CSX CORP
Form 10-Q
October 16, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 27, 2013

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission File Number 1-8022

CSX CORPORATION
(Exact name of registrant as specified in its charter)

Virginia		62-1051971
(State or other jurisdiction of incorporation or organization)		(I.R.S. Employer Identification No.)
500 Water Street, 15th Floor, Jacksonville, FL	32202	(904) 359-3200
(Address of principal executive offices)	(Zip Code)	(Telephone number, including area code)

No Change
(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes (X) No ( )

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes (X) No ( )

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer", "accelerated filer” and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one)
Large Accelerated Filer (X) Accelerated Filer ( )

Non-accelerated Filer ( ) Smaller Reporting Company ( )

Indicate by a check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ( ) No (X)

There were 1,013,674,361 shares of common stock outstanding on September 27, 2013 (the latest practicable date that is closest to the filing date).

CSX CORPORATION
FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 27, 2013
INDEX

		Page
PART I.	FINANCIAL INFORMATION	
Item 1.	Financial Statements	3
	Consolidated Income Statements (Unaudited) - Quarters and Nine Months Ended September 27, 2013 and September 28, 2012	3
	Consolidated Comprehensive Income Statements (Unaudited) - Quarters and Nine Months Ended September 27, 2013 and September 28, 2012	3
	Consolidated Balance Sheets - At September 27, 2013 (Unaudited) and December 28, 2012	4
	Consolidated Cash Flow Statements (Unaudited) - Nine Months Ended September 27, 2013 and September 28, 2012	5
	Notes to Consolidated Financial Statements (Unaudited)	5
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	27
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	38
Item 4.	Controls and Procedures	38
PART II.	OTHER INFORMATION	
Item 1.	Legal Proceedings	39
Item 1A.	Risk Factors	39
Item 2.	CSX Purchases of Equity Securities	39
Item 3.	Defaults upon Senior Securities	40
Item 4.	Mine Safety Disclosures	40
Item 5.	Other Information	40
Item 6.	Exhibits	40
Signature		41

Table of Contents

CSX CORPORATION

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS
CONSOLIDATED INCOME STATEMENTS (Unaudited)
(Dollars in millions, except per share amounts)

	Third Quarters		Nine Months	
	2013	2012	2013	2012
Revenue	$2,999	$2,894	$9,026	$8,872
Expense				
Labor and Fringe	791	754	2,335	2,268
Materials, Supplies and Other	576	525	1,643	1,617
Fuel	407	397	1,248	1,251
Depreciation	277	268	823	788
Equipment and Other Rents	94	96	285	295
Total Expense	2,145	2,040	6,334	6,219
Operating Income	854	854	2,692	2,653
Interest Expense	(136)	(138)	(423)	(421)
Other Income - Net	5	5	11	14
Earnings Before Income Taxes	723	721	2,280	2,246
Income Tax Expense	(260)	(266)	(823)	(830)
Net Earnings	$463	$455	$1,457	$1,416
Per Common Share (Note 2)				
Net Earnings Per Share, Basic	$0.46	$0.44	$1.43	$1.36
Net Earnings Per Share, Assuming Dilution	$0.46	$0.44	$1.43	$1.36
Average Shares Outstanding (In millions)	1,017	1,038	1,021	1,042
Average Shares Outstanding, Assuming Dilution (In millions)	1,018	1,040	1,021	1,044
Cash Dividends Paid Per Common Share	$0.15	$0.14	$0.44	$0.40

CONSOLIDATED COMPREHENSIVE INCOME STATEMENTS (Unaudited)
(Dollars in millions, except per share amounts)

	Third Quarters		Nine Months	
	2013	2012	2013	2012
Total Comprehensive Earnings (Note 10)	$479	$471	$1,507	$1,458

See accompanying notes to consolidated financial statements.

3

Table of Contents
CSX CORPORATION
ITEM 1. FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEETS
(Dollars in millions, except per share amounts)

	(Unaudited) September 27, 2013	December 28, 2012
ASSETS		
Current Assets:		
Cash and Cash Equivalents	$591	$784
Short-term Investments	128	587
Accounts Receivable - Net (Note 1)	981	962
Materials and Supplies	267	274
Deferred Income Taxes	148	119
Other Current Assets	85	75
Total Current Assets	2,200	2,801
Properties	36,637	35,279
Accumulated Depreciation	(9,691)	(9,229)
Properties - Net	26,946	26,050
Investment in Conrail	715	695
Affiliates and Other Companies	526	511
Other Long-term Assets	556	514
Total Assets	$30,943	$30,571
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts Payable	$1,078	$1,014
Labor and Fringe Benefits Payable	511	468
Casualty, Environmental and Other Reserves (Note 4)	149	140
Current Maturities of Long-term Debt (Note 7)	264	780
Income and Other Taxes Payable	138	85
Other Current Liabilities	111	140
Total Current Liabilities	2,251	2,627
Casualty, Environmental and Other Reserves (Note 4)	284	337
Long-term Debt (Note 7)	8,787	9,052
Deferred Income Taxes	8,387	8,096
Other Long-term Liabilities	1,366	1,457
Total Liabilities	21,075	21,569
Shareholders' Equity:		
Common Stock $1 Par Value	1,014	1,020
Other Capital	50	28
Retained Earnings	9,670	8,876
Accumulated Other Comprehensive Loss (Note 10)	(886)	(936)
Noncontrolling Interest	20	14

Total Shareholders' Equity	9,868	9,002
Total Liabilities and Shareholders' Equity	$30,943	$30,571

See accompanying notes to consolidated financial statements.

Table of Contents
CSX CORPORATION
ITEM 1. FINANCIAL STATEMENTS

CONSOLIDATED CASH FLOW STATEMENTS (Unaudited)
(Dollars in millions)

	Nine Months	
	2013	2012
OPERATING ACTIVITIES		
Net Earnings	$1,457	$1,416
Adjustments to Reconcile Net Earnings to Net Cash Provided by Operating Activities:		
Depreciation	823	788
Deferred Income Taxes	229	456
Contributions to Qualified Pension Plans	—	(275)
Gain on Property Dispositions	(68)	(72)
Other Operating Activities	(53)	(39)
Changes in Operating Assets and Liabilities:		
Accounts Receivable	(76)	12
Other Current Assets	(6)	(57)
Accounts Payable	85	48
Income and Other Taxes Payable	66	148
Other Current Liabilities	42	(121)
Net Cash Provided by Operating Activities	2,499	2,304
INVESTING ACTIVITIES		
Property Additions	(1,687)	(1,830)
Purchase of Short-term Investments	(809)	(78)
Proceeds from Sales of Short-term Investments	1,307	573
Other Investing Activities	(54)	10
Net Cash Used in Investing Activities	(1,243)	(1,325)
FINANCING ACTIVITIES		
Long-term Debt Issued (Note 7)	—	300
Long-term Debt Repaid (Note 7)	(779)	(481)
Dividends Paid	(448)	(415)
Stock Options Exercised (Note 3)	9	11
Shares Repurchased	(224)	(500)
Other Financing Activities	(7)	16
Net Cash Used in Financing Activities	(1,449)	(1,069)
Net Decrease in Cash and Cash Equivalents	(193)	(90)
CASH AND CASH EQUIVALENTS		
Cash and Cash Equivalents at Beginning of Period	784	783
Cash and Cash Equivalents at End of Period	$591	$693

Certain amounts have been reclassified to conform to the current year presentation.
See accompanying notes to consolidated financial statements.

5

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1. Nature of Operations and Significant Accounting Policies

Background

CSX Corporation (“CSX”), and together with its subsidiaries (the “Company”), based in Jacksonville, Florida, is one of the nation's leading transportation companies. The Company provides rail-based transportation services including traditional rail service and the transport of intermodal containers and trailers.

CSX's principal operating subsidiary, CSX Transportation, Inc. (“CSXT”), provides an important link to the transportation supply chain through its approximately 21,000 route mile rail network, which serves major population centers in 23 states east of the Mississippi River, the District of Columbia and the Canadian provinces of Ontario and Quebec. The Company's intermodal business, also part of CSXT, links customers to railroads via trucks and terminals.

Other entities

In addition to CSXT, the Company’s subsidiaries include CSX Intermodal Terminals, Inc. (“CSX Intermodal Terminals”), Total Distribution Services, Inc. (“TDSI”), Transflo Terminal Services, Inc. (“Transflo”), CSX Technology, Inc. (“CSX Technology”) and other subsidiaries. CSX Intermodal Terminals owns and operates a system of intermodal terminals, predominantly in the eastern United States and also performs drayage services (the pickup and delivery of intermodal shipments) for certain CSXT customers and trucking dispatch operations. TDSI serves the automotive industry with distribution centers and storage locations. Transflo connects non-rail served customers to the many benefits of rail by transferring products from rail to trucks. Today, the biggest Transflo markets are chemicals and agriculture, such as minerals and ethanol. CSX Technology and other subsidiaries provide support services for the Company.

CSX’s other holdings include CSX Real Property, Inc., a subsidiary responsible for the Company’s real estate sales, leasing, acquisition and management and development activities. These activities are classified in other income - net because they are not considered to be operating activities by the Company. Results of these activities fluctuate with the timing of non-operating real estate transactions.

