



BellSouth Tower
301 West Bay Street
21st Floor, J729
Jacksonville, Florida 32202

0070

July 31, 2002

RECEIVED
OFFICE OF THE SECRETARY

AUG 1 2002

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

Dear Mr. Katz:

Enclosed are signed notarized certifications for CSX Corporation from John W. Snow, Chairman and Chief Executive Officer, and Paul R. Goodwin, Vice Chairman and Chief Financial Officer.

Please do not hesitate to contact me at (904) 633-1507 or carolyn_sizemore@csx.com if you have any questions or comments.

Yours truly,

Carolyn T. Sizemore
Vice President and Controller

Enclosures

I, **Paul R. Goodwin**, state and attest that:

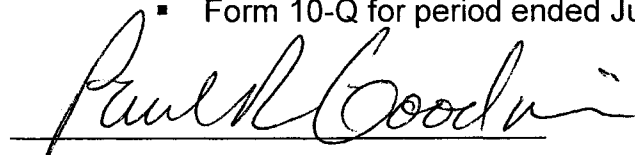
(1) To the best of my knowledge, based upon a review of the covered reports of CSX Corporation, Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- 2001 Annual Report on Form 10-K of CSX Corporation, Inc.;
- Definitive Proxy Statement;
- Form 8-K filed on March 6, 2002;
- Form 10-Q for period ended March 29, 2002;
- Form 10-Q for period ended June 28, 2002



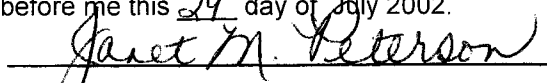
Paul R. Goodwin

Vice Chairman and Chief Financial Officer

July 29 2002

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AUG 1 2002

Subscribed and sworn to
before me this 29th day of July 2002.



Notary Public

My Commission Expires:



Janet M. Peterson
MY COMMISSION # DD090830 EXPIRES
March 19, 2006
BONDED THRU TROY FAIR INSURANCE, INC.