

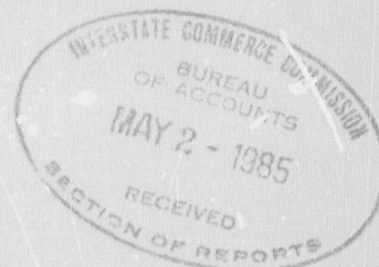
RC-131300 CHICAGO, MILWAUKEE, ST. PAUL & PACIFIC 1984 1 OF 3

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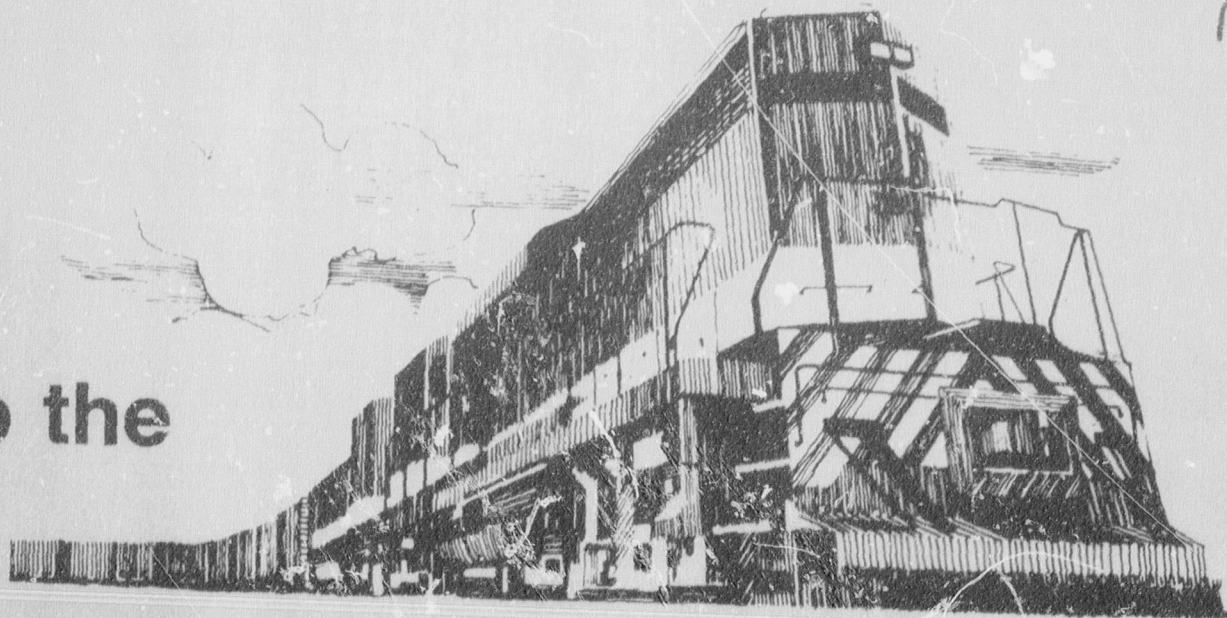
annual report

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



	<p>RC000322 ACAR CLIH CHICAGO MILWAUKEE ST PAUL & PACIFIC 516 JACKSON BLVD RM 746 CHICAGO IL 60606</p>
<p>Correct name and address if different than shown.</p>	<p>Full name and address of reporting carrier. (Use mailing label on original, copy in full on duplicate.)</p>

to the



Interstate Commerce Commission

FOR THE YEAR ENDED DECEMBER 31, 1984

ANNUAL REPORT

OF

RICHARD B. OGILVIE, TRUSTEE OF THE PROPERTY OF

CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, DEBTOR

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1984

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

(Name) T. F. Power, Jr. (Title) Vice President-Reorganization

(Telephone number) 312 294-0440
(Area code) (Telephone number)

(Office address) 547 West Jackson Boulevard, Chicago, Illinois 60606
(Street and number, city, State, and ZIP code)

SPECIAL NOTICE

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

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

Title:

Decision Date

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

Schedule 330 & 330A	Instruction number 1 revised to require "Grand Total" lines to be completed.
Schedule 342	Instruction number 5 revised to require "Grand Total" lines to be completed.
Schedule 351	Instruction number 4 revised to require "Grand Total" lines to be completed.
Schedule 352A	Column heading for Col. C changed to correspond with Instruction 4.
Schedule 415	All instructions rewritten to clarify intent of reporting.
Schedule 416	Columns 10 and 11 retitled and a new Schedule 416A, supporting schedule "capital leases" old schedule 416A renumbered to Schedule 416B and retitled to "Property Leased from Others"
Schedule 450	Title clarified.
Schedule 500	Schedule deleted and reported data requirement added to Schedule 200 as Item 7.
Schedule 510	A summary to reconcile the categories within Schedule 510 added as item 8. Revised to remove the requirement that "a copy of any and all restrictive covenant attached to the indebtedness" be submitted.
Schedule 700	Table at bottom of instructions deleted.
Schedule 724	Additional lines added.
Schedule 725	Additional lines added.
Schedule 755	Instructions revised to include a clarified definition for "unit train". Instruction R rewritten. Footnote for lines 29, 63 and 81 eliminated. Footnote for line 84 added.

The following schedules were deleted by NOTICE ON July 16, 1984 F.R. Vol. 49 No. 137/28774.

Schedule 205	Restatement of The Results of Operations Under Depreciation Accounting
Schedule 205A	Restatement of Retained Earnings Under Depreciation Accounting
Schedule 205B	Restatement of Road and Equipment and Accumulated Depreciation and Amortization Accounts
Schedule 205C	Summary of Track Operating Expense
Schedule 241	Changes In Working Capital
Schedule 500	Contingent Assets and Liabilities
Schedule 361	Capitalized capital leases.

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) 2,400

(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) N/A

(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) N/A

Storage costs (Estimated) _____

TABLE OF CONTENTS

	SCHEDULE NO.	PAGE		SCHEDULE NO.	PAGE
Schedules Omitted by Respondent	A	1	Supporting Schedule—Capital Leases	415A	55
Identity of Respondent	B	2	Supporting Schedule—Road	416B	55
Voting Powers and Elections	C	3	Specialized Service Subschedule—Transportation	417	56
Comparative Statement of Financial Position	200	5	Analysis of Taxes	450	57
Results of Operations	210	10	Items in Selected Income and Retained Earnings		
Retained Earnings—Unappropriated	220	13	Accounts for the Year	460	59
Capital Stock	230	14	Guaranties and Suretyships	501	60
Statement of Changes in Financial Position	240	15	Compensating Balances and Short-Term Borrowing		
Working Capital Information	245	17	Arrangements	502	61
Investments and Advances Affiliated Companies	310	20	Debt Holdings	510	64
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	68
Depreciation Base and Rates—Road and Equipment			Mileage Operated at Close of Year	700	70
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	71
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	72
and Equipment Leased from Others	340	33	Changes During the Year	705	73
Accumulated Depreciation—Improvements to Road and			Inventory of Equipment	710	76
Equipment Leased from Others	342	34	Unit Cost of Equipment Installed During the Year	710S	82
Depreciation Base and Rates—Road and Equipment			Track and Traffic Conditions	720	83
Leased to Others	350	36	Ties Laid in Replacement	721	84
Accumulated Depreciation—Road and Equipment			Ties Laid in Additional Tracks and in New Lines and		
Leased to Others	351	37	Extensions	722	85
Investment in Railroad Property Used in Transportation			Rails Laid in Replacement	723	86
Service (By Company)	352A	38	Rails Laid in Additional Tracks and in New Lines and		
Investment in Railway Property Used in Transportation			Extensions	724	87
Service (By Property Accounts)	352B	39	Weight of Rail	725	88
Railway Operating Expenses	410	41	Summary of Track Maintenance	726	89
Way and Structures	412	48	Deferred Maintenance—Tracks	728	89
Rents for Interchanged Freight Train Cars Other Freight			Consumption of Fuel by Motive-Power Units	750	90
Carrying Equipment	414	49	Railroad Operating Statistics	755	93
Supporting Schedule—Equipment	415	52	Verification		97
Supporting Schedule—Road	416	54	Memoranda		99

Road Initials: MILW

Year 1984

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

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

1. Exact name of common carrier making this report Richard B. Ogilvie, Trustee of the Property of Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor
2. Date of incorporation of Debtor - March 31, 1927
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 Petition for reorganization of the Chicago, Milwaukee, St. Paul and Pacific Railroad Company, a Wisconsin Corporation was filed under Section 77 of the Federal Bankruptcy Act on December 19, 1977 in the U. S. District Court for the Northern District of Illinois, Eastern Division (No. 77 B 8999). Mr. Stanley E. G. Hillman was appointed Trustee by Order of the Court entered on January 18, 1978. The
4. If the respondent was reorganized during the year, involved in a consolidation or merger, or conducted its business under a different name, give full particulars _____

Not Applicable

#3 Cont'd. -

Interstate Commerce Commission ratified the appointment of Mr. Hillman on February 9, 1978. On June 14, 1979, for reasons of health, Mr. Hillman submitted his resignation to be effective upon appointment and ratification of his successor. On July 24, 1979 the Court appointed as successor Trustee Mr. Richard B. Ogilvie, who had been Court-appointed counsel to Mr. Hillman. Mr. Ogilvie's appointment was approved by the Interstate Commerce Commission on August 20, 1979.

STOCKHOLDERS REPORTS

5. The respondent is required to send to the Bureau of Accounts, immediately upon preparation, two copies of its latest annual report to stockholders.

Check appropriate box:

- ☐ Two copies are attached to this report.
- ☐ Two copies will be submitted _____ (date)
- ☒ No annual report to stockholders is prepared.

C. VOTING POWERS AND ELECTIONS

No

1. State the par value of each share of stock: Common, \$ par per share; first preferred, \$ 100 per share; second preferred, \$ None per share; debenture stock, \$ None per share. Redeemable Preference, \$10,000 per share (Note (a))
2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote No (see Notes (b) & (d))
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. (see Notes (c) and (d))
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. 2,698,544 votes, as of December 31, 1984

(Date)

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7. 789 stockholders.

9. Give the names of the thirty security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within 1 year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each his address, the number of votes which he would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he was entitled, with respect to securities held by him, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities, stating in a footnote the names of such other securities (if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreements, give as supplemental information the names and addresses of the thirty largest holders of the voting trust certificates and the amount of their individual holdings. If the stock book was not closed or the list of stockholders compiled within such year, show such thirty security holders as of the close of the year.

Line No.	Name of security holder	Address of security holder	Number of votes to which security holder was entitled	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED			Line No.
				Stocks			
				Common	PREFERRED		
	Second (e)	First (f)					
1	Chicago Milwaukee Corp.	Chicago, IL	2,570,666	2,092,720		477,946	1
2	Lillian Murray	Fort Lee, NJ	9,435	5,502		3,933	2
3	Zohar Ben Dov	New York, NY	9,059	7,653		1,406	3
4	Marlow & Co.	Fort Lee, NJ	3,487	3,237		250	4
5	Zev Steiger	Highland Park, IL	3,000	1,900		1,100	5
6	Kray & Co.	Chicago, IL	2,839	1,160		1,679	6
7	Peter Sharp	New York, NY	2,485	2,250		235	7
8	Eugene Casey	Gaithersburg, MD	2,100	2,100			8
9	W. G. Kahlert	St. Paul, MN	2,000	2,000			9
10	B. H. Hoffman	Belle Harbor, NY	1,575	900		675	10
11	H. C. Litt	Harrison, NY	1,500	1,500			11
12	Philadep & Co.	Philadelphia, PA	1,320	1,108		212	12
13	A. Weinacker	Detroit, MI	1,300	1,300			13
14	C. LaManna	St. Paul, MN	1,200	1,200			14
15	J. D. Levy	St. Louis, MO	1,000			1,000	15
16	R. C. Reed	Delray Beach, FL	1,000	1,000			16
17	N. V. Maatschappy (f)	Amsterdam	950	650		300	17
18	M. Urich	Fort Lee, NJ	898	783		115	18
19	Bache Halsey (e)	New York, NY	891	891			19
20	Pacific & Co.	San Francisco, CA	804	543		261	20
21	N. Batko	Chicago, IL	800	800			21
22	B. Buttles	Rumson, NJ	777	100		677	22
23	J. P. Carucci	Great Neck, NJ	770	178		592	23
24	W. Nesmorb	Fort Lee, NJ	700	700			24
25	J. M. Medvetz	Blue Bell, PA	665	395		270	25
26	M. Hoffman	New York, NY	650	450		200	26
27	J. J. Bader	Cedar Rapids, IA	630	30		600	27
28	J. & E. Bloom	Suffern, NY	601	401		200	28
29	S. Levy	St. Louis, MO	600			600	29
30	R. & P. Haave	Greenwich, CT	600	600			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. 2,570,666
votes cast.
11. Give the date of such meeting. May 10, 1977
12. Give the place of such meeting. Chicago, Illinois

NOTES AND REMARKS

EXPLANATORY NOTES FOR PAGE 3

- (a) The Redeemable Preference Shares are subject to and entitled to the benefit of a Financing Agreement between the United States of America and the respondent dated as of July 15, 1977.
- (b) The Redeemable Preference Shares do not have any voting rights in the conduct of the business of the respondent.
- (c) Preferred Stockholders have the privilege to elect a majority of the Board of Directors whenever full dividends on the preferred stock shall not have been paid during three consecutive calendar years.
- (d) Whenever any dividend or redemption payment which is due on any one or more series of Redeemable Preference Shares shall have remained unpaid for a period of four months, the Secretary of Transportation of the United States or his designee shall have the exclusive right to elect or appoint two persons to serve as members of the Board of Directors, in which event the number of directors constituting the Board of Directors shall be increased by two to reflect such newly created directorships. In such event, the Board of Directors shall also be increased, if necessary, so that the directors elected or appointed by the Secretary shall not constitute more than 20% of the Board of Directors.
- (e) Bache, Halsey Stuart, Shields, Inc.
- (f) N. V. Maatschappy Tot Beheer Van Hel Adm Van Amerikannische Fondsen Apgerigt Door Broes & Gorman Ten Have & Van Esseren Jarmarn & Zoonen.

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	(4,622)	(3,501)	1
2		702	Temporary Cash Investments	17,210	5,410	2
3		703	Special Deposits	65	134	3
4		704	Accounts Receivable			
5		705	- Loan and Notes	475	6,013	4
6		706	- Interline and Other Balances	1,960	1,359	5
7		707	- Customers	18,434	20,723	6
8		709, 708	- Other	9,216	8,898	7
9		708.5	- Accrued Accounts Receivables	67,011	60,789	8
10		709.5	- Receivables from Affiliated Companies	100	164	9
11		710, 711, 714	- Less: Allowance for Uncollectible Accounts			10
12		712	Working Funds Prepayments Deferred Income Tax Debits	814	753	11
13		713	Materials and Supplies	39,358	39,192	12
14			Other Current Assets	2,230	2,291	13
			TOTAL CURRENT ASSETS	152,251	142,225	14
Other Assets						
15		715, 716, 717	Special Funds	101,319	152,727	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310)	224,174	264,664	16
17		722, 723	Other Investments and Advances	860	1,093	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) \$ 1,584	6,986	8,064	19
20		739, 741	Other Assets	3,288	15,309	20
21		743	Other Deferred Debits	896	1,960	21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	337,523	443,817	23
Road and Equipment						
24		731, 732	Road (Schedules 330 and 330A)	837,663	838,446	24
25			Equipment	208,722	218,339	25
26			Unallocated Items			26
27			Accumulated Depreciation and Amortization (Schedules 335, 339; 342, 351)	(459,288)	(461,771)	27
28			Net Road and Equipment	587,097	595,014	28
29	*		TOTAL ASSETS	1,076,871	1,181,056	29

NOTES AND REMARKS

230. 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			
31		752	Accounts Payable; Interline and Other Balances			30
32		753	Audited Accounts and Wages	1,663	2,660	31
33		754	Other Accounts Payable	11,748	15,651	31
34		755, 756	Interest and Dividends Payable	3,626	2,894	33
35		757	Payables to Affiliated Companies	5,564	5,842	34
36		759	Accrued Account Payable			35
37		760, 761, 761.5, 762	Taxes Accrued	87,245	78,998	36
38		763	Other Current Liabilities	4,785	7,569	37
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	67,813	27,219	38
40			TOTAL CURRENT LIABILITIES	13,811	12,921	39
				196,255	154,754	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured			
42		766	Equipment Obligations	254,642	251,164	41
43		766.5	Capitalized Lease Obligations	366		42
44		768	Debt in Default	63,882	74,314	43
45		769	Accounts payable; Affiliated Companies	55,604	140,628	44
46		770.1, 770.2	Unamortized Debt Premium	24,156	34,808	45
47		781	Interest in Default			46
48		783	Deferred Revenues-Transfers from Government Authorities		4,185	47
49		786	Accumulated Deferred Income Tax Credits	24,768	24,851	48
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	35,239	35,239	49
51			TOTAL NONCURRENT LIABILITIES	142,865	141,166	50
				601,522	706,355	51
Shareholders' Equity						
52		791, 792	Capital Stock: (Schedule 230)			
53			Common Stock	278,984	278,984	52
54			Preferred Stock	217,989	217,989	53
55			Discount on Capital Stock	60,995	60,995	54
56		794, 795	Additional Capital (Schedule 230)	117,830	117,830	55
57		797	Retained Earnings:			56
58		798	Appropriated			
59		798.1	Unappropriated (Schedule 220)	(117,720)	(76,867)	57
60		798.5	Net Unrealized Loss on Noncurrent Marketable Equity Securities			58
61			Less Treasury Stock			59
61			Net Stockholders Equity	279,094	319,347	60
62	*		TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	1,076,871	1,181,056	61

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES

(Dollars in Thousands)

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

1. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking and other funds pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts \$ None

2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made \$ 380,000

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 on Page 9

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund \$ 10,138

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

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

If funding is by trust agreement, list trustee(s) The Northern Trust Company, Chicago, Illinois

Date of trust agreement or latest amendment December 16, 1975

If respondent is affiliated in any way with the trustee(s), explain affiliation: Not affiliated

(d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement None

(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: Not applicable

(ii) Are voting rights attached to any securities held by the pension plan? Specify: Yes No If yes, who determines how stock is voted? Not applicable

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 \$

(b) The amount of investment tax credit used to reduce current income tax expense resulting from contributions to qualified employee stock ownership plans for the current year was \$

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account.
\$ None

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.

See Litigation and Contingencies Note 7 on Page 9.

(a) Changes in Valuation Accounts None

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

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

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

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

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

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

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION--EXPLANATORY NOTES

NOTES AND REMARKS

3(a) Pensions

Non-union employees of Railroad are covered by a trustee non-contributory qualified pension plan providing defined benefits integrated with Railroad Retirement Act benefits. Pension expense is accrued at the actuarially computed normal cost plus amortization of prior service cost, and plan is funded on the same basis. Pension expense amounted to \$1,638,694 in 1984, \$454,000 in 1983 and \$2,449,589 in 1982. On the basis of actuarial revisions completed in 1983, employer contributions to the plan and pension expense for 1982 exceeded the total amount required by \$994,000, and such excess was applied to reduction of 1983 contributions and expense. Following is a comparison of accumulated plan benefits and plan net assets:

	January 1	
	1984	1983
	(amounts in thousands)	
Actuarial present value of accumulated plan benefits:		
Vested	\$19,928	\$19,466
Nonvested	369	453
Total	<u>\$20,297</u>	<u>\$19,919</u>
Plan net assets available for benefits	<u>\$10,159</u>	<u>\$10,663</u>

The assumed rate of return used in determining the actuarial present value of accumulated plan benefits was 7% for 1984.

If Railroad were to cease operations and liquidate instead of achieving a reorganization, or otherwise terminate its pension plan, the Employee Retirement Income Security Act of 1974 guarantees the payment of certain benefits and may make Railroad liable for any shortage of plan funds, up to 30 per cent of Railroad's net worth. At January 1, 1984, the amount of Railroad's potential liability with respect to guaranteed benefits was approximately \$6,221,890.

7. Litigation and Contingencies

After the filing by Railroad on December 19, 1977 of its petition for reorganization under Section 77 of the Federal Bankruptcy Act in the Reorganization Court, the Court entered an order which generally stays prosecution of most proceedings against Railroad or the enforcement of any judgment against it, or the enforcement of any lien arising therefrom against Railroad or its property. With certain limited exceptions

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)7. Litigation and Contingencies (Continued)

such a stay is automatic under Bankruptcy Rule 8-501(a) and Section 77(j) of the Act, and this stay remains in effect during the reorganization proceedings unless relief therefrom is granted by the Reorganization Court upon complaint of another party.

Railroad is one of several defendants in a class action suit entitled Organization of Minority Vendors, Inc. et al., v. Illinois Central Gulf Railroad, et al., U. S. District Court for the Northern District of Illinois, Eastern Division (No. 79 C 1512). The complaint alleges that the defendant-railroads, and the non-railroad defendants, have engaged in an unlawful combination and conspiracy to discriminate against the plaintiffs because of their race, color and national origin and to exclude plaintiffs from competing with white-owned and operated business firms for contracts with the railroad-defendants in violation of provisions of the Civil Rights Act, the Sherman Act, and the Clayton Act. The plaintiffs seek preliminary and permanent injunctions prohibiting commission of the allegedly illegal conduct, and a judgment of \$80,000,000, or treble damages of \$240,000,000. The defendants, including Railroad, moved the Court to dismiss this suit. By decision dated December 9, 1983, the District Court found that the individual corporate plaintiffs have standing to pursue injunctive and damage claims on seven counts in the action, while the Organization of Minority Vendors has standing to seek only injunctive relief on all counts. The Court dismissed several portions of the plaintiffs' complaint, including portions of plaintiffs' allegations under the Civil Rights Act and the 4-R Act and portions of plaintiffs' conspiracy and tortious interference allegations. This action has entered the discovery stage, and it is anticipated that a substantial amount of time will be required to complete all discovery in the case. Plaintiffs have moved that the action be maintained as a class action on behalf of the following described class:

All Black and Hispanic minority business enterprises, as defined by the regulations of the United States Department of Transportation, who at any time since February 5, 1976, have marketed or sold the types of materials, supplies, products, goods, and services purchased by the defendant-railroads and who have been, are being, or will be adversely affected by the alleged discriminatory and anticompetitive practices of the defendant-railroads or of their suppliers.

