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EXPIRES 08/30/97

Class I Railroad Annual Report

	<p>RC000388 SOO LINE 101137700</p> <p>SOO LINE RAILROAD COMPANY P.O. BOX 530 MINNEAPOLIS. MN 55440</p>
<p>Correct name and address if different than shown</p>	<p>Full name and address of reporting carrier (Use mailing label on original, copy in full on duplicate)</p>



To The
Surface Transportation Board

For the Year Ending December 31, 1996

RECEIVED
OFFICE OF ECONOMICS
DIRECTOR'S OFFICE
May 16 10 48 AM '97
RECEIVED
SURFACE TRANSPORTATION
BOARD

NOTICE

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

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

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

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

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

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

(a) Board means *Surface Transportation Board*

(b) Respondent means *the person or corporation in whose behalf the report is made.*

(c) Year means *the year ended December 31 for which the report is being made.*

(d) Close of the Year means *the close of business on December 31 for the year in which the report is being made* If the report is made for a shorter period than one year, it means *the close of the period covered by the report*

(e) Beginning of the Year means *the beginning of business on January 1 of the year for which the report is being made* If the report is made for a shorter period than one year, it means *the beginning of that period*

(f) Preceding Year means *the year ended December 31 of the year preceding the year for which the report is made*

(g) The Uniform System of Accounts for Railroad Companies means *the system of accounts in Part 1201 of Title 49, Code of Federal Regulations, as amended*

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

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

For Index, See Back of Form

ANNUAL REPORT

OF

SOO LINE RAILROAD COMPANY

TO THE

SURFACE TRANSPORTATION BOARD

FOR THE

YEAR ENDED DECEMBER 31, 1996

RECEIVED
OFFICE OF THE DIRECTOR
MAY 16 10 48 AM '97
SURFACE TRANSPORTATION
BOARD

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

(Name) MIRON HLYWA (Title) DIRECTOR FINANCIAL PLANNING & REPORTING

(Telephone number) (612) 347-8182
(area code) (telephone number)

(Office address) 105 SOUTH FIFTH STREET, MINNEAPOLIS, MN 55402
(street and number, city, state, and zip code)

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SPECIAL NOTICE

Docket No. 38559 Railroad Classification Index, served January 20, 1983, modified the reporting requirements for class II, III and all Switching and terminal companies. These carriers will notify the Board only if the calculation results in a different revenue 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. This estimate includes time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing 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, Surface Transportation Board 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 organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date which such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.
3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report
Soo Line Railroad Company
2. Date of incorporation **October 19, 1949**
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
Originally organized under the Minnesota Business Corporation Act, Chapter 300, Laws of Minnesota, 1933, as amended. Now governed by the new Minnesota Business Corporation Act, Chapter 302A, effective January 1, 1984.
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.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common \$ 3-1/3 per share, first preferred \$ N/A per share, second preferred \$ N/A per share, debenture stock \$ N/A 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
Stock books not closed, last compiled December 31, 1984.
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 7,586,283 votes as of (date) December 31, 1996
8. State the total number of stockholders of record as of the date shown in answer to inquiry No. 7: One (1) stockholders.
9. Give the names of the thirty security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within one year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each his address, the number of votes which he would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he was entitled, with respect to securities held by him, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities, stating in a footnote the names of such other securities (if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreements, give as supplemental information the names and addresses of the thirty largest holders of the voting trust certificates and the amount of their individual holdings. *If the stock book was not closed or the list of stockholders compiled within such year, show such thirty security holders as of the close of the year.*

Line No.	Name of security holder (a)	Address of security holder (b)	Number of votes to which security holder was entitled (c)	Number of votes, classified with respect to securities on which based			Line No.
				Stock			
				Common (d)	Preferred		
					Second (e)	First (f)	
1	Soo Line Corporation	Soo Line Building	7,586,283	7,586,283	N/A	N/A	1
2		Box 530					2
3		Minneapolis, MN 55440					3
4							4
5							5
6							6
7							7
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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: 7,586,283 votes cast.
11. Give the date of such meeting: May 1, 1996
12. Give the place of such meeting: N/A*

NOTES AND REMARKS

* This was an Action in Writing by sole shareholder in lieu of Annual Meeting.

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	2,498	4,459	1
2		702	Temporary Cash Investments	32,400	0	2
3		703	Special Deposits	329	119	3
			Accounts Receivable			
4		704	- Loan and Notes	2,693	0	4
5		705	- Interline and Other Balances	23,793	7,489	5
6		706	- Customers	28,880	13,145	6
7		707	- Other	9,174	1,912	7
8		709, 708	- Accrued Accounts Receivables	40,140	12,016	8
9		708.5	- Receivables from Affiliated Companies	7,185	18,134	9
10		709.5	- Less: Allowance for Uncollectible Accounts	0	0	10
11		710, 711, 714	Working Funds, Prepayments & Deferred Income Tax Debits	3,240	1,098	11
12		712	Materials and Supplies	25,936	32,075	12
13		713	Other Current Assets	(756)	1,197	13
14			TOTAL CURRENT ASSETS	175,512	91,644	14
Other Assets						
15		715, 716, 717	Special Funds	0	115	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310 and 310A)	38,078	36,160	16
17		722, 723	Other Investments and Advances	62	188	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities - Cr.	0	0	18
19		737, 738	Property Used in Other than Carrier Operation (less Depreciation) (\$0)	8,105	834	19
20		739, 741	Other Assets	228,607	126,423	20
21		743	Other Deferred Debits	5,177	3,969	21
22		744	Accumulated Deferred Income Tax Debits	0	0	22
23			TOTAL OTHER ASSETS	280,029	167,689	23
Road and Equipment						
24		731, 732	Road (Schedule 330) L-30 Col. h & b	625,411	574,979	24
25		731, 732	Equipment (Schedule 330) L-39 Col. h & b	443,738	381,464	25
26		731, 732	Unallocated Items	11,041	5,111	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(308,953)	(301,109)	27
28			NET ROAD AND EQUIPMENT	771,237	660,445	28
29			TOTAL ASSETS	1,226,778	919,778	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	0	0	30
31		752	Accounts Payable: Interline and Other Balances	11,031	10,775	31
32		753	Audited Accounts and Wages	14,027	12,999	32
33		754	Other Accounts Payable	836	2,256	33
34		755, 756	Interest and Dividends Payable	368	267	34
35		757	Payables to Affiliated Companies	9,652	11,684	35
36		759	Accrued Accounts Payable	134,272	155,514	36
37		760, 761, 761.5, 762	Taxes Accrued	8,854	10,344	37
38		763	Other Current Liabilities	65,092	48,379	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	5,665	4,720	39
40			TOTAL CURRENT LIABILITIES	249,797	256,938	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured	1,411	2,853	41
42		766	Equipment Obligations	6,835	5,163	42
43		766.5	Capitalized Lease Obligations	878	1,704	43
44		768	Debt in Default	0	0	44
45		769	Accounts Payable: Affiliated Companies	443,185	280,357	45
46		770.1, 770.2	Unamortized Debt Premium	0	0	46
47		781	Interest in Default	0	0	47
48		783	Deferred Revenues - Transfers from Government Authorities	3,998	4,285	48
49		786	Accumulated Deferred Income Tax Credits	34,638	34,638	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	136,716	189,481	50
51			TOTAL NONCURRENT LIABILITIES	627,661	518,481	51
Shareholders' Equity						
52		791, 792	Total Capital Stock (Schedule 230)	246,176	246,176	52
53			Common Stock	246,176	246,176	53
54			Preferred Stock	0	0	54
55			Discount on Capital Stock	0	0	55
56		794, 795	Additional Capital (Schedule 230)	42,966	0	56
57		797	Retained Earnings: Appropriated	0	0	57
58		798	Unappropriated (Schedule 220)	60,178	(101,817)	58
59		798.1	Net Unrealized Loss on Noncurrent Marketing Equity Securities	0	0	59
60		798.5	Less Treasury Stock	0	0	60
61			Net Shareholders' Equity	349,320	144,359	61
62			TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	1,226,778	919,778	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: \$ Not Applicable (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: See Schedule 450 Footnotes, Page 64.
3. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year: See Note 11 on Pages 9, 10 and 11.
 - (b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund: See Note 11 on Pages 9, 10 and 11.
 - (c) Is any part of pension plan funded? Specify: Yes X No
 - (i) If funding is by insurance, give name of insuring company N/A
 - If funding is by trust agent, list trustee(s) First Bank National Association
 - Date of trust agreement or latest amendment A. February 17, 1988; B. February 6, 1996
 - If respondent is affiliated in any way with the trustee(s), explain affiliation N/A
 - (d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement. A. Delaware & Hudson Corporation and Canadian Pacific (U.S.) Finance Inc., common affiliates, are charged the increased proportional costs of including their respective employees in the pension plan.
 - (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 N/A
 - (ii) Are voting rights attached to any securities held by the pension plan? Specify: Yes X No
 - If yes, who determines how stock is voted? Trustee
 4. State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610): Yes No X
 5. (a) The amount of employers contribution to employee stock ownership plans for the current year was: \$ N/A
 - (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: \$ N/A
 6. In reference to Docket No. 37465, specify the total amount of business entertainment expenditures charged to the non-operating expense account: \$ N/A

