

_____, 20____

Administrator
Rural Utilities Service
U. S. Department of Agriculture
Washington, D. C. 20250-1500

Assistant Secretary
National Telecommunications and Information Administration
U.S. Department of Commerce
Washington, D.C. 20230

Re: _____

Dear Sir:

We are [general or special] counsel for _____, (the "Applicant.") In such capacity, we acted as counsel to the Applicant in connection with its ability to apply to the [Broadband Initiatives Program and/or the Broadband Technology Opportunities Program] and in the review of the [grant agreement, loan agreement, or loan/grant combination agreement], as referenced in the Notice of Funds Availability.

We are of the opinion that:

(a) the Applicant is a duly organized and existing [legal entity] under the laws of the State of _____, [if applicable, is duly licensed and qualified and in good standing as a foreign corporation in the States of _____,].

(b) the Applicant has corporate power: (1) to execute and deliver the [grant agreement, loan agreement, or loan/grant combination agreement]; and (2) to perform all acts required to be done by it under said agreement.

(c) no legal proceedings have been instituted or are pending against the Applicant, the outcome of which would adversely affect the Applicant's ability to perform the duties under the loan agreement, or adversely affect the security to be pledged under the loan agreement, and there are no judgments against the Applicant and no liens against any of the personal property of the Applicant, which would adversely affect the security to be pledged under the loan agreement.

[If applying for a loan or loan/grant combination under BIP, please add:

(d) The applicant has the power to own its property and carry out its business as now conducted; and

Very truly yours,