

NORFOLK SOUTHERN CORP  
Form 10-Q  
October 25, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the quarterly period ended SEPTEMBER 30, 2017

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 1-8339

NORFOLK SOUTHERN CORPORATION

(Exact name of registrant as specified in its charter)

Virginia 52-1188014  
(State or other jurisdiction of incorporation) (IRS Employer Identification No.)

Three Commercial Place  
Norfolk, Virginia 23510-2191  
(Address of principal executive offices) (Zip Code)

(757) 629-2680  
(Registrant's telephone number, including area code)

No Change

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  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  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company  Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at September 30, 2017
Common Stock (\$1.00 par value per share)	286,148,766 (excluding 20,320,777 shares held by the registrant's consolidated subsidiaries)

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TABLE OF CONTENTS

NORFOLK SOUTHERN CORPORATION AND SUBSIDIARIES

	Page
<u>Part I. Financial Information:</u>	
<u>Item 1. Financial Statements:</u>	
<u>Consolidated Statements of Income</u> <u>Third Quarters and First Nine Months of 2017 and 2016</u>	3
<u>Consolidated Statements of Comprehensive Income</u> <u>Third Quarters and First Nine Months of 2017 and 2016</u>	4
<u>Consolidated Balance Sheets</u> <u>At September 30, 2017 and December 31, 2016</u>	5
<u>Consolidated Statements of Cash Flows</u> <u>First Nine Months of 2017 and 2016</u>	6
<u>Notes to Consolidated Financial Statements</u>	7
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	17
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	24
<u>Item 4. Controls and Procedures</u>	24
 <u>Part II. Other Information:</u>	
<u>Item 1. Legal Proceedings</u>	25
<u>Item 1A. Risk Factors</u>	25
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	25
<u>Item 6. Exhibits</u>	26
 <u>Signatures</u>	27

## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements.

Norfolk Southern Corporation and Subsidiaries  
 Consolidated Statements of Income  
 (Unaudited)

	Third Quarter		First Nine Months	
	2017	2016	2017	2016
	(\$ in millions, except per share amounts)			
Railway operating revenues	\$2,670	\$2,524	\$7,882	\$7,398
Railway operating expenses:				
Compensation and benefits	755	691	2,201	2,081
Purchased services and rents	377	386	1,146	1,149
Fuel	198	181	601	504
Depreciation	265	258	788	767
Materials and other	164	188	574	584
Total railway operating expenses	1,759	1,704	5,310	5,085
Income from railway operations	911	820	2,572	2,313
Other income – net	23	29	79	49
Interest expense on debt	134	144	416	421
Income before income taxes	800	705	2,235	1,941
Provision for income taxes	294	245	799	689
Net income	\$506	\$460	\$1,436	\$1,252
Per share amounts:				
Net income				
Basic	\$1.76	\$1.56	\$4.96	\$4.23
Diluted	1.75	1.55	4.93	4.21
Dividends	0.61	0.59	1.83	1.77

See accompanying notes to consolidated financial statements.

Norfolk Southern Corporation and Subsidiaries  
 Consolidated Statements of Comprehensive Income  
 (Unaudited)

	Third Quarter		First Nine Months	
	2017	2016	2017	2016
	(\$ in millions)			
Net income	\$506	\$460	\$1,436	\$1,252
Other comprehensive income, before tax:				
Reclassification adjustments for costs included in net income	7	7	21	20
Other comprehensive loss of equity investees	—	—	(1	) —
Other comprehensive income, before tax	7	7	20	20
Income tax expense related to reclassification adjustments for costs included in net income	(2	) (3	) (8	) (8
Other comprehensive income, net of tax	5	4	12	12
Total comprehensive income	\$511	\$464	\$1,448	\$1,264

See accompanying notes to consolidated financial statements.

Norfolk Southern Corporation and Subsidiaries  
Consolidated Balance Sheets  
(Unaudited)

September 30, 2017      December 31, 2016  
(\$ in millions)

Assets		
Current assets:		
Cash and cash equivalents	\$724	\$ 956
Accounts receivable – net	973	945
Materials and supplies	245	257
Other current assets	57	133
Total current assets	1,999	2,291
Investments	2,888	2,777
Properties less accumulated depreciation of \$11,987 and \$11,737, respectively	30,163	29,751
Other assets	103	73
Total assets	\$35,153	\$ 34,892
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$1,287	\$ 1,215
Short-term debt	—	100
Income and other taxes	206	245
Other current liabilities	320	229
Current maturities of long-term debt	600	550
Total current liabilities	2,413	2,339
Long-term debt	9,280	9,562
Other liabilities	1,366	1,442
Deferred income taxes	9,367	9,140
Total liabilities	22,426	22,483
Stockholders' equity:		
Common stock \$1.00 per share par value, 1,350,000,000 shares authorized; outstanding 286,148,766 and 290,417,610 shares, respectively, net of treasury shares	288	292
Additional paid-in capital	2,249	2,179
Accumulated other comprehensive loss	(475 )	(487 )
Retained income	10,665	10,425
Total stockholders' equity	12,727	12,409
Total liabilities and stockholders' equity	\$35,153	\$ 34,892

See accompanying notes to consolidated financial statements.

5

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Norfolk Southern Corporation and Subsidiaries  
Consolidated Statements of Cash Flows  
(Unaudited)

	First Nine Months	
	2017	2016
	(\$ in millions)	
Cash flows from operating activities:		
Net income	\$1,436	\$1,252
Reconciliation of net income to net cash provided by operating activities:		
Depreciation	791	770
Deferred income taxes	219	177
Gains and losses on properties	(62 )	(38 )
Changes in assets and liabilities affecting operations:		
Accounts receivable	(59 )	8
Materials and supplies	12	(30 )
Other current assets	68	130
Current liabilities other than debt	165	149
Other – net	(105 )	(106 )
Net cash provided by operating activities	2,465	2,312
Cash flows from investing activities:		
Property additions	(1,315 )	(1,304 )
Property sales and other transactions	137	87
Investment purchases	(4 )	(119 )
Investment sales and other transactions	8	6
Net cash used in investing activities	(1,174 )	(1,330 )
Cash flows from financing activities:		
Dividends	(529 )	(523 )
Common stock transactions	75	33
Purchase and retirement of common stock	(712 )	(603 )
Proceeds from borrowings – net	293	594
Debt repayments	(650 )	(600 )
Net cash used in financing activities	(1,523 )	(1,099 )
Net decrease in cash and cash equivalents	(232 )	(117 )
Cash and cash equivalents:		
At beginning of year	956	1,101
At end of period	\$724	\$984
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		



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Interest (net of amounts capitalized)	\$345	\$337
Income taxes (net of refunds)	594	409

See accompanying notes to consolidated financial statements.