Basis of Presentation

In the opinion of management, the accompanying consolidated financial statements contain all normal, recurring adjustments necessary to fairly present the following:

- Consolidated income statements for the quarters and nine months ended September 27, 2013 and September 28, 2012;
- Consolidated comprehensive income statements for the quarters and nine months ended September 27, 2013 and September 28, 2012;
- Consolidated balance sheets at September 27, 2013 and December 28, 2012; and
- Consolidated cash flow statements for the nine months ended September 27, 2013 and September 28, 2012.

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1. Nature of Operations and Significant Accounting Policies, continued

Pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”), certain information and disclosures normally included in the notes to the annual financial statements prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) have been omitted from these interim financial statements. CSX suggests that these financial statements be read in conjunction with the audited financial statements and the notes included in CSX's most recent annual report on Form 10-K and any subsequently filed current reports on Form 8-K.

Fiscal Year

CSX follows a 52/53 week fiscal reporting calendar with the last day of each reporting period ending on a Friday:

- The third fiscal quarters of 2013 and 2012 consisted of 13 weeks ending on September 27, 2013 and September 28, 2012, respectively.
- Fiscal year 2013 and 2012 will each consist of 52 weeks ending on December 27, 2013 and December 28, 2012, respectively.

Except as otherwise specified, references to “third quarter(s)” or “nine months” indicate CSX's fiscal periods ending September 27, 2013 and September 28, 2012, and references to "year-end" indicate the fiscal year ended December 28, 2012.

Allowance for Doubtful Accounts

The Company maintains an allowance for doubtful accounts on uncollectible amounts related to freight receivables, government reimbursement receivables, claims for damages and other various receivables. The allowance is based upon the credit worthiness of customers, historical experience, the age of the receivable and current market and economic conditions. Uncollectible amounts are charged against the allowance account. Allowance for doubtful accounts of $33 million and $36 million is included in the consolidated balance sheets as of the end of third quarter 2013 and December 2012, respectively.

New Accounting Pronouncements

In February 2013, the Financial Accounting Standards Board ("FASB") issued an Accounting Standards Update to the Comprehensive Income Topic in the Accounting Standards Codifications ("ASC"). This update requires separate presentation of the components that are reclassified out of accumulated other comprehensive income either on the face of the financial statements or in the notes to the financial statements. This update also requires companies to disclose the income statement line items impacted by any significant reclassifications, such as the amortization of pension and other post-employment benefits adjustments. These items are required for both interim and annual reporting for public companies and became effective for CSX beginning with the first quarter 2013 Form 10-Q filing.

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1. Nature of Operations and Significant Accounting Policies, continued

Other Items

Share Repurchases

In April 2013, the Company announced a new $1 billion share repurchase program, which is expected to be completed by April 2015. Management's assessment of market conditions and pertinent facts guide the timing and volume of all repurchases. During third quarter 2013, CSX repurchased $129 million in shares. In accordance with the Equity Topic in the ASC, the excess of repurchase price over par value is recorded in retained earnings. Generally, retained earnings is only impacted by net earnings and dividends.

Amortization of Gain from Property Disposition

In November 2011, the Company sold an operating rail corridor to the state of Florida for a new commuter rail operation known as SunRail. This agreement obligated the Company to invest a total of $500 million in routine capital expenditures and maintenance related to transportation capacity, facilities or equipment in Florida, including diversion and relocation costs related to this transaction within the eight year period following the transaction. The Company invested $80 million during third quarter 2012, and $142 million and $225 million for nine months 2013 and 2012, respectively. The required investment obligation was fulfilled during the second quarter of 2013.

In accordance with the Real Estate Sales Topic in the ASC, this sale of real estate resulted in a deferred gain of $160 million. The deferred gain is primarily recognized into income ratably as the investment obligation is fulfilled. The Company recognized a gain of $30 million in the third quarter of 2012, and $43 million and $69 million for the nine months ended 2013 and 2012, respectively. No gains were recognized in the third quarter of 2013. This gain is included in materials, supplies and other in the consolidated income statements. Going forward, the Company expects no further material gains.

NOTE 2. Earnings Per Share

The following table sets forth the computation of basic earnings per share and earnings per share, assuming dilution:

	Third Quarters		Nine Months	
	2013	2012	2013	2012
Numerator (Dollars in millions):				
Net Earnings	$463	$455	$1,457	$1,416
Denominator (Units in millions):				
Average Common Shares Outstanding	1,017	1,038	1,021	1,042
Other Potentially Dilutive Common Shares [(a)]	1	2	—	2
Average Common Shares Outstanding, Assuming Dilution	1,018	1,040	1,021	1,044
Net Earnings Per Share, Basic	$0.46	$0.44	$1.43	$1.36
Net Earnings Per Share, Assuming Dilution	$0.46	$0.44	$1.43	$1.36

(a) Other potentially dilutive common shares include convertible debt, stock options, common stock equivalents and performance units granted under a long-term management incentive compensation plan.

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 2. Earnings Per Share, continued

Basic earnings per share is based on the weighted-average number of common stock outstanding. Earnings per share, assuming dilution, is based on the weighted-average number of shares of common stock outstanding adjusted for the effects of common stock that may be issued as a result of the following types of potentially dilutive instruments:

- convertible debt;
- employee stock options; and
- other equity awards, which include long-term incentive awards.

The Earnings Per Share Topic in the ASC requires CSX to include additional shares in the computation of earnings per share, assuming dilution. The additional shares included in diluted earnings per share represent the number of shares that would be issued if all of the above potentially dilutive instruments were converted into CSX common stock.

When calculating diluted earnings per share, the Earnings Per Share Topic in the ASC requires CSX to include the potential shares that would be outstanding if all outstanding stock options were exercised. This is offset by shares CSX could repurchase using the proceeds from these hypothetical exercises to obtain the common stock equivalent. This number is different from outstanding stock options, which is included in Note 3, Share-Based Compensation. All stock options were dilutive for the periods presented; therefore, no stock options were excluded from the diluted earnings per share calculation.

Diluted shares outstanding are not impacted when debentures are converted into CSX common stock because those shares were already included in the diluted shares calculation. Shares outstanding for basic earnings per share, however, are impacted on a weighted-average basis when conversions occur. An immaterial amount of conversions occurred during third quarters 2013 and 2012. As of the end of third quarter 2013, approximately $2 million of convertible debentures at face value remained outstanding, which are convertible into approximately 244 thousand shares of CSX common stock.

NOTE 3. Share-Based Compensation

Under CSX's share-based compensation plans, awards primarily consist of performance grants, restricted stock awards, restricted stock units, stock options and stock grants for directors. CSX has not granted stock options since 2003. Awards granted under the various programs are determined and approved by the Compensation Committee of the Board of Directors or, in certain circumstances, by the Chief Executive Officer for awards to management employees other than senior executives. The Board of Directors approves awards granted to the Company's non-management directors upon recommendation of the Governance Committee.

On May 7, 2013, approximately 1.3 million performance units were granted to certain employees under a new long-term incentive plan ("LTIP") adopted under the CSX Stock and Incentive Award Plan. This LTIP provides for a three-year cycle ending in fiscal year 2015. Payouts of performance units will be based on the achievement of goals related to both operating ratio (operating expense divided by operating revenue) and return on assets (tax-adjusted operating income divided by net property) excluding non-recurring items as disclosed in the Company's financial statements. Operating ratio and return on assets will each comprise 50% of the payout and are measured

independently of the other.

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 3. Share-Based Compensation, continued

Grants were made in performance units, with each unit being equivalent to one share of CSX common stock, and payouts will be made in CSX common stock. The payout range for participants will be between 0% and 200% of the target awards depending on Company performance against predetermined goals for the three-year cycle ending with fiscal year 2015. Payouts for certain executive officers are subject to downward adjustment by up to 30% based upon total shareholder return relative to specified comparable groups.

Additionally, as part of the 2013 LTIP, the Company granted approximately 439 thousand restricted stock units to certain employees on May 7, 2013. The restricted stock units vest three years after the date of grant. Participants receive cash dividend equivalents on the unvested shares during the restriction period. These awards are time-based and are not based upon CSX's attainment of operational targets.

Both performance units and restricted stock units require participants to be employed through the final day of the respective vesting period except in the case of death, disability or retirement. For information related to the Company's other outstanding long-term incentive compensation, see CSX's most recent annual report on Form 10-K. Total pre-tax expense associated with all share-based compensation and the related income tax benefit are as follows:

	Third Quarters		Nine Months	
(Dollars in millions)	2013	2012	2013	2012
Share-Based Compensation Expense	$7	$6	$9	$10
Income Tax Benefit	3	3	4	4

The following table provides information about stock options exercised and expired.

	Third Quarters		Nine Months	
(In thousands)	2013	2012	2013	2012
Number of Stock Options Exercised	—	273	—	1,891
Number of Stock Options Expired	—	—	—	15

As of December 2009, all outstanding options were vested, and therefore, there will be no future expense related to these options. As of the end of third quarter 2013, CSX had no stock options outstanding, as all remaining stock options expired in May 2013.

