

**THIRD AMENDMENT  
to the  
AMENDED CENTRAL FLORIDA OPERATING AND MANAGEMENT AGREEMENT**

THIS THIRD AMENDMENT TO THE AMENDED CENTRAL FLORIDA OPERATING AND MANAGEMENT AGREEMENT (this "Third Amendment"), made as of March \_\_\_, 2014 (the "Third Amendment Effective Date"), by and between STATE OF FLORIDA, DEPARTMENT OF TRANSPORTATION, ("State") and CSX TRANSPORTATION, INC., ("CSXT"), amends that certain AMENDED CENTRAL FLORIDA OPERATING AND MANAGEMENT AGREEMENT dated as of March 29, 2010, by and between State and CSXT (the "Amended CFOMA").

**WHEREAS**, the original CFOMA was executed on November 30, 2007 (the "Original CFOMA"); and

**WHEREAS**, said Original CFOMA was superseded by the Amended CFOMA; and

**WHEREAS**, the Amended CFOMA was amended by that certain First Amendment to the Amended CFOMA dated December 20, 2010 (the "First Amendment"); and

**WHEREAS**, the Amended CFOMA was further amended by that certain Second Amendment to the Amended CFOMA, dated October 5, 2011 (the "Second Amendment"); and

**WHEREAS**, as set forth in Appendix A, the Original CFOMA, as amended by the Amended CFOMA, the First Amendment, the Second Amendment, and this Third Amendment shall be referred to as the CFOMA; and

**WHEREAS**, the Parties desire to now revise portions of Exhibits A and B of the CFOMA 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. Exhibits A and B, included in the Second Amendment and made a part of the CFOMA, are replaced with Exhibits A and B attached hereto. Accordingly, as of the Third Agreement Effective Date, all references in the CFOMA to Exhibits A and B refer to the Exhibits A and B attached hereto.
2. This Third 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.

3. Other than as expressly set forth above, the terms and conditions of the CFOMA 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 Third Amendment Effective Date.


CSX TRANSPORTATION, INC., a Virginia corporation

By:  \_\_\_\_\_  
(Signed Name)

Print Name: Peter J. Shudtz

Its: Authorized Agent

STATE OF FLORIDA DEPARTMENT OF TRANSPORTATION

By:  \_\_\_\_\_  
(Signed Name)

Print Name: Ananth Prasad, P.E.

Its: Secretary

LEGAL REVIEW:  
  
Special Counsel

APPROVED AS TO FINANCIAL TERMS  
AND FUNDS ARE PROGRAMMED

  
Office of the Comptroller

[signature page of Third Amendment to the Amended CFOMA]

## Exhibit A

AGREEMENT #	INDUSTRY	CSXT OWNERSHIP IN SIDETRACK	SWITCHES	MILEPOST
CSX047258	Pierce Hardy	150 ft	1	A749.85
CSX047820	Conrad Yelvington	150 ft	1	A749.93
CSX048041	Conrad Yelvington	300 ft	2	A761.17
CSX043611	Conrad Yelvington	606 ft	1	A766.11
SCL023104	Arthur Green	530 ft	1	A767.29
CSX673992	Old Castle APG dba Harwood Brick	150ft	1	A778.98
CSX003430	Conrad Yelvington	150 ft	1	A791-792
CSX011541	Michigan Properties	150 ft	1	A792.26
CSX035718	Southern Warehouse	150 ft	1	A792.46
CSX007498	Southern Warehouse	245 ft	1	A792.95
CSX007497	Southgate Properties	488 ft (Track 2) 150 ft (Track 10)	1	A792.9
CSX660719	Boise Cascade	306 ft	2	A793.3
CSX659297	New Venture Land Trust.	300 ft	1	A794.56
ACL007168	Inland Paperboard	300 ft	1	A795.3
SCL008384	Sewell Plastics	260 ft	1	A796.19
SCL030250	Sewell Plastics	150 ft	1	A796.27
ACL007815001	Howard Fertilizer	150 ft	1	A798.8
SCL031044	Chemcentral	918 ft	1	A796.6
CSX056841	Corridor Materials	223 ft (Track 798.8(2)) 280 ft (Track 798.8(2)) 3 205 ft (Crossover 1)		A798.78
CSX003449	Airport Industrial	361 ft	1	A798.83
SBD004200	James Strates	136.4 ft	1	A799.12
SBD003282	Orlando Utilities	685 ft (north leg) 1179 ft (south leg)	1 1	A800.58
CSX056942	Cornerstone Logistics	150	1	A801.98
CSX003475	Ewing Irrigation	280 ft	1	A804.95
CSX660427	Avatar Properties	160 ft	1	A813.79
SCL22585	CL Industries	419 ft	1	A797.62
SCL006167	Sams Gas	304 ft	1	A797.62

## Exhibit B

AGREEMENT #	INDUSTRY	INDUSTRY OWNERSHIP WITHIN R.O.W.	MILEPOST
CSX047258	Pierce Hardy	277 ft	A749.85
CSX047820	Conrad Yelvington	5067 ft	A749.93
CSX048041	Conrad Yelvington	2106 ft	A761.17
CSX673992	Old Castle APG dba Harwood Brick	508 ft	A 778.98
CSX003430	Conrad Yelvington	182 ft	A791-A792
CSX007498	Southern Warehouse	213 ft	A792.95
CSX 007497	Southgate Properties	721 ft	A792.90
SCL008384	Sewell Plastics	380 ft	A 796.19
SCL030250	Sewell Plastics	150 ft	A796.27
ACL007815	Howard Fertilizer	95 ft	A798.80
ACL007073	James Strates	213.5 ft	A799.12
CSX043611	Conrad Yelvington	2000 ft	A766.11
CSX056841	Corridor Materials	11224 ft	A798.78
CSX056942	Cornerstone Logistics	632 ft	A801.98
CSX660427	Avatar Properties	230 ft	A813.79