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annual report

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Chicago and North Western Transportation Company and Lessor Subsidiaries



to the Interstate Commerce Commission
For the Year Ended December 31, 1992

NOTICE

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

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

(a) The Interstate Commerce Commission may require—

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

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

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

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

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

(49) U.S.C. 11901. (g) A person required to make a report to the Commission, answer a question, or make, prepare, or preserve a record under this subtitle concerning transportation subject to the jurisdiction of the Commission under subchapter II of chapter 105 of this title, or an officer, agent, or employee of that person that (1) does not make the report, (2) does not specifically, completely, and truthfully answer the question, (3) does not make, prepare, or preserve the record in the form and manner prescribed by the Commission, or (4) does not comply with section 10921 of this title, is liable to the United States Government for a civil penalty of not more than \$300 for each violation and for not more than \$250 for each additional day the violation continues. After the date of enactment of this sentence, no penalties shall be imposed under this subsection for a violation relating to the transportation of household goods. Any such penalties that were imposed prior to such date of enactment shall be collected only in accordance with the provisions of subsection (h) of this section.

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

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

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

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

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

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

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

6. Money items, except averages, throughout the annual report form should be shown in thousands of dollars adjusted to accord with footings. Totals for amounts reported in subsidiary accounts included in supporting schedules must be in agreement with related primary accounts. For purposes of rounding, amounts of \$500 but less than \$1,000 should be raised to the nearest thousand dollars, and amounts of less than \$500 should be lowered.

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

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

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

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

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

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

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

Commission means the Interstate Commerce Commission. Respondent means the person or corporation in whose behalf the report is made. Year means the year ended December 31 for which the report is made; The Close of the Year means the close of business on December 31 of the year for which the report is made; or, in case the report is made for a shorter period than one year, it means the close of the period covered by the report. The Beginning of the Year means the beginning of business on January 1 of the year for which the report is made; or, in case the report is made for a shorter period than one year, it means the beginning of the period covered by the report. The Preceding Year means the year ended December 31 of the year next preceding the year for which the report is made. The Uniform System of Accounts for Railroad Companies means the system of accounts in Part 1201 of Title 49, Code of Federal Regulations, as amended.

ANNUAL REPORT

of

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY
AND LESSOR SUBSIDIARIES

to the

INTERSTATE COMMERCE COMMISSION

for the

YEAR ENDED DECEMBER 31, 1992

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

(Name) T. A. TINGLEFF (Title) SENIOR VICE PRESIDENT-FINANCE AND ACCOUNTING

(Telephone number) 312 559-6500
(area code) (telephone number)

(Office address) 165 North Canal Street, Chicago, Illinois 60606
(street and number, city, state, and zip code)

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SPECIAL NOTICE

Docket No. 38559 Railroad Classification Index, served January 20, 1983, modified the reporting requirements for class, II, III and all Switching and terminal companies. These carriers will notify the Commission only if the calculation results in a different revenue level than its current classification.

The dark border on the schedules represents data that are captured for processing by the Commission

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

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
<p>NONE</p>		

B. IDENTITY OF RESPONDENT

Answers to the questions asked should be made in full, without reference to the 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 which such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.
3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report
CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY AND LESSOR SUBSIDIARIES*
2. Date of incorporation **March 24, 1970**
3. Under laws of what Government, State, or Territory organized? If more than one, name all. If in bankruptcy, give court of jurisdiction and dates of beginning of receivership or trusteeship and of appointment of receivers of trustees
**Organized under general laws of State of Delaware as North Western Employees Transportation Corporation.
By Certificate of Amendment filed with Secretary of State of Delaware on May 2, 1972, name was changed to
Chicago and North Western Transportation Company.**
4. If the respondent was reorganized during the year, involved in a consolidation or merger, or conducted its business under a different name, give full particulars

* Lessor of Rail Lines and Other Operating Property. **Midwestern Railroad Properties, Incorporated**
North Western Leasing Company
Minor Land Companies: **Wisconsin Town Lot Company**

STOCKHOLDERS REPORTS

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

Check appropriate box:

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

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common \$ 0.28 per share, first preferred \$ _____ per share, second preferred \$ _____ per share, debenture stock \$ _____ per share.
2. State whether or not each share of stock has the right to one vote. If not, give full particulars in a footnote Yes
3. Are voting rights proportional to holdings. Yes
If not, state in a footnote the relation between holdings and corresponding voting rights.
4. Are voting rights attached to any securities other than stocks No. If so, name in a footnote each security other than stock to which voting rights are attached as of the close of the year, and state in detail the relation between holdings and corresponding voting rights, stating whether voting rights are actual or contingent, and if contingent, showing the contingency.
5. Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method No. If so, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.
6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing Not Closed
7. State the total voting power of all security holders of the respondent at the date of such closing if within one year of the date of such filing, if not, state as of the close of the year 1,000 votes as of (date) December 31, 1992
8. State the total number of stockholders of record as of the date shown in answer to inquiry No. 7: One stockholders.
9. Give the names of the thirty security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within one year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each his address, the number of votes which he would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he was entitled, with respect to securities held by him, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities, stating in a footnote the names of such other securities (if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreements, give as supplemental information the names and addresses of the thirty largest holders of the voting trust certificates and the amount of their individual holdings. ***If the stock book was not closed or the list of stockholders compiled within such year, show such thirty security holders as of the close of the year.***

Line No.	Name of security holder (a)	Address of security holder (b)	Number of votes to which security holder was entitled (c)	Number of votes, classified with respect to securities on which based			Line No.
				Stock			
				Common (d)	Preferred (e)	First (f)	
1	CNW Corporation	Chicago, IL	1,000	1,000			1
2							2
3							3
4							4
5							5
6							6
7							7
8							8
9							9
10							10
11							11
12							12
13							13
14							14
15							15
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20							20
21							21
22							22
23							23
24							24
25							25
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

- 10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent: 1,000 votes cast.
- 11. Give the date of such meeting. MAY 18, 1992
- 12. Give the place of such meeting. CHICAGO, ILLINOIS

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS
(Dollars in thousands)

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
Current Assets						
1		701	Cash	1,152		1
2		702	Temporary Cash Investments	28,030	43,330	2
3		703	Special Deposits	100	118	3
Accounts Receivable						
4		704	- Loan and Notes	14	16	4
5		705	- Interline and Other Balances	9,119	13,206	5
6		706	- Customers	47,197	49,112	6
7		707	- Other	18,532	19,196	7
8		709, 708	- Accrued Accounts Receivables	36,047	56,423	8
9		708.5	- Receivables from Affiliated Companies	16,839	12,949	9
10		709.5	- Less Allowance for Uncollectible Accounts	(198)	(229)	10
11		710, 711, 714	Working Funds, Prepayments & Deferred Income Tax Debits	6,575	5,480	11
12		712	Materials and Supplies	28,585	32,492	12
13		713	Other Current Assets	4,600	8,386	13
14			TOTAL CURRENT ASSETS	196,592	240,479	14
Other Assets						
15		715, 716, 717	Special Funds	1,533	1,777	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310 and 310A)	114,309	275,825	16
17		722, 723	Other Investments and Advances	92	271	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) \$ 31	4,556	5,838	19
20		739, 741	Other Assets	24,484	6,876	20
21		743	Other Deferred Debits	41,834	46,947	21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	186,808	337,534	23
Road and Equipment						
24		731, 732	Road (Schedule 330) L-30 Col. h & b	1,276,981	1,219,092	24
25		731, 732	Equipment (Schedule 330) L-39 Col. h & b	134,926	138,397	25
26		731, 732	Unallocated Items	27,433	29,679	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(130,699)	(99,158)	27
28			NET ROAD AND EQUIPMENT	1,308,641	1,288,010	28
29			TOTAL ASSETS	1,692,041	1,866,023	29

NOTES AND REMARKS

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

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
Current Liabilities						
30		751	Loans and Notes Payable		950	30
31		752	Accounts Payable: Interline and Other Balances	3,780	5,250	31
32		753	Audited Accounts and Wages	19,930	22,504	32
33		754	Other Accounts Payable	1,709	3,314	33
34		755, 756	Interest and Dividends Payable	11,217	16,359	34
35		757	Payables to Affiliated Companies	101,195	188,965	35
36		759	Accrued Accounts Payable	171,431	203,548	36
37		760, 761, 761.5, 762	Taxes Accrued	13,255	12,151	37
38		763	Other Current Liabilities	720	906	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	40,167	38,463	39
40			TOTAL CURRENT LIABILITIES	363,404	492,410	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured	743,541	729,082	41
42		766	Equipment Obligations	32,321	36,642	42
43		766.5	Capitalized Lease Obligations	22,991	29,331	43
44		768	Debt in Default			44
45		769	Accounts Payable: Affiliated Companies	177,700	187,700	45
46		770 1, 770.2	Unamortized Debt Premium		(10,303)	46
47		781	Interest in Default			47
48		783	Deferred Revenues – Transfers from Government Authorities	14,120	13,981	48
49		786	Accumulated Deferred Income Tax Credits	165,527	177,941	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	135,390	115,251	50
51			TOTAL NONCURRENT LIABILITIES	1,291,590	1,279,625	51
Shareholders' Equity						
52		791, 792	Total Capital Stock (Schedule 230) (L53 & 54)			52
53			Common Stock			53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56		794, 795	Additional Capital (Schedule 230)	249,186	249,186	56
57		797	Retained Earnings: Appropriated			57
58		798	Unappropriated (Schedule 220)	(212,139)	(155,198)	58
59		798.1	Net Unrealized Loss on Noncurrent Marketing Equity Securities			59
60		798.5	Less Treasury Stock			60
61			Net Shareholders' Equity	37,047	93,988	61
62			TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	1,692,041	1,866,023	62

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES – Continued

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

Disclose the nature and amount of contingency that is material.

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

Contingent Assets: None

Contingent Liabilities: See Note 21 to Schedule 200

See Schedule 501 relative to guaranties.

- (a) Changes in Valuation Accounts.

8. Marketable Equity Securities.

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

- (b) At 12/31/92, 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 – Continued

NOTES TO FINANCIAL STATEMENTS

9. PENSIONS

The Company has a noncontributory defined benefit pension plan for employees who are not covered by a collective bargaining agreement. The benefits are based on years of service and the employee's average compensation over the last five years of employment. These benefits are reduced by eligible retirement benefits under the Company's Profit Sharing and Retirement Savings plan and the Railroad Retirement Act. The Company makes annual contributions to the plan based on actuarial determinations and cash requirements. The plan's assets are invested in an immediate participation guaranty policy with an insurance company.

Net pension cost for 1992 and 1991 includes the following components: (thousands of dollars)

	1992	1991
Service cost	\$ 24	\$ 118
Interest on projected benefit obligation	501	562
Actual return on assets	(173)	(186)
Net amortization and deferral	(7)	6
	<u>\$ 345</u>	<u>\$ 490</u>

The estimated funded status of the plans at December 31, 1992 and 1991, was as follows: (thousands of dollars)

	December 31,	
	1992	1991
Actuarial present value of benefit obligations:		
Vested	\$ 6,104	\$ 6,290
Nonvested	8	9
Accumulated benefit obligation	\$ 6,112	\$ 6,299
Additional benefits based on estimated future salary levels	137	122
Projected benefit obligation	\$ 6,249	\$ 6,421
Fair value of plan assets	(2,587)	(2,282)
Excess of projected benefits over plan assets	\$ 3,662	\$ 4,139
Unrecognized net gain	798	451
Accrued liability for pension	<u>\$ 4,460</u>	<u>\$ 4,590</u>

Pension expense was determined using a weighted average discount rate of 8.25%. The projected benefit obligation was determined using a weighted average discount rate of 8.25%. The expected long-term rate of return on plan assets was 8.25%. The assumed rate of compensation increase was 7.5%.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES – Continued
NOTES TO FINANCIAL STATEMENTS

10. RECAPITALIZATION

Chicago and North Western Holdings Corp ("Holdings") owns 100% of the common stock of CNW Corporation ("CNW") which is the parent of Chicago and North Western Transportation Company ("Company" or "Railroad").

On April 7, 1992, Holdings issued 20,069,463 shares of common stock, of which 9,916,159 shares were issued to the public and 10,153,304 non-voting shares were issued to UP Rail, Inc. ("UP Rail"), as part of a recapitalization plan (the "Recapitalization") to: (i) eliminate dividends on its 17% Cumulative Exchangeable Preferred Stock, par value \$.01 per share (the "Merger Preferred Stock") and 13% Cumulative Convertible Exchangeable Senior Pay-in-Kind Preferred Stock, par value \$.01 per share (the "UP Convertible Preferred Stock") issued in connection with the acquisition of CNW in 1989 (the "Acquisition"); (ii) increase common stockholders' equity; and (iii) reduce the interest costs of Holdings consolidated indebtedness. The principal sources of funds in the Recapitalization were: (1) the common stock issuance; (ii) new senior secured debt facilities for borrowings of up to \$850 million (the "Debt Facilities"); and (iii) an investment by UP Rail of \$28 million, along with the surrender of the UP Convertible Preferred Stock, in exchange for the issuance of non-voting Common Stock to UP Rail.

The proceeds of the Recapitalization (approximately \$1.2 billion) were used to: (1) redeem all of the issued and outstanding shares of Merger Preferred Stock at an aggregate redemption price equal to its liquidation value plus accrued and unpaid dividends to the redemption date of May 8, 1992; (ii) prepay all borrowings outstanding under the credit agreement (the "Merger Credit Agreement") entered into in connection with the Acquisition; (iii) retire approximately \$362 million of the 15-1/2% senior subordinated debentures due 2001 (the "Debentures") issued by the Company in connection with the Acquisition; (iv) exchange all of the issued and outstanding shares of UP Convertible Preferred Stock (plus an additional cash investment by UP Rail of \$28 million) for 10,153,304 shares of non-voting Common Stock; (v) fund a portion of the severance related cost of the UTU Employee Buyouts; (vi) terminate certain interest rate swap agreements; and (vii) pay financing and transaction costs. In connection with the Recapitalization, the Company recorded a first quarter after-tax extraordinary charge to earnings of approximately \$91 million (net of \$57 million of income taxes) related to the retirement of the Debentures and the termination of the Merger Credit Agreement.

On a pro forma basis, as of January 1, 1992, the Recapitalization would have reduced the Company's 1992 interest expense by \$9.2 million.

11. ACCOUNTING POLICIES

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

The consolidated financial statements reflect the operations of the Company and all of its majority owned subsidiaries as authorized in the Commission's letter dated August 19, 1976. File: ACA/BAH, except that Western Railroad Properties, Incorporated (WRPI), a Class I operating railroad, is included under the equity method.

The Company changed its method of recognizing transportation revenues in 1992 from recognizing revenue upon receipt of freight to allocating revenue between reporting periods based on relative transit time. 1992 operating revenues reflect a \$1.8 million reduction due to this change.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments:

Current Assets and Current Liabilities: The carrying value approximates fair value due to the short maturity of these items.

Investments: The Company's major investment in its' subsidiary Western Railroad Properties, Inc. is accounted for on an equity basis for which the Company believes the carrying value approximates fair value.

Long-Term Debt: The fair value of long-term debt is estimated based on quoted market prices for similar issues.

The estimated fair value of the Company's financial instruments as of December 31, 1992 was as follows (in thousands):

	Carrying Value	Fair Value
Assets:		
Cash and temporary cash investments	\$29,282	\$29,282
Other current assets	167,310	167,310
Investments	114,401	114,401
Liabilities:		
Current liabilities	\$363,404	\$363,404
Accounts payable to affiliated companies	177,000	177,000
Long-term debt	798,853	762,400
Interest rate swap agreements	--	6,773

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES – Continued

NOTES TO FINANCIAL STATEMENTS

12. PROPERTY AND DEPRECIATION

Depreciation is provided at composite straight-line rates. For 1992 and 1991, the provision approximated an annual rate of 4.2 percent and 4.5 percent, respectively. Capital leases are depreciated over the terms of the respective leases, from 8 to 30 years. The average life was approximately 15 years for 1992 and 1991.

Additions and renewals constituting a unit of property are capitalized. Other renewals, repairs and maintenance are charged to expense. Track removal costs and costs of units of property retired or replaced, less salvage, are charged to accumulated depreciation. All overhead costs related to track construction and payroll additives related to other construction are capitalized.

13. INCOME TAXES

The Company and its subsidiaries join Holdings in the filing of consolidated income tax returns.

The Company adopted, effective January 1, 1991, Statement of Financial Accounting Standards (SFAS) No. 109, "Accounting for Income Taxes." Under the liability method specified by SFAS No. 109, the deferred tax liability is determined based on the temporary differences between financial statement and tax bases of assets and liabilities as measured by the enacted tax rates which are expected to be in effect when these differences reverse. Deferred tax expense is the result of changes in the liability for deferred taxes. The cumulative effect of the change in accounting for income taxes, attributable to years prior to 1991, was a decrease in net earnings of \$11.3 million. In addition, as a result of the adoption, net property increased \$262.1 million.

As of December 31, 1992, the consolidated group has net operating losses (NOL's) of approximately \$277 million and \$194 million for regular and alternative minimum tax ("ATM"), respectively. The Company's NOL's are recognized for financial statement purposes as a reduction of deferred tax liability and expire as follows:

2000.....	\$ 35 million
2002.....	8 million
2005.....	44 million
2007.....	83 million
2008.....	107 million

In addition, the Company has approximately \$54 million of investment tax credits for tax return purposes which expire in years 1993 through 2001. These investment credits are pre-acquisition credits which are subject to certain limitations as to their future use. For financial statement purposes, the Company has established a \$43 million valuation reserve for those credits which are unlikely to be used.

See schedule 450, analysis of taxes.

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

NOTES TO FINANCIAL STATEMENTS

14. LONG-TERM LEASES

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

Minimum annual rental commitments for noncancellable leases at December 31, 1992 were as follows:

	Capital Leases	Operating Leases
	(thousands of dollars)	
1993	\$ 8,738	\$ 103,564
1994	6,392	98,171
1995	4,912	89,834
1996	4,211	84,245
1997	2,734	80,577
After 1997	15,251	397,888
Total	<u>\$ 42,238</u>	<u>\$ 854,279</u>
Less amount representing interest on capital leases	13,420	
Present value of net minimum lease payments	<u>\$ 28,818</u>	

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

1992	\$ 111,279,000
1991	109,440,000

The above amounts include insignificant amounts of rental income from subleases. Excluded from such amounts are contingent rentals on freight cars based on off-line car hire earnings of \$918,000 and \$1,367,000 in 1992 and 1991, respectively.

15. Cash and temporary cash investments total \$29.3 million at December 31, 1992 compared with \$43.3 million at December 31, 1991.

The Company has a credit line available through a \$50 million Revolving Credit Facility. Approximately \$41 million was available under this credit line as of December 31, 1992.

16. CONCENTRATION OF CREDIT RISK

Although the Company is not dependent upon a single customer or on a few customers, 28 percent of the Company's 1992 business including WRPI is conducted with electric utilities in the Midwest and South Central United States. Approximately 62 percent of the Company's 1992 traffic including WRPI was interchanged with the Union Pacific Railroad.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES – Continued

NOTES TO FINANCIAL STATEMENTS

17. LONG-TERM DEBT – See Schedule 510, debt holdings, relative to long-term outstanding balances.

- a) See Note 10 for a discussion of the Company's 1992 recapitalization.
- b) Debt principal payments (including capital lease obligations) due in 1994 through 1997 are as follows (thousands of dollars):

1994	\$52,576
1995	72,871
1996	81,059
1997	78,852

The Debt facilities require additional debt payments based on a calculation of excess cash flows as defined in the agreement

- c) On December 12, 1990 and December 28, 1990 the Company completed sale leaseback transactions pursuant to which the Company sold and leased back certain locomotives and freight cars (the "Sale Leaseback Transactions"). The net after tax proceeds of the Sale Leaseback Transactions were approximately \$96 million.

