December 12, 2013

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

Re: $11,310,000 Rhode Island Health and Educational Building Corporation Public Schools Revenue Bond Financing Program Revenue Bonds, Series 2013 H (Town of Little Compton Issue)

Ladies and Gentlemen:

We have acted as counsel to Roosevelt & Cross, Incorporated, as the underwriter (the "Underwriter") in connection with the purchase by the Underwriter from the Rhode Island Health and Educational Building Corporation (the "Issuer") of the Issuer's $11,310,000 Rhode Island Health and Educational Building Corporation Public Schools Revenue Bond Financing Program Revenue Bonds, Series 2013 H (Town of Little Compton Issue) ("Bonds"). Capitalized terms not defined herein shall have the meanings assigned to them in the Bond Purchase Agreement.

We have examined originals, or copies certified or otherwise identified to our satisfaction, of (i) the Resolution of the Issuer adopted on October 17, 2013, (the "Resolution"), (ii) the Master Trust Indenture dated as of November 1, 2009 as amended by a First Supplemental Indenture dated as of April 15, 2013 (the "Master Indenture") by and between the Issuer and U.S. Bank National Association, as Trustee (the "Trustee"); (iii) the Series Indenture dated December 12, 2013 (the "Series Indenture"); (iv) the Financing Agreement dated November 19, 2013 (the "Financing Agreement") by and between the Issuer and the Borrower; (v) a Bond Purchase Agreement dated November 19, 2013 by and between the Issuer and the Underwriter; (vi) the Official Statement dated November 19, 2013 relating to the Bonds (the "Official Statement"); (vii) the approving legal opinion of Edwards Wildman Palmer LLP, bond counsel; and (viii) such other agreements, documents, certificates, instruments, opinions and records we have considered necessary or appropriate for purposes of the opinions contained herein. We have also made such investigation of laws as we have considered necessary or appropriate for the purposes of said opinions contained herein. In addition, we have participated in conferences with officers and representatives of, and counsel to, the Borrower, the Issuer, the Underwriter, and others, at which conferences the content of the Official Statement and related

matters were discussed. We have not, however, independently verified any matters contained in the Official Statement.

Based upon the foregoing, we are of the opinion that:

(a) the Bonds are not subject to the registration requirements of the Securities Act of 1933, as amended, and the Master Indenture and the Series Indenture are exempt from qualification as an indenture under the Trust Indenture Act of 1939, as amended; and

(b) based upon our participation in the preparation of the Official Statement as counsel for the Underwriter and without having undertaken to determine independently the accuracy, completeness or fairness of the statements contained in the Official Statement, no facts have come to our attention which would lead us to believe that the Official Statement (except for the information related to The Depository Trust Company and the Insurer, and except for the financial statements and other financial and statistical data included in the Official Statement, as to which no view is expressed), as of its date and as of the date hereof, contains an untrue statement of a material fact or omits to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

We are furnishing this letter to you pursuant to the Bond Purchase Agreement referenced above solely for your benefit as the Underwriter. This letter is not to be used, circulated, quoted or otherwise referred to or relied upon for any other purpose or by any other person, including, without limitation, by the owners of the Bonds.

Very truly yours,

Partridge Snow + Hahn LLP

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