

1301000 **DUPLICATE**

OFFICE OF ECONOMICS
SECTION OF
AUDITING
R-1

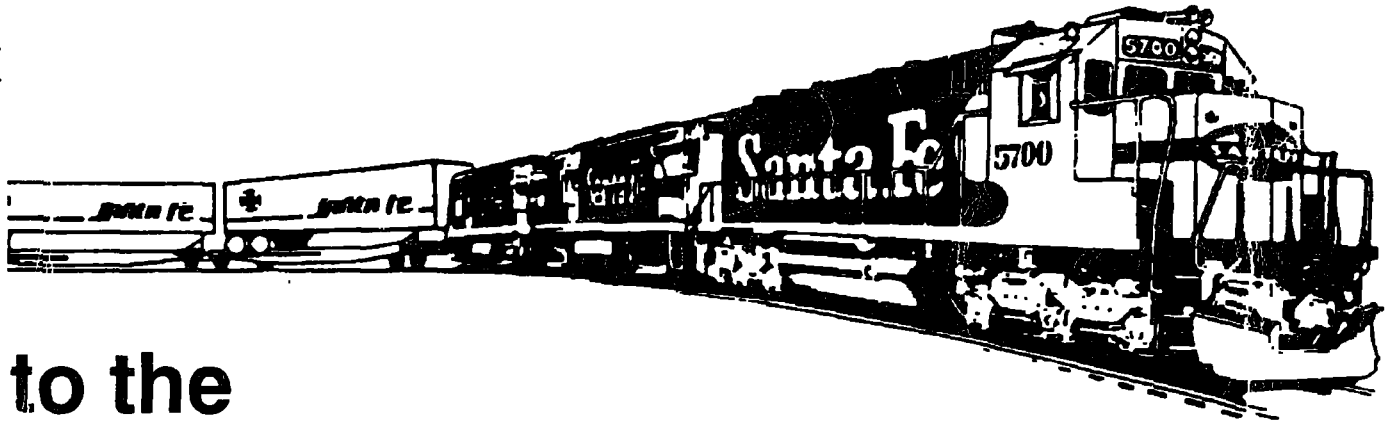
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annual report

ACAA—R-1

APPROVED BY OMB
3120-0029
EXPIRES 3-31-93

	<p>The Atchison, Topeka & Santa Fe Rwy. Co. Leased Lines and Wholly-Owned Subsidiaries 920 S.E. Quincy Street One Santa Fe Plaza Topeka, Kansas 66612</p>
<p>Correct name and address if different than shown.</p>	<p>Full name and address of reporting carrier (Use mailing label on original, copy in full on duplicate.)</p>



to the
Interstate Commerce Commission

FOR THE YEAR ENDED DECEMBER 31, 1992

NOTICE

1 This Form for annual report should be filled out in triplicate and two copies returned to the Interstate Commerce Commission Bureau of Accounts Washington, D.C. 20423, by March 31 of the year following that for which the report is made. One copy should be retained in respondent's files. Attention is specially directed to the following provisions of Part I of the Interstate Commerce Act:

(49) U.S.C. 11145, Reports by carriers, lessors, and associations

(a) The Interstate Commerce Commission may require—

(1) carriers, brokers, lessors, and associations, or classes of them as the Commission may prescribe, to file annual, periodic, and special reports with the Commission containing answers to questions asked by it, and

(2) a person furnishing cars or protective services against heat or cold to a rail or express carrier providing transportation subject to this subtitle, to file reports with the Commission containing answers to questions about those cars or services.

(b)(1) An annual report shall contain an account, in as much detail as the Commission may require, of the affairs of the carrier, broker, lessor, or association for the 12-month period ending on the 31st day of December of each year. However, when an annual report is made by a motor carrier, a broker, or a lessor or an association maintained by or interested in one of them, the person making the report may elect to make it for the 13-month period accounting year ending at the close of one of the last 7 days of each calendar year if the books of the person making the report are kept by that person on the basis of that accounting year.

(2) An annual report shall be filed with the Commission by the end of the 3rd month after the end of the year for which the report is made unless the Commission extends the filing date or changes the period covered by the report. The annual report and, if the Commission requires, any other report made under this section, shall be made under oath.

(c) The Commission shall streamline and simplify, to the maximum extent practicable, the reporting requirements applicable under this subchapter to motor common carriers of property with respect to transportation provided under certificates to which the provisions of section 10922(b)(4)(E) of this title apply and to motor contract carriers of property with respect to transportation provided under permits to which the provisions of section 10923(b)(5) of this title apply. Pub. L. 95-473, Oct. 17, 1978, 92 Stat. 1427, Pub. L. 96-296 § 5(b), July 1, 1980, 94 Stat. 796.

(49) U.S.C. 11901, (g) A person required to make a report to the Commission, answer a question, or make, prepare, or preserve a record under this subtitle concerning transportation subject to the jurisdiction of the Commission under subchapter II of chapter 105 of this title, or an officer, agent, or employee of that person that (1) does not make the report, (2) does not specifically, completely, and truthfully answer the question, (3) does not make, prepare, or preserve the record in the form and manner prescribed by the Commission, or (4) does not comply with section 10921 of this title, is liable to the United States Government for a civil penalty of not more than \$500 for each violation and for not more than \$250 for each additional day the violation continues. After the date of enactment of this sentence, no penalties shall be imposed under this subsection for a violation relating to the transportation of household goods. Any such penalties that were imposed prior to such date of enactment shall be collected only in accordance with the provisions of subsection (h) of this section.

The term "carrier" means a common carrier subject to this part, and includes a receiver or trustee of such carrier, and the term "lessor" means a person owning a railroad, a water line, or a pipe line, leased to and operated by a common carrier subject to this part, and includes a receiver or trustee of such lessor. * * *

The respondent is further required to send to the Bureau of Accounts immediately upon preparation, two copies of its latest annual report to stockholders. See schedule B, page 2.

2 The instructions in this Form should be carefully observed, and each question should be answered fully and accurately, whether it has been answered in a previous annual report or not. Except in cases where they are specifically authorized, cancellations, arbitrary check marks, and the like should not be used either as partial or as entire answers to inquiries. If any inquiry, based on a preceding inquiry in the present report form is, because

of the answer rendered to such preceding inquiry, inapplicable to the person or corporation in whose behalf the report is made, such notation as "Not applicable, see page _____, schedule (or line) number _____" should be used in answer thereto, giving precise reference to the portion of the report showing the facts which make the inquiry inapplicable. Where the word "none" truly and completely states that fact, it should be given as the answer to any particular inquiry or any particular portion of an inquiry. Where dates are called for, the month and day should be stated as well as the year. Customary abbreviations may be used in stating dates.

3 Every annual report should, in all particulars, be complete in itself, and references to the returns of former years should not be made to take the place of required entries except as herein otherwise specifically directed or authorized.

4 If it be necessary or desirable to insert additional statements, typewritten or other, in a report, they should be legibly made on durable paper and, wherever practicable, on sheets not larger than a page of the Form. Inserted sheets should be securely attached, preferably at the inner margin, by means of pins or clips; staples are insufficient.

5 All entries should be made in a permanent black ink. Those of a contrary character should be indicated in parenthesis.

6 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.

7 Railroad corporations, mainly distinguished as operating companies and lessor companies, are for the purpose of report to the Interstate Commerce Commission divided into classes. An operating company is one whose officers direct the business of transportation and whose books contain operating as well as financial accounts, a lessor company, the property of which being leased to and operated by another company, is one that maintains a separate legal existence and keeps financial but not operating accounts.

Operating companies are broadly classified, with respect to their operating revenues, according to the following general definitions:

Class I companies are those having annual operating revenues of \$50,000,000 or more. For this class, Annual Report Form R-1 is provided.

Class II companies are those having annual operating revenues less than \$50,000,000 but in excess of \$10,000,000.

Class III companies are those having annual operating revenues of \$10,000,000 or less.

All switching and terminal companies will be designated class III railroads.

8 Except where the context clearly indicates some other meaning, the following terms when used in this Form have the meanings stated below:

Commission means the Interstate Commerce Commission. Respondent means the person or corporation in whose behalf the report is made. Year means the year ended December 31 for which the report is made. The Close of the Year means the close of business on December 31 of the year for which the report is made, or, in case the report is made for a shorter period than one year, it means the close of the period covered by the report. The Beginning of the Year means the beginning of business on January 1 of the year for which the report is made, or, in case the report is made for a shorter period than one year, it means the beginning of the period covered by the report. The Preceding Year means the year ended December 31 of the year next preceding the year for which the report is made. 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.

ANNUAL REPORT

OF

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

INCLUDING LEASED LINES AND WHOLLY-OWNED SUBSIDIARIES

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1992

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

(Name) Dennis R. Johnson (Title) Assistant VP and Assistant Controller

(Telephone Number) 913 435-3122
(Area Code) (Telephone Number)

Office address) 920 Southeast Quincy Street, Topeka, Kansas 66612
(Street and number, city, State, and ZIP code)

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* Schedule No. 240 Statement of Cash Flows

SPECIAL NOTICE

Docket No. 38559 Railroad Classification Index, served January 20, 1983 modified the reporting requirements for class II, III and all Switching and terminal companies. These carriers will notify the Commission 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 for processing by the Commission.

It is estimated that an average of 800 burden hours per response are required to complete this collection of information. This estimate includes time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Comments concerning the accuracy of this burden estimate or suggestions for reducing this burden should be directed to the Section of Administrative Services, Interstate Commerce Commission and the Office of Information and Regulatory Affairs, Office of Management and Budget.

These companies are included in the following consolidated schedules:

The Atchison, Topeka and Santa Fe Railway Company

* * * *

Wholly-Owned Subsidiaries

Los Angeles Junction Railway Co.
Oklahoma City Junction Railway Co.
Property Holding Company
Santa Fe Financial Holdings, Inc.
Santa Fe Forwarding Co.
Santa Fe Industrial Realty Co.
Santa Fe Rail Equipment Company
Santa Fe Terminal Services, Inc.
Santa Fe Transportation Co.
Star Lake Railroad Co.

* * * *

Leased Lines

The Clinton & Oklahoma Western Railroad Co.
The Dodge City and Cimarron Valley Railway Co.
Fresno Interurban Railway Co.
The Garden City, Gulf and Northern Railroad Co.
The Gulf and Inter-State Railway Co. of Texas
The Kansas Southwestern Railway Co.
Rio Grande, El Paso & Santa Fe Railroad Co.

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
		NONE

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 Commission, Accounting and Valuation 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 organizations, if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date which 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 The Atchison, Topeka and Santa Fe Railway Company, Leased Lines and Wholly-Owned Subsidiaries

2 Date of incorporation October 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.
Incorporated under Section 101 et seq. of the General Corporation Law of the State of Delaware under the name "A.T.&S.F. Inc". On March 24, 1970, the corporation became a common carrier pursuant to merger and on the same date amended the certificate of incorporation changing its name to "The Atchison, Topeka and Santa Fe Railway Company."

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 _____

No changes during the year.

STOCKHOLDERS REPORTS

5. The respondent is required to send to the Bureau of Accounts, 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 _____
(date)

☒ No annual report to stockholders is prepared

Two copies of Santa Fe Pacific Corporation Annual Report to Stockholders attached.

Two copies of ATSF SEC Form 10-K are attached.

C. VOTING POWERS AND ELECTIONS

- 1 State the par value of each share of stock (common) 10 per share, first preferred per share second preferred, per share debenture stock per share **Each share has the right to one vote**
- 2 State whether or not each share of stock has the right in one vote if not, give full particulars in a footnote one vote
- 3 Are voting rights proportional to holdings? Yes If not state in a footnote the relation between holdings and corresponding voting rights
- 4 Are voting rights attached to any securities other than stock? No 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 relation between holdings and corresponding voting rights stating 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 so 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 Books not closed
- 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 100 votes, as of December 31, 1992 (Date)
- 8 State the total number of stockholders of record, as of the date shown in answer to inquiry No 7 One stockholders
- 9 Give the names of the thirty security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within 1 year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each his address, the number of votes which he 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 was entitled, which respect to securities held by him, 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 thirty 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 thirty security holders as of 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 (d)	PREFERRED		
	Second (e)	First (f)					
1	SFP Properties,	Wilmington,					1
2	Inc.	Delaware	100	100			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							15
16							16
17							17
18							18
19							19
20	Note:						20
21	Pursuant to Section 228 of the General Corporation Law of the State of Delaware,						21
22	as amended, SFP Properties, Inc. being the owner of all the issued and outstanding						22
23	shares of stock of respondent in Consent executed May 26, 1992 adopted and						23
24	consented to resolution electing directors of respondent in lieu of an annual						24
25	meeting of stockholders for the calendar year 1992.						25
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued**"Not Applicable"-**

10 State the total number of votes cast at the latest general meeting for the election of directors of the respondent Refer to note shown
votes cast under inquiry 9.

11 Give the date of such meeting "Not Applicable" - Refer to note shown under inquiry 9.

12. Give the place of such meeting "Not Applicable" - Refer to note shown under inquiry 9.

NOTES AND REMARKS

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 beginning of year (c)	Line No.
Current Assets						
1		701	Cash	11,375	6,049	1
2		702	Temporary Cash Investments	36,141	17,025	2
3		703	Special Deposits	33	(513)	3
Accounts Receivable						
4		704	- Loan and Notes			4
5		705	- Interline and Other Balances	21,428	23,652	5
6		706	- Customers	35,403	43,047	6
7		707	- Other	3,964	6,212	7
8		708,709	- Accrued Accounts Receivables	41,198	49,665	8
9		708.5	- Receivables from Affiliated Companies	2,531	2,046	9
10		709.5	- Less: Allowance for Uncollectible Accounts	(11,890)	(13,586)	10
11		710,711,714	Working Funds Prepayments	138,397	7,956	11
12		712	Materials and Supplies	87,743	76,581	12
13		713	Other Current Assets	72,522	72,028	13
14			TOTAL CURRENT ASSETS	438,845	290,162	14
Other Assets						
15		715,716,717	Special Funds	4,639	633	15
16		721,721.5	Investments and Advances Affiliated Companies(Schedule 310 and 310A)	200,978	90,822	16
17		722,723	Other Investments and Advances	7,577	6,181	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities-Cr.			18
19		737,738	Property Used in Other than Carrier Operation (less Depreciation) \$(6,960)	3,681	3,883	19
20		739,741	Other Assets	119,147	192,806	20
21		743	Other Deferred Debits	162,883	109,151	21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	498,905	403,476	23
Road and Equipment						
24		731,732	Road (Schedule 330) L-30 Col h & b	3,570,521	3,521,068	24
25		731,732	Equipment (Schedule 330) L-39 Col. h & b	1,816,763	1,867,449	25
26		731,732	Unallocated Items	117,363	103,752	26
27		733,735,736	Accumulated Depreciation and Amortization (Schedules 335,342,351)	(1,519,661)	(1,528,702)	27
28			Net Road and Equipment	3,984,986	3,963,567	28
29	*		TOTAL ASSETS	4,922,736	4,657,205	29

NOTES AND REMARKS

Line 27(b) and (c) include \$5,833 and \$6,173, respectively for account 736 which is not included on Schedule 335.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDER'S EQUITY
(Dollars in Thousands)

Line No.	Cross Check	Account	Title	Balance at close of year	Balance at beginning of year	Line No.
			(a)	(b)	(c)	
Current Liabilities						
30		751	Loans and Notes Payable			30
31		752	Accounts Payable; Interline and Other Balances	18,846	24,703	31
32		753	Audited Accounts and Wages	68,000	34,530	32
33		754	Other Accounts Payable	16,853	34,999	33
34		755,756	Interest and Dividends Payable	15,436	17,952	34
35		757	Payables to Affiliated Companies	3,107	3,619	35
36		759	Accrued Accounts Payable	519,098	424,395	36
37		760,761,761.5,762	Taxes Accrued	34,345	36,035	37
38		763	Other Current Liabilities	18,732	11,155	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	87,939	107,088	39
40			TOTAL CURRENT LIABILITIES	782,356	694,476	40
Non-Current Liabilities						
41		765,767	Funded Debt Unmatured	138,547	289,017	41
42		766	Equipment Obligations	367,819	453,079	42
43		766.5	Capitalized Lease Obligations	5,825	7,207	43
44		768	Debt in Default			44
45		769	Accounts payable; Affiliated Companies	153	226	45
46		770.1,770.2	Unamortized Debt Premium (Discount)	(324)	(12,098)	46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities	14,447	39,418	48
49		786	Accumulated Deferred Income Tax Credits	587,733	512,861	49
50		771,772,774,775,782,784	Other Long-Term Liabilities and Deferred Credits	789,456	311,123	50
51			TOTAL NONCURRENT LIABILITIES	1,903,656	1,600,833	51
Shareholder's Equity						
52		791,792	Total Capital Stock:(Schedule 230)(L53&54)			52
53			Common Stock	1	1	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56		794,795	Additional Capital (Schedule 230)	756,587	756,587	56
57		797	Retained Earnings:			57
58		798	Appropriated	83,215	83,215	57
59		798.1	Unappropriated (Schedule 220)	1,396,921	1,522,093	58
60		798.5	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
61			Less Treasury Stock			60
61			Net Shareholder's Equity	2,236,724	2,361,896	61
62	*		TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY	4,922,736	4,657,205	62

NOTES AND REMARKS

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 _____ \$ None

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 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 assets: **None**

- (c) Is any part of pension plan funded? Specify. Yes X No

- (1) If funding is by insurance, give name of insuring company

- If funding is by trust agreement, list trustee(s) Northern Trust Co.

