
2015
ANNUAL
REPORT
CSX
HOW TOMORROW MOVES

# *the most diverse market portfolio in CSX history*

# DEAR FELLOW SHAREHOLDER:

CSX is operating in an era of transformational change – an era of adversity, but also one that is creating unprecedented opportunities for business evolution.

In 2015, CSX faced a confluence of challenges that impacted nearly our entire business mix:

- The impact of low natural gas prices continued the precipitous and pervasive secular decline in coal that CSX has seen over the past four years;

- The strong U.S. dollar hampered the competitiveness of American goods in the global market, reducing exports of coal, grain and phosphates while favoring imported steel, ethanol and food products; and

- Low commodity prices challenged growth markets such as crude oil and frac sand, and further challenged agricultural and phosphate markets.

Despite those factors, CSX delivered solid results for shareholders in 2015, including earnings per share of $2.00 and the company's first annual operating ratio below 70 percent. I'm especially proud that in an environment in which revenue declined, those results were possible because CSX employees remained focused on driving the things within our control: safety, service and productivity to optimize the bottom line.

## *Safety: A Constant Pursuit*

Safety remains a way of life at CSX, and our employees' focus on looking out for each other, themselves and the communities we serve is the basis for CSX remaining an industry leader in personal injury rate over the past four years. In 2015, the personal injury rate improved nine percent over 2014 results. That reported rate is a meaningful measurement, but only because it signifies that we are moving closer to our goal of every employee going home safely at the end of every work day.

While CSX remained an industry safety leader in 2015, we always strive to be better. CSX experienced two major derailments with significant community impacts, which necessitated the evacuation of many residents in Montgomery, West Virginia, and Maryville, Tennessee. The comprehensive response to those incidents demonstrated the incredible relationships that our teams have forged with first responders across our network and the resilience of the communities we serve, but they also underscore the importance of a relentless focus on safety each and every day. Senior executives have visited both affected communities to understand their perspectives on the response, and we are implementing valuable feedback they provided. CSX continues to empower employees to hold themselves and each other accountable for creating a safe workplace. We remain committed to continuous improvement, with employee safety programs that emphasize fundamentals such as rules compliance and job briefings to ensure each employee remains focused on the task at hand. In that way, employees avoid injuries and work together to reduce the potential for catastrophic events.

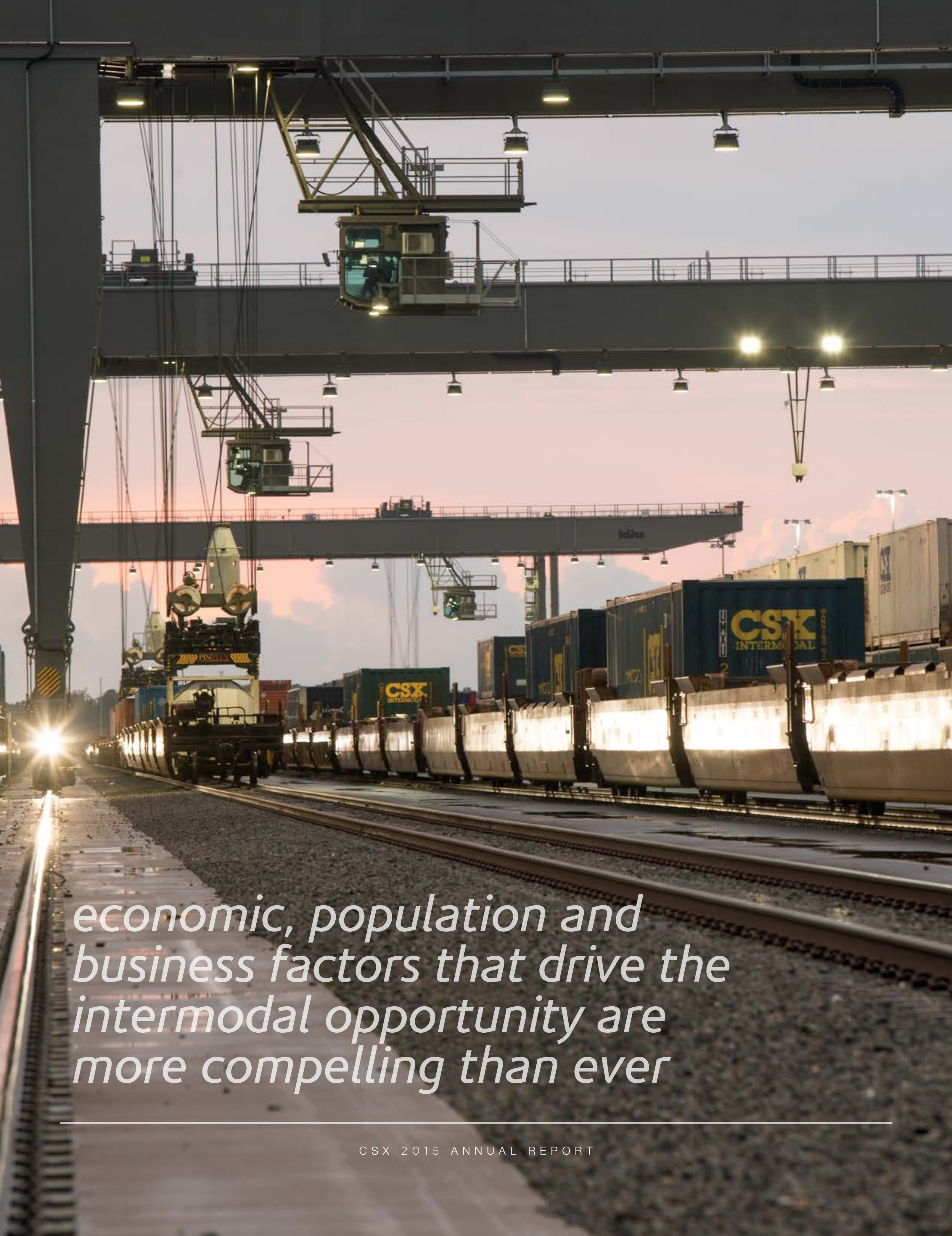
In addition to employee-focused safety efforts, CSX continues to invest in its network to deliver safe, reliable service for customers and the communities we serve. Nearly 60 percent of our core capital investment in 2015 focused on maintaining and upgrading our track, bridges, locomotives and railcars. And we've made significant progress on developing, testing and deploying interoperable Positive Train Control (PTC), which will help reduce the potential for incidents on our network. More than 1,000 people are working on deploying PTC on CSX, and the company has invested $1.5 billion in the system through 2015. CSX was the second U.S. freight railroad to begin revenue service demonstrations – the final development and testing phase of PTC

## Revenue
($ in millions)


## Operating Income
($ in millions)


## Net Earnings Per Share
(assuming dilution)


## Dividends Per Share


*economic, population and business factors that drive the intermodal opportunity are more compelling than ever*

– on some regional subdivisions of our network. We expect to spend another $300 million on the project in 2016, deploy all of the necessary PTC technology by the end of 2018 and be fully implemented by 2020.

## Service: Balancing Efficiency with Customer Commitments

At the outset of 2015, CSX was prepared for a very different year, with increased resource levels in response to the brutal winter and subsequent volume surge of 2014. As volume declined throughout the year, the Operations team nimbly adjusted to match resources with demand while still delivering significant service improvements for CSX customers. Teams of employees from operations and sales and marketing worked together and with customers through the Service Excellence initiative to identify ways to further improve service. With the right resources and a keen focus on customer needs, key measurements improved significantly throughout the year, including terminal dwell, velocity, and on-time originations and arrivals. Our employees know that success starts with our customers, and meeting and exceeding expectations is the foundation of our ability to continue growing and adapting to these changing market conditions.

Also in 2015, CSX took delivery of 200 new locomotives, the majority of which are compliant with the latest EPA Tier IV emissions standards. In 2016, the company will complete the purchase commitment with an additional 100 locomotives being delivered. Business forecasting remains an inexact science, as illustrated by the volume surge in 2014 followed by the beginning of a freight recession in 2015. Responding to those fluctuations means carefully balancing resources to match current and future business demand while maintaining the ability to nimbly take out costs when necessary.

## Productivity: Driving Lasting Change

Over the past decade, CSX has consistently delivered significant gains in productivity, even during the tough years of the most recent recession. 2015 was no different, with efficiency initiatives and cost reductions driving more than $180 million in productivity despite declines in some of the most profitable markets. The initiatives behind those savings are designed to create sustainable changes such as improving fuel efficiency and increasing the use of technology automation. What's more, CSX delivered a total cost reduction of nearly $375 million, which includes savings from right-sizing resources to match demand. We have demonstrated repeatedly that we can aggressively manage costs in what is often considered a high fixed-cost business. We've even managed to disprove the adage that "you can't create more hours in a day" with our 28-hour scheduling, our first variable train initiative. Based on the success of that initial program, we have now integrated variable scheduling into our scheduled train network in several forms. By adjusting certain train schedules to depart a few hours later each day on a seven-day schedule, and working with customers so they could adequately plan for the adjustments, CSX continued to serve customers' needs while also reducing the resources devoted to those businesses.

## Looking Ahead

This era of transformational change is expected to continue. In this environment, CSX is aggressively managing the challenges and capitalizing on opportunities to transform this company from the CSX of today into the CSX of tomorrow. At the foundation of our strategy is the recognition that we have economic, efficiency and environmental benefits that, together with our superior network reach, are critical to serve the growing U.S. population.

As corresponding consumption increases, CSX will create compelling shareholder value by delivering service that supports strong pricing to allow further investment in a privately-funded network that will continue to meet transportation needs with exceptional fuel efficiency and without massive federal subsidies. And we'll accomplish all of that while working to achieve a mid-60s operating ratio longer term.

## *Evolving Strategy*

As CSX plans for the future, we know that our business has changed dramatically and will continue to change in the years ahead. The baseline coal market, which generated $3.7 billion in revenue in 2011, declined to $2.3 billion in 2015, and will continue to decline in 2016 and beyond. While this market remains important, it has given way to more consumer-oriented markets that demand premium, and ever more cost-effective, service. Our network reach means that we serve 60 percent of domestic manufacturing through a variety of merchandise markets. Across those markets, increasing train length is driving efficiency up and costs out, and intermodal continues to represent significant potential as the population grows and the trucking industry challenges continue. And our investments in infrastructure and technology have increased efficiency and profitability of merchandise and intermodal, effectively replacing the coal revenue declines over the past four years.

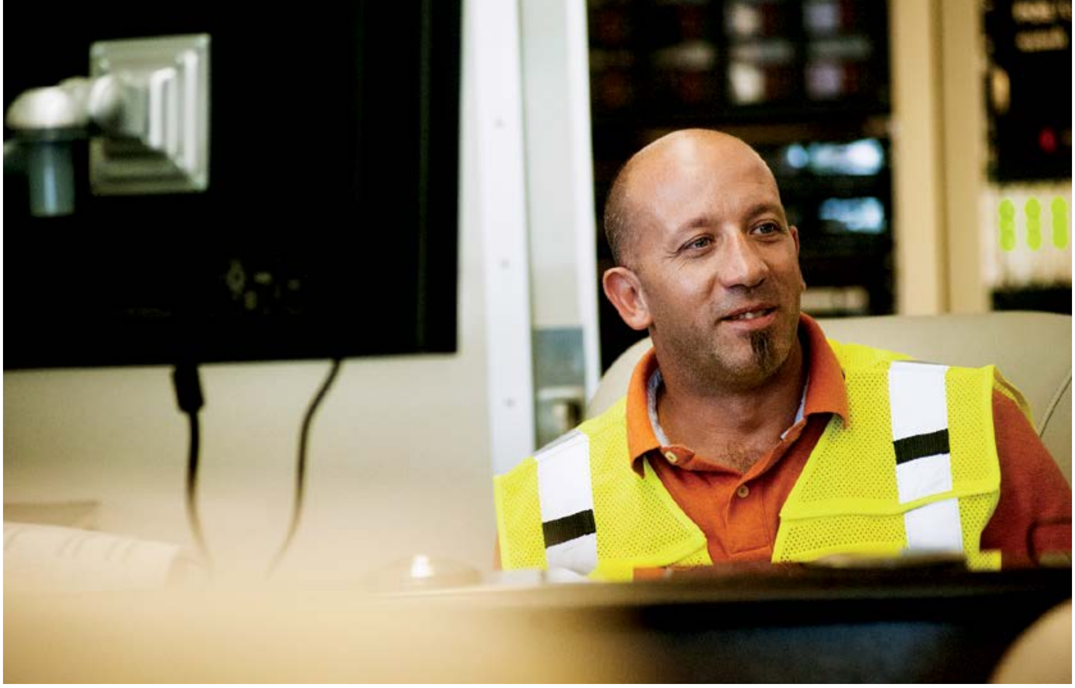
At the same time, the headwinds that intensified as 2015 progressed are expected to continue in 2016, and we expect full-year earnings per share to decline in 2016. In that environment, CSX is focused on both a near-term, three-year plan and a long-term strategy that translates the company's core strengths into tangible opportunities to drive sustainable shareholder value. The CSX of tomorrow will prosper from this structural change in our markets by aligning additional resources with growth opportunities, and carefully adjusting resources devoted to declining or mature markets to ensure we continue to meet and exceed the expectations of every customer partnering with CSX.

## *Aligning the Network for Current and Future Demand*

CSX has built the premier network in the East, one that reaches nearly two thirds of American consumers and efficiently connects ocean and inland ports to consumption markets large and small. Strategic investments over the past decade have increased capacity on key routes, leveraging

CSX INTERMODAL NETWORK
Northwest Ohio Terminal
Existing Terminals Served
Double-Stacked Cleared Route
Double-Stacked Clearance in Process
CSX Rail Network
Double Stacked Partner Routing
Note: Multiple terminals in a market are designated with a number
Montreal
New England
NY/NJ
Chicago
Philadelphia
Baltimore
Kansas City
St. Louis
Norfolk
Memphis
Wilmington
Charleston
Savannah
Mobile
Jacksonville
New Orleans
Tampa
Ft. Pierce
Miami

*technology will contribute significantly to increased levels of efficiency beyond historical performance*



the effect of our balanced capital deployment approach. In 2015, CSX invested more than $2.5 billion to continue delivering safe, reliable service and capitalizing on long-term strategic growth opportunities. As we look forward, 2016 capital investment will total $2.4 billion, which reflects the changes to our top line while remaining committed to investing in service that is safe, reliable and efficient through capacity and growth projects that ensure fluid shipments no matter the demand level.

We are making structural resource changes as well. In 2015, CSX took significant action to rationalize the company's coal network to match decreased demand, particularly for coal sourced from Central Appalachia. CSX closed mechanical shops and reduced train operations in some areas of the network, and even consolidated our 10 operating divisions into nine. For those of us who started our career in the coal fields, those decisions are incredibly difficult because of the impact on our employees, their families and historic rail communities. But in an era in which the $1.4 billion in coal revenue declines over the past five years will continue to accelerate, the status quo is no longer an option. CSX continues to look at ways to variabilize the costs in this market, and further match our network to the business demand.

At the same time, CSX is positioning other parts of the network for growth. As we continue to increase train length and variable scheduling, we are taking steps to ensure continued network fluidity. For example, CSX is planning to build longer sidings to allow longer trains to pass each other more efficiently, maintaining the fluidity of the network and reducing the impact on surrounding communities. That's an initiative we began 10 years ago with our Southeast Express, and one that has benefited our customers and investors many times over. Other initiatives, such as Total Service Integration, have created and applied leading-edge processes to the highly profitable merchandise network where shipments originate at hundreds of different locations, reflecting the most diverse market portfolio in CSX history.

## *Maximizing Intermodal*

Making investments now to continue moving containerized freight for the future represents another important facet of our strategy. The economic, population and business factors that drive the intermodal opportunity are more compelling than ever: the global population is increasing and demanding more goods, while U.S. highway infrastructure lags woefully behind and the trucking industry faces driver shortages and increased regulation. CSX is committed to converting a share of the estimated 9 million loads that are good candidates for an intermodal rail solution. Investments of more than $700 million over the past five years – including new and expanded terminals and the double-stack National Gateway linking eastern ports with midwestern consumption centers – position CSX to serve intermodal customers from Florida to Canada. Projects such as the Pittsburgh intermodal terminal and the Virginia Avenue Tunnel clearance project in Washington, D.C., both of which began construction in 2015, will help CSX continue to capture the significant intermodal opportunities of the future.

## *Optimizing Technology*

For a company that is nearly 190 years old, technology is a foundational element of our problem solving. Technology supports our ability to better communicate with our employees and customers; to improve the fuel efficiency of our locomotives; to make critical information available to first responders and other community leaders; and to train our employees safely and effectively. Using technology to improve processes and planning, as well as to streamline workflows, will contribute significantly to increased levels of efficiency beyond historical performance, including our ability to deliver 2016 productivity in the $200 million range.

## *The Future is Bright*

At CSX, we have seized the business challenges we face as an opportunity to make this company stronger as we emerge from this period of transformation. It's our desire – and our expectation – that this American icon will thrive and grow well into the future. In the past five years, CSX has successfully replaced $1.4 billion in coal revenue primarily through the strength of merchandise and intermodal. CSX has delivered record results for our shareholders thanks to both human ingenuity and technology improvements. The core earning power of this company now, and in the future, is great. At the same time, this company is aggressively taking action to capitalize on growth opportunities, continue meeting and exceeding customer expectations and match our resources to demand. CSX must reduce asset intensity and increase earning power in a way that balances cost and service to continue serving our customers and our communities. We are committed to transforming the CSX of today into the CSX of tomorrow to deliver value to you, our shareholders, now and in the future.

Thank you for your ownership of CSX, and your confidence in this management team and our employees.

Michael Ward

Michael J. Ward

# CSX EXECUTIVE TEAM

**Michael J. Ward**
Chairman and
Chief Executive Officer

**Clarence W. Gooden**
President

**Fredrik Eliasson**
Executive Vice President and
Chief Sales and Marketing Officer

**Ellen M. Fitzsimmons**
Executive Vice President of Law and Public Affairs,
General Counsel and Corporate Secretary

**Frank A. Lonegro**
Executive Vice President and
Chief Financial Officer

**Lisa A. Mancini**
Executive Vice President and
Chief Administrative Officer

**Cindy Sanborn**
Executive Vice President and
Chief Operating Officer

*we are committed to transforming the CSX of today into the CSX of tomorrow*

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
**FORM 10-K**

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

For the fiscal year ended December 25, 2015
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)* |

**Securities registered pursuant to Section 12(b) of the Act:**

| Title of each class | Name of exchange on which registered |
|---|---|
| Common Stock, $1 Par Value | Nasdaq Global Select Market |

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes (X) No ( )

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes ( ) No (X)

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. (X)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. (as defined in Exchange Act Rule 12b-2).
Large Accelerated Filer (X) Accelerated Filer ( ) Non-accelerated Filer ( ) Smaller reporting company ( )

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

On June 26, 2015 (which is the last day of the second quarter and the required date to use), the aggregate market value of the Registrant's voting stock held by non-affiliates was approximately $33 billion (based on the New York Stock Exchange closing price on such date).

There were 963,150,011 shares of Common Stock outstanding on January 22, 2016 (the latest practicable date that is closest to the filing date).

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's Definitive Proxy Statement (the "Proxy Statement") to be filed no later than 120 days after the end of the fiscal year with respect to its annual meeting of shareholders scheduled to be held on May 11, 2016.

**CSX CORPORATION**
**FORM 10-K**
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## Item 1. Business

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.

The Company's number of employees was approximately 29,000 as of December 2015, which includes approximately 24,000 union employees. Most of the Company's employees provide or support transportation services.

*CSX Transportation, Inc.*

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. It has access to over 70 ocean, river and lake port terminals along the Atlantic and Gulf Coasts, the Mississippi River, the Great Lakes and the St. Lawrence Seaway. The Company's intermodal business links customers to railroads via trucks and terminals. CSXT also serves thousands of production and distribution facilities through track connections to approximately 240 short-line and regional railroads.

*Lines of Business*

During 2015, the Company services generated $11.8 billion of revenue and served three primary lines of business:

- The merchandise business shipped nearly 2.9 million carloads and generated 62% of revenue and 42% of volume in 2015. The Company's merchandise business is comprised of shipments in the following diverse markets: agricultural products, phosphates and fertilizers, food and consumer, chemicals, automotive, metals, forest products, minerals and waste and equipment.
- The coal business shipped about 1.1 million carloads and accounted for 19% of revenue and 16% of volume in 2015. The Company transports domestic coal, coke and iron ore to electricity-generating power plants, steel manufacturers and industrial plants as well as export coal to deep-water port facilities. Roughly one-third of export coal and the majority of the domestic coal that the Company transports is used for generating electricity.
- The intermodal business accounted for 15% of revenue and 42% of volume in 2015. The intermodal business combines the superior economics of rail transportation with the short-haul flexibility of trucks and offers a cost advantage over long-haul trucking. Through a network of more than 50 terminals, the intermodal business serves all major markets east of the Mississippi River and transports mainly manufactured consumer goods in containers, providing customers with truck-like service for longer shipments.

Other revenue accounted for 4% of the Company's total revenue in 2015. This category includes revenue from regional subsidiary railroads, demurrage, revenue for customer volume commitments not met, switching and other incidental charges. Revenue from regional railroads includes shipments by railroads that the Company does not directly operate. Demurrage represents charges assessed when freight cars are held beyond a specified period of time. Switching revenue is primarily generated when CSXT switches cars for a customer or another railroad.

*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 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. The biggest Transflo markets are chemicals and agriculture, which includes shipments of plastics 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 operating and non-operating real estate sales, leasing, acquisition and management and development activities. These activities are classified in either operating income or other income - net depending upon the nature of the activity. Results of these activities fluctuate with the timing of real estate transactions.

**Financial Information**

See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations for operating revenue, operating income and total assets for each of the last three fiscal years.

**Company History**

A leader in freight rail transportation for nearly 190 years, the Company's heritage dates back to the early nineteenth century when The Baltimore and Ohio Railroad Company ("B&O") – the nation's first common carrier – was chartered in 1827. Since that time, the Company has built on this foundation to create a railroad that could safely and reliably service the ever-increasing demands of a growing nation.

Since its founding, numerous railroads have combined with the former B&O through merger and consolidation to create what has become CSX. Each of the railroads that combined into the CSX family brought new geographical reach to valuable markets, gateways, cities, ports and transportation corridors.

CSX was incorporated in 1978 under Virginia law. In 1980, the Company completed the merger of the Chessie System and Seaboard Coast Line Industries into CSX. The merger allowed the Company to connect northern population centers and Appalachian coal fields to growing southeastern markets. Later, the Company's acquisition of key portions of Conrail, Inc. ("Conrail") allowed CSXT to link the northeast, including New England and the New York metropolitan area, with Chicago and midwestern markets as well as the growing areas in the Southeast already served by CSXT. This current rail network allows the Company to directly serve every major market in the eastern United States with safe, dependable, environmentally responsible and fuel efficient freight transportation and intermodal service.

**Competition**

The business environment in which the Company operates is highly competitive. Shippers typically select transportation providers that offer the most compelling combination of service and price. Service requirements, both in terms of transit time and reliability, vary by shipper and commodity. As a result, the Company's primary competition varies by commodity, geographic location and mode of available transportation and includes other railroads, motor carriers that operate similar routes across its service area and, to a less significant extent, barges, ships and pipelines.

CSXT's primary rail competitor is Norfolk Southern Railway, which operates throughout much of the Company's territory. Other railroads also operate in parts of the Company's territory. Depending on the specific market, competing railroads and deregulated motor carriers may exert pressure on price and service levels. For further discussion on the risk of competition to the Company, see Item 1A. Risk Factors.

**Regulatory Environment**

The Company's operations are subject to various federal, state, provincial (Canada) and local laws and regulations generally applicable to businesses operating in the United States and Canada. In the U.S., the railroad operations conducted by the Company's subsidiaries, including CSXT, are subject to the regulatory jurisdiction of the Surface Transportation Board ("STB"), the Federal Railroad Administration ("FRA"), and its sister agency within the U.S. Department of Transportation, the Pipeline and Hazardous Materials Safety Administration ("PHMSA"). Together, FRA and PHMSA have broad jurisdiction over railroad operating standards and practices, including track, freight cars, locomotives and hazardous materials requirements. In addition, the U.S. Environmental Protection Agency ("EPA") has regulatory authority with respect to matters that impact the Company's properties and operations. The EPA is considering regulatory action directed towards the railroad industry governing the disposal of creosote cross-ties and seeking to increase air emission regulations that may impact our operations or increase costs. Similarly, the Transportation Security Administration ("TSA"), a component of the Department of Homeland Security, has broad authority over railroad operating practices that may have homeland security implications. In Canada, the railroad operations conducted by the Company's subsidiaries, including CSXT, are subject to the regulatory jurisdiction of the Canadian Transportation Agency.

Although the Staggers Act of 1980 significantly deregulated the U.S. rail industry, the STB has broad jurisdiction over rail carriers. The STB regulates routes, fuel surcharges, conditions of service, rates for non-exempt traffic, acquisitions of control over rail common carriers and the transfer, extension or abandonment of rail lines, among other railroad activities.

*Positive Train Control*

In 2008, Congress enacted the Rail Safety Improvement Act (the "RSIA"). The legislation included a mandate that all Class I freight railroads implement an interoperable positive train control system ("PTC") by December 31, 2015. Implementation of a PTC system is designed to prevent train-to-train collisions, over-speed derailments, incursions into established work-zone limits, and train diversions onto another set of tracks. On October 29, 2015, the President of the United States signed the Positive Train Control Enforcement and Implementation Act of 2015 into law extending the deadline. This Act requires the installation of all PTC hardware be completed by December 31, 2018, and, assuming certain conditions are met, requires that the PTC system be fully operational by December 31, 2020.

PTC must be installed on all main lines with passenger and commuter operations as well as most of those over which toxic-by-inhalation hazardous materials are transported. The Company expects to incur significant capital costs in connection with the implementation of PTC as well as related ongoing operating expenses. CSX currently estimates that the total multi-year cost of PTC implementation will be approximately $2.2 billion for the Company. Total PTC investment through 2015 was $1.5 billion.

*STB Proceedings*

In 2012, the STB announced it would accept comments on a proposal by the National Industrial Transportation League that would require Class I railroads to provide a form of "competitive access" to customers served solely by one railroad. Under this proposal, CSX would be required to allow a competing railroad to access certain customers that are currently solely served by CSX's network. In early 2013, shippers, railroads and other parties submitted comments on the proposal, and the STB held a hearing in March 2014 to receive further input from participating parties. Since the hearing, the STB has taken no further action in the proceeding.

In April 2014, the STB announced it would receive comments to explore its methodology for determining railroad revenue adequacy. The revenue adequacy standard represents the level of profitability for a healthy carrier. Shippers, railroads and other parties filed comments in late 2014. More recently, the STB held a hearing in July 2015 to receive further input from participating parties. Since the hearing, the STB has taken no further action in the proceeding.

New rules regarding competitive access or revenue adequacy could have a material adverse effect on the Company's financial condition, results of operations and liquidity as well as its ability to invest in enhancing and maintaining vital infrastructure. For further discussion on regulatory risks to the Company, see Item 1A. Risk Factors.

**Other Information**

CSX makes available on its website www.csx.com, free of charge, its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports as soon as reasonably practicable after such reports are filed with or furnished to the Securities and Exchange Commission ("SEC"). The information on the CSX website is not part of this annual report on Form 10-K. Additionally, the Company has posted its code of ethics on its website, which is also available to any shareholder who requests it. This Form 10-K and other SEC filings made by CSX are also accessible through the SEC's website at www.sec.gov.

CSX has included the certifications of its Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") required by Section 302 of the Sarbanes-Oxley Act of 2002 ("the Act") as Exhibit 31, as well as Section 906 of the Act as Exhibit 32 to this Form 10-K report.

The information set forth in Item 6. Selected Financial Data is incorporated herein by reference. For additional information concerning business conducted by the Company during 2015, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

**Item 1A. Risk Factors**

The risks set forth in the following risk factors could have a materially adverse effect on the Company's financial condition, results of operations or liquidity, and could cause those results to differ materially from those expressed or implied in the Company's forward-looking statements. Additional risks and uncertainties not currently known to the Company or that the Company currently does not deem to be material also may materially impact the Company's financial condition, results of operations or liquidity.

***New legislation or regulatory changes could impact the Company's earnings or restrict its ability to independently negotiate prices.***

Legislation passed by Congress or new regulations issued by federal agencies can significantly affect the revenues, costs and profitability of the Company's business. For instance, several of the proposals under consideration by the STB could have a significant negative impact on the Company's ability to negotiate prices for the value of rail services provided and meet service standards, which could force a reduction in capital spending. In addition, statutes imposing price constraints or affecting rail-to-rail competition could adversely affect the Company's profitability.

***Government regulation and compliance risks may adversely affect the Company's operations and financial results.***

The Company is subject to the jurisdiction of various regulatory agencies, including the STB, FRA, PHMSA, TSA, EPA and other state, provincial and federal regulatory agencies for a variety of economic, health, safety, labor, environmental, tax, legal and other matters. New or modified rules or regulations by these agencies could increase the Company's operating costs or reduce operating efficiencies and impact service performance. For example, the RSIA mandates that the installation of PTC hardware be completed by December 31, 2018 and, assuming certain conditions are met, requires that the PTC system be fully operational by December 31, 2020 on main lines that carry certain hazardous materials and on lines that have commuter or passenger operations. Noncompliance with these and other applicable laws or regulations could erode public confidence in the Company and can subject the Company to fines, penalties and other legal or regulatory sanctions.

***Climate change and other emissions-related legislation and regulation could adversely affect the Company's operations and financial results.***

Climate change and other emissions-related legislation and regulation have been proposed and, in some cases adopted, on the federal, state, provincial and local levels. These final and proposed laws and regulations take the form of restrictions, caps, taxes or other controls on emissions. In particular, the EPA has issued various regulations and is expected to issue additional regulations targeting emissions, including rules and standards governing emissions from certain stationary sources and from vehicles.

Any of these pending or proposed laws or regulations could adversely affect the Company's operations and financial results by, among other things: (i) reducing coal-fired electricity generation due to mandated emission standards; (ii) reducing the consumption of coal as a viable energy resource in the United States and Canada; (iii) increasing the Company's fuel, capital and other operating costs and negatively affecting operating and fuel efficiencies; and (iv) making it difficult for the Company's customers in the U.S. and Canada to produce products in a cost competitive manner. Any of these factors could reduce the amount of shipments the Company handles and have a material adverse effect on the Company's financial condition, results of operations or liquidity.

***Capacity constraints could have a negative impact on service and operating efficiency.***

CSXT may experience rail network difficulties related to: (i) increased volume; (ii) locomotive or crew shortages; (iii) extreme weather conditions; (iv) increased passenger activities, including high-speed rail; or (v) regulatory changes impacting where and how fast CSXT can transport freight or maintain routes, which could have a negative effect on CSXT's operational fluidity, leading to deterioration of service, asset utilization and overall efficiency.

