

RC-138100

SOUTHERN PACIFIC

1981

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RC 438100
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ORIGINAL

R-1

CLASS I RAILROADS

APPROVED BY GAO
B-180230 (R0470)
EXPIRES 3-31-83

annual report

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ICC - P.O. 2040

	<p>Southern Pacific Transportation Company Southern Pacific Building One Market Plaza San Francisco, Calif. 94105</p>
<p>Correct name and address if different than shown.</p>	<p>Full name and address of reporting carrier. (Use mailing label on original, copy in full on duplicate.)</p>



to the

Interstate Commerce Commission

FOR THE YEAR ENDED DECEMBER 31, 1981

NOTICE

1. This Form for annual report should be filled out in triplicate and two copies returned to the Interstate Commerce Commission, Bureau of Accounts, P.O. Box 2040, Rockville Pike Station, Rockville, MD. 20852, by March 31, of the year following that for which the report is made. One copy should be retained in respondent's files. Attention is specially directed to the following provisions of Part I of the Interstate Commerce Act:

(49 U.S.C. 11145) The Commission is hereby authorized to require annual, periodical, or special reports from carriers, lessors, * * * (as defined in this section), to prescribe the manner and form in which such reports shall be made, and to require from such carriers, lessors, * * * specific and full, true, and correct answers to all questions upon which the Commission may deem information to be necessary classifying such carriers, lessors, * * * as it may deem proper for any of these purposes. Such annual reports shall give an account of the affairs of the carrier, lessor, * * * in such form and detail as may be prescribed by the Commission.

(11145) Said annual reports shall contain all the required information for the period of twelve months ending on the 31st day of December in each year, unless the Commission shall specify a different date, and shall be made out under oath and filed with the Commission at its office in Washington within three months after the close of the year for which report is made, unless additional time be granted in any case by the Commission.

(11144) Any person who shall knowingly and willfully make, cause to be made, or participate in the making of, any false entry in any annual or other report required under this section to be filed, * * * or shall knowingly or willfully file with the Commission any false report or other document, shall be deemed guilty of a misdemeanor and shall be subject, upon conviction in any court of the United States of competent jurisdiction, to a fine of not more than five thousand dollars or imprisonment for not more than two years, or both such fine and imprisonment: * * *

(11901) Any carrier or lessor, * * * or any officer, agent, employee or representative thereof, who shall fail to make and file an annual or other report with the Commission within the time fixed by the Commission, or to make specific and full, true, and correct answer to any question within thirty days from the time it is lawfully required by the Commission so to do, shall forfeit to the United States the sum of one hundred dollars for each and every day it shall continue to be in default with respect thereto.

(11141) As used in this section * * * the term "carrier" means a common carrier subject to this part, and includes a receiver or trustee of such carrier; and the term "lessor" means a person owning a railroad, a water line, or a pipe line, leased to and operated by a common carrier subject to this part, and includes a receiver or trustee of such lessor, * * *

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

2. The instructions in this Form should be carefully observed, and each question should be answered fully and accurately, whether it has been answered in a previous annual report or not. Except in cases where they are specifically authorized, cancellations, arbitrary check marks, and the like should not be used either as partial or as entire answers to inquiries. If any inquiry, based on a preceding inquiry in the present report form is, because of the answer rendered to such preceding inquiry, inapplicable to the person or corporation in whose behalf the report is made, such notation as "Not applicable: see page _____, schedule (or line) number _____" should be used in answer thereto, giving precise reference to the portion of the report showing the facts which make the inquiry inapplicable. Where the word "none" truly and completely states the fact, it should be given as the answer to any particular inquiry or any particular portion of an inquiry. Where dates are called for, the month and day should be stated as well as the year. Customary abbreviations may be used in stating dates.

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

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

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

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

7. Railroad corporations, mainly distinguished as operating companies and lessor companies, are for the purpose of report to the Interstate Commerce Commission divided into classes. An operating company is one whose officers direct the business of transportation and whose books contain operating as well as financial accounts; and, a lessor company, the property of which being leased to and operated by another company, is one that maintains a separate legal existence and keeps financial but not operating accounts. In making reports, lessor companies use Annual Report Form R-4.

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

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

Class II companies are those having annual operating revenues less than \$50,000,000 but in excess of \$10,000,000. For this class, Annual Report Form R-2 is provided.

Class III companies are those having annual operating revenues of \$10,000,000, or less. For this class, Annual Report Form R-3 is provided.

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

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

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

ANNUAL REPORT

OF

SOUTHERN PACIFIC TRANSPORTATION COMPANY

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1981

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

(Name) E. L. JOHNSON (Title) Vice President and Controller

(Telephone number) (415) 541-2560
(Area code) (Telephone number)

(Office address) Southern Pacific Building, One Market Plaza, San Francisco, CA 94105
(Street and number, city, State, and ZIP code)

SPECIAL NOTICE

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

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

Docket

Title

Decision Date

ESTIMATE OF REPORTING BURDEN

In order to monitor carrier reporting burden and to satisfy OMB requirements pursuant to Public Law 96-511, it is requested that you voluntarily furnish your best estimate of the number of hours required to complete this report.

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

Total hours (Estimated) 2,000

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A. SCHEDULES OMITTED BY RESPONDENT

1. The respondent, at its option, may omit pages from this report provided there is nothing to report or the schedules are not applicable.

2. Show below the pages excluded and indicate the schedule number and title in the space provided below.

3. If no schedules were omitted indicate "NONE".

Page	Schedule No.	Title
		NONE

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 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.

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

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

1. Exact name of common carrier making this report Southern Pacific Transportation Company
2. Date of incorporation February 20, 1969
3. Under laws of what Government, State, or Territory organized? If more than one, name all. If in bankruptcy, give court of jurisdiction and dates of beginning of receivership or trusteeship and of appointment of receivers or trustees State of Delaware - General Corporation Law. Certificate of Incorporation amended February 24, 1969, to eliminate provisions in the certificate covering pre-emptive rights and cumulative voting. (See report for year ended December 31, 1969)
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. No consolidation or merger during the year

STOCKHOLDERS REPORTS

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

Check appropriate box:

☐ Two copies are attached to this report.

☐ Two copies will be submitted _____ (date)

☒ No annual report to stockholders is prepared.

C. VOTING POWERS AND ELECTIONS

No

1. State the par value of each share of stock: Common, \$par per share; first preferred, \$None per share; second preferred, \$None per share; debenture stock, \$None 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 Each share one vote
3. Are voting rights proportional to holdings? Yes If not, state in a footnote the relation between holdings and corresponding voting rights.
4. Are voting rights attached to any securities other than stock? No If so, name in a footnote each security, other than stock to which voting rights are attached (as of the close of the year), and state in detail the relation between holdings and corresponding voting rights, stating whether voting rights are actual or contingent, and if contingent showing the contingency.
5. Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method? No If so, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.
6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing Company did not pay a dividend during year
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. 27,141,366 votes, as of December 31, 1981 (Date)
8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7. One stockholders.
9. Give the names of the thirty security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within 1 year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each his address, the number of votes which he would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he was entitled, with respect to securities held by him, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities, stating in a footnote the names of such other securities (if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreements give, as supplemental information the names and addresses of the thirty largest holders of the voting trust certificates and the amount of their individual holdings. *If the stock book was not closed or the list of stockholders compiled within such year, show such thirty security holders as of the close of the year.*

Line No.	Name of security holder (a)	Address of security holder (b)	Number of votes to which security holder was entitled (c)	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED		
				Stocks		
				Common (d)	PREFERRED Second (e)	First (f)
1	Southern Pacific Company	S. P. Building	27,141,366	27,141,366		
2		One Market Plaza				
3		San Francisco,				
4		Calif. 94105				
5						
6						
7						
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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. 27,141,366
votes cast.

11. Give the date of such meeting. May 21, 1981

12. Give the place of such meeting. New York, New York

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS

Line No.	Account No.	Title (a)	Balance at Close of Year (b)	Balance at Beginning of Year (c)
		<u>Current Asset</u>	\$	\$
1	701	Cash	16,741	21,145
2	702	Temporary Cash Investments (Sch. 300)	68,161	43,942
3	703	Special Deposits (Sch. 300)	448	454
		Accounts Receivable		
4	705	- Interline and Other Balances	42,835	48,711
5	706	- Customers	102,808	117,700
6	707, 704	- Other	29,572	25,852
7	709, 708	- Accrued Accounts Receivables	114,176	124,254
8	708.5	- Receivables from Affiliated Companies	8,177	11,292
9	709.5	- Less: Allowance for Uncollectible Accounts	1,700	5,500
10	710, 711, 714	Working funds prepayments deferred income tax debits (Sch. 300)	12,731	3,880
11	712	Materials and Supplies	89,963	69,837
12	713	Other Current Assets (Sch. 300)	12,795	11,453
13		Total Current Assets	496,707	473,020
		<u>Other Assets</u>		
14	715, 716, 717, 722, 723, 724	Special Funds and Other Investments and advances (Sch. 315)	17,500	11,483
15	721, 721.5	Investments and Advances; Affiliated Companies (Sch. 310)	(1) 472,195	(2) 517,285
16	737, 738	Property used in other than Carrier Operations (less depreciation \$). (Sch. 325)	97,410	93,367
17	739, 741	Other Assets (Sch. 329)	11,822	19,233
18	743, 744	Other Deferred Debits (Sch. 329)	30,768	33,393
19		Total Other Assets	629,695	674,761
		<u>Road and Equipment</u>		
20	731, 732	Road (Sch. 330 & 330A)	1,681,043	1,637,198
21		Equipment	1,916,826	1,925,014
22		Unallocated Items		
23	733, 734, 735, 736	Accumulated Depreciation and amortization (Schs. 335, 351, 342, 339)	(934,707)	(878,704)
24		Net road and Equipment	2,663,162	2,683,508
25		Total Assets	3,789,564	3,831,289

NOTES AND REMARKS

(1) Includes \$283,872 undistributed earnings from affiliated companies - 1981

(2) Includes \$316,125 undistributed earnings from affiliated companies - 1980

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY

Line No.	Account No.	Title (a)	Balance at Close of Year (b)	Balance at Begin- ning of Year (c)
		<u>Current Liabilities</u>	\$	\$
26	751	Loans and Notes Payable (Sch. 370)		7,598
27	752	Accounts Payable; Interline and Other Balances	43,967	40,867
28	753, 754	Other Accounts Payable	117,651	104,558
29	755, 756	Interest and Dividends Payable	20,170	23,444
30	757	Payables to Affiliated Companies	17,463	26,306
31	759	Accrued accounts Payable (Sch. 370)	284,634	242,756
32	760, 761, 761.5, 762	Taxes Accrued (Sch. 370)	51,944	37,121
33	763	Other Current Liabilities (Sch. 370)	15,673	24,727
34	764	Equipment obligations and other long-term debt due within one year	78,558	107,687
35		Total Current Liabilities	630,060	615,064
		<u>Non Current Liabilities</u>		
36	765, 767	Funded debt unmatured	238,198	244,536
37	766	Equipment obligations	599,958	675,853
38	766.5	Capitalized Lease Obligations	28,681	33,629
39	768	Debt in default		
40	769	Accounts payable; Affiliated Companies	61,286	91,286
41	770.1, 770.2	Unamortized debt premium	(1,506)	(1,930)
42	781	Interest in default		
43	783	Deferred revenues-Transfers from Government Authorities		
44	786	Accumulated deferred income tax credits	402,964	390,944
45	771, 772, 774, 775, 782, 784	Other long-term liabilities and deferred credits (Sch. 379)	144,533	136,160
46		Total Noncurrent Liabilities	1,474,114	1,570,478
		<u>Shareholders' Equity</u>		
47	791, 792	Capital Stock: (Sch. 230)	424,875	424,875
48		Common Stock	424,875	424,875
49		Preferred Stock		
50	793	Discount on Capital Stock		
51	794, 795	Additional Capital (230)		
		Retained Earnings:		
52	797	Appropriated (221)		
53	798	Unappropriated (220)	1,260,515	1,220,872
54	798.1	Net Unrealized loss on noncurrent marketable equity securities		
55	798.5	Less Treasury Stock		
56		Net Stockholders Equity	1,685,390	1,645,747
57		Total Liabilities and Shareholders Equity	3,789,564	3,831,289

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES

The notes listed below are provided for the purpose of disclosing supplementary information concerning matters which have an important effect on the financial condition of the carrier. The carrier shall give the particulars called for herein and where there is nothing to report, insert the word "none"; and in addition thereto shall enter in separate notes with suitable particulars other matters involving material amounts of the character commonly disclosed in financial statements under generally accepted accounting and reporting principles, except as shown in other schedules. This includes statements

explaining (1) service interruption insurance policies and indicating the amount of indemnity to which respondent will be entitled for work stoppage losses and the maximum amount of additional premium respondent may be obligated to pay in the event such losses are sustained by other railroads; (2) particulars concerning obligations for stock purchase options granted to officers and employees; and (3) what entries have been made for net income or retained income restricted under provisions of mortgages and other arrangements. (*Dollars in thousands*).

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 \$ 245,846

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: Normal pension costs, interest and amortization of unfunded past service are included in operating expenses.

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund. \$ None

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

(i) If funding is by insurance, give name of insuring company No

(ii) If funding is by trust agreement, list trustee(s) See list on page 26

Date of trust agreement or latest amendment June 6, 1974

If respondent is affiliated in any way with the trustee(s), explain affiliation: No

(d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement valuation. Companies listed on pg. 26, charges are allocated on basis of actuarial

(e) (i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates? Specify.

Yes X No

If yes, give number of the shares for each class of stock or other security: Listed on page 26

(ii) Are voting rights attached to any securities held by the pension plan? Specify. Yes X No If yes, who determines how stock is voted? Trustee

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

5. (a) The amount of employers contribution to employee stock ownership plans for the current year was \$ None

(b) The amount of investment tax credit used to reduce current income tax expense resulting from contributions to qualified employee stock ownership plans for the current year was \$ None

6. Specify the total amount of business entertainment expenditures charged to the non-operating expense account \$ None

Continued on following page

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

Marketable Equity Securities - to be completed by companies with \$10.0 million or more in gross operating revenues.

This Company has nothing to report for Items a. b. c.

(a) Changes in Valuation Accounts

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

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

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

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

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

NOTE: / / - date - Balance sheet date of the current year unless specified as previous year.

NOTES AND REMARKS

- (1) During 1981 respondent carried basic and supplemental policies with the Imperial Insurance Company Limited under terms of which it was entitled to a maximum indemnity of \$2,671,174 per day up to 365 days for any single work stoppage. The maximum amount of additional premium respondent would have been obligated to pay in event losses were sustained by other railroads was \$40,048,973.

210. RESULTS OF OPERATIONS

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.

3. List dividends from investments accounted for under the

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

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

5. Dollars in thousands.

Line No.	Item (a)	Amount for Current Year (b)	Amount for Preceding Year (c)	Freight-Related Revenues & Expenses (d)	Passenger-Related Revenues & Expenses (e)
	ORDINARY ITEMS				
	OPERATING INCOME				
	Railway Operating Income				
1	(101) Freight **	\$2,196,310	\$1,987,224	\$2,196,310	\$
2	(102) Passenger **	7,185	7,360		7,185
3	(103) Passenger-Related				
4	(104) Switching	18,249	17,707	18,249	
5	(105) Water Transfers				
6	(106) Demurrage	18,062	23,297	18,062	
7	(110) Incidentals	9,714	7,696	9,545	169
8	(121) Joint Facility-Credit	1,355	1,107	1,355	
9	(122) Joint Facility-Debit	233	108	233	
10	(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	2,251,108	2,044,499	2,243,754	7,354
11	(502) Railway operating revenues-Transfers from Government Authorities for current operations	11,712	5,550		11,712
12	(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities				
13	Total railway operating revenues (lines 10-12)	2,262,820	2,050,049	2,243,754	19,066
14	(531) Railway operating expenses	2,246,115	2,003,045	2,225,485	20,630
15	*Net revenue from railway operations	16,705	47,004	18,269	(1,564)
	OTHER INCOME				
16	(506) Revenue from property used in other than carrier operations	8,510	8,458		
17	(510) Miscellaneous rent income	22,851	19,195		
18	(512) Separately operated properties-Profit				
19	(513) Dividend Income		203		
20	(514) Interest income	7,827	4,015		
21	(516) Income from sinking and other funds	1,287	463		
22	(517) Release of premiums on funded debt	138			
23	(518) Contributions from other companies				
24	(519) Miscellaneous income	72,083	42,492		
	Income from affiliated companies:				
25	Dividends	56,160	24,551		
26	Equity in undistributed earnings (losses)	(32,253)	4,034		
27	Total other income (lines 16-26)	136,603	103,411		
28	Total income (lines 15, 27)	153,308	150,415		
	MISCELLANEOUS DEDUCTIONS FROM INCOME				
29	(534) Expenses of property used in other than carrier operations	2,489	2,183		
30	(535) Taxes on property used in other than carrier operations	2,805	2,640		
31	(543) Miscellaneous rent expense	78	52		
32	(544) Miscellaneous taxes				
33	(545) Separately operated properties-Loss	424	25		
34	(549) Maintenance of investment organization				
35	(550) Income transferred to other companies				
36	(551) Miscellaneous income charges	13,278	2,231		
37	(553) Uncollectible accounts	2,148	856		
38	Total miscellaneous deductions (lines 29-37)	21,222	7,987		
39	Income available for fixed charges (lines 28, 38)	132,086	142,428		

210. RESULTS OF OPERATIONS - Continued

Line No.	Item (a)	Amount for Current Year (b)	Amount for Preceding Year (c)
	FIXED CHARGES	\$	\$
	(546) Interest on funded debt:		
40	(a) Fixed interest not in default	80,380	80,891
41	(b) Interest in default	(348)	6,350
42	(547) Interest on unfunded debt	750	230
43	(548) Amortization of discount on funded debt	80,782	87,471
44	Total fixed charges (lines 40-43)	51,304	54,957
45	Income after fixed charges (lines 39, 44)		
	OTHER DEDUCTIONS		
	(546) Interest on funded debt:		
46	(c) Contingent interest		
	UNUSUAL OR INFREQUENT ITEMS		
47	(555) Unusual or infrequent items (debit) credit		
48	Income (loss) for continuing operations (before income taxes)	51,304	54,957
	PROVISIONS FOR INCOME TAXES		
	(556) Income taxes on ordinary income:		
49	Federal income taxes	87	(40)
50	State income taxes	(135)	578
51	Other income taxes		
52	(557) Provision for deferred taxes	3,508	(18,393)
53	Income from continuing operations	47,844	72,812
	DISCONTINUED OPERATIONS		
54	(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)		
55	(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)		
56	Income before extraordinary items	47,844	72,812
	EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES		
57	(570) Extraordinary items (Net)		
58	(590) Income taxes on extraordinary items		
59	(591) Provision for deferred taxes - Extraordinary items		
60	Total extraordinary items (lines 57-59)		
61	(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)		
62	Net income	47,844	72,812
	*Reconciliation of net railway operating income (NROI)		
63	Net revenues from railway operations	16,705	
64	(556) Income taxes on ordinary income	(48)	
65	(557) Provision for deferred income taxes	3,508	
66	Income from lease of road and equipment	415	
67	Rent for leased roads and equipment		
68	Net railway operating income	12,830	65,967
	**Report hereunder the charges to the revenue accounts representing payments made to others for-		
69	Terminal collection and delivery services when performed in connection with line-haul transportation of freight on the basis of freight tariff rates \$ -		
	(a) Of the amount reported for "Net revenue from railway operations", % (to nearest whole number) represents payments for collection and delivery of LCL freight either in TOFC trailers or otherwise. The percentage reported is (Check one): Actual (). Estimated ().		
70	Switching services when performed in connection with line-haul transportation of freight on the basis of switching tariffs and all wances out of freight rates, including the switching of empty cars in connection with a revenue movement \$ 10,120		
	Substitute highway motor service in lieu of line-haul rail service performed under tariffs published by rail carriers (does not include traffic moved on joint rail-motor rates):		
71	(a) Payments for transportation of persons	\$	None
72	(b) Payments for transportation of freight shipments	\$	3,731
	NOTE:—Gross charges for protective to perishable freight, without deduction for any proportion thereof credited to Account No. 101, "Freight" (not required from switching and terminal companies):		
73	Charges for service for the protection against heat	\$	16,106
74	Charges for service for the protection against cold	\$	137

220. RETAINED EARNINGS—UNAPPROPRIATED

1. Show hereunder 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 indicated in parentheses.

3. Indicate under "Remarks" the amount of assigned Federal income tax consequences, accounts 606 and 616.

4. Segregate in column (c) all amounts applicable to the equity in undistributed earnings (losses) of affiliated companies based on the equity method of accounting.

5. Line 3 (line 7 if debit balance), column (c), should agree with line 26, column (b), Schedule 210. The total of columns (b) and (c), lines 3 and 7, should agree with line 62, column (b), Schedule 210.

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

Line No.	Item (a)	Retained earnings—Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)
1	Balances at beginning of year _____	\$ 904,747	\$ 316,125
2	(601.5) Prior period adjustments to beginning retained earnings _____		
	CREDITS		
3	(602) Credit balance transferred from income _____	80,097	
4	(603) Appropriations released _____		
5	(606) Other credits to retained earnings _____		
6	Total _____	80,097	
	DEBITS		
7	(612) Debit balance transferred from income _____		32,253
8	(616) Other debits to retained earnings _____	8,201	
9	(620) Appropriations for sinking and other funds _____		
10	(621) Appropriations for other purposes _____		
11	(623) Dividends: Common stock _____		
12	Preferred stock ¹ _____		
13	Total _____	8,201	32,253
14	Net increase (decrease) during year (Line 6 minus line 13) _____	71,896	(32,253)
15	Balances at close of year (Lines 1, 2 and 14) _____	976,643	283,872
16	Balance from line 15(c) _____	283,872	xxxxx
17	Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year _____	1,260,515	xxxxx
	REMARKS		
18	Amount of assigned Federal income tax consequences: Account 606 _____	None	xxxxx
19	Account 616 _____	None	xxxxx

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

221. RETAINED EARNINGS--APPROPRIATED

Give an analysis in the form called for below of account No. 797, "Retained earnings--Appropriated." (Dollars in thousands)

Line No.	Class of appropriation (a)	Credits during year (b)	Debits during year (c)	Balance at close of year (d)
1	Additions to property through retained earnings _____	\$	\$	\$
2	Funded debt retired through retained earnings _____			
3	Sinking funds _____			
4	Miscellaneous funds _____			
5	Other appropriations (specify): _____			
6				
7				
8				
9				
10	None			
11				
12				
13				
14				
15				
16	TOTAL			

225. TRANSFERS FROM GOVERNMENT AUTHORITIES

This schedule should include particulars of all transfers from Federal, state or municipal authorities received during the year. The amount of transfer received shall be distributed among columns (c), (d), and (e) in accordance with General Instruction 1-15 of the Uniform System of Accounts for Railroad Companies. (Dollars in thousands)

Line No.	Description (a)	Amount (b)	Applied to current operations (c)	Deferred to future periods (d)	Applied to contributed capital (e)
	Source and description of transfers				
1	State of California-San Francisco/	\$ 11,712	\$ 11,712	\$	\$
2	San Jose Commute Operation				
3					
4					
5					
6					
7	Total received during year _____	11,712	11,712		
8	Cumulative total of Government transfers-beginning of year _____	5,500	XXXXX	XXXXX	XXXXX
9	Cumulative total of Government transfers-end of year _____	17,212	XXXXX	XXXXX	XXXXX

230. CAPITAL STOCK

PART I. CAPITAL STOCK

1. Disclose in column (a) the particulars of the various issues of capital stock of the respondent, distinguishing separate issues of any general class, if different in any respect.
2. Present in column (b) the par or stated value of each issue. If none, so state.
3. Disclose in columns (c), (d), (e) and (f) the required information concerning the number of shares authorized, issued, in treasury and outstanding for the various issues.
4. For the purposes of this report, capital stock and other securities are considered to be nominally issued when certificates are signed and sealed and placed with the proper officer for

sale and delivery or are pledged or otherwise placed in some special fund of the respondent. They are considered to be actually issued when sold to a bona fide purchaser who holds them free from control by the respondent. All securities actually issued and not reacquired by or for the respondent are considered to be actually outstanding. If reacquired by or for the respondent, and not canceled or retired, they are considered to be nominally outstanding.

5. Dollars in thousands.

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year	
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)
1	Common	No Par	27,141,366	27,141,366		27,141,366	424,875	
2								
3								
4	Preferred	None						
5								
6								
7								
8								
9								
10	TOTAL	XXXXX	27,141,366	27,141,366		27,141,366	424,875	

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

1. The purpose of this part is to disclose capital stock changes during year.
2. Column (a) presents the items to be disclosed.
3. Columns (b), (d) and (f) require disclosures of the number of preferred, common and treasury stock, respectively, applicable to the items presented in column (a).
4. Columns (c), (e) and (g) requires the applicable disclosure of the book values of preferred, common and treasury stock.

5. Disclose in column (h) the additional paid-in capital realized from changes in capital stock during year.
6. Unusual circumstances arising from changes in capital stock changes shall be fully explained in footnotes to this schedule.
7. Report dollars in thousands.

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

¹ By footnote state the purpose of the issue and authority.

240. STATEMENT OF CHANGES IN FINANCIAL POSITION

Give the information as requested concerning the source and application of funds during the year. Funds for the purpose of this schedule shall include all assets or financial resources even though a transaction may not directly affect cash or working capital. For example, the purchase of property in exchange for shares of stock or bonds would be an application of funds for invest-

ment in property provided by the issue of securities. Sources and uses of funds should be individually disclosed. For example, outlays for fixed assets should not be reported net of retirements.

Dollars in thousands.

Line No.	Description (a)	Current year (b)	Prior year (c)
	SOURCES OF WORKING CAPITAL		
	Working capital provided by operations:		
1	Net income (loss) before extraordinary items	\$ 47,844	\$ 72,812
	Add expenses not requiring outlay of working capital; (subtract) credits not generating working capital:		
2	Retirement of nondepreciable property	(1,173)	2,439
3	Loss (gain) on sale or disposal of tangible property	(26,160)	(35,385)
4	Depreciation and amortization expenses	102,627	96,748
5	Net increase (decrease) in deferred income taxes	(3,508)	(18,392)
6	Net decrease (increase) in parent's share of subsidiary's undistributed income for the year	32,253	(4,034)
7	Net increase (decrease) in noncurrent portion of estimated liabilities	(30,649)	49,900
	Other (specify):		
8	Net increase (decrease) in other long term debt and deferred credits	8,373	(1,803)
9			
10			
11			
12			
13	Total working capital from operations before extraordinary items	129,607	162,285

240. STATEMENT OF CHANGES IN FINANCIAL POSITION - Continued

Line No.	Description (a)	Current year (b)	Prior year (c)
	SOURCES OF WORKING CAPITAL—Continued		
14	Add funds generated by reason of discontinued operations, extraordinary items, prior period adjustments, and changes in accounting principles _____	\$	\$
15	Total working capital from operations _____	129,607	162,285
	Working capital from sources other than operating:		
16	Proceeds from issuance of long-term liabilities _____		148,259
17	Proceeds from sale/disposition of carrier operating property _____	27,717	35,578
18	Proceeds from sale/disposition of other tangible property _____	20,281	29,851
19	Proceeds from sale/repayment of investments advances _____	(6,143)	9,962
20	Net decrease in sinking and other special funds _____		
21	Proceeds from issue of capital stock _____		
	Other (specify):		
22	_____	10,036	11,217
23	_____		
24	_____		
25	_____		
26	_____		
27	Total working capital from sources other than operating _____	51,891	234,867
28	Total sources of working capital _____	181,498	397,152

240. STATEMENT OF CHANGES IN FINANCIAL POSITION - Concluded

Line No.	Description (a)	Current year (b)	Prior year (c)
	APPLICATION OF WORKING CAPITAL	\$	\$
29	Amount paid to acquire/retire long-term liabilities	82,233	111,884
30	Cash dividends declared		
31	Purchase price of carrier operating property	105,950	304,374
32	Purchase price of other tangible property		
33	Purchase price of long-term investments and advances	(20,324)	10,761
34	Net increase in sinking or other special funds		
35	Purchase price of acquiring treasury stock		
	Other (specify):		
36			
37			
38		4,948	8,392
39			
40			
41			
42			
43			
44			
45	Total application of working capital	172,807	435,411
46	Net increase (decrease) in working capital	8,691	(38,259)

241. CHANGES IN WORKING CAPITAL

Compute the net changes in each element of working capital.

(Dollars in thousands)

Line No.	Item (a)	Current year (b)	Prior year (c)	Increase (Decrease) (d)
1	Cash and temporary investments	\$ 84,902	\$ 65,087	\$ 19,815
2	Net receivables	295,868	322,309	(26,441)
3	Prepayments	12,731	3,880	8,851
4	Materials and supplies	89,963	69,837	20,126
5	Other current assets not included above	13,243	11,907	1,336
6	Notes payable and matured obligations		7,598	(7,598)
7	Accounts payable	483,885	437,931	45,954
8	Current equipment obligations and other debt	78,558	107,687	(29,129)
9	Other current liabilities not included above	67,617	61,848	5,769
10	Net increase (decrease) in working capital	(133,353)	(142,044)	8,691

245. WORKING CAPITAL INFORMATION

1. Report below the information requested with respect to the referenced accounts.
2. Give the amount of issues from stock during the year for lines 1 thru 5 as it pertains to account 712, "Material and supplies".
3. Report on lines 6 and 7 only the amount applicable to common-carrier transportation service included in accounts 707 and 754.
4. Report on lines 8 and 9 the amount included in account balances for 760, 761, 761.5, 556, 762. (Do not include taxes levied in lieu of property taxes).
5. Dollars in thousands.

Line No.	Item (a)	Amount (b)
1	Construction and additions and betterments _____	\$ 8,053
2	Common-carrier operating purposes _____	431,157
3	Used by other than respondent's lessor companies _____	443,874
4	Total _____	
5	Portion of balance in the material and supplies account at end of year that represents scrap and obsolete material _____	67
6	Account 707. Accounts receivable; other _____	0
7	Account 754. Accounts payable; other _____	0
8	Account 760. Federal income taxes accrued _____	87
9	Account 761. State and other income taxes accrued _____	(135)
10	Account 761.5 Other taxes accrued _____	18,053
11	Account 556. Income taxes on ordinary income _____	(48)
12	Account 762. Deferred Income tax credits _____	12,020

NOTES AND REMARKS

Ø We do not maintain segregation of our receivable and payable accounts in such manner as to permit ready separation of amounts affecting our operating income accounts from other items in these accounts. As examples, one of the principal accounts included in our accounts receivable is that due from U.S. Government for service and as billing carrier, our bills include amounts due others in interline accounts as well as amounts included in our own revenues. Likewise, our accounts payable include large amounts covered by agency and freight claim drafts which consist of amount chargeable against operating income as well as C.O.D.'s and other amounts payable not affecting income.

