

RC-130900

CHICAGO & NORTHWESTERN

1985

1 OF 3

RC 1309000

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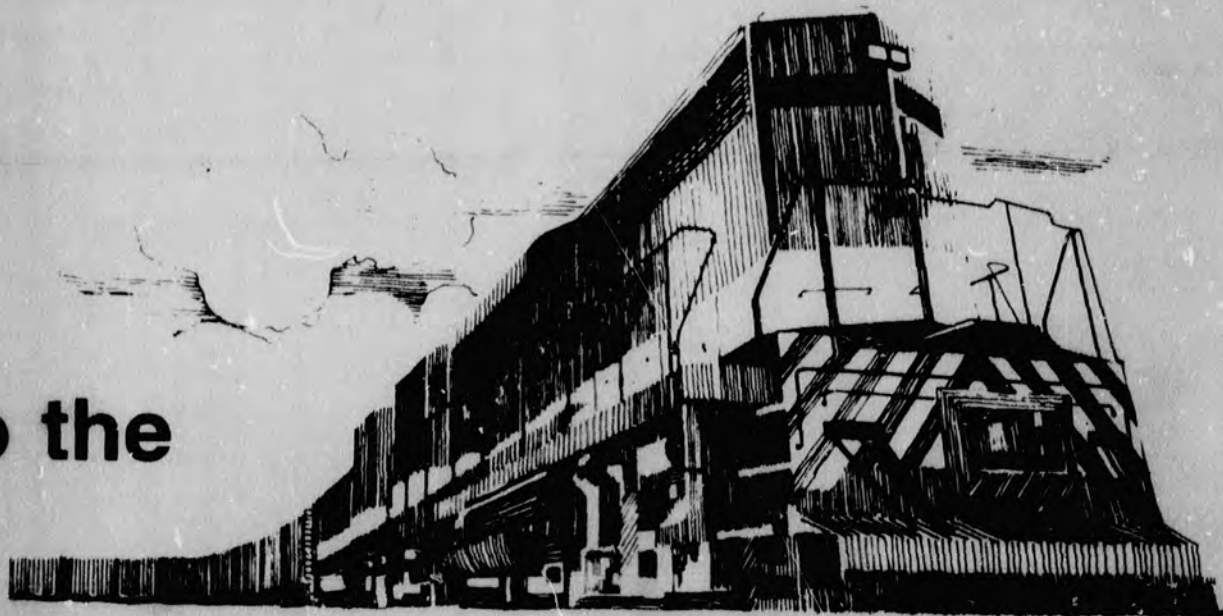
annual report

APPROVED BY OMB
3120-0029
EXPIRES 3-31-87



CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY AND
LESSOR SUBSIDIARIES

to the



Interstate Commerce Commission

FOR THE YEAR ENDED DECEMBER 31, 1985

ANNUAL REPORT

OF

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

AND LESSOR SUBSIDIARIES

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1985

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 North Canal Street, Chicago, IL 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:

Ex Parte No. 455	Title: Revision to the Uniform Systems of Accounts for Railroads	Decision Date
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Listing of schedules that have been changed from the preceding year and description of the changes.

Schedule 210	Restited Accounts 518 & 550 and deleted accounts 535 & 543 and renumbered line items.
Schedule 330	Added Account 46 computer systems and word processing equipment and renumbered.
Schedule 350A	Added Account 46 computer systems and word processing equipment and renumbered.
Schedule 332	Added Account 46 computer systems and word processing equipment and renumbered.
Schedule 335	Added Account 46 computer systems and word processing equipment and renumbered.
Schedule 339	Added Account 46 computer systems and word processing equipment and renumbered.
Schedule 340	Added Account 46 computer systems and word processing equipment and renumbered.
Schedule 342	Added Account 46 computer systems and word processing equipment and renumbered.
Schedule 350	Added Account 46 computer systems and word processing equipment and renumbered.
Schedule 351	Added Account 46 computer systems and word processing equipment and renumbered, and changed the heading of Col. c.
Schedule 352B	Added Account 46 computer systems and word processing equipment and renumbered.
Schedule 410	Eliminated line for Small Tools and Supplies and renumbered.
Schedule 415	Changed line 37 to read computer systems and word processing equipment.

Changes were made to the following schedules.

Schedule 220	Eliminated Col. b and c from lines 18-23.
Schedule 230	Eliminated line 15 Stock dividend from Part Two and added two blank lines.
Schedule 352A	Col. c Report miles in whole numbers.
Schedule 410	Changed line 305 to read computer system and word processing equipment.
Schedule 416	Eliminated line 27 accumulated Depreciation Grand Total.
Schedule 416A	Clarified instructions and changed the heading for Cols. d & e.
Schedule 510	Added Account 766.5 capitalized lease obligations to its instructions.
Schedule 720	Report in whole numbers for Cols. b & e and report two decimal places for Cols. c & d.
Schedule 724	Line 36 changed to read: Total track-miles of welded rail installed on system this year and total to date.

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) _____

TABLE OF CONTENTS

	SCHEDULE NO.	PAGE		SCHEDULE NO.	PAGE
Schedules Omitted by Respondent	A	1	Supporting Schedule—Capital Leases	416A	57
Identity of Respondent	B	2	Supporting Schedule—Road	416B	57
Voting Powers and Elections	C	3	Specialized Service Subschedule—Transportation	417	58
Comparative Statement of Financial Position	200	5	Analysis of Taxes	450	59
Results of Operations	210	10	Items in Selected Income and Retained Earnings		
Retained Earnings—Unappropriated	220	13	Accounts for the Year	460	61
Capital Stock	230	14	Guaranties and Suretyships	501	62
Statement of Changes in Financial Position	240	15	Compensating Balances and Short-Term Borrowing		
Working Capital Information	245	17	Arrangements	502	63
Investments and Advances Affiliated Companies	310	20	Debt Holdings	510	66
Investments in Common Stocks of Affiliated Companies	310A	24	Transactions Between Respondent and Companies or		
Road and Equipment Property	330	26	Persons Affiliated With Respondent for Services		
Improvements on Leased Property	330A	28	Received or Provided	512	70
Depreciation Base and Rates—Road and Equipment			Mileage Operated at Close of Year	700	72
Owned and Used and Leased from Others	332	30	Mileage Owned but Not Operated by Respondent at		
Accumulated Depreciation—Road and Equipment			Close of Year	701	73
Owned and Used	335	31	Miles of Road at Close of Year—By States and		
Accrued Liability—Leased Property	339	32	Territories (Single Track) (For Other Than Switching and		
Depreciation Base and Rates—Improvements to Road			Terminal Companies)	702	74
and Equipment Leased from Others	340	33	Changes During the Year	705	75
Accumulated Depreciation—Improvements to Road and			Inventory of Equipment	710	78
Equipment Leased from Others	342	34	Unit Cost of Equipment Installed During the Year	710S	84
Depreciation Base and Rates—Road and Equipment			Track and Traffic Conditions	720	85
Leased to Others	350	36	Ties Laid in Replacement	721	86
Accumulated Depreciation—Road and Equipment			Ties Laid in Additional Tracks and in New Lines and		
Leased to Others	351	37	Extensions	722	87
Investment in Railroad Property Used in Transportation			Rails Laid in Replacement	723	88
Service (By Company)	352A	38	Rails Laid in Additional Tracks and in New Lines and		
Investment in Railway Property Used in Transportation			Extensions	724	89
Service (By Property Accounts)	352B	39	Weight of Rail	725	90
Railway Operating Expenses	410	41	Summary of Track Replacements	726	91
Way and Structures	412	48	Deferred Capital Improvements Track	728	91
Rents for Interchanged Freight Train Cars and Other Freight			Consumption of Fuel by Motive-Power Units	750	92
Carrying Equipment	414	49	Railroad Operating Statistics	755	95
Supporting Schedule—Equipment	415	52	Verification		99
Supporting Schedule—Road	416	54	Memoranda		100

Road Initials: CNW

Year 19 85

1

A. SCHEDULES OMITTED BY RESPONDENT

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

Page	Schedule No.	Title
		NONE

B. IDENTITY OF RESPONDENT

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

1. Give in full the exact name of the respondent. Use the words "The" and "Company" only when they are parts of the corporate name. Be careful to distinguish between railroad and railway. The corporate name should be given uniformly throughout the report, notably on the cover, on the title page, and in the "Verification." If the report is made by receivers, trustees, a committee of bondholders, or individuals otherwise in possession of the property, state names and facts with precision. If the report is for a consolidated group, pursuant to Special Permission from the Commission, Accounting and Valuation Board, indicate such fact on line 1 below and list the consolidated group on page 4.

2. If incorporated under a special charter, give date of passage of the act; if under a general law, give date of filing certificate of organizations; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date which such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

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

1. Exact name of common carrier making this report Chicago and North Western Transportation Company and Lessor Subsidiaries*

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.

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 _____

(SEE PAGE 2A)

***LEASED LINES:**

Midwestern Railroad Properties, Inc.
Mid America Rail Properties, Inc. **

MINOR LAND COMPANIES:

CNW Realco, Inc.
Wisconsin Town Lot Co.

EQUIPMENT LESSORS:

North Western Leasing Co.
North Western Communications, Inc.
North Western Locomotive Co. **

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.

**Liquidated as of 12/31/85.

B. Identity of Respondent - Notes

4. On June 18, 1985, the stockholders of Chicago and North Western Transportation Company ("Railroad") approved an Agreement of Merger and Plan of Reorganization ("Plan") dated as of April 19, 1985, between Railroad and CNW Merger Corp., ("Mergeco"), a Delaware corporation, with CNW Corporation as a third party thereto. A Certificate of Merger was filed with the Secretary of State of Delaware on June 21, 1985 and the transactions contemplated by the Plan became effective on that Date. Under the Plan, Mergeco, which had authorized capital consisting of 1,000 shares of common stock, \$1.00 per share par value, was merged into the Railroad. Mergeco's outstanding Common Stock was converted into the Railroad's Class A Common Stock with a par value of \$.28 per share. The holders of Railroad's Class A Common Stock, par value \$.28 per share, became holders of the outstanding shares of CNW Corporation's Common Stock, par value \$1.00 per share on a share-for-share basis.

NOTES AND REMARKS

BLANK

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock. Common, \$ 0.28 per share; first preferred, \$ 1/2 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 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, 1985 (Date)

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7. 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, which respect to securities held by him, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities, stating in a footnote the names of such other securities (if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreements, give as supplemental information the names and addresses of the thirty largest holders of the voting trust certificates and the amount of their individual holdings. If the stock book was not closed or the list of stockholders compiled within such year, show such thirty security holders as of the close of the year.

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.
				Common (d)	PREFERRED		
					Second (e)	First (f)	
1	CNW Corporation Chgo., IL		1,000	1,000			1
2							2
3							3
4							4
5							5
6							6
7							7
8							8
9							9
10							10
11							11
12							12
13							13
14							14
15							15
16							16
17							17
18							18
19							19
20							20
21							21
22							22
23							23
24							24
25							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. 14,692,148
votes cast.
11. Give the date of such meeting. June 18, 1985
12. Give the place of such meeting. Chicago, IL

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, 1985, 14,447 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	11,335 Shares
Series E	659 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	456	5,894	1
2		702	Temporary Cash Investments	54,006	99,739	2
3		703	Special Deposits	438	179	3
Accounts Receivable						
4		704	- Loan and Notes	405	133	4
5		705	- Interline and Other Balances	7,106	7,729	5
6		706	- Customers	37,933	26,853	6
7		707	- Other	20,337	20,594	7
8		709, 708	- Accrued Accounts Receivables	43,846	31,860	8
9		708.5	- Receivables from Affiliated Companies	5,641	2,007	9
10		709.5	- Less: Allowance for Uncollectible Accounts	(101)	(79)	10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits	2,725	2,739	11
12		712	Materials and Supplies	20,985	42,551	12
13		713	Other Current Assets	977	2,078	13
14			TOTAL CURRENT ASSETS	212,754	242,277	14
Other Assets						
15		715, 716, 717	Special Funds	2,922	61,079	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310)	42,559	29,579	16
17		722, 723	Other Investments and Advances	39	31	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) \$ 3,180	6,764	6,815	19
20		739, 741	Other Assets	1,047	2,013	20
21		743	Other Deferred Debits	11,500	9,712	21
22		744	Accumulated Deferred Income Tax Debits	-	-	22
23			TOTAL OTHER ASSETS	64,831	109,229	23
Road and Equipment						
24		731, 732	Road (Schedules 330 and 330A)	863,988	813,010	24
25			Equipment	413,229	431,211	25
26			Unallocated Items	66,291	74,520	26
27			Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(372,307)	(352,959)	27
28			Net Road and Equipment	971,201	965,782	28
29	*		TOTAL ASSETS	1,248,786	1,317,288	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	3,292	3,708	31
32	753		Audited Accounts and Wages	28,286	23,808	32
33	754		Other Accounts Payable	2,184	2,207	33
34	755, 756		Interest and Dividends Payable	14,061	15,565	34
35	757		Payables to Affiliated Companies	-	-	35
36	759		Accrued Accounts Payable	156,687	130,096	36
37	760, 761, 761.5, 762		Taxes Accrued	14,361	13,528	37
38	763		Other Current Liabilities	695	786	38
39	764		Equipment Obligations and Other Long-Term Debt due Within One Year	47,548	52,082	39
40			TOTAL CURRENT LIABILITIES	267,114	241,780	40
Non-Current Liabilities						
41	765, 767		Funded Debt Unmatured	310,491	341,233	41
42	766		Equipment Obligations	108,714	139,865	42
43	766.5		Capitalized Lease Obligations	48,736	50,762	43
44	768		Debt in Default	-	-	44
45	769		Accounts payable; Affiliated Companies	-	-	45
46	770.1, 770.2		Unamortized Debt Premium	(2,083)	(2,228)	46
47	781		Interest in Default	-	-	47
48	783		Deferred Revenues-Transfers from Government Authorities	16,233	14,440	48
49	786		Accumulated Deferred Income Tax Credits	24,311	30,461	49
50	771, 772, 774, 775, 782, 784		Other Long-Term Liabilities and Deferred Credits	42,621	42,784	50
51			TOTAL NONCURRENT LIABILITIES	549,023	617,317	51
Shareholders' Equity						
52	791, 792		Total Capital Stock: (Schedule 230) (L 53&54)	143,961	148,701	52
53			Common Stock	-	4,510	53
54			Preferred Stock Redeemable	143,961	144,191	54
55			Discount on Capital Stock	-	-	55
56	794, 795		Additional Capital (Schedule 230)	83,489	79,613	56
Retained Earnings:						
57	797		Appropriated	-	-	57
58	798		Unappropriated (Schedule 720)	205,199	231,296	58
59	798.1		Net Unrealized Loss on Noncurrent Marketable Equity Securities	-	-	59
60	798.5		Less Treasury Stock	-	(1,419)	60
61			Net Stockholders Equity	432,649	458,191	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	1,248,786	1,317,288	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 \$ 157,000

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 \$ 4,825

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

(i) If funding is by insurance, give name of insuring company Continental Illinois Natl. Bank of Chicago

If funding is by trust agreement, list trustee(s) January 4, 1985

Date of trust agreement or latest amendment N/A

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

7. Give particulars with respect to contingent assets and liabilities at the close of the year, in accordance with Instruction 5-6 in the Uniform System of Accounts for Railroad Companies, that are not reflected in the 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. Additional pages may be added if more space is needed.

CONTINGENT ASSETS:

None

CONTINGENT LIABILITIES:

Under the terms of an agreement whereby the Company, in 1981, sold its interest in the Illinois Terminal RR. Co., the buyer, Norfolk & Western RR., assumed primary liability for Illinois Terminal's First Mortgage Bonds. However, the Company remains contingently liable first for its former stockholding proportion of 9.09% of principal and interest on such bonds and second, in the event of payment defaults by both Norfolk & Western and other former stockholders for up to the full amount of

4,531

Under the above agreement regarding the Illinois Terminal RR., Company is also contingently liable for its former stockholding proportion of the annual rental of McKinley Bridge spanning the Mississippi River, up to an aggregate of

250

See also Schedule 501 relative to guaranties, and Note 15.

(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 12/31/85, 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 the filing, applicable to marketable equity securities owned at balance sheet date shall be disclosed below:

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

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

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 1985 and 1984 was \$425 and \$256 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,	
	<u>1985</u>	<u>1984</u>
Actuarial present value of accumulated pension plan benefits:		
Vested	\$7,778	\$5,517
Nonvested	285	144
Total	<u>\$8,063</u>	<u>\$5,661</u>
	=====	=====
Net assets available for benefits	\$2,953	\$2,718
	=====	=====

The assumed rate of return used in determining the actuarial present value of accumulated plan benefits was 8% for both 1985 and 1984.

During 1985, the Financial Accounting Standards Board issued new standards on employers' accounting for pensions. Companies are required to adopt the new expense and disclosure standards no later than 1987, and in certain circumstances, to reflect a minimum pension liability no later than 1989.

The Company has not decided when it will implement the new standards, but will do so prospectively to meet these requirements. The effects this change in accounting may have on the Company's financial position and results of operations has not been determined.

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

8. 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, except that Western Railroad Properties Incorporated ("WRPI"), a Class II operating railroad, is included under the equity method.

9. The Company applies depreciation accounting to 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. Fully absorbed overhead costs related to track construction and payroll additives related to other construction are capitalized. The Company's policies comply with those prescribed by the Interstate Commerce Commission.

Depreciation is provided at composite straight-line rates. For the years 1985 and 1984, the provision for depreciation approximated annual rates of 3.3% and 3.6%, respectively, of the depreciable property. Capital leases are amortized over the terms of the respective leases. For the years 1985 and 1984, such lives ranged from 8 to 30 years. The average amortizable life was approximately 11 years for 1985 and 12 years for 1984.

10. 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. The Company will join its parent in filing a consolidated federal income tax return. As a result of timing differences, the Company estimates that (including its subsidiary accounted for under the equity method) it has approximately \$193,000 of net operating loss carryforwards available at December 31, 1985 which expire in 1993, 1994, 1997, 1998, 1999 and 2000. In addition, the Company has available approximately \$114,000 of investment tax credit carryforwards at December 31, 1985 which expire from 1989 through 2000 (of which approximately \$42,000 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.

See also Schedule 450, Analysis of Taxes.

11. The Company has substantial lease commitments for railroad, highway and data processing equipment. Those leases which meet the criteria established by FASB No. 13 are capitalized. The remainder are reported as operating leases.

Minimum annual rental commitments for noncancelable leases at December 31, 1985 were as follows:

	<u>Capital Leases</u>	<u>Operating Leases</u>
1986	\$12,665	\$ 54,365
1987	12,762	56,597
1988	12,027	56,342
1989	10,645	53,756
1990	8,063	53,688
After 1990	23,585	417,822
Total	<u>\$79,747</u>	<u>\$692,570</u>
Less amount representing interest on capital leases	<u>23,810</u>	
Present value of net minimum lease payments	<u>\$55,937</u>	

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

Lease rental expense for operating leases (including cancellable leases) was as follows:

1985	\$66,663
1984	63,451

The above amounts are net rentals and include insignificant amounts of rental income from subleases.

12. Gross interest expense was \$64,396 in 1985 and \$63,497 in 1984. Interest capitalized in both years was immaterial.

13. In addition to \$54,900 of cash and temporary cash investments at December 31, 1985, 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 31, 1986 will be automatically converted to secured term loans payable in installments thereafter over five to seven years. No loans were outstanding during 1985 under these or previous revolving credit agreements.

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

a) Debt principal payments (including capital lease obligations) due in 1987 through 1990 are \$47,356, \$47,498, \$49,346, and \$44,840, respectively.

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 (but not its subsidiaries, except as stated below). Three general mortgage issues with the most senior liens were paid or defeased in 1985. Until January 1, 1989, Northwest Chemco, Inc. holds a general mortgage on the Company's property, but only to secure its interest in the assumption of obligations by the Company in connection with its purchase of the railroad assets on June 1, 1972.

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 and B which are also secured by liens on the Company's property to secure loans totaling \$93,000 incurred in 1983 to finance the purchase by a subsidiary of certain rail lines between Minneapolis-St. Paul, Minnesota and Kansas City, Missouri. These Notes A and B are also secured, respectively, by second and first liens on the lines so acquired.

Next in priority of liens is the Consolidated Mortgage securing \$155,000 of bonds by lien on the Company's property and by a covenant to subject thereto the rail lines purchased in 1983 (see preceding paragraph) when the mortgages securing General Mortgage Notes A and B are discharged.

Subject to the above described liens, the United States Government also holds a mortgage on the Company's property securing loans listed above which were made by or are guaranteed as to principal and interest by the Federal Railroad Administration ("FRA"). 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.

COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES -

(Continued)

14. c) The 1985 extraordinary gain resulted from the defeasance of \$23,500 par value of general mortgage bonds by the irrevocable deposit of U.S. Government securities with the mortgage trustees sufficient to satisfy future interest and principal payments due on the bonds.

15. The Company is a party to service interruption insurance agreements under which additional premiums up to a maximum of \$7,000 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.

16. 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 \$2,000 of cash as compensating balances as of December 31, 1985. There are no legal restrictions as to the withdrawal of these cash balances.

17. The Company provides postretirement health care benefits and life insurance in accordance with various agreements. Generally, health care benefits are provided until age 65 for employees who elected to retire before that age, and life insurance is provided for all retired employees whose rates of pay at retirement were not subject to a collective bargaining agreement. The major portion of these benefits is provided through insurance plans, the cost of which were \$1,346 in 1985 and \$1,465 in 1984.

18. Under certain provisions of the Company's financing agreements, if the Company fails to meet certain financial tests, it may be prohibited from paying dividends. Under the provision which was most restrictive at December 31, 1985, approximately \$16,000 was unrestricted for the payment of dividends during 1986. This restriction applies only in the first year following a year in which the Company's loss excluding WRPI exceeds 10% of its common shareholders' equity and, accordingly, applies during 1986. Under the next most restrictive provision at December 31, 1985, approximately \$40,000 would have been unrestricted for the payment of dividends.

19. During 1985, the Company instituted a detailed two-year Manpower Reduction Program to reduce its work force by 1,500 employees. The employee terminations have occurred and will occur through various methods including attrition, job buy-outs and otherwise. The Company recorded a provision for severance pay to reflect 1985 and 1986 terminations under the program. Severance payments are made either in a lump sum or in installments.

The provision aggregated \$24,557, \$21,260 after tax. At December 31, 1985, \$22,411 remains outstanding of which \$16,707 is payable currently.

In this report, this provision is recorded as operating expenses in accordance with ICC instructions. See Schedule 410 for details.

20. The Company has issued Redeemable Preference shares to the FRA to finance the cost of rebuilding and upgrading certain facilities. Preference shares outstanding at December 31, 1985 are as follows:

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

Series	Shares Issued	Amount Outstanding Net of Repayments	Dividend and Redemption Payments	
			Aggregate Rate*	Years Payable
A & D	13,547	\$135,470	7.50%	1988-2014
B	97	970	21.55	1988-2012
C	144	931	16.51	1986-2003
E	659	6,590	25.35	1989-2014
	<u>14,447</u>	<u>\$143,961</u>		

*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.

