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2014

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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 private foundations)

- Do not enter social security numbers on this form as it may be made public
- Information about Form 990 and its instructions is at www.irs.gov/form990

A For the 2014 calendar year, or tax year beginning 01-01-2014, and ending 12-31-2014

B Check if applicable	C Name of organization ASSOCIATION OF AMERICAN RAILROADS		D Employer identification number 53-6000125
<input type="checkbox"/> Address change			
<input type="checkbox"/> Name change	Doing business as		E Telephone number (202) 639-2114
<input type="checkbox"/> Initial return			
<input type="checkbox"/> Final return/terminated	Number and street (or P.O. box if mail is not delivered to street address) 425 THIRD STREET SW NO 1000	Room/suite	
<input checked="" type="checkbox"/> Amended return	City or town, state or province, country, and ZIP or foreign postal code WASHINGTON, DC 20024		G Gross receipts \$ 65,230,143
<input type="checkbox"/> Application pending	F Name and address of principal officer EDWARD R HAMBERGER 425 THIRD STREET SW NO 1000 WASHINGTON, DC 20024		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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

1 Briefly describe the organization's mission or most significant activities
TO PROMOTE THE COMMON INTERESTS OF RAILROADS

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)	3	11
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	10
5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	82
6 Total number of volunteers (estimate if necessary)	6	0
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	349,520
b Net unrelated business taxable income from Form 990-T, line 34	7b	37,108

		Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	0	0	
9 Program service revenue (Part VIII, line 2g)	54,038,985	59,461,707	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	111,210	106,643	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,362,615	3,475,811	
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	57,512,810	63,044,161	

		Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	0	0	
9 Program service revenue (Part VIII, line 2g)	54,038,985	59,461,707	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	111,210	106,643	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,362,615	3,475,811	
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	57,512,810	63,044,161	
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,684,100	3,521,292	
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	19,552,092	19,110,364	
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0	
b Total fundraising expenses (Part IX, column (D), line 25) ►0			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	34,465,361	38,914,682	
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	56,701,553	61,546,338	
19 Revenue less expenses Subtract line 18 from line 12	811,257	1,497,823	

		Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	24,191,920	28,768,081	
21 Total liabilities (Part X, line 26)	33,731,054	44,918,348	
22 Net assets or fund balances Subtract line 21 from line 20	-9,539,134	-16,150,267	

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	*****	2015-11-23
	Signature of officer	Date
JEFFREY D MARSH SR VP, FINANCE & CFO		
Type or print name and title		

Paid Preparer Use Only	Print/Type preparer's name WILLIAM E TURCO CPA	Preparer's signature WILLIAM E TURCO CPA	Date	Check <input type="checkbox"/> if self-employed	PTIN P00369217
	Firm's name ► RSM US LLP	Firm's EIN ► 42-0714325			
	Firm's address ► 9737 WASHINGTONIAN BLVD 400 GAITHERSBURG, MD 208787340	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 (2014)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III **1** Briefly describe the organization's mission

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

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 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. 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 DIGITAL MEDIA 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

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

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? If "Yes," complete Schedule C, Part II

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? If "Yes," complete Schedule C, Part III

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? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

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? If "Yes," complete Schedule D, Part VI

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? If "Yes," complete Schedule D, Part VII

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? If "Yes," complete Schedule D, Part VIII

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? If "Yes," complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

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)? If "Yes," complete Schedule D, Part XI

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

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? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV

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? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1		No
2		No
3		No
4		
5	Yes	
6		No
7		No
8		No
9	Yes	
10		No
11a	Yes	
11b	Yes	
11c		No
11d	Yes	
11e	Yes	
11f	Yes	
12a		No
12b	Yes	
13		No
14a		No
14b	Yes	
15		No
16		No
17		No
18		No
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	<input checked="" type="checkbox"/>	21	Yes	
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	<input checked="" type="checkbox"/>	22	No	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	<input checked="" type="checkbox"/>	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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		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), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part I		25b		
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If "Yes," complete Schedule L, Part II	<input checked="" type="checkbox"/>	26	No	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	<input checked="" type="checkbox"/>	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? If "Yes," complete Schedule L, Part IV	<input checked="" type="checkbox"/>	28a	No	
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	<input checked="" type="checkbox"/>	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 direct or indirect owner? If "Yes," complete Schedule L, Part IV	<input checked="" type="checkbox"/>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		29	No	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		30	No	
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		31	No	
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		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? If "Yes," complete Schedule R, Part I	<input checked="" type="checkbox"/>	33	No	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	<input checked="" type="checkbox"/>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		35a	Yes	
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	<input checked="" type="checkbox"/>	35b	No	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		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? If "Yes," complete Schedule R, Part VI	<input checked="" type="checkbox"/>	37	No	
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b 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 or note to any line in this Part V

		Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . . .	1a	67	
1b 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, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return . . .	2a	82	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note.</i> 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" to line 3b, 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, securities account, or other financial account)? . . .	4a	No	
b If "Yes," enter the name of the foreign country ► See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)			
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 as charitable contributions? . . .	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).	7a		
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? . . .	7b		
b If "Yes," did the organization notify the donor of the value of the goods or services provided? . . .	7c		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . .	7d		
d If "Yes," indicate the number of Forms 8282 filed during the year . . .			
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. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? . . .	8		
9a Did the sponsoring organization make any taxable distributions under section 4966? . . .	9a		
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? . . .	9b		
10 Section 501(c)(7) organizations. Enter	10a		
a Initiation fees and capital contributions included on Part VIII, line 12 . . .	10b		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter	11a		
a Gross income from members or shareholders . . .	11b		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . .			
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.	13a		
a Is the organization licensed to issue qualified health plans in more than one state? <i>Note.</i> See the instructions for additional information the organization must report on Schedule O	13b		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . .	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 or note to any line 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	1a	11	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
1b Enter the number of voting members included in line 1a, above, who are independent	1b	10	
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?	2	Yes	
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?	3	No	
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No	
6 Did the organization have members or stockholders?	6	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?	7a	No	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	Yes	
a The governing body?	8b	Yes	
b Each committee with authority to act on behalf of the governing body?	9	No	
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			

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?	10a	No	
b 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?	10b		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13 Did the organization have a written whistleblower policy?	13	Yes	
14 Did the organization have a written document retention and destruction policy?	14	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	Yes	
a The organization's CEO, Executive Director, or top management official	15b	Yes	
b Other officers or key employees of the organization			
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?	16a	No	
b 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?	16b		

Section C. Disclosure

- 17** List the States with which a copy of this Form 990 is required to be filed DC
- 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 Other (explain in Schedule O)
- 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 during the tax year
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records
 JEFFREY MARSH SVP FINANCE ADMIN & CFO

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

 Check if Schedule O contains a response or note to any line 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. 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 organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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	Former			
(1) KEITH CREEL DIRECTOR	1 00	X						0	0	0
(2) JOHN C HELLMAN DIRECTOR	1 00	X						0	0	0
(3) CARL ICE DIRECTOR	1 00	X						0	0	0
(4) JACK KORALESKI DIRECTOR	1 00	X						0	0	0
(5) DENNIS MILLER DIRECTOR	1 00	X						0	0	0
(6) CLAUDE MONGEAU DIRECTOR	1 00	X						0	0	0
(7) CHARLES W WICK MOORMAN DIRECTOR	1 00	X						0	0	0
(8) LARRY PARSONS DIRECTOR	1 00	X						0	0	0
(9) MATTHEW K ROSE DIRECTOR	1 00	X						0	0	0
(10) DAVID L STARLING DIRECTOR	1 00	X						0	0	0
(11) MICHAEL J WARD DIRECTOR	1 00	X						0	0	0
(12) EDWARD R HAMBERGER CEO & PRESIDENT	39 00 1 00	X	X					1,827,490	0	883,748
(13) JOHN T GRAY SR VP, POLICY & ECONOMIC	39 00 1 00		X					556,476	0	52,383
(14) IAN JEFFRIES SR VP, GOVT AFFAIRS	40 00		X					430,664	0	39,693

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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
		Or director	Individual trustee	Institutional trustee	Office	Key employee	Highest compensated employee			
(15) JEFFREY D MARSH	36.00			X				460,013	0	165,712
SR VP, FINANCE & CFO	4.00									
(16) PATRICIA M REILLY	39.00			X				501,462	0	242,720
SR VP, COMMUNICATIONS	1.00									
(17) ROBERT C VANDERCLUTE	36.00			X				449,617	0	50,878
SR VP, SAFETY & OPERATIONS	4.00									
(18) LOUIS P WARCHOT	39.00			X				570,692	0	64,848
SR VP, GENERAL COUNSEL	1.00									
(19) JOHN F WETZEL	40.00			X				330,363	0	101,085
VP, GOVERNMENT AFFAIRS										
(20) JANET L BARTELMEY	39.00			X				673,818	0	103,916
CORPORATE SECRETARY	1.00									
(21) MICHAEL J RUSH	40.00					X		841,608	0	113,263
ASSOCIATE GENERAL COUNSEL										
(22) WILLIAM C THOMPSON	40.00					X		288,330	0	62,939
PROGRAM MANAGER										
(23) PETER W FRENCH	40.00					X		244,087	0	93,512
AVP, SAFETY										
(24) KELLY FRENCH DONLEY	39.00					X		230,212	0	69,952
AVP, MEMBER SERVICES	1.00									
(25) DANIEL SAPHIRE	40.00					X		228,777	0	75,609
ASSISTANT GENERAL COUNSEL										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								7,633,609	0	2,120,258