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)7. Litigation and Contingencies (Continued)

Defendants maintain that this motion is without merit. Also pending is the defendant-railroads' Motion for a Preclusion Order or, alternatively, for a Stay of These Proceedings. In this motion, the railroad-defendants request that the Court preclude plaintiffs from challenging defendants' conduct after December 31, 1978, or, in the alternative, that the Court stay this action pending plaintiffs' resort to administrative procedures. Plaintiffs maintain that this motion is without merit. If Railroad is ultimately determined to be liable, such liability has been assumed by the Soo Line Railroad Company pursuant to its February 19, 1985 acquisition of the assets of Railroad's core operating system.

In May, 1980 Railroad was served with a complaint filed with the Reorganization Court seeking, on behalf of Unit-Trainship, Inc., the entry of a mandatory injunction requiring Railroad to account for all gross revenues produced by operation of its "Sprint-Train" between Chicago and Minneapolis, the tender of 10% of all such gross revenues to Unit-Trainship as damages for breach of an alleged contract, and the barring of the Sprint-Train operations as being in violation of Interstate Commerce Commission rules and the Elkins Act. The Trustee filed an answer seeking dismissal of the complaint and such further relief as the Court may deem just. In September, 1982, Railroad was served with an additional complaint filed in the Circuit Court of Cook County, Illinois, seeking identical relief; this latter complaint was voluntarily dismissed by the plaintiff in October, 1982. The original complaint is still pending before the Reorganization Court. If Railroad is ultimately determined to be liable in this lawsuit, such liability has been assumed by the Soo Line Railroad Company pursuant to its February 19, 1985 acquisition of the assets of Railroad's core operating system.

In December 1981 the Iowa Department of Transportation ("IDOT") filed a motion with the Reorganization Court requesting that Court to order Railroad to restore or repair abandoned railroad crossings and grade separation structures on state roadways in Iowa. On December 13, 1982 the Court entered a decision holding, in part, that Railroad has a common-law duty to restore railroad crossings to their previous condition after abandonment, if the highway was constructed prior to the railroad's line. The decision would also extend that rule to bridges and grade separations which pass over or under a highway. On March 3, 1983 the Court entered Order No. 653 providing generally the same decision with respect to an order regarding abandoned crossings sought by Sioux City, Iowa. In August, 1983 a similar motion for

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)7. Litigation and Contingencies (Continued)

repair and restoration was filed with the Reorganization Court on behalf of five Iowa counties. Railroad had vigorously contested IDOT's motion. Officers of Railroad and IDOT met in attempts to interpret and apply the aforesaid decision of Railroad's Reorganization Court and determine Railroad's responsibility, if any, for abandoned crossings and grade separations on state roads in Iowa; no agreement was reached. In addition, the Rock Island's reorganization court subsequently found there was no such duty to restore or repair in that case of a railroad in liquidation. IDOT appealed the decision in the Rock Island case to the U. S. Court of Appeals for the Seventh Circuit. On February 28, 1985, the Court of Appeals denied IDOT's appeal, and this decision may affect Railroad's ultimate resolution of this issue.

On May 2, 1984, Railroad sold its entire 25% equity and other interests in Chicago Union Station Company ("CUS") to National Railroad Passenger Corporation (Amtrak) for \$6.75 million in cash and other considerations. Railroad continues as a guarantor, jointly with other railroads, of \$18 million of CUS mortgage bonds outstanding. Railroad's guaranty of the CUS bonds is indemnified by Amtrak. Railroad is contingently liable under the sale agreement for a portion of any income tax deficiencies that may be enforced against CUS with respect to pre-sale periods after 1975. Liability of Railroad for reimbursement of income taxes is limited to \$2 million.

Railroad participated in various jointly-owned or jointly-used rail facilities. The legal status and extent of its obligation, if any, to continue support of such facilities located in abandoned territory has not been finally established.

8. Reorganization Proceedings

On December 19, 1977, after three years of heavy losses, Chicago, Milwaukee, St. Paul and Pacific Railroad Company ("Railroad") filed its petition for reorganization pursuant to Section 77 of the Federal Bankruptcy Act with the United States District Court for the Northern District of Illinois, Eastern Division (No. 77 B 8999) ("Reorganization Court"). The petition was approved on December 20, 1977 and a Trustee was subsequently appointed. Under the Federal Bankruptcy Act, the Trustee, subject to the control of the Reorganization Court and the Interstate Commerce Commission ("ICC"), holds title to Railroad's assets and is authorized to conduct the business and manage the property of Railroad during the pendency of the reorganization proceedings for such time and on such conditions as may be in the best interest of Railroad's

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)8. Reorganization Proceedings (Continued)

estate and in the interest of continuing, so far as feasible, Railroad's rail operations.

Pursuant to authority provided by orders of the Reorganization Court, Railroad has deferred payment of certain invoices, claims, taxes, interest, wages, salaries and other items and has classified them in the Statement of Financial Position as "Accounts payable, accrued and other liabilities deferred under reorganization proceedings." During the pendency of the reorganization proceedings, payment of dividends on Railroad's capital stock has been prohibited by order of the Reorganization Court. Dividends were last paid on the Preferred Stock in 1969 and on the Common Stock in 1967. To maintain rail service and to obtain funds for track and equipment rehabilitation, debt retirement and other purposes, the Trustee, with Reorganization Court approval, borrowed substantial amounts from a variety of external and internal sources, on Trustee's Certificates. Many of these borrowings were objected to by various debt indenture trustees and Chicago Milwaukee Corporation ("CMC"), Railroad's principal stockholder.

In 1979 the Trustee determined that there was no practical hope of revitalizing the existing system, consisting at that time of a transcontinental railroad operating over nearly 10,000 route-miles in the midwest and across the northern tier states to the Pacific northwest, but that there was a reasonable prospect for reorganization of a 3,900-mile midwest system. Beginning in April of 1979 the Trustee petitioned the Reorganization Court to embargo service on Railroad's lines outside the 3,900-mile system, and on November 1, 1979 the embargo was put into effect. The embargo was lifted shortly thereafter because of enactment of the Milwaukee Railroad Restructuring Act (P.L. 96-101) ("MRRRA"), but was subsequently reinstated in March, 1980.

In August of 1979 the Trustee filed a reorganization plan proposing reorganization around a 3,200-mile midwest system. In early 1980 this plan was considered by the ICC along with another reorganization plan and a plan presented by CMC calling for liquidation. On March 19, 1980, the ICC issued a decision that rejected all of the plans before it, but retained jurisdiction to consider new or revised plans of reorganization.

After 1979, the Trustee's efforts at reorganizing the Railroad centered upon eliminating, by abandonments and sales, those rail lines not to be retained, by operating Railroad on this reduced scale and by taking actions to make it viable. At the

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)8. Reorganization Proceedings (Continued)

same time, the Trustee recognized that the most desirable outcome of the reorganization proceedings could be the acquisition by another carrier of Railroad's midwest system as a going concern. An aggressive program of abandonments and sales of excess lines, and 1981 sales of certain timber properties owned by Milwaukee Land Company, a wholly-owned subsidiary of Railroad, have now generated resources for the settlement of claims against the estate. In September of 1981 the Trustee filed the Trustee's Revised Plan of Reorganization ("1981 Plan"), which contemplated profitable operation of a railroad further reduced to 2,900 miles. The 1981 Plan also contemplated assumption of certain obligations by a Reorganized Railroad and satisfaction of all or most other claims against the estate in cash, using the proceeds of the sales of surplus rail assets and timber properties.

On August 17, 1982, the Trustee and Milwaukee Land Company entered into a Stock Acquisition Agreement ("Stock Agreement") with Grand Trunk Corporation ("GTC"), a wholly-owned subsidiary of Canadian National Railway Company and the holding company for four American railroad subsidiaries operating about 2,000 route-miles of mainline track, principally in Michigan, Ohio and Minnesota. Lines of GTC and Railroad connect at Chicago, Illinois and Duluth, Minnesota. The Stock Agreement contemplated the reorganization of Railroad as an operating railroad around its 3,100-mile midwest core system, and provided that the Trustee would issue all of the voting stock of such newly Reorganized Railroad to GTC.

Under the Stock Agreement, the Reorganized Railroad to be acquired by GTC would have retained or assumed specified assets and liabilities of the estate. The liabilities of the estate which were to be assumed or retained by the Reorganized Railroad were estimated to amount to about \$250 million, exclusive of current liabilities, as of December 31, 1984. These were to include principally certain long-term obligations to the Federal government for property rehabilitation loans and loans to fund a labor protection program, certain capital leases and other equipment obligations, certain unfunded pension liabilities with respect to non-union employees, employee deferred compensation claims, and long-term obligations under certain refundable side track, car repair and rehabilitation agreements. Obligations of Railroad as guarantor of debt of Chicago Union Station Company and Kansas City Terminal Railway Company were also to be assumed by the Reorganized Railroad. Under the Stock Agreement the assets of the Reorganized Railroad would consist of assets related to the operation of the core system (the "Core

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)

8. Reorganization Proceedings (Continued)

Assets"), including equipment, trackage and contract rights necessary to conduct rail operations over the core system, the net investment in affiliated companies other than Milwaukee Land Company, and current assets in an amount at least equal to current liabilities and including at least \$2 million of cash.

As required by the Stock Agreement, the Trustee revised the 1981 Plan to accommodate the proposed business combination with GTC. The Trustee's Amended Plan of Reorganization dated March 31, 1983 ("Amended Plan") was filed with the Reorganization Court and transmitted to the ICC on that date.

The treatment of creditors proposed by the Trustee in the Amended Plan was similar to that proposed in the 1981 Plan. Most of the claims against the estate not assumed by the Reorganized Railroad or forgiven by law were to be paid in cash on or before consummation, or as soon as practicable thereafter. The Amended Plan stated that consolidation with GTC would provide to Railroad additional traffic volumes sufficient to ensure financial viability, and that Railroad's future as an independent operating entity would be in doubt without this traffic. Railroad and GTC instituted certain interim operating coordinations designed to improve productivity and service in the primary traffic corridors of the two systems. Subsequently, on September 5, 1984, GTC and Burlington Northern Railroad announced a similar coordination agreement to be effective January 2, 1985, and GTC announced that it would concurrently terminate the existing coordination arrangement with Railroad.

Responses to the Amended Plan included the filing, on July 27, 1983, of two alternative plans, one by Chicago and North Western Transportation Company and its wholly owned subsidiary, Mid-America Rail Properties, Inc. ("C&NW"), and the second by the Debtor-corporation and CMC. The C&NW plan, which called for acquisition of Railroad's core system by Mid-America Rail Properties, Inc., was essentially the same as the Amended Plan with respect to the core system assets to be transferred, the Railroad obligations to be assumed and the satisfaction of claims against the estate. Unlike the Amended Plan, the C&NW plan was structured as a sale of assets, so as to preserve to the Debtor and CMC the potential tax benefits from Railroad's tax loss and investment tax credit carry forwards. The CMC alternative plan contemplated reorganization of the Railroad as an operating railroad around the core system, without merger or other affiliation with any other

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)8. Reorganization Proceedings (Continued)

carrier, and it was similar in all material respects to the Trustee's 1981 Plan.

On February 6, 1984 the Reorganization Court granted a motion by Soo Line Railroad Company ("Soo") for extension of the original July 27, 1983 deadline so as to permit Soo to file an alternative plan of reorganization. The February 6 order of the Reorganization Court also permitted Soo to file, no later than February 17, 1984, an application to acquire lines of Railroad pursuant to Section 5(b) of MRRA, and permitted any other interested party to file a Section 5(b) application no later than February 29, 1984. A Section 5(b) acquisition involves a sale of Railroad assets in advance of its reorganization. Soo's alternative plan of reorganization, dated and filed February 7, 1984, adopted the Amended Plan in most respects, and differed from it principally in that the compensation for the Core Assets would also include \$40 million in cash.

As permitted by the February 6 order of the Reorganization Court, MRRA Section 5(b) applications to acquire all or substantially all of Railroad's Core Assets were filed by Soo, C&NW and GTC. Each of these applications offered to assume essentially the same Railroad debt as proposed to be assumed by GTC under the Amended Plan, and additional compensation in cash was offered by Soo (\$40 million) and C&NW (\$60 million). Each of the proposals was structured so as to preserve to the Debtor and CMC the potential benefits from Railroad's tax loss and investment tax credit carryforwards. In addition to these MRRA Section 5(b) applications, companion alternative reorganization plans under Section 77 of the Bankruptcy Act were filed by these three applicants. Each party requested that, in the event MRRA Section 5(b) is deemed inapplicable, its Section 77 alternative plan be approved.

During March of 1984 GTC sought legal determination as to (1) whether the Reorganization Court abused its discretion in extending the initial deadline for filing an acquisition proposal, and (2) whether the Reorganization Court erred in holding that Section 5(b) of MRRA may be utilized where a railroad seeks to acquire, operate and control another railroad which is in reorganization. On April 4, 1984 the United States Court of Appeals for the Seventh Circuit denied GTC's motion for a temporary stay, injunction and other equitable relief, and on February 28, 1985 the Court of Appeals denied GTC's appeals.

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)8. Reorganization Proceedings (Continued)

By order dated March 14, 1984, the Reorganization Court referred the acquisition applications to the ICC for review in accordance with MRRRA Section 5(b)(2), and requested the ICC to state if possible which, if any, of the applications is preferred. The ICC established a procedural schedule under which it would report back to the Reorganization Court by September 10, 1984 its decision with respect to all pending reorganization plans and Section 5(b) acquisition proposals.

The ICC's procedural schedule set April 6, 1984 as a deadline for amendment of the three acquisition proposals, and such amendments were filed on that date on behalf of Soo, C&NW and GTC. Soo and C&NW each raised their respective offers of compensation, over and above their previous offers to assume long-term obligations of approximately \$260 million, to include cash or cash equivalents of approximately \$150 million, including \$148.0 million of cash in the case of Soo and \$63.5 million of cash in the case of C&NW. GTC amended its acquisition offer by the April 6 deadline but its amendment did not contain any consideration above the assumption of approximately \$250 million in long-term obligations. GTC subsequently proposed to prepay, in lieu of merely assuming, \$143 million of Railroad's indebtedness to the Federal government under certain loan agreements. This indebtedness was part of the \$250 million to be assumed by GTC.

As requested by the Reorganization Court, the Trustee, on April 13, 1984, filed comments on the amended proposals with the ICC. The Trustee concluded that the competing proposals of Soo and C&NW meet statutory standards and were in the public interest and the interests of the estate and employees. The Trustee stated in his comments that approval and execution of either the Soo or C&NW proposal would (a) remove any doubt concerning the ability of the estate to satisfy, fully in cash, creditor claims not assumed by the acquiring carrier, and (b) trigger recapture by Railroad's employees of wages sacrificed by the employees during 1982 through 1984 under a 7% wage reduction agreement. No such recapture was possible under the GTC proposal. The Trustee concluded further that the GTC proposal, while in the public interest, could not be deemed to be in the interest of the estate or employees unless modified to substantially meet the terms of the Soo and C&NW proposals.

In accordance with its procedural schedule, the ICC in September 1984 released its decision with respect to the pending proposals for acquisition of Railroad's core system. The ICC approved the Soo proposal, denied the GTC proposal

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)8. Reorganization Proceedings (Continued)

because it failed to offer fair compensation, denied the CMC proposal because of uncertainty as to the viability of the resulting carrier on a stand-alone basis, and returned the C&NW proposal to the Reorganization Court without action because of failure (2-2 vote) to reach a majority decision. As to the C&NW proposal, the ICC found substantial benefits including service improvements and annual operational savings estimated at \$123 million. The ICC also found that the C&NW proposal would involve significant anticompetitive impacts in the Duluth/Superior-Twin Cities-Kansas City corridor, the Chicago-Milwaukee corridor and the Chicago-Green Bay corridor, but that such impacts could be cured by granting to Soo track-age rights in these areas, including (1) rights to operate over the C&NW "Spine Line" between Kansas City, Missouri and Northfield, Minnesota, (2) rights over C&NW lines between Appleton and Green Bay, Wisconsin and the right to serve on-line industries in this sector, and (3) rights over Railroad's lines in the vicinity of Milwaukee, Wisconsin and the right to serve Milwaukee industries now served by Railroad and/or C&NW.

Upon receipt of the ICC's detailed report and findings, served September 26, the Reorganization Court set October 9, 1984 as the date for filing of any proposal modifications by Soo or C&NW. On that date, C&NW filed a modification which offered approximately \$211 million over and above its April 6, 1984 offer, consisting of \$86 million in cash, \$80 million in mortgage notes, \$25.875 million in the form of 750,000 shares of C&NW common stock and \$19 million of other considerations. As part of its modification filing, C&NW also agreed to accept the traffic-rights conditions required by the ICC if the C&NW acquisition proposal were to be approved. Soo declined to modify its compensation offer, but agreed to modify certain other aspects of its offer.

As requested by the Reorganization Court, the Trustee on October 16, 1984 issued a statement of Verified Recommendations with respect to the acquisition proposals, as amended, of Soo and C&NW. The Trustee recommended the amended C&NW proposal as being substantially superior to that of Soo, and urged that it be referred back to the ICC for review and approval. The Reorganization Court ruled on November 1, 1984 that it would consider the C&NW proposal, as modified on October 9, 1984, only after evaluation by the ICC, and referred it to the ICC for its review and recommendation. The ICC was directed to render its report and findings to the Reorganization Court by early January, 1985.

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)

8. Reorganization Proceedings (Continued)

At an open voting conference held on December 20, 1984, the ICC Commissioners by a 5 to 2 vote found the C&NW plan to be in the public interest, and by a 4 to 3 vote indicated a preference for the Soo proposal. These voting results were confirmed by the ICC's formal decision and order, dated January 7, 1985 and served January 11, 1985, approving the C&NW proposal as amended and expressing preference for the Soo proposal. Arguments for and against both proposals were presented by interested parties before the Reorganization Court in early February 1985. The Trustee strongly supported the C&NW proposal in these hearings.

On February 10, 1985 the Reorganization Court ruled orally in favor of the Soo proposal, citing competition and other public interest considerations. After that oral ruling, C&NW purportedly withdrew its proposal. Original petitions seeking writs of mandamus and/or prohibition filed by CMC seeking to overturn the February 10, 1985 ruling were denied by a Federal appeals court on February 19, 1985. Later that same date the Reorganization Court entered Order No. 809 formally directing the sale of Railroad's core system to Soo, and denied all requests for stay of the order. Notices of appeal from the order have been filed by several parties, including CMC.

In keeping with the Reorganization Court's direction in Order No. 809, the acquisition by Soo of Railroad's core system was effectuated on February 19, 1985. Transferred to Soo were substantially all of Railroad's properties and other assets utilized or held for use in its rail operations. Terms of the sale are governed by the order of the Reorganization Court and an Asset Purchase Agreement dated April 6, 1984, as amended, between the Trustee, Soo and SLRCO.

It is anticipated that Railroad will file on April 30, 1985 with the Reorganization Court a final plan of reorganization based upon its current non-railroad assets, remaining liabilities, and operations. The plan must be approved by the Court and, to the extent required, by the Interstate Commerce Commission. The final consummation of an approved plan, which includes beginning payment of the approved claims of all creditors, is anticipated to be completed by the end of 1985.

9. Disposal of Railroad Segment

The assets sold to the Soo were all tangible and intangible assets used or held for use in Railroad's core system, including current assets, properties, trackage rights, interests in equipment leases, trade and corporate names, records and

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)9. Disposal of Railroad Segment (Continued)

investments in affiliated companies, and the capital stock of The Milwaukee Motor Transportation Company and joint ventures. Not included in the sale were special funds, investments in Milwaukee Land Company, surplus railroad properties, and properties used or held for use in Chicago-area rail commuter service operated by the Regional Transportation Authority and Northeast Illinois Regional Commuter Railroad Corporation.

Soo assumed specified post-petition liabilities relating to Railroad's core system including current liabilities, pre-closing employee compensation obligations (including those under the Wage Deferral Agreement in effect during 1980 and 1981, but excluding those under the Wage Reduction Agreement effective as of January 1982), taxes accrued as of the sale closing (excluding Federal and state income taxes and taxes deferred by order of the Reorganization Court), obligations under contracts and leases including capital leases, obligations with respect to certain litigation against the estate, obligations to the United States Department of Transportation and the Federal Financing Bank under Trustee's Certificates (excluding Certificates 1980-A and 1980-B), obligations under refundable side track and rehabilitation agreements, and obligations with respect to certain investments in affiliated companies and joint ventures.

Consideration to the Trustee at closing was \$192 million in cash and \$338 million in liabilities assumed. The Asset Purchase Agreement provides for subsequent adjustments, if any, to be made within 180 days of closing. The excess of carrying amount of net assets sold over cash proceeds received is approximately \$140 million. Triggered by the sale were: (1) Railroad's obligation to pay salaries and wages covered by the Wage Reduction Agreement (\$36 million), (2) extinguishment of Railroad's deferred Federal income taxes relating to depreciable rail properties (\$32 million), and (3) cancellation of Trustee's Certificates 1980-A and 1980-B and interest accrued thereon to the closing date (\$102 million). The loss provision includes these items plus an estimated loss from operations during the period January 1, 1985 to February 19, 1985 (\$15 million), and other estimated claims, costs and expenses directly associated with the discontinuance of rail operations (\$16 million).

Railroad's obligation to pay the reduced salaries and wages described above arises under the terms of the Wage Reduction Agreement dated January 20, 1982 and approved by the Reorganization Court Order No. 551. The agreement provides that in the event of the consummation of a transaction for the sale or

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)9. Disposal of Railroad Segment (Continued)

merger of all or substantially all of the railroad lines operated prior to consummation of an approved plan of reorganization, employees who had wages reduced under the agreement shall be entitled to the return of up to the amount by which the wages were reduced. The methodology described in the agreement states that should the consideration for the sale exceed the book value on an ICC basis of the assets transferred utilizing retirement, replacement, betterment accounting, the employees will be able to recover a percentage of the consideration in excess of book value of the assets conveyed. This percentage is determined by dividing the total wages and salaries reduced during the period January 1, 1982 through December 31, 1984 by the amount of escrowed funds drawn down per authority of Reorganization Court Order No. 534, plus the wages and salaries reduced. The Trustee estimates, subject to his final review, that the consideration received for Railroad's core rail assets from Soo may be sufficiently in excess of book value of the assets transferred so as to allow the employees to receive the full amount of their salaries and wages reduced under this agreement.

10. Special Funds

Special Funds consist of cash in banks, United States Treasury Bills and Notes, bank certificates of deposit, and repurchase agreements. They represent principally post-petition Railroad property and tax-benefit sale proceeds deposited and held in escrow accounts pursuant to orders of the Reorganization Court, plus interest earned on such deposits.

