

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

January 11, 2011

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on Tuesday, January 11, 2011, at 12:00 p.m. at the University Club, 401 East fourth Street, Cincinnati, Ohio, with the following members present: Messrs. VanderLaan, McOwen, Kilcoyne, Sylvester and Riordan. Ms. Carman, Assistant City Solicitor for the City of Cincinnati, was also in attendance.

MINUTES OF SEPTEMBER 8, 2010 MEETING

Ms. Carman passed out the minutes of the September 8, 2010 meeting. Mr. McOwen moved to approve. Mr. Sylvester seconded. Unanimously approved.

RESOLUTION 1-2011: TRANSFER OF PROPERTY IN SOMERSET, KENTUCKY FROM THE CINCINNATI, NEW ORLEANS AND TEXAS PACIFIC RAILWAY COMPANY TO THE BOARD OF TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

The Cincinnati, New Orleans and Texas Pacific Railway Company (CNO&TP) purchased property in Somerset, Kentucky, for additional siding and new crew quarters. The property was purchased in order to add it to the property already owned by the Board of Trustees of the Cincinnati Southern Railway (the Board) and leased to the CNO&TP. As construction of the siding and crew quarters are complete, the CNO&TP is ready to transfer the property to the Board. Ms. Carman passed out proposed Resolution 1-2011, that authorizes Mr. VanderLaan to execute any and all documents on behalf of the Board to effect a transfer of property from the CNO&TP to the Board. Mr. Kilcoyne moved to approve. Mr. Sylvester seconded. Unanimously approved.

KEVIN SHEYS' MOVE TO NOSSAMAN, LLP

Ms. Carman and Mr. VanderLaan informed the Board that Kevin Sheys, outside counsel to the Board, informed them that, at the end of 2010, he transferred his legal practice from K&L Gates, LLP, to Nossaman, LLP. After a short discussion, the Board decided that they wanted to continue with Mr. Sheys and not K&L Gates. Mr. Sylvester moved to allow Mr. VanderLaan to execute whatever documents would be needed to allow the continued representation of the Board by Mr. Sheys. Mr. Kilcoyne seconded. Unanimously approved.

ADJOURN

Mr. Riordan moved to adjourn. Mr. McOwen seconded. All agreed. Meeting adjourned.



Mr. VanderLaan, President



Ms. Carman, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

June 14, 2011

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on Tuesday, June 14, 2011, at 3:00 p.m. at the offices of Cors & Bassett, 537 East Pete Rose Way, Suite 400, Cincinnati, Ohio, with the following members present: Messrs. VanderLaan, McOwen, Kilcoyne and Sylvester. Mr. Riordan was absent. Kerry Roe, auditor from Clark Schaefer and Hackett and Ms. Carman, Assistant City Solicitor for the City of Cincinnati were also in attendance.

MINUTES OF JANUARY 11, 2011 MEETING

Ms. Carman passed out the minutes of the January 11, 2011 meeting. Mr.

McOwen moved to approve. Mr. Sylvester seconded. Unanimously approved.

PRESENTATION OF KERRY ROE OF THE DRAFT AUDIT REPORT FOR YEARS ENDING DECEMBER 31, 2009 AND 2010

Mr. Kerry Roe gave a presentation on the Financial Statements and Additional Financial Information (with Independent Auditor's Report) for years ended December 31, 2009 and 2010 prepared for the Cincinnati Southern Railway. After his presentation, Mr. Sylvester moved to accept the report and ask for a final report. Mr. McOwen seconded. Unanimously approved.

INSPECTION TRIP

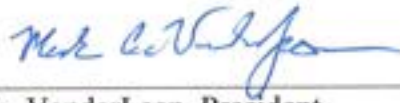
Mr. McOwen noted that the Trustees had not been given an inspection trip of the rail line in several years. The Board asked Ms. Carman to prepare a letter to Mark Manion, President of the Cincinnati New Orleans & Texas Pacific Railway, for Mr. VanderLaan's signature requesting that an inspection trip be held in the fall.

CSR-OWNED PROPERTY IN OHIO

The Board asked Ms. Carman to prepare a report on property owned by the Cincinnati Southern Railway in Ohio.

ADJOURN

Mr. Kilcoyne moved to adjourn. Mr. McOwen seconded. All agreed. Meeting adjourned.



Mr. VanderLaan, President



Ms. Carman, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

December 13, 2011

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on Tuesday, December 13, 2011, at 3:00 p.m. at the offices of Cors & Bassett, 537 East Pete Rose Way, Suite 400, Cincinnati, Ohio, with the following members present: Messrs. VanderLaan, McOwen, Kilcoyne and Sylvester. Mr. Riordan was absent. Ms. Carman, Assistant City Solicitor for the City of Cincinnati was also in attendance.