6

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Norfolk Southern Corporation and Subsidiaries  
Notes to Consolidated Financial Statements  
(Unaudited)

In the opinion of management, the accompanying unaudited interim consolidated financial statements contain all adjustments (consisting of normal recurring accruals) necessary to present fairly Norfolk Southern Corporation (Norfolk Southern) and subsidiaries' (collectively, NS, we, us, and our) financial position at September 30, 2017, and December 31, 2016, our results of operations and comprehensive income for the third quarters and first nine months of 2017 and 2016, and our cash flows for the first nine months of 2017 and 2016 in conformity with U.S. generally accepted accounting principles (GAAP).

These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in our latest Annual Report on Form 10-K.

1. Stock-Based Compensation

	Third Quarter 2017	First Nine Months 2017	Third Quarter 2016	First Nine Months 2016
	(\$ in millions)			
Stock-based compensation expense	\$7	\$7	\$39	\$42
Total tax benefit	13	8	47	27

During 2017, a committee of nonemployee members of our Board of Directors (or the Chief Executive Officer when delegated authority by such committee) granted stock options, restricted stock units (RSUs) and performance share units (PSUs) pursuant to the Long-Term Incentive Plan (LTIP) and granted stock options pursuant to the Thoroughbred Stock Option Plan (TSOP), as follows:

	Third Quarter Weighted-Average Grant-Date Fair Value	First Nine Months Weighted-Average Grant-Date Fair Value
Stock options:		
LTIP — \$	— 341,120	\$ 37.73
TSOP —	— 144,440	31.33
Total —	— 485,560	
Restricted stock units	—	83,330 120.16
Performance share units	1,775 119.73	297,376 88.16

Stock Options

The options granted under the LTIP and the TSOP have a term that will not exceed ten years and may not be exercised prior to the fourth and third anniversaries of the date of grant, respectively, or if the optionee retires or dies before that anniversary date, may not be exercised before the later of one year after the grant date or the date of the optionee's retirement or death. Holders of the options granted under the LTIP who remain actively employed receive cash dividend equivalent payments for four years in an amount equal to the regular quarterly dividends paid on Norfolk

Southern common stock (Common Stock). Dividend equivalent payments are not made on the TSOP options.

The fair value of each option award was measured on the date of grant using a binomial lattice-based option valuation model. Expected volatility is based on implied volatility from traded options on, and historical volatility of, Common Stock. Historical data is used to estimate option exercises within the valuation model. The average

7

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expected option term is derived from the output of the valuation model and represents the period of time that all options granted are expected to be outstanding, including the branches of the model that result in options expiring unexercised. The average risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant. A dividend yield of zero was used for the LTIP options during the vesting period. A dividend yield of 2.04% was used for all vested LTIP options and all TSOP options.

The assumptions for the 2017 LTIP and TSOP grants are shown in the following table:

Average expected volatility	26	%
Average risk-free interest rate	2.51	%
Average expected option term LTIP	8.6	years
Average expected option term TSOP	8.3	years
Per-share grant price LTIP and TSOP	\$120.25	

	Third Quarter 2017	2016	First Nine Months 2017	2016
	(\$ in millions)			
Stock options exercised	527,563	931	1,538,160	3,848
Cash received upon exercise	\$33	\$ 32	\$90	\$ 50
Related tax benefit realized	\$10	\$ 6	\$29	\$ 8

#### Restricted Stock Units

RSUs primarily have a five-year restriction period and will be settled through the issuance of shares of Common Stock. The RSU grants include cash dividend equivalent payments during the restriction period in an amount equal to the regular quarterly dividends paid on Common Stock. The total related tax benefits were less than \$1 million for the third quarter of 2017 and 2016. No RSUs vested or were paid out during the second or third quarters of 2017 or 2016.

	First Nine Months 2017	2016
	(\$ in millions)	
RSUs vested	137,200	105,500
Common Stock issued net of tax withholding	81,318	103,936
Related tax benefit realized	\$ 3	\$ 1

#### Performance Share Units

PSUs provide for awards based on the achievement of certain predetermined corporate performance goals at the end of a three-year cycle and are settled through the issuance of shares of Common Stock. All PSUs will earn out based on the achievement of performance conditions and some will also earn out based on a market condition. The market condition fair value was measured on the date of grant using a Monte Carlo simulation model. No PSUs were earned or paid out during the second or third quarters of 2017 or 2016.

	First Nine Months 2017	2016
	(\$ in millions)	
PSUs earned	171,080	106,038

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Common Stock issued net of tax withholding	99,802,417	57
Related tax benefit realized	\$ 1	\$ 3

8

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## 2. Earnings Per Share

The following table sets forth the calculation of basic and diluted earnings per share:

	Basic		Diluted	
	Third Quarter		Third Quarter	
	2017	2016	2017	2016
	(\$ in millions, except per share amounts, shares in millions)			
Net income	\$506	\$460	\$506	\$460
Dividend equivalent payments	(1 )	(3 )	—	(2 )
Income available to common stockholders	\$505	\$457	\$506	\$458
Weighted-average shares outstanding	287.1	292.7	287.1	292.7
Dilutive effect of outstanding options and share-settled awards			2.4	2.0
Adjusted weighted-average shares outstanding			289.5	294.7
Earnings per share	\$1.76	\$1.56	\$1.75	\$1.55
	Basic		Diluted	
	First Nine Months		First Nine Months	
	2017	2016	2017	2016
	(\$ in millions, except per share amounts, shares in millions)			
Net income	\$1,436	\$1,252	\$1,436	\$1,252
Dividend equivalent payments	(3 )	(5 )	(1 )	(4 )
Income available to common stockholders	\$1,433	\$1,247	\$1,435	\$1,248
Weighted-average shares outstanding	288.8	294.9	288.8	294.9
Dilutive effect of outstanding options and share-settled awards			2.4	1.8
Adjusted weighted-average shares outstanding			291.2	296.7
Earnings per share	\$4.96	\$4.23	\$4.93	\$4.21

During the third quarters and first nine months of 2017 and 2016, dividend equivalent payments were made to holders of LTIP stock options and RSUs. For purposes of computing basic earnings per share, dividend equivalent payments made to holders of these stock options and RSUs were deducted from net income to determine income available to common stockholders. For purposes of computing diluted earnings per share, we evaluate on a grant-by-grant basis those stock options and RSUs receiving dividend equivalent payments under the two-class and treasury stock methods to determine which method is the more dilutive for each grant. For those grants for which the two-class method was more dilutive, net income was reduced by dividend equivalent payments to determine



income available to common stockholders. The dilution calculations exclude options having exercise prices exceeding the average market price of Common Stock as follows:

Period	2017	2016
	(in millions)	
1st Quarter	0.5	1.5
2nd Quarter	0.5	1.5
3rd Quarter	—	1.5

### 3. Accumulated Other Comprehensive Loss

The changes in the cumulative balances of “Accumulated other comprehensive loss” reported in the Consolidated Balance Sheets consisted of the following:

	Balance at Beginning of Year (\$ in millions)	Net Loss	Reclassification Adjustments	Balance at End of Period
Nine Months Ended September 30, 2017				
Pensions and other postretirement liabilities	\$(414)	\$—	\$ 13	(1) \$(401)
Other comprehensive loss of equity investees	(73 )	(1 )	—	(74 )
Accumulated other comprehensive loss	\$(487)	\$(1)	\$ 13	\$(475)
Nine Months Ended September 30, 2016				
Pensions and other postretirement liabilities	\$(367)	\$—	\$ 12	(1) \$(355)
Other comprehensive loss of equity investees	(78 )	—	—	(78 )
Accumulated other comprehensive loss	\$(445)	\$—	\$ 12	\$(433)

(1) These items are included in the computation of net periodic pension and postretirement benefit costs. See Note 7, “Pensions and Other Postretirement Benefits,” for additional information.