Continued on following page

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

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

Disclose the nature and amount of contingency that is material.

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

See Footnote 9 on Page 9.

- (a) Changes in Valuation Accounts.

N/A

8. Marketable Equity Securities.

See Footnote 10 on Page 9.

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

- (b) At 12/31/96, gross unrealized gains and losses pertaining to marketable equity securities were as follows:

	Gains	Losses
Current	\$ -	\$ -
NonCurrent	\$ -	\$ -

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

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

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

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

NOTES TO FINANCIAL STATEMENTS

9. COMMITMENTS AND CONTINGENT LIABILITIES

Under the requirements of the Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 (Superfund) and comparable state laws, SOO is potentially liable for the cleanup costs of various contaminated sites identified by the U.S. Environmental Protection Agency (EPA) and comparable agencies. SOO has been notified by the EPA and state agencies that it is a Potentially Responsible Party (PRP) for study and cleanup costs at a number of sites. In most of these instances, SOO is one of numerous PRPs. In certain cases, future environmental-related expenditures cannot be quantified due to the uncertainty of the cleanup standards, methods to be used, and the number of other PRPs involved. SOO believes its December 31, 1996 accruals are adequate to cover known liabilities which are probable and estimatable.

10. MARKETABLE EQUITY SECURITIES

Not applicable.

11. PENSION AND OTHER EMPLOYEE BENEFITS

SOO provides noncontributory defined benefit plans covering substantially all non-union employees. Benefits are based on final average pay and years of service. Benefits are funded by SOO contributions and plan earnings consistent with minimum funding requirements of federal law and regulations. Plan assets consist principally of listed equity securities and U.S. Government and corporate obligations.

Net pension cost consists of the following (In Thousands):

	1996	1995
Service cost—benefits earned during the year	\$ 936	\$ 649
Interest cost on projected benefit obligation	5,754	5,842
	<u>6,690</u>	<u>6,491</u>
Actual (gain) on plan assets	(7,135)	(9,632)
Net amortization and deferral	2,883	6,452
Pension expense before special charge	2,438	3,311
Special charge	—	1,100
Pension expense after special charge	<u>\$ 2,438</u>	<u>\$ 4,411</u>

The funded status of the plan and the amount recognized on Schedule 200 is as follows (In Thousands):

	December 31,	
	1996	1995
Actuarial present value of benefit obligation:		
Vested benefits	\$ 72,865	\$ 71,468
Non-vested benefits	2,717	1,678
Accumulated benefit obligation	<u>75,582</u>	<u>73,146</u>
Effect of projected future salary increases	7,491	9,262
Projected benefit obligation	<u>83,073</u>	<u>82,408</u>
Plan assets at fair value	<u>(72,532)</u>	<u>(49,613)</u>
Unfunded status	10,541	32,795
Unrecognized transition liability at January 1, 1987 being amortized over 17 years	(2,569)	(2,933)
Unrecognized prior service cost	(312)	(348)
Unamortized net (loss)	(8,422)	(10,621)
Additional minimum liability	3,487	4,467
Net pension liability	<u>\$ 2,725</u>	<u>\$ 23,360</u>
Assumed future salary increases	<u>4.5%</u>	<u>5.0%</u>
Discount rate	<u>7.75%</u>	<u>7.25%</u>
Asset return rate	<u>9.5%</u>	<u>9.0%</u>

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

NOTES TO FINANCIAL STATEMENTS

11. PENSION AND OTHER EMPLOYEE BENEFITS (Continued)

On January 16, 1995, SOO established a non-contributory defined benefit retirement plan for eligible United Transportation Union (UTU) employees. Eligible UTU employees who elected a buyout of certain compensation based workrule payments became participants in the plan on that date. The election period during which eligible employees could join the plan expired on December 31, 1995.

Under terms of the plan, upon retirement, eligible employees may elect payments in either a lump sum or an annuity. Payment is based on the eligible employee's total Annual Benefit Credits when they terminate employment with SOO and its affiliates.

Benefits are funded by SOO contributions and plan earnings consistent with minimum funding requirements of federal law and regulations. Plan assets consist of temporary cash investments.

The net pension cost for the years ended December 31 consist of the following (In Thousands):

	1996	1995
Service cost - benefits earned during the year	\$ 768	\$ 1,069
Interest cost on projected benefit obligation	49	0
	<u>817</u>	<u>1,069</u>
Actual (gain) on plan assets	(17)	(2)
Net amortization	(302)	(611)
Net pension expense	<u>\$ 298</u>	<u>\$ 456</u>

The funded status of the plan and the amount recognized on Schedule 200 as of December 31, is as follows: (In Thousands):

	1996	1995
Actuarial present value of benefit obligation:		
Vested benefits	\$ 1,288	\$ 1,035
Non-vested benefits	54	44
Projected benefit obligation	<u>1,342</u>	<u>1,079</u>
Plan assets at fair value	854	207
Unfunded status	<u>488</u>	<u>872</u>
Deferred credit to be amortized over plan life	4,093	4,234
Accrued pension liability	<u>\$ 4,581</u>	<u>\$ 5,106</u>

The discount rate used for valuing the projected obligation was 7.75% and 7.25% at December 31, 1996 and 1995, respectively.

SOO provides defined contribution savings plans to several groups of employees. Participants are fully vested in SOO's contribution. Participants may contribute certain percents of their annual compensation to the plans and SOO in some cases will also make a contribution on the participant's behalf. The total annual expense for all such plans for 1996 and 1995 was \$948,000 and \$886,000, respectively.

SOO makes loans to certain employees as part of its relocation policy. As of December 31, 1996 and 1995, \$1.1 million and \$1.9 million of these loans were outstanding, respectively.

Benefits for retired employees generally include major medical coverage to age 65 and a small lump sum death benefit, both based on certain age and service requirements. Post retirement benefits other than pensions are accounted for as shown below for all employees.

The net periodic cost consists of the following (In Thousands):

	1996	1995
Service cost - benefits earned during the year	\$ 1,182	\$ 1,040
Interest cost on accumulated benefit obligation	2,656	2,959
Net amortization	293	284
Net expense	<u>\$ 4,131</u>	<u>\$ 4,283</u>

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Continued**NOTES TO FINANCIAL STATEMENTS****11. PENSION AND OTHER EMPLOYEE BENEFITS (Continued)**

Accumulated post retirement benefit obligation (In Thousands):

	1996	1995
Retirees	\$ 9,441	\$ 11,167
Fully eligible active plan participants	2,799	2,470
Other active plan participants	23,061	24,424
Net unrecognized (loss)	<u>(3,855)</u>	<u>(8,488)</u>
Total accumulated post retirement benefit obligation	<u>\$ 31,446</u>	<u>\$ 29,573</u>
Next year's expected health care cost trend rate	9.0%	10.0%
Overall expected health care cost trend rate	6.0%	6.0%
Discount rate	7.25%	7.25%

The impact of a 1% increase in the health care cost trend rate would increase the accumulated post retirement benefit obligation by approximately \$3.1 million at year end 1996 and the net periodic cost by approximately \$4 million for the year.