11. Long-Term Debt

By orders issued in October 1984 the Reorganization Court approved applications to pay the unpaid principal and interest through December 31, 1984 with respect to all of Railroad's outstanding secured mortgage bonds. Pursuant to said orders the Trustee withdrew funds totaling \$93.7 million needed for these payments from Special Funds and Milwaukee Land Company, and transferred them on December 31, 1984 to the respective indenture trustees for distribution to the bondholders commencing on January 2, 1985. Under the Reorganization Court orders payments to bondholders thereunder were deemed settlement in full of all remaining claims with respect to the bonds.

The indenture covering Railroad's 5% unsecured Income Debentures provides that the accrual of interest is contingent upon sufficient Railroad earnings ("Available Net Income"), as

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)11. Long-Term Debt (Continued)

defined. The indenture does not call for the accumulation of unpaid interest. Several lawsuits were brought by security-holders in 1974 and 1975 seeking, in addition to various interest and other payments, a determination that the indenture thereafter be interpreted to require that Railroad include the undistributed earnings of its non-rail subsidiaries in Available Net Income and that there be no carry-forward of Available Net Income deficits. Such interpretations were included in a 1976 court-approved settlement agreement ("McDonald litigation"), the implementation of which was stayed by Railroad's petition for reorganization in December, 1977. Following the filing of Railroad's petition for reorganization, the indenture trustee claimed, as a remedy, that such filing caused the contingent interest obligation of Railroad's estate under the indenture to become a fixed obligation. No provision has been made for these fixed-interest claims in Railroad's accounts pending litigation or other settlement.

On March 29, 1983 the Trustee reached an understanding with the Chicago, Milwaukee, St. Paul and Pacific Bond and Debenture Holders Protective Committee ("Committee"), subject to Reorganization Court approval, with respect to claims against Railroad's estate on behalf of the holders of the 5% Income Debentures. This understanding would have given effect to the Debenture indenture provision converting contingent interest to fixed interest as of the year (1976) preceding the filing of Railroad's petition for reorganization, and contemplated payment in cash, or cash and notes, by December 31, 1984 of the full amount of the then-outstanding claims including principal and accrued interest at 5% per annum. The Trustee's July 27, 1984 application for authority to carry out this understanding with respect to the Income Debentures drew objections from other creditors of Railroad (principally the United States government which had loaned funds to Railroad), and the Trustee's application was denied by the Reorganization Court.

On January 30, 1985, counsel for the Committee advised counsel for the Trustee that the Committee no longer deemed the 1983 agreement binding because of the inability of the Trustee to obtain Court approval to make payments by December 31, 1984. In the absence of this agreement, the Reorganization Court will be required to determine whether the contingent interest was converted to fixed upon filing of the petition for reorganization. There are seven years affected when interest would not be payable unless it were deemed fixed, with interest aggregating approximately \$19.5 million.

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)

11. Long-Term Debt (Continued)

Trustee's Certificates No. 1980-A and 1980-B (ERSA) in the aggregate principal amount of \$50 million evidence borrowings by Railroad during 1980 under the Emergency Rail Services Act of 1970, as amended by MRRRA. Under Section 7 of MRRRA, these funds were provided to permit continued operation of Railroad's entire system for a period of approximately four months commencing November 1, 1979. The Certificates, which bear interest at 14.69%, are held by the Federal Financing Bank and are due and payable as to principal and interest upon the earliest of Railroad's liquidation, confirmed reorganization or January 2, 1995. Under MRRRA these obligations are subordinated to the claims of any creditors of Railroad as of the date of enactment (November 4, 1979) of that Act. The Staggers Rail Act of 1980 (P.L. 96-448) amended Section 7 of MRRRA to provide that all of Railroad's obligations incurred under said Section 7 shall be waived and cancelled when Railroad is reorganized as an operating rail carrier or when substantially all of Railroad is purchased. The Reorganization Court's Order No. 809 dated February 19, 1985 provided that the sale to Soo, together with prior sales approved by the Court, constituted the sale of substantially all of Railroad for purposes of Section 7 of MRRRA.

On March 13, 1985, the United States informed the Trustee that it deemed the sale of the core rail operations to the Soo to constitute an event of default under certain provisions of eight Trustee's Certificates and related financing and purchase agreements. The United States asserted that, as a result, the principal and unpaid interest under the Certificates is now due and payable. The Trustee has advised the United States that its position was argued both before the Interstate Commerce Commission and before the Reorganization Court in connection with the proposed sale and had been rejected by each tribunal. Under the Asset Purchase Agreement, the Soo assumed these Trustee's Certificates and agreed to indemnify and hold harmless the estate from all claims and expenses in connection with these Trustee's Certificates. Accordingly, these claims of the United States should have no material adverse impact upon the remaining business and assets of the estate.

12. Federal Income Taxes

No provision for Federal income taxes is being made in 1984 for continuing operations because of the overall consolidated net loss of Railroad. Deferred income taxes were provided in 1983, but were applicable to discontinued operations. No provision for Federal income taxes was made in 1982, applicable

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)12. Federal Income Taxes (Continued)

to either continuing or discontinued operations, because of permanent differences between the book and tax basis of properties sold.

The February 19, 1985 sale of Railroad's core system caused the reversal of timing differences responsible for all of Railroad's deferred Federal income taxes relating to depreciable rail properties. These deferred taxes were written off in 1984 by inclusion in the provision for loss on disposal of the railroad segment.

Based on prior years' Federal income tax returns not yet examined by the IRS and estimated 1984 tax data, Railroad has available a consolidated tax loss carryforward at December 31, 1984 of approximately \$380 million, after deducting tax losses of \$47 million utilized by CMC. Excluding other estimated claims, costs and expenses directly associated with the discontinuance of rail operations, it is estimated that \$178 million of the net operating loss carryforward will be remaining after deduction of \$136 million tax gain on the sale of rail properties to the Soo, deduction of \$102 million gain from cancellation of Federal debt, and after payment of \$36 million of deferred wages. The total tax loss carryforward will expire as follows: 1995 - \$63 million, 1997 - \$24 million, 1998 - \$39 million, and 1999 - \$52 million.

After recomputation for unavailable tax credits resulting from the sale, Railroad has investment tax credit carryforwards of approximately \$24 million for both tax and financial reporting purposes. These carryforwards will expire from 1989 through 1998.

13. Legal Proceedings

The Reorganization Court on February 19, 1985 entered Order No. 809 authorizing the sale of Railroad's operating-railroad assets to SLRCO, Inc. ("SLRCO") and the Soo Line Railroad Company ("Soo Railroad"), pursuant to an Asset Purchase Agreement dated as of April 6, 1984, as amended, among Railroad's Trustee, SLRCO and the Soo Railroad. Efforts to stay the effectiveness of the Reorganization Court's Order were denied by the Reorganization Court, and by the United States Court of Appeals for the Seventh Circuit, and on February 19, 1985 said assets were conveyed to SLRCO, a wholly-owned Minnesota subsidiary of the Soo Line Corporation, which also owns the Soo Railroad. Therefore SLRCO, which subsequently changed its name to The Milwaukee Road Inc. ("Milwaukee Road"), now owns the operating-railroad assets of Railroad.

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)

13. Legal Proceedings (Continued)

In this transaction, SLRCO and Soo Railroad assumed certain of Railroad's debts, and also paid to Railroad's Trustee and estate approximately \$192 million, including about \$22 million to repay the Trustee for deferred wages which were repaid to Railroad's employees and former employees beginning in December, 1984. Four parties (Chicago Milwaukee Corporation, the United States government, the Railway Labor Executives Association, and the Seaboard System Railroad) have filed notices of appeal from Order No. 809 with the United States Court of Appeals for the Seventh Circuit.

On March 26, 1984 the Grand Trunk Corporation filed with the United States Court of Appeals for the Seventh Circuit a motion asking that the Court stay the effect of the Reorganization Court's Order Nos. 730 and 736, so that (1) the Trustee is no longer authorized and directed to discuss and negotiate with other prospective purchasers, and (2) the ICC does not impose a cut-off date for further modifications of Grand Trunk's proposal to acquire Railroad's operating rail assets until the Court of Appeals made a decision upon Grand Trunk's request that it be permitted to immediately appeal the issues contained in those Orders. On February 28, 1985, the Court of Appeals denied Grand Trunk's appeals, holding that neither the Reorganization Court nor the ICC erred in allowing the Soo Railroad's entry into the bidding process to acquire Railroad's operating-rail assets, and that the Reorganization Court did not err in allowing the Soo Railroad to submit its bid under Section 5(b) of the Milwaukee Railroad Restructuring Act for the sale and purchase of what was left of Railroad's operating rail assets and business.

Subject to resolution of the aforesaid pending appeals from Order No. 809, Railroad no longer is involved in the transportation of freight or passenger service.

Thus, Railroad is effectively out of the business of operating any passenger or freight railroad operations. It is anticipated that Railroad will file on April 30, 1985 with the Reorganization Court a final plan of reorganization based upon its current non-railroad assets, remaining liabilities and operations. The plan must be approved by the Court and, to the extent required, by the Interstate Commerce Commission. The final consummation of an approved plan, which includes beginning payment of the approved claims of all creditors, is anticipated to be completed by the end of 1985.

NOTES AND REMARKS

200. Comparative Statement of Financial Position -
Explanatory Notes (Continued)14. Pensions

Account 763 "Other Current Liabilities" includes advance of \$860,000 received from the National Railroad Passenger Corporation (Amtrak) under N.R.P.C. contract dated July 1, 1974.

15. Capital in Excess of Par Value

Capital in excess of par value (\$117,830,000) arose in connection with the reorganization of the respondent as of 1/1/44 and represents the amount (after adjustments during ensuing years) by which the properties and other assets of respondent exceeded its capitalization and other liabilities established by the Court at that time. Heretofore, in keeping with the accounting requirements of the ICC, respondent reported this item as a negative component in its investment in road properties and amortized it by writing off to other income an allocated portion of the account when pre-1944 reorganization road properties were retired. Concurrent with order to change to ratable depreciation, the aforementioned described accounting treatment has been discontinued retroactively and the accounts reclassified to capital in excess of par value.

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

210. RESULTS OF OPERATIONS
(Dollars in thousands)

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

2. Report total operating expenses from Schedule 410 of this report. Any disparities in expense amounts shown in this schedule and expense amounts reported in Schedule 410 must be fully explained on page 12.

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

4. All contra entries hereunder should be indicated in parenthesis.

5. Cross-checks

Schedule 210

Line 15, column (b)
Line 49 plus 50 plus 51, column (b)
Line 52, column (b)

Schedule 210

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

Schedule 410

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

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Freight-related revenue & expenses (d)	Passenger-related revenue & expenses (e)	Line No.
		ORDINARY ITEMS					
		OPERATING INCOME					
		Railway Operating Income					
1		(101) Freight	401,860	352,391	401,860		1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching	8,001	8,031	8,001		4
5		(105) Water Transfers					5
6		(106) Demurrage	3,443	3,960	3,443		6
7		(110) Incidental	1,597	1,533	1,047	550	7
8		(121) Joint Facility Credit	918	1,785	83	835	8
9		(122) Joint Facility Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	415,819	367,700	414,434	1,385	10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations	493	1,611	493		11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities	755		755		12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	417,067	369,311	415,682	1,385	13
14	*	(531) Railway operating expenses	414,320	360,603	409,482	4,838	14
15	*	Net revenue from railway operations	2,747	8,708	6,200	(3,453)	15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	338	334			16
17		(510) Miscellaneous rent income	3,067	2,971			17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)					19
20		(514) Interest Income	2,320	2,004			20
21		(516) Income from sinking and other funds	16,243	13,613			21
22		(517) Release of premiums on funded debt					22
23		(518) Contributions from other companies					23
24		(519) Miscellaneous income	9,069	19,619			24
		Income from affiliated companies					
25		Dividends (equity method)	36,836	31,011			25
26		Equity in undistributed earnings (losses)	(35,499)	(13,139)			26
27		TOTAL OTHER INCOME (lines 16-26)	32,374	56,413			27
28		TOTAL INCOME (lines 15, 27)	35,121	65,121			27
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	60	44			29
30		(535) Taxes on property used in other than carrier operation	248	510			30
31		(543) Miscellaneous rent expense	29	25			31
32		(544) Miscellaneous taxes					32
33		(545) Separately operated properties-Loss					33
34		(549) Maintenance of investment organization					34
35		(550) Income transferred to other companies					35
36		(551) Miscellaneous income charges	2,520	4,832			36
37		(553) Uncollectible accounts		750			37
38		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-37)	2,857	6,161			38
39		Income available for fixed charges (Lines 28, 38)	32,264	58,960			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	34,777	35,942	40
41		(b) Interest in default	3,468	3,468	41
42		(547) Interest on unfunded debt	1	581	42
43		(548) Amortization of discount on funded debt	71	72	43
44		TOTAL FIXED CHARGES (lines 40-43)	38,317	40,063	44
45		Income after fixed charges (lines 39, 44)	(6,053)	18,897	45
OTHER DEDUCTIONS					
		(546) Interest on funded debt:			
46		(c) Contingent interest	3,038	257	46
UNUSUAL OR INFREQUENT ITEMS					
47		(555) Unusual or infrequent items (debit) credit	1,233	(4,776)	47
48		Income (Loss) from continuing operations (before income taxes)	(7,858)	13,864	48
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income:			
49	*	Federal income taxes			49
50	*	State income taxes			50
51	*	Other income taxes			51
52	*	(557) Provision for deferred taxes			52
53		TOTAL PROVISIONS FOR INCOME TAXES (lines 49-52)			53
54	*	Income from continuing operations	(7,858)	13,864	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 \$)	(47,705)		56
57		Income before extraordinary items	(55,563)	13,864	56
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
58		(570) Extraordinary items (Net)	14,710	(5,005)	58
59		(590) Income taxes on extraordinary items			59
60		(591) Provision for deferred taxes-Extraordinary items			60
61		TOTAL EXTRAORDINARY ITEMS (lines 58-60)	14,710	(5,005)	61
62		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			62
63	*	Net income (Loss)	(40,853)	8,859	63
Reconciliation of net railway operating income (NROI)					
64	*	Net revenues from railway operations	2,747	8,708	64
65	*	(556) Income taxes on ordinary income (-)			65
66	*	(557) Provision for deferred income taxes (-)			66
67		Income from lease of road and equipment (-)	61	163	67
68		Rent for leased roads and equipment (+)	111	88	68
69		Net railway operating income (loss)	2,797	8,633	69

NOTES AND REMARKS FOR SCHEDULES 210 and 220

220. RETAINED EARNINGS (Dollars in Thousands)

1. Show below the items of Retained Earnings Accounts of the respondent for the year, classified in accordance with the Uniform System of Accounts for Railroad Companies.
2. All contra entries hereunder should be shown in parentheses.
3. Show under "Remarks" the amount of assigned Federal income tax consequences for accounts 606 and 616.
4. Segregate in column (c) all amounts applicable to the equity in undistributed earnings (losses) of affiliated companies based on the equity method of accounting.
5. Line 3 (line 7 if debit balance), column (c), should agree with line 26, column (b), Schedule 210. The total of columns (b) and (c), lines 3 and 7, should agree with line 62, column (b), Schedule 210.
6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings— Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances of beginning of year	\$ (420,026)	\$ 343,159	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income		0 1,337	3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings			5
6		TOTAL		0 1,337	6
		DEBITS			
7	*	(612) Debit balance transferred from income	5354 42,190	35499	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	5354	35499	13
14		Net increase (decrease) during year (Line 6 minus line 13)	(5354) 42,190	(35499) 1,337	14
15	*	Balances at close of year (Lines 1, 2 and 14)	(425,380) (462,216)	307,660 344,496	15
16	*	Balances from line 15(c)	307,660 344,496	N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	(117,720)	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
		REMARKS			
22		Amount of assigned Federal income tax consequences: Account 606		N/A	22
23		Account 616		N/A	23

¹ If any dividends have not been declared on cumulative preferred stock, give cumulative undeclared dividends at beginning of year and end of year.

230. CAPITAL STOCK

PART I. CAPITAL STOCK
(Dollars in Thousands)

1. Disclose in column (a) the particulars of the various issues of capital stock of the respondent, distinguishing separate issues of any general class, if different in any respect.
 2. Present 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	Non-Par	2637451	2179907		2179892	217989		1
2									2
3									3
4	Preferred Series A	100	1150000	1150000		518652	51865		4
5	Redeemable Preference Shares	10000	2030	913		913	9130		5
6									6
7									7
8									8
9									9
10	TOTAL		3807451	3330820		2699457	278984		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								11
12	Capital Stock Sold ¹								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Stock Repurchased Other (See note on Page 90)							117830	15
16	Balance at close of year							117830	16

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

240. STATEMENT OF CHANGES IN FINANCIAL POSITION

(Dollars in Thousands)

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

1. Cross-checks

Schedule 240

Schedule 210

Line 1, column B = Line 54, column B

Line No.	Cross Check	Description (a)	Current year (b)	Prior year (Restated) (c)	Line No.
		SOURCES OF WORKING CAPITAL			
		Working capital provided by operations:			
1	*	Income (loss) from continuing operations	(7,858)	13,864	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	(8,132)	(13,419)	2
3		Depreciation and amortization expenses	32,260	36,004	3
4		Net increase (decrease) in deferred income taxes			4
5		Net decrease (increase) in parent's share of subsidiary's undistributed income for the year	(1,337)	(17,871)	5
6		Net increase (decrease) in noncurrent portion of estimated liabilities	20,357	19,911	6
7		Other (specify): Interest earned on special funds	(16,026)	(13,831)	7
8		Writedown of investment in affiliate		4,446	8
9		Restructuring expenses (credits)	(1,233)	4,776	9
10		Other, net	719	(371)	10
11					11
12		TOTAL WORKING CAPITAL FROM CONTINUING OPERATIONS	18,750	33,509	12
		Add funds generated by reason of discontinued operations, extraordinary items, and changes in accounting principles			
13			(32,995)	(5,005)	13
14		TOTAL WORKING CAPITAL FROM OPERATIONS	(14,245)	28,504	14
		Working capital from sources other than operating:			
15		Proceeds from issuance of long-term liabilities	23,293	17,785	15
16		Proceeds from sale/disposition of carrier operating property	14,395	17,285	16
17		Proceeds from sale/disposition of other tangible property	16,474	15,934	17
18		Proceeds from sale/repayment of investments advances			18
19		Net decrease in sinking and other special funds	81,772	29,631	19
20		Dividends	36,836	31,011	20
21		Other (specify): Additions to non-current liabilities	2,650		21
22		Reclassification of long-term receivables to current	3,250		22
23		Reclassification of current liabilities to long-term	4,236	4,957	23
24		Other, net	(910)	4,770	24
25					25
26		TOTAL WORKING CAPITAL FROM SOURCES OTHER THAN OPERATING	181,996	121,373	26
27		TOTAL SOURCES OF WORKING CAPITAL	167,751	149,877	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	13,802	17,406	28
29		Cash dividends declared			29
30		Purchase price of carrier operating property	29,069	58,996	30
31		Purchase price of other tangible property			31
32		Purchase price of long-term investment and advances			32
33		Net increase in sinking or other special funds			33
34		Purchase price of acquiring treasury stock			34
35		Other (specify):			35
36		Deposit of sale proceeds into escrow accounts			36
37		(Special Funds)	31,119	32,216	37
38		Payment of liabilities deferred in reorganization	21,192	25,423	38
39		Payment of claims on debt in default	89,892		39
40		Reclassification of non-current liabilities			40
41		to current	257	6,540	41
42		Write-off payables to subsidiary	10,653		42
43		Miscellaneous	3,242	581	43
44		TOTAL APPLICATION OF WORKING CAPITAL	199,226	141,162	44
45		Net increase (decrease) in working capital	(31,475)	8,715	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, 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	1,960	1
2	Customers (706)	Schedule 200, line 6, column b	18,434	2
3	Other (707)	Note A	6,110	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	26,504	4
OPERATING REVENUE				
5	Railway Operating Revenue	Schedule 210, line 13, column b	417,067	5
6	Rent Income	Note B	35,908	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	452,975	7
8	Average Daily Operating Revenues	Line 7 ÷ 360 days	1,258.26	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 ÷ line 8	21.06	9
10	Revenue Delay Days Plus Buffer	Lines 9 + 15 days	36.06	10
CURRENT OPERATING LIABILITIES				
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	1,663	11
12	Audited Accounts and Wages Payable (753)	Note A	5,528	12
13	Accounts Payable—Other (754)	Note A	59	13
14	Other Taxes Accrued (761.5)	Note A	4,064	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	11,314	15
OPERATING EXPENSES				
16	Railway Operating Expenses	Schedule 210, line 14, column b	414,320	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	32,207	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	418,021	18
19	Average Daily Expenditures	Line 18 ÷ 360 days	1,161.17	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 ÷ line 19	9.74	20
21	Days of Working Capital Required	Line 10 - line 20 (Note C)	25.32	21
22	Cash Working Capital Required	Line 21 x line 19	30,562	22
23	Cash and Temporary Cash Balance	Schedule 200, line 1 + line 2, column b	12,588	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	12,588	24
MATERIALS AND SUPPLIES				
25	Total Material and Supplies (712)	Note A	39,358	25
26	Scrap and Obsolete Material included in Acct. 712	Note A		26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	39,358	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	51,946	28

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

NOTES AND REMARKS

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.

