





LS&M 2020 - A Clear Vision for our Future Celebrating our Past

STATEMENT OF CONFIDENTIALITY





THIS BUSINESS PLAN CONTAINS CONFIDENTIAL INFORMATION REGARDING The Lake Superior & Mississippi Railroad Company, and, the reader acknowledges and agrees that any breach under this confidentiality statement would cause irreparable damage to the business interests of the Lake Superior & Mississippi Railroad Company. Accordingly, the recipient of this business plan will cause its directors, officers, employees, representatives and affiliates to use this business plan only to evaluate the Lake Superior & Mississippi Railroad as a business enterprise and for no other purpose, will not divulge any such information to any other party and shall return this business plan to the Lake Superior & Mississippi Railroad Company immediately upon request.

This business plan has been prepared to represent the current plans of management of the Lake Superior & Mississippi Railroad Company for discussion purposes only.

Statement of Confidentiality

2

LAKE SUPERIOR & MISSISSIPPI RAILROAD
BRINGING RAILROAD HISTORY
TO FUTURE GENERATIONS

TABLE OF CONTENTS

STATEMENT OF CONFIDENTIALITY	2
TABLE OF CONTENTS	3
MISSION STATEMENT	4
COMPANY HISTORY	5
EXECUTIVE SUMMARY	6
CONTACT INFORMATION	9
ORGANIZATIONAL STRUCTURE	11
ROUTE OF THE LS&M	12
CONTRIBUTIONS TO THE COMMUNITY	13
OUR PEOPLE 36 YEARS OF VOLUNTEERS	14
DEVELOPMENTAL TIMELINE	15
PASSENGER TRAIN OPERATIONS	17
REGIONAL COMPETITION	22
HISTORY OF THE LS&M	24
A RIDE ALONG THE LINE	25
MANAGEMENT OF OPERATIONS	27
CONSULTANT BIOGRAPHIES	32
INSURANCE INFORMATION	33
MARKET OVERVIEW	34
TOURISM INDUSTRY GROWTH	35
TOTAL AVAILABLE LOCAL MARKET	37
MARKETING PLAN	38
BROCHURES FROM PAST YEARS	40
MOTIVE POWER AND ROLLING STOCK	42

MAINTENANCE OF WAY EQUIPMENT	43
TRACK MAINTENANCE PROGRAM	45
OPERATION DURING CLEANUP	46
REQUIRED FACILITIES	47
PERSONNEL	49
LETTERS OF SUPPORT	53
SUNDAY OPINION	56
IN THE NEWS	59
FINANCIAL RESOURCES	68
OPERATING PROFORMA	69



TABLE OF CONTENTS





MISSION STATEMENT

LAKE SUPERIOR & MISSISSIPPI RAILROAD MISSION STATEMENT

The Lake Superior & Mississippi Railroad (LS&M) is incorporated as a nonprofit 501(c)3. We are an all volunteer passenger railroad dedicated to the preservation of railroad history and restoration of railroad artifacts.

The original LS&M built the first railroad in to Duluth in the 1870's. The current LS&M preserves 5.2 miles of that original railroad right-of-way. The LS&M operates vintage railroad equipment to let passengers experience rail transportation as it was in the early to middle 19th century. The LS&M is committed to providing the public with a historical and educational railroad experience.

All revenues generated from passenger fares and donations are used for restoration, maintenance and operation.



Mission Statement







COMPANY HISTORY



The original Lake Superior & Mississippi Railroad was the first railroad into Duluth. After several years of surveying, preparation and laying track, the first train traveling from St. Paul arrived in Duluth at 11:30 PM, August 1, 1870.

The advent of this rail link was considered the most important event in the history of the state of Minnesota, as well as in the railroad development of the country. The 154 miles of track connected the head of navigation on Lake Superior with the head of navigation on the Mississippi River. This opened up a viable means to transport goods to Lake Superior for shipping to Eastern markets.

The section of track from Thomson to Fond du Lac, known as the skally line followed the St. Louis River through Jay Cooke Park. This portion of the original track had uneven terrain, a steep and long (nine mile) grade and high wooden trestles. These trestles were difficult to maintain and posed a fire threat due to the wood burning locomotives of the day. The Duluth Short Line Railway built an alternate route into Duluth in 1888 largely following the current Munger Trail eliminating the dangers of the skally line.



The LS&M became the St. Paul & Duluth Railway and later a part of the Northern Pacific Railway which con-

structed railroad to the West bringing transcontinental shipment of goods to Duluth.

The present Lake Superior & Mississippi Railroad was originated in 1980 by a group of vol-



unteers from the Lake Superior Transportation Club, taking the name of Duluth's first railroad and using a portion of the original track along the St. Louis River for the current tourist excursion train.







EXECUTIVE SUMMARY

The Lake Superior and Mississippi Railroad has provided tens of thousands of visitors and residents alike with a high quality family oriented way to experience the scenic beauty of the St. Louis River corridor for the past 36 years. This all volunteer effort has taken an abandoned railroad corridor and made it something special. This has been done without the need for massive government investment and continued quietly for nearly 4 decades.

The Lake Superior and Mississippi Railroad's dedicated group of volunteers have continued their work through a number of difficult situations and the railroad continues to thrive today. The railroad has continued to do well even with the introduction of other heritage railroads such as the North Shore Scenic Railroad here in Duluth and the Wisconsin Great Northern Railroad in Trego, Wisconsin. We have endured the loss of a season due to the great flood of 2012, we have relocated our operation from the far reaches of the community and we have weathered serious economic downturns. We continue to work hard to improve our operations and are very excited

with the prospects for our future as we build a great new attraction following the U.S. Steel environmental clean-up.

The long process of examining our future and our place in the future of our community of western Duluth has given us reason to be optimistic about that very future. We believe that the plan presented herein will afford both residents and visitors the opportunity to increase their understanding of our West Duluth history, the story of identification of our faults as a society and the resilience of the people in meeting the challenge of our environmental cleanup. We have an exciting plan for our future and look forward to articulating our vision for the future of the Lake Superior and Mississippi Railroad.

This business plan will lay out a multi-phase development of a major new attraction for West Duluth. One which combines the telling of our historical story, one which shares the story of caring about our environmental future and one which allows us to share the beauty of the

St. Louis River corridor with those that may not be able to access the river in other ways.

Special events will help add to our railroad's bottom line. Duluth is home to numerous festivals. We will work with festival organizers to package a round trip train ticket with other festival offerings, food and beverage and possibly even lodging.

Marketing will be a key component of the railroads future. We will look to expand our reach and put together special opportunities to work with our neighbors to tell the story of West Duluth.

Longer range visions are already being discussed. That will include expansion in services, including the types of equipment and amenities we offer to



EXECUTIVE SUMMARY



keep up with the expectations of an ever changing public. An aggressive and creative developmental plan will be vital in the long term financial viability of our railroad.

Our Company's management has many years of experience in passenger and freight railroad business and will utilize those combined talents to maximize our opportunities as we move through the cleanup phase and accelerate once the cleanup is completed.

To best develop a strong and viable company we will develop the Company's vision in phases. We will develop our core railroad to maximize our profitability in the shortest period of time. We will hold in reserve vital capital till to give us a jump start on the next phase of our plan. We will also train our people and build confidence within the community and the industry. We will not enter into a new phase of operation until we have successfully completed the phase being operated. Lake Superior and Mississippi Railroad management believes strongly that we must learn to walk before we attempt to run.

Our plan for the future of the Lake Superior and Mississippi Railroad can be broken down into six phases spread out over the next decade.

Phase One / Rebuild of Accessible RPO Car



The first phase of our LS&M 2020 project is to rebuild our RPO car into a fully accessible passenger carrying car. This will include installation of a wheel chair accessible restroom onboard and installation of moveable furniture and larger windows to give our wheel chair bound guests a great view of the river. This project will also require the acquisition of a wheel chair lift for our Zoo Station, improvements to the platform boarding area and designation of handicapped parking directly adjacent to the boarding area.

Galantin Rockett

Phase Two / Development of Zoo Station

Phase two is the most significant phase in the future of the Lake Superior and Mississippi Railroad. This phase calls for the construction of a multipurpose new station facility on our property across from the Zoo. The new facility will not only be a train station with ticket office, waiting room, restrooms, gift shop, snack bar, a regional visitors center and a gallery dedicated to telling the story of the Duluth Works complete with a large Diorama of the plant and surrounding area. The gallery will have a video area that will present a short program about the cleanup of the river.

Phase Three / Acquisition of a Self Propelled Railcar

Our next exciting phase will allow us to operate additional frequencies and will allow us to operate for small groups on a charter basis. A single self propelled railcar is very cost effective and can be operated with only two crew members which will allow us to provide more service without stressing our volunteer core.

Phase Four / Development of New Duluth Station

Phase Four will be the establishment of a new passenger station and covered picnic pavilion in a specific location to be determined. The facility will have restroom facilities, wheel chair lift, food preparation facilities, a large covered pavilion with picnic tables and a stage area. This facility will form the destination of many special events trains such as a Hobo Train, Barbeque Train and New Duluth Music Train that will be highlighted later in the plan.



By working together we will be able to move past the impending cleanup and have a bright future in West Duluth!

All Aboard!





RANGE PLANS

Acquisition of a First Class Car

It will now be time to add additional capacity to our train in the form of a first class car. This type of car will offer our guests amenities such as air conditioning and plush lounge furniture. The interior of this type of car typically seats half as many patrons as a normal coach and allows us to provide a much more personalized service. Services in a first class lounge will often include some type of complimentary food and beverage service.

The Lake Superior and Mississippi Railroad Board and volunteer members are committed to taking a leadership role in the future of our community here in West Duluth! We have outlined a broad vision for the future of a major new attraction on our end of town, one that pays homage to our history, highlights our present struggles and allows us for move forward and celebrate our past.

"The LS&M offers a unique opportunity to establish a multi-modal shuttle system along the river whereby users can take the train one direction and then kayak, bike or walk the adjacent trail back."







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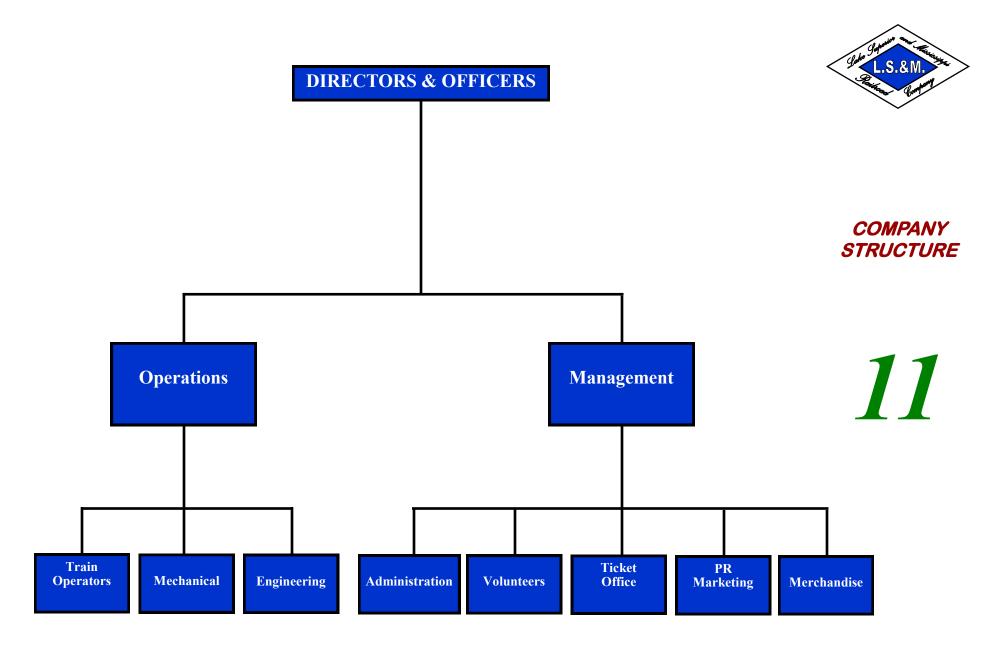


"The most valuable asset any company has are its'
volunteers"

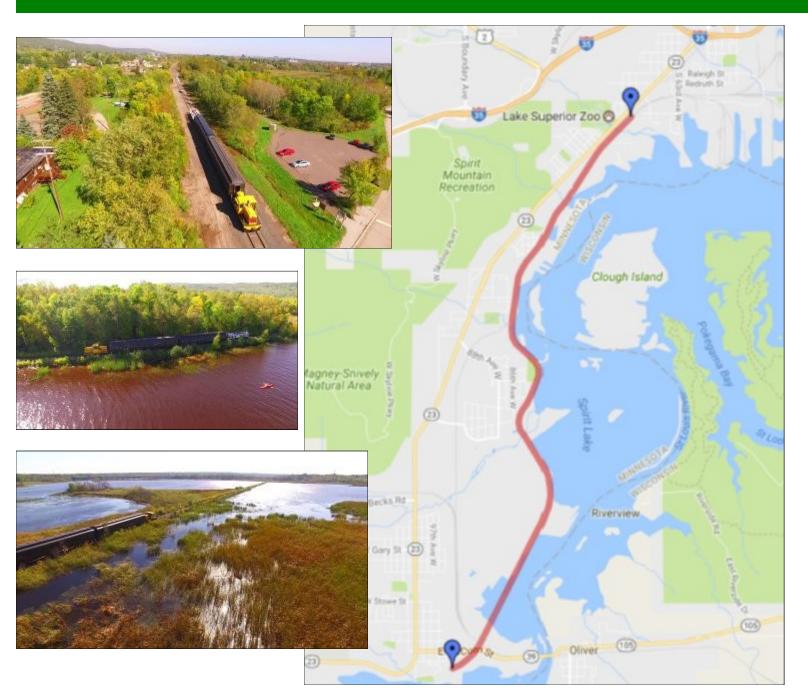


CONTACT INFORMATION

ORGANIZATIONAL STRUCTURE



ROUTE OF THE LAKE SUPERIOR & MISSISSIPPI RAILROAD





OUR ROUTE

CONTRIBUTIONS TO THE COMMUNITY AND REGION

The Lake Superior & Mississippi Railroad is a western Duluth, City of Duluth and regional asset! We are a part of western Duluth's history that keeps it alive today through its very existence. The benefit it has today for our community is bountiful and rich with community opportunities. Yes it fits well for the tourist industry yet the benefits it brings the community one could argue is ten fold that of tourism.

Citizens from the eastern side of Duluth come out to the western side of town to share a ride on the train with visitors which helps to break down the long lasting misperception that we are still a polluted, blue collar, working class only part of town. Our train and volunteers showcase all the work and money the taxpayers, volunteers and agencies have worked so hard to clean up from the past industrial use of the river estuary.

This organization has preserved the first railroad into Duluth and the experience from the very beginning back in 1870. When you ride our train you are traveling on a living museum. The area has yet to be overdeveloped so you see what the early travelers to Duluth would have seen. This is a very unique experience.

The narration provided on the train speaks to the history of Duluth's beginnings and beyond. We have narrators that share their unique knowledge of the area. You can learn about Native Americans, early European settlers, French Voyageurs, fur trading, logging, stone quarries, US Steel factory, ship building in Riverside, flora and fauna, the historic company town of Morgan Park, the development of the industrial era of Duluth's western side of town and so much more.

One narration is of the Native American Legend of Spirit Lake. We are one of if not the only tourist attraction in Duluth that talks about our Native American history. The City of Duluth recognizes the rich history of the Native American culture that includes the Ojibwe culture that we have been discussing with our passengers for 36 years. The Ojibwe people have been quiet citizens of the area and are now just finding a voice in our community. We are proud that we help tell a small part of their story.

As an outreach, we intend to distribute 600 free tickets to West Duluth Organizations such as Boys and Girls Clubs, Salvation Army and Community Clubs. In addition we will continue to work with the library reader program.

We provide charter services for organizations. They use our service for education, fundraising, to bring their clients out to see the natural resources via our train that makes for a unique experience. Some of these groups include the elderly and handicapped that otherwise could not see the area and are not capable of using a trail or boat.