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 **►50**

		Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	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? If "Yes," complete Schedule J for such individual	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? If "Yes," complete Schedule J for such person	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 RD PO BOX 11130 PUEBLO, CO 810010130	TESTING & RESEARCH	15,583,144
STEPTOE & JOHNSON LLP 1330 CONNECTICUT AV NW WASHINGTON, DC 20036	LEGAL CONSULTING	1,549,707
CALIFORNIA ENVIRONMENTAL ASSOCIATES 423 WASHINGTON ST 3RD FL SAN FRANCISCO, CA 94111	ENVIRONMENTAL/REGULATORY CONSULTING	1,190,664
SIDELY AUSTIN LLP 1501 K ST NW 3RD FL WASHINGTON, DC 20005	REGULATORY/ECONOMIC CONSULTING	1,081,005
COMPASS LEXECON 230 STATE ST 9TH FL BOSTON, MA 02109	REGULATORY/ECONOMIC CONSULTING	758,294
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 ►40		

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
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	50,350,586	50,350,586		
	b INDUSTRY SUPPORT	900099	4,777,336	4,777,336		
	c USER FEES	900099	3,760,753	3,760,753		
	d PUBLICATIONS	900099	357,013	357,013		
	e MEETINGS & CONFERENCES	812900	206,546		206,546	
	f All other program service revenue		9,473	9,473		
	g Total. Add lines 2a-2f		59,461,707			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		30,974		30,974	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties		187,634		187,634	
	6a Gross rents	(I) Real	(II) Personal			
	b Less rental expenses	69,219				
	c Rental income or (loss)	0				
	d Net rental income or (loss)	69,219			69,219	
	7a Gross amount from sales of assets other than inventory	(I) Securities	(II) Other			
b Less cost or other basis and sales expenses	1,752,341	509,310				
c Gain or (loss)	1,624,733	561,249				
d Net gain or (loss)	127,608	-51,939				
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	2,681,040	2,590,410	90,630		
b OTHER REVENUE	900099	260,580			260,580	
c ERIP/RET COST REIM	900099	224,994	224,994			
d All other revenue		52,344		52,344		
e Total. Add lines 11a-11d		3,218,958				
12 Total revenue. See Instructions		63,044,161	62,070,565	349,520	624,076	

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)

Check if Schedule O contains a response or note to any line 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 domestic organizations and domestic governments See Part IV, line 21	3,521,292			
2 Grants and other assistance to domestic individuals See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	7,578,632			
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	8,657,720			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	339,423			
9 Other employee benefits	1,115,554			
10 Payroll taxes	1,419,035			
11 Fees for services (non-employees)				
a Management				
b Legal	2,269,223			
c Accounting	102,484			
d Lobbying	1,410,629			
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	9,994,580			
12 Advertising and promotion	4,660,508			
13 Office expenses	845,867			
14 Information technology	142,258			
15 Royalties				
16 Occupancy	1,725,129			
17 Travel	1,102,894			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	504			
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	448,614			
23 Insurance	218,879			
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a INCOME TAX & DEFERRED T	27,732			
b INTERCOMPANY EXPENSES	15,620,057			
c OTHER EXPENSES	385,290			
d PROPERTY TAXES	2,095			
e All other expenses	-42,061			
25 Total functional expenses. Add lines 1 through 24e	61,546,338			
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	4,692,247	1 12,140,227
	2 Savings and temporary cash investments	2	
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	4,011,763	4 1,621,414
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) 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	312,708	9 370,227
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 26,632,759	
	b Less accumulated depreciation	10b 23,535,246	10c 3,097,513
	11 Investments—publicly traded securities	1,028,129	11 1,024,476
	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	2,311,963	15 1,543,325
	16 Total assets. Add lines 1 through 15 (must equal line 34)	24,191,920	16 28,768,081
Liabilities	17 Accounts payable and accrued expenses	6,570,804	17 12,208,064
	18 Grants payable	18	
	19 Deferred revenue	1,100,700	19 1,501,274
	20 Tax-exempt bond liabilities	20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D	642,783	21 669,360
	22 Loans and other 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	25	30,539,650
	26 Total liabilities. Add lines 17 through 25	33,731,054	26 44,918,348
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	-9,539,134	27 -16,150,267
	28 Temporarily restricted net assets	28	
	29 Permanently restricted net assets	29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> 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	-9,539,134	33 -16,150,267
	34 Total liabilities and net assets/fund balances	24,191,920	34 28,768,081

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	63,044,161
2	Total expenses (must equal Part IX, column (A), line 25)	2	61,546,338
3	Revenue less expenses Subtract line 2 from line 1	3	1,497,823
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-9,539,134
5	Net unrealized gains (losses) on investments	5	-105,170
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-8,003,786
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-16,150,267

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c If "Yes," to line 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	2c	Yes
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? 3b 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	3a	No
	3b	

SCHEDULE C

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

► **Information about Schedule C (Form 990 or 990-EZ) and its instructions is available at www.irs.gov/form990.**

2014

**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) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

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

Name of the organization

NAME OF THE ORGANIZATION
ASSOCIATION OF AMERICAN RAILROADS

Employer identification number

53-6000125

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 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 function 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

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			
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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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 separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2011	(b) 2012	(c) 2013	(d) 2014	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable 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)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(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?					
j Total Add 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 carry over 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) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	50,350,586
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid)	2a	6,496,686
a Current year	2b	-789,033
b Carryover from last year	2c	5,707,653
c Total	3	5,431,748
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	4	275,905
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?	5	
5 Taxable amount of lobbying and political expenditures (see instructions)		