***Global economic conditions could negatively affect demand for commodities and other freight.***

A decline or disruption in general domestic and global economic conditions that affects demand for the commodities and products the Company transports, including import and export volume, could reduce revenues or have other adverse effects on the Company's cost structure and profitability. For example, if the rate of economic growth in Asia slows or if European economies contract, U.S. export coal volume could be adversely impacted resulting in lower revenue for CSX. If the Company experiences significant declines in demand for its transportation services with respect to one or more commodities and products, the Company may experience reduced revenue and increased operating costs associated with the storage of locomotives, railcars and other equipment, workforce adjustments, and other related activities, which could have a material adverse effect on the Company's financial condition, results of operations and liquidity.

***Changing dynamics in the U.S. and global energy markets could negatively impact profitability.***

Over the past few years, production of natural gas in the U.S. has also increased dramatically, which has resulted in lower natural gas prices. As a result of sustained low natural gas prices, many coal-fired power plants have been displaced by natural gas-fired power generation facilities. If natural gas prices were to remain low, additional coal-fired plants could be displaced, which would likely further reduce the Company's domestic coal volumes and revenues.

Additionally, depressed crude oil prices due to increased supply or lower demand could result in a decrease in domestic crude oil production, which could have an adverse effect on crude oil volumes for CSX. In addition, new regulations related to the shipment of crude oil by rail, including proposed rail car safety standards, could increase costs for CSX, negatively impact network fluidity or have an adverse impact on customers.

***CSXT, as a common carrier by rail, is required by law to transport hazardous materials, which could expose the Company to significant costs and claims.***

A train accident involving the transport of hazardous materials could result in significant claims arising from personal injury, property or natural resource damage, environmental penalties and remediation obligations. Such claims, if insured, could exceed existing insurance coverage or insurance may not continue to be available at commercially reasonable rates. Under federal regulations, CSXT is required to transport hazardous materials under the legal duty referred to as the common carrier mandate.

CSXT is also required to comply with regulations regarding the handling of hazardous materials. In November 2008, the TSA issued final rules placing significant new security and safety requirements on passenger and freight railroad carriers, rail transit systems and facilities that ship hazardous materials by rail. Noncompliance with these rules can subject the Company to significant penalties and could be a factor in litigation arising out of a train accident. Finally, legislation preventing the transport of hazardous materials through certain cities could result in network congestion and increase the length of haul for hazardous substances, which could increase operating costs, reduce operating efficiency or increase the risk of an accident involving the transport of hazardous materials.

***The Company is subject to environmental laws and regulations that may result in significant costs.***

The Company is subject to wide-ranging federal, state, provincial and local environmental laws and regulations concerning, among other things, emissions into the air, ground and water; the handling, storage, use, generation, transportation and disposal of waste and other materials; the clean-up of hazardous material and petroleum releases and the health and safety of our employees. If the Company violates or fails to comply with these laws and regulations, CSX could be fined or otherwise sanctioned by regulators. The Company can also be held liable for consequences arising out of human exposure to any hazardous substances for which CSX is responsible. In certain circumstances, environmental liability can extend to formerly owned or operated properties, leased properties, adjacent properties and properties owned by third parties or Company predecessors, as well as to properties currently owned, leased or used by the Company.

The Company has been, and may in the future be, subject to allegations or findings to the effect that it has violated, or is strictly liable under, environmental laws or regulations, and such violations can result in the Company's incurring fines, penalties or costs relating to the clean-up of environmental contamination. Although the Company believes it has appropriately recorded current and long-term liabilities for known and reasonably estimable future environmental costs, it could incur significant costs that exceed reserves or require unanticipated cash expenditures as a result of any of the foregoing. The Company also may be required to incur significant expenses to investigate and remediate known, unknown or future environmental contamination.

***The Company relies on the security, stability and availability of its technology systems to operate its business.***

The Company relies on information technology in all aspects of its business. The performance and reliability of the Company's technology systems are critical to its ability to operate and compete safely and effectively. A cybersecurity attack, which is a deliberate theft of data or impairment of information technology systems, or other significant disruption or failure, could result in a service interruption, train accident, misappropriation of confidential information, process failure, security breach or other operational difficulties. Such an event could result in increased capital, insurance or operating costs, including increased security costs to protect the Company's infrastructure. A disruption or compromise of the Company's information technology systems, even for short periods of time, could have a material adverse effect on the Company.

***Disruption of the supply chain could negatively affect operating efficiency and increase costs.***

The capital intensive nature and sophistication of core rail equipment (including rolling stock equipment, locomotives, rail, and ties) limits the number of railroad equipment suppliers. If any of the current manufacturers stops production or experiences a supply shortage, CSXT could experience a significant cost increase or material shortage. In addition, a few critical railroad suppliers are foreign and, as such, adverse developments in international relations, new trade regulations, disruptions in international shipping or increases in global demand could make procurement of these supplies more difficult or increase CSXT's operating costs. Additionally, if a fuel supply shortage were to arise, whether due to production restrictions, lower refinery outputs, a disruption of oil imports, adverse political developments or otherwise, the Company would be negatively impacted.

***Failure to complete negotiations on collective bargaining agreements could result in strikes and/or work stoppages.***

Most of CSX's employees are represented by labor unions and are covered by collective bargaining agreements. Most of these agreements are bargained for nationally by the National Carriers Conference Committee and negotiated over the course of several years and previously have not resulted in any extended work stoppages. Under the Railway Labor Act's procedures (which include mediation, cooling-off periods and the possibility of an intervention of the U.S. President), during negotiations neither party may take action until the procedures are exhausted. If, however, CSX is unable to negotiate acceptable agreements, or if terms of existing agreements are disputed, the employees covered by the Railway Labor Act could strike, which could result in loss of business and increased operating costs as a result of higher wages or benefits paid to union members.

***The Company faces competition from other transportation providers.***

The Company experiences competition in pricing, service, reliability and other factors from various transportation providers including railroads and motor carriers that operate similar routes across its service area and, to a less significant extent, barges, ships and pipelines. Other transportation providers generally use public rights-of-way that are built and maintained by governmental entities, while CSXT and other railroads must build and maintain rail networks largely using internal resources. Any future improvements or expenditures materially increasing the quality or reducing the cost of alternative modes of transportation, or legislation providing for less stringent size or weight restrictions on trucks, could negatively impact the Company's competitive position. Additionally, any future consolidation in the rail industry could materially affect the regulatory and competitive environment in which the Company operates.

***Future acts of terrorism, war or regulatory changes to combat the risk of terrorism may cause significant disruptions in the Company's operations.***

Terrorist attacks, along with any government response to those attacks, may adversely affect the Company's financial condition, results of operations or liquidity. CSXT's rail lines, other key infrastructure and information technology systems may be direct targets or indirect casualties of acts of terror or war. This risk could cause significant business interruption and result in increased costs and liabilities and decreased revenues. In addition, premiums charged for some or all of the insurance coverage currently maintained by the Company could increase dramatically, or the coverage may no longer be available.

Furthermore, in response to the heightened risk of terrorism, federal, state and local governmental bodies are proposing and, in some cases, have adopted legislation and regulations relating to security issues that impact the transportation industry. For example, the Department of Homeland Security adopted regulations that require freight railroads to implement additional security protocols when transporting hazardous materials. Complying with these or future regulations could continue to increase the Company's operating costs and reduce operating efficiencies.

***Severe weather or other natural occurrences could result in significant business interruptions and expenditures in excess of available insurance coverage.***

The Company's operations may be affected by external factors such as severe weather and other natural occurrences, including floods, fires, hurricanes and earthquakes. As a result, the Company's rail network may be damaged, its workforce may be unavailable, fuel costs may rise and significant business interruptions could occur. In addition, the performance of locomotives and railcars could be adversely affected by extreme weather conditions. Insurance maintained by the Company to protect against loss of business and other related consequences resulting from these natural occurrences is subject to coverage limitations, depending on the nature of the risk insured. This insurance may not be sufficient to cover all of the Company's damages or damages to others, and this insurance may not continue to be available at commercially reasonable rates. Even with insurance, if any natural occurrence leads to a catastrophic interruption of service, the Company may not be able to restore service without a significant interruption in operations.

***The Company may be subject to various claims and lawsuits that could result in significant expenditures.***

As part of its railroad and other operations, the Company is subject to various claims and lawsuits related to disputes over commercial practices, labor and unemployment matters, occupational and personal injury claims, property damage, environmental and other matters. The Company may experience material judgments or incur significant costs to defend existing and future lawsuits. Although the Company establishes reserves and maintains insurance to cover these types of claims, final amounts determined to be due on any outstanding matters may differ materially from the recorded reserves and exceed the Company's insurance coverage. Additionally, the Company is subject to adverse developments not currently reflected in the Company's reserve estimates.

***The unavailability of critical resources could adversely affect the Company's operational efficiency and ability to meet demand.***

Marketplace conditions for resources like locomotives as well as the availability of qualified personnel, particularly engineers and trainmen, could each have a negative impact on the Company's ability to meet demand for rail service. Although the Company believes that it has adequate personnel for the current business environment, unpredictable increases in demand for rail services or extreme weather conditions may exacerbate such risks, which could have a negative impact on the Company's operational efficiency and otherwise have a material adverse effect on the Company's financial condition, results of operations, or liquidity in a particular period.

***Weaknesses in the capital and credit markets could negatively impact the Company's access to capital.***

Due to the significant capital expenditures required to operate and maintain a safe and efficient railroad, the Company regularly relies on capital markets for the issuance of long-term debt instruments as well as on bank financing from time to time. Instability or disruptions of the capital markets, including credit markets, or the deterioration of the Company's financial condition due to internal or external factors, could restrict or prohibit access and could increase the cost of financing sources. A significant deterioration of the Company's financial condition could also reduce credit ratings and could limit or affect its access to external sources of capital and increase the costs of short and long-term debt financing.

**Item 1B. Unresolved Staff Comments**

None

## Item 2. Properties

The Company's properties primarily consist of track and its related infrastructure, locomotives and freight cars and equipment. These categories and the geography of the network are described below.

*Track and Infrastructure*

Serving 23 states, the District of Columbia, and the Canadian provinces of Ontario and Quebec, the CSXT rail network serves, among other markets, New York, Philadelphia and Boston in the Northeast and Mid-Atlantic, the southeast markets of Atlanta, Miami and New Orleans, and the midwestern cities of St. Louis, Memphis and Chicago.

CSXT's track structure includes main thoroughfares, connecting terminals and yards (known as mainline track), track within terminals and switching yards, track adjacent to the mainlines used for passing trains, track connecting the mainline track to customer locations and track that diverts trains from one track to another known as turnouts. Total track miles are greater than CSXT's approximately 21,000 route miles, which reflect the size of CSXT's network that connects markets, customers and western railroads. At December 2015, the breakdown of track miles was as follows:

| | Track Miles |
|---|---|
| Mainline track | 26,565 |
| Terminals and switching yards | 9,390 |
| Passing sidings and turnouts | 936 |
| Total | 36,891 |

In addition to its physical track structure, CSXT operates numerous yards and terminals. These serve as hubs between CSXT and its local customers and as sorting facilities where railcars often are received, re-sorted and placed onto new outbound trains. The Company's ten largest yards and terminals based on annual volume (number of railcars or intermodal containers processed) are listed in the table below.

| Yards and Terminals | Annual Volume *(number of units processed)* |
|---|---|
| Chicago, IL | 1,072,809 |
| Waycross, GA | 672,801 |
| Selkirk, NY | 544,452 |
| Indianapolis, IN | 527,170 |
| Willard, OH | 517,891 |
| Nashville, TN | 497,371 |
| Cincinnati, OH | 485,105 |
| Hamlet, NC | 461,780 |
| Louisville, KY | 396,681 |
| Toledo, OH | 372,666 |

*Network Geography*

CSXT's operations are primarily focused on four major transportation networks and corridors which are defined geographically and by commodity flows below.

Interstate 90 (I-90) Corridor – This CSXT corridor links Chicago and the Midwest to metropolitan areas in New York and New England. This route, also known as the "waterlevel route," has minimal hills and grades and nearly all of it has two main tracks (referred to as double track). These superior engineering attributes permit the corridor to support consistent, high-speed intermodal, automotive and merchandise service. This corridor is a primary route for import traffic coming from the far east through western ports moving eastward across the country, through Chicago and into the population centers in the Northeast. The I-90 Corridor is also a critical link between ports in New York, New Jersey, and Pennsylvania and consumption markets in the Midwest. This route carries consumer goods from all three of the Company's major markets – merchandise, coal and intermodal.

Interstate 95 (I-95) Corridor – The CSXT I-95 Corridor connects Charleston, Jacksonville, Miami and many other cities throughout the Southeast with the heavily populated mid-Atlantic and northeastern cities of Baltimore, Philadelphia and New York. CSXT primarily transports food and consumer products, as well as metals and chemicals along this line. It is the only rail corridor along the eastern seaboard south of the District of Columbia, and provides access to major eastern ports.

Southeastern Corridor – This critical part of the network runs between CSXT's western gateways of Chicago, St. Louis and Memphis through the cities of Nashville, Birmingham, and Atlanta and markets in the Southeast. The Southeastern Corridor is the premier rail route connecting these key cities, gateways, and markets and positions CSXT to efficiently handle projected traffic volumes of intermodal, automotive and general merchandise traffic. The corridor also provides direct rail service between the coal reserves of the southern Illinois basin and the demand for coal in the Southeast.

Coal Network – The CSXT coal network connects the coal mining operations in the Appalachian mountain region and Illinois basin with industrial areas in the Southeast, Northeast and Mid-Atlantic, as well as many river, lake, and deep water port facilities. CSXT's coal network is well positioned to supply utility markets in both the Northeast and Southeast and to transport coal shipments for export outside of the U.S. Roughly one-third of the tons of export coal and the majority of the domestic coal that the Company transports is used for generating electricity.

See the following page for a map of the CSX Rail Network.

**CSX CORPORATION**
**PART I**

**CSX Rail Network**

*Locomotives*

CSXT owns and long-term leases nearly 4,500 locomotives, almost all of which are owned by CSXT. From time to time, the Company also short-term leases locomotives based on business needs. Freight locomotives are the power source used primarily to pull trains. Switching locomotives are used in yards to sort railcars so that the right railcar is attached to the right train in order to deliver it to its final destination. Auxiliary units are typically used to provide extra traction for heavy trains in hilly terrain. At December 2015, CSXT's fleet of owned and long-term leased locomotives consisted of the following types of locomotives:

| | Locomotives | % | Average Age *(years)* |
|---|---|---|---|
| Freight | 3,932 | 88% | 20 |
| Switching | 322 | 7% | 35 |
| Auxiliary Units | 209 | 5% | 23 |
| Total | 4,463 | 100% | 20 |

*Equipment*

In 2015, the average daily fleet of cars on line consisted of approximately 206,000 cars. At any time, over half of the railcars on the CSXT system are not owned or leased by the Company. Examples of these non-CSXT railcars are as follows: railcars owned by other railroads (which are utilized by CSXT), shipper-furnished or private cars (which are generally used only in that shipper's service) and multi-level railcars used to transport automobiles (which are shared among railroads).

The Company's revenue generating equipment (either owned or long-term leased) consists of freight cars and containers as described below.

Gondolas – Support CSXT's metals markets and provide transport for woodchips and other bulk commodities. Some gondolas are equipped with special hoods for protecting products like coil and sheet steel.

Open-top hoppers – Transport heavy dry bulk commodities such as coal, coke, stone, sand, ores and gravel that are resistant to weather conditions.

Box cars – Include a variety of tonnages, sizes, door configurations and heights to accommodate a wide range of finished products, including paper, auto parts, appliances and building materials. Insulated box cars deliver food products, canned goods, beer and wine.

Covered hoppers – Have a permanent roof and are segregated based upon commodity density. Lighter bulk commodities such as grain, fertilizer, flour, salt, sugar, clay and lime are shipped in large cars called jumbo covered hoppers. Heavier commodities like cement, ground limestone and sand are shipped in small cube covered hoppers.

Multi-level flat cars – Transport finished automobiles and are differentiated by the number of levels: bi-levels for large vehicles such as pickup trucks and SUVs and tri-levels for sedans and smaller automobiles.

Flat cars – Used for shipping intermodal containers and trailers or bulk and finished goods, such as lumber, pipe, plywood, drywall and pulpwood.

Containers – Weather-proof boxes used for bulk shipment of freight.

Other cars on the network consist primarily of refrigerated boxcars for transporting perishable items.

At December 2015, the Company's owned and long-term leased equipment consisted of the following:

| **Equipment** | **Number of Units** | **%** |
|---|---|---|
| Gondolas | 24,844 | 37% |
| Open-top hoppers | 11,161 | 17% |
| Multi-level flat cars | 11,634 | 18% |
| Covered hoppers | 10,308 | 16% |
| Box cars | 7,386 | 11% |
| Flat cars | 674 | 1% |
| Other cars | 379 | —% |
| Subtotal freight cars | 66,386 | 100% |
| Containers | 18,231 | |
| **Total equipment** | **84,617** | |

### Item 3. Legal Proceedings

For further details, please refer to Note 7. Commitments and Contingencies of this annual report on Form 10-K.

### Item 4. Mine Safety Disclosure

Not Applicable

### Executive Officers of the Registrant

Executive officers of the Company are elected by the CSX Board of Directors and generally hold office until the next annual election of officers. There are no family relationships or any arrangement or understanding between any officer and any other person pursuant to which such officer was elected. As of the date of this filing, the executive officers' names, ages and business experience are:

| **Name and Age** | **Business Experience During Past Five Years** |
|---|---|
| Michael J. Ward, 65<br>*Chairman and Chief Executive Officer* | A 38-year veteran of the Company, Ward has served as Chairman and Chief Executive Officer of CSX since January 2003.<br><br>Ward's distinguished railroad career has included key executive positions in nearly all aspects of the Company's business, including sales and marketing, operations and finance. |
| Clarence W. Gooden, 64<br>*President* | Clarence Gooden was appointed President of CSX in September 2015 with responsibility for operations and sales and marketing. In this role, he is responsible for safe and reliable operations as well as a highly diversified market portfolio serving all facets of the North American economy.<br><br>As an employee of the Company for 45 years, Gooden previously served as Executive Vice President and Chief Commercial Officer since 2004 where he was responsible for generating customer revenue, forecasting business trends and developing CSX's model for future revenue growth. Gooden has also held key executive positions in both operations and sales and marketing. |

| Name and Age | Business Experience During Past Five Years |
|---|---|
| Frank A. Lonegro, 47<br>*Executive Vice President and Chief Financial Officer* | Lonegro has served as Executive Vice President and Chief Financial Officer of CSX since September 2015. In this capacity, he directs all financial and strategic planning activities, including accounting, financial planning, tax, treasury and investor relations, and is also responsible for the management and oversight of the Company's technology assets and activities.<br><br>During his 15-year tenure with the Company, Lonegro also served as Vice President Internal Audit, President of CSX Technology, Vice President-Mechanical and Vice President-Service Design. Additionally, he led development and implementation of Positive Train Control, an advanced train control system, to further enhance the Company's safety performance. |
| Cindy M. Sanborn, 51<br>*Executive Vice President and Chief Operating Officer* | Sanborn has served as Executive Vice President and Chief Operating Officer of CSXT since September 2015. In this capacity, she is responsible for all aspects of safe, reliable and cost-effective service delivery. She directs daily train operations, maintains the Company's locomotive and rail car fleet as well as maintains and upgrades the Company's more than 21,000-route-mile network in the eastern United States and two Canadian provinces.<br><br>Since joining the Company in 1987, she also served as Executive Vice President - Operations, Vice President and Chief Transportation Officer, Vice President of Operations for the Northern Region and various other key roles in network operations, locomotive management and division operations. |
| Fredrik J. Eliasson, 45<br>*Executive Vice President and Chief Sales and Marketing Officer* | Eliasson has served as Executive Vice President and Chief Sales and Marketing Officer of CSX since September 2015. In this capacity, he directs all customer-facing aspects of the Company's business, including market growth, forecasting business trends and development of strategic plans for revenue growth.<br><br>During his 20-year tenure with the Company, he also served as Executive Vice President and Chief Financial Officer. Prior to becoming CFO, he led development of two of the Company's major markets as Vice President of Chemicals and Fertilizer and Vice President of Emerging Markets. He also supported Sales and Marketing in a previous position as Vice President of Commercial Finance. |
| Ellen M. Fitzsimmons, 55<br>*Executive Vice President of Law and Public Affairs, General Counsel and Corporate Secretary* | Fitzsimmons has been the Executive Vice President of Law and Public Affairs, General Counsel, and Corporate Secretary of CSX since December 2003. She serves as the Company's Chief Legal Officer and oversees all government relations and public affairs activities as well as internal audit and other risk management functions.<br><br>During her 24-year tenure with the Company, her broad responsibilities have included key roles in major risk and corporate governance-related areas. |
| Lisa A. Mancini, 56<br>*Senior Vice President and Chief Administrative Officer* | Mancini has been Senior Vice President and Chief Administrative Officer of CSX since January 2009. She is responsible for employee compensation and benefits, labor relations, employee staffing and development activities, purchasing, real estate, and facilities management. She previously served as Vice President - Strategic Infrastructure Initiatives from 2007 to 2009 and, prior to that, Vice President - Labor Relations.<br><br>Prior to joining CSX in 2003, Mancini served as Chief Operating Officer of the San Francisco Municipal Railway. |
| Carolyn T. Sizemore, 53<br>*Vice President and Controller* | Sizemore has served as Vice President and Controller of CSX since April 2002. She is responsible for financial and regulatory reporting, freight billing and collections, payroll, accounts payable and various other accounting processes.<br><br>Sizemore's responsibilities during her 26-year tenure with the Company have included roles in finance and audit-related areas including a variety of positions in accounting, finance strategies, budgets and performance analysis. |

## Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

### Market Information

CSX's common stock is listed on the Nasdaq Global Select Market, which is its principal trading market, and is traded over-the-counter and on exchanges nationwide. The official trading symbol is "CSX."

### Description of Common and Preferred Stock

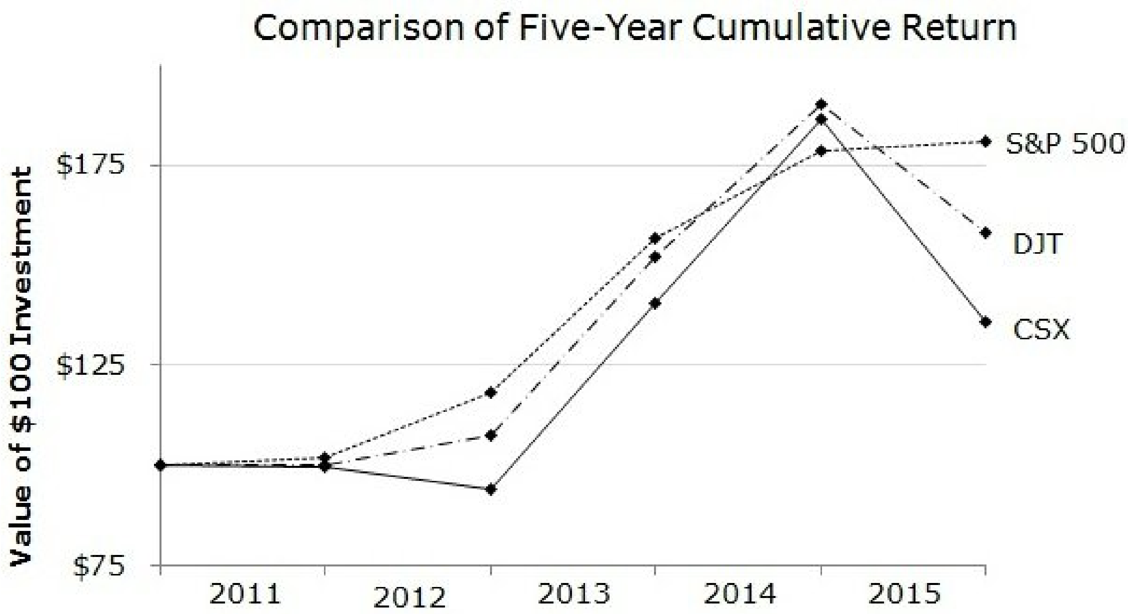
A total of 1.8 billion shares of common stock are authorized, of which 965,513,559 shares were outstanding as of December 2015. Each share is entitled to one vote in all matters requiring a vote of shareholders. There are no pre-emptive rights, which are privileges extended to select shareholders that would allow them to purchase additional shares before other members of the general public in the event of an offering. At January 22, 2016, the latest practicable date that is closest to the filing date, there were 30,242 common stock shareholders of record. The weighted average of common shares outstanding, which was used in the calculation of diluted earnings per share, was 984 million as of December 25, 2015. (See Note 2, Earnings Per Share.) A total of 25 million shares of preferred stock is authorized, none of which is currently outstanding.

The following table sets forth, for the quarters indicated, the dividends declared and the high and low share prices of CSX common stock.

| | Quarter | | | | |
|---|---|---|---|---|---|
| | **1st** | **2nd** | **3rd** | **4th** | **Year** |
| **2015** | | | | | |
| **Dividends** | **$ 0.16** | **$ 0.18** | **$ 0.18** | **$ 0.18** | **$ 0.70** |
| **Common Stock Price** | | | | | |
| **High** | **$ 36.96** | **$ 37.67** | **$ 33.63** | **$ 30.53** | **$ 37.67** |
| **Low** | **$ 32.71** | **$ 31.87** | **$ 24.47** | **$ 24.58** | **$ 24.47** |
| 2014 | | | | | |
| Dividends | $ 0.15 | $ 0.16 | $ 0.16 | $ 0.16 | $ 0.63 |
| Common Stock Price | | | | | |
| High | $ 29.45 | $ 31.09 | $ 32.66 | $ 37.99 | $ 37.99 |
| Low | $ 25.84 | $ 27.14 | $ 29.07 | $ 29.75 | $ 25.84 |

### Stock Performance Graph

The cumulative shareholder returns, assuming reinvestment of dividends, on $100 invested at December 31, 2010 are illustrated on the graph below. The Company references the Standard & Poor 500 Stock Index ("S&P 500"), which is a registered trademark of the McGraw-Hill Companies, Inc., and the Dow Jones U.S. Transportation Average Index, which provide comparisons to a broad-based market index and other companies in the transportation industry.




**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: (1) to further its goals under its share repurchase program and (2) to fund the Company's contribution required to be paid in CSX common stock under a 401 (k) plan that covers certain union employees.

In April 2015, the Company announced a new $2 billion share repurchase program, which is expected to be completed by April 2017. Management's assessment of market conditions and other factors guide the timing and volume of repurchases. Future share repurchases are expected to be funded by cash on hand, cash generated from operations and debt issuances. During 2015, 2014, and 2013, CSX repurchased $804 million, or 26 million shares, $517 million, or 17 million shares, and $353 million, or 14 million shares, respectively, of common stock. In accordance with the *Equity Topic* in the Accounting Standards Codification ("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.

Share repurchase activity of $258 million for the fourth quarter 2015 was as follows:

**CSX Purchases of Equity Securities for the Quarter**

| Fourth Quarter [(a)] | Total Number of Shares Purchased [(b)] | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[(b)] | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs |
|---|---|---|---|---|
| **Beginning Balance** | | | | $ 1,584,194,942 |
| **October** | 3,062,615 | $ 27.38 | 3,037,000 | 1,501,038,454 |
| **November** | 3,029,875 | 27.45 | 3,029,800 | 1,417,877,753 |
| **December** | 3,401,200 | 26.89 | 3,401,200 | 1,326,402,817 |
| **Ending Balance** | 9,493,690 | $ 27.23 | 9,468,000 | $ 1,326,402,817 |

*(a) Fourth quarter 2015 consisted of the following fiscal periods: October (September 26, 2015 - October 23, 2013), November (October 24, 2015 - November 20, 2015), and December (November 21, 2015 - December 25, 2015).*

*(b) The difference of 25,690 shares between the "Total Number of Shares Repurchase" and the "Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs" for the quarter represents shares purchased to fund the Company's contribution to a 401(k) plan that covers certain union employees.*

### Item 6. Selected Financial Data

Selected financial data related to the Company's financial results for the last five fiscal years are listed below.

| | Fiscal Years | | | | |
|---|---|---|---|---|---|
| *(Dollars and Shares in Millions, Except Per Share Amounts)* | **2015** | 2014 | 2013 | 2012 | 2011 |
| **Financial Performance** | | | | | |
| Revenue | $ 11,811 | $ 12,669 | $12,026 | $11,763 | $11,795 |
| Expense | 8,227 | 9,056 | 8,553 | 8,299 | 8,325 |
| Operating Income | $ 3,584 | $ 3,613 | $ 3,473 | $ 3,464 | $ 3,470 |
| Net Earnings from Continuing Operations | 1,968 | 1,927 | 1,864 | 1,863 | 1,854 |
| Operating Ratio | 69.7% | 71.5% | 71.1% | 70.6% | 70.6% |
| Net Earnings Per Share: | | | | | |
| From Continuing Operations, Basic | $ 2.00 | $ 1.93 | $ 1.83 | $ 1.80 | $ 1.71 |
| From Continuing Operations, Assuming Dilution | 2.00 | 1.92 | 1.83 | 1.79 | 1.70 |
| Average Common Shares Outstanding | | | | | |
| Basic | 983 | 1,001 | 1,019 | 1,038 | 1,083 |
| Assuming Dilution | 984 | 1,002 | 1,019 | 1,040 | 1,089 |
| **Financial Position** | | | | | |
| Cash, Cash Equivalents and Short-term Investments | $ 1,438 | $ 961 | $ 1,079 | $ 1,371 | $ 1,306 |
| Total Assets | 35,039 | 33,053 | 31,782 | 30,723 | 29,491 |
| Long-term Debt | 10,683 | 9,514 | 9,022 | 9,052 | 8,734 |
| Shareholders' Equity | 11,668 | 11,176 | 10,504 | 9,136 | 8,598 |
| Dividend Per Share | $ 0.70 | $ 0.63 | $ 0.59 | $ 0.54 | $ 0.45 |
| **Additional Data** | | | | | |
| Capital Expenditures [(a)] | $ 2,562 | $ 2,449 | $ 2,313 | $ 2,341 | $ 2,297 |
| Employees -- Annual Averages *(estimated)* | 31,285 | 31,511 | 31,254 | 32,120 | 31,344 |
| Employees -- Year-end Count *(estimated)* | 29,410 | 32,287 | 31,413 | 30,787 | 32,235 |

*(a) Capital expenditures include investments related to reimbursable public-private partnerships. These partnership investments of $14 million, $8 million, $40 million, $166 million and $102 million in 2015, 2014, 2013, 2012 and 2011, respectively, are projects that are partially or wholly reimbursed to CSX through either government grants or other funding sources such as cash received from a property sale. These reimbursements may not be fully received in a given year; therefore, the timing of receipts may differ from the timing of the investment. See the capital expenditures table on page 36 for additional information.*

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

### STRATEGIC OVERVIEW

CSX provides rail-based freight transportation services including traditional rail service, the transport of intermodal containers and trailers as well as other transportation services such as rail-to-truck transfers and bulk commodity operations with its approximately 29,000 dedicated employees. The Company and the rail industry provide customers with access to an expansive and interconnected transportation network that plays a key role in North American commerce and is critical to the long-term economic success and improved global competitiveness of the United States. Low natural gas prices, increased foreign labor costs and supply chain factors have helped to improve competitiveness of CSX's customers over the long term.

