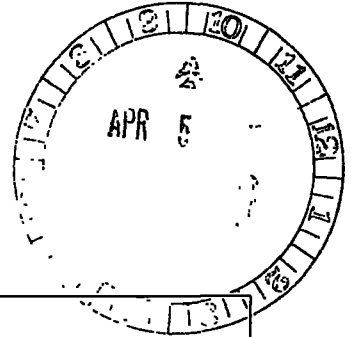


Class I Railroad Annual Report



	<p>Norfolk Southern Combined Railroad Subsidiaries Three Commercial Place Norfolk, VA 23510-2191</p>
<p>Correct name and address if different than shown</p>	<p>Full name and address of reporting carrier (Use mailing label on original, copy in full on duplicate)</p>



**To The
Surface Transportation Board**

For the Year Ending December 31, 2006

NOTICE

1. This report is required for every class I railroad operating within the United States. Three copies of this Annual Report should be completed. Two of the copies must be filed with the Surface Transportation Board, Office of Economics, Environmental Analysis, and Administration, The Mercury Building, 1925 K St. N.W., Suite 500, Washington, DC 20423, by March 31 of the year following that for which the report is made. One copy should be retained by the carrier.

2. Every inquiry must be definitely answered. Where the word "none" truly and completely states the fact, it should be given as the answer. If any inquiry is inapplicable, the words "not applicable" should be used.

3. Wherever the space provided in the schedules is insufficient to permit a full and complete statement of the requested information, inserts should be prepared and appropriately identified by the number of the schedule.

4. All entries should be made in a permanent black ink or typed. Those of a contrary character must be indicated in parenthesis. Items of an unusual character must be indicated by appropriate symbols and explained in footnotes.

5. 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.

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

- (a) Board means *Surface Transportation Board*.
- (b) Respondent means *the person or corporation in whose behalf the report is made*.
- (c) Year means *the year ended December 31 for which the report is being made*.
- (d) Close of the Year means *the close of business on December 31 for the year in which the report is being made*. If the report is made for a shorter period than one year, it means *the close of the period covered by the report*.
- (e) Beginning of the Year means *the beginning of business on January 1 of the year for which the report is being made*. If the report is made for a shorter period than one year, it means *the beginning of that period*.
- (f) Preceding Year means *the year ended December 31 of the year preceding the year for which the report is made*.
- (g) 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*.

7. The ICC Termination Act of 1995 abolished the Interstate Commerce Commission and replaced it with the Surface Transportation Board. Any references to the Interstate Commerce Commission or Commission contained in this report refer to the Surface Transportation Board.

8. Any references to the Bureau of Accounts or the Office of Economics contained in this report refer to the Office of Economics, Environmental Analysis, and Administration of the Surface Transportation Board.

9. NOTE - An additional line has been added to Schedule 755 (Line 134) effective with the 2004 R-1. Also note that the instructions for completion of Schedule 755 now have two additional items (Instructions U and V).

10. NOTE - The columns in Schedule 710-Distribution of Locomotive Units In Service of Respondent At Close Of Year, Disregarding Year Of Rebuilding have been revised to reflect new five year periods.

11. NOTE - The following supplemental information about STB information collections is provided in compliance with OMB requirements and pursuant to the Paperwork Reduction Act of 1995, 44 U.S.C. 3501 et seq.:

Supplemental Information about the Annual Report (R-1)

This information collection is mandatory pursuant to 49 U.S.C. 11145.

The estimated hour burden for filing this report is less than 800 hours.

Information in the Annual Reports is used to monitor and assess railroad industry growth, financial stability, traffic, and operations and to identify industry changes that may affect national transportation policy. In addition, the Board uses data from these reports to more effectively carry out regulatory responsibilities, such as acting on railroad requests for authority to engage in Board regulated financial transactions (for example, mergers, acquisitions of control, consolidations, and abandonments); conducting investigations and rulemakings; conducting rail revenue adequacy proceedings; developing rail cost adjustment factors; and developing the URCS, which is a cost measurement methodology. URCS was developed by the Board pursuant to 49 U.S.C. 11161 and is used as a tool in rail rate proceedings to calculate the variable costs associated with providing a particular service in accordance with 49 U.S.C. 10707(d). The Board also uses URCS to analyze the information that it obtains through the annual railroad industry waybill sample, see 49 CFR 1244, and in railroad abandonment proceedings to measure off-branch costs, pursuant to 49 U.S.C. 10904(a) and in accordance with 49 CFR 1152.32(n).

The information in this report is ordinarily maintained by the agency in hard copy for 10 years, after which it is transferred to the National Archives, where it is maintained as a permanent record. These reports are also maintained by the agency indefinitely on microfiche. In addition, some of this information is posted on the Board's website, www.stb.dot.gov, where it may remain indefinitely. All information collected through this report is available to the public.

The OMB control number for this collection is 2140-0009. The display of a currently valid OMB control number is required by law.

Supplemental Information about the Quarterly Condensed Balance Sheet (CBS)

This information collection is mandatory under 49 CFR 1243.2.

The estimated hour burden for filing this report is six hours per report.

The Board uses the information in this report to ensure competitive, efficient, and safe transportation through general oversight programs that monitor and forecast the financial and operating condition of railroads, and through specific regulation of railroad-rate and service issues and rail-restructuring proposals, including railroad mergers, consolidations, acquisitions of control, and abandonments. Information from the reports is used by the Board, other Federal agencies, and industry groups, including the Association of American Railroads, to assess industry growth and operations, detect changes in carrier financial stability, and identify trends that may affect the national transportation system.

Information from these reports is compiled by the Board and published on its website, www.stb.dot.gov, where it may be maintained indefinitely. The compilation report is entitled Class I Railroads, Selected Earnings Data. In addition, paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed. All information collected through this report is available to the public.

The display of a currently valid OMB control number for this collection is required by law.

Supplemental Information about the Quarterly Report of Revenues, Expenses, and Income (Form RE&I)

This information collection is mandatory pursuant to 49 U.S.C. 11164 and 49 CFR 1243.1.

The estimated hour burden for filing this report is six hours per report.

The Board uses the information in this report to ensure competitive, efficient, and safe transportation through general oversight programs that monitor and forecast the financial and operating condition of railroads, and through regulation of railroad rate and service issues and rail restructuring proposals, including railroad mergers, consolidations, acquisitions of control and abandonments. Information from the reports is used by the Board, other Federal agencies and industry groups to monitor and assess industry growth and operations, detect changes in carrier financial stability, and identify trends that may affect the national transportation system. Individual and aggregate carrier information is needed in our decision making process.

Information from these reports is compiled by the Board and published on its website, www.stb.dot.gov, where it may be maintained indefinitely. The compilation report is entitled Class I Railroads, Selected Earnings Data. In addition, paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed. All information collected through this report is available to the public.

The display of a currently valid OMB control number for this collection is required by law.

Supplemental Information about the Report of Railroad Employees, Service, and Compensation (Wage Forms A & B)

This information collection is mandatory pursuant to 49 U.S.C. 11145 and 49 CFR 1245.2.

The estimated hour burden for filing this report is 30 hours per quarterly report and 40 hours per annual report.

The Board uses information in this report to forecast labor costs and measure the efficiency of the reporting railroads. The information is also used by the Board to evaluate proposed regulated transactions that may impact rail employees. These transactions include mergers and consolidations, acquisitions of control, purchases, and abandonments. Other Federal agencies and industry groups, including the Railroad Retirement Board, the Bureau of Labor Statistics, and the Association of American Railroads, depend on the information contained in the reports to monitor railroad operations.

Certain information from the reports is compiled and published on the Board's website, www.stb.dot.gov, where it may be maintained indefinitely. In addition, paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed. All information collected through this report is available to the public.

The OMB control number for this collection is 2140-0004. The display of a currently valid OMB control number is required by law.

Supplemental Information about the Monthly Report of Number of Employees of Class I Railroads (Wage Form C)

This information collection is mandatory pursuant to 49 U.S.C. 11145 and 49 CFR 1246.1.

The estimated hour burden for filing this report is 1.25 hours per monthly report.

The Board uses information in this report to forecast labor costs and measure the efficiency of the reporting railroads. The information is also used by the Board to evaluate proposed regulated transactions that may impact rail employees, including mergers and consolidations, acquisitions of control, purchases, and abandonments. Other Federal agencies and industry groups, including the Railroad Retirement Board, the Bureau of Labor Statistics, and the Association of American Railroads, depend on the information contained in the reports to monitor railroad operations.

The information in this report is compiled and published on the Board's website, www.stb.dot.gov, where it may be maintained indefinitely. In addition, paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed. All information collected through this report is available to the public.

The OMB control number for this collection is 2140-0007. The display of a currently valid OMB control number is required by law.

Supplemental Information about the Annual Report of Cars Loaded and Cars Terminated (Form STB-54)

This information collection is mandatory pursuant to 49 U.S.C. 11162 and 49 CFR 1247.

The estimated hour burden for filing this report is four hours per report.

The Board uses information in this report to forecast labor costs and measure the efficiency of the reporting railroads. Information in this report is entered into the Board's URCS. In addition, many other Federal agencies and industry groups, including the Department of Transportation and the Association of American Railroads (AAR), depend on Form STB-54 for information regarding the number of cars loaded and terminated on the reporting carrier's line.

All information collected through this report is available to the public. Paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed.

The OMB control number for this collection is 2140-0011. The display of a currently valid OMB control number is required by law.

Supplemental Information about the Quarterly Report of Freight Commodity Statistics (Form QCS)

This information collection is mandatory pursuant to 49 U.S.C. 11145 and 49 CFR 1248.

The estimated hour burden for filing this report is 217 hours per report.

Information in this report is entered into the Board's URCS.

All information collected through this report is available to the public. Paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed.

The OMB control number for this collection is 2140-0001. The display of a currently valid OMB control number is required by law.

For Index, See Back of Form

ANNUAL REPORT

OF

**NORFOLK SOUTHERN COMBINED RAILROAD SUBSIDIARIES
("NS RAIL")**

TO THE

SURFACE TRANSPORTATION BOARD

FOR THE

YEAR ENDED DECEMBER 31, 2006

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

(Name) Marta R Stewart (Title) Vice President and Controller

(Telephone number) (757) 629-2765
(Area Code)

(Office address) Three Commercial Place, Norfolk, VA 23510-2191
(Street and number, city, state and ZIP code)

TABLE OF CONTENTS

	Schedule	Page
Schedules Omitted by Respondent	A	1
Identity of Respondent	B	2
Voting Powers and Elections	C	3
Comparative Statement of Financial Position	200	5
Results of Operations	210	16
Retained Earnings	220	19
Capital Stock	230	20
Statement of Cash Flows	240	21
Working Capital	245	23
Investments and Advances - Affiliated Companies	310	26
Investments in Common Stock of Affiliated Companies	310A	30
Road Property and Equipment and Improvements to Leased Property and Equipment	330	32
Depreciation Base and Rates - Road and Equipment Owned and Used and Leased from Others	332	34
Accumulated Depreciation - Road and Equipment Owned and Used	335	35
Accrued Liability - Leased Property	339	36
Depreciation Base and Rates - Improvements to Road and Equipment Leased from Others	340	37
Accumulated Depreciation - Improvements to Road and Equipment Leased from Others	342	38
Depreciation Base and Rates - Road and Equipment Leased to Others	350	40
Accumulated Depreciation - Road and Equipment Leased to Others	351	41
Investment in Railroad Property Used in Transportation Service (By Company)	352A	42
Investment in Railroad Property Used in Transportation Service (By Property Accounts)	352B	43
Railway Operating Expenses	410	45
Way and Structures	412	52
Rent for Interchanged Freight Train Cars and Other Freight Carrying Equipment	414	53
Supporting Schedule - Equipment	415	56
Supporting Schedule - Improvements to Equipment Leased from Others	415	57A
Supporting Schedule - Road	416	58
Specialized Service Subschedule - Transportation	417	60
Supporting Schedule - Capital Leases	418	61
Analysis of Taxes	450	63
Items in Selected Income and Retained Earnings Accounts for the Year	460	65
Guaranties and Suretyships	501	66
Compensating Balances and Short-Term Borrowing Arrangements	502	67
Separation of Debtholdings Between Road Property and Equipment	510	69
Transactions Between Respondent and Companies or Persons Affiliated with Respondent for Services Received or Provided	512	72
Mileage Operated at Close of Year	700	74
Miles of Road at Close of Year - By States and Territories (Single Track)	702	75
Inventory of Equipment	710	78
Unit Cost of Equipment Installed During the Year	710S	84
Track and Traffic Conditions	720	85
Ties Laid in Replacement	721	86
Ties Laid in Additional Tracks and in New Lines and Extensions	722	87
Rails Laid in Replacement	723	88
Rails Laid in Additional Tracks and in New Lines and Extensions	724	89
Weight of Rail	725	90
Summary of Track Replacements	726	91
Consumption of Diesel Fuel	750	91
Railroad Operating Statistics	755	94
Verification		98
Memoranda		99
Index		100

SPECIAL NOTICE

Docket No. 38559, Railroad Classification Index, (ICC served January 20, 1983), modified the reporting requirements for Class II, Class III, and Switching and Terminal Companies. These carriers will notify the Board only if the calculation results in a different revenue level than its current classification.

The dark borders on the schedules represent data that are captured by the Board.

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 Office of the Secretary, Surface Transportation Board.

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 the pages excluded, as well as the schedule number and title, in the space provided below
3. If no schedules were omitted indicate "NONE."

Page	Schedule No.	Title
		NONE

B. IDENTITY OF RESPONDENT

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

- 1 Give in full the exact name of the respondent. Use the words "The" and "Company" only when they are parts of the corporate name. Be careful to distinguish between railroad and railway. The corporate name should be given uniformly throughout the report, notably on the cover, on the title page, and in the "Verification." If the report is made by receivers, trustees, a committee of bondholders, or individuals otherwise in possession of the property, state names and facts with precision. If the report is for a consolidated group, pursuant to Special Permission from the 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 a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.
- 3 State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

- 1 Exact name of common carrier making this repo Norfolk Southern Combined Railroad Subsidiaries* (NS Rail) is comprised principally of Norfolk Southern Railway Consolidated
- 2 Date of incorporation Norfolk Southern Railway Company was incorporated June 18, 1894, under the name Southern Railway Company.
- 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 and of appointment of receivers or trustees
Norfolk Southern Railway Company - Organized under and by virtue of an act of Assembly of the State of Virginia, approved February 20, 1894.
- 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 - On June 1, 1982, Southern Railway Company (SR) and Norfolk and Western Railway Company (NW) became subsidiaries of Norfolk Southern Corporation (NS), a transportation holding company incorporated in Virginia. Effective December 31, 1990, NS transferred all the common stock of NW to SR, and SR's name was changed to Norfolk Southern Railway Company (NSR). Effective September 1, 1998, NW was merged with and into NSR. In August 1998, the STB's decision approving the joint application of NS, NSR and other parties to control Conrail (which owns Consolidated Rail Corporation) became final. NSR and CSX Transportation began operating their respective portions of Conrail's routes and assets on June 1, 1999. See also note 11 to Schedule 200 on page 15.

* See note on page 4 "Principles of Combined Reporting."

STOCKHOLDERS REPORTS

- 5 The respondent is required to send the office of Economic and Environmental Analysis, 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

☒ No annual report to stockholders is prepared. Not applicable for "Norfolk Southern Combined Railroad Subsidiaries."

Enclosed with this Report Form R-1 are copies of Annual Reports on Form 10-K for year ended December 31, 2006, filed with the Securities and Exchange Commission by Norfolk Southern Corporation.

C. VOTING POWERS AND ELECTIONS

- 1 State the par value of each share of stock Common, \$ No Par 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 no, state in a footnote the relation between holdings and corresponding voting rights
- 4 Are voting rights attached to any securities other than stock? No If so, name in a footnote each security, other than stock, to which voting rights are attached (as of the close of the year), and state in detail the relation between holdings and corresponding voting rights, stating whether voting rights are actual or contingent, and if contingent, showing the contingency
- 5 Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method? No If so, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges
- 6 Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing
Stock Books Do Not Close
- 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 NSR 16,668,997 votes as of December 31, 2006 (date)
- 8 State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7 One stockholder.
- 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 the list of stockholders of the respondent (if within 1 year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each, his address, the number of votes 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 agreement, give as supplemental information the names and addresses of the thirty largest holders of the voting trust certificates and the amount of their individual holdings If the stock book was not closed or the list of stockholders compiled within such year, show such thirty security holders as of the close of the year.

Line No.	Name of Security Holder	Address of Security Holder	Number of votes to which security holder was entitled	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED			Line No.
				Stock			
				Common	PREFERRED		
Second	First						
1	Norfolk Southern Railway:						1
2	Norfolk Southern Corp	Norfolk, VA	16,668,997	16,668,997			2
3							3
4							4
5							5
6							6
7							7
8							8
9							9
10							10
11							11
12							12
13							13
14							14
15							15
16							16
17							17
18							18
19							19
20							20
21							21
22							22
23							23
24							24
25							25
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

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

NSR - 16,668,997

11. Give the date of such meeting NSR - May 23, 2006

12. Give the place of such meeting Norfolk, Virginia

NOTES AND REMARKS**Principles of Combined Reporting**

Norfolk Southern Combined Railroad Subsidiaries (NS Rail) includes the affiliated railroads under the COMMON CONTROL of Norfolk Southern Corporation (NS). The major subsidiary is Norfolk Southern Railway Company and consolidated subsidiaries (NSR). See listing of companies included in combined rail reporting below. Nonrailroad subsidiaries whose assets and operations are not deemed to be an integral part of rail operations are included in this combined report in the following classifications:

Balance Sheet - Fixed Capital Assets - "Property Used in Other Than Carrier Operations"

Results of Operations - "Other Income" and "Miscellaneous Deductions From Income"

All significant intercompany balances and transactions have been eliminated in combination.

This form of Combined reporting was approved by the ICC Accounting and Valuation Board on March 23, 1987, as indicated in Chairman William F. Moss, III's letter.

The following companies are included in the combined rail reporting to the Surface Transportation Board:

Class I

Cincinnati, New Orleans and Texas Pacific Railway Company, The
Norfolk Southern Railway Company

Class II

Alabama Great Southern Railroad Company, The
Central of Georgia Railroad Company
Georgia Southern and Florida Railway Company

Class III

Camp Lejeune Railroad Company
Chesapeake Western Railway
Interstate Railroad Company
Norfolk and Portsmouth Belt Line Railroad Company
State University Railroad Company
Tennessee, Alabama & Georgia Railway Company
Tennessee Railway Company

Lessors and Other

Airforce Pipeline, Inc.
Alabama Great Southern LLC
Central of Georgia LLC
Citico Realty Company
High Point, Randleman, Asheboro and
Southern Railroad Company
Lamberts Point Barge Company, Inc.
Mobile and Birmingham Railroad Company
Norfolk Southern International, Inc.
Norfolk Southern-Mexico, LLC
NorfolkSouthernMexicana, S de RL de CV
North Carolina Midland Railroad Company, The
PLS Investment, LLC
Rail Investment Company
Reading Company, LLC [Delaware]
Reading Company, LLC [Virginia]
Shenandoah-Virginia Corporation
South Western Rail Road Company, The
Southern Rail Terminals, Inc.
Southern Rail Terminals of North Carolina, Inc.
Southern Region Coal Transport, Inc.
Southern Region Materials Supply, Inc.
T-Cubed of North America, LLC
TCS Leasing, Inc.
TCV, Inc.
Thoroughbred Direct Intermodal Services, Inc.
Thoroughbred Technology and Telecommunications, LLC
Transworks Company
Transworks Inc
Transworks of Indiana, Inc.
Triple Crown Services Company
Virginia and Southwestern Railway Company
Wheelersburg Terminal LLC
Yadkin Railroad Company

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS

(Dollars in Thousands)

Line No	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at begin- ning of year (c)	Line No.
Current Assets						
1		701	Cash and Cash Equivalents	✓ 457,537	254,207	1
2		702	Temporary Cash Investments	391,059	967,388	2
3		703	Special Deposits			3
			Accounts Receivable			
4		704	- Loan and Notes	730	482	4
5		705	- Interline and Other Balances	350	464	5
6		706	- Customers	47,909	49,097	6
7		707	- Other	49,110	36,378	7
8		709, 708	- Accrued Accounts Receivables	185,363	151,271	8
9		708.5	- Receivables from Affiliated Companies			9
10		709 5	- Less Allowance for Uncollectible Accounts	(4,624)	(5,514)	10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits	286,061	247,392	11
12		712	Materials and Supplies	150,953	132,186	12
13		713	Other Current Assets	31,094	56,722	13
14			TOTAL CURRENT ASSETS	1,595,542	1,890,073	14
Other Assets						
15		715, 716, 717	Special Funds	519,631	693,547	15
16		721, 721 5	Investments and Advances Affiliated Companies (Schedule 310 and 310A)	1,536,730	1,304,029	16
17		722, 723	Other Investments and Advances	334,533	291,034	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) \$32,664 and \$30,253 respectively	120,948	123,311	19
20		739, 741	Other Assets	233,823	185,403	20
21		743	Other Deferred Debits	10,918	18,054	21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	2,756,583	2,615,378	23
Road and Equipment						
24		731, 732	Road (Schedule 330, L-30 Col h & b)	20,386,431	19,718,132	24
25		731, 732	Equipment (Schedule 330, L-39 Col h & b)	7,000,655	6,697,286	25
26		731, 732	Unallocated Items	362,455	519,607	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(7,282,613)	(6,826,415)	27
28			Net Road and Equipment	20,466,928	20,108,610	28
29	*		TOTAL ASSETS	24,819,053	24,614,061	29

NOTES AND REMARKS

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

Line No	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
Current Liabilities						
30		751	Loans and Notes Payable			30
31		752	Accounts Payable; Interline and Other Balances	878	917	31
32		753	Audited Accounts and Wages	30,726	29,872	32
33		754	Other Accounts Payable	15,605	21,168	33
34		755, 756	Interest and Dividends Payable	10,470	18,227	34
35		757	Payables to Affiliated Companies	628,953	1,649,129	35
36		759	Accrued Accounts Payable	1,035,145	1,004,247	36
37		760, 761, 761 5, 762	Taxes Accrued	105,601	125,149	37
38		763	Other Current Liabilities	116,400	103,833	38
39		764	Equipment Obligations and Other Long-Term Debt	150,163	113,494	39
40			TOTAL CURRENT LIABILITIES	2,093,941	3,066,036	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured	479,026	479,026	41
42		766	Equipment Obligations	276,519	392,626	42
43		766 5	Capitalized Lease Obligations	110,352	146,905	43
44		768	Debt in Default			44
45		769	Accounts Payable; Affiliated Companies	1,063,445	1,029,248	45
46		770 1, 770 2	Unamortized Debt Premium	131,312	136,122	46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities			48
49		786	Accumulated Deferred Income Tax Credits	7,865,853	7,903,006	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	1,544,402	1,209,567	50
51			TOTAL NONCURRENT LIABILITIES	11,470,909	11,296,500	51
Shareholders' Equity						
52		791, 792	Total Capital Stock (Schedule 230, E-11 & 17)	166,690	166,690	52
53			Common Stock	166,690	166,690	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56		794, 795	Additional Capital (Schedule 230)	6,523,670	6,517,275	56
57		797	Retained Earnings			57
58		798	Appropriated			58
59		796	Unappropriated (Schedule 220)	4,216,550	2,983,786	59
60		798 5	Accumulated Other Comprehensive Income	347,293	583,774	60
61			Less Treasury Stock			61
62	*		Net Stockholders' Equity	11,254,203	10,251,525	62
			TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	24,819,053	24,614,061	62

NOTES AND REMARKS

200

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

- 1 Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking and other funds pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts
NONE
2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made
NONE
- 3 (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year
SEE NOTE 3, PAGE 9
- (b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund NONE FOR FUNDED PLANS
- (c) Is any part of pension plan funded? Specify. Yes X No _____
(i) If funding is by insurance, give name of insuring company NOT APPLICABLE
If funding is by trust agreement, list trustee(s) THE NORTHERN TRUST COMPANY (CUSTODIAN)
Date of trust agreement or latest amendment FEBRUARY 1, 2005 (CUSTODIAL AGREEMENT)
If respondent is affiliated in any way with the trustee(s), explain affiliation

- (d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement SEE NOTE 3, PAGE 9
- (e) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates?
Specify Yes _____ No X
If yes, give number of the shares for each class of stock or other security: _____

- Are voting rights attached to any securities held by the pension plan? Specify. Yes X No _____
If yes, who determines how stock is voted? The Chairman of the Board of Managers is authorized to give instructions to the Board of Managers' nominee regarding the execution of general proxies.
- 4 State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U S C 610) Yes X No _____
- 5 (a) The amount of employers contribution to employee stock ownership plans for the current year was SEE NOTE 3, PAGE 9.
- (b) The amount of investment tax credit used to reduce current income tax expense resulting from contributions to qualified employee stock ownership plans for the current year was NONE.
6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the nonoperating expense account NONE

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 Instruction 5-6 in the Uniform System of Accounts for Railroad Companies, that are not reflected in the amounts of the respondent

Disclose the nature and amount of contingency that is material

Example 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)

See Note 7 on page 12.

(a) Changes in Valuation Accounts

8 Marketable Equity Securities See Note 8 on page 14.

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

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

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

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)

3. Pensions and Other Postretirement Benefits

NS Rail and certain subsidiaries have both funded and unfunded defined benefit pension plans covering principally salaried employees. NS Rail and certain subsidiaries also provide specified health care and death benefits to eligible retired employees and their dependents. Under the present plans, which may be amended or terminated at NS' option, a defined percentage of health care expenses is covered, reduced by any deductibles, copayments, Medicare payments and, in some cases, coverage provided under other group insurance policies. The following relates to the combined NS plans.