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-B, lines 1 and 2 (see instructions), and Part II-B, line 1. Also, complete this part for any additional information

Return Reference	Explanation

Part IV **Supplemental Information (continued)**

SCHEDULE D
(Form 990)**Supplemental Financial Statements**

OMB No 1545-0047

2014

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service**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 value of contributions to (during year)		
3 Aggregate value of 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 can 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)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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 section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, 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 (ASC 958), 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 XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), 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) Revenue 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 (ASC 958) relating to these items

a Revenue included in Form 990, Part VIII, line 1 ► \$ _____

b Assets included in Form 990, Part X ► \$ _____

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

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

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input type="checkbox"/> Preservation for future generations	

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

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

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

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment

b Permanent endowment

c Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%

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

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

Yes	No
3a(i)	
3a(ii)	
3b	

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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					
b Buildings					
c Leasehold improvements		3,025,086	981,662	2,043,424	
d Equipment		1,040,706	910,997	129,709	
e Other		22,566,967	21,642,587	924,380	
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					3,097,513

Part VII Investments—Other Securities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests	8,970,899	C
Other		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)	8,970,899	

Part VIII Investments—Program Related. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)		

Part IX Other Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) CUSTODIAL FUNDS	669,360
(2) DEFERRED TAX ASSET	45,457
(3) INVESTMENTS RELATED TO SUPP EMPLOYEE BENEFIT PLANS	712,321
(4) OTHER POSTEMPLOYMENT BENEFITS	116,187
Total. (Column (b) must equal Form 990, Part X, col.(B) line 15.)	1,543,325

Part X Other Liabilities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	
CURRENT PORTION-OPEB LIABILITY	121,000
ACCRUED PENSION COST	20,727,638
SERP OBLIGATION	3,545,081
DEFERRED RENT PAYABLES	3,840,403
DUE TO SUBSIDIARIES	2,305,528
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	30,539,650

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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 (losses) on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	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 XIII)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

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 XIII)	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 XIII)	4b	
c	Add lines 4a and 4b		4c
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5

