

RC-130900 CHICAGO & NORTHWESTERN 1983 1 OF 7

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R-1

annual report

APPROVED BY OMB
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EXPIRES 3-31-84

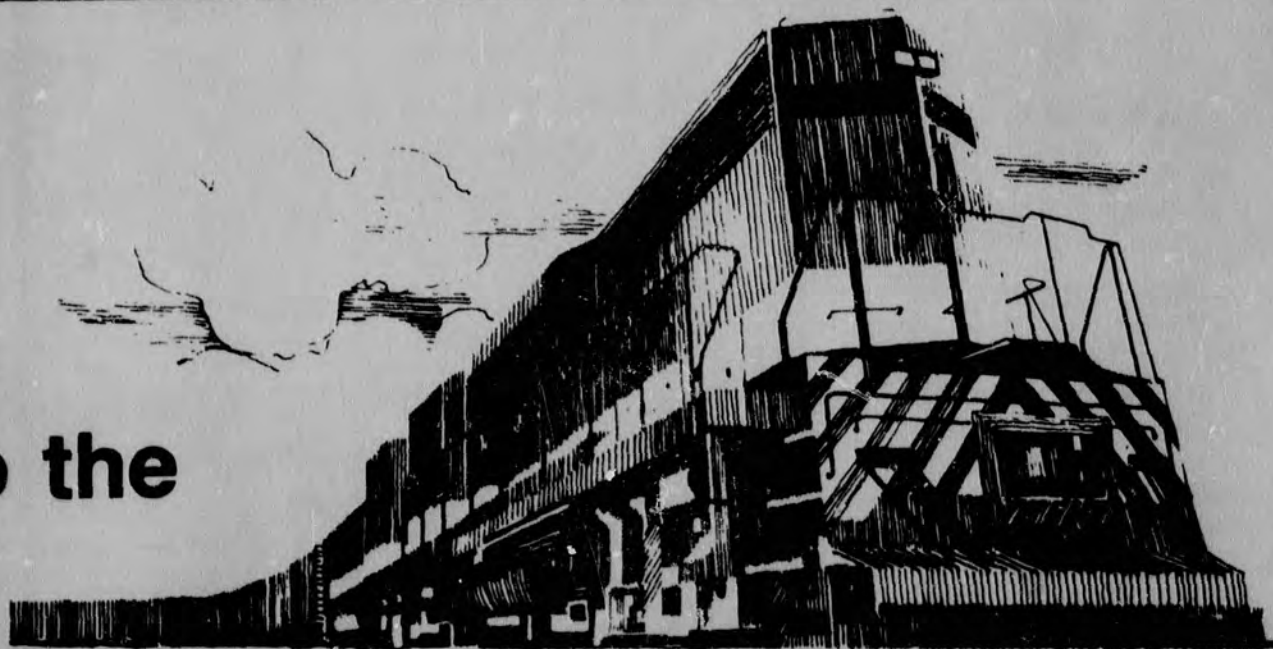
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Chicago and North Western Transportation Company and Subsidiaries

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY
ONE NORTH WESTERN CENTER
165 NORTH CANAL STREET, 8TH FLOOR
CHICAGO, IL 60606

to the



Interstate Commerce Commission

FOR THE YEAR ENDED DECEMBER 31, 1983

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, P.O. Box 2040, Rockville Pike Station, Rockville, MD 20852, 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 1 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; attachment by pins or clips is 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

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

AND SUBSIDIARIES

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1983

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

(Name) J. M. BUTLER (Title) SENIOR VICE PRESIDENT-
FINANCE AND ACCOUNTING

(Telephone number) 312 559-6500
(Area code) (Telephone number)

(Office address) 165 N. Canal Street, Chicago, Illinois 60606
(Street and number, city, State, and ZIP code)

SPECIAL NOTICE

The attention of the respondent is directed below to certain particulars, if any, in which this report form differs from the corresponding form for the preceding year. It should be understood that mention is not made of necessary substitutions of dates or, in general, such other things as simple modifications intended to make requirements clearer, other minor adjustments, and typographical corrections.

Revisions to this report resulted from the following Commission's decisions, copies of which were served on all railroads:

Docket No. 36988

Title: Alternative Methods of Accounting for Railroad Track Structures

Decision Date 1/26/83

Listing of schedules that have been changed from the preceding year and description of the changes

Schedule 205	Restatement of the Results of Operations Under Depreciation Accounting
Schedule 205A	Restatement of Retained Earnings Under Depreciation Accounting
Schedule 205B	Restatement of Road and Equipment and Accumulated Depreciation and Amortization Accounts
Schedule 205C	Summary of Track Operating Expense
Schedule 416	Supporting Schedule, Track
Schedule 416A	Supporting Schedule, Track
Schedule 240	Deleted line number 2 and renumbered
Schedule 330	Combine Accounts 9 & 10 eliminate lines 1, 12, 43 and 44 and renumbered
Schedule 330A	Combine Accounts 9 & 10 eliminate lines 1, 12, 43 and 44 and renumbered
Schedule 332	Added 3 lines Accounts 8, 9 and 11 eliminated line 1 and instructions No. 4 and renumbered
Schedule 335	Added 3 lines Accounts 8, 9 and 11 eliminated line 1 and renumbered
Schedule 339	Added 3 lines Accounts 8, 9 and 11 and Amortization of equipment eliminated line 1 and renumbered
Schedule 340	Added 3 lines Accounts 8, 9 and 11 and Amortization of equipment eliminated line 1 and Instruction No. 3 and renumbered
Schedule 342	Added 3 lines Accounts 8, 9 and 11 eliminated line 1 and renumbered
Schedule 350	Added 3 lines Accounts 8, 9 and 11 eliminated line 1 and Instruction No. 4 and renumbered
Schedule 351	Added 3 lines accounts 8, 9 and 11 eliminated line 1 and renumbered
Schedule 352B	Combined Accounts 9 and 10 eliminated lines 1, 12, 44 and 45 and renumbered
Schedule 410	Combine lines 16 and 17, 20 and 21 and renumbered
Schedule 412	Combine accounts 9 and 10 eliminated lines 1, 12, and 32 and part of Instructions 2 and 3 and column c
Schedule 415	Deleted column f. Data should be included on Schedule 410 lines, 218, 237 and 322

The following schedules were deleted by NOTICE ON July 25, 1983 F.R. vol. 48, no. 143/33773

Schedule 225	Transfers From Government Authorities
Schedule 363	Operating Leases
Schedule 364	Lessee Disclosures
Schedule 419	Remunerations From National Railroad Passenger Corporation
Schedule 715	Highway Motor Vehicle Operations
Schedule 716	Highway Motor Vehicle Enterprises in Which the Respondent Had a Director or Indirect Financial Interest During the Year
Schedule 727	Ten-Year Summary of Track Maintenance
Schedule 800	Contracts, Agreements, etc.
Schedule 850	Competitive Bidding - Clayton Antitrust Act
Other changes	
Schedule 221	Deleted and added to Schedule 220
Schedule 414	Editorial correction for Instruction 2
Schedule 510	Eliminated columns K and L

Schedules 720, 721, 723, 726, 728

Track categories F & AB have been moved below the total line. Track categories A thru E should include all track including potential abandonments and mileage over which passenger trains operate. As a check, the total track miles shown in Schedule 720 (col b) should be equal to Schedule 700, total of track classes 1, 2, 3, and 4.

"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.

ESTIMATE OF REPORTING BURDEN

In order to monitor carrier reporting burden and to satisfy OMB requirements pursuant to Public Law 96-511, it is requested that you furnish the following information:

(1) Best estimate of the number of staff hours required to complete this report. In making this estimate please include the number of hours attributable to preparing the report and any special compilations contained in this report that would not generally be maintained or used by management for purposes other than reporting to this Commission.

TOTAL HOURS (Estimated) _____

(2) Best estimate of the number of staff hours required to comply with the Uniform System of Accounts (USOA). In making this estimate include only the incremental staff hours required for the USOA (those hours in addition to the data needs of management and requirements of other Federal and State agencies).

TOTAL HOURS (Estimated) _____

(3) Best estimate of staff hours and storage costs to comply with the Commission's Record Retention Regulations. In making this estimate include only the incremental costs required for the Commission's rules (those costs in addition to retention requirements of management and other Federal and State agencies).

TOTAL HOURS (Estimated) _____

Storage costs (Estimated) _____

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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

3. 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 organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report Chicago and North Western Transportation Company
2. Date of incorporation March 24, 1970
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. Organized under general laws of State of Delaware as North Western Employees Transportation Corporation. By Certificate of Amendment filed with Secretary of State of Delaware on May 2, 1972, name was changed to Chicago and North Western Transportation Company. No changes effected during the year 1983.

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. It was not.

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.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock. Common, \$ 0.28 per share, first preferred, \$ - per share, second preferred, \$ - per share, debenture stock, \$ - per share.
2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote. No *
3. Are voting rights proportional to holdings? No * 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? Yes * 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. Not closed.
7. State the total voting power of all security holders of the respondent as 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 15,696,524 votes, as of December 31, 1983 (Date)
8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7. 6,034 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, with 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.

See notes on Page 4.

See Notes on Page 4

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
				Stocks			
				Common	PREFERRED		
					Second (e)	First (f)	
(a)	(b)	(c)	(d)	(e)	(f)		
1	Chase Manhattan Bank, NA	New York, NY	752,800	752,800			1
2	Bankers Trust Co.	New York, NY	735,350	735,350			2
3	First National Bank of Chicago	Chicago, IL	468,991	468,991			3
4	Brown Brothers Harriman & Co.	New York, NY	438,425	438,425			4
5	Northern Trust Co.	Chicago, IL	346,200	346,200			5
6	Manufacturers Hanover Trust Co.	New York, NY	333,383	333,383			6
7	SSB Custodian	Boston, MA	315,600	315,600			7
8	Citibank, NA	New York, NY	288,050	288,050			8
9	Morgan Guaranty Trust Co. of NY	New York, NY	267,420	267,420			9
10	J.R. Wolfe	Chicago, IL	242,595	242,595			10
11	Wells Fargo Bank, NA	San Francisco, CA	218,200	218,200			11
12	Bear Stearns & Co.	New York, NY	203,449	203,449			12
13	Becker (A.G.), Inc.	New York, NY	201,071	201,071			13
14	Bank of New York	New York, NY	193,550	193,550			14
15	Boston Safe Deposit & Trust Co.	Lake Success, NY	186,600	186,600			15
16	Morgan Guaranty Trust Co.	New York, NY	183,100	183,100			16
17	H. C. Dennis	Chicago, IL	181,700	181,700			17
18	Shawmut Bank of Boston, NA	Boston, MA	174,600	174,600			18
19	Manufacturers Natl. Bk. of Detroit	Detroit, MI	167,000	167,000			19
20	Mellon Bank	Pittsburgh, PA	166,900	166,900			20
21	Continental Illinois Natl. Bank	Chicago, IL	165,400	165,400			21
22	Chemical Bank	New York, NY	157,500	157,500			22
23	R.W. Russell	Chicago, IL	147,000	147,000			23
24	Wachovia Bank & Trust, NA	Winston-Salem, NC	146,500	146,500			24
25	Shearson/American Express, Inc.	New York, NY	143,890	143,890			25
26	F. B. Russell	Chicago, IL	143,200	143,200			26
27	Canaro & Co.	Chicago, IL	123,628	123,628			27
28	A.K. Butler	Chicago, IL	120,900	120,900			28
29	N.T. Myles	New Port Richey, FL	120,000	120,000			29
30	Harris Trust & Savings Bank	Chicago, IL	117,800	117,800			30

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent 11,036,248
votes cast.
11. Give the date of such meeting May 17, 1983
12. Give the place of such meeting Chicago, Illinois

NOTES AND REMARKS

Redeemable Preference Shares, \$10,000 per share.

* The Preference Shares are non-voting, except that when dividend or redemption payments are in arrears for any reason, the FRA may appoint two directors to the Company's Board.

Pursuant to Board of Directors resolutions and financing agreements authorizing the issuance of said Preference Shares to finance major track and roadbed improvements on North Western's main line in Illinois and Iowa, and into Nebraska, as of December 31, 1983, 14,414 Preference Shares had been issued to the Federal Government consisting of:

Series A	2,212 shares
Series B	97 shares
Series C	144 shares
Series D	11,312 shares
Series E	649 shares

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	14,062	12,051	1
2		702	Temporary Cash Investments	115,500	45,335	2
3		703	Special Deposits	126	100	3
Accounts Receivable						
4		704	- Loan and Notes	565	711	4
5		705	- Interline and Other Balances	6,523	9,268	5
6		706	- Customers	25,022	24,177	6
7		707	- Other	23,240	20,774	7
8		709, 708	- Accrued Accounts Receivables	31,804	29,873	8
9		708.5	- Receivables from Affiliated Companies	-	-	9
10		709.5	- Less: Allowance for Uncollectible Accounts	(78)	(85)	10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits	1,986	2,065	11
12		712	Materials and Supplies	42,015	43,470	12
13		713	Other Current Assets	737	1,463	13
14			TOTAL CURRENT ASSETS	261,502	189,202	14
Other Assets						
15		715, 716, 717	Special Funds	6,678	3,474	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310)	4,495	4,169	16
17		722, 723	Other Investments and Advances	32	96	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)	6,806	8,088	19
20		739, 741	\$ 2,812) Other Assets	3,986	7,706	20
21		743	Other Deferred Debits	8,666	16,527	21
22		744	Accumulated Deferred Income Tax Debit	-	-	22
23			TOTAL OTHER ASSETS	30,663	40,060	23
Road and Equipment						
24		731, 732	Road (Schedules 330 and 330A)	693,378	556,510	24
25	*		Equipment	437,179	431,288	25
26			Unallocated Items	175,028	40,092	26
27			Accumulated Depreciation and Amortization (Schedules 335, 340, 342, 351)	(338,831)	(304,626)	27
28			Net Road and Equipment	966,754	723,264	28
29	*		TOTAL ASSETS	1,258,919	952,526	29

NOTES AND REMARKS

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

Line No.	Cross Check	Account	Title (4)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
Current Liabilities						
30		751	Loans and Notes Payable			30
31		752	Accounts Payable, Interline and Other Balances	3,900	2,525	31
32		753	Audited Accounts and Wages	26,839	22,022	31
33		754	Other Accounts Payable	3,706	3,795	33
34		755, 756	Interest and Dividends Payable	8,297	7,604	34
35		757	Payables to Affiliated Companies	-	-	35
36		759	Accrued Accounts Payable	127,831	128,748	36
37		760, 761, 761.5, 762	Taxes Accrued	13,904	12,521	37
38		763	Other Current Liabilities	811	537	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	43,860	44,703	39
40			TOTAL CURRENT LIABILITIES	229,148	222,455	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured	298,851	108,075	41
42		766	Equipment Obligations	160,358	161,817	42
43		766.5	Capitalized Lease Obligations	48,559	50,929	43
44		768	Debt in Default		-	44
45		769	Accounts payable, Affiliated Companies		-	45
46		770.1, 770.2	Unamortized Debt Premium	(19)	(24)	46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities	13,116	10,427	48
49		786	Accumulated Deferred Income Tax Credits	27,111	22,104	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	46,014	50,555	50
51			TOTAL NONCURRENT LIABILITIES	590,990	403,883	51
Shareholders' Equity						
52		791, 792	Capital Stock: (Schedule 230)	148,449	147,641	52
53			Common Stock	4,398	3,791	53
54			Preferred Stock Redeemable	144,051	143,850	54
55			Discount on Capital Stock			55
56		794, 795	Additional Capital (Schedule 230)	77,223	2,072	56
57		797	Retained Earnings: Appropriated			57
58		798	Unappropriated (Schedule 220)	210,397	176,578	58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock	(288)	(103)	60
61			Net Stockholders Equity	435,781	326,188	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	1,258,919	952,526	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 \$ 2,806

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 \$ 103,000

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 Note 3 (a) following

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund \$ 3,349

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

(i) If funding is by insurance, give name of insuring company _____

If funding is by trust agreement, list trustee(s) Harris Bank & Trust Company

Date of trust agreement or latest amendment December 31, 1982

If respondent is affiliated in any way with the trustee(s), explain affiliation N/A

(d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement N/A

(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 No X If yes, who determines how stock is voted? N/A

4. State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610) Yes X No

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 - Concluded

(a) Changes in Valuation Accounts

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

(b) At 12/31/83, gross unrealized gains and losses pertaining to marketable equity securities were as follows:

	Gains	Losses
Current	\$ -	\$ -
Noncurrent	-	-

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

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their 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.

NOTES AND REMARKS

3.(a) PENSIONS

The Company has a noncontributory funded pension plan for certain of its employees, which supplements retirement benefits under the Company's Profit Sharing and Retirement Savings Plan and the Railroad Retirement Act if they do not reach specified minimum levels. The total pension expense for 1983 and 1982 was \$485 and \$722 respectively, which includes amortization of past service costs and actuarial gains and losses over thirty years and fifteen years, respectively. The Company makes annual contributions to the plan equal to the amount accrued for pension expense.

A comparison of accumulated plan benefits and plan net assets for the Company's defined benefit plan is as follows:

	January 1,	
	1983	1982
Actuarial present value of accumulated pension plan benefits:		
Vested	\$5,677	\$6,608
Nonvested	191	37
Total	\$5,868	\$6,645
Net assets available for benefits	\$2,328	\$1,957

The assumed rate of return used in determining the actuarial present value of accumulated plan benefits was 8% for both 1983 and 1982.

COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES -
(Continued)

7. The financial statements contained in this report are in accordance with the Uniform System of Accounts as prescribed by the Interstate Commerce Commission.

The consolidated financial statements reflect the operations of the Company and all of its majority owned subsidiaries as authorized in the Commission's letter dated August 19, 1976, File: ACA/BAH.

8. The Company applies depreciation accounting for all of its property. Additions and renewals constituting a unit of property are capitalized. Other renewals, repairs and maintenance are charged to expense. Track removal costs and costs of units of property retired or replaced, less salvage, are charged to accumulated depreciation. Overhead costs related to construction are capitalized. The Company's policies comply with those recently prescribed by the Interstate Commerce Commission ("ICC") as explained below.

Depreciation is provided at composite straight-line rates. For the years 1983 and 1982, the provision for depreciation approximated annual rates of 3.7% and 3.8% respectively, of the depreciable property. Capitalized leases are amortized over the terms of the respective leases. For the years 1983 and 1982, such lives ranged from 8 to 30 years, averaging approximately 12 years for each of the three years.

The ICC adopted ratable depreciation accounting for track structure effective in 1983. Pursuant to the ICC order, the Company retroactively capitalized those costs which had previously been charged as maintenance expense under the retirement/betterment method, but which qualify as capital expenditures under the ratable depreciation method and adopted the net salvage method during 1983. Accordingly, all applicable financial data for prior years have been restated. The change in accounting method had the effect of increasing the Company's earnings \$24,328 for 1983 and \$13,196 for 1982. The accounting change had the cumulative effect of increasing retained income \$221,692 for the years prior to 1982.

9. The Company provides deferred income taxes applicable to the income reported in its financial statements which are reduced by investment tax credits under the flow-through method of accounting. As a result of timing differences, the Company estimates that it has approximately \$103,000 of net operating loss carryforwards available at December 31, 1983 which expire in 1993, 1994, 1997, and 1998. In addition, the Company has available approximately \$95,000 of investment tax credit carryforwards at December 31, 1983 which expire from 1989 through 1998 (of which approximately \$20,000 is available to reduce future book income tax provisions). Consequently, the Company has no currently payable income taxes, and will use the above carryforwards to defer future income tax payments.

COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES -
(Continued)

A reconciliation of Federal income taxes at the statutory rate and the provision for income taxes is as follows:

	1983	1982
Tax provision at the statutory rate for Federal income tax:		
Provision for the period	\$ 16,538	\$ -
Reduction in prior period's provision	-	(7,142)
Tax effect of permanent differences	(114)	(316)
Effect of accounting for the investment credit on the flow-through method:		
Utilization recorded for book purposes	(12,006)	-
Reduction in the utilization recognized for book purposes due to carryback of the 1982 pre-tax loss	-	6,141
Tax effect of capital gains	(2,284)	-
Deferred Federal income tax provision (reduction)	\$ 2,134	\$(1,317)
Deferred State income tax provision (reduction)	3,041	(1,333)
Deferred income taxes per income statement	\$ 5,175	\$(2,650)

Tax benefit transfer leases generated \$3,077 in cash receipts in 1982.

10. Gross interest expense in 1983 was \$45,031. Of this amount, \$2,802 was capitalized in connection with the Wyoming Coal Project. Interest capitalized in prior years was immaterial.

11. At the end of 1983, cash and temporary cash investments were \$129,688, an increase during the year of \$72,202 resulting principally from \$74,548 of net proceeds from the sale of common stock. Consequently, the \$15,000 Contingency Fund which had been maintained since 1972 was abolished by the Board of Directors and the funds were released for general corporate purposes.

The Company has two revolving bank credit agreements with a group of banks consisting of a \$30,000 unsecured credit agreement and a \$20,000 secured credit agreement. Any loans outstanding at the end of their revolving credit periods on December 15, 1986 will be automatically converted to secured term loans payable in installments thereafter over five to seven years. No loans were outstanding during 1983 under these or previous revolving credit agreements.

12. See Schedule 510, debtholdings, relative to long-term debt outstanding balances.

Debt principal payments (including sinking fund and capitalized lease obligations) due in 1985 through 1989 are \$51,692, \$58,249, \$55,418, \$52,199 and \$72,313 respectively.

a) On October 14, 1983, a subsidiary of the Company purchased from Burlington Northern for \$76,200 a one-half interest in a 93-mile rail line serving the Powder River Basin coal fields in Wyoming. The line is jointly owned and will be operated with the Burlington Northern. It will be connected with the Union Pacific lines near Joyce, Nebraska. Construction of the connector line from Crandall, Wyoming to Joyce, Nebraska and

COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES -
(Continued)

rehabilitation of the existing line from Shawnee, Wyoming to Crandall have begun and the Company expects operations over these facilities to commence between July and November, 1984. The Company will operate the project as agent for its subsidiary. A trust for the benefit of a subsidiary of Union Pacific will own approximately 101 miles of the connector and existing lines and certain of the support facilities and lease them to the Company's subsidiary under a long-term capital lease. The subsidiary owns or will own a half interest in the jointly owned line and the remainder of the Project assets.

The debt service for the Project (including capital lease payments) is not expected to be a cash burden through 1988 because installment payments of debt principal do not begin until 1989 and because unearned interest and Project operating cash deficits before interest can be borrowed through 1988 so long as funds remain under the Project financing plan. The Project loan agreement provides 75% of acquisition, construction, unearned interest and other start-up costs to an aggregate of \$414,000. Of the remaining costs, the Company is obligated to provide approximately \$26,000 of equity when operations begin and Union Pacific will provide the remainder. As of December 31, 1983, at least \$387,200 was available, if needed, to finance construction and other project costs.

The Company is not liable for the Project debt of its subsidiary, except for its equity contribution and up to \$25,000 of obligations not otherwise funded under the Project financing plan, prior cash distributions from the Project and certain obligations such as for negligence and excess casualty costs.

b) The principal encumbrances on the properties of the Company are equipment obligations, each of which is a first lien on specific items of equipment and general mortgages which, subject to such equipment liens, are liens on substantially all of the real and tangible personal property and additions thereto of the Company. Three general mortgage issues with the most senior liens secure \$26,000 of bonds, including two small issues whose liens extend only to the property of the former railway companies that issued them and additions thereto. Northwest Chemco, Inc. also holds a general mortgage on the Company's property securing its interest in the assumption of obligations by the Company in connection with its purchase of the railroad assets on June 1, 1972. All of the foregoing general mortgages will be satisfied on or before January 1, 1989, assuming no intervening defaults.

Next in priority of liens (except that the lien securing General Mortgage Note A for \$35,000 is superior to that of Northwest Chemco) are General Mortgage Notes A & B which are also secured by liens on the Company's property to secure loans totaling \$93,000 million incurred in 1983 to finance the purchase by a subsidiary of certain rail lines (from the former Rock Island Railroad) between Minneapolis-St. Paul, Minnesota and Kansas City, Missouri. These Notes A & B are also secured, respectively, by second and first liens on the lines so acquired.

Subject to the above described liens, the United States Government also holds a mortgage on the Company's property securing loans listed above which are guaranteed as to principal and interest by the Federal Railroad Administration. The proceeds of the loans were used principally to rehabilitate Company freight cars.

One or more of these mortgages contain varying provisions relating to prescribed amounts of capital expenditures, debt retirement and limitations on cash dividends.

The debt of the Wyoming Coal Project subsidiary is secured by its mortgage on its Project property.

COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES -
(Continued)

13. The Company is a party to service interruption insurance agreements under which additional premiums up to a maximum of \$16,900 may arise in the event of work stoppages on other railroads. Conversely, the Company is entitled to receive payments under certain conditions if work stoppage occurs on its property.

14. The Company has various informal compensating balance arrangements with banks with which it has long-term equipment financing agreements. Under these arrangements the Company was required to maintain an average of approximately \$5,000 of cash as compensating balances as of December 31, 1983. Part of these requirements are met with mid-month cash peaks, because cash balances during the month are higher than month-end balances. There are no legal restrictions as to the withdrawal of these cash balances.

15. Under the most restrictive dividend limitation imposed by the Company's financing agreements other than those with the Federal Railroad Administration ("FRA"), approximately \$47,000 was unrestricted for payment of dividends at January 1, 1984. Agreements made with FRA in January, 1984 prohibit the payment of dividends while FRA is funding project costs thereunder, but such funding is expected to be completed during 1984.

16. On September 19, 1983, the Company issued and sold 2,000,000 shares of Class A Common Stock in a public offering. Proceeds from the sale, approximately \$74,500 were added to cash resources available for general corporate purposes.

17. The Company is presently one of four companies seeking to acquire the "Milwaukee Core Assets" of the bankrupt Milwaukee Road from the Bankruptcy Trustee. The Milwaukee Core Assets consist of approximately 3,100 miles of railroad lines (including approximately 1,000 miles consisting only of trackage rights), with operations in seven of the Company's ten principal corridors of freight movement and a line from Chicago to Louisville, Kentucky. The other companies are The Grand Trunk Corporation ("Grand Trunk"), the parent company of the Milwaukee Road ("CMC") and the Soo Line Railroad Company ("Soo Line").

The Company's original proposal, filed on July 27, 1983, was to purchase the Milwaukee Core Assets for an estimated \$253,000, consisting of a subsidiary of the Company (i) assuming an aggregate of approximately \$170,000 of the Milwaukee Road's long-term debt and other noncurrent liabilities, and (ii) issuing an aggregate of approximately \$83,000 par value of securities consisting of preference shares to the FRA and preferred stock to employees, both in exchange for existing Milwaukee Road obligations. The subsidiary also proposed to assume current liabilities in an amount equal to the amount of current assets acquired (then estimated to be \$153,000), each determined in accordance with generally accepted accounting principles. The Company proposed to operate the Milwaukee Core Assets under a lease from its subsidiary designed to fund its subsidiary's obligations.

COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES -
(Continued)

The Soo Line proposal submitted on February 17, 1984 was similar to the Company's original proposal, but offered additional cash consideration of \$40,000. On February 29, 1984, the Company and the Grand Trunk submitted revised bids. The Company's revised bid was its original proposal plus \$60,000 cash, exclusion of certain properties from the assets to be acquired, elimination of requests to abandon specified lines and agreement to be bound by conditions, if imposed, requiring it to grant specified trackage and other rights to other railroads.

Each of the proposals is subject to the approval of the ICC. The ICC's decision is expected by September 1984. Any proposal approved by the ICC will also require the final approval of the Federal Bankruptcy Court and is likely to require the consent of the FRA to such proposal's treatment of the FRA's holding of approximately \$90,000 of Milwaukee Road debt and \$57,000 par value of Milwaukee Road preference shares. It is uncertain as to what conditions, if any, the FRA would impose to give its consent.

Substantially all ICC proceedings involving the Company's proposal have been stayed by the U.S. District Court for the District of Columbia pending disposition by the ICC of conflict of interest allegations made by the parent company of Grand Trunk concerning the Company's counsel. An administrative law judge has determined that the Company's counsel does not have any conflict of interest. That determination has been appealed to the ICC, and a decision is anticipated shortly. In a decision served on December 21, 1983, prior to the Soo Line filing, the ICC announced that it would process the Grand Trunk and CMC plans as far as possible, and that after the stay is lifted it would continue with a consolidated proceeding leading to a single decision covering all pending plans.

18. On June 29, 1983, the Company, through a subsidiary, purchased 720 miles of railroad lines and related facilities from the Bankruptcy Trustee of the former Rock Island Railroad for a price of \$93,000. The Company had operated most of these lines under a lease.

The Company has begun a rehabilitation project on this track estimated to cost \$57,000. During 1983, approximately \$18,000 of this amount was obtained from bank financing and the balance will be financed during 1984.

19. At December 31, 1983 the Company had contracted for the purchase of \$4,000 of equipment and \$11,000 of rail and other materials for construction on its Wyoming coal line. Financing for these acquisitions has been or will be arranged.

COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES -
(Continued)

20. Preference shares outstanding at December 31, 1983 are as follows:

Series	Shares Issued	Amount Outstanding Net of Repayments	Dividend & Redemption Payments	
			Aggregate Rate*	Years Payable
A&D	13,524	\$135,240	7.50%	1988-2013
B	97	970	21.55	1988-2012
C	144	1,351	16.51	1984-2003
E	649	6,490	25.35	1989-2013
	14,414	\$144,051		

*Aggregate rate is the combined annual dividend and redemption payments expressed as a percentage of par value to be paid if available (see below) in the years indicated above.

The shares were issued to the FRA to finance the cost of rebuilding and upgrading approximately 449 miles of the Company's main lines and certain facilities in the Proviso, Illinois classification yard.

Aggregate dividend and redemption requirements for shares outstanding at December 31, 1983 are:

Years Ended December 31,	Total Annual Payments	Years Ended December 31,	Total Annual Payments
1984	\$ 190	1999	\$12,045
1985-1987	230	2000-2002	12,005
1988	947	2003	12,000
1989	3,123	2004-2007	11,997
1990	5,985	2008	11,285
1991	8,973	2009	9,111
1992	11,795	2010	6,250
1993	12,208	2011	3,262
1994-1997	12,235	2012	440
1998	12,146	2013	27

Annually scheduled dividends will be accrued for all shares commencing on the 10th anniversary of their issuance.

Dividend and redemption payments are mandatory except to the extent FRA determines, based on information provided by the Company, that it has no legally available surplus (for dividends) or capital (for redemptions) or that it is insolvent or cannot pay its debts as they mature, or that payment would impair the safe operation of the Company's railroad properties or the maintenance of the usual standards of efficiency or economy of operations of its properties. If any of these exceptions apply, such dividend and redemption payments shall cumulate. If dividend or redemption payments are not made when none of these exceptions apply, or if the Company is in default of certain provisions of its agreement with the FRA, FRA may convert the shares to debt junior to all debt incurred prior to such conversion and payable in 15 annual installments (including any already paid), and the FRA may increase the yield thereof to 5.44% (weighted average) per year from the date of declaration of such increase.

COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES -
(Continued)

The preference shares are non-voting, except that when dividend or redemption payment are in arrears for any reason, the FRA may appoint two directors to the Company's Board. The outstanding preference shares are redeemable at the Company's option at a price equal to the par value plus premiums which aggregate \$3,507 for each year outstanding, less the aggregate of prior dividend payments.

Share issuances during the years ended December 31, 1983 and 1982 were as follows:

Series	Shares Issued	
	1983	1982
A&D	23	307
B	-	-
C	2	3
E	4	72

21. Under the Company's stock option plan, options may be granted to certain employees to purchase Class A Common stock at not less than the market price on the date of grant. Pursuant to the same plan, stock appreciation rights ("SAR's") may also be granted subject to the limitation that benefits cannot exceed 200% of the market price on the date of grant. The SAR's are unrelated to stock options.

The status of the plan at December 31, 1983 was as follows:

	Options		Stock Appreciation Rights	
	Shares	Average Price	Rights	Average Price
Outstanding, January 1, 1983	947,628	\$ 8.86	509,485	\$ 8.38
Granted	10,000	27.375	15,000	27.375
Exercised	(168,428)	6.14	(217,499)	5.92
Cancelled	(36,252)	8.59	(6,375)	5.92
Outstanding, December 31, 1983	752,948	9.73	300,611	11.16
	=====		=====	
Exercisable, December 31, 1983	355,595		21,742	
	=====		=====	

At December 31, 1983, there were 56,406 shares of Class A Common Stock reserved for options not yet granted. Compensation expense relating to the SAR's was \$2,068 during 1983 and \$1,947 during 1982.

22. During January, 1984, a subsidiary of the Company concluded a financing agreement for the sale of \$15,000 of preference notes to FRA. The proceeds will be used to finance the rehabilitation project on the former Rock Island track.

During February, 1984 the Company sold a public offering of \$75,000, 20-year bonds. The bonds will be secured by a lien on the Company's property and will have mandatory sinking fund payments commencing in 1995. The proceeds from the sale of the bonds will be used for the Company's equity obligation in the Wyoming coal project, to finance the balance of the Rock Island rehabilitation project costs and for other improvements to its existing rail plant.

COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES -
(Continued)

23. Reference is made to Note 16 in the Company's Annual Report to shareholders for disclosures required by Statement of Financial Accounting Standards No. 33.

24. See also Schedules 500 and 501 relative to guarantees and contingent liabilities; Schedule C relative to shareholder voting rights; Schedule 361 for capital lease data; and Schedule 450 relative to income taxes.

SUPPLEMENT REQUIRED BY EX PARTE 346

(SUB NO. 1)

The number of carloads and trailer loads of exempted fresh fruits and vegetables handled in 1983 was 7,234. In 1978, prior to exemption, 11,362 carload and trailer loads of the same commodities were handled.

(SUB NO. 2)

The number of carloads and trailer loads of exempted Miscellaneous Commodities handled in 1983 was 8,228. In 1979, prior to exemption, 6,382 carloads and trailer loads of same commodities were handled.

(SUB NO. 14)

The number of carloads and trailer loads of exempted farm products handled in 1983 was 568. In 1982, prior to exemption 1,017 carloads and trailer loads of the same commodities were handled.

205. RESTATEMENT OF THE RESULTS OF OPERATIONS UNDER DEPRECIATION ACCOUNTING

(Dollars in Thousands)

REVISED

Line No.	Description	1979	1980	1981	1982
1	Original Railway Operating Expenses	\$ 766,363	\$ 922,174	\$ 968,428	\$ 830,219
	Adjustments:				
2	- Retirement Costs Expensed	(4,001)	(5,246)	(6,088)	(2,095)
3	- Maintenance Expense Capitalized	(34,252)	(54,497)	(53,904)	(20,953)
4	+ Track Depreciation Expense	11,341	13,950	17,395	19,631
5	Revised Railway Operating Expenses Under Depreciation Accounting	732,247	860,904	907,443	815,743
6	Revised Net Revenue From Railway Operations (Note 1)	15,049	74,769	74,310	(11,931)
7	Adjustment for Deferred Income Taxes	(8,011)	8,043	10,950	(2,700)
8	Revised Net Income (Loss) (Note 2)	6,354	48,151	64,975	(14,210)
9	Revised Net Railway Operating Income	24,711	70,512	68,204	(3,325)
3a	- Overheads capitalized	(6,475)	(12,793)	(14,962)	(9,534)
3b	- Equipment depreciation expense capitalized	(42)	(87)	(104)	(83)
3c	- Maintenance expense capitalized, not track a/c's	(334)	(1,955)	(2,569)	(817)
4a	- Roadway machine depreciation capitalized	(353)	(642)	(753)	(625)

Note 1: Includes reduction of revenue due to restatement of subsidy accounting entries 1979, \$146; 1980, \$63; 1981, \$1,415; 1982, \$4,048.

Note 2: Includes reduction of revenue as in Note 1 and reduction (increase) in other income due to restatement of excess salvage - 1979, \$683; 1980, \$2,582; 1981, \$2,966; 1982, \$(68).

205A. RESTATEMENT OF RETAINED EARNINGS UNDER DEPRECIATION ACCOUNTING

(Dollars in Thousands)

10	Original Retained Earnings 12/31/____				
11	Adjustment to Restate Property Prior To 1/1/79				
12	Restated Retained Earnings				
	Adjustments:				
13	+ Retirement Costs Expensed				
14	+ Maintenance Expense				
15	- Track Depreciation Expense				
16	Adjustment for Deferred Income Taxes				
17	Revised Retained Earnings 12/31/____				

205B. RESTATEMENT OF ROAD AND EQUIPMENT AND ACCUMULATED DEPRECIATION AND AMORTIZATION ACCOUNTS

(Dollars in Thousands)

18	Original Road and Equipment				
19	Adjustment				
20	Revised Road and Equipment				
21	Original Accumulated Depreciation and Amortization				
22	Adjustment				
23	Revised Accumulated Depreciation and Amortization				
24	Original Net Road and Equipment				
25	Adjustment				

205. RESTATEMENT OF THE RESULTS OF OPERATIONS UNDER DEPRECIATION ACCOUNTING

(Dollars in Thousands)

Line No.	Description	1979	1980	1981	1982	Line No.
1	Original Railway Operating Expenses	\$ 766,363	\$ 921,172	\$ 968,428	\$ 830,219	1
	Adjustments:					
2	- Retirement Costs Expensed	(4,001)	(5,246)	(6,088)	(2,095)	2
3	- Maintenance Expense Capitalized	(41,861)	(69,245)	(71,435)	(31,304)	3
4	+ Track Depreciation Expense	10,946	13,221	16,538	18,923	4
5	Revised Railway Operating Expenses Under Depreciation Accounting	732,247	860,904	907,443	815,743	5
6	Revised Net Revenue From Railway Operations	15,049	74,769	74,310	(11,931)	6
7	Adjustment for Deferred Income Taxes	(8,011)	8,043	10,950	(2,700)	7
8	Revised Net Income (Loss)	6,354	48,151	64,975	(14,210)	8
9	Revised Net Railway Operating Income	24,711	70,512	68,204	(3,325)	9

Note 1: Includes reduction of revenue due to restatement of subsidy accounting entries - 1979, \$146; 1980, \$63; 1981, \$1,415; 1982, \$4,048.

Note 2: Includes reduction of revenue as in Note 1 and reduction (increase) in other income due to restatement of excess salvage - 1979, \$683; 1980, \$2,582; 1981, \$2,966; 1982, \$(68).

205A. RESTATEMENT OF RETAINED EARNINGS UNDER DEPRECIATION ACCOUNTING

(Dollars in Thousands)

10	Original Retained Earnings 12/31/____	(47,795)	(50,226)	(30,904)	(58,310)	10
11	Adjustment to Restate Property Prior To 1/1/79	84,159	84,159	84,159	84,159	11
12	Restated Retained Earnings	36,364	33,933	53,255	25,849	12
	Adjustments:					
13	+ Retirement Costs Expensed	4,001	9,247	15,335	17,430	13
14	+ Maintenance Expense	40,232	106,832	173,885	201,209	14
15	- Track Depreciation Expense	(10,946)	(24,167)	(40,705)	(59,628)	15
16	Adjustment for Deferred Income Taxes	8,011	(32)	(10,982)	(8,282)	16
17	Revised Retained Earnings 12/31/____	77,662	125,813	190,788	176,578	17

Note 1: Includes restatements referred to in notes to Schedule 205.

205B. RESTATEMENT OF ROAD AND EQUIPMENT AND ACCUMULATED DEPRECIATION AND AMORTIZATION ACCOUNTS

(Dollars in Thousands)

18	Original Road and Equipment	533,275	561,182	633,575	659,712	18
19	Adjustment	187,610	260,414	335,818	368,178	19
20	Revised Road and Equipment	720,885	821,596	969,393	1,027,890	20
21	Original Accumulated Depreciation and Amortization	142,812	157,654	184,778	199,510	21
22	Adjustment	55,236	69,353	86,736	105,116	22
23	Revised Accumulated Depreciation and Amortization	198,048	227,007	271,514	304,626	23
24	Original Net Road and Equipment	390,463	403,528	448,797	460,202	24
25	Adjustment	132,374	191,061	249,082	263,062	25
26	Revised Net Road and Equipment	522,837	594,589	697,879	723,264	26

205C. SUMMARY OF TRACK OPERATING EXPENSE

(Dollars in Thousands)

State the summary of track operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies.

Line No.	Cross Check	Name of Railway Operating Expense Account (a)	Freight				Line No.	
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)		Total freight expense (f)
1		Ties Running (12)						1
2		1979	2,948	351	39	(39)	3,299	2
3		1980	6,221	1,014	91	(9)	7,317	3
4		1981	9,069	1,076	188	240	10,573	4
5		1982	2,930	483	(8)	(100)	3,305	5
6		Ties Switching (13)						6
7		1979	869	307	11	(63)	1,124	7
8		1980	1,667	430	26	(149)	1,974	8
9		1981	2,940	348	(31)	(103)	3,154	9
10		1982	724	140	(7)	(33)	824	10
11		Rail and Other Track Material Running (14)						11
12		1979	11,673	1,390	154	(155)	13,062	12
13		1980	9,430	1,538	139	(14)	11,093	13
14		1981	1,887	(236)	39	50	1,740	14
15		1982	5,953	981	(16)	(203)	6,715	15
16		Rail and Other Track Material Switching (15)						16
17		1979	2,799	990	34	(203)	3,620	17
18		1980	3,130	808	50	(280)	3,708	18
19		1981	1,966	232	(20)	(69)	2,109	19
20		1982	3,361	651	(32)	(154)	3,826	20
21		Ballast Running (16)						21
22		1979	3,669	437	49	(49)	4,106	22
23		1980	5,928	966	87	(8)	6,973	23
24		1981	9,332	1,108	194	247	10,881	24
25		1982	7,031	1,159	(20)	(239)	7,931	25
26		Ballast Switching (17)						26
27		1979	199	71	2	(15)	257	27
28		1980	328	85	5	(30)	388	28
29		1981	1,310	155	(14)	(46)	1,405	29
30		1982	845	164	(8)	(39)	962	30

205C. SUMMARY OF TRACK OPERATING EXPENSE — CONCLUDED
(Dollars in Thousands)

State the summary of track operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies

Line No.	Cross Check	Name of Railway Operating Expense Account (a)	Freight				Line No.	
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)		Total freight expense (f)
31		Depreciation Running (136)						31
32		1979				10,492	10,492	32
33		1980				12,957	12,957	33
34		1981				16,211	16,211	34
35		1982				18,419	18,419	35
36		Depreciation Switching (137)						36
37		1979				939	939	37
38		1980				1,167	1,167	38
39		1981				1,466	1,466	39
40		1982				1,679	1,679	40
41		Depreciation Other (138)						41
42		1979				2,434	2,434	42
43		1980				2,969	2,969	43
44		1981				3,539	3,539	44
45		1982				4,323	4,323	45

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 12.

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 for Account No. 513 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 49 plus 50 plus 51, column (b)
Line 52, column (b)

Schedule 210

= Line 64, column (b)
= Line 65, column (b)
= Line 66, column (b)

Schedule 410

Line 14, column (b)
Line 14, column (d)
Line 14, column (e)
= Line 620, column (b)
= Line 620, column (f)
= Line 620, column (g)

Line No.	Cross Check	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	756,234	707,523	756,234	-	1
2		(102) Passenger	48,917	51,991		48,917	2
3		(103) Passenger-Related	180	202		180	3
4		(104) Switching	23,079	19,495	23,079	-	4
5		(105) Water Transfers	-	-	-	-	5
6		(106) Demurrage	8,337	7,229	8,337	-	6
7		(110) Incidental	4,745	4,183	3,932	812	7
8		(121) Joint Facility-Credit	436	303	436	-	8
9		(122) Joint Facility-Debit	(6)	(2)	(6)	-	9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	841,922	790,924	792,012	49,910	10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations	17,810	12,880	1,087	16,723	11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities	170	8	162	8	12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	859,902	803,812	793,261	66,641	13
14	*	(531) Railway operating expenses	801,671	815,743	737,168	64,503	14
15	*	Net revenue from railway operations	58,231	(11,931)	56,093	2,138	15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	456	417			16
17		(510) Miscellaneous rent income	4,008	3,278			17
18		(512) Separately operated properties-Profit	-	-			18
19		(513) Dividend Income (cost method)	1	-			19
20		(514) Interest Income	7,524	9,306			20
21		(516) Income from sinking and other funds	252	487			21
22		(517) Release of premiums on funded debt	3	4			22
23		(518) Contributions from other companies	-	-			23
24		(519) Miscellaneous income	15,374	29,775			24
		Income from affiliated companies					
25		(513) Dividends (equity method)	-	-			25
26		Equity in undistributed earnings (losses)	-	-			26
27		TOTAL OTHER INCOME (lines 16-26)	27,618	43,267			27
28		TOTAL INCOME (lines 15, 27)	85,849	31,336			27
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	-				29
30		(535) Taxes on property used in other than carrier operations	-				30
31		(543) Miscellaneous rent expense	516	431			31
32		(544) Miscellaneous taxes	170	145			32
33		(545) Separately operated properties-Loss	-				33
34		(549) Maintenance of investment organization	-				34
35		(550) Income transferred to other companies	-				35
36		(551) Miscellaneous income charges	3,940	4,840			36
37		(553) Uncollectible accounts	-				37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)	4,626	5,416			38
39		Income available for fixed charges Lines 28, 38)	81,223	25,920			39

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:			
40		(a) Fixed interest not in default	42,028	42,247	40
41		(b) Interest in default	-	-	41
42		(547) Interest on unfunded debt	22	326	42
43		(548) Amortization of discount on funded debt	179	186	43
44		TOTAL FIXED CHARGES (lines 40-43)	42,229	42,759	44
45		Income after fixed charges (lines 39, 44)	38,994	(16,839)	45
OTHER DEDUCTIONS					
		(546) Interest on funded debt:			
46		(c) Contingent interest	-	21	46
UNUSUAL OR INFREQUENT ITEMS					
47		(555) Unusual or infrequent items (debit) credit	-	-	47
48		Income (Loss) from continuing operations (before income taxes)	38,994	(16,860)	48
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income:			
49	*	Federal income taxes	-	-	49
50	*	State income taxes	-	-	50
51	*	Other income taxes	-	-	51
52	*	(557) Provision for deferred taxes	5,175	(2,650)	52
53		TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)	5,175	(2,650)	53
54	*	Income from continuing operations	33,819	(14,210)	54
DISCONTINUED OPERATIONS					
55		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)	-	-	55
56		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)	-	-	56
57		Income before extraordinary items	33,819	(14,210)	56
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
58		(570) Extraordinary items (Net)	-	-	58
59		(590) Income taxes on extraordinary items	-	-	59
60		(591) Provision for deferred taxes-Extraordinary items	-	-	60
61		TOTAL EXTRAORDINARY ITEMS (lines 58-60)	-	-	61
62		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)	-	-	62
63		Net income (Loss)	33,819	(14,210)	63
Reconciliation of net railway operating income (NROI)					
64		Net revenues from railway operations	58,231	(11,931)	64
65		(556) Income taxes on ordinary income (-)	-	-	65
66	*	(557) Provision for deferred income taxes (-)	5,175	(2,650)	66
67		Income from lease of road and equipment (+)	271	226	67
68		Rent for leased roads and equipment (+)	3,403	6,182	68
69		Net railway operating income (loss)	56,188	(3,325)	69

NOTE: Reconciliation of NROI on a retirement/betterment (RRB) accounting basis is as follows:

Net revenues from railway operations	28,818	(22,359)
Provision for deferred income taxes	1,275	(50)
Income from lease of road and equipment	(271)	(226)
Rent for leased roads and equipment	3,403	6,182
NROI on RRB basis	<u>30,675</u>	<u>(16,453)</u>

NOTES AND REMARKS FOR SCHEDULES 210 and 220

See Comparative Statement of Financial
Position Explanatory Notes (Schedule 200).

320. 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 62, column (b), Schedule 210.

6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No	Cross Check	Item (a)	Retained earnings - Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No
1		Balances of beginning of year	(58,310)	\$	1
2		(601.5) Prior period adjustments to beginning retained earnings Through 1982	234,888		2
		1982 balance as restated *	176,578		
		CREDITS			
3	*	(602) Credit balance transferred from income	33,319		3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings equity in undistributed earnings (losses of affiliated companies)			5
6		TOTAL	33,819		6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings equity in undistributed earnings (losses of affiliated companies)			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock			11
12		Preferred stock ¹			12
13		TOTAL			13
14		Net increase (decrease) during year (Line 6 minus line 13)	33,819		14
15		Balances at close of year (Lines 1, 2 and 14)	210,397		15
16		Balances from line 15(c)		N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	210,397	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 \$			21
		REMARKS			
22		Amount of assigned Federal income tax consequences Account 606		N/A	22
23		Account 616		N/A	23

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

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common Class A	\$0.28	27,000,000	15,708,354	11,830	15,708,354	\$ 4,398	\$288	1
2									2
3									3
4	Preferred Series A through E	\$10,000	65,000	14,414		14,414	144,051		4
5									5
6									6
7									7
8									8
9									9
10	TOTAL	xxx	27,065,000	15,722,768	11,830	15,722,768	\$148,449	\$288	10

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

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

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year	14,385	\$143,850	13,539,926	\$3,791	6,519	\$103	\$ 2,072	11
12	Capital Stock Sold ¹	29	290	2,168,428	607			75,151	12
13	Capital Stock Reacquired					5,311	185		13
14	Capital Stock Canceled Redemption Payments		(89)						14
15	Stock Dividends								15
16	Balance at close of year	14,414	\$144,051	15,708,354	\$4,398	11,830	\$288	\$ 77,223	16

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

240. STATEMENT OF CHANGES IN FINANCIAL POSITION

(Dollars in Thousands)

Give the information as requested concerning the source and application of funds during the year. Funds for the purpose of this schedule shall include all assets of financial resources even though a transaction may not directly affect cash or working capital. For example, the purchase of property in exchange for shares of stock or bonds would be an application of funds for investment in property provided by the issue of securities. Sources and uses of funds should be individually disclosed. For example, outlays for fixed assets should not be reported net of retirements.

