

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

February 6, 2009

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on February 6, 2009, at 9:00 a.m. at the offices of Dinsmore & Shohl, 255 East Fifth Street, Suite 1900, Cincinnati, Ohio, with the following members present from the beginning of the meeting: Messrs. Kilcoyne, McOwen, VanderLaan, Sylvester and Riordan. Ms. Clark, Assistant City Solicitor for the City of Cincinnati, and Mr. Curp, City Solicitor for the City of Cincinnati, were also present.

MINUTES OF THE PREVIOUS MEETINGS

Ms. Clark handed out the minutes from the November 20, 2008 and December 30, 2008 meetings. Mr. Sylvester moved to approve the minutes. Mr. Riordan seconded. Unanimously approved.

EXECUTIVE SESSION TO DISCUSS THE POTENTIAL SALE OF CERTAIN CSR PROPERTY

Mr. Riordan moved to enter executive session to discuss a potential real estate transaction. Mr. Sylvester seconded. Roll call: Mr. VanderLaan, yes; Mr. Sylvester, yes; Mr. Riordan, yes; Mr. Kilcoyne, yes; Mr. McOwen, yes.

Mr. Riordan moved to close the executive session. Mr. Kilcoyne seconded. Unanimously approved.

RAILROAD TRACK MAINTENANCE TAX CREDIT SHARING AGREEMENT BETWEEN CSR AND CNOTP FOR 2009 TAX YEAR

Ms. Clark explained that NS has expressed an interest in executing the 2009 agreement now, rather than waiting until the end of the tax year. However, the Board did not have a full opportunity to review and comment on last year's agreement before it was approved. Ms. Clark inquired whether the Board might be interested in renegotiating

some of the terms of the agreement, such as the split of the credit and who files the tax documents on behalf of the Board. Mr. VanderLaan agreed that there is no reason to rush through the agreement and advised Ms. Clark to tell NS that the Board wants to take some time and try to understand the agreement better. Mr. McOwen commented that these tax credits are saleable on the open market and that the typical split is 2/3 for the owner. Mr. McOwen has a contact who has numerous short-line rail clients. He offered to put Ms. Clark in touch with his contact. Ms. Clark agreed to follow up with Mr. McOwen's contact and to work with outside counsel on revising the agreement terms.

STATUS UPDATE ON MEMBERSHIP IN THE AMERICAN SHORT LINE AND REGIONAL RAILROAD ASSOCIATION

Mr. McOwen reported that membership dues for the American Short Line and Regional Railroad Association are based on the amount of revenues generated by the line. The CSR falls into the highest dues category, at \$6,000 per year. Mr. Riordan and Mr. VanderLaan noted that membership in this association is well-worth the investment. Mr. Riordan moved to authorize Mr. McOwen to join the association on the Board's behalf. Mr. Sylvester amended the motion to authorize the payment of annual dues to the association. Mr. Kilcoyne seconded the motion as amended. Unanimously approved.

REPORT ON KENTUCKY LAW REGARDING USE OF PROPERTY FOR RAILROAD PURPOSES

Ms. Clark reported that she recently had a discussion with an attorney from Landrum & Shouse who had researched Kentucky law regarding use of property for rail purposes at the behest of former Trustee Ted Berry. The attorney, Larry Deener,

provided Ms. Clark with an overview of the law and relevant cases and will look through his files for the written opinion letter that was provided to Mr. Berry.

Ms. Clark explained that Mr. Deener had researched the issue in connection with some CSR property on the river near Ludlow, Kentucky. At the time, the Board was interested in whether it could be developed since it was no longer being used for track. According to Mr. Deener's research, Kentucky law provides that if a deed conveys an easement for rail purposes, and the use is changed, the courts will treat it as abandonment, the easement will be extinguished and the property will revert to the underlying fee. At the same time, it is possible for a railroad to hold fee simple interest in property, so in any given case, the deed must be examined to determine what is being conveyed—a fee simple interest or an easement. If the conveyance instrument refers to right-of-way, it is presumed to convey an easement and not fee.

Ms. Clark noted that Kentucky courts construe “use for rail purposes” very broadly, and any use tangentially related to rail purposes will be treated as such and not constitute abandonment. For example, if a deed conveys an easement for right-of-way and a depot, and the depot is later abandoned, the easement is not extinguished since the maintenance of a depot is not an essential part of use for right-of way/rail purposes. In order to avoid reversion, the holder of an easement for right-of-way should attempt to find a way to relate the new use to the rail purpose for which the easement was originally conveyed. State and federal railbanking laws also preserve easements of use, which do not revert to the underlying fee during the period of railbanking.

Ms. Clark asked whether the Board would like a written opinion on these issues, but the Board agreed that the oral report was sufficient at this time.

ESTOPPEL LETTER REGARDING SILVERLAKE SHOPPING CENTER

Ms. Clark explained that she had recently received a letter from an attorney whose client subleases some land owned by the CSR. An estoppel letter is needed from the CSR so that an assignment of the sublease can occur. A similar letter was written by Ely Ryder, former counsel to the Board, for a previous assignment of the sublease in 2003. The Board agreed that Ms. Clark should respond to this new request in the same manner.

