

**FOURTH AMENDMENT
to the
CONTRACT FOR SALE AND PURCHASE**

This **FOURTH AMENDMENT** (this "Fourth Amendment"), made as of this 1st day of June, 2011 (the "Fourth Amendment Effective Date"), by and between STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION, ("State") and CSX TRANSPORTATION, INC., ("CSXT"), amends that certain CONTRACT FOR SALE AND PURCHASE dated as of November 30, 2007, by and between State and CSXT (the "Original Contract").

WHEREAS, the Original Contract was previously amended by the Corrective Amendment to the Contract dated January 4, 2008 (the "Corrective Amendment"); by the Second Amendment to the Contract For Sale and Purchase dated as of March 29, 2010 (the "Second Amendment" with the Original Contract, as amended by the Corrective Amendment and the Second Amendment being referred to as the "Second Amended Contract"); and by the Third Amendment to the Contract For Sale and Purchase dated as of December 20, 2010 (the "Third Amendment" with the Original Contract, as amended by the Corrective Amendment, the Second Amendment and the Third Amendment being referred to as the "Third Amended Contract"), and

WHEREAS, the Parties desire to further amend the Third Amended Contract as set forth herein (as further amended herein the "Contract"). Except as expressly provided herein or unless the context otherwise requires, capitalized terms have the meanings assigned to such terms in accordance with the Third Amended Contract or if not defined therein, the meanings assigned to such terms in accordance with the Escrow Agreement.

NOW THEREFORE, in consideration of the premises and of the mutual covenants hereinafter set forth, the parties hereto, intending to be legally bound, agree as follows:

Section 1. Dates.

(a) The date of June 1, 2011 appearing in each of Subsections 17.01(e) and 17.02(e) of the Third Amended Contract is amended to December 1, 2011.

(b) The date of January 31, 2011 appearing in Section 6.01 of the Third Amended Contract is amended to October 1, 2011.

(c) The date of June 1, 2011 appearing in Section 6.01 of the Third Amended Contract is amended to December 1, 2011.

Section 2. Counterparts.

This Fourth Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one and the same instrument.

Section 3. No Other Changes.

Other than as expressly set forth above, the terms and conditions of the Third Amended Contract remain in full force and effect.

IN WITNESS WHEREOF, CSX TRANSPORTATION, INC. and STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION, pursuant to due corporate and statutory authority, have caused their names to be signed hereto by officer(s) or official(s) hereunto duly authorized as of the Fourth Amendment Effective Date first above written.

[signature pages and notary pages follow]

“FDOT”

STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION,

LEGAL REVIEW

[Signature]
District Chief Counsel

By: [Signature] FOR
FOI Signature)

Print Name: Noranne B. Downs, P.E.
Title: District Secretary

APPROVED AS TO FINANCIAL TERMS AND FUNDS ARE PROGRAMMED:

[Signature]
Office of the Comptroller

STATE OF FLORIDA
COUNTY OF Volusia

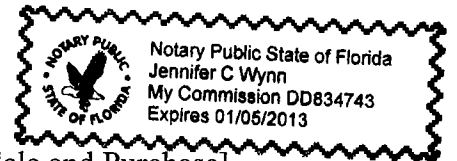
I, Jennifer C. Wynn, a Notary Public of the State of Florida, do certify that, on the date below, before me in said County, personally came Noranne B. Downs, P.E., to me known, and known to me to be the person whose name is subscribed to the above instrument, who, being by me first duly sworn, did depose, acknowledge and say that she resides in Volusia County, Florida; is the Director of Transportation Operations of the Florida Department of Transportation, the State agency described in, and which executed said instrument; she is fully informed of the contents of the instrument; she signed her name thereto for said State pursuant to her authority; and the execution of said instrument is the free act and deed of said State of Florida Department of Transportation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal, this 1st day of June, 2011.

[Signature]
Notary Public
Printed Name: Jennifer C. Wynn

My Commission Expires:


{Notarial Seal}



[signature page to the Fourth Amendment to the Contract for Sale and Purchase]

“CSXT”

CSX TRANSPORTATION, INC.,
a Virginia corporation

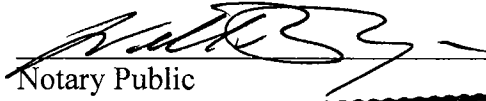
By: 
Signature

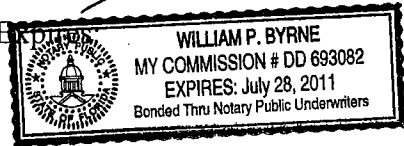
Print Name: Peter J. Shudtz
Title: Authorized Agent

STATE OF FLORIDA
COUNTY OF DUVAL

I, WILLIAM P. BYRNE, a Notary Public of the State of Florida, do certify that, on the date below, before me in said County, personally came Peter J. Shudtz, to me known, and known to me to be the person whose name is subscribed to the above instrument, who, being by me first duly sworn, did depose, acknowledge and say that: he resides in Richmond, Henrico County, Virginia; he is a duly authorized agent of CSX Transportation, Inc., the corporation described in and which executed said instrument; he is fully informed of the contents of the instrument; he signed his name thereto for said corporation pursuant to such authority; and the execution of this instrument is the free act and deed of said corporation; and the conveyance herein is not part of a transaction, sale, lease, exchange or other transfer or conveyance of all or substantially all of the property and/or assets of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal, this 1st day of June, 2011.


Notary Public
My Commission Expires July 28, 2011
[Notarial Seal]



[signature page to the Fourth Amendment to the Contract for Sale and Purchase]