The rail industry benefits from this long-term improved global competitiveness, continued economic growth and the shift towards more rail-based solutions. U.S. demand to move more goods by rail is expected to rise and freight railroads provide the most environmentally efficient and economical means to meet this growing demand. CSX can move a ton of freight about 475 miles on one gallon of diesel fuel, as trains are four times more fuel efficient than trucks on average. Shipping freight by rail also alleviates highway congestion, eases air pollution and saves energy.

CSX's network reaches nearly two-thirds of the U.S. population, which accounts for the majority of the nation's consumption of goods. Through this network, the Company transports a diverse portfolio of commodities and products to meet the country's needs. These products range from agricultural goods, such as grains, to chemicals, automobiles, metals, building materials, paper, consumer products, and energy sources like coal, ethanol and crude oil. The Company categorizes these products into three primary lines of business: merchandise, intermodal and coal. CSX's transportation solutions connect industries and population centers across the United States with each other and with global markets through access to over 70 port facilities whereby meeting the transportation needs of energy producers, manufacturers, industrial producers, construction companies, farmers and feed mills, wholesalers and retailers and the United States Armed Forces.

**Operating Initiatives**

To support long-term growth, CSX is focused on meeting or exceeding customers’ expectations while improving profitability. Several key operating initiatives have been implemented over the past several years that lay a foundation for meeting these objectives. The overall goal is sustained high customer service levels, which is in part achieved through a relentless focus on using advanced network modeling analytics and tools to create a disciplined, scheduled approach to designing and running CSX's network. The Company continues to identify the most efficient, cost-effective routes for CSXT customers' traffic while providing timely service with the fewest handlings and car miles possible.

Through the Service Excellence initiative, CSX is building a culture that engages all employees and focuses on the value delivered to customers through improved service. This initiative increases employee communication and dialogue to help identify and resolve customer issues at the lowest level, improving the customer experience and allowing CSX to grow the business. This process involves engagement from all operating employees, as well as collaboration with sales and marketing employees and, ultimately, with the Company’s customers. Higher levels of customer service and satisfaction support CSX’s ability to profitably grow the business by increasing customer retention, price sustainability and asset utilization.

In addition, Total Service Integration ("TSI") is intended to align operating capabilities with customers' needs resulting in an efficient and effective service product. TSI was first implemented in the unit train network, where it successfully increased the average number of cars per train and improved asset utilization. CSX has been implementing TSI in the carload network over the past few years and has focused on improving the "first and last mile" service experience for carload customers, providing a more consistent and reliable service product. The carload network is connected to more than 5,000 customer facilities and has a high degree of variability each day. New tools and technology have allowed the Company to more effectively communicate with customers, not only providing the service the Company has promised to deliver but proactively notifying the customer of service status. Applying TSI to the carload network has improved local customer service satisfaction and local service performance.

Finally, Enterprise Asset Management ("EAM") focuses on improving the utilization of the company's most critical assets, namely, crews, locomotives, cars and track infrastructure. Projects are currently in place to deploy technology, improve processes and reduce unproductive time. Because the railroad is an asset intensive industry, EAM helps reduce the overall expense associated with asset ownership by monitoring the overall condition of equipment, helping proactively schedule maintenance, increasing utilization and also effectively managing the investment required for new or replacement assets. By improving asset utilization, CSX expects to sustain long-term operating efficiencies and reduce future capital expenditures associated with asset replacement.

In summary, these initiatives are designed to improve service levels in a cost effective manner and enhance the reliability of rail transportation. These improvements to operational processes, customer communication and service are better aligning CSX's operating capabilities with customers' needs and are enabling the Company to capitalize on the strategic opportunities described below.

**Strategic Opportunities**

*Intermodal Growth*

CSX's intermodal business is a growth opportunity that provides an economical and environmentally friendly alternative to transporting freight on highways via truck. CSX's intermodal network connects all major population centers east of the Mississippi River, and over 90% of intermodal traffic moves in double-stack (two containers high) service. This positions the Company to capture a significant share of the incremental domestic intermodal market opportunity, estimated at nine million truckloads in the eastern United States that move over 550 miles. The Company's highway-to-rail initiatives assist in capturing this traffic and also help customers identify conversion opportunities for both domestic moves and the U.S. portion of international moves.

To further enhance the Company's intermodal offering and support future growth, CSX recently completed new or expanded terminal construction to increase network capacity and broaden its market presence in key growth areas. In 2015, CSX began construction on a new terminal near Pittsburgh, PA, enhancing the Company's reach and supporting continued growth. Over the past several years, the Company also opened or expanded seven other terminals in Winter Haven, FL; Quebec, Canada; Columbus, OH; Louisville, KY; Atlanta, GA; and Worcester, MA; as well as the Company's Northwest Ohio terminal which is part of the National Gateway Initiative discussed below.

*Illinois Basin Coal Shift*

Energy markets have shifted over the past few years and continue to evolve. For instance, domestic utility coal demand decreased in 2015 relative to previous years. In the long term, downward pressure on domestic coal volumes will likely continue as the result of increasingly stringent existing and proposed environmental regulations and continued low natural gas prices. In addition, mining economics are causing a shift from Central Appalachian coal to thermal coal in the Illinois Basin and the Powder River Basin. CSX will capitalize on these shifts and address structural costs in the regions of declining volume.

*Export Coal*

CSX export coal volume and pricing is subject to a high degree of volatility as a result of changes in the global economy, competition from foreign coal producers and regulatory shifts. Over the past few years, CSX has capitalized on the global coal demand in both steel manufacturing and power generation. Currently, both global thermal and metallurgical coal prices are low due to oversupply, but CSX sees long-term growth in global demand as developing countries become more urbanized. The Company remains opportunistic based on the global markets and the resulting level of demand.

*Energy Markets*

Shale drilling for the extraction of oil and natural gas has created the opportunity for CSX to serve energy markets such as crude oil, liquefied petroleum gases ("LPG"), frac sand and other related materials, although energy market volume is volatile from year to year. For example, CSX is capitalizing on the opportunity to move the supply of crude oil from the domestic oil fields, particularly those located in the Bakken Shale region of North Dakota, to customers at eastern refineries. This service also provides greater flexibility in source locations as compared to pipelines. Volume, however, may vary depending upon oil prices and spreads.

CSX's LPG market is also benefiting from drilling in Ohio, Pennsylvania and West Virginia within the Utica shale region. Midstream energy companies, which are involved in the transportation, storage and wholesale of refined petroleum products, are taking advantage of the abundance of inexpensive wet gas with newly constructed gas processing plants (or "fractionators") in the region. Rail will also play a vital role in moving LPG products from the fractionators to the market.

Over the longer term, the energy supply outlook for the U.S. will create a sustainable competitive advantage for domestic chemical producers and generate additional growth opportunities for rail. Since natural gas is the primary component in the production of a wide range of petrochemicals, the supply growth and the resulting lower prices have now placed the U.S. amongst the lowest cost production regions in the world. This increased competitiveness is sparking significant investment in new U.S. chemical industry capacity for the first time in more than a decade. CSX is well-positioned to participate in this growing chemical business over the next several years.

**Public-Private Partnerships**

Expanding capacity on U.S. rail networks provides substantial public benefits including job creation, increased business activity at U.S. ports, reduced highway congestion and lower air emissions. Therefore, CSX and its government partners are jointly working to invest in multi-year rail infrastructure projects such as the National Gateway. This initiative is a public-private partnership which will increase intermodal capacity and create substantial environmental and efficiency advantages by clearing key corridors between mid-Atlantic ports and the Midwest for double-stack intermodal trains.

As part of the National Gateway project, CSX broke ground on the modernization of the Virginia Avenue Tunnel in Washington, D.C. in 2015.This project will improve the flow of freight traffic through the District of Columbia and will eliminate a rail-traffic bottleneck that also impacts commuter and passenger trains in the region. The new structure will provide double-stack train clearances in Maryland, West Virginia and the District of Columbia. Going forward, CSX will continue to explore other opportunities to partner with the public sector to maximize the many public benefits of freight rail.

**Balanced Approach to Cash Deployment**

CSX remains highly committed to delivering value to shareholders through a balanced approach to deploying cash that includes investments in the business, dividend growth and share repurchases. In 2015, the Company invested $2.6 billion to further enhance the capacity, quality, safety and flexibility of its network. In addition, CSX continues to return value to its shareholders in the form of dividends and share repurchases. During 2015, the Company announced a 13 percent increase in the quarterly cash dividend to $0.18 per common share. The Company has increased its quarterly cash dividend 13 times over the last ten years which represents a 26 percent compounded annual growth rate. Also in 2015, CSX announced a new $2 billion share repurchase program, which is expected to be completed by April 2017 based on market and business decisions. CSX repurchased $804 million, or 26 million shares, during 2015 under this program. Since 2006, CSX has repurchased 520 million shares (adjusted for stock splits) for $9.6 billion, which represents about one-half of total shares currently outstanding. As part of this balanced approach, the Company is committed to maintaining a credit profile consistent with a BBB+ rating by Standard & Poor’s and a Baa1 rating by Moody’s Investment Services.

**Summary**

These operating initiatives, strategic areas, long-term investments and shareholder returns discussed above provide a foundation for volume growth, productivity improvement, enhanced customer service and continued advancements in the safety and reliability of operations. To continue these types of investments, the Company must be able to operate in an environment in which it can generate adequate returns and drive shareholder value. CSX will continue to advocate for a fair and balanced regulatory environment to ensure that the value of the Company's rail service would be reflected in any potential new legislation or policies.

## 2015 HIGHLIGHTS

- Revenue of $11.8 billion decreased $858 million or 7% versus the prior year.

- Expenses of $8.2 billion decreased $829 million or 9% year over year.

- Operating income of $3.6 billion decreased $29 million or 1% year over year.

- Operating ratio of 69.7%, the Company's first sub-70 percent full-year operating ratio, improved 180 basis points from 71.5%.

- Earnings per diluted share of $2.00 increased $0.08 or 4% year over year.

| | Fiscal Years | | |
|---|---|---|---|
| *(in Thousands)* | **2015** | 2014 | 2013 |
| Volume | **6,761** | 6,922 | 6,539 |
| *(in Millions)* | | | |
| Revenue | **$ 11,811** | $ 12,669 | $ 12,026 |
| Expense | **8,227** | 9,056 | 8,553 |
| Operating Income | **$ 3,584** | $ 3,613 | $ 3,473 |
| Operating Ratio | **69.7%** | 71.5% | 71.1% |
| Earnings per diluted share | **$ 2.00** | $ 1.92 | $ 1.83 |

For additional information, refer to Results of Operations discussed on pages 26 to 33.

***Free Cash Flow (Non-GAAP Measure)***

Free cash flow is considered a non-GAAP financial measure under SEC Regulation G, *Disclosure of Non-GAAP Measures.* Management believes that free cash flow is useful to investors as it is important in evaluating the Company's financial performance. More specifically, free cash flow measures cash generated by the business after reinvestment. This measure represents cash available for both equity and bond investors to be used for dividends, share repurchases or principal reduction on outstanding debt. Free cash flow should be considered in addition to, rather than a substitute for, cash provided by operating activities. Free cash flow is calculated by using net cash from operations and adjusting for property additions and certain other investing activities. As described below, free cash flow before dividends increased $73 million year over year to $992 million. The primary reason for the increase in free cash flow from the prior year is primarily due to the following:

- Higher proceeds from a property sale and other related income of $85 million
- Higher net sales of long-term marketable securities of $71 million
- Partially offsetting these increases were higher property additions of $113 million

The following table reconciles cash provided by operating activities (GAAP measure) to free cash flow (non-GAAP measure).

| | Fiscal Years | | |
|---|---|---|---|
| | **2015** | 2014 | 2013 |
| *(Dollars in Millions)* | | | |
| Net cash provided by operating activities | **$ 3,370** | $ 3,343 | $ 3,267 |
| Property additions [(a)] | **(2,562)** | (2,449) | (2,313) |
| Proceeds from property dispositions | **147** | 62 | 53 |
| Other investing activities | **37** | (37) | (112) |
| Free Cash Flow (before payment of dividends) | **$ 992** | $ 919 | $ 895 |

*(a) Property additions include investments related to reimbursable public-private partnerships. These partnership investments of $14 million, $8 million and $40 million in 2015, 2014 and 2013, respectively, are projects that are partially or wholly reimbursed to CSX through either government grants or other funding sources such as cash received from a property sale. These reimbursements may not be fully received in a given year; therefore the timing of receipts may differ from the timing of the investment.*

# RESULTS OF OPERATIONS

## *2015 vs. 2014 Results of Operations*

| | Fiscal Years | | | |
|---|---|---|---|---|
| | **2015** | 2014 | *$ Change* | *% Change* |
| *(Dollars in Millions)* | | | | |
| **Revenue** | **$ 11,811** | $ 12,669 | *$ (858)* | *(7)%* |
| **Expense** | | | | |
| Labor and Fringe | **3,290** | 3,377 | *87* | *3* |
| Materials, Supplies and Other | **2,336** | 2,484 | *148* | *6* |
| Fuel | **957** | 1,616 | *659* | *41* |
| Depreciation | **1,208** | 1,151 | *(57)* | *(5)* |
| Equipment and Other Rents | **436** | 428 | *(8)* | *(2)* |
| **Total Expense** | **8,227** | 9,056 | *829* | *9* |
| **Operating Income** | **3,584** | 3,613 | *(29)* | *(1)* |
| Interest Expense | **(544)** | (545) | *1* | *—* |
| Other Income - Net | **98** | (24) | *122* | *(508)* |
| Income Tax Expense | **(1,170)** | (1,117) | *(53)* | *(5)* |
| **Net Earnings** | **$ 1,968** | $ 1,927 | *$ 41* | *2* |
| **Earnings Per Diluted Share:** | | | | |
| Net Earnings | **$ 2.00** | $ 1.92 | *$ 0.08* | *4 %* |
| **Operating Ratio** | **69.7%** | 71.5% | | *(180)* bps |

## ***Volume and Revenue*** *(Unaudited)*

*Volume (Thousands of units); Revenue (Dollars in Millions); Revenue Per Unit (Dollars)*

| | Volume | | | Revenue | | | Revenue Per Unit | | |
|---|---|---|---|---|---|---|---|---|---|
| | **2015** | 2014 | *% Change* | **2015** | 2014 | *% Change* | **2015** | 2014 | *% Change* |
| *Agricultural* | | | | | | | | | |
| Agricultural Products | **411** | 419 | *(2)%* | **$ 1,087** | $ 1,130 | *(4)%* | **$ 2,645** | $ 2,697 | *(2)%* |
| Phosphates and Fertilizers | **301** | 330 | *(9)* | **489** | 534 | *(8)* | **1,625** | 1,618 | *—* |
| Food and Consumer | **92** | 94 | *(2)* | **258** | 265 | *(3)* | **2,804** | 2,819 | *(1)* |
| *Industrial* | | | | | | | | | |
| Chemicals | **621** | 620 | *—* | **2,093** | 2,178 | *(4)* | **3,370** | 3,513 | *(4)* |
| Automotive | **450** | 435 | *3* | **1,175** | 1,213 | *(3)* | **2,611** | 2,789 | *(6)* |
| Metals | **233** | 276 | *(16)* | **596** | 701 | *(15)* | **2,558** | 2,540 | *1* |
| *Housing and Construction* | | | | | | | | | |
| Forest Products | **290** | 307 | *(6)* | **796** | 819 | *(3)* | **2,745** | 2,668 | *3* |
| Minerals | **311** | 293 | *6* | **469** | 459 | *2* | **1,508** | 1,567 | *(4)* |
| Waste and Equipment | **151** | 158 | *(4)* | **308** | 309 | *—* | **2,040** | 1,956 | *4* |
| **Total Merchandise** | **2,860** | 2,932 | *(2)* | **7,271** | 7,608 | *(4)* | **2,542** | 2,595 | *(2)* |
| **Coal** | **1,063** | 1,262 | *(16)* | **2,300** | 2,849 | *(19)* | **2,164** | 2,258 | *(4)* |
| **Intermodal** | **2,838** | 2,728 | *4* | **1,762** | 1,790 | *(2)* | **621** | 656 | *(5)* |
| **Other** | **—** | — | *—* | **478** | 422 | *13* | **—** | — | *—* |
| **Total** | **6,761** | 6,922 | *(2)%* | **$11,811** | $12,669 | *(7)%* | **$ 1,747** | $ 1,830 | *(5)%* |

## Revenue

In 2015, Revenue decreased $858 million, or 7%, mostly due to the decline in fuel surcharge of $646 million. Additionally, the decline in volume of 2% and unfavorable mix were partially offset by pricing strength.

### Merchandise

*Agricultural*

Agricultural Products - Volume declined due to challenging world market conditions and a strong U.S. dollar. Specifically, high levels of imported ethanol reduced rail moves to Eastern markets and export grain was down significantly. These declines were partially offset by strength in feed grain and domestic soybean moves, reflecting the record 2014-2015 harvest.

Phosphates and Fertilizers - Volume was down, reflecting weak demand for fertilizers driven by oversupply, low corn prices and a challenged export market due to strength of the U.S. dollar.

Food and Consumer - Volume declined as excess truck capacity and poor Western crop yields in produce led to lower shipments of fresh foods.

*Industrial*

Chemicals - Volume was flat as strong gains in LPG and petroleum products were offset by a slowdown in crude oil and frac sand due to low oil prices.

Automotive - Volume increased as gains in auto movement, especially SUVs and trucks, resulted from strong North American light vehicle production and consumer demand.

Metals - Volume declined due to high levels of steel imports which resulted from the strength of the U.S. dollar and led to lower production of domestic steel.

*Housing and Construction*

Forest Products - Volume declines reflect high inventories of building products in the housing sector as well as declining demand due to electronic substitution in paper products.

Minerals - Volume growth reflects strength in aggregates (which include crushed stone, sand and gravel) due to increased highway and non-residential construction activity.

Waste and Equipment - Volume was down as a result of the conclusion of major remediation projects and reduced military vehicle movement partially offset by increases in municipal waste.

### Coal

Domestic - Volume declined as a result of mild weather, high stockpiles and low natural gas prices favoring natural gas power generation.

Export - Reductions in both metallurgical and thermal coal volume resulted from ongoing weak market conditions due to global oversupply and the strength of the U.S. dollar.

### Intermodal

Domestic - Domestic volume increased 12% due to customer growth, continued success with CSX's highway-to-rail conversion program and new service offerings.

International - Competitive losses resulted in a 5% international volume decline during a volatile year marked by West Coast port disruption, a subsequent volume surge and then a weak peak season.

***Other***

Other revenue increased $56 million as a result of higher revenue from customers who did not meet minimum contractual volumes as well as higher incidental revenue.

## *Expense*

In 2015, total expenses decreased $829 million, or 9%, compared to prior year. Descriptions of each expense category as well as significant year-over-year changes are described below.

Labor and Fringe expenses include employee wages and related payroll taxes, health and welfare costs, pension, other post-retirement benefits and incentive compensation. These expenses decreased $87 million primarily due to the following items:

- Inflation resulted in $128 million of additional cost driven by increased wages partially offset by reduced health and welfare costs.
- Incentive compensation was $97 million lower reflecting reduced award payouts on existing plans.
- Efficiency savings of $84 million were primarily a result of reduced crew starts due to the Company's train length initiatives, lower operating support costs and reduced management headcount.
- Volume-related costs were $66 million lower.
- Restructuring costs were $2 million higher versus prior year. See Note 1, Nature of Operations and Significant Accounting Policies under the caption, "*Workforce Reduction Plans, Separation and Other Costs.*"
- Various other costs increased $30 million.

Materials, Supplies and Other expenses consist primarily of contracted services to maintain infrastructure and equipment, terminal services at automotive facilities and professional services. This category also includes costs related to materials, travel, casualty claims, environmental remediation, train accidents, property and sales tax, utilities and other items. Total materials, supplies and other expenses decreased $148 million primarily driven by the following:

- Efficiency savings of $91 million were driven by a reduction in professional costs as well as lower operating support costs.
- Volume-related costs were $52 million lower.
- Real estate gains were $23 million higher primarily related to the sale of operating rail corridor.
- Inflation resulted in $47 million of additional costs.
- Various other costs decreased $29 million.

Fuel expense includes locomotive diesel fuel as well as non-locomotive fuel. This expense is driven by the market price and locomotive consumption of diesel fuel. Fuel expense decreased $659 million driven by the following:

- Average fuel price per gallon decreased 39%, from $1.15 to $1.80 per gallon, versus the prior year which reduced expenses by $560 million.
- Volume-related costs were $66 million lower.
- Other fuel savings of $33 million were primarily due to lower non-locomotive fuel price.

Depreciation expense primarily relates to recognizing the costs of a capital asset, such as locomotives, railcars and track structure, over its useful life. This expense is impacted primarily by the capital expenditures made each year. Depreciation expense increased $57 million primarily due to a larger asset base.

Equipment and Other includes rent paid for freight cars owned by other railroads or private companies, net of rents received by CSXT for use of its equipment. This category of expenses also includes lease expenses for locomotives, railcars, containers and trailers, offices and other rentals. These expenses increased $8 million driven by the following:

- Inflation resulted in $16 million of additional cost related to rates on automotive and intermodal cars.
- Efficiency savings of $15 million were due to improved car cycle times.
- Net other costs increased $7 million.

Interest expense decreased $1 million to $544 million primarily due to lower average interest rates partially offset by higher average debt balances.

Other income (expense) - net increased $122 million to $98 million primarily due to a $59 million gain on a sale of non-operating easements and a reimbursement of environmental costs of $21 million related to this sale. Additionally, 2015 environmental costs were $21 million lower than 2014, and prior year costs of $16 million associated with the early redemption of long-term debt did not repeat in the current year.

Income tax expense increased $53 million to $1.2 billion primarily due to higher earnings as well as prior year favorable state legislative changes that did not repeat in the current year.

Net earnings increased $41 million to $2.0 billion, and earnings per diluted share increased $0.08 to $2.00 due to the factors mentioned above. Lower average shares outstanding resulting from higher share repurchase activity also had a positive impact on earnings per diluted share.

## *2014 vs. 2013 Results of Operations*

| | Fiscal Years | | | |
|---|---|---|---|---|
| | **2014** | 2013 | *$ Change* | *% Change* |
| *(Dollars in Millions)* | | | | |
| **Revenue** | **$ 12,669** | $ 12,026 | *$ 643* | *5%* |
| **Expense** | | | | |
| Labor and Fringe | **3,377** | 3,138 | *(239)* | *(8)* |
| Materials, Supplies and Other | **2,484** | 2,275 | *(209)* | *(9)* |
| Fuel | **1,616** | 1,656 | *40* | *2* |
| Depreciation | **1,151** | 1,104 | *(47)* | *(4)* |
| Equipment and Other Rents | **428** | 380 | *(48)* | *(13)* |
| **Total Expense** | **9,056** | 8,553 | *(503)* | *(6)* |
| **Operating Income** | **3,613** | 3,473 | *140* | *4* |
| Interest Expense | **(545)** | (562) | *17* | *3* |
| Other Income - Net | **(24)** | 11 | *(35)* | *(318)* |
| Income Tax Expense | **(1,117)** | (1,058) | *(59)* | *(6)* |
| **Net Earnings** | **$ 1,927** | $ 1,864 | *$ 63* | *3* |
| **Earnings Per Diluted Share:** | | | | |
| Net Earnings | **$ 1.92** | $ 1.83 | *$ 0.09* | *5%* |
| **Operating Ratio** | **71.5%** | 71.1% | | *40* bps |

## *Volume and Revenue (Unaudited)*

*Volume (Thousands of units); Revenue (Dollars in Millions); Revenue Per Unit (Dollars)*

| | **Volume** | | | **Revenue** | | | **Revenue Per Unit** | | |
|---|---|---|---|---|---|---|---|---|---|
| | **2014** | 2013 | *% Change* | **2014** | 2013 | *% Change* | **2014** | 2013 | *% Change* |
| *Agricultural* | | | | | | | | | |
| Agricultural Products | **419** | 390 | 7% | **$ 1,130** | $ 1,013 | 12% | **$ 2,697** | $ 2,597 | 4% |
| Phosphates and Fertilizers | **330** | 327 | 1 | **534** | 527 | 1 | **1,618** | 1,612 | — |
| Food and Consumer | **94** | 96 | (2) | **265** | 269 | (1) | **2,819** | 2,802 | 1 |
| *Industrial* | | | | | | | | | |
| Chemicals | **620** | 532 | *17* | **2,178** | 1,896 | *15* | **3,513** | 3,564 | *(1)* |
| Automotive | **435** | 432 | *1* | **1,213** | 1,217 | — | **2,789** | 2,817 | *(1)* |
| Metals | **276** | 262 | *5* | **701** | 644 | *9* | **2,540** | 2,458 | *3* |
| *Housing and Construction* | | | | | | | | | |
| Forest Products | **307** | 298 | *3* | **819** | 775 | *6* | **2,668** | 2,601 | *3* |
| Minerals | **293** | 275 | *7* | **459** | 432 | *6* | **1,567** | 1,571 | — |
| Waste and Equipment | **158** | 150 | *5* | **309** | 264 | *17* | **1,956** | 1,760 | *11* |
| **Total Merchandise** | **2,932** | 2,762 | *6* | **7,608** | 7,037 | *8* | **2,595** | 2,548 | *2* |
| **Coal** | **1,262** | 1,195 | *6* | **2,849** | 2,895 | *(2)* | **2,258** | 2,423 | *(7)* |
| **Intermodal** | **2,728** | 2,582 | *6* | **1,790** | 1,697 | *5* | **656** | 657 | — |
| **Other** | **—** | — | — | **422** | 397 | *6* | **—** | — | — |
| **Total** | **6,922** | 6,539 | *6%* | **$ 12,669** | $12,026 | *5%* | **$ 1,830** | $ 1,839 | *—%* |

## Revenue

In 2014, volume increased 6% year over year with growth across most markets. Revenue increased by 5% year over year driven by this broad-based volume growth.

### Merchandise

*Agricultural*

Agricultural Products - Volume growth was driven by increased shipments of grain and ethanol. A combined record corn and soybean crop in 2013 led to higher grain shipments and reduced U.S. corn prices resulting in increased ethanol production in 2014.

Phosphates and Fertilizers - Volume growth was driven by increased shipments of finished fertilizer products to replenish inventories and phosphate rock shipments due to capacity at a customer facility returning to normal levels.

Food and Consumer - Volume declined due to lower shipments of canned goods and rice. The decline in canned goods was driven by market losses, while rice shipments were lower as customers substituted lower-priced corn. This decline was partially offset by growth in alcoholic beverage shipments due to a customer's gain in market share.

*Industrial*

Chemicals - Volume growth was driven by an increase in energy-related shipments that included crude oil, LPG and frac sand. The rise in crude oil shipments to East Coast refineries was due to increased supply of low-cost crude oil from shale drilling activity.

Automotive - Volume increased as North American light vehicle production grew, but rail equipment shortages due to network performance in early 2014 tempered this growth.

Metals - Volume growth was driven by an increase in sheet steel shipments due to growth in automotive production and market gains.

*Housing and Construction*

Forest Products -Volume increased due to increased shipments of building products and pulpboard. Building products was driven by the continued recovery in the residential housing market. Pulpboard shipments increased due to modal conversions and inventory replenishments that resulted from reduced production late last year.

Minerals - Volume growth was driven by increased shipments of aggregates (which include crushed stone, sand and gravel) and salt. Aggregates was driven by the continued recovery in construction activity, while salt shipments grew due to increased application of road salt and inventory replenishment as a result of the severe winter weather in early 2014.

Waste and Equipment - Volume increased due to growth in machinery shipments of wind energy components and municipal solid waste shipments from a new service offering to a customer location. This growth was partially offset by lower industrial waste shipments due to the completion of one-time remediation projects.

### Coal

Domestic volume increased due to higher shipments attributable to higher natural gas prices, marketplace gains and utilities replenishing stockpiles. This growth was partially offset by a decrease in export coal as a result of softening global market conditions.

***Intermodal***

Domestic volume increased as a result of growth with existing customers and continued success with highway-to-rail conversions. International volume also increased due to growth with customers in global container shipments moving to inland destinations.

***Other***

Other revenue increased primarily due to higher incidental revenue associated with higher volume partially offset by decline in revenue from customers who did not meet minimum contractual volumes.

## *Expense*

In 2014, total expenses increased $503 million, or 6%, compared to prior year. Descriptions of each expense category as well as significant year-over-year changes are described below.

Labor and Fringe expenses include employee wages and related payroll taxes, health and welfare costs, pension, other post-retirement benefits and incentive compensation. These expenses increased $239 million primarily due to the following items:

- Volume-related costs were $71 million higher primarily due to increased workforce levels to capture strong customer demand.
- Inflation was $67 million higher.
- Labor costs were $49 million higher due to overtime and relief crews associated with weather disruptions earlier in the year and efforts to improve network performance.
- An initial charge for $39 million was recognized in the fourth quarter of 2014 as a result of an initiative to reduce the management workforce. See Note 1, Nature of Operations and Significant Accounting Policies under the caption, "*Workforce Reduction Plans, Separation and Other Costs.*"
- Labor costs were $30 million higher due to an amended locomotive maintenance service agreement where CSX now provides oversight of the labor force. Outside service costs shifted from materials, supplies and other to labor and fringe. Overall expense is neutral for the year.
- Other costs were $17 million lower primarily due to reduced pension costs and incentive compensation costs that reflect lower award payments.

Materials, Supplies and Other expenses consist primarily of contracted services to maintain infrastructure and equipment, terminal services at automotive facilities and professional services. This category also includes costs related to materials, travel, casualty claims, environmental remediation, train accidents, property and sales tax, utilities and other items. Total materials, supplies and other expenses increased $209 million primarily driven by the following:

- Prior year real estate gains were $85 million. No gains were recognized in the current year.
- Volume-related costs rose $58 million primarily due to increased resource levels in response to the 6% volume growth to help capture strong customer demand.
- Utilities, materials and foreign locomotive costs were $44 million higher in response to weather-related service challenges earlier in the year and efforts to improve network performance.
- Inflation was $39 million higher.
- Risk-related costs increased by $13 million due to higher derailments earlier in the year, which reflect the increase in the FRA train accident frequency rate.
- Partially offsetting these increases was the amended locomotive maintenance agreement which shifted $30 million to labor and fringe as referenced above.

Fuel expense includes locomotive diesel fuel as well as non-locomotive fuel. This expense is driven by the market price and locomotive consumption of diesel fuel. Fuel expense decreased $40 million driven by the following:

- Average fuel price per gallon decreased $0.22 to $2.95 per gallon versus the prior year which reduced expenses by $112 million.
- Improved efficiency reduced expenses by $19 million.
- Volume-related costs were $99 million higher.
- Other fuel savings were $8 million.

