

STOCK OWNERSHIP GUIDELINES FOR EXECUTIVE OFFICERS

CSX has established the following formal stock ownership guidelines for executive officers. Each executive officer must attain the applicable ownership threshold within 5 years of his/her appointment to office. Executive officers must retain 100% of net shares issued until the guidelines are achieved. However, each of the CEO, Executive Vice Presidents and Senior Vice Presidents (“Senior Executives”) may only dispose of shares held in excess of 1.2 times the applicable ownership threshold.

<u>Position</u>	<u>Ownership Threshold</u>
Chief Executive Officer	6 times base salary
Executive Vice Presidents	4 times base salary
Senior Vice Presidents	3 times base salary
Vice Presidents and Equivalent	1 times base salary

In addition, shares received by Senior Executives from restricted stock grants must be held for one year following the date of vesting.

DIRECTOR STOCK OWNERSHIP GUIDELINES

CSX Corporation’s Board of Directors (“Board”) has adopted, upon recommendation from the Governance Committee, Stock Ownership Guidelines to align the interest of non-employee directors (“Director”) with the interests of stockholders. This action reflects the growing trend among large, publicly-held companies to require directors to hold prescribed amounts of company stock. Currently, the Board requires that each Director receive 50 percent of his or her respective annual retainer in the form of company stock.

These guidelines require that all Directors own shares of common stock in CSX Corporation. Within five years of election to the Board of Directors, a Director shall acquire and hold an amount of CSX common stock equal in value to five times the amount of such Director’s annual retainer. The minimum number of CSX shares to be held by Directors will be calculated on June 1 of each calendar year based on the average of the high and low price of CSX common stock on the New York Stock Exchange (“NYSE”) on that date. In the event that June 1 is not a day on which the NYSE is open for trading, this calculation will occur on the first trading day immediately following June 1. Any subsequent change in the value of the shares will not affect the amount of stock Directors should hold during that year. In the event the annual retainer increases, the Directors will have five years from the time of the increase to acquire any additional shares needed to meet these guidelines.