PROSPECTIVE MEETING SCHEDULE FOR 2009

Ms. Clark noted that the Board usually meets quarterly, but since there are often items that need to be dealt with in the interim between meetings, the Board may want to start meeting on a more regular basis. The Board agreed that it makes the most sense to meet on a monthly basis. Mr. McOwen moved that the Board meet on the first Thursday of every month at 3:30 p.m. Mr. Sylvester seconded. Unanimously approved.

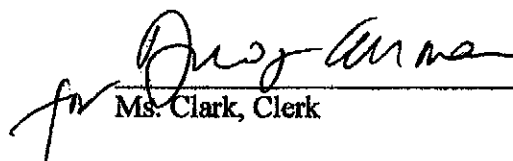
ANNOUNCEMENTS; NEW BUSINESS

Mr. Kilcoyne offered to host the next Board meeting at Cors & Bassett LLC.

ADJOURN

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


Mr. VanderLaan, President


Ms. Clark, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

February 23, 2009

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on February 23, 2009, at 11:00 a.m. at the offices of Cors & Bassett, 537 East Pete Rose Way, Suite 400, Cincinnati, Ohio, with the following members present from the beginning of the meeting: Messrs. Kilcoyne, McOwen, VanderLaan, Sylvester and Riordan. Ms. Clark, Assistant City Solicitor for the City of Cincinnati, was also present.

MINUTES OF THE PREVIOUS MEETING

Ms. Clark handed out the minutes from the February 6, 2009 meeting. Mr. Riordan moved to approve the minutes. Mr. McOwen seconded. Unanimously approved.

REQUEST FOR FUNDING OF LEGAL SERVICES

Mr. VanderLaan explained that the City Solicitor has requested that the Board provide \$12,000 to the Solicitor's Office as compensation for legal services provided during the 2009 budget year. Mr. VanderLaan noted that in recent years, the Board has paid \$2,500 to \$4,500 per year for the legal services provided by the Solicitor's Office. Mr. Sylvester noted that the Board historically paid approximately \$12,000 for clerical services but has not had an administrative clerk for the past several years. Instead, the Solicitor's Office has been providing both legal and clerical services to the Board. Mr. VanderLaan recommended that the Board approve the Solicitor's request.

Mr. Kilcoyne noted that the Solicitor's Office represents other City entities besides the Board and expressed some concern about potential conflicts of interest. Mr. Kilcoyne wondered if the additional allocation to the Solicitor's Office would make sense if the Board had to hire outside counsel in order to avoid a conflict. Mr. VanderLaan responded that even if the Board requires outside counsel for certain matters, there are

still basic legal services that the Solicitor's Office provides to the Board as a matter of course.

Mr. Riordan moved to approve the payment of \$12,000 to the Solicitor's Office for legal services provided during the 2009 budget year. Mr. Sylvester seconded.

Unanimously approved.

EXECUTIVE SESSION TO DISCUSS THE POTENTIAL SALE OF CERTAIN CSR PROPERTY

Mr. Riordan moved to enter executive session to discuss a potential real estate transaction. Mr. Kilcoyne seconded. Roll call: Mr. McOwen, yes; Mr. VanderLaan, yes; Mr. Riordan, yes; Mr. Sylvester, yes; Mr. Kilcoyne, yes.

Mr. Riordan moved to close the executive session. Mr. Sylvester seconded. Unanimously approved.

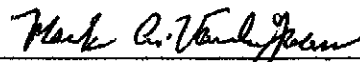
ANNOUNCEMENTS; NEW BUSINESS

The Board discussed the hiring of a public relations consultant to provide the Board with strategic communications and public relations assistance and to coordinate the Board's public communications relating to its duties and responsibilities. Mr. Sylvester moved that Ms. Clark begin negotiating a professional services agreement with Vehr Communications, LLC for the provision of communications assistance. Mr. Kilcoyne seconded. Unanimously approved.

The Board determined that its next meeting, which was scheduled for March 5, 2009, should be rescheduled for March 12, 2009, due to scheduling issues. The meeting will be held at 3:30 p.m. at Cors & Bassett LLC.

ADJOURN

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



Mr. VanderLaan, President



for Ms. Clark, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

March 12, 2009

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on March 12, 2009, at 3:30 p.m. at the offices of Cors & Bassett, 537 East Pete Rose Way, Suite 400, Cincinnati, Ohio, with the following members present from the beginning of the meeting: Messrs. Kilcoyne, McOwen, VanderLaan, and Riordan. Mr. Curp, City Solicitor for the City of Cincinnati, and Ms. Clark, Assistant City Solicitor for the City of Cincinnati, were also present, as was Mr. Nicholas Vehr of Vehr Communications. Mr. Reggie Victor of the City of Cincinnati Department of Transportation and Engineering was in attendance as well.

MINUTES OF THE PREVIOUS MEETING

Ms. Clark handed out the minutes from the February 23, 2009 meeting. Mr. Riordan moved to approve the minutes. Mr. McOwen seconded. Unanimously approved.