Aggregate dividend and redemption requirements for shares outstanding at December 31, 1985 are:

Years Ended December 31,	Total Annual Payments	Years Ended December 31,	Total Annual Payments
1986 - 1987	\$ 230	2008	11,327
1988	947	2009	9,154
1989	3,123	2010	6,292
1990	5,985	2011	3,304
1991	8,973	2012	483
1992	11,795	2013	70
1993	12,040	2014	42
to	to		
2007	12,277		

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.

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. 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 were \$330,000 during 1984 and none during 1985.

SUPPLEMENT REQUIRED BY EX PARTE 346

(SUB NO. 1)

The number of carloads and trailer loads of exempted fresh fruits and vegetables handled in 1985 was 11,406. 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 1985 was 294. 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 1985 was 1,340. In 1982, prior to exemption 1,017 carloads and trailer loads of the same commodities were handled.

Road Initials: CNW

Year 1985

9F

NOTES AND REMARKS

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210. RESULTS OF OPERATIONS

(Dollars in Thousands)

1. Disclose the requested information for the respondent pertaining to the result 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	721,428	772,860	721,428		1
2		(102) Passenger	45,829	45,763	-	45,829	2
3		(103) Passenger-Related	190	197	-	190	3
4		(104) Switching	20,891	22,731	20,891	-	4
5		(105) Water Transfers	-	-	-	-	5
6		(106) Demurrage	4,557	7,784	4,557	-	6
7		(110) Incidental	3,925	4,526	3,386	539	7
8		(121) Joint Facility-Credit	323	363	323	-	8
9		(122) Joint Facility-Debit	(9)	(11)	(9)	-	9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	797,134	854,213	750,576	46,558	10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations	25,699	21,801	992	24,707	11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities	828	84	820	8	12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	823,661	876,098	752,388	71,273	13
14		(531) Railway operating expenses	825,557	815,905	754,320	71,237	14
15		Net revenue from railway operations	(1,896)	60,193	(1,932)	36	15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	397	707			16
17		(510) Miscellaneous rent income	6,550	6,073			17
18		(512) Separately operated properties-Profit	-	-			18
19		(513) Dividend Income (cost method)	2	110			19
20		(514) Interest Income	10,094	19,585			20
21		(516) Income from sinking and other funds	196	252			21
22		(517) Release of premiums on funded debt	2	3			22
23		(518) Contributions from other companies	-	-			23
24		(519) Miscellaneous income	6,435	12,144			24
		Income from affiliated companies					
25		Dividends (equity method)	-	-			25
26		Equity in undistributed earnings (losses)	12,793	(4,289)			26
27		TOTAL OTHER INCOME (lines 16-26)	36,469	34,585			27
28		TOTAL INCOME (lines 15, 27)	34,573	94,778			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	571	514			31
32		(544) Miscellaneous taxes	136	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	5,376	6,223			36
37		(553) Uncollectible accounts	-	-			37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)	6,083	6,882			38
39		Income available for fixed charges (lines 28, 38)	28,490	87,896			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	63,355	62,632	40
41		(b) Interest in default	-	-	41
42		(547) Interest on unfunded debt	355	295	42
43		(548) Amortization of discount on funded debt	686	570	43
44		TOTAL FIXED CHARGES (lines 40-43)	64,396	63,497	44
45		Income after fixed charges (lines 39, 44)	(35,906)	24,399	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)	(35,906)	24,399	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	(6,400)	3,500	52
53		TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)	(6,400)	3,500	53
54	*	Income from continuing operations	(29,506)	20,899	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	(29,506)	20,899	56
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
58		(570) Extraordinary items (Net)	3,984	-	58
59		(590) Income taxes on extraordinary items	-	-	59
60		(591) Provision for deferred taxes-Extraordinary items	575	-	60
61		TOTAL EXTRAORDINARY ITEMS (lines 58-60)	3,409	-	61
62		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)	-	-	62
63	*	Net income (Loss)	(26,097)	20,899	63
Reconciliation of net railway operating income (NROI)					
64	*	Net revenues from railway operations	(1,896)	60,193	64
65	*	(556) Income taxes on ordinary income (-)	-	-	65
66	*	(557) Provision for deferred income taxes (-)	(6,400)	3,500	66
67		Income from lease of road and equipment (-)	272	272	67
68		Rent for leased roads and equipment (+)	203	239	68
69		Net railway operating income (loss)	4,435	56,660	69

NOTES AND REMARKS FOR SCHEDULES 210 and 220

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220. RETAINED EARNINGS
(Dollars in Thousands)

1. Show below the items of Retained Earnings Accounts of the respondent for the year, classified in accordance with the Uniform System of Accounts for Railroad Companies.
2. All contra entries 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 59, column (b), Schedule 210.
6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item	Retained earnings—Unappropriated	Equity in undistributed earnings (losses) of affiliated companies	Line No.
		(a)	(b)	(c)	
1		Balances at beginning of year	\$ 236,021	\$ (4,725)	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income		12,793	3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings			5
6		TOTAL		12,793	6
		DEBITS			
7	*	(612) Debit balance transferred from income	38,890		7
8		(616) Other debits to retained earnings			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock			11
12		Preferred stock ¹			12
13		TOTAL	38,890		13
14		Net increase (decrease) during year (Line 6 minus line 13)	(38,890)	12,793	14
15	*	Balances at close of year (Lines 1, 2 and 14)	197,131	8,068	15
16	*	Balances from line 15(c)	8,068	N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	205,199	NA	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
		Amount of assigned Federal income tax consequences:			
22		Account 606 \$ _____			22
23		Account 616 \$ _____			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	1,000	1,000	--	1,000	--	--	1
2									2
3									3
4	Preferred Series A through E	\$10,000	15,000	14,447		14,447	\$143,961		4
5									5
6									6
7									7
8									8
9									9
10	TOTAL	XXXXXX	16,000	15,447	--	15,447	\$143,961	--	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	14,447	\$144,191	16,105,803	\$4,510	56,997	\$1,419	\$79,613	11
12	Capital Stock Sold ¹	-	-	77,561	22	-	-	762	12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled Redemption Payments		(230)						14
15	Reorganization*			16,182,364	(\$4,532)	(56,997)	(\$1,419)	3,114	15
16	Balance at close of year	14,447	\$143,961	1,000	0	0	0	83,489	16

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

*See item 4, Schedule B p. 2.

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.

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 (sch 210 line 52)	(29,506)	20,899	1
		Add expenses not requiring outlay of working capital: (subtract) credits not generating working capital:			
2		Loss (gain) on sale or disposal of tangible property	-	-	2
3		Depreciation and amortization expenses	40,090	40,844	3
4		Net increase (decrease) in deferred income taxes	(6,400)	3,500	4
5		Net decrease (increase) in parent's share of subsidiary's undistributed income for the year	(12,793)	4,289	5
6		Net increase (decrease) in noncurrent portion of estimated liabilities	(163)	(3,678)	6
7		Other (specify):			7
8		Retirement of nondepreciable property	432	1,262	8
9					9
10					10
11					11
12		TOTAL WORKING CAPITAL FROM CONTINUING OPERATIONS	(8,340)	67,116	12
		Add funds generated by reason of discontinued operations, extraordinary items, and changes in accounting principles	3,984		
13					13
14		TOTAL WORKING CAPITAL FROM OPERATIONS	(4,356)	67,116	14
		Working capital from sources other than operating:			
15		Proceeds from issuance of long-term liabilities (Including capitalized leases)	12,556	187,075	15
16		Proceeds from sale/disposition of carrier operating property	12,226	3,223	16
17		Proceeds from sale/disposition of other tangible property			17
18		Proceeds from sale/repayment of investments and advances	389	183	18
19		Net decrease in sinking and other special funds	58,157	-	19
20		Proceeds from issue of capital stock (Including preference shares)	459	2,682	20
21		Other (specify):			21
22					22
23		All other-net	3,007	-	23
24					24
25					25
26		TOTAL WORKING CAPITAL FROM SOURCES OTHER THAN OPERATING	86,794	193,163	26
27		TOTAL SOURCES OF WORKING CAPITAL	82,438	260,279	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	81,009	46,272	28
29		Cash dividends declared	-		29
30		Purchase price of carrier operating property	59,281	150,204	30
31		Purchase price of other tangible property	377	526	31
32		Purchase price of long-term investment and advances	932	26,026	32
33		Net increase in sinking or other special funds	-	58,474	33
34		Purchase price of acquiring treasury stock	-	1,131	34
35		Other (specify):			35
36		Redemption of preference shares	230	190	36
37					37
38		Net increase (decrease) in current portion of debt	(4,534)	8,222	38
39					39
40					40
41		All other, net		1,023	41
42					42
43					43
44		TOTAL APPLICATION OF WORKING CAPITAL	137,295	292,068	44
45		Net increase (decrease) in working capital	(54,857)	(31,789)	45

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, 19, 20, and 21, to two decimal places.

Line No.	Item (a)	Source No.	Amount (b)	Line
CURRENT OPERATING ASSETS				
1	Interline and Other Balances (705)	Schedule 200, line 5, column b	7,106	1
2	Customers (706)	Schedule 200, line 6, column b	37,933	2
3	Other (707)	Note A	20,182	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	65,221	4
OPERATING REVENUE				
5	Railway Operating Revenue	Schedule 210, line 13, column b	823,661	5
6	Rent Income	Note B	67,846	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	891,507	7
8	Average Daily Operating Revenues	Line 7 ÷ 360 days	2,476.41	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 ÷ line 8	26.34	9
10	Revenue Delay Days Plus Buffer	Lines 9 + 15 days	41.34	10
CURRENT OPERATING LIABILITIES				
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	3,292	11
12	Audited Accounts and Wages Payable (753)	Note A	28,286	12
13	Accounts Payable—Other (754)	Note A	2,184	13
14	Other Taxes Accrued (761.5)	Note A	14,058	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	47,820	15
OPERATING EXPENSES				
16	Railway Operating Expenses	Schedule 210, line 14, column b	825,557	16
17	Depreciation	Schedule 410, lines 135, 136, 137, 213, 232, 317, column h	39,914	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	853,489	18
19	Average Daily Expenditures	Line 18 ÷ 360 days	2,370.80	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 ÷ line 19	20.17	20
21	Days of Working Capital Required	Line 10 - line 20 (Note C)	21.17	21
22	Cash Working Capital Required	Line 21 x line 19	50,190	22
23	Cash and Temporary Cash Balance	Schedule 200, line 1 + line 2, column b	54,462	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	50,190	24
MATERIALS AND SUPPLIES				
25	Total Material and Supplies (712)	Note A	38,985	25
26	Scrap and Obsolete Material included in Acct. 712	Note A	3,532	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	35,453	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	85,643	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 120, 121, 122, 126, 127, 128, 132, 133, 134, 208, 210, 212, 227, 229, 231, 312, 314, and 316. Rent income is added to railway operating revenues to produce total revenues. Rent income is also added to total operating expenses to exclude the rent revenue items from operating expense.
- (C) If result is negative, use zero.

NOTES AND REMARKS

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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. // Stock (b)	29.90	2
3	721	A-1	VII	Minnesota Transfer Ry. Co. // 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)	5.263	7
8	721	A-1	VII	Iowa Transfer Railway Co. // Stock (f)	25.00	8
9	721	A-1	VII	Kansas City Terminal Ry. Co. // Stock (g)	8.333	9
10	721	A-1	VII	Western Railroad Properties Inc.	100.0	10
11						11
12				Total A-1		12
13						13
14	721	D-1	VII	Trailer Train Co.		14
15				Subordinate Notes:		15
16				6-1/2% dated 4/17/67 (e)	5.263	16
17				7-1/2% dated 1/9/69 (e)	5.263	17
18						18
19				Total D-1		19
20						20
21	721	E-1	VII	Lake Superior		21
22				Terminal & Transfer		22
23				Railway Co. Advances (d)	16.67	23
24	721	E-1	VII	Kansas City Terminal		24
25				Railway Co. Advances (g)	8.333	25
26						26
27				Total E-1		27
28						28
29	721	E-3	X	CNW Corporation-Parent	-	29
30	721	E-3	X	CNW Realco Incorporated	100.00	30
31						31
32				Total E-3		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	Additions	Deductions (if other than sale, explain)	Closing balance				
	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
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	1			1			153	10
11								11
12	560			560			153	12
13								13
14								14
15								15
16	589			589			38	16
17	589			589			44	17
18								18
19	1,178			1,178			82	19
20								20
21								21
22								22
23	71			71				23
24								24
25	2,766		389	2,377				25
26								26
27	2,837		389	2,448				27
28								28
29	-	1,246		1,246			25	29
30	-	(603)		(603)				30
31								31
32		643		643			25	32
33								33
34								34
35								35
36								36
37								37
38								38
39								39
40	4,575	643	389	4,829			260	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	Other			parties and particulars of joint control are as follows:		1
2						2
3				Name of Party to Joint Control	How Established	3
4	(a)			Illinois Central Gulf RR Co.	Ownership of capital stock	4
5				Norfolk & Western Ry. Co.	Ownership of capital stock	5
6				Consolidated Rail Corp.	Ownership of capital stock	6
7	(b)			Burlington Northern, Inc.	Ownership of capital stock	7
8				Chicago, Rock Island & Pacific RR. Co.	Ownership of capital stock	8
9						9
10				Soo Line RR Co.	Ownership of capital stock	10
11	(c)			Burlington Northern, Inc.	Ownership of capital stock	11
12				Chicago, Rock Island & Pacific RR. Co.	Ownership of capital stock	12
13				Chicago, Milw., St. Paul & Pac. RR. Co. (Soo Line)	Ownership of capital stock	13
14				Soo Line RR. Co.	Ownership of capital stock	14
15	(d)			Burlington Northern, Inc. includes		15
16				St. Paul & Duluth RR. Co.	Ownership of capital stock	16
17				Soo Line RR. Co.	Ownership of capital stock	17
18	(e)			Atchison, Topeka & Santa Fe Ry. Co.	Ownership of capital stock	18
19				Baltimore & Ohio RR. Co. (CSX Corp.)	Ownership of capital stock	19
20				Boston & Maine Corp. (Conrail)	Ownership of capital stock	20
21				Burlington Northern, Inc.	Ownership of capital stock	21
22				Central of Georgia Ry. Co.	Ownership of capital stock	22
23				Chesapeake & Ohio Ry. Co. (CSX Corp.)	Ownership of capital stock	23
24				Chicago, Milw., St. Paul & Pac. RR. Co. (Soo Line)	Ownership of capital stock	24
25						25
26				Consolidated Rail Corp.	Ownership of capital stock	26
27				Denver & Rio Grande Western RR. Co.	Ownership of capital stock	27
28				Detroit, Toledo & Ironton RR. Co.	Ownership of capital stock	28
29						29
30				Florida East Coast Ry. Co.	Ownership of capital stock	30
31				Illinois Central Gulf RR. Co.	Ownership of capital stock	31
32				Kansas City Southern Ry. Co.	Ownership of capital stock	32
33				Louisville & Nashville RR. Co. (CSX Corp.)	Ownership of capital stock	33
34				Missouri-Kansas-Texas RR. Co.	Ownership of capital stock	34
35				Missouri Pacific RR. Co.	Ownership of capital stock	35
36				Norfolk & Western Ry. Co.	Ownership of capital stock	36
37				Reading Company (Conrail)	Ownership of capital stock	37
38				Richmond Fredericksburg & Potomac RR.	Ownership of capital stock	38
39				St. Louis-San Francisco Ry. Co. (BN Inc.)	Ownership of capital stock	39
40				St. Louis-Southwestern Ry. Lines	Ownership of capital stock	40
				Seaboard Coast Line RR. Co. (CSX Corp.)	Ownership of capital stock	

(Continued on Page 23)

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 (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing balance (i)				
1	Other parties and particulars of joint control are as follows: (Continued)							1
2								2
3		Name of Party to Joint Control				How Established		3
4	(e)	Southern Pacific Transp. Co.				Ownership of capital stock		4
5		Southern Railway Co.				Ownership of capital stock		5
6								6
7		Toledo, Peoria & Western RR. Co.				Ownership of capital stock		7
8		Union Pacific RR. Co.				Ownership of capital stock		8
9		Wabash RR. Co. (Leased to N&W Ry. Co.)				Ownership of capital stock		9
10		Western Maryland Ry. Co.				Ownership of capital stock		10
11		Western Pacific RR. Co. (UP RR. Co.)				Ownership of capital stock		11
12	(f)	Burlington Northern, Inc.				Ownership of capital stock		12
13		Chicago, Rock Island & Pac. RR. Co.				Ownership of capital stock		13
14		Des Moines Union Ry. Co.				Ownership of capital stock		14
15	(g)	Atchison, Topeka & Santa Fe Ry.				Ownership of capital stock		15
16		Burlington Northern, Inc.				Ownership of capital stock		16
17		Chicago, Milw., St. Paul & Pac. RR. Co.				Ownership of capital stock		17
18		Illinois Central Gulf RR. Co.				Ownership of capital stock		18
19		Kansas City Southern Ry. Co.				Ownership of capital stock		19
20		Missouri-Kansas-Texas Ry. Co.				Ownership of capital stock		20
21		Missouri Pacific RR. Co.				Ownership of capital stock		21
22		Norfolk & Western Ry. Co.				Ownership of capital stock		22
23		St. Louis-San Francisco Ry. Co. (BN Inc.)				Ownership of capital stock		23
24		Union Pacific RR. Co.				Ownership of capital stock		24
25		St. Louis Southwestern Ry. Co.				Ownership of capital stock		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

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.
1	Carriers: (List specifics for each company)		(Note)					1
2	Western Railroad Properties Incorporated	25,004	289	12,793	(356)		37,730	2
3								3
4								4
5								5
6								6
7								7
8								8
9								9
10								10
11								11
12	Note: Additional investment during the year.							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 details in the corresponding portion of Schedule 330A may be omitted. However, line 44, Grand Total should be completed. 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 (c) and (e) should be included all entries covering expenditures for additions and betterments, as defined, whether or not replacing other property.

5. In column (f) should be entered all credits representing property sold, abandoned, or otherwise retired.

6. Both the debit and credit involved in each transfer, adjustment, or clearance, between road and equipment accounts, should be included in the column in which the item was initially included; also the transfer of prior years' debits or credits from investment in road and equipment to operating expenses or other accounts, or vice versa, should be included in the column applicable to current items of like nature. Each such transfer, adjustment, or clearance should be fully explained when in excess of \$100,000.

7. If during the year an individual charge of \$100,000 or more was made to Account No. 2, "Land for Transportation Purposes," state in a footnote the cost, location, area, and other details which will identify the property.

8. Report on line 29 amounts not includible in the primary road accounts. The items reported should be briefly identified and explained under "Notes and Remarks," below. Amounts should be reported on this line only under special circumstances, usually after permission is obtained from the Commission for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Commission.

9. If during the year a segment of transportation property was acquired, state in a footnote the name of the vendor, the mileage acquired, and the date of acquisition, giving 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	11,412		27	1
2		(3) Grading	22,816		59	2
3		(4) Other right-of-way expenditures	115			3
4		(5) Tunnels and subways	6			4
5		(6) Bridges, trestles, and culverts	28,770		71	5
6		(7) Elevated structures	-			6
7		(8) Ties	189,863		27	7
8		(9) Rail and other track material	347,199		102	8
9		(11) Ballast	67,448		27	9
10		(13) Fences, snowsheds, and signs	2,946			10
11		(16) Station and office buildings	20,252			11
12		(17) Roadway buildings	1,613			12
13		(18) Water stations	655			13
14		(19) Fuel stations	1,423			14
15		(20) Shops and enginehouses	12,140			15
16		(22) Storage warehouses	-			16
17		(23) Wharves and docks	10			17
18		(24) Coal and ore wharves	907			18
19		(25) TOFC COFC terminals	2,080			19
20		(26) Communication systems	13,396			20
21		(27) Signals and interlockers	16,552		3	21
22		(29) Power plants	1			22
23		(31) Power-transmission systems	240			23
24		(35) Miscellaneous structures	-			24
25		(37) Roadway machines	58,996			25
26		(39) Public improvements - Construction	5,226		4	26
27		(44) Shop machinery	3,758			27
28		(45) Power-plant machinery	29			28
29		Other (specify and explain)				29
30		TOTAL EXPENDITURES FOR ROAD	807,853		320	30
31		(46) Computer systems and word processing equipment	-			31
32		(52) Locomotives	160,684			32
33		(53) Freight-train cars	235,217			33
34		(54) Passenger-train cars	49			34
35		(55) Highway revenue equipment	10,170			35
36		(56) Floating equipment	-			36
37		(57) Work equipment	16,642			37
38		(58) Miscellaneous equipment	7,879			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	430,641			39
40		(76) Interest during construction	-			40
41		TOTAL	1,238,494		320	41
42		(80) Other elements of investment	471			42
43		(90) Construction in progress	74,049			43
44		GRAND TOTAL	1,313,014		320	44

NOTE: Col. (d) relates to the following purchases:
6.3 miles between Clinton Junction and Beloit, Wisconsin.

