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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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 June 30, 2024

OR

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

For the transition period from __________ to __________

Commission File Number 1-8022

CSX CORPORATION

(Exact name of registrant as specified in its charter)

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

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

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

Title of each class	**Trading Symbol(s)**	**Name of exchange on which registered**
Common Stock, $1 Par Value	CSX	Nasdaq Global Select Market

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 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 such files).
Yes (X) No ( )

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

Large Accelerated Filer (X) 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. ( )

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

There were 1,938,739,661 shares of common stock outstanding on June 30, 2024 (the latest practicable date that is closest to the filing date).

CSX CORPORATION
FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2024
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CSX CORPORATION
PART I - FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

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

	Second Quarters		Six Months	
	2024	2023 [(a)]	**2024 [(a)]**	2023 [(a)]
Revenue	**$ 3,701**	$ 3,699	**$ 7,382**	$ 7,405
Expense				
Labor and Fringe	**766**	748	**1,571**	1,477
Purchased Services and Other	**699**	691	**1,420**	1,388
Depreciation and Amortization	**410**	404	**820**	799
Fuel	**301**	312	**626**	676
Equipment and Other Rents	**85**	90	**169**	172
Gains on Property Dispositions	**(8)**	(12)	**(9)**	(20)
Total Expense	**2,253**	2,233	**4,597**	4,492
Operating Income	**1,448**	1,466	**2,785**	2,913
Interest Expense	**(209)**	(201)	**(419)**	(402)
Other Income - Net	**28**	31	**69**	72
Earnings Before Income Taxes	**1,267**	1,296	**2,435**	2,583
Income Tax Expense	**(304)**	(312)	**(592)**	(625)
Net Earnings	**$ 963**	$ 984	**$ 1,843**	$ 1,958
Per Common Share (Note 2)				
Net Earnings Per Share, Basic	**$ 0.50**	$ 0.49	**$ 0.94**	$ 0.96
Net Earnings Per Share, Assuming Dilution	**$ 0.49**	$ 0.49	**$ 0.94**	$ 0.96
Average Shares Outstanding *(In Millions)*	**1,944**	2,020	**1,951**	2,037
Average Shares Outstanding, Assuming Dilution *(In Millions)*	**1,948**	2,025	**1,955**	2,042

CONDENSED CONSOLIDATED COMPREHENSIVE INCOME STATEMENTS *(Unaudited)*
(Dollars in Millions)

	Second Quarters		Six Months	
	2024	2023 [(a)]	**2024 [(a)]**	2023 [(a)]
Total Comprehensive Earnings (Note 10)	**$ 966**	$ 980	**$ 1,852**	$ 1,956

(a) See Note 11, Revision of Prior Period Financial Statements.

See accompanying notes to consolidated financial statements.

CSX CORPORATION
ITEM 1. FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEETS *(Unaudited)*
(Dollars in Millions)

	June 30, 2024	December 31, 2023 [(a)]
ASSETS		
Current Assets:		
Cash and Cash Equivalents	**$ 1,238**	$ 1,353
Short-term Investments (Note 9)	**4**	83
Accounts Receivable - Net (Note 8)	**1,430**	1,393
Materials and Supplies	**417**	440
Other Current Assets	**91**	90
Total Current Assets	**3,180**	3,359
Properties	**51,065**	50,281
Accumulated Depreciation	**(16,116)**	(15,560)
Properties - Net	**34,949**	34,721
Investment in Affiliates and Other Companies	**2,455**	2,397
Right-of-Use Lease Asset	**505**	498
Goodwill and Other Intangible Assets - Net	**535**	506
Other Long-term Assets	**738**	731
Total Assets	**$ 42,362**	$ 42,212
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts Payable	**$ 1,192**	$ 1,237
Labor and Fringe Benefits Payable	**469**	517
Casualty, Environmental and Other Reserves (Note 4)	**148**	144
Current Maturities of Long-term Debt (Note 7)	**557**	558
Income and Other Taxes Payable	**122**	524
Other Current Liabilities	**251**	243
Total Current Liabilities	**2,739**	3,223
Casualty, Environmental and Other Reserves (Note 4)	**299**	296
Long-term Debt (Note 7)	**17,951**	17,975
Deferred Income Taxes - Net	**7,716**	7,699
Long-term Lease Liability	**500**	491
Other Long-term Liabilities	**537**	543
Total Liabilities	**29,742**	30,227
Shareholders' Equity:		
Common Stock, $1 Par Value	**1,939**	1,959
Other Capital	**758**	691
Retained Earnings	**10,189**	9,609
Accumulated Other Comprehensive Loss (Note 10)	**(270)**	(279)
Non-controlling Minority Interest	**4**	5
Total Shareholders' Equity	**12,620**	11,985
Total Liabilities and Shareholders' Equity	**$ 42,362**	$ 42,212

(a) See Note 11, Revision of Prior Period Financial Statements.

See accompanying notes to consolidated financial statements.

CSX CORPORATION
ITEM 1. FINANCIAL STATEMENTS

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

	Six Months	
	2024 (a)	2023 (a)
OPERATING ACTIVITIES		
Net Earnings	**$ 1,843**	$ 1,958
Adjustments to Reconcile Net Earnings to Net Cash Provided by Operating Activities:		
Depreciation and Amortization	**820**	799
Deferred Income Taxes	**14**	70
Gains on Property Dispositions	**(9)**	(20)
Other Operating Activities	**(10)**	18
Changes in Operating Assets and Liabilities:		
Accounts Receivable	**(19)**	8
Other Current Assets	**25**	(106)
Accounts Payable	**(42)**	(20)
Income and Other Taxes Payable	**(403)**	33
Other Current Liabilities	**(46)**	(267)
Net Cash Provided by Operating Activities	**2,173**	2,473
INVESTING ACTIVITIES		
Property Additions	**(1,066)**	(997)
Purchases of Short-term Investments	**—**	(102)
Proceeds from Sales of Short-term Investments	**81**	153
Proceeds and Advances from Property Dispositions	**43**	52
Business Acquisition, Net of Cash Acquired	**(50)**	(31)
Other Investing Activities	**(56)**	(20)
Net Cash Used In Investing Activities	**(1,048)**	(945)
FINANCING ACTIVITIES		
Shares Repurchased	**(810)**	(1,930)
Dividends Paid	**(468)**	(448)
Long-term Debt Repaid (Note 7)	**(4)**	(146)
Other Financing Activities	**42**	19
Net Cash Used in Financing Activities	**(1,240)**	(2,505)
Net Decrease in Cash and Cash Equivalents	**(115)**	(977)
CASH AND CASH EQUIVALENTS		
Cash and Cash Equivalents at Beginning of Period	**1,353**	1,933
Cash and Cash Equivalents at End of Period	**$ 1,238**	$ 956

(a) See Note 11, Revision of Prior Period Financial Statements.

See accompanying notes to consolidated financial statements.

CSX CORPORATION
ITEM 1. FINANCIAL STATEMENTS

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY *(Unaudited)*

(Dollars in Millions)

Six Months 2024	Common Shares Outstanding *(Thousands)*	Common Stock and Other Capital	Retained Earnings [(a)]	Accumulated Other Comprehensive (Loss) Income [(a,b)]	Non-controlling Minority Interest	Total Shareholders' Equity [(a)]
Balance December 31, 2023	1,958,757	$ 2,650	$ 9,609	$ (279)	$ 5	$ 11,985
Comprehensive Earnings:						
Net Earnings	—	—	880	—	—	880
Other Comprehensive Income	—	—	—	6	—	6
Total Comprehensive Earnings						886
Common stock dividends, $0.12 per share	—	—	(235)	—	—	(235)
Share Repurchases	(6,789)	(7)	(240)	—	—	(247)
Excise Tax on Net Share Repurchases	—	—	(1)	—	—	(1)
Stock Option Exercises and Other	2,961	55	(2)	—	—	53
Balance March 31, 2024	1,954,929	$ 2,698	$ 10,011	$ (273)	$ 5	$ 12,441
Comprehensive Earnings:						
Net Earnings	—	—	963	—	—	963
Other Comprehensive Income	—	—	—	3	—	3
Total Comprehensive Earnings						966
Common stock dividends, $0.12 per share	—	—	(233)	—	—	(233)
Share Repurchases	(16,308)	(16)	(547)	—	—	(563)
Excise Tax on Net Share Repurchases			(6)			(6)
Stock Option Exercises and Other	124	15	1	—	(1)	15
Balance June 30, 2024	**1,938,745**	**$ 2,697**	**$ 10,189**	**$ (270)**	**$ 4**	**$ 12,620**

(a) See Note 11, Revision of Prior Period Financial Statements.

(b) Accumulated Other Comprehensive Loss balances shown above are net of tax. The associated taxes were $74 million as of December 31, 2023, $72 million as of March 31, 2024 and $72 million as of June 30, 2024. For additional information, see Note 10, Other Comprehensive Income.

See accompanying notes to consolidated financial statements.

CSX CORPORATION
ITEM 1. FINANCIAL STATEMENTS

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY *(Unaudited)*
(Dollars in Millions)

Six Months 2023	Common Shares Outstanding *(Thousands)*	Common Stock and Other Capital	Retained Earnings (a)	Accumulated Other Comprehensive (Loss) Income (a,b)	Non-controlling Minority Interest	Total Shareholders' Equity (a)
Balance December 31, 2022	2,066,367	$ 2,640	$ 10,229	$ (410)	$ 10	$ 12,469
Comprehensive Earnings:						
Net Earnings	—	—	974	—	—	974
Other Comprehensive Income	—	—	—	2	—	2
Total Comprehensive Earnings						976
Common stock dividends, $0.11 per share	—	—	(226)	—	—	(226)
Share Repurchases	(35,157)	(35)	(1,032)	—	—	(1,067)
Excise Tax on Net Share Repurchases	—	—	(10)	—	—	(10)
Stock Option Exercises and Other	1,865	15	—	—	(2)	13
Balance March 31, 2023	2,033,075	$ 2,620	$ 9,935	$ (408)	$ 8	$ 12,155
Comprehensive Earnings:						
Net Earnings	—	—	984	—	—	984
Other Comprehensive Income	—	—	—	(4)	—	(4)
Total Comprehensive Earnings						980
Common stock dividends, $0.11 per share	—	—	(222)	—	—	(222)
Share Repurchases	(27,434)	(28)	(835)	—	—	(863)
Excise Tax on Net Share Repurchases	—	—	(9)	—	—	(9)
Stock Option Exercises and Other	712	38	(1)	—	(4)	33
Balance June 30, 2023	2,006,353	$ 2,630	$ 9,852	$ (412)	$ 4	$ 12,074

(a) See Note 11, Revision of Prior Period Financial Statements.

(b) Accumulated Other Comprehensive Loss balances shown above are net of tax. The associated taxes were $129 million as of December 31, 2022, $128 million as of March 31, 2023 and $114 million as of June 30, 2023. For additional information, see Note 10, Other Comprehensive Income.

See accompanying notes to consolidated financial statements.

CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1. Nature of Operations and Significant Accounting Policies

Background

CSX Corporation together with its subsidiaries ("CSX" or 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, the transport of intermodal containers and trailers, as well as other transportation services such as rail-to-truck transfers and bulk commodity operations.

CSX's principal operating subsidiary, CSX Transportation, Inc. (“CSXT”), provides an important link to the transportation supply chain through its approximately 20,000 route-mile rail network and serves major population centers in 26 states east of the Mississippi River, the District of Columbia and the Canadian provinces of Ontario and Quebec. The Company's intermodal business links customers to railroads via trucks and terminals. CSXT is also responsible for the Company's real estate sales, leasing, acquisition and management and development activities, substantially all of which are focused on supporting railroad operations.

