

**ATTACHMENT 24: FORM OF LETTER FOR EXCLUSION UNDER
Submit on Legal Counsel's Letterhead for the Company Seeking the Disclosure Exemption
(Required if changes have occurred since Initial Application and/or Carryover Application)**

DATE: _____

Attn: MultiFamily Development
Tennessee Housing Development Agency
502 Deaderick Street, 3rd Floor
Nashville, TN 37243

Development Name: _____ (the "Development")

Development Address: _____

Developer Owner: _____ (the "Development Owner")

Ladies and Gentlemen:

I am the Legal Counsel of _____ (the "Company"). Based on my capacity as Legal Counsel, I have knowledge of the information provided in this letter and am duly authorized to provide the information contained in this letter in connection with an initial application of even date herewith (the "Initial Application") submitted to the Tennessee Housing Development Agency ("THDA") requesting Low-Income Housing Tax Credits ("Tax Credits") for the Development. I understand THDA will rely solely on this letter to determine whether the Company meets the requirements of the exemption described on page 141 of the THDA THOMAS User Manual

1. The Company is the _____ of the [Development Owner/Developer] identified in the Initial Application.
2. Stock in the Company is publicly traded on the _____ under the trading symbol _____.
3. In my capacity as Legal Counsel, I oversee the preparation and filing of affidavits, disclosures and other documents (collectively, "Affidavits and Disclosures") executed by or base on information provided under penalty of perjury by the officers and directors of the Company with various federal and state regulatory agencies throughout the United States, including, without limitation, the United States Securities and Exchange Commission.
4. Such Affidavits and Disclosures were generally filed under penalty of perjury and, in the aggregate, have addressed, in all material respects, the items requested to be disclosed in Attachment 23 of the Initial Application for the Development.
5. In no case has there been an affirmative answer to any such item by any officer or director of the Company, and in all cases, based on my review of previously filed Affidavits and Disclosures, no officer and director of the Company would have provided an affirmative answer to any question on Attachment 23, if an Attachment 23 had been executed by that officer or director.

Company: _____

Name: _____ Legal Counsel

Signature: _____

NOTE: An opinion letter in the form of this Attachment 24 must be submitted for each corporation identified on the THOMAS Organizational Breakdown and/or on the THOMAS Organizational Breakdown seeking to meet requirements of Section 13-A-10 of the QAP.