



BUILDING AMERICA®



Class I Railroad Annual Report R-1

to the Surface Transportation Board for the Year Ending Dec. 31, 2012

OEEAA-R1

Union Pacific Railroad ▪ 1400 Douglas, Omaha, NE 68179

NOTICE

1. This report is required for every class I railroad operating within the United States. Three copies of this Annual Report should be completed. Two of the copies must be filed with the Surface Transportation Board, Office of Economics, Environmental Analysis, and Administration, 395 E Street, S.W. Suite 1100, Washington DC 20423, by March 31 of the year following that for which the report is made. One copy should be retained by the carrier.
2. Every inquiry must be definitely answered. Where the word “none” truly and completely states the fact, it should be given as the answer. If any inquiry is inapplicable, the words “not applicable” should be used.
3. Wherever the space provided in the schedules is insufficient to permit a full and complete statement of the requested information, inserts should be prepared and appropriately identified by the number of the schedule.
4. All entries should be made in a permanent black ink or typed. Those of a contrary character must be indicated in parenthesis. Items of an unusual character must be indicated by appropriate symbols and explained in footnotes.
5. Money items, except averages, throughout the annual report form should be shown in thousands of dollars adjusted to accord with footings. Totals for amounts reported in subsidiary accounts included in supporting schedules must be in agreement with related primary accounts. For purposes of rounding, amounts of \$500 but less than \$1,000 should be raised to the nearest thousand dollars, and amounts of less than \$500 should be lowered.
6. Except where the context clearly indicates some other meaning, the following terms when used in this Form have the following meanings:
 - (a) Board means *Surface Transportation Board*.
 - (b) Respondent means *the person or corporation in whose behalf the report is made*.
 - (c) Year means *the year ended December 31 for which the report is being made*.
 - (d) Close of the Year means *the close of business on December 31 for the year in which the report is being made*. If the report is made for a shorter period than one year, it means *the close of the period covered by the report*.
 - (e) Beginning of the Year means *the beginning of business on January 1 of the year for which the report is being made*. If the report is made for a shorter period than one year, it means *the beginning of that period*.
 - (f) Preceding Year means *the year ended December 31 of the year preceding the year for which the report is made*.
 - (g) The Uniform System of Accounts for Railroad Companies means *the system of accounts in Part 1201 of Title 49, Code of Federal Regulations, as amended*.
7. The ICC Termination Act of 1995 abolished the Interstate Commerce Commission and replaced it with the Surface Transportation Board. Any references to the Interstate Commerce Commission or Commission contained in this report refer to the Surface Transportation Board.
8. Any references to the Bureau of Accounts or the Office of Economics contained in this report refer to the Office of Economics, Environmental Analysis, and Administration of the Surface Transportation Board.

For Index, See Back of Form

ANNUAL REPORT

OF

UNION PACIFIC RAILROAD COMPANY

To The

SURFACE TRANSPORTATION BOARD

For The

Year Ended December 31, 2012

Name, official title, telephone number, and office address of officer in charge of correspondence with the Board regarding this report:

(Name) Jeffrey P. Totusek (Title) Chief Accounting Officer and Controller

(Telephone number) (402) 544-6262 (or contact Heidi Brammer at (402) 544-4887)

(Office address) 1400 Douglas Street - Stop 1770, Omaha, Nebraska 68179

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SPECIAL NOTICE

Docket No. 38559, Railroad Classification Index, (ICC served January 20, 1983), modified the reporting requirements for Class II, Class III and Switching and Terminal Companies. These carriers will notify the Board only if the calculation results in a different revenue level than its current classification.

The dark border on the schedules represents data that are captured by the Board.

Supplemental Information about the Annual Report (R-1)

The following information is provided in Compliance with OMB requirements and pursuant to the Paperwork Reduction Act of 1995, 44 U.S.C. §§ 3501-3519 (PRA):

This information collection is mandatory pursuant to 49 U.S.C. § 11145. The estimated hour burden for filing this report is estimated at no more than 800 hours. Information in the Annual Reports is used to monitor and assess railroad industry growth, financial stability, traffic, and operations and to identify industry changes that may affect national transportation policy. In addition, the Board uses data from these reports to more effectively carry out its regulatory responsibilities, such as acting on railroad requests for authority to engage in Board regulated financial transactions (for example, mergers, acquisitions of control, consolidations and abandonments); developing the Uniform Rail Costing System (URCS); conducting rail revenue adequacy proceedings; developing rail cost adjustment factors; and conducting investigations and rulemakings. The information in this report is ordinarily maintained by the agency in hard copy for 10 years, after which it is transferred to the National Archives, where it is maintained as a permanent record. In addition, some of this information is posted on the Board's website, where it may remain indefinitely. All information collected through this report is available to the public. Under the PRA, a federal agency may not conduct or sponsor, and a person is not required to respond to, nor shall a person be subject to a penalty for failure to comply with, a collection of information unless it displays a currently valid OMB control number. Comments and questions about this collection (2140-0009) should be directed to Paperwork Reduction Officer, Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001.

A. SCHEDULES OMITTED BY RESPONDENT

1. The respondent, at its option, may omit pages from this report provided there is nothing to report or the schedules are not applicable.
2. Show below the pages excluded and indicate the schedule number and title in the space provided below.
3. If no schedules were omitted indicate "NONE".

Page	Schedule No.	Title
		<div data-bbox="911 707 1305 795" style="border: 1px solid black; padding: 5px; width: fit-content; margin: auto;">NONE</div>

B. IDENTITY OF RESPONDENT

Answers to the questions asked should be made in full, without reference to data returned on the corresponding page of previous reports. In case any changes of the nature referred to under Inquiry 4 on this page have taken place during the year covered by this report, they should be explained in full detail.

1. Give in full the exact name of the respondent. Use the words "The" and "Company" only when they are parts of the corporate name. Be careful to distinguish between railroad and railway. The corporate name should be given uniformly throughout the report, notably on the cover, on the title page, and in the "Verification." If the report is made by receivers, trustees, a committee of bondholders, or individuals otherwise in possession of the property, state names and facts with precision. If the report is for a consolidated group, pursuant to Special Permission from the Board, indicate such fact on line 1 below and list the consolidated group on page 4.
2. If incorporated under a special charter, give date of passage of the act; if under a general law, give date of filing certificate of organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, also give date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.
3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report - Union Pacific Railroad Company *
2. Date of incorporation - February 20, 1969
3. Under laws of what Government, State, or Territory organized? If more than one, name all. If in bankruptcy, give court of jurisdiction and dates of beginning of receivership or trusteeship and of appointment of receivers or trustees:
Under the General Corporation Law of the State of Delaware. Articles Amended February 24, 1969, June 8, 1987, April 13, 1989, and August 10, 1993, in perpetuity. Name changed from Southern Pacific Transportation Company, February 1, 1998.
4. If the respondent was reorganized during the year, involved in a consolidation or merger, or conducted its business under a different name, give full particulars: NOT APPLICABLE

Stockholders' Reports

5. The respondent is required to send the Office of Economic and Environmental Analysis, immediately upon preparation, two copies of its latest annual report to stockholders.

Check appropriate box:

- Two copies are attached to this report.
- Two copies will be submitted on: (date) March 28, 2013.
- No annual report to stockholders is prepared.

- * This report for Union Pacific Railroad Company includes Union Pacific Railroad Company and all subsidiaries and affiliates (collectively, the Company, Railroad, or UPRR). See page 4 for a listing of included companies.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common - Common Stock and Class A Stock both \$10/ per share; First preferred - None; Second preferred - None; Debenture stock - None.
2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote - Yes
3. Are voting rights proportional to holdings? NO. If yes, state in a footnote the relationship between holdings and corresponding voting rights.
4. Are voting rights attached to any securities other than stock? YES. If so, name in a footnote each security, other than stock to which voting rights are attached (as of the close of the year), and state in detail the relationship between holdings and corresponding voting rights, indicating whether voting rights are actual or contingent, and if contingent, showing the contingency.
5. Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method? NO. If yes, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.
6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing: N/A
7. State the total voting power of all security holders of the respondent at the date of such closing, if within one year of the date of such filing; if not, state as of the close of the year - 4,853 votes, as of 12/31/2012.
8. State the total number of stockholders of record, as of the date shown in answer to Inquiry No. 7. One stockholder.
9. Give the names of the 30 security holders of the respondent who, at the date of the latest closing of the stock book or compilation of the list of stockholders of the respondent (if within one year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each, his or her address, the number of votes he or she would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he or she was entitled, with respect to securities held by him or her, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities (stating in a footnote the names of such other securities, if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreements, give as supplemental information the names and addresses of the 30 largest holders of the voting trust certificates and the amount of their individual holdings. If the stock book was not closed or the list of stockholders compiled within such year, show such 30 security holders at the close of the year.

Line No.	Name of Security Holder	Address of Security Holder	Number of Votes to Which Security Holder Was Entitled	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED			Line No.	
				Stock				
				Common	Preferred			
	(a)	(b)	(c)	(d)	(e)	(f)		
1	Union Pacific Corporation	1400 Douglas Street	Common Stock - 4,465	4,465			1	
2	"	Omaha, Nebraska 68179	Class A Stock - 388	388			2	
3							3	
4							4	
5							5	
6							6	
7							7	
8							8	
9							9	
10							10	
11							11	
12							12	
13							13	
14							14	
15	Notes and Remarks:	Excludes stock owned by Southern Pacific Rail Corporation.						15
16							16	
17		Excludes non-voting FRA Preference Shares listed in Schedule 230 on page 20.						17
18							18	
19							19	
20							20	
21							21	
22							22	
23							23	
24							24	
25							25	
26							26	

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of the respondent - N/A
11. Give the date of such meeting - March 21, 2013
12. Give the place of such meeting - Omaha, Nebraska

NOTES AND REMARKSNotes to Page 2, Item 1 - List of consolidated companies, subsidiaries and affiliates

Alton & Southern Railway	Southern Pacific Rail Corporation
Arkansas & Memphis Railway Bridge and Terminal Company	Southern Pacific Receivables, Inc.
Central California Traction Company	Southern Pacific Warehouse Company
Chicago & Western Indiana Railroad Company	SP Environmental Systems, Inc.
Chicago Heights Terminal Transfer Company	SP Environmental Waste Systems, Inc.
Doniphan, Kensett & Searcy Railway Company	Standard Realty and Development Company
Donland Development Company	St. Joseph & Grand Island Railway Company
Ekanet, Inc.	Stonegate Park, Inc.
Mexican Pacific, LLC	Streamline, LLC
Midwestern Railroad Properties, Inc.	Texas City Terminal Railway Company
Missouri Improvement Company	Transborder Logistics I LLC
Montwood Corporation	Transborder Logistics II LLC
MRT Exploration Company	Transborder Rail Corporation
MT Venture Company	Transportation Service Systems, Inc.
Ogden Union Railway & Depot Company	Union Pacific de Mexico
Pacific Fruit Express Company	Union Pacific Distribution Services Company
Park Spring, Inc.	Union Pacific Fruit Express Company
Portland Terminal Railroad Company	Union Pacific Railroad Company
Rio Grande Holding, Inc.	Union Pacific Receivables, Inc.
Rio Grande Land Company	Union Pacific Venture Leasing, Inc.
ShipCarsNow, Inc.	Union Pacific Container Logistics Company
Soluciones Logísticas Transfronterizas Mexicanas, S. de R.L. de C.V.	UP International Advisors, Inc.
Southern Illinois and Missouri Bridge Company	UPCA, LLC
Southern Pacific Asset Management Company	UPDS de Mexico
Southern Pacific Fleet Acquisition Company	Wisconsin Town Lot Company
Southern Pacific International, Inc.	WHL Dallas 45 Advisors, LLC
Southern Pacific Land Corporation	WHL Dallas 45, LLC
Southern Pacific Motor Trucking Company	

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS

(Dollars in Thousands)

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at begin- ning of year (c)	Line No.
CURRENT ASSETS						
1		701	Cash	273,971	293,985	1
2		702	Temporary Cash Investments	40,664	64,757	2
3		703	Special Deposits	4,807	1,889	3
4		704	Accounts Receivable - Loan and Notes	867	2,084	4
5		705	- Interline and Other Balances	93,000	86,583	5
6		706	- Customers	994,091	1,108,139	6
7		707	- Other	157,802	163,824	7
8		709,708	- Accrued Accounts Receivables	240,510	138,472	8
9		708.5	- Receivables from Affiliated Companies	34	34	9
10		709.5	- Less: Allowance for Uncollectible Accounts	(4,176)	(9,104)	10
11		710,711,714	Working Funds Prepayments Deferred Income Tax Debits	295,690	335,484	11
12		712	Materials and Supplies	659,781	614,688	12
13		713	Other Current Assets	57,650	6,031	13
14			TOTAL CURRENT ASSETS	2,814,691	2,806,866	14
OTHER ASSETS						
15		715, 716, 717	Special Funds	4,505	4,609	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedules 310 and 310A)	1,486,714	1,124,545	16
17		722, 723	Other Investments and Advances	859	1,079	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities - Cr.	0	0	18
19		737, 738	Property Used in Other than Carrier Operation (Less Depreciation) 2012-\$23,491; 2011-\$23,240	372,581	182,022	19
20		739, 741	Other Assets	184,105	167,870	20
21		743	Other Deferred Debits	42,389	35,593	21
22		744	Accumulated Deferred Income Tax Debits	642	0	22
23			TOTAL OTHER ASSETS	2,091,795	1,515,718	23
ROAD AND EQUIPMENT						
24		731, 732	Road (Schedule 330) L-30 Cols. h & b	45,608,924	43,620,718	24
25		731, 732	Equipment (Schedule 330) L-39 Cols. h & b	10,404,673	9,550,656	25
26		731, 732	Unallocated Items	844,572	1,047,776	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(16,768,377)	(15,838,905)	27
28			Net Road and Equipment	40,089,792	38,380,245	28
29			TOTAL ASSETS	44,996,278	42,702,829	29

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITY AND SHAREHOLDERS' EQUITY
(Dollars in Thousands)

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at begin- ning of year (c)	Line No.
CURRENT LIABILITIES						
30		751	Loans and Notes Payable	0	0	30
31		752	Accounts Payable; Interline and Other Balances	30,393	33,671	31
32		753	Audited Accounts and Wages	201,474	200,089	32
33		754	Other Accounts Payable	42,319	36,527	33
34		755, 756	Interest and Dividends Payable	45,822	59,022	34
35		757	Payables to Affiliated Companies	0	0	35
36		759	Accrued Accounts Payable	1,872,569	1,901,797	36
37		760, 761, 761.5, 762	Taxes Accrued	395,654	492,344	37
38		763	Other Current Liabilities	7,872	6,277	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	196,309	208,793	39
40			TOTAL CURRENT LIABILITIES	2,792,412	2,938,520	40
NON-CURRENT LIABILITIES						
41		765, 767	Funded Debt Unmatured	276,914	282,330	41
42		766	Equipment Obligations	109,994	119,417	42
43		766.5	Capitalized Lease Obligations	1,665,591	1,699,406	43
44		768	Debt in Default	0	0	44
45		769	Accounts Payable; Affiliated Companies	0	949,348	45
46		770.1, 770.2	Unamortized Debt Premium	(95,958)	(87,063)	46
47		781	Interest in Default	0	0	47
48		783	Deferred Revenues-Transfers from Government Authorities	0	0	48
49		786	Accumulated Deferred Income Tax Credits	12,474,139	11,789,873	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	2,188,413	2,169,493	50
51			TOTAL NON-CURRENT LIABILITIES	16,619,093	16,922,804	51
SHAREHOLDERS' EQUITY						
52		791, 792	Total Capital Stock:(Schedule 230) (L-10 Col. g, L-17 Col. e)	126	200	52
53			Common Stock	49	49	53
54			Preferred Stock	77	151	54
55			Discount on Capital Stock	0	0	55
56		794, 795	Additional Capital (Schedule 230) (L-17 Col. h)	4,781,906	4,781,906	56
Retained Earnings:						
57		797	Appropriated	811	811	57
58		798	Unappropriated (Schedule 220) (L-17 Col. b)	21,988,549	19,112,672	58
59		798.1	Other Comprehensive Income	(1,186,619)	(1,054,084)	59
60		798.5	Less Treasury Stock	0	0	60
61			Net Shareholders' Equity	25,584,773	22,841,505	61
62			TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	44,996,278	42,702,829	62

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION -- EXPLANATORY NOTES

(Dollars in Thousands)

The notes listed below are provided to disclose supplementary information on matters which have an important effect on the financial condition of the carrier. The carrier shall give the particulars called for herein and where there is nothing to report, insert the word "none"; and in addition thereto shall enter in separate notes with suitable particulars other matters involving material amounts of the character commonly disclosed in financial statements under generally accepted accounting and reporting principles, except as shown in other schedules. This includes statements explaining (1) service interruption insurance policies and indicating the amount of indemnity to which respondent will be entitled for work stoppage losses and the maximum amount of additional premium respondent may be obligated to pay in the event such losses are sustained by other railroads; (2) particulars concerning obligations for stock purchase options granted to officers and employees; and (3) what entries have been made for net income or retained income restricted under provisions of mortgages and other arrangements.

1. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking and other funds pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts Schedule 460. \$811.
2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made. None.
3. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year _____
See Explanatory Note 11 beginning on page 9.
- (b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund. \$_____. See Explanatory Note 11 beginning on page 9.
- (c) Is any part of pension plan funded? Specify. Yes X No ___
(i) If funding is by insurance, give name of insuring company Not Applicable.
If funding is by trust agreement, list trustee(s). The Northern Trust Company
Date of trust agreement or latest amendment. July 11, 2005
If respondent is affiliated in any way with the trustee(s), explain affiliation: Not Applicable.
- (d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement. See Explanatory Note 11 beginning on page 9.
- (e) (i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates?
Specify. Yes ___ No X
If yes, give number of the shares for each class of stock or other security: _____
_____.
- (ii) Are voting rights attached to any securities held by the pension plan? Specify. Yes X No ___ If yes,
who determines how stock is voted? Voting rights are delegated to investment managers
_____.
4. State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610). Yes X No ___ See Note 14 on page 15C.
5. (a) The amount of employers contribution to employee stock ownership plans for the current year was \$ NONE.
(b) The amount of investment tax credit used to reduce current income tax expense resulting from contributions to qualified employee stock ownership plans for the current year was NONE.
6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account. NONE.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION -- EXPLANATORY NOTES - CONTINUED

7. Give particulars with respect to contingent assets and liabilities at the close of the year, in accordance with Instructions 5-6 in the Uniform System of Accounts for Railroad Companies, that are not reflected in the amounts of the respondent.

Disclose the nature and amount of contingency that is material.

Examples of contingent liabilities are items which may become obligations as a result of pending or threatened litigation, assessments or possible assessments of additional taxes and agreements or obligations to repurchase securities or property. Additional pages may be added if more space is needed. (Explain and/or reference to the following pages.)

SEE NOTE 13 ON PAGE 15A.

(a) Changes in Valuation Accounts

8. Marketable Equity Securities

UPRR has no marketable equity securities.

		Cost	Market	Dr.(Cr) to Income	Dr.(Cr) to Stockholders' Equity
(Current Year)	Current Portfolio				N/A
as of / /	Noncurrent Portfolio			N/A	\$
(Previous Year)	Current Portfolio			N/A	N/A
as of / /	Noncurrent Portfolio			N/A	N/A

(b) At / / , gross unrealized gains and losses pertaining to marketable securities were as follows:

	<u>Gains</u>	<u>Losses</u>
Current	\$ _____	\$ _____
Noncurrent	_____	_____

(c) A net unrealized gain (loss) of \$ _____ on the sale of marketable equity securities was included in net income for _____ (year).
The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to the filing, applicable to marketable equity securities owned at balance sheet date shall be disclosed below:

NOTE: / / (date) Balance sheet date of reported year unless specified as previous year.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

For purposes of this report, unless the context otherwise requires, all references herein to the “Company”, “we”, “us”, and “our” mean Union Pacific Railroad Company. For purposes of this report, unless the context otherwise requires, all references herein to “UPC” and the “Corporation” mean Union Pacific Corporation. All references herein to the “Consolidated Financial Statements” mean the Comparative Statement of Financial Position, Results of Operations, Retained Earnings, Statement of Cash Flows, and the supplement notes and schedules included in the Class 1 Railroad Annual Report R-1.

9. Transactions with Affiliates

At December 31, 2012, we had a \$22 million working capital surplus. At December 31, 2011, we had a \$132 million working capital deficit. Our working capital relates to UPC’s management of our cash position. As part of UPC’s cash management activities, we advance excess cash (cash available after satisfying all of our obligations and paying dividends to UPC) to UPC. We declare and pay dividends to UPC that typically approximate the dividends UPC declares to its shareholders; however, there is no formal requirement to do so. The dividend declaration between us and UPC is determined solely by our Board of Directors. To the extent we require additional cash for use in our operations, UPC makes such funds available to us for borrowing. We treat these transactions as intercompany borrowings in the Consolidated Statements of Financial Position.

The majority of our intercompany borrowings from UPC relate to the acquisitions of the Chicago and North Western Transportation Company and Southern Pacific Rail Corporation that were funded by UPC on our behalf. We assumed these acquisition costs in the form of intercompany borrowings from UPC. In December of 2008, UPC established a borrowing limit based on our borrowing capacity and UPC implemented a market based interest rate. Currently, the annual rate is 2.9%. The annual rate was 4.6% from July 2011 through June 2012 and 4.7% from July 2010 through June 2011. Interest accrues quarterly and is payable on demand. We do not expect to be required by UPC to pay back the intercompany borrowings within the next 12 months, or in the event of lendings to UPC, we do not expect a payment from UPC within 12 months. Intercompany borrowings are unsecured and rank equally with all of our other unsecured indebtedness. At December 31, 2011, intercompany borrowings from UPC were \$945 million. At December 31, 2012, we had intercompany lendings to UPC of \$264 million at an annual rate of 2.9%.

Pursuant to a services agreement, UPC provides us with various services, including strategic planning, legal, treasury, accounting, auditing, insurance, human resources, and corporate affairs. We pay our share of the costs as determined by an independent review. Billings for these services were \$79 million, \$70 million, and \$71 million for the years ended December 31, 2012, 2011, and 2010, respectively.

10. Financial Instruments

Strategy and Risk – We may use derivative financial instruments in limited instances for other than trading purposes to assist in managing our overall exposure to fluctuations in interest rates and fuel prices. We are not a party to leveraged derivatives and, by policy, do not use derivative financial instruments for speculative purposes. Derivative financial instruments qualifying for hedge accounting must maintain a specified level of effectiveness between the hedging instrument and the item being hedged, both at inception and throughout the hedged period. We formally document the nature and relationships between the hedging instruments and hedged items at inception, as well as our risk-management objectives, strategies for undertaking the various hedge transactions, and method of assessing hedge effectiveness. Changes in the fair market value of derivative financial instruments that do not qualify for hedge accounting are charged to earnings. We may use swaps, collars, futures, and/or forward contracts to mitigate the risk of adverse movements in interest rates and fuel prices; however, the use of these derivative financial instruments may limit future benefits from favorable interest rate and fuel price movements.

Market and Credit Risk – We address market risk related to derivative financial instruments by selecting instruments with value fluctuations that highly correlate with the underlying hedged item. We manage credit risk related to derivative financial instruments, which is minimal, by requiring high credit standards for counterparties and periodic settlements. At December 31, 2012 and 2011, we were not required to provide collateral, nor had we received collateral, relating to our hedging activities.

Determination of Fair Value – We determine the fair values of our derivative financial instrument positions based upon current fair values as quoted by recognized dealers or the present value of expected future cash flows.

Interest Rate Cash Flow Hedges – We report changes in the fair value of cash flow hedges in accumulated other comprehensive loss until the hedged item affects earnings. At December 31, 2012 and 2011, we had reductions of \$1 million and \$2 million, respectively, recorded as an accumulated other comprehensive loss that is being amortized on a straight-line basis through September 30, 2014. As of December 31, 2012 and 2011, we had no interest rate cash flow hedges outstanding.

Fair Value of Financial Instruments – The fair value of our short- and long-term debt was estimated using a market value price model, which utilizes applicable U.S. Treasury rates along with current market quotes on comparable debt securities. All of the inputs used to determine the fair market value of the Company’s long-term debt are Level 2 inputs and obtained from an independent source. At December 31, 2012, the fair value of total debt was \$2.7 billion, approximately \$585 million more than the carrying value. At December 31, 2011, the fair value of total debt was \$2.7 billion, approximately \$490 million more than the carrying value. The fair value of the Company’s debt is a measure of its current value under present market conditions. It does not impact the financial statements under current accounting rules. At both December 31, 2012 and 2011, approximately \$163 million of fixed-rate debt securities contained call provisions that allow us to retire the debt instruments prior to final maturity, with the payment of fixed call premiums, or in certain cases, at par. The fair value of intercompany lendings to UPC approximates carrying value. The fair value of our cash equivalents approximates their carrying value due to the short-term maturities of these instruments.

11. Retirement Plans

Pension and Other Postretirement Benefits

Pension Plans – We provide defined benefit retirement income to eligible non-union employees through the Corporation’s qualified and non-qualified (supplemental) pension plans. Qualified and non-qualified pension benefits are based on years of service and the highest compensation during the latest years of employment, with specific reductions made for early retirements.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Other Postretirement Benefits (OPEB) – We provide medical and life insurance benefits for eligible retirees through the Corporation's programs. These benefits are funded as medical claims and life insurance premiums are paid.

Funded Status

We are required by GAAP to separately recognize the overfunded or underfunded status of our pension and OPEB plans as an asset or liability. The funded status represents the difference between the projected benefit obligation (PBO) and the fair value of the plan assets. Our non-qualified (supplemental) pension plan is unfunded by design. The PBO of the pension plans is the present value of benefits earned to date by plan participants, including the effect of assumed future compensation increases. The PBO of the OPEB plan is equal to the accumulated benefit obligation, as the present value of the OPEB liabilities is not affected by compensation increases. Plan assets are measured at fair value. We use a December 31 measurement date for plan assets and obligations for all our retirement plans.

Changes in our PBO and plan assets were as follows for the years ended December 31:

Funded Status <i>Millions</i>	<i>Pension</i>		<i>OPEB</i>	
	2012	2011	2012	2011
Projected Benefit Obligation				
Projected benefit obligation at beginning of year	\$ 3,165	\$ 2,759	\$ 336	\$ 318
Service cost	54	40	3	2
Interest cost	141	145	15	15
Plan amendments	-	-	-	10
Actuarial loss	391	377	42	15
Gross benefits paid	(160)	(156)	(24)	(24)
Projected benefit obligation at end of year	\$ 3,591	\$ 3,165	\$ 372	\$ 336
Plan Assets				
Fair value of plan assets at beginning of year	\$ 2,505	\$ 2,404	\$ -	\$ -
Actual return on plan assets	315	42	-	-
Voluntary funded pension plan contributions	200	200	-	-
Non-qualified plan benefit contributions	15	15	24	24
Gross benefits paid	(160)	(156)	(24)	(24)
Fair value of plan assets at end of year	\$ 2,875	\$ 2,505	\$ -	\$ -
Funded status at end of year	\$ (716)	\$ (660)	\$ (372)	\$ (336)

Amounts recognized in the statement of financial position as of December 31, 2012 and 2011 consist of:

<i>Millions</i>	<i>Pension</i>		<i>OPEB</i>	
	2012	2011	2012	2011
Noncurrent assets	\$ 1	\$ -	\$ -	\$ -
Current liabilities	(16)	(15)	(27)	(26)
Noncurrent liabilities	(701)	(645)	(345)	(310)
Net amounts recognized at end of year	\$ (716)	\$ (660)	\$ (372)	\$ (336)

Pre-tax amounts recognized in accumulated other comprehensive income/(loss) as of December 31, 2012 and 2011 consist of:

<i>Millions</i>	2012			2011		
	<i>Pension</i>	<i>OPEB</i>	<i>Total</i>	<i>Pension</i>	<i>OPEB</i>	<i>Total</i>
Prior service (cost)/credit	\$ -	\$ 45	\$ 45	\$ (1)	\$ 63	\$ 62
Net actuarial loss	(1,685)	(175)	(1,860)	(1,503)	(146)	(1,649)
Total	\$ (1,685)	\$ (130)	\$ (1,815)	\$ (1,504)	\$ (83)	\$ (1,587)

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Pre-tax changes recognized in other comprehensive income/(loss) during 2012, 2011 and 2010 were as follows:

Millions	Pension			OPEB		
	2012	2011	2010	2012	2011	2010
Prior service cost/(credit)	\$ -	\$ -	\$ -	\$ -	\$ 10	\$ (6)
Net actuarial loss	265	515	165	42	14	16
Amortization of:						
Prior service cost/(credit)	(1)	(2)	(3)	18	34	45
Actuarial loss	(83)	(71)	(49)	(13)	(11)	(13)
Total	\$ 181	\$ 442	\$ 113	\$ 47	\$ 47	\$ 42

Amounts included in accumulated other comprehensive income/(loss) expected to be amortized into net periodic cost (benefit) during 2013:

Millions	Pension	OPEB	Total
Prior service benefit	\$ -	\$ (16)	\$ (16)
Net actuarial loss	106	15	121
Total	\$ 106	\$ (1)	\$ 105

Underfunded Accumulated Benefit Obligation – The accumulated benefit obligation (ABO) is the present value of benefits earned to date, assuming no future compensation growth. The underfunded accumulated benefit obligation represents the difference between the ABO and the fair value of plan assets. At December 31, 2012 and 2011, the non-qualified (supplemental) plan ABO was \$331 million and \$284 million, respectively. The following table discloses only the PBO, ABO, and fair value of plan assets for pension plans where the accumulated benefit obligation is in excess of the fair value of the plan assets as of December 31:

Underfunded Accumulated Benefit Obligation

Millions	2012 [a]	2011
Projected benefit obligation	\$ 3,574	\$ 3,165
Accumulated benefit obligation	\$ 3,440	\$ 3,050
Fair value of plan assets	2,857	2,505
Underfunded accumulated benefit obligation	\$ (583)	\$ (545)

[a] The fair value of plan assets for one plan is in excess of the accumulated benefit obligation and therefore is not included.

The ABO for all defined benefit pension plans was \$3.4 billion and \$3.0 billion at December 31, 2012 and 2011, respectively.