12. TRANSACTIONS WITH RELATED PARTIES

On December 31, 1996, Marathon U.S. Realities, Inc. (MUSRI), a wholly owned subsidiary of Canadian Pacific was merged into SOO. MUSRI is a company with real estate interests in Illinois. SOO's December 31, 1996 Schedule 200 reflects the results of this merger.

A condensed balance sheet of MUSRI, at December 31, 1996 prior to the merger was as follows (In Millions):

	Account	Amount
Cash	701	\$ 0.2
Temporary Cash Investments	702	32.4
A/R - Loan and Notes	704	2.7
A/R - Other	707	1.7
A/R - Accrued Accounts Receivable	708, 709	1.2
Property Used in Other than Carrier Operation	737	7.3
Interest and Dividends Payable	755	0.3
Accrued Accounts Payable	759	2.2
Capital Stock	791	43.0

The Company has a deposit arrangement for its surplus cash with Canadian Pacific U.S. Finance, Inc., a wholly owned subsidiary of Canadian Pacific. The interest rate applicable to each advance is based on the published LIBOR rate for a similar length term plus .3125%. Deposits are made for a specified time period, but can be redrawn at any time by SOO if necessary. The December 31, 1996 deposit balance of \$32.4 million was classified as a current asset.

Advances payable to affiliates totalled \$ 443.2 million and \$280.4 million at December 31, 1996 and 1995, respectively.

In December 1995 SOO sold a portion of its accounts receivable to Canadian Pacific Securities (Ontario) Limited, a subsidiary of CP. As a result of these sales, SOO recorded a pretax loss in Schedule 210 (the income statement) in 1995. SOO served as collection agent and remitted funds to the purchaser as they were collected through February 1996, and also indemnifies for any collection losses. Selected data regarding this sale is as follows (dollars in millions):

	1995
Amount of receivables sold	\$ 72.0
Proceeds from sale	71.5
Pretax loss	0.5
Contingent liability	1.3

13. ACCOUNTS RECEIVABLE

Receivables are presented net of allowances of \$1,701,000 as of December 31, 1996 and \$541,000 as of December 31, 1995. SOO sold 65% of its accounts receivable as of December 31, 1995.

14. HEDGING

SOO uses futures as hedges in its diesel fuel purchasing program. Gains and losses on such transactions are matched to specific inventory purchases and are charged or credited to operating expenses when such inventory is used. Deposits with futures brokers are included in other current assets.

SOO also used Canadian currency futures contracts in order to lock in its purchase price in fixed U.S. dollars on its 1995 covered hopper acquisition program with Canadian car building companies. Since the futures contracts were used in relation to capital acquisitions, all gains and losses associated with the Canadian dollar currency futures contract transactions were capitalized as a component of the assets acquired.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Continued**NOTES TO FINANCIAL STATEMENTS****15. SHAREHOLDER'S EQUITY**

In accordance with FAS 87, "Employers Accounting for Pensions", Soo reported \$.7 and \$1.2 million reductions of equity at December 31, 1996 and 1995 respectively, related to its unfunded pension liabilities.

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

NOTES TO FINANCIAL STATEMENTS

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

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

NOTES TO FINANCIAL STATEMENTS

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210. RESULTS OF OPERATIONS
(Dollars in thousands)

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

5. Cross-checks:

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

— bSchedule 210 —
= Line 62, col (b)
= Line 63, col (b)
= Line 64, col (b)

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

— bSchedule 410 —
= Line 620, col (h)
= Line 620, col (f)
= Line 620, col (g)

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Freight-related revenue & expenses (d)	Passenger-related revenue & expenses (e)	Line No.
		ORDINARY ITEMS					
		OPERATING INCOME					
		Railway Operating Income					
1		(101) Freight	650,443	659,018	650,443	0	1
2		(102) Passenger	0	0	0	0	2
3		(103) Passenger-Related	0	0	0	0	3
4		(104) Switching	9,752	11,728	9,752	0	4
5		(105) Water Transfers	0	0	0	0	5
6		(106) Demurrage	5,886	5,401	5,886	0	6
7		(110) Incidental	2,593	3,135	2,593	0	7
8		(121) Joint Facility-Credit	0	111	0	0	8
9		(122) Joint Facility-Debit	0	0	0	0	9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities—lines 1–9)	668,674	679,393	668,674	0	10
11		(502) Railway operating revenues—Transfers from Government Authorities for current operations	0	0	0	0	11
12		(503) Railway operating revenues—Amortization of deferred transfers from Government Authorities	287	287	287	0	12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10–12)	668,961	679,680	668,961	0	13
14		(531) Railway operating expenses	487,737	878,967	487,737	0	14
15		Net revenue from railway operations	181,224	(199,287)	181,224	0	15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	0	0			16
17		(510) Miscellaneous rent income	2,822	2,861			17
18		(512) Separately operated properties—Profit	0	0			18
19		(513) Dividend Income (cost method)	31	62			19
20		(514) Interest Income	7,258	2,268			20
21		(516) Income from sinking and other funds	1	7			21
22		(517) Release of premiums on funded debt	0	0			22
23		(518) Reimbursements received under contracts and agreements	0	0			23
24		(519) Miscellaneous income	4,042	2,182			24
		Income from affiliated companies: 519					
25		a. Dividends (equity method)	784	392			25
26		b. Equity in undistributed earnings (losses)	2,125	2,136			26
27		TOTAL OTHER INCOME (lines 16–26)	17,063	9,908			27
28		TOTAL INCOME (lines 15, 27)	198,287	(189,379)			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	0	(24)			29
30		(544) Miscellaneous taxes	0	0			30
31		(545) Separately operated properties—loss	0	0			31
32		(549) Maintenance of investment organization	0	0			32
33		(550) Income Transferred under contracts and agreements	0	0			33
34		(551) Miscellaneous income charges	329	711			34
35		(553) Uncollectible accounts	0	0			35
36		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29–35)	329	687			36
37		Income available for fixed charges (lines 28, 36)	197,958	(190,066)			37

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

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No.
FIXED CHARGES					
		(546) Interest on funded debt:			
38		(a) Fixed interest not in default	35,400	33,472	38
39		(b) Interest in default	0	0	39
40		(547) Interest on unfunded debt	1,291	1,845	40
41		(548) Amortization of discount on funded debt	0	0	41
42		TOTAL FIXED CHARGES (lines 38-41)	36,691	35,317	42
43		Income after fixed charges (lines 37, 42)	161,267	(225,383)	43
OTHER DEDUCTIONS					
		(546) Interest on funded debt:			
44		(c) Contingent interest	0	0	44
UNUSUAL OR INFREQUENT ITEMS					
45		(555) Unusual or infrequent items (debit) credit	0	0	45
46		Income (loss) from continuing operations (before income taxes)	161,267	(225,383)	46
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income:			
47		(a) Federal income taxes	106	5,830	47
48		(b) State income taxes	0	100	48
49		(c) Other income taxes	0	0	49
50		(557) Provision for deferred taxes	(329)	(48,441)	50
51		TOTAL PROVISIONS FOR INCOME TAXES (lines 47-50)	(223)	(42,511)	51
52		Income from continuing operations (lines 46-51)	161,490	(182,872)	52
DISCONTINUED OPERATIONS					
53		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)	0	0	53
54		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)	0	0	54
55		Income before extraordinary items (lines 52 + 53 + 54)	161,490	(182,872)	55
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
56		(570) Extraordinary items (net)	0	(5,158)	56
57		(590) Income taxes on extraordinary items	0	0	57
58		(591) Provision for deferred taxes-Extraordinary items	0	2,065	58
59		TOTAL EXTRAORDINARY ITEMS (lines 56-58)	0	(3,093)	59
60		(592) Cumulative effect of changes in accounting principles (less applicable tax of \$0)	0	0	60
61		Net income (loss) (lines 55 + 59 + 60)	161,490	(185,965)	61
Reconciliation of net railway operating income (NROI)					
62		Net revenues from railway operations	181,224	(199,287)	62
63		(556) Income taxes on ordinary income (-)	106	5,930	63
64		(557) Provision for deferred income taxes (-)	(329)	(48,441)	64
65		Income from lease of road and equipment (-)	0	0	65
66		Rent for leased roads and equipment (+)	1,174	1,147	66
67		Net railway operating income (loss)	182,621	(155,629)	67

