

**From:** Siadatpour, Payam  
**Sent:** Monday, May 07, 2012 4:39 PM  
**To:** 'minored@sec.gov'  
**Cc:** Boehm, Steven; Mahon, John  
**Subject:** GSV Capital Corp. -- Form of Opinion

Dominic,

As you discussed with John Mahon, I have attached a clean and marked form-of legality opinion that we intend to file in connection with GSV's shelf registration statement.

Please let us know if you have any questions or comments.

Regards,  
Payam  
**Payam Siadatpour** | *Associate*

The logo for Sutherland, consisting of the word "SUTHERLAND" in white, uppercase, sans-serif font, centered within a dark blue rectangular box.

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