The other less obvious community benefits are the value our volunteer organization brings to the community. We offer skills training in all aspects of railroading from track design and maintenance to customer relations. We maintain our own tracks so you learn all about that as well as mechanical and organization skills. Learning leadership skills by working with a wide variety of people young and old from many walks of life through being involved on our committees to support the organization. These volunteers can and do become community leaders.

To sum up the value this organization does for our community and region: The Lake Superior & Mississippi Railroad provides opportunities for people to grow, be involved and engaged, do physical activities, learn more about where they live and most of all the chance to work and play with a diverse group of people.



Project Benefits

OUR PEOPLE - 36 YEARS OF VOLUNTEERING





OUR PEOPLE

DEVELOPMENTAL TIME LINE

As mentioned previously, the project's scope will be developed over several years. What follows is a rough timeline of the project.

Our plan for the future of the Lake Superior and Mississippi Railroad can be broken down into six phases spread out over the next decade.

Phase One 2017-2019/ Rebuild of Accessible RPO Car The first phase of our LS&M 2020 project is to rebuild our RPO car into a fully accessible passenger carrying car. This will include installation of a wheel chair accessible restroom onboard and installation of moveable furniture and larger windows to give our wheel chair bound guests a great view of the river. This project will also require the acquisition of a wheel chair lift for our Zoo Station, improvements to the platform boarding area and designation of handicapped parking directly adjacent to the boarding area.

Phase Two 2020-2022 / Development of Zoo Station





West Duluth Cultural Center

Phase two is the most significant phase in the future of the Lake Superior and Mississippi Railroad. This phase calls for the construction of a multipurpose facility on our property across from the Zoo which will be built in a style reminiscent of a small town station.

The new fully accessible facility will not only be a train

station with ticket office, waiting restrooms, room, gift shop, snack bar and a regional visitors center but will also house the new West Duluth Cultural Center, the U.S. Steel Theater and a gallery dedicated to telling the story of the Duluth Works complete with a



large Diorama of the plant and surrounding area. The theater will screen a couple of custom documentaries highlighting the Duluth Works, the history of the LS&M, the settlers of West Duluth and a program about the cleanup of the river.



TIME LINE

Phase Three 2022 / Acquisition of a Self Propelled Railcar

Our next exciting phase will allow us to operate additional frequencies and will allow us to operate for small groups on a charter basis. A single self propelled railcar is very cost effective and can be operated with only two crew members which will allow us to provide more service without stressing our volunteer core.

Phase Four 2023-2024 / Development of New Duluth



Station

Phase Three will be the establishment of a new passenger station and covered picnic pavilion in a specific location to be determined. The facility will have restroom facilities, wheel chair lift, food preparation facilities, a large



covered pavilion with picnic tables and a stage area. This facility will form the destination of many special

events trains such as a Picnic Train, Barbeque Train and New Duluth Music Train that will be highlighted later in the plan.

LONG RANGE PLANS - 2025 and Beyond

Phase Five/ Acquisition of a First Class Car

It will now be time to add additional capacity to our train in the form of a first class car. This type of car will offer our guests amenities such as air conditioning and plush lounge furniture. The interior of this type of car typically seats half as many patrons as a normal coach and allows us to provide a much more personalized service. Services in a first class lounge will often include some type of

complimentary food and beverage service. Ticket prices for First Class are typically double of coach and help the railroad reach a new level of clientele as well as generate

reve-

additional

nue.











PASSENGER TRAIN OPERATIONS

The Lake Superior & Mississippi Railroad will offer several distinctly different train experiences. The shortest and most frequently operated of these trains will be roundtrips from Zoo Station to New Duluth. For the evening dinner customer we will offer a variety of dining experiences, from casual to elegant, which may include lounge service in the future. On the next few pages we will take a look at the various planned trains, and then explain the three different service levels: coach, first class, and platinum.

Zoo Station to New Duluth

Roundtrips to New Duluth will be operated 2-3 times per day during the height of the tourist season. The New Duluth run will take approximately 2 hours for the roundtrip and will be the perfect family oriented trip. With this many trains operating each day, they will never be more than 3 hours apart.

As the whistle blows and the train departs Zoo Station,

our car attendant will welcome our guests aboard. The car attendant will give our passengers a little history of the region and the railroads that helped settle it. They will also give a brief description of the equipment on the train and point out



scenic points along the route. After rounding Blackmere Curve, the train will come to a brief flag stop at Slag Point Park, where picnic passengers will disembark for their lunch, then with the familiar "High Ball" the train

will proceed west along the beautiful St. Louis River and into New Duluth.

At New Duluth passengers wishing to layover will disembark, passengers for Slag Point Station and Zoo Station will board and the train will begin its 50 minute return trip. Passengers who layover at New Duluth will be able to catch any of the remaining departures throughout the rest of the day.

Throughout this scenic short trip, our car attendant will

give bits of information about the land, the railroad line, and the people who settled this great region. As we return to depot, the car attendant will



also relate information about our other experiences. At the end of the trip, back at the station platform, the conductor will be available for those special photographs as passengers get off the train.

There will also be a number of flag stops along the route between Zoo Station and New Duluth where passengers could get on or off the train and hike parts of the corridor.

Throughout the sightseeing train experience we will communicate with our guests and give them ample notice of coming scenic attractions. During the ride from New Duluth back to the Zoo Station we may also at



PASSENGER TRAIN OPERATIONS

some future point consider screening a historical information video reflective of the railroad and City history.

The late day return trip will allow passengers to sit back and relax, maybe even take a short nap as the train glides back down the mainline toward home. The return trip also gives them another opportunity to browse through the gift selection and pick up that special keepsake they viewed earlier in the day. As the conductor travels through the train he will be available to answer any questions passengers may have, and occasionally we may even be fortunate enough to have some of the old timers aboard to spin tales of old about life on the local railroads. This type of personal contact with the "real" railroaders will greatly enhance the experience and may be just the catalyst needed to inspire some of our riders to join a museum or get involved in other historical preservation.

As we come upon the Station, we will thank our guests and remind them of the other historic experiences we offer, and ask that they come back and see us again.

DINNER TRAINS

Not the traditional dinner train in a historic dining car but one that encourages our guests to take a scenic ride to a created destination where we package entertainment and a family style meal.

A strolling musician would provide background music and would be available to play birthday wishes or a special request for that special anniversary.

Birthday Trains - Birthday Trains could be operated as a published special event inviting customers to come celebrate on a specific train or weekend with the railroad offering cake and balloons to everyone onboard or this can be a package offered on any regularly scheduled train. Birthday train guests would receive priority boarding, choice of seating, and discount tickets.

Picnic Trains - The Picnic Train will take passengers to a picnic area set up along the right of way and upon arrival volunteers will tell railroad stories while serving them stew, biscuits and lemonade. After dinner they might sing songs around the campfire.

New Duluth Barbeque Train - The New Duluth Barbeque Train would operate from the Zoo Depot and would bring passengers to the New Duluth Big Top at New Duluth Station. Upon arrival passengers would disembark and be treated to an authentic wild west barbeque under the Big Top. The event would be a festive celebration and would have red and white checkered cloths on the picnic tables, some guitar music and vocals from a local cowboy and feature a marshmallow roast around the campfire following dinner. There could be horseshoes set up outside the tent for guests to play and maybe even a trail ride with a campout.

New Duluth Music Train - New Duluth provides an ideal setting for musical entertainment under the tent. A variety of acts could be booked in throughout the summer season and the railroad could bring trainloads of people to enjoy the show. In addition to providing the entertainment, the railroad would also be able to provide food and beverage service both on the train and at the park thorough our New Duluth Park Depot Store. The truly great thing about the New Duluth Park is that it is inaccessible other than by train and it is an absolutely beautiful location.

LEVELS OF SERVICE

Coach Service - Coach service is the normal service and is also the lowest price service level offered. Coach service will have passengers sitting in refurbished passenger coaches in seats that are from the period of the car in which they are traveling.

Typically coaches from the 1910-1930 era seat approxi-



PASSENGER TRAIN OPERATIONS

mately 80 passengers in walk over seats, usually covered in leather, vinyl or velvet. These seats are called walk over seats because you can flip them over so that they always face in the direction of travel. These cars most often feature varnished wood interiors with openable windows.

Passenger cars from the lightweight era, those built after World War II, usually offer more space and usually seat between 50 and 70 passengers per car. These coaches have sealed windows and are fully climate controlled. The modern interiors of these cars feature a lot of stainless steel or aluminum trim, formica or painted walls, and usually paired bucket type reclining The interior on seats. these cars is what you



would typically see in a bus or plane.

First Class Service - First Class Service will be provided on a lounge or parlor car. This service will consist of attentive personal service by a properly attired steward, and will have snacks and beverages available as part of the ticket. The first class cars typically will only seat 20-30 persons in plush seats. These seats may be swivel pedestal type parlor seats or a combination of wing back chairs, sofas and settees. First class cars will be fully climate controlled regardless of which era the cars originated, and will feature the finest in decoration. The discerning customer will recognize the value and will surely go First Class.





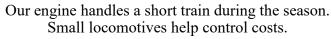
Levels Of Service



The open air car is a popular place for guests to ride during sightseeing excursions.









PASSENGER TRAIN OPERATIONS









Passengers enjoy a beverage and a snack in a rebuilt heavyweight era car.



Having one or two table cars allows a variety of food service options. These cars are also popular with regular passenger on sightseeing trains



A very popular special event on a number of tourist railroad is a recreation of a wild west train robbery. A local theatre group can be contracted to provide all the entertainment. Passengers absolutely love the train robbery and the kids are taken off the train and given rides on the bandits horses. Occasionally the kids will dress up in their cowboy attire and get into the action.



PASSENGER TRAIN OPERATIONS



Passengers relax to live music after finishing their picnic meal at Boat Club Park. This is one of many family oriented events which can be added.





REGIONAL COMPETITION

Any assessment of the competition of an attraction such as the Lake Superior & Mississippi Railroad must include other railroad type operations in an area greater than the city due to the ability of these attractions to grab the attention of visitors from an expanded area. The railroad, as an entertainment option also sees competition from a wide variety of other attractions and events which all compete for the same discretionary income of area residents and tourists alike. Our assessment of these competitors begins with other area railroad attractions.





North Shore Scenic Railroad - 506 West Michigan Street Duluth MN, 55802 • 218-722-1273

The North Shore Scenic Railroad operates on a 28 mile stretch of track between Duluth and Two Harbors, Minnesota. Public excursions start in early summer and run through the holiday season. Ride a variety of special event excursions throughout the season including: Grandma's Marathon Train, Thomas the Tank Engine in August, the Bentleyville Tour of Lights and the Christmas City Express.





Lake Superior Railroad Museum - 506 West Michigan Street Duluth MN, 55802 • 218-727-8025

Housed in the Historic Duluth Union Depot, the Lake Superior Railroad Museum houses one of the finest collection of Railroad Equipment in the entire country, with interactive exhibits as well as history from the region. The vast collection includes the "William Crooks" which was the first steam locomotive to run in the state of Minnesota, in 1861 and the "Minnetonka" which was the Northern Pacific's first engine.





Wisconsin Great Northern Railroad - N6639 Dilly Lake Road, Trego, WI 54888 • 715-635-3200

The Wisconsin Great Northern Railroad operates the nations only Bed & Breakfast Dinner Train. The railroad is the only heritage railroad in the Midwest that operates trains year around from their new depot 4-miles north of Trego. The WGN also operates sightseeing excursions, family pizza trains, Mother's Day Lunch, Father's Day Lunch, and a traditional Thanksgiving Feast. The ever popular Santa Pizza Train operates weekends in November and December.





Railroad Memories Museum - 424 Front Street, Spooner, WI 54801 • 715-635-3325

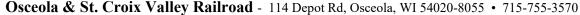
Housed in the old Chicago & North Western depot in downtown Spooner, the museum is dedicated to the preservation of railroad memorabilia and the education of the public on the significance of the history of the railroad in our country. The museum has retired railroaders who act as tour guides, leading visitors through 13 rooms filled with railroad bells, whistles, lights, tools, timetables, photos, advertising, art and antiques and a diorama of town.



Stone Lake Museum - 6064 Stone Lake Road, Stone Lake, Wisconsin 54876 • 715-865-4940

The museum is located in the original Stone Lake Soo Line depot building, a refurbished Soo Line red caboose and the original 1926 Stone Lake Town Hall. The complex contains an interesting assortment of antiques and a wonderful pictorial history of the early pioneers. Railroad enthusiasts have been very impressed with the Soo Line history located in the depot and red caboose.





The Minnesota Transportation Museum's Osceola and St. Croix Valley Railroad is a heritage railroad is Osceola, WI out of the historic 1916 SOO Line depot. We offer train excursions on our historic Empire Builder fleet. 50 minute, roundtrip coach excursions between Osceola & Dresser; and 90 minute, roundtrip coach and brunch, dinner and pizza excursions between Osceola & Marine on St. Croix.



Colfax Railroad Museum - 500 E Railroad Ave, Colfax, WI 54730 • 715 962-2076

The museum is housed in the village's third depot. Built from sandstone quarried nearby, this building was constructed between 1914 and 1915 on the foundation of the second depot. The museum features many pieces of railroad equipment outside and a large collection of dining car china displayed inside.





Ladysmith Rail Displays - 205 W 9th St S, Ladysmith, WI 54848 • 715-532-2642

Old Smoky: Steam Engine – Westgate Plaza, Lake Ave./Hwy. 8.
Soo Line FP-7 #500 Locomotive, Post Office Express Car 552, Passenger Baggage Car 358, First Class Coach 998, Soo line Caboose: Currently being refurbished inside and out.



Frederic Railroad Museum - 210 West Oak Street • Frederic, Wisconsin 54837 • 715-327-4892

The Frederic Depot was constructed by the Soo Line 1901, when the first trains arrived from Dresser Junction, and the track ended in Frederic. In 1912 the tracks were extended all the way to Duluth, MN. The depot/museum is open on weekends and holidays from 11 a.m. to 4 p.m. The season begins Memorial Day weekend and continues through leaf season in October. Tour guides are on duty.



Iron Horse Railroad Park - 24880 Morgan Ave, Chisago City, MN • (651) 357-3394

Based in a 1895 Saint Paul And Duluth Railroad depot, the park features a 1.5 mile scenic train ride, 25 pieces of railroad equipment, a miniature train ride, a petting zoo and 50 acres of nature. This great family attraction was built privately by the Thompson Family and is now open to the public for various special events.



HISTORY OF LS&M

The 5.9 miles of rail we use for our excursions is all that remains of what once was the mainline of the Lake Superior and Mississippi Railroad. It ran between Duluth and St. Paul, extending from downtown Duluth along the waterfront, following the St. Louis River through Fond du Lac to Thomson, to Carlton and St. Paul.

The LS&M was incorporated in 1863 and called for a rail link between Duluth and St. Paul, with bonuses determining where the terminals should be. St. Paul voted \$250,000 to the railroad if it were chosen and citizens of St. Louis County voted \$150,000 in bonds for the same privilege at the northern end. The last spike was driven on August 1, 1870, near Thomson and the first train left St. Paul for a 16-plus-hour trip to Duluth.

At the close of 1870, daily trains were operating over 50 miles of the Northern Pacific to the west, which was to become the first transcontinental railroad linking the Pacific coast with Lake Superior. The NP was created by an Act of Congress on July 2, 1864. Construction on the line began in 1870 at Carlton.

Two years later the NP leased the LS&M and by 1873 the line extended from Duluth to Bismark - 530 miles. But because of the financial difficulties in 1874, the NP discontinued its lease which in turn caused hardship for the LS&M. This road was reorganized three years later as the St. Paul and Duluth.

The LS&M line between Carlton and Duluth presented severe operating and maintenance problems which prompted relocation in 1886 of the St. Paul and Duluth Short Line between West Duluth Junction and Thomson, cutting the grade in half and shortening the distance by 2 1/2 miles. Duluth's first railroad was ab-

sorbed into the NP system at the turn of the century and more recently became a part of the Burlington Northern.