Required Accounting Change

As of Dec. 31, 2006, NS Rail adopted SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans" (SFAS 158). This statement requires an employer to recognize in its statement of financial position the overfunded or underfunded status of defined benefit pension and postretirement plans measured as the difference between the fair value of plan assets and the benefit obligation. Employers must also recognize as a component of other comprehensive income, net of tax, the actuarial gains and losses and the prior service costs, credits and transition costs that arise during the period. As a result of adopting this standard, NS Rail reduced its pension asset by \$217 million and increased its pension and postretirement liabilities by \$258 million in its Combined Balance Sheets, with a corresponding reduction to stockholder's equity of \$292 million (net of tax) reflected as a decrease to accumulated other comprehensive income. The adoption of SFAS 158 has no impact on years prior to 2006 and has no effect on the calculation of expenses for pensions and post-retirement benefits.

The following table illustrates the incremental effect of applying SFAS 158 to NS' pension and postretirement plans on individual line items in NS Rail's Combined Balance Sheet at Dec. 31, 2006

	Before application of SFAS 158 at Dec. 31, 2006	Adjustments (\$ in millions)	After application of SFAS 158 at Dec. 31, 2006
Noncurrent pension asset	\$ 658	\$ (217)	\$ 441
Total assets	25,036	(217)	24,819
Current liabilities:			
Postretirement benefits liability	45	--	45
Pension liability	--	8	8
Noncurrent liabilities			
Post-retirement benefits liability	390	231	621
Pension liability	125	19	144
Deferred income taxes	8,049	(183)	7,866
Total liabilities	13,490	75	13,565
Accumulated other comprehensive loss	23	292	315
Total stockholder's equity	\$ 11,546	\$ (292)	\$ 11,254

Pension and Other Postretirement Benefit Obligations and Plan Assets

	Pension Benefits		Other Postretirement Benefits	
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
	(\$ in millions)			
Change in benefit obligations				
Benefit obligation at beginning of year	\$ 1,642	\$ 1,574	\$ 754	\$ 701
Service cost	27	23	19	17
Interest cost	88	87	42	40
Settlement	—	—	—	(12)
Actuarial losses	6	72	14	60
Benefits paid	(113)	(114)	(44)	(52)
Benefit obligation at end of year	<u>1,650</u>	<u>1,642</u>	<u>785</u>	<u>754</u>
Change in plan assets				
Fair value of plan assets at beginning of year	1,824	1,806	108	105
Actual return on plan assets	220	126	11	3
Employer contribution	8	6	44	52
Benefits paid	(113)	(114)	(44)	(52)
Fair value of plan assets at end of year	<u>1,939</u>	<u>1,824</u>	<u>119</u>	<u>108</u>
Funded status at end of year	<u>\$ 289</u>	<u>\$ 182</u>	<u>\$ (666)</u>	<u>\$ (646)</u>
Amounts recognized in the Combined Balance Sheets consist of:				
Noncurrent assets	\$ 441	\$ 612	\$ —	\$ —
Current liabilities	(8)	—	(45)	(45)
Noncurrent liabilities	(144)	(106)	(621)	(364)
Accumulated other comprehensive loss	—	26	—	—
Net amount recognized	<u>\$ 289</u>	<u>\$ 532</u>	<u>\$ (666)</u>	<u>\$ (409)</u>
Amounts recognized in accumulated other comprehensive loss (pretax) consist of:				
Impact of implementation of SFAS 158	\$ 244	\$ —	\$ 231	\$ —
Minimum pension liability	—	26	—	—

During 2005, NS distributed split dollar life insurance policies to eligible retired employees, which resulted in a \$12 million reduction of the postretirement benefit obligation

NS' unfunded pension plans, included above, which in all cases have no assets and therefore have an accumulated benefit obligation in excess of plan assets, had projected benefit obligations of \$152 million at Dec. 31, 2006, and \$134 million at Dec. 31, 2005, and had accumulated benefit obligations of \$125 million at Dec. 31, 2006, and \$106 million at Dec. 31, 2005

Pension and Other Postretirement Benefit Cost Components

	<u>2006</u>	<u>2005</u> (\$ in millions)	<u>2004</u>
<i>Pension benefits</i>			
Service cost	\$ 27	\$ 23	\$ 18
Interest cost	88	87	89
Expected return on plan assets	(159)	(149)	(149)
Amortization of prior service cost	2	2	3
Amortization of net losses	13	14	3
Net benefit	\$ <u>(29)</u>	\$ <u>(23)</u>	\$ <u>(36)</u>
<i>Other postretirement benefits</i>			
Service cost	\$ 19	\$ 17	\$ 15
Interest cost	42	40	39
Expected return on plan assets	(10)	(9)	(12)
Amortization of prior service benefit	(8)	(8)	(9)
Amortization of net losses	27	22	16
Net cost	\$ <u>70</u>	\$ <u>62</u>	\$ <u>49</u>

The estimated net loss and prior service cost for the defined benefit pension plans that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next year are \$9 million and \$2 million, respectively. The estimated net loss and prior service benefit for the other defined benefit postretirement plans that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next year are \$23 million and \$8 million, respectively.

Pension Assumptions

Pension and other postretirement benefit costs are determined based on actuarial valuations that reflect appropriate assumptions as of the measurement date, ordinarily the beginning of each year. The funded status of the plans is determined using appropriate assumptions as of each year end. A summary of the major assumptions follows:

	<u>2006</u>	<u>2005</u>	<u>2004</u>
<i>Funded status:</i>			
Discount rate	5.75%	5.50%	5.75%
Future salary increases	4.5%	4.5%	4.5%
<i>Pension cost:</i>			
Discount rate	5.50%	5.75%	6.25%
Return on assets in plans	9%	9%	9%
Future salary increases	4.5%	4.5%	4.5%

Health Care Cost Trend Assumptions

For measurement purposes at Dec. 31, 2006 increases in the per capita cost of covered health care benefits were assumed to be 10% for 2006 and 9% for 2007. It is assumed the rate will decrease gradually to an ultimate rate of 5% for 2011 and remain at that level thereafter.

Assumed health care cost trend rates have a significant effect on the amounts reported in the financial statements. To illustrate, a one-percentage-point change in the assumed health care cost trend would have the following effects:

	<u>One percentage point</u>	
	<u>Increase</u>	<u>Decrease</u>
	(\$ in millions)	
Increase (decrease) in:		
Total service and interest cost components	\$ 8	\$ (7)
Postretirement benefit obligation	\$ 89	\$ (75)

Asset Management

Eleven investment firms manage NS' defined benefit pension plan's assets under investment guidelines approved by the Board of Directors. Investments are restricted to domestic fixed income securities, international fixed income securities, domestic and international equity investments and unleveraged exchange-traded options and financial futures. Limitations restrict investment concentration and use of certain derivative instruments. The target asset allocation for equity is 75% of the pension plan's assets. Fixed income investments must have an average rating of "AA" or better and all fixed income securities must be rated "A" or better except bond index funds. Equity investments must be in liquid securities listed on national exchanges. No investment is permitted in the securities of Norfolk Southern Corporation or its subsidiaries (except through commingled pension trust funds). Investment managers' returns are expected to meet or exceed selected market indices by prescribed margins.

NS' pension plan weighted-average asset allocations at Dec. 31, 2006 and 2005, by asset category, were as follows:

<u>Asset Category</u>	<u>Percentage of plan assets at Dec. 31,</u>	
	<u>2006</u>	<u>2005</u>
Equity securities	77%	76%
Debt securities	23%	24%
Total	100%	100%
International equity securities included in equity securities above	10%	11%

The postretirement benefit plan assets consist primarily of trust-owned variable life insurance policies with an asset allocation at Dec. 31, 2006, of 67% in equity securities and 33% in debt securities compared with 66% in equity securities and 34% in debt securities at Dec. 31, 2005. The target asset allocation for equity is between 50% and 75% of the plan's assets.

The plans' assumed future returns are based principally on the asset allocation and on the historic returns for the plans' asset classes determined from both actual plan returns and, over longer time periods, market returns for those asset classes.

Contributions and Estimated Future Benefit Payments

In 2007, NS expects to contribute approximately \$8 million to its unfunded pension plans for payments to pensioners and \$45 million to its other postretirement benefit plans for retiree health benefits.

Benefit payments, which reflect expected future service, as appropriate, are expected to be paid as follows:

	<u>Pension Benefits</u>	<u>Other Postretirement Benefits</u>
	<u>(\$ in millions)</u>	
2007	\$ 113	\$ 45
2008	112	48
2009	113	50
2010	114	53
2011	116	54
Years 2012-2016	620	290

The other benefit payments include an estimated annual reduction due to the Medicare Part D Subsidy of about \$5 million.

Other Postretirement Coverage

Under collective bargaining agreements, NS Rail and certain subsidiaries participate in a multi-employer benefit plan, which provides certain postretirement health care and life insurance benefits to eligible union employees. Premiums under this plan are expensed as incurred and amounted to \$26 million in 2006 and 2005, and \$20 million in 2004.

Section 401(k) Plans

NS Rail and certain subsidiaries provide Section 401(k) savings plans for employees. Under the plans, NS matches a portion of employee contributions, subject to applicable limitations. NS' expenses under these plans were \$14 million in 2006, \$13 million in 2005 and \$12 million in 2004.

7. Commitments and Contingencies

Lawsuits

NSR and certain subsidiaries are defendants in numerous lawsuits and other claims relating principally to railroad operations. When management concludes that it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, it is accrued through a charge to earnings. While the ultimate amount of liability incurred in any of these lawsuits and claims is dependent on future developments, in management's opinion, the recorded liability is adequate to cover the future payment of such liability and claims. However, the final outcome of any of these lawsuits and claims cannot be predicted with certainty, and unfavorable or unexpected outcomes could result in additional accruals that could be significant to results of operations in a particular year or quarter. Any adjustments to the recorded liability will be reflected in earnings in the periods in which such adjustments are known.

Casualty Claims

Casualty claims include employee personal injury and occupational claims as well as third-party claims, all exclusive of legal costs. NS Rail engages an independent consulting actuarial firm to aid in valuing its liability for these claims. Job-related accidental injury and occupational claims are subject to the Federal Employers' Liability Act (FELA), which is applicable only to railroads. FELA's fault-based system produces results that are unpredictable and inconsistent as compared with a no-fault workers' compensation system. The variability inherent in this system could result in actual costs being very different from the liability recorded. While the ultimate amount of claims incurred is dependent on future developments, in management's opinion, the recorded liability is adequate to cover the future payments of claims and is supported by the most recent actuarial study. In all cases, NS Rail records a liability when the expected loss for the claim is both probable and estimable.

In 2005, NS Rail recorded a liability related to the Jan. 6, 2005 derailment in Graniteville, SC. The liability, which includes a current and long-term portion, represents NS Rail's best estimate based on current facts and circumstances. The estimate includes amounts related to business property damage and other economic losses, personal injury and individual property damage claims as well as third-party response costs. NS Rail's commercial insurance policies are expected to cover substantially all expenses related to this derailment above NS Rail's self-insured retention, including NS Rail's response costs and legal fees. Accordingly, the Combined Balance Sheets reflect a current and long-term receivable for estimated recoveries from NS Rail's insurance carriers. Expenses in 2005 included \$41 million related to this incident, representing NS Rail's retention under its insurance policies and other uninsured costs. While it is reasonable to expect that the liability for covered losses could differ from the amount recorded, such a change would be offset by a corresponding change in the insurance receivable. As a result, NS Rail does not believe that it is reasonably likely that its net loss (the difference between the liability and future recoveries) will be materially different than the loss recorded in 2005. NS Rail expects at this time that insurance coverage is adequate to cover potential claims and settlements above its self-insurance retention.

Employee personal injury claims – The largest component of casualties and other claims expense is employee personal injury costs. The actuarial firm engaged by NS Rail provides quarterly studies to aid in valuing its employee personal injury liability and estimating its employee personal injury expense. The actuarial firm studies NS Rail's historical patterns of reserving for claims and subsequent settlements, taking into account relevant outside influences. The actuary uses the results of these analyses to estimate the ultimate amount of the liability, which includes amounts for incurred but unasserted claims. NS Rail adjusts its liability to the actuarially determined amount on a quarterly basis. The estimate of loss liabilities is subject to inherent limitation given the difficulty of predicting future events such as jury decisions, court interpretations or legislative changes and as such the actual loss may vary from the actuarial estimate.

Occupational claims – Occupational claims (including asbestosis and other respiratory diseases, as well as repetitive motion) are often not caused by a specific accident or event but rather result from a claimed exposure over time. Many such claims are being asserted by former or retired employees, some of whom have not been employed in the rail industry for decades. The actuarial firm provides an estimate of the occupational claims liability based upon NS Rail's history of claim filings, severity, payments and other pertinent facts. The liability is dependent upon management's judgments made as to the specific case reserves as well as judgments of the consulting actuarial firm in the periodic studies. The actuarial firm's estimate of ultimate loss includes a provision for those claims that have been incurred but not reported. This provision is derived by analyzing industry data and projecting NS Rail's experience into the future as far as can be reasonably determined. NS Rail adjusts its liability to the actuarially determined amount on a quarterly basis. However, it is possible that the recorded liability may not be adequate to cover the future payment of claims. Adjustments to the recorded liability are reflected in operating expenses in the periods in which such adjustments become known.

Third-party claims – NS Rail records a liability for third-party claims including those for highway crossing accidents, trespasser and other injuries, automobile liability, property damage and lading damage. The actuarial firm assists with the calculation of potential liability for third-party claims, except lading damage, based upon NS Rail's experience including number and timing of incidents, amount of payments, settlement rates, number of open claims and legal defenses. The actuarial estimate includes a provision for claims that have been incurred but have not yet been reported. Each quarter NS Rail adjusts its liability to the actuarially determined amount. Given the inherent uncertainty in regard to the ultimate outcome of third-party claims, it is possible that future settlement costs may differ from the estimated liability recorded.

Environmental Matters

NS Rail is subject to various jurisdictions' environmental laws and regulations. It is NS Rail's policy to record a liability where such liability or loss is probable and its amount can be estimated reasonably. Claims, if any, against third parties for recovery of cleanup costs incurred by NS Rail are reflected as receivables (when collection is probable) on the balance sheet and are not netted against the associated NS Rail liability. Environmental engineers regularly participate in ongoing evaluations of all known sites and in determining any necessary adjustments to liability estimates. NS Rail also has an Environmental Policy Council, composed of senior managers, to oversee and interpret its environmental policy.

NS Rail's Combined Balance Sheets included liabilities for environmental exposures in the amount of \$54 million at Dec. 31, 2006, and \$58 million at Dec. 31, 2005 (of which \$12 million was accounted for as a current liability at Dec. 31, 2006 and 2005). At Dec. 31, 2006, the liability represented NS Rail's estimate of the probable cleanup and remediation costs based on available information at 172 known locations compared with 189 locations at Dec. 31, 2005. On that date, 15 sites accounted for \$29 million of the liability, and no individual site was considered to be material. NS Rail anticipates that much of this liability will be paid out over five years; however, some costs will be paid out over a longer period.

At some of the 172 locations, certain NS Rail subsidiaries, usually in conjunction with a number of other parties, have been identified as potentially responsible parties by the Environmental Protection Agency (EPA) or similar state authorities under the Comprehensive Environmental Response, Compensation and Liability Act of 1980, or comparable state statutes, which often impose joint and several liability for cleanup costs.

With respect to known environmental sites (whether identified by NS Rail or by the EPA or comparable state authorities), estimates of NS Rail's ultimate potential financial exposure for a given site or in the aggregate for all such sites are necessarily imprecise because of the widely varying costs of currently available cleanup techniques, the likely development of new cleanup technologies, the difficulty of determining in advance the nature and full extent of contamination and each potential participant's share of any estimated loss (and that participant's ability to bear it), and evolving statutory and regulatory standards governing liability.

The risk of incurring environmental liability – for acts and omissions, past, present and future - is inherent in the railroad business. Some of the commodities in NS Rail's traffic mix, particularly those classified as hazardous materials, can pose special risks that NS Rail and its subsidiaries work diligently to minimize. In addition, several NS Rail subsidiaries own, or have owned, land used as operating property, or which is leased and operated by others, or held for sale. Because environmental problems may exist on these properties that are latent or undisclosed, there can be no assurance that NS Rail will not incur environmental liabilities or costs with respect to one or more of them, the amount and materiality of which cannot be estimated reliably at this time. Moreover, lawsuits and claims involving these and potentially other unidentified environmental sites and matters are likely to arise from time to time. The resulting liabilities could have a significant effect on financial position, results of operations or liquidity in a particular year or quarter.

However, based on its assessment of the facts and circumstances now known, management believes that it has recorded the probable costs for dealing with those environmental matters of which NS Rail is aware. Further, management believes that it is unlikely that any known matters, either individually or in the aggregate, will have a material adverse effect on NS Rail's financial position, results of operations or liquidity.

On Oct. 19, 2006, the Pennsylvania Department of Environmental Protection (PDEP) issued an assessment of civil penalties against NSR and filed a complaint for civil penalties with the Pennsylvania Environmental Hearing Board (EHB) requesting that the EHB impose civil penalties upon NSR for alleged violations of state environmental laws and regulations resulting from a discharge of sodium hydroxide that occurred as a result of the derailment of a NSR train in Norwich Township, Pennsylvania, on June 30, 2006. The PDEP's actions seek to impose combined penalties of \$8,890,000 for alleged past violations and \$46,420 per day for alleged ongoing violations of state environmental laws and regulations. NSR believes that the monetary penalties sought by the PDEP are excessive. Accordingly, NSR intends to vigorously defend the action and has appealed the fines to the EHB. In addition, NSR expects the Pennsylvania Fish and Boat Commission to impose a monetary penalty on NSR for damages alleged to have been caused by this accident. NSR does not believe that the outcome of these proceedings will have a material effect on its financial position, results of operations, or liquidity.

Insurance

NS Rail is covered by insurance for potential losses for third-party liability and first-party property damages. Specified levels of risk are retained on a self-insurance basis (up to \$25 million per occurrence for bodily injury and property damage to third parties and \$25 million per occurrence for property owned by NS Rail or in NS Rail's care, custody or control).

Purchase Commitments

At Dec. 31, 2006, NSR had outstanding purchase commitments of approximately \$276 million primarily in connection with its capital programs through 2010, including 53 locomotives in 2007.

Change-In-Control Arrangements

NS has compensation agreements with officers and certain key employees that become operative only upon a change in control of the Corporation, as defined in those agreements. The agreements provide generally for payments based on compensation at the time of a covered individual's involuntary or other specified termination and for certain other benefits.

Guarantees

In a number of instances, NSR and its subsidiaries have agreed to indemnify lenders for additional costs they may bear as a result of certain changes in laws or regulations applicable to their loans. Such changes may include impositions or modifications with respect to taxes, duties, reserves, liquidity, capital adequacy, special deposits, and similar requirements relating to extensions of credit by, deposits with, or the assets or liabilities of such lenders. The nature and timing of changes in laws or regulations applicable to NSR's financings are inherently unpredictable, and therefore NSR's exposure in connection with the foregoing indemnifications cannot be quantified. No liability has been recorded related to these indemnifications. In the case of one type of equipment financing, NSR's Japanese leveraged leases, NSR may terminate the leases and ancillary agreements if such a change-in-law indemnity is triggered. Such a termination would require NSR to make early termination payments that would not be expected to have a material adverse effect on NSR's financial position, results of operations or liquidity.

NSR has indemnified parties in a number of transactions for U.S. income tax withholding imposed as a result of changes in U.S. tax law. In all cases, NSR has the right to unwind the related transaction if the withholding cannot be avoided in the future. Because these indemnities would be triggered and are dependent upon a change in the tax law, the maximum exposure is not quantifiable. Management does not believe that it is likely that it will be required to make any payments under these indemnities.

As of Dec. 31, 2006, NSR and subsidiaries are contingently liable as guarantors with respect to \$8 million of indebtedness of an entity in which they have an ownership interest, the Terminal Railroad Association of St. Louis, due in 2019. Four other railroads are also jointly and severally liable as guarantors for this indebtedness. No liability has been recorded related to this guaranty.

8. Marketable Equity Securities

	2006	Dec. 31, (in millions of dollars)	2005
Marketable equity securities, principally 20,780,638 shares of NS Common Stock at fair value	\$ 1,047		\$ 935

Carrying value adjustments, which are noncash transactions, are not included in the Combined Statement of Cash Flows. The gross unrealized holding gain was \$1,027 million on Dec. 31, 2006, and \$916 million at Dec. 31, 2005. Sales of "available-for-sale-securities" were immaterial for years ended Dec. 31, 2006 and 2005.

9. Required Accounting Changes in 2006

In August 2001, the FASB issued Statement No. 143 "Accounting for Asset Retirement Obligations," (SFAS No. 143). Pursuant to SFAS No. 143, the cost to remove crossties must be recorded as an expense when incurred, previously these removal costs were accrued as a component of depreciation. STB accounting rules require that railroads accrue the cost of removing crossties over the expected useful life of these assets. NS Rail has not implemented SFAS No. 143 for STB reporting purposes. As a result, these financial statements do not reflect generally accepted accounting principles with regard to the removal of crossties.

Effective Dec. 31, 2006, NS Rail adopted Statement of Financial Accounting Standards (SFAS) No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans" (see Note 3).

Reclassifications

Certain comparative prior year amounts have been reclassified to conform to the current year presentation.

10. Related Parties

General

Norfolk Southern Corporation (NS) is the parent holding company of NSR. Rail operations are coordinated at the holding company level by the NS Vice Chairman and Chief Operating Officer. NS charges NS Rail a fee for management services it performs for NS Rail (which totaled \$747 million, including a \$46 million markup, in 2006, \$673 million, including a \$42 million markup, in 2005; and \$606 million, including a \$38 million markup, in 2004). In addition, NS charges NS Rail a revenue-based licensing fee (which totaled \$136 million in 2006, \$123 million in 2005 and \$107 million in 2004) for use of certain intangible assets owned by NS.

Noncash Dividends

NSR declared and issued to NS noncash dividends of zero in 2006, \$667 million in 2005 and \$450 million in 2004, which were settled by reduction of NSR's interest-bearing advances due from NS. In 2004, NSR declared and issued to NS a noncash dividend of \$858 million of all the shares of Pennsylvania Investment Company, Inc., whose principal asset is an interest-bearing loan due from NSR. Noncash dividends are excluded from the Combined Statements of Cash Flows.

Sale of Accounts Receivable

NS Rail sells, without recourse, to a bankruptcy-remote special-purpose NS subsidiary, a pool of accounts receivable. NS Rail services and collects the sold receivables; however, no servicing asset or liability has been recognized because the benefits of servicing are estimated to be just adequate to compensate NS Rail for its responsibilities. Payments collected from sold receivables are remitted to the special-purpose NS subsidiary, which, in turn, reinvests the amounts by purchasing new receivables from NS Rail. NS Rail has no retained interest in the sold receivables. Under the terms of the sale agreement, the receivables are treated as sold and, accordingly, \$692 million at Dec. 31, 2006, and \$680 million at Dec. 31, 2005, of sold receivables are not included on the balance sheet of NS Rail. Fees associated with the sale, which are based on historical dilution and prevailing interest rates, are included in Account 551.

Intercompany Federal Income Tax Accounts

In accordance with the NS Tax Allocation Agreement, intercompany federal income tax accounts are recorded between companies in the NS consolidated group. NS Rail had long-term intercompany federal income tax payables (which are included in "Deferred income taxes" in the Combined Balance Sheets) of \$1,230 million at Dec. 31, 2006, and \$1,188 million at Dec. 31, 2005.

Cash Required for NS Debt

To finance the cost of the original Conrail transaction, NS issued and sold commercial paper and \$4.3 billion of unsecured notes. A significant portion of the funding for the interest and repayments on this and other NS debt is expected to be provided by NS Rail.

NS is subject to various financial covenants with respect to its debt and under its credit agreement, including a minimum net worth requirement, a maximum leverage ratio restriction and certain restrictions on issuance of further debt. As a major NS subsidiary, NS Rail is subject to certain of those covenants.

11. Operations Over Conrail's Lines

Through a limited liability company, NS and CSX Corporation (CSX) jointly own Conrail Inc. (Conrail), whose primary subsidiary is Consolidated Rail Corporation (CRC). NS has a 58% economic and 50% voting interest in the jointly owned entity, and CSX has the remainder of the economic and voting interests.

On August 27, 2004, NS, CSX and Conrail completed a reorganization of Conrail (Conrail Corporate Reorganization), which established direct ownership and control by NSR and CSXT of two former CRC subsidiaries, Pennsylvania Lines LLC (PRR) and New York Central Lines LLC (NYC), respectively. Prior to the Conrail Corporate Reorganization, NSR operated the routes and assets of PRR and CSXT operated the routes and assets of NYC, each in accordance with operating and lease agreements. Pursuant to the Conrail Corporate Reorganization, the operating and lease agreements were terminated and PRR and NYC were merged into NSR and CSXT, respectively. The reorganization did not involve the Shared Assets Areas and did not affect the competitive rail service provided in the Shared Assets Areas. Conrail continues to own, manage and operate the Shared Assets Areas as previously approved by the Surface Transportation Board (STB).

As a part of the Conrail Corporate Reorganization, Conrail restructured its existing unsecured and secured public indebtedness, with the consent of Conrail's debtholders. Prior to the restructuring, there were two series of unsecured public debentures with an outstanding principal amount of approximately \$800 million and 13 series of secured debt with an outstanding principal amount of approximately \$300 million. Guaranteed debt securities were offered in an approximate 58%/42% ratio in exchange for Conrail's unsecured debentures. Of the \$800 million unsecured public debentures, \$779 million were tendered and accepted for exchange, and NSR issued unsecured public debentures with a total principal of \$452 million and an issue-date fair value of \$595 million. Conrail's secured debt and lease obligations remain obligations of Conrail and are supported by leases and subleases which are the direct lease and sublease obligations of NSR or CSXT. Substantially all of these NSR obligations are capital leases and, accordingly, are a component of NS' capital lease obligations.

