

RC-138100

SOUTHERN PACIFIC

1982

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RC 138100

R-1

annual report

DUPLICATE

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EXPIRES 3-31-83

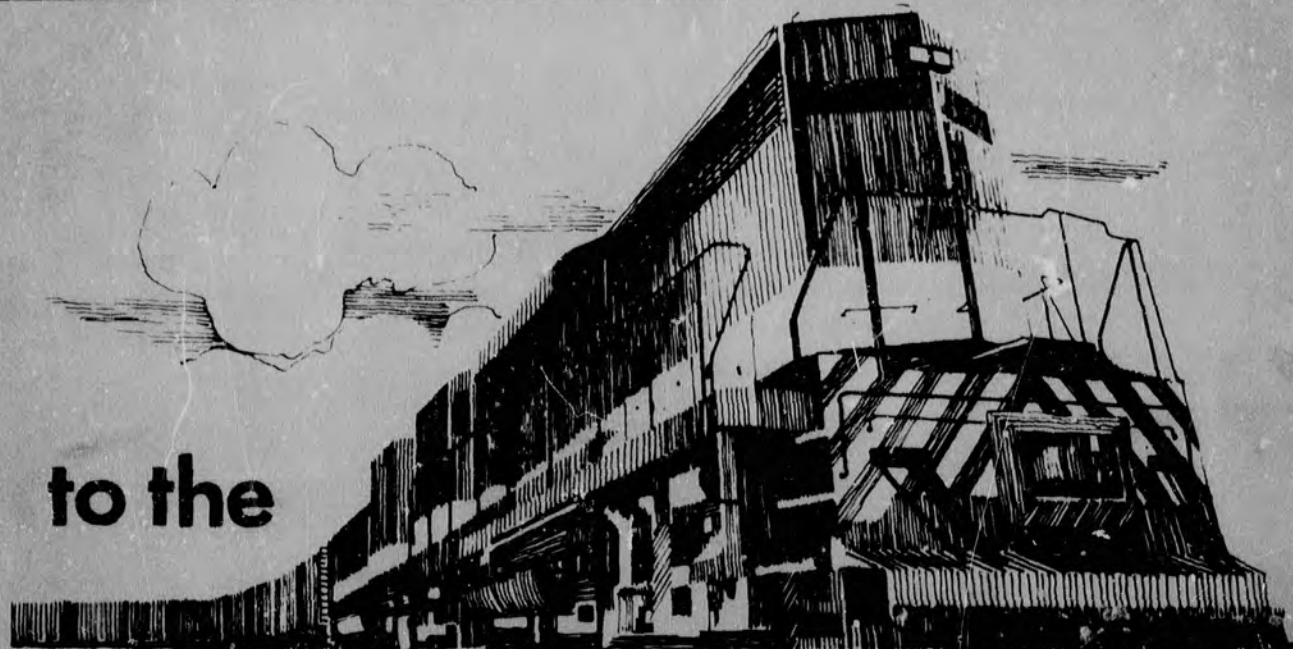
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ICC - P.O. 2040

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, Calif. 94105

Correct name and address if different than shown.

Full name and address of reporting carrier.
(Use mailing label on original, copy in full on duplicate.)



to the

Interstate Commerce Commission

FOR THE YEAR ENDED DECEMBER 31, 1982

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. Reports by carriers, lessors, and associations

(a) The Interstate Commerce Commission may require—

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

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

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

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

(c) The Commission shall streamline and simplify, to the maximum extent practicable, the reporting requirements applicable under this subchapter to motor common carriers of property with respect to transportation provided under certificates to which the provisions of section 10922(b)(4)(E) of this title apply and to motor contract carriers of property with respect to transportation provided under permits to which the provisions of section 10923(b)(5) of this title apply.

Pub. L. 95-473, Oct. 17, 1978, 92 Stat. 1427; Pub. L. 96-296, § 5(b), July 1, 1980, 94 Stat. 796.

49 U.S.C. 11901 (g) A person required to make a report to the Commission, answer a question, or make, prepare, or preserve a record under this subtitle concerning transportation subject to the jurisdiction of the Commission under subchapter II of chapter 105 of this title, or an officer, agent, or employee of that person that (1) does not make the report, (2) does not specifically, completely, and truthfully answer the question, (3) does not make, prepare, or preserve the record in the form and manner prescribed by the Commission, or (4) does not comply with section 10921 of this title, is liable to the United States Government for a civil penalty of not more than \$500 for each violation and for not more than \$250 for each additional day the violation continues. After the date of enactment of this sentence, no penalties shall be imposed under this subsection for a violation relating to the transportation of household goods. Any such penalties that were imposed prior to such date of enactment shall be collected only in accordance with the provisions of subsection (h) of this section.

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

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

2. The instructions in this Form should be carefully observed, and each question should be answered fully and accurately, whether it has been answered in a previous annual report or not. Except in cases where they are specifically authorized, cancellations, arbitrary check marks, and the like should not be used either 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; attachments 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.

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

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

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

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

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

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

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

ANNUAL REPORT

OF

SOUTHERN PACIFIC TRANSPORTATION COMPANY

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1982

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
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The following schedule was added to Railroad Annual Report Form R-1:

Schedule 512	Transactions Between Respondent and Companies or Persons Affiliated with Respondent for Services Received or Provided. Reinserted, it was inadvertently omitted from the 1981 report. Revised to reflect Accounting Series Circular No. 192 "Related Party Disclosures" dated May 18, 1982 which required F.A.S. No. 57 dated March 1982.
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Changes were made to the following schedules:

Schedule 200	Added three lines to segregate account Nos. in other assets and renumbered.
Schedule 210	Deleted lines 69-74 and added a line 53 Total Provision For Income Tax and renumbered.
Schedule 310A	Added heading Non-carrier (lists specifics for each company)
Schedule 335	Changed line Nos. 27, 36 and 37.
Schedule 361	Part Total Rental Expenses. Deleted columns c-h.
Schedule 412	Added column (e) Amortization Adjustment During Year, and Instruction No. 4.
Schedule 415	Changed column (e) from Depreciation to Amortization Adjustment Net During Year and minor changes to the Instructions.
Schedule 450	Changed heading to "Analysis of Taxes" from "Analysis of Federal Income Taxes" and the format of schedule. Segregate three line items.
Schedule 710	Deleted Diesel B Units and renumbered lines.
Schedule 721	Changed line No. 9 and added Instruction.
Schedule 723	Changed line No. 10 and added Instruction.
Schedule 755	Deleted 14 line items and renumbered the schedule. Minor changes were made in the Instructions.
Schedule 450	Item 3 added to analyze the affect of certain provisions of the Economic Recovery Tax Act of 1981 on Tax accruals.

ESTIMATE OF REPORTING BURDEN

In order to monitor carrier reporting burden and to satisfy OMB requirements pursuant to Public law 96-511, it is requested that you furnish the following information:

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

Total hours (Estimated) _____

(2) Best estimate of the number of staff hours required to comply with the Uniform System of Accounts (USOA). In making this estimate only include the incremental staff hours required for the USOA. (Those hours in addition to the data needs of management and requirements of other Federal and State agencies.)

Total hours (Estimated) _____

(3) Best estimate of staff hours and storage costs to comply with the Commission's Record Retention Regulations. In making this estimate only include the incremental costs required for the Commission's rules. (Those costs in addition to retention requirements of management and other Federal and State agencies.)

Total hours (Estimated) _____

Storage costs (Estimated) _____

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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 provided below.

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

Page	Schedule No.	Title
		NONE

B. IDENTITY OF RESPONDENT

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

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

Board, indicate such fact on line 1 below and list the consolidated group on page 4.

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

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

1. Exact name of common carrier making this report 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 Decembr 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

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 May 20, 1982 (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						
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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 20, 1982

12. Give the place of such meeting. San Francisco, California

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS

Line No.	Account	Title (a)	Balance at Close of Year (b)	Balance at Beginning of Year (c)
		Current Asset	\$	\$
1	701	Cash	(3,513)	16,741
2	702	Temporary Cash Investments	57,292	68,161
3	703	Special Deposits	654	448
		Accounts Receivable		
4	704	— Loan and Notes	96	442
5	705	— Interline and Other Balances	26,367	42,835
6	706	— Customers	104,204	102,808
7	707	— Other	21,995	29,130
8	709, 708	— Accrued Accounts Receivables	79,047	114,176
9	708.5	— Receivables from Affiliated Companies	9,836	8,177
10	709.5	— Less: Allowance for Uncollectible Accounts	(2,200)	(1,700)
11	710, 711, 714	Working funds prepayments deferred income tax debits	14,294	12,731
12	712	Materials and Supplies	75,049	89,963
13	713	Other Current Assets	14,178	12,795
14		Total Current Assets	397,299	496,707
		Other Assets		
15	715, 716, 717	Special funds	7,619	10,139
16	721, 721.5	Investments and Advances Affiliated Companies (sch 310)	(1) 457,620	(2) 472,195
17	722, 723	Other Investments and Advances	8,496	7,361
18	724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities—Cr		
19	737, 738	Property used in other than Carrier Operation (less depreciation)	99,163	97,410
		\$		
20	739, 741	Other Assets	16,079	11,822
21	743	Other Deferred Debits	23,963	30,768
22	744	Accum. deferred Income Tax debits		
23		Total Other Assets	612,940	629,695
		Road and Equipment		
24	731, 732	Road (Sch. 330 & 330A)	1,710,149	1,681,043
25		Equipment	1,893,009	1,916,826
26		Unallocated Items		
27		Accumulated Depreciation and amortization (Schs. 335, 351, 342, 340)	(973,427)	(934,707)
28		Net road and Equipment	2,624,731	2,663,162
29		Total Assets	3,634,970	3,789,564

NOTES AND REMARKS

(1) Includes \$248,240 undistributed earnings from affiliated Co's. -1982

(2) Includes \$283,872 undistributed earnings from affiliated Co's. -1981

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

Line No.	Account	Title (a)	Balance at Close of Year (b)	Balance at Beginning of Year (c)
		Current Liabilities	\$	\$
30	751	Loans and Notes Payable		
31	752	Accounts Payable; Interline and Other Balances	46,433	43,967
32	753	Audited Accounts and Wages	73,103	98,239
33	754	Other Accounts Payable	20,110	19,412
34	755, 756	Interest and Dividends Payable	18,243	20,170
35	757	Payables to Affiliated Companies	18,978	17,463
36	759	Accrued accounts Payable	237,262	284,634
37	760, 761, 761.5, 762	Taxes Accrued	43,219	51,944
38	763	Other Current Liabilities	11,899	15,673
39	764	Equipment obligations and other long-term debt due within one year	104,037	78,558
40		Total Current Liabilities	573,284	630,060
		Non Current Liabilities		
41	765, 767	Funded debt unmatured	207,895	238,198
42	766	Equipment obligations	525,887	599,958
43	766.5	Capitalized Lease Obligations	23,074	28,681
44	768	Debt in default		
45	769	Accounts payable; Affiliated Companies	46,984	61,286
46	770.1, 770.2	Unamortized debt premium	(1,282)	(1,506)
47	781	Interest in default		
48	783	Deferred revenues-Transfers from Government Authorities		
49	786	Accumulated deferred income tax credits	393,956	402,964
50	771, 772, 774, 775, 782, 784	Other long-term liabilities and deferred credits	171,633	144,533
51		Total Noncurrent Liabilities	1,366,147	1,474,114
		Shareholders' Equity		
52	791, 792	Capital Stock: (Sch. 230)	424,875	424,875
53		Common Stock	424,875	424,875
54		Preferred Stock		
55	793	Discount on Capital Stock		
56	794, 795	Additional Capital (230)		
		Retained Earnings:		
57	797	Appropriate (221)		
58	798	Unappropriated (220)	1,268,664	1,260,515
59	798.1	Net Unrealized loss on noncurrent marketable equity securities		
60	798.5	Less Treasury Stock		
61		Net Stockholders Equity	1,693,539	1,685,390
62		Total Liabilities and Shareholders Equity	3,634,970	3,789,564

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES

The notes listed below are provided to disclose supplementary information on matters which have an important effect on the financial condition of the carrier. The carrier shall give the particulars called for herein and where there is nothing to report, insert the word "none"; and in addition thereto shall enter in separate notes with suitable particulars other matters involving material amounts of the character commonly disclosed in financial statements under generally accepted accounting and reporting principles, except as shown in other schedules. This includes statements explaining (1)

service interruption insurance policies and indicating the amount of indemnity to which respondent will be entitled for work stoppage losses and the maximum amount of additional premium respondent may be obligated to pay in the event such losses are sustained by other railroads; (2) particulars concerning obligations for stock purchase options granted to officers and employees; and (3) what entries have been made for net income or retained income restricted under provisions of mortgages and other arrangements (*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 \$ 463,310

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 See page 12

(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 12

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. Companies listed on page 12, charges are allocated on basis of actuarial valuation.

(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 12

(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?

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

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

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

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account \$ 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 reported year unless specified as previous year.

NOTES AND REMARKS

- (1) During 1982 respondent carried basic and supplemental policies with the Imperial Insurance Company Limited under terms of which it was entitled to a maximum indemnity of \$2,898,630 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 \$43,460,706.

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 on page 12 Results of Operations.

3. List dividends from investments accounted for under the cost method on the appropriate line No. 19, for, Account No. 513, "Di-

vidend income." List dividends accounted for by the equity method on the appropriate dividend line No. 25 for Account No. 512 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 Revenue & Expenses (d)	Passenger-Related Revenue & Expenses (e)
	ORDINARY ITEMS				
	OPERATING INCOME				
	Railway Operating Income				
1	(101) Freight **	\$1,933,025	\$2,196,310	\$1,933,025	\$
2	(102) Passenger **	7,328	7,185		7,328
2	(103) Passenger-Related				
4	(104) Switching	16,327	18,249	16,327	
5	(105) Water Transfers				
6	(106) Demurrage	13,306	18,062	13,306	
7	(110) Incidental	9,520	9,714	9,363	157
8	(121) Joint Facility-Credit	1,433	1,355	1,433	
9	(122) Joint Facility-Debit	(59)	(233)	(59)	
10	(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	1,980,998	2,251,108	1,973,513	7,485
11	(502) Railway operating revenues-Transfers from Government Authorities for current operations	15,065	11,712		15,065
12	(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities				
13	Total railway operating revenues (lines 10-12)	1,996,063	2,262,820	1,973,513	22,550
14	(531) Railway operating expenses	2,089,490	2,246,115	2,066,110	23,380
15	*Net revenue from railway operations	(93,427)	16,705	(92,597)	(830)
	OTHER INCOME				
16	(506) Revenue from property used in other than carrier operations	9,504	8,510		
17	(510) Miscellaneous rent income	24,734	22,851		
18	(512) Separately operated properties-Profit				
19	(513) Dividend Income (cost method)				
20	(514) Interest income	7,141	7,827		
21	(516) Income from sinking and other funds	1,157	1,287		
22	(517) Release of premiums on funded debt	86	138		
23	(518) Contributions from other companies				
24	(519) Miscellaneous income	119,899	72,083		
	Income from affiliated companies				
25	(513) Dividends (equity method)	54,337	56,160		
26	Equity in undistributed earnings (losses)	(35,632)	(32,253)		
27	Total other income (lines 16-26)	181,226	136,603		
28	Total income (lines 15, 27)	87,799	153,308		
	MISCELLANEOUS DEDUCTIONS FROM INCOME				
29	(534) Expenses of property used in other than carrier operations	2,614	2,489		
30	(535) Taxes on property used in other than carrier operations	2,919	2,805		
31	(543) Miscellaneous rent expense	29	78		
32	(544) Miscellaneous taxes				
33	(545) Separately operated properties-Loss	513	424		
34	(549) Maintenance of investment organization				
35	(550) Income transferred to other companies				
36	(551) Miscellaneous income charges	6,806	13,278		
37	(553) Uncollectible accounts	(1)	2,148		
38	Total miscellaneous deductions (lines 29-37)	12,880	21,222		
39	Income available for fixed charges Lines 28, 38)	74,919	132,086		

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	73,867	80,380
41	(b) Interest in default		
42	(547) Interest on unfunded debt		(348)
43	(548) Amortization of discount on funded debt	665	750
44	Total fixed charges (lines 40-43)	74,532	80,782
45	Income after fixed charges (lines 39, 44)	387	51,304
	OTHER DEDUCTIONS		
	(546) Interest on funded debt:		
46	(c) Contingent interest		
	UNUSAL OR INFREQUENT ITEMS		
47	(555) Unusual or infrequent items (debit) credit		
48	Income (loss) from continuing operations (before income taxes)	387	51,304
	PROVISIONS FOR INCOME TAXES		
	(556) Income taxes on ordinary income:		
49	Federal income taxes	(1)	87
50	State income taxes	(13)	(135)
51	Other income taxes		
52	(557) Provision for deferred taxes	(7,748)	3,508
53	Total provisions for income taxes (lines 49-52)	(7,762)	3,460
54	Income from continuing operations	8,149	47,844
	DISCONTINUED OPERATIONS		
55	(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)		
56	(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)		
57	Income before extraordinary items	8,149	47,844
	EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES		
58	(570) Extraordinary items (Net)		
59	(590) Income taxes on extraordinary items		
60	(591) Provision for deferred taxes - Extraordinary items		
61	Total extraordinary items (lines 57-59)		
62	(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)		
63	Net income (Loss)	8,149	47,844
	*Reconciliation of net railway operating income (NROI)		
64	Net revenues from railway operations	(93,427)	16,705
65	(556) Income taxes on ordinary income (-)	14	48
66	(557) Provision for deferred income taxes (-)	7,748	(3,508)
67	Income from lease of road and equipment (+)		(415)
68	Rent for leased roads and equipment (+)		
69	Net railway operating income (loss)	(85,665)	12,830

220. RETAINED EARNINGS—UNAPPROPRIATED

1. Show below the items of Retained Earnings Accounts of the respondent for the year, classified in accordance with the Uniform System of Accounts for Railroad Companies.

2. All contra entries hereunder should be shown in parentheses.

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

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

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

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

Line No.	Item (a)	Retained earnings— Unappropriated (b)	Equity in undistributed earnings (losses), of affiliated companies (c)
1	Balances of beginning of year	\$ 976,643	\$ 283,872
2	(601.5) Prior period adjustments to beginning retained earnings		
	CREDITS		
3	(602) Credit balance transferred from income	43,781	
4	(603) Appropriations released		
5	(606) Other credits to retained earnings equity in undistributed earnings (losses of affiliated companies)		
6	Total	43,781	
	DEBITS		
7	(612) Debit balance transferred from income		35,632
8	(616) Other debits to retained earnings equity in undistributed earnings (losses of affiliated companies)		
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		35,632
14	Net increase (decrease) during year (Line 6 minus line 13)	43,781	(35,632)
15	Balances at close of year (Lines 1, 2 and 14)	1,020,424	248,240
16	Balances from line 15(c)	248,240	XXXXX
17	Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of Year	1,268,664	XXXXX
	REMARKS		
	Amount of assigned Federal income tax consequences:		
18	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.

NOTES AND REMARKS FOR SCHEDULES 210 and 220

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

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

Companies participating in the Plan are listed below.

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
St. Louis Southwestern Railway Company
Southern Pacific Communications Company
Southern Pacific Industrial Development Company
Southern Pacific Development Company
Commonwealth Plan, Inc.
Bankers Leasing Corporation

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

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	None			
10				
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-Commute Operations	\$ 15,065	\$ 15,065	\$	\$
2	Note 1				
3					
4					
5					
6					
7	Total received during year	15,065	15,065		
8	Cumulative total of Government transfers-beginning of year	17,212	XXXXX	XXXXX	XXXXX
9	Cumulative total of Government transfers-end of year	32,277	XXXXX	XXXXX	XXXXX

Note 1 Includes payments and accruals

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							
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 the year.
2. Column (a) presents the items to be disclosed.
3. Columns (b), (d) and (f) require disclosures of the number of preferred, common and treasury stock, respectively, applicable to the items presented in column (a).
4. Columns (c), (e) and (g) 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 on page 18 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 investment in property provided by the issue of securities. Sources and uses of funds should be individually disclosed. For example, outlays for fixed assets should not be reported as net retirements. Dollars in thousands.