Depreciation expense primarily relates to recognizing the costs of a capital asset, such as locomotives, railcars and track structure, over its useful life. This expense is impacted primarily by the capital expenditures made each year. Depreciation expense increased $47 million primarily due to a larger asset base.

Equipment and Other includes rent paid for freight cars owned by other railroads or private companies, net of rents received by CSXT for use of its equipment. This category of expenses also includes lease expenses for locomotives, railcars, containers and trailers, offices and other rentals. These expenses increased $48 million driven by the following:

- Car hire costs were $31 million higher due to volume, longer car cycle times and network performance.
- Inflation resulted in $18 million of additional costs related to rates on automotive, intermodal and coal cars.
- Other costs improved $1 million.

Interest expense decreased $17 million to $545 million primarily due to lower average interest rates partially offset by higher average debt balances.

Other (expense) income - net decreased $35 million to an expense of $24 million primarily due to an increase in estimated environmental costs of $17 million related to non-operating activities as well as costs of $16 million associated with the early redemption of long-term debt.

Income tax expense increased $59 million to $1.1 billion primarily due to higher earnings partially offset by favorable state legislative changes.

Net earnings increased $63 million to $1.9 billion, and earnings per diluted share increased $0.09 to $1.92 due to the factors mentioned above. Lower average shares outstanding also had a positive impact on earnings per diluted share.

## ***Operating Statistics*** *(Estimated)*

| | Fiscal Years | | |
|---|---|---|---|
| | **2015** | 2014 | ***Improvement/ (Deterioration)*** |
| **Safety and Service Measurements** | | | |
| FRA Personal Injury Frequency Index | **0.89** | 0.98 | *9%* |
| FRA Train Accident Rate | **2.45** | 2.41 | *(2)* |
| On-Time Train Originations | **67%** | 56% | *20* |
| On-Time Destination Arrivals | **51%** | 45% | *13* |
| Dwell | **25.8** | 26.3 | *2* |
| Train Velocity | **20.5** | 20.1 | *2* |
| Cars-On-Line | **206,078** | 203,699 | *(1)* |

*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).
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.
Train Velocity - Average train speed between terminals in miles per hour (does not include locals, yard jobs, work trains or passenger trains).
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.

The Company constantly collaborates with the FRA and industry organizations as well as federal, state and local governments on safety innovations and initiatives. For example, CSX and other freight railroads have actively worked with the U.S. Department of Transportation ("DOT") and other key stakeholders to evaluate and implement far-reaching safety enhancements for transportation of certain flammable materials, including essential energy products, on the nation’s freight railroad network.

At CSX, operational success is built on employee commitment to maintaining a constant focus on safety. CSX remains the industry leader with the lowest personal injury across Class I railroads this year. The FRA reportable personal injury frequency index improved 9 percent year over year to 0.89. The reported FRA train accident frequency rate weakened 2 percent year over year to 2.45.

The Company made strong improvements to network reliability and service measures in 2015 while continuing to drive productivity and resource efficiency. On-time originations improved 20 percent year over year to 67 percent, and on-time arrivals increased 13 percent year over year to 51 percent. Average train velocity and terminal dwell both improved 2 percent year over year to 20.5 miles per hour and 25.8 hours, respectively.

# LIQUIDITY AND CAPITAL RESOURCES

Liquidity is a company's ability to generate adequate amounts of cash to meet both current and future needs for obligations as they mature and to provide for planned capital expenditures, including those to address regulatory and legislative requirements. To have a complete picture of a company's liquidity, its balance sheet, sources and uses of cash flow and external factors should be reviewed.

### *Material Changes in the Consolidated Balance Sheets and Significant Cash Flows*

### *Consolidated Balance Sheets*

CSX's balance sheet reflects its strong capital base and the impact of CSX's balanced approach in deploying capital for the benefit of its shareholders, which includes investments in infrastructure, dividend improvement and share repurchases.

Total assets as well as total liabilities and shareholders' equity increased $2.0 billion from prior year. The increase in assets was driven by higher net properties of $1.6 billion resulting from capital investments as well as higher short-term investments of $518 million. The increase in total liabilities and shareholders' equity combined was driven by net earnings of $1.9 billion and new debt of $1.5 billion (which includes about $300 million of deferred seller financing). Partially offsetting these increases were dividends paid of $686 million and share repurchases of $804 million.

### *Significant cash flows*

The following tables present net cash provided by (used in) operating, investing and financing activities for full years 2013, 2014 and 2015.

| *(Dollars in millions)* | 2015 | 2014 | 2013 | *2015 vs. 2014 $ Var* | *2014 vs. 2013 $ Var* |
|---|---|---|---|---|---|
| Net cash provided by operating activities | $ 3,370 | $ 3,343 | $ 3,267 | *$ 27* | *$ 76* |
| Net cash used in investing activities | $ (2,892) | $ (2,183) | $ (2,227) | *$ (709)* | *$ 44* |
| Net cash used in financing activities | $ (519) | $ (1,083) | $ (1,232) | *$ 564* | *$ 149* |

*Sources of Cash*

The Company has multiple sources of cash. First, the Company generates cash from operations. In 2015, the Company generated $3.4 billion of cash from operating activities which was $27 million higher than prior year primarily driven by higher collections of freight accounts receivable. In 2014, the Company generated $3.3 billion of cash from operating activities which was $76 million higher than 2013 primarily driven by higher net earnings.

Second, CSX has access to numerous financing sources including a $1 billion five-year unsecured revolving credit facility that expires in May 2020. As of the date of this filing, the Company has no outstanding balances under this facility. See Note 9, Debt and Credit Agreements for more information.

Third, CSX filed a shelf registration statement with the SEC in February 2013 which the Company expects to renew in February 2016. This shelf registration statement is unlimited as to amount and may be used to issue debt or equity securities at CSX's discretion, subject to market conditions and CSX Board authorization. While CSX seeks to give itself flexibility with respect to cash requirements, there can be no assurance that market conditions would permit CSX to sell such securities on acceptable terms at any given time, or at all.

*Uses of Cash*

CSX continued to invest in its business to create long-term value for shareholders. In 2015, net cash used in investing activities was $2.9 billion, an increase in net investing of $709 million from the prior year primarily driven by fewer net sales of short-term investments. In 2014, net cash used in investing activities was $2.2 billion, a decrease in spending of $44 million from 2013 primarily driven by higher net sales of short-term investments.

The Company is committed to maintaining and improving its existing infrastructure and to positioning itself for long-term growth through expanding network and terminal capacity. Funds used for property additions are further described below.

| | Fiscal Years | | |
|---|---|---|---|
| **Capital Expenditures** *(Dollars in Millions)* | **2015** | 2014 | 2013 |
| Track | **$ 866** | $ 750 | $ 793 |
| Bridges, Signals and Other | **491** | 538 | 415 |
| Total Infrastructure | **1,357** | 1,288 | 1,208 |
| Freight Cars | **218** | 329 | 146 |
| Capacity and Commercial Facilities | **295** | 452 | 346 |
| Regulatory (including PTC) | **341** | 321 | 318 |
| Locomotives | **337** | 51 | 255 |
| Public-Private Partnerships - net [(a)] | **14** | 8 | 40 |
| **Total Capital Expenditures** [(a)] | **$ 2,562** | $ 2,449 | $ 2,313 |

*(a) Total capital expenditures shown above include investments related to reimbursable public-private partnerships. These partnership investments are for projects that are partially or wholly reimbursed to CSX through either government grants or other funding sources such as cash received from a property sale. These reimbursements may not be fully received in a given year; therefore the timing of receipts may differ from the timing of the investment.*

Planned capital investments for 2016 are expected to be $2.4 billion, including approximately $300 million for PTC. This $2.4 billion excludes investments related to partially or wholly reimbursable public-private partnerships where reimbursements may not be fully received in the year the reimbursement obligation arises. Approximately half of the 2016 investment will be used to sustain the core infrastructure. The remaining amounts will be allocated to locomotives, freight cars and high return projects supporting long-term profitable growth, productivity initiatives and service improvements. 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 approximately $2.2 billion. This estimate includes costs for installing the new system along tracks, upgrading locomotives, adding communication equipment and developing new technologies. Total PTC spending through 2015 was $1.5 billion.

In addition to capital investments, the Company uses cash for scheduled payments of debt and leases, share repurchases and to pay dividends to shareholders. In 2015, net cash used in financing activities was $519 million, which represents a decrease in spending of $564 million from the prior year primarily driven by higher net long-term debt issued of $904 million (net of lower debt repayments) partially offset by higher share repurchases of $287 million. In 2014, net cash used in financing activities was $1.1 billion, which represents a decrease in spending of $149 million from 2013. This decrease was driven by higher net long-term debt issued of $347 million (net of debt repayments) partially offset by share repurchases of $164 million.

CSX is continually evaluating market and regulatory conditions that could affect the Company's ability to generate sufficient returns on capital investments. CSX may revise its future estimates for capital spending as a result of changes in business conditions, tax legislation or the enactment of new laws or regulations which could have a material adverse effect on the Company's operations and financial performance in the future (see Risk Factors under Item 1A of this Form 10-K).

### *Liquidity and Working Capital*

Currently, CSX is well positioned from a liquidity standpoint. The Company ended the year with $1.4 billion 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 May 2020 and as of the date of this filing, the Company has no outstanding balances under this facility. Additionally in 2015, CSX issued a total of $1.2 billion of new long-term debt. CSX uses current cash balances for general corporate purposes, which may include repayment of additional indebtedness outstanding from time to time, repurchases of CSX's common stock, capital investments, working capital requirements and improvements in productivity and other cost reduction initiatives. See Note 9, Debt and Credit Agreements.

The Company has a receivables securitization facility with a three-year term expiring in June 2017. The purpose of this facility is to provide an alternative to commercial paper and a low cost source of short-term liquidity of up to $250 million. Under the terms of this facility, CSXT transfers eligible third-party receivables to CSX Trade Receivables, a bankruptcy-remote special purpose subsidiary. A separate subsidiary of CSX services the receivables. Upon transfer, the receivables become assets of CSX Trade Receivables and are not available to the creditors of CSX or any of its other subsidiaries. In the event CSX Trade Receivables draws under this facility, the Company will record an equivalent amount of debt on its consolidated financial statements. 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 surplus of $1 billion and $465 million at December 2015 and 2014, respectively. This increase since the prior year end is primarily due to the net proceeds from a debt issuance partially offset by debt repayments. Also, see sources and uses of cash description above.

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. Although the Company currently has a surplus, a working capital deficit is not unusual for CSX or other companies in the industry and does not indicate a lack of liquidity. 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.

### *Credit Ratings*

Credit ratings reflect an independent agency's judgment on the likelihood that a borrower will repay a debt obligation at maturity. The ratings reflect many considerations, such as the nature of the borrower's industry and its competitive position, the size of the company, its liquidity and access to capital and the sensitivity of a company's cash flows to changes in the economy. The two largest rating agencies, Standard & Poor's Ratings Services ("S&P") and Moody's Investors Service ("Moody's"), use alphanumeric codes to designate their ratings. The highest quality rating for long-term credit obligations is AAA and Aaa for S&P and Moody's, respectively. A credit rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the assigning rating agency.

The cost and availability of unsecured financing are materially affected by CSX's long-term credit ratings. CSX's credit ratings remained stable during 2015. As of December 2014 and December 2015, S&P's long-term rating on CSX was BBB+ (Stable), and Moody's was Baa1 (Stable). Ratings of BBB- and Baa3 or better by S&P and Moody's, respectively, reflect ratings on debt obligations that fall within a band of credit quality considered to be investment grade. If CSX's credit ratings were to decline to below investment grade levels, the Company could experience significant increases in its interest cost for new debt. In addition, a decline in CSX's credit ratings to below investment grade levels could adversely affect the market's demand, and thus the Company's ability to readily issue new debt.

## SCHEDULE OF CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS

The following tables set forth maturities of the Company's contractual obligations and other significant commitments:

| Type of Obligation | 2016 | 2017 | 2018 | 2019 | 2020 | Thereafter | Total |
|---|---|---|---|---|---|---|---|
| *(Dollars in Millions) (Unaudited)* | | | | | | | |
| Contractual Obligations | | | | | | | |
| Total Debt (See Note 9) | $ 20 | $ 632 | $ 619 | $ 518 | $ 745 | $ 8,169 | $10,703 |
| Interest on Debt | 570 | 534 | 500 | 462 | 431 | 6,491 | 8,988 |
| Purchase Obligations (See Note 7) | 680 | 635 | 307 | 323 | 328 | 4,579 | 6,852 |
| Other Post-Employment Benefits (See Note 8) [(a)] | 51 | 49 | 47 | 45 | 43 | 188 | 423 |
| Operating Leases - Net (See Note 7) [(b)] | 47 | 40 | 27 | 25 | 7 | 61 | 207 |
| Agreements with Conrail [(b)] | 26 | 26 | 26 | 26 | 26 | 98 | 228 |
| Total Contractual Obligations | $1,394 | $1,916 | $1,526 | $1,399 | $1,580 | $ 19,586 | $27,401 |
| Other Commitments [(c)] | $ 106 | $ 4 | $ 3 | $ 2 | $ 2 | $ 4 | $ 121 |

*(a) Other post-employment benefits include estimated other post-retirement medical and life insurance payments and payments under non-qualified pension plans which are unfunded. No amounts are included for funded pension obligations as no contributions are currently required.*

*(b) Agreements with Conrail represent minimum future lease payments of $228 million under the shared asset area agreements (see Note 12, Related Party Transactions). These amounts plus total operating leases-net of $207 million above equals total net lease commitments of $435 million disclosed in Note 7, Commitments and Contingencies.*

*(c) Other commitments of $121 million consisted of surety bonds, letters of credit, uncertain tax positions and public private partnerships. Surety bonds of $44 million and letters of credit of $37 million arise from assurances issued by a third-party that CSX will fulfill certain obligations and are typically a contract, state, federal or court requirement. Uncertain tax positions of $23 million which include interest and penalties are all included in year 2016. The year of settlement cannot be reasonably estimated. Contractual commitments related to public-private partnerships are $17 million.*

## OFF-BALANCE SHEET ARRANGEMENTS

For detailed information about the Company's guarantees, operating leases and purchase obligations, see Note 7, Commitments and Contingencies. There are no off-balance sheet arrangements that are reasonably likely to have a material effect on the Company's financial condition, results of operations or liquidity.

## 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.

**Casualty, Environmental and Legal Reserves**

***Casualty***

Casualty reserves of $265 million and $269 million for 2014 and 2015, respectively, represent accruals for personal injury, asbestos and occupational injury 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 estimate. 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 Company's casualty 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. During 2015, 2014 and 2013, there were no significant changes in estimate recorded to adjust casualty reserves.

*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 FELA. In addition to FELA liabilities, employees of other current or former CSX subsidiaries are covered by various state workers' compensation laws, the Federal Longshore and Harbor Workers' Compensation Program or the Maritime Jones Act.

CSXT retains an independent actuary to assist management in assessing the value of personal injury claims. An analysis is performed by the actuary 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.

*Asbestos & Occupational*

The Company is party to a number of asbestos claims by employees alleging exposure to asbestos in the workplace. The greatest possible exposure for employees resulted from work conducted in and around steam locomotive engines that were largely phased out beginning around the 1950s. Other types of exposures, however, including exposure from locomotive component parts and building materials, continued until these exposures were substantially eliminated by 1985. Additionally, the Company has retained liability for asbestos claims filed against its previously owned international container shipping business. Diseases associated with asbestos typically have long latency periods (amount of time between exposure to asbestos and the onset of the disease) which can range from 10 to 40 years after exposure.

**Critical Accounting Estimates,** *continued*

Management reviews asserted asbestos claims quarterly. Since exposure to asbestos has been substantially eliminated, unasserted or incurred but not reported ("IBNR") asbestos claims are analyzed by a third-party specialist and reviewed by management annually. In 2014, management extended the forecast period from seven years to ten years. Based on a review of historical settlement trends, management concluded that ten years is the most probable time period in which unasserted asbestos claim filings and claim values can be estimated. The Company does not believe there is sufficient data to justify a projection period longer than ten years at this time. The change in the forecast period resulted in an immaterial increase in the asbestos reserves during 2014. Approximately 20% of the recorded undiscounted liability is related to asserted claims and approximately 80% is related to unasserted claims as of December 25, 2015.

CSXT's historical claim filings, settlement amounts, and dismissal rates are analyzed to determine future anticipated claim filing rates and average settlement values for asbestos claims reserves. The potentially exposed population is estimated by using CSXT's employment records and industry data. From this analysis, the specialist estimates the IBNR claims liabilities.

The estimated future filing rates and estimated average claim values are the most sensitive assumptions for these reserves. A 1% increase or decrease in either the forecasted number of asbestos IBNR claims or the average claim values would result in approximately a $1 million increase or decrease in the liability recorded for unasserted asbestos claims.

Occupational claims arise from allegations of exposure 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.

**Environmental**

Environmental reserves were $94 million and $82 million for 2014 and 2015, respectively. 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 ("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.

**Critical Accounting Estimates,** *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. Environmental remediation costs are included in materials, supplies and other on the consolidated income statement.

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.

***Legal***

In accordance with the *Contingencies Topic* in the ASC, an accrual for a loss contingency is established if information available prior to issuance of the financial statements indicates that it is probable that an asset has been impaired or a liability has been incurred at the date of the financial statements, and the amount of loss can be reasonably estimated. If no accrual is made for a loss contingency because one or both of these conditions are not met, or if an exposure to loss exists in excess of the amount accrued, disclosure of the contingency is made when there is at least a reasonable possibility that a loss or an additional loss may have been incurred.

The Company evaluates all exposures relating to legal liabilities at least quarterly and adjusts reserves when appropriate under the guidance noted above. The amount of a particular reserve may be influenced by factors that include official rulings, newly discovered or developed evidence, or changes in laws, regulations and evidentiary standards. See Item 3. Legal Proceedings for further discussion of these items.

***Pension and Post-retirement Medical Plan Accounting***

The Company sponsors defined benefit pension plans principally for salaried, management personnel. For employees hired prior to January 1, 2003, 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. As of December 2015, the projected benefit obligation for the Company's pension plans and other post-employment benefit plans were $3 billion and $314 million, respectively. No significant contributions to the Company's qualified pension plans are expected in 2016.

**Critical Accounting Estimates,** *continued*

In addition to these plans, the Company sponsors a 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. Eligible retirees who are age 65 years or older (Medicare-eligible) are covered by a health reimbursement arrangement, which is an employer-funded account that can be used for reimbursement of eligible medical expenses. Eligible retirees younger than 65 years (non-Medicare eligible) are covered by a self-insured program partially funded by participating retirees. The life insurance plan is non-contributory.

For information related to the funded status of the Company's pension and other post-retirement benefit plans, see Note 8, Employee Benefit Plans.

The accounting for these plans is subject to the guidance provided in the *Compensation-Retirement Benefits Topic* in the ASC. This rule requires that management make certain assumptions relating to the following:

- discount rates used to measure future obligations and interest expense;
- long-term rate of return on plan assets;
- salary scale inflation rates; and
- other assumptions.

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.

*Discount Rates*

Discount rates affect the amount of liability recorded and the interest expense component of pension and post-retirement expense. Discount rates reflect the rates at which pension and other post-retirement benefits could be effectively settled, or in other words, how much it would cost the Company to buy enough high quality bonds to generate cash flow equal to the Company's expected future benefit payments. The Company determines the discount rate based on the market yield as of year end for high quality corporate bonds whose maturities match the plans' expected benefit payments.

The discount rates used by the Company to value its 2015 pension and post-retirement obligations are 4.30% and 3.85%, respectively. For 2014, the discount rate used by the Company to value its pension and post-retirement obligations was 4.00% and 3.60%, respectively. Discount rates may differ for pension and post-retirement benefits due to varying duration of the liabilities for projected payments for each plan. As of December 2015, the estimated duration of pensions and post-retirement benefits is approximately 12 years and 8 years, respectively.

Each year, these discount rates are reevaluated and adjusted using the current market interest rates for high quality corporate bonds to reflect the best estimate of the current effective settlement rates. In general, if interest rates decline or rise, the assumed discount rates will change.

**Critical Accounting Estimates,** *continued*

*Long-term Rate of Return on Plan Assets*

The expected long-term average rate of return on plan assets reflects the average rate of earnings expected on the funds invested, or to be invested, to provide for benefits included in the projected benefit obligation. In estimating that rate, the Company gives appropriate consideration to the returns being earned by the plan assets in the funds and the rates of return expected to be available for reinvestment as well as the current and projected asset mix of the funds. Management balances market expectations obtained from various investment managers and economists with both market and actual plan historical returns to develop a reasonable estimate of the expected long-term rate of return on assets. As this assumption is long-term, the annual review may result in less frequent adjustment than other assumptions used in pension accounting. The long-term rate of return on plan assets used by the Company to value its pension obligation was 7.00% and 7.25% in 2015 and 2014, respectively.

*Salary Scale Inflation Rates*

Salary scale inflation rates are based on current trends and historical data accumulated by the Company. The Company reviews recent wage increases and management incentive compensation payments over the past five years in its assessment of salary scale inflation rates. The Company used a salary scale rate of 4.60% and 4.10% in 2015 and 2014, respectively, to value its pension obligations.

*Other Assumptions*

The calculations made by the actuaries also include assumptions relating to health care cost trend rates, mortality rates, turnover and retirement age. These assumptions are based upon historical data, recent plan experience and industry trends and are selected by management.

*2016 Estimated Pension and Post-retirement Expense*

Net pension and post-retirement benefits expense for 2016 is expected to be approximately $58 million and $16 million, respectively, compared to $69 million and $17 million, respectively, in 2015. The decrease in expense is largely related to the impact of higher discount rates and historically favorable pension asset experience.

The following sensitivity analysis illustrates the effect of changes in certain assumptions like discount rates, long-term rate of return and salaries on the 2015 estimated pension and post-retirement expense:

| *(Dollars in Millions)* | Pension | OPEB |
|---|---|---|
| Discount Rate 1% change | $ 18 | $ 2 |
| Long-term Rate of Return 1% change | $ 22 | N/A |
| Salary Inflation 1% change | $ 9 | N/A |

**Depreciation Policies for Assets Utilizing the Group-Life Method**

The Company depreciates its rail assets, including main-line track, locomotives and freight cars, using the group-life method of accounting. Assets depreciated under the group-life method comprise 86% of total fixed assets of $42 billion on a gross basis at December 2015. All other assets of the Company are depreciated on a straight-line basis. The group-life method aggregates assets with similar lives and characteristics into groups and depreciates each of these groups as a whole. When using the group-life method, an underlying assumption is that each group of assets, as a whole, is used and depreciated to the end of its recoverable life.

**Critical Accounting Estimates,** *continued*

The Company currently utilizes more than 130 different depreciable asset categories to account for depreciation expense for the railroad assets that are depreciated under the group-life method of accounting. Examples of depreciable asset categories include 18 different categories for crossties due to the different combinations of density classifications and asset types. By utilizing various depreciable categories, the Company can more accurately account for the use of its assets. All assets of the Company are depreciated on a time or life basis.

The Company believes the group-life method of depreciation closely approximates the straight-line method of depreciation. Additionally, due to the nature of most of its assets (e.g., track is one contiguous, connected asset), the Company believes that this is the most effective way to properly depreciate its assets.

Under the group-life method of accounting, the service lives and salvage values for each group of assets are determined by completing periodic depreciation studies and applying management's assumptions regarding the service lives of its properties. A depreciation study (also referred to as a life study) is the periodic review of asset service lives, salvage values, accumulated depreciation, and other related factors for group assets conducted by a third-party specialist, analyzed by the Company's management and approved by the STB, the regulatory board that has broad jurisdiction over railroad practices. The STB requires depreciation studies be performed for equipment assets generally every three years and for road (e.g. bridges and signals) and track (e.g., rail, ties and ballast) assets generally every six years. The Company believes the frequency currently required by the STB provides adequate review of asset service lives and that a more frequent review would not result in a material change due to the long-lived nature of most of the assets. In 2014, the Company completed a depreciation study for its road and track assets. In 2012, the Company completed a depreciation study for its equipment assets and a technical update (an update to the prior depreciation study) for its road and track assets. The Company plans to complete the next depreciation study for road and track assets in 2020 and for equipment assets in 2016.

Changes in asset service lives due to the results of the depreciation studies are applied on a prospective basis and could significantly impact future periods' depreciation expense, and thus, the Company's results of operations.

There are several factors taken into account during the depreciation study and they include:

- statistical analysis of historical life and salvage data for each group of property;
- statistical analysis of historical retirements for each group of property;
- evaluation of current operations;
- evaluation of technological advances and maintenance schedules;
- previous assessment of the condition of the assets;
- management's outlook on the future use of certain asset groups;
- expected net salvage to be received upon retirement; and
- comparison of assets to the same asset groups with other companies.

**Critical Accounting Estimates,** *continued*

For retirements or disposals of depreciable rail assets that occur in the ordinary course of business, the asset cost (net of salvage value or sales proceeds) is charged to accumulated depreciation and no gain or loss is recognized. As individual assets within a specific group are retired, resulting gains and losses are recorded in accumulated depreciation. This practice is consistent with accounting treatment normally prescribed under the group-life method. As part of the depreciation study, an assessment of the recorded amount of accumulated depreciation is made to determine if it is deficient (or in excess) of the appropriate amount indicated by the study. Any such deficiency (or excess), including any deferred gains or losses, is amortized as a component of depreciation expense over the remaining service life of the asset group until the next required depreciation study. Since the overall assumption with group-life is that the assets within the group on average have the same service life and characteristics, it is therefore concluded that the deferred gains and losses offset over time.

In the event that large groups of assets are removed from service as a result of unusual acts or sales, resulting gains and losses are recognized immediately. These acts are not considered to be in the normal course of business and are therefore recognized when incurred. Examples of such acts would be the major destruction of assets due to significant storm damage (e.g., major hurricanes), the sale of a rail line segment to another railroad or the disposal of an entire class of assets (e.g., disposal of all refrigerated freight cars).

Recent experience with depreciation studies has resulted in depreciation rate changes which did not materially affect the Company's annual depreciation expense of $1.2 billion, $1.2 billion and $1.1 billion for 2015, 2014 and 2013 respectively. A 1% change in the average life of all group-life assets would result in an approximate $11 million change to the Company's annual depreciation expense.

***Income Taxes***

CSX accounts for income taxes in accordance with the *Income Taxes Topic* in the ASC that addresses how tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under this topic, the Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The amount recognized in the financial statements from such a position is measured based on the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate resolution.

CSX files a consolidated federal income tax return, which includes its principal domestic subsidiaries. Examinations of the federal income tax returns of CSX have been completed through 2014. During 2015, the Company participated in a contemporaneous Internal Revenue Service ("IRS") audit of tax year 2015. Management believes an adequate provision has been made for any adjustments that might be assessed. While the final outcome of these matters cannot be predicted with certainty, it is the opinion of CSX management that none of these items will have a material adverse effect on the financial condition, results of operations or liquidity of CSX. An unexpected adverse resolution of one or more of these items, however, could have a material adverse effect on the results of operations in a particular fiscal quarter or fiscal year. As of December 2015, the Company's uncertain tax positions were $23 million.

**New Accounting Pronouncements and Change in Accounting Policy**

See Note 1, Nature of Operations and Significant Accounting Policies under the caption, "New Accounting Pronouncements and Changes in Accounting Policy."

# 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.

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) 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 PTC implementation) as well as costs, penalties and operational and liquidity 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;

- 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 the transportation of hazardous materials or 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 annual report on Form 10-K.

## Item 7A. Quantitative and Qualitative Disclosures about Market Risk

CSX does not hold or issue derivative financial instruments for trading purposes. Historically, the Company has used derivative financial instruments to address market risk exposure to fluctuations in interest rates. As of December 2015, CSX does not have a material amount of floating rate debt obligations outstanding, and therefore fluctuations in the interest rate would not have a material impact on the Company's financial condition, results of operations or liquidity.