Other entities

In addition to CSXT, the Company’s subsidiaries include Quality Carriers, Inc. ("Quality Carriers"), 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. Quality Carriers is the largest provider of bulk liquid chemicals truck transportation in North America. 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. 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 CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

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

Basis of Presentation

In the opinion of management, the accompanying consolidated financial statements contain all normal, recurring adjustments necessary to fairly present the consolidated financial statements and accompanying notes. Where applicable, prior year information has been reclassified to conform to the current presentation. Pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"), certain information and disclosures normally included in the notes to the annual financial statements prepared in accordance with U.S. generally accepted accounting principles ("GAAP") have been omitted from these interim financial statements. CSX suggests that these financial statements be read in conjunction with the audited financial statements and the notes included in CSX's most recent annual report on Form 10-K and any subsequently filed current reports on Form 8-K.

Fiscal Year

The Company's fiscal periods are based upon the calendar year. Except as otherwise specified, references to "second quarter(s)" or "six months" indicate CSX's fiscal periods ending June 30, 2024 and June 30, 2023, and references to "year-end" indicate the fiscal year ended December 31, 2023.

New Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, *Improvements to Reportable Segment Disclosures*. This standard update requires additional interim and annual disclosures about a reportable segment's expenses, even for companies with only one reportable segment. The Company is required to adopt the guidance for its 2024 annual report filed on Form 10-K, though early adoption is permitted. The Company is currently evaluating the impact of these amendments on its disclosures, but this standard update will not impact the Company's results of operations or financial position.

In December 2023, the FASB issued ASU 2023-09, *Improvements to Income Tax Disclosures*. This standard update requires additional interim and annual disclosures about a company's income taxes, including more detailed information around the annual rate reconciliation and income taxes paid. The Company is required to adopt the guidance for its 2025 annual report filed on Form 10-K, though early adoption is permitted. The Company is currently evaluating the impact of these amendments on its disclosures, but this standard update will not impact the Company's results of operations or financial position.

Revision of Prior Period Financial Statements

During second quarter 2024, CSX completed a review of the accounting treatment for engineering scrap and certain engineering support labor and identified misstatements between the balance sheet and operating expense in previously issued financial statements. The Company determined the impacts of these misstatements were immaterial to the financial statements for all prior periods identified. For comparative purposes, the Company has made corrections to the consolidated financial statements and applicable notes for the prior periods presented in this Form 10-Q. See Note 11, *Revision of Prior Period Financial Statements* for additional information and quantification of prior period restatement impacts.

NOTE 2. Earnings Per Share

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

	Second Quarters		Six Months	
	2024	2023 [(a)]	**2024** [(a)]	2023 [(a)]
Numerator *(Dollars in Millions)*:				
Net Earnings	**$ 963**	$ 984	**$ 1,843**	$ 1,958
Denominator *(Units in Millions)*:				
Average Common Shares Outstanding	**1,944**	2,020	**1,951**	2,037
Other Potentially Dilutive Common Shares	**4**	5	**4**	5
Average Common Shares Outstanding, Assuming Dilution	**1,948**	2,025	**1,955**	2,042
Net Earnings Per Share, Basic	**$ 0.50**	$ 0.49	**$ 0.94**	$ 0.96
Net Earnings Per Share, Assuming Dilution	**$ 0.49**	$ 0.49	**$ 0.94**	$ 0.96

(a) See Note 11, Revision of Prior Period Financial Statements.

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 outstanding and common stock equivalents 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 equity awards including employee stock options, performance units and restricted stock units.

When calculating diluted earnings per share, the potential shares that would be outstanding if all outstanding stock options were exercised are included. This number is different from outstanding stock options because it is offset by shares CSX could repurchase using the proceeds from these hypothetical exercises to obtain the common stock equivalent. The total average outstanding stock options that were excluded from the diluted earnings per share calculation because their effect was antidilutive is in the table below.

	Second Quarters		Six Months	
	2024	2023	**2024**	2023
Antidilutive Stock Options Excluded from Diluted EPS *(Units in Millions)*	**3**	3	**3**	4

NOTE 2. Earnings Per Share, *continued*

Share Repurchases

During November 2023, the share repurchase program announced in July 2022 was completed and the Company began repurchasing shares under the $5 billion share repurchase program approved in October 2023. Total repurchase authority remaining was $4.0 billion as of June 30, 2024.

Share repurchases may be made through a variety of methods including, but not limited to, open market purchases, purchases pursuant to Rule 10b5-1 plans, accelerated share repurchases and negotiated block purchases. The timing of share repurchases depends upon management's assessment of marketplace conditions and other factors, and the program remains subject to the discretion of the Board of Directors. Future share repurchases are expected to be funded by cash on hand, cash generated from operations and debt issuances. Shares are retired immediately upon repurchase. 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.

During second quarters and six months ended June 30, 2024 and June 30, 2023, the Company engaged in the following repurchase activities:

	Second Quarters		Six Months	
	2024	2023	**2024**	2023
Shares Repurchased *(Millions)*	**16**	28	**23**	63
Cost of Shares *(Dollars in Millions)*	**$ 563**	$ 863	**$ 810**	$ 1,930

The Inflation Reduction Act of 2022 imposes a nondeductible 1% excise tax on the net value of most share repurchases made after December 31, 2022. Excise tax commensurate with net share repurchases is reflected in equity and a corresponding liability for excise taxes payable is included in other current liabilities on the consolidated balance sheet. Amounts shown in the table above exclude the impact of this excise tax.

Dividend Increase

In February 2024, the Company's Board of Directors authorized a 9% increase in the quarterly cash dividend to $0.12 per common share effective March 2024.

NOTE 3. Stock Plans and Share-Based Compensation

Under CSX's share-based compensation plans, awards consist of performance units, stock options and restricted stock units for management and stock grants for directors. Share-based compensation expense for awards under share-based compensation plans is measured using the fair value of the award on the grant date and is recognized on a straight-line basis over the service period of the respective award. Alternatively, expense is recognized upon death or over an accelerated service period for employees whose agreements allow for continued vesting upon retirement or separation. Forfeitures are recognized as they occur. Total pre-tax expense and income tax benefits associated with share-based compensation are shown in the table below. Income tax benefits include impacts from option exercises and the vesting of other equity awards.

	Second Quarters		Six Months	
(Dollars in Millions)	**2024**	2023	**2024**	2023
Share-Based Compensation Expense:				
Restricted Stock Units	**$ 7**	$ 5	**$ 14**	$ 9
Stock Options	**3**	3	**6**	6
Employee Stock Purchase Plan	**2**	3	**4**	4
Performance Units	**1**	6	**3**	9
Stock Awards for Directors	**—**	—	**2**	2
Total Share-Based Compensation Expense	**$ 13**	$ 17	**$ 29**	$ 30
Income Tax Benefit	**$ 3**	$ 3	**$ 8**	$ 7

Long-term Incentive Plan

In February 2024, the Company granted the following awards under a new long-term incentive plan ("LTIP") for the years 2024 through 2026, which was adopted under the CSX 2019 Stock and Incentive Award Plan.

	Granted *(Thousands)*	Weighted Avg. Fair Value
Performance Units	605	$ 38.66
Restricted Stock Units	601	36.72
Stock Options	957	11.57

CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 3. Stock Plans and Share-Based Compensation, *continued*

Performance Units

Units vest approximately three years after grant. Payouts will be made in CSX common stock with a payout range for most participants between0% and 200% of the target awards depending on Company performance against predetermined goals. Payouts for certain executive officers are subject to formulaic upward or downward adjustment by up to 25%, capped at an overall payout of 250%, based upon the Company's total shareholder return relative to specified comparable groups over the performance period. The fair values of performance units granted to certain executive officers were calculated using a Monte-Carlo simulation model.

Measurement against goals related to both average annual operating income growth and Economic Profit (CSX Cash Earnings or CCE), in each case excluding non-recurring items as defined in the plan, will each comprise 50% of the payout. As defined under the plan, Economic Profit incentivizes strategic investments earning more than management's desired minimum required return and is calculated as CSX's gross cash earnings minus the capital charge on gross operating assets.

Stock Options

Stock options were granted with ten-year terms and vest over three years in equal installments each year on the anniversary of the grant date. These awards are time-based and are not based upon attainment of performance goals. The fair values of stock option awards were estimated at the grant date using the Black-Scholes valuation model.

Restricted Stock Units

The restricted stock units awarded vest over three years in equal installments each year on the anniversary of the grant date and are settled in CSX common stock on a one-for-one basis. These awards are time-based and are not based upon CSX's attainment of performance goals.

For more information related to the Company's outstanding long-term incentive compensation, see CSX's most recent annual report on Form 10-K.

NOTE 4. Casualty, Environmental and Other Reserves

Personal injury and environmental reserves are considered critical accounting estimates due to the need for management judgment. Casualty, environmental and other reserves are provided for in the consolidated balance sheets as shown in the table below.

	June 30, 2024			December 31, 2023		
(Dollars in Millions)	**Current**	**Long-term**	**Total**	Current	Long-term	Total
Casualty:						
Personal Injury	**$ 51**	**$ 82**	**$ 133**	$ 45	$ 83	$ 128
Occupational	**11**	**56**	**67**	7	60	67
Total Casualty	**62**	**138**	**200**	52	143	195
Environmental	**36**	**113**	**149**	41	113	154
Other	**50**	**48**	**98**	51	40	9
Total	**$ 148**	**$ 299**	**$ 447**	$ 144	$ 296	$ 440

These liabilities are accrued when probable and reasonably estimable in accordance with the *Contingencies Topic* in the ASC. Actual settlements and claims received could differ, and final outcomes 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 adverse effect on the Company's financial condition, results of operations or liquidity. Should a number of these items occur in the same period, however, their combined effect could be material in that particular period.

Casualty

Casualty reserves represent accruals for personal injury, occupational disease and occupational injury claims primarily related to railroad operations. The Company's self-insured retention amount for casualty claims is $100 million per occurrence as discussed at Note 5, *Commitments and Contingencies*. Currently, no individual claim is expected to exceed the self-insured retention amount.

Personal Injury

Personal injury reserves represent liabilities for employee work-related and third-party injuries. Work-related injuries for CSXT employees are primarily subject to the Federal Employers' Liability Act ("FELA"). 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. This analysis did not result in a material adjustment to the personal injury reserve in the quarters and six months ended June 30, 2024, or June 30, 2023.

NOTE 4. Casualty, Environmental and Other Reserves, *continued*

Occupational

Occupational reserves represent liabilities arising from allegations of exposure to certain materials in the workplace (such as solvents, soaps, chemicals and diesel fumes), past exposure to asbestos or allegations of chronic physical injuries resulting from work conditions (such as repetitive stress injuries). The Company retains an independent actuary to analyze the Company’s historical claim filings, settlement amounts, and dismissal rates to assist in determining future anticipated claim filing rates and average settlement values. This analysis is performed by the actuary and reviewed by management quarterly. The analysis did not result in a material adjustment to the occupational reserve in the quarters and six months ended June 30, 2024, or June 30, 2023.

Environmental

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 235 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.

The Company reviews its role with respect to each site identified at least quarterly. Based on management's review process, amounts have been recorded to cover contingent anticipated future environmental remediation costs with respect to each site to the extent such costs are reasonably estimable and probable. Payments related to these liabilities are expected to be made over the next several years. Environmental remediation costs are included in purchased services and other on the consolidated income statements.

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 include liabilities for various claims, such as automobile, property, general liability, workers' compensation and longshoremen disability claims.

NOTE 5. Commitments and Contingencies

Insurance

The Company maintains insurance programs with substantial limits for property damage, including resulting business interruption, as well as casualty claims, which includes third-party liability. A certain amount of risk is retained by the Company on each insurance program. Under its property insurance program, the Company retains all risk up to $150 million per occurrence for losses from floods and named windstorms and up to $125 million per occurrence for other property losses. For casualty claims, the Company retains all risk up to $100 million per occurrence. As CSX negotiates insurance coverage above its full self-retention amounts, it retains a percentage of risk at various layers of coverage. 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.

