**Opinion Letter Guidelines**

(Revised 10-10-2023)

Modifications to Form Opinion: Seller may accept modifications to the form of Opinion Letter without Freddie Mac’s prior review and written consent to such changes, provided that (i) Seller remains able to make the warranties contained in Guide Section 5.2(c), (ii) Borrower and Guarantor meet the requirements of Guide Section 9.7, (iii) the opinion requirements contained in Guide Section 29.5 are satisfied, and (iv) Seller’s counsel is able to make the opinion certifications required by the Seller’s Counsel’s Certification form.

In-House Counsel: Only the following opinions may be given by the applicable party’s in-house counsel; all other opinions must be given by the party’s outside counsel:

**Borrower Opinion Letter:**

* #1 [Borrower’s due formation, valid existence, good standing]
* #3 [Borrower’s power and authority]
* #4 [SPE Equity Owner’s due formation, valid existence, good standing, power, authority]
* #6 [General Partner’s due formation, valid existence, good standing, power, authority]
* #8 [Due authorization, execution, delivery]
* #13 [No conflict with org docs or with laws applicable to borrower]
* #14 [No conflict or violation of misc borrower agreements or with judgement]
* #15 [No proceedings]

**Guarantor Opinion Letter:**

* #1 [Due formation, valid existence, good standing]
* #2 [Power and authority]
* #3 [Due authorization]
* #4 [Execution and delivery]
* #7 [No conflict with org docs or with laws applicable to guarantor]
* #8 [No conflict or violation of misc guarantor agreements or with judgement]
* #9 [No proceedings]

Genuine Signatures: The issuer of the opinion cannot assume the genuineness of the Borrower’s signatures (or the signatures of Guarantor, SPE Equity Owner, or any other applicable parties on whom the opinion letter is based), unless either (i) a separate opinion letter is issued without this assumption, or (ii) all of the loan documents are notarized.

ABA Accord / State or Local Bar Associations: In no event, in any jurisdiction, is it acceptable to refer to, take exception for, or make the opinion limited to or interpreted by, the ABA Accord or any other published report or guidelines on legal opinion letters, promulgated by any state or local bar association or any other organization.

Scope of Law:

* Laws normally applicable: It is unacceptable for the opinion to limit the scope of state law to “those laws, rules and regulations that in our experience are normally applicable to [the borrower, guarantor, property, loan documents, transactions of this nature, etc.]”, or phrases of similar substance.
* Limited to LLC Act or LP Act: It is acceptable, for an issuer not licensed in the state of organization, to limit an opinion to the applicable LLC Act or LP Act (or other applicable corporate statute) only regarding opinions on formation/authorization/authority (not enforceability or execution/delivery), provided no statement of any kind is made regarding the issuer’s state of licensure or non-licensure. Limitations to the LLC Act or LP Act do not need to specifically include “and all relevant caselaw” but must not specifically exclude it.

* County/Local: It is unacceptable to exclude broadly defined “county or local laws”; rather, specific exceptions must be described in detail and brought to the attention of Freddie Mac counsel for approval.
* Compilations: It is unacceptable to base an opinion solely on review of unofficial compilations of the relevant law.

Issuer’s Affiliations/Conflicts:

* Affiliation with Title Company: It is acceptable for the issuer of an opinion to be affiliated with the title insurer.
* Representation of Seller/Servicer: It is acceptable for the issuer of an opinion to also represent a Seller/Servicer, provided that the issuer does not represent the Seller/Servicer in connection with the subject loan.

Guarantor not a Foreign National: It is acceptable for this opinion to rely on the guarantor’s current/valid passport.

Legal Opinion Requirements - Supplemental Loans: No enforceability opinion or local law opinions will be required in either the form Opinion Letter - Borrower and SPE Equity Owner or the form Opinion Letter – Guarantor for supplemental loans.