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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 OR 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report: April 26, 2018  
(Date of earliest event reported)**

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**SUN COMMUNITIES, INC.**  
(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**1-12616**  
(Commission  
File Number)

**38-2730780**  
(IRS Employer  
Identification No.)

**27777 Franklin Rd.  
Suite 200  
Southfield, Michigan**  
(Address of Principal Executive Offices)

**48034**  
(Zip Code)

**(248) 208-2500**  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter):

- Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 8.01****Other Events.**

On April 6, 2018, in connection with the expiration of its universal shelf registration statement on Form S-3 (File No. 333-203498) that was filed with the Securities and Exchange Commission (the “SEC”) on April 17, 2015 (the “2015 Registration Statement”), Sun Communities, Inc. (the “Company”) filed a new universal shelf registration statement on Form S-3 (File No. 333-224179) (the “2018 Registration Statement”), which became immediately effective upon filing. In connection with the filing of the 2018 Registration Statement, on April 26, 2018, the Company filed with the SEC a prospectus supplement relating to the Company’s existing “at the market offering” program (the “ATM Program”), which was previously registered under the 2015 Registration Statement. The prospectus supplement covers the offering of shares of the Company’s common stock that remain unsold under the ATM Program pursuant to the Company’s continuous equity distribution program.

Sales of the shares of common stock under the ATM Program, if any, will be made by means of transactions that are deemed to be an “at the market offering” as defined in Rule 415 under the Securities Act of 1933, as amended, on or through the facilities of the New York Stock Exchange or any other existing trading market, or to or through a market maker or through an electronic communications network, or in any other manner permitted by law (including, without limitation, privately negotiated transactions) at prices prevailing at the time of sale or negotiated transactions, or as otherwise agreed with the sales agents for the ATM Program. The shares that may be sold under the ATM Program have an aggregate offering price of up to \$450,000,000. Prior to the date of the prospectus supplement, the Company had already sold shares of common stock having an aggregate offering price of \$50,119,441 under the ATM Program, resulting in shares of common stock having an aggregate offering price of up to \$399,880,559 remaining available for sale thereunder. The prospectus supplement continues the ATM Program previously covered by a prospectus supplement that was filed by the Company with the SEC on July 28, 2017 under the 2015 Registration Statement.

Also in connection with the continuation of the ATM Program, on April 26, 2018, the Company entered into an amendment to the At the Market Offering Sales Agreement (as amended, the “Sales Agreement”) previously entered into by the Company on July 28, 2017 with BMO Capital Markets Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Robert W. Baird & Co. Incorporated, Fifth Third Securities, Inc., RBC Capital Markets, LLC, BTIG, LLC, Jefferies LLC, Credit Suisse Securities (USA) LLC and Samuel A. Ramirez & Company, Inc. in connection with the ATM Program. The amendment reflects that, among other things, following the date thereof, the shares of common stock issued under the ATM Program will be issued pursuant to the 2018 Registration Statement and the new prospectus supplement, rather than the 2015 Registration Statement and the Company’s prior prospectus supplement filed in connection with the ATM Program.

The foregoing description of the amendment to the Sales Agreement is not complete and is qualified in its entirety by reference to the full text of the amendment, which is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference.

Attached as Exhibit 5.1 to this Current Report on Form 8-K is a copy of the opinion of Baker, Donelson, Bearman, Caldwell & Berkowitz, a Professional Corporation regarding certain Maryland law matters, including the validity of the shares of common stock offered pursuant to the ATM Program under the new prospectus supplement.