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, tax matters, 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 outcomes 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 is likely to 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 matters for which a loss is reasonably possible in excess of reserves established. The Company has estimated this range to be $3 million to $67 million in the aggregate at June 30, 2024. 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.

CSX CORPORATION
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NOTE 5. Commitments and Contingencies, *continued*

Fuel Surcharge Antitrust Litigation

In May 2007, class action lawsuits were filed against CSXTand 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. The class action lawsuits were transferred to federal court in the District of Columbia for coordinated or consolidated pre-trial proceedings. In 2017, the District Court issued its decision denying class certification. On August 16, 2019, the U.S. Court of Appeals for the D.C. Circuit affirmed the District Court’s ruling. Although the class was not certified, individual shippers have since brought claims against the railroads, which were also transferred to federal court in the District of Columbia for pre-trial proceedings but before a different judge. In March 2024, the original case was reassigned to the judge in the later-filed case who will now preside over all pre-trial proceedings. The railroads filed motions for summary judgment on July 17, 2024 with briefing to be completed by year-end.

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 resolution of these matters individually or when aggregated could have a material adverse effect on the Company's financial condition, results of operations or liquidity in that particular period.

Environmental

CSXT is indemnifying Pharmacia LLC, formerly known as Monsanto Company, ("Pharmacia") 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. The U.S. Environmental Protection Agency ("EPA"), using its CERCLA authority, seeks the investigation and cleanup of hazardous substances in the17-mile Lower Passaic River Study Area (the "Study Area”). CSXT, on behalf of Pharmacia, and a significant number of other potentially responsible parties are together conducting a Remedial Investigation and Feasibility Study of the Study Area pursuant to an Administrative Settlement Agreement and Order on Consent with the EPA. Pharmacia’s share of responsibility, indemnified by CSXT, for the investigation and cleanup costs of the Study Area may be determined through various mechanisms including (a) an allocation and settlement with EPA; (b) litigation brought by EPA against non-settling parties; or (c) litigation among the responsible parties.

For the lower eight miles of the Study Area, EPA issued its Record of Decision detailing the agency’s mandated remedial process in March 2016. Occidental Chemical Corporation ("Occidental") performed the remedial design for the lowereight-mile portion of the Study Area pursuant to a consent order with EPA. EPA approved the design in May 2024.

For the remaining upper nine miles of the Study Area, EPA selected an interim remedy in a Record of Decision dated September 28, 2021. On March 2, 2023, EPA issued an administrative order requiring Occidental to design the interim remedy for the upper nine miles of the Study Area.

Potentially responsible parties, including Pharmacia, are participating in an EPA-directed allocation and settlement process to assign responsibility related to the lower river and the entire Study Area, respectively. CSXT participated in the EPA-directed allocation and settlement process on behalf of Pharmacia.

CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 5. Commitments and Contingencies, *continued*

On March 2, 2022, EPA issued a Notice Letter to Pharmacia, Occidental andeight other parties alleging they are liable under Section 107(a) of CERCLA for releases or threatened releases of hazardous substances and requesting each party, individually or collectively, submit good faith offers to EPA in connection with the entire Study Area. CSXT, on behalf of Pharmacia, responded to the Notice Letter and submitted a good faith offer to EPA on June 27, 2022, following meetings with a mediator from EPA's Conflict Prevention and Resolution Center. On November 21, 2023, EPA notified the United States District Court for the District of New Jersey that it intended to move to enter a Consent Decree ("CD") with a group of potentially responsible parties. On January 31, 2024, EPA filed a motion to enter a modified CD with82 potentially responsible parties, requiring payment of $150 million to resolve their liability with respect to the entire Study Area. Pharmacia is not a participant in the CD settlement. On April 1, 2024, Occidental filed its opposition to EPA's motion to enter the CD. Several other non-settling parties, including Pharmacia, filed comments concerning (but not opposing) entry of the CD. Negotiations with EPA and other parties to resolve Pharmacia's liability continue.

CSXT is also defending and indemnifying Pharmacia with regard to the Property in litigation filed by Occidental, which is seeking to recover its past and future costs associated with the remediation of the entire Study Area. Alternatively, Occidental seeks to compel some, or all, of the defendants to participate in the remediation of the Study Area. Pharmacia is one of approximately 110 defendants in a federal lawsuit filed by Occidental on June 30, 2018, and one of 37 defendants in a federal lawsuit filed by Occidental on March 24, 2023. Both of these lawsuits are stayed pending resolution of the CD action. 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 its share of remediation costs as determined by the EPA-directed allocation with respect to the Property and the Study Area would be material to the Company's financial condition, results of operations or liquidity.

NOTE 6. Employee Benefit Plans

The Company sponsors defined benefit pension plans principally for salaried, management personnel. The CSX Pension Plan, the largest plan based on benefit obligation, was closed to new participants in 2020.

Independent actuaries compute the amounts of liabilities and expenses relating to these plans subject to the assumptions that the Company determines are appropriate based on historical trends, current market rates and future projections. These amounts are reviewed by management. Only the service cost component of net periodic benefit costs is included in labor and fringe expense on the consolidated income statement. All other components of net periodic benefit cost are included in other income - net.

	Pension Benefits Cost			
	Second Quarters		Six Months	
(Dollars in Millions)	**2024**	2023	**2024**	2023
Service Cost Included in Labor and Fringe	**$ 6**	$ 6	**$ 12**	$ 12
Interest Cost	**27**	28	**53**	56
Expected Return on Plan Assets	**(43)**	(41)	**(85)**	(82)
Amortization of Net Loss	**4**	7	**9**	14
Total Included in Other Income - Net	**(12)**	(6)	**(23)**	(12)
Net Periodic Benefit Credit	**$ (6)**	$ —	**$ (11)**	$ —

Qualified pension plan obligations are funded in accordance with regulatory requirements and with an objective of meeting or exceeding minimum funding requirements necessary to avoid restrictions on flexibility of plan operation and benefit payments. No contributions to the Company's qualified pension plans are expected in 2024.

NOTE 7. Debt and Credit Agreements

Total activity related to long-term debt as of the end of second quarter 2024 is shown in the table below. For fair value information related to the Company's long-term debt, see Note 9, *Fair Value Measurements*.

(Dollars in Millions)	Current Portion	Long-term Portion	Total
Long-term Debt as of December 31, 2023	$ 558	$ 17,975	$ 18,533
2024 Activity:			
Long-term Debt Repaid	(4)	—	(4)
Reclassifications	3	(3)	—
Hedging, Discount, Premium and Other Activity	—	(21)	(21)
Long-term Debt as of June 30, 2024	**$ 557**	**$ 17,951**	**$ 18,508**

Interest Rate Derivatives

Fair Value Hedges

In fourth quarter 2023, CSX entered into two separate fixed-to-floating interest rate swaps classified as fair value hedges. The swaps are designed to hedge 10 years of interest rate risk associated with market fluctuations attributable to the Secured Overnight Financing Rate ("SOFR") on a cumulative $250 million of fixed rate outstanding notes which are due in 2033. The cumulative fair value of these swaps, which is included in other long-term assets on the consolidated balance sheet, was an asset of $9 million and $19 million as of June 30, 2024 and December 31, 2023, respectively.

In first quarter 2022, CSX entered intofive separate fixed-to-floating interest rate swaps classified as fair value hedges. The swaps are designed to hedge 10 years of interest rate risk associated with market fluctuations attributable to the SOFR on a cumulative $800 million of fixed rate outstanding notes which are due between 2036 and 2040. The cumulative fair value of these swaps, which is included in other long-term liabilities on the consolidated balance sheet, was a liability of $125 million and $107 million as of June 30, 2024 and December 31, 2023, respectively.

The 2022 swaps will expire in 2032 and the 2023 swaps will expire in 2033. If settled early, the remaining cumulative fair value adjustment to the hedged notes will be amortized over the remaining life of the associated notes. The cumulative adjustment to the hedged notes is included in long-term debt on the consolidated balance sheet as shown in the following table below.

(Dollars in Millions)	**June 30, 2024**	December 31, 2023
Notional Value of Hedged Notes	**$ 1,050**	$ 1,050
Fair Value Asset Adjustment to Hedged Notes	**9**	19
Fair Value Liability Adjustment to Hedged Notes	**(125)**	(107)
Carrying Amount of Hedged Notes	**$ 934**	$ 962

NOTE 7. Debt and Credit Agreements, *continued*

Gains and losses resulting from changes in fair value of the interest rate swaps offset changes in the fair value of the hedged portion of the underlying debt with no gain or loss recognized due to hedge ineffectiveness. The difference in the net fixed-to-float interest settlement on the derivatives is recognized in interest expense and is summarized as follows.

	Second Quarters		Six Months	
(Dollars in Millions)	**2024**	2023	**2024**	2023
Interest Expense Impact (Increase) Decrease	**$ (8)**	$ (6)	**$ (16)**	$ (12)

Cash Flow Hedges

The Company has forward starting interest rate swaps, classified as cash flow hedges, that had an aggregate notional value of $500 million at inception. These swaps were effected to hedge the benchmark interest rate associated with future interest payments related to the anticipated refinancing of $850 million of 3.25% notes due in 2027. In accordance with the *Derivatives and Hedging Topic* in the ASC, the Company has designated these swaps as cash flow hedges. Under the terms of the Adjustable Interest Rate (LIBOR) Act, the reference rate on the swaps were automatically replaced with daily compounded SOFR plus the fallback spread on July 1, 2023, the LIBOR replacement date. As of December 31, 2023, the asset value of the forward starting interest rate swaps was $48 million and was recorded in other long-term assets on the consolidated balance sheet. Unrealized gains or losses associated with changes in the fair value of the hedge are recorded net of tax in accumulated other comprehensive income ("AOCI") on the consolidated balance sheet.

In fourth quarter 2022, CSX settled a portion equal to $160 million notional value of the cash flow hedges, which resulted in CSX receiving a cash payment of $52 million. In second quarter 2023, CSX executed a partial settlement equal to $113 million notional value of the cash flow hedges, which resulted in CSX receiving a cash payment of $44 million. In third quarter 2023, CSX partially settled an additional $113 million notional value of the cash flow hedges and received a cash payment of $51 million. The unsettled aggregate notional value of these swaps was $114 million as of December 31, 2023.

In second quarter 2024, CSX executed a final settlement equal to $114 million notional value of the cash flow hedges, which resulted in CSX receiving a cash payment of $52 million included in other operating activities on the consolidated cash flow statement. As of June 30, 2024, no unsettled aggregate notional value of these swaps remains and there is no related asset or liability.

The unrealized gain associated with the settled portion of the hedges will continue to be classified in AOCI until the associated debt instrument is issued in the future. The unrealized gain or loss in AOCI will be recognized in earnings as an adjustment to interest expense over the same period during which the hedged transaction affects earnings. Unrealized amounts related to the hedge, recorded net of tax in other comprehensive income, are summarized in the table below.

	Second Quarters		Six Months	
(Dollars in Millions)	**2024**	2023	**2024**	2023
Unrealized Gain (Loss) - Net	**$ 1**	$ (7)	**$ 3**	$ (10)

See Note 9, *Fair Value Measurements*, and Note 10, *Other Comprehensive Income (Loss)*, for additional information about the Company's hedges.

NOTE 7. Debt and Credit Agreements, *continued*

Credit Facility

The Company has a $1.2 billion unsecured revolving credit facility backed by a diverse syndicate of banks. This facility allows same-day borrowings at floating interest rates, based on SOFR or an agreed-upon replacement reference rate, plus a spread that depends upon CSX's senior unsecured debt ratings. This facility expires in February 2028. As of June 30, 2024, the Company had no outstanding balances under this facility.

Commitment fees and interest rates payable under the facility were similar to fees and rates available to comparably rated investment-grade borrowers. As of second quarter 2024, CSX was in compliance with all covenant requirements under this facility.