SCHEDULE 300

PAGE 19

OMITTED IN ACCORDANCE WITH

DOCKET NO. 38590

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A and 315

1. Schedules 310 and 315 should give particulars of stocks, bonds, other secured obligations, unsecured notes, and investment advances of affiliated and nonaffiliated companies held by respondent at close of year. Specifically, the disclosures should include the investments in the obligations of Federal, state and local governments, and the obligation of individuals. Also, disclose the investments made, disposed of, and written down during the year, and the applicable dividends and interest credited to income as a result of those investments. They should exclude securities issued or assumed by respondent. For definition of affiliated companies, see the rules governing Account No. 721 "Investments and advances affiliated companies," in the Uniform System of Accounts for Railroad Companies.

2. List the investments in the following order and show a total for each group and each class of investments by accounts in numerical order:

- (A) Stocks:
 - (1) Carriers - active.
 - (2) Carriers - inactive.
 - (3) Noncarriers - active.
 - (4) Noncarriers - inactive.
- (B) Bonds (including U.S. Government Bonds):
- (C) Other secured obligations:
- (D) Unsecured notes:
- (E) Investment advances:

3. The subclassification of classes (B), (C), (D), and (E) should be the same as that provided for class (A).

4. The kinds of industry represented by respondent's investments in the securities of other companies should be shown by symbol opposite the names of the issuing corporations, the symbols and industrial classifications to be as follows:

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

5. By carriers, as the term is used here, is meant companies owning or operating railroads, facilities auxiliary thereto such as bridges, ferries, union depots, and other terminal facilities, sleeping cars, parlor cars, dining cars, freight cars, express service and facilities, electric railways, highway motor vehicles, steamboats and other marine transportation equipment, pipe lines (other than those for transportation of water), and other instrumentalities devoted to the transportation of persons or property for hire. Telegraph and telephone companies are not meant to be included.

6. Noncarrier companies should, for the purpose of these schedules, include telephone companies, telegraph companies, mining companies, manufacturing companies, hotel companies, etc. Purely "holding companies" are to be classed as noncarrier companies, even though the securities held by such companies are largely or entirely those issued or assumed by carriers.

7. By an active corporation is meant one which maintains an organization for operating property or administering its financial affairs. An inactive corporation is one which has been practically absorbed in a controlling corporation and which neither operates property nor administers its financial affairs; if it maintains an organization it does so only for the purpose of complying with legal requirements and maintaining title to property or franchises.

8. Combine, in one amount, investments in which the original cost or present equity in total assets is less than \$10,000.

9. Include investments in unincorporated entities such as lessee organizations. Exclude amounts normally settled on a current basis.

10. Do not include the value of securities issued or assumed by respondent.

11. For affiliates which do not report to the Interstate Commerce Commission and are jointly owned, disclose in footnotes the name and extent of control of the other controlling entities.

12. Dollars in thousands.

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, "

2. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 20, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c).

3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged,

or otherwise encumbered, giving names and other important particulars of such obligations in footnotes.

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

5. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially 19__ to 19__." Abbreviations in common use in standard financial publications may be used to conserve space.

6. If any of the companies included in this schedule are controlled by respondent, the percent of control should be given in

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
	(a)	(b)	(c)	(d)	(e)
1	721	A-1	VII	Central California Traction Co.-Common	(
2				Note A	(33.33
3			"	Central California Traction Co.-Preferred	(
4			"	Holton Inter-Urban Ry. Co. - Common	100
5			"	Northwestern Pacific Railroad Co.-Common	100
6			"	Pacific Fruit Express Co. -Common	100
7			"	Pacific Motor Transport Co. -Common	100
8			"	Pacific Motor Trucking Co. -Common	100
9			"	Portland Terminal R.R. Co. -Common Note C	20
10			"	Portland Terminal R.R. Co. -Common Note B	50
11			"	St. Louis Southwestern Ry. Co. -Common	99.7
12			"	St. Louis Southwestern Ry. Co. -Preferred	
13			"	Southern Pacific Transp. Co. of	
14				Texas and La. -Common	100
15			"	Sunset Ry. Co. -Common Note D	50
16			"	The Ogden Union Ry. and Depot Co.-Common Note B	50
17			"	Visalia Electric R.R. Co. -Common	100
18				Total A-1	
19					
20		A-3	X	Evergreen Freight Car Corp. -Common	100
21			"	Evergreen Leasing Corp. -Common	100
22			"	Los Angeles Union Terminal, Inc. -Common	100
23			VII	Southern Pacific Air Freight, Inc.-Common	100
24			"	Southern Pacific Equipment Co. -Common	100
25			"	Southern Pacific International -Common	100
26			"	Trailer Train Co. -Common	2-90/205
27			"	Southern Pacific Warehouse Co. -Common	100
28				Total A-3	
29					
30				Total A	
31					
32					
33					
34					
35					
36					
37					
38					
39					
40					

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES—Continued

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 is less than \$10,000 may be combined in one figure.

9. Also included should be investments in unincorporated entities such as lessee organizations (exclusive of amounts nominally settled on a current basis).

10. This schedule should not include securities issued or assumed by respondent.

11. For affiliates which do not report to the Interstate Commerce Commission, and are jointly owned, give names and extent of control of other entities by footnote.

12. Dollars in thousands.

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 explains)	Closing balance				
(f)	(g)	(h)	(i)	(j)	(k)	(l)	
\$	\$	\$	\$	\$	\$	\$	
399			399				1
265			265				2
269			269				3
7,012			7,012				4
12,000			12,000			8,000	5
1			1				6
11,375	9,850	6,319	14,906				7
940			940				8
1,950			1,950				9
30,074	282		30,356			17,170	10
18,514			18,514			990	11
							12
2,050		2,050	0				13
82			82				14
150			150				15
70			70				16
85,151	10,132	8,369	86,914			26,160	17
100		100	0				18
1			1				19
*							20
65			65				21
11,722			11,722			30,000	22
1			1				23
133			133				24
19			19				25
12,041	-	100	11,941			30,000	26
							27
97,192	10,132	8,469	98,855			56,160	28
							29
							30
							31
							32
							33
							34
							35
							36
							37
							38
							39
							40

* Less than \$1,000

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES—Continued

Line No.	Account No. (a)	Class No. (b)	Kind of Industry (c)	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent of control (e)
1		D-3	X	Trailer Train Co.-Unsec.30-Yr.6½%-7½%	
2				Sub.Notes	
3			"	S.P.Development Co.-Unsec.10-Yr. 7½%	
4				Notes	
5			"	S.P.Development Co.-Unsec.10-Yr. 7½%	
6				Notes	
7			"	S.P.Development Co.-Unsec.10-Yr. 7½%	
8				Notes	
9			"	S.P.Development Co.-Unsec. 1-Yr. 10%	
10				Notes	
11				Total D-3	
12				Total D	
13					
14		E-1	VII	Harbor Belt Line R.R.	
15			"	Pacific Motor Transport Co.	
16			"	Pacific Motor Trucking Co.	
17			"	Northwestern Pacific R.R. Co.	
18			"	The Ogden Union Ry. and Depot Co.	
19			"	Petaluma and Santa Rosa R.R. Co.	
20			"	Portland Terminal Company	
21			"	Port Terminal Railroad Association ..	
22			"	Louis Heller Inc.	
23			"	Southern Pacific Transport Co.	
24				of Texas and Louisiana	
25			"	Visalia Electric	
26				Total E-1	
27		E-3	VII	Southern Pacific Air Freight, Inc. ..	
28			X	Evergreen Freight Car Corp.	
29			X	Evergreen Leasing Corp.	
30				Total E-3	
31					
32				Total E	
33				Total account 721	
34	715			715. Sinking funds)	
35	716			716. Capital and other) None	
36				reserve funds	
37	717			717. Insurance and other funds)	
38				GRAND TOTAL	
39					
40					

NOTES AND REMARKS

SCHEDULE 310 INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

Note A: Controlled jointly with The Atchison, Topeka & Santa Fe Ry. Co. and The Western Pacific R.R. Co.

Note B: Controlled jointly with Union Pacific R. R. Co.

Note C: Controlled jointly with Burlington Northern Inc. and Oregon-Washington R.R. & Navigation Co.

Note D: Controlled jointly with The Atchison, Topeka & Santa Fe Ry. Co. and operated by each company alternately for five-year periods.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES—Concluded

Investments and advances				Disposed of; Profit (loss)	Adjustments Account 721.5	Dividends or interest credited to income	Line No.
Opening balance (f)	Additions (g)	Deductions (if other than sale explain) (h)	Closing balance (i)				
\$	\$	\$	\$	\$	\$	\$	
656			656			46	1
							2
							3
1,825		1,825				34	4
							5
2,859			2,859			214	6
							7
419			419			31	8
							9
							10
5,759		1,825	3,934			325	11
5,759		1,825	3,934			325	12
							13
30			30			2	14
245	945		1,190			155	15
16,597	449	209	16,837			699	16
66,001		5,000	61,001				17
1,275			1,275			9	18
154			154				19
2	2		4				20
62	185		247				21
	366		366			46	22
							23
643		643					24
68			68				25
85,077	1,947	5,852	81,172			911	26
532	12		544			2	27
12,600		12,600					28
	3,818		3,818				29
13,132	3,830	12,600	4,362			2	30
							31
98,209	5,777	18,452	85,534			913	32
201,160	15,909	28,746	188,323			57,398	33
							34
							35
							36
							37
201,160	15,909	28,746	188,323			57,398	38
							39
							40

310A. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES

Undistributed Earnings From Certain Investments in Affiliated Companies

1. Report below the details of all investments in common stocks included in Account 721, Investments and advances affiliated companies.

2. Enter in column (c) the amount necessary to retroactively adjust those investments. (See instruction 5-2, Uniform System

of Accounts.)

3. Enter in column (d) the share of undistributed earnings (i.e., less dividends) or losses.

4. Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost) at date

of acquisition.

5. For definitions of "carrier" and "noncarrier," see general instructions.

(DOLLARS IN THOUSANDS)

Line No.	Name of issuing company and description of security held.	Balance at beginning of year	Adjustment for investments equity method	Equity in undistributed earnings (losses) during year	Amortization during year	Adjustment for investments disposed of or written down during year	Balance at Close of year
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
	Carriers: (List specifics for each company)	\$	\$	\$	\$	\$	\$
1	Central California Traction Co.	476		(62)			414
2	Holton Inter-Urban Ry. Co.	1,435		104			1,539
3	Northwestern Pacific Railroad Co. & Subsidiary	(37,557)		(5,998)			(43,555)
4	Pacific Fruit Express	6,170		1,024			7,194
5	Pacific Motor Transport Co.	(838)		(690)			(1,528)
6	Pacific Motor Trucking Co. & Subsidiaries	6,277		(6,960)			(683)
7	Portland Terminal Railroad Co.	324		96			420
8	Portland Traction Company	(803)		(43)			(846)
9	St. Louis Southwestern Ry. Co. & Subsidiaries	268,011		3,735			271,746
10	Southern Pacific Transport Co. of Texas & La.	6,001		(6,001)			
11	Sunset Railway Co.	818		46			864
12	The Ogden Union Railway & Depot Co.	(17)					(17)
13	Visalia Electric Railroad Co.	668		4			672
14							
15							
16	Total - Carriers	250,965		(14,745)			236,220
17							
18							
19							
20	Noncarriers	65,160		(17,508)			47,652
21							
22							
23							
24	Grand Total	316,125		(32,253)			283,872
25							
26							
27							

NOTES AND REMARKS

3(c)(ii) Crocker National Bank
Manufacturers Hanover Trust Company
Dodge & Cox
IDS Advisory Corporation

Charges are allocated on basis of actuarial valuation for each company participating in the Plan. Affiliated companies participating in the Plan.

3(d) Southern Pacific Company
Southern Pacific Transportation Company
Northwestern Pacific Railroad Company
Pacific Motor Trucking Company
Southern Pacific Pipe Lines, Inc.
Los Angeles Union Terminal, Inc.
Black Mesa Pipeline, Inc.
Southern Pacific Land Company
Southern Pacific Transport Company of Texas and Louisiana
Southern Pacific Communications Company
Southern Pacific Industrial Development Company
Commonwealth Plan, Inc.
Bankers Leasing Corporation

3(e)(i) Evergreen Leasing Conditional Sale Certificates \$250,000

SCHEDULE 315

PAGES 27 & 28

OMITTED IN ACCORDANCE WITH

DOCKET NO. 38590

SCHEDULE 319

PAGES 29 & 30

OMITTED IN ACCORDANCE WITH

DOCKET NO. 38590

SCHEDULE 325

PAGES 31 & 32

OMITTED IN ACCORDANCE WITH

DOCKET NO. 38590

SCHEDULE 329

PAGE 33

OMITTED IN ACCORDANCE WITH

DOCKET NO. 38590

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

1. Give particulars of balances at the beginning and close of the year and of all changes during the year in account No. 731, "Road and Equipment Property," and account No. 732, "Improvements on Leased Property," classified by primary accounts in accordance with the Uniform System of Accounts for Railroad Companies. If the amount in account 732 for road or for equipment is less than 5% of the amount in account 731 at the beginning and end of year, the corresponding portion of Schedule 330A may be omitted. The balances, by primary accounts, should, insofar as known, be stated in column (b) and all changes made during the year should be analyzed in columns (c) to (f), inclusive. Column (h) is the aggregate of columns (b) to (f), inclusive. Grand totals of columns (b) and (h) should equal the sum of accounts 731 and 732 for the respective periods; if not, full explanation should be made in a footnote.

2. In column (c) are to be shown disbursements made for the specific purpose of purchasing, constructing, and equipping new lines, and for the extension of old lines, as provided for in Instruction 2-1, "Items to be charged," of the Uniform System of Accounts for Railroad Companies, for such items.

3. In column (d) is to be shown the cost of a railway or portion thereof, acquired as an operating entity or system by purchase, merger, consolidation, reorganization, receivership sale or transfer, or otherwise.

4. In columns (c) and (e), should be included all entries covering expenditures for additions and betterments, as defined, whether replacing other property or not.

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

9. If during the year a segment of transportation property was acquired, state in a footnote the name of the vendor, the mileage acquired, and the date of acquisition, giving termini and the cost of the property to the respondent. Also furnish a statement of the amount included in each primary account representing such property acquired, referring to the column or columns in which the entries appear.

10. If an amount of less than \$2000 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.

11. Dollars in thousands.

NOTES AND REMARKS

330. ROAD AND EQUIPMENT PROPERTY (See Instructions)

Line No.	Account (a)	(Dollars in thousands)	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)
1	(1) Engineering		\$ 26,228		
2	(2) Land for transportation purposes		74,915		
3	(3) Grading		221,754		
4	(4) Other right-of-way expenditures		1,494		
5	(5) Tunnels and subways		36,734		
6	(6) Bridges, trestles, and culverts		145,649		
7	(7) Elevated structures				
8	(8) Ties		62,453		
9	(9) Rails		147,597		
10	(10) Other track material		112,554		
11	(11) Ballast		57,509		
12	(12) Track laying and surfacing		84,366		
13	(13) Fences, snowsheds, and signs		11,573		
14	(16) Station and office buildings		78,156		
15	(17) Roadway buildings		7,914		
16	(18) Water stations		1,377		
17	(19) Fuel stations		3,900		
18	(20) Shops and enginehouses		38,658		
19	(22) Storage warehouses		3		
20	(23) Wharves and docks		107		
21	(24) Coal and ore wharves				
22	(25) TOFC/COFC terminals		17,148		
23	(26) Communication systems		45,987		
24	(27) Signals and interlockers		132,740		
25	(29) Power plants		763		
26	(31) Power-transmission systems		3,459		
27	(35) Miscellaneous structures		1,023		
28	(37) Roadway machines		54,232		
29	(39) Public improvements-Construction		40,263		
30	(44) Shop machinery		22,538		
31	(45) Power-plant machinery		1,482		
32	Other (specify and explain)				
33	Total expenditures for road		1,432,576		
34	(52) Locomotives		721,017		
35	(53) Freight-train cars		1,135,788		
36	(54) Passenger-train cars		9,344		
37	(55) Highway revenue equipment				
38	(56) Floating equipment				
39	(57) Work equipment		21,655		
40	(58) Miscellaneous equipment		20,096		
41	Total expenditures for equipment		1,907,900		
42	(76) Interest during construction		26,800		
43	(77) Other expenditures-General		6,039		
44	Total general expenditures		32,839		
45	Total		3,373,315		
46	(80) Other elements of investment		171,783		
47	(90) Construction work in progress		17,114		
48	Grand Total		3,562,212		

330 ROAD AND EQUIPMENT PROPERTY (See Instructions)

Expenditures for additions and betterments during the year	Credits for property retired during the year	Net changes during the year	Balance at close of year	Additional property costs	Property cost record balance at close of year	Line No.
(a)	(f)	(g)	(h)	(i)	(j)	
\$ 382	\$ 54	\$ 328	\$ 26,556	\$	\$ 26,556	1
275	309	(34)	74,881		74,881	2
11,065	85	10,980	232,734	80,798	313,532	3
54		54	1,548		1,548	4
721	13	708	37,442	5,320	42,762	5
5,867	333	5,534	151,183		151,183	6
						7
2,957	6	2,951	65,404	20,862	86,266	8
5,096	(17)	5,113	152,710	31,767	184,477	9
6,680	137	6,543	119,097	10,893	129,990	10
728	(48)	776	58,285	7,148	65,433	11
8,200	26	8,174	92,540	14,860	107,400	12
127	38	87	11,662		11,662	13
1,084	9,603	(8,519)	69,637		69,637	14
(24)	261	(285)	7,629		7,629	15
72	104	(32)	1,345		1,345	16
157	32	125	4,025		4,025	17
483	336	147	38,805		38,805	18
			3		3	19
(28)	45	(73)	34		34	20
						21
223	47	176	17,324		17,324	22
1,363	934	429	46,416		46,416	23
10,373	834	9,539	142,279		142,279	24
111	2	109	872		872	25
145		145	3,604		3,604	26
42	4	38	1,061		1,061	27
1,455	2,653	(1,198)	53,034		53,034	28
2,236	161	2,075	42,338		42,338	29
688	464	224	22,762		22,762	30
			1,482		1,482	31
						32
60,532	16,416	44,116	1,476,692	171,648	1,648,340	33
42,684	17,612	25,072	746,089		746,089	34
10,446	29,156	(18,710)	1,117,078		1,117,078	35
			9,344		9,344	36
						37
						38
611	50	561	22,216		22,216	39
1,067	1,196	(129)	19,967		19,967	40
54,808	48,014	6,794	1,914,694		1,914,694	41
	111	(111)	26,689		26,689	42
	25	(25)	6,014		6,014	43
	136	(136)	32,703		32,703	44
115,340	64,566	50,774	3,424,089	171,648	3,595,737	45
	135	(135)	171,648	(171,648)		46
(14,982)		(14,982)	2,132		2,132	47
100,358	64,701	35,657	3,597,869		3,597,869	48

Under Provisions of FASB-13 - Capitalized Leases for 1981
Col. f - \$9,083

RETIREMENTS REPORTED IN COLUMN (G) INCLUDE THE LEDGER
VALUE OF LINES ABANDONED DURING THE YEAR UNDER
AUTHORITY OF THE FOLLOWING ICC FINANCE DOCKETS

\$126 No. AB-12
(Sub No. 63F)

3,730 Miles of the Lick Branch from MP 55.24 near Lick to 58.97
near Alamitos, California. Abandoned April 1981.

330A. IMPROVEMENTS ON LEASED PROPERTY (See Instruction)

Line No.	Account (Dollars in thousands)	Balance at beginning of year	Expenditures during the year for original road and equipment, and road extensions	Expenditures during the year for purchase of existing lines, reorganizations, etc.
	(a)	(b)	(c)	(d)
1	(1) Engineering _____	\$	\$	\$
2	(2) Land for transportation purposes _____			
3	(3) Grading _____			
4	(4) Other right-of-way expenditures _____			
5	(5) Tunnels and subways _____			
6	(6) Bridges, trestles, and culverts _____			
7	(7) Elevated structures _____			
8	(8) Ties _____			
9	(9) Rails _____	Less than 5% of total assets		
10	(10) Other track material _____			
11	(11) Ballast _____			
12	(12) Track laying and surfacing _____			
13	(13) Fences, snowsheds, and signs _____			
14	(16) Station and office buildings _____			
15	(17) Roadway buildings _____			
16	(18) Water stations _____			
17	(19) Fuel stations _____			
18	(20) Shops and enginehouses _____			
19	(22) Storage warehouses _____			
20	(23) Wharves and docks _____			
21	(24) Coal and ore wharves _____			
22	(25) TOFC/COFC terminals _____			
23	(26) Communication systems _____			
24	(27) Signals and interlockers _____			
25	(29) Power plants _____			
26	(31) Power-transmission systems _____			
27	(35) Miscellaneous structures _____			
28	(37) Roadway machines _____			
29	(39) Public improvements—Construction _____			
30	(44) Shop machinery _____			
31	(45) Power-plant machinery _____			
32	Other (specify and explain) _____			
33	Total expenditures for road _____			
34	(52) Locomotives _____			
35	(53) Freight-train cars _____			
36	(54) Passenger-train cars _____			
37	(55) Highway revenue equipment _____			
38	(56) Floating equipment _____			
39	(57) Work equipment _____			
40	(58) Miscellaneous equipment _____			
41	Total expenditures for equipment _____			
42	(76) Interest during construction _____			
43	(77) Other expenditures—General _____			
44	Total general expenditures _____			
45	Total _____			
46	(80) Other elements of investment _____			
47	(90) Construction work in progress _____			
48	Grand Total _____			

330A. IMPROVEMENTS ON LEASED PROPERTY—Continued

Expenditures for additions and betterments during the year	Credits for property retired during the year	Net changes during the year	Balance at close of year	Line No.
(e)	(f)	(g)	(h)	
\$	\$	\$	\$	1
				2
				3
				4
				5
				6
				7
				8
Less than 5% of total assets				9
				10
				11
				12
				13
				14
				15
				16
				17
				18
				19
				20
				21
				22
				23
				24
				25
				26
				27
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				31
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332. DEPRECIATION BASE AND RATES—ROAD AND EQUIPMENT OWNED AND USED AND LEASED FROM OTHERS

1. Show in columns (b) and (c), for each primary account, the depreciation base used in computing the depreciation charges for the month of January and in columns (e) and (f) show the depreciation base used in computing the depreciation charges 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 28 and 36 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment used, but not owned, when the rents therefor are included in the rent for equipment and account Nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include the cost of equipment owned and leased to others when the rents therefrom are included in the rent for equipment accounts Nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00, inclusive. The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.

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

3. Show in columns (e), (f), and (g), data applicable to property, used but not owned, when the rent therefor is 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 the depreciation base for accounts 1, 3, 4, 5, and 39 includes nondepreciable property, a statement to that effect should be made in a footnote.

5. 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.

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

Line No.	(Dollars in thousands) Account (a)	OWNED AND USED			LEASED FROM OTHERS		
		Depreciation Base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)
		At beginning of year (b)	At close of year (c)		At beginning of year (e)	At close of year (f)	
	ROAD	\$	\$	%	\$	\$	%
1	(1) Engineering	26,191	26,519	0.94			
2	(3) Grading	221,735	231,504	0.09			
3	(4) Other right-of-way expenditures	1,494	1,548	2.00			
4	(5) Tunnels and subways	36,734	37,361	0.77			
5	(6) Bridges, trestles, and culverts	145,642	150,676	1.65			
6	(7) Elevated structures						
7	(13) Fences, snowsheds, and signs	11,572	11,692	2.00			
8	(16) Station and office buildings	78,046	69,345	2.22			
9	(17) Roadway buildings	7,912	7,622	2.86			
10	(18) Water stations	1,377	1,345	3.33			
11	(19) Fuel stations	3,887	4,001	3.33			
12	(20) Shops and enginehouses	38,644	38,775	1.96			
13	(22) Storage warehouses	3	3	2.12			
14	(23) Wharves and docks	96	23	2.48			
15	(24) Coal and ore wharves						
16	(25) TOFC/COFC terminals	17,148	17,317	4.47			
17	(26) Communications systems	45,987	46,257	3.54			
18	(27) Signals and interlockers	132,704	141,500	3.27			
19	(29) Power plants	763	849	2.50			
20	(31) Power transmission systems	3,459	3,602	3.03			
21	(35) Miscellaneous structures	1,023	1,061	2.22			
22	(37) Roadway machines	54,232	53,029	6.00			
23	(39) Public improvements—Construction	40,262	42,304	2.23			
24	(44) Shop machinery	22,538	22,739	2.80			
25	(45) Power plant machinery	1,482	1,482	2.86			
26	All other road accounts						
27	Amortization (other than defense projects)						
28	Total road	892,931	910,554	2.00			
	EQUIPMENT						
29	(52) Locomotives	721,017	740,145	#			
30	(53) Freight-train cars	1,135,385	1,116,647	##			
31	(54) Passenger-train cars	9,343	9,343	2.70			
32	(55) Highway revenue equipment						
33	(56) Floating equipment						
34	(57) Work equipment	21,656	21,185	4.24			
35	(58) Miscellaneous equipment	20,078	19,930	7.28			
36	Total equipment	1,907,479	1,907,250	4.50			
37	GRAND TOTAL	2,800,410	2,817,804				

335. ACCUMULATED DEPRECIATION - ROAD AND EQUIPMENT - OWNED AND USED

1. Disclose the required information in regard to credits and debits to Account No. 735, "Accumulated depreciation; road and equipment property," during the year relating to owned and used road and equipment. Include entries for depreciation of equipment owned but not used when the resulting rents are included in the "Lease Rentals - Credit - Equipment" accounts and Other Rents - Credit - Equipment" accounts. Exclude any entries for depreciation of equipment that is used but not owned when the resulting rents are included in "Lease Rental - Debit - Equipment" account and "Other Rents - Debit - Equipment" accounts (See Schedule 342 for the accumulated depreciation relating to road and equipment owned but not used by respondent.)

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

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

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

5. Enter amounts representing amortization under an authorized amortization program other than for defense projects on line 27.

6. Past excess or under depreciation accruals which are being amortized in accordance with Commission authorization should be reported on line 37.

7. Dollars in thousands.

Line No.	Account	Balance at beginning of year	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year
			Charges to operating expenses	Other credits	Retirements	Other debits	
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
	ROAD						
1	(1) Engineering	6,786	247		48		6,985
2	(3) Grading	5,366	203		51		5,518
3	(4) Other, right-of-way	325	30				355
4	(5) Tunnels and subways	7,912	285		9		8,188
5	(6) Bridges, trestles, and culverts	65,517	2,433		568		67,382
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs	9,642	232		38		9,836
8	(16) Station and office buildings	32,535	2,292	56	9,038		25,845
9	(17) Roadway buildings	3,639	223		249		3,613
10	(18) Water stations	696	47		101		642
11	(19) Fuel stations	1,278	133		32		1,379
12	(20) Shops and enginehouses	12,782	759		360		13,181
13	(22) Storage warehouses						
14	(23) Wharves and docks	77	2		48		31
15	(24) Coal and ore wharves						
16	(25) TOFC/COFC terminals	3,785	770		47		4,508
17	(26) Communication systems	10,064	1,636		635		11,065
18	(27) Signals and interlockers	41,725	4,481		1,034		45,172
19	(29) Power plants	185	20		2		203
20	(31) Power-transmission systems	2,301	107				2,408
21	(35) Miscellaneous structures	650	23		5		668
22	(37) Roadway machines	19,912	4,505		1,938		22,479
23	(39) Public improvements—Construction	14,983	913		92		15,804
24	(44) Shop machinery	3,004	629		440		3,193
25	(45) Power-plant machinery	648	43				691
26	All other road accounts	(40)		40			
27	Amortization (other than defense projects)						
28	Total road	243,772	20,013	96	14,735		249,146
	EQUIPMENT						
29	(52) Locomotives	225,724	36,330		13,386	56	248,612
30	(53) Freight-train cars	366,185	46,817		20,611		392,391
31	(54) Passenger-train cars	6,193	223				6,416
32	(55) Highway revenue equipment	58					58
33	(56) Floating equipment						
34	(57) Work equipment	11,012	943		(13)		11,968
35	(58) Miscellaneous equipment	14,334	1,461		716		15,079
36	Total equipment	623,506	85,774		34,700	56	674,524
37	Depreciation Adjustment						
38	GRAND TOTAL	867,278	105,787	96	49,435	56	923,670

339. ACCRUED LIABILITY - LEASED PROPERTY

1. Disclose the required information relating to credits and debits of Account 772, "Accrued liability-leased property," during the year concerning road and equipment leased from others.

2. In column (c), enter amounts charged to operating expenses; in column (e), enter debits to account arising from retirements; in column (f), enter amounts paid to lessor.

3. Any inconsistencies between credits to account, charges to operating expenses and payments to lessors should be fully explained.

4. Required disclosure may be omitted if leased road and equipment property represents 5% or less of total property owned and used.

5. If settlement for depreciation is made currently between lessee and lessor, and no debits or credits to account No. 772 are made by the accounting company, show in column (c) the charges to operating expenses and in column (f) show payments made to the lessor in settlement thereof.

6. Dollars in thousands.

Line No.	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNT During the Year		DEBITS TO ACCOUNT During the Year		Balance at close of year (g)
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)	
	ROAD	\$	\$	\$	\$	\$	\$
1	(1) Engineering						
2	(3) Grading						
3	(4) Other right-of-way expen.						
4	(5) Tunnels and subways						
5	(6) Bridges, trestles, and culverts						
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs						
8	(16) Station and office buildings						
9	(17) Roadway buildings						
10	(18) Water stations			None			
11	(19) Fuel stations						
12	(20) Shops and enginehouses						
13	(22) Storage warehouses						
14	(23) Wharves and docks						
15	(24) Coal and ore wharves						
16	(25) TOFC/COFC terminals						
17	(26) Communication systems						
18	(27) Signals and interlockers						
19	(29) Power plants						
20	(31) Power-transmission systems						
21	(35) Miscellaneous structures						
22	(37) Roadway machines						
23	(39) Public improvements—Construction						
24	(44) Shop machinery						
25	(45) Power-plant machinery						
26	All other road accounts						
27	Amortization (other than defense projects)						
28	Total road						
	EQUIPMENT						
29	(52) Locomotives						
30	(53) Freight-train cars						
31	(54) Passenger-train cars						
32	(55) Highway revenue equipment						
33	(56) Floating equipment						
34	(57) Work equipment						
35	(58) Miscellaneous equipment						
36	Total equipment						
37	GRAND TOTAL						

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

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 28 and 36 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. This schedule should include only improvements to leased property charged to account 732, "Improvements on leased property." The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized

rates. If any charges in rates were effective during the year, give full particulars in a footnote.