INTRODUCTION OF REGGIE VICTOR

Mr. Victor is a planner with the City's Department of Transportation and Engineering. He works on rail issues with the City and also has an interest in rail history. Mr. Victor shared with the Board a timeline of CSR history that he had compiled from information obtained at the Lane Library in Northern Kentucky.

Mr. Victor also discussed the City's efforts to preserve existing right-of-way for potential light rail use. He estimated that it would cost approximately \$50 million to acquire all the right-of-way necessary to develop a regional light rail system.

APPROVAL OF PROPOSED PROFESSIONAL SERVICES AGREEMENT WITH VEHR COMMUNICATIONS, LLC¹

¹ This agenda item and the following agenda item were taken out of order at the discretion of the Board President.

Ms. Clark presented the Board with a professional services agreement negotiated with Vehr Communications for the provision of strategic communications and public relations assistance. Mr. Riordan moved to approve the agreement. Mr. Kilcoyne seconded. Unanimously approved.

**LEGAL CONSIDERATIONS REGARDING ABILITY OF CSR BOARD MEMBERS
TO PERSONALLY INVEST IN NS STOCK**

Ms. Clark explained that Mr. Sylvester had recently asked about whether a conflict of interest arises if a Board member holds stock in NS as part of a personal investment portfolio. Mr. Riordan noted that he owns indices that may include NS stock. Mr. Kilcoyne recalled a recommendation from Mr. Steve Tobias, the COO of NS, that the Board members should invest in NS to get an annual report about the company. Mr. McOwen commented that he holds minimal stock in both NS and CSX. The Board directed Ms. Clark to prepare a legal opinion on the issue.

**EXECUTIVE SESSION TO DISCUSS THE POTENTIAL SALE OF CERTAIN CSR
PROPERTY**

Mr. McOwen moved to enter executive session to discuss a potential real estate transaction. Mr. Kilcoyne seconded. Roll call: Mr. VanderLaan, yes; Mr. Riordan, yes; Mr. McOwen, yes; Mr. Kilcoyne, yes.²

Mr. Riordan moved to close the executive session. Mr. Sylvester seconded. Unanimously approved.

**APPROVAL OF AMENDMENT TO ENGAGEMENT LETTER WITH JEFFERIES,
INC.**

² Mr. Sylvester joined the meeting in progress.

Ms. Clark explained that the proposed amendment is intended to clarify the timing of the third installment payment due to Jefferies & Company, Inc. for its services rendered under the existing agreement between the Board and Jefferies. Mr. Sylvester moved to approve the proposed amendment Mr. Kilcoyne seconded. Unanimously approved.

APPROVAL OF CONFIDENTIALITY AGREEMENT WITH JEFFERIES &
COMPANY, INC. AND NORFOLK SOUTHERN CORPORATION

Mr. Riordan moved to authorize Mr. VanderLaan to sign the subject agreement on behalf of the Board. Mr. McOwen seconded. Unanimously approved.

ANNOUNCEMENTS; NEW BUSINESS

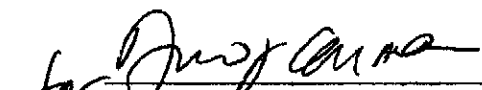
The Board determined that its next meeting, which was scheduled for April 2, 2009, should be rescheduled for April 8, 2009, due to scheduling issues. The meeting will be held at 3:30 p.m. at Cors & Bassett LLC.

ADJOURN

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



Mr. VanderLaan, President



Ms. Clark, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

April 8, 2009

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on April 8, 2009, at 3:30 p.m. at the offices of Cors & Bassett, 537 East Pete Rose Way, Suite 400, Cincinnati, Ohio, with the following members present from the beginning of the meeting: Messrs. Kilcoyne, McOwen, VanderLaan, and Riordan. Mr. Sylvester was absent. Ms. Clark, Assistant City Solicitor for the City of Cincinnati, was also present, as was Mr. Nicholas Vehr of Vehr Communications.

MINUTES OF THE PREVIOUS MEETING

Ms. Clark handed out the minutes from the March 12, 2009 meeting. Mr. Riordan moved to approve the minutes. Mr. McOwen seconded. Unanimously approved.

UPDATE ON PUBLIC RELATIONS AND STRATEGIC COMMUNICATIONS

ISSUES BY NICK VEHR OF VEHR COMMUNICATIONS, LLC

Mr. Vehr outlined the proposed organization of the Board's website. He also provided suggestions for what type of information the website should include. Mr. Vehr reported that the estimated cost to build the site is approximately \$4,000, exclusive of content management. Mr. Vehr explained that the Board will have an opportunity to review the website at the next meeting before it goes live. Mr. McOwen moved to approve the website building work. Mr. Kilcoyne seconded. Unanimously approved.

POSSIBLE KYTC ATTEMPTED CONDEMNATION OF CSR LAND

Ms. Clark provided the Board with an email received from Mr. Thomas Ambler, attorney for NS, regarding a possible condemnation action by the Kentucky Transportation Cabinet that may affect CSR land in Lexington, Kentucky for a road project. Mr. McOwen requested that the Board be provided with maps of the subject area before the condemnation moves forward.