1 Cross-checks**Schedule 240****Schedule 210**

Line 1, column B

Line 54, column B

Line No.	Cross Check	Description (a)	Current year (b)	Prior year (c)	Line No.
SOURCES OF WORKING CAPITAL					
1	*	Working capital provided by operations			
		Income (loss) from continuing operations	33,819	(14,210)	1
2		Add expenses not requiring outlay of working capital (subtract) credits not generating working capital			2
		Loss (gain) on sale or disposal of tangible property			
3		Depreciation and amortization expenses	37,359	42,373	3
4		Net increase (decrease) in deferred income taxes	5,175	(2,650)	4
5		Net decrease (increase) in parent's share of subsidiary's undistributed income for the year			5
6		Net increase (decrease) in noncurrent portion of estimated liabilities	(4,541)	4,803	6
7		Other (specify)			7
8		Retirement of Nondepreciable property	967	4,497	8
9					9
10					10
11					11
12		TOTAL WORKING CAPITAL FROM CONTINUING OPERATIONS	72,779	34,813	12
13		Add funds generated by reason of discontinued operations, extraordinary items, and changes in accounting principles			13
14		TOTAL WORKING CAPITAL FROM OPERATIONS	72,779	34,813	14
15		Working capital from sources other than operating (including capitalized leases)			
		Proceeds from issuance of long-term liabilities	243,509	57,507	15
16		Proceeds from sale disposition of carrier operating property	1,295	4,649	16
17		Proceeds from sale disposition of other tangible property	-	-	17
18		Proceeds from sale repayment of investments advances	64	185	18
19		Net decrease in sinking and other special funds	-	3,659	19
20		Proceeds from issue of capital stock (including preference shares)	75,872	4,208	20
21		Other (specify)			21
22		All other, net	11,475	8,233	22
23					23
24					24
25					25
26		TOTAL WORKING CAPITAL FROM SOURCES OTHER THAN OPERATING	332,215	78,441	26
27		TOTAL SOURCES OF WORKING CAPITAL	404,994	113,254	27

240. STATEMENT OF CHANGES IN FINANCIAL POSITION-Concluded
(Dollars in Thousands)

Line No	Cross Check	Description (a)	Current year (b)	Prior year (c)	Line No
APPLICATION OF WORKING CAPITAL					
28		Amount paid to acquire/retire long-term liabilities	57,406	45,331	28
29		Cash dividends declared			29
30		Purchase price of carrier operating property	279,010	78,233	30
31		Purchase price of other tangible property	10	536	31
32		Purchase price of long-term investment and advances	326	250	32
33		Net increase in sinking or other special funds	3,204	-	33
34		Purchase price of acquiring treasury stock	185	84	34
35		Other (specify):			35
36		Redemption of preference shares	89	-	36
37					37
38		Net Increase (Decrease) in Current	(843)	5,106	38
39		Portion of Debt			39
40					40
41					41
42					42
43					43
44		TOTAL APPLICATION OF WORKING CAPITAL	339,387	129,540	44
45		Net increase (decrease) in working capital	65,607	(16,286)	45

NOTES AND REMARKS

241. CHANGES IN WORKING CAPITAL

Compute the net changes in each element of working capital
(Dollars in Thousands)

Line No.	Item (a)	End of year (b)	Beginning of year (c)	Increase (Decrease) (d)	Line No.
1	Cash and temporary investments	129,688	57,486	72,202	1
2	Net receivables	87,076	84,718	2,358	2
3	Prepayments	1,986	2,065	(79)	3
4	Materials and supplies	42,015	43,470	(1,455)	4
5	Other current assets not included above	737	1,463	(726)	5
6	Notes payable and matured obligations	-	-	-	6
7	Accounts payable	184,477	177,215	7,262	7
8	Current equipment obligations and other debt	43,860	44,703	(843)	8
9	Other current liabilities not included above	811	537	274	9
10	Net increase (decrease) in working capital	32,354	(33,253)	65,607	10

NOTES AND REMARKS

245. WORKING CAPITAL

(Dollars in Thousands)

1. This schedule should include only data pertaining to railway transportation services.
2. Carry out calculation of lines 8, 9, 10, 20, 21, and 22 to two decimal places.

Line No.	Item (a)	Source (b)	Amount	Line No.
CURRENT OPERATING ASSETS				
1	Interline and Other Balances (705)	Schedule 200, line 5, column b	6,523	1
2	Customers (706)	Schedule 200, line 6, column b	25,022	2
3	Other (707)	Note A	19,557	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	51,102	4
OPERATING REVENUE				
5	Railway Operating Revenue	Schedule 210, line 13, column b	859,902	5
6	Rent Income	Note B	60,910	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	920,812	7
8	Average Daily Operating Revenues	Line 7 ÷ 360 days	2,557.81	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 ÷ line 8	19.98	9
10	Revenue Delay Days Plus Buffer	Line 9 + 15 days	34.98	10
CURRENT OPERATING LIABILITIES				
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	3,900	11
12	Audited Accounts and Wages Payable (753)	Note A	26,839	12
13	Accounts Payable—Other (754)	Note A	3,706	13
14	Other Taxes Accrued (761.5)	Note A	13,590	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	48,035	15
OPERATING EXPENSES				
16	Railway Operating Expenses	Schedule 210, line 14, column b	801,671	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	37,192	17
18	Cash Related Operating Expenses	line 16 + line 6 - line 17	825,389	18
19	Average Daily Expenditures	line 18 ÷ 360 days	2,293	19
20	Days of Operating Expenses in Current Operating Liabilities	line 15 ÷ line 19	20.95	20
21	Days of Working Capital Required	line 10 - line 20 (Note C)	14.03	21
22	Cash Working Capital Required	line 22 × line 19	32,170.79	22
23	Cash and Temporary Cash Balance	Schedule 200, line 1 + line 2, column b	129,562	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	32,171	24
MATERIALS AND SUPPLIES				
25	Total Material and Supplies (712)	Note A	42,015	25
26	Scrap and Obsolete Material included in Acct. 712	Note A	3,270	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	38,745	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	70,916	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, 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.

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

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	A-1	VII	Peoria & Pekin Union Ry. Co. Stock (a)	12.50	1
2	721	A-1	VII	The St. Paul Union Depot Co. (1) Stock (b)	29.90	2
3	721	A-1	VII	Minnesota Transfer Ry. Co. (1) Stock (c)	33.33	3
4	721	A-1	VII	Lake Superior		4
5				Terminal & Transfer		5
6				Railway Co. Stock (d)	16.67	6
7	721	A-1	VII	Trailer Train Co. Stock (e)	4.878	7
8	721	A-1	VII	Iowa Transfer Railway Co. (1) Stock (f)	25.00	8
9	721	A-1	VII	Kansas City Terminal Ry. Co. (2) Stock (g)	8.333	9
10						10
11				Total A-1		11
12						12
13	721	D-1	VII	Trailer Train Co.		13
14				Subordinate Notes:		14
15				6½% dated 4/17/67 (e)	4.878	15
16				7½% dated 1/9/69 (e)	4.878	16
17						17
18				Total D-1		18
19						19
20	721	E-1	VII	Minnesota Transfer		20
21				Railway Co. Advances (c)	33.33	21
22	721	E-1	VII	Lake Superior		22
23				Terminal & Transfer		23
24				Railway Co. Advances (d)	16.67	24
25	721	E-1	VII	Kansas City Terminal		25
26				Railway Co. Advances (g)	8.333	26
27						27
28				Total E-1		28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38						38
39						39
40				Total Account 721		40

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

be used to conserve space.

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 or assumed 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 (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing balance (i)				
1								1
2								2
3	274			274				3
4								4
5								5
6	30			30				6
7	200			200				7
8	55			55				8
9								9
10								10
11	559			559				11
12								12
13								13
14								14
15	589			589			38	15
16	589			589			44	16
17								17
18	1,178			1,178			82	18
19								19
20								20
21	183			183			7	21
22								22
23								23
24	9	50		59				24
25								25
26	2,240	276		2,516				26
27								27
28	2,432	326		2,758			7	28
29								29
30								30
31								31
32								32
33								33
34								34
35								35
36								36
37								37
38								38
39								39
40	4,169	326		4,495			89	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						1
2	Notes			regarding certain items shown on Pages 22 and 23:		2
3						3
4	(1)			Pledged under First Mortgage of former		4
5				Chicago and Great Western Railway Company dated January 1,		5
6				1938, now assumed by respondent -		6
7				1,036 shs SFUD Co., 913 shs MT Ry. Co., and 159 shs Iowa Trsf. Ry. Co.		7
8	(2)			1,828 1/3 shares - now owned by respondent are held by the First		8
9				National Bank of Kansas City under a Stock Trust Agreement		9
10				dated June 12, 1909. Five (5) shares - are pledged under		10
11				First Mortgage of former Chicago Great Western Railway Company		11
12				now assumed by respondent.		12
13						13
14						14
15	Other			parties and particulars of joint control are as follows:		15
16						16
17				Name of Party to Joint Control	How Established	17
18	(a)			Illinois Central Gulf RR Co.	Ownership of capital stock	18
19				Norfolk & Western Ry. Co.	Ownership of capital stock	19
20				Consolidated Rail Corp.	Ownership of capital stock	20
21	(b)			Burlington Northern, Inc.	Ownership of capital stock	21
22				Chicago, Rock Island & Pacific RR. Co.	Ownership of capital stock	22
23				Chicago, Milw., St. Paul & Pacific RR. Co.	Ownership of capital stock	23
24				Soo Line RR. Co.	Ownership of capital stock	24
25	(c)			Burlington Northern, Inc.	Ownership of capital stock	25
26				Chicago, Rock Island & Pacific RR. Co.	Ownership of capital stock	26
27				Chicago, Milw., St. Paul & Pacific RR. Co.	Ownership of capital stock	27
28				Soo Line RR. Co.	Ownership of capital stock	28
29	(d)			Burlington Northern, Inc. includes		29
30				St. Paul & Duluth RR. Co.	Ownership of capital stock	30
31				Soo Line RR. Co.	Ownership of capital stock	31
32	(e)			Atchison, Topeka & Santa Fe Ry. Co.	Ownership of capital stock	32
33				Baltimore & Ohio RR. Co. (CSX Corp.)	Ownership of capital stock	33
34				Boston & Maine Corp. (Conrail)	Ownership of capital stock	34
35				Burlington Northern, Inc.	Ownership of capital stock	35
36				Central of Georgia Ry. Co.	Ownership of capital stock	36
37				Chesapeake & Ohio Ry. Co. (CSX Corp.)	Ownership of capital stock	37
38				Chicago, Milw., St. Paul & Pac. RR. Co.	Ownership of capital stock	38
39				Chicago, Rock Island & Pacific RR. Co.	Ownership of capital stock	39
40				Consolidated Rail Corp.	Ownership of capital stock	40

(Continued on Page 25)

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES—Concluded
(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	Additions	Deductions (if other than sale, explain)	Closing balance				
	(f)	(g)	(h)	(i)				
1	Other parties and particulars of joint control are as follows: (Cont'd)							1
2								2
3		Name of Party to Joint Control			How Established			3
4								4
5	(e)	Denver & Rio Grande Western RR. Co.			Ownership	of capital stock		5
6		Detroit, Toledo & Ironton RR. Co.			Ownership	of capital stock		6
7		Erie-Lackawanna Ry. Co. (Conrail)			Ownership	of capital stock		7
8		Florida East Coast Ry. Co.			Ownership	of capital stock		8
9		Illinois Central Gulf RR. Co.			Ownership	of capital stock		9
10		Kansas City Southern Ry. Co.			Ownership	of capital stock		10
11		Louisville & Nashville RR. Co. (CSX Corp.)			Ownership	of capital stock		11
12		Missouri-Kansas-Texas RR. Co.			Ownership	of capital stock		12
13		Missouri Pacific RR. Co.			Ownership	of capital stock		13
14		Norfolk & Western Ry. Co.			Ownership	of capital stock		14
15		Reading Company (Conrail)			Ownership	of capital stock		15
16		Richmond Fredericksburg & Potomac RR.			Ownership	of capital stock		16
17		St. Louis-San Francisco Ry. Co. (BN Inc.)			Ownership	of capital stock		17
18		St. Louis-Southwestern Ry. Lines			Ownership	of capital stock		18
19		Seaboard Coast Line RR. Co. (CSX Corp.)			Ownership	of capital stock		19
20		Southern Pacific Transp. Co.			Ownership	of capital stock		20
21		Southern Railway Co.			Ownership	of capital stock		21
22		Transway Intl. Corp. (Formerly U.S. Frt)			Ownership	of capital stock		22
23		Toledo, Peoria & Western RR. Co.			Ownership	of capital stock		23
24		Union Pacific RR. Co.			Ownership	of capital stock		24
25		Wabash RR. Co. (Leased to N&W Ry. Co.)			Ownership	of capital stock		25
26		Western Maryland Ry. Co.			Ownership	of capital stock		26
27		Western Pacific RR. Co. (UP RR. Co.)			Ownership	of capital stock		27
28	(f)	Burlington Northern, Inc.			Ownership	of capital stock		28
29		Chicago, Rock Island & Pac. RR. Co.			Ownership	of capital stock		29
30		Des Moines Union Ry. Co.			Ownership	of capital stock		30
31	(g)	Atchison, Topeka & Santa Fe Ry.			Ownership	of capital stock		31
32		Burlington Northern, Inc.			Ownership	of capital stock		32
33		Chicago, Milw., St. Paul & Pac. RR. Co.			Ownership	of capital stock		33
34		Illinois Central Gulf RR. Co.			Ownership	of capital stock		34
35		Kansas City Southern Ry. Co.			Ownership	of capital stock		35
36		Missouri-Kansas-Texas Ry. Co.			Ownership	of capital stock		36
37		Missouri Pacific RR. Co.			Ownership	of capital stock		37
38		Norfolk & Western Ry. Co.			Ownership	of capital stock		38
39		St. Louis-San Francisco Ry. Co. (BN Inc.)			Ownership	of capital stock		39
40		Union Pacific RR. Co.			Ownership	of capital stock		40
		St. Louis Southwestern Ry. Co.			Ownership	of capital stock		

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 instruction 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.
	Carrier: (List specifics for each company)							
1		\$ None					\$ 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
	Noncarrier (List specifics for each company)							
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

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330 AND 330A

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. If the amount in Account 732 for road or for equipment is less than 5% of the amount in Account 731 at the beginning and end of year, the corresponding portion of Schedule 330A may be omitted. 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 periods; 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 (e) and (f) 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 termini 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 \$2,000 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

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 ment, and road extensions (c)	Expenditures during the year for purchase of existing lines, reorganizations, etc. (d)	Line No.
1		(2) Land for transportation purposes	8,195		3,272	1
2		(3) Grading	5,891		16,159	2
3		(4) Other right-of-way expenditures	109			3
4		(5) Tunnels and subways	6			4
5		(6) Bridges, trestles, and culverts	9,945		17,962	5
6		(7) Elevated structures	-			6
7		(8) Ties	134,413		8,042	7
8		(9) Rail and other track material	235,605		36,499	8
9		(11) Ballast	41,303		3,905	9
10		(13) Fences, snowsheds, and signs	221		2,705	10
11		(16) Station and office buildings	16,998		297	11
12		(17) Roadway buildings	1,542		88	12
13		(18) Water stations	660			13
14		(19) Fuel stations	759		114	14
15		(20) Shops and enginehouses	11,973		290	15
16		(22) Storage warehouses	-			16
17		(23) Wharves and docks	10			17
18		(24) Coal and ore wharves	851			18
19		(25) TOFC COFC terminals	1,225			19
20		(26) Communication systems	10,912		901	20
21		(27) Signals and interlockers	12,958		2,653	21
22		(29) Power plants	1			22
23		(31) Power-transmission systems	242			23
24		(35) Miscellaneous structures	-			24
25		(37) Roadway machines	50,482			25
26		(39) Public improvements - Construction	4,244		113	26
27		(44) Shop machinery	3,729			27
28		(45) Power-plant machinery	29			28
29		Other (specify and explain)	-			29
30		TOTAL EXPENDITURES FOR ROAD	552,303		93,000	30
31		(52) Locomotives	161,842			31
32		(53) Freight-train cars	234,960			32
33		(54) Passenger-train cars	2,747			33
34		(55) Highway revenue equipment	8,049			34
35		(56) Floating equipment	-			35
36		(57) Work equipment	15,903			36
37		(58) Miscellaneous equipment	7,580			37
38		TOTAL EXPENDITURES FOR EQUIPMENT	431,081			38
39		(76) Interest during construction	-			39
40		TOTAL	983,384		93,000	40
41		(80) Other elements of investment	(2,354)			41
42		(90) Construction in progress	42,446		76,000	42
43		GRAND TOTAL	1,023,476		169,000	43

Note: Col.(d) relates to the following purchases:

720.6 miles of former Rock Island Railroad

ICC Finance Docket 29518(1) effective 6-29-83.

93.2 miles of joint ownership from Burlington Northern, Inc.
between Shawnee Junction and Coal Creek Junction, Wyo.

ICC Finance Docket 29066 effective 10-14-83.

330. ROAD AND EQUIPMENT PROPERTY - 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		1,117	(1,016)	3,373	11,568	1
2		1,119	(457)	16,821	22,712	2
3		7	(1)	6	115	3
4		-	-	-	6	4
5		458	(337)	18,083	28,028	5
6		-	-	-	-	6
7		11,062	(409)	18,695	153,108	7
8		19,154	(1,230)	54,423	290,028	8
9		9,484	(124)	13,265	54,568	9
10		-	(18)	2,687	2,908	10
11		1,245	(957)	585	17,583	11
12		4	(8)	84	1,626	12
13		-	(2)	(2)	658	13
14		237	(8)	343	1,102	14
15		306	(184)	412	12,385	15
16		-	-	-	-	16
17		-	-	-	10	17
18		31	(4)	27	878	18
19		846	(1)	845	2,070	19
20		235	(43)	1,093	12,005	20
21		663	(62)	3,254	16,212	21
22		-	-	-	1	22
23		-	-	-	242	23
24		-	-	-	-	24
25		1,986	(238)	1,748	52,230	25
26		749	(162)	700	4,944	26
27		129	(44)	85	3,814	27
28		-	-	-	29	28
29						29
30		48,832	(5,305)	136,527	688,830	30
31		4,110	(269)	3,841	165,683	31
32		3,697	(3,964)	(267)	234,693	32
33		-	-	-	2,747	33
34		2,065	(104)	1,961	10,010	34
35		-	-	-	-	35
36		221	(124)	97	16,000	36
37		233	-	233	7,813	37
38		10,325	(4,461)	5,865	436,946	38
39					-	39
40		59,158	(9,766)	142,392	1,125,776	40
41		-	2,868	2,868	514	41
42		56,068	-	132,068	174,514	42
43		115,226	(6,898)	277,328	1,300,804	43
44						44
45						45
46						46
47						47
48						48

330A. IMPROVEMENTS ON LEASED 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 ment. and road extensions (c)	Expenditures during the year for purchase of existing lines, reorganizations, etc. (d)	Line No.
1		(2) Land for transportation purposes				1
2		(3) Grading	4			2
3		(4) Other right-of-way expenditures				3
4		(5) Tunnels and subways				4
5		(6) Bridges, trestles, and culverts				5
6		(7) Elevated structures				6
7		(8) Ties	59			7
8		(9) Rail and other track material	79			8
9		(11) Ballast	19			9
10		(13) Fences, snowsheds, and signs				10
11		(16) Station and office buildings	3,889			11
12		(17) Roadway buildings				12
13		(18) Water stations				13
14		(19) Fuel stations				14
15		(20) Shops and enginehouses	105			15
16		(22) Storage warehouses				16
17		(23) Wharves and docks				17
18		(24) Coal and ore wharves				18
19		(25) TOFC/COFC terminals				19
20		(26) Communication systems	28			20
21		(27) Signals and interlockers	3			21
22		(29) Power plants				22
23		(31) Power transmission systems				23
24		(35) Miscellaneous structures				24
25		(37) Roadway machines				25
26		(39) Public improvements - Construction	21			26
27		(44) Shop machinery				27
28		(45) Power plant machinery				28
29		Other (specify and explain)				29
30		TOTAL EXPENDITURES FOR ROAD	4,207			30
31		(52) Locomotives	25			31
32		(53) Freight-train cars	182			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		TOTAL EXPENDITURES FOR EQUIPMENT	207			38
39		(76) Interest during construction				39
40		TOTAL	4,414			40
41		(80) Other elements of investment				41
42		(90) Construction in progress				42
43		GRAND TOTAL	4,414			43

330A. IMPROVEMENTS ON LEASED PROPERTY - 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						1
2					4	2
3						3
4						4
5						5
6						6
7					59	7
8					79	8
9					19	9
10						10
11		17		17	3,906	11
12						12
13						13
14						14
15					105	15
16						16
17						17
18						18
19						19
20		324		324	352	20
21					3	21
22						22
23						23
24						24
25						25
26					21	26
27						27
28						28
29						29
30		341	-	341	4,548	30
31		80	(25)	55	80	31
32		-	(29)	(29)	153	32
33						33
34						34
35						35
36						36
37						37
38		80	(54)	26	233	38
39						39
40		421	54	367	4,781	40
41	.					41
42						42
43		421	(54)	367	4,781	43
44						44
45						45
46						46
47						47
48						48

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 (e) and (f) show the depreciation base used to compute the depreciation charges for the month of December; in columns (d) and (g) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 38 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 Account Nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include the cost of equipment owned and leased to others when the rents therefrom are included in the rent for equipment 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 property, used but not owned, when the rent therefor is not 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)	
		At beginning of year (b)	At close of year (c)		At beginning of year (e)	At close of year (f)		
		ROAD						
1	(3) Grading	5,877	21,682	1.00%				1
2	(4) Other, right-of-way expenditures	108	115	1.23				2
3	(5) Tunnels and subways	6	6	.39				3
4	(6) Bridges, trestles, and culverts	9,945	27,646	1.93				4
5	(7) Elevated structures	-	-	-				5
6	(8) Ties	134,356	143,750	4.43				6
7	(9) Rail and other track material	233,932	273,243	2.77				7
8	(11) Ballast	41,300	46,640	3.49				8
9	(13) Fences, snow sheds, and signs	216	2,903	4.89				9
10	(16) Station and office buildings	16,979	17,338	2.27				10
11	(17) Roadway buildings	1,541	1,618	2.96				11
12	(18) Water stations	660	657	2.69				12
13	(19) Fuel stations	760	1,105	2.67				13
14	(20) Shops and enginehouses	11,973	12,444	1.89				14
15	(22) Storage warehouses	-	-	-				15
16	(23) Wharves and docks	10	10	1.83				16
17	(24) Coal and ore wharves	851	878	3.06				17
18	(25) TOFC/COFC terminals	1,225	1,218	2.37				18
19	(26) Communication systems	10,904	11,812	3.41				19
20	(27) Signals and interlockers	12,958	15,626	3.05				20
21	(29) Power plants	-	-	-				21
22	(31) Power-transmission systems	241	241	3.62				22
23	(35) Miscellaneous structures	-	-	-				23
24	(37) Roadway machines	50,326	50,747	8.71				24
25	(39) Public improvements—Construction	4,200	4,617	5.04				25
26	(44) Shop machinery	3,710	3,736	2.58				26
27	(45) Power-plant machinery	28	28	2.64				27
28	All other road accounts							28
29	Amortization (other than defense projects)							29
30	TOTAL ROAD	542,106	638,060	3.58				30
	EQUIPMENT							
31	(52) Locomotives	148,390	151,628	4.02				31
32	(53) Freight-train cars	233,984	233,506	3.90				32
33	(54) Passenger-train cars	2,747	2,747	4.04				33
34	(55) Highway revenue equipment	8,049	3,871	12.50				34
35	(56) Floating equipment	-	-	-				35
36	(57) Work equipment	15,809	15,810	5.33				36
37	(58) Miscellaneous equipment	7,091	7,324	9.97				37
38	TOTAL EQUIPMENT	416,070	414,886	4.18				38
39	GRAND TOTAL	958,176	1,052,946					39

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 342 for the accumulated depreciation relating to road and equipment owned but not used by respondent).

2. If any data are included in columns (d) or (f), explain the entries in detail.

3. A debit balance in columns (b) or (g) for any primary account should be designated "Dr."

4. If there is any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses, a full explanation should be given.

5. Enter amounts representing amortization under an authorized amortization program other than for defense projects on lines 29 and 35.

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	65	140	218	355		68	1
2		(4) Other, right-of-way expenditures	7	1		(1)		9	2
3		(5) Tunnels and subways	-	-					3
4		(6) Bridges, trestles, and culverts	3,015	377		(75)		3,467	4
5		(7) Elevated structures	-	-				-	5
6		(8) Ties	32,490	6,126	423	2,856		36,183	6
7		(9) Rail and other track material	66,973	7,032	982	(591)		75,578	7
8		(11) Ballast	4,779	1,977	139	115		6,780	8
9		(13) Fences, snow sheds, and signs	81	76		2		155	9
10		(16) Station and office buildings	672	344		444		572	10
11		(17) Roadway buildings	179	46		7		218	11
12		(18) Water stations	72	18		2		88	12
13		(19) Fuel stations	72	26		9		89	13
14		(20) Shops and enginehouses	1,606	230		262		1,574	14
15		(22) Storage warehouses	-	-				-	15
16		(23) Wharves and docks	2	-				2	16
17		(24) Coal and ore wharves	77	26		3		100	17
18		(25) TOFC/COFC terminals	231	29		-		260	18
19		(26) Communication systems	2,063	390		(109)		2,562	19
20		(27) Signals and interlockers	1,136	436		57		1,515	20
21		(29) Power plants	-	-				-	21
22		(31) Power-transmission systems	28	8		-		36	22
23		(35) Miscellaneous structures	-	-				-	23
24		(37) Roadway machines	15,273	3,475		(737)		19,485	24
25		(39) Public improvements—Construction	915	264	45	61		1,163	25
26		(44) Shop machinery*	505	95		45		555	26
27		(45) Power-plant machinery*	3	1		-		4	27
28		All other road accounts							28
29		Amortization (Adjustments)							29
30		TOTAL ROAD	130,244	21,117	1,807	2,705		150,463	30
		EQUIPMENT							
31		(52) Locomotives	78,245	5,738		163		83,820	31
32		(53) Freight-train cars	81,808	8,910		2,329		88,389	32
33		(54) Passenger-train cars	1,102	111		-		1,213	33
34		(55) Highway revenue equipment	5,467	(166)		(100)		5,401	34
35		(56) Floating equipment	-	-		-		-	35
36		(57) Work equipment	4,883	593		(261)		5,737	36
37		(58) Miscellaneous equipment	2,498	679		(36)		3,213	37
38		Amortization Adjustments							38
39		TOTAL EQUIPMENT	174,003	15,865		2,095		187,773	39
40		GRAND TOTAL	304,247	36,982	1,807	4,800		338,236	40

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

Railroad Annual Report R-1 Col.(d) relates to write-off of Account 80, "Other Elements of Investment" to reserves.

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							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		Amortization Adjustments							38
39		TOTAL EQUIPMENT							39
40		GRAND TOTAL	None	None	None	None	None	None	40

* To be reported with equipment expenses rather than M&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 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. 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.

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	Less than 5% of total road owned and total equipment owned.		%	1
2	(4) Other right-of-way expenditures				2
3	(5) Tunnels and subways				3
4	(6) Bridges, trestles, and culverts				4
5	(7) Elevated structures				5
6	(8) Ties				6
7	(9) Rail and other track material				7
8	(11) Ballast				8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office buildings				10
11	(17) Roadway buildings				11
12	(18) Water stations				12
13	(19) Fuel stations				13
14	(20) Shops and enginehouses				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communication systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements—Construction				25
26	(44) Shop machinery*				26
27	(45) Power-plant machinery*				27
28	All other road accounts				28
29	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	Amortization Adjustments				38
39	TOTAL EQUIPMENT				39
40	GRAND TOTAL				40

* To be reported with equipment expense rather than M&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.

4. Show in column (e) the debits to the reserve arising from retirements. These debits should not exceed investment, etc.

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.	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 others (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading	Less than 5% of total road owned and						1
2		(4) Other, right-of-way expenditures	total equipment owned.						2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles, and culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail and other track material							7
8		(11) Ballast							8
9		(13) Fences, snow sheds, and signs							9
10		(16) Station and office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops and enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals and interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements—Construction							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery*							27
28		All other road accounts							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight-train cars							31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		TOTAL EQUIPMENT							37
38		GRAND TOTAL							38

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

NOTES AND REMARKS FOR SCHEDULE 342

B L A N K

350. DEPRECIATION BASE AND RATES—ROAD AND EQUIPMENT LEASED TO OTHERS

(Dollars in Thousands)

1. This schedule is to be used in cases where the related depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00, and 32-23-00.

2. Show in columns (b) and (c), for each primary account, the depreciation base used in computing the depreciation for the months of January and December, respectively, with respect to road and equipment owned by the respondent but leased to others, the depreciation charges for which are not includible in operating expenses of the respondent, but for which the depreciation reserve is recorded in the accounts of the respondent. If the base for road is other than the original cost or estimated original cost as found by the Commission's Bureau of Accounts, brought to a current date by the respondent from its Order No. 3 records and accounts, or is other than ledger value for equipment, a full explanation should be given.

3. In column (d) show the composite rates used to compute the depreciation for the month of December and on lines 29 and 37 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.

Line No.	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No
		At beginning of year (b)	At close of year (c)		
	ROAD				
1	(3) Grading				1
2	(4) Other, right-of-way expenditures				2
3	(5) Tunnels and subways				3
4	(6) Bridges, trestles, and culverts				4
5	(7) Elevated structures				5
6	(8) Ties				6
7	(9) Rail and other track material				7
8	(11) Ballast				8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office buildings				10
11	(17) Roadway buildings				11
12	(18) Water stations				12
13	(19) Fuel stations				13
14	(20) Shops and enginehouses				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communication systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements—Construction				25
26	(44) Shop machinery*				26
27	(45) Power-plant machinery*				27
28	All other road accounts				28
29	TOTAL ROAD				29
	EQUIPMENT				
30	(52) Locomotives				30
31	(53) Freight-train cars				31
32	(54) Passenger-train cars				32
33	(55) Highway revenue equipment				33
34	(56) Floating equipment				34
35	(57) Work equipment				35
36	(58) Miscellaneous equipment			N/A	36
37	TOTAL EQUIPMENT				37
38	GRAND TOTAL	None	None	XXXX	38

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351. ACCUMULATED DEPRECIATION—ROAD AND EQUIPMENT LEASED TO OTHERS

(Dollars in Thousands)

1. This schedule is to be used in cases where the depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00, and 32-23-00.

2. Disclose credits and debits to Account 735, "Accumulated Depreciation—Road and Equipment Property," during the year relating to road and equipment leased to others, the depreciation charges for which are not includible in operating expenses of the respondent. (See Schedule 330 for the reserve relating to road and equipment owned and used by the respondent).

3. If any entries are made for "Other credits" and "Other debits," state the facts occasioning such entries. A debit balance in columns (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."

4. Disclosures in the respective sections of this schedule may be omitted if either total road leased to others or total equipment leased to others represents less than 5% of total road owned or total equipment owned, respectively.

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 others (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							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		TOTAL EQUIPMENT							37
38		GRAND TOTAL	None	None	None	None	None	None	38

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. 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, and switching and terminal companies should report the miles of all tracks owned.

5. In column (d), show the amount applicable in Accounts 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 33, 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 the reserves therefor are recorded.

able to the property of the carriers whose names are listed in column (b), regardless of where the property is located.						
Line No.	Class (See Ins. 2)	Name of company	Miles of road owned (See Ins. 4)	Investments in property (See Ins. 5)	Depreciation and amortization of defense projects (See Ins. 6)	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	R	Chicago and North Western				1
2		Transportation Company	6,256.62	1,001,442	298,566	2
3	R	Minneapolis Industrial Railway Co.	6.33	2,225	503	3
4	R	Western Rail Properties, Inc.	93.20	103,315	-	4
5	R	Midwestern Railroad Properties, Inc.	720.64	112,002	981	5
6						6
7	R	Oshkosh Transportation Co.		42	-	7
8	R	N.W. Railquip, Inc.		4,707	1,549	8
9	R	North Western Communications, Inc.		400	128	9
10	R	North Western Leasing Company		56,303	21,861	10
11	R	North Western Locomotive Co.		25,148	15,243	11
12						12
13		(See notes on Page 40A relating				13
14		to the above)				14
15						15
16						16
17						17
18						18
19		Burlington Northern, Inc.				19
20		(Land used by Chicago and				20
21		North Western Transp. Company)				21
22		at Leavenworth, Kansas		15	-	22
23						23
24		East St. Louis Junction Railroad Co.				24
25		(7.90 miles operated by Chicago				25
26		and North Western Transp. Company as				26
27		Yard Tracks) at National Stock				27
28		Yards, Illinois		171	-	28
29						29
30						30
31		TOTAL	7,076.79	1,305,770	338,831	31

NOTES AND REMARKS

Notes relating to Schedule 352A:

Exclusions from Line 2:

\$1 for yard tracks and switching tracks leased to other railroads.

Line 7 represents 2.12 miles of track operated by the Chicago and North Western Transportation Company as yard tracks.

Included in Column (d) are the following charges in Account 732 0 Line 2:

Improvements on Leased General Offices	\$4,129
Improvements to Leased Property - Depot - Patridge, Mich.	1
Improvements to Leased Property - Auto Loading Facility - Janesville, Wisc.	92
Improvements to Leased Property - Auto Loading Facility - Kenosha (Bain), Wisc.	7
Improvements to Leased Property - Car Upgrading Facility - Mason City, Iowa	104
Improvements to Leased Property - General Office - St. Paul, Minn.	42
Improvements to Leased Property - Office Building - Sterling, Ill.	25
Improvements to Leased Locomotives	80
Improvements on Leased Freight Train Cars	153
Improvements on Leased Property - Crew Facilities - Boone, Iowa	36
Improvements on Leased Property - Upgrade Facilities at KCS Yard - Kansas City, MO	108
Improvements on Leased Property - Office Building - Creve Coeur, Ill.	4

NOTES AND REMARKS

BLANK

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 43 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 35 methods of estimating value of property of non-carriers or property of other 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	11,567	1		15	1
2		(3) Grading	22,716			105	2
3		(4) Other, right-of-way expenditures	115				3
4		(5) Tunnels and subways	6				4
5		(6) Bridges, trestles, and culverts	28,028			2	5
6		(7) Elevated structures	-				6
7		(8) Ties	153,167			18	7
8		(9) Rail and other track material	290,108			33	8
9		(11) Ballast	54,587			9	9
10		(13) Fences, snow sheds, and signs	2,908			4	10
11		(16) Station and office buildings	21,489				11
12		(17) Roadway buildings	1,626				12
13		(18) Water stations	658				13
14		(19) Fuel stations	1,102				14
15		(20) Shops and enginehouses	12,490				15
16		(22) Storage warehouses	-				16
17		(23) Wharves and docks	10				17
18		(24) Coal and ore wharves	878				18
19		(25) TOFC/COFC terminals	2,070				19
20		(26) Communication systems	12,357				20
21		(27) Signals and interlockers	16,215				21
22		(29) Power plants	1				22
23		(31) Power-transmission systems	242				23
24		(35) Miscellaneous structures	-				24
25		(37) Roadway machines	52,230				25
26		(39) Public improvements—Construction	4,964				26
27		(44) Shop machinery	3,814				27
28		(45) Power-plant machinery	29				28
29		Leased property capitalized rentals (explain)					29
30		Other (specify and explain)					30
31		Total expenditures for road	693,377	1		186	31
32		(52) Locomotives	165,763				32
33		(53) Freight-train cars	234,846				33
34		(54) Passenger-train cars	2,747				34
35		(55) Highway revenue equipment	10,010				35
36		(56) Floating equipment	-				36
37		(57) Work equipment	16,000				37
38		(58) Miscellaneous equipment	7,813				38
39		Total expenditures for equipment	437,179	-		-	39
40		(76) Interest during construction	-				40
41		(80) Other elements of investment	514				41
42		(90) Construction work in progress	174,514				42
43		GRAND TOTAL	1,305,584	1	-	186	43

GENERAL INSTRUCTIONS AND DEFINITIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 361**A. General Instructions**

Disclose the required information concerning the respondent's leases, in Schedule 361, Parts I, II, and III.

A general description of the lessee's leasing arrangements shall be included to effect full and complete disclosures. Among the items to be disclosed are:

- The basis on which contingent rental payments are determined.
- The existence and terms of renewal or purchase options and escalation clauses.
- Restrictions imposed by lease agreements, such as those concerning dividends, additional debt, and further leasing.

B. Definitions

(1) **Capital Leases** are those leases which meet one or more of the following four criteria:

- The lease transfers ownership of the property to the lessee by the end of the lease term.
- The lease contains a bargain purchase option.
- The lease term is equal to 75 percent or more of the estimated economic life of the property.
- The present value at the beginning of the lease term of the minimum lease payments equals or exceeds 90 percent of the fair value of the leased property to the lessor at the inception of the lease less any related investment tax credit retained by the lessor.

(2) **Operating leases** are those leases which do not meet any of the four criteria pertaining to capital leases.

(3) **Minimum lease payments** are the payments that the lessee is obligated to make or can be required to make in connection with the leased property. Executory costs such as insurance, maintenance and taxes in connection with the leased property shall be excluded from minimum lease payments.

(4) **Present value minimum lease payments** are lease payments that the lessee is obligated to make or can be required to make, exclusive of executory cost. Moreover, these payments are reduced by amounts representing interest, calculated at the companies' incremental borrowing rate or the implicit rate computed by the lessor.

(5) **Noncancelable lease/sublease** is one that has an initial or remaining term of one year or more and is noncancelable, or is cancelable only upon the occurrence of some remote contingency or upon the payment of a substantial penalty.

(6) **Contingent rentals**, for the purposes of this report, are rentals paid during the reporting year which depend on some factor other than the passage of time such as rentals based on usage or sales.

361. CAPITALIZED CAPITAL LEASES

(Dollars in Thousands)

PART I. PRESENT VALUE OF MINIMUM LEASE PAYMENTS

Disclose total lease payments for the years shown. Then, disclose amounts representing (1) executory costs and (2) interest to derive the present value of minimum lease payments. An explanation indicating how the rate of interest was derived for computing present value shall be included.

Line No.	Item (a)	1983	1984	1985	1986	1987	Later years (g)	Total (h)(Note)	Line No.
1	Lease payments	13,235	12,910	11,453	10,798	9,892	38,367	83,420	1
	Less executory costs								
2	- Taxes								2
3	- Maintenance								3
4	- Insurance								4
5	- Other								5
6	TOTAL EXECUTORY COSTS (2-5)								6
7	Minimum lease payments (1, 6)	13,235	12,910	11,453	10,798	9,892	38,367	83,420	7
8	Less amount representing interest	5,881	5,278	4,792	4,096	3,402	9,660	27,228	8
9	Present value of minimum lease payments (line 7, 8)	7,354	7,632	6,661	6,702	6,490	28,707	56,192	9

Note: Excludes 1983

PART II. TOTAL RENTAL EXPENSES

(Dollars in Thousands)

Complete this part if gross rental expense in the most recent reporting year exceeds 1 percent of operating revenue. Otherwise, show total rental expenses reduced by rentals received from subleases for the current year. Also, show amounts expected to be received on all noncancelable sublease rentals for the year beginning after the current year as required.

Line No.	Item (a)	Current year (b)	Line No.
10	Present value of minimum lease payments from Part I above		10
11	Contingent rentals		11
12	Minimum noncancelable sublease rentals		12
13	Net rental expense		13

PART III. CLASSES OF CAPITAL LEASES

(Dollars in Thousands)

Complete this part only if the present values of the minimum lease commitments are more than 5 percent of the sum of the long-term debt due after one year. Otherwise, show the present values of minimum lease commitments in the aggregate for the major classes of properties presented. Subtract amounts representing the accumulated amortization to derive a "Net capitalized lease assets."

Line No.	Classes of leased property (a)	Present value		Line No.
		Current year (b)	Prior year (c)	
14	Structures			14
15	Revenue equipment	64,036	58,109	15
16	Shop and garage equipment			16
17	Service cars and equipment	25,888	26,390	17
18	Noncarrier operating property			18
19	Other (Specify)			19
20				20
21	Gross capitalized assets	89,924	84,499	21
22	Less accumulated amortization	46,758	39,258	22
23	Net capitalized lease assets	43,166	45,241	23

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 31, column (b)
Lines 148 thru 150, column (e) (equal to or greater than)	"	Line 31, column (c)
Lines 118 thru 123, and 130 thru 135, column (f)	"	Line 31, column (d)
		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)

410. RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the 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)			
		WAY AND STRUCTURES								
		ADMINISTRATION								
1		Track	7,870	2	2,745	(3,653)	6,964	658	7,622	1
2		Bridge and Building	1,686	-	585	255	2,526	208	2,734	2
3		Signal	1,970	-	704	276	2,950	307	3,257	3
4		Communication	1,183	-	473	191	1,847	141	1,988	4
5		Other	505	1	253	(109)	650	134	784	5
		REPAIR AND MAINTENANCE								
6		Roadway - Running	1,952	197	1,324	214	3,687	177	3,864	6
7		Roadway - Switching	338	72	203	-	613	26	639	7
8		Tunnels and Subways - Running	-	-	-	-	-	-	-	8
9		Tunnels and Subways - Switching	-	-	-	-	-	-	-	9
10		Bridges and Culverts - Running	2,522	856	379	203	3,960	187	4,147	10
11		Bridges and Culverts - Switching	25	4	1	(15)	15	-	15	11
12		Ties - Running	2,158	582	29	95	2,864	173	3,037	12
13		Ties - Switching	943	191	2	(29)	1,107	13	1,120	13
14		Rail and other track material - Running	7,682	2,135	132	333	10,282	1,366	11,648	14
15		Rail and other track material - Switching	2,758	557	(16)	(88)	3,211	149	3,360	15
16		Ballast - Running	3,793	1,047	62	158	5,060	48	5,108	16
17		Ballast - Switching	1,268	257	2	(39)	1,488	28	1,516	17
18		Road Property Damaged - Running	1,287	976	247	(76)	2,434	63	2,497	18
19		Road Property Damaged - Switching	1,581	358	(15)	(22)	1,902	8	1,910	19
20		Road Property Damaged - Other	1	-	1	-	2	3	5	20
21		Signals and Interlockers - Running	4,139	1,001	(559)	49	4,630	1,410	6,040	21
22		Signals and Interlockers - Switching	229	(100)	15	(14)	130	3	133	22
23		Communications Systems	1,429	169	238	8	1,844	155	1,999	23
24		Power Systems	180	27	30	(25)	212	170	382	24
25		Highway Grade Crossings - Running	1,231	1,138	104	238	2,711	12	2,723	25
26		Highway Grade Crossings - Switching	77	12	25	(2)	112	-	112	26
27		Station and Office Buildings	1,366	55	586	(214)	1,793	885	2,678	27
28		Shop Buildings - Locomotives	415	18	124	(18)	539	166	705	28
29		Shop Buildings - Freight Cars	298	50	82	(21)	409	N/A	409	29
30		Shop Buildings - Other Equipment	39	-	55	-	94	289	383	30

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

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	119	31	42	1	193	33	226	101
102		Miscellaneous Buildings and Structures	593	(72)	99	(289)	331	15	346	102
103		Coal Terminals	-	-	-	-	-	N/A	-	103
104		Ore Terminals	743	473	458	(43)	1,631	N/A	1,631	104
105		Other Marine Terminals	9	-	-	-	9	N/A	9	105
106		TOFC/CORC - Terminals	27	1	7	3	38	N/A	38	106
107		Motor Vehicle Loading and Distribution Facilities	16	-	9	1	26	N/A	26	107
108		Facilities for Other Specialized Service Operations	-	-	-	-	-	N/A	-	108
109		Roadway Machines	3,034	3,058	471	(1,963)	4,600	457	5,057	109
110		Small Tools and Supplies	131	5,153	(56)	(1,742)	3,486	381	3,867	110
111		Snow Removal	2,110	83	284	(41)	2,436	239	2,675	111
112		Fringe Benefits - Running	N/A	N/A	N/A	14,847	14,847	1,297	16,144	112
113		Fringe Benefits - Switching	N/A	N/A	N/A	2,812	2,812	86	2,898	113
114		Fringe Benefits - Other	N/A	N/A	N/A	4,744	4,744	165	4,909	114
115		Casualties and Insurance - Running	N/A	N/A	N/A	2,076	2,076	109	2,185	115
116		Casualties and Insurance - Switching	N/A	N/A	N/A	380	380	3	383	116
117		Casualties and Insurance - Other	N/A	N/A	N/A	339	339	2	341	117
118	*	Lease Rentals - Debit - Running	N/A	N/A	3,403	N/A	3,403	-	3,403	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	(271)	N/A	(271)	(-)	(271)	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	1,609	N/A	1,609	2	1,611	124
125		Joint Facility Rent - Debit - Switching	N/A	N/A	244	N/A	244	-	244	125
126		Joint Facility Rent - Debit - Other	N/A	N/A	10	N/A	10	-	10	126
127		Joint Facility Rent - [Credit] - Running	N/A	N/A	(185)	N/A	(185)	(-)	(185)	127
128		Joint Facility Rent - [Credit] - Switching	N/A	N/A	(69)	N/A	(69)	(-)	(69)	128
129		Joint Facility Rent - [Credit] - Other	N/A	N/A	(-)	N/A	(-)	(-)	(-)	129
130	*	Other Rents - Debit - Running	N/A	N/A	91	N/A	91	-	91	130
131	*	Other Rents - Debit - Switching	N/A	N/A	-	N/A	-	-	-	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)

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								
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	16,103	16,103	94	16,197	136
137	*	Depreciation - Switching	N/A	N/A	N/A	154	154	1	155	137
138	*	Depreciation - Other	N/A	N/A	N/A	4,707	4,707	177	4,884	138
139		Joint Facility - Debit - Running	N/A	N/A	3,315	N/A	3,315	59	3,374	139
140		Joint Facility - Debit - Switching	N/A	N/A	1,268	N/A	1,268	-	1,268	140
141		Joint Facility - Debit - Other	N/A	N/A	143	N/A	143	-	143	141
142		Joint Facility - [Credit] - Running	N/A	N/A	(1,458)	N/A	(1,458)	(-)	(1,458)	142
143		Joint Facility - [Credit] - Switching	N/A	N/A	(177)	N/A	(177)	(-)	(177)	143
144		Joint Facility - [Credit] - Other	N/A	N/A	(-)	N/A	(-)	(-)	(-)	144
145		Dismantling Retired Road Property - Running	3,039	-	3,060	(5,416)	683	3	686	145
146		Dismantling Retired Road Property - Switching	-	-	-	-	-	-	-	146
147		Dismantling Retired Road Property - Other	-	-	-	-	-	-	-	147
148	*	Other - Running	-	16	-	(598)	(582)	1	(581)	148
149	*	Other - Switching	-	2	-	-	2	-	2	149
150	*	Other - Other	68	106	1,261	(450)	985	104	1,089	150
151		TOTAL WAY AND STRUCTURES	58,814	18,456	21,369	33,320	131,959	10,007	141,966	151
		EQUIPMENT								
		LOCOMOTIVES								
201		Administration	3,184	2	98	380	3,664	536	4,200	201
202	*	Repair and Maintenance	15,597	11,253	(159)	(76)	26,615	4,511	31,126	202
203	*	Machinery Repair	42	74	29	-	145	18	163	203
204		Equipment Damaged	163	96	-	(72)	187	7	194	204
205		Fringe Benefits	N/A	N/A	N/A	6,507	6,507	957	7,464	205
206		Other Casualties and Insurance	N/A	N/A	N/A	680	680	12	692	206
207	*	Lease Rentals - Debit	N/A	N/A	9,529	N/A	9,529	-	9,529	207
208	*	Lease Rentals - [Credit]	N/A	N/A	(270)	N/A	(270)	(-)	(270)	208
209		Joint Facility Rent - Debit	N/A	N/A	17	N/A	17	-	17	209
210		Joint Facility Rent - [Credit]	N/A	N/A	(113)	N/A	(113)	(-)	(113)	210
211	*	Other Rents - Debit	N/A	N/A	-	N/A	-	-	-	211
212	*	Other Rents - [Credit]	N/A	N/A	(-)	N/A	(-)	(-)	(-)	212
213	*	Depreciation	N/A	N/A	N/A	5,762	5,762	13	5,775	213
214		Joint Facility - Debit	N/A	N/A	228	N/A	228	-	228	214
215		Joint Facility - [Credit]	N/A	N/A	(113)	N/A	(113)	(-)	(113)	215
216	*	Repairs Billed to Others - [Credit]	N/A	N/A	(-)	N/A	(-)	(-)	(-)	216

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

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)			
217		LOCOMOTIVES - Continued	-	-	-	-	-	-	-	217
217		Dismantling Retired Property	163	258	1,199	3	1,623	217	1,840	218
218	*	Other	19,149	11,683	10,445	13,184	54,461	6,271	60,732	219
219		TOTAL LOCOMOTIVES								
220		FREIGHT CARS	2,931	1	507	748	4,187	N/A	4,187	220
220		Administration	14,640	19,625	7,010	196	41,471	N/A	41,471	221
221	*	Repair and Maintenance	767	174	333	1	1,275	N/A	1,275	222
222	*	Machinery Repair	1,036	1,609	(4,615)	(233)	(2,203)	N/A	(2,203)	223
223		Equipment Damaged	N/A	N/A	N/A	10,247	10,247	N/A	10,247	224
224		Fringe Benefits	N/A	N/A	N/A	1,677	1,677	N/A	1,677	225
225		Other Casualties and Insurance	N/A	N/A	N/A	37,737	37,737	N/A	37,737	226
226	*	Lease Rentals - Debit	N/A	N/A	(-)	N/A	(-)	N/A	(-)	227
227	*	Lease Rentals - (Credit)	N/A	N/A	-	N/A	-	N/A	-	228
228		Joint Facility Rent - Debit	N/A	N/A	(-)	N/A	(-)	N/A	(-)	229
229		Joint Facility Rent - (Credit)	N/A	N/A	110,735	N/A	110,735	N/A	110,735	230
230	*	Other Rents - Debit	N/A	N/A	(56,180)	N/A	(56,180)	N/A	(56,180)	231
231	*	Other Rents - (Credit)	N/A	N/A	N/A	8,960	8,960	N/A	8,960	232
232	*	Depreciation	N/A	N/A	33	N/A	33	N/A	33	233
233		Joint Facility - Debit	N/A	N/A	(-)	N/A	(-)	N/A	(-)	234
234		Joint Facility - (Credit)	N/A	N/A	(40,496)	N/A	(40,496)	N/A	(40,496)	235
235	*	Repairs Billed to Others - (Credit)			1,025	-	1,025	N/A	1,025	236
236		Dismantling Retired Property	13	29	542	(1)	583	N/A	583	237
237	*	Other	19,387	21,438	56,631	21,595	119,051	N/A	119,051	238
238		TOTAL FREIGHT CARS								
301		OTHER EQUIPMENT	14	-	2	258	274	266	540	301
301		Administration	14	-	2	258	274	266	540	301
302	*	Repair and Maintenance	14	(6)	2,149	-	2,157	N/A	2,157	302
302	*	Trucks, Trailers, and Containers - Revenue Service	-	-	-	-	-	N/A	-	303
303		Floating Equipment - Revenue Service	538	6	-	89	633	2,398	3,031	304
304		Passenger and Other Revenue Equipment	-	-	958	(56)	902	43	945	305
305		Computers and Data Processing Systems	4	12	28	-	44	48	92	306
306		Machinery	532	531	4,234	(509)	4,788	304	5,092	307
307	*	Work and Other Non-Revenue Equipment	-	-	150	-	150	-	150	308
308		Equipment Damaged	N/A	N/A	N/A	1,340	1,340	684	2,024	309
309		Fringe Benefits	N/A	N/A	N/A	168	168	518	686	310
310		Other Casualties and Insurance	N/A	N/A	4,305	N/A	4,305	146	4,451	311
311	*	Lease Rentals - Debit	N/A	N/A	(-)	N/A	(-)	(-)	(-)	312
312	*	Lease Rentals - (Credit)	N/A	N/A	(-)	N/A	(-)	(-)	(-)	312

