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Via email mmichel@dhigroup.com

Drexel Hamilton Infrastructure Partners, L.P
a/k/a Drexel Hamilton Infrastructure Partners Fund II, LLC
a/k/a Uinta Basin Railway Holdings, LLC

Re: Co-Bond Counsel Fee Agreement with Borrower

Respected Mr. Michel:

We are pleased to serve as Co-Bond Counsel with Foley and Lardner on Private Activity Bonds for the Uinta Basin Railway (the "Bonds"). While we will represent the Seven County Infrastructure Coalition, as the Issuer, by this fee agreement, our fees will initially be paid by the Issuer and later reimbursed by DHIP as the Borrower under a prior agreement between the Issuer and Borrower. Bond counsel is engaged as a recognized expert whose primary responsibility is to render an objective legal opinion with respect to the authorization and issuance of Bonds. As Co-Bond Counsel, we will work on local bond matters, such as Title 23 funds allocated to the project by Utah Dept. of Transportation and state law matters and coordinate with Foley and Lardner on other matters.

As Co-Bond counsel we will (1) examine Utah and federal law applicable to the Bonds; (2) prepare (i) the resolutions and potential indentures of the Issuer authorizing the issuance of the Bonds (including the Bond form) pursuant to which the Bonds will be issued and secured and (ii) such other documents as may be required by the financing or which we deem necessary for rendering our opinion (including, closing documents, certificates and opinions of counsel as may be required by the terms of the financing and applicable state and federal laws); (3) consult with the Issuer, its municipal advisors, and trustees, prior to the issuance of the Bonds; (4) review certified proceedings of the Issuer; and (5) undertake such additional duties as are necessary to render the objective Bond opinion. These efforts will be coordinated with yourself, your counsel, Hunton, Andrews, Kurth, as well as the Underwriter, Wells Fargo, and counsel to the Underwriter. We will also review the materials prepared by these other participants.

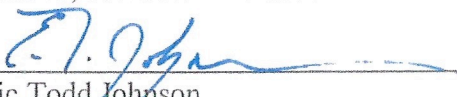
In rendering the Bond opinion with Co-Bond Counsel, we will rely upon representations of the Issuer set forth in the financing documents, the certified proceedings, and other certifications of public officials furnished to us.

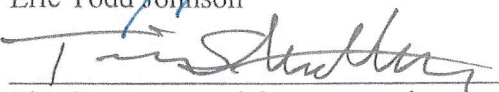
At this point, our services have been focused on making application to U.S. Department of Transportation for tax-exempt allocation. This has included drafting the inducement agreement and approving resolution by the Issuer, calling a public hearing, and identifying a legal basis for the issuance of the Bonds. Based upon (i) our current understanding of the proposed terms, structure, size and schedule of the financing, (ii) the duties we will undertake as outlined in this letter, (iii) the time we anticipate devoting to the financing, and (iv) the responsibilities we assume, our fees for service through the application process for tax exempt allocation will be \$400 per hour for Eric Johnson and \$600 per hour for Tim Stratton who will act as special tax counsel to our firm on this matter. Other professionals with our firm will be invoiced at a lesser amount. Because of the reimbursement agreement between the Coalition and your company, we will not seek a retainer. Assuming a tax-exempt allocation is obtained from US DOT, we will continue to invoice on a monthly basis and the monthly fees paid by the Coalition and reimbursed by your company will be counted as a prepayment of the total bond counsel fee that will be negotiated after the tax-exempt allocation from US DOT. We have reached an agreement with Foley that the bond counsel fees to be negotiated will be allocated between Co-Bond Counsel at closing.

Our focus will be compliance with state and federal laws controlling how public bodies borrow money for private activity bonds.

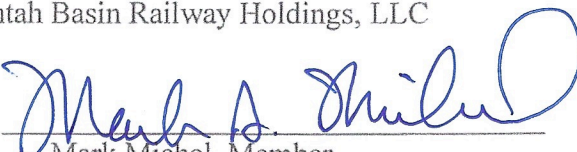
If the foregoing terms are acceptable to you, please so indicate by signing and returning this letter signed by you, retaining a copy for your files. We look forward to working with you.

Sincerely,
Johnson, Patterson & Yellowhorse


Eric Todd Johnson


Tim Stratton, special tax counsel
The Stratton Law Firm, PLLC

Accepted and Approved:
Uintah Basin Railway Holdings, LLC

By 
Mark Michel, Member