

SIGNATURE AND NO LITIGATION CERTIFICATE

We, the Town Treasurer and the Chairman of the Town Council of the Town of Bristol, Rhode Island (the "Town"), certify that we as such officers have signed the \$2,000,000 General Obligation Bond Anticipation Notes of the Town dated February 18, 2009 and payable February 17, 2010 (the "Notes") and the \$12,210,000 General Obligation Bonds of the Town dated February 15, 2009 and due February 15, 2010 through 2029 as shown below (the "Bonds"):

<u>MATURITY DATE</u>	<u>FACE AMOUNT</u>	<u>ISSUE PRICE</u>	<u>MATURITY DATE</u>	<u>FACE AMOUNT</u>	<u>ISSUE PRICE</u>
February 15, 2010	\$390,000	2.000%	February 15, 2017	\$525,000	2.625%
February 15, 2011	\$405,000	2.000%	February 15, 2018	\$550,000	2.750%
February 15, 2012	\$425,000	2.000%	February 15, 2019	\$575,000	3.125%
February 15, 2013	\$440,000	4.000%	February 15, 2020	\$610,000	3.500%
February 15, 2014	\$460,000	2.125%	February 15, 2021	\$635,000	3.750%
February 15, 2015	\$480,000	2.250%	February 15, 2022	\$665,000	4.000%
February 15, 2016	\$505,000	2.375%	February 15, 2023	\$695,000	4.000%

\$2,270,000 4.000% Term Bonds due February 15, 2026
\$2,580,000 4.375% Term Bonds due February 15, 2029

The Notes are not subject to redemption prior to maturity.

The Bonds are subject to optional redemption and mandatory sinking fund redemption prior to maturity as described in the Bonds and the final Official Statement dated February 10, 2009.

We, the said officers, the Town Administrator and Town Clerk further certify:

- (1) that we are duly chosen, qualified and acting officers as undersigned;
- (2) that the Notes are being issued pursuant to Chapter 138/234 of the Public Laws of 2000, and a resolution of the Town Council duly passed on January 28, 2009;
- (3) that no other debt has been incurred under the authority set forth above;
- (4) a portion of the Bonds is being issued pursuant to Section 45-12-2 of the General Laws of Rhode Island and a portion of the Bonds is being issued pursuant to Chapter 414/499 of the Public Laws of 2006, and resolutions duly passed by the Town Council on January 28, 2009;

(5) that no other debt has been incurred under Chapter 414/499 of the Public Laws of 2006 other than the \$3,245,000 Town of Bristol, Rhode Island General Obligation Clean Water Bonds dated December 12, 2007 and due September 1, 2009 – September 1, 2028 and a \$2,625,000 portion of the \$7,125,000 Town of Bristol, Rhode Island General Obligation Bonds dated February 15, 2007 and February 15, 2008-2027;

(6) that no other debt has been incurred under Section 45-12-2 other than as set forth in the Certificate of Treasurer as to Outstanding Debt Issued and Section 45-12-2 of the Rhode Island General Laws in the amount of \$13,888,679.62;

(7) that no authority or proceeding essential to the authorization, sale or issue of the Notes or Bonds has been repealed or amended and that no proceedings relating thereto have been taken other than those of which a certified copy has been shown to Hinckley, Allen & Snyder LLP;

(8) that the Town has no material by-laws, standing votes or council rules affecting the authorization, sale or issue of the Notes or Bonds or the proceedings relating thereto;

(9) that none of us, nor any member of the Town Council, and to the best of our knowledge, no other official or employee of the Town has any financial interest, direct or indirect, in the sale of the Notes or Bonds;

(10) that all proceedings essential to the issue of the Notes and the Bonds were taken at a meeting or meetings open to the public, notice of each such meeting was duly posted at least forty-eight (48) hours prior thereto, and no action in connection with the Notes or Bonds was taken in executive session, all in accordance with Chapter 46 of Title 42 of General Laws entitled “Open Meetings”;

(11) that there has been no litigation affecting the validity of the Notes or the Bonds or power of the Town to levy and collect taxes to pay the Notes and the Bonds, that none is pending or, to our knowledge, threatened, and that neither the corporate existence nor boundaries of the Town or the title of any of us to our respective offices is being contested;

(12) that there has been no amendment of or addition to the Town's Home Rule Charter effective July 1, 1971 since November 2, 2004.