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

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)			
		OTHER EQUIPMENT - Continued								
313		Joint Facility Rent - Debit	N/A	N/A	12	N/A	12	-	12	313
314		Joint Facility Rent - [Credit]	N/A	N/A	(152)	N/A	(152)	(-)	(152)	314
315	*	Other Rents - Debit	N/A	N/A	4,770	N/A	4,770	-	4,770	315
316	*	Other Rents - [Credit]	N/A	N/A	(3,670)	N/A	(3,670)	(-)	(3,670)	316
317	*	Depreciation	N/A	N/A	N/A	1,042	1,042	179	1,221	317
318		Joint Facility - Debit	N/A	N/A	264	N/A	264	-	264	318
319		Joint Facility - [Credit]	N/A	N/A	(-)	N/A	(-)	(-)	(-)	319
320	*	Repairs Billed to Others - [Credit]	N/A	N/A	(-)	N/A	(-)	(-)	(-)	320
321		Dismantling Retired Property	12	(24)	3	-	(9)	-	(9)	321
322	*	Other	-	26	(9)	-	17	1,262	1,279	322
323		TOTAL OTHER EQUIPMENT	1,114	545	13,044	2,332	17,035	5,848	22,883	323
324		TOTAL EQUIPMENT	39,650	33,666	80,120	37,111	190,547	12,119	202,666	324
		TRANSPORTATION.								
		TRAIN OPERATIONS								
401		Administration	6,551	96	744	468	7,859	893	8,752	401
402		Engine Crews	27,300	-	-	1,670	28,970	5,884	34,854	402
403		Train Crews	43,630	-	-	2,628	46,258	5,876	52,134	403
404		Dispatching Trains	4,099	11	3	20	4,133	262	4,395	404
405		Operating Signals and Interlockers	2,223	196	23	2	2,444	755	3,199	405
406		Operating Drawbridges	630	3	1	1	635	-	635	406
407		Highway Crossing Protection	679	94	27	7	807	65	872	407
408		Train Inspection and Lubrication	7,164	1,950	78	(365)	8,827	863	9,690	408
409		Locomotive Fuel	290	68,519	-	-	68,809	7,038	75,847	409
410		Electric Power Purchased or Produced for Motive Power	-	-	-	-	-	-	-	410
411		Servicing Locomotives	5,347	368	56	(11)	5,760	584	6,344	411
412		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A	581	581	-	581	412
413		Clearing Wrecks	727	51	2,892	39	3,709	1	3,710	413
414		Fringe Benefits	N/A	N/A	N/A	21,531	21,531	4,325	25,856	414
415		Other Casualties and Insurance	N/A	N/A	N/A	4,824	4,824	1,056	5,880	415
416		Joint Facility - Debit	N/A	N/A	1,229	N/A	1,229	230	1,459	416
417		Joint Facility - [Credit]	N/A	N/A	(977)	N/A	(977)	(-)	(977)	417
418		Other	1,063	900	1,950	131	4,044	1,082	5,126	418
419		TOTAL TRAIN OPERATIONS	99,703	72,188	6,026	31,526	209,443	28,914	238,357	419
		YARD OPERATIONS								
420		Administration	4,525	10	332	328	5,195	104	5,299	420
421		Switch Crews	45,548	50	(52)	(7)	45,539	450	45,989	421

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

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	3,838	-	-	-	3,838	98	3,936	422
423		Yard and Terminal Clerical	12,249	-	-	(1)	12,248	146	12,394	423
424		Operating Switches, Signals, Retarders and Humps	611	-	-	-	611	444	1,055	424
425		Locomotive Fuel	25	5,855	-	-	5,880	63	5,943	425
426		Electric Power Purchased or Produced for Motive Power	-	-	-	-	-	-	-	426
427		Servicing Locomotives	1,146	76	10	(3)	1,229	60	1,289	427
428		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A	208	208	-	208	428
429		Clearing Wrecks	719	17	152	6	894	1	895	429
430		Fringe Benefits	N/A	N/A	N/A	13,930	13,930	368	14,298	430
431		Other Casualties and Insurance	N/A	N/A	N/A	2,568	2,568	3	2,571	431
432		Joint Facility - Debit	N/A	N/A	1,385	N/A	1,385	-	1,385	432
433		Joint Facility - [Credit]	N/A	N/A	(645)	N/A	(645)	(-)	(645)	433
434		Other	179	391	492	14	1,076	29	1,105	434
435		TOTAL YARD OPERATIONS	68,840	6,399	1,674	17,043	93,956	1,766	95,722	435
		TRAIN AND YARD OPERATIONS COMMON								
501		Cleaning Car Interiors	428	24	239	N/A	691	2,067	2,758	501
502		Adjusting and Transferring Loads	404	22	212	N/A	638	N/A	638	502
503		Car Loading Devices and Grain Doors	-	77	-	N/A	77	N/A	77	503
504		Freight Lost or Damaged - all other	N/A	N/A	N/A	4,107	4,107	-	4,107	504
505		Fringe Benefits	N/A	N/A	N/A	189	189	451	640	505
506		TOTAL TRAIN AND YARD OPERATIONS COMMON	832	123	451	4,296	5,702	2,518	8,220	506
		SPECIALIZED SERVICE OPERATIONS								
507	*	Administration	1,165	-	87	10	1,262	N/A	1,262	507
508	*	Pickup and Delivery and Marine Line Haul	1	-	-	-	1	N/A	1	508
509	*	Loading and Unloading and Local Marine	891	55	3,974	360	5,280	N/A	5,280	509
510	*	Protective Services	45	317	(867)	-	(505)	N/A	(505)	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	519	519	N/A	519	512
513	*	Casualties and Insurance	N/A	N/A	N/A	3	3	N/A	3	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	149	37	965	-	1,151	N/A	1,151	516
517	*	TOTAL SPECIALIZED SERVICES OPERATIONS	2,251	409	4,159	892	7,711	N/A	7,711	517

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

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)			
		ADMINISTRATIVE SUPPORT OPERATIONS								
518		Administration	2,631	19	169	317	3,136	359	3,495	518
519		Employees Performing Clerical and Accounting Functions	16,870	324	420	84	17,698	2,928	20,626	519
520		Communication Systems Operation	1,259	84	970	35	2,348	223	2,571	520
521		Loss and Damage Claims Processing	686	-	1	5	692	-	692	521
522		Fringe Benefits	N/A	N/A	N/A	5,235	5,235	843	6,078	522
523		Casualties and Insurance	N/A	N/A	N/A	21	21	2	23	523
524		Joint Facility - Debit	N/A	N/A	241	N/A	241	-	241	524
525		Joint Facility - [Credit]	N/A	N/A	(21)	N/A	(21)	(-)	(21)	525
526		Other	332	403	1,267	240	2,242	302	2,544	526
527		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	21,778	830	3,047	5,937	31,592	4,657	36,249	527
528		TOTAL TRANSPORTATION	193,404	79,949	15,357	59,694	348,404	37,855	386,259	528
		GENERAL AND ADMINISTRATIVE								
601		Officers - General Administration	2,453	9	655	695	3,812	215	4,027	601
602		Accounting, Auditing and Finance	9,789	153	1,108	(247)	10,803	934	11,737	602
603		Management Services and Data Processing	6,413	319	793	(89)	7,436	409	7,845	603
604		Marketing	4,682	36	2,326	497	7,541	104	7,645	604
605		Sales	6,305	38	1,122	643	8,108	-	8,108	605
606		Industrial Development	323	-	73	13	409	N/A	409	606
607		Personnel and Labor Relations	4,775	237	1,086	(44)	6,054	565	6,619	607
608		Legal and Secretarial	2,381	27	2,158	(108)	4,458	280	4,738	608
609		Public Relations and Advertising	508	8	614	26	1,156	164	1,320	609
610		Research and Development	-	-	-	-	-	-	-	610
611		Fringe Benefits	N/A	N/A	N/A	10,152	10,152	676	10,828	611
612		Casualties and Insurance	N/A	N/A	N/A	192	192	11	203	612
613		Write-down of Uncollectible Accounts	N/A	N/A	N/A	966	966	12	978	613
614		Property Taxes	N/A	N/A	N/A	4,476	4,476	129	4,605	614
615		Other Taxes Except on Corporate Income or Payrolls	N/A	N/A	N/A	-	-	-	-	615
616		Joint Facility - Debit	N/A	N/A	201	N/A	201	-	201	616
617		Joint Facility - [Credit]	N/A	N/A	(-)	N/A	(-)	(-)	(-)	617
618		Other	218	-	116	160	494	1,023	1,517	618
619		TOTAL GENERAL AND ADMINISTRATIVE	37,847	827	10,252	17,332	66,258	4,522	70,780	619
620	*	TOTAL CARRIER OPERATING EXPENSES	329,715	132,898	127,098	147,457	737,168	64,503	801,671	620

412. WAY AND STRUCTURES

(Dollars in Thousands)

1. Report *freight* expenses only.
2. The total depreciation expense reported in column (b), line 31, 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/rentals reported in column (c), line 31 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 350 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 31 shall equal the adjustment reported on line 29 of schedule 335.
5. Report on line 30 all other lease rentals not apportioned to any category listed on lines 1-30.
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	(162)		1
2		3	Grading	139			2
3		4	Other right-of-way expenditures	1			3
4		5	Tunnels and subways				4
5		6	Bridges, trestles and culverts	375			5
6		7	Elevated structures				6
7		8	Ties	6,125			7
8		9	Rail and other track material	7,022			8
9		11	Ballast	1,975			9
10		13	Fences, snowsheds and signs	74			10
11		16	Station and office buildings	506			11
12		17	Roadway buildings	43			12
13		18	Water stations	18			13
14		19	Fuel stations	23			14
15		20	Shops and enginehouses	165			15
16		22	Storage warehouses				16
17		23	Wharves and docks				17
18		24	Coal and ore wharves	26			18
19		25	TOFC/COFC terminals	29			19
20		26	Communications systems	398			20
21		27	Signals and interlockers	357			21
22		29	Power plants				22
23		31	Power transmission systems	9			23
24		35	Miscellaneous structures				24
25		37	Roadway machines	3,417	91		25
26		39	Public improvements, construction	262			26
27		45	Power plant machines				27
28		76	Interest during construction		N/A		28
29		80	Other elements of investment		N/A		29
30		—	Other lease/rentals		3,294		30
31	*	—	TOTAL	20,964	3,223		31

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

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)			
518		ADMINISTRATIVE SUPPORT OPERATIONS								
		Administration	2,631	19	169	317	3,136	359	3,495	518
519		Employees Performing Clerical and Accounting Functions	16,870	324	420	84	17,698	2,928	20,626	519
520		Communication Systems Operation	1,259	84	970	35	2,348	223	2,571	520
521		Loss and Damage Claims Processing	686	-	1	5	692	-	692	521
522		Fringe Benefits	N/A	N/A	N/A	5,235	5,235	843	6,078	522
523		Casualties and Insurance	N/A	N/A	N/A	21	21	2	23	523
524		Joint Facility - Debit	N/A	N/A	241	N/A	241	-	241	524
525		Joint Facility - (Credit)	N/A	N/A	(21)	N/A	(21)	(-)	(21)	525
526		Other	332	403	1,267	240	2,242	302	2,544	526
527		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	21,778	830	3,047	5,937	31,592	4,657	36,249	527
528		TOTAL TRANSPORTATION	193,404	79,949	15,357	59,694	348,404	37,855	386,259	528
		GENERAL AND ADMINISTRATIVE								
601		Officers - General Administration	2,453	9	655	695	3,812	215	4,027	601
602		Accounting, Auditing and Finance	9,789	153	1,108	(247)	10,803	934	11,737	602
603		Management Services and Data Processing	6,413	319	793	(89)	7,436	409	7,845	603
604		Marketing	4,682	36	2,326	497	7,541	104	7,645	604
605		Sales	6,305	38	1,122	643	8,108	-	8,108	605
606		Industrial Development	323	-	73	13	409	N/A	409	606
607		Personnel and Labor Relations	4,775	237	1,086	(44)	6,054	565	6,619	607
608		Legal and Secretarial	2,381	27	2,158	(108)	4,458	280	4,738	608
609		Public Relations and Advertising	508	8	614	26	1,156	164	1,320	609
610		Research and Development	-	-	-	-	-	-	-	610
611		Fringe Benefits	N/A	N/A	N/A	10,152	10,152	676	10,828	611
612		Casualties and Insurance	N/A	N/A	N/A	192	192	11	203	612
613		Write-down of Uncollectible Accounts	N/A	N/A	N/A	966	966	12	978	613
614		Property Taxes	N/A	N/A	N/A	4,476	4,476	129	4,605	614
615		Other Taxes Except on Corporate Income or Payrolls	N/A	N/A	N/A	-	-	-	-	615
616		Joint Facility - Debit	N/A	N/A	201	N/A	201	-	201	616
617		Joint Facility - (Credit)	N/A	N/A	(-)	N/A	(-)	(-)	(-)	617
618		Other	218	-	116	160	494	1,023	1,517	618
619		TOTAL GENERAL AND ADMINISTRATIVE	37,847	827	10,252	17,332	66,258	4,522	70,780	619
620	*	TOTAL CARRIER OPERATING EXPENSES	329,715	132,898	127,098	147,457	737,168	64,503	801,671	620

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

- Report freight expenses only.
- Report in this reporting 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 carries on railroad markings).
- 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 (c). The balancing of Schedule 410, 414 and 415 "Other Equipment" is outlined in note 6 to Schedule 415.
- Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper-owned cars.
- Report in columns (c), (d), (f), and (g) rentals for railroad owned cars prescribed by the Commission in Ex Parte No. 334, for which rentals are settled on a combination mileage and time basis (basic per diem). Include railroad owned per diem tank cars on line 17.

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		303	393	-	307	359	1
2		Box-Plain 50 Foot and Longer		2,632	6,951	425	2,441	6,639	2
3		Box-Equipped		2,233	5,721	-	2,332	7,178	3
4		Gondola-Plain		686	1,796	182	597	933	4
5		Gondola-Equipped		64	333	61	181	359	5
6		Hopper-Covered		4,339	12,340	14,956	2,459	9,209	6
7		Hopper-Open Top-General Service		4,855	3,850	7	4,231	4,163	7
8		Hopper-Open Top-Special Service		1	5	13	36	15	8
9		Refrigerator-Mechanical		80	133	10	2,965	2,046	9
10		Refrigerator-Non-Mechanical		734	1,630	881	795	2,117	10
11		Flat TOP/COPC		-	-	6,993	117	376	11
12		Flat Multi-Level	1,587	-	-	5,969	573	1,664	12
13		Flat-General Service		5	8	495	253	251	13
14		Flat-Other		16	34	3,514	1,410	2,440	14
15		Tank-Under 22,000 Gallons	77	-	2	11,009	-	-	15
16		Tank-22,000 Gallons and Over	23	-	-	3,219	-	-	16
17		All Other Freight Cars		5	66	187	72	179	17
18		Auto Racks	78	-	5,200	107	-	6,010	18
19		TOTAL FREIGHT TRAIN CARS	1,765	15,953	38,462	48,028	18,769	43,938	19
OTHER FREIGHT-CARRYING EQUIPMENT									
20		Refrigerated Trailers				6		4	20
21		Other Trailers			3,670	2,658		1,899	21
22		Refrigerated Containers				-		-	22
23		Other Containers				152		51	23
24		TOTAL TRAILERS AND CONTAINERS			3,670	2,816		1,954	24
25		GRAND TOTAL (LINES 19 AND 24)	1,765	15,953	42,132	50,844	18,769	45,892	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, purchase services, and general).
3. Report in column (b), net repairs, the detail for the items listed in column (a) from the freight expenses reported in Schedule 410 in column (f), lines 202, 203, 216, 221, 222, 235, 302 through 307, and 320.

When it is necessary to apportion car repair expenses, the apportionment shall be made on the most equitable basis available to the carriers. The following list provides a basis for apportioning freight car repair expenses to car types:

Refer to Docket 37080.

Do not report in this schedule Equipment Damaged expenses from Schedule 410, lines 204, 223, and 308, or the Repairs Billed to Others, which is contained in but does not form the bulk of the expense reported in Schedule 410, lines 216, 235 and 320.

When it is necessary to apportion car repair expenses, the apportionment shall be made on the most equitable basis available to the carriers. The following list provides a basis for apportioning freight car repair expenses to car types:

- a. Locomotives, line 5 plus line 38 compared to the sum of Schedule 410, lines 202, 203 plus 216
- b. Freight Cars, line 24 plus line 39 compared to the sum of Schedule 410, lines 221, 222 plus 235
- 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, the sum of lines 302 through 307 plus 320.

When using the line data referred to in this instruction, it should be noted that lines 216, 235 and 320 of Schedule 410 are credit balances.

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, and this reporting 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 reported on line 36, column (c), of Schedule 335.
6. Retirement charges shall be made on the basis of the actual units retired from service during the reporting period where the service value has been determined, based on a ledger value of salvage and insurance recovered. Retirement charges should be included in Schedule 410, lines 218, 237 and 322. Retirement charges for Locomotives, line 5 plus 38, are in Schedule 410, line 218. Retirement charges for Freight Cars, lines 24 plus 39, are in Schedule 410, line 237. Retirement charges for all Other equipment, lines 32, 35, 36, 37, 40 and 41, are in Schedule 410, line 322.
7. 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.
8. Depreciation 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 therefor are included in the rent for equipment and Account Nos. 31-21-00, 31-22-00, 31-23-00, 31-25-00, 35-21-00, 35-22-00, 35-23-00 and 35-25-00. 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, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00.

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 in column (c) of Schedule 332 should equal the combined aggregate totals of line items constituting the equipment depreciation bases of columns (g) and (h).

9. 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).

NOTES AND REMARKS

B L A N K

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	4,748	240	-		1
2		Diesel Locomotive-Road	21,867	4,391	1,094		2
3		Other Locomotive-Yard		-	-		3
4		Other Locomotive-Road		-	-		4
5	*	TOTAL	26,615	4,631	1,094		5
6		FREIGHT TRAIN CARS					
		Box-Plain 40 Foot	577	223	-		6
7		Box-Plain 50 Foot and Longer	1,120	1,629	404		7
8		Box-Equipped	684	886	125		8
9		Gondola-Plain	446	366	-		9
10		Gondola-Equipped	17	129	-		10
11		Hopper-Covered	(148)	1,417	139		11
12		Hopper-Open Top-General Service	616	915	-		12
13		Hopper-Open Top-Special Service	76	101	-		13
14		Refrigerator-Mechanical	(351)	-	-		14
15		Refrigerator-Nonmechanical	268	353	-		15
16		Flat TOFC/COFC	(1,302)	-	-		16
17		Flat Multi-level	(628)	-	-		17
18		Flat-General Service	(53)	11	-		18
19		Flat-Other	(637)	60	-		19
20		All Other Freight Cars	(671)	7	-		20
21		Cabooses	130	314	30		21
22		Auto Racks	(23)	213	1,588		22
23		Miscellaneous Accessories	854	-	-		23
24	*	TOTAL FREIGHT TRAIN CARS	975	6,624	2,286		24
25		OTHER EQUIPMENT-REVENUE FREIGHT HIGHWAY EQUIPMENT					
		Refrigerated Trailers					25
26		Other Trailers	2,157	(652)	486		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	2,157	(652)	486		32
33		FLOATING EQUIPMENT-REVENUE SERVICE					
		Marine Line-Haul	-	-	-		33
34		Local Marine	-	-	-		34
35	*	TOTAL FLOATING EQUIPMENT	-	-	-		35
36		OTHER EQUIPMENT					
		Passenger and Other Revenue Equipment (Freight Portion)	633	-	-		36
37	*	Computer and Data Processing Equipment	902	-	-		37
38	*	Machinery-Locomotives ¹	145	37	-		38
39	*	Machinery-Freight Cars ¹	1,275	50	-		39
40	*	Machinery-Other Equipment ¹	44	-	-		40
41	*	Work and Other Non-revenue Equipment	4,788	994	214		41
42		TOTAL OTHER EQUIPMENT	7,787	1,081	214		42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	37,534	11,684	4,080	None	43

¹The 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.

²The 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.

³The 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)	Depreciation base as of 12/31		Accumulated depreciation as of 12/31		Line No.
			Owred (g)	Capitalized lease (h)	Owred (i)	Capitalized lease (j)	
1		1,652	6,556	-	2,076	-	1
2		7,607	130,572	14,319	70,143	11,442	2
3		-	-	-	-	-	3
4		-	-	-	-	-	4
5		9,259	137,128	14,319	72,219	11,442	5
6		-	7,266	-	3,474	-	6
7		4,200	48,297	9,990	16,171	4,638	7
8		4,594	27,803	3,208	11,780	1,489	8
9		2,329	11,182	-	4,258	-	9
10		71	4,175	-	1,937	-	10
11		22,442	44,239	3,475	18,351	1,267	11
12		2,451	25,389	-	5,713	-	12
13		-	3,266	-	1,531	-	13
14		250	-	-	-	-	14
15		683	10,873	-	4,313	-	15
16		-	-	-	-	-	16
17		-	-	-	-	-	17
18		71	359	-	172	-	18
19		-	1,931	-	885	-	19
20		567	242	-	116	-	20
21		79	9,834	745	1,682	339	21
22		-	3,297	17,935	2,314	7,959	22
23		-	-	-	-	-	23
24		37,737	198,153	35,353	72,697	15,692	24
25		-	-	-	-	-	25
26		600	-	3,871	3,562	1,839	26
27		-	-	-	-	-	27
28		-	-	-	-	-	28
29		-	-	-	-	-	29
30		-	-	-	-	-	30
31		-	-	-	-	-	31
32		600	-	3,871	3,562	1,839	32
33		-	-	-	-	-	33
34		-	-	-	-	-	34
35		-	-	-	-	-	35
36		-	-	-	-	-	36
37		3,705	-	-	-	-	37
38		-	819	-	191	-	38
39		-	1,809	-	342	-	39
40		-	126	-	18	-	40
41		-	17,207	5,071	6,200	2,398	41
42		3,705	19,961	5,071	6,751	2,398	42
43		51,301	355,242	58,614	155,229	31,371	43

*The data to be reported on lines 38, 39 and 40 in columns (h) and (i) is the investment recorded in Property Account 44, allocated to Locomotives, Freight Cars, and Other Equipment.

*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—TRACK
(Dollars in Thousands)

Line No.	(1) Density category (Class)	(1) Account No.	Owned and used			Improvements to leased property			Capitalized leases			TOTAL		Line No.
			(3) Base \$000	(4) Accum. depr. \$000	(5) Depr. rate %	(6) Base \$000	(7) Accum. depr. \$000	(8) Depr. rate %	(9) Base \$000	(10) Accum. depr. \$000	(11) Depr. rate %	(12) Category total base	(13) Category accum. depr.	
1	I	3	1,364	4	1.00							1,364	4	1
2		8	49,657	11,735	3.48							49,657	11,735	2
3		9	176,975	46,118	1.74/2.74							176,975	46,118	3
4		11	16,495	2,049	3.57							16,495	2,049	4
5	SUB-TOTAL		244,491	59,906		-	-	-	-	-	-	244,491	59,906	5
6	II	3	11,777	35	1.00							11,777	35	6
7		8	87,728	20,732	3.48							87,728	20,732	7
8		9	85,485	22,276	1.74/2.74							85,485	22,276	8
9		11	31,035	3,856	3.57							31,035	3,856	9
10	SUB-TOTAL		316,025	46,899		-	-		-	-		216,025	46,899	10
11	III	3	1,965	N/A	N/A		N/A	N/A		N/A	N/A	1,965		11
12		8	6,014	N/A	N/A		N/A	N/A		N/A	N/A	6,014		12
13		9	4,016	N/A	N/A		N/A	N/A		N/A	N/A	4,016		13
14		11	2,212	N/A	N/A		N/A	N/A		N/A	N/A	2,212		14
15	SUB-TOTAL		14,207	N/A	N/A	-	N/A	N/A	-	N/A	N/A	14,207	-	15
16	IV	3	7,606	23	1.00	4	-					7,610	23	16
17		8	9,709	2,295	3.48	59	-					9,768	2,295	17
18		9	23,552	6,137	1.74/2.74	79	-					23,631	6,137	18
19		11	4,826	600	3.57	19	-					4,845	600	19
20	SUB-TOTAL		45,693	9,055		161	-		-	-		45,854	9,055	20
21	V	3												21
22		8	N O T E 3											22
23		9												23
24		11												24
25	SUB-TOTAL													25
26	BASE GRAND TOTAL		520,416	N/A	N/A	161	N/A	N/A	None	N/A	N/A	520,577	N/A	26
27	ACCUMULATED DEPRECIATION GRAND TOTAL		N/A	-	N/A	N/A	-	N/A	N/A	-	N/A	N/A	115,860	27

(1) Columns (3) + (6) + (9) = Column 12
Columns (4) + (7) + (10) = 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.

(3) Included in Density Category IV. Not available for 1983. Will be developed and reported in 1984.

416A. SUPPORTING SCHEDULE — TRACK
(Dollars in Thousands)

Line No.	Lessor Property					Line No.
	Density category (Class)	Account	Base \$000	Accumulated depreciation \$000	Depreciation rate %	
1	I	3				1
2		8				2
3		9				3
4		11				4
5	SUB-TOTAL					5
6	II	3				6
7		8				7
8		9				8
9		11				9
10	SUB-TOTAL					10
11	III	3		N/A	N/A	11
12		8		N/A	N/A	12
13		9		N/A	N/A	13
14		11		N/A	N/A	14
15	SUB-TOTAL			N/A	N/A	15
16	IV	3				16
17		8				17
18		9				18
19		11				19
20	SUB-TOTAL					20
21	V	3				21
22		8				22
23		9				23
24		11				24
25	SUB-TOTAL					25
26	GRAND TOTAL	None	None	None	None	26

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

1. Report freight expenses only.
2. Report in lines 1, 2, 3, 4, and 10 the total of those natural expenses (salaries and wages, material, tools, supplies, fuels and lubricants, purchased services, and general) incurred in the operation of each type of specialized service facility. This schedule does not include switching services performed by train and yard crews in connection with or within specialized service facilities.
3. When it is necessary to apportion expenses, such as administrative expenses to two or more services, they shall be apportioned on the most equitable basis available to the respondent and only to the services they support. The total expenses in column (j) should balance with the respective line items in Schedule 410, Railway Operating Expenses.
4. Report in column (b), line 2, the expenses incurred in highway movements of trailers and containers performed at the expense of the reporting railroad within a terminal area for the purpose of pick-up, delivery or highway interchange service. Report in column (b), line 3, the expenses incurred in operating facilities for handling trailers and/or containers, including storage expenses. See schedule 755, note R.
5. The operation of floating equipment in line-haul service (between distinct terminals) should be reported in column (c) on line 2. Floating operations conducted within a general terminal or harbor area should be reported in column (c), line 3.
6. Report in column (g), line 3, the expenses incurred by the railroad in loading and unloading automobiles, trucks, etc., to and from bi-level and tri-level auto rack cars. Report on line 2, column (g), the expense incurred by the railroad in moving automobiles, etc., between bi-level and tri-level loading and unloading facilities over the highway to shippers, receivers or connecting carriers. Report in column (f) operating expenses for land facilities in support of floating operations, including the operation of docks and wharves.
7. Report on line 4, column (b), the expenses related to heating and refrigeration of TOPC/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 (a)	TOPC/COFC terminal (b)	Floating equipment (c)	Coal marine terminal (d)	Ore marine terminal (e)	Other marine terminal (f)	Motor vehicle load and distribution (g)	Protective services refrigerator car (h)	Other special services (i)	Total columns (b-i) (j)	Line No.
1	*	Administration	759			264		148	91		1,262	1
2	*	Pick up and delivery, marine line haul	1						N/A		1	2
3	*	Loading and unloading and local marine	3,685			695		900	N/A		5,280	3
4	*	Protective services, total debit and credits	86						(591)		(505)	4
5	*	Freight lost or damaged—solely related									-	5
6	*	Fringe benefits	281			166		36	36		519	6
7	*	Casualty and insurance	3								3	7
8	*	Joint facility — Debit									-	8
9	*	Joint facility — Credit									-	9
10	*	Other	913			50		131	57		1,151	10
11	*	TOTAL	5,728			1,175		1,215	(407)		7,711	11

480. 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	4,591	1
		U.S. Government Taxes		
		Income Taxes		
2		Normal Tax and Surtax		2
3		Excess Profits		3
4		Total - Income Taxes	-	4
5		Railroad Retirement	51,984	5
6		Hospital Insurance	4,696	6
7		Supplemental Annuities	5,206	7
8		Unemployment Insurance	4,474	8
9		All Other United States Taxes	14	9
10		Total - U.S. Government Taxes	66,374	10
11		Total - Railway Taxes	70,965	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	Accelerated depreciation, Sec. 167 I.R.C.; Guideline lives pursuant to Rev. Proc. 62-21.					1
2	Accelerated amortization of facilities, Sec. 168 I.R.C.					2
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.	See Note on Page 62.				3
4	Amortization of rights of way, Sec. 185 I.R.C.					4
5	Other (Specify)					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	Investment tax credit					18
19	TOTALS	22,104	5,175	(168)	27,111	19

490. 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 _____ \$ 12,006
 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 _____ \$ 103,000

NOTE: Deferred taxes are maintained as a total figure only. No attempt is made to separate the total into its component parts. Our provisions for deferred taxes are the result of computing total income tax expense or recovery (credit) on pre-tax income or loss from continuing operations.

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 each account and any other items in excess of 10% of net income.

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)	Line No.
1					1
2					2
3					3
4	519	Miscellaneous Income			4
5		Gain from sale of land		11,444	5
6		Gain on sale of salvage material		2,784	6
7		Profit on bonds reacquired		612	7
8		Other items, each less than 10%			8
9		of net income		534	9
10				15,374	10
11					11
12					12
13					13
14					14
15					15
16					16
17					17
18					18
19	551	Miscellaneous Income Charges			19
20		Legal fees - mergers of other companies	1,701		20
21		Loss on sale of salvaged material	624		21
22		Litigation and settlements	461		22
23		Other items, each less than 10%			23
24		of net income	1,154		24
25			3,940		25
26					26
27					27
28					28
29					29
30					30

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

500. CONTINGENT ASSETS AND LIABILITIES
(Dollars in Thousands)

1. 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 accounts of the respondent.

Disclose all items amounting to \$100,000 or more. If an actual monetary amount is not known and an estimate of the amount of any item involved is not feasible, disclosure should be made describing the contingency and explaining why an estimate is not determinable.

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.

2. Information concerning the guaranties and suretyships are to be shown in Schedule 501.

3. In column (a) give a description of each item of contingent assets and liabilities under an inserted caption "CONTINGENT ASSETS" or "CONTINGENT LIABILITIES," as appropriate, and in column (b) show the amount of each item.

Line No.	Item (a)	Amount (b)	Line No.
1	CONTINGENT ASSETS:	None	1
2			2
3	CONTINGENT LIABILITIES:		3
4	Under the terms of an agreement whereby the Company, in		4
5	1981, sold its interest in the Illinois Terminal RR.Co.,		5
6	the buyer, Norfolk & Western RR., assumed primary liability		6
7	for Illinois Terminal's First Mortgage Bonds. However,		7
8	the Company remains contingently liable first for its		8
9	former stockholding proportion of 9.09% of principal		9
10	and interest on such bonds and second, in the event of		10
11	payment defaults by both Norfolk & Western and other		11
12	former stockholders for up to the full amount of	4,533	12
13			13
14	Under the above agreement regarding the Illinois Terminal RR.,		14
15	Company is also contingently liable for its former stockholding		15
16	proportion of the annual rental of McKinley Bridge spanning the		16
17	Mississippi River, up to an aggregate of	250	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			33
34			34
35			35
36			36
37			37
38			38
39			39
40			40
41			41
42			42
43			43
44			44
45			45
46			46
47			47

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	Kansas City Terminal Railway Co. -				1
2	AT&SF Ry. Co.	By note agreement dated March 20,			2
3	C&NW Transp. Co.	1975 in the amount of \$13,750			3
4	BN, Inc.	of its 10% guaranteed senior			4
5	CMStP&P RR. Co.	notes due December 15, 1979			5
6	SSW Ry. Co.	and \$13,750 principal amount of			6
7	Ill. Cent. Gulf RR. Co.	its 10% guaranteed senior			7
8	(Formerly GMO RR. Co.)	notes due December 15, 1984.	688 (1)	Joint	8
9					9
10	KCS Ry. Co.				10
11	M-K-T RR. Co.				11
12	Mo. Pac. RR. Co.				12
13	St. LSF Ry. Co. (BN, Inc.)				13
14	Union Pac. RR. Co.)				14
15	N&W Ry. Co.				15
16		(1) Respondent is obligated along			16
17		with other proprietary			17
18		companies for payment of			18
19		principal and interest,			19
20		subject to a limit of the			20
21		liability of each railroad			21
22		to 25% of the principal			22
23		amount of the Notes, plus			23
24		interest and other charges			24
25		payable with respect to 25%			25
26		of such principal amount.			26
27		Respondent's primary			27
28		liability is \$229.			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	Finance Dockets	Northwest Chemco, Inc.	Approximately	\$58,748	1
2	26371 and 26372:	(Formerly named Chicago	plus contingent		2
3	(1) The sellers	and North Western Railway	liabilities		3
4	remain liable on a	Company) and certain of its	(excluding Kansas		4
5	substantial	selling subsidiaries.	City Terminal		5
6	portion of the		Railway Co.) listed		6
7	obligations		in Section 1 above		7
8	assumed by		and those listed		8
9	respondent.		in Schedule 500.		9

NOTES AND REMARKS

501. GUARANTIES AND SURETYSHIPS

(a)	(b)	(c)	(d)
(Continuation of Item 2, Schedule 501)			
(2) Guaranty by letter dated April 20, 1972, in compliance with Condition 5 of Report served March 20, 1972.	Northwest Industries, Inc.		
(a) Illinois Terminal Railroad Company, First Mortgage 4-5/8% Sinking Fund Bonds, Series A, due December 1, 1987.		\$412	
(b) Illinois Terminal Railroad Company, annual rental payable under Section 4.01 (a) of Railroad Agreement, dated as of October 14, 1958, between Illinois Terminal Railroad Company and City of Venice, Illinois.		\$ 23	

NOTES AND REMARKS

BLANK

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 disclosed below.
5. Compensating balance arrangements are sufficiently material to require disclosure in footnotes when the aggregate of written and oral agreement balances amount to 15 percent or more of liquid assets (current cash balances, restricted and unrestricted plus marketable securities).
6. When a carrier is not in compliance with a compensating balance requirement, that fact should be disclosed along with stated and possible sanctions whenever such possible sanctions may be immediate (not vague or unpredictable) and material.

- | | |
|--|-----------------|
| 1) Compensating Balances in Current Assets | <u>\$ 5,000</u> |
| 2) Short Term lines of credit convertible by
borrower to long-term debt - | |
| a) Unused | <u>\$50,000</u> |
| 3) Maximum Amount that was used during the year. | <u>None</u> |
| 4) No time deposits or certificates of deposit
not included elsewhere. | |
| 5) Compensating balances are not legally
restricted, | |

510. INSTRUCTIONS CONCERNING RETURNS IN SCHEDULE

Give particulars of the various issues of securities of the respondent and disclose the name and address of the creditor, the character (nature) of the debt, nature of the security, if any, the date of origin, the date of maturity, the total amount of the debt, the rate of interest, and the total amount of interest to be paid. Include a copy of any and all restrictive covenants attached to the indebtedness. Where such indebtedness is widely held, such as bonds and debentures, provide the name of the trustee in place of the creditor.

Accounts to be considered in completing this schedule

- 765, Funded Debt Unmatured
- 766, Equipment Obligations
- 767, Receivers' and Trustees' Securities
- 768, Debt in Default
- 769, Accounts Payable, Affiliated Companies

In column (a) show the symbol and name and account number of each bond or other obligation according to the following designations in the numerical order given, and give a total for each such numerical alphabetical and each numerical group and for each account.

(1) MORTGAGE BONDS

- (a) With fixed interest
- (b) With contingent interest

(2) COLLATERAL TRUST BONDS

- (a) With fixed interest
- (b) With contingent interest

(3) UNSECURED BONDS (Debentures)

- (a) With fixed interest
- (b) With contingent interest

(4) EQUIPMENT OBLIGATIONS

- (a) Equipment securities (Corporation)
- (b) Equipment securities (Receivers' and Trustees')
- (c) Conditional or deferred payment contracts

(5) MISCELLANEOUS OBLIGATIONS**(6) RECEIVERS' AND TRUSTEES' SECURITIES (Other than equipment obligations)****(7) SHORT-TERM NOTES IN DEFAULT**

Indicate in the description or by footnote the property pledge for each issue, stating assets covered by first lien and by junior lien.

If an issue is a serial issue, state amount due annually. If amounts are not due regularly, give full particulars.

If an issue is an income bond, the interest rate shown should be the maximum rate specified by the indenture. State in the description or by footnote the amount of interest that is contingent, the percent paid for the current year, and the aggregate percent of contingent interest unpaid at the beginning and end of the year.

If any issue is in default, indicate the date of the first default, payments of interest made during the current year, and total amount of interest in default at beginning and end of the year.

If any issue contains a conversion feature, call feature, or is subject to a sinking fund provision prior to maturity, describe particulars in footnotes.

510. DEBTHOLDINGS - CONTINUED

Line No.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1	765-Funded Debt Unmatured				
2	(1) Mortgage Bonds and Notes				
3	(a) With Fixed Interest				
4					
5	C&NW Ry. Co. First				
6	Mortgage Bonds -	First Natl. Bank of Chgo.			
7	Series B	Chicago, IL	54,000	-	20,583
8	Note (1)				
9					
10	M&StL Ry. Co. First	First Natl. Bank of Chgo.			
11	Mortgage Bonds	Chicago, IL	17,442	839	1,297
12	Note (2)				
13					
14	CGW Ry. Co. First	Morgan Guaranty Trust Co.			
15	Mortgage Bonds	New York, NY			
16	Series A		19,130	-	3,236
17	Note (3)				
18					
19	Western Railroad Proper-	Citibank, N.A.			
20	ties, Inc. Wyoming Coal	New York, NY			
21	Project Debt - Note (4)				
22	Nonrecourse to parent		83,818	-	83,818
23	company				
24	Recourse to parent co.		25,000	-	25,000
25					
26	Midwestern Railroad	Contl. Ill. Natl. Bk. and			
27	Properties, Inc	First Natl. Bk. of Chgo.			
28	General Mortgage	Chicago, IL			
29	Notes A & B - Note (5)		93,000	-	93,000
30					
31					
32	Total (1)		292,390	839	226,934
33					
34					
35					
36					
37					
38					
39					
40					
41	Notes: 1. First lien on substantially all of the Company's real and tangible personal				
42	property (except as otherwise described below and in some of these cases it				
43	constitutes a junior lien) and stock of North Western Leasing Company.				
44					
45	2. First lien on substantially all of the real and tangible personal property				
46	of what was formerly the Minneapolis and St. Louis Railway Company and on				
47	subsequent additions thereto.				
48					
49					
50					

510. DEBTHOLDINGS - CONTINUED

DATE OF ISSUE (f)	DATE OF MATURITY (g)	INTEREST			L i n e N o.
		RATE (h)	ACCRUED DURING YEAR (i)	PAID DURING YEAR (j)	
					1
					2
					3
					4
					5
					6
01/01/45	01/01/89	3%	661	693	7
					8
					9
					10
10/01/60	11/01/85	6	157	153	11
					12
					13
					14
					15
01/01/38	01/01/88	4	131	129	16
					17
					18
					19
					20
					21
06/15/83	09/15/98	Note (A)	443	427	22
					23
06/15/83	09/15/98	Note (A)			24
					25
					26
					27
					28
06/15/83	05/15/93	Note (A)	5,509	4,102	29
					30
					31
			6,901	5,504	32
					33
					34
					35
					36
					37
					38
					39
					40
Notes: 3. First lien on substantially all of the real and tangible personal property of what was formerly Chicago Great Western Railway Co. and on subsequent additions thereto.					41
					42
					43
					44
4. First lien on project property.					45
					46
5. Senior liens - property purchased from former Rock Island Railroad and on subsequent additions thereto. First lien on certain property of C&NW and prior lien on substantially all other C&NW property.					47
					48
					49
					50

510. DEBTHOLDINGS - CONTINUED

Line No.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1	(3) Misc. Obligations:				
2	(a) With Fixed Interest:				
3					
4	Matl. Distr. Center	Prud. Ins. Co. of America			
5		Newark, NJ	1,000	33	739
6	Cal.Ave. Coach Serv.Ctr.	Larwin Real. & Mtg. Tr.			
7		Beverly Hills, CA	2,800	138	1,637
8					
9	Rehabilitation of	Federal Financing Bank			
10	Rolling Stock &	Washington, DC	17,030	1,588	10,405
11	Work Equipment				
12	" " " "	" " "	20,744	1,809	13,761
13					
14	" " " "	" " "	20,590	1,479	18,761
15					
16	Reusable Material from				
17	Track Rehabilitation				
18	Program	" " "	6,192	1,453	3,436
19					
20	Unsecured Loan	First Natl. Bk. of Chgo.	5,000	-	5,000
21		Chicago, IL			
22					
23	(b) With Floating				
24	Interest				
25	Unsecured Loan	Credit Lyonnais	6,000	857	3,429
26		Chicago, IL			
27					
28					
29					
30	Unsecured Loan	Bank America National	8,000	-	8,000
31		Trust and Savings			
32					
33					
34	Unsecured Loan	Credit Lyonnais	4,000	800	2,400
35		Chicago, IL			
36					
37					
38					
39					
40					
41					
42					
43					
44					
45					
46					
47					
48					
49					
50					

510. DEBTHOLDINGS - CONTINUED

DATE OF ISSUE (f)	DATE OF MATURITY (g)	INTEREST			L i n e N o.
		RATE (h)	ACCRUED DURING YEAR (i)	PAID DURING YEAR (j)	
					1
					2
					3
					4
08/13/71	09/01/96	9.5	75	75	5
					6
02/01/72	03/01/87	9.5	176	176	7
					8
					9
04/18/78	03/01/89	9.142	1,120	1,232	10
					11
02/27/79	11/01/90	10.263	1,698	1,726	12
		9.111			13
05/27/80	05/01/92	to 14.974	2,513	2,538	14
					15
					16
					17
02/23/79	05/01/86	11.789	625	726	18
					19
09/24/81	09/25/85	16.5	791	825	20
					21
					22
					23
09/25/81	09/10/86	Note (A)	685	554	24
					25
					26
					27
					28
					29
05/18/82	05/15/92	Note (A)	894	1,202	30
					31
					32
					33
05/05/82	05/05/87	Note (A)	359	389	34
					35
					36
					37
					38
					39
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					44
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					46
					47
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					49
					50

510. DEBTHOLDINGS - CONTINUED

Line No.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1	Northwestern Leasing				
2	Co. Obligations:				
3					
4					
5					
6					
7	Note (B)	Amer. Natl. Bk. & Tr.			
8		Chicago, IL	244	6	-
9					
10	Superior Grain Elev.	Northwestern Mutual			
11		Life Insurance			
12		Minneapolis, MN	6,000	268	2,571
13					
14	Note (B)	Contl. Ill. Natl. Bk.			
15		Chicago, IL	1,500	30	-
16					
17	Proviso Piggyback Plaza	First Federal Savings &			
18		Loan of Wilmette			
19		Wilmette, IL	1,500	44	1,273
20					
21	Butler Dormitory	B. B. Cohen & Co.			
22		Chicago, IL	635	29	505
23					
24					
25					
26					
27					
28					
29					
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31					
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33					
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35					
36					
37					
38					
39					
40					
41					
42					
43					
44					
45					
46					
47					
48					
49					
50	TOTAL 765		393,625	9,373	298,851

510. DEBTHOLDINGS - CONTINUED

DATE OF ISSUE (f)	DATE OF MATURITY (g)	INTEREST			L i n e N o.
		RATE (h)	ACCRUED DURING YEAR (i)	PAID DURING YEAR (j)	
					1
					2
					3
					4
					5
					6
					7
12/30/68	01/15/84	6.75	1	1	8
					9
					10
12/15/64	01/01/92	5.4	161	161	11
		9.111			12
					13
03/10/75	03/15/84	Note (A)	13	14	14
					15
					16
					17
05/08/78	05/01/93	9.625	129	129	18
					19
					20
05/14/79	06/01/94	10.51	57	57	21
					22
					23
					24
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			16,198	15,309	50

510. DEBTHOLDINGS - CONTINUED

Line No.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1	766 Equipment Obligations.				
2	(4) Eqpt. Obligations				
3	(a) Eqpt. Securities	(Corp.) (Note B)			
4					
5	Trust - 1973	Contl. Ill. Natl. Bk.			
6		Chicago, IL	4,800	320	1,280
7					
8	Trust - 1974	First Natl. Bk. of Chgo.			
9		Chicago, IL	7,200	480	2,400
10					
11	Trust - 1st of 1975	" " " "	7,200	480	2,400
12					
13	Trust - 2nd of 1975	" " " "	7,725	515	3,090
14					
15	Trust - 3rd of 1975	" " " "	4,950	330	1,980
16					
17	Trust - 1st of 1976	" " " "	6,000	400	2,400
18					
19	Trust - 2nd of 1976	" " " "	7,500	500	3,500
20					
21	Trust - 1977	" " " "	4,500	300	2,400
22					
23					
24	Northwestern Leasing Co.				
25	Eqpt. Obligation				
26					
27	Trust - 1981	Aetna Casualty	12,730	1,273	10,184
28		Hartford, CT			
29					
30					
31					
32					
33					
34					
35					
36					
37	TOTAL EQUIPMENT SECURITIES		62,605	4,598	29,634
38					
39					
40					
41					
42					
43					
44					
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510. DEBTHOLDINGS - CONTINUED

DATE OF ISSUE (f)	DATE OF MATURITY (g)	INTEREST			L i n e N o.
		RATE (h)	ACCRUED DURING YEAR (i)	PAID DURING YEAR (j)	
					1
					2
					3
					4
					5
09/15/73	09/15/88	8.75	160	168	6
					7
09/15/74	09/15/89	10.5	338	353	8
					9
09/15/74	09/15/89	9.5	306	319	10
					11
03/15/75	03/15/90	9.0	334	348	12
					13
09/15/75	09/15/90	10.25	261	271	14
					15
09/15/75	09/15/90	10.0	308	320	16
					17
03/15/76	03/15/91	9.25	380	393	18
					19
05/01/77	05/01/92	8.25	231	235	20
					21
					22
					23
					24
					25
07/15/81	02/01/92	15.5	1,792	1,874	26
					27
					28
					29
					30
					31
					32
					33
					34
					35
					36
			4,110	4,281	37
					38
					39
					40
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					48
					49
			16,198	15,309	50

510. DEBTHOLDINGS - CONTINUED

Line No.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1	(c) Conditional or				
2	Deferred Payment				
3	Contracts -				
4					
5					
6	Note (B)	Ill. State Bk. of Chicago			
7		Chicago, IL	6,200	-	-
8					
9	"	Contl. Ill. Natl. Bk.			
10		Chicago, IL	6,505	-	-
11					
12	"	" " " "	7,630	508	1,527
13					
14					
15	"	First Natl. Bk. of Chgo.			
16		Chicago, IL	3,845	256	1,026
17					
18	"	" " " "	2,580	202	959
19					
20	"	" " " "	4,048	202	810
21					
22	"	Northern Trust Co.			
23		Chicago, IL	17,934	897	3,617
24					
25	"	First Natl. Bk. of Chgo.			
26		Chicago, IL	2,565	150	304
27					
28					
29					
30					
31					
32	"	Contl. Ill. Natl. Bk.			
33	"	Chicago, IL	3,891	-	-
34					
35					
36					
37					
38					
39					
40					
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42					
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510. DEBTHOLDINGS - CONTINUED

INTEREST

DATE OF ISSUE	DATE OF MATURITY	RATE	ACCRUED DURING YEAR	PAID DURING YEAR	L i n e N o.
(f)	(g)	(h)	(i)	(j)	
					1
					2
					3
					4
					5
					6
07/01/66	07/01/86	5.875	82	131	7
					8
07/15/66	09/01/85	6.25	49	72	9
					10
12/15/66	01/01/87	6.75	137	155	11
					12
					13
					14
					15
01/01/68	01/15/88	7.25	94	102	16
					17
03/01/68	06/15/88	7.0	87	95	18
					19
11/15/68	12/16/88	7.5	90	91	20
					21
					22
08/01/69	09/01/89	8.875	454	480	23
					24
					25
10/14/69	11/20/89	9.75	58	59	26
					27
					28
					29
					30
					31
					32
06/04/73	08/01/83	Note (A)	12	18	33
					34
					35
					36
					37
					38
					39
					40
					41
					42
					43
					44
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					48
					49
			16,198	15,309	50

510. DEBTHOLDINGS - CONTINUED

Line No.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1	Note (B)	Contl. Ill. Natl. Bk.			
2	"	Chicago, IL	6,145	446	1,794
3	"	" " " "	10,340	750	3,374
4	"				
5	"	First Natl. Bk. of Chgo.			
6	"	Chicago, IL	5,813	-	-
7	"				
8	"	Merc.Tr. & Safe Deposit Co.			
9	"	Baltimore, MD	11,117	741	3,335
10	"				
11	"	Contl. Ill. Natl. Bank			
12	"	Chicago, IL	1,565	-	-
13	"				
14	"				
15	"				
16	"				
17	"				
18	"	First Natl. City Bk. of NY			
19	"	New York, NY	677	68	34
20	"				
21	"				
22	"				
23	"	Contl. Ill. Natl. Bk.			
24	"	Chicago, IL	1,170	117	105
25	"	" " " "	6,656	832	2,496
26	"	" " " "	717	90	358
27	"				
28	"	C. C. Leasing Corp.			
29	"	Baltimore, MD	6,172	582	2,502
30	"				
31	"	First Natl. Bk. of Chgo.			
32	"	Chicago, IL	12,000	1,200	2,863
33	"				
34	"	Bank of America Natl.			
35	"	Trust & Savings Assoc.			
36	"	San Francisco, CA	10,000	-	10,000
37	"				
38	"	Iowa-Des Moines Natl. Bk.			
39	"	Des Moines, IA	600	100	125
40	"				
41	"	Seaway Natl. Bank			
42	"	Chicago, IL	1,000	100	600
43	"				
44	"				
45	"				
46	"				
47	"				
48	"				
49	"				
50	"				