EXECUTIVE SESSION TO DISCUSS THE POTENTIAL SALE OF CERTAIN CSR
PROPERTY

Mr. McOwen moved to enter executive session to discuss a potential real estate transaction. Mr. Riordan seconded. Roll call: Mr. VanderLaan, yes; Mr. Riordan, yes; Mr. McOwen, yes; Mr. Kilcoyne, yes.

Mr. Riordan moved to close the executive session. Mr. Kilcoyne seconded.
Unanimously approved.

RETENTION OF SQUIRE, SANDERS & DEMPSEY L.L.C. AS OUTSIDE COUNSEL

Mr. Kilcoyne moved that the Board retain Squire, Sanders & Dempsey L.L.C. (SSD) as outside counsel for public trust and state legislative and constitutional issues, and further moved to authorize Mr. VanderLaan to sign an outside counsel agreement with SSD on the Board's behalf. Mr. McOwen seconded. Unanimously approved.

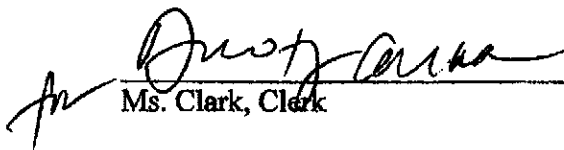
ANNOUNCEMENTS: NEW BUSINESS

The Board will hold its next meeting on Thursday, May 7, at 3:30 p.m. at Cors & Bassett LLC.

ADJOURN

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


Mr. VanderLaan, President


Ms. Clark, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

May 7, 2009

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on May 7, 2009, at 3:30 p.m. at the offices of Cors & Bassett, 537 East Pete Rose Way, Suite 400, Cincinnati, Ohio, with the following members present from the beginning of the meeting: Messrs. Kilcoyne, McOwen, VanderLaan, Riordan and Sylvester. Ms. Clark, Assistant City Solicitor for the City of Cincinnati, was also present, as was Mr. Nicholas Vehr of Vehr Communications.

MINUTES OF THE PREVIOUS MEETING

Ms. Clark handed out the minutes from the April 8, 2009 meeting. Mr. Riordan moved to approve the minutes. Mr. Sylvester seconded. Unanimously approved.

PRESENTATION FROM KERRY ROE

Mr. Kerry Roe of the accounting firm Clark, Schaefer, Hackett & Co. gave a presentation concerning the 2008 audit of the CSR financial records and passed out a report on same. The amount of money that the Board expended on professional and legal services in 2008 decreased from 2007. There were no deficiencies in internal controls and no instances of non-compliance.

Mr. Sylvester moved to accept Mr. Roe's draft report and to have the report printed in final form. Mr. McOwen seconded. Unanimously approved.

UPDATE ON PUBLIC RELATIONS AND STRATEGIC COMMUNICATIONS

ISSUES BY NICK VEHR OF VEHR COMMUNICATIONS, LLC

Mr. Vehr distributed a draft media protocols document for the Board's review and comment. Mr. Vehr also presented a mock-up of the CSR website and reported that the website is only a few weeks away from being final. Mr. Vehr will send an email to the Board with the website link so that the Board members can comment on the website before it goes live.

POSSIBLE KYTC ATTEMPTED CONDEMNATION OF CSR LAND

Ms. Clark updated the Board on the status of the proposed condemnation action by the Kentucky Transportation Cabinet Lexington, Fayette County, Kentucky for a road project. NS has reviewed the proposed transfer and determined that the CSR land in question is no longer being used for rail purposes. NS has no plans to resist the acquisition but believes that KYTC has not identified all of the CSR land that will be affected by the road project. NS will keep the Board informed of new developments.

EXECUTIVE SESSION TO DISCUSS THE POTENTIAL SALE OF CERTAIN CSR PROPERTY

Mr. Kilcoyne moved to enter executive session to discuss a potential real estate transaction. Mr. McOwen seconded. Roll call: Mr. McOwen, yes; Mr. VanderLaan, yes; Mr. Sylvester, yes; Mr. Riordan, yes; Mr. Kilcoyne, yes.

Mr. Riordan moved to close the executive session. Mr. Kilcoyne seconded. Unanimously approved.

ANNOUNCEMENTS; NEW BUSINESS

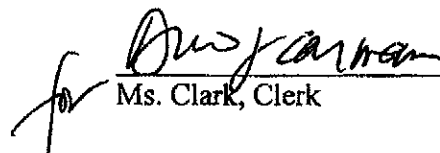
The Board will hold its next meeting on Friday, June 5, at Cors & Bassett LLC.

ADJOURN

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



Mr. VanderLaan, President



Ms. Clark, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

June 5, 2009

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on June 5, 2009, at 2:00 p.m. at the offices of Cors & Bassett, 537 East Pete Rose Way, Suite 400, Cincinnati, Ohio, with the following members present from the beginning of the meeting: Messrs. Kilcoyne, McOwen, VanderLaan, Riordan and Sylvester. Ms. Clark, Assistant City Solicitor for the City of Cincinnati, was also present, as was Mr. Nicholas Vehr of Vehr Communications.