Note referring to Pages 20 and 21

Name of Controlled Company	Controlling Companies and Extent of Joint Control
C.T.H. & S.E. Ry. Co.	Respondent owns 97.74% of outstanding stock of C.T.H. & S.E. Ry. Co. considering voting rights of C.T.H. & S.E. Ry. Co. income bonds - extent of control is 54.02%
D.R.I. & N.W. Ry. Co.	C.M.St.P. & P., B.N. - 50% each
Des Moines Union Ry. Co.	C.M.St.P. & P., N. & W. - 50% each
Indiana Harbor Belt RR Co.	C.M.St.P. & P. - 49%, Conrail - 51%
Kansas City Terminal Ry. Co.	C.M.St.P. & P., A.T. & S.F., I.C.G., C. & N.W., S.S.W., M.P., K.C.S., M.K.T., St.L.-S.F., U.P., N. & W. - 8-1/3% each and B.N. - 16-2/3%
The Minnesota Transfer Ry. Co.	C.M.St.P. & P., C.R.I. & P., Soo Line - 11-1/9% each, C. & N.W. - 33-1/3 and B.N. - 33-1/3%
Trailer Train Co.	C.M.St.P. & P. - 2.44%, Various Railroad Companies - 97.56%

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	Chicago Union Station Company	25	1
2			VII	D.R.I. & N.W. Railway Company	50	2
3			VII	Des Moines Union Railway Company	50	3
4			VII	Des Moines Union Railway Company	(a) 50	4
5			VII	Indiana Harbor Belt Railway Company	49	5
6			VII	Kansas City Terminal Railway Company	(b) 8-1/3	6
7			VII	The Minnesota Transfer Railway Company	11-1/9	7
8			VII	The Milwaukee Motor Transportation Company	100	8
9			VII	Trailer Train Company	2.44	9
10			VII	Longview Switching Company	33-1/3	10
11				Total Class A-1		11
12						12
13		A-2	VII	C.T.H. & S.E. Railway Company	54.02	13
14				Total Class A-2		14
15						15
16		A-3	I	Milwaukee Land Company	100	16
17				Total Class A-3		17
18				Total Class A		18
19						19
20		D-1	VII	Trailer Train Company	2.44	20
21			VII	Trailer Train Company	2.44	21
22				Total Class D-1		22
23						23
24		D-3	I	Milwaukee Land Company - on demand	100	24
25				Total Class D-3		25
26				Total Class D		26
27						27
28				(a) Deposited with Iowa-Des Moines National Bank, Des Moines, Iowa in		28
29				accordance with stock trust agreement dated June 14, 1948 and		29
30				pledged under C.M.St.P. & P. RR Co. First Mortgage		30
31				(b) Deposited with the First National Bank of Kansas City, Missouri		31
32				under stock trust agreement dated June 12, 1909 and pledged		32
33				under C.M.St.P. & P. RR Co. First Mortgage		33
34						34
35				## For particulars of joint control see page 19.		35
36						36
37						37
38						38
39						39
40						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 (f)	Line No.
	Opening balance	Additions	Deductions (if other than sale, explain)	Closing balance				
	(f)	(g)	(h)	(i)	(j)	(k)		
1	7		7					1
2	1,750			1,750				2
3	100			100				3
4	26			26				4
5	3,985			3,985				5
6	183			183				6
7	91			91				7
8	50			50				8
9	99			99				9
10	1		1					10
11	6,292		8	6,284				11
12								12
13								13
14								14
15								15
16	500			500				16
17	500			500				17
18	6,792		8	6,784				18
19								19
20	231			231			15	20
21	231			231			17	21
22	462			462			32	22
23								23
24	1,700			1,700			102	24
25	1,700			1,700			102	25
26	2,162			2,162			144	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

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

Line No.	Account No.	Class No.	Ind of industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of Control	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	721	E-1	VII	Chicago Union Station Company	25	1
2			VII	DRI&NW Railway Company	50	2
3			VII	Des Moines Union Railway Company	50	3
4			VII	Kansas City Terminal Railway Company	8-1/3	4
5			VII	The Minnesota Transfer Railway Company	11-1/9	5
6			VII	Milwaukee-Kansas City Southern Joint Agency		6
7			VII	Traffic Executive Association - Eastern Railroads		7
8			VII	Western Railroad Association		8
9				Total Class E-1		9
10				Total Class E		10
11				Grand Total 721		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						33
34						34
35						35
36						36
37						37
38						38
39						39
40						40

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	7,074	159	7,233					1
2	3,296	1,509	525	4,280				2
3	1,900	7		1,907				3
4	2,219	1,161		3,380				4
5	61		61					5
6	350			350				6
7	1			1				7
8	97			97				8
9	14,998	2,836	7,819	10,015				9
10	14,998	2,836	7,819	10,015				10
11	23,952	2,836	7,827	18,961			134	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								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	Balance at beginning of year	Adjustment for investments equity method	Equity in undistributed earnings (losses) during year	Amortization during year	Adjustment for investments disposed of or written down during year	Balance at close of year	Line No.
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	
	Carriers: (List specifics for each company)							1
1								2
2	The Milwaukee Motor Transportation Company							3
3	(500 shares of \$100 par value common							4
4	capital stock	17,981		(15,276)			2,705	5
5								6
6	Indiana Harbor Belt Railroad Company							7
7	(37,240 shares of \$100 par value common							8
8	capital stock)	2,352		1,630			3,982	9
9								10
10								11
11								12
12								13
13								
	Noncarrier: (List specifics for each company)							14
14	Milwaukee Land Company							15
15	(5,000 shares of \$100 par value common							16
16	capital stock)	220,379		(21,853)			198,526	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, lines 43, 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	Balance at beginning of year	Expenditures during the year for original road and equipment ment. and road extensions	Expenditures during the year for purchase of existing lines, reorganizations, etc.	Line No.
		(a)	(b)	(c)	(d)	
1		(2) Land for transportation purposes	11,078			1
2		(3) Grading	46,317			2
3		(4) Other right-of-way expenditures	139			3
4		(5) Tunnels and subways	362			4
5		(6) Bridges, trestles, and culverts	36,761			5
6		(7) Elevated structures				6
7		(8) Ties	140,784			7
8		(9) Rail and other track material	314,309			8
9		(11) Ballast	166,597			9
10		(13) Fences, snowsheds, and signs	1,665			10
11		(16) Station and office buildings	17,967			11
12		(17) Roadway buildings	1,295			12
13		(18) Water stations	247			13
14		(19) Fuel stations	1,023			14
15		(20) Shops and enginehouses	22,270			15
16		(22) Storage warehouses	(12)			16
17		(23) Wharves and docks	1,385			17
18		(24) Coal and ore wharves				18
19		(25) TOFC/COFC terminals	1,785			19
20		(26) Communication systems	7,922			20
21		(27) Signals and interlockers	21,356			21
22		(29) Power plants	315			22
23		(31) Power-transmission systems	2,199			23
24		(35) Miscellaneous structures	266			24
25		(37) Roadway machines	11,907			25
26		(39) Public improvements - Construction	14,021			26
27		(44) Shop machinery	8,831			27
28		(45) Power-plant machinery	1,141			28
29		Other (specify and explain) *	6,418			29
30		TOTAL EXPENDITURES FOR ROAD	838,348			30
31		(52) Locomotives	44,372			31
32		(53) Freight-train cars	156,248			32
33		(54) Passenger-train cars				33
34		(55) Highway revenue equipment				34
35		(56) Floating equipment				35
36		(57) Work equipment	6,876			36
37		(58) Miscellaneous equipment	6,092			37
38		TOTAL EXPENDITURES FOR EQUIPMENT	213,588			38
39		(76) Interest during construction				39
40		TOTAL	1,051,936			40
41		(80) Other elements of investment	1,051,936			41
42		(90) Construction in progress				42
43		GRAND TOTAL	1,051,936			43

*Account	Beginning Bal.	Add	Ret.	Net Charges	Ending Balance
0	(238)	473	(23)	450	212
1	6,656	(4)	(6,657)	(6,661)	(5)
12	-	41	-	41	41
Total	6,418	510	(6,680)	(6,170)	248

Road Initials: MILW

Year 19 84

27

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

Line No.	Cross Check	Expenditures for additions and betterments during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1		759				
2		476	(203)	556		
3		269	2,298	2,774	11,634	1
4			(4)	265	49,091	2
5		734	18	18	404	3
6			670	1,404	380	4
7					38,165	5
8		6,422	(4,060)	2,362		6
9		7,760	(8,760)	(1,000)	143,146	7
10		5,455	(2,080)	3,375	313,309	8
11		2	77	79	169,972	9
12		443	(986)	(543)	1,744	10
13		26	11	37	17,424	11
14		27	(108)	(108)	1,332	12
15		321	(10)	17	139	13
16			777	1,098	1,040	14
17			12	12	23,368	15
18			68	68		16
19		2			1,453	17
20		482	(5)	(3)		18
21		1,303	(985)	(503)	1,782	19
22			(570)	733	7,419	20
23		2	(76)	(76)	22,089	21
24		1	(2,081)	(2,079)	239	22
25		641	(43)	(42)	120	23
26		440	(1,681)	(1,040)	224	24
27		60	(536)	(96)	10,867	25
28		(1)	(1,528)	(1,468)	13,925	26
29		510	(450)	(451)	7,363	27
30		26,134	(6,680)	(6,170)	690	28
31		1,224	(26,915)	(781)	248	29
32		(342)	(1,178)	46	837,567	30
33			(10,415)	(10,757)	44,418	31
34					145,491	32
35						33
36		537	(156)	381		34
37		646	(406)	240	7,257	35
38		2,065	(12,155)	(10,090)	6,332	36
39					203,498	37
40		28,199	(39,070)	(10,871)		38
41	*				1,041,065	39
42						40
43		28,199	(39,070)	(10,871)		41
					1,041,065	42
						43

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	1			2
3		(4) Other right-of-way expenditures				3
4		(5) Tunnels and subways				4
5		(6) Bridges, trestles, and culverts	12			5
6		(7) Elevated structures				6
7		(8) Ties				7
8		(9) Rail and other track material				8
9		(11) Ballast				9
10		(13) Fences, snowsheds, and signs				10
11		(16) Station and office buildings	65			11
12		(17) Roadway buildings				12
13		(18) Water stations				13
14		(19) Fuel stations				14
15		(20) Shops and enginehouses				15
16		(22) Storage warehouses				16
17		(23) Wharves and docks				17
18		(24) Coal and ore wharves				18
19		(25) TOFC/COPC terminals				19
20		(26) Communication systems	9			20
21		(27) Signals and interlockers	4			21
22		(29) Power plants				22
23		(31) Power-transmission systems				23
24		(35) Miscellaneous structures				24
25		(37) Roadway machines	5			25
26		(39) Public improvements - Construction				26
27		(44) Shop machinery	2			27
28		(45) Power-plant machinery				28
29		Other (specify and explain)				29
30		TOTAL EXPENDITURES FOR ROAD	98			30
31		(52) Locomotives	762			31
32		(53) Freight-train cars	3,985			32
33		(54) Passenger-train cars				33
34		(55) Highway revenue equipment				34
35		(56) Floating equipment				35
36		(57) Work equipment	1			36
37		(58) Miscellaneous equipment	3			37
38		TOTAL EXPENDITURES FOR EQUIPMENT	4,751			38
39		(76) Interest during construction				39
40		TOTAL	4,849			40
41		(80) Other elements of investment				41
42		(90) Construction in progress				42
43		GRAND TOTAL	4,849			43

330A. IMPROVEMENTS ON LEASED PROPERTY - Continued
(Dollars in Thousands)

Line No.	Cross Check	Expenditures for additions and betterments during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1						1
2		(1)		(1)		2
3						3
4						4
5					12	5
6						6
7		1		1	1	7
8						8
9						9
10						10
11					65	11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20					9	20
21					4	21
22						22
23						23
24						24
25		(1)	(1)	(2)	3	25
26						26
27					2	27
28						28
29						29
30		(1)	(1)	(2)	96	30
31		31	274	305	1,067	31
32		840	(670)	170	4,155	32
33						33
34						34
35						35
36					1	36
37			(2)	(2)	1	37
38		871	(398)	473	5,224	38
39						39
40		870	(399)	471	5,320	40
41						41
42						42
43		870	(399)	471	5,320	43

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

(Dollars in Thousands)

1. Show in columns (b) and (e), for each primary account, the depreciation base used to compute the depreciation charges for the month of January, and in columns (c) and (f) show the depreciation base used to compute the depreciation charges for the month of December; in columns (d) and (g) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 38 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment used, but not owned, when the rents therefor are included in the rent for equipment and Account Nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include the cost of equipment owned and leased to others when the rents therefor 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 should 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.

Total equipment owned, respectively									Total equipment leased from others or total equipment leased from others represents								
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	46,318	48,806	.69													
2	(4) Other, right-of-way expenditures	139	406	.83													
3	(5) Tunnels and subways	362	379														
4	(6) Bridges, trestles, and culverts	36,760	38,262	1.17													
5	(7) Elevated structures																
6	(8) Ties	140,784	143,879	4.29													
7	(9) Rail and other track material	314,308	315,591	2.34													
8	(11) Ballast	166,598	170,132	2.38													
9	(13) Fences, snow sheds, and signs	1,664	1,744	2.00													
10	(16) Station and office buildings	17,966	18,155	1.49													
11	(17) Roadway buildings	1,295	1,324	1.86													
12	(18) Water stations	246	139	6.25													
13	(19) Fuel stations	1,023	1,040	4.12													
14	(20) Shops and enginehouses	22,270	23,322	1.72													
15	(22) Storage warehouses	(12)															
16	(23) Wharves and docks	1,385	1,453	2.56													
17	(24) Coal and ore wharves																
18	(25) TOFC/COFC terminals	1,786	1,789	1.52													
19	(26) Communication systems	7,923	8,232	1.46													
20	(27) Signals and interlockers	21,357	22,189	1.96													
21	(29) Power plants	315	239														
22	(31) Power-transmission systems	2,199	119														
23	(35) Miscellaneous structures	265	224	1.64													
24	(37) Roadway machines	11,907	10,875	2.85													
25	(39) Public improvements—Construction	14,021	13,949	.88													
26	(44) Ship machinery	8,831	7,361	2.79													
27	(45) Power-plant machinery	1,141	689														
28	All other road accounts	17,497	11,630														
29	Amortization (other than defense projects)																
30	TOTAL ROAD	838,348	841,928	2.43													
EQUIPMENT																	
31	(52) Locomotives	13,909	13,935	3.76	30,407	30,407	0.55										
32	(53) Freight-train cars	53,369	46,068	0.23	102,824	99,551	0.59										
33	(54) Passenger-train cars																
34	(55) Highway revenue equipment																
35	(56) Floating equipment																
36	(57) Work equipment	6,875	7,268	2.35													
37	(58) Miscellaneous equipment	6,093	6,332	0.68													
38	TOTAL EQUIPMENT	80,246	73,603	1.14	133,231	129,958	1.14										
39	GRAND TOTAL	918,594	915,531	3.57	133,231	129,958	1.14										

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 (e) and the charges to operating expenses, a full explanation should be given.

5. Enter amounts representing amortization under an authorized amortization program other than for defense projects on lines 29 and 38.

2. Line amounts representing:									
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	3,811	324		(2,300)		6,435	1
2		(4) Other, right-of-way expenditures	62	2		4		60	2
3		(5) Tunnels and subways	362	22		(18)		402	3
4		(6) Bridges, trestles, and culverts	19,406	435		(691)		20,532	4
5		(7) Elevated structures							5
6		(8) Ties	43,041	6,109		3,731		45,419	6
7		(9) Rail and other track material	99,241	7,053		6,084		100,210	7
8		(11) Ballast	101,649	4,001		2,023		103,627	8
9		(13) Fences, snow sheds, and signs	1,490	34		(77)		1,601	9
10		(16) Station and office buildings	11,801	237	111	317	664	11,168	10
11		(17) Roadway buildings	1,057	24		(11)		1,092	11
12		(18) Water stations	183	14		109		88	12
13		(19) Fuel stations	503	42		10		535	13
14		(20) Shops and enginehouses	10,442	388		(842)		11,677	14
15		(22) Storage warehouses	39			(12)		51	15
16		(23) Wharves and docks	1,332	36		(68)		1,436	16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals	595	27		5		617	18
19		(26) Communication systems	6,316	118		990		5,444	19
20		(27) Signals and interlockers	12,452	428		567		12,313	20
21		(29) Power plants	375			76		299	21
22		(31) Power-transmission systems	10,816			2,081		8,735	22
23		(35) Miscellaneous structures	176	4		33		147	23
24		(37) Roadway machines	7,769	321	6	1,608	(1)	6,489	24
25		(39) Public improvements—Construction	8,093	124		497		7,720	25
26		(44) Shop machinery*	3,890	235		1,528		2,597	26
27		(45) Power-plant machinery*	1,420			450		970	27
28		All other road accounts ***	4,305			8,014		(3,709)	28
29		* Amortization (Adjustments)							29
30		TOTAL ROAD	350,626	19,978	117	24,108	663	345,950	30
EQUIPMENT									
31		(52) Locomotives	31,390	12	2,017	1,145		32,274	31
32		(53) Freight-train cars	69,630	1,430	7,526	4,000	3,289	71,297	32
33		(54) Passenger-train cars							33
34		(55) Highway revenue equipment							34
35		(56) Floating equipment							35
36		(57) Work equipment	4,891	174		(23)		5,088	36
37		(58) Miscellaneous equipment	2,792	519		386		2,925	37
38		Amortization Adjustments							38
39		TOTAL EQUIPMENT	108,703	2,135	9,543	5,508	3,289	111,584	39
40		GRAND TOTAL	459,329	22,113	9,660	29,616	3,952	457,534	40

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

Railroad Annual Report R-1	Account	Beginning Balance	Ret. & Add.	Ending Balance
		290	1,085	(795)
	1	4,015	6,952	(2,937)
	38		(23)	23
		4,305	8,014	(3,709)

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

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

RC-131300

CHICAGO, MILWAUKEE, ST. PAUL & PACIFIC 1984 2 OF 3

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

(Dollars in Thousands)

1. Show in column (b) for each primary account the depreciation base used in computing the depreciation charges for the month of January, and in column (c) show the depreciation base used in computing the depreciation charges for the month of December, in column (d) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. This schedule should include only improvements to leased property charged to Account 732, "Improvements on Leased Property." The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes 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	1		%	1
2	(4) Other, right-of-way expenditures				2
3	(5) Tunnels and subways				3
4	(6) Bridges, trestles, and culverts	12	12	1.17	4
5	(7) Elevated structures				5
6	(8) Ties	3	1		6
7	(9) Rail and other track material	9			7
8	(11) Ballast				8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office buildings	64	64	1.49	10
11	(17) Roadway buildings				11
12	(18) Water stations	1	1	6.25	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	9	9		19
20	(27) Signals and interlockers	4	4	1.96	20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines	5	3	2.85	24
25	(39) Public improvements—Construction				25
26	(44) Shop machinery*	2	2	2.79	26
27	(45) Power-plant machinery*				27
28	All other road accounts **	7			28
29	Amortization (Adjustments)				29
30	TOTAL ROAD	117	96	1.40	30
	EQUIPMENT				
31	(52) Locomotives	761	1,066	3.85	31
32	(53) Freight-train cars	3,986	4,154	2.06	32
33	(54) Passenger-train cars				33
34	(55) Highway revenue equipment				34
35	(56) Floating equipment				35
36	(57) Work equipment	1	1	3.36	36
37	(58) Miscellaneous equipment	3		9.09	37
38	Amortization Adjustments				38
39	TOTAL EQUIPMENT	4,751	5,221	0.49	39
40	GRAND TOTAL	4,868	5,317	1.89	40

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

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

Railroad Annual Report R-1

**Account 12

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

(Dollars in Thousands)

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

2. If any entries are made for column (d) "Other credits" or column (f) "Other debits," state the facts occasioning such entries on page 35. A debit balance in column (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."

3. Any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses should be fully explained on page 35.

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

5. 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 38, G and Total, should be completed.

Equipment owned, respectively. However, line 38, G and Total, should be com									
Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	List No.
				Charges to others (c)	Other credits (d)	Retirements (e)	Other debits (f)		
ROAD									
1		(3) Grading	1					1	
2		(4) Other, right-of-way expenditures							1
3		(5) Tunnels and subways							2
4		(6) Bridges, trestles, and culverts							3
5		(7) Elevated structures							4
6		(8) Ties							5
7		(9) Rail and other track material							6
8		(11) Ballast							7
9		(13) Fences, snow sheds, and signs							8
10		(16) Station and office buildings	46	1				47	9
11		(17) Roadway buildings							10
12		(18) Water stations	(3)					(3)	11
13		(19) Fuel stations	1					1	12
14		(20) Shops and enginehouses							13
15		(22) Storage warehouses							14
16		(23) Wharves and docks							15
17		(24) Coal and ore wharves							16
18		(25) TOFC/COFC terminals							17
19		(26) Communication systems	15					15	18
20		(27) Signals and interlockers	3					3	19
21		(29) Power plants							20
22		(31) Power-transmission systems							21
23		(35) Miscellaneous structures							22
24		(37) Roadway machines							23
25		(39) Public improvements—Construction	1			1		(1)	24
26		(44) Shop machinery*						1	25
27		(45) Power-plant machinery*							26
28		All other road accounts **	2						27
29		TOTAL ROAD	66	1		1		2	28
EQUIPMENT									
30		(52) Locomotives	(34)	34		(257)		257	30
31		(53) Freight-train cars	1,898	38		964		972	31
32		(54) Passenger-rail cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment	4			4			36
37		TOTAL EQUIPMENT	1,868	72		711		1,229	37
38		GRAND TOTAL	1,934	73		712		1,295	38

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

**Account 1

NOTES AND REMARKS FOR SCHEDULE 342

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

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

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

3. In column (d) show the composite rates used to compute the depreciation for the month of December and on lines 29 and 37 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary accounts composite rates to the depreciation base used to compute the depreciation for December and dividing the total also computed by the depreciation base.

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

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

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

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

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

(Dollars in Thousands)

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

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

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

5. In column (d), show the amount applicable in Accounts 731 and 732 on the books of the companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to the deductions made by the owners in their reports. If separate value is not available, explanations should be given. Differences between the amounts in column (d) of this schedule and the amounts shown in column (c), line 33, on the asset side of the comparative general balance sheet of each individual railway, should be explained in a footnote. Book value included in Accounts 731 or 732 of the owner should be reported in column (d) in reference to the investment of the respondent in the securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6 percent or otherwise) value of property of private owners, or portions of property of other carriers, should be explained.

6. In column (e), show the amount of depreciation and amortization accrued as of the close of the year in Accounts 733, 734, 735, 736, and 772, that is applicable to the property of the carriers whose names are listed in column (b), regardless of where the reserves therefor are recorded.

to the property of the carrier 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)	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, Milwaukee, St. Paul and				1
2		Pacific Railroad Company				2
3			3,023	1,046,385	459,288	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
31		TOTAL	3023	1046385	459288	31

352B. INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE

(By Property Accounts)

(Dollars in Thousands)

1. In columns (b) through (e) give, by primary accounts, the amount of investment at the close of the year in property of respondent and each group or class of companies and properties.

2. The amounts for respondent and for each group or class of companies and properties on line 43 herein, should correspond with the amounts for each class of company and properties shown in schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in the schedule.

