

138/00 \$

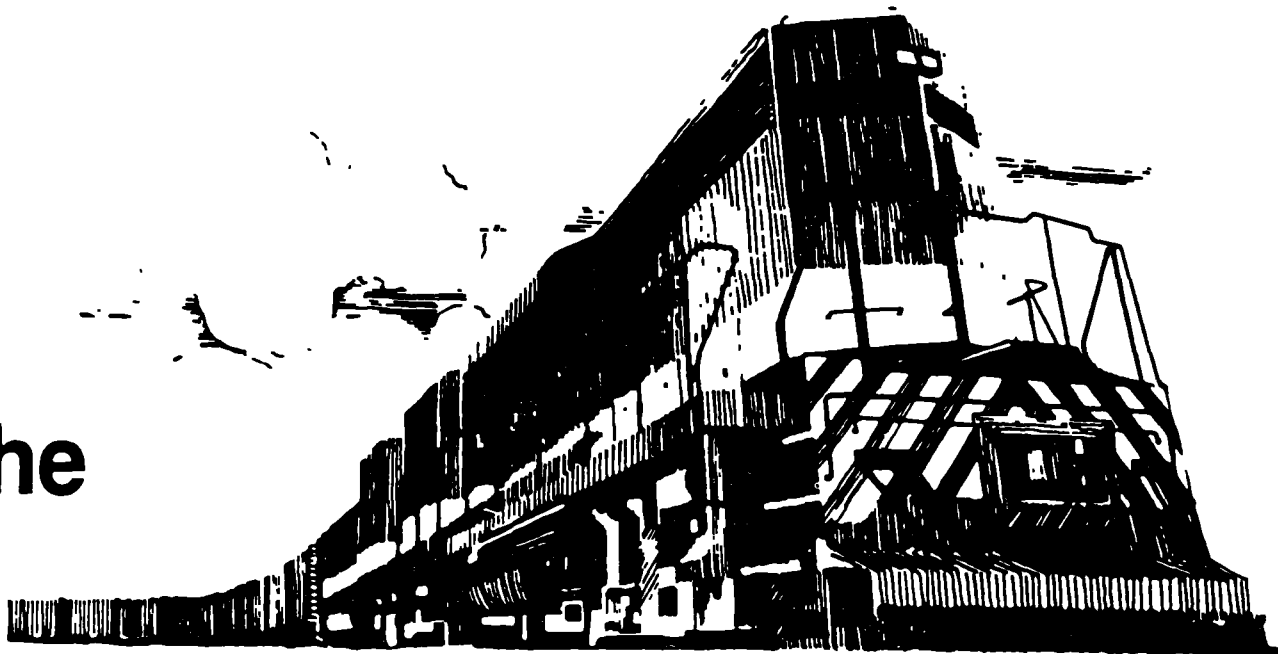
ACAA- R-1

annual report

APPROVED BY OMB
3120-0029
EXPIRES 3-31-96

	<p>SOUTHERN PACIFIC TRANSPORTATION COMPANY COMBINED WITH ST. LOUIS SOUTHWESTERN RAILWAY COMPANY & THE DENVER & RIO GRANDE WESTERN RAILROAD COMPANY SOUTHERN PACIFIC BUILDING ONE MARKET PLAZA SAN FRANCISCO, CA 94105</p>
<p>Correct name and address if different than shown.</p>	<p>Full name and address of reporting carrier. (Use mailing label on original, copy in full on duplicate.)</p>

to the



Interstate Commerce Commission

FOR THE YEAR ENDED DECEMBER 31, 1995

NOTICE

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

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

(a) The Interstate Commerce Commission may require—

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

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

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

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

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

(49) U.S.C. 11941 (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 the \$500 for each violation and for not more the \$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 Office of Economics 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,

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

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

4 If it be necessary or desirable to insert additional statements, typewritten or other, in a report, they should be legibly made on durable paper and, wherever practicable, on sheets not larger than a page of the Form. Inserted sheets should be securely attached, preferable 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 parentheses

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 \$1000 should be raised to the nearest thousand dollars, and amounts of less than \$500 should be lowered.

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

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

Class I companies are those having operating revenues of \$250,000,000 or more. For this class, Annual Report Form R-1 is provided.

Class II companies are those having annual operating revenues less than \$250,000,00 but in excess of \$20,000,000.

Class III companies are those having annual operating revenues of \$20,000,000 or less.

All switching and terminal companies will be designated class III railroads

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

Commission means the Interstate Commerce Commission. Respondent means the person or corporation in whose behalf the report is made. Year means the year ended December 31 for which the report is made. The Close of the Year means the close of business on December 31 of the year for which the report is made; or, in case the report is made for a shorter period than one year, it means the close of the period covered by the report. The Beginning of the Year means the beginning of business on January 1 of the year for which the report is made, or, in case the report is made for a shorter period than one year, it means the beginning of the period covered by the report. The Preceding Year means the year ended December 31 of the year 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
COMBINED WITH
ST. LOUIS SOUTHWESTERN RAILWAY COMPANY &
THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY**

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1995

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

(Name) B. C. KANE (Title) CONTROLLER

(Telephone number) (415) 541-2565
(Area code) (Telephone number)

(Office address) SOUTHERN PACIFIC BUILDING, ONE MARKET PLAZA, SAN FRANCISCO, CA 94105
(Street and number, City, State, and ZIP code)

TABLE OF CONTENTS

	SCHEDULE NO.	PAGE
Schedules Omitted by Respondent	A	1
Identity of Respondent	B	2
Voting Powers and Elections	C	3
Comparative Statement of Financial Position	200	5
Results of Operations	210	16
Retained Earnings - Unappropriated	220	19
Capital Stock	230	20
Statement of Changes in Financial Position	240	21
Working Capital Information	245	23
Investments and Advances Affiliated Companies	310	26
Investments in Common Stocks of Affiliated Companies	310A	30
Road Property and Equipment and Improvements to Leased Property and Equipment	330	32
Depreciation Base and Rates-Road and Equipment Owned and Used and Leased from Others	332	34
Accumulated Depreciation-Road and Equipment Owned and Used	335	35
Accrued Liability - Leased Property	339	36
Depreciation Base and Rates - Improvements to Road and Equipment Leased from Others	340	37
Accumulated Depreciation - Improvements to Road and Equipment Leased from Others	342	38
Depreciation Base and Rates - Road and Equipment Leased to Others	350	40
Accumulated Depreciation - Road and Equipment Leased to Others	351	41
Investment in Railroad Property Used in Transportation Service (By Company)	352A	42
Investment in Railway Property Used in Transportation Service (By Property Accounts)	352B	43
Railway Operating Expenses	410	45
Way and Structures	412	52
Rents for Interchanged Freight Train Cars and Other Freight Carrying Equipment	414	53
Supporting Schedule - Equipment	415	56
Supporting Schedule - Road	416	58
Specialized Service Subschedule - Transportation	417	60
Supporting Schedule - Capital Leases	418	61
Analysis of Taxes	450	63
Items in Selected Income and Retained Earnings Accounts for the Year	460	65
Guaranties and Suretyships	501	66
Compensating Balances and Short-Term Borrowing Arrangements	502	67
Separation of Debtholdings between Road Property and Equipment	510	69
Transactions Between Respondent and Companies or Persons Affiliated With Respondent for Services Received or Provided	512	72
Mileage Operated at Close of Year	700	74
Miles of Road at Close of Year - By States and Territories (Single Track) (For Other Than Switching and Terminal Companies)	702	75
Inventory of Equipment	710	78
Unit Cost of Equipment Installed During the Year	710S	84
Track and Traffic Conditions	720	85
Ties Laid in Replacement	721	86
Ties Laid in Additional Tracks and in New Lines and Extensions	722	87
Rails Laid in Replacement	723	88
Rails Laid in Additional Tracks and in New Lines and Extensions	724	89
Weight of Rail	725	90
Summary of Track Replacements	726	91
Consumption of Fuel by Motive-Power Units	750	91
Railroad Operating Statistics	755	94
Verification		98
Memoranda		99
Index		100

SPECIAL NOTICE

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

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

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

A. SCHEDULES OMITTED BY RESPONDENT

1. The respondent, at its option, may omit pages from this report provided there is nothing to report or the schedules are not applicable.
2. Show below the pages excluded and indicate the schedule number and title in the space provided below.
3. If no schedules were omitted, indicate "NONE".

Page	Schedule No.	Title
		NONE

B. IDENTITY OF RESPONDENT

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

1. Give in full the exact name of the respondent. Use the words "The" and "Company" only when they are parts of the corporate name. Be careful to distinguish between *railroad* and *railway*. The corporate name should be given uniformly throughout the report, notably on the cover, on the title page, and in the "Verification". If the report is made by receivers, trustees, a committee of bondholders, or individuals otherwise in possession of the property, state names and facts with precision. If the report is for a consolidated group, pursuant to Special Permission from the Commission, Accounting and Valuation Board, indicate such fact on line 1 below and list the consolidated group on page 4.

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

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

1. Exact name of common carrier making this report Southern Pacific Transportation Company Combined With St. Louis Southwestern Railway Company and The Denver and Rio Grande Western Railroad Company. *
2. Date of incorporation SPT - February 20, 1969; SSW - January 16, 1891; DRGW - November 15, 1920
3. Under laws of what Government, State, or Territory organized? If more than one, name all. If in bankruptcy, give court of jurisdiction and dates of beginning of receivership or trusteeship and of appointment of receivers of trustees
SPT - Under the General Corporation Law of the State of Delaware, Certificate of Incorporation amended February 24, 1969, to eliminate provisions in the certificate covering pre-emptive rights and cumulative voting. (See report for year ended December 31, 1969.)
SSW - Under the General Railroad Laws of The State of Missouri as found in the revised Statutes of Missouri 1889, Chapter 42, Article 2, Page 37 Et. Seq. permitted to do business as a railroad company of the Arkansas by virtue of having filed its Articles of Association in the office of the Secretary of that State as provided by Article 34, Page 43 Et. Seq. of Act approved March 31, 1899.
DRGW - Under the Corporation Laws of the State of Delaware
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 _____

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.

* The combined R-1 report of Southern Pacific Transportation Company, St. Louis Southwestern Railway Company and The Denver and Rio Grande Railroad Company excluded Class 2, Class 3 and non-carrier affiliated companies (for a list of companies, see Schedule 310 and 310A). Such affiliated companies were reported under the equity method for Schedules 200, 210 and 220. This treatment differs from that used in SPT's Annual Report on Form 10-K in that all wholly-owned (100%) affiliates (as shown in Schedule 310) are included in Form 10-K on a consolidated basis.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common, \$ SPT & DRGW - No par; SSW - \$100 per share; first preferred, \$ SSW - \$100; SPT & DRGW - 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 Yes
3. Are voting rights proportional to holdings? Yes If not, state in a footnote the relation between holdings and corresponding voting rights
4. Are voting rights attached to any securities other than stocks? No If so, name in a footnote each security other than stock to which voting rights are attached (as of the close of the year), and state in detail the relation between holdings and corresponding voting rights, stating whether voting rights are actual or contingent, and if contingent, showing the contingency.
5. Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method? No If so, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.
6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing
SPT & DRGW - No closing date, annual meeting April 27, 1995
SSW - No closing date, record date for annual meeting April 13, 1995, meeting date May 3, 1995
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 SPT - 1,350; SSW - 100 (excludes SPT's votes of 370,093); DRGW - None (see note on "Ownership" on page 9) votes, as of December 31, 1995
8. State the total number of stockholders of record as of the date shown in answer to inquiry No. 7: SPT - 1; SSW - 14; DRGW - see note on "Ownership" on page 9 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 data had a meeting then been in order, and the classification of the number of votes to which he was entitled, with respect to securities held by him, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities, stating in a footnote the names of such other securities (if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreement, give as supplemental information the names and addresses of the thirty largest holders of the voting trust certificates and the amount of their individual holdings. *If the stock book was not closed or the list of stockholders compiled within such year, show such thirty security holders as of the close of the year.*

Line No	Name of security holder (a)	Address of security holder (b)	Number of votes to which security holder was entitled (c)	Number of votes, classified with respect to securities on which based			Line No.
				Stock			
				Common (d)	Second (e)	First (f)	
1	SPT						1
2	Southern Pacific	Southern Pacific Building	1,350	1,350			2
3	Rail Corporation	One Market Plaza					3
4		San Francisco, CA 94105					4
5							5
6	SSW						6
7	Benjamin Zatz	Forest Hills, NY	30	30			7
8	Donald Zatz	Forest Hills, NY	25	25			8
9	Joseph Guzman	Pasadena, CA	15	5		10	9
10	C Tellenne Estate	France	10			10	10
11	Ruth Hibbard	Enfield, NH	6			6	11
12	Philip Warner	Greenwich, CT	1			1	12
13	Wm Rosenheim & Co	W Germany	4			4	13
14	Est of A. M. Proudfit	New York, NY	3			3	14
15	Homer Henry	Sun City, AZ	1	1			15
16	Alan Furth	Oakland, CA	1			1	16
17	Jeffrey G Root	San Francisco, CA	1			1	17
18	C. Kirwan Estate	Ladysmith, WI	1			1	18
19	Eldon Lucy	Oakland, CA	1			1	19
20	Est of S. W. Proudfit	New York, NY	1			1	20
21							21
22							22
23							23
24							24
25							25
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent: SPT - 1,350,
SSW - 1,480,372 * votes cast
11. Give the date of such meeting: SPT - April 27, 1995; SSW - May 3, 1995
12. Give the place of such meeting: San Francisco, California
* Cast in cummulative voting authorized for election of directors by 370,093 shares

NOTES AND REMARKS

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

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
Current Assets						
1		701	Cash			1
2		702	Temporary Cash Investments	20,913	53,589	2
3		703	Special Deposits	7,392	5,237	3
Accounts Receivable						
4		704	- Loan and Notes	7,762	7,156	4
5		705	- Interline and Other Balances	13,064	18,333	5
6		706	- Customers	1,143	18,666	6
7		707	- Other	13,487	25,148	7
8		709, 708	- Accrued Accounts Receivables	56,682	62,645	8
9		708.5	- Receivables from Affiliated Companies	235,556	121,161	9
10		709.5	- Less: Allowance for Uncollectible Accounts	(6,417)	(6,220)	10
11		710, 711, 714	Working funds, Prepayments & Deferred Income Tax Debits	20,890	17,431	11
12		712	Materials and Supplies	74,790	71,076	12
13		713	Other Current Assets	26,291	37,063	13
14			TOTAL CURRENT ASSETS	471,553	431,285	14
Other Assets						
15		715, 716, 717	Special Funds	6,688	6,749	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310 and 310A)	51,019	84,190	16
17		722, 723	Other Investments and Advances	66,994	62,478	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities-Cr.			18
19		737, 738	Property Used in Other Than Carrier Operation (less Depreciation \$ 17,659)	148,010	136,548	19
20		739, 741	Other Assets	(241)	439	20
21		743	Other Deferred Debits	99,311	114,204	21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	371,781	404,608	23
Road and Equipment						
24		731, 732	Road (Schedule 330) L-30 Col h & h	6,121,824	5,937,909	24
25		731, 732	Equipment (Schedule 330) L-39 Col h & h	2,430,555	1,971,088	25
26		731, 732	Unallocated Items			26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(3,016,183)	(2,979,287)	27
28			Net Road and Equipment	5,536,196	4,929,710	28
29	*		TOTAL ASSETS	6,379,530	5,765,603	29

NOTES AND REMARKS

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

Line No	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No
Current Liabilities						
30		751	Loans and Notes Payable	31,292	-	30
31		752	Accounts Payable: Interline and Other Balances	42,695	39,897	31
32		753	Audited Accounts and Wages	70,928	83,374	32
33		754	Other Accounts Payable	17,038	14,505	33
34		755, 756	Interest and Dividends Payable	42,877	36,202	34
35		757	Payables to Affiliated Companies	25,476	19,468	35
36		759	Accrued Accounts Payable	595,071	623,640	36
37		760, 761 761.5, 762	Taxes Accrued	53,815	31,698	37
38		763	Other Current Liabilities	50,433	42,554	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	60,364	60,837	39
40			TOTAL CURRENT LIABILITIES	989,989	952,175	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured	223,018	78,938	41
42		766	Equipment Obligations	241,175	278,505	42
43		766.5	Capitalized Lease Obligations	826,657	325,655	43
44		768	Debt in Default			44
45		769	Accounts Payable: Affiliated Companies	122,807	449	45
46		770.1, 770.2	Unamortized Debt Premium	(295)	(445)	46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities			48
49		786	Accumulated Deferred Income Tax Credits	991,408	1,049,858	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	680,986	700,778	50
51			TOTAL NONCURRENT LIABILITIES	3,085,756	2,433,738	51
Shareholders' Equity						
52		791, 792	Total Capital Stock (Schedule 230) (L53 & 54)	463,698	465,602	52
53			Common Stock	424,876	424,876	53
54			Preferred Stock	38,822	40,726	54
55			Discount on Capital Stock			55
56		794, 795	Additional Capital (Schedule 230)	1,090,126	1,090,126	56
57		797	Retained Earnings: Appropriated			57
58		798	Unappropriated (Schedule 220)	749,961	823,962	58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock			60
61			Net Shareholders' Equity	2,303,785	2,379,690	61
62	*		TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	6,379,530	5,765,603	62

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES
(Dollars in Thousands)

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

1. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking and other funds pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts \$ None
2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made \$ 1,290,664
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 Accounting is in accordance with FASB Statement No. 87, "Employers' Accounting for Pensions".
 (b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund Not determinable for individual companies in the plan \$ _____
 (c) Is any part of pension plan funded? Specify: Yes X No _____
 (i) If funding is by insurance, give name of insuring company No
 (ii) If funding is by trust agreement, list trustee(s) The Chase Manhattan Bank
 Date of trust agreement or latest amendment June 15, 1994
 If respondent is affiliated in any way with the trustee(s), explain affiliation: None
 (d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement See page 11
 (e) (i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates? Specify.
 Yes _____ No X
 If yes, give number of the shares for each class of stock or other security _____
 (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? Outside investment managers
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

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

Disclose the nature and amount of contingency that is material.

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

Taxes

Southern Pacific Rail Corporation (formerly Rio Grande Industries, Inc.) and subsidiaries' consolidated federal income tax returns were examined for the period October 14, 1988 through 1990. Because of existing net operating losses, there was no additional liability as a result of this examination. The consolidated returns for 1991, 1992 and 1993 are currently being examined. Because of existing net operating losses, there is no known nor anticipated additional tax liability as a result of this examination.

With regard to The Denver and Rio Grande Western Railroad Co. (DRGW), petitions have been filed in the United States Tax Court involving DRGW for the years 1979, 1980, 1982, 1983 and the taxable period ended October 31, 1984. The government has asserted deficiencies in excess of \$24,000,000. DRGW has adequately provided for this potential liability.

Southern Pacific Transportation Company's (SPT) former consolidated group, of which Southern Pacific Transportation Company combined with St. Louis Southwestern Railway Company was a member, is contesting deficiencies asserted by the Internal Revenue Service for the years 1984 through the taxable period ended October 13, 1988. Years prior to 1984 are closed.

Pursuant to the Share Purchase Agreement between Southern Pacific Rail Corporation and Santa Fe Southern Pacific Corporation and Southern Pacific Company (the Sellers), the sellers have assumed the liability for any deficiencies in federal income tax that may ultimately be due from SPT for periods ending on or prior to closing on October 13, 1988. Accordingly, the consolidated financial statements of the Company do not make provision for any taxes and interest that may ultimately be due for such periods prior to closing.

(a) Changes in Valuation Accounts

8. Marketable Equity Securities None

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

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

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

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

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

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

9 Proposed merger with Union Pacific, see notes on page 9.

10. Special charges, see notes on page 10.

11. Sale of Receivables, see notes on page 10.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - concluded
NOTES TO FINANCIAL STATEMENTS

Page 8, Item 9, Proposed Merger with Union Pacific

On August 3, 1995, the Board of Directors of Southern Pacific Rail Corporation (SPRC), the controlling company of Respondent, approved an agreement providing for the merger of SPRC and the Union Pacific Railroad Company (UPRR), a wholly-owned subsidiary of Union Pacific Corporation (UP). Under the terms of the agreement, a subsidiary of UP acquired 25% of the common stock of SPRC at a price of \$25.00 per share pursuant to a tender offer. The merger requires approval by the Surface Transportation Board (STB) of the Department of Transportation (successor to the Interstate Commerce Commission (ICC)). Based on the 255 day procedural schedule adopted by the ICC, the earliest a decision can be expected is August 1996. The shares purchased in the tender offer are held in a voting trust pending a decision by the STB. Following receipt of STB approval and the satisfaction of other conditions, SPRC (and the UP subsidiary that purchased SPRC stock in the cash tender offer) would be merged into UPRR. In the merger, each share of SPRC stock would be converted, at the holder's election (subject to proration), into the right to receive \$25.00 in cash or 0.4065 shares of UP common stock. Of the shares of SPRC common stock outstanding immediately prior to the merger (other than the shares previously acquired by UP in the tender offer), 20% would be acquired for cash and 80% would be acquired in exchange for shares of UP common stock. In accordance with the provisions of the UP merger agreement, all 28 executives covered by the Equity Incentive Plan waived their rights under that plan.

The merger agreement provides that prior to completion of the merger, or termination of the merger agreement if that occurs before the merger is completed, the business of SPRC and its subsidiaries generally will be conducted in the ordinary course of business consistent with past practice, or pursuant to "customary actions." Customary actions are defined as actions in the ordinary course of a person's business where the action is generally recognized as being customary and prudent for other major enterprises in the person's line of business. The merger agreement may be terminated by the Board of Directors of either SPRC or UP if the merger has not occurred on or prior to March 31, 1997. The agreement restricts SPRC, with certain exceptions, from amending its articles or bylaws, paying dividends, issuing stock, redeeming or repurchasing shares of its stock, making compensation changes, making loans, advancement, capital contributions or investments (except for railroad and real estate joint ventures and certain other transactions) and engaging in transactions with affiliates. In addition, among other things, the agreement restricts SPRC from incurring debt other than pursuant to arrangements existing on the date of the merger agreement (Respondent's \$450 million of bank credit facilities and replacements therefor and refinancing thereof, and capital leases to finance the rebuilding of freight cars and purchase of equipment under existing commitments), plus borrowings not to exceed \$12.5 million in the fiscal year ended December 31, 1995, \$25 million in the fiscal year ending December 31, 1996 and \$12.5 million in the fiscal quarter ending March 31, 1997.

On November 30, 1995, UPRR and SPRC filed an application for the proposed merger with the ICC and the application process is ongoing. The earliest closing of the transaction, if approved, would be September 1996.

On January 17, 1996, at a special meeting called to consider the proposed merger, the stockholders of SPRC voted to proceed with the transaction.

SPRC incurred expenses of \$8.1 million associated with the proposed merger during 1995 and, if the merger is completed, has committed to continuity, severance and transaction expenses of up to an additional \$45 million.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - concluded
NOTES TO FINANCIAL STATEMENTS

Page 8, item 10. Special Charges

In June 1995, the Board of Directors approved plans aimed at reducing future operating costs and increasing productivity which resulted in a \$112.6 million pretax charge. The charge includes \$41 million for severance payment to be made for approximately 582 employees (both management and labor), 64 of whom were terminated in 1995 with the remainder planned for termination before the end of 1996, approximately \$4 million of the charge is related to costs associated with terminating certain leased facilities, and approximately \$67 million is for the expected loss associated with the sale, lease or abandonment of 600 miles of light density rail lines.

Following are special charges included in the Income Statement:

<u>Schedule</u>	<u>Line No</u>	<u>Description</u>	<u>Amount</u>
Sch 210	L.14 (b)	Total pre-tax special charge	\$112,557
	L.50 (b)	Provision for deferred income taxes-Special charge	(\$43,600)
		Special charge - Net of income taxes	\$68,957
Sch 410	L 403 (b)	Labor protection	\$1,200
	L.618 (e)	Termination of leased facilities	\$3,000
	L.618 (b)	Severance payments	\$41,000
	L.136 (e)	Expected loss associated with the sale, lease or	\$56,803
	L.137 (c)	abandonment of light density rail lines	\$10,554
		Total special charge	\$112,557

Page 8, item 11. Sale of Receivables

In November 1995, a special purpose subsidiary of SPRC transferred net railroad freight and other receivables (including interline accounts) with limited recourse to an accounts receivable master trust and sold certificates of interest in the master trust to special purpose commercial paper issuers associated with major banking institutions. The sale price for the receivables sold is based upon the face amount of the receivables and is reduced by discounts for expected defaults, servicing costs and anticipated collection periods. A maximum aggregate certificate amount of \$400 million may be outstanding at any time. The proceeds from this sale were used to replace the previous agreements relating to railroad receivables.

As of December 31, 1995 and 1994, Respondent had sold \$444.2 million and \$454.3 million of net outstanding receivables, respectively, and had receivables for accounts receivable sold of \$203.1 million and \$111.2 million, respectively. In addition, Respondent had an interest bearing receivable of \$30 million outstanding at December 31, 1994 included in other assets. Included in other income (expense), net is approximately \$(51.7) million in 1995 and (\$54.0) million in 1994 of discounts and other expenses associated with the sales of accounts receivable. The new facility provides for the continuing sale of receivables to the special purpose subsidiary of SPRC for a period of 364 days renewable by agreement of the parties for a period of up to ten years.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Concluded
NOTES TO FINANCIAL STATEMENTS

Notes to Schedule 200, page 7, item 3(d)

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

Southern Pacific Transportation Co
St. Louis Southwestern Railway Co.
Denver & Rio Grande Western Railroad Co
Pacific Fruit Express Co
Pacific Motor Transport Co.
Personnel Scheduling Technology, Inc.
Rio Grande Holding, Inc.
Southern Pacific Asset Management
Southern Pacific Land Corporation
Southern Pacific Motor Trucking Co
Southern Pacific Rail Corporation
SPCSL Corporation
Transportation Service Systems, Inc.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Concluded
NOTES TO FINANCIAL STATEMENTS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Concluded
NOTES TO FINANCIAL STATEMENTS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Concluded
NOTES TO FINANCIAL STATEMENTS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Concluded
NOTES TO FINANCIAL STATEMENTS

210. RESULTS OF OPERATIONS
(Dollars in thousands)

1. Disclose the requested information for the respondent pertaining to the results of operations for the year.
2. Report total operating expenses from Schedule 410 of this report. Any disparities in expense amounts shown in this schedule and expense amount reported in Schedule 410 must be fully explained on page 18.
3. List dividends from investments accounted for under the cost method on the appropriate line No. 19 for Account No. 513, "Dividend Income". List dividends accounted for by the equity method on the appropriate dividend line No. 25 under the "Income from Affiliated Companies" subsection of this schedule.
4. All contra entries hereunder should be indicated in parenthesis.