MINUTES OF THE PREVIOUS MEETING

Ms. Clark handed out the minutes from the May 7, 2009 meeting. Mr. Sylvester moved to amend the minutes to remove the third sentence from the first paragraph of the minutes regarding the first item on the agenda. Mr. McOwen seconded. Mr. Sylvester moved to approve the minutes as amended. Mr. McOwen seconded. Unanimously approved.

PROPOSED TRANSFER OF PROPERTY FOR THE NEWTOWN PIKE EXPANSION PROJECT IN LEXINGTON, FAYETTE COUNTY, KENTUCKY

Ms. Clark reported that the Kentucky Transportation Cabinet wishes to purchase 1.68 acres of CSR land for \$350,000 for the expansion of the Newtown Pike in Lexington, Fayette County, Kentucky. NS has determined that the land is abandoned right-of-way that has not been used for rail purposes for some time. Mr. Riordan moved to authorize Mr. VanderLaan to execute the deed of transfer on behalf of the Board. Mr. McOwen seconded. Unanimously approved.

UPDATE ON PUBLIC RELATIONS AND STRATEGIC COMMUNICATIONS ISSUES BY NICK VEHR OF VEHR COMMUNICATIONS, LLC

Mr. Vehr reported that the CSR website will go live next week. Mr. Vehr also reported that the draft media policy has been reviewed and revised per the comments that

he has received from Ms. Clark and the Board. Mr. Vehr stated that it is important for the Board to establish communication protocols and processes and that the media policy should be included on the website. Mr. Riordan moved to approve the media policy. Mr. Kilcoyne seconded. Unanimously approved.

POTENTIAL AMENDMENT FOR ADDITIONAL FUNDS TO BOARD CONTRACT WITH VEHR COMMUNICATIONS, LLC

Ms. Clark reported that there is a little over \$1,000 remaining on the Board's contract with Vehr Communications, LLC and suggested that the Board amend the contract to add additional funds for Mr. Vehr's services. Mr. Riordan moved to amend the contract to add an additional \$15,000 and to authorize Mr. VanderLaan to execute the amendment on behalf of the Board. Mr. McOwen seconded. Unanimously approved.

EXECUTIVE SESSION TO DISCUSS THE POTENTIAL SALE OF CERTAIN CSR PROPERTY

Mr. Sylvester moved to enter executive session to discuss a potential real estate transaction. Mr. Riordan seconded. Roll call: Mr. McOwen, yes; Mr. VanderLaan, yes; Mr. Riordan, yes; Mr. Sylvester, yes; Mr. Kilcoyne, yes.

Mr. Sylvester moved to close the executive session. Mr. Riordan seconded. Unanimously approved.

ANNOUNCEMENTS; NEW BUSINESS

The Board will hold its next meeting on Wednesday, July 1, at 3:00 p.m., at Cors & Bassett LLC.

Mr. Riordan moved to recognize Ms. Clark's service on behalf of the Board in a formal resolution. Mr. McOwen seconded. Unanimously approved.

ADJOURN

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



Mr. VanderLaan, President



Ms. Carman, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

July 29, 2009

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on July 29, 2009, 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 from the beginning of the meeting: Messrs. Kilcoyne, VanderLaan, Riordan and Sylvester. Also present were John Curp, City Solicitor for the City of Cincinnati, Ms. Carman, Assistant City Solicitor for the City of Cincinnati, Mr. Nicholas Vehr of Vehr Communications, and from Squire Sanders and Dempsey, Mr. Gregory W. Stype and Mr. Mark J. Ruehlmann. Mr. McOwen arrived during executive session.

MINUTES OF JUNE 5, 2009 MEETING

Ms. Carman handed out the minutes from the June 5, 2009 meeting. Mr. Riordan moved to approve the minutes. Mr. Sylvester seconded. Unanimously approved.

MINUTES OF JULY 1 MEETING

Ms. Carman handed out the minutes from the July 1, 2009 meetings. Mr. Sylvester moved to approve the minutes. Mr. Kilcoyne seconded. Unanimously approved.

EXECUTIVE SESSION TO DISCUSS THE POTENTIAL SALE OF CERTAIN CSR PROPERTY

Mr. Kilcoyne moved to enter executive session to discuss a potential real estate transaction. Mr. Sylvester. Roll call: Mr. VanderLaan, yes; Mr. Riordan, yes; Mr. Sylvester, yes; Mr. Kilcoyne, yes.

Mr. Riordan moved to close the executive session. Mr. Sylvester seconded. Unanimously approved.

PROPOSED FEDERAL TAX CREDIT SHARING AGREEMENT WITH THE
CINCINNATI, NEW ORLEANS AND TEXAS PACIFIC RAILWAY COMPANY

The Board directed Ms. Carman to forward a draft of an agreement to the CNO&TP that includes a split of 2/3 to the CSR to 1/3 to the CNOTP.

ANNOUNCEMENTS; NEW BUSINESS

Mr. Riordan moved to begin meeting every other Wednesday till the end of the year. Mr. Kilcoyne seconded. Unanimously approved. Ms. Carman will send e-mail invitations to the Board, Mr. Curp, and Mr. Vehr for these meetings. The next meeting on August 12, 2009 is to be held at Mr. VanderLaan's office.

