

CSX CORPORATION

Board of Directors

Executive Committee Charter

Purpose of the Committee

The primary purpose of the Executive Committee (“Committee”) of the Board of Directors (“Board”) of CSX Corporation (the “Corporation”) is to act on behalf of the full Board between regularly scheduled Board meetings, when time is of the essence.

Committee Membership

The Committee shall be comprised of the Chief Executive Officer, the Chair of the Board, the Vice Chair of the Board and the chairs of each of the four other standing committees.

The Chief Executive Officer shall be the Chair of the Executive Committee, and shall preside at each Committee meeting. In the absence of the Chief Executive Officer, the Chairman of the Board shall preside over a meeting of the Committee.

A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the affirmative vote of the majority of those present shall be necessary for any action by the Committee.

Committee Authority and Responsibilities

During the intervals between meetings of the Board, the Committee may exercise all of the authority of the Board in the business and affairs of the Corporation, except where action by the full Board, or another committee thereof, is specifically required or where authority is specifically limited by the Board of Directors or a committee thereof. The Committee shall not have the power or authority of the Board of Directors to:

- fill vacancies on the Board or on any committee thereof;
- declare dividends or distributions of stock;
- authorize or approve the issuance or sale, or contract for sale, of stock or determine the designation and relative rights, preferences, and limitations of a series or class of stock, except that the Board may authorize the Committee to do so subject to such limits, if any, as may be prescribed by the Board;
- recommend to shareholders any action that requires shareholder approval;
- amend or repeal the Articles of Incorporation or Bylaws of the Corporation;
- approve a plan of merger or share exchange not requiring shareholder approval;

- amend, alter or repeal, or take action inconsistent with any resolution or action of the Board when the resolution or action of the Board provides by its terms that it shall not be amended, altered or repealed by the action of the Committee; or
- take action that the Virginia Stock Corporation Act, the Charter or the Bylaws requires be taken by the Board and not a Committee of the Board.

The Committee shall keep a full and accurate record of its proceedings at each meeting and report the same at the next meeting of the Board.

The Committee shall have the resources and authority to discharge its responsibilities, including the authority to retain counsel and other experts or consultants.

The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Meetings of the Committee

The Committee shall meet at the call of the Chief Executive Officer, following simultaneous notice to the full Board, which notice shall set forth the date, time and subject matter of the meeting. The Committee shall report its actions to the Board.

Limitations

The Board may limit or qualify the powers of the Committee at any time, and may rescind any action of the Committee to the extent that no rights of the third persons have intervened.