Commercial Paper

Under its commercial paper program, which is backed by the revolving credit facility, the Company may issue unsecured commercial paper notes up to a maximum aggregate principal amount of $1.0 billion outstanding at any one time. Proceeds from issuances of the notes are expected to be used for general corporate purposes. At June 30, 2024, the Company had no outstanding debt under the commercial paper program.

NOTE 8. Revenues

The Company's revenues are primarily derived from the transportation of freight as performance obligations that arise from its contracts with customers are satisfied. The following table presents the Company's revenues disaggregated by market as this best depicts how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors:

	Second Quarters		Six Months	
(Dollars in Millions)	**2024**	2023	**2024**	2023
Chemicals	**$ 722**	$ 642	**$ 1,415**	$ 1
Agricultural and Food Products	**406**	415	**813**	
Automotive	**336**	323	**629**	
Forest Products	**269**	257	**531**	
Metals and Equipment	**230**	240	**450**	
Minerals	**207**	191	**381**	
Fertilizers	**126**	128	**262**	
Total Merchandise	**2,296**	2,196	**4,481**	4
Coal	**563**	637	**1,195**	1
Intermodal	**506**	492	**1,012**	
Trucking	**221**	227	**436**	
Other	**115**	147	**258**	
Total	**$ 3,701**	$ 3,699	**$ 7,382**	$ 7

The Company's accounts receivable - net consists of freight and non-freight receivables, reduced by an allowance for credit losses. Freight receivables include amounts earned, billed and unbilled, and currently due from customers for transportation-related services. Non-freight receivables include amounts billed and unbilled and currently due related to government reimbursement receivables and other non-revenue receivables.

(Dollars in Millions)	**June 30, 2024**	December 31, 2023
Freight Receivables	**$ 1,069**	$ 1,047
Freight Allowance for Credit Losses	**(17)**	(18)
Freight Receivables - Net	**1,052**	1,029
Non-Freight Receivables	**392**	378
Non-Freight Allowance for Credit Losses	**(14)**	(14)
Non-Freight Receivables - Net	**378**	364
Total Accounts Receivable - Net	**$ 1,430**	$ 1,393

The Company maintains an allowance for credit losses to provide for the estimated amount of receivables that will not be collected. The allowance is based upon an assessment of risk characteristics, historical payment experience, and the age of outstanding receivables adjusted for forward-looking economic conditions as necessary. Credit losses recognized on the Company's accounts receivable were not material in the second quarters or six months ended June 30, 2024, and 2023.

NOTE 9. Fair Value Measurements

Investments

The Company's investment assets are carried at fair value on the consolidated balance sheet in accordance with the *Fair Value Measurements and Disclosures Topic* in the ASC. They are valued with assistance from a third-party trustee and consist of fixed income mutual funds, corporate bonds and government securities. The fixed income mutual funds are valued at the net asset value of shares held based on quoted market prices determined in an active market, which are Level 1 inputs. The corporate bonds and government securities are valued using broker quotes that utilize observable market inputs, which are Level 2 inputs. Unrealized losses as of June 30, 2024, and June 30, 2023, were not material. The Company believes any impairment of investments held with gross unrealized losses to be temporary and not the result of credit risk.

The Company's investment assets are carried at fair value on the consolidated balance sheets as summarized in the following table.

	June 30, 2024			December 31, 2023		
(Dollars in Millions)	**Level 1**	**Level 2**	**Total**	Level 1	Level 2	Total
Fixed Income Mutual Funds	**$ —**	**$ —**	**$ —**	$ 80	$ —	$ 80
Corporate Bonds	**—**	**81**	**81**	—	60	60
Government Securities	**—**	**48**	**48**	—	41	41
Total Investments at Fair Value	**$ —**	**$ 129**	**$ 129**	$ 80	$ 101	$ 181
Total Investments at Amortized Cost			**$ 133**			$ 184

These investments have the following maturities:

(Dollars in Millions)	**June 30, 2024**	December 31, 2023
Less than 1 year	**$ 4**	$ 83
1 - 5 years	**62**	37
5 - 10 years	**17**	17
Greater than 10 years	**46**	44
Total Investments at Fair Value	**$ 129**	$ 181

NOTE 9. Fair Value Measurements, *continued*

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

(Dollars in Millions)	**June 30, 2024**	December 31, 2023
Long-term Debt (Including Current Maturities):		
Fair Value	**$ 16,576**	$ 17,528
Carrying Value	**18,508**	18,533

Interest Rate Derivatives

The Company’s fixed-to-floating and forward starting interest rate swaps are carried at their respective fair values, which are determined with assistance from a third party based upon pricing models using inputs observed from actively quoted markets. All of the inputs used to determine the fair value of the swaps are Level 2 inputs. The fair value of the Company’s fixed-to-floating interest rate swaps was an asset of $9 million and $19 million (for swaps entered in 2023), and a liability of $125 million and $107 million (for swaps entered in 2022) as of June 30, 2024, and December 31, 2023, respectively. The fair value of the Company’s forward starting interest rate swap asset was $48 million as of December 31, 2023. As of June 30, 2024, the forward interest rate swap was fully settled and there is no related asset or liability. See Note 7, *Debt and Credit Agreements*, for further information.

CSX CORPORATION
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NOTE 10. Other Comprehensive Income (Loss)

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 as well as derivative activity and other adjustments. Total comprehensive earnings represent the activity for a period net of tax and was $966 million and $980 million for second quarters 2024 and 2023, respectively, and $1.9 billion and $2.0 billion for the six months ended June 30, 2024 and 2023, respectively.

While total comprehensive earnings is the activity in a period and is largely driven by net earnings in that period, AOCI represents the cumulative balance of other comprehensive income, net of tax, as of the balance sheet date. Changes in the AOCI balance by component are shown in the following table. Amounts reclassified in pension and other post-employment benefits to net earnings relate to the amortization of actuarial losses and are included in other income - net on the consolidated income statements. See Note 6, *Employee Benefit Plans*, for further information. Interest rate derivatives consist of forward starting interest rate swaps classified as cash flow hedges. See Note 7, *Debt and Credit Agreements*, 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 purchased services and other or equipment and other rents on the consolidated income statements.

(Dollars in Millions)	Pension and Other Post-Employment Benefits	Interest Rate Derivatives	Other	Accumulated Other Comprehensive (Loss) Income
Balance December 31, 2023, Net of Tax [(a)]	$ (390)	$ 150	$ (39)	$ (279)
Other Comprehensive Income (Loss)				
Income Before Reclassifications	—	4	—	4
Amounts Reclassified to Net Earnings	6	—	2	8
Tax Expense	(2)	(1)	—	(3)
Total Other Comprehensive Income	4	3	2	9
Balance June 30, 2024, Net of Tax	**$ (386)**	**$ 153**	**$ (37)**	**$ (270)**

(a) See Note 11, Revision of Prior Period Financial Statements.

NOTE 11. Revision of Prior Period Financial Statements

During second quarter 2024, CSX completed a review of the accounting treatment for engineering scrap and certain engineering support labor and identified misstatements in its previously filed financial statements. Miscoding of engineering materials and labor resulted in an understatement of Purchased Services and Other and Labor and Fringe and an overstatement of Properties - Net.

In accordance with the Accounting Standards Codification ("ASC")*Topic 250, Accounting Changes and Error Corrections*, the Company evaluated the materiality of the errors on the consolidated financial statements as of and for the periods ended December 31, 2023, 2022, and 2021 and its unaudited consolidated financial statements as of and for the quarters and year-to-date periods ended March 31, 2024 and 2023, June 30, 2023 and September 30, 2023 and determined that they did not result in a material misstatement to the financial condition, results of operations, or liquidity for any of these periods previously presented. However, the Company determined that the effect of recording the misstatements during the second quarter of 2024 would be material to the annual 2024 consolidated financial statements. As a result, the Company revised its previously issued consolidated financial statements.

The revision of the historical consolidated financial statements also includes the correction of other previously identified immaterial errors, which include pension-related adjustments to other comprehensive income as well as balance sheet reclassifications, that the Company had previously determined did not, either individually or in the aggregate, result in a material misstatement of its previously issued consolidated financial statements. Further information regarding the misstatements and related revisions are summarized in the tables below.

Consolidated Statements of Income and Comprehensive Income

(Dollars in Millions, Except Per Share Amounts)	**Quarter Ended March 31, 2024**		
	As Previously Reported	*Adjustment*	**As Revised**
Labor and Fringe	$ 798	*$ 7*	**$ 805**
Purchased Services and Other	711	*10*	**721**
Total Expense	2,327	*17*	**2,344**
Operating Income	1,354	*(17)*	**1,337**
Earnings Before Income Taxes	1,185	*(17)*	**1,168**
Income Tax Expense	(292)	*4*	**(288)**
Net Earnings	$ 893	*$ (13)*	**$ 880**
Net Earnings Per Share, Basic	$ 0.46	*$ (0.01)*	**$ 0.45**
Net Earnings Per Share, Assuming Dilution	$ 0.46	*$ (0.01)*	**$ 0.45**
Total Comprehensive Earnings	$ 899	*$ (13)*	**$ 886**

NOTE 11. Revision of Prior Period Financial Statements, *continued*

Consolidated Statements of Income and Comprehensive Income, *continued*

(Dollars in Millions, Except Per Share Amounts)	Quarter Ended March 31, 2023			Quarter Ended June 30, 2023			Quarter Ended September 30, 2023			Quarter Ended December 31, 2023		
	As Previously Reported	*Adjustment*	**As Revised**	As Previously Reported	*Adjustment*	**As Revised**	As Previously Reported	*Adjustment*	**As Revised**	As Previously Reported	*Adjustment*	**As Revised**
Labor and Fringe	$ 723	*$ 6*	**$ 729**	$ 741	*$ 7*	**$ 748**	$ 752	*$ 9*	**$ 761**	$ 808	*$ 6*	**$ 814**
Purchased Services and Other	688	*9*	**697**	684	*7*	**691**	689	*11*	**700**	703	*11*	**714**
Depreciation and Amortization	393	*2*	**395**	402	*2*	**404**	399	*4*	**403**	417	*(12)*	**405**
Total Expense	2,242	*17*	**2,259**	2,217	*16*	**2,233**	2,277	*24*	**2,301**	2,360	*5*	**2,365**
Operating Income	1,464	*(17)*	**1,447**	1,482	*(16)*	**1,466**	1,295	*(24)*	**1,271**	1,320	*(5)*	**1,315**
Earnings Before Income Taxes	1,304	*(17)*	**1,287**	1,312	*(16)*	**1,296**	1,126	*(24)*	**1,102**	1,149	*(5)*	**1,144**
Income Tax Expense	(317)	*4*	**(313)**	(316)	*4*	**(312)**	(280)	*6*	**(274)**	(263)	*1*	**(262)**
Net Earnings	$ 987	*$ (13)*	**$ 974**	$ 996	*$ (12)*	**$ 984**	$ 846	*$ (18)*	**$ 828**	$ 886	*$ (4)*	**$ 882**
Net Earnings Per Share, Basic	$ 0.48	*$ (0.01)*	**$ 0.47**	$ 0.49	*$ —*	**$ 0.49**	$ 0.42	*$ —*	**$ 0.42**	$ 0.45	*$ —*	**$ 0.45**
Net Earnings Per Share, Assuming Dilution	$ 0.48	*$ (0.01)*	**$ 0.47**	$ 0.49	*$ —*	**$ 0.49**	$ 0.42	*$ (0.01)*	**$ 0.41**	$ 0.45	*$ —*	**$ 0.45**
Total Comprehensive Earnings	$ 989	*$ (13)*	**$ 976**	$ 992	*$ (12)*	**$ 980**	$ 864	*$ (18)*	**$ 846**	$ 946	*$ 51*	**$ 997**