5. Cross-checks:

Schedule 210

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

Schedule 210

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

Schedule 410

= Line 620, col (h)
= Line 620, col (f)
= Line 620, col (g)

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

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Freight related revenue & expenses (d)	Passenger-related revenue & expenses (e)	Line No
		ORDINARY ITEMS OPERATING INCOME Railway Operating Income					
1		(101) Freight	2,847,477	2,839,059	2,847,477		1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching	28,799	33,831	28,799		4
5		(105) Water Transfers					5
6		(106) Demurrage	20,298	24,724	20,298		6
7		(110) Incidental	41,935	41,135	41,935		7
8		(121) Joint Facility-Credit	2,221	1,756	2,221		8
9		(122) Joint Facility-Debt					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	2,940,730	2,940,505	2,940,730		10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations		1,022			11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RY OPERATING REVENUES (lines 10-12)	2,940,730	2,941,527	2,940,730		13
14	*	(531) Railway operating expenses	2,961,863	2,718,027	2,961,863		14
15	*	Net revenue from railway operations	(21,133)	223,500	(21,133)		15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier oper	476	2,450			16
17		(510) Miscellaneous rent income	39,301	39,018			17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)		1			19
20		(514) Interest Income	13,387	10,801			20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt					22
23		(518) Reimburse. received under contracts and agreements					23
24		(519) Miscellaneous income	56,541	287,318			24
25		Income from affiliated companies 519 a Dividends (equity method)					25
26		b Equity in undistributed earnings (losses)	(4,624)	13,828			26
27		TOTAL OTHER INCOME (lines 16-26)	105,081	353,416			27
28		TOTAL INCOME (lines 15, 27)	83,948	576,916			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	17,997	15,794			29
30		(544) Miscellaneous taxes					30
31		(545) Separately operated properties-loss	150	374			31
32		(549) Maintenance of investment organization					32
33		(550) Income Transferred under contracts and agreements					33
34		(551) Miscellaneous income charges	60,043	97,808			34
35		(553) Uncollectible accounts	3,250	2,925			35
36		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-35)	81,440	116,901			36
37		Income available for fixed charges (lines 28, 36)	2,508	460,015			37

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

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No.
		FIXED CHARGES			
38		(546) Interest on funded debt			38
		(a) Fixed interest not in default	94,563	97,595	
39		(b) Interest in default			39
40		(547) Interest on unfunded debt	16,622	13,073	40
41		(548) Amortization of discount on funded debt	3,491	5,311	41
42		TOTAL FIXED CHARGES (lines 38-41)	114,676	115,979	42
43		Income after fixed charges (lines 37, 42)	(112,168)	344,036	43
		OTHER DEDUCTIONS			
44		(546) Interest on funded debt			44
		(c) Contingent interest			
		UNUSUAL OR INFREQUENT ITEMS			
45		(555) Unusual or infrequent items (debit) credit			45
46		Income (loss) from continuing operations (before income taxes)	(112,168)	344,036	46
		PROVISIONS FOR INCOME TAXES			
47	*	(556) Income taxes on ordinary income:			47
		(a) Federal income taxes	10,383	41,870	
48	*	(b) State income taxes	8,117	939	48
49	*	(c) Other income taxes			49
50	*	(557) Provision for deferred taxes	(56,667)	93,431	50
51		TOTAL PROVISIONS FOR INCOME TAXES (lines 47-50)	(38,167)	136,240	51
52	*	Income from continuing operations (lines 46-51)	(74,001)	207,796	52
		DISCONTINUED OPERATIONS			
53		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			53
54		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			54
55		Income before extraordinary items (lines 52 + 53 + 54)	(74,001)	207,796	55
		EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES			
56		(570) Extraordinary items (net)		(9,872)	56
57		(590) Income taxes on extraordinary items			57
58		(591) Provision for deferred taxes-Extraordinary items		3,818	58
59		TOTAL EXTRAORDINARY ITEMS (lines 56-58)		(6,054)	59
60		(592) Cumulative effect of changes in accounting principles (less applicable tax of \$)			60
61		Net income (loss) (lines 55 + 59 + 60)	(74,001)	201,742	61
		Reconciliation of net railway operating income (NROI)			
62	*	Net revenues from railway operations	(21,133)	223,500	62
63	*	(556) Income taxes on ordinary income (-)	18,500	42,809	63
64	*	(557) Provision for deferred income taxes (-)	(56,667)	93,431	64
65		Income from lease of road and equipment (-)			65
66		Rent for leased roads and equipment (+)	2,388	2,389	66
67		Net railway operating income (loss)	19,422	89,649	67

NOTES AND REMARKS

Notes to Sch 230, Page 20.

REDEEMABLE PREFERENCE SHARES

The St. Louis Southwestern Railway Company (the Company) has entered into two agreements providing for the purchase by the Federal Railroad Administration of up to \$53.5 million (\$48.5 million Series A and \$5.0 million Series B) of the Company's non-voting redeemable preference shares.

The Series A shares are subject to mandatory redemption over a 20-year period commencing in 1991, at which time dividends at an annual rate of 4.2 percent shall be declared and paid over the same period. The agreement also provides for acceleration of redemption payments or conversion into fixed interest debt obligations, under certain events of default.

The Series B shares are subject to mandatory redemption over a 15-year period commencing on the fifth anniversary date of issuance. Dividends at an annual rate of 15.1 percent shall be declared and paid over a 10-year period commencing on the tenth anniversary date of issuance.

The redeemable preference shares are senior in right to all common and preferred stock of the Company with respect to dividend and redemption payments and in the case of liquidation or dissolution of the Company. The agreements contain certain restrictions on dividend payments by the Company to common and preferred stockholders. Under these provisions, retained income totaling \$73.2 million at December 31, 1995 was not so restricted. At December 31, 1995, \$40,727,000 of Series A and \$1,621,000 of Series B (booked as current and long term debt) redeemable preference shares were outstanding

FRA Shares	Issue Date	Par Value	Authorized	Issued	Bk Value Beg of Yr	Principal Redempt.	Bk Value End of Yr
Series A	10-06-80	10,000	1,110	1,110	\$9,547	\$430	\$9,117
	11-18-80	10,000	582	582	5,006	225	4,781
	12-29-80	10,000	740	740	6,365	287	6,078
	3-25-81	10,000	1,064	1,064	9,547	395	9,152
	4-27-81	10,000	330	330	2,961	123	2,838
	5-19-81)	10,000	384	384			
	5-19-82)	10,000	50	50	3,912	161	3,751
	6-26-81	10,000	215	215	1,929	80	1,849
	7-28-81	10,000	162	162	1,454	60	1,394
	8-27-81	10,000	57	57	512	21	491
	9-18-81	10,000	19	19	170	7	163
	11-09-81	10,000	9	9	81	3	78
	5-25-84	10,000	107	107	1,070	35	1,035
	Total		4,829	4,829	\$42,554	\$1,827	\$40,727
Series B	1-04-83	10,000	36	36	\$129	\$5	\$124
	3-09-83	10,000	7	7	26	1	25
	4-11-83	10,000	49	49	187	6	181
	6-01-83	10,000	74	74	283	9	274
	6-16-83	10,000	54	54	207	7	200
	10-13-83	10,000	92	92	352	12	340
	11-14-83	10,000	31	31	118	4	114
	12-30-83	10,000	16	16	62	2	60
	3-22-84	10,000	11	11	52	1	51
	4-19-84	10,000	8	8	31	1	30
	5-30-84	10,000	5	5	20	1	19
	7-18-84	10,000	10	10	39	1	38
	8-22-84	10,000	12	12	25	1	24
	10-25-84	10,000	22	22	86	2	84
	8-08-85	10,000	9	9	68	11	57
	Total		436	436	\$1,685	\$64	\$1,621

220. RETAINED EARNINGS
(Dollars in Thousands)

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

Line No.	Cross Check	Item (a)	Retained earnings- Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balance at beginning of year	883,143	(59,181)	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income			3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings			5
6		TOTAL			6
		DEBITS			
7	*	(612) Debit balance transferred from income	69,377	4,624	7
8		(616) Other debits to retained earnings			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends common stock			11
12		preferred stock #			12
13		TOTAL	69,377	4,624	13
14		Net increase (decrease) during year (Line 6 minus line 13)	(69,377)	(4,624)	14
15	*	Balances at close of year (Lines 1, 2 and 14)	813,766	(63,805)	15
16	*	Balances from line 15(c)	(63,805)	N/A	16
17		(798) Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	749,961	N/A	17
18		(797) Total appropriated retained earnings			18
19		Credits during year \$ _____			19
20		Debits during year \$ _____			20
21		Balance at close of year \$ _____			21
		Amount of assigned Federal income tax consequences.			
22		Account 606 \$ _____			22
23		Account 616 \$ _____			23

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

230. CAPITAL STOCK

PART I. CAPITAL STOCK
(Dollars in Thousands)

1. Disclose in column (a) the particulars of the various issues of capital stock of the respondent, distinguishing separate issues of any general class, if different in any respect.
2. Present in column (b) the par or stated value of each issue. If none, so state.
3. Disclose in column (c), (d), (e) and (f) the required information concerning the number of shares authorized, issued, in treasury and outstanding for the various issues.
4. For the purposes of this report, capital stock and other securities are considered to be nominally issued when certificates are signed and sealed and placed with the proper officer for sale and delivery or are pledged or otherwise placed in some special fund of the respondent. They are considered to be actually issued when sold to a bona fide purchaser who holds them free from control by the respondent. All securities actually issued and not reacquired by or for the respondent are considered to be actually outstanding. If reacquired by or for the respondent, and not canceled or retired, they are considered to be nominally outstanding.

Line No	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Out-standing (f)	Out-standing (g)	In Treasury (h)	
1	Common.								1
2	Southern Pacific Transportation Co.	No Par	2,000	1,350		1,350	424,876		2
3	St. Louis Southwestern Ry. Co.)	100	1,100,000						3
4	St. Louis S. W. RR Co. of Texas)	100	160,000	173,300	1,489	171,811	17,181 *	149	4
5	Dallas Trml. Ry. & Union Depot Co.)	100	5,000						5
6	Denver & Rio Grande Western RR Co.	No Par	6,331	6,331		6,331	88,636 *		6
7	Preferred								7
8	St. Louis Southwestern Ry. Co.	100	200,000	200,000	1,618	198,382	19,838 *		8
9	FRA Preference Shares-Serier A**	10,000	5,000	4,829		4,073	38,822		9
10	TOTAL			385,810	3,107	381,947	589,353	149	10

* Book value was eliminated in consolidation for Schedule 200.

** See notes on page 18

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR
(Dollars in Thousands)

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

Line No	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year	202,637	60,564	179,492	530,693	1,489	149	1,090,126	11
12	Capital Stock Sold								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Redemptn of FRA Perf Sh-Ser A Adjustment of allocation to current liability	(182)	(1,827)						15
16	Contribution of capital								16
17	Balance at close of year	202,455	58,660	179,492	530,693	1,489	149	1,090,126	17

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

See note on page 9.

240. STATEMENT OF CASH FLOWS (Dollars in Thousands)

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

CASH FLOWS FROM OPERATING ACTIVITIES

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

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
10		Income from continuing operations	(74,001)	207,796	10

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

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
11		Loss(gain) on sale or disposal of tangible property and investments	(52,143)	(281,260)	11
12		Depreciation and amortization expenses	342,140	264,012	12
13		Increase (decrease) in provision for Deferred Income Taxes	(58,450)	84,835	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	4,624	(13,828)	14
15		Decrease (increase) in accounts receivable	(74,388)	(105,604)	15
16		Decrease (increase) in materials and supplies, and other current assets	7,058	(32,268)	16
17		Increase (decrease) in current liabilities other than debt	38,287	111,574	17
18		Increase (decrease) in other - net	(9,833)	23,595	18
19		Net cash provided from continuing operations (Lines 10-18)	123,294	258,852	19
20		Add (subtract) cash generated (paid) by reason of discontinued operations and extraordinary items		(6,054)	20
21		NET CASH PROVIDED FROM OPERATING ACTIVITIES (L.19 & 20)	123,294	252,798	21

CASH FLOWS FROM INVESTING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
22		Proceed from sale of property	82,964	343,735	22
23		Capital expenditures	(430,553)	(299,179)	23
24		Net change in temporary cash investments not qualifying as cash equivalents			24
25		Proceeds from sale/repayment of investment and advances	154,735	7,699	25
26		Purchase price of long-term investment and advances	(8,346)	(38,877)	26
27		Net decrease (increase) in sinking and other special funds	61	1,442	27
28		Other - net	(38,121)	4,715	28
29		NET CASH USED IN INVESTING ACTIVITIES (Lines 22-28)	(239,260)	19,535	29

(Continued on next page)

240. STATEMENT OF CASH FLOWS
(Dollars in Thousands)

CASH FLOWS FROM FINANCING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
30		Proceeds from issuance of long-term debt	225,000	55,700	30
31		Principal payments of long-term debt	(141,710)	(531,527)	31
32		Proceeds from issuance of capital stock		294,450	32
33		Purchase price of acquiring treasury stock			33
34		Cash dividends paid		(53,896)	34
35		Other - net		(34,961)	35
36		NET CASH FROM FINANCING ACTIVITIES (Lines 30-35)	83,290	(270,234)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (Lines 21, 29 & 36)	(32,676)	2,099	37
38		Cash and cash equivalents at beginning of the year	53,589	51,490	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (Lines 37 & 38)	20,913	53,589	39
		Footnotes to Schedule 240 Cash paid during the year for:			
40		Interest (net of amount capitalized)*	50,561	96,506	40
41		Income taxes (net)*	2	91,228	41

* Only applies if indirect method is adopted.

NOTES AND REMARKS

245. WORKING CAPITAL
(Dollars in thousands)

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

Line No.	Item (a)	Source No	Amount (b)	Line No.
CURRENT OPERATING ASSETS				
1	Interline and Other Balances	Schedule 200, line 5, column b	13,064	1
2	Customers (706)	Schedule 200, line 6, column b	1,143	2
3	Other (707)	Note A	9,652	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	23,859	4
OPERATING REVENUE				
5	Railway Operating Revenue	Schedule 210, line 13, column b	2,940,730	5
6	Rent Income	Note B	117,059	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	3,057,789	7
8	Average Daily Operating Revenues	Line 7 ÷ 360 days	8,494	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 - Line 8	3	9
10	Revenue Delay Days Plus Buffer	Line 9 + 15 days	18	10
CURRENT OPERATING LIABILITIES				
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	42,695	11
12	Audited Accounts and Wages Payable (753)	Note A	70,928	12
13	Accounts Payable-Other (754)	Note A	17,038	13
14	Other Taxes Accrued (761.5)	Note A	53,959	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	184,620	15
OPERATING EXPENSES				
16	Railway Operating Expenses	Schedule 210, line 14, column b	2,961,863	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	338,061	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	2,740,861	18
19	Average Daily Expenditures	Line 18 - 360 days	7,614	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 - line 19	24	20
21	Days of Working Capital Required	Line 10 - line 20 (Note C)	-	21
22	Cash Working Capital Required	Line 21 x line 19	-	22
23	Cash and Temporary Cash Balances	Schedule 200, line 1 - line 2, column b	20,913	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	-	24
MATERIALS AND SUPPLIES				
25	Total Materials and Supplies (712)	Note A	74,790	25
26	Scrap and Obsolete Material included in Acct 712	Note A	-	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	74,790	27
28	TOTAL WORKING CAPITAL	Line 24 - line 27	74,790	28

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

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

(C) If result is negative, use zero.

NOTES AND REMARKS

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A

1. Schedule 310 should give particulars of stocks, bonds, other secured obligations, unsecured notes, and investment advances of affiliated companies held by respondent at close of year. Also, disclose the investments made, disposed of, and written down during the year and the applicable dividends and interest credited to income as a result of those investments. They should exclude securities issued or assumed by respondent. For definition of affiliated companies, see the rules governing Account No. 721, "Investments and advances: affiliated companies", in the Uniform System of Accounts for Railroad Companies.
2. List the investments in the following order and show a total for each group and each class of investments by accounts in numerical order:
 - (A) Stocks
 - (1) Carriers-active
 - (2) Carriers-inactive
 - (3) Noncarriers-active
 - (4) Noncarriers-inactive
 - (B) Bonds (including U.S. Government Bonds)
 - (C) Other secured obligations
 - (D) Unsecured notes
 - (E) Investment advances
3. The subclassification of classes (B), (C), (D) and (E) should be the same as that provided for class (A).
4. The kinds of industry represented by respondent's investments in the securities of other companies should be shown by symbol opposite the names of the issuing corporation, 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.

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

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of companies affiliated with respondent, included in accounts Nos. 715, "Sinking Funds", 716, "Capital Funds", 721, "Investments and Advances Affiliated Companies", and 717, "Other Funds".
2. Entries in this schedule should be made in accordance with the definitions and general instructions given on Page 18, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c).
3. Indicate by means of an arbitrary mark in column (d) the obligations in support of which any security is pledged, mortgaged, or otherwise encumbered, giving names and other important particulars of such obligations in footnotes.
4. Give totals for each class and for each subclass and a grand total for each account
5. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially 19__ to 19__". Abbreviations in common use in standard financial publications may be used to conserve space.

Line No.	Account No. (a)	Class No. (b)	Kind of industry (c)	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent of control (e)	Line No.
1	721	A-1	VII	Central California Traction Co. - Common (1)	33.33	1
2			VII	Central California Traction Co. - Preferred	33.33	2
3			VII	Pacific Motor Transport Co - Common	100.00	3
4			VII	Southern Pacific Motor Trucking Co - Common	100.00	4
5			VII	Portland Terminal Railroad Co. - Common (2)	20.00	5
6			VII	The Ogden Union Ry. & Depot Co - Common (3)	50.00	6
7			VII	Sunset Railway Co. - Common (4)	50.00	7
8			VII	Arkansas & Memphis Ry. Br. & Trml. Co. - Common (5) (6)	66.66	8
9			VII	Arkansas & Memphis Ry. Br. & Trml. Co - Preferred (6)	66.66	9
10			VII	Kansas City Terminal Railroad Co. - Common (7)	8.33	10
11			VII	Southern Illinois & Missouri Bridge Co. - Common (8)	40.00	11
12			VII	Terminal Railroad Assn. of St. Louis - Common (9)	12.50	12
13			VII	Alton & Southern Railway Co - Common (10)	50.00	13
14			VII	SPCSL Corporation - Common	100.00	14
15			VII	Denver Union Terminal Ry. Co - Common (11)	16.67	15
16				Total A-1		16
17						17
18		A-3	VI	Southern Pacific Real Estate Enterprises - Common	100.00	18
19			VI	Southern Pacific Asset Management - Common	100.00	19
20			VI	Southern Pacific Warehouse Co - Common	100.00	20
21			VII	Trailer Train Co - Common	10.28	21
22			VII	Southern Pacific International - Common	100.00	22
23			VII	Portland Traction Co - Common (3)	50.00	23
24				Total A-3		24
25						25
26				Total A		26
27						27
28						28
29						29
30						30
31	721	D-3	X	Trailer Train Co - Unsec 30 Yrs 6 5%-7.5% Subnotes		31
32			X	Rio Grande Receivable Inc. - Unsec Var Rate Note		32
33				Total D		33
34						34
35						35
36						36
37						37
38						38
39						39
40						40

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

(Dollars in Thousands)

6. If any of the companies included in this schedule are controlled by respondent the percent of control should be shown in column (e). In case any company listed is controlled other than through actual ownership of securities, give particulars in a footnote. In cases of joint control, give names of other parties and particulars of control.
7. If any advances reported are pledged, give particulars in a footnote.
8. Investments in companies in which neither the original cost or present equity in total assets are less than \$10,000 may be combined in one figure.
9. Also included should be investments in unincorporated entities such as lessee organizations (exclusive of amounts nominally settled on a current basis).
10. This schedule should not include securities issued or assumed by respondent.
11. For affiliates which do not report to the Interstate Commerce Commission and are jointly owned, give name and extent of control of other entities by footnotes.

Line No.	Investment and advances				Disposed of Profit (loss)	Adjustments Act 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				1
2	265			265				2
3	1			1				3
4	14,906			14,906				4
5	940			940				5
6	150			150				6
7	82			82				7
8	580			580				8
9	1,100			1,100				9
10	1,988			1,988				10
11	20			20				11
12	0			0				12
13	8,000			8,000				13
14	1			1				14
15	5			5				15
16	28,437			28,437				16
17								17
18	1		1	0				18
19	0	1		1				19
20	19			19				20
21	3,196			3,196				21
22	1			1				22
23	1,950			1,950				23
24	5,167	1	1	5,167				24
25								25
26	33,604	1	1	33,604				26
27								27
28								28
29								29
30								30
31	810			810			57	31
32	30,000		30,000	0			1,619	32
33	30,810		30,000	810			1,676	33
34								34
35								35
36								36
37								37
38								38
39								39
40								40

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of control	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	721	E-1	VII	Harbor Belt Line Railroad Co.		1
2			VII	ABL-Trans		2
3			VII	Pacific Motor Transport Co		3
4			VII	Southern Pacific Motor Trucking Co.		4
5			VII	Southern Pacific International		5
6			VII	The Ogden Union Ry. & Depot Co.		6
7			VII	Port Terminal Railroad Association of St. Louis		7
8			VII	Sunset Railway Co.		8
9			VII	Arkansas & Memphis Ry Br. & Trml Co.		9
10			VII	Southern Illinois & Missouri Bridge Co		10
11			VII	Terminal Railroad Association of St. Louis		11
12			VII	Southern Illinois & Missouri Bridge Co		12
13			VII	Kansas City Terminal Railroad Co		13
14			VII	SPCSL Corporation		14
15			VII	Denver Union Terminal Ry co.		15
16				Total E-1		16
17						17
18						18
19		E-3	VI	Southern Pacific Real Estate Enterprises		19
20			VI	Southern Pacific Asset Management		20
21			VI	Southern Pacific Warehouse Co		21
22			VIII	Southern Pacific Mexico		22
23			X	Rio Grande Holding, Inc		23
24				Total E-3		24
25						25
26				Total E		26
27						27
28				Total Account 721		28
29						29
30						30
31	715			Sinking Fund - None		31
32	716			Capital Fund - None		32
33	717			Other Fund - None		33
34						34
35						35
36				Grand Total		36
37						37
38						38
39						39
40						40

- (1) Controlled jointly with ATSF Ry and UP RR.
- (2) Controlled jointly with BN Inc. and Oregon-Washington RR & Navigation Co.
- (3) Controlled jointly with UP RR
- (4) Controlled jointly with ATSF Ry, and operated by each company alternately for five-year periods.
- (5) To trustee of First Mortgage-Arkansas & Memphis Ry. Bridge & Terminal Co.
- (6) Jointly owned. 66-2/3% by STLWS Ry., and 33-1/3% by MP RR.
- (7) Jointly owned: 16-2/3% by BN Ry., and 83-1/3% owned equally by STLWS, ATSF, CNW, MILW, ICG, KCS, MKT, MP, N&W, and UP.

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

Line No.	Investment and advances				Disposed of: Profit (loss)	Adjustments Acct 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	90			90			2	1
2	1,586	48	63	1,571				2
3	3,524			3,524				3
4	8,365	1,409		9,774				4
5	3,952			3,952			180	5
6	1,279			1,279				6
7	366			366			18	7
8	355			355				8
9	446	22		468				9
10	592		5	587				10
11	841	130	344	627				11
12	9			9				12
13	277			277				13
14	53,543			53,543			3,401	14
15	389			389				15
16	75,614	1,609	412	76,811			3,601	16
17								17
18								18
19	1,964		1,964	0				19
20	0	1,964		1,964				20
21	521	256		777				21
22	260			260				22
23	598			598				23
24	3,343	2,220	1,964	3,599				24
25								25
26	78,957	3,829	2,376	80,410			3,601	26
27								27
28	143,371	3,830	32,377	114,824			5,277	28
29								29
30								30
31								31
32								32
33								33
34								34
35								35
36	143,371	3,830	32,377	114,824			5,277	36
37								37
38								38
39								39
40								40

(8) Jointly owned 60% by MP RR, and 40% by STLWS.

(9) Jointly owned: 6.25% each by The Chessie System, I&N RR, MKT RR, N&W RR and Southern Ry.; 12.5% each by conrail Corp., BN Inc., ICG RR and STLWS Ry, and 18.75% by MP RR

(10) Jointly owned: 50% each by STLWS Ry., and MP RR

(11) Controlled jointly with ATSF Ry., BN Inc., and UPRR.

310A. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES
(Dollars in Thousands)

Undistributed Earnings From Certain Investments in Affiliated Companies

1. Report below the details of all investments in common stocks included in Account 721, Investments and Advances Affiliated Companies.
2. Enter in column (c) the amount necessary to retroactively adjust those investments. (See instruction 5-2, Uniform System of Accounts.)
3. Enter in column (d) the share of undistributed earnings (i.e., less dividends) or losses
4. Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost) at date of acquisition.
5. For definitions of "carrier" and "noncarrier", see general instruction.

