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October 24, 2008

Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 27263-B FILED

OCT 24 '08 -9 41 AM

SURFACE TRANSPORTATION BOARD

Dear Acting Secretary Quinlan:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Second Supplemental Indenture, a secondary document, dated as of October 24, 2008. The primary document to which this is connected is recorded under Recordation No. 27263. We request that this document be given Recordation No. 27263-B.

The names and addresses of the parties to the Memorandum of Second Supplemental Indenture are:

Trustee:

The Bank of New York Mellon Trust Company, N.A.
10161 Centurion Parkway, 2nd Floor
Jacksonville, FL 32256

Debtor:

CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

Guarantor:

CSX Corporation
500 Water Street
Jacksonville, FL 32202

Honorable Anne K. Quinlan

October 24, 2008

Page 2

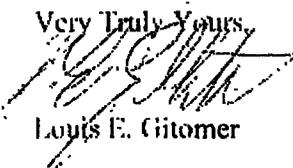
A description of the equipment covered by the Memorandum of Second Supplemental Indenture consists of 259 locomotives consisting of (1) 140 ES44AH locomotives numbered CSXT 760-899, inclusive; (2) 34 ES44DC locomotives numbered CSXT 5221-5254, inclusive; (3) 20 SD70AC locomotives numbered CSXT 4768-4887, inclusive; and (4) 65 CW44AH locomotives numbered CSXT 557-599, inclusive, and 5101-5122, inclusive.

A fee of \$ 41.00 is enclosed. Please return a copy by email to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index follows: a Memorandum of Second Supplemental Indenture among The Bank of New York Mellon Trust Company, N.A., 10161 Centurion Parkway, 2nd Floor, Jacksonville, FL 32256, CSX Transportation, Inc., 500 Water Street, Jacksonville, FL 32202, and CSX Corporation, 500 Water Street, Jacksonville, FL 32202, covering 259 locomotives consisting of (1) 140 ES44AH locomotives numbered CSXT 760-899, inclusive; (2) 34 ES44DC locomotives numbered CSXT 5221-5254, inclusive; (3) 20 SD70AC locomotives numbered CSXT 4768-4887, inclusive; and (4) 65 CW44AH locomotives numbered CSXT 557-599, inclusive, and 5101-5122, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 27263-B FILED

OCT 24 '08 -9 41 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECOND SUPPLEMENTAL INDENTURE

dated as of October 24, 2008

among

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
as Trustee,

CSX TRANSPORTATION, INC.
as Debtor

and

CSX CORPORATION,
as Guarantor

MEMORANDUM OF SECOND SUPPLEMENTAL INDENTURE

THIS MEMORANDUM OF SECOND SUPPLEMENTAL INDENTURE is made and entered into as of October 24, 2008, by and among THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (the "Trustee"), CSX TRANSPORTATION, INC. (the "Company"), and CSX CORPORATION (the "Guarantor").

WITNESSETH:

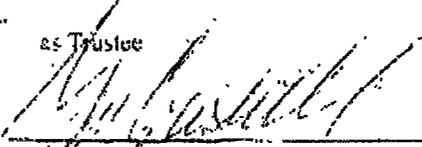
1. The Trustee and the Company have entered that certain Indenture, dated as of December 13, 2007 (the "Indenture").
2. A Memorandum of Indenture with respect to the Indenture was recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 on December 13, 2007 at 7:58 am under Recordation No. 27263.
3. The Trustee, Company, and Guarantor have entered into that certain Second Supplemental Indenture, dated as of October 24, 2008, relating to the above-described Indenture and extending the Company's grant of security interest therein and the Guarantor's guarantee therein to certain locomotives identified on Exhibit A attached hereto.
4. This Memorandum of Second Supplemental Indenture shall be effective as of the date hereof.
5. This Memorandum of Second Supplemental Indenture may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Second Supplemental Indenture.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Second Supplemental Indenture to be executed as of the date first above written.