ADJOURN

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



Mr. VanderLaan, President



Ms. Carman, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

August 12, 2009

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on August 12, 2009, at 3:00 p.m. at the offices of Dinsmore & Shohl, 255 East Fifth Street, Suite 1900, Cincinnati, Ohio, with the following members present from the beginning of the meeting: Messrs. VanderLaan, Riordan, and McOwen. Also present were Ms. Carman, Assistant City Solicitor for the City of Cincinnati and Mr. Nicholas Vehr of Vehr Communications. Mr. Sylvester arrived following the review of the July 29, 2009 minutes.

MINUTES OF JULY 29, 2009 MEETING

Ms. Carman handed out the minutes from the July 29, 2009 meeting. Mr.

McOwen moved to approve the minutes. Mr. Riordan seconded. Unanimously approved.

PROPOSED FEDERAL TAX CREDIT SHARING AGREEMENT WITH THE CINCINNATI, NEW ORLEANS AND TEXAS PACIFIC RAILWAY COMPANY

Mr. McOwen reported on this research concerning the appropriate split of the tax credit. The entire Board discussed hiring a consultant to negotiate the split with the CNO&TP. Mr. McOwen will be asking two consultants for copies of typical agreements.

PROPOSED TRANSFER OF PROPERTY FOR THE NEWTOWN PIKE EXPANSION PROJECT IN LEXINGTON, FAYETTE COUNTY, KENTUCKY

Ms. Carman reported that Mr. Ambler of the Norfolk Southern stated that the case was closed and that the CSR's share of the proceeds were deposited into the 3(f) account

EXECUTIVE SESSION TO DISCUSS THE POTENTIAL SALE OF CERTAIN CSR
PROPERTY

Mr. Riordan moved to enter executive session to discuss a potential real estate transaction. Mr. Sylvester. Roll call: Mr. VanderLaan, yes; Mr. Riordan, yes; Mr. Sylvester, yes; Mr. McOwen, yes.

Mr. Riordan moved to close the executive session. Mr. Sylvester seconded. Unanimously approved.

ANNUAL MEETING

Mr. VanderLaan directed Ms. Carman to inform the Norfolk Southern that he would host the annual meeting at the Queen City Club.

ANNOUNCEMENTS; NEW BUSINESS

The next meeting on August 26, 2009 is to be held at Mr. Kilcoyne's office.

ADJOURN

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



Mr. VanderLaan, President



Ms. Carman, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

August 26, 2009

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on August 26, 2009, 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 from the beginning of the meeting: Messrs. VanderLaan, Riordan, McOwen and Kilcoyne. Also present were Ms. Carman, Assistant City Solicitor for the City of Cincinnati, Mr. Nicholas Vehr of Vehr Communications, and Mr. Gregory Stype of Squire, Sanders & Dempsey. Mr. Sylvester arrived during executive session.

MINUTES OF AUGUST 12, 2009 MEETING

Ms. Carman handed out the minutes from the August 12, 2009 meeting. Mr. Riordan moved to approve the minutes. Mr. McOwen seconded. Unanimously approved.

EXECUTIVE SESSION TO DISCUSS THE POTENTIAL SALE OF CERTAIN CSR PROPERTY

Mr. Kilcoyne moved to enter executive session to discuss a potential real estate transaction. Mr. Riordan seconded. Roll call: Mr. VanderLaan, yes; Mr. Riordan, yes; Mr. Kilcoyne, yes; Mr. McOwen, yes.

Mr. Sylvester moved to close the executive session. Mr. Kilcoyne seconded. Unanimously approved.

PROPOSED FEDERAL TAX CREDIT SHARING AGREEMENT WITH THE CINCINNATI, NEW ORLEANS AND TEXAS PACIFIC RAILWAY COMPANY

Mr. McOwen reported on this research concerning the appropriate split of the tax credit. Mr. Riordan asked Mr. McOwen to obtain "typical" agreements. Mr. McOwen will continue his research.

PROPOSED TRANSFER OF PROPERTY FOR IMPROVEMENT OF CORINTH-
STRINGTOWN ROAD IN GRANT COUNTY, KENTUCKY

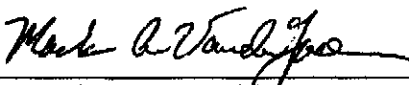
Ms. Carman passed out an e-mail from Mr. Ambler of the Norfolk Southern. Mr. Ambler stated that the Kentucky Transportation Cabinet wished to acquire easements from the CSR for the above project. However, Norfolk Southern was of the opinion that the transfer of easements would create uneconomic remnants, and that the KYTC should purchase fee instead of easements. The board directed Ms. Carman to tell Mr. Ambler that they agreed.

ANNOUNCEMENTS: NEW BUSINESS

The next meeting is to be held on September 9, 2009 at 3:00 p.m. in Mr. Kilcoyne's office.