Line No.	Description (a)	Current year (b) 1982	Prior year (c)
	SOURCE: WORKING CAPITAL		
	Working capital provided by operations:		
1	Income (loss) from continuing operations	8,149	47,844
	Add expenses not requiring outlay of working capital. (subtract) credits not generating working capital		
2	Retirement of nondepreciable property	674	(1,173)
3	Loss (gain) on sale or disposal of tangible property	(76,789)	(26,160)
4	Depreciation and amortization expenses	106,333	102,627
5	Net increase (decrease) in deferred income taxes	(9,008)	(3,508)
6	Net decrease (increase) in parent's share of subsidiary's undistributed income for the year	35,632	32,253
7	Net increase (decrease) in noncurrent portion of estimated liabilities	12,798	(22,276)
	Other (specify):		
8			
9			
10			
11			
12			
13	Total working capital from continuing operations	77,789	129,607
14	Add funds generated by reason of discontinued operations, extraordinary items, and changes in accounting principles		
15	Total working capital from operations	77,789	129,607
	Working capital from sources other than operating:		
16	Proceeds from issuance of long-term liabilities	95,229	27,717
17	Proceeds from sale/disposition of carrier operating property	8,658	20,281
18	Proceeds from sale/disposition of other tangible property		
19	Proceeds from sale/repayment of investments advances	2,520	(6,143)
20	Net decrease in sinking and other special funds		
21	Proceeds from issue of capital stock		
	Other (specify):		
22	Net decrease in other assets and deferred charges	5,695	10,036
23			
24			
25			
26			
27	Total working capital from sources other than operating	112,102	51,891
28	Total sources of working capital	189,891	181,498

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

Line No.	Description (a)	Current year (b)	Prior year (c)
	SOURCES OF WORKING CAPITAL		
	Working capital provided by operations:		
1	Income (loss) from continuing operations	8,149	47,844
	Add expenses not requiring outlay of working capital; (subtract) credits not generating working capital:		
2	Retirement of nondepreciable property	674	(1,173)
3	Loss (gain) on sale or disposal of tangible property	(76,789)	(26,160)
4	Depreciation and amortization expenses	103,590	102,627
5	Net increase (decrease) in deferred income taxes	7,748	(3,508)
6	Net decrease (increase) in parent's share of subsidiary's undistributed income for the year	35,632	32,253
7	Net increase (decrease) in noncurrent portion of estimated liabilities	12,798	(22,276)
	Other (specify):		
8			
9			
10			
11			
12			
13	Total working capital from continuing operations	91,802	129,607
14	Add funds generated by reason of discontinued operations, extraordinary items, and changes in accounting principles		
15	Total working capital from operations	91,802	129,607
	Working capital from sources other than operating:		
16	Proceeds from issuance of long-term liabilities		
17	Proceeds from sale/disposition of carrier operating property	95,229	27,717
18	Proceeds from sale/disposition of other tangible property	31,447	20,281
19	Proceeds from sale/repayment of investments advances		
20	Net decrease in sinking and other special funds	2,520	(6,143)
21	Proceeds from issue of capital stock		
	Other (specify):		
22	Net decrease (increase) in other assets and deferred charges.	5,695	10,036
23			
24			
25			
26			
27	Total working capital from sources other than operating	134,891	51,891
28	Total sources of working capital	226,693	181,498

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	104,374	82,233
30	Cash dividends declared		
31	Purchase price of carrier operating property	94,002	105,950
32	Purchase price of other tangible property		
33	Purchase price of long-term investment and advances	(19,922)	(20,324)
34	Net increase in sinking or other special funds		
35	Purchase price of acquiring treasury stock		
	Other (specify):		
36	Decrease in capitalized lease obligation	5,607	4,948
37			
38			
39			
40			
41			
42			
43			
44			
45	Total application of working capital	184,061	172,807
46	Net increase (decrease) in working capital	42,632	8,691

241. CHANGES IN WORKING CAPITAL

Compute the net changes in each element of working capital.
(Dollars in thousands)

Line No.	Item (a)	End of year (b)	Beginning of year (c)	Increase (Decrease) (d)
1	Cash and temporary investments	53,779	84,902	(31,123)
2	Net receivables	239,345	295,868	(56,523)
3	Prepayments	14,294	12,731	1,563
4	Materials and supplies	75,049	89,963	(14,914)
5	Other current assets not included above	14,832	13,243	1,589
6	Notes payable and matured obligations			
7	Accounts payable	414,129	483,885	69,756
8	Current equipment obligations and other debt	104,037	78,558	(25,479)
9	Other current liabilities not included above	55,118	67,617	12,499
10	Net increase (decrease) in working	(175,985)	(133,353)	(42,632)

240. STATEMENT OF CHANGES IN FINANCIAL POSITION - Concluded

Line No.	Description (a)	Current year (b)	Prior year (c)
	APPLICATION OF WORKING CAPITAL	\$	\$
		104,374	82,233
29	Amount paid to acquire/retire long-term liabilities		
30	Cash dividends declared	94,002	105,950
31	Purchase price of carrier operating property	Ø 4,503	
32	Purchase price of other tangible property	Ø 24,037	(20,324)
33	Purchase price of long-term investment and advances		
34	Net increase in sinking or other special funds		
35	Purchase price of acquiring treasury stock		
	Other (specify):		
36	Decrease in capitalized lease obligation	5,607	4,948
37			
38			
39			
40			
41			
42			
43			
44			
45	Total application of working capital	Ø 232,523	172,807
46	Net increase (decrease) in working capital	(42,632)	8,691

241. CHANGES IN WORKING CAPITAL

Compute the net changes in each element of working capital.
(Dollars in thousands)

Line No.	Item (a)	End of year (b)	Beginning of year (c)	Increase (Decrease) (d)
		53,779	84,902	(31,123)
1	Cash and temporary investments	239,345	295,868	(56,523)
2	Net receivables	14,294	12,731	1,563
3	Prepayments	75,049	89,963	(14,914)
4	Materials and supplies	14,832	13,243	1,589
5	Other current assets not included above	-	-	-
6	Notes payable and matured obligations	(414,129)	(483,885)	69,756
7	Accounts payable	(104,037)	(78,558)	(25,479)
8	Current equipment obligations and other debt	(55,118)	(67,617)	12,499
9	Other current liabilities not included above	(175,985)	(133,353)	(42,632)
10	Net increase (decrease) in working			

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, 7, 8, and 9 on the amount applicable to common-carrier transportation service included in accounts 707, 753, 754, and 761.5 (Do not include taxes levied in lieu of property taxes.)
4. Dollars in thousands.

Line No.	Item (a)	Amount (b)
1	Construction and additions and betterments	7,218
2	Common-carrier operating purposes	376,181
3	Used by other than respondent's lessor companies	5,472
4	Total	388,871
5	Portion of balance in the material and supplies account at end of year that represents scrap and obsolete material	72
6	Account 707, Accounts receivable, other	0
7	Account 753, Audited accounts and wages payable	0
8	Account 754, Accounts payable, other	0
9	Account 761.5 Other taxes accrued	(9,031)

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.

NOTES AND REMARKS

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A

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

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

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

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

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

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

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

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

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

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

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

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

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

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, "Other Funds."

2. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 19, 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 shown 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			"	Holcom 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 Traction Co. -Common Note B	50
11			"	St. Louis Southwestern Ry. Co. -Common	99.7
12			"	St. Louis Southwestern Ry. Co. -Preferred	
13			"	Sunset Ry. Co. -Common Note D	50
14			"	The Ogden Union Ry. and Depot Co.-Common Note B	50
15			"	Visalia Electric R.R. Co. -Common	100
16				Total A-1	
17					
18					
19					
20					
21		A-3	X	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 (c). 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 nor present equity in total assets are less than \$10,000 may be combined in one figure.

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

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

11. For affiliates which do not report to the Interstate Commerce Commission, and are jointly owned, give names and extent of control of other entities by 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 explain)	Closing balance				
(f)	(g)	(h)	(i)	(j)	(k)	(l)	
\$	\$	\$	\$	\$	\$	\$	1
399			399				2
265			265				3
269			269				4
7,012			7,012				5
12,000			12,000			13,607	6
1			1				7
14,906			14,906				8
940			940			570	9
1,950			1,950				10
30,356			30,356			17,170	11
18,514			18,514			990	12
82			82				13
150			150				14
70			70				15
86,914			86,914			32,337	16
							17
							18
							19
							20
1			1				21
							22
65			65				23
11,722			11,722			22,000	24
1			1				25
133			133				26
19			19				27
11,941			11,941			22,000	28
							29
98,855			98,855			54,337	30
							31
							32
							33
							34
							35
							36
							37
							38
							39
							40

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. Variable Rate	
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			"	Visalia Electric	
24				Total E-1	
25					
26					
27		E-3	VII	Southern Pacific Air Freight, Inc.	
28			"	Southern Pacific International	
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) (j)	Adjustments Account 721.5 (k)	Dividends or interest credited to income (l)	Line No.
Opening balance (f)	Additions (g)	Deductions (if other than sale explain) (h)	Closing balance (i)				
\$	\$	\$	\$	\$	\$	\$	1
656			656			46	2
							3
	8,118		8,118			1,001	4
							5
2,859			2,859			215	6
							7
419			419			31	8
							9
							10
3,934	8,118		12,052			1,293	11
3,934	8,118		12,052			1,293	12
							13
30			30				14
1,190		7	1,183			164	15
16,837	2,453		19,290			707	16
61,001	9,500		70,501				17
1,275			1,275			64	18
154			154				19
4		4					20
247		9	238				21
366	970		1,336			81	22
68			68				23
81,172	12,923	20	94,075			1,016	24
							25
							26
544	36		580			2	27
	1,825	1,825				144	28
3,818			3,818				29
4,362	1,861	1,825	4,398			146	30
							31
85,534	14,784	1,845	98,473			1,162	32
188,323	22,902	1,845	209,380			56,792	33
							34
							35
							36
							37
188,323	22,902	1,845	209,380			56,792	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)
1	Carriers: (List specifics for each company) Central California Traction	\$ 414	\$	\$ 17	\$	\$	\$ 431
2	Holton Inter-Urban Ry.	1,539		29			1,568
3	Northwestern Pacific Railroad & Subs.	(43,555)		(10,321)			(53,876)
4	Pacific Fruit Express	7,194		(4,448)			2,746
5	Pacific Motor Trucking Co. & Subs.	(683)		(16,822)			(17,505)
6	Portland Terminal RR	420		(558)			(138)
7	Portland Traction Co.	(846)		(203)			(1,049)
8	St. Louis Southwestern Ry. Co. & Subs.	271,746		15,541			287,287
9	Sunset Ry. Co.	864		-			864
10	Ogden Union Railway & Depot Co.	(17)		-			(17)
11	Visalia Electric Railroad Co.	672		(128)			544
12	Pacific Motor Transport Co.	(1,528)		10			(1,518)
13	Total carriers	236,220		(16,883)			219,337
	Noncarrier (List specifics for each company)						
14	Evergreen Leasing Corp.	793		8			801
15	Southern Pacific Air Freight	(543)		(88)			(631)
16	Southern Pacific Marine Transport	754		-			754
17	Southern Pacific International	(1,077)		324			(753)
18	Southern Pacific Equipment	47,483		(18,993)			28,490
19	Southern Pacific Warehouse	242					242
20	Total non-carriers	47,652		(18,749)			28,903
21							
22							
23							
24							
25							
26							
27	Total	283,872		(35,632)			248,240

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		\$ 26,556		
2	(2) Land for transportation purposes		74,881		
3	(3) Grading		232,734		
4	(4) Other right-of-way expenditures		1,548		
5	(5) Tunnels and subways		37,442		
6	(6) Bridges, trestles, and culvert		151,183		
7	(7) Elevated structures				
8	(8) Ties		65,404		
9	(9) Rails		152,710		
10	(10) Other track material		119,097		
11	(11) Ballast		58,285		
12	(12) Track laying and surfacing		92,540		
13	(13) Fences, snowsheds, and signs		11,664		
14	(16) Station and office buildings		69,637		
15	(17) Roadway buildings		7,629		
16	(18) Water stations		1,345		
17	(19) Fuel stations		4,025		
18	(20) Shops and enginehouses		38,805		
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		
25	(29) Power plants		872		
26	(31) Power-transmission systems		3,604		
27	(35) Miscellaneous structures		1,061		
28	(37) Roadway machines		53,034		
29	(39) Public improvements-Construction		42,338		
30	(44) Shop machinery		22,762		
31	(45) Power-plant machinery		1,482		
32	Other (specify and explain)				
33	Total expenditures for road		1,476,692		
34	(52) Locomotives		746,089		
35	(53) Freight-train cars		1,117,078		
36	(54) Passenger-train cars		9,344		
37	(55) Highway revenue equipment				
38	(56) Floating equipment		22,216		
39	(57) Work equipment		19,967		
40	(58) Miscellaneous equipment				
41	Total expenditures for equipment		1,914,694		
42	(76) Interest during construction		26,889		
43	(77) Other expenditures-General		6,014		
44	Total general expenditures		32,703		
45	Total		3,424,089		
46	(80) Other elements of investment		171,648		
47	(90) Construction work in progress		2,132		
48	Grand Total		3,597,869		

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.
(e)	(f)	(g)	(h)	(i)	(j)	
\$ 853	\$ 163	\$ 690	\$ 27,246	\$ (1)	\$ 27,245	1
628	16,503	(15,815)	59,006		59,006	2
5,230	962	4,768	237,502	79,702	317,204	3
342	6	336	1,884		1,884	4
2,301	448	1,853	39,295	5,276	44,571	5
2,582	1,190	1,392	152,575		152,575	6
						7
2,686	186	2,500	67,904	20,512	88,416	8
4,532	787	3,745	156,455	31,529	187,984	9
5,439	696	4,743	123,840	10,757	134,597	10
578	519	59	58,344	6,951	65,295	11
6,538	411	6,127	98,667	14,585	113,252	12
8	8		11,662		11,662	13
410	(195)	605	70,242		70,242	14
295	98	197	7,826		7,826	15
144	(1)	145	1,490		1,490	16
1,022	17	1,005	5,030		5,030	17
1,147	41	1,106	39,911		39,911	18
			3		3	19
(24)	(2)	(22)	12		12	20
						21
1,233	245	988	18,312		18,312	22
2,720	950	1,770	48,186		48,186	23
16,140	836	15,304	157,583		157,583	24
104	(9)	113	985		985	25
1	(1)	2	3,606		3,606	26
33	(24)	57	1,118		1,118	27
1,907	3,116	(1,209)	51,825		51,825	28
868	313	555	42,893		42,893	29
706	(258)	964	23,726		23,726	30
(13)	38	(51)	1,431		1,431	31
						32
58,910	27,043	31,867	1,508,559	169,311	1,677,870	33
33,627	23,285	10,342	756,431		756,431	34
1,469	35,362	(33,893)	1,083,185		1,083,185	35
(1)		(1)	9,343		9,343	36
						37
483	262	221	22,437		22,437	38
61		61	20,028		20,028	39
35,639	58,909	(23,270)	1,891,424		1,891,424	40
	369	(369)	26,320		26,320	41
	55	(55)	5,959		5,959	42
	424	(424)	32,279		32,279	43
94,549	86,376	8,173	3,432,262	169,311	3,601,573	44
	2,337	(2,337)	169,311	(169,311)		45
(547)		(547)	1,585		1,585	46
94,002	88,713	5,289	3,603,158		3,603,158	47
						48

Under Provisions of FASE-13 - Capitalized Leases for 1982
 Col. e - \$ 268
 Col. f - \$(3,221)

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

\$6,367 No. AB-12
 (Sub No. 53F)

144.140 Miles of the Jacksonville - Athens Branch from M.P. 154.56 to M.P. 298.70.
 Abandoned March 1982.

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 _____			
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 _____	Less than 5% of total assets		
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	(2) 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
				9
				10
				11
				12
				13
				14
				15
Less than 5% of total assets				16
				17
				18
				19
				20
				21
				22
				23
				24
				25
				26
				27
				28
				29
				30
				31
				32
				33
				34
				35
				36
				37
				38
				39
				40
				41
				42
				43
				44
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				48

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

1. Show in columns (b) and (e), for each primary account, the depreciation base used to compute the depreciation charges for the month of January and in columns (c) and (f) show the depreciation base used to compute the depreciation charges 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 not included in account Nos. 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.

4. If 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	26,517	27,152	0.94			
2	(3) Grading	232,713	237,980	0.09			
3	(4) Other right-of-way expenditures	1,546	1,889	2.00			
4	(5) Tunnels and subways	37,442	39,570	0.77			
5	(6) Bridges, trestles, and culverts	151,178	152,360	1.65			
6	(7) Elevated structures						
7	(13) Fences, snowsheds, and signs	11,661	11,607	2.00			
8	(16) Station and office buildings	69,973	69,325	2.22			
9	(17) Roadway buildings	7,630	7,840	2.86			
10	(18) Water stations	1,345	1,493	3.33			
11	(19) Fuel stations	4,013	5,081	3.33			
12	(20) Shops and enginehouses	38,780	39,825	1.96			
13	(22) Storage warehouses	3	3	2.12			
14	(23) Wharves and docks	24	12	2.48			
15	(24) Coal and ore wharves						
16	(25) TOFC/COFC terminals	17,324	18,467	4.47			
17	(26) Communications systems	46,449	48,842	3.54			
18	(27) Signals and interlockers	142,286	153,441	3.27			
19	(29) Power plants	872	973	2.50			
20	(31) Power transmission systems	3,604	3,606	3.03			
21	(35) Miscellaneous structures	1,060	1,119	2.22			
22	(37) Roadway machines	52,249	52,708	6.00			
23	(39) Public improvements—Construction	42,333	42,896	2.23			
24	(44) Shop machinery	22,812	23,908	2.80			
25	(45) Power plant machinery	1,482	1,259	2.86			
26	All other road accounts						
27	Amortization (other than defense projects)						
28	Total road	913,296	941,356	2.01			
	EQUIPMENT						
29	(52) Locomotives	746,089	764,541	#			
30	(53) Freight-train cars	1,116,860	1,085,482	##			
31	(54) Passenger-train cars	9,343	9,343	2.70			
32	(55) Highway revenue equipment						
33	(56) Floating equipment						
34	(57) Work equipment	22,217	22,122	4.24			
35	(58) Miscellaneous equipment	19,949	20,010	7.28			
36	Total equipment	1,914,458	1,901,498	4.52			
37	GRAND TOTAL	2,827,754	2,842,854				

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 lines 27 and 36.