On September 19, 1977, the BN donated the land and track that remained of what was once the LS&M to the city of Duluth for recreational and excursion train use. Work and restoration of the line was done by a group of volunteers from the Lake Superior Transportation Museum. By the summer of 1980, it was possible to operate occasional excursions for the public. On March 23, 1981, this same group of volunteers reorganized the LS&M as a non-profit corporation whose purpose is to operate an historic excursion railroad.

The work continues and an exciting plan for future expansion is taking shape.



HISTORY OF LS&M



A RIDE ALONG THE LINE

As we leave **WEST DULUTH**, notice the bike trail parallel to our tracks for a short distance. This was the line to Carlton that replaced the former LS&M line alongside the St. Louis River. Between West Duluth and Riverside, we are on the BNSF tracks, passing on a newly constructed bridge which replaced the original trestle which was washed out during the flood on 2012.

RIVERSIDE, mile post 4.3, was once a company town developed by Alexander McDougall, inventor of the "Whaleback" style of bulk-carrier ships on the Great Lakes. During World Wars I and II, the Barnes-McDougall Shipyard employed up to 4500 workers and turned out many ships. A marina for pleasure craft and a chemical plant now occupy the site. It is here we leave the BN line and are on the last remaining segment of the original LS&M trackage.

SMITHVILLE, the Finnish National Church established the People's Institute and Technological Seminary here in 1904, known as the Kansan Opisto. The school was closed in February 1906 and reopened in May of the same year as Tyovaen Opisto, or Workers College. The building is now a three-story apartment building on the right side near the Munger boat landing.

SPIRIT LAKE, The small island in the middle has a legend that a daughter of an Ojibwa chief and the son of a Sioux chief became lovers. They were chased to the island by the braves and were never found. The Indians believed the couple were spirited away to the "Happy Hunting Ground" and now roam the island hand in hand, hence the name Spirit Island.

MORGAN PARK, a company town laid out by Minnesota Steel in 1914-1916, later a subsidiary of U.S. Steel. A self-contained community of concrete block and stucco houses with a bomb-shelter quality, the streets

were paved, all wires were underground, had its own hospital, utilities, two boarding hotels, a community center and a school. There were no saloons or slums. Many shops and stores were in one building, perhaps the first "shopping mall." The population in 1918 was 750.

BOAT CLUB, The Duluth Boat Club on Park Point had a facility just below Gary-New Duluth in the first part of the century. It had its own private railroad station, cottages, boat house, dining room, dance floor, and was known for its excellence in sculling competition. There are no signs of the buildings as the train passes through a small cut in a point of land jutting out into Spirit Lake.

MUD LAKE, The LS&M bisects a part of the lake on a causeway which was once a timber trestle.

GARY, To the right, the remains of what was once the American Steel and Wire Company, a division of U.S. Steel. The town had its own newspaper, theater and a \$30,000 hotel. Universal Atlas, another subsidiary of U.S. Steel, was also located here. The former steel plant is now an industrial part with some small businesses.

OLIVER BRIDGE, We pass beneath a DM&IR railroad bridge which connects with the ore docks in Superior and now carries CN freight trains to their Pokegama Yard across the river, built to replace the yard in Duluth displaced because of freeway construction. We also pass over Highway 39 to Oliver, Wisconsin. The vehicles use the lower deck and the trains utilize the single track over the top.

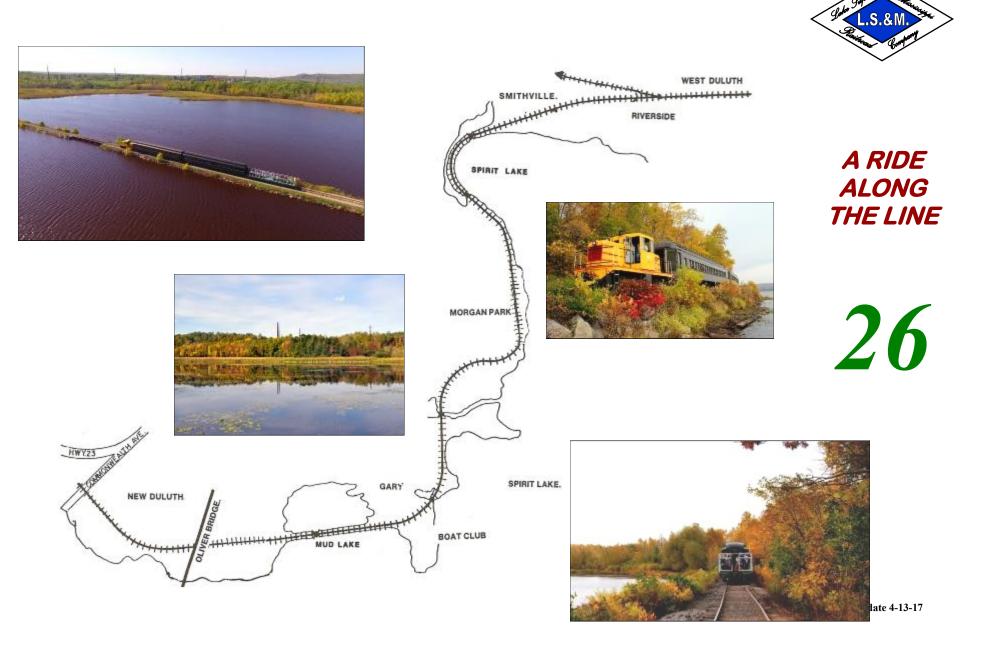
NEW DULUTH, This area was once a small industrial site now converted for recreational use. To the right was once the Coolerator Refrigerator Plant, later a Jeno's plant. To the left, the white buildings were once the Western Paint and Varnish Plant. This town was incorporated by the New Duluth Land Co. in 1891 and an-



A RIDE ALONG THE LINE

nexed to the city in 1894.

This is the turning point of the trip, mile post 0. As we return to West Duluth, look for some things you may have missed on the way out.



MANAGEMENT OF OPERATION

The management of the Lake Superior & Mississippi Railroad requires a variety of skills both in railroad transportation and maintenance as well as public relations and marketing. The Lake Superior & Mississippi Railroad has assembled a team of management professionals that bring together all of the complementary skills and have proven themselves successful in the operation of the historic excursion railroad. Some of the professionals on the next couple of pages will be regular volunteers while others will work on special projects as their specific skills are required. Nevertheless they are all committed to ensuring the long-term success of the Lake Superior & Mississippi Railroad.

Andrew Webb

Andrew is a resident of Duluth. He served in the U.S. Army in Vietnam before beginning a career with the Federal Aviation Administration which spanned over 25 years. During that time he worked in Palwaukee, Indianapolis, Champaign, and Alton before becoming the manager of the Duluth Tower.

Started with LS&M as fireman in 1996. Engineer in 1997. Became VP of operations in late 1997. Helped establish LS&M Engineer Training Program (Part 240), Drug testing Program (Part 40). Andrew Webb was qualified as Track Inspector in 2000. First elected President in 2004 he was reelected 2 years ago. As president, he helped establish our storage area with a Pole Barn after the LS&M had to Hallett dock during the environmental cleanup. He also has worked on various grants some of which have been used to acquire a construction tractor and various on track equipment.

Kim Culp

Kim Culp furthered his education to receive a degree in Aviation from the University of Minnesota, Crookston.

Since Kim has received his college degree, Kim has also got licenses such as, ASMEL, FAA, CDL for the State of Wisconsin, and Locomotive Engineer for Lake Superior & Mississippi Railroad.

In the past Kim has worked as an Agricultural Transportation Engineer, Crop Duster, Truck Driver and as a Locomotive Engineer for Northern Plains Railroad. During Kim's 31 years working for Tri State Business Systems, in Superior, Kim was a part of the Gold Certified Sharp Academy.

For over ten years Kim Culp has volunteered in a variety of positions for the Lake Superior & Mississippi Railroad. Kim has done anything required from track work to being a Fireman and serves as a Supervisor of Locomotive Engineers and now serves as Assistant to the LS&M President.

Rich Johnson

Rich Johnson has been a resident in the Duluth area since 1975. He has been married to his wife Pat for 47 years and they have 3 children and 6 grandchildren.

Rich Johnson worked in the Operating Room for 43 years while being a Registered Nurse in Minnesota, Wisconsin and Michigan. Rich also worked as a Physician Assistant for Orthopedic Surgery. Rich took his knowledge from his medical field background and began work as an American Heart Association Instructor as well as an Emergency Medical Services Instructor at Hibbing Community College.

Rich Johnson also worked for 27 years serving the Rice Lake, Minnesota area as a Fire Fighter and EMT First Responder. Rich held a Captain position during his years of service for the area.



MANAGEMENT OF OPERATION

Among Rich's other talents, Rich is a Commercial Pilot able to fly airplanes and gliders. Rich also takes an interest in many things; bee keeping, maple syrup processing, sailing, aviation, youth sports, and railroads.

Rich takes great pride in volunteering for the Lake Superior & Mississippi Railroad as a Engineer and Fireman and has also volunteered for NSSR for three years.

Richard Hanson

Richard Hanson has lived most of his life time less than a block away from a railroad track until moving to Two Harbors in 2009. Richard's interest in railroads began as a young kid when he would stand on a stack of Sears catalogs to catch glimpses of DWP trains running on the West Duluth trestle.

After receiving a BS in General Science and an MST in Physics, Richard Hanson taught Physics, Chemistry, Math, and Computer Science for 29 years. Once Richard finished with his teaching career, he served as a Janitor at the Duluth Courthouse for 16 years. He retired from his working duties just short of his 75th birthday.

Richard Hanson began his model railroad layout and collection as a child. Throughout the years Richard learned how to detail trains by taking photographs of prototype equipment. As a result observing local train crews, he learned about railroading first hand.

It can be said that Richard Hanson has been involved with the Lake Superior & Mississippi Railroad since the beginning. Starting in 1980 Richard took a role at LS & M Railroad and was present for the first test run. Since 1985 Richard has held the roles of Vice President of Engineering and/or Vice President of Mechanical.

Richard Hanson has been involved with the Lake Superior Railroad Museum for about four decades and is a member of several railroad historical societies. Richard also holds certification as a locomotive engineer.

Harold Dols

Harold Dols has served as a board member of Lake Superior & Mississippi Railroad since 2005 and is a licensed engineer and conductor. Among Harold's top interests are trains and railroading.

After graduating from Cannon Falls High in Cannon Falls, Minnesota, Harold Dols went on to receive BA Degrees in History and Communication from the University of Minnesota, Duluth. Harold continued with graduate studies at the University of Minnesota, Minneapolis in Architecture. While still in Minneapolis after completing graduate studies, Harold began work for the Canadian Pacific Railway as a Legal Services Coordinator.

Harold Dols left the Canadian Pacific Railway in 2001 to pursue a Support Technician position at Duluth Edison Charter Schools which has now turned into a Technology Manager role. Harold services all technology infrastructures for the district, as well as three academies.

In addition to the dedicated work Harold has put forth at Duluth Edison Charter Schools and volunteering for Lake Superior & Mississippi Railroad, he prides himself on his self-employment work. Harold has specialized in carpentry with furniture design and historical renovations as his forte as well as being an IT Consultant for hardware and software setup.

John Pilegaard

Lifetime Minnesota native, John Pilegaard grew up in St. Louis Park where he graduated from St. Louis Park Senior High. Upon completion of high school, John joined the United States Security Agency for a three year span.

John went on to continue his education Valparaiso University of Indiana. After four years John completed a Bachelor of Science Degree in Electrical Engineering. John worked in Electrical Distribution and Lighting Design for many different companies throughout the Twin Cities area as well as in Northern Minnesota. Some of John's employers included, Ellerbe Associates, Hammel



MANAGEMENT OF OPERATION

Green and Abrahamson, and Foster Jacobs & Johnson to name a few.

John Pilegaard works to help wherever is needed on the Lake Superior & Mississippi Railroad. John has worked countless hours on track crews, repairing equipment and worked as a fireman. Not only doing the work behind the scenes, John can also be found working as a car host for LS&M Railroad.

Steve Anderson

Life time Duluth resident and long time hard worker, Steve Anderson has been true to his passion of electrical work.

After graduating high school from Duluth East High School, Steve went on to continue his education at Lake Superior College. Steve earned two degrees, one in Electronics and the other in Commercial and Residential Wiring. Not long after he completed coursework in Welding at Wisconsin Indianhead Technical College.

Steve Anderson began working as an Apprentice Electrician at Schlafer Electric and then at DeWar Electric Company. Never losing sight of becoming an electrician, Steve moved from electrical work to a position as a laborer at Louisiana Pacific. Steve has worked as a Journeyman Electrician at I.B.E.W. since 2001.

Steve Anderson volunteers his time at Lake Superior & Mississippi Railroad doing a variety of jobs including operating as an engineer. First and foremost, Steve serves as LS&M Chief Electrician.

Pat Johnson

Pat Johnson, married to husband Rich Johnson, for 47 years has three children and six grandchildren. Pat has also been a long time Duluth area resident.

Pat Johnson graduated from high school and then went on to get an Associate Degree in Education. Not long following the Education Degree, Pat completed work to become a Radiologic Technologist. For over 15 years Pat worked at multiple clinics and hospitals as a Radiologic Technologist. Pat took her career to the next level where she worked as a Radiology Department Director for 21 years. Pat also worked in a secretarial and registration positions for 10 years.

Pat began volunteering for Lake Superior & Mississippi Railroad in 2009 and helps as a ticket agent and as the LS&M Public Relations, Marketing Coordinator.

Bradley Massengill

Bradley graduated high school from Saint Croix High School in Solon Springs, Wisconsin He also completed two years of college course work at Wisconsin Indianhead College of Superior, Wisconsin. Bradley also enrolled in Johnson Community College in Kansas City, Kansas.

From the age of 12 years old, Bradley found himself doing odds and ends jobs to keep himself busy. He worked for Mosinee Paper Company planting and cutting trees. Prior to entering the army he worked briefly for the Chicago & North Western as a fireman.

From 1969 to 1976, Bradley served in the United States Army Security Agency. In 1976, Bradley ended his position with the United States Army and began working for the Burlington Northern Santa Fe Railroad.

Bradley made a career as a locomotive engineer for the Burlington Northern Santa Fe Railroad, working there for about 40 years. After retiring from the Burlington Northern, Bradley kept involved with train operation by volunteering for Lake Superior & Mississippi Railroad where he has continued as a locomotive engineer and was president.



MANAGEMENT OF OPERATION

Vicki Sturges

Vicki Sturges is well rounded and well educated because of the variety of education that she has received and the places that she has lived. Vicki has a BS in Social Sciences and earned a Master's Degree in Bilingual Elementary Education from the University of Southern Carolina.

Vicki continued her education by taking post grad courses at Northern Arizona University, University of California-Irvine, Cal State-Fullerton, and at the University of Nevada, Reno. Vicki has received nine different teaching licenses and taught in states such as California, Nevada, Arizona and Minnesota. Aside from teaching grades K-12, Vicki has also taught teachers and as a college level.

If Vicki isn't substitute teaching in Duluth, she is probably helping one of the many organizations that she is a volunteer for; Glensheen, Essentia Health, Meals on Wheel, and Lake Superior & Mississippi Railroad just to name a few from Vicki's list.

Vicki serves as the Narrator on the Lake Superior & Mississippi Railroad. While the train moves down the 100+ year old tracks, Vicki tells the story about the history of Duluth and the vital link that the railroad has served in its establishment.

Mike Casey Jr.

Mike Casey Jr. is a lifelong West Duluth resident and his lived near the Lake Superior & Mississippi Railroad route for 21 years. After hearing the whistle of the train passing, Mike's interest for the railroad sparked.

Before joining up with the LS&M Railroad committee, Mike Casey Jr. started employment at Minnesota Power in the Geographic Information Systems (GIS) Field. Mike is a long standing employee of this company for over 15 years.

On top of Mike Casey Jr's role as a Fireman at the Lake Superior & Mississippi Railroad, Mike spends his time being an active community member. Mike serves on boards that are a benefit to the Duluth area like, Friends of Western Duluth Parks & Trails, Duluth Transit Authority, Duluth Bikes, and Bicycle & Pedestrian Advisory Committee of Duluth-Superior Metropolitan Interstate Council.