Line No.	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustment for Investments equity method (c)	Equity in undistributed earnings(loss) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at close of year (g)	Line No.
Carriers: (List specifics for each company)								
1	SPCSL Corp.	(13,701)		(5,938)			(19,639)	1
2	Central California Traction	482					482	2
3	Pacific Motor Transport	14,546		2,756			17,302	3
4	S.P. Motor Trucking & Subsidiaries	(55,430)		(1,485)			(56,915)	4
5	Portland Terminal RR	(675)					(675)	5
6	Alton & Southern Ry. Co.	2,163					2,163	6
7	Sunset Ry. Co	626					626	7
8	Ogden Union Ry. & Depot Co.	(16)					(16)	8
9	Total Carrier	(52,005)		(4,667)			(56,672)	9
10								10
11								11
12								12
13								13
Noncarrier (List specifics for each company)								
14	S. P. International	(4,918)		(1)			(4,919)	14
15	S. P. Warehouse	237		(1)			236	15
16	Arkansas & Memphis	20					20	16
17	S. P. Asset Management *	(1,029)		(48)			(1,077)	17
18	Portland Traction Co	(1,486)		93			(1,393)	18
19	Total Noncarrier	(7,176)		43			(7,133)	19
20								20
21								21
22	* Formerly S. P. Real Estate Enterprises							22
23								23
24								24
25								25
26								26
27	Grand Total	(59,181)		(4,624)			(63,805)	27

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

1. Give particulars of balances at the beginning and close of the year and of all changes during the year in Account No. 731, "Road and Equipment Property", and Account No. 732, "Improvements on Leased Property", classified by primary accounts in accordance with the Uniform System of Accounts for Railroad Companies. The balances, by primary accounts, should insofar as known, be stated in column (b) and all changes made during the year should be analyzed in columns (c) to (f), inclusive. Column (h) is the aggregate of columns (b) to (f), inclusive. Grand totals of columns (b) and (h) should equal the sum of Accounts 731 and 732 for the respective periods; if not, full explanation should be made in a footnote.
2. In column (c) are to be shown disbursements made for the specific purpose of purchasing, constructing, and equipping new lines, and for the extension of old lines, as provided for in Instruction 2-1, "Items to be charged", of the Uniform System of Accounts for Railroad Companies for such items.
3. In column (d) is to be shown the cost of a railway or portion thereof, acquired as an operating entity or system by purchase, merger, consolidation, reorganization, receivership sale or transfer, or otherwise.
4. In columns (c) and (e) should be included all entries covering expenditures for additions and betterments, as defined, whether or not replacing other property.
5. In column (f) should be entered all credits representing property sold, abandoned, or otherwise retired.
6. Both the debit and credit involved in each transfer, adjustment, or clearance between road and equipment accounts, should be included in the column in which the item was initially included, also the transfer of prior years' debits or credits from investment in road and equipment to operating expenses or other accounts, or vice versa, should be included in the column applicable to current items of like nature. Each such transfer, adjustment, or clearance should be fully explained when in excess of \$100,000.
7. If during the year an individual charge of \$100,000 or more was made to Account No. 2, "Land for Transportation Purposes", state in a footnote the cost, location, area, and other details which will identify the property.
8. Report on line 29 amounts not includible in the primary road accounts. The items reported should be briefly identified and explained under "Notes and Remarks" below. Amounts should be reported on this line only under special circumstances, usually after permission is obtained from the Commission for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Commission.
9. If during the year a segment of transportation property was acquired, state in a footnote the name of the vendor, the mileage acquired, and the date of acquisition, giving location 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 \$5,000 is used as the minimum for additions and betterments to property investment accounts as provided for in Instruction 2-2 of the Uniform System of Accounts for Railroad Companies, state in a footnote the amount used.

NOTES AND REMARKS

LINE'S SOLD IN 1995

5.27 miles of the Bisbee Branch from MP 1085 13 to MP 1090

67.96 miles of the Douglas Branch from MP 1040 15 to MP 1108 1

28 39 miles of the Santa Paula Branch from MP 403.2 to MP 431 59

6.66 miles of the Ventura Branch from MP 403 23 to MP 409 89

2.00 miles of the San Bernardino Branch from MP 539 to MP 541

7.15 miles lease of Douglas Branch from MP 1033.008 to MP 1040.15

23 2 miles of commerce I from MP 490 to MP 555.2

31.0 miles of Commerce II from MP 555 to MP 578.2

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

Line No.	Cross Check	Account	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.	Line No.
		(a)	(b)	(c)	(d)	
1		(2) Land for transportation purposes	86,374			1
2		(3) Grading	399,883			2
3		(4) Other right-of-way expenditures	3,663			3
4		(5) Tunnels and subways	92,323			4
5		(6) Bridges, trestles, and culverts	256,584			5
6		(7) Elevated structures				6
7		(8) Ties	1,313,349			7
8		(9) Rail and other track material	2,246,528			8
9		(11) Ballast	622,606			9
10		(13) Fences, snowsheds, and signs	10,762			10
11		(16) Station and office buildings	96,763			11
12		(17) Roadway buildings	7,153			12
13		(18) Water stations	3,388			13
14		(19) Fuel stations	8,947			14
15		(20) Shops and enginehouses	98,624			15
16		(22) Storage warehouses	3			16
17		(23) Wharves and docks	28			17
18		(24) Coal and ore wharves				18
19		(25) TOFC/COFC terminals	96,307			19
20		(26) Communication systems	110,811			20
21		(27) Signals and interlockers	274,462			21
22		(29) Power Plants	716			22
23		(31) Power-transmission systems	8,825			23
24		(35) Miscellaneous structures	2,020			24
25		(37) Roadway machines	82,802			25
26		(39) Public improvements - Construction	74,251			26
27		(44) Shop machinery	32,654			27
28		(45) Power-plant machinery	2,700			28
29		Other (specify and explain)				29
30		TOTAL EXPENDITURES FOR ROAD	5,932,526			30
31		(52) Locomotives	1,116,849			31
32		(53) Freight-train cars	770,678			32
33		(54) Passenger-train cars				33
34		(55) Highway revenue equipment	1,490			34
35		(56) Floating equipment				35
36		(57) Work equipment	23,475			36
37		(58) Miscellaneous equipment	16,423			37
38		(59) Computer systems & word processing equip.	18,396			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	1,947,311			39
40		(76) Interest during construction	5,240			40
41		(80) Other elements of investment				41
42		(90) Construction in progress	23,920			42
43		GRAND TOTAL	7,908,997			43

Line 42, col (b), Account 902 - \$18,452

Line 42, col (b), Account 903 & 907 - \$ 5,325

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

Line No.	Cross Check	Expenditures for additions during the year (c)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1		1,936	(3,271)	5,207	91,581	1
2		5,919	8,759	(2,840)	397,043	2
3		78	(14)	92	3,755	3
4		510	9,277	(8,767)	83,556	4
5		13,365	17,742	(4,377)	252,207	5
6						6
7		82,354	37,426	44,928	1,358,277	7
8		139,571	86,753	52,818	2,299,346	8
9		35,393	19,941	15,452	638,058	9
10		223	365	(142)	10,620	10
11		31,604	3,506	28,098	124,861	11
12		1,604	51	1,553	8,706	12
13		293	(2)	295	3,683	13
14		(163)	155	(318)	8,629	14
15		2,210	(664)	2,874	101,498	15
16					3	16
17					28	17
18						18
19		9,353	(15)	9,368	105,675	19
20		14,289	3,302	10,987	121,798	20
21		15,837	3,444	12,393	286,855	21
22		32	1	31	747	22
23		1,127	264	863	9,688	23
24		(85)	(6)	(79)	1,941	24
25		2,625	(611)	3,236	86,038	25
26		6,022	394	5,628	79,879	26
27		2,011	(4,604)	6,615	39,269	27
28					2,700	28
29						29
30		366,108	182,193	183,915	6,116,441	30
31		421,739	77,453	344,286	1,461,135	31
32		137,993	37,780	100,213	870,891	32
33						33
34			1,490	(1,490)		34
35						35
36		(16)	183	(199)	23,276	36
37		483	165	318	16,741	37
38		2,648	83	2,565	20,961	38
39		562,847	117,154	445,693	2,393,004	39
40					5,240	40
41						41
42		13,463	(311)	13,774	37,694	42
43		942,418	299,036	643,382	8,552,379	43

Line 42, col (h), Account 902 - \$14,368

Line 42, col (h), Account 903 & 907 - \$23,183

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

(Dollars in thousands)

1. Show in columns (b) and (e), for each primary account, the depreciation base used to compute the depreciation charges for the month of January, and in columns (c) and (f) show the depreciation base used to compute the depreciation charges for the month of December; in columns (d) and (g) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment used, but not owned, when the rents 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 authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.

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

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

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

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

Line No	Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No
		Depreciation base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)	
		1/1 At beginning of year (b)	12/1 At close of year (c)		At beginning of year (e)	At close of year (f)		
ROAD								
1	(3) Grading	385,043	379,117	0.97				1
2	(4) Other right-of-way expenditures	3,591	3,597	1.75				2
3	(5) Tunnels and subways	76,222	70,098	1.20				3
4	(6) Bridges, trestles, and culverts	244,808	239,543	1.34				4
5	(7) Elevated structures							5
6	(8) Ties	1,338,570	1,337,277	3.64				6
7	(9) Rail and other track material	2,286,953	2,277,546	3.55				7
8	(11) Ballast	624,766	636,451	2.16				8
9	(13) Fences, snowsheds, and signs	10,692	10,563	1.99				9
10	(16) Station and office buildings	93,712	92,923	2.49				10
11	(17) Roadway buildings	6,819	8,021	3.02				11
12	(18) Water stations	3,214	3,492	3.46				12
13	(19) Fuel stations	8,325	8,220	3.48				13
14	(20) Shops and enginehouses	93,992	92,487	2.22				14
15	(22) Storage warehouses	3	3	0.00				15
16	(23) Wharves and docks	28	28	0.00				16
17	(24) Coal and ore wharves							17
18	(25) TOFC/COFC terminals	96,357	101,767	4.17				18
19	(26) Communication systems	106,866	107,298	2.98				19
20	(27) Signals and interlockers	263,224	269,669	2.82				20
21	(29) Power plants	710	558	2.37				21
22	(31) Power-transmission systems	8,250	9,094	2.46				22
23	(35) Miscellaneous structures	1,707	1,809	3.02				23
24	(37) Roadway machines	82,797	85,912	5.45				24
25	(39) Public improvements - Construction	73,070	78,133	1.69				25
26	(44) Shop machinery	38,988	43,794	3.10				26
27	(45) Power-plant machinery	2,699	2,699	3.11				27
28	All other road accounts							28
29	Amortization (other than defense projects)							29
30	TOTAL ROAD	5,851,406	5,860,099	3.06				30
EQUIPMENT								
31	(52) Locomotives	1,116,849	1,460,905	4.64				31
32	(53) Freight-train cars	770,748	872,143	4.48				32
33	(54) Passenger-train cars							33
34	(55) Highway revenue equipment	1,490		0.00				34
35	(56) Floating equipment							35
36	(57) Work equipment	23,402	23,254	2.77				36
37	(58) Miscellaneous equipment	16,423	16,313	5.48				37
38	(59) Computer systems and word processing equip	18,289	20,354	13.01				38
39	TOTAL EQUIPMENT	1,947,201	2,392,969	4.64				39
40	GRAND TOTAL	7,798,607	8,253,068	N/A			N/A	40

See Notes & Remarks for Schedule 335 on page 54

Railroad Annual Report R-1

100

100

100 100 100

100 100 100

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

(Dollars in thousands)

1. Show in columns (h) and (e), for each primary account, the depreciation base used to compute the depreciation charges for the month of January, and in columns (c) and (f) show the depreciation base used to compute the depreciation charges for the month of December; in columns (d) and (g) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment used, but not owned, when the rents therefor are included in the rent for equipment and Account Nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include the cost of equipment owned and leased to others when the rents therefor are included in the rent for equipment Accounts Nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00, inclusive. The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.

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

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

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

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

Line No	Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No
		Depreciation base At beginning of year (b)	Depreciation base At close of year (c)	Annual composite rate (percent) (d)	Depreciation base At beginning of year (e)	Depreciation base At close of year (f)	Annual composite rate (percent) (g)	
	ROAD							
1	(3) Grading	398,363	393,676	0.94				1
2	(4) Other right-of-way expenditures	3,654	3,660	1.72				2
3	(5) Tunnels and subways	92,203	86,333	0.99				3
4	(6) Bridges, trestles, and culverts	255,775	250,292	1.28				4
5	(7) Elevated structures							5
6	(8) Ties	1,313,349	1,347,749	3.66				6
7	(9) Rail and other track material	2,246,528	2,281,389	3.58				7
8	(11) Ballast	622,606	637,432	2.17				8
9	(13) Fences, snowsheds, and signs	10,753	10,626	1.98				9
10	(16) Station and office buildings	96,531	94,192	2.43				10
11	(17) Roadway buildings	7,139	8,321	2.90				11
12	(18) Water stations	3,294	3,573	3.38				12
13	(19) Fuel stations	8,916	8,605	3.29				13
14	(20) Shops and enginehouses	98,510	100,379	2.08				14
15	(22) Storage warehouses	3	3	0.00				15
16	(23) Wharves and docks	28	28	0.00				16
17	(24) Coal and ore wharves							17
18	(25) TOFC/COFC terminals	96,307	101,773	4.17				18
19	(26) Communication systems	110,670	110,917	2.88				19
20	(27) Signals and interlockers	270,083	276,527	2.75				20
21	(29) Power plants	716	729	2.08				21
22	(31) Power-transmission systems	8,796	9,400	2.34				22
23	(35) Miscellaneous structures	1,950	1,957	2.71				23
24	(37) Roadway machines	82,798	85,913	5.45				24
25	(39) Public improvements - Construction	74,222	79,222	1.67				25
26	(44) Shop machinery	32,594	37,624	3.65				26
27	(45) Power-plant machinery	2,699	2,699	3.11				27
28	All other road accounts							28
29	Amortization (other than defense projects)							29
30	TOTAL ROAD	5,838,487	5,933,019	3.05				30
	EQUIPMENT							
31	(52) Locomotives	1,116,849	1,460,905	4.64				31
32	(53) Freight-train cars	770,748	872,143	4.48				32
33	(54) Passenger-train cars							33
34	(55) Highway revenue equipment	1,490		0.00				34
35	(56) Floating equipment							35
36	(57) Work equipment	23,401	23,254	2.77				36
37	(58) Miscellaneous equipment	16,423	16,313	5.48				37
38	(59) Computer systems and word processing equip	18,396	20,367	13.00				38
39	TOTAL EQUIPMENT	1,947,307	2,392,982	4.64				39
40	GRAND TOTAL	7,785,794	8,326,001	N/A			N/A	40

See Notes & Remarks for Schedule 335 on page 54.

Railroad Annual Report R-1

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

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

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

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

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

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
ROAD									
1		(3) Grading	98,364	3,721	5,801	13,716		94,170	1
2		(4) Other right-of-way expenditures	(1,645)	63	1	(133)		(1,448)	2
3		(5) Tunnels and subways	19,987	881		11,843		9,025	3
4		(6) Bridges, trestles, and culverts	78,041	3,236	845	22,219		59,903	4
5		(7) Elevated structures							5
6		(8) Ties	533,188	48,758	19,605	63,267		538,284	6
7		(9) Rail and other track material	783,446	81,018	26,396	33,158		857,702	7
8		(11) Ballast	131,077	13,646	13,972	34,874		123,821	8
9		(13) Fences, snowsheds, and signs	3,225	212	18	403		3,052	9
10		(16) Station and office buildings	40,651	2,322	47	7,530		35,490	10
11		(17) Roadway buildings	5,770	224	10	921		5,083	11
12		(18) Water stations	1,523	116		(6)		1,645	12
13		(19) Fuel stations	4,627	288		58		4,857	13
14		(20) Shops and enginehouses	44,700	2,069		6,039		40,730	14
15		(22) Storage warehouses	1					1	15
16		(23) Wharves and docks	100					100	16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals	38,033	4,134		80		42,087	18
19		(26) Communication systems	38,387	3,186	83	3,317		38,339	19
20		(27) Signals and interlockers	114,523	7,516	368	4,279		118,128	20
21		(29) Power plants	268	15		340		(57)	21
22		(31) Power-transmission systems	4,599	213		134		4,678	22
23		(35) Miscellaneous structures	759	53		(11)		823	23
24		(37) Roadway machines	60,316	4,594		(691)		65,601	24
25		(39) Public improvements-Constructn	23,044	1,278	211	434		24,099	25
26		(44) Shop machinery **	14,967	1,282		(1,234)		17,483	26
27		(45) Power-plant machinery	1,592	84				1,676	27
28		All other road accounts							28
29		Amortization (Adjustments)	65,544	(4,066)		1		61,477	29
30		TOTAL ROAD	2,105,087	174,843	67,357	200,538		2,146,749	30
EQUIPMENT									
31	*	(52) Locomotives	343,858	67,739		71,930		339,667	31
32	*	(53) Freight-train cars	391,081	39,081		26,852		403,310	32
33	*	(54) Passenger-train cars							33
34	*	(55) Highway revenue equipment	556			757		(201)	34
35	*	(56) Floating equipment							35
36	*	(57) Work equipment	9,936	645		(31)		10,612	36
37	*	(58) Miscellaneous equipment	6,276	894		99		7,071	37
38		(59) Computer systems and word processing equipment	6,068	2,648		28		8,688	38
39	*	Amortization (Adjustments)	108,758	(15,167)		624		92,967	39
40		TOTAL EQUIPMENT	866,533	95,840		100,259		862,114	40
41		GRAND TOTAL	2,971,620	270,683	67,357	300,797		3,008,863	41

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

See Notes & Remarks on page 54.

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

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

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

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

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

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail & other track material							7
8		(11) Ballast							8
9		(13) Fences snow sheds & signs							9
10		(16) Station & office buildings		NONE					10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops & enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves & docks							16
17		(24) Coal & ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals & interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-const.							25
26		(44) Shop machinery *							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		Amortization (Adjustments)							29
30		TOTAL ROAD							30
		EQUIPMENT							
31		(52) Locomotives							31
32		(53) Freight-train cars							32
33		(54) Passenger-train cars							33
34		(55) Highway revenue equipment							34
35		(56) Floating equipment							35
36		(57) Work equipment							36
37		(58) Miscellaneous equipment							37
38		(59) Computer systems and word processing equipment							38
39		Amortization Adjustments							39
40		TOTAL EQUIPMENT							40
41		GRAND TOTAL							41

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

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

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

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

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

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

Line No.	Cross Check	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No.
			At beginning of year (b)	At close of year (c)		
		ROAD				
1		(3) Grading				1
2		(4) Other right-of-way expenditures				2
3		(5) Tunnels and subways				3
4		(6) Bridges, trestles & culverts				4
5		(7) Elevated structures				5
6		(8) Ties				6
7		(9) Rail & other track material				7
8		(11) Ballast				8
9		(13) Fences snow sheds & signs				9
10		(16) Station & office buildings	INCLUDED IN SCHEDULE 332			10
11		(17) Roadway buildings				11
12		(18) Water stations				12
13		(19) Fuel stations				13
14		(20) Shops & enginehouses				14
15		(22) Storage warehouses				15
16		(23) Wharves & docks				16
17		(24) Coal & ore wharves				17
18		(25) TOFC/COFC terminals				18
19		(26) Communication systems				19
20		(27) Signals & interlockers				20
21		(29) Power plants				21
22		(31) Power-transmission systems				22
23		(35) Miscellaneous structures				23
24		(37) Roadway machines				24
25		(39) Public improvements-const.				25
26		(44) Shop machinery *				26
27		(45) Power-plant machinery				27
28		All other road accounts				28
29		Amortization (Adjustments)				29
30		TOTAL ROAD				30
		EQUIPMENT				
31		(52) Locomotives				31
32		(53) Freight-train cars				32
33		(54) Passenger-train cars				33
34		(55) Highway revenue equipment				34
35		(56) Floating equipment				35
36		(57) Work equipment				36
37		(58) Miscellaneous equipment				37
38		(59) Computer systems and word processing equipment				38
39		Amortization Adjustments				39
40		TOTAL EQUIPMENT				40
41		GRAND TOTAL				41

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

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

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

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

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

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

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

Lane No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail & other track material							7
8		(11) Ballast							8
9		(13) Fences, snow sheds, & signs							9
10		(16) Station & office buildings		INCLUDED IN SCHEDULE 335.					10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops & enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves & docks							16
17		(24) Coal & ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals & interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-construction							25
26		(44) Shop machinery *							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight-train cars							31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems and word processing equipment							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL							39

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

NOTES AND REMARKS FOR SCHEDULE 342

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

(Dollars in thousands)

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

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

3. In column (d) show the composite rates used to compute the depreciation for December and on lines 29 and 38 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary accounts composite rates to the depreciation base used to compute the depreciation for December and dividing the total also computed by the depreciation base.

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

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

Line No.	Cross Check	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No.
			At beginning of year (b)	At close of year (c)		
		ROAD				
1		(3) Grading				1
2		(4) Other right-of-way expenditures				2
3		(5) Tunnels and subways				3
4		(6) Bridges, trestles & culverts				4
5		(7) Elevated structures				5
6		(8) Ties				6
7		(9) Rail & other track material				7
8		(11) Ballast		NONE		8
9		(13) Fences snow sheds & signs				9
10		(16) Station & office buildings				10
11		(17) Roadway buildings				11
12		(18) Water stations				12
13		(19) Fuel stations				13
14		(20) Shops & enginehouses				14
15		(22) Storage warehouses				15
16		(23) Wharves & docks				16
17		(24) Coal & ore wharves				17
18		(25) TOFC/COFC terminals				18
19		(26) Communication systems				19
20		(27) Signals & interlockers				20
21		(29) Power plants				21
22		(31) Power-transmission systems				22
23		(35) Miscellaneous structures				23
24		(37) Roadway machines				24
25		(39) Public improvements-construction				25
26		(44) Shop machinery				26
27		(45) Power-plant machinery				27
28		All other road accounts				28
29		TOTAL ROAD				29
		EQUIPMENT				
30		(52) Locomotives				30
31		(53) Freight-train cars				31
32		(54) Passenger-train cars				32
33		(55) Highway revenue equipment				33
34		(56) Floating equipment				34
35		(57) Work equipment				35
36		(58) Miscellaneous equipment				36
37		(59) Computer systems and word processing equipment				37
38		TOTAL EQUIPMENT				38
39		GRAND TOTAL				39

351. ACCUMULATED DEPRECIATION - ROAD AND EQUIPMENT LEASED TO OTHERS

(Dollars in thousands)

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

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

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

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & culverts							4
5		(7) Elevated structures							5
6		(8) Ties			NONE				6
7		(9) Rail & other track material							7
8		(11) Ballast							8
9		(13) Fences, snow sheds & signs							9
10		(16) Station & office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops & enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves & docks							16
17		(24) Coal & ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals & interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-construction							25
26		(44) Shop machinery *							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight-train cars							31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems and word processing equipment							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL							39

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

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

(Dollars in thousands)

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

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

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

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

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

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

Line No	Class (See Ins. 2) (a)	Name of company (b)	Miles of road used (See Ins. 4) (whole number) (c)	Investments in property (See Ins. 5) (d)	Depreciation and amortization of defense projects (See Ins. 6) (e)	Line No
1	R	Southern Pacific Transportation Co., St. Louis				1
2		Southwestern Railway and The Denver & Rio Grande				2
3		Western Railroad Co.	11,847	8,552,379	3,016,183	3
4		Plus Road property leased from others				4
5	O	City and County of San Francisco (Formerly				5
6		Ocean Shore Railway) yard switching tracks		34		6
7	O	Union Pacific Railroad Co.-Tracks & facilities		333		7
8	O	The Ogden Union Railway and Depot Co.-				8
9		Yard switching tracks		14		9
10	O	Medford Corp., Medford, Oregon-Way				10
11		switching tracks		40		11
12	O	Nueces County Navigation District No. 1				12
13		Terminal properties, Corpus Christi, Texas		581		13
14	O	Missouri Pacific Railroad Company		184	33	14
15	O	Moffat Tunnel Improvement District	9	11,435 #	0 *	15
16	O	Montwood Corporation	6	5,474 @	0 **	16
17						17
18						18
19		# As inventoried by I.C.C. as of 12/31/1928, and				19
20		reported in Land Report dated 3/31/1930, and				20
21		Engineering Report dated 5/09/1931. Includes				21
22		estimated value base on capitalization of rentals				22
23		at 6%				23
24		@ Basis per Montwood Corporation records				24
25		* No depreciation reserve is maintained by				25
26		respondent or by Moffat Tunnel Improvement				26
27		District.				27
28		** No depreciation reserve is maintained by				28
29		respondent.				29
30						30
31		TOTAL	11,862	8,570,474	3,016,216	31

352B. INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE

(By Property Accounts)

(Dollars in thousands)

1. In columns (b) through (e) give, by primary accounts, the amount of investment at the close of the year in property of respondent and each group or class of companies and properties.
2. The amounts for respondent and for each group or class of companies and properties on line 44 herein, should correspond with the amounts for each class of company and properties shown in schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in the schedule.
3. Report on line 29 amounts representing capitalization of rentals for leased property based on 6 percent per year where property is not classified by accounts by non-carrier owners, or where cost of property leased from other carriers is not ascertainable. Identify non-carrier owners, and briefly explain on page 37 methods of estimating value of property of non-carriers or property of other carriers.
4. Report on line 30 amounts not includible in the accounts shown, or in line 29. The items reported should be briefly identified and explained. Also include here those items after permission is obtained from the Commission for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Commission.