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 operating expenses	Other credits	Retirements	Other debits	
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
	ROAD						
1	(1) Engineering	6,985	251		45		7,191
2	(3) Grading	5,518	211		28		5,701
3	(4) Other, right-of-way	355	34		3		386
4	(5) Tunnels and subways	8,188	297		436		8,049
5	(6) Bridges, trestles, and culverts	67,382	2,502		381		69,503
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs	9,836	233		1		10,068
8	(16) Station and office buildings	25,845	1,556		1,981		25,420
9	(17) Roadway buildings	3,613	221		29		3,805
10	(18) Water stations	642	47		5		684
11	(19) Fuel stations	1,379	149		1		1,527
12	(20) Shops and enginehouses	13,181	768		154		13,795
13	(22) Storage warehouses						
14	(23) Wharves and docks	31			(2)		33
15	(24) Coal and ore wharves						
16	(25) TOFC/COFC terminals	4,508	782		248		5,042
17	(26) Communication systems	11,065	1,690		919		11,836
18	(27) Signals and interlockers	45,172	4,872		1,272		48,772
19	(29) Power plants	203	23				226
20	(31) Power-transmission systems	2,408	110		33		2,485
21	(35) Miscellaneous structures	668	24		14		678
22	(37) Roadway machines	22,479	4,275		3,226		23,528
23	(39) Public improvements—Construction	15,804	950		87		16,667
24	(44) Shop machinery*	3,193	649		42		3,800
25	(45) Power-plant machinery*	691	41		25		707
26	All other road accounts				3		(3)
27	Amortization (Adjustment)						
28	Total road	249,146	19,685		8,931		259,900
	EQUIPMENT						
29	(52) Locomotives	248,612	37,574		20,508		265,678
30	(53) Freight-train cars	392,391	45,702		32,154		405,939
31	(54) Passenger-train cars	6,416	220		5		6,631
32	(55) Highway revenue equipment	58					58
33	(56) Floating equipment						
34	(57) Work equipment	11,968	990		197		12,761
35	(58) Miscellaneous equipment	15,079	1,447		(8)		16,534
36	Amortization Adjustments						
37	Total Equipment	674,524	85,933		52,856		707,601
38	GRAND TOTAL	923,670	105,618		61,787		967,501

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

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			None			
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	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 on page 35. A debit balance in column (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."

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

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

5. 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% 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						

NOTES AND REMARKS

SCHEDULE 332. PAGE 30

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.

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 to compute

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 to compute the depreciation for December and dividing the total also 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.	(Dollars in thousands) 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 _____			
6	(7) Elevated structures _____			
7	(13) Fences, snowsheds, and signs _____	Total road leased to others is less than 5% of total road owned.		
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	Total road leased to others represents less than					
5	(6) Bridges, trestles, and culverts	5% of total road owned.					
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						
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	10,304	\$ 3,603,158	\$ 978,427
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	10,304	3,604,160	978,427
15					
16					
17		Less: Facilities Not In Service of			
18		Respondent:			
19	R	Guadalupe-Betteravia, CA - First main			
20		and way switching tracks leased to Santa			
21		Maria Valley R.R. Co.		100	(7)
22	R	Winehaven, CA. - Yard switching tracks			
23		leased to U.S. Government (Navy Dept.)		7	
24	R	Searles, CA. - Way switching tracks			
25		leased to Trona Railway Co.		5	
26	R	South Klamath Falls, Or. -Yard switching			
27		tracks leased to Burlington Northern		5	
28	R	Chemult, Or. - Way switching tracks			
29		leased to Burlington Northern		4	
30	R	Ogden, Utah-First and second main and yard			
31		and switching tracks leased to O.U.R.&D.Co.		164	
32	R	Tracks leased to O.U.R.&D.Co.(See Line 6)		333	
33		Sub-Total		618	(7)
34					
35					
36					
37					
38					
39		TOTAL	10,304	3,605,542	978,420

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 on page 35 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 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.

5. Dollars in thousands.

Line No.	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (proprietary companies) (d)	Other leased properties (e)
1	(1) Engineering	\$ 27,237	\$	\$	\$ 6
2	(2) Land for transportation purposes	58,987			8
3	(3) Grading	237,462			144
4	(4) Other right-of-way expenditures	1,884			
5	(5) Tunnels and subways	39,295			
6	(6) Bridges, trestles, and culverts	152,556			31
7	(7) Elevated structures	-			
8	(8) Ties	67,859			66
9	(9) Rails	156,401			122
10	(10) Other track material	123,813			104
11	(11) Ballast	58,331			43
12	(12) Track laying and surfacing	98,636			75
13	(13) Fences, snowsheds, and signs	11,659			1
14	(16) Station and office buildings	70,240			19
15	(17) Roadway buildings	7,826			
16	(18) Water stations	1,490			
17	(19) Fuel stations	5,030			
18	(20) Shops and enginehouses	39,906			
19	(22) Storage warehouses	3			
20	(23) Wharves and docks	12			
21	(24) Coal and ore wharves	-			
22	(25) TOFC/COFC terminals	18,312			
23	(26) Communication systems	48,186			
24	(27) Signals and interlockers	157,583			16
25	(29) Power plants	985			
26	(31) Power-transmission systems	3,602			
27	(35) Miscellaneous structures	1,118			
28	(37) Roadway machines	51,825			
29	(39) Public improvements—Construction	42,893			13
30	(44) Shop machinery	23,726			
31	(45) Power-plant machinery	1,431			
32	Leased property capitalized rentals (explain)	(333)			347
33	Other (specify & explain)				
34	Total expenditures for road	1,507,955			995
35	(52) Locomotives	756,431			
36	(53) Freight-train cars	1,083,185			
37	(54) Passenger-train cars	9,343			
38	(55) Highway revenue equipment				
39	(56) Floating equipment				
40	(57) Work equipment	22,437			
41	(58) Miscellaneous equipment	20,028			
42	Total expenditures for equipment	1,891,424			
43	(76) Interest during construction	26,309			4
44	(77) Other expenditures—General	5,956			3
45	Total general expenditures	32,265			7
46	Total	3,431,644			1,002
47	(80) Other elements of investment	169,311			
48	(90) Construction work in progress	1,585			
49	Grand Total	3,602,540			1,002

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

Disclose in the following schedules the required information concerning the respondents' leases.

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 amount's 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	\$ 7,234	\$ 6,383	\$ 5,446	\$ 4,709	\$ 4,667	\$ 15,971	\$ 44,410
	Less: Executory costs:							
2	- Taxes							
3	- Maintenance							
4	- Insurance							
5	- Other							
6	Total executory costs (2-5)							
7	Minimum lease payments (1, 6)	7,234	6,383	5,446	4,709	4,667	15,971	44,410
8	Less: Amount representing interest	2,524	2,140	1,794	1,505	1,231	3,190	12,384
9	Present value of minimum lease payments (line 7, 8)	4,710	4,243	3,652	3,204	3,436	12,781	32,026

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)
10	Present value of minimum lease payments from Part I above	\$
	Less than 1%	
11	Contingent rentals	
12	Minimum noncancelable sublease rentals	
13	Net rental expense	

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		
16	Shop and garage equipment		
17	Service cars and equipment		
18	Noncarrier operating property		
19	Other: (Specify)		
20			
21	Gross capitalized assets		
22	Less: Accumulated amortization		
23	Net capitalized lease assets		

Present values are less than 5% of long term debt.

Road Initials

SPTCo

Year 19 82

41

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	\$ 54,312	\$ 40,047	\$ 27,495	\$ 17,351	\$ 12,310	\$ 36,579	\$ 188,094
2	Minimum noncancelable sublease rentals							
3	Net minimum lease payments	54,312	40,047	27,495	17,351	12,310	36,579	188,094

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	\$ 54,312	\$ 40,146
5	Contingent rentals		
6	Less: Sublease rentals		
7	Total rental expense	54,312	40,146

Road Initials SPTCo

Year 19 82

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.	
1	(a) 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	
9	(b) Certain lease agreements have renewal or purchase options based upon
10	the then market value.
11	
12	
13	
14	
15	
16	
17	(c) None
18	
19	
20	
21	
22	
23	
24	
25	(d) None
26	
27	
28	
29	
30	
31	
32	
33	(e) None
34	
35	
36	
37	
38	
39	
40	

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	10 508	124	150	1 292	12 074	46	12 120
2	Bridge and Building	1 685	2	6		1 693	9	1 702
3	Signal	2 751	23	6		2 780	24	2 804
4	Communication	4 532	1 595	104	1 327	7 558	38	7 596
5	Other	16 950	2 542	1 011	1 840	22 343	110	22 453
	REPAIR AND MAINTENANCE:							
6	Roadway - Running	1 268	8	4 671	80	6 027	10	6 037
7	Roadway - Switching	93	1	341	6	441		441
8	Tunnels and Subways - Running	401	32	176	38	647		647
9	Tunnels and Subways - Switching	29	2	13	2	46		46
10	Bridges and Culverts - Running	3 714	942	670	199	5 525	10	5 535
11	Bridges and Culverts - Switching	271	69	49	15	404	1	405
12	Ties - Running	N/A	20 964	N/A	N/A	20 964	22	20 986
13	Ties - Switching	N/A	1 654	N/A	N/A	1 654	4	1 658
14	Rail - Running	N/A	14 259	N/A	N/A	14 259		14 259
15	Rail - Switching	N/A	582	N/A	N/A	582		582
16	Other Track Material - Running	N/A	8 678	N/A	N/A	8 678	5	8 683
17	Other Track Material - Switching	N/A	786	N/A	N/A	786		786
18	Ballast - Running	N/A	5 135	N/A	N/A	5 135	9	5 144
19	Ballast - Switching	N/A	320	N/A	N/A	320		320
20	Track laying and surfacing - Running	52 730	1 561	2 261	2 318	58 870	139	59 009
21	Track laying and surfacing - Switching	4 938	147	213	219	5 517	43	5 560
22	Road Property Damaged - Running	4 332	3 924	488	177	8 921		8 921
23	Road Property Damaged - Switching	316	286	36	13	651		651
24	Road Property Damaged - Other	135	89	20	7	251		251
25	Signals and Interlockers - Running	3 515	3 135	(29)	246	6 867	19	6 886
26	Signals and Interlockers - Switching	241	229	(1)	18	487	17	504
27	Communications Systems	7 179	663	(492)	81	7 431	7	7 438
28	Electric Power Systems	626	47	5	(1)	677		677
29	Highway Grade Crossings - Running	796	1 732	306	35	2 869	12	2 881
30	Highway Grade Crossings - Switching							
31	Station and Office Buildings	1 755	1 135	1 799	166	4 855	43	4 898
32	Shop Buildings - Locomotives	523	183	11		717	5	722
33	Shop Buildings - Freight Cars	112	152	93		357	N/A	357
34	Shop Buildings - Other Equipment	701	173	24	7	905	6	911

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	(49)	53		1	5		5
102	Miscellaneous Buildings and Structures	754	737	(1 242)	137	386	2	388
103	Coal Terminals						N/A	
104	Ore Terminals						N/A	
105	Other Marine Terminals	2				2	N/A	2
106	TOFC/COFC - Terminals	26	12	1 103		1 141	N/A	1 141
107	Motor Vehicle Loading and Distribution Facilities	1				1	N/A	1
108	Facilities for Other Specialized Service Operations	29	39			68	N/A	68
109	Roadway Machines	6 040	7 647	44	282	14 013	31	14 044
110	Small Tools and Supplies	102	7 641	1 727		9 470	2	9 472
111	Snow Removal	568	110	96	7	781		781
112	Fringe Benefits - Running	N/A	N/A	N/A	26 326	26 326	68	26 394
113	Fringe Benefits - Switching	N/A	N/A	N/A	676	676	7	683
114	Fringe Benefits - Other	N/A	N/A	N/A	9 864	9 864	46	9 910
115	Casualties and Insurance - Running	N/A	N/A	N/A	9 390	9 390	46	9 436
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	1	1		1
118	Lease Rentals - Debit - Running	N/A	N/A	33	N/A	33		33
119	Lease Rentals - Debit - Switching	N/A	N/A	466	N/A	466		466
120	Lease Rentals - Debit - Other	N/A	N/A	5 730	N/A	5 730		5 730
121	Lease Rentals - [Credit] - Running	N/A	N/A	(9)	N/A	(9)	()	(9)
122	Lease Rentals - [Credit] - Switching	N/A	N/A	(1)	N/A	(1)	()	(1)
123	Lease Rentals - [Credit] - Other	N/A	N/A	()	N/A	()	()	()
124	Joint Facility Rent - Debit - Running	N/A	N/A	2 345	N/A	2 345		2 345
125	Joint Facility Rent - Debit - Switching	N/A	N/A	1 659	N/A	1 659		1 659
126	Joint Facility Rent - Debit - Other	N/A	N/A	1	N/A	1		1
127	Joint Facility Rent - [Credit] - Running	N/A	N/A	(2 833)	N/A	(2 833)	()	(2 833)
128	Joint Facility Rent - [Credit] - Switching	N/A	N/A	(303)	N/A	(303)	()	(303)
129	Joint Facility Rent - [Credit] - Other	N/A	N/A	(23)	N/A	(23)	()	(23)
130	Other Rents - Debit - Running	N/A	N/A	33	N/A	33		33
131	Other Rents - Debit - Switching	N/A	N/A		N/A			
132	Other Rents - Debit - Other	N/A	N/A	945	N/A	945	1	946
133	Other Rents - [Credit] - Running	N/A	N/A	()	N/A	()	()	()

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)
	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	9 136	9 136	52	9 188
137	Depreciation - Switching	N/A	N/A	N/A	623	623	47	670
138	Depreciation - Other	N/A	N/A	N/A	9 132	9 132	49	9 181
139	Joint Facility - Debit - Running	N/A	N/A	9 170	N/A	9 170		9 170
140	Joint Facility - Debit - Switching	N/A	N/A	786	N/A	786		786
141	Joint Facility - Debit - Other	N/A	N/A	4	N/A	4		4
142	Joint Facility - [Credit] - Running	N/A	N/A	(6 824)	N/A	(6 824)	()	(6 824)
143	Joint Facility - [Credit] - Switching	N/A	N/A	(659)	N/A	(659)	()	(659)
144	Joint Facility - [Credit] - Other	N/A	N/A	(59)	N/A	(59)	()	(59)
145	Dismantling Retired Road Property - Running	561	2	315	130	1 008	8	1 016
146	Dismantling Retired Road Property - Switching	41		23	9	73	1	74
147	Dismantling Retired Road Property - Other	8		3		11		11
148	Other - Running	304	(253)	(30)	442	463		463
149	Other - Switching	22	(18)	(2)	32	34		34
150	Other - Other	(1 222)	61	60	(373)	(1 474)		(1 474)
151	Total Way and Structures	127 288	87 205	24 489	73 899	312 881	939	313 820
	EQUIPMENT:							
	LOCOMOTIVES:							
201	Administration	8 156	307	401	398	9 262	38	9 300
202	Repair and Maintenance	56 783	40 438	4 644	681	102 546	1 095	103 641
203	Machinery Repair	1 500	721	22		2 243	21	2 264
204	Equipment Damaged	7	3			10		10
205	Fringe Benefits	N/A	N/A	N/A	14 747	14 747	72	14 819
206	Other Casualties and Insurance	N/A	N/A	N/A	3 441	3 441	14	3 455
207	Lease Rentals - Debit	N/A	N/A	7 539	N/A	7 539	39	7 578
208	Lease Rentals - [Credit]	N/A	N/A	(2 792)	N/A	(2 792)	()	(2 792)
209	Joint Facility Rent - Debit	N/A	N/A	47	N/A	47		47
210	Joint Facility Rent - [Credit]	N/A	N/A	(28)	N/A	(28)	()	(28)
211	Other Rents - Debit	N/A	N/A		N/A			
212	Other Rents - [Credit]	N/A	N/A	(221)	N/A	(221)	()	(221)
213	Depreciation	N/A	N/A	N/A	37 667	37 667	209	37 876
214	Joint Facility - Debit	N/A	N/A	1 066	N/A	1 066		1 066
215	Joint Facility - [Credit]	N/A	N/A	(143)	N/A	(143)	()	(143)
216	Repairs Billed to Others - [Credit]	N/A	N/A	(6 568)	N/A	(6 568)	()	(6 568)

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	8				8		8
218	Other	241	(8)	1	204	438	1	439
219	Total Locomotives	66 695	41 461	3 968	57 138	169 262	1 489	170 751
	FREIGHT CARS:							
220	Administration	5 864	606	561	749	7 780	N/A	7 780
221	Repair and Maintenance	25 378	22 016	50 672	46	98 112	N/A	98 112
222	Machinery Repair	315	104	(4)		415	N/A	415
223	Equipment Damaged	2		9 031		9 033	N/A	9 033
224	Fringe Benefits	N/A	N/A	N/A	7 074	7 074	N/A	7 074
225	Other Casualties and Insurance	N/A	N/A	N/A	3 452	3 452	N/A	3 452
226	Lease Rentals - Debit	N/A	N/A	26 428	N/A	26 428	N/A	26 428
227	Lease Rentals - [Credit]	N/A	N/A	(10 421)	N/A	(10 421)	N/A	(10 421)
228	Joint Facility Rent - Debit	N/A	N/A	13	N/A	13	N/A	13
229	Joint Facility Rent - [Credit]	N/A	N/A	(31)	N/A	(31)	N/A	(31)
230	Other Rents - Debit	N/A	N/A	250 000	N/A	250 000	N/A	250 000
231	Other Rents - [Credit]	N/A	N/A	(76 243)	N/A	(76 243)	N/A	(76 243)
232	Depreciation	N/A	N/A	N/A	46 069	46 069	N/A	46 069
233	Joint Facility - Debit	N/A	N/A	49	N/A	49	N/A	49
234	Joint Facility - [Credit]	N/A	N/A	(243)	N/A	(243)	N/A	(243)
235	Repairs Billed to Others - [Credit]	N/A	N/A	(30 361)	N/A	(30 361)	N/A	(30 361)
236	Dismantling Retired Property	80				80	N/A	80
237	Other	139		9	184	332	N/A	332
238	Total Freight Cars	31 778	22 726	219 460	57 574	331 538	N/A	331 538
	OTHER EQUIPMENT:							
301	Administration	(237)	327	273	1 073	1 436	(27)	1 409
	Repair and Maintenance:							
302	Trucks, Trailers, and Containers - Revenue Service		13	2 029	(30)	2 012	N/A	2 012
303	Floating Equipment - Revenue Service						N/A	
304	Passenger and Other Revenue Equipment	1 532	9	35	(285)	1 291	1 304	2 595
305	Computers and Data Processing Systems							
306	Machinery	91	35	21		147	1	148
307	Work and Other Non-Revenue Equipment	3 787	7 070	162	162	11 181	61	11 242
308	Equipment Damaged							
309	Fringe Benefits	N/A	N/A	N/A	11 893	11 893	187	12 080
310	Other Casualties and Insurance	N/A	N/A	N/A	2 326	2 326		2 326
311	Lease Rentals - Debit	N/A	N/A	25 188	N/A	25 188		25 188
312	Lease Rentals - [Credit]	N/A	N/A	(428)	N/A	(428)	()	(428)

Road Initials

SPTCO

Year 19 82

RC-138100

SOUTHERN PACIFIC

1982

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410. RAILWAY OPERATING EXPENSE - Continued

Line No.	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)
		Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)		
		\$	\$	\$	\$	\$	\$	\$
	OTHER EQUIPMENT—Continued:							
313	Joint Facility Rent - Debit	N/A	N/A	71	N/A	71		71
314	Joint Facility Rent - [Credit]	N/A	N/A	(14)	N/A	(14)	()	(14)
315	Other Rents - Debit	N/A	N/A	18 807	N/A	18 807	3	18 810
316	Other Rents - [Credit]	N/A	N/A	(532)	N/A	(532)	()	(532)
317	Depreciation	N/A	N/A	N/A	2 576	2 576	223	2 799
318	Joint Facility - Debit	N/A	N/A		N/A			
319	Joint Facility - [Credit]	N/A	N/A	(48)	N/A	(48)	()	(48)
320	Repairs Billed to Others - [Credit]	N/A	N/A	(69)	N/A	(69)	()	(69)
321	Dismantling Retired Property							
322	Other			2		2	1	3
323	Total Other Equipment	5 173	7 454	45 497	17 715	75 839	1 753	77 592
324	Total Equipment	103 646	71 641	268 925	132 427	576 639	3 242	579 881
	TRANSPORTATION:							
	TRAIN OPERATIONS:							
401	Administration	5 237	835	2 129	820	9 021	138	9 159
402	Engine Crews	79 451	3	840	864	81 158	1 893	83 051
403	Train Crews	120 893	331	39	6 142	127 405	2 774	130 179
404	Dispatching Trains	8 903	3	13		8 919	121	9 040
405	Operating Signals and Interlockers	11 833	1 446	32	4	13 315	221	13 536
406	Operating Drawbridges	1 925	21	1	7	1 954		1 954
407	Highway Crossing Protection	(430)	20	12		(398)		(398)
408	Train Inspection and Lubrication	13 772	7 538	47		21 357	888	22 245
409	Locomotive Fuel		226 754			226 754	1 850	228 604
410	Electric Power Purchased or Produced for Motive Power							
411	Servicing Locomotives	20 481	3 463	113	(41)	24 016	755	24 771
412	Freight Lost or Damaged - Solely Related	N/A	N/A	N/A				
413	Clearing Wrecks	1 912	516	4 304	25	6 757	2	6 759
414	Fringe Benefits	N/A	N/A	N/A	47 980	47 980	1 794	49 774
415	Other Casualties and Insurance	N/A	N/A	N/A	18 717	18 717	285	19 002
416	Joint Facility - Debit	N/A	N/A	1 585	N/A	1 585		1 585
417	Joint Facility - [Credit]	N/A	N/A	(1 975)	N/A	(1 975)	()	(1 975)
418	Other	634	301	1 128	(617)	1 446	17	1 463
419	Total Train Operations	264 611	241 231	8 268	73 901	588 011	10 738	598 749
	YARD OPERATIONS:							
420	Administration	3 120	6	2	20	3 148	31	3 179
421	Switch Crews	71 274	482	176	1	71 933	500	72 433