Part XIII Supplemental Information

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, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Explanation
PART IV, LINE 2B	CUSTODIAL FUNDS ARE CARRIED AS AN ASSET AND OFFSETTING LIABILITY IN THE
PART IV, LINE 2B	ASSOCIATION'S BALANCE SHEET. THE ASSOCIATION ACTS AS CUSTODIAN AND AGENT ON
PART IV, LINE 2B	BEHALF OF CERTAIN RAILROAD INDUSTRY RELATED ORGANIZATIONS FOR WHICH THE
PART IV, LINE 2B	ASSOCIATION PROVIDES BOOKKEEPING SERVICES
PART X, LINE 2	AAR IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(6) OF THE IRC
PART X, LINE 2	HOWEVER, AAR IS SUBJECT TO FEDERAL INCOME TAXES FOR ACTIVITIES THAT ARE
PART X, LINE 2	UNRELATED TO ITS TAX-EXEMPT FUNCTION. RRF IS INCORPORATED UNDER IRC SECTION
PART X, LINE 2	501(C)(3) AS A TAX-EXEMPT ORGANIZATION AND IS FURTHER CLASSIFIED AS A PUBLIC
PART X, LINE 2	CHARITY UNDER SECTION 509(A)(1) OF THE IRC, HOWEVER, RRF IS SUBJECT TO FEDERAL
PART X, LINE 2	INCOME TAXES FOR ACTIVITIES THAT ARE UNRELATED TO ITS TAX-EXEMPT FUNCTION
PART X, LINE 2	AAR AND RRF, AS TAX EXEMPT ORGANIZATIONS, FILE SEPARATE INFORMATION RETURNS,
PART X, LINE 2	FORM 990-RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX, AND TO THE EXTENT OF
PART X, LINE 2	ANY UNRELATED ACTIVITIES TO THEIR TAX-EXEMPT FUNCTION, FILE FORM 990-T-RETURN
PART X, LINE 2	OF ORGANIZATION BUSINESS INCOME TAX RETURN. TTCI AND RAILINC FILE SEPARATE
PART X, LINE 2	FEDERAL AND STATE INCOME TAX RETURNS ACCORDINGLY, AMOUNTS REPORTED IN THE
PART X, LINE 2	ACCOMPANYING CONSOLIDATED FINANCIAL STATEMENTS REPRESENT THE COMBINED
PART X, LINE 2	INCOME TAX ACCOUNTS OF AAR, TTCI, RAILINC, AND RRF. DEFERRED TAX ASSETS AND
PART X, LINE 2	LIABILITIES ARE RECOGNIZED FOR THE FUTURE TAX CONSEQUENCES ATTRIBUTABLE TO
PART X, LINE 2	DIFFERENCES BETWEEN THE FINANCIAL STATEMENT CARRYING AMOUNTS OF EXISTING
PART X, LINE 2	ASSETS AND LIABILITIES AND THEIR RESPECTIVE TAX BASES AND OPERATING LOSS AND
PART X, LINE 2	TAX CREDIT CARRYFORWARDS. DEFERRED TAX ASSETS AND LIABILITIES ARE MEASURED
PART X, LINE 2	USING ENACTED TAX RATES EXPECTED TO APPLY TO TAXABLE INCOME IN THE YEARS IN
PART X, LINE 2	WHICH THOSE TEMPORARY DIFFERENCES ARE EXPECTED TO REVERSE. IF APPROPRIATE,
PART X, LINE 2	DEFERRED TAX ASSETS ARE REDUCED BY A VALUATION ALLOWANCE, WHICH REFLECTS
PART X, LINE 2	EXPECTATIONS OF THE EXTENT TO WHICH SUCH ASSETS WILL BE REALIZED. THE
PART X, LINE 2	ASSOCIATION FOLLOWS THE CODIFICATION TOPIC, INCOME TAXES, WHICH ADDRESSES
PART X, LINE 2	THE DETERMINATION OF WHETHER TAX BENEFITS CLAIMED OR EXPECTED TO BE CLAIMED
PART X, LINE 2	ON A TAX RETURN SHOULD BE RECORDED IN THE CONSOLIDATED FINANCIAL STATEMENTS
PART X, LINE 2	UNDER THIS GUIDANCE, THE ASSOCIATION MAY RECOGNIZE THE TAX BENEFIT FROM AN
PART X, LINE 2	UNCERTAIN TAX POSITION ONLY IF IT IS MORE LIKELY THAN NOT THAT THE TAX POSITION
PART X, LINE 2	WILL BE SUSTAINED ON EXAMINATION BY TAXING AUTHORITIES, BASED ON THE
PART X, LINE 2	TECHNICAL MERITS OF THE POSITION. THE TAX BENEFITS RECOGNIZED IN THE
PART X, LINE 2	CONSOLIDATED FINANCIAL STATEMENTS FROM SUCH A POSITION ARE MEASURED BASED
PART X, LINE 2	ON THE LARGEST BENEFIT THAT HAS A GREATER THAN 50% LIKELIHOOD OF BEING
PART X, LINE 2	REALIZED UPON ULTIMATE SETTLEMENT. THE GUIDANCE ON ACCOUNTING FOR
PART X, LINE 2	UNCERTAINTY IN INCOME TAXES ALSO ADDRESSES DE-RECOGNITION, CLASSIFICATION,
PART X, LINE 2	INTEREST AND PENALTIES ON INCOME TAXES, AND ACCOUNTING IN INTERIM PERIODS.
PART X, LINE 2	MANAGEMENT EVALUATED THE ASSOCIATION'S PRECONSOLIDATED TAX POSITIONS AND
PART X, LINE 2	CONCLUDED THAT THE ASSOCIATION HAS TAKEN NO UNCERTAIN TAX POSITIONS THAT
PART X, LINE 2	REQUIRE ADJUSTMENT TO THE CONSOLIDATED FINANCIAL STATEMENTS TO COMPLY WITH
PART X, LINE 2	THE PROVISIONS OF THIS GUIDANCE. GENERALLY, THE ASSOCIATION IS NO LONGER
PART X, LINE 2	SUBJECT TO INCOME TAX EXAMINATIONS BY THE U.S. FEDERAL, STATE, OR LOCAL TAX
PART X, LINE 2	AUTHORITIES FOR YEARS BEFORE 2011.

Part XIII Supplemental Information (continued)

Return Reference	Explanation

SCHEDULE F
(Form 990)

Statement of Activities Outside the United States

OMB No 1545-0047

2014

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
► Attach to Form 990.

► Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

ASSOCIATION OF AMERICAN RAILROADS

Employer identification number

53-6000125

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) NORTH AMERICA	0	0	PROGRAM SERVICES	TRAVEL & ENTERTAINMENT, REGISTRATION FEES AND PERSONNEL COSTS	138,348
(2) EUROPE (INCLUDING ICELAND & GREENLAND)	0	0	PROGRAM SERVICES	TRAVEL & ENTERTAINMENT AND PERSONNEL COSTS	10,448
(3) EAST ASIA AND THE PACIFIC	0	0	PROGRAM SERVICES	TRAVEL & ENTERTAINMENT AND PERSONNEL COSTS	6,235
(4)					
(5)					
3a Sub-total	0	0			155,031
b Total from continuation sheets to Part I	0	0			0
c Totals (add lines 3a and 3b)	0	0			155,031

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

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 . . . ►

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

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, Return by a U.S. Transferor of Property to a Foreign Corporation (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, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; do not file with Form 990)* 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, Information 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; do not file with Form 990)* Yes No

Additional Data

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

Part V

Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

Schedule I
(Form 990)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.

► Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

2014

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

Name of the organization

ASSOCIATION OF AMERICAN RAILROADS

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 Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

(a) Name and address of organization or government	(b) EIN	(c) IRC 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 11

3 Enter total number of other organizations listed in the line 1 table 9

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
 Part III can be duplicated 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. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
PART I, LINE 2	AAR AWARDS ASSISTANCE TO ORGANIZATIONS RECOGNIZED AS TAX-EXEMPT UNDER IRC SECTION 501(C) OR AS A COLLEGE OR UNIVERSITY

Additional Data**Software ID:****Software Version:****EIN:** 53-6000125**Name:** ASSOCIATION OF AMERICAN RAILROADS**Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.**

(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
ALSRRA 50 F STREET NW SUITE 7020 WASHINGTON, DC 20001	53-6000080	501(C)(6)	10,000				EVENT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
ALZHEIMER'S ASSOCIATION NCAC 3701 PENDER DRIVE SUITE 400 FAIRFAX, VA 22030	52-1196162	501(C)(3)	10,000				EVENT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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 ACTION NETWORK 1747 PENNSYLVANIA AVENUE NW 5TH FLOOR WASHINGTON, DC 20006	27-0730508	501(C)(4)	100,000				PROGRAM SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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 FOREST & PAPER ASSOCIATION 1101 K STREET NW NO 700 WASHINGTON, DC 20005	52-1802251	501(C)(6)	7,500				PROGRAM SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
BECAUSE OF ELIZABETH FOUNDATION PO BOX 214 MCLEAN, VA 22101	30-0220742	501(C)(3)	8,104				PROGRAM SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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 LLC 901 N PITT STREET SUITE 310 ALEXANDRIA, VA 22314	94-3229678	501(C)(4)	1,300,000				PROGRAM SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
CONGRESSIONAL HISPANIC CAUCUS INSTITUTE 911 2ND STREET NE WASHINGTON, DC 20002	52-1114225	501(C)(3)	7,500				EVENT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
CONGRESSIONAL INSTITUTE INC 1700 DIAGONAL ROAD SUITE 730 ALEXANDRIA, VA 22314	52-1504189	501(C)(4)	25,000				PROGRAM SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
CBC INSTITUTE 21ST CENTURY COUNCIL 413 NEW JERSEY AVENUE SE WASHINGTON, DC 20003	52-2270607	501(C)(4)	23,500				EVENT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
GORAIL901 N PIT STREET SUITE 315 ALEXANDRIA, VA 22314	35-2226505	501(C)(4)	375,000				PROGRAM SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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 GOURMET GALA 2120 WASHINGTON BLVD SUITE 425 ARLINGTON, VA 222045757	13-1846366	501(C)(3)	7,500				EVENT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
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 Domestic Organizations and Domestic Governments.

(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)	15,000				PROGRAM SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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 FOUNDATION 425 THIRD ST SW WASHINGTON, DC 20024	52-2344655	501(C)(3)	125,000				PROGRAM SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
REPUBLICAN MAIN STREET PARTNERSHIP 325 7TH STREET NW STE 610 WASHINGTON, DC 20004	59-1828852	501(C)(4)	10,000				PROGRAM SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
SOME INC (SO OTHERS MIGHT EAT)5910 GLOSTER ROAD BETHESDA, MD 20816	23-7098123	501(C)(3)	8,157				EVENT SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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 PROJECT 750 FIRST ST NE SUITE 1130 WASHINGTON, DC 20002	52-1864166	501(C)(3)	75,000				PROGRAM SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
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 Domestic Organizations and Domestic Governments.

(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 ILLINOIS 205 N MATHEWS AVE NEWMARK URBANA, IL 61801	37-6006007	501(C)(3)	241,000				PROGRAM SUPPORT

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
US CHAMBER OF COMMERCE 1615 H STREET NW WASHINGTON, DC 20062	53-0045720	501(C)(6)	1,000,000				PROGRAM SUPPORT

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

Department of the Treasury
Internal Revenue ServiceFor certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

► Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

► Attach to Form 990.

► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.**2014****Open to Public
Inspection**Name of the organization
ASSOCIATION OF AMERICAN RAILROADS

Employer identification number

53-6000125

Part I Questions Regarding Compensation**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

<input type="checkbox"/> First-class or charter travel	<input checked="" type="checkbox"/> Housing allowance or residence for personal use
<input checked="" type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input checked="" type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> 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 of the expenses described above? If "No," complete Part III to explain**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> 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?**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?**c** Participate in, or receive payment from, an equity-based compensation arrangement?

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), 501(c)(4), and 501(c)(29) organizations 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**a** The organization?**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?**b** Any related organization?