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

Line No.	Cross Check	Expenditures for additions and betterments during the year	Credits for property retired during the year	Net changes during the year	Balance at close of year	Line No.
		(e)	(f)	(g)	(h)	
1		2,038	(77)	1,988	13,400	1
2		132	(585)	(394)	22,422	2
3		-	-	-	115	3
4		-	(6)	(6)	-	4
5		2,124	(180)	2,015	30,785	5
6		-	-	-	-	6
7		17,196	(2,812)	14,411	204,274	7
8		20,131	(4,368)	15,865	363,064	8
9		7,452	(1,079)	6,400	73,848	9
10		-	(1)	(1)	2,945	10
11		1,380	(21)	1,359	21,611	11
12		-	-	-	1,613	12
13		-	-	-	655	13
14		263	-	263	1,686	14
15		311	(230)	81	12,221	15
16		-	-	-	-	16
17		-	-	-	10	17
18		14	-	14	921	18
19		188	(15)	173	2,253	19
20		2,300	(16)	2,284	15,680	20
21		3,751	(66)	3,688	20,240	21
22		-	-	-	1	22
23		-	-	-	240	23
24		-	-	-	-	24
25		3,129	(2,282)	847	59,843	25
26		676	(148)	532	5,758	26
27		280	(30)	250	4,008	27
28		83	(1)	82	111	28
29		-	-	-	-	29
30		61,448	(11,917)	49,851	857,704	30
31		-	-	-	-	31
32		14,999	(8,834)	(8,820)	151,864	32
33		2,181	(1,172)	(9,541)	225,676	33
34		-	-	-	49	34
35		-	(668)	(668)	9,502	35
36		-	-	-	-	36
37		933	(871)	62	16,704	37
38		1,025	-	1,025	8,904	38
39		4,153	(22,095)	(17,942)	412,699	39
40		-	-	-	-	40
41		65,601	(34,012)	31,909	1,270,403	41
42		-	(440)	(440)	31	42
43		(7,789)	-	(7,789)	66,260	43
44		57,812	(34,452)	23,680	1,336,694	44

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	58			7
8		(9) Rail and other track material	75			8
9		(11) Ballast	19			9
10		(13) Fences, snowsheds, and signs				10
11		(16) Station and office buildings	4,525			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	350			20
21		(27) Signals and interlockers				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	5,157			30
31		(46) Computer systems and word processing equipment				31
32		(52) Locomotives	363			32
33		(53) Freight-train cars	200			33
34		(54) Passenger-train cars				34
35		(55) Highway revenue equipment				35
36		(56) Floating equipment				36
37		(57) Work equipment				37
38		(58) Miscellaneous equipment	7			38
39	*	TOTAL EXPENDITURES FOR EQUIPMENT	570			39
40		(76) Interest during construction				40
41		TOTAL	5,727			41
42		(80) Other elements of investment				42
43		(90) Construction in progress				43
44		GRAND TOTAL	5,727			44

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					58	7
8					75	8
9					19	9
10						10
11		1,127		1,127	5,652	11
12						12
13						13
14						14
15					105	15
16						16
17						17
18						18
19						19
20					350	20
21						21
22						22
23						23
24						24
25						25
26					21	26
27						27
28						28
29						29
30		1,127		1,127	6,284	30
31						31
32		14	(263)	(249)	114	32
33		8	201	209	409	33
34						34
35						35
36						36
37						37
38					7	38
39	*	22	(62)	(40)	530	39
40						40
41		1,149	(62)	1,087	6,814	41
42						42
43						43
44		1,149	(62)	1,087	6,814	44

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

(Dollars in Thousands)

1. Show in columns (b) and (c), for each primary account, the depreciation base used to compute the depreciation charges for the month of January, and in columns (d) and (f) show the depreciation base used to compute the depreciation charges for the month of December; in columns (e) and (g) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment used, but not owned, when the rents therefor are included in the rent for equipment and 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.

less than 5% of total road owned and used equipment									
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	22,816	22,790	1.02%				1	
2	(4) Other, right-of-way expenditures	115	114	1.43				2	
3	(5) Tunnels and subways	6	6	0.39				3	
4	(6) Bridges, trestles, and culverts	28,770	30,486	1.92				4	
5	(7) Elevated structures							5	
6	(8) Ties	189,863	195,167	4.04				6	
7	(9) Rail and other track material	347,199	347,734	1.95				7	
8	(11) Ballast	67,448	67,022	3.33				8	
9	(13) Fences, snow sheds, and signs	2,946	2,945	4.90				9	
10	(16) Station and office buildings	20,252	20,645	2.35				10	
11	(17) Roadway buildings	1,613	1,613	2.97				11	
12	(18) Water stations	655	655	2.69				12	
13	(19) Fuel stations	1,423	1,423	2.69				13	
14	(20) Shops and enginehouses	12,140	12,089	1.99				14	
15	(22) Storage warehouses							15	
16	(23) Wharves and docks	10	10	1.83				16	
17	(24) Coal and ore wharves	907	921	3.06				17	
18	(25) TOFC/COFC terminals	2,080	2,089	2.37				18	
19	(26) Communication systems	13,396	13,881	3.34				19	
20	(27) Signals and interlockers	16,552	17,297	3.05				20	
21	(29) Power plants							21	
22	(31) Power-transmission systems	240	240	3.62				22	
23	(35) Miscellaneous structures							23	
24	(37) Roadway machines	58,996	58,604	8.06				24	
25	(39) Public improvements—Construction	4,532	4,893	6.75				25	
26	(44) Shop machinery	3,758	3,969	2.54				26	
27	(45) Power-plant machinery	29	111	2.67				27	
28	All other road accounts							28	
29	Amortization (other than defense projects)							29	
30	TOTAL ROAD	795,746	804,704	3.10				30	
	EQUIPMENT								
31	(46) Computer systems and word processing equipment							31	
32	(52) Locomotives	146,612	151,799	2.03				32	
33	(53) Freight-train cars	233,749	225,810	3.88				33	
34	(54) Passenger-train cars	49	48	6.50				34	
35	(55) Highway revenue equipment	10,170	9,509	8.80				35	
36	(56) Floating equipment							36	
37	(57) Work equipment	16,511	16,182	5.39				37	
38	(58) Miscellaneous equipment	7,867	7,390	9.00				38	
39	TOTAL EQUIPMENT	414,958	410,738	3.46				39	
40	GRAND TOTAL	1,210,704	1,215,442					40	

335. ACCUMULATED DEPRECIATION—ROAD AND EQUIPMENT OWNED AND USED

(Dollars in Thousands)

1. Disclose the required information in regard to credits and debits to Account No. 735, "Accumulated Depreciation: Road and Equipment Property," during the year relating to owned and used road and equipment. Include entries for depreciation of equipment owned but not used when the resulting rents are included in the "Lease Rentals—Credit—Equipment" accounts and "Other Rents—Credit—Equipment" accounts. Exclude any entries for depreciation of equipment that is used but not owned when the resulting rents are included in "Lease Rental—Debit—Equipment" account and "Other Rents—Debit—Equipment" accounts (See Schedule 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 39.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
ROAD									
1		(3) Grading	182	232		130		284	1
2		(4) Other, right-of-way expenditures	11	2				13	2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles, and culverts	3,072	568		(129)		3,769	4
5		(7) Elevated structures							5
6		(8) Ties	37,881	7,790		4,933		40,738	6
7		(9) Rail and other track material	78,247	6,760		3,494		81,513	7
8		(11) Ballast	7,058	2,207		1,130		8,135	8
9		(13) Fences, snow sheds, and signs	277	144		1		420	9
10		(16) Station and office buildings	837	456		(178)		1,471	10
11		(17) Roadway buildings	260	44		(5)		309	11
12		(18) Water stations	107	18				125	12
13		(19) Fuel stations	130	38				168	13
14		(20) Shops and enginehouses	1,733	231		254		1,710	14
15		(22) Storage warehouses							15
16		(23) Wharves and docks	2					2	16
17		(24) Coal and ore wharves	127	28				155	17
18		(25) TOFC/COFC terminals	309	49		16		342	18
19		(26) Communication systems	2,979	458		(80)		3,517	19
20		(27) Signals and interlockers	1,855	521		62		2,314	20
21		(29) Power plants							21
22		(31) Power-transmission systems	44	9				53	22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines	23,089	4,398		1,291		26,196	24
25		(39) Public improvements—Construction	1,395	313		130		1,578	25
26		(44) Shop machinery*	455	99		21		533	26
27		(45) Power-plant machinery*	4	2				6	27
28		All other road accounts							28
29		Amortization (Adjustments)							29
30		TOTAL ROAD	160,054	24,367		11,070		173,351	30
EQUIPMENT									
31		(46) Computer systems and word processing equipment							31
32	*	(52) Locomotives	82,489	3,972		(47)		86,508	32
33	*	(53) Freight-train cars	93,548	9,100		8,691		93,957	33
34	*	(54) Passenger-train cars	Dr. 24	5		(46)		27	34
35	*	(55) Highway revenue equipment	5,586	844		480		5,950	35
36	*	(56) Floating equipment							36
37	*	(57) Work equipment	6,519	760		446		6,833	37
38	*	(58) Miscellaneous equipment	3,948	604		(28)		4,580	38
39	*	Amortization Adjustments							39
40		TOTAL EQUIPMENT	192,066	15,285		9,496		197,855	40
41		GRAND TOTAL	352,120	39,652		20,566		371,206	41

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

339. ACCRUED LIABILITY—LEASED PROPERTY

(Dollars in Thousands)

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other, right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles, and culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail and other track material							7
8		(11) Ballast							8
9		(13) Fences, snow sheds, and signs							9
10		(16) Station and office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops and enginehouses							14
15		(22) Storage warehouses							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		(46) Computer systems and word processing equipment							31
32		(52) Locomotives							32
33		(53) Freight-train cars							33
34		(54) Passenger-train cars							34
35		(55) Highway revenue equipment							35
36		(56) Floating equipment							36
37		(57) Work equipment							37
38		(58) Miscellaneous equipment							38
39		Amortization Adjustments							39
40		TOTAL EQUIPMENT							40
41		GRAND TOTAL	NONE	NONE	NONE	NONE	NONE	NONE	41

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

340. DEPRECIATION BASE AND RATES—IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS

(Dollars in Thousands)

1. Show in column (b) for each primary account the depreciation base used in computing the depreciation charges for the month of January, and in column (c) show the depreciation base used in computing the depreciation charges for the month of December, in column (d) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 40 of these columns show the composite percentage of all road and equipment accounts, respectively, ascertained by applying the primary account composite rates 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 when 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 enginehouse				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communication systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements—Construction				25
26	(44) Shop machinery*				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	Amortization (Adjustments)				29
30	TOTAL ROAD				30
	EQUIPMENT				
31	(46) Computer systems and word processing equipment				31
32	(52) Locomotives				32
33	(53) Freight-train cars				33
34	(54) Passenger-train cars				34
35	(55) Highway revenue equipment				35
36	(56) Floating equipment				36
37	(57) Work equipment				37
38	(58) Miscellaneous equipment				38
39	Amortization Adjustments				39
40	TOTAL EQUIPMENT				40
41	GRAND TOTAL				41

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

342. ACCUMULATED DEPRECIATION—IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS

(Dollars in Thousands)

1. Enter the required information concerning debits and credits to Account 733, "Accumulated Depreciation—Improvements on Leased Property," during the year relating to improvements made to road and equipment property leased from others, the depreciation charges for which are included in operating expenses of the respondent.

2. If any entries are made for column (d) "Other credits" or column (f) "Other debits," state the facts occasioning such entries on page 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 (e) 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. Details in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, Grand Total, should be completed.

pleted.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	List No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading	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		TOTAL ROAD							29
		EQUIPMENT							
30		(46) Computer systems and word processing equipment							30
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		TOTAL EQUIPMENT							38
39		GRAND TOTAL	839	262	NONE	NONE	NONE	1,101	39

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

NOTES AND REMARKS FOR SCHEDULE 342

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

(Dollars in Thousands)

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

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

3. In column (d) show the composite rates used to compute the depreciation for the month of December and on lines 29 and 38 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary accounts composite rates to the depreciation base used to compute the depreciation for December and dividing the total also computed by the depreciation base.

4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) affected.

5. If total road leased to others is less than 5% of total road owned, omit. If total equipment leased to others is less than 5% of total equipment owned, omit.

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	(46) Computer systems and word processing equipment				30
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			N/A	37
38	TOTAL EQUIPMENT				38
39	GRAND TOTAL	NONE	NONE	XXXXX	39

351. ACCUMULATED DEPRECIATION—ROAD AND EQUIPMENT LEASED TO OTHERS

(Dollars in Thousands)

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

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

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

4. Details in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, Grand Total, should be completed.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	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		TOTAL ROAD							29
		EQUIPMENT							
30		(46) Computer systems and word processing equipment							30
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		TOTAL EQUIPMENT							38
39		GRAND TOTAL	NONE	NONE	NONE	NONE	NONE	NONE	39

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

1. Disclose the investment in railway property used in transportation service at the close of the year. This investment represents the aggregate of property owned or leased by the respondent and used in the respondent's transportation service. Such property includes (a) the investment reported in Accounts 731, "Road and Equipment Property," and 732, "Improvements on Leased Property," of the respondent, less any 731 or 732 property leased to others for their exclusive use of road, track, or bridges (including equipment or other railway property covered by the contract). Equipment leased to others under separate distinct contracts shall not be deducted from the respondent's 731 or 732 property, and (b) the investment of other companies' 731 or 732 property (including operating and lessor railroads) used by the respondent when the lease is for exclusive use or control of roads, tracks, or bridges (including equipment of other railway property covered by the contract). This excludes leased equipment from operating railroads under separate distinct contracts and the investment of other carriers in property jointly used by the respondent.

2. In column (a), classify each company in this schedule as respondent (R), lessor railroad (L), inactive or proprietary company (P), and other leased properties (O).

3. In column (a) to (e), inclusive, first show the data requested for the respondent (R); next the data for companies whose entire properties are used in transportation service of the respondent, divided between lessor (L) and proprietary (P) companies; followed by data for carriers and others (O), portions of whose property are used in transportation service of the respondent. Show a total for each class of company in column (d) and (e). Then show, as deductions, data for transportation property leased to carriers and others.

4. In column (c), line-haul carriers report the miles of road used in line-haul service. Report miles in whole numbers.

5. In column (d), show the amount applicable in 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 2, 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.

Line No.	Class (See Ins. 2)	Name of company	Miles of road used (See Ins. 4) (whole number)	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	5,778	1,111,783	349,930	2
3						3
4	R	Midwestern Railroad Properties, Inc.	721	177,984	7,615	4
5						5
6	R	North Western Communications, Inc.		399	157	6
7	R	North Western Leasing Company		53,341	14,605	7
8						8
9						9
10		(See notes on page 38A relating				10
11		to the above.)				11
12						12
13						13
14						14
15						15
16		Burlington Northern, Inc.				16
17		(Land used by Chicago and North Western				17
18		Transportation Company at Leavenworth,				18
19		Kansas		15	-	19
20						20
21		East St. Louis Junction Railroad Co.				21
22		(7.90 miles operated by Chicago and				22
23		North Western Transportation				23
24		Company as yard tracks) at National				24
25		Stock Yards, Illinois		171	-	25
26						26
27						27
28						28
29						29
30						30
31		TOTAL	5,499	1,343,673	372,307	31

NOTES AND REMARKS

Notes relating to Schedule 352A:

Exclusions from Line 2:

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

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

Improvements on Leased General Offices	\$5,865
Improvements to Leased Property - Depot - Partridge, Michigan	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, Minnesota	42
Improvements to Leased Property - Office Building - Sterling, Illinois	25
Improvements to Leased Locomotives	114
Improvements on Leased Freight Train Cars	409
Improvements to Leased Miscellaneous Equipment	7
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, Illinois	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 44 herein, should correspond with the amounts for each class of company and properties shown in Schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in the schedule.

3. Report on line 29 amounts representing capitalization of rentals for leased property based on 6 percent per year where property is not classified by accounts by non-carrier owners, or where cost of property leased from other carrier is not ascertainable. Identify non-carrier owners, and briefly explain on page 37 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 columns without specific authority from the Commission.

Line No.	Cross Check	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (property companies) (d)	Other Lease properties (e)	Line No.
1		(2) Land for transportation purposes	13,399	1		15	1
2		(3) Grading	22,426			105	2
3		(4) Other, right-of-way expenditures	115				3
4		(5) Tunnels and subways					4
5		(6) Bridges, trestles, and culverts	30,785			2	5
6		(7) Elevated structures					6
7		(8) Ties	204,332			18	7
8		(9) Rail and other track material	363,139			33	8
9		(11) Ballast	73,867			9	9
10		(13) Fences, snow sheds, and signs	2,945			4	10
11		(16) Station and office buildings	27,263				11
12		(17) Roadway buildings	1,613				12
13		(18) Water stations	655				13
14		(19) Fuel stations	1,686				14
15		(20) Shops and engine houses	12,326				15
16		(22) Storage warehouse					16
17		(23) Wharves and docks	10				17
18		(24) Coal and ore wharves	921				18
19		(25) TOFC COFC terminals	2,253				19
20		(26) Communication systems	16,030				20
21		(27) Signals and interlockers	20,240				21
22		(29) Power plants	1				22
23		(31) Power-transmission systems	240				23
24		(35) Miscellaneous structures					24
25		(37) Roadway machines	59,843				25
26		(39) Public improvements—Construction	5,779				26
27		(44) Shop machinery	4,008				27
28		(45) Power-plant machinery	111				28
29		Leased property capitalized rentals (explain)					29
30		Other (specify and explain)					30
31		Total expenditures for road	863,987	1		186	31
32		(46) Computer systems and word processing equipment					32
33		(52) Locomotives	151,978				33
34		(53) Freight-train cars	226,085				34
35		(54) Passenger-train cars	49				35
36		(55) Highway revenue equipment	9,502				36
37		(56) Floating equipment					37
38		(57) Work equipment	16,704				38
39		(58) Miscellaneous equipment	8,911				39
40		Total expenditures for equipment	413,229	-		-	40
41		(76) Interest during construction					41
42		(80) Other elements of investment	31				42
43		(90) Construction work in progress	66,260				43
44		GRAND TOTAL	1,343,507	1		186	44

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

Cross-checks

Schedule 410		Schedule 210
Line 620, column (h)	=	Line 14, column (b)
Line 620, column (f)	=	Line 14, column (d)
Line 620, column (g)	=	Line 14, column (e)
		Schedule 412
Lines 135 thru 137, column (f)	=	Line 31, column (b)
Lines 117 thru 122, and 129 thru 134, column (f)	=	Line 31, column (c)
		Schedule 414
Line 231, column (f)	=	Line 19, columns (b) thru (d)
Line 230, column (f)	=	Line 19, columns (e) thru (g)
		Schedule 415
Lines 207, 208, 211, 212, column (f)	=	Lines 5, 38, column (f)
Lines 226, 227, column (f)	=	Lines 24, 39, column (f)
Lines 311, 312, 315, 316, column (f)	=	Lines 32, 35, 36, 37, 40, 41, column (f)
		And
		Schedule 414
		Minus line 24, columns (b) thru (d) plus line 24, columns (e) thru (g)
		Schedule 415
Line 213, column (f)	=	Lines 5, 38, columns (c) and (d)
Line 232, column (f)	=	Lines 24, 39, columns (c) and (d)
Line 317, column (f)	=	Lines 32, 35, 36, 37, 40, 41, columns (c) and (d)
Lines 202, 203, 216, column (f) (equal to or greater than, but variance cannot exceed line 216, column (f))		Lines 5, 38, column (b)
Lines 221, 222, 235, column (f) (equal to or greater than, but variance cannot exceed line 235, column (f))		Lines 24, 39, column (b)
Lines 302 thru 307 and 320, column (f) (equal to or greater than, but variance cannot exceed line 320, column (f))		Lines 32, 35, 36, 37, 40, 41, column (b)
		Schedule 417
Line 507, column (f)	=	Line 1, column (j)
Line 508, column (f)	=	Line 2, column (j)
Line 509, column (f)	=	Line 3, column (j)
Line 510, column (f)	=	Line 4, column (j)
Line 511, column (f)	=	Line 5, column (j)
Line 512, column (f)	=	Line 6, column (j)
Line 513, column (f)	=	Line 7, column (j)
Line 514, column (f)	=	Line 8, column (j)
Line 515, column (f)	=	Line 9, column (j)
Line 516, column (f)	=	Line 10, column (j)
Line 517, column (f)	=	Line 11, column (j)

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	7,853	10	70	(781)	7,152	490	7,642	1
2		Bridge and Building	1,769	2	56	296	2,123	211	2,334	2
3		Signal	2,079	2	35	337	2,453	316	2,769	3
4		Communication	1,245	1	22	195	1,463	102	1,565	4
5		Other	541	-	13	100	654	70	724	5
		REPAIR AND MAINTENANCE								
6		Roadway - Running	2,173	121	1,233	(50)	3,477	228	3,705	6
7		Roadway - Switching	370	18	226	9	623	37	660	7
8		Tunnels and Subways - Running	-	-	-	-	-	-	-	8
9		Tunnels and Subways - Switching	-	-	-	-	-	-	-	9
10		Bridges and Culverts - Running	2,521	534	1,130	269	4,454	208	4,662	10
11		Bridges and Culverts - Switching	53	6	12	(7)	64	-	64	11
12		Ties - Running	1,728	244	883	(973)	1,882	264	2,146	12
13		Ties - Switching	796	96	187	(89)	990	91	1,081	13
14		Rail and other track material - Running	9,596	1,331	248	(1,128)	10,047	1,384	11,431	14
15		Rail and other track material - Switching	2,224	273	(76)	(271)	2,150	191	2,341	15
16		Ballast - Running	5,334	800	206	(47)	6,293	158	6,451	16
17		Ballast - Switching	1,909	251	(66)	(221)	1,873	31	1,904	17
18		Road Property Damaged - Running	784	576	121	(82)	1,399	66	1,465	18
19		Road Property Damaged - Switching	1,084	274	24	(85)	1,297	7	1,304	19
20		Road Property Damaged - Other	5	2	2	-	9	-	9	20
21		Signals and Interlockers - Running	4,761	1,228	152	(1,292)	4,849	1,907	6,756	21
22		Signals and Interlockers - Switching	225	229	(71)	(10)	373	2	375	22
23		Communications Systems	1,348	20	200	(130)	1,438	118	1,556	23
24		Power Systems	196	61	(12)	(12)	233	95	328	24
25		Highway Grade Crossings - Running	593	187	152	23	955	15	970	25
26		Highway Grade Crossings - Switching	56	3	(15)	(6)	38	-	38	26
27		Station and Office Buildings	1,099	111	430	(144)	1,496	1,218	2,714	27
28		Shop Buildings - Locomotives	568	52	322	3	945	213	1,158	28
29		Shop Buildings - Freight Cars	304	35	184	(11)	512	N/A	512	29
30		Shop Buildings - Other Equipment	27	-	22	(3)	46	292	338	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	96	18	101	2	217	35	252	101
102		Miscellaneous Buildings and Structures	722	48	258	(124)	904	17	921	102
103		Coal Terminals	-	-	-	-	-	N/A	-	103
104		Ore Terminals	739	216	385	(10)	1,330	N/A	1,330	104
105		Other Marine Terminals	7	-	1	-	8	N/A	8	105
106		TOFC/COFC - Terminals	43	6	21	2	72	N/A	72	106
107		Motor Vehicle Loading and Distribution Facilities	13	-	11	1	25	N/A	25	107
108		Facilities for Other Specialized Service Operations	-	-	-	-	-	N/A	-	108
109		Roadway Machines	3,218	3,478	1,355	(2,762)	5,289	718	6,007	109
110		Small Tools and Supplies	123	5,218	59	(1,061)	4,339	520	4,859	110
111		Snow Removal	2,257	109	286	2	2,654	474	3,128	111
112		Fringe Benefits - Running	N/A	N/A	N/A	12,137	12,137	1,551	13,688	112
113		Fringe Benefits - Switching	N/A	N/A	N/A	3,994	3,994	102	4,096	113
114		Fringe Benefits - Other	N/A	N/A	N/A	5,582	5,582	196	5,778	114
115		Casualties and Insurance - Running	N/A	N/A	N/A	3,189	3,189	2,039	5,228	115
116		Casualties and Insurance - Switching	N/A	N/A	N/A	634	634	386	1,020	116
117		Casualties and Insurance - Other	N/A	N/A	N/A	1,566	1,566	512	2,078	117
118	*	Lease Rentals - Debit - Running	N/A	N/A	203	N/A	203	-	203	118
119	*	Lease Rentals - Debit - Switching	N/A	N/A	-	N/A	-	-	-	119
120	*	Lease Rentals - Debit - Other	N/A	N/A	3,932	N/A	3,932	349	4,281	120
121	*	Lease Rentals - [Credit] - Running	N/A	N/A	(272)	N/A	(272)	(-)	(272)	121
122	*	Lease Rentals - [Credit] - Switching	N/A	N/A	(-)	N/A	(-)	(-)	(-)	122
123	*	Lease Rentals - [Credit] - Other	N/A	N/A	(-)	N/A	(-)	(-)	(-)	123
124		Joint Facility Rent - Debit - Running	N/A	N/A	2,754	N/A	2,754	2	2,756	124
125		Joint Facility Rent - Debit - Switching	N/A	N/A	118	N/A	118	-	118	125
126		Joint Facility Rent - Debit - Other	N/A	N/A	2	N/A	2	-	2	126
127		Joint Facility Rent - [Credit] - Running	N/A	N/A	(184)	N/A	(184)	(-)	(184)	127
128		Joint Facility Rent - [Credit] - Switching	N/A	N/A	(95)	N/A	(95)	(-)	(95)	128
129		Joint Facility Rent - [Credit] - Other	N/A	N/A	(2)	N/A	(2)	(-)	(2)	129
130	*	Other Rents - Debit - Running	N/A	N/A	364	N/A	364	-	364	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