David Moore

David Moore has been active in railway engineering for over 35 years. David completed over 30 years with the Duluth, Missabe and Iron Range Railway where he was Chief Engineer from 1997 to 2004. While in that position, David was responsible for all aspects of railway design, maintenance, and costing. From 2004-2005 David was an Engineering Superintendent for Canadian National Railway following their purchase of DM & IR.

In addition to railroad engineering and maintenance, David has experience in performing derailment studies, line evaluations, and in railway operations.

David Moore is a registered Professional Engineer in both Minnesota and Wisconsin. He holds certifications in MSHA, Railroad Contractor Orientation for BNSF & CN, and Maintenance and Adjustment of Continuous Welded Rail. He is also a member of the American Railway Engineering and Maintenance Association, American Society of Civil Engineers, and the North American Maintenance Railway Club.



MANAGEMENT OF OPERATION

30

Holly J. Chambers

Holly was born and raised on Park Point and attended Duluth area schools including DBU, LSC and UMD following graduation from high school. She and her husband Doug were introduced to the LS&M in 2010 and they immediately fell in love with the train. Since that

time she has been a ticket agent, head ticket agent and board member. She has been an event assistant and worked on a train show, dinners and special events. She has chaired several committees and worked on fundraisers to help keep the railroad running. She has put in many volunteer hours with pleasure.

Joel Manns

Retired, previously served as Chief of Facilities Engineering, Duluth Air National Guard Base; Commander, 148th Civil Engineer Squadron, Minnesota Air National Guard; and Energy Engineering Consultant, HQ Air National Guard, Washington, DC. In addition to duties as Chief of Operations serves as Senior Conductor for the RR.





MANAGEMENT OF OPERATION





CONSULTANT BIOGRAPHIES

Gregory P. Vreeland

N6639 Dilly Lake Road Trego, WI 54888 (715)635-3200

Greg Vreeland is first and foremost an entrepreneur. He has been active in the excursion train industry since 1981, having worked initially with the Lake Superior Railroad Museum and the Lake Superior & Mississippi Railroad in Duluth, Minnesota.

After graduating from high school Greg Vreeland worked as a tour guide and mechanical apprentice at the Lake Superior Railroad Museum, as a lead person for Louis Kemp Seafood Company, both in Duluth, Minnesota.

Greg Vreeland spent seven years working in various management capacities for the Walgreen Company. Greg worked at a variety of stores in the Twin Cities before moving to the Twin Ports to pursue the railroad business in his spare time.

In 1992, he formed the Duluth & Northern Minnesota Railway Company (DNM) and attempted to win a contract to operate 26 miles of county owned track between Duluth and Two Harbors, Minnesota. The Burlington Northern was awarded the concession and the DNM went into the passenger car rebuilding business.

In 1996, DNM having rebuilt two turn-of-the-century dining cars, was contracted to operate a dinner train for the Duluth Museum on their North Shore Scenic Railroad. The operation went well but was unprofitable. It was jointly decided that the organizations would go their separate way for the 1997 season.

ern Railroad to operate excursion and dinner trains at Spooner, Wisconsin.

Greg Vreeland has been actively involved with many organizations that operate mainline excursion trains in the Midwest. He has taken an active part in operations with the National Railroad Museum, Lake Superior Railroad Museum, Soo Line Historical Society, Chicago & Northwestern Historical Society, and the Locomotive and Tower Preservation Fund, Ltd.

In addition to his extensive excursion train background, Greg Vreeland worked briefly for the Duluth, Winnipeg and Pacific railroad as a trainman.

Greg Vreeland was elected to the Douglas County Board for three terms beginning in 1992, and served on the Finance, Land and Development, Land Records, and many other special committees. At the time of his election he was the youngest elected official in the county.



Consultant Biographies

INSURANCE INFORMATION

The Lake Superior & Mississippi Railroad requires a number of different types of insurance coverage. All required insurance is available through an agent that the management has years of experience with. The Lake Superior & Mississippi will have the following insurance coverage with limits as described below:

General Liability (\$2,000,000) - General Liability covers all of the premises used by the LS&M including the depot, parking lot, track structure, etc. GL also covers the passenger liability enroute.

Products & Completed Operations Aggregate (\$2,000,000) - A component of the General Liability policy.

Personal & Advertising Injury (\$1,000,000): - A component of the General Liability policy.

Damage to Premises Rented (\$100,000)

Automobile Coverage (\$1,000,000): Covers the rail-road vehicles.

Excess Liability Coverage (\$4,000,000 + \$20,000,000) - This coverage takes the individual coverage listed above and aggregates them to the higher limit of the Excess Coverage.



Insurance Information

MARKET OVERVIEW

New Duluth Tourism Data Announced

Business North

November 21, 2016



Tanski, Visit Duluth President & CEO

Tourism made an impact reaching nearly \$1 billion during 2015, according to an in-depth tourism research study released Monday by Visit Duluth, the city's destination marketing organization.

"It had been nearly a decade since an investment was

made to gather this type of critical research data, which is vital information for organizations like ours," said Visit Duluth President and CEO Anna Tanski. "This research is invaluable to us, both to measure past efforts as well as to develop future campaigns."



The report also found:

- 6.7 million visitors (2.3 million overnight, 4.4 million day trips) came to Duluth during 2015.
- Of the \$957 million in economic impact, \$319 million direct came through direct spending.
- July through September was the most visited period (30 percent), with October to December the second busiest (29 percent).
- Of overnight visitors, 87 percent had visited Duluth previously and 71 percent had visited within the previous year.

The study was conducted by Longwoods International, which specializes in U.S. tourism research.

"We understand the importance of tourism and the impact that it has on Duluth and our region. The findings from this research will be utilized for many years to come in our marketing planning and areas of focus," Tanski said in a news release. Market Overview

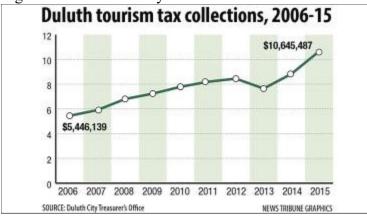
TOURISM INDUSTRY GROWTH

Duluth's tourism industry continues to grow

Duluth News Tribune Online

By Peter Passi on Feb. 2, 2016 at 10:00 p.m.

Figures released Tuesday confirmed that Duluth's tourism



industry continued to demonstrate robust growth in 2015.

The city's tourism tax collections topped \$10 million for the first time this past year.

"We've seen amazing growth in these revenues," said Duluth Mayor Emily Larson. "The fact that we are up nearly 14 percent in hotel/motel revenues and that we're up close to 8 percent in food and beverage sales is pretty astounding in a way that really says people continue to find Duluth to be a place they want to visit and stay and play and eat and dine and do all those things that make us a great city."

Anna Tanski, president and CEO of Visit Duluth, an organization that promotes local tourism, gives part of the credit to some new marketing strategies that were deployed in 2015.

"We tried some very strategic and expanded initiatives that we've never tried before. We're trying to increase our reach into new markets but also across different demographics that we haven't reached out to before, as well as really digging in where we've been successful and trying to have a stronger presence there," Tanski said.



She noted that Duluth still draws most of its visitors — about two-thirds of them — from the Twin Cities area. Nevertheless, Visit Duluth sought to grow that market via targeted social media and digital promotions.

"Our target demographic is females, age 35 to 54, who are the primary decision-makers for family travel," Tanski said.

"We also were very strategic in the gay and lesbian travel market and really tried to make a presence there for family travel, as well as romance," she said.

On yet another front, Tanski said Visit Duluth highlighted outdoor activities.

"We also made a significant push on outdoor, soft adventure, silent sports — primarily promoting the trails and mountain biking," she said

Visit Duluth tried to tap other markets in addition to the Twin Cities, with a variety of campaigns that reached out to prospective visitors from Fargo, Sioux Falls, Thunder Bay, Des Moines, Eau Claire and even Denver.

Dan Russell, executive director of the Duluth Entertainment Convention Center, said: "Duluth has become a Midwest tourist destination. We used to kind of be the Twin Cities' playground, and now that's expanded."

TOURISM INDUSTRY GROWTH

"I think you have to give some of the credit to low gas prices, which makes it very affordable, and additional hotel capacity. We're probably experiencing more hotel room growth than virtually any community in the Midwest, and there are still two or three that are going to open this year," Russell said.

Tanski said she expects about 600 new hotel or motel rooms to come onto the market in the next year or two, boosting the overall inventory by about 13 percent. While occupancy rates held fairly steady in 2015, she said it could be a challenge to maintain that in the future.

"That it is a concern: that we could reach a plateau and whether we can sustain this kind of growth. It's something to celebrate and something to dread at the same time, because we need to be mindful of how much our market really can keep producing and at what level. We want to be realistic about what is sustainable for our market," Tanski said.

Reflecting on what went into the tourism tax growth Duluth experienced in 2015, City Treasurer Brian Hansen said: "There is growth in our tourism industry from the standpoint of new rooms being added and new options coming online from a restaurant perspective, as well."

Hansen noted that coming out of the anxiety of a recession, many people may feel a bit more comfortable taking a vacation to Duluth these days.

Russell described 2015 as nothing short of an exceptional year for tourism.

"I can't remember a better year," he said. "I haven't talked to anyone in the hospitality industry that really didn't set records."

Russell predicts 2016 will be an even bigger year for tourism. He pointed to a solid roster of conventions booked at the DECC, the Tall Ships Duluth festival, the Duluth Airshow, the 40th anniversary of Grandma's Mar-

athon, several popular music concerts on the horizon and a host of other factors that all bode well for the coming year.

Larson said the city continues to reinvest the tax revenues it receives from tourism back into the growing industry as well as new amenities designed to attract future visitors. Those investments include an ambitious list of pending recreational projects that will be sprinkled throughout the St. Louis River Corridor.

"We do have a lot that's going to be coming online in the next few years, and these are going to be really unique experiences that are in addition to what we already offer ... the shores of Lake Superior, the rugged terrain, the beautiful setting and then think about everything else we are about to add into that. To me, it's just very exciting,"

Larson said.



TOURISM INDUSTRY GROWTH

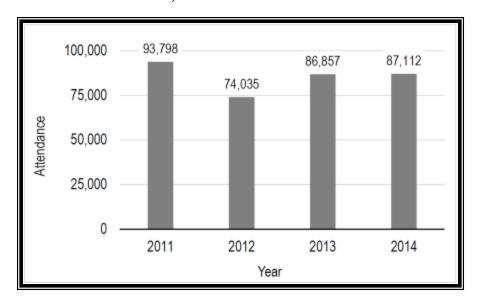
TOTAL AVAILABLE LOCAL MARKET

As our closest attraction neighbor the Lake Superior Zoo can provide us with some very good indications of the total available local market. We analyzed visitor data from their 2014 annual report and display some of the pertinent data below:

As the total attendance figures show, the flood of 2012 seriously affected tourism numbers and it has been a slow return to pre-flood attendance.



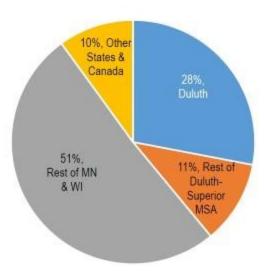
On-site Attendance, 2011-2014



Geographic Distribution of Paid Admissions

Most of the zoo's visitors receiving free admission are zoo members from Duluth. Among paid admissions in 2014, most visitors—51%—are from Minnesota and Wisconsin, outside of the Duluth-Superior Metropolitan Statistical Area (MSA), which is comprised of St. Louis County and Carlton County in Minnesota and Douglas County in Wisconsin (see Figure 5).





AVAILABLE LOCAL MARKET

MARKETING PLAN

Distinctive Features

Lake Superior & Mississippi Railroad has several strengths that distinguish it from other competing attractions in the region. Among them are:

Location -LS&M's route between Zoo Station and Gary New Duluth ensures a potential customer pool of 1 million annual visitors.

Uniqueness – The route of the LS&M offers views like no other heritage railroad in the Midwest.

Commitment to Quality – The proposed new depot facilities, as well as plans to refurbish and acquire engines and passenger cars are evidence of the LS&M's commitment to keeping the railroad a quality, family-oriented attraction.

PR & Media Relations – Due to its uniqueness, LS&M offers numerous opportunities for local, regional, national and international media exposure.

Added Opportunities – LS&M has the potential to be more than a transportation resource. With proper planning, execution, and promotion to select niche markets, LS&M can become one of the Duluths' premiere visitor attractions. To meet expectations and realize its true potential, LS&M must capture the imagination of not only the leisure traveler, but concentrate marketing efforts on niches, including motorcoach, convention, and railroad enthusiasts. To maximize potential income for future operations, plans necessarily will include entertainment options, special event trains, food & beverage, logo wear and gift items -- providing expanded revenue streams for the attraction.

What Is It? – As with virtually any attraction, the *Lake Superior & Mississippi Railroad* must educate locals and prospective visitors about what the attraction offers. Unlike a mountain memorial, hotel or mini-golf, that will be more challenging with this attraction.

may aten the

Off the Path – One of LS&M's greatest attributes may also be one of its major weaknesses – it <u>is</u> off the beaten path – not being adjacent to Canal Park and all of the downtown development. Although the site is logically situated near major thoroughfares, special attention must be paid to providing adequate directional signage for visitors.

MARKETING PLAN

One Among Many – Despite its uniqueness, the *Lake Superior & Mississippi Railroad* is one of a hundred private and public attractions vying for visitor time and expenditures in Northern Minnesota. Fortunately, a million travelers visit Duluth each year.

Acceleration

As we approach the future of the *Lake Superior & Mississippi Railroad*, advertising and public relations efforts will naturally accelerate. Among the key components we recommend are:

Media Relations – Through the use of news releases, individual contact with news and assignment editors, and "placing" editorial features in regional, national and international travel media, as well as niche publications, we'll work to increase awareness and augment paid advertising messages.

Advertising – With the aid of traditional tourist publications, billboards and rack cards, we'll alert the "rubber-

38

Perceived Potholes

Update 4-13-17

tire" market -- potential passengers on the LS&M -- throughout the winter, spring and summer seasons.

Press Packets – Provide media representatives with a comprehensive press packet that explores the history of the railroad, its evolution and mission and opportunities to explore this unique attraction in the middle of America.

Media Hosting – Promote, accommodate and coordinate media coverage of our unique story and newsworthy events throughout the season.

The Green Light

We're waiting for the light to change. When it does, we'll hit the gas. Attention should be given to:

News Releases – We must get the word out to regional and local media in a way that gets noticed. Fortunately, the unique qualities of the LS&M provide attractive opportunities for feature coverage.

Media Coordination – We will promote and encourage live television broadcasts on morning news, noon shows and other telecasts that allow extended coverage of *LS&M* features and history.

Interviews – Coordinate media interviews/news conferences with select individuals immediately after opening and during the season, e.g., engineers, historians, etc.

Community Get-Together – Work to assist the *LS&M* in staging an inaugural run, e.g., grand opening, chamber mixer, news conference, to increase public awareness.

Campaign Components

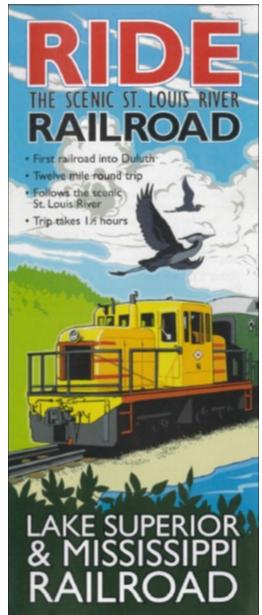
The future doesn't get better by hope. It gets better by plan. Consequently, we will develop a specialized yearly marketing and public relations plan that includes advertising in traditional tourist publications, development, printing and distribution of rack cards, design and instal-

lation of billboards, media and public relations efforts, and staging of the Grand Opening/Inaugural Run and any other special events.



