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Form 990



Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

ASSOCIATION OF AMERICAN RAILROADS

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

425 THIRD STREET SW NO 1000

Room/suite

City or town, state or country, and ZIP + 4

WASHINGTON, DC 20024

F Name and address of principal officer

EDWARD HAMBERGER
425 THIRD STREET SW NO 1000
WASHINGTON,DC 20024

H(a) Is this a group return for affiliates?

☐ Yes ☒ No

H(b) Are all affiliates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number

I Tax-exempt status

☐ 501(c)(3) ☒ 501(c) (6) ☐ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website:

WWW AAR ORG

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation

1934

M State of legal domicile

DC

Part I

Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities AAR PROMOTES A SAFE AND EFFICIENT NORTH AMERICAN RAIL SYSTEM WITH PRINCIPAL ACTIVITIES IN AREAS SUCH AS STANDARDS, OPERATIONS, SAFETY, SECURITY, PUBLIC AFFAIRS AND PUBLIC POLICY		
Revenue	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	14
	4	Number of independent voting members of the governing body (Part VI, line 1b)	13
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	77
	6	Total number of volunteers (estimate if necessary)	0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	99,097
	7b	Net unrelated business taxable income from Form 990-T, line 34	23,878
Expenses	8	Contributions and grants (Part VIII, line 1h)	0
	9	Program service revenue (Part VIII, line 2g)	56,745,201
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,760,799
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,248,029
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	62,754,029
	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	10,688,823
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	17,515,150
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0
Net Assets or Fund Balances	b	Total fundraising expenses (Part IX, column (D), line 25) ☐ 0	
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	32,182,575
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	60,386,548
	19	Revenue less expenses Subtract line 18 from line 12	2,367,481
	20	Total assets (Part X, line 16)	29,888,708
	21	Total liabilities (Part X, line 26)	47,852,517
	22	Net assets or fund balances Subtract line 21 from line 20	-17,963,809

Part II

Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

2012-11-14

Date

JEFFREY D MARSH VICE PRESIDENT & CFO

Type or print name and title

Preparer's signature

WILLIAM E TURCO CPA

Date

Check if self-employed ☐

Preparer's taxpayer identification number (see instructions)
P00369217

Firm's name (or yours if self-employed), address, and ZIP + 4

MCGLADREY LLP
9737 WASHINGTONIAN BLVD 400
GAITHERSBURG, MD 208787340

EIN ☐ 42-0714325

Phone no ☐ (301) 296-3600

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2011)

Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1

Briefly describe the organization’s mission

TO PROMOTE THE COMMON INTERESTS OF RAILROADS

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

If “Yes,” describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If “Yes,” describe these changes on Schedule O

4

Describe the organization’s program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ including grants of \$) (Revenue \$)

STRATEGIC RESEARCH INITIATIVES (SRI) SRI PRIORITIES ARE SHARPLY FOCUSED ON CURRENT AND FUTURE FREIGHT RAILROAD INDUSTRY ISSUES ASSOCIATED WITH SAFETY, EFFICIENCY, AND RELIABILITY THE RESEARCH PRIORITIES ARE EXPECTED TO CONTRIBUTE SIGNIFICANTLY TO INDUSTRY OBJECTIVES IN THE AREA OF OPERATING HEAVIER AXLE LOADS, AND, IN PARTICULAR, THE EFFECTS ON FREIGHT CARS, TRACK, AND THEIR INTERACTION IN THE PAST FEW YEARS, THE SRI PROGRAM HAS MOVED DEEPER INTO THE INNOVATION PROCESS IN THE AREAS OF CARS, TRACK, AND VEHICLE/TRACK INTERACTION THE PROGRAM CONTINUED TO BE INVOLVED IN PRODUCT AND PROCESS DEVELOPMENT AND IMPLEMENTATION

4b

(Code) (Expenses \$ including grants of \$) (Revenue \$)

INTEGRATED COMMUNICATIONS CAMPAIGN A PROGRAM OF MEDIA OUTREACH, ADVERTISING AND ELECTRONIC MAILINGS THAT FOCUSES ON (1) HOW THE FREIGHT RAIL INDUSTRY CONSISTENTLY AND EFFICIENTLY DELIVERS ECONOMIC AND ENVIRONMENTAL BENEFITS TO AMERICANS,(2) HOW RAILROADS USE MODERN TECHNOLOGY TO IMPROVE SAFETY AND PROVIDE PUBLIC BENEFITS INCLUDING A SAFE, FUEL EFFICIENT WAY TO MOVE GOODS AND CONNECT US TO THE GLOBAL ECONOMY, AND (3) PRESERVING BALANCED REGULATION OF THE FREIGHT RAIL INDUSTRY

4c

(Code) (Expenses \$ including grants of \$) (Revenue \$)

PRESERVING BALANCED REGULATION A PROGRAM TO PROMOTE THE CONTINUED NEED OF THE RAIL INDUSTRY TO OPERATE UNDER A BALANCED REGULATORY STRUCTURE WHICH ALLOWS RAILROADS THE OPPORTUNITY TO ACHIEVE REVENUES FOR REINVESTMENT SUCH REINVESTMENT IS CRITICAL IF RAILROADS ARE TO BE ABLE TO ADDRESS THE CAPACITY CHALLENGES THAT INCREASED RAIL DEMAND FOR TRANSPORTATION BRINGS