510. DEBTHOLDINGS - CONTINUED

DATE OF ISSUE (f)	DATE OF MATURITY (g)	INTEREST			L i n e N o.
		RATE (h)	ACCRUED DURING YEAR (i)	PAID DURING YEAR (j)	
					1
07/01/73	03/15/89	Note (A)	282	284	2
07/01/73	12/15/89	Note (A)	515	517	3
					4
					5
01/01/74	12/15/88	Note (A)	243	256	6
					7
					8
02/01/74	06/01/89	9.0	414	417	9
					10
					11
06/14/74	12/15/83	Note (A)	7	8	12
					13
					14
					15
					16
					17
					18
04/15/74	01/01/85	Note (A)	16	12	19
					20
					21
					22
					23
12/24/75	12/15/86	Note (A)	38	39	24
02/23/79	11/15/87	Note (A)	411	423	25
12/16/80	11/15/88	Note (A)	54	55	26
					27
					28
04/01/76	07/01/88	Note (A)	447	491	29
					30
					31
12/22/76	09/12/87	Note (A)	560	566	32
					33
					34
					35
10/13/81	12/07/91	Note (A)	1,550	1,550	36
					37
					38
04/01/80	01/01/86	Note (A)	30	24	39
					40
					41
12/15/80	12/15/90	Note (A)	98	98	42
					43
					44
					45
					46
					47
					48
					49
			16,198	15,309	50

510. DEBTHOLDINGS - CONTINUED

Line No.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1	Note (B)	Contl. Ill. Natl. Bank			
2		Chicago, IL	11,566	76	-
3	"	" " " "	3,415	248	575
4	"	" " " "	9,510	716	-
5	"	" " " "	3,048	-	-
6	"	" " " "	8,268	827	1,052
7	"	" " " "	1,364	-	-
8	"	" " " "	2,368	334	-
9	"	" " " "	8,862	886	2,365
10	"	" " " "	1,082	151	-
11	"	" " " "	2,056	294	294
12	"	" " " "	10,618	1,062	5,206
13	"	" " " "	1,928	275	551
14	"	" " " "	3,349	478	1,435
15	"	" " " "	4,918	703	2,810
16	"	First Natl. Bk. of Chgo.			
17	"	Chicago, IL	7,511	751	6,197
18					
19	"	Chemical Bank, Chicago, IL	1,504	-	1,504
20	"	" " " "	3,496	-	3,496
21					
22	"	Contl. Ill. Natl. Bk.			
23	"	Chicago, IL	3,196	319	2,558
24	"	" " " "	1,804	258	1,289
25					
26	"	Citibank N.A., New York, NY	13,500	2,000	10,500
27					
28	"	Northwestern Natl. Bk. Mpls.			
29	"	Minneapolis, MN	3,000	429	2,143
30					
31	"	IBM - Chicago, IL	585	-	-
32	"	" " " "	555	-	-
33	"	" " " "	142	-	-
34	"	Contl. Ill. Natl. Bk., Chgo, IL	1,000	333	500
35	"	" " " " " " " "	250	83	146
36	"	" " " " " " " "	6,864	514	6,351
37	"	" " " " " " " "	3,136	335	2,801
38					
39	"	Marine Midland Bk., NY, NY	3,560	89	3,471
40					
41	"	IBM, Chicago, IL	107	33	74
42					
43	"	Commerica Bk., Detroit, MI	3,560	89	3,471
44					
45	"	1st Natl. Bk., St. Paul, MN	3,560	-	3,560
46					
47	"	European Amer. Bk., Chgo. IL	2,920	-	2,920
48					
49	TOTAL CHICAGO AND NORTH WESTERN TRANSPORTATION				
50	CONDITIONAL SALES		261,772	18,524	101,098

510. DEBTHOLDINGS - CONTINUED

DATE OF ISSUE	DATE OF MATURITY	INTEREST			L i n e N o.
		RATE	ACCRUED DURING YEAR	PAID DURING YEAR	
(f)	(g)	(h)	(i)	(j)	
					1
06/14/74	03/15/84	Note (A)	84	90	2
07/01/73	06/15/87	Note (A)	109	110	3
02/10/75	12/15/84	Note (A)	146	147	4
12/24/75	12/15/83	Note (A)	26	28	5
01/27/76	12/15/86	Note (A)	289	295	6
06/22/76	12/15/83	Note (A)	10	11	7
03/30/77	12/15/84	Note (A)	60	61	8
06/30/77	12/15/87	Note (A)	435	440	9
11/30/77	12/15/84	Note (A)	27	28	10
03/20/78	12/15/85	Note (A)	86	87	11
02/23/79	11/15/89	Note (A)	748	762	12
10/22/79	11/15/86	Note (A)	106	110	13
02/15/80	11/15/87	Note (A)	237	243	14
09/21/81	11/15/88	Note (A)	445	460	15
					16
03/10/82	12/15/93	Note (A)	780	788	17
					18
03/15/82	02/15/92	Note (A)	172	152	19
03/15/82	02/15/89	Note (A)	399	352	20
					21
					22
03/19/82	12/15/92	Note (A)	337	337	23
06/22/82	12/15/89	Note (A)	187	187	24
					25
03/01/82	12/31/89	Note (A)	1,436	1,078	26
					27
					28
06/24/82	07/15/87	Note (A)	285	379	29
					30
11/01/82	11/01/85	15.75	22	22	31
12/01/82	12/01/85	15.75	21	28	32
12/01/82	12/01/85	15.75	5	7	33
03/15/83	03/15/86	Note (A)	70	50	34
07/15/83	08/15/86	Note (A)	10	7	35
12/29/83	03/15/94	Note (A)	-	-	36
09/22/83	03/15/91	Note (A)	28	24	37
					38
11/15/83	08/15/94	Note (A)	106	54	39
					40
10/01/83	10/01/86	13.75	4	3	41
					42
12/22/83	07/15/94	Note (A)	-	-	43
					44
12/27/83	11/15/94	Note (A)	-	-	45
					46
12/28/83	12/01/93	Note (A)	-	-	47
					48
					49
			12,398	12,283	50

510. DEBTHOLDINGS - CONTINUED

Line No.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1	Leases Capitalized Under				
2	FAS 13:				
3	Escanaba Ore Dock	City of Escanaba			
4		Escanaba, MI	16,000	-	9,535
5	Note (B)	CI General Equipment			
6		Chicago, IL	884	139	73
7	"	Contl. Ill. Natl. Bk.			
8		Chicago, IL	1,696	268	143
9	"	Amer. Natl. Bank			
10		Chicago, IL	1,603	133	881
11	"	"	1,070	89	588
12	"	Contl. Ill. Natl. Bk.			
13		Chicago, IL	557	90	48
14	"	"	1,362	145	572
15	"	Bankers Trust Co.			
16		New York, NY	5,926	757	-
17	"	First Chicago Leasing			
18		Chicago, IL	1,130	-	-
19	"	Borg Warner Equities Corp.			
20		Chicago, IL	3,620	120	2,714
21	"	" " " "	1,962	268	220
22	"	Pepsico Leasing Corp.			
23		Lexington, MA	1,868	245	272
24	"	" " " "	547	69	118
25	"	Contl. " Leasing Corp.			
26		Chicago, IL	790	102	174
27	"	Intl. Paper Credit			
28		New York, NY	207	26	-
29	"	" " " "	54	9	-
30	"	Borg Warner Credit Corp.			
31		Chicago, IL	328	50	41
32	"	Chandler Leasing			
33		Chicago, IL	329	54	14
34	"	Availco Equity Corp.			
35		Boca Raton, FL	2,214	329	395
36	"	Contl. Ill. Leasing Corp.			
37		Chicago, IL	1,273	97	779
38	"	" " " "	3,910	547	1,246
39	"	Great Amer. Life Ins. Co.			
40		Los Angeles, CA	597	45	376
41	"	Contl. Ill. Leasing Co.			
42		Chicago, IL	478	36	311
43	"	" " " "	97	8	71
44	"	Contl. Ill. Natl. Bk.			
45		Chicago, IL	8,238	185	2,053
46	"	" " " "	9,559	214	2,497
47					
48					
49					
50					

510. DEBTHOLDINGS - CONTINUED

DATE OF ISSUE (f)	DATE OF MATURITY (g)	INTEREST			L i n e N o.
		RATE (h)	ACCRUED DURING YEAR (i)	PAID DURING YEAR (j)	
					1
					2
					3
03/01/68	10/01/96	5.0-6.5	632	727	4
					5
05/23/77	05/23/85	8.5	24	25	6
					7
06/30/77	06/30/85	8.5	48	48	8
					9
02/01/77	10/01/89	9.25	100	102	10
01/01/77	10/01/89	9.25	68	68	11
					12
08/31/77	06/30/85	8.5	16	16	13
12/28/77	02/10/88	9.0	70	72	14
					15
03/01/72	11/01/84	8.75	102	112	16
					17
03/15/74	12/15/83	8.125	8	8	18
					19
07/15/75	01/15/2000	10.75	308	314	20
12/01/75	09/01/85	10.25	64	66	21
					22
01/01/76	10/01/85	10.25	62	68	23
07/01/76	04/01/86	10.25	22	23	24
					25
07/15/76	06/15/86	10.0	32	33	26
					27
12/20/76	09/20/84	9.5	4	5	28
01/15/77	10/15/84	9.5	1	1	29
					30
09/01/77	09/01/85	10.25	12	12	31
					32
04/01/77	01/01/85	10.25	9	10	33
					34
08/01/78	01/01/86	9.25	80	83	35
					36
10/12/78	01/12/91	9.0	82	84	37
10/12/78	01/12/87	9.0	255	264	38
					39
08/01/78	09/15/90	9.0	40	41	40
					41
12/29/78	01/12/91	9.0	32	33	42
12/29/78	07/12/91	9.0	8	8	43
					44
06/30/67	10/03/97	6.75	157	162	45
08/01/67	03/13/98	6.75	191	196	46
					47
					48
					49
					50

510. DEBTHOLDINGS - CONTINUED

Line No.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1	Note (B)	Contl. Ill. Leasing Corp.			
2	"	Chicago, IL	654	45	458
3	"	" " " "	4,028	380	2,200
4	"	" " " "	936	86	545
5	"				
6	"	First Maryland Lease Corp.			
7	"	Baltimore, MD	3,591	470	1,566
8	"	" " " "	787	74	472
9	"	" " " "	376	50	182
10	"	" " " "	344	32	219
11					
12					
13	"	Borg Warner Leasing Corp.			
14	"	Chicago, IL	5,135	575	3,451
15	"				
16	"	ITT Industrial Credit Co.			
17	"	St. Paul, MN	4,358	289	3,486
18	"				
19	"	Connecticut Bank & Trust			
20	"	Hartford, CT	4,806	466	3,648
21	"				
22	"	C.I.T. Corp.			
23	"	Chicago, IL	61	17	13
24	"				
25	"	MDFC Equip. Leasing Corp.			
26	"	Long Beach, CA	1,714	85	1,526
27	"				
28	"	Neuberger & Berman Mgmt.			
29	"	New York, NY	762	63	657
30	"				
31	"	Corporate Capitol Grp. Inc.			
32	"	Chicago, IL	1,523	126	1,312
33	"				
34	"	Marine Midland Leasing			
35	"	Corp., Buffalo, NY	2,066	81	3,415
36	"				
37	"	Steiner Finance Corp.			
38	"	San Francisco, CA	3,496	44	2,022
39					
40	TOTAL LEASES CAPITALIZED UNDER FAS 13:		100,936	6,908	48,293
41					
42					
43	TOTAL CHICAGO AND NORTH WESTERN TRANSPORTATION				
44	CONDITIONAL SALES AND LEASES		362,708	25,432	149,391
45					
46					
47					
48					
49					
50					

510. DEBTHOLDINGS - CONTINUED

DATE OF ISSUE (f)	DATE OF MATURITY (g)	INTEREST			L i n e N o.
		RATE (h)	ACCRUED DURING YEAR (i)	PAID DURING YEAR (j)	
					1
03/01/78	07/12/91	10.0	56	57	2
03/01/78	04/12/89	9.0	245	252	3
03/01/78	07/12/89	10.0	77	79	4
					5
					6
02/22/79	09/30/87	10.25	236	236	7
02/22/79	09/30/89	10.25	60	60	8
12/31/79	12/30/87	10.25	27	27	9
12/31/79	12/30/89	10.25	28	28	10
					11
					12
					13
03/01/80	02/02/89	13.0	554	565	14
					15
					16
04/30/81	06/30/91	16.0	636	636	17
					18
					19
07/31/81	11/15/89	14.875	650	657	20
					21
					22
08/14/81	08/27/85	16.0	6	6	23
					24
					25
07/12/82	11/01/92	16.0	266	268	26
					27
					28
09/01/82	01/01/91	13.5	100	93	29
					30
					31
12/22/72	01/01/91	13.5	200	164	32
					33
					34
06/01/83	12/31/93	10.5	92	-	35
					36
					37
12/30/83	01/01/94	11.5	90	90	38
					39
			5,750	5,799	40
					41
					42
					43
			18,148	18,082	44
					45
					46
					47
					48
					49
					50

510. DEBTHOLDINGS - CONTINUED

Line No.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1	North Western Leasing Company Agreements:				
2	Obligations Capitalized Under FAS 13:				
3					
4	Note (B)	Mercantile Safe			
5		Deposit & Trust			
6		Baltimore, MD	4,686	664	-
7					
8	"	Marble Assoc.			
9		Chicago, IL	502	61	266
10	Conditional Payments:				
11	Hawker Siddeley Aircraft	Contl. Ill. Natl. Bk., Chgo., IL	1,777	222	889
12	Note (B)	" " " " " "	2,610	-	-
13	"	" " " " " "	3,200	400	1,600
14	"	" " " " " "	2,106	114	2,092
15	"	" " " " " "	1,253	125	877
16					
17	"	Marine Midland Bk., NY, NY	1,440	36	1,404
18	"	Comerica Bank, Detroit, MI	1,440	36	1,404
19					
20	"	1st Natl. Bk., St. Paul	1,440	-	1,440
21					
22	"	European Amer. Bk., Chgo., IL	2,080	-	2,080
23	"	First Natl. Bk. of Chicago	2,000	760	1,240
24		Chicago, IL			
25					
26	Security Agreement	First Natl. Bk. of Chicago	4,489	561	3,507
27		Chicago, IL			
28	" "	European Amer. Bk., Chgo., IL	5,700	-	5,700
29					
30	TOTAL NORTH WESTERN LEASING CO.		34,723	2,979	22,499
31					
32	North Western Locomotive Co.				
33	Note (B)	Cont. Ill. Natl. Bk.			
34		Chicago, IL	11,829	1,478	7,393
35					
36	NW Railquip Agreement				
37	Note (B)	Northern Trust Co.			
38		Chicago, IL	18,898	-	-
39					
40	TOTAL CONDITIONAL SALES AND LEASES		428,158	29,889	179,283
41					
42					
43	TOTAL 766 EQUIPMENT OBLIGATIONS		490,763	34,487	208,917
44					
45					
46					
47					
48					
49					
50	GRAND TOTAL		884,388	43,860	507,768

510. DEBTHOLDINGS - CONTINUED

INTEREST

DATE OF ISSUE	DATE OF MATURITY	RATE	ACCRUED DURING YEAR	PAID DURING YEAR	L i n e N o.
(f)	(g)	(h)	(i)	(j)	
					1
					2
					3
					4
03/30/70	12/30/84	10.5	109	110	5
					6
					7
09/12/80	12/12/88	13.5	48	49	8
					9
12/20/79	11/15/88	Note (A)	134	137	10
08/15/80	05/15/83	Note (A)	16	22	11
08/15/80	11/15/88	Note (A)	243	247	12
12/30/80	01/01/94	12.5	280	284	13
11/03/81	11/15/91	Note (A)	122	126	14
					15
08/15/83	08/15/94	Note (A)	57	22	16
09/20/83	07/15/94	Note (A)	43	8	17
					18
12/27/83	11/15/94	Note (A)	3	-	19
					20
12/28/83	12/01/93	Note (A)	3	-	21
12/15/83	12/01/94	Note (A)	2	-	22
					23
					24
					25
					26
12/22/82	02/15/91	Note (A)	472	425	27
12/10/82	12/01/92	Note (A)	468	424	28
			2,000	1,854	29
					30
					31
					32
03/30/81	11/15/89	Note (A)	1,105	1,139	33
					34
					35
					36
03/01/69	03/01/89	8.75	467	670	37
					38
			21,720	21,745	39
					40
					41
			25,830	26,026	42
					43
					44
					45
					46
					47
					48
			42,028	41,335	49
					50

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NOTES AND REMARKS

Note (A) Interest rate floats with current Prime, LIBOR, OIBO, Eurodollar or Certificate of Deposit rate, or combinations of these, plus margins, or a specified bank rate, and is generally subject to change at each payment date.

Note (B) These obligations cover various locomotives, freight cars and other transportation equipment, and maintenance equipment.

NOTES AND REMARKS

NOTES TO SCHEDULE 510 - DEBTHOLDINGS (CONTINUED)

RESTRICTIVE COVENANTS

The following mortgage restrictive covenants were filed with the 1977 Corporate Disclosure Report and are incorporated herein by reference:

Company	Description	Article	Pages
C&NW	Mortgage	V	99-115
		VI	116-125
		IX	163-165 & 169
C&NW	Third Supplemental Indenture		1-9
C&NW	Assumption Agreement & Seventh Supplemental Indenture		1-7
M&StL	Mortgage	IV	39-47
		VIII	65-66 & 71
	First Supplemental Indenture (10-1-60)		1-3
			6-11
	Second Supplemental Indenture (6-1-72)		1-5
CGW	First Mortgage	V	72-91
		XIII	160-161 & 166
	Supplement Assumption Agreement and Supplemental Indenture (7-1-68)		1-6
	Assumption Agreement and Supplement Indenture (6-1-72)		1-9

NOTES AND REMARKS

The following restrictive covenants were filed with the 1978 Corporate Disclosure Report and are incorporated herein by reference:

<u>Company</u>	<u>Description</u>	<u>Article</u>	<u>Pages</u>
C&NW	Mortgage and Security Agreement - Federal Railroad Administration	II V	23-25 28-32
	Financing Agreement related to Mortgage and Security Agreement - Federal Railroad Administration	VIII	33-38

The following restrictive covenants were filed with the 1979 Corporate Disclosure Report and are incorporated herein by reference:

<u>Company</u>	<u>Description</u>	<u>Article</u>	<u>Pages</u>
C&NW	Financing Agreement related to Mortgage and Security Agreement - Federal Railroad Administration	IX	32C-38
	Financing Agreement related to Mortgage and Security Agreement - Federal Railroad Administration	VIII	31C-37

The Mortgage and Security Agreement submitted with the 1978 Corporate Disclosure Report covers the above Federal Railroad Administration Agreements.

NOTES AND REMARKS

NOTES TO SCHEDULE 510 - DEBTHOLDINGS (CONTINUED)

The following restrictive covenants were filed with the 1980 Corporate Disclosure Report and are incorporated herein by reference:

<u>Company</u>	<u>Description</u>	<u>Article</u>	<u>Pages</u>
C&NW	Financing Agreement related to the Mortgage and Security Agreement - Federal Railroad Administration	VIII	35-42

The following restrictive covenants were filed with the 1981 Corporate Disclosure Report and are incorporated herein by reference:

<u>Company</u>	<u>Description</u>	<u>Article</u>	<u>Pages</u>
C&NW	Term Loan Agreement - First National Bank of Chicago	III	4

The following new restrictive covenants are attached:

<u>Company</u>	<u>Description</u>	<u>Article</u>	<u>Pages</u>
MRPI	Loan Agreement - Continental Illinois National Bank and Trust Company of Chicago and First National Bank of Chicago, as Co-agents and changes by February 27, 1984 letter agreement.	II VI	10-14 50-64

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&E -

SECTION 2.3.2 Required Payments on Basis of Consolidated Net Income. Borrowers shall, on the first Quarterly Payment Date occurring more than 89 days after the end of each Fiscal Year of C&NW in which the Consolidated Net Income of C&NW and its Subsidiaries exceeds \$50,000,000, make a payment of the unpaid principal amount of the Notes in an amount equal to 20% of the amount by which the Consolidated Net Income of C&NW and its Subsidiaries exceeds \$50,000,000; provided that

(a) Borrowers shall not be required to make any such payment with respect to any Fiscal Year of C&NW prior to the Fiscal Year in which the first quarterly payment of principal pursuant to Section 2.3.1 is required to be made; and

(b) after the aggregate amount of all payments made pursuant to this Section 2.3.2 equals 20% of the aggregate original principal amount of the Notes, the Borrowers shall be required under this Section 2.3.2 to make payments of the unpaid principal amount of the Notes in an amount equal to 10% of the amount by which the Consolidated Net Income of C&NW and its Subsidiaries for any Fiscal Year exceeds \$50,000,000 (such reduced percentage also being applicable to the portion of any payment required under this Section 2.3.2 in excess of the payment which, when added to prior payments under this Section, results in the aggregate amount of all payments under this Section 2.3.2 equalling 20% of the aggregate original principal amount of the Notes); and

(c) for the purpose of computing the Consolidated Net Income of C&NW and its Subsidiaries under this Section 2.3.2, the following items shall be excluded:

(i) any book gain realized by C&NW or any Subsidiary, in accordance with generally accepted accounting principles, in connection with any sale, conveyance, assignment, transfer or other disposition of any Commuter Service Assets to the Regional Transportation Authority or any other Person other than a Subsidiary of

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

C&NW if and to the extent that the gross proceeds received by C&NW or any Subsidiary in connection with such sale, conveyance, assignment, transfer or other disposition exceeds \$500,000, or the gross proceeds received by C&NW or any Subsidiary in connection with any such sale, conveyance, assignment, transfer or other disposition, plus the aggregate amount of the gross proceeds received by C&NW and Subsidiaries in connection with all prior such sales, conveyances, assignments, transfers and other dispositions, exceeds \$1,000,000 (any such sale(s), conveyance(s), assignment(s), transfer(s) or disposition(s) the proceeds of which (or such portion thereof) are excluded from the computation of Consolidated Net Income pursuant to this clause (i) is (are) herein called an "RTA Sale"); and

(ii) any book net income or loss of Western Railroad Properties, Incorporated, a Delaware corporation, all of the capital stock of which is owned by C&NW (herein called "Western"), as determined in accordance with generally accepted accounting principles.

SECTION 2.3.3 Required Payments in Connection with RTA Sales.
Borrowers shall:

(a) on the first Quarterly Payment Date occurring after the consummation of each RTA Sale, make a payment of the unpaid principal amount of the Notes in an amount equal to 20% of the gross proceeds received in cash or Cash Equivalent Investments by C&NW and any Subsidiary in connection with such RTA Sale; and

(b) on each Quarterly Payment Date thereafter, make a payment of the unpaid principal amount of the Notes in an amount equal to 20% of the gross proceeds, if any, received in cash or Cash Equivalent Investments by C&NW and any Subsidiary in connection with such RTA Sale between the preceding Quarterly Payment Date and such Quarterly Payment Date;

provided that:

(1) the aggregate amount of the payments of the Notes required to be made by Borrowers pursuant to this Section 2.3.3 shall be limited to \$15,000,000, less

(A) \$15,000,000, multiplied by

(B) a fraction,

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

(1) the numerator of which is \$22,000,000 minus the aggregate outstanding principal amount of the North Western First Mortgage Bonds on the Quarterly Payment Date on which the payment pursuant to this Section 2.3.3 is required (or would be required but for the application of this clause (i)), but excluding the aggregate principal amount of North Western First Mortgage Bonds held in treasury by C&NW or held by any Subsidiary (including Western), and

(2) the denominator of which is \$22,000,000;

(ii) Borrowers shall only be required to make a payment of the unpaid principal amount of the Notes pursuant to this Section 2.3.3 if and to the extent that, on the Quarterly Payment Date on which such payment would otherwise be required:

(A) the aggregate amount of all payments theretofore and then required to be made pursuant to this Section 2.3.3 (giving effect to the limitation contained in clause (i), above, but disregarding any prior application of this clause (ii)), exceeds

(B) the aggregate outstanding principal amount of the North Western First Mortgage Bonds on the Closing Date, excluding the aggregate principal amount of North Western First Mortgage Bonds held in treasury by C&NW or held by any Subsidiary (including Western), minus the aggregate outstanding principal amount of the North Western First Mortgage Bonds on the Quarterly Payment Date on which the payment pursuant to this Section 2.3.3 is required (or would be required but for the application of this clause (ii)), excluding the aggregate principal amount of North Western First Mortgage Bonds held in treasury by C&NW or held by any Subsidiary (including Western), multiplied by 15/22; and

(iii) Borrowers may, in lieu of making any payment of the Notes required by this Section 2.3.3 and on or before the Quarterly Payment Date on which such payment would be required hereunder, make an irrevocable deposit of an amount at least equal to the amount which would otherwise be required to be paid on the Notes by this

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

Section 2.3.3 with Disbursement Agent, either Co-Agent, the Regional Transportation Authority (if permitted by law and under circumstances satisfactory to the Co-Agents in their sole discretion), or any other escrow agent or trustee satisfactory to Co-Agents, pursuant to written instructions satisfactory in all respects to Co-Agents and Co-Agents' special counsel, to be applied exclusively to the prepayment, purchase or other retirement of the North Western First Mortgage Bonds or to the defeasance of the North Western First Mortgage in a principal amount at least equal to the amount which would otherwise be required to be paid on the Notes pursuant to this Section 2.3.3; provided, however, that if, at the end of the month immediately preceding any Quarterly Payment Date, the Consolidated Working Capital of C&NW and Subsidiaries is less than \$1,000,000:

(A) the balance of all deposits theretofore made pursuant to this clause (iii) which has not been applied (subject to clause (B)(2), below) to the prepayment, purchase or other retirement of the North Western First Mortgage Bonds or to the defeasance of the North Western First Mortgage prior to the date 45 days after such Quarterly Payment date shall be applied to the payment of the outstanding principal amount of the Notes on or before the date 45 days after such Quarterly Payment Date; and

(B) on and after such Quarterly Payment Date (1) no deposit pursuant to this clause (iii) will be permitted in lieu of payment of the Notes pursuant to this Section 2.3.3 and (2) if and to the extent that the North Western First Mortgage does not then encumber the Commuter Service Assets with respect to which the RTA Sale proceeds then on deposit pursuant to this clause (iii) relate, no application of funds on deposit pursuant to this clause (iii) to the prepayment, purchase or retirement of the North Western First Mortgage Bonds or to the defeasance of the North Western First Mortgage will be made or permitted.

SECTION 2.3.4 Required Payment in Connection with Abandonment or Other Disposition of Lines of Railroad. In the event that Borrowers dispose of, or abandon authority to operate over, any line of railroad in a transaction constituting a "Payoff Transaction" as defined in Section 4.12 of the Mortgages, Borrowers shall, on the first Quarterly Payment Date occurring after the date of any such Payoff Transaction, make the payment

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

of the unpaid principal amount of the Notes in the amount required by Section 4.12 of the Mortgages.

SECTION 2.3.5 Required Payment of Money Deposited under Mortgages. If the aggregate of the amounts on deposit with the Depository Agent (as defined in the Mortgages) under Section 4.16 of the Mortgages exceeds \$5,000,000 at any time or from time to time for a period of ninety consecutive days, Borrowers shall not be permitted to withdraw such excess and such Depository Agent shall, on the first Quarterly Payment Date occurring after the end of any such ninety-day period, apply the amount of such excess to the payment of the unpaid principal amount of the Notes in an amount equal to the amount by which the aggregate amount of such deposits exceeds \$5,000,000 on the date of determination (such date of determination being the close of business on the ninetieth consecutive day such deposits exceeded \$5,000,000).

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SECTION 6.2.1 Business Activities. Borrowers will not, and will not permit any Restricted Subsidiary to, engage in any field of business, except the businesses in which they were engaged on or prior to December 31, 1982, and in activities incidental or related thereto, provided that:

(a) MRPI may purchase the New Track in accordance with the terms and conditions of the Purchase Agreement and lease the New Track to C&NW in accordance with the terms and conditions of the Lease, and, subject to the terms, conditions and provisions of this Agreement, the Mortgages, the Pledge Agreement and the other Instruments executed pursuant hereto, may acquire lines of railroad and track, trackage rights and other property reasonably incidental to the New Track, lease such additional lines of railroad and track, trackage rights

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NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

and other property to C&NW and abandon and otherwise dispose of its property in the ordinary course of business;

(b) any Restricted Subsidiary which did not exist, or which was not a Restricted Subsidiary, or which conducted no business, on December 31, 1982, may engage in any field of business engaged in by C&NW and Subsidiaries on or prior to December 31, 1982, and activities incidental or related thereto; and

(c) C&NW or any Restricted Subsidiary (other than MRPI) may acquire the assets or stock or other evidence of ownership of or an interest in a Trucking Subsidiary or a Diversification Subsidiary, and thereafter engage in the business of such Subsidiary, subject to the conditions and limitations contained in clauses (d) and (e), respectively, of Section 6.2.7.

SECTION 6.2.2 Indebtedness. Borrowers will not, and will not permit any Subsidiary to, create, incur or assume or otherwise become liable for any "Restricted Indebtedness" (as hereinafter defined), if, after giving effect to the creation, incurrence or assumption of such Restricted Indebtedness, the aggregate outstanding amount of the Restricted Indebtedness of Borrowers and Subsidiaries exceeds

(a) 225% of Equity at any date of determination during the period beginning on and including the date of this Agreement and ending on and including February 29, 1988, and

(b) 200% of Equity at any date of determination on or after March 1, 1988;

provided that, in determining compliance with the foregoing covenant, the amounts included in Equity and aggregate outstanding Restricted Indebtedness shall be determined as of the end of the month immediately preceding the date of the creation, incurrence or assumption of such additional Restricted Indebtedness by at least fifteen days, but giving effect to (x) the amount of Restricted Indebtedness the creation, incurrence or assumption of which is being tested hereunder and (y) the aggregate amount of all restricted payments (as defined in Section 6.2.4) declared, made or paid, and all other Restricted Indebtedness of the nature described in clauses (i), (iii), (v) and (vii), below, of this Section created, incurred or assumed, between such month end and the date of the creation, incurrence or assumption of the Restricted Indebtedness the creation, incurrence or assumption of which is being tested hereunder and (z) all merger and acquisition transactions of the type described in clauses (d), (e) and (f) of Section 6.2.7 occurring between

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

such month end and the date of the creation, incurrence or assumption of the Restricted Indebtedness the creation, incurrence or assumption of which is being tested hereunder.

For the purposes of this Section, "Restricted Indebtedness" shall include, as at any date of determination, without duplication:

(i) the Funded Debt of C&NW and Subsidiaries, determined in accordance with generally accepted accounting principles on a consolidated basis after eliminating all intercompany transactions, but, in any event, (A) including all Current Maturities (but not more than \$50,000,000 of Current Maturities) and (B) excluding Subordinated Debt;

(ii) the aggregate amount of:

(A) the unpaid portion of any obligation of C&NW or any Subsidiary to invest in Western, whether pursuant to the Participation and Loan Agreement, dated as of June 1, 1982, with respect to the Wyoming Powder River Basin Coal Transportation Project (herein called the "Powder River Project Participation Agreement"), and the "Project Documents", as defined therein, or otherwise,

(B) the unpaid portion of the obligation of C&NW to pay up to \$25,000,000 of Western's obligations for principal and interest and lease rentals after Western's coal transportation project commences revenue operations, but only from and after such commencement date (as determined in accordance with the Powder River Project Participation Agreement),

(C) other obligations of C&NW and Subsidiaries to Western, or for its account, referred to in the letter, dated June 24, 1983, from C&NW to the Banks with respect to Western (the "Western Disclosure Letter"), and any other obligation of C&NW and Subsidiaries for any liability of or with respect to Western, but only from and after the date that an amount for each such obligation is accrued on the balance sheet of C&NW and Subsidiaries in accordance with generally accepted accounting principles, and

(D) the maximum amount, reasonably estimated

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

in accordance with generally accepted accounting principles, of any other liability of Western hereafter incurred or assumed by C&NW or any Subsidiary;

(iii) Guaranties of C&NW and Subsidiaries, provided that there shall be excluded for the purposes of this definition the portion of any Guaranty which is the joint and several obligation of C&NW and one or more other Persons not Subsidiaries or Affiliates of C&NW and which is not the primary obligation of C&NW, provided, further, that, upon default in the payment or performance of such Guaranty or of the obligation guaranteed thereby, or any portion thereof, by, or in the event of the initiation of any bankruptcy, reorganization, dissolution or other case or proceeding by or against, any one or more other Persons liable for or under such Guaranty or for the performance of such primary obligation, the portion of the Guaranty or of the obligation guaranteed thereby which thereupon becomes payable by C&NW shall be deemed to be Restricted Indebtedness for the purposes of this Section;

(iv) the aggregate amount of the minimum payments required under all Unconditional Payment Obligations (as defined in Section 6.2.6), discounted to present value at the rate of 13% per annum;

(v) Indebtedness of C&NW to Subsidiaries (including Western) in each case to the extent of (A) the Indebtedness of C&NW to each Subsidiary, multiplied by (B) a fraction, the numerator of which is the amount or value of the proprietary interests or other evidence of ownership of such Subsidiary owned beneficially or of record by any Person other than C&NW, and the denominator of which is the total amount or value of all proprietary interests or other evidence of ownership of such Subsidiary outstanding on the date of determination;

(vi) other non-current liabilities and reserves of C&NW and Subsidiaries, determined in accordance with generally accepted accounting principles on a consolidated basis after eliminating all intercompany transactions, but excluding (A) deposits for industrial and rehabilitated trackage payable only from future receipts, (B) any other item included therein which is payable only from future receipts, (C) deferred credits (including the amount of government-financed capital expenditures less accumulated depreciation and

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

amortization), (D) the non-current portion of liabilities or reserves in connection with pension plans and (E) deferred income taxes; and

(vii) all Indebtedness (excluding prepaid interest thereon), whether or not so included as liabilities in accordance with generally accepted accounting principles, secured by a Security Interest in property owned or being purchased by C&NW or any Subsidiary, including, without limitation, Indebtedness arising under conditional sales or other title retention agreements, whether or not such Indebtedness shall have been assumed by C&NW or such Subsidiary;

provided that (1) the creation, incurrence or assumption of any Indebtedness referred to in clause (vi) by either Borrower or any Subsidiary shall not be considered a default hereunder and (2) Restricted Indebtedness of Diversification Subsidiaries shall not be included in determining the amount of Restricted Indebtedness outstanding nor the incurrence of any Restricted Indebtedness after the respective dates of each such Subsidiary's acquisition by C&NW except if and to the extent that C&NW or any Subsidiary (other than any Diversification Subsidiary) is liable, directly or indirectly, absolutely or contingently, in any manner whatsoever, for such Indebtedness. If any change in generally accepted accounting principles from those in effect on the date of this Agreement and applied by C&NW in preparing the financial statements referred to in clause (a) of Section 5.4 is required by the Financial Accounting Standards Board, or if C&NW changes its method of accounting for any of the items included in Restricted Indebtedness for any other reason consistent with generally accepted accounting principles, and any such change materially affects the computation of Equity or Restricted Indebtedness hereunder, Borrowers and Banks holding an aggregate Percentage of 54% or more (or, after the Closing Date, the Requisite Holders) shall agree upon an appropriate amendment to this Section to achieve an equitable result and restore the functional equivalence of this Section. Until such amendment is executed and delivered, calculations under this Section will be made in accordance with the generally accepted accounting principles in effect immediately prior to such material change.

SECTION 6.2.3 Security Interests. Borrowers will not, and will not permit any Subsidiary to, create, incur, assume or suffer to exist any Security Interest upon any of its property or assets, whether now owned or hereafter acquired, except:

(a) Security Interests in favor of Noteholders to secure the Notes and other Liabilities;

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

(b) Permitted Encumbrances (as defined in the Mortgages);

(c) Security Interests in property of C&NW (other than Accounts Receivable and Inventory) and Subsidiaries not subject to the Liens of the Mortgages; and

(d) Security Interests in Accounts Receivable or Inventory of C&NW which are permitted pursuant to Section 3.15 of the Mortgages;

provided, however, that the Borrower or Subsidiary the property of which is subject to any Security Interest permitted under this Section 6.2.3 shall set aside on its books from its earnings all such proper reserves for the payment of the sums secured by such Security Interest as shall be required in accordance with generally accepted accounting principles.

Subject to the other conditions, limitations and provisions contained in this Agreement, the Mortgages, the Pledge Agreement and the other Instruments executed pursuant hereto, C&NW may incur Indebtedness for borrowed money or in connection with the acquisition of property and may grant a Security Interest on or in all or substantially all of its lines of railroad and track and other property (herein called a "Consolidated Railroad Mortgage"), provided that:

(i) any Consolidated Railroad Mortgage shall be subject and subordinate in all respects to the liens and security interests of, and not violate the terms and conditions of, the Mortgages and all other Instruments executed pursuant hereto securing the Liabilities;

(ii) the New Track and all other properties and interests of MRPI, whenever acquired, the interest of C&NW in the Lease and the capital stock of MRPI shall not be subject to any such Consolidated Railroad Mortgage;

(iii) not less than 75% of the aggregate original principal amount of all Indebtedness secured by all Consolidated Railroad Mortgages shall be applied to the cost of acquisition of new railroad properties of C&NW or MRPI or to the repayment of Indebtedness for which C&NW and Subsidiaries (other than Trucking and Diversification Subsidiaries) are liable;

(iv) no amount of the principal of any Indebtedness secured by any Consolidated Railroad Mortgage shall be payable or paid unless and until at least 20% of the aggregate original principal amount of the Notes shall

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

have been paid and, thereafter, the aggregate amount of all payments of principal of Indebtedness secured by all Consolidated Railroad Mortgages shall not exceed that percentage of the aggregate original principal amount which is 20 percentage points less than the percentage repaid of the aggregate original principal amount of the Notes; and

(v) prior to incurring any Indebtedness which is proposed to be secured by a Consolidated Railroad Mortgage, C&NW shall give Co-Agents notice of any such proposed financing and the Banks, or any of them, shall have a right of first refusal to provide such financing on substantially equivalent terms.

SECTION 6.2.4 Restricted Payments, etc. Borrowers will not, and will not cause, permit or suffer any Subsidiary (other than Diversification Subsidiaries) to:

(a) declare, pay or make, or obligate itself to declare, pay or make, any dividend or distribution on any shares of capital stock of any class of either Borrower or any such Subsidiary (other than dividends or distributions payable in its common stock, or warrants to purchase its common stock) or apply (or permit any such Subsidiary to apply) any of its funds, property or assets to the purchase, redemption or other retirement of any shares of capital stock of Borrowers or any Subsidiary;

(b) pay or prepay any principal of, or make any payment of interest on, or redeem, purchase or otherwise acquire (or permit any such Subsidiary to purchase or otherwise acquire) any Subordinated Debt; or

(c) make any deposit for any of the foregoing purposes; each of the foregoing being herein called a "restricted payment", unless, immediately after giving effect to such restricted payment:

(i) no Default shall have occurred and be continuing; and

(ii) the aggregate amount of all restricted payments made after December 31, 1982, does not exceed, on the date of determination, an amount equal to \$30,000,000, plus or minus, as appropriate, 50% of the cumulative net earnings, or 100% of the cumulative net losses, of C&NW and Subsidiaries for the period January 1, 1983, through the end of the month immediately preceding the date of

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

such restricted payment by at least fifteen days, taken as a single accounting period; and

(iii) Consolidated Working Capital, as of the end of the month immediately preceding the date of such restricted payment by at least fifteen days, but giving effect to (x) such restricted payment, (y) the aggregate amount of all other restricted payments declared, made or paid, and all Restricted Indebtedness of the nature described in clauses (i), (iii), (v) and (vii) of the definition of "Restricted Indebtedness" contained in Section 6.2.2 created, incurred or assumed, between such month end and the date of such additional restricted payment and (z) all merger and acquisition transactions of the type described in clauses (d), (e) and (f) of Section 6.2.7 occurring between such month end and the date of such additional restricted payment, shall not be less than \$1,000,000; and

(iv) Equity, determined as of the end of the month immediately preceding the date of such restricted payment by at least fifteen days and including for the purpose of this clause (iv) not more than \$143,850,000 of preferred and preference share equity, but after giving effect to (x) any such restricted payment, (y) the aggregate amount of all other restricted payments declared, made or paid, and all Restricted Indebtedness of the nature described in clauses (i), (iii), (v) and (vii) of the definition of "Restricted Indebtedness" contained in Section 6.2.2 created, incurred or assumed, between such month end and the date of such additional restricted payment and (z) all merger and acquisition transactions of the type described in clauses (d), (e) and (f) of Section 6.2.7 occurring between such month end and the date of such additional restricted payment, shall not be less than the applicable amount set forth in the following table based upon the Fiscal Year of Borrowers in which the restricted payment is declared, paid or made:

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

<u>Fiscal Year</u> <u>January 1 - December 31</u>	<u>Minimum Equity</u>
1983	\$270,000,000
1984	270,000,000
1985	270,000,000
1986	295,000,000
1987	295,000,000
1988	295,000,000
1989	345,000,000
1990	345,000,000
1991	345,000,000
1992	345,000,000
Thereafter	370,000,000

and

(v) during any Fiscal Year (the "Current Fiscal Year") immediately succeeding a Fiscal Year in which the net losses of C&NW and Subsidiaries exceed 10% of common shareholders' equity (excluding treasury stock and capital stock subscribed and unissued) of C&NW and Subsidiaries, determined in accordance with generally accepted accounting principles on a consolidated basis, as at January 1 of such preceding Fiscal Year (the "Preceding Fiscal Year").

(A) the aggregate amount of the restricted payments during the Current Fiscal Year, divided by the average number of shares of capital stock of C&NW outstanding during the Current Fiscal Year (or the portion of such Fiscal Year to the date of determination)

shall not exceed

(B) the greater of \$1.00 and the simple average of the aggregate amount of the restricted payments during each of the three Fiscal Years immediately preceding the Current Fiscal Year divided by the average number of shares of capital stock of C&NW outstanding during each of such Fiscal Years,

in each case after making appropriate adjustments for stock dividends, stock splits and other changes in capitalization;

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

provided, however, that: (1) C&NW may make any declarations and payments of dividends on or redeem any FRA Preference Shares, or make any required payments of interest and principal on any subordinated debt into which such FRA Preference Shares may be converted, if and to the extent required by the terms of such Shares or any agreement or Instrument relating thereto in effect on the date of this Agreement, provided that to the extent that any such restricted payment is not at the time otherwise permitted under this Section 6.2.4, the aggregate amount of such payments or redemptions will be subtracted from the amount determined pursuant to clause (ii) of this Section; and (2) a Wholly-owned Subsidiary of C&NW may make a payment described in clause (a) of this Section provided that C&NW and Wholly-owned Subsidiaries receive not less than 95% of the total amount of such payment.

SECTION 6.2.5 Rental Obligations. Borrowers will not, and will not permit any Subsidiary (other than Diversification Subsidiaries) to, at any time enter into any arrangement which involves the leasing by either Borrower or such Subsidiary from any lessor (other than C&NW or any Wholly-owned Subsidiary) of any real or personal property (or any interest therein) if such arrangement, together with all other such arrangements which shall then be in effect, will require the payment of an aggregate amount of rentals by Borrowers and all Subsidiaries (other than Diversification Subsidiaries) in excess of \$23,000,000 for any Fiscal Year or an average of \$21,000,000 per Fiscal Year (prorated for fractional years) of Borrowers between the date of such arrangement and the then-scheduled maturity date of the A Notes; provided, however, that any calculation made for purposes of this Section shall exclude:

(a) rentals payable under any lease for a term of not more than one year or then terminable within one year at the option of the lessee without expense exceeding the rentals payable thereunder for one year;

(b) any amounts, whether or not designated as rental or rental escalation, required to be expended by the lessee for maintenance and repairs, insurance, taxes, assessments and other similar charges;

(c) rentals payable by C&NW or any such Subsidiary (other than MRPI) under any lease of railroad rolling stock, roadway machines, work equipment or automobile racks;

(d) rentals payable under Capital Leases;

(e) any amount in excess of the minimum rent payable under any lease or other arrangement providing for a variable

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

rent measured by the amount of usage of the property subject thereto or the quantity of the property used or consumed; and

(f) rentals payable under any lease having a remaining term (including all additional or renewal or extended terms, to the extent the lessee thereunder has exercised rights to add to, renew or extend such lease) of not more than one year and providing for substantially equal periodic rental and other payments thereunder (subject only to customary periodic escalations based upon changes in the Consumer Price Index or other customary index of inflation).

SECTION 6.2.6 Unconditional Payment Obligations. Borrowers will not, and will not permit any Subsidiary (other than Diversification Subsidiaries) to, enter into or be a party to any arrangement for the purchase of materials, supplies or other property or services if such arrangement requires that payment be made by either Borrower or such Subsidiary regardless of whether or not such materials, supplies, other property or services are delivered or furnished to Borrowers or such Subsidiary (herein called an "Unconditional Payment Obligation"), unless, immediately after giving effect to such Unconditional Payment Obligation,

(a) no Default shall have occurred and be continuing; and

(b) the aggregate amount of the minimum payments required under all Unconditional Payment Obligations outstanding on the date of determination, discounted at the rate of 13% per annum, does not exceed \$20,000,000; and

(c) the aggregate amount of the minimum payments required under all Unconditional Payment Obligations outstanding on the date of determination does not exceed \$5,000,000 in any Fiscal Year up to and including the Fiscal Year in which occurs the then-scheduled maturity date of the A Notes.

SECTION 6.2.7 Consolidation, Merger, etc. Borrowers will not, and will not permit any Subsidiary (including Western) to, consolidate with or merge into or with any other Person, or purchase or otherwise acquire all or substantially all of the assets or stock or other evidence of ownership of any class of, or any partnership or joint venture interest in, any Person (or any division thereof), or sell, transfer, lease or otherwise dispose of all or any substantial part of its assets to any Person, or, except (x) in the case of Western or any Diversification Subsidiary or (y) in accordance with Section 3.15 of the Mortgages, sell or assign with or without recourse all or any substantial part of its receivables, except that:

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

(a) any Wholly-owned Subsidiary (other than MRPI or Western) may merge into or consolidate with, or sell, transfer, lease, assign or dispose of all or any substantial part of its assets to, any other Wholly-owned Subsidiary (other than MRPI or Western) or C&NW;

(b) C&NW or any Wholly-owned Subsidiary (other than MRPI or Western) may purchase or otherwise acquire, or consolidate or merge into it, any (other) Wholly-owned Subsidiary (other than MRPI or Western);

(c) Western may consolidate with or merge into or with, or sell, transfer, lease or otherwise dispose of all or any substantial part of its assets to, or purchase or otherwise acquire all or substantially all of the assets or stock or other evidence of ownership of any class of, or any partnership or joint venture interest in, any other Person, provided that the liability of C&NW and Subsidiaries for the obligations of Western shall not be increased or otherwise modified from that disclosed and described in the Western Disclosure Letter;

(d) C&NW or any Subsidiary other than MRPI may acquire all or substantially all of the assets or stock or other evidence of ownership of any class of, and may merge into it, any Person (or any division thereof) which is engaged in the trucking industry (herein called a "Trucking Subsidiary"), provided that:

(i) C&NW or such Subsidiary shall be the surviving corporation in the event of any such merger;

(ii) after giving effect to any such acquisition, the aggregate amount of the assets acquired, determined in accordance with generally accepted accounting principles and as of the date of each such acquisition, of all Trucking Subsidiaries shall not exceed the lesser of (A) \$45,000,000 and (B) \$90,000,000 minus the aggregate amount of the assets acquired by C&NW and Subsidiaries in accordance with clause (e) of this Section on and after the date of this Agreement; and

(iii) immediately after giving effect to such transaction:

(A) no Default shall have occurred and be continuing,

(B) the Consolidated Working Capital of C&NW and Subsidiaries, as of the end of the month

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

immediately preceding the date of such transaction by at least fifteen days but giving effect to (1) such transaction, (2) all other merger or acquisition transactions of the type described in clauses (d), (e) and (f) of this Section occurring between such month end and the date of such transaction and (3) the aggregate amount of all restricted payments (as defined in Section 6.2.4) declared, made or paid, and all Restricted Indebtedness of the nature described in clauses (i), (iii), (v) and (vii) of the definition of "Restricted Indebtedness" contained in Section 6.2.2 created, incurred or assumed, between such month end and the date of such transaction, shall not be less than \$1,000,000;

(C) the Consolidated Net Worth of C&NW and Subsidiaries shall not be less than the Consolidated Net Worth of C&NW and Subsidiaries immediately prior to the consummation of such transaction,

(D) Borrowers could incur at least \$1 of additional Restricted Indebtedness in compliance with Section 6.2.2, as of the end of the month immediately preceding the date of such transaction by at least fifteen days but after giving effect to (1) such transaction, (2) all other merger or acquisition transactions of the type described in clauses (d), (e) and (f) of this Section occurring between such month end and the date of such transaction and (3) the aggregate amount of all restricted payments (as defined in Section 6.2.4) declared, made or paid, and all Restricted Indebtedness of the nature described in clauses (i), (iii), (v) and (vii) of the definition of "Restricted Indebtedness" contained in Section 6.2.2 created, incurred or assumed, between such month end and the date of such transaction, and

(E) substantially all of the assets of such Trucking Subsidiary and of C&NW and Subsidiaries shall be located in, and substantially all of their business shall be conducted within, the continental United States;

(e) C&NW or any Subsidiary other than MRPI may acquire all or substantially all of the assets or stock or other evidence of ownership of any class of, and may merge into it, any other Person (or any division thereof), which is engaged in a

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

field of business other than railroading, trucking, real estate, railroad equipment leasing, rebuilding, rehabilitation and repair or any other field of business engaged in by C&NW and Subsidiaries on or prior to December 31, 1982 (herein called a "Diversification Subsidiary"), provided that:

(i) C&NW or such Subsidiary shall be the surviving corporation in the event of any such merger;

(ii) after giving effect to any such acquisition, the aggregate amount of the assets acquired, determined in accordance with generally accepted accounting principles and as of the date of each such acquisition, of all Diversification Subsidiaries shall not exceed \$90,000,000 minus the aggregate amount of the assets acquired by C&NW and such Subsidiaries in accordance with clause (d) of this Section on and after the date of this Agreement; and

(iii) the conditions set forth in clause (d)(iii), above, shall be satisfied (substituting the term "Diversification Subsidiary", for the term "Trucking Subsidiary" in clause (E) thereof);

(f) C&NW or any Wholly-owned Subsidiary (other than MRPI or Western) may purchase or otherwise acquire all or substantially all of the assets or stock or other evidence of ownership of, or merge into it, any other Person if

(i) C&NW or such Subsidiary, as the case may be, shall be the surviving corporation,

(ii) such Person, and C&NW or such Subsidiary, as the case may be, immediately after such consolidation or merger, shall be engaged solely in a field or fields of business in which C&NW or such Subsidiary, as the case may be, were engaged on or prior to December 31, 1982, or in activities incidental or reasonably related thereto, and

(iii) the conditions set forth in clauses (d)(iii)(B) and (D), above shall be satisfied on a pro forma basis, giving effect to such transaction, as of the end of the fiscal quarter immediately preceding the date on which the agreement of merger or sale relating to such transaction was entered into and, immediately after giving effect to such transaction, the conditions set forth in clauses (d)(iii)(A), (C) and (E) above shall be

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

satisfied (substituting the term "Person" for the term "Trucking Subsidiary" in clause (E) thereof);

(g) C&NW and any of its Subsidiaries may consolidate with or merge into, or all or substantially all of the assets of C&NW and any of its Subsidiaries may be acquired by, a railroad company which is a Class I Carrier (as defined by the rules of the Interstate Commerce Commission as in effect on the date of this Agreement), provided that:

(i) the Consolidated Net Worth of the resulting railroad group shall not be less than the Consolidated Net Worth of C&NW and Subsidiaries immediately prior to such consolidation, merger or acquisition;

(ii) the Mortgages, the Pledge Agreement and the other Instruments executed pursuant hereto shall be complied with;

(iii) MRPI shall remain a separate corporation; and

(iv) the creditworthiness of such other railroad company and of the resulting railroad group shall be reasonably satisfactory to the Requisite Holders; and

(h) any Subsidiary (other than MRPI) may use its Accounts Receivable and any other right to receive money as collateral for Indebtedness of C&NW or such Subsidiary for borrowed money with the prior written consent, prior to the Closing Date, of Banks having a Percentage of 54% or more and, after the Closing Date, of the Requisite Holders.