- Date of trust agreement or latest amendment January 1, 1985

- If respondent is affiliated in any way with the trustee(s), explain affiliation: None

- (d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement
see 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? Trustees

- 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 ☒ No ☐

- 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.
N/A

Continued on following page

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION — EXPLANATORY NOTES

7 Give particulars with respect to contingent assets and liabilities at the close of the year, in accordance with instruction 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)

Refer to Page 10 for comments

(a) Changes in Valuation Accounts

8 Marketable Equity Securities.

		Cost	Market	Dr (Cr) to Income	Dr (Cr) to Stockholders Equity
(Current Yr)	Current Portfolio				N/A
as of 12/31/ 92	Noncurrent Portfolio			N/A	\$ None
(Previous Yr)	Current Portfolio			N/A	N/A
as of 12/31 / 91	Noncurrent Portfolio			N/A	N/A

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

	Gains	Losses
Current	\$ _____	\$ _____
Noncurrent	_____	_____

(c) A net unrealized gain (loss) of \$ None on the sale of marketable equity securities was included in net income for 1992 (year)
The cost of securities sold was based on the None (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-Concluded

NOTES TO FINANCIAL STATEMENTS

- 3(a) ATSF and its subsidiaries are included with certain other SFP affiliates in the trusted non-contributory Santa Fe Pacific Corporation Retirement Plan ("Retirement Plan") and the Santa Fe Pacific Corporation Supplemental Retirement Plan ("Supplemental Plan")

The Retirement Plan fully complies with Employee Retirement Income Security Act of 1974 ("ERISA") requirements and covers substantially all officers and employees of SFP and its subsidiaries and covered by collective bargaining agreements. Benefits payable under the Retirement Plan are based on compensation during the sixty highest paid consecutive months of service during the ten years immediately preceding retirement and years of service. SFP's funding policy is to contribute annually not less than the ERISA minimum, and not more than the maximum amount deductible for income tax purposes.

The Supplemental Plan is an unfunded plan which provides a supplementary retirement benefits primarily to certain executives.

- 3(d) Santa Fe Pacific Corporation
The Atchison, Topeka & Santa Fe Rwy. Co.
Cerrillos Land Co.
Los Angeles Junction Rwy. Co.
Santa Fe Pacific Coal Corporation
Santa Fe Pacific Minerals Corporation
Western Rock Products, Inc.
Santa Fe Pacific Gold Corporation
Santa Fe Pacific Mining, Inc.
Catellus Development Corporation (Formerly Santa Fe Pacific Realty Co.)
Santa Fe Pipeline Co.
Santa Fe Pipeline, Inc.
Santa Fe Terminal Services, Inc.
Southern Pacific Pipelines, Inc.
Santa Fe Pacific Timber, Inc.

The actuarial valuation determines the costs and contribution of each of the participating companies.

Catellus withdrew from Plan in 1989; however, vested participants at the date of withdrawal are still included in the Plan.

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

NOTES TO FINANCIAL STATEMENTS

7. Environmental

ATSF is subject to extensive regulation under federal, state, and local environmental laws concerning, among other things, discharges to waters, air emissions, toxic substances, and the generation, handling, storage, transportation, and disposal of waste and hazardous materials. These laws and regulations have the effect of increasing the cost and liabilities associated with the conduct of operations. Environmental risks are also inherent in railroad operations which frequently involve the transportation of chemicals and other hazardous materials. ATSF expects it will become subject to new requirements regulating air emissions from diesel locomotives that may increase its operating costs in the future. By 1995, the United States Environmental Protection Agency must issue regulations applicable to new locomotive engines. Locomotive engines (other than new locomotive engines) may be regulated by states based on standards and procedures which the State of California ultimately adopts. The California standards are currently in the process of being developed. In addition, because many of ATSF's land holdings are and have been used for industrial or transportation related purposes or leased to commercial and industrial companies whose activities may have resulted in discharges onto the property, ATSF is now subject and will from time to time continue to be subject to environmental clean-up and enforcement actions. In particular, the federal Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), also known as the "Superfund" law, generally imposes joint and several liability for clean-up and enforcement costs, without regard to fault or the legality of the original conduct, on current and predecessor owners and operators of a site. Accordingly, ATSF may be responsible under CERCLA and other federal and state statutes for all or part of the costs to clean up sites at which wastes have been released by ATSF, its current lessees, predecessor owners or lessees of properties, or other third parties. Estimates of ATSF's ultimate liabilities associated with Superfund and other environmental sites are difficult to predict with certainty due to the number of parties involved, possible remediation alternatives, lengthy time frames, and potential recoveries from third parties. During 1992, management completed an internal assessment of ATSF's environmental liabilities, including a site-by-site analysis of properties with potentially significant environmental exposure. As a result of this review and analysis it was determined that an additional accrual of \$67 million was appropriate to provide for future costs of this nature which was recorded in the third quarter of 1992 as part of the ATSF special charge (See discussion of special charge in notes to Schedule 210). Payments associated with accrual for the costs of potential liabilities are expected to be made over several years. It is the opinion of ATSF management that these costs, to the extent they exceed recorded liabilities, will not have a material adverse effect on the consolidated financial position of ATSF.

Other Claims and Litigation

ATSF is also party to a number of other legal actions arising in the ordinary course of business. While the final outcome of these and other legal actions cannot be predicted with certainty, considering the meritorious legal defenses available, it is the opinion of ATSF management that none of these legal actions, when finally resolved, will have a material adverse effect on the consolidated financial position of ATSF.

Federal Income Tax

The federal income tax returns of ATSF have been examined through 1988. All years prior to 1981 are closed. Issues relating to years 1981-1988 are in various stages of administrative appeal. In addition ATSF has various state income tax returns in the process of examination or administrative appeal. Management believes adequate provision has been made for any adjustment which might be assessed for open years through 1992.

Other Commitments

ATSF has entered into agreements with certain locomotive suppliers which provide for maintenance on a portion of its locomotive fleet which obligate ATSF to make minimum annual payments. ATSF has also entered into a haulage agreement with another rail carrier under which it is required to make minimum payments if specified traffic levels are not met. In the aggregate, these agreements require minimum annual payments of approximately \$55 million in 1993, \$57 million in 1994, \$45 million in 1995, \$42 million in 1996, \$43 million in 1997, and \$296 million in total thereafter through 2011. Payments under the agreements totaled approximately \$62 million, \$49 million and \$23 million in 1992, 1991 and 1990, respectively, which were at least equal to the minimum in those years.

In connection with the closing of a portion of the sale of California lines, ATSF has entered into various shared use agreements with the agencies which require ATSF to pay the agencies approximately \$4.0 million annually for the maintenance of track structure and facilities. In addition, ATSF is committed to acquire locomotives valued at approximately \$70 million in 1993.

ATSF has entered into hedging positions which are anticipated to cover approximately one-half of 1993 fuel purchases. These positions are settled quarterly based on average commodity prices with gains or losses recognized within fuel expense upon settlement.

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

NOTES TO FINANCIAL STATEMENTS

NONE

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Concluded**NOTES TO FINANCIAL STATEMENTS**

NONE

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

NOTES TO FINANCIAL STATEMENTS

NONE

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Concluded**NOTES TO FINANCIAL STATEMENTS**

NONE

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

NOTES TO FINANCIAL STATEMENTS

NONE

210. RESULTS OF OPERATIONS
(Dollars in Thousands)

1 Disclose the requested information for the respondent pertaining to the results of operations for the year.

2 Report total operating expenses from Schedule 410 of this report. Any disparities in expense amounts shown in this schedule and expense amounts reported in Schedule 410 must be fully explained on page 18.

3 List dividends from investments accounted for under the cost method on the appropriate line No. 19 for Account No. 513. "Dividend Income". List dividends accounted for by the equity method on the appropriate dividend line No. 25 under the "Income from Affiliated Companies" subsection of this schedule

4 All contra entries hereunder should be indicated in parenthesis.

5 Cross-checks

Schedule 210
Line 15, column (b)
Line 47 plus 49, column (b)
Line 50, column (b)

Line 14, column (b)
Line 14, column (d)
Line 14, column (e)
Line 49, column (b)

Schedule 210
= Line 62, column (b)
= Line 63, column (b)
= Line 64, column (b)
Schedule 410
= Line 620, column (h)
= Line 620, column (f)
= Line 620, column (g)

Line No.	Cross Chec	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Freight-related revenue & expenses (d)	Passenger-related revenue & expenses (e)	Line No.
		ORDINARY ITEMS					
		OPERATING INCOME					
		Railway Operating Income					
1		(101) Freight	2,212,848	2,113,132	2,212,848		1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching	22,623	22,409	22,623		4
5		(105) Water Transfers					5
6		(106) Demurrage	7,994	7,642	7,994		6
7		(110) Incidental	6,249	8,446	6,249		7
8		(121) Joint Facility-Credit	1,958	1,845	1,958		8
9		(122) Joint Facility-Debit	(137)	(79)	(137)		9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	2,251,535	2,153,395	2,251,535		10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfer from Government Authorities	140	140	140		12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	2,251,675	2,153,535	2,251,675		13
14	*	(531) Railway operating expenses	2,276,559	1,898,673	2,276,559		14
15		Net revenue from railway operations	(24,884)	254,862	(24,884)		15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	938	915			16
17		(510) Miscellaneous rent income	9,888	10,272			17
18		(512) Separately operated properties-Profit	1	29			18
19		(513) Dividend Income (cost method)					19
20		(514) Interest Income	20,221	26,140			20
21		(516) Income from sinking and other funds	30	319			21
22		(517) Release of premiums on funded debt					22
23		(518) Reimbursements received under contracts and agreements					23
24		(519) Miscellaneous income	221,425	37,988			24
		Income from affiliated companies (519)					
25		a. Dividends (equity method)	1,200	1,100			25
26		b. Equity in undistributed earnings (losses)	184	1,226			26
27		TOTAL OTHER INCOME Lines 16-26)	253,887	77,989			
28		TOTAL INCOME (lines 15, 27)	229,003	332,851			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	4,413	2,045			29
30		(544) Miscellaneous taxes	1,054	1,484			30
31		(545) Separately operated properties-Loss	127	345			31
32		(549) Maintenance of investment organization					32
33		(550) Income Transferred under contracts and agreements					33
34		(551) Miscellaneous income charges	19,855	22,985			34
35		(553) Uncollectible accounts	37	122			35
36		TOTAL MISCELLANEOUS DEDUCTIONS (LINES 29-35)	25,486	26,981			36
37		Income available for fixed charges (lines 28, 36)	203,517	305,870			37

210. RESULTS OF OPERATIONS—Continued
(Dollars in Thousands)

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No.
FIXED CHARGES					
		(546) Interest on funded debt			
38		(a) Fixed interest not in default	67,408	80,812	38
39		(b) Interest in default			39
40		(547) Interest on unfunded debt	24,820	28,826	40
41		(548) Amortization of discount on funded debt	419	263	41
42		TOTAL FIXED CHARGES (lines 38-41)	92,647	109,901	42
43		Income after fixed charges (lines 37,42)	110,870	195,969	43
OTHER DEDUCTIONS					
		(546) Interest on funded debt			
44		(c) Contingent interest	966	966	44
UNUSUAL OR INFREQUENT ITEMS					
45		(555) Unusual or infrequent items (debit) credit			45
46		Income(Loss) from continuing operations (before income taxes)	109,904	195,003	46
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income:			
47	*	(a) Federal income taxes	1,428	22,672	47
48	*	(b) State income taxes	246	1,666	48
49	*	(c) Other income taxes			49
50	*	(557) Provision for deferred taxes	42,720	46,678	50
51		TOTAL PROVISIONS FOR INCOME TAXES (lines 47-50)	44,394	71,016	51
52	*	Income from continuing operations (lines 46-51)	65,510	123,987	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+53+54)	65,510	123,987	55
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
56		(570) Extraordinary charge on early retirement of debt	(7,960)		56
57		(590) Income taxes on extraordinary items			57
58		(591) Provision for deferred taxes—Extraordinary items	2,960		58
59		TOTAL EXTRAORDINARY ITEMS (lines 56-58)	(5,000)		59
60		(592) Cumulative effect of changes in accounting principles (less applicable tax of \$84,492)	(143,008)		60
61	*	Net income(Loss)(lines 55+59+60) (1)	(82,498)	123,987	61
		Reconciliation of net railway operating income (NROI)			
62	*	Net revenues from railway operations	(24,884)	254,862	62
63	*	(556) Income taxes on ordinary income (-)	1,674	24,338	63
64	*	(557) Provision for deferred income taxes (-)	42,720	46,678	64
65		Income from lease of road and equipment (-)			65
66		Rent for leased roads and equipment (+)			66
67		Net railway operating income (loss)	(69,278)	183,846	67

(1) See footnote page 18.

NOTES AND REMARKS FOR SCHEDULES 210 AND 220

Special Charge

During the third quarter, ATSF recorded a \$320,387 pre-tax special charge principally related to a new labor agreement, operations centralization and increased environmental accruals. This charge affected the following:

<u>Schedule 210</u>			<u>Schedule 220</u>		
<u>Line</u>	<u>Column</u>	<u>Increase(Decrease)</u>	<u>Line</u>	<u>Column</u>	<u>Increase(Decrease)</u>
14	(b)	320,387	7	(b)	201,298
15	(b)	(320,387)	13	(b)	201,298
28	(b)	(320,387)	14	(b)	(201,298)
37	(b)	(320,387)	15	(b)	(201,298)
43	(b)	(320,387)	17	(b)	(201,298)
46	(b)	(320,387)			
47	(b)	(1,914)			
50	(b)	(117,175)			
51	(b)	(119,089)			
52	(b)	(201,298)			
55	(b)	(201,298)			
61	(b)	(201,298)			
62	(b)	(320,387)			
64	(b)	(117,175)			
67	(b)	(203,212)			

Change in Method of Accounting for Postretirement and Postemployment Benefits

Effective January 1, 1992, ATSF adopted Statement of Financial Accounting Standards Nos. 106 and 112 on accounting for postretirement and postemployment benefits other than pensions. The cumulative effect of this change in accounting attributable to years prior to 1992 was to decrease 1992 net income by \$143,008, net of related income tax benefit of \$84,492. Additionally, expenses in 1992 related to the accounting change were \$10,800 before taxes. This change in accounting affected the following.

<u>Schedule 210</u>			<u>Schedule 220</u>		
<u>Line</u>	<u>Column</u>	<u>Increase(Decrease)</u>	<u>Line</u>	<u>Column</u>	<u>Increase(Decrease)</u>
14	(b)	10,800	7	(b)	149,856
15	(b)	(10,800)	13	(b)	149,856
28	(b)	(10,800)	14	(b)	(149,856)
37	(b)	(10,800)	15	(b)	(149,856)
43	(b)	(10,800)	17	(b)	(149,856)
46	(b)	(10,800)			
50	(b)	(3,952)			
51	(b)	(3,952)			
52	(b)	(6,848)			
55	(b)	(6,848)			
60	(b)	143,008			
61	(b)	(149,856)			
62	(b)	(10,800)			
64	(b)	(3,952)			
67	(b)	(6,848)			

NOTES AND REMARKS FOR SCHEDULES 210 AND 220

Gain on Sale of California Lines/Early Retirement of Debt

During the fourth quarter, ATSF completed the first of three scheduled closings for the sale of lines in southern California to various transit agencies which resulted in a pre-tax gain of \$204,886. A portion of the proceeds from this sale were used for the early retirement of debt, resulting in an after tax extraordinary charge of \$5,000 representing the write-off of debt discount. This gain affected the following:

<u>Schedule 210</u>			<u>Schedule 220</u>		
<u>Line</u>	<u>Column</u>	<u>Increase(Decrease)</u>	<u>Line</u>	<u>Column</u>	<u>Increase(Decrease)</u>
24	(b)	204,886	7	(b)	(128,250)
27	(b)	204,886	13	(b)	(128,250)
28	(b)	204,886	14	(b)	128,250
37	(b)	204,886	15	(b)	128,250
43	(b)	204,886	17	(b)	128,250
46	(b)	204,886			
50	(b)	76,636			
51	(b)	76,636			
52	(b)	128,250			
55	(b)	128,250			
61	(b)	128,250			
64	(b)	76,636			
67	(b)	(76,636)			

The early retirement of debt affected the following:

<u>Schedule 210</u>			<u>Schedule 220</u>		
<u>Line</u>	<u>Column</u>	<u>Increase(Decrease)</u>	<u>Line</u>	<u>Column</u>	<u>Increase(Decrease)</u>
56	(b)	7,960	7	(b)	5,000
58	(b)	(2,960)	13	(b)	5,000
59	(b)	5,000	14	(b)	(5,000)
61	(b)	(5,000)	15	(b)	(5,000)
			17	(b)	(5,000)

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 hereunder should be shown in parentheses
3. Show under "Remarks" 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	Retained earnings- Unappropriated	Equity in undistributed earnings (losses) of affiliated companies	Line No.
		(a)	(b)	(c)	
1		Balances at beginning of year	1,513,929	8,164	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
3	*	(602) CREDITS Credit balance transferred from income		184	3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings	1		5
6		TOTAL	1	184	6
7	*	DEBITS (612) Debit balance transferred from income	82,682		7
8		(616) Other debits to retained earnings			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock	42,675		11
12		Preferred stock 1			12
13		TOTAL	125,357		13
14		Net increase(decrease) during year (Line 6 minus line 13)	(125,356)	184	14
15	*	Balances at close of year (Lines 1, 2 and 14)	1,388,573	8,348	15
16	*	Balances from line 15(c)	8,348	N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	1,396,921	N/A	17
18		(797) Total appropriated retained earnings.			18
19		Credits during year \$			19
20		Debits during year \$			20
21		Balance at Close of year \$ 83,215			21
22		Amount of assigned Federal income tax consequences: 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.

