

ARTICLE 7.

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this article shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for the unlawful payment of dividends or unlawful stock repurchases under Section 174 of the Delaware General Corporation Law; or (d) for any transaction from which the director derived an improper personal benefit. This article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the effective date of this article.

If the Delaware General Corporation Law is hereafter amended to authorize any further limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as amended.

Any repeal or modification of the foregoing provisions of this article by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE 8.

The initial board of directors shall be comprised of:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Mike T. Gustafson | 550 N. 31st Street, Suite 250, Billings, MT 59101 |
| Donald C. Mielke | 905 Hills Creek Dr., McKinney, TX 75070-5231 |
| James G. Di Zerega | 6400 S. Fiddler's Green Circle, Englewood, CO 80111 |
| Davin L. Anderson | 6400 S. Fiddler's Green Circle, Englewood, CO 80111 |

ARTICLE 9.

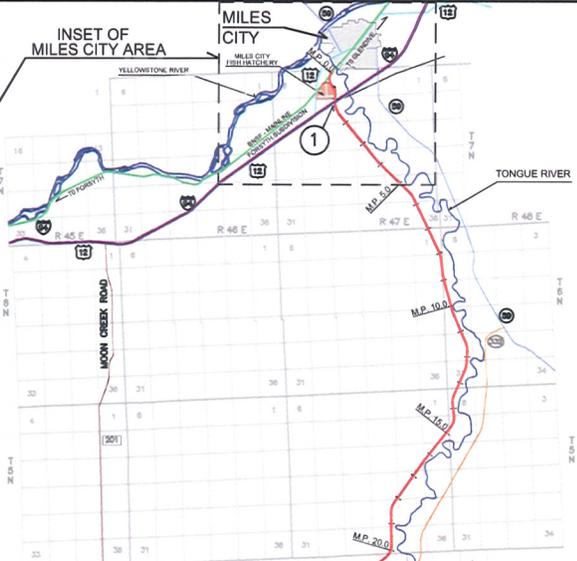
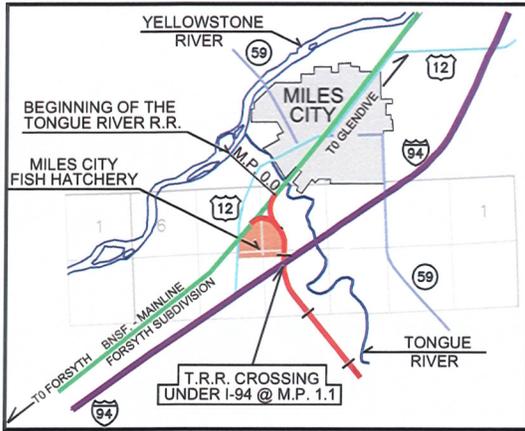
The name and mailing address of the incorporator is: L. W. Petersen, 1200 First Interstate Center, 401 North 31st Street, Billings, Montana 59101.

Dated: September 4, 1998

L. W. Petersen
L. W. Petersen, Incorporator

EXHIBIT C

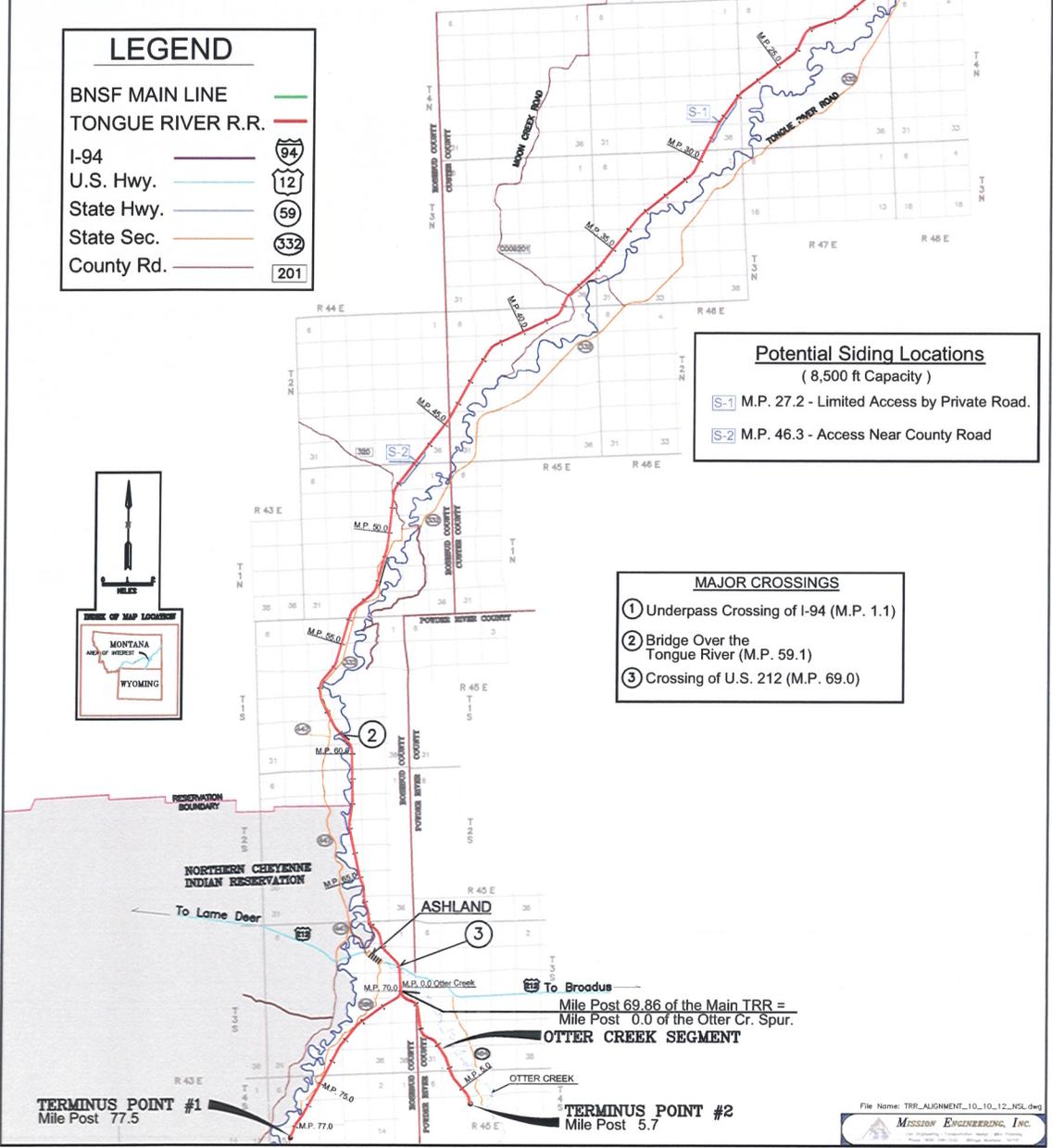
TONGUE RIVER RAILROAD ALIGNMENT



| LEGEND | |
|-------------------|--|
| BNSF MAIN LINE | |
| TONGUE RIVER R.R. | |
| I-94 | |
| U.S. Hwy. | |
| State Hwy. | |
| State Sec. | |
| County Rd. | |

| Potential Siding Locations (8,500 ft Capacity) | |
|---|---|
| | M.P. 27.2 - Limited Access by Private Road. |
| | M.P. 46.3 - Access Near County Road |

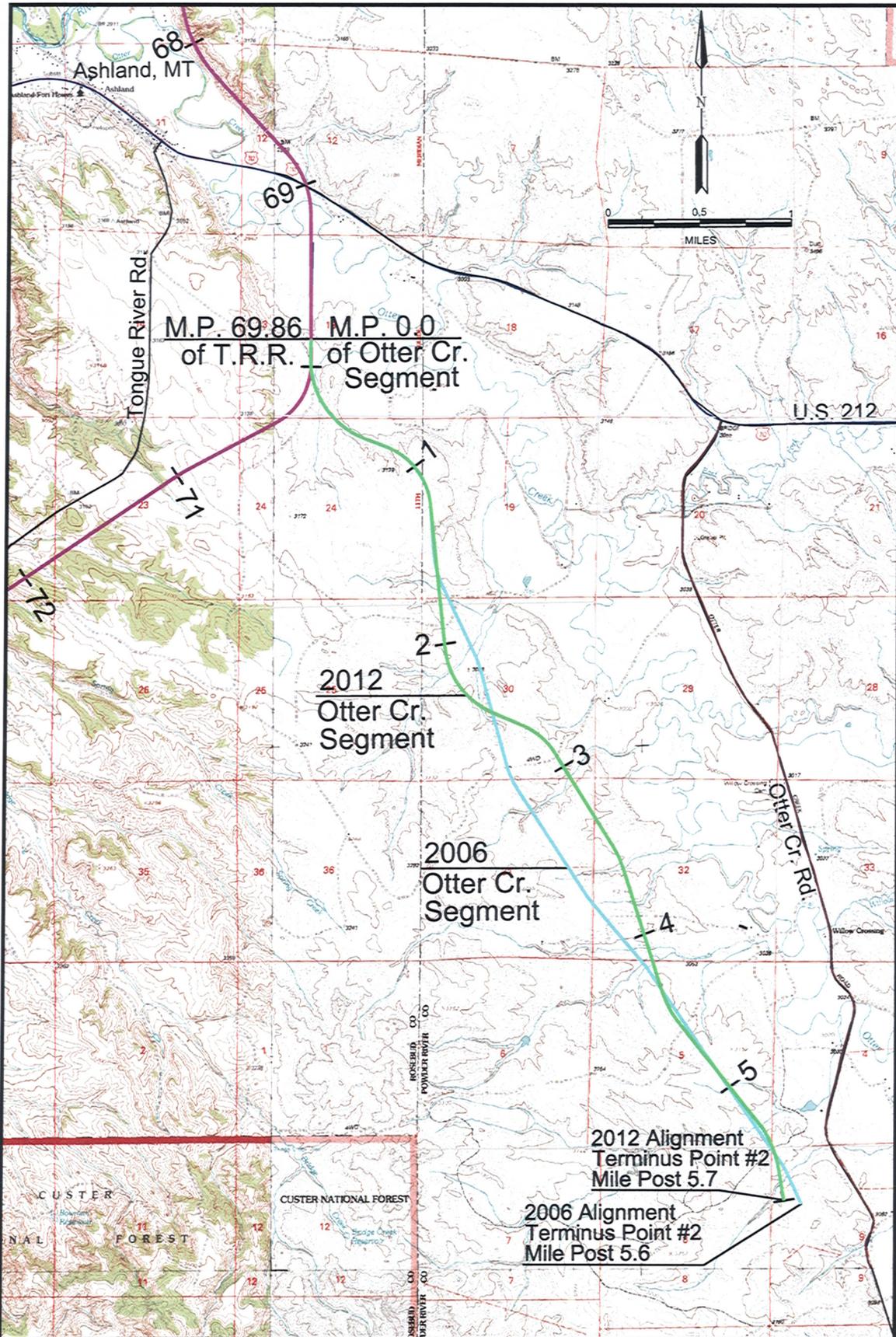
| MAJOR CROSSINGS | |
|-----------------|--|
| ① | Underpass Crossing of I-94 (M.P. 1.1) |
| ② | Bridge Over the Tongue River (M.P. 59.1) |
| ③ | Crossing of U.S. 212 (M.P. 69.0) |



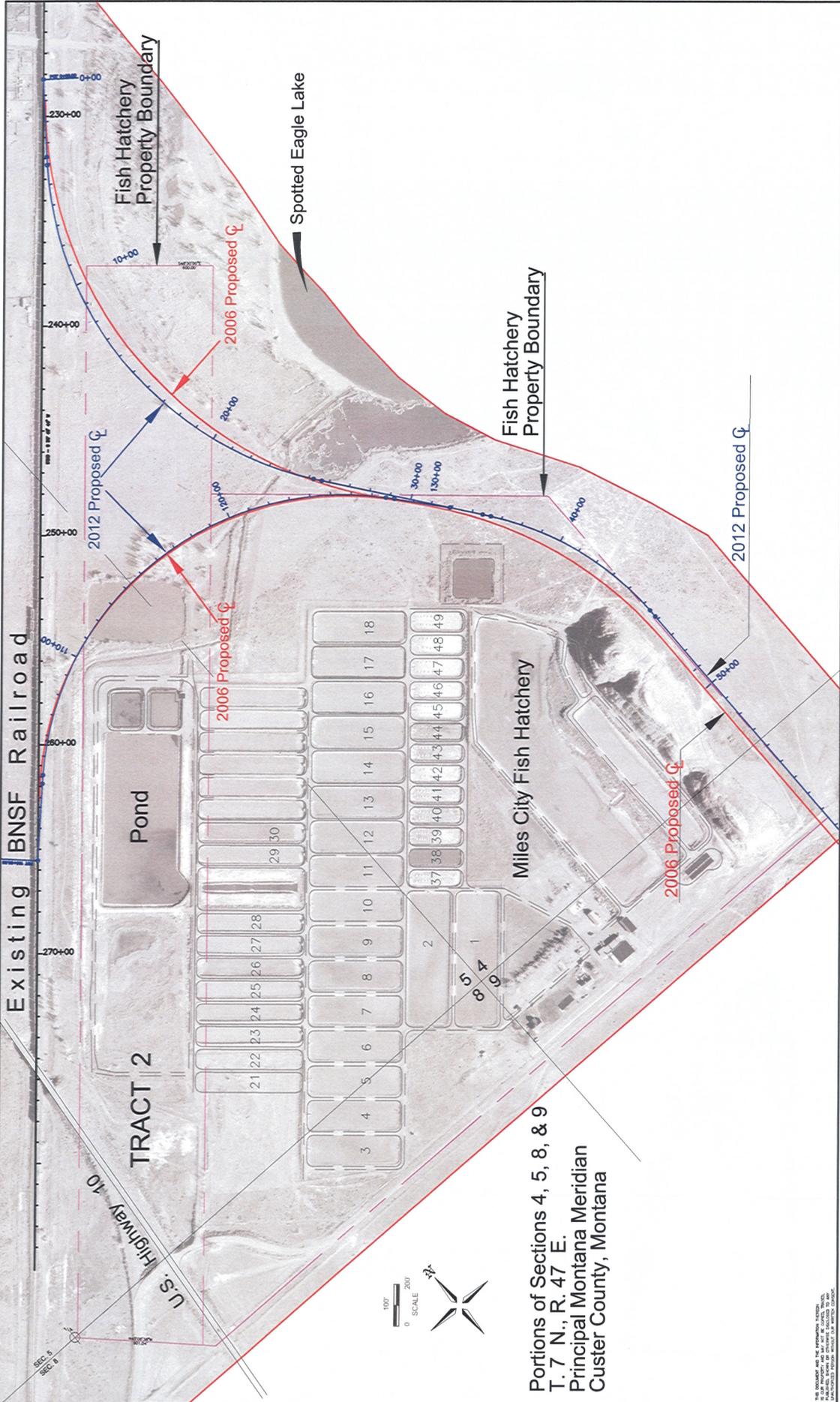
OTTER CREEK SEGMENT
 Mile Post 69.86 of the Main TRR =
 Mile Post 0.0 of the Otter Cr. Spur.

TERMINUS POINT #1
 Mile Post 77.5

TERMINUS POINT #2
 Mile Post 5.7



**OTTER CREEK 2006 vs. 2012 SEGMENTS
OF THE TONGUE RIVER R.R.**



Existing BNSF Railroad

U.S. Highway 10

TRACT 2

Pond

21 22 23 24 25 26 27 28
 29 30
 37 38 39 40 41 42 43 44 45 46 47 48 49
 1 2
 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18
 19 20

Miles City Fish Hatchery

Spotted Eagle Lake

Fish Hatchery Property Boundary

Fish Hatchery Property Boundary

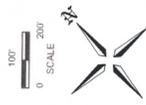
2012 Proposed Q

2006 Proposed Q

2006 Proposed Q

2006 Proposed Q

2012 Proposed Q



Portions of Sections 4, 5, 8, & 9
 T. 7 N., R. 47 E.
 Principal Montana Meridian
 Custer County, Montana

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MISSION ENGINEERING, INC.
 Civil Engineering • Transportation Design • Mine Planning
 Phone (406) 248-3233 Fax (406) 248-3383

**TONGUE RIVER RAILROAD
 ALIGNMENT THRU THE
 MILES CITY FISH HATCHERY**

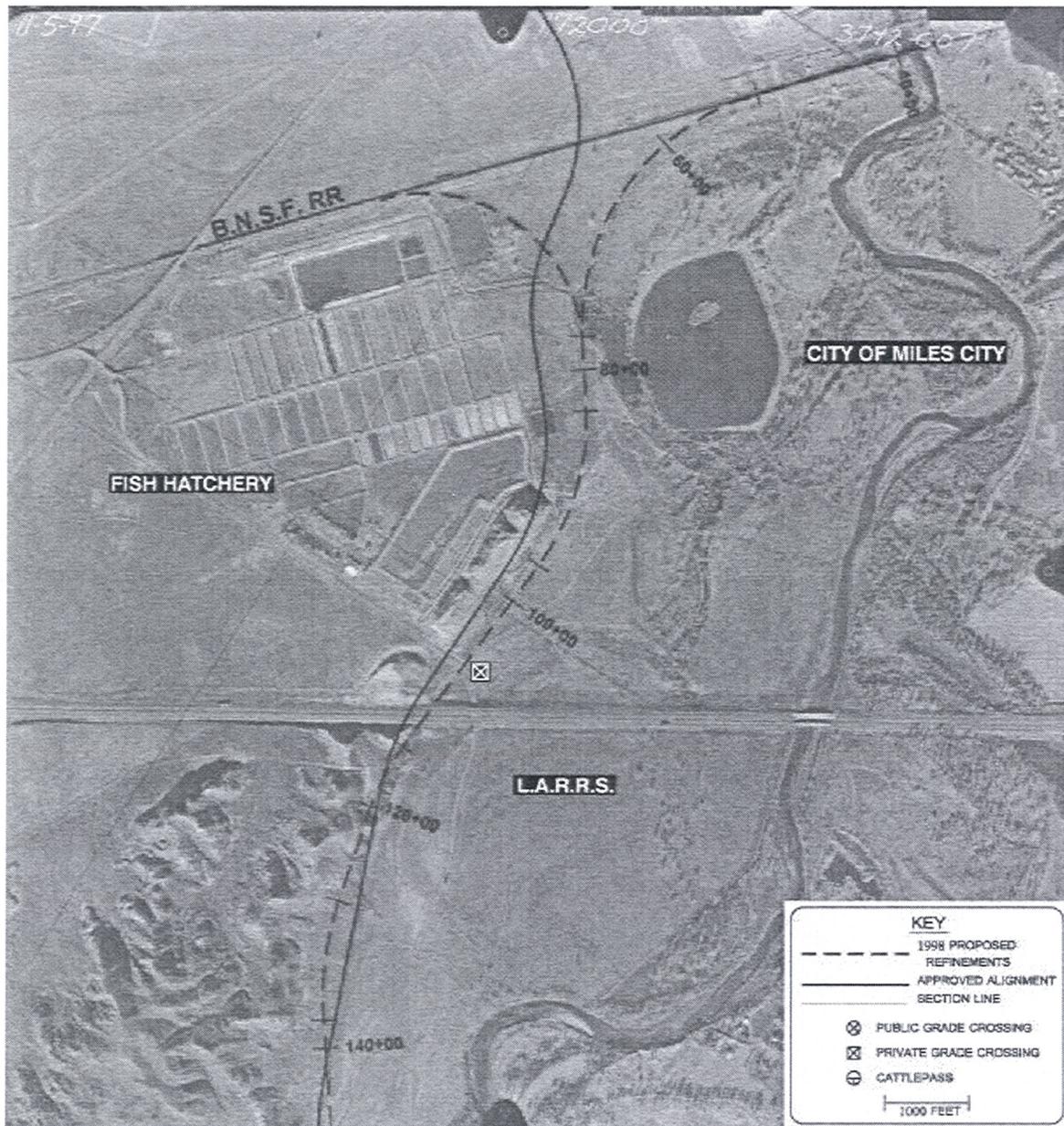
Date: 7/02/12
 Drawn By: D. H.
 Designed By: D. H.
 Checked By: B. R.

Scale: AS SHOWN
 Sheet 1 of 1
 Start Date: July 7, 2012
 File Name: 208 - 27212.dwg
 Job No.:

Sheet Title: **2006 VS. 2012
 CURVE ALIGNMENT
 ADJUSTMENTS**

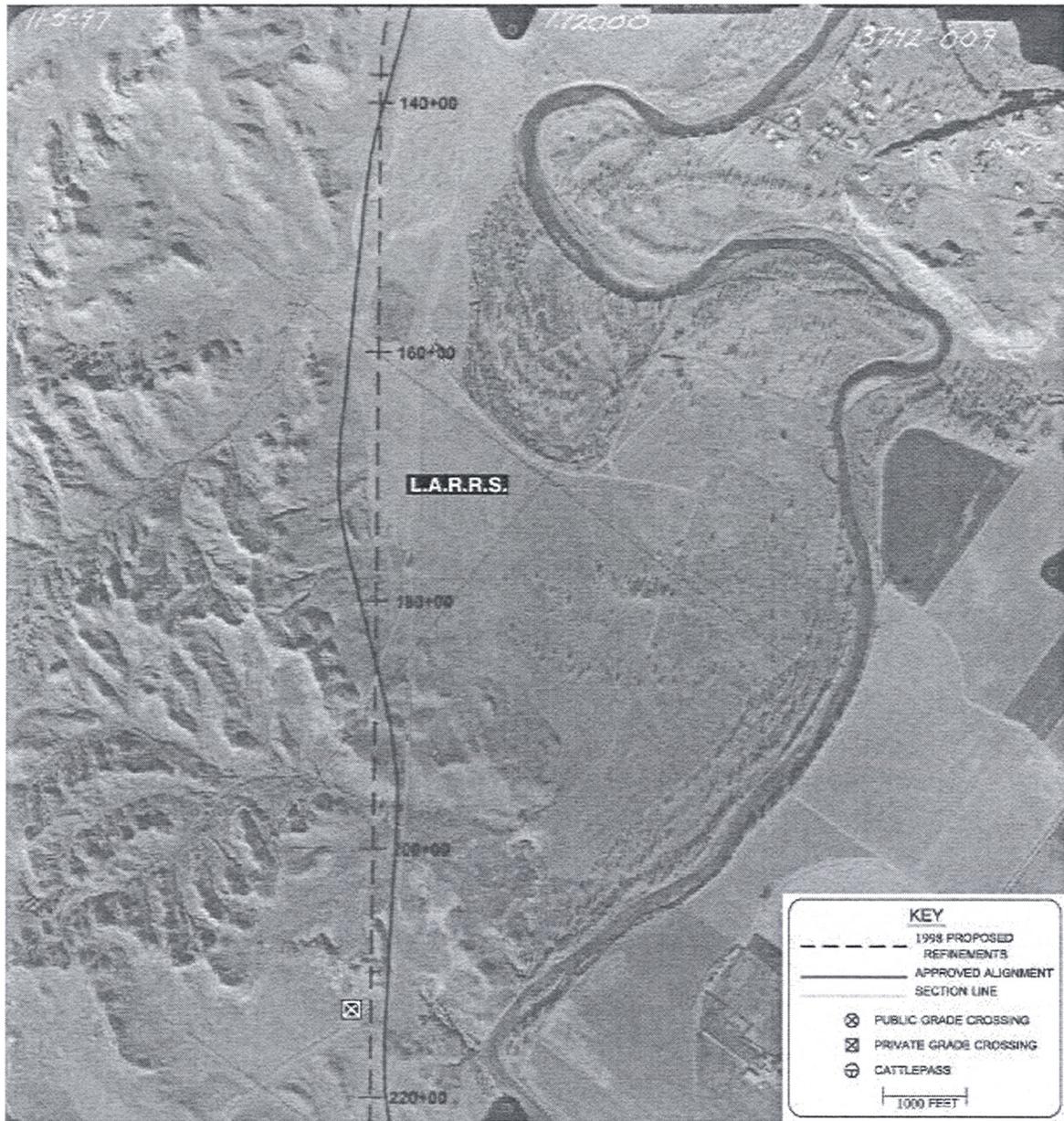
Appendix A

Aerial Photographs of the Approved and Proposed Alignments from Miles City to Decker



Cattlepass and Private Grade locations are approximated based upon discussions with property owners during the early 1980's and the late 1990's. These locations are subject to change based upon final right-of-way negotiations and agreements

Figure A-1
 Aerial Photographs of Alignments
 Miles City to Ashland



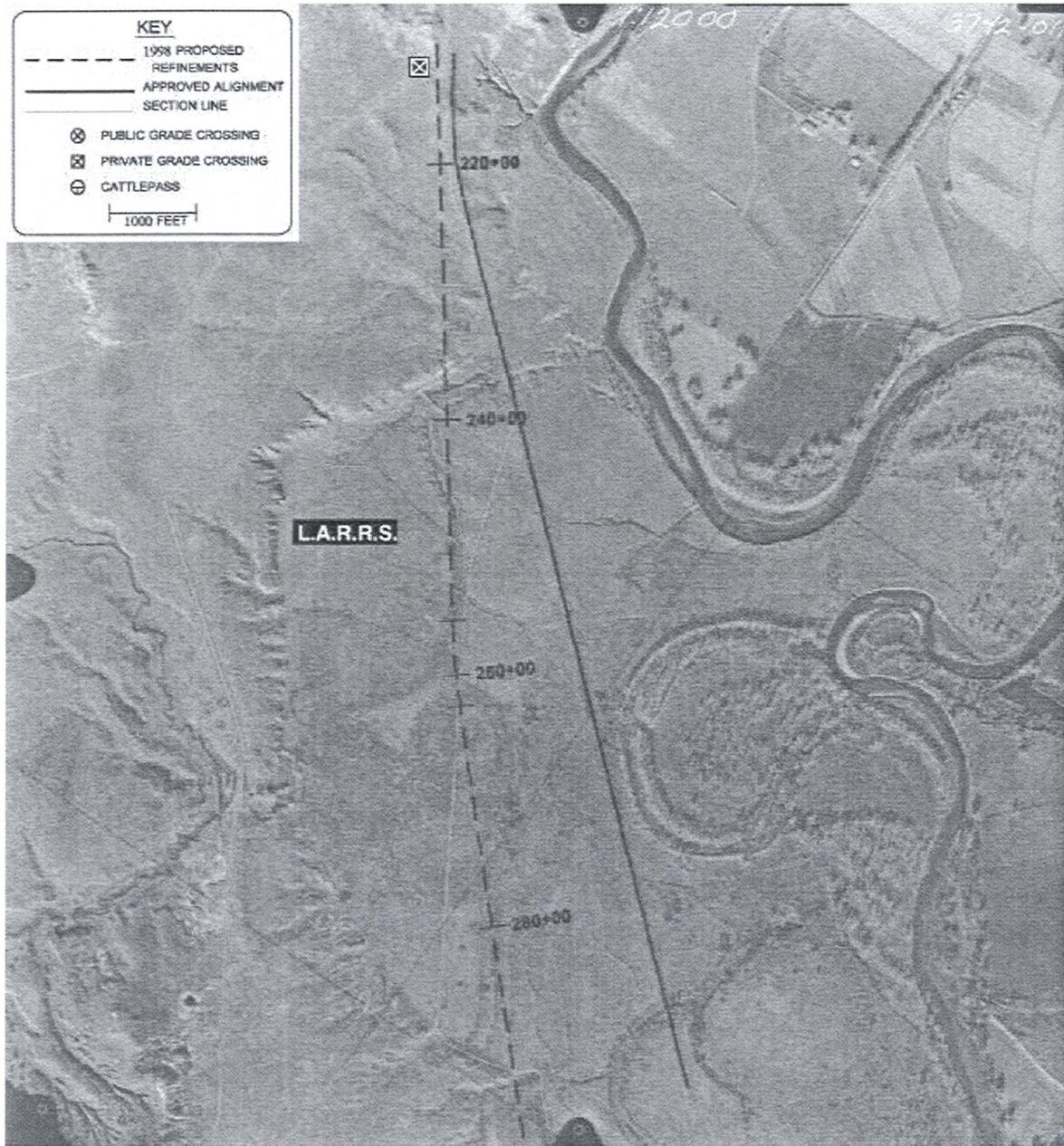
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Figure A-2
 Aerial Photographs of Alignments
 Miles City to Ashland

KEY

- 1998 PROPOSED REFINEMENTS
- APPROVED ALIGNMENT SECTION LINE
- ⊗ PUBLIC GRADE CROSSING
- ⊠ PRIVATE GRADE CROSSING
- ⊕ CATTLEPASS

1000 FEET



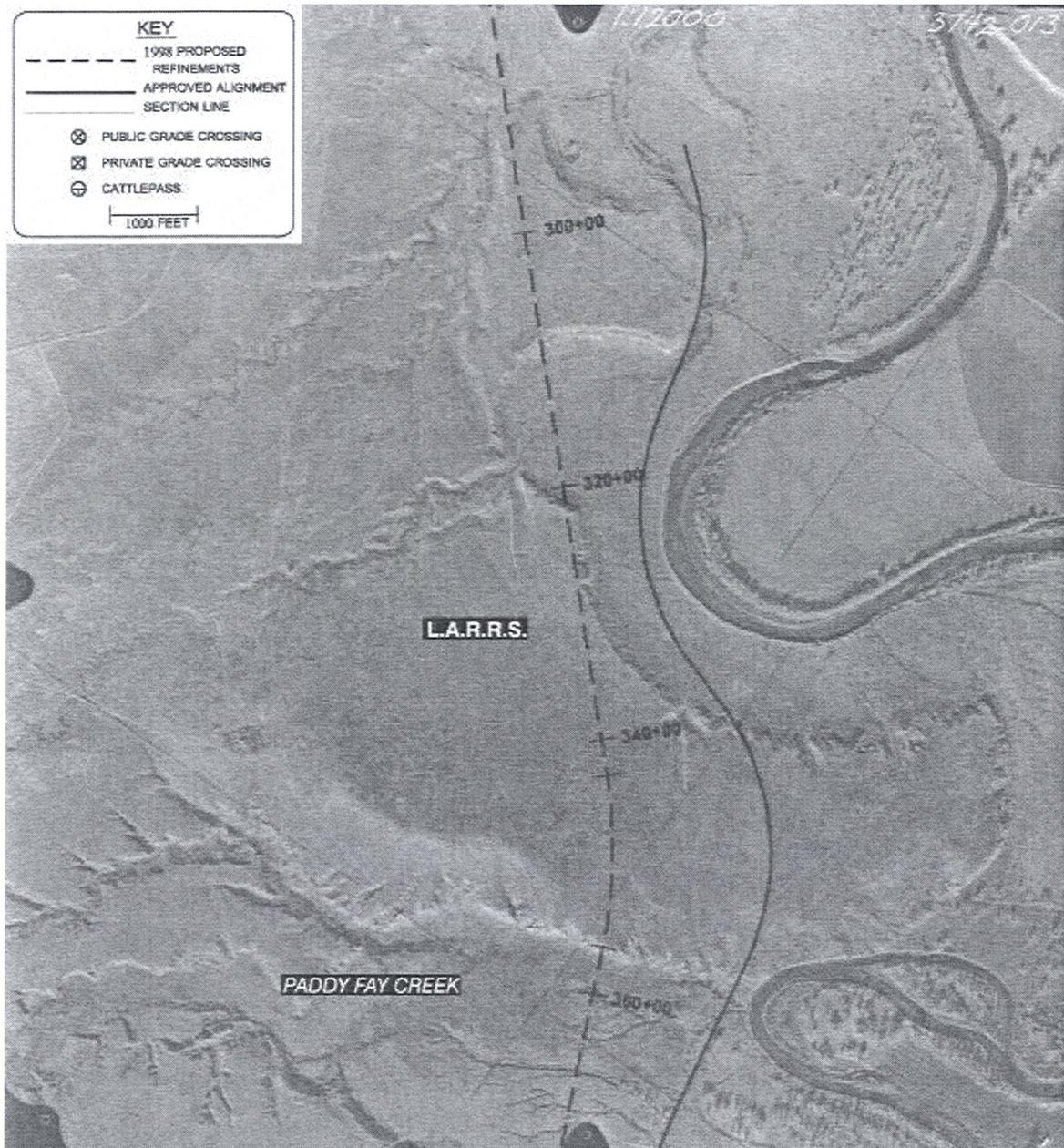
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Figure A-3
Aerial Photographs of Alignments
Miles City to Ashland