On December 24, 1990, WRPI completed a refinancing of indebtedness incurred in connection with the construction of WRPI's rail lines. Proceeds of the refinancing, along with additional borrowings (the "WRPI Refinancing") were used to repay original WRPI indebtedness, pay transaction costs related to the refinancing and advance the balance to the Company as a Subordinated intercompany loan.

In connection with the WRPI Refinancing and the Sale Leaseback Transactions, the Company prepaid, repaid or repurchased Term Loans and other debt of the Company totaling \$179 million in 1990 and \$112.2 million in 1991.

- d) The 1992 extraordinary loss resulted primarily from the retirement of the Senior Subordinated Debentures in connection with the Recapitalization (see Note 10). The total pretax loss was \$148,006,000 and the related income tax benefit was \$56,982,000

The 1991 extraordinary loss resulted from the writcoff of financing fees and debt discount related to the Debentures repurchased in connection with the WRPI Refinancing and Sale Leaseback Transactions. The total pretax loss was \$5,513,000.

- e) Interest on the Company's Debt Facilities is based on floating rates plus various margins. Excluding the Debentures, the composite interest rates net of the effect of interest rate swap agreements at December 31, 1992 and 1991 were 8.3% and 10.2%, respectively, including incremental borrowing rates for capital leases of 9.6%. At December 31, 1992 and 1991, \$731,160,000 and \$369,805,000, respectively, of debt varied with the prime rate, LIBOR or other short-term interest rates. The 1992 amount included \$425 million of fixed rate debt, reverse swapped to floating rate through various dates in 1996. The Company has effectively fixed the interest rate on \$700 million of loans at 5.5% plus applicable margins through various dates in 1994 and at 6.8% plus applicable margins through April of 1995 by means of interest rate swaps. Beginning in April of 1995 through January of 1996, the Company limited the exposure of floating interest rates on \$200 million of loans to a maximum of 6.8% plus applicable margins by means of interest rate swap and cap agreements

- f) *Principal Encumbrances*

The Company and all of its subsidiaries other than WRPI guarantee borrowings under the Debt Facilities and, on a subordinated basis, the Debentures. In addition, indebtedness under the Debt Facilities is secured, subject to existing equipment obligations, by liens on substantially all of the assets of the Company and its subsidiaries, other than WRPI, and liens on all the capital stock of Acquisition and its subsidiaries, other than WRPI.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Continued**NOTES TO FINANCIAL STATEMENTS****18. CHANGE IN METHOD OF ACCOUNTING FOR OTHER POSTRETIREMENT BENEFITS**

The Company adopted, effective January 1, 1992, SFAS No. 106, "Employers' Accounting for Postretirement Benefits Other than Pensions" SFAS No. 106 primarily affects the Company's plan under which life insurance is provided for retired employees not covered under collective bargaining agreements. The cumulative effect of the change in the method of accounting for other postretirement benefits, attributable to the accumulated postretirement benefit obligation ("APBO") for years prior to 1992, net of income taxes, was a decrease in net earnings of \$2.6 million. The Company's plan is unfunded. Total operating expense recognized for 1992 under SFAS No. 106 was \$300,000, consisting primarily of interest on the APBO.

The Railroad provides health care benefits until age 65 through a multi-employer insurance plan for active and retired employees who are covered by collective bargaining agreements. The cost of these benefits for retired employees was \$1,722,000 in 1992 and \$1,892,000 in 1991.

Certain employees not covered by collective bargaining agreements also have received postretirement health care benefits to age 65 under special employee severance programs. The amount paid for these benefits which was accrued by the Company prior to the employees' retirements was \$1,122,000 in 1992 and \$505,000 in 1991.

19. POSTEMPLOYMENT BENEFITS

The Company's financial statements reflect full accrual of probable payments for postemployment benefits in accordance with Statement of Financial Accounting Standards (SFAS) No. 112, "Employers' Accounting for Postemployment Benefits".

20. SPECIAL CHARGES

The Company recorded a special charge of \$30 million in 1992 for severance and related costs to consolidate the Company's customer service functions and close a diesel shop at Council Bluffs, Iowa.

As further described below, in 1991 the Company recorded special charges totaling \$109.0 million, consisting of (a) \$69.2 million for severance and related costs pursuant to an agreement with the United Transportation Union ("UTU"), (b) a \$20 million increase to the Company's environmental liability reserve, (c) a \$19 million increase to the Company's personal injury reserve and (d) \$0.8 million for an employee reduction program covering non-operating contract personnel. Additionally the Company's WRPI subsidiary recorded a special charge of \$6.8 million for UTU severance and related costs.

In December 1991, the Company entered into an agreement with the UTU that has permitted the Company to reduce crew size to two persons on all its freight trains and yard operations. Under the agreement, the Company is required to pay certain severance and related costs ("UTU Employee Buyouts") of which approximately \$27 million and \$36 million were paid in 1992 and 1991, respectively, with the balance to be paid over the next several years.

Reference is made to Note 21 with respect to the Company's environmental liability reserve.

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

NOTES TO FINANCIAL STATEMENTS

20. SPECIAL CHARGES (Cont'd)

The Company implemented, in the fourth quarter of 1991, a revised methodology for estimating accruals for certain personal injury costs which the Company believes more appropriately anticipates the increased award levels experienced in the jurisdictions in which it operates. The Company performed a study of approximately 2,000 of its personal injury cases during the past seven years, tracking, in particular, the ultimate liability as compared to the initial estimates of liability. Factors were then derived which, when applied to aged loss provisions in 1991, resulted in a \$13 million increase to the personal injury reserve. An additional \$6 million of the provision is due to new information relating to cases individually exceeding \$500,000 which continue to be evaluated. The study for 1992 resulted in no significant adjustments to the personal injury reserve.

21. CONTINGENT LIABILITIES AND COMMITMENTS

The Company has approved a capital budget of approximately \$116 million for 1993 and has agreed to acquire equipment under operating leases with a cost to the lessors of \$78 million.

The Company's operations are subject to a variety of federal, state and local environmental and pollution control statutes and regulations. The Company has been named as a potentially responsible party ("PRP") in two proceedings under the federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 ("CERCLA"), and in one state superfund matter, all in the Midwest. The Company is also a defendant in two private CERCLA cost recovery action. The current estimate of the total cost of these five proceedings to all PRPs aggregates approximately \$114 million. The Company has provided an appropriate reserve for its estimated portion of such costs, which is not expected to be material.

The Company is the lessor of real property under approximately 1,700 leases for commercial, agricultural and industrial uses and owns or leases numerous other sites. During 1991, the Company continued to reevaluate its environmental exposure from current and former railroad operating properties, fueling facilities, leased properties and pending litigation and enforcement actions. Based on its reevaluation, the Company recorded a special pretax charge to earnings of \$20 million for the fourth quarter of 1991 to increase its reserve for environmental liabilities to approximately \$25 million. The reserve has not been reduced for recoveries, if any, from insurance.

Environmental regulations and remediation processes are subject to future change, and determining the actual cost of remediation will require further investigation and remediation experience. Therefore, the ultimate cost cannot be determined at this time. However, while such cost may vary from the Company's current estimate, the Company believes the difference between its reserve and the ultimate liability will not be material.

The Company is a party to a number of other legal actions arising in the ordinary course of business, including actions involving personal injury claims. The Company believes that the legal actions will not have a material adverse impact upon the financial position or results of operations of the Company.

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

NOTES TO FINANCIAL STATEMENTS

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

NOTES TO FINANCIAL STATEMENTS

SUPPLEMENT REQUIRED BY EX PARTE 346

(SUB NO. 1)

The number of carloads and trailer loads of exempted fresh fruits and vegetables handled in 1992 was 10,559. In 1978, prior to exemption, 11,378 carloads and trailer loads of the same commodities were handled

(SUB NO. 2)

The number of carloads and trailer loads of exempted miscellaneous commodities handled in 1992 was 383. In 1979, prior to exemption, 6,382 carloads and trailer loads of the same commodities were handled.

(SUB NO. 14)

The number of carloads and trailer loads of exempted farm products handled in 1992 was 1,162. In 1982, prior to exemption, 1,017 carloads and trailer loads of the same commodities were handled.

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 & expense amounts reported in Sch 410 must be fully explained on pg. 18.
3. List dividends from investments accounted for under the cost method on the appropriate line No. 19 for account No. 513, "Dividend Income". List dividends accounted for by the equity method on on the appropriate dividend line No. 25 under the "Income from Affiliated Companies" subsection of this schedule.
4. All contra entries hereunder should be indicated in parenthesis.

5. Cross-checks:

Schedule 210
Line 15, column (b)
Line 47 plus 48 plus 49, col (b)
Line 50, col (b)

Schedule 210
= Line 62, col (b)
= Line 63, col (b)
= Line 64, col (b)

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

Schedule 410
= Line 620, col (h)
= Line 620, col (f)
= Line 620, col (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	704,230	692,570	704,230		1
2		(102) Passenger	56,547	54,918		56,547	2
3		(103) Passenger-Related	189	188		189	3
4		(104) Switching	14,658	14,878	14,658		4
5		(105) Water Transfers					5
6		(106) Demurrage	4,067	4,267	4,067		6
7		(110) Incidental	3,283	3,699	3,012	271	7
8		(121) Joint Facility-Credit	290	338	290		8
9		(122) Joint Facility-Debit	(9)	(8)	(9)		9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	783,255	770,850	726,248	57,007	10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations	32,669	31,698		32,669	11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities	532	485	532		12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	816,456	803,033	726,780	89,676	13
14		(531) Railway operating expenses	722,866	796,743	640,367	82,499	14
15		Net revenue from railway operations	93,590	6,290	86,413	7,177	15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	25	(36)			16
17		(510) Miscellaneous rent income	3,887	4,073			17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)	(179)	330			19
20		(514) Interest Income	1,515	4,421			20
21		(516) Income from sinking and other funds	5	21			21
22		(517) Release of premiums on funded debt					22
23		(518) Reimbursements received under contracts and agreements					23
24		(519) Miscellaneous income	3,880	4,256			24
25		Income from affiliated companies: 519					
25		a. Dividends (equity method)	198,463				25
26		b. Equity in undistributed earnings (losses)	(161,071)	23,196			26
27		TOTAL OTHER INCOME (lines 16-26)	46,525	36,261			27
28		TOTAL INCOME (lines 15, 27)	140,115	42,551			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	513	513			29
30		(544) Miscellaneous taxes	30	129			30
31		(545) Separately operated properties-loss					31
32		(549) Maintenance of investment organization					32
33		(550) Income Transferred under contracts and agreements					33
34		(551) Miscellaneous income charges	3,236	2,247			34
35		(553) Uncollectible accounts					35
36		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-35)	3,779	2,889			36
37		Income available for fixed charges (lines 28, 36)	136,336	39,662			37

210. RESULTS OF OPERATIONS - Continued
(Dollars in thousands)

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No.
		FIXED CHARGES			
		(546) Interest on funded debt:			
38		(a) Fixed interest not in default	96,347	133,189	38
39		(b) Interest in default			39
40		(547) Interest on unfunded debt	1,916	1,573	40
41		(548) Amortization of discount on funded debt	6,012	5,337	41
42		TOTAL FIXED CHARGES (lines 38-41)	104,275	140,099	42
43		Income after fixed charges (lines 37, 42)	32,061	(100,437)	43
		OTHER DEDUCTIONS			
		(546) Interest on funded debt:			
44		(c) Contingent interest			44
		UNUSUAL OR INFREQUENT ITEMS			
45		(555) Unusual or infrequent items (debit) credit			45
46		Income (loss) from continuing operations (before income taxes)	32,061	(100,437)	46
		PROVISIONS FOR INCOME TAXES			
		(556) Income taxes on ordinary income:			
47		(a) Federal income taxes		(1,100)	47
48		(b) State income taxes			48
49		(c) Other income taxes			49
50		(557) Provision for deferred taxes	(4,578)	(47,426)	50
51		TOTAL PROVISIONS FOR INCOME TAXES (lines 47-50)	(4,578)	(48,526)	51
52		Income from continuing operations (lines 46-51)	36,639	(51,911)	52
		DISCONTINUED OPERATIONS			
53		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			53
54		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			54
55		Income before extraordinary items (lines 52 + 53 + 54)	36,639	(51,911)	55
		EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES			
56		(570) Extraordinary items (net)	(148,006)	(5,513)	56
57		(590) Income taxes on extraordinary items			57
58		(591) Provision for deferred taxes-Extraordinary items	(56,982)	(2,123)	58
59		TOTAL EXTRAORDINARY ITEMS (lines 56-58)	(91,024)	(3,390)	59
60		(592) Cumulative effect of changes in accounting principles (less applicable tax of \$ 1579 & \$ 0) in 1992 & 1991, respectively. See note below.	(2,556)	(11,259)	60
61		Net income (loss) (lines 55 + 59 + 60)	(56,941)	(66,560)	61
		Reconciliation of net railway operating income (NROI)			
62		Net revenues from railway operations	93,590	6,290	62
63		(556) Income taxes on ordinary income (-)		(1,100)	63
64		(557) Provision for deferred income taxes (-)	(4,578)	(47,426)	64
65		Income from lease of road and equipment (-)	272	272	65
66		Rent for leased roads and equipment (+)	95	95	66
67		Net railway operating income (loss)	97,991	54,639	67

Note: Adoption of SFAS No. 106 in 1992 and adoption of SFAS No. 109 in 1991.

NOTES AND REMARKS FOR SCHEDULES 210 AND 220

See Notes to Schedule 200

220. RETAINED EARNINGS
(Dollars in thousands)

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

Line No.	Cross Check	Item (a)	Retained earnings - unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances at beginning of year	(125,278)	(29,920)	1
2		(601 5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3		(602) Credit balance transferred from income	104,130		3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings			5
6		TOTAL	104,130		6
		DEBITS			
7		(612) Debit balance transferred from income		161,071	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		161,071	13
14		Net increase (decrease) during year (line 6 minus line 13)	104,130	(161,071)	14
15		Balances at close of year (lines 1, 2 and 14)	(21,148)	(190,991)	15
16		Balances from line 15(c)	(190,991)	N/A	16
17		(798) Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	(212,139)	N/A	17
18		(797) Total appropriated retained earnings			18
19		Credits during year --- \$			19
20		Debits during year --- \$			20
21		Balance at close of year - \$			21
		Amount of assigned Federal income tax consequences:			
22		Account 606 - - - - \$			22
23		Account 616 - - - - \$			23

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

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 controls 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	0.28	1,000	1,000	-	1,000	-	-	1	
2									2	
3									3	
4	Preferred								4	
5									5	
6									6	
7									7	
8									8	
9									9	
10	TOTAL		1,000	1,000	-	1,000	-	-	10	

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

(Dollars in thousands)

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

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year			1,000				249,186	11
12	Capital Stock Sold ¹								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Capital Contribution from Parent								15
16									16
17	Balance at close of year			1,000				249,186	17

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

240. STATEMENT OF CASH FLOWS

(Dollars in thousands)

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

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

NOTE : This page is blank because the indirect method of reporting cash flows is used.

240. STATEMENT OF CASH FLOWS – Concluded
(Dollars in thousands)

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
		RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES			
10	*	Income from continuing operations	36,639	(51,911)	10
		ADJUSTMENTS TO RECONCILE INCOME FROM CONTINUING OPERATIONS TO NET CASH PROVIDED BY OPERATING ACTIVITIES			
11		Loss (gain) on sale or disposal of tangible property and adjustments	(1,942)	(3,409)	11
12	*	Depreciation and amortization expenses	51,027	49,386	12
13	*	Increase (decrease) provision for deferred income taxes	(4,578)	(47,426)	13
14	*	Net decrease (increase) in undistributed earnings (losses) of affiliates	161,071	(23,196)	14
15	*	(Increase) decrease in accounts receivable	23,123	(13,565)	15
16	*	(Increase) decrease in materials and supplies, and other current assets	7,693	562	16
17	*	Increase (decrease) in current liabilities other than debt	(130,710)	84,834	17
18		Increase (decrease) in other – net	121,972	19,247	18
19		Net cash provided from continuing operations	264,295	14,522	19
20	*	Add (subtract) cash generated (paid) by reason of discontinued operations and extraordinary items	(91,024)	(3,390)	20
21		NET CASH PROVIDED FROM OPERATING ACTIVITIES	173,271	11,132	21
		CASH FLOWS FROM INVESTING ACTIVITIES			
22		Proceeds from sale of property	11,411	21,103	22
23		Capital expenditures	(69,518)	(69,870)	24
24		Net change in temporary cash investments not qualifying as cash equivalents			24
25		Proceeds from sale/repayments of investment and advances			25
26		Purchase price of long-term investment and advances			26
27	*	Net decrease (increase) in sinking and other special funds	244	498	27
28		Other – net	978	1,889	28
29		NET CASH USED IN INVESTING ACTIVITIES	(56,885)	(46,380)	29
		CASH FLOWS FROM FINANCING ACTIVITIES			
30		Proceeds from issuance of long-term debt	758,526	57,553	30
31		Principal payments of long-term debt	(889,078)	(140,359)	31
32		Proceeds from issuance of capital stock			32
33		Purchase price of acquiring treasury stock			33
34		Cash dividends paid			34
35		Other – net – Proceeds from sale/leasback transaction			35
36		NET CASH FROM FINANCING ACTIVITIES	(130,552)	(82,806)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(14,166)	(118,054)	37
38	*	Cash and cash equivalents at beginning of year	43,448	161,502	38
39	*	CASH & CASH EQUIVALENTS AT END OF THE YEAR	29,282	43,448	39

Footnotes to Schedule 240

40		Cash paid during the year for: Interest (net of amount capitalized)	137,140	148,618	40
41		Income taxes (net)			41

Note 1 No capital lease obligations were incurred in 1992 or 1991.

Note 2 The Company considers all short-term investments which have an original maturity of less than 90 days as cash equivalents

245. WORKING CAPITAL

(Dollars in thousands)

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

Line No.	Item (a)	Source No.	Amount (b)	Line No.
CURRENT OPERATING ASSETS				
1	Interline and Other Balances	Schedule 200, line 5, column b	9,119	1
2	Customers (706)	Schedule 200, line 6, column b	47,197	2
3	Other (707)	Note A	18,532	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	74,848	4
OPERATING REVENUE				
5	Railway Operating Revenue	Schedule 210, line 13, column b	816,456	5
6	Rent Income	Note B	88,719	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	905,175	7
8	Average Daily Operating Revenues	Line 7 ÷ 360 days	2,514.38	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 ÷ Line 8	30	9
10	Revenue Delay Days Plus Buffer	Line 9 + 15 days	45	10
CURRENT OPERATING LIABILITIES				
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	3,780	11
12	Audited Accounts and Wages Payable (753)	Note A	19,930	12
13	Accounts Payable - Other (754)	Note A	1,709	13
14	Other Taxes Accrued (761.5)	Note A	13,255	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	38,674	15
OPERATING EXPENSES				
16	Railway Operating Expenses	Schedule 210, line 14, column b	722,866	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	44,995	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	766,590	18
19	Average Daily Expenditures	Line 18 ÷ 360 days	2,129.42	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 ÷ line 19	18	20
21	Days of Working Capital Required	Line 10 - line 20 (Note C)	27	21
22	Cash Working Capital Required	Line 21 x line 19	57,494	22
23	Cash and Temporary Cash Balances	Schedule 200, line 1 + line 2, column b	29,182	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	29,182	24
MATERIALS AND SUPPLIES				
25	Total Materials and Supplies (712)	Note A	28,585	25
26	Scrap and Obsolete Material included in Acct. 712	Note A	2,583	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	26,002	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	55,184	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.