On Aug. 27, 2004, NS made a contribution of capital of the assets and liabilities of PRR to NS Rail. In 2006, the amount of the capital contribution was increased by \$19 million. Accordingly, the Combined Balance Sheet as of Dec. 31, 2005, reflects changes to the amounts previously reported for Properties (increase of \$30 million), Deferred income tax liabilities (increase of \$11 million) and Additional paid-in capital (increase of \$19 million). The following summarizes the effect of this 2004 transaction (\$ in millions):

Properties	\$	8,352
Extinguishment of amounts due to PRR		870
Other assets and liabilities, net		177
Deferred income taxes		(3,106)
Long-term debt, including current maturities		(734)
Net assets received	\$	<u>5,559</u>

The amounts shown above for the net assets received are at NS' basis and reflect the fair value of such assets. Properties were valued based on information received from an independent valuation consultant. Debt was recorded at fair value based on interest rates at the time of the Conrail Corporate Reorganization.

12. Derivative Financial Instruments

All derivatives are recognized in the financial statements as either assets or liabilities and are measured at fair value. Changes in fair value are recorded as adjustments to the assets or liabilities being hedged in "Other comprehensive income," or in current earnings, depending on whether the derivative is designated and qualifies for hedge accounting, the type of hedge transaction represented and the effectiveness of the hedge. The settlements of the hedges will result in the reclassification into diesel fuel expense of the related gains or losses recorded as a component of "Other comprehensive income."

NS Rail has used derivative financial instruments to reduce the risk of volatility in its diesel fuel costs and to manage its overall exposure to fluctuations in interest rates. NS Rail does not engage in the trading of derivatives. Management has determined that its derivative financial instruments qualify as either fair-value or cash-flow hedges, having values that highly correlate with the underlying hedged exposures, and has designated such instruments as hedging transactions. Credit risk related to the derivative financial instruments is considered to be minimal and is managed by requiring high credit standards for counterparties and periodic settlements.

Diesel Fuel Hedging

In 2001, NS Rail began a program to hedge a portion of its diesel fuel consumption. The intent of the program was to assist in the management of NS Rail's aggregate risk exposure to fuel price fluctuations, which can significantly affect NS Rail's operating margins and profitability, through the use of one or more types of derivative instruments. No new hedges have been entered into since May 2004, and the last remaining contracts were settled in the second quarter of this year, bringing an end to this program.

The goal of this hedging strategy was to reduce the variability of fuel costs over an extended period of time while minimizing the incremental cost of hedging. The program provided that NS Rail would not enter into any fuel hedges with a duration of more than 36 months, and that no more than 80% of NS Rail's average monthly fuel consumption would be hedged for any month within any 36-month period. After taking into account the effect of the hedging, diesel fuel costs represented 14% of NS Rail's operating expenses for the year ended Dec. 31, 2006, 11% for the year ended Dec. 31, 2005 and 8% for the year ended Dec. 31, 2004.

NS Rail's fuel hedging activity resulted in decreases in diesel fuel expenses of \$20 million, \$148 million and \$140 million for 2006, 2005 and 2004, respectively. Ineffectiveness, or the extent to which changes in the fair value of the heating oil contracts do not offset changes in the fair values of the expected diesel fuel transactions, was a \$1 million expense in 2006, a \$5 million expense in 2005 and a \$5 million benefit in 2004.

Interest Rate Hedging

NS Rail manages its overall exposure to fluctuations in interest rates by issuing both fixed and floating-rate debt instruments, and by entering into interest rate hedging transactions to achieve an appropriate mix within its debt portfolio. NS Rail had \$83 million, or 10%, and \$116 million, or 12%, of its fixed rate debt portfolio hedged as of Dec. 31, 2006, and Dec. 31, 2005, respectively, using interest rate swaps that qualify for and are designated as fair-value hedge transactions. NS Rail's interest rate hedging activity resulted in decreases in interest expenses of \$1 million, \$2 million and \$6 million for 2006, 2005 and 2004, respectively. These swaps have been effective in hedging the changes in fair value of the related debt arising from changes in interest rates and there has been no impact on earnings resulting from ineffectiveness associated with these derivative transactions.

Fair Values

There were no diesel fuel derivative instruments outstanding at Dec 31, 2006. The fair value of NS Rail's diesel fuel derivative instruments at Dec. 31, 2005, was determined based upon current market values as quoted by independent third party dealers. Fair values of interest rate swaps were determined based upon the present value of expected future cash flows discounted at the appropriate implied spot rate from the spot rate yield curve. Fair value adjustments are noncash transactions and, accordingly, are excluded from the Combined Statements of Cash Flows. "Accumulated other comprehensive income," a component of "Stockholder's equity," included unrealized gains of zero at Dec. 31, 2006, and \$20 million (pretax) at Dec. 31, 2005, related to the fair value of derivative fuel hedging transactions that will terminate within twelve months of the respective dates. Gains or losses actually realized were based on the fair value of the derivative fuel hedges at the time of termination.

The asset and liability positions of NS Rail's outstanding derivative financial instruments were as follows:

	Dec. 31,	
	2006	2005
	(\$ in millions)	
Interest rate hedges:		
Gross fair value asset position	\$ 1	\$ 3
Gross fair value (liability) position	--	--
Fuel hedges:		
Gross fair value asset position	--	20
Gross fair value (liability) position	--	--
Total net asset (liability) position	\$ 1	\$ 23

13. Freight Rates

In 2006, NS Rail continued its reliance on private contracts and exempt price quotes as the predominant pricing mechanism. Thus, a major portion of NS Rail's freight business is not currently economically regulated by the government. In general, market forces have been substituted for government regulation and now are the primary determinant of rail service prices. In 2005, coal movements that had been moving under common carrier (tariff) rates to Duke Energy and Carolina Power and Light power plants began moving under contract rates as part of the settlement agreements resolving the rail transportation rate cases brought by each of the utilities.

In 2006, NS Rail was found by the STB to be "revenue adequate" based on results for the year 2005. A railroad is "revenue adequate" under the applicable law when its return on net investment exceeds the rail industry's composite cost of capital. This determination is made pursuant to statutory requirement.

210. RESULTS OF OPERATIONS

(Dollars in Thousands)

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

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

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

4 All contra entries hereunder should be indicated in parenthesis.

5 Cross-checks

Schedule 210

Line 15, column (b)

Line 47 plus 48 plus 49, column (b)

Line 50, column (b)

Line 14, column (b)

Line 14, column (d)

Line 14, column (e)

Schedule 210

= Line 62, column (b)

= Line 63, column (b)

= Line 64, column (b)

Schedule 410

= Line 620, column (h)

= Line 620, column (f)

= Line 620, column (g)

Line No.	Cross Check	Item	Amount for current year	Amount for preceding year	Freight-related revenue & expenses	Passenger-related revenue & expenses	Line No.
		(a)	(b)	(c)	(d)	(e)	
		ORDINARY ITEMS					
		OPERATING INCOME					
		Railway Operating Income					
1		(101) Freight	9,117,052	8,257,442	9,117,052		1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching	60,261	59,386	60,261		4
5		(105) Water Transfers					5
6		(106) Demurrage	126,406	117,942	126,406		6
7		(110) Incidental	103,523	92,057	103,523		7
8		(121) Joint Facility-Credit (Debit)					8
9		(122) Joint Facility-Debit (Credit)					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	9,407,242	8,526,827	9,407,242		10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	9,407,242	8,526,827	9,407,242		13
14	*	(531) Railway operating expenses	7,056,845	6,605,305	7,056,845		14
15	*	Net revenue from railway operations	2,350,397	1,921,522	2,350,397		15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	2,380	949			16
17		(510) Miscellaneous rent income	37,025	38,224			17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)	14,163	10,040			19
20		(514) Interest Income	109,641	51,539			20
21		(516) Income from sinking and other funds	13	11			21
22		(517) Release of premiums on funded debt					22
23		(518) Reimbursements received under contracts and agreements					23
24		(519) Miscellaneous income	136,287	104,556			24
		Income from affiliated companies 519					
25		a Dividends (equity method)					25
26		b Equity in undistributed earnings (losses)	(132)	(262)			26
27		TOTAL OTHER INCOME (lines 16-26)	299,377	205,057			27
28		TOTAL INCOME (lines 15, 27)	2,649,774	2,126,579			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	19,288	17,824			29
30		(544) Miscellaneous taxes					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	571,641	505,897			34
35		(553) Uncollectible accounts					35
36		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-35)	590,929	523,721			36
37		Income available for fixed charges (lines 28, 36)	2,058,845	1,602,858			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					
38		(546) Interest on funded debt			38
39		(a) Fixed interest not in default	58,994	60,359	39
40		(b) Interest in default			40
41		(547) Interest on unfunded debt	153,163	129,273	41
42		(548) Amortization of discount on funded debt	415	468	42
43		TOTAL FIXED CHARGES (lines 38-41)	212,572	190,100	43
		Income after fixed charges (lines 37, 42)	1,846,273	1,412,758	
OTHER DEDUCTIONS					
44		(546) Interest on funded debt			44
		(c) Contingent interest			
UNUSUAL OR INFREQUENT ITEMS					
45		(555) Unusual or infrequent items (debit) credit			45
46		Income (Loss) from continuing operations (before income taxes)	1,846,273	1,412,758	46
PROVISIONS FOR INCOME TAXES					
47	*	(556) Income taxes on ordinary income			47
48	*	(a) Federal income taxes	490,190	320,984	48
49	*	(b) State income taxes	83,004	49,344	49
50	*	(c) Other income taxes			50
51		(557) Provision for deferred taxes	40,315	(44,843)	51
52		TOTAL PROVISIONS FOR INCOME TAXES (lines 47-50)	613,509	325,485	52
		Income from continuing operations (lines 46+51)	1,232,764	1,087,273	
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)	1,232,764	1,087,273	55
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
56		(570) Extraordinary items (Net)			56
57		(590) Income taxes on extraordinary items			57
58		(591) Provision for deferred taxes-Extraordinary items			58
59		TOTAL EXTRAORDINARY ITEMS (lines 56-58)			59
60		(592) Cumulative effect of changes in accounting principles (less applicable tax of \$)			60
61	*	Net income (Loss) (lines 55+59+60)	1,232,764	1,087,273	61
Reconciliation of net railway operating income(NROI)					
62		Net revenues from railway operation	2,350,397	1,921,522	62
63	*	(556) Income taxes on ordinary income (-)	(573,194)	(370,328)	63
64	*	(557) Provision for deferred income taxes (-)	(40,315)	44,843	64
65		Income from lease of road and equipment (-)	(7,292)	(8,173)	65
66		Rent for leased roads and equipment (+)	22,003	19,936	66
67		Net railway operating income (loss)	1,751,599	1,607,800	67

Notes and Remarks For Schedules 210 and 220

220. RETAINED EARNINGS

(Dollars in Thousands)

- 1 Show below the items of Retained Earnings Accounts of the respondent for the year, classified in accordance with the Uniform System of Accounts for Railroad Companies.
- 2 All contra entries hereunder should be shown in parentheses.
- 3 Show under "Remarks" the amount of assigned Federal income tax consequences for Account 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 The total of column (b) and (c), lines 3 and 7, should agree with line 61 column (b), Schedule 210
- 6 Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c)

Line No	Cross Check	Item	Retained earnings- Unappropriated	Equity in undistributed earnings (losses) of affiliated companies	Line No
		(a)	(b)	(c)	
1		Balances at beginning of year	2,983,786		1
2	(601.5)	Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	(602)	Credit balance transferred from income	1,232,764		3
4	(603)	Appropriations released			4
5	(606)	Other credits to retained earnings			5
6		TOTAL	1,232,764		6
		DEBITS			
7	(612)	Debit balance transferred from income			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 (see note 10, page 15)			11
12		Preferred stock (1)			12
13		TOTAL			13
14		Net increase (decrease) during year (line 6 minus line 13)	1,232,764		14
15		Balances at close of year (lines 1, 2 & 14)	4,216,550		15
16		Balances from line 15 (c)		N/A *	16
17	(798)	Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	4,216,550	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 \$0			21
22		Amount of assigned Federal income tax consequences			22
23		Account 606 \$ None			23
		Account 616 \$ None			

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

* Respondent maintains equity accounting for affiliates by recording transactions into the books of accounts. Therefore, a separate retained earnings memorandum account for the financial reporting of the equity portion is not maintained

240. STATEMENT OF CASH FLOWS

(Dollars in Thousands)

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

CASH FLOWS FROM OPERATING ACTIVITIES

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

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No
10		Income from continuing operations	1,232,764	1,087,273	10

ADJUSTMENTS TO RECONCILE INCOME FROM CONTINUING OPERATIONS TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No
11		Loss (gain) on sale or disposal of tangible property and investments	(19,761)	(11,391)	11
12		Depreciation and amortization expenses	790,165	828,302	12
13		Increase (decrease) in provision for deferred income taxes	40,315	(44,843)	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	33,594	66,587	14
15		Decrease (increase) in accounts receivable	(46,660)	(8,274)	15
16		Decrease (increase) in materials and supplies, and other current assets	(51,994)	11,216	16
17		Increase (decrease) in current liabilities other than debt	2,893	(53,460)	17
18		Increase (decrease) in other-net	(106,984)	159,218	18
19		Net cash provided from continuing operations (Lines 10-18)	1,874,332	2,034,628	19
20		Add (subtract) cash generated (paid) by reason of discontinued operations and extraordinary items	-	-	20
21		NET CASH PROVIDED FROM OPERATING ACTIVITIES (Lines 19 & 20)	1,874,332	2,034,628	21

CASH FLOWS FROM INVESTING ACTIVITIES

Line No	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No
22		Proceeds from sale of property and other transactions	51,479	42,132	22
23		Capital expenditures	(1,177,346)	(1,023,756)	23
24		Net change in temporary cash investments not qualifying as cash equivalents	576,329	(765,348)	24
25		Proceeds from sale/repayment of investment and advances	1,598,011	1,676,086	25
26		Purchase price of long-term investment and advances	(1,793,394)	(1,793,305)	26
27		Net decrease (increase) in sinking and other special funds	170,605	(34,855)	27
28		Other-net	-	-	28
29		NET CASH USED IN INVESTING ACTIVITIES (Lines 22-28)	(574,316)	(1,899,046)	29

(Continued on next page)

240. STATEMENT OF CASH FLOWS (Concluded)
(Dollars in Thousands)

CASH FLOWS FROM FINANCING ACTIVITIES

Line No	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
30		Proceeds from issuance of long-term debt	-	101,230	30
31		Principal payments of long-term debt	(117,102)	(237,769)	31
32		Redemption of minority interest	-	-	32
33		Other paid-in capital	6,395	190,019	33
34		Advances from NS	42,281	24,154	34
35		Advances and repayments to NS	(1,028,260)	(407,777)	35
36		NET CASH FROM FINANCING ACTIVITIES (Lines 30-35)	(1,096,686)	(330,143)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS -25015 (Lines 21, 29 & 36)	203,330	(194,561)	37
38		Cash and cash equivalents at beginning of the year	254,207	448,768	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (Lines 37 & 38)	457,537	254,207	39
Footnotes to Schedule 240					
Cash paid during the year for					
40		Interest (net of amount capitalized)*	122,616	96,680	40
41		Income taxes (net)*	527,146	220,506	41

*Only applies if indirect method is adopted

NOTES AND REMARKS

245. WORKING CAPITAL
(Dollars in Thousands)

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

Line No.	Item (a)	Source No	Amount (b)	Line No
CURRENT OPERATING ASSETS				
1	Interline and Other Balances (705)	Schedule 200, line 5, column b	350	1
2	Customers (706)	Schedule 200, line 6, column b	47,909	2
3	Other (707)	Note A	49,110	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	✓ 97,369	4
OPERATING REVENUE				
5	Railway Operating Revenue	Schedule 210, line 13, column b	9,407,242	5
6	Rent Income	Note B	261,542	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	9,668,784	7
8	Average Daily Operating Revenues	Line 7 ÷ 360 days	26,858	8
9	Current Operating Assets	Line 4 ÷ line 8	4	9
10	Revenue Delay Days Plus Buffer	Lines 9 + 15 days	19	10
CURRENT OPERATING LIABILITIES				
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	878	11
12	Audited Accounts and Wages Payable (753)	Note A	30,726	12
13	Accounts Payable-Other (754)	Note A	15,605	13
14	Other Taxes Accrued (761.5)	Note A	180,350	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	227,559	15
OPERATING EXPENSES				
16	Railway Operating Expenses	Schedule 210, line 14, column b	7,056,845	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	787,262	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	6,531,125	18
19	Average Daily Expenditures	Line 18 ÷ 360 days	18,142	19
20	Operating Liabilities	Line 15 ÷ line 19	13	20
21	Days of Working Capital Required	Line 10 - line 20 (Note C)	6	21
22	Cash Working Capital Required	Line 21 x line 19	108,852	22
23	Cash and Temporary Cash Balance	Schedule 200, line 1 + line 2, column b	848,596	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	108,852	24
MATERIALS AND SUPPLIES				
25	Total Material and Supplies (712)	Note A	150,953	25
26	Scrap and Obsolete Material included in Acct. 712	Note A		26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	150,953	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	259,805	28

Notes (A) Use common carrier portion only Common carrier refers to railway transportation service

(B) Rent Income is the sum of Schedule 410, column h, lines 121, 122, 123, 127, 128, 129, 133, 134, 135, 208, 210, 212, 227, 229, 231, 312, 314, and 316 Rent income is added to railway operating revenues to produce total revenues. Rent income is also added to total operating expenses to exclude the rent revenue items from operating expense.

(C) If result is negative, use zero

NOTES AND REMARKS

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310 AND 310A

1. Schedule 310 should give particulars of stocks, bonds, and other secured obligations, unsecured notes, and investment advances of affiliated companies held by respondent at the close of the 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 investment by accounts in numerical order:
 - (A) Stocks
 - (1) Carriers-active
 - (2) Carriers-inactive
 - (3) Noncarriers-active
 - (4) Noncarriers-inactive
 - (B) Bonds (including US 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 those provided for class (A).
4. The kinds of industry represented by respondent's investments in the securities of other companies should be shown by symbol opposite the names of the issuing corporations. The symbols and industrial classifications are 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 services 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 purposes of these schedules, include telephone companies, telegraph companies, mining companies, manufacturing companies, hotel companies, etc. Purely holding companies are to be classified as noncarrier companies, even though the securities held by such companies are largely or entirely 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 account 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 Surface Transportation Board 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 obligation in support of which any security is pledged, mortgaged, or otherwise encumbered, giving names and other important particulars of such obligations in footnotes

4. Give totals for each class and for each subclass and a grand total for each account

5. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially ____ to ____". Abbreviations in common use in standard financial publications may be used to conserve space.

Line No.	Account No	Class No	Kind of industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of Control	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	721	A-1	VII	Belt Railway Company of Chicago (1)	25 00	1
2				Kansas City Terminal Rwy. (2)	8.33	2
3				Peoria and Pekin Union Rwy. (3)	40 64	3
4				Winston-Salem Southbound Rwy Co (4)	50.00	4
5				Terminal Railroad Association of St. Louis (5)	14 29	5
6				TTX Co. (formerly Trailer-Train Co.) (6)	19 59	6
7				Algers Winslow & Western Rwy Co (7)	50 00	7
8				Augusta & Summerville RR Co. (8)	50 00	8
9				Central Transfer Rwy. and Storage Co. (9)	50.00	9
10				North Charleston Terminal Co. (10)	33.33	10
11				Woodstock & Blockton Ry (11)	50 00	11
12				Chatham Terminal Co. (12)	50 00	12
13				Beaver Street Tower Co (13)	25 00	13
14				Iowa Transfer Ry Co. (14)	25.00	14
15				Mendian Speedway, LLC (15)	10 00	15
16						16
17				Total A-1		17
18						18
19						19
20						20
21						21
22		A-3	X	Norfolk Southern Corp (16)		22
23				Total A-3		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

(1) Controlled jointly-other RRs own 75%

(2) Controlled jointly-other RRs own 91.67%

(3) Controlled jointly-other RRs own 59.36%

(4) CSX Transp., Inc. owns 50%

(5) Controlled jointly-other RRs own 85.71%

(6) Controlled jointly-other RRs own 80.41%

(7) Lexington Coal Co. owns 50%

(8) CSX Transp., Inc. owns 50%

(9) CSX Transp., Inc. owns 50%

(10) CSX Transp., Inc. owns 66.67%

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES-Continued

(Dollars in Thousands)

6. If any of the companies 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
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	173			173		20		1
2	*			*				2
3	157			157				3
4	623			623				4
5	330			330				5
6	309			309				6
7	85			85				7
8	28			28				8
9	19			19				9
10	35			35				10
11	120			120				11
12	19			19				12
13	*			*				13
14	16			16				14
15		100,000		100,000				15
16								16
17	1,914	100,000		101,914		20		17
18								18
19								19
20								20
21								21
22	933,949	113,649	2,540	1,045,058				22
23	933,949	113,649	2,540	1,045,058				23
24								24
25								25
26								26
27								27
28								28
29								29
30								30
31			Line 22, column g, represents the unrealized market gain (FAS115)					31
32			Line 22, column h, represents stock donations					32
33								33
34								34
35								35
36			* Carrying value is zero					36
37								37
38								38

(11) CSX Transp., Inc owns 50%

(14) BN owns 25%, UP owns 25%, and Iowa Interstate owns 25%

(12) CSX Transp , Inc owns 50%

(15) KCS owns 90% of this LLC

(13) CSX Transp , Inc. owns 50% and FEC owns 25%

(16) Line 23, col. (g) see note 8, page 14

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

Line No	Account No	Class No	Kind of industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of Control	Line No
	(a)	(b)	(c)	(d)	(e)	
1	721	E-1	VII	Akron Barberton Belt Rwy		1
2				Kansas City Terminal Rwy		2
3				Terminal Railroad Association of St. Louis		3
4				Central Transfer Ry & Storage Co.		4
5				North Charleston Terminal Co.		5
6				Chatham Terminal Co.		6
7				Beaver St. Tower Co		7
8				Woodstock & Blocton Ry		8
9						9
10						10
11						11
12				Total E-1		12
13						13
14		E-3	X	Norfolk Southern Corporation		14
15			X	Other (principally long-term investments in certificates of deposit)		15
16			VI	Southern Region Industrial Realty, Inc		16
17						17
18				Total E-3		18
19						19
20						20
21						21
22						22
23						23
24						24
25						25
26				Total 721		26
27						27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38						38
39						39
40						40

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES-Concluded

(Dollars in Thousands)

Line No	Opening balance	Investments and advances			Disposed of profit (loss)	Adjustments Account 721 5	Dividends or interest credited to income	Line No.
		Additions	Deductions (if other than sale, explain)	Closing balance				
	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
1	114			114				1
2	3,133			3,133				2
3	170			170				3
4	25			25				4
5	1,089			1,089				5
6	5			5				6
7	5			5				7
8	10			10				8
9								9
10								10
11								11
12	4,551			4,551				12
13								13
14	39,731			39,731				14
15	6,232	276		6,508				15
16	383			383				16
17								17
18	46,346	276		46,622				18
19								19
20								20
21								21
22	986,760	213,925	2,540	1,198,145		20		22
23								23
24				(20)	721 5 Total			24
25				338,605	Sch 310A Total			25
26				1,536,730				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

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 terms; 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**Reconciliation of Depreciation Expense to Schedule 410****Road (Column (c))**

523,345	Schedule 410, Lines 136 - 138, Column (h)
2,912	Shop Machinery Schedule 335, Line 26, column(c)
5,526	Depreciation capitalized
<u>531,783</u>	Total
512,596	Schedule 335, Line 30, Column (c)
179	Schedule 339, Line 41, Column (c)
19,008	Schedule 342, Line 30, Column (c)
<u>531,783</u>	Total

Equipment (Column (c))

263,917	Schedule 410, Sum of lines 213,232,317, Column (h)
(2,912)	Shop Machinery
-	Other
<u>261,005</u>	Total
260,642	Schedule 335, Line 40, Column (c)
363	Schedule 342, Line 40, Column (c)
<u>261,005</u>	

Schedule 342 (Column (c))

19,008	Road
363	Equipment
<u>19,371</u>	Schedule 342, Line 41

Reconciliation of Accumulated Depreciation and Amortization to Schedule 200

7,087,750	Schedule 335, Line 41, Column (g)
194,863	Schedule 342, Line 41, Column (g)
<u>7,282,613</u>	
<u>7,282,613</u>	Schedule 200, Line 27, Column (b)

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

Line No	Cross Check	Account (a)	Balance at beginning of year (b)*	Expenditures during the year for original road and equipment, and road extensions (c)	Expenditures during the year for purchase of existing lines, reorganizations, etc (d)	Line No.
1		(2) Land for transportation purpose	1,974,932			1
2		(3) Grading	2,906,839			2
3		(4) Other, right-of-way expenditures	7,739			3
4		(5) Tunnels and subways	259,491			4
5		(6) Bridges, trestles, and culverts	2,110,954			5
6		(7) Elevated structures	40,736			6
7		(8) Ties	3,005,203			7
8		(9) Rail and other track material	4,331,875			8
9		(11) Ballast	1,492,309			9
10		(13) Fences, snow sheds, and signs	6,878			10
11		(16) Station and office buildings	503,276			11
12		(17) Roadway buildings	48,952			12
13		(18) Water stations	44			13
14		(19) Fuel stations	35,428			14
15		(20) Shops and enginehouses	237,935			15
16		(22) Storage warehouses	4,143			16
17		(23) Wharves and docks	27			17
18		(24) Coal and ore wharves	162,516			18
19		(25) TOFC/COFC terminals	393,197			19
20		(26) Communications systems	400,045			20
21		(27) Signals and interlocker	931,622			21
22		(29) Power plants	2,787			22
23		(31) Power-transmissions systems	27,018			23
24		(35) Miscellaneous structures	15,001			24
25		(37) Roadway machines	306,538			25
26		(39) Public improvements-Construction	408,221			26
27		(44) Shop machinery	89,040			27
28		(45) Power-plant machinery	15,386			28
29		Other (specify and explain)	0			29
30		TOTAL EXPENDITURES FOR ROAD	19,748,132		0	30
31		(52) Locomotives *	3,251,981			31
32		(53) Freight-train cars	2,672,443			32
33		(54) Passenger-train cars	0			33
34		(55) Highway revenue equipment	155,643			34
35		(56) Floating equipment	0			35
36		(57) Work equipment	128,773			36
37		(58) Miscellaneous equipment	174,768			37
38		(59) Computer systems and word processing equip	313,678			38
39		TOTAL EQUIPMENT	6,697,286		0	39
40		(76) Interest during construction	0		0	40
41		(80) Other elements of investment	0		0	41
42		(90) Construction in progress	519,607		0	42
43		GRAND TOTAL	26,935,025			43

* Certain comparative amounts have been adjusted to conform to current year presentation.