10

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 4. Casualty, Environmental and Other Reserves
Casualty, environmental and other reserves are considered critical accounting estimates due to the need for significant management judgments. They are provided for in the consolidated balance sheets as follows:

	September 27, 2013			December 28, 2012		
(Dollars in millions)	Current	Long-term	Total	Current	Long-term	Total
Casualty:						
Personal Injury	$79	$122	$201	$75	$158	$233
Occupational	4	23	27	5	31	36
Asbestos	7	44	51	8	48	56
Total Casualty	90	189	279	88	237	325
Environmental	41	47	88	33	55	88
Other	18	48	66	19	45	64
Total	$149	$284	$433	$140	$337	$477

These liabilities are accrued when estimable and probable in accordance with the Contingencies Topic in the ASC. Actual settlements and claims received could differ. The final outcome of these matters cannot be predicted with certainty. Considering the legal defenses currently available, the liabilities that have been recorded and other factors, it is the opinion of management that none of these items individually, when finally resolved, will have a material effect on the Company's financial condition, results of operations or liquidity. Should a number of these items occur in the same period, however, they could have a material effect on the Company's financial condition, results of operations or liquidity in that particular period.

Casualty

Casualty reserves of $279 million for the third quarter 2013 represent accruals for personal injury, occupational injury and asbestos claims. The Company's self-insured retention amount for these claims is $50 million per occurrence. Currently, no individual claim is expected to exceed the self-insured retention amount. In accordance with the Contingencies Topic in the ASC, to the extent the value of an individual claim exceeds the self-insured retention amount, the Company would present the liability on a gross basis with a corresponding receivable for insurance recoveries. These reserves fluctuate based upon the timing of payments as well as changes in independent third-party estimates, which are reviewed by management. Actual results may vary from estimates due to the number, type and severity of the injury, costs of medical treatments and uncertainties in litigation. Most of the claims relate to CSXT unless otherwise noted below. Defense and processing costs, which historically have been insignificant and are anticipated to be insignificant in the future, are not included in the recorded liabilities.

Personal Injury
Personal injury reserves represent liabilities for employee work-related and third-party injuries. Work-related injuries for CSXT employees are primarily subject to the Federal Employers’ Liability Act (“FELA”). In addition to FELA liabilities, employees of other CSX subsidiaries are covered by various state workers’ compensation laws, the Federal Longshore and Harbor Workers’ Compensation Program or the Maritime Jones Act.

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 4. Casualty, Environmental and Other Reserves, continued

CSXT retains an independent actuarial firm to assist management in assessing the value of personal injury claims. An analysis is performed by the independent actuarial firm quarterly and is reviewed by management. The methodology used by the actuary includes a development factor to reflect growth or reduction in the value of these personal injury claims. It is based largely on CSXT's historical claims and settlement experience.

Occupational & Asbestos

Occupational claims arise from allegations of exposures to certain materials in the workplace, such as solvents, soaps, chemicals (collectively referred to as “irritants”) and diesel fuels (like exhaust fumes) or allegations of chronic physical injuries resulting from work conditions, such as repetitive stress injuries, carpal tunnel syndrome and hearing loss. The Company is also party to a number of asbestos claims by current or former employees alleging exposure to asbestos in the workplace.

An analysis of occupational claims is performed quarterly by an independent third-party actuarial firm and reviewed by management. Management performs a quarterly review of asserted asbestos claims, and an analysis is performed annually by an independent third-party specialist and reviewed by management. The objective of the occupational and asbestos claims analyses performed by the third-party actuarial firm and specialist (the "third-party specialists") is to determine the number of incurred but not reported (“IBNR”) claims. The third-party specialists analyze CSXT's historical claim filings, settlement amounts, and dismissal rates to determine future anticipated claim filing rates and average settlement values for occupational and asbestos claims reserves. The potentially exposed population is estimated by using CSX's employment records and industry data. From this analysis, the third-party specialists provide an estimate of the IBNR claims liability.

Environmental

Environmental reserves were $88 million for the third quarter 2013. The Company is a party to various proceedings related to environmental issues, including administrative and judicial proceedings involving private parties and regulatory agencies. The Company has been identified as a potentially responsible party at approximately 242 environmentally impaired sites. Many of these are, or may be, subject to remedial action under the federal Comprehensive Environmental Response, Compensation and Liability Act of 1980, or CERCLA, also known as the Superfund Law, or similar state statutes. Most of these proceedings arose from environmental conditions on properties used for ongoing or discontinued railroad operations. A number of these proceedings, however, are based on allegations that the Company, or its predecessors, sent hazardous substances to facilities owned or operated by others for treatment, recycling or disposal. In addition, some of the Company's land holdings were leased to others for commercial or industrial uses that may have resulted in releases of hazardous substances or other regulated materials onto the property and could give rise to proceedings against the Company.

In any such proceedings, the Company is subject to environmental clean-up and enforcement actions under the Superfund Law, as well as similar state laws that may impose joint and several liability for clean-up and enforcement costs on current and former owners and operators of a site without regard to fault or the legality of the original conduct. These costs could be substantial.

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 4. Casualty, Environmental and Other Reserves, continued

In accordance with the Asset Retirement and Environmental Obligations Topic in the ASC, the Company reviews its role with respect to each site identified at least quarterly, giving consideration to a number of factors such as:

- type of clean-up required;
- nature of the Company's alleged connection to the location (e.g., generator of waste sent to the site or owner or operator of the site);
- extent of the Company's alleged connection (e.g., volume of waste sent to the location and other relevant factors); and
- number, connection and financial viability of other named and unnamed potentially responsible parties at the location.

Based on the review process, the Company has recorded amounts to cover contingent anticipated future environmental remediation costs with respect to each site to the extent such costs are estimable and probable. The recorded liabilities for estimated future environmental costs are undiscounted. The liability includes future costs for remediation and restoration of sites as well as any significant ongoing monitoring costs, but excludes any anticipated insurance recoveries. Payments related to these liabilities are expected to be made over the next several years.

Currently, the Company does not possess sufficient information to reasonably estimate the amounts of additional liabilities, if any, on some sites until completion of future environmental studies. In addition, conditions that are currently unknown could, at any given location, result in additional exposure, the amount and materiality of which cannot presently be reasonably estimated. Based upon information currently available, however, the Company believes its environmental reserves accurately reflect the cost of remedial actions currently required.

Other

Other reserves of $66 million for the third quarter 2013 include liabilities for various claims, such as longshoremen disability claims, and claims for property, automobile and general liability.

NOTE 5. Commitments and Contingencies

Insurance

The Company maintains numerous insurance programs with substantial limits for property damage (which includes business interruption) and third-party liability. A certain amount of risk is retained by the Company on each of the liability and property programs. The Company has a $25 million retention per occurrence for the non-catastrophic property program (such as a derailment) and a $50 million retention per occurrence for the liability and catastrophic property programs (such as hurricanes and floods).

While the Company believes its current insurance coverage is adequate to cover its damages, future claims could exceed existing insurance coverage or insurance may not continue to be available at commercially reasonable rates.

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 5. Commitments and Contingencies, continued

Legal

The Company is involved in litigation incidental to its business and is a party to a number of legal actions and claims, various governmental proceedings and private civil lawsuits, including, but not limited to, those related to fuel surcharge practices, environmental and hazardous material exposure matters, FELA claims by employees, other personal injury or property claims and disputes and complaints involving certain transportation rates and charges. Some of the legal proceedings include claims for compensatory as well as punitive damages and others are, or are purported to be, class actions. While the final outcome of these matters cannot be reasonably determined, considering, among other things, the legal defenses available and liabilities that have been recorded along with applicable insurance, it is currently the opinion of CSX management that none of these pending items will have a material adverse effect on the Company's financial condition, results of operations or liquidity. An unexpected adverse resolution of one or more of these items, however, could have a material adverse effect on the Company's financial condition, results of operations or liquidity in that particular period.
The Company is able to estimate a range of possible loss for certain legal proceedings for which a loss is reasonably possible in excess of reserves established. The Company has estimated this range to be $3 million to $17 million in aggregate at September 27, 2013. This estimated aggregate range is based upon currently available information and is subject to significant judgment and a variety of assumptions. Accordingly, the Company's estimate will change from time to time, and actual losses may vary significantly from the current estimate.

Fuel Surcharge Antitrust Litigation

In May 2007, class action lawsuits were filed against CSXT and three other U.S.-based Class I railroads alleging that the defendants' fuel surcharge practices relating to contract and unregulated traffic resulted from an illegal conspiracy in violation of antitrust laws. In November 2007, the class action lawsuits were consolidated and are now pending in federal court in the District of Columbia. The suit seeks treble damages allegedly sustained by purported class members as well as attorneys' fees and other relief. Plaintiffs are expected to allege damages at least equal to the fuel surcharges at issue.

In June 2012, the District Court certified the case as a class action. The decision was not a ruling on the merits of plaintiffs' claims, rather a decision to allow the plaintiffs to seek to prove the case as a class. The defendant railroads petitioned the U.S. Court of Appeals for the D.C. Circuit for permission to appeal the District Court's class certification decision. In August 2013, the D.C. Circuit issued a decision vacating the class certification decision and remanded the case to the District Court to reconsider its class certification decision. On October 15, 2013, the District Court held a case management conference to determine the scope and schedule of the remand proceedings. The parties were directed to confer and propose a schedule to the District Court on the remand proceedings. In the interim, the District Court has delayed proceedings on the merits of the case.

CSXT believes that its fuel surcharge practices were arrived at and applied lawfully and that the case is without merit. Accordingly, the Company intends to defend itself vigorously. However, penalties for violating antitrust laws can be severe, and an unexpected adverse decision on the merits could have a material adverse effect on the Company's financial condition, results of operations or liquidity in that particular period or for the full year.