4d

Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e

Total program service expenses \$

Part IV

Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1	No
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	2	No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> 	3	No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	4	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> 	5	Yes
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> 	6	No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II</i> 	7	No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> 	8	No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> 	9	Yes
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> 	10	No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i> 	11a	Yes
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i> 	11b	Yes
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i> 	11c	No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i> 	11d	Yes
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i> 	11e	Yes
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i> 	11f	Yes
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i> 	12a	No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i> 	12b	Yes
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I</i> 	14b	No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? <i>If "Yes," complete Schedule F, Part II and IV</i> 	15	No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? <i>If "Yes," complete Schedule F, Part III and IV</i> 	16	No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	17	No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18	No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	No
20a	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>	20a	No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance						
Check if Schedule O contains a response to any question in this Part V ☐						
		Yes	No			
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. .	1a	67			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes			
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	2a	77			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes			
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	Yes			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	4a	Yes			
b	If "Yes," enter the name of the foreign country: <u>UK</u> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			No	
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No	
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c				
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a			No	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b				
7	Organizations that may receive deductible contributions under section 170(c).					
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a				
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b				
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c				
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e				
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f				
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g				
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h				
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8				
9	Sponsoring organizations maintaining donor advised funds.					
a	Did the organization make any taxable distributions under section 4966?	9a				
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b				
10	Section 501(c)(7) organizations. Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b				
11	Section 501(c)(12) organizations. Enter					
a	Gross income from members or shareholders.	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b				
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a				
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b				
13	Section 501(c)(29) qualified nonprofit health insurance issuers.					
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.	13a				
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b				
c	Enter the aggregate amount of reserves on hand.	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			No	
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b				

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		No

Section B. Policies

(This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	Other officers or key employees of the organization	Yes	
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. ☐ Own website ☐ Another's website ☒ Upon request
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization. JEFFREY MARSH CFO 425 THIRD STREET SW NO 1000 WASHINGTON, DC 20024 (202) 639-2118

Part VII

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) FRED J GREEN DIRECTOR	1 00	X						0	0	0
(2) MICHAEL R HAVERTY DIRECTOR	1 00	X						0	0	0
(3) JOHN C HELLMAN DIRECTOR	1 00	X						0	0	0
(4) DENNIS H MILLER DIRECTOR	1 00	X						0	0	0
(5) CHARLES W MOORMAN DIRECTOR	1 00	X						0	0	0
(6) MATTHEW K ROSE DIRECTOR	1 00	X						0	0	0
(7) MICHAEL J WARD DIRECTOR	1 00	X						0	0	0
(8) JAMES R YOUNG DIRECTOR	1 00	X						0	0	0
(9) CLAUDE MONGEAU DIRECTOR	1 00	X						0	0	0
(10) LARRY PARSONS DIRECTOR	1 00	X						0	0	0
(11) PETER A GILBERTSON DIRECTOR	1 00	X						0	0	0
(12) EMILIO SACRISTAN ROY DIRECTOR	1 00	X						0	0	0
(13) ROGELIO VELEZ LOPEZ DIRECTOR	1 00	X						0	0	0
(14) EDWARD HAMBERGER PRESIDENT & CEO	40 00	X		X				1,219,977	0	357,417
(15) LOUIS P WARCHOT SR VP - GENERAL COUNSEL	40 00			X				1,879,552	0	338,187
(16) JOHN T GRAY SR VP - POLICY & ECONOMICS	40 00			X				435,283	0	46,888
(17) ROBERT C VANDERCLUTE SR VP - SAFETY & OPERATIONS	40 00			X				342,495	0	49,793

Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) HUBERT K O'BANNON SR VP-GOV'T AFFAIRS UNTIL 7/26/11	40 00			X				1,979,107	0	140,039
(19) PATRICIA M REILLY VP - COMMUNICATIONS	40 00			X				358,115	0	45,707
(20) JEFFREY D MARSH VP - FINANCE & CFO	40 00			X				337,759	0	53,649
(21) JANET L BARTELMAY CORPORATE SECRETARY	40 00			X				535,910	0	101,665
(22) JOHN F WETZEL VP - GOVERNMENT AFFAIRS	40 00			X				366,022	0	154,948
(23) LAURIE L KNIGHT SR VP-GOV'T AFFAIRS FROM 07/27/11	40 00			X				134,290	0	3,878
(24) PETER W FRENCH AVP-SAFETY	40 00					X		208,223	0	122,334
(25) MICHAEL J RUSH ASSOCIATE GENERAL COUNSEL	40 00					X		817,180	0	116,606
(26) FRANKLIN N HARDESTY AVP-POLICY & ECONOMICS	40 00					X		539,572	0	58,310
(27) ROBERT E FRONCZAK AVP-ENVIRONMENT & HAZMAT	40 00					X		462,453	0	53,364
(28) WILLIAM C THOMPSON PROGRAM MANAGER	40 00					X		250,255	0	52,269
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								9,866,193	0	1,695,054

2

Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization▶42

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	Yes
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1

Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
TRANSPORTATION TECHNOLOGY CENTER INC 55500 DOT ROAD PUEBLO, CO 81001	TESTING & RESEARCH	13,450,277
STEPTOE & JOHNSON LLP 1330 CONNECTICUT AV NW WASHINGTON, DC 20036	LEGAL CONSULTING	994,814
SKD KNICKERBOCKER LLC 1818 N ST NW WASHINGTON, DC 20036	PR/ADVERTISING	788,470
COMPASS LEXECON 230 STATE ST 9TH FLR BOSTON, MA 02109	LEGAL CONSULTING	508,087
BREAUX LOTT LEADERSHIP GROUP LLC 2550 M ST NW WASHINGTON, DC 20036	LEGISLATIVE CONSULTANTS	480,000