RC-130900

CHICAGO & NORTHWESTERN

1985

2 OF 3

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	16,316	16,316	121	16,437	136
137	*	Depreciation - Switching	N/A	N/A	N/A	1,961	1,961	3	1,964	137
138	*	Depreciation - Other	N/A	N/A	N/A	5,942	5,942	196	6,138	138
139		Joint Facility - Debit - Running	N/A	N/A	3,334	N/A	3,334	67	3,401	139
140		Joint Facility - Debit - Switching	N/A	N/A	1,298	N/A	1,298	-	1,298	140
141		Joint Facility - Debit - Other	N/A	N/A	179	N/A	179	-	179	141
142		Joint Facility - (Credit) - Running	N/A	N/A	(1,199)	N/A	(1,199)	(-)	(1,199)	142
143		Joint Facility - (Credit) - Switching	N/A	N/A	(128)	N/A	(128)	(-)	(128)	143
144		Joint Facility - (Credit) - Other	N/A	N/A	(-)	N/A	(-)	(-)	(-)	144
145		Dismantling Retired Road Property - Running	486	-	230	146	862	-	862	145
146		Dismantling Retired Road Property - Switching	-	-	-	-	-	-	-	146
147		Dismantling Retired Road Property - Other	-	-	-	-	-	-	-	147
148		Other - Running	-	19	-	-	19	1	20	148
149		Other - Switching	-	2	-	-	2	-	2	149
150		Other - Other	45	89	1,336	(1)	1,469	104	1,573	150
151		TOTAL WAY AND STRUCTURES	58,990	15,670	20,037	43,406	138,103	15,107	153,210	151
		EQUIPMENT								
		LOCOMOTIVES								
201		Administration	3,358	5	82	594	4,039	383	4,422	201
202	*	Repair and Maintenance	17,195	14,740	(130)	(841)	30,964	3,949	34,913	202
203	*	Machinery Repair	59	101	63	1	224	11	235	203
204		Equipment Damaged	152	139	-	(5)	286	2	288	204
205		Fringe Benefits	N/A	N/A	N/A	7,046	7,046	824	7,870	205
206		Other Casualties and Insurance	N/A	N/A	N/A	608	608	50	658	206
207	*	Lease Rentals - Debit	N/A	N/A	9,623	N/A	9,623	-	9,623	207
208	*	Lease Rentals - (Credit)	N/A	N/A	(210)	N/A	(210)	(-)	(210)	208
209		Joint Facility Rent - Debit	N/A	N/A	4	N/A	4	-	4	209
210		Joint Facility Rent - (Credit)	N/A	N/A	(90)	N/A	(90)	(-)	(90)	210
211	*	Other Rents - Debit	N/A	N/A	-	N/A	-	-	-	211
212	*	Other Rents - (Credit)	N/A	N/A	(4,780)	N/A	(4,780)	(-)	(4,780)	212
213	*	Depreciation	N/A	N/A	N/A	3,995	3,995	13	4,008	213
214		Joint Facility - Debit	N/A	N/A	96	N/A	96	-	96	214
215		Joint Facility - (Credit)	N/A	N/A	(189)	N/A	(189)	(-)	(189)	215
216	*	Repairs Billed to Others - (Credit)	N/A	N/A	(-)	N/A	(-)	(-)	(-)	216

Road Initials: CNM

Year 19 85

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

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Freight Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
217		LOCOMOTIVES - Continued Dismantling Retired Property	16	-	-	-	16	-	16	217
218		Other	171	235	1,592	(15)	1,983	189	2,172	218
219		TOTAL LOCOMOTIVES	20,951	15,220	6,061	11,383	53,615	5,421	59,036	219
220		FREIGHT CARS Administration	2,783	4	155	143	3,085	N/A	3,085	220
221	*	Repair and Maintenance	16,869	35,754	-	(665)	51,958	N/A	51,958	221
222	*	Machinery Repair	761	172	424	(1)	1,356	N/A	1,356	222
223		Equipment Damaged	1,117	1,501	983	(272)	3,329	N/A	3,329	223
224		Fringe Benefits	N/A	N/A	N/A	7,804	7,804	N/A	7,804	224
225		Other Casualties and Insurance	N/A	N/A	N/A	4,250	4,250	N/A	4,250	225
226	*	Lease Rentals - Debit	N/A	N/A	36,814	N/A	36,814	N/A	36,814	226
227	*	Lease Rentals - (Credit)	N/A	N/A	(-)	N/A	(-)	N/A	(-)	227
228		Joint Facility Rent - Debit	N/A	N/A	-	N/A	-	N/A	-	228
229		Joint Facility Rent - (Credit)	N/A	N/A	(-)	N/A	(-)	N/A	(-)	229
230	*	Other Rents - Debit	N/A	N/A	92,593	N/A	92,593	N/A	92,593	230
231	*	Other Rents - (Credit)	N/A	N/A	(58,332)	N/A	(58,332)	N/A	(58,332)	231
232		Depreciation	N/A	N/A	N/A	9,149	9,149	N/A	9,149	232
233		Joint Facility - Debit	N/A	N/A	33	N/A	33	N/A	33	233
234		Joint Facility - (Credit)	N/A	N/A	(-)	N/A	(-)	N/A	(-)	234
235	*	Repairs Billed to Others - (Credit)	N/A	N/A	(46,167)	N/A	(46,167)	N/A	(46,167)	235
236		Dismantling Retired Property	-	-	1,178	-	1,178	N/A	1,178	236
237		Other	14	24	666	-	704	N/A	704	237
238		TOTAL FREIGHT CARS	21,544	37,455	28,347	20,408	107,754	N/A	107,754	238
301		OTHER EQUIPMENT Administration	179	1	3	213	396	372	768	301
302	*	Repair and Maintenance Trucks, Trailers, and Containers - Revenue Service	14	-	2,688	(6)	2,696	N/A	2,696	302
303	*	Floating Equipment - Revenue Service	-	-	-	-	-	N/A	-	303
304	*	Passenger and Other Revenue Equipment	-	-	-	-	-	2,761	2,761	304
305	*	Computers and Data Processing Systems	-	-	856	(23)	833	46	879	305
306	*	Machinery	3	16	26	-	45	56	101	306
307	*	Work and Other Non-Revenue Equipment	734	737	5,621	(1,476)	5,616	453	6,069	307
308		Equipment Damaged	-	25	21	-	46	164	210	308
309		Fringe Benefits	N/A	N/A	N/A	232	232	775	1,007	309
310		Other Casualties and Insurance	N/A	N/A	N/A	218	218	273	491	310
311	*	Lease Rentals - Debit	N/A	N/A	9,181	N/A	9,181	602	9,783	311
312	*	Lease Rentals - (Credit)	N/A	N/A	(-)	N/A	(-)	(-)	(-)	312

Road Initials: C-101

Year 19 85

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			2	N/A	2	-	2	313
313		Joint Facility Rent - Debit	N/A	N/A	(121)	N/A	(121)	(-)	(121)	314
314		Joint Facility Rent - [Credit]	N/A	N/A	4,992	N/A	4,992	-	4,992	315
315	*	Other Rents - Debit	N/A	N/A	(3,760)	N/A	(3,760)	(-)	(3,760)	316
316	*	Other Rents - [Credit]	N/A	N/A	N/A	2,132	2,132	86	2,218	317
317	*	Depreciation	N/A	N/A	312	N/A	312	-	312	318
318		Joint Facility - Debit	N/A	N/A	(-)	N/A	(-)	(-)	(-)	319
319		Joint Facility - [Credit]	N/A	N/A	(-)	N/A	(-)	(-)	(-)	320
320	*	Repairs Billed to Others - [Credit]	N/A	N/A	(-)	N/A	(-)	(-)	(-)	321
321		Dismantling Retired Property	2	-	8	-	10	-	10	322
322		Other	-	22	-	-	22	1,394	1,416	323
323		TOTAL OTHER EQUIPMENT	932	801	19,829	1,290	22,852	6,982	29,834	324
324		TOTAL EQUIPMENT	43,427	53,476	54,237	33,081	184,221	12,403	96,624	
		TRANSPORTATION:								
		TRAIN OPERATIONS	6,963	184	622	745	8,514	1,167	9,681	401
401		Administration	21,957	-	-	1,252	23,209	6,045	29,254	402
402		Engine Crews	44,777	-	-	2,571	47,348	6,424	53,772	403
403		Train Crew	4,602	16	28	16	4,662	465	5,127	404
404		Dispatching Trains	1,828	226	7	2	2,063	623	2,686	405
405		Operating Signals and Interlockers	660	5	1	-	666	-	666	406
406		Operating Drawbridges	583	99	15	14	711	35	746	407
407		Highway Crossing Protection	6,939	2,203	(171)	4	8,975	1,035	10,010	408
408		Train Inspection and Lubrication	293	61,801	-	-	62,094	6,891	68,985	409
409		Locomotive Fuel	-	-	-	-	-	-	-	410
410		Electric Power Purchased or Produced for Motive Power	5,534	454	-	(32)	5,956	655	6,611	411
411		Servicing Locomotives	N/A	N/A	N/A	330	330	-	330	412
412		Freight Lost or Damaged - Solely Related	376	18	3,111	12	3,517	1	3,518	413
413		Clearing Wrecks	N/A	N/A	N/A	24,594	24,594	4,780	29,374	414
414		Fringe Benefits	N/A	N/A	N/A	8,049	8,049	1,369	9,418	415
415		Other Casualties and Insurance	N/A	N/A	1,044	N/A	1,044	182	1,226	416
416		Joint Facility - Debit	N/A	N/A	(627)	N/A	(627)	(-)	(627)	417
417		Joint Facility - [Credit]	N/A	N/A	893	423	5,242	1,366	6,608	418
418		Other	95,434	65,899	7,034	37,980	206,347	31,038	237,385	419
419		TOTAL TRAIN OPERATIONS	4,954	14	537	541	6,046	55	6,101	420
420		YARD OPERATIONS	41,995	40	(224)	(15)	41,796	439	42,235	421
421		Administration								
422		Switch Crews								

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	3,617	-	-	-	3,617	99	3,716	422
423		Yard and Terminal Clerical	11,398	-	-	1	11,399	92	11,491	423
424		Operating Switches, Signals, Retarders and Humps	641	-	-	-	641	457	1,098	424
425		Locomotive Fuel	27	4,871	-	-	4,898	66	4,964	425
426		Electric Power Purchased or Produced for Motive Power	-	-	-	-	-	-	-	426
427		Servicing Locomotives	1,198	92	-	(8)	1,282	30	1,312	427
428		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A	-	-	-	-	428
429		Clearing Wrecks	505	13	176	(20)	674	-	674	429
430		Fringe Benefits	N/A	N/A	N/A	15,889	15,889	339	16,228	430
431		Other Casualties and Insurance	N/A	N/A	N/A	1,879	1,879	10	1,889	431
432		Joint Facility - Debit	N/A	N/A	1,360	N/A	1,360	-	1,360	432
433		Joint Facility - [Credit]	N/A	N/A	(687)	N/A	(687)	(-)	(687)	433
434		Other	134	326	850	(93)	1,217	36	1,253	434
435		TOTAL YARD OPERATIONS	64,469	5,356	2,012	18,174	90,011	1,623	91,634	435
		TRAIN AND YARD OPERATIONS COMMON								
501		Cleaning Car Interiors	578	2	522	N/A	1,102	2,079	3,181	501
502		Adjusting and Transferring Loads	398	28	185	N/A	611	N/A	611	502
503		Car Loading Devices and Grain Doors	-	(1)	(11)	N/A	(12)	N/A	(12)	503
504		Freight Lost or Damaged - all other	N/A	N/A	N/A	2,368	2,368	-	2,368	504
505		Fringe Benefits	N/A	N/A	N/A	193	193	592	785	505
506		TOTAL TRAIN AND YARD OPERATIONS COMMON	976	29	696	2,561	4,262	2,671	6,933	506
		SPECIALIZED SERVICE OPERATIONS								
507	*	Administration	1,279	-	28	17	1,324	N/A	1,324	507
508	*	Pickup and Delivery and Marine Line Haul	-	-	312	-	312	N/A	312	508
509	*	Loading and Unloading and Local Marine	1,290	56	3,894	(39)	5,201	N/A	5,201	509
510	*	Protective Services	22	138	(864)	-	(704)	N/A	(704)	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	583	583	N/A	583	512
513	*	Casualties and Insurance	N/A	N/A	N/A	6	6	N/A	6	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	163	32	1,087	15	1,297	N/A	1,297	516
517	*	TOTAL SPECIALIZED SERVICES OPERATIONS	2,754	226	4,457	582	8,019	N/A	8,019	517

G.P.O. Jkt. 483-592

Railroad Annual Report R-1

Road Initials

CNM

Year 1985

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	3,995	8	172	1,010	5,185	380	5,565	518
519		Employees Performing Clerical and Accounting Functions	15,146	12	313	56	15,527	2,259	17,786	519
520		Communication Systems Operation	1,201	103	1,368	41	2,713	254	2,967	520
521		Loss and Damage Claims Processing	638	-	-	2	640	-	640	521
522		Fringe Benefits	N/A	N/A	N/A	5,017	5,017	853	5,870	522
523		Casualties and Insurance	N/A	N/A	N/A	27	27	1	28	523
524		Joint Facility - Debit	N/A	N/A	142	N/A	142	-	142	524
525		Joint Facility - [Credit]	N/A	N/A	(-)	N/A	(-)	(-)	(-)	525
526		Other	122	293	1,556	100	2,071	887	2,958	526
527		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	21,102	416	3,551	6,253	31,322	4,634	35,956	527
528		TOTAL TRANSPORTATION	184,735	71,926	17,750	65,550	339,961	39,966	379,927	528
		GENERAL AND ADMINISTRATIVE								
601		Officers - General Administration	2,485	12	1,153	499	4,149	274	4,423	601
602		Accounting, Auditing and Finance	10,000	206	791	(569)	10,428	909	11,337	602
603		Management Services and Data Processing	7,432	433	581	(134)	8,312	431	8,743	603
604		Marketing	5,092	50	2,126	475	7,743	119	7,862	604
605		Sales	6,408	105	1,375	575	8,463	-	8,463	605
606		Industrial Development	361	-	55	(4)	412	N/A	412	606
607		Personnel and Labor Relations	3,361	236	330	(59)	3,868	441	4,309	607
608		Legal and Secretarial	2,587	51	2,793	(115)	5,316	337	5,653	608
609		Public Relations and Advertising	348	19	1,895	25	2,287	204	2,491	609
610		Research and Development	-	-	-	-	-	-	-	610
611		Fringe Benefits	N/A	N/A	N/A	10,368	10,368	644	11,012	611
612		Casualties and Insurance	N/A	N/A	N/A	88	88	7	95	612
613		Writedown of Uncollectible Accounts	N/A	N/A	N/A	157	157	6	163	613
614		Property Taxes	N/A	N/A	N/A	3,337	3,337	142	3,479	614
615		Other Taxes Except on Corporate Income or Payrolls	N/A	N/A	N/A	773	773	-	773	615
616		Joint Facility - Debit	N/A	N/A	280	N/A	280	-	280	616
617		Joint Facility - [Credit]	N/A	N/A	(-)	N/A	(-)	(-)	(-)	617
618		Other	1,727	12	445	23,870	26,054	247	26,301	618
619		TOTAL GENERAL AND ADMINISTRATIVE	39,801	1,124	11,824	39,286	92,035	3,761	95,796	619
620	*	TOTAL CARRIER OPERATING EXPENSES	326,953	142,196	103,848	181,323	754,320	71,237	825,557	620

Line 618, Col. (e) includes \$24,557 for Manpower Reduction Program. See Note 19 of Schedule 200.

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, 135, 136, and 137.
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 117 through 122, plus lines 129 through 134.
If an entire road or segment of track is leased and if the actual breakdown of lease/rentals by property categories is not known, apportion the lease/rentals based on the percentage of the categories' depreciation bases to the depreciation bases for all categories of depreciable leased property. Use Schedule 352B of this report for obtaining the depreciation bases of the categories of leased property.
4. Amortization adjustment of each road property type which is included in column (b) shall be repeated in column (d) as a debit or credit to the appropriate line item; the net adjustment on line 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 1-29.
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	(124)		1
2		3	Grading	232			2
3		4	Other right-of-way expenditures	2			3
4		5	Tunnels and subways	-			4
5		6	Bridges, trestles and culverts	566			5
6		7	Elevated structures	-			6
7		8	Ties	1,785			7
8		9	Rail and other track material	6,737			8
9		11	Ballast	2,205			9
10		13	Fences, snowsheds and signs	142			10
11		16	Station and office buildings	677	3,932		11
12		17	Roadway buildings	42			12
13		18	Water stations	17			13
14		19	Fuel stations	34			14
15		20	Shops and enginehouses	162			15
16		22	Storage warehouses	-			16
17		23	Wharves and docks	-			17
18		24	Coal and ore wharves	28			18
19		25	TOFC/COFC terminals	49			19
20		26	Communications systems	440			20
21		27	Signals and interlockers	432			21
22		29	Power plants	-			22
23		31	Power transmission systems	9			23
24		35	Miscellaneous structures	-			24
25		37	Roadway machines	4,349	364		25
26		39	Public improvements, construction	311			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		55		30
31	*	-	TOTAL	24,219	4,227		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)			
		ADMINISTRATIVE SUPPORT OPERATIONS								
518		Administration	3,995	8	172	1,010	5,185	380	5,565	518
519		Employees Performing Clerical and Accounting Functions	15,146	12	313	56	15,527	2,259	17,786	519
520		Communication Systems Operation	1,201	103	1,368	41	2,713	254	2,967	520
521		Loss and Damage Claims Processing	638	-	-	2	640	-	640	521
522		Fringe Benefits	N/A	N/A	N/A	5,017	5,017	853	5,870	522
523		Casualties and Insurance	N/A	N/A	N/A	27	27	1	28	523
524		Joint Facility - Debit	N/A	N/A	142	N/A	142	-	142	524
525		Joint Facility - [Credit]	N/A	N/A	()	N/A	()	()	()	525
526		Other	122	293	1,556	100	2,071	887	2,958	526
527		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	21,102	416	3,551	6,253	31,322	4,634	35,956	527
528		TOTAL TRANSPORTATION	184,735	71,926	17,750	65,550	339,961	39,966	379,927	528
		GENERAL AND ADMINISTRATIVE								
601		Officers - General Administration	2,485	12	1,153	499	4,149	274	4,423	601
602		Accounting, Auditing and Finance	10,000	206	791	(569)	10,428	909	11,337	602
603		Management Services and Data Processing	7,432	433	581	(134)	8,312	431	8,743	603
604		Marketing	5,092	50	2,126	475	7,743	119	7,862	604
605		Sales	6,408	105	1,375	575	8,463	-	8,463	605
606		Industrial Development	361	-	55	(4)	412	N/A	412	606
607		Personnel and Labor Relations	3,361	236	330	(59)	3,868	441	4,309	607
608		Legal and Secretarial	2,587	51	2,793	(115)	5,316	337	5,653	608
609		Public Relations and Advertising	348	19	1,895	25	2,287	204	2,491	609
610		Research and Development	-	-	-	-	-	-	-	610
611		Fringe Benefits	N/A	N/A	N/A	10,368	10,368	644	11,012	611
612		Casualties and Insurance	N/A	N/A	N/A	88	88	7	95	612
613		Write-down of Uncollectible Accounts	N/A	N/A	N/A	157	157	6	163	613
614		Property Taxes	N/A	N/A	N/A	3,337	3,337	142	3,479	614
615		Other Taxes Except on Corporate Income or Payrolls	N/A	N/A	N/A	773	773	-	773	615
616		Joint Facility - Debit	N/A	N/A	280	N/A	280	-	280	616
617		Joint Facility - [Credit]	N/A	N/A	()	N/A	()	()	()	617
618		Other	1,727	12	445	23,870	26,054	247	26,301	618
619		TOTAL GENERAL AND ADMINISTRATIVE	39,801	1,124	11,824	39,286	92,035	3,761	95,796	619
620		TOTAL CARRIER OPERATING EXPENSES	326,953	142,196	103,848	181,323	754,320	71,237	825,557	620

Line 618, Col. (e) includes \$24,557 for Manpower Reduction Program. See Note 19 of Schedule 200.

414. RENTS FOR INTERCHANGED FREIGHT TRAIN CARS AND OTHER FREIGHT-CARRYING EQUIPMENT

(Dollars in Thousands)

1. Report *freight* expenses only.
2. Report in this supporting schedule rental information by car type and other freight-carrying equipment relating to the interchange of railroad, owned or leased equipment and privately owned equipment (reporting for leased equipment covers equipment that carrier on railroad markings).
3. The gross amounts receivable and payable for freight-train cars (line 19, columns (b) through (d), and line 19, columns (e) through (g), respectively) should balance with Schedule 410, column (f), lines 231 (credits) and 230 (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f), lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of Schedule 410 because those lines include rents for "Other Equipment" which is reported in Schedule 415, column (e). The balancing of Schedule 410, 414 and 415 "Other Equipment" is outlined in note 6 to Schedule 415.
4. Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper-owned cars.
5. Report in columns (c), (d), (f), and (g) rentals for railroad owned cars prescribed by the Commission in 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		70	107	-	131	139	1
2		Box-Plain 50 Foot and Longer	4	1,885	5,456	920	2,152	6,124	2
3		Box-Equipped		2,152	5,219	1	1,803	5,929	3
4		Gondola-Plain		732	1,855	71	522	1,090	4
5		Gondola-Equipped		90	425	20	171	260	5
6		Hopper-Covered	487	6,181	14,310	10,989	1,940	6,277	6
7		Hopper-Open Top-General Service		3,698	3,680	41	4,348	4,048	7
8		Hopper-Open Top-Special Service		-	-	16	94	81	8
9		Refrigerator-Mechanical		-	-	-	2,699	1,288	9
10		Refrigerator-Non-Mechanical		685	1,233	474	572	1,363	10
11		Flat TOPC/CORC	745	1	1	5,395	65	220	11
12		Flat Multi-Level	774	-	660	5,601	658	1,506	12
13		Flat-General Service	14	-	1	100	271	208	13
14		Flat-Other	172	9	45	1,274	1,229	1,911	14
15		Tank-Under 22,000 Gallons	170	-	1	10,406	-	-	15
16		Tank-22,000 Gallons and Over	63	-	-	3,869	-	-	16
17		All Other Freight Cars	1	1	103	214	77	153	17
18		Auto Racks		-	7,302	-	-	5,873	18
19		TOTAL FREIGHT TRAIN CARS	2,430	15,504	40,398	39,391	16,732	36,470	19
OTHER FREIGHT-CARRYING EQUIPMENT									
20		Refrigerated Trailers							20
21		Other Trailers			3,664	2,896		1,930	21
22		Refrigerated Containers							22
23		Other Containers				72		30	23
24	*	TOTAL TRAILERS AND CONTAINERS			3,664	2,968		1,960	24
25		GRAND TOTAL (LINES 19 AND 24)	2,430	15,504	44,062	42,359	16,732	38,430	25

GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 415

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

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

(a) Locomotives, line 5 plus line 38 compared to the sum of Schedule 410, lines 202, 203 plus 216 (excluding wreck repairs). *Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 204.*

(b) Freight Cars, line 24 plus line 39 compared to the sum of Schedule 410, lines 221, 222 plus 235 (excluding wreck repairs). *Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 223.*

(c) Sum of Highway Equipment (line 32), Floating Equipment (line 35), Passenger and Other Revenue Equipment (line 36), Computer and Data Processing Equipment (line 37), Machinery-Other Equipment (line 40), plus Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, the sum of lines 302 through 307, inclusive, plus line 320 (excluding wreck repairs). *Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 308.*

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

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

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

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

a. Locomotives, line 5 plus 38 compared to Schedule 410, line 213

b. Freight Cars, line 24 plus line 39 compared to Schedule 410, line 232

c. Sum of Highway Equipment (line 32); Floating Equipment (line 35); Passenger and Other Revenue Equipment (line 36); Computer and Data Processing Equipment (line 37); Machinery-Other Equipment (line 40); and Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, line 317.

