

Analysis of Sales/Earnings

2Q13 EPS Down 9% Y/Y and 2% Below the Street Due to Weaker RPU and Adverse Mix

- Missed Street:** reported 2Q13 EPS of \$1.46, down 9% y/y and 2% below the Street. Our Stifel 2Q13 EPS estimate was \$1.52, while the Street consensus was \$1.49. Respectable 2% y/y volume growth and continued improvement in operating efficiencies were more than offset by weak yields that were due mostly to weakening export coal markets, adverse mix in utility coal markets, and the continuing growth of intermodal. Fuel surcharge lag economics created a \$65 million y/y drag on 2Q13 EPS (~a \$0.13 y/y adverse impact).
- 2Q13 revenue was down 2.5% y/y as unit volume increased 2% y/y and revenue per unit declined a debilitating 5% y/y.** The weak unit revenue was heavily concentrated in the export coal markets where, in order to be competitive in the soft global coal market, rail pricing may have been down in the vicinity of 25% y/y.
- Traffic grew in just three of seven revenue segments:** y/y volume growth in intermodal, chemicals, and automotive, more than offset y/y declines in coal, agricultural, metals and construction, and flat paper and forest products volumes. Overall coal volume declined just 4% y/y, but 2Q13 was worse than the aggregate number suggests as export coal was down 16% y/y and domestic met coal dropped 11% y/y.
- 2Q13 operating ratio deteriorated four percentage points y/y (or 270 basis points) to 70.2%.** Railway operating expenses declined 1% y/y even as volumes rose 2% on a unit basis and 3% on a ton-mile basis. The 5% y/y drop in yields was once again the culprit.
- Balance sheet remained strong:** debt-to-total capital ratio was 45.4% at the end of 2Q13.
- Trimming our 2013, 2014, and 2015 EPS estimates** from \$5.70, \$6.35, and \$7.05 to \$5.48, \$6.15, and \$6.70, respectively. The decreases are a function of the remaining uncertainty with respect to the timing of recovery in coal volumes partially offset by stronger intermodal volumes and excellent cost saving and productivity initiatives.
- Continue to rate the company's common shares Buy.** Our 12-month price target drops from \$88 (or 12.5x our former 2015 EPS estimate of \$7.05) to \$87 (or 13.0x our revised 2015 EPS estimate of \$6.70). Our revised 12-month target price still provides 15.9% upside potential, when the just enhanced current dividend yield of 2.7% is included. We expect shares to trade off in response to the 2Q13 EPS miss, leaving more than a sufficient amount of upside to warrant reiteration of our Buy rating, in our view.

I N C O M E L I S T

Changes	Previous	Current
Rating	—	Buy
Target Price	\$88.00	\$87.00
FY13E EPS (Net)	\$5.70	\$5.48
FY14E EPS (Net)	\$6.35	\$6.15
FY13E Rev (Net)	\$11.17B	\$11.01B
FY14E Rev (Net)	\$11.72B	\$11.49B

Price (07/23/13):	\$76.87
52-Week Range:	\$81 – \$56
Market Cap.(mm):	24,156.9
Shr.O/S-Diluted (mm):	314.3
Enterprise Val. (mm):	\$32,046.9
Avg Daily Vol (3 Mo):	1,992,517
LT Debt/Total Cap.:	45.4%
Net Cash/Share:	\$1.87
Book Value/Share:	\$32.42
Dividend(\$ / %)	\$2.08 / 2.7%
S&P Index	1,692.39

EPS (Net)	2012A	2013E	2014E
Q1	\$1.23	\$1.22A	\$1.32
Q2	1.60	1.46A	1.68
Q3	1.24	1.40	1.62
Q4	1.30	1.40	1.54
FY Dec	\$5.38A	\$5.48	\$6.15
P/E	14.3x	14.0x	12.5x

Rev (Net)	2012A	2013E	2014E
FY Dec	\$11.04B	\$11.01B	\$11.49B
EV/Revenue	2.9x	2.9x	2.8x

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2Q13 EPS Were Down 9% Y/Y and 2% Below the Street Consensus Estimate; Weaker Revenue per Unit and Adverse Mix Change Appear to be the Culprits; Maintain Buy

