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Single-Family Bond Issue/Series

**WEST VIRGINIA HOUSING DEVELOPMENT FUND  
QUALIFIED MORTGAGE BOND PROGRAM**

**Counsel's Opinion  
(Revised 3-11)**

**COUNSEL'S OPINION**  
**(To Be Typed On Attorney's Letterhead)**  
**(Date)**

West Virginia Housing Development Fund  
5710 MacCorkle Ave. SE,  
Charleston, West Virginia 25304

ATTENTION: Staff Counsel

Gentlemen:

We have acted as counsel for \_\_\_\_\_ (the "Participating Lender") in connection with the authorization, execution and delivery of a \_\_\_\_\_ \* dated \_\_\_\_\_ (the "Agreement(s)"), by and between you and the Participating Lender. In connection therewith we have reviewed the Agreement(s) and the Program Standards and this Procedural Guide referred to therein and are familiar with the corporate records, including the bylaws and the charter, articles of incorporation or other governing instrument, of the Participating Lender insofar as they are pertinent to such transaction, and we have examined such statutes, regulations, opinions and documents as we have deemed relevant for the purposes of this opinion.

Based upon such examination, we are of the opinion that the Participating Lender has full power and authority to enter into and perform the Agreement(s) and to make the warranties contained therein and to carry out the obligations of the Qualified Mortgage Bond Program imposed by the Participating Lender in the Agreement(s) and in the said Program Standards and this Procedural Guide, that the Agreement(s) has/have been duly authorized, binding upon and enforceable against the Participating Lender, and that the execution and performance of the Agreement(s) will not violate any law or regulation or any agreement by which the Participating Lender is bound.

We are sending, a signed copy of this opinion to Jackson & Kelly, Attention Samme L. Gee, 1600 Laidley Tower, Charleston, WV 25301, and we hereby authorize them to rely upon this opinion in rendering opinions as your general counsel.

Very truly yours,

\*Program Loan Purchase Agreement and/or  
a Program Loan Servicing Agreement or  
Program Loan Servicing Purchase Agreement