

July 16, 2008

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Suite 1200
Lynchburg, VA 24504

Ms. Emily G. Mills, Alumnae Association President
Alumnae Association of Randolph-Macon Woman's College, Inc.
2500 Rivermont Avenue
Lynchburg, Virginia 24503

Dear Emily:

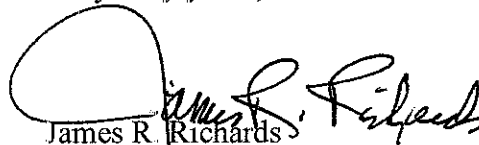
You have requested the undersigned to provide you with an opinion regarding the question of whether or not Randolph-Macon Woman's College and Randolph College are the same entity. In this regard we have reviewed available records of the State Corporation Commission and applicable Virginia law.

Based upon our review of the foregoing, it is our opinion that the entities are one and the same. The existing Randolph-Macon Woman's College merely changed its name by amendment to its articles of incorporation to Randolph College, Incorporated. As such, the entity has remained the same. No new charter was issued by the state and no other substantive organizational changes made.

In addition, as the Association was incorporated with the purpose of promoting and furnishing pecuniary and other material aid to Randolph-Macon Woman's College it is also our opinion that the Association's purpose clause is still valid. In other words, only the name has changed but the entity to which the Association is providing aid is the same entity.

Please let me know if you require anything further in this regard.

Very truly yours,


James R. Richards

JRR:acp