ADJOURN

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


Mr. VanderLaan, President


Ms. Carman, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

September 9, 2009

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on September 9, 2009, 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 from the beginning of the meeting: Messrs. VanderLaan, Riordan, Sylvester and Kilcoyne. Also present were Ms. Carman, Assistant City Solicitor for the City of Cincinnati, and Mr. Nicholas Vehr of Vehr Communications. Mr. McOwen arrived during the discussion of the funds on hand.

MINUTES OF AUGUST 26, 2009 MEETING

Ms. Carman handed out the minutes from the August 26, 2009 meeting. Mr. Riordan moved to approve the minutes. Mr. Sylvester seconded. Unanimously approved.

REPORT OF MR. SYLVESTER CONCERNING FUNDS ON HAND

Mr. Sylvester reported that, after paying all of the Board's outstanding bills, there will be \$290,000.00 on hand. He also reported that he expected to receive a total additional sum of approximately \$50,000.00 for the next two quarterly payments from the CNO&TP.

PROPOSED FEDERAL TAX CREDIT SHARING AGREEMENT WITH THE CINCINNATI, NEW ORLEANS AND TEXAS PACIFIC RAILWAY COMPANY

Mr. McOwen reported on his research concerning the appropriate split of the tax credit. Ms. Carman was asked to review the current agreement from tax year 2008 to determine when the CNO&TP is required to pay the Board.

EXECUTIVE SESSION TO DISCUSS THE POTENTIAL SALE OF CERTAIN CSR
PROPERTY

Mr. Kilcoyne moved to enter executive session to discuss a potential real estate transaction. Mr. McOwen seconded. Roll call: Mr. VanderLaan, yes; Mr. Riordan, yes; Mr. Kilcoyne, yes; Mr. McOwen, yes; Mr. Sylvester, yes.

Mr. Riordan moved to close the executive session. Mr. Sylvester seconded.
Unanimously approved.

AMERICAN SHORT LINE AND REGIONAL RAILROAD ASSOCIATION

Mr. McOwen informed the Board that the annual meeting of the eastern region of the American Short Line and Regional Railroad Association is being held October 11-13 in Indianapolis. Mr. McOwen inquired whether any other members of the board were interested in attending the meeting. Mr. Sylvester moved to pay Mr. McOwen's expenses to attend the meeting. Mr. Kilcoyne seconded. Unanimously approved.

ANNOUNCEMENTS; NEW BUSINESS


The meeting scheduled for September 23 has been cancelled. The next meeting is to be held on September 30, 2009 at 3:00 p.m. in Mr. Kilcoyne's office.

ADJOURN

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



Mr. VanderLaan, President



Ms. Carman, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

September 30, 2009

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on September 30, 2009, 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, Riordan, McOwen and Kilcoyne. Also present were Ms. Carman, Assistant City Solicitor for the City of Cincinnati, and Mr. Nicholas Vehr of Vehr Communications.

MINUTES OF SEPTEMBER 9, 2009 MEETING

Ms. Carman handed out the minutes from the September 9, 2009 meeting. With two small changes to be made, Mr. McOwen moved to approve the minutes. Mr. Riordan seconded. Unanimously approved.

PROPOSED FEDERAL TAX CREDIT SHARING AGREEMENT WITH THE CINCINNATI NEW ORLEANS AND TEXAS PACIFIC RAILWAY COMPANY

Mr. McOwen reported that he had no update to report.

EXECUTIVE SESSION TO DISCUSS THE POTENTIAL SALE OF CERTAIN CSR PROPERTY

Mr. Riordan moved to enter executive session to discuss a potential real estate transaction. Mr. Kilcoyne seconded. Roll call: Mr. VanderLaan, yes; Mr. Riordan, yes; Mr. Kilcoyne, yes; Mr. McOwen, yes.

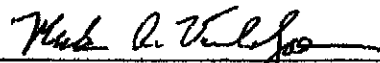
Mr. Riordan moved to close the executive session. Mr. McOwen seconded. Unanimously approved.

ANNOUNCEMENTS; NEW BUSINESS

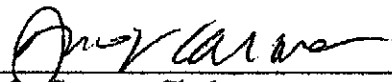
The Trustees decided to meet on the second and fourth Wednesdays of the month.
The next meeting is to be held on October 14, 2009 at 3:00 p.m. in Mr. Kilcoyne's office.

ADJOURN

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



Mr. VanderLaan, President



Ms. Carman, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

October 28, 2009

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on Wednesday, October 28, 2009, 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 from the beginning of the meeting: Messrs. Kilcoyne, VanderLaan, and Sylvester. Mr. Riordan joined the meeting in progress at the end of the discussion of the minutes of the September 30, 2009 meeting. Ms. Carman, Assistant City Solicitor for the City of Cincinnati, was also present, as was Mr. Nicholas Vehr of Vehr Communications.

MINUTES OF SEPTEMBER 30, 2009 MEETING

Ms. Carman handed out the minutes from the September 30, 2009 meeting. Mr. Sylvester moved to approve the minutes. Mr. Riordan seconded. Unanimously approved.