KEY

- 1998 PROPOSED REFINEMENTS
- APPROVED ALIGNMENT SECTION LINE
- ⊗ PUBLIC GRADE CROSSING
- ⊗ PRIVATE GRADE CROSSING
- ⊕ CATTLEPASS

1000 FEET



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Figure A-4

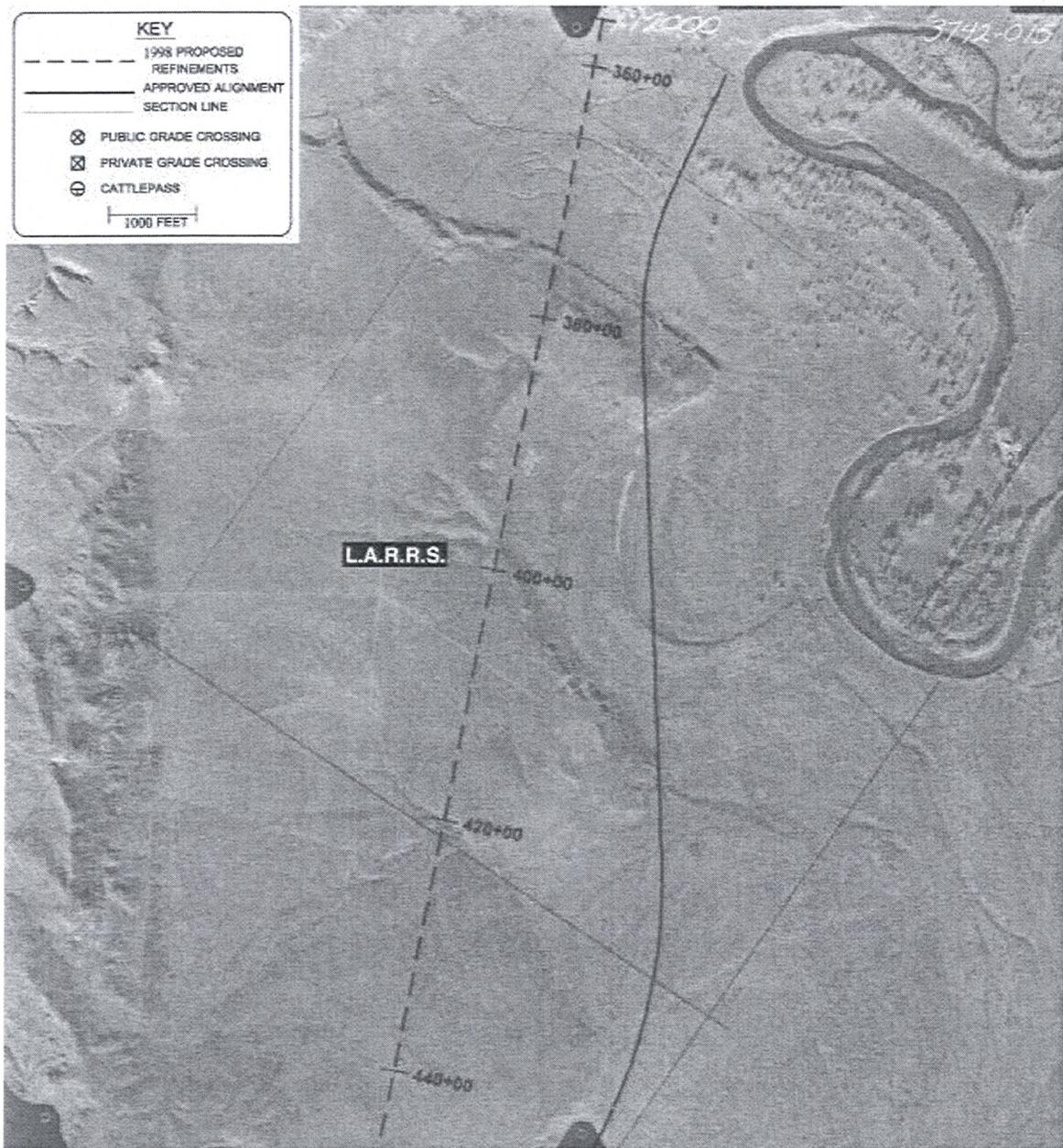
Aerial Photographs of Alignments

Miles City to Ashland

KEY

- 1998 PROPOSED REFINEMENTS
- APPROVED ALIGNMENT SECTION LINE
- ⊗ PUBLIC GRADE CROSSING
- ⊠ PRIVATE GRADE CROSSING
- ⊖ CATTLEPASS

1000 FEET

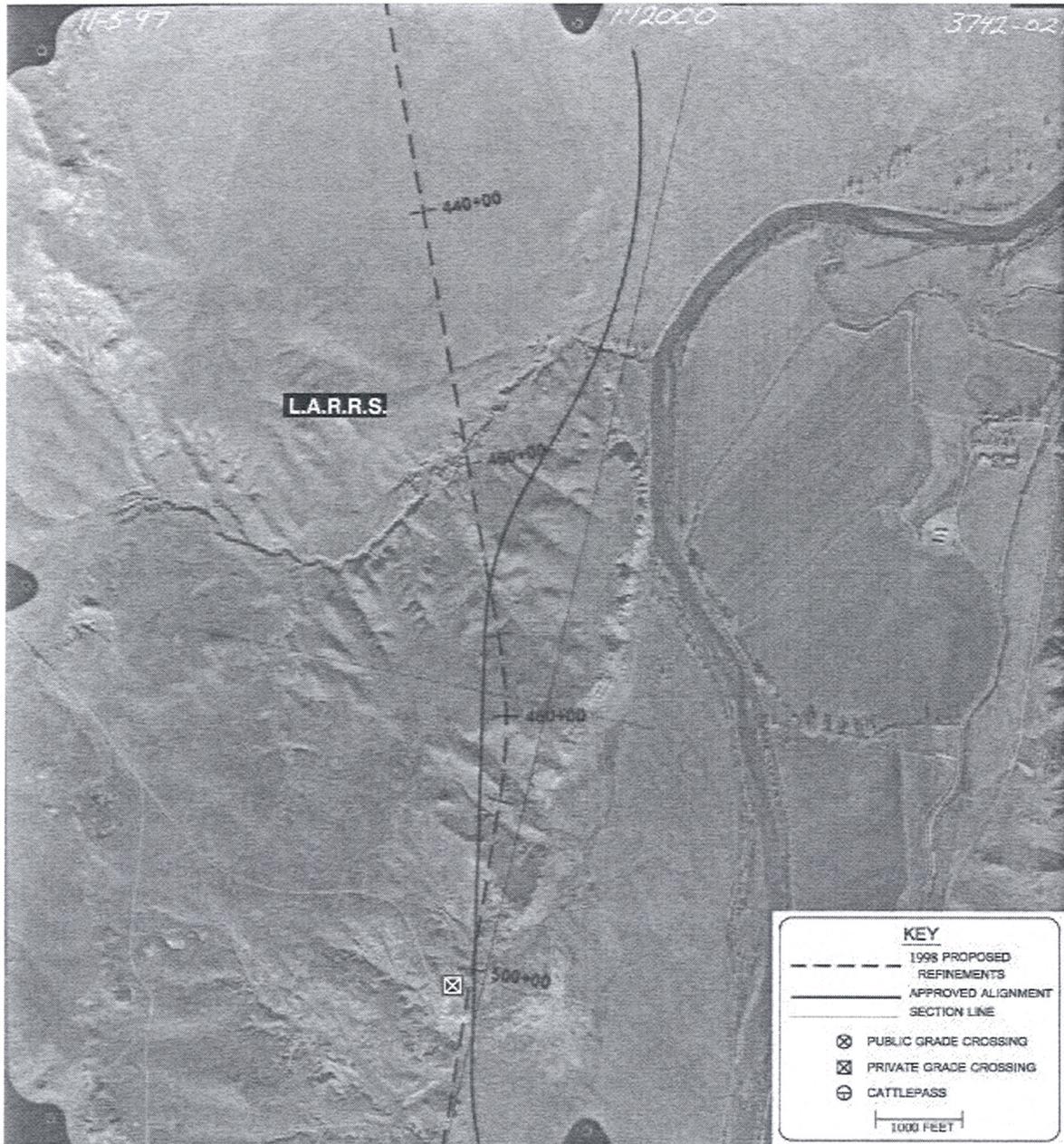


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Figure A-5

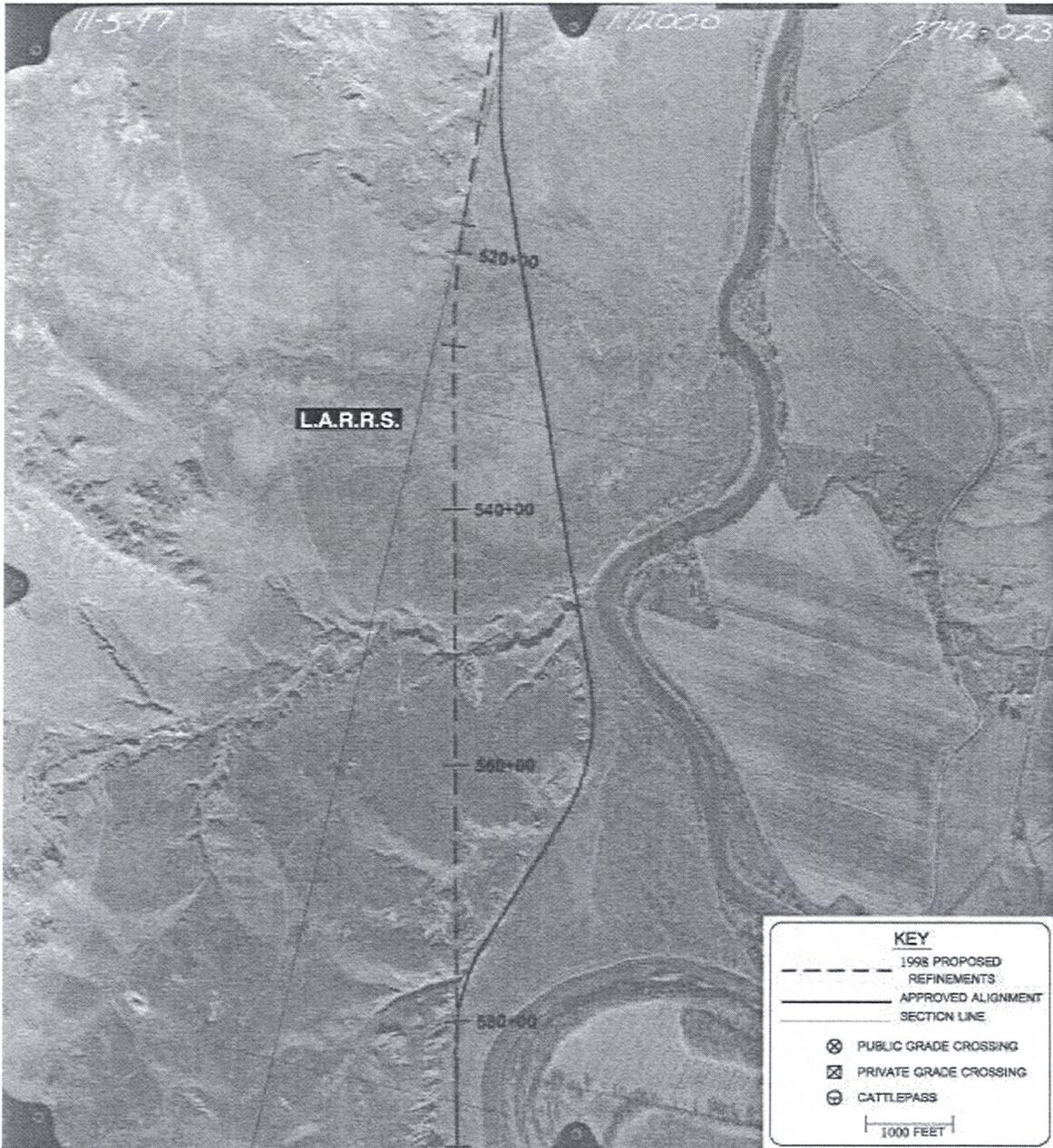
Aerial Photographs of Alignments

Miles City to Ashland



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Figure A-6
 Aerial Photographs of Alignments
 Miles City to Ashland



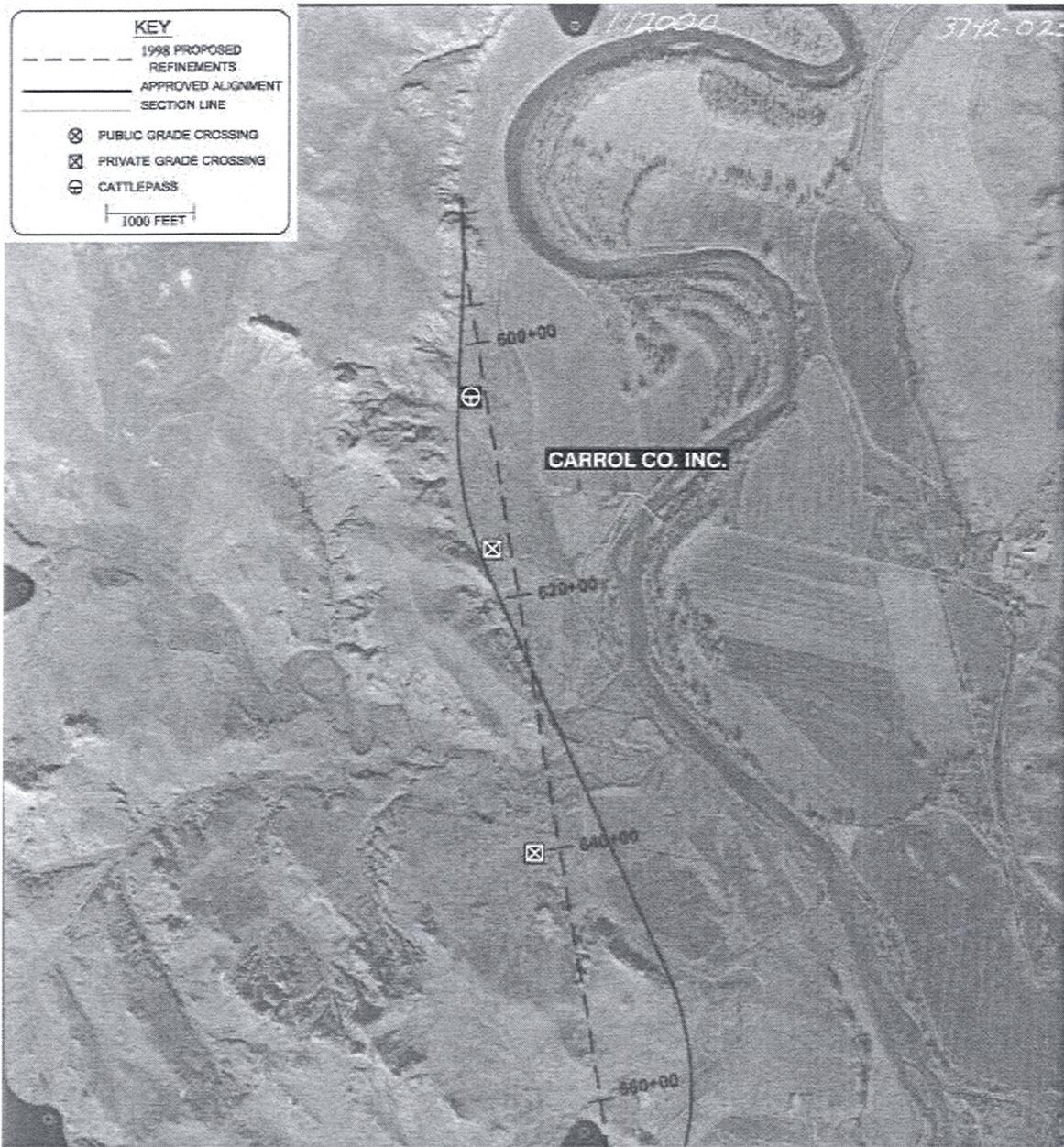
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Figure A-7
 Aerial Photographs of Alignments
 Miles City to Ashland

KEY

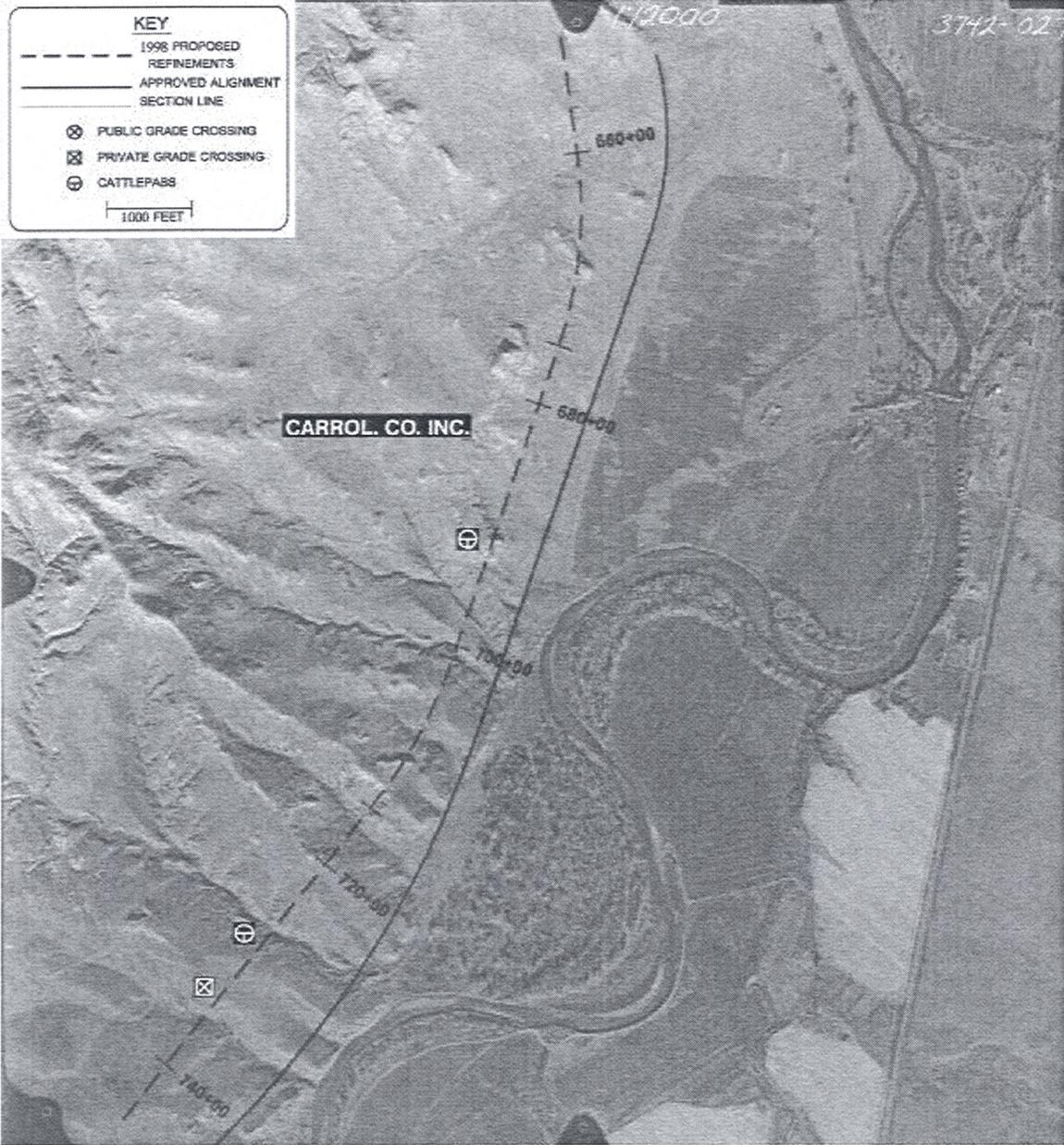
- 1998 PROPOSED REFINEMENTS
- APPROVED ALIGNMENT
- SECTION LINE
- ⊗ PUBLIC GRADE CROSSING
- ⊠ PRIVATE GRADE CROSSING
- ⊕ CATTLEPASS

1000 FEET



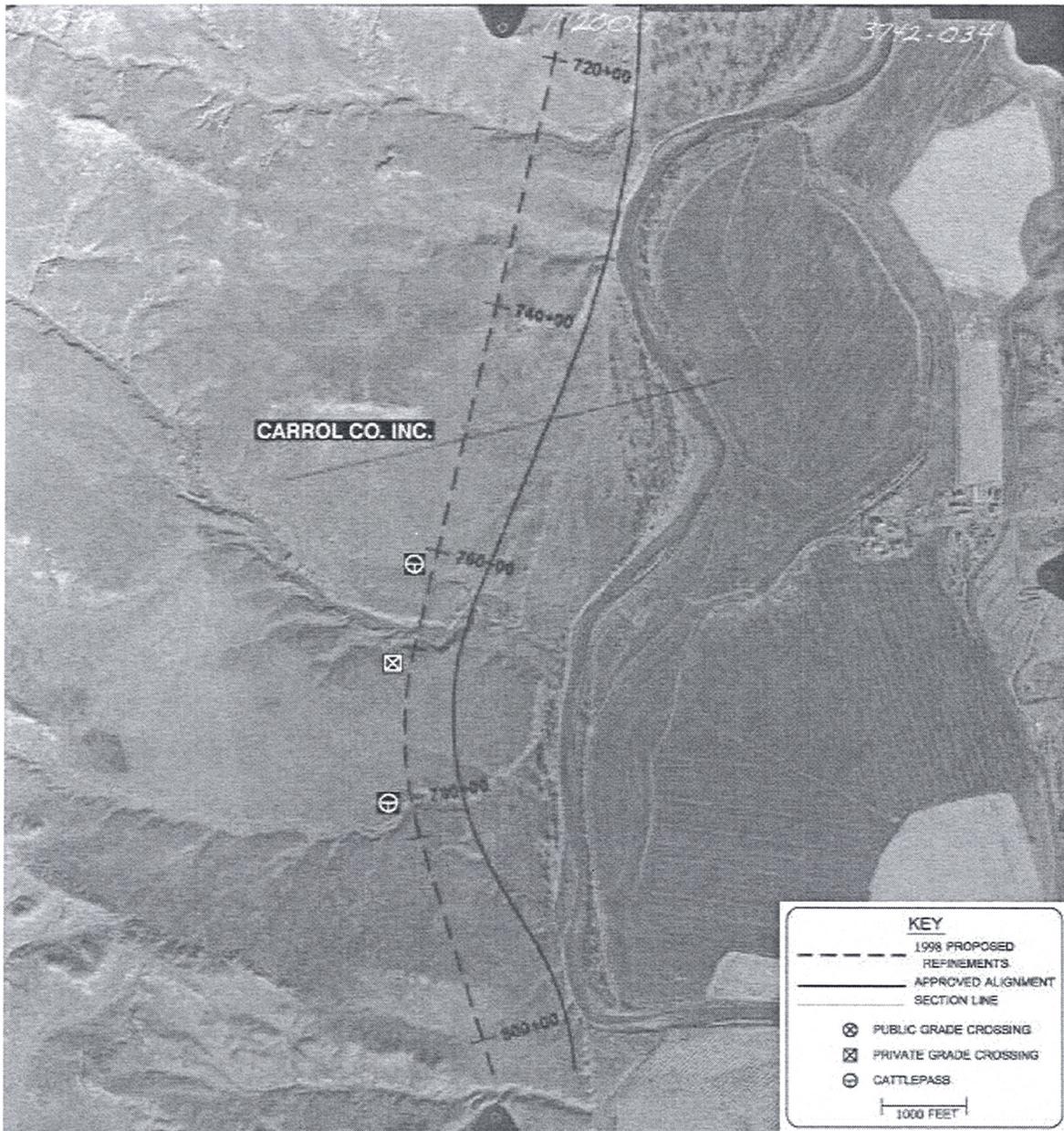
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Figure A-8
 Aerial Photographs of Alignments
 Miles City to Ashland



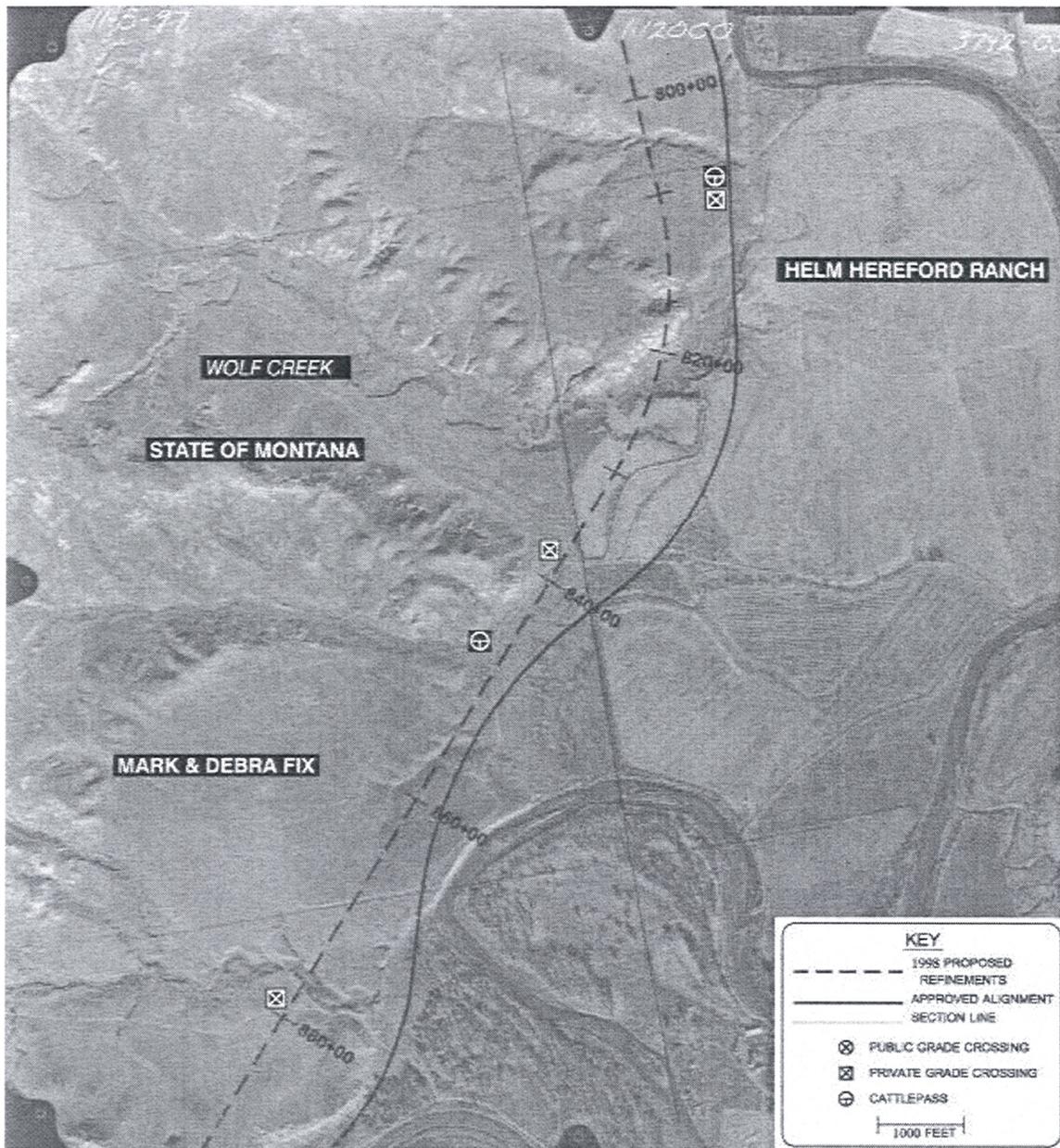
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Figure A-9
 Aerial Photographs of Alignments
 Miles City to Ashland



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Figure A-10
 Aerial Photographs of Alignments
 Miles City to Ashland