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

Line No.	Cross Check	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (proprietary companies) (d)	Other Leased properties (e)	Line No.
1		(2) Land for transportation purposes	11,634				1
2		(3) Grading	49,091				2
3		(4) Other, right-of-way expenditures	404				3
4		(5) Tunnels and subways	380				4
5		(6) Bridges, trestles, and culverts	38,177				5
6		(7) Elevated structures					6
7		(8) Ties	143,146				7
8		(9) Rail and other track material	313,310				8
9		(11) Ballast	169,973				9
10		(13) Fences, snow sheds, and signs	1,744				10
11		(16) Station and office buildings	17,489				11
12		(17) Roadway buildings	1,332				12
13		(18) Water stations	139				13
14		(19) Fuel stations	1,040				14
15		(20) Shops and enginehouses	23,367				15
16		(22) Storage warehouses					16
17		(23) Wharves and docks	1,453				17
18		(24) Coal and ore wharves					18
19		(25) TOFC/COFC terminals	1,782				19
20		(26) Communication systems	7,428				20
21		(27) Signals and interlockers	22,093				21
22		(29) Power plants	239				22
23		(31) Power-transmission systems	120				23
24		(35) Miscellaneous structures	224				24
25		(37) Roadway machines	10,870				25
26		(39) Public improvements—Construction	13,925				26
27		(44) Shop machinery	7,365				27
28		(45) Power-plant machinery	690				28
29		Leased property capitalized rentals (explain)					29
30		Other (specify and explain)	248				30
31		Total expenditures for road	837,663				31
32		(52) Locomotives	45,485				32
33		(53) Freight-train cars	149,646				33
34		(54) Passenger-train cars					34
35		(55) Highway revenue equipment					35
36		(56) Floating equipment					36
37		(57) Work equipment	7,258				37
38		(58) Miscellaneous equipment	6,333				38
39		Total expenditures for equipment	208,722				39
40		(76) Interest during construction					40
41		(80) Other elements of investment					41
42		(90) Construction work in progress					42
43		GRAND TOTAL	1,046,385				43

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

Cross-checks

Schedule 410		Schedule 210
Line 620, column (h)	=	Line 14, column (b)
Line 620, column (f)	=	Line 14, column (d)
Line 620, column (g)	=	Line 14, column (e)
		Schedule 412
Lines 136 thru 138, column (f)	=	Line 31, column (b)
Lines 118 thru 123, and 130 thru 135, 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	2,194	59	123	135	2,511	65	2,576	1
2		Bridge and Building	975	5	65	43	1,088	52	1,140	2
3		Signal	975	3	59	31	1,068	21	1,089	3
4		Communication	235	2	11	6	254	(1)	253	4
5		Other	137	1	7	4	149		149	5
		REPAIR AND MAINTENANCE								
6		Roadway - Running	1,637	(25)	694	32	2,338	101	2,439	6
7		Roadway - Switching	132	2	51	4	189		189	7
8		Tunnels and Subways - Running	7				7	3	10	8
9		Tunnels and Subways - Switching								9
10		Bridges and Culverts - Running	757	563	18	3	1,341	62	1,403	10
11		Bridges and Culverts - Switching	67	52	3		122		122	11
12		Ties - Running	632	1,030	(148)		1,514	38	1,552	12
13		Ties - Switching	60	104	(35)		129		129	13
14		Rail and other track material - Running	3,177	2,707	108		5,992	393	6,385	14
15		Rail and other track material - Switching	426	411	22		859		859	15
16		Ballast - Running	2,782	229	164		3,175	130	3,305	16
17		Ballast - Switching	272	23	26		321		321	17
18		Road Property Damaged - Running	769	1,129	358	2	2,258	34	2,292	18
19		Road Property Damaged - Switching	74	170	38	1	283		283	19
20		Road Property Damaged - Other	62	17	94	2	175	4	179	20
21		Signals and Interlockers - Running	1,323	192	125	17	1,657	64	1,721	21
22		Signals and Interlockers - Switching	114	119	7	1	241		241	22
23		Communications Systems	1,410	173	(31)	50	1,602	75	1,677	23
24		Power Systems	30	14	5	1	50	3	53	24
25		Highway Grade Crossings - Running	699	445	508	4	1,656	38	1,694	25
26		Highway Grade Crossings - Switching								26
27		Station and Office Buildings	421	121	372	8	922	(51)	871	27
28		Shop Buildings - Locomotives	397	173	(233)	1	338	41	379	28
29		Shop Buildings - Freight Cars	142	63	(95)		110	N/A	110	29
30		Shop Buildings - Other Equipment	57	25	(38)		44		44	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)			
101		REPAIR AND MAINTENANCE - Continued								
102		Locomotive Servicing Facilities	74	70	72	2	218		218	101
103		Miscellaneous Buildings and Structures	113	40	39	1	193	8	201	102
104		Coal Terminals						N/A		103
105		Ore Terminals						N/A		104
106		Other Marine Terminals	1	23				N/A		105
107		TOFC/COFC - Terminals	30	17	160	1	25	N/A	25	106
108		Motor Vehicle Loading and Distribution Facilities					207	N/A	207	107
109		Facilities for Other Specialized Service Operations						N/A		108
110		Roadway Machines	803					N/A		109
111		Small Tools and Supplies	64	520	(394)	39	968	28	996	110
112		Snow Removal	565	1,831	(36)	4	1,863	16	1,879	111
113		Fringe Benefits - Running	N/A	99	163	2	829	57	886	112
114		Fringe Benefits - Switching	N/A	N/A	N/A	3,533	3,533	80	3,613	113
115		Fringe Benefits - Other	N/A	N/A	N/A	371	371		371	114
116		Casualties and Insurance - Running	N/A	N/A	N/A	2,973	2,973	61	3,034	115
117		Casualties and Insurance - Switching	N/A	N/A	N/A					116
118		Casualties and Insurance - Other	N/A	N/A	N/A					117
119	*	Lease Rentals - Debit - Running	N/A	N/A	N/A	1,900	1,900	1	1,901	118
120	*	Lease Rentals - Debit - Switching	N/A	N/A	11	N/A	11		11	119
121	*	Lease Rentals - Debit - Other	N/A	N/A	1	N/A	1		1	120
122	*	Lease Rentals - [Credit] - Running	N/A	N/A	71	N/A	71		71	121
123	*	Lease Rentals - [Credit] - Switching	N/A	N/A	(54)	N/A	(54)	()	(54)	122
124	*	Lease Rentals - [Credit] - Other	N/A	N/A	(7)	N/A	(7)	()	(7)	123
125		Joint Facility Rent - Debit - Running	N/A	N/A		N/A				124
126		Joint Facility Rent - Debit - Switching	N/A	N/A	3,922	N/A	3,922	(1)	3,921	125
127		Joint Facility Rent - Debit - Other	N/A	N/A	1,336	N/A	1,336		1,336	126
128		Joint Facility Rent - [Credit] - Running	N/A	N/A	1,178	N/A	1,178	2	1,180	127
129		Joint Facility Rent - [Credit] - Switching	N/A	N/A	(1,122)	N/A	(1,122)	()	(1,122)	128
130	*	Joint Facility Rent - [Credit] - Other	N/A	N/A	(39)	N/A	(39)	()	(39)	129
131	*	Other Rents - Debit - Running	N/A	N/A	(1)	N/A	(1)	()	(1)	130
132	*	Other Rents - Debit - Switching	N/A	N/A		N/A				131
133	*	Other Rents - Debit - Other	N/A	N/A		N/A				132
		Other Rents - [Credit] - Running	N/A	N/A	()	N/A	()	()	()	133

Railroad Annual Report R-1

Road Initials: MILM

Year 1984

410. RAILWAY OPERATING EXPENSE - 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	N/A	N/A	()	N/A	()	()	()	134
134	*	Other Rents - [Credit] - Switching	N/A	N/A	()	N/A	()	()	()	135
135	*	Other Rents - [Credit] - Other	N/A	N/A	N/A	17,166	17,166	4	17,170	136
136	*	Depreciation - Running	N/A	N/A	N/A	1,769	1,769		1,769	137
137	*	Depreciation - Switching	N/A	N/A	N/A	1,283	1,283		1,283	138
138	*	Depreciation - Other	N/A	N/A	6,075	N/A	6,075	(51)	6,024	139
139		Joint Facility - Debit - Running	N/A	N/A	1,961	N/A	1,961		1,961	140
140		Joint Facility - Debit - Switching	N/A	N/A	274	N/A	274	1	275	141
141		Joint Facility - Debit - Other	N/A	N/A	(3,589)	N/A	(3,589)	()	(3,589)	142
142		Joint Facility - [Credit] - Running	N/A	N/A	(18)	N/A	(18)	()	(18)	143
143		Joint Facility - [Credit] - Switching	N/A	N/A	()	N/A	()	()	()	144
144		Joint Facility - [Credit] - Other	N/A	N/A	()	N/A	()	()	()	145
145		Dismantling Retired Road Property - Running	93	(24)	216		285		285	146
146		Dismantling Retired Road Property - Switching								147
147		Dismantling Retired Road Property - Other								148
148		Other - Running	126	5	98	26	255	3	258	149
149		Other - Switching	11		10	1	22		22	150
150		Other - Other								151
151		TOTAL WAY AND STRUCTURES	21,843	10,388	12,605	29,416	74,252	1,281	75,533	151
		EQUIPMENT								
		LOCOMOTIVES	248	28	27	29	332	15	347	201
201		Administration	9,427	5,104	(361)	20	14,190	10	14,200	202
202	*	Repair and Maintenance	106	162	100		368	7	375	203
203	*	Machinery Repair	83	109		(5)	187		187	204
204		Equipment Damaged	N/A	N/A	N/A	3,195	3,195	28	3,223	205
205		Fringe Benefits	N/A	N/A	N/A	586	586	(1)	585	206
206		Other Casualties and Insurance	N/A	N/A	3,378	N/A	3,378		3,378	207
207	*	Lease Rentals - Debit	N/A	N/A	(14)	N/A	(14)	()	(14)	208
208	*	Lease Rentals - [Credit]	N/A	N/A	658	N/A	658		658	209
209		Joint Facility Rent - Debit	N/A	N/A	()	N/A	()	()	()	210
210		Joint Facility Rent - [Credit]	N/A	N/A	()	N/A	()	()	()	211
211	*	Other Rents - Debit	N/A	N/A	(37)	N/A	(37)	(3)	(40)	212
212	*	Other Rents - [Credit]	N/A	N/A	N/A	2,173	2,173		2,173	213
213	*	Depreciation	N/A	N/A	664	N/A	664	(3)	661	214
214		Joint Facility - Debit	N/A	N/A	(10)	N/A	(10)	()	(10)	215
215		Joint Facility - [Credit]	N/A	N/A	()	N/A	()	()	()	216
216	*	Repairs Billed to Others - [Credit]	N/A	N/A	()	N/A	()	()	()	216

Road Income MILW

Year 19 84

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								
218		Dismantling Retired Property								
219		Other	29				29		29	217
219		TOTAL LOCOMOTIVES	139	11	867		1,017		1,017	218
220		FREIGHT CARS	10,032	5,414	5,272	5,998	26,716	53	26,769	219
221	*	Administration								
222	*	Repair and Maintenance	282	32	30	29	373	N/A	373	220
223	*	Machinery Repair	6,319	10,081	10,087	25	26,512	N/A	26,512	221
224		Equipment Damaged	246	378	46		670	N/A	670	222
225		Fringe Benefits	224	207	2,569		3,000	N/A	3,000	223
226	*	Other Casualties and Insurance	N/A	N/A	N/A	2,328	2,328	N/A	2,328	224
227	*	Lease Rentals - Debit	N/A	N/A	N/A	2,835	2,835	N/A	2,835	225
228	*	Lease Rentals - [Credit]	N/A	N/A	6,690	N/A	6,690	N/A	6,690	226
229		Joint Facility Rent - Debit	N/A	N/A	(56)	N/A	(56)	N/A	(56)	227
230	*	Joint Facility Rent - [Credit]	N/A	N/A	15	N/A	15	N/A	15	228
231	*	Other Rents - Debit	N/A	N/A	()	N/A	()	N/A	()	229
232	*	Other Rents - [Credit]	N/A	N/A	67,682	N/A	67,682	N/A	67,682	230
233		Depreciation	N/A	N/A	(25,730)	N/A	(25,730)	N/A	(25,730)	231
234		Joint Facility - Debit	N/A	N/A	N/A	9,115	9,115	N/A	9,115	232
235	*	Joint Facility - [Credit]	N/A	N/A	705	N/A	705	N/A	705	233
236		Repairs Billed to Others - [Credit]	N/A	N/A	(2)	N/A	(2)	N/A	(2)	234
237		Dismantling Retired Property	N/A	N/A	19,994	N/A	(19,994)	N/A	(19,994)	235
238		Other	19		84		103	N/A	103	236
238		TOTAL FREIGHT CARS	157	12	977	(129)	1,017	N/A	1,017	237
301		OTHER EQUIPMENT	7,247	10,710	43,103	14,203	75,263	N/A	75,263	238
302	*	Administration								
303	*	Repair and Maintenance			388		388	20	408	301
304	*	Trucks, Trailers, and Containers - Revenue Service	1		2,516		2,517	N/A	2,517	302
305	*	Floating Equipment - Revenue Service						N/A		303
306	*	Passenger and Other Revenue Equipment						N/A		304
307	*	Computers and Data Processing Systems						(19)	(19)	305
308	*	Machinery	5	5	255		255		255	306
309	*	Work and Other Non-Revenue Equipment	350	581	518	27	1,476	6	1,482	307
310		Equipment Damaged	1	2	26		29		29	308
311	*	Fringe Benefits	N/A	N/A	N/A	113	113	2	115	309
312	*	Other Casualties and Insurance	N/A	N/A	N/A			1	1	310
		Lease Rentals - Debit	N/A	N/A	10,490	N/A	10,490	2	10,492	311
		Lease Rentals - [Credit]	N/A	N/A	()	N/A	()	()	()	312

Road Initials:

MILN

Year 1984

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

Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		OTHER EQUIPMENT - Continued								
313		Joint Facility Rent - Debit	N/A	N/A	265	N/A	265		265	313
314		Joint Facility Rent - [Credit]	N/A	N/A	15	N/A	15	()	15	314
315	*	Other Rents - Debit	N/A	N/A	6,442	N/A	6,442		6,442	315
316	*	Other Rents - [Credit]	N/A	N/A	(8,831)	N/A	(8,831)	()	(8831)	316
317	*	Depreciation	N/A	N/A	N/A	697	697		697	317
318		Joint Facility - Debit	N/A	N/A	51	N/A	51	(2)	49	318
319		Joint Facility - [Credit]	N/A	N/A	(122)	N/A	(122)	()	(122)	319
320	*	Repairs Billed to Others - [Credit]	N/A	N/A	()	N/A	()	()	()	320
321		Dismantling Retired Property								321
322		Other				10	10	1	11	322
323		TOTAL OTHER EQUIPMENT	357	588	12,017	847	13,809	12	13821	323
324		TOTAL EQUIPMENT	17,636	16,712	60,392	21,048	115,788	65	115853	324
		TRANSPORTATION								
		TRAIN OPERATIONS								
401		Administration	2,158	108	218	109	2,593	76	2669	401
402		Engine Crews	9,711	102	812	1	10,626		10626	402
403		Train Crews	18,872	173	1,387	2	20,434	49	20483	403
404		Dispatching Trains	1,223	24	14	2	1,263	156	1419	404
405		Operating Signals and Interlockers	1,497	31	(38)	9	1,499	855	2354	405
406		Operating Drawbridges	353	(37)	20	2	338	125	463	406
407		Highway Crossing Protection	336	26	103		465	66	531	407
408		Train Inspection and Lubrication	1,819	46	(21)		1,844		1844	408
409		Locomotive Fuel		28,735	3,192		31,927	(9)	31918	409
410		Electric Power Purchased or Produced for Motive Power								410
411		Servicing Locomotives	822	1,094	(38)		1,878	8	1886	411
412		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A	2,884	2,884		2884	412
413		Clearing Wrecks	452	239	1,794	9	2,494		2494	413
414		Fringe Benefits	N/A	N/A	N/A	12,268	12,268	246	12514	414
415		Other Casualties and Insurance	N/A	N/A	N/A	2,941	2,941	36	2977	415
416		Joint Facility - Debit	N/A	N/A	1,980	N/A	1,980	9	1989	416
417		Joint Facility - [Credit]	N/A	N/A	(2,579)	N/A	(2,579)	()	(2579)	417
418		Other	1,704	64	1,928	20	3,716	(186)	3530	418
419		TOTAL TRAIN OPERATIONS	38,947	30,605	8,772	18,247	96,571	1,431	98002	419
		YARD OPERATIONS								
420		Administration	1,439	65	45	73	1,622	41	1663	420
421		Switch Crews	20,702	29	116		20,847	6	20853	421

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

Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		YARD OPERATIONS - Continued								
422		Controlling Operations	2,361				2,361	4	2365	422
423		Yard and Terminal Clerical	6,140	506	688	1	7,335	13	7348	423
424		Operating Switches, Signals, Retarders and Humps	506	141	2		649	(10)	639	424
425		Locomotive Fuel		4,905	(1)		4,904		4904	425
426		Electric Power Purchased or Produced for Motive Power								426
427		Servicing Locomotives	698	171	33		902		902	427
428		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A					428
429		Clearing Wrecks								429
430		Fringe Benefits	N/A	N/A	N/A	10,209	10,209	24	10233	430
431		Other Casualties and Insurance	N/A	N/A	N/A	1,727	1,727	12	1739	431
432		Joint Facility - Debit	N/A	N/A	3,436	N/A	3,436		3436	432
433		Joint Facility - [Credit]	N/A	N/A	(732)	N/A	(732)		(732)	433
434		Other	2				2		2	434
435		TOTAL YARD OPERATIONS	31,848	5,817	3,587	12,010	53,262	90	53352	435
		TRAIN AND YARD OPERATIONS COMMON								
501		Cleaning Car Interiors	28		12	N/A	40	59	99	501
502		Adjusting and Transferring Loads	277	4	183	N/A	464	N/A	464	502
503		Car Loading Devices and Grain Doors	25	34	20	N/A	79	N/A	79	503
504		Freight Lost or Damaged - all other	N/A	N/A	N/A					504
505		Fringe Benefits	N/A	N/A	N/A	93	93	13	106	505
506		TOTAL TRAIN AND YARD OPERATIONS COMMON	330	38	215	93	676	72	748	506
		SPECIALIZED SERVICE OPERATIONS								
507	*	Administration						N/A		507
508	*	Pickup and Delivery and Marine Line Haul			3,178		3,178	N/A	3178	508
509	*	Loading and Unloading and Local Marine			6,712		6,804	N/A	6804	509
510	*	Protective Services	92		18		610	N/A	610	510
511	*	Freight Lost or Damaged - Solely Related	167	425				N/A		511
512	*	Fringe Benefits	N/A	N/A	N/A			N/A		512
513	*	Casualties and Insurance	N/A	N/A	N/A	83	83	N/A	83	513
514	*	Joint Facility - Debit	N/A	N/A	N/A			N/A		514
515	*	Joint Facility - [Credit]	N/A	N/A	2	N/A	2	N/A	2	515
516	*	Other	N/A	N/A	()	N/A	()	N/A	()	516
517	*	TOTAL SPECIALIZED SERVICES OPERATIONS	259	425	9,910	83	10,677	N/A	10677	517

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

Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		ADMINISTRATIVE SUPPORT OPERATIONS								
518		Administration								518
519		Employees Performing Clerical and Accounting Functions	2,955	552	925	49	4,481	264	4745	519
520		Communication Systems Operation	780	55	982	10	1,827	127	1954	520
521		Loss and Damage Claims Processing	388	15	318	(524)	197		197	521
522		Fringe Benefits	N/A	N/A	N/A	1,250	1,250	75	1325	522
523		Casualties and Insurance	N/A	N/A	N/A					523
524		Joint Facility - Debit	N/A	N/A	114	N/A	114		114	524
525		Joint Facility - [Credit]	N/A	N/A	()	N/A	()	()	()	525
526		Other								526
527		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	4,123	622	2,339	785	7,869	466	8335	527
528		TOTAL TRANSPORTATION	75,507	37,507	24,823	31,218	169,055	2,059	171114	528
		GENERAL AND ADMINISTRATIVE								
601		Officers - General Administration	7,055	179	1,292	186	8,712	661	9373	601
602		Accounting, Auditing and Finance	8,741	170	1,073	49	10,033	227	10260	602
603		Management Services and Data Processing	1,671	151	61	16	1,899	82	1981	603
604		Marketing	1,709	39	703	78	2,529		2529	604
605		Sales	1,413	19	246	335	2,013		2013	605
606		Industrial Development	454	13	85	19	571	N/A	571	606
607		Personnel and Labor Relations	1,871	94	510	71	2,546	100	2646	607
608		Legal and Secretarial	1,431	40	3,425	37	4,933	32	4965	608
609		Public Relations and Advertising	45		139	3	187	3	190	609
610		Research and Development								610
611		Fringe Benefits	N/A	N/A	N/A	8,308	8,308	269	8577	611
612		Casualties and Insurance	N/A	N/A	N/A	56	56		56	612
613		Writedown of Uncollectible Accounts	N/A	N/A	N/A	1,476	1,476		1476	613
614		Property Taxes	N/A	N/A	N/A	2,863	2,863		2863	614
615		Other Taxes Except on Corporate Income or Payrolls	N/A	N/A	N/A	1,714	1,714		1714	615
616		Joint Facility - Debit	N/A	N/A	282	N/A	282		282	616
617		Joint Facility - [Credit]	N/A	N/A	(87)	N/A	(87)	()	(87)	617
618		Other	16	2	2,323	11	2,352	59	2411	618
619		TOTAL GENERAL AND ADMINISTRATIVE	24,406	707	10,052	15,222	50,387	1,433	51820	619
620	*	TOTAL CARRIER OPERATING EXPENSES	139,392	65,314	107,872	96,904	409,482	4,838	414320	620

412. WAY AND STRUCTURES (Dollars in Thousands)

1. Report *freight* expenses only.
2. The total depreciation expense reported in column (b), line 31, should balance to the sum of the depreciation expense reported in schedule 410, column (f) lines, 136, 137, and 138.
3. Report in column (c) the lease/rentals for the various property categories of Way and Structures. The total net lease/rentals reported in column (c), line 31 should balance the net amount reported in schedule 410, column (f), lines 118 through 123, plus lines 130 through 135.
If an entire road or segment of track is leased and if the actual breakdown of lease/rentals by property categories is not known, apportion the lease/rentals based on the percentage of the categories' depreciation bases to the depreciation bases for all categories of depreciable leased property. Use Schedule 350 of this report for obtaining the depreciation bases of the categories of leased property.
4. Amortization adjustment of each road property type which is included in column (b) shall be repeated in column (d) as a debit or credit to the appropriate line item; the net adjustment on line 31 shall equal the adjustment reported on line 29 of schedule 335.
5. Report on line 30 all other lease rentals not apportioned to any category listed on lines 1-30.
6. Line 11, Account 16, should not include computer and data processing equipment reported on line 37 of Schedule 415.