NOTES AND REMARKS FOR SCHEDULES 210 AND 220

1. SPECIAL CHARGES

In 1995 Canadian Pacific announced a corporate restructuring program to improve the performance of the railway business and achieve increased returns for shareholders. This program also impacted Soo Line Railroad (SOO), and the following operating expense special charges were recorded in the fourth quarter 1995 as shown below (dollars in thousands):

1995 Items	Amount	Schedule 410		Schedule 410 Line Description
		Line	Column	
Asset value writedowns	\$ 208,800	138	E	Depreciation - other
Environmental charges	27,300	150	E	Other - other
Accruals for employee and other costs	53,600	618	E	Other
Total	<u>\$ 289,700</u>			

During 1996, \$14.9 Million of payments were made relating to these special charges. In addition, \$86.6 million of favorable accrual adjustments were made to these programs as shown below:

Accrual Adjustment Item:	Amount	Schedule 410	
		Line	Column
Way & Structure - Depreciation Expense	\$ (82,814)	138	E
Way & Structure - Dismantling	2500	147	E
General and administrative - other expense	(6,300)	618	E
	<u>(86,614)</u>		

2. TRANSACTIONS WITH RELATED PARTIES

SOO is being charged the full impact on Schedule 210 (the income statement) for all transactions effected by Parent since SOO is the only active subsidiary of Parent. Interest expense, net, pushed down to SOO earnings in 1996 and 1995 was \$27.0 million and \$29.8 million respectively. In addition, SOO was charged in 1995 for Parent's \$3.1 million after tax extraordinary loss for early extinguishment of debt.

220. RETAINED EARNINGS

(Dollars in thousands)

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

Line No.	Cross Check	Item (a)	Retained earnings— unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances at beginning of year	(133,018)	31,201	1
2		(601.5) Prior period adjustments to beginning retained earnings	0	0	2
		CREDITS			
3		(602) Credit balance transferred from income	159,365	2,125	3
4		(603) Appropriations released	0		4
5		(606) Other credits to retained earnings	505		5
6		TOTAL	159,870	2,125	6
		DEBITS			
7		(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: common stock			11
12		preferred stock ¹			12
13		TOTAL	0	0	13
14		Net increase (decrease) during year (line 6 minus line 13)	159,870	2,125	14
15		Balances at close of year (lines 1, 2 and 14)	26,852	33,326	15
16		Balances from line 15(c)	33,326	N/A	16
17		(798) Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	60,178		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 — — — — \$ 0			22
23		Account 616 — — — — \$ 0			23

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

230. CAPITAL STOCK

PART I. CAPITAL STOCK
(Dollars in thousands)

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

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common	\$3-1/3	8,400,000	7,586,283		7,586,283	246,176		1
2									2
3									3
4	Preferred								4
5									5
6									6
7									7
8									8
9									9
10	TOTAL		8,400,000	7,586,283		7,586,283	246,176		10

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

(Dollars in thousands)

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

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year			7,586,283	246,176				11
12	Capital Stock Sold ¹								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Capital Contribution from Parent							42,966	15
16									16
17	Balance at close of year			7,586,283	246,176			42,966	17

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

* See footnote 12 on page 11.

240. STATEMENT OF CASH FLOWS
(Dollars in thousands)

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

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

Note 1: This page is intentionally left blank because the indirect method of reporting cash flows is used.

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

Line No.	Description (a)	Current Year (b)	Prior Year (c)	Line No.
RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES				
10	Income from continuing operations	161,490	(182,872)	10
ADJUSTMENTS TO RECONCILE INCOME FROM CONTINUING OPERATIONS TO NET CASH PROVIDED BY OPERATING ACTIVITIES				
11	Loss (gain) on sale or disposal of tangible property and adjustments	(3,681)	(2,049)	11
12	Depreciation and amortization expenses	32,254	41,589	12
13	Increase (decrease) provision for deferred income taxes	0	(48,441)	13
14	Net decrease (increase) in undistributed earnings (losses) of affiliates	(2,125)	(2,136)	14
15	(Increase) decrease in accounts receivable	17,717	5,788	15
16	Proceeds from accounts receivable sale	0	72,000	16
17	Remittance of collected receivables to purchaser	(72,000)	(85,000)	17
18	(Increase) decrease in materials and supplies, and other current assets	5,119	4,334	18
19	Increase (decrease) in current liabilities other than debt	(4,319)	(42,569)	19
20	Increase (decrease) in other - net	(42,283)	3,271	20
21	Extraordinary loss - net of tax, Special charges, and Special charge amortization & payments.	(99,680)	275,088	21
22	Net cash provided from continuing operations	(7,508)	39,003	22
23	Add (subtract) cash generated (paid) by reason of discontinued operations and extraordinary items	0	(3,093)	23
24	NET CASH PROVIDED FROM OPERATING ACTIVITIES	(7,508)	35,910	24
CASH FLOWS FROM INVESTING ACTIVITIES				
25	Proceeds from sale of property	4,780	2,900	25
26	Capital expenditures	(162,863)	(139,770)	26
27	Net change in temporary cash investments not qualifying as cash equivalents	0	0	27
28	Proceeds from sale/repayments of investment and advances	0	0	28
29	Merger of Marathon U.S. Realities, Inc. (See Footnote 12 on page 11)	32,614	0	29
30	Net decrease (increase) in sinking and other special funds	234	243	30
31	Other - net	334	36	31
32	NET CASH USED IN INVESTING ACTIVITIES	(124,901)	(136,591)	32
CASH FLOWS FROM FINANCING ACTIVITIES				
33	Proceeds from issuance of long-term debt	538,237	422,824	33
34	Principal payments of long-term debt	(375,060)	(325,551)	34
35	Proceeds from issuance of capital stock	0	0	35
36	Purchase price of acquiring treasury stock	0	0	36
37	Cash dividends paid	0	0	37
38	Other - net - Proceeds from sale/leaseback transaction	0	0	38
39	NET CASH FROM FINANCING ACTIVITIES	163,177	97,273	39
40	NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	30,768	(3,408)	40
41	Cash and cash equivalents at beginning of year	4,459	7,867	41
42	CASH & CASH EQUIVALENTS AT END OF THE YEAR	35,227	4,459	42
Footnotes to Schedule 240				
43	Cash paid during the year for: Interest (net of amount capitalized)	2,550	3,373	43
44	Interest paid to related parties	37,108	30,098	44
45	Income taxes (net)	702	250	45

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	23,793	1
2	Customers (706)	Schedule 200, line 6, column b	28,880	2
3	Other (707)	Note A	9,174	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	61,847	4
OPERATING REVENUE				
5	Railway Operating Revenue	Schedule 210, line 13, column b	668,961	5
6	Rent Income	Note B	42,901	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	711,862	7
8	Average Daily Operating Revenues	Line 7 ÷ 360 days	1,977	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 ÷ Line 8	31	9
10	Revenue Delay Days Plus Buffer	Line 9 + 15 days	46	10
CURRENT OPERATING LIABILITIES				
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	11,031	11
12	Audited Accounts and Wages Payable (753)	Note A	14,027	12
13	Accounts Payable-Other (754)	Note A	836	13
14	Other Taxes Accrued (761.5)	Note A	7,612	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	33,506	15
OPERATING EXPENSES				
16	Railway Operating Expenses	Schedule 210, line 14, column b	487,737	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	(50,560)*	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	581,198	18
19	Average Daily Expenditures	Line 18 ÷ 360 days	1,614	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 ÷ line 19	21	20
21	Days of Working Capital Required	Line 10 - line 20 (Note C)	25	21
22	Cash Working Capital Required	Line 21 × line 19	40,350	22
23	Cash and Temporary Cash Balances	Schedule 200, line 1 + line 2, column b	34,898	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	34,898	24
MATERIALS AND SUPPLIES				
25	Total Materials and Supplies (712)	Note A	25,936	25
26	Scrap and Obsolete Material included in Acct. 712	Note A	0	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	25,936	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	60,834	28

* See Schedule 210, Footnote 1 Page 18, regarding restructuring charges.