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Figure A-11

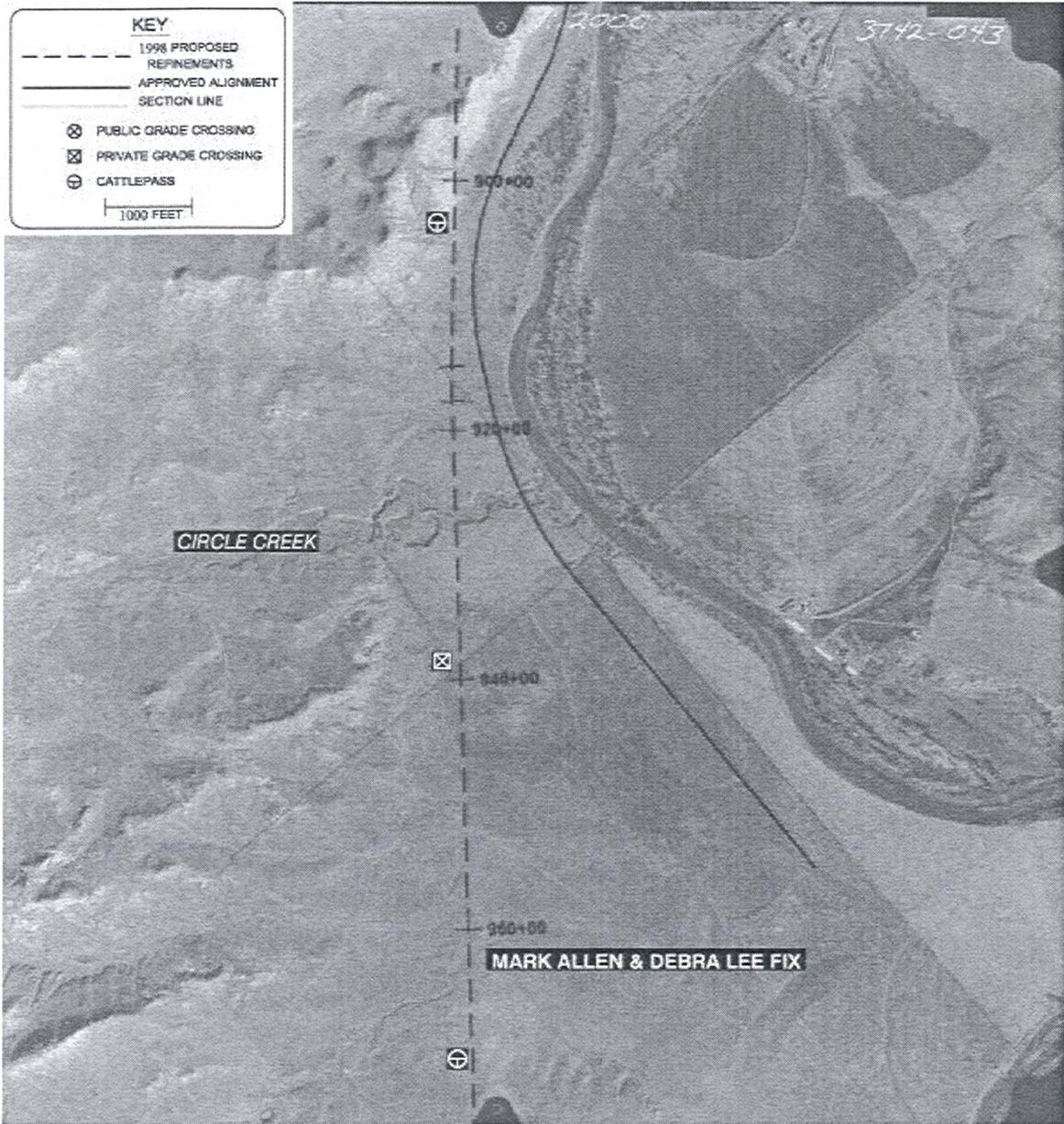
Aerial Photographs of Alignments

Miles City to Ashland

KEY

- 1998 PROPOSED REFINEMENTS
- APPROVED ALIGNMENT SECTION LINE
- ⊗ PUBLIC GRADE CROSSING
- ⊠ PRIVATE GRADE CROSSING
- ⊕ CATTLEPASS

1000 FEET

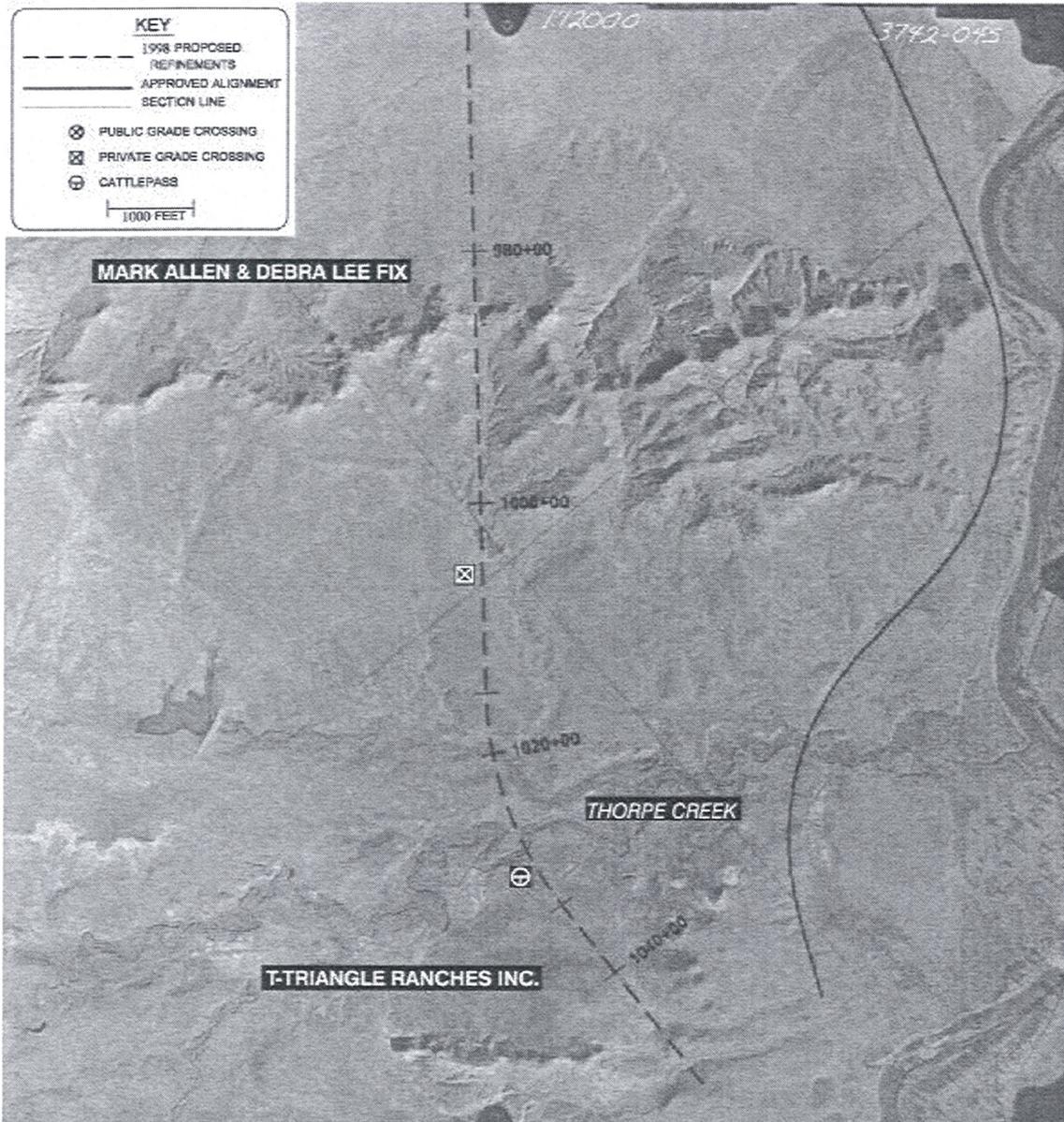


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Figure A-12

Aerial Photographs of Alignments

Miles City to Ashland

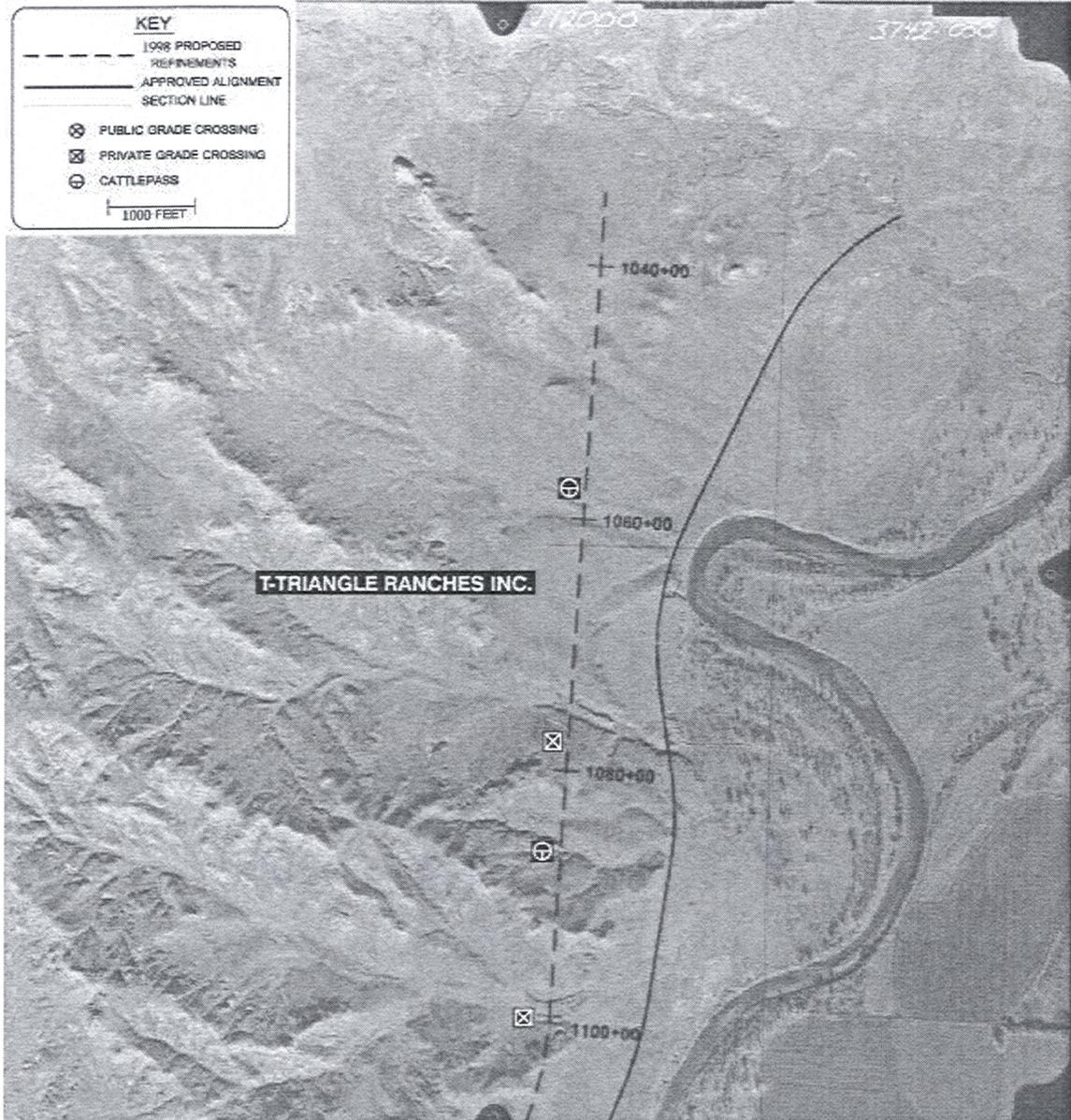


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Figure A-13

Aerial Photographs of Alignments

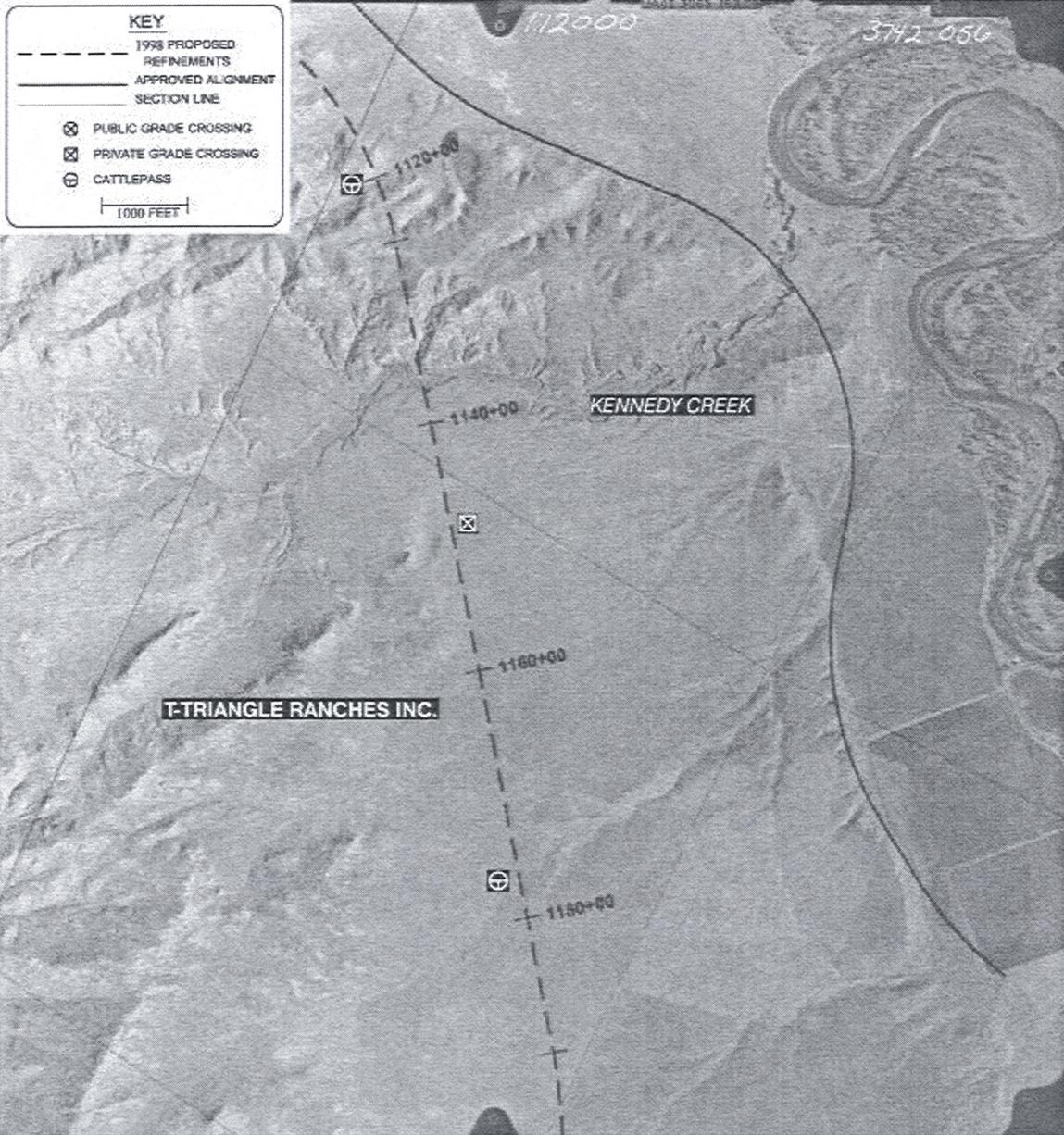
Miles City to Ashland



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Figure A-14

Aerial Photographs of Alignments
Miles City to Ashland

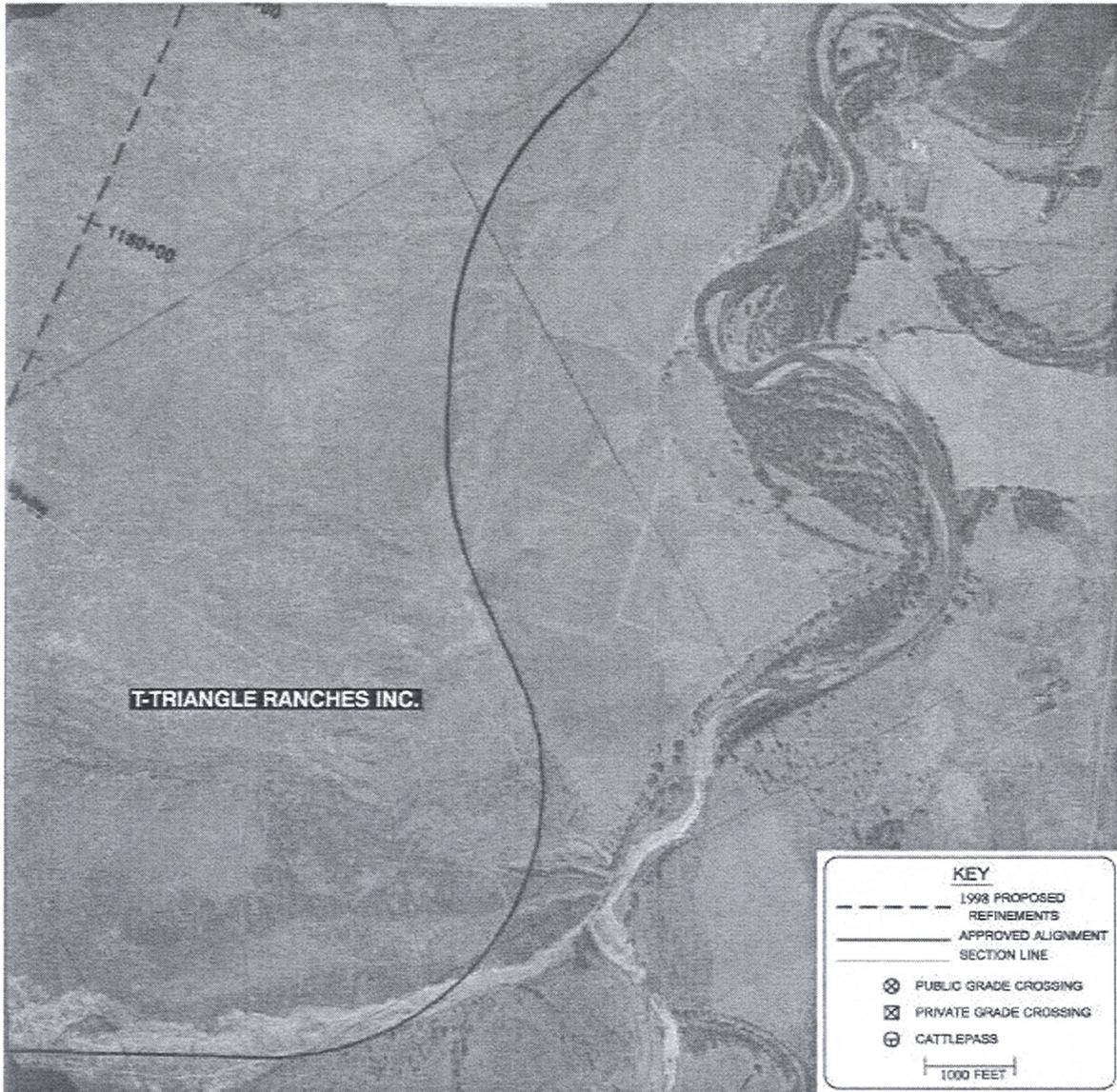


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Figure A-15

Aerial Photographs of Alignments

Miles City to Ashland

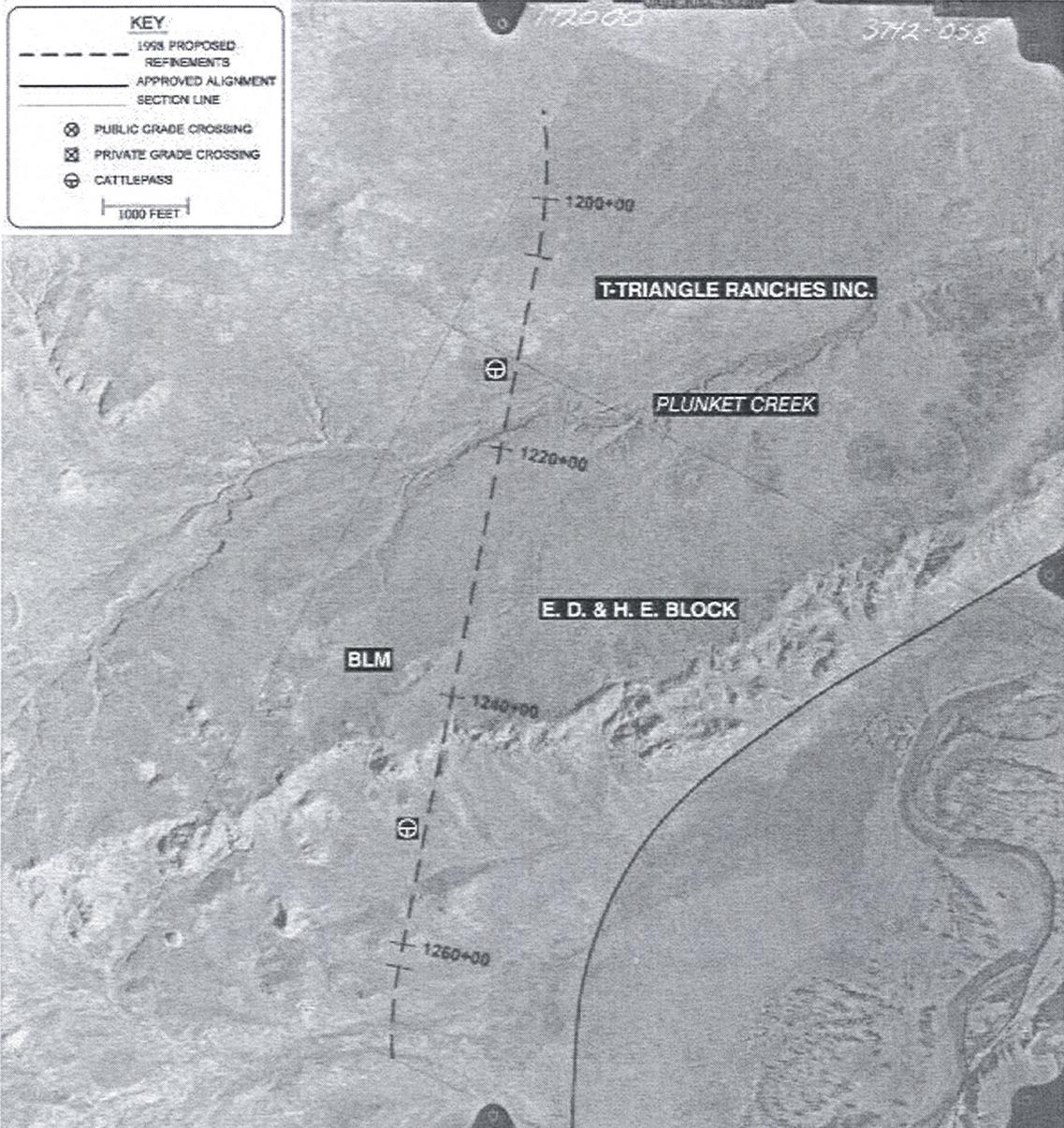


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Figure A-16

Aerial Photographs of Alignments

Miles City to Ashland



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Figure A-17

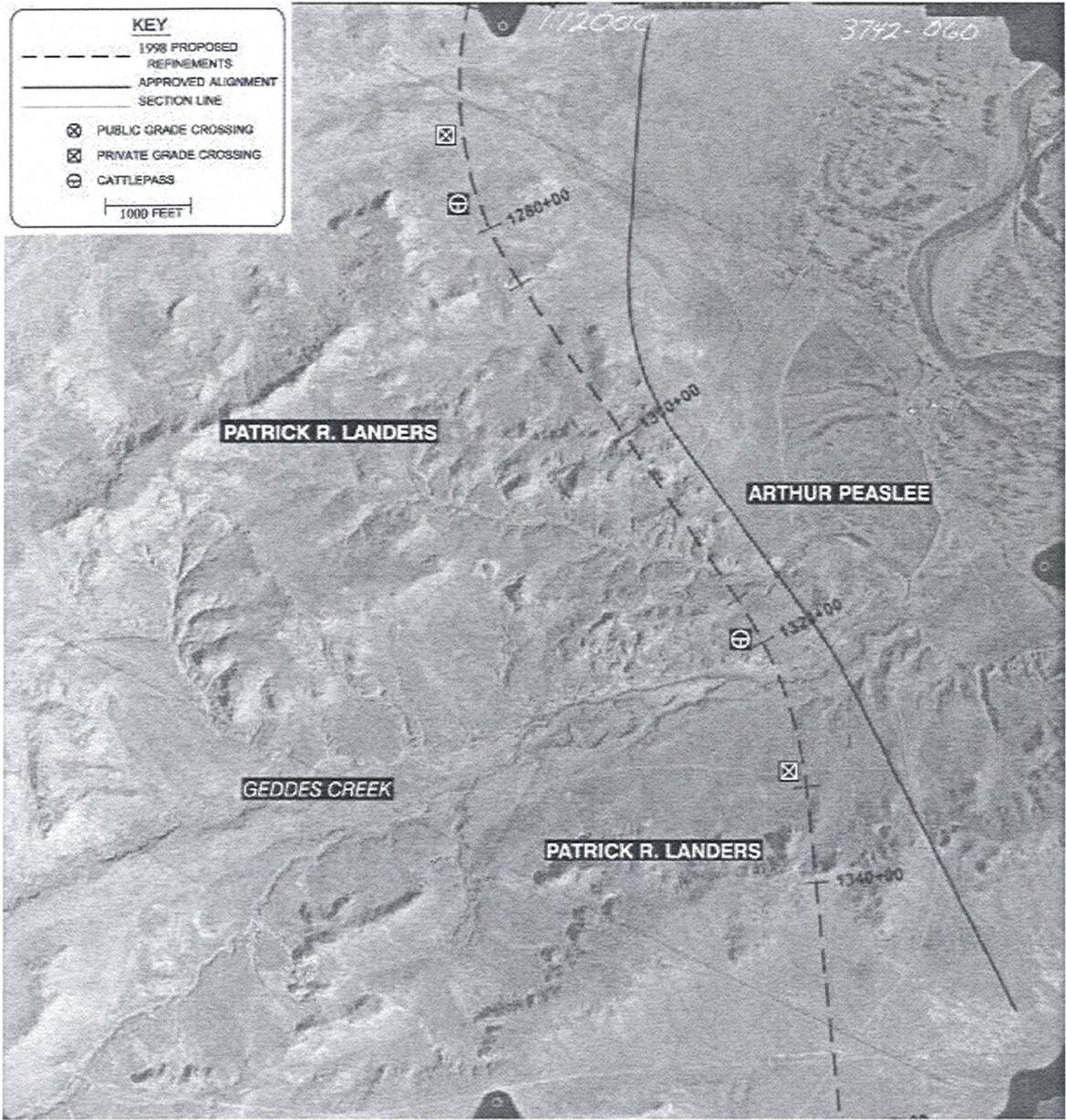
Aerial Photographs of Alignments

Miles City to Ashland

KEY

- 1998 PROPOSED REFINEMENTS
- APPROVED ALIGNMENT SECTION LINE
- ⊗ PUBLIC GRADE CROSSING
- ⊗ PRIVATE GRADE CROSSING
- ⊕ CATTLEPASS