Line No.	Cross Check	Property account	Category (a)	Depreciation (b)	Lease/Rentals (net) (c)	Amortization adjustment during year (d)	Line No.
1		2	Land for transportation purposes	N/A			1
2		3	Grading				2
3		4	Other right-of-way expenditures	326			3
4		5	Tunnels and subways	2			4
5		6	Bridges, trestles and culverts	-			5
6		7	Elevated structures	438			6
7		8	Ties	-			7
8		9	Rail and other track material	6,145	(11)		8
9		11	Ballast	7,446	(25)		9
10		13	Fences, snowsheds and signs	4,024	(13)		10
11		16	Station and office buildings	34			11
12		17	Roadway buildings	262			12
13		18	Water stations	24			13
14		19	Fuel stations	14			14
15		20	Shops and enginehouses	42			15
16		22	Storage warehouses	390			16
17		23	Wharves and docks	-			17
18		24	Coal and ore wharves	36			18
19		25	TOFC/COFC terminals	-			19
20		26	Communications systems	27			20
21		27	Signals and interlockers	119			21
22		29	Power plants	431			22
23		31	Power transmission systems	-			23
24		35	Miscellaneous structures	-			24
25		37	Roadway machines	4			25
26		39	Public improvements, construction	329	71		26
27		45	Power plant machines	125			27
28		76	Interest during construction	-			28
29		80	Other elements of investment	-	N/A		29
30		-	Other lease/rentals	-	N/A		30
31	*	-	TOTAL	20,218	22		31

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		40	162		123	80	1
2		Box-Plain 50 Foot and Longer		405	1,361		1,867	5,584	2
3		Box-Equipped		1,466	4,643		2,200	5,262	3
4		Gondola-Plain		521	1,665		530	2,201	4
5		Gondola-Equipped		227	753		163	779	5
6		Hopper-Covered		1,426	4,483	6,410	1,569	6,069	6
7		Hopper-Open Top-General Service		61	177	1	662	1,745	7
8		Hopper-Open Top-Special Service					71	456	8
9		Refrigerator-Mechanical		86	273		978	806	9
10		Refrigerator-Non-Mechanical		221	705	445	285	1,450	10
11		Flat TOFC/COFC					172	5,017	11
12		Flat Multi-Level					377	5,798	12
13		Flat-General Service		25	82		112	97	13
14		Flat-Other		556	1,603	31	1,037	2,255	14
15		Tank-Under 22,000 Gallons				6,345			15
16		Tank-22,000 Gallons and Over				1,906			16
17		All Other Freight Cars		21	113	199	39	63	17
18		Auto Racks			4,655			4,498	18
19		TOTAL FREIGHT TRAIN CARS		5,055	20,675	15,337	10,185	42,160	19
OTHER FREIGHT-CARRYING EQUIPMENT									
20		Refrigerated Trailers							20
21		Other Trailers			8,831	4,192		2,250	21
22		Refrigerated Containers							22
23		Other Containers							23
24	*	TOTAL TRAILERS AND CONTAINERS			8,831	4,192		2,250	24
25		GRAND TOTAL (LINES 19 AND 24)		5,055	29,506	19,529	10,185	44,410	25

NOTES AND REMARKS

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 Adjustment net during year (e)	Line No.
				Owned (c)	Capitalized lease (d)		
1		LOCOMOTIVES					
		Diesel Locomotive-Yard	1,440	-	1,308		1
2		Diesel Locomotive-Road	12,750	-	696		2
3		Other Locomotive-Yard					3
4		Other Locomotive-Road					4
5	*	TOTAL	14,190	-	2,004		5
6		FREIGHT TRAIN CARS					
		Box-Plain 40 Foot	32	72	-		6
7		Box-Plain 50 Foot and Longer	1,460	57	1,233		7
8		Box-Equipped	3,104	600	1,263		8
9		Gondola-Plain	417	16	1,069		9
10		Gondola-Equipped	621	33	276		10
11		Hopper-Covered	6,082	320	1,108		11
12		Hopper-Open Top-General Service	(244)	27	144		12
13		Hopper-Open Top-Special Service	(8)	-	-		13
14		Refrigerator-Mechanical	(152)	-	168		14
15		Refrigerator-Nonmechanical	936	177	-		15
16		Flat TOFC/COFC	(1,690)	-	-		16
17		Flat Multi-level	(2,189)	-	-		17
18		Flat-General Service	(48)	24	-		18
19		Flat-Other	5	36	684		19
20		All Other Freight Cars	(1,836)	5	192		20
21		Cabooses	781	46	-		21
22		Auto Racks	1	-	1,043		22
23		Miscellaneous Accessories		-	-		23
24	*	TOTAL FREIGHT TRAIN CARS	7,272	1,413	7,180		24
		OTHER EQUIPMENT-REVENUE FREIGHT					
		HIGHWAY EQUIPMENT					
25		Refrigerated Trailers					25
26		Other Trailers	2,517				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	2,517				32
		FLOATING EQUIPMENT-REVENUE SERVICE					
33		Marine Line-Haul					33
34		Local Marine					34
35	*	TOTAL FLOATING EQUIPMENT					35
		OTHER EQUIPMENT					
		Passenger and Other Revenue Equipment (Freight Portion)					
36	*	Computer and Data Processing Equipment	255		111		36
37	*	Machinery-Locomotives ¹	368	133			37
38	*	Machinery-Freight Cars ²	670	451			38
39	*	Machinery-Other Equipment ³	14	(107)			39
40	*	Work and Other Non-revenue Equipment	1,476	693			40
41	*	TOTAL OTHER EQUIPMENT	2,783	1,170	111		41
42		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	26,762	2,583	9,295		42
43							43

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

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

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

415. SUPPORTING SCHEDULE—EQUIPMENT—Continued

Line No.	Cross Check	Lease and rentals (net) (f)	Depreciation base as of 12/31		Accumulated depreciation as of 12/31		Line No.
			Owred (g)	Capitalized lease (h)	Owred (i)	Capitalized lease (j)	
1			2,237	19,819	2,080	12,552	1
2		3,327	11,774	10,588	10,972	6,670	2
3							3
4							4
5		3,327	14,011	30,407	13,052	19,222	5
6		182	1,026	-	308		6
7		136	1,790	17,625	537	10,223	7
8		1,374	15,499	19,626	4,549	11,383	8
9		-	386	19,664	116	11,075	9
10		193	1,100	3,703	330	2,148	10
11		2,871	13,761	15,627	4,128	9,064	11
12		906	549	2,235	165	1,296	12
13		-	-				13
14		319	-	2,575		1,494	14
15		61	6,003	-	1,801		15
16		-	-	-			16
17		-	-	-			17
18		-	1,089	-	327		18
19		-	1,468	9,586	440	5,560	19
20		-	-	1,900		1,102	20
21		39	2,537	-	761		21
22		527	-	7,742		4,490	22
23		-	-	-			23
24		6,608	45,208	100,283	13,462	57,835	24
25							25
26		7,918					26
27							27
28							28
29							29
30							30
31							31
32		7,918					32
33							33
34							34
35		-					35
36							36
37		2,491					37
38							38
39							39
40							40
41		50	13,588	-	8,013	-	41
42		2,541	13,588	-	8,013	-	42
43		20,394	72,807	130,690	34,527	77,057	43

¹The 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.

²The depreciation to be reported on lines 38, 39, and 40 in column (c) is calculated by multiplying the investment in each element by the effective composite rate for Property Account 44, and then adding or subtracting the adjustment reported in column (e). This calculation should equal the amount shown in column (c), Schedule 335.

Supplemental Schedule 415 for Depreciation on
Improvements to Leased Property

52A

Road Initials: MILW

Year 1984

415. SUPPORTING SCHEDULE—EQUIPMENT (Dollars in Thousands)							
Line No.	Cross Check	Types of equipment (a)	Repairs (net expense) (b)	Depreciation		Amortization Adjustment net during year (e)	Line No.
				Owned (c)	Capitalized lease (d)		
1		LOCOMOTIVES					
2		Diesel Locomotive-Yard					1
3		Diesel Locomotive-Road		36			2
4		Other Locomotive-Yard					3
5	*	Other Locomotive-Road					4
6		TOTAL		36			5
7		FREIGHT TRAIN CARS					
8		Box-Plain 40 Foot					6
9		Box-Plain 50 Foot and Longer					7
10		Box-Equipped					8
11		Gondola-Plain					9
12		Gondola-Equipped					10
13		Hopper-Covered					11
14		Hopper-Open Top-General Service					12
15		Hopper-Open Top-Special Service					13
16		Refrigerator-Mechanical					14
17		Refrigerator-Nonmechanical					15
18		Flat TOFC/COFC					16
19		Flat Multi-level					17
20		Flat-General Service					18
21		Flat-Other					19
22		All Other Freight Cars					20
23		Cabooses					21
24		Auto Racks					22
25		Miscellaneous Accessories					23
26	*	TOTAL FREIGHT TRAIN CARS		71			24
27		OTHER EQUIPMENT-REVENUE FREIGHT		71			25
28		HIGHWAY EQUIPMENT					26
29		Refrigerated Trailers					27
30		Other Trailers					28
31		Refrigerated Containers					29
32		Other Containers					30
33		Bogies					31
34		Chassis					32
35		Other Highway Equipment (Freight)					33
36	*	TOTAL HIGHWAY EQUIPMENT					34
37		FLOATING EQUIPMENT-REVENUE SERVICE					35
38		Marine Line-Haul					36
39		Local Marine					37
40	*	TOTAL FLOATING EQUIPMENT					38
41		OTHER EQUIPMENT					39
42	*	Passenger and Other Revenue Equipment (Freight Portion)					40
43	*	Computer and Data Processing Equipment					41
44	*	Machinery-Locomotives ¹					42
45	*	Machinery-Freight Cars ²					43
46	*	Machinery-Other Equipment ³					44
47	*	Work and Other Non-revenue Equipment					45
48		TOTAL OTHER EQUIPMENT					46
49		TOTAL ALL EQUIPMENT (FREIGHT PORTION)		107			47

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							1
2			1,067		257		2
3							3
4							4
5			1,067		257		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			4,155		972		23
24			4,155		972		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			1		—		41
42			1		—		42
43			5,223		1,229		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 (j). This calculation should equal the amount shown in column (i), Schedule 335.

416. SUPPORTING SCHEDULE--ROAD
(Dollars in Thousands)

Line No.	(1) Asset category (Class)	(2) Account No.	Owned and used			Improvements to leased property			Capitalized leases			TOTAL		Line No.
			(3) Base \$000	(4) Accum. depr. \$000	(5) Depr. rate %	(6) Base \$000	(7) Accum. depr. \$000	(8) Depr. rate %	(9) Base \$000	(10) Annual accrual \$000	(11) Accum. depr. \$000	(12) Category total base	(13) Category accum. depr.	
1	I	3	13,082	1,701	1.51							13,082	1,701	1
2		8	22,112	7,076	10.74							22,112	7,076	2
3		9	61,742	19,757	5.52							61,742	19,757	3
4		11	32,224	19,657	5.59							32,224	19,657	4
5	SUB-TOTAL		129,160	48,191	6.03							129,160	48,191	5
6	II	3	35,320	4,644	.37							35,320	4,644	6
7		8	79,605	25,085	2.61							79,605	25,085	7
8		9	168,636	53,916	1.32							168,636	53,916	8
9		11	91,994	56,060	1.36							91,994	56,060	9
10	SUB-TOTAL		375,555	139,705	1.51							375,555	139,705	10
11	III	3		N/A	N/A		N/A	N/A		N/A	N/A			11
12		8		N/A	N/A		N/A	N/A		N/A	N/A			12
13		9		N/A	N/A		N/A	N/A		N/A	N/A			13
14		11		N/A	N/A		N/A	N/A		N/A	N/A			14
15	SUB-TOTAL			N/A	N/A		N/A	N/A		N/A	N/A			15
16	IV	3										39,768	12,726	16
17		8	39,768	12,726	3.77							78,341	25,069	17
18		9	78,341	25,069	1.91							43,470	26,517	18
19		11	43,470	26,517	1.96							161,579	64,312	19
20	SUB-TOTAL		161,579	64,312	2.38							689	90	20
21	V	3	689	90	1.21							1,661	532	21
22		8	1,661	532	8.60							4,590	1,469	22
23		9	4,590	1,469	4.37							2,284	1,393	23
24		11	2,284	1,393	4.47							9,224	3,484	24
25	SUB-TOTAL		9,224	3,484	4.92							675,518	N/A	25
26	BASE GRAND TOTAL		675,518	N/A	N/A		N/A	N/A		N/A	N/A			26
27	ACCUMULATED DEPRECIATION GRAND TOTAL		N/A	255,692	N/A	N/A		N/A	N/A		N/A	N/A	255,692	27

(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

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

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

Line No.	Cross Check	Items (a)	TOFC/COFC terminals (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										1
2	*	Pick up and delivery, marine line haul	2,340									2
3	*	Loading and unloading and local marine	5,865						N/A	838	3,178	3
4	*	Protective services, total debit and credits	4					939	N/A		6,804	4
5	*	Freight lost or damaged—solely related							606		610	5
6	*	Fringe benefits	29									6
7	*	Casualty and insurance							54		83	7
8	*	Joint facility - Debit										8
9	*	Joint facility - Credit								2	2	9
10	*	Other										10
11	*	TOTAL	8,238					939	660	840	10,677	11

Railroad Annual Report R-1

Road Initials: NTLM

Year 1984

450. ANALYSIS OF TAXES

(Dollars in Thousands)

A. Railway Taxes. In this Schedule report only those taxes charged to operating expenses.

Line No.	Cross Check	Kind of tax (a)	Amount (b)	Line No.
1		Other than U.S. Government Taxes		
		U.S. Government Taxes	4,304	1
		Income Taxes:		
2		Normal Tax and Surtax		2
3		Excess Profits		3
4		Total - Income Taxes		4
5		Railroad Retirement	23,030	5
6		Hospital Insurance	1,505	6
7		Supplemental Annuities	1,797	7
8		Unemployment Insurance	2,403	8
9		All Other United States Taxes		9
10		Total - U.S. Government Taxes	28,735	10
11		Total - Railway Taxes	33,039	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.	29,163			29,163	1
2	Accelerated amortization of facilities, Sec. 168 I.R.C.	2,481			2,481	2
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.					3
4	Amortization of rights of way, Sec. 185 I.R.C.	13			13	4
5	Other (Specify)					5
6	Other depreciation differences	11,428			11,428	6
7	Reserves	(7,846)			(7,846)	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	35,239			35,239	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 _____ \$ None
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 _____ \$ 380,000

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		Land sales			2
3		All other items		8,149	3
4		Total Account 519		920	4
5				9,069	5
6	551	Miscellaneous Income Charges:			6
7		Indenture trustees fees			7
8		All other items	1,639		8
9		Total Account 551	881		9
10			2,520		10
11	555	Unusual or Infrequent Items:			11
12		Major restructuring charges, credits and expenses associated with massive court-authorized line abandonments which occurred in the year 1980; the amounts reported herein for 1984 are adjustments of the amounts reported in 1980:			12
13		Depreciable roadway property retirement losses			13
14		Non-depr. roadway prop.-retirement chgs.	599		14
15		Employee severance and other labor protection expenses		2,836	15
16		Total Account 555	1,004		16
17				1,233	17
18	562	Gain or Loss on Disposal of Discontinued Segments:			18
19		Provision for loss on sale of the midwest core rail assets of the company to SLRCO, Inc.			19
20			47,705		20
21	570	Extraordinary Items and Accounting Changes:			21
22		Gain on discounted payments of deferred taxes			22
23		Gain on discounted payments of vacation benefits		53	23
24		Cancellation of MMTC accounts receivables		4	24
25		Total Account 570		14,653	25
26				14,710	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

501. GUARANTIES AND SURETYSHIPS

(Dollars in Thousands)

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

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1					1
2					2
3					3
4					4
5					5
6					6
7					7
8					8
9					9
10		NONE			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					33
34					34
35					35
36					36
37					37
38					38

2. If any corporation or other association was under obligation as guarantor or surety for the performance by the respondent of any agreement or obligation, show the particulars called for hereunder for each such contract of guaranty or suretyship in effect at the close of the year or entered into and expired during the year.

This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 years after date of issue, nor does it include ordinary surety bonds or undertakings on appeals in court proceedings.

Line No.	Finance Docket number, title, maturity date and concise description of agreement or obligation (a)	Names of all guarantors and sureties (b)	Amount contingent liability of guarantors (c)	Sole or joint contingent liability (d)	Line No.
1					1
2					2
3					3
4		NONE			4
5					5
6					6
7					7
8					8
9					9

502. COMPENSATING BALANCES AND SHORT-TERM BORROWING ARRANGEMENTS
(Dollars in Thousands)

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

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

N O N E

NOTES AND REMARKS FOR SCHEDULES 210 and 220

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
- 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 d	After one year e	Accrued during Year f	Amount capitalized in column (i) g	Paid during year h
(9) Directly related to road property items (1) and (2) above		55,604	2,780		8,574
(10) Directly related to equipment obligations item (4) above	10,406	64,248	9,793		9,955
(11) 769 affiliated companies obligations		23,000			
(12) Other not related to item (1), (2) and (4)*	3,307	254,642	24,979		10,141
(13) TOTAL	13,713	397,494	37,552		28,670

*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
(Dollars in Thousands)

Line No.	Description of obligation (a)	Name and address of creditor or trustee (b)	Original amount (c)	Portion due		Line No.
				Within one year (d)	After one year (e)	
1	Acct. 766 Equipment Obligations:					
2	4(c) Conditional Sale Agreements:					
3	187 cov'd.hoppers	Schuler Industries				1
4	120 auto racks	Key Capital Corp.	343	62	259	2
5			390	195	107	3
6	Total Account 766		733	257	366	4
7						5
8	Acct. 766.5 Equipment Obligations:					6
9	(5) Capitalized Lease Obligations:					7
10	Equipment Leases	Equilease Corp.				8
11	"	Greenlease Co.	2,617	307	14	9
12	"	MDFC Leasing Corp.	2,298	133	1,457	10
13	"	Greenlease Co.	1,443	230	238	11
14	"	Merrill Lynch Leas.	948	54	582	12
15	"	Rack Associates	1,482	212	315	13
16	"	North American Car	1,574	279	136	14
17	"	Pacar Financial Corp.	2,883	336	826	15
18	"	Girard Trust Bank	3,109	300	163	16
19	"	Girard Trust Bank	9,084	631	5,025	17
20	"	New England Mutual Life	8,627	614	4,623	18
21	"	Amer.Nat.Bk&Tr.Co.Chgo.	1,721	142	678	19
22	"	Seattle 1st Nat. Bk.	3,129	265	1,270	20
23	"	U.S.Ry.Leasing Co.	4,737	549	1,570	21
24	"	Cont. Il. Nat. Bk. & Tr. Co.	2,151	172	1,060	22
25	"	U.S. Steel Credit Corp.	2,920	195	1,759	23
26	"	IBM Corp.	2,127	273	317	24
27	"	Chandler Leasing	11	2		25
28	"	Cont. Il. Nat. Bk. & Tr. Co.	79	2		26
29	"	U.S. Leasing Intl.	2,775	174	1,770	27
30	"	Amer. Nat. Bk & Tr. Co. Chgo.	7,664	779	875	28
31	"	Sun Life Ins. Co. Amer.	3,138	263	1,274	29
32	"	Amer. Nat. Bk & Tr. Co. Chgo.	2,301			30
33	"	Railease Inc.	10,311	846	4,705	31
34	"	U.S. Ry. Equip. Co.	16,113	409	14,066	32
35	"	North Amer. Car Corp.	2,141	200	465	33
36	"	"	7,342	542	2,113	34
37	"	Pullman Trp. Leas.	4,968	290	1,636	35
38	"	U.S. Ry. Leasing	3,706	395	722	36
39	"	Trp. Leasing Corp.	10,173	816	4,392	37
40	"	Connecticut Bk. & Tr.	2,146			38
41	"	System Leasing Corp.	884	45	660	39
42	"	Connecticut Bk. & Tr.	664			40
43	"	"	7,580	359	5,803	41
44			6,961	333	5,368	42
45	Total Account 766.5		139,807	10,149	63,882	43
46						44
47						45
48						46
49						47
50						48
						49
						50

510. DEBTHOLDINGS—Continued
(Dollars in Thousands)

Line No.	Date of issue (f)	Date of maturity (g)	Interest			Line No.
			Rate (h)	Accrued during year (i)	Paid during year (j)	
1						1
2						2
3	4-01-84	3-31-87	12.81	32	32	3
4	6-28-84	6-28-86	13.30	24	24	4
5						5
6				56	56	6
7						7
8						8
9						9
10	6-01-77	7-01-85	9.56	60	78	10
11	4-01-77	5-01-92	12.38	212	212	11
12	6-01-77	12-15-86	15.30	92	92	12
13	9-01-77	9-01-92	11.45	76	76	13
14	6-01-77	3-15-87	15.59	100	100	14
15	3-17-78	4-01-86	14.25	72	80	15
16	10-29-75	12-01-87	13.63	181	181	16
17	8-01-71	5-01-86	11.47	71	76	17
18	3-09-76	1-01-91	12.97	755	779	18
19	12-23-75	10-15-90	13.92	731	743	19
20	6-01-74	7-16-89	10.02	88	90	20
21	5-29-74	7-02-89	10.31	168	174	21
22	12-01-75	1-01-88	Floating	399	409	22
23	1-01-76	1-01-91	17.28	198	198	23
24	6-01-76	9-01-91	12.69	260	260	24
25	10-01-76	12-25-86	14.99	111	111	25
26	9-13-83	9-13-84	7.60			26
27	6-20-72	6-01-85	13.98			27
28	2-01-77	4-11-92	12.62	258	258	28
29	7-01-71	8-01-86	11.91	225	260	29
30	5-30-74	7-02-89	10.31	168	174	30
31	12-06-76	12-16-84	16.78	24	24	31
32	8-01-74	1-01-90	10.38	607	626	32
33	10-31-80	3-01-99	12.14	1,782	1,786	33
34	10-20-72	12-01-87	11.67	90	90	34
35	5-15-73	8-01-88	12.62	378	378	35
36	1-28-74	6-01-89	10.61	256	256	36
37	4-26-70	6-01-87	11.82	147	147	37
38	3-18-74	11-01-89	12.33	694	694	38
39	12-21-76	2-28-84	14.01	2	4	39
40	9-20-78	1-15-94	11.68	85	85	40
41	4-27-79	11-01-84	10.31	7	7	41
42	1-15-79	7-15-94	11.85	748	754	42
43	2-01-79	7-15-94	11.85	692	697	43
44						44
45				9,737	9,899	45
46						46
47						47
48						48
49						49
50						50