Assumptions – The weighted-average actuarial assumptions used to determine benefit obligations at December 31:

Percentages	Pension		OPEB	
	2012	2011	2012	2011
Discount rate	3.78%	4.54%	3.48%	4.36%
Compensation increase	3.76%	4.60%	N/A	N/A
Health care cost trend rate (employees under 65)	N/A	N/A	6.64%	6.91%
Ultimate health care cost trend rate	N/A	N/A	4.50%	4.50%
Year ultimate trend rate reached	N/A	N/A	2028	2028

Expense

Both pension and OPEB expense are determined based upon the annual service cost of benefits (the actuarial cost of benefits earned during a period) and the interest cost on those liabilities, less the expected return on plan assets. The expected long-term rate of return on plan assets is applied to a calculated value of plan assets that recognizes changes in fair value over a five-year period. This practice is intended to reduce year-to-year volatility in pension expense, but it can have the effect of delaying the recognition of differences between actual returns on assets and expected returns based on long-term rate of return assumptions. Differences in actual experience in relation to assumptions are not recognized in net income immediately, but are deferred and, if necessary, amortized as pension or OPEB expense.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

The components of our net periodic pension and OPEB cost/(benefit) were as follows for the years ended December 31:

<i>Millions</i>	<i>Pension</i>			<i>OPEB</i>		
	2012	2011	2010	2012	2011	2010
Net Periodic Benefit Cost:						
Service cost	\$ 54	\$ 40	\$ 34	\$ 3	\$ 2	\$ 2
Interest cost	141	145	143	15	15	16
Expected return on plan assets	(190)	(180)	(178)	-	-	-
Amortization of:						
Prior service cost/(credit)	1	2	3	(18)	(34)	(45)
Actuarial loss	83	71	49	13	11	13
Net periodic benefit cost/(benefit)	\$ 89	\$ 78	\$ 51	\$ 13	\$ (6)	\$ (14)

Assumptions – The weighted-average actuarial assumptions used to determine expense were as follows for the years ended December 31:

<i>Percentages</i>	<i>Pension</i>			<i>OPEB</i>		
	2012	2011	2010	2012	2011	2010
Discount rate	4.54%	5.35%	5.90%	4.36%	5.01%	5.55%
Expected return on plan assets	7.50%	7.50%	8.00%	N/A	N/A	N/A
Compensation increase	3.69%	4.48%	3.45%	N/A	N/A	N/A
Health care cost trend rate (employees under 65)	N/A	N/A	N/A	6.91%	7.07%	7.24%
Health care cost trend rate (employees over 65)	N/A	N/A	N/A	N/A	N/A	N/A
Ultimate health care cost trend rate	N/A	N/A	N/A	4.50%	4.50%	4.50%
Year ultimate trend reached	N/A	N/A	N/A	2028	2028	2028

The discount rate was based on a yield curve of high quality corporate bonds with cash flows matching our plans' expected benefit payments. The expected return on plan assets is based on our asset allocation mix and our historical return, taking into account current and expected market conditions. The actual return on pension plan assets, net of fees, was approximately 13% in 2012, 2% in 2011, and 14% in 2010.

Assumed health care cost trend rates have a significant effect on the expense and liabilities reported for health care plans. The assumed health care cost trend rate is based on historical rates and expected market conditions. The 2013 assumed health care cost trend rate for employees under 65 is 6.91%. It is assumed the rate will decrease gradually to an ultimate rate of 4.5% in 2028 and will remain at that level. A one-percentage point change in the assumed health care cost trend rates would have the following effects on OPEB:

<i>Millions</i>	<i>One % pt. Increase</i>	<i>One % pt. Decrease</i>
Effect on total service and interest cost components	\$ 1	\$ (1)
Effect on accumulated benefit obligation	18	(15)

Cash Contributions

The following table details UPC's cash contributions for the qualified pension plans and the benefit payments for the non-qualified (supplemental) pension and OPEB plans:

<i>Millions</i>	<i>Pension</i>		<i>OPEB</i>
	<i>Qualified</i>	<i>Non-qualified</i>	
2011	\$ 200	15	24
2012	200	15	24

UPC's policy with respect to funding the qualified plans is to fund at least the minimum required by law and not more than the maximum amount deductible for tax purposes. All contributions made to the qualified pension plans in 2012 were voluntary and were made with cash generated from operations.

The non-qualified pension and OPEB plans are not funded and are not subject to any minimum regulatory funding requirements. Benefit payments for each year represent supplemental pension payments and claims paid for medical and life insurance. We anticipate our 2013 supplemental pension and OPEB payments will be made from cash generated from operations.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Benefit Payments

The following table details expected benefit payments for the years 2013 through 2022:

<i>Millions</i>	<i>Pension</i>	<i>OPEB</i>
2013	\$ 165	\$ 27
2014	169	27
2015	174	27
2016	179	26
2017	184	26
Years 2018 - 2022	988	119

Asset Allocation Strategy

UPC's pension plan asset allocation at December 31, 2012 and 2011, and target allocation for 2013, are as follows:

	<i>Target Allocation 2013</i>	<i>Percentage of Plan Assets December 31,</i>	
		<i>2012</i>	<i>2011</i>
Equity securities	60% to 70%	65%	58%
Debt securities	20% to 30%	25	32
Real estate	2% to 8%	5	5
Commodities	4% to 6%	5	5
Total		100%	100%

The investment strategy for pension plan assets is to maintain a broadly diversified portfolio designed to achieve our target average long-term rate of return of 7.5%. While we believe we can achieve a long-term average rate of return of 7.5%, we cannot be certain that the portfolio will perform to our expectations. Assets are strategically allocated among equity, debt, and other investments in order to achieve a diversification level that reduces fluctuations in investment returns. Asset allocation target ranges for equity, debt, and other portfolios are evaluated at least every three years with the assistance of an independent consulting firm. Actual asset allocations are monitored monthly, and rebalancing actions are executed at least quarterly, if needed.

The pension plan investments are held in a Master Trust. The majority of pension plan assets are invested in equity securities because equity portfolios have historically provided higher returns than debt and other asset classes over extended time horizons and are expected to do so in the future. Correspondingly, equity investments also entail greater risks than other investments. Equity risks are balanced by investing a significant portion of the plans' assets in high quality debt securities. The average credit rating of the debt portfolio exceeded A+ as of December 31, 2012 and 2011. The debt portfolio is also broadly diversified and invested primarily in U.S. Treasury, mortgage, and corporate securities. The weighted-average maturity of the debt portfolio was 12 years at both December 31, 2012 and 2011.

The investment of pension plan assets in securities issued by the Corporation or us is specifically prohibited by the plan for both the equity and debt portfolios, other than through index fund holdings.

Fair Value Measurements

The pension plan assets are valued at fair value. The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Temporary Cash Investments – These investments consist of U.S. dollars and foreign currencies held in master trust accounts at The Northern Trust Company. Foreign currencies held are reported in terms of U.S. dollars based on currency exchange rates readily available in active markets. These temporary cash investments are classified as Level 1 investments.

Registered Investment Companies – Registered Investment Companies are real estate investments, non-U.S. stock investments, and bond investments registered with the Securities and Exchange Commission. The real estate investments and non-U.S. stock investments are traded actively on public exchanges. The share prices for these investments are published at the close of each business day. Holdings of real estate investments and non-U.S. stock investments are classified as Level 1 investments. The bond investments are not traded publicly, but the underlying assets (stocks and bonds) held in these funds are traded on active markets and the prices for these assets are readily observable. Holdings in bond investments are classified as Level 2 investments.

U.S. Government Securities – Federal Government Securities consist of bills, notes, bonds, and other fixed income securities issued directly by the U.S. Treasury or by government-sponsored enterprises. These assets are valued using a bid evaluation process with bid data provided by independent pricing sources. Federal Government Securities are classified as Level 2 investments.

Corporate Bonds and Debentures – Bonds and debentures consist of fixed income securities issued by U.S. and non-U.S. corporations as well as state, local, and non-U.S. governments. These assets are valued using a bid evaluation process with bid data provided by independent pricing sources. Corporate, state, and municipal bonds and debentures are classified as Level 2 investments.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Corporate Stock – This investment category consists of common and preferred stock issued by U.S. and non-U.S. corporations. Most common shares are traded actively on exchanges and price quotes for these shares are readily available. Common stock is classified as a Level 1 investment. Preferred shares included in this category are valued using a bid evaluation process with bid data provided by independent pricing sources. Preferred stock is classified as a Level 2 investment.

Venture Capital and Buyout Partnerships – This investment category is comprised of interests in limited partnerships that invest primarily in privately-held companies. Due to the private nature of the partnership investments, pricing inputs are not readily observable. Asset valuations are developed by the general partners that manage the partnerships. These valuations are based on the application of public market multiples to private company cash flows, market transactions that provide valuation information for comparable companies, and other methods. Holdings of limited partnership interests are classified as Level 3 investments.

Real Estate Partnerships and Funds – Most of the real estate investments are partnership interests similar to those described in the Venture Capital and Buyout Partnerships category. This category also includes real estate investments held in less commonly used structures such as private real estate investment trusts and pooled separate accounts. Valuations for the holdings in this category are not based on readily observable inputs and are primarily derived from property appraisals. Interests in private real estate partnerships, investment funds and pooled separate accounts are classified as Level 3 investments.

Common Trust and Other Funds – Common trust funds are comprised of shares or units in commingled funds that are not publicly traded. The underlying assets in these funds (U.S. stock funds, non-U.S. stock funds, commodity funds, and short term investment funds) are publicly traded on exchanges and price quotes for the assets held by these funds are readily available. Holdings of common trust funds are classified as Level 2 investments.

This category also includes an investment in a limited liability company that invests in publicly-traded convertible securities. The limited liability company investment is a fund that invests in both long and short positions in convertible securities, stocks, and fixed income securities. The underlying securities held by the fund are traded actively on exchanges and price quotes for these investments are readily available. Interest in the limited liability company is classified as a Level 2 investment.

Other Investments – This category includes several miscellaneous assets such as commodity hedge fund investments and derivative securities. These investments have valuations that are based on observable inputs and are classified as Level 2 investments.

As of December 31, 2012, the pension plan assets measured at fair value on a recurring basis were as follows:

<i>Millions</i>	<i>Quoted Prices in Active Markets for Identical Inputs (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>	<i>Total</i>
Plan assets:				
Temporary cash investments	\$ 14	\$ -	\$ -	\$ 14
Registered investment companies	10	258	-	268
U.S. government securities	-	125	-	125
Corporate bonds and debentures	-	326	-	326
Corporate stock	758	12	-	770
Venture capital and buyout partnerships	-	-	179	179
Real estate partnerships and funds	-	-	143	143
Common trust and other funds	-	1,018	-	1,018
Other investments	-	27	-	27
Total plan assets at fair value	\$ 782	\$ 1,766	\$ 322	\$ 2,870
Other assets [a]				5
Total plan assets				\$ 2,875

[a] Other assets include accrued receivables and pending broker settlements.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2011, the pension plan assets measured at fair value on a recurring basis were as follows:

<i>Millions</i>	<i>Quoted Prices in Active Markets for Identical Inputs (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>	<i>Total</i>
Plan assets:				
Temporary cash investments	\$ 22	\$ -	\$ -	\$ 22
Registered investment companies	8	280	-	288
U.S. government securities	-	155	-	155
Corporate bonds and debentures	-	343	-	343
Corporate stock	547	8	-	555
Venture capital and buyout partnerships	-	-	184	184
Real estate partnerships and funds	-	-	126	126
Common trust and other funds	-	815	-	815
Other investments	-	29	-	29
Total plan assets at fair value	\$ 577	\$ 1,630	\$ 310	\$ 2,517
Other assets [a]				(12)
Total plan assets				\$ 2,505

[a] Other assets include accrued receivables and pending broker settlements.

For the years ended December 31, 2012 and 2011, there were no significant transfers in or out of Levels 1, 2, or 3.

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3 investments) during 2012:

<i>Millions</i>	<i>Venture Capital and Buyout Partnerships</i>	<i>Real Estate Partnerships and Funds</i>	<i>Total</i>
Beginning balance - January 1, 2012	\$ 184	\$ 126	\$ 310
Realized gain	11	3	14
Unrealized gain	1	-	1
Purchases	18	23	41
Sales	(35)	(9)	(44)
Ending balance - December 31, 2012	\$ 179	\$ 143	\$ 322

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3 investments) during 2011:

<i>Millions</i>	<i>Venture Capital and Buyout Partnerships</i>	<i>Real Estate Partnerships and Funds</i>	<i>Total</i>
Beginning balance - January 1, 2011	\$ 169	\$ 99	\$ 268
Realized gain/(loss)	8	(1)	7
Unrealized gain	13	16	29
Purchases	22	27	49
Sales	(28)	(15)	(43)
Ending balance - December 31, 2011	\$ 184	\$ 126	\$ 310

Other Retirement Programs

401(k)/Thrift Plan – The Corporation provides a defined contribution plan (401(k)/thrift plan) to eligible non-union employees. We make matching contributions to the thrift plan of 50 cents for each dollar contributed by employees up to the first six percent of compensation contributed. Our plan contributions were \$14 million in 2012, \$13 million in 2011 and \$13 million in 2010.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Railroad Retirement System – All Railroad employees are covered by the Railroad Retirement System (the System). Contributions made to the System are expensed as incurred and amounted to approximately \$644 million in 2012, \$599 million in 2011, and \$565 million in 2010.

Collective Bargaining Agreements – Under collective bargaining agreements, we participate in multi-employer benefit plans that provide certain postretirement health care and life insurance benefits for eligible union employees. Premiums paid under these plans are expensed as incurred and amounted to \$62 million in 2012, \$66 million in 2011, and \$60 million in 2010.

12. Capital Stock and Dividend Restrictions

Our Board of Directors has restricted the availability of retained earnings for payment of dividends by \$131 million. This represents (a) the amount by which the estimated fair value of our investment in certain subsidiaries, as determined by our Board of Directors, exceeded the net book value of such investment that was transferred to the Corporation by means of a dividend in June 1971 (\$110 million) and (b) the amount by which the fair market value exceeded the book value of certain investment securities that were transferred to the Corporation by means of a dividend in November 1972 (\$21 million).

Our capital structure consists of Class A Stock, Common Stock, and Mandatorily Redeemable Preference Shares (Series A). The Class A Stock is entitled to a cash dividend whenever a dividend is declared on the Common Stock, in an amount which equals 8 percent of the sum of the dividends on both the Class A Stock and the Common Stock. All of our Common Stock and our Class A Stock, which constitutes all of the voting capital stock, is owned by the Corporation or a wholly-owned subsidiary of the Corporation, and all of the Mandatorily Redeemable Preference Shares, which are non-voting stock, are owned by the Federal Railroad Administration. Accordingly, there is no market for our capital stock.

The number of shares shown in the Statements of Changes in Common Shareholders' Equity in the Consolidated Financial Statements, excludes 2,665 shares of Common Stock and 232 shares of Class A Stock owned by Southern Pacific Rail Corporation, whose results are included in the Consolidated Financial Statements.

13. Commitments and Contingencies

Asserted and Unasserted Claims – Various claims and lawsuits are pending against us and certain of our subsidiaries. We cannot fully determine the effect of all asserted and unasserted claims on our consolidated results of operations, financial condition, or liquidity; however, to the extent possible, where asserted and unasserted claims are considered probable and where such claims can be reasonably estimated, we have recorded a liability. We do not expect that any known lawsuits, claims, environmental costs, commitments, contingent liabilities, or guarantees will have a material adverse effect on our consolidated results of operations, financial condition, or liquidity after taking into account liabilities and insurance recoveries previously recorded for these matters.

Personal Injury – The cost of personal injuries to employees and others related to our activities is charged to expense based on estimates of the ultimate cost and number of incidents each year. We use an actuarial analysis to measure the expense and liability, including unasserted claims. The Federal Employers' Liability Act (FELA) governs compensation for work-related accidents. Under FELA, damages are assessed based on a finding of fault through litigation or out-of-court settlements. We offer a comprehensive variety of services and rehabilitation programs for employees who are injured at work.

Our personal injury liability is not discounted to present value. Approximately 90% of the recorded liability related to asserted claims, and approximately 10% related to unasserted claims at December 31, 2012. Because of the uncertainty surrounding the ultimate outcome of personal injury claims, it is reasonably possible that future costs to settle these claims may range from approximately \$333 million to \$367 million. We record an accrual at the low end of the range as no amount of loss within the range is more probable than any other. Estimates can vary over time due to evolving trends in litigation.

Our personal injury liability activity was as follows:

<i>Millions</i>	2012	2011	2010
Beginning balance	\$ 367	\$ 425	\$ 544
Current year accruals	121	118	155
Changes in estimates for prior years	(58)	(71)	(101)
Payments	(97)	(105)	(173)
Ending balance at December 31	\$ 333	\$ 367	\$ 425
Current portion, ending balance at December 31	\$ 95	\$ 103	\$ 139

Asbestos – We are a defendant in a number of lawsuits in which current and former employees and other parties allege exposure to asbestos. We assess our potential liability using a statistical analysis of resolution costs for asbestos-related claims. This liability is updated annually and excludes future defense and processing costs. The liability for resolving both asserted and unasserted claims was based on the following assumptions:

- The ratio of future claims by alleged disease would be consistent with historical averages adjusted for inflation.
- The number of claims filed against us will decline each year.
- The average settlement values for asserted and unasserted claims will be equivalent to historical averages.
- The percentage of claims dismissed in the future will be equivalent to historical averages.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Our liability for asbestos-related claims is not discounted to present value due to the uncertainty surrounding the timing of future payments. Approximately 22% of the recorded liability related to asserted claims and approximately 78% related to unasserted claims at December 31, 2012. Because of the uncertainty surrounding the ultimate outcome of asbestos-related claims, it is reasonably possible that future costs to settle these claims may range from approximately \$139 million to \$149 million. We record an accrual at the low end of the range as no amount of loss within the range is more probable than any other.

Our asbestos-related liability activity was as follows:

<i>Millions</i>	2012	2011	2010
Beginning balance	\$ 147	\$ 162	\$ 174
Credits	(2)	(5)	(1)
Payments	(6)	(10)	(11)
Ending balance at December 31	\$ 139	\$ 147	\$ 162
Current portion, ending balance at December 31	\$ 8	\$ 8	\$ 12

In conjunction with the liability update performed in 2012, we also reassessed estimated insurance recoveries. We have recognized an asset for estimated insurance recoveries at December 31, 2012 and 2011. The amounts recorded for asbestos-related liabilities and related insurance recoveries were based on currently known facts. However, future events, such as the number of new claims filed each year, average settlement costs, and insurance coverage issues, could cause the actual costs and insurance recoveries to be higher or lower than the projected amounts. Estimates also may vary in the future if strategies, activities, and outcomes of asbestos litigation materially change; federal and state laws governing asbestos litigation increase or decrease the probability or amount of compensation of claimants; and there are material changes with respect to payments made to claimants by other defendants.

Environmental Costs – We are subject to federal, state, and local environmental laws and regulations. We have identified 284 sites at which we are or may be liable for remediation costs associated with alleged contamination or for violations of environmental requirements. This includes 32 sites that are the subject of actions taken by the U.S. government, 17 of which are currently on the Superfund National Priorities List. Certain federal legislation imposes joint and several liability for the remediation of identified sites; consequently, our ultimate environmental liability may include costs relating to activities of other parties, in addition to costs relating to our own activities at each site.

When we identify an environmental issue with respect to property owned, leased, or otherwise used in our business, we perform, with assistance of our consultants, environmental assessments on the property. We expense the cost of the assessments as incurred. We accrue the cost of remediation where our obligation is probable and such costs can be reasonably estimated. We do not discount our environmental liabilities when the timing of the anticipated cash payments is not fixed or readily determinable. At December 31, 2012, none of our environmental liability was discounted, while less than 1% of our environmental liability was discounted at 2.0% at December 31, 2011. Our environmental liability activity was as follows:

<i>Millions</i>	2012	2011 [a]	2010
Beginning balance	\$ 172	\$ 213	\$ 217
Accruals	48	29	57
Payments	(50)	(70)	(61)
Ending balance at December 31	\$ 170	\$ 172	\$ 213
Current portion, ending balance at December 31	\$ 50	\$ 50	\$ 74

[a] Payments include \$25 million to resolve the Omaha Lead Site liability.

The environmental liability includes future costs for remediation and restoration of sites, as well as ongoing monitoring costs, but excludes any anticipated recoveries from third parties. Cost estimates are based on information available for each site, financial viability of other potentially responsible parties, and existing technology, laws, and regulations. The ultimate liability for remediation is difficult to determine because of the number of potentially responsible parties, site-specific cost sharing arrangements with other potentially responsible parties, the degree of contamination by various wastes, the scarcity and quality of volumetric data related to many of the sites, and the speculative nature of remediation costs. Estimates of liability may vary over time due to changes in federal, state, and local laws governing environmental remediation. Current obligations are not expected to have a material adverse effect on our consolidated results of operations, financial condition, or liquidity.

Guarantees – At December 31, 2012, we were contingently liable for \$307 million in guarantees. We have recorded a liability of \$2 million for the fair value of these obligations as of December 31, 2012 and 2011. We entered into these contingent guarantees in the normal course of business, and they include guaranteed obligations related to our headquarters building, equipment financings, and affiliated operations. The final guarantee expires in 2022. We are not aware of any existing event of default that would require us to satisfy these guarantees. We do not expect that these guarantees will have a material adverse effect on our consolidated financial condition, results of operations, or liquidity.

Indemnities – Our maximum potential exposure under indemnification arrangements, including certain tax indemnifications, can range from a specified dollar amount to an unlimited amount, depending on the nature of the transactions and the agreements. Due to uncertainty as to whether claims will be made or how they will be resolved, we cannot reasonably determine the probability of an adverse claim or reasonably estimate any adverse liability or the total maximum exposure under these indemnification arrangements. We do not have any reason to believe that we will be required to make any material payments under these indemnity provisions.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Gain Contingency – UPRR and Santa Fe Pacific Pipelines (SFPP, a subsidiary of Kinder Morgan Energy Partners, L.P.) currently are engaged in a proceeding to resolve the fair market rent payable to UPRR under a 10-year agreement commencing on January 1, 2004 for pipeline easements on UPRR rights-of-way (Union Pacific Railroad Company vs. Santa Fe Pacific Pipelines, Inc., SFPP, L.P., Kinder Morgan Operating L.P. “D” Kinder Morgan G.P., Inc., et al., Superior Court of the State of California for the County of Los Angeles, filed July 28, 2004). In February 2007, a trial began to resolve this issue, and, on September 28, 2011, the judge issued a tentative Statement of Decision, which concluded that SFPP owes back rent to UPRR for the years 2004 through 2011. On May 29, 2012, the court entered judgment, awarding UPRR back rent and prejudgment interest. SFPP is appealing the final judgment. A favorable final judgment may materially affect our results of operations in the period of any monetary recoveries; however, due to the uncertainty regarding the amount and timing of any recovery, including the outcome of SFPP’s appeal of this judgment or any subsequent proceeding, we consider this a gain contingency and do not reflect any amounts in the Consolidated Financial Statements as of December 31, 2012.

14. Union Pacific Fund for Effective Government

The Corporation, UPRR’s parent, is the sponsor of the Union Pacific Fund for Effective Government (the FFEG), a separate segregated fund utilized for political purposes, established and operated in accordance with the Federal Election Campaign Act of 1971, as amended, (the Act). The administrative expenses of the FFEG are paid by the Corporation. UPRR’s executive and administrative personnel are solicited annually by the FFEG within the guidelines of the Act and certain executive officers of UPRR are members of the FFEG’s managing finance committee.

15. Accounts Receivable

Accounts receivable includes freight and other receivables reduced by an allowance for doubtful accounts. The allowance is based upon historical losses, credit worthiness of customers, and current economic conditions. At December 31, 2012 and 2011, our accounts receivable were reduced by \$4 million and \$9 million, respectively. Receivables not expected to be collected in one year and the associated allowances are classified as other assets in our Consolidated Statements of Financial Position. At December 31, 2012 and 2011, receivables classified as other assets were reduced by allowances of \$33 million and \$41 million, respectively.

Receivables Securitization Facility – Under the receivables securitization facility, we sell most of its accounts receivable to Union Pacific Receivables, Inc. (UPRI), a wholly-owned bankruptcy-remote subsidiary. UPRI may subsequently transfer, without recourse on a 364-day revolving basis, an undivided interest in eligible accounts receivable to investors. The total capacity to transfer undivided interests to investors under the facility was \$600 million at both December 31, 2012 and 2011. The value of the outstanding undivided interest held by investors under the facility was \$100 million at both December 31, 2012 and 2011. The value of the undivided interest held by investors was supported by \$1.1 billion of accounts receivable at both December 31, 2012 and 2011. At December 31, 2012 and 2011, the value of the interest retained by UPRI was \$1.1 billion. This retained interest is included in accounts receivable, net in our Consolidated Statements of Financial Position.

The value of the outstanding undivided interest held by investors could fluctuate based upon the availability of eligible receivables and is directly affected by changing business volumes and credit risks, including default and dilution. If default or dilution ratios increase one percent, the value of the outstanding undivided interest held by investors would not change as of December 31, 2012. Should UPC’s credit rating fall below investment grade, the value of the outstanding undivided interest held by investors would be reduced, and, in certain cases, the investors would have the right to discontinue the facility.

We collected approximately \$20.1 billion and \$18.8 billion of receivables during the years ended December 31, 2012 and 2011, respectively. UPRI used certain of these proceeds to purchase new receivables under the facility.

The costs of the receivables securitization facility include interest, which will vary based on prevailing commercial paper rates, program fees paid to banks, commercial paper issuing costs, and fees for unused commitment availability. The costs of the receivables securitization facility are included in interest expense and were \$3 million, \$4 million and \$6 million for 2012, 2011 and 2010, respectively.

The investors have no recourse to our other assets, except for customary warranty and indemnity claims. Our creditors do not have recourse to the assets of UPRI.

In July 2012, the receivables securitization facility was renewed for an additional 364-day period at comparable terms and conditions.

Subsequent Event – On January 2, 2013, we transferred an additional \$300 million in undivided interest to investors under the receivables securitization facility, increasing the value of the outstanding undivided interest held by investors from \$100 million to \$400 million.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

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210. RESULTS OF OPERATIONS
(Dollars in Thousands)

- 1 Disclose the requested information for respondent pertaining to results of operations for the year.
- 2 Report total operating expenses from Schedule 410. Any differences between this schedule and Schedule 410 must be explained on page 18.
- 3 List dividends from investments accounted for under the cost method on line 19, and list dividends accounted for under the equity method on line 25.
- 4 All contra entries should be shown in parenthesis.

Cross-checks

<p><u>Schedule 210</u> Line 15, col b Lines 47, 48, 49 col b Line 50, col b</p>	<p><u>Schedule 210</u> = Line 62, col b = Line 63, col b = Line 64, col b</p>
<p>Line 14, col b Line 14, col d Line 14, col e</p>	<p><u>Schedule 410</u> = Line 620, col h = Line 620, col f = Line 620, col g</p>

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Freight-related revenue and expenses (d)	Passenger-related revenue and expenses (e)	Line No.
		ORDINARY ITEMS OPERATING INCOME					
		Railway Operating Income					
1		(101) Freight	19,686,015	18,507,855	19,686,015		1
2		(102) Passenger	103,273	82,760		103,273	2
3		(103) Passenger-Related	621	501		621	3
4		(104) Switching	172,595	153,895	172,595		4
5		(105) Water Transfers					5
6		(106) Demurrage	93,543	84,272	93,543		6
7		(110) Incidental	734,828	580,686	734,828		7
8		(121) Joint Facility-Credit	14,947	12,088	14,947		8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from government authorities-lines 1-9)	20,805,822	19,422,057	20,701,928	103,894	10
11		(502) Railway operating revenues-transfers from government authorities	92,392	107,092		92,392	11
12		(503) Railway operating revenues-amortization of deferred transfers from government authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	20,898,214	19,529,149	20,701,928	196,286	13
14	*	(531) Railway operating expenses	14,407,804	14,043,514	14,215,326	192,478	14
15	*	Net revenue from railway operations	6,490,410	5,485,635	6,486,602	3,808	15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	20,430	23,627			16
17		(510) Miscellaneous rent income	90,284	85,241			17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend income (cost method)	213	213			19
20		(514) Interest income	162,926	123,904			20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt	1,957	3,353			22
23		(518) Reimbursements received under contracts and agreements					23
24		(519) Miscellaneous income	45,801	45,086			24
25		Income from affiliated companies: 519					
		a. Dividends (equity method)	18,139	29,695			25
26		b. Equity in undistributed earnings (losses)	75,576	50,834			26
27		TOTAL OTHER INCOME (lines 16-26)	415,326	361,953			27
28		TOTAL INCOME (lines 15, 27)	6,905,736	5,847,588			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	12,615	11,946			29
30		(544) Miscellaneous taxes					30
31		(545) Separately operated properties-Loss					31
32		(549) Maintenance of investment organization					32
33		(550) Income transferred under contracts and agreements					33
34		(551) Miscellaneous income charges	33,921	29,544			34
35		(553) Uncollectible accounts					35
36		TOTAL MISCELLANEOUS DEDUCTIONS	46,536	41,490			36
37		Income available for fixed charges	6,859,200	5,806,098			37

210. RESULTS OF OPERATIONS - (Concluded)					
(Dollars in Thousands)					
Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No.
FIXED CHARGES					
38		(546) Interest on funded debt:			
		(a) Fixed interest not in default	122,914	138,626	38
39		(b) Interest in default			39
40		(547) Interest on unfunded debt	216,355	291,301	40
41		(548) Amortization of discount on funded debt	3,110	2,882	41
42		TOTAL FIXED CHARGES (lines 38-41)	342,379	432,809	42
43		Income after fixed charges (line 37 minus line 42)	6,516,821	5,373,289	43
OTHER DEDUCTIONS					
44		(546) Interest on funded debt:			
		(c) Contingent interest	7,731	7,598	44
UNUSUAL OR INFREQUENT ITEMS					
45		(555) Unusual or infrequent items (debit) credit			45
46		Income (Loss) from continuing operations (before income taxes)	6,509,090	5,365,691	46
PROVISIONS FOR INCOME TAXES					
47	*	(556) Income taxes on ordinary income:			
		(a) Federal income taxes	1,437,632	954,195	47
48	*	(b) State income taxes	171,654	150,179	48
49	*	(c) Other income taxes	20,237	65,392	49
50	*	(557) Provision for deferred taxes	823,690	843,682	50
51		TOTAL PROVISIONS FOR INCOME TAXES (lines 47-52)	2,453,213	2,013,448	51
52		Income from continuing operations (line 46 minus line 51)	4,055,877	3,352,243	52
DISCONTINUED OPERATIONS					
53		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$ _____)			53
54		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$ _____)			54
55		Income before extraordinary items (lines 52 - 54)	4,055,877	3,352,243	55
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
56		(570) Extraordinary items (Net)			56
57		(590) Income taxes on extraordinary items			57
58		(591) Provision for deferred taxes - Extraordinary items			58
59		TOTAL EXTRAORDINARY ITEMS (lines 56-58)			59
60		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$ _____)			60
61	*	Net income (Loss) (Lines 55 + 59 + 60)	4,055,877	3,352,243	61
RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI)					
62	*	Net revenues from railway operations	6,490,410	5,485,635	62
63	*	(556) Income taxes on ordinary income (-)	(1,629,523)	(1,169,766)	63
64	*	(557) Provision for deferred income taxes (-)	(823,690)	(843,682)	64
65		Income from lease of road and equipment (-)			65
66		Rent for leased roads and equipment (+)	1,863	2,754	66
67		Net railway operating income (loss)	4,039,060	3,474,941	67

Note: Line 49 reflects current foreign income taxes and unrecognized tax benefits expense.