### 4. Stock Repurchase Program

We repurchased and retired 6.0 million and 7.2 million shares of Common Stock under our stock repurchase program in the first nine months of 2017 and 2016, respectively, at a cost of \$712 million and \$603 million, respectively. Since the beginning of 2006, we have repurchased and retired 166.3 million shares at a total cost of \$11.0 billion.

### 5. Investments

#### Investment in Conrail

Through a limited liability company, we and CSX Corporation (CSX) jointly own Conrail Inc. (Conrail), whose primary subsidiary is Consolidated Rail Corporation (CRC). We have a 58% economic and 50% voting interest in





the jointly owned entity, and CSX has the remainder of the economic and voting interests. Our investment in Conrail was \$1.2 billion at both September 30, 2017, and December 31, 2016.

CRC owns and operates certain properties (the Shared Assets Areas) for the joint and exclusive benefit of Norfolk Southern Railway Company (NSR) and CSX Transportation, Inc. (CSXT). The costs of operating the Shared Assets Areas are borne by NSR and CSXT based on usage. In addition, NSR and CSXT pay CRC a fee for access to the Shared Assets Areas. "Purchased services and rents" and "Fuel" include amounts payable to CRC for the operation of the Shared Assets Areas totaling \$34 million and \$38 million for the third quarters of 2017 and 2016, respectively, and \$106 million and \$113 million for the first nine months of 2017 and 2016, respectively. Our equity in the earnings of Conrail, net of amortization, included in "Purchased services and rents" was \$10 million and \$15 million for the third quarters of 2017 and 2016, respectively, and \$30 million and \$37 million for the first nine months of 2017 and 2016, respectively.

"Other liabilities" includes \$280 million at both September 30, 2017, and December 31, 2016, for long-term advances from Conrail, maturing 2044, that bear interest at an average rate of 2.9%.

#### Investment in TTX

NS and eight other North American railroads jointly own TTX Company (TTX). NS has a 19.65% ownership interest in TTX, a railcar pooling company that provides its owner-railroads with standardized fleets of intermodal, automotive, and general use railcars at stated rates.

Amounts payable to TTX for use of equipment are included in "Purchased services and rents" and amounted to \$58 million and \$56 million of expense for the third quarters of 2017 and 2016, respectively, and \$173 million and \$170 million for the first nine months of 2017 and 2016, respectively. Our equity in the earnings of TTX, also included in "Purchased services and rents," totaled \$14 million and \$8 million for the third quarters of 2017 and 2016, respectively, and \$32 million and \$18 million for the first nine months of 2017 and 2016, respectively.

#### 6. Debt

We have in place a \$350 million receivables securitization facility which expires in June 2018. At September 30, 2017, the amount outstanding under the facility was \$100 million and was included within "Long-term debt" due to our intent to refinance \$100 million of these borrowings on a long-term basis, which is supported by our \$750 million credit agreement.

During the third quarter of 2017, we issued \$750 million of senior notes at 4.050% due 2052 in exchange for \$551 million of its previously issued notes (\$48 million at 7.9% due 2097, \$378 million at 6% due 2111, and \$125 million at 6% due 2105). No gain or loss was recognized as a result of the debt exchange.

During the second quarter of 2017, we issued \$300 million of 3.15% senior notes due 2027.

## 7. Pensions and Other Postretirement Benefits

We have both funded and unfunded defined benefit pension plans covering principally salaried employees. We also provide specified health care and life insurance benefits to eligible retired employees; these plans can be amended or terminated at our option. Under our self-insured retiree health care plan, for those participants who are not Medicare-eligible, a defined percentage of health care expenses is covered for retired employees and their dependents, reduced by any deductibles, coinsurance, and, in some cases, coverage provided under other group insurance policies. Those participants who are Medicare-eligible are not covered under the self-insured retiree health care plan, but instead are provided with an employer-funded health reimbursement account which can be used for reimbursement of health insurance premiums or eligible out-of-pocket medical expenses.

Pension and postretirement benefit cost components for the third quarter and first nine months are as follows:

	Pension Benefits		Other Postretirement Benefits	
	Third Quarter 2017	2016	2017	2016
	(\$ in millions)			
Service cost	\$9	\$9	\$ 2	\$ 2
Interest cost	20	20	4	4
Expected return on plan assets	(43)	(43)	(4)	(4)
Amortization of net losses	13	13	—	—
Amortization of prior service benefit	—	—	(6)	(6)
Net benefit	\$(1)	\$(1)	\$(4)	\$(4)

	Pension Benefits		Other Postretirement Benefits	
	First Nine Months 2017	2016	2017	2016
	(\$ in millions)			
Service cost	\$28	\$27	\$ 6	\$ 5
Interest cost	60	61	12	12
Expected return on plan assets	(129)	(129)	(12)	(13)
Amortization of net losses	39	38	—	—
Amortization of prior service benefit	—	—	(18)	(18)
Net benefit	\$(2)	\$(3)	\$(12)	\$(14)

## 8. Fair Values of Financial Instruments

The fair values of “Cash and cash equivalents,” “Accounts receivable,” “Accounts payable,” and “Short-term debt” approximate carrying values because of the short maturity of these financial instruments. The carrying value of corporate-owned life insurance is recorded at cash surrender value and, accordingly, approximates fair value. Other than these assets and liabilities that approximate fair value, there are no other assets or liabilities measured at fair

value on a recurring basis at September 30, 2017, or December 31, 2016. The carrying amounts and estimated fair

12

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values for the remaining financial instruments, excluding investments accounted for under the equity method, consisted of the following:

	September 30, 2017		December 31, 2016	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(\$ in millions)			
Long-term investments	\$114	\$136	\$116	\$141
Long-term debt, including current maturities	(9,880)	(11,774)	(10,112)	(11,626)

Underlying net assets and future discounted cash flows were used to estimate the fair value of investments. The fair values of long-term debt were estimated based on quoted market prices or discounted cash flows using current interest rates for debt with similar terms, credit rating, and remaining maturity.

The following table sets forth the fair value of long-term investment and long-term debt balances disclosed above by valuation technique level, within the fair value hierarchy (there were no level 3 valued assets or liabilities).