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 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)		In Treasury (h)
1	Common	10.00	100	100	None	100	1	None	1
2							2		2
3							3		3
4	Preferred	N/A					4		4
5							5		5
6							6		6
7							7		7
8							8		8
9							9		9
10	TOTAL	10.00	100	100	None	100	1	None	10

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR									
(Dollars in Thousands)									
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	None	None	100	1	None	None	756,587	11
12	Capital Stock Sold								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15									15
16									16
17	Balance at close of year	None	None	100	1	None	None	756,587	17

1 By footnote on page 17 state the purpose of the issue and authority.

240. STATEMENT OF CASH FLOWS
(Dollars in Thousands)

Give the information as requested concerning the cash flows during the year. Either the 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 as 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 known 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 by 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 No.
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 1-8)			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	65,510	123,987	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	(218,725)	(36,872)	11
12		Depreciation and amortization expenses	180,814	184,269	12
13		Net increase (decrease) in Deferred Income Taxes	42,720	46,678	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(184)	(1,226)	14
15		Decrease (increase) in accounts receivable	12,660	(7,115)	15
16		Decrease (increase) in materials and supplies, and other current assets	(17,492)	(27,269)	16
17		Increase (decrease) in current liabilities other than debt	44,612	31,441	17
18		Increase (decrease) in other-net	212,418	(59,421)	18
19		Net cash provided from continuing operations (Lines 10-18)	322,333	254,472	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 & 20)	322,333	254,472	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	319,016	90,496	22
23		Capital expenditures	(256,012)	(206,660)	23
24		Net change in temporary cash investments not qualifying as cash equivalents		545	24
25		Proceeds from sale/repayment of investment and advances	599	1,788	25
26		Purchase price of long-term investment and advances	(2,537)	(1,967)	26
27		Net decrease (increase) in sinking and other special funds	(4,006)	6,288	27
28		Other-net	52,332	42,985	28
29		NET CASH USED IN INVESTING ACTIVITIES	109,392	(66,525)	29

(continued on next page)

240. STATEMENT OF CASH FLOWS
(Dollars in Thousands)

CASH FLOWS FROM FINANCING ACTIVITIES

Line No.	Cross Check	Description (a)	Current year (b)	Prior year (c)	Line No.
30		Proceeds from issuance of long-term debt			30
31		Principal payments of long-term debt	(256,027)	(95,642)	31
32		Proceeds from issuance of capital stock			32
33		Purchase price of acquiring treasury stock			33
34		Cash dividends paid	(42,675)	(44,595)	34
35		Other -net	(108,035)	(40,209)	35
36		NET CASH FROM FINANCING ACTIVITIES (Lines 30-35)	(406,737)	(180,446)	36
37		NET INCREASE(DECREASE) IN CASH AND CASH EQUIVALENTS (Lines 21, 29 & 36)	24,988	7,501	37
38		Cash and cash equivalents at beginning of the year	22,561	15,060	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (Lines 37 & 38)	47,549	22,561	39
		Footnotes to Schedule 240			
40		Cash paid during the year for: Interest (net of amount capitalized)*	70,393	79,150	40
41		Income taxes (net)*	3,046	2,564	41

*Only applies if indirect method is adopted.

NOTES AND REMARKS

In addition to amounts reported as Cash Used for Capital Expenditures, ATSF had noncash capital expenditures totaling \$9.5 million in 1992 and \$35.2 million in 1991, consisting principally of directly financed equipment acquisitions. Other significant non-cash transactions consist of the contribution from SFP of an outside party receivable and land exchanges.

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 No.	Amount (b)	Line No.
CURRENT OPERATING ASSETS				
1	Interline and Other Balances (705)	Schedule 200, line 5, column b	21,428	1
2	Customers (706)	Schedule 200, line 6, column b	35,403	2
3	Other (707)	Note A	3,964	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	60,795	4
OPERATING REVENUE				
5	Railway Operating Revenue	Schedule 210, line 13, column b	2,251,675	5
6	Rent Income	Note B	67,451	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	2,319,126	7
8	Average Daily Operating Revenues	Line 7 ÷ 360 days	6,442	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 ÷ line 8	9	9
10	Revenue Delay Days Plus Buffer	Lines 9 + 15 days	24	10
CURRENT OPERATING LIABILITIES				
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	18,846	11
12	Audited Accounts and Wages Payable (753)	Note A	68,000	12
13	Accounts Payable-Other (754)	Note A	16,853	13
14	Other Taxes Accrued (761.5)	Note A	31,858	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of line 11 to 14	135,557	15
OPERATING EXPENSES				
16	Railway Operating Expenses	Schedule 210, line 14, column b	2,276,559	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	177,407	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	2,166,603	18
19	Average Daily Expenditures	Line 18 ÷ 360 days	6,018	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 ÷ line 19	23	20
21	Days of Working Capital Required	Line 10 - line 20 (Note C)	1	21
22	Cash Working Capital Required	Line 21 x line 19	6,018	22
23	Cash and Temporary Cash Balance	Schedule 200, line 1 + line 2, column b	47,516	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	6,018	24
MATERIALS AND SUPPLIES				
25	Total Material and Supplies (712)	Note A	87,743	25
26	Scrap and Obsolete Material included in Acct. 712	Note A	115	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	87,628	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	93,646	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.

Note: Line 16b includes \$320,387 special charge.

SCHEDULE 250 - PART B

Determination of Nonrail Taxes

This table is designed to facilitate the calculation of taxes that are not rail-related, the amount to be reported on Schedule 250, Line 3.

Part I - DETERMINE TAXES ON NONRAILROAD INCOME FOR ALL COMBINED/CONSOLIDATED RAILROADS (EXCLUDES ALL RAIL-RELATED AFFILIATES)

(1) Determine Combined/Consolidated Adjusted income from continuing operations (before taxes) for all affiliated railroads (all classes). Do not include rail-related affiliates that are not railroads in this part. This represents the total combined/consolidated amounts for all items below for all railroads in the reporting entity.

Income from continuing operations (before taxes) should be the equivalent of the numbers contained in the R-1 Schedule 210, Line 46 adjusted to include all railroads in the reporting entity..... 109,904

- Equity in undistributed earnings, which represents the total of Schedule 210, Line 26 for all railroads in the reporting entity..... 184

- Dividends in affiliated companies. (If the affiliate is 80% or more controlled by the parent railroad, then deduct 100% of the affiliate's dividend. If the affiliate is less than 80% controlled by the parent railroad, then deduct 80% of the affiliate's dividend)..... 720

= Adjusted income from continuing operations (before taxes). This represents "A" in item (3) below 109,000

(2) Determine Combined/Consolidated Adjusted Pre-tax NROI for all railroads in the reporting entity Combined/Consolidated Pre-tax NROI for the entire entity, which equals the amount shown on Schedule 250, Line 1..... (69,278)

+ Current Provision for taxes, which represents the consolidated amounts of Schedule 210, Line 51 for all railroads in the reporting entity. (This figure includes both Account 556, Income Taxes on Ordinary Income and Account 557, Provision for Deferred Taxes)..... 44,394

+ Interest income on working capital allowance, which represents the total consolidated interest income relative to the working capital component of the net investment base and should equal the amount shown in Schedule 250, Line 2 for all railroads in the reporting entity..... 646

+ Release of premiums on funded debt, which represents the consolidated total of release of premium on funded debt as shown on Schedule 210, Line 22 for all railroads in the reporting entity.... -

- Total fixed charges, which represents the consolidated total of fixed charges as shown on Schedule 210, Line 42 for all railroads in the reporting entity..... 92,647

- Railroad-related income from affiliates (other than railroads) which was included in consolidated NROI (Schedule 250, Line 1)..... 149

= Combined/Consolidated Pre-Tax Adjusted NROI for all railroads. This represents "B" in Item (3) below..... (117,034)

(3) Calculate the railroad-related tax ratio: "B/A" (1.0737)

(4) Compute the nonrailroad-related complement: (1 - Railroad-related income ratio) which equals the Nonrailroad-related tax ratio..... 2.0737

(5) Compute the nonrailroad portion of the total provisions for taxes. This equals:

The Nonrailroad-related tax ratio (Item 4) above) times the total current income taxes accrued on ordinary income (Account 556) which represents the consolidated amounts of Schedule 210, Lines 47, 48, and 49 for all railroads in the reporting entity..... 3,471

PART II - DETERMINE NONRAILROAD-RELATED TAXES FOR RAIL-RELATED AFFILIATES
(EXCLUDES ALL AFFILIATED RAILROADS)

(6) This is calculated by dividing the nonrailroad-related income for combined rail-related affiliates by the total pre-tax net income for all combined rail-related affiliates and multiplying this result by the total taxes (current provision plus deferred). This equals the taxes on nonrailroad income for all affiliated companies..... 5,414

PART III - DETERMINE TOTAL NONRAILROAD-RELATED TAXES

(7) This is determined as follows:

Total income taxes on nonrailroad-related income for all railroads in the reporting entity (Item 5 above).....	<u>3,471</u>
+ Total Nonrailroad-related taxes for rail-related affiliates (Item 6 above).....	<u>5,414</u>
Equals Total nonrailroad-related taxes (This amount should be transferred to schedule 250, Part A, Line 3).....	<u><u>8,885</u></u>

Duplicate

Road Initials: ATSF Year 1992

250. CONSOLIDATED INFORMATION FOR REVENUE ADEQUACY DETERMINATION (Dollars in Thousands)			
Line No.	Item (a)	Beginning of year (b)	End of year (c)
	Adjusted Net Railway Operating Income For Reporting Entity		
1	Combined/Consolidated Net Railway Operating Income for Reporting Entity		(69,278)
2	Add: Interest Income from Working Capital Allowance-Cash Portion		646
3	Income Taxes Associated with Non-Rail Income and Deductions		8,885
4	Gain or (loss) from transfer/reclassification to nonrail-status (net of income taxes)		129,327
5	Adjusted Net Railway Operating Income (Lines 1, 2, 3 & 4)		69,580
	Adjusted Investment in Railroad Property for Reporting Entity		
*6	Combined Investment in Railroad Property Used in Transportation Service	3,964,855	3,984,634
7	Less: Interest During Construction	43,784	45,339
8	Other Elements of Investment (if debit balance)		
9	Add: Net Rail Assets of Rail-Related Affiliates		
10	Working Capital Allowance	86,410	93,646
11	Net Investment Base Before Adjustment for Deferred Taxes (Lines 6 through 10)	4,007,481	4,032,941
12	Less: Accumulated Deferred Income Tax Credits	512,861	468,129
13	Net Investment Base (Line 11 - 12)	3,494,620	3,564,812

In the space provided, please list all railroads and rail-related affiliated companies which are being reported in this consolidation, along with the nature of the business for each company.

Name of Affiliate	Nature of Business
The Atchison, Topeka and Santa Fe Railway Company * * * *	Transportation
Wholly-Owned Subsidiaries	
Los Angeles Junction Railway Co.	Transportation
Oklahoma City Junction Railway Co.	Transportation
Santa Fe Forwarding Co.	Transportation
Santa Fe Industrial Realty Co.	Real Estate
Santa Fe Rail Equipment Company	Rail Car Construction
Santa Fe Terminal Services, Inc.	Transportation
Santa Fe Transportation Co.	Transportation
Star Lake Railroad Co.	Transportation
Property Holding Company	Real Estate
Santa Fe Financial Holdings * * * *	Financial
Leased Lines	
The Clinton & Oklahoma Western Railroad Co.	Transportation
The Dodge City and Cimarron Valley Railway Co.	Transportation
Fresno Interurban Railway Co.	Transportation
The Garden City, Gulf and Northern Railroad Co.	Transportation
The Gulf and Inter-State Railway Co. of Texas	Transportation
The Kansas Southwestern Railway Co.	Transportation
Rio Grande, El Paso & Santa Fe Railroad Co.	Transportation

*All rail related companies are wholly owned and included in consolidated report.

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 definition 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 Interstate Commerce Commission and are jointly owned, disclose in footnotes the name and extent of control of the other controlling entities.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

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"
2. 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 19____ to 19 ____." Abbreviations in common use in standard financial publications may be used to conserve space.

Line No.	Account No.	Class No.	Kind of industry	of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of Control	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	721	A-1	VII	Alameda Belt Line Common	50.00	1
2			VII	Belt Railway Company of Chicago Common	8.33	2
3			VII	Central California Traction Co. Common	33.33	3
4			VII	Central California Traction Co. Preferred	33.33	4
5			VII	Denver Union Terminal Ry. Co. Common	16.67	5
6			VII	Houston Belt & Terminal Ry. Co. Common	25.00	6
7			VII	Kansas City Terminal Ry. Co. Common	8.33	7
8			VII	Oakland Terminal Ry. Common	50.00	8
9			VII	St. Joseph Terminal R.R. Co. Common	50.00	9
10			VII	Sunset Ry. Co. Common	50.00	10
11			VII	Texas City Terminal Ry. Co. Common	33.33	11
12			VII	Trailer Train Co. Common	10.90	12
13			VII	Wichita Union Terminal Ry. Co. Common	33.33	13
14				Total Stock-Carrier-Active		14
15						15
16						16
17						17
18	721	A-3	VI	Peoria Development Corporation	1.74	18
19				Total Stock-Non-Carrier-Active		19
20						20
21						21
22	721	D-1	VII	St. Joseph Terminal R.R. Co. 6% Demand Note		22
23			VII	Trailer Train Co.		23
24				Total Unsecured Notes-Carrier-Active		24
25						25
26						26
27	721	D-3	X	Santa Fe Pacific Corporation - ATSF is an indirect wholly-owned subsidiary		27
28				Total Unsecured Notes - Non-Carrier-Active		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

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

6. If any of the companies included in this schedule are controlled by respondent the percent of control should be shown in column (e). In case any company listed is controlled other than through actual ownership of securities, give particulars in a footnote. In cases 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 by respondent

11. For affiliates which do not report to the Interstate Commerce Commission and are jointly owned, give names and extent of control of other entities by footnotes.

Line No.	Investments and advances				Disposed of: profit(loss)	Adjustments Account 721.5	Dividends or interest credited to income (l)	Line No.
	Opening balance	Additions	Deductions(if other than sale, explain)	Closing balance				
	(f)	(g)	(h)	(i)	(j)	(k)		
1	471			471				1
2	240			240				2
3	409			409				3
4	264			264				4
5	5			5				5
6	6			6				6
7	183			183				7
8	113			113				8
9	150			150				9
10	54			54				10
11	637			637			900	11
12	13,262			13,262				12
13	13			13				13
14	15,807			15,807			900	14
15								15
16								16
17								17
18	34			34				18
19	34			34				19
20								20
21								21
22	175			175			11	22
23	586			586			41	23
24	761			761			52	24
25								25
26								26
27	53,583	108,035		161,618			5,088	27
28	53,583	108,035		161,618			5,088	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

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of Control	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	721	E-1	VII	Belt Railway Company of Chicago		1
2			VII	Denver Union Terminal Ry. Co.		2
3			VII	Harbor Belt Line		3
4			VII	Houston Belt and Terminal Ry. Co.		4
5			VII	Kansas City Terminal Ry. Co.		5
6			VII	Oakland Terminal Ry. Co.		6
7			VII	St. Joseph Terminal R.R. Co.		7
8			VII	Rail Cycle	50.00	8
9			VII	Wichita Union Terminal Ry. Co.		9
10			VII	Wichita Terminal Association		10
11				Total Investment Advances - Carrier - Active		11
12						12
13						13
14				Total Account 721		14
15						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24
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35						35
36						36
37						37
38						38
39						39
40						40

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

Line No	Investments and advances				Disposed of: profit(loss)	Adjustments Account 721.5	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	2,076		516	1,560				1
2	551			551				2
3	15			15			1	3
4	2,914	279		3,193				4
5	2,906		32	2,874				5
6	51		51					6
7	191			191				7
8	3,338	2,258		5,596				8
9	428			428				9
10	2			2				10
11	12,472	2,537	599	14,410			1	11
12								12
13								13
14	82,657	110,572	599	192,630			6,041	14
15								15
16								16
17								17
18								18
19								19
20								20
21								21
22								22
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36								36
37								37
38								38
39								39
40								40

Line 1(h) Return of \$513 capital and distribution of \$3 insurance reimbursements.

Line 5(h) Repayment of guaranteed senior note.

Line 6(h) Repayment of advance.

SCHEDULE 310 NOTES AND REMARKS

ALAMEDA BELT LINE

% Ownership

Atchison, Topeka & Santa Fe Railway Company	50.00
Union Pacific Railroad	50.00
	<u>100.00</u>

BELT RAILWAY COMPANY OF CHICAGO

Atchison, Topeka & Santa Fe Railway Company	8.33
Burlington Northern Railroad	8.33
Grand Trunk Western Railroad	8.33
Illinois Central Gulf Railroad Company	8.33
Norfolk & Western Railway Company	8.33
Soo Line Railroad Company	8.33
Chesapeake & Ohio Railway Company	8.33
Missouri Pacific Railroad Company	8.33
SBD Railroad	16.68
Conrail	16.68
	<u>100.00</u>

CENTRAL CALIFORNIA TRACTION COMPANY

Atchison, Topeka & Santa Fe Railway	33.33
Southern Pacific Transportation Company	33.34
Union Pacific Railroad	33.33
	<u>100.00</u>

DENVER UNION TERMINAL RAILWAY COMPANY

Atchison, Topeka & Santa Fe Railway Company	16.67
Union Pacific Railroad	16.66
Denver & Rio Grande Western Railroad	16.67
Chicago Pacific Railroad	16.67
Burlington Northern Railroad	33.33
	<u>100.00</u>

HOUSTON BELT & TERMINAL RAILWAY COMPANY

Atchison, Topeka & Santa Fe Railway Company	25.00
Missouri Pacific Railroad Company	50.00
Chicago Pacific Corporation	12.50
Burlington Northern Railroad	12.50
	<u>100.00</u>

The stocks of Houston Belt & Terminal are deposited with trustees under stock trust agreements to secure the due and punctual performance by the owning company of its covenants in agreements relating to the operation of such companies.

SCHEDULE 310 NOTES AND REMARKS

KANSAS CITY TERMINAL RAILWAY COMPANY	<u>% Ownership</u>
Atchison, Topeka & Santa Fe Railway Company	8.33
Illinois Central Gulf Railroad Company	8.34
Burlington Northern Railroad	8.34
Chicago & North Western Transportation Company	8.34
Chicago Milwaukee St Paul & Pacific Railroad	8.34
St Louis & Southwestern Railway	8.33
Kansas City Southern Railway Company	8.33
Missouri Kansas Texas Railroad	8.33
Missouri Pacific Railroad	8.33
Burlington Northern Railroad	8.33
Union Pacific Railroad	8.33
Norfolk & Western Railway Company	8.33
	<u>100.00</u>

The stocks of Kansas City Terminal Railway Company are deposited with trustees under stock trust agreements to secure the due and punctual performance by the owning company of its covenants in agreements relating to the operation of such companies.

OAKLAND TERMINAL RAILWAY

Atchison, Topeka & Santa Fe Railway Company	50.00
Union Pacific Railroad	50.00
	<u>100.00</u>

ST JOSEPH TERMINAL RAILROAD COMPANY

Atchison, Topeka & Santa Fe Railway Company	50.00
St Joseph & Grand Island Railway (UP)	50.00
	<u>100.00</u>

Pledged under the ATSF Railway Company General Mortgage.