MARKETING PLAN

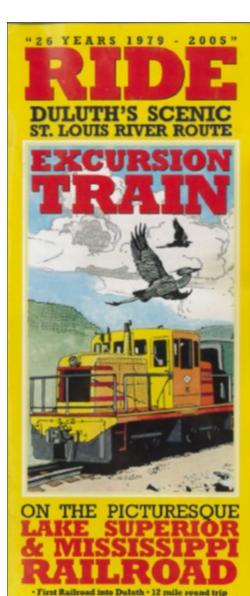
BROCHURES FROM PAST YEARS







BROCHURES OF PAST YEARS



 Follows the scenic St. Louis River on vintage railroad equipment *Trip takes 1½ hours Ride the

Lake Superior & Mississippi

he Lake Superior and Mississippi Railroad takes you on a journey through time and nature.

Our 12 mile round trip runs alongside the beautiful St. Louis River - often so close you can almost touch the water. Our passengers have seen bears, beavers and deer, as well as dozens of different birds including ducks, geese and herons. Our open air car gives you the perfect view.

What will you see?



A friendly conductor helps the passengers on and off the train, always watching out for their safety.

Railroad Today



Like taking a "nature walk on rails," the L.S.&M. provides a spectacular train ride along the scenic St. Lauis River.

Even if the wildlife is elusive when you visit you can be certain of traveling back in time. Journey as passengers nearly a hundred years ago would have traveled. Our vintage cars were used between Duluth and the Iron Range. They took "old timers" and new immigrants alike to mine the iron that built 20° Century America.

Our route is part of the first railroad built between the Twin Cities and Duluth in 1870, and our locomotive is similar to those once operated at the Duluth Depot.

Join with us on our journey through time and nature.

"Best Train Ride"

- St. Paul Pioneer Press



BROCHURES OF PAST YEARS

MOTIVE POWER AND ROLLING STOCK



The locomotive is a General Electric Center Cab 50T Type Industrial Switcher built in 1946. It spent its working life until August 1984 at the Flambeau Paper Mill in Park Falls, Wisconsin as a switch engine. In 1985 it was donated by the Flambeau Paper Co. to the Lake Superior and Mississippi Railroad. A similar engine in the same livery once operated in the Duluth Union Station.

Coach 29 was built in 1912 by the American Car and Foundry for



the Duluth, Missabe and Iron Range Railway. It was remodeled in 1939 but many original fittings remain.



Once a flat car built by Siems - Staubel Co of St Paul MN in 1928 for the Northern Pacific Railway. It was donated to the Lake Superior and Mississippi Railroad by the Hallett Dock Co. and was converted by the LSMR for passenger use. It now provides passengers with an open air trip along the rails.



Coach 85 was built in 1912 by the American Car and Foundry for the Duluth, Missabe and Northern Railway. It was later converted into a crew bunk car in a wrecking train. It has been fitted with seats from a 1950's coach.

The coaches were used on services between the Iron Range and Duluth. They were purchased by the Lake Superior and Mississippi Railroad and have been rebuilt, repainted and given new seating with original fittings retained whenever possible.



MOTIVE POWER AND ROLLING STOCK

MAINTENANCE OF WAY EQUIPMENT

We need to have reliable maintenance of way equipment to take the heavy lifting off the volunteers. We will look for a few specific pieces of MOW equipment to supplement some equipment we already own. Ongoing maintenance of the railroad requires a tie crane, tie extractor/inserter, hydraulic lining tamper, back hoe, hy-rail truck, air compressor, and many types of hand track tools.

These types of equipment have been plentiful at auctions from some of the major US and Canadian railroads in the past several years. The items purchased at these auctions is far from the junk that was being liquidated in previous decades. The major railroads have come to realize the need to complete their track maintenance programs in the shortest time possible and this has lead them to make major investments in the latest production equipment. This trend in turn has also freed up some relatively new equipment for the secondary market. Some of the tampers and like equipment have been as little as five years old at recent auctions.

A tie crane pushes a tie cart with new ties to be installed



during regular track maintenance.

A TR-10 tie inserter removes old ties and hydraulically inserts the new ties saving much time and physical exer-



tion and increases the number of ties changed in a day.

Once ties are changed a ballast regulator replaces the bal-



last and then brooms off the ties.



MAINTENANCE OF WAY EQUIPMENT

A constant challenge for all rail-roads is keeping up with the important task of vegetation control. The brush along the right-of-way continues to grow and needs to be cut. This is especially true of lines that have seen deferred maintenance over a number of years. We will equip our Tie Crane with a brush hog that will allow us to cut brush when time permits throughout the year.





MAINTENANCE OF WAY EQUIPMENT



Beyond tie replacement is the need to maintain the surface of the track. The surface is the level and crosslevel of the rails. To properly maintain the surface a large surfacing tamper is required. Few shortlines possess this type of expensive equipment. We will work with friends at the Wisconsin Great Northern Railroad near Trego which recently acquired such a machine to schedule this type of work during the early spring before other regional projects begin.

TRACK MAINTENANCE PROGRAM

Before the very first trains run on the new railroad following environmental work, LS&M will be working to develop a seasonal track maintenance program. The program will include items that will be discovered in our biweekly track inspections, our monthly switch and curve inspections and those items noted by federal inspectors when they come around.

Our seasonal program will look at the long term maintenance needs of the railroad and be of sufficient depth to stay ahead of the curve. The components of the railroad have a finite life expectancy and we will endeavor to replace a certain percentage of ties on a yearly basis that will allow for complete replacement within that life cycle.

In addition, we will work with local highway departments to make sure that at-grade crossings are maintained to a high level of safety for both the trains and the highway vehicles that will utilize them. These types of roadway structures will need periodic replacement and we will work from the beginning to fit all such structures into a revolving maintenance program.

Even though some of the rail line will be essentially new, following reconstruction after the environmental cleanup, we will do the necessary track maintenance to stay ahead of the deterioration, and maintain a safe operating environment.

A yearly program will call for the replacement of 400-500 ties each summer based on a 30 year replacement plan. There are approximately 3,000 ties per mile and considering the 4.3 miles of main track plus an additional .7 miles of side tracks, we have about 15,000 ties total in the railroad.

We will continue to inspect our bridges per our bridge program and look to do periodic maintenance as directed by our bridge engineer. We will utilize these yearly inspections to guide us on updating our plan for regular maintenance and periodic replacement of bridge components. Usually these inspections will provide a road map for upcoming expenditures so that we may be in a position to budget for them. Occasionally, as in the flood of 2012 Mother Nature will throw us a curve ball and require immediate expenditures of an emergency nature. With proper planning and budgeting we should have sufficient resources to handle these unforeseen issues.

The major part of our yearly maintenance of way program will be vegetation control. This will consist of contracted service by a professional railroad vegetation control company, cutting of brush and limbs by our own MOW crews along the length of the railroad with special attention being paid to the vision quadrants near at-grade crossings.

Regular monthly inspections of our switches will help us determine any maintenance required which is not anticipated to be significant.



TRACK MAINT. PROGRAM

OPERATION DURING U.S. STEEL CLEANUP

It is vitally important that the Lake Superior and Mississippi Railroad not lose any momentum over the next decade and this will never be more critical during the period that the full rail line is not available during the U.S. Steel environmental cleanup.

The Lake Superior and Mississippi Railroad is committed to continuing to serve our guests during this difficult period. We realize that we are going to have to adjust our operating style, the schedule of our trains, our fare structure and provide value added components to our guests to get through this period.

We must continue to operate the train from Zoo Station to the furthest forward point possible during the cleanup period. We will need to change to a push-pull type of operation and utilize flagmen during this period. We will operate with the locomotive on the east end of the train and the open safari car on the west end which will afford our guests the best view of the river and ongoing land clean up.

We will work with local conservation agencies to develop handout materials describing the work so our guests can see how the work is progressing. We will be in the best position to give people a close up view of this work during this time.

We will also invite knowledgeable speakers onboard the train to share information regarding the cleanup. We can take a leading role in engaging locals and visitors and giving them a first hand view. We can also utilize this time to present them with our vision for the future of the railroad and the river corridor and invite them back to periodically experience the changes in the landscape first hand.

Working with a local drone pilot we will be in a position to give ongoing eagles eye views of the breadth of the project and will work to keep this information available to our guests on our website and through an onboard display in our newly renovated accessible RPO concession car.

Although these trips will only be an hour or so in duration, our guests will continue to get an unparalleled view of the St. Louis River. This will be a time of developing a personalized relationship with our riders, one which we can build upon as the later phases of our business plan develop.

The Lake Superior and Mississippi Railroad is not a once

in a lifetime trip but rather a great family oriented after-

noon adventure that can be enjoyed over and over. We can even encourage passengers to return for multiple visits

in a single season by utilizing coupons on the back of their

OPERATION
DURING
CLEANUP

The "train along the river" is something to be shared and is a deeply personal experience that can be passed through the generations. As we head toward our 40th birthday the Lake Superior and Mississippi Railroad can become the best way to tell the story of the West Duluth's history in

the future.

46

INTE SUPERIOR & MISSISSIPPI RAILING



REQUIRED FACILITIES

There are several different types of facilities that are required to operate an excursion railroad of this caliber. The most important of the facilities is the Zoo Station. The Zoo Station will be divided into several distinct

areas including: ticket office. business office. restrooms. gift shop, snack bar, waiting and There room. will also be food prep areas, provision storage, workshop, and a breakroom.



PUBLIC AREAS

Ticket Office: The ticket office must be large enough to handle all of the required office machines (I.e. computers, fax machine, copier). The ticket office shall have two or more ticket windows that can be used to sell tickets for different trains when necessary or to



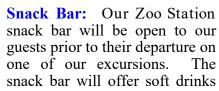
handle overflow traffic when crowds require. There will also be a train board used to list the days trains and ticket prices. The ticket office will have a brochure rack containing literature of other area attractions.

Restrooms: The Zoo Station will contain impeccably clean restrooms that will be accessible to all our guests.

Gift Shop: We will offer a complete line of novelties with the railroad logo, from shirts and hats, to coffee mugs and post cards. Additionally, we will offer souvenirs from other Duluth and North Shore attractions. We will also work to maintain a supply of model railroad supplies, including custom painted



locomotives and cars. We will work with suppliers to offer as large a selection of railroad merchandise as possible, and take consignments whenever possible in order to lighten inventory costs.



and packaged snacks. The snack bar will be connected to the waiting room to provide a place for our guests to enjoy their snacks. During the 2017 season, all snack sales will take place on the train in the concession car, with the snack bar opened for the 2018 season.

SERVICE AREAS

Provision Storage Area: Several types of services will be offered on the various trains. These services may include snack bar, gift shop, hors d'oeuvres, and liquor. The provision storage area will be a secure place to temporarily store excess food and merchandise prior to placing it aboard the train. This area will have to be constructed in the trackside building to allow for



REQUIRED FACILITIES

efficient provisioning of the train.

Breakroom: This area will also be included in the trackside structure. Since the main purpose of this structure will be behind the scenes support services, placement of the employee breakroom here will maintain a positive separation of the visitors and employees allowing the employees needed relaxation time.

Beyond these physical facilities there is also the need for a certain amount of infrastructure for the efficient servicing of trains. There needs to be a number of electrical connections put onto the outside of the building along track one. This will allow the cars to be plugged in during layovers instead of having their generators run. This will also make service work more convenient by reducing the length of extension cords run and the need to move equipment up to power. In addition to spacing of electrical outlets down the platform, there also needs to be water spigots placed every couple car lengths to make for easier car watering and washing.

The final facility consideration at the Zoo Station is the addition of a sanitary connection on or very near the platform area to allow toilets on the train to be dumped. This could be a very easy task if the required infrastructure were installed.

NEW DULUTH STATION

A combination depot structure and outdoor pavilion will be built adjacent to the tracks at New Duluth Park to serve as restroom facility, food prep facility, and power distribution for special event trains outlined earlier in this plan.





SMALL NEW DULUTH STATION





PERSONNEL

The following job titles and descriptions maybe utilized by the Lake Superior & Mississippi Railroad as it grows. Often times we will all wear a variety of hats in order to make the railroad successful.

MANAGEMENT

General Manager: The general manager directs the day to day operations of the railroad by carrying out the policies set forth by the Board of Directors. The primary job of the general manager will be to coordinate the movement of the passenger trains.

Marketing Manager: The marketing manager will take marketing strategies developed and implement a promotional plan. The marketing manager will work closely with local tourism representatives to create packages that will promote the area and generate ridership. He will maintain a good working relationship with the media in the Twin Ports and seek out opportunities to promote the operation throughout Minnesota and Wisconsin.

Accounting Manager: The accounting manager will handle all of the accounting functions required by the railroad. He will deal with processing of payroll and accounts payable, and handle the accounting of income from all business units.

Office Manager: The office manager will oversee all business office operations and will work as the assistant to the general manager. The office manager will also directly supervise the ticket office operation.

Operations Manager: The operations manager will directly supervise all train servicing employees and will also be responsible for training and testing of all train operating employees. The operations manager will also

provide technical support for maintenance and repairs to cars and locomotives.

Passenger Manager: The passenger manager will directly oversee the gift shop, food service, and onboard staff. It will be the responsibility of the passenger manager to handle all aspects of customer service.

Superintendent of Mechanical: The Superintendent of Mechanical will oversee all equipment and facilities maintenance. He will be responsible to put together preventative maintenance programs, he will work with other management personnel to develop long range plans and budgets to keep the railroad running at peek efficiency.

Superintendent of Maintenance of Way: The Superintendent of Maintenance of Way will be responsible for developing a program for the long term maintenance of the railroad. He will work with his foremen to make sure that they have the equipment and materials to keep the track up to FRA standards.

MECHANICAL DEPARTMENT

Mechanical Foreman: The mechanical foreman will have the responsibility of overseeing all shop operations at the Mechanical Facility. He will be responsible for developing long term maintenance plans for each piece of railroad equipment. The mechanical foreman will be charged with the daily inspection and maintenance of all of the operating trains. He will be responsible for the preparation of required federal reports. He will work with his supervisor to develop a budget and work to stay within that budget.

Mechanic: The mechanics will stock parts and be responsible for the day to day maintenance of locomotives and passenger cars. He will inspect all equipment



Management Personnel

as required by the Code of Federal Regulations, and maintain maintenance records on all equipment to determine the need for heavy overhaul. He will work on special projects and share his knowledge with his assistants as in an apprenticeship program. Shop safety is the primary concern and he will maintain an organized and safe shop environment.

MAINTENANCE OF WAY DEPARTMENT

MOW Foreman: Will work with the Superintendent MOW to carry out all required maintenance of the physical plant. The MOW Foreman will oversee the Track Inspector and the Track Laborers. He will maintain detailed records of work performed and assist his supervisor in the preparation of a track maintenance program and corresponding budget. He will plan daily activities to meet the objectives of the program and work to stay within the budget. Most importantly he will have front line responsibility for the safety of the physical plant and the employees in his department. In addition, he will be required to work closely with the Operations Manager and plan his activities in such a way as to minimize their effect on train operations.

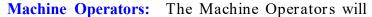
Track Inspector: The Track Inspector will inspect all of the mainline track at least twice weekly as required by the FRA. He will inspect yard tracks on a monthly basis and will inspect curves and turnouts on foot once each month. He will complete all required inspection reports in a timely manner and inform his

supervisor, any trains online, the dispatcher, or any company official of any situation that requires immediate action. He will be responsible for adhering to all operating rules and providing protec-



tion as required by the Roadway Worker Protection Act.

Track Laborers: Track Laborers will work under the MOW Foreman and will form the basic work crew which will accomplish tasks set forth. They will be responsible for knowing the operating rules, and passing required examinations. They will be safety conscious and will always be on the lookout for potential safety concerns.



be specially trained in the operation, inspection and maintenance of the various track machinery required to maintain the railroad. They will undergo classroom and OTJ training specific to the machines they are expected to operate. They will be certified by the MOW Foreman or Superintendent MOW in the operation of each



piece of equipment. They will be knowledgeable in all facets of the operating rules, pass required examinations, and be very safety conscious. They will also make such reports as may be required regarding servicing of their machines.