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	12,304	79	3,770	28	16,181	150	16,331
423	Yard and Terminal Clerical	29,713	2,106	7	228	32,054		32,054
424	Operating Switches, Signals, Retarders and Humps	8,251	79	3		8,333	576	8,909
425	Locomotive Fuel		10,828			10,828	22	10,850
426	Electric Power Purchased or Produced for Motive Power							
427	Servicing Locomotives	1,267	26	5		1,298		1,298
428	Freight Lost or Damaged - Solely Related	N/A	N/A	N/A				
429	Clearing Wrecks		21	968	11	1,000		1,000
430	Fringe Benefits	N/A	N/A	N/A	24,032	24,032	365	24,397
431	Other Casualties and Insurance	N/A	N/A	N/A	18,557	18,557	184	18,741
432	Joint Facility - Debit	N/A	N/A	11,165	N/A	11,165		11,165
433	Joint Facility - [Credit]	N/A	N/A	(2,657)	N/A	(2,657)		(2,657)
434	Other	305	5	628	1,110	2,048	44	2,092
435	Total Yard Operations	126,234	13,632	14,067	43,987	197,920	1,872	199,792
	TRAIN AND YARD OPERATIONS COMMON:							
501	Cleaning Car Interiors	1,521	(1,013)	(9)	N/A	499	1,140	1,639
502	Adjusting and Transferring Loads	3,139	30	153	N/A	3,322	N/A	3,322
503	Car Loading Devices and Grain Doors	785	487	(10)	N/A	1,262	N/A	1,262
504	Freight Lost or Damaged - all other	N/A	N/A	N/A	13,827	13,827		13,827
505	Fringe Benefits	N/A	N/A	N/A	1,005	1,005	298	1,303
506	Total Train and Yard Operations Common	5,445	(496)	134	14,832	19,915	1,438	21,353
	SPECIALIZED SERVICE OPERATIONS:							
507	Administration	1,259	(212)	194	253	1,494	N/A	1,494
508	Pickup & Delivery and Marine Line Haul	1		7,959		7,961	N/A	7,961
509	Loading & Unloading and Local Marine	4	9	29,297		29,310	N/A	29,310
510	Protective Services		1,168	5,611		6,779	N/A	6,779
511	Freight Lost or Damaged - Solely Related	N/A	N/A	N/A			N/A	
512	Fringe Benefits	N/A	N/A	N/A	191	191	N/A	191
513	Casualties and Insurance	N/A	N/A	N/A			N/A	
514	Joint Facility - Debit	N/A	N/A	42	N/A	42	N/A	42
515	Joint Facility - [Credit]	N/A	N/A	(972)	N/A	(972)	N/A	(972)
516	Other		8			8	N/A	8
517	Total Specialized Services Operations	1,265	973	42,131	444	44,813	N/A	44,813
	ADMINISTRATIVE SUPPORT OPERATIONS:							
518	Administration	26,810	1,218	1,165	1,649	30,842	944	31,786

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	31,792	1,888	1,851	326	35,857	1,427	37,284
520	Communication Systems Operation	3,798	272	2,948	94	7,112	3	7,115
521	Loss and Damage Claims Processing	3,879	89	50	414	4,432	3	4,435
522	Fringe Benefits	N/A	N/A	N/A	45,131	45,131	582	45,713
523	Casualties and Insurance	N/A	N/A	N/A	2,563	2,563	79	2,642
524	Joint Facility - Debit	N/A	N/A	(12)	N/A	(12)		(12)
525	Joint Facility - [Credit]	N/A	N/A	(17)	N/A	(17)		(17)
526	Other	326	26	1,179	1,770	3,301	22	3,323
527	Total Administrative Support Operations	66,605	3,493	7,164	51,947	129,209	3,060	132,269
528	Total Transportation	464,160	258,833	71,764	185,111	979,868	17,108	996,976
	GENERAL AND ADMINISTRATIVE:							
601	Officers - General Administration	3 300	576	11,842	(497)	15,221	62	15,283
602	Accounting, Auditing and Finance	22,136	1,663	(328)	202	23,673	412	24,085
603	Management Services and Data Processing	9,748	604	(10)	157	10,499	181	10,680
604	Marketing	7,915	105	676	908	9,604		9,604
605	Sales	13,993	1,004	572	2,691	18,260	8	18,268
606	Industrial Development	51			130	181	N/A	181
607	Personnel and Labor Relations	1,174			162	1,336	23	1,359
608	Legal and Secretarial	6,136	228	10,770	852	17,986	125	18,111
609	Public Relations and Advertising	113	1	20	29	163	5	168
610	Research and Development	358		1	10	369	7	376
611	Fringe Benefits	N/A	N/A	N/A	28,727	28,727	78	28,805
612	Casualties and Insurance	N/A	N/A	N/A	(224)	(224)	(1)	(225)
613	Writedown of Uncollectible Accounts	N/A	N/A	N/A	4,546	4,546	54	4,600
614	Property Taxes	N/A	N/A	N/A	18,439	18,439	349	18,788
615	Other Taxes Except on Corporate Income or Payrolls	N/A	N/A	N/A	22,648	22,648	396	23,044
616	Joint Facility - Debit	N/A	N/A	646	N/A	646		646
617	Joint Facility - [Credit]	N/A	N/A	(46)	N/A	(46)		(46)
618	Other	17,754	411	757	5,772	24,694	392	25,086
619	Total General and Administrative	82,678	4,592	24,900	84,552	196,722	2,091	198,813
620	Total Carrier Operating Expenses	777,772	422,271	390,078	475,989	2,066,110	23,380	2,089,490

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 column (e), 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. Amortization adjustment of each road property type which is included in column (b) shall be repeated in column (e) as a debit or credit to the appropriate line item; the net adjustment on line 35 shall equal the adjustment reported on line 27 of schedule 335.

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

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

7. Dollars in thousands.

Line No.	Property account	Category (a)	Depreciation (b)	Retirement (c)	Lease/Rentals (net) (d)	Amortization Adjustment During year (e)
1	1	Engineering	\$ 254	\$ 119	\$ 43	
2	2	Land for transportation purposes	N/A	N/A	58	
3	3	Grading	212	1 245	1 035	
4	4	Other right-of-way expenditures	34			
5	5	Tunnels and subways	298			
6	6	Bridges, trestles and culverts	2 513	N/A	223	
7	7	Elevated structures		N/A		
8	8	Ties	N/A	353	474	
9	9	Rails	N/A	141	877	
10	10	Other track material	N/A	190	747	
11	11	Ballast	N/A	646	309	
12	12	Track laying and surfacing	N/A	518	539	
13	13	Fences, snowsheds and signs	234	N/A	7	
14	16	Station and office buildings	1 394	N/A	137	
15	17	Roadway buildings	222	N/A		
16	18	Water stations	48	N/A		
17	19	Fuel stations	149	N/A		
18	20	Shops and enginehouses	772	N/A		
19	22	Storage warehouses		N/A		
20	23	Wharves and docks		N/A		
21	24	Coal and ore wharves		N/A		
22	25	TOFC/COFC terminals	785	N/A		
23	26	Communications systems	1 697	N/A		
24	27	Signals and interlockers	4 893	N/A	115	
25	29	Power plants	23	N/A		
26	31	Power transmission systems	110	N/A		
27	35	Miscellaneous structures	24	N/A		
28	37	Roadway machines	4 275	N/A		
29	39	Public improvements; construction	954		94	
30	45	Power plant machines		N/A		
31	76	Interest during construction	N/A	349	N/A	
32	77	Other expenditures; general	N/A	72	N/A	
33	80	Other elements of investment	N/A	1 150	N/A	
34	-	Other lease/rentals			2 539	
35	-	Total	18 891	4 783	7 197	

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					841	857
2	Box-Plain 50 Foot and Longer		6,777	15,460	2,320	9,247	24,991
3	Box-Equipped		2,394	6,189	1	8,947	11,697
4	Gondola-Plain		659	1,515	886	3,013	6,412
5	Gondola-Equipped		167	1,273	3	675	1,253
6	Hopper-Covered		920	2,371	20,596	3,348	11,869
7	Hopper-Open Top-General Service		570	1,452	43	1,650	3,905
8	Hopper-Open Top-Special Service						
9	Refrigerator-Mechanical				625	8,012	1,696
10	Refrigerator-Non-Mechanical		3,227	7,530	2,221	3,688	10,624
11	Flat TOFC/COFC		268	618	21,953	944	3,075
12	Flat Multi-Level		2,32	13,433	4,516	3,825	1,019
13	Flat-General Service		449	391	126	265	424
14	Flat-Other		814	1,885	1,169	1,394	4,257
15	Tank-Under 22,000 Gallons				31,951		
16	Tank-22,000 Gallons and Over				16,904		
17	All Other Freight Cars		46	686	796	4,126	8,108
18	Auto Racks			4,822	1		5,727
19	Total Freight Train Cars		18,618	57,625	104,111	49,975	95,914
	OTHER FREIGHT CARRYING EQUIPMENT						
20	Refrigerated Trailers				4		
21	Other Trailers			527	9,450		4,616
22	Refrigerated Containers						
23	Other Containers				193		
24	Total Trailers & Containers			527	9,647		4,616
25	Grand Total (Lines 19 & 24)		18,618	58,152	113,758	49,975	100,530

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					841	857
2	Box-Plain 50 Foot and Longer		6,777	15,460	2,320	9,247	24,991
3	Box-Equipped		2,394	6,189	1	1,705	15,959
4	Gondola-Plain		659	1,515	886	3,013	5,412
5	Gondola-Equipped		167	1,273	3	675	1,253
6	Hopper-Covered		920	2,371	20,596	3,348	11,869
7	Hopper-Open Top-General Service		570	1,452	43	1,650	3,905
8	Hopper-Open Top-Special Service						
9	Refrigerator-Mechanical				625	8,012	1,696
10	Refrigerator-Non-Mechanical		3,227	7,530	2,221	3,688	10,624
11	Flat T/FC/COFC		268	618	21,953	944	3,075
12	Flat Multi-Level		2,327	13,433	4,516	3,825	1,019
13	Flat-General Service		449	391	126	265	424
14	Flat-Other		814	1,885	1,169	1,394	4,257
15	Tank-Under 22,000 Gallons				31,951		
16	Tank-22,000 Gallons and Over				16,904		
17	All Other Freight Cars		46	686	796	1,368	3,846
18	Auto Racks			4,822	1		5,727
19	Total Freight Train Cars		18,618	57,625	104,111	49,975	95,914
	OTHER FREIGHT CARRYING EQUIPMENT						
20	Refrigerated Trailers				4		
21	Other Trailers			527	9,450		4,616
22	Refrigerated Containers				193		
23	Other Containers						
24	Total Trailers & Containers			527	9,647		4,616
25	Grand Total (Lines 19 & 24)		18,618	58,152	113,758	49,975	100,530

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) locomotives: line 5 plus line 38 compared to the sum of Schedule 410, lines 202, 203 plus 216. 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-Order Equipment (line 40), and Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, the sum of lines 302 through 307. 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). 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 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. Amortization adjustment of each equipment type which is included in column (c) shall be reported in column (e) as a debit or credit to the appropriate line item, the net adjustment on line 43 shall equal the equipment amortization adjustment reported on line 36 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 charges 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 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 (h) and (i) and should not include the cost of equipment used, but not owned, when the rents therefore 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 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 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 in column (c) of Schedule 332 should equal the combined aggregate totals of line items comprising the equipment depreciation bases of columns (h) and (i).
9. Accumulated depreciation for each class of equipment shall be reported in columns (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 columns (j) and (k).

SCHEDULE 415. SUPPORTING SCHEDULE: EQUIPMENT

SEE INSTRUCTIONS ON PAGE 53

Line No.	Types of Equipment (a)	Repairs ¹ (Net Expense) (b)	Depreciation		Amortization
			Owned (c)	Capitalized lease (d)	Adjustment net during year (e)
LOCOMOTIVES:					
1	Diesel Locomotive - Yard	\$ 10,615	\$ 3,740	\$	\$
2	Diesel Locomotive - Road	85,363	33,494	131	
3	Other Locomotive - Yard				
4	Other Locomotive - Road				
5	TOTAL	95,978	37,234	131	
FREIGHT TRAIN CARS:					
6	Box-Plain 40 Foot	298	10		
7	Box-Plain 50 Foot and Longer	13,198	12,687	1,016	
8	Box-Equipped	6,169	2,629	425	
9	Gondola-Plain	1,975	1,484		
10	Gondola-Equipped	2,080	1,789	78	
11	Hopper-Covered	6,752	1,583		
12	Hopper-Open Top-General Service	2,458	2,810		
13	Hopper-Open Top-Special Service	285	248		
14	Refrigerator-Mechanical		* 3,602		
15	Refrigerator-Nonmechanical	9,223	7,020	526	
16	Flat TOFC/COFC	5,055	481		
17	Flat Multi-level	3,266	2,368		
18	Flat-General Service	2,054	596		
19	Flat-Other	4,095	1,368	138	
20	All Other Freight Cars	7,162	117		
21	Cabooses	2,186	664		
22	Auto Racks	1,495	4,113		
23	Miscellaneous Accessories				
24	TOTAL FREIGHT TRAIN CARS	67,751	43,519	2,183	
OTHER EQUIPMENT-REVENUE FREIGHT					
HIGHWAY EQUIPMENT					
25	Refrigerated Trailers				
26	Other Trailers	2,012			
27	Refrigerated Containers				
28	Other Containers				
29	Bogies				
30	Chasis				
31	Other Highway Equipment (Freight)				
32	TOTAL HIGHWAY EQUIPMENT	2,012			
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)	1,291			
37	Computer & Data Processing Equipment		121		
38	Machinery - Locomotives ¹	2,243	302		
39	Machinery - Freight Cars ²	415	367		
40	Machinery - Other Equipment ¹	147	21		
41	Work & Other Non-revenue Equipment	11,112	2,358	76	
42	TOTAL OTHER EQUIPMENT	15,208	3,169	76	
43	TOTAL, ALL EQUIPMENT (FREIGHT PORTION)	180,949	83,922	2,390	

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.

* Refrigerator - Mechanical cars maintained by leasee.

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SCHEDULE 415. SUPPORTING SCHEDULE: EQUIPMENT

SEE INSTRUCTIONS ON PAGE 53

Line No.	Types of Equipment (a)	Repairs (Net Expense) (b)	Depreciation		Amortization
			Owned (c)	Capitalized lease (d)	Adjustment net during year (e)
LOCOMOTIVES:					
1	Diesel Locomotive - Yard	\$ 10,615	\$ 3,740	\$	\$
2	Diesel Locomotive - Road	85,363	33,494	131	
3	Other Locomotive - Yard				
4	Other Locomotive - Road				
5	TOTAL	95,978	37,234	131	
FREIGHT TRAIN CARS:					
6	Box-Plain 40 Foot	6	10		
7	Box-Plain 50 Foot and Longer	17,962	12,687	1,016	
8	Box-Equipped	5,135	2,629	425	
9	Gondola-Plain	1,842	1,434		
10	Gondola-Equipped	2,796	1,789	78	
11	Hopper-Covered	3,975	1,583		
12	Hopper-Open Top-General Service	3,843	2,810		
13	Hopper-Open Top-Special Service	543	248		
14	Refrigerator-Mechanical		* 3,602		
15	Refrigerator-Nonmechanical	10,197	7,020	526	
16	Flat TOFC/COFC	1,153	481		
17	Flat Multi-level	3,531	2,368		
18	Flat-General Service	3,710	596		
19	Flat-Other	6,069	1,368	138	
20	All Other Freight Cars	1,234	117		
21	Cabooses	4,260	664		
22	Auto Racks	1,495	4,113		
23	Miscellaneous Accessories				
24	TOTAL FREIGHT TRAIN CARS	67,751	43,519	2,183	
OTHER EQUIPMENT-REVENUE FREIGHT					
HIGHWAY EQUIPMENT					
25	Refrigerated Trailers				
26	Other Trailers	2,012			
27	Refrigerated Containers				
28	Other Containers				
29	Bogies				
30	Chasis				
31	Other Highway Equipment (Freight)				
32	TOTAL HIGHWAY EQUIPMENT	2,012			
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)	1,291			
37	Computer & Data Processing Equipment		121		
38	Machinery - Locomotives ¹	2,243	302		
39	Machinery - Freight Cars ²	415	367		
40	Machinery - Other Equipment ³	147	21		
41	Work & Other Non-revenue Equipment	11,112	2,358	76	
42	TOTAL OTHER EQUIPMENT	15,208	3,169	76	
43	TOTAL, ALL EQUIPMENT (FREIGHT PORTION)	180,949	83,922	2,390	

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.

* Refrigerator - Mechanical cars maintained by leasee.

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Not in Publication

SEE INSTRUCTIONS ON PAGE 53

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)
\$		\$ 84,264	2,353	\$ 29,275	
	4,526	677,924		235,049	1,354
	4,526	762,188	2,353	264,324	1,354
		252		5,253	
	5,518	296,390	10,049	67,080	6,350
	517	72,706	1,023	21,556	3,807
		35,766		16,536	
	882	57,715	1,745	23,384	460
		48,700		19,299	
		69,697		20,388	
		7,129		5,875	
		106,388	16,131	83,733	
	8,138	128,192		51,438	4,816
		16,648		3,852	
		61,982		11,790	
		20,184		16,536	
	952	49,313	1,883	16,887	1,412
		4,149		3,074	
		21,100		4,436	
		58,340		17,977	
	16,007	1,054,651	30,831	389,094	16,845
	5,178			58	
	5,178			58	
		9,343		6,631	
	11,536	1,262		1,970	3
		10,120		1,693	
		14,368		2,586	
		679		229	
	Ø 12,585	41,499	633	29,105	190
	Ø 24,121	77,271	633	42,214	193
	Ø 49,832	1,894,110	33,817	695,690	18,392

*The data to be reported on lines 38, 39, and 40 in columns (h) and (i), 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 (k) is calculated by multiplying the investment in each element by the effective composite rate for property account 44, and then adding or subtracting the adjustment reported in column (e) should equal amount shown in column (k) schedule 335.

not in Publication

SEE INSTRUCTIONS ON PAGE 53					
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)
\$		\$ 84,264	2,353	\$ 29,275	
	4,526	677,924		235,049	1,354
	4,526	762,188	2,353	264,324	1,354
	5,518	296,390	10,049	67,080	6,350
	517	72,706	1,023	21,556	3,807
		35,766		16,536	
	882	57,715	1,745	23,384	460
		48,700		19,299	
		69,697		20,388	
		7,129		5,875	
		106,388	16,131	83,733	
	8,138	128,192		51,438	4,816
		16,648		3,852	
		61,982		11,790	
		20,184		16,536	
	952	49,313	1,883	16,887	1,412
		4,149		3,074	
		21,100		4,436	
		58,340		17,977	
	16,007	1,054,651	30,831	389,094	16,845
	5,178			58	
	5,178			58	
		9,343		6,631	
	11,536	1,262		1,970	3
		10,120		1,693	
		14,368		2,586	
		679		229	
	17,585				
	17,763	41,499	633	29,105	190
	24121 29,299	77,271	633	42,214	193
	49,532				
	55,010	1,894,110	33,817	695,690	18,392

The data to be reported on lines 38, 39, and 40 in columns (h) and (i), 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 (k) is calculated by multiplying the investment in each element by the effective composite rate for property account 44, and then adding or subtracting the adjustment reported in column (e) should equal amount shown in column (c) schedule 335.