NOTES AND REMARKS FOR SCHEDULES 210 AND 220

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220. RETAINED EARNINGS
(Dollars in Thousands)

1. Show below the items of Retained Earnings Accounts of the respondent for the year, classified in accordance with the Uniform System of Accounts for Railroad Companies.
2. All contra entries should be shown in parentheses.
3. Show in lines 22 and 23 the amount of assigned Federal income tax consequences for Accounts 606 and 616.
4. Segregate in column (c) all amounts applicable to the equity in undistributed earnings (losses) of affiliated companies based on the equity method of accounting.
5. Line 3 (line 7 if debit balance), column (c), should agree with line 26, column (b), Schedule 210. The total of columns (b) and (c), lines 3 and 7, should agree with line 61 column (b), Schedule 210.
6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings --- Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances at beginning of year	18,295,369	817,303	1
2	(601.5)	Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	(602)	Credit balance transferred from income	3,980,301	97,535	3
4	(603)	Appropriations released	811		4
5	(606)	Other credits to retained earnings	6,257	18,830	5
6		TOTAL CREDITS	3,987,369	116,365	6
		DEBITS			
7	(612)	Debit balance transferred from income		21,959	7
8	(616)	Other debits to retained earnings	18,830	6,257	8
9	(620)	Appropriations for sinking and other funds	811		9
10	(621)	Appropriations for other purposes			10
11	(623)	Dividends: Common stock	1,180,000		11
12		Preferred stock (1)			12
13		TOTAL DEBITS	1,199,641	28,216	13
14		Net increase (decrease) during year (line 6 minus line 13)	2,787,728	88,149	14
15		Balances at close of year (lines 1, 2, and 14)	21,083,097	905,452	15
16		Balances from line 15(c)	905,452	N/A	16
17	(798)	Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	21,988,549	N/A	17
18	(797)	Total appropriated retained earnings:			18
19		Credits during year 811			19
20		Debits during year 811			20
21		Balance at Close of year 811			21
		Amount of assigned Federal income tax consequences:			
22		Account 606 \$ _____			22
23		Account 616 \$ _____			23

(1) If any dividends have not been declared on cumulative preferred stock, give cumulative undeclared dividends at beginning of year and end of year. NONE

230. CAPITAL STOCK

PART I. CAPITAL STOCK
(Dollars in Thousands)

1. Disclose in column (a) the particulars of the various issues of capital stock of the respondent, distinguishing separate issues of any general class, if different in any respect.
2. Present in column (b) the par or stated value of each issue. If none, so state.
3. Disclose in columns (c), (d), (e), and (f) the required information concerning the number of shares authorized, issued, in treasury and outstanding for the various issues.
4. For the purposes of this report, capital stock and other securities are considered to be nominally issued when certificates are signed and sealed and placed with the proper officer for sale and delivery or are pledged or otherwise placed in some special fund of the respondent. They are considered to be actually issued when sold to a bona fide purchaser who holds them free from control by the respondent. All securities actually issued and not reacquired by or for the respondent are considered to be actually outstanding. If reacquired by or for the respondent, and not canceled or retired, they are considered to be nominally outstanding.

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares			Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	
1	Common							1
2	UP - Common Stock 1/	10.00	9,200	4,465		4,465	\$45	2
3	UP - Class A Stock 1/	10.00	800	388		388	4	3
4								4
5	Preferred							5
6	FRA Preference Shares - Series A	10,000	5,000	4,829		4,829	77	6
7								7
8								8
9								9
10	TOTAL		15,000	9,682		9,682	\$126	10

1/ See note 12 on page 14

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR
(Dollars in Thousands)

1. The purpose of this part is to disclose capital stock changes during the year.
2. Column (a) presents the items to be disclosed.
3. Columns (b), (d), and (f) require disclosures of the number of preferred, common and treasury stock, respectively, applicable to the items presented in column (a).
4. Columns (c), (e), and (g) require the applicable disclosure of the book values of preferred, common, and treasury stock.
5. Disclose in column (h) the additional paid-in capital realized from changes in capital stock during year.
6. Unusual circumstances arising from changes in capital stock changes shall be fully explained in footnotes to this schedule.

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year	4,829	\$151	4,853	\$49			\$4,781,906	11
12									12
13	Payments of Preference Shares	0	(107)						13
14	Move to account 764		33						14
15									15
16									16
17	Balance at close of year	4,829	\$77	4,853	\$49			\$4,781,906	17

240. STATEMENT OF CASH FLOWS

(Dollars in Thousands)

Give the information as requested concerning the cash flows during the year. Either direct or indirect method can be used. The direct method shows as its principal components operating cash receipts and payments, such as cash received from customers and cash paid to suppliers and employees, the sum of which is net cash flow from operating activities. The indirect method starts with net income and adjusts it for revenue and expense items that were not the result of operating cash transactions in the current period to reconcile it to net cash flow from operating activities. If direct method is used complete lines 1-41; indirect method complete lines 10-41. Cash for the purpose of this schedule shall include cash and cash equivalents which are short term, highly liquid investments readily convertible to know amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Information about all investing and financing activities which do not directly affect cash shall be separately disclosed in footnotes to this schedule. They shall clearly relate the cash (if any) and noncash aspects of transactions. Examples of noncash investing and transactions include converting debt to equity acquiring assets of assuming directly related liabilities, such as purchasing a building by incurring a mortgage to the seller; obtaining an asset by entering into a capital lease; and exchanging noncash assets or liabilities for other noncash assets or liabilities. Some transactions are part cash and part noncash; only the cash portion shall be reported directly in the statement of cash flows. Refer to FAS Statement No. 95, Statement of Cash Flows, for further details.

CASH FLOWS FROM OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line
1		Cash received from operating revenues			1
2		Dividends received from affiliates			2
3		Interest received			3
4		Other income			4
5		Cash paid for operating expenses			5
6		Interest paid (net of amounts capitalized)			6
7		Income taxes paid			7
8		Other - net			8
9		NET CASH PROVIDED BY OPERATING ACTIVITIES (lines 1 through 8)			9

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
10		Income from continuing operations	4,055,877	3,352,243	10

ADJUSTMENTS TO RECONCILE INCOME FROM CONTINUING OPERATIONS TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
11		Loss (gain) on sale or disposal of tangible property and investments	(28,616)	(43,153)	11
12		Depreciation and amortization expenses	1,981,023	1,831,201	12
13		Provision for Deferred Income Taxes	823,690	843,682	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(75,576)	(50,834)	14
15		Decrease (increase) in accounts receivable	7,904	(211,334)	15
16		Decrease (increase) in material and supplies and other current assets	(56,918)	11,291	16
17		Increase (decrease) in current liabilities other than debt	(133,624)	378,505	17
18		Increase (decrease) in other - net	(306,998)	(55,185)	18
19		Net cash provided from continuing operations (Lines 10-18)	6,266,762	6,056,416	19
20		Add (Subtract) cash generated (paid) by reason of discontinued operations and extraordinary items			20
21		NET CASH PROVIDED FROM OPERATING ACTIVITIES (lines 19 and 20)	6,266,762	6,056,416	21

CASH FLOWS FROM INVESTING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
22		Proceeds from sale of property	80,493	107,926	22
23		Capital expenditures	(3,738,567)	(3,176,478)	23
24		Net change in temporary cash investments not qualifying as cash equivalents	0	0	24
25		Proceeds from sale/repayment of investment and advances	33	16,875	25
26		Purchase price of long-term investment and advances	(14,955)	(27,345)	26
27		Net decrease (increase) in sinking and other special funds	104	0	27
28		Other - net	25,071	(32,087)	28
29		NET CASH USED IN INVESTING ACTIVITIES (lines 22 through 28)	(3,647,821)	(3,111,109)	29

(Continued on next page)

240. STATEMENT OF CASH FLOWS - Concluded
(Dollars in Thousands)

CASH FLOWS FROM OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
CASH FLOWS FROM FINANCING ACTIVITIES					
30		Proceeds from issuance of long-term debt	0	0	30
31		Principle payments of long-term debt	(208,551)	(204,831)	31
32		Proceeds from issuance of capital stock			32
33		Purchase price of acquiring treasury stock			33
34		Cash dividends paid	(1,180,000)	(942,000)	34
35		Other - net	(1,250,404)	(1,665,281)	35
36		NET CASH FROM FINANCING ACTIVITIES (lines 30 through 35)	(2,638,955)	(2,812,112)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (lines 21, 29 & 36)	(20,014)	133,195	37
38		Cash and cash equivalents at beginning of the year	293,985	160,790	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (lines 37 & 38)	273,971	293,985	39
		Footnotes to Schedule 240 Cash paid during the year for:			
40		Interest (net of amount capitalized)*	(367,000)	(438,000)	40
41		Income taxes (net of refunds) *	(1,719,000)	(789,000)	41

* Only applies if indirect method is adopted.

NOTES AND REMARKS

Non-cash capital investments accrued but not yet paid were \$136,000 and \$147,000 in 2012 and 2011, respectively.

Non-cash capital lease financings were \$290,000 and \$154,000 in 2012 and 2011, respectively.

245. WORKING CAPITAL
(Dollars in Thousands)

1. This schedule should include only data pertaining to railway transportation services.
2. Carry out calculation of lines 9, 10, 20 and 21 to the nearest whole number.

Line No.	Item (a)	Source	Amount (b)	Line No.
CURRENT OPERATING ASSETS				
1	Interline and Other Balances (705)	Schedule 200, line 5, column b	93,000	1
2	Customers (706)	Schedule 200, line 6, column b	994,091	2
3	Other (707)	Note A	55,985	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2+ 3	1,143,076	4
OPERATING REVENUE				
5	Railway Operating Revenue	Schedule 210, line 13, column b	20,898,214	5
6	Rent Income	Note B	134,080	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	21,032,294	7
8	Average Daily Operating Revenues	Line 7 divided by 360 days	58,423	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 divided by line 8	20	9
10	Revenue Delay Days Plus Buffer	Line 9 + 15 days	35	10
CURRENT OPERATING LIABILITIES				
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	30,393	11
12	Audited Accounts and Wages Payable (753)	Note A	201,474	12
13	Accounts Payable - Other (754)	Note A	42,319	13
14	Other Taxes Accrued (761.5)	Note A	395,654	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	669,840	15
OPERATING EXPENSES				
16	Railway Operating Expenses	Schedule 210, line 14, column b	14,407,804	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	1,981,023	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	12,560,861	18
19	Average Daily Expenditures	Line 18 divided by 360 days	34,891	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 divided by line 19	19	20
21	Days of Working Capital Required	Line 10 - Line 20 (Note C)	15	21
22	Cash Working Capital Required	Line 21 x line 19	523,365	22
23	Cash and Temporary Cash Balance	Schedule 200, line 1 + line 2, column b	314,635	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	314,635	24
MATERIALS AND SUPPLIES				
25	Total Material and Supplies (712)	Note A	659,781	25
26	Scrap and Obsolete Material included in Acct. 712	Note A	1,838	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	657,943	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	972,578	28

NOTES:

- (A) Use common carrier portion only. Common carrier refers to railway transportation service.
- (B) Rent Income is the sum of Schedule 410, column h, lines 121, 122, 123, 127, 128, 129, 133, 134, 135, 208, 210, 212, 227, 229, 231, 312, 314, and 316. Rent income is added to railway operating revenues to produce total revenues. Rent income is also added to total operating expenses to exclude the rent revenue items from operating expense.
- (C) If result is negative, use zero.

NOTES AND REMARKS

Note to Schedule 310 on pages 26 - 29Lien References

- (A) All securities are pledged as security for the First Mortgage with Boatmen's National Bank of St. Louis, Trustee; also, under the General Mortgage, with Manufacturers Hanover Trust Company, Trustee.
- (B) Securities are deposited with the Trustees of the Mortgages as further assurance of performance of the Operating Agreements.
- (C) Companies Under Joint Control

<u>Company (UPRR Ownership)</u>	<u>Other Parties</u>	
Alameda Belt Line (50%)	BNSF (50%)	
Belt Railway of Chicago (8.33%)	NS (25.00%) BNSF (16.67%) CP (8.33%)	CSX (25.00%) CN (16.67%)
Brownsville & Matamoros Bridge Co. (50%)	Gobierno de Estados Unidos Mexicanos (50%)	
Grupo Ferroviario Mexicano (26%)	Mexican Consortium (74%)	
Helm Pacific Leasing (50%)	Helm Financial Corporation (50%)	
Houston Belt & Terminal Ry (50%)	BNSF (50%)	
Kansas City Terminal Ry Co. (41.67%)	BNSF (25.00%) DM&E (8.33%)	KCS (16.67%) NS (8.33%)
Longview Switching Co (50%)	BNSF (50%)	
MT Properties, Inc. (42.1%)	BNSF (43.3%)	CP (14.6%)
Oakland Terminal Railway (50%)	BNSF (50%)	
Peoria and Pekin Union Railway (12.50%)	CN (46.86%)	NS (40.64%)
Port Terminal Railroad Association (50%)	BNSF (50%)	
St. Joseph Terminal RR Co (50%)	BNSF (50%)	
Sunset Railway Co. (50%)	BNSF (50%)	
Terminal Railroad Association of St. Louis (42.84%)	BNSF (14.29%) CSX (14.29%)	CN (14.29%) NS (14.29%)
TTX (36.79%)	BNSF (17.30%) CN (3.14%) CP (1.57%) CSX (19.65%)	FXE (.63%) KCS (.63%) Pan Am (.63%) NS (19.65%)
Wichita Union Terminal Railway Company (33.33%)	BNSF (66.67%)	

Wholly-owned companies that have a joint interest in subsidiaries

PTC-220 (Ekanet 14.29%)	BNSF (14.29%) CP (14.29%) KCS (14.29%)	CN (14.29%) CSX (14.29%) NS (14.29%)
MeteorComm (Ekanet 25%)	BNSF (25%) CSX (25%)	NS (25%)

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A

1. Schedule 310 should give particulars of stocks, bonds, other secured obligations, unsecured notes, and investment advances of affiliated companies held by respondent at close of year. Also, disclose the investments made, disposed of, and written down during the year and the applicable dividends and interest credited to income as a result of those investments. They should exclude securities issued or assumed by respondent. For definitions of affiliated companies, see the rules governing Account No. 721 "Investments and advances; affiliated companies," in the Uniform System of Accounts for Railroad Companies.

2. List the investments in the following order and show a total for each group and each class of investments by accounts in numerical order:

- (A) Stocks
 - (1) Carriers-active
 - (2) Carriers-inactive
 - (3) Noncarriers-active
 - (4) Noncarriers-inactive
- (B) Bonds (including U.S. Government Bonds)
- (C) Other secured obligations
- (D) Unsecured notes
- (E) Investment advances

3. The subclassification of classes (B), (C), (D), and (E) should be the same as that provided for class (A).

4. The kinds of industry represented by respondent's investments in the securities of other companies should be shown by symbol opposite the names of the issuing corporations, the symbols and industrial classifications to be as follows:

Symbol	Kind of Industry
I	Agriculture, forestry, and fisheries
II	Mining
III	Construction
IV	Manufacturing
V	Wholesale and retail trade
VI	Finance, insurance, and real estate
VII	Transportation, communications, and other public utilities
VIII	Services
IX	Government
X	All other

5. By carriers, as the term is used here, is meant companies owning or operating railroads, facilities auxiliary thereto such as bridges, ferries, union depots, and other terminal facilities, sleeping cars, parlor cars, dining cars, freight cars, express service and facilities, electric railways, highway motor vehicles, steamboats and other marine transportation equipment, pipe lines (other than those for transportation of water), and other instrumentalities devoted to the transportation of persons or property for hire. Telegraph and telephone companies are not meant to be included.

6. Noncarrier companies should, for the purpose of these schedules, include telephone companies, telegraph companies, mining companies, manufacturing companies, hotel companies, etc. Purely "holding companies" are to be classed as noncarrier companies, even though the securities held by such companies are largely or entirely those issued or assumed by carriers.

7. By an active corporation is meant one which maintains an organization for operating property or administering its financial affairs. An inactive corporation is one which has been practically absorbed in a controlling corporation and which neither operates property nor administers its financial affairs; if it maintains an organization it does so only for the purpose of complying with legal requirements and maintaining title to property or franchises.

8. Combine, in one amount, investments in which the original cost or present equity in total assets is less than \$10,000.

9. Include investments in unincorporated entities such as lessee organizations. Exclude amounts normally settled on a current basis.

10. Do not include the value of securities issued or assumed by respondent.

11. For affiliates which do not report to the Surface Transportation Board and are jointly owned, disclose in footnotes the name and extent of control of the other controlling entities.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

(Dollars in Thousands)

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of companies affiliated with respondent, included in accounts Nos. 715, "Sinking Funds"; 716, "Capital Funds"; 721, "Investments and Advances Affiliated Companies"; and 717, "Other Funds."

Entries in this schedule should be made in accordance with the definitions and general instructions given on page 18, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c).

3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged, or otherwise encumbered, giving names and other important particulars of such obligations in footnotes.

4. Give totals for each class and for each subclass and a grand total for each account.

5. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially ____ to ____." Abbreviations in common use in standard financial publications may be used to conserve space.

Line No.	Account No. (a)	Class No. (b)	Kind of Industry (c)	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent of Control (e)	Line No.
1	721	A1	VII	STOCKS - CARRIERS ACTIVE		1
2						2
3				Belt Railway of Chicago	8.3	3
4				Brownsville & Matamoros Bridge Co. (A)	50.0	4
5				Grupo Ferroviario Mexicano	26.0	5
6				Houston's Belt & Terminal Ry. (A) (B)	50.0	6
7				Kansas City Terminal Ry. (A) (B)	41.7	7
8				Longview Switching Co.	50.0	8
9				MT Properties, Inc.	42.1	9
10				Terminal Railroad Association of St. Louis	42.9	10
11				TTX	36.8	11
12						12
13						13
14						14
15						15
16	721	A3		STOCKS - NONCARRIERS - ACTIVE		16
17						17
18			VI	Helm Pacific Leasing	50.0	18
19			X	PTC-220, LLC	14.3	19
20			X	MeteorComm, LLC	25.0	20
21						21
22						22
23				TOTAL CLASS A		23
24						24
25						25
26						26
27						27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36

Kind of Industry in Column (c) is VII unless noted.

(A) (B) Lien references as described on page 24.

Note: Companies under joint control are listed on pg. 24.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - (Continued)

(Dollars in Thousands)

6. In any of the companies included in this schedule are controlled by respondent the percent of control should be shown in column (3). In case any company listed is controlled other than through actual ownership of securities, give particulars in a footnote. In case of joint control, give names of other parties and particulars of control.
7. If any advances reported are pledged, give particulars in a footnote.
8. Investments in companies in which neither the original cost or present equity in total assets are less than \$10,000 may be combined in one figure.
9. Also included should be investments in unincorporated entities such as lessee organizations (exclusive of amounts nominally settled on a current basis).
10. This schedule should not include securities issued or assumed by respondent.
11. For affiliates which do not report to the Surface Transportation Board and are jointly owned, give names and extent of control by other entities by footnotes.

Line No.	Investments and Advances				Disposed of: profit(loss) (j)	Adjustments Acct. 721.5 (k)	Dividends or interest credited to income (l)	Line No.
	Opening Balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing Balance (i)				
1								1
2								2
3	260			260				3
4	325			325				4
5	81,688			81,688				5
6	13			13				6
7	917			917				7
8	1			1				8
9	664			664				9
10	6			6				10
11	138,231			138,231				11
12								12
13								13
14								14
15								15
16								16
17								17
18	498			498				18
19	3,859	692		4,551				19
20	34,621	11,650		46,271				20
21								21
22								22
23	261,083	12,342	0	273,425				23
24								24
25								25
26								26
27								27
28								28
29								29
30								30
31								31
32								32
33								33
34								34
35								35
36								36

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - (Continued)
(Dollars in Thousands)

Line No.	Account No. (a)	Class No. (b)	Kind of Industry (c)	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent of Control (e)	Line No.
37						37
38	721	D3	X	UNSECURED NOTES - NONCARRIERS - ACTIVE		38
39				Union Pacific Corporation - UPRR's parent company		39
40				TOTAL CLASS D		40
41						41
42						42
43	721	E1	VII	INVESTMENT ADVANCES - CARRIERS - ACTIVE		43
44						44
45						45
46				Houston Belt & Terminal Ry.		46
47				Kansas City Terminal Ry. Co.		47
48				Port Terminal Railroad Association		48
49				Wichita Terminal		49
50						50
51				TOTAL CLASS E		51
52						52
53						53
54						54
55						55
56						56
57						57
58						58
59						59
60						60
61						61
62						62
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72						72
73						73
74						74
75						75
76						76
77						77
78						78
79						79
80						80
81						81
82						82
83						83
84						84
85				TOTAL ACCOUNT 721		85

Kind of Industry in Column (c) is VII unless noted otherwise.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - (Concluded)
(Dollars in Thousands)

Line No.	Investments and Advances				Disposed of: profit (loss) (j)	Adjustments Acct. 721.5 (k)	Dividends or interest credited to income (l)	Line No.
	Opening Balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing Balance (i)				
37								37
38								38
39	0	259,098		259,098				39
40	0	259,098	0	259,098				40
41								41
42								42
43								43
44								44
45								45
46	29,348	2,553		31,901				46
47	15,616		(33)	15,583				47
48	1,075	60		1,135				48
49	120			120				49
50								50
51	46,159	2,613	(33)	48,739				51
52								52
53								53
54								54
55								55
56								56
57								57
58								58
59								59
60								60
61								61
62								62
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72								72
73								73
74								74
75								75
76								76
77								77
78								78
79								79
80								80
81								81
82								82
83								83
84								84
85	307,242	274,053	(33)	581,262				85

310A. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES
(Dollars in Thousands)

Undistributed Earnings From Certain Investments in Affiliated Companies

1. Report below the details of all investments in common stocks included in Account 721, Investments and Advances Affiliated Companies.
2. Enter in column (c) the amount necessary to retroactively adjust those investments. (See instructions 5-2, Uniform System of Accounts.)
3. Enter in column (d) the share of undistributed earnings (i.e., dividends) or losses.
4. Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost) at date of acquisition.
5. For definitions of "carrier" and "noncarrier," see general instructions.

Line No.	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustment for investments equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at close of year (g)	Line No.
	CARRIERS: (List specifics for each company)							
1	Belt Ry. of Chicago	438					438	1
2	Brownsville & Matamoros Bridge Co.	3,827	1	(538)			3,290	2
3	Grupo Ferrocarril Mexicano	183,819	18,830	48,737			251,386	3
4	Houston Belt & Terminal Rwy.	14,046					14,046	4
5	Kansas City Terminal Rwy.	(7,958)	(106)	39			(8,025)	5
6	MT Properties	883		175			1,058	6
7	Terminal RR Assn. of St. Louis	39,495	(1,467)	2,886			40,914	7
8	TTX	566,433	(4,683)	23,444			585,194	8
9	Sunset Railway	26					26	9
10								10
11								11
12	TOTAL CARRIER	801,009	12,575	74,743	0	0	888,327	12
13								13
14								14
15								15
16								16
	NONCARRIER: (List specifics for each company)							
17								17
18	Helm Pacific Leasing	25,999	(2)	4,653			30,650	18
19	PTC-220, LLC	734					734	19
20	MeteorComm, LLC	(10,439)		(3,820)			(14,259)	20
21	TOTAL NONCARRIER	16,294	(2)	833	0	0	17,125	21
22								22
23								23
24								24
25								25
26								26
27								27
28								28
29								29
30								30
31								31
32								32
33								33
34								34
35								35
36								36
37								37
38								38
39								39
40								40
41								41
42								42
43								43
44								44
45	TOTAL EQUITY	817,303	12,573	75,576	0	0	905,452	45

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

1. Give particulars of balances at the beginning and close of the year and of all changes during the year in Account No. 731, "Road and Equipment Property," and Account No. 732, "Improvements on Leased Property," classified by primary accounts in accordance with the Uniform System of Accounts for Railroad Companies. The balances, by primary accounts, should insofar as known, be stated in column (b) and all changes made during the year should be analyzed in columns (c) to (f), inclusive. Column (g) should be the net of the amounts in columns (c) through (f). Column (h) is the aggregate of columns (b) through (f), inclusive. Grand totals of columns (b) and (h) should equal the sum of Accounts 731 and 732 for the respective periods; if not, a full explanation should be made in a footnote.
2. In column (c) show disbursements made for the specific purpose of purchasing, constructing, and equipping new lines, and for the extension of old lines, as provided for in Instruction 2-1, "Items to be charged," in the Uniform System of Accounts for Railroad Companies for such items.
3. In column (d), show the cost of a railway or portion thereof, acquired as an operating entity or system by purchase; merger, consolidation, reorganization, receivership sale or transfer, or otherwise.
4. Columns (c) and (e) should include all entries covering expenditures for additions and betterments, as defined, whether or not replacing other property.
5. All credits representing property sold, abandoned, or otherwise retired should be shown in column (f).
6. Both the debit and credit involved in each transfer, adjustment, or clearance, between road and equipment accounts, should be included in the column in which the item was initially included. Also, the transfer of prior years' debits or credits from investment in road and equipment to operating expenses or other accounts, or vice versa, should be included in the column applicable to current items of like nature. Each such transfer, adjustment, or clearance should be fully explained when in excess of \$100,000.
7. If during the year an individual charge of \$100,000 or more was made to Account No. 2, "Land for Transportation Purposes," state the cost, location, area, and other details which will identify the property in a footnote.
8. Report on line 29 amounts not included in the primary road accounts. The items reported should be briefly identified and explained under "Notes and Remarks," below. Amounts should be reported on this line only under special circumstances, usually after permission is obtained from the Board for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Board.
9. If during the year a segment of transportation property was acquired, state in a footnote the name of the vendor, the mileage acquired, and the date of acquisition, giving location and the cost of the property to the respondent. Also furnish a statement of the amount included in each primary account representing such property acquired, referring to the column or columns in which the entries appear.
10. If an amount of less than \$5,000 is used as the minimum for additions and betterments to property investment accounts as provided for in Instruction 2-2 of the Uniform System of Accounts for Railroad Companies, state the amount used in a footnote.

NOTES AND REMARKS

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT - Continued
(Dollars in Thousands)

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	Expenditure during the Year for original road and equipment and road extensions (c)	Expenditures during the year for purchase of existing lines, lines reorganizations, etc. (d)	Line No.
1		(2) Land for transportation purposes	4,920,680			1
2		(3) Grading	2,938,690			2
3		(4) Other, right-of-way expenditures	89,200			3
4		(5) Tunnels and subways	361,332			4
5		(6) Bridges, trestles, and culverts	3,046,673			5
6		(7) Elevated structures	0			6
7		(8) Ties	7,986,684			7
8		(9) Rail and other track material	12,460,534			8
9		(11) Ballast	4,177,882			9
10		(13) Fences, snowsheds and signs	78,238			10
11		(16) Station and office buildings	589,905			11
12		(17) Roadway buildings	38,184			12
13		(18) Water stations	7,838			13
14		(19) Fuel stations	162,460			14
15		(20) Shops and enginehouses	473,818			15
16		(22) Storage warehouses	984			16
17		(23) Wharves and docks	33,568			17
18		(24) Coal and ore wharves	1,218			18
19		(25) TOFC/COFC terminals	907,685			19
20		(26) Communication systems	441,222			20
21		(27) Signals and interlockers	3,175,082			21
22		(29) Power plants	0			22
23		(31) Power-transmission systems	88,920			23
24		(35) Miscellaneous structures	20,783			24
25		(37) Roadway machines	630,382			25
26		(39) Public improvements-construction	793,263			26
27		(44) Shop machinery	195,493			27
28		(45) Power-plant machinery	0			28
29		Other lease/rentals	0			29
30		TOTAL EXPENDITURES FOR ROAD	43,620,718	0	0	30
31		(52) Locomotives	6,501,525			31
32		(53) Freight train cars	1,953,462			32
33		(54) Passenger train cars	0			33
34		(55) Highway revenue equipment	355,393			34
35		(56) Floating equipment	0			35
36		(57) Work equipment	165,879			36
37		(58) Miscellaneous equipment	7,255			37
38		(59) Computer systems and word processing equipment	567,142			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	9,550,656	0	0	39
40		(76) Interest during construction	43,302			40
41		(80) Other elements of investment	0			41
42		(90) Construction work in progress	1,004,474			42
43		GRAND TOTAL	54,219,150	0	0	43

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT - Concluded
(Dollars in Thousands)

Line No.	Cross Check	Expenditures for additions during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1		28,253	213,337	(185,084)	4,735,596	1
2		118,330	25,402	92,928	3,031,618	2
3		6,197	701	5,496	94,696	3
4		1,871	2,719	(848)	360,485	4
5		158,637	31,139	127,498	3,174,171	5
6		0	0	0	0	6
7		522,515	105,188	417,327	8,404,011	7
8		1,070,423	310,783	759,640	13,220,174	8
9		270,332	49,395	220,937	4,398,819	9
10		7,811	563	7,248	85,486	10
11		53,308	16,321	36,987	626,892	11
12		25	(505)	530	38,714	12
13		0	(138)	138	7,976	13
14		10,007	334	9,673	172,133	14
15		18,327	(5,076)	23,403	497,221	15
16		0	0	0	984	16
17		1,678	569	1,109	34,677	17
18		0	61	(61)	1,157	18
19		54,346	5,535	48,811	956,496	19
20		48,670	7,209	41,461	482,683	20
21		477,971	207,591	270,380	3,445,462	21
22		0	0	0	0	22
23		36,053	824	35,229	124,149	23
24		0	143	(143)	20,640	24
25		50,657	26,422	24,235	654,617	25
26		56,314	9,107	47,207	840,470	26
27		7,134	3,029	4,105	199,598	27
28		0	0	0	0	28
29		0	0	0	0	29
30		2,998,859	1,010,653	1,988,206	45,608,924	30
31		933,559	138,169	795,390	7,296,915	31
32		174,825	141,508	33,317	1,986,779	32
33		0	0	0	0	33
34		0	359	(359)	355,034	34
35		0	0	0	0	35
36		7,930	4,785	3,145	169,024	36
37		4,101	21	4,080	11,335	37
38		82,805	64,361	18,444	585,586	38
39		1,203,220	349,203	854,017	10,404,673	39
40		0	7	(7)	43,295	40
41		0	0	0	0	41
42		(203,197)	0	(203,197)	801,277	42
43		3,998,882	1,359,863	2,639,019	56,858,169	43

332. DEPRECIATION BASE AND RATES - ROAD AND EQUIPMENT OWNED AND USED AND LEASED FROM OTHERS
(Dollars in Thousands)

- Show in columns (b) and (e), for each primary account, the depreciation base used to compute depreciation charges for the month of January, and in columns (c) and (f), the depreciation charges for the month of December. In columns (d) and (g) show the composite rates used in computing depreciation charges for December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing that total by the total depreciation base for the same month. The depreciation base should not include the cost of equipment used, but not owned, when the rents are included in rent for equipment and Account Nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include the cost of equipment owned and leased to others when the rents therefrom are included in the rent for equipment Account Nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00, inclusive. Composite rates used should be those prescribed or authorized by the Board, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.
- All leased properties may be combined and one composite rate computed for each primary account, or a separate schedule may be included for each such property.
- Show in columns (e), (f), and (g) data applicable to lessor property, when the rent therefore is included in Account Nos. 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.
- If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for discontinuance of accruals should be shown in a footnote indicating the effected account(s).
- Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively.