14

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 6. Employee Benefit Plans

The Company sponsors defined benefit pension plans principally for salaried, management personnel. For employees hired on or before December 31, 2002, the plans provide eligible employees with retirement benefits based predominantly on years of service and compensation rates near retirement. For employees hired in 2003 or thereafter, benefits are determined based on a cash balance formula, which provides benefits by utilizing interest and pay credits based upon age, service and compensation.

In addition to these plans, the Company sponsors a self-insured, post-retirement medical plan and a life insurance plan that provide benefits to full-time, salaried, management employees, hired prior to January 1, 2003, upon their retirement if certain eligibility requirements are met. Medicare-eligible retirees are covered by a health reimbursement arrangement, which is an employer-funded account that can be used for reimbursement of eligible medical expenses. Non-Medicare eligible retirees are covered by a self-insured program. The life insurance plan is non-contributory.

The Company engages independent actuaries to compute the amounts of liabilities and expenses relating to these plans subject to the assumptions that the Company selects. These amounts are reviewed by management. The following table describes the components of expense / (income) related to net benefit expense:

	Pension Benefits			
(Dollars in millions)	Third Quarters		Nine Months	
	2013	2012	2013	2012
Service Cost	$12	$11	$37	$33
Interest Cost	27	31	81	92
Expected Return on Plan Assets	(41)	(43)	(122)	(124)
Amortization of Net Loss	25	21	75	62
Total Expense	$23	$20	$71	$63

	Other Post-retirement Benefits			
(Dollars in millions)	Third Quarters		Nine Months	
	2013	2012	2013	2012
Service Cost	$1	$1	$3	$3
Interest Cost	3	4	9	12
Amortization of Net Loss	3	2	10	7
Amortization of Prior Service Costs	—	—	(1)	(1)
Total Expense	$7	$7	$21	$21

Qualified pension plan obligations are funded in accordance with prescribed regulatory requirements and with an objective of meeting minimum funding requirements necessary to avoid restrictions on flexibility of plan operation and benefit payments. At this time, the Company anticipates that no contributions to its qualified pension plans will be required in 2013.

15

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 7. Debt and Credit Agreements

Total activity related to long-term debt as of the end of third quarter 2013 was as follows:

(Dollars in millions)	Current Portion	Long-term Portion	Total
Long-term debt as of December 2012	$780	$9,052	$9,832
2013 activity:			
Long-term debt repaid	(779)	—	(779)
Reclassifications	263	(263)	—
Discount and premium activity	—	(2)	(2)
Long-term debt as of third quarter 2013	$264	$8,787	$9,051

For fair value information related to the Company's long-term debt, see Note 9, Fair Value Measurements.

Credit Facility

CSX has a $1 billion unsecured, revolving credit facility backed by a diverse syndicate of banks. This facility expires in September 2016, and as of the date of this filing, the Company has no outstanding balances under this facility. The facility allows borrowings at floating (LIBOR-based) interest rates, plus a spread, depending upon CSX's senior unsecured debt ratings. LIBOR is the London Interbank Offered Rate which is a daily reference rate based on the interest rates at which banks offer to lend unsecured funds. As of third quarter 2013, CSX was in compliance with all covenant requirements under this facility.

Receivables Securitization Facility

The Company's $250 million receivables securitization facility has a 364-day term and expires in June 2014. The Company's intention is to continue to renew this facility prior to its expiration. The purpose of this facility is to provide an alternative to commercial paper and a low cost source of short-term liquidity. As of the date of this filing, the Company has no outstanding balances under this facility.

NOTE 8. Income Taxes

During third quarter 2013, the Company recorded an income tax benefit of $11 million, or $0.01 per share, primarily as a result of changes in state legislation. During the prior year's third quarter, the Company recorded an income tax benefit of $8 million, or $0.01 per share, primarily due to a property disposition that occurred in the period.

There have been no material changes to the balance of unrecognized tax benefits during third quarters 2013 and 2012.

16

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 9. Fair Value Measurements

The Financial Instruments Topic in the ASC requires disclosures about fair value of financial instruments in annual reports as well as in quarterly reports. For CSX, this statement applies to certain investments and long-term debt. Disclosure of the fair value of pension plan assets is only required annually. Also, this rule clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value and requires additional disclosures about the use of fair value measurements.

Various inputs are considered when determining the value of the Company's investments, pension plan assets and long-term debt. The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in these securities. These inputs are summarized in the three broad levels listed below.

- Level 1 - observable market inputs that are unadjusted quoted prices for identical assets or liabilities in active markets

- Level 2 - other significant observable inputs (including quoted prices for similar securities, interest rates, credit risk, etc.)

- Level 3 - significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments)

The valuation methods described below may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Investments

The Company's investment assets, valued with assistance from a third-party trustee, consist of certificates of deposits, commercial paper, corporate bonds, government securities and auction rate securities and are carried at fair value on the consolidated balance sheet per the Fair Value Measurements and Disclosures Topic in the ASC. There are several valuation methodologies used for those assets as described below.

- Certificates of Deposit and Commercial Paper (Level 2): Valued by discounting the related cash flows based on current yields of similar instruments with comparable durations.
- Corporate Bonds and Government Securities (Level 2): Valued using price evaluations reflecting the bid and/or ask sides of the market for a similar investment as of the last day of the period.
- Auction Rate Securities (Level 3): Valued using a discounted cash flow model, because there is currently no active market for trading.

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 9. Fair Value Measurements, continued

The Company's investment assets are carried at fair value on the consolidated balance sheets as summarized in the table below. Additionally, the amortized cost basis of these investments was $315 million and $742 million as of September 27, 2013 and December 28, 2012, respectively.

	September 27, 2013				December 28, 2012			
(Dollars in Millions)	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Certificates of Deposit and Commercial Paper	$—	$119	$—	$119	$—	$555	$—	$555
Corporate Bonds	—	132	—	132	—	122	—	122
Government Securities	—	50	—	50	—	51	—	51
Auction Rate Securities	—	—	15	15	—	—	15	15
Total investments at fair value	$—	$301	$15	$316	$—	$728	$15	$743

Certain prior year amounts have been reclassified to conform to the current year presentation.

These investments have the following maturities:

(Dollars in millions)	September 27, 2013	December 28, 2012
Less than 1 year	$128	$587
1 - 2 years	30	61
2 - 5 years	140	76
Greater than 5 years	18	19
Total	$316	$743

Long-term Debt
Long-term debt is reported at carrying amount on the consolidated balance sheets and is the Company's only financial instrument with fair values significantly different from their carrying amounts. The majority of the Company's long-term debt is valued with assistance from an independent third party who utilizes closing transactions, market quotes or market values of comparable debt. For those instruments not valued by the third party, the fair value has been estimated by applying market rates of similar instruments to the scheduled contractual debt payments and maturities. These market rates are provided by the same third party. All of the inputs used to determine the fair value of the Company's long-term debt are Level 2 inputs.

The fair value of outstanding debt fluctuates with changes in a number of factors. Such factors include, but are not limited to, interest rates, market conditions, values of similar financial instruments, size of the transaction, cash flow projections and comparable trades. Fair value will exceed carrying value when the current market interest rate is lower than the interest rate at which the debt was originally issued. The fair value of a company's debt is a measure of its current value under present market conditions. It does not impact the financial statements under current accounting rules.

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 9. Fair Value Measurements, continued

The fair value and carrying value of the Company's long-term debt is as follows:

(Dollars in millions)	September 27, 2013	December 28, 2012
Long-term Debt (Including Current Maturities):		
Fair Value	$9,884	$11,562
Carrying Value	$9,051	$9,832

NOTE 10. Other Comprehensive Income

CSX reports comprehensive earnings or loss in accordance with the Comprehensive Income Topic in the ASC in the Consolidated Comprehensive Income Statement. Total comprehensive earnings are defined as all changes in shareholders' equity during a period, other than those resulting from investments by and distributions to shareholders (e.g. issuance of equity securities and dividends). Generally, for CSX, total comprehensive earnings equals net earnings plus or minus adjustments for pension and other post-retirement liabilities. Total comprehensive earnings represent the activity for a period net of tax and were $479 million and $471 million for third quarters 2013 and 2012, respectively, and $1,507 million and $1,458 million for nine months 2013 and 2012, respectively.

While total comprehensive earnings is the activity in a period and is largely driven by net earnings in that period, accumulated other comprehensive income or loss (“AOCI”) represents the cumulative balance of other comprehensive income, net of tax, as of the balance sheet date. For CSX, AOCI is primarily the cumulative balance related to pension and other post-retirement benefit adjustments and CSX's share of AOCI of equity method investees. Changes in the AOCI balance by component are shown in the table below.

(Dollars in millions)	Pension and Other Post-Employment Benefits	Other [b]	Accumulated Other Comprehensive Income (Loss)
Balance December 28, 2012, Net of Tax	$(851)	$(85)	$(936)
Other Comprehensive Income (Loss)			
Amounts Reclassified to Net Earnings [a]	85	(2)	83
Tax Expense	(34)	1	(33)
Total Other Comprehensive Income (Loss)	51	(1)	50
Balance September 27, 2013, Net of Tax	$(800)	$(86)	$(886)

[a] Amounts reclassified to net earnings primarily relate to the amortization of actuarial losses and are included in labor and fringe on the consolidated income statements. See Note 6. Employee Benefit Plans for further information.