TRAIN OPERATION

Engineers: The engineer is the person who operates the train. He will maintain a comprehensive knowledge of the General Code of Operating Rules and pass an examination given by the Supervisor of Locomotive Engineers. He will operate the locomotive in accordance with generally accepted railroad practice and obey all applicable rules to ensure a safe operation. He will



Personnel

be aware of all pertinent Track Warrants and Bulletins

and report any potential safety problems to his superior, or the dispatcher if the problem requires immediate attention. Prior to leaving the



station he will inspect the locomotive and train for defects.

Conductors: The conductor is responsible for the safe operation of the train. He must maintain a comprehensive knowledge of the Operating rules and pass the same examination as the Engineer. The conductor will: communicate with the dispatcher, copy and adhere to all Track Warrants, know and adhere to all Track Bulletins, and report any safety concerns to the General Manger or other appropriate official. The conductor is re-

sponsible collecting tickets and completing all required reports concerning each train. addition to being the head of the operating crew, he also oversees onboard guest services. The conductor will roam the train during the trip to make sure that experience lives up to our guests expecta-



tions.

Fireman: The fireman is the second member of the operating crew that works in the locomotive. The brakeman is responsible for switching and performing required air brake tests. The brakeman sits on the opposite side of the cab as the engineer and acts as an additional set of eyes scanning the track ahead for possible obstructions.



GUEST SERVICES

Ticket Agent: The ticket agent will be the members of our team that the public has first contact with and as such will be both friendly and knowledgeable about all aspects of the operation. In addition the ticket agent will remain current on all of the events that will be taking place in the region. They will distribute information and



handle telephone requests from passengers and travel agents. The ticket agents may also travel throughout the region with the railroad mascot to promote the railroad.

Retail Clerk: Our retail clerks will be responsible for the operation of the gift shops in each of our station facilities. The clerk will track all inventory and work with the Passenger Manager to order replacement stock as necessary. The clerk will merchandise the gift shop in a manner that will generate the greatest interest in our wares. Merchandising will include the creation of railroad theme displays using not only the gift shop merchandise but also other railroad artifacts as required.

Snack Bar Clerk: The snack bar clerks will be responsible for the preparation and service of food and beverage items in our station snack bars. They will be

Personnel

responsible for the cleanliness of the food preparation areas and must follow all NSF guidelines at all times. They will also have to merchandise a variety of prepackaged snack items and handle the inventory to make certain that items are rotated. They will work with the Passenger Manager to replace stock as required.

Concession Car Clerk: The concession car clerk will be responsible for the sale of snacks, beverages and souvenirs on board the train. The clerk will stock the concession car each morning before departure and restock between trips as needed. The clerk will notify the Passenger Manager of any low stock conditions before they impact the operation. The concession car clerk will also be responsible for tendering and reporting sales.

Car Host: Car Hosts are our front line for customer service and passenger comfort. It is the primary responsibility of the car host to see to the needs of our coach passengers. One car host will be assigned to each coach. At departure they will greet passengers and assist them in seating. Throughout the trip they will continue to pamper our guests. They will have time to socialize with our passengers and point out interesting places and scenic vistas along the route. They will monitor the restrooms on each car to ensure they meet our high standards.

First Class Steward:

One of the lounge cars will have a small food preparation area that will allow us to serve snacks to our first class and platinum class passengers. The Steward will prepare and serve these snacks and assist the bartender in providing exceptional beverage service to our pre-



mium guests.





Personnel

LETTERS OF SUPPORT

To Whom It May Concern

I am a resident of the Morgan Park neighborhood in Duluth and I am writing to express my concern over the proposed abandonment of the LSM rail line that traverses our area next to the River.

I have hiked along the rails many times, since the train only runs on summer weekends and it offers a unique view of the river area with the numerous ponds where birds and turtles are often seen. There are also many species of wild flowers that bloom in the area throughout the spring and summer.

The train offers views of this area to families and others for whom hiking the area is not practicable. In addition, there is a certain romance and attraction of trains that brings visitors to our area. With the proposed developments and enhancements of the river corridor I feel this is an important tourist attraction, along with the zoo which is a neighbor at its boarding point.

I was actually unaware of the train when I purchased my home some years ago but soon discovered the pleasant surprise of hearing its whistle and horn on weekend afternoons in the summer. It became just one more reason why I enjoy the area so much, along with the wildlife that frequents the area. There are so few of these trains remaining, that along with the North Shore train it offers visitors both a unique experience and access to wild and natural areas they might not otherwise explore.

Since the LSM is operated by its friends there is actually no real cost to the city, and while expanding trails through the area is also a worthwhile goal, there is no reason not to keep what has become a great family attraction in West Duluth. As we enhance the area and make it more attractive to visitors this seems no time to lose one of its attractions.

I am hoping that you will strongly consider retention of the railroad as you develop your plans for the river corridor in our area.



Thank you for your consideration.

J. Craig Scherf

Railroad ride thrilled grandparents and grandson

This past weekend we went on the Lake Superior & Mississippi Railroad train and had such a nice time with our 4 -year-old grandson. He was especially thrilled when he was able to climb inside the engine—he loves trains. My husband and I have been on 1800s trains in South Dakota and Missouri, but thought we actually enjoyed this one in our own backyard a lot more. There was no phony robbery, and there was the beautiful scenery of the lake, not just a bunch of brush. Also, it's absolutely amazing to us that it's run entirely by volunteers. What a dedicated bunch.

This is such a great experience and in such a tourist town, how can we let this get away? We need more of this type of activity, not less. After the steel mill cleanup, let's put the tracks back again.

Judy Korby, Cloquet Duluth News Tribune Opinion Page July 29, 2015 Western Duluth Leaders rally 'round rail and trail

News Tribune Opinion - April 26, 2015

We in western Duluth know the cleanup of the Superfund

LETTERS OF SUPPORT

site located at Morgan Park will affect our neighborhoods. We appreciate that pollution will be addressed. But we also would like our wishes to be known for the area once remediation is complete.

If given the choice, western Duluth community leaders prefer the planned Western Waterfront Train expansion be a rail and trail system.

For 35 years, the Lake Superior & Mississippi Railroad has given the western side of Duluth - along with Lake Superior Zoo, Spirit Mountain and various businesses - a destination for residents and tourists alike. Although the railroad is a small part of this, it brings 1,000 visitors monthly, of which 85 percent are from outside the Duluth area (Our View: "Don't derail tourist train," March 15).

With the vision of bringing attention to the area with many new improvements and trail systems, we ask that the city remember that some of the longtime attractions do not need to be erased as western Duluth begins anew.

Brad Massengill

Duluth

The writer is president of the Lake Superior & Mississippi Railroad, a sightseeing train in western Duluth. This letter was endorsed and co-signed by the following western Duluth community leaders: 5th District City Councilor Jay Fosie, 4th District City Councilor Howie Hanson, Dan Hinnenkamp of the Gary-New Duluth Community Club, Bill Majewski of the Morgan Park Community Club, Jackie Morris of Morgan Park, Patti Nadeau of Riverside Community Club, Carol Newkernet of Riverside, Kathy Resberg of Irving Community Club, Jeanne Koneczny of Irving Recreation and Events, Dale Lewis of Park State Bank, and Ken Hogg of the Propeller Club.

Save LS&M Railroad for future generations

This fall, my three adult daughters and I had the pleasure of a trip on the Duluth tourist railroad. What a unique experience. There were several children on our trip who also enjoyed it. This could be the only chance these children will ever have to ride a train. What a shame ("Last stop for tourist train? Oct. 19).

The West was settled because of the railroads. Mountain Home, Idaho, where I live, originally was located at the base of the mountains because of the mining and logging. But when the Union Pacific Railroad came across southern Idaho, the whole town moved down to the plains. Sad to say, nowadays, although we still have a lot of freight trains go through, the passenger trains are a thing of the past.



Please, don't do away with the last little piece of Americana. Please save the Lake Superior & Mississippi Railroad track. I would hope that future generations will thank you.

Pauline Isaac

Mountain Home, Idaho Duluth News Tribune, October 24, 2015



Letter of Support from the Morgan Park Community Club

2-28-2017

The Morgan Park Community Club is in support of keeping the LS & M operating on the City ROW. We feel the tourist train adds a key element to the offerings of visitor and resident options to the recreation mix in the River Corridor. A critical mass is important for the overall success of all the individual attractions. Our membership has used the train as a group several times in recent years. We often hear residents talk about having taken visitors on the train ride and how much they enjoyed the experience. The existence of the rail bed and the tracks is a tremendous investment that would never be undertaken today to install. It's historic status has special meaning.

Bill Majewski Chair Morgan Park Community Club

Letter of Support -Riverside Community Club

At the Feb. 28 meeting of the Riverside Community Club it was agreed to lend our support to keeping the LS & M operating.

The reasons sited during our discussion included the fact of the LS & M's significant history here, as well as the fantastic job it does in preserving the history of the area in it's narration during the excursion. The LS & M provides river access to people of all abilities, affordable entertainment for residents & visitors, as well as support for other recreational opportunities in the River Corridor. It is a unique treasure that we fully support preserving.

Submitted on behalf of the Riverside Community Club.

Carole Newkumet President

Letter of Support -West Duluth Business Club

The West Duluth Civic and Business Club serves the West Duluth neighborhoods from 34th Ave. West to Fond du Lac including Irving, Memorial, Merrit, Riverside, and Morgan Park. The club supports a variety of activities and initiatives that support business and economic health via healthy and welcoming communities. We understand what draws and sustains viable businesses and economic activities to a community; a vibrant business community, affordable and solid housing, and safe, clean and healthy environments that include parks, trails, and other recreational activities.

Our club has worked for decades to build these amenities throughout West Duluth. We have supported housing developments to bring condos to the river and in efforts to upgrade existing housing through HRA and TIFF funds. We address safety by working with the City of Duluth to restore lighting to make public areas safe and walkable. We participate in public planning meetings and support resident efforts through the master planning efforts in full swing throughout West Duluth. We sponsor activities that build community identity such as Spirit

Valley Days, a summer festival that draws participants from around the region. We host speakers twich a month and provide an annual youth holiday party.

You will not be surprised, then, to hear that we ask for your support to continue the Lake Superior & Mississippi Railroad as a valuable asset to Duluth. The LS&M railroad greatly compliments the tourist attractions such as the Zoo which are located near each other. We need to keep the history of the railroads alive in West Duluth, mindful of the fact our industrial growth would not exist without the transportation benefits of railroads. WDBC is proud to have the LS&M railroad in its back yard providing recreation and education to all when they embrace the opportunity of a train ride. LS&M railroad is important to families and business and will ensure that the progress we have made will continue to grow West Duluth.



LETTERS OF SUPPORT

Thank you for consideration,

Susan Coen, President West Duluth Business Club

Sunday Opinion

Duluth News Tribune | Sunday, March 15, 2015

SundayOpinion

Publisher: Neel Ronquist
Editorial Page Editor: Chuck Frederici
Employee representative: Tina Gajda
Citizen representative: Fred Friedmar

DON'T DERAIL TOURIST TRAIN



Railroad has been operating a tourist train since 1980. This may be its final summer season, however. Photo by Vicki Surges

those more-active offerings. Not everyone can go rock climbing or mountain biking, after all, but many still want to get out in nature and learn a bit about Northeastern Minnesota's past.

"We maintain this is the most beautiful part of town along the river," LS&M President Brad Massengill told the News Tribune Opinion page last week. "Our train offers a connection. ...We offer access. We'd like to continue."

But as hard as it may be to believe, the train may not run anymore after this summer season. That's because of a long overdue and very-welcomed environmental cleanup of the old U.S. Steel site in Morgan Park. Expected to begin this fall, it'll require the removal of about a mile of tracks the LS&M uses because the soil underneath the tracks is contaminated. The cleanup is expected to take two to three

years, putting the railroad - an all volunteer, nonprofit endeavor - on hiatus.

OUR VIEW

LS&M fits well with Duluth's western focus

It seems unfathomable that this is even possible, that an attraction along western Duluth's St. Louis River corridor - an attraction long-established, much-beloved and financially sustaining, no less - could be facing a threat to its existence.

For 35 strong years, the Lake Superior & Mississippi Railroad has been taking visitors and Duluthians for train rides into history and through the natural beauty of our riverfront. It seems precisely the sort of feature Mayor Don Ness had in mind as part of the mix when he announced more than a year ago that the river corridor would be Duluth's next focus in attracting visitors and tourists - and also new families and young professionals. Duluth started putting money behind Ness' vision this spring; a total of about \$50 million is being lined up from tourism tax revenue and other sources for park improvements, river access, new trails and other amenities focused on outdoor recreation.

An established scenic train ride would seem a terrific complement to

And then, after that, it's unclear whether the tracks will put back. City officials wonder whether the aging volunteers who run and maintain the little railroad would return to start it back up. Massengill balks at the suggestion. And, city officials suggest, pointing to Duluth's Train and Bikeway Plan, a hiking and biking trail might be a more-popular and more-affordable use of the land.

Even if it is, a hiking and biking trail easily could coexist and operate alongside or nearby to the existing tourist train. Massengill is far from the only one wondering why both uses couldn't be accommodated along the line from about Lake Superior Zoo to about Boy Scout Landing in Gary-New Duluth. Any expense could be factored into the overall cost of the cleanup.

It's not too late, either. The city which owns the tracks, is still negotiating details of the cleanup that's expected to run \$62 million to \$80 million, payable by U.S. Steel and the Minnesota Pollution Control Agency.

"Some people think we want the city to (return the tracks when the



SUNDAY OPINION

cleanup is done)," Massengill said. "We feel U.S. Steel should have to do it. We were there before they were. They polluted us. We didn't pollute them.

LS&M runs on tracks that were the first into Duluth, connecting the Head of the Lakes to St. Paul in 1871. U.S. Steel operated from about 1916 to 1981. The historic track was given to the city by Burlington Northern Railway in 1980. That was when the tourist train started, just as BN intended.

To buy fuel and to maintain cars, rails and ties, LS&M spends \$70,000 to \$75,000 a year, Massengill said. It relies on donations and ticket sales to cover its operational costs. Since the flood of 2012 washed away bridges and culverts and did other damage, the city has contributed \$20,000 a year to the railroad from its flood-



repair the tracks, maintain the engines and accomplish all other operations of the Lake Superior and Mississippi Railroad, a tourist train that runs from about Lake Superior Zoo to about Boy Scout Landing In Gary-New Duluth. Photo by Lynne

Harrington Hall

Volunteers

relief funds. 2012 also was the year the railroad's insurance costs increased from \$17,000 to \$60,000 annually, making fundraising and ridership all the more critical.

The Superfund cleanup at U.S. Steel, as welcomed and needed as it may be, is a threat to the Lake Superior & Mississippi Railroad. After 35 years as a popular Duluth attraction - and one that hasn't been a burden on taxpayers - the tourist train deserves every opportunity to continue operations.

Mayor Ness and others are envisioning outdoor-recreation offerings up and down Duluth's St. Louis River corridor. City officials can envision LS&M as remaining an integral part of that.

RAILROAD'S VIEW

LS&M fits well with Duluth's western focus

Scott B. Post

I am a volunteer on the Lake Superior & Mississippi Railroad, and I read the Feb. 22 article about the U.S. Steel Superfund cleanup in western Duluth, and how it might affect our train operations ("After U.S. Steel cleanup, rail or train? Work may disrupt or kill sightseeing train service").

The original Lake Superior and Mississippi Railroad was the first railroad into Duluth in 1871. It ran between Duluth and St. Paul. Our present day tourist train runs on the original railroad track from Riverside Marina to Boy Scout Landing in Gary-New Duluth. Some of the rails are marked "Carnegie Steel Co. Ltd. E.T. IIIIIII."

This means these rails were manufactured in July 1893 at the Edgar Thomson Works in North Braddock, Pa., just outside of Pittsburgh. Investor J.P. Morgan acquired Carnegie Steel in 1901 to form U.S. Steel, and this facility was then known as the Mon Valley Works. This is a historic testament of a durable product from that era. How many items in our households are still functional after 122 years?

Though not officially designated, this is a historic railroad corridor by its very existence. This historic trach was given to the city of Duluth in 1980 by the Burlington Northern Railway (now BNSF) with the intent that it be used to operate a historic tourist train.