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT-Continued
(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		3,069	6,798	(3,729)	1,971,203	1
2		27,097	2,568	24,529	2,931,368	2
3		821	0	821	8,560	3
4		0	0	0	259,491	4
5		47,366	7,752	39,614	2,150,568	5
6		67	0	67	40,803	6
7		206,576	62,893	143,683	3,148,886	7
8		177,470	53,349	124,121	4,455,996	8
9		89,476	25,564	63,912	1,556,221	9
10		72	6	66	6,944	10
11		46,778	5,238	41,540	544,816	11
12		542	19	523	49,475	12
13		0	0	0	44	13
14		14,181	39	14,142	49,570	14
15		15,114	11,311	3,803	241,738	15
16		0	0	0	4,143	16
17		0	0	0	27	17
18		6,155	369	5,786	168,302	18
19		57,183	3,160	54,023	447,220	19
20		17,248	1,273	15,975	416,020	20
21		58,024	1,532	56,492	988,114	21
22		0	0	0	2,787	22
23		1,488	107	1,381	28,399	23
24		40	35	5	15,006	24
25		53,632	10,245	43,387	349,925	25
26		41,172	4,449	36,723	444,944	26
27		3,944	2,509	1,435	90,475	27
28		0	0	0	15,386	28
29		0	0	0	0	29
30		867,515	199,216	668,299	20,386,431	30
31		329,815	18,001	311,814	3,563,795	31
32		41,192	56,744	(15,552)	2,656,891	32
33		0	0	0	0	33
34		8,691	10,158	(1,467)	154,176	34
35		0	0	0	0	35
36		1,962	1,950	12	128,785	36
37		14,448	16,805	(2,357)	172,411	37
38		68,564	57,645	10,919	324,597	38
39		464,672	161,303	303,369	7,000,655	39
40		0	0	0	0	40
41		0	0	0	0	41
42		(158,017)	(865)	(157,152)	362,455	42
43		1,174,170	359,654	814,516	27,749,541	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, and 36-25-00, inclusive. The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.

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

3 Show in columns (e), (f), and (g) data applicable to Lessor property, when the rent 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 other 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)		1/1 At beginning of year (e)	12/1 At close of year (f)		
	ROADWAY							
1	(3) Grading	2,841,835	2,866,855	1.05%				1
2	(4) Other, right-of-way expenditures	7,179	8,000	1.05%				2
3	(5) Tunnels and subways	259,491	259,491	0.83%				3
4	(6) Bridges, trestles, and culverts	2,070,592	2,105,924	1.03%				4
5	(7) Elevated structures*	40,736	40,802	6.71%				5
6	(8) Ties	2,841,258	2,970,255	3.13%				6
7	(9) Rail and other track material	4,051,818	4,148,319	2.50%				7
8	(11) Ballast	1,398,543	1,445,212	2.50%				8
9	(13) Fences, snow sheds, and signs	6,616	6,682	1.05%				9
10	(16) Station and office buildings	469,017	508,333	2.85%				10
11	(17) Roadway buildings	48,688	49,222	2.56%				11
12	(18) Water stations	44	44	2.33%				12
13	(19) Fuel stations	33,929	47,176	3.20%				13
14	(20) Shops and enginehouses	228,864	232,453	2.00%	NOT APPLICABLE - 5 % RULE			14
15	(22) Storage warehouses	4,143	4,143	2.49%				15
16	(23) Wharves and docks	27	27	2.86%				16
17	(24) Coal and ore wharves	162,516	168,194	2.55%				17
18	(25) TOFC/COFC terminals	369,611	420,530	3.07%				18
19	(26) Communications systems	395,518	408,039	3.84%				19
20	(27) Signals and interlocker	893,516	945,039	1.78%				20
21	(29) Power plants	2,769	2,769	3.13%				21
22	(31) Power-transmissions systems	26,230	27,548	2.50%				22
23	(35) Miscellaneous structures	13,234	13,209	2.78%				23
24	(37) Roadway machines	306,537	332,583	5.64%				24
25	(39) Public improvements-Construction	384,914	415,762	2.63%				25
26	(44) Shop machinery	88,945	90,055	3.40%				26
27	(45) Power-plant machinery	15,342	15,342	2.33%				27
28	All other road accounts	0	0	0.00%				28
29	Amortization (Adjustments)	0	0	0.00%				29
30	TOTAL ROAD	16,961,912	17,532,008	2.59%				30
	EQUIPMENT							
31	(52) Locomotives	3,247,689	3,553,423	3.57%				31
32	(53) Freight-train cars	2,666,893	2,629,874	3.29%				32
33	(54) Passenger-train cars	0	0	0.00%				33
34	(55) Highway revenue equipment	155,643	154,375	8.84%				34
35	(56) Floating equipment	0	0	0.00%				35
36	(57) Work equipment	128,544	128,548	2.32%				36
37	(58) Miscellaneous equipment	173,473	172,960	7.46%				37
38	(59) Computer systems and word processing equipment	313,679	319,192	12.98%				38
39	TOTAL EQUIPMENT	6,685,921	6,958,372	4.02%				39
40	GRAND TOTAL	23,647,833	24,490,380	3.31%				40

See Footnotes for Schedule 332 on Page 39.

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

- 1 Disclose the required information in regard to credits and debits to Account No 735, "Accumulated Depreciation, Road and Equipment Property," during the year relating to owned and used road and equipment. Include entries for depreciation of equipment owned but not used when the resulting rents are included in the "Lease Rentals - Credits - Equipment" accounts and "Other Rents - Credits - Equipment" accounts. Exclude any entries for depreciation of equipment that is used but not owned when the resulting rents are included in "Lease Rental - Debit - Equipment" account and "Other Rents - Debit - Equipment" accounts. (See Schedule 351 for the accumulated depreciation to road and equipment owned and leased to others)
- 2 If any data are included in columns (d) or (f), explain the entries in detail
- 3 A debit balance in columns (b) or (g) for any primary account should be designated "Dr "
- 4 If there is any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses, a full explanation should be given
- 5 Enter amounts representing amortization under an authorized amortization program other than for defense projects on lines 29 and 39

Line No	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
1		(3) Grading	236,354	70,050	0	2,310	0	304,094	1
2		(4) Other, right-of-way expenditures	1,184	92	0	0	0	1,276	2
3		(5) Tunnels and subways	23,077	3,301	0	0	0	26,378	3
4		(6) Bldgs, trestles, and culverts	187,716	35,500	0	8,292	0	214,924	4
5		(7) Elevated structures	38,420	334	0	0	0	38,754	5
6		(8) Ties	902,168	142,255	0	93,395	0	951,028	6
7		(9) Rail and other track material	1,073,955	118,588	0	38,029	0	1,154,514	7
8		(11) Ballast	254,257	39,684	0	25,682	0	268,259	8
9		(13) Fences, snow sheds, and signs	3,314	74	0	17	0	3,371	9
10		(16) Station and office buildings	144,925	14,471	0	(4,690)	0	164,086	10
11		(17) Roadway buildings	22,330	1,278	0	18	0	23,590	11
12		(18) Water stations	8	3	0	0	0	9	12
13		(19) Fuel stations	11,459	1,359	0	3	0	12,815	13
14		(20) Shops and enginehouses	83,024	4,678	0	11,303	0	76,399	14
15		(22) Storage warehouses	1,248	103	0	1	0	1,350	15
16		(23) Wharves and docks	18	4	0	1	0	21	16
17		(24) Coal and ore wharves	70,258	4,233	0	369	0	74,122	17
18		(25) TOFC/COFC terminals	95,991	13,506	0	2,240	0	107,257	18
19		(26) Communications systems	180,339	15,580	0	(1,091)	0	197,010	19
20		(27) Signals and interlocker	178,023	17,073	0	7,788	0	187,308	20
21		(29) Power plants	1,984	95	0	0	0	2,059	21
22		(31) Power-transmissions systems	11,217	712	0	105	0	11,824	22
23		(35) Miscellaneous structures	5,460	381	0	35	0	5,806	23
24		(37) Roadway machines	129,400	18,289	0	9,837	0	137,852	24
25		(39) Public improvements-Construction	59,334	10,847	0	3,981	0	66,200	25
26		(44) Shop machinery*	33,549	2,912	0	2,505	0	33,956	26
27		(45) Power-plant machinery	7,891	389	0	0	0	8,280	27
28		All other road accounts	0	0	0	0	0	0	28
29		Amortization (Adjustments)	77,098	(3,195)	0	0	0	73,903	29
30		TOTAL ROAD	3,833,979	512,596	0	200,130	0	4,146,445	30
31	*	(52) Locomotives	1,024,174	126,044	0	15,107	31,263	1,103,848	31
32	*	(53) Freight-train cars	1,141,247	90,043	0	34,101	0	1,197,189	32
33	*	(54) Passenger-train cars	0	0	0	0	0	0	33
34	*	(55) Highway revenue equipment	101,886	7,751	0	8,769	2,540	98,328	34
35	*	(56) Floating equipment	0	0	0	0	0	0	35
36	*	(57) Work equipment	40,147	2,938	1,582	1,579	0	43,088	36
37	*	(58) Miscellaneous equipment	80,613	13,146	0	16,663	10,755	66,341	37
38		(59) Computer systems and WP equip	225,388	36,573	0	57,237	4,683	200,041	38
39	*	Amortization Adjustments	200,664	(15,853)	47,659	0	0	232,470	39
40		TOTAL EQUIPMENT	2,819,119	260,622	49,241	133,456	49,241	2,941,305	40
41		GRAND TOTAL	6,648,098	773,238	49,241	333,586	49,241	7,087,750	41

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

339. ACCRUED LIABILITY -- LEASED PROPERTY
(Dollars in Thousands)

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

Line No	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No.
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
	ROADWAY							
1	(3) Grading							1
2	(4) Other, right-of-way expenditures							2
3	(5) Tunnels and subways							3
4	(6) Bridges, trestles, and culverts							4
5	(7) Elevated structures							5
6	(8) Ties							6
7	(9) Rail and other track material							7
8	(11) Ballast							8
9	(13) Fences, snow sheds, and signs							9
10	(16) Station and office buildings							10
11	(17) Roadway buildings							11
12	(18) Water stations							12
13	(19) Fuel stations		NOT APPLICABLE - 5 % RULE					13
14	(20) Shops and enginehouses							14
15	(22) Storage warehouses							15
16	(23) Wharves and docks							16
17	(24) Coal and ore wharves							17
18	(25) TOFC/COFC terminals							18
19	(26) Communications systems							19
20	(27) Signals and interlocker							20
21	(29) Power plants							21
22	(31) Power-transmissions systems							22
23	(35) Miscellaneous structures							23
24	(37) Roadway machines							24
25	(39) Public improvements-Construction							25
26	(44) Shop machinery*							26
27	(45) Power-plant machinery							27
28	All other road accounts							28
29	Amortization (Adjustments)							29
30	TOTAL ROAD							30
	EQUIPMENT							
31	(52) Locomotives							31
32	(53) Freight-train cars							32
33	(54) Passenger-train cars							33
34	(55) Highway revenue equipment							34
35	(56) Floating equipment							35
36	(57) Work equipment							36
37	(58) Miscellaneous equipment							37
38	(59) Computer systems and word processing equipment							38
39	Amortization Adjustments							39
40	TOTAL EQUIPMENT							40
41	GRAND TOTAL	4,666	179				4,845	41

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

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

1 Show in column (b) for each primary account the depreciation base used in computing the depreciation charges for the month of January, and in column (c) show the depreciation base used in computing the depreciation charges for the month of December, in column (d) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 40 of these columns show the composite percentage of all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. This schedule should include only improvements to leased property charges to Account 732, "Improvements on Leased Property." The composite rates used should be those prescribed or otherwise authorized by the Board, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any charges in rates were effective during the year, give full particulars in a footnote.

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

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

4 Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 41, Grand Total, should be completed.

Line No.	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No
		At beginning of year (b)	At close of year (c)		
	ROADWAY				
1	(3) Grading				1
2	(4) Other, right-of-way expenditures				2
3	(5) Tunnels and subways				3
4	(6) Bridges, trestles, and culverts				4
5	(7) Elevated structures				5
6	(8) Ties				6
7	(9) Rail and other track material				7
8	(11) Ballast				8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office buildings				10
11	(17) Roadway buildings				11
12	(18) Water stations				12
13	(19) Fuel stations				13
14	(20) Shops and enginehouses	NOT APPLICABLE - 5 % RULE			14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communications systems				19
20	(27) Signals and interlocker				20
21	(29) Power plants				21
22	(31) Power-transmissions systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements-Construction				25
26	(44) Shop machinery*				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	Amortization (adjustments)				29
30	TOTAL ROAD				30
	EQUIPMENT				
31	(52) Locomotives				31
32	(53) Freight-train cars				32
33	(54) Passenger-train cars				33
34	(55) Highway revenue equipment				34
35	(56) Floating equipment				35
36	(57) Work equipment				36
37	(58) Miscellaneous equipment				37
38	(59) Computer systems and WP equip				38
39	Amortization Adjustments				39
40	TOTAL EQUIPMENT				40
41	GRAND TOTAL	577,931	598,668	2.94%	41

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

342. ACCUMULATED DEPRECIATION – IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS
(Dollars in Thousands)

- 1 Enter the required information concerning debits and credits to Account 733, "Accumulated Depreciation – Improvements of 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 39. 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 39.
- 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)		
		ROADWAY							
1		(3) Grading							1
2		(4) Other, right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles, and culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail and other track material							7
8		(11) Ballast							8
9		(13) Fences, snow sheds, and signs							9
10		(16) Station and office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations		NOT APPLICABLE - 5 % RULE					13
14		(20) Shops and enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communications systems							19
20		(27) Signals and interlocker							20
21		(29) Power plants							21
22		(31) Power-transmissions systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-Construction							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight-train cars							31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems and WP equip							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL	178,317	19,371	0	2,825	0	194,863	39

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

NOTES AND REMARKS

SCHEDULE 332

NS whole life rates are disclosed per Column (d).

During 2004, NS discontinued depreciation accruals on \$38,166,131 of investment in ICC 7 account because the facility at Kopperston, WV was fully depreciated.

SCHEDULE 335**Column (D) Other Credits**

1,582	Adjustments of Accumulated Reserve to reflect results of the latest Depreciation Study
<u>47,659</u>	Adjustments of Accumulated Reserve to reflect results of the latest Depreciation Study
<u>49,241</u>	Total Other Credits

Column (F) Other Debits

31,263	Adjustments of Accumulated Reserve to reflect results of the latest Depreciation Study
2,540	Adjustments of Accumulated Reserve to reflect results of the latest Depreciation Study
10,755	Adjustments of Accumulated Reserve to reflect results of the latest Depreciation Study
<u>4,683</u>	Adjustments of Accumulated Reserve to reflect results of the latest Depreciation Study
<u>49,241</u>	Total Other Debits

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

- 1 This schedule is to be used in cases where the related depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00, and 32-23-00
- 2 Show in columns (b) and (c), for each primary account, the depreciation base used in computing the depreciation for the months of January and December, respectively, with respect to road and equipment owned by the respondent but leased to others, the depreciation charges for which are not included 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 Board's Office of Economic and Environmental Analysis, brought to a current date by the respondent from its Order No. 3 records and accounts, or is other than ledger value for equipment, a full explanation should be given
- 3 In column (d) show the composite rates used to compute the depreciation for the month of December and on lines 29 and 38 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account 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 accounts affected
5. Disclosures in the respective sections of this schedule may be omitted if either total road leased to others or total equipment leased to others represents less than 5% of total road owned or total equipment owned, respectively. However, Line 39, Grand Total, should be completed

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

Included in Schedule 332

351. ACCUMULATED DEPRECIATION -- ROAD AND EQUIPMENT LEASED TO OTHERS

(Dollars in Thousands)

- 1 This schedule is to be used in cases where the depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00, and 32-23-00
- 2 Disclose credits and debits to Account 735, "Accumulated Depreciation -- Road and Equipment Property," during the year relating to road and equipment leased to others, the depreciation charges for which are not includible in operating expenses of the respondent (See Schedule 330 for the reserve relating to road and equipment owned and used by the respondent)
- 3 If any entries are made for column (d) "Other credits" or column (f) "Other debits," state the facts occasioning such entries on page 39. A debit balance in columns (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."
4. Disclosures in the respective sections of this schedule may be omitted if either total road leased to others or total equipment leased 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	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)		
	ROADWAY							
1	(3) Grading							1
2	(4) Other, right-of-way expenditures							2
3	(5) Tunnels and subways							3
4	(6) Bridges, trestles, and culverts							4
5	(7) Elevated structures							5
6	(8) Ties							6
7	(9) Rail and other track material							7
8	(11) Ballast							8
9	(13) Fences, snow sheds, and signs							9
10	(16) Station and office buildings							10
11	(17) Roadway buildings							11
12	(18) Water stations							12
13	(19) Fuel stations							13
14	(20) Shops and enginehouses							14
15	(22) Storage warehouses							15
16	(23) Wharves and docks							16
17	(24) Coal and ore wharves							17
18	(25) TOFC/COFC terminals							18
19	(26) Communications systems							19
20	(27) Signals and interlocker							20
21	(29) Power plants							21
22	(31) Power-transmissions systems							22
23	(35) Miscellaneous structures							23
24	(37) Roadway machines							24
25	(39) Public improvements-Construction							25
26	(44) Shop machinery*							26
27	(45) Power-plant machinery							27
28	All other road accounts							28
29	TOTAL ROAD							29
	EQUIPMENT							
30	(52) Locomotives							30
31	(53) Freight-train cars							31
32	(54) Passenger-train cars							32
33	(55) Highway revenue equipment							33
34	(56) Floating equipment							34
35	(57) Work equipment							35
36	(58) Miscellaneous equipment							36
37	(59) Computer systems and WP equip							37
38	TOTAL EQUIPMENT							38
39	GRAND TOTAL							39

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

Included in Schedule 335

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

- 1 Disclose the investment in railway property used in transportation service at the close of the year. This investment represents the aggregate of property owned or leased by respondent and used in respondent's transportation service. Such property includes (a) investment reported in Accounts 731, "Road and Equipment Property" and 732, "Improvements on Leased Property" of 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 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 respondent.
- 2 In column (a), classify each company in this schedule as "R" for respondent, "L" for lessor railroad, "P" for inactive or proprietary company or "O" for other leased properties.
- 3 In column (a) to (e), inclusive, first show the data requested for 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 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, an explanation should be provided. Differences between amounts shown in column (d) of this schedule and column (c), line 24, on the asset side of the general balance sheet of each individual railway should be explained in a footnote. Book values included in Accounts 731 and 732 of the owner should be reported in column (d) in reference to the investment of respondent in securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6 % 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 used (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	Norfolk Southern Combined Railroad Subsidiaries	17,385	27,749,541	7,282,613	1
2						2
3	L	C & EI Railroad Company	2	0		3
4	L	Cincinnati Southern Railway	335	53,089		4
5	L	Pittsburgh & West Virginia Railroad	121	49,837	20,518	5
6	L	P & WV Subleased to Wheeling & Lake Erie	(121)	(49,837)	(20,518)	6
7		SUB-TOTAL	337	53,089	0	7
8						8
9	O	Baltimore & Ohio Railroad		53		9
10	O	Carolina Aluminum Company	11	674		10
11	O	Central Transfer & Storage		12		11
12	O	Chicago & Illinois Midland Railway Company	10	13		12
13	O	Georgia Railroad & Banking Company		2		13
14		SUB-TOTAL	21	754	0	14
15						15
16		Less Lines Leased to or Operated by Others				16
17	R	Aberdeen Carolina Western	104	14,907		17
18	R	Adrenne Blissfield Railroad	2	246		18
19	R	Athens Lines LLC	38	6,223		19
20	R	BN Railroad	27	2,864		20
21	R	C & NC Railroad	22	2,477		21
22	R	C S X, Corp	20	2,893		22
23	R	Carolina Coastal Railway	17	2,457		23
24	R	Central New York Railroad	123	63,694		24
25	R	Central Railroad Company of Indianapolis	38	5,862		25

352A INVESTMENT IN RAILROAD PROPERTY USED IN TRANSPORTATION SERVICE (By Company) - Continued						
Line No	Class (See Ins 2) (a)	Name of company (b)	Miles of road used (See Ins 4) (whole number) (c)	Investments in property (See Ins 5) (d)	Depreciation & amortization of defense projects (See Ins 6) (e)	Line No
26	R	Chattanooga Chickamauga Railway	19	2,163		26
27	R	Chesapeake & Albemarle Railway	77	10,211		27
28	R	Commonwealth Railway Company	13	1,345		28
29	R	East Chattanooga Belt Railway	4	604		29
30	R	Eastern Shore Railroad	5	558		30
31	R	Georgia & Florida Railway Company	58	7,559		31
32	R	Georgia Southwestern Railway	50	5,497		32
33	R	Great Walton Railroad Company	27	3,453		33
34	R	Iowa Interstate	14	1,496		34
35	R	Metra	33	3,540		35
36	R	Ogeechee Railway	57	7,778		36
37	R	R J Corman Co - Western Ohio Line	16	1,754		37
38	R	Railtex	72	10,675		38
39	R	South Carolina Central Railroad	79	10,379		39
40	R	West Tennessee Railway Company	138	19,958		40
41	R	Western New York & Pennsylvania Railroad Company	45	20,774		41
42		Yadkin Valley Railroad	93	8,776		42
43		SUB-TOTAL	1,191	218,143	0	43
44						44
45						45
46						46
47						47
48						48
49						49
50						50
51						51
52						52
53						53
54						54
55						55
56						56
57						57
58						58
59						59
60						60
61						61
62						62
63						63
64						64
65						65
66						66
67						67
68						68
69						69
70						70
71						71
72						72
73						73
74						74
75		TOTAL	16,552	27,585,241	7,282,613	75

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

1. In column (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 should correspond with the amounts for each class of company and property shown in Schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in this schedule.
3. Report on line 29 amounts representing capitalization or rentals for leased property based on 6% per year where property is not classified by accounts by noncarrier owners, or where cost of property leased from other carriers is not ascertainable. Identify noncarrier owners, and briefly explain on page 39 the methods of estimating value of property of noncarriers or property of other carriers.
4. Report on line 30 amounts not included in the accounts shown, or in line 29. The items reported should be briefly identified and explained. Also include here those items after permission is obtained from the Board for exceptions to prescribed accounting. Reference to such authority should be made when explaining amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Board.