RESOLUTION 3-2009 AUTHORIZING MR. VANDERLAAN TO EXECUTE THE TAX CREDIT AGREEMENT WITH THE CINCINNATI, NEW ORLEANS AND TEXAS PACIFIC RAILWAY COMPANY

Mr. Riordan moved to approve Resolution 3-2009 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.

KENTUCKY TAX CREDIT SHARING AGREEMENT WITH THE CINCINNATI, NEW ORLEANS AND TEXAS PACIFIC RAILWAY COMPANY

Mr. Kilcoyne moved to approve an agreement with The Cincinnati, New Orleans and Texas Pacific Railway Company as long as the form of the agreement included the

same terms as the Tax Credit Agreement which Mr. VanderLaan was authorized to execute by Resolution 3-2009. Mr. Riordan seconded. Unanimously approved. Ms. Carman will discuss the form of the agreement with CNO&TP's attorney and report back to the Board.

ANNUAL MEETING WITH THE CINCINNATI, NEW ORLEANS AND TEXAS
PACIFIC RAILWAY COMPANY

Ms. Carman reported that the annual meeting has been set for January 28, 2010 at noon at the University Club.

RENEWAL OF PUBLIC OFFICIALS LIABILITY INSURANCE

Mr. Sylvester delivered to the Board the insurance proposal of Walls Fargo Insurance Services of Ohio, LLC for the renewal of the Board's Public Officials Liability insurance coverage. Mr. Sylvester moved to pay the bill for the renewal of this insurance. Mr. Kilcoyne seconded. Unanimously approved.

EXECUTIVE SESSION TO DISCUSS THE POTENTIAL SALE OF CERTAIN CSR
PROPERTY

Mr. Sylvester moved to enter executive session to discuss a potential real estate transaction. Mr. Riordan seconded. Roll call: Mr. VanderLaan, yes; Mr. Riordan, yes; Mr. Sylvester, yes; Mr. Kilcoyne, yes.

Mr. Riordan moved to close the executive session. Mr. Kilcoyne seconded. Unanimously approved.

ANNOUNCEMENTS: NEW BUSINESS

The next meeting will be held on November 11 at Mr. Kilcoyne's office. The meeting scheduled for November 25 is canceled.

ADJOURN

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



Mr. VanderLaan, President



Ms. Carman, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

December 9, 2009

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on Wednesday, December 9, 2009, 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 from the beginning of the meeting: Messrs. Kilcoyne, VanderLaan, Riordan and McOwen. Mr. Sylvester joined the meeting in progress at the end of the discussion of the minutes of the October 28, 2009 meeting. Ms. Carman, Assistant City Solicitor for the City of Cincinnati, was also present, as was Mr. Nicholas Vehr of Vehr Communications.

MINUTES OF OCTOBER 28, 2009 MEETING

Ms. Carman handed out the minutes from the October 28, 2009 meeting. Mr. McOwen moved to approve the minutes. Mr. Riordan seconded. Unanimously approved.

EXECUTIVE SESSION TO DISCUSS THE POTENTIAL SALE OF CERTAIN CSR PROPERTY

Mr. Riordan moved to enter executive session to discuss a potential real estate transaction. Mr. Kilcoyne seconded. Roll call: Mr. VanderLaan, yes; Mr. Riordan, yes; Mr. Sylvester, yes; Mr. Kilcoyne, yes; Mr. McOwen, yes.

Mr. Sylvester moved to close the executive session. Mr. Riordan seconded. Unanimously approved.

ANNOUNCEMENTS: NEW BUSINESS

The next meeting will be held on December 30 at Mr. Kilcoyne's office. Next year's meetings will be scheduled for the second and fourth Wednesdays of each month.

ADJOURN

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



Mr. VanderLaan, President



Ms. Carman, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

December 30, 2009

The regular meeting of the Trustees of the Cincinnati Southern Railway was held on Wednesday, December 30, 2009, 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. Kilcoyne, VanderLaan, Riordan and McOwen. Mr. Sylvester was absent. Mr. Curp, City Solicitor for the City of Cincinnati, Ms. Carman, Assistant City Solicitor for the City of Cincinnati, was also present, as was Mr. Nicholas Vehr of Vehr Communications.

MINUTES OF DECEMBER 9, 2009 MEETING

Ms. Carman handed out the minutes from the December 9, 2009 meeting. Mr. Riordan moved to approve the minutes. Mr. Kilcoyne seconded. Unanimously approved.

EXECUTIVE SESSION TO DISCUSS THE POTENTIAL SALE OF CERTAIN CSR PROPERTY

Mr. McOwen moved to enter executive session to discuss a potential real estate transaction. Mr. Kilcoyne seconded. Roll call: Mr. VanderLaan, yes; Mr. Riordan, yes; Mr. Kilcoyne, yes; Mr. McOwen, yes. Mr. Vehr was invited to join the executive session.

Mr. Riordan moved to close the executive session. Mr. McOwen seconded. Unanimously approved.

ANNOUNCEMENTS: NEW BUSINESS

The next meeting will be held on January 13, 2010 at Mr. Kilcoyne's office.

ADJOURN

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



Mr. VanderLaan, President



Ms. Carman, Clerk