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

3. If the depreciation base for accounts 1, 3, 4, 5, and 39 includes nondepreciable property, a statement to that effect should be made in a footnote.

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

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

Line No.	(Dollars in thousands) Account (a)	Depreciation base		Annual composite rate (percent) (d)
		At beginning of year (b)	At close of year (c)	
	ROAD	\$	\$	%
1	(1) Engineering _____			
2	(3) Grading _____			
3	(4) Other right-of-way expenditures _____			
4	(5) Tunnels and subways _____			
5	(6) Bridges, trestles and culverts _____			
6	(7) Elevated structures _____			
7	(13) Fences, snowsheds, and signs _____	The total road and equipment leased from others represents less than 5% of the total road and equipment owned respectively.		
8	(16) Station and office buildings _____			
9	(17) Roadway buildings _____			
10	(18) Water stations _____			
11	(19) Fuel stations _____			
12	(20) Shops and enginehouses _____			
13	(22) Storage warehouses _____			
14	(23) Wharves and docks _____			
15	(24) Coal and ore wharves _____			
16	(25) TOFC/COFC terminals _____			
17	(26) Communications systems _____			
18	(27) Signals and interlockers _____			
19	(29) Power plants _____			
20	(31) Power transmission systems _____			
21	(35) Miscellaneous structures _____			
22	(37) Roadway machines _____			
23	(39) Public improvements-Construction _____			
24	(44) Shop machinery _____			
25	(45) Power plant machinery _____			
26	All other road accounts _____			
27	Amortization (other than defense projects) _____			
28	Total road _____			
	EQUIPMENT			
29	(52) Locomotives _____			
30	(53) Freight-train cars _____			
31	(54) Passenger-train cars _____			
32	(55) Highway revenue equipment _____			
33	(56) Floating equipment _____			
34	(57) Work equipment _____			
35	(58) Miscellaneous equipment _____			
36	Total equipment _____			
37	GRAND TOTAL			

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

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

2. If any entries are made for column (d) "Other credits" or column (f) "Other debits," state the facts occasioning such entries. 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.

4. Show in column (e) the debits to the reserve arising from retirements.

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

6. Dollars in thousands.

Line No.	Account	Balance at beginning of year	CREDITS TO RESERVE During the Year		DEBITS TO RESERVE During the Year		Balance at close of year
			Charges to others	Other credits	Retirements	Other debits	
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
	ROAD	\$	\$	\$	\$	\$	\$
1	(1) Engineering _____						
2	(3) Grading _____						
3	(4) Other right-of-way expen. _____						
4	(5) Tunnels and subways _____						
5	(6) Bridges, trestles, and culverts _____						
6	(7) Elevated structures _____						
7	(13) Fences, snow sheds, and signs _____		Total road and equipment leased from others represents less than 5% of the total road and equipment owned respectively.				
8	(16) Station and office buildings _____						
9	(17) Roadway buildings _____						
10	(18) Water stations _____						
11	(19) Fuel stations _____						
12	(20) Shops and enginehouses _____						
13	(22) Storage warehouses _____						
14	(23) Wharves and docks _____						
15	(24) Coal and ore wharves _____						
16	(25) TOFC/COFC terminals _____						
17	(26) Communication systems _____						
18	(27) Signals and interlockers _____						
19	(29) Power plants _____						
20	(31) Power-transmission systems _____						
21	(35) Miscellaneous structures _____						
22	(37) Roadway machines _____						
23	(39) Public improvements--Construction _____						
24	(44) Shop machinery _____						
25	(45) Power-plant machinery _____						
26	All other road accounts _____						
27	Total road _____						
	EQUIPMENT						
28	(52) Locomotives _____						
29	(53) Freight-train cars _____						
30	(54) Passenger-train cars _____						
31	(55) Highway revenue equipment _____						
32	(56) Floating equipment _____						
33	(57) Work equipment _____						
34	(58) Miscellaneous equipment _____						
35	Total equipment _____						
36	GRAND TOTAL						

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

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

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

3. In column (d) show the composite rates used in computing

the depreciation for the month of December and on lines 27 and 35 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary accounts composite rates to the depreciation base used in computing the depreciation for December and dividing the total so computed by the depreciation base.

4. If the depreciation base for accounts 1, 3, 4, 5, and 39 includes nondepreciable property, a statement to that effect should be made in a footnote.

5. 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.

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

Line No.	Account (a)	DEPRECIATION BASE		Annual composite rate (percent) (d)
		Beginning of year (b)	Close of year (c)	
	ROAD	\$	\$	\$
1	(1) Engineering _____			
2	(3) Grading _____			
3	(4) Other right-of-way expenditures _____			
4	(5) Tunnels and subways _____			
5	(6) Bridges, trestles, and culverts _____	Total road leased to others is less than 5% of total road owned.		
6	(7) Elevated structures _____			
7	(13) Fences, snowsheds, and signs _____			
8	(16) Station and office buildings _____			
9	(17) Roadway buildings _____			
10	(18) Water stations _____			
11	(19) Fuel stations _____			
12	(20) Shops and enginehouses _____			
13	(22) Storage warehouses _____			
14	(23) Wharves and docks _____			
15	(24) Coal and ore wharves _____			
16	(25) TOFC/COFC terminals _____			
17	(26) Communication systems _____			
18	(27) Signals and interlockers _____			
19	(29) Power plants _____			
20	(31) Power transmission systems _____			
21	(35) Miscellaneous structures _____			
22	(37) Roadway machines _____			
23	(39) Public improvements—Construction _____			
24	(44) Shop machinery _____			
25	(45) Power-plant machinery _____			
26	All other road accounts _____			
27	Total road _____			
	EQUIPMENT			
28	(52) Locomotives _____			
29	(53) Freight-train cars _____			
30	(54) Passenger-train cars _____	Nothing to report		
31	(55) Highway revenue equipment _____			
32	(56) Floating equipment _____			
33	(57) Work equipment _____			
34	(58) Miscellaneous equipment _____			
35	Total equipment _____			
36	GRAND TOTAL _____			X X X X

351. ACCUMULATED DEPRECIATION-ROAD AND EQUIPMENT LEASED TO OTHERS

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 350 for the reserve relating to road and equipment owned and used by the respondent).

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

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

5. Dollars in thousands.

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)
			Charges to others (c)	Other credits (d)	Retirements (e)	Other debits (f)	
	ROAD	\$	\$	\$	\$	\$	\$
1	(1) Engineering						
2	(3) Grading						
3	(4) Other right-of-way expen.						
4	(5) Tunnels and subways						
5	(6) Bridges, trestles, and culverts	Total road leased to others represents less than					
6	(7) Elevated structures	5% of total road owned.					
7	(13) Fences, snow sheds, and signs						
8	(16) Station and office buildings						
9	(17) Roadway buildings						
10	(18) Water stations						
11	(19) Fuel stations						
12	(20) Shops and enginehouses						
13	(22) Storage warehouses						
14	(23) Wharves and docks						
15	(24) Coal and ore wharves						
16	(25) TOFC/COFC terminals						
17	(26) Communications systems						
18	(27) Signals and interlockers						
19	(29) Power plants						
20	(31) Power-transmission systems						
21	(35) Miscellaneous structures						
22	(37) Roadway machines						
23	(39) Public improvements-Construction						
24	(44) Shop machinery						
25	(45) Power-plant machinery						
26	All other road accounts						
27	Total road						
	EQUIPMENT						
28	(52) Locomotives						
29	(53) Freight-train cars						
30	(54) Passenger-train cars	Nothing to report.					
31	(55) Highway revenue equipment						
32	(56) Floating equipment						
33	(57) Work equipment						
34	(58) Miscellaneous equipment						
35	Total equipment						
36	GRAND TOTAL						

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

1. Disclose the investment in railway property used in transportation service at the close of the year. This investment represents the aggregate of property owned or leased by the respondent and used in the respondent's transportation service. Such property includes: (a) the investment reported in accounts 731, "Road and equipment property", and 732, "Improvements on leased property", of the respondent less any 731 or 732 property leased to others for their exclusive use of road, tracks, 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; (b) the investment of other companies' 731 or 732 property (including operating and lessor railroads) used by the respondent when the lease is for exclusive use or control of roads, tracks, or bridges (including equipment or other railway property covered by the contract). This excludes leased equipment from operating railroads under separate distinct contracts and the investment of other carriers in property jointly used by the respondent.

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

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

4. In column (c), line-haul carriers report the miles of road used in line-haul service, and switching and terminal companies should report the miles of all tracks owned.

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

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

7. Dollars in thousands

Line No.	Class (See Ins. 2)	Name of company	Miles of road owned (See Ins. 4)	Investments in property (See Ins. 5)	Depreciation and amortization of defense projects (See Ins. 6)
	(a)	(b)	(c)	(d)	(e)
1	R	Southern Pacific Transportation Company	10,463.12	\$ 3,597,869	\$ 934,624
2		Plus: Road property leased from others:			
3	O	City and County of San Francisco			
4		(Formerly Ocean Shore Railway) - Yard			
5		switching tracks		34	
6	O	Union Pacific Railroad Company - Tracks			
7		and facilities		333	
8	O	The Ogden Union Railway and Depot Company-			
9		Yard switching tracks		14	
10	O	Medford Corp. Medford, Oregon - Way			
11		switching tracks		40	
12	O	Nueces County Navigation District No. 1			
13		Terminal Properties -Corpus Christi, Tx.		581	
14		Sub-Total	10,463.12	3,598,871	934,624
15					
16		Less: Facilities Not In Service of			
17		Respondent:			
18	R	Guadalupe-Betteravia, CA - First main			
19		and way switching tracks leased to Santa			
20		Maria Valley R.R. Co.		100	(7)
21	R	Winehaven, CA.- Yard switching tracks			
22		leased to U.S. Government (Navy Dept.)		7	
23	R	Searles, CA. - Way switching tracks			
24		leased to Trona Railway Co.		5	
25	R	South Klamath Falls, Or. -Yard switching			
26		tracks leased to Burlington Northern		5	
27	R	Chemult, Or. -Way switching tracks			
28		leased to Burlington Northern		4	
29	R	Ogden, Utah-First and second main and yard			
30		and switching tracks leased to O.U.R.&D.Co.		164	
31	R	Tracks leased to O.U.R.&D.Co.(See Line 6)		333	
32		Sub-Total		618	(7)
33					
34					
35					
36					
37					
38					
39		TOTAL	10,463.12	3,598,253	934,617

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

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

2. The amounts for respondent and for each group or class of companies and properties on line 49 herein, should correspond with the amounts for each class of company and properties shown in schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in the schedule.

3. Report on line 32 amounts representing capitalization of rentals for leased property based on 6 percent per year where property is not classified by accounts by non-carrier owners, or where

cost of property leased from other carriers is not ascertainable. Identify non-carrier owners, and briefly explain methods of estimating value of property of non-carriers or property of other carriers.

4. Report on line 33 amounts not includible in the accounts shown, or in line 32. The items reported should be briefly identified and explained. Also include here those items after permission is obtained from the Commission for exceptions to prescribe 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.

5. Dollars in thousands.

Line No.	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (proprietary companies) (d)	Other leased properties (e)
1	(1) Engineering _____	\$ 26,547	\$	\$	\$ 6
2	(2) Land for transportation purposes _____	74,862			8
3	(3) Grading _____	232,694			144
4	(4) Other right-of-way expenditures _____	1,548			
5	(5) Tunnels and subways _____	37,442			
6	(6) Bridges, trestles, and culverts _____	151,164			31
7	(7) Elevated structures _____				66
8	(8) Ties _____	65,359			122
9	(9) Rails _____	152,656			104
10	(10) Other track material _____	119,070			43
11	(11) Ballast _____	58,272			75
12	(12) Track laying and surfacing _____	92,509			1
13	(13) Fences, snowsheds, and signs _____	11,659			19
14	(16) Station and office buildings _____	69,635			
15	(17) Roadway buildings _____	7,629			
16	(18) Water stations _____	1,345			
17	(19) Fuel stations _____	4,025			
18	(20) Shops and enginehouses _____	38,800			
19	(22) Storage warehouses _____	3			
20	(23) Wharves and docks _____	34			
21	(24) Coal and ore wharves _____				
22	(25) TOFC/COFC terminals _____	17,324			
23	(26) Communication systems _____	46,416			
24	(27) Signals and interlockers _____	142,279			16
25	(29) Power plants _____	872			
26	(31) Power-transmission systems _____	3,600			
27	(35) Miscellaneous structures _____	1,061			
28	(37) Roadway machines _____	53,034			
29	(39) Public improvements—Construction _____	42,338			13
30	(44) Shop machinery _____	22,762			
31	(45) Power-plant machinery _____	1,482			
32	Leased property capitalized rentals (explain) _____	(333)			347
33	Other (specify & explain) _____				
34	Total expenditures for road _____	1,476,088			995
35	(52) Locomotives _____	746,089			
36	(53) Freight-trains cars _____	1,117,078			
37	(54) Passenger-train cars _____	9,344			
38	(55) Highway revenue equipment _____				
39	(56) Floating equipment _____				
40	(57) Work equipment _____	22,216			
41	(58) Miscellaneous equipment _____	19,967			
42	Total expenditures for equipment _____	1,914,694			
43	(76) Interest during construction _____	26,678			4
44	(77) Other expenditures—General _____	6,011			3
45	Total general expenditures _____	32,689			7
46	Total _____	3,423,471			1,002
47	(80) Other elements of investment _____	171,648			
48	(90) Construction work in progress _____	2,132			
49	Grand Total _____	3,597,251			1,002

SCHEDULE 355

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OMITTED IN ACCORDANCE WITH

DOCKET NO. 38590

360. LEASES—GENERAL INSTRUCTIONS AND DEFINITIONS**A. General Instructions**

Disclose in the following schedules the required information concerning leases of the respondent:

Schedule 361 -- Capitalized Capital Leases
363 -- Operating Leases
364 -- Lessee Disclosures

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

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

These and other disclosures shall be included in Schedule 364 and attachments thereto, if necessary.

B. Definitions

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

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

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

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

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

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

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

361. CAPITALIZED CAPITAL LEASES

PART I. PRESENT VALUE OF MINIMUM LEASE PAYMENTS

Disclose total lease payments for the years shown. Then, disclose amounts representing (1) executory costs and (2) interest to derive the present value of minimum lease payments. An

explanation indicating how the rate of interest was derived for computing present value shall be included in Schedule 364. (Dollars in thousands)

Line No.	Item (a)	Current year (b)	Year 2 (c)	Year 3 (d)	Year 4 (e)	Year 5 (f)	Later Years (g)	Total (h)
1	Lease payments	\$ 8,675	\$ 7,156	\$ 6,383	\$ 5,450	\$ 4,733	\$ 20,726	\$ 53,123
	Less: Executory costs:							
2	- Taxes							
3	- Maintenance							
4	- Insurance							
5	- Other							
6	Total executory costs (2-5)							
7	Minimum lease payments (1, 6)	8,675	7,156	6,383	5,450	4,733	20,726	53,123
8	Less: Amount representing interest	2,995	2,520	2,113	1,785	1,500	4,393	15,306
9	Present value of minimum lease payments (line 7, 8)	5,680	4,636	4,270	3,665	3,233	16,333	37,817

PART II. TOTAL RENTAL EXPENSES

Complete this part if gross rental expense in the most recent reporting year exceeds one percent of operating revenue. Otherwise, show total rental expenses reduced by rentals received from sub-

leases for the current year. Also, show amounts expected to be received on all noncancelable sublease rentals for the year beginning after the current year as required.

Line No.	Item (a)	Current year (b)	Year 2 (c)	Year 3 (d)	Year 4 (e)	Year 5 (f)	Later years (g)	Total (h)
10	Present value of minimum lease payments from Part I above	\$	\$	\$	\$	\$	\$	\$
11	Contingent rentals		XXXX	XXXX	XXXX	XXXX	XXXXXX	XXXXXX
12	Minimum noncancelable sublease rentals		XXXX	XXXX	XXXX	XXXX	XXXXXX	XXXXXX
13	Net rental expense		XXXX	XXXX	XXXX	XXXX	XXXXXX	XXXXXX

PART III. CLASSES OF CAPITAL LEASES

Complete this part only if the present values of the minimum lease commitments are more than five percent of the sum of the long-term debt due after one year. Otherwise, show the present values of minimum lease commitments in the aggregate for the major classes of proper-

ties presented. Subtract amounts representing the accumulated amortization to derive at "Net capitalized lease assets."

Line No.	Classes of leased property (a)	Present value	
		Current year (b)	Prior year (c)
14	Structures	\$	\$
15	Revenue equipment	26,745	29,352
16	Shop and garage equipment		
17	Service cars and equipment	5,391	7,781
18	Noncarrier operating property		
19	Other: (Specify) Electronic Data Processing Equipment	-	766
20			
21	Gross capitalized assets	47,863	56,946
22	Less: Accumulated amortization	25,681	28,809
23	Net capitalized lease assets	22,182	28,137

363. OPERATING LEASES

PART I. FUTURE MINIMUM RENTAL PAYMENTS

1. Disclose the total minimum lease payments required, reduced by sublease rentals, for the years shown relating to operating leases.

Line No.	Items (a)	Current year (b)	Year 2 (c)	Year 3 (d)	Year 4 (e)	Year 5 (f)	Later years (g)	Total (h)
1	Minimum lease payments required	\$ 40,146	\$ 35,926	\$ 29,396	\$ 21,775	\$ 15,786	\$ 34,618	\$ 177,647
2	Minimum noncancelable sublease rentals							
3	Net minimum lease payments	40,146	35,926	29,396	21,775	15,786	34,618	177,647

PART II. TOTAL RENTAL

1. Show the composition of total rental expense for all operating leases for the current and preceding years. See Schedule 360 for definitions of the terms.

Line No.	Expenses (a)	Current year (b)	Prior year (c)
4	Minimum lease payments required	\$ 40,146	\$ 24,803
5	Contingent rentals		
6	Less: Sublease rentals		
7	Total rental expense	40,146	24,803

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364. LESSEE DISCLOSURES

Complete this schedule only if gross rental expense in the most recent fiscal year exceeds one percent of operating revenue.

Relate in general terms: (a) the basis for calculating rental payments if dependent upon factors other than the lapse of time; (b) existence and terms of renewal or purchase options, escalation clauses, etc.; (c) the nature and amount of related guarantees made or obligations assumed; (d) restrictions on paying dividends, incurring additional debt, further leasing, etc.; and, (e) any other information necessary to assess the effect of lease commitments upon the financial position, results of operations, and changes in financial position of the lessee.
(Dollars in thousands)

Line
No.

(a)
1 Interest rates used for computing present values are similar to the
2 incremental borrowing rates available to this company.
3
4
5
6
7
8

(b)
9 Certain of the lease arrangements have renewal or purchase options
10 based upon the then current market value.
11
12
13
14
15
16

(c)
17 None
18
19
20
21
22
23
24

(d)
25 None
26
27
28
29
30
31
32

(e)
33 None
34
35
36
37
38
39
40

SCHEDULE 370

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OMITTED IN ACCORDANCE WITH

DOCKET NO. 38590

SCHEDULE 379

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OMITTED IN ACCORDANCE WITH

DOCKET NO. 38590

410. RAILWAY OPERATING EXPENSES

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

Line No.	Name of railway operating expense account	Freight					Passenger	Total
		Salaries and wages	Material, tools, supplies, fuels, and lubricants	Purchased services	General	Total freight expense		
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
	WAY AND STRUCTURES:	\$	\$	\$	\$	\$	\$	\$
	ADMINISTRATION:							
1	Track	10,269	116	83	1,185	11,653	71	11,724
2	Bridge and Building	1,754	16	5		1,775	1	1,776
3	Signal	2,988	33		(1)	3,020	8	3,028
4	Communication	3,875	2,145	113	1,702	7,835	24	7,859
5	Other	18,549	3,649	1,066	2,032	25,296	18	25,314
	REPAIR AND MAINTENANCE:							
6	Roadway - Running	2,463	298	2,788	171	5,720	6	5,726
7	Roadway - Switching	180	22	203	12	417		417
8	Tunnels and Subways - Running	239	85		3	327		327
9	Tunnels and Subways - Switching	18	6			24		24
10	Bridges and Culverts - Running	4,468	1,422	(280)	160	5,770	1	5,771
11	Bridges and Culverts - Switching	326	104	(20)	12	422		422
12	Ties - Running	N/A	23,878	N/A	N/A	23,878	29	23,907
13	Ties - Switching	N/A	1,882	N/A	N/A	1,882	6	1,888
14	Rail - Running	N/A	13,641	N/A	N/A	13,641		13,641
15	Rail - Switching	N/A	557	N/A	N/A	557		557
16	Other Track Material - Running	N/A	7,873	N/A	N/A	7,873		7,873
17	Other Track Material - Switching	N/A	713	N/A	N/A	713		713
18	Ballast - Running	N/A	4,916	N/A	N/A	4,916	10	4,926
19	Ballast - Switching	N/A	307	N/A	N/A	307		307
20	Track laying and surfacing - Running	58,478	1,381	1,417	1,126	62,402	94	62,496
21	Track laying and surfacing - Switching	5,475	130	134	106	5,845	43	5,888
22	Road Property Damaged - Running	4,162	4,842	2,252	350	11,606		11,606
23	Road Property Damaged - Switching	304	353	164	26	847		847
24	Road Property Damaged - Other	82	102	10	1	195		195
25	Signals and Interlockers - Running	5,115	4,843	68	320	10,346	20	10,366
26	Signals and Interlockers - Switching	358	352	5	24	739	18	757
27	Communications Systems	7,673	1,238	81	247	9,239	42	9,281
28	Electric Power Systems	825	77	2	3	907		907
29	Highway Grade Crossings - Running	777	1,827	219	12	2,835	14	2,849
30	Highway Grade Crossings - Switching							
31	Station and Office Buildings	2,140	1,196	(1,325)	238	2,249	39	2,288
32	Shop Buildings - Locomotives	791	278	14	2	1,085	12	1,097
33	Shop Buildings - Freight Cars	174	176	160		510	N/A	510
34	Shop Buildings - Other Equipment	680	343	41	8	1,072	7	1,079

410. RAILWAY OPERATING EXPENSE - Continued

Line No.	Name of railway operating expense account	Freight					Passenger	Total
		Salaries and wages	Materials, tools, supplies, fuels, and lubricants	Purchased services	General	Total freight expense		
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
		\$	\$	\$	\$	\$	\$	\$
	WAY AND STRUCTURES - Continued:							
	REPAIR AND MAINTENANCE - Continued:							
101	Locomotive Servicing Facilities	(46)	62		(1)	15		15
102	Miscellaneous Buildings and Structures	1,300	708	5,516	190	7,714	4	7,718
103	Coal Terminals						N/A	
104	Ore Terminals						N/A	
105	Other Marine Terminals	32				32	N/A	32
106	TOFC/COFC - Terminals	13	4	673		690	N/A	690
107	Motor Vehicle Loading and Distribution Facilities	1				1	N/A	1
108	Facilities for Other Specialized Service Operations	13	42	1		56	N/A	56
109	Roadway Machines	6,188	8,206	467	255	15,116	3	15,119
110	Small Tools and Supplies	112	7,897	1,871	1	9,881	28	9,909
111	Snow Removal	125	30		1	156		156
112	Fringe Benefits - Running	N/A	N/A	N/A	23,849	23,849	93	23,942
113	Fringe Benefits - Switching	N/A	N/A	N/A	689	689	15	704
114	Fringe Benefits - Other	N/A	N/A	N/A	9,011	9,011	49	9,060
115	Casualties and Insurance - Running	N/A	N/A	N/A	8,561	8,561	85	8,646
116	Casualties and Insurance - Switching	N/A	N/A	N/A	(1)	(1)		(1)
117	Casualties and Insurance - Other	N/A	N/A	N/A	2	2		2
118	Lease Rentals - Debit - Running	N/A	N/A	13	N/A	13		13
119	Lease Rentals - Debit - Switching	N/A	N/A	961	N/A	961		961
120	Lease Rentals - Debit - Other	N/A	N/A	3,086	N/A	3,086		3,086
121	Lease Rentals - (Credit) - Running	N/A	N/A	(3)	N/A	(3)		(3)
122	Lease Rentals - (Credit) - Switching	N/A	N/A	(63)	N/A	(63)		(63)
123	Lease Rentals - (Credit) - Other	N/A	N/A		N/A			
124	Joint Facility Rent - Debit - Running	N/A	N/A	4,597	N/A	4,597		4,597
125	Joint Facility Rent - Debit - Switching	N/A	N/A	1,717	N/A	1,717		1,717
126	Joint Facility Rent - Debit - Other	N/A	N/A	25	N/A	25		25
127	Joint Facility Rent - (Credit) - Running	N/A	N/A	(2,567)	N/A	(2,567)		(2,567)
128	Joint Facility Rent - (Credit) - Switching	N/A	N/A	(255)	N/A	(255)		(255)
129	Joint Facility Rent - (Credit) - Other	N/A	N/A	(57)	N/A	(57)		(57)
130	Other Rents - Debit - Running	N/A	N/A	13	N/A	13		13
131	Other Rents - Debit - Switching	N/A	N/A		N/A			
132	Other Rents - Debit - Other	N/A	N/A	272	N/A	272		272
133	Other Rents - (Credit) - Running	N/A	N/A		N/A			

410. RAILWAY OPERATING EXPENSE - Continued

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Line No.	Name of railway operating expense account	Freight					Passenger	Total
		Salaries and wages	Material, tools, supplies, fuels, and lubricants	Purchased services	General	Total freight expense		
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
	WAY AND STRUCTURES - Continued:	\$	\$	\$	\$	\$	\$	\$
	REPAIR AND MAINTENANCE - Continued:							
134	Other Rents - (Credit) - Switching	N/A	N/A		N/A			
135	Other Rents - (Credit) - Other	N/A	N/A		N/A			
136	Depreciation - Running	N/A	N/A	N/A	8,573	8,573	47	8,620
137	Depreciation - Switching	N/A	N/A	N/A	582	582	47	629
138	Depreciation - Other	N/A	N/A	N/A	9,316	9,316	54	9,370
139	Joint Facility - Debit - Running	N/A	N/A	4,993	N/A	4,993		4,993
140	Joint Facility - Debit - Switching	N/A	N/A	3,094	N/A	3,094		3,094
141	Joint Facility - Debit - Other	N/A	N/A		N/A			
142	Joint Facility - (Credit) - Running	N/A	N/A	(4,261)	N/A	(4,261)		(4,261)
143	Joint Facility - (Credit) - Switching	N/A	N/A	(805)	N/A	(805)		(805)
144	Joint Facility - (Credit) - Other	N/A	N/A	(9)	N/A	(9)		(9)
145	Dismantling Retired Road Property - Running	545	5	596	2	1,148		1,148
146	Dismantling Retired Road Property - Switching	40		43		83		83
147	Dismantling Retired Road Property - Other	3		3	6	12		12
148	Other - Running	449	9	(32)	2,868	3,294	4	3,298
149	Other - Switching	33	1	(2)	209	241		241
150	Other - Other	2,013	70	45	(13)	2,115	7	2,122
151	Total Way and Structures	142,984	95,835	27,132	71,839	337,790	899	338,689
	EQUIPMENT:							
	LOCOMOTIVES:							
201	Administration	8,865	641	536	550	10,592	42	10,634
202	Repair and Maintenance	63,488	64,856	4,036	804	133,184	1,087	134,271
203	Machinery Repair	2,274	906	3		3,183	21	3,204
204	Equipment Damaged	12	2			14		14
205	Fringe Benefits	N/A	N/A	N/A	14,330	14,330	78	14,408
206	Other Casualties and Insurance	N/A	N/A	N/A	3,586	3,586		3,586
207	Lease Rentals - Debit	N/A	N/A	8,843	N/A	8,843	43	8,886
208	Lease Rentals - (Credit)	N/A	N/A	(5,187)	N/A	(5,187)		(5,187)
209	Joint Facility Rent - Debit	N/A	N/A	81	N/A	81		81
210	Joint Facility Rent - (Credit)	N/A	N/A		N/A			
211	Other Rents - Debit	N/A	N/A	7	N/A	7		7
212	Other Rents - (Credit)	N/A	N/A	(153)	N/A	(153)		(153)
213	Depreciation	N/A	N/A	N/A	36,421	36,421	194	36,615
214	Joint Facility - Debit	N/A	N/A	1,119	N/A	1,119		1,119
215	Joint Facility - (Credit)	N/A	N/A	(119)	N/A	(119)		(119)
216	Repairs Billed to Others - (Credit)	N/A	N/A	(6,782)	N/A	(6,782)		(6,782)

410. RAILWAY OPERATING EXPENSE - Continued

Line No.	Name of railway operating expense account	Freight					Passenger	Total
		Salaries and wages	Material, tools, supplies, fuels, and lubricants	Purchased services	General	Total freight expense		
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
		\$	\$	\$	\$	\$	\$	\$
	LOCOMOTIVES—Continued:							
217	Dismantling Retired Property	10				10		10
218	Other	361	1,400	36	8	1,805	19	1,824
219	Total Locomotives	75,010	67,805	2,420	55,699	200,934	1,484	202,418
	FREIGHT CARS:							
220	Administration	7,005	865	620	936	9,426	N/A	9,426
221	Repair and Maintenance	31,853	35,060	32,927	63	99,903	N/A	99,903
222	Machinery Repair	442	379	10		831	N/A	831
223	Equipment Damaged	7		6,192		6,199	N/A	6,199
224	Fringe Benefits	N/A	N/A	N/A	8,166	8,166	N/A	8,166
225	Other Casualties and Insurance	N/A	N/A	N/A	3,256	3,256	N/A	3,256
226	Lease Rentals - Debit	N/A	N/A	25,168		25,168	N/A	25,168
227	Lease Rentals - (Credit)	N/A	N/A	(10,854)	N/A	(10,854)	N/A	(10,854)
228	Joint Facility Rent - Debit	N/A	N/A	(16)	N/A	(16)	N/A	(16)
229	Joint Facility Rent - (Credit)	N/A	N/A	8	N/A	8	N/A	8
230	Other Rents - Debit	N/A	N/A	258,759	N/A	258,759	N/A	258,759
231	Other Rents - (Credit)	N/A	N/A	(107,301)	N/A	(107,301)	N/A	(107,301)
232	Depreciation	N/A	N/A	N/A	47,193	47,193	N/A	47,193
233	Joint Facility - Debit	N/A	N/A	488	N/A	488	N/A	488
234	Joint Facility - (Credit)	N/A	N/A	(113)	N/A	(113)	N/A	(113)
235	Repairs Billed to Others - (Credit)	N/A	N/A	(31,343)	N/A	(31,343)	N/A	(31,343)
236	Dismantling Retired Property	57				57	N/A	57
237	Other	153	615	10	1	779	N/A	779
238	Total Freight Cars	39,517	36,919	174,555	59,615	310,606	N/A	310,606
	OTHER EQUIPMENT:							
301	Administration	(69)	429	357	1,042	1,759	25	1,784
	Repair and Maintenance:							
302	Trucks, Trailers, and Containers - Revenue Service		23	1,103	(20)	1,106	N/A	1,106
303	Floating Equipment - Revenue Service						N/A	
304	Passenger and Other Revenue Equipment	975	(99)	29	(162)	743	1,944	2,687
305	Computers and Data Processing Systems							
306	Machinery	105	76	10		191	31	222
307	Work and Other Non-Revenue Equipment	4,091	8,301	135	137	12,664	66	12,730
308	Equipment Damaged							
309	Fringe Benefits	N/A	N/A	N/A	9,484	9,484	315	9,799
310	Other Casualties and Insurance	N/A	N/A	N/A	2,533	2,533		2,533
311	Lease Rentals - Debit	N/A	N/A	28,514	N/A	28,514		28,514
312	Lease Rentals - (Credit)	N/A	N/A	(217)	N/A	(217)		(217)