This Current Report on Form 8-K does not constitute an offer to sell or a solicitation of an offer to buy shares of the Company’s common stock, and there shall not be any sale of such shares in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The sale of shares of the Company’s common stock is being made only by means of a prospectus and related prospectus supplement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>	<u>Method of Filing</u>
1.1	<a href="#"><u>Amendment dated April 26, 2018 to the At the Market Offering Sales Agreement dated July 28, 2017, among Sun Communities, Inc., Sun Communities Operating Limited Partnership, BMO Capital Markets Corp., Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Citigroup Global Markets Inc., Robert W. Baird &amp; Co. Incorporated, Fifth Third Securities, Inc., RBC Capital Markets, LLC, BTIG, LLC, Jefferies LLC, Credit Suisse Securities (USA) LLC and Samuel A. Ramirez &amp; Company, Inc.</u></a>	Filed herewith
5.1	<a href="#"><u>Opinion of Baker, Donelson, Bearman, Caldwell &amp; Berkowitz, a Professional Corporation</u></a>	Filed herewith
23.1	<a href="#"><u>Consent of Baker, Donelson, Bearman, Caldwell &amp; Berkowitz, a Professional Corporation</u></a>	Included in Exhibit 5.1

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Sun Communities, Inc.

Date: April 26, 2018

By: /s/ Karen J. Dearing

Karen J. Dearing, Executive Vice President,  
Chief Financial Officer, Secretary and Treasurer

SUN COMMUNITIES, INC.

**Amendment No. 1  
To At the Market Offering  
Sales Agreement**

April 26, 2018

BMO Capital Markets Corp.  
3 Times Square  
New York, New York 10036

Merrill Lynch, Pierce, Fenner & Smith  
Incorporated  
One Bryant Park  
New York, New York 10036

Citigroup Global Markets Inc.  
388 Greenwich Street  
New York, New York 10013

Robert W. Baird & Co. Incorporated  
777 E. Wisconsin Avenue  
Milwaukee, Wisconsin 53202

Fifth Third Securities, Inc.  
424 Church Street, Maildrop: UTF5B  
Nashville, Tennessee 37219

RBC Capital Markets, LLC  
Three World Financial Center  
200 Vesey Street  
New York, New York 10281

BTIG, LLC  
825 Third Avenue, 6th Floor  
New York, New York 10022

Jefferies LLC  
520 Madison Avenue  
New York, New York 10022

Credit Suisse Securities (USA) LLC  
Eleven Madison Avenue  
New York, New York 10010

Samuel A. Ramirez & Company, Inc.  
61 Broadway, 29th Floor  
New York, New York 10006

Ladies and Gentlemen:

Reference is made to the At the Market Offering Sales Agreement dated July 28, 2017 (the “**Agreement**”) among Sun Communities, Inc., a corporation organized and existing under the laws of the State of Maryland (the “**Company**”), Sun Communities Operating Limited Partnership, a Michigan limited partnership (the “**Operating Partnership**”), and BMO Capital Markets Corp. (“**BMO**”), Merrill Lynch, Pierce, Fenner & Smith Incorporated (“**Merrill Lynch**”), Citigroup Global Markets Inc. (“**Citigroup**”), Robert W. Baird & Co. Incorporated (“**Baird**”), Fifth Third Securities, Inc. (“**Fifth Third**”), RBC Capital Markets, LLC (“**RBC**”), BTIG, LLC (“**BTIG**”), Jefferies LLC (“**Jefferies**”), Credit Suisse Securities (USA) LLC (“**Credit Suisse**”) and Samuel A. Ramirez & Company, Inc. (“**Ramirez**” and, together with BMO, Merrill Lynch, Citigroup, Baird, Fifth Third, RBC, BTIG, Jefferies and Credit Suisse, the “**Sales Agents**”), pursuant to which the Company may issue and sell through the Sales Agents shares of the Company’s common stock, par value \$0.01 per share, having an aggregate sale price of up to \$450,000,000. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Agreement.

On April 17, 2015, the Company filed, in accordance with the provisions of the Securities Act, with the Commission a registration statement on Form S-3 (File No. 333-203498), including a base prospectus (the “**2015 Base Prospectus**”), relating to certain securities, including the Securities, and which incorporates by reference documents that the Company has filed in accordance with the provisions of the Exchange Act. Such registration statement, as amended, when it became effective, including all documents filed as part thereof or incorporated by reference therein, and including any information contained in a Prospectus subsequently filed with the Commission pursuant to Rule 424(b) under the Securities Act or deemed to be a part of such registration statement pursuant to Rule 430B of the Securities Act, is herein called the “**2015 Registration Statement**.” In addition, on July 28, 2017, the Company filed a prospectus supplement to the 2015 Base Prospectus with the Commission specifically relating to the Securities (the “**2017 Prospectus Supplement**”).