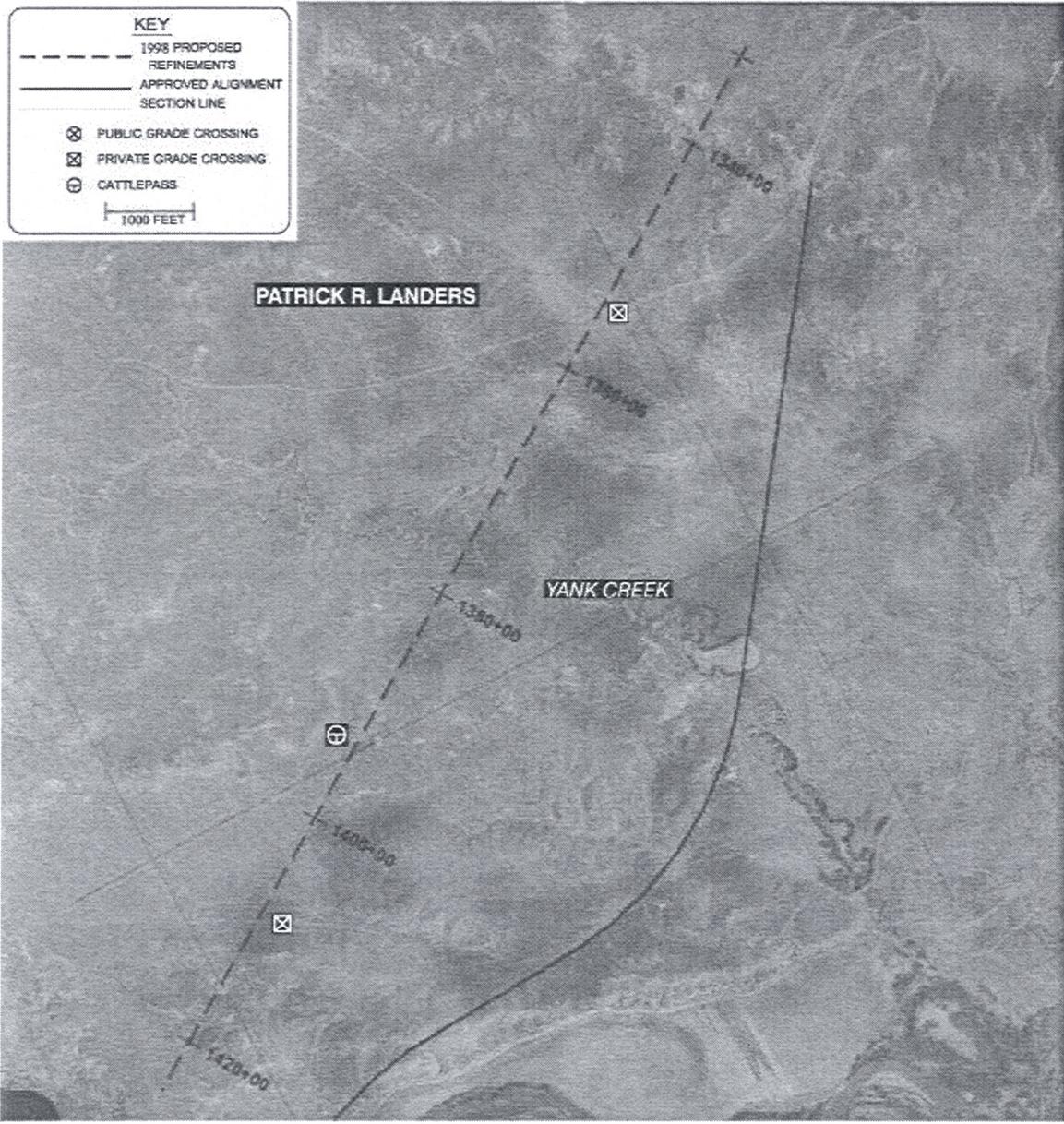
1000 FEET



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Figure A-18

Aerial Photographs of Alignments
Miles City to Ashland

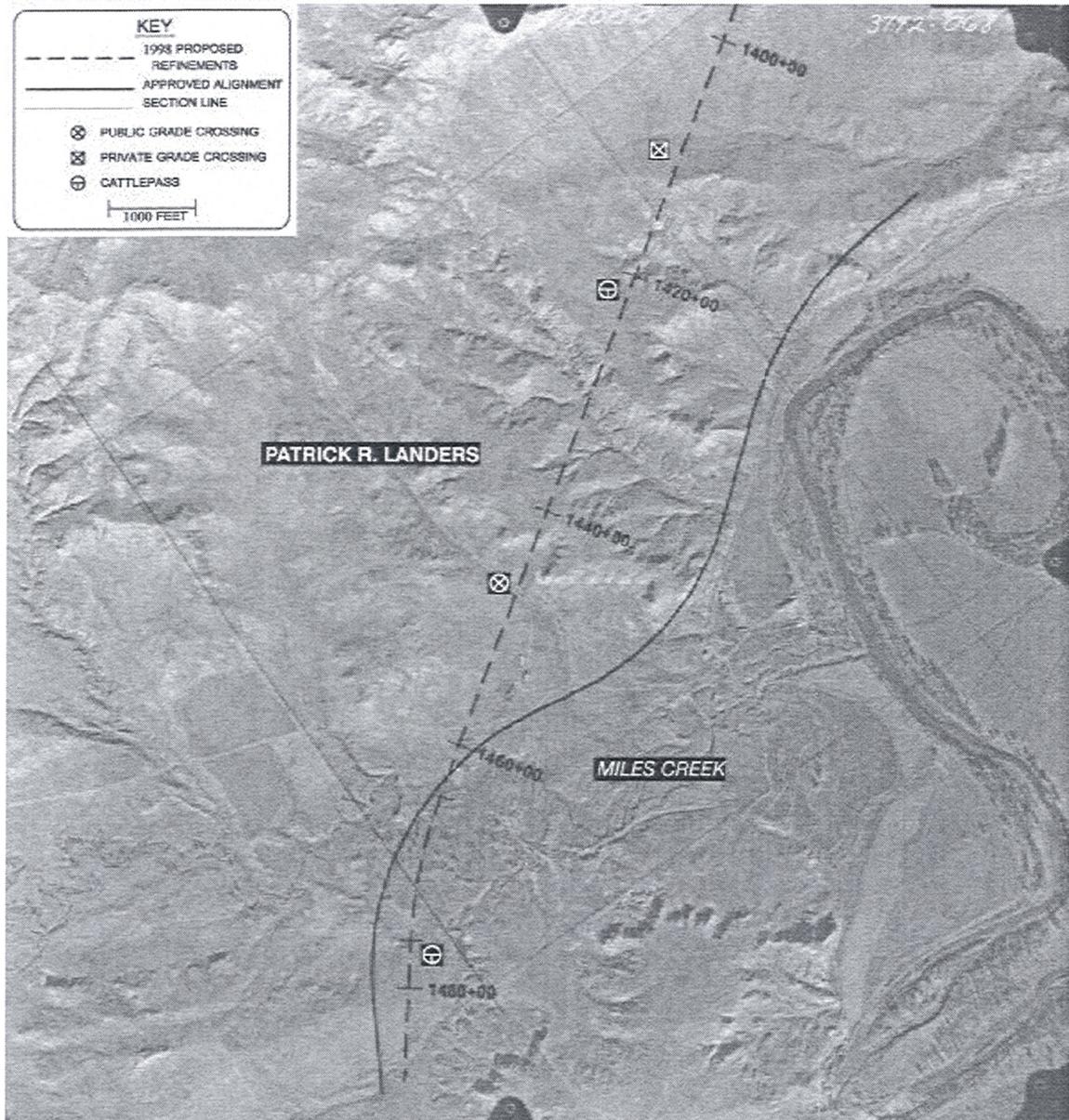


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Figure A-19

Aerial Photographs of Alignments

Miles City to Ashland



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Figure A-20

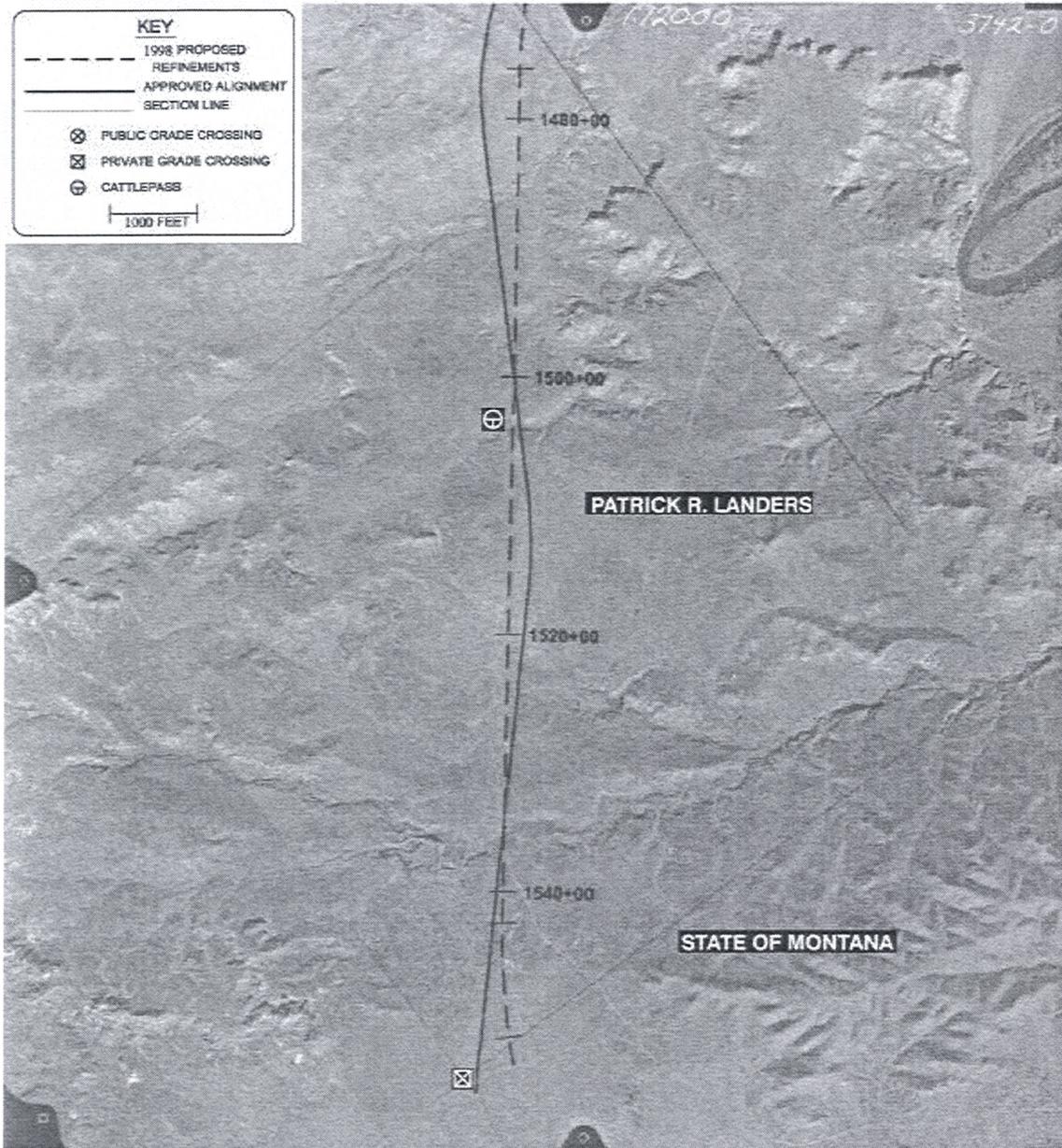
Aerial Photographs of Alignments

Miles City to Ashland

KEY

- 1998 PROPOSED REFINEMENTS
- APPROVED ALIGNMENT SECTION LINE
- ⊗ PUBLIC GRADE CROSSING
- ⊗ PRIVATE GRADE CROSSING
- ⊕ CATTLEPASS

1000 FEET



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Figure A-21

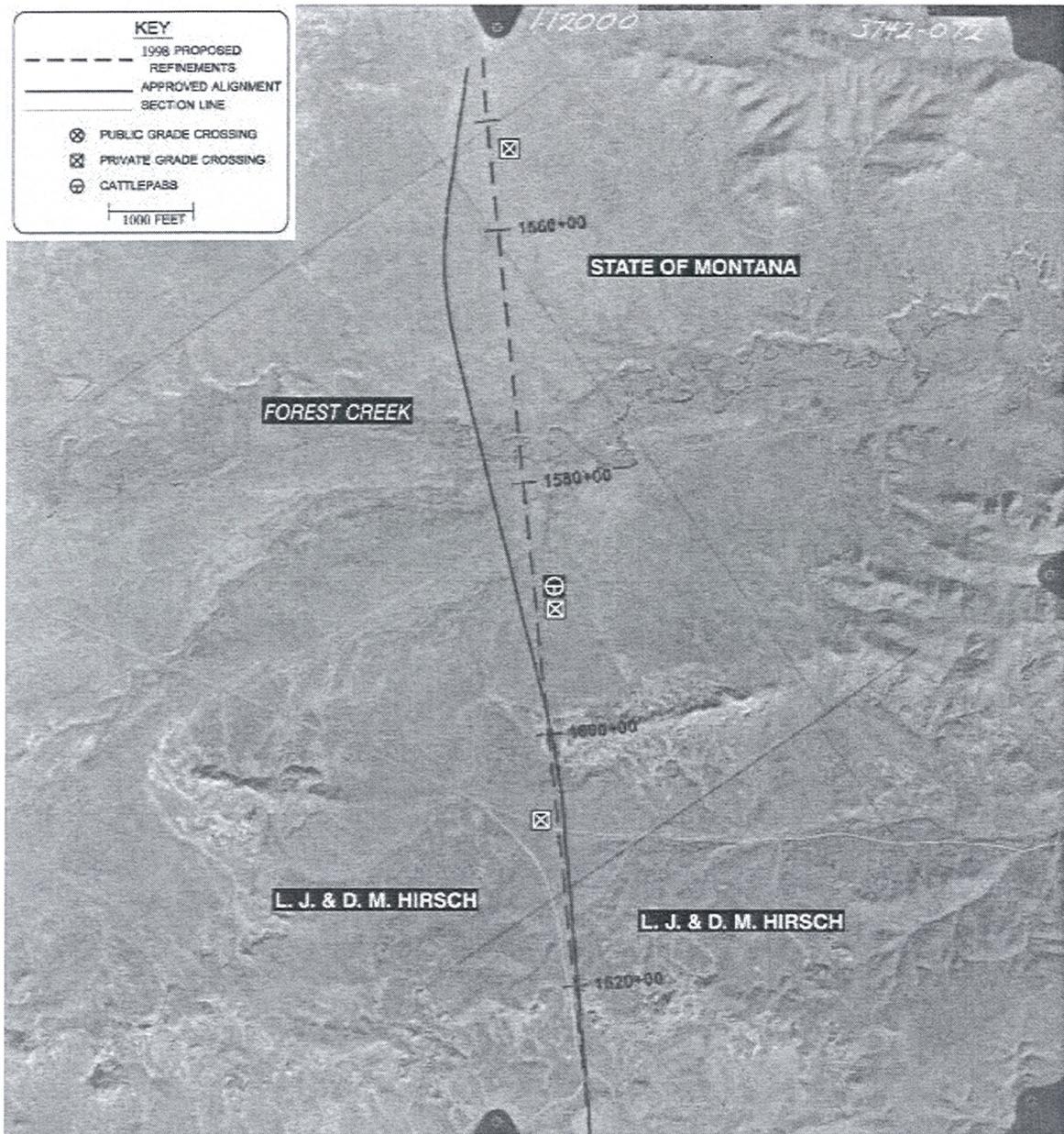
Aerial Photographs of Alignments

Miles City to Ashland

KEY

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- APPROVED ALIGNMENT SECTION LINE
- ⊗ PUBLIC GRADE CROSSING
- ⊠ PRIVATE GRADE CROSSING
- ⊕ CATTLEPASS

1000 FEET

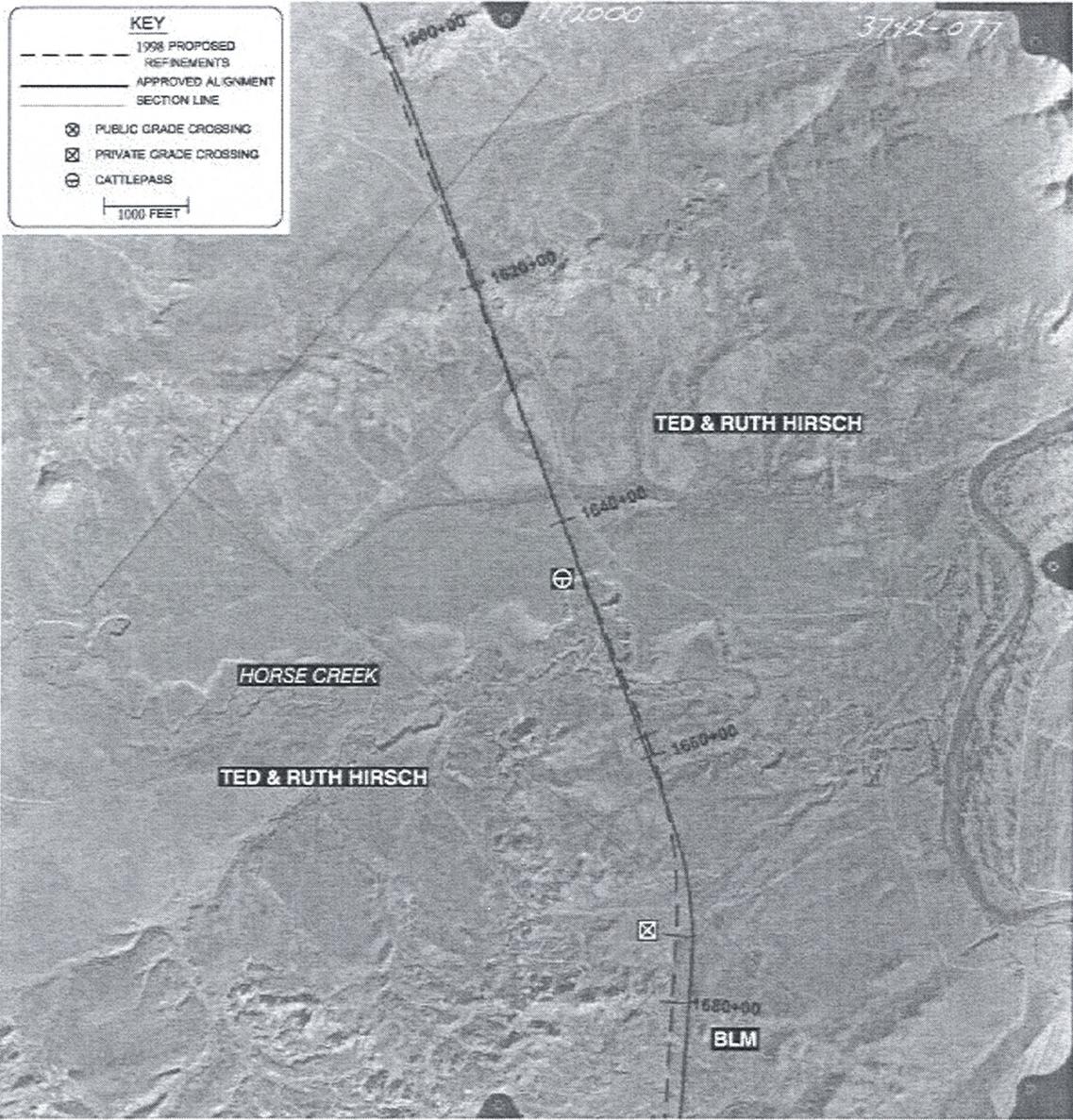


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Figure A-22

Aerial Photographs of Alignments

Miles City to Ashland

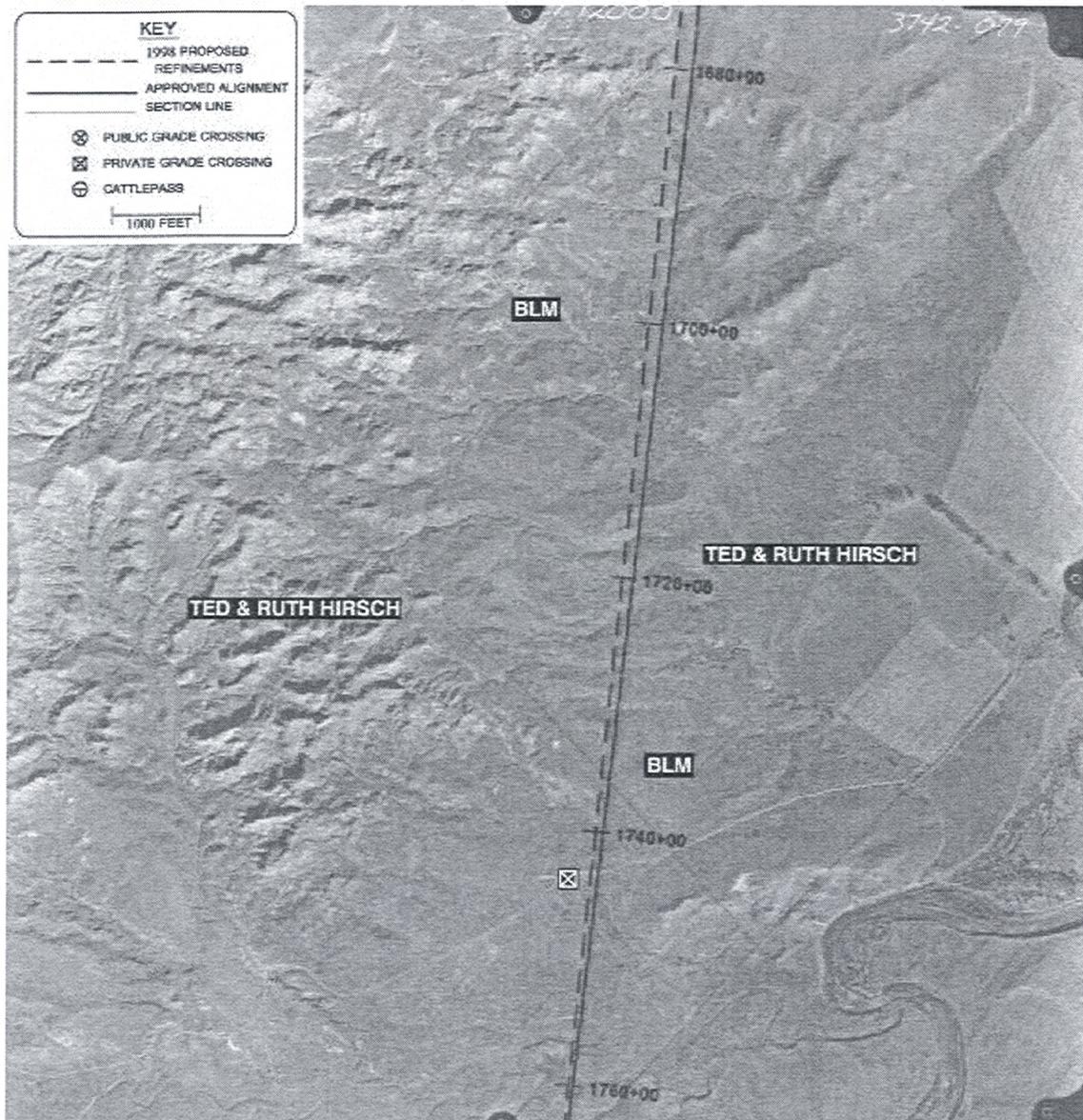


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Figure A-23

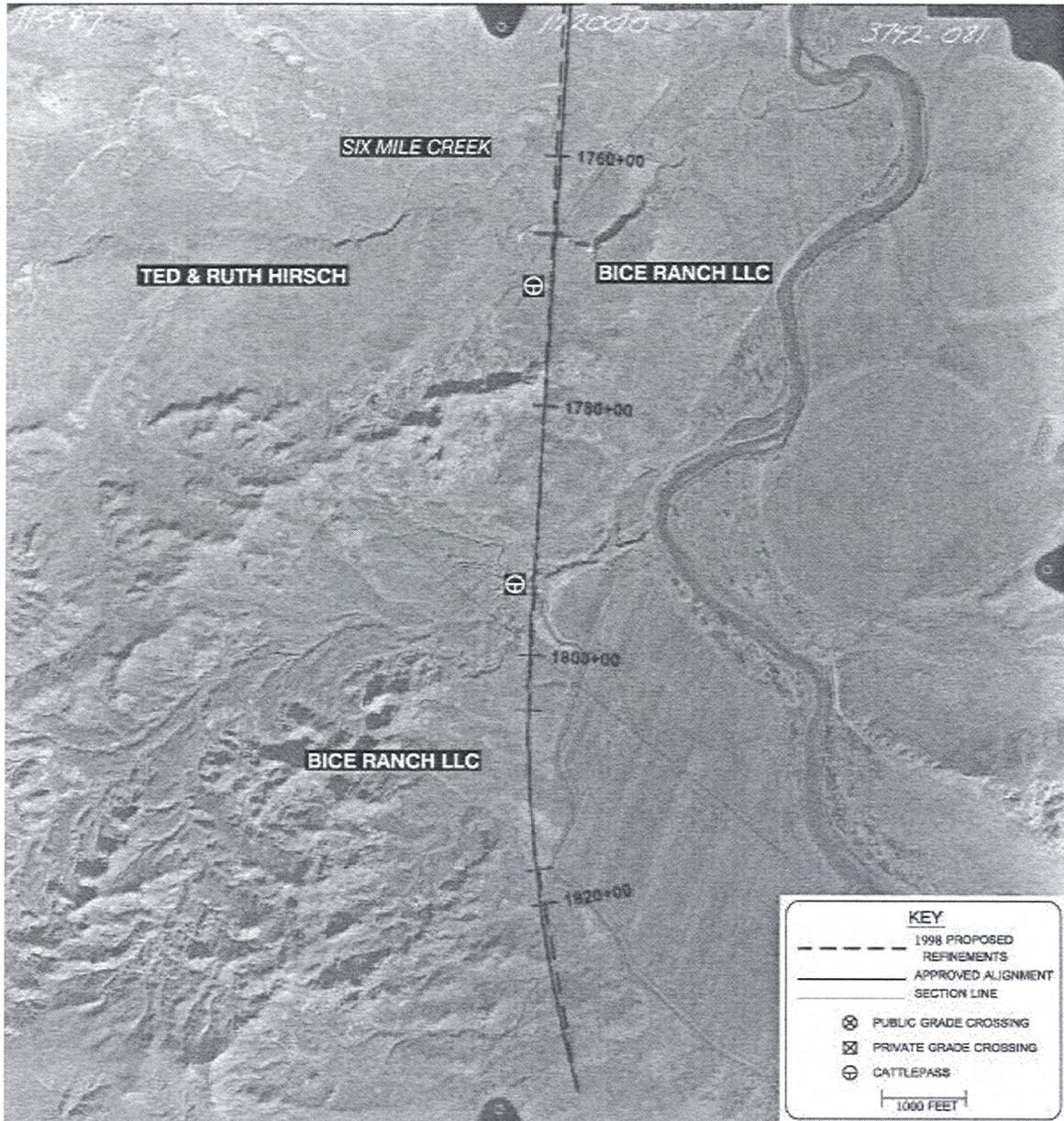
Aerial Photographs of Alignments

Miles City to Ashland



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Figure A-24
 Aerial Photographs of Alignments
 Miles City to Ashland

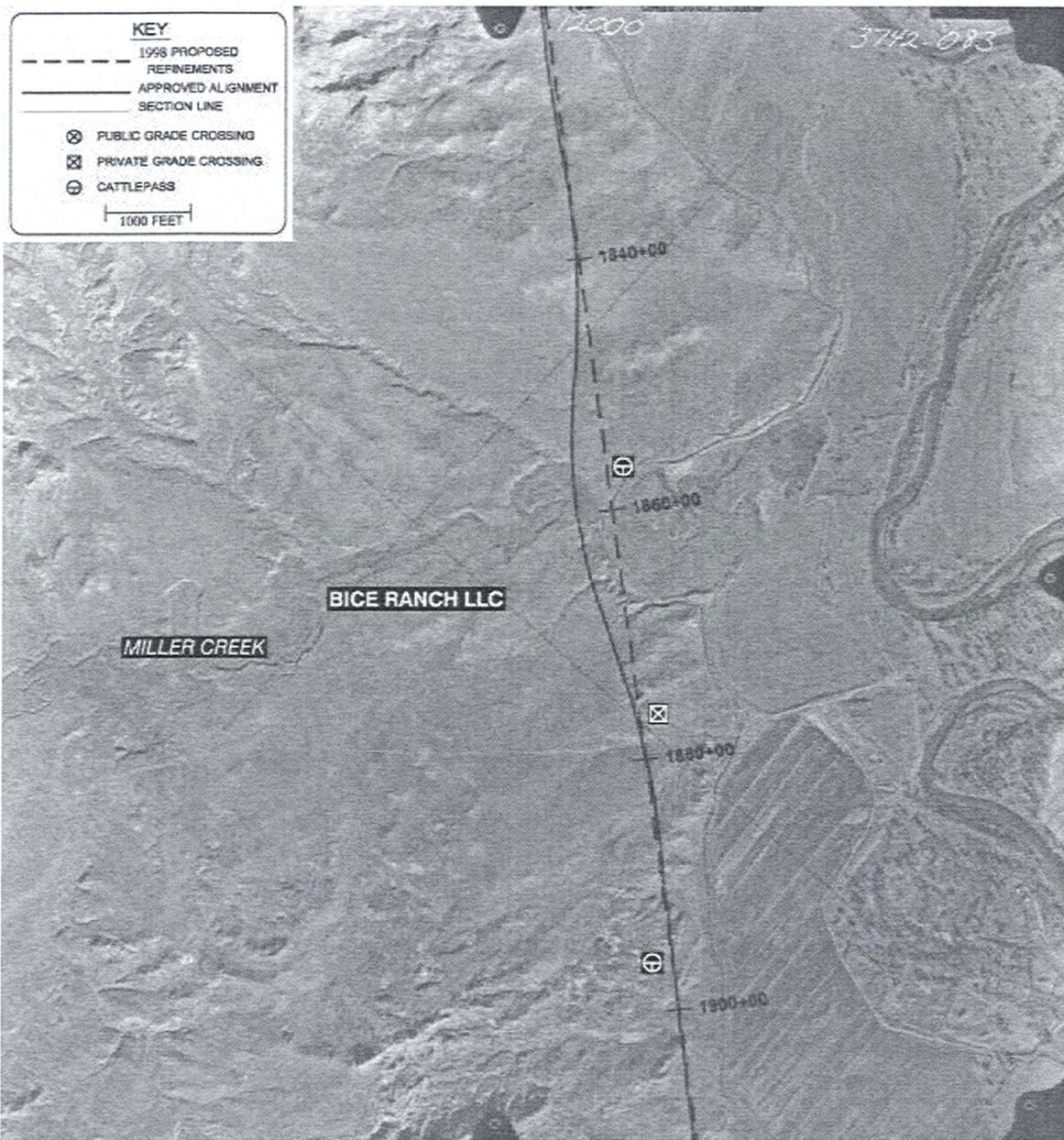


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Figure A-25

Aerial Photographs of Alignments

Miles City to Ashland

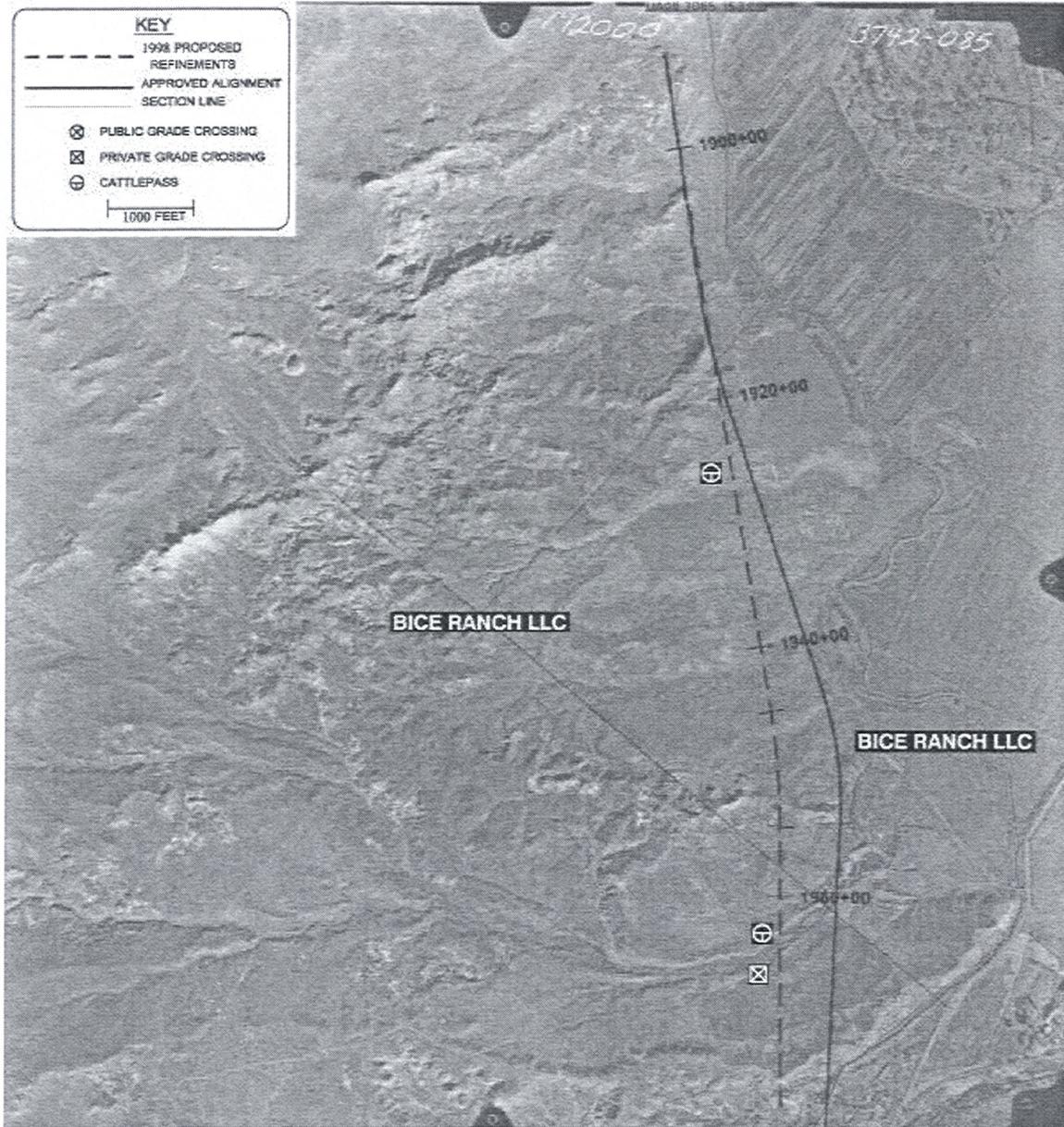


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Figure A-26

Aerial Photographs of Alignments

Miles City to Ashland



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Figure A-27

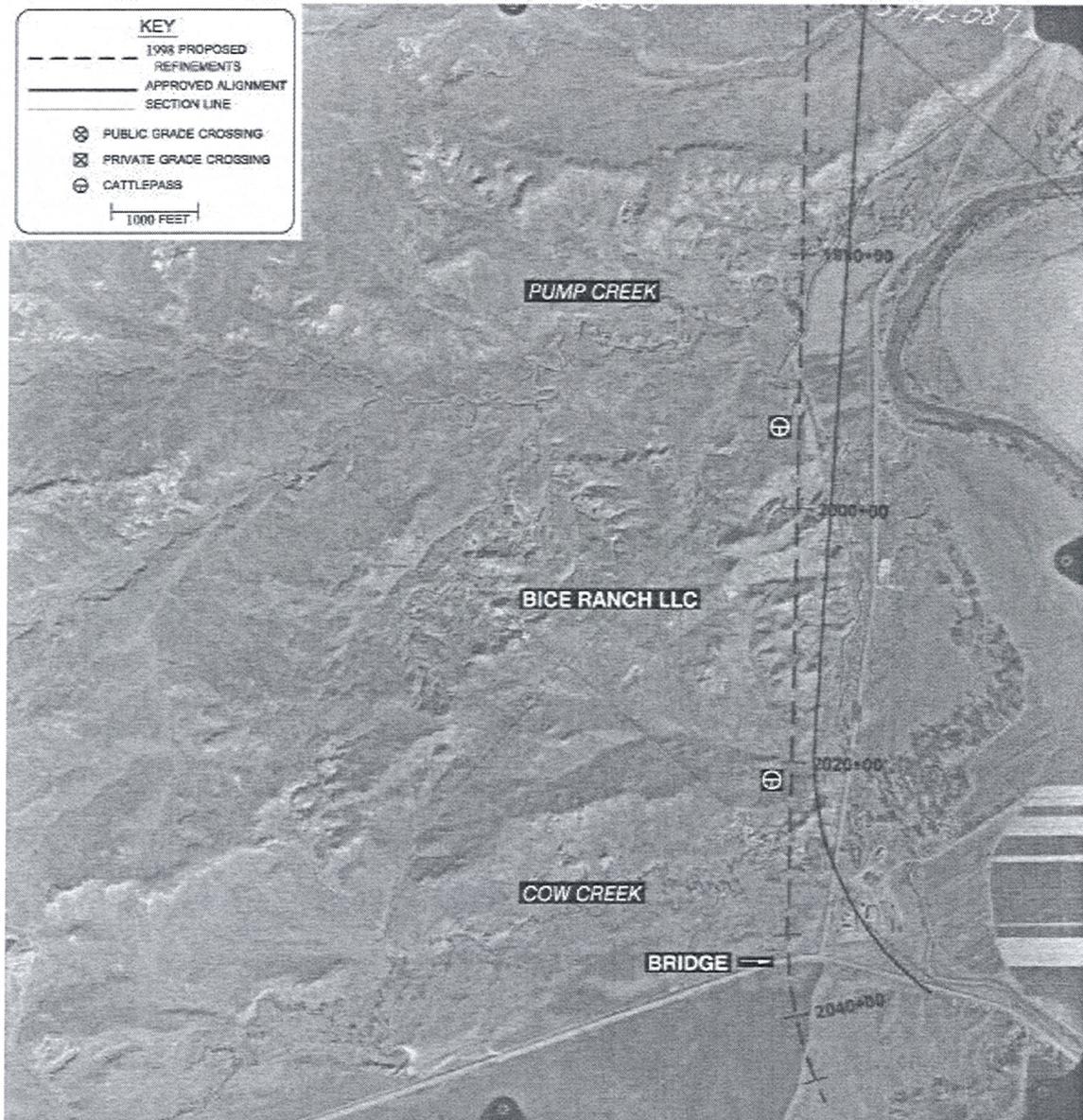
Aerial Photographs of Alignments

Miles City to Ashland

KEY

- 1998 PROPOSED REFINEMENTS
- APPROVED ALIGNMENT
- SECTION LINE
- ⊗ PUBLIC GRADE CROSSING
- ⊗ PRIVATE GRADE CROSSING
- ⊗ CATTLEPASS