Line No.	Cross Check	Account	Respondent	Lessor railroads	Inactive (proprietary companies)	Other leased properties	Line No.
		(a)	(b)	(c)	(d)	(e)	
1		(2) Land for transportation purposes	91,581			127	1
2		(3) Grading	397,043			3,100	2
3		(4) Other right-of-way expenditures	3,755				3
4		(5) Tunnels and subways	83,556			9,244	4
5		(6) Bridges, trestles, and culverts	252,207			70	5
6		(7) Elevated structures					6
7		(8) Ties	1,358,277			775	7
8		(9) Rail and other track material	2,299,346			1,630	8
9		(11) Ballast	638,058			315	9
10		(13) Fences, snow sheds, and signs	10,620			1	10
11		(16) Station and office buildings	124,861			19	11
12		(17) Roadway buildings	8,706			38	12
13		(18) Water stations	3,683				13
14		(19) Fuel stations	8,629				14
15		(20) Shops and enginehouses	101,498				15
16		(22) Storage warehouses	3				16
17		(23) Wharves and docks	28				17
18		(24) Coal and ore wharves					18
19		(25) TOFC/COFC terminals	105,675				19
20		(26) Communication systems	121,798				20
21		(27) Signals and interlockers	286,855			78	21
22		(29) Power plants	747				22
23		(31) Power-transmission systems	9,688				23
24		(35) Miscellaneous structures	1,941				24
25		(37) Roadway machines	86,038				25
26		(39) Public improvements - Construction	79,879			612	26
27		(44) Shop machinery	39,269				27
28		(45) Power-plant machinery	2,700				28
29		Leased property capitalized rentals (explain)				547	29
30		Other (specify and explain)					30
31		TOTAL ROAD	6,116,441			16,556	31
32		(52) Locomotives	1,461,135				32
33		(53) Freight-train cars	870,891				33
34		(54) Passenger-train cars					34
35		(55) Highway revenue equipment					35
36		(56) Floating equipment					36
37		(57) Work equipment	23,276				37
38		(58) Miscellaneous equipment	16,741				38
39		(59) Computer systems and word processing equipment	20,961				39
40		TOTAL EQUIPMENT	2,393,004				40
41		(76) Interest during construction	5,240			1,539	41
42		(80) Other elements of investment					42
43		(90) Construction in progress	37,694				43
44		GRAND TOTAL	8,552,379			18,095	44

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

CROSS-CHECKS

Schedule 410

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

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

Schedule 210

Schedule 412

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

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

Schedule 414

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

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

Schedule 415

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

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

And
 Schedule 414

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

Schedule 415

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

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

Lines 202, 203, 216, column (f) (equal to or greater
 than, but variance cannot exceed line 216, column (f))

Lines 5, 38, column (b)

Lines 221, 222, 235, column (f) (equal to or greater
 than, but variance cannot exceed line 235, column (f))

Lines 24, 39, column (b)

Lines 302 thru 307 and 320, column (f) (equal to
 or greater than, but variance cannot exceed
 line 320, column (f))

Lines 32, 35, 36, 37, 40, 41, column (b)

Schedule 417

Line 507, column (f)
 Line 508, column (f)
 Line 509, column (f)
 Line 510, column (f)
 Line 511, column (f)
 Line 512, column (f)
 Line 513, column (f)
 Line 514, column (f)
 Line 515, column (f)
 Line 516, column (f)
 Line 517, column (f)

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

Schedule 450

Line 4 column b

= Line 47 column b

Schedule 210

410. RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

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

Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.
			Salaries & wages (b)	Matl,tools supplies, fuels & lubricants (c)	Purchased Services (d)	General (e)	Total freight expense (f)			
		WAY AND STRUCTURES ADMINISTRATION								
1		Track	4,998	1,058	1,116	59	7,231		7,231	1
2		Bridge and Building	1,513	149	271	6	1,939		1,939	2
3		Signal	3,143	107	94	27	3,371		3,371	3
4		Communication	2,319	81	489	921	3,810		3,810	4
5		Other	5,165	1,486	3,874	3,990	14,515		14,515	5
		REPAIR AND MAINTENANCE								
6		Roadway - Running	908	102	7,725	1,876	10,611		10,611	6
7		Roadway - Switching	95	11	809	197	1,112		1,112	7
8		Tunnels and Subways-Running	229	30	62	7	328		328	8
9		Tunnels and Subways-Switching	24	3	6	1	34		34	9
10		Bridges & Culverts-Running	4,454	1,848	(448)	630	6,484		6,484	10
11		Bridges & Culverts-Switching	466	193	(47)	66	678		678	11
12		Ties - Running	39	(7)	50	21	103		103	12
13		Ties - Switching	7	0	9	4	20		20	13
14		Rail & Other Tk Matl-Running	1,559	325	9,806	0	11,690		11,690	14
15		Rail & Other Tk Matl-Switching	149	31	939	592	1,711		1,711	15
16		Ballast - Running	141	196	19	72	428		428	16
17		Ballast - Switching	21	12	1	4	38		38	17
18		Rd Prop Damaged - Running	4,100	1,752	2,628	(272)	8,208		8,208	18
19		Rd Prop Damaged - Switching	429	183	275	(29)	858		858	19
20		Rd Prop Damaged - Other	210	151	96	2	459		459	20
21		Signals & Interlockers-Running	8,706	10,285	2,399	980	22,370		22,370	21
22		Signals & Interlockers-Switch	912	1,077	251	103	2,343		2,343	22
23		Communications Systems	5,239	3,461	575	256	9,531		9,531	23
24		Power Systems	2,631	727	270	0	3,628		3,628	24
25		Highway Grade Crossings-Running	422	429	395	96	1,342		1,342	25
26		Highway Grade Crossings-Switch	44	45	41	10	140		140	26
27		Station and Office Buildings	1,856	1,135	3,051	638	6,680		6,680	27
28		Shop Buildings - Locomotives	0	6	10	0	16		16	28
29		Shop Buildings - Freight Cars	0	2	0	0	2		2	29
30		Shop Buildings - Other Equip	109	329	246	6	690		690	30

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Freight				Passenger	Total	Line No
			Salaries & wages (b)	Mtl,tools supplies, fuels & lubricants (c)	Purchased Services (d)	General (e)			
		REPAIR AND MAINTENANCE - (Cont'd)							
101		Locomotive Svc Facilities	558	1,081	1,403	560	3,602	3,602	101
102		Misc Buildings & Structures	494	529	150	589	1,762	1,762	102
103		Coal Terminals	0	0	0	0	0	0	103
104		Ore Terminals	0	0	0	0	0	0	104
105		Other Marine Terminals	0	0	0	0	0	0	105
106		TOFC/COFC - Terminals	44	35	3,759	0	3,838	3,838	106
107		Motor Vehicle Ld & Distrib Fac	0	0	(4)	0	(4)	(4)	107
108		Fac for Other Specialized Svc	5	0	0	140	145	145	108
109		Roadway Machines	2,146	1,303	284	457	4,190	4,190	109
110		Small Tools and Supplies	63	9,190	3,667	78	12,998	12,998	110
111		Snow Removal	0	1	0	0	1	1	111
112		Fringe Benefits - Running	N/A	N/A	N/A	7,349	7,349	7,349	112
113		Fringe Benefits - Switching	N/A	N/A	N/A	755	755	755	113
114		Fringe Benefits - Other	N/A	N/A	N/A	10,834	10,834	10,834	114
115		Casualties & Ins - Running	N/A	N/A	N/A	16,340	16,340	16,340	115
116		Casualties & Ins - Switching	N/A	N/A	N/A	5,655	5,655	5,655	116
117		Casualties & Ins - Other	N/A	N/A	N/A	16,360	16,360	16,360	117
118	*	Lease Rentals-Dr - Running	N/A	N/A	0	N/A	0	0	118
119	*	Lease Rentals-Dr - Switching	N/A	N/A	0	N/A	0	0	119
120	*	Lease Rentals-Dr - Other	N/A	N/A	24,115	N/A	24,115	24,115	120
121	*	Lease Rentals-(Cr)-Running	N/A	N/A	(4)	N/A	(4)	(4)	121
122	*	Lease Rentals-(Cr)-Switching	N/A	N/A	(1)	N/A	(1)	(1)	122
123	*	Lease Rentals-(Cr)-Other	N/A	N/A	(1,611)	N/A	(1,611)	(1,611)	123
124		Jt Fac Rent-Dr - Running	N/A	N/A	18,265	N/A	18,265	18,265	124
125		Jt Fac Rent-Dr - Switching	N/A	N/A	575	N/A	575	575	125
126		Jt Fac Rent-Dr - Other	N/A	N/A	60	N/A	60	60	126
127		Jt Fac Rent-(Cr)-Running	N/A	N/A	(10,316)	N/A	(10,316)	(10,316)	127
128		Jt Fac Rent-(Cr)-Switching	N/A	N/A	(2,272)	N/A	(2,272)	(2,272)	128
129		Jt Fac Rent-(Cr)-Other	N/A	N/A	(43)	N/A	(43)	(43)	129
130	*	Other Rents-Debit - Running	N/A	N/A	0	N/A	0	0	130
131	*	Other Rents-Debit - Switching	N/A	N/A	0	N/A	0	0	131
132	*	Other Rents-Debit - Other	N/A	N/A	4	N/A	4	4	132
133	*	Other Rents-(Credit)-Running	N/A	N/A	0	N/A	0	0	133

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Freight				Passenger	Total	Line No.
			Salaries & wages (b)	Matt,tools supplies, fuels & lubricants (c)	Purchased Services (d)	General (e)			
		REPAIR AND MAINTENANCE - Cont'd							
134	*	Other Rents-(Credit)-Switching	N/A	N/A	0	N/A	0	0	134
135	*	Other Rents-(Credit)-Other	N/A	N/A	0	N/A	0	0	135
136	*	Depreciation - Running	N/A	N/A	N/A	198,496	198,496	198,496	136
137	*	Depreciation - Switching	N/A	N/A	N/A	25,699	25,699	25,699	137
138	*	Depreciation - Other	N/A	N/A	N/A	16,571	16,571	16,571	138
139		Jt Facility-Debit - Running	N/A	N/A	39,181	N/A	39,181	39,181	139
140		Jt Facility-Debit - Switching	N/A	N/A	926	N/A	926	926	140
141		Jt Facility-Debit - Other	N/A	N/A	178	N/A	178	178	141
142		Jt Facility-(Credit)-Running	N/A	N/A	(14,539)	N/A	(14,539)	(14,539)	142
143		Jt Facility-(Credit)-Switching	N/A	N/A	(391)	N/A	(391)	(391)	143
144		Jt Facility-(Credit)-Other	N/A	N/A	(11)	N/A	(11)	(11)	144
145		Dismantl.Retired Rd Prop-Run.	0	0	0	0	0	0	145
146		Dismantl.Retired Rd Prop-Switch	0	0	0	0	0	0	146
147		Dismantl.Retired Rd Prop-Other	0	0	0	0	0	0	147
148		Other - Running	48	659	1,719	75	2,501	2,501	148
149		Other - Switching	5	69	180	8	262	262	149
150		Other - Other	(58)	79	628	113	762	762	150
151		TOTAL WAY AND STRUCTURE	53,193	38,153	100,914	310,342	502,602	502,602	151
		EQUIPMENT							
		LOCOMOTIVES							
201		Administration	9,863	827	2,047	1,661	14,398	14,398	201
202	*	Repair and Maintenance	46,535	69,542	35,030	(89)	151,018	151,018	202
203	*	Machinery Repair	804	216	0	0	1,020	1,020	203
204		Equipment Damaged	60	0	0	0	60	60	204
205		Fringe Benefits	N/A	N/A	N/A	20,652	20,652	20,652	205
206		Other Casualties & Insurance	N/A	N/A	N/A	13,361	13,361	13,361	206
207	*	Lease Rentals - Debit	N/A	N/A	37,430	N/A	37,430	37,430	207
208	*	Lease Rentals - (Credit)	N/A	N/A	(7,351)	N/A	(7,351)	(7,351)	208
209		Joint Facility Rent - Debit	N/A	N/A	17	N/A	17	17	209
210		Joint Facility Rent - (Credit)	N/A	N/A	1	N/A	1	1	210
211	*	Other Rents - Debit	N/A	N/A	0	N/A	0	0	211
212	*	Other Rents - (Credit)	N/A	N/A	(7)	N/A	(7)	(7)	212
213	*	Depreciation	N/A	N/A	N/A	63,991	63,991	63,991	213
214		Joint Facility - Debit	N/A	N/A	452	N/A	452	452	214
215		Joint Facility - (Credit)	N/A	N/A	(277)	N/A	(277)	(277)	215
216	*	Repairs Bill.to Others-(Credit)	N/A	N/A	(619)	N/A	(619)	(619)	216

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.
			Salaries & wages (b)	Matl,tools supplies, fuels & lubricants (c)	Purchased Services (d)	General (e)	Total freight expense (f)			
		LOCOMOTIVES - Cont'd								
217		Dismantling Retired Property	0	0	0	0	0		0	217
218		Other	672	0	1,688	39	2,399		2,399	218
219		TOTAL LOCOMOTIVES	57,934	70,585	68,411	99,615	296,545		296,545	219
		FREIGHT CARS								
220		Administration	3,355	1,159	2,580	2,353	9,447		9,447	220
221	*	Repair and Maintenance	27,514	46,424	51,626	10	125,574		125,574	221
222	*	Machinery Repair	70	522	62	0	654		654	222
223		Equipment Damaged	1	7	12,268	0	12,276		12,276	223
224		Fringe Benefits	N/A	N/A	N/A	11,648	11,648		11,648	224
225		Other Casualties & Insurance	N/A	N/A	N/A	9,872	9,872		9,872	225
226	*	Lease Rentals - Debit	N/A	N/A	48,947	N/A	48,947		48,947	226
227	*	Lease Rental - (Credit)	N/A	N/A	(3,402)	N/A	(3,402)		(3,402)	227
228		Joint Facility Rent - Debit	N/A	N/A	417	N/A	417		417	228
229		Joint Facility Rent - (Credit)	N/A	N/A	(40)	N/A	(40)		(40)	229
230	*	Other Rents - Debit	N/A	N/A	280,963	N/A	280,963		280,963	230
231	*	Other Rents - (Credit)	N/A	N/A	(89,205)	N/A	(89,205)		(89,205)	231
232	*	Depreciation	N/A	N/A	N/A	30,899	30,899		30,899	232
233		Joint Facility - Debit	N/A	N/A	891	N/A	891		891	233
234		Joint Facility - (Credit)	N/A	N/A	94	N/A	94		94	234
235	*	Repairs Billed to Others-(Credit)	N/A	N/A	(46,128)	N/A	(46,128)		(46,128)	235
236		Demantling Retired Property	4	0	0	0	4		4	236
237		Other	1,710	1	86	92	1,889		1,889	237
238		TOTAL FREIGHT CARS	32,654	48,113	259,159	54,874	394,800		394,800	238
		OTHER EQUIPMENT								
301		Administration	1,226	115	495	1,636	3,472		3,472	301
		Repair and Maintenance								
302	*	Trucks, Trlrs & Cont -Rev Svc	4	21	9,235	(2)	9,258		9,258	302
303	*	Floating Equip -Revenue Service	0	0	0	0	0		0	303
304	*	Pgr & Other Revenue Equip.	1	134	7	0	142		142	304
305	*	Computers & Data Proc Systems	0	0	7,279	0	7,279		7,279	305
306	*	Machinery	333	261	13	0	607		607	306
307	*	Work & Other Non-Rev Equip	524	204	142	184	1,054		1,054	307
308		Equipment Damaged	0	0	8	0	8		8	308
309		Fringe Benefits	N/A	N/A	N/A	755	755		755	309
310		Other Casualties & Insurance	N/A	N/A	N/A	6,500	6,500		6,500	310
311	*	Lease Rentals - Debit	N/A	N/A	29,209	N/A	29,209		29,209	311
312	*	Lease Rentals - (Credit)	N/A	N/A	0	N/A	0		0	312

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger	Total	Line No
			Salaries & wages (b)	Matl,tools supplies, fuels & lubricants (c)	Purchased Services (d)	General (e)	Total freight expense (f)			
		OTHER EQUIPMENT-Cont'd								
313		Joint Facility Rent - Debit	N/A	N/A	0	N/A	0		0	313
314		Joint Facility Rent - (Credit)	N/A	N/A	0	N/A	0		0	314
315	*	Other Rents - Debit	N/A	N/A	44,126	N/A	44,126		44,126	315
316	*	Other Rents - (Credit)	N/A	N/A	(2,808)	N/A	(2,808)		(2,808)	316
317	*	Depreciation	N/A	N/A	N/A	2,405	2,405		2,405	317
318		Joint Facility - Debit	N/A	N/A	43	N/A	43		43	318
319		Joint Facility - (Credit)	N/A	N/A	0	N/A	0		0	319
320	*	Repairs Billed to Others-(Credit)	N/A	N/A	(251)	N/A	(251)		(251)	320
321		Demanling Retired Property	0	0	0	0	0		0	321
322		Other	0	1	16	0	17		17	322
323		TOTAL OTHER EQUIPMENT	2,088	736	87,514	11,478	101,816		101,816	323
324		TOTAL EQUIPMENT	92,676	119,434	415,084	165,967	793,161		793,161	324
		TRANSPORTATION. TRAIN OPERATIONS								
401		Administration	14,477	1,113	5,577	1,508	22,675		22,675	401
402		Engine Crews	160,374	0	979	3,211	164,564		164,564	402
403		Train Crews	177,947	615	347	4,478	183,387		183,387	403
404		Dispatching Trains	20,901	0	0	0	20,901		20,901	404
405		Operating Signals & Interlockers	1,028	13	219	0	1,260		1,260	405
406		Operating Drawbridges	272	0	0	0	272		272	406
407		Highway Crossing Protection	0	0	110	0	110		110	407
408		Train Inspection & Lubrication	22,481	5,229	964	4	28,678		28,678	408
409		Locomotive Fuel	81	250,288	1	0	250,370		250,370	409
410		Elect Power Pur/Prod-Mot Power	0	0	0	0	0		0	410
411		Servicing Locomotives	29,741	4,848	219	125	34,933		34,933	411
412		Frt Lost/Damaged-Solely Related	N/A	N/A	N/A	0	0		0	412
413		Clearing Wrecks	686	217	5,798	(14)	6,687		6,687	413
414		Fringe Benefits	N/A	N/A	N/A	152,031	152,031		152,031	414
415		Other Casualties and Insurance	N/A	N/A	N/A	43,197	43,197		43,197	415
416		Joint Facility - Debit	N/A	N/A	22,310	N/A	22,310		22,310	416
417		Joint Facility - (Credit)	N/A	N/A	(1,505)	N/A	(1,505)		(1,505)	417
418		Other	(56)	856	(7,747)	11,955	5,008		5,008	418
419		TOTAL TRAIN OPERATIONS	427,932	263,179	27,272	216,495	934,878		934,878	419
		YARD OPERATIONS								
420		Administration	4,521	149	57	38	4,765		4,765	420
421		Switch Crews	80,045	1,588	160	(189)	81,604		81,604	421

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Freight				Passenger	Total	Line No.
			Salaries & wages (h)	Matl,tools supplies, fuels & lubricants (c)	Purchased Services (d)	General (e)			
		YARD OPERATIONS - Continued							
422		Controlling Operations	23,606	991	5,996	85	30,678	30,678	422
423		Yard and Terminal Clerical	23,119	1,168	13	569	24,869	24,869	423
424		Oper Switch, signal, Retar. & Humps	2,631	0	0	0	2,631	2,631	424
425		Locomotive Fuel	0	5,554	0	0	5,554	5,554	425
426		Elect Power Pur/Prod-Mot. Power	0	0	0	0	0	0	426
427		Servicing Locomotives	1,497	129	0	4	1,630	1,630	427
428		Frt Lost/Damaged-Solely Related	N/A	N/A	N/A	0	0	0	428
429		Clearing Wrecks	266	134	2,633	0	3,033	3,033	429
430		Fringe Benefits	N/A	N/A	N/A	48,334	48,334	48,334	430
431		Other Casualties and Insurance	N/A	N/A	N/A	22,095	22,095	22,095	431
432		Joint Facility - Debit	N/A	N/A	12,669	N/A	12,669	12,669	432
433		Joint Facility - (Credit)	N/A	N/A	(1,503)	N/A	(1,503)	(1,503)	433
434		Other	0	7	2,121	4,607	6,735	6,735	434
435		TOTAL YARD OPERATIONS	135,685	9,720	22,146	75,543	243,094	243,094	435
		TRAIN AND YARD OPERATIONS - COMMON							
501		Cleaning Car Interiors	0	3	2,774	0	2,777	2,777	501
502		Adjusting and Transfer Loads	94	4	149	0	247	247	502
503		Car Loading Devices & Grain Doors	0	1	47	0	48	48	503
504		Frt Lost or Damaged-all other	N/A	N/A	N/A	18,932	18,932	18,932	504
505		Fringe Benefits	N/A	N/A	N/A	29	29	29	505
506		TOTAL TRAIN & YD OP COMM	94	8	2,970	18,961	22,033	22,033	506
		SPECIALIZED SERVICE OPERATIONS							
507	*	Administration	1,183	1,122	11,303	368	13,976	13,976	507
508	*	PI&D and Marine Line Haul	0	0	204	0	204	204	508
509	*	Load & Unload & Local Marine	0	0	18,513	0	18,513	18,513	509
510	*	Protective Services	0	45	5,668	0	5,713	5,713	510
511	*	Frt Lost/Damaged-Solely Related	N/A	N/A	N/A	0	0	0	511
512	*	Fringe Benefits	N/A	N/A	N/A	436	436	436	512
513	*	Casualties and Insurance	N/A	N/A	N/A	1,359	1,359	1,359	513
514	*	Joint Facility - Debit	N/A	N/A	105	N/A	105	105	514
515	*	Joint Facility - (Credit)	N/A	N/A	(274)	N/A	(274)	(274)	515
516	*	Other	0	1	10	4	15	15	516
517	*	TOTAL SPEC. SVC OPER	1,183	1,168	35,529	2,167	40,047	40,047	517

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.
			Salaries & wages (b)	Matl,tools supplies, fuels & lubricants (c)	Purchased Services (d)	General (e)	Total freight expense (f)			
518		ADMIN SUPPORT OPERATIONS Administration	6,548	1,970	3,725	3,387	15,630		15,630	518
519		Employee Perform Clerical&Acctg	33,961	588	1,657	119	36,325		36,325	519
520		Communication Systems Operation	245	95	6,762	244	7,346		7,346	520
521		Loss & Damage Claims Processing	679	3	115	53	850		850	521
522		Fringe Benefits	N/A	N/A	N/A	14,785	14,785		14,785	522
523		Casualties and Insurance	N/A	N/A	N/A	11,736	11,736		11,736	523
524		Joint Facility - Debit	N/A	N/A	28	N/A	28		28	524
525		Joint Facility - (Credit)	N/A	N/A	0	N/A	0		0	525
526		Other	27	47	21,105	2,874	24,053		24,053	526
527		TOTAL ADMIN SUPPORT OPER	41,460	2,703	33,392	33,198	110,753		110,753	527
528		TOTAL TRANSPORTATION	606,354	276,778	121,309	346,364	1,350,805		1,350,805	528
601		GENERAL AND ADMINISTRATIVE Officers-Gen'l Administration	4,642	353	1,811	3,828	10,634		10,634	601
602		Accounting,Auditing and Finance	24,946	1,276	4,734	1,136	32,092		32,092	602
603		Mgt Services & Data Processing	1,718	422	46,792	77	49,009		49,009	603
604		Marketing	12,430	944	1,108	1,709	16,191		16,191	604
605		Sales	8,033	400	1,788	1,537	11,758		11,758	605
606		Industrial Development	447	47	1,443	54	1,991		1,991	606
607		Personnel and Labor Relations	3,668	260	2,917	571	7,416		7,416	607
608		Legal and Secretarial	7,192	262	14,655	1,030	23,139		23,139	608
609		Public Relations & Advertising	436	110	964	903	2,413		2,413	609
610		Research and Development	0	0	0	0	0		0	610
611		Fringe Benefits	N/A	N/A	N/A	22,860	22,860		22,860	611
612		Casualties and Insurance	N/A	N/A	N/A	3,487	3,487		3,487	612
613		Writedown of Uncollect Accts	N/A	N/A	N/A	0	0		0	613
614		Property Taxes	N/A	N/A	N/A	21,842	21,842		21,842	614
615		Other Taxes Except Income & PR	N/A	N/A	N/A	60,808	60,808		60,808	615
616		Joint Facility - Debit	N/A	N/A	1,076	N/A	1,076		1,076	616
617		Joint Facility - (Credit)	N/A	N/A	(46)	N/A	(46)		(46)	617
618		Other	41,704	0	3	8,918	50,625		50,625	618
619		TOTAL GENERAL AND ADMIN.	105,216	4,074	77,245	128,760	315,295		315,295	619
620	*	TOTAL CARRIER OPER EXP	857,439	438,439	714,552	951,433	2,961,863		2,961,863	620

412. WAY AND STRUCTURES
(Dollars in thousands)

1 Report freight expenses only.

2. The total depreciation expense reported in column (b), line 29, should balance to the sum of the depreciation expense reported in schedule 410, column (f) lines, 136, 137 and 138.