MINUTES OF JUNE 14, 2011 MEETING

Ms. Carman passed out the minutes of the June 14, 2011 meeting. Mr. Sylvester moved to approve. Mr. Kilcoyne seconded. Unanimously approved.

FINANCIAL STATEMENTS FOR 2009-2010

Mr. Sylvester passed out final copies of the "Financial Statements and Additional Financial Information (Relating Solely to the Cash Transaction of the Board of Trustees), Years Ended December 31, 2010 and 2009 (with Independent Auditors' Report)" prepared by Clark Schaefer Hackett on behalf of the Board.

ANNUAL PREMIUM FOR PUBLIC ENTITY LIABILITY POLICY

Mr. Sylvester explained that the annual premium for the Board's public entity liability policy was due. Mr. Sylvester moved to pay the bill. Mr. McOwen seconded. Unanimously approved.

DIGITIZING DEEDS

Ms. Carman reported that she had been contacted by the Cincinnati New Orleans & Texas Pacific Railway with a request that they be allowed to remove all of the deeds to the Board to Atlanta, Georgia in order to digitize them. The CNO&TP would return them to the Board's safe when the project was finished. The Board will be given access to a searchable database containing all of the deeds. Mr. McOwen moved to permit the CNO&TP to digitize the deeds. Mr. Kilcoyne seconded. Unanimously approved.

RESOLUTION 2-2011 – AUTHORIZING MR. VANDERLAAN TO EXECUTE THE (FEDERAL) TAX CREDIT AGREEMENT WITH THE CINCINNATI, NEW ORLEANS AND TEXAS PACIFIC RAILWAY COMPANY

Mr. Kilcoyne moved to approve Resolution 2-2011 which authorizes Mr. VanderLaan to execute the Tax Credit Agreement for the sharing of federal tax credits with The Cincinnati, New Orleans and Texas Pacific Railway Company. Mr. Sylvester seconded. Unanimously approved.

RESOLUTION 3-2011 – AUTHORIZING MR. VANDERLAAN TO EXECUTE THE (KENTUCKY) TAX CREDIT AGREEMENT WITH THE CINCINNATI, NEW O Mr. Mr.

Kilcoyne moved to approve Resolution 3-2011 which authorizes Mr. VanderLaan to execute the Tax Credit Agreement for the sharing of state of Kentucky tax credits with The Cincinnati, New Orleans and Texas Pacific Railway Company. Mr. Sylvester seconded. Unanimously approved.

RESOLUTION 4-2011 - SALE OF TWO PARCELS IN LEXINGTON, FAYETTE COUNTY, KENTUCKY TO THE KENTUCKY TRANSPORTATION CABINET

The Kentucky Transportation Cabinet has asked to purchase two parcels of the Trustees' property in Lexington, Fayette County, Kentucky for a noise wall. Mr. Kilcoyne moved to pass Resolution 4-2011, which authorized Mr. VanderLaan to sign a deed for the parcels to the KTC. Mr. Sylvester seconded. Unanimously approved.

RESOLUTION 5-2011 - SALE OF TEMPORARY CONSTRUCTION EASEMENT IN LEXINGTON, FAYETTE COUNTY, KENTUCKY TO THE KENTUCKY TRANSPORTATION CABINET

In conjunction with the construction of the noise wall mentioned in Resolution 4-2011, the Kentucky Transportation Cabinet has asked to purchase a temporary construction easement on the Trustees' property in Lexington, Fayette County, Kentucky for a noise wall. Mr. Kilcoyne moved to pass Resolution 5-2011, which authorized Mr. VanderLaan to sign a deed for the temporary easement to the KTC. Mr. Sylvester seconded. Unanimously approved.

PARALLEL INFRASTRUCTURE

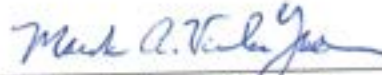
Certain Board members received a letter from Parallel Infrastructure offering certain services to maximize the earnings potential of the line. The Board asked Ms. Carman to review the lease to determine whether a discussion with Parallel could be fruitful.

INSPECTION TRIP

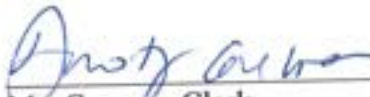
Ms. Carman reminded the Trustees that the inspection trip of the rail line was scheduled for March 20, 2012. The next quarterly meeting of the Trustees will be held during the trip.

ADJOURN

Mr. Kilcoyne moved to adjourn. Mr. Sylvester seconded. All agreed. Meeting adjourned.



Mr. VanderLaan, President



Ms. Carman, Clerk