5. Amortization adjustment of each equipment type which is included in column (c) shall be reported in column (e) as a debit or credit to the appropriate line item; the net adjustment on line 43 shall equal the equipment amortization adjustment applicable to equipment used in freight service included in line 38, column (c), of Schedule 335.

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

a. Locomotives, line 5 plus 38 compared with Schedule 410, lines 207, 208, 211 and 212.

b. Freight Cars, line 24 plus line 39 compared with Schedule 410, lines 226 plus 227 (note that Schedule 410, lines 230 and 231, are reported in Schedule 414 and are not to be included in Schedule 415).

(c) Sum of Lease/Rentals for All Other Equipment, lines 32, 35, 36, 37, 40 and 41, will balance to Schedule 410, lines 311, 312, 315 and 316, except for the interchange rental on trailers and containers which is reported in Schedule 414. Therefore, both Schedules 414 and 415 should be used when balancing Lease/Rentals Other Equipment to Schedule 410. Do not report in Schedule 415 the Trailer and Container rentals reported in Schedule 414.

7. 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 therefore are included in the rent for equipment and Account Nos. 31-21-00, 31-22-00, 31-23-00, 35-21-00, 35-22-00 and 35-23-00. It should include the Cost of Equipment Owned and Leased to Others when the rents are included in the rent for Equipment Account Nos. 32-21-00, 32-22-00, 32-23-00, 36-21-00, 36-22-00 and 36-23-00.

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

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

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

415. SUPPORTING SCHEDULE—EQUIPMENT (Dollars in Thousands)							
Line No.	Cross Check	Types of equipment (a)	Repairs (net expense) (b)	Depreciation		Amortization	Line No.
				Owned (c)	Capitalized lease (d)	Adjustment net during year (e)	
1		LOCOMOTIVES					
		Diesel Locomotive-Yard	5,066	191			1
2		Diesel Locomotive-Road	25,898	3,545	223		2
3		Other Locomotive-Yard	-				3
4		Other Locomotive-Road	-				4
5	*	TOTAL	30,964	3,736	223		5
6		FREIGHT TRAIN CARS					
		Box-Plain 40 Foot	258	109			6
7		Box-Plain 50 Foot and Longer	974	1,334	398		7
8		Box-Equipped	1,061	886	128		8
9		Gondola-Plain	3,258	403			9
10		Gondola-Equipped	153	173			10
11		Hopper-Covered	890	1,669	138		11
12		Hopper-Open Top-General Service	3,000	680			12
13		Hopper-Open Top-Special Service	459	132			13
14		Refrigerator-Mechanical	(516)				14
15		Refrigerator-Nonmechanical	388	379			15
16		Flat TOFC/COFC	(1,930)				16
17		Flat Multi-level	(1,090)				17
18		Flat-General Service	(127)	10			18
19		Flat-Other	(1,020)	66			19
20		All Other Freight Cars	(609)	10			20
21		Cabooses	200	299	30		21
22		Auto Racks	(522)	176	2,080		22
23		Miscellaneous Accessories	954				23
24	*	TOTAL FREIGHT TRAIN CARS	5,791	6,326	2,774		24
		OTHER EQUIPMENT-REVENUE FREIGHT HIGHWAY EQUIPMENT					
25		Refrigerated Trailers	-				25
26		Other Trailers	2,696		844		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	2,696		844		32
		FLOATING EQUIPMENT-REVENUE SERVICE					
33		Marine Line-Haul	-				33
34		Local Marine	-				34
35	*	TOTAL FLOATING EQUIPMENT	-				35
		OTHER EQUIPMENT					
36	*	Passenger and Other Revenue Equipment (Freight Portion)	-				36
37	*	Computer systems and word processing equip.	833				37
38	*	Machinery-Locomotives ¹	224	36			38
39	*	Machinery-Freight Cars ²	1,356	49			39
40	*	Machinery-Other Equipment ³	45	5			40
41	*	Work and Other Non-revenue Equipment	5,616	893	390		41
42		TOTAL OTHER EQUIPMENT	8,074	983	390		42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	47,525	11,045	4,231	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.
			Owned (g)	Capitalized lease (h)	Owned (i)	Capitalized lease (j)	
1		758	6,390	-	2,650	-	1
2		3,875	142,686	2,673	81,954	1,864	2
3		-					3
4		-					4
5		4,633	149,076	2,673	84,604	1,864	5
6		-	2,686		1,404		6
7		4,318	43,111	9,964	14,674	5,434	7
8		4,672	25,543	3,195	10,461	1,742	8
9		2,212	11,237		4,860		9
10		-	5,049		2,024		10
11		22,194	44,965	3,457	20,455	1,544	11
12		2,164	24,886		6,789		12
13		-	3,291		1,683		13
14		-	-				14
15		658	10,385		4,603		15
16							16
17							17
18		58	249		130		18
19		69	1,649		836		19
20		360	242		127		20
21		73	9,703	745	2,346	425	21
22		36	3,227	22,226	2,262	12,158	22
23							23
24		36,814	186,223	39,587	72,654	21,303	24
25							25
26		377	2,812	6,697	2,470	3,480	26
27							27
28							28
29							29
30							30
31							31
32		377	2,812	6,697	2,470	3,480	32
33		-					33
34		-					34
35		-					35
36		-	-	-			36
37		7,001			133		37
38		-	473				38
39		-	2,237		322		39
40			227		30		40
41		1,771	16,119	6,348	7,479	3,326	41
42		8,772	19,056	6,348	7,964	3,326	42
43		50,596	357,167	55,305	167,692	29,973	43

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

*The depreciation to be reported on lines 38, 39, and 40 in column (i) 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 (j). Schedule 335.

416. SUPPORTING SCHEDULE—ROAD
(Dollars in Thousands)

Line No.	(a) Density category (Class)	(b) Account No.	Owned and used			Improvements to leased property			Capitalized leases			TOTAL		Line No.
			(c) Base \$000	(d) Accum. depr. \$000	(e) Depr. rate %	(f) Base \$000	(g) Accum. depr. \$000	(h) Depr. rate %	(i) Base \$000	(j) Current year Amort. \$000	(k) Accum. Amort. \$000	(l) Base	(m) Accum. depr. & Amort.	
1	I	3	438	6								438	6	1
2		8	59,970	11,956								59,970	11,956	2
3		9	156,817	35,246								156,817	35,246	3
4		11	18,562	2,044								18,562	2,044	4
5	SUB-TOTAL		235,787	49,252								235,787	49,252	5
6	II	3	19,542	247								19,542	247	6
7		8	133,315	26,586								133,315	26,586	7
8		9	180,831	40,643								180,831	40,643	8
9		11	49,936	5,500								49,936	5,500	9
10	SUB-TOTAL		383,624	72,976								383,624	72,976	10
11	III	3	4	N/A	N/A		N/A	N/A		N/A	N/A	4		11
12		8	37	N/A	N/A		N/A	N/A		N/A	N/A	37		12
13		9	452	N/A	N/A		N/A	N/A		N/A	N/A	452		13
14		11	2	N/A	N/A		N/A	N/A		N/A	N/A	2		14
15	SUB-TOTAL		495	N/A	N/A		N/A	N/A		N/A	N/A	495		15
16	IV	3	2,339	30		4						2,343	30	16
17		8	10,236	2,053		58						10,294	2,053	17
18		9	23,508	5,298		75						23,583	5,298	18
19		11	5,043	557		19						5,062	557	19
20	SUB-TOTAL		41,126	7,938		156						41,282	7,938	20
21	V	3	100	1								100	1	21
22		8	716	143								716	143	22
23		9	1,457	326								1,457	326	23
24		11	304	34								304	34	24
25	SUB-TOTAL		2,577	504								2,577	504	25
26	GRAND TOTAL		663,609	130,670	N/A	156		N/A				663,765	130,670	26

(1) Columns (3) + (6) + (9) = Column 12
Columns (4) + (7) + (11) = Column 13

(2) The base grand total for owned and used, improvements to leased property and capitalized leases should equal the sum of Accounts 3, 8, 9 and 11 shown at year end on Schedule 330 and Schedule 330A.

Schedule 416A

Instruction:

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

Column

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

NOTES AND REMARKS

BLANK

416A. SUPPORTING SCHEDULE-CAPITAL LEASES
(Dollars in thousands)

Primary Account No. & Title (a)	Total Investment At End of Year (b)	Investment At End of Year (c)	Capital Leases	
			Current Year Amort. (d)	Accum. Amort. (e)
(16) Stat. & Off. Bldgs.	27,263	233	29	29
(20) Shops & Enginehouses	12,326	79	1	1
(25) TOFC COFC Terminals	2,253	177	-	-
(26) Comm. System	16,030	1,642	79	754
(37) Roadway Machines	59,843	32,864	3,403	17,304
Total Road	117,715	34,995	3,512	18,088
(52) Locomotives	151,978	2,673	223	1,864
(53) Freight Train Cars	226,085	39,586	2,774	21,303
(55) Highway Rev. Equipmt.	9,502	6,690	844	3,480
(57) Work Equipment	16,704	3,510	310	1,932
(58) Misc. Equipment	8,911	2,838	115	1,394
Total Equipment	413,180	55,297	4,266	29,973
Grand Total	530,895	90,292	7,778	48,061

416B. SUPPORTING SCHEDULE — ROAD
(Dollars in Thousands)

Line No.	Property leased from others					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	XXXX	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, fuel and lubricants, purchased services, and general) incurred in the operation of each type of specialized service facility. This schedule *does not* include switching services performed by train and yard crews in connection with or within specialized service facilities.
3. When it is necessary to apportion expenses, such as administrative expenses to two or more services, they shall be apportioned on the most equitable basis available to the respondent and only to the services they support. The total expenses in column (j) should balance with the respective line items in Schedule 410, Railway Operating Expenses.
4. Report in column (b), line 2, the expenses incurred in highway movements of trailers and containers performed at the expense of the reporting railroad within a terminal area for the purpose of pick-up, delivery or highway interchange service. Report in column (b), line 3, the expenses incurred in operating facilities for handling trailers and/or containers, including storage expenses. See schedule 755, note R.
5. The operation of floating equipment in line-haul service (between distinct terminals) should be reported in column (c) on line 2. Floating operations conducted within a general terminal or harbor area should be reported in column (c), line 3.
6. Report in column (g), line 3, the expenses incurred by the railroad in loading and unloading automobiles, trucks, etc., to and from bi-level and tri-level auto rack cars. Report on line 2, column (g), the expense incurred by the railroad in moving automobiles, etc., between bi-level and tri-level loading and unloading facilities over the highway to shippers, receivers or connecting carriers. Report in column (f) operating expenses for land facilities in support of floating operations, including the operation of docks and wharves.
7. Report on line 4, column (b), the expenses related to heating and refrigeration of TOFC/COFC trailers and containers (total debits and credits). The expenses on line 4, column (h), relate to refrigerator cars only.
8. Report in column (i) total expenses incurred in performing rail substitute service, other highway revenue service, LCL terminal operations, warehouse operations, freight car transloading, grain elevator terminal operations and livestock feeding operations only.

Line No.	Cross Check	Items (a)	TOFC/COFC terminal (b)	Floating equipment (c)	Coal marine terminal (d)	Ore marine terminal (e)	Other marine terminal (f)	Motor vehicle load and distribution (g)	Protective services refrigerator car (h)	Other special services (i)	Total columns (b-i) (j)	Line No.
1	*	Administration	713			330		160	121		1,324	1
2	*	Pick up and delivery, marine line haul	312						N/A		312	2
3	*	Loading and unloading and local marine	3,495			637		1,069	N/A		5,201	3
4	*	Protective services, total debit and credits	72						(776)		(704)	4
5	*	Freight lost or damaged—solely related										5
6	*	Fringe benefits	344			169		41	29		583	6
7	*	Casualty and insurance	6								6	7
8	*	Joint facility — Debit										8
9	*	Joint facility — Credit	()	()	()	()	()	()	()	()	()	9
10	*	Other	900			71		292	34		1,297	10
11	*	TOTAL	5,842			1,207		1,562	(592)		8,019	11

450. ANALYSIS OF TAXES

(Dollars in Thousands)

A. Railway Taxes.

Line No.	Cross Check	Kind of tax (a)	Amount (b)	Line No.
1		Other than U.S. Government Taxes	4,245	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	61,343	5
6		Hospital Insurance	4,965	6
7		Supplemental Annuities	5,344	7
8		Unemployment Insurance	6,294	8
9		All Other United States Taxes	7	9
10		Total - U.S. Government Taxes	77,953	10
11		Total - Railway Taxes	82,198	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.					3
4	Amortization of rights of way, Sec. 185 I.R.C.					4
5	Other (Specify)					5
6	SEE NOTE 1 ON PAGE 60					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	30,461	(5,825)	(325)	24,311	19

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

*Footnotes:

1. If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit. Note 2 \$ (8,923)
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: Note 2 \$ 193,000

Note 1: 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.

Note 2: Includes subsidiary accounted for under the equity method. ITC flow-through reversal is net of \$1,321 utilized on the extraordinary gain.

460. ITEMS IN SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS FOR THE YEAR

(Dollars in Thousands)

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

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

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)	Line No.
1	519	Miscellaneous Income			1
2		Gain from sale of land		4,083	2
3		Gain on sale of salvage material		1,005	3
4		Contractor Fee		510	4
5		Other items, each less than 10%			5
6		of net income		837	6
7				6,435	7
8				=====	8
9					9
10	551	Miscellaneous Income Charges			10
11		Legal fees - mergers of other companies	1,132		11
12		Litigation and settlements	1,482		12
13		Commitment fees	363		13
14		CNW Realco, decrease in investment value	605		14
15		Other items, each less than 10%			15
16		of net income	1,794		16
17			5,376		17
18			=====		18
19					19
20	570	Extraordinary Items			20
21		Gain from defeasance of mortgage bonds	3,984		21
22			=====		22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

501. 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		A subsidiary of the Company is			1
2		contingent obligor on a			2
3		guarantee of principal and			3
4		interest on a Mortgage Loan			4
5		of an unrelated party.	\$ 4,758	Sole	5
6					6
7					7
8		The Company is liable for debt			8
9		and lease obligations of			9
10		Western Railroad Properties			10
11		Inc. (the "Project") if not			11
12		otherwise funded under the			12
13		Project financing plan up to			13
14		\$25,000 plus prior cash			14
15		distributions from the			15
16		Project, and is also liable			16
17		for certain other obligations			17
18		such as for negligence and			18
19		excess casualty costs.	\$25,000	Sole	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

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	\$21,819	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	listed in Footnote 7		4
5	substantial	selling subsidiaries.	Schedule 200.		5
6	portion of the				6
7	obligations				7
8	assumed by				8
9	respondent.				9

502. COMPENSATING BALANCES AND SHORT-TERM BORROWING ARRANGEMENTS

(Dollars in Thousands)

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

1. Disclose compensating balances not legally restricted, lines of credit used and unused, average interest rate of short-term borrowings outstanding at balance sheet date, maximum amount of outstanding borrowings during the period and the weighted average rate of those borrowings.
2. Time deposits and certificates of deposit constituting compensating balances not legally restricted should be disclosed.
3. Compensating balance arrangements need only be disclosed for the latest fiscal year.
4. Compensating balances included in Account 703, Special Deposits, and in Account 717, Other Funds, should also be separately 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. \$ 2,000
=====

2) Short-term lines of credit convertible by
borrower to long-term debt -

a) Unused. \$ 50,000
=====

3) Maximum amount that was used during the year. NONE
=====

4) No time deposits or certificates of deposit
not included elsewhere.

5) Compensating balances are not legally restricted.

NOTES AND REMARKS

NONE

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, the total amount of interest to be paid. 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
- 766.5, Capitalized lease 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.

(8) The major use of this schedule is to determine the cost of capital for road property and equipment for rate making purposes. Complete the following summary to reconcile the categories within Schedule 510.

	Debt		Interest		
	Within one year	After one year	Accrued during Year	Amount capitalized in column	Paid during year
	(d)	(e)	(f)	(g)	(h)
(9) Directly related to road property Items (1) and (2) above	-	243,000	33,462		34,142
(10) Directly related to equipment obligations Item (4) above	36,425	157,450	22,295		22,630
(11) Account 769 affiliated companies obligations					
(12) Other not related to Item (1), (2) and (4)*	11,123	67,491	7,598		7,973
(13) TOTAL	47,548	467,941	63,355		64,447

*If certain debts not related to (1), (2) or (4) is directly related to road property or equipment, include it with directly related and not other.

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	-	-
8	Note (1)				
9					
10	M&StL Ry. Co. First	First Natl. Bank of Chgo.			
11	Mortgage Bonds	Chicago, IL	17,442	-	-
12					
13					
14	CGW Ry. Co. First	Morgan Guaranty Trust Co.			
15	Mortgage Bonds	New York, NY			
16	Series A		19,130	-	-
17	Note (2)				
18					
19	CNW Ry. Co. Consolidated	Amer. National Bank &			
20	Mortgage A Note (4)	Trust Co. Chicago, IL	75,000	-	75,000
21					
22	CNW Ry. Co. Consolidated	" " " "			
23	Mortgage B Note (4)		80,000	-	80,000
24					
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 (3)		93,000	-	88,000
30					
31					
32	Total (1)		338,572	-	243,000
33					
34					
35					
36					
37					
38					
39					
40					
41	Notes: 1. The Company's first mortgage bonds for the balance outstanding July 31, 1985				
42	(20,332) were defeased in substance by the irrevocable deposit of government				
43	securities with the mortgage trustee sufficient to satisfy future interest				
44	and principal payments due on the bonds.				
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
					5
					6
01/01/45	01/01/89	3%	536	683	7
					8
					9
					10
10/01/60	11/01/85	6	24	110	11
					12
					13
					14
					15
01/01/38	01/01/88	4	(63)	136	16
					17
					18
					19
02/24/84	01/15/2004	14.25	10,688	10,688	20
					21
					22
08/10/84	04/15/2004	15.75	12,600	12,600	23
					24
					25
					26
					27
					28
06/15/83	05/15/93	Note (A)	9,677	9,925	29
					30
					31
			33,462	34,142	32
					33
					34
					35
					36
Notes: 2. The lien of the Chicago Great Western Railway Co. bonds for the balance					37
outstanding July 31, 1985 (3,122) was defeased by the irrevocable deposit					38
of government securities with the mortgage trustee sufficient to satisfy					39
future interest and principal payments due on the bonds.					40
					41
3. Senior liens - property purchased from former Rock Island Railroad and on					42
subsequent additions thereto. First lien on certain property of C&NW					43
and junior lien on substantially all other C&NW property.					44
					45
4. Junior lien on substantially all the Company's real and tangible personal					46
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	40	663
6	Cal. Ave. Coach Serv.Ctr.	Larwin Real. & Mtg. Tr.			
7		Beverly Hills, CA	2,800	181	1,291
8					
9	Rehabilitation of	Federal Financing Bank			
10	Rolling Stock &	Washington, DC	17,030	1,891	6,780
11	Work Equipment	" " "	20,744	2,210	9,547
12	" " " "	" " "			
13	" " " "	" " "	20,590	1,859	15,236
14	" " " "	" " "			
15					
16	Reusable Material from				
17	Track Rehabilitation	" " "	6,192	1,814	-
18	Program				
19					
20	(b) With Floating				
21	Interest				
22	Unsecured Loan	Credit Lyonnais	6,000	771	1,800
23		Chicago, IL			
24					
25					
26					
27	Unsecured Loan	Bank American National	8,000	1,143	6,285
28		Trust and Savings			
29					
30					
31					
32	Unsecured Loan	Credit Lyonnais	4,000	800	800
33		Chicago, IL			
34					
35					
36	Track Upgrade	State of IL Loan	3,990	-	3,990
37		Springfield, IL			
38					
39					
40	Preference Notes	Federal Financing Bank	17,551	-	17,551
41		Washington, DC			
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	69	69	5
					6
02/01/72	03/01/87	9.5	147	149	7
					8
					9
04/18/78	03/01/89	9.142	826	954	10
					11
02/27/79	11/01/90	10.263	1,332	1,366	12
		9.111			13
05/27/80	05/01/92	to 14.974	2,165	2,197	14
					15
					16
					17
02/23/79	05/01/86	11.740	278	408	18
					19
					20
					21
09/25/81	09/10/86	13.20	427	465	22
					23
					24
					25
					26
05/18/82	05/15/92	Note (A)	781	724	27
					28
					29
					30
					31
05/05/82	05/05/87	12.125	281	377	32
					33
					34
					35
12/01/84	12/01/87	2.0	27	-	36
					37
					38
					39
04/06/84	12/18/2004	5.8 and 7.61	960	960	40
					41
					42
					43
					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	Northwestern Leasing				
2	Co. Obligations:				
3					
4					
5	Superior Grain Elev.	Northwestern Mutual			
6		Life Insurance			
7		Minneapolis, MN	6,000	324	1,942
8					
9					
10					
11					
12	Proviso Piggyback Plaza	First Federal Savings &			
13		Loan of Wilmette			
14		Wilmette, IL	1,500	54	1,170
15					
16					
17					
18					
19	Butler Dormitory	B. B. Cohen & Co.			
20		Chicago, IL	635	36	436
21					
22					
23					
24					
25					
26					
27					
28					
29					
30					
31					
32					
33					
34					
35					
36					
37					
38					
39					
40					
41					
42					
43					
44					
45					
46					
47					
48					
49					
50	TOTAL 765		454,604	11,123	310,491

