CERTIFICATE OF UNDERWRITER AS TO MARKET PRICE AND BOND INSURANCE

(BONDS)

TO: Town of Bristol
10 Court Street
Bristol, Rhode Island 02809
Attn: Treasurer

and

Hinckley, Allen & Snyder LLP
1500 Fleet Center
Providence, Rhode Island 02903

Re: $12,210,000 Town of Bristol General Obligation Bonds dated February 15, 2009, due February 15, 2010-2029 (the "Bonds")

Ladies and Gentlemen:

We have served as Underwriter in connection with the issuance of the Bonds, and we hereby certify as follows:

Attached hereto as Exhibit A is a schedule showing the face amount of the Bonds, and the Yield and Issue Price (expressed as a price per $100 of the face amount of the Bonds). We have completed this Certificate in accordance with Treasury Reg. 1.148-1(b) and the Instructions for Completion of Certificate as to Market Price which are attached hereto as Exhibit B.

At the time the Underwriter agreed to purchase the Bonds, based upon then prevailing market conditions, the Underwriter reasonably believed that none of the Bonds would be initially sold to the public (excluding bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters or wholesalers) at prices exceeding the respective prices for each maturity set forth in the Official Statement dated February 10, 2009 relating to the Bonds (the "Official Statement").

Each maturity of the Bonds was offered to the public (excluding bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters or wholesalers) at the respective initial offering prices (net of accrued interest) not exceeding the respective prices for each maturity as set forth in the Official Statement.

At least 10% of each maturity of the Bonds was sold to the public (excluding bond houses, brokers, or similar persons or organizations acting in the capacity of underwriters or wholesalers) at prices not exceeding the respective prices of such Bonds set forth on the cover of the Official Statement.

The premium for bond insurance on the Bonds is $34,893.01. Based upon the undersigned's experience with issues of similar size and risk, we find that the premium is reasonable and that the amount of the premium is less than the present value of interest saved (calculated using a discount rate equal to the yield on the Bonds) as a result of the insurance.

The weighted average maturity of the Bonds is 11.960 years.

With respect to the purchase of the securities described on the attached Schedule A (the "Securities") with sale proceeds of the $12,210,000 Town of Bristol General Obligation Bonds, the undersigned certifies that: (i) the prices of the Securities were determined in arm's-length transactions; (ii) the prices of the Securities were determined without any intention to reduce the yield on the Securities; (iii) the prices of the Securities were no higher than the prices that could have been obtained by another entity under similar circumstances; (iv) there is an established market for the Securities; (v) the prices of the Securities were market prices.

We understand that this letter is being provided to you for the purpose of enabling Hinckley Allen & Snyder LLP Bond Counsel to render its tax-exempt opinion with respect to the Bonds.

ROOSEVELT & CROSS, INC.

By: Paul W. Moore
Authorized Officer

Dated: February 18, 2009

#952151

EXHIBIT A

Re: $12,210,000 Town of Bristol General Obligation Bonds
dated February 15, 2009, due February 15, 2010-2029 (the "Bonds")

MATURITY DATE	TYPE OF BOND	FACE AMOUNT	ISSUE PRICE	COUPON	YIELD
February 15, 2010	Serial	$390,000	100.885%	2.000%	1.100%
February 15, 2011	Serial	$405,000	101.569%	2.000%	1.200%
February 15, 2012	Serial	$425,000	101.751%	2.000%	1.400%
February 15, 2013	Serial	$440,000	109.244%	4.000%	1.600%
February 15, 2014	Serial	$460,000	101.784%	2.125%	1.750%
February 15, 2015	Serial	$480,000	101.688%	2.250%	1.950%
February 15, 2016	Serial	$505,000	101.779%	2.375%	2.100%
February 15, 2017	Serial	$525,000	101.992%	2.625%	2.350%
February 15, 2018	Serial	$550,000	101.035%	2.750%	2.620%
February 15, 2019	Serial	$575,000	101.765%	3.125%	2.920%
February 15, 2020	Serial	$610,000	102.548%	3.500%	3.200%
February 15, 2021	Serial	$635,000	102.092%	3.750%	3.500%
February 15, 2022	Serial	$665,000	102.486%	4.000%	3.700%
February 15, 2023	Serial	$695,000	101.068%	4.000%	3.870%
February 15, 2026	Term	$2,270,000	98.784%	4.000%	4.100%
February 15, 2029	Term	$2,580,000	99.669%	4.375%	4.400%

EXHIBIT B

Instructions for Completion
of Certificate as to Market Price

The Certificate as to Market Price and Exhibit A is prepared in accordance with the following instructions.

The Issue Price and Yield to purchasers of obligations are calculated separately for obligations which are not substantially identical (e.g., as to maturity, call rights, rate, security, credit enhancement, etc.), and also for substantially identical obligations which are sold at one price to the public and at a discount from that price to institutional or other investors. In the case of obligations sold to institutional or other investors at a discount, the amount of obligations so sold should be determined on the basis of actual facts and reasonable expectations as of the Issue Date, i.e., the date on which physical delivery of the obligations is accomplished, but not earlier than the date interest first begins to accrue for federal income tax purposes.

The Issue Price and Yield is determined on the basis of actual facts and reasonable expectations as to the eventual Issue Price existing on the date the Underwriter enters into a binding contract to purchase the obligations from the Issuer (the "Sale Date"). The Issue Price and Yield of a publicly offered obligation should be determined as of the Sale Date only if the particular obligation is actually offered for sale to the general public in a bona fide public offering at the expected Issue Price.

For obligations whose Issue Price is not determined in accordance with the preceding paragraph, the Issue Price should be computed on the basis of the initial price at which a substantial amount of the obligations is sold on the Issue Date. The Issue Price and Yield of an obligation sold after the Issue Date should be adjusted to reflect the price at which the obligation would have been sold on the Issue Date so as to eliminate post-issuance changes in market conditions, the accrual of interest, and other subsequent events.

In no event shall the Issue Price of an obligation be more than its Fair Market Value. The "Fair Market Value" of an obligation is the mean of the highest and lowest sale price on the Sale Date of instruments similar to the obligations in yield, maturity, rating, and other relevant factors. Where relevant intra-day sales prices are not available, Fair Market Value should be determined in accordance with Treasury Regulation §20.2031-2.

The aggregate face amount of obligations issued per maturity and the composite Yield and aggregate Issue Price (stated as a price per $100 of the face amount of obligations issued) should be stated separately for each maturity on Exhibit A. Information with regard to obligations of a particular maturity which are not substantially identical or which are sold at one price to the general public and at another price to institutional or other investors should be separately stated.