In connection with the expiration of the 2015 Registration Statement, on April 6, 2018, the Company filed with the Commission a new registration statement (the “**2018 Registration Statement**”) on Form S-3 (File No. 333-224179), including a base prospectus (the “**2018 Base Prospectus**”), relating to certain securities, including the Securities that may be issued from time to time by the Company, and which incorporates by reference documents that the Company has filed or will file in accordance with the provisions of the Exchange Act. In addition, on April 26, 2018, the Company filed a prospectus supplement to the 2018 Base Prospectus with the Commission specifically relating to the Securities (the “**2018 Prospectus Supplement**”).

In connection with the foregoing, the parties wish to amend the Agreement through this Amendment No. 1 To At the Market Offering Sales Agreement (this “**Amendment**”) to modify the definition of certain defined terms set forth in the Agreement and used therein and to make certain other changes to the Agreement with effect on and after the date hereof (the “**Effective Date**”).

1. Amendments to the Agreement. The parties agree, from and after the Effective Date, that:

(a) in the context of Securities that remain available to be sold as of the Effective Date, any reference in the Agreement to the “Registration Statement” shall no longer be deemed to refer to the 2015 Registration Statement but shall instead be deemed to refer to the 2018 Registration Statement;

(b) in the context of Securities that remain available to be sold as of the Effective Date, any reference in the Agreement to the “Base Prospectus” shall no longer be deemed to refer to the 2015 Base Prospectus but shall instead be deemed to refer to the 2018 Base Prospectus;

(c) in the context of Securities that remain available to be sold as of the Effective Date, any reference to the “Prospectus Supplement” shall no longer be deemed to refer to the 2017 Prospectus Supplement but shall instead be deemed to refer to the 2018 Prospectus Supplement;

(d) in the context of Securities that remain available to be sold as of the Effective Date, any reference to the “Prospectus” shall no longer be deemed to collectively refer to the 2015 Base Prospectus as supplemented by the 2017 Prospectus Supplement and any Free Writing Prospectus but shall instead be deemed to collectively refer to the 2018 Base Prospectus as supplemented by the 2018 Prospectus Supplement and any Free Writing Prospectus; and

(e) The words “and the Rights (as defined below)” in the first sentence of Section 6(a) are hereby deleted.

(f) Section 6(j) is hereby amended and restated in its entirety to read as follows:

“(j) The Company’s authorized equity capitalization is as set forth in the Registration Statement and the Prospectus; the capital stock of the Company conforms in all material respects to the description thereof contained in the Registration Statement and the Prospectus; the outstanding shares of capital stock of the Company have been duly and validly authorized and issued and are fully paid and non-assessable; the Securities have been duly and validly authorized, and, when issued and delivered to and paid for by the Sales Agents pursuant to the terms of this Agreement, will be fully paid and non-assessable; the Securities are duly listed, and admitted and authorized for trading, subject to official notice of issuance and evidence of satisfactory distribution, on the NYSE; the certificates for the Securities are in valid and sufficient form; the holders of outstanding shares of capital stock of the Company are not entitled to preemptive or other rights to subscribe for the Securities; except as set forth in the Prospectus, no options, warrants or other rights to purchase, agreements or other obligations to issue, or rights to convert any obligations into or exchange any securities for, shares of capital stock of or ownership interests in the Company are outstanding; and all offers and sales by the Company of the Common Stock prior to the date hereof were at all relevant times duly registered under the Securities Act or were exempt from the registration requirements of the Securities Act and were duly registered or the subject of an available exemption from the registration requirements of the applicable state securities or blue sky laws. No holders of the Securities will be subject to personal liability for obligations of the Company solely by reason of being such a holder.

