

MATERIAL EVENTS DISCLOSURE CERTIFICATE

In connection with the issuance by the Town of Bristol, Rhode Island (the "Town") of its \$2,000,000 General Obligation Bond Anticipation Notes dated February 18, 2009 and due February 17, 2010 (the "Notes") and with reference to the continuing disclosure requirements of Rule 15c2-12 under the Securities and Exchange Act of 1934, as amended effective July 3, 1995 (the "Rule"), applicable to municipal securities having a stated maturity of 18 months or less, the Town hereby covenants that it will comply with the undertakings herein for the benefit of the original underwriters and the registered owners of the Notes, subject to the conditions and limitations specified herein.

1. As provided in paragraph (b)(5)(i)(C) of the Rule, the Town hereby undertakes to provide in a timely manner to the Municipal Securities Rulemaking Board, and any public or private entity designated by the State of Rhode Island and Providence Plantations as a state repository, if any, pursuant to the Rule, notice of the occurrence of any of the following events with respect to the Notes, if material:

- a. principal and interest payment delinquencies;
- b. non-payment related defaults;
- c. unscheduled draws on debt service reserves reflecting financial difficulties;
- d. unscheduled draws on credit enhancements reflecting financial difficulties;
- e. substitution of credit or liquidity providers, or their failure to perform;
- f. adverse tax opinions or events affecting the tax-exempt status of the Notes;
- g. modifications to rights of beneficial owners and holders of the Notes;
- h. Note calls;
- i. defeasances; or
- j. release, substitution or sale of property securing the repayment of the Notes.

(It should be noted that as of this date events of the types described in clauses b, c, d, e, g, h, i, and j are not applicable to the Notes)

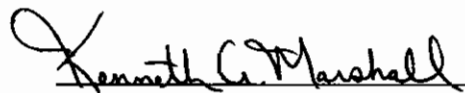
2. The intent of the Town's undertaking hereunder is to comply with paragraph (b)(5)(i)(C) of the Rule. Accordingly, the Town reserves the right to modify its undertaking in paragraph 1 hereof or the format thereof, so long as any such modification is made in a manner consistent with the Rule. To the extent that the Rule no longer requires the issuers of municipal securities to provide all or any portion of the information the Town has agreed to provide, or upon the defeasance or payment in full of the Notes, the obligations of the Town under this Disclosure Certificate shall cease immediately.

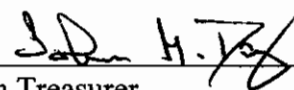
3. The purpose of the Town's undertaking is to conform to the requirements of the Rule and not to create new contractual or other rights for any registered owner or beneficial owner of the Notes, any municipal securities broker or dealer, any potential purchaser of the Notes, the Securities and Exchange Commission or any other person. The sole remedy in the event of any actual or alleged failure by the Town to comply with any provision herein shall be an action for the specific performance of the Town's obligations hereunder and not for money damages in any amount. Any failure by the Town to comply with any provision of this undertaking shall not constitute a default with respect to the Notes.

4. The Town may engage a dissemination agent to assist in carrying out its obligations hereunder, and may discharge such agent without limitation. The Town agrees to indemnify and save any such dissemination agent, its directors, officers, employees and agents, harmless against any loss, expense or liabilities which it may incur arising out of or in the exercise of its duties on behalf of the Town, including the costs and expenses (including attorneys fees) of defending against any claim of liability, excluding however, liabilities due to a dissemination agent's negligence or willful misconduct. The obligations of the Town under this Section 4 shall survive the resignation or removal of any dissemination agent and payment of the Notes. The Town has engaged First Southwest Company, Inc. as its disseminate agent.

Dated: February 18, 2009

TOWN OF BRISTOL


Chairman of the Town Council


Town Treasurer