250. CONSOLIDATED INFORMATION FOR REVENUE ADEQUACY DETERMINATION
(Dollars in thousands)

Line No.	Item (a)	Beginning of year (b)	End of year (c)	Line No.
Adjusted Net Railway Operating Income For Reporting Entity				
1	Combined/Consolidated Net Railway Operating Income for Reporting Entity	N/A	155,814	1
2	Add: Interest Income from Working Capital Allowance - Cash Portion		1,955	2
3	Income Taxes Associated with Non-Rail Income and Deductions		1,691	3
4	Gain or (Loss) from Transfer/Reclassification to Nonrail-Status (Net of Income Taxes)		1,293	4
5	Adjusted Net Railway Operating Income (Lines 1, 2, 3 & 4)		160,753	5
Adjusted Investment in Railroad Property for Reporting Entity				
6	Combined Investment in Railroad Property Used in Transportation Service	1,763,838	1,776,752	6
7	Less: Interest During Construction	-	-	7
8	Other Elements of Investments (if debt balance)	(31)	(31)	8
9	Add: Net Rail Assets of Rail-Related Affiliates	-	-	9
10	Working Capital Allowance	73,745	70,572	10
11	Net Investment Base Before Adjustments for Deferred Taxes (Lines 6 through 10)	1,837,552	1,847,293	11
12	Less: Accumulated Deferred Income Tax Credits	(305,389)	(265,211)	12
13	Net Investment Base (Line 11 - 12)	1,532,163	1,582,082	13

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

Name of Affiliate	Nature of Business
CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY	CLASS I OPERATING RAILROAD
WESTERN RAILROAD PROPERTIES, INCORPORATED	CLASS II OPERATING RAILROAD
MIDWESTERN RAILROAD PROPERTIES, INCORPORATED	LEASING
NORTH WESTERN LEASING COMPANY	LEASING
WISCONSIN TOWN LOT COMPANY	LAND COMPANY

SCHEDULE 250 - PART B
Determination of Nonrail Taxes

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

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

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

Income from continuing operations (before taxes) should be the equivalent of the numbers contained in the R-1 Schedule 210, Line 46 adjusted to include all railroads in the reporting entity.....	55,022
- Equity in undistributed earnings, which represents the total of Schedule 210, Line 26 for all railroads in the reporting entity.....	-
- Dividends in affiliated companies. (If the affiliate is 80% or more controlled by the parent railroad, then deduct 100% of the affiliates dividend. If the affiliate is less than 80% controlled by the parent railroad, then deduct 80% of the affiliate's dividend).....	-
= Adjusted income from continuing operations (before taxes). This represents "A" in item 3 below.....	<u>55,022</u>

(2) Determine Combined/Consolidated Adjusted Pre-tax NROI for all railroads in the reporting entity.

Combined/Consolidated Pre-tax NROI for the entire entity, which equals the amount shown on Schedule 250, Line 1.....	155,814
+ Current Provision for taxes, which represents the consolidated amounts of Schedule 210, Line 51 for all railroads in the reporting entity. (This figure includes both Account 556, Income Taxes on Ordinary Income and Account 557, Provision for Deferred Taxes.....	18,383
+ Interest income on working capital allowance, which represents the total consolidated interest income relative to the working capital component of the net investment base and should equal the amount shown in Schedule 250, Line 2 for all railroads in the reporting entity.....	1,955
+ Release of premiums on funded debt, which represents the consolidated total of release of premium on funded debt as shown on Schedule 210, Line 22 for all railroads in the reporting entity.....	-
- Total fixed charges, which represents the consolidated total of fixed charges as shown on Schedule 210, Line 42 for all railroads in the reporting entity.....	(126,168)
- Railroad-related income from affiliates (other than railroads) which was included in consolidated NROI (Schedule 250, Line 1).....	-
= Combined/Consolidated Pre-tax Adjusted NROI for all railroads. This represents "B" in Item (3) below.....	<u>49,984</u>

(3) Calculate the railroad-related tax ratio : "B/A"..... 0.908

(4) Compute the nonrailroad-related complement : (1 - Railroad-related income ratio) which equals the Nonrailroad-related tax ratio..... 0.092

SCHEDULE 250 - PART B (Continued)
Determination of Nonrail Taxes

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

The Nonrailroad-related Tax ratio (Item (4) above) times the total current income taxes accrued on ordinary income (Account 556) which represents the consolidated amounts of Schedule 210, Lines 47, 58 and 49 for all railroads in the reporting entity..... -

+ Any non-rail portion of deferred taxes (Account 557) which may exist for all railroads in the reporting entity..... 1,691

Equals Total income taxes on nonrailroad income for all railroads in the reporting entity..... 2507 1,691

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

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

PART III - DETERMINE TOTAL NONRAILROAD-RELATED TAXES

(7) This is determined as follows :

Total income taxes on nonrailroad-related income for all railroads in the reporting entity (Item 5 above)..... 1,691

+ Total Nonrailroad-related taxes for rail-related affiliates (Item 6 above)..... -

Equals total nonrailroad-related taxes (This amount should be transferred to Schedule 250, Part A, Line 3)..... 1,691

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 corporation, the symbols and industrial classification to be as follows:

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

5. By carriers, as the term is used here, is meant companies owning or operating railroads, facilities auxiliary thereto such as bridges, ferries, union depots, and other terminal facilities, sleeping cars, parlor cars, dining cars, freight cars, express service and facilities, electric railways, highway motor vehicles, steamboats and other marine transportation equipment, pipe lines (other than those for transportation of water), and other instrumentalities devoted to the transportation of persons or property for hire. Telegraph and telephone companies are not meant to be included.
6. Noncarrier companies should, for the purpose of these schedules, include telephone companies, telegraph companies, mining companies, manufacturing companies, hotel companies, etc. Purely "holding companies" are to be classed as noncarrier companies, even though the securities held by such companies are largely or entirely those issued or assumed by carriers.
7. By an active corporation is meant one which maintains an organization for operating property or administering its financial affairs. An inactive corporation is one which has been practically absorbed in a controlling corporation and which neither operates property nor administers its financial affairs; if it maintains an organization it does so only for the purpose of complying with legal requirements and maintaining title to property or franchises.
8. Combine, in one amount, investments in which the original cost or present equity in total assets is less than \$10,000.
9. Include investments in unincorporated entities such as lessee organizations. Exclude amounts normally settled on a current basis.
10. Do not include the value of securities issued or assumed by respondent
11. For affiliates which do not report to the Interstate Commerce Commission and are jointly owned, disclose in footnotes the name and extent of control of the other controlling entities.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of companies affiliated with respondent, included in accounts Nos. 715, "Sinking Funds", 716, "Capital Funds", 721, "Investments and Advances Affiliated Companies", and 717, "Other Funds".
2. Entries in this schedule should be made in accordance with the definitions and general instructions given on Page 25, 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 obligations in support of which any security is pledged, mortgaged, or otherwise encumbered, giving names and other important particulars of such obligations in footnotes.
4. Give totals for each class and for each subclass and a grand total for each account
5. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially 19__ to 19__". Abbreviations in common use in standard financial publications may be used to conserve space.

Line No.	Account No. (a)	Class No. (b)	Kind of industry (c)	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent of control (e)	Line No.
1	721	A-1	VII	Peoria & Pekin Union Ry. Co	Stock (a)	1
2	721	A-1	VII	MT Properties Inc.	Stock (b)	2
3	721	A-1	VII	Trailer Train Co.	Stock (c)	3
4	721	A-1	VII	Iowa Transfer Railway Co.	Stock (d)	4
5	721	A-1	VII	Kansas City Terminal Ry. Co.	Stock (e)	5
6	721	A-1	VII	Western Railroad Properties, Inc.	Stock	6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15				Total A-1		15
16						16
17	721	D-1	VII	Trailer Train Co.		17
18				Subordinate Notes:		18
19				6-1/2% dated 4/17/65 (c)	5.263	19
20				7-1/2% dated 1/9/69 (c)	5.263	20
21						21
22						22
23						23
24						24
25				Total D-1		25
26						26
27	721	E-1	VII	Kansas City Terminal		27
28				Railway Co. Advances (e) { 9.01% of total advances }	8.333	28
29						29
30						30
31						31
32				Total E-1		32
33						33
34	721	E-3	X	CNW Corporation - Parent		34
35						35
36						36
37						37
38				Total E-3		38
39						39
40				Total Account 721		40

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

6. If any of the companies included in this schedule are controlled by respondent, the percent of control should be shown in column (e) In case any company listed is controlled other than through actual ownership of securities, give particulars in a footnote. In cases of joint control, give names of other parties and particulars of control.
7. If any advances reported are pledged, give particulars in a footnote.
8. Investments in companies in which neither the original cost or present equity in total assets are less than \$10,000 may be combined in one figure.
9. Also included should be investments in unincorporated entities such as lessee organizations (exclusive of amounts nominally settled on a current basis).
10. This schedule should not include securities issued 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	Line No.
	Opening balance	Additions	Deductions (if other than sale, explain)	Closing balance				
	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
1								1
2	274			274			238	2
3	100			100				3
4	55			55				4
5								5
6	302,232		369 (1)	301,863			198,225	6
7								7
8								8
9								9
10								10
11								11
12								12
13								13
14								14
15	302,661		369	302,292			198,463	15
16								16
17								17
18								18
19	589			589			38	19
20	589			589			44	20
21								21
22								22
23								23
24								24
25	1,178			1,178			82	25
26								26
27								27
28	1,906		76 (2)	1,830				28
29								29
30								30
31								31
32	1,906		76	1,830				32
33								33
34							5	34
35								35
36								36
37								37
38							5	38
39								39
40	305,745		445	305,300			198,550	40

(1) Amortization of investment costs: \$ 369

(2) Payment recieved: \$ 38
Correct account: \$ 38

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of control	Line No.
	(a)	(b)	(c)	(d)	(e)	
1				OTHER PARTIES AND PARTICULARS OF JOINT CONTROL ARE AS FOLLOWS:		1
2						2
3				NAME OF PARTY TO JOINT CONTROL	HOW ESTABLISHED	3
4			(a)	Illinois Central RR Co.	Ownership of capital stock	4
5				Norfolk & Western Ry. Co. (Norfolk Southern)	Ownership of capital stock	5
6				Consolidated Rail Corp.	Ownership of capital stock	6
7			(b)	Burlington Northern, Inc	Ownership of capital stock	7
8				CRIP (Maytag Corp.)	Ownership of capital stock	8
9				Soo Linc RR Co.	Ownership of capital stock	9
10			(c)	Atchison, Topkea & Santa Fe Ry Co	Ownership of capital stock	10
11				Baltimore & Ohio RR Co. (CSX Corp.)	Ownership of capital stock	11
12				Boston & Maine Corp. (ConRail)	Ownership of capital stock	12
13				Burlington Northern, Inc.	Ownership of capital stock	13
14				Central of Georgia Ry. Co. (Norfolk Southern)	Ownership of capital stock	14
15				Chesapeake & Ohio Ry Co. (CSX Corp.)	Ownership of capital stock	15
16				Chicago, Milwaukee, St. Paul & Pacific RR Co. (Soo Line)	Ownership of capital stock	16
17				Consolidated Rail Corp.	Ownership of capital stock	17
18				Denver & Rio Grande Western RR Co.	Ownership of capital stock	18
19				Detroit, Toledo & Ironton RR Co. (GTW)	Ownership of capital stock	19
20				Florida East Coast Ry. Co.	Ownership of capital stock	20
21				Illinois Central RR Co.	Ownership of capital stock	21
22				Kansas City Southern Ry. Co.	Ownership of capital stock	22
23				Louisville & Nashville RR Co. (CSX Corp.)	Ownership of capital stock	23
24				Missouri-Kansas-Texas RR Co. (UP RR Co)	Ownership of capital stock	24
25				Missouri Pacific RR Co. (UP RR Co.)	Ownership of capital stock	25
26				Norfolk & Western Ry. Co. (Norfolk Southern)	Ownership of capital stock	26
27				Reading Company (ConRail)	Ownership of capital stock	27
28				Richmond Fredericksburg & Potomac RR (CSX)	Ownership of capital stock	28
29				St. Louis-San Francisco Ry. Co (BN Inc.)	Ownership of capital stock	29
30				St. Louis-Southwestern Ry. Lines	Ownership of capital stock	30
31				Seaboard Coast Line RR Co. (CSX Corp.)	Ownership of capital stock	31
32				Southern Pacific Transportation Co.	Ownership of capital stock	32
33				Southern Railway Co. (Norfolk Southern)	Ownership of capital stock	33
34				Toledo, Peoria & Western RR Co. (AT & SF)	Ownership of capital stock	34
35				Union Pacific RR Co.	Ownership of capital stock	35
36				Wabash RR Co. (Norfolk Southern)	Ownership of capital stock	36
37				Western Maryland Ry. Co. (CSX)	Ownership of capital stock	37
38				Western Pacific RR Co. (UP RR Co.)	Ownership of capital stock	38
39						39
40				(Continued on page 29)		40

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of control	Line No.
	(a)	(b)	(c)	(d)	(e)	
1				OTHER PARTIES & PARTICULARS OF JOINT CONTROL ARE AS FOLLOWS: (Continued)		1
2						2
3				NAME OF PARTY TO JOINT CONTROL	HOW ESTABLISHED	3
4			(d)	Burlington Northern, Inc.	Ownership of capital stock	4
5				CRIP (Chicago Pacific Corp.)	Ownership of capital stock	5
6				Des Moines Union Ry. Co. (Norfolk Southern)	Ownership of capital stock	6
7			(e)	Atchison, Topeka & Santa Fe Ry.	Ownership of capital stock	7
8				Burlington Northern, Inc.	Ownership of capital stock	8
9				Chicago, Milwaukee, St Paul & Pacific RR Co. (Soo Line)	Ownership of capital stock	9
10				Gateway Western Railway	Ownership of capital stock	10
11				Illinois Central RR Co.	Advances only	11
12				Kansas City Southern Ry. Co.	Ownership of capital stock	12
13				Missouri-Kansas-Texas Ry. Co. (UP RR Co.)	Ownership of capital stock	13
14				Missouri Pacific RR Co. (UP RR Co.)	Ownership of capital stock	14
15				Norfolk & Western Ry. Co. (Norfolk Southern)	Ownership of capital stock	15
16				St. Louis-San Francisco Ry. Co. (BN Inc.)	Ownership of capital stock	16
17				Union Pacific RR Co.	Ownership of capital stock	17
18				St. Louis Southwestern Ry. Co	Ownership of capital stock	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 definition of "carrier" and "noncarrier", see general instructions.

Line No	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustments for investments equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at close of year (g)	Line No.
Carriers: (List specifics for each company)								
1	Western Railroad Properties Incorporated	(29,920)		(161,634)			(191,554)	1
2								2
3	MT Properties Inc.			563			563	3
4								4
5								5
6								6
7								7
8								8
9								9
10								10
11								11
12								12
13								13
Noncarrier (List specifics for each company)								
14								14
15								15
16								16
17								17
18								18
19								19
20								20
21								21
22								22
23								23
24								24
25								25
26								26
27								27

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

1. Give particulars of balances at the beginning and close of the year and of all changes during the year in Account No. 731, "Road and Equipment Property", and Account No. 732, "Improvements on Leased Property", classified by primary accounts in accordance with the Uniform System of Accounts for Railroad Companies. The balances, by primary accounts, should insofar as known, be stated in column (b) and all changes made during the year should be analyzed in columns (c) to (f), inclusive. Column (h) is the aggregate of columns (b) to (f), inclusive. Grand totals of columns (b) and (h) should equal the sum of Accounts 731 and 732 for the respective 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 columns (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 PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED

PROPERTY AND EQUIPMENT

(Dollars in thousands)

Line No.	Cross Check	Account (a)	Balance beginning of year (b)	Expenditures during the year for original road & equipment, & road extensions (c)	Expenditures during the year for purchase of existing lines, re-organizations, etc. (d)	Line No.
1		(2) Land for transportation purposes	277,775			1
2		(3) Grading	25,037			2
3		(4) Other right-of-way expenditures	1,371			3
4		(5) Tunnels and subways				4
5		(6) Bridges, trestles, and culverts	39,377			5
6		(7) Elevated structures				6
7		(8) Ties	254,216			7
8		(9) Rail and other track material	325,890			8
9		(11) Ballast	82,511			9
10		(13) Fences, snow sheds, and signs	2,152			10
11		(16) Station and office buildings	30,660			11
12		(17) Roadway buildings	1,827			12
13		(18) Water stations	484			13
14		(19) Fuel stations	1,907			14
15		(20) Shops and enginehouses	17,274			15
16		(22) Storage warehouses				16
17		(23) Wharves and docks	3			17
18		(24) Coal and ore wharves	1,064			18
19		(25) TOFC/COFC terminals	36,331			19
20		(26) Communication systems	22,498			20
21		(27) Signals and interlockers	36,195			21
22		(29) Power plants				22
23		(31) Power-transmission systems	193			23
24		(35) Miscellaneous structures				24
25		(37) Roadway machines	41,209			25
26		(39) Public improvements - Construction	11,409			26
27		(44) Shop machinery	9,615			27
28		(45) Power-plant machinery	94			28
29		Other (specify and explain)				29
30		TOTAL EXPENDITURES FOR ROAD	1,219,092			30
31		(52) Locomotives	41,099			31
32		(53) Freight-train cars	80,945			32
33		(54) Passenger-train cars	11			33
34		(55) Highway revenue equipment	1,170			34
35		(56) Floating equipment				35
36		(57) Work equipment	7,730			36
37		(58) Miscellaneous equipment	2,561			37
38		(59) Computer systems and word processing equipment	4,881			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	138,397			39
40		(76) Interest during construction				40
41		(80) Other elements of investment	31			41
42		(90) Construction in progress	29,648			42
43		GRAND TOTAL	1,387,168			43

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED

PROPERTY AND EQUIPMENT - Cont'd.

(Dollars in thousands)

Line No.	Cross Check	Expenditures for additions during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1		77	(3,101)	(3,024)	274,751	1
2		2,113	(73)	2,040	27,077	2
3					1,371	3
4						4
5		2,847	(199)	2,648	42,025	5
6						6
7		22,689	(2,951)	19,738	273,954	7
8		32,484	(5,701)	26,783	352,673	8
9		4,344	(911)	3,433	85,944	9
10			(1)	(1)	2,151	10
11		(691)	1,169	478	31,138	11
12		(12)	(4)	(16)	1,811	12
13					484	13
14					1,907	14
15		(1,339)	64	(1,275)	15,999	15
16						16
17					3	17
18					1,064	18
19		(2,440)		(2,440)	33,891	19
20		2,736	(77)	2,659	25,157	20
21		3,776	(217)	3,559	39,754	21
22						22
23					193	23
24						24
25		2,553		2,553	43,762	25
26		846	(109)	737	12,146	26
27		16	1	17	9,632	27
28					94	28
29						29
30		69,999	(12,110)	57,889	1,276,981	30
31		(15)	(3,488)	(3,503)	37,596	31
32		1,492	(1,760)	(268)	80,677	32
33					11	33
34			5	5	1,175	34
35						35
36			23	23	7,753	36
37			(24)	(24)	2,537	37
38		296		296	5,177	38
39		1,773	(5,244)	(3,471)	134,926	39
40						40
41					31	41
42		(2,246)		(2,246)	27,402	42
43		69,526	(17,354)	52,172	1,439,340	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 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment used, but not owned, when the rents therefore are included in the rent for equipment and Account Nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include the cost of equipment owned and leased to others when the rents therefrom are included in the rent for equipment Accounts Nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00, inclusive. The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.

2. All leased properties may be combined and one composite rate computed for each primary account, or a separate schedule may be included for each such property.

3. Show in columns (e), (f) and (g) data applicable to Lessor property, when the rent therefore is included in Account Nos. 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.