410. RAILWAY OPERATING EXPENSE - Continued

Line No.	Name of railway operating expense account	Freight					Passenger	Total
		Salaries and wages	Material, tools, supplies, fuels, and lubricants	Purchased services	General	Total freight expense		
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
		\$	\$	\$	\$	\$	\$	\$
	OTHER EQUIPMENT—Continued:							
313	Joint Facility Rent - Debit	N/A	N/A	13	N/A	13		13
314	Joint Facility Rent - (Credit)	N/A	N/A		N/A			
315	Other Rents - Debit	N/A	N/A	10,685	N/A	10,685		10,685
316	Other Rents - (Credit)	N/A	N/A	(1,309)	N/A	(1,309)		(1,309)
317	Depreciation	N/A	N/A	N/A	3,264	3,264	223	3,487
318	Joint Facility - Debit	N/A	N/A	1	N/A	1		1
319	Joint Facility - (Credit)	N/A	N/A	(22)	N/A	(22)		(22)
320	Repairs Billed to Others - (Credit)			(477)		(477)		(477)
321	Dismantling Retired Property							
322	Other			1	(6)	(5)		(5)
323	Total Other Equipment	5,102	8,730	39,777	16,272	69,881	2,604	72,485
324	Total Equipment	119,629	113,454	216,752	131,586	581,421	4,088	585,509
	TRANSPORTATION:							
	TRAIN OPERATIONS:							
401	Administration	5,312	813	1,901	980	9,006	100	9,106
402	Engine Crews	74,261	8	215	1,573	76,057	1,612	77,669
403	Train Crews	143,967	451	176	6,057	150,651	2,469	153,120
404	Dispatching Trains	9,357		255	702	10,314	67	10,381
405	Operating Signals and Interlockers	11,809	1,898	29	5	13,741	212	13,953
406	Operating Drawbridges	1,955	25		1	1,981		1,981
407	Highway Crossing Protection	(1,336)	16	13		(1,307)	1	(1,306)
408	Train Inspection and Lubrication	17,661	12,433	79		30,173	421	30,594
409	Locomotive Fuel	(45)	279,448	272,621	12	279,415	1,688	281,103
410	Electric Power Purchased or Produced for Motive Power							
411	Servicing Locomotives	22,202	5,713	217	(50)	28,082	598	28,680
412	Freight Lost or Damaged - Solely Related	N/A	N/A	N/A				
413	Clearing Wrecks	2,167	504	5,472	46	8,189	3	8,192
414	Fringe Benefits	N/A	N/A	N/A	49,590	49,590	1,218	50,808
415	Other Casualties and Insurance	N/A	N/A	N/A	19,658	19,658	40	19,698
416	Joint Facility - Debit	N/A	N/A	1,952	N/A	1,952		1,952
417	Joint Facility - (Credit)	N/A	N/A	(1,388)	N/A	(1,388)		(1,388)
418	Other	1,752	484	1,765	(196)	3,805	34	3,839
419	Total Train Operations	289,062	301,793	10,698	78,366	679,919	8,463	688,382
	YARD OPERATIONS:							
420	Administration	3,537	1		40	3,578		3,578
421	Switch Crews	82,207	1,097	103	51	83,458	427	83,885

Revised for later for Publication

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688,382-681,553-

410. RAILWAY OPERATING EXPENSE - Continued

Line No.	Name of railway operating expense account	Freight					Passenger	Total
		Salaries and wages	Material, tools, supplies, fuels, and lubricants	Purchased services	General	Total freight expense		
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
	YARD OPERATIONS - Continued:							
422	Controlling Operations	\$ 12,973	\$ 163	\$ 3,575	\$ 116	\$ 16,827	\$ 130	\$ 16,957
423	Yard and Terminal Clerical	30,822	2,213	8	286	33,329		33,329
424	Operating Switches, Signals, Retarders and Humps	9,908	146	2		10,056	527	10,583
425	Locomotive Fuel	(1)	9,355 1618	1		9,355 1618	29	9,384 1621
426	Electric Power Purchased or Produced for Motive Power							
427	Servicing Locomotives	3,045	6	5		3,056		3,056
428	Freight Lost or Damaged - Solely Related	N/A	N/A	N/A				
429	Clearing Wrecks		1	696	2	699		699
430	Fringe Benefits	N/A	N/A	N/A	24,896	24,896	258	25,154
431	Other Casualties and Insurance	N/A	N/A	N/A	18,999	18,999		18,999
432	Joint Facility - Debit	N/A	N/A	13,909	N/A	13,909		13,909
433	Joint Facility - (Credit)	N/A	N/A	(2,455)	N/A	(2,455)		(2,455)
434	Other	661	46	326	1,593	2,626	12	2,638
435	Total Yard Operations	143,152	13,028	16,170	45,983	228,333	1,383	229,716
	TRAIN AND YARD OPERATIONS COMMON:							
501	Cleaning Car Interiors	1,830	(1,207)	201	N/A	824	809	1,633
502	Adjusting and Transferring Loads	3,736	48	39	N/A	3,823	N/A	3,823
503	Car Loading Devices and Grain Doors	1,073	287	1	N/A	1,361	N/A	1,361
504	Freight Lost or Damaged - all other	N/A	N/A	N/A	15,005	15,005		15,005
505	Fringe Benefits	N/A	N/A	N/A	1,118	1,118	181	1,299
506	Total Train and Yard Operations Common	6,639	(872)	241	16,123	22,131	990	23,121
	SPECIALIZED SERVICE OPERATIONS:							
507	Administration	1,177	149	59	231	1,616	N/A	1,616
508	Pickup & Delivery and Marine Line Haul	1		9,820		9,821	N/A	9,821
509	Loading & Unloading and Local Marine	6	42	25,121	1	25,170	N/A	25,170
510	Protective Services		98	6,770		6,868	N/A	6,868
511	Freight Lost or Damaged - Solely Related	N/A	N/A	N/A			N/A	
512	Fringe Benefits	N/A	N/A	N/A	334	334	N/A	334
513	Casualties and Insurance	N/A	N/A	N/A	(1)	(1)	N/A	(1)
514	Joint Facility - Debit	N/A	N/A	57	N/A	57	N/A	57
515	Joint Facility - (Credit)	N/A	N/A	(309)	N/A	(309)	N/A	(309)
516	Other		8	(111)		(103)	N/A	(103)
517	Total Specialized Services Operations	1,184	297	41,407	565	43,453	N/A	43,453
	ADMINISTRATIVE SUPPORT OPERATIONS:							
518	Administration	27,562	1,598	1,277	1,803	32,240	937	33,177

410. RAILWAY OPERATING EXPENSE - Concluded

Line No.	Name of railway operating expense account	Freight					Passenger	Total
		Salaries and wages	Material, tools, supplies, fuels, and lubricants	Purchased services	General	Total freight expense		
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
	ADMINISTRATIVE SUPPORT OPERATIONS - Con.	\$	\$	\$	\$	\$	\$	\$
519	Employees Performing Clerical and Accounting Functions	34,188	2,165	2,038	403	38,794	1,415	40,209
520	Communication Systems Operation	3,882	299	2,700	160	7,041	19	7,050
521	Loss and Damage Claims Processing	2,846	43	34	206	3,129	12	3,141
522	Fringe Benefits	N/A	N/A	N/A	43,734	43,734	515	44,249
523	Casualties and Insurance	N/A	N/A	N/A	2,861	2,861		2,861
524	Joint Facility - Debit	N/A	N/A	17	N/A	17		17
525	Joint Facility - (Credit)	N/A	N/A	1	N/A	1		1
526	Other	586	30	390	2,168	3,174	24	3,198
527	Total Administrative Support Operations	69,064	4,135	6,457	51,335	130,991	2,922	133,913
528	Total Transportation	509,101	318,381	74,973	192,372	1,094,827	13,758	1,108,585
	GENERAL AND ADMINISTRATIVE:							
601	Officers - General Administration	7,218	525	10,146	5,507	23,396	236	23,632
602	Accounting, Auditing and Finance	21,135	1,781	(5)	594	23,505	288	23,793
603	Management Services and Data Processing	9,556	608	1	253	10,418	129	10,547
604	Marketing	7,975	84	47	1,880	9,986		9,986
605	Sales	12,951	847	125	5,008	18,931	3	18,934
606	Industrial Development	68		11	9	88	N/A	88
607	Personnel and Labor Relations	1,602			983	2,645	29	2,674
608	Legal and Secretarial	6,420	170	10,403	1,175	18,168	95	18,263
609	Public Relations and Advertising	369	(20)	557	444	1,350	11	1,361
610	Research and Development	655		(4)	7	658		658
611	Fringe Benefits	N/A	N/A	N/A	29,157	29,157	307	29,464
612	Casualties and Insurance	N/A	N/A	N/A	20	20		20
613	Writedown of Uncollectible Accounts	N/A	N/A	N/A	8,000	8,000		8,000
614	Property Taxes	N/A	N/A	N/A	21,222	21,222	279	21,501
615	Other Taxes Except on Corporate Income or Payrolls	N/A	N/A	N/A	25,955	25,955	280	26,235
616	Joint Facility - Debit	N/A	N/A	721	N/A	721		721
617	Joint Facility - (Credit)	N/A	N/A	(93)	N/A	(93)		(93)
618	Other	12,172	14	1,522	3,612	17,320	228	17,548
619	Total General and Administrative	80,181	4,009	23,431	103,826	211,447	1,885	213,332
620	Total Carrier Operating Expenses	851,895	531,679	342,288	499,623	2,225,485	20,630	2,246,115

412. WAY AND STRUCTURES

1. Report freight expenses only.

2. The total depreciation expense reported in column (b), line 35 should balance to the sum of the depreciation expense reported in schedule 410, column (f) lines 136, 137, and 138. The total retirement charges reported in column (c) line 35 will not balance to any line in schedule 410. Retirement is included in but does not totally comprise the expenses reported in schedule 410, lines 148, 149 and 150.

3. Report in column (d) the lease/rentals for the various property categories of Way and Structures. The total net lease/rentals reported in column (d), line 35 should balance the net amount reported in schedule 410, column (f) lines 118 through 123, plus lines 130 through 135.

If an entire road or segment of track is leased and if the actual breakdown of lease/rentals by property categories is not known, apportion the lease/rentals based on the percentage of the categories' depreciation bases (or property bases for nondepreciable property) to the sum of (1) the depreciation bases for all categories of depreciable leased property plus (2) the property bases for nondepreciable leased property. Use Schedule 350 of this report for obtaining the depreciation bases of the categories of leased property.

4. Report on line 34 all other lease rentals not apportioned to any category listed on lines 1-33.

5. Dollars in thousands.

6. Line 14, account 16, should not include computer and data processing equipment reported on line 37 of Schedule 415.

Line No.	Property account	Category (a)	Depreciation (b)	Retirement (c)	Lease/Rentals (net) (d)
1	1	Engineering	\$ 248	\$ 8	\$ 26
2	2	Land for transportation purposes	N/A	N/A	34
3	3	Grading	201	82	616
4	4	Other right-of-way expenditures	30		
5	5	Tunnels and subways	284		
6	6	Bridges, trestles and culverts	2,429	N/A	133
7	7	Elevated structures		N/A	
8	8	Ties	N/A	5	282
9	9	Rails	N/A	(104)	522
10	10	Other track material	N/A	(17)	441
11	11	Ballast	N/A	(46)	184
12	12	Track laying and surfacing	N/A	26	321
13	13	Fences, snowsheds and signs	231	N/A	
14	16	Station and office buildings	1,452	N/A	81
15	17	Roadway buildings	222	N/A	68
16	18	Water stations	46	N/A	
17	19	Fuel stations	135	N/A	
18	20	Shops and enginehouses	757	N/A	
19	22	Storage warehouses		N/A	
20	23	Wharves and docks	2	N/A	
21	24	Coal and ore wharves		N/A	
22	25	TOFC/COFC terminals	768	N/A	
23	26	Communications systems	1,633	N/A	
24	27	Signals and interlockers	4,474	N/A	
25	29	Power plants	20	N/A	
26	31	Power transmission systems	107	N/A	
27	35	Miscellaneous structures	22	N/A	
28	37	Roadway machines	4,498	N/A	
29	39	Public improvements; construction	912		56
30	45	Power plant machines		N/A	
31	76	Interest during construction	N/A	116	N/A
32	77	Other expenditures; general	N/A	26	N/A
33	80	Other elements of investment	N/A		N/A
34	-	Other lease/rentals			1,515
35	-	Total	18,471	96	4,279

SCHEDULE 413

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OMITTED IN ACCORDANCE WITH

DOCKET NO. 38590

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

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 equipment, privately owned equipment and equipment leased for less than 30 days.
3. The gross amounts receivable and payable for freight-train cars (line 19 columns (b) through (d) and, line 19 columns (e) through (g) respectively) should balance with Schedule 410, column (f), lines 231 (credits) and 230 (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f), lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of Schedule 410 because those lines include rents for

"other equipment" which is reported in Schedule 415, column (e). The balancing of Schedule 410, 414 and 415 "other equipment" is outlined in note 6 to Schedule 415.

4. Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper owned cars.

5. Report in columns (c), (d), (f), and (g) rentals for railroad owned cars prescribed by the Commission in Ex Parte No. 334, for which rentals are settled on a combination mileage and time basis (basic per diem). Include railroad owned per diem tank cars on line 17.

NOTES. Mechanical designations for each car type are shown in Schedule 710.

6. Dollars in thousands.

Line No.	Type of Equipment (a)	GROSS AMOUNTS RECEIVABLE Per Diem Basis			GROSS AMOUNTS PAYABLE Per Diem Basis		
		Private Line Cars (b)	Mileage (c)	Time (d)	Private Line Cars (e)	Mileage (f)	Time (g)
	CAR TYPES:	\$	\$	\$	\$	\$	\$
1	Box-Plain 40 Foot		62	52		1,581	1,587
2	Box-Plain 50 Foot and Longer		10,661	25,684	5,564	10,831	28,107
3	Box-Equipped		3,140	8,224	2	7,581	11,287
4	Gondola-Plain		891	1,847	2,228	5,267	11,495
5	Gondola-Equipped		399	1,631	2	1,043	2,026
6	Hopper-Covered		799	2,533	15,020	3,946	13,803
7	Hopper-Open Top-General Service		1,214	2,480	41	2,021	5,941
8	Hopper-Open Top-Special Service		3	7			
9	Refrigerator-Mechanical				685	9,311	877
10	Refrigerator-Non-Mechanical		4,560	10,689	2,107	5,276	12,988
11	Flat TOFC/COFC		521	1,587	18,248	1,025	2,286
12	Flat Multi-Level		2,214	14,339	4,244	6,117	710
13	Flat-General Service		891	834	164	427	679
14	Flat-Other		1,670	3,516	2,191	1,572	5,085
15	Tank-Under 22,000 Gallons				24,239		
16	Tank-22,000 Gallons and Over				13,867		
17	All Other Freight Cars		136	1,066	678	3,306	7,537
18	Auto Racks			5,651	7		5,760
19	Total Freight Train Cars		27,161	80,140	89,287	59,304	110,168
	OTHER FREIGHT CARRYING EQUIPMENT						
20	Refrigerated Trailers				4		
21	Other Trailers			1,023	6,683		3,519
22	Refrigerated Containers						
23	Other Containers				54		
24	Total Trailers & Containers			1,023	6,741		3,519
25	Grand Total (Lines 19 & 24)		27,161	81,163	96,028	59,304	113,687

SCHEDULE 415. SUPPORTING SCHEDULE: EQUIPMENT

1. Report freight expenses only.
2. Report by type of equipment all natural expenses relating to the equipment functions (salaries and wages, materials, tools, supplies, fuels and lubricants, purchases services, and general).
3. Report in column (b) net repairs, the detail for the items listed in column (a) from the freight expenses reported in Schedule 410 in column (f) lines 202, 203, 216, 221, 222, 235, 302 through 307 and 320. When it is necessary to apportion car repair expenses, the apportionment shall be made on the most equitable basis available to the carriers. The following list provides a basis for apportioning freight car repair expenses to car types: a. AAR Car Repair Billing (CRB) Standards; b. A carrier conducted study to determine car repair expenses by car types; and c. Other available standards valid for the respondent carrier. *Do not report* in this schedule equipment damaged expenses from Schedule 410, lines 204, 223 and 308, or; the damages billed to others which is contained in but does not form the bulk of the expense reported in Schedule 410, lines 216, 235 and 320. Column (b) repair expenses should balance to Schedule 410 column (f) expenses as follows (note any imbalance will be attributable to the exclusion from Schedule 415 of damages billed to these as contained in Schedule 410, lines 216, 235 and 320): (1) locomotives: line 5 plus line 38 compared to the sum of Schedule 410, lines 202, 203 plus 216, (2) Freight Cars: line 24 plus line 39 compared to the sum of Schedule 410, lines 221, 222 plus 235, (3) The Sum of Highway Equipment (line 32), Floating Equipment (line 35), Passenger and Other Revenue Equipment (line 36), Computer and Data Processing Equipment (line 37), Machinery-Other Equipment (line 40), and Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, the sum of lines 302 through 307 plus 320. When using the line data referred to in this instruction it should be noted that lines 216, 235 and 320 of Schedule 410 are credit balances.
4. Depreciation expense for each class of equipment by car type shall be reported in columns (c) and (d). The annual charge for each equipment account reported in column (c) of Schedule 335 will equal the combined aggregate totals of line item charges comprising the corresponding equipment account as reported in columns (c) and (d). For improvements on leased property, Accounts 732 and 733, use a supplementary Schedule 415 and this reporting will relate to Schedules 340 and 342. Depreciation charges reported in columns (c) and (d) will balance to Schedule 410, column (f) as follows: (1) Locomotives: line 5 plus line 38 compared to Schedule 410, line 213; (2) Freight Cars: line 24 plus line 39 compared to Schedule 410, line 232; (3) The 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. Depreciation adjustment for prior over and/or underdepreciation of each equipment type shall be reported in column (e) as a debit or credit to the appropriate line item, the net adjustment shall equal the equipment amortization reported in column (c) of Schedule 335.
6. Retirement charges shall be made on the basis of the actual units retired from service during the reporting period where the service value has been determined, based on a ledger value of salvage and insurance recovered. Retirement charge reported in column (f) will not balance to Schedule 410 because they are included in, but do not totally comprise the "other" expenses in Schedule 410, lines 218, 237 and 322. Retirement charges for locomotives, line 5 plus 38 are in Schedule 410, line 218; retirement charges for freight cars, lines 24 plus 39 are in Schedule 410, line 237; retirement charges for all other equipment, lines 32, 35, 36, 37, 40 and 41 are in Schedule 410, line 322.
7. Lease/Rentals reported in column (g) should balance to column (f) of Schedule 410 as follows: (1) Locomotives: line 5 plus line 38 compared with Schedule 410, lines 207, 208, 211 and 212. (2) Freight Cars: line 24 plus line 39 compared with Schedule 410, lines 226 plus 227 (note that Schedule 410, lines 230 and 231 are reported in Schedule 414 and are *not* to be included in Schedule 415). (3) The 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 on 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-container rentals reported in Schedule 414.
8. Depreciation base by types of equipment shall be reported in columns (g), (h) and (i) and should not include the cost of equipment used, but not owned, when the rents therefor are included in the rent for equipment and accounts Nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-22-00, 35-23-00, and 35-25-00. It should include the cost of equipment owned and leased to others when the rents therefrom are included in the rent for equipment accounts Nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00. Property used but not owned should also be included when the rent therefor is included in accounts 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 (c) of Schedule 332 should equal the combined aggregate totals of line items comprising the equipment depreciation bases of column (f).
9. Accumulated depreciation for each class of equipment shall be reported in columns (h), (j) and (k). The grand total of each equipment reserve account in column (g), Schedule 335, shall equal the combined aggregate total accumulated depreciation for line items comprising the corresponding equipment accounts reported in column (h), (j) and (k).

SCHEDULE 415. SUPPORTING SCHEDULE: EQUIPMENT

SEE INSTRUCTIONS ON PAGE 66

Line No.	Types of Equipment (a)	Repairs (Net Expense) (b)	Depreciation		Depreciation Adjustment net during year (e)
			Owned (c)	Capitalized lease (d)	
	LOCOMOTIVES:				
1	Diesel Locomotive - Yard	\$ 12,640	\$ 3,770	\$ -	\$
2	Diesel Locomotive - Road	113,762	32,235	131	
3	Other Locomotive - Yard				
4	Other Locomotive - Road				
5	TOTAL	126,402	36,005	131	
	FREIGHT TRAIN CARS:				
6	Box-Plain 40 Foot	570	31		
7	Box-Plain 50 Foot and Longer	12,750	12,815	1,283	
8	Box-Equipped	6,562	2,706	425	
9	Gondola-Plain	2,590	1,729		
10	Gondola-Equipped	2,885	1,766	78	
11	Hopper-Covered	7,119	1,629		
12	Hopper-Open Top-General Service	2,818	2,898		
13	Hopper-Open Top-Special Service	772	252		
14	Refrigerator-Mechanical *		7,080		
15	Refrigerator-Nonmechanical	10,590	3,620	526	
16	Flat TOFC/COFC	3,832	486		
17	Flat Multi-level	2,651	2,425		
18	Flat-General Service	2,469	624		
19	Flat-Other	3,990	1,384	138	
20	All Other Freight Cars	4,006	128		
21	Cabooses	2,446	672		
22	Auto Racks	2,510	4,131		
23	Miscellaneous Accessories				
24	TOTAL FREIGHT TRAIN CARS	68,560	44,376	2,450	
	OTHER EQUIPMENT-REVENUE FREIGHT HIGHWAY EQUIPMENT				
25	Refrigerated Trailers				
26	Other Trailers	1,106			
27	Refrigerated Containers				
28	Other Containers				
29	Bogies				
30	Chasis				
31	Other Highway Equipment (Freight)				
32	TOTAL HIGHWAY EQUIPMENT	1,106			
	FLOATING EQUIPMENT-REVENUE SERVICE				
33	Marine Line-Haul				
34	Local Marine				
35	TOTAL FLOATING EQUIPMENT				
	OTHER EQUIPMENT				
36	Passenger and Other Revenue Equipment (Freight Portion)	743	223		
37	Computer & Data Processing Equipment		121	719	
38	Machinery - Locomotives ¹	3,183	284		
39	Machinery - Freight Cars ²	831	367		
40	Machinery - Other Equipment ³	191	20		
41	Work & Other Non-revenue Equipment	13,141	2,343	61	
42	TOTAL OTHER EQUIPMENT	18,089	3,358	780	
43	TOTAL, ALL EQUIPMENT (FREIGHT PORTION)	214,157	83,739	3,361	

¹The data to be reported on line 38, in column (b) is the amount reported in Schedule 410, column (f), line 203 reduced by the allocable portion of line 216.²The data to be reported on line 39, in column (b) is the amount reported in Schedule 410, column (f), line 222 reduced by the allocable portions of line 235.³The data to be reported on line 40, in column (b) is the amount reported in Schedule 410, column (f), lines 302 through 306 reduced by the allocable portion of line 320.

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* Refrigerator - Mechanical Cars are maintained by lessee.

SEE INSTRUCTIONS ON PAGE 65					
Retirements (f)	Lease and Rentals (Net) (g)	Depreciation Base as of 12/31		Accumulated Depreciation as of 12/31	
		Owned (h)	Capitalized lease (i)	Owned (j)	Capitalized lease (k)
\$		\$ 84,087		\$ 28,056	
	3,510	653,705	2,353	219,325	1,231
	3,510	737,792	2,353	247,381	1,231
		632		5,103	
	4,934	299,696	10,129	65,169	5,422
	462	75,261	1,023	20,942	3,251
(6)		43,666		16,065	
	788	52,853	1,745	22,718	392
		49,497		18,749	
		71,651		19,808	
		7,164		5,708	
		131,902		81,348	
	7,279	106,710	16,131	49,973	4,111
		17,162		3,742	
		67,896		11,456	
(27)		21,636		16,065	
(1)	851	49,978	1,883	16,405	1,205
(32)		4,811		2,986	
(42)		21,422		4,309	
		63,799		17,464	
(108)	14,314	1,085,736	30,911	378,010	14,381
	5,987			58	
	5,987			58	
	5,987				
		9,343		6,416	
	7,105	1,262		1,849	
		9,400		1,432	
		14,181		2,259	
		640		193	
	15,344	40,460	655	26,917	130
	22,449	75,286	655	39,066	130
(108)	46,260	1,898,814	33,919	664,515	15,742

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

*The depreciation to be reported on lines 38, 39, and 40 in column (e) is calculated by multiplying the investment in each element by the effective composite rate for property account 44.

417. SPECIALIZED SERVICE SUBSCHEDULE - TRANSPORTATION

Instructions:

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.

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 (net 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.

9. Dollars in Thousands.

Line No.	Items	TOFC/COFC Terminal	Floating Equipment	Coal Marine Terminal	Ore Marine Terminal	Other Marine Terminal	Motor Vehicle Load and Distribution	Protective Services Refrigerator Car	Other Special Services	Total Columns (b-i)
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
1	Administration	\$ 1,616	\$	\$	\$	\$	\$	\$	\$	\$ 1,616
2	Pick up & delivery, marine line haul	9,821						N/A		9,821
3	Loading and unloading and local marine	18,237					6,933	N/A		25,170
4	Protective services							6,868		6,868
5	Freight lost or damaged-solely related									
6	Fringe benefits	334								334
7	Casualty and insurance	(1)								(1)
8	Joint facility - Debit	57								57
9	Joint facility - Credit	(309)								(309)
10	Other	(103)								(103)
11	Total	29,652					6,933	6,868		43,453

419. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION

This schedule should be completed by carriers participating in the National Railroad Passenger Corporation (NRPC) agreement, as required by order of the Commission, January 30, 1973, No. 35344 (Sub-No. 3). Classify by accounts the amounts credited for remunerations for intercity passenger service performed by respondent on behalf of NRPC. All contra entries should be indicated in parenthesis. (Dollars in thousands.)