Norfolk Southern reported 2Q13 EPS of \$1.46, down 9% y/y from 2Q12 EPS of \$1.60 and 2% below the Street consensus. Our Stifel 2Q13 EPS estimate was \$1.52, while the Street consensus was \$1.49. The 26 analysts who had published 2Q13 EPS estimates had carried estimates ranging from a low of \$1.42 to a high of \$1.54 prior to the company's 2Q13 EPS release. Respectable 2% y/y volume growth and continued improvement in operating efficiencies were more than offset by weak yields that were due mostly to weakening export coal markets, adverse mix in utility coal markets, and the continuing growth of intermodal. Year-over-year fuel surcharge lag economics created a \$65 million y/y drag on 2Q13 EPS. On a per share basis, that y/y drag equates to nearly a \$0.13 y/y adverse impact. If not for the sizable, favorable fuel surcharge lag impact in the 2Q12 and the unfavorable fuel surcharge lag impact in the 2Q13, reported 2Q13 EPS would have been close to flat y/y. However, a lower effective tax rate in the 2Q13 (i.e., 36.9%), compared to the 2Q12 effective tax rate (i.e., 37.8%), aided 2Q13 EPS to the tune of \$0.02 per share. So, if the effective tax rate had remained unchanged y/y, 2Q13 EPS would have been \$1.44, down 10% y/y (excluding any adjustment for fuel surcharge lags). All in all, it was a frustrating quarter for the company as the company's non-coal volumes increased 5% y/y against a weak economic backdrop and operating metrics improved across the board.

2Q13 revenue was down 2.5% y/y as unit volume increased 2% y/y and revenue per unit declined a debilitating 5% y/y. The weak unit revenue was heavily concentrated in the export coal markets where, in order to be competitive in the soft global coal market, rail pricing may have been down in the vicinity of 25% y/y. As we move into the 2H13, world coal markets may deteriorate to the point where U.S. exports simply become uneconomic for the miners and for the railroads, so the company expects volumes to drop sequentially from the 1H13 to the 2H13. Yields also deteriorated due to the growth in Illinois Basin coal shipments to northern utilities. These shipments were about 75% shorter than the Central Appalachian coal shipments they displaced and therefore also hurt overall yields. Lastly, domestic intermodal volume grew 6% y/y and often is short haul in nature. Domestic intermodal, therefore, also contributed to the weak yield picture. Pricing across the rest of the book of business, we suspect, was roughly in line with the company's objective of delivering pricing that more than offsets rail industry inflation (excluding fuel), at least on a same-store basis (i.e., the same commodity moving over the same route in the same car from the same origin to the same destination for the same customer).

Traffic grew in just three of seven revenue segments; y/y volume growth in intermodal, chemicals, and automotive, more than offset y/y declines in coal, agricultural, metals and construction, and flat paper and forest products volumes. Coal volume declined just 4% y/y in 2Q13, but it was worse than the aggregate number suggests. Export coal was down 16% y/y, while domestic met coal dropped 11% y/y. The loss of this still relatively high yielding traffic was the primary driver of the weaker yields alluded to above. Northern utility coal climbed an impressive 18% y/y, as stockpiles finally returned to normal. Unfortunately, southern utility coal volumes declined another 12% y/y as stockpiles in the South remain bloated thanks to low natural gas prices and more moderate winter temperatures. To make matters worse, much of the incremental northern utility coal was sourced from the Illinois Basin. Coal from the Illinois Basin generated lengths of haul 75% below the coal it replaced, thereby further pummeling yields.

Metals and Construction volumes declined 5% y/y as the company is still suffering from the loss of volumes from the recently closed RG Steel Mill it served and from reduced steel production. The RG Steel Mill closure reaches its anniversary beginning at the start of the 3Q13 and, as a result, will no longer be a drag on y/y comparables going forward. Chemicals volumes grew 16% y/y primarily as a result of crude oil shipments originating in various shales and terminating at refineries on the company's network. Automobile traffic climbed 8% y/y as the company secured new business from existing customers and as consumers continued to replace their aging vehicles at an accelerating clip while auto dealers reduced inventories. Agricultural volumes declined 1% as drought-driven reductions in corn and soybeans hampered volumes. Paper and forest products volumes were down 1% y/y as increased building material shipments (e.g., lumber shipments were up 12% y/y) were offset largely by reduced paper shipments (e.g., graphic paper shipments declined 16% y/y).

Intermodal unit volume improved 5% y/y. The solid intermodal volumes were achieved with growth in domestic intermodal shipments of 6% y/y and a 2% y/y increase in international intermodal movements. We expect the company's intermodal volume growth to remain solid in 2013 as its investments aimed at increasing capacity in specific corridors, continue to pay off.