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 purpose	1,943,328	5,493		1	1
2		(3) Grading	2,903,323	21,826		12	2
3		(4) Other, right-of-way expenditures	8,559	137		0	3
4		(5) Tunnels and subways	259,491	5,574		0	4
5		(6) Bridges, trestles, and culverts	2,142,978	10,687		71	5
6		(7) Elevated structures	40,803	0		0	6
7		(8) Ties	3,089,401	1,174		225	7
8		(9) Rail and other track material	4,391,949	5,884		337	8
9		(11) Ballast	1,527,550	2,156		97	9
10		(13) Fences, snow sheds, and signs	6,890	181		0	10
11		(16) Station and office buildings	544,105	1,288		0	11
12		(17) Roadway buildings	49,459	71		0	12
13		(18) Water stations	43	24		0	13
14		(19) Fuel stations	49,566	70		0	14
15		(20) Shops and enginehouses	241,687	47		0	15
16		(22) Storage warehouses	4,143	0		0	16
17		(23) Wharves and docks	27	0		0	17
18		(24) Coal and ore wharves	168,302	0		0	18
19		(25) TOFC/COFC terminals	447,220	0		0	19
20		(26) Communications systems	415,707	204		5	20
21		(27) Signals and interlocker	987,101	666		3	21
22		(29) Power plants	2,787	0		0	22
23		(31) Power-transmissions systems	28,398	0		0	23
24		(35) Miscellaneous structures	15,003	6		0	24
25		(37) Roadway machines	349,925	0		0	25
26		(39) Public improvements-Construction	444,682	1,445		3	26
27		(44) Shop machinery*	90,475	19		0	27
28		(45) Power-plant machinery	15,386	8		0	28
29		Leased property capitalized rentals (explain)	0	0		0	29
30		Other (specify and explain) Accts. 1 & 77	0	3,658		0	30
31		TOTAL EXPENDITURES FOR ROAD	20,168,288	60,618	0	754	31
32		(52) Locomotives	3,563,795	0		0	32
33		(53) Freight-train cars	2,656,891	0		0	33
34		(54) Passenger-train cars	0	0		0	34
35		(55) Highway revenue equipment	154,176	0		0	35
36		(56) Floating equipment	0	0		0	36
37		(57) Work equipment	128,785	0		0	37
38		(58) Miscellaneous equipment	172,411	0		0	38
39		(59) Computer systems and word processing equip	324,597	0		0	39
40		TOTAL EQUIPMENT	7,000,655	0	0	0	40
41		(76) Interest during construction	0	2,580		0	41
42		(80) Other elements of investment	0	(10,109)		0	42
43		(90) Construction in progress	362,455	0		0	43
44		GRAND TOTAL	27,531,398	53,089	0	754	44

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

Cross Checks

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

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 rule governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	FREIGHT					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		WAY AND STRUCTURES ADMINISTRATION	\$	\$	\$	\$	\$	\$	\$	
1		Track	1,464	1,392	1,433	3,010	7,299		7,299	1
2		Bridge and Building	75	245	1,500	535	2,355		2,355	2
3		Signal	84	332	559	817	1,792		1,792	3
4		Communication	1	79	1,967	511	2,558		2,558	4
5		Other	1,645			2	1,647		1,647	5
		TOTAL ADMINISTRATION	3,269	2,048	5,459	4,875	15,651		15,651	
		REPAIR AND MAINTENANCE:								
6		Roadway - Running	21,558	289	30,380	1	52,228		52,228	6
7		Roadway - Switching	1,499	9	474		1,982		1,982	7
8		Tunnels and Subways - Running	12				12		12	8
9		Tunnels and Subways - Switching	1				1		1	9
10		Bridges and Culverts - Running	16,518	1,529	8,099	3,486	29,632		29,632	10
11		Bridges and Culverts - Switching	832	112	380	177	1,501		1,501	11
12		Ties - Running	4,709	2,478	335	2	7,524		7,524	12
13		Ties - Switching	259	171			430		430	13
14		Rail and Other Track Material - Running	53,870	13,442	19,640	12,821	99,773		99,773	14
15		Rail and Other Track Material - Switching	3,298	977	1,025	629	5,929		5,929	15
16		Ballast - Running	4,913	336	2,116		7,365		7,365	16
17		Ballast - Switching	327	35	147		509		509	17
18		Road Property Damaged - Running	3,333	5,552	3,213	62	12,160		12,160	18
19		Road Property Damaged - Switching								19
20		Road Property Damaged - Other	8	4		1	13		13	20
21		Signals and Interlockers - Running	22,067	12,999	3,874	1,446	40,386		40,386	21
22		Signals and Interlockers - Switching	1,302	194	2	35	1,533		1,533	22
23		Communications Systems	5,673	2,448	16,104	134	24,359		24,359	23
24		Power Systems	813	91	16		920		920	24
25		Highway Grade Crossings- Running	310	1,524	2,677	600	5,111		5,111	25
26		Highway Grade Crossings- Switching		27	121		148		148	26
27		Station and Office Buildings	1,195	1,416	7,752	2	10,365		10,365	27
28		Shop Buildings - Locomotives	2,851	2,563	2,971		8,385		8,385	28
29		Shop Buildings - Freight Cars	408	1,012	2,269		3,689	N/A	3,689	29
30		Shop Buildings - Other Equipment		53	24		77		77	30

410 RAILWAY OPERATING EXPENSES - Continued
(Dollars in Thousands)

Line No	Cross Check	Name of railway operating expense account (a)	FREIGHT					Passenger (g)	Total (h)	Line No	
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)				
101		REPAIR AND MAINTENANCE - Continued	6		2		8			8	101
102		Locomotive Servicing Facilities	673	756	905		2,334			2,334	102
103		Miscellaneous Buildings and Structures	1,623	1,250	1,294	4	4,171	N/A		4,171	103
104		Coal Terminals						N/A			104
105		Ore Terminals						N/A			105
106		Other Marine Terminals						N/A			106
107		TOFC/COFC Terminals	295	4,252	6,324		10,871	N/A		10,871	107
108		Motor Vehicle Loading and Distribution Facilities			1,127		1,127	N/A		1,127	108
109		Facilities for Other Specialized Service Operations	3	772	1,595	43	2,413	N/A		2,413	109
110		Roadway Machines	9,330	15,746	2,673	743	28,492			28,492	110
111		Small Tools and Supplies		24,361	1,345		25,706			25,706	111
112		Snow Removal	398	584	852		1,834			1,834	112
113		Fringe Benefits - Running	N/A	N/A	N/A	81,496	81,496			81,496	113
114		Fringe Benefits - Switching	N/A	N/A	N/A	2,908	2,908			2,908	114
115		Fringe Benefits - Other	N/A	N/A	N/A	5,953	5,953			5,953	115
116		Casualties and Insurance - Running	N/A	N/A	N/A	27,425	27,425			27,425	116
117		Casualties and Insurance - Switching	N/A	N/A	N/A	1,814	1,814			1,814	117
118	*	Casualties and Insurance - Other	N/A	N/A	N/A	4,471	4,471			4,471	118
119	*	Lease Rentals - Debit- Running	N/A	N/A	34,473	N/A	34,473			34,473	119
120	*	Lease Rentals - Debit - Switching	N/A	N/A	125,908	N/A	125,908			125,908	120
121	*	Lease Rentals - Debit - Other	N/A	N/A	26,582	N/A	26,582			26,582	121
122	*	Lease Rentals - (Credit) - Running	N/A	N/A	(7,292)	N/A	(7,292)			(7,292)	122
123	*	Lease Rentals - (Credit) - Switching	N/A	N/A		N/A					123
124	*	Lease Rentals - (Credit) - Other	N/A	N/A		N/A					124
125		Joint Facility Rent - Debit - Running	N/A	N/A	6,187	N/A	6,187			6,187	125
126		Joint Facility Rent - Debit - Switching	N/A	N/A	1,811	N/A	1,811			1,811	126
127	*	Joint Facility Rent - Debit - Other	N/A	N/A	135	N/A	135			135	127
128	*	Joint Facility Rent - (Credit) - Running	N/A	N/A	(9,085)	N/A	(9,085)			(9,085)	128
129	*	Joint Facility Rent - (Credit) - Switching	N/A	N/A	(953)	N/A	(953)			(953)	129
130	*	Joint Facility Rent - (Credit) - Other	N/A	N/A	(59)	N/A	(59)			(59)	130
131	*	Other Rents - Debit-Running	N/A	N/A	1,715	N/A	1,715			1,715	131
132	*	Other Rents - Debit -Switching	N/A	N/A	8	N/A	8			8	132
133	*	Other Rents - Debit -Other	N/A	N/A	2,498	N/A	2,498			2,498	133
134	*	Other Rents - (Credit) -Running	N/A	N/A		N/A					134
135	*	Other Rents - (Credit) -Switching	N/A	N/A		N/A					135
	*	Other Rents - (Credit) -Other	N/A	N/A	(121)	N/A	(121)			(121)	135

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

Line No	Cross Check	Name of railway operating expense account (a)	FREIGHT					Passenger (g)	Total (h)	Line No
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
REPAIR AND MAINTENANCE - Continued:										
136	*	Depreciation - Running	N/A	N/A	N/A	290,896	290,896		290,896	136
137	*	Depreciation - Switching	N/A	N/A	N/A	25,589	25,589		25,589	137
138	*	Depreciation - Other	N/A	N/A	N/A	206,860	206,860		206,860	138
139		Joint Facility - Debit - Running	N/A	N/A	47,988	N/A	47,988		47,988	139
140		Joint Facility - Debit - Switching	N/A	N/A	6,042	N/A	6,042		6,042	140
141		Joint Facility - Debit - Other	N/A	N/A	1,073	N/A	1,073		1,073	141
142		Joint Facility - (Credit) - Running	N/A	N/A	(35,185)	N/A	(35,185)		(35,185)	142
143		Joint Facility - (Credit) - Switching	N/A	N/A	(2,914)	N/A	(2,914)		(2,914)	143
144		Joint Facility - (Credit) - Other	N/A	N/A	(254)	N/A	(254)		(254)	144
145		Dismantling Retired Road Property - Running								145
146		Dismantling Retired Road Property - Switching								146
147		Dismantling Retired Road Property - Other								147
148		Other - Running	2,896	1		1,387	4,284		4,284	148
149		Other - Switching		3	20		23		23	149
150		Other - Other		25			25		25	150
		TOTAL REPAIR AND MAINTENANCE	160,980	95,011	316,313	668,985	1,241,289		1,241,289	
151		TOTAL WAY AND STRUCTURES	164,249	97,059	321,772	673,860	1,256,940		1,256,940	151
EQUIPMENT:										
LOCOMOTIVES										
201		Administration	6,698	377	1,239	1,136	9,450		9,450	201
202	*	Repair and Maintenance	79,192	142,541	10,510	128	232,371		232,371	202
203	*	Machinery Repair	3,123	2,371	715		6,209		6,209	203
204		Equipment Damaged	408	236			644		644	204
205		Fringe Benefits	N/A	N/A	N/A	32,872	32,872		32,872	205
206		Other Casualties and Insurance	N/A	N/A	N/A	29,224	29,224		29,224	206
207	*	Lease Rentals - Debit	N/A	N/A	23,528	N/A	23,528		23,528	207
208	*	Lease Rentals - (Credit)	N/A	N/A	(6,395)	N/A	(6,395)		(6,395)	208
209		Joint Facility Rent - Debit	N/A	N/A	30	N/A	30		30	209
210	*	Joint Facility Rent - (Credit)	N/A	N/A		N/A				210
211	*	Other Rents - Debit	N/A	N/A	725	N/A	725		725	211
212	*	Other Rents - (Credit)	N/A	N/A	(42)	N/A	(42)		(42)	212
213	*	Depreciation	N/A	N/A		122,777	122,777		122,777	213
214		Joint Facility - Debit	N/A	N/A	187	N/A	187		187	214
215		Joint Facility - (Credit)	N/A	N/A	(8)	N/A	(8)		(8)	215
216	*	Repairs Billed to Others - (Credit)	N/A	N/A	(1,959)	N/A	(1,959)		(1,959)	216
217		Dismantling Retired Property								217

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

Line No	Cross Check	Name of railway operating expense account (a)	FREIGHT					Passenger (g)	Total (h)	Line No
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
218		LOCOMOTIVES - Continued:								
219		Other	5,605	9		2	5,616		5,616	218
		TOTAL LOCOMOTIVES	95,026	145,534	28,530	186,139	455,229		455,229	219
220		FREIGHT CARS								
221	*	Administration	3,300	1,472	1,932	1,504	8,208	N/A	8,208	220
222	*	Repair and Maintenance	47,103	63,992	72,585	280	183,960	N/A	183,960	221
223	*	Machinery Repair	651	1,244	2,630		4,525	N/A	4,525	222
224		Equipment Damaged	1,653	8,071			9,724	N/A	9,724	223
225		Fringe Benefits	N/A	N/A	N/A	18,146	18,146	N/A	18,146	224
226	*	Other Casualties and Insurance	N/A	N/A	N/A	17,688	17,688	N/A	17,688	225
227	*	Lease Rentals - Debit	N/A	N/A	77,379	N/A	77,379	N/A	77,379	226
228	*	Lease Rentals - (Credit)	N/A	N/A	(7,579)	N/A	(7,579)	N/A	(7,579)	227
229	*	Joint Facility Rent - Debit	N/A	N/A	25	N/A	25	N/A	25	228
230	*	Joint Facility Rent - (Credit)	N/A	N/A		N/A		N/A		229
231	*	Other Rents - Debit	N/A	N/A	489,613	N/A	489,613	N/A	489,613	230
232	*	Other Rents - (Credit)	N/A	N/A	(209,851)	N/A	(209,851)	N/A	(209,851)	231
233	*	Depreciation	N/A	N/A	N/A	85,490	85,490	N/A	85,490	232
234		Joint Facility - Debit	N/A	N/A	201	N/A	201	N/A	201	233
235	*	Joint Facility - (Credit)	N/A	N/A	(2)	N/A	(2)	N/A	(2)	234
236		Repairs Billed to Others - (Credit)	N/A	N/A	(49,548)	N/A	(49,548)	N/A	(49,548)	235
237		Dismantling Retired Property	6,466	16,208			22,801	N/A	22,801	236
238		Other	59,173	90,987	377,385	123,235	650,780	N/A	650,780	237
		TOTAL FREIGHT CARS								238
301		OTHER EQUIPMENT								
302	*	Administration		495	256	2,077	2,828		2,828	301
303	*	Repair and Maintenance								
304	*	Trucks, Trailers and Containers - Revenue Service		1,961	55,647	65	57,673	N/A	57,673	302
305	*	Floating Equipment - Revenue Service			2		2	N/A	2	303
306	*	Passenger and Other Revenue Equipment								304
307	*	Computer Systems and Word Processing Equipment		867	36,628		37,495		37,495	305
308	*	Machinery	183	176	26		385		385	306
309	*	Work and Other Non-Revenue Equipment	1,132	2,133	15,807	25	19,097		19,097	307
310		Machinery								308
311	*	Fringe Benefits	N/A	N/A		2,481	2,481		2,481	309
		Other Casualties and Insurance	N/A	N/A		1,601	1,601		1,601	310
		Lease Rentals - Debit	N/A	N/A	42,562	N/A	42,562		42,562	311

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

Line No.	Cross Check	Name of railway operating expense account (a)	FREIGHT					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
312	*	OTHER EQUIPMENT - Continued:								
313		Lease Rentals - (Credit)	N/A	N/A	(69)	N/A	(69)		(69)	312
314	*	Joint Facility Rent - Debit	N/A	N/A	25	N/A	25		25	313
315	*	Joint Facility Rent - (Credit)	N/A	N/A	(36)	N/A	(36)		(36)	314
316	*	Other Rents - Debit	N/A	N/A	24,551	N/A	24,551		24,551	315
317	*	Other Rents - (Credit)	N/A	N/A	(20,060)	N/A	(20,060)		(20,060)	316
318		Depreciation	N/A	N/A	N/A	55,650	55,650		55,650	317
319		Joint Facility - Debit	N/A	N/A	137	N/A	137		137	318
320	*	Joint Facility - (Credit)	N/A	N/A	(58)	N/A	(58)		(58)	319
321		Repairs Billed to Others - (Credit)	N/A	N/A	(4,978)	N/A	(4,978)		(4,978)	320
322		Dismantling Retired Property								321
323		Other								322
324		TOTAL OTHER EQUIPMENT	1,315	5,632	150,440	61,899	219,286		219,286	323
		TOTAL EQUIPMENT	155,514	242,153	556,355	371,273	1,325,295		1,325,295	324
401		TRANSPORTATION								
402		TRAIN OPERATIONS								
403		Administration	8,664	4,172	7,805	9,074	29,715		29,715	401
404		Engine Crews	347,101	56	20,644	16,032	383,833		383,833	402
405		Train Crews	277,504	1,870	16,192	12,733	308,299		308,299	403
406		Dispatching Trains	34,383	17		81	34,481		34,481	404
407		Operating Signals and Interlockers	23,191	277	39	348	23,855		23,855	405
408		Operating Drawbridges	4,118	3		7	4,128		4,128	406
409	*	Highway Crossing Protection	21	27	4,777		4,825		4,825	407
410		Train Inspection and Lubrication	58,055	272	17		58,344		58,344	408
411		Locomotive Fuel		912,277			912,277		912,277	409
412		Electric Power Purchased or Produced for Motive Power								410
413		Servicing Locomotives	19,568	10,102	4,183		33,853		33,853	411
414		Freight Lost or Damaged - Solely Related		N/A	N/A					412
415		Clearing Wrecks	85	63	10,029		10,177		10,177	413
416		Fringe Benefits		N/A	N/A	276,665	276,665		276,665	414
417		Other Casualties and Insurance	N/A	N/A	N/A	62,941	62,941		62,941	415
418		Joint Facility - Debit	N/A	N/A	2,503	N/A	2,503		2,503	416
419		Joint Facility - (Credit)	N/A	N/A	(994)	N/A	(994)		(994)	417
		Other	1,268	11	76,502	1,756	79,537		79,537	418
		TOTAL TRAIN OPERATIONS	773,958	929,147	141,697	379,637	2,224,439		2,224,439	419

410 RAILWAY OPERATING EXPENSES - Continued
(Dollars in Thousands)

Line No	Cross Check	Name of railway operating expense account (a)	FREIGHT					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		YARD OPERATIONS								
420		Administration	726	393	1,190	1,173	3,482		3,482	420
421		Switch Crews	200,762	907	18,638	709	221,016		221,016	421
422		Controlling Operations	31,865		1		31,866		31,866	422
423		Yard and Terminal Clerical	9,013	6,172	5,266	853	21,304		21,304	423
424		Operating Switches, Signals, Retarders and Humps	1	839	30		870		870	424
425		Locomotive Fuel		64,282			64,282		64,282	425
426		Electric Power Purchased or Produced for Motive Power								426
427		Servicing Locomotives	664				664		664	427
428		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A					428
429		Clearing Wrecks	75		4		79		79	429
430		Fringe Benefits		N/A	N/A	92,600	92,600		92,600	430
431		Other Casualties and Insurance		N/A	N/A	21,406	21,406		21,406	431
432		Joint Facility - Debit	N/A	N/A	10,350	N/A	10,350		10,350	432
433		Joint Facility - (Credit)	N/A	N/A	(886)	N/A	(886)		(886)	433
434		Other			43	6	49		49	434
435		TOTAL YARD OPERATIONS	243,106	72,593	34,636	116,747	467,082		467,082	435
		TRAIN AND YARD OPERATIONS COMMON.								
501		Cleaning Car Interiors	365	1	2,123	N/A	2,489		2,489	501
502		Adjusting and Transferring Loads	44	12	456	N/A	512	N/A	512	502
503		Car Loading Devices and Grain Doors	1			N/A	1	N/A	1	503
504		Freight Lost or Damaged - All Other		N/A	N/A	41,481	41,481		41,481	504
505		Fringe Benefits		N/A	N/A	200	200		200	505
506		TOTAL TRAIN AND YARD OPERATIONS COMMON	410	13	2,579	41,681	44,683		44,683	506
		SPECIALIZED SERVICES OPERATIONS								
507	*	Administration	24,656	1,681	11,472	3,527	41,336	N/A	41,336	507
508	*	Pickup and Delivery and Manne Line Haul	7,098	1	185,328	152	192,579	N/A	192,579	508
509	*	Loading and Unloading and Local Marine	6,219	7,950	262,556	40	276,765	N/A	276,765	509
510	*	Protective Services	1	288	534		823	N/A	823	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	5,751	5,751	N/A	5,751	512
513	*	Casualties and Insurance	N/A	N/A	N/A	3,187	3,187	N/A	3,187	513
514	*	Joint Facility - Debit	N/A	N/A	792	N/A	792	N/A	792	514
515	*	Joint Facility - (Credit)	N/A	N/A	(535)	N/A	(535)	N/A	(535)	515
516	*	Other						N/A		516
517	*	TOTAL SPECIALIZED SERVICES OPERATIONS	37,974	9,920	460,147	12,657	520,698	N/A	520,698	517

410 RAILWAY OPERATING EXPENSES - Continued
(Dollars in Thousands)

Line No	Cross Check	Name of railway operating expense account (a)	FREIGHT						Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)				
ADMINISTRATIVE SUPPORT OPERATIONS											
518		Administration		243	259	1,289		1,791		1,791	518
519		Employees Performing Clerical and Accounting Functions	25,046	1,019	1,630	60		27,755		27,755	519
520		Communications Systems Operation	3,367			21		3,388		3,388	520
521		Loss and Damage Claims Processing		55	4,104	95		4,349		4,349	521
522		Fringe Benefits	N/A	N/A	N/A	10,775		10,775		10,775	522
523		Casualties and Insurance	N/A	N/A	N/A	2,485		2,485		2,485	523
524		Joint Facility - Debit	N/A	N/A	42	N/A		42		42	524
525		Joint Facility - (Credit)	N/A	N/A		N/A					525
526		Other									526
527		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	28,508	1,317	6,035	14,725		50,585		50,585	527
528		TOTAL TRANSPORTATION	1,083,956	1,012,990	645,094	565,447		3,307,487		3,307,487	528
GENERAL AND ADMINISTRATIVE.											
601		Officers - General Administration		2,452	1,718	2,917		7,087		7,087	601
602		Accounting, Auditing and Finance	5,694	844	8,947	892		16,377		16,377	602
603		Management Services and Data Processing	653	501	27,064	1,493		29,711		29,711	603
604		Marketing	500	391	9,393	5,022		15,306		15,306	604
605		Sales		74	88	336		498		498	605
606		Industrial Development	127	144	112	362		745	N/A	745	606
607		Personnel and Labor Relations	579	1,770	11,579	7,340		21,268		21,268	607
608		Legal and Secretarial		347	37,683	11,006		49,036		49,036	608
609		Public Relations and Advertising		553	6,359	978		7,890		7,890	609
610		Research and Development									610
611		Fringe Benefits		N/A	N/A	7,115		7,115		7,115	611
612		Casualties and Insurance	N/A	N/A	N/A	5,980		5,980		5,980	612
613		Writedown of Uncollectible Accounts	N/A	N/A	N/A	(769)		(769)		(769)	613
614		Property Taxes	N/A	N/A	N/A	87,029		87,029		87,029	614
615		Other Taxes Except on Corporate Income or Payrolls	N/A	N/A	N/A	42,650		42,650		42,650	615
616		Joint Facility - Debit	N/A	N/A	1,071	N/A		1,071		1,071	616
617		Joint Facility - (Credit)	N/A	N/A	(222)	N/A		(222)		(222)	617
618		Other	4,107	671	729,382	142,191		876,351		876,351	618
619		TOTAL GENERAL AND ADMINISTRATIVE	11,660	7,747	833,174	314,542		1,167,123		1,167,123	619
620	*	TOTAL CARRIER OPERATING EXPENSES	1,415,379	1,359,949	2,356,395	1,925,122		7,056,845		7,056,845	620

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 categories is not known, apportion the lease/rentals based on the percentage of the categories' depreciation bases to the depreciation bases for all categories of depreciable leased property. Use Schedule 352B of this report for obtaining the depreciation bases of the categories of leased property.
4. Amortization adjustment of each road property type which is included in column (b) shall be repeated in column (d) as a debit or credit to the appropriate line item; the net adjustment on line 29 shall equal the adjustment reported on line 29 of Schedule 335.
- 5 Report on line 28 all other lease rentals not apportioned to any category listed on lines 1-27.
- 6 Line 11, Account 16, should not include computer and data processing equipment reported on line 37 of Schedule 415.

Line No	Cross Check	Property Account	Category (a)	Depreciation (b)	Lease/Rentals (net) (c)	Amortization adjustment during year (d)	Line No
1		2	Land for transportation purpose	N/A	N/A		1
2		3	Grading	✓69,910	24,549	(537)	2
3		4	Other, right-of-way expenditures	127	45	(18)	3
4		5	Tunnels and subways	3,350	1,177	49	4
5		6	Bridges, trestles, and culverts	35,387	12,426	(649)	5
6		7	Elevated structures	(37)	(13)	(422)	6
7		8	Ties	149,149	52,373	1,052	7
8		9	Rail and other track material	126,814	44,530	2,159	8
9		11	Ballast	42,578	14,951	182	9
10		13	Fences, snow sheds, and signs	72	25	(8)	10
11		16	Station and office buildings	13,596	4,774	(1,612)	11
12		17	Roadway buildings	1,173	412	(136)	12
13		18	Water stations	5	2	-	13
14		19	Fuel stations	1,303	458	(68)	14
15		20	Shops and enginehouses	4,673	1,641	(111)	15
16		22	Storage warehouses	104	37	(2)	16
17		23	Wharves and docks	4	1	-	17
18		24	Coal and ore wharves	4,230	1,485	(3)	18
19		25	TOFC/COFC terminals	13,910	4,886	(205)	19
20		26	Communications systems	14,845	5,212	(919)	20
21		27	Signals and interlocker	17,515	6,150	(393)	21
22		29	Power plants	86	30	(23)	22
23		31	Power-transmissions systems	675	237	(59)	23
24		35	Miscellaneous structures	370	130	(62)	24
25		37	Roadway machines	11,685	4,103	(1,079)	25
26		39	Public improvements-Construction	11,458	4,023	(304)	26
27		45	Power plant machines	363	127	(27)	27
28			Other lease/rentals				28
29	*		Total	523,345	183,771	(3,195)	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 with the carrier's own railroad markings.)
- 3 The gross amounts receivable and payable for freight-train cars (line 19, columns (b) through (d), and line 19, columns (e) through (g), respectively) should balance with Schedule 410, column (f), lines 231 (credits) and 230 (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f), lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of Schedule 410 because those lines include rents for "Other Equipment" which is reported in Schedule 415, column (e). The balancing of Schedule 410, 414 and 415 "Other Equipment" is outlined in note 6 to Schedule 415.
- 4 Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper-owned cars.
- 5 Report in columns (c), (d), (f), and (g) rentals for railroad owned cars prescribed by the Board 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.

