

COUNTY ATTORNEY

Fort Bend County, Texas

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County Attorney

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May 1, 2012

SIEBERT BRANDFORD SHANK & CO., LLC
(as Representative of the Underwriters
named in the Bond Purchase Agreement)
440 Louisiana, Suite 1520
Houston, Texas 77002

Re: \$58,220,000 Fort Bend County, Texas Tax Unlimited Road Bonds, Series 2012
(the "Bonds")

Ladies and Gentlemen:


I refer to the Official Statement, dated April 3, 2012 (the "Official Statement"), of Fort Bend County (the "County") for the Bonds.

I have reviewed the information contained in the Official Statement under the caption "OTHER INFORMATION-Litigation" (the "Litigation Section") with regard to the litigation, if any, referred to therein. In addition, I have reviewed and discussed with members of my staff litigation pending or threatened against the County.

To the best of my knowledge and belief as of the date of the Official Statement and as of the date hereof, there is no pending litigation against the County or to which the County is a party, the failure of which to describe in the Litigation Section constitutes an omission of a material fact necessary to make the statements therein, in the light of the circumstances under which they are to be made, not misleading.

It is my opinion that there are no actions, suits, proceedings, inquiries or investigations, at law or in equity, pending or to my knowledge threatened against the County which would (1) restrain or enjoin the issuance or delivery of the Bonds, (2) affect the provisions made for payment of the Bonds or the interest thereon, or (3) question the validity of the Bonds.

Sincerely,



Roy L. Cordes, Jr., County Attorney