(g) Section 6(l) is hereby amended and restated in its entirety to read as follows:

“(l) There is no franchise, contract or other document of a character required to be described in the Registration Statement or the Prospectus, or to be filed as an exhibit thereto, which is not described or filed as required; and the statements included or incorporated by reference in the Prospectus under the headings “Plan of Distribution” “Summary,” “Risk Factors,” “Use of Proceeds,” “Description of Common Stock,” “Description of Preferred Stock,” “Description of Units,” “The Operating Partnership Agreement,” “Certain Provisions of Maryland Law and Our Charter and Bylaws” and “Material U.S. Federal Income Tax Considerations,” insofar as such statements summarize legal matters, agreements, documents or proceedings discussed therein, are accurate and fair summaries of such legal matters, agreements, documents or proceedings.”

(h) Section 6(uu) is hereby amended and restated in its entirety to read as follows:

“(uu) Other than the subsidiaries of the Company listed in Exhibit 21.1 to the Company’s most recent Annual Report on Form 10-K and the subsidiaries organized on or after February 22, 2018 and identified on Schedule 4 hereto, the Company, directly or indirectly, owns no capital stock or other equity or ownership or proprietary interest in any corporation, partnership, limited liability company, association, trust or other entity that has operations or owns any assets or has any material liabilities.”

(i) Section 7(f) is hereby amended and restated in its entirety to read as follows:

“(f) Registration Statement Renewal Deadline. If, immediately prior to the third anniversary of the initial effective date of the Registration Statement relating to the Placement Securities (the “**Renewal Deadline**”), any of the Placement Securities remain unsold by the Sales Agents, the Company shall prior to the Renewal Deadline (i) file, if it has not already done so (subject to subsection (a) of this Section 7), a new shelf registration statement relating to the Placement Securities, in a form reasonably satisfactory to the Administrative Sales Agents, (ii) use its commercially reasonable efforts to cause such registration statement to be declared effective within 60 days after the Renewal Deadline (if the Company is not then eligible to file an automatic shelf registration statement) and (iii) take all other action necessary or appropriate to permit the public offering and sale of the Placement Securities to continue as contemplated herein and in the expired registration statement relating to the Placement Securities.”

(j) Schedule 4 of the Agreement is hereby deleted in its entirety and replaced with the Schedule 4 attached hereto.

2. No Other Amendments; References to Agreements. Except as set forth in this Amendment, all other terms and provisions of the Agreement shall continue in full force and effect. All references to the Agreement in the Agreement or in any other document executed or delivered in connection therewith shall, from the date hereof, be deemed a reference to the Agreement as amended by this Amendment. Notwithstanding anything to the contrary contained herein, this



Amendment shall not have any effect on offerings or sales of the Securities prior to the Effective Date or on the terms of the Agreement and the rights and obligations of the parties thereunder, insofar as they relate to such offerings or sales, including, without limitation, the representations, warranties and agreements (including the indemnification and contribution provisions), as well as the definitions of "Registration Statement," "Base Prospectus," "Prospectus Supplement" and "Prospectus," contained in the Agreement.

3. Applicable Law. This Amendment shall be governed by, and construed in accordance with, the internal laws of the State of New York without regard to the principles of conflicts of laws.

4. Effect of Headings. The Section headings herein are for convenience only and shall not affect the construction hereof.

5. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Delivery of an executed Amendment by one party to the other may be made by facsimile or e-mail transmission.

*[Signature Page Follows]*

If the foregoing correctly sets forth the understanding among the Company, the Operating Partnership and the Sales Agents, please so indicate in the space provided below for that purpose, whereupon this letter shall constitute a binding agreement among the Company, the Operating Partnership and the Sales Agents.