Line No.	Name of Account (a)	Amount (b)
	WAY AND STRUCTURES	\$
	Administration	
1	Track _____	
2	Bridge and Building _____	
3	Signal _____	
4	Communication _____	
5	Other _____	57
	Repair and Maintenance	
6	Roadway - Running _____	
7	Roadway - Switching _____	
8	Tunnels and Subways - Running _____	
9	Tunnels and Subways - Switching _____	
10	Bridges and Culverts - Running _____	
11	Bridges and Culverts - Switching _____	
12	Ties - Running _____	
13	Ties - Switching _____	
14	Rail - Running _____	
15	Rail - Switching _____	
16	Other Track Material - Running _____	
17	Other Track Material - Switching _____	
18	Ballast - Running _____	6
19	Ballast - Switching _____	
20	Track laying and surfacing - Running _____	1,395
21	Track laying and surfacing - Switching _____	
22	Road Property Damaged - Running _____	
23	Road Property Damaged - Switching _____	
24	Road Property Damaged - Other _____	
25	Signals and Interlockers - Running _____	67
26	Signals and Interlockers - Switching _____	
27	Communications systems _____	1
28	Electric Power Systems _____	49
29	Highway Grade Crossings - Running _____	
30	Highway Grade Crossings - Switching _____	
31	Station and Office Buildings _____	121
32	Shop Buildings - Locomotives _____	66
33	Shop Buildings - Other Equipment _____	(46)

419. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION—Continued

Line No.	Name of Account (a)	Amount (b)
	Repair and Maintenance—Continued	\$
101	Locomotive Servicing Facilities	63
102	Miscellaneous Buildings and Structures	
109	Roadway Machines	
110	Small Tools and Supplies	(1)
111	Snow Removal	
112	Fringe Benefits - Running	6
113	Fringe Benefits - Switching	
114	Fringe Benefits - Other	
115	Casualties and Insurance - Running	6
116	Casualties and Insurance - Switching	
117	Casualties and Insurance - Other	
118	Lease Rentals - Debit - Running	
119	Lease Rentals - Debit - Switching	
120	Lease Rentals - Debit - Other	(1)
121	Lease Rentals - (Credit) - Running	
122	Lease Rentals - (Credit) - Switching	
123	Lease Rentals - (Credit) - Other	
124	Joint Facility Rent - Debit - Running	
125	Joint Facility Rent - Debit - Switching	
126	Joint Facility Rent - Debit - Other	
127	Joint Facility Rent - (Credit) - Running	
128	Joint Facility Rent - (Credit) - Switching	
129	Joint Facility Rent - (Credit) - Other	
130	Other Rents - Debit - Running	
131	Other Rents - Debit - Switching	
132	Other Rents - Debit - Other	
133	Other Rents - (Credit) - Running	
134	Other Rents - (Credit) - Switching	
135	Other Rents - (Credit) - Other	
136	Depreciation - Running	
137	Depreciation - Switching	
138	Depreciation - Other	
139	Joint Facility - Debit - Running	
140	Joint Facility - Debit - Switching	
141	Joint Facility - Debit - Other	
142	Joint Facility - (Credit) - Running	
143	Joint Facility - (Credit) - Switching	
144	Joint Facility - (Credit) - Other	
145	Dismantling Retired Road Property - Running	
146	Dismantling Retired Road Property - Switching	
147	Dismantling Retired Road Property - Other	
148	Other - Running	
149	Other - Switching	
150	Other - Other	18
151	Total WAY AND STRUCTURES	1,807

419. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION—Continued

Line No.	Name of Account (a)	Amount (b)
	EQUIPMENT	\$
	Locomotives	
201	Administration	122
202	Repair and Maintenance	746
203	Machinery Repair	
204	Equipment Damaged	
205	Fringe Benefits	
206	Other Casualties and Insurance	9
207	Lease Rentals - Debit	
208	Lease Rentals - (Credit)	
209	Joint Facility Rent - Debit	
210	Joint Facility Rent - (Credit)	
211	Other Rents - Debit	
212	Other Rents - (Credit)	
213	Depreciation	
214	Joint Facility - Debit	
215	Joint Facility - (Credit)	
216	Repairs Billed to Others - (Credit)	
217	Dismantling Retired Property	
218	Other	
219	Total Locomotives	877
	Other Equipment	
301	Administration	595
	Repair and Maintenance:	
304	Passenger and Other Revenue Equipment	491
305	Computers and Data Processing System	
306	Machinery	
307	Work and Other Non-Revenue Equipment	
308	Equipment Damaged	
309	Fringe Benefits	85
310	Other Casualties and Insurance	
311	Lease Rentals - Debit	
312	Lease Rentals - (Credit)	
313	Joint Facility Rent - Debit	
314	Joint Facility Rent - (Credit)	
315	Other Rents - Debit	
316	Other Rents - (Credit)	
317	Depreciation	
318	Joint Facility - Debit	
319	Joint Facility - (Credit)	
320	Repairs Billed to Others - (Credit)	
321	Dismantling Retired Property	
322	Other	
323	Total Other Equipment	1,171
324	TOTAL EQUIPMENT	2,048

419. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION—Continued

Line No.	Name of Account (a)	Amount (b)
	TRANSPORTATION	\$
	Train Operation	
401	Administration _____	
402	Engine Crews _____	4,287
403	Train Crews _____	6,136
404	Dispatching Trains _____	162
405	Operating Signals and Interlockers _____	
406	Operating Drawbridges _____	
407	Highway Crossing Protection _____	
408	Train Inspection and Lubrication _____	
409	Locomotive Fuel _____	4,600
410	Electric Power Purchased or Produced for Motive Power _____	
411	Servicing Locomotives _____	90
412	Freight Lost or Damaged - Solely Related _____	
413	Clearing Wrecks _____	
414	Fringe Benefits _____	9
415	Other Casualties and Insurance _____	35
416	Joint Facility - Debit _____	
417	Joint Facility - (Credit) _____	
418	Other _____	827
419	Total Train Operations _____	16,146
	Yard Operations	
420	Administration _____	
421	Switch Crews _____	293
422	Controlling Operations _____	
423	Yard and Terminal Clerical _____	82
424	Operating Switches, Signals, Retarders and Humps _____	81
425	Locomotive Fuel _____	
426	Electric Power Purchased or Produced for Motive Power _____	
427	Servicing Locomotives _____	
428	Freight Lost or Damaged - Solely Related _____	
429	Clearing Wrecks _____	
430	Fringe Benefits _____	
431	Other Casualties and Insurance _____	35
432	Joint Facility - Debit _____	5
433	Joint Facility - (Credit) _____	
434	Other _____	
435	Total Yard Operations _____	496

419. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION - Concluded

Line No.	Name of Account (a)	Amount (b)
	Train and Yard Operations Common	\$
501	Cleaning Car Interiors _____	1,023
504	Freight Lost or Damaged - all other _____	
505	Fringe Benefits _____	
506	Total Train and Yard Operations Common _____	1,023
	Administrative Support Operations	
518	Administration _____	483
519	Employees Performing Clerical and Accounting Functions _____	543
520	Communication Systems Operation _____	74
521	Loss and Damage Claims Processing _____	
522	Fringe Benefits _____	559
523	Casualties and Insurance _____	
524	Joint Facility - Debit _____	
525	Joint Facility - (Credit) _____	
526	Other _____	
527	Total Administrative Support Operations _____	1,659
528	TOTAL TRANSPORTATION _____	19,324
	GENERAL AND ADMINISTRATIVE	\$
601	Officers - General Administration _____	312
602	Accounting, Auditing and Finance _____	164
603	Management Services and Data Processing _____	
604	Marketing _____	
605	Sales _____	
607	Personnel and Labor Relations _____	
608	Legal and Secretarial _____	30
609	Public Relations and Advertising _____	
610	Research and Development _____	
611	Fringe Benefits _____	129
612	Casualties and Insurance _____	
613	Writedown of Uncollectible Accounts _____	
614	Property Taxes _____	
615	Other Taxes Except on Corporate Income or Payrolls _____	
616	Joint Facility - Debit _____	
617	Joint Facility - (Credit) _____	
618	Other _____	131
619	TOTAL GENERAL AND ADMINISTRATIVE _____	766
650	TOTAL REMUNERATIONS _____	23,945

SCHEDULE 430

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OMITTED IN ACCORDANCE WITH

DOCKET NO. 38590

SCHEDULE 440

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450. ANALYSIS OF 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", 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".

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 10 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.

Dollars in thousands.

Line No.	Particulars (a)	Beginning of Year Balance (b)	Net Credits (Charges) for Current Year (c)	Adjustments (d)	End of Year Balance (e)
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc. 62-21. <u>#</u>	\$ 343,729	\$ 86,438	\$	\$ 430,167
2	Accelerated amortization of facilities Sec. 168, I.R.C.	70,344	(1,564)		68,780
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.	46,829	(3,959)		42,870
4	See detail Page 95	(19,177)	(29,893)	(38,566)	(87,636)
5	Other (Specify) <u>Deferred State Tax</u>	4,381	1,876		6,257
6	<u>Fed. Tax Credit (on Deferred State)</u>	(2,071)	(863)		(2,934)
7	<u>Casualty Reserve</u>	(6,640)	261		(6,379)
8	<u>Amortization of Capital Leases</u>	(6,395)	93		(6,302)
9	Investment tax credit*	(40,056)	(10,315)		(50,371)
10	TOTALS	390,944	42,074	(38,566)	394,452

*Footnotes:

11. If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit \$ 10,315
12. If deferral method for investment tax credit was elected:
- (1) Indicate amount of credit utilized as a reduction of tax liability for current year \$ None
- (2) Deduct amount of current year's credit applied to reduction of tax liability but deferred for accounting purposes \$ None
- (3) Balance of current year's credit used to reduce current year's tax accrual \$ None
- (4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual \$ None
- (5) Total decrease in current year's tax accrual resulting from use of investment tax credits \$ None

Includes accelerated cost recovery system, Sec. 168 I.R.C.

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

Give a brief description for all items, regardless of amount, included during the year in accounts 555, "Unusual or infrequent items"; 560, "Income or loss from operations of discontinued segments"; 562, "Gain or loss on disposal of discontinued segments"; 570, "Extraordinary items"; 590, "Income taxes on extraordinary items"; 592, "Cumulative effect of changes in accounting principles"; 603, "Appropriations released"; 606, "Other credits to retained earnings"; 616, "Other debits to retained earnings"; 620, "Appropriations for sinking and other funds"; 621,

"Appropriations for other purposes". If appropriations released reflect appropriations provided during the year, each account should not be reported.

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

(Dollars in thousands)

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)
1		Accounts 555, 560, 562, 570, 590, 592	\$	\$
2		603, 606, 616, 620 - Nothing to Report		
3				
4	519	Sale of Tax Benefits Note 1		35,616
5		Gain sale of property		26,230
6		Earnings from oil leases & royalties		3,665
7				
8				
9				
10				
11	551	Merger opposition expenses	3,000	
12		Fines & penalties	351	
13		Law Department - Settlements	291	
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				
26				
27				
28				
29				
30				

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

Note 1

In 1981, the Company sold, for federal income tax purposes only, certain tax benefits under the safe harbor lease provisions of the Economic Recovery Tax Act of 1981. The tax benefits sold included investment tax credits and deductions under the Accelerated Cost Recovery System with respect to certain railroad track structure and transportation equipment with an adjusted basis totaling \$143,196,573 for which the Company received \$35,615,909 in cash; proceeds from the transactions were recorded as other non-operating income.

133,196,573 -

NOTES AND REMARKS

500. CONTINGENT ASSETS AND LIABILITIES

1. Give Particulars with respect to contingent assets and liabilities at the close of the year, in accordance with Instruction 5-6 in the Uniform System of Accounts for Railroad Companies, that are not reflected in the accounts of the respondent.

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

Examples of contingent liabilities are items which may become obligations as a result of pending or threatened litigation,

assessments or possible assessments of additional taxes and agreements or obligations to repurchase securities or property.

2. Information concerning the guaranties and suretyships are to be shown in other schedules provided for those items and not in this schedule.

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

Line No.	Item (a)	Amount (b)
1	<u>Taxes</u>	
2	The Southern Pacific Company consolidated group, of which Southern Pacific Transportation Company is a member, is contest-	
3	ing deficiencies asserted by the Internal Revenue Service for the years 1959 through 1975. Years prior to 1959 are closed	
4	for further assessment; however, other years are still open. Claims for refund of overpayments have been filed for the years	
5	1954 through 1970. The U.S. Tax Court has made its findings of fact and given its opinion as to issues tried covering the	
6	years 1959-1961. The Court ruled in favor of the Company on some issues and went against the Company on others. Since there	
7	has been no final determination of additional liability, if any, and since the findings and opinion are subject to appeal,	
8	the final results of this and further tax litigation will not be known for some time.	Not determined
9	Many issues involve the timing of income or deductions so that any taxes which may become payable with respect thereto	
10	would be charged against deferred income taxes and would ultimately be recovered in future years. The Company's consolidated	
11	financial statements contain accruals which are considered adequate for any additional taxes and interest that ultimately may	
12	become due.	Not determined
13		
14	<u>ACI Litigation</u>	
15	Computer Identics Corporation and ACI Systems Corporation have brought an antitrust action against Southern Pacific Com-	
16	pany, Southern Pacific Transportation Company, and several other companies on October 21, 1976. Plaintiffs allege anti-com-	
17	petitive practices in violation of the Sherman Act with respect to their business of manufacturing or selling a system for	
18	automatic identification of railroad equipment. Treble damages are sought in excess of \$30 million, as well as an injunction.	
19	Southern Pacific Company and Southern Pacific Transportation Company have filed answers denying the allegations, and the case	
20	is now in the final stages of discovery with trial probably to be held in 1982.	Not determined
21		
22	<u>BBD Litigation</u>	
23	Southern Pacific Transportation Company and five other railroads were sued by BBD Transportation Company, Inc., a	
24	California motor carrier, on December 3, 1976. Plaintiff alleged anti-competitive practices in violation of the Sherman Act	
25	and the California antitrust laws concerning a rail rate adjustment made in 1972 by the railroads for iron and steel products	
26	in California. Treble damages are sought in excess of \$15 million, as well as injunctive relief.	
27	On October 5, 1977, the court granted the defendants' motion to dismiss on the ground that the action was barred by the	
28	statute of limitations. On November 4, 1977, BBD Transportation Company filed an amended complaint containing essentially the	
29	same allegations, and the court again granted the defendants' motion to dismiss on statute of limitation grounds. BBD Trans-	
30	portation Company appealed the dismissal to the U.S. Court of Appeals, and on September 4, 1980, the Court of Appeals reversed	
31	the dismissal and remanded to the District Court. On December 24, 1980, SPT answered the amended complaint.	
32	Three of the other defendant railroads have been dismissed from the case as the result of settlements reached with BBD.	
33	Trial in the case is set for July 6, 1982.	Not determined
34		
35	<u>Crystal Car Line Lease of Equipment with The Commonwealth Plan</u>	
36	By agreement dated March 15, 1965, as amended, with The First National Bank of Boston, Boston, Massachusetts, and Manu-	
37	facturers Hanover Trust Company, New York, New York, and in consideration of said bank's and said trust company's entering into	
38	a Loan Agreement with The Commonwealth Plan, Inc., an indirectly owned and controlled subsidiary of Southern Pacific Company,	
39	Southern Pacific Transportation Company, agreed that in the event that The Crystal Car Line of Chicago, Illinois, lessee under	
40	Railroad Equipment Leasing Agreement, dated as of March 15, 1965, with The Commonwealth Plan, Inc., lessor, terminates said	
41	line with respect to any railroad equipment leased thereunder at the end of the Basic Lease Term (as defined therein),	
42	Southern Pacific Transportation Company will, at its option assume all obligations of said lessee with respect to such equip-	
43	ment for the full duration of the First Extended Term of the lease (as defined therein), or will purchase such equipment from	
44	The Commonwealth Plan, Inc. for its then "amortized value" (as defined in said Loan Agreement).	Not determined
45		
46	<u>M-K-T Lease of Equipment with The Commonwealth Plan</u>	
47		
48	By agreement dated January 12, 1970, with The First National Bank of Boston, Boston, Massachusetts, acting as agent for	
49	certain investors, and in consideration of said Bank's entering into certain loan agreements with The Commonwealth Plan, Inc.,	
50	Southern Pacific Transportation Company assumed performance of all obligations of Missouri-Kansas-Texas Railroad Company, in	
51	the event of default by that company, under Railroad Equipment Leasing Agreement, dated January 12, 1970, as amended with The	
52	Commonwealth Plan, Inc., as indirectly owned and controlled subsidiary of Southern Pacific Company. Pursuant to said Rail-	
53	road Equipment Leasing Agreement, the Missouri-Kansas-Texas Railroad Company leased 500 railroad box cars, more or less, from	
54	The Commonwealth Plan, Inc.	Not determined
55		
56	<u>Employment Discrimination - Texas Litigation</u>	
57		
58	The Equal Employment Opportunity Commission filed suit against Southern Pacific Transportation Company on July 14, 1975,	
59	in the U.S. District Court for the Southern District of Texas claiming that the Company has engaged in a pattern or practice	
60	of discriminatory denial of employment opportunities to Blacks, Hispanics and women. The EEOC bases its case on the claims	
61	of 53 current and former employees who each filed charges of discrimination with the EEOC. This case is presently consoli-	
62	dated for pretrial proceedings with 18 other private employment discrimination cases. The EEOC claims that class certifi-	
63	cation is unnecessary because of its statutory right to bring "pattern or practice" actions. A substantial amount of dis-	
64	covery has been completed, but no trial date has been set. One other unconsolidated action alleging class discrimination	
65	has been filed in Texas; it has not been certified as a class action and has not been given a trial date.	Not determined

501. GUARANTIES AND SURETYSHIPS

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

This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 years after date of issue. Items of less than \$50,000 may be shown as one total.
(Dollars in thousands)

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)
1	Trailer Train Co.	Equipment Purchase Obligations	\$ 29	Joint
2		Note 1		
3				
4	Railbox Co. (a wholly owned subsidiary of Trailer Train Co.)	Railroad Equipment Lease dated December 1, 1975	23,507	Joint
5				
6		Note 2		
7				
8				
9	Pacific Fruit Express Company	Equipment Purchase Obligations due serially to May 1, 1985	1,866	Sole
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				
25				
26				
27				
28	Note 1 This represents the Company's portion, assuming no default by other co-guarantors who have guaranteed an additional \$1,158			
29				
30				
31				
32	Note 2 Should Railbox Company default in its lease obligations, the Company may elect to assume its rights and obligations as leasee.			
33				
34				
35				
36				
37				
38				

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

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 of contingent liability of guarantors (c)	Sole or joint contingent liability (d)
1	None		\$	
2				
3				
4				
5				
6				
7				
8				
9				

502. COMPENSATING BALANCES AND SHORT-TERM BORROWING ARRANGEMENTS

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

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.

None

510. DEBTHOLDINGS

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

Accounts to be considered in completing this schedule are:

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

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

(1) MORTGAGE BONDS:

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

(2) COLLATERAL TRUST BONDS:

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

(3) UNSECURED BONDS (Debentures):

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

(4) EQUIPMENT OBLIGATIONS:

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

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

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

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

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

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

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

NOTES AND REMARKS
SCHEDULE 332. PAGE 39

The rates used in computing depreciation for locomotives are 5.06% for road locomotives and 4.44% for switch locomotives per I.C.C. decision Sub-Order No. R-396-E, service date of October 26, 1979.

The rates used in computing the depreciation expense for freight cars are as follows:

Plain box cars - 40',	3.25%
Plain box cars - 50' and larger,	4.25%
Equipped box cars,	3.57%
Plain gondola cars,	3.95%
Equipped gondola cars,	3.05%
Covered hopper cars,	3.23%
Open top hopper cars - General service,	4.00%
Open top hopper cars - Special service,	3.47%
Refrigerated cars - Non-mechanical,	5.41%
Refrigerated cars - Mechanical,	3.38%
Flat cars - TOFC/COFC,	2.83%
Flat cars - Multi-level,	3.56%
Flat cars - General service,	2.86%
Flat cars - Other,	2.76%
All other freight cars (excl. cabooses),	2.66%
Cabooses,	3.13%
Racks,	0.00%

The above rates were applied in accordance with I.C.C. decision Sub-Order No. R-396-E, service date of October 26, 1979.

Depreciation base for accounts 1, 2½, 3, 5, and 39 includes non-depreciable property.

Depreciation base for accounts 16, 37, 52, 53, 55, 57 and 58 includes investments in capitalized leases.

510 DEBT HOLDINGS - CONTINUED

Line No.	Description of Obligation (a)	Name and Address of Creditor or Trustee (b)	Original Amount (c)	Due	
				Within One Year (d)	After One Year (e)
1	765. Funded Unmatured				
2	(1) Mortgage Bonds		\$	\$	\$
3	(a) With fixed interest:				
4	Southern Pacific Transportation Company First and				
5	Refunding Mortgage Series B	See Note (4)	100 000	1 835	94 975
6	Southern Pacific Railroad First Mortgage, Series E....	See Note (1)	50 000		29 705
7	Southern Pacific Railroad First Mortgage, Series F....	See Note (1)	50 000		50 000
8	Southern Pacific Railroad First Mortgage, Series H....	See Note (1)	35 000		24 203
9	Texas & New Orleans R.R. First & Refunding Mtge. Series C.	See Note (2)	45 000		39 315
10		Total for mortgage bonds	280 000	1 835	238 198
11	(3) Unsecured Bonds (Debentures):				
12	(a) With fixed interest:				
13	Fifty-Year Gold	See Note (3)	50 000		
14					
15	(5) Miscellaneous Obligations:				
16	None				
17					
18	766. Equipment Obligations				
19	(4) Equipment Obligations:				
20	(a) Equipment securities (Corporation):				
21	Series No. 31	First Pennsylvania Bank, NA			
22	Series No. 32	15th & Chestnut Streets			
23	Series No. 33	Philadelphia, PA 19101			
24	Series No. 34	do	9 990	666	
25	Series No. 35	do	9 900	660	
26	Series No. 36	do	9 600	640	
27	Series No. 37	do	9 000	600	
28	Series No. 38	do	9 120	608	
29	Series No. 39	do	9 990	666	666
30	Series No. 40	do	9 900	660	660
31	Series No. 41	do	9 900	660	660
32	Series No. 42	do	9 900	660	660
33	Series No. 43	do	9 900	660	660
34	Series No. 44	do	9 900	660	1 320
35	Series No. 45	do	9 900	660	1 320
36	Series No. 46	do	9 900	660	1 980
37	Series No. 47	do	9 900	660	1 980
38	Series No. 48	do	9 900	660	1 980
39	Series No. 49	do	9 900	666	1 998
40	Series No. 50	do	9 990	666	2 664
41	Series No. 51	do	9 990	666	2 664
42	Series No. 52	do	9 990	666	2 664
43	Series No. 53	do	10 950	730	2 920
44	Series No. 54	do	10 950	730	2 920
45	Series No. 55	do	10 950	730	2 920
46	Series No. 56	do	50 000		27 477
47	Series No. 57	do	10 950	730	3 650
48	Series No. 58	do	12 150	810	4 050
49	Series No. 59	do	11 700	780	3 900
50	Series No. 60	do	13 200	880	4 400
51	Series No. 61	do	13 200	880	5 280
52	Series No. 62	do	15 000	1 000	6 000
53	Series No. 63	do	15 000	1 000	7 000
54	Series No. 64	do	15 000	1 000	7 000
55	Series No. 65	do	15 000	1 000	7 000
56	Series No. 66	do	15 000	1 000	7 000
57	Series No. 67	do	15 000	1 000	8 000
58	Series No. 68	do	15 675	1 045	9 405
59	Series No. 69	do	15 225	1 015	10 150
60	Series No. 70	do	18 750	1 250	12 500
61	Series No. 71	do	18 750	1 250	13 750
62	Series No. 72	do	20 925	1 395	15 345
63	Series No. 73	do	23 100	1 540	16 940
64	Series No. 74	do	24 000	1 600	19 200
65	Series No. 75	do	24 000	1 600	19 200
66	Series No. 76	do	26 250	1 750	22 750
67	Series No. 77	do	26 475	1 765	22 945
68	Series No. 78	do	27 000	1 800	23 400
69		Total equipment trust certificates	660 860	40 724	308 298
70	Carried Forward		990 860	42 559	546 496

Note (1) Chase Manhattan Bank NA
1 Chase Manhattan Plaza
New York, New York 10005

Note (2) Chemical Bank & Trust Company
55 Water Street
New York, New York 10041

Note (3) Morgan Guaranty Trust Company
23 Wall Street
New York, New York

Note (4) Bankers Trust Company
1 Bankers Trust Plaza
New York, New York 10006

510. DEBT HOLDINGS - CONTINUED

Line No.	Date of Issue (f)	Date of Maturity (g)	Rate (h)	INTEREST		AT YEAR END	
				Accrued During Year (i)	Paid During Year (j)	Unamortized Debt Discount 770.1 (k)	Unamortized Premium 770.2 (l)
1				\$	\$		
2							
3							
4							
5	12- 1-76	12- 1-01	8.20	8 119	8 116		
6	1- 1-46	1- 1-86	2 - 7/8	858	857		18
7	1- 1-46	1- 1-96	2 - 3/4	1 378	1 375	85	
8	10- 1-56	10- 1-83	5 - 1/4	1 291	1 304	15	
9	4- 1-46	4- 1-90	3 - 3/8	1 330	1 327	150	
10				12 976	12 979	250	18
11							
12							
13	5- 1-31	5- 1-81	4 - 1/2	378	568		
14							
15							
16							
17							
18							
19							
20							
21	2- 1-66	2- 1-81	4 - 3/4	3	16		
22	9- 1-66	9- 1-81	5 - 5/8	25	37		
23	12- 1-66	12- 1-81	5 - 5/8	34	37		
24	1- 1-67	1- 1-82	5 -	33	50		
25	4- 1-67	4- 1-82	5 - 1/8	42	51	1	
26	6- 1-67	6- 1-82	5 - 3/4	52	55		
27	10- 1-67	10- 1-82	6 -	63	72		
28	12- 1-67	12- 1-82	6 - 1/2	76	79		
29	3- 1-68	3- 1-83	6 - 1/2	94	108		
30	6- 1-68	6- 1-83	6 - 3/8	102	105	1	
31	9- 1-68	9- 1-83	5 - 7/8	104	116	2	
32	11- 1-68	11- 1-83	5 - 1/4	117	124	1	
33	11- 1-69	11- 1-84	8 -	203	211	6	
34	12- 1-69	12- 1-84	8 - 1/2	221	224	4	
35	2- 1-70	2- 1-85	8 - 1/8	220	241	2	
36	4- 1-70	4- 1-85	8 - 3/4	246	260	4	
37	7- 1-70	7- 1-85	9 -	268	297	1	
38	10- 1-70	10- 1-85	8 - 1/2	266	280	2	
39	12-15-70	12-15-85	7 - 3/4	257	258		7
40	1-15-71	1-15-86	6 - 3/4	228	247		2
41	3-15-71	3-15-86	7 - 1/4	252	266		13
42	4- 1-71	4- 1-85	7 - 3/4	271	284		7
43	9-15-71	9-15-86	7 - 3/4	323	339		13
44	11-15-71	11-15-86	7 -	301	307		8
45	12-15-71	12-15-86	7 -	305	307		3
46	2- 1-72	2- 1-87	7 - 3/8	2 104	2 194	128	
47	5-15-71	5-15-87	7 - 1/4	338	344		6
48	7-15-72	7-15-87	7 -	372	397		13
49	9-15-72	9-15-87	7 - 1/8	374	389		
50	12-15-72	12-15-87	7 -	429	431		
51	4-15-73	4-15-88	7 - 1/4	466	479	21	
52	10-15-73	10-15-88	7 - 3/4	606	620	25	
53	2-15-74	2-15-89	8 -	652	680		20
54	6-15-74	6-15-89	9 -	763	765	39	
55	10-15-74	10-15-89	9 -	793	810	48	
56	12-15-74	12-15-89	8 - 3/4	786	788		3
57	2-15-75	2-15-90	8 -	732	760	30	
58	10-15-76	10-15-91	8 -	904	920		60
59	7- 1-77	7- 1-92	7 - 5/8	892	929		2
60	12- 1-77	12- 1-92	8 -	1 195	1 200		11
61	2- 1-78	2- 1-93	8 - 1/4	1 250	1 289	61	
62	3- 1-78	3- 1-93	8 - 3/8	1 425	1 460	40	
63	12- 1-78	12- 1-93	9 - 1/8	1 819	1 827	118	
64	4- 1-79	4- 1-94	9 - 1/2	2 019	2 052	143	
65	7- 1-79	7- 1-94	9 - 1/8	1 176	2 044	107	
66	2-15-80	2-15-95	11 - 5/8	2 881	2 950	201	
67	4- 1-80	4- 1-95	13 - 1/4	3 342	3 391	425	
68	6- 1-80	6- 1-95	10 - 1/4	2 667	2 675	120	
69				32 891	33 765	1 530	168
70				46 245	47 312	1 780	186

510. DEBT HOLDINGS - CONTINUED

Line No.	Description of Obligation (a)	Name and Address of Creditor or Trustee (b)	Original Amount (c)	Portion Due	
				Within One Year (d)	After One Year (e)
71	Brought Forward		\$ 990 860	\$ 42 559	\$ 546 496
72	(c) Conditional or deferred payment contracts:				
73	Metropolitan Life Insurance Co., assignee		50 000	3 333	19 792
74	The First Pennsylvania Banking and Trust Company,				
75	assignee		25 270		
76	The First Pennsylvania Banking and Trust Company,				
77	assignee		29 900	1 989	3 977
78	The First Pennsylvania Banking and Trust Company,				
79	assignee		53 275	3 552	7 103
80	Metropolitan Life Insurance Co., assignee		50 000	3 334	26 669
81	The First Pennsylvania Banking and Trust Company,				
82	assignee		17 400	1 160	10 440
83	The First Pennsylvania Banking and Trust Company,				
84	assignee		24 000	1 600	16 000
85	The First Pennsylvania Banking and Trust Company,				
86	assignee		125 000	8 333	100 000
87	The First Pennsylvania Banking and Trust Company,				
88	assignee		63 319	4 390	52 683
89	The First Pennsylvania Banking and Trust Company,				
90	assignee		22 400	1 600	19 200
91	The First Pennsylvania Banking and Trust Company,				
92	assignee		41 303	2 753	35 796
93	Total conditional or deferred payment contracts		501 867	32 044	291 660
94					
95	(2) Total Accounts 764-Equipment Obligations Due		1 492 727	74 603	838 156
96	(2) Collateral Trust Bonds)				
97	(6) Receivers' and Trustees' Securities (Other) None				
98	than equipment obligations)				
99	(7) Short Term Notes in Default)				
100	768. Debt in Default				
101	767. Receivers' and Trustees' Securities) None				
102					

510. DEBTHOLDINGS - CONTINUED

Line No.	Date of Issue (f)	Date of Maturity (g)	Rate (h)	INTEREST		AT YEAR END	
				Accrued During Year (i)	Paid During Year (j)	Unamortized Debt Discount 770.1 (k)	Unamortized Premium 770.2 (l)
71				\$	\$		
72				46 245	47 312	1 780	186
73							
74	9- 1-73	12-15-88	7.875	2 076	2 084		
75							
76	4- 1-66	4- 1-81	5.50	35	70		
77							
78	1- 1-69	1- 1-84	6.90	412	480		
79							
80	3- 1-69	3- 1-84	7.625	859	948		
81	3- 1-75	9- 1-90	9 - 7/8	3 189	3 292		
82							
83	4- 1-76	10- 1-91	9	1 124	1 148		
84							
85	5- 1-77	10- 1-92	8 - 1/4	1 554	1 584		
86							
87	8- 1-78	2- 1-94	9.375	10 249	10 547		
88							
89	4- 1-79	9-15-94	10	2 198	2 240	31	
90							
91	9-15-79	9-15-94	10	6 036	6 142		
92							
93	4-15-80	6-15-95	14 1/24	5 686	5 689		
94				33 418	34 224	31	
95							
96				79 663	81 536	1 811	186
97							
98							
99							
100							
101							
102							

510. DEBTHOLDINGS—Continued
(Notes and Other Disclosures)

Line No.	a. Nature of Security or Collateral, if any
1.	
2.	
3.	
4.	
5.	See detail on pages 89a-89t
6.	
7.	
8.	
9.	
10.	
11.	
12.	
13.	
14.	
15.	
16.	
17.	