510. DEBTHOLDINGS (Dollars in Thousands)						
Line No.	Description of obligation (a)	Name and address of creditor or trustee (b)	Original amount (c)	Portion due		Line No.
				Within one year (d)	After one year (e)	
1	Acct. 767 Receivers' and Trustee's Securities:					1
2	(6) Trustee's Certificates:					2
3	Cert.1978-B(4R/505)	U.S. Dept. of Trp.	22,500		22,500	3
4	Cert.1978-C(4R/505)	"	1,930		1,930	4
5	Cert.1980-G(4R/505)	"	16,710		16,710	5
6	Cert.1980-H(4R/505)	"	630		630	6
7	Cert.1984-A(4R/505)	"	5,300		5,300	7
8	Cert.1984-B(4R/505)	"	460		460	8
9	Cert.1978-A(4R/511)	Federal Fin. Bk.	21,250	1,699	14,087	9
10	Cert.1980-C(4R/511)	"	56,414		56,414	10
11	Cert.1980-D(4R/511)	"	19,290	1,608	14,467	11
12	ERSA 1980-A	"	30,000		30,000	12
13	ERSA 1980-B	"	20,000		20,000	13
14	ERSA 1980-E	"	2,783		2,783	14
15	Milwaukee Land Co.	Milwaukee Land Co.	10,000		10,000	15
16	"	"	6,000		6,000	16
17	"	"	8,700		8,700	17
18	"	"	15,000		15,000	18
19	"	"	29,661		29,661	19
20						20
21	Total Account 767		266,628	3,307	254,642	21
22						22
23	Account 768 Debt in Default (Note A):					23
24	(3) Unsecured Bonds/Debentures (b)					24
25	CMStP&P RR Co.	First National				25
26	5% Inc. Ser. A	Bank of Chicago	60,000		55,604	26
27						27
28	Account 769 Accounts Payable: Affiliated Companies:					28
29	(5) Miscellaneous Obligations					29
30	Note	Milwaukee Land Co.	4,000		4,000	30
31	"	"	2,000		2,000	31
32	"	"	1,000		1,000	32
33	"	"	700		700	33
34	"	"	300		300	34
35	Advances	"	2,000		2,000	35
36	"	"	3,000		3,000	36
37	"	"	2,000		2,000	37
38	"	"	2,000		2,000	38
39	"	"	3,000		3,000	39
40	"	"	3,000		3,000	40
41						41
42						42
43	Notes:					43
44	(A) In default upon filing a petition for reorganization under Section 77					44
45	of the Federal Bankruptcy Act, December 19, 1977.					45
46						46
47						47
48						48
49						49
50						50

510. DEBTHOLDINGS—Continued
(Dollars in Thousands)

Line No.	Date of issue (f)	Date of maturity (g)	Interest			Line No.
			Rate (h)	Accrued during year (i)	Paid during year (j)	
1						
2						
3	7-31-78	2008	2.03	507		1
4	7-31-78	2008	8.91	264		2
5	7-03-80	2011	2.03	364		3
6	7-03-80	2011	10.09	88		4
7	5-14-84	2005	3.24	66		5
8	5-14-84	2005	13.877	24		6
9	7-31-78	1991	9.381	1,612	1,631	7
10	3-03-80	2006	Various	6,753	6,716	8
11	5-20-80	1994	10.566	1,705	1,794	9
12	1-03-80	1995	14.687)	13,221		10
13	3-04-80	1995	14.687)			11
14	3-31-80	1995	9.412	375		12
15	3-06-79		Floating			13
16	4-03-79		"			14
17	4-30-80		"			15
18	1-21-81		"			16
19	7-09-82		4.00			17
20						18
21				24,979	10,141	19
22						20
23						21
24						22
25						23
26	1-01-55	1-01-2055	5	2,780		24
27						25
28						26
29						27
30	12-29-75		6			28
31	5-01-76		6			29
32	7-03-76		6			30
33	9-05-76		6			31
34	9-14-76		6			32
35	3-03-77		6			33
36	8-15-77		6			34
37	9-20-77		6			35
38	9-28-77		6			36
39	11-01-77		6			37
40	12-02-77		6			38
41			6			39
42						40
43						41
44						42
45						43
46						44
47						45
48						46
49						47
50						48
						49
						50

510. DEBTHOLDINGS (Dollars in Thousands)						
Line No.	Description of obligation (a)	Name and address of creditor or trustee (b)	Original amount (c)	Portion due		Line No.
				Within one year (d)	After one year (e)	
1	Account 768 Debt in Default:					1
2	(1) Mortgage Bonds (a)					2
3	First Mtge.Ser.A	Cont. Bank Chgo.	59,515		#	3
4	(1) Mortgage Bonds (b)					4
5	Gen.Mtge.Ser.A	Harris Bank, Chgo.	57,256		#	5
6	Gen.Mtge.Conv.					6
7	Inc.Ser.B	Harris Bank, Chgo.	51,422		#	7
8	(1) Mortgage Bonds (a) and (b)					8
9	Bedford Belt Ry.	American Natl. Bank				9
10	Co. First Mtge.	& Tr. Co. Chgo.	350		#	10
11	Southern Ind.Ry.	Mellon Bank				11
12	Co.First Mtge.	Philadelphia, PA	7,287		#	12
13	CTH&SE Ry. Co.	J. Henry Schroder				13
14	First & Refund.	Bank & Tr.Co. N.Y.	9,571		#	14
15	Income	LaSalle Natl.Bk.Chgo.	6,336		#	15
16						16
17						17
18						18
19						19
20	# See Note 11. Long Term Debt Page 9L of Schedule 200					20
21	Comparative Statement of Financial Position					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

510. DEBTHOLDINGS—Continued
(Dollars in Thousands)

Line No.	Date of issue (f)	Date of maturity (g)	Interest			Line No.
			Rate (h)	Accrued during year (i)	Paid during year (j)	
1						1
2						2
3	1-1-44	1-1-94	4	463	927	3
4						4
5	1-1-44	1-1-2019	4-1/2	1,132	2,264	5
6						6
7	1-1-44	1-1-2044	4-1/2	1,401	2,801	7
8						8
9						9
10	1-1-46	1-1-94	##	6	12	10
11						11
12	1-1-46	1-1-94	##	217	434	12
13						13
14	1-1-46	1-1-94	##	305	610	14
15	1-1-46	1-1-94	##	201	1,546	15
16						16
17						17
18						18
19						19
20	## 2-3/4% fixed, 1-1/2% contingent					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

510. DEBTHOLDINGS—Concluded
(Notes and other disclosures)

Line No.	a. Nature of security or collateral, if any	Line No.
1	NONE	1
2		2
3		3
4		4
5		5
6		6
7		7
8		8
9		9
10		10
11		11
12		12
13		13
14		14
15		15
16		16
17		17

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	Not available		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

c. Other notes and comments

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 512

Road Initials: MILM

Year 19 84

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	Milwaukee Land Company		Direct	Management Fees	494	(R) -	1
2							2
3	Milwaukee Land Company		"	Lease of Equipment	1,385	(P) -	3
4							4
5	The Milwaukee Motor						5
6	Transportation Company		"	Lease of Trailers	10,721	(P) 2,750	6
7							7
8	The Milwaukee Motor		"	Pick-up and delivery	11,150	(P) 3,618	8
9	Transportation Company			service			9
10							10
11	Milwaukee Land Company		"	Trustee's Certificates	-	(P) 69,360	11
12							12
13	Milwaukee Land Company		"	Notes and Advances	-	(P) 23,000	13
14							14
15	Milwaukee Land Company		"	Interest accrued on	-	(P) 1,150	15
16				Notes and Advances			16
17							17
18	Milwaukee Land Company		"	Note	-	(R) 1,700	18
19							19
20	Milwaukee Land Company		"	Interest on Note	102	(R) 60	20
21							21
22							22
23							23
24							24
25							25

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 700

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

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

Give subtotals for each of the several numbered classes, in the order listed above, as well as the total for all classes.

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

In column (a) insert the figure (and letter, if any) indicating its class in accordance with the preceding classification.

In column (b) give the various proportions of each class owned or leased by respondent, listing each proportion once in any grouping. Canadian mileage should be segregated and identified on separate lines in the various groupings. For each listing, in column (d) give its entire length (the distances between termini of single or first main track), and in the following columns the lengths of second main track; all other main tracks; passing tracks; cross-overs and turn-outs; way switching tracks; and yard switching tracks. These classes of tracks are defined as follows:

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

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

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

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

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

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

In classifying the line between *main* and *branch* (column (c)), use the distinction usually followed by respondents. 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.

700. MILEAGE OPERATED AT CLOSE OF YEAR											
Line No.	Cross No.	Class	Proportion owned or leased by respondent (b)	Main (M) or branch (B) line (c)	Running tracks, passing tracks, cross-overs, etc.				Miles of yard switching tracks (i)	TOTAL (j)	Line No.
					Miles of road (d)	Miles of second main track (e)	Miles of all other main tracks (f)	Miles of passing tracks, cross-overs, and turnouts (g)			
1											1
2											2
3		I	100%	M	1,133	476	28	123	215	2,504	3
4									529		4
5		I	100%	B	1,155	11		79	204	1,573	5
6									124		6
7											7
8			Total Class I		2,288	487	28	202	419	653	8
9										4,077	9
10											10
11											11
12											12
13		IJ	25%	M							13
14									1	1	14
15		IJ	50%	M	9	7	4	4	16	66	15
16									26		16
17											17
18			Total Class IJ M		9	7	4	4	16	27	18
19										67	19
20											20
21											21
22		IJ	33-1/3%	B					6	2	22
23										8	23
24		IJ	50%	B	25	1		2	7	85	24
25										120	25
26											26
27			Total Class IJ B		25	1		2	13	87	27
28										128	28
29											29
30			Total Class IJ		34	8	4	6	29	114	30
31										195	31
32											32
33											33
34		5		M	496	117	1	62	112	19	34
35										807	35
36		5		B	205	31	14	28	30	66	36
37										374	37
38											38
39											39
40			Total Class 5		701	148	15	90	142	85	40
41										1,181	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	1,638	600	33	189	343	575	55
56			TOTAL BRANCH LINES	N/A	1,385	43	14	109	247	3,378	56
57			GRAND TOTAL	N/A	3,023	643	47	298	590	2,075	57
58			Miles of classified road or track included in preceding grand total	N/A						5,453	58

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	1J	Wausau, WI	B						3	3	1
2	1	Chgo (West Av)	M						11	11	2
3	1	Fox Lake	B					3		3	3
4	1	Elgin	M					1		1	4
5											5
6											6
7											7
8											8
9											9
10											10
11											11
12											12
13											13
14											14
15								4	14	18	15
15		TOTAL	N/A								

Line 1 Owned jointly with Chicago and North Western Transportation Company, each company owning an equal interest. Operated by Chicago and North Western Transportation Company under contract dated August 10, 1892.

Lines 2, Owned solely by CMStP&P RR Co., leased and operated by Northeastern
3 and 4 Illinois Railroad Corporation.

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. Track, 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.

Mileage 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 OWNED BY RESPONDENT							LINE OWNED, NOT OPERATED BY RESPONDENT		New line constructed during year (k)	Line No.
			LINE OWNED		Line of proprietary 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	186	68				135	389				1
2		Indiana	87	7				185	279				2
3		Iowa	191	433				36	660				3
4		Kansas						7	7				4
5		Kentucky						1	1				5
6		Michigan		1				1	2				6
7		Minnesota	308	245				235	788				7
8		Missouri	135	5				16	156				8
9		South Dakota						12	12				9
10		Wisconsin	235	421				73	729				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		TOTAL MILEAGE (single track)	1,142	1,180				701	3,023				32

Road initials: M.L.W.

Year 1984

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	9							*	14
15	4	B	55							*	15
16	5	B	3							*	16
17											17
18											18
19											19
20											20
21											21
22											22
23											23
24											24
25	TOTAL DECREASE		67								25

*See notes and remarks on page 74

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 65

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.

NOTES AND REMARKS

CHANGES IN MILES OF ROAD

<u>Class</u>	<u>Description</u>	<u>Miles of Road</u>	<u>Date</u>	<u>Remarks</u>
Decreases:				
1-B	Elmer to Fulton, IL	7	Apr.	Abandoned AB-7, Sub. 106
5-B	N. Harvey to Chicago Heights, IL	3	Oct.	ICC Docket 30261
4-B	Davenport to Iowa City, IA	55	Nov.	Lease Agreement I-830 dated 11-3-81 cancelled
1-B	Beloit Jct, WI	<u>2</u>	Nov.	Reclassified
	Total Decrease	67		

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In column (c) give the number of units purchased new or built in company shops. In column (d) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.
3. Units leased to others for a period of one year or more are reportable in column (f). Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (h). Units rented from others for a period less than one year should not be included in column (f).
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 (f)
Line 6, column (j)	= Line 12, column (f)
Line 7, column (j)	= Line 13, column (f)
Line 8, column (j)	= Line 14, column (f)
Line 9, column (j)	= Line 15, column (f)
Line 10, column (j)	= Line 16, column (f)

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

When data appear in column (k) or (f) 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													
2		Diesel-freight units	7									(H.P.)	1		
3		Diesel-passenger units	242				15	24	101	132	233	17,100	2		
4		Diesel-multiple purpose units	84					1	83		83	627,350	3		
5	*	TOTAL (lines 1 to 4) units	333				15	25	191	132	323	118,800	4		
6	*	Electric locomotives										763,250	5		
7	*	Other self-powered units											6		
8	*	TOTAL (lines 5, 6 and 7)	333				15	25	191	132	323	763,250	7		
9	*	Auxiliary units										N/A	8		
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	333				15	25	191	132	323	N/A	9		
													10		
DISTRIBUTION OF LOCOMOTIVE UNITS IN SERVICE OF RESPONDENT AT CLOSE OF YEAR, ACCORDING TO YEAR BUILT, DISREGARDING YEAR OF REBUILDING															
Line No.	Cross Check	Type or design of units (a)	Before Jan. 1, 1960 (b)	Between					During Calendar Year						Line No.
				Jan. 1, 1960 and Dec. 31, 1964 (c)	Jan. 1, 1965 and Dec. 31, 1969 (d)	Jan. 1, 1970 and Dec. 31, 1974 (e)	Jan. 1, 1975 and Dec. 31, 1979 (f)	1980 (g)	1981 (h)	1982 (i)	1983 (j)	1984 (k)	TOTAL (l)		
11	*	Diesel	17		61	178	67							323	11
12	*	Electric													12
13	*	Other self-powered units													13
14	*	TOTAL (lines 11 to 13)	17		61	178	67							323	14
15	*	Auxiliary units													15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	17		61	178	67						N/A	323	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 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)												17
18		Combined cars [All class C, except CSB]												18
19		Parlor cars (PBC, PC, PL, PO)												19
20		Sleeping cars (PS, PT, PAS, PDS)												20
21		Dining, grill and tavern cars [All class D, PD]										N/A		21
22		Non-passenger-carrying cars [All class B, CSB, M, PSA, IA]										N/A		22
23		TOTAL (lines 17 to 22)												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)												29
30		COMPANY SERVICE CARS Business cars (PV)	1						1		1	N/A		30
31		Board outfit cars (MWX)	67				1		68		68	N/A		31
32		Derrick and snow removal cars [MWU, MWV, MWX, MWK]	87					1	86		86	N/A		32
33		Dump and ballast cars [MWB, MWD]	594					7	587		587	N/A		33
34		Other maintenance and service equipment cars	692				58		749	1	750	N/A		34
35		TOTAL (lines 30 to 34)	1,441				59	8	1,491	1	1,492	N/A		35

710. INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data.

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

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

UNIT OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS									
Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Time-mileage cars (b)	All others (c)	Units installed				
					New units purchased or built (d)	New or rebuilt units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, including reclassification and second hand units purchased or leased from others (g)	
36		FREIGHT TRAIN CARS Plain box cars - 40' (B100-B287)	442						36
37		Plain box cars - 50' and longer (B300-B887)	1,289						37
38		Equipped box cars (All Code A)	2,308					3	38
39		Plain gondola cars (All Codes G & J-1, J-2, J-3, and J-4)	708						39
40		Equipped gondola cars (All Code E)	416					10	40
41		Covered hopper cars (All Code C - 1 -)	3,416			242		207	41
42		Open top hopper cars-general service (All Code H)	564						42
43		Open top hopper cars-special service (All Codes K, J-0 and C - 2 -)							43
44		Refrigerator cars-non-mechanical (R100-120, 200-220, 300-320, 400-420, 500-520, 600-620, 700-720 and 800-820)	456			130			44
45		Refrigerator cars-mechanical (R150-170, 250-270, 350-370, 450-470, 550-570, 650-670, 750-770 and 850-870)	171						45
46		Flat cars-TOFC/COFC (All Code P)							46
47		Flat cars-multi-level (All Code V)		826		19			47
48		Flat cars-general service (F101-106, F201-206, F301-306)	135					5	48
49		Flat cars-other (F111-166, 211-266, 311-366, 411-466, 501-826)	458	464		263		1	49
50		Tank cars-under 22,000 gallons (T-0, T-1, T-2, T-3, T-4, T-5)							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)	112 380						52
53		TOTAL (lines 36 to 52)	10,743	1,290		654		226	53
54		Caboose (All Code N)	N/A	185					54
55		TOTAL (lines 53, 54)	10,743	1,475		654		226	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

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		362	79	1	80		4,399		36
37		52	1,096	141	1,237		98,275		37
38		66	1,577	668	2,245		167,013		38
39		18	690		690		67,361		39
40		82	212	132	344		31,201		40
41		344	2,157	1,364	3,521		333,940		41
42		80	225	259	484		39,373		42
43									43
44		92	319	175	494		34,738		44
45		4	81	86	167		10,855		45
46									46
47		21		824		824	35,917		47
48		51	89		89		6,850		48
49		166	450	570	450	570	82,845		49
50									50
51									51
52		112	268					268	52
53		1,450	7,243	4,220	9,801	1,394	912,767	268	53
54		29	143	13	N/A	156	N/A		54
55		1,479	7,386	4,233	9,801	1,550	912,767	268	55

RC-131300 CHICAGO, MILWAUKEE, ST. PAUL & PACIFIC 1984 3 OF 3

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	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Per diem	All others	Units installed				
					New units purchased or built	New units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units, including reclassification and second hand units purchased or leased from others	
		(a)	(b)	(c)	(d)	(e)	(f)	(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			NONE			58
HIGHWAY REVENUE EQUIPMENT									
59		Bogie-chassis				NONE			
60		Box van							59
61		Flat bed							60
62		Open top							61
63		Mechanical refrigerator							62
64		Bulk							63
65		Insulated							64
66		Platform removable sides							65
67		Other trailer or container							66
68		Tractor							67
69		Truck							68
70		TOTAL (lines 59 to 69)							69
									70

NOTES AND REMARKS

710. INVENTORY OF EQUIPMENT - Concluded

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

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				NONE	N/A				58
59									59
60									60
61									61
62									62
63									63
64									64
65									65
66				NONE					66
67									67
68									68
69									69
70									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	NONE					14
15						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24
25	TOTAL		N/A		N/A	25
REBUILT UNITS						
26						26
27						27
28						28
29						29
30						30
31	NONE					31
32						32
33						33
34						34
35						35
36						36
37						37
38	TOTAL		N/A		N/A	38
39	GRAND TOTAL		N/A		N/A	39

GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULES 720, 721, 723, 726, 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	Mileage of tracks at end of period	Average annual traffic density in millions of gross ton-miles per track-mile ²	Average running speed limit	Track miles under slow orders at end of period (Deviation from timetable speed limit)	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	A	837	13.3	69 MPH	110	1
2	B	782	12.8	41 MPH	159	2
3	C	946	2.8	36 MPH	155	3
4	D	481	0.4	25 MPH	56	4
5	E	1,068	XXXXXXXX	XXXXXX		5
6	TOTAL	4,114	8.9	45 MPH	480	6
7	F	976	XXXXXXXX	XXXXXX	116	7
8	Potential abandonments	23				8

²To determine average density, total track miles (route miles times number of tracks) rather than route miles shall be used.

721. TIES LAID IN REPLACEMENT

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

Line No.	Track category	Number of crossties laid in replacement							Total	Switch and bridge ties (board feet)	Crossties switch and bridge ties	Line No.
		New ties				Second-hand ties					Percent of spot maintenance (k)	
		Wooden		Concrete	Other	Wooden		Other				
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)					
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)		
1	A	28,068				2,350			30,418	96,109	13%	1
2	B	57,720				7,433			65,153	244,838	16%	2
3	C	125,919				1,573			127,492	294,661	9%	3
4	D	3,015				1,577			4,592	29,249	71%	4
5	E	18,697				8,361			27,558	247,484	58%	5
6	TOTAL	233,419				21,794			255,213	912,341	18%	6
7	F	28,202				2,571			30,773	111,576	16%	7
8	Potential abandonments											8

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

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	5,851	16.6404	97	20,7780	241.4573	5	New ties	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
19	TOTAL	5,851	16.6404	97	20,7780	241.4573	5		20
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid None								21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid None								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		0.93	17.40	11.30	17.40	12.23	35.4%	1
2	B		0.60	52.84	22.77	52.84	23.37	29.2%	2
3	C		1.01	28.88	19.55	28.88	20.56	39.5%	3
4	D	21.02	0.30		4.42	21.02	4.72	11.7%	4
5	E			5.30	11.55	5.30	11.55	68.5%	5
6	TOTAL	21.02	2.84	104.42	69.59	125.44	72.43	33.8%	6
7	F	21.02	2.03	16.24	19.32	37.26	21.35	31.6%	7
8	Potential Abandonments								8
9	Other								9
10	Average cost of new and relay rail laid in replacement (gross tons) \$ _____								10

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	4					100 SH	1.43	1	297.58	1
2	4					110 SH	341.35	65	191.85	2
3	4					112 SH	25.49	6	240.87	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
31										31
32										32
33	TOTAL	N/A				N/A	368.27	72	195.66	33
34	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid								None	34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid								None	35
36	Track-miles of welded rail installed this year. <u>None</u> total to date. <u>None</u>									36

725. WEIGHT OF RAIL

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

Line No.	Weight of rails per yard (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	Line No.
	<i>Pounds</i>				
1	140	0.55			1
2	133	1.61			2
3	132	561.33			3
4	131	589.32			4
5	130	16.43			5
6	119	7.00			6
7	115	457.10			7
8	112	417.61			8
9	110	5.09			9
10	100	276.13			10
11	90	403.56			11
12	85	37.26			12
13	80	1.94			13
14	75	29.99			14
15	70	2.83			15
16	65	16.25			16
17	60	2.54			17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38
39					39
40					40
41					41
42					42
43					43
44					44
45					45
46					46
47					47
48	1747	2826.54			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 (a)	Ties				Rail		Ballast	Track surfacing		Line No.
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles) (f)	Percent replaced (g)	Cubic yards of ballast placed (h)	Miles surfaced (i)	Percent surfaced (j)	
		Crossties (b)	Switch and bridge ties (board feet) (c)	Crosstie (d)	Switch and bridge ties (board feet) (e)						
1	A	30,418	96,109	1.2%		29.63	1.77%	135,758	21.2	2.53%	1
2	B	65,153	244,838	2.7%		76.21	4.87%	179,968	32.2	4.12%	2
3	C	127,492	294,661	4.4%		49.44	2.61%	134,651	41.4	4.38%	3
4	D	4,592	29,249	0.3%		25.74	2.68%	6,559			4
5	E	27,558	247,484	0.9%		16.85	0.79%	13,429	7.3	0.68%	5
6	TOTAL	255,213	912,341	2.0%		197.87	2.41%	470,365	102.1	2.48%	6
7	F	30,773	111,576	1.0%		58.61	3.00%	144,325	21.2	2.17%	7
8	Potential abandonments										8

Columns (i) and (j) for Schedule 726 contain only those miles rebalasted with new ballast.