Very truly yours,

**SUN COMMUNITIES, INC.**

By: /s/ Karen J. Dearing

Name: Karen J. Dearing

Title: Chief Financial Officer

**SUN COMMUNITIES OPERATING LIMITED PARTNERSHIP**

By: Sun Communities, Inc., its General Partner

By: /s/ Karen J. Dearing

Name: Karen J. Dearing

Title: Chief Financial Officer

**ACCEPTED by the Administrative Sales Agents on behalf of the Sales Agents as of the date first-above written:**

**BMO CAPITAL MARKETS CORP.**

By: /s/ Stephan Richford

Name: Stephan Richford

Title: Managing Director

**MERRILL LYNCH, PIERCE, FENNER & SMITH,  
INCORPORATED**

By: /s/ William Conkling

Name: William Conkling

Title: Managing Director, Investment Banking

**CITIGROUP GLOBAL MARKETS INC.**

By: /s/ Jared M. Nutt

Name: Jared M. Nutt

Title: Vice President

*[Signature Page to the At the Market Offering Sales Agreement]*

April 26, 2018

Sun Communities, Inc.  
27777 Franklin Road, Suite 200  
Southfield, Michigan 48034

Re: Sun Communities, Inc. – Registration Statement on Form S-3  
(File No: 333-224179) (the “Registration Statement”)

Ladies and Gentlemen:

We have acted as special Maryland counsel to Sun Communities, Inc., a Maryland corporation (the “Company”), in connection with the issuance of up to \$399,880,559 in shares (the “Shares”) of the Company’s common stock, par value \$0.01 per share, from time to time (the “Offering”) pursuant to the above-referenced Registration Statement, including all amendments thereto, filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended, and the regulations promulgated thereunder. The Registration Statement includes a prospectus dated April 6, 2018, and a prospectus supplement (the “Prospectus Supplement”) filed with the Commission on April 26, 2018 (collectively, the “Prospectus”) to be furnished to potential purchasers in the Offering. We understand that our opinion is required to be filed as an exhibit to the Registration Statement.

In our capacity as special Maryland counsel to the Company and for purposes of this opinion, we have reviewed the originals, or copies certified or otherwise identified to our satisfaction, of the following documents:

- A. the Registration Statement, including the Prospectus;
- B. the charter of the Company, certified on the date hereof as being a true, correct and complete copy thereof by the Secretary of the Company (the “Charter Documents”);
- C. the Third Amended and Restated Bylaws of the Company, certified on the date hereof as being a true, correct and complete copy thereof by the Secretary of the Company;
- D. the At the Market Offering Sales Agreement, dated July 28, 2017, and that certain Amendment No. 1 to At the Market Offering Sales Agreement, dated April 26, 2018, among the Company, Sun Communities Operating Limited Partnership, BMO Capital Markets Corp., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global

Markets Inc., Robert W. Baird & Co. Incorporated, Fifth Third Securities, Inc., RBC Capital Markets, LLC, BTIG, LLC, Jefferies LLC, Credit Suisse Securities (USA) LLC and Samuel A. Ramirez & Company, Inc. (together, the "Agreement");

E. certain resolutions adopted by the Board of Directors of the Company regarding the Offering, the Agreement and the filing of the Prospectus Supplement (the "Resolutions");

F. a certificate of the Company regarding certain matters related to the Agreement, the issuance and sale of the Shares in the Offering, the Registration Statement and the Prospectus Supplement (the "Certificate");

G. a certificate of the Maryland State Department of Assessments and Taxation dated April 24, 2018 to the effect that the Company is duly incorporated and existing under the laws of the State of Maryland and is in good standing and duly authorized to transact business in the State of Maryland; and

H. such other documents, corporate records and instruments as we have deemed necessary or appropriate, in our professional judgment, in connection with providing this opinion letter.