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

Line No.	Name and address of holder	Type of holder
1.		
2.		
3.		
4.		
5.	See detail on pages 89a-89t	
6.		
7.		
8.		
9.		
10.		
11.		
12.		
13.		
14.		
15.		
16.		
17.		
18.		

c. Other Notes and Comments

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
8.20% Series B	Cede & Co Box 20 Bowling Green Station New York NY 10004	Depository
	Kray & Co 120 S La Salle St Chicago IL 60610	Nominee
	Moteach & Co Box 7365 Main Post Office St Louis MO 63166	Nominee
	Pacific & Co Box 7877 San Francisco CA 94120	Depository
	Tegge & Co Morgan Guaranty Trust Co of NY Box 1479 Church Street Station New York NY 10008	Nominee
SPRR 1st Mtge Ser E 2.875%	Cede & Co c/o Depository Trust Company Box 4560 Church Street Station New York NY 10249	Depository
	ELD & Co Box 9171 Stamford CT 06820	Nominee
	Haggard & Co P O Box 2518 Hartford CT 06101	Nominee
	New York Life Insurance Co 51 Madison Avenue Attn-Treasury Dept - Rm 201 New York NY 10010	Insurance Co
	The Franklin Life Insurance Co Franklin Square Attn - Investment Dept Springfield IL 62713	Insurance Co
SPRR 1st Mtge Ser F 2.75%	Cede & Co c/o Depository Trust Company Box 4560 Church Street Station New York NY 10249	Depository

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
SPRR 1st Mtge Ser F 2.75%	Metropolitan Life Insurance Company One Madison Avenue Attn - Sr Vice Pres & Treasurer New York NY 10010	Insurance Co
	The Mutual Benefit Life Insurance Co 520 Broad Street Attn - Securities Investment Department Newark NJ 07102	Insurance Co
SPRR Ser H 5-1/4%	Board of Administration City Employees Retirement System of the City of Los Angeles 111 E First St Los Angeles CA 90012	Pension Fund
	Cede & Co Depository Trust Company Box 4560 Church St Station New York NY 10249	Depository
	Kray & Co 120 S La Salle St Chicago IL 60603	Nominee
	New York Life Insurance Company Attn - Treasury Department 51 Madison Avenue New York NY 10010	Insurance Co
	Polly & Co Box 1068 Wall Street Station New York NY 10005	Nominee
T&O RR Ser C 3-3/8%	Cede & Co c/o Depository Trust Company Box 4560 Church Street Station New York NY 10249	Depository
	Metropolitan Life Insurance Company Attn - Senior Vice Pres - Treasurer One Madison Avenue New York NY 10010	Insurance Co
Equip Ser 35 5.125%	Conn Bond & Co Hartford Natl Bank & Trust Co Equities Products Dept Hartford CT 06115	Nominee

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Ser 36 5.75%	Acacia Mutual Life Insurance Company 51 Louisiana Ave NW Washington DC 20001	Insurance Co
	Auer & Co Fankers Trust Co Box 704 Church Street Station New York NY 10008	Nominee
	ELMCO Midwest Bank & Trust Co 1606 N Harlem Avenue Elmwood Park IL 60635	Nominee
	South Chicago Savings Bank 2959 East 92nd Street Chicago IL 60617	Bank
Equip Ser 37 6%	Public School Teachers' Pension and Retirement Fund of Chicago 228 North La Salle St - Rm 1440 Chicago IL 60601	Pension Fund
Equip Tr Ser 38 6.50%	Board of Administration City Employees Retirement System of The City of Los Angeles 111 East First Street City Hall South - Rm 300 Los Angeles CA 90012	Pension Fund
	Board of Trustees City of East Detroit Employees Retirement System U/CH XVIII City Charter Adopted Apr 6 53 23200 Gratiot Av East Detroit MI 48021	Pension Fund
	Trustees Allen N Smith & Co Inc Pension Trust Box 670 Montgomery AL 36101	Pension Fund
Equip Tr Ser 39 6.50%	State of California State Teachers Retirement System Box 1953 Bond Investment Office Sacramento CA 95809	Pension Fund

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Tr Ser 40 6.375%	Hudd & Co Box 1069 Wall Street Station New York NY 10005	Nominee
	Memorial Hospital Medical Center of Long Beach Inc 2801 Atlantic Avenue Attn - Darrell Brownell Long Beach CA 90806	Hospital
	Suydam & Co c/o Manufacturers Hanover Trust Co Trust Collection Box 1765 Church Street Station New York NY 10008	Nominee
	Tegge & Co Morgan Guaranty Trust Co of NY Box 1479 Church Street Station New York NY 10008	Nominee
Equip Tr Ser 41 5.875%	State of Washington Teachers Retirement System Board of Trustees Teacher Retirement Pension Reserve Fund Legislative Bldg Office State Treasurer Olympia WA 98501	Pension Fund
Equip Tr Ser 42 6.25%	Band & Co First Wisconsin Trust Co Box 2054 Milwaukee WI 53201	Nominee
	Bath Savings Institution 105 Front Street Bath ME 04530	Savings Bank
	City of Springfield Retirement System The First National Bank Box 2016 Personal Trust Div A/C#8-95061-0 Boston MA 02106	Pension Fund
	Hare & Co c/o The Bank of New York P O 11,203 New York NY 10249	Nominee

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Tr Ser 42 6.25%	Pacific & Co Box 7877 San Francisco CA 94120	Depository
	West Coast Life Insurance Co P O Box 3892 Attn - Finance Department San Francisco CA 94119	Insurance Co
Equip Tr Ser 43 8%	Calhoun & Company c/o Manufacturers National Bank of Detroit Trust Department Box 1319 Detroit MI 48231	Nominee
	Citizens Security Life Insurance Co Box 950 Attn - Earle Powell Frankfort KY 40602	Insurance Co
	Life & Co Continental Bank T 231 So La Salle St Trust Records - Acct Info Chicago IL 60693	Nominee
	Manat & Co Box 3555 Portland ME 04104	Nominee
	Retire & Co Continental Illinois National Bank Lock Box H Chicago IL 60690	Nominee
Equip Tr Ser 44 8.50%	Hare & Co c/o The Bank of New York P O Box 11,203 New York NY 10249	Nominee
	Marban & Co Springfield Marine Bank Springfield IL 62701	Nominee
	Manaco & Co Box 2669 Phoenix AZ 85002	Nominee
	Merrill Lynch Pierce Fenner & Smith Inc Box 12175 Church Street Station New York NY 10049	Broker

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Tr Ser 44 8.50%	Pacific & Co Box 7877 San Francisco CA 94120	Depository
	Prescott Ball & Turben One Battery Park Plaza New York NY 10004	Broker
Equip Tr Ser 45 8.125%	AGCO First National Bank of Oregon Box 2971 Trust Division Portland OR 97208	Nominee
	Brack & Company W 555 First National Bank Bldg Saint Paul MN 55101	Nominee
	Obie & Co Texas Commerce Bank NA Box 2558 Trust Department Houston TX 77001	Nominee
	Paine Webber Jackson & Curtis Inc 25 Broad St New York NY 10004	Broker
	Potts & Co Citibank, N A Sort #1556 New York NY 10043	Nominee
	Spafford & Co First National Bank & Trust Co 401 E State Street Trust Department Rockford IL 61101	Nominee
	Union National Life Insurance Company Box 2348 Baton Rouge LA 70821	Insurance Co
Equip Ser 46 8.75%	Life & Co Continental Bank T 231 So La Salle St Trust Records - Acct Info Chicago IL 60693	Nominee
	R J Thomas & Company Box 2716 Dallas TX 75221	Nominee

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Ser 46 8.75%	Newton Retirement System City Hall Attn - Theodore L Scafidi - Treasurer Newton MA 02159	Pension Fund
Equip Ser 47 9%	The Corporation of the President of the Church of Jesus Christ of Latter Day Saints 50 East North Temple St Attn - Disbursing Officer Salt Lake City UT 84111	Religious Organization
	Howsave & Co The Howard Savings Bank Trust Department Box 1757 Newark NJ 07101	Nominee
	Legal & Co First National State Bank of NJ Box 616 Dept of Estates & Trusts Newark NJ 07101	Nominee
	Suydam & Co c/o Manufacturers Hanover Trust Co Trust Collection P O Box 1765 Church Street Station New York NY 10008	Nominee
Equip Ser 48 8.50%	American Way Life Insurance Company of Michigan 19900 West 9 Miles Road Box 300 Southfield MI 48037	Insurance Co
	Board of Trustees of the City of East Detroit Employees Retirement System 23200 Gratiot Avenue East Detroit MI 48021	Pension Fund
	The Corporation of the President of the Church of Jesus Christ of Latter Day Saints 50 East North Temple St Attn - Disbursing Officer Salt Lake City UT 84111	Religious Organization
	Raymond & Co Wells Fargo Bank Box 44002 Securities Services San Francisco CA 94144	Nominee

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Ser 48 8.50%	Suydam & Co. Manufacturers Hanover Trust Co Trust Collection a/c Box 1765 Church Street Station New York NY 10008	Nominee
Equip Tr Ser 49 7.75%	Gale & Co Harris Trust & Savings Bank 111 West Monroe Street Trust Department Chicago IL 60690	Nominee
	Rommell & Co Chemical Bank Box 1368 Church Street Station New York NY 10008	Nominee
	Tice & Co Manufacturers & Traders Trust Co Box 767 Buffalo NY 14240	Nominee
Equip Tr Ser 50 6.75%	Barnett & Co c/o Bankers Trust Co Box 704 Church St Station New York NY 10008	Nominee
	Calhoun & Company c/o Manufacturers National Bank of Detroit Trust Department Box 1319 Detroit MI 48231	Nominee
	Cede & Co Box 20 Bowling Green Station New York NY 10274	Depository
	Cudd & Co The Chase Manhattan Bank NA Box 1508 Church Street Station New York NY 10008	Nominee
	Hare & Co c/o The Bank of New York P O Box 11,203 New York NY 10249	Nominee

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Tr Ser 51 7.250%	Beloit Savings Bank P O Box 719 Beloit WI 53511	Nominee
	Egger & Co Chase Manhattan Bank N A Box 1508 Church Street Station New York NY 10008	Nominee
	I M T Insurance Co 6000 Grand Av Box 1336 Attn - Ervin Fuson Des Moines IA 50305	Insurance Co
	Merrill Lynch Pierce Fenner & Smith Inc Box 12175 Church Street Station New York NY 10049	Broker
	Polly & Co Box 1068 Wall Street Station New York NY 10005	Nominee
Equip Ser 52 7.75%	Brack & Company W-555 First National Bank Bldg St Paul MN 55101	Nominee
	Draco Securities Fidelity Bank 135 South Broad St Trust Dept Philadelphia PA 19109	Nominee
	Marban & Co c/o Springfield Marine Bank One East Old State Capital Plaza Springfield IL 62701	Nominee
	Merit Life Insurance Company Box 59 Attn - Financial Div Evansville IN 47701	Insurance Co
	PETCO Box 906 Des Moines IA 50304	Nominee
Equip Tr Ser 53 7.75%	Cudd & Co Chase Manhattan Bank NA Box 1508 Church St Station New York NY 10008	Nominee

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Tr Ser 53 7.75%	State of California Public Employees Retirement System California State Treasurer Box 10492 Newark NJ 07101	Pension Fund
	Ursinus College Ursinus College Treas Office Attn - Mr Nelson M Williams Collegeville PA 19426	College
Equip Tr Ser 54 7%	Calhoun & Company c/o Manufacturers National Bank of Detroit Trust Department Box 1319 Detroit MI 48231	Nominee
	Rommel & Co Chemical Bank Box 1068 Church Street Station New York NY 10008	Nominee
Equip Tr Ser 55 7%	Cudd & Co Chase Manhatta Bank NA Box 1508 Church Street Station New York NY 10008	Nominee
	State of California Public Employees Retirement System Box 10492 Newark NJ 07101	Pension Fund
	State of California State Teachers Retirement System California State Treasurer Box 10542 Newark NJ 07102	Pension Fund
Equip Tr Ser 56 7.375%	State of California Public Employees Retirement System California State Treasurer Box 10492 Newark NJ 07101	Pension Fund
	State of California State Teachers Retirement System California State Treasurer Box 10542 Newark NJ 07102	Pension Fund

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Tr Ser 57 7.25%	Pert & Co Irving Trust Co One Wall Street Personal Trust Division New York NY 10015	Nominee
	Polly & Co Box 1068 Wall Street Station New York NY 10005	Nominee
	TAPPCO First Northwestern Trust Co 1919 Douglas Street Trust Department Omaha NB 68103	Nominee
Equip Tr Ser 58 7%	Amon G Carter Foundation Box 1036 Fort Worth TX 76102	Charity
	Barnett & Co Bankers Trust Co Box 704 Church St Station New York NY 10008	Nominee
	Nom & Co c/o Trust Department American Fletcher National Bank Indianapolis IN 46277	Nominee
	Salkeld & Co Bankers Trust Co Box 704 Church St Station New York NY 10008	Nominee
Equip Tr Ser 59 7.125%	Babank & Co Boatmen's Bank Box 267 Kansas City MO 64141	Nominee
	Cudd & Co Chase Manhattan Bank NA Box 1508 Church Street Station New York NY 10008	Nominee
Equip Tr Ser 60 7%	ALCO First National Bank Box 4148 Trust Department Atlanta GA 30302	Nominee

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Tr Ser 60 7%	HUBCO Exchange Security Bank Box 10247 Trust Department Birmingham AL 35202	Nominee
	Kenneburt & Company P O Box 11426 Birmingham AL 352-2	Nominee
	Merrill Lynch Pierce Fenner & Smith Box 12175 Church Street Station New York NY 10049	Broker
	MERTOPCO The Merchants National Bank Eighth & Jackson Trust Department Topeka KS 66612	Nominee
	Pacific & Co Box 7877 San Francisco CA 94120	Depository
	Reliable Life & Casualty Company Box 4160 Attn - Austin Section Madison WI 53713	Insurance Co
Equip Ser 61 7.25%	Trustman Trust Company Bank Box 4655 Trust Dept Atlanta GA 30302	Nominee
	Calhoun & Company c/o Manufacturers Natl Bank of Detroit Trust Department Box 1319 Detroit MI 48231	Nominee
	Formo & Co Box 2450 Attn - Treasurer Grand Rapids MI 49501	Nominee
	Gerlach & Co c/o Citibank N A 20 Exchange Place New York NY 10043	Nominee

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Ser 61 7.25%	NESPO 111 E 1st Street Rm 501 City Hall Los Angeles CA 90012	Nominee
	Sterling Life Insurance Co c/o First National Bank of Cincinnati a/c 885 0141 111 East 4th St Box 1118 Attn - Mike Smith Cincinnati OH 45201	Insurance Co
Equip Ser 62 7.75%	Harris & Co Box 4044 Boston MA 02211	Nominee
	Pacific & Co Box 7877 San Francisco CA 94120	Depository
	Polly & Co Box 1068 Wall Street Station New York NY 10005	Nominee
	Suydam & Co c/o Manufacturers Hanover Trust Co Trust Collection Post Office Box 1765 Church Street Station New York NY 10008	Nominee
Equip Ser 63 8%	AMOSKEAG Savings Bank 875 Elm Street Manchester NH 03101	Bank
	BSEPEN The Hibernia Bank 290 Sutter Street Trust Department San Francisco CA 94108	Nominee
	Calhoun & Company Manufacturers Natl Bank Box 1319 Trust Department Detroit MI 48231	Nominee
	Cust & Co Continental Bank T 231 So La Salle Street Trust Records - Acct Info Chicago IL 60693	Nominee

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Ser 63 8%	Gale & Co Harris Trust & Savings Bank 111 West Monroe Street Trust Department Chicago IL 60690	Nominee
	Pacific & Co Box 7877 San Francisco CA 94120	Depository
Equip Ser 64 9%	Gerlach & Co c/o Citibank NA 20 Exchange Place New York NY 10043	Nominee
	State of California Public Employees Retirement System California State Treasurer Box 10492 Newark NJ 07101	Pension Fund
Equip Ser 65 9%	B B S & Co Brookline Savings Bank 160 Washington Street Brookline MA 02147	Nominee
	Pacific & Co Box 7877 San Francisco CA 94120	Depository
	The International Insurance Company of Tokoma Park Maryland 6930 Carroll Avenue Attn - Manual M Carballac - Treasurer Tokoma Park MD 20012	Insurance Co
	Thomas D O'Malley State Treasurer of Florida or His Successors in Office State Treasurer's Office Capitol Bldg Bur of Coll Sec Tallahassee FL 32301	Pension Fund
	Uniplant & Co Union Planters National Bank P O Box 387 Trust Division Memphis TN 38147	Nominee
Equip Ser 66 8.75%	Abel & Co First Natl Bank of Springfield 205 So Fifth St Trust Department Springfield IL 62701	Nominee

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Ser 66 8.75%	Bromson & Co Union Trust Company Box 1006 Trust Operations New Haven CT 06504	Nominee
	DUMBA 110 So Main St Suite 400 Salt Lake City UT 84101	Nominee
	Motorists Mutual Insurance Company 471 East Broad Street Columbus OH 43216	Insurance Co
	Suydam & Co Manufacturers Hanover Trust Co Trust Collection a/c # Box 1765 Church Street Station New York NY 10008	Nominee
Equip Ser 67 8%	AVAC & Co Hartford National Bank & Trust Co 777 Main Street Securities Operations Dept Group Hartford CT 06115	Nominee
	Crufic & Co The First Jersey National Bank One Exchange Place Jersey City NJ 07303	Nominee
	Pacific & Co Post Office Box 7877 San Francisco CA 94120	Depository
Equip Ser 68 8%	Sabat Co Savings Banks Trust Co 200 Park Avenue New York NY 10017	Nominee
	Calhoun & Company c/o Manufacturers National Bank of Detroit Trust Department Box 1319 Detroit MI 48231	Nominee
	Haggard & Co Cash Dividend Phoenix Mutual Life Insurance Co P O Box 10803 Newark NJ 07101	Nominee

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510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Ser 68 8%	Hal & Co Box DD Chicago IL 60690	Nominee
	Pert & Co Irving Trust Company One Wall Street Personal Trust Division New York NY 10015	Nominee
	Rose & Co Morgan Guaranty Trust Co of NY Box 1479 Church Street Station New York NY 10008	Nominee
	Salkeld & Co Bankers Trust Co Box 704 Church Street Station New York NY 10008	Nominee
Equip Tr Ser 69 7.625%	Boehm & Co Bankers Trust Company Box 704 Church Street Station New York NY 10008	Nominee
	Calhoun & Company c/o Manufacturers National Bank of Detroit Trust Department Box 1319 Detroit MI 48231	Nominee
	Jaquith & Co Box 2408 Church Street Station New York NY 10008	Nominee
	Obie & Co Texas Commerce Bank N A Trust Department Box 200547 Houston TX 77216	Nominee
	Polly & Co Box 1068 Wall Street Station New York NY 10005	Nominee
	Suydam & Co Manufacturers Hanover Trust Co New York NY 10015	Nominee

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Tr Ser 70 8%	Blue & Co New England Merchants National Bank Trust Department 28 State Street Boston MA 02109	Nominee
	Compass & Co Bank of the Southwest Box 2629 Custody Department Houston TX 77001	Nominee
	CNOM & Co St Louis Union Trust Company 510 Locust Street St Louis MO 63101	Nominee
	Egger & Co c/o The Chase Manhattan Bank NA P O Box 1508 Church Street Station New York NY 10008	Nominee
	Lick & Co Crocker Trust Box 38003 San Francisco CA 94138	Nominee
	Pens & Co Box 1101 Baltimore MD 21203	Nominee
	Rommel & Co Chemical Bank Box 1368 Church Street Station New York NY 10008	Nominee
Equip Tr Ser 71 8.25%	Sabat Co Savings Banks Trust Co 200 Park Avenue New York NY 10017	Nominee
	Cust & Co Continental Bank T 231 So La Salle St Trust Records - Acct Info Chicago IL 60693	Nominee
	State Compensation Insurance Fund of California Box 807 San Francisco CA 94101	Pension Fund

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Tr Ser 72 8.375%	J C Orr & Co c/o Chemical Bank P O Box 1368 Church Street Station New York NY 10008	Nominee
	Permanent University Fund of the University of Texas Box 7968 Austin TX 78712	Endowment Fund
	State Compensation Insurance Fund of California California State Treasurer, Cust Box 10543 Newark NJ 07102	Pension Fund
	Suydam & Co Manufacturers Hanover Trust Co New York NY 10015	Nominee
Equip Tr Ser 73 9.125%	Bost & Co Boston Safe Deposit & Trust Co One Boston Place Trust Department Boston MA 02106	Nominee
	Bull & Co Box 3075 Winston Salem NC 27102	Nominee
	Compass & Co Bank of Southwest Box 2629 Custody Department Houston TX 77001	Nominee
	NMSIC & Co Chemical Bank Box 1368 Church Street Station New York NY 10008	Nominee
	State Compensation Insurance Fund of California 1275 Market Street Attn - Herb Grand San Francisco CA 94103	Pension Fund
	Team & Co State Street Bank & Trust Co Box 5006 Boston MA 02101	Nominee

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Tr Ser 74 9.50%	Bruch & Co First Natl Bank of Minneapolis Box A700 Trust Dept Minneapolis MN 55480	Nominee
	Compass & Co Bank of the Southwest NA Box 2629 Custody Dept Houston TX 77001	Nominee
	Gerlach & Co Citibank NA 20 Exchange Pl New York NY 10043	Nominee
	Rommell & Co Chemical Bank Box 1368 Church Street Station New York NY 10008	Nominee
Equip Tr Ser 75 9.125%	Potts & Co Citibank NA Sort #1556 New York NY 10043	Nominee
	State Compensation Insurance Fund of California California State Treasurer-Custodian Box 10543 Newark NJ 07102	Pension Fund
Equip Tr Ser 76 11.625%	ASCIF & Co Box 6968 Phoenix AZ 85005	Nominee
	Cust & Co c/o Continental Bank T 231 So La Salle St Trust Records - Acct Info Chicago IL 60693	Nominee
	Rommell & Co c/o Chemical Bank Box 1368 Church Street Station New York NY 10008	Nominee
	State Compensation Insurance Fund of California California State Treasurer, Custodian Box 10543 Newark NJ 07102	Pension Fund

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Eq Tr Ser 77 13.25%	Celtic Life Insurance Co Commerce Bank of Kansas City NA Box 19067 A/c 253-033-9 Annuity Benefit Kansas City MO 64141	Insurance Co
	Gerlach & Co Citibank NA 20 Exchange Place New York NY 10043	Nominee
	State Compensation Insurance Fund of California California State Treasurer, Cust Box 10543 Newark NJ 07102	Pension Fund
	Team & Co State Street Bank & Trust Co Box 5006 Boston MA 02101	Nominee
Eq Tr Ser 78 10.25%	Auer & Co Bankers Trust Company Box 704 Church Street Station New York NY 10008	Nominee
	Gerlach & Co Citibank NA 20 Exchange Place New York NY 10043	Nominee
	Kane & Co The Chase Manhattan Bank NA Box 1508 Church Street Station New York NY 10008	Nominee
	Pace & Co Box 926 Pittsburgh PA 15230	Nominee
	Permanent University Fund of the University of Texas Capitol Station Austin TX 78711	Endowment Fund
	Tresva & Co Box 26986 Richmond VA 23261	Nominee

INSTRUCTIONS CONCERNING RETURNS IN SCHEDULE 700

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Class (4) is the same as class (3) except that the rent reserved is conditional upon earnings or other fact.

Class (5) includes all tracks operated and maintained by others but over which the respondent has the right to operate some or all of its trains. In the road of this class the respondent has no proprietary rights but only the rights of a licensee. Include in this class, also, all main tracks, industrial tracks and sidings owned by noncarrier companies and individuals when the respondent operates over them but does not have exclusive possession of them.

Road held by the respondent as joint or common owner or a joint lessee or under any joint arrangement should be shown in its appropriate class and the entry of length should be of the entire length of the portion jointly held. The class symbol should have the letter (J) attached.

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

Switching and terminal companies leave column (c) (Miles of Branch Lines) blank. They should prepare also the following schedule for tracks operated at cost for joint benefit.

TRACKS OPERATED AT COST FOR JOINT BENEFIT (For Switching and Terminal Companies Only)

Line No.	Name of owner(s)	Joint or common title holder(s)	Total mileage operated
1			
2			
3		Not applicable	
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			

700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Class	Proportion owned or leased by respondent	Main (M) or branch (B) line	Running Tracks, Passing Tracks, Cross-Overs, Etc.				Miles of way switching tracks	Miles of yard switching tracks	Total
				Miles of road	Miles of second main track	Miles of all other main tracks	Miles of passing tracks, cross-overs, turnouts			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
1	1	100	M	5,915.25	733.22		1,099.33	873.02	1,954.80	10,575.62
2										
3	1J	44/100	M	.76	.76				10.86	12.38
4	1J	1/3	M	2.18					.81	2.99
5	1J	1/2	M	.31	.30		.09	7.98	57.23	65.91
6										
7		Total 1J		3.25	1.06		.09	7.98	68.90	81.28
8										
9										
10		Total 1 and								
11		1J		5,918.50	734.28		1,099.42	881.00	2,023.70	10,656.90
12										
13										
14	1	100	B	4,542.91	7.57		235.07	827.73	477.43	6,090.71
15										
16	1J	1/3	B						.38	.38
17	1J	1/2	B	23.18			1.97	40.98	26.06	92.19
18										
19		Total 1J		23.18			1.97	40.98	26.44	92.57
20										
21										
22										
23		Total 1 and								
24		1J		4,566.09	7.57		237.04	868.71	503.87	6,183.28
25										
26										
27		Total 1 and								
28		1J Main and								
29		Branch		10,484.59	741.85		1,336.46	1,749.71	2,527.57	16,840.18
30										
31										
32	3A	100	M						.62	.62
33										
34	3B	100	M					1.43		1.43
35	3B	100	B	1.86				32.98		34.84
36										
37		Total 3A,								
38		3B Main and								
39		3B Branch		1.86				34.41	.62	36.89
40										
41	4B	100	M						.62	.62
42										
43	5	100	M	232.32	195.04		62.06	10.54	86.15	586.11
44										
45	5	100	B	243.67	2.03		10.53	37.85	17.03	311.11
46										
47		Total 4B								
48		Main, 5								
49		Main and 5								
50		Branch		475.99	197.07		72.59	48.39	103.80	897.84
51										
52										
53										
54										
55		Total Main Line	XXX	6,150.82	929.32		1,161.48	892.97	2,111.09	11,245.68
56		Total Branch Lines	XXX	4,811.62	9.60		247.57	939.54	520.90	6,529.23
57		Grand Total	XXX	10,962.44	938.92		1,409.05	1,832.51	2,631.99	17,774.93
58		Miles of road or track electrified included in preceding grand total	XXX							

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

If any of the tracks returned in this schedule are operated by other than the respondent, the name of the company or individual operating them and the conditions under which they are held for

operation should be shown in a footnote. Tracks which have been permanently abandoned should not be included in this schedule.

Line No.	Class	Name of road or track	Main (M) or branch (B) line	Running Tracks, Passing Tracks, Cross-Overs, Etc.				Miles of way switching tracks	Miles of yard switching tracks	Total
				Miles of road	Miles of second main track	Miles of all other main tracks	Miles of passing tracks, cross-overs, and turn-outs			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
1		Southern	M					.08	.12	.20
2		Pacific	M	.46	.54				6.07	7.07
3		Transportation	M					.10		.10
4		Company	M					.62		.62
5			M	4.41				1.46		5.87
6			B	6.86						6.86
7			B					.29		.29
8			B	.05						.05
9			B						.47	.47
10										
11										
12										
13										
14										
15		Total	XXX	11.78	.54			2.55	6.66	21.53

- Line 1: Leased to Burlington Northern Inc. Rental 5% per annum on valuation.
 Line 2: Leased to The Ogden Union Railway and Depot Company. Rental 5% on valuation.
 Line 3: Leased to Tucson, Cornelia and Gila Bend Railroad Company. Rental 6% per annum on valuation.
 Line 4: Leased to Union Pacific Railroad Company. Rental 6% per annum on valuation.
 Line 5: Leased to Santa Maria Valley Railroad Company. Rental 4% per annum on original value and 5% per annum on additions and betterments.
 Line 6: Leased to Harbor Belt Railroad Company.
 Line 7: Leased to Trona Railway Company. Rental 3% and 6% per annum on valuation.
 Line 8: Operated by Union Pacific Railroad Company - No consideration.
 Line 9: Leased to U. S. Government (Navy Dept.). Rental 5% per annum on valuation.

702. MILES OF ROAD AT CLOSE OF YEAR—BY STATES AND TERRITORIES (SINGLE TRACK)
(For other than switching and terminal companies)

Give particulars, as of the close of the year, of all road operated and of all owned but not operated. The respondent's proportion of operated road held by it as joint or common owner, or under a joint lease, or under any joint arrangement, should be shown in columns (b), (c), (e), or (f), as may be

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

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

Line No.	State or territory (a)	ROAD OPERATED BY RESPONDENT							LINE OWNED, NOT OPERATED BY RESPONDENT		New line constructed during year (k)
		LINE OWNED		Line of proprietary companies (d)	Line operated under lease (e)	Line operated under contract, etc. (f)	Line operated under trackage rights (g)	Total mileage operated (h)	Main line (i)	Branch lines (j)	
		Main line (b)	Branch lines (c)								
1	Arizona	599.33	414.47				17.97	1,031.77			
2	California	(a) 2,367.38	(c) 1,350.22		1.86		(f) 97.27	3,816.73		20.05	
3	Louisiana	239.46	264.94				37.64	542.04			
4	Nevada	449.59	145.53				151.59	746.71			
5	New Mexico	419.42	28.77				60.41	508.60			
6	Oregon	(b) 355.00	887.21				(g) 10.92	1,253.13			
7	Texas	(d) 1,376.71	(e) 1,455.51				(h) 119.99	2,952.21			
8	Utah	109.58					1.67	111.25	.46		
9											
10											
11											
12											
13											
14											
15											
16	Total Mileage (single track)	5,916.47	4,546.65		1.86		497.46	10,962.44	.46	20.05	

		<u>Miles</u>	<u>Percentage of Ownership</u>	<u>Miles</u>	<u>Owned Jointly With</u>
(a)	Includes	.33	44/100	of .76	The Atchison, Topeka and Santa Fe Railway Company and the Union Pacific Railroad Company
(b)	do	.16	1/2	of .31	Union Pacific Railroad Company
(c)	do	2.40	1/2	of 4.80	The Atchison, Topeka and Santa Fe Railway Company
(d)	do	8.38	1/2	of 16.75	The Atchison, Topeka and Santa Fe Railway Company
(e)	do	.08	1/2	of .16	City of Los Angeles
(f)	do	.44	1/2	of .88	Northwestern Pacific Railroad Company
(g)	do	.73	1/3	of 2.18	Gulf, Colorado and Santa Fe Railway Company and Galveston, Houston and Henderson Railroad Company
(h)	do	.50	1/2	of .59	Gulf, Colorado and Santa Fe Railway Company
(i)	do	.43	56/100	of .76	The Atchison, Topeka and Santa Fe Railway Company and the Union Pacific Railroad Company
(j)	do	10.77	1/2	of 21.55	The Atchison, Topeka and Santa Fe Railway Company
(k)	do	.08	1/2	of .16	City of Los Angeles
(l)	do	.44	1/2	of .88	Northwestern Pacific Railroad Company
(m)	do	.13	1/2	of .31	Union Pacific Railroad Company
(n)	do	.29	1/2	of .59	Gulf, Colorado and Santa Fe Railway Company
(o)	do	1.43	2/3	of 2.18	Gulf, Colorado and Santa Fe Railway Company and Galveston, Houston and Henderson Railroad Company

705. CHANGES DURING THE YEAR

Hereunder state the matters called for. Make the statements explicit and precise, and number them in accordance with the inquiries; each inquiry should be fully answered, and if the word "none" truly states the fact it may be used in answering any particular inquiry. Changes in mileage should be reported by classes and stated to the nearest whole mile adjusted to accord with footings, i.e.: counting one-half mile and over as a whole mile and disregarding any fraction less than one-half mile.

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

(Class 1) Line owned by respondent.

(Class 2) Line owned by proprietary companies.

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

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

(Class 5) Line operated under trackage rights.