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

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GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A

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

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

SCHEDULE OF CONTROLLED COMPANIES (See footnotes on page 25)

<u>Name of Controlled Company</u>	<u>Other Controlling Companies</u>
MT Properties, Inc.	BNSF — 37.78%; UP — 36.72%; Whirlpool — 12.75%
Belt Railway Company of Chicago	CSXT—25%; BNSF, Conrail—16.67% each; GTW, ICG, N&W, and UP — 8.33% each
Indiana Harbor Belt Railroad Company	Conrail — 51%
Kansas City Terminal Railway Company	UP — 33.33%; BNSF — 25%; CM&W, SSW, KCS, N&W — 8.33%
Trailer Train	Various others

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of control	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	721	A-1	VII	Belt Railway Company of Chicago	8.330	1
2	721	A-1	VII	Indiana Harbor Belt Railroad Company	49.000	2
3	721	A-1	VII	Kansas City Terminal Railway Company	8.330	3
4	721	A-1	VII	Trailer Train Company	2.700	4
5						5
6				Total Class A-1		6
7						7
8	721	A-2	VII	Milwaukee Motor Transportation Company	100.000	8
9	721	A-2	VII	CTH&SE Railway Company	54.020	9
10						10
11				Total Class A-2		11
12						12
13	721	A-3	VII	Tri-State Land Company	100.000	13
14	721	A-3	X	MT Properties, Inc.	12.750	14
15						15
16				Total Class A-3		16
17						17
18				Total Class A		18
19						19
20						20
21	721	E-1	VII	Kansas City Terminal Railway Company		21
22	721	E-1	VII	Western Railroad Association		22
23						23
24				Total Class E-1		24
25						25
26	721	E-2	VII	Milwaukee Motor Transportation Company		26
27						27
28				Total Class E-2		28
29						29
30	721	E-3	X	MT Properties, Inc.		30
31	721	E-3	X	SUMAC		31
32						32
33				Total Class E-3		33
34						34
35				Total Class E		35
36						36
37				Grand Total		37
38						38
39						39
40						40
41						41

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

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

Line No.	Investments and advances				Disposed of: profit (loss)	Adjustments Account 721.5	Dividends or interest credited to income	Line No.
	Opening balance	Additions	Deductions (if other than sale, explain)	Closing balance				
	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
1	260	0	0	260	0	0	0	1
2	1,359	0	0	1,359	0	0	0	2
3	0	0	0	0	0	0	0	3
4	218	0	0	218	0	0	0	4
5								5
6	1,837	0	0	1,837	0	0	0	6
7								7
8	0	0	0	0	0	0	0	8
9	0	0	0	0	0	0	0	9
10								10
11	0	0	0	0	0	0	0	11
12								12
13	900	0	0	900	0	0	0	13
14	91	0	0	91	0	0	31	14
15								15
16	991	0	0	991	0	0	31	16
17								17
18	2,828	0	0	2,828	0	0	31	18
19								19
20								20
21	0	0	0	0	0	0	0	21
22	75	0	0	75	0	0	0	22
23								23
24	75	0	0	75	0	0	0	24
25								25
26	1,745	0	0	1,745	0	0	0	26
27								27
28	1,745	0	0	1,745	0	0	0	28
29								29
30	111	0	(7)	104	0	0	0	30
31	200	0	(200)	0	0	0	0	31
32								32
33	311	0	(207)	104	0	0	0	33
34								34
35	2,131	0	(207)	1,924	0	0	0	35
36								36
37	4,959	0	(207)	4,752	0	0	31	37
38								38
39								39
40								40
41								41

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

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						1
2				This page intentionally left blank.		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
39						39
40						40

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

Line No.	Investments and advances				Disposed of: profit (loss)	Adjustments Account 721.5	Dividends or interest credited to income	Line No
	Opening balance	Additions	Deductions (if other than sale, explain)	Closing balance				
	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
1								1
2			This Page intentionally left blank.					2
3								3
4								4
5								5
6								6
7								7
8								8
9								9
10								10
11								11
12								12
13								13
14								14
15								15
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29								29
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31								31
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34								34
35								35
36								36
37								37
38								38
39								39
40								40

310A. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES

(Dollars in thousands)

Undistributed Earnings from Certain Investments in Affiliated Companies

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

Line No	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustments for investments equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at close of year (g)	Line No
Carriers: (List specifics for each company)								
1	Indiana Harbor Belt Railroad Company	11,348		1,633			12,981	1
2	Milwaukee Motor Transportation Company	(1,098)					(1,098)	2
3								3
4								4
5								5
6								6
7								7
8								8
9								9
10								10
11								11
12								12
13		10,250	0	1,633	0	0	11,883	13
Noncarrier: (List specifics for each company)								
14	Tri-State Land Company	20,951		492			21,443	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	Grand Total	31,201	0	2,125	0	0	33,326	27

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

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

NOTES AND REMARKS

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED

PROPERTY AND EQUIPMENT

(Dollars in thousands)

Line No.	Cross Check	Account (a)	Balance beginning of year (b)	Expenditures during the year for original road & equipment, & road extensions (c)	Expenditures during the year for purchase of existing lines, re-organizations, etc. (d)	Line No.
1		(2) Land for transportation purposes	9,141	0	0	1
2		(3) Grading	26,177	0	0	2
3		(4) Other right-of-way expenditures	964	0	0	3
4		(5) Tunnels and subways	2,778	0	0	4
5		(6) Bridges, trestles, and culverts	39,806	0	0	5
6		(7) Elevated structures	0	0	0	6
7		(8) Ties	106,018	0	0	7
8		(9) Rail and other track material	188,738	0	0	8
9		(11) Ballast	84,141	0	0	9
10		(13) Fences, snow sheds, and signs	1,740	0	0	10
11		(16) Station and office buildings	10,918	0	0	11
12		(17) Roadway buildings	2,125	0	0	12
13		(18) Water stations	77	0	0	13
14		(19) Fuel stations	1,040	0	0	14
15		(20) Shops and enginehouses	6,064	0	0	15
16		(22) Storage warehouses	0	0	0	16
17		(23) Wharves and docks	1,301	0	0	17
18		(24) Coal and ore wharves	0	0	0	18
19		(25) TOFC/COFC terminals	5,875	0	0	19
20		(26) Communication systems	12,871	0	0	20
21		(27) Signals and interlockers	33,281	0	0	21
22		(29) Power plants	269	0	0	22
23		(31) Power-transmission systems	711	0	0	23
24		(35) Miscellaneous structures	322	0	0	24
25		(37) Roadway machines	24,627	0	0	25
26		(39) Public improvements - Construction	11,395	0	0	26
27		(44) Shop machinery	4,165	0	0	27
28		(45) Power-plant machinery	435	0	0	28
29		Other (specify and explain)	0	0	0	29
30		TOTAL EXPENDITURES FOR ROAD	574,979	0	0	30
31		(52) Locomotives	89,506	0	0	31
32		(53) Freight-train cars	276,800	0	0	32
33		(54) Passenger-train cars	0	0	0	33
34		(55) Highway revenue equipment	12	0	0	34
35		(56) Floating equipment	0	0	0	35
36		(57) Work equipment	7,927	0	0	36
37		(58) Miscellaneous equipment	1,254	0	0	37
38		(59) Computer systems and word processing equipment	5,965	0	0	38
39		TOTAL EXPENDITURES FOR EQUIPMENT	381,464	0	0	39
40		(76) Interest during construction	0	0	0	40
41		(80) Other elements of investment	0	0	0	41
42		(90) Construction in progress	5,111	0	0	42
43		GRAND TOTAL	961,554	0	0	43

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED

PROPERTY AND EQUIPMENT - Cont'd.