2

Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶29

Part VIII

Statement of Revenue

				(A)	(B)	(C)	(D)		
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514		
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a						
	b	Membership dues	1b						
	c	Fundraising events	1c						
	d	Related organizations	1d						
	e	Government grants (contributions)	1e						
	f	All other contributions, gifts, grants, and similar amounts not included above	1f						
	g	Noncash contributions included in lines 1a-1f \$ _____							
	h	Total. Add lines 1a-1f							
Program Service Revenue			Business Code						
	2a	MEMBERSHIP DUES	900099	50,503,318	50,503,318				
	b	USER FEES	900099	3,269,202	3,269,202				
	c	INDUSTRY SUPPORT	900099	2,655,558	2,655,558				
	d	PUBLICATIONS	900099	183,924	183,924				
	e	MEETINGS & CONFERENCES	812900	128,542	114,292	14,250			
	f	All other program service revenue		4,657	4,657				
	g	Total. Add lines 2a-2f		56,745,201					
Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		104,639			104,639		
	4	Income from investment of tax-exempt bond proceeds . .							
	5	Royalties		155,373			155,373		
	6a	(i) Real		81,630			81,630		
		Gross rents	81,630						
		b	Less rental expenses					0	
		c	Rental income or (loss)					81,630	
	d	Net rental income or (loss)							
	7a	(i) Securities		2,656,160			2,656,160		
		Gross amount from sales of assets other than inventory	7,232,825					323,100	
		b	Less cost or other basis and sales expenses					4,566,407	333,358
		c	Gain or (loss)					2,666,418	-10,258
	d	Net gain or (loss)							
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a						
	b	Less direct expenses	b						
	c	Net income or (loss) from fundraising events . .							
	9a	Gross income from gaming activities See Part IV, line 19	a						
	b	Less direct expenses	b						
	c	Net income or (loss) from gaming activities . .							
	10a	Gross sales of inventory, less returns and allowances .	a						
	b	Less cost of goods sold	b						
	c	Net income or (loss) from sales of inventory . .							
	Miscellaneous Revenue		Business Code						
	11a	INTERCO COST SHARE	900099	2,159,613	2,114,102	45,511			
	b	OTHER REVENUE	900099	554,163	554,163				
	c	ERIP/RET COST REIM	900099	257,914	257,914				
d	All other revenue		39,336		39,336				
e	Total. Add lines 11a-11d		3,011,026						
12	Total revenue. See Instructions			62,754,029	59,657,130	99,097	2,997,802		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)
Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	10,688,823			
2	Grants and other assistance to individuals in the United States See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	8,914,334			
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	5,236,301			
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	989,098			
9	Other employee benefits	1,050,017			
10	Payroll taxes	1,325,400			
11	Fees for services (non-employees)				
a	Management				
b	Legal	2,934,968			
c	Accounting	110,701			
d	Lobbying	1,725,203			
e	Professional fundraising See Part IV, line 17				
f	Investment management fees				
g	Other	4,879,986			
12	Advertising and promotion	3,963,138			
13	Office expenses	813,822			
14	Information technology	237,045			
15	Royalties				
16	Occupancy	1,736,591			
17	Travel	1,020,840			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	7,460			
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	511,782			
23	Insurance	232,084			
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	INTERCOMPANY EXPENSES	13,486,277			
b	BAD DEBT	294,525			
c	OTHER EXPENSES	228,153			
d					
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	60,386,548			
26	Joint costs. Check here if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			4,837,546	1	8,283,325
	2	Savings and temporary cash investments			2,732,537	2	
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			1,218,927	4	1,772,235
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges			436,232	9	309,975
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	26,073,860			
	b	Less accumulated depreciation	10b	22,702,679	3,595,402	10c	3,371,181
	11	Investments—publicly traded securities			1,952,102	11	1,957,915
	12	Investments—other securities See Part IV, line 11			8,970,899	12	8,970,899
	13	Investments—program-related See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets See Part IV, line 11			8,359,074	15	5,223,178
	16	Total assets. Add lines 1 through 15 (must equal line 34)			32,102,719	16	29,888,708
Liabilities	17	Accounts payable and accrued expenses			10,807,547	17	11,558,006
	18	Grants payable				18	
	19	Deferred revenue			984,399	19	1,241,347
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D			836,378	21	590,913
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D			27,925,676	25	34,462,251
	26	Total liabilities. Add lines 17 through 25			40,554,000	26	47,852,517
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			-8,451,281	27	-17,963,809
	28	Temporarily restricted net assets				28	
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			-8,451,281	33	-17,963,809
	34	Total liabilities and net assets/fund balances			32,102,719	34	29,888,708

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	62,754,029
2	Total expenses (must equal Part IX, column (A), line 25)	2	60,386,548
3	Revenue less expenses Subtract line 2 from line 1	3	2,367,481
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-8,451,281
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-11,880,009
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	-17,963,809

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Additional Data

Software ID:
Software Version:
EIN: 53-6000125
Name: ASSOCIATION OF AMERICAN RAILROADS

Form 990, Special Condition Description:

Special Condition Description

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

If the organization answered “Yes,” to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered “Yes,” to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered “Yes,” to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization ASSOCIATION OF AMERICAN RAILROADS	Employer identification number 53-6000125
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1	Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV	
2	Political expenditures	▶ \$
3	Volunteer hours	

Part I-B Complete if the organization is exempt under section 501(c)(3).