It is also apparent to us that the company's collaborative relationships with truckload-based intermodal partners Hub Group and J.B. Hunt continue to provide a big boost to the company's intermodal volume as highway conversions in the East generally outpace those in western or transcontinental lanes. With highway conversion in the East in something like the second or third inning (our estimate), with the company's intermodal network now 100% double stack compatible, with existing trains operating with excess capacity (note that the 5% y/y volume growth in the 2Q13 was handled with only 2% more crew starts and that 95% of container movements were handled on double stack trains), with the company's many intermodal terminal development projects having just come on line, and with the company's intermodal partners anxious to access incremental intermodal capacity, we believe the next few years should be terrific for the company from a domestic intermodal growth perspective.

The company's 2Q13 operating ratio deteriorated four percentage points y/y (or 270 basis points) to 70.2%. Railway operating expenses declined 1% y/y even as volumes rose 2% on a unit basis and 3% on a ton-mile basis. The 5% y/y drop in yields was once again the culprit. Helping to somewhat mitigate the unfavorable operating ratio increase in the 2Q13 were a 0.7% y/y improvement in average train speed, a 2.0% y/y favorable drop in average terminal dwell, a 7.1% y/y reduction in average cars on line, and 2% overall reduction in crew starts. A 13% y/y reduction in train and engine overtime, a 14% y/y reduction in re-crews, a 3% y/y reduction in equipment rents (related to velocity improvements), a 4% y/y improvement in locomotive productivity, and a 1% y/y improvement in fuel efficiency, all contributed to minimizing the margin deterioration experienced in the 2Q13. The adverse move in yields and mix were simply too much to overcome with operational efficiencies.

The company's balance sheet remained strong. With a debt-to-total capital ratio of 45.4% at the end of 2Q13, as a starting point, we remain confident that the company will be able to fund its \$2.0 billion 2013 capital program while continuing to reward shareholders (via a policy of paying out one-third of its income in dividends and spending what remains, after dividends and capital expenditures, on its ongoing opportunistic share repurchase program) without borrowing significant amounts incrementally. Additionally, we note that the company took advantage of the brief market correction in the 2Q13 to buy back the bulk of the \$314 million worth of shares repurchased in the 1H13 during the 2Q13.

We are trimming our 2013, 2014, and 2015 EPS estimates from \$5.70, \$6.35, and \$7.05 to \$5.48, \$6.15, and \$6.70, respectively. The decreases are a function of the remaining uncertainty with respect to the timing of recovery in coal volumes partially offset by stronger intermodal volumes and excellent cost saving and productivity initiatives. Our 2013, 2014, and 2015 EPS estimates are driven by y/y revenue growth of -0.3%, 4.3%, and 3.9%, respectively. In turn, the revenue growth is predicated on y/y volume growth of 2.6% in 2013, 2.3% in 2014, and 2.2% in 2015 along with y/y average revenue per unit increases of -2.8% in 2013, 2.0% in 2014, and 1.7% in 2015. Lastly, we are assuming operating ratios of 71.6% for 2013, 70.1% for 2014, and 69.4% for 2015. These assumptions are predicated on continued 1.5% to 2% GDP growth through 2015. An acceleration in economic growth would likely result in our estimates being too conservative. Conversely, a further deceleration in the rate of economic growth would likely result in our estimates being too aggressive.

We continue to rate the company's common shares Buy. Our 12-month price target drops from \$88 (or 12.5x our former 2015 EPS estimate of \$7.05) to \$87 (or 13.0x our revised 2015 EPS estimate of \$6.70). Our revised 12-month target price still provides 15.9% upside potential, when the just enhanced current dividend yield of 2.7% is included. Given that the company's shares are likely to trade off in response to the 2Q13 EPS miss, we see more than a sufficient amount of upside to warrant reiteration of our Buy rating, in our view.

Target Price Methodology/Risks

Our 12-month target price is \$87, or 13.0x our 2015 EPS estimate of \$6.70.

Risks to target price: Relative housing and automotive slowness could persist longer than expected, which would negatively impact several of the company's business segments. Deceleration in consumer spending could negatively impact the automotive and intermodal business segments. Rapidly rising fuel prices could clip net income due to the implementation lag associated with the company's fuel cost recovery mechanisms. Re-regulation of the U.S. rail industry is also a risk, which would likely place a cap on price increases and significantly limit potential ROIC improvement. Continued double digit y/y volume declines in coal, resulting from coal-fired power plants transitioning to peaking plants from base-load generating plants.

Company Description

Norfolk Southern, headquartered in Norfolk, VA, serves 22 states as well as the District of Columbia and Ontario, Canada. NSC operates its trains over a system of about 21,300 route miles. It serves almost all of the east coast, as well as 20 seaports and lake ports, and connects with rail partners in the West and Canada. NSC is the product of hundreds of railroad mergers, reorganizations, and consolidations. The three largest predecessors to today's railroad are its 58% portion of Conrail, Norfolk and Western Railway, and Southern Railway.