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
12/15/64	01/01/92	5.4	130	132	7
		9.111			8
					9
					10
					11
					12
					13
05/08/78	05/01/93	9.625	120	121	14
					15
					16
					17
					18
					19
05/14/79	06/01/94	10.51	51	51	20
					21
					22
					23
					24
					25
					26
					27
					28
					29
					30
					31
					32
					33
					34
					35
					36
					37
					38
					39
					40
					41
					42
					43
					44
					45
					46
					47
					48
					49
			41,059	42,115	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	640
7					
8	Trust - 1974	First Natl. Bk. of Chgo.			
9		Chicago, IL	7,200	480	1,440
10					
11	Trust - 1st of 1975	" " " "	7,200	480	1,440
12					
13	Trust - 2nd of 1975	" " " "	7,725	515	2,060
14					
15	Trust - 3rd of 1975	" " " "	4,950	330	1,320
16					
17	Trust - 1st of 1976	" " " "	6,000	400	1,600
18					
19	Trust - 2nd of 1976	" " " "	7,500	500	2,500
20					
21	Trust - 1977	" " " "	4,500	300	1,800
22					
23					
24	Northwestern Leasing Co.				
25	Eqpt. Obligation				
26					
27	Trust - 1981	Aetna Casualty			
28		Hartford, CT	12,730	1,273	7,638
29					
30	TOTAL EQUIPMENT SECURITIES		62,605	4,598	20,438
31					
32	(c) Conditional or				
33	Deferred Payment				
34	Contracts -				
35					
36					
37	Note (B)	Contl. Ill. Natl. Bk.			
38		Chicago, IL	7,630	508	509
39					
40	"	First Natl. Bk. of Chgo.			
41		Chicago, IL	3,845	256	513
42					
43	"	" " " "	2,580	231	512
44					
45	"	" " " "	4,048	202	405
46					
47	"	Northern Trust Co.			
48		Chicago, IL	17,934	897	551
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
09/15/73	09/15/88	8.75	104	112	6
					7
					8
09/15/74	09/15/89	10.5	237	252	9
					10
09/15/74	09/15/89	9.5	215	228	11
					12
03/15/75	03/15/90	9.0	241	255	13
					14
09/15/75	09/15/90	10.25	193	203	15
					16
09/15/75	09/15/90	10.0	228	240	17
					18
03/15/76	03/15/91	9.25	287	301	19
					20
05/01/77	05/01/92	8.25	182	186	21
					22
					23
					24
					25
					26
					27
07/15/81	02/01/92	15.5	1,397	1,480	28
					29
			3,084	3,257	30
					31
					32
					33
					34
					35
					36
					37
12/15/66	01/01/87	6.75	69	86	38
					39
					40
01/01/68	01/15/88	7.25	57	65	41
					42
03/01/68	06/15/88	7.0	59	67	43
					44
11/15/68	12/16/88	7.5	60	61	45
					46
					47
08/01/69	09/01/89	8.875	294	321	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)	First Natl. Bk. of Chgo.			
2		Chicago, IL	2,565	61	183
3					
4	"	Contl. Ill. Natl. Bk.			
5	"	Chicago, IL	6,145	446	903
6	"	" " " "	10,340	750	1,874
7	"				
8	"	Merc.Tr. & Safe Deposit Co.			
9	"	Baltimore, MD	11,117	741	1,853
10	"				
11	"	First Natl. City Bk. of NY			
12	"	New York, NY	677	-	-
13	"				
14	"	Contl. Ill. Natl. Bk.			
15	"	Chicago, IL	1,170	-	-
16	"	" " " "	6,656	832	832
17	"	" " " "	717	90	179
18	"				
19	"	C. C. Leasing Corp.			
20	"	Baltimore, MD	6,172	-	-
21	"	First Natl. Bk. of Chgo.			
22	"	Chicago, IL	12,000	1,200	105
23	"				
24	"	Bank of America Natl.			
25	"	Trust & Savings Assoc.			
26	"	San Francisco, CA	10,000	1,429	7,142
27	"				
28	"	Iowa-Des Moines Natl. Bk.			
29	"	Des Moines, IA	600	25	-
30	"				
31	"	Seaway Natl. Bank			
32	"	Chicago, IL	1,000	100	400
33	"				
34	"	Contl. Ill. Natl. Bank			
35	"	Chicago, IL	3,415	248	80
36	"	" " " "	8,268	225	-
37	"	" " " "	8,862	886	593
38	"	" " " "	2,056	-	-
39	"	" " " "	10,618	1,062	3,083
40	"	" " " "	1,928	275	-
41	"	" " " "	3,349	478	479
42	"	" " " "	4,918	703	1,405
43	"				
44	"	First Natl. Bk. of Chgo.			
45	"	Chicago, IL	7,511	751	4,694
46	"				
47	"	Chemical Bank, Chicago, IL	1,504	189	1,315
48	"	" " " "	3,496	874	2,622
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)	
10/14/69	11/20/89	9.76	29	30	1
					2
					3
					4
07/01/73	03/15/89	Note (A)	164	167	5
07/01/73	12/15/89	Note (A)	313	317	6
					7
					8
02/01/74	06/01/89	9.0	278	283	9
					10
					11
04/15/74	01/01/85	Note (A)	-	-	12
					13
					14
12/24/75	12/15/86	Note (A)	6	6	15
02/23/79	11/15/87	Note (A)	213	227	16
12/16/80	11/15/88	Note (A)	32	34	17
					18
					19
04/01/76	07/01/88	Note (A)	104	132	20
					21
12/22/76	09/12/87	Note (A)	214	221	22
					23
					24
					25
10/13/81	12/07/91	Note (A)	928	941	26
					27
					28
04/01/80	01/01/86	Note (A)	7	6	29
					30
					31
12/15/80	12/15/90	Note (A)	68	69	32
					33
					34
07/01/73	06/15/87	Note (A)	48	50	35
01/27/76	12/15/86	Note (A)	73	77	36
06/30/77	12/15/87	Note (A)	204	209	37
03/20/78	12/15/85	Note (A)	18	19	38
02/23/79	11/15/89	Note (A)	478	500	39
10/22/79	11/15/86	Note (A)	42	48	40
02/15/80	11/15/87	Note (A)	123	131	41
09/21/81	11/15/88	Note (A)	267	283	42
					43
					44
03/10/82	12/15/93	Note (A)	575	595	45
					46
03/15/82	02/15/92	Note (A)	181	180	47
03/15/82	02/15/89	Note (A)	420	418	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. Natl. Bk.			
2	"	Chicago, IL	3,196	320	1,917
3	"	" " " "	1,804	258	773
4	"				
5	"	Citibank N.A., New York, NY	13,500	2,000	6,000
6	"				
7	"	Northwestern Natl. Bk. Mpls.			
8	"	Minneapolis, MN	3,000	429	1,285
9	"				
10	"	Contl. Ill. Natl. Bk., Chgo, IL	1,000	167	-
11	"	" " " "	250	62	-
12	"	" " " "	6,864	686	4,977
13	"	" " " "	3,136	448	1,904
14	"				
15	"	Marine Midland Bk., NY, NY	3,560	356	2,759
16	"				
17	"	IBM, Chicago, IL	107	36	-
18	"	" " " "	61	22	5
19	"				
20	"	Comerica Bk., Detroit, MI	3,560	356	2,759
21	"	1st Natl. Bk., St. Paul, MN	3,560	356	2,848
22	"				
23	"	European Amer. Bk., Chgo, IL	2,920	-	2,920
24	"				
25	"	Norwest Bk., Des Moines	405	51	255
26	"				
27	"	Carterfone IL	609	174	115
28	"				
29	"	Bankers Trust	1,120	112	840
30	"				
31	"	IBM, Chicago, IL	79	28	18
32	"	" " " "	81	28	24
33	"				
34	"	Douglas Bk., Kansas City, KS	1,200	120	960
35	"				
36	"	Contl. Ill. Natl. Bk.			
37	"	Chicago, IL	11,829	1,478	4,436
38	"				
39	"	Lane Telecommunications,			
40	"	Inc., Houston, TX	78	23	34
41	"				
42	"	Ameritrust Co. N.A.	495	49	446
43	"				
44	"				
45	"				
46	"				
47	"				
48	"	TOTAL CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY			
49	"	CONDITIONAL SALES			
50	TOTAL		223,535	21,018	65,507

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
03/19/82	12/15/92	Note (A)	242	244	2
06/22/82	12/15/89	Note (A)	118	119	3
					4
03/01/82	12/31/89	Note (A)	913	913	5
					6
					7
06/24/82	07/15/87	Note (A)	179	240	8
					9
03/15/83	03/15/86	Note (A)	31	41	10
07/15/83	08/15/86	Note (A)	11	12	11
12/29/83	03/15/94	Note (A)	627	633	12
09/22/83	03/15/91	Note (A)	270	273	13
					14
11/15/83	08/15/94	Note (A)	337	348	15
					16
10/01/83	10/01/86	13.75	7	8	17
02/29/84	02/29/87	13.75	5	5	18
					19
12/22/83	07/15/94	Note (A)	323	342	20
12/27/83	11/15/94	Note (A)	346	354	21
					22
12/28/83	12/01/93	Note (A)	289	240	23
					24
12/01/83	04/01/92	Note (A)	37	28	25
					26
04/15/84	03/15/87	17.8	70	70	27
					28
06/10/84	06/15/94	Note (A)	104	105	29
					30
07/03/84	07/03/87	15.5	9	8	31
09/01/84	09/01/87	15.5	10	9	32
					33
09/28/84	10/15/94	Note (A)	122	138	34
					35
					36
03/30/81	11/15/89	Note (A)	722	759	37
					38
					39
03/01/85	02/01/88	11.5	7	7	40
					41
09/15/85	09/15/96	Note (A)	16	14	42
					43
					44
					45
					46
					47
					48
					49
			10,119	10,453	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	-	8,865
5	Note (B)				
6	"	CI General Equipment			
7	"	Chicago, IL	884	-	-
8	"				
9	"	Contl. Ill. Natl. Bk.			
10	"	Chicago, IL	1,696	-	-
11	"				
12	"	Amer. Natl. Bank			
13	"	Chicago, IL	1,630	160	575
14	"	" "	1,070	106	384
15	"				
16	"	Contl. Ill. Natl. Bank			
17	"	Chicago, IL	557	-	-
18	"	" "	1,362	173	240
19	"				
20	"	Borg Warner Equities Corp.			
21	"	Chicago, IL	3,620	334	2,147
22	"	" " "	1,962	-	-
23	"				
24	"	Pepsico Leasing Corp.			
25	"	Lexington, MA	1,868	-	-
26	"	" " "	547	41	-
27	"				
28	"	Contl. Ill. Leasing Corp.			
29	"	Chicago, IL	790	61	-
30	"				
31	"	Borg Warner Credit Corp.			
32	"	Chicago, IL	328	-	-
33	"				
34	"	Chandler Leasing			
35	"	Chicago, IL	329	-	-
36	"				
37	"	Availco Equity Corp.			
38	"	Boca Raton, FL	2,214	31	-
39	"				
40	"	Contl. Ill. Leasing Corp.			
41	"	Chicago, IL	1,273	115	550
42	"	" " " "	3,910	637	-
43	"				
44	"	Great Amer. Life Ins. Co.			
45	"	Los Angeles, CA	597	54	272
46	"				
47	"	Contl. Ill. Leasing Co.			
48	"	Chicago, IL	478	43	229
49	"	" " " "	97	10	53
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	631	612	4
					5
					6
05/23/77	05/23/85	8.5	2	3	7
					8
					9
06/30/77	06/30/85	8.5	5	5	10
					11
					12
02/01/77	10/01/89	9.25	75	78	13
01/01/77	10/01/89	9.25	50	52	14
					15
					16
08/31/77	06/30/85	8.5	1	1	17
12/28/77	02/10/88	9.0	44	46	18
					19
					20
07/15/75	01/15/2000	10.75	276	287	21
12/01/75	09/01/85	10.25	9	11	22
					23
					24
01/01/76	10/01/85	10.25	9	16	25
07/01/76	04/01/86	10.25	7	9	26
					27
					28
07/15/76	06/15/86	10.0	12	12	29
					30
					31
09/01/77	09/01/85	10.25	2	2	32
					33
					34
04/01/77	01/01/85	10.25	7	7	35
					36
					37
08/01/78	01/01/86	9.25	18	18	38
					39
					40
10/12/78	01/12/91	9.0	72	78	41
10/12/78	01/12/87	9.0	111	141	42
					43
					44
08/01/78	09/15/90	9.0	31	33	45
					46
					47
12/29/78	01/12/91	9.0	26	27	48
12/29/78	07/12/91	9.0	7	8	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. Natl. Bank			
2	"	Chicago, IL	8,238	211	1,626
3	"	" " " "	9,559	174	1,374
4	"				
5	"	Contl. Ill. Leasing Corp.			
6	"	Chicago, IL	654	55	353
7	"	" " " "	4,028	454	1,330
8	"	" " " "	936	104	346
9	"				
10	"	First Maryland Lease Corp.			
11	"	Baltimore, MD	3,591	477	362
12	"	" " " "	787	90	300
13	"	" " " "	376	61	67
14	"	" " " "	344	39	144
15	"				
16	"	Borg Warner Leasing Corp.			
17	"	Chicago, IL	5,135	718	1,993
18	"				
19	"	ITT Industrial Credit Co.			
20	"	St. Paul, MN	4,358	393	2,755
21	"	Connecticut Bank & Trust			
22	"	Hartford, CT	4,806	612	2,457
23	"				
24	"	C.I.T. Corp.			
25	"	Chicago, IL	61	-	-
26	"				
27	"	MDFC Equip. Leasing Corp.			
28	"	Long Beach, CA	1,714	118	1,274
29	"				
30	"	Neuberger & Berman Mgmt.			
31	"	New York, NY	762	82	503
32	"				
33	"	Corporate Capitol Grp. Inc.			
34	"	Chicago, IL	1,523	165	1,003
35	"				
36	"	Marine Midland Leasing			
37	"	Corp., Buffalo, NY	3,465	192	3,020
38	"				
39	"	Steiner Finance Corp.			
40	"	San Francisco, CA	3,007	155	2,600
41	"				
42	"	Metro Life Cap. Corp.	2,820	232	2,286
43	"				
44	"	Sheridan II Leasing	7,132	683	5,508
45	"				
46	"	Lease Mark Inc.	144	25	97
47	"				
48	"	Marble Assoc.			
49	"	Chicago, IL	502	79	118
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
06/30/67	10/03/97	6.75	132	134	2
08/01/67	03/13/98	6.75	111	113	3
					4
					5
03/01/78	07/12/91	10.0	49	54	6
03/01/78	04/12/89	9.0	219	234	7
03/01/78	07/12/89	10.0	61	64	8
					9
					10
02/22/79	09/30/87	10.25	129	129	11
02/22/79	09/30/89	10.25	45	45	12
12/31/79	12/30/87	10.25	17	17	13
12/31/79	12/30/89	10.25	21	21	14
					15
					16
03/01/80	02/02/89	13.0	399	415	17
					18
					19
04/30/81	06/30/91	16.0	545	545	20
					21
07/31/81	11/15/89	14.875	509	520	22
					23
					24
08/14/81	08/27/85	16.0	1	1	25
					26
					27
07/12/82	11/01/92	16.0	231	234	28
					29
					30
09/01/82	01/01/91	13.5	83	85	31
					32
					33
12/22/82	01/01/91	13.5	165	170	34
					35
					36
06/01/83	12/31/93	10.5	435	351	37
					38
					39
12/30/83	01/01/94	11.5	323	333	40
					41
03/30/84	04/01/94	11.5	299	305	42
					43
03/01/84	04/01/92	11.5	741	761	44
					45
12/31/84	12/01/89	12.5	18	15	46
					47
					48
09/12/80	12/12/88	13.5	33	32	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)	Metlife Capital			
2	"	Bellevue, WA	986	52	934
3	"	"	4,218	174	4,044
4	"				
5	"	Lease Mark, Inc.	79	12	66
6	"				
7	"	MDFC Equip., Chicago, IL	851	65	786
8	"				
9	"	8k. of Glenbrook			
10	"	Glenbrook, IL	89	14	75
11	"				
12	"				
13	"	TOTAL LEASES CAPITALIZED UNDER FAS 13:	111,350	7,201	48,736
14	"				
15	"	TOTAL CHICAGO AND NORTH WESTERN TRANSPORTATION			
16	"	CONDITIONAL SALES AND LEASES	334,885	28,219	114,243
17					
18					
19					
20					
21					
22					
23					
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27					
28					
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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
04/01/85	07/01/95	13.5	66	-	2
10/04/85	01/04/94	10.5	80	-	3
					4
10/30/85	11/01/90	10.0	2	1	5
					6
03/31/85	02/28/93	10.0	-	-	7
					8
					9
12/01/85	12/01/90	10.0	-	-	10
					11
					12
			6,109	6,025	13
					14
					15
			16,228	16,478	16
					17
					18
					19
					20
					21
					22
					23
					24
					25
					26
					27
					28
					29
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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					
3					
4	Conditional Payments:				
5	Hawker Siddeley Aircraft	Contl. Il. Natl. Bk., Chgo., IL	1,777	222	444
6	Note (B)	" " " "	3,200	400	800
7	"	" " " "	2,106	146	1,817
8	"	" " " "	1,253	125	627
9	"				
10	"	Marine Midland Bk., NY, NY	1,440	144	1,116
11	"				
12	"	Comerica Bank, Detroit, MI	1,440	144	1,116
13	"				
14	"	1st Natl. Bk., St. Paul	1,440	144	1,152
15	"				
16	"	European Amer. Bk., Chgo., IL	2,080	-	2,080
17	"				
18	"	First Natl. Bk. of Chicago			
19	"	Chicago, IL	7,000	760	4,678
20	"				
21	Security Agreement	First Natl. Bk. of Chicago			
22		Chicago, IL	4,489	561	2,385
23					
24	" "	European Amer. Bk., Chgo., IL	6,700	837	5,862
25					
26		Kellog City Nat. Bk.	1,000	125	692
27					
28	TOTAL NORTH WESTERN LEASING CO.		33,925	3,608	22,769
29					
30	TOTAL CONDITIONAL SALES AND LEASES		368,810	31,827	137,012
31					
32	TOTAL 766 EQUIPMENT OBLIGATIONS		431,415	36,425	157,450
33					
34					
35					
36					
37					
38					
39					
40					
41					
42					
43					
44					
45					
46					
47					
48					
49					
50	GRAND TOTAL		886,019	47,548	467,941

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
12/20/79	11/15/88	Note (A)	80	84	5
08/15/80	11/15/88	Note (A)	143	151	6
12/30/80	01/01/94	12.5	252	255	7
11/03/81	11/15/91	Note (A)	88	92	8
					9
08/15/83	08/15/94	Note (A)	136	141	10
					11
09/20/83	07/15/94	Note (A)	131	138	12
					13
12/27/83	11/15/94	Note (A)	139	143	14
					15
12/28/83	12/01/93	Note (A)	205	171	16
					17
					18
12/15/83	12/01/94	Note (A)	840	855	19
					20
					21
12/22/82	02/15/91	Note (A)	319	332	22
					23
12/22/82	12/01/92	Note (A)	561	556	24
					25
12/10/82	10/01/92	Note (A)	90	91	26
					27
			2,984	3,009	28
					29
			19,212	19,487	30
					31
			22,296	22,744	32
					33
					34
					35
					36
					37
					38
					39
					40
					41
					42
					43
					44
					45
					46
					47
					48
					49
			63,355	64,859	50

NOTES AND REMARKS

- Note (A) Interest rate floats with current Prime, LIBOR, OIBO, Euro dollar 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.

Road Initials: CNW

Year 1985

67K

NOTES AND REMARKS

BLANK

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	REFLECTED ON PAGE 66 OF SCHEDULE 510, AND AS FOLLOWS:		1
2			2
3	Trust - 1973		3
4	1. Jennings State Bank	Bank	4
5	Attn: M. Douglas Jennings		5
6	Davenport, NE 68335		6
7			7
8			8
9			9
10			10
11			11
12			12
13			13
14			14
15			15
16			16
17			17
18	(Continued on page 68A)		18

c. Other notes and comments

NOTES TO SCHEDULE 510 - PART B (Continued)

NAME AND ADDRESS OF HOLDERTYPE OF HOLDERTrust - 1973 (Continued)

- | | | |
|----|---|-------|
| 2. | Sigler & Co.
c/o Manufacturers Hanover Trust
350 Park Avenue
New York, NY 10022 | Other |
| 3. | First National Bank
Box 191
Glasgow, MT 59230 | 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 |
| 6. | Empire Fire & Marine Insurance Co.
1624 Douglas Street
Omaha, NE 68102 | Other |

Trust - 1974 #1

- | | | |
|----|--|-------|
| 1. | Thomas D. O'Malley
State Treasurer of Florida or
His Successor in Office
c/o Bureau of Collateral Sec.
P. O. Box 5200
Tallahassee, FL 32301 | Other |
|----|--|-------|

NOTES TO SCHEDULE 510 - PART B (Continued)

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

1. Central Life Assurance Co.
Attention: Securities Dept.
611 Fifth Avenue
P. O. Box 1555
Des Moines, IA 50306

Other

2. Dart National Bank Mason
368 South Park Street
P. O. Box 40
Mason, MI 46854

Bank

3. Dolpen & Co.
c/o Dollar Savings Bank
Attention: Hay Walker
P. O. Box 987
Pittsburgh, PA

Other

4. Legal & Co.
c/o First Fidelity Bank
P. O. Box 15095
Newark, NJ 07191

Other

Trust - 2nd of 1975

1. Jaquith & Co.
P. O. Box s2408
Church Street Station
New York, NY 10008

Other

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

Other

3. Merrill Lynch Pierce Fenner & Smith Co.
One Liberty Plaza
165 Broadway
New York, NY 10006

Other

4. Smith Barney Harris Upham & Co., Inc.
120 Broadway
New York, NY 10005

Other

NOTES TO SCHEDULE 510 - PART B (Continued)

NAME AND ADDRESS OF HOLDERTYPE OF HOLDERTrust - 3rd of 1975

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

Other

2. Fifteen East Fifth Co.
P. O. Box 705
Tulsa, OK 74101

Other

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

Other

Trust - 1st of 1976

1. American Life & Casualty
Insurance Co.
Investment Dept.
P. O. Box 2507
Fargo, ND 58108

Other

2. Seidco
P. O. Box 54986
Term Annex
Los Angeles, CA 90054

Other

Trust - 2nd of 1976

1. Conac & Co.
c/o The First National Bank of Chicago
Suite 0114 Trust Dept.
One First National Plaza
Chicago, IL 60670

Other

2. Taunsay
c/o Taunton Savings Bank
12-14 Court Street
Taunton, MA 02780

Other

3. Shelter Mutual Insurance Co.
1817 West Broadway
Columbia, MS 39218

Other

NOTES TO SCHEDULE 510 - PART B (Continued)

NAME AND ADDRESS OF HOLDERTYPE OF HOLDERTrust - 1977

1. Egger & Co.
c/o The Chase Manhattan Bank, NA
Box 1508
Church Street Station
New York, NY 10081

Other

2. Sigler & Co.
c/o Manufacturers Hanover
Trust Company
Trust Collection
Box 1765 Church Street Station
New York, NY 10008

Other

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

Other

Trust - 1981

1. Aetna Life Insurance Co.
Bond and Investment Department
Cityplace
185 Asylum Street
Hartford, CT 06156

Other

C&NWCONSOLIDATED MORTGAGE
BONDS, SERIES A

1. Cede & Co.
Box #20
Bowling Green Station
New York, NY 10004

Other

C&NWCONSOLIDATED MORTGAGE
BONDS, SERIES B

1. Cede & Co.
Box #20
Bowling Green Station
New York, NY 10004

Other

NOTES TO SCHEDULE 510 - PART B (Continued)

NAME AND ADDRESS OF HOLDERTYPE OF HOLDERMRPI CONSOLIDATED MORTGAGE (A & B NOTES)

- | | | |
|----|--|------|
| 1. | Continental Illinois National Bank
and Trust Company of Chicago
231 South LaSalle Street
Chicago, IL 60693
Attention: Special Industries
Services, Transportation
Division | Bank |
| 2. | The First National Bank of Chicago
One First National Plaza
Chicago, IL 60670
Attention: Gerald Mackin | Bank |
| 3. | National Bank of North America
44 Wall Street
New York, NY 10005
Attention: Robert J. Mitchell | Bank |
| 4. | Norwest Bank Minneapolis, N.A.
Seventh and Marquette
Minneapolis, MN 55480
Attention: Commercial Loan Operation | Bank |
| 5. | The Northern Trust Company
50 South LaSalle Street
Chicago, IL 60675
Attention: John P. Grube | Bank |
| 6. | Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690
Attention: Patrick R. Hunt | Bank |
| 7. | First Wisconsin National Bank
of Milwaukee
777 East Wisconsin Avenue
Milwaukee, WI 53202
Attention: Mark P. Bruss | Bank |
| 8. | Mercantile Trust Company,
National Association
Mercantile Tower
St. Louis, MO 63166
Attention: Patrick Costello | Bank |

NOTES AND REMARKS

BLANK

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 512

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

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

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

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

The respondent may be required to furnish as an attachment to Schedule 512 a balance sheet and income statement for each affiliate with which respondent carrier had reportable transactions during the year, or alternatively, attach a "Pro forma" balance sheet and income statement for that portion or entity of each affiliate

which furnished the agreed to services, equipment, or other reportable transaction. The statements, if required, should be prepared on a calendar year basis in conformity with the prescribed schedules for the balance sheet and income statement in Annual Report Form R-1, and should be noted (1) to indicate the method used for depreciating equipment or other property furnished the carrier, and (2) whether the affiliate's Federal income tax return for the year was filed on a consolidated basis with the respondent carrier.