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

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

Line No.	Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No.
		Depreciation base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)	
		1/1 At beginning of year (b)	12/1 At close of year (c)			At beginning of year (e)		At close of year (f)
	ROAD							
1	(3) Grading	25,033	24,989	2.12			1	
2	(4) Other right-of-way expenditures	1,371	1,371	3.11			2	
3	(5) Tunnels and subways						3	
4	(6) Bridges, trestles, and culverts	39,377	39,312	1.82			4	
5	(7) Elevated structures						5	
6	(8) Ties	254,159	251,228	5.03			6	
7	(9) Rail and other track material	311,633	325,197	2.53			7	
8	(11) Ballast	82,493	82,390	3.95			8	
9	(13) Fences, snowsheds, and signs	2,152	2,152	4.01			9	
10	(16) Station and office buildings	23,358	24,539	1.98			10	
11	(17) Roadway buildings	1,827	1,811	3.60			11	
12	(18) Water stations	484	483	6.25			12	
13	(19) Fuel stations	1,906	1,906	5.98			13	
14	(20) Shops and enginehouses	17,074	15,667	2.34			14	
15	(22) Storage warehouses						15	
16	(23) Wharves and docks	3	3	4.30			16	
17	(24) Coal and ore wharves	1,064	1,064	5.45			17	
18	(25) TOFC/COFC terminals	36,330	35,911	2.57			18	
19	(26) Communication systems	22,039	21,884	2.97			19	
20	(27) Signals and interlockers	36,194	37,119	2.79			20	
21	(29) Power plants						21	
22	(31) Power-transmission systems	193	193	2.13			22	
23	(35) Miscellaneous structures						23	
24	(37) Roadway machines	41,209	41,212	10.27			24	
25	(39) Public improvements - Construction	9,825	10,092	3.07			25	
26	(44) Shop machinery	9,615	9,632	3.71			26	
27	(45) Power-plant machinery	94	94	15.99			27	
28	All other road accounts						28	
29	Amortization (other than defense projects)						29	
30	TOTAL ROAD	917,433	928,249	3.68			30	
	EQUIPMENT							
31	(52) Locomotives	40,059	35,913	6.42			31	
32	(53) Freight-train cars	80,070	80,220	7.59			32	
33	(54) Passenger-train cars	11	11	29.78			33	
34	(55) Highway revenue equipment	1,170	1,169				34	
35	(56) Floating equipment						35	
36	(57) Work equipment	7,730	7,748	8.54			36	
37	(58) Miscellaneous equipment	2,408	2,384	26.19			37	
38	(59) Computer systems and word processing equipment	4,881	5,177	16.02			38	
39	TOTAL EQUIPMENT	136,329	132,622	7.93			39	
40	GRAND TOTAL	1,053,762	1,060,871	N/A		N/A	40	

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

1. Disclose the required information in regard to credits and debits to Account No. 735, "Accumulated Depreciation: Road and Equipment Property", during the year relating to owned and used road 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 of depreciation of equipment that is used but not owned when the resulting rents are included in "Lease Rental- Debit- Equipment" account and "other Rents- Debit- Equipment" accounts. (See Schedule 351 for the accumulated depreciation to road and equipment owned and leased to others.)

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

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

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

5. Enter amounts representing amortization under an authorized program other than for defense projects on lines 29 and 39.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
ROAD									
1		(3) Grading	537	513		73		977	1
2		(4) Other right-of-way expenditures	54	43				97	2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles, and culverts	1,537	808		139		2,206	4
5		(7) Elevated structures							5
6		(8) Ties	25,008	12,721		1,955		35,774	6
7		(9) Rail and other track material	23,112	8,282		3,839		27,555	7
8		(11) Ballast	6,934	3,261		911		9,284	8
9		(13) Fences, snowsheds, and signs	339	78		1		416	9
10		(16) Station and office buildings	315	359		CR. 898		1,572	10
11		(17) Roadway buildings	155	65		4		216	11
12		(18) Water stations	57	45				102	12
13		(19) Fuel stations	129	114				243	13
14		(20) Shops and enginehouses	839	392		CR. 89		1,320	14
15		(22) Storage warehouses				CR. 0			15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves	94	72		CR. 0		166	17
18		(25) TOFC/COFC terminals	2,043	985				3,028	18
19		(26) Communication systems	1,188	580		CR. 211		1,979	19
20		(27) Signals and interlockers	2,389	1,037		171		3,255	20
21		(29) Power plants				CR. 0			21
22		(31) Power-transmission systems	23	4				27	22
23		(35) Miscellaneous structures				CR. 3		3	23
24		(37) Roadway machines	9,010	3,471		CR. 1233		13,714	24
25		(39) Public improvements-Const.	1,695	317		79		1,933	25
26		(44) Shop machinery	617	369		CR. 5		991	26
27		(45) Power-plant machinery	10	15		CR. 0		25	27
28		All other road accounts				CR. 0			28
29		Amortization (Adjustments)							29
30		TOTAL ROAD	76,085	33,531		4,733		104,883	30
EQUIPMENT									
31	*	(52) Locomotives	8,264	2,358		4,449		6,173	31
32	*	(53) Freight-train cars	9,466	6,197		4,526		11,137	32
33	*	(54) Passenger-train cars	8	3		CR. 0		11	33
34	*	(55) Highway revenue equipment	517	433		CR. 5		955	34
35	*	(56) Floating equipment							35
36	*	(57) Work equipment	1,273	546		CR. 364		2,183	36
37	*	(58) Miscellaneous equipment	1,601	610		117		2,094	37
38		(59) Computer systems and word processing equipment	1,219	786		CR. 2		2,007	38
39	*	Amortization (Adjustments)							39
40		TOTAL EQUIPMENT	22,348	10,933		8,721		24,560	40
41		GRAND TOTAL	98,433	44,464		13,454		129,443	41

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

339. ACCRUED LIABILITY – LEASED PROPERTY
(Dollars in thousands)

1. Disclose the required information relating to credits and debits of Account 772, "Accrued Liability Leased Property", during the year concerning road and equipment leased from others.
2. In column (c), enter amounts charged to operating expenses; in column (e), enter debits to account arising from retirements; in column (f), enter amounts paid to lessor.
3. Any inconsistencies between credits to account, charges to operating expenses and payments to lessors should be fully explained.
4. Required disclosure may be omitted if leased road and equipment property represents 5% or less of total property owned and used.
5. If settlement for depreciation is made currently between lessee and lessor, and no debits or credits to Account 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)	Retire-ments (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail & other track material							7
8		(11) Ballast							8
9		(13) Fences snow sheds & signs							9
10		(16) Station & office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops & enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves & docks							16
17		(24) Coal & ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals & 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-const.							25
26		(44) Shop machinery (1)							26
27		(45) Power-plant machinery							27
28		All other road accounts							
29		Amortization (Adjustments)							28
30		TOTAL ROAD							29
		EQUIPMENT							
31		(52) Locomotives							30
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		(59) Computer systems and word processing equipment							37
39		TOTAL EQUIPMENT							38
40		GRAND TOTAL	NONE	NONE	NONE	NONE	NONE	NONE	39

(1) To be reported with equipment expense rather than W&S expense.

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

1. Show in column (b) for each primary account the depreciation base used in computing the depreciation charges for the month of January, and in column (c) show the depreciation base used in computing the depreciation charges for the month of December, in column (d) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 40 of these columns show the composite percentage of all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. This schedule should include only improvements to leased property charged to account 732, "Improvements on Leased Property". The composite rates used should be those prescribed or otherwise authorized by the Commission, except that 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 the total road owned or total equipment owned, respectively. However, line 41, Grand Total, should be completed.

Line No.	Cross Check	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No.
			At beginning of year (b)	At close of year (c)		
		ROAD				
1		(3) Grading				1
2		(4) Other right-of-way expenditures				2
3		(5) Tunnels and subways				3
4		(6) Bridges, trestles & culverts				4
5		(7) Elevated structures				5
6		(8) Ties				6
7		(9) Rail & other track material				7
8		(11) Ballast				8
9		(13) Fences snow sheds & signs				9
10		(16) Station & office buildings				10
11		(17) Roadway buildings				11
12		(18) Water stations				12
13		(19) Fuel stations				13
14		(20) Shops & enginehouses				14
15		(22) Storage warehouses				15
16		(23) Wharves & docks				16
17		(24) Coal & ore wharves				17
18		(25) TOFC/COFC terminals				18
19		(26) Communication systems				19
20		(27) Signals & 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 - const.				25
26		(44) Shop machinery*				26
27		(45) Power-plant machinery				27
28		All other road accounts				
29		Amortization (Adjustments)				28
30		TOTAL ROAD				29
		EQUIPMENT				
31		(52) Locomotives				30
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		(59) Computer systems and word processing equipment				37
39		TOTAL EQUIPMENT				38
40		GRAND TOTAL (See Note)	7.809	9,472	N/A	39

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

Note: Detail not reported since total is less than 5% of Total Road Owned and Total Equipment Owned

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 39 Grand Total, should be completed

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail & other track material							7
8		(11) Ballast							8
9		(13) Fences snow sheds & signs							9
10		(16) Station & office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops & enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves & docks							16
17		(24) Coal & ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals & 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 – const.							25
26		(44) Shop machinery*							26
27		(45) Power – plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight – train cars							31
32		(54) Passenger – train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems and word processing equipment							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL (Note 1)	723	529				1,252	39

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

Note 1: Detail not reported since total is less than 5% of Total Road Owned and Total Equipment Owned

NOTES AND REMARKS FOR SCHEDULE 342

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

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

2. Show in columns (b) and (c), for each property 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 December and on lines 29 and 38 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary accounts composite rates to the depreciation base used to compute the depreciation for December and dividing the total also computed by the depreciation base.

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

5. If the total road leased to others is less than 5% of the total road owned; omit. If total equipment leased to others is less than 5% of total equipment owned; omit. However, line 39, Grand Total, should be completed.

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

351. ACCUMULATED DEPRECIATION – ROAD AND EQUIPMENT LEASED TO OTHERS
(Dollars in thousands)

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

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

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

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retire-ments (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail & other track material							7
8		(11) Ballast							8
9		(13) Fences snow sheds & signs							9
10		(16) Station & office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops & enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves & docks							16
17		(24) Coal & ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals & 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 - const.							25
26		(44) Shop machinery*							26
27		(45) Power - plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight - train cars							31
32		(54) Passenger - train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems and word processing equipment							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL	NONE	NONE	NONE	NONE	NONE	NONE	39

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

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

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

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

5. In column (d), show the amount applicable in Accounts 731 and 732 on the books of the companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to the deductions made by the owners in their reports. If separate value is not available, explanations should be given. Differences between the amounts in column (d) of this schedule and the amounts shown in column (c), line 24, on the asset side of the comparative general balance sheet of each individual railway, should be explained in a footnote. Book value included in Accounts 731 and 732 of the owner should be reported in column (d) in reference to the investment of the respondent in the securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6 percent or otherwise) value of property of private owners, or portions of property of other carriers, should be explained.

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

Line No.	Class (See ins. 2) (a)	Name of company (b)	Miles of road (see ins. 4) (whole number) (c)	Investments in property (see ins. 5) (d)	Depreciation & amortization of defense projects (see ins. 6) (e)	Line No.
1	R	Chicago and North Western Transportation Company	4,018	1,256,731	117,641	1
2						2
3						3
4	R	Midwestern Railroad Properties, Inc.	682	182,609	13,058	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	O	East St. Louis Junction Railroad Co.				17
18		(7.90 miles operated by Chicago and				18
19		North Western Transportation Company				19
20		as yard tracks) at National Stock Yards, Illinois		171		20
21						21
22						22
23						23
24						24
25						25
26						26
27						27
28						28
29						29
30						30
31		TOTAL	4,700	1,439,511	130,699	31

352B. INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE
 (By Property Accounts)
 (Dollars in thousands)

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

2. The amounts for respondent and for each group or class of companies and properties on line 44 herein, should correspond with the amounts for each class of company and properties shown in schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in the schedule.

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

4 Report on line 30 amounts not includible in the accounts shown, or in line 29. The items included 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	274,751				1
2		(3) Grading	27,077			105	2
3		(4) Other right-of-way expenditures	1,371				3
4		(5) Tunnels and subways					4
5		(6) Bridges, trestles, and culverts	42,025			2	5
6		(7) Elevated structures					6
7		(8) Ties	273,954			18	7
8		(9) Rail and other track material	352,673			33	8
9		(11) Ballast	85,944			9	9
10		(13) Fences, snow sheds, and signs	2,151			4	10
11		(16) Station and office buildings	31,138				11
12		(17) Roadway buildings	1,811				12
13		(18) Water stations	484				13
14		(19) Fuel stations	1,907				14
15		(20) Shops and enginehouses	15,999				15
16		(22) Storage warehouses					16
17		(23) Wharves and docks	3				17
18		(24) Coal and ore wharves	1,064				18
19		(25) TOFC/COFC terminals	33,891				19
20		(26) Communication systems	25,157				20
21		(27) Signals and interlockers	39,754				21
22		(29) Power plants					22
23		(31) Power-transmission systems	193				23
24		(35) Miscellaneous structures					24
25		(37) Roadway machines	43,762				25
26		(39) Public improvements - Construction	12,146				26
27		(44) Shop machinery	9,632				27
28		(45) Power-plant machinery	94				28
29		Leased property capitalized rentals (explain)					29
30		Other (specify and explain)					30
31		TOTAL ROAD	1,276,981			171	31
32		(52) Locomotives	37,596				32
33		(53) Freight-train cars	80,677				33
34		(54) Passenger-train cars	11				34
35		(55) Highway revenue equipment	1,175				35
36		(56) Floating equipment					36
37		(57) Work equipment	7,753				37
38		(58) Miscellaneous equipment	2,537				38
39		(59) Computer systems and word processing equipment	5,177				39
40		TOTAL EQUIPMENT	134,926				40
41		(76) Interest during construction					41
42		(80) Other elements of investment	31				42
43		(90) Construction in progress	27,402				43
44		GRAND TOTAL	1,439,340			171	44

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

CROSS-CHECKS

SCHEDULE 410

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

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

SCHEDULE 210

SCHEDULE 412

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

= Line 29 column (b)
= Line 29, column (c)

SCHEDULE 414

Line 231, column (f)
Line 230, column (f)

= Line 19, columns (b) thru (d)
= Line 19, columns (e) thru (g)

SCHEDULE 415

Lines 207, 208, 211, 212, column (f)
Lines 226, 227, column (f)
Lines 311, 312, 315, 316, column (f)

= Lines 5, 38, column (f)
= Lines 24, 39, column (f)
= Lines 32, 35, 36, 37, 40, 41, column (f)

**AND
SCHEDULE 414**

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

SCHEDULE 415

Line 213, column (f)
Line 232, column (f)
Line 317, column (f)

= Lines 5, 38, columns (c) and (d)
= Lines 24, 39, columns (c) and (d)
= Lines 32, 35, 36, 37, 40, 41, columns (c) and (d)

Lines 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 508, column (f)
Line 509, column (f)
Line 510, column (f)
Line 511, column (f)
Line 512, column (f)
Line 513, column (f)
Line 514, column (f)
Line 515, column (f)
Line 516, column (f)
Line 517, column (f)

= Line 1, column (j)
= Line 2, column (j)
= Line 3, column (j)
= Line 4, column (j)
= Line 5, column (j)
= Line 6, column (j)
= Line 7, column (j)
= Line 8, column (j)
= Line 9, column (j)
= Line 10, column (j)
= Line 11, column (j)

SCHEDULE 450

Line 4 column b

SCHEDULE 210

= Line 47 column b

410. RAILWAY OPERATING EXPENSES

(Dollars in thousands)

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

Line No.	Cross Check	Name of railway operating expense (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	3,920	(7)	291	(1,237)	2,967	1,021	3,988	1	
2		Bridge and Building	1,452	(3)	111	206	1,766	405	2,171	2	
3		Signal	2,605	(6)	204	345	3,148	602	3,750	3	
4		Communication	374	(2)	31	38	441	166	607	4	
5		Other	340	(1)	28	294	661	105	766	5	
REPAIR AND MAINTENANCE											
6		Roadway - Running	1,305	6	1,254	(135)	2,430	356	2,786	6	
7		Roadway - Switching	219	(1)	43	(25)	236	34	270	7	
8		Tunnels and Subways - Running								8	
9		Tunnels and Subways - Switching								9	
10		Bridges and Culverts - Running	2,221	660	828	(45)	3,664	276	3,940	10	
11		Bridges and Culverts - Switching	12		2	(16)	(2)		(2)	11	
12		Ties - Running	543	720	60	(381)	942	425	1,367	12	
13		Ties - Switching	545	482	37	(144)	920	136	1,056	13	
14		Rail and Other Track Material - Running	11,631	2,044	2,390	(796)	15,269	1,604	16,873	14	
15		Rail and Other Track Material - Switching	3,274	307	(34)	(338)	3,209	274	3,483	15	
16		Ballast - Running	1,227	561	138	(301)	1,625	319	1,944	16	
17		Ballast - Switching	159	302	16	(115)	362	71	433	17	
18		Road Property Damaged - Running	265	338	(10)	(284)	309	139	448	18	
19		Road Property Damaged - Switching	364	155	41	(40)	520	18	538	19	
20		Road Property Damaged - Other	3		17	2	22	22	22	20	
21		Signal and Interlockers - Running	3,975	1,906	(13)	(1,127)	4,741	2,545	7,286	21	
22		Signal and Interlockers - Switching	244	84	30	(34)	324	13	337	22	
23		Communications Systems	557	37	150	(141)	603	114	717	23	
24		Power Systems	279	25	93	(24)	373	281	654	24	
25		Highway Grade Crossings - Running	350	428	406	(98)	1,096	27	1,123	25	
26		Highway Grade Crossings - Switching	56	49	38	(26)	117	3	120	26	
27		Station and Office Buildings	688	6	221	(250)	665	1,397	2,062	27	
28		Shop Buildings - Locomotives	453	144	81	(12)	666	344	1,010	28	
29		Shop Buildings - Freight Cars	215	101	68	(10)	374	N/A	374	29	
30		Shop Buildings - Other Equipment	19	1	80		100	384	484	30	