(Dollars in Millions, Except Per Share Amounts)	Six Months Ended June 30, 2023			Nine Months Ended September 30, 2023			Year Ended December 31, 2023			Year Ended December 31, 2022		
	As Previously Reported	*Adjustment*	**As Revised**	As Previously Reported	*Adjustment*	**As Revised**	As Previously Reported	*Adjustment*	**As Revised**	As Previously Reported	*Adjustment*	**As Revised**
Labor and Fringe	$ 1,464	*$ 13*	**$ 1,477**	$ 2,216	*$ 22*	**$ 2,238**	$ 3,024	*$ 28*	**$ 3,052**	$ 2,861	*$ 24*	**$ 2,885**
Purchased Services and Other	1,372	*16*	**1,388**	2,061	*27*	**2,088**	2,764	*38*	**2,802**	2,685	*43*	**2,728**
Depreciation and Amortization	795	*4*	**799**	1,194	*8*	**1,202**	1,611	*(4)*	**1,607**	1,500	*2*	**1,502**
Total Expense	4,459	*33*	**4,492**	6,736	*57*	**6,793**	9,096	*62*	**9,158**	8,830	*69*	**8,899**
Operating Income	2,946	*(33)*	**2,913**	4,241	*(57)*	**4,184**	5,561	*(62)*	**5,499**	6,023	*(69)*	**5,954**
Earnings Before Income Taxes	2,616	*(33)*	**2,583**	3,742	*(57)*	**3,685**	4,891	*(62)*	**4,829**	5,414	*(69)*	**5,345**
Income Tax Expense	(633)	*8*	**(625)**	(913)	*14*	**(899)**	(1,176)	*15*	**(1,161)**	(1,248)	*17*	**(1,231)**
Net Earnings	$ 1,983	*$ (25)*	**$ 1,958**	$ 2,829	*$ (43)*	**$ 2,786**	$ 3,715	*$ (47)*	**$ 3,668**	$ 4,166	*$ (52)*	**$ 4,114**
Net Earnings Per Share, Basic	$ 0.97	*$ (0.01)*	**$ 0.96**	$ 1.40	*$ (0.02)*	**$ 1.38**	$ 1.85	*$ (0.02)*	**$ 1.83**	$ 1.95	*$ (0.02)*	**$ 1.93**
Net Earnings Per Share, Assuming Dilution	$ 0.97	*$ (0.01)*	**$ 0.96**	$ 1.40	*$ (0.03)*	**$ 1.37**	$ 1.85	*$ (0.03)*	**$ 1.82**	$ 1.95	*$ (0.03)*	**$ 1.92**
Net Earnings							$ 3,715	*$ (47)*	**$ 3,668**	$ 4,166	*$ (52)*	**$ 4,114**
Other Comprehensive Income (Loss) - Net of Tax	*Not Presented*											
Pension and Other Post-Employment Benefits							74	*55*	**129**	(66)	*(54)*	**(120)**
Total Other Comprehensive Income							76	*55*	**131**	20	*(54)*	**(34)**
Comprehensive Earnings	$ 1,981	*$ (25)*	**$ 1,956**	$ 2,845	*$ (43)*	**$ 2,802**	$ 3,791	*$ 8*	**$ 3,799**	$ 4,186	*$ (106)*	**$ 4,080**

CSX CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 11. Revision of Prior Period Financial Statements, *continued*

Consolidated Balance Sheets

(Dollars in Millions)	March 31, 2024			December 31, 2023			September 30, 2023		
	As Previously Reported	*Adjustment*	**As Revised**	As Previously Reported	*Adjustment*	**As Revised**	As Previously Reported	*Adjustment*	**As Revised**
Assets									
Materials and Supplies	$ 451	*$ (6)*	**$ 445**	$ 446	*$ (6)*	**$ 440**	$ 427	*$ —*	**$ 427**
Other Current Assets	136	*(19)*	**117**	109	*(19)*	**90**	94	*(19)*	**75**
Total Current Assets	3,472	*(25)*	**3,447**	3,384	*(25)*	**3,359**	3,359	*(19)*	**3,340**
Properties	50,661	*(44)*	**50,617**	50,320	*(39)*	**50,281**	49,118	*573*	**49,691**
Accumulated Depreciation	(15,605)	*(187)*	**(15,792)**	(15,385)	*(175)*	**(15,560)**	(14,462)	*(788)*	**(15,250)**
Properties - Net	35,056	*(231)*	**34,825**	34,935	*(214)*	**34,721**	34,656	*(215)*	**34,441**
Other Long-Term Assets	716	*43*	**759**	688	*43*	**731**	466	*(27)*	**439**
Total Assets	$ 42,695	*$ (213)*	**$ 42,482**	$ 42,408	*$ (196)*	**$ 42,212**	$ 41,850	*$ (261)*	**$ 41,589**
Liabilities and Shareholder's Equity									
Income and Other Taxes Payable	$ 382	*$ (1)*	**$ 381**	$ 525	*$ (1)*	**$ 524**	$ 361	*$ —*	**$ 361**
Total Current Liabilities	3,024	*(1)*	**3,023**	3,224	*(1)*	**3,223**	2,934	—	**2,934**
Deferred Income Taxes - Net	7,759	*(51)*	**7,708**	7,746	*(47)*	**7,699**	7,700	*(63)*	**7,637**
Total Liabilities	30,093	*(52)*	**30,041**	30,275	*(48)*	**30,227**	29,896	*(63)*	**29,833**
Shareholders' Equity									
Retained Earnings	10,205	*(194)*	**10,011**	9,790	*(181)*	**9,609**	9,689	*(176)*	**9,513**
Accumulated Other Comprehensive Loss	(306)	*33*	**(273)**	(312)	*33*	**(279)**	(372)	*(22)*	**(394)**
Total Shareholders' Equity	12,602	*(161)*	**12,441**	12,133	*(148)*	**11,985**	11,954	*(198)*	**11,756**
Total Liabilities and Shareholders' Equity	$ 42,695	*$ (213)*	**$ 42,482**	$ 42,408	*$ (196)*	**$ 42,212**	$ 41,850	*$ (261)*	**$ 41,589**

NOTE 11. Revision of Prior Period Financial Statements, *continued*

Consolidated Balance Sheets, *continued*

(Dollars in Millions)	June 30, 2023			March 31, 2023			December 31, 2022		
	As Previously Reported	*Adjustment*	**As Revised**	As Previously Reported	*Adjustment*	**As Revised**	As Previously Reported	*Adjustment*	**As Revised**
Assets									
Cash and Cash Equivalents	$ 956	*$ —*	**$ 956**	$ 1,291	*$ —*	**$ 1,291**	$ 1,958	*$ (25)*	**$ 1,933**
Other Current Assets	123	*(16)*	**107**	115	*(16)*	**99**	108	*(17)*	**91**
Total Current Assets	2,911	*(16)*	**2,895**	3,355	*(16)*	**3,339**	3,849	*(42)*	**3,807**
Properties	48,970	*271*	**49,241**	48,441	*339*	**48,780**	48,105	*358*	**48,463**
Accumulated Depreciation	(14,493)	*(481)*	**(14,974)**	(14,148)	*(533)*	**(14,681)**	(13,863)	*(530)*	**(14,393)**
Properties - Net	34,477	*(210)*	**34,267**	34,293	*(194)*	**34,099**	34,242	*(172)*	**34,070**
Other Long-Term Assets	485	*(12)*	**473**	528	*(12)*	**516**	522	*(16)*	**506**
Total Assets	$ 41,217	*$ (238)*	**$ 40,979**	$ 41,478	*$ (222)*	**$ 41,256**	$ 41,912	*$ (230)*	**$ 41,682**
Liabilities and Shareholder's Equity									
Labor and Fringe Benefits Payable	$ 444	*$ —*	**$ 444**	$ 367	*$ —*	**$ 367**	$ 707	*$ (25)*	**$ 682**
Other Current Liabilities	207	*19*	**226**	228	*10*	**238**	228	*—*	**228**
Total Current Liabilities	2,055	*19*	**2,074**	2,321	*10*	**2,331**	2,471	*(25)*	**2,446**
Deferred Income Taxes - Net	7,662	*(57)*	**7,605**	7,605	*(53)*	**7,552**	7,569	*(49)*	**7,520**
Total Liabilities	28,943	*(38)*	**28,905**	29,144	*(43)*	**29,101**	29,287	*(74)*	**29,213**
Shareholders' Equity									
Retained Earnings	10,030	*(178)*	**9,852**	10,092	*(157)*	**9,935**	10,363	*(134)*	**10,229**
Accumulated Other Comprehensive Loss	(390)	*(22)*	**(412)**	(386)	*(22)*	**(408)**	(388)	*(22)*	**(410)**
Total Shareholders' Equity	12,274	*(200)*	**12,074**	12,334	*(179)*	**12,155**	12,625	*(156)*	**12,469**
Total Liabilities and Shareholders' Equity	$ 41,217	*$ (238)*	**$ 40,979**	$ 41,478	*$ (222)*	**$ 41,256**	$ 41,912	*$ (230)*	**$ 41,682**

Consolidated Cash Flow Statements

(Dollars in Millions)	Three Months Ended March 31, 2024		
	As Previously Reported	*Adjustment*	**As Revised**
Operating Activities			
Net Earnings	$ 893	*$ (13)*	**$ 880**
Deferred Income Taxes	11	*(4)*	**7**
Other Operating Activities	(15)	*(1)*	**(16)**
Net Cash Provided by Operating Activities	1,084	*(18)*	**1,066**
Investing Activities			
Property Additions	(524)	*7*	**(517)**
Proceeds and Advances from Property Dispositions	—	*11*	**11**
Net Cash Used in Investing Activities	$ (504)	*$ 18*	**$ (486)**

NOTE 11. Revision of Prior Period Financial Statements, *continued*

Consolidated Cash Flow Statements, *continued*

(Dollars in Millions)	Three Months Ended March 31, 2023			Six Months Ended June 30, 2023			Nine Months Ended September 30, 2023			Year Ended December 31, 2023		
	As Previously Reported	*Adjustment*	**As Revised**	As Previously Reported	*Adjustment*	**As Revised**	As Previously Reported	*Adjustment*	**As Revised**	As Previously Reported	*Adjustment*	**As Revised**
Operating Activities												
Net Earnings	$ 987	*$ (13)*	**$ 974**	$ 1,983	*$ (25)*	**$ 1,958**	$ 2,829	*$ (43)*	**$ 2,786**	$ 3,715	*$ (47)*	**$ 3,668**
Depreciation	393	*2*	**395**	795	*4*	**799**	1,194	*8*	**1,202**	1,611	*(4)*	**1,607**
Deferred Income Taxes	35	*(4)*	**31**	78	*(8)*	**70**	111	*(14)*	**97**	140	*(14)*	**126**
Other Operating Activities	(31)	*(4)*	**(35)**	23	*(5)*	**18**	69	*(2)*	**67**	(5)	*(2)*	**(7)**
Changes in Other Current Assets	(72)	*(1)*	**(73)**	(105)	*(1)*	**(106)**	(86)	*2*	**(84)**	(120)	*8*	**(112)**
Changes in Income and Other Taxes Payable	266	*—*	**266**	33	*—*	**33**	267	*—*	**267**	431	*(1)*	**430**
Changes in Other Current Liabilities	(326)	*25*	**(301)**	(292)	*25*	**(267)**	(296)	*25*	**(271)**	(221)	*25*	**(196)**
Net Cash Provided by Operating Activities	1,251	*5*	**1,256**	2,483	*(10)*	**2,473**	4,049	*(24)*	**4,025**	5,549	*(35)*	**5,514**
Investing Activities												
Property Additions	(443)	*11*	**(432)**	(1,015)	*18*	**(997)**	(1,590)	*19*	**(1,571)**	(2,281)	*24*	**(2,257)**
Proceeds and Advances from Property Dispositions	8	*9*	**17**	35	*17*	**52**	35	*30*	**65**	52	*36*	**88**
Net Cash Used in Investing Activities	(480)	*20*	**(460)**	(980)	*35*	**(945)**	(1,555)	*49*	**(1,506)**	(2,287)	*60*	**(2,227)**
Net Decrease in Cash and Cash Equivalents	(667)	*25*	**(642)**	(1,002)	*25*	**(977)**	(598)	*25*	**(573)**	(605)	*25*	**(580)**
Cash and Cash Equivalents												
Cash and Cash Equivalents at Beginning of Period	1,958	*(25)*	**1,933**	1,958	*(25)*	**1,933**	1,958	*(25)*	**1,933**	1,958	*(25)*	**1,933**
Cash and Cash Equivalents at End of Period	$ 1,291	*$ —*	**$ 1,291**	$ 956	*$ —*	**$ 956**	$ 1,360	*$ —*	**$ 1,360**	$ 1,353	*$ —*	**$ 1,353**