NOTE: 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)	
1		CAR TYPES							1
		Box-Plain 40 Foot							
2		Box-Plain 50 Foot and Longer		✓393	1,140	12,766	3,053	13,534	2
3		Box-Equipped		9,487	40,967	100	15,562	56,421	3
4		Gondola-Plain		266	1,709	2,247	1,220	3,743	4
5		Gondola-Equipped		4,771	22,535	28	4,496	15,747	5
6		Hopper-Covered		1,240	9,182	11,238	5,455	21,245	6
7		Hopper-Open Top-General Service		529	3,736	3	398	1,634	7
8		Hopper-Open Top-Special Service		111	1,551	2	289	1,000	8
9		Refrigerator-Mechanical				7	1,162	3,747	9
10		Refrigerator-Non-Mechanical		156	409	6	1,497	3,505	10
11		Flat-TOFC/COFC		7	10,029	71,389	6,851	26,710	11
12		Flat-Multi-Level		2,822	47,737	63,273	2,694	30,743	12
13		Flat-General Service		119	396	104	73	45	13
14		Flat-Other		506	2,985	17,373	4,440	16,088	14
15		Tank-Under 22,000 Gallons				13,456			15
16		Tank-22,000 Gallons and Over				14,955			16
17		All Other Freight Cars		252	4,726	1	89	927	17
18		Auto Racks			42,090			40,297	18
19		TOTAL FREIGHT TRAIN CARS		20,659	189,192	206,948	47,279	235,386	19
		OTHER FREIGHT CARRYING EQUIPMENT							
20		Refrigerated Trailers							20
21		Other Trailers			3,144	2,445		2,174	21
22		Refrigerated Containers							22
23		Other Containers			16,916	11,757		10,454	23
24	*	TOTAL TRAILERS AND CONTAINERS			20,060	14,202		12,628	24
25		GRAND TOTAL (LINES 19 AND 24)		20,659	209,252	221,150	47,279	248,014	25

NOTES AND REMARKS

GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE TO SCHEDULE 415

- 1 Report freight expenses only.
- 2 Report by type of equipment all natural expenses relating to 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, and 216 (excluding wreck repairs) Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 204
 - (b) Freight cars, line 24 plus line 39, compared to the sum of Schedule 410, lines 221, 222, and 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), and work and other non-revenue equipment (line 41), compared to Schedule 410, the sum of lines 302 through 307, 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 expenses 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 in columns (c) and (d) will balance to Schedule 410, column (f) as follows
 - (a) Locomotives, lines 5 and 38, compared to Schedule 410, line 213
 - (b) Freight cars, lines 24 and 39, compared to Schedule 410, line 232.
 - (c) Sum of highway equipment (line 32), floating equipment (line 35), passenger and other revenue equipment (line 36), computer and data processing equipment (line 37), machinery-other equipment (line 40), and work and other non-revenue equipment (line 41), compared to Schedule 410, line 317.
- 5 Amortization adjustment of each equipment type which is included in column (c) shall be reported in column (e) as a debit or credit to the appropriate line item The net adjustment on line 43 shall equal the equipment amortization adjustment applicable to equipment used in freight service included in line 39, column (c), of Schedule 335
- 6 Lease/rentals reported in column (f) should balance to column (f) of Schedule 410 as follows
 - (a) Locomotives, lines 5 and 38, compared to Schedule 410, lines 207, 208, 211, and 212
 - (b) Freight cars, lines 24 and 39, compared to Schedule 410, lines 226 and 227 (note that Schedule 410, lines 230 and 231, are reported in Schedule 415, and are not 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 rents therefore are included in the rent for equipment and Account Nos 31-21-00, 31-22-00, 31-23-00, 35-21-00, 35-22-00, and 35-23-00. It should include the cost of equipment owned and leased to others when the rents are included in the rent for Equipment Account Nos. 32-21-00, 32-22-00, 32-23-00, 36-21-00, 36-22-00, and 36-23-00
Property used but not owned should also be included when the rent is included in Account Nos 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive
The grand total of each equipment account in column (h) of Schedule 330 should equal the totals of line items constituting the equipment account totals of columns (g) and (h) of Schedule 415
- 8 Accumulated depreciation for each class of equipment shall be reported in columns (i) and (j) The grand total of each equipment reserve account in column (g), Schedule 335, shall equal the combined aggregate total accumulated depreciation for line items constituting the corresponding equipment accounts reported in columns (i) and (j), on Schedule 415

415 SUPPORTING SCHEDULE - EQUIPMENT (Dollars in Thousands)							
Line No	Cross Check	Types of equipment (a)	Repairs (net expense) (b)	Depreciation		Amortization Adjustment net during year (e)	Line No.
				Owned (c)	Capitalized lease (d)		
1		LOCOMOTIVES					
2		Diesel Locomotive - Yard	16,843	3,944	66	(118)	1
3		Diesel Locomotive - Road	213,569	96,621	20,960	(4,335)	2
4		Other Locomotive - Yard					3
5		Other Locomotive - Road					4
5	*	TOTAL	230,412	100,565	21,026	(4,453)	5
6		FREIGHT TRAIN CARS					
7		Box - Plain 40 Foot		0			6
8		Box - Plain 50 Foot and Longer	290	36		(13)	7
9		Box - Equipped	32,534	9,522		(5,554)	8
10		Gondola - Plain	18,033	30,173		11,645	9
11		Gondola - Equipped	36,677	191		(7,414)	10
12		Hopper - Covered	16,576	2,947		(2,560)	11
13		Hopper - Open Top - General Service	13,333	13,551	27	117	12
14		Hopper - Open Top - Special Service	4,407	3,821		59	13
15		Refrigerator - Mechanical	(46)	0			14
16		Refrigerator - Nonmechanical	493	263		1	15
17		Flat TOFC/COFC	722	192		48	16
18		Flat Multi - level	2,515	(441)		(2,151)	17
19		Flat - General Service	90	85		(2)	18
20		Flat - Other	3,182	2,088		479	19
21		All Other Freight Cars	3,103	2,688		651	20
22		Cabooses	58	239		(2)	21
23		Auto Racks	2,445	16,761	128	(108)	22
24		Miscellaneous Accessories (see note 4)		2,968			23
24	*	TOTAL FREIGHT TRAIN CARS	134,412	85,084	155	(4,804)	24
25		OTHER EQUIPMENT - REVENUE					
26		FREIGHT HIGHWAY EQUIPMENT					
27		Refrigerated Trailers		151			25
28		Other Trailers	9,528	6,930		(600)	26
29		Refrigerated Containers		0			27
30		Other Containers	12,317	58			28
31		Bogies					29
32		Chassis	30,850	12			30
33		Other Highway Equipment (Freight)					31
34	*	TOTAL HIGHWAY EQUIPMENT	52,695	7,151	0	(600)	32
35		FLOATING EQUIPMENT - REVENUE SERVICE					
36		Main Line - Haul	2	0			33
37		Local Main					34
38	*	TOTAL FLOATING EQUIPMENT	2	0			35
39		OTHER EQUIPMENT					
40	*	Passenger & Other Revenue Equipment (Freight Portion)	0				36
41	*	Computer systems & word processing equip	37,495	33,195	194	(3,184)	37
42	*	Machinery - Locomotives (see note 1)	6,209	872			38
43	*	Machinery - Freight Cars (see note 2)	4,525	202			39
44	*	Machinery - Other Equipment (see note 3)	385	1,838			40
45	*	Work & Other Non - revenue Equipment	19,097	13,272		(2,812)	41
46		TOTAL OTHER EQUIPMENT	67,711	49,379	194	(5,996)	42
47		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	485,232	242,179	21,375	(15,853)	43

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

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

Note 3 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

Note 4 End of train devices and miscellaneous spare parts previously reported in lines 20 and 22, respectively

415 SUPPORTING SCHEDULE – EQUIPMENT
(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		0	87,266	2,107	✓ 53,552	158	1
2		13,229	2,881,034	592,082	860,404	189,734	2
3							3
4							4
5		13,229	2,968,300	594,189	913,956	189,892	5
6					0		6
7		0	1,698		26,132	0	7
8		10,172	536,205	0	270,909		8
9		7,964	482,942		216,339		9
10		25,500	358,935	0	138,679		10
11		13,341	249,831	0	141,321	0	11
12		3,512	362,799	952	181,006	59	12
13		0	152,548		40,164		13
14		0					14
15		292	4,207		1,458		15
16		(2,704)	5,230		3,571		16
17		9,495	46,527		34,516		17
18		0	3,376		2,034		18
19		0	67,846		25,213		19
20		0	60,031		13,805		20
21		0	5,666		2,533		21
22		1,723	292,358	2,351	101,695	296	22
23		0	22,059		17,459		23
24		69,295	2,652,258	3,303	1,196,834	355	24
25			1,083		98		25
26		39,470	152,172		97,782		26
27							27
28		387	750	0	0	0	28
29					0		29
30			171		448		30
31							31
32		39,857	154,176	0	98,328	0	32
33			0		0		33
34							34
35			0		0		35
36							36
37		8	323,091	1,506	199,061	980	37
38		683	27,093	0	10,168		38
39			6,276		2,355		39
40			57,106		21,433		40
41		349	301,196		109,429		41
42		1,040	714,762	1,506	342,446	980	42
43		123,421	6,489,496	598,998	2,551,564	191,227	43

Note 1 Data reported on lines 38, 39 and 40 in columns (g) and (h) are the investment recorded in property account 44, allocated to locomotives freight cars, and other equipment and Other Equipment

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

415 SUPPORTING SCHEDULE -- IMPROVEMENTS TO EQUIPMENT LEASED FROM OTHERS (Dollars in Thousands)							
Line No	Cross Check	Types of equipment (a)	Repairs (net expense) (b)	Depreciation		Amortization Adjustment net during year (e)	Line No.
				Owned** (c)	Capitalized lease (d)		
		LOCOMOTIVES					
1		Diesel Locomotive - Yard		0			1
2		Diesel Locomotive - Road		314			2
3		Other Locomotive - Yard					3
4		Other Locomotive - Road					4
5	*	TOTAL	0	314	0	0	5
		FREIGHT TRAIN CARS					
6		Box - Plain 40 Foot					6
7		Box - Plain 50 Foot and Longer					7
8		Box - Equipped		0			8
9		Gondola - Plain		0			9
10		Gondola - Equipped		14			10
11		Hopper - Covered					11
12		Hopper - Open Top - General Service					12
13		Hopper - Open Top - Special Service					13
14		Refrigerator - Mechanical					14
15		Refrigerator - Nonmechanical					15
16		Flat TOFC/COFC					16
17		Flat Multi - level					17
18		Flat - General Service					18
19		Flat - Other					19
20		All Other Freight Cars					20
21		Cabooses					21
22		Auto Racks		35			22
23		Miscellaneous Accessories (see note 4)					23
24	*	TOTAL FREIGHT TRAIN CARS	0	49	0	0	24
		OTHER EQUIPMENT - REVENUE					
25		FREIGHT HIGHWAY EQUIPMENT Refrigerated Trailers					25
26		Other Trailers					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	0	0	0	0	32
		FLOATING EQUIPMENT - REVENUE SERVICE					
33		Marine Line - Haul					33
34		Local Marine					34
35	*	TOTAL FLOATING EQUIPMENT					35
		OTHER EQUIPMENT					
36	*	Passenger & Other Revenue Equipment (Freight Portion)					36
37	*	Computer systems & word processing equip					37
38	*	Machinery - Locomotives (see note 1)					38
39	*	Machinery - Freight Cars (see note 2)					39
40	*	Machinery - Other Equipment (see note 3)					40
41	*	Work & Other Non - revenue Equipment		0			41
42		TOTAL OTHER EQUIPMENT	0	0	0	0	42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	0	363	0	0	43

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

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

Note 3 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

Note 4 End of train devices and miscellaneous spare parts previously reported in lines 20 and 22, respectively

** "Owned" refers to ownership of the leasehold improvement

415 SUPPORTING SCHEDULE – IMPROVEMENTS TO EQUIPMENT LEASED FROM OTHERS
(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		0	0		0		1
2		3,904	1,306		927		2
3							3
4							4
5		3,904	1,306	0	927	0	5
6							6
7							7
8		8	2		2		8
9		0	0		0		9
10		87	472		472		10
11							11
12							12
13							13
14							14
15							15
16							16
17							17
18							18
19							19
20							20
21							21
22		410	856		850		22
23							23
24		505	1,330	0	1,324	0	24
25							25
26							26
27							27
28							28
29							29
30							30
31			0				31
32		0	0		0		32
33			0		0		33
34							34
35			0		0		35
36							36
37							37
38							38
39							39
40							40
41		0	0		0		41
42		0	0		0		42
43		4,409	2,636	0	2,251	0	43

Note 1 Data reported on lines 38, 39 and 40 in columns (g) and (h) are the investment recorded in property account 44, allocated to locomotives, freight cars, and other equipment and Other Equipment

Note 2 Depreciation 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 (c), Schedule 335

** "Owned" refers to ownership of the leasehold improvement

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	1,351,663	136,650	1.05%							1,351,663	136,650	1
2		8	1,430,042	438,943	3.13%							1,430,042	438,943	2
3		9	2,027,925	547,067	2.89%							2,027,925	547,067	3
4		11	708,654	127,759	2.50%							708,654	127,759	4
5	SUB-TOTAL		5,518,284	1,250,419								5,518,284	1,250,419	5
6	II	3	948,638	95,917	1.05%							948,638	95,917	6
7		8	1,152,039	353,580	3.13%							1,152,039	353,580	7
8		9	1,604,347	432,861	2.52%							1,604,347	432,861	8
9		11	557,775	100,577	2.50%							557,775	100,577	9
10	SUB-TOTAL		4,262,799	982,935								4,262,799	982,935	10
11	III	3	20,271	N/A	N/A		N/A	N/A		N/A	N/A	20,271		11
12		8	38,168	N/A	N/A		N/A	N/A		N/A	N/A	38,168		12
13		9	37,153	N/A	N/A		N/A	N/A		N/A	N/A	37,153		13
14		11	13,129	N/A	N/A		N/A	N/A		N/A	N/A	13,129		14
15	SUB-TOTAL		108,721				N/A	N/A		N/A	N/A	108,721	0	15
16	IV	3	610,796	61,746	1.05%							610,796	61,746	16
17		8	528,637	162,324	3.13%							528,637	162,324	17
18		9	786,571	212,198	1.91%							786,571	212,198	18
19		11	276,663	49,885	2.50%							276,663	49,885	19
20	SUB-TOTAL		2,202,667	486,153								2,202,667	486,153	20
21	V	3												21
22		8												22
23		9												23
24		11												24
25	SUB-TOTAL		0	0								0	0	25
26	GRAND TOTAL		12,092,471	2,719,507	N/A			N/A				12,092,471	2,719,507	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.

NOTES AND REMARKS

417. SPECIALIZED SERVICE SUBSCHEDULE — TRANSPORTATION

(Dollars in Thousands)

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

Line No.	Cross Check	Items (a)	TOFC/COFC 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	✓ 40,075		1,003			9		249	41,336	1
2		Pick up and delivery, marine line haul	172,083		1,068			42		19,386	192,579	2
3		Loading and unloading and local marine	202,043		11,323			62,759		640	276,765	3
4		Protective services, total debit and credits							823		823	4
5	*	Freight lost or damaged—solely related										5
6		Fringe benefits	4,825			926					0	6
7		Casualty and insurance	3,187								5,751	7
8		Joint facility — Debit	792								3,187	8
9		Joint facility — Credit	(535)								(535)	9
10	*	Other									0	10
11		TOTAL	422,470	0	14,320	0	0	62,810	823	20,275	520,698	11

NOTES AND REMARKS

450. ANALYSIS OF TAXES
(Dollars in Thousands)

A. Railway Taxes

Line No.	Cross Check	Kind of tax	Amount	Line No.
1		Other than U.S. Government Taxes	219,040	1
		U S Government Taxes		
		Income Taxes		
2		Normal Tax and Surtax	490,190	2
3		Excess Profits		3
4	*	Total - Income Taxes L 2 + 3	490,190	4
5		Railroad Retirement	326,455	5
6		Hospital Insurance	31,227	6
7		Supplemental Annuities		7
8		Unemployment Insurance	9,332	8
9		All Other United States Taxes		9
10		Total - U. S. Government Taxes	857,204	10
11		Total - Railway Taxes	1,076,244	11

B. Adjustments to Federal Income Taxes

1. In column (a) are listed the particulars which most often cause a differential between taxable income and pretax accounting income. Other particulars which cause such a differential should be listed under the caption Other (Specify), including State and other taxes deferred if computed separately. Minor items, each less than \$100,000, may be combined in a single entry under Other (Specify).
2. Indicate in column (b) the beginning of the year total of Accounts 714, 744, 762 and 786 applicable to each particular item in column (a).
3. Indicate in column (c) the net change in Accounts 714, 744, 762 and 786 for the net tax effect of timing differences originating and reversing in the current accounting period.
4. Indicate in column (d) any adjustments, as appropriate, including adjustments to eliminate or reinstate deferred tax effects (credits or debits) due to applying or recognizing a loss carry-forward or a loss carry-back.
5. The total of line 19 in columns (c) and (d) should agree with the total of the contra charges (credits) to Account 557, Provision for Deferred Taxes, and Account 591, Provision for Deferred Taxes - Extraordinary Items, for the current year.
6. Indicate in column (e) the cumulative total of columns (b), (c), and (d). The total of column (e) must agree with the total of Accounts 714, 744, 762 and 786.

Line No	Particulars (a)	Beginning of year balance (b)	Net credits (charges) for current year (c)	Adjustments (d)	End of year balance (e)	Line No
1	Accelerated Depreciation, Sec. 167 I R C - Guideline lives pursuant to Rev. Proc. 62-21		0			1
2	Accelerated Amortization of Facilities, Sec. 168 I.R.C.		0			2
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.		0			3
4	Amortization of rights of way, Sec. 185 I R. C.		0			4
5	Property	6,792,219	(301,447)		6,490,772	5
6	Other (Specify) -- Tax Benefit Transfer Leases	24,227	(290)		23,937	6
7	Reserves, including casualty & other claims	(546,132)	338,891		(207,241)	7
8	Compensation and Benefits	(118,335)	35,988	(186,284)	(268,631)	8
9	Miscellaneous	92,233	(32,827)	4,703	64,109	9
10	Unrealized Holding Gains	325,528	0	39,677	365,205	10
11	Deferred Intercompany Federal Tax Payable, Net	1,187,770	0	42,085	1,229,855	11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19	TOTALS	7,757,510	40,315	(99,819)	7,698,006	19

Adjustments in column (d) represent adjustments for FAS 87, FAS 115 and deferred intercompany payable

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	-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	N/A
(2) Deduct amount of current year's credit applied to reduction of tax liability but deferred for accounting purposes	N/A
(3) Balance of current year's credit used to reduce current year's tax accrual	N/A
(4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual	N/A
(5) Total decrease in current year's tax accrual resulting from use of investment tax credit	N/A
2 Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made	None

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

(Dollars in Thousands)

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

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

Line No.	Account No (a)	Item (b)	Debits (c)	Credits (d)	Line No
1					1
2	519	Growth in cash surrender value of corporate owned life insurance		82,010	2
3					3
4	519	Proceeds from corporate owned life insurance		20,893	4
5					5
6	519	Net gain on the disposition of property		19,761	6
7					7
8	551	Discount on sale of receivables	500,848		8
9					9
10	551	Equity in earnings of partnerships and LLC's	55,336		10
11					11
12	551	Charitable contributions	3,726		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

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

501. GUARANTIES AND SURETYSHIPS

(Dollars in Thousands)

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

This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 year 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	(a) Terminal R R. Assoc	Refunding & Improvement Mortgage Series		Joint and	7
8	of St. Louis	"C" bonds due 7/1/2019 (FD14553-54)	7,787 & int	Several	8
9					9
10					10
11					11
12					12
13					13
14					14
15					15
16					16
17					17
18					18
19					19
20	(a) Jointly and Severally with BNSF, CSX Transp, CN and UP				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

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

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

Line No.	Finance Docket number, title, maturity date and concise description of agreement or obligation (a)	Names of all guarantors and sureties (b)	Amount contingent liability of guarantors (c)	Sole or joint contingent liability (d)	Line No.
1					1
2					2
3					3
4					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 of compensating balances and short-term borrowing arrangements. Footnote disclosure is required even though the arrangement is not reduced to writing.

1. Disclose compensating balances not legally restricted, lines of credit used and unused, average interest rate of short-term borrowings outstanding at balance sheet date, maximum amount of outstanding borrowings during the period and the weighted average rate of those borrowings.

2. Time deposits and certificates of deposit constituting compensating balances not legally restricted should be disclosed.

3. Compensating balance arrangements need only be disclosed for the latest fiscal year.

4. Compensating balances included in Account 703, Special Deposits, and in Account 717, Other Funds, should also be separately disclosed below.

5. Compensating balance arrangements are sufficiently material to require disclosure in footnotes when the aggregate of written and oral agreement balances amount to 15 percent or more of liquid assets (current cash balances, restricted and unrestricted plus marketable securities).

6. When a carrier is not in compliance with a compensating balance requirement, that fact should be disclosed along with stated and possible sanctions whenever such possible sanctions may be immediate (not vague or unpredictable) and material.

The Company has outstanding letters of credit in the amount of \$10.5 million, with various banks, under which no borrowings were outstanding as of December 31, 2006.

NOTES AND REMARKS

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 No	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	✓ 150,163
3	765/767	Funded Debt Unmatured	Sch 200, L 41	479,026
4	766	Equipment Obligations	Sch 200, L 42	276,519
5	766 5	Capitalized Lease Obligations	Sch 200, L 43	110,352
6	768	Debt in Default	Sch 200, L 44	
7	769	Accounts Payable, Affiliated Companies	Sch 200, L 45	1,063,445
8	770 1/770 2	Unamortized Debt Premium	Sch 200, L 46	131,312
9		Total Debt	Sum L 1-8	2,210,817
10		Debt Directly Related to Road Property	Note 1	30,417
11		Debt Directly Related to Equipment	Note 1	566,868
12		Total Debt Directly Related to Road & Equipment	Sum L 10 and 11	597,285
13		Percent Directly Related to Road	L 10 div by L 12 Whole % + 2 decimals	5 09%
14		Percent Directly Related to Equipment	L 11 div by L 12 Whole % + 2 decimals	94 91%
15		Debt Not Directly Related to Road or Equipment	L 9 - L 12	1,613,532
16		Road Property Debt (Note 2)	(L 13 x L 15) + L 10	112,546
17		Equipment Debt (Note 2)	(L 14 x L 15) + L 11	2,098,271

II. Interest Accrued During the Year:

Line No	Account No	Title	Source	Balance at Close of Year
18	546-548	Total Interest and Amortization (Fixed Charges)	Sch 210, L 42	212,572
19	546	Contingent Interest on Funded Debt	Sch 210, L 44	
20	517	Release of Premiums on Funded Debt	Sch 210, L 22	
21		Total Interest (Note 3)	(L 18 + L 19) - L 20	212,572
22		Interest Directly Related to Road Property Debt	Note 4	1,305
23		Interest Directly Related to Equipment Debt	Note 4	29,583
24		Interest Not Directly Related to Road or Equipment Property Debt	L 21 - (L 22 + L 23)	181,684
25		Interest Road Property Debt (Note 5)	L 22 + (L 24 x L 13)	10,553
26		Interest Equipment Debt (Note 5)	L 23 + (L 24 x L 14)	202,019
27		Embedded Rate of Debt Capital - Road Property	L 25 div by L 16	9 38%
28		Embedded Rate of Debt Capital - Equipment	L 26 div by L 17	9 63%

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

Note 2 Line 16 plus Line 17 must equal Line 9

Note 3 Line 21 includes interest on debt in Account 769-Account Payable; Affiliated Companies

Note 4 This interest relates to debt reported in Lines 10 and 11, respectively

Note 5. Line 25 plus Line 26 must equal Line 21.

*Net of capitalized interest \$(12,878) Amount on line 24 primarily represents "Other interest expense" that does not relate to conventional debt as reported on line 9.

NOTES AND REMARKS

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 types 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 during the year. If an affiliated company provides services to more than one affiliate, and the aggregate compensation amounts to \$50,000 or more for the year, list all the affiliates included in the agreement and describe the allocation of charges. If the respondent provides services to more than one affiliate, and the aggregate compensation amounts to \$50,000 or more for the year, reference to this fact should be made and the detail as to the allocation of charges should be stated. For those affiliates providing services to the respondent, also enter in column (a) the percent of affiliate's gross income derived from transactions with respondent.
- 3 In column (b) indicate the nature of the relationship or control between the respondent and the company or person identified in column (a) as follows
- (a) If respondent directly controls the affiliate, insert the word "direct"
 - (b) If respondent controls through another company, insert the word "indirect"
 - (c) If respondent is under common control with affiliate, insert the word "common"
 - (d) If respondent is controlled directly or indirectly by the company listed in column (a), insert the word "controlled"
 - (e) If control is exercised by other means, such as a management contract or other arrangement of whatever kind, insert the word "other" and provide a 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 the total for the affiliate. When services are both provided and received between 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 transactions 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) for paid or (R) for received by the amount in column (e).

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 this Annual Report Form R-1, and should be noted (1) to indicate the method used for depreciating equipment or other property furnished to 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.

SCHEDULE 512. TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT FOR SERVICES RECEIVED OR PROVIDED							Line No.
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 (000's) (d)	Amount due from or to related parties (e)	Line No.
1							1
2	If NS Rail provides rail transportation services to any of these entities, it does so in the normal course of business at applicable tariff or contract rates, both of which are subject to STB jurisdiction and review.						2
3							3
4	Conrail Inc and CRC		Other	(See note 1)			4
5	Norfolk Southern Corporation		Controlled	(See note 2)			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

Note 1 - See note 11 to Schedule 200 on page 15.

Note 2 - See note 10 to Schedule 200 on page 15.