NOTES AND REMARKS

Excerpt - Restrictive Covenant - MRPI General Mortgage Notes A&B - Cont.

SUMMARY OF CHANGES BY LETTER AGREEMENT
DATED FEBRUARY 27, 1984 TO LOAN AGREEMENT -
CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY AS
CO-AGENT AND CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY
AND MIDWESTERN RAILROAD PROPERTIES, INCORPORATED

1. SECTION 6.22(a) and (b)

225% and 200% in these items were changed to 200% and 180%, respectively.

2. SECTION 6.2.4(c)(iv)

All minimum equity amounts were increased by \$30,000,000.

510. DEBTHOLDINGS—Concluded
(Notes and other disclosures)

Line No.	a. Nature of security or collateral, if any	Line No.
1	See Note B and Column A of Schedule 510	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

b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder—bank, broker, holding company, individual or other specified category.

Line No.	Name and address of holder	Type of holder	Line No.
1			1
2	Reflected on Page 68 of Schedule 510,	and as follows:	2
3			3
4	C&NW Ry. Co. First Mortgage Bonds		4
5	1. Cede & Co.	Other	5
6	c/o Depository Trust Co.		6
7	Box 863, Bowling Green Station		7
8	New York, NY 10274		8
9			9
10	2. The Union Central Life Ins. Co.		10
11	Post Office Box 179		11
12	Cincinnati, OH 45201	Other	12
13			13
14			14
15			15
16			16
17			17
18	(Continued on Page 70A)		18

c. Other notes and comments

NOTES AND REMARKS

NOTES TO SCHEDULE 510 - PART B (Continued)

<u>NAME AND ADDRESS OF HOLDER</u>	<u>TYPE OF HOLDER</u>
<u>CCW Ry. Co. First Mortgage Bonds</u>	
1. Cede & Co. c/o Depository Trust Co. Box 20 Bowling Green Station New York, NY 10274	Other
2. Endow & Co. c/o First National State Bank of New Jersey Department of Estates & Trusts Box 616 Newark, NJ 07101	Other
<u>M.&St.L. Ry. Co. First Mortgage Bonds</u>	
1. Cede & Co. c/o Depository Trust Co. Box 863, Bowling Green Station New York, NY 10004	Other
<u>Trust - 1973</u>	
1. JAS & Co. Box 131 Marshall, MN 56258	Other
2. Commercial National Bank of Chicago 4806 N. Western Avenue Chicago, IL 60625	Bank
3. First State Bank of East Detroit 22556 Gratiot East Detroit, MI 48021	Bank
4. The International Insurance Company c/o Continental Bank International Ins. Co. Takoma Park, MD 231 S. LaSalle Street 1980 - 2 Chicago, IL 60693	Other
5. The Protestant Episcopal Church Foundation of the Diocese of Oklahoma Box 1335 Oklahoma City, OK 73101	Other
<u>Trust of 1974</u>	
1. Thomas D. O'Malley State Treasurer of Florida or His Successors in Office c/o Bureau of Collateral Sec. Capitol Building Tallahassee, FL 32304	Other

NOTES AND REMARKS

NOTES TO SCHEDULE 510 - PART B (Continued)

NAME AND ADDRESS OF HOLDERTYPE OF HOLDERTrust - 1st of 1975

1. CTAS & Co.
c/o United States Trust Company
of New York
Box 456 Wall Street Station
New York, NY 10005

Other

2. Polly & Co.
Box 1068
Wall Street Station
New York, NY 10005

Other

3. Clareco
c/o Bank of Clarendon Hills
Attn: Craig J. Fahrner, V.P.
200 Park Avenue
Clarendon Hills, IL 60514

Other

4. Teacher Retirement System of Texas
1001 Trinity Street
Austin, TX 78701

Other

Trust - 2nd of 1975

1. Lincoln Mutual Saving Bank
1 Westmall Plaza
Carnegie, PA 15106

Bank

2. Polly & Co.
Box 1068 Wall Street Station
New York, NY 10005

Other

3. Jaquith & Co.
P.O. Box 2408
Church Street Station
New York, NY 10008

Other

Trust - 3rd of 1975

1. Hare & Co.
c/o The Bank of New York
Box 11203
New York, NY 10249

Other

Trust - 1st of 1976

1. Humbart & Co.
c/o Wells Fargo Bank
Box 44041
San Francisco, CA 94144

Other

NOTES AND REMARKS

NOTES TO SCHEDULE 510 - PART B (Continued)

NAME AND ADDRESS OF HOLDERTYPE OF HOLDERTrust - 2nd of 1976

- | | |
|---|-------|
| 1. Salkeld & Co.
c/o Bankers Trust Co.
Box 704
Church Street Station
New York, NY 10008 | Other |
| 2. Taunsay
c/o Taunton Savings Bank
12-14 Court Street
Taunton, MA 02780 | Other |
| 3. Acco & Co.
American Bank & Trust Co. of Pennsylvania
35 N. 6th Street
Reading, PA 19603 | Other |
| 4. Gerlach & Co.
c/o Citibank, N.A.
20 Exchange Place
New York, NY 10043 | Other |

Trust - 1977

- | | |
|--|-------|
| 1. Egger & Co.
c/o The Chase Manhattan Bank, NA
Box 1508
Church Street Station
New York, NY 10081 | Other |
| 2. TR International Brotherhood of
Boiler Makers Iron Ship Builders
Blacksmith Forgers & Helpers
Death Benefit Fund
565 New Brotherhood Bldg.
Kansas City, KS 66101 | Other |
| 3. Tybatco
c/o Tyler Bank and Trust Co.
Box 2009
Tyler, TX 75701 | Other |
| 4. The North West Insurance Co.
350 Morgan Building
Portland, OR 97205 | Other |
| 5. Sigler & Co.
c/o Manufacturers Hanover Trust Company
Trust Collection
Box 1765 Church Street Station
New York, NY 10008 | Other |

NOTES AND REMARKS

NOTES TO SCHEDULE 510 - PART B (Continued)

NAME AND ADDRESS OF HOLDERTYPE OF HOLDERTrust - 1977 (Continued)

Other

6. Tr Intl. Brotherhood of
Boiler Makers Iron Ship Builders
Blacksmith Forgers & Helpers
Death Benefit Fund
565 New Brotherhood Building
Kansas City, KS 66101

Other

7. Tr Intl. Brotherhood of
Boiler Makers Iron Ship Builders
Blacksmith Forgers & Helpers
Pension Tr Fund Jan 16 51
565 New Brotherhood Building
Kansas City, KS 66101

Trust - 1981

Other

1. Aetna Life Insurance Co.
c/o Connecticut Bank & Trust Company
One Constitution Plaza
Hartford, CT 06115

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 transactions (c)	Dollar amounts of transactions (d)	Amount due from or to related parties (e)	Line No.
1							1
2							2
3							3
4							4
5							5
6							6
7							7
8			The Respondent consists of the Chicago and North Western Transportation Company and all of its consolidated subsidiaries as named herein, as authorized in the Commission's letter dated August 19, 1976, File: ACA/BAH. See Supplemental Schedules for additional information.				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 (h) and (i) should include tracks serving industries, such as mines, mills, smelters, factories, etc., not classifiable under "branch lines" as defined below. 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.

In classifying the line between main and branch (column (c)), use the distinction usually followed by respondent. Branch lines are distinguished from industrial tracks or yard tracks and sidings in that branch lines serve one or more stations beyond the point of junction with the main line or another branch line and to or from which stations train service, or its equivalent, is performed.

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.

Switching and terminal companies leave column (c), Main or branch line, blank. They should, however, prepare the following schedule for tracks operated at cost for joint benefit.

TRACKS OPERATED AT COST FOR JOINT BENEFIT (For switching and terminal companies only)

Line No.	Name of owner(s)	Joint or common title holder(s)	Total mileage operated	Line No.
1	Not a Switching or Terminal Company.			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

700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Cross Check	Class	Proportion owned or leased by respondent	Main (M) or branch (B) line	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)	(i)	(j)	
1		1	CNW 100	M	2,277	693	40	390	187	1,041	4,628	1
2		1J	25	M						4	4	2
3		1J	33 1/3	M					2	6	8	3
4		1J	34	M						1	1	4
5		1J	50	M	5	1	-	4	8	38	56	5
6		1J	66	M						1	1	6
7		1J	66 2/3	M						2	2	7
8			Total Class									8
9			1J Main		5	1	-	4	10	52	72	9
10			Total Class									10
11			1 & 1J									11
12			Main		2,282	694	40	394	197	1,093	4,700	12
13												13
14		1	CNW 100	B	3,925	10	-	333	296	555	5,119	14
15		1J	20	B						2	2	15
16		1J	25	B	1	1				1	3	16
17		1J	33 1/3	B	5			3	4	1	13	17
18		1J	50	B	32	1		1	16	33	83	18
19		1J	65	B				1			1	19
20		1J	66	B								20
21		1J	66 2/3	B						3	3	21
22		1J	69	B								22
23		1J	75	B								23
24		1J	87	B					1		1	24
25			Total Class									25
26			1J Branch		38	2	-	5	21	40	106	26
27			Total Class									27
28			1 & 1J									28
29			Branch		3,963	12	-	338	317	595	5,225	29
30												30
31												31
32			Total Class									32
33			1 & 1J									33
34			Main &									34
35			1 & 1J									35
36			Branch		6,245	706	40	732	514	1,688	9,925	36
37		1	OSH CO 100	B	-	-	-	-	-	2	2	37
38		1	MIR 100	B	6	-	-	1	4	2	13	38
39												39
40		1	MRPI 100	M	413	6	-	26	27	86	558	40
41		1	MRPI 100	B	308	11	-	14	20	77	430	41
42		1	MRPI Total	-	721	17	-	40	47	163	988	42
43												43
44		1	WRPI 50	N	93	22	-	3	-	-	118	44
45												45
46												46
47												47
48			Grand Total									48
49			Class 1 and									49
50			1J Main and									50
51			1 & 1J Branch		7,065	745	40	776	565	1,855	11,046	51
52												52
53												53
54												54
55			TOTAL MAIN LINE	N/A								55
56			TOTAL BRANCH LINES	N/A								56
57			GRAND TOTAL	N/A								57
58			Miles of electrified road or track included in preceding grand total	N/A								58

Continued on Page 74A

700. MILEAGE OPERATED AT CLOSE OF YEAR												
Line No.	Cross Check	Class	Proportion owned or leased by respondent	Main (M) or branch (B) line	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)	(i)	(j)	
1		3B	ICG 100	M						1	1	1
2		3B	E St.L.									2
3			JCT 100	B						8	8	3
4			Total Class									4
5			3B Main and									5
6			Branch							9	9	6
7												7
8		4B	DMU 100	B						3	3	8
9												9
10		3	CMStP&P	B	13						13	10
11												11
12												12
13												13
14		5	CNW&CO 100	M	444	49	21	16	5	39	574	14
15		5	CNW&CO 100	B	316	15	1	10	8	30	380	15
16		5	MIR 100	B	4						+	16
17												17
18			TOTAL CLASS									18
19			5 Main &									19
20			Branch		764	64	22	26	13	69	958	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												33
34												34
35												35
36												36
37												37
38												38
39												39
40												40
41												41
42												42
43												43
44												44
45												45
46												46
47												47
48												48
49												49
50												50
51												51
52												52
53												53
54												54
55			TOTAL MAIN LINE	N/A	3,232	771	61	439	229	1,219	5,954	55
56			TOTAL BRANCH LINES	N/A	4,610	38	1	363	349	717	6,078	56
57			GRAND TOTAL	N/A	7,842	809	62	802	578	1,936	12,029	57
58			Miles of unclassified road or track included in preceding grand total	N/A								58

NOTES AND REMARKS

SCHEDULE 700 - MILEAGE OPERATED AT CLOSE OF YEAR

Class 3(B), Line 10, Col. D & J includes 13 miles of road operated under short term lease on temporary I.C.C. authority. Mileage for Col. E, F, G, H, & I is not available.

Class 5(M), Line 14, Col. D & E, includes 20.8 miles (from Elmhurst to Blue Island, IL) operated, but does not include 5.2 miles (from Blue Island, IL to Gibson, IN) not presently operated, of the 26.0 miles of trackage rights held by Respondent pursuant to Finance Docket No. 21532.

701. MILEAGE OWNED BUT NOT OPERATED BY RESPONDENT AT CLOSE OF YEAR

If any of the tracks returned in this schedule are operated by other than the respondent, the name of the company or individual operating them and the conditions under which they are held for operation should be shown in a footnote. Tracks which have been permanently abandoned should not be included in this schedule.

Line No.	Class	Name of road or track	Main (M) or branch (B) line	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, turn-outs				
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	
1	1	Minneapolis									1
2		Minnesota	(A) M						2.64	2.64	2
3											3
4											4
5	1	Leavenworth									5
6		Kansas	(B) M					.47		.47	6
7											7
8	1	McClelland to									8
9		Co.Bluffs,									9
10		IA (C)	B	11.70			.72	.32		12.74	10
11											11
12											12
13											13
14											14
15		TOTAL	N/A	11.70			.72	.79	2.64	15.85	15

Leases to:

- A. Minnesota Transfer Railway
- B. Burlington Northern, Inc.
- C. Former Rock Island operations abandoned.

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

(For other than switching and terminal companies)

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), (e), or (f), as may be appropriate. The remainder of jointly operated mileage should be shown in column (g). Respondent's proportion of road jointly owned, not operated, should be shown in columns (i) and (j), as may be appropriate. Tracks which have been permanently abandoned should not be included in columns (i) and (j). 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.

Line No.	Cross Check	State or territory (a)	ROAD OPERATED BY RESPONDENT							LINE OWNED, NOT OPERATED BY RESPONDENT		New line constructed during year (k)	Line No.
			LINE OWNED		Line of propri- etary companies (d)	Line operated under lease (e)	Line operated under contract, etc. (f)	Line operated under trackage rights (g)	Total mileage operated (h)	Main line (i)	Branch lines (j)		
			Main line (b)	Branch lines (c)									
1		Illinois	543	229				29	801				1
2		Iowa	789	1,366		13		109	2,277		12		2
3		Wisconsin	769	568				105	1,442				3
4		Michigan	30	145				1	176				4
5		Nebraska	33	493				9	535				5
6		Minnesota	381	532				272	1,185				6
7		South Dakota	-	690				72	762				7
8		North Dakota	-	14				-	14				8
9		Wyoming	93	178				88	359				9
10		Missouri	149	62				54	265				10
11		Kansas	1	-				25	26				11
12													12
13													13
14													14
15													15
16													16
17													17
18													18
19													19
20													20
21													21
22													22
23													23
24													24
25													25
26													26
27													27
28													28
29													29
30													30
31													31
32		TOTAL MILEAGE (single track)	2,788	4,277		13		764	7,842		12		32

705. CHANGES DURING THE YEAR

Hereunder state the matters called for. Make the statements explicit and precise, and number them in accordance with the inquiries; each inquiry should be fully answered, and if the word "none" truly states the fact, it may be used in answering any particular inquiry. Changes in mileage should be reported by classes and stated 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.

1. For each railroad property used in respondent's transportation service, show all increases and decreases in mileage, classifying the changes in the tables below as follows:

- (Class 1) Line owned by respondent
- (Class 2) Line owned by proprietary companies
- (Class 3) Line operated under lease for a specified term
- (Class 4) Line operated under contract or agreement for contingent rent
- (Class 5) Line operated under trackage rights

2. For changes in miles of road, give dates of beginning or abandonment of operations. Any certificates of convenience and necessity, issued under (49) U.S.C. 10901 of the Interstate Commerce Act should make reference to such authority by docket number as may be appropriate.

3. Show all consolidations, mergers, and reorganizations effected, giving particulars.

This statement should show the mileage, equipment, and cash value of property of each company as well as the consideration received by each company party to the action. State the dates on which consolidated, etc., and whether the prior companies have been dissolved. Copies of the articles of consolidation, merger, or reorganization should be filed with this report.

4. Show other important changes not elsewhere provided for, involving more than \$50,000, giving full particulars.

INCREASES IN MILEAGE

Line No.	Class	Main (M) or branch (B) line	Running Tracks, Passing Tracks, Cross-Overs, Etc.				Miles of way switching tracks	Miles of yard switching tracks	TOTAL	Remarks	Line No.
			Miles of road	Miles of second main track	Miles of all other main tracks	Miles of passing tracks, cross-overs and turn-outs					
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	
1	1	M				1	1		2	CONSTR	1
2	1	B				-	1	2	3	CONSTR	2
3	1	M						1	1	RECLASS	3
4	1	B	379	-	-	51	12	67	509	RECLASS	4
5	1	M	93	21	-	3	-	-	117	F.D. 29066	5
6	1	M	413	6	-	26	27	86	558	F.D. 29518	6
7	1	B	308	11	-	14	20	77	430	"	7
8	5	M	128	-	-	-	-	-	128	"	8
9	5	M	5	-	-	-	-	-	5	F.D. 29732	9
10											10
11											11
12											12
13	TOTAL INCREASE		1,326	38	-	95	61	233	1,753		13

DECREASES IN MILEAGE

14	1	M	2	-	-	4	3	14	23	RET	14
15	1	B	-	-	-	17	16	17	50	RET	15
16											16
17	1	M	380			51	12	66	509	RECLASS	17
18	1	B	1			-	-	-	1	RECLASS	18
19	1	B	17						17	AB-1 SUB151	19
20	1	B	13						13	AB-1 SUB148	20
21	1	B	9						9	AB-1 SUB152	21
22	1	B	21						21	AB-1 SUB144	22
23	1	B	6						6	AB-1 SUB141	23
24	1	B	28						28	AB-1 SUB141A	24
25	TOTAL DECREASE		1,428	-	-	75	32	97	1,632		25

If returns under Inquiry No. 1 above include any first main track owned by respondent or its proprietary companies that represents new construction or permanent abandonment, give the following particulars:

Owned by respondent:

Miles of road constructed Miles of road abandoned 306

Owned by proprietary companies:

Miles of road constructed Miles of road abandoned

The item "Miles of road constructed" is intended to show the mileage of first main track laid to extend respondent's road, and should not include tracks relocated and tracks laid to shorten the distance between two points, without serving any new territory.

By road abandoned is meant "permanently abandoned", the cost of which has been or is to be written out of the investment accounts.

705. CHANGES DURING THE YEAR

Hereunder state the matters called for. Make the statements explicit and precise, and number them in accordance with the inquiries; each inquiry should be fully answered, and if the word "none" truly states the fact, it may be used in answering any particular inquiry. Changes in mileage should be reported by classes and stated 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.

1. For each railroad property used in respondent's transportation service, show all increases and decreases in mileage, classifying the changes in the tables below as follows:

(Class 1) Line owned by respondent

(Class 2) Line owned by proprietary companies

(Class 3) Line operated under lease for a specified sum

(Class 4) Line operated under contract or agreement for contingent rent

(Class 5) Line operated under trackage rights

2. For changes in miles of road, give dates of beginning or abandonment of operations. Any certificates of convenience and necessity, issued under (49) U.S.C. 10901 of the Interstate Commerce Act should make reference to such authority by docket number as may be appropriate.

3. Show all consolidations, mergers, and reorganizations effected, giving particulars.

This statement should show the mileage, equipment, and cash value of property of each company as well as the consideration received by each company party to the action. State the dates on which consolidated, etc., and whether the prior companies have been dissolved. Copies of the articles of consolidation, merger, or reorganization should be filed with this report.

4. Show other important changes not elsewhere provided for, involving more than \$50,000, giving full particulars.

INCREASES IN MILEAGE

Line No.	Class	Main (M) or branch (B) line	Running Tracks, Passing Tracks, Cross-Overs, Etc.				Miles of way switching tracks	Miles of yard switching tracks	TOTAL	Remarks	Line No.
			Miles of road	Miles of second main track	Miles of all other main tracks	Miles of passing tracks, cross-overs and turn-outs					
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)		
1											1
2											2
3											3
4											4
5											5
6											6
7											7
8											8
9											9
10											10
11											11
12											12
13	TOTAL INCREASE										13

DECREASES IN MILEAGE

14	1	B	27						27	AB-1 SUB144	14
15											15
16	3	B	721						721	DIR. SERVICE	16
17											17
18	5	M	20			3	1		24	F.D. 29518	18
19											19
20											20
21											21
22											22
23											23
24											24
25	TOTAL DECREASE										25

If returns under Inquiry No. 1 above include any first main track owned by respondent or its proprietary companies that represents new construction or permanent abandonment, give the following particulars.

Owned by respondent:

Miles of road constructed _____

Miles of road abandoned _____

Owned by proprietary companies:

Miles of road constructed _____

Miles of road abandoned _____

The item "Miles of road constructed" is intended to show the mileage of first main track laid to extend respondent's road, and should not include tracks relocated and tracks laid to shorten the distance between two points, without serving any new territory.

By road abandoned is meant "permanently abandoned", the cost of which has been or is to be written out of the investment accounts.

785. CHANGES DURING THE YEAR

Hereunder state the matters called for. Make the statements explicit and precise, and number them in accordance with the inquiries, each inquiry should be fully answered, and if the word "none" truly states the fact, it may be used in answering any particular inquiry. Changes in mileage should be reported by classes and stated 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.

1. For each railroad property used in respondent's transportation service, show all increases and decreases in mileage, classifying the changes in the tables below as follows:

- (Class 1) Line owned by respondent
- (Class 2) Line owned by proprietary companies
- (Class 3) Line operated under lease for a specified sum
- (Class 4) Line operated under contract or agreement for contingent rent
- (Class 5) Line operated under trackage rights

2. For changes in miles of road, give dates of beginning or abandonment of operations. Any certificates of convenience and necessity, issued under (49) U.S.C. 10901 of the Interstate Commerce Act should make reference to such authority by docket number as may be appropriate.

3. Show all consolidations, mergers, and reorganizations effected, giving particulars.

This statement should show the mileage, equipment, and cash value of property of each company as well as the consideration received by each company party to the action. State the dates on which consolidated, etc., and whether the prior companies have been dissolved. Copies of the articles of consolidation, merger, or reorganization should be filed with this report.

4. Show other important changes not elsewhere provided for, involving more than \$50,000, giving full particulars.

INCREASES IN MILEAGE

Line No.	Class	Main (M) or branch (B) line	Running Tracks, Passing Tracks, Cross-Overs, Etc.				Miles of way switching tracks	Miles of yard switching tracks	TOTAL	Remarks	Line No.
			Miles of road	Miles of second main track	Miles of all other main tracks	Miles of passing tracks, cross-overs and turn-outs					
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)		
1											1
2											2
3											3
4											4
5											5
6											6
7											7
8											8
9											9
10											10
11											11
12											12
13	TOTAL INCREASE										13

DECREASES IN MILEAGE

14	1	B	41	-	-	-	-	-	41	AB-1 SUB141B	14
15	1	B	(2)						(2)	AB-1 SUB118F	15
16	1	B	(1)						(1)	AB-1 SUB107F	16
17	1	B	2						2	AB-1 SUB 54	17
18	1	B	(1)						(1)	AB-1 SUB 86F	18
19	1	B	2						2	AB-1 SUB 64F	19
20	1	B	(1)						(1)	AB-1 SUB106F	20
21	1	B	1						1	AB-1 SUB 66F	21
22	1	B	2						2	AB-1 SUB 71	22
23	1	B	131						131	AB-1 SUB142	23
24	1	B	9						9	AB-1 SUB146	24
25	TOTAL DECREASE										25

If returns under Inquiry No. 1 above include any first main track owned by respondent or its proprietary companies that represents new construction or permanent abandonment, give the following particulars:

Owned by respondent:

Miles of road constructed _____

Miles of road abandoned _____

Owned by proprietary companies:

Miles of road constructed _____

Miles of road abandoned _____

The term "Miles of road constructed" is intended to show the mileage of first main track laid to extend respondent's road, and should not include tracks relocated and tracks laid to shorten the distance between two points, without serving any new territory.

By road abandoned is meant "permanently abandoned", the cost of which has been or is to be written out of the investment accounts.

NOTES AND REMARKS

B L A N K

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In column (c) give the number of units purchased new or built in company shops. In column (d) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.
3. Units leased to others for a period of one year or more are reportable in column (l). Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (h). Units rented from others for a period less than one year should not be included in column (i).
4. For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units. A "B" unit is similar to an "A" unit, but not equipped for use singly or as a lead locomotive unit. A "B" unit may be equipped with hostler controls for independent operation at terminals.
5. A "self-propelled car" is a rail motor car propelled by electric motors receiving power from a third rail or overhead, or internal combustion engines located on the car itself. Trailers equipped for use only in trains of cars that are self-propelled are to be included as self-propelled equipment.
6. A "diesel" unit includes all units propelled by diesel internal combustion engines irrespective of final drive or whether power may at times be supplied from an external conductor. Units other than diesel-electric, e.g., diesel-hydraulic, should be identified in a footnote giving the number and a brief description. An "electric" unit includes all units which receive electric power from an overhead contact wire or a third rail, and 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 (j) lines 1 thru 8, column (k) should have data on same lines.

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

710. INVENTORY OF EQUIPMENT
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

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 1983					Line No.
				Units installed					Owned and used (h)	Leased from others (i)	Total in service of respondent (col. (h)&(i)) (j)	Aggregate capacity of units reported in col. (j) (see ins. 7) (k)	Leased to others (l)	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including re-classification and second hand units purchased or leased from others (f)							
1		Locomotive Units	19					19	-	19	(H.P.) 28,500		1	
		Diesel-freight units					24	31	-	57	171,000		2	
2		Diesel-passenger units	64				67	9	806	218	1,024	2,386,350	3	
3		Diesel-multiple purpose units	966						43	16	59	69,400	4	
4		Diesel-switching units	59										5	
5	*	TOTAL (lines 1 to 4) units	1,108				91	40	868	291	1,159	2,655,250	6	
6	*	Electric-locomotives											7	
7	*	Other self-powered units											8	
8	*	TOTAL (lines 5, 6 and 7)	1,108	None	None	None	91	40	868	291	1,159	2,655,250	None	9
9	*	Auxiliary units	-	None	None	None	None	None	None	None	None	N/A	None	10
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	1,108	None	None	None	91	40	868	291	1,159	N/A	None	

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

DISTRIBUTION OF LOCOMOTIVE UNITS IN SERVICE OF RESPONDENT AT CLOSE OF YEAR, ACCORDING TO YEAR BUILT, DISREGARDING														Line No.
Line No.	Cross Check	Type or design of units (a)	Before Jan. 1, 1960 (b)	During Calendar Year					TOTAL (l)					
				Between Jan. 1, 1960 and Dec. 31, 1964 (c)	Between Jan. 1, 1965 and Dec. 31, 1969 (d)	Between Jan. 1, 1970 and Dec. 31, 1974 (e)	Between Jan. 1, 1975 and Dec. 31, 1979 (f)	1980 (g)		1981 (h)	1982 (i)	1983 (j)	1984 (k)	
11	*	Diesel	526	61	263	85	149	51	-	-	24	-	1,159	11
12	*	Electric	-	-	-	-	-	-	-	-	-	-	-	12
13	*	Other self-powered units	-	-	-	-	-	-	-	-	-	-	-	13
14	*	TOTAL (lines 11 to 13)	526	61	263	85	149	51	-	-	24	-	1,159	14
15	*	Auxiliary units	-	-	-	-	-	-	-	-	-	-	-	15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	526	61	263	85	149	51	-	-	24	N/A	1,159	16

710. INVENTORY OF EQUIPMENT—Continued														
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS														
Line No.	Cross Class	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)) (j)	Aggregate capacity of units reported in col. (j) (see ins. 7) (k)	Leased to others (l)	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including re-classification and second hand units purchased or leased from others (f)							
17		PASSENGER-TRAIN CARS Non-Self-Propelled Coaches (PA, PB, PBO)	303						16	287	303	48,303		17
18		Combined cars [All class C, except CSB]	-						-	-	-	-		18
19		Parlor cars (PBC, PC, PL, PO)	2						2	-	2	152		19
20		Sleeping cars (PS, PT, PAS, PDS)							-	-	-	-		20
21		Dining, grill and tavern cars [All class D, PD]	2						-	2	2	N/A		21
22		Non-passenger-carrying cars [All class B, CSB, M, PSA, IA]	-						-	-	-	N/A		22
23		TOTAL (lines 17 to 22)	307	None	None	None	None	None	18	289	307	48,455	None	23
24		Self-Propelled 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)	None	None	None	None	None	None	None	None	None	None	None	
29		TOTAL (lines 23 and 28)	307	None	None	None	None	None	18	289	307	48,455	None	29
30		COMPANY SERVICE CARS Business cars (PV)	7						7		7	N/A		30
31		Board outfit cars (MWX)	99					12	87		87	N/A		31
32		Derrick and saw removal cars [MWU, MWV, MWW, MWK]	65						65		65	N/A		32
33		Dump and ballast cars [MWB, MWD]	560				173	33	512	188	700	N/A		33
34		Other maintenance and service equipment cars	945	1			41	67	920		920	N/A		34
35		TOTAL (lines 30 to 34)	1,676	1	None	None	214	112	1,591	188	1,779	N/A	None	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)	
FREIGHT TRAIN CARS									
36		Plain box cars - 40' (B100-B287)	3,526					5	36
37		Plain box cars - 50' and longer (B300-BKK7)	6,011						37
38		Equipped box cars (All Code A)	3,856					231	38
39		Plain gondola cars (All Codes G & J--1, J--2, J--3, and J--4)	2,696						39
40		Equipped gondola cars (All Code E)	586						40
41		Covered hopper cars (All Code C -- 1 --)	11,993					2	41
42		Open top hopper cars-general service (All Code H)	2,266					2	42
43		Open top hopper cars-special service (All Codes K, J--0 and C -- 2 --)	1,346						43
44		Refrigerator cars-non-mechanical (R100-120, 200-220, 300-320, 400-420, 500-520, 600-620, 700-720 and RKK-820)	1,156					3	44
45		Refrigerator cars-mechanical (R150-170, 250-270, 350-370, 450-470, 550-570, 650-670, 750-770 and 850-870)	220						45
46		Flat cars-TOFC/COFC (All Code P)	3						46
47		Flat cars-multi-level (All Code V)	1						47
48		Flat cars-general service (F101-106, F201-206, F301-306)	299					45	48
49		Flat cars-other (F111-166, 211-266, 311-366, 411-466, 501-826)	378						49
50		Tank cars-under 22,000 gallons (T--0, T--1, T--2, T--3, T--4, T--5)	176						50
51		Tank cars-22,000 gallons and over (T--6, T--7, T--8, T--9)							51
52		All other freight cars (All Codes L & S and F171-176, 271-276, 371-376, 471-476)	8						52
53		TOTAL (lines 36 to 52)	34,521					288	53
54		Caboose (All Code N)	N/A	473				-	54
55		TOTAL (lines 53, 54)	34,521	473	None	None	None	288	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		843	1,870	818	2,688		147,829		36
37		49	4,255	1,707	5,962		447,166		37
38		59	2,424	1,604	4,028		297,474		38
39		156	1,840	700	2,540		209,570		39
40		28	493	65	558		44,393		40
41		58	4,331	7,606	11,937		1,158,247		41
42		21	1,144	1,103	2,247		220,890		42
43		8	1,338	-	1,338		103,026		43
44		15	809	335	1,144		81,665		44
45		124	-	96	96		6,386		45
46		3	-	-	-		-		46
47		1	-	-	-		-		47
48		76	268	-	268		14,953		48
49		76	273	29	302		21,055		49
50		29	38	109	147		13,811		50
51		-	-	-	-		-		51
52		1	7	-	7		385		52
53		1,547	19,090	14,172	33,262		2,766,850		53
54		33	423	17	N/A	440	N/A		54
55		1,580	19,513	14,189	33,262	440	2,766,850		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		Bogie-chassis							59
60		Dry van	1,534		227				60
61		Flat bed							61
62		Open top							62
63		Mechanical refrigerator							63
64		Bulk							64
65		Insulated	59						65
66		Platform removable sides							66
67		Other trailer or container	44						67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 to 69)	1,637		227				70

NOTES AND REMARKS

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 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	
					Per diem	All other			
		(h)	(i)	(j)	(k)	(l)	(m)	(n)	
56					N/A				56
57					N/A				57
58					N/A				58
59									59
60		229	1,258	274	1,532		38,300		60
61									61
62									62
63									63
64									64
65				59	59		1,475		65
66									66
67				44	44		1,100		67
68									68
69									69
70		229	1,258	377	1,635		40,875		70

NOTES AND REMARKS

710S. UNIT COST OF EQUIPMENT INSTALLED DURING THE YEAR

(Dollars in Thousands)

1. Give particulars as requested, separately, for the various classes of new units and rebuilt units of equipment installed by respondent during the year. If information regarding the cost of any units installed is not complete at time of filing of report, the units should be omitted, but reference to the number of units omitted should be given in a footnote, the details as to cost to be given in the report of the following year. The cost of units under construction at the close of the year should not be reflected in this schedule even though part of the cost appears in the property account for the year. Indicate in column (e) whether an installation represents equipment purchased (P), built or rebuilt by contract in outside railroad shops (C), or built or rebuilt in company or system shops (S).

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, column (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	Number of units	Total weight (tons)	Total cost	Method of acquisition (see instructions)	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	Dry Vans 45' 2956	227	1,657	2,065	P	1
2						2
3	Scale Test Car	1	50	115	P	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	228	N/A	2,180	N/A	25

REBUILT UNITS

26						26
27						27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38	TOTAL	None	N/A	None	N/A	38
39	GRAND TOTAL	228	N/A	2,180	N/A	39

GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULES 720, 721, 723, 726, 727, AND 728

1 For purposes of these schedules, the track categories are defined as follows:

Track category¹

- A - Freight density of 20 million or more gross ton-miles per mile per year
- B - Freight density of less than 20 million gross ton-miles per mile per year, but at least 5 million
- C - Freight density of less than 5 million gross ton-miles per mile per year, but at least 1 million
- D - Freight density of less than 1 million gross ton-miles per year
- E - Way and yard switching tracks (passing tracks, crossovers and turnouts shall be included in category A, B, C, D, E, and Potential abandonments, as appropriate)
- F - Track over which any passenger service is provided (other than potential abandonments)

Potential abandonments - Route segments identified by railroads as potentially subject to abandonment as required by Section 10904 of the Interstate Commerce Act.

- 2 These schedules shall only include those lines maintained by the reporting carrier. They shall not include track maintained by others over which the reporting carrier has trackage rights.
- 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.

¹For line segments containing more than single tracks, the total density over the route shall be used to determine track category

720. TRACK AND TRAFFIC CONDITIONS

- 1. Disclose the requested information pertaining to track and traffic conditions.
- 2. Miles under slow order in column (e) shall not include those due to ongoing maintenance, or other temporary track conditions such as floods or derailments.

Line No.	Track category	Mileage of tracks at end of period	Average annual traffic density in millions of gross ton-miles per track-mile ²	Average running speed limit	Track miles under slow orders at end of period (Deviation from timetable speed limit)	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	A	1,283.8	21	48.95	404.6	1
2	B	1,931.4	8	33.84	1,206.0	2
3	C	2,281.7	2	25.62	1,216.6	3
4	D	2,081.9	1	16.11	745.0	4
5	E	2,427.6	XXXXXXX	XXXXXXX	728.3	5
6	TOTAL	10,006.4		29.04	4,300.5	6
7	F	369.5	XXXXXXXX	XXXXXX	124.9	7
8	Potential abandonments	679.0	XXXXXXXX	XXXXXX	418.0	8

²To determine average density, total track miles (route miles times 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 crossties laid in replacement							Total (i)	Switch and bridge ties (board feet) (j)	Crossties switch and bridge ties	Line No
		New ties				Second-hand ties					Percent of spot maintenance (k)	
		Wooden		Concrete (d)	Other (e)	Wooden		Other (h)				
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)					
1	A	107,828				24,861			132,689	28,400	10.7%	1
2	B	74,950				159,806			234,756	254,030	11.1%	2
3	C	16,253				142,469			158,722	194,730	15.0%	3
4	D	65,822				92,664			158,486	77,481	7.6%	4
5	E	54,289				58,205			112,494	433,221	58.8%	5
6	TOTAL	319,142				478,005			797,147	985,862	18.2%	6
7	F	52,949				11,666			64,615	245,658	2.6%	7
8	Potential abandonments	439				16,874			17,313	-	47.1%	8

9. Average cost per crosstie \$ 6.72 and switchtie (MBM) \$ 359.29

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

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

In column (a) classify the ties as follows:

U — Wooden ties untreated when applied.

T — Wooden ties treated before application.

S — Ties other than wooden (steel, concrete, etc.). Indicate type in column (h).

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

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

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)	Line No.	
		Total number of ties (b)	Average cost per tie (c)	Total cost of cross-ties laid in new tracks during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch and bridge ties laid in new tracks during year (g)			
1	T	124,348	17.91	2,227	226,278	432.38	98	New	1	
2	T	152,303	.60	90	9,220	44.23	1	S.H.	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	276,651	8.38	2,317	235,498	417.18	99		20	
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid <u>.53</u>									21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid <u>5.06</u>									22

723. RAILS LAID IN REPLACEMENT

1. Furnish the requested information concerning rails laid in replacement.
2. The term "spot maintenance" in column (h) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total rails laid in replacement considered to be spot maintenance.
3. In 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	48.1	0.9	7.9	11.5	56.0	12.4	19.8%	1	
2	B	1.6	0.2	55.4	44.3	57.0	44.5	45.5%	2	
3	C		0.1	23.9	93.1	23.9	93.2	80.2%	3	
4	D	-	-	64.6	17.0	64.6	17.0	20.8%	4	
5	E	-	-	4.6	47.7	4.6	47.7	98.7%	5	
6	TOTAL	49.7	1.2	156.4	213.6	206.1	214.8	52.8%	6	
7	F	55.6	0.5	.9	3.3	56.5	3.8	6.6%	7	
8	Potential Abandonments				3.2		3.2	93.8%	8	
9	Other	-	-	-	-	-	-	-	9	
10	Average cost of new and relay rail laid in replacement (gross tons) \$ 144.84									10

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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	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	Average cost per ton (2,000 lb)	Weight of rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year	Average cost per ton (2,000 lb)		
		Pounds per yard of rail	Number of tons (2,000 lb)			Pounds per yard of rail	Number of tons (2,000 lb)				
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)		
1	2	136	243	98	404.19					1	
2	4	90	255	27	103.71					2	
3	4	112	1171	99	84.39					3	
4	4	115	1822	196	107.77					4	
5	4	136	11	1	101.60					5	
6						100	19	1	28.44	6	
7										7	
8										8	
9										9	
10										10	
11										11	
12										12	
13										13	
14										14	
15										15	
16	TOTAL	N/A	3502	421	120.20	N/A	19	1	28.44	16	
17	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid .53										17
18	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid 5.06										18
19	Track-miles of welded rail installed this year 382.9 : total to date 2594.74										19

725. WEIGHT OF RAIL

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

Line No.	Weight of rails per yard (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)		Line No.
	Pounds					
1	140	9.05	16.75	85.63		1
2	136	659.86	17.72	398.55		2
3	133	40.67	18.70	67.39		3
4	132	87.36	19.67	1.02		4
5	131	23.48	20.66	8.92		5
6	119	35.20	21.65	31.46		6
7	115	1,258.34	22.62	50.86		7
8	112	1,437.43	23.60	115.07		8
9	110	160.40	24.56	1.14		9
10	100	1,581.98	25.55	-		10
11	90	1,165.46	26.54	4.83		11
12	89	33.60	27.52	-		12
13	85	196.53	28.50	4.02		13
14	80	300.99				14
15	77 1/2	10.58	Total	7,769.82		15
16						16

726. SUMMARY OF TRACK REPLACEMENTS

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

Line No	Track category (a)	Ties				Rail		Ballast	Track surfacing		Line No
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles)	Percent replaced	Cubic yards of ballast placed	Miles surfaced	Percent surfaced	
		Crossties (b)	Switch and bridge ties (board feet) (c)	Crosstie (d)	Switch and bridge ties (board feet) (e)						
1	A	132,689	28,400	3.5%	0.6%	68.6	5.3% 2.7	134,216	221.0	17.2%	1
2	B	234,756	252,030	4.1%	3.8%	101.9	5.3% 2.6	246,045	965.0	50.0%	2
3	C	158,722	194,730	2.3%	2.5%	117.8	5.2% 2.6	189,101	959.0	42.0%	3
4	D	158,486	77,481	2.6%	1.1%	81.9	3.9% 2.0	159,022	204.0	9.8%	4
5	E	112,494	433,221	1.5%	0.8%	50.7	2.1% 1.0	12,208	124.0	5.1%	5
6	TOTAL	797,147	985,862	2.7	1.2%	420.9	4.2% 2.1	740,592	2,473.0	24.7%	6
7	F	64,615	255,658	6.0%	19.5%	60.3	16.3% 8.2	37,756	126.0	34.1%	7
8	Potential abandonments	17,313		0.9%	-	3.2	5% 0.2	23,544	-	-	8

728. DEFERRED CAPITAL IMPROVEMENTS - TRACKS (Dollars in Thousands)

1. Furnish the requested information concerning the monetary amount and quantity of deferred capital improvements to track structure.
2. Explain in remarks section below the methods and/or calculations used in determining the amounts and quantities reported.

Line No	Type of track (a)	Monetary amount of deferred capital improvements		Line No
		End of the year (b)	Beginning of the year (c)	
1	A			1
2	B			2
3	C			3
4	D			4
5	E			5
6	TOTAL TRACKS			6
7	F			7
8	Potential Abandonments			8
	Selected track improvements	Quantities of deferred capital improvements		
		End of the year	Beginning of the year	
9	Crossties			9
10	Rail			10
11	Ballast			11

See Remarks on Page 83.

NOTES AND REMARKS

Note relating to Schedule 728:

Upon the adoption of depreciation accounting for track structure, all deferred maintenance became deferred capital expenditures. By whatever name, however, such amounts depend on business evaluations of, among other things, the level of expenditure economically justified in the light of the volume of traffic expected to be handled in the future on each line and the level of service required to be competitive for each involved shipper.

Since 1967, the Company has abandoned over 5,000 miles of uneconomic lines, although it continues to have many lines of light traffic density. While substantial additional expenditures could be made to improve efficiency of operations, the Company regards them as generally not economically justified and not necessary to its ability to provide competitive service.

750. CONSUMPTION OF FUEL BY MOTIVE-POWER UNITS

(Dollars in Thousands)

Show hereunder the amounts of the various kinds of fuel consumed by locomotive units and motors or other self-propelled rail cars in the service of the respondent during the year, and the number of kilowatt-hours for such tractive equipment as was propelled by electricity. The ton of 2,000 pounds should be used.

Kilowatt-hours, for entry in column (c) of section A, and column (h) of section B, are to be figures at high tension taps (point of production or point of purchase) and divided among the several classes of service, the division being made on the respondent's best estimate if actual figures are not available.

A. LOCOMOTIVES

(Dollars in Thousands)

Line No.	Kind of locomotive service (a)	Diesel	Electric	Other (steam, gas turbine, etc.)		Line No.
		Diesel oil (gallons) (b)	Kilowatt-hours (c)	Coal (tons) (d)	Fuel oil (gallons) (e)	
1	Freight	81,823,329				1
2	Passenger	8,337,534				2
3	Yard switching	6,996,979				3
4	TOTAL	97,157,842				4
5	COST OF FUEL	\$ 81,790	\$	\$	\$	5
6	Work Train	1,359,358				6

B. RAIL MOTORCARS

(Dollars in Thousands)

Line No.	Kind of locomotive service (f)	Diesel	Electric	Gasoline	Line No.
		Diesel oil (gallons) (g)	Kilowatt-hours (h)	Gasoline (gallons) (i)	
7	Freight				7
8	Passenger				8
9	Yard switching				9
10	TOTAL				10
11	COST OF FUEL	\$	\$	\$	11
12	Work Train				12

Show cost of fuel charged to train and yard service (Functions 67 Fuel and 68 Electric Power Purchased/Produced for Motive Power). The cost stated for the various kinds of fuel should be the total charges in the accounts specified, including freight charges and handling expenses. The cost stated for electric current should be the total charges in the accounts enumerated. Fuel and power consumed by mixed and special trains that are predominantly freight should be included in freight service, but where the service of mixed or special trains is predominantly passenger, the fuel and power used should be included in passenger service.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755

Unit Train, Way Train, and Through Train data under Items 2, 3, 4, 6, and 12 shall be obtained from conductor's wheel reports (freight) or similar records. Unit Trains, for the purpose of this report, are defined as a solid train with a fixed, coupled consist operated continuously, in shuttle service under load from origin and delivered intact at destination, and returning empty for reloading at the same origin. 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 locomotive 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. That is, 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; miles run by railway business cars operated for the transportation of the carriers' officers and employees; 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 l.c.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 train 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 yards where regular switching service is maintained, including terminal 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 include the miles run by trains engaged in company service such as official inspection; inspection trains for railway Commissioners for which no revenue is received; trains running special with fire apparatus to save carrier's property from destruction; trains run for transporting the carrier's employees to and from work when no transportation charge is made, wrecking trains; trains run solely for the purpose of transporting company material; trains run for distributing material and supplies for use in connection with operations; and all other trains used in work-train services. Exclude miles run by locomotives while engaged incidentally in switching company materials in company shops or material yards in connection with regular yard switching service or in switching equipment for repairs between yards and shops.

(P) The number of loaded freight cars shall be obtained from the conductors' wheel report and shall be the sum of all loaded cars handled by each train. For example, if a car moves loaded (1) in a way train from the origination point, (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 movement 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 vehicles (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 total number of loaded revenue trailers/containers picked up, plus trailers/containers delivered, when the work is performed at the railroad's expense.

(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 per diem cars on line at end of year. Foreign Per Diem Cars refers to freight cars other than cabooses owned by other railroads, whose interline rental is settled on a per diem basis under the code of per diem 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), cars moving empty in trains en route to shop, and cars stored awaiting disposition.

Surplus cars are cars which are in serviceable condition available for loading at the initial count on the last day of the year, but which have not been placed for loading within 48 hours. A record shall be made of all such cars on hand at 12:01 a.m. of the day following the last day of each year and a count of the same cars made 48 hours later to ascertain those still not placed for loading. The count of surplus cars shall include cars assembled in advance to meet loading requirements of more than one day; cars which have not been moved because of infrequent train service as on branch lines; cars set aside or stored for special or future loading, such as perishables, grain, autos, rough freight, etc., and cars stored because of seasonal decline in traffic, such as coal cars, ore cars, etc. The count of surplus cars shall not include cars out of service in connection with repairs, cars actually moving en route to owners, cars moving on car service order, or cars in transit to loading points on holding road or to another road. The phrase "placed for loading" refers to (1) physical switching of a car into position for loading, (2) physical switching of a car into possession of a shipper who will subsequently move it to loading position, and (3) physical switching onto tracks at a freight house, pier, etc., for the purpose of being loaded.