1000 FEET

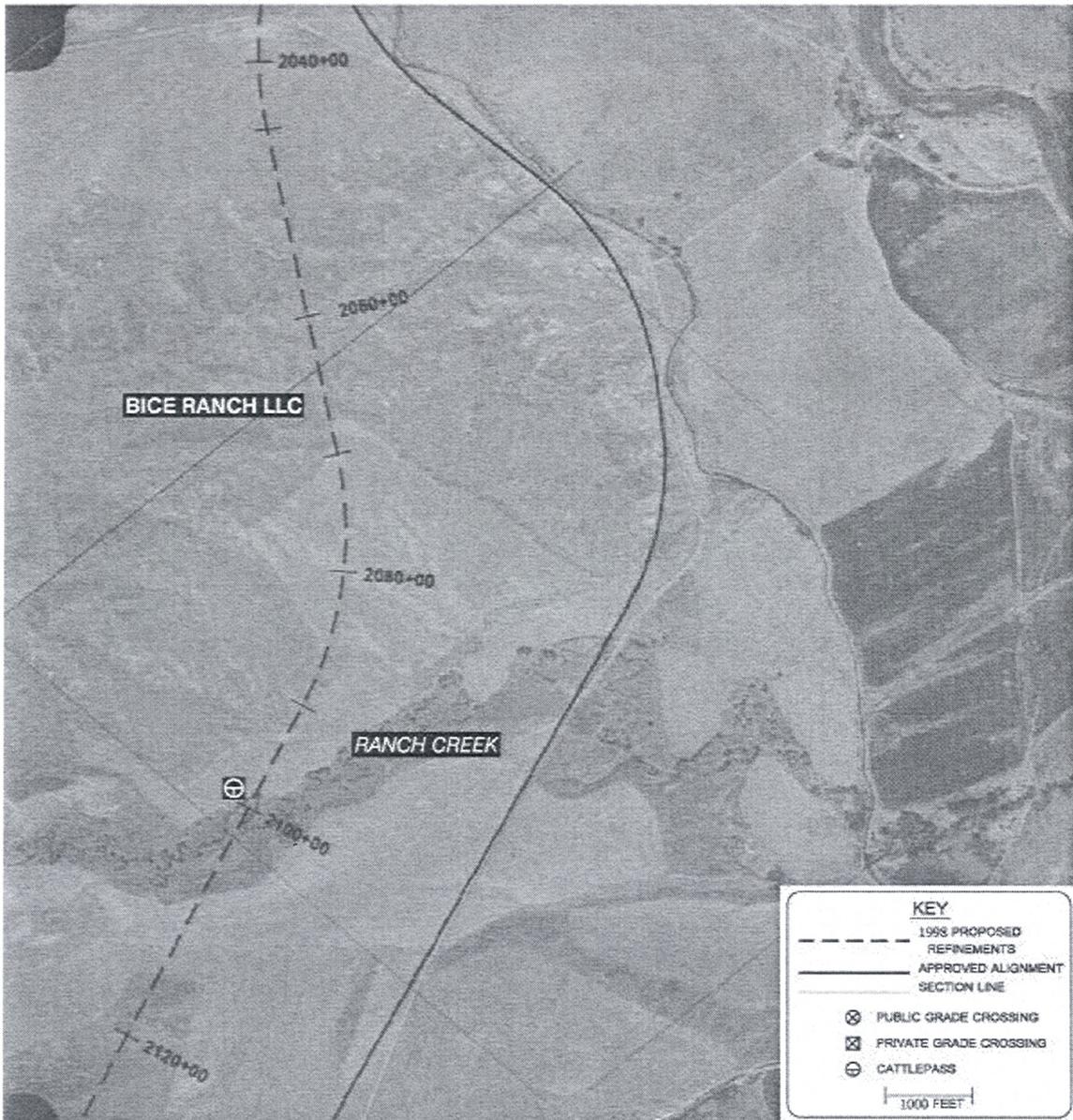


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Figure A-28

Aerial Photographs of Alignments

Miles City to Ashland

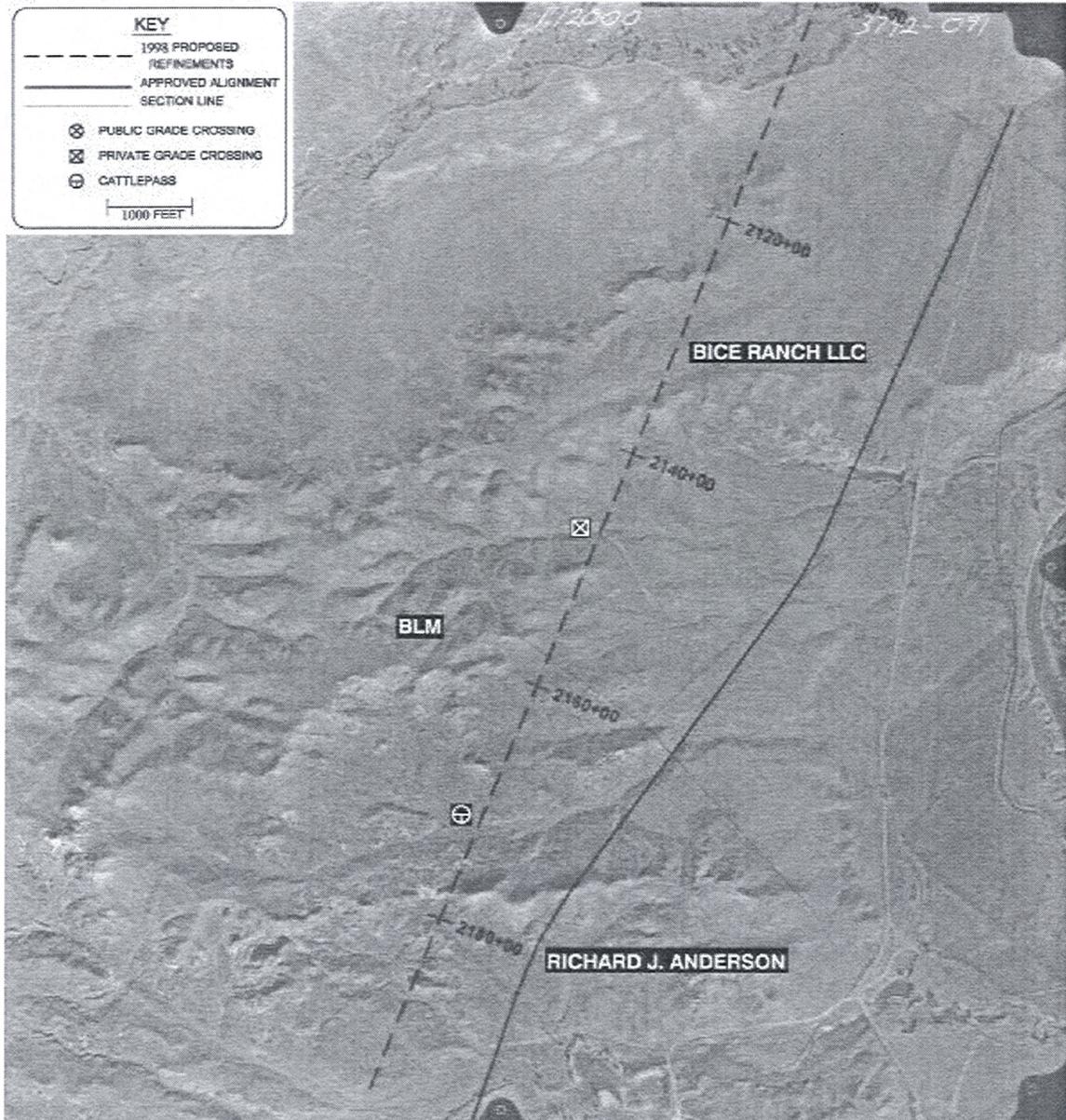


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Figure A-29

Aerial Photographs of Alignments

Miles City to Ashland

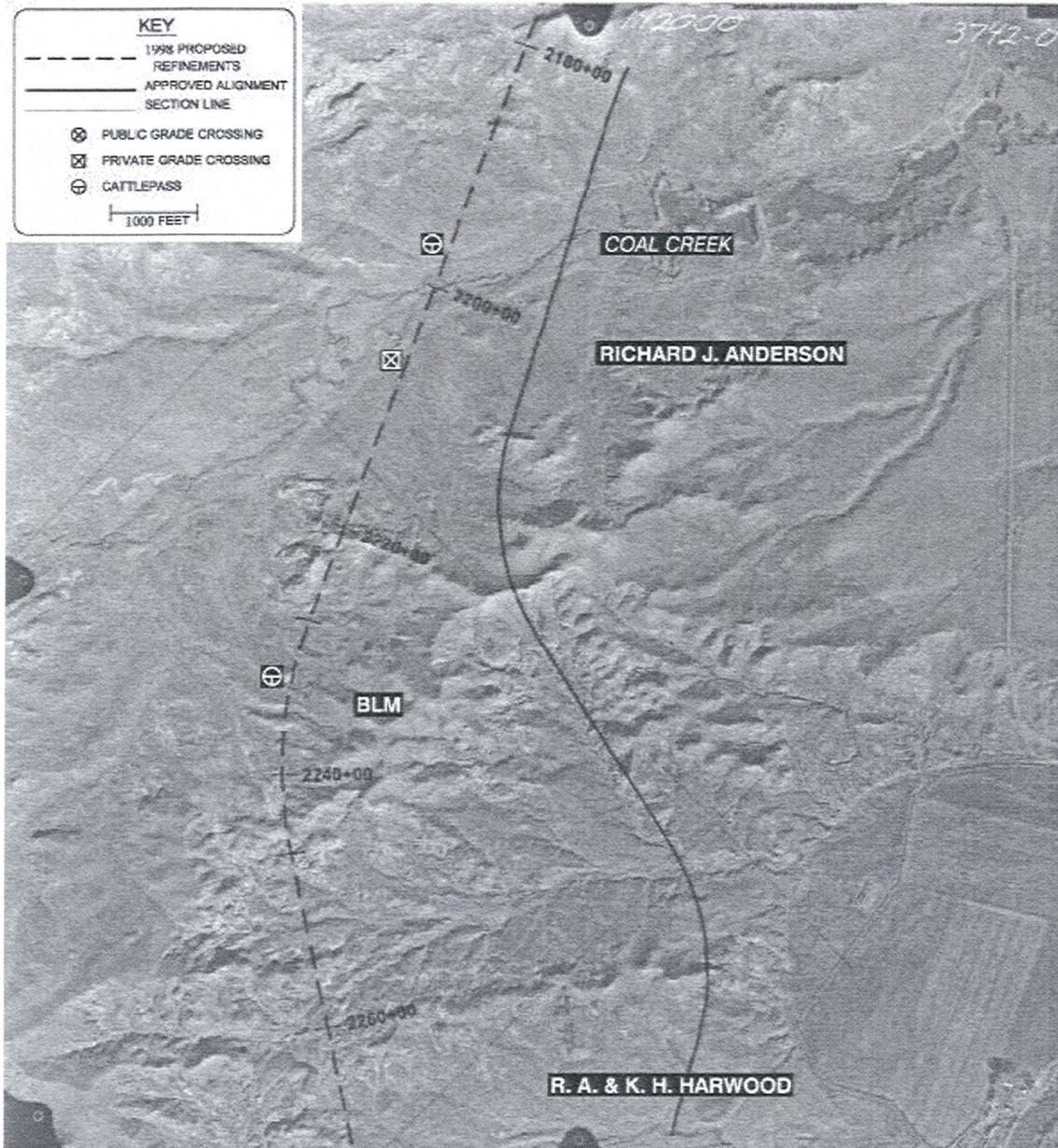


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Figure A-30

Aerial Photographs of Alignments

Miles City to Ashland

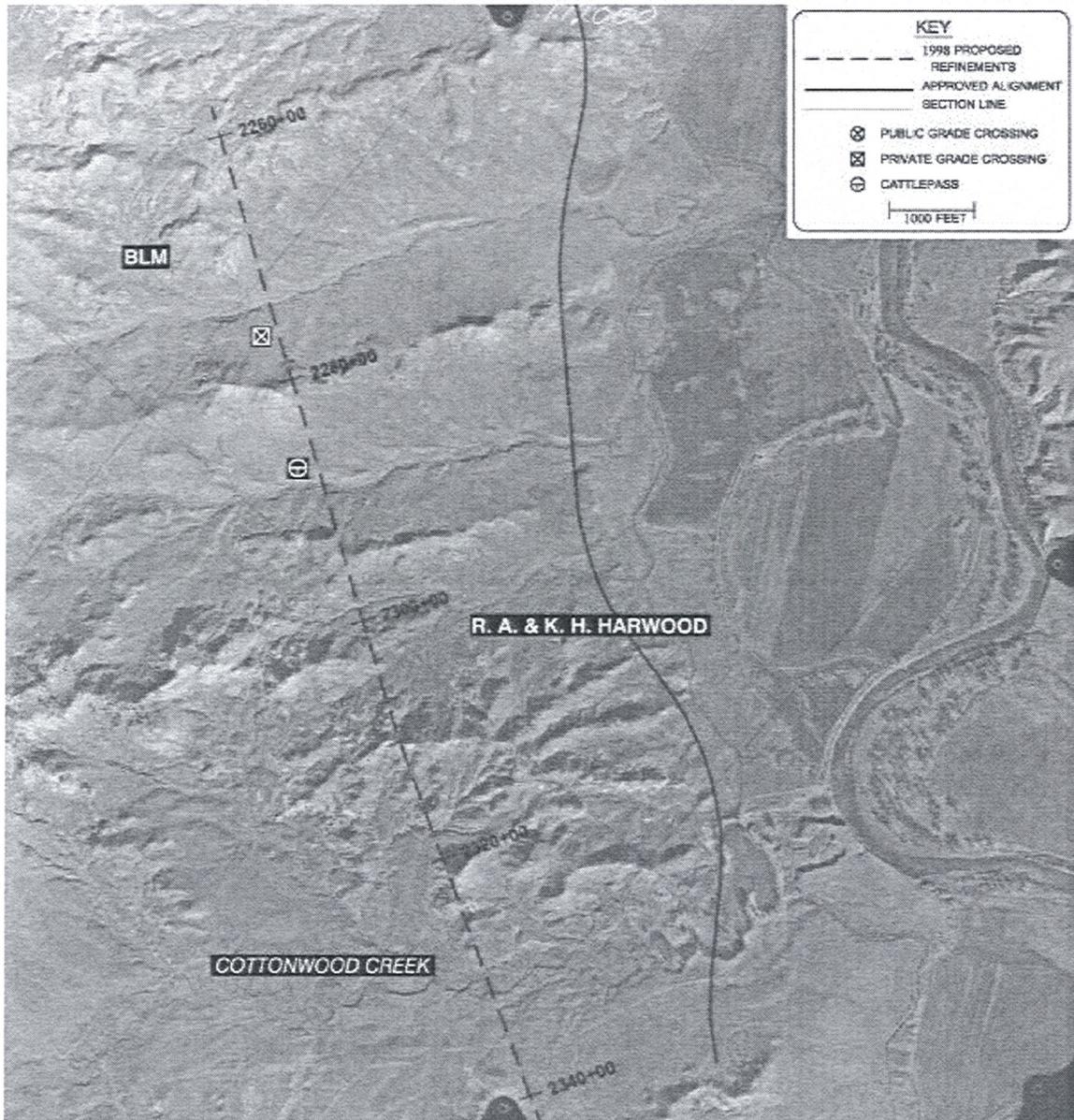


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Figure A-31

Aerial Photographs of Alignments

Miles City to Ashland

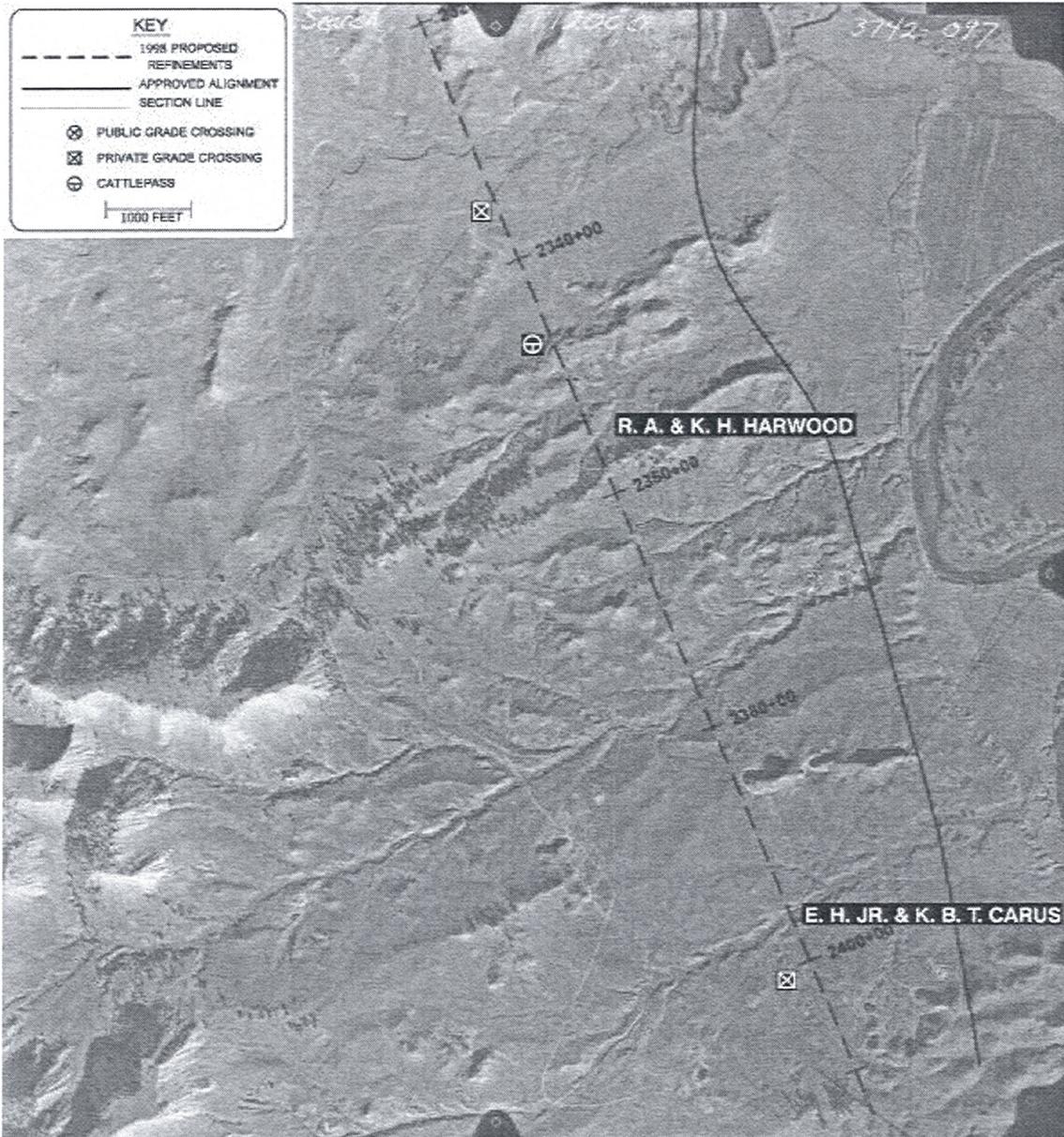


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Figure A-32

Aerial Photographs of Alignments

Miles City to Ashland

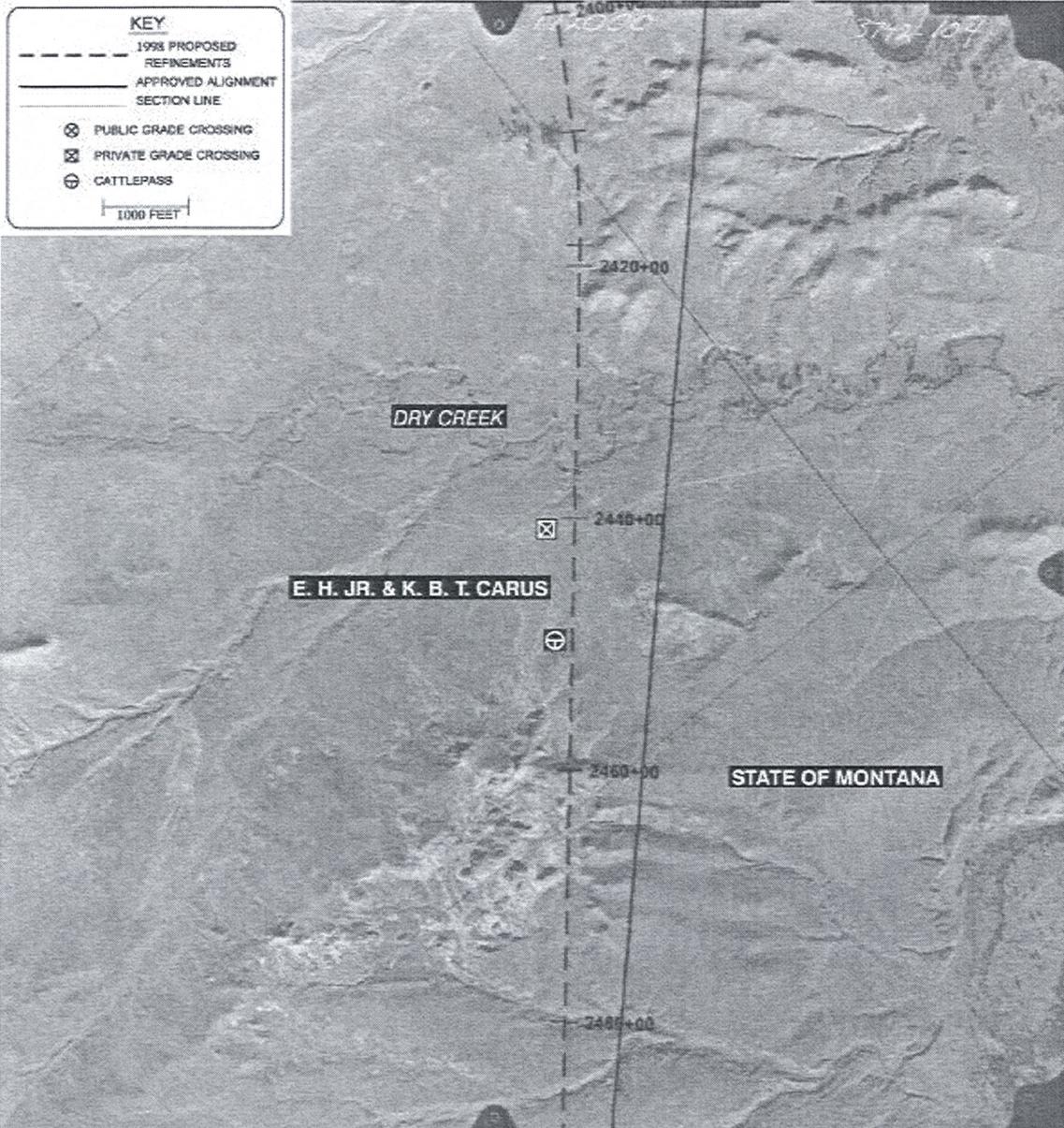


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Figure A-33

Aerial Photographs of Alignments

Miles City to Ashland

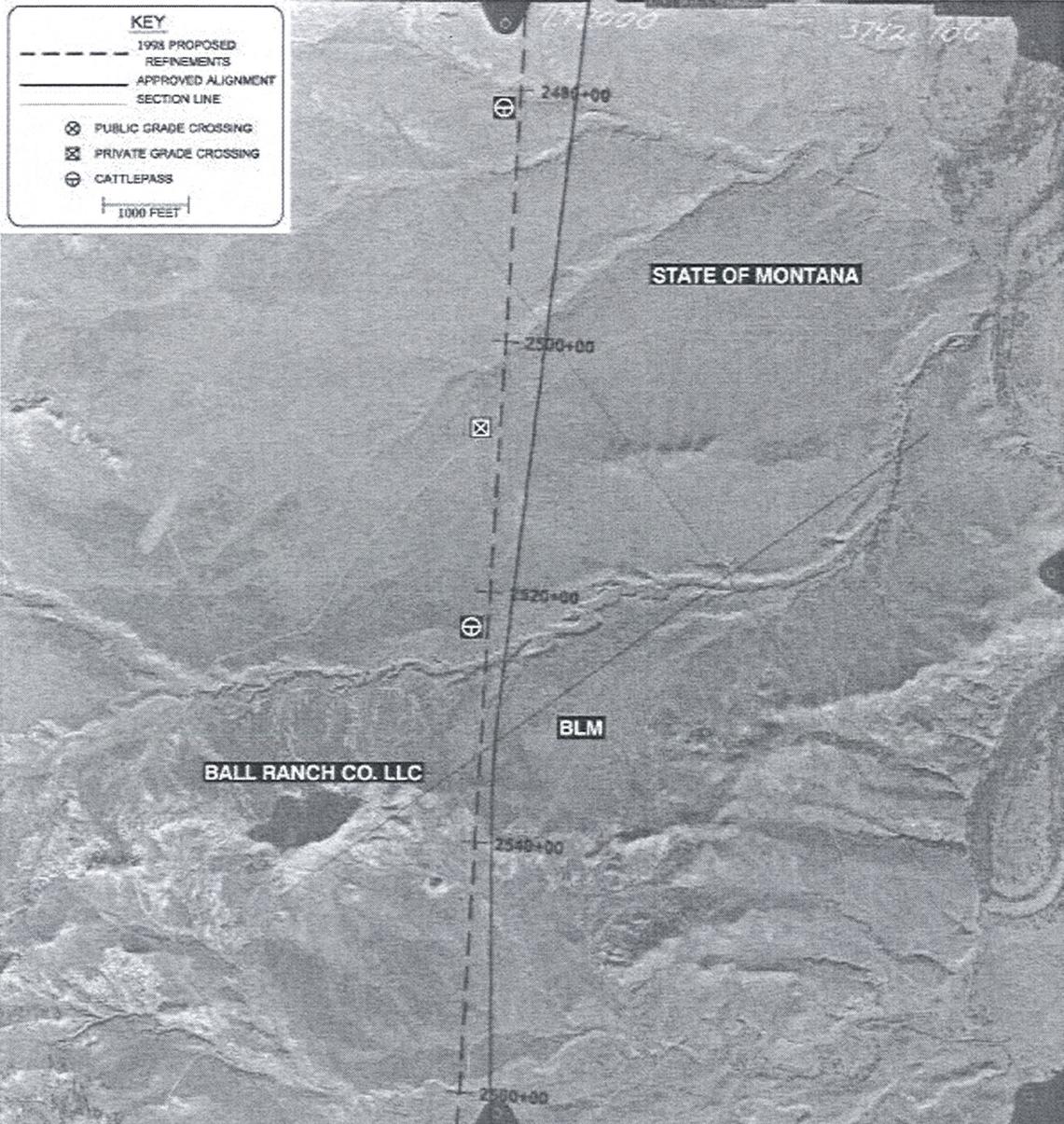


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Figure A-34

Aerial Photographs of Alignments

Miles City to Ashland

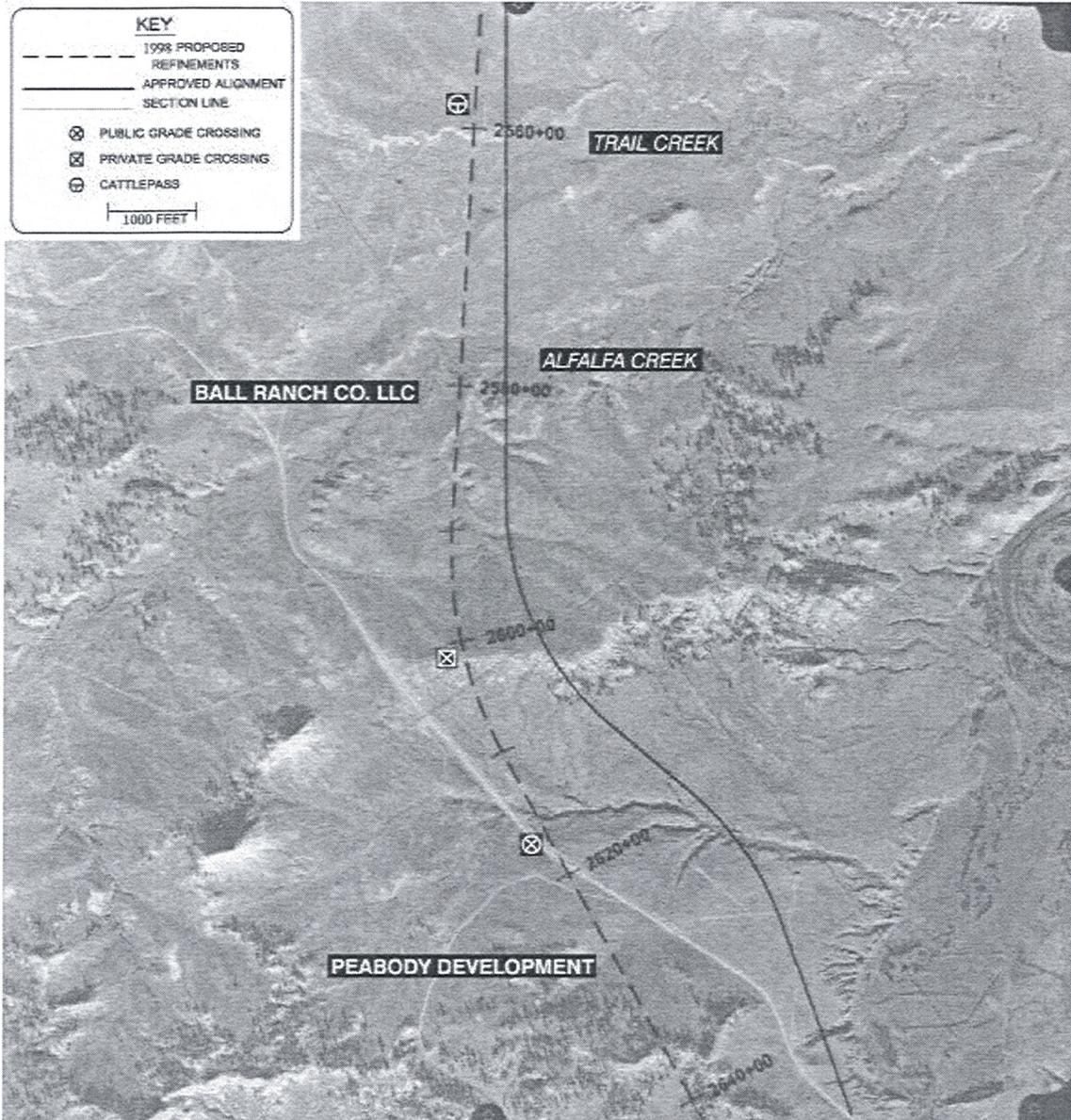


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Figure A-35