Line No.	Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No.
		Depreciation base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)	
		1/1 At beginning of year (b)	12/1 At close of year (c)		At beginning of year (e)	At close of year (f)		
	ROAD							
1	(3) Grading	2,938,461	3,002,826	1.16				1
2	(4) Other, right-of-way expenditures	89,127	94,100	2.56				2
3	(5) Tunnels and subways	361,332	360,405	0.85				3
4	(6) Bridges, trestles, and culverts	3,045,938	3,150,675	1.41				4
5	(7) Elevated structures	0	0	0.00				5
6	(8) Ties	7,975,861	8,359,926	4.65				6
7	(9) Rail and other track material	12,432,388	13,100,066	4.06				7
8	(11) Ballast	4,174,099	4,369,038	2.94				8
9	(13) Fences, snow sheds, and signs	78,017	83,640	1.69				9
10	(16) Station and office buildings	589,628	623,757	3.27				10
11	(17) Roadway buildings	38,184	38,671	3.09				11
12	(18) Water stations	7,838	7,965	2.63				12
13	(19) Fuel Stations	162,457	170,353	3.23				13
14	(20) Shops and enginehouse	473,790	494,287	2.15				14
15	(22) Storage warehouses	984	984	2.00				15
16	(23) Wharves and docks	33,568	33,568	3.33				16
17	(24) Coal and ore wharves	1,218	1,162	2.56				17
18	(25) TOFC/COFC terminals	906,499	946,657	2.70				18
19	(26) Communication systems	439,584	474,407	3.23				19
20	(27) Signals and interlockers	3,118,221	3,368,217	3.33				20
21	(29) Power plants	0	0	0.00				21
22	(31) Power-transmission systems	88,511	95,545	2.27				22
23	(35) Miscellaneous structures	20,776	20,640	2.50				23
24	(37) Roadway machines	630,382	638,821	5.94				24
25	(39) Public improvements-Construction	792,107	831,074	2.13				25
26	(44) Shop machinery	194,981	198,023	3.68				26
27	(45) Power-plant machinery	0	0	0.00				27
28	All other road accounts	0	0	0.00				28
29	Amortization (other than def. projects)	0	0	0.00				29
30	TOTAL ROAD	38,593,951	40,464,807	3.55				30
	EQUIPMENT							
31	(52) Locomotives	6,481,864	7,277,131	5.73				31
32	(53) Freight-train cars	1,946,440	1,966,450	3.96				32
33	(54) Passenger-train cars	0	0	0.00				33
34	(55) Highway revenue equipment	355,428	355,141	7.07				34
35	(56) Floating equipment	0	0	0.00				35
36	(57) Work equipment	165,588	168,285	3.15				36
37	(58) Miscellaneous equipment	7,255	10,034	6.84				37
38	(59) Computer systems and WP equipment	565,706	579,865	12.65				38
39	TOTAL EQUIPMENT	9,522,281	10,356,906	5.76				39
40	GRAND TOTAL	48,116,232	50,821,713	N/A			N/A	40

Note: New Equipment depreciation rates were authorized by the Surface Transportation Board effective January 1, 2010.

335. ACCUMULATED DEPRECIATION - ROAD AND EQUIPMENT OWNED AND USED
(Dollars in Thousands)

1. Disclose the required information in regard to credits and debits to Account No. 735, "Accumulated Depreciation: Road and Equipment Property," during the year relating to owned and used road and equipment. Include entries for depreciation of equipment owned but not used when the resulting rents are included in the "Lease Rentals-Credit-Equipment" accounts and "Other Rents-Credit-Equipment" accounts. Exclude any entries for depreciation of equipment that is used but not owned when the resulting rents are included in "Lease Rental-Debit-Equipment" accounts and "Other Rents-Debit-Equipment" accounts. (See Schedule 351 for the accumulated depreciation to road and equipment owned and leased to others.)
2. If any data are included in columns (d) or (f), explain the entries in detail.
3. A debit balance in columns (b) or (g) for any primary account should be designated "Dr."
4. If there is any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses, a full explanation should be given.
5. Enter amounts representing amortization under an authorized amortization program other than for defense projects on lines 29 and 39.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
ROAD									
1		(3) Grading	368,592	44,721	0	(1,184)	0	414,497	1
2		(4) Other, right-of-way expenditures	25,641	2,281	0	972	0	26,950	2
3		(5) Tunnels and subways	33,227	4,094	0	2,719	0	34,602	3
4		(6) Bridges, trestles, and culverts	317,052	63,795	0	30,894	0	349,953	4
5		(7) Elevated structures	0	0	0	0	0	0	5
6		(8) Ties	2,863,451	372,595	0	157,525	0	3,078,521	6
7		(9) Rail and other track material	5,135,865	523,083	0	279,266	0	5,379,682	7
8		(11) Ballast	986,583	123,906	0	57,635	0	1,052,854	8
9		(13) Fences, snow sheds and signs	14,865	1,394	0	556	0	15,703	9
10		(16) Station and office buildings	190,616	20,657	0	16,282	0	194,991	10
11		(17) Roadway buildings	23,928	1,140	0	(505)	0	25,573	11
12		(18) Water stations	6,580	171	0	(141)	0	6,892	12
13		(19) Fuel stations	78,833	5,305	0	334	0	83,804	13
14		(20) Shops and enginehouses	171,775	6,640	0	(5,088)	0	183,503	14
15		(22) Storage warehouses	399	11	0	(7)	0	417	15
16		(23) Wharves and docks	16,036	479	0	(481)	0	16,996	16
17		(24) Coal and ore wharves	362	95	0	61	0	396	17
18		(25) TOFC/COFC terminals	233,779	24,780	0	5,535	0	253,024	18
19		(26) Communication systems	136,272	14,391	0	7,180	0	143,483	19
20		(27) Signals and interlockers	385,357	108,466	0	207,590	0	286,233	20
21		(29) Power plants	0	0	0	0	0	0	21
22		(31) Power-transmission systems	18,087	2,018	0	816	0	19,289	22
23		(35) Miscellaneous structures	8,913	516	0	120	0	9,309	23
24		(37) Roadway machines 1/	188,195	14,923	0	24	0	203,094	24
25		(39) Public improvements-Construction	184,427	17,886	0	9,105	0	193,208	25
26		(44) Shop machinery 1/	71,101	6,222	0	1,577	0	75,746	26
27		(45) Power-plant machinery	0	0	0	0	0	0	27
28		All other road accounts	0	0	0	0	0	0	28
29		Amortization (Adjustments)	32,001	19,847	0	0	0	51,848	29
30		TOTAL ROAD	11,491,937	1,379,416	0	770,785	0	12,100,568	30
EQUIPMENT									
31		(52) Locomotives 1/	2,943,333	394,969	0	105,142	0	3,233,160	31
32		(53) Freight-train cars	1,075,968	76,874	0	111,997	0	1,040,845	32
33		(54) Passenger-train cars	0	0	0	0	0	0	33
34		(55) Highway revenue equipment	22,190	29,596	0	415	0	51,371	34
35		(56) Floating equipment	0	0	0	0	0	0	35
36		(57) Work equipment 1/	32,732	217	0	(708)	0	33,657	36
37		(58) Miscellaneous equipment	(1,133)	625	0	(264)	0	(244)	37
38		(59) Computer systems and WP equip.	219,212	71,994	0	64,184	0	227,022	38
39		Amortization Adjustments	54,666	27,332	0	0	0	81,998	39
40		TOTAL EQUIPMENT	4,346,968	601,607	0	280,766	0	4,667,809	40
41		GRAND TOTAL	15,838,905	1,981,023	0	1,051,551	0	16,768,377	41

1/ Column (c) includes a reduction for costs charged to capital projects.

339. ACCRUED LIABILITY -- LEASED PROPERTY
(Dollars in Thousands)

1. Disclose the required information relating to credits and debits of Account 772, "Accrued Liability Leased Property," during the year concerning road and equipment leased from others.
2. In column (c), enter amounts charged to operating expenses; in column (e), enter debits to account arising from retirements; in column (f), enter amounts paid to lessor.
3. Any inconsistencies between credits to account, charges to operating expenses and payments to lessors should be fully explained.
4. Required disclosure may be omitted if leased road and equipment property represents 5% or less of total property owned and used.
5. If settlement for depreciation is made currently between lessee and lessor, and no debits or credits to Account No. 772 are made by the accounting company, show in column (c) the charges to operating expenses, and in column (f) show payments made to the lessor in settlement thereof.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other, right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles, and culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail and other track material							7
8		(11) Ballast							8
9		(13) Fences, snow sheds, and signs							9
10		(16) Station and office buildings		Not Applicable					10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel Stations							13
14		(20) Shops and enginehouse							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals and interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-Construction							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		Amortization (Adjustments)							29
30		TOTAL ROAD							30
		EQUIPMENT							
31		(52) Locomotives							31
32		(53) Freight-train cars							32
33		(54) Passenger-train cars							33
34		(55) Highway revenue equipment							34
35		(56) Floating equipment							35
36		(57) Work equipment							36
37		(58) Miscellaneous equipment							37
38		(59) Computer systems and word processing equipment							38
39		Amortization (Adjustments)							39
40		TOTAL EQUIPMENT							40
41		GRAND TOTAL							41

* To be reported with equipment expenses rather than W&S expenses.

340. DEPRECIATION BASE AND RATES -- IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS
(Dollars in Thousands)

- Show in column (b) for each primary account the depreciation base used in computing the depreciation charges for the month of January, and in column (c) show the depreciation base used in computing the depreciation charges for the month of December, in column (d) show the composite rates used to compute depreciation charges for December, and on lines 30 and 40 of these columns show the composite percentage of all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. This schedule should include only improvements to leased property charged to Account 732, "Improvements on Leased Property." The composite rates used should be those prescribed or authorized by the Board, except that where the authorized by the Board except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give particulars in a footnote.
- All improvements to leased properties may be combined and one composite rate computed for each primary account, or a separate schedule may be included for each such property.
- If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) affected.
- Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 41, Grand Total, should be completed.

Line No.	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No.
		At beginning of year (b)	At close of year (c)		
	ROAD				
1	(3) Grading				1
2	(4) Other, right-of-way expenditures				2
3	(5) Tunnels and subways				3
4	(6) Bridges, trestles, and culverts				4
5	(7) Elevated structures				5
6	(8) Ties				6
7	(9) Rail and other track material				7
8	(11) Ballast				8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office buildings				10
11	(17) Roadway buildings		Not Applicable		11
12	(18) Water stations				12
13	(19) Fuel Stations				13
14	(20) Shops and enginehouse				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communication systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements-Construction				25
26	(44) Shop machinery*				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	Amortization (Adjustments)				29
30	TOTAL ROAD				30
	EQUIPMENT				
31	(52) Locomotives				31
32	(53) Freight-train cars				32
33	(54) Passenger-train cars				33
34	(55) Highway revenue equipment				34
35	(56) Floating equipment				35
36	(57) Work equipment				36
37	(58) Miscellaneous equipment				37
38	(59) Computer systems and word processing equipment				38
39	Amortization Adjustments				39
40	TOTAL EQUIPMENT				40
41	GRAND TOTAL				41

* To be reported with equipment expense rather than W&S expenses.

342. ACCUMULATED DEPRECIATION -- IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS
(Dollars in Thousands)

1. Enter the required information concerning debits and credits to Account 733, "Accumulated Depreciation -- Improvements on Leased Property," during the year relating to improvements made to road and equipment property leased from others, the depreciation charges for which are included in operating expenses of the respondent.
2. If any entries are made for column (d) "Other credits" or column (f) "Other debits," state the facts occasioning such entries on page 39. A debit balance in columns (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."
3. Any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses should be fully explained on page 39.
4. Show in column (e) the debits to the reserve arising from retirements. These debits should not exceed investment, etc.
5. Details in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, Grand Total, should be completed.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the Year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other, right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles, and culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail and other track material			Not Applicable				7
8		(11) Ballast							8
9		(13) Fences, snow sheds, and signs							9
10		(16) Station and office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel Stations							13
14		(20) Shops and enginehouse							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals and interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-Construction							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight-train cars							31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems & WP equip.							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL							39

* To be reported with equipment expense rather than W&S expenses.

NOTES AND REMARKSNotes Referring to Schedule 352A, page 42:

- 1/ Figures in Column (c) are miles of road only, as reported in Schedule 702, Columns (b) and (c).
- 2/ Actual value not known. Amounts reported in lieu of actual value represent results of capitalizing rentals at 6 percent.
- 3/ Amounts of depreciation and amortization accrued are not known.
- 4/ As inventoried by ICC as of 12/31/1928, and reported in Land Report dated 3/31/1930, Engineering Report dated 5/09/1931. Includes estimated value based on capitalization of rentals at 6 percent.
- 5/ No depreciation reserve is maintained by respondent or by Moffat Tunnel Improvement District.

Notes Referring to Schedule 352B, page 43:

- 1/ Amounts on Schedule 352B, Columns (b) and (c), exclude adjustments to Investment For Property Leased To or From Others, for which the "Actual Value is not Known." These items are shown on Schedule 352A as 2/ "Actual Value Not Known." Amounts so reported on Schedule 352A represent results of capitalizing annual rental at 6 percent.
- 2/ Amounts on Schedule 352B, Column (c) represents St. Joseph and Grand Island Railway Company, which is included in the respondent's investments in property reported on line 1, column (d) of Schedule 352A.

350. DEPRECIATION BASE AND RATES -- ROAD AND EQUIPMENT LEASED TO OTHERS
(Dollars in Thousands)

1. This schedule is to be used in cases where the related depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22,00, and 32-23-00.
2. Show in columns (b) and (c), for each primary account, the depreciation base used in computing the depreciation for the months of January and December, respectively, with respect to road and equipment owned by the respondent but leased to others, the depreciation charges for which are not includible in operating expenses of the respondent, but for which the depreciation reserve is recorded in the accounts of the respondent. If the base for road is other than the original cost or estimated original cost as found by the Commission's Bureau of Accounts, brought to a current date by the respondent from its Order No. 3 records and accounts, or is other than ledger value for equipment, a full explanation should be given.
3. In column (d) show the composite rates used to compute the depreciation for the month of December and on lines 29 and 38 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary accounts composite rates to the depreciation base used to compute the depreciation for December and dividing the total also computed by the depreciation base.
4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) affected.
5. If total road leased to others is less than 5% of total road owned; omit. If total equipment leased to others is less than 5% of total equipment owned; omit. However, line 39, Grand Total, should be completed.

Line No.	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No.
		At beginning of year (b)	At close of year (c)		
	ROAD				
1	(3) Grading				1
2	(4) Other, right-of-way expenditures				2
3	(5) Tunnels and subways				3
4	(6) Bridges, trestles, and culverts				4
5	(7) Elevated structures				5
6	(8) Ties				6
7	(9) Rail and other track material				7
8	(11) Ballast				8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office buildings				10
11	(17) Roadway buildings				11
12	(18) Water stations				12
13	(19) Fuel Stations				13
14	(20) Shops and enginehouses				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communication systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements-Construction				25
26	(44) Shop machinery				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	TOTAL ROAD				29
	EQUIPMENT				
30	(52) Locomotives				30
31	(53) Freight-train cars				31
32	(54) Passenger-train cars				32
33	(55) Highway revenue equipment				33
34	(56) Floating equipment				34
35	(57) Work equipment				35
36	(58) Miscellaneous equipment				36
37	(59) Computer systems and word processing equipment				37
38	TOTAL EQUIPMENT				38
39	GRAND TOTAL				39

351. ACCUMULATED DEPRECIATION -- ROAD AND EQUIPMENT LEASED TO OTHERS
(Dollars in Thousands)

1. This schedule is to be used in cases where the depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00, and 32-23-00.
2. Disclose credits and debits to Account 735, "Accumulated Depreciation -- Road and Equipment Property," during the year relating to road and equipment leased to others, the depreciation charges for which are not includible in operating expenses of the respondent. (See Schedule 330 for the reserve relating to road and equipment owned and used by the respondent).
3. If any entries are made for "Other credits" and "Other debits," state the facts occasioning such entries. A debit balance in columns (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."
4. Details in the respective sections of this schedule may be omitted if either total road leased to others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, Grand Total, should be completed.

Line No.	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No.	
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)			
	ROAD								
1	(3) Grading							1	
2	(4) Other, right-of-way expenditures							2	
3	(5) Tunnels and subways							3	
4	(6) Bridges, trestles, and culverts							4	
5	(7) Elevated structures		Not Applicable						5
6	(8) Ties							6	
7	(9) Rail and other track material							7	
8	(11) Ballast							8	
9	(13) Fences, snow sheds, and signs							9	
10	(16) Station and office buildings							10	
11	(17) Roadway buildings							11	
12	(18) Water stations							12	
13	(19) Fuel Stations							13	
14	(20) Shops and enginehouse							14	
15	(22) Storage warehouses							15	
16	(23) Wharves and docks							16	
17	(24) Coal and ore wharves							17	
18	(25) TOFC/COFC terminals							18	
19	(26) Communication systems							19	
20	(27) Signals and interlockers							20	
21	(29) Power plants							21	
22	(31) Power-transmission systems							22	
23	(35) Miscellaneous structures							23	
24	(37) Roadway machines							24	
25	(39) Public improvements-Construction							25	
26	(44) Shop machinery*							26	
27	(45) Power-plant machinery							27	
28	All other road accounts							28	
29	TOTAL ROAD							29	
	EQUIPMENT								
30	(52) Locomotives							30	
31	(53) Freight-train cars							31	
32	(54) Passenger-train cars							32	
33	(55) Highway revenue equipment							33	
34	(56) Floating equipment							34	
35	(57) Work equipment							35	
36	(58) Miscellaneous equipment							36	
37	(59) Computer systems and word processing equipment							37	
38	TOTAL EQUIPMENT							38	
39	GRAND TOTAL							39	

* To be reported with equipment expense rather than W&S expenses.

352A. INVESTMENT IN RAILROAD PROPERTY USED IN TRANSPORTATION SERVICE (By Company)
(Dollars in Thousands)

1. Disclose the investment in railway property used in transportation service at the close of the year. This investment represents the aggregate of property owned or leased by the respondent and used in the respondent's transportation service. Such property includes (a) the investment reported in Accounts 731, "Road and Equipment Property," and 732, "Improvements on Leased Property," of the respondent, less any 731 or 732 property leased to others for their exclusive use of road, track, or bridges (including equipment or other railway property covered by the contract). Equipment leased to others under separate distinct contracts shall not be deducted from respondent's 731 or 732 property, and (b) the investment of other companies' 731 and 732 property (including operating and lessor railroads) used by the respondent when the lease is for exclusive use or control of roads, tracks, or bridges (including equipment of other railway property covered by the contract). This excludes leased equipment from operating railroads under separate distinct contracts and the investment of other carriers in property jointly used by the respondent.
2. In column (a), classify each company in this schedule as: "R" for respondent, "L" for lessor railroad, "P" for inactive or proprietary company, or "O" for other leased properties.
3. In column (a) to (e), inclusive, first show the data requested for the respondent (R); next show data for companies whose entire properties are used in transportation service of the respondent, divided between lessor (L) and proprietary (P) companies; followed by data for carriers and others (O), portions of whose property are used in transportation service of respondent. Show a total for each class of company in columns (d) and (e). Then show, as deductions data for transportation property leased to carriers and others.
4. In column (c), line-haul carriers report the miles of road used in line-haul service. Report miles in whole numbers.
5. In column (d), show the amount applicable to Accounts 731 and 732 on the books of companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to deductions made by the owners in their reports. If separate value is not available, explanations should be provided. Differences between amounts shown in column (d) of this schedule and column (c), line 24, on the asset side of the general balance sheet of each individual railway should be explained in a footnote. Book values included in Accounts 731 and 732 of the owner should be reported in column (d) in reference to the investment of the respondent in the securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6% or otherwise) value of property of private owners, or portions of property of other carriers, should be explained.
6. In column (e), show the amount of depreciation and amortization accrued as of the close of the year in Accounts 733, 734, 735, 736, and 772, that is applicable to the property of the carriers whose names are listed in column (b), regardless of where reserves therefor are recorded.

Line No.	Class (See Ins. 2) (a)	Name of Company (b)	Miles of road used (See Ins. 4) (whole number) (c)	Investments in property (See Ins. 5) (d)	Depreciation and amortization of defense projects (See Ins. 6) (e)	Line No.
1	R	Union Pacific Railroad	26,020	\$56,858,169	\$16,768,377	1
2						2
3		Add - Leased From Others				3
4						4
5	O	U.S. Government - Sable to Bunell, CO used under contract	1/ 1			5
6	O	City of Kansas City, KS - Tracks		2/ 244	3/	6
7	O	General Motors		2/ 11	3/	7
8	O	Louisville & Nashville RR Co.,-SCL			16 3/	8
9	O	New Orleans Public Belt Railroad Co.			36 3/	9
10	O	Port of Corpus Christi		2/ 581	3/	10
11	O	Greater Baton Rouge Port Commission		2/ 2,960	3/	11
12	O	Lake Charles Harbor & Terminal District		2/ 104	3/	12
13	O	Port of Beaumont		2/ 419	3/	13
14	O	City and County of San Francisco (Formerly Ocean Shore Railway) yard switching tracks			34 3/	14
15	O	Medford Corp, Medford, Oregon-Way switching tracks			40 3/	15
16	O	Nueces County Navigation Dist. No. 1 Terminal				16
17	O	Properties Corpus Christi, TX			581 3/	17
18	O	Moffat Tunnel Improvement District	9 4/	11,435 5/		18
19						19
20						20
21						21
22						22
23		Total Leased From Others	10	16,461		0 23
24						24
25		Deduct - Leased to Others:				25
26						26
27	O	Houston Belt & Terminal Rwy. Co.	3 2/	3,798 3/		27
28						28
29						29
30		Net Additions	7	12,663		0 30
31		TOTAL	26,027	\$56,870,832	\$16,768,377	31

1/, 2/, 3/, 4/, 5/ See notes on page 39.

352B. INVESTMENT IN RAILROAD PROPERTY USED IN TRANSPORTATION SERVICE (By Property Account)
(Dollars in Thousands)

1. In columns (b) through (e) give, by primary accounts, the amount of investment at the close of the year in property of respondent and each group or class of companies and properties.
2. The amounts for respondent and for each group or class of companies and properties on line 44 should correspond with the amounts for each class of company and property shown in Schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in this schedule.
3. Report on line 29 amounts representing capitalization of rentals for leased property based on 6% per year where property is not classified by accounts by noncarrier owners, or where the cost of property leased from other carriers is not ascertainable. Identify noncarrier owners, and briefly explain on page 39 the methods of estimating value of property of noncarriers or property of other carriers.
4. Report on line 30 amounts not included in the accounts shown, or in line 29. The items reported should be briefly identified and explained. Also include here those items after permission is obtained from the Board for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Board.

Line No.	Cross Check	Account (a)	Respondent (b)	1/ Lessor Railroads (c)	Inactive (proprietary companies) (d)	Other Leased Properties (e)	Line No.
1	(2)	Land for transportation purposes	\$4,731,531	\$4,066		\$16	1
2	(3)	Grading	3,025,044	6,573		108	2
3	(4)	Other, right-of-way expenditures	94,467	228			3
4	(5)	Tunnels and subways	360,485	0		8,593	4
5	(6)	Bridges, trestles, and culverts	3,165,176	8,996		72	5
6	(7)	Elevated structures	0	0			6
7	(8)	Ties	8,393,193	10,817		793	7
8	(9)	Rail and other track material	13,182,618	37,557		48	8
9	(11)	Ballast	4,386,143	12,676		324	9
10	(13)	Fences, snowsheds and signs	85,180	305		5	10
11	(16)	Station and office buildings	626,207	684		19	11
12	(17)	Roadway buildings	38,663	52		38	12
13	(18)	Water stations	7,967	9			13
14	(19)	Fuel stations	172,124	9			14
15	(20)	Shops and enginehouses	497,166	55			15
16	(22)	Storage warehouses	984	0			16
17	(23)	Wharves and docks	34,677	0			17
18	(24)	Coal and ore wharves	1,157	0			18
19	(25)	TOFC/COFC terminals	954,578	1,919			19
20	(26)	Communication systems	482,313	370			20
21	(27)	Signals and interlockers	3,439,114	6,348		78	21
22	(29)	Power plants	0	0			22
23	(31)	Power transmission systems	124,129	19			23
24	(35)	Miscellaneous structures	20,589	51			24
25	(37)	Roadway machines	654,613	4			25
26	(39)	Public improvements-construction	839,535	935		612	26
27	(44)	Shop machinery	199,598	0			27
28	(45)	Power-plant machinery	0	0			28
29		Leased property capitalized rentals (explain)	0	0		1/ 950	29
30		Other (specify and explain)	0	0			30
31		TOTAL ROAD	45,517,251	91,673		11,656	31
32	(52)	Locomotives	7,296,915	0			32
33	(53)	Freight-train cars	1,986,779	0			33
34	(54)	Passenger-train cars	0	0			34
35	(55)	Highway revenue equipment	355,034	0			35
36	(56)	Floating equipment	0	0			36
37	(57)	Work equipment	169,024	0			37
38	(58)	Miscellaneous equipment	11,334	1			38
39	(59)	Computer systems & WP equipment	585,586	0			39
40		TOTAL EQUIPMENT	10,404,672	1			40
41	(76)	Interest during construction	42,663	632		1,007	41
42	(80)	Other elements of investment	0	0			42
43	(90)	Construction work in progress	801,277	0			43
44		GRAND TOTAL	\$56,765,863	\$92,306		\$12,663	44

1/ See note on page 39.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

Cross-checks

Schedule 410

Line 620, column (h) =
 Line 620, column (f) =
 Line 620, column (g) =

Line 136 thru 138 column (f) =
 Line 118 thru 123, and 130 thru 135
 column (f) =

Line 231, column (f) =

Line 230, column (f) =

Lines 207, 208, 211, 212, columns (f) =

Lines 226, 227, column (f) =

Lines 311, 312, 315, 316, column (f) =

Line 213, column (f) =

Line 232, column (f) =

Line 317, column (f) =

Lines 202, 203, 216, column (f) (equal
 to or greater than, but variance cannot
 exceed line 216, column (f))

Lines 221, 222, 235, column (f) (equal
 to or greater than, but variance cannot
 exceed line 235, column (f))

Lines 302 thru 307 and 320, column (f) (equal
 to or greater than, but variance cannot
 exceed line 320, column (f))

Line 507, column (f) =

Line 508, column (f) =

Line 509, column (f) =

Line 510, column (f) =

Line 511, column (f) =

Line 512, column (f) =

Line 513, column (f) =

Line 514, column (f) =

Line 515, column (f) =

Line 516, column (f) =

Line 517, column (f) =

Schedule 450

Line 4, column (b) =

Schedule 210

Line 14, column (b)

Line 14, column (d)

Line 14, column (e)

Schedule 412

Line 29, column (b)

Line 29, column (c)

Schedule 414

Line 19, columns (b) thru (d)

Line 19, columns (e) thru (g)

Schedule 415

Lines 5, 38, column (f)

Lines 24, 39, column (f)

Lines 32, 35, 36, 37, 40, 41, column (f)

And

Schedule 414

Minus line 24, columns (b) thru (d) plus
 line 24, columns (e) thru (g)

Schedule 415

Lines 5, 38, columns (c) and (d)

Lines 24, 39, columns (c) and (d)

Lines 32, 35, 36, 37, 40, 41, columns (c) and (d)

Lines 5, 38, column (b)

Lines 24, 39, column (b)

Lines 32, 35, 36, 37, 40, 41, column (b)

Schedule 417

Line 1, column (j)

Line 2, column (j)

Line 3, column (j)

Line 4, column (j)