3. Report in column (c) the lease/rentals for the various property categories of Way and Structures. The total net lease/rental reported in column (c), line 29 should balance to the net amount reported in schedule 410, column (f), lines 118 through 123, plus lines 130 through 135

If an entire road or segment of track is leased and if the actual breakdown of lease/rentals by property category is not known, apportion the lease/rentals based on the percentage of the categories' depreciation bases for all categories of depreciable leased property. Use schedule 352B of this report for obtaining the depreciation bases of the categories of leased property

4. Amortization adjustment of each road property type which is included in column (b) shall be repeated in column (d) as a debit or credit to the appropriate line item: the net adjustment on line 29 shall equal the adjustment reported on line 29 of schedule 335

5. Report on line 28 all other lease rentals not apportioned to any category listed on lines 1 through 27

6 Line 11, account 16, should not include computer and data processing equipment reported on line 37 of schedule 415.

Line No.	Cross Check	Property account	Category (a)	Depreciation (b)	Lease/Rentals (net) (c)	Amortization adjustment during year (d)	Line No
1		2	Land for transportation purposes	N/A	11,442		1
2		3	Grading	8,545		(978)	2
3		4	Other right-of-way expenditures	51		(13)	3
4		5	Tunnels and subways	873		(8)	4
5		6	Bridges, trestles and culverts	2,549		(1,534)	5
6		7	Elevated structures				6
7		8	Ties	68,705	(1)	343	7
8		9	Rail and other track material	106,967	(2)	(448)	8
9		11	Ballast	27,637	(1)	20	9
10		13	Fences, snowsheds and signs	(61)		(291)	10
11		16	Station and office buildings	2,377	7,254	7	11
12		17	Roadway buildings	283		50	12
13		18	Water stations	133		17	13
14		19	Fuel stations	265		(23)	14
15		20	Shops and enginehouses	2,328		259	15
16		22	Storage warehouses				16
17		23	Wharves and docks	2		1	17
18		24	Coal and ore wharves				18
19		25	TOFC/COFC terminals	4,134	2,823	(1)	19
20		26	Communications systems	2,897	126	(372)	20
21		27	Signals and interlockers	7,267		(617)	21
22		29	Power plants	13		(3)	22
23		31	Power transmission systems	214		1	23
24		35	Miscellaneous structures	15		(37)	24
25		37	Roadway machines	4,359	847	(235)	25
26		39	Public improvements, construction	1,132		(357)	26
27		45	Power plant machines	81		(3)	27
28		-	Other lease/rentals	N/A	15	N/A	28
29		-	TOTAL	240,766	22,503	(4,222)	29

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

(Dollars in Thousands)

1. Report *Freight* expenses only.
2. Report in this supporting schedule rental information by car type and other freight-carrying equipment relating to the interchange of railroad, owned or leased equipment and privately owned equipment (reporting for leased equipment covers equipment that carrier on railroad markings).
3. The gross amounts receivable and payable for freight-train cars (line 19, columns (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), line 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 column (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 presented by the Commission in Ex Parte No. 334, for which rentals are settled on a combination mileage and time basis (basic per diem). Include railroad owned per diem tank cars on line 17.

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

Line No.	Cross Check	Type of Equipment (a)	GROSS AMOUNTS RECEIVABLE			GROSS AMOUNTS PAYABLE			Line No.
			Per diem basis			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							1
2		Box-Plain 50 Foot and Longer		267	634	8,933	3,711	11,813	2
3		Box-Equipped		4,233	14,963	1	12,567	30,277	3
4		Gondola-Plain		727	446	751	2,146	4,154	4
5		Gondola-Equipped		1,049	2,497	8	4,002	8,297	5
6		Hopper-Covered		1,767	3,765	11,042	6,607	16,221	6
7		Hopper-Open Top-General Service		3,894	3,345	94	3,839	4,930	7
8		Hopper-Open Top-Special Service		1		172	262	618	8
9		Refrigerator-Mechanical		968	1,626	113	302	815	9
10		Refrigerator-Non-Mechanical		2,265	4,248	40	1,831	4,391	10
11		Flat TOFC/COFC		2,065	13,234	52,860	3,916	12,240	11
12		Flat Multi-Level		3,702	7,316	15,423	746	1,385	12
13		Flat-General Service		83	258	5	136	227	13
14		Flat-Other		747	3,259	8,938	1,651	6,022	14
15		Tank-Under 22,000 Gallons				11,778			15
16		Tank-22,000 Gallons and Over			9	15,815		8	16
17		All Other Freight Cars				75	64	212	17
18		Auto Racks			11,837			11,525	18
19		TOTAL FREIGHT TRAIN CARS		21,768	67,437	126,048	41,780	113,135	19
OTHER FREIGHT-CARRYING EQUIPMENT									
20		Refrigerated Trailers							20
21		Other Trailers			2,808	16,608		9,345	21
22		Refrigerated Containers							22
23		Other Containers							23
24	*	TOTAL TRAILERS AND CONTAINERS			2,808	16,608		9,345	24
25		GRAND TOTAL (LINES 19 AND 24)		21,768	70,245	142,656	41,780	122,480	25

NOTES AND REMARKS

Notes to Schedule 335 Accumulated Depreciation - Road and Equipment Owned and Used

The amounts listed as "Other Credits" represent a special restructuring reserve recorded in the second quarter computed at ledger value less net salvage and accumulated depreciation. Appropriate depreciation expenses were charged for the restructuring costs and are included in Schedule 410, column (e) lines 136 and 137

GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 415

1. Report freight expenses only.
2. Report by type of equipment all natural expenses relating to the equipment functions (salaries and wages, materials, tools, supplies, fuel and lubricants, purchased services and general).
3. Report in column (b) net repair expense excluding the cost to repair damaged equipment.

Schedule 415, column (b), will balance to Schedule 410, column (f), as follows:

- (a) Locomotives, line 5 plus line 38 compared to the sum of Schedule 410, lines 202, 203 plus 216 (excluding wreck repairs). Do not report in schedule schedule 415, Equipment Damaged from Schedule 410, line 204.
- (b) Freight Cars, line 24 plus line 39 compared to the sum of Schedule 410, lines 221, 222 plus 235 (excluding wreck repairs). Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 223.
- (c) Sum of Highway Equipment (line 32), Floating Equipment (line 35), Passenger and Other Revenue Equipment (line 36), Computer and Data Processing Equipment (line 37), Machinery-Other Equipment (line 40), plus Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, the sum of lines 302 through 307, inclusive, plus line 320 (excluding wreck repairs). Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 308

Note: Lines 216, 235 and 320 of Schedule 410 are credit amounts

The allocation of freight car repair expense reportable on Schedule 415 by car types shall be in accordance with Instruction 2-21, Freight train repair costing, 49 CFR 1201.

4. Depreciation expense for each class of equipment by car type shall be reported in columns (c) and (d) For improvements on leased property, Accounts 732 and 733, use a supplementary Schedule 415, which will relate to Schedules 340 and 342.

Depreciation charges reported on columns (c) and (d) will balance to Schedule 410, column (f), as Follows:

- (a) Locomotives, line 5 plus 38 compared to Schedule 410, line 213.
 - (b) Freight Cars, line 24 plus line 39 compared to schedule 410, line 232.
 - (c) Sum of Highway Equipment (line 32); Floating Equipment (line 35), Passenger and Other Revenue Equipment (line 36), computer and Data Processing Equipment (line 37); Machinery-Other Equipment (line 40), and Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, line 317.
5. Amortization adjustment of each equipment type which is included in column (c) shall be reported in column (e) as a debit or credit to the appropriate line item, the net adjustment on line 43 shall equal the equipment amortization adjustment applicable to equipment used in freight service included in line 39, column (c), of Schedule 335
 6. Lease/Rentals reported in column (f) should balance to column (f) of Schedule 410 as follows
 - (a) Locomotives, line 5 plus 38 compared with Schedule 410, lines 207, 208, 211 and 212
 - (b) Freight Cars, line 24 plus 39 compared with Schedule 410, lines 226 plus 227 (note that Schedule 410, lines 230 and 231, are reported in Schedule 414 and are not to be included in Schedule 415)
 - (c) Sum of Lease/Rentals for All Other Equipment, lines 32, 35, 36, 37, 40 and 41, will balance to Schedule 410, lines 311, 312, 315 and 316, except for the interchange rental on trailers and containers which is reported in Schedule 414. Therefore, both Schedules 414 and 415 should be used when balancing Lease/Rentals Other Equipment to Schedule 410. Do not report in Schedule 415 the Trailer and Container rentals reported in Schedule 414
 7. Investment base by types of equipment shall be reported in columns (g) and (h) and should not include the cost of Equipment Used But Not Owned when the rents therefore are included in the rent for equipment and Account Nos. 31-21-00, 31-22-00, 31-23-00, 35-21-00, 35-22-00 and 35-23-00. It should include the Cost of Equipment Owned and Leased to Others when the rents are included in the rent for Equipment Account Nos. 32-21-00, 32-22-00, 32-23-00, 36-21-00, 36-22-00, and 36-23-00.

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

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

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

415. SUPPORTING SCHEDULE - EQUIPMENT
(Dollars in thousands)

Line No.	Cross Check	Types of equipment (a)	Repairs (net expense) (b)	Depreciation		Amortization	Line No.
				Owned (c)	Capitalized lease (d)	Adjustment net during year (e)	
LOCOMOTIVES							
1		Diesel Locomotive-Yard	48,564	2,440		(1,139)	1
2		Diesel Locomotive-Road	101,835	38,894	21,752	(3,514)	2
3		Other Locomotive-Yard					3
4		Other Locomotive-Road					4
5		TOTAL	150,399	41,334	21,752	(4,653)	5
FREIGHT TRAIN CARS							
6		Box-Plain 40 Foot					6
7		Box-Plain 50 Foot and Longer	356	804			7
8		Box-Equipped	11,388	5,316	6,168	(4,307)	8
9		Gondola-Plain	357	931	368	(730)	9
10		Gondola-Equipped	7,170	957		631	10
11		Hopper-Covered	10,014	1,646	3,110	(958)	11
12		Hopper-Open Top-General Service	24,174	1,828	1,365	(838)	12
13		Hopper-Open Top-Special Service	464	18		(57)	13
14		Refrigerator-Mechanical	464	298		(3,001)	14
15		Refrigerator-Nonmechanical	5,386	1,872	31	(2,185)	15
16		Flat TOFC/COFC	3,579	41	887	87	16
17		Flat Multi-level	2,490	902		(784)	17
18		Flat-General Service	1,822	83		115	18
19		Flat-Other	5,714	710		(218)	19
20		All Other Freight Cars	83	38		(26)	20
21		Cabooses	30	345		1,066	21
22		Auto Racks	5,955	1,176	1,495	2,513	22
23		Miscellaneous Accessories					23
24	*	TOTAL FREIGHT TRAIN CARS	79,446	16,965	13,424	(8,692)	24
OTHER EQUIPMENT-REVENUE FREIGHT HIGHWAY EQUIPMENT							
25		Refrigerated Trailers					25
26		Other Trailers	9,258				26
27		Refrigerated Containers					27
28		Other Containers		8		(8)	28
29		Bogies					29
30		Chassis					30
31		Other Highway Equipment (Freight)					31
32	*	TOTAL HIGHWAY EQUIPMENT	9,258	8		(8)	32
FLOATING EQUIPMENT-REVENUE SERVICE							
33		Marine Line-Haul					33
34		Local Marine					34
35	*	TOTAL FLOATING EQUIPMENT					35
OTHER EQUIPMENT							
36	*	Passenger and Other Revenue Equipment (Freight Portion)	142				36
37	*	Computer systems and word processing equip.	7,279	2,466		(182)	37
38	*	Machinery-Locomotives ¹	1,020	905		112	38
39	*	Machinery-Freight Cars ²	654	510		43	39
40	*	Machinery-Other Equipment ³	607	24		2	40
41	*	Work and Other Non-revenue Equipment	803	(93)		(1,632)	41
42		TOTAL OTHER EQUIPMENT	10,505	3,812		(1,657)	42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	249,608	62,119	35,176	(15,010)	43

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

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

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

700. MILEAGE OPERATED AT CLOSE OF YEAR										
Line No.	Class (a)	Proportion owned or leased by Respondent (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	TOTAL (i)	Line No
			Miles of road (c)	Miles of second main tracks (d)	Miles of other main tracks (e)	Miles of passing tracks, cross-overs, and turnouts (f)				
1										1
2	1	100.0%	11,818	822		1,494	1,600	2,026	17,760	2
3										3
4	1J	50.0%	22			12	106	105	245	4
5	1J	44.0%	1	1				11	13	5
6	1J	33.3%	2				1	3	6	6
7	1J	12.5%	4					5	9	7
8										8
9		Total 1 + 1J	11,847	823		1,506	1,707	2,150	18,033	9
10										10
11										11
12	3A	100.0%						1	1	12
13	3B	100.0%	13			3	34		50	13
14										14
15		Total 3A+B	13			3	34	1	51	15
16										16
17										17
18										18
19	4B	100.0%					35	1	36	19
20										20
21										21
22	5	None	3,528	970	18	125	62	128	4,831	22
23										23
24										24
25										25
26										26
27										27
28										28
29										29
30										30
31										31
32										32
33										33
34										34
35										35
36										36
37										37
38										38
39										39
40										40
41										41
42										42
43										43
44										44
45										45
46										46
47										47
48										48
49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57		TOTAL	15,388	1,793	18	1,634	1,838	2,280	22,951	57
58		Miles of electrified road or track included in preceding grand total	N/A							58

2000 1000

2000 1000

2000 1000

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

(Dollars in thousands)

1. Show in columns (h) and (e), for each primary account, the depreciation base used to compute the depreciation charges for the month of January, and in columns (c) and (f) show the depreciation base used to compute the depreciation charges for the month of December; in columns (d) and (g) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment used, but not owned, when the rents 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 and leased to others when the rents therefor are included in the rent for equipment Accounts Nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00, inclusive. The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.

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

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

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

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

Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No.
	Depreciation base At beginning of year (b)	Depreciation base At close of year (c)	Annual composite rate (percent) (d)	Depreciation base At beginning of year (e)	Depreciation base At close of year (f)	Annual composite rate (percent) (g)	
(3) Grading	398,363	393,676	0.94				1
(4) Other right-of-way expenditures	3,654	3,660	1.72				2
(5) Tunnels and sewers	92,203	86,333	0.99				3
(6) Bridges, trestles and culverts	255,775	250,292	1.28				4
(7) Elevated structures							5
(8) Ties	1,313,349	1,347,749	3.66				6
(9) Rail and other track material	2,246,528	2,281,389	3.58				7
(11) Ballast	622,606	637,432	2.17				8
(13) Fences, snowsheds, and signs	10,753	10,626	1.98				9
(16) Station and office buildings	96,531	94,192	2.43				10
(17) Roadway buildings	7,139	8,321	2.90				11
(18) Water stations	3,294	3,573	3.38				12
(19) Fuel stations	8,916	8,605	3.29				13
(20) Shops and enginehouses	98,510	100,379	2.08				14
(22) Storage warehouses	3	3	0.00				15
(23) Wharves and docks	28	28	0.00				16
(24) Coal and ore wharves							17
(25) TOFC/COFC terminals	96,307	101,773	4.17				18
(26) Communication systems	110,670	110,917	2.88				19
(27) Signals and interlockers	270,083	276,527	2.75				20
(29) Power plants	716	729	2.08				21
(31) Power-transmission systems	8,796	9,400	2.34				22
(35) Miscellaneous structures	1,950	1,957	2.71				23
(37) Roadway machines	82,798	85,913	5.45				24
(39) Public improvements - Construction	74,222	79,222	1.67				25
(44) Shop machinery	32,594	37,624	3.65				26
(45) Power-plant machinery	2,699	2,699	3.11				27
All other road accounts							28
Amortization (other than defense projects)							29
TOTAL ROAD	5,838,487	5,933,019	3.05				30
EQUIPMENT							
(52) Locomotives	1,116,849	1,460,905	4.64				31
(53) Freight-train cars	770,748	872,143	4.48				32
(54) Passenger-train cars							33
(55) Highway revenue equipment	1,490		0.00				34
(56) Floating equipment							35
(57) Work equipment	23,401	23,254	2.77				36
(58) Miscellaneous equipment	16,423	16,313	5.48				37
(59) Computer systems and word processing equip.	18,396	20,367	13.00				38
TOTAL EQUIPMENT	1,947,307	2,392,982	4.64				39
GRAND TOTAL	7,785,794	8,326,001	N/A			N/A	40

415 541-2162

Rick Kend

(415) 541-2565

(415) 541-2451 Curtain



Southern Pacific Lines

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

B. C. Kane
Controller

September 10, 1996

Surface Transportation Board
Office of Economic and Environmental Analysis
Washington, D.C. 20423-0001

Dear Sir:

Enclosed are two copies each of the Revised 1995 Form R-1 Schedules 332 & 700 for Southern Pacific Transportation Company Combined With St. Louis Southwestern Railway Company and The Denver and Rio Grande Western Railroad Company.

RECEIVED
OFFICE OF ECONOMIC
DIRECTOR'S OFFICE

SEP 16 1 59 PM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Yours truly,

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

(Dollars in thousands)

1. Show in columns (b) and (c), for each primary account, the depreciation base used to compute the depreciation charges for the month of January, and in columns (e) and (f) show the depreciation base used to compute the depreciation charges for the month of December; in columns (d) and (g) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment used, but not owned, when the rents therefor are included in the rent for equipment and Account Nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include the cost of equipment owned and leased to others when the rents therefor are included in the rent for equipment Accounts Nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00, inclusive. The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.

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

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

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

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

	Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No
		Depreciation base 1/1 At beginning of year (b)	12/1 At close of year (c)	Annual composite rate (percent) (d)	Depreciation base At beginning of year (e)	At close of year (f)	Annual composite rate (percent) (g)	
	ROAD							
(3)	Grading	398,363	393,676	0.94				1
(4)	Other right-of-way expenditures	3,654	3,660	1.72				2
(5)	Tunnels and subways	92,203	86,333	0.99				3
(6)	Bridges, trestles, and culverts	255,775	250,292	1.28				4
(7)	Elevated structures							5
(8)	Ties	1,313,349	1,347,749	3.66				6
(9)	Rail and other track material	2,246,528	2,281,389	3.58				7
(11)	Ballast	622,606	637,432	2.17				8
(13)	Fences, snowsheds, and signs	10,753	10,626	1.98				9
(16)	Station and office buildings	96,531	94,192	2.43				10
(17)	Roadway buildings	7,139	8,321	2.90				11
(18)	Water stations	3,294	3,573	3.38				12
(19)	Fuel stations	8,916	8,605	3.29				13
(20)	Shops and enginehouses	98,510	100,379	2.08				14
(22)	Storage warehouses	3	3	0.00				15
(23)	Wharves and docks	28	28	0.00				16
(24)	Coal and ore wharves							17
(25)	TOFC/COFC terminals	96,307	101,773	4.17				18
(26)	Communication systems	110,670	110,917	2.88				19
(27)	Signals and interlockers	270,083	276,527	2.75				20
(29)	Power plants	716	729	2.08				21
(31)	Power-transmission systems	8,796	9,400	2.34				22
(35)	Miscellaneous structures	1,950	1,957	2.71				23
(37)	Roadway machines	82,798	85,913	5.45				24
(39)	Public improvements - Construction	74,222	79,222	1.67				25
(44)	Shop machinery	32,594	37,624	3.65				26
(45)	Power-plant machinery	2,699	2,699	3.11				27
	All other road accounts							28
	Amortization (other than defense projects)							29
30	TOTAL ROAD	5,838,487	5,933,019	3.05				30
	EQUIPMENT							
(52)	Locomotives	1,116,849	1,460,905	4.64				31
(53)	Freight-train cars	770,748	872,143	4.48				32
(54)	Passenger-train cars							33
(55)	Highway revenue equipment	1,490		0.00				34
(56)	Floating equipment							35
(57)	Work equipment	23,401	23,254	2.77				36
(58)	Miscellaneous equipment	16,423	16,313	5.48				37
(59)	Computer systems and word processing equip.	18,396	20,367	13.00				38
39	TOTAL EQUIPMENT	1,947,307	2,392,982	4.64				39
40	GRAND TOTAL	7,785,794	8,326,001	N/A			N/A	40

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

(Dollars in thousands)

1 Show in columns (b) and (c), for each primary account, the depreciation base used to compute the depreciation charges for the month of January, and in columns (e) and (f) show the depreciation base used to compute the depreciation charges for the month of December; in columns (d) and (g) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment used, but not owned, when the rents therefore are included in the rent for equipment and Account Nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include the cost of equipment owned and leased to others when the rents therefrom are included in the rent for equipment Accounts Nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00, inclusive. The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.

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

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

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

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

			OWNED AND USED			LEASED FROM OTHERS			Line No
Account (a)			Depreciation base 1/1 At beginning of year (b)	12/1 At close of year (c)	Annual composite rate (percent) (d)	Depreciation base At beginning of year (e)	At close of year (f)	Annual composite rate (percent) (g)	
ROAD									
(3) Grading			398,363	393,676	0.94				1
(4) Other right-of-way expenditures			3,654	3,660	1.72				2
(5) Tunnels and cuttings			92,203	86,333	0.99				3
(6) Bridges, trestles and culverts			255,775	250,292	1.28				4
(7) Elevated structures									5
(8) Ties			1,313,349	1,347,749	3.66				6
(9) Rail and other track material			2,246,528	2,281,389	3.58				7
(11) Ballast			622,606	637,432	2.17				8
(13) Fences, snowsheds, and signs			10,753	10,626	1.98				9
(16) Station and office buildings			96,531	94,192	2.43				10
(17) Roadway buildings			7,139	8,321	2.90				11
(18) Water stations			3,294	3,573	3.38				12
(19) Fuel stations			8,916	8,605	3.29				13
(20) Shops and enginehouses			98,510	100,379	2.08				14
(22) Storage warehouses			3	3	0.00				15
(23) Wharves and docks			28	28	0.00				16
(24) Coal and ore wharves									17
(25) TOFC/COFC terminals			96,307	101,773	4.17				18
(26) Communication systems			110,670	110,917	2.88				19
(27) Signals and interlockers			270,083	276,527	2.75				20
(29) Power plants			716	729	2.08				21
(31) Power-transmission systems			8,796	9,400	2.34				22
(35) Miscellaneous structures			1,950	1,957	2.71				23
(37) Roadway machines			82,798	85,913	5.45				24
(39) Public improvements - Construction			74,222	79,222	1.67				25
(44) Shop machinery			32,594	37,624	3.65				26
(45) Power-plant machinery			2,699	2,699	3.11				27
All other road accounts									28
Amortization (other than defense projects)									29
TOTAL ROAD			5,838,487	5,933,019	3.05				30
EQUIPMENT									
(52) Locomotives			1,116,849	1,460,905	4.64				31
(53) Freight-train cars			770,748	872,143	4.48				32
(54) Passenger-train cars									33
(55) Highway revenue equipment			1,490		0.00				34
(56) Floating equipment									35
(57) Work equipment			23,401	23,254	2.77				36
(58) Miscellaneous equipment			16,423	16,313	5.48				37
(59) Computer systems and word processing equip			18,396	20,367	13.00				38
TOTAL EQUIPMENT			1,947,307	2,392,982	4.64				39
GRAND TOTAL			7,785,794	8,326,001	N/A			N/A	40

See Notes & Remarks for Schedule 335 on page 54.

Railroad Annual Report R-1

700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Class	Proportion owned or leased by Respondent (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	TOTAL (i)	Line No.
			Miles of road (c)	Miles of second main tracks (d)	Miles of other main tracks (e)	Miles of passing tracks, cross-overs, and turnouts (f)				
1										1
2	1	100.0%	11,818	822		1,494	1,600	2,026	17,760	2
3										3
4	1J	50.0%	22			12	106	105	245	4
5	1J	44.0%	1	1				11	13	5
6	1J	33.3%	2				1	3	6	6
7	1J	12.5%	4					5	9	7
8										8
9		Total 1 + 1J	11,847	823		1,506	1,707	2,150	18,033	9
10										10
11										11
12	3A	100.0%						1	1	12
13	3B	100.0%	13			3	34		50	13
14										14
15		Total 3A+B	13			3	34	1	51	15
16										16
17										17
18										18
19	4B	100.0%					35	1	36	19
20										20
21										21
22	5	None	3,528	970	18	125	62	128	4,831	22
23										23
24										24
25										25
26										26
27										27
28										28
29										29
30										30
31										31
32										32
33										33
34										34
35										35
36										36
37										37
38										38
39										39
40										40
41										41
42										42
43										43
44										44
45										45
46										46
47										47
48										48
49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57		TOTAL	15,388	1,793	18	1,634	1,838	2,280	22,951	57
58		Miles of electrified road or track included in preceding grand total	N/A							58

700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Class	Proportion owned or leased by Respondent (b)	Running tracks, passing tracks, cross-overs, etc				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	TOTAL (i)	Line No
			Miles of road (c)	Miles of second main tracks (d)	Miles of other main tracks (e)	Miles of passing tracks, cross-overs, and turnouts (f)				
1										1
2	1	100.0%	11,818	822		1,494	1,600	2,026	17,760	2
3										3
4	1J	50.0%	22			12	106	105	245	4
5	1J	44.0%	1	1				11	13	5
6	1J	33.3%	2				1	3	6	6
7	1J	12.5%	4					5	9	7
8										8
9		Total 1 + 1J	11,847	823		1,506	1,707	2,150	18,033	9
10										10
11										11
12	3A	100.0%						1	1	12
13	3B	100.0%	13			3	34		50	13
14										14
15		Total 3A+B	13			3	34	1	51	15
16										16
17										17
18										18
19	4B	100.0%					35	1	36	19
20										20
21										21
22	5	None	3,528	970	18	125	62	128	4,831	22
23										23
24										24
25										25
26										26
27										27
28										28
29										29
30										30
31										31
32										32
33										33
34										34
35										35
36										36
37										37
38										38
39										39
40										40
41										41
42										42
43										43
44										44
45										45
46										46
47										47
48										48
49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57		TOTAL	15,388	1,793	18	1,634	1,838	2,280	22,951	57
58		Miles of electrified road or track included in preceding grand total	N/A							58

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

Line No.	Cross Check	Lease and rentals (net) (f)	Investment base as of 12/31		Accumulated depreciation as of 12/31		Lane No.
			Owned (g)	Capitalized lease (h)	Owned (i)	Capitalized lease (j)	
1		165	53,889		35,208		1
2		29,907	798,916	608,330	277,717	26,742	2
3							3
4							4
5	*	30,072	852,805	608,330	312,925	26,742	5
6							6
7		235	16,377		11,014		7
8		345	157,002	69,267	91,909	10,133	8
9		5,127	23,346	6,679	16,618	2,959	9
10		2,052	26,403		14,229		10
11		5,903	74,736	64,976	44,411	3,111	11
12		14,215	78,672	28,428	40,385	7,437	12
13		839	35		(710)		13
14		1,867	29,473		25,896		14
15		123	53,527	64,318	28,389	40	15
16		15,943	870	16,320	(838)	1,634	16
17		(2,040)	40,869		31,609		17
18		23	2,566		1,129		18
19		563	57,676		28,299		19
20		17	1,400		848		20
21			3,956		4,056		21
22		333	39,013	14,982	29,028	11,724	22
23							23
24	*	45,545	605,921	264,970	366,272	37,038	24
25					185		25
26		5,143			(545)		26
27					159		27
28		3,786					28
29							29
30		2,857					30
31							31
32	*	11,786			(201)		32
33							33
34							34
35							35
36							36
37	*	20,157	20,961		8,688		37
38	*		24,415		8,612		38
39	*		14,177		8,426		39
40	*		677		445		40
41	*	15,439	40,017		17,683		41
42		35,596	100,247		43,854		42
43		122,999	1,558,973	873,300	722,850	63,780	43

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

2 The depreciation to be reported on lines 38, 39, and 40 in column (c) is calculated by multiplying the investment in each element by the effective composite rate for Property Account 44, and then adding or subtracting the adjustment reported in column (e). This calculation should equal the amount shown in column (c), Schedule 335 reduced by the allocable portion of line 320.