(Dollars in thousands)

Line No.	Cross Check	Expenditures for additions during the year (e)	Credits for property retired during (f)	Net changes during the year the year (g)	Balance at close of year (h)	Line No.
1		85	54	31	9,172	1
2		2,662	1,448	1,214	27,391	2
3		0	110	(110)	854	3
4		0	0	0	2,778	4
5		1,433	921	512	40,318	5
6		0	0	0	0	6
7		11,940	1,974	9,966	115,984	7
8		22,913	2,300	20,613	209,351	8
9		6,261	1,452	4,809	88,950	9
10		8	47	(39)	1,701	10
11		3,335	1,305	2,030	12,948	11
12		7	38	(31)	2,094	12
13		0	(2)	2	79	13
14		174	11	163	1,203	14
15		7,545	144	7,401	13,465	15
16		0	0	0	0	16
17		0	1	(1)	1,300	17
18		0	0	0	0	18
19		11	233	(222)	5,653	19
20		3,326	41	3,285	16,156	20
21		4,532	148	4,384	37,665	21
22		12	0	12	281	22
23		94	6	88	799	23
24		0	(24)	24	346	24
25		2,771	6,472	(3,701)	20,926	25
26		389	73	316	11,711	26
27		231	545	(314)	3,851	27
28		0	0	(0)	435	28
29		0	0	0	0	29
30		67,728	17,296	50,432	625,411	30
31		353	9,638	(9,285)	80,221	31
32		78,410	6,714	71,696	348,496	32
33		0	0	0	0	33
34		0	(0)	0	12	34
35		0	0	0	0	35
36		52	187	(135)	7,792	36
37		0	28	(28)	1,226	37
38		1,405	1,379	26	5,991	38
39		80,220	17,946	62,274	443,738	39
40		0	0	0	0	40
41		0	0	0	0	41
42		5,929	(1)	5,930	11,041	42
43		153,877 *	35,241 (1)	118,636	1,080,190	43

* Page 22, Schedule 240, line 26 - Capital Expenditures include \$8,985 thousand for Property Held for Disposition in account 741

(1) Refer to Schedule 210, Footnote 1.

**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.

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	26,177	26,827	0.94				1
2	(4) Other right-of-way expenditures	964	938	1.43				2
3	(5) Tunnels and subways	2,778	2,778	1.16				3
4	(6) Bridges, trestles, and culverts	39,806	40,038	1.62				4
5	(7) Elevated structures	0	0	0.00				5
6	(8) Ties	106,018	114,725	4.21				6
7	(9) Rail and other track material	188,738	207,506	3.21				7
8	(11) Ballast	84,141	88,092	2.09				8
9	(13) Fences, snowsheds, and signs	1,740	1,706	4.27				9
10	(16) Station and office buildings	10,918	12,819	3.07				10
11	(17) Roadway buildings	2,125	2,091	2.98				11
12	(18) Water stations	77	78	5.27				12
13	(19) Fuel stations	1,040	1,201	3.26				13
14	(20) Shops and enginehouses	6,064	11,305	1.79				14
15	(22) Storage warehouses	0	0	0.00				15
16	(23) Wharves and docks	1,301	1,300	3.39				16
17	(24) Coal and ore wharves	0	0	0.00				17
18	(25) TOFC/COFC terminals	5,875	5,847	2.46				18
19	(26) Communication systems	12,871	16,340	2.61				19
20	(27) Signals and interlockers	33,281	36,880	3.03				20
21	(29) Power plants	269	281	1.52				21
22	(31) Power-transmission systems	711	806	1.83				22
23	(35) Miscellaneous structures	322	321	4.21				23
24	(37) Roadway machines	24,627	26,482	6.45				24
25	(39) Public improvements -- Construction	11,395	11,700	3.17				25
26	(44) Shop machinery	4,165	4,313	2.18				26
27	(45) Power-plant machinery	435	435	2.78				27
28	All other road accounts	0	0	0.00				28
29	Amortization (other than defense projects)	0	0	0.00				29
30	TOTAL ROAD	565,838	614,809	3.30	0	0		30
	EQUIPMENT							
31	(52) Locomotives	89,506	89,493	2.00				31
32	(53) Freight-train cars	276,800	354,075	4.81				32
33	(54) Passenger-train cars	0	0	0.00				33
34	(55) Highway revenue equipment	12	12	0.00				34
35	(56) Floating equipment	0	0	0.00				35
36	(57) Work equipment	7,927	7,824	2.13				36
37	(58) Miscellaneous equipment	1,254	1,226	0.00				37
38	(59) Computer systems and word processing equipment	5,965	6,120	15.00				38
39	TOTAL EQUIPMENT	381,464	458,750	4.24	0	0		39
40	GRAND TOTAL	947,302	1,073,559	N/A	0	0	N/A	40

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

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

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

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

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

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading	10,170	246	0	1,449	0	8,967	1
2		Other right-of-way expenditures	87	12	0	90	0	9	2
3		(5) Tunnels and subways	(146)	32	0	0	0	(114)	3
4		(6) Bridges, trestles, and culverts	7,883	647	0	821	0	7,709	4
5		(7) Elevated structures	0	0	0	0	0	0	5
6		(8) Ties	41,106	4,622	0	3,694	0	42,034	6
7		(9) Rail and other track material	69,725	6,186	0	2,005	0	73,906	7
8		(11) Ballast	3,929	1,800	0	1,449	0	4,280	8
9		(13) Fences, snowsheds, and signs	1,223	29	0	45	0	1,207	9
10		(16) Station and office buildings	2,359	355	0	743	0	1,971	10
11		(17) Roadway buildings	420	63	0	45	0	438	11
12		(18) Water stations	60	4	0	(2)	0	66	12
13		(19) Fuel stations	439	36	0	11	0	464	13
14		(20) Shops and enginehouses	1,405	144	0	140	0	1,409	14
15		(22) Storage warehouses	0	0	0	0	0	0	15
16		(23) Wharves and docks	573	44	0	0	0	617	16
17		(24) Coal and ore wharves	0	0	0	0	0	0	17
18		(25) TOFC/COFC terminals	2,015	139	0	206	0	1,948	18
19		(26) Communication systems	2,025	359	0	41	0	2,343	19
20		(27) Signals and interlockers	6,419	1,048	0	142	0	7,325	20
21		(29) Power plants	68	4	0	0	0	72	21
22		(31) Power-transmission systems	206	14	0	7	0	213	22
23		(35) Miscellaneous structures	172	14	0	(25)	0	211	23
24		(37) Roadway machines	12,183	676	1,386 @	3,231	0	11,014	24
25		(39) Public improvements-Const.	1,733	364	0	73	0	2,024	25
26	*	(44) Shop machinery	1,237	93	0	545	0	785	26
27		(45) Power-plant machinery	163	12	0	0	0	175	27
28		All other road accounts	0	0	0	0	0	0	28
29		Amortization (Adjustments)	0	0	0	0	0	0	29
30		TOTAL ROAD	165,454	16,943	1,386	14,710	0	169,073	30
		EQUIPMENT							
31	*	(52) Locomotives	50,933	1,832	0	5,822	0	46,943	31
32	*	(53) Freight-train cars	74,327	12,432	0	3,733	13	83,013	32
33	*	(54) Passenger-train cars	0	0	0	0	0	0	33
34	*	(55) Highway revenue equipment	8	0	0	0	0	8	34
35	*	(56) Floating equipment	0	0	0	0	0	0	35
36	*	(57) Work equipment	5,443	169	0	135	(13)	5,490	36
37	*	(58) Miscellaneous equipment	1,189	0	0	14	0	1,175	37
38		(59) Computer systems and word processing equipment	3,689	878	0	1,379	0	3,188	38
39	*	Amortization (Adjustments)	0	0	0	0	0	0	39
40		TOTAL EQUIPMENT	135,589	15,311	0	11,083	0	139,817	40
41		GRAND TOTAL	301,043	32,254	1,386	25,793	0	308,890	41

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

@ Capitalized Roadway Machine depreciation.