Line 5, column (j)

Line 6, column (j)

Line 7, column (j)

Line 8, column (j)

Line 9, column (j)

Line 10, column (j)

Line 11, column (j)

Schedule 210

Line 47, column (b)

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
		WAY AND STRUCTURES								
		ADMINISTRATION								
1		Track	17,785	3,374	1,310	126	22,595	2,203	24,798	1
2		Bridge & Building	1,828	2,465	933	249	5,475	1,577	7,052	2
3		Signal	15,797	6,449	6,111	1,841	30,198	1,461	31,659	3
4		Communication	1,538	79	922	601	3,140	246	3,386	4
5		Other	5,559	529	3,881	1,973	11,942	1,406	13,348	5
		REPAIR AND MAINTENANCE								
6		Roadway - Running	17,913	2,393	33,936	95	54,337	2,111	56,448	6
7		Roadway - Switching	6,606	817	11,381	32	18,836	0	18,836	7
8		Tunnels and Subways - Running	37	0	2,992	0	3,029	182	3,211	8
9		Tunnels and Subways - Switching	12	0	1,053	0	1,065	0	1,065	9
10		Bridges - Culverts - Running	15,810	6,376	173	2,224	24,583	691	25,274	10
11		Bridges - Culverts - Switching	5,436	2,159	58	738	8,391	0	8,391	11
12		Ties - Running	5,838	8,846	485	918	16,087	286	16,373	12
13		Ties - Switching	1,886	2,997	161	305	5,349	0	5,349	13
14		Rail & Other Track Material - Running	113,716	31,469	42,257	4,090	191,532	4,110	195,642	14
15		Rail & Other Track Material - Switching	38,069	10,773	3,199	1,336	53,377	9	53,386	15
16		Ballast - Running	12,512	1,448	7,732	0	21,692	82	21,774	16
17		Ballast - Switching	4,805	396	11	0	5,212	0	5,212	17
18		Road Property Damaged - Running	716	0	667	0	1,383	25	1,408	18
19		Road Property Damaged - Switching	244	0	220	0	464	4	468	19
20		Road Property Damaged - Other	64	0	46	0	110	0	110	20
21		Signal & Interlockers-Running	55,146	14,064	6,861	1,551	77,622	5,532	83,154	21
22		Signal & Interlockers-Switching	19,467	5,062	2,495	588	27,612	0	27,612	22
23		Communications Systems	25,309	9,381	2,421	647	37,758	92	37,850	23
24		Power Systems	2,202	0	0	0	2,202	690	2,892	24
25		Highway Grade Crossing - Running	12,092	83	3,082	0	15,257	594	15,851	25
26		Highway Grade Crossing - Switching	485	6	21	0	512	0	512	26
27		Station & Office Buildings	3,895	6,523	18,087	100	28,605	3,514	32,119	27
28		Shop Buildings - Locomotives	17,454	0	1,878	0	19,332	169	19,501	28
29		Shop Buildings - Freight Cars	139	0	564	0	703	0	703	29
30		Shop Buildings - Other Equipment	0	5,483	49	0	5,532	46	5,578	30

410. RAILWAY OPERATING EXPENSES - Continued
(Dollars in Thousands)

State the railway operating expenses on respondents road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
		REPAIR AND MAINTENANCE - (Continued)								
101		Locomotive Servicing Facilities	638	540	3,571	67	4,816	90	4,906	101
102		Miscellaneous Buildings & Structures	2,380	161	524	13	3,078	992	4,070	102
103		Coal Terminals	0	0	0	0	0	0	0	103
104		Ore Terminals	0	0	0	0	0	0	0	104
105		Other Marine Terminals	0	0	0	0	0	0	0	105
106		TOFC/COFC-Terminals	0	0	21,312	0	21,312	0	21,312	106
107		Motor Vehicle Loading & Distribution Facilities	0	0	0	0	0	0	0	107
108		Facilities for Other Specialized Service Operations	0	0	0	0	0	0	0	108
109		Roadway Machines	2,576	3,421	3,468	2,709	12,174	1,319	13,493	109
110		Small Tools and Supplies	0	0	0	0	0	0	0	110
111		Snow Removal	430	2,601	4,185	0	7,216	1,381	8,597	111
112		Fringe Benefits - Running	N/A	N/A	N/A	105,467	105,467	6,426	111,893	112
113		Fringe Benefits - Switching	N/A	N/A	N/A	34,070	34,070	424	34,494	113
114		Fringe Benefits - Other	N/A	N/A	N/A	55,708	55,708	817	56,525	114
115		Casualties & Insurance - Running	N/A	N/A	N/A	8,794	8,794	9	8,803	115
116		Casualties & Insurance - Switching	N/A	N/A	N/A	2,856	2,856	0	2,856	116
117		Casualties & Insurance - Other	N/A	N/A	N/A	2,581	2,581	0	2,581	117
118		Lease Rentals - Debit - Running	N/A	N/A	1,828	N/A	1,828	0	1,828	118
119		Lease Rentals - Debit - Switching	N/A	N/A	0	N/A	0	0	0	119
120		Lease Rentals - Debit - Other	N/A	N/A	42,266	N/A	42,266	442	42,708	120
121		Lease Rentals - (Credit) - Running	N/A	N/A	0	N/A	0	0	0	121
122		Lease Rentals - (Credit) - Switching	N/A	N/A	0	N/A	0	0	0	122
123		Lease Rentals - (Credit) - Other	N/A	N/A	0	N/A	0	0	0	123
124		Joint Facility Rent - Debit - Running	N/A	N/A	31,359	N/A	31,359	0	31,359	124
125		Joint Facility Rent - Debit - Switching	N/A	N/A	1,707	N/A	1,707	0	1,707	125
126		Joint Facility Rent - Debit - Other	N/A	N/A	214	N/A	214	0	214	126
127		Joint Facility Rent - (Credit) - Running	N/A	N/A	(4,418)	N/A	(4,418)	0	(4,418)	127
128		Joint Facility Rent - (Credit) - Switching	N/A	N/A	(330)	N/A	(330)	0	(330)	128
129		Joint Facility Rent - (Credit) - Other	N/A	N/A	(910)	N/A	(910)	0	(910)	129
130		Other Rents - Debit - Running	N/A	N/A	0	N/A	0	0	0	130
131		Other Rents - Debit - Switching	N/A	N/A	0	N/A	0	0	0	131
132		Other Rents - Debit - Other	N/A	N/A	0	N/A	0	0	0	132
133		Other Rents - (Credit) - Running	N/A	N/A	0	N/A	0	0	0	133

410. RAILWAY OPERATING EXPENSES - Continued
(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
134		REPAIR AND MAINTENANCE - (Continued)								134
		Other Rents - (Credit) - Switching	N/A	N/A	0	N/A	0	0	0	
135		Other Rents - (Credit) - Other	N/A	N/A	0	N/A	0	0	0	135
136		Depreciation - Running	N/A	N/A	N/A	964,695	964,695	2,061	966,756	136
137		Depreciation - Switching	N/A	N/A	N/A	322,270	322,270	0	322,270	137
138		Depreciation - Other	N/A	N/A	N/A	83,179	83,179	0	83,179	138
139		Joint Facility - Debit - Running	N/A	N/A	106,737	N/A	106,737	123	106,860	139
140		Joint Facility - Debit - Switching	N/A	N/A	10,180	N/A	10,180	0	10,180	140
141		Joint Facility - Debit - Other	N/A	N/A	698	N/A	698	0	698	141
142		Joint Facility - (Credit) - Running	N/A	N/A	(33,163)	N/A	(33,163)	0	(33,163)	142
143		Joint Facility - (Credit) - Switching	N/A	N/A	(540)	N/A	(540)	0	(540)	143
144		Joint Facility - (Credit) - Other	N/A	N/A	0	N/A	0	0	0	144
145		Dismantling Retired Road Property - Running	0	3,763	15,616	0	19,379	0	19,379	145
146		Dismantling Retired Road Property - Switching	0	0	0	0	0	0	0	146
147		Dismantling Retired Road Property - Other	0	0	0	0	0	0	0	147
148		Other - Running	0	0	0	0	0	0	0	148
149		Other - Switching	0	0	0	0	0	0	0	149
150		Other - Other	1	12	0	269	282	0	282	150
151		TOTAL WAY & STRUCTURE	408,385	131,670	357,290	1,600,092	2,497,437	39,114	2,536,551	151
		EQUIPMENT - LOCOMOTIVES								
201		Administration	16,988	5,072	8,248	1,934	32,242	2,464	34,706	201
202		Repair & Maintenance	155,247	329,870	163,340	1,664	650,121	9,106	659,227	202
203		Machinery Repair	0	2,504	5,686	0	8,190	0	8,190	203
204		Equipment Damaged	0	6	262	0	268	0	268	204
205		Fringe Benefits	N/A	N/A	N/A	84,447	84,447	4,003	88,450	205
206		Other Casualties and Insurance	N/A	N/A	N/A	6,647	6,647	2	6,649	206
207		Lease Rentals - Debit	N/A	N/A	268,801	N/A	268,801	0	268,801	207
208		Lease Rentals - (Credit)	N/A	N/A	0	N/A	0	0	0	208
209		Joint Facility Rent - Debit	N/A	N/A	0	N/A	0	0	0	209
210		Joint Facility Rent - (Credit)	N/A	N/A	(1)	N/A	(1)	0	(1)	210
211		Other Rents - Debit	N/A	N/A	0	N/A	0	0	0	211
212		Other Rents - (Credit)	N/A	N/A	(1,722)	N/A	(1,722)	0	(1,722)	212
213		Depreciation	N/A	N/A	N/A	430,572	430,572	34	430,606	213
214		Joint Facility - Debit	N/A	N/A	972	N/A	972	0	972	214
215		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	0	0	215
216		Repairs Billed to Others - (Credit)	N/A	N/A	0	N/A	0	0	0	216

410. RAILWAY OPERATING EXPENSES - Continued
(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
217		LOCOMOTIVES - (Continued)								
		Dismantling Retired Property	0	0	0	0	0	0	0	217
218		Other	2,660	6	889	268	3,823	0	3,823	218
219		TOTAL LOCOMOTIVES	174,895	337,458	446,475	525,532	1,484,360	15,609	1,499,969	219
		FREIGHT CARS								
220		Administration	7,785	198	2,689	524	11,196	N/A	11,196	220
221		Repair & Maintenance	133,593	202,966	99,791	2,486	438,836	N/A	438,836	221
222		Machinery Repair	0	2,164	1,892	0	4,056	N/A	4,056	222
223		Equipment Damaged	0	0	0	0	0	N/A	0	223
224		Fringe Benefits	N/A	N/A	N/A	68,261	68,261	N/A	68,261	224
225		Other Casualties & Insurance	N/A	N/A	N/A	40,385	40,385	N/A	40,385	225
226		Lease Rentals - Debit	N/A	N/A	190,161	N/A	190,161	N/A	190,161	226
227		Lease Rentals - (Credit)	N/A	N/A	(698)	N/A	(698)	N/A	(698)	227
228		Joint Facility Rent - Debit	N/A	N/A	0	N/A	0	N/A	0	228
229		Joint Facility Rent - (Credit)	N/A	N/A	0	N/A	0	N/A	0	229
230		Other Rents - Debit	N/A	N/A	690,748	N/A	690,748	N/A	690,748	230
231		Other Rents - (Credit)	N/A	N/A	(125,155)	N/A	(125,155)	N/A	(125,155)	231
232		Depreciation	N/A	N/A	N/A	69,075	69,075	N/A	69,075	232
233		Joint Facility - Debit	N/A	N/A	0	N/A	0	N/A	0	233
234		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	N/A	0	234
235		Repairs Billed Other - (Credit)	N/A	N/A	(176,418)	N/A	(176,418)	N/A	(176,418)	235
236		Dismantling Retired Property	0	0	0	0	0	N/A	0	236
237		Others	0	0	0	0	0	N/A	0	237
238		TOTAL FREIGHT CARS	141,378	205,328	683,010	180,731	1,210,447	N/A	1,210,447	238
		OTHER EQUIPMENT								
301		Administration	0	0	0	0	0	1,154	1,154	301
		Repair and Maintenance:								
302		Truck, Trailers & Containers - Revenue Service	478	15,318	23,552	5	39,353	N/A	39,353	302
303		Floating Equipment - Revenue Services	0	0	0	0	0	N/A	0	303
304		Passenger & Other Revenue Equipment	1,164	2	61	0	1,227	15,838	17,065	304
305		Computers & Data Process Systems	0	1,740	27,985	7	29,732	29	29,761	305
306		Machinery	0	462	588	0	1,050	5	1,055	306
307		Work & Other Nonrevenue Equipment	480	0	32,924	0	33,404	1,082	34,486	307
308		Equipment Damaged	0	0	0	0	0	0	0	308
309		Fringe Benefits	N/A	N/A	N/A	1,125	1,125	5,731	6,856	309
310		Other Casualties & Insurance	N/A	N/A	N/A	102	102	2	104	310
311		Lease Rentals - Debit	N/A	N/A	134,568	N/A	134,568	2,122	136,690	311
312		Lease Rentals - (Credit)	N/A	N/A	(845)	N/A	(845)	0	(845)	312

410. RAILWAY OPERATING EXPENSES - Continued
(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
313		OTHER EQUIPMENT - (Continued)								
		Joint Facility Rent - Debit	N/A	N/A	0	N/A	0	0	0	313
314		Joint Facility Rent - (Credit)	N/A	N/A	(1)	N/A	(1)	0	(1)	314
315		Other Rents - Debit	N/A	N/A	28	N/A	28	0	28	315
316		Other Rents - (Credit)	N/A	N/A	0	N/A	0	0	0	316
317		Depreciation	N/A	N/A	0	108,990	108,990	147	109,137	317
318		Joint Facility - Debit	N/A	N/A	7,522	N/A	7,522	0	7,522	318
319		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	0	0	319
320		Repairs Billed Other - (Credit)	N/A	N/A	(8,073)	N/A	(8,073)	0	(8,073)	320
321		Dismantling Retired Equipment	0	0	0	0	0	0	0	321
322		Other	207	99	459	7	772	0	772	322
323		TOTAL OTHER EQUIPMENT	2,329	17,621	218,768	110,236	348,954	26,110	375,064	323
324		TOTAL EQUIPMENT	318,602	560,407	1,348,253	816,499	3,043,761	41,719	3,085,480	324
		TRANSPORTATION								
		TRAIN OPERATIONS								
401		Administration	43,296	3,084	10,803	5,224	62,407	5,398	67,805	401
402		Engine Crews	661,246	2,525	7,659	106,372	777,802	7,683	785,485	402
403		Train Crews	565,783	0	0	0	565,783	23,278	589,061	403
404		Dispatching Trains	48,437	40	2,534	415	51,426	600	52,026	404
405		Operating Signal & Interlockers	81	0	4,293	0	4,374	462	4,836	405
406		Operating Drawbridges	0	0	0	0	0	0	0	406
407		Highway Crossing Protection	0	0	2,085	0	2,085	0	2,085	407
408		Train Inspection & Lubricants	66,345	47,398	1,530	4,554	119,827	90	119,917	408
409		Locomotive Fuel	0	3,070,706	0	0	3,070,706	31,664	3,102,370	409
410		Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	410
411		Servicing Locomotives	82,709	5,507	5,516	0	93,732	2,030	95,762	411
412		Freight Lost or Damaged	0	0	0	0	0	0	0	412
413		Clearing Wrecks	735	200	18,288	0	19,223	0	19,223	413
414		Fringe Benefits	0	0	0	663,157	663,157	14,524	677,681	414
415		Other Casualties & Insurance	0	0	0	20,044	20,044	1,473	21,517	415
416		Joint Facility - Debit	0	0	84,738	0	84,738	0	84,738	416
417		Joint Facility - (Credit)	0	0	(131,551)	0	(131,551)	0	(131,551)	417
418		Other	33,743	321	297,689	5,981	337,734	468	338,202	418
419		TOTAL TRAIN OPERATIONS	1,502,375	3,129,781	303,584	805,747	5,741,487	87,670	5,829,157	419
		YARD OPERATIONS								
420		Administration	4,624	520	10,552	190	15,886	11	15,897	420
421		Switch Crews	265,018	7,175	9,221	68,244	349,658	1,343	351,001	421

410. RAILWAY OPERATING EXPENSES - Continued
(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
422		YARD OPERATIONS - (Continued)								
		Controlling Operations	40,726	0	0	0	40,726	1,040	41,766	422
423		Yard & Terminal Clerical	10,171	713	2	42	10,928	659	11,587	423
424		Operating Switches, Signals, Retarders & Humps	174	0	4,055	2	4,231	135	4,366	424
425		Locomotive Fuel	0	403,301	0	0	403,301	0	403,301	425
426		Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	426
427		Servicing Locomotives	0	0	0	0	0	0	0	427
428		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A	0	0	0	0	428
429		Clearing Wrecks	0	0	0	0	0	30	30	429
430		Fringe Benefits	N/A	N/A	N/A	141,565	141,565	1,271	142,836	430
431		Other Casualties & Insurance	N/A	N/A	N/A	4,349	4,349	0	4,349	431
432		Joint Facility - Debit	N/A	N/A	30,557	N/A	30,557	0	30,557	432
433		Joint Facility - (Credit)	N/A	N/A	(2,087)	N/A	(2,087)	0	(2,087)	433
434		Other	0	0	0	0	0	0	0	434
435		TOTAL YARD OPERATION	320,713	411,709	52,300	214,392	999,114	4,489	1,003,603	435
501		TRAIN & YARD OPERATIONS COMMON								
		Cleaning Car Interiors	423	10	6,966	N/A	7,399	2,044	9,443	501
502		Adjusting & Transferring Loads	0	0	10,979	N/A	10,979	N/A	10,979	502
503		Car Loading Devices & Grain Doors	2	1,300	28,048	N/A	29,350	N/A	29,350	503
504		Freight Loss or Damaged - All Other	0	N/A	0	20,869	20,869	0	20,869	504
505		Fringe Benefits	0	N/A	0	187	187	0	187	505
506		TOTAL TRAIN & YARD OPERATIONS COMMON	425	1,310	45,993	21,056	68,784	2,044	70,828	506
		SPECIALIZED SERVICE OPERATIONS								
507		Administration	10,123	192	2,761	339	13,415	N/A	13,415	507
508		Picking & Delivery & Marine Line Haul	0	0	28,410	0	28,410	N/A	28,410	508
509		Loading & Unloading Local Marine	16,534	0	257,192	431	274,157	N/A	274,157	509
510		Protective Services	0	0	10,040	0	10,040	N/A	10,040	510
511		Freight Loss or Damaged - Solely Related	N/A	N/A	N/A	0	0	N/A	0	511
512		Fringe Benefits	N/A	N/A	N/A	13,363	13,363	N/A	13,363	512
513		Casualties & Insurance	N/A	N/A	N/A	367	367	N/A	367	513
514		Joint Facility - Debit	N/A	N/A	0	0	0	N/A	0	514
515		Joint Facility - (Credit)	N/A	N/A	0	0	0	N/A	0	515
516		Others	3,618	352	2,489	123	6,582	N/A	6,582	516
517		TOTAL SPECIALIZED SERVICES OPERATIONS	30,275	544	300,892	14,623	346,334	N/A	346,334	517

410. RAILWAY OPERATING EXPENSES - Concluded
(Dollars in Thousands)

State the railway operating expenses on respondents road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
518		ADMINISTRATIVE SUPPORT OPERATIONS								
		Administration	177,514	4,892	13,271	86,312	281,989	1,391	283,380	518
519		Employees Performing Clerical & Acctg Functions	11,810	4,039	3,873	257	19,979	6,597	26,576	519
520		Communication Systems Operations	5,023	572	1,399	521	7,515	607	8,122	520
521		Loss & Damage Claims Process	13,505	326	4,245	1,337	19,413	0	19,413	521
522		Fringe Benefits	N/A	N/A	0	62,342	62,342	2,652	64,994	522
523		Casualties & Insurance	N/A	N/A	0	3,105	3,105	0	3,105	523
524		Joint Facility - Debit	N/A	N/A	528	N/A	528	0	528	524
525		Joint Facility - (Credit)	N/A	N/A	(1,000)	N/A	(1,000)	0	(1,000)	525
526		Other	1,824	3	399	147	2,373	0	2,373	526
527		TOTAL ADMINISTRATION SUPPORT OPERATIONS	209,676	9,832	22,715	154,021	396,244	11,247	407,491	527
528		TOTAL TRANSPORTATION	2,063,464	3,553,176	725,494	1,209,839	7,551,963	105,450	7,657,413	528
601		GENERAL & ADMINISTRATIVE								
		Officers General & Administration	49,981	4,379	23,810	24,895	103,065	155	103,220	601
602		Accounting, Auditing & Finance	29,014	100	13,082	1,685	43,881	198	44,079	602
603		Management Services & Data Processing	52,219	453	10,264	2,644	65,580	450	66,030	603
604		Marketing	52,270	797	25,656	8,784	87,507	42	87,549	604
605		Sales	0	0	861	0	861	0	861	605
606		Industrial Development	2,823	52	11	256	3,142	0	3,142	606
607		Personnel & Labor Relations	35,535	1,164	3,596	14,698	54,993	1,657	56,650	607
608		Legal & Secretarial	18,595	209	71,242	2,566	92,612	873	93,485	608
609		Public Relations & Advertising	3,093	100	2,713	8,150	14,056	48	14,104	609
610		Research & Development	0	0	0	0	0	0	0	610
611		Fringe Benefits	N/A	N/A	N/A	156,618	156,618	699	157,317	611
612		Casualties & Insurance	N/A	N/A	N/A	62,851	62,851	10	62,861	612
613		Writedown of Uncollectible Accounts	N/A	N/A	N/A	(1,060)	(1,060)	14	(1,046)	613
614		Property Taxes	N/A	N/A	N/A	322,794	322,794	1,875	324,669	614
615		Other Taxes	N/A	N/A	N/A	30,277	30,277	153	30,430	615
616		Joint Facility - Debit	N/A	N/A	4,227	N/A	4,227	0	4,227	616
617		Joint Facility - (Credit)	N/A	N/A	(43)	N/A	(43)	0	(43)	617
618		Other	38,157	1,872	33,933	6,842	80,804	21	80,825	618
619		TOTAL GENERAL & ADMINISTRATIVE	281,687	9,126	189,352	642,000	1,122,165	6,195	1,128,360	619
620		TOTAL OPERATING EXPENSE	3,072,138	4,254,379	2,620,379	4,268,430	14,215,326	192,478	14,407,804	620

412. WAY AND STRUCTURES

(Dollars in Thousands)

1. Report freight expenses only.
2. The total depreciation expense reported in column (b), line 29, should balance to the sum of the depreciation expense reported in Schedule 410, column (f), lines 136, 137 and 138.
3. Report in column (c) the lease/rentals for the various property categories of way and structures. The total lease/rental reported in column (c), line 29 should balance the net amount reported in Schedule 410, column (f), lines 118 through 123, plus lines 130 through 135. If an entire road or segment of track is leased and if the actual breakdown of lease/rentals by property categories is not known, apportion the lease/rentals based on the percentage of the categories' depreciation bases for all categories of depreciable leased property. Use Schedule 352B of this report to obtain the depreciation bases of the categories of leased property.
4. Amortization adjustment of each road property type which is included in column (b) shall be repeated in column (d) as a debit or credit to the appropriate line item. The net adjustment on line 29 shall equal the adjustment reported on line 29 of Schedule 335.
5. Report on line 28 all other lease rentals not apportioned to any category listed on lines 1-27.
6. Line 11, Account 16, should not include computer and data processing equipment reported on line 37 of Schedule 415.

Line No.	Cross Check	Property account	Category (a)	Depreciation (b)	Lease/Rentals (net) (c)	Amortization adjustment during year (d)	Line No.
1		2	Land for transportation purposes	N/A		0	1
2		3	Grading	44,296		(357)	2
3		4	Other right-of-way expenditures	2,267		(11)	3
4		5	Tunnels and subways	3,982		(106)	4
5		6	Bridges, trestles and culverts	64,382		684	5
6		7	Elevated structures	0		0	6
7		8	Ties	385,411		13,383	7
8		9	Rail and other track material	508,845		(13,442)	8
9		11	Ballast	125,933		2,217	9
10		13	Fences, snowsheds and signs	1,471		79	10
11		16	Station and office buildings	20,696		71	11
12		17	Roadway buildings	1,113		(25)	12
13		18	Water stations	85		(86)	13
14		19	Fuel stations	5,189		(108)	14
15		20	Shops and enginehouses	5,745		(885)	15
16		22	Storage warehouses	11		0	16
17		23	Wharves and docks	478		0	17
18		24	Coal and ore wharves	104		9	18
19		25	TOFC/COFC terminals	24,106		(635)	19
20		26	Communications systems	15,157		788	20
21		27	Signals and interlockers	120,072		11,771	21
22		29	Power plants	0		0	22
23		31	Power transmission systems	2,088		73	23
24		35	Miscellaneous structures	495		(20)	24
25		37	Roadway machines	21,418		6,517	25
26		39	Public improvements; construction	16,800		(1,059)	26
27		45	Power plant machines	0		0	27
28			Other lease/rentals	N/A	44,094	N/A	28
29			TOTAL 1/	1,370,144	44,094	18,858	29

1/ Column (d) is equal to the amount reported on line 29 column (g) of Schedule 335 minus the amortization amount for Shop Machinery, which is not included in this Schedule 412 amount.

414. RENTS FOR INTERCHANGED FREIGHT TRAIN CARS AND OTHER FREIGHT-CARRYING EQUIPMENT
(Dollars in Thousands)

1. Report freight expenses only.
 2. Report in this supporting schedule rental information by car type and other freight-carrying equipment relating to the interchange of railroad-owned or leased equipment and privately-owned equipment. Reporting for leased equipment covers equipment with the carrier's own railroad markings.
 3. The gross amounts receivable and payable for freight-train cars (line 19, columns (b) through (d), and line 19, columns (e) through (g), respectively) should balance with Schedule 410, column (f), lines 231 (credits) and 230 (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f), lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of Schedule 410 because those lines include rents for "Other Equipment" which is reported in Schedule 415, column (e). The balancing of Schedules 410, 414 and 415 "Other Equipment" is outlined in note 6 to Schedule 415.
 4. Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper-owned cars.
 5. Report in columns (c), (d), (f), and (g) rentals for railroad owned cars prescribed by the Board in Ex Parte No. 334, for which rentals are settled on a combination mileage and time basis (basic per diem). Include railroad owned per diem tank cars on line 17.
- NOTE: Mechanical designations for each car type are shown in Schedule 710.

Line No.	Cross Check	Type of Equipment (a)	GROSS AMOUNTS RECEIVABLE			GROSS AMOUNTS PAYABLE			Line No.	
			Private line cars (b)	Mileage (c)	Time (d)	Private line cars (e)	Mileage (f)	Time (g)		
CAR TYPES										
1		Box - Plain 40 Foot		0	0	0	0	0	0	1
2		Box - Plain 50 Foot and Longer		6	26	11,607	1,614	3,623	2	
3		Box - Equipped		2,482	9,996	28,798	27,433	52,780	3	
4		Gondola - Plain		125	1,257	6,361	1,491	3,122	4	
5		Gondola - Equipped		1,360	7,051	0	8,834	17,483	5	
6		Hopper - Covered		6,295	25,188	71,636	12,004	27,245	6	
7		Hopper - Open Top - General Service		380	4,011	10	149	352	7	
8		Hopper - Open Top - Special Service		10	668	45	166	177	8	
9		Refrigerator - Mechanical		5,389	12,361	35	14	267	9	
10		Refrigerator - Non-Mechanical		783	3,352	26	748	1,364	10	
11		Flat - TOFC/COFC		102	408	137,376	23,080	52,555	11	
12		Flat - Multi-Level		1,814	4,557	83,046	5,119	12,910	12	
13		Flat - General Service		1	6	0	34	68	13	
14		Flat - Other		432	3,030	43,519	9,115	19,331	14	
15		Tank - Under 22,000 Gallons		0	0	804	0	0	15	
16		Tank - 22,000 Gallons and Over		0	0	165	0	0	16	
17		All Other Freight Cars		2	7	0	48	127	17	
18		Auto Racks		0	34,056	0	0	26,067	18	
19		TOTAL FREIGHT TRAIN CARS		19,181	105,974	383,428	89,849	217,471	19	
20		OTHER FREIGHT-CARRYING EQUIPMENT							20	
21		Refrigerated Trailers							21	
22		Other Trailers						28	22	
23		Refrigerated Containers							23	
24	*	Other Containers							24	
24		TOTAL TRAILERS AND CONTAINERS	0	0	0	0	0	0	24	
25		GRAND TOTAL (Lines 19 and 24)	0	19,181	105,974	383,428	89,849	217,499	25	

NOTES AND REMARKS

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GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 415

1. Report freight expenses only.
2. Report by type of equipment all natural expenses relating to the equipment functions (salaries and wages, materials, tools, suppliers, fuels and lubricants, purchased services and general).
3. Report in column (b) net repair expense excluding the cost to repair damaged equipment.

Schedule 415, column (b), will balance to Schedule 410, column (f), as follows:

- (a) Locomotives, line 5 plus line 38 compared to the sum of Schedule 410, lines 202, 203 plus 216 (excluding wreck repairs). Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 204.
- (b) Freight Cars, line 24 plus line 39 compared to the sum of Schedule 410, lines 221, 222 plus 235 (excluding wreck repairs). Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 223.
- (c) Sum of Highway Equipment (line 32), Floating Equipment (line 35), Passenger and Other Revenue Equipment (line 36), Computer and Data Processing Equipment (line 37), Machinery-Other Equipment (line 40), plus Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, the sum of lines 302 through 307, inclusive, plus line 320 (excluding wreck repairs). Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 308.

NOTE: Lines 216, 235, and 320 of Schedule 410 are credit amounts.

The allocation of freight car repair expense reportable on Schedule 415 by car types shall be in accordance with Instruction 2-21, Freight train repair costing, 49 CFR 1201

4. Depreciation expense for each class of equipment by car type shall be reported in columns (c) and (d). For improvements on leased property, Accounts 732 and 733, use a supplementary Schedule 415, which will relate to Schedules 340 and 342

Depreciation charges reported on columns (c) and (d) will balance to Schedule 410, column (f), as follows:

- (a) Locomotives, line 5 plus 38 compared to Schedule 410, line 213.
- (b) Freight Cars, line 24 plus line 39 compared to Schedule 410, line 232.
- (c) Sum of Highway Equipment (line 32), Floating Equipment (line 35), Passenger and Other Revenue Equipment (line 36), Computer and Data Processing Equipment (line 37), Machinery-Other Equipment (line 40), and Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, line 317.