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	☐ Yes ☐ No
4a	Was a correction made?	☐ Yes ☐ No
b	If "Yes," describe in Part IV	

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities	▶ \$
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$
4	Did the filing organization file Form 1120-POL for this year?	☐ Yes ☐ No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A

Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A

Check

☐

if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B

Check

☐

if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)															
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)															
f Lobbying nontaxable amount Enter the amount from the following table in both columns															
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a If zero or less, enter -0-															
i Subtract line 1f from line 1c If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		☐ Yes ☐ No													

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities? If "Yes," describe in Part IV			
j	Total lines 1c through 1i			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		No
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2		No
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	Yes	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

1	Dues, assessments and similar amounts from members	1	50,503,318
2	Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a	Current year	2a	10,645,264
b	Carryover from last year	2b	3,121,566
c	Total	2c	13,766,830
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	14,271,169
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	-504,339

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
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SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ASSOCIATION OF AMERICAN RAILROADS

Employer identification number
53-6000125

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit ☐ Yes ☐ No	

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)☐ Preservation of an historically importantly land area
☐ Protection of natural habitat☐ Preservation of a certified historic structure
☐ Preservation of open space

2

Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► _____

4

Number of states where property subject to conservation easement is located ► _____

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► _____

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
► \$ _____

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

► \$ _____

(ii) Assets included in Form 990, Part X

► \$ _____

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a

Revenues included in Form 990, Part VIII, line 1

► \$ _____

b

Assets included in Form 990, Part X

► \$ _____

For Privacy Act and Paperwork Reduction Act Notice, see the Intructions for Form 990

Cat No 52283D

Schedule D (Form 990) 2011

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☒ No

1b

If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☒ Yes

☐ No

2b

If "Yes," explain the arrangement in Part XIV

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a	Beginning of year balance				
1b	Contributions				
1c	Investment earnings or losses				
1d	Grants or scholarships				
1e	Other expenditures for facilities and programs				
1f	Administrative expenses				
1g	End of year balance				

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Term endowment ▶

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i)

unrelated organizations

(ii)

related organizations

3a(i)

☐ Yes

☐ No

3a(ii)

☐ Yes

☐ No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

☐ Yes

☐ No

4

Describe in Part XIV the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
1b Buildings				
1c Leasehold improvements		3,000,605	584,496	2,416,109
1d Equipment		1,146,280	826,283	319,997
1e Other		21,926,975	21,291,900	635,075
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				3,371,181

Part XIReconciliation of Change in Net Assets from Form 990 to Financial Statements			
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	62,754,029
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	60,386,548
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	2,367,481
4	Net unrealized gains (losses) on investments	4	-1,788,362
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-10,091,647
9	Total adjustments (net) Add lines 4 - 8	9	-11,880,009
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-9,512,528

Part XIIReconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	

Part XIIIReconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	

Part XIVSupplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
	PART IV, LINE 2B	CUSTODIAL FUNDS ARE CARRIED AS AN ASSET AND OFFSETTING LIABILITY IN THE ASSOCIATION'S BALANCE SHEET. THE ASSOCIATION ACTS AS CUSTODIAN AND AGENT ON BEHALF OF CERTAIN RAILROAD INDUSTRY RELATED ORGANIZATIONS FOR WHICH THE ASSOCIATION PROVIDES BOOKKEEPING SERVICES.
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE ASSOCIATION IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(6) OF THE IRC. HOWEVER, THE ASSOCIATION IS SUBJECT TO FEDERAL INCOME TAXES FOR ACTIVITIES THAT ARE UNRELATED TO ITS TAX-EXEMPT FUNCTION. TTCI AND RAILINC FILE SEPARATE FEDERAL AND STATE INCOME TAX RETURNS. RRF IS INCORPORATED UNDER IRC SECTION 501(C)(3) AS A TAX-EXEMPT ORGANIZATION AND IS FURTHER CLASSIFIED AS A PUBLIC CHARITY UNDER SECTION 509 (A)(1) OF THE IRC. HOWEVER, THE FOUNDATION IS SUBJECT TO FEDERAL INCOME TAXES FOR ACTIVITIES THAT ARE UNRELATED TO ITS TAX-EXEMPT FUNCTION. ACCORDINGLY, AMOUNTS REPORTED IN THE ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS REPRESENT THE COMBINED INCOME TAX ACCOUNTS OF THE ASSOCIATION, TTCI, RAILINC, AND RRF. DEFERRED TAX ASSETS AND LIABILITIES ARE RECOGNIZED FOR THE FUTURE TAX CONSEQUENCES ATTRIBUTABLE TO DIFFERENCES BETWEEN THE FINANCIAL STATEMENT CARRYING AMOUNTS OF EXISTING ASSETS AND LIABILITIES AND THEIR RESPECTIVE TAX BASES AND OPERATING LOSS AND TAX CREDIT CARRYFORWARDS. DEFERRED TAX ASSETS AND LIABILITIES ARE MEASURED USING ENACTED TAX RATES EXPECTED TO APPLY TO TAXABLE INCOME IN THE YEARS IN WHICH THOSE TEMPORARY DIFFERENCES ARE EXPECTED TO REVERSE. IF APPROPRIATE, DEFERRED TAX ASSETS ARE REDUCED BY A VALUATION ALLOWANCE, WHICH REFLECTS EXPECTATIONS OF THE EXTENT TO WHICH SUCH ASSETS WILL BE REALIZED. THE ASSOCIATION FOLLOWS THE CODIFICATION TOPIC, INCOME TAXES, WHICH ADDRESSES THE DETERMINATION OF WHETHER TAX BENEFITS CLAIMED OR EXPECTED TO BE CLAIMED ON A TAX RETURN SHOULD BE RECORDED IN THE FINANCIAL STATEMENTS. UNDER THIS GUIDANCE, THE ASSOCIATION MAY RECOGNIZE THE TAX BENEFIT FROM AN UNCERTAIN TAX POSITION ONLY IF IT IS MORE-LIKELY-THAN-NOT THAT THE TAX POSITION WILL BE SUSTAINED ON EXAMINATION BY TAXING AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE POSITION. THE TAX BENEFITS RECOGNIZED IN THE FINANCIAL STATEMENTS FROM SUCH A POSITION ARE MEASURED BASED ON THE LARGEST BENEFIT THAT HAS A GREATER THAN 50 PERCENT LIKELIHOOD OF BEING REALIZED UPON ULTIMATE SETTLEMENT. THE GUIDANCE ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES ALSO ADDRESSES DE-RECOGNITION, CLASSIFICATION, INTEREST AND PENALTIES ON INCOME TAXES, AND ACCOUNTING IN INTERIM PERIODS. MANAGEMENT EVALUATED THE ASSOCIATION'S CONSOLIDATED TAX POSITIONS AND CONCLUDED THAT THE ASSOCIATION HAS TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS TO COMPLY WITH THE PROVISIONS OF THIS GUIDANCE. GENERALLY, THE ASSOCIATION IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U.S. FEDERAL, STATE, OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2008.
PART XI, LINE 8 - OTHER ADJUSTMENTS		UNRECOGNIZED CHANGE, DEFINED BENEFIT PLAN OBLIGATIONS -10,091,647