SUNSET RAILWAY COMPANY

Atchison, Topeka & Santa Fe Railway Company	50.00
Southern Pacific Transportation Company	50.00
	<u>100.00</u>

SCHEDULE 310 NOTES AND REMARKS

TEXAS CITY TERMINAL RAILWAY COMPANY

% Ownership

Atchison, Topeka & Santa Fe Railway Company	33.33
Missouri Kansas Texas Railroad	33.34
Missouri Pacific Railroad	33.33
	<u>100.00</u>

TRAILER TRAIN COMPANY

Atchison, Topeka & Santa Fe Railway Company	10.90
Burlington Northern Railroad	6.23
Union Pacific Railroad	23.06
Consolidated Rail Corporation	21.81
Southern Pacific Transportation Company	10.28
CSX Transportation Inc.	9.35
Norfolk Southern Corporation	7.79
Chicago & Northwestern Railroad Company	3.11
Illinois Central Gulf Railroad	1.56
Soo Line Railroad	1.56
Florida East Coast Industries Inc.	1.56
Boston & Maine Corporation	0.93
Kansas City Southern Railway Company	0.62
Richmond Fredericksburg & Potomac	0.62
	<u>100.00</u>

WICHITA UNION TERMINAL RAILWAY COMPANY

Atchison, Topeka & Santa Fe Railway Company	33.33
Missouri Kansas Texas Railroad	33.34
Burlington Northern Railroad	33.33
	<u>100.00</u>

RAIL CYCLE

Atchison, Topeka & Santa Fe Railway Company	50.00
Waste Management of North America	50.00
	<u>100.00</u>

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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. less 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.
1	Carriers: (List specifics for each company)							
1	Alameda Belt Line	286		17			303	1
2	Central California Traction Company	591					591	2
3	Houston Belt & Terminal Railway Company	1,582					1,582	3
4	The Oakland Terminal Railway	494		73			567	4
5	Sunset Railway Company	382		114			496	5
6	Texas City Terminal Railway	4,817		(20)			4,797	6
7	The Wichita Union Terminal Railway Company	12					12	7
8								8
9								9
10								10
11								11
12								12
13		8,164		184			8,348	13
14	Noncarrier (List specifics for each company)							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

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 (h) is the aggregate of columns (b) to (f), inclusive. Grand totals of columns (b) and (h) should equal the sum of Accounts 731 and 732 for the respective period; if not, full explanation should be made in a footnote.
- 2 In column (c) are to be shown 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," of the Uniform System of Accounts for Railroad Companies for such items.
- 3 In column (d) is to be shown 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 In column (c) and (e) should be included all entries covering expenditures for additions and betterments, as defined, whether or not replacing other property.
- 5 In column (f) should be entered all credits representing property sold, abandoned, or otherwise retired.
- 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 in a footnote the cost, location, area, and other details which will identify the property.
- 8 Report on line 29 amounts not includible 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 Commission 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 Commission.
- 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 in a footnote the amount used.

NOTES AND REMARKS

Schedule 332

Depreciation rates for computer and terminal equipment:

16A Computers	8.82
25A Terminal Equipment	4.09
26A Computers	8.82
27A Computers	6.53
59 Computer Systems and Word Processing Equipment	8.82

330. ROAD AND EQUIPMENT PROPERTY
(Dollars in Thousands)

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	Expenditures during the year for original road and equipment and road extensions (c)	Expenditures during the year for purchase of existing lines reorganizations, etc. (d)	Line No.
1		(2) Land for transportation purposes	86,387			1
2		(3) Grading	180,136			2
3		(4) Other right-of-way expenditures	4,880			3
4		(5) Tunnels and subways	8,447			4
5		(6) Bridges, trestles, and culverts	229,808			5
6		(7) Elevated structures				6
7		(8) Ties	637,812			7
8		(9) Rail and other track material	1,013,693			8
9		(11) Ballast	519,581			9
10		(13) Fences, snowsheds, and signs	6,002			10
11		(16) Station and office buildings	164,116			11
12		(17) Roadway buildings	34,621			12
13		(18) Water stations	2,135			13
14		(19) Fuel stations	14,663			14
15		(20) Shops and enginehouses	115,345			15
16		(22) Storage warehouses				16
17		(23) Wharves and docks	(10)			17
18		(24) Coal and ore wharves				18
19		(25) TOFC/COFC terminals	84,959			19
20		(26) Communication systems	75,598			20
21		(27) Signals and interlockers	185,317			21
22		(29) Power plants	501			22
23		(31) Power-transmission systems	5,316			23
24		(35) Miscellaneous structures	81			24
25		(37) Roadway machines	42,759			25
26		(39) Public improvements - Construction	56,922			26
27		(44) Shop machinery	50,471			27
28		(45) Power-plant machinery	1,528			28
29		Other (specify and explain)				29
30		TOTAL EXPENDITURES FOR ROAD	3,521,068			30
31		(52) Locomotives	978,918			31
32		(53) Freight-train cars	768,601			32
33		(54) Passenger-train cars				33
34		(55) Highway revenue equipment	231			34
35		(56) Floating equipment				35
36		(57) Work equipment	37,285			36
37		(58) Miscellaneous equipment	41,684			37
38		(59) Computer systems and word processing equipment	40,730			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	1,867,449			39
40		(76) Interest during construction	43,784			40
41		(80) Other elements of investment				41
42		(90) Construction in progress	59,968			42
43		GRAND TOTAL	5,492,269			43

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

Line No.	Cross Check	Expenditures for additions and betterments 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		52	1,893	(1,841)	84,546	1
2		1,122	3,215	(2,093)	178,043	2
3		89	19	70	4,950	3
4					8,447	4
5		9,663	4,232	5,431	235,239	5
6						6
7		48,976	25,513	23,463	661,275	7
8		72,733	107,193	(34,460)	979,233	8
9		39,992	12,695	27,297	546,878	9
10		11	222	(211)	5,791	10
11		7,457	1,849	5,608	169,724	11
12		235	(231)	466	35,087	12
13		13		13	2,148	13
14		1,848	65	1,783	16,446	14
15		4,448	282	4,166	119,511	15
16						16
17			(10)	10		17
18						18
19		3,817	141	3,676	88,635	19
20		3,704	127	3,577	79,175	20
21		13,686	5,023	8,663	193,980	21
22					501	22
23			5	(5)	5,311	23
24		823		823	904	24
25		1,207	1,673	(466)	42,293	25
26		3,662	2,142	1,520	58,442	26
27		2,013	50	1,963	52,434	27
28					1,528	28
29						29
30		215,551	166,098	49,453	3,570,521	30
31		19,059	38,256	(19,197)	959,721	31
32		15,052	40,356	(25,304)	743,297	32
33						33
34			231	(231)		34
35						35
36		97	1,355	(1,258)	36,027	36
37		97	4,793	(4,696)	36,988	37
38					40,730	38
39		34,305	84,991	(50,686)	1,816,763	39
40		3,644	2,089	1,555	45,339	40
41						41
42		12,056		12,056	72,024	42
43		265,556	253,178	12,378	5,504,647	43

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= 2187

332. DEPRECIATION BASE AND RATES - ROAD AND EQUIPMENT OWNED AND USED AND LEASED FROM OTHERS

(Dollars in Thousands)

1. Show in columns (b) and (c), for each primary account, the depreciation base used to compute the depreciation charges for the month of January, and in columns (d) and (f) show the depreciation base used to compute the depreciation charges for the month of December, in columns (e) and (g) show the composite rates used in computing the depreciation charges for the month of 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 the total so computed 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 therefor are included in the rent for equipment and Accounts 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 Accounts 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. The composite rates used should be those prescribed or otherwise authorized by the Commission, 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.
2. 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.
3. Show in columns (e), (f) and (g) data applicable to Lessor property, when the rent therefor 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.
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) effected.
5. 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	178,221	178,728	0.78				1
2	(4) Other right-of-way expenditures	4,849	4,927	1.60				2
3	(5) Tunnels and subways	8,447	8,447	0.67				3
4	(6) Bridges, trestles, and culverts	228,960	235,371	0.85				4
5	(7) Elevated Structures							5
6	(8) Ties	637,762	672,843	3.17				6
7	(9) Rail and other track material	1,013,572	1,051,955	2.38				7
8	(11) Ballast	519,539	552,120	2.94				8
9	(13) Fences, snowsheds, and signs	5,992	5,987	0.94				9
10	(16) Station and office buildings	166,327	172,687	4.94				10
11	(17) Roadway buildings	34,614	34,973	3.27				11
12	(18) Water stations	2,094	2,106	0.00				12
13	(19) Fuel stations	14,602	16,344	3.06				13
14	(20) Shops and enginehouses	114,949	118,742	1.81				14
15	(22) Storage warehouses							15
16	(23) Wharves and docks	(10)						16
17	(24) Coal and ore wharves							17
18	(25) TOFC/COFC terminals	84,842	88,246	2.47				18
19	(26) Communication systems	75,589	78,584	3.52				19
20	(27) Signals and interlockers	182,662	191,784	1.84				20
21	(29) Power plants	501	501	1.75				21
22	(31) Power-transmission systems	5,272	5,269	1.78				22
23	(35) Miscellaneous structures	81	804	1.82				23
24	(37) Roadway machines	42,759	41,934	4.56				24
25	(39) Public improvements-Construction	57,119	59,799	1.26				25
26	(44) Shop machinery	50,460	51,922	3.39				26
27	(45) Power-plant machinery	1,528	1,528	2.23				27
28	All other road accounts							28
29	Amortization (other than defense projects)							29
30	TOTAL ROAD	3,430,731	3,575,601	2.56				30
	EQUIPMENT							
31	(52) Locomotives	978,918	963,219	5.73				31
32	(53) Freight-train cars	768,584	750,271	3.81				32
33	(54) Passenger-train cars							33
34	(55) Highway revenue equipment	231						34
35	(56) Floating equipment							35
36	(57) Work equipment	37,285	35,937	2.95				36
37	(58) Miscellaneous equipment	41,684	37,529	9.94				37
38	(59) Computer systems and word processing equipment	40,730	40,730	8.82				38
39	TOTAL EQUIPMENT	1,867,432	1,827,686	5.04				39
40	GRAND TOTAL	5,298,163	5,403,287	N/A			N/A	40

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" account 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 designed "Dr."

4. If there is any inconsistency between the credits to the reserve as shown in column (e) 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 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	56,943	1,392		3,240	1,645	53,450	1
2		(4) Other right-of-way expenditures	1,763	78		20		1,821	2
3		(5) Tunnels and subways	918	56				974	3
4		(6) Bridges, trestles, and culverts	59,455	1,967		4,150		57,272	4
5		(7) Elevated Structures							5
6		(8) Ties	158,604	20,693		19,620	2,283	157,394	6
7		(9) Rail and other track material	245,592	24,447		76,385	4,173	189,481	7
8		(11) Ballast	36,329	15,638		10,211	527	41,229	8
9		(13) Fences, snowsheds, and signs	1,728	58		220		1,566	9
10		(16) Station and office buildings	39,967	4,666	5,258	1,804		48,087	10
11		(17) Roadway buildings	5,168	462	671	CR 297		6,598	11
12		(18) Water stations	2,059					2,059	12
13		(19) Fuel stations	4,535	456		65		4,926	13
14		(20) Shops and enginehouses	19,949	2,075		248		21,776	14
15		(22) Storage warehouses							15
16		(23) Wharves and docks	DR 322			CR 10		DR 312	16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals	18,489	2,135		64		20,560	18
19		(26) Communication systems	14,925	2,837	1,492	126		19,128	19
20		(27) Signals and interlockers	57,887	3,424	5,775	4,167		62,919	20
21		(29) Power plants	288	9				297	21
22		(31) Power-transmission systems	2,954	94		5		3,043	22
23		(35) Miscellaneous structures	75	6				81	23
24		(37) Roadway machines	12,496	1,828	967	2,540		12,751	24
25		(39) Public improvements-Construction	10,135	737		2,135		8,737	25
26		(44) Shop machinery*	956	1,728		51		2,633	26
27		(45) Power-plant machinery	640	3				643	27
28		All other road accounts							28
29		Amortization (Adjustments)							29
30		TOTAL ROAD	751,533	84,789	14,163	124,744	8,628	717,113	30
EQUIPMENT									
31	*	(52) Locomotives	341,040	55,004		31,521		364,523	31
32	*	(53) Freight-train cars	365,299	28,880		30,010		364,169	32
33	*	(54) Passenger-train cars							33
34	*	(55) Highway revenue equipment	149	4		153			34
35	*	(56) Floating equipment							35
36	*	(57) Work equipment	13,008	699	637	1,190		13,154	36
37	*	(58) Miscellaneous equipment	32,143	2,082	1,890	4,285		31,830	37
38		(59) Computer systems and word processing equipment	18,944	5,930	704	2,971		22,607	38
39	*	Amortization (Adjustments)							39
40		TOTAL EQUIPMENT	770,583	92,599	3,231	70,130		796,283	40
41		GRAND TOTAL	1,522,116	177,388	17,394	194,874	8,628	1,513,396	41

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

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							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			None				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)

1. 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 in computing the depreciation charges for the month of 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 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 otherwise authorized by the Commission, 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 charges in rates were effective during the year, give full particulars in a footnote.
2. 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.
3. 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.
4. 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	Total road leased (732) from others is less than			4
5	(7) Elevated structures	5% of total road owned.			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 building				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	Amortization (Adjustments)				29
30	TOTAL ROAD				30
	EQUIPMENT				
31	(52) Locomotives				31
32	(53) Freight-train cars				32
33	(54) Passenger-train cars	Total equipment leased (732) from others is less			33
34	(55) Highway revenue equipment	than 5% of total equipment owned.			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	976	976		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 35. A debit balance in column (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 35.
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 RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	List 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	Total road leased (732) from others is less than 5% of total road owned.						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-Constructions							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	Total equipment leased (732) from others is less than 5% of total equipment owned.						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	413	19				432	39

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

NOTES AND REMARKS FOR SCHEDULE 342

Schedule 335

The net effect of \$3,897 on accumulated depreciation related to the 1992 special charge (see page 18A) is as follows:

<u>Line</u>	<u>Column</u>	<u>Increase(Decrease)</u>
1	f	(1,645)
6	f	(2,283)
7	f	(4,173)
8	f	(527)
10	d	5,258
19	d	1,492
20	d	5,775

Amounts in lines 11, 24, 30, 36, 37 and 38 column (d) represent transfers from depreciation expense to inventory and capital accounts to recognize allocated overhead costs.

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, 32-22-00, 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	Detail omitted - 5% Rule			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			N/A	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 to included in Accounts 32-11-00, 32-12-00, 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.	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							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	Data requested on this schedule is included in Schedule 335, Page 35						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 expense.

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 the respondent's 731 or 732 property, and (b) the investment of other companies' 731 or 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 respondent (R), lessor railroad (L), inactive or proprietary company (P), and other leased properties (O).

3. In column (a) to (e), inclusive, first show the data requested for the respondent (r); next the 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 the respondent. Show a total for each class of company in column (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 in Account 731 and 732 on the books of the companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to the deductions made by the owners in their reports. If separate value is not available, explanations should be given. Differences between the amounts in column (d) of this schedule and the amounts shown in column (c), line 24, on the asset side of the comparative general balance sheet of each individual railway, should be explained in a footnote. Book value included in Accounts 731 or 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 percent 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 he reserves therefor are recorded.

Line No.	Class (Sec Ins. 2) (a)	Name of company (b)	Miles of road used (Sec Ins. 4) (whole number) (c)	Investments in property (Sec Ins. 5) (d)	Depreciation and amortization of defense projects (Sec Ins. 6) (e)	Line No.
1	(R)	The AT&SF Ry. Co. & Affiliated Companies	8,750	5,504,647	1,519,661	1
2						2
3		Add: Property leased from others				3
4	(O)	City of Pueblo, CO - way switching				4
5		tracks at Devine, CO		53		5
6						6
7	(O)	Conrail-turnouts and yard tracks at Chicago		9		7
8						8
9						9
10						10
11		Total Additions		62		11
12						12
13		Deduct Property leased to others				13
14	(O)	Oakland Terminal Railway - yard				14
15		switching tracks at Oakland, CA		217	128	15
16						16
17	(O)	Houston Belt & Trmnl. Ry. Co. - second main trks				17
18		& yd switching tracks at Houston, TX	5	687	362	18
19						19
20						20
21						21
22		Total Deductions	5	904	490	22
23						23
24						24
25						25
26						26
27						27
28						28
29						29
30						30
31		TOTAL	8,745	5,503,805	1,519,171	31

352B. INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE

(By Property Accounts)

(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 herein, should correspond with the amounts for each class of company and properties shown in Schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in the schedule.

3. Report on line 29 amounts representing capitalization of rentals for leased property based on 6 percent per year where property is not classified by accounts by non-carrier owners, or where cost of property leased from other carriers is not ascertainable. Identify non-carrier owners, and briefly explain on page 37 methods of estimating value of property of non-carriers.

4. Report on line 30 amounts not includible 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 Commission 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 Commission.