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)	7,908	156	1
		2. Train Miles - Running (B)	XXXXXX	XXXXXX	
2		2-01 Unit Trains	588,516	XXXXXX	2
3		2-02 Way Trains	2,880,856	XXXXXX	3
4		2-03 Through Trains	7,530,479	1,932,808	4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	10,999,851	1,932,808	5
6		2-05 Motorcars (C)			6
7		2-06 TOTAL ALL TRAINS (lines 5, 6)	10,999,851	1,932,808	7
		3. Locomotive Unit Miles (D)	XXXXXX	XXXXXX	
		Road Service (E)	XXXXXX	XXXXXX	
8		3-01 Unit Trains	1,604,718	XXXXXX	8
9		3-02 Way Trains	6,807,950	XXXXXX	9
10		3-03 Through Trains	20,182,903	1,999,735	10
11		3-04 TOTAL (lines 8-10)	28,595,571	1,999,735	11
12		3-11 Train Switching (F)	665,756	XXXXXX	12
13		3-21 Yard Switching (G)	5,543,123	47,979	13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	34,804,450	2,047,714	14
		4. Freight Car-Miles (thousands) (H)	XXXXXX	XXXXXX	
		4-01 RR Owned and Leased Cars - Loaded	XXXXXX	XXXXXX	
15		4-010 Box-Plain 40-Foot	5,886	XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	38,498	XXXXXX	16
17		4-012 Box-Equipped	24,835	XXXXXX	17
18		4-013 Gondola-Plain	10,092	XXXXXX	18
19		4-014 Gondola-Equipped	2,338	XXXXXX	19
20		4-015 Hopper-Covered	52,387	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	37,381	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	6,726	XXXXXX	22
23		4-018 Refrigerator-Mechanical	9,848	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	10,531	XXXXXX	24
25		4-020 Flat-TOFC/COFC	2,827	XXXXXX	25
26		4-021 Flat-Multi-Level	4,397	XXXXXX	26
27		4-022 Flat-General Service	1,502	XXXXXX	27
28		4-023 Flat-All Other	11,809	XXXXXX	28
29		4-024 All Other Car Types-Total	1,185	XXXXXX	29
30		4-025 TOTAL (lines 15-29)	220,242	XXXXXX	30
		4-11 RR Owned and Leased Cars Empty	XXXXXX	XXXXXX	

*Total number of loaded miles _____ and empty miles _____ of roadtrailer reported above

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
31		4-110 Box-Plain 40-Foot	4,626	XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	36,313	XXXXXX	32
33		4-112 Box-Equipped	19,793	XXXXXX	33
34		4-113 Gondola-Plain	9,089	XXXXXX	34
35		4-114 Gondola-Equipped	2,300	XXXXXX	35
36		4-115 Hopper-Covered	56,140	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	37,814	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	7,079	XXXXXX	38
39		4-118 Refrigerator-Mechanical	8,298	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	9,040	XXXXXX	40
41		4-120 Flat-TOFC/COFC	256	XXXXXX	41
42		4-121 Flat-Multi-Level	3,367	XXXXXX	42
43		4-122 Flat-General Service	968	XXXXXX	43
44		4-123 Flat-All Other	11,300	XXXXXX	44
45		4-124 All Other Car Types	1,676	XXXXXX	45
46		4-125 TOTAL (lines 31-45)	208,059	XXXXXX	46
		4-13 Private Line Cars - Loaded (H)	XXXXXX	XXXXXX	
47		4-130 Box-Plain 40-Foot	374	XXXXXX	47
48		4-131 Box-Plain 50-Foot and Longer	1,771	XXXXXX	48
49		4-132 Box-Equipped	23	XXXXXX	49
50		4-133 Gondola-Plain	48	XXXXXX	50
51		4-134 Gondola-Equipped	198	XXXXXX	51
52		4-135 Hopper-Covered	40,880	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	134	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	420	XXXXXX	54
55		4-138 Refrigerator-Mechanical	3,204	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	12	XXXXXX	56
57		4-140 Flat-TOFC/COFC	62,258	XXXXXX	57
58		4-141 Flat-Multi-Level	18,552	XXXXXX	58
59		4-142 Flat-General Service	76	XXXXXX	59
60		4-143 Flat-All Other	2,243	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	16,671	XXXXXX	61
62		4-145 Tank-22,000 Gallons and Over	4,184	XXXXXX	62
63		4-146 All Other Car Types	1,482	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	152,530	XXXXXX	64
		4-15 Private Line Cars-Empty (H)	XXXXXX	XXXXXX	
65		4-150 Box-Plain 40-Foot	350	XXXXXX	65

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

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
66		4-151 Box-Plain 50-Foot and Longer	445	XXXXXX	66
67		4-152 Box-Equipped	16	XXXXXX	67
68		4-153 Gondola-Plain	28	XXXXXX	68
69		4-154 Gondola-Equipped	182	XXXXXX	69
70		4-155 Hopper-Covered	44,403	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	133	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	439	XXXXXX	72
73		4-158 Refrigerator-Mechanical	3,390	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	22	XXXXXX	74
75		4-160 Flat-TOFC/COFC	16,165	XXXXXX	75
76		4-161 Flat-Multi-Level	14,841	XXXXXX	76
77		4-162 Flat-General Service	129	XXXXXX	77
78		4-163 Flat-All Other	2,565	XXXXXX	78
79		4-164 Tank-Under 22,000 Gallons	18,312	XXXXXX	79
80		4-165 Tank-22,000 Gallons and Over	4,672	XXXXXX	80
81		4-166 All Other Car Types ¹	1,427	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	107,519	XXXXXX	82
83		4-17 Work Equipment Car-Miles	9,571	XXXXXX	83
84		4-18 No Payment Car-Miles (1)	37,383	XXXXXX	84
		4-19 Total Car-Miles by Train Type	XXXXXX	XXXXXX	
85		4-180 Unit Trains	60,178	XXXXXX	85
86		4-181 Way Trains	131,265	XXXXXX	86
87		4-182 Through Trains	543,861	XXXXXX	87
88		4-183 TOTAL (lines 85-87)	735,304	XXXXXX	88
89		4-20 Caboose Miles	11,481	XXXXXX	89
		5. Passenger Car-Miles (thousands) (j)	XXXXXX	XXXXXX	
90		5-01 Coaches		10,894	90
91		5-02 Combination, Passenger Cars			91
92		5-03 Sleeping and Parlor Cars		14	92
93		5-04 Dining, Grill and Tavern Cars		67	93
94		5-05 Head-End Cars (other than 5-02)			94
95		5-06 TOTAL (lines 90-94)		10,975	95
96		5-07 Business Cars			96
97		5-08 Crew Cars (other than Cabrooses)			97
		6. Gross Ton-Miles (thousands) (k)	XXXXXX	XXXXXX	
98		6-01 Road Locomotives	5,387,220	278,101	98
		6-02 Freight Trains, Cn's, Cnts., and Cabrooses	XXXXXX	XXXXXX	

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

755. RAILROAD OPERATING STATISTICS - Concluded

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
99		6-020 Unit Trains	5,470,442	XXXXXX	99
100		6-021 Way Trains	7,126,901	XXXXXX	100
101		6-022 through Trains	36,947,158	XXXXXX	101
102		6-03 Passenger Trains, Crs. and Cnts.		773,818	102
103		6-04 Non-Revenue	478,550	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	55,410,271	1,051,919	104
		7 Tons of Freight (thousands)	XXXXXX	XXXXXX	
105		7-01 Revenue	77,442	XXXXXX	105
106		7-02 Non-Revenue	2,311	XXXXXX	106
107		7-03 TOTAL (lines 105, 106)	79,753	XXXXXX	107
		8 Ton-Miles of Freight (thousands) (L)	XXXXXX	XXXXXX	
108		8-01 Revenue-Road Service	23,719,295	XXXXXX	108
109		8-02 Revenue-Lake Transfer Service		XXXXXX	109
110		8-03 TOTAL (lines 108, 109)	23,719,295	XXXXXX	110
111		8-04 Non-Revenue-Road Service	497,796	XXXXXX	111
112		8-05 Non-Revenue-Lake Transfer Service		XXXXXX	112
113		8-06 TOTAL (lines 111, 112)	497,796	XXXXXX	113
114		8-07 TOTAL-REVENUE AND NON-REVENUE (lines 110, 113)	24,217,091	XXXXXX	114
		9 Train Hours (M)	XXXXXX	XXXXXX	
115		9-01 Road Service	617,864	XXXXXX	115
116		9-02 Train Switching	53,557	XXXXXX	116
117		10 TOTAL YARD-SWITCHING HOURS (N)	706,829	XXXXXX	117
		11 Train-Miles Work Trains (O)	XXXXXX	XXXXXX	
118		11-01 Locomotives	69,933	XXXXXX	118
119		11-02 Motorcars		XXXXXX	119
		12 Number of Loaded Freight Cars (P)	XXXXXX	XXXXXX	
120		12-01 Unit Trains	72,278	XXXXXX	120
121		12-02 Way Trains	621,360	XXXXXX	121
122		12-03 Through Trains	1,275,206	XXXXXX	122
123		13 TOFC/COFC-No. of Rev. Trailers and Containers Loaded and Unloaded (Q)	228,727	XXXXXX	123
124		14 Multi-Level Cars-No. of Motor Vehicles Loaded and Unloaded (Q)	177,556	XXXXXX	124
125		15 TOFC/COFC-No. of Rev. Trailers Picked Up and Delivered (R)	1,087	XXXXXX	125
		16 Revenue Tons-Marine Terminal (S)	XXXXXX	XXXXXX	
126		16-01 Marine Terminals-Coal		XXXXXX	126
127		16-02 Marine Terminals-Ore	7,601,081	XXXXXX	127
128		16-03 Marine Terminals-Other		XXXXXX	128
129		16-04 TOTAL (lines 126-128)	7,601,081	XXXXXX	129
		17 Number of Foreign Per Diem Cars on Line (T)	XXXXXX	XXXXXX	
130		17-01 Serviceable	6,744	XXXXXX	130
131		17-02 Unserviceable	19	XXXXXX	131
132		17-03 Surplus	491	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	7,254	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 Illinois

County of Cook

J. M. Butler makes oath and says that he is Sr. V.P. - Finance and Accounting
(Insert here name of the affiant) (Insert here the official title of the affiant)

Of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY AND SUBSIDIARIES

(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, 1983, to and including December 31, 1983

J. M. Butler
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and
county above named, this 3rd day of April, 1984

My commission expires October 3, 1984

Use an
L.S.
impression seal

Franc H. Hussman
(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

State of _____

County of _____

_____ makes oath and says that he is _____
(Insert here name of the affiant) (Insert here the official title of the affiant)

Of _____
(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

_____, 19____, to and including _____, 19____

(Signature of affiant)

Subscribed and sworn to before me, a _____ in and for the State and
county above named, this _____ day of _____, 19____

My commission expires _____

Use an
L.S.
impression seal

(Signature of officer authorized to administer oaths)

RC 130900
CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY AND SUBSIDIARIES
SUPPLEMENTAL 1983 R-1 DATA

Section of Accounting
and Reporting

JUN 1 1984

Bureau of Accounts Received

NOTE

REFLECTS CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY
BOOK COST AND NOT THE ORIGINAL COST OF PROPERTY
WHEN FIRST DEDICATED TO PUBLIC SERVICE.

ALTHOUGH THE FORMS CALL FOR BOOK AMOUNTS UNDER RRB
ACCOUNTING, IT IS OUR BELIEF THAT ORIGINAL COST SHOULD BE USED.

June 13, 1984

NAME OF CARRIER CHICAGO AND NORTH WESTERN TRANSPORTATION
COMPANY AND SUBSIDIARIES

SUPPLEMENTAL 1983 R-1 DATA

Section of Accounting
and Reporting

INSTRUCTIONS

JUN 18 1984

1. Line and column references in column (b) are to the 1983 R-1 report.
2. Data entered in column (c) shall be computed under RRB accounting.
3. Data entered in column (d) shall be completed under Depreciation accounting.
4. This supplemental report should be filed with the Bureau of Accounts by June 30, 1984.

Selected items (a)	1983 R-1 Location (b)	RRB Accounting As of 12/31/83 (Dollars in Thousands) (c)	Depreciation Accounting As of 1/1/83 (Dollars in Thousands) (d)
<u>Schedule 210</u>			
1. Net railway operating income (loss)	Line 69	\$ 30,675	N/A
<u>Schedule 245</u>			
2. Total working capital	Line 28	75,224	\$ ^{86,742} 70,916
<u>Schedule 352A</u>			
TOTAL	Line 31		
3. Investment in property	col. d	897,047	1,028,082
4. Depreciation and Amortization of defence projects	col. e	219,793	304,630
<u>Schedule 352B</u>			
Interest during construction	Line 40	NONE	NONE
5. Respondent	col. b	NONE	NONE
6. Lessor railroads	col. c	NONE	NONE
7. Inactive (Proprietary Companies)	col. d	NONE	NONE
8. Other Leased Properties	col. e	NONE	NONE
Other elements of Investment	Line 41		
9. Respondent	col. b	(1,175)	(2,354)
10. Lessor railroads	col. c	-	-
11. Inactive (Proprietary Companies)	col. d	-	-
12. Other Leased Properties	col. e	-	-

CHICAGO AND NORTH WESTERN TRANSPORTATION
NAME OF CARRIER COMPANY AND SUBSIDIARIES

SUPPLEMENTAL 1983 R-1 DATA

Section of Accounting
and Reporting

INSTRUCTIONS

JUN 1 1984

1. Line and column references in column (b) are to the 1982 R-1 report.
2. Data entered in column (c) shall be computed under RRB accounting.
3. Under item 35 list any other property or expense accounts that would be changed due to capitalization of overhead expenses under Depreciation Accounting; and, enter in column (c) the amount that would be reported under RRB Accounting.
4. This supplemental report should be filed with the Bureau of Accounts by June 30, 1984.

Item No.	Selected Items (a)	1982 R-1 Location (b)	RRB Accounting As of 12/31/83 (Dollars in Thousands) (c)
1.	<u>Schedule 335, Accumulated Depreciation-Road and Equipment Owned and Used</u> Total road	Line 28, col. g	\$ <u>31,426</u>
2.	<u>Schedule 342, Accumulated Depreciation-Improvements to Road and Equipment Leased from Others</u> Total road	Line 27, col. g	<u>594</u>
3.	<u>Schedule 351, Accumulated Depreciation-Road and Equipment Leased to Others</u> Total road	Line 27, col. g	<u>NONE</u>
4.	<u>Schedule 352B, Investment in Railway Property Used in Transportation Service (By Property Accounts)</u> Ties, Rails, Other Track Material, Ballast, Track Laying and Surfacing	Cols. b thru e, sum of lines 8 thru 12	<u>136,279</u>
5.	Total expenditures for road	Line 34, total of cols. b thru e	<u>327,834</u>
6.	Total general expenditures	Line 45, total of cols. b thru e	<u>NONE</u>

Item No.	Selected Items (a)	1982 R-1 Location (b)	RRB Accounting As of 12/31/83 (Dollars in Thousands) (c)
	<u>Schedule 410, Railway Operating Expenses</u>		
7.	Ties, Rails, Other Track Material, Ballast, Track Laying and Surfacing - Running (Freight)	Col. f, sum of lines 12, 14, 16, 18, 20	<u>44,034</u>
8.	Ties, Rails, Other Track Material, Ballast, Track Laying and Surfacing - Running (Passenger)	Col. g, sum of lines 12, 14, 16, 18 , 20	<u>1,587</u>
9.	Ties, Rails, Other Track Material, Ballast, Track Laying and Surfacing - Switching (Freight)	Col. f, sum of lines 13, 15, 17, 19, 21	<u>8,947</u>
10.	Tie, Rails, Other Track Material, Ballast, Track Laying and Surfacing - Switching (Passenger)	Col. g, sum of lines 13, 15, 17, 19, 21	<u>190</u>
	Depreciation - Running		
11.	Freight	Line 136, col. f	<u>593</u>
12.	Passenger	Line 136, col. g	<u>94</u>
	Depreciation - Switching		
13.	Freight	Line 137, col. f	<u>145</u>
14.	Passenger	Line 137, col. g	<u>1</u>
	Depreciation - Other		
15.	Freight	Line 138, col. f	<u>5,677</u>
16.	Passenger	Line 138, col. g	<u>177</u>
	Other - Running		
17.	Freight	Line 148, col. f	<u>(1,579)</u>
18.	Passenger	Line 148, col. g	<u>1</u>
	Other - Switching		
19.	Freight	Line 149, col. f	<u>(1,187)</u>
20.	Passenger	Line 149, col. g	<u>-</u>

Item No.	Selected Items (a)	1982 R-1 Location (b)	RRB Accounting As of 12/31/83 (Dollars in Thousands) (c)
-	Other - Other		
21.	Freight	Line 150, col. f	<u>1,431</u>
22.	Passenger	Line 150, col. g	<u>104</u>
	Total Way and Structures		
23.	Freight	Line 151, col. f	<u>160,881</u>
24.	Passenger	Line 151, col. g	<u>10,007</u>
	<u>Schedule 412, Way and Structures</u>		
25.	Total - Retirement	Line 35, col. c	<u>(2,784)</u>
	<u>Schedule 415, Supporting Schedule Equipment</u>		
26.	Total - Locomotives	Line 5, col. f	<u>9,259</u>
27.	Total - Freight Train Cars	Line 24, col. f	<u>37,737</u>
28.	Total - Highway Equipment Floating Equipment - Revenue Service	Line 32, col. f	<u>600</u>
29.	Marine Line-Haul	Line 33, col. f	<u>-</u>
30.	Local Marine	Line 34, col. f	<u>-</u>
31.	Total - Floating Equipment	Line 35, col. f	<u>-</u>
32.	Other Equipment	Col. f, sum of lines 37 thru 40	<u>3,705</u>
33.	Work & Other Non-revenue Equipment	Line 41, col. f	<u>-</u>
34.	Total - All Equipment	Line 43, col. f	<u>51,301</u>

ROAD INITIALS CNW

Selected Items (a)	1982 R-1 Location (b)	RRB Accounting As of 12/31/83 (Dollars in Thousands) (c)
35. OTHER ACCOUNTS (SEE INSTRUCTIONS)		
<u>Administration-Track</u>	<u>Line 1,Col.f</u>	<u>\$ 11,805</u>
<u>Administration-Bridge & Bldg.</u>	<u>Line 2,Col.f</u>	<u>2,547</u>
<u>Administration-Signal</u>	<u>Line 3,Col.f</u>	<u>2,974</u>
<u>Administration-Communication</u>	<u>Line 4,Col.f</u>	<u>1,861</u>
<u>Administration-Other</u>	<u>Line 5,Col.f</u>	<u>927</u>
<u>Roadway-Running</u>	<u>Line 6,Col.f</u>	<u>3,912</u>
<u>Power Systems</u>	<u>Line 28,Col.f</u>	<u>233</u>
<u>Highway Grade Crossing-Running</u>	<u>Line 29,Col.f</u>	<u>2,939</u>
<u>Station & Office Buildings</u>	<u>Line 31,Col.f</u>	<u>1,928</u>
<u>Miscl. Buildings & Structures</u>	<u>Line 102,Col.f</u>	<u>608</u>

ROAD INITIALS CNW

Selected Items (a)	1982 R-1 Location (b)	RRB Accounting As of 12/31/83 (Dollars in Thousands) (c)
35. OTHER ACCOUNTS (SEE INSTRUCTIONS)- (CONT'D.)		
<u>Roadway Machines</u>	Line <u>109,col.f</u>	\$ <u>6,900</u>
<u>Small Tools & Supplies</u>	Line <u>110,col.f</u>	<u>5,217</u>
<u>Fringe Benefits-Running</u>	Line <u>112,col.f</u>	<u>17,178</u>
<u>Dismantling Retired Road Property-Running</u>	Line <u>145,col.f</u>	<u>4,510</u>
<u>Locomotives-Fringe Benefits</u>	Line <u>205,col.f</u>	<u>6,472</u>
<u>Freight Car-Fringe Benefits</u>	Line <u>224,col.f</u>	<u>10,224</u>
<u>Other Equipment- Computer & Data Processing Equipmt.</u>	Line <u>305,col.f</u>	<u>958</u>
<u>Other Equipment- Work & Other Non-Revenue Equipmt.</u>	Line <u>307,col.f</u>	<u>5,153</u>
<u>Other Equipment- Fringe Benefits</u>	Line <u>309,col.f</u>	<u>1,338</u>
<u>Other Equipment- Depreciation</u>	Line <u>317,col.f</u>	<u>1,193</u>

ROAD INITIALS CNW

Selected Items (a)	1982 R-1 Location (b)	RRB Accounting As of 12/31/83 (Dollars in Thousands) (c)
35. OTHER ACCOUNTS (SEE INSTRUCTIONS) -(CONT'D.)		
Transportation- Train-Fringe Benefits	Line 414,col.f	\$ 21,148
Transportation- Yard-Fringe Benefits	Line 430,col.f	13,884
Transportation- Specialized Services-Fringe Benefits	Line 512,col.f	515
Transportation-Administrative Support-Fringe Benefits	Line 522,col.f	5,201
General & Administrative- General Administration	Line 601,col.f	4,015
General & Administrative- Accounting, Auditing, & Finance	Line 602,col.f	11,401
General & Administrative- Management Services & Data Processing	Line 603,col.f	7,829
General & Administrative- Personnel & Labor Relations	Line 607,col.f	6,377
General & Administrative- Legal & Secretarial	Line 608,col.f	4,700
General & Administrative- Fringe Benefits	Line 611,col.f	10,151

ROAD INITIALS CNW

Selected Items (a)	1982 R-1 Location (b)	RRB Accounting As of 12/31/83 (Dollars in Thousands) (c)
35. OTHER ACCOUNTS (SEE INSTRUCTIONS)-(CONT'D.)		
General & Administrative- Casualties & Insurance	Line 612,col.f	\$ 203
General & Administrative- Joint Facility-Debit	Line 616,col.f	212
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Highway revenue equipment	84-85	Laid in replacement	90
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Inventory	80-85	Charges to operating expenses	45
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SUPPLEMENTAL SCHEDULES

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

FOR THE

YEAR ENDED DECEMBER 31, 1983

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	13,623	10,175	1
2		702	Temporary Cash Investments	115,500	45,335	2
3		703	Special Deposits	126	127	3
			Accounts Receivable			
4		704	Loan and Notes	565	711	4
5		705	Interline and Other Balances	6,523	9,268	5
6		706	Customers	25,022	24,177	6
7		707	Other	23,024	20,853	7
8		709, 708	Accrued Accounts Receivables	37,123	29,822	8
9		708.5	Receivables from Affiliated Companies		-	9
10		709.5	Less Allowance for Uncollectible Accounts	(78)	(85)	10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits	1,986	2,065	11
12		712	Materials and Supplies	42,015	43,470	12
13		713	Other Current Assets	680	1,347	13
14			TOTAL CURRENT ASSETS	266,109	187,265	14
Other Assets						
15		715, 716, 717	Special Funds	2,580	3,507	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310)	55,728	48,806	16
17		722, 723	Other Investments and Advances	22	86	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)	2,924	2,760	19
			\$66			
20		739, 741	Other Assets	6,190	7,861	20
21		743	Other Deferred Debits	3,287	3,316	21
22		744	Accumulated Deferred Income Tax Debits		-	22
23			TOTAL OTHER ASSETS	70,731	66,336	23
Road and Equipment						
24		731, 732	Road (Schedules 330 and 330A)	599,190	579,286	24
25	*		Equipment	364,028	352,139	25
26			Unallocated Items	52,198	14,214	26
27			Accumulated Depreciation and Amortization (Schedules 335, 340, 342, 351)	(313,817)	(276,386)	27
28			Net Road and Equipment	701,599	669,253	28
29	*		TOTAL ASSETS	1,038,439	922,854	29

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY
(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 Liabilities						
30		751	Loans and Notes Payable	-	-	30
31		752	Accounts Payable, Interline and Other Balances	3,900	2,525	31
32		753	Audited Accounts and Wages	26,839	22,022	31
33		754	Other Accounts Payable	3,706	3,795	33
34		755, 756	Interest and Dividends Payable	5,730	6,255	34
35		757	Payables to Affiliated Companies	3,212	6,506	35
36		759	Accrued Accounts Payable	132,789	128,387	36
37		760, 761, 761.5, 762	Taxes Accrued	13,893	12,464	37
38		763	Other Current Liabilities	811	537	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	37,752	38,753	39
40			TOTAL CURRENT LIABILITIES	228,632	221,244	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured	92,684	103,324	41
42		766	Equipment Obligations	120,547	123,499	42
43		766.5	Capitalized Lease Obligations	48,293	50,849	43
44		768	Debt in Default	-	-	44
45		769	Accounts payable, Affiliated Companies	29,590	19,431	45
46		770.1, 770.2	Unamortized Debt Premium	(18)	(24)	46
47		781	Interest in Default	-	-	47
48		783	Deferred Revenues-Transfers from Government Authorities	13,116	10,425	48
49		786	Accumulated Deferred Income Tax Credits	22,100	17,550	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	48,029	50,507	50
51			TOTAL NONCURRENT LIABILITIES	374,341	375,561	51
Shareholders' Equity						
52		791, 792	Capital Stock (Schedule 230)			52
53			Common Stock	4,398	3,791	53
54			Preferred Stock - Redeemable	144,051	143,850	54
55			Discount on Capital Stock	-	-	55
56		794, 795	Additional Capital (Schedule 230)	76,908	1,933	56
57		797	Retained Earnings Appropriated	-	-	57
58		798	Unappropriated (Schedule 220)	210,397	176,578	58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities	-	-	59
60		798.5	Less Treasury Stock	(288)	(103)	60
61			Net Stockholders Equity	435,466	326,049	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	1,038,439	922,854	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 \$ _____

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 \$ _____

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 _____

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund \$ _____

(c) Is any part of pension plan funded? Specify Yes _____ No _____

(i) If funding is by insurance, give name of insuring company _____

If funding is by trust agreement, list trustee(s) _____

Date of trust agreement or latest amendment _____

If respondent is affiliated in any way with the trustee(s), explain affiliation. _____

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

(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 _____

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 _____ No _____ If yes, who determines how stock is voted? _____

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 employer's contribution to employee stock ownership plans for the current year was \$ _____

(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 \$ _____

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account \$ _____

Note: See Consolidated Report Schedule 200.

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

(a) Changes in Valuation Accounts

	Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.) Current Portfolio				N/A
as of / / Noncurrent Portfolio			N/A	\$
(Previous Yr.) Current Portfolio			N/A	N/A
as of / / 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 \$ _____ on the sale of marketable equity securities was included in net income for _____ (year). The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their 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.

NOTES AND REMARKS

See Consolidated Report Schedule 200.

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 in this report. Any disparities in expense amounts shown in this schedule and expense amounts reported in Schedule 410 must be fully explained on page 12.

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 for Account No. 513 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 49 plus 50 plus 51, column (b)

Line 52, column (b)

Line 14, column (b)

Line 14, column (d)

Line 14, column (e)

Schedule 210

= Line 64, column (b)

= Line 65, column (b)

= Line 66, column (b)

Schedule 410

= Line 620, column (h)

= Line 620, column (f)

= Line 620, column (g)

Line No.	Cross Check	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	756,234	707,298			1
2		(102) Passenger	48,917	51,991			2
3		(103) Passenger-Related	180	202			3
4		(104) Switching	23,079	19,015			4
5		(105) Water Transfers	-	-			5
6		(106) Demurrage	8,337	7,225			6
7		(110) Incidental	4,745	4,185			7
8		(121) Joint Facility-Credit	436	303			8
9		(122) Joint Facility-Debit	(6)	(2)			9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities lines 1-9)	841,922	790,217			10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations	17,810	12,880			11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities	170	8			12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	859,902	803,105			13
14	*	(531) Railway operating expenses	817,454	825,059			14
15	*	Net revenue from railway operations	42,448	(21,954)			15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	(8)	(8)			16
17		(510) Miscellaneous rent income	4,566	3,836			17
18		(512) Separately operated properties-Profit	-	-			18
19		(513) Dividend Income (cost method)	1	-			19
20		(514) Interest Income	7,482	9,260			20
21		(516) Income from sinking and other funds	252	487			21
22		(517) Release of premiums on funded debt	3	4			22
23		(518) Contributions from other companies	-	-			23
24		(519) Miscellaneous income	15,377	29,291			24
25		Income from affiliated companies		6,126			25
26		(513) Dividends (equity method)		(967)			26
27		Equity in undistributed earnings (losses)	3,876				27
28		TOTAL OTHER INCOME (lines 16-26)	31,549	48,029			27
29		TOTAL INCOME (lines 15, 27)	73,997	26,075			27
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	-	-			29
30		(535) Taxes on property used in other than carrier operations	-	-			30
31		(543) Miscellaneous rent expense	1,015	988			31
32		(544) Miscellaneous taxes	156	113			32
33		(545) Separately operated properties-Loss	-	-			33
34		(549) Maintenance of investment organization	-	-			34
35		(550) Income transferred to other companies	-	-			35
36		(551) Miscellaneous income charges	3,867	4,741			36
37		(553) Uncollectible accounts	-	-			37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)	5,038	5,842			38
39		Income available for fixed charges (Lines 28, 38)	68,959	20,233			39

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					
40		(546) Interest on funded debt			
		(a) Fixed interest not in default	30,390	36,012	40
41		(b) Interest in default	-	-	41
42		(547) Interest on unfunded debt	22	697	42
43		(548) Amortization of discount on funded debt	178	184	43
44		TOTAL FIXED CHARGES (lines 40-43)	30,590	36,893	44
45		Income after fixed charges (lines 39, 44)	38,369	(16,660)	45
OTHER DEDUCTIONS					
46		(546) Interest on funded debt			
		(c) Contingent interest	-	-	46
UNUSUAL OR INFREQUENT ITEMS					
47		(555) Unusual or infrequent items (debit) credit	-	-	47
48		Income (Loss) from continuing operations (before income taxes)	38,369	(16,660)	48
PROVISIONS FOR INCOME TAXES					
49		(556) Income taxes on ordinary income			
		Federal income taxes	-	-	49
50		State income taxes	-	-	50
51		Other income taxes	-	-	51
52		(557) Provision for deferred taxes	4,550	(2,450)	52
53		TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)	4,550	(2,450)	53
54		Income from continuing operations	33,819	(14,210)	54
DISCONTINUED OPERATIONS					
55		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)	-	-	55
56		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)	-	-	56
57		Income before extraordinary items	33,819	(14,210)	56
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
58		(570) Extraordinary items (Net)	-	-	58
59		(590) Income taxes on extraordinary items	-	-	59
60		(591) Provision for deferred taxes-Extraordinary items	-	-	60
61		TOTAL EXTRAORDINARY ITEMS (lines 58-60)	-	-	61
62		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)	-	-	62
63		Net income (Loss)	33,819	(14,210)	63
Reconciliation of net railway operating income (NROI):					
64		Net revenues from railway operations	42,448	(21,954)	64
65		(556) Income taxes on ordinary income (-)			65
66		(557) Provision for deferred income taxes (-)	4,550	(2,450)	66
67		Income from lease of road and equipment (+)	271	246	67
68		Rent for leased roads and equipment (+)	3,403	6,487	68
69		Net railway operating income (loss)	41,030	(13,263)	69

Note: Includes revenues and expenses of The Railway Transfer Company of the City of Minneapolis, Des Moines and Central Iowa Railway Company and Fort Dodge, Des Moines and Southern Railway Company.

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 62, 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 (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
		(a)			
1		Balances of beginning of year	(74,153)	\$ 15,843	1
2		(601.5) Prior period adjustments to beginning retained earnings	239,595	(4,707)	2
		CREDITS	165,442	11,136	
3	*	(602) Credit balance transferred from income	29,047	4,772	3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings equity in undistributed earnings (losses of affiliated companies)	2,930		5
6		TOTAL	31,977	4,772	6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings equity in undistributed earnings (losses of affiliated companies)		2,930	8
9		(626) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock			11
12		Preferred stock			12
13		TOTAL	-	2,930	13
14		Net increase (decrease) during year (Line 6 minus line 13)	31,977	1,842	14
15		Balances at close of year (Lines 1, 2 and 14)	197,419	12,978	15
16		Balances from line 15(c)	12,978	N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	210,397	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 \$			21
		REMARKS			
22		Amount of assigned Federal income tax consequences Account 606		N/A	22
23		Account 616		N/A	23

If any dividends have not been declared on cumulative preferred stock, give cumulative undeclared dividends at beginning of year and end of year.

SUPPLEMENTAL SCHEDULES
OSHKOSH TRANSPORTATION COMPANY
FOR THE
YEAR ENDED DECEMBER 31, 1983

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 organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report Oshkosh Transportation Company
2. Date of incorporation January 11, 1868
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 Wisconsin. No changes during the year.
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 It was not.

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

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock. Common, \$ 100 per share; first preferred, \$ — per share; second preferred, \$ — per share; debenture stock, \$ — per share

2. State whether or not each share of stock has the right to one vote, if not, give full particulars in a footnote Yes

3. Are voting rights proportional to holdings? 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 Stock books have not been 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 700 votes, as of December 31, 1983 (Date)

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7 Four (4) 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, with 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.
				Stocks			
				Common	PREFERRED		
					Second (e)	First (f)	
(a)	(b)	(c)	(d)	(e)	(f)		
1	Chicago and North						
2	Western Transportation					2	
3	Company	Chicago, IL	697	697		3	
4	James R. Wolfe	Chicago, IL	1*	1*		4	
5	Louis T. Duerinck	Chicago, IL	1*	1*		5	
6	Robert D. Smith	Chicago, IL	1*	1*		6	
7						7	
8	*Director's qualifying stock held for and					8	
9	in behalf of Chicago and North Western					9	
10	Transportation Company.					10	
11						11	
12						12	
13						13	
14						14	
15						15	
16						16	
17						17	
18						18	
19						19	
20						20	
21						21	
22						22	
23						23	
24						24	
25						25	
26						26	
27						27	
28						28	
29						29	
30						30	

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. 700
votes cast.

11. Give the date of such meeting. October 13, 1983

12. Give the place of such meeting. Chicago, Illinois

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			1
2		702	Temporary Cash Investments			2
3		703	Special Deposits			3
			Accounts Receivable			
4		704	- Loan and Notes			4
5		705	- Interline and Other Balances			5
6		706	- Customers			6
7		707	- Other			7
8		709, 708	- Accrued Accounts Receivables			8
9		708.5	Receivables from Affiliated Companies			9
10		709.5	- Less Allowance for Uncollectible Accounts			10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits			11
12		712	Materials and Supplies			12
13		713	Other Current Assets			13
14			TOTAL CURRENT ASSETS	None	None	14
Other Assets						
15		715, 716, 717	Special Funds			15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310)	3	3	16
17		722, 723	Other Investments and Advances			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)			19
			\$			
20		739, 741	Other Assets			20
21		743	Other Deferred Debits			21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	3	3	23
Road and Equipment						
24		731, 732	Road (Schedules 330 and 330A)	42	42	24
25			Equipment			25
26			Unallocated Items			26
27			Accumulated Depreciation and Amortization (Schedules 335, 340, 342, 351)			27
28			Net Road and Equipment	42	42	28
29			TOTAL ASSETS	45	45	29

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY
(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 Liabilities						
30	751		Loans and Notes Payable			30
31	752		Accounts Payable, Interline and Other Balances			31
32	753		Audited Accounts and Wages			31
33	754		Other Accounts Payable			33
34	755, 756		Interest and Dividends Payable			34
35	757		Payables to Affiliated Companies			35
36	759		Accrued Accounts Payable			36
37	760, 761, 761.5, 762		Taxes Accrued			37
38	763		Other Current Liabilities			38
39	764		Equipment Obligations and Other Long-Term Debt due Within One Year			39
40			TOTAL CURRENT LIABILITIES	None	None	40
Non-Current Liabilities						
41	765, 767		Funded Debt Unmatured			41
42	766		Equipment Obligations			42
43	766.5		Capitalized Lease Obligations			43
44	768		Debt in Default			44
45	769		Accounts payable, Affiliated Companies			45
46	770.1, 770.2		Unamortized Debt Premium			46
47	781		Interest in Default			47
48	783		Deferred Revenues-Transfers from Government Authorities			48
49	786		Accumulated Deferred Income Tax Credits			49
50	771, 772, 774, 775, 782, 784		Other Long-Term Liabilities and Deferred Credits			50
51			TOTAL NONCURRENT LIABILITIES	None	None	51
Shareholders' Equity						
52	791, 792		Capital Stock (Schedule 230)			52
53			Common Stock	70	70	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56	794, 795		Additional Capital (Schedule 230)			56
			Retained Earnings			
57	797		Appropriated			57
58	798		Unappropriated (Schedule 220)	(25)	(25)	58
59	798.1		Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60	798.5		Less Treasury Stock			60
61			Net Stockholders Equity	45	45	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	45	45	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 See Footnote 2 \$ of Consolidated Report

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 None

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund \$ _____

(c) Is any part of pension plan funded? Specify Yes _____ No _____

(i) If funding is by insurance, give name of insuring company _____

If funding is by trust agreement, list trustee(s) _____

Date of trust agreement or latest amendment _____

If respondent is affiliated in any way with the trustee(s), explain affiliation: _____

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

(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 _____

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 _____ No _____ If yes, who determines how stock is voted? _____

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 X

5. (a) The amount of employer's contribution to employee stock ownership plans for the current year was \$ _____

(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 \$ _____

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account.
\$ N/A

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

(a) Changes in Valuation Accounts

		Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.)	Current Portfolio				N/A
as of / /	Noncurrent Portfolio			N/A	\$
(Previous Yr.)	Current Portfolio			N/A	N/A
as of / /	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 \$ _____ on the sale of marketable equity securities was included in net income for _____ (year). The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their 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.

NOTES AND REMARKS

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 12.

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 for Account No. 513 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 49 plus 50 plus 51, column (b)
Line 52, column (b)

Schedule 210

= Line 64, column (b)
= Line 65, column (b)
= Line 66, column (b)

Schedule 410

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

Line No.	Cross Check	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					1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching					4
5		(105) Water Transfers					5
6		(106) Demurrage					6
7		(110) Incidental					7
8		(121) Joint Facility-Credit					8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)					10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)					13
14	*	(531) Railway operating expenses					14
15	*	Net revenue from railway operations	None	None			15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations					16
17		(510) Miscellaneous rent income					17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)					19
20		(514) Interest Income					20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt					22
23		(518) Contributions from other companies					23
24		(519) Miscellaneous income					24
25		Income from affiliated companies					
25		(513) Dividends (equity method)					25
26		Equity in undistributed earnings (losses)					26
27		TOTAL OTHER INCOME (lines 16-26)					27
28		TOTAL INCOME (lines 15, 27)	None	None			27
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations					29
30		(535) Taxes on property used in other than carrier operations					30
31		(543) Miscellaneous rent expense					31
32		(544) Miscellaneous taxes					32
33		(545) Separately operated properties-Loss					33
34		(549) Maintenance of investment organization					34
35		(550) Income transferred to other companies					35
36		(551) Miscellaneous income charges					36
37		(553) Uncollectible accounts					37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)					38
39		Income available for fixed charges (Lines 28, 38)	None	None			39

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			
40		(a) Fixed interest not in default			40
41		(b) Interest in default			41
42		(547) Interest on unfunded debt			42
43		(548) Amortization of discount on funded debt			43
44		TOTAL FIXED CHARGES (lines 40-43)			44
45		Income after fixed charges (lines 39, 44)	None	None	45
		OTHER DEDUCTIONS			
		(546) Interest on funded debt			
46		(c) Contingent interest			46
		UNUSUAL OR INFREQUENT ITEMS			
47		(555) Unusual or infrequent items (debit) credit			47
48		Income (Loss) from continuing operations (before income taxes)	None	None	48
		PROVISIONS FOR INCOME TAXES			
		(556) Income taxes on ordinary income			
49	*	Federal income taxes			49
50	*	State income taxes			50
51	*	Other income taxes			51
52	*	(557) Provision for deferred taxes			52
53		TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)			53
54	*	Income from continuing operations	None	None	54
		DISCONTINUED OPERATIONS			
55	*	(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			55
56	*	(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			56
57		Income before extraordinary items	None	None	57
		EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES			
58		(570) Extraordinary items (Net)			58
59		(590) Income taxes on extraordinary items			59
60		(591) Provision for deferred taxes-Extraordinary items			60
61		TOTAL EXTRAORDINARY ITEMS (lines 58-60)			61
62		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			62
63		Net income (Loss)	None	None	63
		Reconciliation of net railway operating income (NROI)			
64		Net revenues from railway operations			64
65		(556) Income taxes on ordinary income (-)			65
66	*	(557) Provision for deferred income taxes (-)			66
67		Income from lease of road and equipment (+)			67
68		Rent for leased roads and equipment (+)			68
69		Net railway operating income (loss)	None	None	69

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 62, column (b), Schedule 210.

6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings - Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances of beginning of year	(25)	\$	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income			3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings equity in undistributed earnings (losses) of affiliated companies			5
6		TOTAL	None		6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings equity in undistributed earnings (losses) of affiliated companies			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends Common stock			11
12		Preferred stock			12
13		TOTAL	None		13
14		Net increase (decrease) during year (Line 6 minus line 13)	None		14
15		Balances at close of year (Lines 1, 2 and 14)	(25)		15
16		Balances from line 15(c)		N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	(25)	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 \$			21
		REMARKS			
22		Amount of assigned Federal income tax consequences Account 606		N/A	22
23		Account 616		N/A	23

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

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common	\$100	700	700	None	700	\$70		1
2									2
3									3
4	Preferred								4
5									5
6									6
7									7
8									8
9									9
10	TOTAL	XXXXX	700	700	None	700	\$70		10

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

(Dollars in Thousands)

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

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year			700	\$70				11
12	Capital Stock Sold ¹								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Stock Dividends								15
16	Balance at close of year			700	\$70				16

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

SUPPLEMENTAL SCHEDULES

MINNEAPOLIS INDUSTRIAL RAILWAY COMPANY

FOR THE

YEAR ENDED DECEMBER 31, 1983

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 organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report Minneapolis Industrial Railway Company

2. Date of incorporation October 3, 1932

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.

Organized under General Corporation Laws of the State of Delaware,
Chapter 65 and all Acts amendatory thereto. No changes effected
during the year. Amendment previously effected September 3, 1959.

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. It was not.

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.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock. Common, \$ 100 per share; first preferred, \$ 100 per share; second preferred, \$ - per share; debenture stock, \$ - per share.

2. State whether or not each share of stock has the right to one vote. If not, give full particulars in a footnote. Yes

3. Are voting rights proportional to holdings? 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. Stock book has not been 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 1,000 votes, as of December 31, 1983 (Date)

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7. One (1) 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, with 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.
				Stocks			
				Common	PREFERRED		
					Second	First	
(a)	(b)	(c)	(d)	(e)	(f)		
1	Chicago and North					1	
2	Western Transportation					2	
3	Company	Chicago, IL	1,000	1,000	-	-	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
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent 1,000
votes cast.
11. Give the date of such meeting October 13, 1983
12. Give the place of such meeting Chicago, Illinois

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	1	1	1
2		702	Temporary Cash Investments			2
3		703	Special Deposits			3
Accounts Receivable						
4		704	Loan and Notes			4
5		705	- Interline and Other Balances			5
6		706	Customers			6
7		707	Other			7
8		708, 708	Accrued Accounts Receivables			8
9		708.5	Receivables from Affiliated Companies			9
10		709.5	- Less: Allowance for Uncollectible Accounts			10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits			11
12		712	Materials and Supplies			12
13		713	Other Current Assets	1	27	13
14			TOTAL CURRENT ASSETS	2	28	14
Other Assets						
15		715, 716, 717	Special Funds			15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310)			16
17		722, 723	Other Investments and Advances			17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities Cr			18
19		727, 738	Property Used in Other than Carrier Operation (less Depreciation)	65	65	19
20		730, 741	Other Assets			20
21		743	Other Deferred Debits			21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	65	65	23
Road and Equipment						
24		731, 732	Road (Schedules 330 and 330A)	503	499	24
25			Equipment	2,129	2,257	25
26			Unallocated Items	(236)	(236)	26
27			Accumulated Depreciation and Amortization (Schedules 335, 340, 342, 351)	(576)	(416)	27
28			Net Road and Equipment	1,820	2,104	28
29			TOTAL ASSETS	1,887	2,197	29

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY
(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 Liabilities						
30		751	Loans and Notes Payable	*		30
31		752	Accounts Payable, Interline and Other Balances			31
32		753	Audited Accounts and Wages			31
33		754	Other Accounts Payable			33
34		755, 756	Interest and Dividends Payable			34
35		757	Payables to Affiliated Companies			35
36		759	Accrued Accounts Payable			36
37		760, 761, 761.5, 762	Taxes Accrued			37
38		763	Other Current Liabilities			38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year			39
40			TOTAL CURRENT LIABILITIES	None	None	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured			41
42		766	Equipment Obligations			42
43		766.5	Capitalized Lease Obligations			43
44		768	Debt in Default			44
45		769	Accounts payable, Affiliated Companies	488	872	45
46		770.1, 770.2	Unamortized Debt Premium			46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities			48
49		786	Accumulated Deferred Income Tax Credits	169	134	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	62	63	50
51			TOTAL NONCURRENT LIABILITIES	719	1,069	51
Shareholders' Equity						
52		791, 792	Capital Stock (Schedule 230)			52
53			Common Stock	100	100	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56		794, 795	Additional Capital (Schedule 230)	978	978	56
57		797	Retained Earnings Appropriated			57
58		798	Unappropriated (Schedule 220)	90	50	58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock			60
61			Net Stockholders Equity	1,168	1,128	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	1,887	2,197	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: See Footnote 2
of Consolidated Report

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: None

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund: \$

(c) Is any part of pension plan funded? Specify: Yes No

(i) If funding is by insurance, give name of insuring company:

If funding is by trust agreement, list trustee(s):

Date of trust agreement or latest amendment:

If respondent is affiliated in any way with the trustee(s), explain affiliation:

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

(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

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 No If yes, who determines how stock is voted?

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 X

5. (a) The amount of employer's contribution to employee stock ownership plans for the current year was \$

(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 \$

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account:
\$ N/A

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

(a) Changes in Valuation Accounts

		Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.)	Current Portfolio				N/A
as of	Noncurrent Portfolio			N/A	\$
(Previous Yr.)	Current Portfolio			N/A	N/A
as of	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 \$ _____ on the sale of marketable equity securities was included in net income for _____ (year). The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their 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.

NOTES AND REMARKS

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 12.

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 for Account No. 513 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 49 plus 50 plus 51, column (b)

Line 52, column (b)

Line 14, column (b)

Line 14, column (d)

Line 14, column (e)

Schedule 210

= Line 64, column (b)

= Line 65, column (b)

= Line 66, column (b)

Schedule 410

= Line 620, column (h)

= Line 620, column (f)

= Line 620, column (g)

Line No.	Cross Check	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					1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching					4
5		(105) Water Transfers					5
6		(106) Demurrage					6
7		(110) Incidental					7
8		(121) Joint Facility-Credit					8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)					10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)					13
14	*	(531) Railway operating expenses					14
15	*	Net revenue from railway operations	None	None			15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations					16
17		(510) Miscellaneous rent income	75	75			17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)					19
20		(514) Interest Income					20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt					22
23		(518) Contributions from other companies					23
24		(519) Miscellaneous income		63			24
		Income from affiliated companies					
25		(513) Dividends (equity method)					25
26		Equity in undistributed earnings (losses)					26
27		TOTAL OTHER INCOME (lines 16-26)	75	138			27
28		TOTAL INCOME (lines 15, 27)	75	138			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations					29
30		(535) Taxes on property used in other than carrier operations					30
31		(543) Miscellaneous rent expense					31
32		(544) Miscellaneous taxes					32
33		(545) Separately operated properties Loss					33
34		(549) Maintenance of investment organization					34
35		(550) Income transferred to other companies					35
36		(551) Miscellaneous income charges					36
37		(553) Uncollectible accounts					37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)					38
39		Income available for fixed charges (Lines 28, 38)	75	138			39

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			
40		(a) Fixed interest not in default			40
41		(b) Interest in default			41
42		(547) Interest on unfunded debt			42
43		(548) Amortization of discount on funded debt			43
44		TOTAL FIXED CHARGES (lines 40-43)			44
45		Income after fixed charges (lines 39, 44)	75	138	45
OTHER DEDUCTIONS					
		(546) Interest on funded debt			
46		(c) Contingent interest			46
UNUSUAL OR INFREQUENT ITEMS					
47		(555) Unusual or infrequent items (debit) credit			47
48		Income (Loss) from continuing operations (before income taxes)	75	138	48
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income			
49	*	Federal income taxes			49
50	*	State income taxes			50
51	*	Other income taxes			51
52	*	(557) Provision for deferred taxes	35	52	52
53		TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)	35	52	53
54	*	Income from continuing operations	40	86	54
DISCONTINUED OPERATIONS					
55		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			55
56		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			56
57		Income before extraordinary items	40	86	56
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
58		(570) Extraordinary items (Net)			58
59		(590) Income taxes on extraordinary items			59
60		(591) Provision for deferred taxes-Extraordinary items			60
61		TOTAL EXTRAORDINARY ITEMS (lines 58-60)			61
62		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			62
63		Net income (Loss)	40	86	63
Reconciliation of net railway operating income (NROI)					
64		Net revenues from railway operations			64
65		(556) Income taxes on ordinary income (-)			65
66	*	(557) Provision for deferred income taxes (-)	35	52	66
67		Income from lease of road and equipment (+)			67
68		Rent for leased roads and equipment (+)			68
69		Net railway operating income (loss)	(35)	(52)	69

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 62, column (b), Schedule 210.

6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings - Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances of beginning of year	50	\$	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income	40		3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings equity in undistributed earnings (losses of affiliated companies)			5
6		TOTAL	40		6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings equity in undistributed earnings (losses of affiliated companies)			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends - Common stock			11
12		Preferred stock			12
13		TOTAL			13
14		Net increase (decrease) during year (Line 6 minus line 13)	40		14
15		Balances at close of year (Lines 1, 2 and 14)	90		15
16		Balances from line 15(c)		N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	90	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 \$ _____			21
		REMARKS			
22		Amount of assigned Federal income tax consequences Account 606		N/A	22
23		Account 616		N/A	23

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

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common	\$100	1,250	1,000	None	1,000	\$100	\$ -	1
2									2
3									3
4	Preferred	\$100	1,250	None	None	None	\$ -	\$ -	4
5									5
6									6
7									7
8									8
9									9
10	TOTAL	XXXXX	2,500	1,000	None	1,000	\$100	\$ -	10

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

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

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year	None	-	1,000	100	None	-	978	11
12	Capital Stock Sold ¹								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Stock Dividends								15
16	Balance at close of year	None	-	1,000	100	None	-	978	16

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

RC-130900

CHICAGO & NORTHWESTERN

1983

5 OF 7

SUPPLEMENTAL SCHEDULES

THE RAILWAY TRANSFER COMPANY OF THE CITY OF MINNEAPOLIS

FOR THE

YEAR ENDED DECEMBER 31, 1983

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 organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report The Railway Transfer Company of the City of Minneapolis
2. Date of incorporation March 31, 1883
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.
Organized under the laws of the State of Minnesota. Pursuant to provisions of the Minnesota Business Corporation Act, Sections 300.58 and 301.47, the Company was liquidated on December 31, 1983.
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 _____

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

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock. Common, \$ 100 per share; first preferred, \$ — per share; second preferred, \$ — per share; debenture stock, \$ — per share.

2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote N/A.

3. Are voting rights proportional to holdings? N/A 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? N/A 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 Closed on December 31, 1983. Carrier liquidated.