	Level 1	Level 2	Total
	(\$ in millions)		
September 30, 2017			
Long-term investments	\$4	\$132	\$136
Long-term debt, including current maturities	(11,570)	(198)	(11,774)
December 31, 2016			
Long-term investments	\$4	\$137	\$141
Long-term debt, including current maturities	(11,420)	(299)	(11,626)

## 9. Commitments and Contingencies

### Lawsuits

We and/or certain subsidiaries are defendants in numerous lawsuits and other claims relating principally to railroad operations. When we conclude that it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, it is accrued through a charge to earnings. While the ultimate amount of liability incurred in any of these lawsuits and claims is dependent on future developments, in our opinion, the recorded liability is adequate to cover the future payment of such liability and claims. However, the final outcome of any of these lawsuits and claims cannot be predicted with certainty, and unfavorable or unexpected outcomes could result in additional accruals that could be significant to results of operations in a particular year or quarter. Any adjustments to the recorded liability will be reflected in earnings in the periods in which such adjustments become known.

One of our chemical customers, Sunbelt Chlor Alkali Partnership (Sunbelt), filed a rate reasonableness complaint before the Surface Transportation Board (STB) alleging that our tariff rates for transportation of regulated movements are unreasonable. Since April 1, 2011, we have been billing and collecting amounts based on the challenged tariff rates. In 2014, the STB resolved this rate reasonableness complaint in our favor, and in June 2016, the STB resolved petitions for reconsideration. The matter remains decided in our favor; however, the findings are still subject to appeal. We believe the estimate of any reasonably possible loss will not have a material effect on our financial

position, results of operations, or liquidity. With regard to rate cases, we record adjustments to revenues in the periods if and when such adjustments are probable and reasonably estimable.

On November 6, 2007, various antitrust class actions filed against us and other Class I railroads in various Federal district courts regarding fuel surcharges were consolidated in the District of Columbia by the Judicial Panel on Multidistrict Litigation. On June 21, 2012, the court certified the case as a class action. The defendant railroads appealed this certification, and the Court of Appeals for the District of Columbia vacated the District Court's decision and remanded the case for further consideration. On October 10, 2017, the District Court denied class certification. We believe the allegations in the complaints are without merit and intend to vigorously defend the cases. We do not believe the outcome of these proceedings will have a material effect on our financial position, results of operations, or liquidity.

### Casualty Claims

Casualty claims include employee personal injury and occupational claims as well as third-party claims, all exclusive of legal costs. To aid in valuing our personal injury liability and determining the amount to accrue with respect to such claims during the year, we utilize studies prepared by an independent consulting actuarial firm. Job-related accidental injury and occupational claims are subject to the Federal Employers' Liability Act (FELA), which is applicable only to railroads. FELA's fault-based system produces results that are unpredictable and inconsistent as compared with a no-fault workers' compensation system. The variability inherent in this system could result in actual costs being different from the liability recorded. While the ultimate amount of claims incurred is dependent on future developments, in our opinion, the recorded liability is adequate to cover the future payments of claims and is supported by the most recent actuarial study. In all cases, we record a liability when the expected loss for the claim is both probable and reasonably estimable.

Employee personal injury claims – The largest component of casualties and other claims expense is employee personal injury costs. The independent actuarial firm engaged by us provides quarterly studies to aid in valuing our employee personal injury liability and estimating personal injury expense. The actuarial firm studies our historical patterns of reserving for claims and subsequent settlements, taking into account relevant outside influences. The actuarial firm uses the results of these analyses to estimate the ultimate amount of liability. We adjust the liability quarterly based upon our assessment and the results of the study. Our estimate of the liability is subject to inherent limitation given the difficulty of predicting future events such as jury decisions, court interpretations, or legislative changes. As a result, actual claim settlements may vary from the estimated liability recorded.

Occupational claims – Occupational claims (including asbestosis and other respiratory diseases, as well as conditions allegedly related to repetitive motion) are often not caused by a specific accident or event but rather allegedly result from a claimed exposure over time. Many such claims are being asserted by former or retired employees, some of whom have not been employed in the rail industry for decades. The independent actuarial firm provides an estimate of the occupational claims liability based upon our history of claim filings, severity, payments, and other pertinent facts. The liability is dependent upon judgments we make as to the specific case reserves as well as judgments of the actuarial firm in the quarterly studies. The actuarial firm's estimate of ultimate loss includes a provision for those claims that have been incurred but not reported. This provision is derived by analyzing industry data and projecting our experience. We adjust the liability quarterly based upon our assessment and the results of the study. However, it is possible that the recorded liability may not be adequate to cover the future payment of claims. Adjustments to the recorded liability are reflected in operating expenses in the periods in which such adjustments become known.

Third-party claims – We record a liability for third-party claims, including those for highway crossing accidents, trespasser and other injuries, automobile liability, property damage, and lading damage. The actuarial firm assists us with the calculation of potential liability for third-party claims, except lading damage, based upon our experience including the number and timing of incidents, amount of payments, settlement rates, number of open claims, and legal defenses. We adjust the liability quarterly based upon our assessment and the results of the study. Given the inherent uncertainty in regard to the ultimate outcome of third-party claims, it is possible that the actual loss may differ from the estimated liability recorded.





## Environmental Matters

We are subject to various jurisdictions' environmental laws and regulations. We record a liability where such liability or loss is probable and reasonably estimable. Environmental engineers regularly participate in ongoing evaluations of all known sites and in determining any necessary adjustments to liability estimates.

Our Consolidated Balance Sheets include liabilities for environmental exposures of \$62 million and \$67 million at September 30, 2017, and December 31, 2016, respectively (of which \$15 million are classified as current liabilities at both dates). At September 30, 2017, the liability represents our estimates of the probable cleanup, investigation, and remediation costs based on available information at 131 known locations and projects compared with 134 locations and projects at December 31, 2016. At September 30, 2017, 17 sites accounted for \$41 million of the liability, and no individual site was considered to be material. We anticipate that much of this liability will be paid out over five years; however, some costs will be paid out over a longer period.

At thirteen locations, one or more of our subsidiaries in conjunction with a number of other parties have been identified as potentially responsible parties under the Comprehensive Environmental Response, Compensation and Liability Act of 1980 or comparable state statutes that impose joint and several liability for cleanup costs. We calculate our estimated liability for these sites based on facts and legal defenses applicable to each site and not solely on the basis of the potential for joint liability.

With respect to known environmental sites (whether identified by us or by the Environmental Protection Agency or comparable state authorities), estimates of our ultimate potential financial exposure for a given site or in the aggregate for all such sites can change over time because of the widely varying costs of currently available cleanup techniques, unpredictable contaminant recovery and reduction rates associated with available cleanup technologies, the likely development of new cleanup technologies, the difficulty of determining in advance the nature and full extent of contamination and each potential participant's share of any estimated loss (and that participant's ability to bear it), and evolving statutory and regulatory standards governing liability.

