

FORM LETTER
OPINION AS TO PROJECT ACQUISITION QUALIFICATION

For Low-Income Housing Acquisition Tax Credit under Section 42 of Internal Revenue Code of 1986, as amended.

To be submitted under Tax Counsel's letterhead

Alabama Housing Finance Authority
Attn: Multifamily Division
P.O. Box 242967
Montgomery, AL 36124-2967

RE: (Project Name)
(Project Address)
(Project Owner)

This opinion is given in compliance with the requirements of the Low-Income Housing Tax Credit Program. This firm represents the project owner in a legal capacity. This opinion is based on factual representations made by the project owner or proposed project owner. We have examined such certificates of the project owner or proposed project owner, researched such questions of law, and conducted such other examinations and investigations as we have deemed necessary in order to render this opinion. This opinion is rendered to induce Alabama Housing Finance Authority to grant an acquisition tax credit under Section 42 of the Internal Revenue Code of 1986, as amended, on the subject project/building. Terms utilized from Section 42 of the Internal Revenue Code shall have the meanings assigned to them in Section 42. .

Based upon the foregoing, we are of the opinion that the building for which the acquisition tax credit is requested meets or will meet the following statutory requirements at the time of tax credit allocation:

(1) the building will be acquired by purchase as defined in Internal Revenue Code, Section 179(d)(2); and

[(PLEASE USE THE PARAGRAPH (2) THAT APPLIES AND DELETE OTHERS)]

(2) either a period of at least 10 years has expired between the date of the building's acquisition by the new project owner and the date the building was last placed in service, or a period of at least 10 years has expired between the date of acquisition by the new project owner and the most recent nonqualified substantial improvement of the building placed in service by the new project owner or by any related persons specified in Internal Revenue Code, Section 42(d)(2)(B)(iii); and

[OR]

(2) the building is a federally-assisted building within the meaning of Internal Revenue Code, Sections 42(d)(6)(A) and 42(d)(6)(C)(i); and

[OR]

(2) the building is a state-assisted building within the meaning of Internal Revenue Code, Sections 42(d)(6)(A) and 42(D)(6)(C)(ii); and

[OR]

(2) the building meets the 10-year rule contained in Internal Revenue Code, Section 42(d)(2)(B)(ii) because it qualifies under the following special rules for certain transfers contained in Internal Revenue Code, Section 42(d)(2)(D)

_____;

[OR]

(2) the 10-year rule has been waived by the Secretary of the Treasury in connection with the building as provided in Internal Revenue Code, Section 42(d)(6)(B), and a true, correct and complete copy of that waiver is attached to this opinion; and]

(3) the building was not previously placed in service by the taxpayer or by any person who was a related person (as defined in Internal Revenue Code, Section 42(d)(2)(D)(ii)) with respect to the tax payer as of the time previously placed in service.

This opinion relates solely to the application identified above and is rendered solely for the purpose of inducing the Alabama Housing Finance Authority to make an allocation of the Low-Income Housing Tax Credit to the identified owner of the building or project specified. This opinion is not to be used for any other purpose or to be relied upon by, or delivered to , any other person.

(Tax Counsel)