

EXHIBIT E

Attorney Opinion Letter For Eligible Nonprofit Organizations

(Letter Must Be Typed On Attorney's Letterhead)

Low-Income Housing Tax Credit Program
South Carolina State Housing Finance and Development Authority
300-C Outlet Pointe Blvd.
Columbia, South Carolina 29210

Re: Name of Development
Address of Development
Applicant

Ladies and Gentlemen:

You have asked that we render our opinion that (applicant) is a qualified nonprofit organization within the meaning of Section 42(h)(5) of the Internal Revenue Code. We understand that you require this opinion as a prerequisite to your consideration of making an allocation of Low-Income Housing Tax Credits to (applicant) _____ from the set-aside reserved for the use of qualified nonprofit organizations.

In rendering our opinion, we have reviewed the Articles of Incorporation and Bylaws of (Applicant) _____ as well as the Letter of Determination dated (date) _____ from the Internal Revenue Service. We have also examined the records of (applicant) _____ to determine whether or not there exists an identity of interest between (applicant) _____ and any for profit participant in the above-referenced development, (the "development") _____.

Based upon our review of the foregoing, it is our opinion that:

- (1) (Applicant) _____ - is a "qualified nonprofit organization" within the meaning of Section 42(h)(5) of the Internal Revenue Code; and
- (2) there is no identity of interest existing between (applicant) _____ and any for profit participant in the development and that no impermissible affiliation with or control by a for profit organization exists with respect to the development.

It is our intention that this opinion be relied upon by you in making your determination as to the eligibility of the development to receive Low-Income Housing Tax Credits.

Yours very truly,