The risk of incurring environmental liability, for acts and omissions, past, present, and future, is inherent in the railroad business. Some of the commodities we transport, particularly those classified as hazardous materials, pose special risks that we work diligently to reduce. In addition, several of our subsidiaries own, or have owned, land used as operating property, or which is leased and operated by others, or held for sale. Because environmental problems that are latent or undisclosed may exist on these properties, there can be no assurance that we will not incur environmental liabilities or costs with respect to one or more of them, the amount and materiality of which cannot be estimated reliably at this time. Moreover, lawsuits and claims involving these and potentially other unidentified environmental sites and matters are likely to arise from time to time. The resulting liabilities could have a significant effect on our financial position, results of operations, or liquidity in a particular year or quarter.

Based on our assessment of the facts and circumstances now known, we believe we have recorded the probable and reasonably estimable costs for dealing with those environmental matters of which we are aware. Further, we believe that it is unlikely that any known matters, either individually or in the aggregate, will have a material adverse effect on our financial position, results of operations, or liquidity.

## Insurance

We obtain, on behalf of ourself and our subsidiaries, insurance for potential losses for third-party liability and first-party property damages. We are currently self-insured up to \$50 million and above \$1.1 billion (\$1.5 billion for specific perils) per occurrence and/or policy year for bodily injury and property damage to third parties and up to \$25 million and above \$200 million per occurrence and/or policy year for property owned by us or in our care, custody, or control.



## 10. New Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, "Revenue from Contracts with Customers." This update will replace most existing revenue recognition guidance in GAAP and require an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The new standard will be effective for our annual and interim reporting periods beginning January 1, 2018. ASU 2014-09 permits the use of either the retrospective or modified retrospective transition method. Freight revenue will continue to be recognized proportionally as a shipment moves from origin to destination and other revenues will be recognized as performance obligations are satisfied. We have substantially completed our analysis and do not expect that adoption of the standard will have a material effect on our financial position and results of operations. Certain additional financial statement disclosure requirements are mandated by the new standard including disclosure of contract assets and contract liabilities as well as a disaggregated view of revenue, which we expect to be similar to our current disclosures within the "Railway Operating Revenues" section of Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations." We do not plan to adopt the standard early and will use the modified retrospective transition method.

In February 2016, the FASB issued ASU 2016-02, "Leases." This update, effective for our annual and interim reporting periods beginning January 1, 2019, will replace existing lease guidance in GAAP and will require lessees to recognize lease assets and lease liabilities on the balance sheet for all leases greater than twelve months and disclose key information about leasing arrangements. When implemented, lessees and lessors will be required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. We are currently evaluating the effects ASU 2016-02 will have on our consolidated financial statements and related disclosures. We disclosed \$614 million in operating lease obligations in our lease commitments footnote in our most recent Form 10-K and we will evaluate those contracts as well as other existing arrangements to determine if they qualify for lease accounting under the new standard. We do not plan to adopt the standard early.

In June 2016, the FASB issued ASU 2016-13, "Credit Losses - Measurement of Credit Losses on Financial Instruments," which replaces the current incurred loss impairment method with a method that reflects expected credit losses. The new standard is effective as of January 1, 2020, and early adoption is permitted as of January 1, 2019. Because credit losses associated from our trade receivables have historically been insignificant, we do not expect this standard to have a material effect on our financial statements.

In March 2017, the FASB issued ASU No. 2017-07, "Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." This update, effective for annual and interim reporting periods beginning January 1, 2018, will require segregation of these net benefit costs between operating and non-operating expenses. Currently, we report the net benefit costs associated with our defined benefit and postretirement plans in the "Compensation and benefits" line item of the Consolidated Statements of Income, as disclosed in Note 7, "Pensions and Other Postretirement Benefits." When the ASU is implemented, only the service cost component of defined benefit pension cost and postretirement benefit cost will be reported within compensation costs, while all other components of net benefit cost will be presented within the "Other income - net" line item on the Consolidated Statements of Income. The standard requires retrospective application, and as such the adoption of this standard will result in offsetting increases in "Compensation and benefits" expense and "Other income - net" on the Consolidated Statements of Income for all periods of 2017 and 2016, with no impact on net income. We did not adopt the standard early.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

## Norfolk Southern Corporation and Subsidiaries

The following discussion and analysis should be read in conjunction with the Consolidated Financial Statements and Notes.

## OVERVIEW

We are one of the nation's premier transportation companies. Our Norfolk Southern Railway Company subsidiary operates approximately 19,500 miles of road in 22 states and the District of Columbia, serves every major container port in the eastern United States, and provides efficient connections to other rail carriers. We operate the most extensive intermodal network in the East and are a major transporter of coal, automotive, and industrial products.

Record-setting results in the third quarter were the result of the sustained execution of our strategic plan. We achieved an all-time record quarterly operating ratio (a measure of the amount of operating revenues consumed by operating expenses) of 65.9% in the third quarter, and first nine-month records for both operating ratio and diluted earnings per share. We are in a position to support additional volume growth and manage higher volume-related expenses and inflationary headwinds while continuing to improve productivity.

## SUMMARIZED RESULTS OF OPERATIONS

(\$ in millions, except per share amounts)

	Third Quarter			First Nine Months		
	2017	2016	% change	2017	2016	% change
Income from railway operations	\$911	\$820	11%	\$2,572	\$2,313	11%
Net income	\$506	\$460	10%	\$1,436	\$1,252	15%
Diluted earnings per share	\$1.75	\$1.55	13%	\$4.93	\$4.21	17%
Railway operating ratio (percent)	65.9	67.5	(2%)	67.4	68.7	(2%)

The rise in net income for both periods was driven by increased income from railway operations, a result of higher railway operating revenues, offset in part by increases in railway operating expenses. Traffic volume was up 4% for the third quarter and 5% for the first nine months compared to the same periods last year, and average revenue per unit growth was driven by pricing gains and higher fuel surcharge revenues in both periods.

## DETAILED RESULTS OF OPERATIONS

## Railway Operating Revenues

The following tables present a comparison of revenues (\$ in millions), volumes (units in thousands), and average revenue per unit (\$ per unit) by market group.