**CSX CORPORATION**
**PART II**
**Item 8. Financial Statements and Supplementary Data**

## INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of CSX Corporation

We have audited the accompanying consolidated balance sheets of CSX Corporation as of December 25, 2015 and December 26, 2014, and the related consolidated statements of income, comprehensive income, cash flows, and changes in shareholders' equity for each of the three fiscal years ended December 25, 2015. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of CSX Corporation at December 25, 2015 and December 26, 2014, and the consolidated results of its operations and its cash flows for each of the three fiscal years in the period ended December 25, 2015, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), CSX Corporation's internal control over financial reporting as of December 25, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 10, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP
Certified Public Accountants

Jacksonville, Florida
February 10, 2016

## CONSOLIDATED INCOME STATEMENTS
*(Dollars in Millions, Except Per Share Amounts)*

| | Fiscal Years | | |
|---|---|---|---|
| | **2015** | 2014 | 2013 |
| **Revenue** | **$ 11,811** | $ 12,669 | $ 12,026 |
| **Expense** | | | |
| Labor and Fringe | **3,290** | 3,377 | 3,138 |
| Materials, Supplies and Other | **2,336** | 2,484 | 2,275 |
| Fuel | **957** | 1,616 | 1,656 |
| Depreciation | **1,208** | 1,151 | 1,104 |
| Equipment and Other Rents | **436** | 428 | 380 |
| **Total Expense** | **8,227** | 9,056 | 8,553 |
| **Operating Income** | **3,584** | 3,613 | 3,473 |
| Interest Expense | **(544)** | (545) | (562) |
| Other Income (Expense) - Net (Note 10) | **98** | (24) | 11 |
| **Earnings Before Income Taxes** | **3,138** | 3,044 | 2,922 |
| Income Tax Expense (Note 11) | **(1,170)** | (1,117) | (1,058) |
| **Net Earnings** | **$ 1,968** | $ 1,927 | $ 1,864 |
| **Per Common Share (Note 2)** | | | |
| Net Earnings Per Share | | | |
| Basic | **$ 2.00** | $ 1.93 | $ 1.83 |
| Assuming Dilution | **$ 2.00** | $ 1.92 | $ 1.83 |
| Average Common Shares Outstanding *(Millions)* | | | |
| Basic | **983** | 1,001 | 1,019 |
| Assuming Dilution | **984** | 1,002 | 1,019 |
| Cash Dividends Paid Per Common Share | **$ 0.70** | $ 0.63 | $ 0.59 |

See accompanying Notes to Consolidated Financial Statements

## CONSOLIDATED COMPREHENSIVE INCOME STATEMENTS

*(Dollars in Millions)*

| | Fiscal Years | | |
|---|---|---|---|
| | **2015** | 2014 | 2013 |
| Net Earnings | **$ 1,968** | $ 1,927 | $ 1,864 |
| Other Comprehensive Income (Loss) - Net of Tax: | | | |
| Pension and Other Post-Employment Benefits | **10** | (149) | 389 |
| Other | **(9)** | 6 | 24 |
| Total Other Comprehensive Income (Loss) | **1** | (143) | 413 |
| **Comprehensive Earnings (Note 14)** | **$ 1,969** | $ 1,784 | $ 2,277 |

See accompanying Notes to Consolidated Financial Statements

## CONSOLIDATED BALANCE SHEETS

*(Dollars in Millions)*

| | December 2015 | December 2014 |
|---|---|---|
| **ASSETS** | | |
| **Current Assets:** | | |
| Cash and Cash Equivalents (Note 1) | **$ 628** | $ 669 |
| Short-term Investments | **810** | 292 |
| Accounts Receivable - Net (Note 1) | **982** | 1,129 |
| Materials and Supplies | **350** | 273 |
| Deferred Income Taxes | **126** | 141 |
| Other Current Assets | **70** | 68 |
| Total Current Assets | **2,966** | 2,572 |
| Properties | **41,574** | 39,343 |
| Accumulated Depreciation | **(11,400)** | (10,759) |
| **Properties - Net (Note 6)** | **30,174** | 28,584 |
| Investment in Conrail (Note 12) | **803** | 779 |
| Affiliates and Other Companies | **591** | 577 |
| Other Long-term Assets | **505** | 541 |
| **Total Assets** | **$ 35,039** | $ 33,053 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | |
| **Current Liabilities:** | | |
| Accounts Payable | **$ 764** | $ 845 |
| Labor and Fringe Benefits Payable | **490** | 613 |
| Casualty, Environmental and Other Reserves (Note 5) | **131** | 142 |
| Current Maturities of Long-term Debt (Note 9) | **20** | 228 |
| Income and Other Taxes Payable | **108** | 163 |
| Other Current Liabilities | **439** | 116 |
| **Total Current Liabilities** | **1,952** | 2,107 |
| Casualty, Environmental and Other Reserves (Note 5) | **269** | 276 |
| Long-term Debt (Note 9) | **10,683** | 9,514 |
| Deferred Income Taxes (Note 11) | **9,305** | 8,858 |
| Other Long-term Liabilities | **1,162** | 1,122 |
| **Total Liabilities** | **23,371** | 21,877 |
| **Shareholders' Equity:** | | |
| Common Stock, $1 Par Value (Note 3) | **966** | 992 |
| Other Capital | **113** | 92 |
| Retained Earnings (Note 1) | **11,238** | 10,734 |
| Accumulated Other Comprehensive Loss (Note 14) | **(665)** | (666) |
| Noncontrolling Minority Interest | **16** | 24 |
| **Total Shareholders' Equity** | **11,668** | 11,176 |
| **Total Liabilities and Shareholders' Equity** | **$ 35,039** | $ 33,053 |

See accompanying Notes to Consolidated Financial Statements

**CONSOLIDATED CASH FLOW STATEMENTS**
*(Dollars in Millions)*

| | Fiscal Years | | |
|---|---|---|---|
| | **2015** | 2014 | 2013 |
| **OPERATING ACTIVITIES** | | | |
| Net Earnings | **$ 1,968** | $ 1,927 | $ 1,864 |
| Adjustments to Reconcile Net Earnings to Net Cash Provided by Operating Activities: | | | |
| Depreciation | **1,208** | 1,151 | 1,104 |
| Deferred Income Taxes | **456** | 298 | 300 |
| Gain on Property Dispositions | **(90)** | (11) | (70) |
| Other Operating Activities | **22** | 14 | (35) |
| Changes in Operating Assets and Liabilities: | | | |
| Accounts Receivable | **149** | (119) | (6) |
| Other Current Assets | **(84)** | (26) | 36 |
| Accounts Payable | **(79)** | 1 | 28 |
| Income and Other Taxes Payable | **(62)** | 74 | (67) |
| Other Current Liabilities | **(118)** | 34 | 113 |
| **Net Cash Provided by Operating Activities** | **3,370** | 3,343 | 3,267 |
| **INVESTING ACTIVITIES** | | | |
| Property Additions | **(2,562)** | (2,449) | (2,313) |
| Purchase of Short-term Investments | **(1,739)** | (1,433) | (1,256) |
| Proceeds from Sales of Short-term Investments | **1,225** | 1,674 | 1,401 |
| Proceeds from Property Dispositions | **147** | 62 | 53 |
| Other Investing Activities | **37** | (37) | (112) |
| **Net Cash Used in Investing Activities** | **(2,892)** | (2,183) | (2,227) |
| **FINANCING ACTIVITIES** | | | |
| Long-term Debt Issued (Note 9) | **1,200** | 1,000 | 500 |
| Long-term Debt Repaid (Note 9) | **(229)** | (933) | (780) |
| Dividends Paid | **(686)** | (629) | (600) |
| Stock Options Exercised | **—** | — | 9 |
| Shares Repurchased | **(804)** | (517) | (353) |
| Other Financing Activities | **—** | (4) | (8) |
| **Net Cash Used in Financing Activities** | **(519)** | (1,083) | (1,232) |
| Net (Decrease) Increase in Cash and Cash Equivalents | **(41)** | 77 | (192) |
| **CASH AND CASH EQUIVALENTS** | | | |
| Cash and Cash Equivalents at Beginning of Period | **669** | 592 | 784 |
| **Cash and Cash Equivalents at End of Period** | **$ 628** | $ 669 | $ 592 |
| | | | |
| **SUPPLEMENTAL CASH FLOW INFORMATION** | | | |
| Interest Paid - Net of Amounts Capitalized | **$ 566** | $ 575 | $ 595 |
| Income Taxes Paid | **$ 768** | $ 741 | $ 824 |
| Seller Financed Assets | **$ 307** | $ — | $ — |

See accompanying Notes to Consolidated Financial Statements

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

*(Dollars in Millions)*

| | Common Shares Outstanding *(Thousands)* | Common Stock and Other Capital | Retained Earnings | Accumulated Other Comprehensive Income (Loss) [(a)] | Non-controlling Interest | Total Shareholders' Equity |
|---|---|---|---|---|---|---|
| **December 28, 2012** | 1,020,485 | $ 1,048 | $ 9,010 | $ (936) | $ 14 | $ 9,136 |
| Comprehensive Earnings: | | | | | | |
| Net Earnings | — | — | 1,864 | — | — | 1,864 |
| Other Comprehensive Income (Note 14) | — | — | — | 413 | — | 413 |
| Total Comprehensive Earnings | | | | | | 2,277 |
| Common stock dividends, $0.59 per share | — | — | (600) | — | — | (600) |
| Share Repurchases | (13,791) | (14) | (339) | — | — | (353) |
| Bond Conversions | 1 | — | — | — | — | — |
| Stock Option Exercises and Other | 2,165 | 36 | 1 | — | 7 | 44 |
| **December 27, 2013** | 1,008,860 | 1,070 | 9,936 | (523) | 21 | 10,504 |
| Comprehensive Earnings: | | | | | | |
| Net Earnings | — | — | 1,927 | — | — | 1,927 |
| Other Comprehensive Loss (Note 14) | — | — | — | (143) | — | (143) |
| Total Comprehensive Earnings | | | | | | 1,784 |
| Common stock dividends, $0.63 per share | — | — | (629) | — | — | (629) |
| Share Repurchases | (17,010) | (17) | (500) | — | — | (517) |
| Bond Conversions | 134 | 1 | — | — | — | 1 |
| Other | (393) | 30 | — | — | 3 | 33 |
| **December 26, 2014** | 991,591 | 1,084 | 10,734 | (666) | 24 | 11,176 |
| Comprehensive Earnings: | | | | | | |
| Net Earnings | — | — | 1,968 | — | — | 1,968 |
| Other Comprehensive Income (Note 14) | — | — | — | 1 | — | 1 |
| Total Comprehensive Earnings | | | | | | 1,969 |
| Common stock dividends, $0.70 per share | — | — | (686) | — | — | (686) |
| Share Repurchases | (26,359) | (26) | (778) | — | — | (804) |
| Bond Conversions | 13 | — | — | — | — | — |
| Other | 269 | 21 | — | — | (8) | 13 |
| **December 25, 2015** | 965,514 | $ 1,079 | $ 11,238 | $ (665) | $ 16 | $ 11,668 |

*(a) Accumulated Other Comprehensive Loss year-end balances shown above are net of tax. The associated taxes were $266 million, $354 million and $347 million for 2013, 2014 and 2015, respectively. For additional information see Note 14, Other Comprehensive Income.*

See accompanying Notes to Consolidated Financial Statements

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1. Nature of Operations and Significant Accounting Policies

#### Business

CSX Corporation ("CSX"), 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.

The Company's number of employees was approximately 29,000 as of December 2015, which includes approximately 24,000 union employees. Most of the Company's employees provide or support transportation services.

*CSX Transportation, Inc.*

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. It has access to over 70 ocean, river and lake port terminals along the Atlantic and Gulf Coasts, the Mississippi River, the Great Lakes and the St. Lawrence Seaway. The Company's intermodal business, also part of CSXT, links customers to railroads via trucks and terminals. CSXT also serves thousands of production and distribution facilities through track connections to approximately 240 short-line and regional railroads.

*Lines of Business*

During 2015, the Company services generated $11.8 billion of revenue and served three primary lines of business:

- The merchandise business shipped nearly 2.9 million carloads and generated 62% of revenue and 42% of volume in 2015. The Company's merchandise business is comprised of shipments in the following diverse markets: agricultural products, phosphates and fertilizers, food and consumer, chemicals, automotive, metals, forest products, minerals and waste and equipment.
- The coal business shipped about 1.1 million carloads and accounted for 19% of revenue and 16% of volume in 2015. The Company transports domestic coal, coke and iron ore to electricity-generating power plants, steel manufacturers and industrial plants as well as export coal to deep-water port facilities. Roughly one-third of export coal and the majority of the domestic coal that the Company transports is used for generating electricity.
- The intermodal business accounted for 15% of revenue and 42% of volume in 2015. The intermodal business combines the superior economics of rail transportation with the short-haul flexibility of trucks and offers a cost advantage over long-haul trucking. Through a network of more than 50 terminals, the intermodal business serves all major markets east of the Mississippi River and transports mainly manufactured consumer goods in containers, providing customers with truck-like service for longer shipments.

Other revenue accounted for 4% of the Company's total revenue in 2015. This revenue category includes revenue from regional subsidiary railroads, demurrage, revenue for customer volume commitments not met, switching and other incidental charges. Revenue from regional railroads includes shipments by railroads that the Company does not directly operate. Demurrage represents charges assessed when freight cars are held beyond a specified period of time. Switching revenue is primarily generated when CSXT switches cars for a customer or another railroad.

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

*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 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. The biggest Transflo markets are chemicals and agriculture, which includes shipments of plastics 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 operating and non-operating real estate sales, leasing, acquisition and management and development activities. These activities are classified in either operating income or other income - net depending upon the nature of the activity. Results of these activities fluctuate with the timing of 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 financial position of CSX and its subsidiaries at December 25, 2015 and December 26, 2014, and the consolidated statements of income, comprehensive income, cash flows and changes in shareholders' equity for fiscal years 2015, 2014 and 2013. In addition, management has evaluated and disclosed all material events occurring subsequent to the date of the financial statements up to the date this annual report is filed on Form 10-K.

***Fiscal Year***

CSX follows a 52/53 week fiscal reporting calendar. This fiscal calendar allows every quarter to consistently end on a Friday and typically, to be of equal duration (13 weeks), resulting in a 52 week fiscal year. To maintain this type of reporting calendar every fifth or sixth year (depending on the Gregorian calendar and when leap year falls), an extra week will be included in the fourth quarter (a 14-week fiscal quarter) and, therefore, that full fiscal year will have 53 weeks. The next 53 week fiscal year will be 2016, which will end on December 30, 2016. Fiscal years 2015, 2014 and 2013 each consisted of 52 weeks ending on December 25, 2015, December 26, 2014 and December 27, 2013, respectively. Except as otherwise specified, references to full year indicate CSX's fiscal periods ended on these dates.

***Principles of Consolidation***

The consolidated financial statements include results of operations of CSX and subsidiaries over which CSX has majority ownership or financial control. All significant intercompany accounts and transactions have been eliminated. Most investments in companies that were not majority-owned were carried at cost (if less than 20% owned and the Company has no significant influence) or were accounted for under the equity method (if the Company has significant influence but does not have control). These investments are reported within Investment in Conrail or Affiliates and Other Investments on the consolidated balance sheets.

***Cash and Cash Equivalents***

On a daily basis, cash in excess of current operating requirements is invested in various highly liquid investments having a typical maturity date of three months or less at the date of acquisition. These investments are carried at cost, which approximated market value, and are classified as cash equivalents.

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

***Investments***

Investments in instruments with original maturities greater than three months but will mature in less than one year were classified as short-term investments. Investments with original maturities greater than one year are classified within other long-term assets.

***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 $37 million and $41 million is included in the consolidated balance sheets as of December 2015 and December 2014, respectively.

***Materials and Supplies***

Materials and supplies in the consolidated balance sheets are carried at average costs and consist primarily of fuel and parts used in the repair and maintenance of CSXT's freight car and locomotive fleets, equipment and track structure.

***Goodwill***

Goodwill represents purchase price in excess of fair value and is related to affiliates of CSXT, primarily P&L Transportation, Inc. Goodwill of $63 million is recorded in other long-term assets in the consolidated balance sheets as of December 2015 and December 2014, respectively.

***Revenue and Expense Recognition***

The Company recognizes freight revenue using Free-On-Board Origin pursuant to the *Revenue Recognition Topic* in the Accounting Standards Codification ("ASC"). Accounting guidance in this topic provides for the allocation of revenue between reporting periods based on relative transit time in each reporting period. Expenses are recognized as incurred.

The certain key estimates included in the recognition and measurement of revenue and related accounts receivable under the policies described above are as follows:

- revenue associated with shipments in transit is recognized ratably over transit time and is based on average cycle times to move commodities and products from their origin to their final destination or interchange;
- adjustments to revenue for billing corrections, billing discounts and bad debts or to accounts receivable for allowances for doubtful accounts;
- adjustments to revenue for overcharge claims filed by customers, which are based on historical cash paid to customers for rate overcharges as a percentage of total billing;
- incentive-based refunds to customers, which are primarily based on customers achieving certain volume thresholds and are recorded as a reduction to revenue on the basis of management's best estimate of the projected liability (this estimate is based on historical activity, current volume levels and a forecast of future volume).

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

The Company regularly updates the estimates described above based on historical experience and current conditions. All other revenue, such as demurrage, switching and other incidental charges are recorded upon completion of the service.

***New Accounting Pronouncements***

In November 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU"), *Balance Sheet Classification of Deferred Taxes*, which requires that all deferred income taxes be classified as noncurrent in the balance sheet, rather than being separated into current and noncurrent amounts. This standard is effective for annual reporting periods beginning after December 15, 2016 and will not have a material effect on the Company's financial condition, results of operations or liquidity.

In July 2015, the FASB issued ASU, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962) and Health and Welfare Benefit Plans (Topic 965): I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures; III. Measurement Date Practical Expedient*. This three-part update simplifies current benefit plan accounting and requires benefit plans to disaggregate their investments measured using fair value by general type, among other changes. This update is effective for fiscal years beginning after December 15, 2015 and early adoption is permitted. Parts I and III of this update are not applicable to CSX. This update only affects disclosures related to fair value measurement. Adoption does not have an effect on the Company's pension plan net assets available for benefits or its changes in net assets available for benefits.

In May 2015, the FASB issued ASU, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent).* This update eliminates the requirement to categorize investments within the fair value hierarchy if their fair value is measured using the net asset value per share practical expedient. This update requires that investments measured using the net asset value per share be disclosed as a reconciling item between the statement of net assets available for benefits and the fair value hierarchy disclosure. This update is effective for fiscal years beginning after December 15, 2015 and early adoption is permitted. This update only affects disclosures related to fair value measurement. Adoption does not have an effect on the Company's pension plan net assets available for benefits or its changes in net assets available for benefits.

In April 2015, the FASB issued ASU, *Interest - Imputation of Interest*, which changes the financial statement presentation of debt issuance costs to be a direct reduction to long-term debt, rather than presented as a long-term asset. The amortization of debt issuance costs will continue to be included in interest expense. This standard is effective for annual reporting periods beginning after December 15, 2015 and will not have a material effect on the Company's financial condition, results of operations or liquidity.

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

In May 2014, the FASB issued ASU, *Revenue from Contracts with Customers*, which supersedes previous revenue recognition guidance. The new standard requires that a company recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration the company expects to receive in exchange for those goods or services. Companies will need to use more judgment and estimates than under the guidance currently in effect, including estimating the amount of variable revenue to recognize over each identified performance obligation. Additional disclosures will be required to help users of financial statements understand the nature, amount and timing of revenue and cash flows arising from contracts. In July 2015, the FASB approved a one-year deferral of the effective date. This standard will now become effective for CSX beginning with the first quarter 2018 and can be adopted either retrospectively to each prior reporting period presented or as a cumulative effect adjustment as of the date of adoption. The Company is currently evaluating the impact of adopting this new guidance on the consolidated financial statements.

***Use of 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 the reported amount of certain revenues and expenses during the reporting period. Actual results may differ from those estimates. Critical accounting estimates using management judgment are made for the following areas:

- casualty, environmental and legal reserves (see Note 5, Casualty, Environmental and Other Reserves);
- pension and post-retirement medical plan accounting (see Note 8, Employee Benefit Plans);
- depreciation policies for assets under the group-life method (see Note 6, Properties); and
- income taxes (see Note 11, Income Taxes).

***Other Items***

*Share Repurchases*

In April 2015, the Company announced a new $2 billion share repurchase program, which is expected to be completed by April 2017. Management's assessment of market conditions and other factors guide the timing and volume of repurchases. Future share repurchases are expected to be funded by cash on hand, cash generated from operations and debt issuances. During 2015, 2014 and 2013, CSX repurchased $804 million, or 26 million shares, $517 million or 17 million shares, and $353 million, or 14 million shares, respectively, of common stock. In accordance with the *Equity Topic* in the ASC, the Company elected to allocate the excess of repurchase price over par value and record in retained earnings. Generally, retained earnings is only impacted by net earnings and dividends.

*Workforce Reduction Plans, Separation & Other Costs*

*Union agreements*

In November 2015, CSX finalized a union agreement that will improve efficiency across the CSX network. This agreement allows certain employees impacted by work transitions to voluntarily separate from the Company with enhanced benefits and will provide relocation benefits for employees not electing to separate. As a result, approximately 300 union employees will be impacted. Separation benefits will be paid from general corporate funds.

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

*Facility closures*

In October 2015, CSX closed facilities in Erwin, Tennessee and Corbin, Kentucky as a result of the decline in coal movements in these regions. These closures impacted approximately 500 positions. The Company recorded a charge resulting from separation, relocation and furlough costs, as well as asset impairment charges related to the facility closures. Separation benefits will be paid from general corporate funds.

*Management streamlining*

In 2014, the Company announced a workforce reduction plan to streamline the organization. The initiative reduced management workforce by approximately 300 positions through a voluntary separation program with enhanced benefits as well as a subsequent involuntary severance program during the fourth quarter of 2014 and the first quarter of 2015. The majority of separation benefits were paid from CSX's qualified pension plans, while the remainder was paid from general corporate funds.

The Company recorded a charge for each of the initiatives above as shown in the table below. These amounts are recognized in labor and fringe and materials, supplies and other on the consolidated statements of income.

**Workforce Reduction Plans, Separation & Other Costs**

| *(Dollars in millions)* | **2015** | 2014 |
|---|---|---|
| Union agreements | **$ 28** | $ — |
| Facility closures | **19** | — |
| Management streamlining | **4** | 39 |
| Total costs | **$ 51** | $ 39 |

**NOTE 2. Earnings Per Share**

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

| | **Fiscal Years** | | |
|---|---|---|---|
| | **2015** | 2014 | 2013 |
| Numerator *(Dollars in Millions)*: | | | |
| Net Earnings | **$ 1,968** | $ 1,927 | $ 1,864 |
| Dividend Equivalents on Restricted Stock | **(1)** | (1) | — |
| Net Earnings, Attributable to Common Shareholders | **$ 1,967** | $ 1,926 | $ 1,864 |
| Denominator *(Units in Millions)*: | | | |
| Average Common Shares Outstanding | **983** | 1,001 | 1,019 |
| Other Potentially Dilutive Common Shares | **1** | 1 | — |
| Average Common Shares Outstanding, Assuming Dilution | **984** | 1,002 | 1,019 |
| Net Earnings Per Share, Basic | **$ 2.00** | $ 1.93 | $ 1.83 |
| Net Earnings Per Share, Assuming Dilution | **$ 2.00** | $ 1.92 | $ 1.83 |

**NOTE 2. Earnings Per Share,** *continued*

Basic earnings per share is based on the weighted-average number of shares of common stock outstanding. Earnings per share, assuming dilution, is based on the weighted-average number of shares of common stock equivalents outstanding adjusted for the effects of common stock that may be issued as a result of potentially dilutive instruments. CSX's potentially dilutive instruments are made up of employee stock options and 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 number is different from outstanding stock options, which is included in Note 4, Stock Plans and Share-Based Compensation, because it is offset by shares CSX could repurchase using the proceeds from these hypothetical exercises to obtain the common stock equivalent. Outstanding stock options were excluded from the diluted earnings per share calculation as the effect of their inclusion currently would be anti-dilutive.

**NOTE 3. Shareholders' Equity**

Common and preferred stock consists of the following:

| **Common Stock, $1 Par Value** | **December 2015** |
|---|---|
| | *(Units in Millions)* |
| Common Shares Authorized | 1,800 |
| Common Shares Issued and Outstanding | 966 |
| **Preferred Stock** | |
| Preferred Shares Authorized | 25 |
| Preferred Shares Issued and Outstanding | — |

Holders of common stock are entitled to one vote on all matters requiring a vote for each share held. Preferred stock is senior to common stock with respect to dividends and upon liquidation of CSX.

## NOTE 4. Stock Plans and Share-Based Compensation

Under CSX's share-based compensation plans, awards primarily consist of performance grants, restricted stock awards, restricted stock units and stock grants for directors. 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.

The *Compensation-Stock Compensation Topic* in the ASC requires the cash flows resulting from income tax deductions in excess of compensation costs to be classified as financing cash flows. This requirement resulted in reduced net operating cash flows and increased net financing cash flows of approximately $4 million, $3 million and $13 million for fiscal years 2015, 2014 and 2013, respectively.

It also requires the disclosure of total compensation costs for share-based payment arrangements and the related tax benefits recognized in income. Share-based compensation expense is measured at the fair market value of the Company's stock on the grant date and is recognized on a straight-line basis over the service period of the respective award. Total pre-tax expense associated with share-based compensation and its related income tax benefit is shown in the table below.

| | Fiscal Years | | |
|---|---|---|---|
| *(Dollars in Millions)* | **2015** | 2014 | 2013 |
| Share-Based Compensation Expense | **$ 12** | $ 33 | $ 14 |
| Income Tax Benefit | **4** | 13 | 6 |

### *Stock Options*

During fourth quarter 2015, the Company granted 2.5 million in stock options to certain members of management. The fair value of stock options on the date of grant was $5.31 which was estimated using the Black-Scholes valuation model. Stock options have been granted with 10-year terms and vest three years after the date of grant. The exercise price for options granted equals the closing market price of the underlying stock on the date of grant.

### *Restricted Stock Grants*

Restricted stock grants consist of units and awards. Restricted stock units are granted as part of the Company's long-term incentive plan, with each unit being equivalent to one share of CSX stock and vest over three years. Restricted stock awards generally vest over an employment period of up to five years. The following table provides information about outstanding restricted stock units and awards combined. As of December 2015, unrecognized compensation expense for these awards and units was approximately $13 million, which will be expensed over a weighted-average remaining period of 2 years.

**NOTE 4. Stock Plans and Share-Based Compensation,** *continued*

| | Fiscal Years | | |
|---|---|---|---|
| | **2015** | 2014 | 2013 |
| Restricted Stock Units and Awards Outstanding *(Thousands)*[(a)] | 1,157 | 1,383 | 1,462 |
| Weighted-Average Fair Value at Grant Date | $ 28.66 | $ 25.03 | $ 23.89 |
| Restricted Stock Units and Awards Expense *(Millions)*[(a)] | $ 11 | $ 11 | $ 10 |
| Unvested Restricted Stock Units and Awards Outstanding *(Thousands)* | 406 | 601 | 705 |
| Weighted-Average Fair Value of Unvested Units and Awards Outstanding | $ 31.35 | $ 26.40 | $ 24.17 |

*(a) Time-based restricted stock units were granted to certain employees under the respective Long-term Incentive Plans in the amount of 312,000, 371,000, and 524,000 in 2015, 2014 and 2013, respectively, as described below. These units vest over three years, therefore only a partial amount of expense was recognized in 2015, 2014, and 2013, respectively.*

***Long-term Incentive Plans***

The CSX Long-term Incentive Plans ("LTIP") were adopted under the 2010 CSX Stock and Incentive Award Plan. The objective of these long-term incentive plans is to motivate and reward certain employees for achieving and exceeding certain financial and strategic initiatives. 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 each three-year cycle. In 2013, 2014 and 2015, target performance units were granted to certain employees under three separate LTIP plans covering three-year cycles: the 2013-2015 ("2013-2015 LTIP"), 2014-2016 ("2014-2016 LTIP") and 2015-2017 ("2015-2017 LTIP") plans (collectively, the "plans").

The key financial targets for the plans will be based on the achievement of goals related to both operating ratio and return on assets (tax-adjusted operating income divided by net property) excluding non-recurring items as disclosed in the Company's financial statements. The three-year cumulative operating ratio and average return on assets over the performance period will each comprise 50% of the payout and are measured independently of the other. The plans state that payouts for certain executive officers are subject to downward adjustment by up to 30% based upon total shareholder return relative to specified comparable groups. The total benefit recognized due to the plans was $1 million for fiscal year 2015 reflecting adjustments for reduced award payouts. The expense incurred due to the plans was $19 million and $2 million for fiscal years 2014 and 2013, respectively.

| | LTIP Plan (Plan Ended In) | | |
|---|---|---|---|
| | **2015** | 2016 | 2017 |
| Number of target units outstanding *(Thousands)*[(a)] | **1,317** | 1,115 | 826 |
| Weighted-average fair value at grant date [(a)] | **$ 25.90** | $ 28.60 | $ 35.94 |
| Payout Range | 0% - 200% | 0% - 200% | 0% - 200% |

*(a) Number of target units granted and weighted-average fair value calculations above include the value of both initial grants and subsequent, smaller grants issued at different prices based on grant date fair value to new or promoted employees not previously included.*

**NOTE 4. Stock Plans and Share-Based Compensation,** *continued*

***Restricted Stock Units***

As part of the 2013-2015, 2014-2016 and 2015-2017 LTIP plans, 524 thousand, 371 thousand and 312 thousand restricted stock units, respectively, were granted. 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. The restricted stock units and expenses are included in the information as shown within the Restricted Stock Grants section above.

As of December 2015, there was $7 million of total unrecognized compensation cost related to these plans that is expected to be recognized over a weighted-average period of approximately 2 years. The activity related to each of the outstanding long-term incentive plans is summarized as follows:

| | LTIP Plan (Plan Ended In) | | | Weighted-Average Fair Value at Grant Date |
|---|---|---|---|---|
| *(Units Outstanding, in Thousands)* | **2015** | **2016** | **2017** | |
| Unvested at December 27, 2013 | 1,318 | — | — | $ 25.32 |
| Granted in 2014 | 52 | 1,144 | — | 28.11 |
| Forfeited in 2014 | (40) | (25) | — | 26.33 |
| Unvested at December 26, 2014 | 1,330 | 1,119 | — | 26.66 |
| Granted in 2015 | 63 | 134 | 935 | 35.45 |
| Forfeited in 2015 | (76) | (138) | (109) | 30.06 |
| Vested at December 25, 2015 | 1,317 | — | — | 25.90 |
| Unvested at December 25, 2015 | — | 1,115 | 826 | $ 31.73 |

***Stock Awards for Directors***

CSX's non-management directors receive an annual retainer of $90,000 to be paid quarterly in cash, unless the director chooses to receive the retainer in the form of CSX common stock. Additionally, non-management directors receive an annual grant of common stock in the amount of approximately $150,000, with the number of shares to be granted based on the average closing price of CSX stock in the months of November, December and January. The following table provides information about shares issued to directors.

| | Fiscal Years | | |
|---|---|---|---|
| | **2015** | 2014 | 2013 |
| Shares Issued to Directors *(Thousands)* | **62** | 79 | 105 |
| Expense *(Millions)* | **$ 2** | $ 2 | $ 2 |
| Weighted Average Grant Date Stock Price | **$ 34.59** | $ 28.01 | $ 23.12 |

The directors may elect to defer receipt of their fees, in accordance with Internal Revenue Code ("IRC") Section 409A. Deferred cash amounts were credited to an account and invested in a choice of eight investment selections, including a CSX common stock equivalent fund. Distributions are made in accordance with elections made by the directors, consistent with the terms of the Directors' Deferred Compensation Plan.

**NOTE 5. Casualty, Environmental and Other Reserves**

Activity related to casualty, environmental and other reserves is as follows:

| *(Dollars in Millions)* | Casualty Reserves | Environmental Reserves | Other Reserves | Total |
|---|---|---|---|---|
| **December 28, 2012** | $ 325 | $ 88 | $ 64 | $ 477 |
| Charged to Expense | 54 | 48 | 38 | 140 |
| Payments | (99) | (36) | (31) | (166) |
| **December 27, 2013** | 280 | 100 | 71 | 451 |
| Charged to Expense [(a)] | 89 | 57 | 30 | 176 |
| Payments | (104) | (63) | (42) | (209) |
| **December 26, 2014** | 265 | 94 | 59 | 418 |
| Charged to Expense | 60 | 45 | 37 | 142 |
| Payments | (56) | (57) | (47) | (160) |
| **December 25, 2015** | $ 269 | $ 82 | $ 49 | $ 400 |

[(a)] *Increase in expense in 2014 is primarily due to the resolution of personal injury claims for prior years.*

These reserves are considered critical accounting estimates due to the need for significant management judgment. They are provided for in the consolidated balance sheets as shown in the table below.

| | **December 2015** | | | December 2014 | | |
|---|---|---|---|---|---|---|
| *(Dollars in Millions)* | **Current** | **Long-term** | **Total** | Current | Long-term | Total |
| Casualty: | | | | | | |
| Personal Injury | $ 57 | $ 147 | $ 204 | $ 68 | $ 123 | $ 191 |
| Asbestos | 9 | 44 | 53 | 5 | 51 | 56 |
| Occupational | 3 | 9 | 12 | 3 | 15 | 18 |
| Total Casualty | $ 69 | $ 200 | $ 269 | $ 76 | $ 189 | $ 265 |
| Environmental | 42 | 40 | 82 | 48 | 46 | 94 |
| Other | 20 | 29 | 49 | 18 | 41 | 59 |
| Total | $ 131 | $ 269 | $ 400 | $ 142 | $ 276 | $ 418 |

These liabilities are accrued when estimable and probable in accordance with the *Contingencies Topic* in the ASC. Actual settlements and claims received could differ and 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.