416. SUPPORTING SCHEDULE - ROAD
(Dollars in thousands)

Line No.	Density category (Class) (a)	Account No. (b)	Owned and used			Improvements to leased property			Capitalized leases			TOTAL			Line No.
			Inv. Base (c)	Accum. depr (d)	Depr rate % (e)	Inv. Base (f)	Accum. depr (g)	Depr rate % (h)	Inv. Base (i)	Current year Amort (j)	Accum. Amort. (k)	Inv. Base (l)	Accum. Depr. & Amort (m)		
1	I	3	158,818	37,880	0.97							158,818	37,880	1	
2		8	647,135	232,776	3.70							647,135	232,776	2	
3		9	1,103,302	408,051	4.05							1,103,302	408,051	3	
4		11	279,825	96,904	2.43	Included in Owned and Used				None		279,825	96,904	4	
5	SUB-TOTAL		2,189,080	775,611									2,189,080	775,611	5
6	II	3	115,471	17,213	0.97							115,471	17,213	6	
7		8	387,959	127,085	3.53							387,959	127,085	7	
8		9	752,311	264,113	3.48							752,311	264,113	8	
9		11	224,093	5,739	2.15							224,093	5,739	9	
10	SUB-TOTAL		1,479,834	414,150								1,479,834	414,150	10	
11	III	3	3,427	N/A	N/A		N/A	N/A		N/A	N/A	3,427	N/A	11	
12		8	33,542	N/A	N/A		N/A	N/A		N/A	N/A	33,542	N/A	12	
13		9	67,827	N/A	N/A		N/A	N/A		N/A	N/A	67,827	N/A	13	
14		11	20,649	N/A	N/A		N/A	N/A		N/A	N/A	20,649	N/A	14	
15	SUB-TOTAL		125,445	N/A	N/A		N/A	N/A		N/A	N/A	125,445	N/A	15	
16	IV	3	112,973	37,099	0.97							112,973	37,099	16	
17		8	280,117	170,528	4.17							280,117	170,528	17	
18		9	355,639	173,090	3.24							355,639	173,090	18	
19		11	109,696	19,699	1.96							109,696	19,699	19	
20	SUB-TOTAL		858,425	400,416								858,425	400,416	20	
21	V	3	6,354	1,978	0.97							6,354	1,978	21	
22		8	9,524	7,895	3.54							9,524	7,895	22	
23		9	20,267	12,448	2.40							20,267	12,448	23	
24		11	3,795	1,479	1.50							3,795	1,479	24	
25	SUB-TOTAL		39,940	23,800								39,940	23,800	25	
26	GRAND TOTAL		4,692,724	1,613,977	N/A							4,692,724	1,613,977	26	

(1) Columns (c) + (f) + (i) = Column (l).

Columns (d) + (g) + (k) = Column (m)

(2) The base grand total for owned and used, improvements to leased property and capitalized leases should equal the sum of Accounts 3, 8, 9, and 11 shown at year end on Schedule 330 and Schedule 330A.

NOTES AND REMARKS

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

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

Line No.	Cross Check	Items (a)	TOFC/COFC terminal (b)	Floating equipment (c)	Coal marine terminal (d)	Ore marine terminal (e)	Other marine terminal (f)	Motor vehicle load and distribution (g)	Protective services refrigerator car (h)	Other special services (i)	Total columns (b - i) (j)	Line No.
1	*	Administration	13,976								13,976	1
2	*	Pick up and delivery, marine line haul	204						N/A		204	2
3	*	Loading and unloading and local marine	15,893					2,620	N/A		18,513	3
4	*	Protective services, total debit and credits							5,713		5,713	4
5	*	Freight lost or damaged - solely related										5
6	*	Fringe benefits	436								436	6
7	*	Casualty and insurance	1,359								1,359	7
8	*	Joint facility - Debit	105								105	8
9	*	Joint facility - Credit	(274)								(274)	9
10	*	Other	15								15	10
11	*	TOTAL	31,714					2,620	5,713		40,047	11

Instruction

Column

- 418. SUPPORTING SCHEDULE - CAPITAL LEASES**
(Dollars in thousands)

Railroad Annual Report R-1

NOTES AND REMARKS

450. ANALYSIS OF TAXES
(Dollars in thousands)

A. Railway Taxes

Line No.	Cross Check	Kind of Tax (a)	Amount (b)	Line No.
1		Other than U.S. Government Taxes #	61,867	1
		U.S. Government Taxes		
		Income Taxes.		
2		Normal Tax & Surtax	10,383	2
3		Excess Profits		3
4	*	Total - Income Taxes (L. 2+3)	10,383	4
5		Railroad Retirement	145,664	5
6		Hospital Insurance	13,950	6
7		Supplemental Annuities	10,768	7
8		Unemployment Insurance	1,073	8
9		All Other United States Taxes	28,900	9
10		Total - U.S. Government Taxes	210,738	10
11		Total Railway Taxes	272,605	11

Includes \$8,118 current state income tax, Account 556

Note. Payroll taxes are net of capitalized taxes.

B. Adjustments to Federal Income Taxes

1. In column (a) are listed the particulars which most often cause a differential between taxable income and pretax accounting income. Other particulars which cause such a differential should be listed under the caption Other (Specify), including State and other taxes deferred if computed separately. Minor items, each less than \$100,000, may be combined in a single entry under Other (Specify).

2. Indicate in column (b) the beginning of the year total of Accounts 714, 744, 762 and 786 applicable to each particular item in column (a)

3. Indicate in column (c) the net change in Accounts 714, 744, 762 and 786 for the net tax effect of timing differences originating and reversing in the current accounting period.

4. Indicate in column (d) any adjustments, as appropriate, including adjustments to eliminate or reinstate deferred tax effects (credits or debits) due to applying or recognizing a loss carry-forward or loss carry-back

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

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

Line No.	Particulars (a)	Beginning of year balance (b)	Net credits (charges) for current year (c)	(B)	(A)	Line No.
				Adjustments (d)	End of year balance (e)	
1	Accelerated depreciation, Sec. 167 I R.C., Guideline lives pursuant to Rev. Proc. 62-21 #	1,346,925	11,071		1,357,996	1
2	Accelerated amortization of facilities, Sec. 168 I R.C.					2
3	Accelerated amortization of rolling stock, Sec. 184 I R.C.					3
4	Amortization of rights of way, Sec. 185 I R.C.					4
5	Other (Specify) Less than \$100,000	550			550	5
6	Economic performance	(1,622)	(882)		(2,504)	6
7	Federal tax credit (on deferred state)	(52,721)	1,875		(50,846)	7
8	Personal injury reserve	(107,904)	312		(107,592)	8
9	Allocated to or from affiliates	150,936	101	9,469	160,506	9
10	Payroll tax accrual	(5,917)			(5,917)	10
11	Loss damage, overchg. & vol. rate reserves	(26,069)	379		(25,690)	11
12	Net operating loss carryover	(405,033)	(59,671)	12,972	(451,732)	12
13	Rio Grande Receivable	(41,471)	5,388		(36,083)	13
14	State tax reserve	(349)			(349)	14
15	Post Retirement Benefit (FASB 106)	(54,470)	(857)		(55,327)	15
16	Deferred gain - Other	(57,019)			(57,019)	16
17	See detail on page 64.	304,022	(14,383)	(24,224)	265,415	17
18	Investment tax credit*					18
19	TOTALS	1,049,858	(56,667)	(1,783)	991,408	19

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

*Footnotes:

1. If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit _____ \$ None
- If deferral method for investment tax credit was elected:
- (1) Indicate amount of credit utilized as a reduction of tax liability for current year _____ \$ N/A
- (2) Deduct amount of current year's credit applied to reduction of tax liability but deferred for accounting purpose _____ \$ N/A
- (3) Balance of current year's credit used to reduce current year's tax accrual _____ \$ N/A
- (4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual _____ \$ N/A
- (5) total decrease in current year's tax accrual resulting from use of investment tax credits _____ \$ N/A
2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made _____ \$ 1,290,664

Detail of Line 17, Schedule 450, Page 63.

Particulars (a)	Beginning of year balance (b)	Net credits (charges) for current year (c)	(B)	(A)
			Adjustments (d)	End of year balance (e)
Adjust property tax-lien year	10,948	(1,568)		9,380
Deferred state tax	150,632	(5,358)	(6,572)	138,702
Installment sales	27,327			27,327
California state tax adjustment	(1,662)	11		(1,651)
Restructuring reserve	(62,781)	(4,390)		(67,171)
Vacation pay accrual	4,629			4,629
Contested property tax	(11,406)			(11,406)
Force reduction reserve	1,170			1,170
Pension accrual	(15,014)	320		(14,694)
Bad debt reserve	(9,353)	(1,077)		(10,430)
Deferred gain - land sales	223,284	(22,307)		200,977
Sales and use tax reserve	4,850	(1,194)		3,656
Correction account reserve	(13,678)			(13,678)
Switching reserve	194			194
Environmental tax	1,866			1,866
Post employment benefit (FASB 112)	(3,456)			(3,456)
Trackage right accrual	(3,528)	21,180	(17,652)	0
Total Line 17	304,022	(14,383)	(24,224)	265,415

(A) Computed under FASB 109 rules

(B) Santa Fe Pacific (former parent of SPT) tax settlement and true up of net operating loss.

Includes accelerated cost recovery system, Sec 168 IRS.

460. ITEMS IN SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS FOR THE YEAR
(Dollars in Thousands)

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

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

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)	Line No.
1	519	Miscellaneous income			1
2		Gain on sale of properties not used in operation		52,143	2
3		Gas and oil royalties		1,604	3
4		Write-off of unclaimed vouchers		669	4
5					5
6	551	Miscellaneous income charges			6
7		Cost of account receivable financing	51,669		7
8		Pre-payment penalty on early retirement of long term note	2,304		8
9		Accrual of environmental expenses	1,400		9
10					10
11					11
12					12
13					13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

501. GUARANTIES AND SURETYSHIPS

(Dollars in thousands)

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

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

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1					1
2	Terminal RR Assn. of St. Louis	Series C, 4% due 2019	973	Joint	2
3					3
4					4
5					5
6					6
7					7
8					8
9					9
10					10
11					11
12					12
13					13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38

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

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

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

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

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

1. Disclose compensating balances not legally restricted, lines of credit used and unused, average interest rate of short-term borrowings outstanding at balance sheet date, maximum amount of outstanding borrowings during the period and the weighted average rate of those borrowings.
2. Time deposits and certificates of deposit constituting compensating balances not legally restricted should be disclosed.
3. Compensating balance arrangements need only be disclosed for the latest fiscal year
4. Compensating balances included in Account 703, Special Deposits, and in Account 717, Other Funds, should also be separately disclosed below.
5. Compensating balance arrangements are sufficiently material to require disclosure in footnotes when the aggregate of written and oral agreement balances amount to 15 percent or more of liquid assets (current cash balances, restricted and unrestricted plus marketable securities).
6. When a carrier is not in compliance with a compensating balance requirement, that fact should be disclosed along with stated and possible sanctions whenever such possible sanctions may be immediate (not vague or unpredictable) and material.

NONE

NOTES AND REMARKS

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

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

I. Debt Outstanding at End of Year:

Line #	Account No.	Title	Source	Balance at Close of year
1	751	Loans and Notes Payable	Sch. 200, L. 30	31,292
2	764	Equipment Obligations and Other Long Term Debt due Within One Year	Sch. 200, L. 39	60,364
3	765 / 767	Funded Debt Unmatured	Sch. 200, L. 41	223,018
4	766	Equipment Obligations	Sch. 200, L. 42	241,175
5	766.5	Capitalized Lease Obligations	Sch. 200, L. 43	826,657
6	768	Debt in Default	Sch. 200, L. 44	
7	769	Accounts Payable; Affiliated Companies	Sch. 200, L. 45	122,807
8	770.1 / 770.2	Unamortized Debt Premium	Sch. 200, L. 46	(295)
9		Total Debt	Sum L. 1-8	1,505,018
10		Debt Directly Related to Road Property	Note 1.	112,385
11		Debt Directly Related to Equipment	Note 1.	1,119,826
12		Total Debt Directly Related to Road and Equipment	Sum L. 10 and 11	1,232,211
13		Percent Directly Related to Road	L. 10 div by L. 12 (Whole % + 2 decimals)	9.12%
14		Percent Directly Related to Equipment	L. 11 div. by L. 12 (Whole % + 2 decimals)	90.88%
15		Debt Not Directly Related to Road or Equipment	L. 9 - L. 12	272,807
16		Road Property Debt (Note 2)	(L. 13 x L. 15) + L. 10	137,265
17		Equipment Debt (Note 2)	(L. 14 x L. 15) + L. 11	1,367,753

II. Interest Accrued During Year.

Line #	Account No.	Title	Source	Balance at Close of year
18	546-548	Total Interest and Amortization (Fixed Charges)	Sch. 210, L. 42	114,676
19	546	Contingent Interest On Funded Debt	Sch. 210, L. 44	
20	517	Release of Premiums on Funded Debt	Sch. 210, L. 22	
21		Total Interest (Note 3)	L. 18 + L. 19 - L. 20	114,676
22		Interest Directly Related to Road Property Debt	Note 4.	12,114
23		Interest Directly Related to Equipment Debt	Note 4.	84,732
24		Interest Not Directly Related to Road or Equipment Debt	L. 21 - (L. 22 + 23)	17,830
25		Interest on Road Property Debt (Note 5)	L. 22 + (L. 24 x L. 13)	13,740
26		Interest on Equipment Debt (Note 5)	L. 23 + (L. 24 x L. 14)	100,936
27		Embedded Rate of Debt Capital - Road Property	L. 25 div. by L. 16	10.01%
28		Embedded Rate of Debt Capital - Equipment	L. 26 div by L. 17	7.38%

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

Note 2 Line 16 plus Line 17 must equal Line 9.

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

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

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

NOTES AND REMARKS

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 512

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

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

- (a) Lawful tariff charges for transportation services
 - (b) Payments to or from other carriers for interline services and interchange of equipment
 - (c) Payment to or from other carriers which may reasonably be regarded as ordinarily connected with routine operation or maintenance, but any special or unusual transactions should be reported.
 - (d) Payments to public utility companies for rates or charges fixed in conformity with government authority.
2. In column (a) enter the name of the affiliated company, person, or agent with which respondent received or provided services aggregating \$50,000 or more for the year. If an affiliated company provides services to more than one affiliate, and the aggregate compensation amounts to \$50,000 or more for the year, list all the affiliates included in the agreement and describe the allocation of charges. If the respondent provides services to more than one affiliate, and the aggregate compensation amounts to \$50,000 or more for the year, reference to this fact should be made and the detail as to the allocation of charges should be stated. For those affiliates providing services to the respondent, also enter in column (a) the percent of affiliate's gross income derived from transactions with respondent.
- The respondent may be required to furnish as an attachment to Schedule 512 a balance sheet and income statement for each affiliate with which respondent carrier had reportable transactions during the year, or alternatively, attach a "Pro forma" balance sheet and income statement for that portion or entity of each affiliate which furnished the agreed to services, equipment, or other reportable transaction. The statements, if required, should be prepared on a calendar year basis in conformity with the prescribed schedules for the balance sheet and income statement in Annual Report Form R-1, and should be noted (1) to indicate the method used for depreciating equipment or other property furnished the carrier, and (2) whether the affiliate's Federal income tax return for the year was filed on a consolidated basis with the respondent carrier.
3. In column (b) indicate nature of relationship or control between the respondent and the company or person identified in column (a) as follows:
- (a) If respondent directly controls affiliate, insert the word "direct"
 - (b) If respondent controls through another company, insert the word "indirect"
 - (c) If respondent is under common control with affiliate, insert the word "common"
 - (d) If respondent is controlled directly or indirectly by the company listed in column (a), insert the word "controlled"
 - (e) If control is exercised by other means such as a management contract or other arrangement of whatever kind, insert the word "other" and footnote to describe such arrangements
4. In column (c) fully describe the transactions involved such as management fees, lease of building, purchase of material, etc. When the affiliate listed in column (a) provides more than one type of service in column (c), list each type of service separately and show total for the affiliate. When services are both provided and received between the respondent and an affiliate they should be listed separately and the amounts shown separately in column (e)
5. In column (d) report the dollar amounts of transaction shown and the effect of any change in the method of establishing the terms from that used in the preceding period.
6. In column (e) report the dollar amounts due from or to related parties and, if not otherwise apparent, the terms and manner of settlement. Insert (P) paid and (R) received by the amount in column (e).

**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)	Amount of transactions (d)	Amount due from or to related parties (e)	Line No.
1							1
2							2
3							3
4							4
5							5
6							6
7							7
8							8
9	THIS SCHEDULE LEFT INTENTIONALLY BLANK						9
10							10
11							11
12							12
13							13
14							14
15							15
16							16
17							17
18							18
19							19
20							20
21							21
22							22
23							23
24							24
25							25
26							26
27							27
28							28
29							29
30							30
31							31
32							32
33							33
34							34
35							35
36							36
37							37
38							38
39							39
40							40

**SCIL512 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	%	Nature of relationship	Description of transactions	Amount of transactions	Amount due from or to related parties	Line No.
	(a)		(h)	(c)	(d)	(e)	
1	ABL Trans		Indirect	Admin and clerical services	18	R	1
2	ABL Trans		Indirect	Various reimbursements	15	R	2
3	Anschutz Corp		Common	Admin services for mineral interest	162	P	3
4	Anschutz Corp		Common	Property rental	120	P	4
5	Anschutz Corp		Common	Admin services and company use of rail cars and aircraft	561	P	5
6	Anschutz Mktng & Transp. Co		Common	Admin services for fuel purchased	996	P	6
7	Anschutz Mktng & Transp. Co.		Common	Allocation of fuel purchase savings	3,593	P	7
8	Ansco Investment Co.		Common	Administrative services	107	P	8
9	Ansco Investment Co.		Common	Administrative services	362	R	9
10	Industrial Compliance		Common	Admin and various reimbursements	21,253	P	10
11	Industrial Compliance		Common	Administrative and clerical services	112	R	11
12	Industrial Compliance		Common	Alloc of employees health & welfare cost	933	R	12
13	Industrial Compliance		Common	Alloc of risk insurance	181	R	13
14	Industrial Compliance		Common	Various reimbursements	8	R	14
15	Pacific Fruit Express Co.		Common	Car inspection and cleaning	4,485	P	15
16	Pacific Fruit Express Co.		Common	Car repairs and loco painting	7,354	P	16
17	Pacific Fruit Express Co		Common	Property rentals	698	P	17
18	Pacific Fruit Express Co		Common	Material transferred	121	P	18
19	Pacific Fruit Express Co.		Common	Administrative services	145	R	19
20	Pacific Fruit Express Co.		Common	Property rentals	34	R	20
21	Pacific Fruit Express Co.		Common	Material transferred	190	R	21
22	Pacific Fruit Express Co		Common	Allocation of risk insurance	274	R	22
23	Pacific Fruit Express Co		Common	Alloc of employees health & welfare cost	228	R	23
24	Pacific Fruit Express Co.		Common	Various reimbursements	216	R	24
25	Pacific Motor Transport Co.		Indirect	Alloc of employees health & welfare cost	179	R	25
26	Pacific Motor Transport Co.		Indirect	Allocation of risk insurance	167	R	26
27	Pacific Motor Transport Co		Indirect	Fast track	9,649	P	27
28	Pacific Motor Transport Co		Indirect	Terminal repair & maint reimbursements	214	P	28
29	Pacific Motor Transport Co		Indirect	Equipment rentals	56	P	29
30	Pacific Motor Transport Co.		Indirect	Haul company material	4,095	P	30
31	Pacific Motor Transport Co.		Indirect	Alloc of interest income	651	P	31
32	P S Technology, Inc.		Indirect	Alloc of employees health & welfare cost	80	R	32
33	P S Technology, Inc		Indirect	Various reimbursements	5	R	33
34	Rio Grande Holding, Inc		Common	Admin & clerical services	81	R	34
35	Rio Grande Holding, Inc.		Common	Various reimbursements	46	R	35
36	Rio Grande Holding, Inc.		Common	Property rentals	559	P	36
37	Rio Grande Receivables, Inc.		Common	Discount, fees and other expenses, net associated with sale of account receivables	51,669	P	37
38	Rio Grande Receivables, Inc		Common	Admin and clerical services	30	R	38
39	Rio Grande Receivables, Inc.		Common	Interest on long term note	1,619	R	39
40	SPCSL Corporation		Direct	Marketing, admin & various labor services	5,255	R	40
41	SPCSL Corporation		Direct	Material transferred	388	R	41
42	SPCSL Corporation		Direct	Loco rentals	7,154	R	42
43	SPCSL Corporation		Direct	Loco repairs	4,200	R	43
44	SPCSL Corporation		Direct	Interest on advances	3,401	R	44
45	SPCSL Corporation		Direct	Alloc of audit fee	47	R	45
46	SPCSL Corporation		Direct	Alloc of risk insurance	178	R	46
47	SPCSL Corporation		Direct	Reimbursement of fuel purchased	43	R	47
48	SPCSL Corporation		Direct	Various reimbursements	3,857	R	48
49	SPCSL Corporation		Direct	Material transferred	19	P	49
50	SPCSL Corporation		Direct	Various reimbursements	785	P	50
51	S. P. International		Indirect	Interest on advances	180	R	51
52	S. P. Land Corp.		Common	Administrative services	56	R	52

**SCIL512 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	%	Nature of relationship	Description of transactions	Amount of transactions	Amount due from or to related parties	Line No.
	(a)		(b)	(c)	(d)	(e)	
53	S. P. Land Corp		Common	Alloc of employees health & welfare cost	57	R	53
54	S P Motor Trucking Co.		Direct	Rental adjustments	230	P	54
55	S P Motor Trucking Co.		Direct	Administrative and legal services	10	R	55
56	S. P. Motor Trucking Co.		Direct	Alloc of employees health & welfare cost	1,229	R	56
57	S. P. Motor Trucking Co.		Direct	Property rentals	372	R	57
58	S. P. Motor Trucking Co.		Direct	Various reimbursements	13	R	58
59	S. P. Rail Corporation		Control	Administrative and legal services	830	R	59
60	S. P. Rail Corporation		Control	Reimbursement of building repairs	15,278	R	60
61	S. P. Rail Corporation		Control	Reimbursement of legal fee	4,127	R	61
62	S. P. Rail Corporation		Control	Reimbursement of audit fee	235	R	62
63	S. P. Rail Corporation		Control	Alloc of employees health & welfare cost	311	R	63
64	S. P. Rail Corporation		Control	Alloc of Mgt Continuation Prog payment	4,632	R	64
65	S. P. Rail Corporation		Control	Allocation of risk insurance	50	R	65
66	S. P. Rail Corporation		Control	Property rental	18	R	66
67	S. P. Rail Corporation		Control	Various reimbursements	365	R	67
68	S. P. Rail Corporation		Control	Interest on advances	9,018	P	68
69	S. P. Rail Corporation		Control	Admin services and var reimb	281	P	69
70	S. P. Telecommunication Co.		Common	Communication network leases	1,253	P	70
71	S. P. Telecommunication Co.		Common	Svc performed for construction projects	778	R	71
72	Transportation Service Systems, Inc.		Common	Administrative services	221	R	72
73	Transportation Service Systems, Inc.		Common	Reimb of employee H&W cost	222	R	73
74	Transportation Service Systems, Inc.		Common	Various reimbursements	49	R	74

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 700

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Class	Proportion owned or leased by Respondent (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	TOTAL (i)	Line No.
			Miles of road (c)	Miles of second main tracks (d)	Miles of other main tracks (e)	Miles of passing tracks, cross-overs, and turnouts (f)				
1										1
2	1	100.0%	11,818	822		1,494	1,600	2,026	17,760	2
3										3
4	1J	50.0%	22			12	106	105	245	4
5	1J	44.0%	1	1				11	13	5
6	1J	33.3%	2				1	3	6	6
7	1J	12.5%	4					5	9	7
8										8
9		Total 1 + 1J	11,847	823		1,506	1,707	2,150	18,033	9
10										10
11										11
12	3A	100.0%						1	1	12
13	3B	100.0%	13			3	34		50	13
14										14
15		Total 3A+B	13			3	34	1	51	15
16										16
17										17
18										18
19	4B	100.0%					35	1	36	19
20										20
21										21
22	5	None	3,721	970	18	125	62	128	5,024	22
23										23
24										24
25										25
26										26
27										27
28										28
29										29
30										30
31										31
32										32
33										33
34										34
35										35
36										36
37										37
38										38
39										39
40										40
41										41
42										42
43										43
44										44
45										45
46										46
47										47
48										48
49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57		TOTAL	15,581	1,793	18	1,634	1,838	2,280	23,144	57
58		Miles of electrified road or track included in preceding grand total	N/A							58

