

**SCHEDULE C-1
LEGAL OPINION**

[1Date]

Administrator
Broadband Division
Rural Development Telecommunications Program
U.S. Department Of Agriculture
Stop 1599, Room 2868-S
1400 Independence Avenue, SW
Washington, DC 20250-1599

Subject: [Company Name]

Ladies and Gentlemen:

We are counsel to _____ (the "Company") in connection with the Company's application (Application) for a loan from the Rural Development, Telecommunications Program (Rural Development), to provide broadband service at the broadband lending speed. We have examined or caused to be examined by competent and trustworthy persons such corporate records and files and such other records, indexes, and files as we have deemed necessary to permit us to render the opinions expressed herein. We are of the opinion that:

1. The Company is a (corporation, cooperative, limited liability company, etc.) duly formed, validly existing and in good standing under the laws of the State of _____.
2. The Company operates in the States of _____ and is duly licensed and qualified and in good standing as a foreign _____, authorized to do business and own property in such States.
3. The Company has full legal right, power and authority to own its property and carry on its business as now conducted.
4. The execution, delivery and performance by the Company of the Application and the consummation of the transactions contemplated thereby are within the powers of the Company.
5. The Application has been duly executed by the Company.
6. The Company owns the real property described on Schedule C-2 attached hereto and has the power to grant a security interest in such property and all other property owned by the Company to the Rural Development as collateral for the loan described in the Application.
7. The real property leases, tower leases and equipment leases (Leases) identified in Schedules C-2 and S are in full force and effect and constitute the legal, valid and binding obligations of the Company and the other parties thereto. (List leases in appropriate categories on Schedule C-2.)

8. The Company has such rights under the Leases as are necessary to operate its business as described in the Application and may pledge and assign its interests in the Leases to Rural Development as security for the loans described in the Application.
9. The property descriptions set forth on Schedule C-2 are sufficient for purposes of financing statements creating a lien on such collateral under Article 9 of the Uniform Commercial Code in effect in the State of _____, where the financing statement must be filed.
10. Schedule C-2 contains complete and accurate descriptions of all the real property owned or leased by the Company, including easements and rights-of-way, which are sufficient, in form and substance, for inclusion in the granting clause of a mortgage creating a lien on such property.
11. A security interest in the Leases can be perfected by filing a _____ in the Office of _____ in the State of _____.
12. For purposes of Article 9 of the Uniform Commercial Code in the State of _____, the Company is a “transmitting utility.”
13. The Company’s organizational number is _____.
14. The exact true and correct legal name of the Company, as stated in its organization documents, is _____.
15. The Company’s corporate debt limit is _____.
16. The Company’s estimated tax liability for filing a mortgage in the appropriate counties for the proposed loan is estimated to be _____.
17. The execution, delivery and performance by the Company of the loan documents would not (would) require the consent, permission or authorization of (any) governmental authority.
18. The Company’s taxpayer identification number is _____.
19. The pending claims or litigation against the Company are described in an attachment to this legal opinion. There are no pending claims or litigation against the Company.
20. The Company has the following subsidiaries or parent: *[List and describe all]*
_____.
21. The titles of the Company officials with the proper authority to execute all loan documents on behalf of the Company, and attest to the execution where required, are
_____.

Very Truly Yours,

[Signature]