**NOTE 5. Casualty, Environmental and Other Reserves,** *continued*

***Casualty***

Casualty reserves of $265 million and $269 million for 2014 and 2015, respectively, represent accruals for personal injury, asbestos and occupational injury 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 estimate. 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 Company's casualty 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. During 2015, 2014 and 2013, there were no significant changes in estimate recorded to adjust casualty reserves.

*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 FELA. In addition to FELA liabilities, employees of other current or former CSX subsidiaries are covered by various state workers' compensation laws, the Federal Longshore and Harbor Workers' Compensation Program or the Maritime Jones Act.

CSXT retains an independent actuary to assist management in assessing the value of personal injury claims. An analysis is performed by the actuary 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.

*Asbestos & Occupational*

The Company is party to a number of asbestos claims by employees alleging exposure to asbestos in the workplace. The greatest possible exposure for employees resulted from work conducted in and around steam locomotive engines that were largely phased out beginning around the 1950s. Other types of exposures, however, including exposure from locomotive component parts and building materials, continued until these exposures were substantially eliminated by 1985. Additionally, the Company has retained liability for asbestos claims filed against its previously owned international container shipping business. Diseases associated with asbestos typically have long latency periods (amount of time between exposure to asbestos and the onset of the disease) which can range from 10 to 40 years after exposure.

Management reviews asserted asbestos claims quarterly. Since exposure to asbestos has been substantially eliminated, unasserted or incurred but not reported ("IBNR") asbestos claims are analyzed by a third-party specialist and reviewed by management annually. In 2014, management extended the forecast period from 7 years to 10 years. Based on a review of historical settlement trends, management concluded that ten years is the most probable time period in which unasserted asbestos claim filings and claim values can be estimated. The Company does not believe there is sufficient data to justify a projection period longer than 10 years at this time. The change in the forecast period resulted in an immaterial increase in the asbestos reserves during 2014. Approximately 20% of the recorded undiscounted liability is related to asserted claims and approximately 80% is related to unasserted claims as of December 25, 2015.

**NOTE 5. Casualty, Environmental and Other Reserves,** *continued*

CSXT's historical claim filings, settlement amounts, and dismissal rates are analyzed to determine future anticipated claim filing rates and average settlement values for asbestos claims reserves. The potentially exposed population is estimated by using CSXT's employment records and industry data. From this analysis, the specialist estimates the IBNR claims liabilities.

Occupational claims arise from allegations of exposure 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.

A summary of asbestos claims activity is as follows:

| | Fiscal Years | |
|---|---|---|
| | **2015** | 2014 |
| **Asserted Asbestos Claims** | | |
| Open Claims - Beginning of Year | **177** | 251 |
| New Claims Filed | **77** | 106 |
| Claims Settled | **(64)** | (95) |
| Claims Dismissed | **(30)** | (85) |
| Open Claims - End of Year | **160** | 177 |

***Environmental***

Environmental reserves were $94 million and $82 million for 2014 and 2015, respectively. 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 ("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.

**NOTE 5. 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. Environmental remediation costs are included in materials, supplies and other on the consolidated income statement.

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 estimated cost of remedial actions currently required.

***Other***

Other reserves of $59 million and $49 million for 2014 and 2015, respectively, include liabilities for various claims, such as property, automobile and general liability. Also included in other reserves are longshoremen disability claims related to a previously owned international shipping business (these claims are in runoff) as well as claims for current port employees.

## NOTE 6. Properties

A detail of the Company's net properties are as follows:

| *(Dollars in Millions)*<br>**December 2015** | Cost | Accumulated Depreciation | Net Book Value | Annual Depreciation Rate | Depreciation Method | Estimated Useful Life |
|---|---|---|---|---|---|---|
| Road | | | | | | |
| Rail and Other Track Material | $ 7,150 | $ (1,414) | $ 5,736 | 2.5% | Group Life | |
| Ties | 5,077 | (1,147) | 3,930 | 3.7% | Group Life | |
| Grading | 2,533 | (479) | 2,054 | 1.4% | Group Life | |
| Ballast | 2,793 | (802) | 1,991 | 2.7% | Group Life | |
| Bridges, Trestles, and Culverts | 2,238 | (283) | 1,955 | 1.6% | Group Life | |
| Signals and Interlockers | 2,315 | (416) | 1,899 | 4.0% | Group Life | |
| Buildings | 1,152 | (424) | 728 | 2.5% | Group Life | |
| Other | 4,306 | (1,793) | 2,513 | 4.2% | Group Life | |
| Total Road | 27,564 | (6,758) | 20,806 | | | 8-90 Years |
| Equipment | | | | | | |
| Locomotive | 5,673 | (2,461) | 3,212 | 3.6% | Group Life | |
| Freight Cars | 3,362 | (1,018) | 2,344 | 3.2% | Group Life | |
| Work Equipment and Other | 2,073 | (1,154) | 919 | 7.1% | Group Life | |
| Total Equipment | 11,108 | (4,633) | 6,475 | | | 3-38 Years |
| Land | 1,858 | — | 1,858 | N/A | N/A | N/A |
| Construction In Progress | 1,003 | — | 1,003 | N/A | N/A | N/A |
| Other | 41 | (9) | 32 | N/A | Straight Line | 4-30 Years |
| Total Properties | $ 41,574 | $ (11,400) | $ 30,174 | | | |

**NOTE 6. Properties,** *continued*

| *(Dollars in Millions)* **December 2014** | Cost | Accumulated Depreciation | Net Book Value | Annual Depreciation Rate | Depreciation Method | Estimated Useful Life |
|---|---|---|---|---|---|---|
| Road | | | | | | |
| Rail and Other Track Material | $ 6,771 | $ (1,400) | $ 5,371 | 2.5% | Group Life | |
| Ties | 4,807 | (1,060) | 3,747 | 3.7% | Group Life | |
| Grading | 2,460 | (481) | 1,979 | 1.4% | Group Life | |
| Ballast | 2,693 | (679) | 2,014 | 2.7% | Group Life | |
| Bridges, Trestles, and Culverts | 2,119 | (278) | 1,841 | 1.6% | Group Life | |
| Signals and Interlockers | 2,103 | (356) | 1,747 | 4.0% | Group Life | |
| Buildings | 1,102 | (377) | 725 | 2.5% | Group Life | |
| Other | 4,070 | (1,517) | 2,553 | 4.2% | Group Life | |
| Total Road | 26,125 | (6,148) | 19,977 | | | 8-90 Years |
| Equipment | | | | | | |
| Locomotive | 5,036 | (2,325) | 2,711 | 3.6% | Group Life | |
| Freight Cars | 3,244 | (1,169) | 2,075 | 3.2% | Group Life | |
| Work Equipment and Other | 1,828 | (1,032) | 796 | 7.1% | Group Life | |
| Total Equipment | 10,108 | (4,526) | 5,582 | | | 3-38 Years |
| Land | 1,875 | — | 1,875 | N/A | N/A | N/A |
| Construction In Progress | 1,196 | — | 1,196 | N/A | N/A | N/A |
| Other | 39 | (85) | (46) | N/A | Straight Line | 4-30 Years |
| Total Properties | $ 39,343 | $ (10,759) | $ 28,584 | | | |

*Railroad Assets*

The Company depreciates its rail assets, including main-line track, locomotives and freight cars, using the group-life method of accounting. Assets depreciated under the group-life method of accounting comprise 86% of total fixed assets of $42 billion on a gross basis as of December 2015. All other depreciable assets of the Company are depreciated on a straight-line basis. The group-life method aggregates assets with similar lives and characteristics into groups and depreciates each of these groups as a whole. When using the group-life method, an underlying assumption is that each group of assets, as a whole, is used and depreciated to the end of its recoverable life.

The Company currently utilizes more than 130 different depreciable asset categories to account for depreciation expense for the railroad assets that are depreciated under the group-life method of accounting. Examples of depreciable asset categories include 18 different categories for crossties due to the different combinations of density classifications and asset types. By utilizing various depreciable categories, the Company can more accurately account for the use of its assets. All assets of the Company are depreciated on a time or life basis.

The Company believes the group-life method of depreciation closely approximates the straight-line method of depreciation. Additionally, due to the nature of most of its assets (e.g. track is one contiguous, connected asset) the Company believes that this is the most effective way to properly depreciate its assets.

**NOTE 6. Properties,** *continued*

Under the group-life method of accounting, the service lives and salvage values for each group of assets are determined by completing periodic depreciation studies and applying management's assumptions regarding the service lives of its properties. A depreciation study (also referred to as a life study) is the periodic review of asset service lives, salvage values, accumulated depreciation, and other related factors for group assets conducted by a third-party specialist, analyzed by the Company's management and approved by the Surface Transportation Board ("STB"), the regulatory board that has broad jurisdiction over railroad practices. The STB requires depreciation studies be performed for equipment assets generally every three years and for road (e.g. bridges and signals) and track (e.g. rail, ties and ballast) assets generally every six years. The Company believes the frequency currently required by the STB provides adequate review of asset service lives and that a more frequent review would not result in a material change due to the long-lived nature of most of the assets. In 2014, the Company completed a depreciation study for its road and track assets. In 2012, the Company completed a depreciation study for its equipment assets and a technical update (an update to the prior depreciation study) for its road and track assets. The Company plans to complete the next depreciation study for road and track assets in 2020 and for equipment assets in 2016.

The results of the depreciation study process determine the service lives for each asset group under the group-life method. Road assets, including main-line track, have estimated service lives ranging from eight years for system roadway machinery to 90 years for grading (construction of protection for the roadway, tracks and embankments). Equipment assets, including locomotives and freight cars, have estimated service lives ranging from three years for technology assets to 38 years for work equipment. Changes in asset service lives due to the results of the depreciation studies are applied on a prospective basis and could significantly impact future periods' depreciation expense, and thus, the Company's results of operations.

There are several factors taken into account during the depreciation study and they include:

- statistical analysis of historical life and salvage data for each group of property;
- statistical analysis of historical retirements for each group of property;
- evaluation of current operations;
- evaluation of technological advances and maintenance schedules;
- previous assessment of the condition of the assets;
- management's outlook on the future use of certain asset groups;
- expected net salvage to be received upon retirement; and
- comparison of assets to the same asset groups with other companies.

**NOTE 6. Properties,** *continued*

For retirements or disposals of depreciable rail assets that occur in the ordinary course of business, the asset cost (net of salvage value or sales proceeds) is charged to accumulated depreciation and no gain or loss is recognized. As individual assets within a specific group are retired or disposed of, resulting gains and losses are recorded in accumulated depreciation. This practice is consistent with accounting treatment normally prescribed under the group-life method. As part of the depreciation study, an assessment of the recorded amount of accumulated depreciation is made to determine if it is deficient (or in excess) of the appropriate amount indicated by the study. Any such deficiency (or excess), including any deferred gains or losses, is amortized as a component of depreciation expense over the remaining service life of the asset group until the next required depreciation study. Since the overall assumption with the group-life method of accounting is that the assets within the group on average have the same service life and characteristics, it is therefore concluded that the deferred gains and losses offset over time.

Since the rail network is one contiguous, connected network it is impractical to maintain specific identification records for these assets. For road assets (such as rail and track related items), CSX utilizes a first-in, first-out approach to asset retirements. The historical cost of these replaced assets is estimated using inflation indices published by the Bureau of Labor Statistics applied to the replacement value based on the age of the retired asset. The indices are used because they closely correlate with the major cost of the materials comprising the applicable road assets.

Equipment assets (such as locomotives and freight cars) are specifically identified at retirement. When an equipment asset is retired that has been depreciated using the group-life method, the cost is reduced from the cost base and recorded in accumulated depreciation.

In the event that large groups of assets are removed from service as a result of unusual acts or sales, resulting gains and losses are recognized immediately. These acts are not considered to be in the normal course of business and are therefore recognized when incurred. Examples of such acts would be the major destruction of assets due to significant storm damage (e.g. major hurricanes), the sale of a rail line segment or the disposal of an entire class of assets (e.g. disposal of all refrigerated freight cars). Abnormal operating gains were $23 million in 2015 primarily related to the sale of an operating rail line segment. There were no abnormal operating gains or losses in 2014. Abnormal operating gains of $65 million in 2013 were related to a deferred gain from the 2011 sale of an operating rail line segment as well as a non-monetary exchange of easements and rail assets.

Recent experience with depreciation studies has resulted in depreciation rate changes, which did not materially affect the Company’s annual depreciation expense of $1.2 billion, $1.2 billion and $1.1 billion for 2015, 2014 and 2013, respectively. In general, changes in depreciation rates result from updated average asset service lives as determined during depreciation studies.

*Non-Railroad Assets, Capital Leases and Land*

The majority of non-railroad property is depreciated using the straight-line method on a per asset basis. The depreciable lives of this property are periodically reviewed by the Company and any changes are applied on a prospective basis. Amortization expense recorded under capital leases is included in depreciation expense on the consolidated income statements. For retirements or disposals of non-railroad depreciable assets and all dispositions of land, the resulting gains or losses are recognized in earnings at the time of disposal. During 2015, the Company recognized a gain of $59 million related to the sale of non-operating easements, which is recognized in other income on the consolidated statements of income. (For additional information regarding cost reimbursements related to this sale, see Note 10, Other Income.) These gains and losses were not material for any other period presented.

**NOTE 6. Properties,** *continued*

*Impairment Review*

Properties and other long-lived assets are reviewed for impairment annually or whenever events or business conditions indicate the carrying amount of such assets may not be fully recoverable. Initial assessments of recoverability are based on estimates of undiscounted future net cash flows associated with an asset or a group of assets in accordance with the *Property, Plant, and Equipment Topic* in the ASC. Where impairment is indicated, the assets are evaluated and their carrying amount is reduced to fair value based on discounted net cash flows or other estimates of fair value.

*Capital Expenditures*

The Company's capital investment includes purchased or self-constructed assets and property additions that substantially extend the service life or increase the utility of those assets. Indirect costs that can be specifically traced to capital projects are also capitalized. The Company is committed to maintaining and improving its existing infrastructure and expanding its network for long-term growth. Rail operations are capital intensive and CSX accounts for these costs in accordance with GAAP and the Company's capitalization policy. All properties are stated at historical cost less an allowance for accumulated depreciation.

The Company's largest category of capital investment is the replacement of track assets and the acquisition or construction of new assets that enable CSX to enhance its operations or provide new capacity offerings to its customers. These construction projects are typically completed by CSXT employees. Costs for track asset replacement and capacity projects that are capitalized include:

- labor costs, because many of the assets are self-constructed;
- costs to purchase or construct new track or to prepare ground for the laying of track;
- welding (rail, field and plant) which are processes used to connect segments of rail;
- new ballast, which is gravel and crushed stone that holds track in line;
- fuels and lubricants associated with tie, rail and surfacing work which is the process of raising track to a designated elevation over an extended distance;
- cross, switch and bridge ties which are the braces that support the rails on a track;
- gauging which is the process of standardizing the distance between rails;
- handling costs associated with installing ties or ballast;
- usage charge of machinery and equipment utilized in construction or installation; and
- other track materials.

The primary cost in self-constructed track replacement work is labor. CSXT engineering employees directly charge their labor to the track replacement project (the capitalized depreciable property). These employees concurrently perform deconstruction and installation of track material. Because of this concurrent process, CSX must estimate the amount of labor that is related to deconstruction versus installation. Through analysis of CSXT's track replacement process, CSX determined that approximately 20% of labor costs associated with track material installation is related to the deconstruction of old track and 80% is associated with the installation of new track.

**NOTE 6. Properties,** *continued*

Capital investment related to locomotives and freight cars comprises the second largest category of the Company's capital assets. This category includes purchase costs of locomotives and freight cars as well as certain equipment leases that are considered to be capital leases in accordance with the *Leases Topic* in the ASC. In addition, costs to modify or rebuild these assets are capitalized if the investment incurred extends the asset's service life or improves utilization. Improvement projects must meet specified dollar thresholds to be capitalized and are reviewed by management to determine proper accounting treatment. Routine repairs and maintenance costs, for all asset categories, are expensed as incurred.

**NOTE 7. Commitments and Contingencies**

***Lease Commitments***

The Company has various lease agreements with other parties with terms up to 30 years. Non-cancelable, long-term leases may include provisions for maintenance, options to purchase and options to extend the terms. The Company uses the straight-line method to recognize rent expense associated with operating leases that include escalations over their terms. These amounts are shown in the table below.

| | Fiscal Years | | |
|---|---|---|---|
| *(Dollars in Millions)* | **2015** | 2014 | 2013 |
| Rent Expense on Operating Leases | **$ 66** | $ 61 | $ 60 |

At December 2015, minimum rentals on land, buildings, track and equipment under operating leases are disclosed in the table below. Also, payments to Conrail for leases on shared rail infrastructure are included in these amounts. (See Note 12, Related Party Transactions).

| *(Dollars in Millions)* Years | Operating Leases | Sublease Income | Net Lease Commitments |
|---|---|---|---|
| 2016 | $ 76 | $ (3) | $ 73 |
| 2017 | 69 | (3) | 66 |
| 2018 | 55 | (2) | 53 |
| 2019 | 53 | (2) | 51 |
| 2020 | 35 | (2) | 33 |
| Thereafter | 167 | (8) | 159 |
| Total | $ 455 | $ (20) | $ 435 |

***Purchase Commitments***

CSXT has a commitment under a long-term maintenance program that currently covers 50% of CSXT's fleet of locomotives. The agreement is based on the maintenance cycle for each locomotive. Under CSXT's current obligations, the agreement will expire no earlier than 2031. The costs expected to be incurred throughout the duration of the agreement fluctuate as locomotives are placed into or removed from service, or as required maintenance schedules are revised. The table below includes both active and inactive locomotives covered under this agreement.

**NOTE 7. Commitments and Contingencies,** *continued*

The following table summarizes the number of locomotives covered and CSXT's payments under the long-term maintenance program.

| | Fiscal Years | | |
|---|---|---|---|
| *(Dollars in Millions)* | **2015** | 2014 | 2013 |
| Amounts Paid | **$ 233** | $ 247 | $ 287 |
| Number of Locomotives | **2,310** | 1,886 | 1,886 |

Annual payments related to the locomotive purchase obligations, including amounts that would be payable under the long-term maintenance program, are estimated in the table below. The amount of the ultimate purchase commitment depends upon the model of locomotive acquired and the timing of delivery.

Additionally, the Company has various other commitments to purchase technology, communications, railcar maintenance and other services from various suppliers. Total annual payments under all of these purchase commitments are also estimated in the table below.

| *(Dollars in Millions)* | **Locomotive & Maintenance Payments** | **Other Commitments** | **Total** |
|---|---|---|---|
| 2016 | $ 570 | $ 110 | $ 680 |
| 2017 | 561 | 74 | 635 |
| 2018 | 287 | 20 | 307 |
| 2019 | 306 | 17 | 323 |
| 2020 | 316 | 12 | 328 |
| Thereafter | 4,515 | 64 | 4,579 |
| Total | $ 6,555 | $ 297 | $ 6,852 |

***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 property and liability 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 insurance coverage is adequate, future claims could exceed existing insurance coverage or insurance may not continue to be available at commercially reasonable rates.

**NOTE 7. 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 and labor claims by current or former 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 predicted with certainty, considering, among other things, the legal defenses available and liabilities that have been recorded along with applicable insurance, it is currently the opinion of 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 $2 million to $78 million in aggregate at December 25, 2015. 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 in federal court in the District of Columbia, where they are now pending. 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, but 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. The District Court remand proceedings are underway. Although a class certification hearing had been scheduled for November 2015, it has been postponed pending the U.S. Supreme Court’s decision on a class certification issue in an unrelated case. The District Court has delayed proceedings on the merits of the case pending the outcome of the class certification remand proceedings.

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.

**NOTE 7. Commitments and Contingencies,** *continued*

*Environmental*

CSXT has indemnified Pharmacia LLC (formerly known as Monsanto Company) for certain liabilities associated with real estate located in Kearny, New Jersey along the Lower Passaic River (the “Property”). The Property, which was formerly owned by Pharmacia, is now owned by CSXT. CSXT's indemnification and defense duties arise with respect to several matters. CSXT, on behalf of Pharmacia, is conducting a Remedial Investigation and Feasibility Study of the 17-mile Lower Passaic River Study Area with approximately 55 other parties pursuant to an Administrative Settlement Agreement and Order on Consent with the U.S. Environmental Protection Agency ("EPA"). The EPA, using its CERCLA authority, seeks cleanup and removal costs and other damages associated with the presence of hazardous substances in the Lower Passaic River Study Area. In April 2014, the EPA announced its proposed plan to remediate the lower 8 miles of the Lower Passaic River, which was based on a Focused Feasibility Study. After review of public comments, EPA is expected to issue its cleanup plan for the lower eight miles of the Lower Passaic River in 2016.

CSXT is also defending and indemnifying Pharmacia in a cooperative natural resource damages assessment process related to the Property. Based on currently available information, the Company does not believe any remediation costs potentially allocable to CSXT would be material to the Company's financial condition, results of operations or liquidity.

**NOTE 8. Employee Benefit Plans**

The Company sponsors defined benefit pension plans principally for salaried, management personnel. For employees hired prior to January 1, 2003, 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 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. Eligible retirees who are age 65 years or older (Medicare-eligible) are covered by a health reimbursement arrangement, which is an employer-funded account that can be used for reimbursement of eligible medical expenses. Eligible retirees younger than 65 years (non-Medicare eligible) are covered by a self-insured program partially funded by participating retirees. 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. In order to perform this valuation, the actuaries are provided with the details of the population covered at the beginning of the year, summarized in the table below, and projects that population forward to the end of the year.

**NOTE 8. Employee Benefit Plans,** *continued*

| | Summary of Participants as of January 1, 2015 | |
|---|---|---|
| | Pension Plans | Post-retirement Medical Plan |
| Active Employees | 5,234 | 1,212 |
| Retirees and Beneficiaries | 11,777 | 12,957 |
| Other[(a)] | 3,781 | 69 |
| Total | 20,792 | 14,238 |

*(a) For pension plans, the other category consists mostly of terminated but vested former employees. For post-retirement plans, the other category consists of employees on long-term disability that have not yet retired.*

The benefit obligation for these plans represents the liability of the Company for current and retired employees and is affected primarily by the following:

- service cost (benefits attributed to employee service during the period);
- interest cost (interest on the liability due to the passage of time);
- actuarial gains/losses (experience during the year different from that assumed and changes in plan assumptions); and
- benefits paid to participants.

***Cash Flows***

Plan assets are amounts that have been segregated and restricted to provide qualified pension plan benefits and include amounts contributed by the Company and amounts earned from invested contributions, net of benefits paid. Qualified pension plan obligations are funded in accordance with regulatory requirements and with an objective of meeting minimum funding requirements necessary to avoid restrictions on flexibility of plan operation and benefit payments. The Company funds the cost of the post-retirement medical and life insurance benefits as well as nonqualified pension benefits on a pay-as-you go basis. No contributions were made during 2013, 2014 and 2015. No contributions to the Company's qualified pension plans are expected in 2016.

Future expected benefit payments are as follows:

| | Expected Cash Flows | |
|---|---|---|
| *(Dollars in Millions)* | Pension Benefits | Post-retirement Benefits |
| 2016 | $ 187 | $ 36 |
| 2017 | 188 | 34 |
| 2018 | 188 | 31 |
| 2019 | 183 | 29 |
| 2020 | 183 | 27 |
| 2021-2025 | 917 | 107 |
| Total | $ 1,846 | $ 264 |

**NOTE 8. Employee Benefit Plans,** *continued*

***Plan Assets***

The CSX Investment Committee (the "Investment Committee"), whose members were selected by the Chief Financial Officer and approved by the Chief Executive Officer, is responsible for oversight and investment of plan assets. The Investment Committee utilizes an investment asset allocation strategy that is monitored on an ongoing basis and that is updated periodically in consideration of plan or employee changes, or changing market conditions. These studies provide an extensive modeling of asset investment return in conjunction with projected plan liabilities and seek to evaluate how to maximize return within the constraints of acceptable risk. The current asset allocation targets 70% equity investments and 30% fixed income investments and cash. Within equity, a further target is currently established for 42% of total plan assets in domestic equity and 28% in international equity. Allocations are evaluated for levels within 3% of targeted allocations and are adjusted quarterly as necessary. The distribution of pension plan assets as of the measurement date is shown in the table below, and these assets are netted against the pension liabilities on the balance sheet.

| | **December 2015** | | December 2014 | |
|---|---|---|---|---|
| *(Dollars in Millions)* | **Amount** | **Percent of Total Assets** | Amount | Percent of Total Assets |
| Equity | **$ 1,626** | **70%** | $ 1,715 | 68% |
| Fixed Income | **641** | **28** | 740 | 30 |
| Cash and Cash Equivalents | **42** | **2** | 49 | 2 |
| Total | **$ 2,309** | **100%** | $ 2,504 | 100% |

Under the supervision of the Investment Committee, individual investments or fund managers are selected in accordance with standards of prudence applicable to asset diversification and investment suitability. The Company also selects fund managers with differing investment styles and benchmarks their investment returns against appropriate indices. Fund investment performance is continuously monitored. Acceptable performance is determined in the context of the long-term return objectives of the fund and appropriate asset class benchmarks.

Within the Company's equity funds, the U.S. stock segment includes diversification among large and small capitalization stocks. The international stock segment is diversified in a similar manner as well as in developed versus emerging markets stocks. Guidelines established with individual managers limit investment by industry sectors, individual stock issuer concentration and the use of derivatives and CSX securities.

Fixed income securities guidelines established with individual managers specify the types of allowable investments, such as government, corporate and asset-backed bonds, targets certain allocation ranges for domestic and foreign investments and limits the use of certain derivatives. Additionally, guidelines stipulate minimum credit quality constraints and any prohibited securities. For detailed information regarding the fair value of pension assets, see Note 13, Fair Value Measurements.

**NOTE 8. Employee Benefit Plans,** *continued*

***Benefit Obligation, Plan Assets and Funded Status***

Changes in benefit obligation and the fair value of plan assets for the 2015 and 2014 calendar plan years are as follows:

| | Pension Benefits | | Post-retirement Benefits | |
|---|---|---|---|---|
| *(Dollars in Millions)* | **Plan Year 2015** | Plan Year 2014 | **Plan Year 2015** | Plan Year 2014 |
| **Actuarial Present Value of Benefit Obligation** | | | | |
| Accumulated Benefit Obligation | **$ 2,672** | $ 2,849 | **N/A** | N/A |
| Projected Benefit Obligation | **2,860** | 3,002 | **$ 314** | $ 340 |
| **Change in Projected Benefit Obligation:** | | | | |
| Projected Benefit Obligation at Beginning of Plan Year | **$ 3,002** | $ 2,679 | **$ 340** | $ 350 |
| Service Cost | **45** | 44 | **2** | 3 |
| Interest Cost | **116** | 123 | **12** | 13 |
| Plan Participants' Contributions | **—** | — | **7** | 7 |
| Workforce Reduction Program/Curtailment | **7** | 27 | **—** | 8 |
| Actuarial Loss (Gain) | **(110)** | 333 | **(7)** | (8) |
| Benefits Paid | **(200)** | (204) | **(40)** | (33) |
| Benefit Obligation at End of Plan Year | **$ 2,860** | $ 3,002 | **$ 314** | $ 340 |
| **Change in Plan Assets:** | | | | |
| Fair Value of Plan Assets at Beginning of Plan Year | **$ 2,504** | $ 2,500 | **$ —** | $ — |
| Actual Return on Plan Assets | **(9)** | 195 | **—** | — |
| Non-qualified Employer Contributions | **14** | 13 | **33** | 26 |
| Plan Participants' Contributions | **—** | — | **7** | 7 |
| Benefits Paid | **(200)** | (204) | **(40)** | (33) |
| Fair Value of Plan Assets at End of Plan Year | **2,309** | 2,504 | **—** | — |
| **Funded Status at End of Plan Year** | **$ (551)** | $ (498) | **$ (314)** | $ (340) |

For qualified plan funding purposes, assets and discounted liabilities are measured in accordance with the Employee Retirement Income Security Act ("ERISA"), as well as other related provisions of the IRC and related regulations. Under these funding provisions and the alternative measurements available thereunder, the Company estimates its unfunded obligation for qualified plans on an annual basis.

