

Resolution

To Establish the Cincinnati Museum Center Deferred Compensation Plan

WHEREAS, Cincinnati Museum Center ("CMC") wishes to establish the Cincinnati Museum Center Deferred Compensation Plan (the "Plan") for the purpose of motivating and compensating certain of its employees;

NOW, THEREFORE, BE IT RESOLVED that the Plan, substantially in the form presented to the Trustees, shall be, and it hereby is, ratified and approved; and

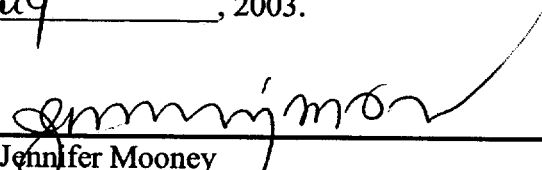
FURTHER RESOLVED, that the Chairman of the Board of Trustees of CMC is hereby designated Administrator of the Plan; and

FURTHER RESOLVED, that the Chairman is hereby authorized and directed to take any actions which he deems necessary or appropriate to implement the Plan and otherwise effect the intent of these resolutions, which actions may include, but shall not be limited to, the acquisitions of insurance policies or other instruments which he, in his discretion, deems necessary to offset CMC's obligations under the Plan.

Certification

I hereby certify that the foregoing is a true and correct copy of a Resolution passed at a meeting of the Board of Trustees, the governing body of Cincinnati Museum Center, such meeting having been held on March 25, 2002, at Cincinnati, Ohio; and I further certify that due notice of said meeting was given to members of the Board of Trustees, that a quorum was present, and that said Resolution has not been amended or repealed.

WITNESS my signature this 12 day of May, 2003.



Jennifer Mooney
Secretary of the Board of Trustees
Cincinnati Museum Center

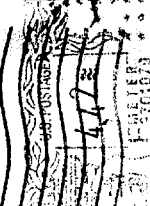
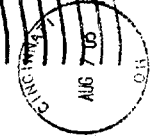
CERTIFIED MAIL



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CINCINNATI MUSEUM CENTER.
UNION TERMINAL
1301 WESTERN AVENUE
CINCINNATI, OH 45203

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Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue, NW
Washington, DC 20210

