LEGAL OPINION

The following opinion is based on facts and the law existing on the date of original delivery of the bonds described therein.

PALMER & DODGE LLP
111 Huntington Avenue
Boston, Massachusetts

John Murray, III, Treasurer
Town of Acton
Acton, Massachusetts

(Acton Municipal Purpose Loan of 2004 Bonds)

We have examined the law, a certified copy of proceedings and other papers relating to the issue of $7,094,000 Municipal Purpose Loan of 2004 Bonds dated March 1, 2004, by the Town of Acton, Massachusetts.

On the basis of this examination we are of opinion, as of the date hereof and under existing law, as follows:

(1) The bonds are valid general obligations of the Town of Acton and except to the extent they are paid from other sources the principal of and interest on the bonds are payable from taxes which may be levied upon all taxable property in the Town, subject to the limit imposed by Chapter 59, Section 21C of the General Laws except for that portion of the principal and interest payments which the Town has voted to exempt from that limit.

(2) The interest on the bonds is exempt from Massachusetts personal income taxes, and the bonds are exempt from Massachusetts personal property taxes. We express no opinion as to other Massachusetts tax consequences arising with respect to the bonds.

(3) The interest on the bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of computing the alternative minimum tax imposed on individuals and corporations under the Internal Revenue Code of 1986, as amended (the "Code"); it should be noted, however, that interest on the bonds is taken into account in determining adjusted current earnings for the purpose of computing the alternative minimum tax imposed on corporations (as defined for federal income tax purposes). The opinions set forth in the preceding sentence are subject to the condition that the Town comply with all requirements of the Code that must be satisfied subsequent to the issuance of the bonds in order that interest thereon be, or continue to be, excluded from gross income for federal income tax purposes. The Town has covenanted to comply with these requirements. Failure to

comply with certain of these requirements may cause the inclusion of interest on the bonds in gross income for federal income tax purposes to be retroactive to the date of issuance of the bonds. Except as expressed in the following paragraph, we express no opinion regarding other federal tax consequences arising with respect to the bonds.

(4) The bonds are qualified tax-exempt obligations within the meaning of Section 265(b)(3) of the Code.

The rights of the holders of the bonds and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable and their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

Yours faithfully,

/s/ Palmer & Dodge LLP