3. In column (b) indicate nature of relationship or control between the respondent and the company or person identified in column (a) as follows:

- (a) If respondent directly controls affiliate, insert the word "direct"
- (b) If respondent controls through another company, insert the word "indirect"
- (c) If respondent is under common control with affiliate, insert the word "common"
- (d) If respondent is controlled directly or indirectly by the company listed in column (a), insert the word "controlled"
- (e) If control is exercised by other means such as a management contract or other arrangement of whatever kind, insert the word "other" and footnote to describe such arrangements.

4. In column (c) fully describe the transactions involved such as management fees, lease of building, purchase of material, etc. When the affiliate listed in column (a) provides more than one type of service in column (c), list each type of service separately and show total for the affiliate. When services are both provided and received between the respondent and an affiliate they should be listed separately and the amounts shown separately in column (e).

5. In column (d) report the dollar amounts of transaction shown and the effect of any change in the method of establishing the terms from that used in the preceding period.

6. In column (e) report the dollar amounts due from or to related parties and, if not otherwise apparent, the terms and manner of settlement. Insert (P) paid and (R) received by the amount in column (e).

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							8
9			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, and including one subsidiary accounted for under the equity method.				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

70

Read Initials

CNT

Year 19 85

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.

RC-130900

CHICAGO & NORTHWESTERN

1985

3 OF 3

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	2,243	694	40	384	184	1,024	4,569	1
2		1J	25	M						4	4	2
3		1J	33.333	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	66.666	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		2,248	695	40	388	194	1,076	4,641	12
13												13
14												14
15			CNW 100	B	3,512	10	-	312	275	544	4,653	15
16		1J	20	B						2	2	16
17		1J	25	B	1	1				1	3	17
18		1J	33.333	B	5			3	4	2	14	18
19		1J	50	B	12	1		1	16	33	63	19
20		1J	65	B				1			1	20
21		1J	66.666	B						3	3	21
22		1J	87	B					1		1	22
23			TOTAL CLASS									23
24			1J BRANCH		18	2	-	5	21	41	87	24
25			TOTAL CLASS									25
26			1 & 1J									26
27			BRANCH		3,530	12	-	317	296	585	4,740	27
28												28
29			TOTAL CLASS									29
30			1 & 1J									30
31			MAIN &									31
32			1 & 1J									32
33		1	BRANCH		5,778	707	40	705	490	1,661	9,381	33
34												34
35												35
36												36
37		1	MRPI 100	M	413	6		26	27	86	558	37
38		1	MRPI 100	B	308	11		14	20	77	430	38
39			MRPI TOTAL		721	17		40	47	163	988	39
40												40
41												41
42												42
43												43
44												44
45			GRAND TOTAL									45
46			CLASS 1 &									46
47			1J MAIN &									47
48			1 & 1J									48
49			BRANCH		6,499	724	40	745	537	1,824	10,369	49
50												50
51												51
52												52
53												53
54												54
55			TOTAL MAIN LINE	N/A								55
56			TOTAL BRANCH LINES	N/A								56
57			GRAND TOTAL		CONTINUED ON PAGE 72A							57
58			Miles of electrified road or track included in preceding grand total	N/A								58

CONTINUED ON PAGE 72A

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.STL.JCT.									2
3			100	B						8	8	3
4			TOTAL CLASS									4
5			3B MAIN &									5
6			BRANCH							9	9	6
7												7
8												8
9	4		DMU 100	B						3	3	9
10												10
11												11
12												12
13												13
14	5		CNW&CO 100	M	446	48	21	8	5	37	565	14
15	5		CNW&CO 100	B	356	15	1	10	8	30	420	15
16												16
17			TOTAL CLASS									17
18			5 MAIN &									18
19			BRANCH		802	63	22	18	13	67	985	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
48												48
49												49
50												50
51												51
52												52
53												53
54												54
55			TOTAL MAIN LINE	N/A	3,107	749	61	422	226	1,200	5,765	55
56			TOTAL BRANCH LINES	N/A	4,194	38	1	341	324	703	5,601	56
57			GRAND TOTAL		7,301	787	62	763	550	1,903	11,366	57
58			Miles of electrified road or track included in preceding grand total	N/A								58

NOTES AND REMARKS

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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											8
9											9
10											10
11											11
12											12
13											13
14											14
15		TOTAL	N/A					.47	2.64	3.11	15

Leases to:

- A. Minnesota Transfer Railway
- B. Burlington Northern, Inc.

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	218				29	790				1
2		IOWA	789	1,192				85	2,066				2
3		WISCONSIN	769	538				105	1,412				3
4		MICHIGAN	29	144				1	174				4
5		NEBRASKA	26	415				102	543				5
6		MINNESOTA	381	493				228	1,102				6
7		SOUTH DAKOTA		689				72	761				7
8		NORTH DAKOTA		14					14				8
9		WYOMING		134				133	267				9
10		MISSOURI	123	1				45	169				10
11		KANSAS	1					2	3				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)	2,661	3,838				802	7,301				32

G.P.O. Jkt. 483-592

Railroad Annual Report R-1

74

Road Initials: CNM

Year 19_85

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	M				2	2	11	15	CONSTR.	1
2	1	B				3	2	1	6	"	2
3	1	B					2		2	RECLASS	3
4	1	B	3					5	8	PRCH.AFE83493	4
5	1	B	6					1	7	PRCH.AFE80036	5
6	5	M	93						93	TRK.RIGHT(UP)	6
7											7
8											8
9											9
10											10
11											11
12											12
13	TOTAL INCREASE		102			5	6	18	131		13

DECREASES IN MILEAGE

14	1	M				8	5	31	44	RET	14
15	1	B				14	15	16	45	RET	15
16	1	B	2						2	RECLASS	16
17	1	M	6						6	AB-1 SUB 131	17
18	1	M	26						26	AB-1 SUB 186X	18
19	1	B	35						35	AB-1 SUB 138	19
20	1	B	6						6	AB-1 SUB 169	20
21	1	B	78						78	AB-1 SUB 180X	21
22	1	B	5						5	AB-1 SUB 173X	22
23	1	B	6						6	AB-1 SUB 183X	23
24	1	B	5						5	AB-1 SUB 163B	24
25	TOTAL DECREASE		217	1		30	20	49	317		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 184

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	8						8	AB-1 SUB 174	14
15	1	B	1						1	AFE 81751	15
16	1	B	1						1	AFE 89188	16
17	1	B	2						2	AB-1 SUB 184X	17
18	1	B	3						3	AB-1 SUB 179X	18
19	1	B	1						1	AB-1 SUB 186X	19
20	5	M	32	1		8		2	43	TRK. RIGHTS	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.

Road Initials: CNW

Year 1985

75B

NOTES AND REMARKS

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NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data.

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

Line No.	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including re-classification (g)	Units at Close of Year					Line No.
				Units installed					Owned and used (h)	Leased from others (i)	Total in service of respondent (col. (h)&(i)) (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										(H.P.)		
2		Diesel-freight units	19					15	4		4	6,000		1
3		Diesel-passenger units	57					2		55	55	164,600		2
4		Diesel-multiple purpose units	1,034		35			58	758	253	1,011	2,452,800	4	3
5		Diesel-switching units	59					1	42	16	58	67,900		4
6	*	TOTAL (lines 1 to 4) units	1,169		35			76	804	324	1,128	2,691,300	4	5
7	*	Electric-locomotives												6
8	*	Other self-powered units												7
9	*	TOTAL (lines 5, 6 and 7)	1,169		35			76	804	324	1,128	2,691,300	4	8
10	*	Auxiliary units										N/A		9
11	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	1,169		35			76	804	324	1,128	N/A	4	10

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 END OF FISCAL YEAR													Line No.	
Line No.	Cross Check	Type or design of units (a)	Before Jan. 1, 1965 (b)	Between Jan. 1, 1965 and Dec. 31, 1969 (c)	Between Jan. 1, 1970 and Dec. 31, 1974 (d)	Between Jan. 1, 1975 and Dec. 31, 1979 (e)	Between Jan. 1, 1980 and Dec. 31, 1984 (f)	During Calendar Year						TOTAL (l)
								1985 (g)	1986 (h)	1987 (i)	1988 (j)	1989 (k)		
11	*	Diesel	517	273	81	148	74	35					1,128	11
12	*	Electric												12
13	*	Other self-powered units												13
14	*	TOTAL (lines 11 to 13)	517	273	81	148	74	35					1,128	14
15	*	Auxiliary units												15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	517	273	81	148	74	35				N/A	1,128	16

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

Line No.	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including 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							303	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						2	305	307	48,455		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)	-						-	-	-	-		28
29		TOTAL (lines 23 and 28)	307						2	305	307	48,455		29
30		COMPANY SERVICE CARS Business cars (PV)	7				2	2	7		7	N/A		30
31		Board outfit cars (MWX)	77					6	71		71	N/A		31
32		Derrick and snow removal cars (MWU, MWV, MWW, MWK)	65					5	60		60	N/A		32
33		Dump and ballast cars (MWB, MWD)	483					3	464	16	480	N/A		33
34		Other maintenance and service equipment cars	856				61	57	860		860	N/A		34
35		TOTAL (lines 30 to 34)	1,488				63	73	1,462	16	1,478	N/A		35

710. INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data.

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

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

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Time-mileage cars (b)	All others (c)	Units installed				
					New units purchased or built (d)	New or rebuilt units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, including reclassification and second hand units purchased or leased from others (g)	
FREIGHT TRAIN CARS									
36		Plain box cars - 40' (B100-B287)	1,709					2	36
37		Plain box cars - 50' and longer (B300-B887)	5,831					28	37
38		Equipped box cars (All Code A)	3,830						38
39		Plain gondola cars (All Codes G & J--1, J--2, J--3, and J--4)	2,604					114	39
40		Equipped gondola cars (All Code E)	603					-	40
41		Covered hopper cars (All Code C -- 1 --)	11,934					377	41
42		Open top hopper cars-general service (All Code H)	2,383					29	42
43		Open top hopper cars-special service (All Codes K, J--0 and C -- 2 --)	1,327					-	43
44		Refrigerator cars-non-mechanical (R100-120, 200-220, 300-320, 400-420, 500-520, 600-620, 700-720 and 800-820)	1,093					19	44
45		Refrigerator cars-mechanical (R150-170, 250-270, 350-370, 450-470, 550-570, 650-670, 750-770 and 850-870)	-					-	45
46		Flat cars-TOFC/COFC (All Code P)	-					2	46
47		Flat cars-multi-level (All Code V)	-					-	47
48		Flat cars-general service (F101-106, F201-206, F301-306)	216					-	48
49		Flat cars-other (F111-166, 211-266, 311-366, 411-466, 501-826)	231					-	49
50		Tank cars-under 22,000 gallons (T--0, T--1, T--2, T--3, T--4, T--5)	157					1	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)	7						52
53		TOTAL (lines 36 to 52)	31,925					572	53
54		Caboose (All Code N)	N/A	439				-	54
55		TOTAL (lines 53, 54)	31,925	439				572	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		554	1,157		1,157		63,636		36
37		574	3,497	1,788	5,285		401,773		37
38		345	2,256	1,229	3,485		263,721		38
39		19	1,824	875	2,699		225,802		39
40		87	453	63	516		44,980		40
41		73	4,189	8,049	12,238		1,189,203		41
42		34	1,072	1,306	2,378		230,633		42
43		4	1,323		1,323		101,871		43
44		14	745	353	1,098		78,880		44
45									45
46				2	2		102		46
47									47
48		51	137	28	165		9,183		48
49		58	173		173		12,708		49
50		19	38	101	139		13,011		50
51									51
52			7		7		385		52
53		1,832	16,871	13,794	30,665		2,635,888		53
54		18	404	17	N/A	421	N/A		54
55		1,850	17,275	13,811	30,665	421	2,635,888		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	1,446						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)	1,549						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 (h)	Owned and used (i)	Leased from others (j)	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col. (k) & (l) (see ins. 4) (m)	Leased to others (n)	
					Per diem (k)	All other (l)			
56					N/A				56
57					N/A				57
58					N/A				58
59									59
60		273	1,146	27	1,173		29,325		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		273	1,146	130	1,276		31,900		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, columns (c) and (e) for locomotive units, passenger-train cars and company service cars and columns (d) and (f) for freight train cars, floating equipment and highway revenue equipment. Disclose new units in the upper section of this schedule and in the lower section disclose rebuilt units acquired or rewritten into the respondent's accounts. The term "new" as used herein shall mean a unit or units placed in service for the first time on any railroad.
6. All unequipped boxcars acquired in whole or in part with incentive per diem funds should be reported on separate lines and appropriately identified by footnote or sub-heading.

NEW UNITS

Line No.	Class of equipment (a)	Number of units (b)	Total weight (tons) (c)	Total cost (d)	Method of acquisition (see instructions) (e)	Line No.
1						1
2						2
3						3
4						4
5						5
6						6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24
25	TOTAL	None	N/A	None	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	None	N/A	None	N/A	39

GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULES 720, 721, 723, 724, 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, F, 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 (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton-miles per track-mile ² (use two decimal places) (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders at end of period (Deviation from timetable speed limit) (whole numbers) (e)	Line No.
1	A	1,281	21.84	49.58	364	1
2	B	1,701	9.47	33.58	1,019	2
3	C	2,110	4.92	28.99	967	3
4	D	1,700	.53	16.00	523	4
5	E	2,511	XXXXXXX	XXXXX	530	5
6	TOTAL	9,303	7.73	30.77	3,403	6
7	F	370	XXXXXXXX	XXXXX	153	7
8	Potential abandonments	705		17.89	386	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.

Connection with loading or unloading of freight cars												
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	56,718				11,268			67,986	192,840	24.8	1
2	B	16,338				28,781			45,119	101,916	61.8	2
3	C	22,849				60,845			83,694	175,986	58.5	3
4	D	2,303				10,249			12,552	47,752	47.7	4
5	E	2,286				46,842			49,128	487,962	100.0	5
6	TOTAL	100,494				157,985			258,479	1,006,456	58.4	6
7	F	58,420				1,104			59,524	126,647	5.0	7
8	Potential abandonments	532				1,891			2,423	1,771	71.2	8

9. Average cost per crosstie \$ 8.28 and switchtie (MBM) \$ 358.06

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

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

In column (a) classify the ties as follows:

U — Wooden ties untreated when applied.

T — Wooden ties treated before application.

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

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

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

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)	Line No.
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of crossties laid in new tracks during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch and bridge ties laid in new tracks during year (g)		
1	T	26,490	19.51	517	251,602	455.37	115	NEW	1
2	T	6,468	3.33	22	-	-	-	SH	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	32,958	16.34	539	251,602	455.37	115		20
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid <u>4.50</u>								21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid <u>15.99</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	7.9	3.9	34.5	31.3	42.4	35.2	47.2	1	
2	B	-	.2	2.5	59.3	2.5	59.5	97.1	2	
3	C	-	.2	61.1	163.9	61.1	164.1	72.0	3	
4	D	-	.1	3.2	6.0	3.2	6.1	88.2	4	
5	E	-	.2	1.9	62.6	1.9	62.8	100.0	5	
6	TOTAL	7.9	4.6	103.2	323.1	111.1	327.7	75.6	6	
7	F	.4	1.7	2.8	2.6	3.2	4.3	62.7	7	
8	Potential Abandonments	-	-	-	19.6	-	19.6	98.0	8	
9	Other								9	
10	Average cost of new and relay rail laid in replacement (gross tons) \$ <u>61.12</u>									10

G.P.O. Jkt. 483-592

Railroad Annual Report R-1

Road Initials: CNW Year 19 85

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	115	24	8	327.33					1
2	2	136	11	5	426.27					2
3	4	100	33	1	29.63					3
4	4	112	1,567	115	73.05					4
5	4	115	526	49	92.85					5
6										6
7						85	3	1	26.76	7
8						90	235	6	24.74	8
9						115	184	5	24.29	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
31										31
32										32
33	TOTAL	N/A	2,161	178	81.83	N/A	422	12	24.56	33
34	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid								4.50	34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid								15.99	35
36	Track-miles of welded rail installed on system this year								111.20	36
	total to date								2,800.32	

725. WEIGHT OF RAIL

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

Line No.	Weight of rails per yard (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	Line No.
	<i>Pounds</i>				
1					1
2	140	9.05			2
3	136	618.58			3
4	133	41.11			4
5	132	29.29			5
6	131	23.48			6
7	119	35.20			7
8	115	1,170.86			8
9	112	1,356.23			9
10	110	146.52			10
11	100	1,522.67			11
12	90	1,095.44			12
13	89	33.60			13
14	85	190.44			14
15	80	285.80			15
16	77.5	10.58			16
17	75	67.97			17
18	72	349.39			18
19	70	66.18			19
20	67	1.02			20
21	66	15.42			21
22	65	30.29			22
23	62	45.23			23
24	60	95.37			24
25	56	1.14			25
26	55	-			26
27	54	4.15			27
28	52	-			28
29	50	4.02			29
30	TOTAL	7,249.03			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

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	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	Switch and bridge ties (board feet)	Crosstie	Switch and bridge ties (board feet)						
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	
1	A	67,986	192,840	1.8	4.2	77.6	3.0%	92,027	380.0	29.7%	1
2	B	45,119	101,916	.9	1.7	62.0	1.8%	158,535	1,015.0	59.7%	2
3	C	83,694	175,986	1.3	2.4	225.2	5.3%	183,184	585.0	27.7%	3
4	D	12,552	47,752	.3	.8	9.3	.3%	32,765	115.0	6.8%	4
5	E	49,128	487,962	.7	1.0	64.7	1.3%	25,508	196.0	7.8%	5
6	TOTAL	258,479	1,006,456	.9	1.3	438.8	2.4%	492,019	2,291.0	24.6%	6
7	F	59,524	126,647	5.1	9.7	7.5	1.0%	60,267	220.0	59.5%	7
8	Potential abandonments	2,423	1,771	.1	.1	19.6	1.4%	6,942	-	-	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

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 expenditures 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 December 31, 1967 the Company has abandoned over 5,660 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.

NOTES AND REMARKS

Blank

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

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	77,857,075				1
2	Passenger	8,717,345				2
3	Yard switching	6,290,569				3
4	TOTAL	92,864,989				4
5	COST OF FUEL ¹ \$(000)	\$ 73,949	\$	\$	\$	5
6	Work Train	835,965				6

B. RAIL MOTORCARS

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 ¹ \$(000)	\$	\$	\$	11
12	Work Train				12

¹Show cost of fuel charged to train and yard service (Functions 67-Loco. Fuels 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 train service is a specialized scheduled shuttle type service in equipment (Railroad or privately owned) dedicated to such service, moving between origin and destination. The applicable tariffs and/or contracts generally require that a specific minimum tonnage or quantity of carloads be tendered as a unit for shipment on one bill of lading or other shipping document in a solid train for movement between origin and destination. Such tariffs and/or contracts generally contain restricted detention provisions and are subject to time-volume requirements which reflect the approximate capacity of the unit trains for the stated period. Way Trains are defined as trains operated primarily to gather and distribute cars in road service and move them between way stations or way points. Through Trains are those trains operated between two or more major concentration or distribution points. Do not include Unit Train statistics in Way and Through Train statistics. A Work Train is a train operated solely or preponderantly for the purpose of transporting company freight, work equipment or company employees. Statistics for Work Trains should be reported under Item 11 only. Statistics related to company equipment, company employees and company freight moving in transportation trains are not to be reported in Item 11, but are to be reported in Items 4-17, 6-04, 7-02, and 8-04 and 8-05 as instructed in notes, I, K, and L.

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

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

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

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

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

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

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

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

(I) Exclude from Item 4-01, 4-11, 4-13, and 4-15 car-miles of work equipment, cars carrying company freight and no-payment cars moving in transportation trains. Include such car-miles in Item 4-17, 4-18, and 4-19. No payment car-miles are miles made by private-line cars (other than railroad controlled) and shipper-owned cars for which the railroad does not reimburse the owner on a loaded and/or empty mile basis. If the payment for the loaded miles includes the empty miles, the loaded and empty miles should not be considered no-payment car miles.

(J) Report miles actually run by passenger-train cars in transportation service. Passenger-train car-miles include miles run by coaches and cars in which passengers are carried at regular tariff fares without extra charge for space occupied; miles run by combination passenger and baggage, passenger and mail, passenger and express; miles run by sleeping, parlor and other cars for which an extra fare is charged; miles run by dining, cafe, and other cars devoted exclusively to the serving of meals and other refreshments and by club, lounge, and observation cars; 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 i.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 trains switching at way stations and delays on road as shown by conductors' or dispatchers' train reports. Include time of motorcar service performed by train locomotives at terminals and way stations. Report in Item 9-02 train switching hours included in Item 9-01. Train switching is the time spent by the train while performing switching service at terminals and way stations where no regular yard service is maintained. A train hour is independent of the number of locomotives in the train.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755—Concluded

(N) Yard switching hours are hours expended in switching service performed by yard crews in 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 points, (2) in two through trains, and (3) in a way train to the destination point, the total count of loaded cars would be four: two counts for the movements in the way trains and two counts for the movements in through trains. Therefore, each car originated or received from a connecting carrier receives an initial count, plus one count for each subsequent physical transfer between trains on respondents lines. No additional count is given because of crew change or changes in track identification number unless there is a physical transfer of the car between trains. Each car moving under revenue billing shall be considered as a loaded car.