The idea that the city would consider using this historic rail roadbed for another use is unconscionable. I would hope our rail corridor would be give the same respect and consideration as other historic sites in Duluth. A lot of sweat equity has gone into this rail corridor in the form of track maintenance ever since the day the Lake Superior and Mississippi Railroad was formed, per our agreement with the city of Duluth. Some of those founders are no longer with us and we honor all our founders contributions to this railroad.

The present-day Lake Superior and Mississippi Railroad has been in business nearly 35 years; it is an important part of Duluth's history and heritage and is worth saving.

Our railroad is completely staffed by volunteers. There are no paid positions on this railroad. We volunteer for the love of history and railroading. Seeing a smile on a parent's and child's face as they blow the locomotive whistle and ring the bell on a cab tour is priceless. People learn a lot about Duluth's history along this corridor during train rides. Our narrators also point out the importance of trains in our economy as they pass by our depot or rumble overhead on the Oliver Bridge hauling tank cars, taconite, automobiles, Canadian lumber and intermodal containers full of products that help maintain our modern standard of living. We are also part of Operation Lifesaver, handing our literature to parents and children about how to be safe around trains. We believe this to be an important part



SUNDAY OPINION

of our train ride, and our society is safer because of this.

Or riders spend money in other parts of the community, including at convenience stores, restaurants, Lake Superior Zoo, Spirit Mountain, motels and other businesses in western Duluth. Our railroad also spends money in the community for fuel and lubricants for our locomotive and track equipment, repairs and parts for our rolling stock, office supplies, and replacement railroad ties for the rail grade. This helps maintain jobs and helps the Duluth-area economy.

There is no doubt this Superfund environment cleanup needs to take place and is long overdue. When it is finished, it is U.S. Steel's responsibility to restore the tracks that we run on to their original conditions. The tracks were here long before the steel mill was built. It would seem the China shop parable applies here: "You break it, you

bought it."

area up close.



Scott B. Post is one of the many volunteers who keep the Lake Superior and Mississippi Railroad running each summer in western Duluth. Post is a volunteer conductor and locomotive engineer. Photo by Nancy Post

Council.

With proper wetlands mitigation paid for by U.S. Steel, there is no reason why our historic railroad and a hiking and bicycle trail cannot operate side by side in this area. The Lake Superior and Mississippi Railroad is entirely open to the coexistence of such a trail beside our tracks. It would be a winwin for all, and I ask the people of

Duluth to please make your posi-

tions known to the mayor and City

To replace the tracks with a hiking or bicycle trail, as is being considered, would give access to the St.

Louis River area only to the physically fit. Our tourist train gives

access to this area to everyone, including those who are unable to or not inclined to walk or bike but who enjoy seeing the beauty of the

Scott. B. Post of Maplewood, Minn., is a conductor and locomotive engineer on the Lake Superior and Mississippi Railroad, a tourist train in western Duluth.



SUNDAY OPINION



IN THE NEWS



Last Stop for tourist train?

News Tribune - October 19, 2015

Jurgen Fuhr waited in line like any other passenger to board the Lake Superior & Mississippi Railroad train on Sunday afternoon. He has a history with the train service that runs through western Duluth - he is one of the original volunteers - and he was there in case this was another spot on the train's timeline: the finale.

"The last ride," Fuhr said, the added: "Maybe."

While it was the last public ride of the season, it doesn't seem that this is the absolute end for the train. Last week, Duluth's director of public administration said the Minnesota Pollution Control Agency's cleanup project at the former U.S. Steel Duluth Works in Morgan Park, which will upset the train tracks for 2-3 years, likely won't start for another year.

"It appears increasingly likely that the cleanup will start no earlier than next fall, and so there is increasing reason to be hopeful that (LS&M) will be able to operate again next year," said Jim Filby Williams.

The project includes the cleanup of an industrial wasteland at the former U.S. Steel site that is estimated to contain more than 1.65 million cubic yards of contaminated sediment. Plans for cleanup include the removal of train tracks.

But the train's status after the cleanup is still uncertain, and decisions about its future will be based on input from the community, the City Council and the Parks & Recreation Commission, Filby Williams

Some of the options for development of the area in western Duluth include the restoration of the tracks; a conversion to trails and parks; and a combination of both.

News of the temporary stay hadn't yet spread to the non-profit's volunteers or those with a stake in the railroad who have been lobbying to keep the tourist attraction alive following the cleanup. Andy Webb, president of LS&M, said not knowing can be hard on the volunteers' morale. They planned to finish the final run with the usual end-of-season shutdown.

But he was pleased with the turnout on Sunday. More than 100 riders turned out for each of the morning and afternoon treks - some who were lured by the potential finality.

Stacy Nylund was drawn to the train with her two sons, Ryan, 8, and Jake, 3, when she heard it might be heading out on its final excursion, she said.

"I've lived in West Duluth a long time, and I didn't know this part of it," said Nylund, taking in the view from an open train car. "It's the only way to see this area. It's right in your backyard, and you need to search it out."

The train has become a tradition for Melanie Degraef, who takes a yearly trip, She jotted in a notebook as she listened to narration from Vicki Surges.

"I'm fascinated with how things were with Superior & Mississippi train on Sunday.



Callan Erdman, 3, of Elk River, Minn., looks out the window from the Lake



IN THE **NEWS**

history and how they traveled," Degraef said. "To get in a piece of equipment so many people have been on before - it's fabulous. I try and support (LS&M) as much as I can. This is a fabulous experience and it never gets old."

Robert Straub of Sauk Center, Minn., brought his family after seeing a brochure in a hotel lobby.

"I've never been on a train before," said Michelle Straub; 9, who plays with plastic train tracks in her basement at home.

On Sunday afternoon, kids were allowed to blow the train's whistle. They re-

ceived coloring books at the turnaround point beyond the Oliver Bridge and flattened souvenir pennies at the end of the trip.

Volunteer Tom Arbour asked adults to sign a petition to keep the train on the tracks and another volunteer passed out postcards and suggested that riders drop a note to city officials.

Conductor Harold Dols said he was staying positive about the train's fate.

"It would be a sad day if this was the final run," he said. "We provide an important historical narrative. It would be a shame to lose it."

Mike Casey is a relatively new volunteer who was drawn to the train



because he can hear the sound of the whistle from his home in Smithville. He's been on board for a year.

He said he's gotten a sense of community and learned more about the history of the area, through riding the train and hearing the stories of his co-volunteer's.

He's not opposed to adding some trails alongside the tracks, but he wants the train to live on.

"A trail with placards would be nice," Casey said. "But you'll never replace an active piece of history."

LS&M a jewel that Duluth must not lose

News Tribune - October 24, 2015

Local View by John DeBeck

The upcoming cleanup of the old U.S. Steel facility in Duluth will create hardship for the Lake Superior & Mississippi Railroad. As an officer of a nonprofit organization, I deal with many issues on a daily basis that certainly parallel those that are dealt with by the LS&M. However, in no instance coming to the office and having to worry about having to close shop for three years - much less worry about having to have our whole operation go out of business due to pollution left by another entity.

Most certainly, if we were facing something similar to what the LS&M is facing, we would be embroiled in a major lawsuit against those who would be trying to affect the viability of our company.

I find it a bit disappointing the LS&M seems to have no representation in the planning process with the city of Duluth or input with U.S. Steel. It almost seems as though the "big box company" and the city just wish this small entity would go away. I do hope I am worng, but this is the vibe that seems to be out there.

Every year, I travel to Duluth a number of times for business or pleasure. These trips are always focused on the railroads and shipping because of the nature of my work and interests. I don't think people realize what a jewel the LS&M is and just what the Duluth area would lose if this tourist railroad was to go by the wayside.

I had the pleasure once again of taking a ride on Saturday, Oct. 10. Consider that, for me, this required a five-hour drive. I spent three nights in a hotel. I spent money in Duluth-area restaurants. I paid admissions to other attractions and spent money at other stores. Of course, as I rode the rails and saw the fall colors, I saw wildlife, include bald eagles, which I love to spot and photograph.

The volunteers of the LS&M have been trying to gather signatures on a petition in an attempt to save their railroad. But what I found interesting about this was that on the page I signed, it was not just Duluthians who were signing but many people from outside the area,



IN THE NEWS

too. I saw names of people from Minneapolis, St. Cloud, Brainerd and even Fargo just on the page I signed. What did that tell me? It told me people are coming to the Duluth area to spend money and to ride the rails. As I stood in line to get on the train, I spoke with three families who stated that they had come to town specifically to take the train ride. One family came all the way from England and took both area train rides.

The city of Duluth should be working in partnership with the LS&M to keep this jewel of an attraction in the city for years to come and should make it a point to ensure that U.S. Steel compensates the LS&M for any and all lost revenues while ensuring that rails are replaced so operations may continue once the U.S. Steel cleanup is complete. There is no excuse for the actions of one company to affect the ability of another company to operate. If the do, they should be made to pay accordingly to those affected.

John Debeck is president of the Motorcycle and Model Railroad Museum in Green Bay.

LS&M railroad on track for 2016

News Tribune - December 8, 2015

Duluth's oldest scenic railroad appears as if it will ride again in 2016.

"Right now we're telling people we're going to operate," said Andy Webb, interim president of the Lake Superior & Mississippi Railroad train that first came to Duluth in 1870 and now takes weekend tourists and visitors along the St. Louis River. "We may have a curtailed season, but I'm pretty sure we're going to have a season. How long it extends, we don't know."

The LS&M has been fighting limbo for at least a season, as a Minnesota Polution Control Agency cleanup project looms at the former U.S. Steel Duluth Works in Morgan Park.

A Cleanup that once was expected to start last summer now looks like it won't happen until fall of 2016 at the earliest.

In November, the Duluth City Council approved \$20,000 in tourism tax support for the railroad's operations next year.

In all likelihood, the LS&M should be able to operate for a partial season at a minimum, said David Montgomery, chief administrative office for the city of Duluth.

"I think they should be able run at least through the summer; unless the EPA and U.S. Steel suddenly hit the rocket jets and everything comes together in the next few days, which I don't anticipate," he said.

The pending cleanup will upset the train tracks for two to three years. A subsequent revival of the LS&M is in question, too, as decisions about its future will be based on input from the community, the City Council and the Parks & Recreation Commission.

Restoration of the tracks is just one of the options, that also include a conversion of the U.S. Steel site to trails and parks in the city's long-term development of the St. Louis River corridor.

The LS&M is volunteer-run and, while Webb admitted the uncertainty is hard on morale, it's a labor of love for those involved.

"It provides access into the St. Louis River area for people who are unable to hike or row a boat or go out to see the river," Webb said. "The other thing is, obviously, we just like operating a railroad."

The LS&M traditionally runs from mid-June to mid-October. Webb said he and others have continued to maintain the equipment as if the upcoming season is full steam ahead. He added that it's the hope of LS&M enthusiasts to "persuade the city" to continue the railroad after the cleanup is complete.



IN THE NEWS

61

Scenic railroad to ride again this summer

Delay in cleanup project cleared tracks for 2016 season

News Tribune - April 14, 2016

Duluth's oldest scenic railroad will ride again in 2016.

The volunteer-run Lake Superior & Mississippi Railroad earned a reprieve for its upcoming season when an environmental cleanup project was delayed, the railroad said in a news release Wednesday.

In announcing its season, the railroad called for volunteers to attend an orientation session April 23 from 10 a.m. to 2 p.m. at the Iron Mug Coffee House in Morgan Park.

The LS&M first came to Duluth in 1870; it was the first rail line between Duluth and St. Paul. Despite its importance to the region, the

Update 4-13-17

original LS&M fell victim to a financial panic and went bankrupt in 1877. It was reorganized as the St. Paul and Duluth railroad, which was later absorbed into the Northern Pacific Railway. The railway carried passengers to Duluth into the 1930s.

The modern LS&M formed in 1980 after a local group of rail enthusiasts came together to save the last five remaining miles of the original right-of-way from abandonment. It now takes weekend tourists and visitors along the St. Louis River.

The railroad has staked a claim to having some of the best views in Minnesota.

"It provides access into the St. Louis River area for people who are unable to hike or row a boat or go out to see the river," Andy Webb, interim president of LS&M told the News Tribune last December.

The railroad has been in limbo for the past two seasons, as a Minnesota Pollution Control Agency cleanup project looms at the former U.S. Steel Duluth Works site in Morgan Park.

The pending cleanup will disrupt the train tracks for two to three years, A subsequent revival of the LS&M is in question, too, as decisions about its future will be based on input from the community, the Duluth City Council and the Duluth Parks & Recreation Commission.

Restoration of the tracks is just one of the options that also include a conversion of the U.S. Steel site to trails and parks in the city's long term development of the St. Louis River corridor.

In the short-term, signs began pointing up for the railroad last fall when the City Council approved \$20,000 in tourism tax support for the railroad's operations in 2016.

The LS&M traditionally runs from mid-June to Mid-October. Webb and others have continued to maintain the equipment as if the upcoming season was full steam ahead.

Tourists can access the railroad at 6930 Fremont St.; find more information online at lsmrr.org.

The railroad is looking for engineers, conductors, firemen, ticket agents, car hosts, narrators, track workers and more. Interested volunteers can contact the railroad by emailing lsmrr46@hotmail.com.

There's one more chance to ride the western rails

Duluth Budgeteer News - April 17, 2016

The Lake Superior & Mississippi Railroad, a sightseeing train in West Duluth, expected 2015 to be its final year. The train runs through the former U.S. Steel plant in Morgan Park, which is due for environmental cleanup. During the process of two to three years, the tracks must be removed.

Work was expected to start last summer, but has been delayed until this fall, giving the railroad at least one more season.

Whether the tracks will be replaced is yet unknown. The decision depends on input from the community, City Council and Parks and Recreation Commission. Other options for the site include trails and parks. The long-term development of the St. Louis River corricor is also a factor.

Opening date will be mid-June. A new season means the need for new volunteers.

An informational meeting on the volunteering positions is 10 a.m. to noon on Saturday, April 23 at Iron Mug Coffee House, 88th Ave. W in Morgan Park.

Numerous volunteer positions are needed to maintain and operate the LS&M Railroad: engineers, conductors, firemen, ticket agents, car hosts, narrators, track workers, building/maintenance, restoration/repair, communication, marketing and more.

Railroading is a wonderful experience. The beauty along the tracks and river is astounding. Sharing history of the Lake Superior & Mississippi Railroad and the St. Louis Corridor is highly gratifying. Check the volunteer page on the LS&M website, lsmrr.org, or call (218)624-7549.

At least one more year for LS&M scenic train

Scenic excursion will be interrupted by US Steel cleanup in 2018

News Tribune - September 27, 2016

Brooks Johnson

bjohnson@duluthnews.com

The 2016 season of the Lake Superior and Mississippi Railroad won't be its last, though next year might see the final reide for the excursion train.

:We've been advised by the city that the U.S. Steel cleanup is not going to start until sometime in January of 2018," said Andy Webb,



IN THE NEWS

president of the LS&M. "So it looks like the 2017 season will possibly be our last year - unless U.S. Steel, the EPA and the city decide to put the tracks back down."

The scenic railroad travels between the Lake Superior Zoo and Gary-New Duluth, so when cleanup starts at the old steel plant, tracks will be ripped up, cutting the route short.

At the same time, the city is planning the Western Waterfront Trail extension either alongside or on top of the railroad grade that it owns, adding more uncertainty to the tourist attraction.

"After 36 years of running a train out there, we all of a sudden have to justify our existence," Webb said. "If you enjoyed the ride out there, please write city councilors or the mayor and say, 'Keep the train."

Webb said there ought to be room for a trail to run alongside the rail line, which was built in 1870 as the first railroad connecting Duluth and St. Paul.

"The city has hired an engineering firm to study the feasibility of rail and trail," he said.

The volunteer-run LS&M will keep running on the weekends through Oct. 16 this year as the fall colors season ramps up. The rail line is separate from the North Shore Scenic Railroad, which departs from the Depot downtown.