Aerial Photographs of Alignments

Miles City to Ashland

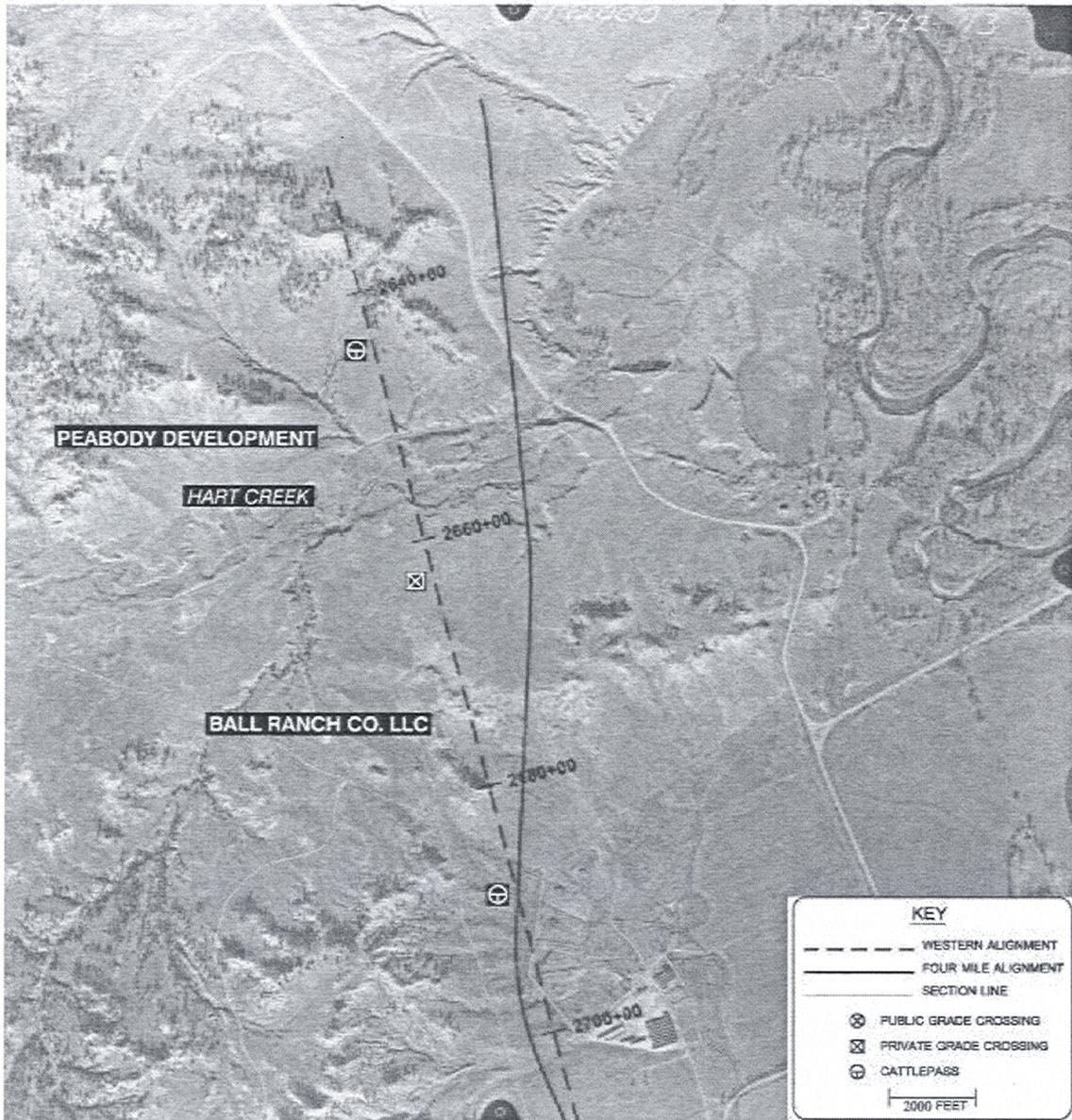


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Figure A-36

Aerial Photographs of Alignments

Miles City to Ashland

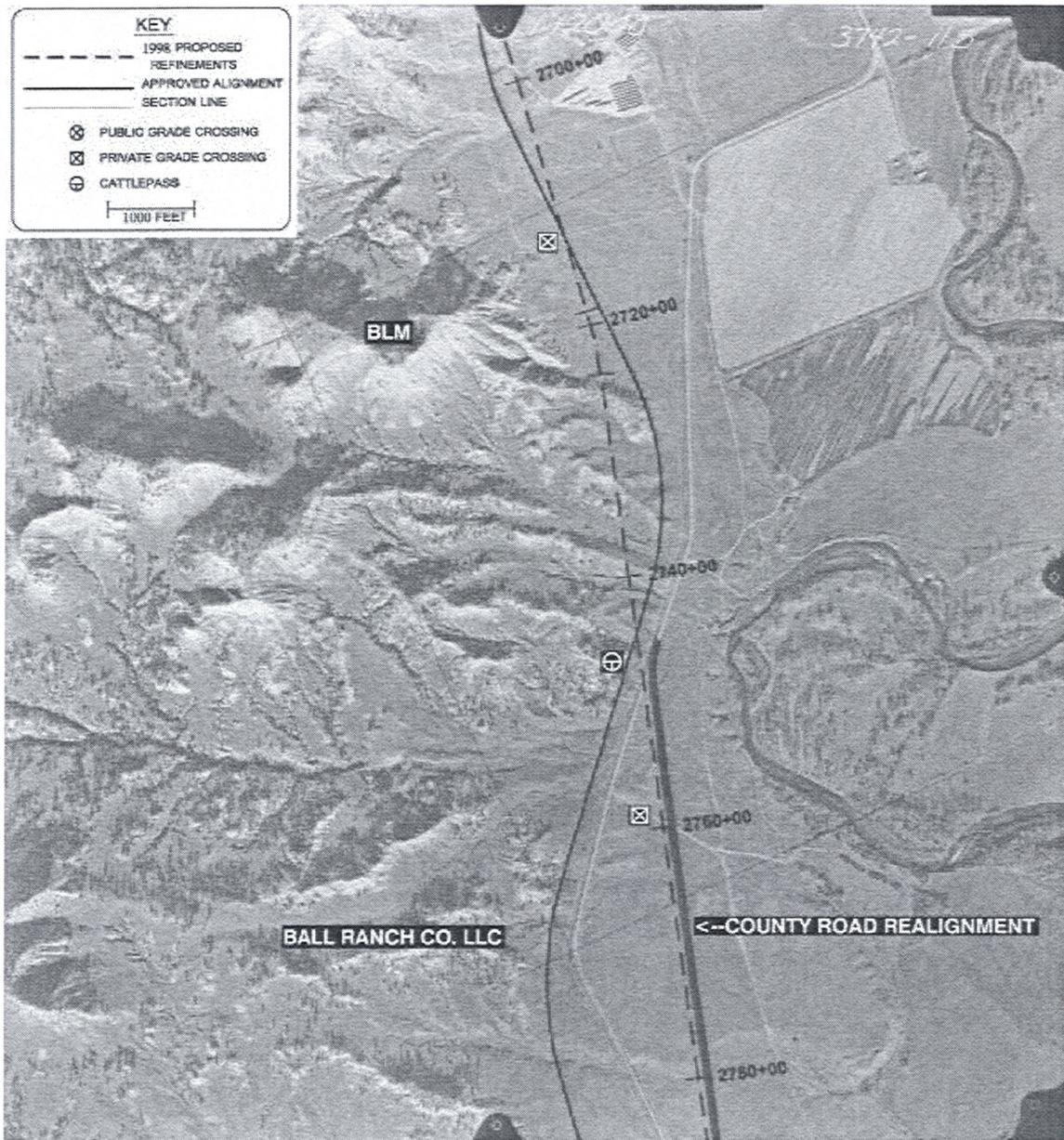


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Figure A-37

Aerial Photographs of Alignments

Miles City to Ashland

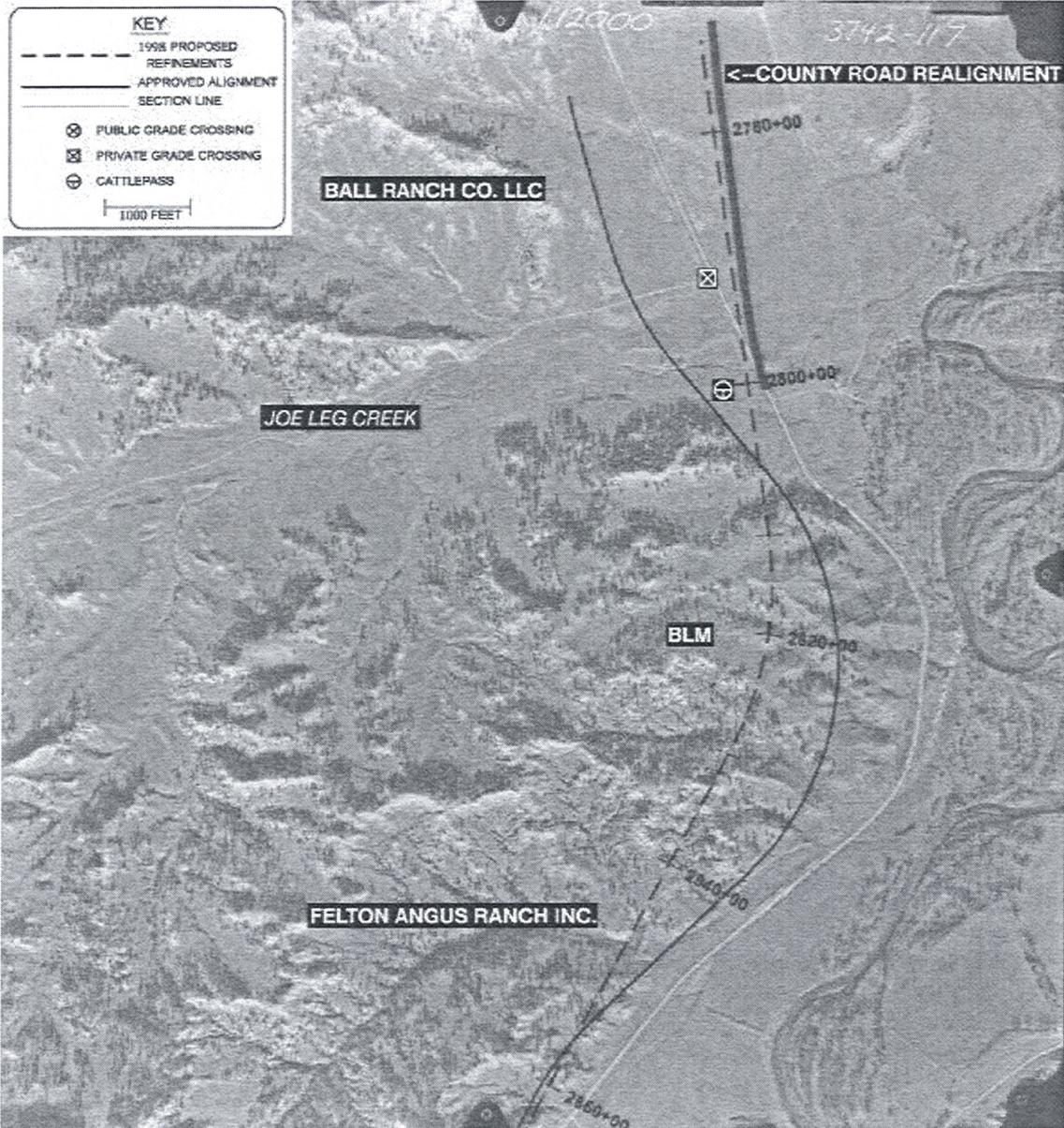


Cattlepass and Private Grade locations are approximated based upon discussions with property owners during the early 1980's and the late 1990's. These locations are subject to change based upon final right-of-way negotiations and agreements

Figure A-38

Aerial Photographs of Alignments

Miles City to Ashland

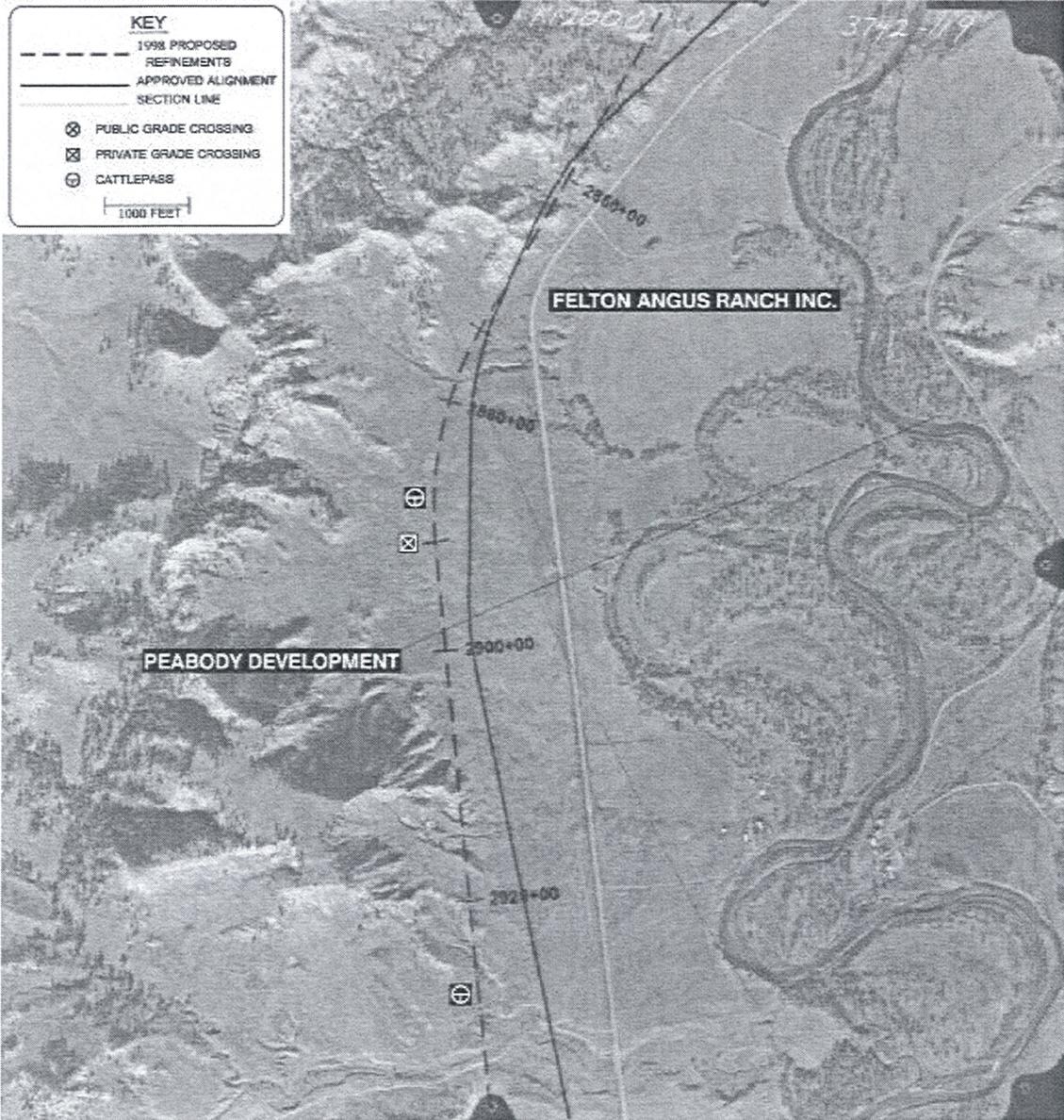


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Figure A-39

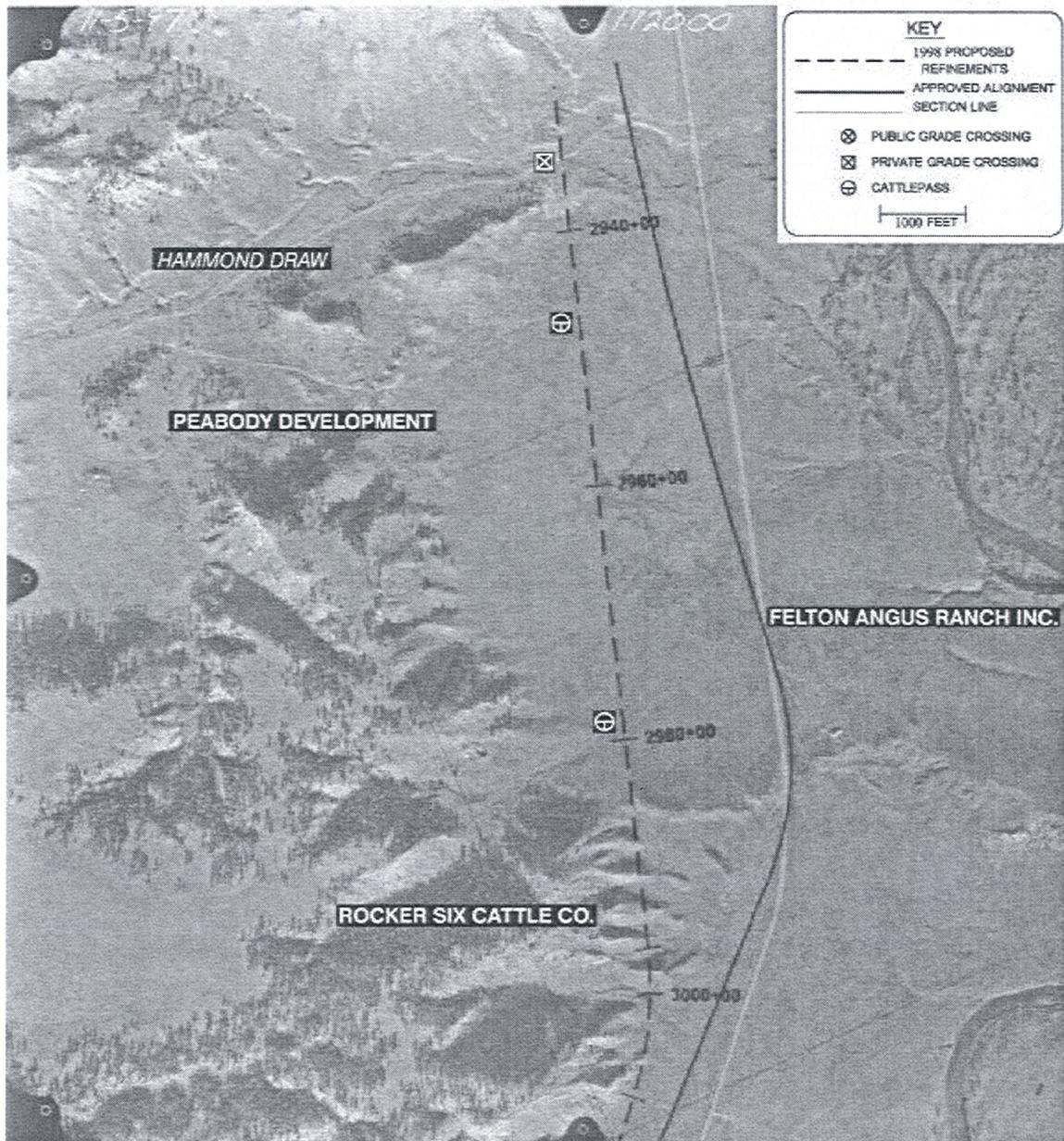
Aerial Photographs of Alignments

Miles City to Ashland



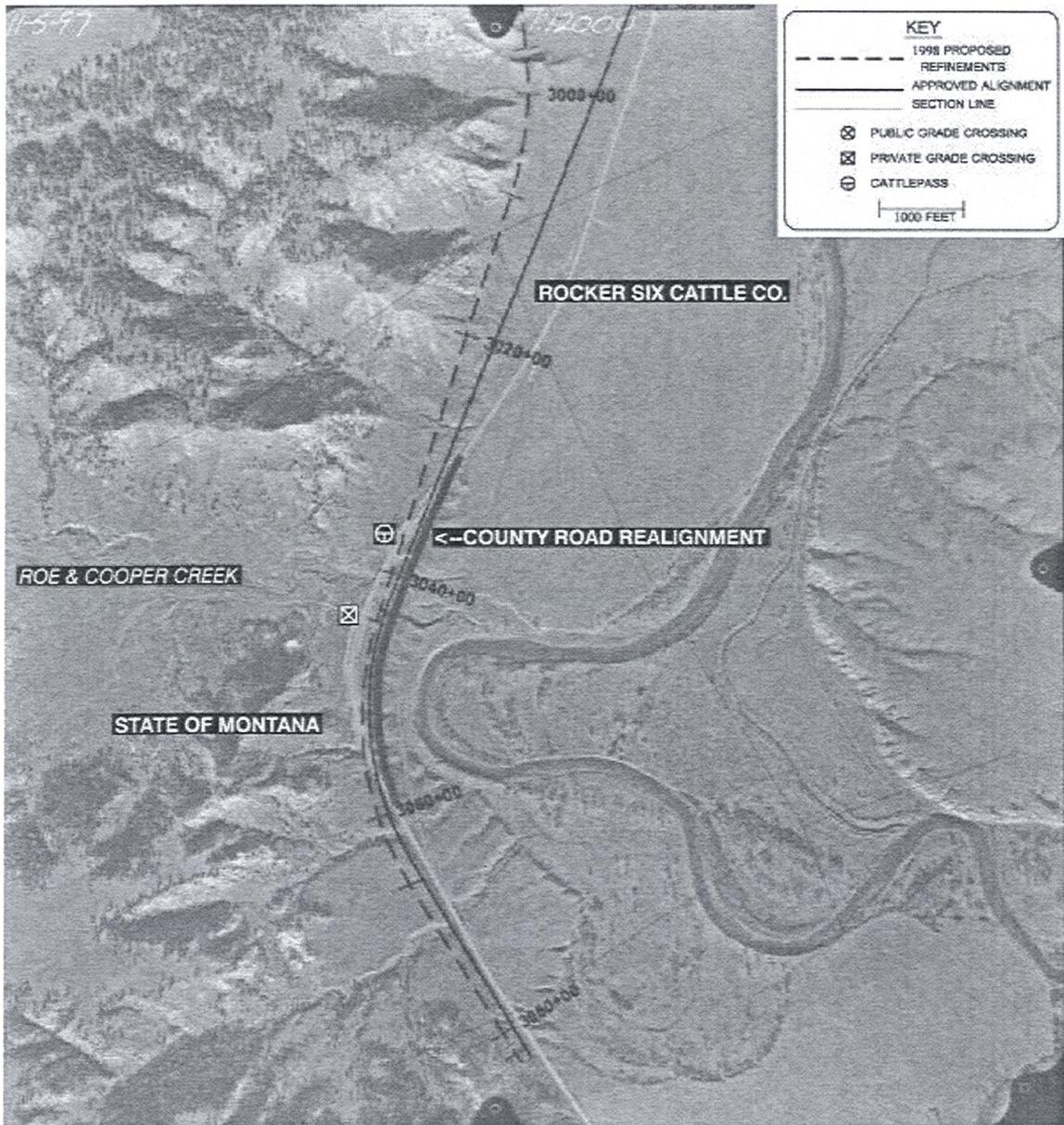
Cattlepass and Private Grade locations are approximated based upon discussions with property owners during the early 1980's and the late 1990's. These locations are subject to change based upon final right-of-way negotiations and agreements.