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

Line No.	Cross Check	Name of railway operating expense (a)	Freight						Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)				
		REPAIR AND MAINTENANCE - Continued									
101		Locomotive Servicing Facilities	85	9	49	(1)	142	25	167	101	
102		Miscellaneous Buildings and Structures	650	46	233	(237)	692	67	759	102	
103		Coal Terminals						N/A		103	
104		Ore Terminals	641	124	670	(40)	1,395	N/A	1,395	104	
105		Other Marine Terminals						N/A		105	
106		TOFC/COFC - Terminals	53		18	2	73	N/A	73	106	
107		Motor Vehicle Loading and Distribution Facilities	44	1	93	6	144	N/A	144	107	
108		Facilities for Other Specialized Service Operations						N/A		108	
109		Roadway Machines	3,036	2,617	1,732	(1,054)	6,331	691	7,022	109	
110		Small Tools and Supplies	135	149	1,683	(671)	1,296	447	1,743	110	
111		Snow Removal	665	95	146	5	911	290	1,201	111	
112		Fringe Benefits - Running	N/A	N/A	N/A	10,029	10,029	2,652	12,681	112	
113		Fringe Benefits - Switching	N/A	N/A	N/A	2,757	2,757	174	2,931	113	
114		Fringe Benefits - Other	N/A	N/A	N/A	5,097	5,097	336	5,433	114	
115		Casualties and Insurance - Running	N/A	N/A	N/A	4,157	4,157	793	4,950	115	
116		Casualties and Insurance - Switching	N/A	N/A	N/A	759	759	86	845	116	
117		Casualties and Insurance - Other	N/A	N/A	N/A	2,003	2,003	139	2,142	117	
118	*	Lease Rentals - Debit - Running	N/A	N/A	216	N/A	216		216	118	
119	*	Lease Rentals - Debit - Switching	N/A	N/A		N/A				119	
120	*	Lease Rentals - Debit - Other	N/A	N/A	3,582	N/A	3,582	487	4,069	120	
121	*	Lease Rentals - [Credit] - Running	N/A	N/A	(254)	N/A	(254)		(254)	121	
122	*	Lease Rentals - [Credit] - Switching	N/A	N/A		N/A				122	
123	*	Lease Rentals - [Credit] - Other	N/A	N/A		N/A				123	
124		Joint Facility Rent - Debit - Running	N/A	N/A	2,514	N/A	2,514	2	2,516	124	
125		Joint Facility Rent - Debit - Switching	N/A	N/A	354	N/A	354		354	125	
126		Joint Facility Rent - Debit - Other	N/A	N/A	1	N/A	1		1	126	
127		Joint Facility Rent - [Credit] - Running	N/A	N/A	(288)	N/A	(288)		(288)	127	
128		Joint Facility Rent - [Credit] - Switching	N/A	N/A	(23)	N/A	(23)		(23)	128	
129		Joint Facility Rent - [Credit] - Other	N/A	N/A	(25)	N/A	(25)		(25)	129	
130	*	Other Rents - Debit - Running	N/A	N/A	506	N/A	506	55	561	130	
131	*	Other Rents - Debit - Switching	N/A	N/A		N/A				131	
132	*	Other Rents - Debit - Other	N/A	N/A		N/A				132	
133	*	Other Rents - [Credit] - Running	N/A	N/A	(1)	N/A	(1)		(1)	133	

410. RAILWAY OPERATING EXPENSES – Continued
(Dollars in thousands)

Line No	Cross Check	Name of railway operating expense (a)	Freight					Passenger	Total	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
134	*	REPAIR AND MAINTENANCE – Continued								134
135	*	Other Rents – [Credit] – Switching	N/A	N/A		N/A				135
136	*	Other Rents – [Credit] – Other	N/A	N/A		N/A				136
137	*	Depreciation – Running	N/A	N/A		N/A	25,046	139	25,185	137
138	*	Depreciation – Switching	N/A	N/A		N/A	1,751	3	1,754	138
139	*	Depreciation – Other	N/A	N/A		N/A	6,529	224	6,753	139
140		Joint Facility – Debit – Running	N/A	N/A		N/A	4,166	62	4,228	140
141		Joint Facility – Debit – Switching	N/A	N/A		N/A	942		942	141
142		Joint Facility – Debit – Other	N/A	N/A		N/A	79		79	142
143		Joint Facility – [Credit] – Running	N/A	N/A		N/A	(1,464)		(1,464)	143
144		Joint Facility – [Credit] – Switching	N/A	N/A		N/A	(339)		(339)	144
145		Joint Facility – [Credit] – Other	N/A	N/A		N/A	(12)		(12)	145
146		Dismantling Retired Road Property – Running					(48)		(48)	146
147		Dismantling Retired Road Property – Switching								147
148		Dismantling Retired Road Property – Other								148
149		Other – Running		17				1	18	149
150		Other – Switching		2				2	2	150
151		Other – Other	59	150	2,026	(3)	2,232	252	2,484	151
		TOTAL WAY AND STRUCTURES	42,663	11,546	23,205	51,403	128,817	17,984	146,801	
201		EQUIPMENT								
202		LOCOMOTIVES								
203	*	Administration	1,668	2	130	143	1,943	557	2,500	201
204	*	Repair and Maintenance	10,135	12,038	1,648	353	24,174	3,916	28,090	202
205	*	Machinery Repair	44	173	10		227	15	242	203
206	*	Equipment Damaged	75	98	(305)	310	178	2	180	204
207	*	Fringe Benefits	N/A	N/A	N/A	5,445	5,445	1,194	6,639	205
208	*	Other Casualties and Insurance	N/A	N/A	N/A	(42)	(42)	86	44	206
209	*	Lease Rentals – Debit	N/A	N/A	41,039	N/A	41,039		41,039	207
210	*	Lease Rentals – [Credit]	N/A	N/A		N/A				208
211	*	Joint Facility Rent – Debit	N/A	N/A	2	N/A	2		2	209
212	*	Joint Facility Rent – [Credit]	N/A	N/A	(113)	N/A	(113)		(113)	210
213	*	Other Rents – Debit	N/A	N/A	(4)	N/A	(4)		(4)	211
214	*	Other Rents – [Credit]	N/A	N/A	(13,207)	N/A	(13,207)	18	(13,207)	212
215	*	Depreciation	N/A	N/A	N/A	2,355	2,355		2,373	213
216	*	Joint Facility – Debit	N/A	N/A	(4)	N/A	(4)		(4)	214
217	*	Joint Facility – [Credit]	N/A	N/A	(75)	N/A	(75)		(75)	215
218	*	Repairs Billed to Others – [Credit]	N/A	N/A		N/A				216

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

Line No.	Cross Check	Name of railway operating expense (a)	Freight						Total freight expense (f)	Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)				
		LOCOMOTIVES - Continued										
217		Dismantling Retired Property									217	
218		Other	60	197	1,297	1	1,555	199	1,754		218	
219		TOTAL LOCOMOTIVES	11,982	12,508	30,418	8,565	63,473	5,987	69,460		219	
		FREIGHT CARS										
220		Administration	3,734	26	198	28	3,986	N/A	3,986		220	
221	*	Repair and Maintenance	10,123	32,772	8,456	173	51,524	N/A	51,524		221	
222	*	Machinery Repair	643	387	365	(194)	1,201	N/A	1,201		222	
223		Equipment Damaged	195	801	883	(307)	1,572	N/A	1,572		223	
224		Fringe Benefits	N/A	N/A	N/A	6,862	6,862	N/A	6,862		224	
225		Other Casualties and Insurance	N/A	N/A	N/A	2,589	2,589	N/A	2,589		225	
226	*	Lease Rentals - Debit	N/A	N/A	56,664	N/A	56,664	N/A	56,664		226	
227	*	Lease Rentals - [Credit]	N/A	N/A	N/A	N/A	N/A	N/A	N/A		227	
228		Joint Facility Rent - Debit	N/A	N/A	N/A	N/A	N/A	N/A	N/A		228	
229		Joint Facility Rent - [Credit]	N/A	N/A	N/A	N/A	N/A	N/A	N/A		229	
230	*	Other Rents - Debit	N/A	N/A	74,948	N/A	74,948	N/A	74,948		230	
231	*	Other Rents - [Credit]	N/A	N/A	(73,449)	N/A	(73,449)	N/A	(73,449)		231	
232	*	Depreciation	N/A	N/A	N/A	6,551	6,551	N/A	6,551		232	
233		Joint Facility - Debit	N/A	N/A	(3)	N/A	(3)	N/A	(3)		233	
234		Joint Facility - [Credit]	N/A	N/A	(44,508)	N/A	(44,508)	N/A	(44,508)		234	
235	*	Repairs Billed to Others - [Credit]	N/A	N/A	N/A	N/A	N/A	N/A	N/A		235	
236		Dismantling Retired Property									236	
237		Other	1	115	895	(139)	872	N/A	872		237	
238		TOTAL FREIGHT CARS	14,696	34,101	24,449	15,563	88,809	N/A	88,809		238	
		OTHER EQUIPMENT										
301		Administration		1	3	506	510	638	1,148		301	
302	*	Repair and Maintenance			387		387	N/A	387		302	
303	*	Trucks, Trailers & Containers - Revenue Service						N/A			303	
304	*	Floating Equipment - Revenue Service						N/A			304	
305	*	Passenger and Other Revenue Equipment	17	134	430	67	648	4,074	4,722		305	
306	*	Computer Systems and Word Processing Equip			687	(8)	679	67	746		306	
307	*	Machinery	9	42	9		60	89	149		307	
308	*	Work and Other Non - Revenue Equipment	651	227	4,144	(528)	4,494	558	5,052		308	
309		Equipment Damaged			30		30		30		309	
310		Fringe Benefits	N/A	N/A	N/A	305	305	1,374	1,679		310	
311	*	Other Casualties and Insurance	N/A	N/A	N/A	222	222	468	690		311	
312	*	Lease Rentals - Debit	N/A	N/A	8,002	N/A	8,002	1,076	9,078		312	
		Lease Rentals - [Credit]	N/A	N/A	N/A	N/A	N/A	N/A	N/A		312	

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

Line No.	Cross Check	Name of railway operating expense (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	7	N/A	7		7	313	
314	*	Joint Facility Rent - [Credit]	N/A	N/A	(118)	N/A	(118)		(118)	314	
315	*	Other Rents - Debit	N/A	N/A	633	N/A	633		633	315	
316	*	Other Rents - [Credits]	N/A	N/A	(1,241)	N/A	(1,241)		(1,241)	316	
317	*	Depreciation	N/A	N/A	N/A	N/A	2,161	218	2,379	317	
318		Joint Facility - Debit	N/A	N/A	330	N/A	330		330	318	
319		Joint Facility - [Credit]	N/A	N/A		N/A				319	
320	*	Repairs Billed to Others - [Credit]	N/A	N/A		N/A				320	
321		Dismantling Retired Property								321	
322		Other		20	64		84	1,964	2,048	322	
323		TOTAL OTHER EQUIPMENT	677	424	13,367	2,725	17,193	10,526	27,719	323	
324		TOTAL EQUIPMENT	27,355	47,033	68,234	26,853	169,475	16,513	185,988	324	
		TRANSPORTATION									
		TRAIN OPERATIONS									
401		Administration	4,903	69	670	386	6,028	1,350	7,378	401	
402		Engine Crews	22,847			2,939	25,786	5,489	31,275	402	
403		Train Crews	25,609			2,479	28,088	6,233	34,321	403	
404		Dispatching Trains	2,649			1	2,650	396	3,046	404	
405		Operating Signals and Interlockers	525	54	5	14	598	316	914	405	
406		Operating Drawbridges	547				547		547	406	
407		Highway Crossing Protection	238	3	(3)	9	247	14	261	407	
408		Train Inspection and Lubrication	5,699	1,664	340	3	7,706	964	8,670	408	
409		Locomotive Fuel	24	38,178	5		38,207	5,429	43,636	409	
410		Electric Power Purchased or Produced for Motive Power								410	
411		Servicing Locomotives	742	360	26		1,128	661	1,789	411	
412		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A					412	
413		Clearing Wrecks	52	7	1,363	(39)	1,383		1,383	413	
414		Fringe Benefits	N/A	N/A	N/A	22,228	22,228	5,760	27,988	414	
415		Other Casualties and Insurance	N/A	N/A	N/A	9,644	9,644	2,320	11,964	415	
416		Joint Facility - Debit	N/A	N/A	145	N/A	145	216	361	416	
417		Joint Facility - [Credit]	N/A	N/A	(758)	N/A	(758)		(758)	417	
418		Other	71	739	1,692	194	2,696	1,711	4,407	418	
419		TOTAL TRAIN OPERATIONS	63,906	41,074	3,485	37,858	146,323	30,859	177,182	419	
		YARD OPERATIONS									
420		Administration	2,645	(1)	625	204	3,473	113	3,586	420	
421		Switch Crews	29,767		(739)	16	29,044	364	29,408	421	

410. RAILWAY OPERATING EXPENSES – Continued
(Dollars in thousands)

Line No.	Cross Check	Name of railway operating expense (a)	Freight						Total freight expense (f)	Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)						
		YARD OPERATIONS – Continued										
422		Controlling Operations	2,731					2,731	85	2,816	422	
423		Yard and Terminal Clerical	2,663				12	2,675	54	2,729	423	
424		Operating Switches, Signals, Retarders and Humps	800					800	363	1,163	424	
425		Locomotive Fuel	1	2,983				2,984	39	3,023	425	
426		Electric Power Purchased or Produced for Motive Power									426	
427		Servicing Locomotives	157	62	6			225	35	260	427	
428		Freight Lost or Damaged – Solely Related	N/A	N/A	N/A						428	
429		Clearing Wrecks	197	17	33		1	248		248	429	
430		Fringe Benefits	N/A	N/A	N/A		13,501	13,501	309	13,810	430	
431		Other Casualties and Insurance	N/A	N/A	N/A		4,132	4,132	22	4,154	431	
432		Joint Facility – Debit	N/A	N/A	439		N/A	439		439	432	
433		Joint Facility – [Credit]	N/A	N/A	(388)		N/A	(388)		(388)	433	
434		Other	166	212	528		3	909	40	949	434	
435		TOTAL YARD OPERATIONS	39,127	3,273	504		17,869	60,773	1,424	62,197	435	
		TRAIN AND YARD OPERATIONS COMMON										
501		Cleaning Car Interiors	60	68	578		N/A	706	2,539	3,245	501	
502		Adjusting and Transferring Loads	217	11	117		N/A	345	N/A	345	502	
503		Car Loading Devices and Grain Doors					N/A		N/A		503	
504		Freight Lost or Damaged – All Other	N/A	N/A	N/A		2,602	2,602	696	2,602	504	
505		Fringe Benefits	N/A	N/A	N/A		97	97		793	505	
506		TOTAL TRAIN & YD. OPERATIONS COMMON	277	79	695		2,699	3,750	3,235	6,985	506	
		SPECIALIZED SERVICE OPERATIONS										
507	*	Administration	1,290		47		21	1,358	N/A	1,358	507	
508	*	Pickup and Delivery and Marine Line Haul			56			56	N/A	56	508	
509	*	Loading and Unloading and Local Marine	1,290	118	2,828		(27)	4,209	N/A	4,209	509	
510	*	Protective Services	2		(329)			(327)	N/A	(327)	510	
511	*	Freight Lost or Damaged – Solely Related	N/A	N/A	N/A				N/A		511	
512	*	Fringe Benefits	N/A	N/A	N/A		1,221	1,221	N/A	1,221	512	
513	*	Casualties and Insurance	N/A	N/A	N/A		11	11	N/A	11	513	
514	*	Joint Facility – Debit	N/A	N/A	N/A		N/A		N/A		514	
515	*	Joint Facility – [Credit]	N/A	N/A			N/A		N/A		515	
516	*	Other	226	136	368		7	737	N/A	737	516	
517	*	TOTAL SPECIALIZED SERVICES OPERATIONS	2,808	254	2,970		1,233	7,265	N/A	7,265	517	

410. RAILWAY OPERATING EXPENSES – Concluded
(Dollars in thousands)

Line No.	Cross Check	Name of railway operating expense (a)	Freight					Total freight expense (f)	Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)				
		ADMINISTRATIVE SUPPORT OPERATIONS									
518		Administration	1,984	1	537	336	2,858	481	3,339	518	
519		Employees Performing Clerical & Acctg. Functions	10,748	4	729	59	11,540	2,279	13,819	519	
520		Communication Systems Operation	746	55	551	18	1,370	187	1,557	520	
521		Loss and Damage Claims Processing	14			1	15		15	521	
522		Fringe Benefits	N/A	N/A	N/A	5,780	5,780	1,259	7,039	522	
523		Casualties and Insurance	N/A	N/A	N/A	20	20	1	21	523	
524		Joint Facility – Debit	N/A	N/A	43	N/A	43		43	524	
525		Joint Facility – [Credit]	N/A	N/A		N/A				525	
526		Other	49	451	1,299	61	1,860	889	2,749	526	
527		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	13,541	511	3,159	6,275	23,486	5,096	28,582	527	
528		TOTAL TRANSPORTATION	119,659	45,191	10,813	65,934	241,597	40,614	282,211	528	
		GENERAL AND ADMINISTRATIVE:									
601		Officers – General Administration	1,920	57	2,267	362	4,606	677	5,283	601	
602		Accounting, Auditing and Finance	8,279	261	1,359	(790)	9,109	1,484	10,593	602	
603		Management Services and Data Processing	8,101	444	1,293	268	10,106	857	10,963	603	
604		Marketing	7,430	59	874	719	9,082	255	9,337	604	
605		Sales	130	62	731	(145)	778		778	605	
606		Industrial Development	489		87	(8)	568	N/A	568	606	
607		Personnel and Labor Relations	3,824	126	305	48	4,303	868	5,171	607	
608		Legal and Secretarial	2,884	22	4,742	(229)	7,419	574	7,993	608	
609		Public Relations and Advertising	582	44	966	88	1,680	222	1,902	609	
610		Research and Development								610	
611		Fringe Benefits	N/A	N/A	N/A	11,731	11,731	1,534	13,265	611	
612		Casualties and Insurance	N/A	N/A	N/A	1,269	1,269	135	1,404	612	
613		Writedown of Uncollectible Accounts	N/A	N/A	N/A	622	622	31	653	613	
614		Property Taxes	N/A	N/A	N/A	6,681	6,681	665	7,346	614	
615		Other Taxes Except on Corporate Income or Payrolls	N/A	N/A	N/A	515	515		515	615	
616		Joint Facility – Debit	N/A	N/A	36	N/A	36		36	616	
617		Joint Facility – [Credit]	N/A	N/A		N/A				617	
618		Other	96		1,022	30,855	31,973	86	32,059	618	
619		TOTAL GENERAL AND ADMINISTRATIVE	33,735	1,075	13,682	51,986	100,478	7,388	107,866	619	
620	*	TOTAL CARRIER OPERATING EXPENSES	223,412	104,845	115,934	196,176	640,367	82,499	722,866	620	

410. RAILWAY OPERATING EXPENSES – EXPLANATORY NOTES

The Company recorded a special charge of \$30 million in 1992 for severance and related costs to consolidate the Company's customer service functions and close a diesel shop at Council Bluffs, Iowa. This special charge is included in Schedule 410 as follows:

	(thousands of dollars)
Line 618, column (e)	\$30,000

410. RAILWAY OPERATING EXPENSES - EXPLANATORY NOTES

BLANK

412. WAY AND STRUCTURES
(Dollars in thousands)

1. Report freight expenses only.
2. The total depreciation expense reported in column (b), line 29, should balance to the sum of the depreciation expense reported in schedule 410, column (f) lines, 136, 137 and 138.
3. Report in column (c) the lease/rentals for the various property categories of Way and Structures. The total net lease/rental reported in column (c), line 29 should balance to 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 category is not known, apportion the lease/rentals based on the percentage of the categories' depreciation bases for all categories of depreciable leased property. Use schedule 352B of this report for obtaining the depreciation bases of the categories of leased property.
4. Amortization adjustment of each road property type which is included in column (b) shall be repeated in column (d) as a debit or credit to the appropriate line item: the net adjustment on line 29 shall equal the adjustment reported on line 29 of schedule 335.
5. Report on line 28 all other lease rentals not apportioned to any category listed on lines 1 through 27.
6. Line 11, account 16, should not include computer and data processing equipment reported on line 37 of schedule 415.