Scenic train, marina will now offer shuttle for St. Louis River paddlers

News Tribune - July 4, 2016

John Lundy

ilundy@duluthnews.com

When Mike Casey talks about the nostalgic passenger train for which he volunteers, it's almost as if the Lake Superior & Mississippi Railroad has a mind of its own.

"The train has a lot of ideas," Casey said on Tuesday.

One of those ideas come to fruition on Saturday when a woman boarded the train at Spirit Lake Marina, got out upstream at Boy Scout Landing, and then paddled a kayak back down the St. Louis River to the marina.

Quietly launched over the weekend, the Choo Choo Paddle shuttle service, as it is known is a collaboration between the railroad and the marina, Casey said.

The railroad, with roots going back to 1870, has been operated as a scenic railroad since 1980, according to its website. It uses a portion of the original track along the St. Louis River and continues along Spirit Lake and Mud Lake.

The railroad faces a lengthy interruption of service when a Minnesota Pollution Control Agency cleanup project begins at the former U.S. Steel Duluth Works in Morgan Park.

It was learned late last year that the cleanup - which originally was to have begun in 2015—wasn't expected to get underway until at least the fall of this year. The cleanup is expected to disrupt the train tracks for two to three years.

Volunteers at the LS&M - everyone is a volunteer - had been thinking about a collaboration for a long time, Casey said.

Charlie Stauduhar, who owns the marina, had similar thoughts.

"We had been working on an idea of possibly shuttling people up in a van or something," Stauduhar said. "We already had our trailers with canoes and kayaks."

LS&M volunteer Kim Culp approached Stauduhar with the idea, Casey said.

The synergy seemed obvious to both parties.

"It's really a gem," said Robert Cavanaugh, Spirit Lake Marina's harbormaster. "This type of experience is not offered elsewhere."

Shuttle users ride the LS&M's regular routes -10:30 am and 1:30 p.m. departures each Saturday and Sunday



tures each Satur- The Lake Superior & Mississippi Railroad train nears the Minnesota day and Sunday Highway 39 crossing. News Tribune file photo

during the summer and into autumn. But while the train departs from behind the Minit Mart across from the Lake Superior Zoo, it picks up paddlers at the Spirit Lake Marina in the Riverside neighborhood. Paddlers learn the history of the area they'll be coming back through



IN THE NEWS

in the narration provided during each train ride, Casey said.

At Boy Scout Landing in Gary-New Duluth, they leave the train and are given instruction before getting into the canoes or kayaks delivered by the marina.

"The beauty of this is you don't have to have any experience," Cavanaugh said. "We'll give you a brief overview of how to paddle yourself through."

Shawna Anderson a middle school special education teacher in Superior, was the first to use the shuttle, taking the 1:30 p.m. train on Saturday to Boy Scout Landing.

"It was amazing," said Anderson, 43, who used her own kayak. "It was my first time on the river. For me the train was perfect because I could see where I was going to paddle before I paddled it."

The cost is \$45 for the singleperson kayaks or \$35 per person for the two-person canoes, Stauduhar said. That includes the train ride; life preservers and paddles also are provided.

For thos who have their own kayaks or canoes, the marina can haul them to Boy Scout Landing for \$15 per person.



Although it was essentially unadvertised, nine paddlers used the shuttle in its first weekend, Stauduhar said.

"They came back and said they had the time of their liver," Cavanaugh said.

Though a safe, beginner-friendly route, it's filled with natural beauty, he said.

"There's lots of estuaries one can get into and tour around," Cavanaugh said. "Greenery, eagles flying overhead, fish jumping - northerns, jumping out of the water."

Casey, who lives in the lower Smithville neighborhood, said it's not just about the train and it's not just about paddling. It's about an often overlooked and underappreciated part of Duluth.

"I live out west." he said. "For us, it's about bringing people to our community and seing the river, how it's cleaned up. It's had a stigma for a lone time."



IN THE NEWS

Local view: Let saved tracks, new trail spur rebirth of St. Louis River corridor

By Mike Casey, Jr. on Mar 5, 2017 at 5:30 a.m. 114



Mike and Lorri Latzke ride their tandem bike over railroad tracks shortly before a Lake Superior & Mississippi Railroad departure in July 2013. The future of the scenic train is in jeopardy because the environmental cleanup of the old U.S. Steel site in western Duluth may not include keeping the historic tracks. A grassroots group has a plan to save the tracks and the train while developing new trails as a backbone of the expected St. Louis River corridor redevelopment. (file / News Tribune)

The city of Duluth is engaged in the Western Waterfront Park and Trail Master Plan process. The results will determine the future use of city property along the St. Louis River between the Irving neighborhood and Chambers Grove Park in Fond du Lac. It seems likely the multi-use Western Waterfront Trail will be extended from Riverside with some proximity to the river.

What is less certain is the future of the historic railroad tracks and train in the same area.

The EPA and U.S. Steel asked the city to advise them about the tracks as they plan for the cleanup of the U.S. Steel Superfund site. Some of the tracks will be removed during the cleanup. Cleanup project funding would include funds for restoring the tracks. But will the city ask that the tracks be put back?

The city has offered three design options, but there are essentially only two: "rail and trail" or "trail alone." Members of the Friends of Western Duluth Parks and Trails enthusiastically endorse "rail and trail." The option is both possible and feasible.

We recognize the train as an important community asset. The masterplan process should recognize what the Lake Superior & Mississippi Railroad currently provides and should envision what "rail and trail" could contribute to the future of our western Duluth community, the city, and the region.

This rail is historic as the first line into Duluth. It now provides scheduled trips, enabling best on-land access to the river estuary. The train's narrator highlights the rich cultural history of the area, which was founded upon its geography and natural resources. Riders learn about the Native American indigenous civilization that once was there, fur trading, logging, excavating and rock quarries, shipbuilding, steel and cement manufacturing, and shipping. The local flora and fauna are interpreted. The train recently added a canoe and kayak shuttle service.

The train also benefits the community by providing skills training in all aspects of railroading, in developing leadership skills, and in giving opportunities for rewarding volunteer experiences in western Duluth.

The Friends of Western Duluth Parks and Trails also has been visioning what "rail and trail" could support in the future. The train and trail could serve as a unifying spine of the oldest neighborhoods in Duluth, along which the future of western Duluth's river corridor could be developed. The train could provide and enhance activities in collaboration with other local, regional and national organizations. It could expand estuary accessibility for mobility-challenged persons and others through its shuttle services for bikes, hikers, kayaks and canoes (and supporting the future National Water Trail). It could expand educational programming pertaining to the area's cultural heritage, industrial history, environmental restoration, and nature. And it could expand awareness of the area and support opportunities for people to invest in the area via residential development, tourism, lodging, and other small businesses.

We recognize that cost is a significant consideration in the decision between "rail and trail" and "trail alone." However, costs and construction often are spread over long periods of time. The Lakewalk and Cross City Trail are examples. We with the friends group have suggested a modified "rail and trail" design that could provide better trail-user experiences with reduced construction costs and that could be completed in segments as funding is obtained. Our map is at https://goo.gl/KYVt3Y. Freely print it and share it.

A hasty decision favoring the less-costly "trail alone" option now permanently would eliminate what the city's assets, the tracks and train, currently provide and could contribute to the city's future. The decision rather should commit to investing in the future and the potential long-term benefits of "rail and trail."



IN THE NEWS

City of Duluth, commit to keeping the tracks. Commit to the "rail and trail" option. With that assurance we can move forward with visioning for the tracks and planning for the trail.

We expect the city will hold another, likely final, public meeting regarding the Western Waterfront Park and Trail Master Plan. We urge everyone to attend and/or to communicate your opinions to the city's project coordinator for this, Lisa Luokkala (lluokkala@duluthmn.gov).

Mike Casey, Jr., of Duluth is chairman of the grassroots Friends of Western Duluth Parks and Trails

Duluth Preservation Alliance's view: Scenic train can improve access to St. Louis River basin

By Mike Poupore on Mar 25, 2017 at 11:00 p.m.

We with the Duluth Preservation Alliance are writing regarding the Lake Superior and Mississippi Railroad's plight and in support of sustaining its scenic train excursions.

Built over Duluth's original feeder rail line along the St. Louis River, the excursion train needs support from all aspects of the community. Threatened by development and dogged by recent floods, this 36-year-old excursion line is in the path of uncertainty.

Vulnerable to the effects of the U.S. Steel site's pollution remediation, this all-volunteer group of train enthusiasts deserves recognition and support as the city develops the Western Waterfront Corridor Plan.

With ridership in the thousands every year, the Lake Superior and Mississippi Railroad serves as an access to the beauty of the St. Louis River. Along with the river's many attributes, the railroad has the potential to serve as a catalyst for greater access to the river basin.

Not only has this scenic train ride been able to sustain itself with minimal outside influence, it has maintained its miles of 19th-century track, refurbished its fleet of coaches, repurposed a 1946 switcher as its workhorse, and converted an early-20th-century flatcar for openair rides for its passengers.

The undaunted pursuit from these rail enthusiasts deserves an approach of encouragement and inclusion as the city assembles its comprehensive plan for the western waterfront corridor.

The future purpose of this rail line should not be limited to its current use but should include also shuttle service for water enthusiasts and should reflect the interests of Duluth's growing bicycle ridership,

those who make Duluth a destination for family outings, hikers, sportsmen and others.

To include just the replacement of the existing rail line would shortchange the potential of this sustainable excursion. An adjoining foot path and bike path alongside the tracks would be a boon to the waterfront corridor. It might even be wise to replace the track to its origins in Fond du Lac and beyond, which could prove to be a boon for the railroad and all of Duluth's residents, even in the city's furthest western reaches.

Duluth, a city rich in history and overwhelmed by its continued need for infrastructure renewal because of its age, is at a pinnacle of revitalization. The western part of our city has been neglected since the steel mill vacated decades ago. A plan to revitalize the area that includes the Lake Superior and Mississippi Railroad could serve as a catalyst for development on many fronts.

Improved livability and the prospects of more livelihoods are just part of what the railroad could mean to many of our residents.

One of many supporters, the Duluth Preservation Alliance is steadfast in supporting the volunteer workforce that has brought the city of Duluth 36 years of train rides that are among the most unique in the Midwest.

Our hope is that this rail line will be preserved and protected for generations to come.

Mike Poupore is a board member for the Duluth Preservation Alliance. This commentary was submitted exclusively to the News Tribune with the entire board's approval.

Local view: Save western Duluth's heritage railroad as part of renewed St. Louis River corridor

By **Dwight Morrison** on Mar 25, 2017 at 11:00 p.m.

There is a need in the St. Louis River corridor for viable public attractions that benefit Duluth's tourist industry. The city is investing in the infrastructure of western Duluth and the St. Louis corridor, including new visitor destinations. Duluth just had its best tourist year in history, with more than \$11 million in earnings ("Tourism hits new high," March 3).

But an existing tourist attraction, the Lake Superior and Mississippi Railroad, or LS&MRR, is in danger of being destroyed. This



IN THE NEWS

"heritage railroad" follows the original rail route into Duluth, dating back to the 1800s. It is a western Duluth attraction that needs to be protect and expanded, not destroyed.

But the environmental cleanup of the U.S. Steel site, expected to begin next year, could eliminate the LS&MRR's tracks. It's important that doesn't happen, that this historic rail route into Duluth from the south is preserved for future visitors.

I recently visited the Minnesota Transportation Museum in St. Paul. I was able to locate the original 1870 maps of this historic train and confirm that the LS&MRR was the first train that brought tourists to Duluth. This happened on June 24, 1870.

Today's tourist train follows the exact same route hurriedly built by Jay Cooke along the shore of the St. Louis River in 1869. The construction completed freight and passenger service between Duluth and Minneapolis.

My visit to the Jackson Street Roundhouse Railroad Museum, a part of the Minnesota Transportation Museum, further verified the historic accuracy of this original rail route into Duluth. The train ride today is where tourists and others learn about — and learn to appreciate — this history of Northeastern Minnesota and how Duluth became an economic power at the head of the lakes.

After returning home, an Internet search of "heritage railroads" found LS&MRR listed under the U.S. Department of Interior's National Register of Historic Places. I found this on the National Park Service website.

It is amazing that western Duluth successfully has preserved a great heritage railroad and a route for our children and grandchildren. Credit goes to the volunteers and others with the nonprofit Lake Superior and Mississippi Railroad.

Dwight Morrison of Duluth is a retired math and science teacher who has been active with trail development in Duluth for nearly 50 years, including the Western Waterfront Trail. He is cochairman of the Wheels on Trails Organization, a disability trails group; is a past member of the Minnesota Park and Trails Legacy Committee; and has been a member of the Friends of Western Duluth Parks and Trails, People with Disabilities for Change, and the St. Louis River Alliance.



IN THE NEWS

FINANCIAL RESOURCES

One of the most important resources is the equipment and the personnel, coupled with sufficient financial resources. As you have seen the Lake Superior & Mississippi Railway Company has already made significant investments in the equipment necessary to operate a successful tourist railroad. We believe strongly in the people that make up our team.

The Lake Superior & Mississippi Railroad Company will pursue several different types of financial resources in making this project a success.

The most important item in the future success of this project is the investment in the infrastructure that will allow this property to achieve its long term potential.



FINANCIAL RESOURCES

		2015 2016 2017		2018		2019		2020		2021				
Donations	\$	5,608	\$	8,802	\$	17,000	\$	23,000	\$	23,000	\$	18,000	\$	18,000
Donations - Cash	\$	1,950	\$	8,382	\$	5,000	\$	5,000	\$	5,000	\$	6,000	\$	6,000
Donated Expenses	\$	3,278	\$	10							Г			
Membership - Voting	\$	380	\$	410	Г		Г		Г		г		\Box	
Membership - Supporting	Т				Г		Г		Г		г		\Box	
LSMR Tie Replacement Labor	\$	-	\$	-	\$	12,000	\$	18,000	\$	18,000	\$	12,000	\$	12,000
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Dues	\$	-	\$	-	\$	400	\$	400	\$	400	\$	500	\$	600
Membership	Т				\$	400	s	400	s	400	\$	500	s	600
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Grants & Sponsorships	\$	20,000	\$	20,000	\$	45,000	\$	45,000	\$	45,000	\$	45,000	\$	45,000
City of Duluth	\$	20,000	\$	20,000	\$	30,000	\$	30,000	\$	30,000	\$	30,000	\$	30,000
Sponsor 1					\$	5,000	\$	5,000	\$	5,000	\$	5,000	\$	5,000
Sponsor 2	Т		Г		\$	5,000	\$	5,000	\$	5,000	\$	5,000	\$	5,000
Sponsor 3	Т		г		\$	5,000	\$	5,000	\$	5,000	\$	5,000	\$	5,000
Sponsor 4	т		Т		۲						Г			
Sales - Charters	\$	4,050	\$	4,890	\$	5,000	\$		\$		\$	5,000	\$	5,000
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Sales - Merchandise, Food & Beverage	\$	6,102	\$	4,535	\$	5,500	\$	-	\$	-	\$	5,500	\$	5,500
Merchandise Sales	\$	7,273	\$	4,298	\$	5,000					\$	5,000	\$	5,000
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Food & Beverage Sales			\$	2,562	\$	3,000					\$	3,000	\$	3,000
Cost of Goods Sold	\$ ((1,171.46)	\$	(2,325.49)		(2,500.00)	L		L		\$	(2,500.00)	1	_
Sales - Tickets	\$	61,564	\$	63,621	. \$	71,157	\$	-	\$	-	. \$	84,500	\$	97,000
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Proforma Financial Statements



Attachment 3 1 of 2

	2015		2016		2017		2018		2019		2020		2021
Uncatagorized & Miscellaneous	\$	-	\$ 5,262	\$	-	\$	-	\$	-	\$	-	\$	-
Unknown Deposits to Checking			\$ 534										
Interest			\$ 29										
Mn DOT Easement			\$ 4,700										
	\$	-	\$ -	\$	-	\$	-	\$	-	\$	-	\$	-
TOTAL REVENUE	\$	97,323	\$ 107,110	\$	144,057	\$	68,400	\$	68,400	\$	158,500	\$	171,100



Proforma Financial Statements

70

Attachment 3 2 of 2