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33	(54) Passenger-train cars	0	0	N/A	33
34	(55) Highway revenue equipment	0	0	N/A	34
35	(56) Floating equipment	0	0	N/A	35
36	(57) Work equipment	0	0	N/A	36
37	(58) Miscellaneous equipment	100	100	N/A	37
38	(59) Computer systems and word processing equipment	0	0	N/A	38
39	Amortization Adjustment	0	0	N/A	39
40	TOTAL EQUIPMENT	2,056	2,183	N/A	40
41	GRAND TOTAL (Note 1)	6,997	6,937	N/A	41

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

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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 (e), enter amounts charged to operating expenses; in column (f), enter debits to account arising from retirements; in column (g), 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 (e) the charges to operating expenses, and in column (f) show payments made

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 (e) and the charges to operating expenses should be fully explained on page 35.
4. Show in column (e) the debits to the reserve arising from retirements. These debits should not exceed investment, etc.
5. Details in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39 Grand Total, should be completed.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retire-ments (e)	Other debits (f)		
ROAD									
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail & other track material							7
8		(11) Ballast							8
9		(13) Fences snow sheds & signs							9
10		(16) Station & office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops & enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves & docks							16
17		(24) Coal & ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals & interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements—const.							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD		See Note 1.					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		See Note 1.					38
39		GRAND TOTAL		See Note 1.					39

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

Note 1: Figures have been incorporated on Schedule 335 per ICC instructions.

NOTES AND REMARKS FOR SCHEDULE 342

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

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

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

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

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

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

Line No.	Cross Check	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No.
			At beginning of year (b)	At close of year (c)		
		ROAD				
1		(3) Grading				1
2		(4) Other right-of-way expenditures				2
3		(5) Tunnels and subways				3
4		(6) Bridges, trestles & culverts				4
5		(7) Elevated structures				5
6		(8) Ties				6
7		(9) Rail & other track material				7
8		(11) Ballast				8
9		(13) Fences snow sheds & signs				9
10		(16) Station & office buildings				10
11		(17) Roadway buildings				11
12		(18) Water stations				12
13		(19) Fuel stations				13
14		(20) Shops & enginehouses				14
15		(22) Storage warehouses				15
16		(23) Wharves & docks				16
17		(24) Coal & ore wharves				17
18		(25) TOFC/COFC terminals				18
19		(26) Communication systems				19
20		(27) Signals & interlockers				20
21		(29) Power plants				21
22		(31) Power-transmission systems				22
23		(35) Miscellaneous structures				23
24		(37) Roadway machines				24
25		(39) Public improvements—const.				25
26		(44) Shop machinery				26
27		(45) Power—plant machinery				27
28		All other road accounts				28
29		TOTAL ROAD		See Note 1.		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		See Note 1.		38
39		GRAND TOTAL		See Note 1.		39

Note 1: Total road and equipment leased to others is less than 5% of total owned.

351. ACCUMULATED DEPRECIATION - ROAD AND EQUIPMENT LEASED TO OTHERS

(Dollars in thousands)

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

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

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

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retire-ments (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail & other track material							7
8		(11) Ballast							8
9		(13) Fences snow sheds & signs							9
10		(16) Station & office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops & enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves & docks							16
17		(24) Coal & ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals & interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-const.							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD		See Note 1.					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		See Note 1.					38
39		GRAND TOTAL		See Note 1.					39

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

Note 1: Total road and equipment leased to others is less than 5% of total owned.

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

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

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

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

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

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

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

Line No.	Class (See ins. 2) (a)	Name of company (b)	Miles of road (see ins. 4) (whole number) (c)	Investments in property (see ins. 5) (d)	Depreciation & amortization of defense projects (see ins. 6) (e)	Line No.
1	R	Soo Line Railroad Company	3,292			1
2						2
3		Account 731		1,073,253	307,763	3
4						4
5		Account 732		6,937	1,127	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		TOTAL	3,292	1,080,190	308,890	31

352B. INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE

(By Property Accounts)

(Dollars in thousands)

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

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

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

4. Report on line 30 amounts not includible in the accounts shown, or in line 29. The items included should be briefly identified and explained. Also include here those items after permission is obtained from the Commission for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Commission.

Line No.	Cross Check	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (proprietary companies) (d)	Other leased properties (e)	Line No.
1		(2) Land for transportation purposes	9,172	0	0	0	1
2		(3) Grading	27,391	0	0	0	2
3		(4) Other right-of-way expenditures	854	0	0	0	3
4		(5) Tunnels and subways	2,778	0	0	0	4
5		(6) Bridges, trestles, and culverts	40,318	0	0	0	5
6		(7) Elevated structures	0	0	0	0	6
7		(8) Ties	115,984	0	0	0	7
8		(9) Rail and other track material	209,351	0	0	0	8
9		(11) Ballast	88,950	0	0	0	9
10		(13) Fences, snow sheds, and signs	1,701	0	0	0	10
11		(16) Station and office buildings	12,948	0	0	0	11
12		(17) Roadway buildings	2,094	0	0	0	12
13		(18) Water stations	79	0	0	0	13
14		(19) Fuel stations	1,203	0	0	0	14
15		(20) Shops and enginehouses	13,465	0	0	0	15
16		(22) Storage warehouses	0	0	0	0	16
17		(23) Wharves and docks	1,300	0	0	0	17
18		(24) Coal and ore wharves	0	0	0	0	18
19		(25) TOFC/COFC terminals	5,653	0	0	0	19
20		(26) Communication systems	16,156	0	0	0	20
21		(27) Signals and interlockers	37,665	0	0	0	21
22		(29) Power plants	281	0	0	0	22
23		(31) Power-transmission systems	799	0	0	0	23
24		(35) Miscellaneous structures	346	0	0	0	24
25		(37) Roadway machines	20,926	0	0	0	25
26		(39) Public improvements - Construction	11,711	0	0	0	26
27		(44) Shop machinery	3,851	0	0	0	27
28		(45) Power-plant machinery	435	0	0	0	28
29		Leased property capitalized rentals (explain)	0	0	0	0	29
30		Other (specify and explain)	0	0	0	0	30
31		TOTAL ROAD	625,411	0	0	0	31
32		(52) Locomotives	80,221	0	0	0	32
33		(53) Freight-train cars	348,496	0	0	0	33
34		(54) Passenger-train cars	0	0	0	0	34
35		(55) Highway revenue equipment	12	0	0	0	35
36		(56) Floating equipment	0	0	0	0	36
37		(57) Work equipment	7,792	0	0	0	37
38		(58) Miscellaneous equipment	1,226	0	0	0	38
39		(59) Computer systems and word processing equipment	5,991	0	0	0	39
40		TOTAL EQUIPMENT	443,738	0	0	0	40
41		(76) Interest during construction	0	0	0	0	41
42		(80) Other elements of investment	0	0	0	0	42
43		(90) Construction in progress	11,041	0	0	0	43
44		GRAND TOTAL	1,080,190	0	0	0	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 (e) and (d)
= Lines 24, 39, columns (e) and (d)
= Lines 32, 35, 36, 37, 40, 41, columns (e) and (d)

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

Lines 5, 38, column (b)

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

Lines 24, 39, column (b)