[b] Other primarily represents CSX's share of AOCI of equity method investees. Amounts reclassified to net earnings are included in other income - net on the consolidated income statements.

19

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 11. Summarized Consolidating Financial Data

In 2007, CSXT sold secured equipment notes maturing in 2023, and in 2008, CSXT sold additional secured equipment notes maturing in 2014 in registered public offerings. CSX has fully and unconditionally guaranteed the notes. In connection with the notes, the Company is providing the following condensed consolidating financial information in accordance with SEC disclosure requirements. Each entity in the consolidating financial information follows the same accounting policies as described in the consolidated financial statements, except for the use of the equity method of accounting to reflect ownership interests in subsidiaries which are eliminated upon consolidation and the allocation of certain expenses of CSX incurred for the benefit of its subsidiaries.
Condensed consolidating financial information for the obligor, CSXT, and parent guarantor, CSX, is as follows:

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 11. Summarized Consolidating Financial Data, continued

Consolidating Income Statements
(Dollars in millions)

Third Quarter 2013	CSX Corporation	CSX Transportation	Eliminations and Other	Consolidated
Revenue	$—	$2,979	$20	$2,999
Expense	(98)	2,247	(4)	2,145
Operating Income	98	732	24	854
Equity in Earnings of Subsidiaries	491	—	(491)	—
Interest (Expense) / Benefit	(125)	(15)	4	(136)
Other Income / (Expense) - Net	(2)	2	5	5
Earnings Before Income Taxes	462	719	(458)	723
Income Tax Benefit / (Expense)	1	(260)	(1)	(260)
Net Earnings	$463	$459	$(459)	$463
Total Comprehensive Earnings	$479	$461	$(461)	$479

Third Quarter 2012	CSX Corporation	CSX Transportation	Eliminations and Other	Consolidated
Revenue	$—	$2,878	$16	$2,894
Expense	(90)	2,166	(36)	2,040
Operating Income	90	712	52	854
Equity in Earnings of Subsidiaries	478	—	(478)	—
Interest (Expense) / Benefit	(126)	(17)	5	(138)
Other Income / (Expense) - Net	(1)	2	4	5
Earnings Before Income Taxes	441	697	(417)	721
Income Tax (Expense) / Benefit	14	(262)	(18)	(266)
Net Earnings	$455	$435	$(435)	$455
Total Comprehensive Earnings	$471	$437	$(437)	$471

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 11. Summarized Consolidating Financial Data, continued

Consolidating Income Statements
(Dollars in millions)

Nine Months Ended September 27, 2013	CSX Corporation	CSX Transportation	Eliminations and Other	Consolidated
Revenue	$—	$8,970	$56	$9,026
Expense	(283)	6,677	(60)	6,334
Operating Income	283	2,293	116	2,692
Equity in Earnings of Subsidiaries	1,527	(1)	(1,526)	—
Interest (Expense) / Benefit	(387)	(47)	11	(423)
Other Income / (Expense) - Net	(5)	1	15	11
Earnings Before Income Taxes	1,418	2,246	(1,384)	2,280
Income Tax (Expense) / Benefit	39	(825)	(37)	(823)
Net Earnings	$1,457	$1,421	$(1,421)	$1,457
Total Comprehensive Earnings	$1,507	$1,425	$(1,425)	$1,507

Nine Months Ended September 28, 2012	CSX Corporation	CSX Transportation	Eliminations and Other	Consolidated
Revenue	$—	$8,823	$49	$8,872
Expense	(266)	6,587	(102)	6,219
Operating Income	266	2,236	151	2,653
Equity in Earnings of Subsidiaries	1,512	(1)	(1,511)	—
Interest (Expense) / Benefit	(381)	(53)	13	(421)
Other Income / (Expense) - Net	(3)	6	11	14
Earnings Before Income Taxes	1,394	2,188	(1,336)	2,246
Income Tax (Expense) / Benefit	22	(795)	(57)	(830)
Net Earnings	$1,416	$1,393	$(1,393)	$1,416
Total Comprehensive Earnings	$1,458	$1,393	$(1,393)	$1,458

22

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 11. Summarized Consolidating Financial Data, continued

Consolidating Balance Sheet
(Dollars in millions)

As of September 2013	CSX Corporation	CSX Transportation	Eliminations and Other	Consolidated
ASSETS				
Current Assets				
Cash and Cash Equivalents	$432	$101	$58	$591
Short-term Investments	120	—	8	128
Accounts Receivable - Net	2	363	616	981
Receivable from Affiliates	1,179	2,389	(3,568)	—
Materials and Supplies	—	267	—	267
Deferred Income Taxes	(3)	152	(1)	148
Other Current Assets	11	61	13	85
Total Current Assets	1,741	3,333	(2,874)	2,200
Properties	3	34,535	2,099	36,637
Accumulated Depreciation	(3)	(8,606)	(1,082)	(9,691)
Properties - Net	—	25,929	1,017	26,946
Investments in Conrail	—	—	715	715
Affiliates and Other Companies	(39)	607	(42)	526
Investments in Consolidated Subsidiaries	19,766	—	(19,766)	—
Other Long-term Assets	180	384	(8)	556
Total Assets	$21,648	$30,253	$(20,958)	$30,943
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current Liabilities				
Accounts Payable	$143	$898	$37	$1,078
Labor and Fringe Benefits Payable	36	429	46	511
Payable to Affiliates	3,309	481	(3,790)	—
Casualty, Environmental and Other Reserves	—	134	15	149
Current Maturities of Long-term Debt	200	64	—	264
Income and Other Taxes Payable	(379)	490	27	138
Other Current Liabilities	—	109	2	111
Total Current Liabilities	3,309	2,605	(3,663)	2,251
Casualty, Environmental and Other Reserves	—	217	67	284
Long-term Debt	7,808	979	—	8,787
Deferred Income Taxes	(204)	8,448	143	8,387
Other Long-term Liabilities	887	603	(124)	1,366
Total Liabilities	$11,800	$12,852	$(3,577)	$21,075
Shareholders' Equity				

Common Stock, $1 Par Value	$1,014	$181	$(181)	$1,014
Other Capital	50	5,077	(5,077)	50
Retained Earnings	9,670	12,217	(12,217)	9,670
Accumulated Other Comprehensive Loss	(886)	(98)	98	(886)
Noncontrolling Interest	—	24	(4)	20
Total Shareholders' Equity	$9,848	$17,401	$(17,381)	$9,868
Total Liabilities and Shareholders' Equity	$21,648	$30,253	$(20,958)	$30,943

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 11. Summarized Consolidating Financial Data, continued
Consolidating Balance Sheet
(Dollars in millions)

As of December 2012	CSX Corporation	CSX Transportation	Eliminations and Other	Consolidated
ASSETS				
Current Assets				
Cash and Cash Equivalents	$481	$235	$68	$784
Short-term Investments	555	—	32	587
Accounts Receivable - Net	3	427	532	962
Receivable from Affiliates	993	1,798	(2,791)	—
Materials and Supplies	—	274	—	274
Deferred Income Taxes	52	62	5	119
Other Current Assets	11	64	—	75
Total Current Assets	2,095	2,860	(2,154)	2,801
Properties	8	33,333	1,938	35,279
Accumulated Depreciation	(8)	(8,225)	(996)	(9,229)
Properties - Net	—	25,108	942	26,050
Investments in Conrail	—	—	695	695
Affiliates and Other Companies	(39)	593	(43)	511
Investment in Consolidated Subsidiaries	18,783	—	(18,783)	—
Other Long-term Assets	186	368	(40)	514
Total Assets	$21,025	$28,929	$(19,383)	$30,571
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current Liabilities				
Accounts Payable	$133	$846	$35	$1,014
Labor and Fringe Benefits Payable	35	391	42	468
Payable to Affiliates	2,679	411	(3,090)	—
Casualty, Environmental and Other Reserves	—	124	16	140
Current Maturities of Long-term Debt	700	80	—	780
Income and Other Taxes Payable	(262)	334	13	85
Other Current Liabilities	(1)	139	2	140
Total Current Liabilities	3,284	2,325	(2,982)	2,627
Casualty, Environmental and Other Reserves	—	256	81	337
Long-term Debt	8,005	1,047	—	9,052
Deferred Income Taxes	(153)	8,131	118	8,096
Other Long-term Liabilities	901	656	(100)	1,457
Total Liabilities	$12,037	$12,415	$(2,883)	$21,569
Shareholders' Equity				
Common Stock, $1 Par Value	$1,020	$181	$(181)	$1,020
Other Capital	28	5,672	(5,672)	28

Retained Earnings	8,876	10,740	(10,740)	8,876
Accumulated Other Comprehensive Loss	(936)	(102)	102	(936)
Noncontrolling Minority Interest	—	23	(9)	14
Total Shareholders' Equity	$8,988	$16,514	$(16,500)	$9,002
Total Liabilities and Shareholders' Equity	$21,025	$28,929	$(19,383)	$30,571

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 11. Summarized Consolidating Financial Data, continued
Consolidating Cash Flow Statements
(Dollars in millions)