In accordance with *Compensation-Retirement Benefits Topic* in the ASC, an employer must recognize the funded status of a pension or other post-retirement benefit plan by recording a liability (underfunded plan) or asset (overfunded plan) for the difference between the projected benefit obligation (or the accumulated post-retirement benefit obligation for a post-retirement benefit plan) and the fair value of plan assets at the plan measurement date. Amounts related to pension and post-retirement benefits recorded in other long-term assets, labor and fringe benefits payable and other long-term liabilities on the balance sheet are as follows:

**NOTE 8. Employee Benefit Plans,** *continued*

| | Pension Benefits | | Post-retirement Benefits | |
|---|---|---|---|---|
| *(Dollars in Millions)* | **December 2015** | December 2014 | **December 2015** | December 2014 |
| **Amounts Recorded in Consolidated Balance Sheets:** | | | | |
| Long-term Assets [(a)] | **$ 9** | $ 9 | **$ —** | $ — |
| Current Liabilities | **(15)** | (15) | **(36)** | (37) |
| Long-term Liabilities | **(545)** | (492) | **(278)** | (303) |
| Net Amount Recognized in Consolidated Balance Sheets | **$ (551)** | $ (498) | **$ (314)** | $ (340) |

*(a) Long-term assets as of December 2015 and 2014 relate to one of the qualified pension plans whose assets exceed projected benefit obligations.*

The funded status, or amount by which the benefit obligation exceeds the fair value of plan assets, represents a liability. At December 2015, the status of CSX plans only with a net liability is disclosed below. The total fair value of all plans as of December 2015 was $2.3 billion, which includes the qualified pension plans with net assets.

| *(Dollars in Millions)*<br>**Benefit Obligations in Excess of Plan Assets** | **Aggregate Fair Value of Plan Assets** | **Aggregate Projected Benefit Obligation** |
|---|---|---|
| Projected Benefit Obligation | $ 2,273 | $ (2,833) |
| Accumulated Benefit Obligation | 2,273 | (2,645) |

**NOTE 8. Employee Benefit Plans,** *continued*

***Net Benefit Expense***

The following table describes the components of expense/(income) related to net benefit expense recorded in labor and fringe on the income statement.

| | Pension Benefits Fiscal Years | | | Post-retirement Benefits Fiscal Years | | |
|---|---|---|---|---|---|---|
| *(Dollars in Millions)* | **2015** | 2014 | 2013 | **2015** | 2014 | 2013 |
| Service Cost | **$ 45** | $ 44 | $ 49 | **$ 2** | $ 3 | $ 3 |
| Interest Cost | **116** | 123 | 108 | **12** | 13 | 13 |
| Expected Return on Plan Assets | **(162)** | (166) | (162) | **—** | — | — |
| Amortization of Net Loss | **70** | 57 | 100 | **4** | 5 | 14 |
| Amortization of Prior Service Cost | **—** | — | — | **(1)** | (1) | (1) |
| Net Periodic Benefit Expense | **69** | 58 | 95 | **17** | 20 | 29 |
| Special Termination Benefits - Workforce Reduction Program/ Curtailment[(a)] | **7** | 27 | — | **—** | 8 | — |
| Settlement Gain[(b)] | **(2)** | (1) | (2) | **—** | — | — |
| Total Expense | **$ 74** | $ 84 | $ 93 | **$ 17** | $ 28 | $ 29 |

*(a) Special termination benefits are charges in 2015 and 2014 that resulted from a management workforce reduction program initiated in 2014. For further information regarding the program, see Note 1. Nature of Operations and Significant Accounting Policies.*

*(b) Settlement gains were recognized as one of the pension plan's lump-sum payments to retirees with insignificant balances exceeded the sum of the service cost and interest cost recognized. The gain is the recognition of a portion of its accumulated other comprehensive income related to that plan.*

***Pension and Other Post-Employment Benefits Adjustments***

The following table shows the pre-tax change in other comprehensive loss (income) attributable to the components of net expense and the change in benefit obligation for CSX for pension and other post-employment benefits.

| *(Dollars in Millions)* | Pension Benefits | | Post-retirement Benefits | |
|---|---|---|---|---|
| **Components of Other Comprehensive Loss (Income)** | **December 2015** | December 2014 | **December 2015** | December 2014 |
| Recognized in the balance sheet | | | | |
| Losses (Gains) | **$ 60** | $ 305 | **$ (7)** | $ (8) |
| Expense (Income) recognized in the income statement | | | | |
| Amortization of net losses *[(a)]* | **$ 70** | $ 57 | **$ 4** | $ 5 |
| Settlement gain | **(2)** | (1) | **—** | — |
| Amortization of prior service costs | **—** | — | **(1)** | (1) |

*(a) Amortization of net losses estimated to be expensed for 2016 is approximately $48 million and $2 million for pension benefits and post-retirement benefits, respectively.*

**NOTE 8. Employee Benefit Plans,** *continued*

As of December 2015, the balances of pre-tax amounts to be amortized that are included in accumulated other comprehensive loss (a component of shareholders' equity) are as follows:

| | Pension Benefits | Post-retirement Benefits |
|---|---|---|
| Losses | $ 900 | $ 49 |
| Prior Service Costs (Credits) | — | — |
| Total | $ 900 | $ 49 |

***Assumptions***

The expected long-term average rate of return on plan assets reflects the average rate of earnings expected on the funds invested, or to be invested, to provide for benefits included in the projected benefit obligation. In estimating that rate, the Company gives appropriate consideration to the returns being earned by the plan assets in the funds and the rates of return expected to be available for reinvestment as well as the current and projected asset mix of the funds. Management balances market expectations obtained from various investment managers and economists with both market and actual plan historical returns to develop a reasonable estimate of the expected long-term rate of return on assets. This assumption is reviewed annually and adjusted as deemed appropriate.

Weighted-average assumptions used in accounting for the plans were as follows:

| | Pension Benefits | | Post-retirement Benefits | |
|---|---|---|---|---|
| | **2015** | 2014 | **2015** | 2014 |
| Expected Long-term Return on Plan Assets: | | | | |
| Benefit Cost for Plan Year | **7.25%** | 7.50% | **N/A** | N/A |
| Benefit Obligation at End of Plan Year | **7.00%** | 7.25% | **N/A** | N/A |
| Discount Rates: | | | | |
| Benefit Cost for Plan Year | **4.00%** | 4.75% | **3.60%** | 4.25% |
| Benefit Obligation at End of Plan Year | **4.30%** | 4.00% | **3.85%** | 3.60% |
| Salary Scale Inflation | **4.60%** | 4.10% | **N/A** | N/A |

The impact of the health care cost trend rate is immaterial to the post-retirement benefit cost and obligation due to the plan's health reimbursement arrangement that covers Medicare-eligible retirees.

***Other Plans***

Under collective bargaining agreements, the Company participates in a multi-employer benefit plan, which provides certain post-retirement health care and life insurance benefits to eligible contract employees. Premiums under this plan are expensed as incurred and amounted to $32 million, $37 million and $41 million in 2015, 2014 and 2013, respectively.

The Company maintains savings plans for virtually all full-time salaried employees and certain employees covered by collective bargaining agreements. Expense associated with these plans was $36 million, $41 million and $37 million for 2015, 2014 and 2013, respectively.

## NOTE 9. Debt and Credit Agreements

Debt at December 2015 and December 2014 is shown in the table below. For information regarding the fair value of debt, see Note 13, Fair Value Measurements.

| *(Dollars in Millions)* | **Maturity at December 2015** | **Average Interest Rates at December 2015** | **December 2015** | December 2014 |
|---|---|---|---|---|
| Notes | 2017-2054 | 5.2% | **$ 10,445** | $ 9,456 |
| Equipment Obligations[(a)] | 2016-2023 | 6.3% | **250** | 277 |
| Capital Leases | 2016-2026 | 15.0% | **7** | 8 |
| Convertible Debentures | 2021 | 1.0% | **1** | 1 |
| Subtotal Long-term Debt (including current portion) | | | **$ 10,703** | $ 9,742 |
| Less Debt Due within One Year | | | **(20)** | (228) |
| Long-term Debt (excluding current portion) | | | **$ 10,683** | $ 9,514 |

*(a) These obligations are secured by an interest in certain railroad equipment.*

### *Debt Issuance & Early Redemption of Long-term Debt*

During 2015, CSX issued $600 million of 3.95% notes due 2050 and $600 million of 3.35% notes due 2025. These notes are included in the consolidated balance sheets under long-term debt and may be redeemed by the Company at any time at the applicable redemption premium. Proceeds were used for general corporate purposes, which may include repurchases of CSX's common stock, capital investment, working capital requirements, improvements in productivity and other cost reductions at CSX's major transportation units.

During 2014, CSX issued $550 million of 3.40% notes due 2024 and $450 million of 4.50% notes due 2054. The net proceeds of the 2014 issuances were used to redeem $263 million of CSXT's 8.375% secured equipment obligations that otherwise would have matured on October 15, 2014 and $400 million of CSX Corporation's 6.25% unsecured notes that otherwise would have matured April 1, 2015. Proceeds were used for general corporate purposes, which may include repurchases of CSX's common stock, capital investment, working capital requirements, improvements in productivity and other cost reductions at CSX's major transportation units. CSX recognized $16 million of other expense in 2014 for the early redemption premium related to $663 million of note repayments. For more information regarding a non-cash debt transaction with a related party, see Note 12. Related Party Transactions.

### *Long-term Debt Maturities*

| *(Dollars in Millions)* **Fiscal Years Ending** | **Maturities as of December 2015** |
|---|---|
| 2016 | $ 20 |
| 2017 | 632 |
| 2018 | 619 |
| 2019 | 518 |
| 2020 | 745 |
| Thereafter | 8,169 |
| Total Long-term Debt Maturities (including current portion) | $ 10,703 |

**NOTE 9. Debt and Credit Agreements,** *continued*

***Credit Facilities***

During 2015, CSX replaced its existing $1 billion unsecured, revolving credit facility backed by a diverse syndicate of banks which was set to expire in September 2016. This new facility expires in May 2020, 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.

Commitment fees and interest rates payable under the facility were similar to fees and rates available to comparably rated investment-grade borrowers. At December 2015, CSX was in compliance with all covenant requirements under the facilities.

***Receivables Securitization Facility***

The Company has a receivables securitization facility with a three-year term expiring in June 2017. The purpose of this facility is to provide an alternative to commercial paper and a low cost source of short-term liquidity of up to $250 million, depending on eligible receivables balances. Under the terms of this facility, CSXT transfers eligible third-party receivables to CSX Trade Receivables, LLC ("CSX Trade Receivables"), a bankruptcy-remote special purpose subsidiary. A separate subsidiary of CSX services the receivables. Upon transfer, the receivables become assets of CSX Trade Receivables and are not available to the creditors of CSX or any of its other subsidiaries. In the event CSX Trade Receivables draws under this facility, the Company will record an equivalent amount of debt on its consolidated financial statements. As of the date of this filing, the Company has no outstanding balances under this facility.

**NOTE 10. Other Income - Net**

The Company derives income from items that are not considered operating activities. Income from these items is reported net of related expense. Income from real estate operations includes the results of the Company's non-operating real estate sales, leasing, acquisition and management and development activities and may fluctuate as a function of timing of real estate sales. Miscellaneous income (expense) includes equity earnings or losses, investment gains and losses and other non-operating activities and may fluctuate due to timing. Other income – net consisted of the following:

| | Fiscal Years | | |
|---|---|---|---|
| *(Dollars in Millions)* | **2015** | 2014 | 2013 |
| Interest Income | **$ 6** | $ 5 | $ 8 |
| Income from Real Estate Operations [(a)] | **83** | 23 | 23 |
| Miscellaneous Income (Expense) [(b)] | **9** | (52) | (20) |
| Total Other Income (Expense) - Net | **$ 98** | $ (24) | $ 11 |
| Gross Revenue from Real Estate Operations included above | **$ 104** | $ 47 | $ 48 |

*(a) Income from real estate operations increased from 2014 to 2015 primarily due to a $59 million gain on a sale of non-operating easements. For additional information, see Note 6, Properties.*

*(b) Miscellaneous income increased from 2014 to 2015 primarily due to a reimbursement of environmental costs of $21 million related to the sale above. Additionally, 2015 environmental costs were $21 million lower than 2014, and prior year costs of $16 million associated with the early redemption of long-term debt did not repeat in the current year.*

## NOTE 11. Income Taxes

Earnings before income taxes of $3.1 billion, $3.0 billion and $2.9 billion for fiscal years 2015, 2014 and 2013, respectively, represent earnings from domestic operations. The breakdown of income tax expense between current and deferred is as follows:

| | Fiscal Years | | |
|---|---|---|---|
| *(Dollars in Millions)* | **2015** | 2014 | 2013 |
| Current: | | | |
| Federal | **$ 619** | $ 729 | $ 671 |
| State | **95** | 90 | 87 |
| Subtotal Current | **714** | 819 | 758 |
| Deferred: | | | |
| Federal | **414** | 291 | 285 |
| State | **42** | 7 | 15 |
| Subtotal Deferred | **456** | 298 | 300 |
| Total | **$ 1,170** | $ 1,117 | $ 1,058 |

Income tax expense reconciled to the tax computed at statutory rates is presented in the table below. The Company recorded a tax benefit of $4 million, $31 million and $42 million in 2015, 2014 and 2013, respectively, primarily as a result of federal and state legislative changes as well as the resolution of other federal and state tax matters. Each year's benefit is included in the state income tax and other lines in the table below.

| | Fiscal Years | | | | | |
|---|---|---|---|---|---|---|
| *(Dollars In Millions)* | **2015** | | 2014 | | 2013 | |
| Federal Income Taxes | **$ 1,098** | **35.0 %** | $ 1,066 | 35.0 % | $ 1,023 | 35.0 % |
| State Income Taxes | **86** | **2.7 %** | 61 | 2.0 % | 65 | 2.2 % |
| Other | **(14)** | **(0.4)%** | (10) | (0.3)% | (30) | (1.0)% |
| Income Tax Expense/Rate | **$ 1,170** | **37.3 %** | $ 1,117 | 36.7 % | $ 1,058 | 36.2 % |

In September 2013, the IRS issued final regulations governing the income tax treatment of the acquisition, disposition and repair of tangible property. The regulations were effective beginning in 2014. These new regulations did not have a material impact on the financial statements.

The significant components of deferred income tax assets and liabilities include:

| | **2015** | | 2014 | |
|---|---|---|---|---|
| *(Dollars in Millions)* | **Assets** | **Liabilities** | Assets | Liabilities |
| Pension Plans | **$ 207** | **$ —** | $ 188 | $ — |
| Other Employee Benefit Plans | **258** | **—** | 306 | — |
| Accelerated Depreciation | **—** | **9,614** | — | 9,133 |
| Other | **261** | **291** | 256 | 334 |
| Total | **$ 726** | **$ 9,905** | $ 750 | $ 9,467 |
| Net Deferred Income Tax Liabilities | | **$ 9,179** | | $ 8,717 |

**NOTE 11. Income Taxes,** *continued*

The primary factors in the change in year-end net deferred income tax liability balances include:

- annual provision for deferred income tax expense and
- accumulated other comprehensive loss.

The Company files a consolidated federal income tax return, which includes its principal domestic subsidiaries. Income tax incurred on the operations of the Company are subject to U.S. federal income tax as well as income tax of multiple state jurisdictions. CSX participated in a contemporaneous IRS audit of tax year 2015. Federal examinations of original federal income tax returns for all years through 2014 are resolved.

As of December 2015, 2014 and 2013, the Company had approximately $23 million, $21 million and $23 million, respectively, of total unrecognized tax benefits. Net tax benefits of $15 million, $13 million and $15 million in 2015, 2014 and 2013, respectively, could favorably impact the effective income tax rate in each year. The Company does not expect that unrecognized tax benefits as of December 2015 for various state and federal income tax matters will significantly change over the next 12 months. The final outcome of these uncertain tax positions is not yet determinable. The change to the total gross unrecognized tax benefits and prior year audit resolutions of the Company during the fiscal year ended December 2015 is reconciled in the table below.

| **Uncertain Tax Positions:** | **Fiscal Year** | | |
|---|---|---|---|
| *(Dollars in Millions)* | **2015** | 2014 | 2013 |
| Balance at beginning of the year | **$ 21** | $ 23 | $ 24 |
| Additions based on tax positions related to current year | **1** | 2 | 2 |
| Additions based on tax positions related to prior years | **4** | 3 | 5 |
| Reductions based on tax positions related to prior years | **—** | — | (6) |
| Settlements with taxing authorities | **1** | — | — |
| Lapse of statute of limitations | **(4)** | (7) | (2) |
| **Balance at end of the year** | **$ 23** | $ 21 | $ 23 |

CSX's continuing practice is to recognize net interest and penalties related to income tax matters in income tax expense. Included in the consolidated income statements are expense of $2 million in 2015, expense of $1 million in 2014 and benefits of $1 million in 2013, respectively, for changes to reserves for interest and penalties for all prior year tax positions. The Company had $4 million, $1 million and $2 million accrued for interest and penalties at 2015, 2014 and 2013, respectively, for all prior year tax positions.

## NOTE 12. Related Party Transactions

*Conrail*

Through a limited liability company, CSX and Norfolk Southern Corporation ("NS") jointly own Conrail. CSX has a 42% economic interest and 50% voting interest in the jointly-owned entity, and NS has the remainder of the economic and voting interests. Pursuant to the *Investments-Equity Method and Joint Venture Topic* in the ASC, CSX applies the equity method of accounting to its investment in Conrail.

Conrail owns rail infrastructure and operates for the joint benefit of CSX and NS. This is known as the shared asset area. Conrail charges fees for right-of-way usage, equipment rentals and transportation, switching and terminal service charges in the shared asset area. These expenses are included in materials, supplies and other on the consolidated income statements. Future minimum lease payments due to Conrail under the shared asset area agreements are shown in the table below.

| *(Dollars in Millions)* Years | Conrail Shared Asset Agreement |
|---|---|
| 2016 | $ 26 |
| 2017 | 26 |
| 2018 | 26 |
| 2019 | 26 |
| 2020 | 26 |
| Thereafter | 98 |
| Total | $ 228 |

Also, included in materials, supplies and other are CSX's 42% share of Conrail's income and its amortization of the fair value write-up arising from the acquisition of Conrail and certain other adjustments. The amortization primarily represents the additional after-tax depreciation expense related to the write-up of Conrail's fixed assets when the original purchase price, from the 1997 acquisition of Conrail, was allocated based on fair value. This write-up of fixed assets resulted in a difference between CSX's investment in Conrail and its share of Conrail's underlying net equity, which is $353 million as of December 2015.

The following table details the related Conrail amounts included in materials, supplies and other in the Company's consolidated income statements:

| | Fiscal Years | | |
|---|---|---|---|
| *(Dollars in Millions)* | **2015** | 2014 | 2013 |
| Rents, fees and services | **$ 123** | $ 124 | $ 115 |
| Purchase price amortization and other | **4** | 4 | 4 |
| Equity earnings of Conrail | **(33)** | (31) | (35) |
| Total Conrail Expense | **$ 94** | $ 97 | $ 84 |

**NOTE 12. Related Party Transactions,** *continued*

As required by the *Related Party Disclosures Topic* in the ASC, the Company has identified amounts below owed to Conrail, or its subsidiaries, representing liabilities under the operating, equipment and shared area agreements with Conrail. The Company also executed two promissory notes with a subsidiary of Conrail which were included in long-term debt on the consolidated balance sheets. Interest expense from these promissory notes was $6 million, $3 million and $4 million for 2015, 2014 and 2013, respectively.

| *(Dollars in Millions)* | **December 2015** | December 2014 |
|---|---|---|
| **Balance Sheet Information:** | | |
| CSX payable to Conrail | **$ 65** | $ 54 |
| Promissory notes payable to Conrail subsidiary | | |
| 2.89% CSX promissory note due October 2044 | **73** | 73 |
| 2.89% CSXT promissory note due October 2044 | **151** | 151 |

In October 2014, the Company converted its existing short term payable balance of approximately $125 million for operation of the shared asset area as well as its $23 million, 4.52% note due 2035 and its $73 million, 4.40% note due 2035 plus accrued interest of $3 million, into $224 million, 2.89% notes due 2044. The transaction was non-cash in nature.

*TTX Company*

TTX Company ("TTX") is a privately-held corporation engaged in the business of providing its owner-railroads with standardized fleets of intermodal, automotive and general use railcars at time and mileage rates. CSX owns about 20% of TTX's common stock, and the remaining is owned by the other leading North American railroads and their affiliates. CSX's investment in TTX is $443 million and is included in affiliates and other companies in the consolidated balance sheet. Pursuant to the *Investments-Equity Method* topic in the ASC, CSX applies the equity method of accounting to its investment in TTX.

As required by the *Related Party Disclosures Topic* in the ASC, the following table discloses amounts related to TTX that are included in equipment and other rents in the Company's consolidated income statements. Also included below is balance sheet information related to CSX's payable to TTX, which represents car rental liabilities.

| | **Fiscal Years** | | |
|---|---|---|---|
| *(Dollars in Millions)* | **2015** | 2014 | 2013 |
| **Income statement information:** | | | |
| Car hire rents | **$ 218** | $ 207 | $ 180 |
| Equity earnings of TTX | **(20)** | (21) | (13) |
| Total TTX expense | **$ 198** | $ 186 | $ 167 |

| **Balance sheet information:** | **December 2015** | December 2014 |
|---|---|---|
| CSX payable to TTX | **$ 40** | $ 35 |

## NOTE 13. 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, pension plan assets and long-term debt. Also, the *Fair Value Measurements and Disclosures Topic* in the ASC 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 about the assumptions market participants would use 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 at amortized cost, which approximates fair value.

- *Corporate Bonds and Government Securities (Level 2):* Valued using broker quotes that utilize observable market inputs.

- *Auction Rate Securities (Level 3):* Valued using pricing models for which the assumptions utilize management’s estimates of market participant assumptions, because there is currently no active market for trading.

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 $920 million and $453 million as of December 25, 2015 and December 26, 2014, respectively.

**NOTE 13. Fair Value Measurements,** *continued*

| | Fiscal Years | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | **2015** | | | | 2014 | | | |
| *(Dollars in Millions)* | **Level 1** | **Level 2** | **Level 3** | **Total** | Level 1 | Level 2 | Level 3 | Total |
| Certificates of Deposit and Commercial Paper | **$ —** | **$ 810** | **$ —** | **$ 810** | $ — | $ 250 | $ — | $ 250 |
| Corporate Bonds | **—** | **73** | **—** | **73** | — | 141 | — | 141 |
| Government Securities | **—** | **32** | **—** | **32** | — | 51 | — | 51 |
| Auction Rate Securities | **—** | **—** | **4** | **4** | — | — | 11 | 11 |
| Total investments at fair value | **$ —** | **$ 915** | **$ 4** | **$ 919** | $ — | $ 442 | $ 11 | $ 453 |

These investments have the following maturities and are represented on the consolidated balance sheet within short-term investments for investments with maturities within one year or less, and other long-term assets for investments with maturities greater than one year:

| *(Dollars in Millions)* | **December 2015** | December 2014 |
|---|---|---|
| Less than 1 year | **$ 810** | $ 292 |
| 1 - 2 years | **9** | 45 |
| 2 - 5 years | **27** | 100 |
| Greater than 5 years | **73** | 16 |
| Total investments at fair value | **$ 919** | $ 453 |

***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 a third party that 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.

**NOTE 13. Fair Value Measurements,** *continued*

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

| *(Dollars in Millions)* | **December 2015** | December 2014 |
|---|---|---|
| Long-term Debt (Including Current Maturities): | | |
| Fair Value | **$ 11,340** | $ 11,042 |
| Carrying Value | **10,703** | 9,742 |

***Pension Plan Assets***

Pension plan assets are reported at fair value on the consolidated balance sheet. The Investment Committee targets an allocation of pension assets to be generally 70% equity and 30% fixed income. There are several valuation methodologies used for those assets as described below.

*Investments in the fair value hierarchy*

- *Common stock (Level 1):* Valued at the closing price reported on the active market on which the individual securities are traded on the last day of the year and classified in level 1 of the fair value hierarchy

- *Mutual funds (Level 1)*: Valued at the net asset value of shares held at year end based on quoted market prices determined in an active market. These assets are classified in level 1 of the fair value hierarchy.

- *Corporate bonds, government securities, asset-backed securities and derivatives (Level 2):* Valued using price evaluations reflecting the bid and/or ask sides of the market for a similar investment at year end. Asset-backed securities include commercial mortgage-backed securities and collateralized mortgage obligations. These assets are classified in level 2 of the fair value hierarchy.

*Investments measured at net asset value*

- *Partnerships:* Net asset value of private equity is based on the fair market values associated with the underlying investments at year end. These funds have redemption restrictions that require advanced notice of 15 business days.

- *Common collective trust funds:* This class consists of private funds that invest in government and corporate securities and various short-term debt instruments and are measured at net asset value to estimate the fair value of the investments. The net asset value of the investments is determined by reference to the fair value of the underlying securities, which are valued primarily through the use of directly or indirectly observable inputs. These funds have redemption restrictions that require advanced notice of up to 15 business days.

The pension plan assets at fair value by level, within the fair value hierarchy, as of calendar plan years 2015 and 2014 are shown in the table below. For additional information related to pension assets, see Note 8, Employee Benefit Plans.

### NOTE 13. Fair Value Measurements, *continued*

| | Fiscal Years | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | **2015** | | | | 2014 | | | |
| *(Dollars in Millions)* | **Level 1** | **Level 2** | **Level 3** | **Total** | Level 1 | Level 2 | Level 3 | Total |
| Common Stock | **$ 738** | **$ —** | **$ —** | **$ 738** | $ 787 | $ — | $ — | $ 787 |
| Mutual funds | **15** | **—** | **—** | **15** | 20 | — | — | 20 |
| Cash equivalents | **8** | **—** | **—** | **8** | 1 | — | — | 1 |
| Corporate bonds | **—** | **480** | **—** | **480** | — | 539 | — | 539 |
| Government securities | **—** | **132** | **—** | **132** | — | 164 | — | 164 |
| Asset-backed securities | **—** | **14** | **—** | **14** | — | 15 | — | 15 |
| Derivatives and other | **—** | **6** | **—** | **6** | — | 2 | — | 2 |
| Total investments in the fair value hierarchy | **$ 761** | **$ 632** | **$ —** | **$ 1,393** | $ 808 | $ 720 | $ — | $ 1,528 |
| Investments measured at net asset value [(a)] | **n/a** | **n/a** | **n/a** | **$ 916** | n/a | n/a | n/a | $ 976 |
| Investments at fair value | **$ 761** | **$ 632** | **$ —** | **$ 2,309** | **$ 808** | **$ 720** | **$ —** | **$ 2,504** |

*(a) Investments measured at net asset value represent certain investments that have been measured at net asset value per share (or its equivalent) and are thus are not classified in the fair value hierarchy. In accordance with ASC 820, Fair Value Measurements, the fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the pension assets disclosed in Note 8, Employee Benefit Plans.*

### NOTE 14. Other Comprehensive Income / (Loss)

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 equal 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 $2.0 billion, $1.8 billion and $2.3 billion for 2015, 2014 and 2013, 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. Amounts reclassified in pension and other post-employment benefits to net earnings relate to the amortization of actuarial losses and are included in labor and fringe on the consolidated income statements. See Note 8. Employee Benefit Plans for further information. Other primarily represents CSX's share of AOCI of equity method investees. Amounts reclassified in other to net earnings are included in materials, supplies and other on the consolidated income statements.

**NOTE 14. Other Comprehensive Income / (Loss),** *continued*

| *(Dollars in millions)* | Pension and Other Post-Employment Benefits | Other | Accumulated Other Comprehensive Income (Loss) |
|---|---|---|---|
| **Balance December 28, 2012 - Net of Tax** | $ (851) | $ (85) | $ (936) |
| Other Comprehensive Income | | | |
| Income Before Reclassifications | 510 | 24 | 534 |
| Amounts Reclassified to Net Earnings | 111 | (2) | 109 |
| Tax (Expense) Benefit | (232) | 2 | (230) |
| Total Other Comprehensive Income | 389 | 24 | 413 |
| **Balance December 27, 2013 - Net of Tax** | (462) | (61) | (523) |
| Other Comprehensive (Loss) Income | | | |
| (Loss) Income Before Reclassifications | (297) | 4 | (293) |
| Amounts Reclassified to Net Earnings | 60 | 2 | 62 |
| Tax Benefit | 88 | — | 88 |
| Total Other Comprehensive (Loss) Income | (149) | 6 | (143) |
| **Balance December 26, 2014 - Net of Tax** | (611) | (55) | (666) |
| Other Comprehensive Income (Loss) | | | |
| Loss Before Reclassifications | (53) | (8) | (61) |
| Amounts Reclassified to Net Earnings | 71 | (2) | 69 |
| Tax (Expense) Benefit | (8) | 1 | (7) |
| Total Other Comprehensive Income (Loss) | 10 | (9) | 1 |
| **Balance December 25, 2015 - Net of Tax** | $ (601) | $ (64) | $ (665) |

**NOTE 15. Quarterly Financial Data (Unaudited)**

Pursuant to Article 3 of the SEC's Regulation S-X, the following are selected quarterly financial data:

| **Fiscal Year Ended December 2015** | **Quarters** | | | | |
|---|---|---|---|---|---|
| *(Dollars in Millions, Except Per Share Amounts)* | **1st** | **2nd** | **3rd** | **4th** | **Full Year** |
| Revenue | **$ 3,027** | **$ 3,064** | **$ 2,939** | **$ 2,781** | **$ 11,811** |
| Operating Income | **843** | **1,017** | **933** | **791** | **3,584** |
| Net Earnings | **442** | **553** | **507** | **466** | **1,968** |
| Earnings Per Share, Basic | **$ 0.45** | **$ 0.56** | **$ 0.52** | **$ 0.48** | **$ 2.00** |
| Earnings Per Share, Assuming Dilution | **0.45** | **0.56** | **0.52** | **0.48** | **2.00** |
| **Fiscal Year Ended December 2014** | | | | | |
| Revenue | $ 3,012 | $ 3,244 | $ 3,221 | $ 3,192 | $ 12,669 |
| Operating Income | 739 | 997 | 976 | 901 | 3,613 |
| Net Earnings | 398 | 529 | 509 | 491 | 1,927 |
| Earnings Per Share, Basic | $ 0.40 | $ 0.53 | $ 0.51 | $ 0.49 | $ 1.93 |
| Earnings Per Share, Assuming Dilution | 0.40 | 0.53 | 0.51 | 0.49 | 1.92 |

**NOTE 16. Summarized Consolidating Financial Data**

In 2007, CSXT, a wholly-owned subsidiary of CSX Corporation, sold secured equipment notes maturing in 2023 in a registered public offering. 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 shown in the tables below.