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

3. All consolidations, mergers, and reorganizations effected, giving particulars.

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

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

INCREASES IN MILEAGE

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

DECREASES IN MILEAGE

14	1	B	3.73	I.C.C. F	In.Docket	AB 12	(63f)		3.73	Dec.1,1981
15										
16										
17										
18										
19										
20										
21										
22										
23										
24										
25	Total Decrease		3.73						3.73	

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

Owned by respondent:

Miles of road constructed None Miles of road abandoned 3.73

Owned by proprietary companies:

Miles of road constructed None Miles of road abandoned None

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

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

NOTES AND REMARKS

DETAIL OF LINE 4, SCHEDULE 450, PAGE 78

Particulars (a)	Beginning of Year Balance (b)	Net Credits (Charges) For Current Year (c)	Adjustments (d)	End of Year Balance (e)
Loss and damage reserves	(715)	(471)		(1,186)
Oil and gas depletion	-	(535)		(535)
Involuntary conversions	5,582	974		6,556
Adjust property taxes	(1,848)	462		(1,386)
Labor overhead capitalized	2,855	(66)		2,789
Group life insurance adjustment	139	(276)		(137)
Reduction - Premium stab. reserve	(605)	-		(605)
Payroll taxes accrued not paid	(1,097)	(1,229)		(2,326)
Gains and discount-U.S.Govt. securities	26	(64)		(38)
Profits on bonds & equipt trusts	2,011	908		2,919
Net capitalized repairs	(5,651)	1,065		(4,586)
Net operating loss	(4,656)	-	(38,566)	(43,222)
Reserve for possible claims	(720)	-		(720)
Small tools expense	(247)	116		(131)
Minor items (less than \$100,000)	54	(181)		(127)
Allocated to or from other affiliates	(14,000)	(33,304)		(47,304)
Capitalized interest	946	1,169		2,115
Rail welding costs capitalized	2,584	(10)		2,574
Abandonments	(1,748)	1,748		-
Royalties in suspense	(445)	433		(12)
Contested state property tax	(1,132)	(1,142)		(2,274)
Difference between book/tax-sale of land	(510)	510		-
Total Line 4	(19,177)	(29,893)	(38,566)	(87,636)

INSTRUCTIONS CONCERNING RETURNS IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data.

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

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

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

4. For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units. A "B" unit is similar to an "A" unit, but not equipped for use singly or as a lead locomotive unit. A "B" unit may be equipped with hostler controls for independent operating at terminals.

5. A "self-propelled car" is a rail motor car propelled by electric motors receiving power from third rail or overhead, or internal combustion engines located on the car itself. Trailers equipped for use only in trains of cars that are self-propelled are to be included as self-propelled equipment.

6. A "Diesel" unit includes all units propelled by diesel internal combustion engines irrespective of final drive, and whether power may at times be supplied from external conductor. Units other than diesel-electric, e.g., diesel-hydraulic, should be identified in a footnote giving the number and a brief description. An "Electric" unit includes all units which receive electric power from an overhead contact wire or third rail, and use the power to drive one or more electric motors that propel the vehicle. An "Other self-powered unit" includes all units other than diesel or electric, e.g., steam, gas turbine. Show the type of unit, service and number, as appropriate, in a brief description sufficient for positive identification. An "Auxiliary unit" includes all units used in conjunction with locomotives but which draw their power from the "mother" unit, e.g., boosters,

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

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

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

710. INVENTORY OF EQUIPMENT

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

Line No.	Type or design of units	Units in service of respondent at beginning of year	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification	Units at Close of Year				
			Units installed					Owned and used	Leased from others	Total in service of respondent (col. (h) & (i))	Aggregate capacity of units reported in col. (j) (see ins. 7)	Leased to others
			New units purchased or built	New units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units including reclassification and second hand units purchased or leased from others						
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
	Locomotive Units										(H.P.)	
1	Diesel-Freight _____ A units											
2	Diesel-Freight _____ B units											
3	Diesel-Passenger _____ A units	24						22	2	24	64,800	
4	Diesel-Passenger _____ B units											
5	Diesel-Multiple purpose _____ A units	1,831			3	20	3	1,508	343	1,851	5,341,900	
6	Diesel-Multiple purpose _____ B units											
7	Diesel-Switching _____ A units	472				(20)	6	354	92	446	561,050	20
8	Diesel-Switching _____ B units											
9	Total (lines 1 to 8)	2,327			3		9	1,884	437	2,321	5,967,750	20
10	Electric-Locomotives _____											
11	Other self powered units _____											
12	Total (lines 9, 10 and 11)	2,327			3		9	1,884	437	2,321	5,967,750	20
13	Auxiliary units _____	8			5			12	1	13	XXXX	
14	Total Locomotive Units (lines 12 and 13)	2,335			8		9	1,896	438	2,334	XXXX	20

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

Line No.	Type or design of units	Before Jan. 1, 1960	Between Jan. 1, 1960, and Dec. 31, 1964	Between Jan. 1, 1965, and Dec. 31, 1969	Between Jan. 1, 1970, and Dec. 31, 1974	Between Jan. 1, 1975 and Dec. 31, 1979	During Calendar Year					
							1980	1981	1982	1983	1984	TOTAL
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
15	Diesel _____	540	123 128	682 683	462 465	343 347	171				2,321	2,334
16	Electric _____											
17	Other self-powered units _____											
18	Total (lines 15 to 17)	540	123 128	682 683	462 465	343 347	171				2,321	2,334
19	Auxiliary units _____		5	1	3	4						13
20	Total Locomotive Units (lines 18 and 19)	540	128	683	465	347	171					2,334

710. INVENTORY OF EQUIPMENT—Continued

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

Line No.	Class of equipment and car designations	Units in service of respondent at beginning of year	Changes During the Year					Units at Close of Year				
			Units Installed				Units retired from service of respondent whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent (col. (h) & (i))	Aggregate capacity of units reported in col. (j) (see ins. 7)	Leased to others
			New units purchased or built	New units leased from others	Rebuilt units acquired and rebuilt units re-written into property accounts	All other units, including reclassification and second hand units purchased or leased from others						
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
PASSENGER-TRAIN CARS												
<i>Non-Self-Propelled</i>												
21	Coaches [PA, PB, PBO]	83						83		83	10,411	
22	Combined cars [All class C, except CSB]											
23	Parlor cars [PBC, PC, PL, PO]											
24	Sleeping cars [PS, PT, PAS, PDS]											
25	Dining, grill and tavern cars											
26	[All class D, PD]	1						1		1	XXXX	
27	Non-passenger carrying cars [All class B, CSB, M, PSA, IA]										XXXX	
28	Total (lines 21 to 27)	84						84		84	10,411	
<i>Self-Propelled Rail Motorcars</i>												
29	Electric passenger cars [EP, ET]											
30	Electric combined cars [EC]											
31	Internal combustion rail motorcars [ED, EG]											
32	Other self-propelled cars Specify types:											
33	Total (lines 29 to 32)											
34	Total (lines 28 and 33)	84						84		84	10,411	
COMPANY SERVICE CARS												
35	Business cars [PV]	21						20	1	21	XXXX	1
36	Boarding outfit cars [MWX]	56						56		56	XXXX	
37	Derrick and snow removal cars [MWU, MWV, MWW, MWK]	23						23		23	XXXX	2
38	Dump and ballast cars [MWB, MWD]	262				29		291		291	XXXX	2
39	Other maintenance and service equipment cars	859				1	15	839	6	845	XXXX	2
40	Total (lines 35 to 39)	1,221				30	15	1,229	7	1,236	XXXX	7

720. INVENTORY OF EQUIPMENT—Continued

Instructions for reporting freight-train car data:

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

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

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

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

Line No.	Class of equipment and car designations	Units in service of respondent at beginning of year		Changes During the Year			
		Time-mileage cars	All others	Units Installed			
				New units purchased or built ¹	New or rebuilt units leased from others ¹	Rebuilt units acquired and rebuilt units rewritten into property accounts ¹	All other units, including reclassification and second hand units purchased or leased from others
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
FREIGHT TRAIN CARS							
41	Plain Box Cars - 40' (B100-129)	330					
42	Plain Box Cars - 50' (B200-229; B300-329)	18,221					
43	Equipped Box Cars (All Code A)	4,546					
44	Plain Gondola Cars (G092-392; G401-492)	2,212					
45	Equipped Gondola Cars (All Codes C and E)	4,355					
46	Covered Hopper Cars (L151-154; 251-254; 351-354; 451-454; 551-554; 651-654; 751-754)	3,106					
47	Open Top Hopper Cars-General Service (All Code H)	4,386					
48	Open Top Hopper Cars-Special Service (All Codes J and K)	602			250		
49	Refrigerator Cars - Non-mechanical (R100, 101, 102, 103, 105, 106, 107, 108, 109, 113, 114, 115, 116, R200, 201, 202, 203, 205, 206, 207, 208, 209, 213, 214, 215, 216)	7,605					
50	Refrigerator Cars - Mechanical (R104, 110, 111, 112, 117, 118, R204, 210, 211, 212, 217, 218)						
51	Flat Cars - TOFC/COFC (F071-078; F871-978; F771-778)	852			42		
52	Flat Cars - Multi-level (All Code V)	2,778					
53	Flat Cars - General Service (F101-109; F201-209)	3,496					
54	Flat Cars - Other (F111-189; 211-289; 301-389; 401-540)	3,417					285
55	Tank Cars - Under 22,000 Gallons (T-0, T-1, T-2, T-3, T-4, T-5)	130					
56	Tank Cars - 22,000 Gallons & Over (T-6, T-7, T-8, T-9)	50					
57	All Other Freight Cars (F191-199; 291; 391; L006-048; L070, L080, L090 - All "L" with second numeric 6; L161-L764; T-770; All Class S)	353					
58	Total (lines 41 to 57)	56,439			292		285
59	Caboose (All N)	XXXX	892				
60	Total (lines 58, 59)	56,439	892		292		285

710. INVENTORY OF EQUIPMENT-Continued

4. Column (m) should show aggregate capacity for all units reported in columns (k) and (l), as follows: for freight-train cars, report the nominal capacity (in tons of 2,000 lbs) as provided for in Rule 86 of the AAR Code of Rules Governing Cars in interchange. Convert the capacity of tank cars to capacity in tons of the commodity which the car is intended to carry customarily.

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

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

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS							
Changes during year (Concluded)	Units At Close of Year						Line No.
Units retired from service of respondent whether owned or leased including reclassification	Owned and used	Leased from others	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col. (k) & (l) (see ins. 4)	Leased to others	
			Time-mileage cars	All other			
(h)	(i)	(j)	(k)	(l)	(m)	(n)	
219	87	24	111		6,105		41
1,167	13,990	3,064	17,054		1,276,151	147	42
325	3,163	1,058	4,221		312,059	4	43
239	1,973		1,973		180,969		44
1,425	2,930		2,930		262,206		45
234	2,722	150	2,872		249,663	61	46
197	3,421	768	4,189		410,061		47
12	590	250	840		83,988		48
114	5,961	1,530	7,491		538,528		49
						4,651	50
12	565	317	882		74,969		51
155	2,381	242	2,623		111,115		52
203	2,597	696	3,293		252,507		53
130	3,178	394	3,572		281,652	8	54
9	121		121		9,939		55
	50		50		4,107		56
							57
103	250		250		16,570		
4,544	43,979	8,493	52,472		4,070,589	4,871	58
62	627	203	xxxx	830	xxxxxxxxxxx	3	59
4,606	44,606	8,696	52,472	830	4,070,589	4,874	60

710. INVENTORY OF EQUIPMENT—Concluded

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

Line No.	Class of equipment and car designations	Units in service of respondent at beginning of year		Changes During the Year			
		Per diem	All other	Units Installed			
				New units purchased or built	New units leased from others	Rebuilt units acquired and rebuilt units re-written into property accounts	All other units, including reclassification and second hand units purchased or leased from others
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
	FLOATING EQUIPMENT						
61	Self-propelled vessels [Tugboats, car ferries, etc.]	X X X X					
62	Non-self-propelled vessels [Car floats, lighters, etc.]	X X X X					
63	Total (lines 61 and 62)	X X X X					
	HIGHWAY REVENUE EQUIPMENT						
64	Bogie-chassis						
65	Dry van						
66	Flat bed						
67	Open top						
68	Mechanical refrigerator			None			
69	Bulk						
70	Insulated						
71	Platform removable sides						
72	Other trailer or container						
73	Tractor						
74	Truck						
75	Total (lines 64 to 74)						

NOTES AND REMARKS

710. INVENTORY OF EQUIPMENT—Concluded

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

Changes during year (Concluded)	Units At Close of Year						Line No.
Units retired from service of respondent whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col. (k) & (l) (see ins. 4)	Leased to others	
			Pier diem	All other			
(h)	(i)	(j)	(k)	(l)	(m)	(n)	
							61
			X X X X				62
			X X X X				63
			X X X X				
							64
							65
							66
							67
		None					68
							69
							70
							71
							72
							73
							74
							75

NOTES AND REMARKS

710-S. UNIT COST OF EQUIPMENT INSTALLED DURING THE YEAR

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

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

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

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

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

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

7. Dollars in thousands.

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)
1					
2	None				
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20					
21					
22					
23					
24					
25	TOTAL		XXXX		XXXX

REBUILT UNITS

26					
27					
28					
29					
30					
31					
32					
33					
34					
35					
36					
37					
38	TOTAL		XXXX		XXXX
39	GRAND TOTAL		XXXX		XXXX

NOTES AND REMARKS

7.5. HIGHWAY MOTOR VEHICLE OPERATIONS

Give particulars of highway motor vehicles operated by respondent in revenue and nonrevenue service and of revenue traffic handled for the respondent by others under contractual arrangements.

In reporting highway motor vehicle miles in line-haul service, show the mileage of buses and combination bus-trucks on line 5; the mileage of trucks and of bogies, trailers and semitrailers with trucks on line 6; and the mileage of tractors and of bogies, trailers and semitrailers with tractors on line 7. Vehicle miles in terminal service should be reported on line 8 and 9.

In reporting traffic carried and traffic handled 1 mile on lines 10 to 15, and on lines 20 to 23, both inclusive, show the total

number of tons and ton-miles of revenue freight in column (i) and the total number of passengers carried and passenger-miles in column (c), regardless of the class of vehicle used to perform the transportation service.

In reporting highway motor vehicles in nonrevenue service include those used in maintenance, shops, and storehouses, and transportation of company material; also buses used for transportation of company employees. Exclude automobiles used by officials and employees.

A. OPERATED BY RESPONDENT
(Revenue and nonrevenue service)

Line No.	Item (a)	Bogies (b)	Buses (c)	Chassis (d)
REVENUE SERVICE				
Vehicles owned or leased:				
1	Number available at beginning of year			
2	Number installed during the year			
3	Number retired during the year			
4	Number available at close of year			
Vehicle miles (including loaded and empty):				
Line haul (station to station):				
5	Passenger vehicle miles	XXXXXX		XXXXXX
6	Truck miles		XXXXXX	XXXXXX
7	Tractor miles		XXXXXX	XXXXXX
Terminal service:*				
8	Pick-up and delivery			
9	Transfer service			
Traffic carried:				
10	Tons—Revenue freight—Line haul	XXXXXX	XXXXXX	XXXXXX
11	Tons—Revenue freight—Terminal service only	XXXXXX	XXXXXX	XXXXXX
12	Revenue passengers—Line haul	XXXXXX		XXXXXX
13	Revenue passengers—Terminal service only	XXXXXX		XXXXXX
Traffic handled 1 mile:				
14	Ton-miles—Revenue freight—Line haul	XXXXXX	XXXXXX	XXXXXX
15	Revenue passenger-miles—Line haul	XXXXXX		XXXXXX
NONREVENUE SERVICE				
Vehicles owned or leased:				
16	Number available at beginning of year		1	
17	Number installed during the year		1	
18	Number retired during the year		-	
19	Number available at close of year		2	

*When performed by vehicles other than those used for line haul.

B. OPERATED BY OTHERS
(Revenue service)

Line No.	Item (a)	Bogies (b)	Buses (c)	Chassis (d)
Traffic carried:				
20	Tons—Revenue freight	XXXXXX	XXXXXX	XXXXXX
21	Revenue passengers	XXXXXX		XXXXXX
Traffic handled 1 mile:				
22	Ton-miles—Revenue freight	XXXXXX	XXXXXX	XXXXXX
23	Revenue passenger-miles	XXXXXX		XXXXXX

715. HIGHWAY MOTOR VEHICLE OPERATIONS—Concluded

"Trailers" means trailer bodies used in TOFC/COFC service which are permanently mounted on running gear. "Containers" means trailer bodies used in TOFC/COFC service which are not

permanently mounted on wheels or chassis, but are separated from such running gear before being loaded on flat cars.

A. OPERATED BY RESPONDENT—Concluded
(Revenue and nonrevenue service)

Containers (e)	Semitrailers (f)	Tractors (g)	Trailers (h)	Trucks (i)	Combination bus-trucks (j)	Line No.
						1
						2
						3
						4
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX		5
XXXXXX		XXXXXX			XXXXXX	6
XXXXXX				XXXXXX	XXXXXX	7
						8
						9
XXXXXX	XXXXXX	XXXXXX	XXXXXX		XXXXXX	10
XXXXXX	XXXXXX	XXXXXX	XXXXXX		XXXXXX	11
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	12
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	13
XXXXXX	XXXXXX	XXXXXX	XXXXXX		XXXXXX	14
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	15
	26	69	1,959	3,003		16
			4	11		17
	4		43	96		18
	22	69	1,920	2,918		19

B. OPERATED BY OTHERS—Concluded
(Revenue service)

Containers (e)	Semitrailers (f)	Tractors (g)	Trailers (h)	Truck (i)	Combination bus-trucks (j)	Line No.
XXXXXX	XXXXXX	XXXXXX	XXXXXX		XXXXXX	20
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	21
XXXXXX	XXXXXX	XXXXXX	XXXXXX		XXXXXX	22
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	23

GENERAL INSTRUCTIONS FOR PREPARING SCHEDULES 720, 721, 723, 726, 727, and 728

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

*Track category

- A - Freight density of 20 million or more gross ton-miles per mile per year (including track over which passenger service is provided—see Category F).
- B - Freight density of less than 20 million gross ton-miles per mile per year but at least 5 million (does not include track over which passenger service is provided—see Category F).
- C - Freight density of less than 5 million gross ton-miles per mile per year but at least 1 million (does not include track over which passenger service is provided—see Category F).
- D - Freight density of less than 1 million gross ton-miles per year (does not include track over which passenger service is provided—see Category F).
- E - Way and yard switching tracks (passing tracks, crossovers and turnouts shall be included in appropriate Category A, B, C, D, F, and Potential Abandonments, as appropriate).

F - Track over which any passenger service is provided (other than potential abandonments); however, if annual freight traffic density is greater than 20 million gross ton-miles per mile per year, the track shall be included in Track Category A.

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

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

3. If, for two consecutive years, a line segment classified in one track category maintains a traffic density which would place it in another, it shall be reclassified into that category as of the beginning of the second year.

4. Traffic density related to passenger service shall not be included in the determination of the track category of a line segment.

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

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

720. TRACK AND TRAFFIC CONDITIONS

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

2. Average speed reduction per slow order mile in column (e) shall be based on reduction from the maximum authorized timetable train speeds.

3. Miles under slow order in column (f) shall not include those due to ongoing maintenance, or other temporary track conditions such as floods or derailments.

Line No.	Track category	Mileage of tracks at end of period	Average annual traffic density in millions of gross ton-miles per mile ^{a, b}	Average running speed limit	Average speed reduction per slow order track mile	Track miles under slow orders at end of period
	(a)	(b)	(c)	(d)	(e)	(f)
1	A	4,978.06	30.14	53.55	11.19	1,448.43
2	B	1,437.54	9.30	39.40	16.63	838.83
3	C	1,858.94	2.81	24.28	12.15	595.87
4	D	2,622.36	0.29	20.88	9.91	964.86
5	E	4,132.98	Unavailable	10.00	-	-
6	F	1,375.60	10.46	xxxxxx	xxxxxx	553.87
7	Potential abandonments	721.27	0.26	17.31	10.00	8.85
8	Total	17,126.75	14.16	38.59	11.54	4,410.71

GENERAL INSTRUCTIONS FOR PREPARING SCHEDULES 720, 721, 723, 726, 727, and 728

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

*Track category

- A - Freight density of 20 million or more gross ton-miles per mile per year (including track over which passenger service is provided—see Category F).
- B - Freight density of less than 20 million gross ton-miles per mile per year but at least 5 million (does not include track over which passenger service is provided—see Category F).
- C - Freight density of less than 5 million gross ton-miles per mile per year but at least 1 million (does not include track over which passenger service is provided—see Category F).
- D - Freight density of less than 1 million gross ton-miles per year (does not include track over which passenger service is provided—see Category F).
- E - Way and yard switching tracks (passing tracks, crossovers and turnouts shall be included in appropriate Category A, B, C, D, F, and Potential Abandonments, as appropriate).

F - Track over which any passenger service is provided (other than potential abandonments); however, if annual freight traffic density is greater than 20 million gross ton-miles per mile per year, the track shall be included in Track Category A.

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

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

3. If, for two consecutive years, a line segment classified in one track category maintains a traffic density which would place it in another, it shall be reclassified into that category as of the beginning of the second year.

4. Traffic density related to passenger service shall not be included in the determination of the track category of a line segment.

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

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

720. TRACK AND TRAFFIC CONDITIONS

- 1. Disclose the requested information pertaining to track and traffic conditions.
- 2. Average speed reduction per slow order mile in column (e) shall be based on reduction from the maximum authorized timetable train speeds.

3. Miles under slow order in column (f) shall not include those due to ongoing maintenance, or other temporary track conditions such as floods or derailments.

Line No.	Track category	Mileage of tracks at end of period	Average annual traffic density in millions of gross ton-miles per mile**	Average running speed limit	Average speed reduction per slow order track mile	Track miles under slow orders at end of period
	(a)	(b)	(c)	(d)	(e)	(f)
1	A	4,978.06	30.14	53.55	15.90	82.73
2	B	1,437.54	9.30	39.40	10.14	21.57
3	C	1,858.94	2.81	24.28	12.15	53.71
4	D	2,622.36	0.29	20.88	9.91	28.10
5	E	4,132.98	Unavailable	10.00	-	-
6	F	1,375.60	10.46	XXXXX	XXXXX	-
7	Potential abandonments	721.27	0.26	17.31	10.00	-
8	Total	17,126.75	14.16	38.59	13.25	186.11

716. HIGHWAY MOTOR-VEHICLE ENTERPRISES IN WHICH THE RESPONDENT HAD A DIRECT OR INDIRECT FINANCIAL INTEREST DURING THE YEAR

Give particulars of highway motor-vehicle enterprises in which the respondent had a financial interest, either directly or indirectly, during the year.

In column (a) identify each motor-vehicle enterprise by name and address, and in column (b) state whether the respondent's in-

terest in such enterprise was direct or indirect. If the interest was indirect, give the names of all intermediaries.

In column (c) give the date on which respondent first acquired its direct or indirect interest in the enterprise.

Line No.	Name and address of highway motor-vehicle enterprise (a)	Nature of respondent's interest (b)	Date on which respondent's direct or indirect interest was originally acquired (c)
1	Louis Heller, Inc.	Indirect-Pacific Motor	March 19, 1959
2	San Francisco, California	Trucking Company	
3	Pacific Motor Transport Company,	Direct	October 16, 1928
4	San Francisco, California		(See note 1)
5	Pacific Motor Trucking Company,	Direct	July 1, 1933
6	San Francisco, California		
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			
17			
18			
19			
20			
21			
22			
23			
24			
25			

Note 1. Date respondent acquired indirect interest (through Pacific Electric Railway Company) in predecessor company "Pacific Electric Motor Transport Company." Direct control obtained August 21, 1933. Transport Company operated as express carrier to August 1, 1938.

721. TIES LAID IN REPLACEMENT

- (1) Disclose the requested information concerning ties laid in replacement.
- (2) In column (j), report the total board feet of switch and bridge ties laid in replacement.
- (3) The term "spot maintenance" in column (k) means repairs to track components during routing inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "% of Spot Maintenance" refers to the percentage of total ties or board feet laid in replacement considered to be spot maintenance.

Line No.	Track Category (a)	Number of cross-ties laid in replacement							Total (i)	Switch and Bridge Ties (Board feet) (j)	Cross-ties Switch and Bridge Ties % of Spot Maintenance (k)
		New Ties				Second-hand ties					
		Wooden		Concrete (d)	Other (e)	Wooden		Other (h)			
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)				
1	A	695,317						695,317	*	13.06	
2	B	321,458						321,458	*	9.75	
3	C	170,126						170,126	*	31.28	
4	D	150,189						150,189	*	27.50	
5	E	158,724						158,724	*	61.87	
6	F	26,831						26,831	*	44.66	
7	Potential Abandonments	2,876						2,876	*	30.14	
8	Total	1,546,188						1,546,188	*	21.20	

9 Average cost of a tie \$ 19.78

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

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

In column (a) classify the ties as follows:

(U) Wooden ties untreated when applied.

(T) Wooden ties treated before application.

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

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

In columns (d) and (g) should be shown 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 yards; and, in the case of treated ties, also the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over carrier's own lines and placing the ties in tracks, and of train service, other than that necessary in connection with loading or treatment, should not be included in this schedule. In these columns, "total cost" is to be reported in thousands.

Line No.	Class of ties	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks
		Total number of ties applied	Average cost per tie	Total cost of crossties laid in new tracks during year	Number of feet (board measure) laid in tracks	Average cost per M feet (board measure)	Total cost of switch and bridge ties laid in new tracks during year	
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
1	T	93,847	\$19.06	\$1,789	430,360	\$453.11	\$195	Treated and new.
2								
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20	Total	93,847	\$19.06	\$1,789	430,360	\$453.11	\$195	
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid				19.718			
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid				22.179			

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. "% of Spot Maintenance" refers to the percentage of total rails laid in replacement considered to be spot maintenance.

Line No.	Track category (a)	Miles of rail laid in replacement (rail-miles)				Total		Percent of spot maintenance (h)
		New rail		Relay rail		Welded rail (f)	Bolted rail (g)	
		Welded rail (b)	Bolted rail (c)	Welded rail (d)	Bolted rail (e)			
1	A	216.76	4.98	149.96	48.72	366.72	53.70	19.59
2	B	20.62	1.66	68.5	18.28	89.12	19.94	30.81
3	C	1.68	0.94	72.4	28.94	74.08	29.88	32.65
4	D	0.08	0.92	4.12	25.64	4.20	26.56	54.03
5	E	2.16	6.36	25.0	41.98	27.16	48.34	50.44
6	F	14.68	0.20	7.14	4.14	21.82	4.34	63.84
7	Potential Abandonments	-	-	0.60	0.9	0.60	0.9	38.67
8	Other	-	-	-	-	-	-	-
9	TOTAL	255.98	15.06	327.72	168.60	583.70	183.66	28.96
10	Average cost of rails laid in replacement.							\$ 480.76

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. "% of Spot Maintenance" refers to the percentage of total rails laid in replacement considered to be spot maintenance.

Line No.	Track category (a)	Miles of rail laid in replacement (rail-miles)				Total		Percent of spot maintenance (h)	
		New rail		Relay rail		Welded rail (f)	Bolted rail (g)		
		Welded rail (b)	Bolted rail (c)	Welded rail (d)	Bolted rail (e)				
1	A	108.38	2.49	74.98	24.36	183.36	26.85	19.59	
2	B	10.31	0.83	34.25	9.14	44.56	9.97	30.81	
3	C	0.84	0.47	36.20	14.47	37.04	14.94	32.65	
4	D	0.04	0.46	2.06	12.82	2.10	13.28	54.03	
5	E	1.08	3.18	12.50	20.99	13.58	24.17	50.44	
6	F	7.34	0.10	3.57	2.07	10.91	2.17	63.84	
7	Potential Abandonments	-	-	0.30	0.45	0.30	0.45	38.67	
8	Other	-	-	-	-	-	-	-	
9	TOTAL	127.99	7.53	163.86	84.30	291.85	91.83	28.92	
10	Average cost of rails laid in replacement:							\$ 480.76	

724. RAILS LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS

Give particulars of all rails applied during the year in connection with the construction of new track.

In column (a) classify the kind of rail applied as follows:

- (1) New steel rails, Bessemer process.
- (2) New steel rails, open-hearth process.
- (3) New rails, special alloy (describe more fully in a footnote).
- (4) Relay rails.

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 reckoned as one.

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 rails, should not be included in this schedule. In these columns, "total cost" is to be reported in thousands.

Line No.	Class of rail	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS			
		Weight of Rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc., during year	Average cost per ton (2,000 lb.)	Weight of Rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year	Average cost per ton (2,000 lb.)
		Pounds per yard of rail	Number of tons (2,000 lb.)			Pounds per yard of rail	Number of tons (2,000 lb.)		
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1	2	90	3	2	507.96	90	15	7	507.96
2	2	119	64	40	507.96	119	85	41	507.96
3	2	136	1,596	749	507.96	136	236	121	507.96
4									
5	4	90	871	26	30.00	90	418	13	30.00
6	4	110	138	4	30.00	110	170	5	30.00
7	4	112	248	7	30.00	112	487	15	30.00
8	4	113	218	7	30.00	113	53	2	30.00
9	4	119	364	11	30.00	119	198	6	30.00
10	4	132	118	4	30.00	132	1,134	34	30.00
11	4	136	474	14	30.00	136	2,064	62	30.00
12									
13									
14									
15									
16	Total	X X X	4,094	864		X X X	4,860	306	
17	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid								19.718
18	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid								22.179
19	Track-miles of welded rail installed this year 45.757 : total to date								

725. WEIGHT OF RAIL

Give the particulars below called for concerning the road and track operated by the respondent at the close of the year. Only the respondent's proportion of jointly-owned mileage should be included. Under "Weight of rail," the various weights of rails should

be given. Road and track occupied under trackage right or other form of license should not be included herein, but all road and track held under any form of lease (granting exclusive possession to the lessee) should be included.

Line No.	Weight of rails per yard (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)
1	Pounds 141-128	14.06		
2	136	3,333.18		
3	132-131	1,573.95		
4	130	22.46		
5	119	557.62		
6	115	269.40		
7	113-112	2,594.18		
8	110	323.06		
9	90	1,324.73		
10	85-80	536.16		
11	76-75	934.45		
12	70	43.23		
13	65	10.25		
14	62-60	67.03		
15	56	.21		
16	Total	11,603.97		

726. SUMMARY OF TRACK MAINTENANCE

1. Disclose the requested information concerning the summary of track maintenance.

2. In column (g), (h), and (i) give the percentage of replacements to total units of property at year end.

Line No.	Track category (a)	Ties				Rail		Ballast	Track surfacing	
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles) (e)	Percent replaced (f)	Cubic yards of ballast placed (g)	Miles surfaced (h)	Percent surfaced (i)
		Cross-ties (b)	Switch and Bridge Ties (Board Feet) (c)	Cross-tie (d)	Switch and Bridge Ties (Board Feet) (e)					
1	A	695,317	*	17.65	*	420.42	4.04	842,410	795.28	15.97
2	B	321,458	*	0.80	*	109.06	4.52	245,404	229.47	15.96
3	C	170,126	*	3.26	*	103.96	2.79	183,694	171.91	9.24
4	D	150,189	*	2.01	*	30.76	.58	47,359	29.05	1.10
5	E	158,724	*	1.37	*	75.50	.91	86,107	47.59	1.15
6	F	26,831	*	0.69	*	26.16	.95	24,397	11.32	0.82
7	Potential abandonments	2,876	*	0.14	*	1.5	.52	5,740	1.00	-
8	Total	1,546,188	1,797,304	2.07	3.70	767.36	2.31	1,435,111	1,285.62	13.32

727. TEN-YEAR SUMMARY OF TRACK MAINTENANCE

1. Report in appropriate columns total numbers of replacements for all categories of track lines and the percentage of replacements to the units of property.

