



Thomas Sean McGowan

P 202.585.6976

F 202.508.1031

smcgowan@thompsoncoburn.com

February 11, 2014

VIA E-MAIL & OVERNIGHT MAIL

Board of Directors
Fort Bend County Toll Road Authority
P.O. Box 2789
Sugar Land, Texas 77487-9740

Re: Conflict Consent and Waiver
Transfer of West Park Corridor Railbanked ROW to Fort Bend County Toll Road Authority

Dear Board of Directors:

You have asked us to represent the Fort Bend County Toll Road Authority ("FBCTRA") with respect to the transfer of the West Park Corridor railbanked right of way from Houston METRO to FBCTRA, which may involve an adverse position to Union Pacific, a current firm client (the "Proposed Matter"). Union Pacific has authorized us to disclose to you that this firm represents Union Pacific in various matters. It appears that the factual and legal issues likely to arise in the Proposed Matter are unrelated to the work we are presently doing or appear likely to do for Union Pacific.

Under the rules of professional conduct, we may not represent a client in a matter adverse to another Thompson Coburn LLP client without the informed consent of each client. This means that we cannot represent FBCTRA unless both FBCTRA and Union Pacific consent to the representation. Union Pacific has provided a waiver of the potential conflict and has asked that Thompson Coburn LLP set up an ethical wall.

In deciding whether FBCTRA should consent, you should consider whether the firm's representation of FBCTRA might be adversely affected by its representation of Union Pacific. We do not believe that our representation of FBCTRA will be affected, but you should make your own assessment of this issue.

The Proposed Matter and the existing matters in which we represent Union Pacific are unrelated and will be handled by different lawyers who are in different practice groups and in different offices within the firm. We do not believe that there is a substantial risk that our commitment and dedication to FBCTRA's interests will be adversely affected by our representation of Union Pacific, and we believe that we will be able to provide competent and diligent representation to FBCTRA in the Proposed Matter. FBCTRA's privileged, sensitive, proprietary, or other confidential information concerning this matter will not be transmitted to the firm lawyers who are involved in the representation of Union Pacific. Out of an abundance of caution, an "ethical screen" will be instituted by the firm to prevent the transmission of such information.

Board of Directors
Fort Bend County Toll Road Authority
Sugar Land, Texas
February 11, 2014
Page 2

This letter will further confirm that in the unlikely event a contentious dispute, threat of litigation or actual litigation (or other adversary proceedings) were to arise between FBCTRA and Union Pacific in connection with the Proposed Matter, Thompson Coburn will not represent or counsel either FBCTRA or Union Pacific in connection with any aspect of any such contentious dispute or adversary proceedings, and should a dispute arise, Thompson Coburn may have to withdraw from our representation of FBCTRA in the Proposed Matter to satisfy our ethical obligations. FBCTRA further confirms that it will not use Thompson Coburn's representation of FBCTRA to disqualify Thompson Coburn from representing Union Pacific in current or future matters unrelated to this transaction.

Whether to retain Thompson Coburn under these circumstances is an important decision. We suggest that FBCTRA consider consulting independent counsel to assist you in deciding whether to consent. There is no requirement that you do so, and whether you consult such counsel is your decision.

Please review this matter carefully. If you have any questions that you would like me to answer prior to reaching a decision on this issue, please let me know. If FBCTRA decides that it would like to retain Thompson Coburn LLP under these circumstances, please sign this letter in the space provided and return it to me.

Your signature below confirms that FBCTRA and you understand the potential conflict described above and wish to proceed to retain Thompson Coburn LLP under the circumstances for the Proposed Matter, waiving any conflict of interest that may exist.

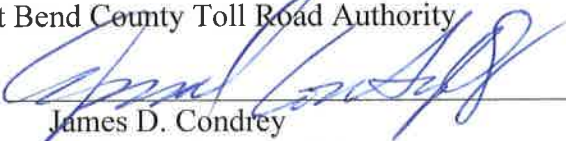
Very truly yours,

THOMPSON COBURN LLP

By 
Sean McGowan

I understand the risks described and consent to the terms of representation set forth above.
Accepted and agreed to, this 19th day of February, 2014.

Fort Bend County Toll Road Authority

By: 
James D. Condrey
Chairman, Board of Directors