(Dollars in Millions)	Year Ended December 31, 2022		
	As Previously Reported	*Adjustment*	**As Revised**
Operating Activities			
Net Earnings	$ 4,166	*$ (52)*	**$ 4,114**
Depreciation	1,500	*2*	**1,502**
Deferred Income Taxes	117	*(17)*	**100**
Other Operating Activities	(17)	*1*	**(16)**
Changes in Other Current Assets	(22)	*(2)*	**(24)**
Changes in Other Current Liabilities	113	*(25)*	**88**
Net Cash Provided by Operating Activities	5,619	*(93)*	**5,526**
Investing Activities			
Property Additions	(2,133)	*20*	**(2,113)**
Proceeds and Advances from Property Dispositions	246	*48*	**294**
Net Cash Used in Investing Activities	(2,131)	*68*	**(2,063)**
Net Decrease in Cash and Cash Equivalents	(281)	*(25)*	**(306)**
Cash and Cash Equivalents			
Cash and Cash Equivalents at Beginning of Period	2,239	*—*	**2,239**
Cash and Cash Equivalents at End of Period	$ 1,958	*$ (25)*	**$ 1,933**

NOTE 11. Revision of Prior Period Financial Statements, *continued*

Consolidated Statements of Changes in Shareholders' Equity

Annual Periods:

(Dollars in Millions)	As Previously Reported			*Adjustment*			**As Revised**		
	Total Shareholders' Equity	Retained Earnings	Accumulated Other Comprehensive Loss	*Total Shareholders' Equity*	*Retained Earnings*	*Accumulated Other Comprehensive Loss*	**Total Shareholders' Equity**	**Retained Earnings**	**Accumulated Other Comprehensive Loss**
Balance December 31, 2021	$ 13,500	$ 11,630	$ (408)	*$ (49)*	*$ (81)*	*$ 32*	**$ 13,451**	**$ 11,549**	**$ (376)**
Net Earnings	4,166	4,166	—	*(52)*	*(52)*	*—*	**4,114**	**4,114**	**—**
Other Comprehensive Income	20	—	20	*(54)*	*—*	*(54)*	**(34)**	**—**	**(34)**
Total Comprehensive Earnings	4,186			*(106)*			**4,080**		
Stock Option Exercises and Other	100	(1)	—	*(1)*	*(1)*	*—*	**99**	**(2)**	**—**
Balance December 31, 2022	$ 12,625	$ 10,363	$ (388)	*$ (156)*	*$ (134)*	*$ (22)*	**$ 12,469**	**$ 10,229**	**$ (410)**
Net Earnings	3,715	3,715	—	*(47)*	*(47)*	*—*	**3,668**	**3,668**	**—**
Other Comprehensive Income	76	—	76	*55*	*—*	*55*	**131**	**—**	**131**
Total Comprehensive Earnings	3,791			*8*			**3,799**		
Balance December 31, 2023	$ 12,133	$ 9,790	$ (312)	*$ (148)*	*$ (181)*	*$ 33*	**$ 11,985**	**$ 9,609**	**$ (279)**

Quarterly Periods:

(Dollars in Millions)	As Previously Reported			*Adjustment*			**As Revised**		
	Total Shareholders' Equity	Retained Earnings	Accumulated Other Comprehensive Loss	*Total Shareholders' Equity*	*Retained Earnings*	*Accumulated Other Comprehensive Loss*	**Total Shareholders' Equity**	**Retained Earnings**	**Accumulated Other Comprehensive Loss**
Balance December 31, 2022	$ 12,625	$ 10,363	$ (388)	*$ (156)*	*$ (134)*	*$ (22)*	**$ 12,469**	**$ 10,229**	**$ (410)**
Net Earnings	987	987	—	*(13)*	*(13)*	*—*	**974**	**974**	**—**
Total Comprehensive Earnings	989			*(13)*			**976**		
Excise Tax on Net Share Repurchases	—	—	—	*(10)*	*(10)*	*—*	**(10)**	**(10)**	**—**
Balance March 31, 2023	$ 12,334	$ 10,092	$ (386)	*$ (179)*	*$ (157)*	*$ (22)*	**$ 12,155**	**$ 9,935**	**$ (408)**
Net Earnings	996	996	—	*(12)*	*(12)*	*—*	**984**	**984**	**—**
Total Comprehensive Earnings	992			*(12)*			**980**		
Excise Tax on Net Share Repurchases	—	—	—	*(9)*	*(9)*	*—*	**(9)**	**(9)**	**—**
Balance June 30, 2023	$ 12,274	$ 10,030	$ (390)	*$ (200)*	*$ (178)*	*$ (22)*	**$ 12,074**	**$ 9,852**	**$ (412)**
Net Earnings	846	846	—	*(18)*	*(18)*	*—*	**828**	**828**	**—**
Total Comprehensive Earnings	864			*(18)*			**846**		
Excise Tax on Net Share Repurchases	(28)	(28)	—	*19*	*19*	*—*	**(9)**	**(9)**	**—**
Stock Option Exercises and Other	33	(1)	—	*1*	*1*	*—*	**34**	**—**	**—**
Balance September 30, 2023	$ 11,954	$ 9,689	$ (372)	*$ (198)*	*$ (176)*	*$ (22)*	**$ 11,756**	**$ 9,513**	**$ (394)**

(Dollars in Millions)	As Previously Reported			*Adjustment*			**As Revised**		
	Total Shareholders' Equity	Retained Earnings	Accumulated Other Comprehensive Loss	*Total Shareholders' Equity*	*Retained Earnings*	*Accumulated Other Comprehensive Loss*	**Total Shareholders' Equity**	**Retained Earnings**	**Accumulated Other Comprehensive Loss**
Balance December 31, 2023	$ 12,133	$ 9,790	$ (312)	*$ (148)*	*$ (181)*	*$ 33*	**$ 11,985**	**$ 9,609**	**$ (279)**
Net Earnings	893	893	—	*(13)*	*(13)*	*—*	**880**	**880**	**—**
Total Comprehensive Earnings	899			*(13)*			**886**		
Balance March 31, 2024	$ 12,602	$ 10,205	$ (306)	*$ (161)*	*$ (194)*	*$ 33*	**$ 12,441**	**$ 10,011**	**$ (273)**

SECOND QUARTER 2024 HIGHLIGHTS

- Revenue increased $2 million, or 0%, year over year.
- Expenses increased $20 million, or 1%, year over year.
- Operating income of $1.4 billion decreased $18 million, or 1%, year over year.
- Operating margin of 39.1% decreased 50 basis points versus prior year.
- Earnings per diluted share of $0.49 was flat year over year.

	Second Quarters				Six Months			
	2024	2023 [(a)]	*Fav / (Unfav)*	*% Change*	**2024 [(a)]**	2023 [(a)]	*Fav / (Unfav)*	*% Change*
Volume *(in Thousands)*	**1,578**	1,546	*32*	*2 %*	**3,112**	3,032	*80*	*3 %*
(in Millions)								
Revenue	**$ 3,701**	$ 3,699	*$ 2*	*—*	**$ 7,382**	$ 7,405	*$ (23)*	*—*
Expense	**2,253**	2,233	*(20)*	*(1)*	**4,597**	4,492	*(105)*	*(2)*
Operating Income	**$ 1,448**	$ 1,466	*$ (18)*	*(1) %*	**$ 2,785**	$ 2,913	*$ (128)*	*(4) %*
Operating Margin	**39.1 %**	39.6 %	*(50) bps*		**37.7 %**	39.3 %	*160 bps*	
Earnings Per Diluted Share	**$ 0.49**	$ 0.49	*$ —*	*— %*	**$ 0.94**	$ 0.96	*$ (0.02)*	*(2) %*

(a) See Note 11, Revision of Prior Period Financial Statements.

Volume and Revenue *(Unaudited)*

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

Second Quarters

	Volume			**Revenue**			**Revenue Per Unit**		
	2024	2023	*% Change*	**2024**	2023	*% Change*	**2024**	2023	*% Change*
Chemicals	**174**	160	*9 %*	**$ 722**	$ 642	*12 %*	**$ 4,149**	$ 4,013	*3 %*
Agricultural and Food Products	**115**	118	*(3)*	**406**	415	*(2)*	**3,530**	3,517	—
Automotive	**105**	103	*2*	**336**	323	*4*	**3,200**	3,136	*2*
Minerals	**97**	95	*2*	**207**	191	*8*	**2,134**	2,011	*6*
Forest Products	**74**	72	*3*	**269**	257	*5*	**3,635**	3,569	*2*
Metals and Equipment	**68**	74	*(8)*	**230**	240	*(4)*	**3,382**	3,243	*4*
Fertilizers	**50**	55	*(9)*	**126**	128	*(2)*	**2,520**	2,327	*8*
Total Merchandise	**683**	677	*1*	**2,296**	2,196	*5*	**3,362**	3,244	*4*
Intermodal	**716**	684	*5*	**506**	492	*3*	**707**	719	*(2)*
Coal	**179**	185	*(3)*	**563**	637	*(12)*	**3,145**	3,443	*(9)*
Trucking	**—**	—	—	**221**	227	*(3)*	**—**	—	—
Other	**—**	—	—	**115**	147	*(22)*	**—**	—	—
Total	**1,578**	1,546	*2 %*	**$ 3,701**	$ 3,699	*— %*	**$ 2,345**	$ 2,393	*(2) %*

Six Months

	Volume			**Revenue**			**Revenue Per Unit**		
	2024	2023	*% Change*	**2024**	2023	*% Change*	**2024**	2023	*% Change*
Chemicals	**341**	320	*7 %*	**$ 1,415**	$ 1,292	*10 %*	**$ 4,150**	$ 4,038	*3 %*
Agricultural and Food Products	**229**	240	*(5)*	**813**	852	*(5)*	**3,550**	3,550	—
Automotive	**199**	189	*5*	**629**	597	*5*	**3,161**	3,159	—
Minerals	**177**	178	*(1)*	**381**	364	*5*	**2,153**	2,045	*5*
Forest Products	**147**	145	*1*	**531**	518	*3*	**3,612**	3,572	*1*
Metals and Equipment	**138**	147	*(6)*	**450**	479	*(6)*	**3,261**	3,259	—
Fertilizers	**97**	105	*(8)*	**262**	257	*2*	**2,701**	2,448	*10*
Total Merchandise	**1,328**	1,324	—	**4,481**	4,359	*3*	**3,374**	3,292	*2*
Intermodal	**1,417**	1,338	*6*	**1,012**	991	*2*	**714**	741	*(4)*
Coal	**367**	370	*(1)*	**1,195**	1,270	*(6)*	**3,256**	3,432	*(5)*
Trucking	**—**	—	—	**436**	460	*(5)*	**—**	—	—
Other	**—**	—	—	**258**	325	*(21)*	**—**	—	—
Total	**3,112**	3,032	*3 %*	**$ 7,382**	$ 7,405	*— %*	**$ 2,372**	$ 2,442	*(3) %*

Second Quarter 2024

Revenue

Total revenue was flat for second quarter 2024 when compared to second quarter 2023, as pricing gains in merchandise, as well as higher intermodal and merchandise volumes, were offset by pricing declines in export coal due to the impact of lower benchmark rates, decreases in other revenue, and lower fuel recovery.