Figure A-40
 Aerial Photographs of Alignments
 Miles City to Ashland



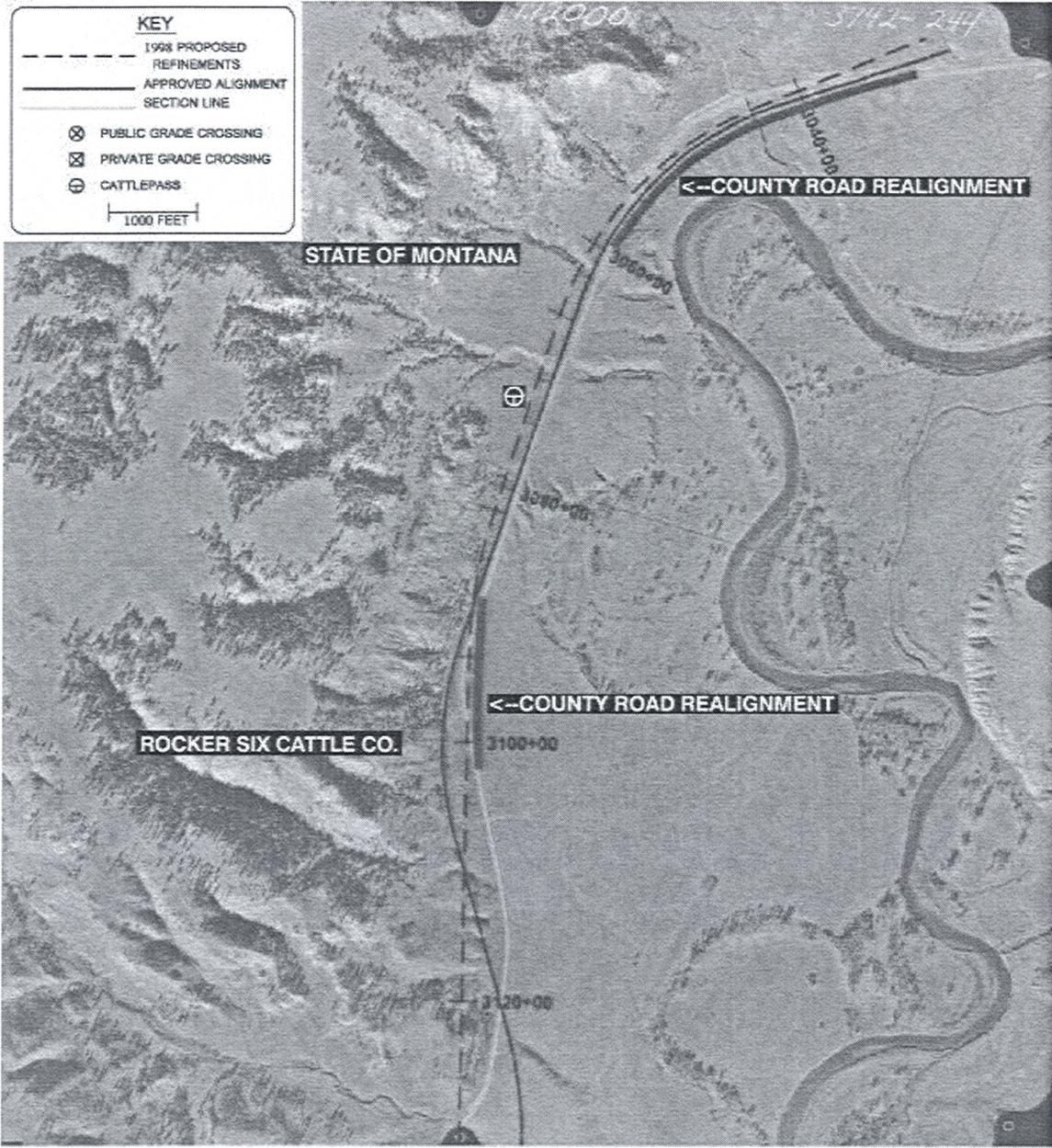
Cattlepass and Private Grade locations are approximated based upon discussions with property owners during the early 1980's and the late 1990's. These locations are subject to change based upon final right-of-way negotiations and agreements

Figure A-41
 Aerial Photographs of Alignments
 Miles City to Ashland



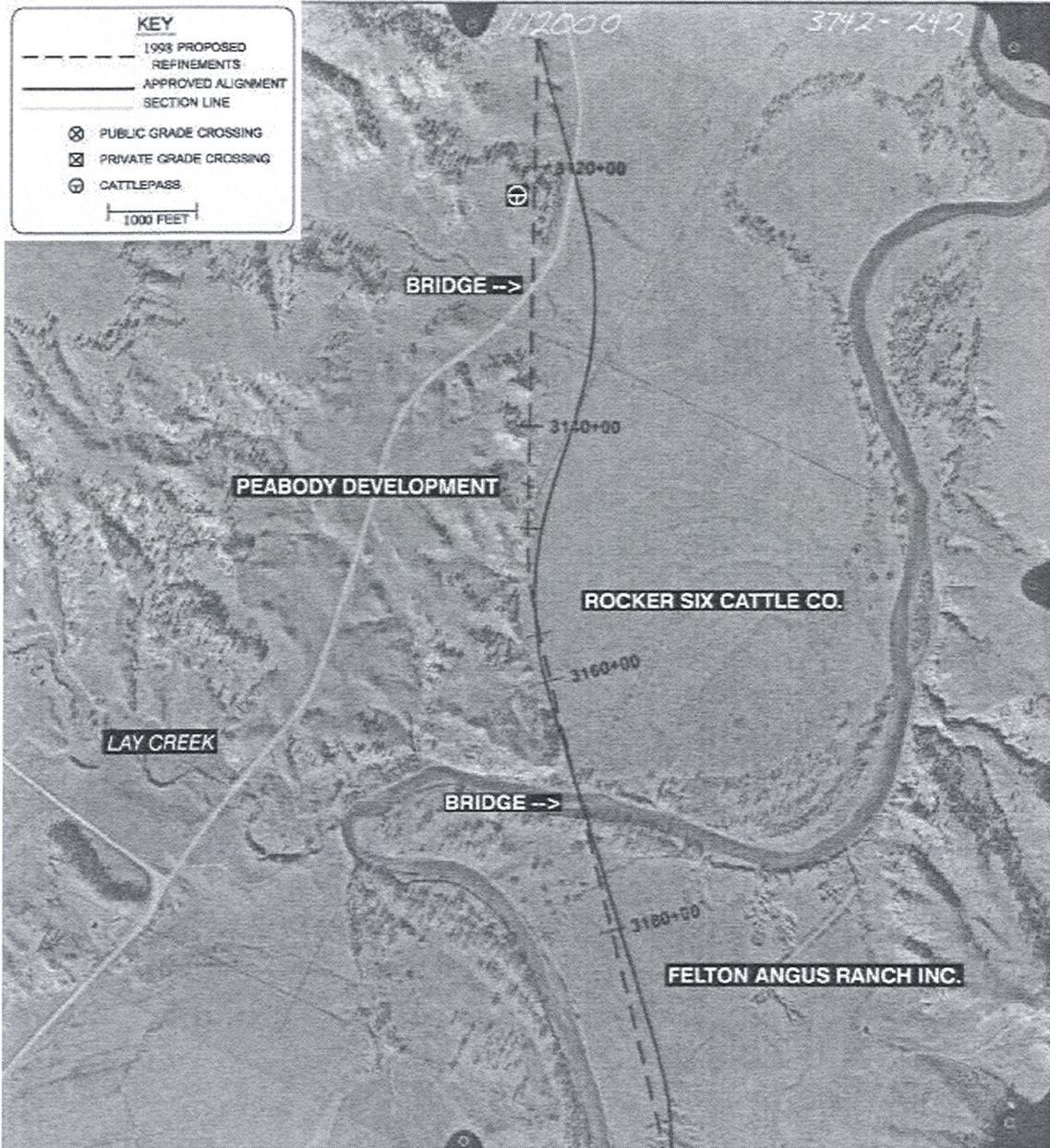
Cattlepass and Private Grade locations are approximated based upon discussions with property owners during the early 1980's and the late 1990's. These locations are subject to change based upon final right-of-way negotiations and agreements

Figure A-42
 Aerial Photographs of Alignments
 Miles City to Ashland



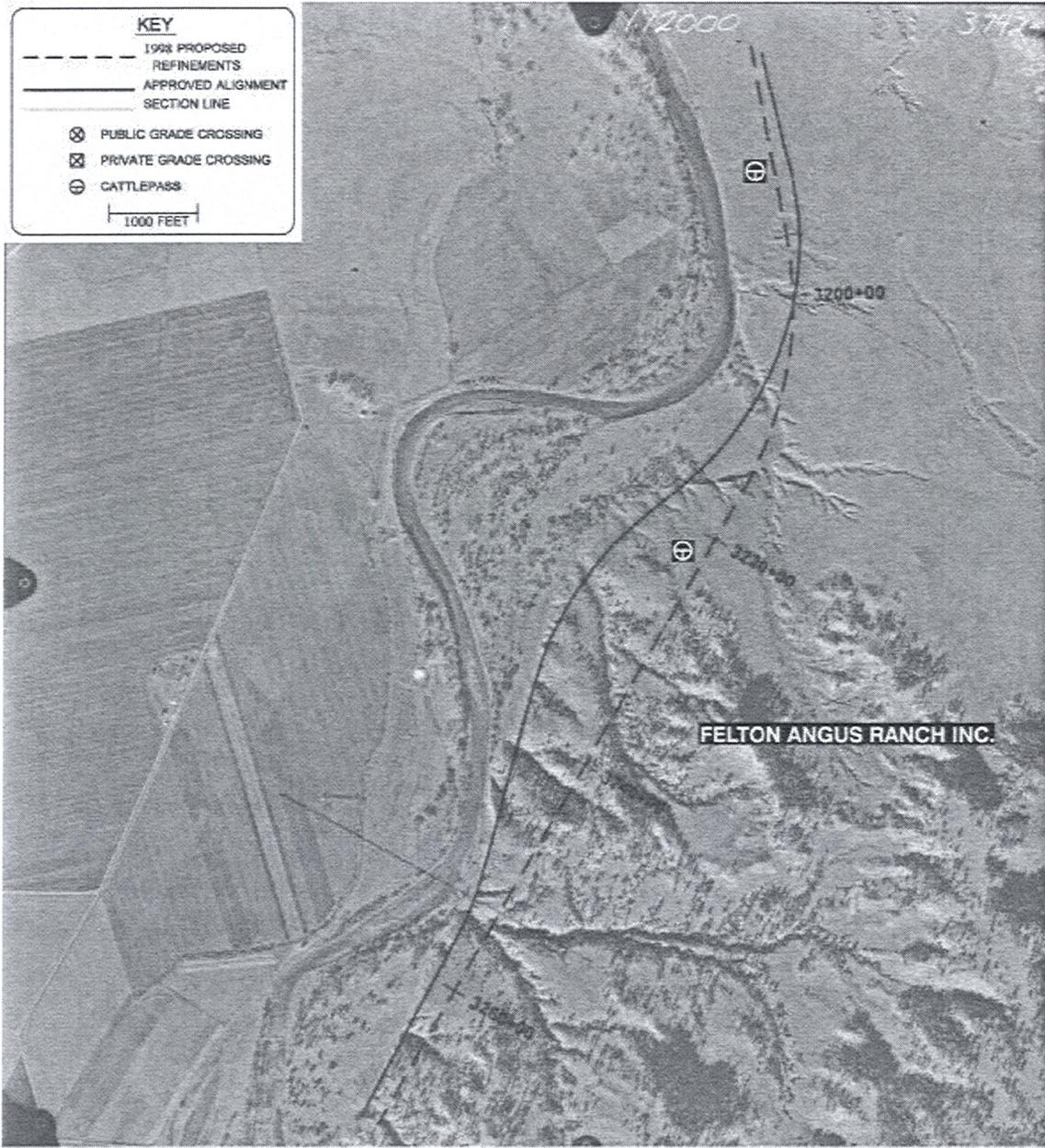
Cattlepass and Private Grade locations are approximated based upon discussions with property owners during the early 1980's and the late 1990's. These locations are subject to change based upon final right-of-way negotiations and agreements

Figure A-43
 Aerial Photographs of Alignments
 Miles City to Ashland



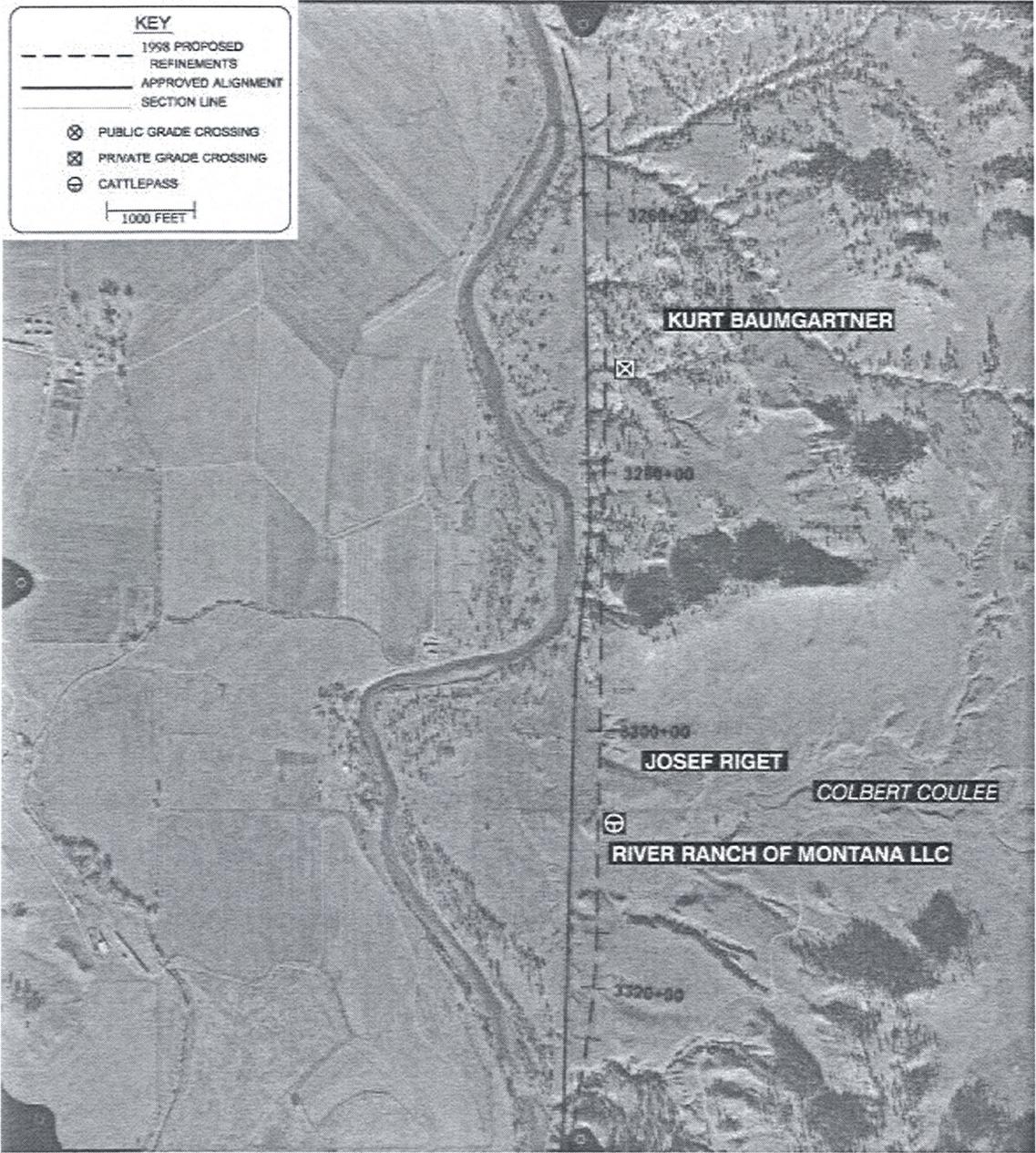
Cattlepass and Private Grade locations are approximated based upon discussions with property owners during the early 1980's and the late 1990's. These locations are subject to change based upon final right-of-way negotiations and agreements

Figure A-44
 Aerial Photographs of Alignments
 Miles City to Ashland



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Figure A-45
 Aerial Photographs of Alignments
 Miles City to Ashland

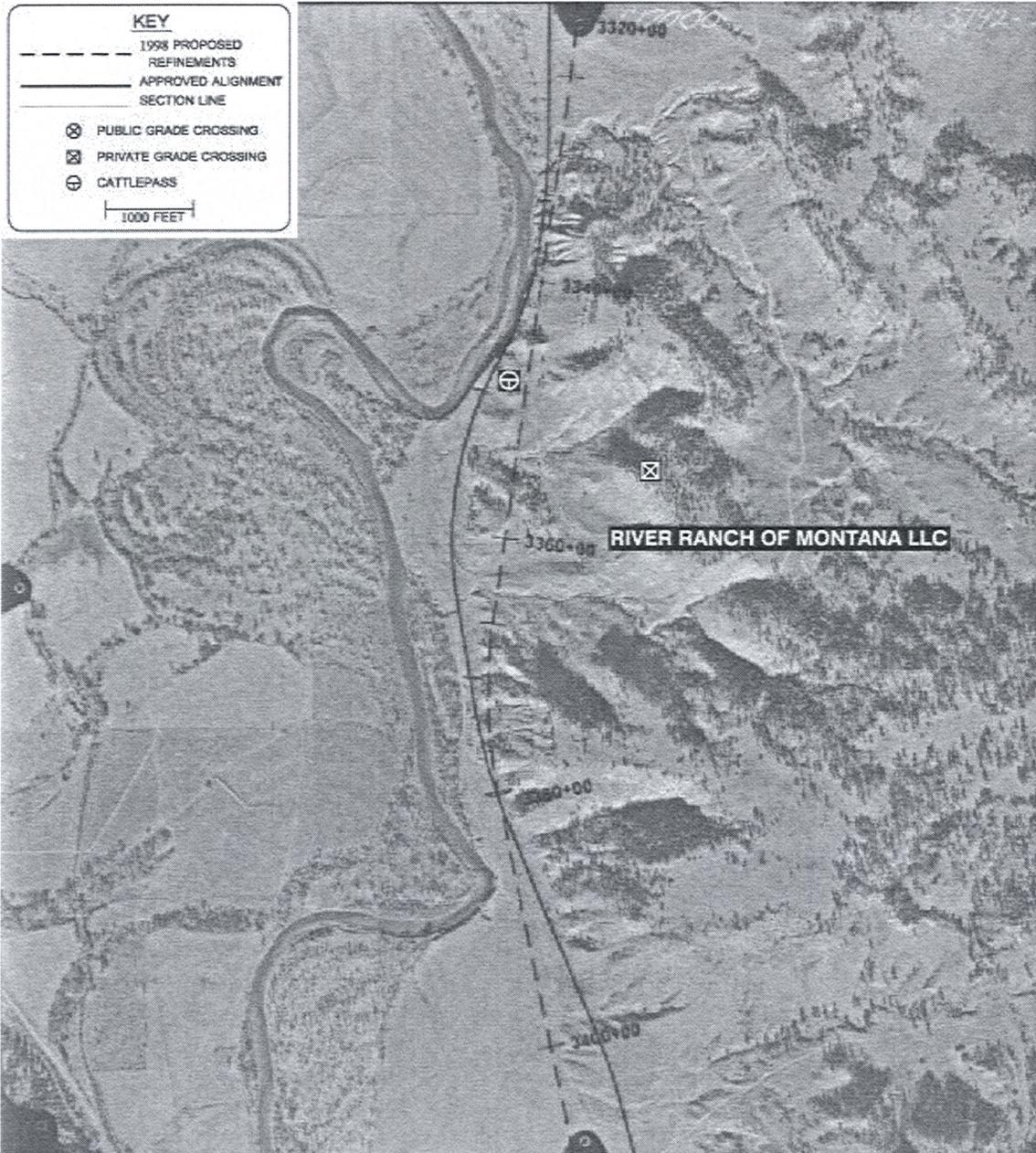


Cattlepass and Private Grade locations are approximated based upon discussions with property owners during the early 1980's and the late 1990's. These locations are subject to change based upon final right-of-way negotiations and agreements

Figure A-46

Aerial Photographs of Alignments

Miles City to Ashland



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Figure A-47

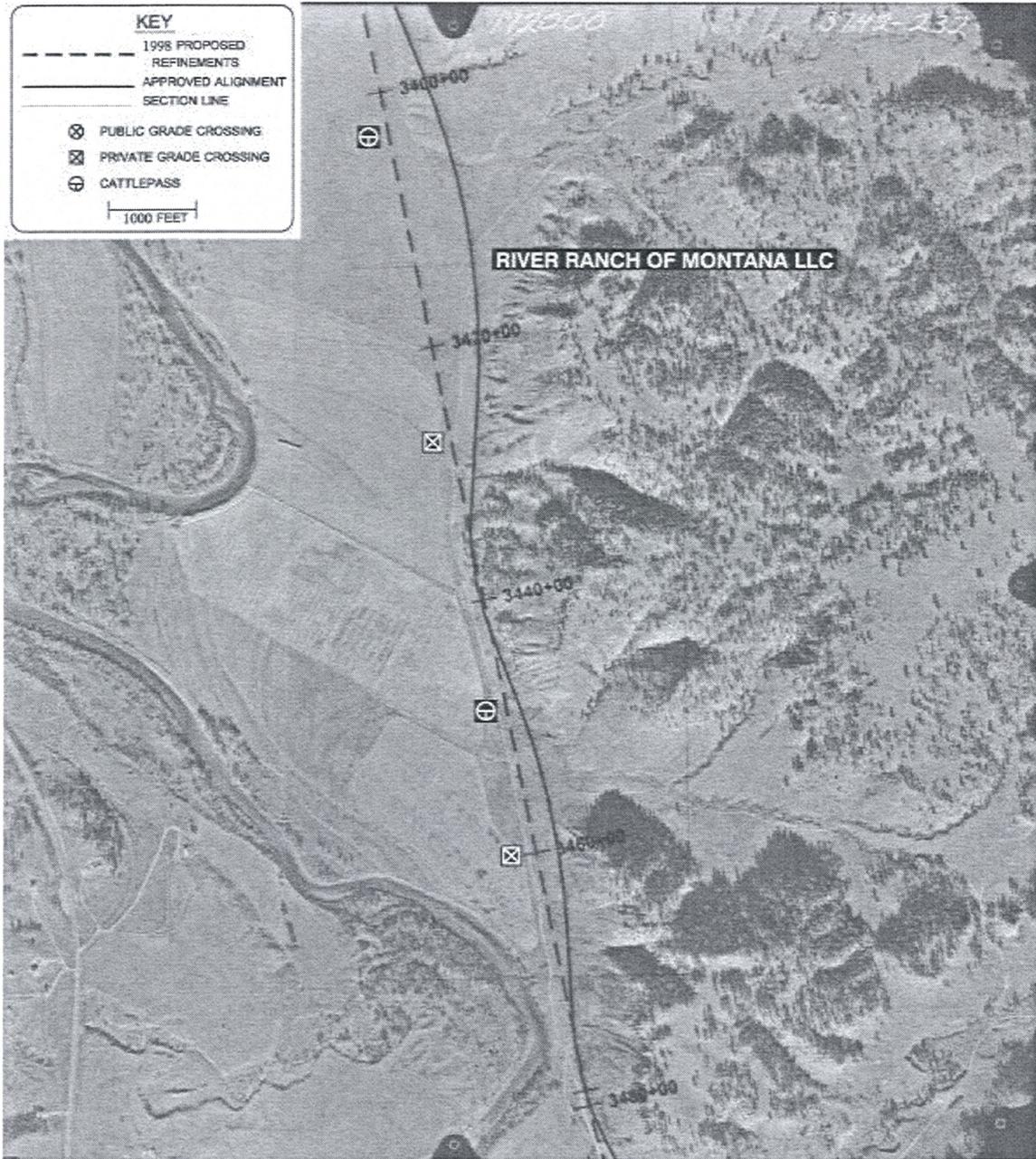
Aerial Photographs of Alignments

Miles City to Ashland

KEY

- 1998 PROPOSED REFINEMENTS
- APPROVED ALIGNMENT SECTION LINE
- ⊗ PUBLIC GRADE CROSSING
- ⊗ PRIVATE GRADE CROSSING
- ⊕ CATTLEPASS

1000 FEET



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Figure A-48

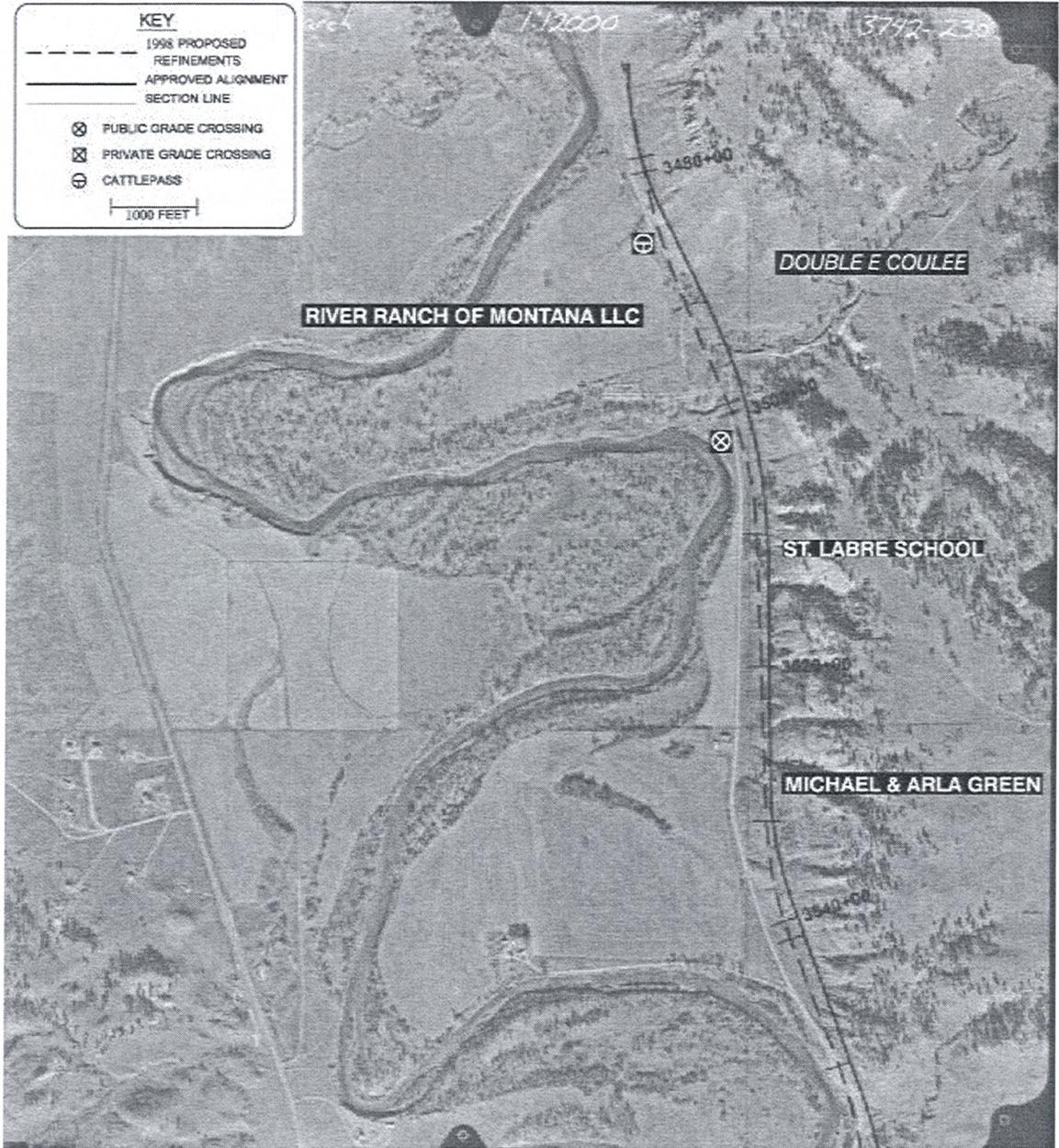
Aerial Photographs of Alignments

Miles City to Ashland

KEY

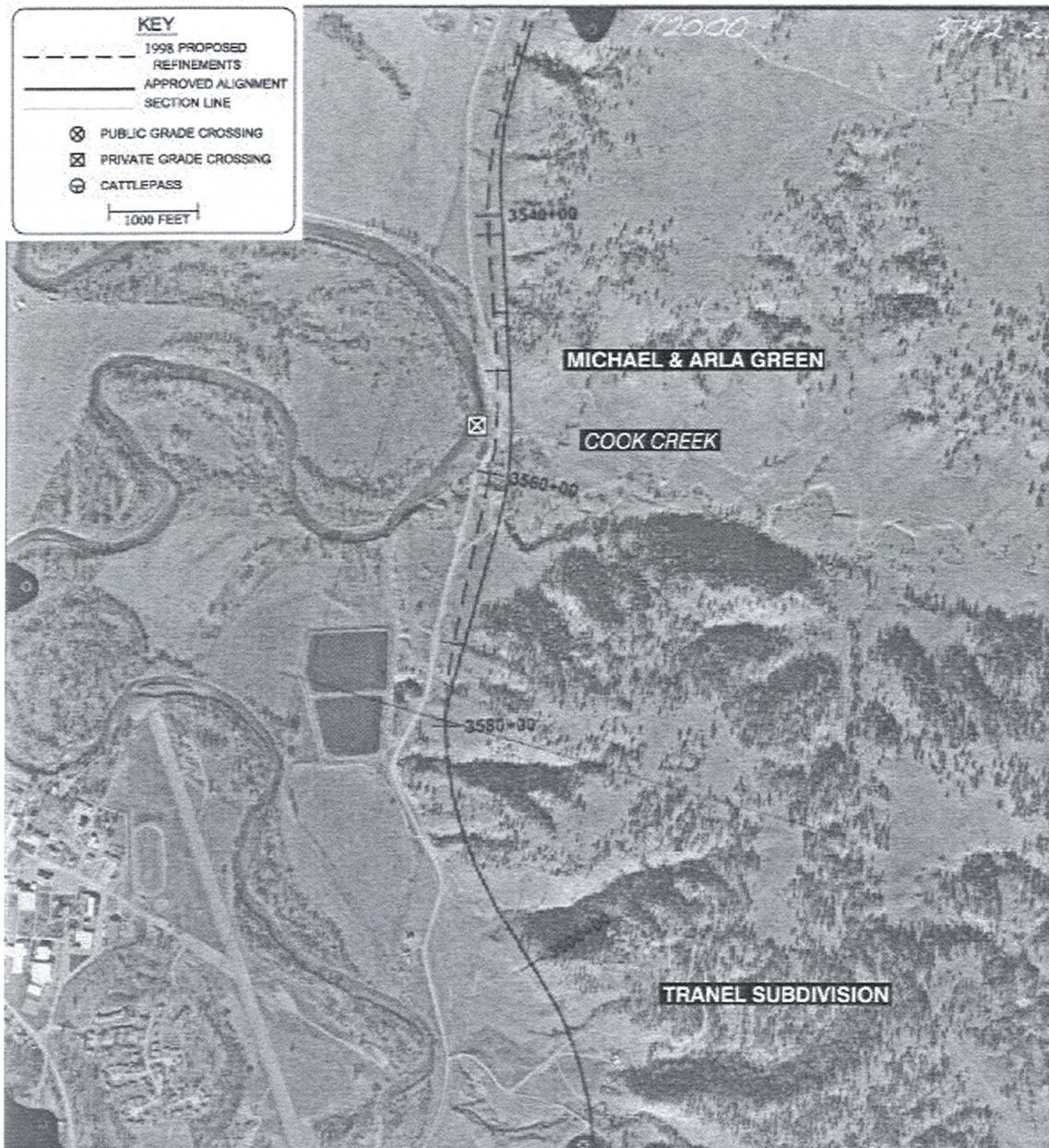
- 1998 PROPOSED REFINEMENTS
- APPROVED ALIGNMENT
- SECTION LINE
- ⊗ PUBLIC GRADE CROSSING
- ⊗ PRIVATE GRADE CROSSING
- ⊕ CATTLEPASS

1000 FEET



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Figure A-49
 Aerial Photographs of Alignments
 Miles City to Ashland

