



May 1, 2012

SIEBERT BRANDFORD SHANK & CO., L.L.C.  
(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 Unlimited Tax Road Bonds, Series 2012  
(the "*Bonds*")

Ladies and Gentlemen:

We have acted as your Counsel in connection with the purchase by you on this date from Fort Bend County, Texas (the "*County*"), of \$58,220,000 aggregate principal amount of its Unlimited Tax Road Bonds Series 2012 (the "*Bonds*") pursuant to the Bond Purchase Agreement, dated April 3, 2012 (the "*Bond Purchase Agreement*") by and between you and the County. Unless otherwise expressly provided herein, capitalized terms used herein have the respective meanings assigned to them in the Bond Purchase Agreement.

In the above capacity, we have examined the originals or copies, certified or otherwise, identified to our satisfaction, of such records, official and other, of the County, certificates of public officials and Representative of the County, and other documents as we have deemed necessary or advisable as a basis for the opinions hereinafter expressed.

Based on the foregoing, we are of the opinion that the offer and sale of the Bonds to the public are exempt from registration under the Securities Act of 1933, as amended, and no filing is required under the Trust Indenture Act of 1939, as amended, in connection with the Bonds or the Order.

We have participated in conferences with representatives of the County, Bond Counsel, the Financial Advisor to the County, and your Representative, at which conferences the contents of the Official Statement and related matters were discussed. Although we are not passing upon and do not assume any responsibility for the accuracy, completeness or fairness of the statements contained in the Official Statement, we advise you that, on the basis of the foregoing, no facts have come to our attention that lead us to believe that the Official Statement as of the date of the Bond Purchase Agreement and as of today's date (except as to the financial statements and other financial and statistical data included in the Official Statement data regarding the Depository Trust Company and other information regarding the bond insurer, if any, in each case is to which no view needs to be expressed) contained or contains any untrue statement of a material fact or omitted or omits to state any material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances under which they were made, not misleading.

We do not undertake to advise you of matters which may come to our attention subsequent to the date hereof which may affect our legal opinion and conclusions expressed herein, and we call to your attention the fact that our legal opinions and conclusions are an expression of professional judgment and not a guarantee of result. This opinion may be relied upon only by you, any member of a selling group formed by you and by other persons to whom we grant written permission to rely hereon.

Sincerely,

*Bracewell & Giuliani*