Line No.	Cross Check	Property account	Category (a)	Depreciation (b)	Lease/Rentals (net) (c)	Amortization adjustment during year (d)	Line No.
1		2	Land for transportation purposes	N/A	(254)		1
2		3	Grading	515	133		2
3		4	Other right-of-way expenditures	43			3
4		5	Tunnels and subways				4
5		6	Bridges, trestles and culverts	811	2		5
6		7	Elevated structures				6
7		8	Ties	12,766	23		7
8		9	Rail and other track material	8,312	42		8
9		11	Ballast	3,273	11		9
10		13	Fences, snowsheds and signs	79	5		10
11		16	Station and office buildings	407	3,582		11
12		17	Roadway buildings	66			12
13		18	Water stations	45			13
14		19	Fuel stations	114			14
15		20	Shops and enginehouses	393			15
16		22	Storage warehouses				16
17		23	Wharves and docks				17
18		24	Coal and ore wharves	73			18
19		25	TOFC/COFC terminals	988			19
20		26	Communications systems	582			20
21		27	Signals and interlockers	1,039			21
22		29	Power plants				22
23		31	Power transmission systems	4			23
24		35	Miscellaneous structures				24
25		37	Roadway machines	3,483	505		25
26		39	Public improvements: construction	318			26
27		45	Power plant machines	15			27
28		--	Other lease/rentals	N/A		N/A	28
29		--	TOTAL	33,326	4,049		29

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

1. Report freight expenses only.
 2. Report in this supporting schedule rental information by car type and other freight-carrying equipment relating to the interchange of railroad, owned or leased equipment and privately owned equipment (reporting for leased equipment covers equipment that carrier on railroad markings).
 3. The gross amounts receivable and payable for freight-train cars (line 19, columns (h) through (d), and line 19, columns (e) through (g), respectively should balance with Schedule 410, column (f), lines 231 (credits) and 230 (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f), lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of schedule 410 because those lines include rents for "Other Equipment" which is reported in Schedule 415, column (c). The balancing of schedule 410, 414 and 415 "Other Equipment" is outlined in note 6 to Schedule 415.
 4. Report in columns (b) and (c) 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		2	1				4	1
2		Box - Plain 50 Foot and Longer		2,891	8,857		900	1,072	3,512	2
3		Box - Equipped		753	1,356			1,688	6,070	3
4		Gondola - Plain		3,150	6,064		176	967	2,146	4
5		Gondola - Equipped		208	660		1	400	676	5
6		Hopper - Covered		8,656	20,095		9,423	1,472	5,872	6
7		Hopper - Open Top - General Service		4,904	2,372			4,044	1,109	7
8		Hopper - Open Top - Special Service						38	24	8
9		Refrigerator - Mechanical					58	2,538	1,205	9
10		Refrigerator - Non - Mechanical		1,120	1,794		512	698	1,170	10
11		Fiat TOFC/COFC		1,355	2,932		3,066	102	567	11
12		Fiat Multi - Level			458		5,110	926	1,409	12
13		Fiat - General Service					4	41	58	13
14		Fiat - Other		19	61		1,833	1,042	2,672	14
15		Tank - Under 22,000 Gallons		97			3,937			15
16		Tank - 22,000 Gallons and Over		66			2,696			16
17		All Other Freight Cars					7	9	30	17
18		Auto Racks			5,578				5,664	18
19		TOTAL FREIGHT TRAIN CARS	163	23,058	50,228		27,723	15,037	32,188	19
OTHER FREIGHT-CARRYING EQUIPMENT										
20		Refrigerated Trailers								20
21		Other Trailers			1,241		377		249	21
22		Refrigerated Containers								22
23		Other Containers							7	23
24	*	TOTAL TRAILERS AND CONTAINERS			1,241		377		256	24
25		GRAND TOTAL (LINES 19 AND 24)	163	23,058	51,469		28,100	15,037	32,444	25

NOTES AND REMARKS

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GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 415

1. Report freight expenses only.
2. Report by type of equipment all natural expenses relating to the equipment functions (salaries and wages, materials, tools, 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 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 (c) as a debit or credit to the appropriate line item: the net adjustment on line 43 shall equal the equipment amortization adjustment applicable to equipment used in freight service included in line 39, column (c), of Schedule 335.

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

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

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

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

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

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

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

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

415. SUPPORTING SCHEDULE – EQUIPMENT
(Dollars in thousands)

Line No	Cross Check	Types of equipment	Repairs (net expense) (b)	Depreciation		Amortization Adjustment net during year (e)	Line No.
				Owned (c)	Capitalized lease (d)		
		LOCOMOTIVES					
1		Diesel Locomotive – Yard	3,420	14			1
2		Diesel Locomotive – Road	20,754	2,345	(129)		2
3		Other Locomotive – Yard					3
4		Other Locomotive – Road					4
5	*	TOTAL	24,174	2,359	(129)		5
		FREIGHT TRAIN CARS					
6		Box – Plain 40 Foot	16	4			6
7		Box – Plain 50 Foot and Longer	2,720	269	140		7
8		Box – Equipped	(9)	165	190		8
9		Gondola – Plain	1,578	353	934		9
10		Gondola – Equipped	104	60			10
11		Hopper – Covered	3,389	1,020	317		11
12		Hopper – Open Top – General Service	470	679			12
13		Hopper – Open Top – Special Service	(204)	184			13
14		Refrigerator – Mechanical	(222)				14
15		Refrigerator – Nonmechanical	1,145	273			15
16		Flat TOFC/COFC	173				16
17		Flat Multi-level	(1,074)				17
18		Flat – General Service	(25)	3			18
19		Flat – Other	(407)	46			19
20		All Other Freight Cars	(846)	8			20
21		Cabooses			6		21
22		Auto Racks	(231)	272	1,418		22
23		Miscellaneous Accessories	439				23
24	*	TOTAL FREIGHT TRAIN CARS	7,016	3,336	3,005		24
		OTHER EQUIPMENT – REVENUE FREIGHT HIGHWAY EQUIPMENT					
25		Refrigerated Trailers					25
26		Other Trailers	387	(39)	420		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	387	(39)	420		32
		FLOATING EQUIPMENT – REVENUE SERVICE					
33		Marine Line – Haul					33
34		Local Marine					34
35	*	TOTAL FLOATING EQUIPMENT					35
		OTHER EQUIPMENT					
36	*	Passenger and Other Revenue Equipment (Freight Portion)	648	3			36
37	*	Computer systems and word processing equip.	679	610	103		37
38	*	Machinery – Locomotives ¹	227	125			38
39	*	Machinery – Freight Cars ²	1,201	210			39
40	*	Machinery – Other Equipment ³	60	34			40
41	*	Work and Other Non-revenue Equipment	4,494	627	403		41
42		TOTAL OTHER EQUIPMENT	7,309	1,609	506		42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	38,886	7,265	3,802		43

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

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

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

415. SUPPORTING SCHEDULE – EQUIPMENT – Continued
(Dollars in thousands)

Line No	Cross Check	Lease and rentals (net) (f)	Investment base as of 12/31		Accumulated depreciation as of 12/31		Line No
			Owned (g)	Capitalized lease (h)	Owned (i)	Capitalized lease (j)	
1		3,937	224		1,121		1
2		23,891	37,503	(132)	4,840	212	2
3							3
4							4
5		27,828	37,727	(132)	5,961	212	5
6			122		1		6
7		6,604	5,065	1,087	126	397	7
8		4,550	2,887	1,243	89	597	8
9		5,253	5,821	7,295	212	2,637	9
10		528	1,004		34		10
11		29,267	17,082	2,474	599	872	11
12		5,936	11,710		409		12
13			3,101		122		13
14							14
15		1,806	4,583		172		15
16		2,172					16
17							17
18		9	52		2		18
19			778		29		19
20		494	143		2		20
21		45		87		5	21
22			5,395	10,749	162	4,670	22
23							23
24		56,664	57,743	22,935	1,959	9,178	24
25							25
26			(27)	1,202	29	926	26
27							27
28							28
29							29
30							30
31							31
32			(27)	1,202	29	926	32
33							33
34							34
35							35
36			11		11		36
37		4,735	4,620	557	1,640	367	37
38			3,263		328		38
39			5,482		565		39
40			888		98		40
41		3,267	9,028	1,262	2,381	1,896	41
42		8,002	23,292	1,819	5,023	2,263	42
43		92,494	118,735	25,824	12,972	12,579	43

¹ The data to be reported on lines 38, 39 and 40 in columns (g) and (h) is the investment recorded in Property Account 44, allocated to Locomotives, Freight Cars, and Other Equipment.

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

416. SUPPORTING SCHEDULE - ROAD
(Dollars in thousands)

Line No.	Density category (Class) (a)	Account No. (b)	Owned and used			Improvements to leased property			Capitalized leases			TOTAL		
			Inv Base (c)	Accum. depr. (d)	Depr. rate % (e)	Inv. Base (f)	Accum. depr (g)	Depr. rate % (h)	Inv. Base (i)	Current year Amort. (j)	Accum. Amort. (k)	Inv. Base (l)	Accum. Depr. & Amort. (m)	Line No.
1	I	3	2,199	70	1.97				2,199			2,199	70	1
2		8	57,346	7,960	4.78				57,346			57,346	7,960	2
3		9	145,176	14,534	3.24				145,176			145,176	14,534	3
4		11	16,825	2,161	4.37				16,825			16,825	2,161	4
5	Sub-Total		221,546	24,725	3.83				221,546			221,546	24,725	5
6	II	3	21,213	827	1.97				21,213			21,213	827	6
7		8	199,921	24,082	4.57				199,921			199,921	24,082	7
8		9	171,258	12,295	2.20				171,258			171,258	12,295	8
9		11	59,533	6,458	3.93				59,533			59,533	6,458	9
10	Sub-Total		451,925	43,662	3.44				451,925			451,925	43,662	10
11	III	3	64	N/A	N/A				64	N/A	N/A	64	N/A	11
12		8	4,468	N/A	N/A				4,468	N/A	N/A	4,468	N/A	12
13		9	3,942	N/A	N/A				3,942	N/A	N/A	3,942	N/A	13
14		11	1,658	N/A	N/A				1,658	N/A	N/A	1,658	N/A	14
15	Sub-Total		10,132	N/A	N/A				10,132	N/A	N/A	10,132	N/A	15
16	IV	3	3,499	76	1.97				3	1.97		3,502	76	16
17		8	11,548	3,640	10.44				53	14		11,601	3,654	17
18		9	31,016	642	0.48				73	0.48		31,089	642	18
19		11	7,605	630	3.37				18	5		7,623	635	19
20	Sub-Total		53,668	4,988	4.39				147	19		53,815	5,007	20
21	V	3	98	3	1.97							98	3	21
22		8	618	96	5.21							618	96	22
23		9	1,209	89	2.17							1,209	89	23
24		11	305	31	3.37							305	31	24
25	Sub-Total		2,230	219	3.17							2,230	219	25
26	GRAND TOTAL		739,501	73,594	N/A				147	19	N/A	739,648	73,613	26

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

NOTES AND REMARKS

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417. SPECIALIZED SERVICE SUBSCHEDULE - TRANSPORTATION

(Dollars in thousands)

1. Report freight expenses only.
2. Report in lines 1, 2, 3, 4 and 10 the total of those natural expenses (salaries and wages, material, tools, supplies, fuels and lubricants, purchased services and general) incurred in the operation of each type of specialized service facility. This schedule does not include switching services performed by train and yard crews in connection with or within specialized service facilities.
3. When 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 (t) total expenses incurred in performing rail substitute service, other highway revenue service, LCI, terminal operations, warehouse operations, freight car transloading, grain elevator terminal operations and livestock feeding operations only.

Line No.	Cross Check	Items (a)	TOFC/COFC terminal (b)	Floating equipment (c)	Coal marine terminal (d)	Ore marine terminal (e)	Other marine terminal (f)	Motor vehicle load and distribution (g)	Protective services refrigerator car (h)	Other special services (i)	Total columns (b-i) (j)	Line No.
1 *		Administration	742			342		274			1,358	1
2 *		Pick up and delivery, marine line haul	56						NA		56	2
3 *		Loading and unloading and local marine	2,740			335		1,134	NA		4,209	3
4 *		Protective services, total debits and credits	2						(329)		(327)	4
5 *		Freight lost or damaged - solely related										5
6 *		Fringe benefits	611			360		250			1,221	6
7 *		Casualty and insurance	11								11	7
8 *		Joint facility - Debit										8
9 *		Joint facility - Credit										9
10 *		Other	597					140			737	10
11 *		TOTAL	4,759			1,037		1,798	(329)		7,265	11

Schedule 418

Instruction

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

Column

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

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

Primary Account Number And Title (a)	Total Investment At End Of Year (b)	Capital Leases		
		Investment At End Of Year (c)	Current Year Amortization (d)	Accumulated Amortization (e)
(16) Stat. & Off. Bldgs.	31,138	202		228
(20) Shops & Enginehouses	16,000	1		1
(25) TOFC COFC Terminals	33,890	261	56	205
(26) Communication System	25,157	422	122	402
(37) Roadway Machines	43,762	8,916	2,019	7,055
Total Road	149,947	9,802	2,197	7,891
(52) Locomotives	37,595	(132)	(129)	212
(53) Freight Train Cars	80,948	22,935	3,005	9,178
(55) Highway Revenue Equipmt.	1,175	1,202	420	926
(57) Work Equipment	7,753		30	1,114
(58) Miscellaneous Equipment	2,537	1,262	373	782
(59) Computer & Word Processing	5,177	557	103	367
Total Equipment	135,185	25,824	3,802	12,579
GRAND TOTAL	285,132	35,626	5,999	20,470

NOTES AND REMARKS

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450. ANALYSIS OF TAXES
(Dollars in thousands)

A. Railway Taxes

Line No	Cross Check	Kind of Tax (a)	Amount (b)	Line No
1		Other than U.S. Government Taxes	7,835	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax & Surtax		2
3		Excess Profits		3
4	*	Total Income Taxes (ln. 2 + 3)		4
5		Railroad Retirement	50,257	5
6		Hospital Insurance	4,689	6
7		Supplemental Annuities	3,941	7
8		Unemployment Insurance	4,667	8
9		All Other United States Taxes	26	9
10		Total - U.S. Government Taxes	63,580	10
11		Total Railway Taxes	71,415	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 loss carry-back.

5. The total of line 19 in columns (c) and (d) should agree with the total of the contra charges (credits) to Account 557, Provision for Deferred Taxes, and Account 591, Provision for Deferred Taxes - Extraordinary Items, for the current year.

6. Indicate in column (e) the cumulative total of columns (b), (c) and (d). The total of column (e) must agree with the total of Accounts 714, 744, 762 and 786.

Line No.	Particulars (a)	Beginning of year balance (b)	Net credits (charges) for current year (c)	Adjustments (d)	End of year balance (e)	Line No
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc. 62-21.					1
2	Accelerated amortization of facilities, Sec. 168 I.R.C.					2
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.					3
4	Amortization of rights of way, Sec. 185 I.R.C.					4
5	Other (Specify)					5
6						6
7	See Note 1 on following page					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	177,941	(63,139)	50,725	165,527	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 <u>See Note 2 Below</u>	\$	-0-
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 a 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 <u>See Note 2 Below</u>	\$	277,000

Note 1: The Company adopted, effective January 1, 1991, Statement of Financial Accounting Standards (SFAS) No. 109, "Accounting for Income Taxes". Under the liability method specified by SFAS No. 109, the deferred tax liability is determined based on the differences between the financial statement and tax bases of assets and liabilities as measured by the enacted tax rates which are expected to be in effect when these differences reverse. Deferred tax expense is the result of changes in the liability for deferred taxes. The cumulative effect of the change in the method of accounting for income taxes, attributable to years prior to 1991, was a decrease in net earnings of \$11.3 million and net property increased \$262.1 million. At the time of adoption, the Company established a valuation reserve for the \$61 million in investment credits it had, but was unlikely to use. In 1992, \$6.4 million in credits expired, while the valuation reserve was reduced by \$9.2 million.

The components of the deferred tax liability include (thousands of dollars):

	<u>1992</u>
Deferred tax liabilities:	
Depreciation and basis differences	\$ 373,817
All other	2,748
Total deferred tax liabilities	<u>\$ 376,565</u>
Deferred tax assets:	
Property treated as leased for tax purposes	\$ (11,304)
Tax loss carryforwards	(142,713)
Accruals	(66,333)
Investment tax credit carryforwards	(54,629)
Valuation reserve	<u>43,129</u>
Net investment tax credit carryforwards	(11,500)
All other	(29,913)
Total deferred tax assets	<u>\$ (261,763)</u>
Deferred tax from WRPI Tax Sharing Agreement	50,725
Net deferred income tax liability	<u>\$ 165,527</u>

Note 2: The Company joins in the filing of consolidated returns with Chicago and North Western Holdings Corp. These are consolidated amounts. These losses are subject to various limitations as to their future use.

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 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	Income From Sale of Property		2,489	1
2		Contractor Fee		806	2
3		Equity Income From Investments		704	3
4		Other - Each less than 10% of net income		444	4
5					5
6		Total Account 519		4,443	6
7					7
8	551	Commitment Fee	762		8
9		Loss on Sale of Non Operating Property	774		9
10		Other - Each less than 10% of net income	1,700		10
11					11
12		Total Account 551	3,236		12
13					13
14					14
15	570	Repurchase of Bonds / Refinancing (Note 1)	148,006		15
16					16
17					17
18	592	Adoption of SFAS 106 (Note 2)	2,556		18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

Note 1: See note 10 to Schedule 200

Note 2: See note 18 to Schedule 200

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		The Company is liable for the			7
8		Project debt of its subsidiary			8
9		Western Railroad Properties, Inc.			9
10		(the Project) only to the extent			10
11		cash advances from the Project, a			11
12		\$195.2 million subordinated			12
13		intercompany loan ("SIL") from			13
14		the Project, and certain			14
15		obligations such as for negligence			15
16		and excess casualty costs.			16
17					17
18					18
19		SIL*	187.700	Sole	19
20					20
21					21
22					22
23					23
24					24
25		* The sole event of default under the SIL is a Railroad bankruptcy event, and such an event of default is the only occurrence			25
26		which permits WRPI to accelerate the scheduled payments of interest and principal. In the event the Railroad fails to make			26
27		any payment when due under the SIL, WRPI's only remedy is an action to enforce payment. Commencement of such an			27
28		action, or acceleration of payments in the case of a Railroad bankruptcy event are both subject to the subordination			28
29		provisions of the SIL.			29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38

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

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

Line No.	Finance Docket number, title, maturity date and concise description of agreement or obligation (a)	Names of all guarantors and sureties (b)	Amount contingent liability of guarantors (c)	Sole or joint contingent liability (d)	Line No.
1	Finance Docket 26371 and 26372	Northwest Chemco, Inc. (formerly	4,215	Sole	1
2	(1) The sellers remain liable on a	named Chicago and Northwestern			2
3	substantial portion of the obligations	Railway Company) and certain of its			3
4	assumed by respondent.	selling subsidiaries.			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 or oral agreement balances amount to 15 percent or more of liquid assets (current cash balances, restricted and unrestricted plus marketable securities).
6. When a carrier is not in compliance with a compensating balance requirement, that fact should be disclosed along with stated and possible sanctions whenever such possible sanctions may be immediate (not vague or unpredictable) and material.