5. Amortization adjustment of each equipment type which is included in column (c) shall be reported in column (e) as a debit or credit to the appropriate line item; the net adjustment on line 43 shall equal the equipment amortization adjustment applicable to equipment used in freight service included in line 39, column c of Schedule 335.

6. Lease/Rentals reported in column (f) should balance to column (f) of Schedule 410 as follows:

- (a) Locomotives, line 5 plus 38 compared to Schedule 410, lines 207, 208, 211 and 212.
- (b) Freight Cars, line 24 plus line 39 compared to Schedule 410, line 226 plus 227 (note that Schedule 410, lines 230 and 231, are reported in Schedule 414 and are not to be included in Schedule 415).
- (c) Sum of Lease/Rentals for All Other Equipment, lines 32, 35, 36, 37, 40 and 41, will balance to Schedule 410, lines 311, 312, 315 and 316, except for the interchange rental on trailers and containers which is reported in Schedule 414. Therefore, both Schedules 414 and 415 should be used when balancing Lease/Rentals Other Equipment to Schedule 410. Do not report in Schedule 415 the Trailer and Container rentals reported in Schedule 414.

7. Investment base by types of equipment shall be reported in columns (g) and (h) and should not include the cost of Equipment Used But Not Owned when the rents therefore are included in the rent for equipment and Account Nos. 31-21-00, 31-22-00, 31-23-00, 35-21-00, 35-22-00 and 35-23-00. It should include the Cost of Equipment Owned and Leased to Others when the rents are included in the rent for Equipment Account Nos. 32-21-00, 32-22-00, 32-23-00, 36-21-00, 36-22-00 and 36-23-00.

Property Used But Not Owned should also be included when the rent is included in Accounts Nos. 31-12-00, 31-13-00, 31-21-00, 31-22-00 and 31-23-00, inclusive.

The grand total of each equipment account in column (h) of Schedule 330 should equal the totals of line items constituting the equipment account totals of columns (g) and (h), of Schedule 415.

8. Accumulated depreciation for each class of equipment shall be reported in columns (i) and (j). The grand total of each equipment reserve account in column (g), Schedule 335, shall equal the combined aggregate total accumulated depreciation for line items constituting the corresponding equipment accounts reported in columns (i) and (j), on Schedule 415.

415. SUPPORTING SCHEDULE -- EQUIPMENT (Dollars in Thousands)							
Line No.	Cross Check	Types of equipment (a)	Repairs (net expenses) (b)	Depreciation		Amortization adjustment net during year (e)	Line No.
				Owned (c)	Capital lease (d)		
		LOCOMOTIVES					
1		Diesel Locomotive - Yard	33,135	47,526	3,286	846	1
2		Diesel Locomotive - Road	616,986	250,566	122,726	28,323	2
3		Other Locomotive - Yard					3
4		Other Locomotive - Road					4
5	*	TOTAL LOCOMOTIVES	650,121	298,092	126,012	29,169	5
		FREIGHT TRAIN CARS					
6		Box - Plain-40 foot	0	0	0	0	6
7		Box - Plain-50 foot and Longer	62	2,516	0	(239)	7
8		Box - Equipped	27,632	3,963	0	(1,025)	8
9		Gondola - Plain	18,287	3,268	0	(2,532)	9
10		Gondola - Equipped	13,603	3,130	0	934	10
11		Hopper - Covered	111,187	21,373	0	(427)	11
12		Hopper - Open Top Gen Svc	40,793	2,950	2,023	(4,197)	12
13		Hopper - Open Top Spec Svc	5,101	554	0	(19)	13
14		Refrigerator - Mechanical	23,351	4,333	0	(304)	14
15		Refrig - Non-mechanical	4,058	6,337	0	4,116	15
16		Flat - TOFC/COFC	40	70	376	49	16
17		Flat - Multi-level	8,317	773	0	(745)	17
18		Flat - General Service	69	436	0	356	18
19		Flat - Other	9,918	1,996	0	16	19
20		All Other Freight Cars	0	1	0	(16)	20
21		Cabooses	0	710	0	311	21
22		Auto Racks	0	13,134	168	(4,695)	22
23		Misc. Accessories	0	346	0	0	23
24	*	TOTAL FREIGHT TRAIN CARS	262,418	65,890	2,567	(8,417)	24
		OTHER EQUIPMENT-REVENUE FREIGHT					
25		HIGHWAY EQUIPMENT Refrigerated Trailers					25
26		Other Trailers					26
27		Refrigerated Containers					27
28		Other Containers					28
29		Bogies					29
30		Chassis					30
31		Other Highway Equip (Freight) 1/	31,280	20,878	8,734	16	31
32	*	TOTAL HIGHWAY EQUIPMENT	31,280	20,878	8,734	16	32
		FLOATING EQUIP-REVENUE SERVICE					
33		Marine Line-Haul					33
34		Local Marine					34
35	*	TOTAL FLOATING EQUIPMENT	0	0	0	0	35
		OTHER EQUIPMENT					
36	*	Pass and Other Revenue Equip (Freight Portion)	1,227	0		0	36
37	*	Comp Sys & Word Proc. Equip.	29,732	77,222	0	5,228	37
38	*	Machinery - Locomotives (1)	8,190	6,468	0	1,327	38
39	*	Machinery - Freight Cars (2)	4,056	618		(383)	39
40	*	Machinery - Other Equipment (3)	1,050	125		45	40
41	*	Work and Non-revenue Equip	33,404	2,031	0	1,336	41
42		TOTAL OTHER EQUIPMENT	77,659	86,464	0	7,553	42
43		TOTAL ALL EQUIPMENT (Freight Portion)	1,021,478	471,324	137,313	28,321	43

(1) Data reported on line 38, column (b) is the amount reported in Schedule 410, column (f), line 203.

(2) Data reported on line 39, column (b) is the amount reported in Schedule 410, column (f), line 222.

(3) Data reported on line 40, column (b) is the amount reported in Schedule 410, column (f), line 306.

1/ Includes containers, chassis and trailers.

415. SUPPORTING SCHEDULE -- EQUIPMENT - Concluded
(Dollars in Thousands)

Line No.	Cross Check	Lease and rentals (net) (f)	Investment base as of 12/31		Accumulated depreciation as of 12/31		Line No.
			Owned (g)	Capitalized lease (h)	Owned (i)	Capitalized lease (j)	
1		0	425,592	82,152	196,842	17,815	1
2		267,079	4,541,035	2,248,136	2,135,088	883,415	2
3							3
4							4
5	*	267,079	4,966,627	2,330,288	2,331,930	901,230	5
6		0	0	0	0	0	6
7		6	51,814	0	26,888	0	7
8		8,917	114,787	0	70,289	0	8
9		18,380	186,310	0	107,883	0	9
10		10,387	62,970	0	17,872	0	10
11		99,894	594,044	0	231,183	0	11
12		9,814	177,325	48,145	144,309	38,114	12
13		12,441	17,997	0	1,347	0	13
14		23,652	99,797	0	29,485	0	14
15		78	39,968	0	15,889	0	15
16		1,063	385	13,433	214	13,433	16
17		289	30,479	0	24,249	0	17
18		6	2,697	0	1,629	0	18
19		3,512	67,869	0	36,958	0	19
20		1,024	448	0	440	0	20
21		0	6,795	0	5,479	0	21
22		0	469,777	1,641	274,809	306	22
23		0	98	0	69	0	23
24	*	189,463	1,923,560	63,219	988,992	51,853	24
25							25
26							26
27							27
28							28
29							29
30							30
31		87,962	294,972	60,062	38,292	13,079	31
32	*	87,962	294,972	60,062	38,292	13,079	32
33							33
34							34
35	*	0	0	0	0	0	35
36	*						36
37	*	1,217	585,586	0	227,022	0	37
38	*		153,581	0	55,938	0	38
39	*		41,816	0	18,506	0	39
40	*		4,201	0	1,302	0	40
41	*	44,548	180,359	0	33,413	0	41
42		45,765	965,543	0	336,181	0	42
43		590,269	8,150,702	2,453,569	3,695,395	966,162	43

- (1) Data reported on lines 38, 39, and 40 in columns (g) and (h) are investment recorded in property account 44, allocated to locomotives, freight cars, and other equipment.
- (2) Depreciation reported on lines 38, 39, and 40 in column (c) is calculated by multiplying the investment in each element by the effective composite rate for the property account 44. And then adding or subtracting the adjustment reported in column (e). This calculation should equal the amount shown in column (c), Schedule 335.

416. SUPPORTING SCHEDULE - ROAD
(Dollars in Thousands)

Line No.	Density Category (Class) (a)	Account No. (b)	Owned and Used			Improvements to Leased Property			Capitalized leases				TOTAL	
			Investment Base (c)	Accumulated Depreciation (d)	Depr. rate % (e)	Investment Base (f)	Accumulated Depreciation (g)	Depr. rate % (h)	Investment Base (i)	Current Year Amortization (j)	Accumulated Amortization (k)	Investment Base (l)	Accumulated Depreciation & Amortization (m)	
1	I	3	1,537,605	276,088	1.16							1,537,605	276,088	1
2		8	4,818,561	1,875,229	4.56							4,818,561	1,875,229	2
3		9	6,702,831	3,555,485	5.09							6,702,831	3,555,485	3
4		11	2,772,628	675,015	2.94							2,772,628	675,015	4
5	SUB-TOTAL		15,831,625	6,381,817					0	0	0	15,831,625	6,381,817	5
6	II	3	578,630	37,797	1.16							578,630	37,797	6
7		8	1,865,849	593,739	4.80							1,865,849	593,739	7
8		9	2,522,405	491,467	1.55							2,522,405	491,467	8
9		11	872,375	176,324	2.94							872,375	176,324	9
10	SUB-TOTAL		5,839,259	1,299,327					0	0	0	5,839,259	1,299,327	10
11	III	3	4,216	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	4,216	N/A	11
12		8	11,493	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	11,493	N/A	12
13		9	18,378	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	18,378	N/A	13
14		11	6,124	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	6,124	N/A	14
15	SUB-TOTAL		40,211	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	40,211	N/A	15
16	IV	3	889,061	92,486	1.16							889,061	92,486	16
17		8	1,650,573	657,072	4.75							1,650,573	657,072	17
18		9	3,875,655	1,201,989	3.45				4,548	126	213	3,880,203	1,202,202	18
19		11	718,758	193,035	2.94				4,548	126	213	718,758	193,035	19
20	SUB-TOTAL		7,134,047	2,144,582					4,548	126	213	7,138,595	2,144,795	20
21	V	3	22,105	6,513	1.16							22,105	6,513	21
22		8	57,534	(4,749)	4.84							57,534	(4,749)	22
23		9	96,359	82,491	3.45							96,359	82,491	23
24		11	28,934	13,564	2.94							28,934	13,564	24
25	SUB-TOTAL		204,932	97,819								204,932	97,819	25
26	GRAND TOTAL	N/A	29,050,074	9,923,545	N/A				4,548	126	213	29,054,622	9,923,758	26

Notes:

- (1) Columns (c) + (f) + (i) = Column (l)
- (2) Columns (d) + (g) + (k) = Column (m)
- (3) The base grand total for owned and used, improvements to leased property and capitalized leases should equal the sum of Accounts 3, 8, 9 and 11 shown at year end on Schedule 330.

NOTES AND REMARKS

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417. SPECIALIZED SERVICE SUBSCHEDULE -- TRANSPORTATION
(Dollars in Thousands)

1. Report freight expenses only.
2. Report in lines 1, 2, 3, 4, and 10 the total of those natural expenses (salaries and wages, material, tools, supplies, fuels and lubricants, purchased services, and general) incurred in the operation of each type of specialized service facility. This schedule does not include switching services performed by train and yard crews in connection with or within specialized service facilities.
3. When it is necessary to apportion expenses, such as administrative expenses to two or more services, they shall be apportioned on the most equitable basis available to the respondent and only to the services they support. The total expenses in column (j) should balance with the respective line items in Schedule 410, Railway Operating Expenses.
4. Report in column (b), line 2, the expenses incurred in highway movements of trailers and containers performed at the expense of the reporting railroad within a terminal area for the purpose of pick-up, delivery, or highway interchange service. Report in column (b), line 3, the expenses incurred in operating facilities for handling trailers and/or containers, including storage expenses. See Schedule 755, Note R.
5. The operation of floating equipment in line-haul service (between distinct terminals) should be reported in column (c) on line 2. Floating operations conducted within a general terminal or harbor area should be reported in column (c), line 3.
6. Report in column (g), line 3, the expenses incurred by the railroad in loading and unloading automobiles, trucks, etc., to and from bi-level and tri-level auto rack cars. Report on line 2, column (g), the expense incurred by the railroad in moving automobiles, etc., between bi-level and tri-level loading and unloading facilities over the highway to shippers, receivers, or connecting carriers. Report in column (f) operating expenses for land facilities in support of floating operations, including the operation of docks and wharves.
7. Report on line 4, column (b), the expenses related to heating and refrigeration of TOFC/COFC trailers and containers (total debits and credits). The expenses on line 4, column (h), relate to refrigerator cars only.
8. Report in column (i) total expenses incurred in performing rail substitute service, other highway revenue service, LCL terminal operations, warehouse operations, freight car transloading, and grain elevator terminal operations and livestock feeding operations only.

Line No.	Cross Check	Items (a)	TOFC/COFC Terminal (b)	Floating Equipment (c)	Coal Marine Terminal (d)	Ore Marine Terminal (e)	Other Marine Terminal (f)	Motor Vehicle Load and Distribution (g)	Protective Services Refrigerator Car (h)	Other Special Services (i)	Total Columns (b-i) (j)	Line No.
1	*	Administration: Salary and wages	13,415					0	0		13,415	1
2	*	Pick up and delivery, marine line haul	26,933					1,477	0		28,410	2
3	*	Loading and unloading and local marine	245,139				929	28,089	N/A		274,157	3
4	*	Protective services, total debit and credits	6,032					4,008	N/A		10,040	4
5	*	Freight lost or damaged-solely related	0					0	0		0	5
6	*	Fringe benefits	13,363					0	0		13,363	6
7	*	Casualty and insurance	328				1	38	0		367	7
8	*	Joint facility - Debit	0					0	0		0	8
9	*	Joint facility - Credit	0					0	0		0	9
10	*	Other	6,582					0	0		6,582	10
11	*	TOTAL	311,792				930	33,612	0		346,334	11

418. SUPPORTING SCHEDULE - CAPITAL LEASES
(Dollars in thousands)

Instructions:

This schedule will show the investment in capitalized leases in road and equipment by primary account.

COLUMN

- (a) = primary account number and title for which capital lease amounts are included therein.
- (b) = the total investment in that primary account.
- (c) = the investment in capital leases at the end of the year.
- (d) = the current year amortization.
- (e) = the accumulated amortization relating to the leased properties.

Primary Account No. and Title (a)	Total Investment At End of Year (b)	Capital Leases		
		Investment At End of Year (c)	Current Year Amortization (d)	Accumulated Amortization (e)
02 Land for Transportation Purposes	4,735,596	8,793		
09 Rail and Other Track Material	13,220,174	4,548	126	213
52 Locomotives	7,296,915	2,330,288	126,012	901,230
53 Freight-Train Cars	1,986,779	63,219	2,567	51,853
55 Highway Revenue Equipment	355,034	60,062	8,734	13,079
TOTAL	27,594,498	2,466,910	137,439	966,375

NOTES AND REMARKS

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450. ANALYSIS OF TAXES
(Dollars in Thousands)

A. Railway Taxes

Line No.	Cross Check	Kind of tax (a)	Amount (b)	Line No.
1		Other than U.S. Government Taxes	598,149	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax and Surtax	1,437,632	2
3		Excess Profits	0	3
4	*	Total - Income Taxes L 2 + 3	1,437,632	4
5		Railroad Retirement	540,761	5
6		Hospital Insurance	48,747	6
7		Supplemental Annuities	0	7
8		Unemployment Insurance	40,638	8
9		All Other United States Taxes	2,390	9
10		Total - U.S. Government Taxes	2,070,168	10
11		Total - Railway Taxes	2,668,317	11

B. Adjustments to Federal Income Taxes

- In column (a) are listed the particulars which most often cause a differential between taxable income and pretax accounting income. Other particulars which cause such a differential should be listed under the caption "Other (Specify)," including State and other taxes deferred if computed separately. Minor items, each less than \$100,000 may be combined in a single entry under "Other (Specify)."
- Indicate in column (b) the beginning of the year total of Accounts 714, 744, 762 and 786 applicable to each particular item in column (a).
- Indicate in column (c) the net changes in Accounts 714, 744, 762 and 786 for the net tax effect of timing differences originating and reversing in the current accounting period.
- Indicate in column (d) any adjustments, as appropriate, including adjustments to eliminate or reinstate deferred tax effects (credits or debits) due to applying or recognizing a loss carry-forward or a loss carry-back.
- The total of line 19 in columns (c) and (d) should agree with the total of the contra charges (credits) to Account 557, Provision for Deferred Taxes, and Account 591, Provision for Deferred Taxes - Extraordinary Items, for the current year.
- Indicate in column (e) the cumulative total of columns (b), (c), and (d). The total of column (e) must agree with the total of Accounts 714, 744, 762 and 786.

Line No.	Particulars (a)	Beginning of year balance (b)	Net credits (charges) for current year (c)	Adjustments (d)	End of year balance (e)	Line No.
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc. 62-21.					1
2	Accelerated amortization of facilities, Sec. 168 I.R.C.					2
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.					3
4	Amortization of rights of way, Sec. 185 I.R.C.					4
5	Other (Specify)					5
6	Property	11,831,715	456,073	0	12,287,788	6
7	Deferred State Income Taxes - Net	717,937	73,337	(21,355)	769,919	7
8	Current Liabilities	(275,995)	46,882	0	(229,113)	8
9	Long-Term Liabilities	(532,511)	183,824	0	(348,687)	9
10	Retirement Benefits	(321,924)	68,482	(82,057)	(335,499)	10
11	Other Items	76,225	(4,909)	7,135	78,451	11
12						12
13						13
14						14
15						15
16						16
17						17
18	Investment tax credit*	0			0	18
19	TOTALS	11,495,447	823,689	(96,277)	12,222,859	19

450. ANALYSIS OF TAXES - Concluded
(Dollars in Thousands)

* Footnotes:

1. If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit.	
If deferral method for investment tax credit was elected:	
(1) Indicate amount of credit utilized as a reduction of tax liability for current year.	
(2) Deduct amount of current year's credit applied to reduction of tax liability but deferred for accounting purposes.	
(3) Balance of current year's credit used to reduce current year's tax accrual.	
(4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual.	
(5) Total decrease in current year's tax accrual resulting from use of investment tax credits.	
2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made.	0

NOTES AND REMARKS

460. ITEMS IN SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS FOR THE YEAR
(Dollars in Thousands)

Give a brief description for all items, regardless of amount, included during the year in Accounts 555, Unusual or Infrequent Items; 560, Income or Loss From Operations of Discontinued Segments; 562, Gain or Loss on Disposal of Discontinued Segments; 570, Extraordinary Items; 590, Income Taxes on Extraordinary Items; 592, Cumulative Effect of Changes in Accounting Principles; 603, Appropriations Released; 606, Other Credits to Retained Earnings; 616, Other Debits to Retained Earnings; 620, Appropriations for Sinking and Other Funds; 621, Appropriations for Other Purposes. If appropriations released reflect appropriations provided during the year, each account should not be reported.

For Accounts 519, Miscellaneous Income, and 551, Miscellaneous Income Charges, if the total in either account exceeds 10% of net income before extraordinary items, describe the three largest items in the account and any other items in excess of 10% of net income.

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)	Line No.
1					1
2	603	Appropriations Released:			2
3		- General Mortgage Bond		688	3
4		- Income Debenture (CE&I)		123	4
5		TOTAL		811	5
6					6
7	606	Other Credits to Retained Earnings			7
8		-Other Comprehensive Income Related to Equity Companies		12,573	8
9					9
10					10
11					11
12	616	Other Debits to Retained Earnings			12
13		-Other Comprehensive Income Related to Equity Companies	12,573		13
14					14
15	620	Appropriations Established:			15
16		- General Mortgage Bond	688		16
17		- Income Debenture (CE&I)	123		17
18		TOTAL	811		18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

501. GUARANTEES AND SURETYSHIPS
(Dollars in Thousands)

1. If the respondent was under obligation as guarantor or surety for the performance by any other corporation or other association of any agreement or obligation, show the particulars of each contract of guaranty or suretyship in effect at the close of the year or entered into and expired during the year. This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 years after the date of issue. Items of less than \$50,000 may be shown as one total.

Line No.	Names of all parties principally and primary liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1	Terminal RR Association of St. Louis				1
2	Union Pacific Railroad Company	Sinking Fund & Int. on RFT & Mtge	3,339	Joint	2
3	Burlington Northern Santa Fe Railway Co.	Bonds Series C due 7-1-2019			3
4	CSX Transportation, Inc.	(FD 14553)			4
5	Canadian National				5
6	Norfolk Southern Railway Co.				6
7					7
8					8
9	Union Pacific Railroad Company	Aircraft Lease	20,031	Sole	9
10					10
11					11
12					12
13	Kansas City Terminal Flyover				13
14	Union Pacific Railroad Company	6.8884% Railway Bridge System Bond	35,370	Joint	14
15	Burlington Northern Santa Fe Railway Co.				15
16					16
17					17
18	Union Pacific Railroad Company	Headquarters Building Lease	206,000	Sole	18
19					19
20					20
21	Union Pacific Railroad Company	Kansas and Missouri Highline Project	38,880	Sole	21
22					22
23					23
24	Union Pacific Railroad Company	Brandt Truck Lease	3,221	Sole	24
25					25
26					26
27					27
28					28
29					29
30					30
31					31
32					32

2. If any corporation or other association was under obligation as guarantor or surety for the performance by the respondent of any agreement or obligation, show the particulars called for hereunder for each such contract of guaranty or suretyship in effect at the close of the year or entered into and expired during the year. This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 years after the date of issue, nor does it include ordinary surety bonds or undertakings on appeals in court proceedings.

Line No.	Finance Docket number, title, maturity date and concise description of agreement or obligations (a)	Name of all guarantors and sureties (b)	Amount contingent liability of guarantors (c)	Sole or joint contingent liability (d)	Line No.
1					1
2					2
3					3
4					4
5					5
6					6
7					7
8					8
9					9

502. COMPENSATING BALANCES AND SHORT-TERM BORROWING ARRANGEMENTS

(Dollars in Thousands)

Using the following notes as a guideline, show the requirements compensating balances and short-term borrowing arrangements. Footnote disclosure is required even though the arrangements is not reduced to writing.

1. Disclose compensating balances not legally restricted, lines of credit used and unused, average interest rate of short-term borrowings outstanding at balance sheet date, maximum amount of outstanding borrowings during the period and the weighted average rate of those borrowings.
2. Time deposits and certificates of deposit constituting compensating balances not legally restricted should be disclosed.
3. Compensating balance arrangements need only be disclosed for the latest fiscal year.
4. Compensating balances included in Account 703, Special Deposits, and in Account 717, Other funds, should also be separately disclosed below.
5. Compensating balance arrangements are sufficiently material to require disclosure in footnotes when the aggregate of written and oral agreement balances amount to 15 percent or more of liquid assets (current cash balances, restricted and unrestricted plus marketable securities).
6. When a carrier is not in compliance with a compensating balance requirement, that fact should be disclosed along with stated and possible sanctions whenever such possible sanctions may be immediate (not vague or unpredictable) and material.

The Company has outstanding letters of credit in the amount of \$ 9.2 million with various banks under which no borrowings were outstanding at December 31, 2012.

NOTES AND REMARKS

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SCHEDULE 510. SEPARATION OF DEBTHOLDINGS BETWEEN ROAD PROPERTY AND EQUIPMENT
(Dollars in Thousands)

The principal use of this schedule is to determine the average embedded rate of debt capital.

I. Debt Outstanding at End of Year:

Line No.	Account No. (a)	Title (b)	Source (c)	Balance at Close of Year (d)	Line No.
1	751	Loans and Notes Payable	Sch. 200, L. 30	0	1
2	764	Equip. Obligations and Other Debt due within one year	Sch. 200, L. 39	196,309	2
3	765/767	Funded Debt Unmatured	Sch. 200, L. 41	276,914	3
4	766	Equipment Obligations	Sch. 200, L. 42	109,994	4
5	766.5	Capitalized Lease Obligations	Sch. 200, L. 43	1,665,591	5
6	768	Debt in Default	Sch. 200, L. 44	0	6
7	769	Accounts Payable: Affiliated Companies	Sch. 200, L. 45	0	7
8	770.1/770.2	Unamortized Debt Premium	Sch. 200, L. 46	(95,958)	8
9		Total Debt	Sum L. 1-8	2,152,850	9
10		Debt Directly Related to Road Property	Note 1	68,872	10
11		Debt Directly Related to Equipment	Note 1	1,968,092	11
12		Total Debt Directly Related to Road & Equipment	Sum L. 10 and L. 11	2,036,964	12
13		Percent Directly Related to Road	L. 10 divided by L. 12 Whole % plus 2 decimals	3.38%	13
14		Percent Directly Related to Equipment	L. 11 divided by L. 12 Whole % plus 2 decimals	96.62%	14
15		Debt Not Directly Related to Road or Equipment	L. 9 minus L. 12	115,886	15
16		Road Property Debt (Note 2)	(L. 13 x L. 15) plus L. 10	72,789	16
17		Equipment Debt (Note 2)	(L. 14 x L. 15) plus L. 11	2,080,061	17

II. Interest Accrued During the Year:

Line No.	Account No. (a)	Title (b)	Source (c)	Balance at Close of Year (d)	Line No.
18	546-548	Total Interest and Amortization (Fixed Charges)	Sch. 210, L. 42	342,379	18
19	546	Contingent Interest on Funded Debt	Sch. 210, L. 44	7,731	19
20	517	Release of Premium on Funded Debt	Sch. 210, L. 22	1,957	20
21		Total Interest (Note 3)	(L. 18 + L. 19) minus L. 20	348,153	21
22		Interest Directly Related to Road Property Debt	Note 4	3,433	22
23		Interest Directly Related to Equipment Debt	Note 4	118,595	23
24		Interest Not Directly Related to Road or Equipment Property Debt	L. 21 minus (L. 22 + L. 23)	226,125	24
25		Interest on Road Property Debt (Note 5)	L. 22 plus (L. 24 x L. 13)	11,076	25
26		Interest on Equipment Debt (Note 5)	L. 23 plus (L. 24 x L. 14)	337,077	26
27		Embedded Rate of Debt Capital - Road Property	L. 25 divided by L. 16	15.22%	27
28		Embedded Rate of Debt Capital - Equipment	L. 26 divided by L. 17	16.21%	28

Note 1. Directly related means the purpose which the funds were used when the debt was issued.

Note 2. Line 16 plus Line 17 must equal Line 9.

Note 3. Line 21 includes interest on debt in Account 769 -- Accounts Payable; Affiliated Companies.

Note 4. This interest relates to debt reported on Lines 10 and 11, respectively.

Note 5. Line 25 plus Line 26 must equal Line 21.

NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 512

1. Furnish the information called for below between the respondent and the affiliated companies or persons affiliated with the respondent, including officers, directors, stockholders, owners, partners or their wives and other close relatives, or their agents. Examples of transactions are, but are not restricted to, management, legal, accounting, purchasing or other type of service including the furnishing of materials, supplies, purchase of equipment, leasing of structures, land and equipment, and agreements relating to allocation of officers' salaries and other common costs between affiliated companies.

To be excluded are payments for the following types of services:

- (a) Lawful tariff charges for transportation services
- (b) Payments to or from other carriers for interline services and interchange of equipment
- (c) Payment to or from other carriers which may reasonably be regarded as ordinarily connected with routine operation or maintenance, but any special or unusual transactions should be reported.
- (d) Payments to public utility companies for rates or charges fixed in conformity with government authority.

2. In column (a) enter the name of the affiliated company, person, or agent with which respondent received or provided services aggregating \$50,000 or more for the year. If an affiliated company provides services to more than one affiliate and the aggregate compensation amounts to \$50,000 or more for the year, list all the affiliates included in the agreement and describe the allocation of charges. If the respondent provides services to more than one affiliate and the aggregate compensation amounts to \$50,000 or more for the year, reference to this fact should be made and the detail as to the allocation of charges should be stated. For those affiliates providing services to the respondent, also enter in column (a) the percent of affiliate's gross income derived from transactions with respondent.

The respondent may be required to furnish as an attachment to Schedule 512 a balance sheet and income statement for each affiliate with which respondent carrier had reportable transactions during the year, or alternatively, attach a "Pro forma" balance sheet and income statement for that portion or entity of each affiliate which furnished the agreed to services, equipment, or other reportable transaction. The statements, if required, should be prepared on a calendar year basis in conformity with the prescribed schedules for the balance sheet and income statement in Annual Report Form R-1, and should be noted (1) to indicate the method used for depreciating equipment or other property furnished the carrier, and (2) whether the affiliate's Federal income tax return for the year was filed on a consolidated basis with the respondent carrier.

3. In column (b) indicate nature of relationship or control between the respondent and the company or person identified in column (a) as follows:
 - (a) If respondent directly controls affiliate, insert the word "direct"
 - (b) If respondent controls through another company, insert the word "indirect"
 - (c) If respondent is under common control with affiliate, insert the word "common"
 - (d) If respondent is controlled directly or indirectly by the company listed in column (a), insert the word "controlled"
 - (e) If control is exercised by other means such as a management contract or other arrangement of whatever kind, insert the word "other" and footnote to describe such arrangements.
4. In column (c) fully describe the transactions involved such as management fees, lease of building, purchase of material, etc. When the affiliate listed in column (a) provides more than one type of service in column (c), list each type of service separately and show total for the affiliate. When services are both provided and received between the respondent and an affiliate, they should be listed separately and the amounts shown separately in column (e).
5. In column (d) report the dollar amounts of transaction shown and the effect of any change in the method of establishing the terms from that used in the preceding period.
6. In column (e) report the dollar amounts due from or to related parties and, if not otherwise apparent, the terms and manner of settlement. Insert (P) paid and (R) received by the amount in column (e).

