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Laredo Independent
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1702 Houston Street
Laredo, Texas 78040

**Laredo Independent School District
Unlimited Tax School Building Bonds, Series 2005**

Ladies and Gentlemen:

We have served as bond counsel to the Laredo Independent School District (the "District") in connection with the issuance of an aggregate of \$59,855,845.90 original principal amount of "Laredo Independent School District Unlimited Tax School Building Bonds, Series 2005" (the "Bonds") pursuant to the provisions of an order duly adopted by the Board of Trustees of the District on August 4, 2005 (the "Order"). Capitalized terms not otherwise defined in this opinion have the meanings assigned in the hereinafter defined Contract.

In our capacity as bond counsel to the District, we have examined the following:

- (i) A certified copy of the Order;
- (ii) A signed copy of the Contract, dated August 4, 2005 between the District and the Underwriters;
- (iii) The executed Initial Bond, as defined in the Order;
- (iv) The approving opinion of the Attorney General of the State of Texas and evidence of registration of the Initial Bond by the Comptroller of Public Accounts of the State of Texas;
- (v) The Official Statement relating to the Bonds; and
- (vi) Appropriate and applicable provisions of the laws of the State of Texas, including Chapter 45, Texas Education Code, as amended, as we have deemed relevant and necessary as a basis for the opinion set forth herein.

In our examination, we have assumed the authenticity of the documents listed above submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, the authenticity of the originals of such latter documents, and the accuracy of the statements contained in such certificates.

Based upon the foregoing, and subject to the qualifications and exceptions hereinafter set forth, we are of the opinion that under the applicable laws of the United States of America and the State of Texas in force and effect on the date hereof:

1. The Order has been duly adopted and is in full force and effect;
2. The Bonds are exempt securities under the Securities Act of 1933, as amended (the "1933 Act") and the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act") and it is not necessary, in connection with the offering and sale of the Bonds, to register the Bonds under the 1933 Act or to qualify the Order under the Trust Indenture Act; and
3. Except to the extent noted therein, we have not verified and are not passing upon, and do not assume any responsibility for, the accuracy, completeness, or fairness of the statements contained in the Official Statement. We have reviewed the information under the captions "THE BONDS"(except for information contained in the subheadings "Sources And Uses Of Funds" and "Bondholders' Remedies" as to which no opinion is expressed), "THE BONDS – Tax Rate Limitation," "STATE AND LOCAL FUNDING OF SCHOOL DISTRICTS IN TEXAS," "CURRENT SCHOOL FINANCE SYSTEM," "TAX RATE LIMITATIONS," "TAX MATTERS," "CONTINUING DISCLOSURE OF INFORMATION" (except under the subheading "Compliance with Prior Undertakings" as to which no opinion is expressed), and "OTHER INFORMATION – Legal Investments and Eligibility to Secure Public Funds in Texas," and "– Legal Matters" and we are of the opinion that such statements and information fairly and accurately summarize the matters purported to be summarized therein and the descriptions of the Order and the Bonds in the Official Statement present a fair description for the purposes intended.

This legal opinion expresses the professional judgment of this firm as to the legal issues explicitly addressed therein. In rendering a legal opinion, we do not become an insurer or guarantor of that expression of professional judgment, of the transaction opined upon, or of the future performance of the parties to the transaction. Nor does the rendering of our opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

Our market opinion delivered this date with respect to the Bonds may be relied upon by you to the same extent as if such opinion was addressed to you.

Respectfully submitted,