**NOTE 16. Summarized Consolidating Financial Data,** *continued*

**Consolidating Income Statements**
*(Dollars in Millions)*

| Fiscal Year Ended December 2015 | CSX Corporation | CSX Transportation | Eliminations and Other | CSX Consolidated |
|---|---|---|---|---|
| Revenue | $ — | $ 11,733 | $ 78 | $ 11,811 |
| Expense | (589) | 8,922 | (106) | 8,227 |
| Operating Income | 589 | 2,811 | 184 | 3,584 |
| Equity in Earnings of Subsidiaries | 1,949 | — | (1,949) | — |
| Interest Expense | (539) | (33) | 28 | (544) |
| Other Income - Net | (4) | 111 | (9) | 98 |
| Earnings Before Income Taxes | 1,995 | 2,889 | (1,746) | 3,138 |
| Income Tax Expense | (27) | (1,083) | (60) | (1,170) |
| **Net Earnings** | $ 1,968 | $ 1,806 | $ (1,806) | $ 1,968 |
| **Total Comprehensive Earnings** | $ 1,969 | $ 1,806 | $ (1,806) | $ 1,969 |
| **Fiscal Year Ended December 2014** | | | | |
| Revenue | $ — | $ 12,590 | $ 79 | $ 12,669 |
| Expense | (427) | 9,585 | (102) | 9,056 |
| Operating Income | 427 | 3,005 | 181 | 3,613 |
| Equity in Earnings of Subsidiaries | 1,996 | 1 | (1,997) | — |
| Interest Expense | (520) | (46) | 21 | (545) |
| Other Income - Net | (19) | (4) | (1) | (24) |
| Earnings Before Income Taxes | 1,884 | 2,956 | (1,796) | 3,044 |
| Income Tax Benefit (Expense) | 43 | (1,093) | (67) | (1,117) |
| **Net Earnings** | $ 1,927 | $ 1,863 | $ (1,863) | $ 1,927 |
| **Total Comprehensive Earnings** | $ 1,784 | $ 1,875 | $ (1,875) | $ 1,784 |
| **Fiscal Year Ended December 2013** | | | | |
| Revenue | $ — | $ 11,950 | $ 76 | $ 12,026 |
| Expense | (371) | 9,091 | (167) | 8,553 |
| Operating Income | 371 | 2,859 | 243 | 3,473 |
| Equity in Earnings of Subsidiaries | 1,964 | (1) | (1,963) | — |
| Interest Expense | (516) | (62) | 16 | (562) |
| Other Income - Net | (7) | (2) | 20 | 11 |
| Earnings Before Income Taxes | 1,812 | 2,794 | (1,684) | 2,922 |
| Income Tax Benefit (Expense) | 52 | (1,028) | (82) | (1,058) |
| **Net Earnings** | $ 1,864 | $ 1,766 | $ (1,766) | $ 1,864 |
| **Total Comprehensive Earnings** | $ 2,277 | $ 1,825 | $ (1,825) | $ 2,277 |

## NOTE 16. Summarized Consolidating Financial Data, *continued*

### Consolidating Balance Sheets
*(Dollars in Millions)*

| As of December 25, 2015 | CSX Corporation | CSX Transportation | Eliminations and Other | CSX Consolidated |
|---|---|---|---|---|
| **ASSETS** | | | | |
| **Current Assets:** | | | | |
| Cash and Cash Equivalents | $ 444 | $ 175 | $ 9 | $ 628 |
| Short-term Investments | 810 | — | — | 810 |
| Accounts Receivable - Net | 1 | 198 | 783 | 982 |
| Receivable from Affiliates | 1,092 | 2,038 | (3,130) | — |
| Materials and Supplies | — | 350 | — | 350 |
| Deferred Income Taxes | 10 | 117 | (1) | 126 |
| Other Current Assets | (59) | 120 | 9 | 70 |
| **Total Current Assets** | 2,298 | 2,998 | (2,330) | 2,966 |
| Properties | 1 | 38,964 | 2,609 | 41,574 |
| Accumulated Depreciation | (1) | (10,016) | (1,383) | (11,400) |
| **Properties - Net** | — | 28,948 | 1,226 | 30,174 |
| Investments in Conrail | — | — | 803 | 803 |
| Affiliates and Other Companies | (39) | 658 | (28) | 591 |
| Investment in Consolidated Subsidiaries | 22,755 | — | (22,755) | — |
| Other Long-term Assets | 176 | 399 | (70) | 505 |
| **Total Assets** | $ 25,190 | $ 33,003 | $ (23,154) | $ 35,039 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | | | |
| **Current Liabilities:** | | | | |
| Accounts Payable | $ 108 | $ 626 | $ 30 | $ 764 |
| Labor and Fringe Benefits Payable | 36 | 407 | 47 | 490 |
| Payable to Affiliates | 2,954 | 437 | (3,391) | — |
| Casualty, Environmental and Other Reserves | — | 115 | 16 | 131 |
| Current Maturities of Long-term Debt | 1 | 19 | — | 20 |
| Income and Other Taxes Payable | (87) | 183 | 12 | 108 |
| Other Current Liabilities | — | 437 | 2 | 439 |
| **Total Current Liabilities** | 3,012 | 2,224 | (3,284) | 1,952 |
| Casualty, Environmental and Other Reserves | — | 219 | 50 | 269 |
| Long-term Debt | 9,900 | 783 | — | 10,683 |
| Deferred Income Taxes | (178) | 9,258 | 225 | 9,305 |
| Other Long-term Liabilities | 804 | 484 | (126) | 1,162 |
| **Total Liabilities** | 13,538 | 12,968 | (3,135) | 23,371 |
| **Shareholders' Equity:** | | | | |
| Common Stock, $1 Par Value | 966 | 181 | (181) | 966 |
| Other Capital | 113 | 5,091 | (5,091) | 113 |
| Retained Earnings | 11,238 | 14,774 | (14,774) | 11,238 |
| Accumulated Other Comprehensive Loss | (665) | (31) | 31 | (665) |
| Noncontrolling Minority Interest | — | 20 | (4) | 16 |
| **Total Shareholders' Equity** | 11,652 | 20,035 | (20,019) | 11,668 |
| **Total Liabilities and Shareholders' Equity** | $ 25,190 | $ 33,003 | $ (23,154) | $ 35,039 |

## NOTE 16. Summarized Consolidating Financial Data, *continued*

### Consolidating Balance Sheets
*(Dollars in Millions)*

| As of December 26, 2014 | CSX Corporation | CSX Transportation | Eliminations and Other | CSX Consolidated |
|---|---|---|---|---|
| **ASSETS** | | | | |
| **Current Assets** | | | | |
| Cash and Cash Equivalents | $ 510 | $ 100 | $ 59 | $ 669 |
| Short-term Investments | 250 | — | 42 | 292 |
| Accounts Receivable - Net | 2 | 206 | 921 | 1,129 |
| Receivable from Affiliates | 1,211 | 2,418 | (3,629) | — |
| Materials and Supplies | — | 272 | 1 | 273 |
| Deferred Income Taxes | 3 | 139 | (1) | 141 |
| Other Current Assets | — | 61 | 7 | 68 |
| **Total Current Assets** | 1,976 | 3,196 | (2,600) | 2,572 |
| Properties | 1 | 36,888 | 2,454 | 39,343 |
| Accumulated Depreciation | (1) | (9,516) | (1,242) | (10,759) |
| **Properties - Net** | — | 27,372 | 1,212 | 28,584 |
| Investments in Conrail | — | — | 779 | 779 |
| Affiliates and Other Companies | (39) | 644 | (28) | 577 |
| Investment in Consolidated Subsidiaries | 21,570 | — | (21,570) | — |
| Other Long-term Assets | 178 | 387 | (24) | 541 |
| **Total Assets** | $ 23,685 | $ 31,599 | $ (22,231) | $ 33,053 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | | | |
| **Current Liabilities** | | | | |
| Accounts Payable | $ 106 | $ 707 | $ 32 | $ 845 |
| Labor and Fringe Benefits Payable | 38 | 511 | 64 | 613 |
| Payable to Affiliates | 3,053 | 514 | (3,567) | — |
| Casualty, Environmental and Other Reserves | — | 126 | 16 | 142 |
| Current Maturities of Long-term Debt | 200 | 29 | (1) | 228 |
| Income and Other Taxes Payable | (150) | 293 | 20 | 163 |
| Other Current Liabilities | — | 111 | 5 | 116 |
| **Total Current Liabilities** | 3,247 | 2,291 | (3,431) | 2,107 |
| Casualty, Environmental and Other Reserves | — | 213 | 63 | 276 |
| Long-term Debt | 8,705 | 809 | — | 9,514 |
| Deferred Income Taxes | (172) | 8,827 | 203 | 8,858 |
| Other Long-term Liabilities | 753 | 487 | (118) | 1,122 |
| **Total Liabilities** | 12,533 | 12,627 | (3,283) | 21,877 |
| **Shareholders' Equity** | | | | |
| Common Stock, $1 Par Value | 992 | 181 | (181) | 992 |
| Other Capital | 92 | 5,077 | (5,077) | 92 |
| Retained Earnings | 10,734 | 13,717 | (13,717) | 10,734 |
| Accumulated Other Comprehensive Loss | (666) | (31) | 31 | (666) |
| Noncontrolling Minority Interest | — | 28 | (4) | 24 |
| **Total Shareholders' Equity** | 11,152 | 18,972 | (18,948) | 11,176 |
| **Total Liabilities and Shareholders' Equity** | $ 23,685 | $ 31,599 | $ (22,231) | $ 33,053 |

**NOTE 16. Summarized Consolidating Financial Data,** *continued*

**Consolidating Cash Flow Statements**
*(Dollars in Millions)*

| Fiscal Year Ended December 2015 | CSX Corporation | CSX Transportation | Eliminations and Other | CSX Consolidated |
|---|---|---|---|---|
| **Operating Activities** | | | | |
| *Net Cash Provided by (Used in) Operating Activities* | $ 983 | $ 2,974 | $ (587) | $ 3,370 |
| **Investing Activities** | | | | |
| Property Additions | — | (2,400) | (162) | (2,562) |
| Purchases of Short-term Investments | (1,734) | — | (5) | (1,739) |
| Proceeds from Sales of Short-term Investments | 1,175 | — | 50 | 1,225 |
| Proceeds from Property Dispositions | — | 147 | — | 147 |
| Other Investing Activities | (10) | 132 | (85) | 37 |
| *Net Cash Provided by (Used in) Investing Activities* | (569) | (2,121) | (202) | (2,892) |
| **Financing Activities** | | | | |
| Long-term Debt Issued | 1,200 | — | — | 1,200 |
| Long-term Debt Repaid | (200) | (29) | — | (229) |
| Dividends Paid | (686) | (750) | 750 | (686) |
| Stock Options Exercised | — | — | — | — |
| Shares Repurchased | (804) | — | — | (804) |
| Other Financing Activities | 10 | 1 | (11) | — |
| *Net Cash Provided by (Used in) Financing Activities* | (480) | (778) | 739 | (519) |
| Net Decrease in Cash and Cash Equivalents | (66) | 75 | (50) | (41) |
| Cash and Cash Equivalents at Beginning of Period | 510 | 100 | 59 | 669 |
| Cash and Cash Equivalents at End of Period | $ 444 | $ 175 | $ 9 | $ 628 |

## NOTE 16. Summarized Consolidating Financial Data, *continued*

### Consolidating Cash Flow Statements
*(Dollars in Millions)*

| Fiscal Year Ended December 2014 | CSX Corporation | CSX Transportation | Eliminations and Other | CSX Consolidated |
|---|---|---|---|---|
| **Operating Activities** | | | | |
| *Net Cash Provided by (Used in) Operating Activities* | $ 583 | $ 3,278 | $ (518) | $ 3,343 |
| **Investing Activities** | | | | |
| Property Additions | — | (2,192) | (257) | (2,449) |
| Purchases of Short-term Investments | (1,419) | — | (14) | (1,433) |
| Proceeds from Sales of Short-term Investments | 1,642 | — | 32 | 1,674 |
| Proceeds from Property Dispositions | — | 62 | — | 62 |
| Other Investing Activities | — | (128) | 91 | (37) |
| *Net Cash Provided by (Used in) Investing Activities* | 223 | (2,258) | (148) | (2,183) |
| **Financing Activities** | | | | |
| Long-term Debt Issued | 1,000 | — | — | 1,000 |
| Long-term Debt Repaid | (600) | (333) | — | (933) |
| Dividends Paid | (629) | (660) | 660 | (629) |
| Stock Options Exercised | — | — | — | — |
| Shares Repurchased | (517) | — | — | (517) |
| Other Financing Activities | 11 | (18) | 3 | (4) |
| *Net Cash Provided by (Used in) Financing Activities* | (735) | (1,011) | 663 | (1,083) |
| Net (Decrease) Increase in Cash and Cash Equivalents | 71 | 9 | (3) | 77 |
| Cash and Cash Equivalents at Beginning of Period | 439 | 91 | 62 | 592 |
| Cash and Cash Equivalents at End of Period | $ 510 | $ 100 | $ 59 | $ 669 |

**NOTE 16. Summarized Consolidating Financial Data,** *continued*

**Consolidating Cash Flow Statements**
*(Dollars in Millions)*

| **Fiscal Year Ended December 2013** | **CSX Corporation** | **CSX Transportation** | **Eliminations and Other** | **CSX Consolidated** |
|---|---|---|---|---|
| **Operating Activities** | | | | |
| *Net Cash Provided by (Used in) Operating Activities* | $ 1,004 | $ 3,005 | $ (742) | $ 3,267 |
| **Investing Activities** | | | | |
| Property Additions | — | (2,053) | (260) | (2,313) |
| Purchases of Short-term Investments | (1,251) | — | (5) | (1,256) |
| Proceeds from Sales of Short-term Investments | 1,335 | — | 66 | 1,401 |
| Proceeds from Property Dispositions | — | 53 | — | 53 |
| Other Investing Activities | (134) | (315) | 337 | (112) |
| *Net Cash Provided by (Used in) Investing Activities* | (50) | (2,315) | 138 | (2,227) |
| **Financing Activities** | | | | |
| Long-term Debt Issued | 500 | — | — | 500 |
| Long-term Debt Repaid | (700) | (80) | — | (780) |
| Dividends Paid | (600) | (730) | 730 | (600) |
| Stock Options Exercised | 9 | — | — | 9 |
| Shares Repurchased | (353) | — | — | (353) |
| Other Financing Activities | 148 | (24) | (132) | (8) |
| *Net Cash Provided by (Used in) Financing Activities* | (996) | (834) | 598 | (1,232) |
| Net (Decrease) Increase in Cash and Cash Equivalents | (42) | (144) | (6) | (192) |
| Cash and Cash Equivalents at Beginning of Period | 481 | 235 | 68 | 784 |
| Cash and Cash Equivalents at End of Period | $ 439 | $ 91 | $ 62 | $ 592 |

## Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

## Item 9A. Controls and Procedures

***Evaluation of Disclosure Controls and Procedures***

As of December 25, 2015, 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 December 25, 2015, 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.

***Management's Report on Internal Control over Financial Reporting***

CSX's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of the management of CSX, including CSX's CEO and CFO, CSX conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of December 25, 2015 based on the 2013 framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission which is also referred to as COSO. Based on that evaluation, management of CSX concluded that the Company's internal control over financial reporting was effective as of December 25, 2015. Management's assessment of the effectiveness of internal control over financial reporting is expressed at the level of reasonable assurance because a control system, no matter how well designed and operated, can provide only reasonable, but not absolute, assurance that the control system's objectives will be met.

The Company's internal control over financial reporting as of December 25, 2015 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included elsewhere herein.

***Report of Independent Registered Public Accounting Firm***
The Board of Directors and Shareholders of CSX Corporation

We have audited CSX Corporation's (CSX) internal control over financial reporting as of December 25, 2015, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). CSX's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, CSX maintained, in all material respects, effective internal control over financial reporting as of December 25, 2015, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the 2015 consolidated financial statements of CSX and our report dated February 10, 2016 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP
Certified Public Accountants

Jacksonville, Florida
February 10, 2016

***Changes in Internal Control over Financial Reporting***

There were no material changes in the Company's internal control over financial reporting.

**Item 9B. Other Information**

None

**PART III**

**Item 10. Directors, Executive Officers of the Registrant and Corporate Governance**

In accordance with Instruction G(3) of Form 10-K, the information required by this item is incorporated herein by reference to the Proxy Statement. The Proxy Statement will be filed not later than April 23, 2016 with respect to its 2016 annual meeting of shareholders, except for the information regarding the executive officers of the Company. Information regarding executive officers is included in Part I of this report under the caption "Executive Officers of the Registrant."

**Item 11. Executive Compensation**

In accordance with Instruction G(3) of Form 10-K, the information required by this Item is incorporated herein by reference to the Proxy Statement (see Item 10 above).

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

In accordance with Instruction G(3) of Form 10-K, the information required by this Item is incorporated herein by reference to the Proxy Statement (see Item 10 above).

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

In accordance with Instruction G(3) of Form 10-K, the information required by this Item is incorporated herein by reference to the Proxy Statement (see Item 10 above).

**Item 14. Principal Accounting Fees and Services**

In accordance with Instruction G(3) of Form 10-K, the information required by this Item is incorporated herein by reference to the Proxy Statement (see Item 10 above).

**Item 15. Exhibits, Financial Statement Schedules**

*(a)(1) Financial Statements*

See Index to Consolidated Financial Statements on page 49.

*(2) Financial Statement Schedules*

The information required by Schedule II, *Valuation and Qualifying Accounts*, is included in Note 5 to the Consolidated Financial Statements, Casualty, Environmental and Other Reserves. All other financial statement schedules are not applicable.

*(3) Exhibits*

The documents listed below are being filed or have previously been filed on behalf of CSX and are incorporated herein by reference from the documents indicated and made a part hereof. Exhibits not previously filed are filed herewith.

Pursuant to Regulation S-K, Item 601(b)(4)(iii), instruments that define the rights of holders of the Registrant's long-term debt securities, where the long-term debt securities authorized under each such instrument do not exceed 10% of the Registrant's total assets, have been omitted and will be furnished to the Commission upon request.

## CSX CORPORATION
## PART IV

| Exhibit designation | Nature of exhibit | Previously filed as exhibit to |
|---|---|---|
| 2.1 | Distribution Agreement, dated as of July 26, 2004, by and among CSX Corporation, CSX Transportation, Inc., CSX Rail Holding Corporation, CSX Northeast Holding Corporation, Norfolk Southern Corporation, Norfolk Southern Railway Company, CRR Holdings LLC, Green Acquisition Corp., Conrail Inc., Consolidated Rail Corporation, New York Central Lines LLC, Pennsylvania Lines LLC, NYC Newco, Inc. and PRR Newco, Inc. | September 2, 2004, Exhibit 2.1, Form 8-K |
| 3.1 | Amended and Restated Articles of Incorporation of the Registrant, effective as of October 7, 2015 | October 9, 2015 Exhibit 3.1, Form 8-K |
| 3.2 | Amended and Restated Bylaws of the Registrant, amended effective as of December 22, 2015 | December 14, 2015, Exhibit 3.2, Form 8-K |
| ***Instruments Defining the Rights of Security Holders, Including Debentures:*** | | |
| 4.1(a) | Indenture, dated August 1, 1990, between the Registrant and The Chase Manhattan Bank, as Trustee | September 7, 1990, Form SE |
| 4.1(b) | First Supplemental Indenture, dated as of June 15, 1991, between the Registrant and The Chase Manhattan Bank, as Trustee | May 28, 1992, Exhibit 4(c), Form SE |
| 4.1(c) | Second Supplemental Indenture, dated as of May 6, 1997, between the Registrant and The Chase Manhattan Bank, as Trustee | June 5, 1997, Exhibit 4.3, Form S-4 (Registration No. 333-28523) |
| 4.1(d) | Third Supplemental Indenture, dated as of April 22, 1998, between the Registrant and The Chase Manhattan Bank, as Trustee | May 12, 1998, Exhibit 4.2, Form 8-K |
| 4.1(e) | Fourth Supplemental Indenture, dated as of October 30, 2001, between the Registrant and The Chase Manhattan Bank, as Trustee | November 7, 2001, Exhibit 4.1, Form 10-Q |
| 4.1(f) | Fifth Supplemental Indenture, dated as of October 27, 2003 between the Registrant and The Chase Manhattan Bank, as Trustee | October 27, 2003, Exhibit 4.1, Form 8-K |
| 4.1(g) | Sixth Supplemental Indenture, dated as of September 23, 2004 between the Registrant and JP Morgan Chase Bank, formerly The Chase Manhattan Bank, as Trustee | November 3, 2004, Exhibit 4.1, Form 10-Q |
| 4.1(h) | Seventh Supplemental Indenture, dated as of April 25, 2007, between the Registrant and The Bank of New York (as successor to JP Morgan Chase Bank), as Trustee | April 26, 2007, Exhibit 4.4, Form 8-K |
| 4.1(i) | Eighth Supplemental Indenture, dated as of March 24, 2010, between the Registrant and The Bank of New York Mellon(as successor to JP Morgan Chase Bank), as Trustee | April 19, 2010, Exhibit 4.1, Form 10-Q |
| ***Material Contracts:*** | | |
| 10.2** | CSX Directors’ Pre-2005 Deferred Compensation Plan (as amended through January 8, 2008) | February 22, 2008, Exhibit 10.2, Form 10-K |
| 10.3** | CSX Directors’ Deferred Compensation Plan effective January 1, 2005 | February 22, 2008, Exhibit 10.3, Form 10-K |
| 10.4** | CSX Directors' Charitable Gift Plan, as amended | March 4, 1994, Exhibit 10.4, Form 10-K |
| 10.5** | CSX Directors' Matching Gift Plan (as amended through February 9, 2011) | |
| 10.6** | Railroad Retirement Benefits Agreement with Michael J. Ward | February 26, 2003, Exhibit 10.13, Form 10-K |

| Exhibit designation | Nature of exhibit | Previously filed as exhibit to |
|---|---|---|
| 10.12** | Special Retirement Plan of CSX Corporation and Affiliated Companies (as amended through February 14, 2001) | March 4, 2002, Exhibit 10.23, Form 10-K |
| 10.13** | Supplemental Retirement Benefit Plan of CSX Corporation and Affiliated Companies (as amended through February 14, 2001) | March 4, 2002, Exhibit 10.24, Form 10-K |
| 10.14** | Senior Executive Incentive Compensation Plan | March 17, 2000, Appendix B, Definitive Proxy Statement |
| 10.16 | Transaction Agreement, dated as of June 10, 1997, by and among CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation, Norfolk Southern Railway Company, Conrail Inc., Consolidated Rail Corporation and CRR Holdings LLC, with certain schedules thereto | July 8, 1997, Exhibit 10, Form 8-K |
| 10.17 | Amendment No. 1, dated as of August 22, 1998, to the Transaction Agreement, dated as of June 10, 1997, by and among CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation, Norfolk Southern Railway Company, Conrail Inc., Consolidated Rail Corporation and CRR Holdings, LLC | June 11, 1999, Exhibit 10.1, Form 8-K |
| 10.18 | Amendment No. 2, dated as of June 1, 1999, to the Transaction Agreement, dated as of June 10, 1997, by and among CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation, Norfolk Southern Railway Company, Conrail Inc., Consolidated Rail Corporation and CRR Holdings, LLC | June 11, 1999, Exhibit 10.2, Form 8-K |
| 10.19 | Amendment No. 3, dated as of August 1, 2000, to the Transaction Agreement by and among CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation, Norfolk Southern Railway Company, Conrail Inc., Consolidated Rail Corporation, and CRR Holdings, LLC. | March 1, 2001, Exhibit 10.34, Form 10-K |
| 10.20 | Amendment No. 4, dated and effective as of June 1, 1999, and executed in April 2004, to the Transaction Agreement, dated as of June 10, 1997, by and among CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation, Norfolk Southern Railway Company, Conrail Inc., Consolidated Rail Corporation and CRR Holdings, LLC | August 6, 2004, Exhibit 99.1, Form 8-K |
| 10.21 | Amendment No. 5, dated as of August 27, 2004, to the Transaction Agreement, dated as of June 10, 1997, by and among CSX Corporation, CSX Transportation, Inc., Norfolk Southern Corporation, Norfolk Southern Railway Company, Conrail Inc., Consolidated Rail Corporation and CRR Holdings LLC | September 2, 2004, Exhibit 10.1, Form 8-K |
| 10.22 | Shared Assets Area Operating Agreement for Detroit, dated as of June 1, 1999, by and among Consolidated Rail Corporation, CSX Transportation, Inc. and Norfolk Southern Railway Corporation, with exhibit thereto | June 11, 1999, Exhibit 10.6, Form 8-K, |
| 10.23 | Shared Assets Area Operating Agreement for North Jersey, dated as of June 1, 1999, by and among Consolidated Rail Corporation, CSX Transportation, Inc. and Norfolk Southern Railway Company, with exhibit thereto | June 11, 1999, Exhibit 10.4, Form 8-K |
| 10.24 | Shared Assets Area Operating Agreement for South Jersey/ Philadelphia, dated as of June 1, 1999, by and among Consolidated Rail Corporation, CSX Transportation, Inc. and Norfolk Southern Railway Company, with exhibit thereto | June 11, 1999, Exhibit 10.5, Form 8-K |

| Exhibit designation | Nature of exhibit | Previously filed as exhibit to |
|---|---|---|
| 10.25 | Monongahela Usage Agreement, dated as of June 1, 1999, by and among CSX Transportation, Inc., Norfolk Southern Railway Company, Pennsylvania Lines LLC and New York Central Lines LLC, with exhibit thereto | June 11, 1999, Exhibit 10.7, Form 8-K |
| 10.26 | Tax Allocation Agreement, dated as of August 27, 2004, by and among CSX Corporation, Norfolk Southern Corporation, Green Acquisition Corp., Conrail Inc., Consolidated Rail Corporation, New York Central Lines LLC and Pennsylvania Lines LLC | September 2, 2004, Exhibit 10.2, Form 8-K |
| 10.27** | Restricted Stock Award Agreement with Michael J. Ward | February 12, 2014, Exhibit 10.28, Form 10-K |
| 10.28** | Restricted Stock Award Agreement with Fredrik J. Eliasson | February 12, 2014, Exhibit 10.29, Form 10-K |
| 10.29** | Restricted Stock Award Agreement with Clarence W. Gooden | February 12, 2014, Exhibit 10.30, Form 10-K |
| 10.30 | Revolving Credit Agreement, dated May 21, 2015 | May 28, 2015, Exhibit 10.1, Form 8-K |
| 10.31** | Long-term Incentive Plan, dated May 7, 2013 | May 13, 2013, Exhibit 10.1, Form 8-K |
| 10.32** | Long-term Incentive Plan, dated May 6, 2014 | May 8, 2014, Exhibit 10.1, Form 8-K |
| 10.33 | Long-term Incentive Plan, dated February 11, 2015 | February 13, 2015 Exhibit 10.1, Form 8-K |
| 10.34** | CSX Stock and Incentive Award Plan | May 7, 2010, Exhibit 10.1, Form 8-K |
| ***Officer certifications:*** | | |
| 31* | Rule 13a-14(a) Certifications | |
| 32* | Section 1350 Certifications | |
| ***Interactive data files:*** | | |
| 101* | The following financial information from CSX Corporation's Annual Report on Form 10-K for the year ended December 25, 2015 filed with the SEC on February 10, 2016, formatted in XBRL includes: (i) Consolidated Income Statements for the fiscal periods ended December 25, 2015, December 26, 2014 and December 27, 2013, (ii) Consolidated Comprehensive Income Statements for the fiscal periods ended December 25, 2015, December 26, 2014 and December 27, 2013, (iii) Consolidated Balance Sheets at December 25, 2015 and December 26, 2014, (iv) Consolidated Cash Flow Statements for the fiscal periods ended December 25, 2015, December 26, 2014 and December 27, 2013, and (v) the Notes to Consolidated Financial Statements. | |
| ***Other exhibits:*** | | |
| 21* | Subsidiaries of the Registrant | |
| 23* | Consent of Independent Registered Public Accounting Firm | |
| 24* | Powers of Attorney | |

* Filed herewith

** Management Contract or Compensatory Plan or Arrangement

Note: Items not filed herewith have been submitted in previous SEC filings.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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: February 10, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on February 10, 2016.

| Signature | Title |
|---|---|
| /s/ MICHAEL J. WARD<br>Michael J. Ward | Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer) |
| /s/ FRANK A. LONEGRO<br>Frank A. Lonegro | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ CAROLYN T. SIZEMORE<br>Carolyn T. Sizemore | Vice President and Controller (Principal Accounting Officer) |
| /s/ ELLEN M. FITZSIMMONS<br>Ellen M. Fitzsimmons | Executive Vice President of Law and Public Affairs, General Counsel and Corporate Secretary<br>*Attorney-in-Fact |

## SIGNATURES

| Signature | Title |
| --- | --- |
| * <br> Donna M. Alvarado | Director |
| * <br> John B. Breaux | Director |
| * <br> Pamela L. Carter | Director |
| * <br> Steven T. Halverson | Director |
| * <br> Edward J. Kelly, III | Director |
| * <br> John D. McPherson | Director |
| * <br> David M. Moffett | Director |
| * <br> Timothy T. O'Toole | Director |
| * <br> David M. Ratcliffe | Director |
| * <br> Donald J. Shepard | Director |
| * <br> J. Steven Whisler | Director |

Exhibit 21

**Subsidiaries of the Registrant**

As of December 25, 2015, the Registrant was the beneficial owner of 100% of the common stock of the following significant subsidiaries:

CSX Transportation, Inc. (a Virginia corporation)

As of December 25, 2015, none of the other subsidiaries included in the Registrant's consolidated financial statements constitute a significant subsidiary.

Exhibit 23

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements:

Registration Statement (Form S-3ASR No. 333-186715)
Registration Statement (Form S-8 No. 333-110589)
Registration Statement (Form S-8 No. 333-160650)
Registration Statement (Form S-8 No. 333-160652)
Registration Statement (Form S-8 No. 333-166769)
Registration Statement (Form S-8 No. 333-193785)
Registration Statement (Form S-8 No. 333-201172)
Registration Statement (Form S-8 No. 333-201167)

of our reports dated February 10, 2016, with respect to the consolidated financial statements of CSX Corporation, and the effectiveness of internal control over financial reporting of CSX Corporation, included in this Annual Report (Form 10-K) of CSX Corporation for the year ended December 25, 2015.

/s/ Ernst & Young LLP
Jacksonville, Florida
February 10, 2016

Exhibit 24

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS that each of the undersigned directors of CSX CORPORATION, a Virginia Corporation, which is to file with the Securities and Exchange Commission, Washington, D. C., a Form 10-K for fiscal year ended December 25, 2015 hereby constitutes and appoints Carolyn T. Sizemore and Ellen M. Fitzsimmons his/her true and lawful attorneys-in-fact and agents, for him/her and in his/her name, place and stead to sign said Form 10-K, and any and all amendments thereto, with power where appropriate to affix the corporate seal of CSX Corporation thereto and to attest said seal, and to file said Form 10-K, and any and all other documents in connection therewith, with the Securities and Exchange Commission, hereby granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform any and all acts and things requisite and necessary to be done in and about the premises as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, may lawfully do or cause to be done by virtue hereof.

/s/ DONNA M. ALVARADO
Donna M. Alvarado
February 10, 2016

/s/ DAVID M. MOFFETT
David M. Moffett
February 10, 2016

/s/ JOHN B. BREAUX
John B. Breaux
February 10, 2016

/s/ TIMOTHY T. O'TOOLE
Timothy T. O'Toole
February 10, 2016

/s/ PAMELA L. CARTER
Pamela L. Carter
February 10, 2016

/s/ DAVID M. RATCLIFFE
David M. Ratcliffe
February 10, 2016

/s/ STEVEN T. HALVERSON
Steven T. Halverson
February 10, 2016

/s/ DONALD J. SHEPARD
Donald J. Shepard
February 10, 2016

/s/ EDWARD J. KELLY, III
Edward J. Kelly, III
February 10, 2016

/s/ MICHAEL J. WARD
Michael J. Ward
February 10, 2016

/s/ JOHN D. MCPHERSON
John D. McPherson
February 10, 2016

/s/ J. STEVEN WHISLER
J. Steven Whisler
February 10, 2016

Exhibit 31

CERTIFICATION OF CEO AND CFO PURSUANT TO EXCHANGE ACT RULE

13a - 14(a) OR RULE 15d-14(a)

I, Michael J. Ward, certify that:

1. I have reviewed this Annual Report on Form 10-K of CSX Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 8, 2016

/s/ MICHAEL J. WARD

Michael J. Ward
Chairman and Chief Executive Officer

I, Frank A. Lonegro, certify that:

1. I have reviewed this Annual Report on Form 10-K of CSX Corporation;
2. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 8, 2016

/s/ FRANK A. LONEGRO

Frank A. Lonegro
Executive Vice President and Chief Financial Officer

Exhibit 32

CERTIFICATION OF CEO AND CFO REQUIRED BY RULE 13a-14(b) OR RULE 15D-14(b) AND SECTION 1350 OF CHAPTER 63 OF TITLE 18 OF THE U.S. CODE

In connection with the Annual Report of CSX Corporation on Form 10-K for the fiscal year ended December 25, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael J. Ward, Chief Executive Officer of the registrant, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the registrant.

Date: February 8, 2016

/s/ MICHAEL J. WARD

Michael J. Ward
Chairman and Chief Executive Officer

In connection with the Annual Report of CSX Corporation on Form 10-K for the fiscal year ended December 25, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Frank A. Lonegro, Chief Financial Officer of the registrant, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to my knowledge, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the issuer.

Date: February 8, 2016

/s/ FRANK A. LONEGRO

Frank A. Lonegro
Executive Vice President and Chief Financial Officer

*CSX has built the premier network in the East*

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