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October 29, 2009

Coulee Medical Foundation  
Grand Coulee, Washington

U.S. Bank National Association  
Seattle, Washington

Re: \$23,165,000 Taxable Revenue Build America Bonds (Direct Pay) (GNMA Collateralized – Coulee Medical Center) Series 2009A

To the Addressees:

We have acted as Bond Counsel to the Coulee Medical Foundation (the “Issuer”) in connection with the issuance by the Issuer of \$23,165,000 in aggregate principal amount of its Taxable Revenue Build America Bonds (Direct Pay) (GNMA Collateralized – Coulee Medical Center) Series 2009A (the “Bonds”). In such capacity, we have examined such law and such certified proceedings, certifications, and other documents as we have deemed necessary to render this opinion.

The Bonds are being issued pursuant to a resolution adopted by the Board of the Issuer on behalf of Douglas, Grant, Lincoln & Okanogan Counties Public Hospital District No. 6 (the “District”), and that certain Trust Indenture, dated as of October 1, 2009 (the “Indenture”), by and between the Issuer and U.S. Bank National Association, as trustee (the “Trustee”). Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Indenture.

Regarding questions of fact material to our opinion, we have relied on representations of the Issuer and the District, and in the certified proceedings and other certifications of public officials and others furnished to us, without undertaking to verify the same by independent investigation.

Based on the foregoing, we are of the opinion that, under existing law:

1. The Issuer is validly existing as a Washington nonprofit corporation formed pursuant to Chapter 24.03 of the Revised Code of the State of Washington and a resolution of the District with the power to enter into the Indenture, perform the agreements on its part contained therein, and issue the Bonds.

2. The Indenture has been duly authorized, executed and delivered by the Issuer, and is a valid and binding obligation of the Issuer enforceable against the Issuer in accordance with its terms. The Indenture creates a valid lien on the Trust Estate, to secure the payment of the principal of and interest on

the Bonds, subject to the provisions of the Indenture permitting the application thereof for the purposes, and on the terms and conditions, set forth in the Indenture.

3. The Bonds have been duly authorized, executed and delivered by the Issuer, and are legal, valid and binding limited obligations of the Issuer, enforceable in accordance with their terms, payable solely from the Trust Estate.

Notwithstanding the foregoing, the rights of the owners of the Bonds and the enforceability of obligations under the Bonds and the Indenture are limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights generally, and by equitable principles, whether considered at law or in equity.

We express no opinion herein regarding the accuracy, adequacy or completeness of the Preliminary or final Official Statement prepared and circulated in connection with the offering and sale of the Bonds, or regarding the perfection or priority of the lien on the Trust Estate.


We bring to your attention that our firm is not admitted to practice in the State of Washington. However, we have reviewed such aspects of Washington law as we deemed necessary to render the foregoing opinions.

This opinion is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur.

Very truly yours,

**EICHNER & NORRIS PLLC**

By:



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