Revenues	Third Quarter			First Nine Months		
	2017	2016	% change	2017	2016	% change
Merchandise:						
Chemicals	\$418	\$408	2%	\$1,251	\$1,253	—
Agr./consumer/gov't	388	380	2%	1,156	1,149	1%
Metals/construction	378	337	12%	1,089	971	12%
Automotive	218	236	(8%)	713	738	(3%)
Paper/clay/forest	198	191	4%	572	567	1%
Merchandise	1,600	1,552	3%	4,781	4,678	2%
Intermodal	621	575	8%	1,785	1,635	9%
Coal	449	397	13%	1,316	1,085	21%
Total	\$2,670	\$2,524	6%	\$7,882	\$7,398	7%

## Units

Merchandise:						
Chemicals	115.2	117.5	(2%)	348.6	360.9	(3%)
Agr./consumer/gov't	147.8	147.6	—	443.0	447.0	(1%)
Metals/construction	194.2	186.9	4%	556.0	525.4	6%
Automotive	96.6	106.8	(10%)	318.5	332.8	(4%)
Paper/clay/forest	73.4	71.7	2%	214.3	216.3	(1%)
Merchandise	627.2	630.5	(1%)	1,880.4	1,882.4	—
Intermodal	1,035.2	993.5	4%	3,013.7	2,874.4	5%
Coal	266.6	238.2	12%	792.3	663.0	20%
Total	1,929.0	1,862.2	4%	5,686.4	5,419.8	5%

## Revenue per Unit

Merchandise:						
Chemicals	\$3,624	\$3,473	4%	\$3,586	\$3,472	3%
Agr./consumer/gov't	2,626	2,577	2%	2,610	2,571	2%
Metals/construction	1,945	1,802	8%	1,959	1,848	6%
Automotive	2,256	2,217	2%	2,239	2,219	1%
Paper/clay/forest	2,699	2,655	2%	2,668	2,620	2%
Merchandise	2,550	2,462	4%	2,542	2,485	2%
Intermodal	600	579	4%	592	569	4%
Coal	1,687	1,666	1%	1,662	1,636	2%
Total	1,384	1,355	2%	1,386	1,365	2%

Third-quarter railway operating revenues increased \$146 million over the same period last year. For the first nine months, railway operating revenues increased \$484 million. The table below reflects the components of the revenue change by major market group over the same period last year (\$ in millions).

	Third Quarter		First Nine Months			
	Increase (Decrease)		Increase (Decrease)			
	Merchandise	nodal Coal	Merchandise	nodal Coal		
Volume	\$(8 )	\$ 24	\$ 47	\$(5 )	\$ 79	\$212
Fuel surcharge revenue	7	10	—	22	51	10
Rate, mix and other	49	12	5	86	20	9
Total	\$48	\$ 46	\$ 52	\$103	\$ 150	\$231

Most of our contracts include negotiated fuel surcharges, typically tied to either On-Highway Diesel (OHD) or West Texas Intermediate Crude Oil (WTI). Approximately 90% of our revenue base is covered by these negotiated fuel surcharges, with more than half tied to OHD. In the third quarter and first nine months of 2017, contracts tied to OHD accounted for about 90% of our fuel surcharge revenue, as price levels were below most of our surcharge trigger points in contracts tied to WTI. Revenues associated with these surcharges totaled \$84 million and \$67 million in the third quarters of 2017 and 2016, respectively, and \$249 million and \$166 million for the first nine months of 2017 and 2016, respectively.

#### Merchandise

Merchandise revenue increased for both periods reflecting higher average revenue per unit, driven by pricing gains. Total merchandise volumes were down less than 1% in both periods as gains in the metals and construction group and paper, clay, and forest products in the third quarter were more than offset by declines in automotive and chemicals traffic.

Chemicals volume declined in both periods, driven by reduced shipments of crude oil from the Bakken oil fields and lower shipments of coal ash, partially offset by more shipments of higher-rated plastics. The first nine months were also impacted by decreased shipments of liquefied petroleum gas, partially offset by increased rock salt shipments due to weather and replenishing of stockpiles.

One of our chemical customers, Sunbelt, filed a rate reasonableness complaint before the STB alleging that our tariff rates for transportation of regulated movements are unreasonable. Since April 1, 2011, we have been billing and collecting amounts based on the challenged tariff rates. In 2014, the STB resolved this rate reasonableness complaint in our favor and in June 2016, the STB resolved petitions for reconsideration. The matter remains decided in our favor; however, the findings are still subject to appeal. We believe the estimate of any reasonably possible loss will not have a material effect on our financial position, results of operations, or liquidity. With regard to rate cases, we record adjustments to revenues in the periods if and when such adjustments are probable and reasonably estimable.

Agriculture, consumer products, and government volume was flat in the third quarter and down in the first nine months, reflecting lower ethanol shipments, partially offset by increased fertilizer and corn shipments.

Metals and construction volume grew in both periods, a result of increased frac sand shipments for use in natural gas drilling in the Marcellus, Utica, and Permian regions and higher iron and steel shipments driven by continued improvement in construction activity. These increases were partially offset by declines in coil and cement traffic, due

to customer sourcing changes.

19

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Automotive volume declined in both periods, driven mainly by decreases in U.S. light vehicle production.

Paper, clay, and forest products volume increased in the third quarter and decreased in the first nine months. Both periods reflected higher pulp and municipal waste shipments as a result of increased consumer demand and growth with existing customers, partially offset by lower woodchip volume due to customer sourcing changes. The first nine months were also impacted by lower pulpboard volume due to increased truck competition.

Merchandise revenues for the remainder of the year are expected to increase compared to last year, reflecting higher average revenue per unit driven by pricing gains, and higher volumes.

#### Intermodal

Intermodal revenues increased for both periods due to higher traffic volumes and average revenue per unit, primarily driven by pricing gains and higher fuel surcharges.

Intermodal units (in thousands) by market were as follows:

	Third Quarter			First Nine Months		
	2017	2016	% change	2017	2016	% change
Domestic	662.6	616.2	8%	1,890.6	1,775.8	6%
International	372.6	377.3	(1%)	1,123.1	1,098.6	2%
Total	1,035.2	993.5	4%	3,013.7	2,874.4	5%

Domestic volume increases in both periods were the result of continued highway conversions, growth in existing accounts, and market share gains. International volume declined slightly in the third quarter. Demand from existing customers and new business awards drove the increase in the first nine months.

Intermodal revenues for the remainder of the year are expected to increase compared to last year, driven by volume growth and higher average revenue per unit due to higher fuel surcharge revenues and pricing gains.

#### Coal

Coal revenues increased in both periods, a result of higher volumes, primarily in the export market, and higher average revenue per unit, the result of pricing gains. The first nine months were also impacted by higher fuel surcharge revenue.

Coal tonnage (in thousands) by market was as follows:

	Third Quarter			First Nine Months		
	2017	2016	% change	2017	2016	% change
Utility	17,410	18,357	(5%)	52,599	48,097	9%
Export	6,280	2,567	145%	19,189	9,949	93%
Domestic metallurgical	4,298	3,816	13%	11,647	10,355	12%
Industrial	1,457	1,589	(8%)	4,259	4,785	(11%)
Total	29,445	26,329	12%	87,694	73,186	20%



Utility coal tonnage decreased in the third quarter, but increased in the first nine months. The third quarter drop was driven primarily by weakened demand for coal driven by sustained low natural gas prices and plant outages. Market share gains contributed to the increase in the first nine months. Export coal tonnage grew significantly over

20

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prior periods, as a continued tightening of international coal supply drove incremental production increases and higher demand for U.S. coal. Domestic metallurgical coal tonnage rose as customer-specific gains more than offset supply issues driven by increased demand in the export markets in both periods. Industrial coal tonnage fell in both periods, reflecting continued pressure from natural gas conversions and customer sourcing changes.