Line No.	Cross Check	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (proprietary companies) (d)	Other Leased properties (e)	Line No.
1		(2) Land for transportation purposes	84,546			(149)	1
2		(3) Grading	178,043			(37)	2
3		(4) Other, right-of-way expenditures	4,950				3
4		(5) Tunnels and subways	8,447				4
5		(6) Bridges, trestles, and culverts	235,239			(95)	5
6		(7) Elevated structures					6
7		(8) Ties	661,275			(253)	7
8		(9) Rail and other track material	979,233			(82)	8
9		(11) Ballast	546,878			(139)	9
10		(13) Fences, snow sheds, and signs	5,791			(3)	10
11		(16) Station and office buildings	169,724			(4)	11
12		(17) Roadway buildings	35,087				12
13		(18) Water stations	2,148			(12)	13
14		(19) Fuel stations	16,446			(1)	14
15		(20) Shops and enginehouses	119,511			(40)	15
16		(22) Storage warehouses					16
17		(23) Wharves and docks					17
18		(24) Coal and ore wharves					18
19		(25) TOFC/COFC terminals	88,635				19
20		(26) Communication systems	79,175				20
21		(27) Signals and interlockers	193,980			(8)	21
22		(29) Power plants	501				22
23		(31) Power-transmission systems	5,311				23
24		(35) Miscellaneous structures	904			(1)	24
25		(37) Roadway machines	42,293				25
26		(39) Public improvements-Construction	58,442			(2)	26
27		(44) Shop machinery	52,434				27
28		(45) Power-plant machinery	1,528				28
29		Leased property capitalized rentals (explain)					29
30		Other (specify and explain)					30
31		TOTAL ROAD	3,570,521			(826)	31
32		(52) Locomotives	959,721				32
33		(53) Freight-train cars	743,297				33
34		(54) Passenger-train cars					34
35		(55) Highway revenue equipment					35
36		(56) Floating equipment					36
37		(57) Work equipment	36,027				37
38		(58) Miscellaneous equipment	36,988				38
39		(59) Computer systems and word processing equipment	40,730				39
40		TOTAL EQUIPMENT	1,816,763				40
41		(76) Interest during construction	45,339			(16)	41
42		(80) Other elements of investment					42
43		(90) Construction work in progress	72,024				43
44		GRAND TOTAL	5,504,647			(842)	44

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410**Cross-checks**

Schedule 410		Schedule 210	
Line 620, column (h)	=	Line 14, column (b)	
Line 620, column (f)	=	Line 14, column (d)	
Line 620, column (g)	=	Line 14, column (e)	
		Schedule 412	
Lines 136 thru 138 column (f)	=	Line 29 column (b)	
Lines 118 thru 123, and 130 thru 135 column (f)	=	Line 29, column (c)	
		Schedule 414	
Line 231, column (f)	=	Line 19, columns (b) thru (d)	
Line 230, column (f)	=	Line 19, columns (e) thru (g)	
		Schedule 415	
Lines 207, 208, 211, 212, column (f)	=	Lines 5, 38, column (f)	
Lines 226, 227, column (f)	=	Lines 24, 39, column (f)	
Lines 311, 312, 315, 316, 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	
Line 213, column (f)	=	Lines 5, 38, columns (c) and (d)	
Line 232, column (f)	=	Lines 24, 39, columns (c) and (d)	
Line 317, column (f)	=	Lines 32, 35, 36, 37, 40, 41, columns (c) and (d)	
Lines 202, 203, 216, column (f) (equal to or greater than, but variance cannot exceed line 216, column (f))		Lines 5, 38, column (b)	
Lines 221, 222, 235, column (f) (equal to or greater than, but variance cannot exceed line 235, column (f))		Lines 24, 39, column (b)	
Lines 302 thru 307 and 320, column (f) (equal to or greater than, but variance cannot exceed line 320, column (f))		Lines 32, 35, 36, 37, 40, 41, column (b)	
		Schedule 417	
Line 507, column (f)	=	Line 1, column (j)	
Line 508, column (f)	=	Line 2, column (j)	
Line 509, column (f)	=	Line 3, column (j)	
Line 510, column (f)	=	Line 4, column (j)	
Line 511, column (f)	=	Line 5, column (j)	
Line 512, column (f)	=	Line 6, column (j)	
Line 513, column (f)	=	Line 7, column (j)	
Line 514, column (f)	=	Line 8, column (j)	
Line 515, column (f)	=	Line 9, column (j)	
Line 516, column (f)	=	Line 10, column (j)	
Line 517, column (f)	=	Line 11, column (j)	
Schedule 450		Schedule 210	
Line 4 column b	=	Line 47 column b	

410. RAILWAY OPERATING EXPENSES (Dollars in Thousands)										Consolidated	
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 Commission's rules governing the separation of such expenses between freight and passenger services.											
Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.	
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)				
		WAYS AND STRUCTURES									
		ADMINISTRATION									
1		Track	2,895	1,553	318	3,327	8,093		8,093	1	
2		Bridge and Building	2,074	1,124	230	2,406	5,834		5,834	2	
3		Signal	1,193	643	131	1,376	3,343		3,343	3	
4		Communication	494	268	55	572	1,389		1,389	4	
5		Other	3,279	1,768	5,208	3,783	14,038		14,038	5	
		REPAIR AND MAINTENANCE									
6		Roadway - Running	7,982	168	7,400	1,738	17,288		17,288	6	
7		Roadway - Switching	1,166	23	1,014	237	2,440		2,440	7	
8		Tunnels and Subways - Running	27		8	4	39		39	8	
9		Tunnels and Subways - Switching	4		1		5		5	9	
10		Bridges and Culverts - Running	5,451	1,529	966	944	8,890		8,890	10	
11		Bridges and Culverts - Switching	743	208	132	129	1,212		1,212	11	
12		Ties - Running	5,389	2,153		1,863	9,405		9,405	12	
13		Ties - Switching	796	317		254	1,367		1,367	13	
14		Rail and other track material - Running	21,250	7,387	3,111	1,507	33,255		33,255	14	
15		Rail and other track material - Switching	2,998	1,033	424	206	4,661		4,661	15	
16		Ballast - Running	4,731	1,164	(131)	781	6,545		6,545	16	
17		Ballast - Switching	652	163	(18)	106	903		903	17	
18		Road Property Damaged - Running	2,417	640		3	3,060		3,060	18	
19		Road Property Damaged - Switching	333	88		1	422		422	19	
20		Road Property Damaged - Other								20	
21		Signals and Interlockers - Running	13,238	3,773	(1,218)	703	16,496		16,496	21	
22		Signals and Interlockers - Switching	1,807	517	(166)	140	2,298		2,298	22	
23		Communications Systems	2,818	5,447	103	102	8,470		8,470	23	
24		Power Systems	10	151	637	16	814		814	24	
25		Highway Grade Crossings - Running	778	160	179	630	1,747		1,747	25	
26		Highway Grade Crossings - Switching	106	22	24	110	262		262	26	
27		Station and Office Buildings	806	748	5,901	828	8,283		8,283	27	
28		Shop Buildings - Locomotives	390	871	2,408	17,321	20,990		20,990	28	
29		Shop Buildings - Freight Cars	312	697	1,927	6,197	9,133		9,133	29	
30		Shop Buildings - Other Equipment	412	921	2,547	475	4,355		4,355	30	

410. RAILWAY OPERATING EXPENSES - Continued (Dollars in Thousands)										Consolidated	
Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.	
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)				
REPAIR AND MAINTENANCE - Continued											
101		Locomotive Servicing Facilities	10	166	800	23,762	24,738			24,738	101
102		Miscellaneous Buildings and Structures	740	478	807	166	2,191	N/A		2,191	102
103		Coal Terminals						N/A			103
104		Ore Terminals						N/A			104
105		Other Marine Terminals	13			133	146	N/A		146	105
106		TOFC/COFC - Terminals	59	74	2,305	4,195	6,633	N/A		6,633	106
107		Motor Vehicle Loading and Distribution Facilities				622	622	N/A		622	107
108		Facilities for Other Specialized Service Operations						N/A			108
109		Roadway Machines	2,645	5,461	2,239	271	10,616			10,616	109
110		Small Tools and Supplies	14	2,884	(128)	136	2,906			2,906	110
111		Snow Removal	466	211	199	(44)	832			832	111
112		Fringe Benefits - Running			N/A	24,713	24,713			24,713	112
113		Fringe Benefits - Switching			N/A	3,596	3,596			3,596	113
114		Fringe Benefits - Other			N/A	7,511	7,511			7,511	114
115		Casualties and Insurance - Running			N/A	9,559	9,559			9,559	115
116		Casualties and Insurance - Switching			N/A	1,270	1,270			1,270	116
117		Casualties and Insurance - Other	N/A	N/A	N/A	3,048	3,048			3,048	117
118	*	Lease Rentals - Debit - Running	N/A	N/A							118
119	*	Lease Rentals - Debit - Switching	N/A	N/A		N/A					119
120	*	Lease Rentals - Debit - Other	N/A	N/A		N/A					120
121	*	Lease Rentals - [Credit] - Running	N/A	N/A		N/A					121
122	*	Lease Rentals - [Credit] - Switching	N/A	N/A		N/A					122
123	*	Lease Rentals - [Credit] - Other	N/A	N/A		N/A					123
124		Joint Facility Rent - Debit - Running	N/A	N/A	2,498	N/A	2,498			2,498	124
125		Joint Facility Rent - Debit - Switching	N/A	N/A	342	N/A	342			342	125
126		Joint Facility Rent - Debit - Other	N/A	N/A	540	N/A	540			540	126
127		Joint Facility Rent - [Credit] - Running	N/A	N/A	(3,066)	N/A	(3,066)			(3,066)	127
128		Joint Facility Rent - [Credit] - Switching	N/A	N/A	(430)	N/A	(430)			(430)	128
129		Joint Facility Rent - [Credit] - Other	N/A	N/A	(766)	N/A	(766)			(766)	129
130	*	Other Rents - Debit - Running	N/A	N/A	180	N/A	180			180	130
131	*	Other Rents - Debit - Switching	N/A	N/A	25	N/A	25			25	131
132	*	Other Rents - Debit - Other	N/A	N/A		N/A					132
133	*	Other Rents - [Credit] - Running	N/A	N/A		N/A					133

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

Consolidated

Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Total freight expense (f)	Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)					
		REPAIR AND MAINTENANCE - Continued									
134	*	Other Rents - [Credit] - Switching	N/A	N/A		N/A					134
135	*	Other Rents - [Credit] Other	N/A	N/A		N/A					135
136	*	Depreciation - Running	N/A	N/A	N/A	N/A	52,847	52,847		52,847	136
137	*	Depreciation - Switching	N/A	N/A	N/A	N/A	7,206	7,206		7,206	137
138	*	Depreciation - Other	N/A	N/A	N/A	N/A	23,027	23,027		23,027	138
139		Joint Facility - Debit - Running	N/A	N/A	12,807	N/A	N/A	12,807		12,807	139
140		Joint Facility - Debit - Switching	N/A	N/A	1,747	N/A	N/A	1,747		1,747	140
141		Joint Facility - Debit - Other	N/A	N/A		N/A					141
142		Joint Facility - [Credit] - Running	N/A	N/A	(8,856)	N/A	N/A	(8,856)		(8,856)	142
143		Joint Facility - [Credit] - Switching	N/A	N/A	(1,208)	N/A	N/A	(1,208)		(1,208)	143
144		Joint Facility - [Credit] - Other	N/A	N/A		N/A					144
145		Dismantling Retired Road Property - Running	75		64		10	149		149	145
146		Dismantling Retired Road Property - Switching	12		9		1	22		22	146
147		Dismantling Retired Road Property - Other									147
148		Other - Running	29	2	82		11,228	11,341		11,341	148
149		Other - Switching	4		12		1,612	1,628		1,628	149
150		Other - Other	19	1	52		7,219	7,291		7,291	150
151		TOTAL WAY AND STRUCTURES	88,637	42,813	41,445		227,847	400,742		400,742	151
		EQUIPMENT									
		LOCOMOTIVES									
201		Administration	5,364	435	2,618		1,858	10,275		10,275	201
202	*	Repair and Maintenance	35,986	41,915	57,807		(204)	135,504		135,504	202
203	*	Machinery Repair	571	1,478			156	2,205		2,205	203
204		Equipment Damaged	1,921	8			(18)	1,911		1,911	204
205		Fringe Benefits	N/A	N/A	N/A		18,680	18,680		18,680	205
206		Other Casualties and Insurance	N/A	N/A	N/A		8,026	8,026		8,026	206
207	*	Lease Rentals - Debit	N/A	N/A	5,275		N/A	5,275		5,275	207
208	*	Lease Rentals - [Credit]	N/A	N/A	(3,515)		N/A	(3,515)		(3,515)	208
209		Joint Facility Rent - Debit	N/A	N/A			N/A				209
210		Joint Facility Rent - [Credit]	N/A	N/A			N/A				210
211	*	Other Rents - Debit	N/A	N/A	1		N/A	1		1	211
212	*	Other Rents - [Credit]	N/A	N/A	(860)		N/A	(860)		(860)	212
213	*	Depreciation	N/A	N/A	N/A		55,868	55,868		55,868	213
214		Joint Facility - Debit	N/A	N/A	621		N/A	621		621	214
215		Joint Facility - [Credit]	N/A	N/A			N/A				215
216	*	Repairs Billed to Others - [Credit]	N/A	N/A	(12,846)		N/A	(12,846)		(12,846)	216

410. RAILWAY OPERATING EXPENSES - Continued (Dollars in Thousands)											Consolidated	
Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Total freight expense (f)	Passenger (g)	Total (h)	Line No.	
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)						
217		LOCOMOTIVES - Continued									217	
218		Dismantling Retired Property									218	
219		Other	43,842	495	49,101	99	594			594	219	
		TOTAL LOCOMOTIVES		44,331		84,465	221,739			221,739		
		FREIGHT CARS										
220		Administration	2,897	235	2,157	1,002	6,291		N/A	6,291	220	
221	*	Repair and Maintenance	18,243	27,643	16,208	3,333	65,427		N/A	65,427	221	
222	*	Machinery Repair	308	799		84	1,191		N/A	1,191	222	
223		Equipment Damaged	3,858	129	209	2,808	7,004		N/A	7,004	223	
224		Fringe Benefits	N/A	N/A	N/A	10,998	10,998		N/A	10,998	224	
225		Other Casualties and Insurance	N/A	N/A	N/A	4,724	4,724		N/A	4,724	225	
226	*	Lease Rentals - Debit	N/A	N/A	15,167	N/A	15,167		N/A	15,167	226	
227	*	Lease Rentals - [Credit]	N/A	N/A	(1,718)	N/A	(1,718)		N/A	(1,718)	227	
228		Joint Facility Rent - Debit	N/A	N/A		N/A			N/A		228	
229		Joint Facility Rent - [Credit]	N/A	N/A		N/A			N/A		229	
230	*	Other Rents - Debit	N/A	N/A	160,488	N/A	160,488		N/A	160,488	230	
231	*	Other Rents - [Credit]	N/A	N/A	(44,194)	N/A	(44,194)		N/A	(44,194)	231	
232	*	Depreciation	N/A	N/A	N/A	29,347	29,347		N/A	29,347	232	
233		Joint Facility - Debit	N/A	N/A		N/A			N/A		233	
234		Joint Facility - [Credit]	N/A	N/A		N/A			N/A		234	
235	*	Repairs Billed to Others - [Credit]	N/A	N/A	(21,879)	N/A	(21,879)		N/A	(21,879)	235	
236		Dismantling Retired Property							N/A		236	
237		Other		267		54	321		N/A	321	237	
238		TOTAL FREIGHT CARS	25,306	29,073	126,438	52,350	233,167		N/A	233,167	238	
		OTHER EQUIPMENT										
301		Administration	2,472	200	2,075	869	5,616			5,616	301	
		Repair and Maintenance										
302	*	Trucks, Trailers, and Containers - Revenue Service	33	11	17,840		17,884		N/A	17,884	302	
303	*	Floating Equipment - Revenue Equipment							N/A		303	
304	*	Passenger and Other Revenue Equipment	142	48		20	210			210	304	
305	*	Computer systems and word processing equip.	2			20	22			22	305	
306	*	Machinery	262	680		72	1,014			1,014	306	
307	*	Work and Other Non-Revenue Equipment	960	762	8,274	208	10,204			10,204	307	
308		Equipment Damaged									308	
309		Fringe Benefits	N/A	N/A	N/A	535	535			535	309	
310		Other Casualties and Insurance	N/A	N/A	N/A	2,412	2,412			2,412	310	
311	*	Lease Rentals - Debit	N/A	N/A	31,080	N/A	31,080			31,080	311	
312	*	Lease Rentals - [Credit]	N/A	N/A	(512)	N/A	(512)			(512)	312	

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

Consolidated

Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
313		OTHER EQUIPMENT - Continued								313
314		Joint Facility Rent - Debit	N/A	N/A		N/A				314
315	*	Joint Facility Rent - [Credit]	N/A	N/A		N/A				315
316	*	Other Rents - Debit	N/A	N/A	45,342	N/A	45,342		45,342	316
317	*	Other Rents - [Credit]	N/A	N/A	(12,390)	N/A	(12,390)		(12,390)	317
318		Depreciation	N/A	N/A	N/A	9,112	9,112		9,112	318
319		Joint Facility - Debit	N/A	N/A		N/A				319
320	*	Joint Facility - [Credit]	N/A	N/A		N/A				320
321		Repairs Billed to Others - [Credit]			(3,164)	N/A	(3,164)		(3,164)	321
322		Dismantling Retired Property								322
323		Other		228	89	45	362		362	323
324		TOTAL OTHER EQUIPMENT	3,871	1,929	88,634	13,293	107,727		107,727	324
		TOTAL EQUIPMENT	73,019	75,333	264,173	150,108	562,633		562,633	
		TRANSPORTATION:								
401		TRAIN OPERATIONS								
402		Administration	20,192	2,043	3,709	8,683	34,627		34,627	401
403		Engine Crews	81,306		(2,490)	5,789	84,605		84,605	402
404		Train Crews	126,546		(1,438)	3,398	128,506		128,506	403
405		Dispatching Trains	7,586	3	(138)	1	7,452		7,452	404
406		Operating Signals and Interlockers	569	624	300	(3)	1,490		1,490	405
407		Operating Drawbridges	120			3	123		123	406
408		Highway Crossing Protection			2,488	(9)	2,479		2,479	407
409		Train Inspection and Lubrication	4,401	204		21	4,626		4,626	408
410		Locomotive Fuel		196,517			196,517		196,517	409
411		Electric Power Purchased or Produced for Motive Power								410
412		Servicing Locomotives	9,174	1,344	212	3	10,733		10,733	411
413		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A					412
414		Clearing Wrecks	371	46		(72)	345		345	413
415		Fringe Benefits	N/A	N/A	N/A	80,217	80,217		80,217	414
416		Other Casualties and Insurance	N/A	N/A	N/A	33,944	33,944		33,944	415
417		Joint Facility - Debit	N/A	N/A	3,864	N/A	3,864		3,864	416
418		Joint Facility - [Credit]	N/A	N/A	(2,606)	N/A	(2,606)		(2,606)	417
419		Other	552	425	(101)	737	1,613		1,613	418
420		TOTAL TRAIN OPERATIONS	250,817	201,206	3,800	132,712	588,535		588,535	419
421		YARD OPERATIONS								
422		Administration	5,104	495	736	2,246	8,581		8,581	420
423		Switch Crews	42,725				42,725		42,725	421

