

**WEST VIRGINIA HOUSING DEVELOPMENT FUND
CORRESPONDENT LENDER PROGRAM**

**Form ALS-C-3
(Revised 7-03)**

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

West Virginia Housing Development Fund
814 Virginia Street, East
Charleston, West Virginia 25301

ATTENTION: Staff Counsel

Gentlemen:

We have acted as counsel for _____ (the "Correspondent Lender") in connection with the authorization, execution and delivery of the Correspondent Lender Purchase Agreement dated _____ (the "Agreement"), by and between you and the Correspondent Lender. In connection therewith we have reviewed the Agreement and are familiar with the corporate records, including the bylaws and the charter, articles of incorporation or other governing instruments, of the Correspondent 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 Correspondent Lender has full power and authority to enter into and perform the Agreement and to make the warranties contained therein and to carry out the obligations imposed by the Correspondent Lender in the Agreement, that the Agreement has/have been duly authorized, binding upon and enforceable against the Correspondent Lender, and that the execution and performance of the Agreement will not violate any law or regulation or any agreement by which the Correspondent Lender is bound.

Very truly yours,