

**FOURTH AMENDMENT  
to the  
TRANSITION AGREEMENT**

THIS FOURTH AMENDMENT TO THE TRANSITION AGREEMENT (this "Fourth Amendment"), made as of November ~~31~~<sup>30</sup>, 2011 (the "Fourth Amendment Effective Date"), by and between STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION, ("State") and CSX TRANSPORTATION, INC., ("CSXT"), amends that certain TRANSITION AGREEMENT dated as of November 30, 2007, by and between State and CSXT, as previously amended (the "Transition Agreement").

**WHEREAS**, the Transition Agreement was previously amended by the First Amendment to Transition Agreement dated March 29, 2010 (the "First Amendment"), by the Second Amendment to Transition Agreement dated December 20, 2010 (the "Second Amendment"), and also by the Third Amendment to Transition Agreement dated October 5, 2011 (the "Third Amendment") and

**WHEREAS**, the Parties desire to further amend the Transition Agreement as set forth herein.

**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:

1. The term "Section 7 Trains" is hereby added to the definitions in Appendix A. "Section 7 Trains" shall mean those trains identified in the table appearing in Section 7(b) of this Agreement."
2. The table appearing in Section 7(b) of the Transition Agreement is amended and restated in its entirety to read:

(remainder of this page blank)

Through Trains Re-routed to "S" Line			
Intermodal	Q177	approximately Daily	SB
	Q178	approximately Daily	NB
	Q187	approximately Daily	SB
	Q188	approximately Daily	NB
Autoracks*	Q255	Daily	SB
	Q258	Daily	NB
Unit Train – Coal**		Daily	SB
		Daily	NB
Bulk – Flyash**		Mon, Thur	SB
		Wed, Sat	NB

\* Trains will use the "S" and "A" line routes until December 31, 2018, with route selection based on further discussions between State and CSXT.

\*\* Trains will be re-routed to the "S" Line, but will access State Property from the South.

3. CSXT and State shall jointly modify the Service Plan as may be necessary to accommodate the amended table in Section 7(b) prior to the Commencement Date.

4. The following provision is hereby added to Section 4:

“(c)(12) Phase II construction activities shall generally follow the protocols established in Paragraphs (4)(c)(6), (4)(c)(7), 4(c)(8) and 4(c)(9).”

5. Supplemental Agreement(s) to the Joint Rail Project Agreement (Florida Projects) as contemplated therein will be executed and delivered and \$46,000,000.00 in total (including the \$4,600,000.00 referenced in the Joint Rail Project Agreement (Florida Projects)), will be encumbered for the Florida Improvement Plan Projects no later than April 2, 2014, which encumbrance shall be consistent with State procedures and protocols.

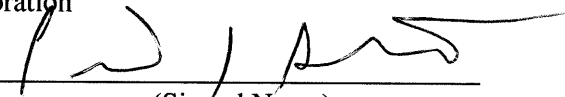
6. This Fourth Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one and the same instrument.

7. Other than as expressly set forth above, the terms and conditions of the Transition Agreement remain in full force and effect.

(signature page follows)

**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.

**CSX TRANSPORTATION, INC.**, a Virginia corporation

By:   
(Signed Name)

Print Name: Peter J. Shutz

Title: Authorized Agent

[signature page of Fourth Amendment to Transition Agreement]

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.

STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION

By: Ananth Prasad  
(Signed Name)

Print Name: Ananth Prasad, P.E.  
Title: Secretary

LEGAL REVIEW:

Roger Wood  
Special Counsel

APPROVED AS TO FINANCIAL TERMS AND FUNDS ARE PROGRAMMED

Robin M. Nockair  
Office of the Comptroller

[signature page of Fourth Amendment to Transition Agreement]