



MT DIABLO UNIFIED SCHOOL DISTRICT

General Counsel

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OPINION OF LESSEE'S COUNSEL

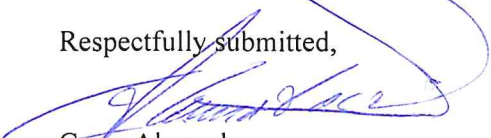
Lessee: Mt. Diablo Unified School District

Effective Date of Agreement: TBD

As counsel for Mt. Diablo Unified School District ("Lessee") I am familiar with the above-referenced Agreement (whether designated a lease, rental, or Master Lease with any schedules thereto (the "Agreement") between Canon Financial Services ("CFS") and the Customer or Lessee Mt. Diablo Unified School District, related to the certain equipment identified therein, and I am of the following opinions:

- (1) Lessee is a public body corporate and politic, duly organized and existing under the laws of the State of California, and is a state or political subdivision as such terms are used in Section 103 of the Internal Revenue Code of 1986 as amended;
- (2) Lessee has the requisite power and authority to lease with an option to purchase the Equipment and to execute, deliver the Agreements and perform its obligations under the Agreements;
- (3) The Agreements and the other documents either attached thereto or required therein have been duly authorized, approved and executed by an on behalf of Lessee and the Agreements will become valid and binding obligations of Lessee enforceable in accordance with their terms upon approval by the Board of Education of the Mt. Diablo Unifies School District;
- (4) The authorization, approval and execution of the Agreements and all other proceedings of Lessee relating to the transactions contemplated thereby will be performed in accordance with all open meeting laws, public bidding laws and all other applicable state or federal laws including bidding laws; and
- (5) I am not aware of any proceeding pending or threatened in any court or before any governmental authority or arbitration board of tribunal that, if adversely determined, would adversely affect the transactions contemplated by the Agreements or the security interest of Lessor or its assigns, as the case may be, in the Equipment.
- (6) Lessor, its successors and assigns, and any counsel rendering an opinion on the tax-exempt status of the interest components of Rental Payments are entitled to rely on this opinion.

Respectfully submitted,


Cesar Alvarado
General Counsel