We approve the sale of the Notes to Sovereign Securities, LLC ("Sovereign Securities"), as purchaser of the Notes, at par, plus a reoffering premium of \$19,680 less underwriter's discount of \$7,980.

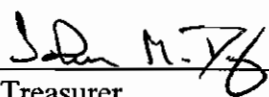
We approve the sale of the Bonds to Roosevelt & Cross, Inc. ("Roosevelt & Cross"), as purchaser of the Bonds at an aggregate purchase price of \$12,212,586.60 reflecting principal amount of \$12,210,000 plus premium of \$126,151.80 and \$3,539.02 of accrued interest, less underwriter's discount of \$123,565.20 of which \$34,893.01 will be paid by Roosevelt & Cross as bond insurance premium to Assured Guaranty Corporation.

We, the Town Administrator and the Town Treasurer further certify that we have caused said Notes to be delivered to Sovereign Securities and that we have received the full purchase price from the purchaser of the Notes on or before the date hereof.

We, the Town Administrator and the Town Treasurer further certify that we have caused said Bonds to be delivered to Roosevelt & Cross and that we have received the full purchase price from the purchaser of the Bonds on or before the date hereof.

Dated: February 18, 2009

BRISTOL, RHODE ISLAND



Town Treasurer



Town Administrator



Town Clerk



Chairman, Town Council

(Town Seal)

DEBT SERVICE TABLE

Capital Borrowing (2009)

<u>MATURITY DATE</u>	<u>TYPE OF BOND</u>	<u>FACE AMOUNT</u>	<u>ISSUE PRICE</u>	<u>COUPON</u>	<u>YIELD</u>	<u>CUSIP</u>
February 15, 2010	Serial	\$390,000	100.885%	2.000%	1.100%	110169 QY8
February 15, 2011	Serial	\$405,000	101.569%	2.000%	1.200%	110169 QZ5
February 15, 2012	Serial	\$425,000	101.751%	2.000%	1.400%	110169 RA9
February 15, 2013	Serial	\$440,000	109.244%	4.000%	1.600%	110169 RB7
February 15, 2014	Serial	\$460,000	101.784%	2.125%	1.750%	110169 RC5
February 15, 2015	Serial	\$480,000	101.688%	2.250%	1.950%	110169 RD3
February 15, 2016	Serial	\$505,000	101.779%	2.375%	2.100%	110169 RE1
February 15, 2017	Serial	\$525,000	101.992%	2.625%	2.350%	110169 RF8
February 15, 2018	Serial	\$550,000	101.035%	2.750%	2.620%	110169 RG6
February 15, 2019	Serial	\$575,000	101.765%	3.125%	2.920%	110169 RH4
February 15, 2020	Serial	\$610,000	102.548%	3.500%	3.200%	110169 RJ0
February 15, 2021	Serial	\$635,000	102.092%	3.750%	3.500%	110169 RK7
February 15, 2022	Serial	\$665,000	102.486%	4.000%	3.700%	110169 RL5
February 15, 2023	Serial	\$695,000	101.068%	4.000%	3.870%	110169 RM3
February 15, 2026	Term	\$2,270,000*	98.784%	4.000%	4.100%	110169 RQ4
February 15, 2029	Term	\$2,580,000**	99.669%	4.375%	4.400%	110169 RT8

*\$2,270,000 4.000% Term Bonds due February 15, 2026 – Yield 4.100% CUSIP No. 110169 RQ4

**\$2,580,000 4.375% Term Bonds due February 15, 2029 – Yield 4.400% CUSIP No. 110169 RT8