

CORRECTIVE AMENDMENT

To the

CONTRACT FOR SALE AND PURCHASE

Between State of Florida Department of Transportation and CSX Transportation, Inc.

Pertaining to the Central Florida Rail Corridor, a Line of Railroad

Between Deland, Florida and Poinciana, Florida and Related Properties

THIS CORRECTIVE AMENDMENT, made as of the 4<sup>th</sup> day of January, 2008, by and between STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION, whose address is Haydon Burns Building, 605 Suwannee Street, Tallahassee, FL 32399-0450 (hereinafter referred to as "State") and CSX TRANSPORTATION, INC., a Virginia corporation, whose address is 500 Water Street, Jacksonville, FL 32202 (hereinafter referred to as "CSXT") amends and corrects that certain CONTRACT FOR SALE AND PURCHASE dated as of November 30, 2007, by and between State and CSXT as follows:

1. The second sentence of Section 14.02, is corrected and restated to read:

Any such withholding shall be held by State in trust for CSXT pending the performance of the terms and conditions of the Transition Agreement and shall be paid to CSXT in cash or its equivalent, without setoff or holdback, other than as may be expressly provided in the Transition Agreement, and with interest thereon from the Closing Date until payment to CSXT, calculated in the same manner as the interest earned, less fees, on escrows held at the State Treasury pursuant to Sections 17.59 and 17.60, Florida Statutes, in accordance with the payment provisions of the Transition Agreement.

2. Except as hereby modified, amended, and changed, all other terms and provisions of aforementioned Contract for Sale and Purchase dated as of November 30, 2007, 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, duly attested, as of the day and year first written above.

“CSXT”

CSX TRANSPORTATION, INC., a Virginia corporation

Signed and delivered in the Presence of:

Signed Name: Lisa Mancini

Print Name: Lisa Mancini

Signed Name: John M. Gibson, Jr.

Print Name: John M. Gibson, Jr.

BY: Peter J. Shutz  
(Signed Name)

Print Name: Peter J. Shutz

Its: Authorized Agent

“STATE”

STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION

Signed and delivered in the Presence of:

Signed Name: George S. Lovett

Print Name: George S. Lovett

Signed Name: Steve Homan

Print Name: STEVE HOMAN

BY: Noranne Downes  
(Signed Name)

Print Name: Noranne Downes

ITS: District Secretary

Attest: Jennifer Wynn

Print Name: Jennifer Wynn

REVIEWED AND APPROVED AS TO FORM

Wally Poore  
District General Counsel  
STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

APPROVED AS TO FINANCIAL TERMS AND FUNDS ARE PROGRAMMED

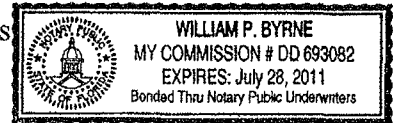
Robin McNaughton  
Office of the Comptroller

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 Patricia J. Schwartz, 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 4th day of January, 2008.

William P. Byrne  
Notary Public  
My Commission Expires



STATE OF FLORIDA  
COUNTY OF Volusia

I, Jennifer Wynn, a Notary Public of the State of Florida, do certify that, on the date below, before me in said County, personally came Noranne Downs, 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; she is Secretary of Transportation District 5 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 ~~January~~ <sup>February</sup>, 2008.

Jennifer C Wynn  
Notary Public  
My Commission Expires:

