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December 10, 2013

Rhode Island Health and Educational
Building Corporation
170 Westminster Street
Providence, Rhode Island 02903

Roosevelt & Cross, Incorporated
One Exchange Plaza
55 Broadway – 22nd Floor
New York, New York, 10006

Town of Little Compton, Rhode Island
40 Commons
P.O. Box 226
Little Compton, Rhode Island 02837

U.S. Bank National Association
Corporate Trust Division
One Federal Street, 3rd Floor
Boston, Massachusetts 02110
Attention: David Doucette

Re: Town of Little Compton, Rhode Island General Obligation Bonds
dated December 10, 2013

Ladies and Gentlemen:

We have examined a record of proceedings relating to the sale and issuance of $11,310,000 General Obligation Bonds of the Town of Little Compton, Rhode Island (the "Borrower") dated December 10, 2013 (the "Borrower Bonds"). The Borrower Bonds are issued pursuant to the Borrower Resolution to evidence the obligation of the Borrower to repay a loan made to the Borrower by the Rhode Island Health and Educational Building Corporation pursuant to a Financing Agreement by and between the Corporation and the Borrower dated November 19, 2013. Terms used, but not otherwise defined herein, have the respective meanings set forth in the Financing Agreement.

As to questions of fact material to our opinion, we have relied upon the certified proceedings and other certifications of public officials furnished to us without undertaking to verify the same by independent investigation.

Based upon the foregoing, we are of the opinion that, under existing law:

1. The Borrower Bonds are valid general obligations of the Borrower and all taxable property in the Town is subject to taxation without limitation as to rate or amount to pay the Borrower Bonds and the interest thereon.

2. We express no opinion regarding federal tax consequences arising with respect to the Bonds.

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3. Income from the Bonds is free from taxation by the State of Rhode Island or any political subdivision or other instrumentality of the State, although income from the Bonds may be included in the measure of Rhode Island estate taxes and certain Rhode Island corporate and business taxes.

4. The Borrower is a duly organized political subdivision of the State of Rhode Island and Providence Plantations (the "State") and has full legal right, power and authority (i) to enter into the Financing Agreement and the Letter of Representation, (ii) to execute and deliver to Borrower Bonds, and (iii) to carry out and consummate the transaction contemplated by the Financing Agreement, the Letter of Representation and the Borrower Bonds.

5. The Borrower Resolution has been duly adopted, all conditions precedent to its effectiveness have taken place, and it is in full force and effect in all material respects.

6. The Financing Agreement and the Letter of Representation have been duly authorized, executed and delivered by the Borrower and assuming the due authorization, execution and delivery thereof by the other parties thereto, constitute legal, valid and binding obligations of the Borrower, enforceable in accordance with their terms, except as the enforcement thereof may be limited by applicable bankruptcy, insolvency, reorganization, moratorium and other similar laws in effect from time to time affecting the enforcement of creditors' rights generally and by the application of general principles of equity.

7. No other authorization, approval, consent or other order of any governmental authority or agency is required for the authorization, execution and delivery of the Financing Agreement and the Borrower Bonds and any and all statutes, ordinances, resolutions, regulations or other requirements applicable to the execution and delivery of the Financing Agreement and the Borrower Bonds have been complied with.

It is to be understood that the rights of the owners of the Borrower Bonds and the enforceability of the Borrower Bonds may be limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights generally and by equitable principles, whether considered at law or in equity.

This opinion is given as of the date hereof and we assume no obligation to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur or for any other reason.

Respectfully submitted,

Edwards Wildman Palmer LLP

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