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	\$ 19,385,000	\$ 5,176,000	1
2	B	22,246,000	36,589,000	2
3	C	52,499,000	63,110,000	3
4	D	27,845,000	28,906,000	4
5	E	43,343,000	48,705,000	5
6	TOTAL TRACKS	165,323,000	182,486,000	6
7	F	22,918,000	23,055,000	7
8	Potential Abandonments	1,393,000	24,897,000	8
	Selected track improvements	Quantities of deferred capital improvements		
		End of the year	Beginning of the year	
9	Crossties	1,623,900 Each	2,017,500 Each	9
10	Rail	512 Trk.Mi.	553 Trk.Mi.	10
11	Ballast	1,303,000 C.Y.	1,479,000 C.Y.	11

750. CONSUMPTION OF FUEL BY MOTIVE-POWER UNITS
(Dollars in Thousands)

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

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

A. LOCOMOTIVES
(Dollars in Thousands)

Line No.	Kind of locomotive service (a)	Diesel	Electric	Other (steam, gas turbine, etc.)		Line No.
		Diesel oil (gallons) (b)	Kilowatt-hours (c)	Coal (tons) (d)	Fuel oil (gallons) (e)	
1	Freight	37,963,617				1
2	Passenger	—				2
3	Yard switching	5,822,466				3
4	TOTAL	43,786,083				4
5	COST OF FUEL ¹	\$ 36,822	\$	\$	\$	5
6	Work Train	1,134,504				6

B. RAIL MOTORCARS
(Dollars in Thousands)

Line No.	Kind of locomotive service (f) NONE	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	\$	\$	\$	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 4-11, 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. That is, if the payment for the loaded miles includes the empty miles, the loaded and empty miles should not be considered no-payment car miles.

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

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

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

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

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755—Concluded

(N) Yard switching hours are hours expended in switching service performed by yard crews in 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 railroads' expense. (Performed at railroads' expense means that railroad employees perform the service or that the railroad hires a subsidiary or outside contractor to perform the service). Do not include those trailers/containers which are picked up or delivered by a shipper or motor carrier etc. when a tariff provision requires the shipper-motor carrier etc. and not the railroad to perform that service. Note: The count should reflect the 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 freighthouse, pier, etc., for the purpose of being loaded.

753. 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)	3,023		1
		2. Train Miles - Running (B)	XXXXXX	XXXXXX	
2		2-01 Unit Trains	359,428	XXXXXX	2
3		2-02 Way Trains	645,946	XXXXXX	3
4		2-03 Through Trains	3,869,959		4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	4,875,333		5
6		2-05 Motorcars (C)			6
7		2-06 TOTAL, ALL TRAINS (lines 5, 6)	4,875,333		7
		3. Locomotive Unit Miles (D)	XXXXXX	XXXXXX	
		Road Service (E)	XXXXXX	XXXXXX	
8		3-01 Unit Trains	1,080,884	XXXXXX	8
9		3-02 Way Trains	1,190,954	XXXXXX	9
10		3-03 Through Trains	9,772,303		10
11		3-04 TOTAL (lines 8-10)	12,044,141		11
12		3-11 Train Switching (F)	5,075	XXXXXX	12
13		3-21 Yard Switching (G)	2,379,333		13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	14,428,549		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	1,942	XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	18,832	XXXXXX	16
17		4-012 Box-Equipped	27,316	XXXXXX	17
18		4-013 Gondola-Plain	3,717	XXXXXX	18
19		4-014 Gondola-Equipped	1,648	XXXXXX	19
20		4-015 Hopper-Covered	17,002	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	3,375	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	662	XXXXXX	22
23		4-018 Refrigerator-Mechanical	4,132	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	4,667	XXXXXX	24
25		4-020 Flat-TOFC, COFC	7,074	XXXXXX	25
26		4-021 Flat-Multi-Level	8,959	XXXXXX	26
27		4-022 Flat-General Service	836	XXXXXX	27
28		4-023 Flat-All Other	10,954	XXXXXX	28
29		4-024 All Other Car Types-Total	4,357	XXXXXX	29
30		4-025 TOTAL (lines 15-29)	115,473	XXXXXX	30
		4-11 RR Owned and Leased Cars-Empty	XXXXXX	XXXXXX	

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
31		4-110 Box-Plain 40-Foot	1,017	XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	14,948	XXXXXX	32
33		4-112 Box-Equipped	14,505	XXXXXX	33
34		4-113 Gondola-Plain	2,956	XXXXXX	34
35		4-114 Gondola-Equipped	1,680	XXXXXX	35
36		4-115 Hopper-Covered	16,933	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	1,305	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	657	XXXXXX	38
39		4-118 Refrigerator-Mechanical	3,567	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	3,997	XXXXXX	40
41		4-120 Flat-TOFC/COFC	384	XXXXXX	41
42		4-121 Flat-Multi-Level	9,219	XXXXXX	42
43		4-123 Flat-General Service	563	XXXXXX	43
44		4-123 Flat-All Other	9,865	XXXXXX	44
45		4-124 All Other Car Types	2,620	XXXXXX	45
46		4-125 TOTAL (lines 31-45)	84,416	XXXXXX	46
47		4-13 Private Line Cars - Loaded (H)	XXXXXX	XXXXXX	
48		4-130 Box-Plain 40-Foot		XXXXXX	47
49		4-131 Box-Plain 50-Foot and Longer	1,545	XXXXXX	48
50		4-132 Box-Equipped	3	XXXXXX	49
51		4-133 Gondola-Plain	94	XXXXXX	50
52		4-134 Gondola-Equipped		XXXXXX	51
53		4-135 Hopper-Covered	22,152	XXXXXX	52
54		4-136 Hopper-Open Top-General Service	106	XXXXXX	53
55		4-137 Hopper-Open Top-Special Service		XXXXXX	54
56		4-138 Refrigerator-Mechanical		XXXXXX	55
57		4-139 Refrigerator-Non-Mechanical	964	XXXXXX	56
58		4-140 Flat-TOFC/COFC	33,513	XXXXXX	57
59		4-141 Flat-Multi-Level		XXXXXX	58
60		4-142 Flat-General Service	2	XXXXXX	59
61		4-143 Flat-All Other	46	XXXXXX	60
62		4-144 Tank Under 22,000 Gallons	13,090	XXXXXX	61
63		4-145 Tank-22,000 Gallons and Over	3,707	XXXXXX	62
64		4-146 All Other Car Types	4,011	XXXXXX	63
65		4-147 TOTAL (lines 47-63)	79,233	XXXXXX	64
		4-15 Private Line Cars-Empty (H)	XXXXXX	XXXXXX	
		4-150 Box-Plain 40-Foot		XXXXXX	65

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
66		4-151 Box-Plain 50-Foot and Longer	81	XXXXXX	66
67		4-152 Box-Equipped	12	XXXXXX	67
68		4-153 Gondola-Plain	4	XXXXXX	68
69		4-154 Gondola-Equipped		XXXXXX	69
70		4-155 Hopper-Covered	23,206	XXXXXX	70
71		4-156 Hopper-Open Top-General Service		XXXXXX	71
72		4-157 Hopper-Open Top-Special Service		XXXXXX	72
73		4-158 Refrigerator-Mechanical		XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	830	XXXXXX	74
75		4-160 Flat-TOFC/COFC	1,182	XXXXXX	75
76		4-161 Flat-Multi-Level		XXXXXX	76
77		4-162 Flat-General Service	1	XXXXXX	77
78		4-163 Flat-All Other	8	XXXXXX	78
79		4-164 Tank-Under 22,000 Gallons	13,056	XXXXXX	79
80		4-165 Tank-22,000 Gallons and Over	3,831	XXXXXX	80
81		4-166 All Other Car Types	1,864	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	44,075	XXXXXX	82
83		4-17 Work Equipment Car-Miles		XXXXXX	83
84		4-18 No Payment Car-Miles (I) ¹	75,680	XXXXXX	84
		4-19 Total Car-Miles by Train Type	XXXXXX	XXXXXX	
85		4-180 Unit Trains	40,774	XXXXXX	85
86		4-181 Way Trains	20,051	XXXXXX	86
87		4-182 Through Trains	338,052	XXXXXX	87
88		4-183 TOTAL (lines 85-87)	398,877	XXXXXX	88
89		4-20 Caboose Miles	5,516	XXXXXX	89
		5. Passenger Car-Miles (thousands) (j)	XXXXXX	XXXXXX	
90		5-01 Coaches			90
91		5-02 Combination, Passenger Cars			91
92		5-03 Sleeping and Parlor Cars			92
93		5-04 Dining, Grill and Tavern Cars			93
94		5-05 Head-End Cars (Other than 5-02)			94
95		5-06 TOTAL (lines 90-94)			95
96		5-07 Business Cars			96
97		5-08 Crew Cars (Other than C cabooses)			97
		6. Gross Ton-Miles (thousands) (K)	XXXXXX	XXXXXX	
98		6-01 Road Locomotives	1,932,528		98
		6-02 Freight Trains, Crs., Cots., and Caboose	XXXXXX	XXXXXX	

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.
99		6-020 Unit Trains			
100		6-021 Way Trains	2,878,393	XXXXXX	99
101		6-022 Through Trains	1,283,394	XXXXXX	100
102		6-03 Passenger-Trains, Ctrs., and Cnts.	21,651,127	XXXXXX	101
103		6-04 Non-Revenue			102
104		6-05 TOTAL (lines 98-103)	27,745,442	XXXXXX	103
		7. Tons of Freight (thousands)			104
105		7-01 Revenue	XXXXXX	XXXXXX	
106		7-02 Non-Revenue	34,828	XXXXXX	105
107		7-03 TOTAL (lines 105, 106)	260	XXXXXX	106
		8. Ton-Miles of Freight (thousands) (L)	35,088	XXXXXX	107
108		8-01 Revenue-Road Service	XXXXXX	XXXXXX	
109		8-02 Revenue-Lake Transfer Service	12,509,708	XXXXXX	108
110		8-03 TOTAL (lines 108, 109)		XXXXXX	109
111		8-04 Non-Revenue-Road Service	12,509,708	XXXXXX	110
112		8-05 Non-Revenue-Lake Transfer Service	30,888	XXXXXX	111
113		8-06 TOTAL (lines 111, 112)		XXXXXX	112
114		8-07 TOTAL-REVENUE AND NON-REVENUE (lines 110, 113)	30,888	XXXXXX	113
		9. Train Hours (M)	12,540,596	XXXXXX	114
115		9-01 Road Service	XXXXXX	XXXXXX	
116		9-02 Train Switching	212,168	XXXXXX	115
117		10. TOTAL YARD-SWITCHING HOURS (N)	845	XXXXXX	116
		11. Train-Miles Work Trains (O)	353,467	XXXXXX	117
118		11-01 Locomotives	XXXXXX	XXXXXX	
119		11-02 Motorcars	12,268	XXXXXX	118
		12. Number of Loaded Freight Cars (P)		XXXXXX	119
120		12-01 Unit Trains	XXXXXX	XXXXXX	
121		12-02 Way Trains	192,879	XXXXXX	120
122		12-03 Through Trains	980,178	XXXXXX	121
123		13. TOFC/COFC-No. of Rev. Trailers and Containers Loaded and Unloaded (Q)	1,500,359	XXXXXX	122
124		14. Multi-Level Cars-No. of Motor Vehicles Loaded and Unloaded (Q)	145,077	XXXXXX	123
125		15. TOFC/COFC-No. of Rev. Trailers Picked Up and Delivered (R)	350,831	XXXXXX	124
		16. Revenue Tons-Marine Terminal (S)	37,672	XXXXXX	125
126		16-01 Marine Terminals-Coal	XXXXXX	XXXXXX	
127		16-02 Marine Terminals-Ore		XXXXXX	126
128		16-03 Marine Terminals-Other		XXXXXX	127
129		16-04 TOTAL (lines 126-128)		XXXXXX	128
		17. Number of Foreign Per Diem Cars on Line (T)		XXXXXX	129
130		17-01 Serviceable	XXXXXX	XXXXXX	
131		17-02 Unserviceable	4,039	XXXXXX	130
132		17-03 Surplus	119	XXXXXX	131
133		17-04 TOTAL (lines 130-132)		XXXXXX	132
			4,158	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 Du Page

T. F. Power, Jr. makes oath and says that he is Vice President-Reorganization

(Insert here name of the affiant)

(Insert here the official title of the affiant)

Richard B. Ogilvie, Trustee of the Property of
Of Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor

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

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

January 1, 1984, to and including December 31, 1984

(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 29th day of April, 1985

My commission expires May 8, 1988

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)

The Vice President-Reorganization has direct charge of the accounts
State of and financial books and records of the respondent.

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	55
Road and equipment leased		Locomotive equipment	76
From others	34	Electric and other	76
Improvements to	34	Consumption of fuel	90
To others	37	Locomotive unit miles	93
Owned and used	31	Mileage-Average of road operated	83
Accruals-Railway tax	57	Changes during the year	73
Analysis of taxes	57	Of main tracks	70-71
Application of funds-Source	15	Of new tracks in which rails were laid	86
Balance sheet	5-9	Of new tracks in which ties were laid	85
Capital stock	14	Of road constructed and abandoned	73
Car, locomotive, and floating equipment-Classification	76-81	operated at close of year	71
Changes in financial position	15-16	By States and territories	73
Company service equipment	77	Owned and not operated at close of year	73
Compensating balances and short-term borrowing		Miscellaneous items in retained income accounts for the	
arrangements	61	year	59
Consumption of fuel by motive-power units	90	Motorcar car miles	93
Contingent assets and liabilities	8	Motor rail cars owned or leased	77
Crossties (see Ties)		Net income	11
Debt holdings	64-66	Oath	97
Deferred maintenance-tracks	89	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	95
To others	36	Private line cars loaded	94
Owned and used	30	Private line cars empty	94
Electric locomotive equipment at close of year	68	Rail motor cars	90
Equipment-classified	76-81	Rails	
Company service	77	Laid in replacement	86
Floating	80-81	Charges to additions and betterments	90
Freight-train cars	78-79	Charges to operating expenses	41
Highway revenue equipment	80-81	Additional tracks, new lines, and extensions	87
Passenger-train cars	78-79	Miles of new track in which rails were laid	86
Inventory	76-81	Weight of	87
Owned-Not in service of respondent	76	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	59
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	57	Leased to others-Depreciation base and rates	36
Financial position-Changes in	15-16	Reserve	37
Floating equipment	80-81	Owned-Depreciation base and rates	30
Freight cars loaded	93	Reserve	31
Freight-train cars	78-79	Used-Depreciation base and rates	30
Freight car-miles	93	Reserve	31
Fuel consumed by motive-power units	90	Road-Mileage operated at close of year	70
Cost	90	By States and Territories	72
Funded debt (see Debt holdings)		Road-Owned and not operated at close of year	71
Gasoline (see Fuel)		Roadway deferred maintenance	88
Guaranties and suretyships	60	Securities (see Investments)	
Identity of respondent	2	Short-term borrowing arrangements-Compensating	
Items in selected income and retained earnings accounts	59	balances and	61
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	56
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	72
Value per share	3	Track and traffic conditions	83
Voting rights	3	Train hours, yard switching	96
Supporting schedule—Road	52-53	Train miles	93
Suretyships—Guaranties and	60	Tons of freight	95
Ties laid in replacement	84	Ton-miles of freight	95
Ties—Additional tracks, new lines, and extensions	85	TOFC/COFC number of revenues trailer and containers loaded and unloaded	96
Tracks operated at close of year (switching and terminal companies)	70	Voting powers and elections	3
		Weight of rail	88

RC 131300P

NAME OF CARRIER C.M.St.P. & P. RR Co.

SUPPLEMENTAL 1984 R-1 DATA

INSTRUCTIONS

1. Line and column references in column (b) are to the 1984 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, 1985.

Section of Accounting
and Reporting
MAY 2 1985

Bureau of Accounts Reporting

Selected items (a)	1984 R-1 Location (b)	RRB Accounting As of 12/31/84 (Dollars in Thousands) (c)	RRB Accounting As of 1/1/84 (Dollars in Thousands) (d)
<u>Schedule 210</u>			
1. Net railway operating income (loss)	Line 69	\$ 18,533	N/A
<u>Schedule 245</u>			
2. Total working capital	Line 28	51,946	\$ 30,734
<u>Schedule 352A</u>			
TOTAL	Line 31		
3. Investments in property	col. d	521,197	533,012
4. Depreciation and Amortization of defense projects	col. e	211,716	218,073
<u>Schedule 352B</u>			
Interest during construction	Line 40		
5. Respondent	col. b		
6. Lessor railroads	col. c		
7. Inactive (Proprietary Companies)	col. d		
8. Other Leased Properties	col. e		
Other elements of Investment	Line 41		
9. Respondent	col. b	(24,564)	(24,995)
10. Lessor railroads	col. c		
11. Inactive (Proprietary Companies)	col. d		
12. Other Leased Properties	col. e		

131300

NAME OF CARRIER C.M.St.P. & P. RR Co.

SUPPLEMENTAL 1984 R-1 DATA

INSTRUCTIONS

Section of Accounting
and Reporting
MAY 2 1985
Bureau of Accounts Received

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, 1985.

Item No.	Selected Items (a)	1982 R-1 Location (b)	RRB Accounting As of 12/31/84 (Dollars in Thousands) (c)
1.	<u>Schedule 335, Accumulated Depreciation-Road and Equipment Owned and Used</u> Total road	Line 28, col. g	\$ <u>98,006</u>
2.	<u>Schedule 342, Accumulated Depreciation-Improvements to Road and Equipment Leased from Others</u> Total road	Line 27, col. g	<u>66</u>
3.	<u>Schedule 351, Accumulated Depreciation-Road and Equipment Leased to Others</u> Total road	Line 27, col. g	<u> </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>125,851</u>
5.	Total expenditures for road	Line 34, total of cols. b thru e	<u>311,630</u>
6.	Total general expenditures	Line 45, total of cols. b thru e	<u> </u>

NAME OF CARRIER C.M.St.P. & P. RR Co.

SUPPLEMENTAL 1984 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, 1985.

Section of Accounting
and Reporting
MAY 2 1985
Bureau of Accounts Received

Item No.	Selected Items (a)	1982 R-1 Location (b)	RRB Accounting As of 12/31/84 (Dollars in Thousands) (c)
	<u>Schedule 335, Accumulated Depreciation-Road and Equipment Owned and Used</u>		
1.	Total road	Line 28, col. g	\$ <u>98,006</u>
	<u>Schedule 342, Accumulated Depreciation-Improvements to Road and Equipment Leased from Others</u>		
2.	Total road	Line 27, col. g	<u>66</u>
	<u>Schedule 351, Accumulated Depreciation-Road and Equipment Leased to Others</u>		
3.	Total road	Line 27, col. g	<u> </u>
	<u>Schedule 352B, Investment in Railway Property Used in Transportation Service (By Property Accounts)</u>		
4.	Ties, Rails, Other Track Material, Ballast, Track Laying and Surfacing	Cols. b thru e, sum of lines 8 thru 12	<u>125,851</u>
5.	Total expenditures for road	Line 34, total of cols. b thru e	<u>311,630</u>
6.	Total general expenditures	Line 45, total of cols. b thru e	<u> </u>

131300

Item No.	Selected Items (a)	1982 R-1 Location (b)	RRB Accounting As of 12/31/84 (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>22,247</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>1,083</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>2,612</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></u>
	Depreciation - Running		
11.	Freight	Line 136, col. f	<u>1,282</u>
12.	Passenger	Line 136, col. g	<u>1</u>
	Depreciation - Switching		
13.	Freight	Line 137, col. f	<u>132</u>
14.	Passenger	Line 137, col. g	<u></u>
	Depreciation - Other		
15.	Freight	Line 138, col. f	<u>1,283</u>
16.	Passenger	Line 138, col. g	<u></u>
	Other - Running		
17.	Freight	Line 148, col. f	<u>1,517</u>
18.	Passenger	Line 148, col. g	<u>18</u>
	Other - Switching		
19.	Freight	Line 149, col. f	<u>131</u>
20.	Passenger	Line 149, col. g	<u></u>

131300

Item No.	Selected Items (a)	1982 R-1 Location (b)	RRB Accounting As of 12/31/84 (Dollars in Thousands) (c)
	Other - Other		
21.	Freight	Line 150, col. f	_____
22.	Passenger	Line 150, col. g	_____
	Total Way and Structures		
23.	Freight	Line 151, col. f	<u>70,971</u>
24.	Passenger	Line 151, col. g	<u>1,815</u>
	<u>Schedule 412, Way and Structures</u>		
25.	Total - Retirement	Line 35, col. c	<u>(710)</u>
	<u>Schedule 415, Supporting Schedule Equipment</u>		
26.	Total - Locomotives	Line 5, col. f	_____
27.	Total - Freight Train Cars	Line 24, col. f	<u>(129)</u>
28.	Total - Highway Equipment Floating Equipment - Revenue Service	Line 32, col. f	_____
29.	Marine Line-Haul	Line 33, col. f	_____
30.	Local Marine	Line 34, col. f	_____
31.	Total - Floating Equipment	Line 35, col. f	_____
32.	Other Equipment	Col. f, sum of lines 37 thru 40	_____
33.	Work & Other Non-revenue Equipment	Line 41, col. f	_____
34.	Total - All Equipment	Line 43, col. f	<u>(129)</u>