Nine months ended September 27, 2013	CSX Corporation	CSX Transportation	Eliminations and Other	Consolidated
Operating Activities				
Net Cash Provided by (Used in) Operating Activities	$871	$2,106	$(478)	$2,499
Investing Activities				
Property Additions	—	(1,522)	(165)	(1,687)
Purchases of Short-term Investments	(805)	—	(4)	(809)
Proceeds from Sales of Short-term Investments	1,240	—	67	1,307
Other Investing Activities	(4)	(76)	26	(54)
Net Cash Provided by (Used in) Investing Activities	431	(1,598)	(76)	(1,243)
Financing Activities				
Long-term Debt Issued	—	—	—	—
Long-term Debt Repaid	(700)	(79)	—	(779)
Dividends Paid	(448)	(548)	548	(448)
Stock Options Exercised	9	—	—	9
Shares Repurchased	(224)	—	—	(224)
Other Financing Activities	12	(15)	(4)	(7)
Net Cash Provided by (Used in) Financing Activities	(1,351)	(642)	544	(1,449)
Net Increase (Decrease) in Cash and Cash Equivalents	(49)	(134)	(10)	(193)
Cash and Cash Equivalents at Beginning of Period	481	235	68	784
Cash and Cash Equivalents at End of Period	$432	$101	$58	$591

Table of Contents
CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 11. Summarized Consolidating Financial Data, continued
Consolidating Cash Flow Statements
(Dollars in millions)

Nine months ended September 28, 2012	CSX Corporation	CSX Transportation	Eliminations and Other	Consolidated
Operating Activities				
Net Cash Provided by (Used in) Operating Activities	$429	$2,202	$(327)	$2,304
Investing Activities				
Property Additions	—	(1,669)	(161)	(1,830)
Purchases of Short-term Investments	(50)	—	(28)	(78)
Proceeds from Sales of Short-term Investments	525	—	48	573
Other Investing Activities	(6)	78	(62)	10
Net Cash Provided by (Used in) Investing Activities	469	(1,591)	(203)	(1,325)
Financing Activities				
Long-term Debt Issued	300	—	—	300
Long-term Debt Repaid	(400)	(79)	(2)	(481)
Dividends Paid	(415)	(536)	536	(415)
Stock Options Exercised	11	—	—	11
Shares Repurchased	(500)	—	—	(500)
Other Financing Activities	15	3	(2)	16
Net Cash Provided by (Used in) Financing Activities	(989)	(612)	532	(1,069)
Net Increase (Decrease) in Cash and Cash Equivalents	(91)	(1)	2	(90)
Cash and Cash Equivalents at Beginning of Period	549	154	80	783
Cash and Cash Equivalents at End of Period	$458	$153	$82	$693

Table of Contents

CSX CORPORATION
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

THIRD QUARTER 2013 HIGHLIGHTS

- Revenue of $3.0 billion increased $105 million or 4%.

- Expenses of $2.1 billion increased $105 million or 5%.

- Operating income of $854 million remained flat.

- Operating ratio of 71.5% increased 100 basis points from 70.5%.

	Third Quarters				Nine Months			
	2013	2012	Change	% Change	2013	2012	Change	% Change
(in thousands)								
Volume	1,643	1,600	43	1%	4,877	4,842	35	1%
(in millions)								
Revenue	$2,999	$2,894	$105	4%	$9,026	$8,872	$154	2%
Expense	2,145	2,040	(105)	(5)%	6,334	6,219	(115)	(2)%
Operating Income	$854	$854	$—	—%	$2,692	$2,653	$39	1%
Operating Ratio	71.5%	70.5%	(100)	bps	70.2%	70.1%	(10)	bps
Earnings Per Diluted Share	$0.46	$0.44	$0.02	5%	$1.43	$1.36	$0.07	5%

Total revenue increased 4% year over year driven by volume growth and higher revenue per unit resulting from pricing gains across most markets. Further contributing to this increase was higher revenue from customers who did not meet minimum contractual volumes. Expenses increased 5% year over year primarily as a result of higher incentive compensation and inflation. Also contributing to this increase were prior year real estate gains on operating property that did not recur in the current year. These increases in expenses were partially offset by efficiency-related cost savings.

For additional information, refer to Results of Operations discussed on pages 28 through 32.

27

Table of Contents
CSX CORPORATION
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS
Volume and Revenue (Unaudited)
Volume (Thousands of units); Revenue (Dollars in millions); Revenue Per Unit (Dollars)
Third Quarters

	Volume			Revenue			Revenue Per Unit		
	2013	2012	% Change	2013	2012	% Change	2013	2012	% Change
Agricultural									
Agricultural Products	87	88	(1)%	$223	$220	1 %	$2,563	$2,500	3 %
Phosphates and Fertilizers	80	80	—	124	123	1	1,550	1,538	1
Food and Consumer	23	25	(8)	64	67	(4)	2,783	2,680	4
Industrial									
Chemicals	132	118	12	469	424	11	3,553	3,593	(1)
Automotive	101	100	1	286	270	6	2,832	2,700	5
Metals	67	64	5	164	155	6	2,448	2,422	1
Housing and Construction									
Forest Products	77	73	5	199	182	9	2,584	2,493	4
Minerals [(a)]	76	74	3	114	104	10	1,500	1,405	7
Waste and Equipment [(a)]	44	33	33	76	64	19	1,727	1,939	(11)
Total Merchandise	687	655	5	1,719	1,609	7	2,502	2,456	2
Coal	299	323	(7)	720	791	(9)	2,408	2,449	(2)
Intermodal	657	622	6	431	399	8	656	641	2
Other	—	—	—	129	95	36	—	—	—
Total	1,643	1,600	3 %	$2,999	$2,894	4 %	$1,825	$1,809	1 %

Nine Months

	Volume			Revenue			Revenue Per Unit		
	2013	2012	% Change	2013	2012	% Change	2013	2012	% Change
Agricultural									
Agricultural Products	277	297	(7)%	$712	$756	(6)%	$2,570	$2,545	1 %
Phosphates and Fertilizers	250	239	5	403	379	6	1,612	1,586	2
Food and Consumer	72	75	(4)	201	202	—	2,792	2,693	4
Industrial									
Chemicals	395	355	11	1,413	1,269	11	3,577	3,575	—
Automotive	319	316	1	897	853	5	2,812	2,699	4
Metals	199	203	(2)	488	489	—	2,452	2,409	2
Housing and Construction									
Forest Products	224	217	3	583	547	7	2,603	2,521	3
Minerals [(a)]	208	201	3	325	305	7	1,563	1,517	3
Waste and Equipment [(a)]	111	103	8	196	195	1	1,766	1,893	(7)
Total Merchandise	2,055	2,006	2	5,218	4,995	4	2,539	2,490	2

Coal	906	985	(8)	2,216	2,443	(9)	2,446	2,480	(1)	
Intermodal	1,916	1,851	4	1,260	1,196	5	658	646	2	
Other	—	—	—	332	238	39	—	—	—	
Total	4,877	4,842	1 %	$9,026	$8,872	2 %	$1,851	$1,832	1	%

[a] Prior periods have been reclassified to conform to current presentation.

Table of Contents
CSX CORPORATION
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Third Quarter 2013

Revenue
Volume increased 3% year-over-year as growth in merchandise and intermodal more than offset lower coal volume. Total revenue increased by 4% year-over-year driven by this volume growth and higher revenue per unit resulting from pricing gains across most markets.

Merchandise

Agricultural Sector

Agricultural Products - Volume was slightly down as growth in wheat shipments was offset by lower shipments of export feed grain and ethanol. Wheat volume increased primarily due to a customer expansion. Export feed grain shipments were negatively impacted by low domestic inventories caused by last year's drought in the Midwest. Ethanol shipments declined year-over-year due to competitive losses.

Phosphates and Fertilizers - Volume was flat as growth in phosphate rock shipments were offset by lower shipments of fertilizer. The growth in phosphate rock was due to the reopening of a customer mine that led to more short haul shipments that were previously sourced from an origin not located on CSX's network. This increase was offset by lower fertilizer shipments as producers were reluctant to build inventories as a result of declining prices.

Food and Consumer - Volume declined due to a reduction in shipments of alcoholic beverages and refrigerated products. The reduction in alcoholic beverages was primarily driven by consolidation within a customer's distribution network that resulted in lower shipments for CSX, while the decline in refrigerated products was driven by lower potato shipments as a result of more normalized production levels compared to the above-average yields in the prior year.

Industrial Sector

Chemicals - Volume growth was driven by an increase in energy-related shipments that included crude oil, liquefied petroleum gas (LPG) and frac sand. The rise in crude oil shipments was due to increased supply of low-cost crude from shale drilling activity, resulting in new shipments to east coast refineries.

Automotive - Volume slightly increased in finished vehicle shipments as North American light vehicle production grew year-over-year. This increase was partially offset by competitive losses in both automotive parts and finished vehicles.

Metals - Volume increased in scrap and aluminum shipments due to an increase in domestic steel production and modal conversions. This growth was partially offset by lower sheet steel shipments that were impacted by competitive losses and an unplanned mill outage.

Table of Contents
CSX CORPORATION
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Housing and Construction Sector

Forest Products - Volume growth was led by an increase in building products and pulp board shipments. Building products increased due to the continued recovery of the residential housing market. Pulp board shipments grew as a result of inventory replenishments that resulted from production outages earlier in the year.

Minerals - Volume growth was driven by an increase in salt and cement shipments. The increase in salt was driven by inventory replenishment from the more severe winter weather earlier this year that resulted in more application of salt to roads, and cement increased from the continued recovery in construction activity.