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

	<u>Unused</u>	<u>Used</u>
a) Revolving Credit	40,973	9,027 (Note)

2) Maximum amount that was borrowed during the year— _____ See note

3) Average interest rate on short term borrowings— _____ See note

4) Weighted average interest rate on short term borrowings— _____ See note

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

NOTE: Includes \$ 9,027 used as letters of credit. Only fees associated letters of credit were paid in 1992

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

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

I Debt Outstanding at End of Year:

Line #	Account No	Title	Source	Balance at Close of year
1	751	Loans and Notes Payable	Sch. 200, L. 30	
2	764	Equipment Obligations and Other Long Term Debt due Within One Year	Sch. 200, L. 39	40,167
3	765 / 767	Funded Debt Unmatured	Sch. 200, L. 41	743,541
4	766	Equipment Obligations	Sch. 200, L. 42	32,321
5	766.5	Capitalized Lease Obligations	Sch. 200, L. 43	22,991
6	768	Debt in Default	Sch. 200, L. 44	
7	770.1 / 770.2	Unamortized Debt Premium	Sch. 200, L. 46	
8		Total Debt	Sum L. 1-7	839,020
9		Debt Directly Related to Road Property	Note 1.	40,419
10		Debt Directly Related to Equipment	Note 1.	38,234
11		Total Debt Directly Related to Road and Equipment	Sum L. 9 and 10	78,653
12		Percent Directly Related to Road	L. 9 ÷ L. 11 (2 decimals)	51.39%
13		Percent Directly Related to Equipment	L. 10 ÷ L. 11 (2 decimals)	48.61%
14		Debt Not Directly Related to Road or Equipment	L. 8 minus L. 11	760,367
15		Road Property Debt	(L. 12 x L. 14) plus L. 9	431,172
16		Equipment Debt	(L. 13 x L. 14) plus L. 10	407,848

II. Interest Accrued During Year.

Line #	Account No.	Title	Source	Balance at Close of year
17	546-548	Total Interest and Amortization (Fixed Charges)	Sch. 210, L. 42	104,275
18	546	Contingent Interest On Funded Debt	Sch. 210, L. 44	
19	517	Release of Premiums on Funded Debt	Sch. 210, L. 22	
20		Total Interest	Sum of Lines 17-19	104,275
21		Interest Affiliated Company Debt	Note 2.	15,818
22		Net Interest Expense	L. 20 minus L. 21	88,457
23		Interest Directly Related to Road Property Debt	Note 3	3,957
24		Interest Directly Related to Equipment Debt	Note 3	3,512
25		Interest Not Directly Related to Road and Equipment Debt	L. 22 - (L.23+L.24)	80,988
26		Interest Road Property Debt	L. 23+(L.25xL.12)	45,577
27		Interest Equipment Debt	L. 24+(L.25xL.13)	42,880

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

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

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

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 512

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

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

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

2. In column (a) enter the name of the affiliated company, person, or agent with which respondent received or provided services aggregating \$50,000 or more for the year. If an affiliated company provides services to more than one affiliate, and the aggregate compensation amounts to \$50,000 or more for the year, list all the affiliates included in the agreement and describe the allocation of the 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 the 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 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 the 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	Blackstone Capital						1
2	Partners L.P.		Controlled—Indirect	Management Services	1,000 P		2
3				Recapitalization Services	1,200 P		3
4							4
5							5
6							6
7							7
8	Donaldson, Luikin & Jenerette, Inc		Controlled—Indirect	Recapitalization Services	1,236 P		8
9				Underwriting Fees	4,100 P		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

All other transactions are strictly related to cash advances and repayments.

The Respondent consists of the Chicago and North Western Transportation Company and all of its consolidated subsidiaries as named herein, as authorized in the Commission's letter dated August 19, 1976, File: ACV/BAH, and including one subsidiary accounted for under the equity method.

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 distance 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. Tracks belonging to an industry for which no rent is payable should not be included.

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

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

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

Class (3) includes all tracks operated under a lease or formal conveyance of less than the grantor's interest in the property, with a specific and unconditional rent reserved. The fact that the lessor does 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 the entire length of the portion jointly held. The class symbol should have the letter (j) attached.

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

700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Class (a)	Proportion owned or leased by respondent (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	TOTAL (i)	Line No.
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of running tracks (f)				
1	CLASS 1									1
2	Main Line									2
3	Wholly Owned	100.00%	1,861	580	23	247	126	573	3,410	3
4	Jointly Owned	66.67%								4
5		50.00%	11	4		3	9	37	64	5
6		40.00%								6
7		33.33%	5			3	2	5	15	7
8		25.00%						1	1	8
9										9
10	Total jointly owned		16	4		6	11	43	80	10
11	TOTAL CLASS 1									11
12	MAIN		1,877	584	23	253	137	616	3,490	12
13	Branch Line									13
14	Wholly Owned	100.00%	2,826	120	18	328	233	761	4,286	14
15	Jointly Owned	87.00%								15
16		75.00%								16
17		67.00%						1	1	17
18		66.67%						1	1	18
19		65.00%								19
20		50.00%	9	1		2	17	29	58	20
21		33.33%					2	2	4	21
22		25.00%	1	1				3	5	22
23		20.00%								23
24	Total jointly owned		10	2		2	19	36	69	24
25	TOTAL CLASS 1									25
26	BRANCH		2,836	122	18	330	252	797	4,355	26
27										27
28	TOTAL CLASS 1		4,713	706	41	583	389	1,413	7,845	28
29										29
30	CLASS 2									30
31	Main Line									31
32	Branch Line									32
33	TOTAL CLASS 2									33
34										34
35	CLASS 3									35
36	Main Line							8	8	36
37	Branch Line									37
38	TOTAL CLASS 3							8	8	38
39										39
40	CLASS 4									40
41	Main Line									41
42	Branch Line							3	3	42
43	TOTAL CLASS 4							3	3	43
44										44
45	CLASS 5									45
46	Main Line		283	37	21	7	5	29	382	46
47	Branch Line		423	8	1	3	5	28	468	47
48	TOTAL CLASS 5		706	45	22	10	10	57	850	48
49										49
50										50
51										51
52										52
53										53
54	Total main line		2,160	621	44	260	142	653	3,880	54
55	Total branch line		3,259	130	19	333	257	828	4,826	55
56										56
57	GRAND TOTAL		5,419	751	63	593	399	1,481	8,706	57
58	Miles of electrified road or track included in preceding grand total	N/A								58

* Miles of Passing Tracks, Crossovers and Turnouts

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

Give particulars, as of the close of the year, of all road operated and of all owned but not operated. The respondent's proportion of operated road held by it as joint or common owner, or under a joint lease, or under any joint arrangement, should be shown in columns (b), (c), (d) or (e), as may be appropriate. The remainder of jointly operated mileage should be shown in column (f). Respondent's proportion of road jointly owned, not operated, should be shown in column (h), as may be appropriate. Mileage which has been permanently abandoned should not be included in column (h).
 Mileage should be reported to the nearest WHOLE mile adjusted to accord with footings; i.e., counting one-half mile and over as a whole mile and disregarding any fraction less than one-half mile.

Line No.	Cross Check	State or Territory	MILES OF ROAD OPERATED BY RESPONDENT								Line No.
			Line Owned (b)	Line of Proprietary Companies (c)	Line Operated Under Lease (d)	Line Operated Under Contract, etc. (e)	Line Operated Under Trackage Rights (f)	Total Mileage Operated (g)	Line Owned, Not Operated By Respondent (h)	New Line Constructed During Year (i)	
1		IOWA	1,678				79	1,757		1	
2		ILLINOIS	723				34	757		2	
3		MICHIGAN	165				8	173		3	
4		MINNESOTA	489				234	723		4	
5		MISSOURI	120				48	168		5	
6		NEBRASKA	404				103	507		6	
7		SOUTH DAKOTA	159					159		7	
8		WISCONSIN	926				96	1,022		8	
9		WYOMING	36				117	153		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		Total Mileage (single track)	4,700				719	5,419		32	

NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data.

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

boosters, slugs, etc. For reporting purposes, indicate radio-controlled self-powered diesel units on lines 1 through 8, as appropriate. Radio-controlled units that are not self-powered, i.e., those without a diesel, should be reported on line 13 under "auxiliary units".

7. Column (k) should show aggregate capacity for all units reported in column (j), as follows: For locomotive units, report the manufacturers' rated horsepower (the maximum continuous power output from the diesel engine or engines delivered to the main generator or generators for tractive purposes). Exclude capacity data for steam locomotives. For passenger-train cars report the number of passenger seats available for revenue service, counting one passenger to each berth in sleeping cars.

8. Passenger-train car types and service equipment car types correspond to AAR Mechanical Division designations. Descriptions of car codes and designations are published in The Official Railway Equipment Register.

9. Cross-checks

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

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

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

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

Line No.	Cross Check	Type or design of units	Units in service of respondent at beginning of year	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification	Units at Close of Year			Line No.	
				New units purchased or built	New units leased from others	Rebuilt units acquired & rebuilt units rewritten into property accounts	All other units including reclassification & second hand units purchased or leased from others		Owned and used	Leased from others	Total in service of respondent col (h) & (i)		Aggregate capacity of units reported in col (j) (sec ins 7)
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
<i>Locomotive Units</i>													
1	*	Diesel—freight units	4						4		4	6,000	
2	*	Diesel—passenger units	53						53		53	169,600	
3	*	Diesel—multi purpose units	724		11		4	59	220	460	680	1,885,050	
4	*	Diesel—switching units	15						1	14	15	22,500	
5	*	Total (lines 1 to 4)	796		11		4	59	225	527	752	2,083,150	
6	*	Electric—locomotives											
7	*	Other self-powered units											
8	*	Total (lines 5, 6 & 7)	796		11		4	59	225	527	752	2,083,150	
9	*	Auxiliary units										N/A	
10	*	Total Locomotive Units (lines 8 & 9)	796		11		4	59	225	527	752	N/A	

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	Before Jan. 1, 1970	During Calendar Year						Total	Line No.		
				Between Jan. 1, 1970 and Dec. 31, 1974	Between Jan. 1, 1975 and Dec. 31, 1979	Between Jan. 1, 1980 and Dec. 31, 1984	Between Jan. 1, 1985 and Dec. 31, 1989	1990	1991			1992	1993
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
11	*	Diesel	396	12	89	67	130	12	46				752
12	*	Electric											
13	*	Other self-powered units											
14	*	Total (lines 11 to 13)	396	12	89	67	130	12	46				752
15	*	Auxiliary units											
16	*	Total Locomotive Units (lines 14 & 15)	396	12	89	67	130	12	46				752

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

Line No.	Cross Check	Type or design of units	Units in service of respondent at beginning of year	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent col (h) & (i)	Aggregate capacity of units reported in col (j) (see ins 7)	Leased to others	Line No
				New units purchased or built	New units leased from others	Rebuilt units acquired & rebuilt into property accounts	All other units including reclassification & second hand units purchased or leased from others							
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
17		PASSENGER - TRAIN CARS Non - Self - Propelled												
18		Coaches [PA, PB, PBO] Combined cars	291						291		291	46,391		17
19		[All class C, except CSB] Parlor cars [PBC, PC, PL, PO]	2								2			18
20		Sleeping cars [PS, PT, PAS, PDS]							2			152		19
21		Dining, grill & tavern cars												20
22		[All class D, PD] Non - passenger - carrying cars	2							2	2			21
23		[All class B, CSB, M, PSA, IA] TOTAL (lines 17 to 22)	295						2	293	295	46,543		22
24		Self - Propelled Electric passenger cars												23
25		[EP, ET] Electric combined cars [EC]												24
26		Internal combustion rail motorcars [ED, EG]												25
27		Other self - propelled cars (Specify types)												26
28		TOTAL (lines 24 to 27)												27
29		TOTAL (lines 23 and 28) COMPANY SERVICE CARS	295						2	293	295	46,543		28
30		Business cars [PV]	14						14		14			29
31		Board outfit cars [MWX]	46						43		43			30
32		Derrick & snow removal cars [MWU, MWV, MWV, MWK]	53						52		52			31
33		Dump and ballast cars [MWB, MWD]	470						454	16	470			32
34		Other maintenance and service equipment cars	656						625	1	626			33
35		TOTAL (lines 30 to 34)	1,239						1,188	17	1,205			34
														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 TO 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.
			Time-mileage cars	All others	Units installed				
					New units purchased or built	New or rebuilt units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units, incl reclassification and second hand units purchased or leased from others	
(a)	(b)	(c)	(d)	(e)	(f)	(g)			
36		FREIGHT TRAIN CARS Plain box cars - 40' (B100 - B287)	37						36
37		Plain box cars - 50' and longer (B300 - B887)	4,790					17	37
38		Equipped box cars (All code A) Except A 5	1,488					18	38
39		Plain gondola cars (All codes G & J-1J-2J-3 & J-4)	3,084					220	39
40		Equipped gondola cars (All code E)	408						40
41		Covered hopper cars (All code C 1 C 2)	12,075						41
42		Open top hopper cars-general service (All code H)	2,532					5	42
43		Open top hopper cars-special service (All codes K,J-0)	1,765						43
44		Refrigerator cars-mechanical R_5_, R_6_, R_7_, R_8_, R_9_							44
45		Refrigerator cars-non- mechanical R_0_, R_1_, R_2_	1,528					3	45
46		Flat cars - TOFC/COFC (All code P & Q & S) except Q8-	481						46
47		Flat cars - multi-level (All code V)							47
48		Flat cars-general service F10_, F20_, F30_	52						48
49		Flat cars-other F_1_, F_2_, F_3_, F_4_, F_5_, F_6_, F_7_, F_8_, F40	84					1	49
50		Tank cars-under 22,000 ga. (T-0,T-1,T-2,T-3,T-4, T-5)	137						50
51		Tank cars-22,000 ga. & over (T-6,T-7,T-8,T-9)							51
52		All other freight cars A_5_ (All code L & Q8_)							52
53		TOTAL (lines 36 to 52)	28,461					264	53
54		Caboose (All code M-930)		76					54
55		TOTAL (lines 53 & 54)	28,461	76				264	55

710. INVENTORY OF EQUIPMENT – Continued

4. Column (m) should show the 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 refer 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 TO 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 columns (k) & (l) (see ins. 4) (m)	Leased to others (n)	
					Time-mileage cars (k)	All other (l)			
36		6	31		31		2,657	36	
37		199	1,292	3,316	4,608		357,047	37	
38		61	589	856	1,445		118,002	38	
39		69	1,505	1,730	3,235		289,633	39	
40		5	107	296	403		37,791	40	
41		86	2,336	9,653	11,989		1,176,600	41	
42		2	625	1,910	2,535		251,862	42	
43		12	1,753		1,753		134,982	43	
44								44	
45		19	439	1,073	1,512		107,219	45	
46				481	481		16,393	46	
47								47	
48		2	50		50		2,773	48	
49			82	3	85		6,754	49	
50			36	101	137		12,857	50	
51								51	
52								52	
53		461	8,845	19,419	28,264		2,514,570	53	
54		4	63	9	N/A	72	N/A	54	
55		465	8,908	19,428	28,264	72	2,514,570	55	

710. INVENTORY OF EQUIPMENT - Continued

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED TO 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				
		(a)	(b)	(c)	New units purchased or built	New or rebuilt units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units, incl. reclassification and second hand units purchased or leased from others	
			(d)	(e)	(f)	(g)			
56		FLOATING EQUIPMENT 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 & 57)	N/A						58
59		HIGHWAY REVENUE EQUIPMENT Bogie-chassis Z1, Z67, Z68, Z69							59
60		Dry van U2, Z2, Z6, J1-6	501						60
61		Flat bed U3, Z3							61
62		Open top U4, Z4							62
63		Mechanical refrigerator U5, Z5							63
64		Bulk U0 & Z0							64
65		Insulated U7, Z7	1						65
66		Tank ¹ Z0, U6							66
67		Other trailer and container (Special Equipped Dry Van U9, Z8 & Z9)							67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 to 60)	502						70

NOTES AND REMARKS

¹ Must have fitting code "CN" to qualify for tank otherwise it is a bulk hopper.

710. INVENTORY OF EQUIPMENT - Concluded

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

Line No	Cross Check	Changes during year (concluded)	Units at close of year						Line No.
		Units 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 columns (k) & (l) (see ins. 4) (m)	Leased to others (n)	
					Per diem (k)	All other (l)			
56					N/A				56
57					N/A				57
58					N/A				58
59									59
60		13	488		488		12,200		60
61									61
62									62
63									63
64									64
65		1							65
66									66
67									67
68									68
69									69
70		14	488		488		12,200		70

NOTES AND REMARKS

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

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

2. In column (a) list each class or type of locomotive unit, car or TOFC/COFC equipment on a separate line. By class is meant the standard classification used to distinguish types of locomotive units, freight cars or other equipment adopted by the Association of American Railroads, and should include physical characteristics requested by Schedule 710. Locomotive units should be identified as to power source, wheel arrangement, and horsepower per unit, such as multiple-purpose diesel locomotive A units (B-B), 2500 HP. Cars should be identified as to special construction or service characteristics, such as aluminum-covered hopper car (LO), steel boxcars-special service (XAP), etc. For TOFC/COFC show type of equipment as enumerated in Schedule 710.

3. In column (c) show the total weight in tons of 2,000 pounds. The weight of the equipment acquired should be the weight empty.

4. The cost should be the complete cost as entered on the ledger, including foreign line freight charges and handling charges.

5. Data for this schedule should be confined to the units reported in Schedule 710, columns (c) and (e) for locomotive units, passenger-train cars and company service cars and columns (d) and (f) for freight train cars, floating equipment and highway revenue equipment. Disclose new units in the upper section of this schedule and in the lower section disclose rebuilt units acquired or rewritten into the respondent's accounts. The term "new" as used herein shall mean a unit or units placed in service for the first time on any railroad.

6. All unequipped boxcars acquired in whole or part with incentive per diem funds should be reported on separate lines and appropriately identified by footnote or sub-heading

NEW UNITS

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

REBUILT UNITS

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

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

- 1 For purposes of these schedules, the track categories are defined as follows:
Track category¹
 A - Freight density of 20 million or more gross ton - miles per track mile per year (include passing tracks, turnouts and crossovers).
 B - Freight density of less than 20 million gross ton - miles per track mile per year, but at least 5 million (include passing tracks, turnouts and crossovers).
 C - Freight density of less than 5 million gross ton - miles per track mile per year, but at least 1 million (include passing tracks, turnouts and crossovers).
 D - Freight density of less than 1 million gross ton - miles per track mile per year (include passing tracks, turnouts and crossovers).
 E - Way and yard switching tracks (passing tracks, crossovers and turnouts shall be in category A, B, C, D, F and potential abandonments, as appropriate).
 F - Track over which any passenger service is provided (other than potential abandonments). Mileage should be included within track categories A through E unless there is dedicated entirely to passenger service F.
 Potential abandonments - Route segments identified by railroads as potentially subject to abandonment as required by Section 10904 of the Interstate Commerce Act
 2. This schedule should include all class 1, 2, 3 or 4 track from schedule 700 that is maintained by the respondent (class 5 is assumed to be maintained by others).
 3 If, for two consecutive years, a line segment classified in one track category maintains a traffic density which would place it in another, it shall be reclassified into that category as of the beginning of the second year.
 4 Traffic density related to passenger service shall not be included in the determination of the track category of a line segment.

720. TRACK AND TRAFFIC CONDITIONS

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

Line No.	Track category (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton - miles per track mile* (use two decimal places) (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders at end of period (e)	Line No.
1	A	1,037	33.61	55.62	42	1
2	B	1,944	9.68	38.11	596	2
3	C	1,594	2.37	24.31	111	3
4	D	1,454	0.41	13.49	77	4
5	E	1,815	XXXXXXX	XXXXXXX	290	5
6	TOTAL	7,844	9.86	35.38	1,116	6
7	Potential abandonments	12	XXXXXXXXX	XXXXXXXXX		7
8		555	0.47	10.97	62	8

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

NOTE 1: 12 miles reported in column b line 7 are dedicated solely to passenger service and not included in lines 1 through 5.

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

NOTE 3: Line 8, Columns d and e exclude line from Norfolk to Chadron, Neb account line out of service pending abandonment and/or sale.