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Equity Comps - Transportation

Comparative Valuation Matrix

(figures in \$US millions, except per share amounts)

Company name (Ticker)	Rating	Closing Price 7/23/2013	Diluted S/O	Market cap.	Total Debt	Cash & equiv.	TEV ^(a)	Equity value as a multiple of Earnings per Share				Enterprise value as a multiple of					TTM ROA	TTM ROE	TTM ROIC	PEG ratio ^(d)	Div. Yield	2013E FCF Yld
								2012A ^(b)	2013E ^(b)	2014E ^(b)	Book value	TTM Revenue	2013E EBITDA	TTM EBITDA	TTM EBITDAR ^(c)	TTM EBIT						
Railroads																						
Canadian National (CNI)	Hold	98.91	422.8	41,822.7	7,290.8	570.5	48,543.0	17.6x	16.6x	14.8x	3.8x	4.8x	10.2x	10.4x	10.3x	13.1x	9.3%	22.4%	15.1%	1.4	1.7%	1.5%
Canadian Pacific (CP)	Hold	126.64	177.2	22,438.5	4,634.6	339.0	26,734.1	29.4x	21.0x	17.3x	4.2x	4.6x	11.8x	13.8x	13.1x	19.2x	5.7%	16.2%	10.5%	1.0	1.1%	1.7%
CSX Corp. (CSX)	Buy	25.27	1,019.1	25,752.2	9,375.0	1,017.0	34,110.2	14.1x	14.1x	12.6x	2.7x	2.9x	7.5x	7.4x	7.4x	9.8x	6.3%	20.4%	12.2%	1.1	2.4%	1.2%
Genesee & Wyoming (GWR)	Hold	92.67	56.7	5,253.0	1,792.3	29.3	7,016.0	32.3x	20.0x	17.3x	2.6x	6.7x	12.8x	19.9x	18.6x	26.7x	4.2%	10.5%	7.3%	0.9	0.0%	3.0%
Kansas City Southern (KSU)	Sell	113.25	110.4	12,508.1	1,814.0	30.0	14,382.5	33.9x	28.2x	22.9x	3.9x	5.9x	14.9x	15.9x	14.5x	20.6x	4.5%	9.5%	7.0%	1.4	0.8%	1.3%
Norfolk Southern Corp. (NSC)	Buy	76.87	314.3	24,156.9	8,477.0	587.0	32,046.9	14.3x	14.0x	12.5x	2.4x	2.9x	8.0x	8.2x	8.2x	10.8x	5.6%	16.7%	11.0%	1.2	2.7%	0.9%
Union Pacific (UNP)	Hold	161.66	469.2	75,851.1	9,809.0	1,845.0	83,815.1	19.5x	17.2x	15.4x	3.7x	3.9x	9.0x	9.5x	9.3x	11.9x	8.7%	20.9%	15.2%	1.1	1.7%	3.5%
	Min			5,253.0	1,792.3	29.3	7,016.0	14.1x	14.0x	12.5x	2.4x	2.9x	7.5x	7.4x	7.4x	9.8x	4.2%	9.5%	7.0%	0.9	0.0%	0.9%
	Mean			29,683.2	6,170.4	631.1	35,235.4	23.0x	18.7x	16.1x	3.3x	4.5x	10.6x	12.2x	11.6x	16.0x	6.3%	16.7%	11.2%	1.2	1.5%	1.9%
	Mean (Class I Rails only)			33,754.9	6,900.1	731.4	39,938.6	21.5x	18.5x	15.9x	3.4x	4.2x	10.2x	10.9x	10.4x	14.2x	6.7%	17.7%	11.8%	1.2	1.7%	1.7%
	Median			24,156.9	7,290.8	570.5	32,046.9	19.5x	17.2x	15.4x	3.7x	4.6x	10.2x	10.4x	10.3x	13.1x	5.7%	16.7%	11.0%	1.1	1.7%	1.5%
	Max			75,851.1	9,809.0	1,845.0	83,815.1	33.9x	28.2x	22.9x	4.2x	6.7x	14.9x	19.9x	18.6x	26.7x	9.3%	22.4%	15.2%	1.4	2.7%	3.5%
Stifel Transportation Average				8,565.6	1,570.4	451.8	9,724.4	20.3x	18.3x	16.5x	3.1x	2.3x	9.2x	9.5x	6.8x	14.4x	5.2%	15.4%	10.1%	1.3	1.0%	2.5%

(a) Total Enterprise Value = Market Capitalization of Equity + Total Debt - Cash + Market Value of Minority Interest