1

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ► _____

3 Enter total number of other organizations or entities ► _____

Part III

[illegible]

Part IV Foreign Forms

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926 (see instructions for Form 926)*

☐ Yes

☒ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If " Yes," the organization may be required to file Form 3520 and/or Form 3520-A. (see instructions for Forms 3520 and 3520-A)*

☐ Yes

☒ No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see instructions for Form 5471)*

☐ Yes

☒ No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see instructions for Form 8621)*

☐ Yes

☒ No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see instructions for Form 8865)*

☐ Yes

☒ No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see instructions for Form 5713).*

☐ Yes

☒ No

Supplemental Information

Complete this part to provide the information (see instructions) required in Part I, line 2, and any additional information.

[illegible]

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
ASSOCIATION OF AMERICAN RAILROADS

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2011

Open to Public
Inspection

Employer identification number
53-6000125

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No
- 2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
See Additional Data Table							

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

12

3

Enter total number of other organizations listed in the line 1 table ▶

7

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance

Part IV

Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 AAR AWARDS ASSISTANCE TO ORGANIZATIONS RECOGNIZED AS TAX-EXEMPT UNDER IRC SECTION 501(C) OR AS A COLLEGE OR UNIVERSITY

Software ID:

Software Version:

EIN: 53-6000125

Name: ASSOCIATION OF AMERICAN RAILROADS

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMERICAN COALITION FOR CLEAN COAL ELECTRICITY333 JOHN CARLYLE STREET SUITE 530 ALEXANDRIA,VA 22314	52-1799853	501(C)(6)	7,953,922				PROGRAM SUPPORT
AMERICAN PETROLEUM INSTITUTE1220 L STREET NW WASHINGTON,DC 20005	13-0433430	501(C)(6)	55,498				PROGRAM SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BLUEGREEN ALLIANCE2828 UNIVERSITY AVENUE SE SUITE 200 200 MINNEAPOLIS, MN 55414	20-3477309	501(C)(3)	25,000				PROGRAM SUPPORT
CBC INSTITUTE 5505 CONNECTICUT AVENUE NW SUITE 176 WASHINGTON, DC 20015	52-2270607	501(C)(4)	20,000				EVENT SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
THE COMPETITIVE ENTERPRISE INSTITUTE1899 L ST NW 12TH FLOOR WASHINGTON, DC 20036	52-1351785	501(C)(3)	25,000				EVENT SUPPORT
CONGRESSIONAL INSTITUTE INC1700 DIAGONAL ROAD SUITE 730 ALEXANDRIA, VA 22314	52-1504189	501(C)(4)	27,083				PROGRAM SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
COALITION AGAINST BIGGER TRUCKS LLC1001 N FAIRFAX ST SUITE 515 ALEXANDRIA, VA 22314	94-3229678	501(C)(4)	535,613				PROGRAM SUPPORT
GORAIL1001 N FAIRFAX ST SUITE 505 ALEXANDRIA, VA 22314	35-2226505	501(C)(4)	1,310,000				PROGRAM SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MARCH OF DIMES FOUNDATION2700 SOUTH QUINCY ST STE 220 ALEXANDRIA,VA 22206	13-1846366	501(C)(3)	7,500				EVENT SUPPORT
METROPOLITAN PLANNING COUNCIL140 SOUTH DEARBORN SUITE 1400 CHICAGO,IL 60603	36-2382849	501(C)(3)	20,000				PROGRAM SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NCSL FOUNDATION FOR STATE LEGISLATURES 7700 EAST FIRST PLACE DENVER, CO 80230	74- 2232576	501(C)(3)	7,500				PROGRAM SUPPORT
NORTH AMERICAN RAIL SHIPPERS ASSOCIATION (NARS)2115 PORTSMOUTH DRIVE RICHARDSON, TX 750824839	75- 2635975	501(C)(6)	8,500				PROGRAM/EVENT SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
OPERATION LIFESAVER INC 1420 KING STREET SUITE 401 ALEXANDRIA, VA 22314	74-2459189	501(C)(3)	27,500				PROGRAM SUPPORT
RAILROAD RESEARCH FOUNDATION 425 THIRD ST SW SUITE 910 WASHINGTON, DC 20024	52-2344655	501(C)(3)	155,826				PROGRAM SUPPORT

Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
RAILROAD RESEARCH FOUNDATION425 THIRD ST SW SUITE 910 WASHINGTON, DC 20024	52-2344655	501(C)(3)	40,599				REIMBURSEMENT FOR COP2 COST SHARE
STATE OF LOUISIANA DEPT OF TRANSPORATION & DEVELOPMENTPO BOX 94245 BATON ROUGE, LA 70804		GOV'T	182,680				ENVIRONMENTAL STUDY FOR NEW ORLEANS GATEWAY PROJECT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
SURFACE TRANSPORTATION POLICY PROJECT1707 L STREET NW SUITE 1050 WASHINGTON, DC 20036	52- 1864166	501(C)(3)	120,000				PROGRAM SUPPORT
TRANSPORTATION RESEARCH BOARD NATIONAL ACADEMY OF SCIENCES LOCK BOX 289 WASHINGTON, DC 20055	53- 0196932	501(C)(3)	32,500				PROGRAM SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
UNIVERSITY OF ILLINOIS205 N MATHEWS AVE URBANA,IL 61801	37-6006007	501(C)(3)	122,400				PROGRAM SUPPORT
BECAUSE OF ELIZABETHPO BOX 214 MCLEAN,VA 22101	30-0220742	501(C)(3)	8,012				PROGRAM SUPPORT

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization
ASSOCIATION OF AMERICAN RAILROADS

Employer identification number

53-6000125

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
	☐ First-class or charter travel ☒ Travel for companions ☒ Tax idemnification and gross-up payments ☐ Discretionary spending account ☒ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☒ Health or social club dues or initiation fees ☐ Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	1b	Yes
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
	☒ Compensation committee ☒ Independent compensation consultant ☒ Form 990 of other organizations ☐ Written employment contract ☒ Compensation survey or study ☒ Approval by the board or compensation committee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
a	Receive a severance payment or change-of-control payment?	4a	No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of	5a	
a	The organization?	5b	
b	Any related organization?		
	If "Yes," to line 5a or 5b, describe in Part III		
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
a	The organization?	6a	
b	Any related organization?	6b	
	If "Yes," to line 6a or 6b, describe in Part III		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	8	
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) EDWARD HAMBERGER	(i) (ii)	787,154 0	414,374 0	18,449 0	305,037 0	55,131 0	1,580,145 0	0 0
(2) LOUIS P WARCHOT	(i) (ii)	329,267 0	1,545,334 0	4,951 0	312,958 0	40,674 0	2,233,184 0	0 0
(3) JOHN T GRAY	(i) (ii)	294,166 0	136,907 0	4,210 0	29,036 0	25,638 0	489,957 0	0 0
(4) ROBERT C VANDERCLUTE	(i) (ii)	260,216 0	74,933 0	7,346 0	31,941 0	24,951 0	399,387 0	0 0
(5) HUBERT K O'BANNON	(i) (ii)	196,830 0	89,513 0	1,692,764 0	129,625 0	22,208 0	2,130,940 0	0 0
(6) PATRICIA M REILLY	(i) (ii)	275,698 0	79,406 0	3,011 0	20,478 0	33,008 0	411,601 0	0 0
(7) JEFFREY D MARSH	(i) (ii)	261,066 0	75,355 0	1,338 0	28,420 0	32,443 0	398,622 0	0 0
(8) JANET L BARTELMAY	(i) (ii)	182,974 0	350,092 0	2,844 0	92,744 0	11,476 0	640,130 0	0 0
(9) JOHN F WETZEL	(i) (ii)	192,775 0	171,093 0	2,154 0	129,719 0	30,116 0	525,857 0	0 0
(10) PETER W FRENCH	(i) (ii)	175,817 0	27,269 0	5,137 0	104,482 0	20,368 0	333,073 0	0 0
(11) MICHAEL J RUSH	(i) (ii)	182,897 0	630,741 0	3,542 0	113,294 0	5,867 0	936,341 0	0 0
(12) FRANKLIN N HARDESTY	(i) (ii)	166,797 0	121,893 0	250,882 0	50,167 0	10,481 0	600,220 0	0 0
(13) ROBERT E FRONCZAK	(i) (ii)	169,747 0	291,160 0	1,546 0	36,233 0	19,987 0	518,673 0	0 0
(14) WILLIAM C THOMPSON	(i) (ii)	198,165 0	29,867 0	22,223 0	27,040 0	27,970 0	305,265 0	0 0

