

DEPOSIT AGREEMENT AND RECEIPT FOR DEPOSIT

The Bank of New York, Mellon N.A., being the Issuing and Paying Agent (the "Paying Agent") for the City of Mansfield, Texas General Obligation Bonds, Series 2004A issued pursuant to an ordinance (the "Ordinance") adopted by the City of Mansfield, Texas (the "City") on November 8, 2004, hereby agrees with the City for the benefit the City and the owners of the obligations being called for redemption (the "Refunded Obligations"), as follows:

1.1 The Paying Agent acknowledges that the total amount of principal and interest due on the Refunded Obligations on February 14, 2014 (the "Redemption Date") is \$6,763,543.75, representing principal in the amount of \$6,610,000 plus accrued interest on the Refunded Obligations of \$153,543.75.

1.2 The City acknowledges that funds in payment of such principal and interest (the "Deposit") will be irrevocably deposited with the Paying Agent on January 8, 2014, composed of \$6,763,543.75 from the proceeds of the City's General Obligation Refunding Bonds, Series 2014 (the "Refunding Bonds"). The Paying Agent acknowledges receipt of the Deposit and certifies that the Deposit is equal to the principal of and interest on the Refunded Obligations due on the Redemption Date and that, pursuant to the terms of the Refunded Obligations and the Ordinance, such Refunded Obligations are deemed not to be Outstanding as defined in the Ordinance.

1.3 The Deposit shall be irrevocably held by the Paying Agent in trust for the benefit of the owners of the Refunded Obligations for the purpose of paying the principal of the Refunded Obligations on the Redemption Date, together with all interest due thereon to the Redemption Date, and, immediately following the receipt of the Deposit, the Paying Agent agrees to hold the Deposit uninvested in a separate account and to apply and disburse the Deposit solely for the payment of the principal of and interest on the Refunded Obligations on the Redemption Date. Funds in such account that exceed the deposit insurance available to the Issuer provided by the Federal Deposit Insurance Corporation shall be fully collateralized with securities or obligations that are eligible under the laws of the State of Texas to secure and be pledged as collateral for special depository accounts until payment in full of the Refunded Obligations on their maturity date.

1.4 Any portion of the Deposit that is not required to be used by the Paying Agent for the payment of principal of and interest on the Refunded Obligations shall be delivered by the Paying Agent to the City.

EXECUTED THIS _____.

CITY OF MANSFIELD, TEXAS

By: _____
Mayor

ATTEST:

City Secretary

Signature Page for Deposit Agreement

EXECUTED THIS _____.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A.

By: _____
Name: _____
Title: _____

Signature Page for Deposit Agreement