Coal revenues for the remainder of the year are expected to be slightly above last year primarily due to export volume increases, partially offset by lower average revenue per unit due to negative mix.

#### Railway Operating Expenses

Railway operating expenses (\$ in millions) summarized by major classifications were as follows:

	Third Quarter			First Nine Months		
	2017	2016	% change	2017	2016	% change
Compensation and benefits	\$755	\$691	9%	\$2,201	\$2,081	6%
Purchased services and rents	377	386	(2%)	1,146	1,149	—
Fuel	198	181	9%	601	504	19%
Depreciation	265	258	3%	788	767	3%
Materials and other	164	188	(13%)	574	584	(2%)
<b>Total</b>	<b>\$1,759</b>	<b>\$1,704</b>	<b>3%</b>	<b>\$5,310</b>	<b>\$5,085</b>	<b>4%</b>

Compensation and benefits expense increased in both periods, reflecting changes in:

- incentive and stock-based compensation (up \$47 million for the quarter and \$70 million for the first nine months),
- health and welfare benefit rates for agreement employees (up \$16 million for the quarter and \$46 million for the first nine months),
- pay rates (up \$13 million for the quarter and \$49 million for the first nine months), and
- employment levels (down \$26 million for the quarter and \$57 million for the first nine months).

Average rail headcount for the quarter was down by about 1,100 compared with third-quarter 2016 and approximately 300 sequentially. We expect to enter 2018 with employment levels flat to slightly higher than third-quarter 2017.

Purchased services and rents decreased for both periods as follows (\$ in millions):

	Third Quarter			First Nine Months		
	2017	2016	% change	2017	2016	% change
Purchased services	\$309	\$312	(1%)	\$931	\$921	1%
Equipment rents	68	74	(8%)	215	228	(6%)
<b>Total</b>	<b>\$377</b>	<b>\$386</b>	<b>(2%)</b>	<b>\$1,146</b>	<b>\$1,149</b>	<b>—</b>

The decline in equipment rents in both periods is the result of lower automotive volumes and improved network fluidity. Purchased services decreased slightly in the third quarter. The increase for the first nine months was due to higher intermodal volume-related costs.

Fuel expense, which includes the cost of locomotive fuel as well as other fuel used in railway operations, increased for both periods, due to higher locomotive fuel prices (up 12% in the third quarter and 22% in the first nine months), offset in part by improved locomotive fuel efficiency (consumption was 2% lower during the third quarter and first nine months despite the 4% and 5% increases in traffic volume, respectively).



Materials and other expenses declined in the third quarter and for the first nine months as follows (\$ in millions):

	Third Quarter			First Nine Months		
	2017	2016	% change	2017	2016	% change
Materials	\$85	\$102	(17%)	\$264	\$273	(3%)
Casualties and other claims	39	36	8%	114	101	13%
Other	40	50	(20%)	196	210	(7%)
Total	\$164	\$188	(13%)	\$574	\$584	(2%)

Material usage costs decreased in both periods, a result of lower locomotive and freight car repairs. Casualties and other claims expenses include the estimates of costs related to personal injury, property damage, and environmental remediation matters. Cost associated with personal injury increased in the third quarter and first nine months as a result of unfavorable developments in personal injury cases. Other expense decreases in both periods reflect higher gains from the sale of operating properties.

#### Other Income – Net

Other income – net decreased \$6 million in the third quarter, but rose \$30 million for the first nine months compared with the same periods last year. The decline in the third quarter was driven by lower returns on corporate-owned life insurance and debt exchange fees, partially offset by higher gains from the sale of non-operating properties. The first nine months increase was a result of the absence of advisory fees incurred last year, increased income associated with our coal mining properties, and higher returns from corporate-owned life insurance.

#### Provision for Income Taxes

The third-quarter and year-to-date effective income tax rates were 36.8% and 35.7%, compared with 34.8% and 35.5% for the same periods last year. The higher effective tax rate for the quarter was due to Illinois-enacted legislation which increased deferred tax expense by \$12 million.

#### FINANCIAL CONDITION AND LIQUIDITY

Cash provided by operating activities, our principal source of liquidity, was \$2.5 billion for the first nine months of 2017, compared with \$2.3 billion for the same period of 2016, largely the result of improved operating results. We had a working capital deficit of \$414 million at September 30, 2017, compared to \$48 million at December 31, 2016. Cash and cash equivalents totaled \$724 million at September 30, 2017. We expect cash on hand combined with cash provided by operating activities will be sufficient to meet our ongoing obligations.

In May of 2017, we issued \$300 million of 3.15% senior notes due 2027. In August of 2017, we issued \$750 million of 4.050% senior notes due 2052 as part of a debt exchange for \$551 million of previously issued notes (See Note 6). Other than these items, there have been no material changes to the information on future obligations contained in our Form 10-K for the year ended December 31, 2016.

Cash used in investing activities was \$1.2 billion for the first nine months of 2017, compared with \$1.3 billion in the same period last year, the decrease driven primarily due to lower corporate-owned life insurance investments.

Cash used in financing activities was \$1.5 billion in the first nine months of 2017, compared with \$1.1 billion in the same period last year, primarily the result of lower debt proceeds and higher repurchases of common stock. We repurchased 6.0 million shares of Common Stock, totaling \$712 million, in the first nine months of 2017, compared to

7.2 million shares, totaling \$603 million, in the same period last year. On September 26, 2017, our Board of

22

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Directors authorized the repurchase of up to an additional 50 million shares of Common stock through December 31, 2022. The timing and volume of future share repurchases will be guided by our assessment of market conditions and other pertinent factors. Any near-term purchases under the program are expected to be made with internally generated cash, cash on hand, or proceeds from borrowings.

Our total debt-to-total capitalization ratio was 43.7% at September 30, 2017, and 45.1% at December 31, 2016.

We have in place and available a \$750 million credit agreement expiring in May 2021, which provides for borrowings at prevailing rates and includes covenants. We had no amounts outstanding under this facility at both September 30, 2017, and December 31, 2016, and are in compliance with all of its covenants. We have a \$350 million accounts receivable securitization program expiring June 2018. There was \$100 million and \$200 million outstanding under this program at September 30, 2017, and December 31, 2016, respectively.

#### APPLICATION OF CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. These estimates and assumptions may require significant judgment about matters that are inherently uncertain, and future events are likely to occur that may require us to make changes to these estimates and assumptions. Accordingly, we regularly review these estimates and assumptions based on historical experience, changes in the business environment, and other factors we believe to be reasonable under the circumstances. We regularly discuss the development, selection, and disclosures concerning critical accounting estimates with the Audit Committee of our Board of Directors. There have been no significant changes to the application of critical accounting estimates disclosure contained in our Form 10-K at December 31, 2016.