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 (total debits and credits). The expenses on line 4, column (h) relate to refrigerator cars only.

8. Report in column (i) total expenses incurred in performing rail substitute service, other highway revenue service, LCL terminal operations, warehouse operations, freight car transloading, grain elevator terminal operations and livestock feeding operations only.

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	\$ 1,494	\$	\$	\$	\$	\$	\$	\$	\$ 1,494
2	Pick up & delivery, marine line haul	7,961						N/A		7,961
3	Loading and unloading and local marine	22,366					6,944	N/A		29,310
4	Protective services Total debit and credits							6,779		6,779
5	Freight lost or damaged-solely related									
6	Fringe benefits	191								191
7	Casualty and insurance									
8	Joint facility - Debit	42								42
9	Joint facility - Credit	972								972
10	Other	8								8
11	Total	31,090					6,944	6,779		44,813

Road Initials:

SPT Co.

Year 19 82

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 _____	64
	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 _____	5
13	Ties - Switching _____	
14	Rail - Running _____	3
15	Rail - Switching _____	
16	Other Track Material - Running _____	33
17	Other Track Material - Switching _____	
18	Ballast - Running _____	
19	Ballast - Switching _____	
20	Track laying and surfacing - Running _____	1,541
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 _____	92
26	Signals and Interlockers - Switching _____	
27	Communications systems _____	
28	Electric Power Systems _____	
29	Highway Grade Crossings - Running _____	
30	Highway Grade Crossings - Switching _____	
31	Station and Office Buildings _____	59
32	Shop Buildings - Locomotives _____	64
33	Shop Buildings - Other Equipment _____	

419. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION—Continued

Line No.	Name of Account (a)	Amount (b)
	Repair and Maintenance—Continued	\$
101	Locomotive Servicing Facilities	65
102	Miscellaneous Buildings and Structures	
109	Roadway Machines	
110	Small Tools and Supplies	(1)
111	Snow Removal	
112	Fringe Benefits - Running	
113	Fringe Benefits - Switching	5
114	Fringe Benefits - Other	
115	Casualties and Insurance - Running	10
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	
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	
151	Total WAY AND STRUCTURES	1,940

419. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION—Continued

Line No.	Name of Account (a)	Amount (b)
	EQUIPMENT	\$
	Locomotives	
201	Administration _____	127
202	Repair and Maintenance _____	740
203	Machinery Repair _____	
204	Equipment Damaged _____	
205	Fringe Benefits _____	
206	Other Casualties and Insurance _____	13
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 _____	880
	Other Equipment	
301	Administration _____	594
	Repair and Maintenance:	
304	Passenger and Other Revenue Equipment _____	904
305	Computers and Data Processing System _____	
306	Machinery _____	
307	Work and Other Non-Revenue Equipment _____	
308	Equipment Damaged _____	
309	Fringe Benefits _____	122
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 _____	1,620
324	TOTAL EQUIPMENT _____	2,500

419. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION—Continued

Line No.	Name of Account (a)	Amount (b)
	TRANSPORTATION	\$
	Train Operation	
401	Administration _____	
402	Engine Crews _____	5,389
403	Train Crews _____	6,834
404	Dispatching Trains _____	191
405	Operating Signals and Interlockers _____	
406	Operating Drawbridges _____	
407	Highway Crossing Protection _____	
408	Train Inspection and Lubrication _____	
409	Locomotive Fuel _____	3,477
410	Electric Power Purchased or Produced for Motive Power _____	
411	Servicing Locomotives _____	155
412	Freight Lost or Damaged - Solely Related _____	
413	Clearing Wrecks _____	
414	Fringe Benefits _____	6
415	Other Casualties and Insurance _____	58
416	Joint Facility - Debit _____	
417	Joint Facility - (Credit) _____	
418	Other _____	1,420
419	Total Train Operations _____	17,530
	Yard Operations	
420	Administration _____	
421	Switch Crews _____	341
422	Controlling Operations _____	
423	Yard and Terminal Clerical _____	76
424	Operating Switches, Signals, Retarders and Humps _____	99
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 _____	58
432	Joint Facility - Debit _____	4
433	Joint Facility - (Credit) _____	
434	Other _____	
435	Total Yard Operations _____	578

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 _____	840
504	Freight Lost or Damaged - all other _____	
505	Fringe Benefits _____	
506	Total Train and Yard Operations Common _____	840
	Administrative Support Operations	
518	Administration _____	450
519	Employees Performing Clerical and Accounting Functions _____	537
520	Communication Systems Operation _____	73
521	Loss and Damage Claims Processing _____	
522	Fringe Benefits _____	914
523	Casualties and Insurance _____	
524	Joint Facility - Debit _____	
525	Joint Facility - (Credit) _____	
526	Other _____	
527	Total Administrative Support Operations _____	1,974
528	TOTAL TRANSPORTATION _____	20,922
	GENERAL AND ADMINISTRATIVE	\$
601	Officers - General Administration _____	320
602	Accounting, Auditing and Finance _____	169
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 _____	92
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 _____	167
619	TOTAL GENERAL AND ADMINISTRATIVE _____	778
620	TOTAL REMUNERATIONS _____	26,140

Schedule 450 Analysis of Taxes

Report dollars in thousands

A. Railway Taxes

Line No.	Kind of Tax (a)	Amount (b)
1	Other than U.S. Government Taxes *	\$ 40,692
	U.S. Government Taxes	
	Income Taxes:	
2	Normal tax and surtax	(1)
3	Excess Profits	
4	Total Income Taxes	(1)
5	Railroad Retirement	113,171
6	Hospital Insurance	7,423
7	Supplemental Annuities	11,903
8	Unemployment insurance	10,735
9	All other United States Taxes	1,127
10	Total - U. S. Government Taxes	144,358
11	Total - Railway Taxes	185,050

* Includes (\$13) for State Income Tax - Acct. 556

B. Adjustments to Federal Income Taxes

1. In column (a) are listed the particulars which most often cause a differential between taxable income and pretax accounting income. Other particulars which cause such a differential should be listed under the caption "Other", 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 19 in columns (c) and (d) should agree with the total of the contra charges (credits) to account 557, "Provision for deferred taxes," and account 591, "Provision for deferred taxes—extraordinary items," for the current year.

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

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. #	\$ 384,663	\$ 40,716	\$	\$ 425,379
2	Accelerated amortization of facilities Sec. 168, I.R.C.	68,780	(927)		67,853
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.	42,870	(3,935)		38,935
4	Amortization of rights of way, Sec. 185 I.R.C.				
5	Other (Specify)				
6	ACRS Deprec. of track structure	45,504	16,259		61,763
7	Fed. Tax credit (on deferred State)	(2,934)	56		(2,878)
8	Casualty Reserve	(6,379)	641		(5,738)
9	Amortization of Capital Leases	(6,302)	128		(6,174)
10	Allocated to or from affiliates	(47,304)	(11,717)		(59,021)
11	Net Operating Loss	(43,222)		(44,493)	(87,715)
12	Involuntary conversions	6,556	4,684		11,240
13	Payroll Taxes accrued not paid	(2,326)	300		(2,026)
14	Net Capitalized Repairs	(4,586)	943		(3,643)
15	Capitalized Interest	2,115	228		2,343
16	Rail welding costs capitalized	2,574			2,574
17	See detail Page 66	4,814	(1,784)	Ø (2,962)	68
18	Investment tax credit*	(50,371)	(8,847)		(59,218)
19	TOTALS	394,452	Ø 36,745	Ø(47,455)	383,742

Includes Accelerated Cost Recovery - System, Sec. 168 I.R.C. on Ratably Depreciable Assets. Railroad Annual Report R-1

Ø Footnote on Page 65.

450. ANALYSIS OF TAXES—Continued
(Dollars in thousands)

*Footnotes:

1. If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit \$ 8,847
 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

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 \$ 463,310

3(a) Indicate the amount of ACRS depreciation expense and investment tax credits claimed under the provisions of the Economic Recovery Tax Act of 1981 (ERTA).

3 year recovery property
 5 year recovery property
 10 year recovery property
 15 year recovery property

Total

ACRS Depreciation	Investment Tax Credits
\$	\$

(b) ERTA repealed retirement-replacement-betterment accounting (RRB) for track property. Provide actual or estimated data for the following:

- The adjusted basis of RRB property (frozen base) at January 1, 1981, was \$ _____
- The Frozen base will be amortized over a period of _____ years.
- Amortization of frozen base property for the following years was:

1981 - \$ _____
 1982 - \$ _____

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				
5	519	Gain sale of property		76,802
6		Sale of Tax Benefits Note 1		35,226
7		Earnings from oil leases & royalties		3,760
8				
9				
10	551	Merger opposition expenses	870	
11		Law Department - Settlements	543	
12		Devaluation - Mexican Peso	433	
13				
14				
15				
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Note 1 MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

During 1982 the Company sold certain tax benefits for federal income tax purposes. 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 a cost of \$126,694,000 for which the Company received \$35,226,000 in cash; proceeds from the transactions were recorded as other non-operating income.

NOTES AND REMARKS

DETAIL OF LINE 17, SCHEDULE 450, PAGE 62

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	(1,186)	136		(1,050)
Oil and gas depletion	(535)	(382)		(917)
Contested state property tax, etc.	(2,274)	(1,071)		(3,345)
Adjust property taxes	(1,386)	(718)		(2,104)
Labor overhead capitalized	2,789	-		2,789
Group life insurance adjustment	(137)	253		116
Reduction - Premium stab. reserve	(605)	-		(605)
Federal income tax prepayment	-	-	(2,962)	(2,962)
Gains and discount-U.S. Govt. securities	(38)	(145)		(183)
Profits on bonds & equipt trusts	2,919	299		3,218
Gain on foreign currency exchange	-	(199)		(199)
Deferred state tax	6,257	(121)		6,136
Reserve for possible claims	(720)	189		(531)
Small tools expense	(131)	63		(68)
Minor items (less than \$100,000)	(139)	(88)		(227)
Total Line 17	4,814	(1,784)	(2,962)	68

Ø Total of columns C and D do not agree with contra charges to Account 557 due to prepayment of federal income tax liability charged to Account 786.

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 contingency 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 contesting deficiencies asserted by the Internal Revenue Service for the years 1959 through 1975. The years 1976 through 1978 are currently being examined. Years prior to 1959 are closed for further assessment; however, other years are still open. Claims for refund of overpayments have been filed for the years 1954 through 1970. The U.S. Tax Court has made its findings of fact and given its opinion as to issues tried covering the years 1959-1961. The Court ruled in favor of the Company on some issues and against the Company on others. Since there has been no final determination of additional liability, if any, and since the findings and opinion are subject to appeal, 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 would be charged against deferred income taxes and would ultimately be recovered in future years. The consolidated financial statements of the Company, together with Southern Pacific Company, contain accruals which are considered adequate for any additional taxes and interest that ultimately may become due.	Not determined
13	<u>ACI Litigation</u>	
15	Computer Identics Corporation and ACI Systems Corporation have brought an antitrust action against Southern Pacific Company, Southern Pacific Transportation Company, and several other companies on October 21, 1976. Plaintiffs allege anti-competitive practices in violation of the Sherman Act with respect to their business of manufacturing or selling a system for automatic identification of railroad equipment. Southern Pacific Company and Southern Pacific Transportation Company have filed answers denying the allegations, discovery has been completed with trial probably to be held during 1983.	Not determined
20	<u>BBD Litigation</u>	
22	Southern Pacific Transportation Company and five other railroads were sued by BBD Transportation Company, Inc., a California motor carrier, on December 3, 1976. Plaintiff alleged anti-competitive practices in violation of the Sherman Act and the California antitrust laws concerning a rail rate adjustment made in 1972 by the railroads for iron and steel products in California. Treble damages are sought in excess of \$15 million, as well as injunctive relief.	
26	On October 5, 1977, the court granted the defendants' motion to dismiss on the ground that the action was barred by the statute of limitations. On November 4, 1977, BBD Transportation Company filed an amended complaint containing essentially the same allegations, and the court again granted the defendants' motion to dismiss on statute of limitation grounds. BBD Transportation Company appealed the dismissal to the U.S. Court of Appeals, and on September 4, 1980, the Court of Appeals reversed the dismissal and remanded to the District Court. On December 24, 1980, SPT answered the amended complaint.	
31	The case has now been fully settled and an order of dismissal was entered November 1, 1982.	
33	<u>Crystal Car Line Lease of Equipment with The Commonwealth Plan</u>	
34	By agreement dated March 15, 1965, as amended, with The First National Bank of Boston, Boston, Massachusetts, and Manufacturers Hanover Trust Company, New York, New York, and in consideration of said bank's and said trust company's entering into a Loan Agreement with The Commonwealth Plan, Inc., an indirectly owned and controlled subsidiary of Southern Pacific Company, Southern Pacific Transportation Company, agreed that in the event that The Crystal Car Line of Chicago, Illinois, lessee under Railroad Equipment Leasing Agreement, dated as of March 15, 1965, with The Commonwealth Plan, Inc., lessor, terminates said lease with respect to any railroad equipment leased thereunder at the end of the Basic Lease Term (as defined therein), Southern Pacific Transportation Company will, at its option assume all obligations of said lessee with respect to such equipment for the full duration of the First Extended Term of the lease (as defined therein), or will purchase such equipment from The Commonwealth Plan, Inc. for its then "amortized value" (as defined in said Loan Agreement).	Not determined
43	<u>M-K-T Lease of Equipment with The Commonwealth Plan</u>	
45	By agreement dated January 12, 1970, with The First National Bank of Boston, Boston, Massachusetts, acting as agent for certain investors, and in consideration of said bank's entering into certain loan agreements with The Commonwealth Plan, Inc., Southern Pacific Transportation Company assumed performance of all obligations of Missouri-Kansas-Texas Railroad Company, in the event of default by that company, under Railroad Equipment Leasing Agreement, dated January 12, 1970, as amended with The Commonwealth Plan, Inc., as indirectly owned and controlled subsidiary of Southern Pacific Company. Pursuant to said Railroad Equipment Leasing Agreement, the Missouri-Kansas-Texas Railroad Company leased 500 railroad box cars, more or less, from The Commonwealth Plan, Inc.	Not determined
52	<u>Employment Discrimination Cases</u>	
54	Southern Pacific Transportation Company (SPT) is the defendant in 16 employment discrimination cases which have been pending in the Federal District in Texas since 1975. These actions, which are based on alleged violations of the Civil Rights Acts of 1870 and 1964, charge SPT with class-wide discrimination against its Black, Hispanic and female employees in Texas and Louisiana. The most active plaintiff in these cases is the Equal Employment Opportunity Commission, whose complaint contains a prayer for damages in an unspecified amount. SPT is vigorously contesting these cases which are expected to be set for trial during the latter part of 1983.	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			\$	
2				
3				
4	Railbox Co.(a wholly	Railroad Equipment Lease dated	20,969	Joint
5	-owned subsidiary of	December 1, 1975		
6	Trailer Train Co.	Note 1		
7				
8				
9	Pacific Fruit	Equipment Purchase Obligations	704	Sole
10	Express Company	due serially to May 1, 1985		
11				
12	Missouri-Kansas-	Railroad Equipment Lease dated	3,332	Joint
13	-Texas Railroad	January 12, 1970		
14	Company	Note 2		
15				
16				
17				
18				
19				
20				
21				
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23				
24				
25				
26				
27				
28				
29				
30				
31				
32	Note 1 Should Railbox Company default in its lease obligations, the Company			
33	may elect to assume its rights and obligations as leasee.			
34				
35	Note 2 Guarantee is to an affiliated leasing company.			
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			\$	
2	None			
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 Trustees').
- (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 amount due annually. If amounts are not due regularly, give full particulars.

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

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

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

Dollars in thousands.

510. DEBTHOLDINGS - 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 (3)	100 000	4 830	90 000
6	Southern Pacific Railroad First Mortgage, Series E....	See Note (1)	50 000	1 000	28 705
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	125	39 190
10		Total for mortgage bonds	280 000	30 158	207 895
11	(3) Unsecured Bonds (Debentures):				
12	None				
13					
14	(5) Miscellaneous Obligations:				
15	None				
16					
17					
18	766. Equipment Obligations				
19	(4) Equipment Obligations:				
20	(a) Equipment securities (Corporation):				
21	Series No. 34	First Pennsylvania Bank, NA			
22	Series No. 35	15th & Chestnut Streets			
23	Series No. 36	Philadelphia, PA 19101			
24	Series No. 37	do			
25	Series No. 38	do			
26	Series No. 39	do	9 990	666	
27	Series No. 40	do	9 900	660	
28	Series No. 41	do	9 900	660	
29	Series No. 42	do	9 900	660	
30	Series No. 43	do	9 900	660	660
31	Series No. 44	do	9 900	660	660
32	Series No. 45	do	9 900	660	1 320
33	Series No. 46	do	9 900	660	1 320
34	Series No. 47	do	9 900	660	1 320
35	Series No. 48	do	9 900	660	1 320
36	Series No. 49	do	9 990	666	1 332
37	Series No. 50	do	9 990	666	1 998
38	Series No. 51	do	9 990	666	1 998
39	Series No. 52	do	9 990	666	1 998
40	Series No. 53	do	10 950	730	2 190
41	Series No. 54	do	10 950	730	2 190
42	Series No. 55	do	10 950	730	2 190
43	Series No. 56	do	50 000	43	23 000
44	Series No. 57	do	10 950	730	2 920
45	Series No. 58	do	12 150	810	3 240
46	Series No. 59	do	11 700	780	3 120
47	Series No. 60	do	13 200	880	3 520
48	Series No. 61	do	13 200	880	4 400
49	Series No. 62	do	15 000	1 000	5 000
50	Series No. 63	do	15 000	1 000	6 000
51	Series No. 64	do	15 000	1 000	6 000
52	Series No. 65	do	15 000	1 000	6 000
53	Series No. 66	do	15 000	1 000	6 000
54	Series No. 67	do	15 000	1 000	7 000
55	Series No. 68	do	15 675	1 045	8 360
56	Series No. 69	do	15 225	1 015	9 135
57	Series No. 70	do	18 750	1 250	11 250
58	Series No. 71	do	18 750	1 250	12 500
59	Series No. 72	do	20 925	1 395	13 950
60	Series No. 73	do	23 100	1 540	15 400
61	Series No. 74	do	24 000	1 600	17 600
62	Series No. 75	do	24 000	1 600	17 600
63	Series No. 76	do	26 250	1 750	21 000
64	Series No. 77	do	26 475	1 765	21 180
65	Series No. 78	do	27 000	1 800	21 600
66		Total equipment trust certificates	613 250	37 593	266 271
67	Carried Forward		893 250	67 751	474 166

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) Bankers Trust Company
1 Bankers Trust Plaza
New York, New York 10006