(b) Stifel estimates for those rated and First Call mean estimates for unrated securities

(c) Enterprise value adjusted to include the capitalization of off balance sheet operating leases with lease expense (or rent expense) being added back to EBITDA for the valuation multiple calculation

(d) 2014E P/E divided by First Call mean or Stifel estimated long-term growth rate

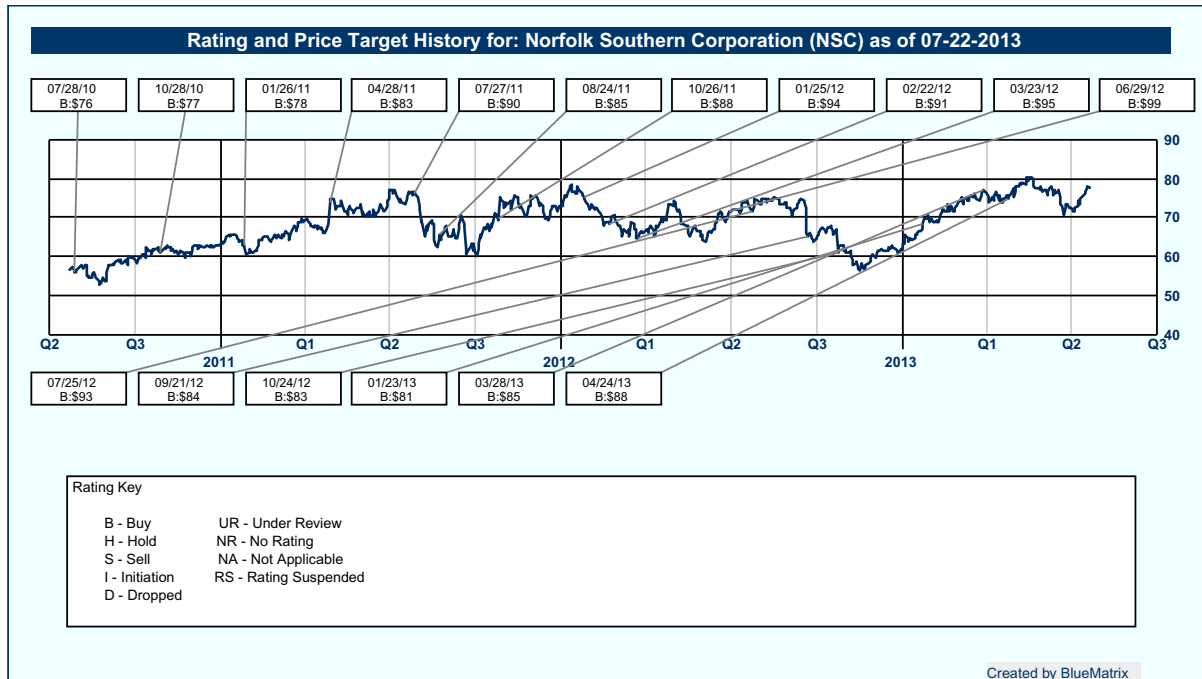
Excludes non-recurring items

Calculations may vary due to rounding

Source: Company data, First Call, and Stifel estimates

Important Disclosures and Certifications

We, John G. Larkin and Michael J. Baudendistel, certify that our respective views expressed in this research report accurately reflect our respective personal views about the subject securities or issuers; and we, John G. Larkin and Michael J. Baudendistel, certify that no part of our compensation was, is, or will be directly or indirectly related to the specific recommendations or views contained in this research report. For our European Conflicts Management Policy go to the research page at www.stifel.com.



For a price chart with our ratings and target price changes for NSC go to <http://sf.bluematrix.com/bluematrix/Disclosure?ticker=NSC>

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HOLD -For U.S. securities we expect the stock to perform within 10% (plus or minus) of the S&P 500 over the next 12 months. For Canadian securities we expect the stock to perform within 10% (plus or minus) of the S&P/TSX Composite Index. For other non-U.S. securities we expect the stock to perform within 10% (plus or minus) of the MSCI World Index. A Hold rating is also used for yield-sensitive securities where we are comfortable with the safety of the dividend, but believe that upside in the share price is limited.

SELL -For U.S. securities we expect the stock to underperform the S&P 500 by more than 10% over the next 12 months and believe the stock could decline in value. For Canadian securities we expect the stock to underperform the S&P/TSX Composite Index by more than 10% over the next 12 months and believe the stock could decline in value. For other non-U.S. securities we expect the stock to underperform the MSCI World Index by more than 10% over the next 12 months and believe the stock could decline in value.

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