

Office of Investment  
Investment Division  
Small Business Administration  
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Model Opinion of Independent Counsel  
for Draw against Participating Securities Commitment

Attached is a model of an Opinion of Counsel which includes the elements considered to be essential for SBA's acceptance.

The Opinion must be furnished by independent counsel under counsel's or firm's letterhead. For the purpose of this Opinion, independent counsel means counsel with no direct or indirect affiliation with the SBIC.

The form contains bracketed information provided for counsel to conform his/her opinion to the legal structure of the SBIC. The first bracketed phrases refer to limited partnership SBICs with a corporate General Partner, the second to limited partnership SBICs with an individual General Partner. Counsel should use only the language that is applicable. Adjustments to the text should be made, as necessary, for opinions regarding limited partnership SBICs with limited partnership or limited liability company general partners.

(MODEL OPINION OF INDEPENDENT COUNSEL)

LETTERHEAD

(Date)

Small Business Administration  
409 Third Street, S.W.  
Washington, D.C. 20416

Dear Sir/Madam:

In connection with the application of \_\_\_\_\_  
\_ ("Licensee") for the sale to you of a preferred limited  
partnership interest in Licensee ("Participating Security") and  
the assignment by you of certain rights under such Participating  
Security to a short-term holder for later transfer into a pool  
against which certificates representing interests in such pool  
will be issued (collectively, the "Transaction"), I have  
reviewed:

[The Agreement of Limited Partnership of Licensee, as  
amended, the Certificate of Limited Partnership of Licensee  
as filed in the Office of the Secretary of State of the  
State of \_\_\_\_\_, and the Certificate of  
Incorporation and Bylaws of \_\_\_\_\_,  
the General Partner of Licensee] [The Agreement of Limited  
Partnership of Licensee, as amended, and the Certificate of  
Limited Partnership of Licensee as filed in the Office of  
the Secretary of State of the State of \_\_\_\_\_];

The Instrument of Admission or Increase in Commitment for a  
Preferred Limited Partner (Exhibit A-1 to SBA Annex PS),  
which has not been completed except for the Licensee's  
signature block;

Such provisions as I deemed necessary of (a) the [Business  
Corporation Law of the State of \_\_\_\_\_  
and Limited Partnership Law of the State of \_\_\_\_\_  
\_\_\_\_\_] [Limited Partnership Law of the State of \_\_\_\_\_  
\_\_\_\_\_] and (b) the Small Business Investment Act  
of 1958, as amended, and the regulations issued thereunder;  
and

[A certified copy of the Resolution of the Board of  
Directors of the General Partner of Licensee dated \_\_\_\_\_  
\_\_\_\_, 19\_\_\_\_] [The certificate of the General Partner of  
Licensee dated \_\_\_\_\_, 19\_\_\_\_] authorizing the  
issuance of the Participating Security and related action.

Based on such review, I am of the opinion that:

(1) [Licensee is a limited partnership duly organized and validly existing under the laws of the State of \_\_\_\_\_, and \_\_\_\_\_, the General Partner of Licensee, is duly organized and validly existing under the laws of the State of \_\_\_\_\_;] [Licensee is a limited partnership duly organized and validly existing under the laws of the State of \_\_\_\_\_;]

(2) the issuance and sale of the Participating Security to SBA and the assignment by SBA of certain rights thereunder have been duly authorized;

(3) upon the completion by SBA of the Instrument of Admission or Increase in Commitment for a Preferred Limited Partner, SBA will be duly admitted as a preferred limited partner of Licensee or, if previously admitted, SBA's capital contribution to Licensee will be increased, effective the Effective Date set forth in such Instrument; and

(4) SBIC Funding Corporation has been duly authorized by the Licensee to act as its agent to sell the Participating Security and any rights subsequently assigned thereunder, at such price, on such date, at such rate, and on such terms and conditions as may be deemed proper and as approved by SBA.

This opinion may be relied upon by your counsel with respect to all or any part of the Transaction.

Very truly yours,