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)
1				\$	\$		
2							
3							
4							
5	12- 1-76	12- 1-01	8.20	7 791	7 804		
6	1- 1-46	1- 1-86	2 - 7/8	854	854		15
7	1- 1-46	1- 1-96	2 - 3/4	1 375	1 375	63	
8	10- 1-56	10- 1-83	5 - 1/4	1 271	1 271	4	
9	4- 1-46	4- 1-90	3 - 3/8	1 327	1 327	97	
10				12 618	12 631	164	15
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							
21	1- 1-67	1- 1-82	5		17		
22	4- 1-67	4- 1-82	5 - 1/8	8	17		
23	6- 1-67	6- 1-82	5 - 3/4	15	17		
24	10- 1-67	10- 1-82	6	27	36		
25	12- 1-67	12- 1-82	6 - 1/2	36	40		
26	3- 1-68	3- 1-83	6 - 1/2	50	87		
27	6- 1-68	6- 1-83	6 - 3/8	60	84		
28	9- 1-68	9- 1-83	5 - 7/8	65	78		
29	11- 1-68	11- 1-83	5 - 1/4	76	82		
30	11- 1-69	11- 1-84	8	150	158	3	
31	12- 1-69	12- 1-84	8 - 1/2	164	168	2	
32	2- 1-70	2- 1-85	8 - 1/8	165	215	1	
33	4- 1-70	4- 1-85	8 - 3/4	188	231	2	
34	7- 1-70	7- 1-85	9	208	238	1	
35	10- 1-70	10- 1-85	8 - 1/2	210	224	1	
36	12-15-70	12-15-85	7 - 3/4	204	206		4
37	1-15-71	1-15-86	5 - 3/4	182	225		1
38	3-15-71	3-15-86	7 - 1/4	203	241		8
39	4- 1-71	4- 1-85	7 - 3/4	219	258		4
40	9-15-71	9-15-86	7 - 3/4	266	283		8
41	11-15-71	11-15-86	7	249	256		5
42	12-15-71	12-15-86	7	253	255		1
43	2- 1-72	2- 1-87	7 - 3/8	1 929	2 066	86	
44	5-15-71	5-15-87	7 - 1/4	284	291		4
45	7-15-72	7-15-87	7	314	340		9
46	9-15-72	9-15-87	7 - 1/8	317	333		
47	12-15-72	12-15-87	7	367	370		
48	4-15-73	4-15-88	7 - 1/4	401	415	15	
49	10-15-73	10-15-88	7 - 3/4	526	543	18	
50	2-15-74	2-15-89	8	570	600		15
51	6-15-74	6-15-89	9	671	675	29	
52	10-15-74	10-15-89	9	701	720	37	
53	12-15-74	12-15-89	8 - 3/4	696	700		3
54	2-15-75	2-15-90	8	650	680	23	
55	10-15-76	10-15-91	8	818	836		49
56	7- 1-77	7- 1-92	7 - 5/8	813	851		1
57	12- 1-77	12- 1-92	8	1 092	1 100		9
58	2- 1-78	2- 1-93	8 - 1/4	1 143	1 186	51	
59	3- 1-78	3- 1-93	8 - 3/8	1 305	1 344	34	
60	12- 1-78	12- 1-93	9 - 1/8	1 675	1 686	99	
61	4- 1-79	4- 1-94	9 - 1/2	1 862	1 900	121	
62	7- 1-79	7- 1-94	9 - 1/8	1 825	1 898	91	
63	2-15-80	2-15-95	11 - 5/8	2 670	2 746	172	
64	4- 1-80	4- 1-95	13 - 1/4	3 099	3 157	365	
65	6- 1-80	6- 1-95	10 - 1/4	2 475	2 491	104	
66				29 201	30 345	1 255	121
67				41 819	42 976	1 419	136

510. DEBTHOLDINGS - CONTINUED

Line No.	Description of Obligation (a)	Name and Address of Creditor or Trustee (b)	Original Amount (c)	Portion Due	
				Within One Year (d)	After One Year (e)
68	Brought Forward		\$ 893 250	\$ 67 751	\$ 474 166
69	(c) Conditional or deferred payment contracts:				
70	Metropolitan Life Insurance Co., assignee		50 000	3 333	16 459
71	The First Pennsylvania Banking and Trust Company,				
72	assignee		29 900	1 989	1 989
73	The First Pennsylvania Banking and Trust Company,				
74	assignee		53 275	3 552	3 552
75	Metropolitan Life Insurance Co., assignee		50 000	3 333	23 336
76	The First Pennsylvania Banking and Trust Company,				
77	assignee		17 400	1 160	9 280
78	The First Pennsylvania Banking and Trust Company,				
79	assignee		24 000	1 600	14 400
80	The First Pennsylvania Banking and Trust Company,				
81	assignee		125 000	8 333	91 666
82	The First Pennsylvania Banking and Trust Company,				
83	assignee		63 319	4 390	48 292
84	The First Pennsylvania Banking and Trust Company,				
85	assignee		22 400	1 600	17 600
86	The First Pennsylvania Banking and Trust Company,				
87	assignee		41 303	2 754	33 042
88	Total conditional or deferred payment contracts		476 597	32 046	259 616
89					
90	(2) Total Accounts 764-Equipment Obligations Due		1 369 847	99 795	733 782
91	(2) Collateral Trust Bonds)				
92	(6) Receivers' and Trustees' Securities (Other) None				
93	than equipment obligations)				
94	(7) Short Term Notes in Default)				
95	768. Debt in Default				
96	767. Receivers' and Trustees' Securities) None				
97					

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)
68				\$	\$	\$	\$
69				41 819	42 976	1 419	136
70							
71	9- 1-73	12-15-88	7.875	1 809	1 821		
72							
73	1- 1-69	1- 1-84	6.90	274	343		
74							
75	3- 1-69	3- 1-84	7.625	587	677		
76	3- 1-75	9- 1-90	9 - 7/8	2 853	2 963		
77							
78	4- 1-76	10- 1-91	9	1 018	1 044		
79							
80	5- 1-77	10- 1-92	8 - 1/4	1 419	1 452		
81							
82	8- 1-78	2- 1-94	9.375	9 440	9 766		
83							
84	4- 1-79	9-15-94	10	5 597	5 707		
85							
86	9-15-79	9-15-94	10	2 033	2 080		
87							
88	4-15-80	6-15-95	14 - 1/24	5 280	5 297		
89				30 310	31 150		
90							
91				72 129	74 126	1 419	136
92							
93							
94							
95							
96							
97							

510. DEBTHOLDINGS—Continued
(Notes and Other Disclosures)

Line No.	a. Nature of Security or Collateral, if any
1.	
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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.		
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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
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
	United of Omaha Life Insurance Co Mutual of Omaha Plaza Omaha NE 68130	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 Ser H 5-1/4%	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
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
Equip Tr Ser 39 6.50%	State of California State Teachers Retirement System Box 1953 Bond Investment Office Sacramento CA 95809	Pension Fund
Equip Tr Ser 40 6.375%	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

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Tr Ser 42 6.25%	Booth & Co The Northern Trust Co Chicago IL 60690	Nominee
	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
	Merrill Lynch Pierce Fenner & Smith Box 12175 Church Street Station New York NY 10049	
Equip Tr Ser 43 8%	Calhoun & Company c/o Manufacturers National Bank of Detroit Trust Department Box 1319 Detroit MI 48231	Nominee
	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
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

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Tr Ser 45 8.125%	Brack & Company W 555 First National Bank Bldg Saint Paul MN 55101	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
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

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Ser 48 8.50%	American Way Life Insurance Company of Michigan 19900 West 9 Miles Road Box 300 Southfield MI 48037	Insurance Co
	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
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

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Tr Ser 50 6.75%	Cudd & Co The Chase Manhattan Bank NA Box 1508 Church Street Station New York NY 10008	Nominee
Equip Tr Ser 51 7.250%	Egger & Co Chase Manhattan Bank N A Box 1508 Church Street Station New York NY 10008	Nominee
	Polly & Co Box 1068 Wall Street Station New York NY 10005	Nominee
Equip Ser 51 7.75%	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
	Ince & Co c/o Morgan Guaranty Trust Co Box 1479 Church Street 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
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 Manhattan 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%	Gerlach & Co. c/o Citibank NA 20 Exchange Place New York NY 10043	Nominee
	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
Equip Tr Ser 58 7%	Barnett & Co Bankers Trust Co Box 704 Church St Station New York NY 10008	Nominee
	NULCO Investment Accounting Department Box 43270 St Paul MN	Nominee
	Salkeld & Co Bankers Trust Co Box 704 Church St Station New York NY 10008	Nominee
Equip Tr Ser 59 7.125%	Cudd & Co Chase Manhattan Bank NA Box 1508 Church Street Station New York NY 10008	Nominee
Equip Ser 61 7.25%	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

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Tr Ser 61 7.25%	Gerlach & Co c/o Citibank N A 20 Exchange Place New York NY 10043	Nominee
Equip Ser 62 7.75%	Hibernia & Co c/o Boston Safe Deposit & Trust Co One Boston Place Boston MA 02106	Nominee
	Steere & Co Girard Bank Box 7334 Philadelphia PA 19101	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%	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
Equip Ser 63 8%	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

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Ser 64 9%	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
	Salkeld & Co c/o Bankers Trust Co Box 704 Church Street Station New York NY 10008	Nominee
Equip Ser 66 8.75%	Auer & Co Bankers Trust Co Box 704 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
Equip Ser 68 8%	Calhoun & Company c/o Manufacturers National Bank of Detroit Trust Department Box 1319 Detroit MI 48231	Nominee

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Ser 68 8%	INCE & Co c/o Morgan Guaranty Trust Co Box 1479 Church Street Station New York NY 10008	Nominee
Equip Ser 68 8%	Rose & Co Morgan Guaranty Trust Co of NY Box 1479 Church Street Station New York NY 10008	Nominee
Equip Tr Ser 69 7.625%	Jaquith & Co Box 2408 Church Street Station New York NY 10008	Nominee
	Suydam & Co Manufacturers Hanover Trust Co New York NY 10015	Nominee
Equip Tr Ser 70 8%	Chasav Co c/o Chase Manhattan Bank NA Box 1503 Church Street Station New York NY 10008	Nominee
	Jaquith & Co Box 2408 Church Street Station New York NY 10008	Nominee
	Rommel & Co Chemical Bank Box 1368 Church Street Station New York NY 10008	Nominee
Equip Tr Ser 71 8.25%	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
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
	Morsavco Box 238 Church Street Station New York NY 10008	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

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Tr Ser 74 9.50%	Allianz Insurance Co Box 54897 Terminal Annex Los Angeles CA 90054	Insurance Co
	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
	Jaquith & Co Box 2408 Church Street Station New York NY 10008	Nominee
	Rommell & Co Chemical Bank Box 1368 Church Street Station New York NY 10008	Nominee
Equip Tr Ser 75 9.125%	Bill & Co. United Missouri Bank Box 226 Kansas City MO 64141	Nominee
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

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Equip Tr Ser 76 11.625%	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
Eq Tr Ser 77 13.25%	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%	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

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Conditional Sale Agreement dated January 1, 1969	C A England & Co % Chemical Bank P O Box 1368 Church Street Station New York N Y 10008	Nominee
	Sher & Co P O Box 988 Wall Street Station New York N Y 10005	Nominee
	FJN & Co % First Jersey National Bank 2 Montgomery Street Jersey City N J 07303 Att Controller's Dept	Nominee
	Schmidt & Co P O Box 1479 Church Street Station New York N Y 10008	Nominee
	Board of Ttees of the Public School Retirement System of Missouri c/o The Boatmen's National Bank of St. Louis Trust Dept P O Box 236 Main Office St Louis MO 63166	Pension Fund
Conditional Sale Agreement dated March 1, 1969	Sher & Co P O Box 988 Wall Street Station New York N Y 10005	Nominee
	EMPL & Co % First Wisconsin Trust Co P O Box 2054 Milwaukee WI 53201	Nominee
	Howard Savings Bank % Morgan Guaranty Trust Co of N Y Att: William H Griffen, Asst V P P O Box 238 New York N Y 10008	Bank

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Conditional Sale Agreement dated March 1, 1969	State of California Public Employees Retirement System P O Box 1953 Sacramento CA 95809 Att Chief of Investments	Pension Fund
	State of California State Teachers Retirement System P O Box 153 Sacramento CA 95809	Pension Fund
	Comptroller of the State of New York in Trust for the Common Retirement Fund Governor A. E. Smith State Office Bldg Albany, N Y 12225 Att Thomas M. Whalen, Dir of Inv & Cash Management	Pension Fund
Conditional Sale Agreement dated September 1, 1973	Metropolitan Life Insurance Co One Madison Avenue New York N Y 10010	Insurance Company
Conditional Sale Agreement dated March 1, 1975	Metropolitan Life Insurance Co One Madison Avenue New York N Y 10010	Insurance Company
Conditional Sale Agreement dated April 1, 1976	Independence Savings Bank 130 Court Street Brooklyn N Y 11202 Att Treasurer's Dept	Bank
	Michemp Co c/o State Treasurer P O Box 15128 Lansing MI 48901 Att William Amerman	Nominee
	Michte Co c/o State Treasurer P O Box 15128 Lansing MI 48901 Att William Amerman	Nominee
	Corporation of the President of the Church of Jesus Christ of Latter-Day Saints Sort #8831 New York N Y 10043	Religious Organization

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Conditional Sale Agreement dated April 1, 1976	Indianapolis Life Insurance Co N Meridian Street at 30th P O Box 1230 B Indianapolis IN 46206 Att Securities Dept	Insurance Company
	State Treasurer of the State of Florida Bureau of Collateral Securities Capitol Bldg Tallahassee FL 32304	State
Conditional Sale Agreement dated May 1, 1977	Michemp Co c/o State Treasurer P O Box 15128 Lansing MI 48901 Att William Amerman	Nominee
	State Mutual Life Assurance Company of America 440 Lincoln Street Worcester MA 01605 Att Thomas C Dowley	Insurance Company
	Seraminn & Co Minn State Bd of Inv-Rm 105 MEA Bldg Att N Robert Barman Sr Portfolio Mag Fixed Income Sec 55 Sherburne Ave St Paul MN 55155	Nominee
	Peraminn & Co Minn State Bd of Inv-Rm 105 MEA Bldg Att N Robert Barman Sr Portfolio Mag Fixed Income Sec 55 Sherburne Ave St Paul MN 55155	Nominee
	Traminn & Co Minn State Bd of Inv-Rm 105 MEA Bldg Att N Robert Barman Sr Portfolio Mag Fixed Income Sec 55 Sherburne Ave St Paul MN 55155	Nominee
	Independence Savings Bank Att William R Baumann Esq 130 Court St Brooklyn N Y 11202	Bank

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Conditional Sale Agreement dated August 1, 1978	Michtea Co % State Treasurer of the State of Michigan P O Box 15128 Lansing MI 48901 Att William A Amerman Director Bureau of Finance	Nominee
	Metropolitan Life Insurance Co One Madison Ave New York N Y 10010 Att Treasurer	Insurance Company
	State of Wisconsin Investment Board 244 West Washington Ave Madison WI 53702 Att Investment Director Private Placements	State
	Bankers Life Company 711 High Street Des Moines IA 50307 Att Investment Dept Securities Div	Insurance Company
Conditional Sale Agreement dated April 1, 1979	Metropolitan Life Insurance Co One Madison Avenue New York N Y 10010	Insurance Company
Conditional Sale Agreement dated September 15, 1979	Pilot Life Insurance Company P O Box 10717 Greensboro N C 27420 Att Securities Administration (469)	Insurance Company
	State of Wisconsin Investment Board 244 West Washington Ave Madison, WI 53702 Att Investment Director Private Placements	State
	Michtea Co c/o State Treasurer of the State of Michigan, Cust. of St. of Michigan Retirement Systems P O Box 15128 Lansing MI 48901	Nominee

510. DEBTHOLDINGS

<u>Type of Debt</u>	<u>Name of Holder</u>	<u>Type of Holder</u>
Conditional Sale Agreement dated April 15, 1980	Connecticut General Life Insurance Company Hartford CT 06152 Att Private Placement Dept N-74	Insurance Company
	Michtea Co. c/o State Treasurer P O Box 15128 Lansing, MI 48901 Att William A Amerman Director Bureau of Finance	Nominee
	Michemp Co c/o State Treasurer P O Box 15128 Lansing MI 48901 Att William A Amerman Director Bureau of Finance	Nominee
	Michdet Co. c/o State Treasurer P O Box 15128 Lansing MI 48901 Att William A Amerman Director Bureau of Finance	Nominee
	State of Wisconsin Investment Board 244 West Washington Ave Madison WI 53702 Att Investment Director Private Placements	State
	Aid Association for Lutherans Appleton WI 54919 Att Investment Division	Religious Organization
	Bankers Life Company 711 High Street Des Moines IA 50307 Att Investment Dept Securities Div	Insurance Company

SCHEDULE 512—TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT FOR SERVICES RECEIVED OR PROVIDED

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

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

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

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

The respondent may be required to furnish as an attachment to Schedule 512 a balance sheet and income statement for each affiliate with which respondent carrier had reportable transactions dur-

ing the year; or, alternatively, attach a "Pro forma" balance sheet and income statement for that portion or entity of each affiliate which furnished the agreed to services, equipment, or other reportable transaction. The statements, if required, should be prepared on a calendar year basis in conformity with the prescribed schedules for the balance sheet and income statement in annual report Form R-1; and should be noted (1) to indicate the method used for depreciating equipment or other property furnished the carrier, and (2) whether the affiliate's Federal income tax return for the year was filed on a consolidated basis with the respondent carrier.