Part IIISupplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 1A	TRAVEL FOR COMPANIONS EDWARD HAMBERGER - \$341 - NON-TAXABLE LOUIS P WARCHOT - \$184 - NON-TAXABLE JEFFREY D MARSH - \$787 - NON-TAXABLE GROSS-UP PAYMENTS HUBERT O'BANNON - \$69,092 (AMOUNT WAS INCLUDED IN SERP PAYMENT) HOUSING ALLOWANCE WILLIAM C THOMPSON - \$11,780 - TAXABLE SOCIAL CLUB DUES EDWARD R HAMBERGER - \$11,230 - NONTAXABLE LOUIS P WARCHOT - \$7,083 - NONTAXABLE ROBERT C VANDERCLUTE - \$75 - NONTAXABLE HUBERT K O'BANNON - \$7,035 - NONTAXABLE JOHN F WETZEL - \$720 - NONTAXABLE ROBERT E FRONCZAK - \$475 - NONTAXABLE
	PART I, LINE 4B	THE FOLLOWING INDIVIDUALS PARTICIPATE IN SERP EDWARD R HAMBERGER \$259,084 LOUIS P WARCHOT \$258,704 JOHN F WETZEL \$57,582 JANET L BARTELMAY \$36,434 MICHAEL RUSH \$44,771 FOLLOWING INDIVIDUALS RECEIVED PAYMENTS MADE IN 2011 UNDER AAR'S LONG TERM INCENTIVE PLAN JANET L BARTELMAY - \$297,123 LOUIS P WARCHOT - \$1,450,240 JOHN T GRAY - \$55,000 JOHN F WETZEL - \$115,072 MICHAEL J RUSH - \$577,772 ROBERT E FRONCZAK - \$265,875 FRANKLIN N HARDESTY - \$96,991 LONG TERM INCENTIVE PLAN PAYMENTS ARE SHOWN IN SCHEDULE J, PART II, COLUMN (B)(II) THE FOLLOWING INDIVIDUALS RECEIVED PAYMENTS FROM SERP FRANKLIN HARDESTY - \$247,864 HUBERT O'BANNON - \$1,674,518 SERP PAYMENTS ARE SHOWN IN SCHEDULE J, PART II, COLUMN B(III)
SUPPLEMENTAL INFORMATION	PART III	SCHEDULE J, PART II, DEFERRED COMPENSATION. COMPENSATION FOR CERTAIN PERSONS INCLUDES PAYMENTS MADE IN 2011 UNDER AAR'S LONG TERM INCENTIVE COMPENSATION PLAN (DEFERRED COMPENSATION). ADDITIONAL INFORMATION IS LOCATED IN SCHEDULE O.

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ASSOCIATION OF AMERICAN RAILROADS

Employer identification number
53-6000125

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 6	ORGANIZATION'S MEMBERS AAR MEMBERS INCLUDE THE MAJOR FREIGHT RAILROADS OF THE UNITED STATES, CANADA AND MEXICO, AS WELL AS SMALLER RAILROADS THAT PROVIDE FREIGHT OR PASSENGER SERVICES TO TOWNS AND CITIES THROUGHOUT THE U S IN ADDITION, AMTRAK IS A FULL MEMBER OF AAR AAR HAS THREE CLASSES OF MEMBERSHIP, (1) FULL MEMBERSHIP IS AVAILABLE TO U S RAILROADS, (2) SPECIAL MEMBERSHIP IS A AVAILABLE TO CANADIAN AND MEXICAN RAILROADS, AND (3) ASSOCIATE MEMBERSHIP IS AVAILABLE TO NON-CLASS 1 RAILROADS AND RAILROAD SUPPLIERS AAR'S FULL MEMBERS HAVE VOTING RIGHTS AS PRESCRIBED IN THE AAR BY -LAWS
	FORM 990, PART VI, SECTION A, LINE 7B	AAR CORPORATE DOCUMENTS ALLOW FOR DECISIONS OF THE BOARD TO BE APPROVED BY MEMBERS TO THE EXTENT PROVIDED BY LAW ALL MATTERS ARE SUBJECT TO MEMBERSHIP APPROVAL IN ACCORDANCE WITH STATE LAW
	FORM 990, PART VI, SECTION B, LINE 11	THE FORM 990 IS REVIEWED IN DETAIL BY THE ORGANIZATION'S CFO, PRESIDENT AND GENERAL COUNSEL PRIOR TO FILING A COPY OF THE 2011 FORM 990 WAS MADE AVAILABLE TO EACH MEMBER OF THE ORGANIZATION'S GOVERNING BODY FOR REVIEW PRIOR TO FILING WITH THE IRS
	FORM 990, PART VI, SECTION B, LINE 12C	AN ANNUAL WRITTEN CONFIRMATION OF COMPLIANCE WITH THE ORGANIZATION'S CONFLICT OF INTEREST POLICIES IS REQUIRED FROM ALL AAR BOARD MEMBERS, EMPLOYEES AND DIRECTORS THE ANNUAL CONFLICT OF INTEREST DISCLOSURES OF EMPLOYEES ARE REVIEWED BY THE DIRECTOR OF HUMAN RESOURCES OR GENERAL COUNSEL THE DISCLOSURES OF THE OFFICERS, PRESIDENT, AND CEO ARE REPORTED TO THE GENERAL COUNSEL DISCLOSURES OF THE GENERAL COUNSEL ARE REPORTED TO THE CEO IN THE EVENT OF AN ACTUAL OR POTENTIAL CONFLICT, AAR WOULD INVESTIGATE AND TAKE APPROPRIATE ACTION TO AVOID THE ACTUAL OR POTENTIAL CONFLICT SUCH ACTION WOULD INCLUDE THAT THE CONFLICTED PERSON DOES NOT PARTICIPATE IN THE REVIEW, RESOLUTION PROCESS, OR ANY DELIBERATION/DECISION MAKING RELATED TO THE MATTER FOLLOW UP ACTIONS ARE TAKEN AS NEEDED BY AAR GENERAL COUNSEL
	FORM 990, PART VI, SECTION B, LINE 15	COMPARABILITY DATA IS PREPARED BY AN INDEPENDENT COMPENSATION CONSULTANT FOR EXECUTIVE (CEO AND VICE PRESIDENTS) COMPENSATION THAT INFORMATION IS PROVIDED ANNUALLY TO THE ORGANIZATION'S GOVERNANCE COMMITTEE AS PART OF ITS ANNUAL BUDGET DELIBERATIONS EXECUTIVE SALARIES ARE REVIEWED AND ANY MERIT ADJUSTMENTS FOR THAT FISCAL YEAR ARE DETERMINED AS PART OF THE ANNUAL BUDGETARY PROCESS CONTEMPORANEOUS MINUTES OF GOVERNANCE COMMITTEE MEETINGS ARE MAINTAINED
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY , AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC TO THE EXTENT REQUIRED BY LAW
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -1,788,362 UNRECOGNIZED CHANGE, DEFINED BENEFIT PLAN OBLIGATIONS -10,091,647 TOTAL TO FORM 990, PART XI, LINE 5 -11,880,009