Waste and Equipment - Volume growth was led by waste shipments which was driven by an increase in construction debris due to the continued recovery in construction activity and environmental remediation projects.

Coal

Export declines were driven by decreased shipments of U.S. thermal and metallurgical coal, as a result of global oversupply and lower coal prices. Shipments of domestic coal declined due to decreased electrical generation and utility stockpiles above target levels.

Intermodal

Domestic volume increased as a result of growth with existing customers and continued success with highway-to-rail conversions. International volume grew as strength with existing customers and growth from new service offerings more than offset volume losses from a carrier port shift.

Other

Other revenue increased primarily due to $51 million of revenue recognized in the quarter compared to $13 million in the prior year from customers who did not meet minimum contractual volumes. This represents a $38 million increase year over year.

Table of Contents
CSX CORPORATION
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Expenses

Expenses in the third quarter 2013 increased $105 million from the prior year's third quarter. Significant variances are described below.

Labor and Fringe expense increased $37 million due to the following:

- Incentive compensation costs were $36 million higher reflecting higher expected award payouts.
- Inflation-related expenses increased $18 million.
- Partially offsetting these increases, efficiencies (net of volume growth) reduced labor costs $17 million due to year-over-year improvement in crew starts and reduced headcount.

Materials, Supplies and Other expense increased $51 million due to the following:

- In the prior year, the Company recognized $30 million of a deferred gain from the sale of an operating rail corridor.
- Inflation increased $10 million.
- Various other costs increased $11 million during the quarter.

Fuel expense increased $10 million as improved efficiency and price was more than offset by volume-related costs and an adjustment to an interline fuel receivable, which was the primary driver of the $16 million unfavorable variance in other.

Depreciation expense increased $9 million due to larger asset base.

Interest expense decreased $2 million to $136 million primarily due to lower average interest rates during the third quarter of 2013 partially offset by higher average debt balances.

Other income - net of $5 million was flat year over year as higher non-operating income was offset by lower real estate activity.

Income tax expense decreased $6 million to $260 million primarily due to a current year benefit related to a change in state tax legislation. This decrease was partially offset by higher earnings as well as a prior year benefit related to a property disposition that did not recur this year.

Table of Contents
CSX CORPORATION
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS

Nine Months Results of Operations

Revenue increased $154 million to $9,026 million as a result of volume growth in many of the markets CSX serves along with higher yields resulting from pricing gains across most markets. Other revenue also increased primarily due to higher revenue from customers who did not meet minimum contractual volumes.

Operating income increased $39 million to $2,692 million primarily due to higher revenue and efficiency-related costs savings. These were partially offset by inflation, higher incentive compensation and depreciation.

Interest expense increased $2 million to $423 million primarily due to higher average debt balances during nine months 2013 partially offset by lower average interest rates.

Other income-net decreased $3 million to $11 million primarily due to higher non-operating expenses.

Income tax expense decreased $7 million to $823 million primarily due to changes in state tax legislation, the extension of certain prior year tax credits, deferred tax adjustment, and the resolution of certain tax matters, partially offset by higher earnings.

Table of Contents
CSX CORPORATION
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Operating Statistics (Estimated)

	Third Quarters			Nine Months		
	2013	2012	Improvement (Decline)	2013	2012	Improvement (Decline)
Safety and Service Measurements						
FRA Personal Injury Frequency Index	0.78	0.76	(3)%	0.83	0.74	(12)%
FRA Train Accident Rate	1.70	2.20	23 %	1.79	2.13	16 %
On-Time Train Originations	90 %	90 %	— %	91 %	89 %	2 %
On-Time Destination Arrivals	83 %	80 %	4 %	83 %	78 %	6 %
Train Velocity	23.3	22.6	3 %	23.3	22.5	4 %
Dwell	21.8	23.2	6 %	22.0	23.5	6 %
Cars-On-Line	182,002	188,907	4 %	182,380	191,104	5 %

Resources			Increase (Decrease)
Route Miles	20,859	20,830	— %
Locomotives (owned and long-term leased)	4,242	4,178	2 %
Freight Cars (owned and long-term leased)	68,495	70,368	(3)%

Key Performance Measures Definitions

FRA Personal Injury Frequency Index - Number of FRA-reportable injuries per 200,000 man-hours.
FRA Train Accident Rate - Number of FRA-reportable train accidents per million train-miles.
On-Time Train Originations - Percent of scheduled road trains that depart the origin yard on-time or ahead of schedule.
On-Time Destination Arrivals - Percent of scheduled road trains that arrive at the destination yard on-time to two hours late (30 minutes for intermodal trains).
Train Velocity - Average train speed between terminals in miles per hour (does not include locals, yard jobs, work trains or passenger trains).
Dwell - Average amount of time in hours between car arrival at and departure from the yard. It does not include cars moving through the yard on the same train.
Cars-On-Line - An average count of all cars on the network (does not include locomotives, cabooses, trailers, containers or maintenance equipment).

The Company measures and reports safety and service performance. The Company strives for continuous improvement in these measures through training, innovation and investment. For example, the Company's safety and train accident prevention programs rely on the latest tools, programs and employee participation that strengthen the safety culture in a supportive environment that allows each employee to be successful at CSX. Continued capital investment in the Company's assets, including track, bridges, signals, equipment and detection technology also supports safety performance. CSX safety programs are designed to prevent incidents that can impact employees,

customers and the communities we serve.

Table of Contents
CSX CORPORATION
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Company routinely collaborates with the Federal Railroad Administration ("FRA") and industry organizations as well as federal, state and local governments on the development and implementation of safety programs and initiatives. For example, CSX, Operation Lifesaver, Inc., the U.S. Department of Transportation and other major railroads from across the country have partnered in the Common Sense campaign to reduce the number of injuries and deaths around tracks and trains. In addition to these initiatives, CSXT also has an ongoing public safety program to clear-cut trees and vegetation at public passive highway-rail intersections (crossings with no flashing lights or gates) to improve the public's ability to discern rail hazards.

At CSX, operational success is built on employee commitment to maintaining a constant focus on safety. During third quarter 2013, the FRA reportable personal injury frequency index declined 3 percent year over year to 0.78 as CSX continues to remain a leader in a very safe industry. The reported FRA train accident frequency rate improved 23 percent year over year to 1.70 reflecting continued momentum in accident reduction.

Network reliability and service metrics continued to show year over year improvements during third quarter 2013. While on-time originations remained flat year over year at 90 percent, on-time arrivals improved 4 percent to 83 percent, average train velocity increased 3 percent to 23.3 miles per hour and dwell improved 6 percent to 21.8 hours.

LIQUIDITY AND CAPITAL RESOURCES

The following are material changes in the consolidated balance sheets and sources of liquidity and capital, which provide an update to the discussion included in CSX's most recent annual report on Form 10-K.

Material Changes in Consolidated Balance Sheets and Significant Cash Flows

Consolidated Balance Sheets

Total assets increased $372 million from year end primarily due to the increase in net properties of $896 million resulting from capital investments. This increase was partially offset by the decline in cash (including short-term investment activity) of $652 million.

Total liabilities and shareholders' equity combined increased $372 million from year end. This increase was primarily due to net earnings of $1,457 million and deferred income taxes of $291 million. Partially offsetting these increases were debt repayments of $779 million, dividends paid of $448 million as well as share repurchases of $224 million.

Significant Cash Flows

Cash and cash equivalents decreased in both years, however, the decrease was $103 million more for the nine months ended 2013 primarily due to the following:

- No debt issued versus $300 million in the prior year
- Higher debt repayments of $298 million

The above decreases were partially offset by the following increases in cash:
- No pension plan contribution versus $275 million in the prior year

- Lower share repurchases of $276 million

Table of Contents
CSX CORPORATION
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Planned capital investments for 2013 are $2.3 billion, including expected spending of approximately $325 million for Positive Train Control ("PTC"). This amount excludes investments related to partially or wholly reimbursable public-private partnerships where reimbursements may not be fully received in a given year. Over half of the 2013 investment will be used to sustain the core infrastructure. The remaining amounts will be allocated to locomotives, freight cars, high return projects that drive growth and productivity such as intermodal terminal capacity and major track expansion along the River Line between northern New Jersey and the Albany, N.Y., region. CSX intends to fund capital investments through cash generated from operations.

Over the long term, the Company expects to incur significant capital costs in connection with the implementation of PTC. CSX estimates that the total multi-year cost of PTC implementation will be at least $1.7 billion. This estimate includes costs for installing the new system along tracks, upgrading locomotives, adding communication equipment and developing new technologies. Total PTC spending life-to-date through September 2013 was $791 million.

Liquidity and Working Capital

As of the end of third quarter 2013, CSX had $719 million of cash, cash equivalents and short-term investments. CSX has a $1 billion unsecured revolving credit facility backed by a diverse syndicate of banks. This facility expires in September 2016 and as of the date of this filing, the Company has no outstanding balances under this facility. CSX uses current cash balances for general corporate purposes, which may include reduction or refinancing of outstanding indebtedness, capital expenditures, working capital requirements, contributions to the Company's qualified pension plan, redemptions and repurchases of CSX common stock and dividends to shareholders. See Note 7, Debt and Credit Agreements.