700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No	Class	Proportion owned or leased by Respondent (b)	Running tracks, passing tracks, cross-overs, etc				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	TOTAL (i)	Line No
			Miles of road (c)	Miles of second main tracks (d)	Miles of other main tracks (e)	Miles of passing tracks, cross-overs, and turnouts (f)				
1										1
2	1	100.0%	11,818	822		1,494	1,600	2,026	17,760	2
3										3
4	1J	50.0%	22			12	106	105	245	4
5	1J	44.0%	1	1				11	13	5
6	1J	33.3%	2				1	3	6	6
7	1J	12.5%	4					5	9	7
8										8
9		Total 1 + 1J	11,847	823		1,506	1,707	2,150	18,033	9
10										10
11										11
12	3A	100.0%						1	1	12
13	3B	100.0%	13			3	34		50	13
14										14
15		Total 3A+B	13			3	34	1	51	15
16										16
17										17
18										18
19	4B	100.0%					35	1	36	19
20										20
21										21
22	5	None	3,528	970	18	125	62	128	4,831	22
23										23
24										24
25										25
26										26
27										27
28										28
29										29
30										30
31										31
32										32
33										33
34										34
35										35
36										36
37										37
38										38
39										39
40										40
41										41
42										42
43										43
44										44
45										45
46										46
47										47
48										48
49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57		TOTAL	15,388	1,793	18	1,634	1,838	2,280	22,951	57
58		Miles of electrified road or track included in preceding grand total	N/A							58

ACCUMULATED DEPRECIATION - EQUIPMENT

Sched 415 Detail

CAR TYPE	(CR) OR	BY ICC CODE			
	BALANCE 12/31/94	DEPRECIATION ACCRUALS	AMORTIZATION INC. IN ACCRUALS	RETIREMENTS	BALANCE 12/31/95
LOCOMOTIVES					
201	(33,039,299.21)	(1,373,306.59)	812,000.04	4,667,767.33	(30,556,858.51)
202	(191,389,523.01)	(26,826,677.45)	568,999.92	47,245,411.77	(171,539,788.61)
TOTAL	(224,428,822.22)	(28,199,984.04)	1,380,999.96	51,913,179.10	(202,096,627.12)
FREIGHT CARS					
301	0.00	0.00		0.00	0.00
302	(87,342,058.44)	(352,302.29)	0.00	485,348.54	(87,209,012.19)
303	4,178,337.59	(3,343,971.56)	3,267,999.96	4,072,136.60	1,638,202.67
304	(11,719,646.78)	(398,077.51)	359,000.04	2,361,381.95	(10,113,342.38)
305	(13,251,963.90)	(1,298,622.67)	(453,999.96)	117,827.14	(13,978,759.47)
306	(11,116,076.21)	(753,503.42)	56,000.04	813,663.87	(11,111,913.80)
307	(15,384,295.91)	(742,499.58)	426,999.96	197,940.50	(16,275,854.95)
308	(388,133.55)	39,083.94	57,000.00	1,116,187.32	710,139.71
309	(24,775,597.14)	1,702,555.11	3,000,999.96	105,013.75	<u>-(25,969,029.24)</u>
310	(9,558,471.04)	(805,358.54)	189,000.00	1,843,387.05	<u>(8,709,442.57)</u>
311	1,078,792.06	(108,843.12)	(93,000.00)	(2,742.88)	1,060,206.06
312	(25,116,903.74)	(917,346.73)	572,000.04	2,813,086.50	(23,793,164.01)
313	(1,085,753.79)	(115,083.58)	(47,000.04)	196,860.50	(956,978.83)
314	(7,351,440.18)	(699,371.33)	(207,999.96)	274,979.20	(8,067,832.35)
315	(808,301.63)	(15,640.92)	21,999.96	(88.79)	(846,031.30)
316	(4,346,605.32)	(1,442,720.72)	(1,137,000.00)	1,848,411.19	<u>(2,803,922.85)</u>
317	(18,912,161.49)	(2,761,629.37)	(1,367,000.04)	93,421.58	<u>(20,213,369.24)</u>
TOTAL	(226,320,579.47)	(12,013,340.29)	4,644,999.96	16,336,816.02	(226,642,103.70)
54	0.00	0.00		0.00	0.00
57	(6,918,914.70)	261,444.26	718,000.00	(3,651.01)	(7,379,121.45)
58	(5,135,114.70)	(129,085.55)	589,000.00	98,736.56	(5,754,463.77)
59	(4,579,858.65)	(2,330,561.69)	129,000.00	0.00	(7,039,420.34)
GRAND TOTAL	(467,383,289.82)	(42,411,527.31)	7,461,999.92	68,345,080.67	(448,911,736.30)

KPMG obtained from the client the depreciation for A/D - Refr. Mech cars the above sch. for the client line 309's A/D 12/31/95 was 25,969 and to report A/D Refr. Mech per the R-1 with a 73 - 25,896 73 -
 73 is immaterial diff between the above amt (\$25,969) and the amt reported on the sch R-1 (\$25,896). KPMG noted that line 309 above represents A/D for Refr. Non-Manhauled and not Refr. Mech cars. The client should have used line 310 instead which represents A/D for Refr. - Mech cars. See exception proposed.

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

ACCUMULATED DEPRECIATION - EQUIPMENT

Sched 415 Detail

	(CR) DR		BY ICC CODE		
CAR TYPE	BALANCE 12/31/94	DEPRECIATION ACCRUALS	AMORTIZATION INC. IN ACCRUALS	RETIREMENTS	BALANCE 12/31/95
----- Z -----					
LOCOMOTIVES					
201	(4,517,453.50)	134,703.12	327,000.00	1,529,834.62	(3,179,915.50)
202	(79,042,933.69)	(12,327,799.52)	374,000.04	6,614,127.78	(25,166,829.49)

TOTAL	(23,580,387.12)	(12,193,096.40)	719,000.04	3,145,962.40	(23,346,721.02)
FREIGHT CARS					
301	0.00	0.00		0.00	0.00
302	(19,065,371.52)	(439,549.29)	0.00	298,933.48	(19,205,982.24)
303	878,664.78	569,963.14	1,166,000.04	1,573,915.62	1,856,548.50
304	(229,579.54)	22,633.29	36,000.00	16,219.50	(225,726.75)
305	(5,373.12)	(13,437.12)	(11,000.04)	0.00	(7,810.20)
306	(22,919,621.49)	(1,094,116.59)	363,999.96	229,230.77	(24,148,507.27)
307	6,555.76	3,000.00	3,000.00	0.00	6,555.76
308	0.00	0.00		0.00	0.00
309	0.00	0.00		0.00	0.00
310	(10,991,720.80)	505,804.61	1,541,000.04	3,831,787.44	(8,195,128.79)
311	(3,000.00)	0.00	0.00	0.00	(3,000.00)
312	(7,382,343.32)	(200,654.31)	212,000.04	(21,223.93)	(7,816,221.60)
313	(592,924.20)	56,406.93	69,999.96	48,124.22	(558,393.01)
314	(18,314,394.10)	(684,252.44)	434,000.04	330,260.17	(19,102,386.41)
315	(1,577.11)	3,430.80	3,999.96	0.00	(2,146.27)
316	(204,023.48)	(12,672.25)	(3,000.00)	91,674.43	(122,021.30)
317	(8,256,424.29)	(1,607,254.96)	(1,146,000.00)	0.00	(8,717,679.14)

TOTAL	(87,080,132.42)	(2,890,693.00)	2,670,000.00	6,398,926.70	(86,241,898.72)

54	0.00	0.00	0.00	0.00	0.00
57	(1,024,460.70)	13,595.60	73,000.00	641.50	(1,083,223.60)
53	(424,425.72)	(23,843.00)	39,000.00	0.00	(487,268.72)
59	(132,162.78)	19,541.09	21,000.00	0.00	(133,621.69)
=====					
GRAND TOTAL	(172,241,568.80)	(15,074,695.51)	3,522,000.04	14,545,530.60	(176,292,733.75)

DRGW

LINE	COLUMN C	COLUMN D	COLUMN E	COLUMN F	COLUMN G	COLUMN H	COLUMN I	COLUMN J	1994	DEPR 1995	RET 1995	TOTAL 1995
1 LOTS YARD							1,471		2,294	62	876	1,471
2 LOCD ROAD							24,167		29,978	2,868	2,679	24,167
3									+	+	-	=
4							460					
5 TOTAL	0	0	0	0	0	0	26,098	0	32,252	2,931	9,355	23,436
6 FRT CARS							0			0		0
7							486		541	12	67	486
8							(483)		(337)	190	326	(483)
9							6,277	1	6,185	161	70	6,277
10							242		198	110	66	242
11							9,239		9,567	378	706	9,239
12							24,116	0	23,427	1,560	971	24,116
13							0					
14							0					
15							11,485		11,052	943	410	11,485
16							219		195	25	1	219
17							0		0			0
18							(387)		(332)	1	5	(387)
19							1,129		1,607	101	579	1,129
20							0		0			0
21							1,130		1,633	39	332	1,130
22							97	0	379	12	294	97
23							0		0			0
24 TOTAL	0	0	0	0	0	0	52,550	0	54,056	3,512	4,029	53,550
25 TRAILERS							185		261	424	500	185
26							(545)		136		681	(545)
27							159		159			159
28												
29												
30												
31												
32 TOTAL	0		0	0	0	0	(201)	0	556	424	1,181	(201)
33												
34												
35 TOTAL												
36 OTHER EGP												
37 COMPLTERS							1,503		1,249	187	(67)	1,503
38							0					0
39							0					0
40							0					0
41							2,980		2,710	242	(28)	2,980
42 TOTAL CT	0	0	0	0	0	0	4,483	0	3,959	429	(95)	4,483
43 TOTAL	0	0	0	0	0	0	53,930	0	50,643	7,296	14,669	53,470

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

Give particulars, as of the close of the year, of all road operated and of all owned but not operated. The respondent's proportion of operated road held by it as joint or common owner, or under a joint lease, or under any joint arrangement, should be shown in columns (b), (c), (d) or (e), as may be appropriate. The remainder of jointly operated mileage should be shown in column (f). Respondent's proportion of road jointly owned, not operated, should be shown in column (h), as may be appropriate. Mileage which has been permanently abandoned should not be included in column (h).

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

Line No.	Cross Check	State or territory (a)	MILES OF ROAD OPERATED BY RESPONDENT								Line No.
			Line Owned (b)	Line of proprietary companies (c)	Line operated under lease (d)	Line operated under contract, etc. (e)	Line operated under trackage rights (f)	Total mileage operated (g)	Line owned, not operated by respondent (h)	New line constructed during year (i)	
1		Arizona	738					738			1
2		Arkansas	580				46	626	6		2
3		California	2,981		2		126	3,109	13		3
4		Colorado	1,143		9		367	1,519			4
5		Illinois					354	354			5
6		Iowa					14	14			6
7		Kansas	347				1,009	1,356			7
8		Louisiana	337				5	342			8
9		Missouri	382				490	872			9
10		Nevada	507				148	655			10
11		New Mexico	563					563			11
12		Oklahoma	56				272	328			12
13		Oregon	855					855	109		13
14		Tennessee					1	1			14
15		Texas	2,823		2		858	3,683			15
16		Utah	535				31	566			16
17											17
18											18
19											19
20											20
21											21
22											22
23											23
24											24
25											25
26											26
27											27
28											28
29											29
30											30
31											31
32		TOTAL MILEAGE (single track)	11,847		13		3,721	15,581	128		32

NOTES AND REMARKS

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data:

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In column (c) give the number of units purchased new or built in company shops. In column (d) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.
3. Units leased to others for a period of one year or more are reportable in column (l). Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (h). Units rented from others for a period less than one year should not be included in column (i).
4. For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in connection with other locomotive units. A "B" unit is similar to an "A" unit, but not equipped for use singly or as a lead locomotive unit. A "B" unit may be equipped with hostler controls for independent operation at terminals.
5. A "self-propelled car" is a rail motor car propelled by electric motors receiving power from a third rail or overhead, or internal combustion engines located on the car itself. Trailers equipped for use only in trains of cars that are self-propelled are to be included as self-propelled equipment.
6. A "diesel" unit includes all units propelled by diesel internal combustion engines irrespective of final drive or whether power may at times be supplied from an external conductor. Units other than diesel-electric, e.g., diesel-hydraulic, should be identified in a footnote giving the number and a brief description. An "electric" unit includes all units which receive electric power from an overhead contact wire or a third rail, and use the power to drive one or more electric motors that propel the vehicle. An "other self-powered unit" includes all units other than diesel, or electric, e.g., steam, gas turbine. Show the type of unit, service and number, as appropriate, in a brief description sufficient for positive identification. An "auxiliary unit" includes all units used in conjunction with locomotives, but which draw their power from the "mother" unit, e.g., booster, slugs, etc. For reporting purposes, indicate radio-controlled self-powered diesel units on lines 1 through 8, as appropriate. Radio-controlled units that are not self-powered, i.e., those without a diesel, should be reported on line 13 under "auxiliary units".
7. Column (k) should show aggregate capacity for all units reported in column (j), as follows: For locomotive units, report the manufacturers' rated horsepower (the maximum continuous power output from the diesel engine or engines delivered to the main generator or generators for tractive purposes). Exclude capacity data for steam locomotives. For passenger-train cars report the number of passenger seats available for revenue service, counting one passenger to each berth in sleeping cars.
8. Passenger-train car types and service equipment car types correspond to AAR Mechanical Division designations. Descriptions of car codes and designations are published in The Official Railway Equipment Register.
9. Cross-checks

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

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

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

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

Line No.	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year Units Installed					Units at Close of Year				Line No.
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)	Units retired from service of respondent whether owned or leased, including reclassification (g)	Owned and used (h)	Leased from others (i)	Total in service of respondent (col. h & i) (j)	Aggregate capacity of units reported in col (j) (See ins. 7) (k)	
1	*	Locomotive Units											1
2		Diesel-freight units											2
3		Diesel-passenger units	2,047		279	87		290	1,844	279	2,123	7,156,600	3
4		Diesel-multiple purpose units	342					53	281	8	289	398,600	4
5	*	Diesel-switching units	2,389		279	87		343	2,125	287	2,412	7,555,200	5
6	*	Total (lines 1 to 4) units											6
7	*	Electric-locomotives											7
8	*	Other self-powered units	2,389		279	87		343	2,125	287	2,412	7,555,200	8
9	*	Auxiliary units	18					3	14	1	15	N/A	9
10	*	Total Locomotive Units (lines 8 & 9)	2,407		279	87		346	2,139	288	2,427	N/A	10

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

Line No.	Cross Check	Type or design of units (a)	Before Jan. 1, 1970 (b)	During Calendar Year					1998 (k)	1997 (j)	Total (l)	Line No.
				Between Jan. 1, 1970 and Dec. 31, 1974 (c)	Between Jan. 1, 1975 and Dec. 31, 1979 (d)	Between Jan. 1, 1980 and Dec. 31, 1984 (e)	Between Jan. 1, 1985 and Dec. 31, 1989 (f)	Between Jan. 1, 1990 and Dec. 31, 1994 (g)				
11	*	Diesel	453	366	433	271	156	436	297		2,412	11
12	*	Electric										12
13	*	Other self-powered units										13
14	*	Total (lines 11 to 13)	453	366	433	271	156	436	297		2,412	14
15	*	Auxiliary units	11		3	1					15	15
16	*	Total Locomotive Units (lines 14 & 15)	464	366	436	272	156	436	297		2,427	16

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

Line No.	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year				Line No	
				Units Installed					Owned and used (h)	Leased from others (i)	Total in service of respondent (col. h & i) (j)	Aggregate capacity of units reported in col. (j) (See ins. 7) (k)		Leased to others (l)
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rewritten into property accounts (e)	All other units including and second hand units purchased or leased from others (f)							
1		Locomotive Units											1	
2		Diesel-freight units											2	
3		Diesel-passenger units	2,047		279	87		290	1,844	279	2,123	7,156,600	3	
4		Diesel-multiple purpose units	342					53	281	8	289	398,600	4	
5	*	Diesel-switching units	2,389		279	87		343	2,125	287	2,412	7,555,200	5	
6	*	Total (lines 1 to 4) units											6	
7	*	Electric-locomotives											7	
8	*	Other self-powered units											8	
9	*	Total (lines 5, 6 & 7)	2,389		279	87		343	2,125	287	2,412	7,555,200	9	
		Auxiliary units	18					3	14	1	15	N/A	9	
10	*	Total Locomotive Units (lines 8 & 9)	2,407		279	87		346	2,139	288	2,427	N/A	10	

Revised 4/11/1996

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

Line No.	Cross Check	Type or design of units (a)	Before Jan. 1, 1975 (b)	During Calendar Year					Total (l)	Line No
				Between Jan 1, 1975 and Dec. 31, 1979 (c)	Between Jan 1, 1980 and Dec. 31, 1984 (d)	Between Jan 1, 1985 and Dec. 31, 1989 (e)	Between Jan 1, 1990 and Dec. 31, 1994 (f)	1995 (g)		
11	*	Diesel	819	433	271	156	436	297	2,412	11
12	*	Electric								12
13	*	Other self-powered units								13
14	*	Total (lines 11 to 13)	819	433	271	156	436	297	2,412	14
15	*	Auxiliary units	11	3	1				15	15
		Total Locomotive Units (lines 14 & 15)	830	436	272	156	436	297	2,427	16

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

Line No.	Cross Check	Type or design of units	Units in service of respondent at beginning of year	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification	Units at Close of Year				Line No.
				New units purchased or built	New units leased from others	Rebuilt units acquired and rewritten into property accounts	All other units including reclassification and second hand units purchased or leased from others		Owned and used	Leased from others	Total in service of respondent (col. h & i)	Aggregate capacity of units reported in col. (j) (See ins. 7)	
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
17		PASSENGER-TRAIN CARS <i>Non-Self-Propelled</i> Coaches [PA, PB, PBO]											17
18		Combined cars [All class C, except CSB]											18
19		Parlor cars [PBC, PC, PL, PO]											19
20		Sleeping cars [PS, PT, PAS, PDS]											20
21		Dining, grill and tavern cars [All class D, PD]											21
22		Non-passenger-carrying cars [All class B, CSB, M, PSA, IA]										N/A	22
23		TOTAL (lines 17 to 22) <i>Self-Propelled</i>										N/A	23
24		Electric passenger cars [EP, ET]											24
25		Electric combined cars [EC]											25
26		Internal combustion rail motorcars [ED, EG]											26
27		Other self-propelled cars (Specify types)											27
28		TOTAL (lines 24 to 27)											28
29		TOTAL (lines 23 and 28)											29
30		COMPANY SERVICE CARS Business cars [PV]	24					1	23		23	N/A	30
31		Board outfit cars [MWX]	36						35	2	37	N/A	31
32		Derrick and snow removal cars [MWC, MWV, MWV, MWK]	46					1	44	1	45	N/A	32
33		Dump and ballast cars [MWB, MWD]	301					83	296	1	297	N/A	33
34		Other maintenance and service equipment cars	823					1	759	39	798	N/A	34
35		TOTAL (lines 30 to 34)	1,230					84	1,157	43	1,200	N/A	35

710. INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data.

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

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

Line No	Cross Check	Class of equipment and car designations	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Time-mileage cars	All others	Units installed				
					New units purchased or built	New or rebuilt units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units, including reclassification and second hand units purchased or leased from others	
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	
36		FREIGHT TRAIN CARS Plain box cars - 40' (B1 __, B2 __)							36
37		Plain box cars - 50' and longer (B3 0-7, B4 0-7, B5 __, B6 __, B7 __, B8 __)	994					(497)	37
38		Equipped box cars (All Code A, Except A 5 __)	9,596					1,449	38
39		Plain gondola cars (All codes G & J 1, J 2, J 3, J 4)	2,054					(1,359)	39
40		Equipped gondola cars (All code E)	2,938					1,763	40
41		Covered hopper cars (C 1, C 2, C 3, C 4)	6,447					635	41
42		Open top hopper cars-general service (All code H)	7,348					2,386	42
43		Open top hopper cars-special service (J O, and All Code K)	473					371	43
44		Refrigerator cars-mechanical (R 5, R 6, R 7, R 8, R 9)	1,220					50	44
45		Refrigerator cars - non-mechanical (R 0, R 1, R 2)	4,352					352	45
46		Flat cars - TOFC/COFC (All code P, Q & S, Except Q8 __)	821					3	46
47		Flat cars - multi-level (All code V)	2,915					7	47
48		Flat cars-general service (F10, F20, F30)	816						48
49		Flat cars-other (F 1, F 2, F 3, F 4, F 5, F 6, F 8, F40)	3,587					899	49
50		Tank cars-under 22,000 gallons (T 0, T 1, T 2, T 3, T 4, T 5)	26						50
51		Tank cars-22,000 gallons & over (T 6, T 7, T 8, T 9)	64						51
52		All other freight cars (A 5, F 7, All Code L & Q8 __)	19					22	52
53		TOTAL (lines 36 to 52)	43,670					6,081	53
54		Caboose (All code M-930)	N/A	150					54
55		TOTAL (lines 53 & 54)	43,670	150				6,081	55

710. INVENTORY OF EQUIPMENT - Continued

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

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

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

Line No.	Cross Check	Changes during year (concluded)	Units at close of year						Line No.
		Units retired from service of respondent whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col (k) & (l) (sec ins. 4)	Leased to others	
					Time-mileage cars	All other			
(h)	(i)	(j)	(k)	(l)	(m)	(n)			
36								36	
37		107	390		390		29,439	283	37
38		91	8,750	2,204	10,954		863,579	3	38
39		102		593	593		59,464		39
40		94	2,639	1,968	4,607		436,752		40
41		150	4,759	2,173	6,932		683,945	123	41
42		186	5,361	4,187	9,548		970,044	18	42
43		163	261	420	681		68,784		43
44		36	835	399	1,234		90,307		44
45		327	4,316	61	4,377		334,176	97	45
46		89	116	619	735		163,292		46
47		299	1,498	1,125	2,623		98,142		47
48		124	576	116	692		53,232		48
49		49	2,520	1,917	4,437		393,576	12	49
50			26		26		2,455		50
51			46	18	64		6,426		51
52			21	20	41		2,909		52
53		1,817	32,114	15,820	47,934		4,256,522	536	53
54		64	86		N/A	86	N/A		54
55		1,881	32,200	15,820	47,934	86	4,256,522	536	55

710. INVENTORY OF EQUIPMENT - Continued

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

Line No	Cross Check	Class of equipment and car designations	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Per diem	All others	Units installed				
					New units purchased or built	New units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units including reclassification and second hand units purchased or leased from others	
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	
56		FLOATING EQUIPMENT Self-propelled vessels [Tugboats, car ferries, etc.]	N/A						56
57		Non-self-propelled vessels [Car floats, lighters, etc.]	N/A						57
58		TOTAL (lines 56 and 57)	N/A						58
59		HIGHWAY REVENUE EQUIPMENT Chassis Z1 __, Z67 __, Z68 __, Z69 __	2,293					43	59
60		Dry van U2 __, Z __, Z6, I-6	1,539						60
61		Flat bed U3 __, Z3 __	14						61
62		Open bed U4 __, Z4 __							62
63		Mechanical refrigerator U5 __, Z5 __	10						63
64		Bulk hopper U0 __, Z0 __							64
65		Insulated U7 __, Z7 __	946						65
66		Tank* Z0 __, U6 __							66
67		Other trailer and container (Special equipped dry van U9 __, Z8 __, Z9 __)	2,109					77	67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 to 69)	6,911					120	70

NOTES AND REMARKS

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

710. INVENTORY OF EQUIPMENT - Concluded

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

Line No.	Cross Check	Changes during year (concluded)	Units at close of year						Line No.
		Units retired from service of respondent whether owned or leased, including reclassification	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	
					Per diem	All other			
		(h)	(i)	(j)	(k)	(l)	(m)	(n)	
56					N/A				56
57					N/A				57
58					N/A				58
59				2,336	2,336				59
60		22		1,517	1,517				60
61		14			0				61
62									62
63		10			0				63
64									64
65		2		944	944				65
66									66
67				2,186	2,186				67
68									68
69									69
70		48		6,983	6,983				70

NOTES AND REMARKS

710S. UNIT COST OF EQUIPMENT INSTALLED DURING THE YEAR

(Dollars in thousands)

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

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

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

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

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

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

NEW UNITS

Line No	Class of equipment (a)	Number of units (b)	Total weight (tons) (c)	Total cost (d)	Method of acquisition (see instructions) (e)	Line No.
1	Multiple purpose diesel locomotives:					1
2	A Units (C-C) 4,400 H.P.	279	57,474	381,951	L	2
3						3
4						4
5						5
6						6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24
25	TOTAL	279	N/A	381,951	N/A	25

REBUILT UNITS

26						26
27	Multiple purpose diesel locomotives:					27
28	A Units (C-C) 3,000 H.P.	69	14,318	31,963	S	28
29	A Units (C-C) 3,000 H.P.	18	3,735	10,404	C,L	29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38	TOTAL	87	N/A	42,367	N/A	38
39	GRAND TOTAL	366	N/A	424,318	N/A	39

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

1. For purpose of these schedules, the track categories are defines as follows:

Track category

- A - Freight density of 20 million or more gross ton-miles per track mile per year (include passing tracks, turnouts and crossovers).
- B - Freight density of less than 20 million gross ton-miles per track mile per year, but at least 5 million (including passing tracks, turnouts and crossovers).
- C - Freight density of less than 5 million gross ton-miles per track mile per year, but at least 1 million (including passing tracks, turnouts and crossovers)
- D - Freight density of less than 1 million gross ton-mile per track mile per year (including passing tracks, turnouts and crossovers)
- E - Way and yard switching tracks (passing tracks, crossovers and turnouts shall be included in category A, B, C, D, F, and Potential abandonments, as appropriate).
- F - Track over which any passenger service is provided (other than potential abandonments). Mileage should be included within track categories A through E unless there is dedicated entirely to passenger service F

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

- 2. This schedule should include all class 1, 2, 3, or 4 track from schedule 700 that is maintained by the respondent (class 5 is assumed to be maintained by others).
- 3. If, for two consecutive years, a line segment classified in one track category maintains a traffic density which would place it in another, it shall be reclassified into that category as of the beginning of the second year.
- 4. Traffic density related to passenger service shall not be included in the determination of the track category of a line segment.