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 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 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 treated 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 cross-ties laid in replacement										Switch and bridge ties (board feet)	Cross-ties switch and bridge ties Percent of spot maintenance (k)	Line No.		
		New ties		Concrete		Other		Wooden		Second-hand ties					Total	
		Treated	Untreated	(d)	(e)	Treated	Untreated	Wooden	Other	(f)	(g)					(h)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)						
1	A	171,595					15,340						186,935	558,250	3.01	1
2	B	231,563					30,708						262,271	582,063	11.42	2
3	C	43,219					6,401						49,620	374,188	20.20	3
4	D	54,133					3,967						58,100	219,375	12.45	4
5	E	23,000					7,264						30,264	232,125	15.60	5
6	TOTAL	523,510					63,680						587,190	1,966,001	11.42	6
7	Potential abandonments	196											196	12,500	100.00	7
8		867					350						1,217	37,500	100.00	8

9 Average cost per cross-tie \$ 17.36 and switch-tie (MBM) \$ 523.55

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 and 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 laid in tracks (board measure) (c)	Average cost per M feet (board measure) (f)	Total cost of switch & bridge ties laid in new tracks during year (g)			
1	T	2,416	20.65	50	68,750	541.27	37	NEW	1	
2	T	420	1.85	1				SH	2	
3									3	
4									4	
5									5	
6									6	
7									7	
8									8	
9									9	
10									10	
11									11	
12									12	
13									13	
14									14	
15									15	
16									16	
17									17	
18									18	
19									19	
20	TOTAL	2,836	17.89	51	68,750	541.27	37		20	
21	Number of miles of new running tracks, passing tracks, crossovers, etc., in which ties were laid								1.12	21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid								0.26	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 9, the average cost of new and relay rail should include the cost of loading at the point of purchase ready for shipment, the freight charges paid on 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	Miles of rail laid in replacement (rail - miles)						Total		Percent of spot maintenance	Line No.
		New rail		Relay rail		Welded rail	Bolted rail	Welded rail	Bolted rail		
		Welded rail	Bolted rail	Welded rail	Bolted rail						
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)				
1	A	69.2	5.1	24.4	9.6	93.6	14.7	8.77	1		
2	B	3.7	1.8	73.7	48.7	77.4	50.5	40.10	2		
3	C	0.5	1.3	6.1	14.2	6.6	15.5	49.46	3		
4	D	0.1	0.6	17.6	12.8	17.7	13.4	33.26	4		
5	E	0.6	0.1	2.5	10.5	3.1	10.6	97.69	5		
6	TOTAL	74.1	8.9	124.3	95.8	198.4	104.7	31.75	6		
7	F	0.1			0.2	0.1	0.2	100.00	7		
8	Potential abandonments		0.1	1.4	2.4	1.4	2.5	100.00	8		

9 Average cost of new and relay rail laid in replacement per gross ton \$ 573.83 New and \$ 82.95 Relay

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 distribution of the rail should not be included in this schedule.

Line No.	Class of rail	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS				Line No.		
		Weight of rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc. during year	Average cost per ton (2,000 lb)	Weight of rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year	Average cost per ton (2,000 lb)			
		Pounds per yard of rail	Number of tons (2,000 lb)			Pounds per yard of rail	Number of tons (2,000 lb)					
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)				
1	2	115	15	8	527.60	115	13	7	527.92	1		
2	2									2		
3	4	115	283	17	59.17	112	133	13	98.49	3		
4	4	112	64	7	111.13	115	33	1	22.58	4		
5	4					90	6		25.83	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	362	32	87.77	N/A	185	21	112.77	33		
34	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid									2	34	
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid.									1	35	
36	Track - miles of welded rail installed on system this year									93 : total to date	2,484 .	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 (pounds) (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	Line No.
1	140	5			1
2	136	835			2
3	133	39			3
4	132	29			4
5	131	22			5
6	119	31			6
7	115	1,261			7
8	112	1,083			8
9	110	112			9
10	100	930			10
11	90	667			11
12	89	10			12
13	85	161			13
14	80	83			14
15	77.5	35			15
16	75	5			16
17	72	134			17
18	70	6			18
19	65	2			19
20	60	4			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	TOTAL	5,454			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 units of property in each track category at year end.

Line No.	Track category (a)	Ties			Percent replaced		Rail		Track surfacing		Line No.	
		Number of ties replaced		Cross-ties (d)	Switch and Bridge ties (board feet) (e)	Miles of rail replaced (rail - miles) (f)	Percent replaced (g)	Ballast	Cubic yards of ballast placed (h)	Miles surfaced (i)		Percent surfaced (j)
		Cross-ties (b)	Switch and Bridge ties (board feet) (c)									
1	A	186,935	558,250	5.79	12.39	108.3	5.22	144,251	855	82.4	1	
2	B	262,271	582,063	4.53	9.07	127.9	3.29	216,752	1,247	64.1	2	
3	C	49,620	374,188	1.05	8.54	22.1	0.69	68,750	394	24.7	3	
4	D	58,100	219,375	1.33	4.53	31.1	1.07	56,525	226	15.5	4	
5	E	30,264	232,125	0.59	0.63	13.7	0.38	34,164	92	5.1	5	
6	TOTAL	587,190	1,966,001	2.51	3.61	303.1	1.93	520,442	2,814	35.9	6	
7	F	196	12,500	0.52	42.91	0.3	1.25	735	3	25.0	7	
8	Potential abandonments	1,217	37,500	0.07	2.00	3.9	0.35	6,693			8	

750. CONSUMPTION OF DIESEL FUEL
(Dollars in thousands)

Line No.	Kind of locomotive service (a)	LOCOMOTIVES		Line No.
		Diesel	Diesel oil (gallons) (b)	
1	Freight	62,081,068	1	1
2	Passenger	8,728,783	2	2
3	Yard switching	4,948,543	3	3
4	TOTAL	75,758,394	4	4
5	COST OF FUEL \$(000)	46,659	5	5
6	Work Train	123,380	6	6

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755

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

- (A) Report miles of road operated at close of year, excluding industrial tracks, yard tracks, and sidings.
- (B) A train-mile is the movement of a train a distance of one mile. In computing train-miles, fractions representing less than one-half mile shall be disregarded and other fractions considered as one mile. Train Miles-Running shall be based on the actual distance run between terminals and/or stations and shall be computed from the official time tables or distance tables. Train-miles shall not be increased to cover the running of locomotives from shops to terminals, doubling hills, switching, or other work at way stations, or for the service of helper or pusher locomotives or of extra locomotives on double-head or triple-head trains. When the carrier's trains are detoured over foreign roads, the miles shall be computed on the basis of the miles actually run and in accordance with the service performed. Train-miles shall be kept separately for trains hauled by locomotives and trains moved by motorcars.
- (C) A motorcar is a self-propelled unit of equipment designed to carry freight or passenger traffic, and is not considered a locomotive.
- (D) A locomotive is a self-propelled unit of equipment designed solely for moving other equipment. A locomotive unit-mile is a movement of a locomotive unit a distance of one 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 six 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 six 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 one mile. Report miles made by flatcars carrying loaded highway trailers or empty highway trailers moving under revenue billings as loaded freight car-miles & 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 4-10, 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 miles basis. If the payment for the loaded miles includes the empty miles, the loaded and empty miles should not be considered no-payment car miles.
- (J) Report miles actually run by passenger-train cars in transportation service. Passenger-train car-miles include miles run by coaches and cars in which passengers are carried at regular tariff fares without extra charge for space occupied; miles run by combination passenger and baggage, passenger and mail, passenger and express; miles run by sleeping, parlor and other cars for which an extra fare is charged; miles run by dining, cafe, and other cars devoted exclusively to the serving of meals and other refreshments and by club, lounge, and observation cars; and miles run by other passenger-train cars where services are combined such as baggage, express and mail.
- (K) From conductors' or dispatchers' train reports or other appropriate source, compute weight in tons (2,000 lbs). Item 6-01 includes weight of all locomotive units moved one 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 four tons as the average weight of contents of each head-end car.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755 - Concluded

- (L) From conductors' train reports or other appropriate source, compute ton-miles of freight. Ton-miles represent the number of tons of revenue and non-revenue freight moved one mile in transportation train. Include net ton-miles in motorcar trains. Exclude l.c.l. shipment of freight handled in mixed baggage express cars. Total *Ton-Miles Revenue Freight* should correspond to the *Ton-Miles reported on Form CBS*.
- (M) Road service represents elapsed time of transportation trains (both ordinary and light) between the time of leaving the initial terminals and the time at the final terminals, including trains switching at way stations and delays on road as shown by conductors' or dispatchers' train reports. Include time of motorcar service performed by train locomotives at terminals and way stations. Report in Item 9-02 train switching hours included in Item 9-01. Train switching is the time spent by the train while performing switching service at terminals and way stations where no regular yard service is maintained. A train hour is independent of the number of locomotives in the train.
- (N) Yard switching hours are hours expended in switching service performed by yard crews in yards where regular switching service is maintained, including 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 which 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 railroad cars on line at the end of the year (except surplus cars, see below). Foreign railroad Cars refers to freight cars owned by other railroads, whose interline rental is settled on time (by hour) and actual line-haul mileage charges under the code of car hire rules.

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

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

755. RAILROAD OPERATING STATISTICS

Line No	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No
1		1. Miles of Road Operated (A)	5,419	156	1
		2. Train Miles - Running (B)	XXXXXX	XXXXXX	
2		2-01 Unit Trains	1,581,431	XXXXXX	2
3		2-02 Way Trains	763,994	XXXXXX	3
4		2-03 Through Trains	7,594,921	2,182,705	4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	9,940,346	2,182,705	5
6		2-05 Motorcars (C)			6
7		2-06 TOTAL ALL TRAINS (lines 5, 6)	9,940,346	2,182,705	7
		3. Locomotive Unit Miles (D)	XXXXXX	XXXXXX	
		Road Service (E)	XXXXXX	XXXXXX	
8		3-01 Unit Trains	3,284,726	XXXXXX	8
9		3-02 Way Trains	1,447,686	XXXXXX	9
10		3-03 Through Trains	19,426,382	2,219,931	10
11		3-04 TOTAL (lines 8-10)	24,158,794	2,219,931	11
12		3-11 Tram Switching (F)	76,385	XXXXXX	12
13		3-21 Yard Switching (G)	3,905,221	49,204	13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	28,140,400	2,269,135	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		XXXXXX	15
16		4-011 Box - Plain 50 - Foot and Longer	13,364	XXXXXX	16
17		4-012 Box - Equipped	12,373	XXXXXX	17
18		4-013 Gondola - Plain	8,447	XXXXXX	18
19		4-014 Gondola - Equipped	3,269	XXXXXX	19
20		4-015 Hopper - Covered	58,166	XXXXXX	20
21		4-016 Hopper - Open Top - General Service	30,468	XXXXXX	21
22		4-017 Hopper - Open Top - Special Service	6,587	XXXXXX	22
23		4-018 Refrigerator - Mechanical	7,437	XXXXXX	23
24		4-019 Refrigerator - Non - Mechanical	6,656	XXXXXX	24
25		4-020 Flat - TOFC/COFC	7,482	XXXXXX	25
26		4-021 Flat - Multi - Level	4,309	XXXXXX	26
27		4-022 Flat - General Service	180	XXXXXX	27
28		4-023 Flat - All Other	7,323	XXXXXX	28
29		4-024 All Other Car Types - Total	47	XXXXXX	29
30		4-025 TOTAL (lines 15-29)	166,108	XXXXXX	30

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		4-11 RR Owned and Leased Cars - Empty	XXXXXX	XXXXXX	
31		4-110 Box - Plain 40 - Foot		XXXXXX	31
32		4-111 Box - Plain 50 - Foot and Longer	11,359	XXXXXX	32
33		4-112 Box - Equipped	11,107	XXXXXX	33
34		4-113 Gondola - Plain	8,737	XXXXXX	34
35		4-114 Gondola Equipped	3,171	XXXXXX	35
36		4-115 Hopper - Covered	59,400	XXXXXX	36
37		4-116 Hopper - Open Top - General Service	23,887	XXXXXX	37
38		4-117 Hopper - Open Top - Special Service	5,685	XXXXXX	38
39		4-118 Refrigerator - Mechanical	6,891	XXXXXX	39
40		4-119 Refrigerator - Non - Mechanical	4,915	XXXXXX	40
41		4-120 Flat - TOFC/COFC	673	XXXXXX	41
42		4-121 Flat - Multi - level	2,705	XXXXXX	42
43		4-122 Flat - General Service	138	XXXXXX	43
44		4-123 Flat - All Other	6,896	XXXXXX	44
45		4-124 All Other Car Types	55	XXXXXX	45
46		4-125 TOTAL (lines 31 - 45)	145,619	XXXXXX	46
		4-13 Private Line Cars - Loaded (H)	XXXXXX	XXXXXX	
47		4-130 Box - Plain 40 - Foot		XXXXXX	47
48		4-131 Box - Plain 50 - Foot and Longer	1,736	XXXXXX	48
49		4-132 Box - Equipped	36	XXXXXX	49
50		4-133 Gondola - Plain	258	XXXXXX	50
51		4-134 Gondola - Equipped	42	XXXXXX	51
52		4-135 Hopper - Covered	23,666	XXXXXX	52
53		4-136 Hopper - Open Top - General Service	8	XXXXXX	53
54		4-137 Hopper - Open Top - Special Service	3,079	XXXXXX	54
55		4-138 Refrigerator - Mechanical	139	XXXXXX	55
56		4-139 Refrigerator - Non - Mechanical	1,728	XXXXXX	56
57		4-140 Flat - TOFC/COFC	9,332	XXXXXX	57
58		4-141 Flat - Multi - level	28,997	XXXXXX	58
59		4-142 Flat - General Service	7	XXXXXX	59
60		4-143 Flat - All Other	3,098	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	6,715	XXXXXX	61
62		4-145 Tank - 22,000 Gallons and Over	4,189	XXXXXX	62
63		4-146 All Other Car Types	20	XXXXXX	63
64		4-147 TOTAL (lines 47 - 63)	83,050	XXXXXX	64

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train	Passenger train	Line No.
			(b)	(c)	
		4-15 Private Line Cars - Empty (H)	XXXXXX	XXXXXX	
65		4-150 Box - Plain 40 - Foot		XXXXXX	65
66		4-151 Box - Plain 50 - Foot and Longer	986	XXXXXX	66
67		4-152 Box - Equipped	33	XXXXXX	67
68		4-153 Gondola - Plain	213	XXXXXX	68
69		4-154 Gondola - Equipped	41	XXXXXX	69
70		4-155 Hopper - Covered	23,968	XXXXXX	70
71		4-156 Hopper - Open Top - General Service	11	XXXXXX	71
72		4-157 Hopper - Open Top - Special Service	3,058	XXXXXX	72
73		4-158 Refrigerator - Mechanical	142	XXXXXX	73
74		4-159 Refrigerator - Non - Mechanical	1,757	XXXXXX	74
75		4-160 Flat - TOFC/COFC	2,030	XXXXXX	75
76		4-161 Flat - Multi-level	17,979	XXXXXX	76
77		4-162 Flat - General Service	7	XXXXXX	77
78		4-163 Flat - All Other	3,491	XXXXXX	78
79		4-164 Tank Under 22,000 Gallons	7,454	XXXXXX	79
80		4-165 Tank - 22,000 Gallons and Over	4,559	XXXXXX	80
81		4-166 All Other Car Types	22	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	65,751	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car - Miles	14,404	XXXXXX	83
84		4-18 No Payment Car - Miles (1) ¹	203,604	XXXXXX	84
		4-19 Total Car - Miles by Train Type (Note)	XXXXXX	XXXXXX	
85		4-191 Unit - Trains	168,225	XXXXXX	85
86		4-192 Way - Trains	22,165	XXXXXX	86
87		4-193 Through Trains	488,146	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	678,536	XXXXXX	88
89		4-20 Caboose Miles	295	XXXXXX	89

¹ Total number of loaded miles 0 and empty miles 0 by roadrailer reported above.

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

755. RAILROAD OPERATING STATISTICS - Concluded

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		6. Gross Ton-Miles (thousands) (K)	XXXXXX	XXXXXX	
98		6-01 Road Locomotives	4,259,418	290,756	98
		6-02 Freight Trains, Crs., Cnts., and Caboose	XXXXXX	XXXXXX	
99		6-020 Unit Trains	13,566,828	XXXXXX	99
100		6-021 Way Trains	1,552,896	XXXXXX	100
101		6-022 Through Trains	40,451,092	XXXXXX	101
102		6-03 Passenger-Trains, Crs., Cnts., and Caboose		888,793	102
103		6-04 Non-Revenue	931,843	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	60,762,077	1,179,549	104
		7. Tons of Freight (thousands)	XXXXXX	XXXXXX	
105		7-01 Revenue	102,755	XXXXXX	105
106		7-02 Non-Revenue	1,504	XXXXXX	106
107		7-03 TOTAL (lines 105,106)	104,259	XXXXXX	107
		8. Ton-Miles of Freight (thousands) (L)	XXXXXX	XXXXXX	
108		8-01 Revenue-Road Service	30,139,797	XXXXXX	108
109		8-02 Revenue-Lake Transfer Service		XXXXXX	109
110		8-03 TOTAL (lines 108,109)	30,139,797	XXXXXX	110
111		8-04 Non-Revenue-Road Service	467,685	XXXXXX	111
112		8-05 Non-Revenue-Lake Transfer Service		XXXXXX	112
113		8-06 TOTAL (lines 111,112)	467,685	XXXXXX	113
114		8-07 TOTAL-Revenue & Non-Revenue (lines 110,113)	30,607,482	XXXXXX	114
		9. Train Hours (M)	XXXXXX	XXXXXX	
115		9-01 Road Service	443,437	XXXXXX	115
116		9-02 Train Switching	5,494	XXXXXX	116
117		10. TOTAL YARD-SWITCHING HOURS (N)	485,504	XXXXXX	117
		11. Train-Miles Work Trains (O)	XXXXXX	XXXXXX	
118		11-01 Locomotives	3,911	XXXXXX	118
119		11-02 Motorcars		XXXXXX	119
		12. Number of Loaded Freight Cars (P)	XXXXXX	XXXXXX	
120		12-01 Unit Trains	275,225	XXXXXX	120
121		12-02 Way Trains	334,482	XXXXXX	121
122		12-03 Through Trains	1,308,686	XXXXXX	122
123		13. TOFC/COFC-No. of Rev. Trlrs & Cntnrs Lded & Unlded (Q)	403,734	XXXXXX	123
124		14. Multi-level Cars-No. of Motor Vehicles Lded & Unlded	130,532	XXXXXX	124
125		15. TOFC/COFC-No. of Rev. Trailers Picked Up & Delivered	36	XXXXXX	125
		16. Revenue Tons-Marine Terminal (S)	XXXXXX	XXXXXX	
126		16-01 Marine Terminals-Coal		XXXXXX	126
127		16-02 Marine Terminals-Ore	6,470,104	XXXXXX	127
128		16-03 Marine Terminals-Other	495,924	XXXXXX	128
129		16-04 TOTAL (lines 126-128)	6,966,028	XXXXXX	129
		17. Number of Foreign Per Diem Cars on Line (T)	XXXXXX	XXXXXX	
130		17-01 Serviceable	5,991	XXXXXX	130
131		17-02 Unserviceable	20	XXXXXX	131
132		17-03 Surplus	9	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	6,020	XXXXXX	133

VERIFICATION

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

OATH

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

State of ILLINOIS
County of COOK

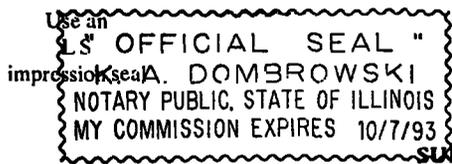
T. A. TINGLEFF makes oath and says that he is SENIOR VICE PRESIDENT-FINANCE AND ACCOUNTING

of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY AND LESSOR SUBSIDIARIES

that it is his duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept, that he knows that such books have been kept in good faith during the period covered by this report; that he knows that the entries contained in this report relating to accounting matters have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroads and other accounting and reporting directives of this Commission: that he believes that all other statements of fact contained in this report are true, and that this report is a correct and complete statement, accurately taken from the books and records, of the business and affairs of the above-named respondent during the period of time from and including JANUARY 1, 1992 to and including DECEMBER 31, 1992

[Signature]
(signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and County above named, this 31st day of MARCH, 19 93. My commission expires 10/7/93



[Signature: A. Dombrowski]
(signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

State of
County of

_____ makes oath and says that he is _____

of _____

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)

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Chicago and North Western System Map

