

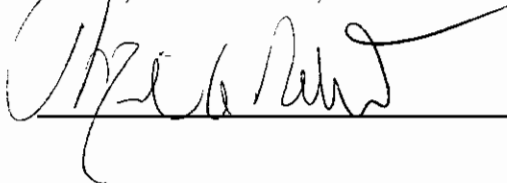
CERTIFICATE OF TOWN SOLICITOR

The undersigned firm of Ursillo, Teitz & Ritch, Ltd. is the Town Solicitor to the Town of Bristol, Rhode Island (the "Town"). In connection with the issuance of \$12,210,000 General Obligations Bonds dated February 15, 2009 and due February 15, 2010 through February 15, 2029 (the "Bonds") and \$2,000,000 General Obligation Bond Anticipation Notes dated February 18, 2009 and due February 17, 2010 (the "Notes"), the undersigned Town Solicitor, hereby certifies that:

Based upon inquiry of appropriate officers of the Town, (i) there is no litigation or other proceedings, pending or threatened, against or affecting the Town, in any court or before any government agency that, if decided adversely to the Town, would materially adversely affect the properties, activities, financial condition or economic outlook of the Town, or its ability to undertake the projects to be financed by the Bonds and the Notes, or repay the principal and interest on the Bonds and Notes, as the same become due; and (ii) there has been no amendment of or addition to the Town's Home Rule Charter since November 2, 2004.

IN WITNESS WHEREOF, the undersigned has set his hand as of the 18th day of February, 2009.

Town Solicitor
Ursillo, Teitz & Ritch, Ltd.

A handwritten signature in black ink, appearing to read "Michael Ritch", is written over a horizontal line. The signature is cursive and extends above and below the line.