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

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

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

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

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

SCHEDULE 512—TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT FOR SERVICES RECEIVED OR PROVIDED

Line No.	Name of company or related party with percent of gross income (a)	%	Nature of relationship (b)	Description of transactions (c)	Dollar amounts of transactions (d)	Amount due from or to related parties (e)
1						
2						
3						
4						
5			This Schedule left intentionally blank			
6						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						
21						
22						
23						
24						
25						

SCH. 512 - TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT FOR SERVICES RECEIVED OR PROVIDED

Line No.	Name of company or related party with percent of gross income (a)	Nature of Relationship (b)	Description of transactions (c)	Dollar amount of Transact. (d)	Amount due from or to related party (e)
1	Bankers Leasing Corporation	Common	Administration, legal and clerical services	\$ 373	R
2	"	Common	Equipment lease rentals	99	R
3	"	Common	Equipment repairs	74	R
4	Black Mesa Pipelines	Common	Administration and clerical services	41	R
5	Bravo Oil	Common	Oil and gas leases	4 118	R
6	Commonwealth Plan, Inc.	Common	Equipment lease rentals	13 302	P
7	"	Common	Receipts on leased cars	91	R
8	Evergreen Leasing Corporation	Direct	Equipment lease rentals	2 667	P
9	Holton Inter-Urban Railway Company	Direct	Administration and clerical services	279	R
10	"	Direct	Equipment rentals - car hire	25	R
11	Los Angeles Union Terminal	Direct	Operating income	3 748	R
12	"	Direct	Clerical services	13	R
13	Louis Heller	Indirect	Interest on advances	81	R
14	"	Indirect	Equipment repairs and linehaul services	124	P
15	Northwestern Pacific Railroad Co.	Direct	Administration, legal and clerical services	1 458	R
16	"	Direct	Equipment rentals	435	R
17	"	Direct	Locomotive rentals	231	R
18	"	Direct	Material and supplies	1 006	R
19	"	Direct	Locomotive maintenance	1 451	R
20	"	Direct	Interest and depreciation on equipment	65	R
21	"	Direct	Reimbursements	165	R
22	"	Direct	Interest rentals	247	R
23	"	Direct	Fuel	231	R
24	"	Direct	Reimbursement for refrigerated cars	30	R
25	"	Direct	Repairs to freight cars	48	P
26	"	Direct	Joint Facility Services	29	P
27	"	Direct	Material and supplies	199	P
28	"	Direct	Installed King warning system	60	P
29	Ogden Union Railway & Depot Co.	Other (1)	Lease rentals	68	R
30	Pacific Fruit Express Company	Direct	Equipment rentals - car hire	7 555	P
31	"	Direct	Equipment rentals - car hire	10 174	R
32	"	Direct	Protective services	5 673	P
33	"	Direct	Diversions	327	P
34	"	Direct	Car cleaning	1 113	P
35	"	Direct	Car repairs	3 372	P
36	"	Direct	Flat car rentals	25	P
37	"	Direct	Lease rentals	49	R
38	"	Direct	Administration and clerical services	239	R
39	"	Direct	Rentals of refrigerator cars	9 763	R
40	"	Direct	Property taxes on cars	343	R
41	"	Direct	Car repairs	178	R
42	"	Direct	Reimbursement	137	R
43	"	Direct	Dividend	13 607	R
44	"	Direct	Destroyed equipment	311	R
45	Pacific Motor Trucking Company	Direct	Ramp-Deramp services	20 443	P
46	"	Direct	PUD and linehaul services	1 996	P
47	"	Direct	Fuel and Fuel Surcharges	1 971	P
48	"	Direct	Ramp and equipment repairs and maintenance	653	P
49	"	Direct	Auto unloading	6 948	P
50	"	Direct	Hauling company material	6 480	P
51	"	Direct	Intermodal car hire	3 491	P
52	"	Direct	Substitute services	427	P
53	"	Direct	Casualty services	500	P
54	"	Direct	Miscellaneous services and reimbursement	1 034	P
55	"	Direct	Interest on advances	871	R
56	"	Direct	Administration and clerical service	695	R
57	"	Direct	Lease rentals	267	R
58	"	Direct	Trailers services and repairs	173	R
59	"	Direct	Miscellaneous services and reimbursement	550	R
60	Portland Terminal	Other (2)	Dividend	570	R
61	One Market Street Properties	Common	Property repairs and maintenance	13	R
62	Petaluma and Santa Rosa RR Co.	Indirect	Administration and clerical services	76	R
63	"	Indirect	Reimbursement for refrigerated cars	27	R
64	"	Indirect	Lease rentals	5	R
65	San Diego Pipelines	Other (3)	Clerical service and reimbursement	36	R
66	"	Other (3)	Lease rentals	139	R
67	Southern Pacific Company	Control	Administration and clerical services	3 471	R
68	"	Control	Legal services	203	R
69	"	Control	Reimbursements	112	R
70	"	Control	Pre-Development cost - Mission Bay, Ca.	1 354	R
71	"	Control	Gain on sales of property, San Francisco, Ca.	28 484	R
72	"	Control	Stock purchase plan	6 713	P
73	"	Control	Retirement plan	362	P
74	"	Control	Auditing expenses	357	P
75	S.P. Air Freight	Indirect	Interest on advances	2	R
76	S.P. Air Freight	Indirect	Reimbursement	8	R
77	S.P. Air Freight	Indirect	Mail and linehaul services	91	P
78	S.P. Communications Company	Common	Administration and clerical services	810	R
79	"	Common	Utilities	108	R
80	"	Common	Microwave maintenance	262	R
81	"	Common	Reimbursement for legal expenses	3 308	R
82	"	Common	Telephone, office expense and rental	347	P
83	"	Common	Lease rentals	172	R
84	S.P. Development Company	Common	Pre-development cost - Dallas, Texas	73	R
85	"	Common	Reimbursement	26	R

SCH. 512 - TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT FOR SERVICES RECEIVED OR PROVIDED

Line No.	Name of company or related party with percent of gross income (a)	Nature of Relationship (b)	Description of transactions (c)	Dollar amount of Transact. (d)	Amount due from or to relat. party (e)
86	S.P. Development Company	Common	Gain on sales of land - Richardson, Texas	\$ 1 196	R
87	S.P. Development Company	Common	Interest on notes	1 247	R
88	S.P. Development Company	Common	Lease rentals	57	P
89	S.P. Equipment Company	Direct	Equipment rentals - freight cars	6 423	P
90	"	Direct	Equipment rentals - locomotives	5 396	P
91	"	Direct	Administration and clerical services	44	R
92	"	Direct	Destroyed equipment	62	R
93	"	Direct	Value of destroyed and retired cars	2 685	P
94	"	Direct	Dividends	22 000	R
95	"	Direct	Miscellaneous locomotive and car expenses	22	P
96	S.P. Industrial Development Co.	Common	Miscellaneous services	78	R
97	"	Common	Reimbursement	214	R
98	"	Common	Construction of track	51	R
99	"	Common	Administration and clerical services	1 635	P
100	"	Common	Reimbursement for trackage construction	74	P
101	"	Common	Lease rentals	55	P
102	S.P. International Company	Indirect	Administration and clerical services	63	R
103	"	Indirect	Reimbursements	21	R
104	"	Indirect	Interest on advances	144	R
105	S.P. Land Company	Common	Administration, legal and clerical services	1 040	R
106	S.P. Land Company	Common	Reimbursements	218	R
107	S.P. Land Company	Common	Lease rentals	82	R
108	S.P. Land Company	Common	Gain on sales of land - Monterey, California	3 742	R
109	S.P. Land Company	Common	Lease rentals	88	P
110	S.P. Land Company	Common	Administration and clerical services	2 250	P
111	S.P. Marine Transport	Common	Reimbursement of miscellaneous expenses	29	R
112	S.P. Pipelines, Inc.	Common	Administration, legal and clerical services	832	R
113	"	Common	Reimbursement of property taxes	229	R
114	"	Common	Reimbursements - Others	249	R
115	"	Common	Rental of land	1 326	R
116	"	Common	Lease rentals	152	P
117	"	Common	Diesel fuel delivery	4 804	P
118	St. Louis Southwestern Railway Co.	Direct	Operating services	12 642	R
119	"	Direct	Administrative and clerical services	7 375	R
120	"	Direct	Joint facilities	527	R
121	"	Direct	Car repairs	5 885	R
122	"	Direct	Payroll taxes	1 272	R
123	"	Direct	Switching services	674	R
124	"	Direct	Material and supplies	3 099	R
125	"	Direct	Kansas City Division - Rehabilitation	2 758	R
126	"	Direct	Locomotive maintenance	4 851	R
127	"	Direct	Insurance	494	R
128	"	Direct	Fuel	84	R
129	"	Direct	Equipment rentals - car hire	1 560	R
130	"	Direct	Other equipment rentals and repairs	685	R
131	"	Direct	General Office expenses and miscellaneous svcs.	525	R
132	"	Direct	Destroyed cars	365	R
133	"	Direct	Reimbursements	410	R
134	"	Direct	Dividend	18 160	R
135	"	Direct	Operating services	8 572	P
136	"	Direct	Administration and clerical services	664	P
137	"	Direct	Car repairs	4 722	P
138	"	Direct	Joint facilities	2 164	P
139	"	Direct	Material and supplies	8 178	P
140	"	Direct	Kansas City Division - Rehabilitation	1 590	P
141	"	Direct	Destroyed cars	2 213	P
142	"	Direct	Personal injuries	220	P
143	"	Direct	Fuel	191	P
144	"	Direct	Reimbursement for allowance to BN for frt.svcs.	398	P
145	"	Direct	Equipment rentals	40	P
146	"	Direct	Reimbursement for miscellaneous expenses & svcs.	633	P
147	"	Direct	Equipment rentals - car hire	2 070	P
148	Southwestern Town Lot Corporation	Indirect	Administration and clerical services	30	R
149	Sunset Railway Company	Others (4)	Train and enginemen wages	11	R
150	TOPS on Lines	Direct	Administration and clerical services	30	R
151	Visalia Electric Railway Company	Direct	Equipment rentals - car hire	43	R
152	"	Direct	Administration and clerical services	181	R
153	"	Direct	Reimbursement for refrigerated cars	21	R

(1) Jointly controlled with Union Pacific RR Co. .

(2) Jointly controlled with Burlington Northern Inc. and Oregon-Washington RR & Navigation Co.

(3) Jointly controlled with Santa Fe Pipelines, Inc. and Pacific Petroleum Pipelines, Inc.

(4) Jointly controlled with the Atchison, Topeka and Santa Fe Railway Co.

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			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			

RC-138100

SOUTHERN PACIFIC

1982

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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	6 254	727		1 086	862	1 976	10 905
2										
3	1J	44/100	M	1	1				11	13
4	1J	1/3	M	2					1	3
5	1J	1/2	M	0	0		0	7	58	65
6										
7		Total 1J		3.	1.		0	10	70.	81.
8										
9										
10		Total 1 &								
11		1J Main		6 257.	728.		1 086.	869.	2 046.	10 986.
12										
13										
14	1	100	B	4 023	4		228	730	402	5 387
15										
16	1J	1/3	B						0	
17	1J	1/2	B	24			2	41	26	93
18										
19		Total 1J								
20		Branch		24.			2.	41.	26.	93.
21										
22										
23		Total 1 &								
24		1J Branch		4 047.	4.		230.	771.	428.	5 480.
25										
26										
27		Total 1 &								
28		1J Main &								
29		Branch		10 304.	732.		1 316.	1 640.	2 474.	16 464.
30										
31										
32	3A	100	M						1	1
33										
34	3B	100	M					1		1
35	3B	100	B	2				33		35
36										
37		Total 3A,								
38		3B Main &								
39		3B Branch		2.				34.	1.	37.
40										
41	4B	100	M						1.	1
42										
43	5	100	M	233	196		65	7	93	594
44										
45	5	100	B	244	2		11	36	17	310
46										
47		Total 4B								
48		Main, 5								
49		Main and								
50		5 Branch		477.	198.		76.	43.	111.	905.
51										
52										
53										
54										
55		Total Main Line	XXX	6 490.	924.		1 151.	877.	2 141.	11 583.
56		Total Branch Lines	XXX	4 293.	6.		241.	840.	445.	5 825.
57		Grand Total	XXX	10 783.	930.		1 392.	1 717.	2 586.	17 408.
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					0.08	0.12	0.20
2		Pacific	M	0.46	0.54				6.07	7.07
3		Transportation	M							0.10
4		Company	M					0.62		0.62
5			B	4.41				1.46		5.87
6			B	6.86						6.86
7			B					0.29		0.29
8			B	0.05						0.05
9			B						0.47	0.47
10										
11										
12										
13										
14										
15		Total	XXX	11.78	0.54			2.55	6.66	21.53
				<u>✓</u>	<u>1</u>			<u>3</u>	<u>6</u>	<u>✓</u>

- 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)

78

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	600	415				18	1 033			
2	California	2 406	1 263		2		86	3 757		11	
3	Louisiana	280	228				30	538			
4	Nevada	450	146				152	748			
5	New Mexico	420	29				60	509			
6	Oregon	354	885				10	1 249			
7	Texas	1 637	1 081				119	2 837			
8	Utah	110					2	112			
9											
10											
11											
12											
13											
14											
15											
16											
17											
18											
19											
20											
21											
22											
23											
24											
25											
26											
26											
27											
28											
29											
30											
31	Total Mileage (single track)	6 257 •	4 047 •		2 •		477 •	10 783 •		11 •	
		4 047									
		10 304									
		11									
		10 315									

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	1	m	339					21	360	
2	1	m						1	1	
3	1	B								
4	1	B	1						1	
5										
6										
7	5	m	1	1		3		7	12	
8										
9										
10										
11										
12										
13	Total Increase		341	1		3		29	374	

DECREASES IN MILEAGE

14	1	B	89				2	1	92	Lone Pine
15	1	B	431	4		7	96	74	612	
16	1	m		6		13	11		30	
17	1	m					1		1	
18	5	m					4		4	
19	5	B					1		1	
20										
21										
22										
23										
24										
25	Total Decrease		520 89	10		20	215	175	740 92	

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 _____ Miles of road abandoned 89

Owned by proprietary companies:

Miles of road constructed _____ Miles of road abandoned _____

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

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

NOTES AND REMARKS

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 (1); 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 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 -----units											
2	Diesel-passenger -----units	24.						22	2	24	64,800	
3	Diesel-multiple purpose-----units	1,851.			2	3	27	1,483	346	1,829	5,283,400	
4	Diesel-switching-----units	446.					11	343	92	435	532,650	20
5	Total (lines 1 to 4)-----units	2,321.			2	3	38	1,848	440	2,288	5,880,850	20
6	Electric-Locomotives -----											
7	Other self powered units-----											
8	Total (lines 5, 6 and 7) -----	2,321.			2	3	38	1,848	440	2,288	5,880,850	20
9	Auxiliary units -----	13.			8			20	1	21		
10	Total locomotive units (lines 8 and 9) -----										XXXXX	
		2,334.			1	3	38	1,868	441	2,309	XXXXX	20

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

(lines 9, 10 and 11)

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					TOTAL
							1980	1981	1982	1983	1984	
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
11	Diesel -----	534	122	658	462	343	169					2,288
12	Electric -----											
13	Other self-powered units -----											
14	Total (lines 11 to 13) -----	534	122	658	462	343	169					2,288
15	Auxiliary units -----		11	2	3	4	1					21
16	Total Locomotive Units (lines 14 and 15) -----	534	133	660	465	347	170					2,309

Road Initials: SPTCo

Year 1982

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 re-classification	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 re-classification and second hand units purchased or leased from others						
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
17	PASSENGER-TRAIN CARS <i>Non-Self-Propelled</i>											
18	Coaches [PA, PB, PBO]	83						83		83	10,411	
19	Combined cars [All class C, except CSB]											
20	Parlor cars [PBC, PC, PL, PO]											
21	Sleeping cars [PS, PT, PAS, PDS]											
22	Dining, grill and tavern cars [All class D, PD]	1						1		1	XXXX	
23	Non-passenger carrying cars [All class B, CSB, M, PSA, IA]										XXXX	
24	Total (lines 17 to 23)	84						84		84	10,411	
25	<i>Self-Propelled Rail Motorcars</i>											
26	Electric passenger cars [EP, ET]											
27	Electric combined cars [EC]											
28	Internal combustion rail motorcars [ED, EG]											
29	Other self-propelled cars Specify types:											
30	Total (lines 25 to 28)											
31	Total (lines 24 and 29)	84						84		84	10,411	
32	COMPANY SERVICE CARS											
33	Business cars [PV]	21					1	19	1	20	XXXX	1
34	Boarding outfit cars [MWX]	56					1	55		55	XXXX	
35	Derrick and snow removal cars [MWU, MWV, MWW, MWK]	23						23		23	XXXX	1
36	Dump and ballast cars [MWB, MWD]	291				11	13	289		289	XXXX	2
37	Other maintenance and service equipment cars	845					4	835	6	841	XXXX	2
38	Total (lines 31 to 35)	1,236				11	19	1,221	7	1,228	XXXX	6

710. INVENTORY OF EQUIPMENT—Continued

Instructions for reporting freight-train car data:

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

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

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

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

Line No.	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							
37	Plain Box Cars - 40' (B100-129)	111.					
38	Plain Box Cars - 50' (B200-229; B300-329)	17,054.					
39	Equipped Box Cars (All Code A)	4,221.					
40	Plain Gondola Cars (G092-392; G401-492)	1,973.					
41	Equipped Gondola Cars (All Codes C and E)	2,930.					
42	Covered Hopper Cars (L151-154; 251-254; 351-354; 451-454; 551-554; 651-654; 751-754)	2,872.					
43	Open Top Hopper Cars—General Service (All Code H)	4,189.					
44	Open Top Hopper Cars—Special Service (All Codes J and K)	840.					
45	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)	7,491.					
46	Refrigerator Cars - Mechanical (R104, 110, 111, 112, 117, 118, R204, 210, 211, 212, 217, 218)						
47	Flat Cars - TOFC/COFC (F071-078; F871-978; F771-778)	882.			130		
48	Flat Cars - Multi-level (All Code V)	2,623.					
49	Flat Cars - General Service (F101-109; F201-209)	3,293.					
50	Flat Cars - Other (F111-189; 211-289; 301-389; 401-540)	3,572.					
51	Tank Cars - Under 22,000 Gallons (T-0, T-1, T-2, T-3, T-4, T-5)	121.					
52	Tank Cars - 22,000 Gallons & Over (T-6, T-7, T-8, T-9)	50.					
53	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)	250.					
54	Total (lines 37 to 53)	52,472.			130		
55	Caboose (All N)	XXXX	830				
56	Total (lines 54, 55)	52,472.	830		130		

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 p r 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.
	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	
Units retired from service of respondent whether owned or leased including re-classification			Time-mileage cars	All other			
(h)	(i)	(j)	(k)	(l)	(m)	(n)	
49	47	15	62		3,410		37
878	13,653	2,523	16,176		1,213,720	147	38
545	2,958	718	3,676		287,877	1	39
159	1,814		1,814		171,825		40
189	2,741		2,741		248,473		41
							42
234	2,638		2,638		231,840	60	43
123	3,308	758	4,066		399,439		44
3	587	250	837		83,688		45
							46
528	5,715	1,248	6,963		525,414		47
						4,635	48
42	529	441	970		80,514		49
377	2,012	234	2,246		87,850		50
314	2,329	650	2,979		228,369		51
414	3,075	83	3,158		248,521	8	52
10	111		111		9,203		53
	50		50		4,145		54
							55
42	208		208		14,421		56
3,907	41,775	6,920	48,695		3,838,709	4,851	57
25	606	199	XXXX	805	XXXXXXXXXXXX	2	58
3,932	42,381	7,119	48,695	805	3,838,709	4,853	59

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						
57	Self-propelled vessels [Tugboats, car ferries, etc.]	X X X X					
58	Non-self-propelled vessels [Car floats, lighters, etc.]	X X X X					
59	Total (lines 57 and 58)	X X X X					
	HIGHWAY REVENUE EQUIPMENT						
60	Bogie-chassis						
61	Dry van						
62	Flat bed						
63	Open top						
64	Mechanical refrigerator			None			
65	Bulk						
66	Insulated						
67	Platform removable sides						
68	Other trailer or container						
69	Tractor						
70	Truck						
71	Total (lines 60 to 71)						

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)	
							57
			X X X X				58
			X X X X				59
			X X X X				
							60
							61
							62
							63
		None					64
							65
							66
							67
							68
							69
							70
							71

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

715. 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		2	
17	Number installed during the year		-	
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
	22 *	69 *	1,920 *	2,918 *		16
						17
						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

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.

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	4 963.74	29.85	45.1	11.9	1 139.5
2	B	1 106.43	9.58	34.8	22.7	581.7
3	C	2 056.46	2.61	24.3	20.0	595.9
4	D	2 545.87	0.26	20.9	9.9	964.9
5	E	4 088.11	XXXXXXXX	XXXXX	XXXXX	-
6	F	1 623.19	XXXXXXXX	XXXXX	XXXXX	586.0
7	Potential abandonments	2.55	-	10.0	10.0	-
8	Total	16 386.33	15.44	34.2	14.1	3 868.0

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.

(9) The average cost per tie should include transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply storage and seasoning yards, and in the case of treating ties, also the cost of handling at treating plants and the cost of treatment. The cost of

unloading, hauling over carriers own lines and placing the ties in tracks, and of train service other than that necessary in connection with loading or treatment, should not be included in this schedule.

Line No.	Track Category (a)	Number of crossties laid in replacement							Total (i)	Switch and Bridge Ties (Board feet) (j)	Crossties Switch and Bridge Ties
		New Ties				Second-hand ties					% of Spot Maintenance (k)
		Wooden		Concrete (d)	Other (e)	Wooden		Other (h)			
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)				
1	A	586 550		10 200					596 750	*	6.63
2	B	55 657							55 657	*	27.34
3	C	89 667							89 667	*	60.42
4	D	128 270							128 270	*	23.29
5	E	71 375							71 375	*	73.89
6	F	196 647							196 647	*	8.40
7	Potential Abandonments										
8	Total	1 128 166	-	10 200	-	-	-	-	1 138 366	1540 480	41.72

9. Average cost per crosstie \$ 21.79 and switchtie (MBM) \$ _____

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	75,750	\$ 20.45	\$ 1,549	254,678	\$ 447.62	\$ 114	
2								
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20	Total	75,750	20.45	1,549	254,678	447.62	114	
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid				7.322			
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid				19.793			

723. RAILS LAID IN REPLACEMENT

96

- (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.