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 3,000 votes, as of December 31, 1983 (Date)

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7 One (1) 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, with 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.
				Stocks			
				Common (d)	PREFERRED		
					Second (e)	First (f)	
(a)	(b)	(c)	(d)	(e)	(f)		
1	Chicago and North						
2	Western Transportation					2	
3	Company	Chicago, IL	3,000	3,000		3	
4						4	
5						5	
6	NA = Not applicable - RTM liquidated eff. 12-31-83.					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	
26						26	
27						27	
28						28	
29						29	
30						30	

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent 3,000
votes cast

11. Give the date of such meeting October 13, 1983

12. Give the place of such meeting Chicago, Illinois

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			1
2		702	Temporary Cash Investments			2
3		703	Special Deposits			3
			Accounts Receivable			
4		704	Loan and Notes			4
5		705	Interline and Other Balances			5
6		706	Customers			6
7		707	Other			7
8		709, 708	Accrued Accounts Receivables		23	8
9		708.5	Receivables from Affiliated Companies			9
10		709.5	- Less Allowance for Uncollectible Accounts			10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits			11
12		712	Materials and Supplies			12
13		713	Other Current Assets			13
14			TOTAL CURRENT ASSETS	None	23	14
Other Assets						
15		715, 716, 717	Special Funds			15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310)		100	16
17		722, 723	Other Investments and Advances			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)			19
20		739, 741	Other Assets			20
21		743	Other Deferred Debits			21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	None	100	23
Road and Equipment						
24		731, 732	Road (Schedules 330 and 330A)			24
25	*		Equipment			25
26			Unallocated Items			26
27			Accumulated Depreciation and Amortization (Schedules 345, 340, 342, 351)			27
28			Net Road and Equipment	None	None	28
29	*		TOTAL ASSETS	None	123	29

NOTES AND REMARKS

See Page 1, Schedule B, Item 3.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY
(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 Liabilities						
30		751	Loans and Notes Payable			30
31		752	Accounts Payable, Interline and Other Balances			31
32		753	Audited Accounts and Wages			31
33		754	Other Accounts Payable			33
34		755, 756	Interest and Dividends Payable			34
35		757	Payables to Affiliated Companies			35
36		759	Accrued Accounts Payable			36
37		760, 761, 761.5, 762	Taxes Accrued		21	37
38		763	Other Current Liabilities			38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year			39
40			TOTAL CURRENT LIABILITIES	None	21	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured			41
42		766	Equipment Obligations			42
43		766.5	Capitalized Lease Obligations			43
44		768	Debt in Default			44
45		769	Accounts payable, Affiliated Companies		357	45
46		770.1, 770.2	Unamortized Debt Premium			46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities			48
49		786	Accumulated Deferred Income Tax Credits			49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits			50
51			TOTAL NONCURRENT LIABILITIES	None	357	51
Shareholders' Equity						
52		791, 792	Capital Stock (Schedule 230)			52
53			Common Stock		300	53
54			Preferred Stock			54
55			Discount on Capital Stock		(300)	55
56		794, 795	Additional Capital (Schedule 230)		257	56
57		797	Retained Earnings			57
			Appropriated			
58		798	Unappropriated (Schedule 220)		(512)	58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock			60
61			Net Stockholders Equity	None	(255)	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	None	123	62

NOTES AND REMARKS

See Page 1, Schedule B, Item 3.

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 \$ _____

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 \$ _____

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 _____

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund \$ _____

(c) Is any part of pension plan funded? Specify Yes _____ No _____

(i) If funding is by insurance, give name of insuring company _____

If funding is by trust agreement, list trustee(s) _____

Date of trust agreement or latest amendment _____

If respondent is affiliated in any way with the trustee(s), explain affiliation: _____

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

(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 _____

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 _____ No _____ If yes, who determines how stock is voted? _____

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 \$ _____

(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 \$ _____

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account \$ _____

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

(a) Changes in Valuation Accounts

		Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.)	Current Portfolio				N/A
as of / /	Noncurrent Portfolio			N/A	\$
(Previous Yr.)	Current Portfolio			N/A	N/A
as of / /	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 \$ _____ on the sale of marketable equity securities was included in net income for _____ (year). The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their 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.

NOTES AND REMARKS

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 210 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 12.

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 for Account No. 513 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 49 plus 50 plus 51, column (b)

Line 52, column (b)

Line 14, column (b)

Line 14, column (d)

Line 14, column (e)

Schedule 210

= Line 64, column (b)

= Line 65, column (b)

= Line 66, column (b)

Schedule 410

= Line 620, column (h)

= Line 620, column (f)

= Line 620, column (g)

Line No.	Cross Check	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					1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching	703	463			4
5		(105) Water Transfers					5
6		(106) Demurrage	22	4			6
7		(110) Incidental					7
8		(121) Joint Facility Credit					8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	725	467			10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	725	467			13
14	*	(531) Railway operating expenses	(513)	488			14
15	*	Net revenue from railway operations	212	(21)			15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations					16
17		(510) Miscellaneous rent income					17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)					19
20		(514) Interest Income					20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt					22
23		(518) Contributions from other companies					23
24		(519) Miscellaneous income		1			24
		Income from affiliated companies					
25		(513) Dividends (equity method)					25
26		Equity in undistributed earnings (losses)					26
27		TOTAL OTHER INCOME (lines 16-26)		1			27
28		TOTAL INCOME (lines 15, 27)	212	(20)			27
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations					29
30		(535) Taxes on property used in other than carrier operations					30
31		(543) Miscellaneous rent expense					31
32		(544) Miscellaneous taxes					32
33		(545) Separately operated properties Loss					33
34		(549) Maintenance of investment organization					34
35		(550) Income transferred to other companies					35
36		(551) Miscellaneous income charges					36
37		(553) Uncollectible accounts					37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)					38
39		Income available for fixed charges (Lines 28, 38)	212	(20)			39

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			40
40		(a) Fixed interest not in default			41
41		(b) Interest in default			42
42		(547) Interest on unfunded debt			43
43		(548) Amortization of discount on funded debt			44
44		TOTAL FIXED CHARGES (lines 40-43)			45
45		Income after fixed charges (lines 39, 44)	212	(20)	
OTHER DEDUCTIONS					
		(546) Interest on funded debt			46
46		(c) Contingent interest			
UNUSUAL OR INFREQUENT ITEMS					
47		(555) Unusual or infrequent items (debit) credit			47
48		Income (Loss) from continuing operations (before income taxes)	212	(20)	48
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income			49
49		Federal income taxes			50
50	*	State income taxes		(8)	51
51	*	Other income taxes			52
52	*	(557) Provision for deferred taxes	98		53
53		TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)	98	(8)	54
54	*	Income from continuing operations	114	(12)	
DISCONTINUED OPERATIONS					
55		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			55
56		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			56
57		Income before extraordinary items	114	(12)	57
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
58		(570) Extraordinary items (Net)			58
59		(590) Income taxes on extraordinary items			59
60		(591) Provision for deferred taxes-Extraordinary items			60
61		TOTAL EXTRAORDINARY ITEMS (lines 58-60)			61
62		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			62
63		Net income (Loss)	114	(12)	63
Reconciliation of net railway operating income (NROCI)					
64		Net revenues from railway operations	212	(21)	64
65		(556) Income taxes on ordinary income (+)			65
66	*	(557) Provision for deferred income taxes (+)	98		66
67		Income from lease of road and equipment (+)			67
68		Rent for leased roads and equipment (+)	20	(20)	68
69		Net railway operating income (loss)	134	(1)	69

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 62, column (b), Schedule 210.

6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings - Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances of beginning of year	(512)	\$	1
2		(601) 51 Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income	114		3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings equity in undistributed earnings (losses) of affiliated companies	398		5
6		TOTAL	512		6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings equity in undistributed earnings (losses) of affiliated companies			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock			11
12		Preferred stock			12
13		TOTAL			13
14		Net increase (decrease) during year (Line 6 minus line 13)	512		14
15		Balances at close of year (Lines 1, 2 and 14)	None		15
16		Balances from line 15(c)		N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	None	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 \$			21
		REMARKS			
22		Amount of assigned Federal income tax consequences Account 606		N/A	22
23		Account 616		N/A	23

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

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common								1
2									2
3									3
4	Preferred								4
5									5
6									6
7									7
8									8
9									9
10	TOTAL	xxxxxx	None	None	None	None	None	None	10

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

(Dollars in Thousands)

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

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year			3,000	300	None	-	257	11
12	Capital Stock Sold ¹								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled NOTE			(3,000)	(300)			(257)	14
15	Stock Dividends								15
16	Balance at close of year			None	None	None	None	None	16

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

NOTE: RTM Liquidated on December 31, 1983.

SUPPLEMENTAL SCHEDULES

DES MOINES AND CENTRAL IOWA RAILWAY COMPANY

FOR THE

YEAR ENDED DECEMBER 31, 1983

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 organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report Des Moines and Central Iowa Railway Company
2. Date of incorporation March 7, 1949
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 Organized under Chapter 491 of the 1946 Code of Iowa. Company began operating July 1, 1949 succeeding the bankrupt Des Moines and Central Iowa Railroad. The reorganization was approved by the Interstate Commerce Commission in F.D. No. 15525.
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 Effective December 25, 1983, the Des Moines and Central Iowa Railroad was merged into the Chicago and North Western Transportation Company, pursuant to and in compliance with the provisions of the Iowa Business Corporation Act, Sections 496A.72 and 496A.74 and the Delaware Corporation Law, Section 253.

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

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock. Common, \$ 25 per share; first preferred, \$ — per share; second preferred, \$ — per share; debenture stock, \$ — per share.
2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote. Yes
3. Are voting rights proportional to holdings? 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. Closed on December 25, 1983.
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 35,380 votes, as of December 25, 1983 (Date)
8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7. Three (3) 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, with 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.
				Stocks			
				Common	PREFERRED		
	(a)	(b)	(c)	(d)	Second (e)	First (f)	
1	Chicago and North						
2	Western Transportation						2
3	Company	Chicago, IL	35,343	35,343			3
4	Louis L. Woods	Montrose, CA	24	24			4
5	C. Avery Swen	Chicago, IL	13	13			5
6							6
7							7
8							8
9							9
10							10
11	NOTE: DMCI merged into CNWTCO effective December 25, 1983.						11
12							12
13							13
14							14
15							15
16							16
17							17
18							18
19							19
20							20
21							21
22							22
23							23
24							24
25							25
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent 35,343
votes cast

11. Give the date of such meeting. October 13, 1983

12. Give the place of such meeting. Chicago, Illinois

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		967	1
2		702	Temporary Cash Investments		999	2
3		703	Special Deposits			3
			Accounts Receivable			
4		704	Loan and Notes			4
5		705	- Interline and Other Balances			5
6		706	Customers			6
7		707	- Other		10	7
8		709, 708	- Accrued Accounts Receivables		25	8
9		708.5	Receivables from Affiliated Companies			9
10		709.5	- Less: Allowance for Uncollectible Accounts			10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits			11
12		712	Materials and Supplies			12
13		713	Other Current Assets			13
14			TOTAL CURRENT ASSETS	None	2,001	14
Other Assets						
15		715, 716, 717	Special Funds			15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310)			16
17		722, 723	Other Investments and Advances		1,350	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities Cr			18
19		747, 738	Property Used in Other than Carrier Operation (less Depreciation)		15	19
			\$			
20		749, 741	Other Assets		(167)	20
21		743	Other Deferred Debits			21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	None	1,198	23
Road and Equipment						
24		731, 732	Road (Schedules 330 and 330A)		811	24
25			Equipment			25
26			Unallocated Items		(194)	26
27			Accumulated Depreciation and Amortization (Schedules 335, 340, 342, 351)		(411)	27
28			Net Road and Equipment	None	206	28
29			TOTAL ASSETS	None	3,405	29

NOTES AND REMARKS

See Page 1, Schedule B, Item 4.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY
(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 Liabilities						
30		751	Loans and Notes Payable			30
31		752	Accounts Payable, Interline and Other Balances			31
32		753	Audited Accounts and Wages			31
33		754	Other Accounts Payable			33
34		755, 756	Interest and Dividends Payable			34
35		757	Payables to Affiliated Companies		89	35
36		759	Accrued Accounts Payable		16	36
37		760, 761, 761.5, 762	Taxes Accrued		21	37
38		763	Other Current Liabilities			38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year			39
40			TOTAL CURRENT LIABILITIES	None	126	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured			41
42		766	Equipment Obligations			42
43		766.5	Capitalized Lease Obligations			43
44		768	Debt in Default			44
45		769	Accounts payable, Affiliated Companies		96	45
46		770.1, 770.2	Unamortized Debt Premium			46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities			48
49		786	Accumulated Deferred Income Tax Credits		849	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits			50
51			TOTAL NONCURRENT LIABILITIES	None	945	51
Shareholders' Equity						
52		791, 792	Capital Stock (Schedule 230)			52
53			Common Stock		886	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56		794, 795	Additional Capital (Schedule 230)			56
57		797	Retained Earnings Appropriated			57
58		798	Unappropriated (Schedule 220)		1,450	58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock		(2)	60
61			Net Stockholders Equity	None	2,334	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	None	3,405	62

NOTES AND REMARKS

See Page 1, Schedule B, Item 4.

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 \$ _____

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 \$ _____

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 _____

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund \$ _____

(c) Is any part of pension plan funded? Specify Yes ____ No ____

(i) If funding is by insurance, give name of insuring company _____

If funding is by trust agreement, list trustee(s) _____

Date of trust agreement or latest amendment _____

If respondent is affiliated in any way with the trustee(s), explain affiliation: _____

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

(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 ____

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 ____ No ____ If yes, who determines how stock is voted? _____

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 \$ _____

(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 \$ _____

6. In reference to Docket No. 47465 specify the total amount of business entertainment expenditures charged to the non-operating expense account.
\$ _____

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

(a) Changes in Valuation Accounts

		Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.)	Current Portfolio				N/A
as of / /	Noncurrent Portfolio			N/A	\$
(Previous Yr.)	Current Portfolio			N/A	N/A
as of / /	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 \$ _____ on the sale of marketable equity securities was included in net income for _____ (year). The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their 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.

NOTES AND REMARKS

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 12

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 for Account No. 513 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 49 plus 50 plus 51, column (b)
Line 52, column (b)

Schedule 210

= Line 64, column (b)
= Line 65, column (b)
= Line 66, column (b)

Schedule 410

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

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

Line No.	Cross Check	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	249	225			1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching	15	17			4
5		(105) Water Transfers					5
6		(106) Demurrage					6
7		(110) Incidental					7
8		(121) Joint Facility-Credit					8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	264	242			10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	264	242			13
14	*	(531) Railway operating expenses	269	735			14
15	*	Net revenue from railway operations	(5)	(493)			15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations					16
17		(510) Miscellaneous rent income		1			17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)					19
20		(514) Interest Income	94	226			20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt					22
23		(518) Contributions from other companies					23
24		(519) Miscellaneous income	280	242			24
25		Income from affiliated companies					
25		(513) Dividends (equity method)		1,004			25
26		Equity in undistributed earnings (losses)	210	(744)			26
27		TOTAL OTHER INCOME (lines 16-26)	584	729			27
28		TOTAL INCOME (lines 15, 27)	579	236			27
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations					29
30		(535) Taxes on property used in other than carrier operations					30
31		(543) Miscellaneous rent expense					31
32		(544) Miscellaneous taxes					32
33		(545) Separately operated properties Loss					33
34		(549) Maintenance of investment organization					34
35		(550) Income transferred to other companies					35
36		(551) Miscellaneous income charges					36
37		(553) Uncollectible accounts					37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)					38
39		Income available for fixed charges (Lines 28, 38)	579	236			39

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			
40		(a) Fixed interest not in default			40
41		(b) Interest in default			41
42		(547) Interest on unfunded debt			42
43		(548) Amortization of discount on funded debt			43
44		TOTAL FIXED CHARGES (lines 40-43)			44
45		Income after fixed charges (lines 39, 44)	579	236	45
OTHER DEDUCTIONS					
		(546) Interest on funded debt			
46		(c) Contingent interest			46
UNUSUAL OR INFREQUENT ITEMS					
47		(555) Unusual or infrequent items (debit) credit			47
48		Income (Loss) from continuing operations (before income taxes)	579	236	48
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income			
49	*	Federal income taxes			49
50	*	State income taxes			50
51	*	Other income taxes			51
52	*	(557) Provision for deferred taxes	143	56	52
53		TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)	143	56	53
54	*	Income from continuing operations	436	180	54
DISCONTINUED OPERATIONS					
55		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			55
56		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			56
57		Income before extraordinary items	436	180	56
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
58		(570) Extraordinary items (Net)			58
59		(590) Income taxes on extraordinary items			59
60		(591) Provision for deferred taxes-Extraordinary items			60
61		TOTAL EXTRAORDINARY ITEMS (lines 58-60)			61
62		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			62
63		Net income (Loss)	436	180	63
Reconciliation of net railway operating income (NROI)					
64		Net revenues from railway operations	(5)	(493)	64
65		(556) Income taxes on ordinary income (+)			65
66	*	(557) Provision for deferred income taxes (+)	143	56	66
67		Income from lease of road and equipment (+)			67
68		Rent for leased roads and equipment (+)			68
69		Net railway operating income (loss)	(148)	(549)	69

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 62, column (b), Schedule 210.

6 Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings - Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances of beginning of year	1,331	\$ 119	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income	226	210	3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings equity in undistributed earnings (losses) of affiliated companies			5
6		TOTAL	226	210	6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings equity in undistributed earnings (losses) of affiliated companies	1,557	329	8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends Common stock			11
12		Preferred stock			12
13		TOTAL	1,557	329	13
14		Net increase (decrease) during year (Line 6 minus line 13)	(1,331)	(119)	14
15		Balances at close of year (Lines 1, 2 and 14)	None	None	15
16		Balances from line 15(c)		N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	None	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 \$			21
		REMARKS			
22		Amount of assigned Federal income tax consequences Account 606		N/A	22
23		Account 616		N/A	23

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

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common								1
2									2
3									3
4	Preferred								4
5									5
6	(1) Issued for reorganization of respondent.								6
7	(2) Issued to acquire stock of Fort Dodge, Des Moines & Southern Railway Company								7
8									8
9									9
10	TOTAL		None	None	None	None	None	None	10

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

(Dollars in Thousands)

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

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year (1)			15,452	386	72	2		11
12	Capital Stock Sold ¹ (2)			20,000	500	None	None		12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled NOTE:			(35,452)	(886)	(72)	(2)		14
15	Stock Dividends								15
16	Balance at close of year			None	None	None	None		16

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

NOTE: DCMI merged into C&NW on December 25, 1983.

SUPPLEMENTAL SCHEDULES

FORT DODGE, DES MOINES & SOUTHERN RAILWAY COMPANY

FOR THE

YEAR ENDED DECEMBER 31, 1983

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 organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report Fort Dodge, Des Moines & Southern Railway Company
2. Date of incorporation November 13, 1942
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 Iowa
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 Effective December 31, 1983, the Fort Dodge, Des Moines & Southern Railway Company was merged into the Chicago and North Western Transportation Company, pursuant to and in compliance with the provisions of the Iowa Business Corporation Act, Sections 496A.72 and 496A.74 and the Delaware Corporation Law, Section 253.

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

C. VOTING POWERS AND ELECTIONS

See Note below.

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

2 State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote Yes

3 Are voting rights proportional to holdings? 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? — 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 Closed on December 31, 1983

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 126,670 votes, as of December 31, 1983 (Date)

8 State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7 47 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, with 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.
				Stocks			
				Common	PREFERRED		
	(a)	(b)	(c)	(d)	Second (e)	First (f)	
1	D.M.&C.I. Ry. Co.	Chicago, IL	125,476	125,476			
2	William E. Leahy	Washington, D.C.	250	250			2
3	Alice Hebebrand	Miami Beach, FL	150	150			3
4	Arthur W. Hebebrand	Miami Beach, FL	150	150			4
5	Ernest Kosek	Cedar Rapids, IA	100	100			5
6	Mary J. Wilson	Watertown, NY	75	75			6
7	Elmer J. Baker	Winnetka, IL	50	50			7
8	Mrs. Anna Pfister	Baltimore, MD	50	50			8
9	Sol Stuttman	Palm Beach, FL	43	43			9
10	Kenneth Goldsmith	Pittsburgh, PA	25	25			10
11	Mrs. Evelyn W. Prettyman,						11
12	Exec. of Estate of						12
13	Oscar M. Prettyman	New York, NY	25	25			13
14	Dean Witter Reynolds, Inc.	New York, NY	25	25			14
15	Helen C. Ross, Exec.						15
16	of Estate of William H.						16
17	Ross	New York, NY	25	25			17
18	Arthur L. Chase	Carbondale, PA	25	25			18
19	Elizabeth B. Gardner	Nashville, TN	25	25			19
20	Estate of Flora						20
21	Thompson Sproat	Valley Falls, NY	25	25			21
22	Helen B. Pearsall	Geneva, IL	25	25			22
23	Mary C. Holloway	Washington, DC	25	25			23
24	Margaret E. McCambridge	Chicago, IL	12-1/2	12-1/2			24
25	Mrs. Marian M. Crane						25
26	(Mrs. Marian Morse						26
27	Valerio)	Chicago, IL	12-1/2	12-1/2			27
28	Rita M. Horner	Chicago, IL	6-1/4	6-1/4			28
29	Francis P. Shannon	Chicago, IL	6-1/4	6-1/4			29
30	(Continued on Page 3)						30

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. 125,476
votes cast

11. Give the date of such meeting. April 12, 1983

12. Give the place of such meeting. Chicago, Illinois

NOTES AND REMARKS

Line No.	(a)	(b)	(c)	(d)	(e)	(f)
30	W. A. Curran and Mary E.					
31	Curran, JT. TEN.	Boone, IA	5-1/2	5-1/2		
32	Judith L. and Gary S.					
33	Feil, JT. TEN.	Sherman Oaks, CA	5	5		
34	Don Charles Feil and					
35	Jeffery M. Feil, JT. TEN.	Los Angeles, CA	5	5		
36	Mrs. Theodora N. Filly	Chesapeake Bch.,				
37		MD	5	5		
38	Mildred L. Maybee	New York, NY	5	5		
39	William G. Ward	Denver, CO	2-1/2	2-1/2		
40	Mrs. Mildred L. Rowse	Cape Elizabeth,				
41		ME	2-1/2	2-1/2		
42	Russell E. Royer	Westfield, NJ	2-1/2	2-1/2		
43	Ray E. Shower	Madison, WI	2-1/2	2-1/2		
44	Spencer Trask & Co.	New York, NY	2-1/2	2-1/2		
45	Danforth R. Hale	Aurora, OH	2-1/2	2-1/2		

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		199	1
2		702	Temporary Cash Investments			2
3		703	Special Deposits			3
			Accounts Receivable			
4		704	Loan and Notes			4
5		705	Interline and Other Balances			5
6		706	Customers			6
7		707	Other			7
8		709, 708	Accrued Accounts Receivables			8
9		708, 5	Receivables from Affiliated Companies		734	9
10		709, 5	- Less: Allowance for Uncollectible Accounts			10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits			11
12		712	Materials and Supplies			12
13		713	Other Current Assets			13
14			TOTAL CURRENT ASSETS	None	933	14
Other Assets						
15		715, 716, 717	Special Funds			15
16		721, 721, 5	Investments and Advances Affiliated Companies (Schedule 310)		121	16
17		722, 723	Other Investments and Advances		10	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)		38	19
20		739, 741	Other Assets		12	20
21		743	Other Deferred Debits			21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	None	181	23
Road and Equipment						
24		731, 732	Road (Schedules 330 and 330A)		3,690	24
25			Equipment		55	25
26			Unallocated Items		(1,735)	26
27			Accumulated Depreciation and Amortization (Schedules 335, 340, 342, 351)		(894)	27
28			Net Road and Equipment	None	1,116	28
29			TOTAL ASSETS	None	2,230	29

NOTES AND REMARKS

See Page 1, Schedule B, Item 4.

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

Line No.	Cross Check	Account	Title	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
			Current Liabilities			
30		751	Loans and Notes Payable			30
31		752	Accounts Payable, Interline and Other Balances			31
32		753	Audited Accounts and Wages			31
33		754	Other Accounts Payable			33
34		755, 756	Interest and Dividends Payable			34
35		757	Payables to Affiliated Companies			35
36		759	Accrued Accounts Payable			36
37		760, 761, 761.5, 762	Taxes Accrued			37
38		763	Other Current Liabilities			38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year			39
40			TOTAL CURRENT LIABILITIES	None	None	40
			Non-Current Liabilities			
41		765, 767	Funded Debt Unmatured			41
42		766	Equipment Obligations			42
43		766.5	Capitalized Lease Obligations			43
44		768	Debt in Default			44
45		769	Accounts payable, Affiliated Companies			45
46		770.1, 770.2	Unamortized Debt Premium			46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities			48
49		786	Accumulated Deferred Income Tax Credits		709	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits			50
51			TOTAL NONCURRENT LIABILITIES	None	709	51
			Shareholders' Equity			
52		791, 792	Capital Stock (Schedule 230)			52
53			Common Stock		1,390	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56		794, 795	Additional Capital (Schedule 230)		12	56
57		797	Retained Earnings Appropriated			57
58		798	Unappropriated (Schedule 220)		177	58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock		(58)	60
61			Net Stockholders Equity	None	1,521	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	None	2,230	62

NOTES AND REMARKS

See Page 1, Schedule B, Item 4.

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 \$ _____

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 \$ _____

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 _____

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund \$ _____

(c) Is any part of pension plan funded? Specify Yes ____ No ____

(i) If funding is by insurance, give name of insuring company _____

If funding is by trust agreement, list trustee(s) _____

Date of trust agreement or latest amendment _____

If respondent is affiliated in any way with the trustee(s), explain affiliation _____

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

(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 ____

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 ____ No ____ If yes, who determines how stock is voted? _____

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 employer's contribution to employee stock ownership plans for the current year was \$ _____

(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 \$ _____

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account. \$ _____

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

(a) Changes in Valuation Accounts

		Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.)	Current Portfolio				N/A
as of / /	Noncurrent Portfolio			N/A	\$
(Previous Yr.)	Current Portfolio			N/A	N/A
as of / /	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 \$ _____ on the sale of marketable equity securities was included in net income for _____ (year). The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their 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.

NOTES AND REMARKS

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 12

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 for Account No. 513 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 49 plus 50 plus 51, column (b)
Line 52, column (b)

Schedule 210

= Line 64, column (b)
= Line 65, column (b)
= Line 66, column (b)

Schedule 410

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

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

Line No.	Cross Check	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					1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching					4
5		(105) Water Transfers					5
6		(106) Demurrage					6
7		(110) Incidental					7
8		(121) Joint Facility-Credit					8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)					10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)					13
14	*	(531) Railway operating expenses					14
15	*	Net revenue from railway operations	None	None			15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations					16
17		(510) Miscellaneous rent income	60	60			17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)					19
20		(514) Interest Income	76	275			20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt					22
23		(518) Contributions from other companies					23
24		(519) Miscellaneous income	1,149	70			24
25		Income from affiliated companies					
25		(513) Dividends (equity method)					25
26		Equity in undistributed earnings (losses)					26
27		TOTAL OTHER INCOME (lines 16-26)	1,285	405			27
28		TOTAL INCOME (lines 15, 27)	1,285	405			27
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations					29
30		(535) Taxes on property used in other than carrier operations					30
31		(543) Miscellaneous rent expense					31
32		(544) Miscellaneous taxes					32
33		(545) Separately operated properties-Loss					33
34		(549) Maintenance of investment organization					34
35		(550) Income transferred to other companies					35
36		(551) Miscellaneous income charges	914	80			36
37		(553) Uncollectible accounts					37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)	914	80			38
39		Income available for fixed charges (Lines 28, 38)	371	325			39

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:			
40		(a) Fixed interest not in default			40
41		(b) Interest in default			41
42		(547) Interest on unfunded debt			42
43		(548) Amortization of discount on funded debt			43
44		TOTAL FIXED CHARGES (lines 40-43)			44
45		Income after fixed charges (lines 39, 44)	371	325	45
OTHER DEDUCTIONS					
		(546) Interest on funded debt			
46		(c) Contingent interest		21	46
UNUSUAL OR INFREQUENT ITEMS					
47		(555) Unusual or infrequent items (debit) credit			47
48		Income (Loss) from continuing operations (before income taxes)	371	304	48
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income:			
49	*	Federal income taxes			49
50	*	State income taxes			50
51	*	Other income taxes			51
52	*	(557) Provision for deferred taxes	161	140	52
53		TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)	161	140	53
54	*	Income from continuing operations	210	164	54
DISCONTINUED OPERATIONS					
55		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			55
56		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			56
57		Income before extraordinary items	210	164	57
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
58		(570) Extraordinary items (Net)		179	58
59		(590) Income taxes on extraordinary items			59
60		(591) Provision for deferred taxes-Extraordinary items		82	60
61		TOTAL EXTRAORDINARY ITEMS (lines 58-60)		97	61
62		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			62
63		Net income (Loss)	210	261	63
Reconciliation of net railway operating income (NROI)					
64		Net revenues from railway operations			64
65		(556) Income taxes on ordinary income (-)			55
66	*	(557) Provision for deferred income taxes (-)	161	140	66
67		Income from lease of road and equipment (+)			67
68		Rent for leased roads and equipment (+)			68
69		Net railway operating income (loss)	(161)	(140)	69

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 62, column (b), Schedule 210.

6 Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings - Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances of beginning of year	177	\$	1
2		(601) 5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income	210		3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings equity in undistributed earnings (losses) of affiliated companies			5
6		TOTAL	210		6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings equity in undistributed earnings (losses) of affiliated companies	387		8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends Common stock			11
12		Preferred stock			12
13		TOTAL	387		13
14		Net increase (decrease) during year (Line 6 minus line 13)	(177)		14
15		Balances at close of year (Lines 1, 2 and 14)	None		15
16		Balances from line 15(c)		N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	None	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 \$			21
		REMARKS			
22		Amount of assigned Federal income tax consequences Account 606		N/A	22
23		Account 616		N/A	23

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

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common								1
2									2
3									3
4	Preferred								4
5									5
6									6
7									7
8									8
9									9
10	TOTAL		None	None	None	None	None	None	10

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

(Dollars in Thousands)

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

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year			138,995	\$1,390	12,325	\$ 58	\$ 12	11
12	Capital Stock Sold ¹								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled			(138,995)	(1,390)	(12,325)	(58)	(12)	14
15	Stock Dividends								15
16	Balance at close of year			None	None	None	None	None	16

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

NOTE: Ft. Dodge merged into CNWTCO effective December 31, 1983.

Road Initials: FDDM

Year 1983

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SUPPLEMENTAL SCHEDULES

WESTERN RAILROAD PROPERTIES, INCORPORATED

FOR THE

YEAR ENDED DECEMBER 31, 1983

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 organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report Western Railroad Properties, Incorporated

2. Date of incorporation June 28, 1978

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 Delaware

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 It was not.

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

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock. Common, \$ — per share; first preferred, \$ — per share; second preferred, \$ — per share; debenture stock, \$ — per share.

2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote Yes

3. Are voting rights proportional to holdings? 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 Stock book has not been 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, 1983 (Date)

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7 One (1) 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, with 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 (a)	Address of security holder (b)	Number of votes to which security holder was entitled (c)	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED			Line No.
				Stocks			
				Common (d)	PREFERRED		
					Second (e)	First (f)	
1	Chicago and North						
2	Western Transportation						2
3	Company	Chicago, IL	100	100			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
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. 100
votes cast.
11. Give the date of such meeting. August 11, 1983
12. Give the place of such meeting. Chicago, Illinois

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	140	55	1
2		702	Temporary Cash Investments			2
3		703	Special Deposits			3
Accounts Receivable						
4		704	Loan and Notes			4
5		705	Interline and Other Balances			5
6		706	Customers			6
7		707	Other			7
8		709, 708	- Accrued Accounts Receivables			8
9		708.5	Receivables from Affiliated Companies			9
10		709.5	- Less: Allowance for Uncollectible Accounts			10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits			11
12		712	Materials and Supplies			12
13		713	Other Current Assets			13
14			TOTAL CURRENT ASSETS	140	55	14
Other Assets						
15		715, 716, 717	Special Funds	4,361		15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310)			16
17		722, 723	Other Investments and Advances			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)			19
Other Assets						
20		739, 741	Other Assets			20
21		743	Other Deferred Debits	2,143	9,258	21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	6,504	9,258	23
Road and Equipment						
24		731, 732	Road (Schedules 330 and 330A)	102,977		24
25			Equipment			25
26			Unallocated Items			26
27			Accumulated Depreciation and Amortization (Schedules 335, 340, 342, 351)			27
28			Net Road and Equipment	102,977	None	28
29			TOTAL ASSETS	109,621	9,313	29

NOTES AND REMARKS

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

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
Current Liabilities						
30		751	Loans and Notes Payable			30
31		752	Accounts Payable, Interline and Other Balances			31
32		753	Audited Accounts and Wages			31
33		754	Other Accounts Payable			33
34		755, 756	Interest and Dividends Payable			34
35		757	Payables to Affiliated Companies			35
36		759	Accrued Accounts Payable	361		36
37		760, 761, 761.5, 762	Taxes Accrued			37
38		763	Other Current Liabilities			38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year			39
40			TOTAL CURRENT LIABILITIES	361	None	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured	108,818		41
42		766	Equipment Obligations			42
43		766.5	Capitalized Lease Obligations			43
44		768	Debt in Default			44
45		769	Accounts payable, Affiliated Companies	175	9,312	45
46		770.1, 770.2	Unamortized Debt Premium			46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities			48
49		786	Accumulated Deferred Income Tax Credits			49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	347		50
51			TOTAL NONCURRENT LIABILITIES	109,340	9,312	51
Shareholders' Equity						
52		791, 792	Capital Stock (Schedule 230)			52
53			Common Stock	1	1	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56		794, 795	Additional Capital (Schedule 230)	5		56
57		797	Retained Earnings Appropriated			57
58		798	Unappropriated (Schedule 220)	(86)		58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock			60
61			Net Stockholders Equity	(80)	1	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	109,671	9,313	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 See Footnote 2 \$ _____
of Consolidated Report

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 None

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund \$ _____

(c) Is any part of pension plan funded? Specify Yes _____ No _____

(i) If funding is by insurance, give name of insuring company _____

If funding is by trust agreement, list trustee(s) _____

Date of trust agreement or latest amendment _____

If respondent is affiliated in any way with the trustee(s), explain affiliation: _____

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

(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 _____

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 _____ No _____ If yes, who determines how stock is voted? _____

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 X

5. (a) The amount of employers contribution to employee stock ownership plans for the current year was \$ _____

(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 \$ _____

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account.
\$ N/A

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

(a) Changes in Valuation Accounts

		Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.)	Current Portfolio				N/A
as of / /	Noncurrent Portfolio			N/A	\$
(Previous Yr.)	Current Portfolio			N/A	N/A
as of / /	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 \$ _____ on the sale of marketable equity securities was included in net income for _____ (year). The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their 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.

NOTES AND REMARKS

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 12

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 for Account No. 513 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 49 plus 50 plus 51, column (b)
Line 52, column (b)

Schedule 210

= Line 64, column (b)
= Line 65, column (b)
= Line 66, column (b)

Schedule 410

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

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

Line No.	Cross Check	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					1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching					4
5		(105) Water Transfers					5
6		(106) Demurrage					6
7		(110) Incidental					7
8		(121) Joint Facility-Credit					8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)					10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)					13
14	*	(531) Railway operating expenses					14
15	*	Net revenue from railway operations	None	None			15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations					16
17		(510) Miscellaneous rent income					17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)					19
20		(514) Interest Income	358				20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt					22
23		(518) Contributions from other companies					23
24		(519) Miscellaneous income					24
25		Income from affiliated companies					
25		(513) Dividends (equity method)					25
26		Equity in undistributed earnings (losses)					26
27		TOTAL OTHER INCOME (lines 16-26)					27
28		TOTAL INCOME (lines 15, 27)	358	None			27
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations					29
30		(535) Taxes on property used in other than carrier operations					30
31		(543) Miscellaneous rent expense					31
32		(544) Miscellaneous taxes					32
33		(545) Separately operated properties-Loss					33
34		(549) Maintenance of investment organization					34
35		(550) Income transferred to other companies					35
36		(551) Miscellaneous income charges					36
37		(553) Uncollectible accounts					37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)					38
39		Income available for fixed charges (Lines 28, 38)	358	None			39

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			
40		(a) Fixed interest not in default	442		40
41		(b) Interest in default			41
42		(547) Interest on unfunded debt			42
43		(548) Amortization of discount on funded debt			43
44		TOTAL FIXED CHARGES (lines 40-43)	442		44
45		Income after fixed charges (lines 39, 44)	(86)	None	45
OTHER DEDUCTIONS					
		(546) Interest on funded debt			
46		(c) Contingent interest			46
UNUSUAL OR INFREQUENT ITEMS					
47		(555) Unusual or infrequent items (debit) credit			47
48		Income (Loss) from continuing operations (before income taxes)	(86)	None	48
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income			
49		Federal income taxes			49
50		State income taxes			50
51		Other income taxes			51
52		(557) Provision for deferred taxes			52
53		TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)			53
54		Income from continuing operations	(86)	None	54
DISCONTINUED OPERATIONS					
55		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			55
56		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			56
57		Income before extraordinary items	(86)	None	56
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
58		(570) Extraordinary items (Net)			58
59		(590) Income taxes on extraordinary items			59
60		(591) Provision for deferred taxes-Extraordinary items			60
61		TOTAL EXTRAORDINARY ITEMS (lines 58-60)			61
62		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			62
63		Net income (Loss)	(86)	None	63
Reconciliation of net railway operating income (NROI)					
64		Net revenues from railway operations			64
65		(556) Income taxes on ordinary income (-)			65
66		(557) Provision for deferred income taxes (-)			66
67		Income from lease of road and equipment (+)			67
68		Rent for leased roads and equipment (+)			68
69		Net railway operating income (loss)	None	None	69

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 62, column (b), Schedule 210.

6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings - Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances of beginning of year	None	\$	1
2		(60) 5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income			3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings equity in undistributed earnings (losses) of affiliated companies			5
6		TOTAL			6
		DEBITS			
7	*	(612) Debit balance transferred from income	(86)		7
8		(616) Other debits to retained earnings equity in undistributed earnings (losses) of affiliated companies			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock			11
12		Preferred stock			12
13		TOTAL	(86)		13
14		Net increase (decrease) during year (Line 6 minus line 13)	(86)		14
15		Balances at close of year (Lines 1, 2 and 14)	(86)		15
16		Balances from line 15(c)		N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	(86)	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 \$			21
		REMARKS			
22		Amount of assigned Federal income tax consequences Account 606		N/A	22
23		Account 616		N/A	23

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

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common	-	1,000	100	None	100	\$ 1		1
2									2
3									3
4	Preferred								4
5									5
6									6
7									7
8									8
9									9
10	TOTAL	xxxxxx	1,000	100	None	100	\$ 1		10

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

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

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year			100	1				11
12	Capital Stock Sold ¹								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Stock Dividends Capital Contribution							5	15
16	Balance at close of year			100	1			5	16

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

SUPPLEMENTAL SCHEDULES
MIDWESTERN RAILROAD PROPERTIES, INCORPORATED
FOR THE
YEAR ENDED DECEMBER 31, 1983

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 organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report Midwestern Railroad Properties, Incorporated

2. Date of incorporation August 13, 1981

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 Delaware

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 It was not.

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

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.

2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote Yes

3. Are voting rights proportional to holdings? 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 Stock books have not been 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, 1983 (Date)

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7 One (1) 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, with 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.
				Stocks			
				Common (d)	PREFERRED		
					Second (e)	First (f)	
(a)	(b)	(c)	(d)	(e)	(f)		
1	Chicago and North					1	
2	Western Transportation					2	
3	Company	Chicago, IL	100	100	-	-	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	
26						26	
27						27	
28						28	
29						29	
30						30	

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. 100
votes cast.
11. Give the date of such meeting. August 11, 1983
12. Give the place of such meeting. Chicago, IL

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	1	1	1
2		702	Temporary Cash Investments			2
3		703	Special Deposits			3
			Accounts Receivable			
4		704	Loan and Notes			4
5		705	Interline and Other Balances			5
6		706	Customers			6
7		707	Other			7
8		709, 708	Accrued Accounts Receivables			8
9		708.5	Receivables from Affiliated Companies			9
10		709.5	- Less Allowance for Uncollectible Accounts			10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits			11
12		712	Materials and Supplies			12
13		713	Other Current Assets			13
14			TOTAL CURRENT ASSETS	1	1	14
Other Assets						
15		715, 716, 717	Special Funds			15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310)			16
17		722, 723	Other Investments and Advances			17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities Cr			18
19		717, 738	Property Used in Other than Carrier Operation (less Depreciation)			19
			\$			
20		739, 741	Other Assets			20
21		743	Other Deferred Debits	849		21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	849	None	23
Road and Equipment						
24		731, 732	Road (Schedules 330 and 330A)	112,002		24
25	*		Equipment			25
26			Unallocated Items			26
27			Accumulated Depreciation and Amortization (Schedules 335, 340, 342, 351)	(981)		27
28			Net Road and Equipment	111,021	None	28
29	*		TOTAL ASSETS	111,871	1	29

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY
(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 Liabilities						
30	751		Loans and Notes Payable			30
31	752		Accounts Payable, Interline and Other Balances			31
32	753		Audited Accounts and Wages			31
33	754		Other Accounts Payable			33
34	755, 756		Interest and Dividends Payable	1,378		34
35	757		Payables to Affiliated Companies			35
36	759		Accrued Accounts Payable			36
37	760, 761, 761.5, 762		Taxes Accrued			37
38	763		Other Current Liabilities			38
39	764		Equipment Obligations and Other Long Term Debt Due Within One Year			39
40			TOTAL CURRENT LIABILITIES	1,378	None	40
Non-Current Liabilities						
41	765, 767		Funded Debt Unmatured	93,000		41
42	766		Equipment Obligations			42
43	766.5		Capitalized Lease Obligations			43
44	768		Debt in Default			44
45	769		Accounts payable, Affiliated Companies	16,988		45
46	770.1, 770.2		Unamortized Debt Premium			46
47	781		Interest in Default			47
48	783		Deferred Revenues-Transfers from Government Authorities			48
49	786		Accumulated Deferred Income Tax Credits	232		49
50	771, 772, 774, 775, 782, 784		Other Long-Term Liabilities and Deferred Credits			50
51			TOTAL NONCURRENT LIABILITIES	110,220	None	51
Shareholders' Equity						
52	791, 792		Capital Stock (Schedule 230)			52
53			Common Stock	1	1	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56	794, 795		Additional Capital (Schedule 230)			56
Retained Earnings						
57	797		Appropriated			57
58	798		Unappropriated (Schedule 220)	272		58
59	798.1		Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60	798.5		Less Treasury Stock			60
61			Net Stockholders Equity	273	1	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	111,871	1	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 See Footnote 2 \$ of Consolidated Report

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 None

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund \$ _____

(c) Is any part of pension plan funded? Specify Yes _____ No _____

(i) If funding is by insurance, give name of insuring company _____

If funding is by trust agreement, list trustee(s) _____

Date of trust agreement or latest amendment _____

If respondent is affiliated in any way with the trustee(s), explain affiliation: _____

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

(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 _____

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 _____ No _____ If yes, who determines how stock is voted? _____

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 X

5. (a) The amount of employers contribution to employee stock ownership plans for the current year was \$ _____
(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 \$ _____

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account. \$ N/A

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

(a) Changes in Valuation Accounts

		Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.)	Current Portfolio				N/A
as of / /	Noncurrent Portfolio			N/A	\$
(Previous Yr.)	Current Portfolio			N/A	N/A
as of / /	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 \$ _____ on the sale of marketable equity securities was included in net income for _____ (year). The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their 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.

NOTES AND REMARKS

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 12.

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 for Account No. 513 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 49 plus 50 plus 51, column (b)
Line 52, column (b)

Schedule 210
= Line 64, column (b)
= Line 65, column (b)
= Line 66, column (b)
Schedule 410
= Line 620, column (h)
= Line 620, column (f)
= Line 620, column (g)

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

Line No.	Cross Check	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					1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching					4
5		(105) Water Transfers					5
6		(106) Demurrage					6
7		(110) Incidental					7
8		(121) Joint Facility-Credit					8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)					10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)					13
14	*	(531) Railway operating expenses					14
15	*	Net revenue from railway operations	None	None			15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations					16
17		(510) Miscellaneous rent income	5,980				17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)					19
20		(514) Interest Income	33				20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt					22
23		(518) Contributions from other companies					23
24		(519) Miscellaneous income					24
		Income from affiliated companies					
25		(513) Dividends (equity method)					25
26		Equity in undistributed earnings (losses)					26
27		TOTAL OTHER INCOME (lines 16-26)	6,013				27
28		TOTAL INCOME (lines 15, 27)	6,013	None			27
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations					29
30		(535) Taxes on property used in other than carrier operations					30
31		(543) Miscellaneous rent expense					31
32		(544) Miscellaneous taxes					32
33		(545) Separately operated properties-Loss					33
34		(549) Maintenance of investment organization					34
35		(550) Income transferred to other companies					35
36		(551) Miscellaneous income charges					36
37		(553) Uncollectible accounts					37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)					38
39		Income available for fixed charges Lines 28, 38)	6,013	None			39

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			
40		(a) Fixed interest not in default	5,509		40
41		(b) Interest in default			41
42		(547) Interest on unfunded debt			42
43		(548) Amortization of discount on funded debt			43
44		TOTAL FIXED CHARGES (lines 40-43)	5,509	None	44
45		Income after fixed charges (lines 39, 44)	504		45
OTHER DEDUCTIONS					
		(546) Interest on funded debt			
46		(c) Contingent interest			46
UNUSUAL OR INFREQUENT ITEMS					
47		(555) Unusual or infrequent items (debit) credit			47
48		Income (Loss) from continuing operations (before income taxes)	504	None	48
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income			
49	*	Federal income taxes			49
50	*	State income taxes			50
51	*	Other income taxes			51
52	*	(557) Provision for deferred taxes	232		52
53		TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)	232		53
54	*	Income from continuing operations	272	None	54
DISCONTINUED OPERATIONS					
55		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			55
56		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)	272	None	56
57		Income before extraordinary items			56
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
58		(570) Extraordinary items (Net)			58
59		(590) Income taxes on extraordinary items			59
60		(591) Provision for deferred taxes-Extraordinary items			60
61		TOTAL EXTRAORDINARY ITEMS (lines 58-60)			61
62		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			62
63		Net income (Loss)	272	None	63
Reconciliation of net railway operating income (NROI)					
64		Net revenues from railway operations			64
65		(556) Income taxes on ordinary income ()			65
66	*	(557) Provision for deferred income taxes ()	232		66
67		Income from lease of road and equipment (+)			67
68		Rent for leased roads and equipment (+)			68
69		Net railway operating income (loss)	(232)	None	69

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 62, column (b), Schedule 210.
6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings - Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances of beginning of year	None	\$	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income	272		3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings equity in undistributed earnings (losses) of affiliated companies			5
6		TOTAL	272		6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings equity in undistributed earnings (losses) of affiliated companies			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock			11
12		Preferred stock			12
13		TOTAL			13
14		Net increase (decrease) during year (Line 6 minus line 13)	272		14
15		Balances at close of year (Lines 1, 2 and 14)	272		15
16		Balances from line 15(c)		N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	272	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 \$			21
		REMARKS			
22		Amount of assigned Federal income tax consequences Account 606		N/A	22
23		Account 616		N/A	23

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

Line No	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common	-	1,000	100	-	100	\$ 1		1
2									2
3									3
4	Preferred								4
5									5
6									6
7									7
8									8
9									9
10	TOTAL	XXXXX	1,000	100	-	100	\$ 1		10

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

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

Line No	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year			100	1				11
12	Capital Stock Sold ¹								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Stock Dividends								15
16	Balance at close of year			100	1				16

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

SUPPLEMENTAL SCHEDULES
NORTH WESTERN LEASING COMPANY
FOR THE
YEAR ENDED DECEMBER 31, 1983

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 organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. In 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 North Western Leasing Company
2. Date of incorporation July 16, 1962
3. Under laws of what Government, State, or Territory organized? If more than one, name all. If in bankruptcy, give court of jurisdiction and date of beginning of receivership or trusteeship and of appointment of receivers or trustees Delaware. No changes effected during the year.
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 It was not.

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.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock. Common, \$ — per share; first preferred, \$ — per share; second preferred, \$ — per share; debenture stock, \$ — per share.

2. State whether or not each share of stock has the right to one vote. If not, give full particulars in a footnote Yes

3. Are voting rights proportional to holdings? 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 —

Stock book has not been 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, 1983 (Date)

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7 One (1) 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, with 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.
				Stocks			
				Common	PREFERRED		
					Second (e)	First (f)	
(a)	(b)	(c)	(d)	(e)	(f)		
1	Chicago and North						
2	Western Transportation						2
3	Company	Chicago, IL	100	100			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
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent _____
votes cast.

11. Give the date of such meeting October 13, 1983

12. Give the place of such meeting Chicago, Illinois

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 begin- ning of year (c)	Line No.
Current Assets						
1		701	Cash	161	397	1
2		702	Temporary Cash Investments			2
3		703	Special Deposits			3
4		704	Accounts Receivable			4
5		705	- Loan and Notes			5
6		706	- Interline and Other Balances			6
7		707	- Customers			7
8		709, 708	- Other			8
9		708, 709	- Accrued Accounts Receivables			9
10		708, 5	- Receivables from Affiliated Companies	2,278	11,082	10
11		709, 5	- Less: Allowance for Uncollectible Accounts			11
12		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits			12
13		712	Materials and Supplies			13
14		713	Other Current Assets	2,299	2,071	14
15			TOTAL CURRENT ASSETS	4,738	13,550	15
Other Assets						
16		715, 716, 717	Special Funds	25		16
17		721, 721, 5	Investments and Advances Affiliated Companies (Schedule 310)	76	131	17
18		722, 723	Other Investments and Advances			18
19		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities Cr			19
20		737, 738	Property Used in Other than Carrier Operation (less Depreciation)	3,673	3,824	20
21		739, 741	\$ 2,746 Other Assets	37,107	17,741	21
22		743	Other Deferred Debits	13	15	22
23		744	Accumulated Deferred Income Tax Debits			23
24			TOTAL OTHER ASSETS	40,894	21,711	24
Road and Equipment						
25		731, 732	Road (Schedules 33G and 330A)	642	860	25
26			Equipment	21,082	22,610	26
27			Unallocated Items			27
28			Accumulated Depreciation and Amortization (Schedules 335, 340, 342, 351)	(5,498)	(5,065)	28
29			Net Road and Equipment	16,226	18,405	29
30			TOTAL ASSETS	61,858	53,666	30

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY
(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 Liabilities						
30		751	Loans and Notes Payable			30
31		752	Accounts Payable, Interline and Other Balances			31
32		753	Audited Accounts and Wages			31
33		754	Other Accounts Payable			33
34		755, 756	Interest and Dividends Payable	1,057	1,014	34
35		757	Payables to Affiliated Companies	-	980	35
36		759	Accrued Accounts Payable	73	345	36
37		760, 761, 761.5, 762	Taxes Accrued	7	9	37
38		763	Other Current Liabilities			38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	4,629	4,052	39
40			TOTAL CURRENT LIABILITIES	5,766	6,400	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured	4,343	4,751	41
42		766	Equipment Obligations	32,418	23,779	42
43		766.5	Capitalized Lease Obligations	266	990	43
44		768	Debt in Default			44
45		769	Accounts payable, Affiliated Companies			45
46		770.1, 770.2	Unamortized Debt Premium			46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities			48
49		786	Accumulated Deferred Income Tax Credits	8,086	8,019	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	261		50
51			TOTAL NONCURRENT LIABILITIES	45,380	37,539	51
Shareholders' Equity						
52		791, 792	Capital Stock (Schedule 230)			52
53			Common Stock	10	10	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56		794, 795	Additional Capital (Schedule 230)	9,412	9,157	56
57		797	Retained Earnings			57
58		798	Appropriated			57
58		798	Unappropriated (Schedule 220)	1,290	560	58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock			60
61			Net Stockholders Equity	10,712	9,727	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	61,858	53,666	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 See Footnote 2 \$ of Consolidated Report

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 None

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund \$

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

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

If funding is by trust agreement, list trustee(s)

Date of trust agreement or latest amendment

If respondent is affiliated in any way with the trustee(s), explain affiliation:

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

(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

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 No If yes, who determines how stock is voted?