512. Transactions Between Respondent and Companies or Persons Affiliated with Respondent for Services Received or Provided
(Dollars in Thousands)

Line No.	Name of company or related party with percent of gross income (a)	%	Nature of relationship (b)	Description of transactions (c)	Dollar amounts of transactions (d)	Amount due from or to related parties (e)	Line No.
1	Union Pacific Corporation		Controlled	Various (see below)	(690,182)	(259,098) (R)	1
2	Wasatch Insurance Ltd.		Common	Insurance	39,001		2
3	Transcontinental Surety						3
4	of Vermont		Common	Insurance	70,476		4
5							5
6							6
7							7
8							8
9							9
10							10
11							11
12							12
13							13
14							14
15							15
16							16
17							17
18							18
19							19
20							20
21							21
22							22
23							23
24							24
25							25

Balance 12-31-11	\$ 949,348
Interest Expense	222,787
Dividends	1,180,000
Financing & Other	(2,093,037)
<u>Balance 12-31-12</u>	<u>\$ (259,098)</u>

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 700

State particulars of all tracks operated by the respondent at the close of the year, according to the following classification:

- (1) Line owned by respondent.
- (2) Line owned by proprietary companies.
- (3) Line operated under lease for a specified sum, lessor being (A) an affiliated corporation, or (B) independent or not affiliated with the respondent.
- (4) Line operated under contract or agreement for contingent rent, owner being (A) an affiliated corporation, or (B) independent or not affiliated with respondent.
- (5) Line operated under trackage rights.

Give subtotals for each of the several numbered classes, in the order listed above, as well as the total for all classes. Lengths of track should be reported to the nearest WHOLE mile adjusted to accord with footings: i.e., counting one-half mile and over as a whole mile and disregarding any fraction less than one-half mile. In column (a) insert the figure (and letter, if any) indicating its class in accordance with the preceding classification. In column (b) give the various proportions of each class owned or leased by respondent, listing each proportion once in any grouping. Canadian mileage should be segregated and identified on separate lines in the various groupings. For each listing, in column (d) give its entire length (the distances between termini of single or first main track), and in the following columns the lengths of second main track; all other main tracks, passing tracks, cross-overs and turn-outs; way switching tracks; and yard switching tracks. These classes of tracks are defined as follows:

<u>Running tracks.</u>	Running tracks, passing tracks, cross-overs, etc., including turn-outs from those tracks to clearance points.
<u>Way switching tracks.</u>	Station, team, industry and other switching tracks for which no separate service is maintained.
<u>Yard switching tracks.</u>	Yards where separate switching services are maintained, including classification, house, team, industry and other tracks switched by yard locomotives.

The returns in columns (h) and (i) should include tracks serving industries, such as mines, mills, smelters, factories, etc. Tracks belonging to an industry for which no rent is payable should not be included.

Tracks leading to and in gravel and sand pits and quarries, the cost of which is chargeable to a clearing account and which are used in getting out material for the respondent's use, should not be included.

Class (1) includes all lines operated by the respondent at the close of the year to which it has title in perpetuity.

Class (2) includes each line, full title to which is in an inactive proprietary corporation of the respondent (i.e., one all of whose outstanding stocks or obligations are held by or for the respondent, and which is operated by the respondent or an affiliated system corporation without any accounting to the said proprietary corporation). It may also include such line when the actual title to all of the outstanding stocks or obligations rest in a corporation controlled by or controlling the respondent, but in the case of any such inclusion, the facts of the relation to the respondent of the corporation holding the securities should be fully set forth in a footnote. An inactive corporation is one which has been practically absorbed in a controlling corporation, and which neither operates property nor administers its financial affairs; if it maintains an organization, it does so only for the purpose of complying with legal requirements and maintaining title to property or franchises.

Class (3) includes all tracks operated under a lease or formal conveyance of less than the grantor's interest in the property, with a specific and unconditional rent reserved. The fact that the lessor does or does not maintain an independent organization for financial purposes is immaterial in this connection.

Class (4) is the same as Class (3), except that the rent reserved is conditional upon earnings or other fact.

Class (5) includes all tracks operated and maintained by others, but over which the respondent has the right to operate some or all of its trains. In the road of this class, the respondent has no proprietary rights but only the rights of a licensee. Include in this class, also, all main tracks, industrial tracks and sidings owned by noncarrier companies and individuals when the respondent operates over them, but does not have exclusive possession of them.

Road held by the respondent as joint or common owner or a joint lessee or under any joint arrangement should be shown in its appropriate class, and the entry of length should be of the entire length of the portion jointly held. The class symbol should have the letter (J) attached.

Road operated by the respondent as agent for another carrier should not be included in this schedule.

700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Class (a)	Proportion owned or leased by Respondent (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	Total (i)	Line No.
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of passing tracks cross-overs, and turnouts (f)				
1	1	100%	25,405	4,233	367	2,996	1,739	6,580	41,320	1
2										2
3	1J	12.5%	-	-	-	-	-	-	-	3
4	1J	23.0%	-	-	-	-	-	-	-	4
5	1J	25.0%	14	-	-	-	4	32	50	5
6	1J	33.3%	7	1	1	-	7	9	25	6
7	1J	37.5%	-	-	-	-	-	-	-	7
8	1J	40.0%	-	-	-	-	-	-	-	8
9	1J	44.0%	-	-	-	-	-	-	-	9
10	1J	50.0%	594	227	124	73	30	170	1,218	10
11	1J	62.5%	-	-	-	-	-	-	-	11
12	1J	66.7%	-	-	-	-	-	-	-	12
13		Total 1J	615	228	125	73	41	211	1,293	13
14										14
15		Total 1 and 1J	26,020	4,461	492	3,069	1,780	6,791	42,613	15
16										16
17	2	A&S	19	12	-	3	-	101	135	17
18	2		-	-	-	-	-	-	-	18
19		Total 2	19	12	-	3	-	101	135	19
20										20
21	3A		-	-	-	-	-	-	-	21
22	3B		317	-	-	16	11	49	393	22
23		Total 3	317	-	-	16	11	49	393	23
24										24
25										25
26										26
27	4B		-	-	-	-	-	-	-	27
28		Total 4	-	-	-	-	-	-	-	28
29										29
30										30
31										31
32	5		5,512	1,562	188	36	53	261	7,612	32
33	5J		-	-	-	-	-	-	-	33
34		Total 5	5,512	1,562	188	36	53	261	7,612	34
35										35
36										36
37										37
38										38
39										39
40										40
41										41
42										42
43										43
44										44
45										45
46										46
47										47
48										48
49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57		TOTAL	31,868	6,035	680	3,124	1,844	7,202	50,753	57
58		Miles of electrified road or track included in preceding grand total	N/A							58

702. MILES OF ROAD AT CLOSE OF YEAR - BY STATES AND TERRITORIES (SINGLE TRACK)

Give particulars, as of the close of the year, of all road operated and of all owned but not operated. The respondent's proportion of operated road held by it as joint or common owner, or under a joint lease, or under any joint arrangement, should be shown in columns (b), (c), (d), or (e), as may be appropriate. The remainder of jointly operated mileage should be shown in column (f). Respondent's proportion of road jointly owned but not operated should be shown in column (h), as may be appropriate. Mileage which has been permanently abandoned should not be included in column (h).

Mileage should be reported to the nearest WHOLE mile adjusted to accord with footings, i.e., counting one-half mile and over as a whole mile and disregarding any fraction less than one-half mile.

Line No.	Cross Check	State or Territory (a)	Line owned (b)	Line of proprietary companies (c)	Line operated under lease (d)	Line operated under contract, etc. (e)	Line operated under trackage rights (f)	Total mileage operated (g)	Line owned, not operated by respondent (h)	New line constructed during year (i)	Line No.
1		Arizona	640	-	-	-	-	640	51	-	1
2		Arkansas	1,316	-	5	-	6	1,327	149	-	2
3		California	2,769	-	-	-	514	3,283	665	-	3
4		Colorado	1,154	-	-	-	358	1,512	171	-	4
5		Idaho	845	-	-	-	4	849	43	-	5
6		Illinois	1,539	19	4	-	636	2,198	10	-	6
7		Indiana	-	-	-	-	4	4	-	-	7
8		Iowa	1,296	-	-	-	96	1,392	6	-	8
9		Kansas	1,564	-	-	-	641	2,205	313	-	9
10		Kentucky	-	-	-	-	12	12	-	-	10
11		Louisiana	1,095	-	-	-	56	1,151	22	-	11
12		Minnesota	422	-	-	-	224	646	16	-	12
13		Missouri	971	-	-	-	511	1,482	365	-	13
14		Montana	125	-	-	-	-	125	52	-	14
15		Nebraska	976	-	-	-	91	1,067	254	-	15
16		Nevada	1,192	-	-	-	-	1,192	-	-	16
17		New Mexico	535	-	-	-	83	618	-	-	17
18		Oklahoma	514	-	308	-	351	1,173	76	-	18
19		Oregon	868	-	-	-	205	1,073	396	-	19
20		Tennessee	9	-	-	-	5	14	-	-	20
21		Texas	5,193	-	-	-	1,124	6,317	291	-	21
22		Utah	1,249	-	-	-	-	1,249	62	-	22
23		Washington	272	-	-	-	260	532	86	-	23
24		Wisconsin	597	-	-	-	331	928	107	-	24
25		Wyoming	879	-	-	-	-	879	-	-	25
26											26
27											27
28											28
29											29
30											30
31		TOTAL MILEAGE (single track)	26,020	19	317	-	5,512	31,868	3,135	-	31
32											32

NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
 2. In column (c) give the number of units purchased new or built in company shops. In column (d) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.
 3. Units leased to others for a period of one year or more are reportable in column (l). Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (h). Units rented from others for a period less than one year should not be included in column (i).
 4. For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units. A "B" unit is similar to an "A" unit, but not equipped for use singly or as a lead locomotive unit. A "B" unit may be equipped with hostler controls for independent operation at terminals.
 5. A "self-propelled" car is a rail motor car propelled by electric motors receiving power from a third rail or overhead or internal combustion engines located on the car itself. Trailers equipped for use only in trains of cars that are self-propelled are to be included as self-propelled equipment.
 6. A "diesel" unit includes all units propelled by diesel internal combustion engines irrespective of final drive or whether power may at times be supplied from an external conductor. Units other than diesel-electric, e.g., diesel-hydraulic, should be identified in a footnote giving the number and a brief description. An "electric" unit includes all units which receive electric power from an overhead contact wire or a third rail, and includes all units other than diesel, or electric, e.g., steam, gas turbine. Show the type of unit, service and number, as appropriate, in a brief description sufficient for positive identification. An "auxiliary unit" includes all units used in conjunction with locomotives, but which draw their power from the "mother" unit, e.g., boosters, slugs, etc. For reporting purposes, indicate radio-controlled self-powered diesel units on lines 1 through 8, as appropriate. Radio-controlled units that are self-propelled, i.e., those without a diesel, should be reported on line 13 under "auxiliary units."

7. Column (k) should show aggregate capacity for all units reported in column (j), as follows: For locomotive units, report the manufacturers' rated horsepower (the maximum continuous power output from the diesel engine or engines delivered to the main generators for tractive purposes). Exclude capacity data for steam locomotives. For passenger-train cars report the number of passenger seats available for revenue service, counting one passenger to each berth in sleeping cars.
 8. Passenger-train car types and service equipment car types correspond to AAR Mechanical Division designations. Descriptions of car codes and designations are published in The Official Railway Equipment Register.

9. Cross-checks

<u>Schedule 710</u>	=	<u>Schedule 710</u>
Line 5, column (j)	=	Line 11, column (l)
Line 6, column (j)	=	Line 12, column (l)
Line 7, column (j)	=	Line 13, column (l)
Line 8, column (j)	=	Line 14, column (l)
Line 9, column (j)	=	Line 15, column (l)
Line 10, column (j)	=	Line 16, column (l)

When data appear in column (j), lines 1 thru 8, column (k) should have data on same lines.

When data appear in columns (k) or (l), lines 36 thru 53 and 55, column (m) should have data on same lines.

710. INVENTORY OF EQUIPMENT - Continued

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Type of design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased including reclassification (g)	Units at Close of Year				Line No.	
				Units installed					Owned and used (h)	Leased from others (i)	Total in service of respondent [col. (h)&(i)] (j)	Aggregate capacity of units reported in col. (j) (see ins. 7) (k)		Leased to others (l)
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)							
1		LOCOMOTIVE UNITS											1	
2		Diesel-freight units	68	0	0	0	6	5	57	62	196,200		2	
3		Diesel-passenger units	7,632	0	159	3	166	5,468	2,365	7,833	29,920,880		3	
4		Diesel-multiple purpose units	426	0	29	0	31	400	24	424	711,900		4	
5	*	TOTAL (lines 1 to 4)	8,126	0	188	3	203	5,873	2,446	8,319	30,828,980		5	
6	*	Electric-locomotives	0	0	0	0	0	0	0	0	0		6	
7	*	Other self-powered units (steam)	2	0	0	0	0	2	0	2	N/A		7	
8	*	TOTAL (lines 5, 6 and 7)	8,128	0	188	3	203	5,875	2,446	8,321	30,828,980		8	
9	*	Auxiliary units	85	0	0	0	15	70	0	70	N/A		9	
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	8,213	0	188	3	218	5,945	2,446	8,391	30,828,980	0	10	

DISTRIBUTION OF LOCOMOTIVE UNITS IN SERVICE OF RESPONDENT AT CLOSE OF YEAR BUILT, DISREGARDING YEAR OF REBUILDING

Line No.	Cross Check	Type of design of units (a)	Before Jan. 1, 1990 (b)	During Calendar Year					TOTAL (l)	Line No.				
				Between Jan. 1, 1990 and Dec. 31, 1994 (c)	Between Jan. 1, 1995 and Dec. 31, 1999 (d)	Between Jan. 1, 2000 and Dec. 31, 2004 (e)	Between Jan. 1, 2005 and Dec. 31, 2009 (f)	2010 (g)			2011 (h)	2012 (i)	2013 (j)	2014 (k)
11	*	Diesel	2,488	798	1,274	2,145	1,308	0	101	205	0	0	8,319	11
12	*	Electric	0	0	0	0	0	0	0	0	0	0	0	12
13	*	Other self-powered units (steam)	2	0	0	0	0	0	0	0	0	0	2	13
14	*	TOTAL (lines 11 to 13)	2,490	798	1,274	2,145	1,308	0	101	205	0	0	8,321	14
15	*	Auxiliary units	64	2	4	0	0	0	0	0	0	0	70	15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	2,554	800	1,278	2,145	1,308	0	101	205	0	0	8,391	16

710. INVENTORY OF EQUIPMENT - Continued													
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS													
Line No.	Cross Check	Type of design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased including reclassification (g)	Units at Close of Year				Line No.
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)		Owned and used (h)	Leased from others (i)	Total in service of respondent [col. (h)&(i)] (j)	Aggregate capacity of units reported in col. (j) (see ins. 7) (k)	
17		PASSENGER-TRAIN CARS Non-Self-Propelled Coaches (PA,PB, PBO)											17
18		Combined cars (All class C, except CSE)											18
19		Parlor cars (PBC,PC,PL,PO)											19
20		Sleeping cars (PS,PT,PAS,PDS)											20
21		Dining, grill and tavern cars (All class D, PD)											21
22		Non-passenger-carrying cars (All Class B,CSB,M,PSA,IA)											22
23		TOTAL (lines 17 to 22) Self-Propelled	0	0	0	0	0	0	0	0	0	0	23
24		Electric passenger cars (EP,ET)											24
25		Electric combined cars (EC)											25
26		Internal combustion rail motorcars (ED, EG) Other self-propelled cars (Specify types)											26
27		TOTAL (lines 24 to 27)	0	0	0	0	0	0	0	0	0	0	27
28		TOTAL (lines 23 to 28)	0	0	0	0	0	0	0	0	0	0	28
29		COMPANY SERVICE CARS											29
30		Business car (PV)	73	0	1	0	0	1	73	0	73	N/A	30
31		Board outfit cars (MWX)	113	0	0	0	0	3	110	0	110	N/A	31
32		Derrick and snow removal cars (MWU,MWV,MWW,MWK)	68	0	1	0	0	3	66	0	66	N/A	32
33		Dump and ballast cars (MWB,MWD)	4,061	0	0	0	407	0	1,933	2,535	4,468	N/A	33
34		Other maintenance and service equipment cars	3,623	1	4	0	155	8	3,515	260	3,775	N/A	34
35		TOTAL (lines 30 to 34)	7,938	1	6	0	562	15	5,697	2,795	8,492	N/A	35

710. INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In column (d) give the number of units purchased or built in company shops. In column (e) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.
3. Units leased to others for a period of one year or more are reportable in column (n). Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (i). Units rented from others for a period less than one year should not be included in column (j).

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Time-mileage cars (b)	All others (c)	Units installed				
					New units purchased or built (d)	New or rebuilt units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units including reclassification and second hand units purchased or leased from others (g)	
36		FREIGHT TRAIN CARS							36
		Plain box cars - 40' (B1_, B2_)	0						
37		Plain box cars - 50' longer (B3_0-7, B4_0-7, B5_, B6_, B7_, B8_)	24						37
38		Equipped box cars (All Code A, Except A_5_)	7,016				80	40	38
39		Plain gondola cars (All Codes, G & J_1, J_2, J_3, J_4)	4,135		300			5	39
40		Equipped gondola cars (All Code E)	7,426		107			280	40
41		Covered hopper cars (C_1, C_2, C_3, C_4)	30,495		900			117	41
42		Open top hopper cars--general service (All Code H)	11,993					17	42
43		Open top hopper cars--special service (J_0, J_5, J_6, J_7, J_8, J_9, and K)	2,419					345	43
44		Refrigerator cars -- mechanical (R_5_, R_6_, R_7_, R_8_, R_9_)	4,930		22				44
45		Refrigerator cars -- non-mechanical (R_0_, R_1_, R_2_)	1,866					1	45
46		Flat cars -- TOFC/COFC (All Code P, Q and S, Except Q8_)	374						46
47		Flat cars -- multi-level (All Code V)	1,105					26	47
48		Flat cars -- general service (F10_, F20_, F30_)	16						48
49		Flat cars -- other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6) (F_8_, F40_)	2,557					4	49
50		Tank cars -- under 22,000 gallons (T_0, T_1, T_2, T_3, T_4, T_5)	9						50
51		Tank cars -- 22,000 gallons and over (T_6, T_7, T_8, T_9)	163					61	51
52		All other freight cars (A_5_, F_7_, All Code L and Q8_)	17						52
53		TOTAL (lines 36 to 52)	74,545	0	1,329	0	80	896	53
54		Caboose (All Code M-930)							54
55		TOTAL (lines 53 and 54)	74,545	0	1,329	0	80	896	55

710. INVENTORY OF EQUIPMENT - Continued

- 4. Column (m) should show aggregate capacity for all units reported in columns (k) and (l), as follows. For freight-train cars, report the nominal capacity (in tons of 2,000 lbs.) as provided for in Rule 86 of the AAR Code of Rules Governing Cars in Interchange. Convert the capacity of tank cars to capacity in tons of the commodity which the car is intended to carry customarily.
- 5. Time-mileage cars refers to freight cars, other than cabooses, owned or held under lease arrangement, whose interline rental is settled on a per diem and line haul mileage basis under "Code of Car Hire Rules" or would be so settled if used by another railroad.

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Changes during the year (concluded) Units retired from service respondent whether owned or leased, including reclassification (h)	Units at Close of Year						Line No.
		Owned and used (i)	Leased from others (j)	Total in service of respondent col. (i) & (j)		Aggregate capacity of units reported in cols. (k) & (l) (see ins. 4) (m)	Leased to others (n)	
				Time-mileage cars (k)	All other (l)			
36	0	0	0	0	0	0	0	36
37	3	20	1	21	0	1,830	0	37
38	933	4,601	1,602	6,203	0	521,424	0	38
39	21	1,117	3,302	4,419	0	523,331	0	39
40	723	5,224	1,866	7,090	0	712,788	0	40
41	558	13,008	17,946	30,954	0	3,339,183	0	41
42	1,078	9,169	1,763	10,932	0	1,163,468	0	42
43	214	315	2,235	2,550	0	295,950	0	43
44	44	659	4,249	4,908	0	391,289	0	44
45	74	1,779	14	1,793	0	143,543	0	45
46	96	87	191	278	0	78,866	0	46
47	15	1,064	52	1,116	0	42,832	0	47
48	1	14	1	15	0	1,236	0	48
49	266	1,664	631	2,295	0	227,620	0	49
50	9	0	0	0	0	0	0	50
51	40	0	184	184	0	18,043	0	51
52	0	17	0	17	0	1,727	0	52
53	4,075	38,738	34,037	72,775	0	7,463,130	0	53
54	0	0	0	0	0	0	0	54
55	4,075	38,738	34,037	72,775	0	7,463,130	0	55

710. INVENTORY OF EQUIPMENT - Continued

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Per diem (b)	All others (c)	Units installed				
					New units purchased or built (d)	New units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units including reclassification and second hand units purchased or leased from others (g)	
FLOATING EQUIPMENT									
56		Self-propelled vessels (Tugboats, car ferries, etc.)							56
57		Non-self-propelled vessels (Car floats, lighters, etc.)							57
58		TOTAL (lines 56 and 57)							58
HIGHWAY REVENUE EQUIPMENT									
59		Chassis Z1__, Z67__, Z68__, Z69__	37,178					179	59
60		Dry van U2__, Z__, Z6__, 1-6							60
61		Flat bed U3__, Z3__							61
62		Open bed U4__, Z4__							62
63		Mechanical refrigerator U5__, Z5__							63
64		Bulk hopper U0__, Z0__							64
65		Insulated U7__, Z7__							65
66		Tank Z0__, U6__ (See Note)							66
67		Other trailer and container (Special equipped dry van U9__, Z8__, Z9__)	54,290	0	0	0	0	0	67
70		TOTAL (lines 59 and 69)	91,468	0	0	0	0	179	70

NOTES AND REMARKS

Note: Line 66 (Tank) must have fitting code "CN" to qualify as a tank otherwise it is a bulk hopper.

710. INVENTORY OF EQUIPMENT - Concluded

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Changes during the year (Concluded)	Units at Close of Year						Line No.
		Units retired from service of respondent whether owned or leased, including reclassification (h)	Owned and used (i)	Leased from others (j)	Total in service of respondent [col. (i) & (j)]		Aggregate capacity of units reported in cols. (k) & (l) (see ins. 4) (m)	Leased to others (n)	
					Per diem (k)	All other (l)			
56									56
57									57
58									58
59		364	9,245	27,748	36,993		1,129,397		59
60									60
61									61
62									62
63									63
64									64
65									65
66									66
67		369	17,207	36,714	53,921		1,477,435		67
70		733	26,452	64,462	90,914		2,606,832		70

NOTES AND REMARKS

710S. UNIT COST OF EQUIPMENT INSTALLED DURING THE YEAR
(Dollars in Thousands)

1. Give particulars as requested, separately, for the various classes of new units and rebuilt units of equipment installed by respondent during the year. If information regarding the cost of any units installed is not complete at time of filing of report, the units should be omitted, but reference to the number of units omitted should be given in a footnote, the details as to cost to be given in the report of the following year. The cost of units under construction at the close of the year should not be reflected in this schedule even though part of the cost appears in the property account for the year. Indicate in column (e) whether an installation represents equipment purchased (P), built or rebuilt by contract in outside railroad shops (C), or built or rebuilt in company or system shops (S) including units acquired through capitalized leases (L).
2. In column (a) list each class or type of locomotive unit, car, or TOFC/COFC equipment on a separate line. By class is meant the standard classification used to distinguish types of locomotive units, freight cars or other equipment adopted by the Association of American Railroads, and should include physical characteristics requested by Schedule 710. Locomotive units should be identified as to power source, wheel arrangement, and horsepower per unit, such as multiple-purpose diesel locomotive A units (B-B), 2500 HP. Cars should be identified as to special construction or service characteristics, such as aluminum-covered hopper car (LO), steel boxcars-special service (XAP), etc. For TOFC/COFC show type of equipment as enumerated in Schedule 710.
3. In column (c) show the total weight in tons of 2,000 pounds. The weight of the equipment acquired should be the weight empty.
4. The cost should be the complete cost as entered on the ledger, including foreign line freight charges and handling charges.
5. Data for this schedule should be confined to the units reported in Schedule 710, columns (c) and (e) for locomotive units, passenger-train cars and company service cars and columns (d) and (f) for freight train cars, floating equipment and highway revenue equipment. Disclose new units in the upper section of this schedule and in the lower section disclose rebuilt units acquired or rewritten into the respondent's accounts. The term "new" as used herein shall mean a unit or units placed in service for the first time on any railroad.
6. All unequipped boxcars acquired in whole or in part with incentive per diem funds should be reported on separate lines and appropriately identified by footnote or sub-heading.

NEW UNITS

Line No.	Class of equipment (a)	Number of units (b)	Total weight (tons) (c)	Total cost (d)	Method of acquisition (see instructions) (e)	Line No.
1	LOCOMOTIVES 1/ 2/					1
2	C45AC	127	26,670	318,573		2
3	SD70AC	73	15,330	182,492		3
4	GENSET	7	1,400	4,795		4
5						5
6	FREIGHT CARS					6
7	COVERED HOPPERS	900	26,064	72,398		7
8	GONDOLAS	407	15,112	35,757		8
9	OPEN TOP HOPPERS 3/	0	0	103		9
10						10
11	HIGHWAY REVENUE EQUIPMENT					11
12	CONTAINERS - 53 FT	13	67	98		12
13	CHASSIS-CABS	109	409	872		13
14						14
15	WORK EQUIPMENT					15
16	UNDERCUTTER	1	107	6,044		16
17						17
18	1/ 2/ TOTAL	1,637	N/A	621,132		18

REBUILT UNITS

19	LOCOMOTIVES 1/ 2/					19
20	GP38-2	46	6,279	10,149		20
21	GP15-1	17	2,213	3,751		21
22	SD40-2	10	1,934	3,107		22
23	MP15AC	7	897	1,544		23
24	SD60-M	15	2,963	13,708		24
25						25
26	FREIGHT CARS					26
27	AUTO BOX CARS	80	4,691	2,612		27
28	STEEL COAL CARS 3/	0	0	2		28
29						29
30	WORK EQUIPMENT					30
31	LOCOMOTIVE CRANES	2	185	2,261		31
32	HERITAGE CAR	1	71	738		32
33	JORDAN SPREADERS	3	66	3,283		33
34						34
35						35
36						36
37						37
38						38
39						39
40						40
41	1/ 2/ TOTAL	181	N/A	41,155		41
42						42
43	1/ 2/ GRAND TOTAL	1,818	N/A	\$662,287	N/A	43

1/ Includes 1 genset locomotive, 46 rebuilt four axle switch locomotives, 43 auto box cars, 13 containers and 109 chassis-cabs financially complete this year.

2/ Excludes 107 rebuilt six axle switch locomotives, 32 rebuilt four axle switch locomotives and 22 refrigerated boxcars not financially complete this year.

3/ Includes cost incurred in the current year related to new units included in the prior year.

GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULES 720, 721, 723, AND 726

1. For purposes of these schedules, the track categories are defined as follows:
 Track category (1)
 A - Freight density of 20 million or more gross ton miles per track mile per year (include passing tracks, turnouts and crossovers).
 B - Freight density of less than 20 million gross ton miles per track mile per year, but at least 5 million (include passing tracks, turnouts and crossovers).
 C - Freight density of less 5 million gross ton miles per track mile per year, but at least 1 million (include passing tracks, turnouts and crossovers).
 D - Freight density of less 1 million gross ton miles per track mile per year (include passing tracks, turnouts and crossovers).
 E - Way and yard switching tracks (passing tracks, crossovers and turnouts shall be included in category A, B, C, D, F, and Potential abandonments, as appropriate.)
 F - Track over which any passenger service is provided (other than potential abandonments). Mileage should be included within track categories A through E unless it is dedicated entirely to passenger service, category F.
 Potential abandonments -- Route segments identified by railroads as potentially subject to abandonment as required by Section 10903 of the ICC Termination Act of 1995.
2. This schedule should include all class 1, 2, 3, or 4 track from Schedule 700 that is maintained by the respondent (class 5 is assumed to be maintained by others).
3. If, for two consecutive years, a line segment classified in one track category maintains a traffic density which would place it in another, it shall be reclassified into that category as of the beginning of the second year.
4. Traffic density related to passenger service shall not be included in the determination of the track category of a line segment.

720. TRACK AND TRAFFIC CONDITIONS

1. Disclose the requested information pertaining to track and traffic conditions.

Line No.	Track category (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton-miles per track-mile* (use two decimal places) (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders at end of period (e)
1	A	19,701	50.51	N/A	154
2	B	6,497	12.53	N/A	38
3	C	2,734	2.54	N/A	58
4	D	5,477	0.20	N/A	36
5	E	8,732	N/A	N/A	2
6	TOTAL	43,141	25.29	N/A	288
7	F	8,912	N/A	N/A	N/A
8	Potential abandonments	29	N/A	N/A	N/A

* To determine average density, total track miles (route miles times number of tracks), rather than route miles, shall be used.

N/A - Information is not available.

721. TIES LAID IN REPLACEMENT

1. Furnish the requested information concerning ties laid in replacement.
2. In column (j), report the total board feet of switch and bridge ties laid in replacement.
3. The term "spot maintenance" in column (k) means repairs to track components during routing inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total ties or board feet laid in replacement considered to be spot maintenance.
4. In No. 9, the average cost per tie should include transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply storage and seasoning yards, and in the case of treating ties, also the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over carrier's own lines, and placing the ties in tracks and of train service other than that necessary in connection with loading or treatment should not be included in this schedule.