The Company's $250 million receivables securitization facility has a 364-day term and expires in June 2014. The Company's intention is to continue to renew this facility prior to its expiration. The purpose of this facility is to provide an alternative to commercial paper and a low cost source of short-term liquidity. As of the date of this filing, the Company has no outstanding balances under this facility.

Working capital can also be considered a measure of a company's ability to meet its short-term needs. CSX had a working capital deficit of $51 million and a surplus of $174 million as of September 2013 and December 2012, respectively. This decline since year end is primarily due to cash used for capital investments, long-term debt repaid and dividends paid and share repurchases which more than offset cash from operations.

The Company's working capital balance varies due to factors such as the timing of scheduled debt payments and changes in cash and cash equivalent balances as discussed above. The Company continues to maintain adequate current assets to satisfy current liabilities and maturing obligations when they come due. Furthermore, CSX has sufficient financial capacity, including its revolving credit facility, trade receivable facility and shelf registration statement to manage its day-to-day cash requirements and any anticipated obligations. The Company from time to time accesses the credit markets for additional liquidity.

35

Table of Contents
CSX CORPORATION
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires that management make estimates in reporting the amounts of certain assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and certain revenues and expenses during the reporting period. Actual results may differ from those estimates. These estimates and assumptions are discussed with the Audit Committee of the Board of Directors on a regular basis. Consistent with the prior year, significant estimates using management judgment are made for the following areas:

- casualty, environmental and legal reserves;
- pension and post-retirement medical plan accounting;
- depreciation policies for assets under the group-life method; and
- income taxes.

For further discussion of CSX's critical accounting estimates, see the Company's most recent annual report on Form 10-K.

FORWARD-LOOKING STATEMENTS

Certain statements in this report and in other materials filed with the SEC, as well as information included in oral statements or other written statements made by the Company, are forward-looking statements. The Company intends for all such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and the provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements within the meaning of the Private Securities Litigation Reform Act may contain, among others, statements regarding:

- projections and estimates of earnings, revenues, margins, volumes, rates, cost-savings, expenses, taxes or other financial items;
- expectations as to results of operations and operational initiatives;
- expectations as to the effect of claims, lawsuits, environmental costs, commitments, contingent liabilities, labor negotiations or agreements on the Company's financial condition, results of operations or liquidity;
- management's plans, strategies and objectives for future operations, capital expenditures, dividends, share repurchases, safety and service performance, proposed new services and other matters that are not historical facts, and
- management's expectations as to future performance and operations and the time by which objectives will be achieved; and
- future economic, industry or market conditions or performance and their effect on the Company's financial condition, results of operations or liquidity.

Table of Contents
CSX CORPORATION
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-looking statements are typically identified by words or phrases such as "will," "should," “believe,” “expect,” “anticipate,” “project,” “estimate,” “preliminary” and similar expressions. The Company cautions against placing undue reliance on forward-looking statements, which reflect its good faith beliefs with respect to future events and are based on information currently available to it as of the date the forward-looking statement is made. Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of the timing when, or by which, such performance or results will be achieved.

Forward-looking statements are subject to a number of risks and uncertainties and actual performance or results could differ materially from those anticipated by any forward-looking statements. The Company undertakes no obligation to update or revise any forward-looking statement. If the Company does update any forward-looking statement, no inference should be drawn that the Company will make additional updates with respect to that statement or any other forward-looking statements. The following important factors, in addition to those discussed in Part II, Item 1A (Risk Factors) of CSX's most recent annual report on Form 10-K and elsewhere in this report, may cause actual results to differ materially from those contemplated by any forward-looking statements:

- legislative, regulatory or legal developments involving transportation, including rail or intermodal transportation, the environment, hazardous materials, taxation, and initiatives to further regulate the rail industry;
- the outcome of litigation, claims and other contingent liabilities, including, but not limited to, those related to fuel surcharge, environmental matters, taxes, shipper and rate claims subject to adjudication, personal injuries and occupational illnesses;
- changes in domestic or international economic, political or business conditions, including those affecting the transportation industry (such as the impact of industry competition, conditions, performance and consolidation) and the level of demand for products carried by CSXT;
- natural events such as severe weather conditions, including floods, fire, hurricanes and earthquakes, a pandemic crisis affecting the health of the Company's employees, its shippers or the consumers of goods, or other unforeseen disruptions of the Company's operations, systems, property or equipment;
- competition from other modes of freight transportation, such as trucking and competition and consolidation within the transportation industry generally;
- the cost of compliance with laws and regulations that differ from expectations (including those associated with Positive Train Control implementation) and costs, penalties and operational impacts associated with noncompliance with applicable laws or regulations;
- the impact of increased passenger activities in capacity-constrained areas, including potential effects of high speed rail initiatives, or regulatory changes affecting when CSXT can transport freight or service routes;
- unanticipated conditions in the financial markets that may affect timely access to capital markets and the cost of capital, as well as management's decisions regarding share repurchases;
- changes in fuel prices, surcharges for fuel and the availability of fuel;
- the impact of natural gas prices on coal-fired electricity generation;

Table of Contents
CSX CORPORATION
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

- availability of insurance coverage at commercially reasonable rates or insufficient insurance coverage to cover claims or damages;
- the inherent business risks associated with safety and security, including a cybersecurity attack which would threaten the availability and vulnerability of information technology, adverse economic or operational effects from actual or threatened war or terrorist activities and any governmental response;
- labor and benefit costs and labor difficulties, including stoppages affecting either the Company's operations or customers' ability to deliver goods to the Company for shipment;
- the Company's success in implementing its strategic, financial and operational initiatives;
- changes in operating conditions and costs or commodity concentrations; and
- the inherent uncertainty associated with projecting economic and business conditions.

Other important assumptions and factors that could cause actual results to differ materially from those in the forward-looking statements are specified elsewhere in this report and in CSX's other SEC reports, which are accessible on the SEC's website at www.sec.gov and the Company's website at www.csx.com. The information on the CSX website is not part of this quarterly report on Form 10-Q.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in market risk from the information provided under Part II, Item 7A (Quantitative and Qualitative Disclosures about Market Risk) of CSX's most recent annual report on Form 10-K.

Item 4. CONTROLS AND PROCEDURES

As of September 27, 2013, under the supervision and with the participation of CSX's Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), management has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the CEO and CFO concluded that, as of September 27, 2013, the Company's disclosure controls and procedures were effective at the reasonable assurance level in timely alerting them to material information required to be included in CSX's periodic SEC reports. There were no changes in the Company's internal controls over financial reporting during the third quarter of 2013 that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

38

Table of Contents

CSX CORPORATION
PART II - OTHER INFORMATION

Item 1. Legal Proceedings

Fuel Surcharge Antitrust Litigation

For further details, please refer to Note 5. Commitments and Contingencies of this quarterly report on Form 10-Q.

Item 1A. Risk Factors

For information regarding factors that could affect the Company's results of operations, financial condition and liquidity, see the risk factors discussed under Part II, Item 7 (Management's Discussion and Analysis of Financial Condition and Results of Operations) of CSX's most recent annual report on Form 10-K. See also Part I, Item 2 (Forward-Looking Statements) of this quarterly report on Form 10-Q. There have been no material changes from the risk factors previously disclosed in CSX's most recent annual report on Form 10-K.

Item 2. CSX Purchases of Equity Securities

CSX is required to disclose any purchases of its own common stock for the most recent quarter. CSX purchases its own shares for two primary reasons: to further its goals under its share repurchase program and to fund the Company’s contribution required to be paid in CSX common stock under a 401(k) plan which covers certain union employees. In April 2013, CSX announced a new $1 billion share repurchase program which is expected to be completed by April 2015. Management's assessment of market conditions and pertinent facts guide the timing and volume of all repurchases.
Share repurchase activity of $129 million for the third quarter 2013 was as follows:

	CSX Purchases of Equity Securities for the Quarter			
Third Quarter [(a)]	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
Beginning Balance				$904,565,098
July	1,545,500	$24.16	1,545,500	867,220,207
August	1,644,400	25.23	1,644,400	825,729,674
September	1,945,200	25.60	1,945,200	775,937,722
Ending Balance	5,135,100	$25.05	5,135,100	$775,937,722

(a) Third quarter 2013 consisted of the following fiscal periods: July (June 29, 2013 - July 26, 2013), August (July 27, 2013 - August 23, 2013), September (August 24, 2013 - September 27, 2013).

39

Table of Contents
CSX CORPORATION
PART II

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information

None

Item 6. Exhibits

Exhibits

31* Rule 13a-14(a) Certifications

32* Section 1350 Certifications

101* The following financial information from CSX Corporation's Quarterly Report on Form 10-Q for the quarter ended September 27, 2013 filed with the SEC on October 16, 2013, formatted in XBRL includes: (i) consolidated income statements for the fiscal periods ended September 27, 2013 and September 28, 2012, (ii) consolidated comprehensive income statements for the fiscal periods ended September 27, 2013 and September 28, 2012, (iii) consolidated balance sheets at September 27, 2013 and December 28, 2012, (iv) consolidated cash flow statements for the fiscal periods ended September 27, 2013 and September 28, 2012, and (v) the notes to consolidated financial statements.

* Filed herewith

40

Table of Contents
CSX CORPORATION
PART II

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CSX CORPORATION
(Registrant)

By: /s/ Carolyn T. Sizemore
Carolyn T. Sizemore
Vice President and Controller
(Principal Accounting Officer)

Dated: October 16, 2013