

LEGAL OPINIONS

Purpose(What does it include):

The purpose of a legal opinion in financing transactions is to confirm for the benefit of the lender or the lead manager and underwriters, the legal validity of the documents which evidence their agreement with the borrower/issuer. Opinions give the lender/lead manager some assurance that the relevant legal issues have been addressed and met and there is no legal obstacle to the transaction. Conversely, a legal opinion may highlight the legal risks and difficulties of which the lenders should be aware in assessing the transaction. Legal opinions have their origins in the USA where they were produced to satisfy the auditors of a lending bank that all necessary legal procedures had been followed in respect of a loan and that the loan could be enforced against the relevant borrower.

Legal Opinions are one of the conditions precedent to a loan or bond issue in particular when the loan is unsecured and enforcing would need litigation, it is vital that the borrower can be sued. They comment generally on the legal validity of the transaction. Separate and additional legal opinions may be obtained on specific issues, e.g. title to land being mortgaged or impact of a withholding tax. The opinion will list the documents that have been examined. You will only start writing the legal opinions once you have all the documents, so it sort of acts as a document signing off everything required. It will also list the enquiries that have been made, e.g. searches. The opinion will often be given after the other CP documents have been supplied, in this way the opinion can give a view on that documentation and can serve as the "signing-off" of the agreement by the lender's lawyers.

Scope (What does a legal opinion cover)

They deal with legal validity and enforceability of the agreement, not with whether it is a satisfactory agreement. They are based on certain express assumptions, which may or may not turn out to be factually accurate. There will be major exclusions, e.g. validity of the opinion on bankruptcy of the borrower. The legal opinion is limited to a particular jurisdiction, other jurisdictions may have an important impact. The opinion is a comment only on the present law, the law may change in a significant way.

What information does not include (Limitations – what doesn't cover):

It does not constitute an assurance that a good credit decision has been made in respect of a particular borrower or guarantee that the borrower will be financially sound or able to repay the loan. It is not an undertaking that the documents contain the devices necessary to defeat a borrower in all possible situations that may arise. Also it's not a confirmation that the document contains every possible provision which might apply in the future to any conceivable set of facts or circumstances.

This being so, a legal opinion must be viewed in light of its limitations. An opinion addresses those issues arising from the transaction as documented and negotiated with the borrower. It does not purport to predict what effect a change of law will have upon a given transaction. This is why an opinion should state that it addresses the law concerning a transaction as at the date on which the opinion is given.

Typical Content of an opinion:

Legal Opinion Sample

D Keegan



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