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**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 Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b	Yes	
2	Yes	
4a		No
4b	Yes	
4c		No
5a		
5b		
6a		
6b		
7		
8		
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is 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, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(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 in column(B) reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II
Also complete this part for any additional information

Return Reference	Explanation
PART I, LINE 1A	TRAVEL FOR COMPANIONS EDWARD R HAMBERGER RECEIVED A NON-TAXABLE SPOUSAL TRAVEL DUE TO ACTIVE PARTICIPATION IN BUSINESS EVENT TAX INDEMNIFICATION AND GROSS-UP PAYMENTS JANET L BARTELMAJ - \$8,136 (AMOUNT INCLUDES SERP PAYMENT AND TAX GROSS-UP) MICHAEL J RUSH - \$20,021 (AMOUNT INCLUDES SERP PAYMENT AND TAX GROSS-UP) HOUSING ALLOWANCE WILLIAM C THOMPSON - \$14,176 - TAXABLE NONTAXABLE SOCIAL CLUB DUES EDWARD R HAMBERGER - \$11,827 LOUIS P WARCHOT - \$8,043 ROBERT C VANDERCLUTE - \$40 IAN JEFFRIES - \$1,322 JOHN F WETZEL - \$720 WILLIAM C THOMPSON - \$516
PART I, LINE 4B	THE FOLLOWING INDIVIDUALS PARTICIPATE IN A SERP EDWARD R HAMBERGER - \$766,681 JEFFREY D MARSH - \$93,810 PATRICIA M REILLY - \$204,222 SCHEDULE J, PART II, DEFERRED COMPENSATION THE FOLLOWING INDIVIDUAL RECEIVED PAYMENT FROM SERP JANET L BARTELMAJ - \$403,112 MICHAEL J RUSH - \$537,058 SERP PAYMENTS ARE SHOWN IN SCHEDULE J, PART II, COLUMN B(III)

Additional Data

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

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

	(A) Name and Title	(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 in column (B) reported as deferred in prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 EDWARD R HAMBERGER, CEO & PRESIDENT	(i) 917,758 (ii) 0	891,156 0	18,576 0	831,631 0	58,195 0	2,717,316 0	0 0	
1 JOHN T GRAY, SR VP, POLICY & ECONOMIC	(i) 323,771 (ii) 0	213,857 0	18,848 0	31,563 0	28,637 0	616,676 0	0 0	
2 IAN JEFFRIES, SR VP, GOVT AFFAIRS	(i) 287,580 (ii) 0	142,500 0	584 0	12,805 0	34,587 0	478,056 0	0 0	
3 JEFFREY D MARSH, SR VP, FINANCE & CFO	(i) 306,652 (ii) 0	150,405 0	2,956 0	142,507 0	31,118 0	633,638 0	0 0	
4 PATRICIA M REILLY, SR VP, COMMUNICATIONS	(i) 334,163 (ii) 0	162,230 0	5,069 0	238,840 0	12,072 0	752,374 0	0 0	
5 ROBERT C VANDERCLUTE, SR VP, SAFETY & OPERATIONS	(i) 295,878 (ii) 0	145,331 0	8,408 0	30,058 0	28,262 0	507,937 0	0 0	
6 LOUIS P WARCHOT, SR VP, GENERAL COUNSEL	(i) 375,377 (ii) 0	184,432 0	10,883 0	36,474 0	44,470 0	651,636 0	0 0	
7 JOHN F WETZEL, VP, GOVERNMENT AFFAIRS	(i) 252,056 (ii) 0	72,470 0	5,837 0	98,145 0	7,730 0	436,238 0	0 0	
8 JANET L BARTELMEY, CORPORATE SECRETARY	(i) 206,715 (ii) 0	61,023 0	406,080 0	92,935 0	18,008 0	784,761 0	0 0	
9 MICHAEL J RUSH, ASSOCIATE GENERAL COUNSEL	(i) 231,699 (ii) 0	67,300 0	542,609 0	109,383 0	7,811 0	958,802 0	0 0	
10 WILLIAM C THOMPSON, PROGRAM MANAGER	(i) 227,270 (ii) 0	34,409 0	26,651 0	41,563 0	24,247 0	354,140 0	0 0	
11 PETER W FRENCH, AVP, SAFETY	(i) 206,701 (ii) 0	31,415 0	5,971 0	72,692 0	23,726 0	340,505 0	0 0	
12 KELLY FRENCH DONLEY, AVP, MEMBER SERVICES	(i) 197,980 (ii) 0	30,373 0	1,859 0	44,078 0	31,003 0	305,293 0	0 0	
13 DANIEL SAPHIRE, ASSISTANT GENERAL COUNSEL	(i) 195,766 (ii) 0	29,348 0	3,663 0	72,279 0	6,600 0	307,656 0	0 0	

Schedule L
(Form 990 or 990-EZ)**Transactions with Interested Persons**

OMB No 1545-0047

2014**Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

► Complete if the organization answered
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.

► Attach to Form 990 or Form 990-EZ.