THE BANK OF NEW YORK MELLON TRUST COMPANY,
N.A.

as Trustee

By: 

Name: Geraldine Creswell

Title: Assistant treasurer

CSX TRANSPORTATION, INC.

as Debtor

By: _____

Name: Steven C. Armbrust

Title: Assistant Corporate Secretary

CSX CORPORATION

as Guarantor

By: _____

Name: Carolyn T. Sizemore

Title: Vice President and Controller

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Second Supplemental Indenture to be executed as of the date first above written.

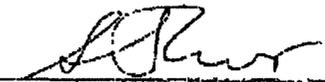
THE BANK OF NEW YORK MELLON TRUST COMPANY,
N.A.

as Trustee

By: _____
Name: _____
Title: _____

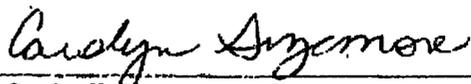
CSX TRANSPORTATION, INC.

as Debtor

By:  _____
Name: Steven C. Armbrust
Title: Assistant Corporate Secretary

CSX CORPORATION

as Guarantor

By:  _____
Name: Carolyn T. Sizemore
Title: Vice President and Controller

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

On this 24 day of October, 2008, before me appeared Geraldine Creswell, the person who signed this instrument, who acknowledged that (s)he is the Assistant Treasurer of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

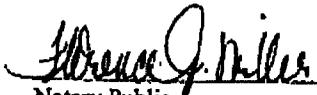
Tracey L. Crow
Notary Public

My commission expires:
August 30 .. 2010



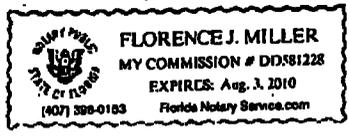
STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

On this 23 day of October, 2008, before me appeared Steven C. Armbrust, the person who signed this instrument, who acknowledged that he is the Assistant Corporate Secretary of CSX TRANSPORTATION, INC. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.



Notary Public

My commission expires:
Aug. 3 2010



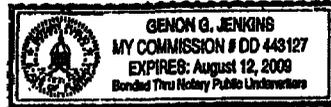
STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

On this 23rd day of October, 2008, before me appeared Carolyn T. Sizemore, the person who signed this instrument, who acknowledged that she is the Vice President and Controller of CSX CORPORATION and that, being duly authorized, she signed such instrument as a free act on behalf of said corporation.

Genon G. Jenkins
Notary Public

My commission expires:

AUGUST 12, 2009



**EXHIBIT A
TO MEMORANDUM OF SECOND SUPPLEMENTAL INDENTURE**

DESCRIPTION OF LOCOMOTIVES AND REPORTING MARKS

Road Numbers of Items of Equipment

<u>Equipment Group 1</u>	<u>Equipment Group 2</u>	<u>Equipment Group 3</u>	<u>Equipment Group 4</u>	<u>Equipment Group 5</u>
CSXT5121	CSXT4776	CSXT5221	CSXT0760	CSXT0792
CSXT5122	CSXT4777	CSXT5222	CSXT0761	CSXT0793
CSXT0557	CSXT4778	CSXT5223	CSXT0762	CSXT0794
CSXT0558	CSXT4779	CSXT5224	CSXT0763	CSXT0795
CSXT0559	CSXT4780	CSXT5225	CSXT0764	CSXT0796
CSXT0560	CSXT4781	CSXT5226	CSXT0765	CSXT0797
CSXT0561	CSXT4782	CSXT5227	CSXT0766	CSXT0798
CSXT0562	CSXT4783	CSXT5228	CSXT0767	CSXT0799
CSXT0563	CSXT4784	CSXT5229	CSXT0768	CSXT0800
CSXT0564	CSXT4785	CSXT5230	CSXT0769	CSXT0801
CSXT0565	CSXT4786	CSXT5231	CSXT0770	CSXT0802
CSXT0566	CSXT4787	CSXT5232	CSXT0771	CSXT0803
CSXT0567	CSXT4775	CSXT5233	CSXT0772	CSXT0804
CSXT0568	CSXT4768	CSXT5234	CSXT0773	CSXT0805
CSXT0569	CSXT4769	CSXT5235	CSXT0775	CSXT0806
CSXT0570	CSXT4770	CSXT5236	CSXT0776	CSXT0807
CSXT0571	CSXT4771	CSXT5237	CSXT0777	CSXT0808
CSXT0572	CSXT4772	CSXT5238	CSXT0778	CSXT0809
CSXT0573	CSXT4773	CSXT5239	CSXT0779	CSXT0810
CSXT0574	CSXT4774	CSXT5240	CSXT0780	CSXT0811
CSXT0575		CSXT5241	CSXT0781	CSXT0812
CSXT0576		CSXT5242	CSXT0782	CSXT0813
CSXT0577		CSXT5243	CSXT0783	CSXT0814
CSXT0578		CSXT5244	CSXT0784	CSXT0815
CSXT0579		CSXT5245	CSXT0785	CSXT0816
CSXT0580		CSXT5246	CSXT0787	CSXT0817
CSXT0581		CSXT5247	CSXT0788	CSXT0818
CSXT0582		CSXT5248	CSXT0789	CSXT0819
CSXT0583		CSXT5249	CSXT0790	CSXT0820
CSXT0584		CSXT5250	CSXT0791	CSXT0821
CSXT0585		CSXT5251	CSXT0774	CSXT0822
CSXT0586		CSXT5252	CSXT0786	CSXT0823
CSXT0587		CSXT5253		CSXT0824
CSXT0588		CSXT5254		CSXT0825
CSXT0589				CSXT0826
CSXT0590				CSXT0827
CSXT0591				CSXT0828
CSXT0592				CSXT0829
CSXT0593				CSXT0830
CSXT0594				CSXT0831
CSXT0595				CSXT0832
CSXT0596				CSXT0833
CSXT0597				CSXT0834
CSXT0598				CSXT0835
CSXT0599				CSXT0836
CSXT5101				CSXT0837

<u>Equipment Group 1</u>	<u>Equipment Group 2</u>	<u>Equipment Group 3</u>	<u>Equipment Group 4</u>	<u>Equipment Group 5</u>
CSXT5102				CSXT0838
CSXT5103				CSXT0839
CSXT5104				CSXT0840
CSXT5105				CSXT0841
CSXT5106				CSXT0842
CSXT5107				CSXT0843
CSXT5108				CSXT0844
CSXT5109				CSXT0845
CSXT5110				CSXT0846
CSXT5111				CSXT0847
CSXT5112				CSXT0848
CSXT5113				CSXT0849
CSXT5114				CSXT0850
CSXT5115				CSXT0851
CSXT5116				CSXT0852
CSXT5117				CSXT0853
CSXT5118				CSXT0854
CSXT5119				CSXT0855
CSXT5120				CSXT0856
				CSXT0857
				CSXT0858
				CSXT0859
				CSXT0860
				CSXT0861
				CSXT0862
				CSXT0863
				CSXT0864
				CSXT0865
				CSXT0866
				CSXT0867
				CSXT0868
				CSXT0869
				CSXT0870
				CSXT0871
				CSXT0872
				CSXT0873
				CSXT0874
				CSXT0875
				CSXT0876
				CSXT0877
				CSXT0878
				CSXT0879
				CSXT0880
				CSXT0881
				CSXT0882
				CSXT0883
				CSXT0884
				CSXT0885
				CSXT0886
				CSXT0887
				CSXT0888
				CSXT0889
				CSXT0890
				CSXT0891
				CSXT0892

Equipment
Group 1

Equipment
Group 2

Equipment
Group 3

Equipment
Group 4

Equipment
Group 5

CSXT0893
CSXT0894
CSXT0895
CSXT0896
CSXT0898
CSXT0899
CSXT0897