



William J. Gumbert
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February 20, 2007

Honorable President and Members
of the Board of Trustees
Ector County Independent School District
802 N. Sam Houston
Odessa, TX 79761

Dear Ladies and Gentlemen:

This letter is to extend the previously executed financial advisory agreement (“Agreement”) executed by and between the Ector County Independent School District (the “Issuer” or “District”) and RBC Dain Rauscher Inc. doing business under the name RBC Capital Markets (“RBC Capital Markets”) on May 21, 1998 as amended on July 21, 2003. This letter shall serve as an Amendment to the Agreement and previous Amendments and shall apply to all Obligations that may be authorized and/or issued by the District during the period in which this Agreement is effective.

The following conditions are incorporated as part of the Amendment to the Agreement.

Replacement for Number 10. Special Conditions. “In addition to the terms and obligations herein contained, this Amendment to the Agreement is subject to the following special conditions that shall supersede Number 10 of the Agreement, as amended:

- (a) This Amendment to the Agreement shall be for a period of five (5) years from its date; however, this Agreement may be terminated by either party upon thirty (30) days written notice. In addition, the Agreement may be extended by mutual consent of the Issuer and RBC Capital Markets.
- (b) This Amendment to the Agreement is submitted in duplicate originals. It constitutes the entire financial advisory agreement of the parties and may be amended only in writing, signed by the Issuer and RBC Capital Markets. The Issuer’s acceptance of this Agreement will occur upon proper signature by the authorized representative(s) of the Issuer and the return of one executed copy to RBC Capital Markets.

Respectfully Submitted,

RBC DAIN RAUSCHER INC.

By: _____
Name: William J. Gumbert
Title: Managing Director

ACCEPTANCE:

Accepted pursuant to action taken by the Ector County Independent School District on this the 20th day of February, 2007.

By: _____
Name: Randy Rives
Title: President, Board of Trustees

ATTEST:

By: _____
Name: Doyle W. Woodall
Title: Secretary, Board of Trustees