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 classifications

- (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 the respondent
- (4) Line operated under contract or agreement for contingent rent, owner being (A) an affiliated corporation, or (B) independent or not affiliated with the 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 or 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 above list of classifications

In Column (b) give the various proportions of each class owned or leased by respondent, listing each proportion once in any grouping Canadian mileage should be segregated and identified on separate lines in the various groupings For each listing, in Column (d) give its entire length (the distances between terminals 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 - Yard 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 rests in a corporation controlled by or controlling the respondent. But in the case of any such inclusion, the facts of the relationship to the respondent of the corporation holding the securities should be fully set forth in a footnote An inactive corporation is one which has been practically absorbed in a controlling corporation, and which neither operates property nor administers its financial affairs If it maintains an organization, it does so only for the purpose of complying with legal requirements and maintaining title to property or franchises

Class (3) includes all tracks operated under a lease or formal conveyance of less than the grantor's interest in the property, with a specific and unconditional rent reserved The fact that the lessor does or does not maintain an independent organization for financial purposes is immaterial in this connection

Class (4) is the same as Class (3), except that the rent reserved is conditional upon earnings or some 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, on 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 respondent as a 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 an agent for another carrier should not be included in this schedule

700. MILEAGE OPERATED AT CLOSE OF YEAR										
Line No.	Class	Proportion owned or leased by Respondent	Running tracks, passing tracks, crossovers, 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 passing tracks, cross-overs, and turnouts (f)				
1	1	100%	16,183	2,630	169	2,074	2,628	5,857	29,541	1
2	1	50%	7	5		5	15	13	45	2
3	1	33%	4	4		4		5	17	3
4	1J	75%						7	7	4
5	1J	67%						4	4	5
6	1J	50%				1	12	23	36	6
7	1J	33%					3	2	5	7
8										8
9		Total Class 1	16,194	2,639	169	2,084	2,658	5,911	29,655	9
10										10
11										11
12	3	100%	23	9			5		37	12
13	3A	100%						2	2	13
14	3B	100%	337	171	4	34	49	79	674	14
15	3BJ	50%				1		5	6	15
16										16
17		Total Class 3	360	180	4	35	54	86	719	17
18										18
19										19
20	4	100%	6				1	33	40	20
21	4B	100%	6						6	21
22	4BJ	50%	5				1		6	22
23										23
24		Total Class 4	17				2	33	52	24
25										25
26										26
27	5	100%	4,570	1,204	590	382	130	664	7,540	27
28										28
29		Total Class 5	4,570	1,204	590	382	130	664	7,540	29
30										30
31										31
32										32
33										33
34										34
35										35
36										36
37										37
38										38
39										39
40										40
41										41
42										42
43										43
44										44
45										45
46										46
47										47
48										48
49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57		TOTAL	21,141	4,023	763	2,501	2,844	6,694	37,966	57
58		Miles of electrified road or track included in preceding grand total	N/A							58

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

Give particulars, as of the close of the year, of all road operated and of all owned but not operated. The respondent's portion 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 (a)	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		Alabama	1,279				92	1,371	21		1
2		Canada					301	301			2
3		Delaware	160				43	203			3
4		District of Columbia					13	13			4
5		Florida	96				53	149			5
6		Georgia	1,791				9	1,800	305		6
7		Illinois	847				413	1,260	63		7
8		Indiana	1,274		2		265	1,541	60		8
9		Iowa	6			1	37	44	41		9
10		Kansas					2	2			10
11		Kentucky	156		212		63	431			11
12		Louisiana	77				4	81			12
13		Maryland	95				174	269			13
14		Michigan	414				230	644	2		14
15		Mississippi	209				2	211			15
16		Missouri	344				65	409			16
17		New Jersey	126				807	933			17
18		New York	568				294	862	81		18
19		North Carolina	1,056			11	364	1,431	288		19
20		Ohio	1,825		10		398	2,233	16		20
21		Pennsylvania	1,746			5	637	2,388	87		21
22		South Carolina	679				104	783	16		22
23		Tennessee	667		136		46	849	144		23
24		Virginia	1,993				107	2,100	93		24
25		West Virginia	786				47	833	14		25
26											26
27											27
28											28
29											29
30											30
31											31
32		TOTAL MILEAGE (single track)	16,194		360	17	4,570	21,141	1,231		32

NOTES AND REMARKS

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 to 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 (l).
- 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 it is not equipped for use singly or as a lead locomotive unit. A "G" 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 regardless 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 a third rail or overhead contact wire, 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., gas turbine, steam. Show the type of unit, service, and number, as appropriate, in a brief description sufficient for positive identification. An "Auxiliary unit" includes all units used in conjunction with locomotives, but which draw their power from the "mother" unit, e.g., boosters, slugs, etc. For reporting purposes, indicate radio-controlled self-powered diesel units on lines 1 through 8, as appropriate. Radio-controlled units that are not self-propelled, 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 manufacturer's rated horsepower (the maximum continuous power output from the diesel engines 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 through 8, column (k) should have data on the same lines.

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

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

Line No	Cross Check	Type or design of units (a)	Changes During the Year						Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year					Line No
			Units installed							Owned and used (h)	Leased from others (i)	Total in service of respondent [col (h) & (i)] (j)	Aggregate capacity of units reported in col (j) (See Ins 7) (k)	Leased to others (l)*	
			Units in service of respondent at beginning of year (b)	New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)								
			(b)	(c)	(d)	(e)	(f)		(h)	(i)	(j)	(k)	(l)*		
1		Locomotive Units	3,463	143		72	10	110	3,446	132	3,578	12,427,500 (HP)	58	1	
2		Diesel-freight units												2	
3		Diesel-passenger units												3	
4		Diesel-multiple purpose units	192				12	2	202		202	299,100	5	4	
5	*	Diesel-switching units	3,655	143		72	22	112	3,648	132	3,780	12,726,600	63	5	
6	*	TOTAL (lines 1 to 4)												6	
		Electric-locomotives												7	
7	*	Other self-powered units												8	
8	*	TOTAL (lines 5, 6 and 7)	3,655	143		72	22	112	3,648	132	3,780	12,726,600	63	9	
9	*	Auxiliary units	74			1		1	74		74	N/A		10	
		TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	3,729	143		73	22	113	3,722	132	3,854	12,726,600	63		

* Note Col (l) - Leased to Others includes 62 NS Owned Locomotives Leased to Conrail for use in Shared Assets Area

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

DISTRIBUTION OF LOCOMOTIVE UNITS IN SERVICE OF RAILPORT AT CLOSE OF YEAR BUILT, DISREGARDING YEAR OF REBUILDING														
Line No	Cross Check	Type or design of units (a)	Before Jan 1, 1980 (b)	Between Jan 1, 1980 and Dec 31, 1984 (c)	Between Jan 1, 1985 and Dec 31, 1989 (d)	Between Jan 1, 1990 and Dec 31, 1994 (e)	Between Jan 1, 1995 and Dec 31, 1999 (f)	During Calendar Year					TOTAL (l)	Line No
				2005 (g)	2006 (h)	2007 (i)	2008 (j)	2009 (k)						
11	*	Diesel	1,439	322	407	713	667	89	143				3,780	11
12	*	Electric												12
13	*	Other self-powered units												13
14	*	TOTAL (lines 11 to 13)	1,439	322	407	713	667	89	143				3,780	14
15	*	Auxiliary units	45	25	4								74	15
16	*	TOTAL LOCOMOTIVE UNITS (Lines 14 and 15)	1,484	347	411	713	667	89	143				3,854	16

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

Line No	Cross Check	Type or design of units (a)	Changes During the Year					Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year				Line No	
			Units installed				Owned and used (h)		Leased from others (i)	Total in service of respondent (col (h) & (i)) (j)	Aggregate capacity of units reported in col (j) (see ins 7) (k)	Leased to others (l)		
			Units in service of respondent at beginning of year (b)	New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rewritten into property accounts (e)								All other units including reclassification and second hand units purchased or leased from others (f)
		PASSENGER-TRAIN CARS												
		Non-Self-Propelled												
17		Coaches (PA, PB, PBO)												17
		Combined cars												
18		(All class C, except CSB)												18
19		Parlor cars (PBC, PC, PL, PO)												19
20		Sleeping cars (PS, PT, PAS, PDS)												20
		Dining, grill and tavern cars												
21		(All class D, PD)												21
		Non-passenger carrying cars												
22		(All class B, CSB, M, PSA, 1A)												22
23		TOTAL (lines 17 to 22)												23
		Self-Propelled												
		Electric passenger cars												
24		(EP, ET)												24
25		Electric combined cars (EC)												25
		Internal combustion rail motorcars												
26		(ED,EG)												26
		Other self-propelled cars												
27		(Specify types)												27
28		TOTAL (lines 24 to 27)												28
29		TOTAL (lines 23 and 28)												29
		COMPANY SERVICE CARS												
30		Business cars (PV)	21						21		21	N/A		30
31		Board outfit cars (MWX)	321					31	290		290	N/A		31
		Derrick and snow removal cars												
32		(MWU, MWV, MWW, MWK)	335					6	329		329	N/A		32
		Dump and ballast cars												
33		(MWB, MWD)	522					14	508		508	N/A		33
		Other maintenance and service												
34		equipment cars	3,815					63	3,778	3	3,781	N/A		34
35		TOTAL (lines 30 to 34)	5,014					114	4,926	3	4,929	N/A		35

710. INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data

1 Give particulars of each of the various classes of equipment which respondent owned or leased during the year

2 In column (d) give the number of units purchased or built in company shops In column (e) give the number of new units leased from others The term "new" means a unit placed in service for the first time on any railroad

3 Units leased to others for a period of one year or more are reportable in column (n) Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (i) Units rented from others for a period less than one year should not be included in column (i)

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

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes During the Year				Line No
			Time-mileage cars (b)	All Others (c)	Units installed				
					New units purchased or built (d)	New or rebuilt units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, including reclassification and second hand units purchased or leased from others (g)	
36		FREIGHT TRAIN CARS Plain box cars - 40' (B1_ , B2_)							36
37		Plain box cars - 50' and longer (B3_0-7, B4_0-7, B5_ , B6_ , B7_ , B8_)	516						37
38		Equipped box cars (All Code A, Except A_5_)	20,036			150		2	38
39		Plain gondola cars (All Codes G & J_1, J_2, J_3, J_4)	19,672		4				39
40		Equipped gondola cars (All Code E)	18,267					355	40
41		Covered hopper cars (C_1, C_2, C_3, C_4)	11,897			300		4	41
42		Open top hopper cars - general service (All Code H)	16,787						42
43		Open top hopper cars - special service (J_0, and All Code K)	3,340		400				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_)	315						45
46		Flat cars - TOFC/COFC (All Code P, Q and S, Except Q8_)	1,003						46
47		Flat cars - multi-level (All Code V)	1,149						47
48		Flat cars - general service (F10_ , F20_ , F30_)	155						48
49		Flat cars - other (F_1_ , F_2_ , F_3_ , F_4_ , F_5_ , F_6_ , F_8_ , F40_)	1,817					3	49
50		Tank cars - under 22,000 gallons (T_0_ , T_1_ , T_2_ , T_3_ , T_4_ , T_5_)							50
51		Tank cars - 22,000 gallons and over (T_6_ , T_7_ , T_8_ , T_9_)		4				20	51
52		All other freight cars (A_5_ , F_7_ , All Code L and Q8_)	4,008				18		52
53		TOTAL (lines 36 to 52)	98,962	4	404	450	18	384	53
54		Caboose (All Code M-930)	N/A	238	N/A	N/A	N/A	N/A	54
55		TOTAL (lines 53, 54)	98,962	242	404	450	18	384	55

710. INVENTORY OF EQUIPMENT - Continued

4 Column (m) should show aggregate capacity for all units reported in columns (k) and (l), as follows For freight-train cars, report the nominal capacity (in tons of 2,000 lbs) as provided for in Rule 88 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 customarily carry

5 Time-mileage cars refers to freight cars, other than cabooses, owned or held under lease arrangement, whose interline rental is settled on a per diem and line haul mileage basis under "Code of Car Hire Rules" or would be so settled if used by another railroad

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

Line No	Cross Check	Changes during year (concluded)	Units at close of year						Line No
		Units retired from service of respondent whether owned or leased including reclassification (h)	Owned and Used (i)	Leased from others (j)	Units installed				
					Total in service of respondent		Aggregate capacity of units reported in col (k) & (l) (see ins 4) (m)	Leased to others (n)	
					(col (i) & (j))				
					Time-mileage cars (k)	All Others (l)			
36									36
37		6	49	461	510		52,324		37
38		1,070	17,354	1,764	19,118		1,518,785	4	38
39		145	17,325	2,206	19,531		2,201,173		39
40		62	12,481	6,079	18,560		1,888,870		40
41		152	9,036	3,013	12,049		1,319,234	6	41
42		857	15,122	808	15,930		1,693,730		42
43		23	3,717		3,717		392,271		43
44									44
45		49	147	119	266		19,625	1	45
46		46	235	722	957		73,703		46
47		8	627	514	1,141		47,690		47
48		18	137		137		10,498		48
49		11	1,709	100	1,809		184,823		49
50									50
51			4	20		24	2,367		51
52		2	4,024		4,024		200,003		52
53		2,449	81,967	15,806	97,749	24	9,605,096	11	53
54		47	191	N/A	N/A	191	N/A	N/A	54
55		2,496	82,158	15,806	97,749	215	9,605,096	11	55

710. INVENTORY OF EQUIPMENT - Continued

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

Line No	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes During the Year				Line No
			Per diem (b)	All Others (c)	Units installed				
					New units purchased or built (d)	New units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, including reclassification and second hand units purchased or leased from others (g)	
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 and 57)	N/A						58
59		HIGHWAY REVENUE EQUIPMENT Chassis (Z_1_, Z_67_, Z_68_, Z_69_)		19,087		1,134			59
60		Dry van (U_2_, Z_, Z_6_, 1-6)		17,608		1,825		134	60
61		Flat bed (U_3_, Z_3_)		64					61
62		Open bed (U_4_, Z_4_)		1					62
63		Mechanical refrigerator (U_5_, Z_5_)		8				25	63
64		Bulk hopper (U_0_, Z_0_)							64
65		Insulated (U_7_, Z_7_)							65
66		Tank (Z_0_, U_6_) (See note)							66
67		Other trailer and container (Special equipped dry van U_9_, Z_8_, Z_9_)		3					67
68		Tractor							68
69		Truck							69
70		TOTAL (Lines 59 to 69)		36,771		2,959		159	70

NOTES AND REMARKS

Note Line 66 (Tank) must have fitting code "CN" to qualify as a 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 col (k) & (l) (see ins 4) (m)	Leased to Others (n)	
					Per diem (k)	All Others (l)			
56					N/A		N/A		56
57					N/A		N/A		57
58					N/A		N/A		58
59		1,468	24	18,729		18,753	N/A		59
60		935	6,929	11,703		18,632	502,491		60
61		14	50			50	562		61
62		1							62
63			33			33	750		63
64									64
65									65
66									66
67		3							67
68									68
69									69
70		2,421	7,036	30,432		37,468	503,803		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 this 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). 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. Disclose rebuilt units acquired or rewritten into the respondent's accounts in the lower section. 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 be 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	EMD SD70M-2 6-Axle 4,000 HP	79	16,195	121,939	P	1
2	GE ES40DC 6-Axle 4,000 HP	64	13,120	106,765	P	2
3	Steel Coal Gondola (GT)	4	98	618	P	3
4	Aluminum Specially Equipped Hoppers (HTS)	400	9,790	31,045	P	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	547	39,203	260,367	N/A	25
REBUILT UNITS						
26	GP38-2 6-Axle 2,000 HP	64	8,746	43,638	C	26
27	GP38-3 6-Axle 2,000 HP	8	1,080	4,468	C	27
28	Slug 6-Axle	1	187	325	C	28
29	Roadrailer Couplermates (ST)	18	162	87	P	29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38	TOTAL	91	10,175	48,518	N/A	38
39	GRAND TOTAL	638	49,378	308,885	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 category 1

- A - Freight density of 20 million or more gross ton-miles per track mile per year (include passing tracks, turnouts, and crossovers)
- B - Freight density of less than 20 million gross ton-miles per track mile per year, but at least 5 million (include passing tracks, turnouts, and crossovers)
- C - Freight density of less than 5 million gross ton-miles per track mile per year, but at least 1 million (include passing tracks, turnouts, and crossovers)
- D - Freight density of less than 1 million gross ton-miles per track mile per year (include passing tracks, turnouts, and crossovers)
- E - Way and yard switching tracks (passing tracks, crossovers and turnouts shall be included in categories 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 it is dedicated entirely to passenger service category F.

Potential abandonments - Route segments identified by railroads as potentially subject to abandonment as required by Section 10903 of the ICC Termination Act of 1995.

2 This schedule should include all class 1, 2, 3, or 4 track from schedule 700 that is maintained by the respondent (class 5 track 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 the end of period (e)	Line No
1	A	9,661	39.74	45.93	73	1
2	B	6,489	12.45	41.84	269	2
3	C	2,892	2.73	31.98	621	3
4	D	2,640	0.29	25.61	645	4
5	E	8,744	XXXXXXXXXX	XXXXXXX		5
6	TOTAL	30,426	21.83	40.37	1,608	6
7	F		XXXXXXXXXX	XXXXXXX		7
8	Potential abandonments	17				8

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

721. TIES LAID IN REPLACEMENT

1 Furnish the requested information concerning ties laid in replacement

2 In column (j), report the total board feet of switch and bridge ties laid in replacement

3 The term 'spot maintenance' in column (k) means repairs to track components during 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 line 9, the average cost per tie should include transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply storage and seasoning yards, and in the case of treating ties, also the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over carrier's own lines, and placing the ties in tracks and of train service other than that necessary in connection with loading or treatment should not be included in this schedule

Line No.	Track category	Number of crossties laid in replacement								Switch and bridge ties (board feet)	Crossties and switch and bridge ties		Line No
		New ties				Second-hand ties					Total	Percent of spot maintenance	
		Wooden		Concrete	Other	Wooden		Other					
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)						
1	A	1,538,763			(d)	(e)	14,576			(h)	(i)	(k)	1
2	B	698,685					68,047				766,732	4.2	2
3	C	96,967					29,828				126,795	10.6	3
4	D	95,732					19,488				115,220	7.9	4
5	E	167,316					71,194				238,510	12.6	5
6	TOTAL	2,597,463					203,133				2,800,596	3.4	6
7	F												7
8	Potential abandonments												8
9	Average cost per crosstie	\$35.21	and switchtie (MBM)				\$810.23						

722. TIES LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS

(Dollars in Thousands)

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

In column (a) classify the ties as follows

U - Wooden ties untreated when applied.

T - Wooden ties treated before application

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

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

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

Line No	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks	Line No
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of new crossties laid in during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch and bridge ties laid in new tracks during year (g)		
1	T	66,346	\$35.21	\$2,336	6,557	\$797.56	\$5	New Ties	1
2									2
3									3
4									4
5									5
6									6
7									7
8									8
9									9
10									10
11									11
12									12
13									13
14									14
15									15
16									16
17									17
18									18
19									19
20	TOTAL	66,346	\$35.21	\$2,336	6,557	\$797.56	\$5		20
21	Number of miles of new running, passing tracks, cross-overs, etc., in which ties were laid — 30								
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid — 11								

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 line 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 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 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						
								(b)	(c)		
	(a)					(f)	(g)	(h)			
1	A	274.94	4.72	58.97	15.19	333.91	19.91	38.07	1		
2	B	71.84	1.23	31.49	5.16	103.33	6.39	12.22	2		
3	C	6.98	0.12	3.06	0.50	10.04	0.62	1.19	3		
4	D	20.27	0.35	8.89	1.46	29.16	1.81	3.46	4		
5	E	0.00	0.00	61.56	4.57	61.56	4.57	8.74	5		
6	TOTAL	374.03	6.42	163.97	26.88	538.00	33.30	63.68	6		
7	F								7		
8	Potential Abandonments								8		
9	Average cost of new and relay rail laid in replacement per gross ton			New	\$605.82	Relay	\$113.21		9		

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 fully in a footnote)
- (4) Relay rails

2. Returns in columns (c) and (g) should be reported in WHOLE numbers. Fractions of less than one-half should be disregarded, and fractions of one-half or more should be counted as one

3. The returns in columns (d) and (h) should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines, and placing the rails in tracks and of train service in connection with the distribution of the rail should not be included in this schedule

RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.						RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY AND OTHER SWITCHING TRACKS				Line No	
Line No	Class of rail	Weight of rail		Total cost of rail applied in running tracks, passing tracks cross-overs, etc., during year (d)	Average cost per ton (2,000 lb) (e)	Weight of rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year (h)	Average cost per ton (2,000 lb) (i)		
		Pounds per yard of rail (b)	Number of tons (2,000 lb) (c)			Pounds per yard of rail (f)	Number of tons (2,000 lb) (g)				
1	4	131				131	21	2	80 00	1	
2										2	
3	1	132	444	291	657 09	132	190	142	749 33	3	
4	4	132				132	1,564	159	101 92	4	
5										5	
6	1	136	6,822	4424	648.87	136	588	429	729 96	6	
7	4	136				136	158	13	80 00	7	
8										8	
9	4	140				140	119	9	80.00	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	7,266	\$4,715	\$648.91	N/A	2,640	\$754	\$285.61	33	
34	Number of miles of new running tracks, passing tracks, cross-overs, etc , in which rails were laid									30.41	34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid									11.24	35
36	Track-miles of welded rail installed on system this year 40.55 total to date 22,056										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	85	10 67			1
2	90	223.14			2
3	100	905 00			3
4	105	115 87			4
5	110	55.22			5
6	112	749 56			6
7	115	1,147 89			7
8	119	10 30			8
9	127	610 95			9
10	130	610 37			10
11	131	1,158 06			11
12	132	9,745.67			12
13	133	163.97			13
14	136	2,316 38			14
15	140	1,176 39			15
16	141	417 53			16
17	152	83.86			17
18	155	62 20			18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38
39					39
40					40
41					41
42					42
43					43
44					44
45					45
46					46

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	Ties					Rail		Ballast	Track surfacing		Line No
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles)	Percent replaced	Miles surfaced		Percent surfaced		
		Crossties	Switch and bridge ties (board feet)	Crosstie	Switch and bridge ties (board feet)							
1	A	1,553,339	4,152,345	5.0	6.6	353.82	1.8	1,417,827	3,566.7	36.9	1	
2	B	766,732	1,677,352	3.6	2.1	109.72	0.8	468,233	1,238.4	19.1	2	
3	C	126,795	613,712	1.4	3.5	10.66	0.2	83,013	154.5	5.3	3	
4	D	115,220	327,928	1.3	0.9	30.97	0.6	79,819	290.1	11.4	4	
5	E	238,510	2,025,182	0.9	1.8	66.13	0.4	110,682	180.9	2.1	5	
6	TOTAL	2,800,596	8,796,519	2.9	2.9	571.3	0.9	2,159,574	5,430.6	17.8	6	
7	F										7	
8	Potential abandonments										8	

750. CONSUMPTION OF DIESEL FUEL
 (Dollars in Thousands)

Locomotives				Line No
Line No	Kind of locomotive service (a)	Diesel oil (gallons) (b)		
1	Freight	484,634,302		1
2	Passenger			2
3	Yard switching	34,148,907		3
4	TOTAL	518,783,209		4
5	COST OF FUEL \$(000)*	\$ 976,559		5
6	Work Train	1,833,035		6

*Show cost of fuel charged to train and yard service (function 6-Loco Fuels). The cost stated for diesel fuel should be the total charges in the accounts specified, including freight charges and handling expenses. Fuel consumed by mixed and special trains that are predominantly freight should be included in freight service, but where the service is mixed or special trains is predominantly passenger, the fuel should be included in passenger service.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755

Unit Train, Way Train, and Through Train data under items 2, 3, 4, 6, and 12 shall be obtained from conductor's wheel reports (freight) or similar reports. 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 or 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, 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 a 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 shall be 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 passengers, 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 locomotive unit-miles in road service shall be based on the actual distance run between terminals and/or stations. Follow instruction (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 for 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 for 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 respondent's 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 and miles made by flatcars carrying other empty highway trailers as empty freight car-miles. Exclude miles made by motorcars and report miles made by business cars of other than the 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 Items 4-01, 4-11, 4-13, and 4-15, car-miles of work equipment, cars carrying company freight, and no-payment cars moving in transportation trains. Include such car-miles in Items 4-17, 4-18, and 4-19. No-payment car-miles are miles made by private-line cars (other than railroad controlled) and shipper-owned cars for which the railroad does not reimburse the owner on a loaded and/or empty mile basis. If the payment for the loaded miles includes the empty miles, the loaded and empty miles should not be considered no-payment car-miles.

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

(K) From conductor's or dispatcher's train reports or other appropriate sources, compute weight in tons (2,000 pounds). 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). Nonrevenue gross ton-miles in transportation trains include work equipment and cars carrying company freight and their contents. Use 150 pounds 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 conductor's train reports or other appropriate sources, compute ton-miles of freight. Ton-miles represent the number of tons of revenue and nonrevenue freight moved one mile in a transportation train. Include net ton-miles in motorcar trains. Exclude (c) shipment of freight handled in mixed baggage express cars. Total ton-miles of revenue freight should correspond to the ton-miles reported on Form CBS.

(M) Road service represents elapse time of transportation trains (both ordinary and light) between the time of leaving the initial terminals and the time at final terminals, including trains switching at way stations and delays on road as shown by conductor's or dispatcher's 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 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 run solely for the purpose of transporting company material, trains run for distributing material and supplies for use in connection with operations; and all other trains used in work-train services. Exclude miles run by locomotives while engaged incidentally in switching company materials in company shops or material yards in connection with regular yard switching service or in switching equipment for repairs between yards and shops.

(P) The number of loaded freight cars shall be obtained from the conductors' wheel report and shall be the sum of all loaded cars handled by each train. For example, if a car moves loaded (1) in a way train from the origination points, (2) in two through trains, and (3) in a way-train to the destination point, the total count of loaded cars would be four: two counts for the movements in the way trains and two counts for the movements in through trains. Therefore, each car originated or received from a connecting carrier receives an initial count, plus one count for each subsequent physical transfer between trains on respondent's lines. No additional count is given because of crew change or changes in track identification number unless there is a physical transfer of the car between trains. Each car moving under revenue billing shall be considered as a loaded car.

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

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

Cars 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 yards (excluding cars which are to be repaired in the train yard without loss of time), cars moving empty in trains en route to shop, and cars stored awaiting disposition.

