance with the laws of the State of Missouri:

5. The current organizational documents of Borrower authorize Borrower to own, construct, maintain, and operate _____ (insert name of rental housing project) in _____ County, Missouri.

6. The RHS form Assumption of Original or Withdrawing Partner(s)' Obligations has been duly authorized and executed by the above-named General Partner(s) and constitutes a valid and legally binding obligation of Borrower.
7. The covenants and agreements made by Borrower in the Assumption Agreement described in paragraph 6 above are valid and legally binding on Borrower and within its authorized powers.
8. All legal documents, financial records and bank accounts, such as, but not limited to: tenant leases, laundry leases, bank records, bank accounts, contracts, tax records and supporting information, relating to the Borrower's rental housing property, have been transferred and assigned to and are in possession of _____, who is Borrower's authorized _____ (manager/partner/agent).
9. Exceptions: None, unless indicated

This Opinion is issued expressly for the benefit of the above-named borrower and the United States of America, acting through the Rural Housing Service, Rural Development, and I assume liability to each hereunder.

Date

(Attorney's Name, Address and Signature)