► Information about Schedule L (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.Name of the organization
ASSOCIATION OF AMERICAN RAILROADS

Employer identification number

53-6000125

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section
4958 ► \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ► \$ _____

Part II**Loans to and/or From Interested Persons.**

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?	(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
						To	From	Yes	No	Yes	No

Total

► \$

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) TRANSPORTATION TECHNOLOGY CENTER INC	EDWARD HAMBERGER-BOARD, JANET BARTELMAJ-OFFICER, LOUIS WARCHOT-OFFICER	17,587,808	PROG SVCS, PERFORMANCE OF SERVICES BY THE INTERESTED ENTITY, EXPENSE REIMBURSEMENT PAID BY THE INTERESTED ENTITY, FACILITIES LEASED BY THE INTERESTED ENTITY, AND PERFORMANCE OF SERVICES FOR THE INTERESTED ENTITY ,LISTTOTAL 15382098		No
(2) RAILINC CORPORATION	EDWARD HAMBERGER-BOARD AND JANET BARTELMAJ-OFFICER	6,010,735	PROG SVCS, PERFORMANCE OF SERVICES FOR THE INTERESTED ENTITY, PAYMENT OF ROYALTIES BY ENTITY, AND EXPENSE REIMBURSEMENT PAID BY THE INTERESTED ENTITY ,LISTTOTAL 2165481		No

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

Return Reference

Explanation

2014

Open to Public
Inspection**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 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.Name of the organization
ASSOCIATION OF AMERICAN RAILROADSEmployer identification number
53-6000125**990 Schedule O, Supplemental Information**

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 2	EDWARD HAMBERGER, JANET BARTEL MAY AND LOUIS WARCHOT - BUSINESS RELATIONSHIP
FORM 990, PART VI, SECTION A, LINE 6	ORGANIZATIONS 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 SERVICE. CES THROUGHOUT NORTH AMERICA 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 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 TO BE APPROVED BY MEMBERS TO THE EXTENT PROVIDED BY LAW. ALL MATTERS ARE SUBJECT TO APPROVAL IN ACCORDANCE WITH STATE/LOCAL 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 2014 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 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, INCLUDING 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 OR THE CEO.
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.
FORM 990, PART IX, LINE 11G	OTHER FEES 5,433,101 ECONOMIC REGULATION 4,561,479
FORM 990, PART IX, LINE 5, 7, 8 & 9, AMENDED RETURN	THE AMENDED RETURN HAS BEEN PREPARED TO ADJUST THE AMOUNTS SHOWN FOR COMPENSATION IN PART IX, LINES 5, 7, 8 AND 9.
FORM 990, PART XI, LINE 9	UNRECOGNIZED CHANGE, DEFINED BENEFIT PLAN OBLIGATIONS -8,003,786

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

2014

Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
 ► Attach to Form 990.
 ► Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

Open to Public
InspectionName of the organization
ASSOCIATION OF AMERICAN RAILROADSEmployer 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 (if applicable) 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 entity?	
						Yes	No
(1) RAILROAD RESEARCH FOUNDATION 425 THIRD ST SW SUITE 910	RESEARCH	DE	501(C)(3)	LINE 7	ASSOCIATION OF AMERICAN RAILROADS	Yes	
WASHINGTON, DC 20024 52-2344655							
(2) RAILPAC 425 THIRD ST SW SUITE 1000	POLITICAL ACTIVITIES	DC	527		ASSOCIATION OF AMERICAN RAILROADS	Yes	
WASHINGTON, DC 20024 00-0280743							
(3) AAR RETIREE LIFE INSURANCE TRUST 425 THIRD ST SW SUITE 1000	PROVIDES RETIREE LIFE INSURANCE TO PLAN PARTICIPANTS	DC	501(C)(9)		ASSOCIATION OF AMERICAN RAILROADS	Yes	
WASHINGTON, DC 20024 52-1161363							

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) Disproportionate 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

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	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) TRANSPORTATION TECHNOLOGY CENTER INC 55500 DOT ROAD PUEBLO, CO 81001 84-1440384	RESEARCH & TESTING	DE	ASSOCIATION OF AMERICAN RAILROADS	C	32,459,814	33,417,527	100 000 %		No
(2) RAILINC CORPORATION 7001 WESTON PARKWAY SUITE 200 CARY, NC 27513 52-2131600	IT & SVCS	DE	ASSOCIATION OF AMERICAN RAILROADS	C	64,701,171	33,291,924	100 000 %		No

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

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

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, or (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** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)
- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)
- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses
- r** Other transfer of cash or property to related organization(s)
- s** 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		No
1j	Yes	
1k		No
1l	Yes	
1m	Yes	
1n	Yes	
1o	Yes	
1p		No
1q	Yes	
1r	Yes	
1s	Yes	

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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
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See Additional Data Table

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

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.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate 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 VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

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, 2013 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, 2012 NO AMOUNTS HAD BEEN WITHDRAWN ON THE LINE OF CREDIT

Additional Data

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 related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
RAILINC CORPORATION	A	155,373	COST
RAILINC CORPORATION	L	1,757,525	COST
RAILINC CORPORATION	Q	330,291	COST
RAILINC CORPORATION	S	3,735,028	COST
RAILROAD RESEARCH FOUNDATION	B	125,000	COST
RAILROAD RESEARCH FOUNDATION	L	123,469	COST
TRANSPORTATION TECHNOLOGY CENTER INC	L	916,378	COST
TRANSPORTATION TECHNOLOGY CENTER INC	M	15,586,964	COST
TRANSPORTATION TECHNOLOGY CENTER INC	Q	1,078,458	COST
RAILPAC	R	60,742	COST