Surplus cars are cars which are in serviceable condition 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)	Pass. train (c)	Line No
1		1. MILES OF ROAD OPERATED (A)	21,141		1
		2. TRAIN MILES - RUNNING (B)	XXXXXXXX	XXXXXX	
2		2-01 UNIT TRAINS	12,149,117	XXXXXX	2
3		2-02 WAY TRAINS	13,262,016	XXXXXX	3
4		2-03 THROUGH TRAINS	58,748,540		4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	✓ 84,159,673		5
6		2-05 MOTORCARS (C)			6
7		2-06 TOTAL, ALL TRAINS (lines 5, 6)	84,159,673		7
		3 LOCOMOTIVE UNIT MILES (D)	XXXXXXXX	XXXXXX	
		ROAD SERVICE (E)	XXXXXXXX	XXXXXX	
8		3-01 UNIT TRAINS	28,315,828	XXXXXX	8
9		3-02 WAY TRAINS	23,573,472	XXXXXX	9
10		3-03 THROUGH TRAINS	136,908,152		10
11		3-04 TOTAL (lines 8-10)	188,797,452		11
12		3-11 TRAIN SWITCHING (F)	8,933,953	XXXXXX	12
13		3-21 YARD SWITCHING (G)	13,725,165		13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	211,456,570		14
		4. FREIGHT CAR-MILES (thousands) (H)	XXXXXXXX	XXXXXX	
		4-01 RR OWNED AND LEASED - LOADED	XXXXXXXX	XXXXXX	
15		4-010 BOX-PLAIN 40-FOOT		XXXXXX	15
16		4-011 BOX-PLAIN 50-FOOT AND LONGER	9,382	XXXXXX	16
17		4-012 BOX-EQUIPPED	218,301	XXXXXX	17
18		4-013 GONDOLA-PLAIN	207,993	XXXXXX	18
19		4-014 GONDOLA-EQUIPPED	146,655	XXXXXX	19
20		4-015 HOPPER-COVERED	131,604	XXXXXX	20
21		4-016 HOPPER-O/T-GENERAL SERVICE	117,564	XXXXXX	21
22		4-017 HOPPER-O/T-SPECIAL SERVICE	25,462	XXXXXX	22
23		4-018 REFRIGERATOR-MECHANICAL	4,968	XXXXXX	23
24		4-019 REFRIGERATOR-NON-MECHANICAL	12,465	XXXXXX	24
25		4-020 FLAT-TOFC/COFC	136,987	XXXXXX	25
26		4-021 FLAT-MULTI-LEVEL	29,706	XXXXXX	26
27		4-022 FLAT-GENERAL SERVICE	388	XXXXXX	27
28		4-023 FLAT-ALL OTHER	46,800	XXXXXX	28
29		4-024 ALL OTHER CAR TYPES	252,762	XXXXXX	29
30		4-025 TOTAL (lines 15-29)	1,341,037	XXXXXX	30

755. RAILROAD OPERATING STATISTICS

Line No	Cross Check	Item description (a)	Freight train (b)	Pass. train (c)	Line No
		4-11 RR OWNED AND LEASED EMPTY	XXXXXXXX	XXXXXX	
31		4-110 BOX-PLAIN 40-FOOT	2	XXXXXX	31
32		4-111 BOX-PLAIN 50-FOOT AND LONGER	10,067	XXXXXX	32
33		4-112 BOX-EQUIPPED	226,627	XXXXXX	33
34		4-113 GONDOLA-PLAIN	182,657	XXXXXX	34
35		4-114 GONDOLA-EQUIPPED	129,263	XXXXXX	35
36		4-115 HOPPER-COVERED	138,577	XXXXXX	36
37		4-116 HOPPER-O/T-GENERAL SERVICE	115,891	XXXXXX	37
38		4-117 HOPPER-O/T-SPECIAL SERVICE	27,090	XXXXXX	38
39		4-118 REFRIGERATOR-MECHANICAL	4,612	XXXXXX	39
40		4-119 REFRIGERATOR-NON-MECHANICAL	10,639	XXXXXX	40
41		4-120 FLAT-TOFC/COFC	22,424	XXXXXX	41
42		4-121 FLAT-MULTI-LEVEL	18,052	XXXXXX	42
43		4-122 FLAT-GENERAL SERVICE	924	XXXXXX	43
44		4-123 FLAT-ALL OTHER	47,690	XXXXXX	44
45		4-124 ALL OTHER CAR TYPES	1,164	XXXXXX	45
46		4-125 TOTAL (lines 31-45)	935,679	XXXXXX	46
		4-13 PRIVATE LINE CARS - LOADED (H)	XXXXXXXX	XXXXXX	
47		4-130 BOX-PLAIN 40-FOOT		XXXXXX	47
48		4-131 BOX-PLAIN 50-FOOT AND LONGER	19,188	XXXXXX	48
49		4-132 BOX-EQUIPPED	9,798	XXXXXX	49
50		4-133 GONDOLA-PLAIN	52,629	XXXXXX	50
51		4-134 GONDOLA-EQUIPPED	15,019	XXXXXX	51
52		4-135 HOPPER-COVERED	265,360	XXXXXX	52
53		4-136 HOPPER-O/T-GENERAL SERVICE	26,948	XXXXXX	53
54		4-137 HOPPER-O/T-SPECIAL SERVICE	183,990	XXXXXX	54
55		4-138 REFRIGERATOR-MECHANICAL	1,343	XXXXXX	55
56		4-139 REFRIGERATOR-NON-MECHANICAL	640	XXXXXX	56
57		4-140 FLAT-TOFC/COFC	351,413	XXXXXX	57
58		4-141 FLAT-MULTI-LEVEL	226,966	XXXXXX	58
59		4-142 FLAT-GENERAL SERVICE	83	XXXXXX	59
60		4-143 FLAT-ALL OTHER	40,881	XXXXXX	60
61		4-144 TANK UNDER 22,000 GALLONS	128,168	XXXXXX	61
62		4-145 TANK - 22,000 GALLONS AND OVER	131,425	XXXXXX	62
63		4-146 ALL OTHER CAR TYPES	1,246	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	1,455,097	XXXXXX	64

755. RAILROAD OPERATING STATISTICS

Line No.	Cross Check	Item description (a)	Freight train (b)	Pass. train (c)	Line No.
		4-15 PRIVATE LINE CARS-EMPTY (H)	XXXXXXXX	XXXXXX	
65		4-150 BOX-PLAIN 40-FOOT		XXXXXX	65
66		4-151 BOX-PLAIN 50-FOOT AND LONGER	12,819	XXXXXX	66
67		4-152 BOX-EQUIPPED	8,221	XXXXXX	67
68		4-153 GONDOLA-PLAIN	54,638	XXXXXX	68
69		4-154 GONDOLA-EQUIPPED	16,406	XXXXXX	69
70		4-155 HOPPER-COVERED	273,941	XXXXXX	70
71		4-156 HOPPER-O/T-GENERAL SERVICE	28,576	XXXXXX	71
72		4-157 HOPPER-O/T-SPECIAL SERVICE	186,378	XXXXXX	72
73		4-158 REFRIGERATOR-MECHANICAL	1,306	XXXXXX	73
74		4-159 REFRIGERATOR-NON-MECHANICAL	657	XXXXXX	74
75		4-160 FLAT-TOFC/COFC	34,805	XXXXXX	75
76		4-161 FLAT-MULTI-LEVEL	128,049	XXXXXX	76
77		4-162 FLAT-GENERAL SERVICE	92	XXXXXX	77
78		4-163 FLAT-ALL OTHER	41,976	XXXXXX	78
79		4-164 TANK UNDER 22,000 GALLONS	132,724	XXXXXX	79
80		4-165 TANK - 22,000 GALLONS AND OVER	136,952	XXXXXX	80
81		4-166 ALL OTHER CAR TYPES	1,320	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	1,058,860	XXXXXX	82
83		4-17 WORK EQUIPMENT CAR-MILES	19,841	XXXXXX	83
84		4-18 NO PAYMENT CAR-MILES (I) *		XXXXXX	84
		4-19 TOTAL CAR-MILES BY TRAIN TYPE	XXXXXXXX	XXXXXX	
85		4-191 UNIT TRAINS	1,174,606	XXXXXX	85
86		4-192 WAY TRAINS	354,805	XXXXXX	86
87		4-193 THROUGH TRAINS	3,281,103	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	4,810,514	XXXXXX	88
89		4-20 CABOOSE MILES	179	XXXXXX	89

* Total number of loaded miles 251,739 and empty miles 410 by roadrailer reported above on lines 29 and 45 respectively, rather than line 84.

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

Line No	Cross Check	Item description (a)	Freight train (b)	Pass train (c)	Line No.
		6 GROSS TON MILES (Thousands) (K)	XXXXXXXX	XXXXXX	
98		6-01 ROAD LOCOMOTIVES	34,812,553		98
		6-02 FREIGHT TRAINS, CRS , CNTS & CABOOSE	XXXXXXXX	XXXXXX	
99		6-020 UNIT TRAINS	98,490,326	XXXXXX	99
100		6-021 WAY TRAINS	26,917,316	XXXXXX	100
101		6-022 THROUGH TRAINS	257,202,846	XXXXXX	101
102		6-03 PASSENGER-TRAINS, CRS & CNTS			102
103		6-04 NON-REVENUE	1,362,888	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	418,785,929		104
		7 TONS OF FREIGHT (Thousands)	XXXXXXXX	XXXXXX	
105		7-01 REVENUE	451,703	XXXXXX	105
106		7-02 NON-REVENUE	1,961	XXXXXX	106
107		7-03 TOTAL (lines 105, 106)	453,664	XXXXXX	107
		8 TON-MILES OF FREIGHT (Thousands) (L)	XXXXXXXX	XXXXXX	
108		8-01 REVENUE-ROAD SERVICE	203,790,102	XXXXXX	108
109		8-02 REVENUE-LAKE TRANSFER SERVICE		XXXXXX	109
110		8-03 TOTAL (lines 108, 109)	203,790,102	XXXXXX	110
111		8-04 NON-REVENUE-ROAD SERVICE	478,881	XXXXXX	111
112		8-05 NON-REVENUE-LAKE TRANSFER SERV		XXXXXX	112
113		8-06 TOTAL (lines 111, 112)	478,881	XXXXXX	113
114		8-07 TOTAL-REV AND NON-REV (lines 110, 113)	204,268,983	XXXXXX	114
		9. TRAIN HOURS (M)	XXXXXXXX	XXXXXX	
115		9-01 ROAD SERVICE	4,436,832	XXXXXX	115
116		9-02 TRAIN SWITCHING	844,439	XXXXXX	116
117		10. TOTAL YARD SWITCHING HOURS (N)	2,372,437	XXXXXX	117
		11. TRAIN-MILES WORK TRAINS (O)	XXXXXXXX	XXXXXX	
118		11-01 LOCOMOTIVES	902,892	XXXXXX	118
119		11-02 MOTORCARS		XXXXXX	119
		12. NUMBER OF LOADED FREIGHT CARS (P)	XXXXXXXX	XXXXXX	
120		12-01 UNIT TRAINS	2,599,131	XXXXXX	120
121		12-02 WAY TRAINS	5,661,998	XXXXXX	121
122		12-03 THROUGH TRAINS	7,024,014	XXXXXX	122
123		13 TOFC/COFC-NO. OF REV TRLS. & CONT LOADED & UNLOADED (Q)	4,967,077	XXXXXX	123
124		14. MULTI-LEVEL CARS-NO. OF MTR. VEH LOADED AND UNLOADED (Q)	940,822	XXXXXX	124
125		15. TOFC/COFC-NO. OF REV TRLS PICKED UP AND DELIVERED (R)	295,615	XXXXXX	125
		16 REVENUE TONS-MARINE TERMINAL (S)	XXXXXXXX	XXXXXX	
126		16-01 MARINE TERMINALS - COAL	21,472,740	XXXXXX	126
127		16-02 MARINE TERMINALS - ORE	0	XXXXXX	127
128		16-03 MARINE TERMINALS - OTHER	0	XXXXXX	128
129		16-04 TOTAL (lines 126-128)	21,472,740	XXXXXX	129
		17. NUMBER OF FOREIGN PER DIEM CARS ON LINE (T)	XXXXXXXX	XXXXXX	
130		17-01 SERVICEABLE	36,611	XXXXXX	130
131		17-02 UNSERVICEABLE	917	XXXXXX	131
132		17-03 SURPLUS	0	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	37,528	XXXXXX	133
134		TOFC/COFC - Average No. of Units Loaded Per Car	3.96	XXXXXX	134

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)

Commonwealth of Virginia
City of Norfolk

Marta R. Stewart makes oath and says that she is Vice President and Controller of Norfolk Southern Combined Railroad Subsidiaries (see page 4 of STB Annual Report R-1); that it is her duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept; that she knows that such books have been kept in good faith during the period covered by this report; that she 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 the Surface Transportation Board; that she 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, 2006, to and including December 31, 2006.

Marta R. Stewart
(Signature of affiant)

Subscribed and sworn to before me a Notary Public in and for the State and City above named, this 30th day of March, 2007. My commission expires March 31, 2008.

Use an
L.S.
impression seal

Bellevue P. Fagan
(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

Commonwealth of Virginia
City of Norfolk

Charles W. Moorman makes oath that says that he is President and Chief Executive Officer of Norfolk Southern Combined Railroad Subsidiaries (see page 4 of STB Annual Report R-1); that he has carefully examined the foregoing report; that he believes that all statements of fact contained in the said report are true, and that the said report is a correct and complete statement of the business and affairs of the above-named respondent and the operations of its property during the period of time from and including January 1, 2006, to and including December 31, 2006.

C.W. Moorman
(Signature of affiant)

Subscribed and sworn to before me a Notary Public in and for the State and City above named, this 30th day of March, 2007. My commission expires March 31, 2008.

Use an
L.S.
impression seal

Bellevue P. Fagan
(Signature of officer authorized to administer oaths)

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

[illegible]

CORRECTIONS

[illegible]

EXPLANATORY REMARKS

INDEX

	Page No
Accumulated depreciation	
Road and equipment leased	
From others	38
Improvements to	38
To others	41
Owned and used	35
Accruals - railway tax	63
Analysis of taxes	63
Application of funds - source	21
Balance sheet	5-9
Capital stock	20
Car, locomotive, and floating equipment - classification	78-83
Changes in financial position	21-22
Company service equipment	79
Compensating balances and short-term borrowing arrangements	67
Consumption of fuel by motive power units	91
Contingent assets and liabilities	8
Crossties (see Ties)	
Debt holdings	69
Depreciation base and rates	
Road and equipment leased	
From others	34
Improvements to	32-33
To others	40
Owned and used	34
Electric locomotive equipment at close of year	68
Equipment - classified	78-83
Company service	79
Floating	82-83
Freight-train cars	80-81
Highway revenue equipment	82-83
Passenger-train cars	78-79
Inventory	78-83
Owned-Not in service of respondent	78
Equipment leased, depreciation base and rate	
From others	34
Improvements to	37
Reserve	38
To others	40
Reserve	41
Equipment owned, depreciation base rates	34
Reserve	35
Expenses - railway operating	45-53
Extraordinary items	17
Federal income taxes	63
Financial position - changes in	21-22
Floating equipment	82-83
Freight cars loaded	94
Freight-train cars	80-81
Freight car-miles	94
Fuel consumed - diesel	91
Cost	91
Funded debt (see Debt holdings)	
Guaranties and suretyships	66
Identity of respondent	2
Items in selected income and retained earnings accounts	65
Investments in common stock of affiliated companies	30
Investments and advances of affiliated companies	26-29
Railway property used in transportation service	42-43
Road and equipment	32-33
Changes during year	32-33
Leased property - improvements made during the year	32-33
Leases	61
Locomotive equipment	78
Electric and other	78
Consumption of diesel fuel	78
Locomotive unit miles	91

INDEX (Continued)

	Page No.
Mileage - Average of road operated	85
Of new tracks in which rails were laid	88
Of new tracks in which ties were laid	87
Miscellaneous items in retained income accounts for the year	65
Motorcar car miles	94
Motor rail cars owned or leased	79
Net income	17
Oath	98
Operating expenses (see Expenses)	
Revenues (see Revenues)	
Statistics (see Statistics)	
Ordinary income	16
Private line cars loaded	95
Private line cars empty	95
Rails	
Laid in replacement	88
Charges to operating expenses	45
Additional tracks, new lines, and extensions	89
Miles of new track in which rails were laid	88
Weight of	89
Railway - Operating expenses	45-53
Railway - Operating revenues	16
Results of operations	16-17
Retained income unappropriated	19
Miscellaneous items in accounts for year	11
Revenues	
Freight	16
Passenger	16
Road and Equipment - Investment in	32-33
Improvements to leased property	32-33
Reserve	38
Leased to others - Depreciation base and rates	40
Reserve	41
Owned - Depreciated base and rates	34
Reserve	35
Used - Depreciated base and rates	34
Reserve	35
Road - Mileage operated at close of year	74
By states and territories	75
Securities (see Investments)	
Short-term borrowings arrangements - compensating balances and	67
Sinking funds	7
Sources and application of working capital	21-22
Specialized service subschedule	60
Statement of changes in financial position	21-22
Stock outstanding	20
Changes during year	20
Number of security holders	3
Total voting power	3-4
Value per share	3
Voting rights	3
Supporting schedule - improvements to equipment leased from others	57A-57B
Supporting schedule - road	58-57
Suretyships - Guaranties and	66
Ties laid in replacement	86
Ties - Additional tracks, new lines, and extensions	87
Tracks operated at close of year	74
Miles of, at close of year	75
Track and traffic conditions	85
Train hours, yard switching	97
Train miles	94
Tons of freight	97
Ton-miles of freight	97
TOFC/COFC number of revenue trailers and containers - loaded & unloaded	97
Voting powers and elections	3
Weight of rail	90

Schedule 515 -- Rails Laid in Replacement

Give particulars of all rails applied during the year in connection with replacement of rails in previously constructed tracks maintained by the respondent.

Line No.	Class of Rail (a)	Rail Applied in Running Tracks, Passing Tracks, Cross-overs, Etc.				Rail Applied in Yard, Station, Industry, and Other Switching Tracks			
		Weight of Rail		Total cost of rail applied during yr. (d)	Average Cost Per Ton (2,000 lb) (e)	Weight of Rail		Total cost of rail applied during yr. (h)	Average Cost Per Ton (2,000 lb) (i)
		Pounds Per Yard of Rail (b)	Number Tons (2,000 lb) (c)			Pounds Per Yard of Rail (f)	Number Tons (2,000 lb) (g)		
1	New		45,212						
2									
3									
4	Relay		14,724				7,807		
5									
6									
7									
8									
9									
10									
11									
12									
13									
14									
15									
16									
17									
18									
19									
20	Total	XXXX	59,936			XXXX	7,807		

**250 - CONSOLIDATED INFORMATION
FOR REVENUE ADEQUACY DETERMINATION**
(Dollars in Thousands)

Line No.	Item (a)	Beginning of year (b)	End of year (c)
	Adjusted Net Railway Operating Income for Reporting Entity		
1	Combined/Consolidated Net Railway Operating Income for Reporting Entity		1,751,599
2	Add: Interest Income from Working Capital Allowance-Cash Portion		5,535
3	Income Taxes Associated with Non-Rail Income and Deductions	N/A	--
4	Gain or (loss) from transfer/reclassification to non-rail status (net of income taxes)		33,500
5	Adjusted Net Railway Operating Income (Lines 1, 2, 3 & 4)		1,790,634
	Adjusted Investment in Railroad Property for Reporting Entity		
6	Combined Investment in Railroad Property Used in Transportation Service	19,914,660	20,302,628
7	Less: Interest During Construction	2,580	2,580
8	Other Elements of Investment (if debit balance)	--	--
9	Add: Net Rail Assets of Rail-Related Affiliates	--	--
10	Working Capital Allowance	216,226	259,805
11	Net Investment Base Before Adjustment for Deferred Taxes (Lines 6 through 10)	20,128,306	20,559,853
12	Less: Accumulated Deferred Income Tax Credits (note)	7,891,306	7,865,853
13	Net Investment Base (Line 11-12)	12,237,000	12,694,000

ATTACHMENT TO 2006 FORM R-1 SCHEDULE 250
"CONSOLIDATED INFORMATION FOR REVENUE ADEQUACY DETERMINATION"
Norfolk Southern Combined Railroad Subsidiaries
Year 2006

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
<p>See Page 4 of R-1 (Schedule C), "Principles of Combined Reporting."</p> <p style="text-align: center;">(see attached)</p>	

Name of Affiliate	Nature of Business
<p><u>Companies added to the railroad entity in 2006:</u></p> <p>PLS Investment, LLC Reading Company, LLC [Delaware] Reading Company, LLC [Virginia] TCV, Inc.</p> <p><u>Companies subtracted from the railroad entity in 2006:</u></p>	<p>Added January 2006 Added January 2006 Added January 2006 Added January 2006</p>

NORFOLK SOUTHERN COMBINED RAILROAD SUBSIDIARIES

SCHEDULE 250 – PART B Year 2006 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 <u>not</u> 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.	<u>\$000's</u>
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.	\$ 1,846,273
- Equity in undistributed earnings, which represents the total Schedule 210, Line 26 for all railroads in the reporting entity.	(132)
- Dividends in affiliated companies. (If the affiliate is 80% or more controlled by the parent railroad, then deduct 100% of the affiliate's dividend. If the affiliate is less than 80% controlled by the parent railroad, then deduct 80% of the affiliate's dividend. ...	14,161
= Adjusted income from continuing operations (before taxes). This represents "A" in item (3) below.	<u>\$ 1,832,244</u>
(2) Determine Combined/Consolidated Adjusted Pretax NROI for all railroads in the reporting entity	
Combined/Consolidated Pretax NROI for the entire entity, which equals the amount shown on Schedule 250, Line 1.	\$ 1,751,599
+ Current provision for taxes, which represents the consolidated amounts of Schedule 210, Line 51 for all railroads in the reporting entity. (This figure includes <u>both</u> Account 556, Income Taxes on Ordinary Income and Account 557, Provision for Deferred Taxes.	613,509
+ 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.	5,535
+ Release of premiums on funded debt, which represents the consolidated total of release of premiums 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.	212,572
- Railroad-related income from affiliates (other than railroads) which was included in consolidated NROI (Schedule 250, Line 1)	<u>--</u>
= Combined/Consolidated Pretax Adjusted NROI for all railroads. This represents "B" in Item (3) below.	<u>\$ 2,158,071</u>

NORFOLK SOUTHERN COMBINED RAILROAD SUBSIDIARIES
SCHEDULE 250 – PART B
Year 2006
Determination of Nonrail Taxes
Page 2

- (3) Calculate the railroad-related tax ratio: "B/A". 100.00%
- (4) Compute the nonrailroad-related complement: (1 – Railroad-related income ratio) which equals the nonrailroad-related tax ratio. --
- (5) Compute the nonrailroad portion of the total provisions for both taxes. This equals:
- The nonrailroad-related tax ratio (Item (4) above) times the total current income taxes accrued on ordinary income (Account 556) which represents the consolidated amounts of Schedule 210, Lines 47, 48 and 49 for all railroads in the reporting entity. \$ --

PART II – DETERMINE NONRAILROAD-RELATED TAXES FOR ALL 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 pretax 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). \$ --
- + 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). \$ --

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

NSR - 16,668,997

11. Give the date of such meeting NSR - May 23, 2006

12. Give the place of such meeting. Norfolk, Virginia

NOTES AND REMARKS**Principles of Combined Reporting**

Norfolk Southern Combined Railroad Subsidiaries (NS Rail) includes the affiliated railroads under the COMMON CONTROL of Norfolk Southern Corporation (NS). The major subsidiary is Norfolk Southern Railway Company and consolidated subsidiaries (NSR). See listing of companies included in combined rail reporting below. Nonrailroad subsidiaries whose assets and operations are not deemed to be an integral part of rail operations are included in this combined report in the following classifications:

Balance Sheet - Fixed Capital Assets - "Property Used in Other Than Carrier Operations"

Results of Operations - "Other Income" and "Miscellaneous Deductions From Income"

All significant intercompany balances and transactions have been eliminated in combination.

This form of Combined reporting was approved by the ICC Accounting and Valuation Board on March 23, 1987, as indicated in Chairman William F. Moss, III's letter

The following companies are included in the combined rail reporting to the Surface Transportation Board:

Class I

Cincinnati, New Orleans and Texas Pacific Railway Company, The
Norfolk Southern Railway Company

Class II

Alabama Great Southern Railroad Company, The
Central of Georgia Railroad Company
Georgia Southern and Florida Railway Company

Class III

Camp Lejeune Railroad Company
Chesapeake Western Railway
Interstate Railroad Company
Norfolk and Portsmouth Belt Line Railroad Company
State University Railroad Company
Tennessee, Alabama & Georgia Railway Company
Tennessee Railway Company

Lessors and Other

Airforce Pipeline, Inc
Alabama Great Southern LLC
Central of Georgia LLC
Citico Realty Company
High Point, Randleman, Asheboro and
Southern Railroad Company
Lamberts Point Barge Company, Inc.
Mobile and Birmingham Railroad Company
Norfolk Southern International, Inc.
Norfolk Southern-Mexico, LLC
NorfolkSouthernMexicana, S de RL de CV
North Carolina Midland Railroad Company, The
PLS Investment, LLC
Rail Investment Company
Reading Company, LLC [Delaware]
Reading Company, LLC [Virginia]
Shenandoah-Virginia Corporation
South Western Rail Road Company, The
Southern Rail Terminals, Inc
Southern Rail Terminals of North Carolina, Inc.
Southern Region Coal Transport, Inc
Southern Region Materials Supply, Inc
T-Cubed of North America, LLC
TCS Leasing, Inc.
TCV, Inc
Thoroughbred Direct Intermodal Services, Inc.
Thoroughbred Technology and Telecommunications, LLC
Transworks Company
Transworks Inc.
Transworks of Indiana, Inc.
Triple Crown Services Company
Virginia and Southwestern Railway Company
Wheelersburg Terminal LLC
Yadkin Railroad Company