Merchandise Volume

Chemicals - Increased due to higher shipments of plastics, crude oil, petroleum products and natural gas liquids.

Agricultural and Food Products - Decreased primarily due to lower shipments of domestic grain and ethanol.

Automotive - Increased due to higher North American vehicle production as well as new business wins.

Minerals - Increased due to higher shipments of cement, partially offset by lower shipments of aggregates.
Forest Products - Increased due to higher shipments of pulpboard and building products.

Metals and Equipment - Decreased due to lower steel and scrap shipments, partially offset by increased pipe shipments.

Fertilizers - Decreased due to declines in short-haul phosphates and lower potash shipments.

Intermodal Volume

Intermodal volume increased due to international shipments driven by higher imports through east coast ports and inventory replenishments. Domestic shipments decreased due to the impacts of a soft trucking environment.

Coal Volume

Export coal shipments increased despite the impacts associated with the Francis Scott Key Bridge collapse in Baltimore as CSX shipped more metallurgical coal through other locations. Domestic coal decreased primarily due to lower shipments of coal to utility plants, as well as lower shipments to river and lake terminals.

Trucking Revenue

Trucking revenue decreased $6 million versus the prior year due to lower fuel and capacity surcharges.

Other Revenue

Other revenue was $32 million lower, resulting from lower carload demurrage, as well as reduced intermodal storage and equipment usage, and other items.

Expenses

Expenses of $2.3 billion increased $20 million, or 1%, in second quarter 2024 when compared to the second quarter 2023.

Labor and Fringe expense increased $18 million due to the following:

- An increase of $23 million was due to higher headcount.
- An increase of $18 million was driven by inflation.
- Incentive compensation and other items decreased $23 million.

Purchased Services and Other expense increased $8 million due to the following:

- An increase of $13 million was due to inflation.
- All other net costs decreased $5 million.

Depreciation and Amortization expense increased $6 million as a result of a larger asset base.

Fuel costs decreased $11 million primarily resulting from a 4% decrease in locomotive fuel prices, as efficiency gains were largely offset by the impact of higher volume.

Equipment and Other Rents expense decreased $5 million due to several non-significant items.

Gains on Property Dispositions decreased to $8 million from $12 million in the prior year.

Interest Expense

Interest expense increased $8 million primarily due to higher average debt balances.

Other Income - Net

Other income - net decreased $3 million due to non-significant items.

Income Tax Expense

Income tax expense decreased $8 million due to favorable state legislative changes and lower earnings before income taxes.

Six Months Results of Operations

Revenue decreased $23 million primarily due to lower fuel recovery, decreases in other revenue, pricing declines in export coal due to the impact of lower benchmark rates and lower trucking revenue. These declines were partially offset by merchandise pricing gains and higher intermodal volume.

Total expense increased $105 million primarily due to inflation, higher headcount and lower insurance recoveries compared to the prior year, partially offset by lower fuel prices.

Interest expense increased $17 million primarily as a result of higher average debt balances and higher effective interest rates.

Other income - net decreased $3 million largely due to lower investment gains and other non-significant items.

Income tax expense decreased $33 million primarily due to lower earnings before income taxes and favorable state legislative changes.

Non-GAAP Measures - Unaudited

CSX reports its financial results in accordance with accounting principles generally accepted in the United States of America ("GAAP"). CSX also uses certain non-GAAP measures that fall within the meaning of Securities and Exchange Commission Regulation G and Regulation S-K Item 10(e), which may provide users of the financial information with additional meaningful comparison to prior reported results. Non-GAAP measures do not have standardized definitions and are not defined by GAAP. Therefore, CSX's non-GAAP measures are unlikely to be comparable to similar measures presented by other companies. The presentation of these non-GAAP measures should not be considered in isolation from, as a substitute for, or as superior to the financial information presented in accordance with GAAP. Reconciliations of non-GAAP measures to corresponding GAAP measures are below.

Economic Profit

Management believes Economic Profit (also referred to as CSX Cash Earnings or CCE) provides an additional perspective to investors about financial returns generated by the business by representing a measure showing profit generated over and above the cost of capital used by the business to generate that profit. Economic Profit is designed to incentivize strategic investments that earn more than management's desired minimum required return and is broadly utilized by management to make investment decisions. Therefore, disclosing Economic Profit on how management performs in this regard provides additional useful information to investors regarding the Company's performance compared to its goals.

Economic Profit should be considered in addition to, rather than a substitute for, operating income, which is the most directly comparable GAAP measure. Economic Profit is defined by the Company as Gross Cash Earnings ("GCE") minus the Capital Charge on Gross Operating Assets ("GOA"). Increases in Economic Profit indicate that the Company is effectively allocating capital and rewarding shareholders by generating returns in excess of the incremental cost of capital associated with reinvestment in the business.

GCE is calculated as operating income plus depreciation, amortization and operating lease expense, less unusual items and taxes. The Capital Charge uses a minimum required return multiplied by the GOA. CSX's GOAs include gross properties and other non-cash assets, net of non-interest bearing liabilities. The Company used a 15% tax rate and an 8% required return, for both periods presented, which is consistent with rates used for investment decisions and performance evaluation within those same periods. The tax rate is the approximate equivalent of the Company's actual income tax expense as a percentage of pre-tax GCE. The required return rate represents management's desired minimum return on any investment. CSX annually re-evaluates these rates to ensure they accurately represent taxes and a required return in light of internal and external factors and would adjust the rate if the annual review resulted in a preset deviation from the current rates. This focuses the Economic Profit measure on value generated by management instead of external factors, such as legislative tax policy or interest rate volatility.

The following table reconciles operating income (the most directly comparable GAAP measure) to Economic Profit (non-GAAP measure).

	Six Months	
(Dollars in Millions)	**2024** *(a)*	2023 *(a)*
Operating Income	**$ 2,785**	**$ 2,913**
Add: Depreciation, Amortization, and Operating Lease Expense	877	851
Remove: Unusual Items *(b)*	—	—
Taxes *(c)*	(549)	(565)
Gross Cash Earnings or "GCE"	3,113	3,199
Operating Assets		
Current Assets (Less Cash and Short-term Investments)	(1,950)	(1,866)
Gross Properties	(50,841)	(49,011)
Other Assets	(4,222)	(3,818)
Operating Liabilities		
Non-Interest Bearing Liabilities	10,887	10,607
Gross Operating Assets or "GOA" *(d)*	(46,126)	(44,088)
Capital Charge *(e)*	(1,845)	(1,764)
Economic Profit (Non-GAAP) calculated as GCE less Capital Charge	$ 1,268	$ 1,435

(a) See Note 11, Revision of Prior Period Financial Statements.

(b) Unusual items are defined by management as unique events with greater than $100 million full year operating income impact, consistent with the terms of the Company's long-term incentive plan agreements. There were no unusual items for either period presented.

(c) The tax percentage rate was 15% for both periods presented. This rate is applied to the sum of operating income, depreciation, amortization and operating lease expense, and unusual items.

(d) Gross operating assets reflects an average of the year-to-date quarters reported for each year presented.

(e) The capital charge of 8% for both years is calculated as the minimum return multiplied by gross operating assets. This is an annualized rate equivalent to 2% per quarter.

Free Cash Flow

Management believes that Free Cash Flow ("FCF") is supplemental information useful to investors as it is important in evaluating the Company's financial performance. More specifically, FCF 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. FCF is calculated by using net cash from operations and adjusting for property additions and proceeds and advances from property dispositions. FCF should be considered in addition to, rather than a substitute for, cash provided by operating activities. The decrease in FCF before dividends from the prior year of $378 million is primarily due to less cash from operating activities and higher property additions. Cash from operating activities in the six months ended June 30, 2024 includes the impact of $387 million of federal tax payments related to the 2023 tax year that were previously postponed under an Internal Revenue Service tax relief announcement for those impacted by Hurricane Idalia. Cash from operating activities in the prior year period includes the payment of $238 million for retroactive wages and bonuses, and associated taxes, related to finalized labor agreements.

The following table reconciles cash provided by operating activities (GAAP measure) to FCF before dividends (non-GAAP measure).

	Six Months	
(Dollars in Millions)	**2024** *(a)*	2023 *(a)*
Net cash provided by operating activities	**$ 2,173**	**$ 2,473**
Property Additions	(1,066)	(997)
Proceeds and Advances from Property Dispositions	43	52
Free Cash Flow or "FCF" (before payment of dividends)	$ 1,150	$ 1,528

(a) See Note 11, Revision of Prior Period Financial Statements.

Operating Statistics *(Estimated)*

The Company is committed to continuous improvement in safety and service performance through training, innovation and investment. Training and safety programs are designed to prevent incidents that can adversely impact employees, customers and communities. Technological innovations that can detect and avoid many types of human factor incidents are designed to serve as an additional layer of protection for the Company's employees. Continued capital investment in the Company's assets, including track, bridges, signals, equipment and detection technology also supports safety performance.

In the second quarter of 2024, velocity increased by 3% while dwell increased by 10% versus prior year. Carload trip plan performance was 80% compared to 84% in the prior year while intermodal trip plan performance was 94% compared to 96% in the prior year. The Company continues to focus on operational improvements and executing the operating plan to deliver safe, reliable and efficient service to customers.

While the personal injury frequency increased in second quarter 2024 compared to the prior year, the FRA train accident rate decreased. Safety is a top priority at CSX, and the Company is committed to reducing risk and enhancing the overall safety of its employees, customers, and communities in which the Company operates.

	Second Quarters			Six Months		
	2024	2023	*Improvement / (Deterioration)*	**2024**	2023	*Improvement / (Deterioration)*
Operations Performance [(a)]						
Train Velocity *(Miles Per Hour)*	**18.2**	17.7	*3* %	**18.2**	18.1	*1* %
Dwell *(Hours)*	**10.2**	9.3	*(10)* %	**9.9**	9.2	*(8)* %
Cars Online	**126,164**	126,984	*1* %	**125,442**	126,640	*1* %
On-Time Originations	**74 %**	78 %	*(5)* %	**75 %**	81 %	*(7)* %
On-Time Arrivals	**64 %**	71 %	*(10)* %	**67 %**	74 %	*(9)* %
Carload Trip Plan Performance	**80 %**	84 %	*(5)* %	**81 %**	85 %	*(5)* %
Intermodal Trip Plan Performance	**94 %**	96 %	*(2)* %	**94 %**	96 %	*(2)* %
Fuel Efficiency	**0.97**	1.00	*3* %	**0.99**	1.01	*2* %
Revenue Ton-Miles *(Billions)*						
Merchandise	**32.7**	32.3	*1* %	**64.7**	64.6	— %
Coal	**8.8**	9.2	*(4)* %	**18.2**	18.4	*(1)* %
Intermodal	**7.2**	7.0	*3* %	**14.3**	13.9	*3* %
Total Revenue Ton-Miles	**48.7**	48.5	— %	**97.2**	96.9	— %
Total Gross Ton-Miles *(Billions)*	**96.8**	95.7	*1* %	**192.6**	190.1	*1* %
Safety [(b)]						
FRA Personal Injury Frequency Index	**1.25**	0.91	*(37)* %	**1.22**	1.00	*(22)* %
FRA Train Accident Rate	**2.62**	3.41	*23* %	**3.35**	3.71	*10* %

(a) Beginning second quarter 2023, all operations performance metrics include results from the network acquired from Pan Am. The impact of including Pan Am data was insignificant.

(b) Effective January 1, 2024, safety metrics include results from the Pan Am network. The impact was insignificant.