410. RAILWAY OPERATING EXPENSES - Continued (Dollars in Thousands)											Consolidated	
Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.		
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)					
YARD OPERATIONS - Continued												
422		Controlling Operations	9,181	1		8	9,190		9,190	422		
423		Yard and Terminal Clerical	3,140	9	(31)		3,118		3,118	423		
424		Operating Switches, Signals, Retarders and Humps				19	19		19	424		
425		Locomotive Fuel		7,021			7,021		7,021	425		
426		Electric Power Purchased or Produced for Motive Power								426		
427		Servicing Locomotives	523	8		10	541		541	427		
428		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A					428		
429		Clearing Wrecks			3,262		3,262		3,262	429		
430		Fringe Benefits	N/A	N/A	N/A	19,405	19,405		19,405	430		
431		Other Casualties and Insurance	N/A	N/A	N/A	8,133	8,133		8,133	431		
432		Joint Facility - Debit	N/A	N/A	12,396	N/A	12,396		12,396	432		
433		Joint Facility - [Credit]	N/A	N/A	(1,718)	N/A	(1,718)		(1,718)	433		
434		Other	(16)	334	544	46	908		908	434		
435		TOTAL YARD OPERATIONS	60,657	7,868	15,189	29,867	113,581		113,581	435		
TRAIN AND YARD OPERATIONS COMMON												
501		Cleaning Car Interiors	116	18	394	N/A	528		528	501		
502		Adjusting and Transferring Loads	4		264	N/A	268	N/A	268	502		
503		Car Loading Devices and Grain Doors				N/A		N/A		503		
504		Freight Lost or Damaged - all other	N/A	N/A	N/A	8,106	8,106		8,106	504		
505		Fringe Benefits	N/A	N/A	N/A	38	38		38	505		
506		TOTAL TRAIN AND YARD OPERATIONS COMMON	120	18	658	8,144	8,940		8,940	506		
SPECIALIZED SERVICE OPERATIONS												
507	*	Administration	2,622	92	327	194	3,235		3,235	507		
508	*	Pickup and Delivery and Marine Line Haul			35,247	104	35,351	N/A	35,351	508		
509	*	Loading and Unloading and Local Marine	2	451	61,840	2,729	65,022	N/A	65,022	509		
510	*	Protective Services		57	596		653	N/A	653	510		
511	*	Freight Lost or Damaged - Solely Related	N/A	N/A	N/A			N/A		511		
512	*	Fringe Benefits	N/A	N/A	N/A	842	842	N/A	842	512		
513	*	Casualties and Insurance	N/A	N/A	N/A	897	897	N/A	897	513		
514	*	Joint Facility - Debit	N/A	N/A		N/A		N/A		514		
515	*	Joint Facility - [Credit]	N/A	N/A		N/A		N/A		515		
516	*	Other						N/A		516		
517	*	TOTAL SPECIALIZED SERVICES OPERATIONS	2,624	600	98,010	4,766	106,000	N/A	106,000	517		

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

Consolidated

Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Total freight expense (f)	Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)					
518		ADMINISTRATIVE SUPPORT OPERATIONS Administration	2,560	259	5,233	1,184	9,236			9,236	518
519		Administrative support Operation-con:									
519		Employees Performing Clerical and Accounting Functions	22,747	737	3,789	348	27,621			27,621	519
520		Communication Systems Operation	2,366	55	5,605	396	8,422			8,422	520
521		Loss and Damage Claims Processing									521
522		Fringe Benefits	N/A	N/A	N/A	8,850	8,850			8,850	522
523		Casualties and Insurance	N/A	N/A	N/A	4,155	4,155			4,155	523
524		Joint Facility - Debit	N/A	N/A		N/A					524
525		Joint Facility - [Credit]	N/A	N/A		N/A					525
526		Other									526
527		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	27,673	1,051	14,627	14,933	58,284			58,284	527
528		TOTAL TRANSPORTATION	341,891	210,743	132,284	190,422	875,340			875,340	528
601		GENERAL AND ADMINISTRATIVE									
601		Officers - General Administration	3,946	55	5,737	5,963	15,701			15,701	601
602		Accounting, Auditing and Finance	23,711	394	2,716	200	27,021			27,021	602
603		Management Services and Data Processing	18,767	202	10,142	328	29,439			29,439	603
604		Marketing	4,836	389	796	2,981	9,002			9,002	604
605		Sales	17,577	1,392	3,573	4,633	27,175			27,175	605
606		Industrial Development							N/A		606
607		Personnel and Labor Relations	2,954	64	655	2,381	6,054			6,054	607
608		Legal and Secretarial	4,611	187	7,472	(506)	11,764			11,764	608
609		Public Relations and Advertising	517	876	90	2,543	4,026			4,026	609
610		Research and Development									610
611		Fringe Benefits	N/A	N/A	N/A	35,772	35,772			35,772	611
612		Casualties and Insurance	N/A	N/A	N/A	(3,327)	(3,327)			(3,327)	612
613		Writedown of Uncollectible Accounts	N/A	N/A	N/A	6,206	6,206			6,206	613
614		Property Taxes	N/A	N/A	N/A	20,446	20,446			20,446	614
615		Other Taxes Except on Corporate Income or Payrolls	N/A	N/A	N/A	5,913	5,913			5,913	615
616		Joint Facilities - Debit	N/A	N/A	1,329	N/A	1,329			1,329	616
617		Joint Facilities - [Credit]	N/A	N/A	(172)	N/A	(172)			(172)	617
618		Other	5,802		647	235,046	241,495			241,495	618
619		TOTAL GENERAL AND ADMINISTRATIVE	82,721	3,559	32,985	318,579	437,844			437,844	619
620	*	TOTAL CARRIER OPERATING EXPENSES	586,268	332,448	470,887	886,956	2,276,559			2,276,559	620

NOTES AND REMARKS

Footnote to Schedule 410 - Special Charge (See Page 18A)

<u>Line No.</u>	<u>Column</u>	<u>Increase(Decrease)</u>
5	(d)	\$4,847
28	(c)	17,319
29	(c)	6,196
30	(c)	474
101	(c)	23,644
107	(c)	622
138	(c)	3,897 SCH 412 L 12
148	(c)	10,345
149	(c)	1,477
150	(c)	6,651
201	(d)	1,616
220	(d)	1,616
301	(d)	1,615
518	(d)	4,847
605	(d)	716
618	(c)	<u>234,505</u>

Total	\$320,387
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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 net 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 to the depreciation bases for all categories of depreciable leased property. Use Schedule 352B of this report for obtaining 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			1
2		3	Grading	1,376			2
3		4	Other right-of-way expenditures	77			3
4		5	Tunnels and subways	56			4
5		6	Bridges, trestles and culverts	1,943			5
6		7	Elevated structures				6
7		8	Ties	20,448			7
8		9	Rail and other track material	24,154			8
9		11	Ballast	15,451			9
10		13	Fences, snowsheds and signs	55			10
11		16	Station and office buildings	3,337			11
12		17	Roadway buildings	4,339			12
13		18	Water stations				13
14		19	Fuel stations	451			14
15		20	Shops and enginehouses	2,063			15
16		22	Storage warehouses				16
17		23	Wharves and docks				17
18		24	Coal and ore wharves				18
19		25	TOFC/COFC terminals	2,111			19
20		26	Communications systems	1,298			20
21		27	Signals and interlockers	3,196			21
22		29	Power plants	9			22
23		31	Power transmission systems	93			23
24		35	Miscellaneous structures	6			24
25		37	Roadway machines	1,888			25
26		39	Public improvements; construction	729			26
27		45	Power plant machines				27
28		-	Other lease/rentals	N/A	205	N/A	28
29	*	-	TOTAL	83,080	205		29

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 that carrier on 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 Schedule 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 Commission in Lx 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.

NOTES: Mechanical designations for each car type are shown in Schedule 710

Line No	Cross Check	Type of equipment (a)	GROSS AMOUNTS RECEIVABLE Per diem basis			GROSS AMOUNTS PAYABLE: Per diem basis			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							1
2		Box -Plain 50 Foot and Tangle		200	551	1,994	1,545	4,136	2
3		Box-Equipped		1,583	4,442		2,997	5,005	3
4		Gondola-Plain		533	923	742	1,269	1,984	4
5		Gondola-Equipped		193	385	1	1,664	1,903	5
6		Hopper-Covered		2,631	6,934	10,577	1,792	4,029	6
7		Hopper-Open Top-General Service		226	543		210	771	7
8		Hopper-Open Top-Special Service				27	41	109	8
9		Refrigerator-Mechanical					1,661	1,538	9
10		Refrigerator-Non-Mechanical		2,256	6,913	3,003	1,877	2,426	10
11		Flat TOP C/C/OHC		1,257	4,873	57,510	1,514	3,407	11
12		Flat Multi Level		1,062	1,829	8,800	634	971	12
13		Flat General Service			1	2	87	124	13
14		Flat Other		150	568	1,847	348	1,195	14
15		Tank -Under 22,000 Gallons			3	8,971			15
16		Tank-22,000 Gallons and Over				14,771		11	16
17		All Other Freight Cars		57	2,495			166	17
18		Auto Racks			3,586	8,829			18
19		TOTAL FREIGHT TRAIN CARS		10,148	34,046	117,074	15,639	27,775	19
OTHER FREIGHT CARRYING EQUIPMENT									
20		Refrigerated Trailers							20
21		Other Trailers			12,390	27,006		18,336	21
22		Refrigerated Containers							22
23		Other Containers							23
24	*	TOTAL TRAILERS AND CONTAINERS			12,390	27,006		18,336	24
25		GRAND TOTAL (LINES 19 AND 24)		10,148	46,436	144,080	15,639	46,111	25

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, supplies, 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 with Schedule 410, lines 207, 208, 211 and 212.

b. Freight Cars, line 24 plus line 39 compared with Schedule 410, lines 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 Account 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 expense (b)	Depreciation		Amortization Adjustment net during year (e)	Line No
				Owned (c)	Capitalized lease (d)		
1		LOCOMOTIVES					
		Diesel Locomotive-Yard	4,395	180			1
2		Diesel Locomotive-Road	118,263	53,249	1,575		2
3		Other Locomotive-Yard					3
4		Other Locomotive-Road					4
5	*	TOTAL	122,658	53,429	1,575		5
6		FREIGHT TRAIN CARS					
		Box-Plain 40 Foot	2				6
7		Box-Plain 50 Foot and Longer	1,050	771			7
8		Box-Equipped	4,031	4,886			8
9		Gondola-Plain	1,468	1,409			9
10		Gondola-Equipped	910	228			10
11		Hopper-Covered	17,288	6,233			11
12		Hopper-Open Top-General Service	1,299	2,314			12
13		Hopper-Open Top-Special Service	550	193			13
14		Refrigerator-Mechanical	219				14
15		Refrigerator-Nonmechanical	1,038	5,931			15
16		Flat TOPC/COFC	2,747	761			16
17		Flat Multi-level	5,173	944			17
18		Flat-General Service	135				18
19		Flat-Other	1,011	594			19
20		All Other Freight Cars	5,061	219			20
21		Cabooses	32	184			21
22		Auto Racks	1,534	4,213			22
23		Miscellaneous Accessories					23
24	*	TOTAL FREIGHT TRAIN CARS	43,548	28,880			24
		OTHER EQUIPMENT-REVENUE FREIGHT					
		HIGHWAY EQUIPMENT					
25		Refrigerated Trailers					25
26		Other Trailers	14,742	4			26
27		Refrigerated Containers					27
28		Other Containers					28
29		Bogies					29
30		Chassis					30
31		Other Highway Equipment(Freight)					31
32	*	TOTAL HIGHWAY EQUIPMENT	14,742	4			32
		FLOATING EQUIPMENT-REVENUE SERVICE					
33		Marine Line-Haul					33
34		Local Marine					34
35	*	TOTAL FLOATING EQUIPMENT					35
		OTHER EQUIPMENT					
		Passenger and Other Revenue Equipment					
36	*	(Freight Portion)					36
37	*	Computer systems and word processing equip	22	5,930			37
38	*	Machinery-Locomotives	2,205	864			38
39	*	Machinery-Freight Cars	1,191	467			39
40	*	Machinery-Other Equipment	1,014	397			40
41	*	Work and Other Non-revenue Equipment	10,392	2,781			41
42		TOTAL OTHER EQUIPMENT	14,824	10,439			42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	195,772	92,752	1,575		43

1 The data to be reported on line 38 in column (b) is the amount reported in Schedule 410, column (f), line 203, reduced by the allocable portion of line 216.

2 The data to be reported on line 39 in column (b) is the amount reported in Schedule 410, column (f), line 222, reduced by the allocable portions of line 235

3 The data to be reported on line 40 in column (b) is the amount reported in Schedule 410, column (f), lines 302 through 306, reduced by the allocable portion of line 320.

415. SUPPORTING SCHEDULE - EQUIPMENT - Continued

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			3,131		1,771		1
2		901	943,928	12,662	353,618	9,134	2
3							3
4							4
5		901	947,059	12,662	355,389	9,134	5
6							6
7		(237)	18,112		11,809		7
8			113,891		44,357		8
9			38,984		1,143		9
10			8,213		3,321		10
11		8,450	204,726		110,217		11
12			62,997		35,023		12
13			5,253		1,902		13
14							14
15			138,020		75,778		15
16		4,821	25,426		5,138		16
17			18,354		10,780		17
18			207		195		18
19			18,055		8,703		19
20		415	12,998		6,361		20
21			6,418		882		21
22			71,527		48,444		22
23			116		116		23
24		13,449	743,297		364,169		24
25							25
26		7,272					26
27							27
28		8,402					28
29							29
30		6,864					30
31							31
32		22,538					32
33							33
34							34
35							35
36							36
37		7,415	40,730		22,607		37
38			26,217		1,316		38
39			14,157		711		39
40			12,060		606		40
41		615	73,015		44,984		41
42		8,030	166,179		70,224		42
43		44,918	1,856,535	12,662	789,782	9,134	43

- 1 The data to be reported on lines 38, 39 and 40 in columns (g) and (h) is the investment recorded in Property Account 44, allocated to Locomotives, Freight Cars, and Other Equipment.
- 2 The depreciation to be 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 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)	Account No. (b)	Owned and used		Improvements to leased property		Capitalized leases				TOTAL		
			Inv. Base (c)	Accum. depr. (d)	Depr. rate % (e)	Inv. Base (f)	Accum. depr. (g)	Depr. rate % (h)	Inv. Base (i)	Current year Amort. (j)	Accum. Amort. (k)	Inv. Base (l)	Accum depr & Amort. (m)
1	I	3	104,844	35,172	0.78			0.78				104,844	35,172
2		8	312,227	58,671	3.17			3.17				312,227	58,671
3		9	679,921	94,080	3.10			3.10				679,921	94,080
4		11	339,930	23,832	2.94			2.94				339,930	23,832
5	SUB-TOTAL		1,436,922	211,755								1,436,922	211,755
6	II	3	48,625	12,857	0.78			0.78				48,625	12,857
7		8	223,839	52,501	3.17			3.17				223,839	52,501
8		9	139,451	18,855	0.88			0.88				139,451	18,855
9		11	148,947	1,689	2.94			2.94				148,947	1,689
10	SUB-TOTAL		560,862	85,902								560,862	85,902
11	III	3		N/A	N/A			N/A		N/A	N/A		
12		8		N/A	N/A			N/A		N/A	N/A		
13		9		N/A	N/A			N/A		N/A	N/A		
14		11		N/A	N/A			N/A		N/A	N/A		
15	SUB-TOTAL			N/A	N/A			N/A		N/A	N/A		
16	IV	3	23,242	4,950	0.78	17		0.78				23,259	4,950
17		8	120,398	44,490	3.17	104	87	3.17				120,502	44,577
18		9	150,886	71,930	1.17	121	102	1.17				151,007	72,032
19		11	55,217	14,473	2.94	60	36	2.94				55,277	14,509
20	SUB-TOTAL		349,743	135,843		302	225					350,045	136,068
21	V	3	1,315	472	0.78			0.78				1,315	472
22		8	4,707	1,732	3.17			3.17				4,707	1,732
23		9	8,854	4,616	2.19			2.19				8,854	4,616
24		11	2,724	1,234	2.94			2.94				2,724	1,234
25	SUB-TOTAL		17,600	8,054								17,600	8,054
26	GRAND TOTAL		2,365,127	441,554	N/A	302	225	N/A				2,365,429	441,779
26													26

11
285

(1) Columns (e) + (f) + (i) = Column 12

Columns (d) + (g) + (k) = Column 13

(2) 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 and Schedule 330A.

NOTES AND REMARKS

NONE

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 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 (b), 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, grain elevator terminal operations and livestock feeding operations only.

Line No.	Cross Check	Items	TOFC/COFC terminal	Floating equipment	Coal marine terminal	Ore marine terminal	Other marine terminal	Motor vehicle load and distribution	Protective services refrigerator car	Other special services	Total columns (b-i)	Line No.
1	*	Administration	3,235								3,235	1
2	*	Pick up and delivery, marine line haul	35,351						N/A		35,351	2
3	*	Loading and unloading and local marine	60,194					4,828	N/A		65,022	3
4	*	Protective services, total debit and credits	57						596		653	4
5	*	Freight lost or damaged-solely related										5
6	*	Fringe benefits	842								842	6
7	*	Casualty and insurance	897								897	7
8	*	Joint facility - Debit										8
9	*	Joint facility - Credit										9
10	*	Other										10
11	*	TOTAL	100,576					4,828	596		106,000	11

Instruction

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

418. SUPPORTING SCHEDULE—CAPITAL LEASES
(Dollars in thousands)[illegible]

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	26,547	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax and Surtax	1,428	2
3		Excess Profits		3
4	*	Total - Income Taxes L 2 + 3	1,428	4
5		Railroad Retirement	111,859	5
6		Hospital Insurance	6,788	6
7		Supplemental Annuities	6,868	7
8		Unemployment Insurance	13,920	8
9		All Other United States Taxes	34	9
10		Total - U.S. Government Taxes	140,897	10
11		Total - Railway Taxes	167,444	11

B. Adjustments to Federal Income Taxes

1. 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).

2. 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).

3. Indicate in column (c) the net change in Accounts 714, 744, 762 and 786 for the net tax effect of timing differences originating and reversing in the current accounting period.

4. 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.

5. 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.