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 X

5. (a) The amount of employers contribution to employee stock ownership plans for the current year was \$

(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 \$

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account. \$ N/A

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

(a) Changes in Valuation Accounts

		Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.)	Current Portfolio				N/A
as of / /	Noncurrent Portfolio			N/A	\$
(Previous Yr.)	Current Portfolio			N/A	N/A
as of / /	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 \$ _____ on the sale of marketable equity securities was included in net income for _____ (year). The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their 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.

NOTES AND REMARKS

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 12.

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 for Account No. 513 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 49 plus 50 plus 51, column (b)
Line 52, column (b)

Schedule 210

= Line 64, column (b)
= Line 65, column (b)
= Line 66, column (b)

Schedule 410

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

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

Line No.	Cross Check	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					1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching					4
5		(105) Water Transfers					5
6		(106) Demurrage					6
7		(110) Incidental					7
8		(121) Joint Facility-Credit					8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)					10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)					13
14	*	(531) Railway operating expenses	(1,938)	(3,076)			14
15	*	Net revenue from railway operations	1,938	3,076			15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	316	316			16
17		(510) Miscellaneous rent income	28	85			17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)					19
20		(514) Interest Income	23	60			20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt					22
23		(518) Contributions from other companies					23
24		(519) Miscellaneous income	2,711	2,258			24
		Income from affiliated companies					
25		(513) Dividends (equity method)					25
26		Equity in undistributed earnings (losses)					26
27		TOTAL OTHER INCOME (lines 16-26)	3,078	2,719			27
28		TOTAL INCOME (lines 15, 27)	5,016	5,795			27
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations					29
30		(535) Taxes on property used in other than carrier operations					30
31		(543) Miscellaneous rent expense		2			31
32		(544) Miscellaneous taxes	2	2			32
33		(545) Separately operated properties-Loss					33
34		(549) Maintenance of investment organization					34
35		(550) Income transferred to other companies					35
36		(551) Miscellaneous income charges	87	107			36
37		(553) Uncollectible accounts					37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)	89	111			38
39		Income available for fixed charges Lines 28, 38:	4,927	5,684			39

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			
40		(a) Fixed interest not in default	4,136	4,019	40
41		(b) Interest in default			41
42		(547) Interest on unfunded debt			42
43		(548) Amortization of discount on funded debt	1	2	43
44		TOTAL FIXED CHARGES (lines 40-43)	4,137	4,021	44
45		Income after fixed charges (lines 39, 44)	790	1,663	45
OTHER DEDUCTIONS					
		(546) Interest on funded debt			
46		(c) Contingent interest			46
UNUSUAL OR INFREQUENT ITEMS					
47		(555) Unusual or infrequent items (debit) credit			47
48		Income (Loss) from continuing operations (before income taxes)	790	1,663	48
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income:			
49	*	Federal income taxes			49
50	*	State income taxes			50
51	*	Other income taxes			51
52	*	(557) Provision for deferred taxes	60	72	52
53		TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)	60	72	53
54	*	Income from continuing operations	730	1,591	54
DISCONTINUED OPERATIONS					
55		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			55
56		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			56
57		Income before extraordinary items	730	1,591	57
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
58		(570) Extraordinary items (Net)			58
59		(580) Income taxes on extraordinary items			59
60		(591) Provision for deferred taxes-Extraordinary items			60
61		TOTAL EXTRAORDINARY ITEMS (lines 58-60)			61
62		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			62
63		Net income (Loss)	730	1,591	63
Reconciliation of net railway operating income (NROI)					
64		Net revenues from railway operations	1,938	3,076	64
65		(556) Income taxes on ordinary income (-)			65
66	*	(557) Provision for deferred income taxes (-)	60	72	66
67		Income from lease of road and equipment (+)			67
68		Rent for leased roads and equipment (+)			68
69		Net railway operating income (loss)	1,878	3,004	69

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 62, column (b), Schedule 210.

6 Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings - Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances of beginning of year	560	\$	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income	730		3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings equity in undistributed earnings (losses of affiliated companies)			5
6		TOTAL	730		6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings equity in undistributed earnings (losses of affiliated companies)			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock			11
12		Preferred stock			12
13		TOTAL			13
14		Net increase (decrease) during year (line 6 minus line 13)	730		14
15		Balances at close of year (Lines 1, 2 and 14)	1,290		15
16		Balances from line 15(c)		N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	1,290	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 \$			21
		REMARKS			
22		Amount of assigned Federal income tax consequences Account 606		N/A	22
23		Account 616		N/A	23

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

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common	-	1,000	100	None	100	\$ 10		1
2									2
3									3
4	Preferred								4
5									5
6									6
7									7
8									8
9									9
10	TOTAL	XXXX	1,000	100	None	100	\$ 10		10

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

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

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year			100	\$ 10			9,157	11
12	Capital Stock Sold ¹								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Stock Dividends Gain from Sales to Parent							255	15
16	Balance at close of year			100	\$ 10			9,412	16

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

SUPPLEMENTAL SCHEDULES

CNW REALCO, INC.

FOR THE

YEAR ENDED DECEMBER 31, 1983

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 organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report CNW REALCO, INC.
2. Date of incorporation August 22, 1983
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 Delaware
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 It was not.

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

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.

2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote Yes

3. Are voting rights proportional to holdings? 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 Stock books have not been 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, 1983 (Date)

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7 One (1) 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, with 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.
				Stocks			
				Common (d)	PREFERRED		
					Second (e)	First (f)	
(a)	(b)	(c)	(d)	(e)	(f)		
1	North Western Leasing						
2	Company	Chicago, IL	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							20
21							21
22							22
23							23
24							24
25							25
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS -- Continued

10 State the total number of votes cast at the latest general meeting for the election of directors of the respondent. None
votes cast

11 Give the date of such meeting. None

12 Give the place of such meeting. -

NOTES AND REMARKS

NOTE: Incorporated on August 22, 1983; no general meeting has yet been held.

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	1		1
2		702	Temporary Cash Investments			2
3		703	Special Deposits			3
			Accounts Receivable			
4		704	- Loan and Notes			4
5		705	- Interline and Other Balances			5
6		706	- Customers			6
7		707	- Other			7
8		709, 708	- Accrued Accounts Receivables			8
9		708.5	- Receivables from Affiliated Companies			9
10		709.5	- Less: Allowance for Uncollectible Accounts			10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits			11
12		712	Materials and Supplies			12
13		713	Other Current Assets			13
14			TOTAL CURRENT ASSETS	1	None	14
			Other Assets			
15		715, 716, 717	Special Funds			15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310)			16
17		722, 723	Other Investments and Advances			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)			19
			\$			
20		739, 741	Other Assets			20
21		743	Other Deferred Debits			21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	None	None	23
			Road and Equipment			
24		731, 732	Road (Schedules 330 and 330A)			24
25			Equipment			25
26			Unallocated Items			26
27			Accumulated Depreciation and Amortization (Schedules 335, 340, 342, 351)			27
28			Net Road and Equipment	None	None	28
29			EQUIP. ASSETS	1	None	29

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY
(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 Liabilities						
30		751	Loans and Notes Payable			30
31		752	Accounts Payable, Interline and Other Balances			31
32		753	Audited Accounts and Wages			31
33		754	Other Accounts Payable			33
34		755, 756	Interest and Dividends Payable			34
35		757	Payables to Affiliated Companies			35
36		759	Accrued Accounts Payable			36
37		760, 761, 761.5, 762	Taxes Accrued			37
38		763	Other Current Liabilities			38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year			39
40			TOTAL CURRENT LIABILITIES	None	None	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured			41
42		766	Equipment Obligations			42
43		766.5	Capitalized Lease Obligations			43
44		768	Debt in Default			44
45		769	Accounts payable, Affiliated Companies			45
46		770.1, 770.2	Unamortized Debt Premium			46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities			48
49		786	Accumulated Deferred Income Tax Credits			49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits			50
51			TOTAL NONCURRENT LIABILITIES	None	None	51
Shareholders' Equity						
52		791, 792	Capital Stock (Schedule 230)			52
53			Common Stock	1		53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56		794, 795	Additional Capital (Schedule 230)			56
57		797	Retained Earnings Appropriated			57
58		798	Unappropriated (Schedule 220)			58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock			60
61			Net Stockholders Equity	1	None	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	1	None	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 See Footnote 2 \$ of Consolidated Report

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 None

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund \$ _____

(c) Is any part of pension plan funded? Specify Yes _____ No _____

(i) If funding is by insurance, give name of insuring company _____

If funding is by trust agreement, list trustee(s) _____

Date of trust agreement or latest amendment _____

If respondent is affiliated in any way with the trustee(s), explain affiliation: _____

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

(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 _____

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 _____ No _____ If yes, who determines how stock is voted? _____

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 X

5. (a) The amount of employers contribution to employee stock ownership plans for the current year was \$ _____

(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 \$ _____

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account.
\$ N/A

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

(a) Changes in Valuation Accounts

		Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.)	Current Portfolio				N/A
as of / /	Noncurrent Portfolio			N/A	\$
(Previous Yr.)	Current Portfolio			N/A	N/A
as of / /	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 \$ _____ on the sale of marketable equity securities was included in net income for _____ (year). The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their 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.

NOTES AND REMARKS

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 12.

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 for Account No. 513 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 49 plus 50 plus 51, column (b)

Line 52, column (b)

Line 14, column (b)

Line 14, column (d)

Line 14, column (e)

Schedule 210

= Line 64, column (b)

= Line 65, column (b)

= Line 66, column (b)

Schedule 410

= Line 620, column (h)

= Line 620, column (f)

= Line 620, column (g)

Line No.	Cross Check	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					1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching					4
5		(105) Water Transfers					5
6		(106) Demurrage					6
7		(110) Incidental					7
8		(121) Joint Facility-Credit					8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)					10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)					13
14	*	(531) Railway operating expenses					14
15	*	Net revenue from railway operations	None	None			15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations					16
17		(510) Miscellaneous rent income					17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)					19
20		(514) Interest Income					20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt					22
23		(518) Contributions from other companies					23
24		(519) Miscellaneous income					24
		Income from affiliated companies					
25		(513) Dividends (equity method)					25
26		Equity in undistributed earnings (losses)					26
27		TOTAL OTHER INCOME (lines 16-26)					27
28		TOTAL INCOME (lines 15, 27)	None	None			27
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations					29
30		(535) Taxes on property used in other than carrier operations					30
31		(543) Miscellaneous rent expense					31
32		(544) Miscellaneous taxes					32
33		(545) Separately operated properties-Loss					33
34		(549) Maintenance of investment organization					34
35		(550) Income transferred to other companies					35
36		(551) Miscellaneous income charges					36
37		(553) Uncollectible accounts					37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)					38
39		Income available for fixed charges (Lines 28, 38)	None	None			39

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			
40		(a) Fixed interest not in default			40
41		(b) Interest in default			41
42		(547) Interest on unfunded debt			42
43		(548) Amortization of discount on funded debt			43
44		TOTAL FIXED CHARGES (lines 40-43)			44
45		Income after fixed charges (lines 39, 44)	None	None	45
		(OTHER DEDUCTIONS			
		(546) Interest on funded debt			
46		(c) Contingent interest			46
		UNUSUAL OR INFREQUENT ITEMS			
47		(555) Unusual or infrequent items (debit) credit			47
48		Income (Loss) from continuing operations (before income taxes)	None	None	48
		PROVISIONS FOR INCOME TAXES			
		(556) Income taxes on ordinary income			
49	*	Federal income taxes			49
50	*	State income taxes			50
51	*	Other income taxes			51
52	*	(557) Provision for deferred taxes			52
53		TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)			53
54	*	Income from continuing operations	None	None	54
		DISCONTINUED OPERATIONS			
55		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			55
56		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			56
57		Income before extraordinary items	None	None	56
		EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES			
58		(570) Extraordinary items (Net)			58
59		(590) Income taxes on extraordinary items			59
60		(591) Provision for deferred taxes-Extraordinary items			60
61		TOTAL EXTRAORDINARY ITEMS (lines 58-60)			61
62		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			62
63		Net income (Loss)	None	None	63
		Reconciliation of net railway operating income (NROI)			
64		Net revenues from railway operations			64
65		(556) Income taxes on ordinary income (-)			65
66	*	(557) Provision for deferred income taxes (-)			66
67		Income from lease of road and equipment (+)			67
68		Rent for leased roads and equipment (+)			68
69		Net railway operating income (loss)	None	None	69

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 62, column (b), Schedule 210.

6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings - Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances of beginning of year	None	\$	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income			3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings equity in undistributed earnings (losses of affiliated companies)			5
6		TOTAL	None		6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings equity in undistributed earnings (losses of affiliated companies)			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock			11
12		Preferred stock			12
13		TOTAL	None		13
14		Net increase (decrease) during year (Line 6 minus line 13)	None		14
15		Balances at close of year (Lines 1, 2 and 14)	None		15
16		Balances from line 15(c)		N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	None	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 \$			21
		REMARKS			
22		Amount of assigned Federal income tax consequences Account 606		N/A	22
23		Account 616		N/A	23

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

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common	-	100	100	-	100	\$1		1
2									2
3									3
4	Preferred								4
5									5
6									6
7									7
8									8
9									9
10	TOTAL	-	100	100	-	100	\$1		10

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

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

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year			None					11
12	Capital Stock Sold ¹			100	\$1				12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Stock Dividends								15
16	Balance at close of year			100	\$1				16

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

Company was organized for the purpose of buying, selling, leasing and dealing in and with property, both real and personal, of every type and character.

SUPPLEMENTAL SCHEDULES
NORTH WESTERN COMMUNICATIONS, INC.
FOR THE
YEAR ENDED DECEMBER 31, 1983

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 organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report North Western Communications, Inc.
2. Date of incorporation January 11, 1968
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 Illinois. No changes effected during the year.
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 It was not.

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

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock. Common, \$ — per share; first preferred, \$ — per share; second preferred, \$ — per share; debenture stock, \$ — per share

2. State whether or not each share of stock has the right to one vote. If not, give full particulars in a footnote Yes

3. Are voting rights proportional to holdings? 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 Stock book has not been 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, 1983 (Date)

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7: One (1) 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, with 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.
				Stocks			
				Common	PREFERRED		
					Second	First	
(a)	(b)	(c)	(d)	(e)	(f)		
1	Chicago and North						
2	Western Transportation					2	
3	Company	Chicago, IL	100	100		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	
26						26	
27						27	
28						28	
29						29	
30						30	

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. 100
votes cast.

11. Give the date of such meeting. October 13, 1983

12. Give the place of such meeting. Chicago, Illinois

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	51	44	1
2		702	Temporary Cash Investments			2
3		703	Special Deposits			3
4		704	Accounts Receivable			4
5		705	- Loan and Notes			5
6		706	- Interline and Other Balances			6
7		707	- Customers			7
8		709, 708	- Other			8
9		708 5	- Accrued Accounts Receivables			9
10		709 5	- Receivables from Affiliated Companies			10
11		710, 711, 714	- Less: Allowance for Uncollectible Accounts			11
12		712	Working Funds Prepayments Deferred Income Tax Debits			12
13		713	Materials and Supplies			13
14			Other Current Assets			14
			TOTAL CURRENT ASSETS	51	44	
Other Assets						
15		715, 716, 717	Special Funds			15
16		721, 721 5	Investments and Advances Affiliated Companies (Schedule 310)			16
17		722, 723	Other Investments and Advances			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)			19
20		739, 741	\$			20
21		743	Other Assets			21
22		744	Other Deferred Debits			22
23			Accumulated Deferred Income Tax Debits			23
			TOTAL OTHER ASSETS	None	None	
Road and Equipment						
24		731, 732	Road (Schedules 330 and 330A)			24
25	*		Equipment	511	511	25
26			Unallocated Items			26
27			Accumulated Depreciation and Amortization (Schedules 335, 340, 342, 351)	(128)	(112)	27
28			Net Road and Equipment	383	399	28
29	*		TOTAL ASSETS	434	443	29

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY
(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 Liabilities						
30	751		Loans and Notes Payable			30
31	752		Accounts Payable, Interline and Other Balances			31
32	753		Audited Accounts and Wages			31
33	754		Other Accounts Payable			33
34	755, 756		Interest and Dividends Payable			34
35	757		Payables to Affiliated Companies			35
36	759		Accrued Accounts Payable			36
37	760, 761, 761.5, 762		Taxes Accrued			37
38	763		Other Current Liabilities			38
39	764		Equipment Obligations and Other Long-Term Debt due Within One Year			39
40			TOTAL CURRENT LIABILITIES	None	None	40
Non-Current Liabilities						
41	767, 7		Funded Debt Unmatured			41
42	768		Equipment Obligations			42
43	766.5		Capitalized Lease Obligations			43
44	768		Debt in Default			44
45	769		Accounts payable, Affiliated Companies	323	346	45
46	770.1, 770.2		Unamortized Debt Premium			46
47	781		Interest in Default			47
48	783		Deferred Revenues-Transfers from Government Authorities			48
49	786		Accumulated Deferred Income Tax Credits	48	42	49
50	771, 772, 774, 775, 782, 784		Other Long-Term Liabilities and Deferred Credits			50
51			TOTAL NONCURRENT LIABILITIES	371	388	51
Shareholders' Equity						
52	791, 792		Capital Stock (Schedule 230)			52
53			Common Stock	1	1	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56	794, 795		Additional Capital (Schedule 230)			56
57	797		Retained Earnings			57
58	798		Appropriated			57
59	798.1		Unappropriated (Schedule 220)	62	54	58
60	798.5		Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
61			Less Treasury Stock			60
61			Net Stockholders Equity	63	55	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	434	443	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 See Footnote 2 \$ of Consolidated Report

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 None

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund \$ _____

(c) Is any part of pension plan funded? Specify Yes _____ No _____

(i) If funding is by insurance, give name of insuring company _____

If funding is by trust agreement, list trustee(s) _____

Date of trust agreement or latest amendment _____

If respondent is affiliated in any way with the trustee(s), explain affiliation: _____

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

(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 _____

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 _____ No _____ If yes, who determines how stock is voted? _____

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 X

5. (a) The amount of employers contribution to employee stock ownership plans for the current year was \$ _____

(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 \$ _____

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account.
\$ N/A

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

(a) Changes in Valuation Accounts

		Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.)	Current Portfolio				N/A
as of / /	Noncurrent Portfolio			N/A	\$
(Previous Yr.)	Current Portfolio			N/A	N/A
as of / /	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 \$ _____ on the sale of marketable equity securities was included in net income for _____ (year). The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their 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.

NOTES AND REMARKS

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 12.

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 for Account No. 513 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 49 plus 50 plus 51, column (b)

Line 52, column (b)

Line 14, column (b)

Line 14, column (d)

Line 14, column (e)

Schedule 210

= Line 64, column (b)

= Line 65, column (b)

= Line 66, column (b)

Schedule 410

= Line 620, column (h)

= Line 620, column (f)

= Line 620, column (g)

Line No.	Cross Check	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					1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching					4
5		(105) Water Transfers					5
6		(106) Demurrage					6
7		(110) Incidental					7
8		(121) Joint Facility-Credit					8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)					10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)					13
14	*	(531) Railway operating expenses	(8)	(8)			14
15	*	Net revenue from railway operations	8	8			15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations					16
17		(510) Miscellaneous rent income					17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)					19
20		(514) Interest Income					20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt					22
23		(518) Contributions from other companies					23
24		(519) Miscellaneous income	6	6			24
		Income from affiliated companies					
25		(513) Dividends (equity method)					25
26		Equity in undistributed earnings (losses)					26
27		TOTAL OTHER INCOME (lines 16-26)	6	6			27
28		TOTAL INCOME (lines 15, 27)	14	14			27
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations					29
30		(535) Taxes on property used in other than carrier operations					30
31		(543) Miscellaneous rent expense					31
32		(544) Miscellaneous taxes					32
33		(545) Separately operated properties-Loss					33
34		(549) Maintenance of investment organization					34
35		(550) Income transferred to other companies					35
36		(551) Miscellaneous income charges					36
37		(553) Uncollectible accounts					37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)					38
39		Income available for fixed charges (Lines 28, 38)	14	14			39

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			
40		(a) Fixed interest not in default			40
41		(b) Interest in default			41
42		(547) Interest on unfunded debt			42
43		(548) Amortization of discount on funded debt			43
44		TOTAL FIXED CHARGES (lines 40-43)			44
45		Income after fixed charges (lines 39, 44)	14	14	45
OTHER DEDUCTIONS					
		(546) Interest on funded debt			
46		(c) Contingent interest			46
UNUSUAL OR INFREQUENT ITEMS					
47		(555) Unusual or infrequent items (debit) credit			47
48		Income (Loss) from continuing operations (before income taxes)	14	14	48
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income:			
49	*	Federal income taxes			49
50	*	State income taxes			50
51	*	Other income taxes			51
52	*	(557) Provision for deferred taxes	6	6	52
53		TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)	6	6	53
54	*	Income from continuing operations	8	8	54
DISCONTINUED OPERATIONS					
55		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			55
56		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			56
57		Income before extraordinary items	8	8	56
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
58		(570) Extraordinary items (Net)			58
59		(590) Income taxes on extraordinary items			59
60		(591) Provision for deferred taxes-Extraordinary items			60
61		TOTAL EXTRAORDINARY ITEMS (lines 58-60)			61
62		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			62
63		Net income (Loss)	8	8	63
Reconciliation of net railway operating income (NROI)					
64		Net revenues from railway operations	8	8	64
65		(556) Income taxes on ordinary income (-)			65
66	*	(557) Provision for deferred income taxes (-)	6	6	66
67		Income from lease of road and equipment (+)			67
68		Rent for leased roads and equipment (+)			68
69		Net railway operating income (loss)	2	2	69

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 62, column (b), Schedule 210.

6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings - Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances of beginning of year	54	\$	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income	8		3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings equity in undistributed earnings (losses) of affiliated companies			5
6		TOTAL	8		6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings equity in undistributed earnings (losses) of affiliated companies			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock			11
12		Preferred stock			12
13		TOTAL			13
14		Net increase (decrease) during year (Line 6 minus line 13)	8		14
15		Balances at close of year (Lines 1, 2 and 14)	62		15
16		Balances from line 15(c)		N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	62	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 \$			21
		REMARKS			
22		Amount of assigned Federal income tax consequences Account 606		N/A	22
23		Account 616		N/A	23

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

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common	-	100	100	None	100	\$ 1		1
2									2
3									3
4	Preferred								4
5									5
6									6
7									7
8									8
9									9
10	TOTAL	XXXXX	100	100	None	100	\$ 1		10

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

(Dollars in Thousands)

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

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year			100	1				11
12	Capital Stock Sold ¹								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Stock Dividends								15
16	Balance at close of year			100	1				16

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

SUPPLEMENTAL SCHEDULES

N W RAILQUIP, INC.

FOR THE

YEAR ENDED DECEMBER 31, 1983

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 organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report NW Railquip, Inc.
2. Date of incorporation December 17, 1971
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. Articles of Incorporation of this Company were filed in Illinois on December 17, 1971 under "The Business Corporation Act" of Illinois. No changes effected during the year.
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. It was not.

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.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock. Common, \$ — per share, first preferred, \$ — per share, second preferred, \$ — per share; debenture stock, \$ — per share

2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote Yes

3. Are voting rights proportional to holdings? 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 Stock book has not been 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, 1983 (Date)

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7 One (1) 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, with 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.
				Stocks			
				Common	PREFERRED		
					Second	First	
	(a)	(b)	(c)	(d)	(e)	(f)	
1	Chicago and North						1
2	Western Transportation						2
3	Company	Chicago, IL	100	100			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
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. 100
votes cast.

11. Give the date of such meeting. October 13, 1983

12. Give the place of such meeting. Chicago, Illinois

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 begin- ning of year (c)	Line No.
			Current Assets			
1		701	Cash	2	2	1
2		702	Temporary Cash Investments			2
3		703	Special Deposits			3
			Accounts Receivable			
4		704	- Loan and Notes			4
5		705	- Interline and Other Balances			5
6		706	- Customers			6
7		707	- Other			7
8		709, 708	- Accrued Accounts Receivables			8
9		708.5	- Receivables from Affiliated Companies	71	980	9
10		709.5	- Less: Allowance for Uncollectible Accounts			10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits			11
12		712	Materials and Supplies			12
13		713	Other Current Assets			13
14			TOTAL CURRENT ASSETS	73	982	14
			Other Assets			
15		715, 716, 717	Special Funds			15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310)	16,051	210	16
17		722, 723	Other Investments and Advances			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)			19
			\$			
20		739, 741	Other Assets			20
21		743	Other Deferred Debits	5	5	21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	16,056	215	23
			Road and Equipment			
24		731, 732	Road (Schedules 330 and 330A)			24
25	*		Equipment	4,707	16,027	25
26			Unallocated Items			26
27			Accumulated Depreciation and Amortization (Schedules 335, 340, 342, 351)	(1,424)	(4,878)	27
28			Net Road and Equipment	3,283	11,149	28
29	*		TOTAL ASSETS	19,412	12,346	29

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY
(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 Liabilities						
30		751	Loans and Notes Payable			30
31		752	Accounts Payable, Interline and Other Balances			31
32		753	Audited Accounts and Wages			31
33		754	Other Accounts Payable			33
34		755, 756	Interest and Dividends Payable		193	34
35		757	Payables to Affiliated Companies			35
36		759	Accrued Accounts Payable			36
37		760, 761, 761.5, 762	Taxes Accrued			37
38		763	Other Current Liabilities			38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year		944	39
40			TOTAL CURRENT LIABILITIES	None	1,137	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured			41
42		766	Equipment Obligations		5,668	42
43		766.5	Capitalized Lease Obligations			43
44		768	Debt in Default			44
45		769	Accounts payable, Affiliated Companies		158	45
46		770.1, 770.2	Unamortized Debt Premium			46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities			48
49		786	Accumulated Deferred Income Tax Credits	2,488	2,295	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits			50
51			TOTAL NONCURRENT LIABILITIES	2,488	8,121	51
Shareholders' Equity						
52		791, 792	Capital Stock (Schedule 23C)			52
53			Common Stock	1	1	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56		794, 795	Additional Capital (Schedule 230)	14,128	519	56
57		797	Retained Earnings Appropriated			57
58		798	Unappropriated (Schedule 220)	2,795	2,568	58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock			60
61			Net Stockholders Equity	16,924	3,088	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	19,412	12,346	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 See Footnote 2 of Consolidated Report \$

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 None

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund \$

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

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

If funding is by trust agreement, list trustee(s)

Date of trust agreement or latest amendment

If respondent is affiliated in any way with the trustee(s), explain affiliation

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

(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

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 No If yes, who determines how stock is voted?

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 X

5. (a) The amount of employers contribution to employee stock ownership plans for the current year was \$

(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 \$

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account. \$ N/A

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

(a) Changes in Valuation Accounts

		Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.)	Current Portfolio				N/A
as of / /	Noncurrent Portfolio			N/A	\$
(Previous Yr.)	Current Portfolio			N/A	N/A
as of / /	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 \$ _____ on the sale of marketable equity securities was included in net income for _____ (year). The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their 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.

NOTES AND REMARKS

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 12.

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 for Account No. 513 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 49 plus 50 plus 51, column (b)
Line 52, column (b)

Schedule 210

= Line 64, column (b)
= Line 65, column (b)
= Line 66, column (b)

Schedule 410

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

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

Line No.	Cross Check	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					1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching					4
5		(105) Water Transfers					5
6		(106) Demurrage					6
7		(110) Incidental					7
8		(121) Joint Facility-Credit					8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)					10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)					13
14	*	(531) Railway operating expenses	(888)	(1,127)			14
15	*	Net revenue from railway operations	888	1,027			15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations					16
17		(510) Miscellaneous rent income					17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)					19
20		(514) Interest Income		19			20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt					22
23		(518) Contributions from other companies					23
24		(519) Miscellaneous income					24
25		Income from affiliated companies (513) Dividends (equity method)					25
26		Equity in undistributed earnings (losses)					26
27		TOTAL OTHER INCOME (lines 16-26)		19			27
28		TOTAL INCOME (lines 15, 27)	888	1,046			27
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations					29
30		(535) Taxes on property used in other than carrier operations					30
31		(543) Miscellaneous rent expense					31
32		(544) Miscellaneous taxes	1				32
33		(545) Separately operated properties-Loss					33
34		(549) Maintenance of investment organization					34
35		(550) Income transferred to other companies					35
36		(551) Miscellaneous income charges					36
37		(553) Uncollectible accounts					37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)	1				38
39		Income available for fixed charges Lines 28, 38)	887	1,046			39

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			
40		(a) Fixed interest not in default	467	592	40
41		(b) Interest in default			41
42		(547) Interest on unfunded debt			42
43		(548) Amortization of discount on funded debt			43
44		TOTAL FIXED CHARGES (lines 40-43)	467	592	44
45		Income after fixed charges (lines 39, 44)	420	454	45
OTHER DEDUCTIONS					
		(546) Interest on funded debt			
46		(c) Contingent interest			46
UNUSUAL OR INFREQUENT ITEMS					
47		(555) Unusual or infrequent items (debit) credit			47
48		Income (Loss) from continuing operations (before income taxes)	420	454	48
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income			
49		Federal income taxes			49
50		State income taxes			50
51		Other income taxes			51
52	*	(557) Provision for deferred taxes	193	209	52
53		TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)	193	209	53
54	*	Income from continuing operations	227	245	54
DISCONTINUED OPERATIONS					
55		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$ -)			55
56		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$ -)			56
57		Income before extraordinary items	227	245	56
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
58		(570) Extraordinary items (Net)			58
59		(590) Income taxes on extraordinary items			59
60		(591) Provision for deferred taxes-Extraordinary items			60
61		TOTAL EXTRAORDINARY ITEMS (lines 58-60)			61
62		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$ -)			62
63		Net income (Loss)	227	245	63
Reconciliation of net railway operating income (NROI)					
64		Net revenues from railway operations	888	1,027	64
65		(556) Income taxes on ordinary income (-)			65
66	*	(557) Provision for deferred income taxes (-)	227	209	66
67		Income from lease of road and equipment (+)			67
68		Rent for leased roads and equipment (+)			68
69		Net railway operating income (loss)	661	818	69

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 62, column (b), Schedule 210.

6 Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings - Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances of beginning of year	2,568	\$	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income	227		3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings equity in undistributed earnings (losses) of affiliated companies			5
6		TOTAL	227		6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings equity in undistributed earnings (losses) of affiliated companies			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends Common stock			11
12		Preferred stock			12
13		TOTAL			13
14		Net increase (decrease) during year (Line 6 minus line 13)	227		14
15		Balances at close of year (Lines 1, 2 and 14)	2,795		15
16		Balances from line 15(c)		N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	2,795	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 \$ _____			21
		REMARKS			
22		Amount of assigned Federal income tax consequences Account 606		N/A	22
23		Account 616		N/A	23

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

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common	-	100	100	None	100	\$ 1		1
2									2
3									3
4	Preferred								4
5									5
6									6
7									7
8									8
9									9
10	TOTAL	XXXX	100	100	None	100	\$ 1		10

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

(Dollars in Thousands)

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

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year			100	\$ 1			519	11
12	Capital Stock Sold ¹								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Stock Dividends Gain from Sales to parent							13,609	15
16	Balance at close of year			100	\$ 1			14,128	16

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

SUPPLEMENTAL SCHEDULES
WISCONSIN TOWN LOT COMPANY
FOR THE
YEAR ENDED DECEMBER 31, 1983

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 organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report Wisconsin Town Lot Company
2. Date of incorporation March 8, 1906
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 Wisconsin. No changes effected during the year.
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 It was not.

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

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C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock. Common, \$ per share; first preferred, \$ per share; second preferred, \$ per share; debenture stock, \$ per share.

2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote Yes

3. Are voting rights proportional to holdings? 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 Stock book has not been 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 200 votes, as of December 31, 1983 (Date)

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7 One (1) 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, with 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.
				Stocks			
				Common	PREFERRED		
					Second	First	
	(a)	(b)	(c)	(d)	(e)	(f)	
1	Chicago and North						
2	Western Transportation						2
3	Company	Chicago, IL	200	200			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
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. 200
votes cast.

11. Give the date of such meeting. October 13, 1983

12. Give the place of such meeting. Chicago, Illinois

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	55	28	1
2		702	Temporary Cash Investments			2
3		703	Special Deposits			3
			Accounts Receivable			
4		704	- Loan and Notes			4
5		705	- Interline and Other Balances			5
6		706	- Customers			6
7		707	- Other			7
8		709, 708	- Accrued Accounts Receivables			8
9		708, 5	Receivables from Affiliated Companies			9
10		709, 5	- Less Allowance for Uncollectible Accounts			10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits			11
12		712	Materials and Supplies			12
13		713	Other Current Assets			13
14			TOTAL CURRENT ASSETS	55	28	14
Other Assets						
15		715, 716, 717	Special Funds			15
16		721, 721, 5	Investments and Advances Affiliated Companies (Schedule 310)	750	527	16
17		722, 723	Other Investments and Advances	10	10	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities Cr			18
19		747, 738	Property Used in Other than Carrier Operation (less Depreciation)	144	1,392	19
20		744, 741	Other Assets			20
21		743	Other Deferred Debits			21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	904	1,929	23
Road and Equipment						
24		731, 732	Road (Schedules 330 and 330A)			24
25	*		Equipment			25
26			Unallocated Items			26
27			Accumulated Depreciation and Amortization (Schedules 335, 340, 342, 351)			27
28			Net Road and Equipment	None	None	28
29	*		TOTAL ASSETS	959	1,957	29

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY
(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 Liabilities						
30		751	Loans and Notes Payable			30
31		752	Accounts Payable, Interline and Other Balances			31
32		753	Audited Accounts and Wages			31
33		754	Other Accounts Payable			33
34		755, 756	Interest and Dividends Payable			34
35		757	Payables to Affiliated Companies			35
36		759	Accrued Accounts Payable			36
37		760, 761, 761.5, 762	Taxes Accrued	4	6	37
38		763	Other Current Liabilities			38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year			39
40			TOTAL CURRENT LIABILITIES	4	6	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured			41
42		766	Equipment Obligations			42
43		766.5	Capitalized Lease Obligations			43
44		768	Debt in Default			44
45		769	Accounts payable, Affiliated Companies		1,045	45
46		770.1, 770.2	Unamortized Debt Premium			46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities			48
49		786	Accumulated Deferred Income Tax Credits	323	301	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits			50
51			TOTAL NONCURRENT LIABILITIES	323	1,346	51
Shareholders' Equity						
52		791, 792	Capital Stock (Schedule 230)			52
53			Common Stock	10	10	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56		794, 795	Additional Capital (Schedule 230)	564	564	56
57		797	Retained Earnings Appropriated			57
58		798	Unappropriated (Schedule 220)	58	31	58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock			60
61			Net Stockholders Equity	632	605	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	959	1,957	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 See Footnote 2 \$ of Consolidated Report

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 None

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund \$

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

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

If funding is by trust agreement, list trustee(s)

Date of trust agreement or latest amendment

If respondent is affiliated in any way with the trustee(s), explain affiliation:

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

(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

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 No If yes, who determines how stock is voted?

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 X

5. (a) The amount of employers contribution to employee stock ownership plans for the current year was \$

(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 \$

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account. \$ N/A

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

(a) Changes in Valuation Accounts

		Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.)	Current Portfolio				N/A
as of / /	Noncurrent Portfolio			N/A	\$
(Previous Yr.)	Current Portfolio			N/A	N/A
as of / /	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 \$ _____ on the sale of marketable equity securities was included in net income for _____ (year). The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their 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.

NOTES AND REMARKS

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 12.

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 for Account No. 513 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 49 plus 50 plus 51, column (b)
Line 52, column (b)

Schedule 210

= Line 64, column (b)
= Line 65, column (b)
= Line 66, column (b)

Schedule 410

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

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

Line No.	Cross-Check	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					1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching					4
5		(105) Water Transfers					5
6		(106) Demurrage					6
7		(110) Incidental					7
8		(121) Joint Facility-Credit					8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)					10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)					13
14	*	(531) Railway operating expenses					14
15	*	Net revenue from railway operations	None	None			15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	61	21			16
17		(510) Miscellaneous rent income					17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)					19
20		(514) Interest Income					20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt					22
23		(518) Contributions from other companies					23
24		(519) Miscellaneous income	1	9			24
		Income from affiliated companies					
25		(513) Dividends (equity method)					25
26		Equity in undistributed earnings (losses)					26
27		TOTAL OTHER INCOME (lines 16-26)	62	30			27
28		TOTAL INCOME (lines 15, 27)	62	30			27
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations					29
30		(535) Taxes on property used in other than carrier operations					30
31		(543) Miscellaneous rent expense					31
32		(544) Miscellaneous taxes	8	13			32
33		(545) Separately operated properties-Loss					33
34		(549) Maintenance of investment organization					34
35		(550) Income transferred to other companies					35
36		(551) Miscellaneous income charges	5	2			36
37		(553) Uncollectible accounts					37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)	13	15			38
39		Income available for fixed charges (Lines 28, 38)	49	15			39

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			
40		(a) Fixed interest not in default			40
41		(b) Interest in default			41
42		(547) Interest on unfunded debt			42
43		(548) Amortization of discount on funded debt			43
44		TOTAL FIXED CHARGES (lines 40-43)			44
45		Income after fixed charges (lines 39, 44)	49	15	45
		OTHER DEDUCTIONS			
		(546) Interest on funded debt			
46		(c) Contingent interest			46
		UNUSUAL OR INFREQUENT ITEMS			
47		(555) Unusual or infrequent items (debit) credit			47
48		Income (Loss) from continuing operations (before income taxes)	49	15	48
		PROVISIONS FOR INCOME TAXES			
		(556) Income taxes on ordinary income			
49	*	Federal income taxes			49
50	*	State income taxes			50
51	*	Other income taxes			51
52	*	(557) Provision for deferred taxes	22	5	52
53		TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)	22	5	53
54	*	Income from continuing operations	27	10	54
		DISCONTINUED OPERATIONS			
55		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			55
56		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			56
57		Income before extraordinary items	27	10	57
		EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES			
58		(570) Extraordinary items (Net)			58
59		(590) Income taxes on extraordinary items			59
60		(591) Provision for deferred taxes-Extraordinary items			60
61		TOTAL EXTRAORDINARY ITEMS (lines 58-60)			61
62		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			62
63		Net income (Loss)	27	10	63
		Reconciliation of net railway operating income (NROI)			
64		Net revenues from railway operations			64
65		(556) Income taxes on ordinary income (-)			65
66	*	(557) Provision for deferred income taxes (-)	22	5	66
67		Income from lease of road and equipment (+)			67
68		Rent for leased roads and equipment (+)			68
69		Net railway operating income (loss)	(22)	(5)	69

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 62, column (b), Schedule 210.

6 Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings - Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances of beginning of year	31	\$	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income	27		3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings equity in undistributed earnings (losses) of affiliated companies			5
6		TOTAL	27		6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings equity in undistributed earnings (losses) of affiliated companies			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock			11
12		Preferred stock			12
13		TOTAL			13
14		Net increase (decrease) during year (Line 6 minus line 13)	27		14
15		Balances at close of year (Lines 1, 2 and 14)	58		15
16		Balances from line 15(c)		N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	58	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 \$			21
		REMARKS			
		Amount of assigned Federal income tax consequences			
22		Account 606		N/A	22
23		Account 616		N/A	23

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 in column (b) the par or stated value of each issue. If none, so state.
3. Disclose in columns (c), (d), (e) and (f) the required information concerning the number of shares authorized, issued, in treasury and outstanding for the various issues.
4. For the purposes of this report, capital stock and other securities are considered to be nominally issued when certificates are signed and sealed and placed with the proper officer for sale and delivery or are pledged or otherwise placed in some special fund of the respondent. They are considered to be actually issued when sold to a bona fide purchaser who holds them free from control by the respondent. All securities actually issued and not reacquired by or for the respondent are considered to be actually outstanding. If reacquired by or for the respondent, 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	-	200	200	None	200	\$ 10		1
2									2
3									3
4	Preferred								4
5									5
6									6
7									7
8									8
9									9
10	TOTAL	XXXX	200	200	None	200	\$ 10		10

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

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

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year			200	10			564	11
12	Capital Stock Sold ¹								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Stock Dividends								15
16	Balance at close of year			200	10			564	16

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

SUPPLEMENTAL SCHEDULES
NORTH WESTERN LOCOMOTIVE COMPANY
FOR THE
YEAR ENDED DECEMBER 31, 1983

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 organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report North Western Locomotive Company
2. Date of incorporation August 22, 1974
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 Delaware
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 Formerly Precision National Leasing Corporation
(A Delaware Corporation) prior to February 17, 1981.

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

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock. Common, \$ 100 per share, first preferred, \$ — per share, second preferred, \$ — per share; debenture stock, \$ — per share.

2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote Yes.

3. Are voting rights proportional to holdings? 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 Stock book has not been 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, 1983 (Date)

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7 One (1) stockholders.

9. Give the names of the thirty security holders of the respondent who, as 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, with 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 (a)	Address of security holder (b)	Number of votes to which security holder was entitled (c)	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED			Line No.
				Stocks			
				Common (d)	PREFERRED		
					Second (e)	First (f)	
1	Chicago and North						1
2	Western Transportation						2
3	Company	Chicago, IL	100	100	-	-	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
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. 100
votes cast.

11. Give the date of such meeting. October 13, 1983

12. Give the place of such meeting. Chicago, IL

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	28	28	1
2		702	Temporary Cash Investments			2
3		703	Special Deposits			3
			Accounts Receivable			
4		704	- Loan and Notes			4
5		705	- Interline and Other Balances			5
6		706	- Customers			6
7		707	- Other			7
8		709, 708	- Accrued Accounts Receivables			8
9		708.5	- Receivables from Affiliated Companies	317	352	9
10		709.5	- Less Allowance for Uncollectible Accounts			10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits			11
12		712	Materials and Supplies			12
13		713	Other Current Assets			13
14			TOTAL CURRENT ASSETS	345	380	14
			Other Assets			
15		715, 716, 717	Special Funds			15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310)	9,564	9,567	16
17		722, 723	Other Investments and Advances			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)			19
			\$			
20		739, 741	Other Assets			20
21		743	Other Deferred Debits			21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	9,564	9,567	23
			Road and Equipment			
24		731, 732	Road (Schedules 330 and 330A)			24
25	*		Equipment	24,664	24,664	25
26			Unallocated Items			26
27			Accumulated Depreciation and Amortization (Schedules 335, 340, 342, 351)	(15,242)	(14,505)	27
28			Net Road and Equipment	9,422	10,159	28
29	*		TOTAL ASSETS	19,331	20,106	29

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY
(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 Liabilities						
30		751	Loans and Notes Payable			30
31		752	Accounts Payable, Interline and Other Balances			31
32		753	Audited Accounts and Wages			31
33		754	Other Accounts Payable			33
34		755, 756	Interest and Dividends Payable	132	167	34
35		757	Payables to Affiliated Companies			35
36		759	Accrued Accounts Payable			36
37		760, 761, 761.5, 762	Taxes Accrued			37
38		763	Other Current Liabilities			38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	1,478	1,478	39
40			TOTAL CURRENT LIABILITIES	1,610	1,645	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured			41
42		766	Equipment Obligations	7,393	8,872	42
43		766.5	Capitalized Lease Obligations			43
44		768	Debt in Default			44
45		769	Accounts payable, Affiliated Companies			45
46		770.1, 770.2	Unamortized Debt Premium			46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities			48
49		786	Accumulated Deferred Income Tax Credits	672	332	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits			50
51			TOTAL NONCURRENT LIABILITIES	8,065	9,204	51
Shareholders' Equity						
52		791, 792	Capital Stock (Schedule 230)			52
53			Common Stock	10	10	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56		794, 795	Additional Capital (Schedule 230)	7,551	7,551	56
57		797	Retained Earnings			57
58		798	Appropriated			57
58		798	Unappropriated (Schedule 220)	2,095	1,696	58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock			60
61			Net Stockholders Equity	9,656	9,257	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	19,331	20,106	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 See Footnote 2 of Consolidated Report \$ _____

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 None

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund \$ _____

(c) Is any part of pension plan funded? Specify Yes _____ No _____

(i) If funding is by insurance, give name of insuring company _____

If funding is by trust agreement, list trustee(s) _____

Date of trust agreement or latest amendment _____

If respondent is affiliated in any way with the trustee(s), explain affiliation: _____

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

(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 _____

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 _____ No _____ If yes, who determines how stock is voted? _____

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 X

5. (a) The amount of employers contribution to employee stock ownership plans for the current year was \$ _____

(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 \$ _____

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account.
\$ N/A

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

(a) Changes in Valuation Accounts

		Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.)	Current Portfolio				N/A
as of / /	Noncurrent Portfolio			N/A	\$
(Previous Yr.)	Current Portfolio			N/A	N/A
as of / /	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 \$ _____ on the sale of marketable equity securities was included in net income for _____ (year). The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to their 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.

NOTES AND REMARKS

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 12.

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 for Account No. 513 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 49 plus 50 plus 51, column (b)
Line 52, column (b)

Schedule 210

= Line 64, column (b)
= Line 65, column (b)
= Line 66, column (b)

Schedule 410

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

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

Line No.	Cross Check	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					1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching					4
5		(105) Water Transfers					5
6		(106) Demurrage					6
7		(110) Incidental					7
8		(121) Joint Facility-Credit					8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)					10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)					13
14	*	(531) Railway operating expenses	(1,846)	(2,525)			14
15	*	Net revenue from railway operations	1,846	2,525			15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations					16
17		(510) Miscellaneous rent income					17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)					19
20		(514) Interest Income					20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt					22
23		(518) Contributions from other companies					23
24		(519) Miscellaneous income					24
25		Income from affiliated companies					
25		(513) Dividends (equity method)					25
26		Equity in undistributed earnings (losses)					26
27		TOTAL OTHER INCOME (lines 16-26)					27
28		TOTAL INCOME (lines 15, 27)	1,846	2,525			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations					29
30		(535) Taxes on property used in other than carrier operations					30
31		(543) Miscellaneous rent expense					31
32		(544) Miscellaneous taxes	2	17			32
33		(545) Separately operated properties-Loss					33
34		(549) Maintenance of investment organization					34
35		(550) Income transferred to other companies					35
36		(551) Miscellaneous income charges					36
37		(553) Uncollectible accounts					37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)	2	17			38
39		Income available for fixed charges (Lines 28, 38)	1,844	2,508			39

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

	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No.
	FIXED CHARGES			
40	(546) Interest on funded debt			
	(a) Fixed interest not in default	1,105	1,784	40
41	(b) Interest in default			41
42	(547) Interest on unfunded debt		2	42
43	(548) Amortization of discount on funded debt			43
44	TOTAL FIXED CHARGES (lines 40-43)	1,105	1,786	44
45	Income after fixed charges (lines 39, 44)	739	722	45
	OTHER DEDUCTIONS			
46	(546) Interest on funded debt			
	(c) Contingent interest			46
	UNUSUAL OR INFREQUENT ITEMS			
47	(555) Unusual or infrequent items (debit) credit			47
48	Income (Loss) from continuing operations (before income taxes)	739	722	48
	PROVISIONS FOR INCOME TAXES			
49	(556) Income taxes on ordinary income:			
	Federal income taxes			49
50	State income taxes			50
51	Other income taxes			51
52	(557) Provision for deferred taxes	340	332	52
53	TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)	340	332	53
54	Income from continuing operations	399	390	54
	DISCONTINUED OPERATIONS			
55	(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			55
56	(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			56
57	Income before extraordinary items	399	390	57
	EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES			
58	(570) Extraordinary items (Net)			58
59	(590) Income taxes on extraordinary items			59
60	(591) Provision for deferred taxes-Extraordinary items			60
61	TOTAL EXTRAORDINARY ITEMS (lines 58-60)			61
62	(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			62
63	Net income (Loss)	399	390	63
	Reconciliation of net railway operating income (NROI)			
64	Net revenues from railway operations	1,846	2,525	64
65	(556) Income taxes on ordinary income (-)			65
66	(557) Provision for deferred income taxes (-)	340	332	66
	Income from lease of road and equipment (+)			67
	Rent for leased roads and equipment (+)			68
	Net railway operating income (loss)	1,506	2,193	69

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 the Reporting of the 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 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 62, column (b), Schedule 210.
6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings - Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances of beginning of year	1,696	\$	1
2		(601) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income	399		3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings equity in undistributed earnings (losses) of affiliated companies			5
6		TOTAL	399		6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings equity in undistributed earnings (losses) of affiliated companies			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends - Common stock			11
12		Preferred stock			12
13		TOTAL			13
14		Net increase (decrease) during year (Line 6 minus line 13)	399		14
15		Balances at close of year (Lines 1, 2 and 14)	2,095		15
16		Balances from line 15(c)		N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	2,095	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 \$			21
		REMARKS			
22		Amount of assigned Federal income tax consequences - Account 606		N/A	
23		Account 616		N/A	

If any dividends have not been declared on cumulative preferred stock, give cumulative undeclared dividends at beginning of year and end of year.