In rendering the opinion set forth below, we have assumed: (i) the genuineness of all signatures and the legal capacity of all individuals who have executed any of the documents reviewed by us; (ii) the authenticity of all documents submitted to us as originals, the conformity with originals of all documents submitted to us as certified, photostatic or facsimile copies or portable document file ("pdf") or other electronic image format copies (and the authenticity of the originals of such copies), and that the form and content of all documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such documents as executed and delivered; (iii) that there has been no oral or written modification or amendment to any of the documents we have reviewed, and that there has been no waiver of any provision of any of the documents we have reviewed in connection with this opinion, by action or omission of the parties or otherwise; (iv) that all documents submitted to us and public records we reviewed or relied upon are accurate and complete; (v) that the Charter Documents, the Bylaws and the Resolutions have not been amended or rescinded; and (vi) that the persons identified as officers of the Company are actually serving as such and that any certificates representing the Shares will be properly executed by one or more such persons.

We have also assumed that: (i) the resolutions and actions reflected in the minutes of any meetings of the Board of Directors (and committees thereof) of the Company authorizing the Company to issue, offer and sell the Shares are, and will be, in full force and effect at all times at which any Shares are offered or sold by the Company; (ii) the Registration Statement and any amendment thereto will remain effective at the time of the issuance of the Shares thereunder; (iii) at the time of the issuance of the Shares, the Company or its transfer agent will record in the Company's stock ledger the name of the persons to whom such Shares are issued; (iv) none of the Shares will be issued in violation of the restrictions on ownership and transfer set forth in Article VII of the Charter Documents; (v) the Company will remain duly organized, validly existing and in good standing under Maryland law at the time any Shares are issued; (vi) as to all acts

undertaken by any governmental authority, and of those persons purporting to act in any governmental capacity, the persons acting on behalf of the governmental authority have the power and authority to do so, and all actions taken by such persons on behalf of such governmental authority are valid, legal and sufficient; and (vii) all representations, warranties, certifications and statements with respect to matters of fact and other factual information (a) made by public officers, (b) made by officers or representatives of the Company, including certifications made in the Certificate, and (c) in any documents we have reviewed, are accurate, true, correct and complete in all material respects.

As to any facts material to our opinion set forth below, without undertaking to verify the same by independent investigation, we have relied exclusively upon the documents reviewed by us, the statements and information set forth in such documents, the Certificate and the additional matters recited or assumed in this letter, all of which we assume to be true, complete and accurate in all respects.

Based upon the foregoing and subject to the limitations and assumptions set forth herein, and having due regard for such legal considerations as we deem relevant, we are of the opinion that the Shares, when issued and delivered in accordance with the terms of the Offering against payment of the consideration therefor as contemplated by the Registration Statement, the Prospectus and the Agreement, will be validly issued, fully paid and nonassessable.

The foregoing opinion is based on and is limited to the Maryland General Corporation Law (including the reported judicial decisions interpreting those laws currently in effect), and we express no opinion herein with respect to the effect or applicability of any other laws or the laws of any other jurisdiction. The opinion expressed herein concerns only the effect of the laws (excluding the principles of conflict of laws) as currently in effect, and we assume no obligation to supplement the opinion expressed herein if any applicable laws change after the date hereof, or if we become aware of any facts that might change the opinion expressed herein after the date hereof. The opinion is limited to the matters set forth herein, and no other opinion should be inferred beyond the matters expressly stated.

Notwithstanding anything to the contrary contained herein, we express no opinion concerning the securities laws of the State of Maryland, or the rules and regulations promulgated thereunder, or any decisional laws interpreting any of the provisions of the securities laws of the State of Maryland, or the rules and regulations promulgated thereunder.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5 to the Company's Current Report on Form 8-K relating to the filing of the Prospectus Supplement, which is incorporated by reference in the Registration Statement, and to the reference to our firm under the caption "Legal Matters" in the Prospectus. By giving such consent, we do not admit that we are experts with respect to any part of the Registration Statement, including Exhibit 5, within the meaning of the term "expert" as used in the Securities Act or the rules and regulations promulgated thereunder.

Very truly yours,

BAKER, DONELSON,  
BEARMAN, CALDWELL  
& BERKOWITZ, a professional corporation

By: /s/ Kenneth B. Abel  
Kenneth B. Abel  
Authorized Representative