6. 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	Deferred tax debits:					
2	Accrued liabilities not deductible until paid:					2
3	Restructuring	(51,241)	(93,312)		(144,553)	3
4	Postretirement benefits		(91,222)		(91,222)	4
5	Other	(177,417)	23,304		(154,113)	5
6	Non-expiring AMT credit carryforwards	(88,979)	(8)		(88,987)	6
7	Investment tax credit carryforwards	(269,510)	857		(268,653)	7
8	Net operating loss carryforward		(45,550)		(45,550)	8
9	Other	(31,480)	8,772		(22,708)	9
10	Subtotal	(618,627)	(197,159)		(815,786)	10
11	Deferred tax credits:					11
12	Depreciation	1,095,986	59,362		1,155,348	12
13	Condemnation sales	26,812	96,252		123,064	13
14	Other	8,690	(3,187)		5,503	14
15	Subtotal	1,131,488	152,427		1,283,915	15
16						16
17						17
18						18
19	Net deferred tax liability	512,861	(44,732)		468,129	19

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

***Footnotes.**

1. If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit ____ \$ (857)

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 _____ \$ 119,242

Notes and Remarks:

Line 19, column (c) includes \$(84,492) of deferred federal and state taxes applicable to the adoption of Financial Accounting Standards No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions" and SFAS No. 112, "Employers Accounting for Postretirement Benefits".

ATSF adopted the provisions of SFAS No. 109, "Accounting for Income Taxes," as of January 1, 1992. Previously ATSF accounted for taxes under SFAS No. 96. As required by SFAS No. 109, deferred income taxes are determined based on temporary differences between the financial reporting and tax basis of the Company's assets and liabilities, using enacted tax rates in effect during the years in which the differences are expected to reverse. As a result of this change a current deferred tax asset was recognized which is offset by an increase in the deferred tax liability. The adoption had no impact on 1992 net income.

Note, certain "Beginning of Year Balances" have been restated to conform to current year presentation in part B of this schedule. No change was made in the total shown on line 19.

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	519	Miscellaneous Income			1
2		California Transit Line Gain		204,886	2
3		Profit from sale of land carrier		14,759	3
4		All other		4,352	4
5		Total of Account 519		223,997	5
6					6
7	551	Miscellaneous Income Charges			7
8		Fee for receivables sold	9,421		8
9		Letter of credit expenses	1,277		9
10		All other	9,157		10
11		Total of Account 551	19,855		11
12					12
13					13
14	570	Extraordinary items			14
15		Early Retirement of Debt	7,960		15
16					16
17	592	Cumulative Effect of Changes in Accounting Principles (net of tax)	143,008		17
18		FAS 106 \$138,664			18
19		FAS 112 4,344			19
20		\$143,008			20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30

501. GUARANTIES 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 primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1					1
2	Santa Fe Financial Holdings	Long-term debt*	\$181,250	Joint	2
3					3
4					4
5					5
6					6
7					7
8		* Guarantee of debt associated with a note			8
9		receivable held by ATSF.			9
10					10
11					11
12					12
13					13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
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28					28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38

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 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 obligation (a)	Names 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		None			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 arrangement 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

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.

	<u>Unused</u>	<u>Used</u>
1. Letter of Credit	\$32,000	\$ - 0 -
Maximum used during the year		None
2. None		
3. None		
4. None		
5. None		
6. None		

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 #	Account No.	Title	Source	Balance at Close of Year
1	751	Loans and Notes Payable	Sch. 200, L. 30	
2	764	Equipment Obligations and Other Long Term Debt due	Sch. 200, L. 39	87,939
3	765/767	Funded Debt Unmatured	Sch. 200, L. 41	138,547
4	766	Equipment Obligations	Sch. 200, L. 42	367,819
5	766.5	Capitalized Lease Obligations	Sch. 200, L. 43	5,825
6	768	Debt in Default	Sch. 200, L. 44	
7	770.1/770.2	Unamortized Debt Premium (Discount)	Sch. 200, L. 46	(324)
8		Total Debt	Sum L. 1-7	599,806
9		Debt Directly Related to Road Property	Note I.	139,239
10		Debt Directly Related to Equipment	Note I.	460,567
11		Total Debt Directly Related to Road & Equipment	Sum L. 9 and 10	599,806
12		Percent Directly Related to Road	L. 9 ÷ L. 11 (2 decimals)	23.21%
13		Percent Directly Related to Equipment	L. 10 ÷ L. 11 (2 decimals)	76.79%
14		Debt Not Directly Related to Road or Equipment	L. 8 minus L. 11	
15		Road Property Debt	(L. 12 x L. 14) plus L. 9	139,239
16		Equipment Debt	(L. 13 x L. 14) plus L. 10	460,567

II. Interest Accrued During the Year:

Line #	Account No.	Title	Source	Balance at Close of Year
17	546-548	Total Interest and Amortization (Fixed Charges)	Sch. 210, L. 42	92,647
18	546	Contingent Interest on Funded Debt	Sch. 210, L. 44	966
19	517	Release of Premiums on Funded Debt	Sch. 210, L. 22	
20		Total Interest	Sum of Lines (17+18) less 19	93,613
21		Interest Affiliated Company Debt	Note 2.	2,535
22		Net Interest Expense	L. 20 minus L. 21	91,078
23		Interest Directly Related to Road Property Debt	Note 3.	4,088
24		Interest Directly Related to Equipment Debt	Note 3.	50,870
25		Interest Not Directly Related to Road or Equipment Property Debt	L. 22 - (L. 23 + L. 24)	36,120
26		Interest Road Property Debt	L. 23 + (L. 25 x L. 12)	12,471
27		Interest Equipment Debt	L. 24 + (L. 25 x L. 13)	78,607

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

Note 2. Line 21 includes interest on debt in Account 769-Account Payable; Affiliated Companies

Note 3. This Interest relates to debt reported in Lines 9 and 10, respectively.

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 (c)

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)

SCHEDULE 512. TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT FOR SERVICES RECEIVED OR PROVIDED

Line No.	Name of company or related party with percent of gross income (a)	%	Nature of relationship (b)	Description of transaction (c)	Dollar amounts of transactions (d)	Amount due from or to related parties (e)	Line No.
1	Santa Fe Pacific Coal		Common	Services Rendered	935	-	1
2	Western Rock Products		Common	Ballast	13,354	P 1,336	2
3	Santa Fe Pacific Corporation		Controlled	Services Rendered	19,000	-	3
4							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

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 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

Running tracks Running tracks, passing tracks, cross-overs, etc. including turn-outs from those tracks to clearance points

Way switching tracks Station, team, industry and other switching tracks for which no separate service is maintained

Yard switching tracks Yards where separate switching services are maintained, including classification, house, team, industry and other tracks switched by yard locomotives

The returns in columns (b) and (c) 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	Proportion owned or leased by Respondent	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks	Miles of yard switching tracks	TOTAL	Line No.
			Miles of road	Miles of second main track	Miles of all other main tracks	Miles of passing tracks, cross-overs, and turnouts				
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)			
1	1	100%	7610	1679	43	1363	1080	2246	14021	1
2										2
3	1 J	50%	42	3		5	33	60	143	3
4		33.3%	2					15	17	4
5		66.7%						3	3	5
6		20%						1	1	6
7										7
8		Sub Total								8
9		Class 1 J	44	3		5	33	79	164	9
10										10
11		Total Class								11
12		(1) & (1 J)	7654	1682	43	1368	1113	2325	14185	12
13										13
14	2	100%	367			27	30	20	444	14
15										15
16	3 B	100%					2	1	3	16
17										17
18	4 B	100%					2		2	18
19										19
20	5	100%	729	109		53	62	90	1043	20
21										21
22										22
23										23
24										24
25										25
26										26
27										27
28										28
29										29
30										30
31										31
32										32
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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	8750	1791	43	1448	1209	2436	15677	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, not operated, should be shown in column (b), as may be appropriate. Mileage which has been permanently abandoned should not be included in column (b). 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.

MILES OF ROAD OPERATED BY RESPONDENT											Line No.
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)	
1		Illinois	227				1	228			1
2		Iowa	20					20			2
3		Missouri	200				74	274			3
4		Kansas	1,204				121	1,325			4
5		Nebraska	1					1			5
6		Oklahoma	586				230	816			6
7		Texas	2,260				295	2,555			7
8		Louisiana	22					22			8
9		Colorado	416				131	547			9
10		New Mexico	1,249				1	1,250			10
11		Arizona	595					595			11
12		California	1,023				94	1,117	3		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											29
30											30
31											31
32		TOTAL MILEAGE (single track)	7,803				947	8,750	3		32

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 (f). 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 trailer 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 use the power to drive one or more electric motors that propel the vehicle. An "other self-powered unit" 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 not self-powered, 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 generator or 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

Schedule 710	Schedule 710
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 (i) 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													
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS													
Line No.	Cross Check	Type or 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 re-classification (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))	Aggregate capacity of units reported in col. (j) (see ins. 7) (k)	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rewritten into property accounts (e)	All other units including re-classification and second hand units purchased or leased from others (f)						
1		Locomotive Units										(H.P.)	1
2		Diesel-freight units											2
3		Diesel-passenger units	1,653		90	34		(A)	149	1,517	111	1,628	63
4		Diesel-multiple purpose units	5							5		5	4
5	*	Diesel-switching units			90	34			149	1,522	111	1,633	63
6	*	TOTAL (lines 1 to 4)	1,658									4760850	5
7	*	Electric-locomotives											6
8	*	Other self-powered units											7
9	*	TOTAL (LINES 5, 6 and 7)	1,658		90	34			149	1,522	111	1,633	63
10	*	Auxiliary units	28			3			3	28		28	N/A
		TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	1,686		90	37			152	1,550	111	1,661	63
10	*												

DISTRIBUTION OF LOCOMOTIVE UNITS IN SERVICE OF RESPONDENT AT CLOSE OF YEAR, ACCORDING TO YEAR BUILT, DISREGARDING YEAR OF REBUILDING														
Line No.	Cross Check	Type or design of units (a)	Before Jan 1, 1970 (b)	During Calendar Year					TOTAL (l)	Line No.				
				Between Jan. 1, 1970 and Dec. 31, 1974 (c)	Between Jan. 1, 1975 and Dec. 31, 1979 (d)	Between Jan. 1, 1980 and Dec. 31, 1984 (e)	Between Jan. 1, 1985 and Dec. 31, 1989 (f)	1990 (g)			1991 (h)	1992 (i)	1993 (j)	1994 (k)
11	*	Diesel	710	205	267	112	95	121	33	90			1,633	11
12	*	Electric												12
13	*	Other self-powered units												13
14	*	TOTAL (lines 11 to 13)	710	205	267	112	95	121	33	90			1,633	14
15	*	Auxiliary units		2	7	19							28	15
	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	710	207	274	131	95	121	33	90		N/A	1,661	16

DISTRIBUTION OF LOCOMOTIVE UNITS IN SERVICE OF RESPONDENT AT CLOSE OF YEAR, ACCORDING TO YEAR BUILT, DISBOARDING YEAR OF REBUILDING

Line No	Cross Check	Type or design of units (a)	Before Jan 1, 1970 (b)	Between				Between Jan. 1, 1985 and Dec. 31, 1989 (f)	During Calendar Year					Line No
				Jan.1, 1970 and Dec. 31, 1974 (c)	Jan.1, 1975 and Dec. 31, 1979 (d)	Between Jan.1, 1980 and Dec. 31, 1984 (e)	1990 (g)		1991 (h)	1992 (i)	1993 (j)	1994 (k)	TOTAL (l)	
11	*	Diesel	710	205	267	112	95	121	33	90			1,633	11
12	*	Electric												12
13	*	Other self-powered units												13
14	*	TOTAL (lines 11 to 13)	710	205	267	112	95	121	33	90			1,633	14
15	*	Auxiliary units		2	7	19							28	15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	710	207	274	131	95	121	33	90		N/A	1,661	16

710. INVENTORY OF EQUIPMENT—Continued														
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS														
Line No	Cross Check	Type or 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)		(h) Owned and used	(i) Leased from others	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)
17		PASSENGER-TRAIN CARS <i>Non-Self-Propelled</i> Coaches (PA, PB, PBO)												17
18		Combined cars [All class C, except CSB]												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]										N/A		22
23		TOTAL (lines 17 to 22)												23
24		<i>Self-Propelled</i> Electric passenger cars [EP, ET]												24
25		Electric combined cars [EC]												25
26		Internal combustion rail motorcars [ED, EG]												26
27		Other self-propelled cars (Specify types)												27
28		TOTAL (lines 24 to 27)												28
29		TOTAL (lines 23 and 28)												29
30		COMPANY SERVICE CARS Business cars [PV]	16							16		16	N/A	30
31		Board outfit cars [MWX]	48					15		33		33	N/A	31
32		Derrick and snow removal cars [MWU, MWV, MWX, MWK]											N/A	32
33		Dump and ballast cars [MWB, MWD]	224					36		188		188	N/A	33
34		Other maintenance and service equipment cars	1,888			3		137		1,754		1,754	N/A	34
35		TOTAL (lines 30 to 34)	2,176			3		188		1,991		1,991	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 Plain box cars - 40' (B1_., B2_.)	0						36
37		Plain box cars - 50' and longer (B3_0-7, B4_0-7, B5_., B6_., B7_., B8_.)	542						37
38		Equipped box cars (All Code A, Except A_5_)	3,377				104		38
39		Plain gondola cars (All Codes G & J_1_, J_2_, J_3_, J_4_)	2,522						39
40		Equipped gondola cars (All Code E)	483				1		40
41		Covered hopper cars (C_1_, C_2_, C_3_, C_4_)	13,292				324		41
42		Open top hopper cars—general service (All Code H)	3,682				1	(C) 293	42
43		Open top hopper cars—special service (J_0_, and All Code K)	160						43
44		Refrigerator cars—mechanical (R_5_, R_6_, R_7_, R_8_, R_9_)	0						44
45		Refrigerator cars—non-mechanical (R_0_, R_1_, R_2_)	3,554				7		45
46		Flat cars—TOFC/COFC (All Code P, Q and S, Except Q8_.)	708					(E) 154	46
47		Flat cars—multi-level (All Code V)	2,461				139	(F) 110	47
48		Flat cars—general service (F10_., F20_., F30_.)	33						48
49		Flat cars—other (F_1_., F_2_., F_3_., F_4_., F_5_., F_6_., F_8_., F40_.)	930				4		49
50		Tank cars—under 22,000 gallons (T_0_0, T_1_1, T_2_2, T_3_3, T_4_4, T_5_5)	315						50
51		Tank cars—22,000 gallons and over (T_6_6, T_7_7, T_8_8, T_9_9)	150						51
52		All other freight cars (A_5_., F_7_., All Code L and Q8_.)	75					3	52
53		TOTAL (lines 36 to 52)	32,284				580	561	53
54		Caboose (All Code M-930)	N/A	96			1		54
55		TOTAL (lines 53, 54)	32,284	96			581	561	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.	Cross Check	Changes during year (concluded)	Units at close of year						Line No.
		Units retired from service of respondent whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent (col (i) & (j))		Aggregate capacity of units reported in col (k) & (l) (see ins. 4)	Leased to others	
					Time-mileage cars	All other			
		(h)	(i)	(j)	(k)	(l)	(m)	(n)	
36			0		0		0		36
37		5	537		537		48,322	1	37
38		235	3,246		3,246		279,495		38
39		84	2,439		2,439		206,529		39
40		12	472		472		42,931		40
41		(B) 475	12,019	1,122	13,141		1,282,185	6	41
42		478	3,498		3,498		324,927	27	42
43		20	140		140		13,736		43
44			0		0		0		44
45		(D) 216	3,345		3,345		258,864	20	45
46		52	530	280	810		136,556		46
47		176	819	1,715	2,534		43,168		47
48		9	24		24		1,402		48
49		11	923		923		69,435		49
50		1	314		314		23,220		50
51			150		150		14,474		51
52		43	35		35		1,915		52
53		1,817	28,491	3,117	31,608		2,747,159	54	53
54		7			N/A	90	N/A		54
55		1,824	28,491	3,117	31,608	90	2,747,159	54	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.]	N/A						56
57		Non-self-propelled vessels [Car floats, lighters, etc.]	N/A						57
58		TOTAL (lines 56 and 57)	N/A						58
HIGHWAY REVENUE EQUIPMENT									
59		Chassis Z1_., Z67_., Z68_., Z69_.	5						59
60		Dry van U2_., Z_., Z6_., 1-6	10						60
61		Flat bed U3_., Z3_.	1						61
62		Open bed U4_., Z4_.	1						62
63		Mechanical refrigerator U5_., Z5_.							63
64		Bulk hopper U0_., Z0_.							64
65		Insulated U7_., Z7_.							65
66		Tank ¹ Z0_., U6_.							66
67		Other trailer and container (Special equipped dry van U9_., Z8_., Z9_.)							67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 to 69)	17						70

NOTES AND REMARKS

¹ Must have fitting code "CN" to qualify for 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 year (concluded)	Units at close of year						Line No.
		Units retured from service of respondent whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col (k) & (l) (see ins 4)	Leased to others	
					Per diem	All other			
		(h)	(i)	(j)	(k)	(l)	(m)	(n)	
56					N/A				56
57					N/A				57
58					N/A				58
59		5	0		0				59
60		10	0		0				60
61		1	0		0				61
62		1	0		0				62
63									63
64									64
65									65
66									66
67									67
68									68
69									69
70		17	0		0				70

NOTES AND REMARKS

- (A) Includes 74 units total (69 units leased from others returned to owner and 5 units leased to others.)
- (B) Includes 2 units leased from others returned to owner.
- (C) Includes 293 units leased to others returned to owner.
- (D) Includes 20 units leased to others.
- (E) Includes 154 units leased from others.
- (f) Includes 107 units leased from others.

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	None					1
2						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						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24
25	TOTAL		N/A		N/A	25

REBUILT UNITS

26	None					26
27						27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38	TOTAL		N/A		N/A	38
39	GRAND TOTAL		N/A		N/A	39

NOTES AND REMARKS

Note: Regarding Schedule 710-S Page 84 cost incomplete for installed units as follows:

NEW UNITSLocomotive Units

Diesel multi-purpose	23	P
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Total new units	23	
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REBUILT UNITSLocomotive Units

Diesel multi-purpose	54	S
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Auxiliary units	5	S
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Freight-Train Cars

Equipped box cars	136	S
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Plain gondola cars	77	S
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Equipped gondola cars	8	S
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Covered hopper cars	508	S
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Refrigerator-Non mechanical cars	37	S
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Flat multi-level cars	139	S
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Flat other cars	23	S
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Company Service CarsOther Maintenance & Serv. Equip. Cars

Tool cars	3	S
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Total rebuilt units	990	
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Grand total units	1013	
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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

- 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 than 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 than 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 there is dedicated entirely to passenger service F.