(10) The average costs of new and relay rail should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines, and the cost of handling rails in general supply and storage yards. The

cost of unloading hauling over carriers own lines, and placing the rails in tracks, and of train service in connection with the distribution of rails, should not be included in this schedule.

Line No.	Track category (a)	Miles of rail laid in replacement (rail-miles)				Total		Percent of spot maintenance (h)
		New rail		Relay rail		Welded rail (f)	Bolted rail (g)	
		Welded rail (b)	Bolted rail (c)	Welded rail (d)	Bolted rail (e)			
1	A	158.61	5.10	125.23	35.70	283.84	40.8	13.45
2	B	31.25	.65	42.11	10.62	73.36	11.27	15.66
3	C	.46	.26	12.33	13.43	12.79	13.69	47.81
4	D	.26	1.04	3.36	12.47	3.62	13.51	60.30
5	E	1.26	1.51	12.11	22.33	13.37	23.84	51.30
6	F	33.98	1.05	10.78	7.78	44.76	8.83	21.22
7	Potential Abandonments	-	-	-	-	-	-	-
8	Other	-	-	-	-	-	-	-
9	TOTAL	225.82	9.61	205.92	102.33	431.74	111.94	20.30

10 Average cost of new and relay rail laid in replacement (gross tons) \$ 552.82

Road initials: SPTCo

Year 19 82

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	136	588	330	557.52	90	14	8	557.52
2						119	5	3	
3						136	460	258	
4									
5	4	90	78	2	30.00	90	77	2	30.00
6		112	111	3		110	182	5	
7		113	21	1		112	553	17	
8		115	97	3		113	679	20	
9		119	58	2		115	84	3	
10		132	98	3		119	143	4	
11		136	660	2		132	113	3	
12						136	2,039	61	
13									
14									
15									
16	Total	X X X	1,711	364		X X X			
17	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid								7.322
18	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid								19.793
19	Track-miles of welded rail installed this year								18.343 : 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	3 411.38		
3	132-131	1 568.14		
4	130	21.95		
5	119	555.87		
6	115	265.1		
7	113-112	2 556.69		
8	110	307.71		
9	90	1 295.69		
10	85-80	534.53		
11	76-75	931.56		
12	70	43.22		
13	65	10.25		
14	62-60	66.97		
15	56	0.15		
16	Total	11 583.27		

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)
		Crossties (b)	Switch and Bridge Ties (Board Feet) (c)	Crosstie (d)	Switch and Bridge Ties (Board Feet) (d)					
1	A	596 750	N/A	4.3	N/A	324.64	3.3	607 394	869.87	17.52
2	B	55 657	N/A	1.8	N/A	84.63	3.8	21 688	31.09	2.81
3	C	87 667	N/A	1.6	N/A	26.48	0.6	192 013	274.93	13.37
4	D	128 270	N/A	1.8	N/A	17.13	0.3	148 519	212.70	8.35
5	E	71 375	N/A	0.6	N/A	37.21	0.5	39 016	55.91	1.37
6	F	196 647	N/A	4.3	N/A	53.59	1.7	169 971	243.25	15.00
7	Potential abandonments	1 136 366	540 480	2.50	3.20	543.68	1.70	1 178 601	1 688.05	10.30
8	Total									

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)
		Crossties (b)	Switch and Bridge Ties (Board Feet) (c)	Crosstie (d)	Switch and Bridge Ties (Board Feet) (d)					
1	Current year	1 138 366	540 480	2.50	3.20	543.68	1.70	1 178 601	1 688.05	10.30
2	First preceding	1 546 188	1797 304	2.07	3.70	767.36	2.31	1 291 600	1 285.62	7.63
3	Second preceding	945 687	3240 170	2.00	N/A	314.65	2.21	906 514	1 093.37	6.48
4	Third preceding	1 154 097	N/A	2.45	N/A	883.39	2.63	1 069 170	1 171.00	6.96
5	Fourth preceding	1 322 661	N/A	2.81	N/A	1 258.11	3.75	987 404	1 615.69	9.63
6	Fifth preceding	1 288 588	N/A	2.70	N/A	1 170.43	3.40	891 218	1 580.10	9.18
7	Sixth preceding	1 091 152	N/A	2.28	N/A	966.70	2.80	1 092 340	1 232.20	7.11
8	Seventh preceding	810 881	N/A	1.69	N/A	703.66	2.03	802 848	N/A	N/A
9	Eighth preceding	819 698	N/A	1.70	N/A	832.23	2.39	1 092 340	N/A	N/A
10	Ninth preceding	805 405	N/A	1.67	N/A	950.29	2.72	1 232 232	N/A	N/A

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.

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	255,948,574			
2	Passenger	1,995,097			
3	Yard switching	12,242,159	None	None	None
4	Total	270,185,830			
5	Cost of Fuel*	\$ 239,454	\$	\$	\$
6	Work Train	544,380			

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)

755 Railroad Operating Statistics

Unit Train, Way Train, and Through data under Items 2, 3, 4, 6, and 12 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 Work train is a train operated solely or preponderantly for the purpose of transporting company freight, work equipment or company employees. Statistics for work trains should be reported under Item 11 only. Statistics related to company equipment, company employees and company freight moving in transportation trains are not to be reported in Item 11, but are to be reported in Items 4-17, 6-04, 7-02, and 8-04 and 8-05 as instructed in notes I, K, and L.

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

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

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

(D) A locomotive is 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. Exclude miles made by motorcars. Miles of locomotives in helper service shall be computed on the basis of actual distance run in such service.

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

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

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

(H) Use car designations shown in Schedule 710. Report under Railroad owned and leased miles. Items 4-1 and 4-11 both foreign cars and respondents' own cars while on the line of the respondent railroad. Report in Items 4-13 and 4-15 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 flat-cars carrying loaded highway trailers or empty highway trailers moving under revenue billings as loaded freight car-miles and miles made by flatcars carrying other empty highway trailers as empty freight car-miles. Exclude miles made by motorcars and report miles made by business cars of other than reporting carrier as sleeping car-miles in Item 5-03. Report mail, express baggage cars and combination cars other than 5-02 combination cars, in Item 5-05.

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

(J) Report miles actually run by passenger-train cars in transportation service. Passenger-train car-miles include miles run by coaches and cars in which passengers are carried at regular tariff fares without extra charge for space occupied; miles run by combination passenger and baggage, passenger and mail, passenger and express; miles run by sleeping, parlor and other cars for which an extra fare is charged; miles run by dining, cafe, and other cars devoted exclusively to the serving of meals and other refreshments and by club, lounge, and observation cars; miles run by railway business cars operated for the transportation of the carriers officers and employees; 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 6-01 includes weight of all locomotive units moved one mile in transportation trains. Ton-miles of motorcars should be excluded. Items 6-02 and 6-03 represent tons behind locomotive units (cars and contents, cabooses) moved one mile in transportation trains (excluding non-revenue gross ton-miles). Non-revenue gross ton-miles in transportation trains include work equipment and cars carrying company freight (and their contents). Use 150 lbs. as the average weight per passenger, and 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 (i.e.) shipment of freight handled in mixed baggage express cars. Total Ton-Miles Revenue Freight, should correspond to the Ton-Miles reported on Form CBS.

(M) Road service represents elapsed time of transportation trains (both ordinary and light) between the time of leaving the initial terminals and the time at the final terminals including 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 8-02 train switching hours included in Item 8-01. Train switching is the time spent by the train while performing switching service at terminals and way stations where no regular yard service is maintained. A train hour is independent of the number of locomotives in the train.

755 Railroad Operating Statistics—Continued

(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 respondents lines. No additional count is given because of crew change or changes in track identification number unless there is a physical transfer of the car between trains. Each car moving under revenue billing shall be considered as 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 at end of year Foreign Per Diem Cars refers to freight cars other than cabooses owned by other railroads, whose interline rental is settled on a per diem basis under the code of per diem rules.

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

Surplus cars are cars which are in serviceable condition available for loading at the initial count on the last day of the year, but which have not been placed for loading within 48 hours. A record shall be made of all such cars on hand at 12:01 a.m. of the day following the last day of each year and a count of the same cars made 48 hours later to ascertain those still not placed for loading. The count of surplus cars shall include cars assembled in advance to meet loading requirements of more than one day, cars which have not been moved because of infrequent train service as on branch lines, cars set aside or stored for special or future loading such as perishables, grain, autos, rough freight, 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.

Schedule 755 Railroad Operating Statistics

ITEM DESCRIPTION (a)	LINE NO.	FREIGHT TRAIN (b)	PASSENGER TRAIN (c)
1. Miles of Road Operated (A)	1	10,789	113
2. Train Miles-Running (B)			
2-01 Unit Trains	2	355,094	
2-02 Way Trains	3	4,272,882	
2-03 Through Trains	4	20,569,172	673,030
2-04 Total Train Miles (lines 2-4)	5	25,197,148	673,030
2-05 Motorcars (C)	6		
2-06 Total, All Trains (lines 5,6)	7	25,197,148	673,030
3. Locomotive Unit Miles: (D)			
Road Service: (E)			
3-01 Unit Trains	8	2,050,268	
3-02 Way Trains	9	11,592,800	
3-03 Through Trains	10	81,334,344	748,357
3-04 Total (lines 8-10)	11	94,977,412	748,357
3-11 Train Switching: (F)	12	4,948,896	
3-21 Yard Switching: (G)	13	9,723,098	40,148
3-31 Total All Services (lines 11,12, 13)	14	109,649,406	788,505
4. Freight Car-Miles: (Thousands)(H)			
4-01 RR Owned & Leased Cars-Loaded			
4-010 Box-Plain 40-Foot	15	5,576	
4-11 Box-Plain 50-Foot & Longer	16	190,972	
4-012 Box-Equipped	17	94,189	
4-013 Gondola-Plain	18	23,139	
4-014 Gondola-Equipped	19	13,338	
4-015 Hopper-Covered	20	46,492	
4-016 Hopper-Open Top-General Service	21	33,710	
4-017 Hopper-Open Top-Special Service	22	5,007	
4-018 Refrigerator-Mechanical	23	31,638	
4-019 Refrigerator-Non-Mechanical	24	93,974	
4-020 Flat-TOFC/COFC	25	31,093	
4-021 Flat Multi-Level	26	15,012	
4-022 Flat-General Service	27	13,783	
4-023 Flat-All Other	28	36,844	
4-024 All Other Car Types-Total	29	4,840	
4-025 Total (lines 15-29)	30	639,607	
4-11 RR Owned & Leased Cars-Empty			

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Note 1

Passenger Operating Statistics include operations from San Francisco to San Jose, Ca and Los Angeles to Oxnard, Ca

Schedule 755 Railroad Operating Statistics—Continued

ITEM DESCRIPTION (a)	LINE NO.	FREIGHT TRAIN (b)	PASSENGER TRAIN (c)
4-110 Box-Plain 40-Foot	31	6,196	
4-111 Box-Plain 50-Foot & Longer	32	125,956	
4-112 Box-Equipped	33	92,182	
4-113 Gondola-Plain	34	18,205	
4-114 Gondola-Equipped	35	14,172	
4-115 Hopper-Covered	36	48,465	
4-116 Hopper-Open Top-General Service	37	37,895	
4-117 Hopper-Open Top-Special Service	38	5,003	
4-118 Refrigerator-Mechanical	39	30,712	
4-119 Refrigerator-Non-Mechanical	40	63,624	
4-120 Flat-TOFC/COFC	41	2,146	
4-121 Flat-Multi-Level	42	10,432	
4-123 Flat-General Service	43	11,083	
4-123 Flat-All Other	44	37,727	
4-124 All Other Car Types	45	4,791	
4-125 Total (lines 31-45)	46	508,589	
4-13 Private Line Cars-Loaded (H)			
4-130 Box-Plain 40-Foot	47		
4-131 Box-Plain 50-Foot & Longer	48	7,843	
4-132 Box-Equipped	49	65	
4-133 Gondola-Plain	50	1,871	
4-134 Gondola-Equipped	51	5,262	
4-135 Hopper-Covered	52	55,583	
4-136 Hopper-Open Top-General Service	53	233	
4-137 Hopper-Open Top-Special Service	54	77	
4-138 Refrigerator-Mechanical	55	2,345	
4-139 Refrigerator-Non-Mechanical	56	9,985	
4-140 Flat-TOFC/COFC	57	280,727	
4-141 Flat-Multi-Level	58	34,164	
4-142 Flat-General Service	59	501	
4-143 Flat-All Other	60	3,984	
4-144 Tank Under 22,000 Gallons	61	45,741	
4-145 Tank-22,000 Gallons and Over	62	37,280	
4-146 All Other Car Types	63	6,436	
4-147 Total (lines 47-63)	64	492,097	
4-15 Private Line Cars-Empty (H)			
4-150 Box-Plain 40-Foot	65		

Schedule 755 Railroad Operating Statistics—Continued

ITEM DESCRIPTION (a)	LINE NO.	FREIGHT TRAIN (b)	PASSENGER TRAIN (c)
4-151 Box-Plain 50-Foot & Longer	66	7,337	
4-152 Box Equipped	67	56	
4-153 Gondola-Plain	68	1,756	
4-154 Gondola-Equipped	69	5,525	
4-155 Hopper-Covered	70	58,259	
4-156 Hopper-Open Top-General Service	71	256	
4-157 Hopper-Open Top-Special Service	72	97	
4-158 Refrigerator-Mechanical	73	2,295	
4-159 Refrigerator-Non-Mechanical	74	9,997	
4-160 Flat-TOFC/COFC	75	9,420	
4-161 Flat-Multi-Level	76	18,103	
4-162 Flat-General Service	77	427	
4-163 Flat-All Other	78	3,353	
4-164 Tank-Under 22,000 Gallons	79	46,432	
4-165 Tank-22,000 Gallons and Over	80	40,564	
4-166 All Other Car Types	81	6,782	
4-167 Total (lines 65-81)	82	210,659	
4-17 Work Equipment Car-miles	83	3,043	
4-18 No payment Car miles (I)	84	51,669	
4-19 Total Car-Miles by Train Type:			
4-180 Unit Trains	85	30,830	
4-181 Way Trains	86	174,478	
4-182 Through Trains	87	1,700,356	
4-183 Total (line 85-88)	88	1,905,664	
4-20 Caboose Miles	89	28,518	
5. Passenger Car-Miles: (Thousands)(j)			
5-01 Coaches	90		2,476
5-02 Combination, Passenger Cars	91		
5-03 Sleeping and Parlor Cars	92		
5-04 Dining, Grill and Tavern Cars	93		
5-05 Head-end Cars (Other than 5-02)	94		
5-06 Total (lines 90-94)	95		2,476
5-07 Business Cars	96	164	
5-08 Crew Cars (Other than C cabooses)	97		
6. Gross Ton-Miles: (Thousands)(K)			
6-01 Road Locomotives	98	17,324,167	114,832
6-02 Freight Trains, Crs., Cnts., and Caboose			

Schedule 755 Railroad Operating Statistic—Concluded

ITEM DESCRIPTION (a)	LINE NO.	FREIGHT TRAIN (b)	PASSENGER TRAIN (c)
6-020 Unit Trains	99	2,664,309	
6-021 Way Trains	100	11,766,215	
6-022 Through Trains	101	112,401,041	
6-03 Passenger-Trains, Crs., and Cnts.	102	15,347	175,652
6-04 Non-Revenue	103	312,749	
6-05 Total (lines 98-103)	104	144,483,828	290,484
7. Tons of Freight (Thousands)			
7-01 Revenue	105	91,922	
7-02 Non-Revenue	106	604	
7-03 Total (lines 105, 106)	107	92,526	
8. Ton-Miles of Freight (Thousands)(L)			
8-01 Revenue-Road Service	108	59,268,713	
8-02 Revenue-Lake Transfer Service	109		
8-03 Total (lines 108, 109)	110	59,268,713	
8-04 Non-Revenue-Road Service	111	10,209	
8-05 Non-Revenue-Lake Transfer	112		
8-06 Total (lines 111, 112)	113	10,209	
8-07 Total-Revenue & Non-Revenue (lines 110, 113)	114	59,278,922	
9. Train Hours: (M)			
9-01 Road Service	115	1,037,519	18,073
9-02 Train Switching	116	288,060	
10. Total Yard-Switching Hours (N)	117	1,069,155	6,691
11. Train-Miles Work Trains: (O)			
11-01 Locomotives	118	232,715	
11-02 Motorcars	119		
12. Number of Loaded Freight Cars: (P)			
12-01 Unit Trains	120	44,066	
12-02 Way Trains	121	1,028,756	
12-03 Through Trains	122	2,576,440	
13. TOFC/COFC-Number of Rev. Trailers & Containers Loaded & Unloaded (Q)	123	396,940	
14. Multi-Level Cars-Number of Motor Vehicles Loaded & Unloaded (Q)	124	47,149	
15. TOFC/COFC Number of Rev. Trailers Picked Up and Delivered (R)	125	7,985	
16. Revenue Tons-Marine Terminal (S)			
16-01 Marine Terminals-Coal	126		
16-02 Marine Terminals-Ore	127		
16-03 Marine Terminals-Other	128		
16-04 Total (lines 126-128)	129		
17. Number of Foreign Per Diem Cars on Line (T)			
17-01 Serviceable	130	21,249	
17-02 Unserviceable	131	1,049	
17-03 Surplus	132	4,557	
17-04 Total (Lines 130-132)	133	26,855	

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 payments.

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:

Supplemental Agreement between Los Angeles and Salt Lake Railroad Company and Southern Pacific Transportation Company covering annual flat charge for jointly-owned trackage maintained by SP at Vernon (Fruitland) California. Present charge of \$225 per annum increased to \$250.69 per annum. Charges apply to service and maintenance.

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:

Agreement between Department of the Air Force, Western Space and Missile Center, Vandenberg Air Force Base and Southern Pacific Transportation Co. covering service by SP relating to missile functions. Total charges \$146,544.00.

Amendments to agreement between National Railroad Passenger Corporation (Amtrak) and Southern Pacific Transportation Company covering various monthly accounts to reflect non-labor costs, officers wages, train and engine crew wages, adding trains, conductor and trainmen uniform cleaning, health and welfare rates, contract advances, addition of trainmaster at West Oakland Coach Yard and increase in Albany rent Amtrak monthly payment \$392,339.

Agreement for the lease of building at 301 Mission Street, San Francisco, California for office space. Total annual rent is \$1,730,100 payable monthly.

Agreement between SPT Co. and MTS Associates, Inc., MTS submitted to SPT Co. a proposal for a hearing preservation program dated 4-8-82 \$138,000 1st year, \$134,000 2nd, 3rd, 4th and 5th year.

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 the year.						
2							
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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

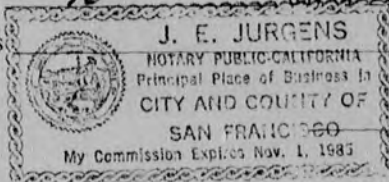
January 1, 19 82, to and including December 31, 19 82

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 16th day of March, 19 83

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

R. D. Krebs 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

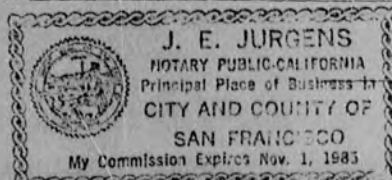
January 1, 19 82, to and including December 31, 19 82

R. D. Krebs
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 16th day of March, 19 83

My commission expires

Use an
L.S.
impression seal



(Signature of officer authorized to administer oaths)

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