2. Explain in "Remarks" changes in track mileage due to acquisition, mergers, major abandonments and other disposals.

Line No.	Year (a)	Ties				Rail		Ballast	Track surfacing	
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles) (e)	Percent replaced (f)	Cubic yards of ballast placed (g)	Miles surfaced (h)	Percent surfaced (i)
		Cross-ties (b)	Switch and Bridge Ties (Board Feet) (c)	Cross-tie (d)	Switch and Bridge Ties (Board Feet) (e)					
1	Current year	1,546,188	1,797,304	2.07	3.70	767.36	2.31	1,435,111	1,285.62	13.32
2	First preceding	945,687	3,240,170	2.00	NA	314.65	2.21	906,514	1,093.37	6.48
3	Second preceding	1,154,097	*	2.45	NA	883.39	2.63	1,069,170	1,171.00	6.96
4	Third preceding	1,322,661	*	2.81	NA	1,258.11	3.75	987,404	1,615.69	9.63
5	Fourth preceding	1,288,588	*	2.70	NA	1,170.43	3.40	891,218	1,580.10	9.18
6	Fifth preceding	1,091,152	*	2.28	NA	966.70	2.80	1,092,340	1,232.20	7.11
7	Sixth preceding	810,881	*	1.69	NA	703.66	2.03	802,848	*	*
8	Seventh preceding	819,698	*	1.70	NA	832.23	2.39	1,092,340	*	*
9	Eighth preceding	805,405	*	1.67	NA	950.29	2.72	1,232,232	*	*
10	Ninth preceding	1,060,680	*	2.20	NA	1,083.23	3.10	1,083,264	*	*

REMARKS

Revised 10/16/82

Road Initiative SPTCO

Year 1981

726. SUMMARY OF TRACK MAINTENANCE

1. Disclose the requested information concerning the summary of track maintenance.

2. In column (d), (f), and (i) give the percentage of replacements to total units of property at year end.

Line No.	Track category (a)	Ties				Rail		Ballast	Track surfacing	
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles) (e)	Percent replaced (f)	Cubic yards of ballast placed (g)	Miles surfaced (h)	Percent surfaced (i)
		Cross-ties (b)	Switch and Bridge Ties (Board Feet) (c)	Cross-tie (d)	Switch and Bridge Ties (Board Feet) (e)					
1	A	695,317	*	17.65	*	210.21	2.11	283,606	795.28	15.97
2	B	321,458	*	0.80	*	54.53	1.90	82,617	229.47	15.96
3	C	170,126	*	3.26	*	51.98	1.40	61,843	171.91	9.24
4	D	150,189	*	2.01	*	15.38	0.29	15,944	29.05	1.10
5	E	158,724	*	1.37	*	37.75	0.48	28,989	47.59	1.15
6	F	26,831	*	0.69	*	13.08	0.48	8,213	11.32	0.82
7	Potential abandonments	2,876	*	0.14	*	0.75	0.05	1,933	1.00	-
8	Total	1,546,188	1,797,304	2.07	3.70	383.68	1.12	483,145	1,285.62	13.32

727. TEN-YEAR SUMMARY OF TRACK MAINTENANCE

1. Report in appropriate columns total numbers of replacements for all categories of track lines and the percentage of replacements to the units of property.

2. Explain in "Remarks" changes in track mileage due to acquisition, mergers, major abandonments and other disposals.

Line No.	Year (a)	Ties				Rail		Ballast	Track surfacing	
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles) (e)	Percent replaced (f)	Cubic yards of ballast placed (g)	Miles surfaced (h)	Percent surfaced (i)
		Cross-ties (b)	Switch and Bridge Ties (Board Feet) (c)	Cross-tie (d)	Switch and Bridge Ties (Board Feet) (e)					
1	Current year	1,546,188	1,797,304	2.07	3.70	383.68	1.12	483,145	1,285.62	13.32
2	First preceding	945,687	3,240,170	2.00	NA	314.65	2.21	906,514	1,093.37	6.48
3	Second preceding	1,154,097	*	2.45	NA	883.39	2.63	1,069,170	1,171.00	6.96
4	Third preceding	1,322,661	*	2.81	NA	1,258.11	3.75	987,404	1,615.69	9.63
5	Fourth preceding	1,288,588	*	2.70	NA	1,170.43	3.40	891,218	1,580.10	9.18
6	Fifth preceding	1,091,152	*	2.28	NA	966.70	2.80	1,092,340	1,232.20	7.11
7	Sixth preceding	810,881	*	1.69	NA	703.66	2.03	802,848	*	*
8	Seventh preceding	819,698	*	1.70	NA	832.23	2.39	1,092,340	*	*
9	Eighth preceding	805,405	*	1.67	NA	950.29	2.72	1,232,232	*	*
10	Ninth preceding	1,060,680	*	2.20	NA	1,083.23	3.10	1,083,264	*	*

REMARKS

728. DEFERRED MAINTENANCE-TRACKS

- (1) Disclose the requested information concerning the monetary and quantity of deferred maintenance of tracks.
- (2) Explain in remarks section below the methods and/or calculations used in determining the amounts and quantities reported.

Line No.	Type of Track	Monetary Amount of Deferred Maintenance	
		End of the Year	Beginning of the Year
	(a)	(b)	(c)
1	A	\$	\$
2	B		
3	C		
4	D		
5	E		
6	F		
7	Potential Abandonments		
8	Total Tracks		
	Selected Track Maintenance	Quantities of Deferred Maintenance	
		End of the Year	Beginning of the Year
9	Crossties		
10	Rail		
11	Ballast		

Remarks

Respondent maintains its physical plant, including track structure, at a level which will allow it to carry out its obligations as a common carrier in transporting existing volume traffic in a safe and efficient manner.

NOTES AND REMARKS

750. CONSUMPTION OF FUEL BY MOTIVE-POWER UNITS

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

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

A. LOCOMOTIVES

Line No.	Kind of locomotive service (a)	Diesel	Electric	Other (Steam, Gas Turbine, Etc.)	
		Diesel oil (gallons) (b)	Kilowatt-hours (c)	Coal (tons) (d)	Fuel oil (gallons) (e)
1	Freight	299,572,540			
2	Passenger	1,718,684			
3	Yard switching	9,890,203	None	None	None
4	Total	311,181,427			
5	Cost of Fuel*	\$ 290,489	\$	\$	\$
6	Work Train	497,607			

B. RAIL MOTORCARS

Line No.	Kind of locomotive service (f)	Diesel	Electric	Gasoline
		Diesel oil (gallons) (g)	Kilowatt-hours (h)	Gasoline (gallons) (i)
7	Freight			
8	Passenger			
9	Yard switching	None		
10	Total			
11	Cost of Fuel*	\$	\$	\$
12	Work Train			

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

750. CONSUMPTION OF FUEL BY MOTIVE-POWER UNITS

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

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

A. LOCOMOTIVES

Line No.	Kind of locomotive service (a)	Diesel	Electric	Other (Steam, Gas Turbine, Etc.)	
		Diesel oil (gallons) (b)	Kilowatt-hours (c)	Coal (tons) (d)	Fuel oil (gallons) (e)
1	Freight _____	292,391,133			
2	Passenger _____	1,718,684			
3	Yard switching _____	17,071,610	None	None	None
4	Total _____	311,181,427			
5	Cost of Fuel* _____	\$ 290,489	\$	\$	\$
6	Work Train _____	497,607			

B. RAIL MOTORCARS

Line No.	Kind of locomotive service (f)	Diesel	Electric	Gasoline
		Diesel oil (gallons) (g)	Kilowatt-hours (h)	Gasoline (gallons) (i)
7	Freight _____			
8	Passenger _____			
9	Yard switching _____	None		
10	Total _____			
11	Cost of Fuel* _____	\$	\$	\$
12	Work Train _____			

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

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Unit Train, Way Train, and Through data under Items, 2, 3, 5, 7, and 13 shall be obtained from conductor's wheel reports (freight) or similar records. Unit Trains, for the purpose of this report, are defined as a solid train with a fixed, coupled consist operated continuously, in shuttle service under load from origin and delivered intact at destination, and returning empty for reloading at the same origin. Way Trains are defined as trains operated primarily to gather and distribute cars in road service and move them between way stations or way points. Through Trains are those trains operated between two or more major concentration or distribution points. Do not include unit train statistics in way and through train statistics. A transportation train is a train transporting revenue freight or passengers or moving with empty cars prior or subsequent to such revenue service. 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 12 only. Statistics related to company equipment, company employees and company freight moving in transportation trains are not to be reported in Item 12, but are to be reported in Items 5-17, 7-04, 8-02, 8-03, and 9-04 through 9-07 as instructed in notes I, K, and L.

(A) Miles of road opened at close of year, excluding industrial tracks, yard tracks, and sidings. Compute data for columns (b) and (c) by averaging mileage for each quarter.

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

(C) A 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 one mile under its own power. Include miles made by all locomotive units. In spaces marked "type" indicate type of motive power (electric, etc.), accumulating unit-miles reported. Types making less than 2 percent of total miles for service need not be segregated. Exclude miles made by motorcars. Miles of locomotives in helper service shall be computed on the basis of actual distance run in such service.

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

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

(F) 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 yard locomotives for switching service in yards where regular switching service is maintained and in terminal switching and transfer service.

(G) A motorcar is a self-propelled unit of equipment designed to carry freight or passenger traffic, and is not considered a locomotive. Include miles of all motorcars and trailing units.

(H) Use car designations shown in Schedule 710. Report under Railroad owned and leased miles. Items 5-1 and 5-11 both foreign cars and respondents' own cars while on the line of the respondent railroad. Report in Items 5-13 and 5-15 miles for private-line cars (whether under railroad control or not) and shipper owned cars under the private-line category. 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 reporting carrier as sleeping car-miles in Item 6-03. Report mail, express baggage cars and combination cars other than 6-02 combination cars, in Item 6-05.

(I) Exclude from Items 5-01, 5-11, 5-13, and 5-15 Car-Miles of work equipment, cars carrying company freight and no-payment cars moving in transportation trains. Include such car-miles in Item 5-17 and 5-18. No payment car-miles are miles made by private-line cars (other than railroad controlled) and shipper-owned cars for which the railroad does not reimburse the owner on a loaded and/or empty mile basis. That is, if the payment for the loaded miles includes the empty miles, the loaded and empty miles should not be considered no-payment car miles.

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

(K) Compute from conductors' or dispatchers' train reports or other appropriate source, weight in tons (2,000 pounds). Item 7-01 includes weight of all locomotive units moved one mile in transportation trains. Ton-miles of motorcars should be excluded. Items 7-02 and 7-03 represent tons behind locomotive units (cars and contents, cabooses) moved one mile in transportation trains (excluding non-revenue gross ton-miles). Non-revenue gross ton-miles in transportation trains include work equipment and cars carrying company freight (and their contents). Use 150 lbs. as the average weight per passenger, and 4 tons as the average weight of contents of each headend car.

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

(M) Road service represents elapsed time of transportation trains (both ordinary and light) between time of assignment at initial terminals and time of completion of work at final terminals including train switching at way stations and delays on road as shown by conductors' or dispatchers' train reports. Include time of motorcar service performed by train locomotives at terminals and way stations. Report in Item 9-02 train switching hours included in Item 9-01. Train switching is the time spent by the train while performing switching service initial, intermediate and final at terminals and way stations. A train hour is independent of the number of locomotives in the train.

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(N) Yard switching hours expended in switching service performed by yard crews in yards where regular switching service is maintained, including terminal switching and transfer service in connection with the transportation of revenue and incidentally of company freight. Hours in yard switching are independent of the number of locomotives used.

(O) Work-train miles include the miles run by trains engaged in company service such as official inspection; inspection trains for railway Commissioners for which no revenue is received; trains running special with fire apparatus to save carrier's property from destruction; trains run for transporting the carrier's employees to and from work when no transportation charge is made; wrecking trains, trains run solely for the purpose of transporting company material; trains run for distributing material and supplies for use in connection with operations and all other trains used in work-train services. Exclude miles run by locomotives while engaged incidentally in switching company materials in company shops or material yards in connection with regular yard switching service or in switching equipment for repairs between yards and shops.

(P) The number of loaded freight cars shall be obtained from the conductors' wheel report and shall be the sum of all loaded cars handled by each train. For example, if a car moves loaded in: (1) a way train from the origination point; (2) in two through trains; and (3) in a way train to the destination point, the total count of loaded cars would be four—two counts for the movements in the way trains and two counts for the movement in through trains. Therefore, each car originated or received from a connecting carrier receives an initial count plus one count for each subsequent physical transfer between trains on 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 loaded cars.

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

(R) Report total number of loaded revenue trailers/containers picked up plus trailers/containers delivered, when the work is performed at the railroad's expense.

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

(T) Report the total number of foreign per diem cars on line. Foreign Per Diem Cars refers to freight cars other than cabooses owned by other railroads, whose interline rental is settled on a per diem basis under the code of per diem rules.

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

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

NOTES AND REMARKS

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ITEM DESCRIPTION (a)	LINE NO.	FREIGHT TRAIN (b)	PASSENGER TRAIN (c)	ITEM DESCRIPTION (a)	LINE NO.	FREIGHT TRAIN (b)	PASSENGER TRAIN (c)
1. Miles of Road Operated (A)	1	10,962	47	5. Freight Car-Miles: (Thousands) (H)			
2. Train Miles-Running (B)				5-01 RR Owned & Leased Cars-Loaded			
2-01 Unit Trains	2	401,417		5-010 Box-Plain 40-Foot	27	12,502	
2-02 Way Trains				5-011 Box-Plain 50-Foot & Longer	28	219,909	
2-020 Diesel Locomotives	3	4,830,303		5-012 Box-Equipped	29	109,930	
2-021 Other Locomotives	4			5-013 Gondola-Plain	30	34,756	
2-03 Through Trains				5-014 Gondola-Equipped	31	24,456	
2-030 Diesel Locomotives	5	23,252,494	638,730	5-015 Hopper-Covered	32	61,947	
2-031 Other Locomotives	6			5-016 Hopper-Open Top-General Service	33	44,138	
2-04 Total Train Miles (lines 2-6)	7	28,484,214	638,730	5-017 Hopper-Open Top-Special Service	34	3,175	
2-05 Motorcars	8			5-018 Refrigerator-Mechanical	35	36,766	
2-06 Total, All Trains (lines 7, 8)	9	28,484,214	638,730	5-019 Refrigerator-Non-Mechanical	36	129,666	
3 Locomotive Unit Miles: (C)				5-020 Flat-TOFC/COFC	37	29,771	
Road Service: (D)				5-021 Flat Multi-Level	38	16,339	
3-01 Unit Trains	10	2,272,101		5-022 Flat-General Service	39	20,672	
3-02 Way Trains				5-023 Flat-All Other	40	45,871	
3-020 Diesel	11	12,847,138		5-024 All Other Car Types-Total	41	4,537	
3-021 All Other (Type)	12			5-025 Total (lines 27-41)	42	794,435	
3-03 Through Trains				5-11 RR Owned & Leased Cars-Empty			
3-030 Diesel	13	90,134,678	687,882	5-110 Box-Plain 40-Foot	43	11,917	
3-031 All Other (Type)	14			5-111 Box-Plain 50-Foot & Longer	44	179,230	
3-04 Total (lines 10-14)	15	105,253,917	687,882	5-112 Box-Equipped	45	86,542	
Train Switching: (E)				5-113 Gondola-Plain	46	28,295	
3-11 Diesel	16	5,763,710		5-114 Gondola-Equipped	47	24,779	
3-12 A. Other (Type)	17			5-115 Hopper-Covered	48	64,225	
3-13 Total (lines 16, 17)	18	5,763,710		5-116 Hopper-Open Top-General Service	49	52,162	
Yard Switching: (F)				5-117 Hopper-Open Top-Special Service	50	3,378	
3-21 Diesel	19	13,262,520	40,020	5-118 Refrigerator-Mechanical	51	36,588	
3-22 All Other (Type)	20			5-119 Refrigerator-Non-Mechanical	52	91,941	
3-23 Total (lines 19, 20)	21	13,262,520	40,020	5-120 Flat-TOFC/COFC	53	1,836	
3-31 Total All Services (lines 15, 18, 21)	22	124,280,147	727,902	5-121 Flat-Multi-Level	54	16,313	
4 Motorcar Car-Miles: (Thousands) (G)				5-122 Flat-General Service	55	13,194	
4-01 Diesel	23			5-123 Flat-All Other	56	49,434	
4-02 Electric	24			5-124 All Other Car Types	57	5,045	
4-03 All Other	25			5-125 Total (lines 43-57)	58	664,879	
4-04 Total (lines 23-25)	26						

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ITEM DESCRIPTION (a)	LINE NO.	FREIGHT TRAIN (b)	PASSENGER TRAIN (c)	ITEM DESCRIPTION (a)	LINE NO.	FREIGHT TRAIN (b)	PASSENGER TRAIN (c)
5-13 Private Line Cars-Loaded (H)				5-164 Tank-Under 22,000 Gallons	91	59,341	
5-130 Box-Plain 40-Foot	59	10		5-165 Tank-22,000 Gallons and Over	92	34,681	
5-131 Box-Plain 50-Foot & Longer	60	18,760		5-166 All Other Car Types	93	9,675	
5-132 Box-Equipped	61	43		5-167 Total (lines 77-93)	94	229,814	
5-133 Gondola-Plain	62	3,980		5-17 Work Equipment & No Payment Cars-Miles (I)			
5-134 Gondola-Equipped	63	1,283		5-170 Unit Trains	95	35,530	
5-135 Hopper-Covered	64	61,671		5-171 Way Trains	96	1,268	
5-136 Hopper-Open Top-General Service	65	511		5-172 Through Trains	97	11,934	
5-137 Hopper-Open Top-Special Service	66	59		5-173 Total (lines 95-97)	98	48,732	
5-138 Refrigerator-Mechanical	67	3,109		5-18 Total Car-Miles by Train Type:			
5-139 Refrigerator-Non-Mechanical	68	10,152		5-180 Unit Trains	99	35,530	
5-140 Flat-TOFC/COFC	69	219,537		5-181 Way Trains	100	197,573	
5-141 Flat-Multi-Level	70	33,048		5-182 Through Trains	101	1,959,596	
5-142 Flat-General Service	71	701		5-183 Total (lines 99-101)	102	2,192,699	
5-143 Flat-All Other	72	7,487		5-19 Caboose Miles	103	32,398	
5-144 Tank Under 22,000 Gallons	73	53,978		6. Passenger Car-Miles: (Thousands) (J)			
5-145 Tank-22,000 Gallons and Over	74	31,546		6-01 Coaches	104	4	2,360
5-146 All Other Car Types	75	8,964		6-02 Combination, Passenger Cars	105		
5-147 Total (lines 59-75)	76	454,839		6-03 Sleeping and Parlor Cars	106		
5-15 Private Line Cars-Empty (H)				6-04 Dining, Grill and Tavern Cars	107		
5-150 Box-Plain 40-Foot	77	13		6-05 Head-end Cars (Other than 6-02)	108		
5-151 Box-Plain 50-Foot & Longer	78	6,247		6-06 Total (lines 104-108)	109	4	2,360
5-152 Box Equipped	79	42		6-07 Business Cars	110	125	
5-153 Gondola-Plain	80	1,205		6-08 Crew Cars (Other than C cabooses)	111		
5-154 Gondola-Equipped	81	1,257		7. Gross Ton-Miles: (Thousands) (K)			
5-155 Hopper-Covered	82	63,410		7-01 Road Locomotives	112	19,196,132	113,591
5-156 Hopper-Open Top-General Service	83	656		7-02 Freight Trains, Crs., Cnts., and Caboose			
5-157 Hopper-Open Top-Special Service	84	137		7-020 Unit Trains	113	2,987,142	
5-158 Refrigerator-Mechanical	85	2,986		7-021 Way Trains	114	13,191,945	
5-159 Refrigerator-Non-Mechanical	86	10,828		7-022 Through Trains	115	126,020,826	
5-160 Flat-TOFC/COFC	87	7,748		7-03 Passenger-Trains, Crs., and Cnts.	116	10,857	168,689
5-161 Flat-Multi-Level	88	23,794		7-04 Non-Revenue	117	350,646	
5-162 Flat-General Service	89	644		7-05 Total (lines 112-117)	118	161,757,548	282,280
5-163 Flat-All Other	90	7,150					

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ITEM DESCRIPTION (a)	LINE NO.	FREIGHT TRAIN (b)	PASSENGER TRAIN (c)	ITEM DESCRIPTION (a)	LINE NO.	FREIGHT TRAIN (b)	PASSENGER TRAIN (c)
8. Tons of Freight (<i>Thousands</i>)				14. TOFC/COFC-Number of Rev. Trailers & Containers Loaded & Unloaded (Q)	137	317,418	
8-01 Revenue	119	117,249		15. Multi-Level Cars-Number of Motor Vehicles Loaded & Unloaded (Q)	138	54,002	
8-02 Non-Revenue	120	390		16. TOFC/COFC Number of Rev. Trailers Picked Up and Delivered (R)	139	11,879	
8-03 Total (lines 119, 120)	121	117,639		17. Revenue Tons-Marine Terminals (S)			
9. Ton-Miles of Freight (<i>Thousands</i>)(L)				17-01 Marine Terminals-Coal	140		
9-01 Revenue-Road Service	122	65,171,246		17-02 Marine Terminals-Ore	141		
9-02 Revenue-Lake Transfer Service	123			17-03 Marine Terminals-Other	142		
9-03 Total (lines 122, 123)	124	65,171,246		17-04 Total (lines 140-142)	143		
9-04 Non-Revenue-Road Service	125	13,432		18. Number of Foreign Per Diem Cars on Line (T)			
9-05 Non-Revenue-Lake Transfer	126			18-01 Serviceable	144	26,508	
9-06 Total (lines 125, 126)	127	13,432		18-02 Unserviceable	145	984	
9-07 Total-Revenue & Non-Revenue (lines 124, 127)	128	65,184,678		18-03 Surplus	146	4,920	
10. Train Hours: (M)				18-04 Total Lines 144-146	147	32,412	
10-01 Road Service	129	1,240,595	17,765				
10-02 Train Switching	130	340,677					
11. Total Yard-Switching Hours (N)	131	2,210,420 6283,670					
12. Train-Miles Work Trains: (O)		1,330,343					
12-01 Locomotives	132	214,311					
12-02 Motorcars	133						
13. Number of Loaded Freight Cars: (P)							
13-01 Unit Trains	134	54,199					
13-02 Way Trains	135	1,265,323					
13-03 Through Trains	136	3,168,904					

SCHEDULE 760A

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OMITTED IN ACCORDANCE WITH

DOCKET NO. 38590

SCHEDULE 760B

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DOCKET NO. 38590

800. CONTRACTS, AGREEMENTS, ETC.

1. Hereunder give a concise statement of each important contract, agreement, arrangement, etc., with other companies or persons, together with important revisions, modifications, terminations, and other changes thereof, which became effective during the year, and concerned in any way the rail transportation of persons or items at other than tariff rates, or the purchase of equipment under conditional sales plans without the issuance of securities by respondent, making such statements in the following order:

- (a) Freight or transportation companies or lines.
- (b) Other railway companies.
- (c) Steamboat or steamship companies.
- (d) Telegraph companies.
- (e) Telephone companies.
- (f) Equipment purchased under conditional sales contracts.
- (g) Routing traffic of affiliated companies.
- (h) Other contracts.

2. Under item 1(b), include particulars of joint facility arrangements entered into during the year by the respondent, including those maintained or operated by other carriers as well as those maintained or operated by respondent. For each joint facility, give a brief statement of the basis or bases on which revenues, expenses, taxes, interest on investment, and other items, if any, related to the facility are apportioned among the carriers using the facility or otherwise deriving benefit therefrom.

3. Under item 1(f), give particulars of conditional sales agreements, lease or rental contracts, and other similar instruments, entered into by respondent for the purchase of equipment, which provide for payment in installments and do not involve the issuance of securities by respondent. State the names of the parties to the contracts or agreements, the number of units of each class of equipment covered, and the terms and conditions of payment.

4. Under item 1(g), give particulars of arrangements, written or oral with affiliated companies for routing of traffic. Through route arrangements for handling of traffic interchanged with carrier affiliates should not be reported.

5. Under item 1(h), Other contracts, describe briefly the particulars of all contracts or agreements, including estimated amounts receivable, under which a government agency, or instrumentality thereof, seeks to assist respondent with grants or aid for providing passenger commuter or other passenger-train services.

6. Information concerning contracts of minor importance may be omitted. A contract of minor importance is defined as one involving receipts or payments of less than \$50,000 per year, and which, by its terms, is otherwise unimportant.

7. In lieu of giving abstracts, copies of contracts may be filed. Every copy of a contract furnished in connection with the foregoing requirement should be listed hereunder.

8. The basis for computing receipts and payments should be fully stated in the case of each such contract, agreement, or arrangement.

9. Compliance with the requirements of this schedule does not relieve the respondent of the duty placed upon common carriers by 49 U.S.C. 10764 of the revised Interstate Commerce Act, which reads as follows:

(a)(1) A common carrier providing transportation subject to the jurisdiction of the Interstate Commerce Commission under subchapter I of chapter 105 of this title shall file with the Commission a copy of each arrangement related to transportation affected by this subtitle that the carrier has with another common carrier. The Commission may require other carriers and brokers subject to its jurisdiction under chapter 105 to file a copy of each arrangement related to transportation or service affected by this subtitle that they have with other persons.

(2) When the Commission finds that filing a class of arrangements by a carrier subject to its jurisdiction under subchapter I of that chapter is not necessary in the public interest, the Commission may except the class from paragraph (1) of this subsection.

(b) The Commission may disclose the existence or contents of an arrangement between a contract carrier and a shipper filed under subsection (a) of this section only if the disclosure is—

(1) limited to those parts of the arrangement that are necessary to indicate the extent of its failure to conform to a tariff then in effect under section 10762 of this title; or

(2) consistent with the public interest and made as a part of the record in a formal proceeding.

- 1(a) Freight or transportation companies or lines - None
- 1(b) Other railway companies
 1. Agreement with Western Pacific Railroad Co. covering acquisition of trackage rights by Southern Pacific on WP between Niles and Lathrop
 2. Agreement covering Kansas City Southern's use of S.P. trackage between Lockmoor and Lake Charles, La.
 3. Fort Worth & Denver is granted trackage rights on SP trackage at Houston for the operation of unit trains of grain for Agri, Inc.
- 1(c) Steamboat or steamship companies - None
- 1(d) Telegraph companies - None
- 1(e) Telephone companies - None
- 1(f) Equipment purchased under conditional sales contracts - None
- 1(g) Routing traffic of affiliated companies - None
- 1(h) Other contracts
 1. Handling of Ringling Bros. and Barnum Bailey Combined Shows, Inc. circus train for 1981 season. Agreed charges total \$159,900.

2. Agreement between State of California, Dept. of Transportation (referred to as Caltrans) and Southern Pacific Transportation Company covering continuance of passenger service and financial support by Caltrans.
3. Agreement between Kalman Companies and Southern Pacific Transportation, covering lease of building for storage and office space at San Francisco, CA. The total annual rental is \$594,000 payable monthly.
4. Agreement for the lease of building at 301 Mission St., San Francisco, CA for office space. Total annual rent is \$829,800 payable monthly.
5. Agreement between the Dept. of the Army and Southern Pacific Transportation Co. covering lease of premises on Oakland Army Base, CA for the purpose of storage and other commercial purposes. Annual rental is \$663,820 payable monthly.

850. COMPETITIVE BIDDING—CLAYTON ANTITRUST ACT

Section 10 of the Clayton Antitrust Act (15 U.S.C. 20) states that "no common carrier engaged in commerce shall have any dealings in securities, supplies or other articles of commerce, or shall make or have any contracts for construction or maintenance of any kind, to the amount of more than \$50,000, in the aggregate, in any one year, with another corporation, firm, partnership or association when the said common carrier shall have upon its board of directors or as its president, manager or as its purchasing or selling officer, or agent in the particular transaction, any person who is at the same time a director, manager, or purchasing or selling officer of, or who has any substantial interest in, such other corporation, form, partnership or association, unless and

except such purchases shall be made from, or such dealings shall be made with, the bidder whose bid is the most favorable to such common carrier, to be ascertained by competitive bidding under regulations to be prescribed by rule or otherwise by the Interstate Commerce Commission." The specification for competitive bids is found in the Code of Federal Regulations, Part 1010-Competitive Bids through Part 1010.7 - Carriers Subject to the Interstate Commerce Act.

In column (g), identify the company awarded the bid by including company name and address, name and title of respondent officers, directors, selling officer, purchasing officer and/or general manager that has an affiliation with the seller.

	Nature of bid (a)	Date Published (b)	Contract number (c)	No. of bidders (d)	Method of awarding bid (e)	Date filed with the Commission (f)	Company awarded bid (g)
1	No bids were solicited during year	1981.					
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SCHEDULE 900

PAGE 128

OMITTED IN ACCORDANCE WITH

DOCKET NO. 38590

VERIFICATION

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

OATH

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

State of California

County of San Francisco

E. L. Johnson makes oath and says that he is Vice President and Controller
(Insert here name of the affiant) (Insert here the official title of the affiant)

Of Southern Pacific Transportation Company
(Insert here the exact legal title or name of the respondent)

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

January 1, 19 81, to and including December 31, 19 81

E. L. Johnson
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 8th day of March, 19 82

My commission expires

Use an
L.S.
impression seal



(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

State of California

County of San Francisco

D. K. McNear makes oath and says that he is President
(Insert here name of the affiant) (Insert here the official title of the affiant)

Of Southern Pacific Transportation Company
(Insert here the exact legal title or name of the respondent)

that he has carefully examined the foregoing report; that he believes that all statements of fact contained in the said report are true, and that the said report is a correct and complete statement of the business and affairs of the above-named respondent and the operations of its property during the period of time from and including

January 1, 19 81, to and including December 31, 19 81.

D. K. McNear
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 8th day of March, 19 82

My commission expires

Use an
L.S.
impression seal



(Signature of officer authorized to administer oaths)

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