Certain operating statistics are estimated and can continue to be updated as actuals settle. The methodology for calculating train velocity, dwell, cars online and trip plan performance differs from that used by the Surface Transportation Board. The Company will continue to report these metrics to the Surface Transportation Board using the prescribed methodology.

Key Performance Measures Definitions

Train Velocity - Average train speed between origin and destination in miles per hour (does not include locals, yard jobs, work trains or passenger trains). Train velocity measures actual train miles and times of a train movement on CSX's network.
Dwell - Average amount of time in hours between car arrival to and departure from the yard.
Cars Online - Average number of active freight rail cars on lines operated by CSX, excluding rail cars that are being repaired, in storage, those that have been sold, or private cars dwelling at a customer location more than one day.
On-Time Originations - Percent of scheduled road trains that depart the origin yard on-time or ahead of schedule.
On-Time Arrivals - Percent of scheduled road trains that arrive at the destination yard on-time to within two hours of scheduled arrival.
Carload Trip Plan Performance - Percent of measured cars (excludes unit trains and other non-scheduled service as well as empty automotive shipments) destined for a customer that complete their scheduled plan at or ahead of the original estimated time of arrival or interchange (as applicable).
Intermodal Trip Plan Performance - Percent of measured containers (excludes port shipments along with empty containers and other non-scheduled service) destined for a customer that complete their scheduled plan at or ahead of the original estimated time of arrival, notification or interchange (as applicable).
Fuel Efficiency - Gallons of locomotive fuel per 1,000 gross ton-miles.
Revenue Ton-Miles (RTMs) - The movement of one revenue-producing ton of freight over a distance of one mile.
Gross Ton-Miles (GTMs) - The movement of one ton of train weight over one mile. GTMs are calculated by multiplying total train weight by distance the train moved. Total train weight is comprised of the weight of the freight cars and their contents.
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.

LIQUIDITY AND CAPITAL RESOURCES

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

Material Changes in Significant Cash Flows

Significant Cash Flows

The following chart highlights the operating, investing and financing components of the net decrease of $115 million and $977 million in cash and cash equivalents for the six months ended June 30, 2024 and June 30, 2023, respectively.

580	582	584

- The Company generated $300 million less cash from operating activities primarily driven by the payment of $387 million of previously postponed federal taxes related to the 2023 tax year and lower cash-generating net earnings. These decreases were partially offset by the impact of prior year payments of $238 million for retroactive wages and bonuses, and associated taxes, related to finalized labor agreements.
- CSX used $103 million more cash for investing activities primarily as a result of higher property additions consistent with planned capital expenditures, partially offset by higher net sales of short-term investments.
- The Company used $1,265 million less cash for financing activities primarily due to lower share repurchases and lower debt repayments.

Sources of Cash and Liquidity and Uses of Cash

As of the end of second quarter 2024, CSX had $1.2 billion of cash, cash equivalents and short-term investments. CSX uses current cash balances for general corporate purposes, which may include capital expenditures, working capital requirements, reduction or refinancing of outstanding indebtedness, redemptions and repurchases of CSX common stock, dividends to shareholders, acquisitions and other business opportunities, and contributions to the Company's qualified pension plan. See Note 7, *Debt and Credit Agreements*.

The Company has multiple sources of liquidity, including cash generated from operations and financing sources. The Company filed a shelf registration statement with the SEC on February 16, 2022, which 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. During the six months ended June 30, 2024, CSX did not issue any long-term debt.

CSX has a $1.2 billion unsecured, revolving credit facility backed by a diverse syndicate of banks that expires in February 2028. At June 30, 2024, the Company had no outstanding balances under this facility. The Company also has a commercial paper program, backed by the revolving credit facility, under which the Company may issue unsecured commercial paper notes up to a maximum aggregate principal amount of $1.0 billion outstanding at any one time. At June 30, 2024, the Company had no outstanding debt under the commercial paper program.

Planned capital investments for 2024 are expected to be approximately $2.5 billion. Spending to sustain core infrastructure with a focus on safety and reliability will be a top priority. In addition, management is committed to investments that promote profitable growth, including projects supporting service enhancements and productivity initiatives, which includes investments in locomotives and freight cars. CSX intends to fund capital investments primarily through cash generated from operations.

Material Changes in the Consolidated Balance Sheets and Working Capital

Consolidated Balance Sheets

Total assets increased $150 million from year end primarily due to a $228 million increase in net property consistent with planned capital expenditures as well as a $58 million increase in investments in affiliates, partially offset by a $194 million decrease in cash and short-term investments.

Total liabilities decreased $485 million from year end primarily due to a $387 million payment of previously postponed federal taxes. Total shareholders' equity increased $635 million from year end primarily driven by net earnings of $1.8 billion, partially offset by share repurchases of $810 million and dividends paid of $468 million.

Working capital is considered a measure of a company's ability to meet its short-term needs. CSX had a working capital surplus of $441 million as of June 30, 2024, and $136 million as of December 31, 2023. This increase of $305 million since year end is primarily due to cash-generating net earnings, partially offset by cash paid for property additions and payments for share repurchases and dividend payments as mentioned 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. The Company continues to maintain adequate liquidity to satisfy current liabilities and maturing obligations when they come due. CSX has sufficient financial capacity, including its revolving credit facility, commercial paper program 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.

CSX is committed to returning cash to shareholders and maintaining an investment-grade credit profile. Capital structure, capital investments and cash distributions, including dividends and share repurchases, are reviewed at least annually by the Board of Directors. Management's assessment of market conditions and other factors guides 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.

This discussion should be read in conjunction with our Condensed Consolidated Financial Statements and the related notes that appear elsewhere in this document. We revised certain prior period financial statements for misstatements between the balance sheet and expense that were determined to be immaterial to previously issued financial statements. See Note 11, *Revision of Prior Period Financial Statements* in Item 1 of Part I of this report, which is incorporated herein by reference.

LABOR AGREEMENTS

Approximately 17,600 of the Company's approximately 23,300 employees are members of a rail labor union. As of December 2, 2022, all 12 rail unions at CSX that participated in national bargaining were covered by national agreements with the Class I railroads and CSX-specific agreements that will remain in effect through December 31, 2024. Collective agreements under the Railway Labor Act do not expire, but continue until amended, and formal notices to amend these agreements may be served as early as November 1, 2024.

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

- personal injury and environmental reserves;
- pension plan accounting; and
- depreciation policies for assets under the group-life method.

FORWARD-LOOKING STATEMENTS

Certain statements in this report and in other materials filed with the Securities and Exchange Commission, 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, workforce levels, 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.

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

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 I, Item 1A Risk Factors of CSX's most recent annual report on Form 10-K and elsewhere in this report, may cause actual results to differ materially from those contemplated by any forward-looking statements:

- legislative, regulatory or legal developments involving transportation, including rail or intermodal transportation, the environment, hazardous materials, taxation, international trade 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, equipment or supply chain;
- competition from other modes of freight transportation, such as trucking and competition and consolidation or financial distress within the transportation industry generally;
- the cost of compliance with laws and regulations that differ from expectations 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;
- the impact of global supply and price of seaborne coal on CSXT's export coal market;
- 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;
- loss of key personnel or the inability to hire and retain qualified employees;
- 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, including acquisitions;
- the impact of conditions in the real estate market on the Company's ability to sell assets;
- changes in operating conditions and costs, including the impacts of inflation, or commodity concentrations;
- the impacts of a public health crisis and any policies or initiatives instituted in response; and
- the inherent uncertainty associated with projecting economic and business conditions.

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

The cost of future long-term debt issued by the Company may be impacted by changes in interest rates. In an effort to manage interest rate risk, CSX may use certain financial instruments such as interest rate forward contracts. The following information together with information included in *Note 7, Debt and Credit Agreements*, describes changes to those contracts since CSX's most recent annual report on Form 10-K and the related market risk to CSX.

In second quarter 2024, CSX executed a final settlement equal to $114 million notional value of the cash flow hedges, which resulted in CSX receiving a cash payment of $52 million. The gain associated with the settled portion of these cash flow hedges will continue to be classified in AOCI until the associated debt instrument is issued in the future. No unsettled notional value of these swaps remain as of June 30, 2024.

ITEM 4. CONTROLS AND PROCEDURES

As of June 30, 2024, 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 June 30, 2024, the Company's disclosure controls and procedures were effective at the reasonable assurance level in timely alerting them to material information required to be included in CSX's periodic SEC reports. There were no changes in the Company's internal controls over financial reporting during the second quarter of 2024 that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

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Item 1. Legal Proceedings

Item 103 of SEC Regulation S-K requires disclosure of certain environmental matters when a governmental authority is a party to the proceedings and such proceedings involve potential monetary sanctions that the Company reasonably believes will exceed a specified threshold. Pursuant to SEC amendments to this Item, the Company will be using a threshold of $1 million for such proceedings. For further details, refer to Note 5, *Commitments and Contingencies,* of this quarterly report on Form 10-Q. Also refer to Part I, Item 3, Legal Proceedings in CSX's most recent annual report on Form 10-K.

Item 1A. Risk Factors

For information regarding factors that could affect the Company's results of operations, financial condition and liquidity, see the risk factors discussed under Part I, Item 1A (Risk Factors) of CSX's most recent annual report on Form 10-K. See also Part I, Item 2 (Forward-Looking Statements) of this quarterly report on Form 10-Q.

Item 2. CSX Purchases of Equity Securities

During November 2023, the share repurchase program announced in July 2022 was completed and the Company began repurchasing shares under the $5 billion share repurchase program approved in October 2023. Total repurchase authority remaining as of June 30, 2024 was $4.0 billion. For more information about share repurchases, see Note 2, *Earnings Per Share*. Share repurchase activity for the second quarter 2024 is shown below. Amounts exclude the impact of excise tax on net share repurchases imposed as part of the Inflation Reduction Act of 2022.

	CSX Purchases of Equity Securities for the Quarter			
Second Quarter	**Total Number of Shares Purchased**	**Average Price Paid per Share**	**Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs**	**Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs**
Beginning Balance				$ 4,542,902,967
April 1 - April 30, 2024	8,869,997	$ 35.19	8,869,997	4,230,750,750
May 1 - May 31, 2024	7,010,228	33.71	7,010,228	3,994,413,975
June 1 - June 30, 2024	427,898	33.30	427,898	3,980,163,474
Ending Balance	16,308,123	$ 34.51	16,308,123	$ 3,980,163,474

CSX CORPORATION
PART II

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information

During the second quarter of 2024, none of the Company's directors or officers adopted or terminated any "Rule 10b5-1 trading arrangement" or any "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of Regulation S-K.

CSX CORPORATION
PART II

Item 6. Exhibits

Exhibit designation	Nature of exhibit	Previously filed as exhibit to
Officer certifications:		
31*	Rule 13a-14(a) Certifications	
32*	Section 1350 Certifications	
Interactive data files:		
101*	The following financial information from CSX Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 filed with the SEC on August 5, 2024, formatted in inline XBRL includes: (i) consolidated income statements for the quarters and six months ended June 30, 2024, and June 30, 2023, (ii) condensed consolidated comprehensive income statements for the quarters and six months ended June 30, 2024, and June 30, 2023, (iii) consolidated balance sheets at June 30, 2024, and December 31, 2023, (iv) consolidated cash flow statements for the six months ended June 30, 2024, and June 30, 2023, (v) consolidated statement of changes in shareholders' equity for the quarters and six months ended June 30, 2024, and June 30, 2023, and (vi) the notes to consolidated financial statements.	
104	Cover Page Interactive Data File (embedded within the Inline XBRL document contained in Exhibit 101)	

* Filed herewith

CSX CORPORATION
PART II

SIGNATURE

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

CSX CORPORATION
(Registrant)

By: /s/ ANGELA C. WILLIAMS
Angela C. Williams
Vice President and
Chief Accounting Officer
(Principal Accounting Officer)

Dated: August 5, 2024