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)	Line No.
1	A	5,090	42.31	65.22	153	1
2	B	2,221	8.77	52.77	150	2
3	C	1,649	3.22	53.29	1	3
4	D	730	0.42	34.03	9	4
5	E	4,944	XXXXXXX	XXXXX		5
6	TOTAL	14,634			313	6
7	F	7,719	XXXXXXXXX	XXXXX		7
8	Potential abandonments	-				8

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

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 crissies laid in replacement										Switch and bridge ties (board feet) (j)	Crissies switch and bridge ties		Line No
		New ties				Second hand ties							Total (i)	Percent of spot maintenance (k)	
		Wooden		Concrete (d)	Other (e)	Wooden		Other (h)							
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)								
1	A	457,342				827			458,169	595,343	@		1		
2	B	281,614							281,614	366,365	@		2		
3	C	259,988				419			260,407	335,835	@		3		
4	D	182,818							182,818	228,978	@		4		
5	E										@		5		
6	TOTAL	1,181,762				1,246			1,183,008	1,526,521			6		
7	F										@		7		
8	Potential abandonments										@		8		

9. Average cost per crissie \$ 20.96 and switchline (NBM) \$ 541.05

@ Spot maintenance represents 9% of total ties laid in replacement.

Records are not available to determine percentages by track category.

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) which ties are new.

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 new cross-ties laid 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	33,184	19.39	644	550,363	541.46	298		1
2									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									15
16									16
17									17
18									18
19									19
20	TOTAL	33,184	19.39	644	550,363	541.46	298		20
21	Number of miles of new running tracks, passing tracks, cross-overs, etc. in which ties were laid 0.12								
22	Number of miles of new yard, station, team industry, and other switching tracks in which ties were laid 2.37								

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 No. 10, 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	197	7	115	41	312	48		@	1	
2	B	53	2	31	11	84	13		@	2	
3	C	33	1	19	7	52	8		@	3	
4	D	46	2	27	10	73	12		@	4	
5	E									5	
6	TOTAL	329	12	192	69	521	81		@	6	
7	F									7	
8	Potential abandonments									8	
9	Average cost of new and relay rail laid in replacement per gross ton \$ 563.23. New \$ 201.43 relay.										9

@ Spot maintenance represents 3% of total rail laid in replacement.
Records are not available to determine percentage by track category.

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 and of 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 lb) (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 lb) (i)		
		Pounds per yard of rail (b)	Number of tons (2,000 lb) (c)			Pounds per yard of rail (f)	Number of tons (2,000 lb) (g)				
1	2	136	9	5		136	183	102		1	
2	2	132	10	5		115	7	4		2	
3										3	
4										4	
5										5	
6										6	
7										7	
8										8	
9										9	
10										10	
11										11	
12	4	132	7	2		136	459	130		12	
13						132	163	41		13	
14						115	28	7		14	
15						110	182	44		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										29	
30										30	
31										31	
32										32	
33	TOTAL	N/A	26	12		N/A	1,022	328		33	
34	Number of miles of new running tracks, passing tracks, cross-overs, etc. in which rails were laid 0.12										34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid 2.87										35
36	Track-miles of welded rail installed on system this year 2.6103 : total to date 410.80										36

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.
	<i>Pounds</i>				
1	140	8			1
2	136	5,292			2
3	132	666			3
4	131	1,064			4
5	128		1		5
6	119	969			6
7	115	360	19		7
8	112	246	38		8
9	110	114	19		9
10	90	621	7		10
11	85	39	5		11
12	80	6			12
13	75	10	11		13
14	66	20			14
15					15
16					16
17					17
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47					47
48					48

726. SUMMARY OF TRACK REPLACEMENTS

1. Furnish the requested information concerning the summary of track replacements.

2. In columns (d), (e), (g), and (i) give the percentage of replacements to units of property in each track category at year end

Line No.	Track category	Ties					Rail		Ballast	Track surfacing		Line No.
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles)	Percent replaced	Miles surfaced		Percent surfaced		
		Crossties	Switch and bridge ties (board feet)	Crosstie	Switch and bridge ties (board feet)							
											(b)	
1	A	458,169	595,343	3.0	N/A	360	3.6	479,000	921	18.4	1	
2	B	281,614	366,365	4.3	N/A	97	2.2	251,000	483	22.1	2	
3	C	260,407	335,835	5.3	N/A	60	1.8	261,000	502	30.9	3	
4	D	182,818	228,978	8.5	N/A	85	5.9	32,000	61	8.5	4	
5	E							225,000	433	9.0	5	
6	TOTAL	1,183,008	1,526,521		N/A	602	2.1	1,248,000	2,400	16.7	6	
7	F										7	
8	Potential abandonments										8	

750. CONSUMPTION OF DIESEL FUEL
(Dollars in Thousands)

LOCOMOTIVES

Line No	Kind of locomotive service (a)	Diesel Diesel oil (gallons) (b)	Line No
1	Freight	308,266,669	1
2	Passenger	-	2
3	Yard switching	10,626,331	3
4	TOTAL	318,893,000	4
5	COST OF FUEL: \$(000)	\$ 203,538	5
6	Work Train	173,908	6

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 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 locomotives unit-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-miles.

(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) Use car designations shown in Schedule 710 Under Railroad Owned and Leased cars, Items 4-01 and 4-11, report both foreign cars and respondents' own cars while on the line of the respondent railroad. In Items 4-13 and 4-15 report the private-line categories, miles for private-line cars (whether or not under railroad control) and shipper-owned cars. A car-mile is a movement of a unit of car equipment a distance of 1 mile. Report miles made by flatcars carrying loaded highway trailers or empty highway trailers moving under revenue billings as loaded freight car-miles and miles made by flatcars carrying other empty highway trailers as empty freight car-miles. Exclude miles made by motorcars and report miles made by business cars of other than reporting carrier as sleeping car-miles in Item 5-03. Report mail, express baggage cars and combination cars other than 5-02 combination cars, in Item 5-05.

(I) Exclude from Item 4-01, 4-11, 4-13, and 4-15 car-miles of work equipment, cars carrying company freight and no-payment cars moving in transportation trains. Include such car-miles in Item 4-17, 4-18, and 4-19. No payment car-miles are miles made by private-line cars (other than railroad controlled) and shipper-owned cars for which the railroad does not reimburse the owner on a loaded and/or empty mile basis. If the payment for the loaded miles includes the empty miles, the loaded and empty miles should not be considered no-payment 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 their 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 i.e.l. shipment of freight handled in mixed baggage express cars. Total Ton-Miles Revenue Freight should correspond to the Ton-Miles reported on Form CBS.

(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.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755-CONCLUDED

(N) Yard switching hours are hours expended in switching service performed by yard crews in yard, 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 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 in 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 respondents 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's 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 trailer/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 perform that service. Note: The count should reflect the trailer/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 refers 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)	Passenger train (c)	Line No.
1		1. Miles of Road Operated (A)	8,750		1
		2. Train Miles - Running (B)	XXXXXX	XXXXXX	
2		2-01 Unit Train	1,819,059	XXXXXX	2
3		2-02 Way Trains	3,102,720	XXXXXX	3
4		2-03 Through Trains	35,029,139		4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	39,950,918		5
6		2-05 Motorcars (C)			6
7		2-06 TOTAL, ALL TRAINS (lines 5, 6)	39,950,918		7
		3. Locomotive Unit Miles (D)	XXXXXX	XXXXXX	
		Road Service (E)	XXXXXX	XXXXXX	
8		3-01 Unit Trains	7,953,756	XXXXXX	8
9		3-02 Way Trains	8,953,477	XXXXXX	9
10		3-03 Through Trains	132,555,945		10
11		3-04 TOTAL (lines 8-10)	149,463,178		11
12		3-11 Train Switching (F)	2,157,096	XXXXXX	12
13		3-21 Yard Switching (F)	5,784,372		13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	157,404,646		14
		4. Freight Car-Miles (thousands) (H)		XXXXXX	
		4-01 RR Owned and Leased Cars - Loaded		XXXXXX	
15		4-010 Box-Plain 40-Foot		XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	19,145	XXXXXX	16
17		4-012 Box-Equipped	51,976	XXXXXX	17
18		4-013 Gondola-Plain	14,085	XXXXXX	18
19		4-014 Gondola-Equipped	17,930	XXXXXX	19
20		4-015 Hopper-Covered	107,692	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	12,077	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	4,525	XXXXXX	22
23		4-018 Refrigerator-Mechanical	9,814	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	69,177	XXXXXX	24
25		4-020 Flat-TOFC/COFC	58,456	XXXXXX	25
26		4-021 Flat-Multi-Level	11,569	XXXXXX	26
27		4-022 Flat-General Service	505	XXXXXX	27
28		4-023 Flat-All Other	7,344	XXXXXX	28
29		4-024 All Other Car Types-Total	11,402	XXXXXX	29
30		4-025 TOTAL (lines 15-29)	395,697	XXXXXX	30

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		4-11 RR Owned and Leased Cars-Empty	XXXXXX	XXXXXX	
31		4-110 Box-Plain 40-Foot	2	XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	15,322	XXXXXX	32
33		4-112 Box-Equipped	40,246	XXXXXX	33
34		4-113 Gondola-Plain	16,723	XXXXXX	34
35		4-114 Gondola-Equipped	18,451	XXXXXX	35
36		4-115 Hopper-Covered	98,960	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	22,456	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	4,518	XXXXXX	38
39		4-118 Refrigerator-Mechanical	5,380	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	37,085	XXXXXX	40
41		4-120 Flat-TOFC/COPC	7,991	XXXXXX	41
42		4-121 Flat-Multi-Level	8,414	XXXXXX	42
43		4-123 Flat-General Service	640	XXXXXX	43
44		4-123 Flat-All Other	7,837	XXXXXX	44
45		4-124 All Other Car Types	8,754	XXXXXX	45
46		4-125 TOTAL (lines 31-45)	292,779	XXXXXX	46
		4-13 Private Line Cars - Loaded (H)	XXXXXX	XXXXXX	
47		4-130 Box-Plain 40-Foot		XXXXXX	47
48		4-131 Box-Plain 50-Foot and Longer	8,151	XXXXXX	48
49		4-132 Box-Equipped		XXXXXX	49
50		4-133 Gondola-Plain	13,428	XXXXXX	50
51		4-134 Gondola-Equipped	253	XXXXXX	51
52		4-135 Hopper-Covered	47,107	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	28	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	3,028	XXXXXX	54
55		4-138 Refrigerator-Mechanical		XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	4,741	XXXXXX	56
57		4-140 Flat-TOFC/COPC	546,206	XXXXXX	57
58		4-141 Flat-Multi-Level	57,825	XXXXXX	58
59		4-142 Flat-General Service	2	XXXXXX	59
60		4-143 Flat-All Other	6,408	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	38,385	XXXXXX	61
62		4-145 Tank-22,000 Gallons and Over	46,727	XXXXXX	62
63		4-146 All Other Car Types	8,678	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	780,967	XXXXXX	64

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item Description (a)	Freight train (b)	Passenger train (c)	Line No.
		4-15 Private Line Cars-Empty (H)	XXXXXX	XXXXXX	
65		4-150 Box-Plain 40-Foot		XXXXXX	65
66		4-151 Box-Plain 50-Foot and Longer	3,304	XXXXXX	66
67		4-152 Box-Equipped		XXXXXX	67
68		4-153 Gondola-Plain	12,953	XXXXXX	68
69		4-154 Gondola-Equipped	285	XXXXXX	69
70		4-155 Hopper-Covered	46,994	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	82	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	2,450	XXXXXX	72
73		4-158 Refrigerator-Mechanical		XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	3,812	XXXXXX	74
75		4-160 Flat-TOFC/COFC	50,989	XXXXXX	75
76		4-161 Flat-Multi-Level	36,013	XXXXXX	76
77		4-162 Flat-General Service	3	XXXXXX	77
78		4-163 Flat-All Other	5,283	XXXXXX	78
79		4-164 Tank-Under 22,000 Gallons	42,672	XXXXXX	79
80		4-165 Tank-22,000 Gallons and Over	53,967	XXXXXX	80
81		4-166 All Other Car Types	3,119	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	261,926	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	14,796	XXXXXX	83
84		4-18 No Payment Car-Miles (I)	139,909	XXXXXX	84
		4-19 Total Car-Miles by Train Type	XXXXXX	XXXXXX	
85		4-191 Unit Trains	183,333	XXXXXX	85
86		4-192 Way Trains	144,209	XXXXXX	86
87		4-193 Through Trains	1,558,532	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	1,886,074	XXXXXX	88
89		4-20 Caboose Miles	676	XXXXXX	89

Total number of loaded miles _____ and empty miles _____ by roadrailer reported above.

Note: Line 88 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.

755. RAILROAD OPERATING STATISTICS - Concluded

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		6. Gross Ton-Miles (thousands)(K)	XXXXXX	XXXXXX	
98		6-01 Road Locomotives	24,620,252		98
		6-02 Freight Trains, Crs., Cnts., and Caboose	XXXXXX	XXXXXX	
99		6-020 Unit Trains	14,274,778	XXXXXX	99
100		6-021 Way Trains	11,479,635	XXXXXX	100
101		6-022 Through Trains	141,567,732	XXXXXX	101
102		6-03 Passenger-Trains, Crs., and Cnts.			102
103		6-04 Non-Revenue	2,030,326	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	193,972,723		104
		7. Tons of Freight (thousands)	XXXXXX	XXXXXX	
105		7-01 Revenue	109,981	XXXXXX	105
106		7-02 Non-Revenue	5,185	XXXXXX	106
107		7-03 TOTAL (lines 105, 106)	115,166	XXXXXX	107
		8. Ton-Miles of Freight (thousands) (L)	XXXXXX	XXXXXX	
108		8-01 Revenue-Road Service	85,640,084	XXXXXX	108
109		8-02 Revenue-Lake Transfer Service		XXXXXX	109
110		8-03 TOTAL (lines 108, 109)	85,640,084	XXXXXX	110
111		8-04 Non-Revenue-Road Service	917,655	XXXXXX	111
112		8-05 Non-Revenue-Lake Transfer Service		XXXXXX	112
113		8-06 TOTAL (lines 111, 112)	917,655	XXXXXX	113
114		8-07 TOTAL-REVENUE AND NON-REVENUE (lines 110,113)	86,557,739	XXXXXX	114
		9. Train Hours (M)	XXXXXX	XXXXXX	
115		9-01 Road Service	1,197,303	XXXXXX	115
116		9-02 Train Switching	130,134	XXXXXX	116
117		10. TOTAL YARD-SWITCHING HOURS (N)	628,517	XXXXXX	117
		11. Train-Miles Work Trains (O)	XXXXXX	XXXXXX	
118		11-01 Locomotives	46,133	XXXXXX	118
119		11-02 Motorcars		XXXXXX	119
		12. Number of Loaded Freight Cars (P)	XXXXXX	XXXXXX	
120		12-01 Unit Trains	343,453	XXXXXX	120
121		12-02 Way Trains	566,321	XXXXXX	121
122		12-03 Through Trains	1,160,888	XXXXXX	122
123		13. TOPC/COFC-No. of Rev. Trailers and Containers Loaded and Unloaded (Q)	2,288,970	XXXXXX	123
124		14. Multi-Level Cars-No. of Motor Vehicles Loaded and Unloaded (Q)	872,548	XXXXXX	124
125		15. TOPC/COFC-No. of Rev. Trailers Picked Up and Delivered (R)	218,360	XXXXXX	125
		16. Revenue Tons-Marine Terminal (S)	XXXXXX	XXXXXX	
126		16-01 Marine Terminals-Coal		XXXXXX	126
127		16-02 Marine Terminals-Ore		XXXXXX	127
128		16-03 Marine Terminals-Other		XXXXXX	128
129		16-04 TOTAL (lines 126-128)		XXXXXX	129
		17. Number of Foreign Per Diem Cars on Line (T)	XXXXXX	XXXXXX	
130		17-01 Serviceable	8,212	XXXXXX	130
131		17-02 Unserviceable	252	XXXXXX	131
132		17-03 Surplus	861	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	9,325	XXXXXX	133

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 of the accounting of the respondent)

State of Kansas

County of Shawnee

Dennis R. Johnson

(Insert here name of the affiant)

makes oath and says that he is Assistant V.P. and Assistant Controller

(Insert here the official title of the affiant)

Of The Atchison, Topeka and Santa Fe Railway Company

(Insert here the exact legal title or name of the respondent)

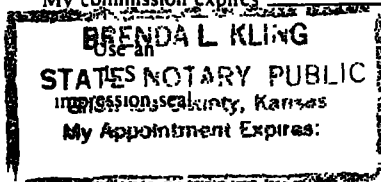
that it is his duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept; that he knows that such books have been kept in good faith during the period covered by this report; that he knows that the entries contained in this report relating to accounting matters have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroads and other accounting and reporting directives of this Commission; that he 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, 19 92, to and including December 31, 19 92

Dennis R. Johnson
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 30th day of March, 19 93

My commission expires July 17, 1996



Brenda L. Kling

(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

State of Kansas

County of Shawnee

Thomas N. Hund

(Insert here name of the affiant)

makes oath and says that he is Vice President & Controller

(Insert here the official title of the affiant)

Of The Atchison, Topeka and Santa Fe Railway Company

(Insert here the exact legal title or name of the respondent)

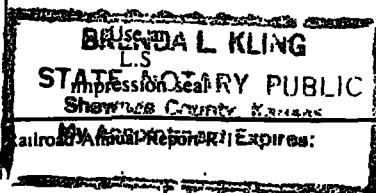
that he has carefully examined the foregoing report, that he believes that all statements of fact contained in the said report are true, and that the said report is a correct and complete statement of the business and affairs of the above-named respondent and the operations of its property during the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

January 1, 19 92, to and including December 31, 19 92

Thomas N. Hund
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 30th day of March, 19 93

My commission expires July 17, 1996



Brenda L. Kling

(Signature of officer authorized to administer oaths)

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

[illegible]

CORRECTIONS

[illegible]

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