Line No.	Track category (a)	Number of cross-ties laid in replacement										Switch and bridge ties (board feet) (j)	Cross-ties and bridge ties Percent of spot maintenance (k)	Line No.
		New ties					Second-hand ties							
		Wooden		Concrete (d)	Other (e)	Total (i)	Wooden		Other (h)	Total (i)	Cross-ties and bridge ties Percent of spot maintenance (k)			
		Treated (b)	Untreated (c)				Treated (f)	Untreated (g)						
1	A	2,111,682		274,563	21,143	7,245		0	2,414,633	3,618,559	N/A	1		
2	B	844,060		119,741	0	0		0	963,801	1,246,946		2		
3	C	330,343		5,651	0	0		0	335,994	803,900		3		
4	D	150,894		0	2,712	12,493		0	166,099	459,546		4		
5	E	172,101		20,607	775	77,347		0	270,830	1,217,426		5		
6	TOTAL	3,609,080		420,562	24,630	97,085		0	4,151,357	7,346,377		6		
7	F											7		
8	Potential abandonment											8		
9	Average cost per cross-tie	\$50.08			\$1,397.00									

** Concrete and steel switch ties are not included in column (j). In lieu of board measure, number of switch ties was 252 at an average cost of \$727.44

N/A - Information is not available.

722. TIES LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS
(Dollars in Thousands)

Give particulars of ties laid during the year in new construction during the year.

In column (a) classify the ties as follows:

- U - Wooden ties untreated when applied.
- T - Wooden ties treated before application.
- S - Ties other than wooden (steel, concrete, etc.). Indicate type in column (h).

Report new and second-hand (relay) ties separately, indicating in column (h) which ties are new.

In columns (d) and (g) show the total cost, including transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply, storage, and seasoning yard. In the case of treated ties, also show the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over carrier's own lines and placing the ties in tracks, and of train service, other than that necessary in connection with loading or treatment, should not be included in this schedule.

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)	Line No.	
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of crossties laid in new tracks during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch and bridge ties laid in new tracks during year (g)			
1	T	156,815	\$64.69	\$10,144	388,699	\$1,623.03	\$631	New	1	
2	T							Secondhand	2	
3	S	224,748	79.63	17,896				Concrete	3	
4	S				2,394	\$721.62	1,728	Concrete -Reported per tie in lieu of board measure.	4	
5	S							Steel	5	
6	S							Steel -Reported per tie in lieu of board measure.	6	
7	S							Plastic	7	
8									8	
9									9	
10									10	
11									11	
12									12	
13									13	
14									14	
15									15	
16									16	
17									17	
18									18	
19									19	
20	TOTAL	381,563		\$28,040	N/M		\$2,359		20	
21	Number of miles of new running tracks, crossovers, etc., in which ties were laid								N/A	21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid								N/A	22

723. RAILS LAID IN REPLACEMENT

1. Furnish the requested information concerning rails laid in replacement.
2. The term "spot maintenance" in column (h) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total rails laid in replacement considered to be spot maintenance.
3. In line 9, the average cost of new and relay rail should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines and placing the rails in tracks and of train service in connection with the distribution of rails should not be included in this schedule.

Line No.	Track category (a)	Miles of rail laid in replacement (rail miles)					Total		Percent of spot maintenance (h)	Line No.
		New rail		Relay rail		Welded rail (f)	Bolted rail (g)			
		Welded rail (b)	Bolted rail (c)	Welded rail (d)	Bolted rail (e)					
1	A	1,059.33	31.87	106.97	7.61	1,166.30	39.48	N/A	1	
2	B	217.59	7.32	299.16	1.16	516.75	8.48	N/A	2	
3	C	12.49	4.34	86.86	2.96	99.35	7.30	N/A	3	
4	D	12.32	1.97	80.54	3.05	92.86	5.02	N/A	4	
5	E	2.78	4.88	158.38	0.82	161.16	5.70	N/A	5	
6	TOTAL	1,304.51	50.38	731.91	15.60	2,036.42	65.98	N/A	6	
7	Potential abandonment							N/A	7	
8	Average cost of new and relay rail laid in replacement per gross ton			New	\$1,212	Relay	\$382	N/A	8	
9									9	

N/A - Information is not available.

724. RAILS LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS
(Dollars in Thousands)

1. Give particulars of all rails applied during the year in connection with the construction of new track.

In column (a) classify the kind of rail applied as follows:

- (1) New steel rails, Bessemer process.
- (2) New steel rails, open-hearth process.
- (3) New rails, special alloy (describe more fully in a footnote).
- (4) Relay rails.

2. Returns in columns (c) and (g) should be reported in WHOLE numbers. Fractions of less than one-half should be disregarded, and fractions of one-half or more should be counted as one.

3. The returns in columns (d) and (h) should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines, and placing the rails in tracks, as well as train service in connection with the distribution of the rail should not be included in this schedule.

Line No.	Class of rail (a)	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY AND OTHER SWITCHING TRACKS				Line No.
		Weight of rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc., during year (d)	Average cost per ton (2,000 lbs.) (e)	Weight of rail		Total cost of rail applied in yard station, team, industry, and other switching tracks during year (h)	Average cost per ton (2,000 lbs.) (i)	
		Pounds per yard of rail (b)	Number of tons (2,000 lbs.) (c)			Pounds per yard of rail (f)	Number of tons (2,000 lbs.) (g)			
1	2	115	14	\$12	\$874	115	25	\$25	\$986	1
2	2	136	1,626	1,690	1,039	136	4,751	4,985	1,049	2
3	2	141	17,236	19,488	1,131	141	404	449	1,113	3
4										4
5										5
6	4	112	0	0	0	112	2	1	354	6
7	4	115	39	12	300	115	0	0	0	7
8	4	133	135	44	329	133	1,466	506	345	8
9	4	136	58	20	341	136	7,300	2,496	342	9
10	4	141	764	260	340	141	0	0	0	10
11										11
12										12
13										13
14										14
15										15
16										16
17										17
18										18
19										19
20										20
21										21
22										22
23										23
24										24
25										25
26										26
27										27
28										28
29	TOTAL	N/A	19,872	\$21,526		N/A	13,948	\$8,462		29
30	Number of miles new running tracks, passing tracks, cross-over, etc., in which rails were laid.									
31	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid.									
32	Track-miles of welded rail installed on system this year _____ N/A _____; total to date _____ N/A _____.									

725. WEIGHT OF RAIL

Give the particulars called for below concerning the road and track operated by the respondent at the close of the year. Only the respondent's proportion of jointly-owned mileage should be included. Under "Weight of rail," the various weights of rails should be given. Road and track occupied under trackage right or other form of license should not be included herein, but all road and track held under any form of lease (granting exclusive possession to the lessee) should be included.

Line No.	Weight of rails per yard (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	Line No.
	Pounds				
1					1
2	141	3,334			2
3	140	10			3
4	136	9,756			4
5	133	9,782			5
6	132	749			6
7	131	464			7
8	130	5			8
9	128	4			9
10	127	1			10
11	119	1,257			11
12	115	2,433			12
13	113	438			13
14	112	1,508			14
15	110	132			15
16	106	3			16
17	100	285			17
18	90	422			18
19	85	98			19
20	80	51			20
21	75	24			21
22	72	23			22
23	70	9			23
24	65	0			24
25	60	0			25
26	Under 60	0			26
27					27
28	TOTAL	30,788			28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38
39					39
40					40
41					41
42					42
43					43
44					44
45					45
46					46

726. SUMMARY OF TRACK REPLACEMENTS

1. Furnish the requested information concerning the summary of track replacements.
2. In columns (d), (e), (g), and (j) give the percentage of replacements to units of property in each track category at year end.

Line No.	Track category (a)	Ties				Rail		Ballast		Track surfacing		Line No.
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles) (f)	Percent replaced (g)	Cubic yards of ballast placed (h)	Miles surfaced (i)	Percent surfaced (j)		
		Crossties (b)	Switch and bridge ties (board feet) (c)	Crossties (d)	Switch and bridge ties (board feet) (e)							
1	A	2,414,633	3,618,559	4.3%	N/A	1,205.78	3.1%	3,576,170	7,304	37.1%	1	
2	B	963,801	1,246,946	5.2%	N/A	525.23	4.0%	955,298	1,818	28.0%	2	
3	C	335,994	803,900	4.3%	N/A	106.65	2.0%	190,054	1,035	37.9%	3	
4	D	166,099	459,546	1.1%	N/A	97.88	0.9%	88,339	375	6.8%	4	
5	E	270,830	1,217,426	1.1%	N/A	166.86	1.0%	263,914	517	5.9%	5	
6	TOTAL	4,151,357	7,346,377	3.3%	N/A	2,102.40	2.4%	5,073,775	11,049	25.6%	6	
7	F										7	
8	Potential abandonments										8	

750. CONSUMPTION OF DIESEL FUEL
(Dollars in Thousands)

Line No.	Kind of locomotive service (a)	LOCOMOTIVES		Line No.
		Diesel oil (gallons) (b)		
		Diesel	Diesel oil (gallons)	
1	Freight	961,268,471		1
2	Passenger	10,209,787		2
3	Yard switching	124,835,030		3
4	TOTAL	1,096,313,288		4
5	COST OF FUEL \$(000) *	\$3,505,671		5
6	Work Train	11,716,071		6

* Show cost of fuel charged to train and yard service (function 67-Loco. Fuels). The cost stated for diesel fuel should be the total charges in the accounts specified, including freight charges and handling expenses. Fuel consumed by mixed and special trains that are predominantly freight should be included in freight service, but where the service of mixed special trains predominantly passenger, the fuel should be included in passenger service.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755

Unit Train, Way Train and Through Train data under Items 2, 3, 4, 6, and 12 shall be obtained from conductor's wheel reports (freight) or similar records. Unit train service is a specialized scheduled shuttle type service in equipment (Railroad or privately owned) dedicated to such service, moving between origin and destination. The applicable tariffs and/or contracts generally require that a specific minimum tonnage or quantity of carloads be tendered as a unit for shipment on one bill of lading or other shipping document in a solid train for movement between origin and destination. Such tariffs and/or contracts generally contain restricted detention provisions and are subject to time-volume requirements which reflect the approximate capacity of the unit trains for the stated period. Way Trains are defined as trains operated primarily to gather and distribute cars in road service and move them between way stations or way points. Through Trains are those trains operated between two or more major concentration or distribution points. Do not include Unit Train statistics in Way and Through Train statistics. A Work Train is a train operated solely or preponderantly for the purpose of transporting company freight, work equipment or company employees. Statistics for Work Trains should be reported under Item 11 only. Statistics related to company equipment, company employees and company freight moving in transportation trains are not to be reported in Item 11, but are to be reported in Items 4-17, 6-04, 7-02, and 8-04 and 8-05 as instructed in Notes I, K, and L.

(A) Report miles of road operated at close of year excluding industrial tracks, yard tracks, and sidings.

(B) A train-mile is the movement of a train a distance of 1 mile. In computing train-miles, fractions representing less than one-half mile shall be disregarded and other fractions considered as 1 mile. Train Miles -- Running shall be based on the actual distance run between terminals and/or stations and shall be computed from the official time tables or distance tables. Train-miles shall not be increased to cover the running of locomotives from shops to terminals, doubling hills, switching, or other work at way stations, or for the service of helper or pusher locomotives or of extra locomotives on double-head or triple-head trains. When the carrier's trains are detoured over foreign roads, the miles shall be computed on the basis of the miles actually run and in accordance with the service performed. Train-miles shall be kept separately for trains hauled by locomotives and trains moved by motorcars.

(C) A motorcar is a self-propelled unit of equipment designed to carry freight or passenger traffic and is not considered a locomotive.

(D) A locomotive is a self-propelled unit of equipment designed solely for moving other equipment. A locomotive unit-mile is a movement of a locomotive unit a distance of 1 mile under its own power. Include miles made by all locomotive units. Exclude miles made by motorcars. Miles of locomotives in helper service shall be computed on the basis of actual distance run in such service.

(E) All locomotive units-miles in road service shall be based on the actual distance run between terminals and/or stations. Follow instructions (B) regarding fractions and official time tables for computing locomotive-units.

(F) Train switching locomotive-miles shall be computed at the rate of 6 miles per hour for the time actually engaged in such service. Include miles allowed train locomotives for performing switching service at terminals and way stations.

(G) Yard switching locomotive-miles shall be computed at the rate of 6 miles per hour for the time actually engaged in yard switching service. Include miles allowed to yard locomotives for switching service in yards where regular switching service is maintained and in terminal switching and transfer service.

(H) A car-mile is a movement of a unit of car equipment a distance of 1 mile. Use car designations shown in Schedule 710. Under Railroad Owned and Leased Cars, Items 4-01 and 4-11, report both foreign cars and respondent's own cars while on the line of the respondent railroad. In Items 4-13 and 4-15, report private-line cars and shipper-owned cars. Loaded and empty miles should be reported whether or not the railroad reimbursed the owner on a loaded and/or empty miles basis. Report miles made by flatcars carrying empty highway trailers that are not moving under revenue billings as empty freight car-miles. Do not report miles made by motorcars or business cars.

(I) Exclude from Item 4-01, 4-11, 4-13, and 4-15 car-miles of work equipment, cars carrying company freight and non-revenue private line cars moving in transportation trains. Include such car-miles in Item 4-17, 4-18, and 4-19. If private line cars move in revenue service, the loaded and empty miles should not be considered no-payment or non-revenue car-miles.

(J) Report miles actually run by passenger-train cars in transportation service. Passenger-train car-miles include miles run by coaches and cars in which passengers are carried at regular tariff fares without extra charge for space occupied; miles run by combination passenger and baggage, passenger and mail, passenger and express; miles run by sleeping, parlor and other cars for which an extra fare is charged; miles run by dining, cafe, and other cars devoted exclusively to the serving of meals and other refreshments and by club, lounge, and observation cars; and miles run by other passenger-train cars where services are combined such as baggage, express and mail.

(K) From conductors' or dispatchers' train reports or other appropriate source, compute weight in tons (2,000 pounds). Item 6-01 includes weight of all locomotive units moved 1 mile in transportation trains. Ton-miles of motorcars should be excluded. Items 6-02 and 6-03 represent tons behind locomotive units (cars and contents, cabooses) moved one mile in transportation trains (excluding non-revenue gross ton-miles). Non-revenue gross ton-miles in transportation trains include work equipment and cars carrying company freight (and other contents). Use 150 lbs. as the average weight per passenger, and 4 tons as the average weight of contents of each head-end car.

(L) From conductors' train reports or other appropriate source, compute ton-miles of freight. Ton-miles represent the number of tons of revenue and non-revenue freight moved one mile in transportation train. Include net ton-miles in motorcar trains. Exclude 1.c.1. shipment of freight handled in mixed baggage express cars. Total Ton-Miles Revenue Freight should correspond to the Ton-Miles reported on Form CBS.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755 - Concluded

(M) Road service represents elapsed time of transportation trains (both ordinary and light) between the time of leaving the initial terminals and the time at the final terminals, including trains switching at way stations and delays on road as shown by conductors' or dispatchers' train reports. Include time of motorcar service performed by train locomotives at terminals and way stations. Report in Item 9-02 train switching hours included in Item 9-01. Train switching is the time spent by the train while performing switching service at terminals and way stations where no regular yard service is maintained. A train hour is independent of the number of locomotives in the train.

(N) Yard switching hours are hours expended in switching service performed by yard crews in yards where regular switching service is maintained, including switching and transfer service in connection with the transportation of revenue and incidentally of company freight. Hours in yard switching are independent of the number of locomotives used.

(O) Work-train miles inside the miles run by trains engaged in company service such as official inspection; inspection trains for railway Commissioners for which no revenue is received; trains running special with fire apparatus to save carrier's property from destruction; trains run for transporting the carrier's employees to and from work when no transportation charge is made, wrecking trains; trains run solely for the purpose of transporting company material; trains run for distributing material and supplies for use in connection with operations; and all other trains used in work-train services. Exclude miles run by locomotives while engaged incidentally in switching company materials in company shops or material yards in connection with regular yard switching service or in switching equipment for repairs between yards and shops.

(P) The number of loaded freight cars shall be obtained from the conductors' wheel report and shall be the sum of all loaded cars handled by each train. For example, if a car moves loaded (1) in a way train from the origination points, (2) in two through trains, and (3) in a way train to the destination point, the total count of loaded cars would be four: two counts for the movements in the way trains and two counts for the movements in through trains. Therefore, each car originated or received from a connecting carrier receives an initial count, plus one count for each subsequent physical transfer between trains on respondent lines. No additional count is given because of crew change or changes in track identification number unless there is a physical transfer of the car between trains. Each car moving under revenue billing shall be considered as a loaded car.

(Q) Report vehicle (TOFC trailers/containers, automobiles and trucks) loaded and unloaded to and from TOFC and multiple level freight cars when the work is performed at the railroad's expense.

(R) Report the number of loaded revenue trailers/containers picked up, plus revenue trailers/containers delivered in TOFC/COFC and in highway interchange service, when the work is performed at the railroads' expense. (Performed at railroads' expense means that railroad employees perform the service or that the railroad hires a subsidiary or outside contractor to perform the service.) Do not include those trailers/containers which are picked up or delivered by a shipper or motor carrier, etc., when a tariff provision requires the shipper-motor carrier, etc., and not the railroad to perform that service. Note: The count should reflect the trailers/containers for which expenses is reported in Schedule 417, Line 2, Column (b).

(S) Report under Marine Terminals, Item 16, the tons loaded onto and unloaded from marine vessels at the expense of the reporting railroad.

(T) Report the total number of foreign railroad cars on line at the end of the year (except surplus cars, see below). Foreign railroad cars refer to freight cars owned by other railroads whose interline rental is settled on time (by hour) and actual line-haul mileage charges under the Code of Car Hire Rules.

Carriers will be governed by local conditions in determining whether a car at an interchange point should be considered "on line." Unserviceable cars include cars on repair tracks undergoing or awaiting repairs. They include cars on repair tracks repaired and awaiting switching, cars on repair tracks undergoing or awaiting repairs switching, cars awaiting movement to repair tracks held in train yard (excluding cars which are to be repaired in train yard without loss of time), car moving empty in trains en route to shop, and cars stored awaiting disposition.

Surplus cars are cars which are in serviceable condition for loading on the last day of the year, but have not been placed for loading within 48 hours. This count can be an annual average based on weekly count of cars that have not been placed for loading within 48 hours.

755. RAILROAD OPERATING STATISTICS

Line No.	Cross Check	Item description (a)	Freight train (b)	(2) Passenger train (c)	Line No.
1		1. Miles of Road Operated (A)	31,868		1
2		2. Train Miles - Running (B)			
		2-01 Unit Trains	41,224,573	XXXXXX	2
3		2-02 Way Trains	6,213,615	XXXXXX	3
4		2-03 Through Trains	94,532,743	0	4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	141,970,931	0	5
6		2-05 Motorcars (C)	0	0	6
7		2-07 TOTAL ALL TRAINS (lines 5 and 6)	141,970,931	0	7
		3. Locomotive Unit Miles (D)			
		Road Service (E)			
8		3-01 Unit Trains	124,626,856	XXXXXX	8
9		3-02 Way Trains	13,536,453	XXXXXX	9
10		3-03 Through Trains	280,983,923	0	10
11		3-04 TOTAL (lines 8-10)	419,147,232	0	11
12		3-11 Train Switching (F)	13,072,632	XXXXXX	12
13		3-21 Yard Switching (G)	20,137,038	0	13
14		3-31 TOTAL ALL SERVICES (line 11-13)	452,356,902	0	14
		4. Freight Car-Miles (thousands) (H)			
		4-01 RR Owned and Leased Cars - Loaded			
15		4-010 Box-Plain 40-Foot	0	XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	10,555	XXXXXX	16
17		4-012 Box-Equipped	237,447	XXXXXX	17
18		4-013 Gondola-Plain	153,500	XXXXXX	18
19		4-014 Gondola-Equipped	94,499	XXXXXX	19
20		4-015 Hopper-Covered	373,688	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	216,569	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	113,472	XXXXXX	22
23		4-018 Refrigerator-Mechanical	92,604	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	21,956	XXXXXX	24
25		4-020 Flat-TOFC/COFC	948,820	XXXXXX	25
26		4-021 Flat-Multi-Level	53,290	XXXXXX	26
27		4-022 Flat-General Service	330	XXXXXX	27
28		4-023 Flat-All Other	62,880	XXXXXX	28
29		4-024 All Other Car Types-Total	15,528	XXXXXX	29
30		4-025 TOTAL (Lines 15-29)	2,395,138	XXXXXX	30

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	(2) Passenger train (c)	Line No.
31		4-11 RR Owned and Leased Cars - Empty 4-110 Box-Plain 40-Foot	0	XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	9,627	XXXXXX	32
33		4-112 Box-Equipped	206,357	XXXXXX	33
34		4-113 Gondola-Plain	155,655	XXXXXX	34
35		4-114 Gondola-Equipped	96,866	XXXXXX	35
36		4-115 Hopper-Covered	383,552	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	224,948	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	113,770	XXXXXX	38
39		4-118 Refrigerator-Mechanical	71,008	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	24,620	XXXXXX	40
41		4-120 Flat-TOFC/COFC	47,344	XXXXXX	41
42		4-121 Flat-Multi-Level	21,613	XXXXXX	42
43		4-122 Flat-General Service	326	XXXXXX	43
44		4-123 Flat-All Other	57,113	XXXXXX	44
45		4-124 All Other Car Types	1,449	XXXXXX	45
46		4-125 TOTAL (Lines 31-45)	1,414,248	XXXXXX	46
47		4-13 Private Line Cars - Loaded (H) 4-130 Box-Plain 40-Foot	0	XXXXXX	47
48		4-131 Box-Plain 50-Foot and Longer	39,083	XXXXXX	48
49		4-132 Box-Equipped	77,259	XXXXXX	49
50		4-133 Gondola-Plain	746,518	XXXXXX	50
51		4-134 Gondola-Equipped	23,421	XXXXXX	51
52		4-135 Hopper-Covered	774,002	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	18,422	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	333,399	XXXXXX	54
55		4-138 Refrigerator-Mechanical	13,088	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	2,018	XXXXXX	56
57		4-140 Flat-TOFC/COFC	385,433	XXXXXX	57
58		4-141 Flat-Multi-Level	487,782	XXXXXX	58
59		4-142 Flat-General Service	331	XXXXXX	59
60		4-143 Flat-All Other	122,592	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	149,170	XXXXXX	61
62		4-145 Tank-22,000 Gallons and Over	489,399	XXXXXX	62
63		4-146 All Other Car Types	3,450	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	3,665,367	XXXXXX	64

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	(2) Passenger train (c)	Line No.
65		4-15 Private Line Cars - Empty (H) 4-150 Box-Plain 40-Foot	XXXXXX 0	XXXXXX XXXXXX	65
66		4-151 Box-Plain 50-Foot and Longer	23,822	XXXXXX	66
67		4-152 Box-Equipped	55,301	XXXXXX	67
68		4-153 Gondola-Plain	982,147	XXXXXX	68
69		4-154 Gondola-Equipped	23,250	XXXXXX	69
70		4-155 Hopper-Covered	746,791	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	32,026	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	364,748	XXXXXX	72
73		4-158 Refrigerator-Mechanical	19,411	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	1,818	XXXXXX	74
75		4-160 Flat-TOFC/COFC	117,809	XXXXXX	75
76		4-161 Flat-Multi-Level	184,384	XXXXXX	76
77		4-162 Flat-General Service	491	XXXXXX	77
78		4-163 Flat-All Other	107,641	XXXXXX	78
79		4-164 Tank Under 22,000 Gallons	158,147	XXXXXX	79
80		4-165 Tank-22,000 Gallons and Over	493,712	XXXXXX	80
81		4-166 All Other Car Types	5,720	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	3,317,218	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	33,157	XXXXXX	83
84		4-18 No Payment Car-Miles (I) (1)	2,216,024	XXXXXX	84
85		4-19 Total Car-Miles by Train Type (Note) 4-191 Unit Trains	4,792,218	XXXXXX	85
86		4-192 Way Trains	171,966	XXXXXX	86
87		4-193 Through Trains	8,076,968	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	13,041,152	XXXXXX	88
89		4-20 Caboose Miles	14	XXXXXX	89

- (1) As in prior years, the passenger statistics exclude results from commuter operations.
- (2) As in prior years, the passenger statistics exclude results from commuter operations.

Note: Line 88 total car miles is equal to the sum of lines 30, 46, 64, 82, 83 and 84. Accordingly, the car miles reported on lines 83 and 84 are to be allocated to lines 85, 86 and 87 and included in the total shown on line 88. Line 88 excludes business car miles.

755. RAILROAD OPERATING STATISTICS - Concluded					
Line No.	Cross Check	Item description (a)	Freight train (b)	(2) Passenger train (c)	Line No.
		6. Gross Ton-Miles (thousands) (K)			
98		6-01 Road Locomotives	85,780,864	XXXXXX	98
99		6-02 Freight Trains, Cars, Cnts., and Caboose			
		6-020 Unit Trains	398,058,976	XXXXXX	99
100		6-021 Way Trains	12,783,066	XXXXXX	100
101		6-022 Through Trains	548,437,782	XXXXXX	101
102		6-03 Passenger-Trains, Cars, and Cnts.		0	102
103		6-04 Non-Revenue	8,059,802	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	1,053,120,490	0	104
		7. Tons of Freight (thousands)			
105		7-01 Revenue	554,994	XXXXXX	105
106		7-02 Non-Revenue	10,868	XXXXXX	106
107		7-03 TOTAL (lines 105 and 106)	565,862	XXXXXX	107
		8. Ton-Miles of Freight (thousands) (L)			
108		8-01 Revenue-Road Service	521,110,501	XXXXXX	108
109		8-02 Revenue-Lake Transfer Service	0	XXXXXX	109
110		8-03 TOTAL (lines 108, 109)	521,110,501	XXXXXX	110
111		8-04 Non-Revenue-Road Service	5,592,913	XXXXXX	111
112		8-05 Non-Revenue-Lake Transfer Service	0	XXXXXX	112
113		8-06 TOTAL (lines 111 and 112)	5,592,913	XXXXXX	113
114		8-07 TOTAL-REVENUE AND NON-REVENUE (lines 110 and 113)	526,703,414	XXXXXX	114
		9. Train Hours (M)			
115		9-01 Road Service	5,907,854	XXXXXX	115
116		9-02 Train Switching	1,239,401	XXXXXX	116
117		10. TOTAL YARD-SWITCHING HOURS (N)	2,257,332	XXXXXX	117
		11. Train-Miles Work Trains (O)			
118		11-01 Locomotives	2,177,576	XXXXXX	118
119		11-02 Motorcars		XXXXXX	119
		12. Number of Loaded Freight Cars (P)			
120		12-01 Unit Trains	2,600,077	XXXXXX	120
121		12-02 Way Trains	3,073,060	XXXXXX	121
122		12-03 Through Trains	9,466,262	XXXXXX	122
123		13. TOFC/COFC-No. of Rev. Trailers and Containers Loaded and Unloaded (Q)	6,089,918	XXXXXX	123
124		14. Multi-Level Cars-No. of Motor Vehicles Loaded and Unloaded (Q)	3,656,444	XXXXXX	124
125		15. TOFC/COFC-No. of Rev. Trailers Picked Up and Delivered (R)	152,377	XXXXXX	125
		16. Revenue Tons-Marine Terminal (S)			
126		16-01 Marine Terminals-Coal	0	XXXXXX	126
127		16-02 Marine Terminals-Ore	0	XXXXXX	127
128		16-03 Marine Terminals-Other	0	XXXXXX	128
129		16-04 TOTAL (lines 126-128)	0	XXXXXX	129
		17. Number of Foreign Per Diem Cars on Line (T)			
130		17-01 Serviceable	41,074	XXXXXX	130
131		17-02 Unserviceable		XXXXXX	131
132		17-03 Surplus		XXXXXX	132
133		17-04 TOTAL (lines 130-132)	41,074	XXXXXX	133
134		TOFC/COFC - Average No. of Units Loaded Per Car	4.8	XXXXXX	134

VERIFICATION

The foregoing report shall be verified by the oath of the officer having control of the accounting of the respondent. This report shall also be verified by the oath of the president or other chief officer of the respondent, unless the respondent states that such officer has no control over the respondent's accounting and reporting.

OATH

(To be made by the officer having control over the accounting of the respondent)

State of Nebraska
County of Douglas

Jeffrey P. Totusek makes oath and says that he (she) is Chief Accounting Officer and Controller
(Insert here name of the affiant) (Insert here the official title of the affiant)

Of Union Pacific Railroad Company
(Insert here the exact legal title or name of the respondent)

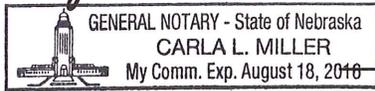
that it is his or her duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept; that he or she knows that such books have been kept in good faith during the period covered by this report; that he or she knows that the entries contained in this report relate to accounting matters that have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroad Companies and other accounting and reporting directives of the Surface Transportation Board; that he or she believes that all other statements of fact contained in this report are true, and that this report is a correct and complete statement, accurately taken from the books and records, of the business and affairs of the above-named respondent during the period of time from and including

January 1, 2012 to and including December 31, 2012.

[Signature]
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 28 day of March 2013.

My commission expires August 18, 2016



Carla L Miller
(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

(By the president or other chief officer of the respondent)

State of Nebraska
County of Douglas

John J. Koraleski makes oath and says that he (she) is President and Chief Executive Officer
(Insert here name of the affiant) (Insert here the official title of the affiant)

Of Union Pacific Railroad Company
(Insert here the exact legal title or name of the respondent)

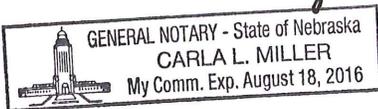
that he or she has carefully examined the foregoing report; that he or she believes that all statements of fact contained in the said report are true, and that the said report is a correct and complete statement of the business and affairs of the above-named respondent and the operations of its property during the period of time from and including

January 1, 2012 to and including December 31, 2012.

[Signature]
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 28 day of March 2013.

My commission expires August 18, 2016



Carla L Miller
(Signature of officer authorized to administer oaths)

**MEMORANDA
(FOR USE OF BOARD ONLY)
CORRESPONDENCE**

Office Addressed		Date of Letter, Fax or Telegram of			Subject						Answer Needed	Answer		
												Date of Letter, Fax, or Telegram		
Name	Title	Month	Day	Year	Page						Month	Day	Year	

CORRECTIONS

Date Correction			Page						Date of Letter, Fax or Telegram of			Authority		Board File Number	Clerk Making Correction Name
												Officer sending letter, fax or telegram			
Month	Day	Year	Month	Day	Year	Name	Title								

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