720. TRACK AND TRAFFIC CONDITIONS

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

Line No.	Track category (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton-miles per track-mile* (use two decimal places) (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders at end of period (e)	Line No
1	A	6,244	37.08	44.35	351.0	1
2	B	2,554	12.76	48.22	198.3	2
3	C	1,987	2.99	29.58	47.7	3
4	D	3,407	0.01	29.81	0.9	4
5	E	3,928	XXXXXX	XXXXX	0.0	5
6	TOTAL	18,120	15.96	44.42	597.9	6
7	F	4,260	XXXXXX	XXXXX		7
8	Potential adandonments	243				8

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

721. TIES LAID IN REPLACEMENT

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

Line No.	Track category (a)	Number of crossties laid in replacement							Total (i)	Switch and bridge ties (board feet) (j)	Crossties switch and bridge ties	Line No	
		New ties					Second-hand ties				Percent of spot maintenance (k)		
		Wooden		Concrete (d)	Other (e)	Wooden		Other (h)					
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)						
1	A	738,660				50,928			789,588		0.00	1	
2	B	443,126				26,700			469,826		58.52	2	
3	C	71,412				4,969			76,381	3,127,578	56.42	3	
4	D	4,360				243			4,603		100.00	4	
5	E	2,625				1,080			3,705		100.00	5	
6	TOTAL	1,260,183				83,920			1,344,103	3,127,578	26.06	6	
7	F	13,361							13,361		0.00	7	
8	Potential abandonments											8	
9	Average cost per crosstie \$ 27.55 and switchtie (MBM) \$ 764.36												9

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

(Dollars in Thousands)

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

In column (a) classify the ties as follows:

U - Wooden ties untreated when applied.

T - Wooden ties treated before application.

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

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

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

Line No.	Class of ties	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks	Line No	
		Total number of ties applied	Average cost per ties	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	19,473	26.04	507	95,592	733.31	70		1	
2									2	
3	T	1,600	1.00	2					3	
4									4	
5	S	41,000	35.00	1,435					5	
6									6	
7									7	
8									8	
9									9	
10									10	
11									11	
12									12	
13									13	
14									14	
15									15	
16									16	
17									17	
18									18	
19									19	
20	TOTAL	62,073		1,944	95,592		70		20	
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid <u>21.49</u>									21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid <u>1.90</u>									22

723. RAILS LAID IN REPLACEMENT

1. Furnish the requested information concerning rails laid in replacement.
2. The term "spot maintenance" in column (h) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total rails laid in replacement considered to be spot maintenance.
3. In No. 10, the average cost of new and relay rail should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines and placing the rails in tracks and of train service in connection with the distribution of rails should not be included in this schedule.

Line No.	Track category (a)	Miles of rail laid in replacement (rail-miles)				Total		Percent of spot maintenance (h)	Line No
		New rail		Relay rail		Welded Rail (f)	Bolted rail (g)		
		Welded rail (b)	Bolted rail (c)	Welded rail (d)	Bolted rail (e)				
1	A	218.52	15.60	250.52	93.16	469.04	108.76	0 00	1
2	B	29 04	3.28	40.68	22.08	69.72	25.36	67 02	2
3	C	5 28	0.48	6 56	3.44	11.84	3.92	61.23	3
4	D	1 60	0.20	1.84	4.80	3 44	5.00	89.42	4
5	E		0.12	0.88	4.32	0 88	4.44	100 00	5
6	TOTAL	254.44	19.68	300.48	127.80	554 92	147.48	20.23	6
7	F	1.84	0.64	2.32	0.89	4.16	1.53	3.86	7
8	Potential Abandonments								8
9	Average cost of new and relay rail laid in replacement per gross ton \$ <u>520 80</u> New \$ <u>71.17</u> relay								9

724. RAILS LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS
(Dollars in Thousands)

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

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

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

2. Returns in columns (c) and (g) should be reported in WHOLE numbers. Fractions of less than one-half should be disregarded, and fractions of one-half or more should be counted as one.
3. The returns in columns (d) and (h) should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines, and placing the rails in tracks and of train service in connection with the distribution of the rail should not be included in this schedule

Line No.	Class of rail (a)	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY AND OTHER SWITCHING TRACKS				Line No.	
		Weight of rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc., during year (d)	Average cost per ton (2,000 lb) (in dollars) (e)	Pounds per yard of rail (f)	Number of tons (2,000 lb) (g)	Total cost of rail applied in yard, station, team, industry, and other switching tracks during year (h)	Average cost per ton (2,000 lb) (in dollars) (i)		
		Pounds per yard of rail (b)	Number of tons (2,000 lb) (c)								
1	2	136	7,366	3,991.8	541.94	136	4	1.9	513.65	1	
2	4	136	492	39.8	80.84	136	311	24.5	78.97	2	
3	2	133	2	0.9	520.30					3	
4	4	132	67	5.4	80.71	132	178	12.1	68.04	4	
5	2	119				119	6	2.8	509.87	5	
6	4	119	14	1.2	80.83					6	
7	4	113	91	7.4	80.76	113	6	0.5	80.86	7	
8	4	90	4	0.3	80.92	90	4	0.3	80.92	8	
9										9	
10										10	
11										11	
12										12	
13										13	
14										14	
15										15	
16										16	
17										17	
18										18	
19										19	
20										20	
21										21	
22										22	
23										23	
24										24	
25										25	
26										26	
27										27	
28										28	
29										29	
30										30	
31										31	
32										32	
33	TOTAL	N/A	8,036	4,046.8		N/A	509	42.1		33	
34	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid <u>33.57</u>										34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid <u>2.12</u>										35
36	Track-miles of welded rail installed on system this year <u>34.64</u> total to date _____										36

725. WEIGHT OF RAIL

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

Line No.	Weight of rails per yard (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	Line No.
	<i>Pounds</i>				
1	141	13			1
2	136	5,907			2
3	133/135	791			3
4	131/132	59			4
5	130	14			5
6	120	1			6
7	119	786			7
8	115	516			8
9	112/113	3,027			9
10	110	116			10
11	106	22			11
12	100	19			12
13	90/95	585			13
14	80/85	531			14
15	75/76	267			15
16	70	2			16
17	65	27			17
18					18
19					19
20					20
21	TOTAL	12,683			21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38
39					39
40					40
41					41
42					42
43					43
44					44
45					45
46					46
47					47
48					48

726. SUMMARY OF TRACK REPLACEMENTS

1. Furnish the requested information concerning the summary of track replacements.
 2. In columns (d), (e), (g) and (j) give the percentage of replacements to units of property in each track category at year end.

Line No.	Track category (a)	Ties				Rail		Ballast	Track surfacing		Line No
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles)	Percent replaced	Cubic yards of ballast placed (h)	Miles surfaced (i)	Percent surfaced (j)	
		Crosstie (b)	Switch and bridge ties (board feet) (c)	Crosstie (d)	Switch and bridge ties (board feet) (e)						
1	A	789,588		3.95		577.80	4.63	475,716	1,913.17	30.64	1
2	B	469,826		6.38		95.08	1.86	67,274	270.55	10.59	2
3	C	76,381	3,127,578	1.33	9.57	15.76	0.40	52,857	212.57	10.70	3
4	D	4,603		0.05		8.44	0.12	12,134	48.80	1.43	4
5	E	3,705		0.04		5.32	0.07	7,436	29.91	0.76	5
6	TOTAL	1,344,103	3,127,578	2.54	9.57	702.40	1.94	615,417	2,475.00	13.66	6
7	F	13,361		0.11		5.69	0.07				7
8	Potential abandonments										8

750. CONSUMPTION OF DIESEL FUEL
 (Dollars in Thousands)

LOCOMOTIVES				
Line No	Kind of locomotive service (a)	Diesel		Line No
		Diesel oil (gallons)		
		(b)		
1	Freight	425,528,543		1
2	Passenger			2
3	Yard switching	14,039,448		3
4	TOTAL	439,567,991		4
5	COST OF FUEL \$(000)	\$255,842		5
6	Work Train	590,447		6

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755

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

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

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

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

(D) A locomotive is a self-propelled unit of equipment designed solely for moving other equipment. A locomotive unit-mile is a movement of a locomotive unit a distance of one mile under its own power. Include miles made by all locomotive units. Exclude miles made by motorcars. Miles of locomotives in helper service shall be computed on the basis of actual distance run in such service.

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

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

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

(H) Use car designations shown in Schedule 710. Under Railroad Owned and Leased cars, Items 4-01 and 4-11, report both foreign cars and respondents' own cars while on the line of the respondent railroad. In Items 4-13 and 4-15 report the private-line categories, miles for private-line cars (whether or not under railroad control) and shipper-owned cars. A car-mile is a movement of a unit of car equipment a distance of one mile. Report miles made by flatcars carrying loaded highway trailers or empty highway trailers moving under revenue billings as loaded freight car-miles & miles made by flatcars carrying other empty highway trailers as empty freight car-miles. Exclude miles made by motorcars and report miles made by business cars of other than reporting carrier as sleeping car miles in Item 5-03. Report mail, express baggage cars and combination cars other than 5-02 combination cars, in Item 5-05.

(I) Exclude from Item 4-10, 4-11, 4-13, and 4-15 car-miles of work equipment, cars carrying company freight and no-payment cars moving in transportation trains. Include such car-miles in Item 4-17, 4-18, and 4-19. No payment car-miles are miles made by private-line cars (other than railroad controlled) and shipper-owned cars for which the railroad does not reimburse the owner on a loaded and/or empty miles basis. If the payment for the loaded miles includes the empty miles, the loaded and empty miles should not be considered no-payment car miles.

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

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

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

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755 - Concluded

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

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

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

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

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

(R) Report the number of loaded revenue trailers/containers picked up, plus revenue trailers/containers delivered in TOFC/COFC and in highway interchange service, when the work is performed at the railroads' expense (Performed at railroads' expense means that railroad employees perform the service or that the railroad hires a subsidiary or outside contractor to perform the service.) Do not include those trailers/containers which are picked up or delivered by a shipper or motor carrier, etc., when a tariff provision requires the shipper-motor carrier, etc., and not the railroad perform that service. Note: the count should reflect the trailer/containers for which expenses is reported in Schedule 417 Line 2 Column (b).

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

(T) Report the total number of foreign railroad cars on line at the end of the year (except surplus cars, see below). Foreign railroad cars refers to freight cars owned by other railroads whose interline rental is settled on time (by hour) and actual line-haul mileage charges under the Code of Car Hire Rules.

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

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

755. RAILROAD OPERATING STATISTICS

Line No	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
1		1. Miles of Road Operated (A)	15,581		1
		2. Train Miles - Running (B)	XXXXXX	XXXXXX	
2		2-01 Unit Trains	6,059,885	XXXXXX	2
3		2-02 Way Trains	4,490,494	XXXXXX	3
4		2-03 Through Trains	38,903,099		4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	49,453,478		5
6		2-05 Motorcars (C)			6
7		2-06 TOTAL ALL TRAINS (lines 5, 6)	49,453,478		7
		3. Locomotive Unit Miles (D)	XXXXXX	XXXXXX	
		Road Service (E)	XXXXXX	XXXXXX	
8		3-01 Unit Trains	21,932,748	XXXXXX	8
9		3-02 Way Trains	9,222,389	XXXXXX	9
10		3-03 Through Trains	137,839,378		10
11		3-04 TOTAL (lines 8-10)	168,994,515		11
12		3-11 Train Switching (F)	6,800,298	XXXXXX	12
13		3-21 Yard Switching (G)	15,507,457		13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	191,302,270		14
		4. Freight Car-Miles (thousands) (H)	XXXXXX	XXXXXX	
		4-01 RR Owned and Leased Cars - Loaded	XXXXXX	XXXXXX	
15		4-010 Box-Plain 40-Foot		XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	41,116	XXXXXX	16
17		4-012 Box-Equipped	161,401	XXXXXX	17
18		4-013 Gondola-Plain	16,949	XXXXXX	18
19		4-014 Gondola-Equipped	42,677	XXXXXX	19
20		4-015 Hopper-Covered	79,456	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	134,725	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	5,807	XXXXXX	22
23		4-018 Refrigerator-Mechanical	10,898	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	34,106	XXXXXX	24
25		4-020 Flat-TOFC/COFC	108,871	XXXXXX	25
26		4-021 Flat-Multi-Level	11,676	XXXXXX	26
27		4-022 Flat-General Service	3,544	XXXXXX	27
28		4-023 Flat-All Other	33,851	XXXXXX	28
29		4-024 All Other Car Types-Total	1,056	XXXXXX	29
30		4-025 TOTAL (lines 15-29)	686,133	XXXXXX	30

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		4-11 RR Owned and Leased Cars-Empty	XXXXXX	XXXXXX	
31		4-110 Box-Plain 40-Foot		XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	24,258	XXXXXX	32
33		4-112 Box-Equipped	118,716	XXXXXX	33
34		4-113 Gondola-Plain	12,104	XXXXXX	34
35		4-114 Gondola Equipped	37,612	XXXXXX	35
36		4-115 Hopper-Covered	84,119	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	68,382	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	6,723	XXXXXX	38
39		4-118 Refrigerator-Mechanical	6,864	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	28,210	XXXXXX	40
41		4-120 Flat-TOFC/COFC	7,440	XXXXXX	41
42		4-121 Flat-Multi-level	7,712	XXXXXX	42
43		4-122 Flat-General Service	4,834	XXXXXX	43
44		4-123 Flat-All Other	31,203	XXXXXX	44
45		4-124 All Other Car Types	1,117	XXXXXX	45
46		4-125 TOTAL (lines 31-45)	439,294	XXXXXX	46
		4-13 Private Lane Cars - Loaded (H)	XXXXXX	XXXXXX	
47		4-130 Box-Plain 40-Foot		XXXXXX	47
48		4-131 Box-Plain 50-Foot and Longer	29,840	XXXXXX	48
49		4-132 Box-Equipped	66	XXXXXX	49
50		4-133 Gondola-Plain	1,972	XXXXXX	50
51		4-134 Gondola-Equipped	824	XXXXXX	51
52		4-135 Hopper-Covered	37,022	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	810	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	838	XXXXXX	54
55		4-138 Refrigerator-Mechanical	115	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	140	XXXXXX	56
57		4-140 Flat-TOFC/COFC	360,320	XXXXXX	57
58		4-141 Flat-Multi-level	76,517	XXXXXX	58
59		4-142 Flat-General Service	62	XXXXXX	59
60		4-143 Flat-All Other	26,935	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	21,880	XXXXXX	61
62		4-145 Tank-22,000 Gallons and Over	26,691	XXXXXX	62
63		4-146 All Other Car Types	304	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	584,336	XXXXXX	64

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		4-15 Private Line Cars - Empty (H)	xxxxxx	xxxxxx	
65		4-150 Box-Plain 40-Foot		xxxxxx	65
66		4-151 Box-Plain 50-Foot and Longer	5,982	xxxxxx	66
67		4-152 Box-Equipped	153	xxxxxx	67
68		4-153 Gondola-Plain	3,208	xxxxxx	68
69		4-154 Gondola-Equipped	774	xxxxxx	69
70		4-155 Hopper-Covered	45,900	xxxxxx	70
71		4-156 Hopper-Open Top-General Service	2,398	xxxxxx	71
72		4-157 Hopper-Open Top-Special Service	7,576	xxxxxx	72
73		4-158 Refrigerator-Mechanical	11	xxxxxx	73
74		4-159 Refrigerator-Non-Mechanical	406	xxxxxx	74
75		4-160 Flat-TOFC/COFC	20,629	xxxxxx	75
76		4-161 Flat-Multi-level	44,063	xxxxxx	76
77		4-162 Flat-General Service	78	xxxxxx	77
78		4-163 Flat-All Other	25,018	xxxxxx	78
79		4-164 Tank Under 22,000 Gallons	30,554	xxxxxx	79
80		4-165 Tank-22,000 Gallons and Over	34,609	xxxxxx	80
81		4-166 All Other Car Types	648	xxxxxx	81
82		4-167 TOTAL (lines 65-81)	222,007	xxxxxx	82
83		4-17 Work Equipment and Company Freight Car-Miles	2,572	xxxxxx	83
84		4-18 No Payment Car-Miles (I)	889,993	xxxxxx	84
		4-19 Total Car-Miles by Train Type (Note)	xxxxxx	xxxxxx	
85		4-191 Unit-Trains	533,390	xxxxxx	85
86		4-192 Way-Trains	98,627	xxxxxx	86
87		4-193 Through Trains	2,192,318	xxxxxx	87
88		4-194 TOTAL (lines 85-87)	2,824,335	xxxxxx	88
89		4-20 Caboose Miles	241	xxxxxx	89

Total number of loaded miles 0 and empty miles 0 by roadtrailer reported above

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

755. RAILROAD OPERATING STATISTICS - Concluded

Line No	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		6. Gross Ton-Miles (thousands) (K)	XXXXXX	XXXXXX	
98		6-01 Road Locomotives	30,346,161		98
		6-02 Freight Trains, Crs., Cnts., and Caboose	XXXXXX	XXXXXX	
99		6-020 Unit Trains	49,056,323	XXXXXX	99
100		6-021 Way Trains	7,004,266	XXXXXX	100
101		6-022 Through Trains	202,352,255	XXXXXX	101
102		6-03 Passenger-Trains, Crs., and Cnts.	1,901		102
103		6-04 Non-Revenue	1,099,835	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	289,860,741		104
		7 Tons of Freight (thousands)	XXXXXX	XXXXXX	
105		7-01 Revenue	224,747	XXXXXX	105
106		7-02 Non-Revenue	978	XXXXXX	106
107		7-03 TOTAL (lines 105,106)	225,725	XXXXXX	107
		8. Ton-Miles of Freight (thousands) (L)	XXXXXX	XXXXXX	
108		8-01 Revenue-Road Service	145,936,721	XXXXXX	108
109		8-02 Revenue-Lake Transfer Service		XXXXXX	109
110		8-03 TOTAL (lines 108,109)	145,936,721	XXXXXX	110
111		8-04 Non-Revenue-Road Service	709,574	XXXXXX	111
112		8-05 Non-Revenue-Lake Transfer Service		XXXXXX	112
113		8-06 TOTAL (lines 111,112)	709,574	XXXXXX	113
114		8-07 TOTAL-REVENUE AND NON-REVENUE (lines 110,113)	146,646,295	XXXXXX	114
		9 Train Hours (M)	XXXXXX	XXXXXX	
115		9-01 Road Service	2,181,196	XXXXXX	115
116		9-02 Train Switching	329,303	XXXXXX	116
117		10. TOTAL YARD-SWITCHING HOURS (N)	1,342,313	XXXXXX	117
		11. Train-Miles Work Trains (O)	XXXXXX	XXXXXX	
118		11-01 Locomotives	260,109	XXXXXX	118
119		11-02 Motorcars		XXXXXX	119
		12. Number of Loaded Freight Cars (P)	XXXXXX	XXXXXX	
120		12-01 Unit Trains	625,526	XXXXXX	120
121		12-02 Way Trains	983,291	XXXXXX	121
122		12-03 Through Trains	3,695,987	XXXXXX	122
123		13. TOFC/COFC-No. of Rev Trlrs and Containers Loaded & Unloaded (Q)	2,252,695	XXXXXX	123
124		14. Multi-level Cars-No. of Motor Vehicles Loaded and Unloaded (Q)	957,930	XXXXXX	124
125		15. TOFC/COFC-No. of Rev. Trailers Picked Up and Delivered (R)	9,158	XXXXXX	125
		16 Revenue Tons-Marine Terminal (S)	XXXXXX	XXXXXX	
126		16-01 Marine Terminals-Coal		XXXXXX	126
127		16-02 Marine Terminals-Ore		XXXXXX	127
128		16-03 Marine Terminals-Other		XXXXXX	128
129		16-04 TOTAL (lines 126-128)		XXXXXX	129
		17 Number of Foreign Per Diem Cars on Line (T)	XXXXXX	XXXXXX	
130		17-01 Serviceable	31,402	XXXXXX	130
131		17-02 Unserviceable	412	XXXXXX	131
132		17-03 Surplus	1,283	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	33,097	XXXXXX	133

VERIFICATION

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

OATH

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

State of California

County of San Francisco

B. C. Kane makes oath and says that he is Controller
(insert here name of the affiant) (insert here the official title of the affiant)

Southern Pacific Transportation Company Combined With
of St. Louis Southwestern Railway Company & The Denver and Rio Grande Western Railroad 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, 1995, to and including December 31, 1995

B. C. Kane
(signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and
county above named, this 19th day of March, 19 96.

My commission expires August 20, 1997

Use an
I. S.
impression seal



LENORA RUSCONI
COMM. #1001077
NOTARY PUBLIC-CALIFORNIA
SAN FRANCISCO COUNTY
My Comm. Expires Aug. 20, 1997

Lenora Rusconi
(signature of officer authorized to administer oaths)

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

State of California
County of San Francisco

J. R. Davis makes oath and says that he is Chairman, and Chief Executive Officer and Director
(insert here name of the affiant) (insert here the official title of the affiant)

Southern Pacific Transportation Company Combined With
of St. Louis Southwestern Railway Company & The Denver and Rio Grande Western Railroad 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

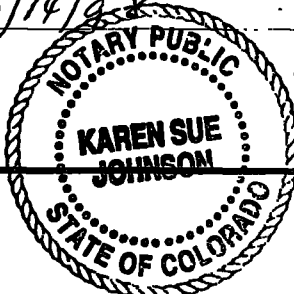
January 1, 1995, to and including December 31, 1995

J. R. Davis
(signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and
county above named, this 20th day of March, 19 96.

My commission expires 10/14/98

Use an
I. S.
impression seal



Karen Sue Johnson
(signature of officer authorized to administer oaths)

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

[illegible]

CORRECTIONS

[illegible]

EXPLANATORY REMARKS	

INDEX

	Page No.		Page No.
Accumulated depreciation		Leases	61
Road and equipment leased		Locomotive equipment	78
From others	38	Electric and other	78
Improvements to	38	Consumption of fuel diesel	91
To others	41	Locomotive unit miles	94
Owned and used	35	Mileage-Average of road operated	85
Accruals-Railway tax	63	Of main tracks	
Analysis of taxes	63	Of new tracks in which rails were laid	88
Application of funds-Source	21	Of new tracks in which ties were laid	87
Balance sheet	5-9	Miscellaneous items in retained income accounts for	
Capital stock	20	the year	65
Car, locomotive and floating equipment-Classification	78-83	Motorcar car miles	94
Changes in financial position	21-22	Motor rail cars owned or leased	79
Company service equipment	79	Net income	17
Compensating balances and short-term borrowing		Oath	98
arrangements	67	Operating expenses (see Expenses)	
Consumption of fuel by motive-power units	91	Revenues (see Revenues)	
Contingen assets and liabilities	8	Statistics (see Statistics)	
Crossties (see Ties)		Ordinary income	16
Debt holdings	69	Private line cars loaded	95
Depreciation base and rates		Private line cars empty	95
Road and equipment leased		Rails	
From others	34	Laid in replacement	88
Improvements to	32-33	Charges to operating expenses	45
To others	40	Additional tracks, new lines and extensions	89
Owned and used	34	Miles of new track in which rails were laid	88
Electric locomotive equipment at close of year	68	Weight of	89
Equipment-classified	78-83	Railway operating expenses	45-53
Company service	79	Railway operating revenues	16
Floating	82-83	Results of operations	16-17
Freight-train cars	80-81	Retained income unappropriated	19
Highway revenue equipment	82-83	Miscellaneous items in accounts for year	65
Passenger-train cars	78-79	Revenues	
Inventory	78-83	Freight	16
Owned-Not in service of respondent	78	Passenger	16
Equipment-Leased, depreciation base and rate		Road and equipment-Investment in	32-33
From others	34	Improvements to leased property	32-33
Improvements to	37	Reserve	38
Reserve	38	Leased to others-Depreciation base and rates	40
To others	40	Reserve	41
Reserve	41	Owned-Depreciation base and rates	34
Equipment-Owned, depreciation base rates	34	Reserve	35
Reserve	35	Used-Depreciation base and rates	34
Expenses-railway operating	45-53	Reserve	35
Extraordinary items	17	Road-Mileage operated at close of year	74
Federal income taxes	63	By states and territories	75
Financial position-Changes in	21-22	Securities (see Investments)	
Floating equipment	82-83	Short-term borrowing arrangements-Compensating	
Freight cars loaded	94	balances and	67
Freight-train cars	80-81	Sinking funds	7
Freight car-miles	94	Source and application of working capital	21-22
Fuel consumed diesel	91	Specialized service subschedule	60
Cost	91	Statement of changes in financial position	21-22
Funded debt (see Debt holdings)		Stock outstanding	20
Guaranties and suretyships	66	Changes during year	20
Identify of respondent	2	Number of security holders	3
Items in selected income and retained earnings accounts	65	Total voting power	3-4
Investments in common stocks of affiliated companies	30	Value per share	3
Investments and advances of affiliated companies	26-29	Voting rights	3
Railway property used in transportation service	42-43	Supporting schedule-Road	56-57
Road and equipment	32-33	Suretyships-Guaranties and	66
Changes during year	32-33	Ties laid in replacement	86
Leased property-improvements made during the		Ties-Additional tracks, new lines and extensions	87
year	32-33	Tracks operated at close of year	74

INDEX - Continued

	<u>Page No.</u>		<u>Page No.</u>
Track-Miles of, at close of year	75	Ton-miles of freight	97
Track and traffic conditions	85	TOFC/COFC number of revenue trailers and containers	
Train hours, yard switching	97	loaded and unloaded	97
Train miles	94	Voting powers and elections	3
Tons of freight	97	Weight of rail	90