#### OTHER MATTERS

##### Labor Agreements

Approximately 80% of our railroad employees are covered by collective bargaining agreements with various labor unions. Pursuant to the Railway Labor Act (the Act), these agreements remain in effect until new agreements are reached, or until the bargaining procedures mandated by the Act are completed. We largely bargain nationally in concert with other major railroads, represented by the National Carriers Conference Committee (NCCC). Moratorium provisions in the labor agreements govern when the railroads and unions may propose changes to the agreements.

Beginning in late 2014, the NCCC and the various unions exchanged new proposals to begin the current round of national negotiations. The unions have formed three separate bargaining coalitions. The NCCC has reached a tentative agreement with one coalition that represents approximately 60% of the unionized workforce. That agreement is subject to ratification by the union membership. Negotiations with the other two coalitions are ongoing with the assistance of mediators from the National Mediation Board. Separately, in January 2015, we reached an agreement covering wages and work rules through 2019 with the Brotherhood of Locomotive Engineers and Trainmen (BLET), which represents approximately 20% of our union workforce. Changes to the BLET benefit plan are covered by the national tentative agreement currently pending membership ratification.

##### New Accounting Pronouncements

For a detailed discussion of new accounting pronouncements, see Note 10.



## Inflation

In preparing financial statements, GAAP requires the use of historical cost that disregards the effects of inflation on the replacement cost of property. We are a capital-intensive company with most of our capital invested in long-lived assets. The replacement cost of these assets, as well as the related depreciation expense, would be substantially greater than the amounts reported on the basis of historical cost.

## FORWARD-LOOKING STATEMENTS

Certain statements in Management's Discussion and Analysis of Financial Condition and Results of Operations are "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, as amended. These statements relate to future events or our future financial performance and involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or our achievements or those of our industry to be materially different from those expressed or implied by any forward-looking statements. In some cases, forward-looking statements can be identified by terminology such as "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "project," "consider," "potential," "feel," or other comparable terminology. We have based these forward-looking statements on our current expectations, assumptions, estimates, beliefs, and projections. While we believe these expectations, assumptions, estimates, beliefs, and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which involve factors or circumstances that are beyond our control. These and other important factors, including those discussed under "Risk Factors" in our latest Form 10-K, as well as our subsequent filings with the Securities and Exchange Commission, may cause actual results, performance, or achievements to differ materially from those expressed or implied by these forward-looking statements. The forward-looking statements herein are made only as of the date they were first issued, and unless otherwise required by applicable securities laws, we disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Copies of our press releases and additional information about us is available at [www.norfolksouthern.com](http://www.norfolksouthern.com), or you can contact Norfolk Southern Corporation Investor Relations by calling 757-629-2861.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The information required by this item is included in Part I, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" under the heading "Financial Condition and Liquidity."

### Item 4. Controls and Procedures.

#### Evaluation of Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer, with the assistance of management, evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act)) at September 30, 2017. Based on such evaluation, our officers have concluded that, at September 30, 2017, our disclosure controls and procedures were effective in alerting them on a timely basis to material information required to be included in our periodic filings under the Exchange Act.

#### Changes in Internal Control Over Financial Reporting

During the third quarter of 2017, we have not identified any changes in internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.





## PART II. OTHER INFORMATION

## Item 1. Legal Proceedings.

On November 6, 2007, various antitrust class actions filed against us and other Class I railroads in various Federal district courts regarding fuel surcharges were consolidated in the District of Columbia by the Judicial Panel on Multidistrict Litigation. On June 21, 2012, the court certified the case as a class action. The defendant railroads appealed this certification, and the Court of Appeals for the District of Columbia vacated the District Court's decision and remanded the case for further consideration. On October 10, 2017, the District Court denied class certification. We believe the allegations in the complaints are without merit and intend to vigorously defend the cases. We do not believe the outcome of these proceedings will have a material effect on our financial position, results of operations, or liquidity.

## Item 1A. Risk Factors.

The risk factors included in our 2016 Form 10-K remain unchanged and are incorporated herein by reference.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Period	(a) Total Number of Shares (or Units)  Purchased <sup>(1)</sup>	(b) Average Price Paid per Share  (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs <sup>(2)</sup>	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that may yet be purchased under the Plans or Programs <sup>(2)</sup>
July 1-31, 2017	602,443	119.18	602,443	10,664,429
August 1-31, 2017	1,110,444	117.34	1,109,602	9,554,827
September 1-30, 2017	847,742	127.51	846,969	58,707,858
Total	2,560,629		2,559,014	

(1) Of this amount, 1,615 represent shares tendered by employees in connection with the exercise of options under the stockholder-approved Long-Term Incentive Plan.

(2) On September 26, 2017, our Board of Directors authorized a share repurchase program, pursuant to which up to 50 million shares of Common Stock could be purchased through December 31, 2022.

Item 6. Exhibits.

4.1 Indenture dated as of August 15, 2017, between the Registrant and U.S. Bank National Association, as Trustee, is incorporated by reference herein to Exhibit 4.1 to Norfolk Southern Corporation's Form 8-K filed August 15, 2017. SEC File No. 001-08339

4.2 Registration Rights Agreement dated as of August 15, 2017. The Agreement is incorporated by reference herein to Exhibit 4.2 to Norfolk Southern Corporation's Form 8-K filed August 15, 2017. SEC File No. 001-08339

10.1\*,\*\* The Norfolk Southern Corporation Directors' Restricted Stock Plan, adopted January 1, 1994, and amended and restated effective as of January 23, 2015.

10.2\*,\*\* Supplemental Benefit Plan of Norfolk Southern Corporation and Participating Subsidiary Companies, adopted June 1, 1982, as amended and restated effective as of June 26, 2015.

31-A\*\* Rule 13a-14(a)/15d-014(a) CEO Certifications.

31-B\*\* Rule 13a-14(a)/15d-014(a) CFO Certifications.

32\*\* Section 1350 Certifications.

101\*\* The following financial information from Norfolk Southern Corporation's Quarterly Report on Form 10-Q for the third quarter of 2017, formatted in Extensible Business Reporting Language (XBRL) includes (i) the Consolidated Statements of Income for the third quarter and first nine months of 2017 and 2016; (ii) the Consolidated Statements of Comprehensive Income for the third quarter and first nine months of 2017 and 2016; (iii) the Consolidated Balance Sheets at September 30, 2017, and December 31, 2016; (iv) the Consolidated Statements of Cash Flows for the first nine months of 2017 and 2016; and (v) the Notes to Consolidated Financial Statements.

\* Management contract or compensatory arrangement.

\*\* Filed herewith.

SIGNATURES

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

NORFOLK SOUTHERN CORPORATION  
Registrant

Date: October 25, 2017 /s/ Thomas E. Hurlbut  
Thomas E. Hurlbut  
Vice President and Controller  
(Principal Accounting Officer) (Signature)

Date: October 25, 2017 /s/ Denise W. Hutson  
Denise W. Hutson  
Corporate Secretary (Signature)