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JAMES R. KRUSE

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May 7, 2004

VIA FACSIMILE TRANSMISSION

Mr. Stephen F. Mecham
Callister Nebeker & McCullough
Gateway Tower East, Suite 900
10 East South Temple
Salt Lake City, UT 84133

Re: Draper Irrigation Company

Dear Steve:

This letter is in response to your April 30, 2004, letter on behalf of your clients, Draper Land Development Company and Madison Investments, LC.

Draper Irrigation Company believes that it has provided your clients with substantially all of the items identified in your first three-item list of documents. With my letter of December 30, 2003, we delivered minutes of the board of directors from January 19, 1995, through November 8, 2003. Subsequently, under my letter of March 1, 2004, we provided minutes of the meeting of the board of directors for December 2003 and January 2004. In the next several days, we will forward you minutes of any meetings of the board of directors subsequent to January 21, 2004.

With regard to items 2 and 3 of that list, Draper Irrigation Company believes it has already provided your clients with all of the records identified, but will make additional copies available if necessary. Please let me know whether your client would prefer to pick those up at the Company's offices; however, it might be more efficient for everyone if we were to simply provide them to you.

With regard to the items in your second list, however, it is a fundamental tenet of corporate law that stockholders' rights of inspection will not be enforced in aid of their defense to suits brought against them by the corporation on matters having no relation to their status as a stockholder. This is particularly true when they are involved in litigation where their interests are directly opposed to those of the corporation and its stockholders. Your letter of April 30, 2004, explicitly recognized this problem by noting that any of the documents that Draper Irrigation Company refused to provide would be obtained by your clients in the pending litigation. Given your clients' opposition to the Company and its stockholders in that litigation, and the procedural protections offered by the discovery rules relating to the assertion of privileges and the availability of protective orders, we believe that to be the proper forum for your clients to conduct their inquiries.

Sincerely,

KRUSE LANDA MAYCOCK & RICKS, LLC

/s/

James R. Kruse

JRK/tab

cc: Board of Directors
Draper Irrigation Company