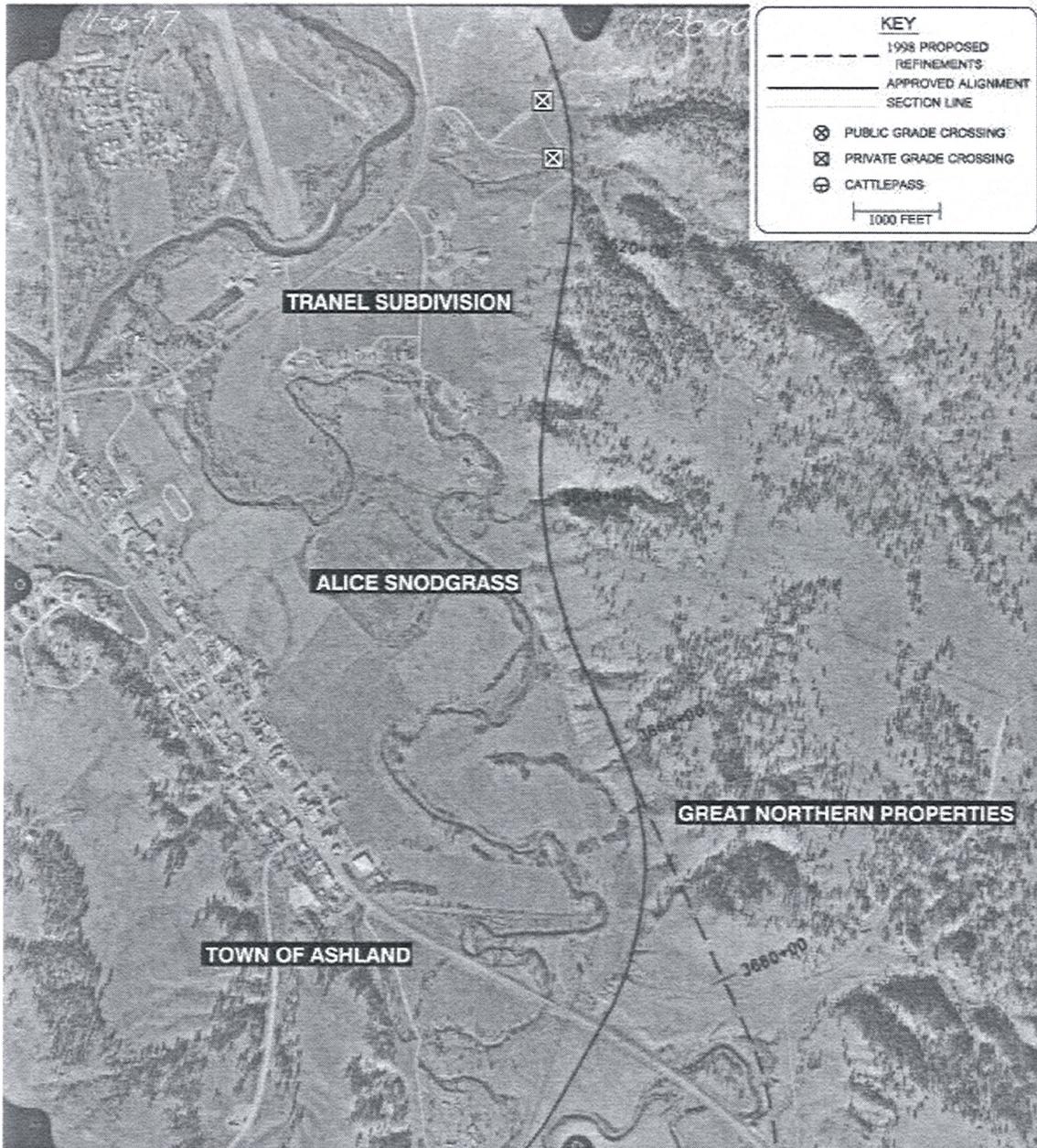


Cattlepass and Private Grade locations are approximated based upon discussions with property owners during the early 1980's and the late 1990's. These locations are subject to change based upon final right-of-way negotiations and agreements

Figure A-50

Aerial Photographs of Alignments

Miles City to Ashland

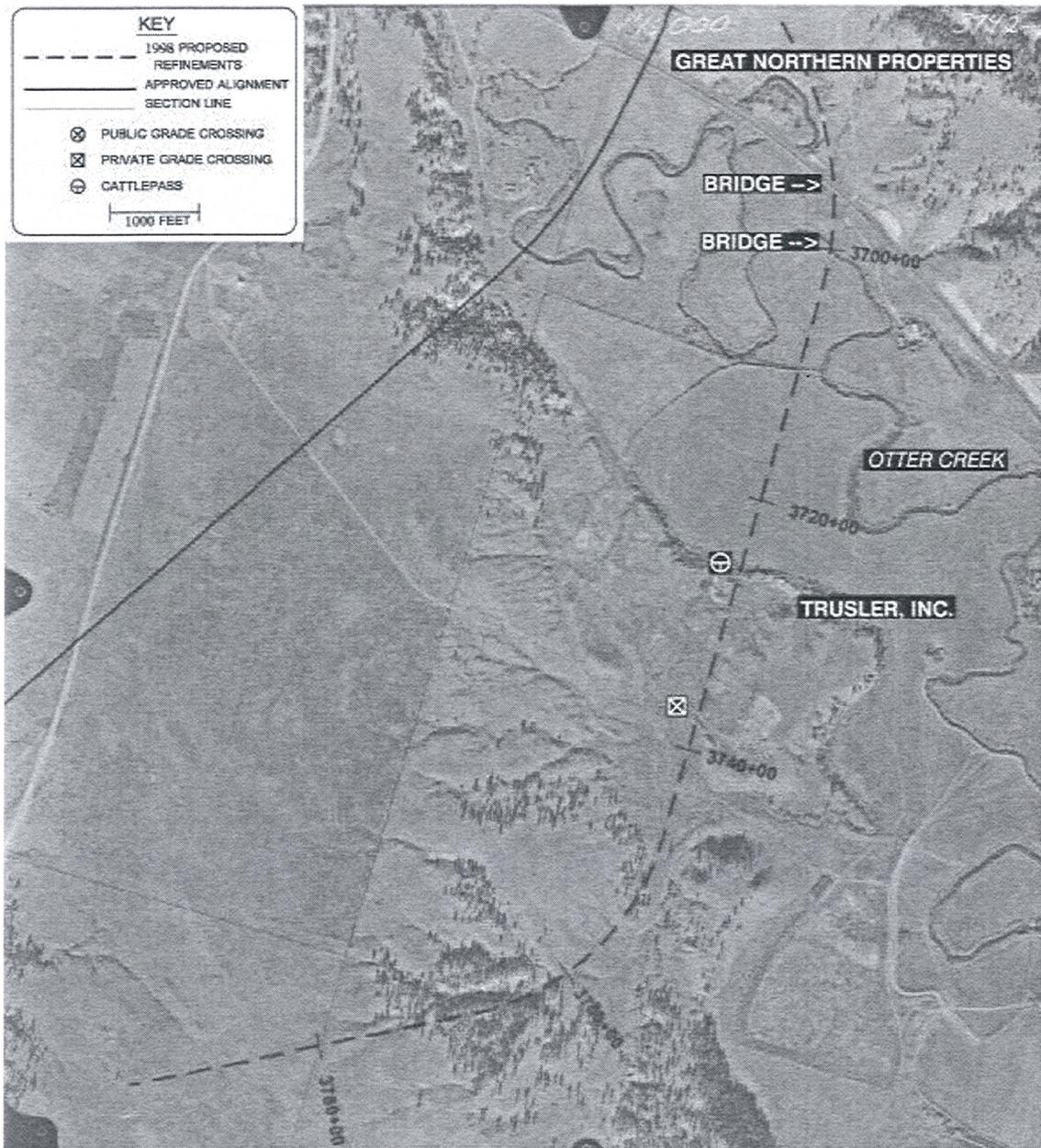


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Figure A-51

Aerial Photographs of Alignments

Miles City to Ashland



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Figure A-52

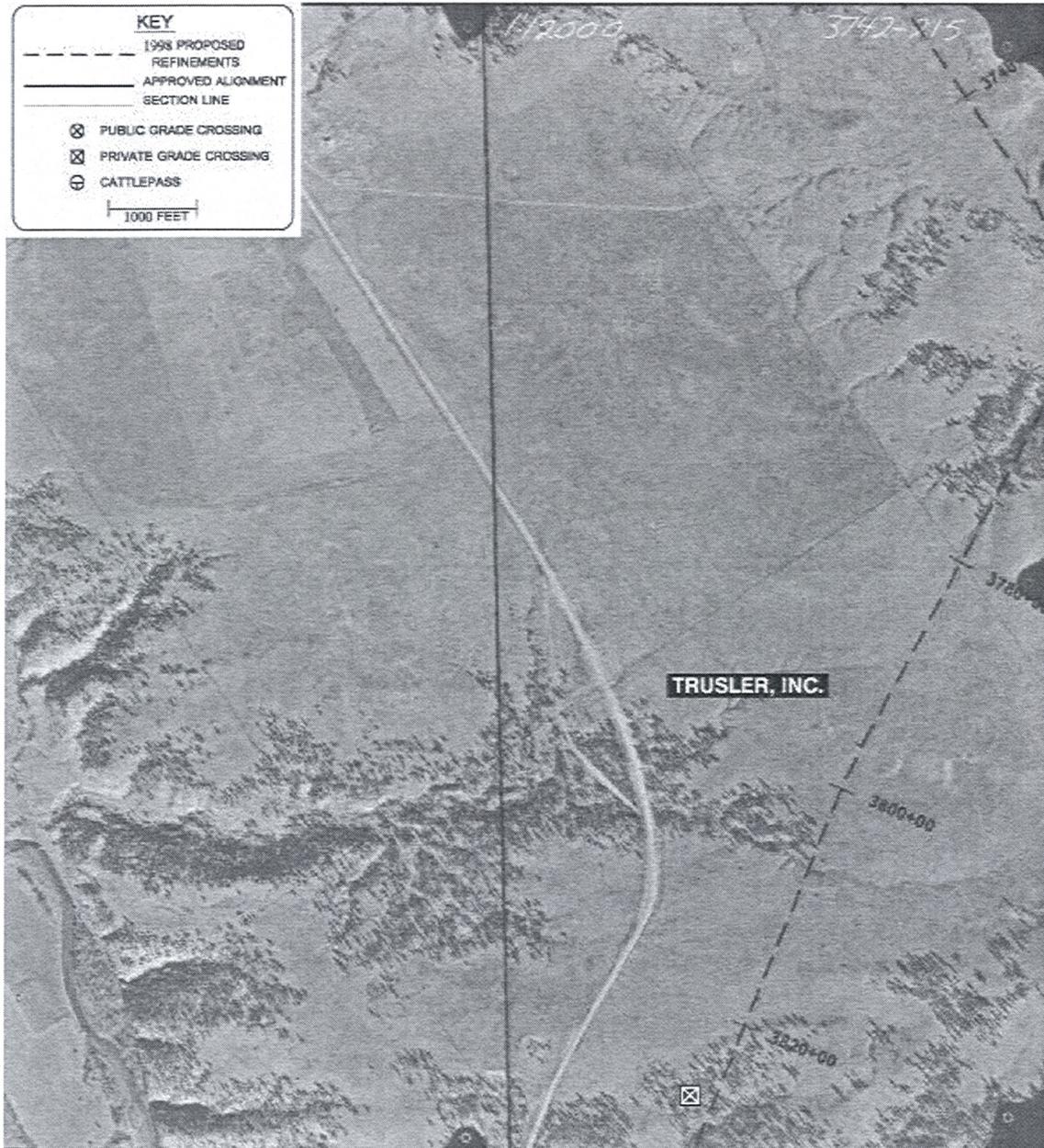
Aerial Photographs of Alignments

Miles City to Ashland

KEY

- - - - - 1998 PROPOSED REFINEMENTS
- APPROVED ALIGNMENT
- SECTION LINE
- ⊗ PUBLIC GRADE CROSSING
- ⊗ PRIVATE GRADE CROSSING
- ⊗ CATTLEPASS

1000 FEET

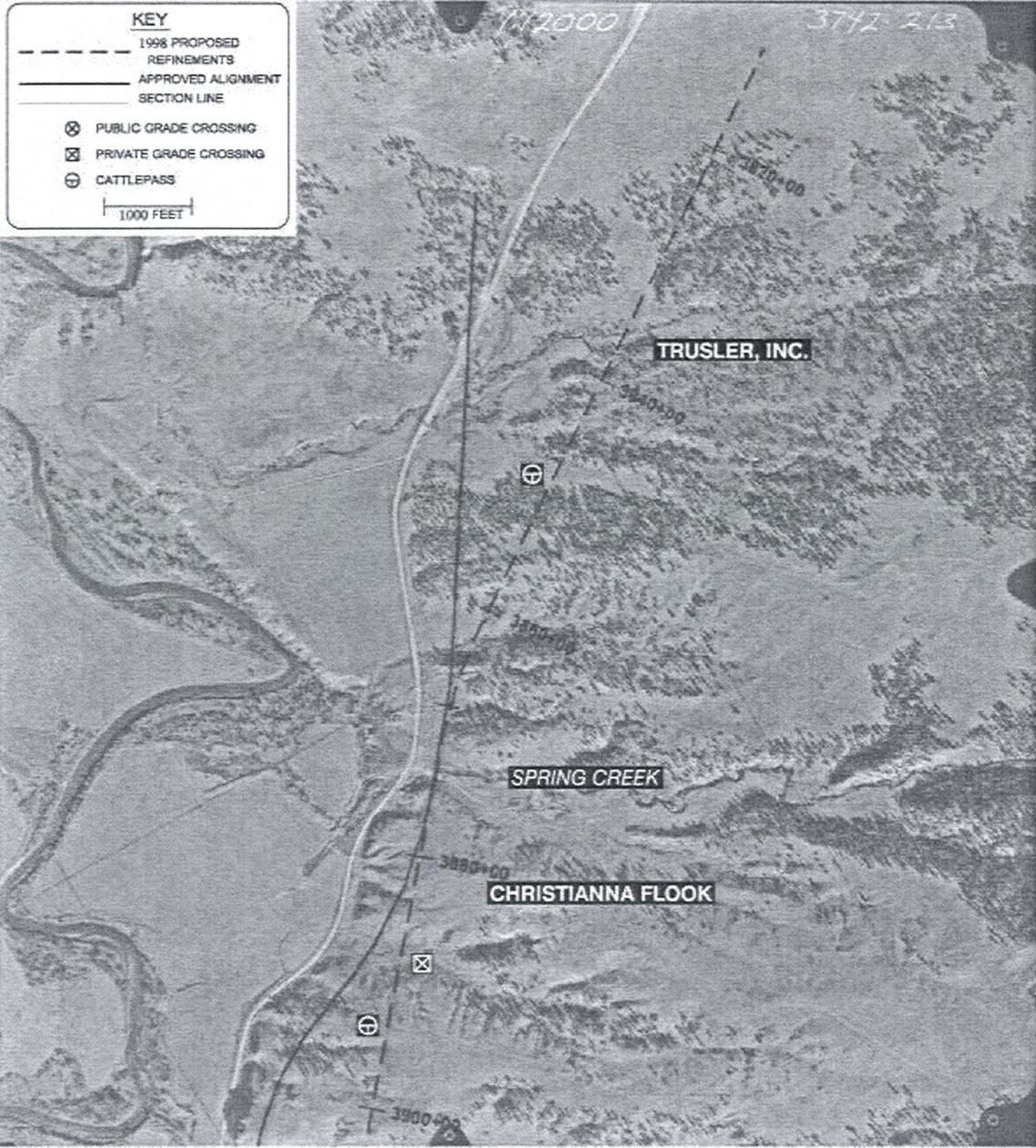


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Figure A-53

Aerial Photographs of Alignments

Miles City to Ashland



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Figure A-54

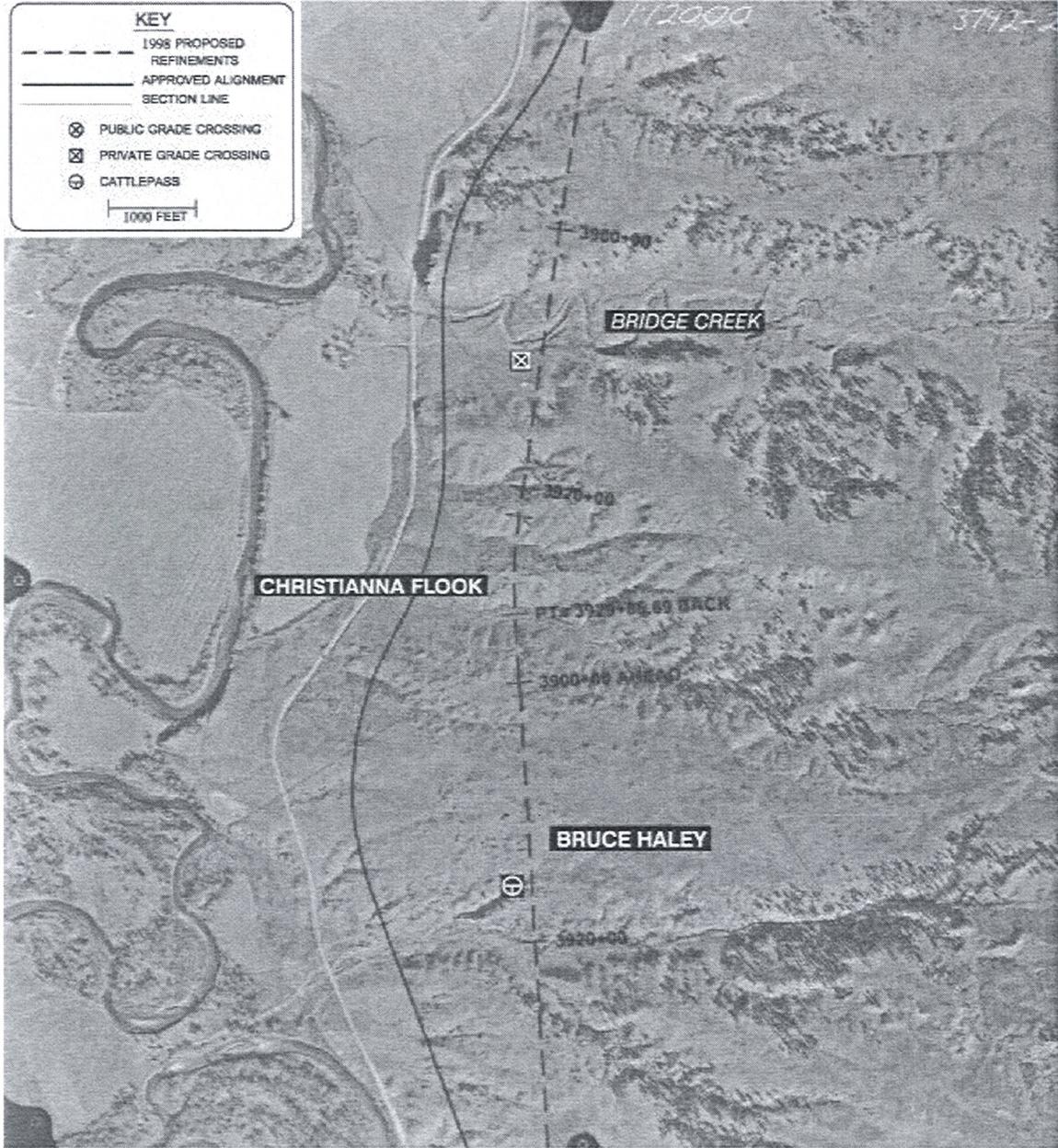
Aerial Photographs of Alignments

Miles City to Ashland

KEY

- 1998 PROPOSED REFINEMENTS
- APPROVED ALIGNMENT
- SECTION LINE
- ⊗ PUBLIC GRADE CROSSING
- ⊠ PRIVATE GRADE CROSSING
- ⊕ CATTLEPASS

1000 FEET

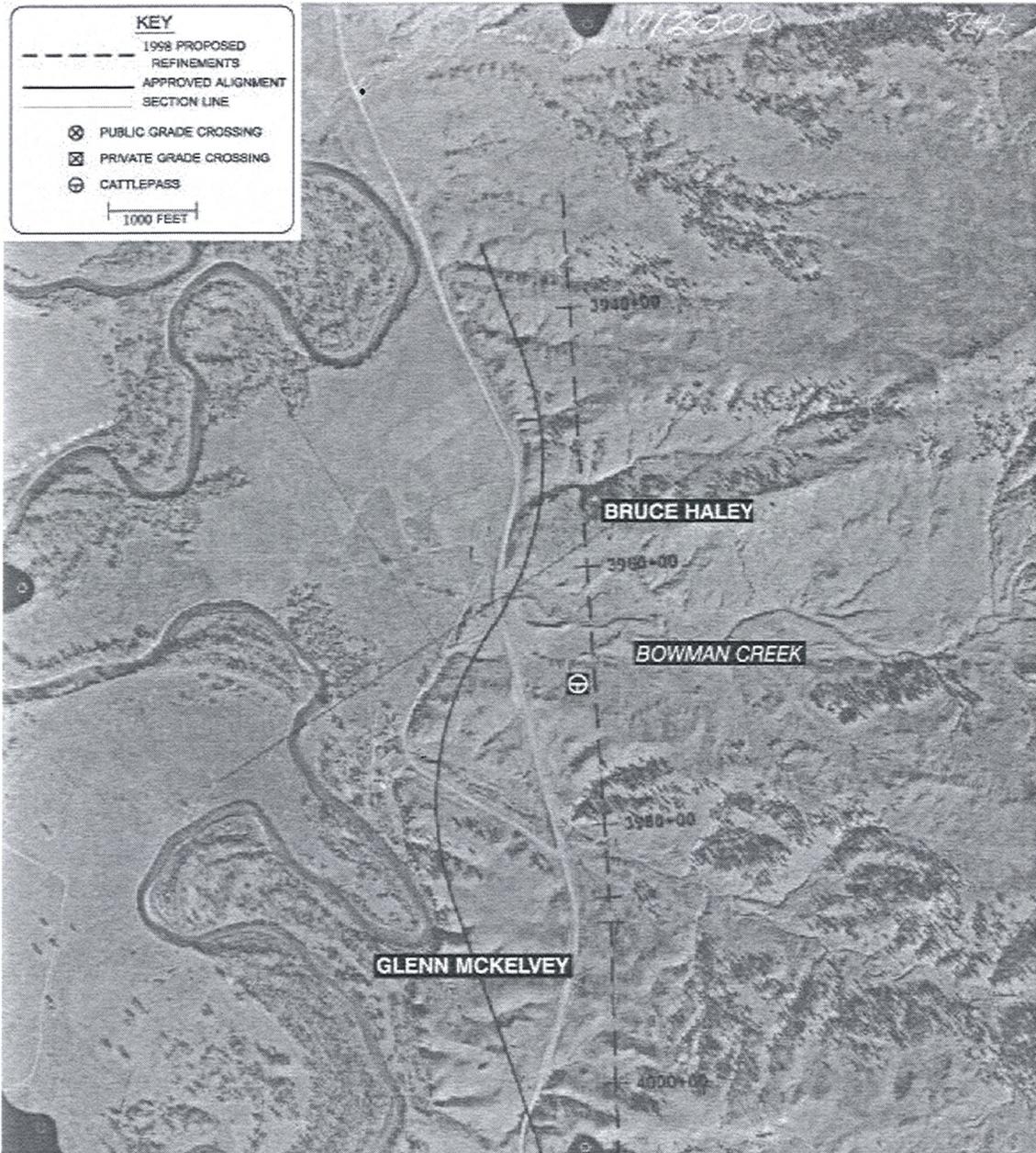


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Figure A-55

Aerial Photographs of Alignments

Miles City to Ashland

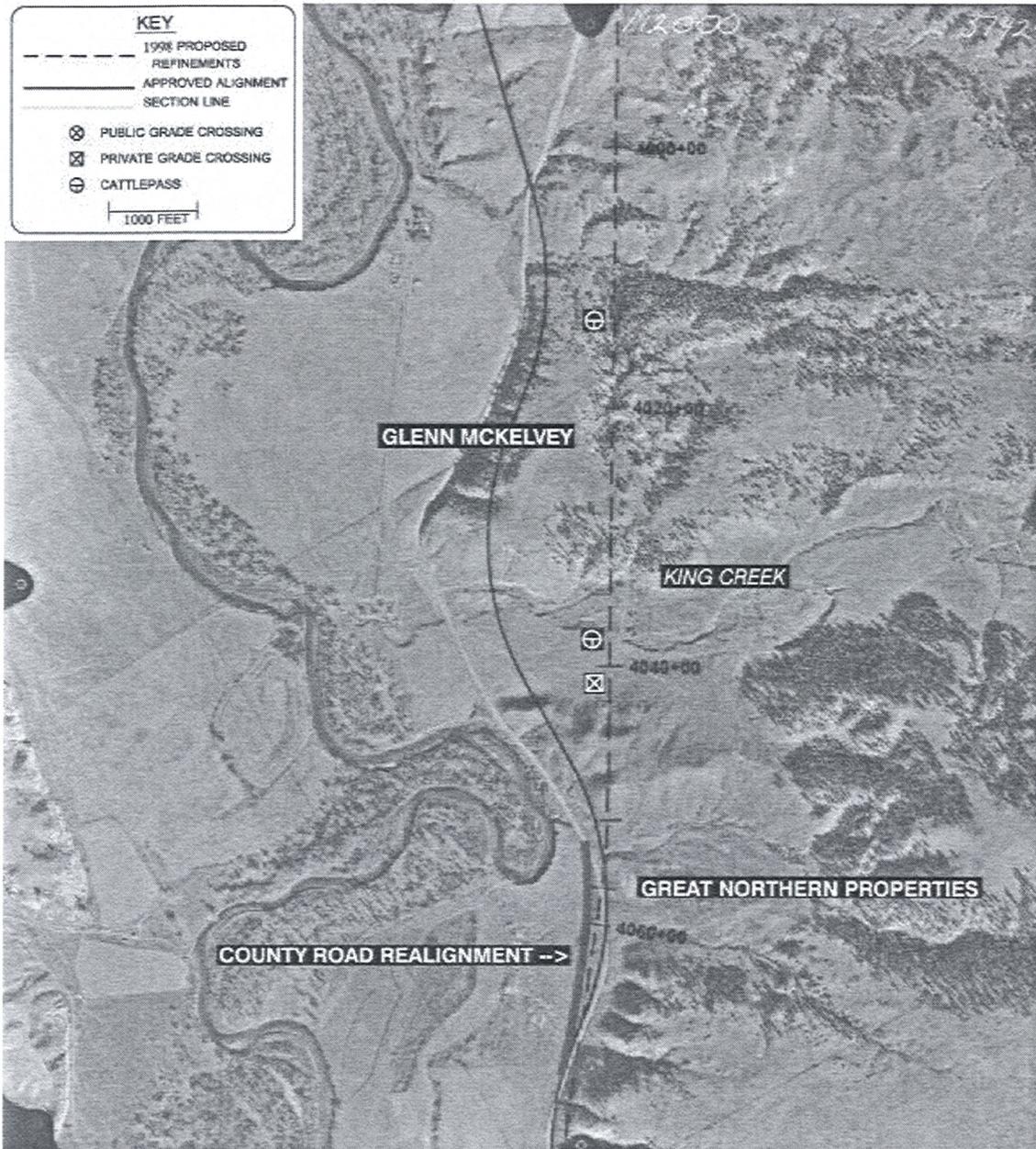


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Figure A-56

Aerial Photographs of Alignments

Miles City to Ashland

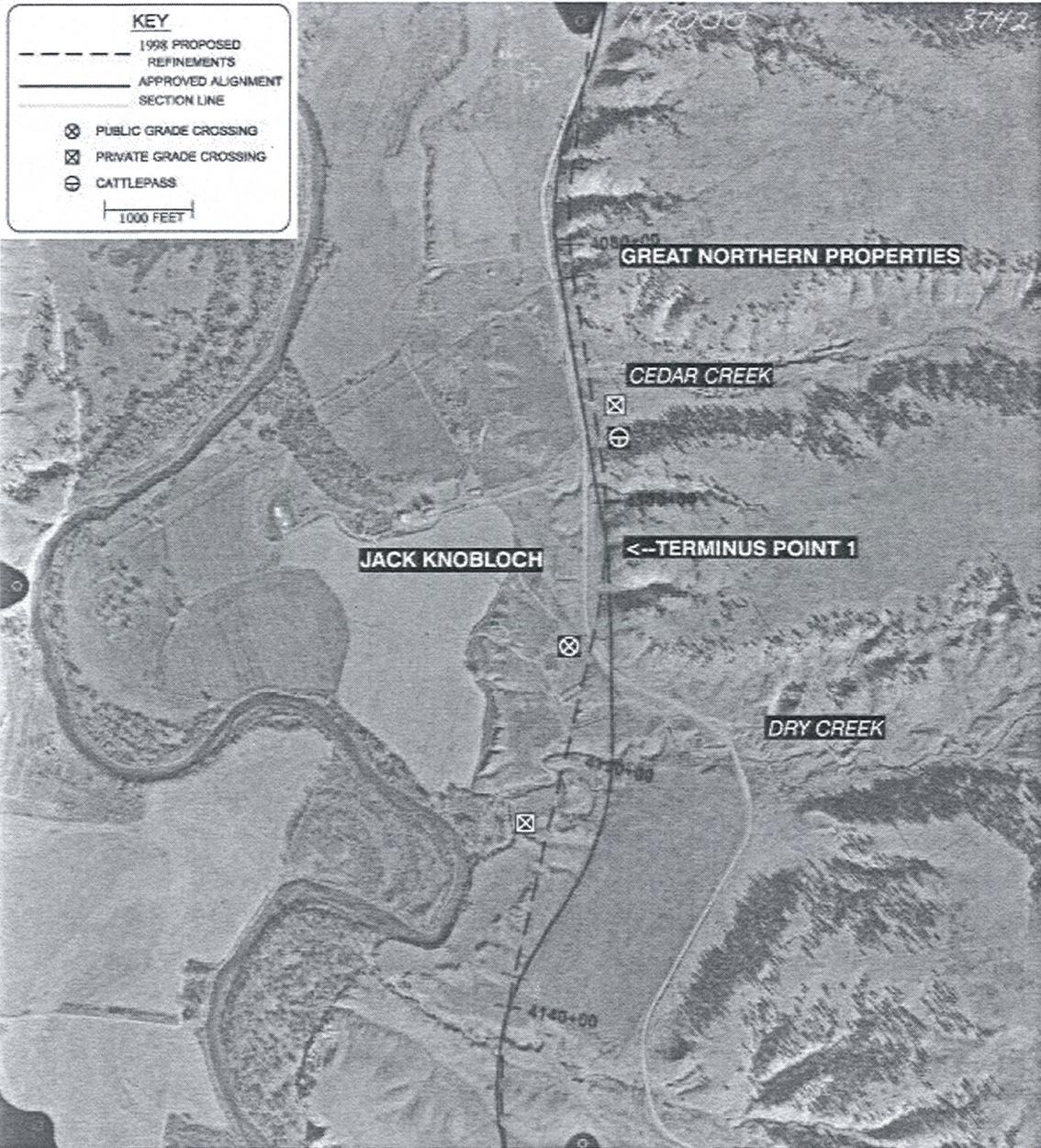


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Figure A-57

Aerial Photographs of Alignments

Miles City to Ashland



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Figure A-58

Aerial Photographs of Alignments

Miles City to Ashland