EXHIBIT A:
SAMPLE LOCAL COUNSEL OPINION

City of Sumter

South Carolina

29151

June 20, 2007

B. ERIC SHYTLE
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Banc of America Securities LLC
214 North Tryon Street
Charlotte, North Carolina 28255

Re: $31,855,000 City of Sumter, South Carolina Waterworks and Sewer System Improvement Revenue Bonds, Series 2007

Ladies and Gentlemen:

As counsel to City of Sumter, South Carolina (the "City"), a body politic and corporate of the State of South Carolina (the "State"), I have considered the validity of the above-referenced bonds (the "Series 2007 Bonds"), and in this connection I have examined:

(a) Title 6, Chapter 17, Code of Laws of South Carolina 1976, as amended (the "Enabling Act");

(b) the Contract of Purchase dated June 5, 2007 (the "Contract of Purchase"), between the City and you;

(c) the Official Statement dated June 5, 2007 (the "Official Statement"), relating to the Series 2007 Bonds;

(d) the Bond Ordinance enacted by the City Council of the City (the "Council") on June 15, 1999, as amended on October 3, 2000 and June 5, 2007 (the "Bond Ordinance") and the 2007 Series Ordinance enacted by the Council on June 5, 2007 (the "2007 Series Ordinance" and with the Bond Ordinance, the "Ordinance");

(e) the Insurance Agreement dated as of June 1, 2007 (the "Insurance Agreement") between the City and XL Capital Assurance; and

(f) such other documents and instruments and proceedings of the City as I have deemed relevant.

As to questions of fact material to my opinion, I have relied upon representations and other certifications of officials of the City without undertaking to verify the same by independent investigation.

Based on the foregoing, I am of the opinion that as of this date:

(1) The City is a body politic and corporate and a municipality of the State, duly created, validly existing, and in good standing under the Constitution and laws of the State, and has all requisite power and authority (i) to adopt and implement the Ordinance and to issue, sell, and deliver the Series 2007 Bonds, (ii) to conduct its business as currently being conducted and as proposed to be conducted and as described in the Official Statement, and (iii) to carry out the transactions contemplated by the Contract of Purchase and the Official Statement.

(2) Under the Constitution and laws of the State, each of the Contract of Purchase and the Insurance Agreement has been duly authorized by all necessary action on the part of the City, has been duly executed and delivered by the City, and, assuming the due authorization, execution, and delivery of such document by the other party thereto, constitutes a legal, valid, and binding obligation of the City, enforceable in accordance with its terms, except that: (i) the enforceability thereof may be subject to the exercise of judicial discretion in accordance with general principles of equity and to bankruptcy, insolvency, reorganization, moratorium, and other similar laws affecting creditors' rights, and (ii) I express no opinion as to the validity or enforceability of Section 11 of the Contract of Purchase.

(3) The City has taken all action legally required of it to enact and to implement the Ordinance and to authorize the issuance, sale, and delivery of the Series 2007 Bonds. The Series 2007 Bonds have been duly authorized and executed by the City and constitute legal, valid, and binding obligations of the City, enforceable in accordance with their terms (except that the rights of the holders of the Series 2007 Bonds and the enforceability thereof may be subject to the exercise of judicial discretion in accordance with general principles of equity and to bankruptcy, insolvency, reorganization, moratorium, and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable), and are entitled to the benefits and security of the Ordinance. Each of the Bond Ordinance and the 2007 Series Ordinance is in full force and effect and is valid and enforceable in accordance with its terms, except to the extent that enforceability thereof may be limited by applicable bankruptcy, insolvency, or other rights affecting the enforcement of creditor's rights generally.

(4) The execution and delivery of the Contract of Purchase, the Insurance Agreement, and the Series 2007 Bonds and the compliance by the City with the terms thereof and the adoption and implementation by the City of the Ordinance does not and will not violate, conflict with, or result in any breach of any of the provisions of, or constitute a default under the Enabling Act, or result in creation or imposition of any lien, charge, or other security interest or encumbrance of any nature whatsoever (other than as contemplated by the Contract of Purchase, the Insurance Agreement, or as described in the Official Statement), pursuant to any agreement or other instrument to which the City is a party or by which it may be bound, or any license, judgment, constitutional provision, decree, order, law, statute, ordinance, or governmental rule or regulation applicable to the City.

(5) To the best of my knowledge, the City is not in default in any material respect under any material agreement or other instrument to which it is a party or by which it may be bound.

(6) All consents, approvals, or authorizations, if any, of any governmental authority required on the part of the City in connection with the adoption and implementation of the Ordinance and the execution and delivery of the Contract of Purchase have been obtained, and the City has complied with all applicable provisions of law requiring any designation, declaration, filing, registration, and/or qualification with any governmental authority in connection with the foregoing.

(7) All consents, approvals, or authorizations, if any, of any governmental authority required on the part of the City in connection with the offer, issue, sale, or delivery of the Series 2007 Bonds and the transactions contemplated thereby and the Official Statement have been obtained (except that the City has not received a construction permit from the South Carolina Department of Health and Environmental Control for the Pocotaligo Plant Project, as defined in the Official Statement), and the City has complied with all applicable provisions of law requiring any designation, declaration, filing, registration, and/or qualification with any governmental authority in connection with the foregoing (certain aspects of which are addressed elsewhere in this opinion).

(8) There is no litigation pending or threatened contesting the creation, organization, or existence of the City or the System or that seeks to restrain or enjoin the issuance or delivery of the Series 2007 Bonds or the proceedings or authority under which they are to be issued or delivered, or that in any manner questions the authority of the City to pledge the revenues of the System to the payment of the Series 2007 Bonds and the interest thereon or the use of the proceeds of the Series 2007 Bonds and, except as described in the Official Statement under the heading "LITIGATION," there is no litigation pending or threatened, to my knowledge, that would have a material adverse effect upon the City's or the System's financial condition.

(9) The Official Statement has been duly authorized and delivered by the City. I have considered the information contained in the Official Statement under the headings "THE PROJECT," "FINANCIAL FACTORS," "DESCRIPTION OF THE SYSTEM" and "LITIGATION" and elsewhere in the Official Statement as to the City, and nothing has come to my attention that leads me to believe that such information contains any untrue statement of a material fact or omits to state a material fact necessary to make the statements contained therein, in light of the circumstances under which they were made, not misleading.

(10) All actions taken by the City in connection with the Ordinance, the Contract of Purchase, the Insurance Agreement, the Official Statement and the Series 2007 Bonds are legal and valid in all respects and none of the proceedings held or actions taken by the City with respect to any of the foregoing have been repealed, rescinded, or revoked.

Sincerely,