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
ASSOCIATION OF AMERICAN RAILROADS

Employer identification number
53-6000125

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) RAILROAD RESEARCH FOUNDATION 425 THIRD ST SW SUITE 910 WASHINGTON, DC 20024 52-2344655	RESEARCH	DE	501(C)(3)	LINE 7	ASSOCIATION OF AMERICAN RAILROADS		No
(2) RAILPAC 425 THIRD ST SW SUITE 1000 WASHINGTON, DC 20024 00-0280743	POLITICAL ACTIVITIES	DC	527		ASSOCIATION OF AMERICAN RAILROADS		No
(3) AAR-NRLC GROUP INSURANCE TRUST 425 THIRD ST SW SUITE 1000 WASHINGTON, DC 20024 52-1161363	PROVIDES RETIREE LIFE INSURANCE TO PLAN PARTICIPANTS	DC	501(C)(9)		ASSOCIATION OF AMERICAN RAILROADS		No

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproporionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) TRANSPORTATION TECHNOLOGY CENTER INC 55500 DOT ROAD PUEBLO, CO 81001 84-1440384	RAILROAD SVCS	DE	ASSOCIATION OF AMERICAN RAILROADS	C	26,477,059	27,491,199	100 000 %
(2) RAILINC CORPORATION 7001 WESTON PARKWAY SUITE 200 CARY, NC 27513 52-2131600	IT & SVCS	DE	ASSOCIATION OF AMERICAN RAILROADS	C	48,004,987	27,345,869	100 000 %

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

Lease of facilities, equipment, or other assets to related organization(s)

j

Lease of facilities, equipment, or other assets from related organization(s)

k

Performance of services or membership or fundraising solicitations for related organization(s)

l

Performance of services or membership or fundraising solicitations by related organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

Other transfer of cash or property to related organization(s)

r

Other transfer of cash or property from related organization(s)

Yes

No

1a

Yes

1b

Yes

1c

No

1d

Yes

1e

Yes

1f

No

1g

No

1h

No

1i

Yes

1j

No

1k

Yes

1l

Yes

1m

Yes

1n

Yes

1o

No

1p

Yes

1q

No

1r

No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) See Additional Data Table			
(2)			
(3)			
(4)			
(5)			
(6)			

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII

Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
	FORM 990, PART V	THE TRANSACTIONS WITH RAILROAD RESEARCH FOUNDATION CORRESPONDING WITH LINES 1M AND 1N ARE MINIMAL IN AMOUNT THE TRANSACTION CORRESPONDING WITH LINES 1D AND 1E INVOLVES AN UNSECURED LINE OF CREDIT WHICH WAS CO-SIGNED BY ORGANIZATIONS RELATED TO THE ASSOCIATION OF AMERICAN RAILROADS DURING 2007, IN CONNECTION WITH AAR'S RENEWAL OF AN UNSECURED LINE OF CREDIT WITH SUNTRUST BANK, THE ASSOCIATION ENTERED INTO AN UNSECURED LINE OF CREDIT AS A CO-BORROWER WITH TTCI AND RAILINC (AS WHOLLY OWNED SUBSIDIARIES OF AAR), AND WITH RRF (AS AN AFFILIATED ORGANIZATION)IN THE AMOUNT OF \$4 MILLION THAT EXPIRED JULY 31, 2008 AND WAS SUBSEQUENTLY RENEWED ANNUALLY THROUGH JULY 31, 2012 UNDER THE LINE OF CREDIT FACILITY, SUNTRUST BANK WILL ALLOW ADVANCES AT ANY TIME PROVIDED NO SIGNIFICANT DETERIORATION IN THE FINANCIAL CONDITION OF THE CO-BORROWERS HAS OCCURED AS OF DECEMBER 31, 2011 NO AMOUNTS HAD BEEN WITHDRAWN ON THE LINE OF CREDIT

Software ID:

Software Version:

EIN: 53-6000125

Name: ASSOCIATION OF AMERICAN RAILROADS

Form 990, Schedule R, Part V - Transactions With Related Organizations

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount Involved (\$)	(d) Method of determining amount involved
(1) RAILINC CORPORATION	A	155,373	COST
(2) RAILINC CORPORATION	K	1,171,679	COST
(3) RAILINC CORPORATION	L	43,228	COST
(4) RAILINC CORPORATION	P	266,894	COST
(5) RAILROAD RESEARCH FOUNDATION	B	68,512	COST
(6) RAILROAD RESEARCH FOUNDATION	I	12,796	COST
(7) RAILROAD RESEARCH FOUNDATION	K	212,221	COST
(8) RAILROAD RESEARCH FOUNDATION	P	113,905	COST
(9) TRANSPORTATION TECHNOLOGY CENTER INC	I	5,428	COST
(10) TRANSPORTATION TECHNOLOGY CENTER INC	K	794,662	COST
(11) TRANSPORTATION TECHNOLOGY CENTER INC	L	13,473,230	COST
(12) TRANSPORTATION TECHNOLOGY CENTER INC	P	1,015,375	COST