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

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

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

(T) Report the total number of foreign 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), car 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)	7,298	156	1
		2. Train Miles - Running (B)	XXXXXX	XXXXXX	
2		2-01 Unit Trains	820,053	XXXXXX	2
3		2-02 Way Trains	2,363,591	XXXXXX	3
4		2-03 Through Trains	7,149,104	2,054,414	4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	10,332,748	2,054,414	5
6		2-05 Motorcars (C)			6
7		2-06 TOTAL, ALL TRAINS (lines 5, 6)	10,332,748	2,054,414	7
		3. Locomotive Unit Miles (D)	XXXXXX	XXXXXX	
		Road Service (E)	XXXXXX	XXXXXX	
8		3-01 Unit Trains	2,342,343	XXXXXX	8
9		3-02 Way Trains	5,799,759	XXXXXX	9
10		3-03 Through Trains	19,402,767	2,111,565	10
11		3-04 TOTAL (lines 8-10)	27,544,869	2,111,565	11
12		3-11 Train Switching (F)	491,347	XXXXXX	12
13		3-21 Yard Switching (G)	4,895,079	50,141	13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	32,931,295	2,161,706	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	2,726	XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	30,429	XXXXXX	16
17		4-012 Box-Equipped	21,172	XXXXXX	17
18		4-013 Gondola-Plain	8,450	XXXXXX	18
19		4-014 Gondola-Equipped	1,993	XXXXXX	19
20		4-015 Hopper-Covered	47,024	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	42,464	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	6,518	XXXXXX	22
23		4-018 Refrigerator-Mechanical	8,947	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	10,320	XXXXXX	24
25		4-020 Flat-TOFC/COFC	2,742	XXXXXX	25
26		4-021 Flat-Multi-Level	4,144	XXXXXX	26
27		4-022 Flat-General Service	1,536	XXXXXX	27
28		4-023 Flat-All Other	10,672	XXXXXX	28
29		4-024 All Other Car Types-Total	639	XXXXXX	29
30		4-025 TOTAL (lines 15-29)	199,776	XXXXXX	30

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		4-11 RR Owned and Leased Cars-Empty	XXXXXX	XXXXXX	
31		4-110 Box-Plain 40-Foot	2,456	XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	29,138	XXXXXX	32
33		4-112 Box-Equipped	16,601	XXXXXX	33
34		4-113 Gondola-Plain	7,508	XXXXXX	34
35		4-114 Gondola-Equipped	2,183	XXXXXX	35
36		4-115 Hopper-Covered	52,068	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	35,041	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	7,344	XXXXXX	38
39		4-118 Refrigerator-Mechanical	6,534	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	8,922	XXXXXX	40
41		4-120 Flat-TOFC/COFC	396	XXXXXX	41
42		4-121 Flat-Multi-Level	2,763	XXXXXX	42
43		4-123 Flat-General Service	1,040	XXXXXX	43
44		4-123 Flat-All Other	10,046	XXXXXX	44
45		4-124 All Other Car Types	650	XXXXXX	45
46		4-125 TOTAL (lines 31-45)	182,690	XXXXXX	46
		4-13 Private Line Cars - Loaded (H)	XXXXXX	XXXXXX	
47		4-130 Box-Plain 40-Foot	1	XXXXXX	47
48		4-131 Box-Plain 50-Foot and Longer	3,000	XXXXXX	48
49		4-132 Box-Equipped	139	XXXXXX	49
50		4-133 Gondola-Plain	63	XXXXXX	50
51		4-134 Gondola-Equipped	70	XXXXXX	51
52		4-135 Hopper-Covered	26,675	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	1,066	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	427	XXXXXX	54
55		4-138 Refrigerator-Mechanical	1,516	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	0	XXXXXX	56
57		4-140 Flat-TOFC/COFC	47,862	XXXXXX	57
58		4-141 Flat-Multi-Level	23,702	XXXXXX	58
59		4-142 Flat-General Service	103	XXXXXX	59
60		4-143 Flat-All Other	2,235	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	14,542	XXXXXX	61
62		4-145 Tank-22,000 Gallons and Over	4,866	XXXXXX	62
63		4-146 All Other Car Types	1,194	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	127,461	XXXXXX	64

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		4-15 Private Line Cars-Empty (H)	XXXXXX	XXXXXX	
65		4-150 Box-Plain 40-Foot	1	XXXXXX	65
66		4-151 Box-Plain 50-Foot and Longer	1,337	XXXXXX	66
67		4-152 Box-Equipped	21	XXXXXX	67
68		4-153 Gondola-Plain	59	XXXXXX	68
69		4-154 Gondola-Equipped	73	XXXXXX	69
70		4-155 Hopper-Covered	29,330	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	1,075	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	515	XXXXXX	72
73		4-158 Refrigerator-Mechanical	1,631	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	0	XXXXXX	74
75		4-160 Flat-TOFC/COFC	16,343	XXXXXX	75
76		4-161 Flat-Multi-Level	15,866	XXXXXX	76
77		4-162 Flat-General Service	194	XXXXXX	77
78		4-163 Flat-All Other	2,832	XXXXXX	78
79		4-164 Tank-Under 22,000 Gallons	16,300	XXXXXX	79
80		4-165 Tank-22,000 Gallons and Over	5,516	XXXXXX	80
81		4-166 All Other Car Types	972	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	92,565	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	5,716	XXXXXX	83
84		4-18 No Payment Car-Miles (I) ¹	79,417	XXXXXX	84
		4-19 Total Car-Miles by Train Type	XXXXXX	XXXXXX	
85		4-191 Unit Trains	84,191	XXXXXX	85
86		4-192 Way Trains	103,658	XXXXXX	86
87		4-193 Through Trains	499,776	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	687,625	XXXXXX	88
89		4-20 Caboose Miles	10,881	XXXXXX	89
		5. Passenger Car-Miles (thousands) (j)	XXXXXX	XXXXXX	
90		5-01 Coaches		11,645	90
91		5-02 Combination, Passenger Cars			91
92		5-03 Sleeping and Parlor Cars			92
93		5-04 Dining, Grill and Tavern Cars		59	93
94		5-05 Head-End Cars (Other than 5-02)			94
95		5-06 TOTAL (lines 90-94)		11,704	95
96		5-07 Business Cars			96
97		5-08 Crew Cars (Other than Cabs)			97

¹Total 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.
		6. Gross Ton-Miles (thousands) (K)	XXXXXX	XXXXXX	
98		6-01 Road Locomotives	5,175,694	285,980	98
		6-02 Freight Trains, Crs., Cnts., and Caboose	XXXXXX	XXXXXX	
99		6-020 Unit Trains	7,968,859	XXXXXX	99
100		6-021 Way Trains	6,011,742	XXXXXX	100
101		6-022 Through Trains	34,298,985	XXXXXX	101
102		6-03 Passenger Trains, Crs., and Cnts.		818,542	102
103		6-04 Non Revenue	285,800	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	53,741,080	1,104,522	104
		7. Tons of Freight (thousands)	XXXXXX	XXXXXX	
105		7-01 Revenue	78,123	XXXXXX	105
106		7-02 Non-Revenue	1,857	XXXXXX	106
107		7-03 TOTAL (lines 105, 106)	79,980	XXXXXX	107
		8. Ton-Miles of Freight (thousands) (L)	XXXXXX	XXXXXX	
108		8-01 Revenue-Road Service	24,216,976	XXXXXX	108
109		8-02 Revenue-Lake Transfer Service		XXXXXX	109
110		8-03 TOTAL (lines 108, 109)	24,216,976	XXXXXX	110
111		8-04 Non-Revenue-Road Service	645,609	XXXXXX	111
112		8-05 Non-Revenue-Lake Transfer Service		XXXXXX	112
113		8-06 TOTAL (lines 111, 112)	645,609	XXXXXX	113
114		8-07 TOTAL-REVENUE AND NON-REVENUE (lines 110, 113)	24,862,585	XXXXXX	114
		9. Train Hours (M)	XXXXXX	XXXXXX	
115		9-01 Road Service	522,717	XXXXXX	115
116		9-02 Train Switching	38,003	XXXXXX	116
117		10. TOTAL YARD-SWITCHING HOURS (N)	606,704	XXXXXX	117
		11. Train-Miles Work Trains (O)	XXXXXX	XXXXXX	
118		11-01 Locomotives	80,277	XXXXXX	118
119		11-02 Motorcars		XXXXXX	119
		12. Number of Loaded Freight Cars (P)	XXXXXX	XXXXXX	
120		12-01 Unit Trains	81,116	XXXXXX	120
121		12-02 Way Trains	498,696	XXXXXX	121
122		12-03 Through Trains	1,129,438	XXXXXX	122
123		13. TOFC/COFC-No. of Rev. Trailers and Containers Loaded and Unloaded (Q)	244,449	XXXXXX	123
124		14. Multi-Level Cars-No. of Motor Vehicles Loaded and Unloaded (Q)	200,559	XXXXXX	124
125		15. TOFC/COFC-No. of Rev. Trailers Picked Up and Delivered (R)	1,903	XXXXXX	125
		16. Revenue Tons-Marine Terminal (S)	XXXXXX	XXXXXX	
126		16-01 Marine Terminals-Coal		XXXXXX	126
127		16-02 Marine Terminals-Ore	8,197,754	XXXXXX	127
128		16-03 Marine Terminals-Other		XXXXXX	128
129		16-04 TOTAL (lines 126-128)	8,197,754	XXXXXX	129
		17. Number of Foreign Per Diem Cars on Line (T)	XXXXXX	XXXXXX	
130		17-01 Serviceable	5,697	XXXXXX	130
131		17-02 Unserviceable	17	XXXXXX	131
132		17-03 Surplus	635	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	6,349	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

(Insert here name of the affiant)

makes oath and says that he is

Senior Vice President
Finance and Accounting

(Insert here the official title of the affiant)

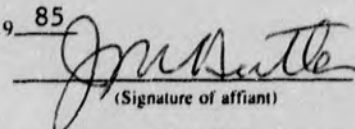
Of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY AND LESSOR

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

SUBSIDIARIES

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

JANUARY 1, 19 85, to and including DECEMBER 31, 19 85


(Signature of affiant)

Subscribed and sworn to before me, a NOTARY PUBLIC

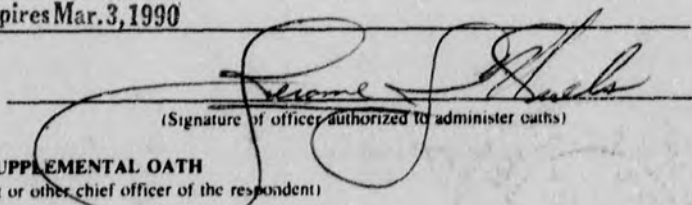
in and for the State and

county above named, this 1st day of April, 19 86

My commission expires

My Commission Expires Mar. 3, 1990

Use an
L.S.
impression seal


(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)

INDEX

	Page No.		Page No.
Accumulated depreciation		Leases	57
Road and equipment leased		Locomotive equipment	78
From others	34	Electric and other	78
Improvements to	34	Consumption of fuel	92
To others	37	Locomotive unit miles	95
Owned and used	31	Mileage-Average of road operated	85
Accruals-Railway tax	59	Changes during the year	75
Analysis of taxes	59	Of main tracks	72-73
Application of funds-Source	15	Of new tracks in which rails were laid	88
Balance sheet	5-9	Of new tracks in which ties were laid	87
Capital stock	14	Of road constructed and abandoned	75
Car, locomotive, and floating equipment-Classification	78-83	operated at close of year	73
Changes in financial position	15-16	By States and territories	75
Company service equipment	79	Owned and not operated at close of year	75
Compensating balances and short-term borrowing		Miscellaneous items in retained income accounts for the	
arrangements	63	year	61
Consumption of fuel by motive-power units	72	Motorcar car miles	95
Contingent assets and liabilities	8	Motor rail cars owned or leased	79
Crossties (see Ties)		Net income	11
Debt holdings	66-68	Oath	99
Deferred maintenance-tracks	91	Operating expenses (see Expenses)	
Depreciation base and rates		Revenues (see Revenues)	
Road and equipment leased		Statistics (See Statistics)	
From others	30	Ordinary income	10
Improvements to	28-29	Passenger car miles	97
To others	36	Private line cars loaded	96
Owned and used	30	Private line cars empty	96
Electric locomotive equipment at close of year	68	Rail motor cars	92
Equipment-classified	78-83	Rails	
Company service	79	Laid in replacement	88
Floating	82-83	Charges to additions and betterments	92
Freight-train cars	80-81	Charges to operating expenses	41
Highway revenue equipment	82-83	Additional tracks, new lines, and extensions	89
Passenger-train cars	80-81	Miles of new track in which rails were laid	88
Inventory	78-83	Weight of	89
Owned-Not in service of respondent	78	Railway-Operating expenses	41-49
Equipment-Leased, depreciation base and rate		Railway-Operating revenues	10
From others	30	Results of Operations	10-11
Improvements to	33	Retained income unappropriated	13
Reserve	34	Miscellaneous items in accounts for year	61
To others	36	Revenues	
Reserve	37	Freight	10
Equipment-Owned, depreciation base rates	30	Passenger	10
Reserve	31	Road and equipment-Investment in	26-27
Expenses-railway operating	41-49	Improvements to leased property	28-29
Extraordinary items	11	Reserve	34
Federal income taxes	59	Leased to others-Depreciation base and rates	36
Financial position-Changes in	15-16	Reserve	37
Floating equipment	82-83	Owned-Depreciation base and rates	30
Freight cars loaded	95	Reserve	31
Freight-train cars	80-81	Used-Depreciation base and rates	30
Freight car-miles	95	Reserve	31
Fuel consumed by motive-power units	92	Road-Mileage operated at close of year	72
Cost	92	By States and Territories	74
Funded debt (see Debt holdings)		Road-Owned and not operated at close of year	73
Gasoline (see Fuel)		Roadway deferred maintenance	90
Guaranties and suretieships	62	Securities (see Investments)	
Identity of respondent	2	Short-term borrowing arrangements-Compensating	
Items in selected income and retained earnings accounts	61	balances and	63
Investments in common stocks of affiliated companies	24	Sinking funds	7
Investments and advances of affiliated companies	20-23	Source and application of working capital	15-16
Railway property used in transportation service	38-39	Specialized service subschedule	58
Road and equipment	26-27	Statement of changes in financial position	15-16
Changes during year	26-77	Stock outstanding	14
Leased property-improvements made during the		Changes during year	14
year	28-29	Number of security holders	3

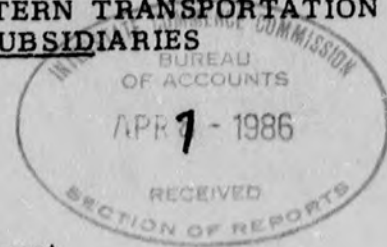
INDEX - Continued

	Page No.		Page No.
Total voting power	3-4	Miles of, at close of year, for other than switching and terminal companies	74
Value per share	3	Track and traffic conditions	85
Voting rights	3	Train hours, yard switching	98
Supporting schedule—Road	52-53	Train miles	95
Suretyships—Guaranties and	62	Tons of freight	98
Ties laid in replacement	86	Ton-miles of freight	98
Ties—Additional tracks, new lines, and extensions	87	TOFC/COFC number of revenues trailer and containers loaded and unloaded	98
Tracks operated at close of year	72	Voting powers and elections	3
		Weight of rail	90

RC 13090.00

CHICAGO AND NORTH WESTERN TRANSPORTATION
NAME OF CARRIER COMPANY AND LESSOR SUBSIDIARIES

SUPPLEMENTAL 1985 R-1 DATA



INSTRUCTIONS

1. Line and column references in column (b) are to the 1985 R-1 report.
2. Data entered in column (c) shall be computed under RRB accounting.
3. Data entered in column (d) shall be computed under RRB accounting.
4. This supplemental report should be filed with the Bureau of Accounts by April 30, 1986.

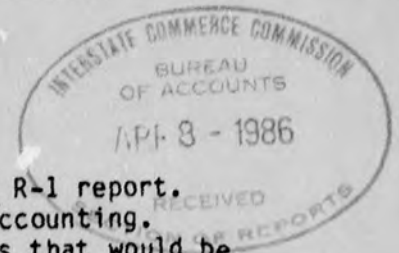
Selected items (a)	1985 R-1 Location (b)	RRB Accounting As of 12/31/85 (Dollars in Thousands) (c)	RRB Accounting As of 1/1/85 (Dollars in Thousands) (d)
<u>Schedule 210</u>			
1. Net railway operating income (loss)	Line 69	<u>\$ (10,147)</u>	N/A
<u>Schedule 245</u>			
2. Total working capital	Line 28	<u>88,591</u>	<u>\$ 83,892</u>
<u>Schedule 352A</u>			
TOTAL	Line 31		
3. Investments in property	col. d	<u>878,761</u>	<u>871,133</u>
4. Depreciation and Amortization of defense projects	col. e	<u>240,216</u>	<u>228,544</u>
<u>Schedule 352B</u>			
Interest during construction	Line 41		
5. Respondent	col. b	<u>NONE</u>	<u>NONE</u>
6. Lessor railroads	col. c	<u>NONE</u>	<u>NONE</u>
7. Inactive (Proprietary Companies)	col. d	<u>NONE</u>	<u>NONE</u>
8. Other Leased Properties	col. e	<u>NONE</u>	<u>NONE</u>
Other elements of Investment	Line 42		
9. Respondent	col. b	<u>(1,658)</u>	<u>(1,218)</u>
10. Lessor railroads	col. c	<u>-</u>	<u>-</u>
11. Inactive (Proprietary Companies)	col. d	<u>-</u>	<u>-</u>
12. Other Leased Properties	col. e	<u>-</u>	<u>-</u>

CHICAGO AND NORTH WESTERN TRANSPORTATION
NAME OF CARRIER COMPANY AND LESSOR SUBSIDIARIES

SUPPLEMENTAL 1985 R-1 DATA

INSTRUCTIONS

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 April 30, 1986.



Item No.	Selected Items (a)	1982 R-1 Location (b)	RRB Accounting As of 12/31/85 (Dollars in Thousands) (c)
1.	<u>Schedule 335, Accumulated Depreciation-Road and Equipment Owned and Used</u> Total road	Line 28, col. g	\$ <u>41,260</u>
2.	<u>Schedule 342, Accumulated Depreciation-Improvements to Road and Equipment Leased from Others</u> Total road	Line 27, col. g	<u>1,101</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>221,922</u>
5.	Total expenditures for road	Line 34, total of cols. b thru e	<u>440,729</u>
6.	Total general expenditures	Line 45, total of cols. b thru e	<u>-</u>

Item No.	Selected Items (a)	1982 R-1 Location (b)	RRB Accounting As of 12/31/85 (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>37,213</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>1,806</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>5,013</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>313</u>
	Depreciation - Running		
11.	Freight	Line 136, col. f	<u>827</u>
12.	Passenger	Line 136, col. g	<u>86</u>
	Depreciation - Switching		
13.	Freight	Line 137, col. f	<u>209</u>
14.	Passenger	Line 137, col. g	<u>2</u>
	Depreciation - Other		
15.	Freight	Line 138, col. f	<u>6,181</u>
16.	Passenger	Line 138, col. g	<u>196</u>
	Other - Running		
17.	Freight	Line 148, col. f	<u>1,545</u>
18.	Passenger	Line 148, col. g	<u>1</u>
	Other - Switching		
19.	Freight	Line 149, col. f	<u>(1,108)</u>
20.	Passenger	Line 149, col. g	<u></u>

Item No.	Selected Items (a)	1982 R-1 Location (b)	RRB Accounting As of 12/31/85 (Dollars in Thousands) (c)
	Other - Other		
21.	Freight	Line 150, col. f	<u>1,422</u>
22.	Passenger	Line 150, col. g	<u>404</u>
	Total Way and Structures		
23.	Freight	Line 151, col. f	<u>146,091</u>
24.	Passenger	Line 151, col. g	<u>15,071</u>
	<u>Schedule 412, Way and Structures</u>		
25.	Total - Retirement	Line 35, col. c	<u>(928)</u>
	<u>Schedule 415, Supporting Schedule Equipment</u>		
26.	Total - Locomotives	Line 5, col. f	<u>4,633</u>
27.	Total - Freight Train Cars	Line 24, col. f	<u>36,848</u>
28.	Total - Highway Equipment Floating Equipment - Revenue Service	Line 32, col. f	<u>377</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>7,001</u>
33.	Work & Other Non-revenue Equipment	Line 41, col. f	<u>2,208</u>
34.	Total - All Equipment	Line 43, col. f	<u>51,067</u>

ROAD INITIALS C&NW

Selected Items (a)	1982 R-1 Location (b)	RRB Accounting As of 12/31/85 (Dollars in Thousands) (c)
35. OTHER ACCOUNTS (SEE INSTRUCTIONS) SCHEDULE 410 --WAY AND STRUCTURES:		\$
Administration-Track	line 1,col.f	7,864
Administration-B&B	line 2,col.f	2,127
Administration-Signal	line 3,col.f	2,457
Administration-Communications	line 4,col.f	1,465
Administration-Other	line 5,col.f	708
Power Systems	line 28,col.f	236
Highway Grade Crossing-Running	line 29,col.f	2,007
Station & Office Buildings	line 31,col.f	1,530
Miscl.Buildings & Structures	line 102,col.f	955
Roadway Machines	line 109,col.f	5,814
Small Tools and Supplies	line 110,col.f	4,760
Fringe Benefits-Running	line 112,col.f	13,493
Fringe Benefits-Other	line 114,col.f	6,042
Dismantling Retired Road Property- Running	line 145,col.f	1,814
--FREIGHT CARS:		
Lease Rentals-Debit	line 221,col.f	36,848

ROAD INITIALS C&NW

Selected Items (a)	1982 R-1 Location (b)	RRB Accounting As of 12/31/85 (Dollars in Thousands) (c)
35. OTHER ACCOUNTS (SEE INSTRUCTIONS) --OTHER EQUIPMENT:		\$
Computers & Data Processing Systems	line 305, col. f	845
Work & Other Non-Revenue Equipment	line 307, col. f	5,817
Fringe Benefits	line 309, col. f	330
Lease Rentals-Debit	line 311, col. f	9,618
Depreciation	line 317, col. f	2,185
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--GENERAL AND ADMINISTRATIVE:		
Officers-General Administration	line 601, col. f	4,214
Accounting, Auditing & Finance	line 602, col. f	10,615
Management Services & Data Processing	line 603, col. f	8,436
Personnel & Labor Relations	line 607, col. f	3,968
Legal and Secretarial	line 608, col. f	5,393
Fringe Benefits	line 611, col. f	10,479
Casualties and Insurance	line 612, col. f	91
Joint Facility-Debit	line 616, col. f	283
Other	line 618, col. f	26,061
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TOTAL OPERATING EXPENSES-FREIGHT	line 620, col. f	763,820
TOTAL OPERATING EXPENSES-PASSENGER	line 620, col. g	71,201
TOTAL OPERATING EXPENSES-TOTAL	line 620, col. h	835,021

