RBC Capital Markets®

CONTINUING DISCLOSURE DISSEMINATION AGENT AGREEMENT

March 9, 2010

Mr. Nathan Cradduck
Tom Green County
112 W. Beauregard
San Angelo, Texas 76903

Re: Continuing Disclosure Filings

Dear Mr. Cradduck:

RBC Capital Markets Corporation ("RBC CM") is pleased to provide dissemination agent services in connection with the continuing disclosure obligations of Tom Green County (the "County") regarding certain bond issue(s) for which the County has agreed to make annual filings. In connection with municipal securities that the County has issued, the County has agreed to file certain annual financial information and provide notice of certain material events as more fully described in a continuing disclosure undertaking. The filing is done pursuant to SEC Rule 15c2-12, as amended (the "Rule") and requires the annual financial information and material event notices to be filed with the Electronic Municipal Markets Access system ("EMMA") maintained by the Municipal Securities Rulemaking Board. RBC CM will provide dissemination agent services pursuant to the following terms:

1. Upon request, RBC CM will file on behalf of the County the annual financial information required under the continuing disclosure obligations pursuant to the Rule. RBC CM does not assume responsibility and is under no obligation to notify or remind the County or any representatives of the County of its undertaking to provide any annual reports or filings.

2. The County agrees to provide to RBC CM the necessary information in a timely fashion. RBC CM will prepare the filing based on the information supplied, and upon the County's review and approval, RBC CM will cause it to be filed with EMMA and applicable state information depositories ("SIDs"), if requested.

3. If not submitted with the annual filing, then when and if available, the County will forward its audited financial statements to RBC CM, and upon receipt RBC CM will cause them to be filed with EMMA and SIDs, if RBC CM is requested to make the annual filing on behalf of the County.

4. Upon identification by the County of a material event and upon request by the County, RBC CM will assist to prepare and file a material event notice. Attached is a list of the reportable material events that must be filed pursuant to the continuing disclosure obligations as specified in the Rule. Any such material event filing will be based on the information supplied to RBC CM, and upon the County's review and approval, RBC CM will cause it to be filed with EMMA and SIDs. RBC CM is under no obligation to notify the County or any representative of the County of an event that may constitute a material event. RBC CM shall have no duty or responsibility to review the determination that an event constitutes a material event or the text of the disclosure that the County desires to make.

5. Either party may upon thirty (30) days written notice to the other terminate this Agreement.

6. TO THE EXTENT PERMITTED BY LAW, THE COUNTY AGREES TO INDEMNIFY AND SAVE RBC CM AND ITS RESPECTIVE OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS, HARMLESS AGAINST ANY LOSS, EXPENSE AND LIABILITIES WHICH THEY MAY INCUR ARISING OUT OF OR IN THE EXERCISE OR PERFORMANCE OF THEIR POWERS AND DUTIES HEREUNDER, INCLUDING THE COSTS AND EXPENSES (INCLUDING ATTORNEYS FEES) OF DEFENDING AGAINST ANY CLAIM OF LIABILITY, BUT EXCLUDING LIABILITIES DUE TO THE RBC CM'S GROSS NEGLIGENCE OR WILLFUL MISCONDUCT.

   The obligations of the County under this Section 6 shall survive resignation or removal of RBC CM and defeasance, redemption or payment of the Bonds.

7. This Agreement shall be governed by the laws of the State of Texas (other than with respect to conflicts of laws).

8. This Agreement supersedes and replaces all prior agreements between the parties hereto regarding continuing disclosure related to the Bonds.

Please indicate the agreement of County to the foregoing by signing on the following page.

Respectfully submitted,

RBC CAPITAL MARKETS CORPORATION

By _____

Name _____

Title Managing Director

ACCEPTANCE

ACCEPTED this [16] day of [March], 2010.

Tom Green

County Name

By _____

Name Judge Michael Brown

Title County Judge

Material Events under SEC Rule 15c2-12

1. Principal and interest payment delinquencies
2. Non-payment related defaults
3. Unscheduled draws on debt service reserves reflecting financial difficulties
4. Unscheduled draws on credit enhancements reflecting financial difficulties
5. Substitution of credit or liquidity providers, or their failure to perform
6. Adverse tax opinions or events affecting the tax-exempt status of the security
7. Modifications to rights of security holders
8. Bond calls
9. Defeasances
10. Release, substitution, or sale of property securing repayment of the securities
11. Rating changes
12. Failure to provide annual financial information as requested