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

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

SCHEDULE 417

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

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

SCHEDULE 450

Line 4 column b

SCHEDULE 210

= Line 47 column b

1996
SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

LINE NO.	NAME OF RAILWAY OPERATING EXPENSE ACCOUNT	FREIGHT						TOTAL (F)	PASSENGER (G)	TOTAL (H)	LINE NO.
		SALARIES & WAGES (B)	MAT'L & OTHER (C)	PURCHASED SERVICES (D)	GENERAL (E)	TOTAL (F)					
WAYS AND STRUCTURE											
ADMINISTRATIVE											
1	TRACK	1,622	148	431	375	2,576	0	2,576	1		
2	BRIDGE AND BUILDING	737	84	245	214	1,280	0	1,280	2		
3	SIGNAL	965	144	427	359	1,895	0	1,895	3		
4	COMMUNICATION	632	84	246	214	1,176	0	1,176	4		
5	OTHER	515	66	189	172	942	0	942	5		
REPAIR AND MAINTENANCE											
6	ROADWAY - RUNNING	2,924	75	463	206	3,668	0	3,668	6		
7	ROADWAY - SWITCHING	618	19	116	46	799	0	799	7		
8	TUNNELS & SUBWAYS - RUNNING	(1)			1	0	0	0	8		
9	TUNNELS & SUBWAYS - SWITCHING					0	0	0	9		
10	BRIDGES & CULVERTS - RUNNING	1,443	648	376	179	2,646	0	2,646	10		
11	BRIDGES & CULVERTS - SWITCHING	288	156	20	38	502	0	502	11		
12	TIES - RUNNING	1,168	316	256	72	1,812	0	1,812	12		
13	TIES - SWITCHING	179	79	64	13	335	0	335	13		
14	RAIL & OTM - RUNNING	5,875	2,145	1,841	171	10,032	0	10,032	14		
15	RAIL & OTM - SWITCHING	1,395	539	413	36	2,383	0	2,383	15		
16	BALLAST - RUNNING	1,145	442	316	144	2,047	0	2,047	16		
17	BALLAST - SWITCHING	221	114	7	18	360	0	360	17		
18	ROAD PROPERTY DAMAGED - RUNNING	550	84	26	28	688	0	688	18		
19	ROAD PROPERTY DAMAGED - SWITCHING	137	21	6	7	171	0	171	19		
20	ROAD PROPERTY DAMAGED - OTHER					0	0	0	20		
21	SIGNALS - INTERLOCKERS - RUNNING	3,652	892	(1,192)	249	3,601	0	3,601	21		
22	SIGNALS - INTERLOCKERS - SWITCHING	721	223	104	62	1,110	0	1,110	22		
23	COMMUNICATIONS SYSTEMS	1,565	545	60	106	2,276	0	2,276	23		
24	POWER SYSTEMS	71	2		19	92	0	92	24		
25	HIGHWAY GRADE CROSSING - RUNNING	1,081	668	6	160	1,915	0	1,915	25		
26	HIGHWAY GRADE CROSSING - SWITCHING	0	0	0	0	0	0	0	26		
27	STATION & OFFICE BUILDINGS	472	366	303	355	1,496	0	1,496	27		
28	SHOP BUILDINGS - LOCOMOTIVES	205	23		38	266	0	266	28		
29	SHOP BUILDINGS - FREIGHT CARS	147	117		16	280	0	280	29		
30	SHOP BUILDINGS - OTHER EQUIPMENT	213	68	201	65	547	0	547	30		

1996
SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

LINE NO.	NAME OF RAILWAY OPERATING EXPENSE ACCOUNT	FREIGHT						TOTAL (H)	LINE NO.
		SALARIES & WAGES (B)	MAT'L & OTHER (C)	PURCHASED SERVICES (D)	GENERAL (E)	TOTAL FREIGHT (F)	PASSENGER (G)		
101	LOCOMOTIVE SERVICING FACILITIES	11		17	13	100	0	100	101
102	MISCELLANEOUS BUILDING & STRUCTURE	211		128	70	409	0	409	102
103	COAL TERMINALS					0	0	0	103
104	ORE TERMINALS					0	0	0	104
105	OTHER MARINE TERMINALS					0	0	0	105
106	TOFC/COFC - TERMINALS	51		388	41	531	0	531	106
107	MOTOR VEHICLE LANDING & DISTRIBUTION FACILITY					0	0	0	107
108	FACILITIES FOR OTHER SPECIAL SERVICE OPERATIONS					0	0	0	108
109	ROADWAY MACHINES	1,626		188	225	3,415	0	3,415	109
110	SMALL TOOLS AND SUPPLIES	44		445	292	3,502	0	3,502	110
111	SNOW REMOVAL	1,238		265	9	1,597	0	1,597	111
112	FRINGE BENEFITS - RUNNING					12,550	0	12,550	112
113	FRINGE BENEFITS - SWITCHING					2,182	0	2,182	113
114	FRINGE BENEFITS - OTHER					7,186	0	7,186	114
115	CASUALTIES & INSURANCE - RUNNING					6,496	0	6,496	115
116	CASUALTIES & INSURANCE - SWITCHING					146	0	146	116
117	CASUALTIES & INSURANCE - OTHER					170	0	170	117
118	LEASE RENTALS - DEBIT - RUNNING					0	0	0	118
119	LEASE RENTALS - DEBIT - SWITCHING					0	0	0	119
120	LEASE RENTALS - DEBIT - OTHER					3,252	0	3,252	120
121	LEASE RENTAL - [CREDIT] - RUNNING					0	0	0	121
122	LEASE RENTAL - [CREDIT] - SWITCHING					0	0	0	122
123	LEASE RENTAL - [CREDIT] - OTHER					0	0	0	123
124	JOINT FACILITY RENT - DEBIT - RUNNING			9,372		9,372	0	9,372	124
125	JOINT FACILITY RENT - DEBIT - SWITCHING			2,074		2,074	0	2,074	125
126	JOINT FACILITY RENT - DEBIT - OTHER			83		83	0	83	126
127	JOINT FACILITY RENT - [CREDIT] - RUNNING			(558)		(558)	0	(558)	127
128	JOINT FACILITY RENT - [CREDIT] - SWITCHING			(2)		(2)	0	(2)	128
129	JOINT FACILITY RENT - [CREDIT] - OTHER					0	0	0	129
130	OTHER RENTS - DEBIT - RUNNING					1	0	1	130
131	OTHER RENTS - DEBIT - SWITCHING					0	0	0	131
132	OTHER RENTS - DEBIT - OTHER					0	0	0	132
133	OTHER RENTS - [CREDIT] - RUNNING					0	0	0	133

1996
SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

LINE NO	NAME OF RAILWAY OPERATING EXPENSE ACCOUNT	FREIGHT					TOTAL FREIGHT (F)	PASSENGER (G)	TOTAL (H)	LINE NO
		SALARIES & WAGES (B)	MAT'L & OTHER (C)	PURCHASED SERVICES (D)	GENERAL (E)					
134	OTHER RENTS - [CREDIT] - SWITCHING					0	0	0	0	134
135	OTHER RENTS - [CREDIT] - OTHER					0	0	0	0	135
136	DEPRECIATION - RUNNING				14,322	14,322	0	14,322	0	136
137	DEPRECIATION - SWITCHING				506	506	0	506	0	137
138	DEPRECIATION - OTHER				(80,792)	(80,792)	0	(80,792)	0	138
139	JOINT FACILITY - DEBIT - RUNNING			9,812		9,812	0	9,812	0	139
140	JOINT FACILITY - DEBIT - SWITCHING			1,312		1,312	0	1,312	0	140
141	JOINT FACILITY - DEBIT - OTHER			115		115	0	115	0	141
142	JOINT FACILITY - [CREDIT] - RUNNING			(3,727)		(3,727)	0	(3,727)	0	142
143	JOINT FACILITY - [CREDIT] - SWITCHING			(37)		(37)	0	(37)	0	143
144	JOINT FACILITY - [CREDIT] - OTHER					0	0	0	0	144
145	DISMANTLING RETIRED ROAD PROPERTY - RUNNING					0	0	0	0	145
146	DISMANTLING RETIRED ROAD PROPERTY - SWITCHING				2,500	2,500	0	2,500	0	146
147	DISMANTLING RETIRED ROAD PROPERTY - OTHER		(263)	87	(3,945)	(4,121)	0	(4,121)	0	147
148	OTHER - RUNNING		0	22		22	0	22	0	148
149	OTHER - SWITCHING		120	1,088		1,208	0	1,208	0	149
150	OTHER - OTHER	62		29,163	1,076	2,346	0	2,346	0	150
151	TOTAL WAY AND STRUCTURE	31,783	12,303	29,163	(33,590)	39,659		39,659		151
EQUIPMENT.										
LOCOMOTIVES										
201	ADMINISTRATIVE	1,331	27	55	155	1,568	0	1,568	0	201
202	REPAIR AND MAINTENANCE	5,770	13,499	108	451	19,828	0	19,828	0	202
203	MACHINERY REPAIR	25	22		36	83	0	83	0	203
204	EQUIPMENT DAMAGED					0	0	0	0	204
205	FRINGE BENEFITS					0	0	0	0	205
206	OTHER CASUALTIES & INSURANCE				2,250	2,250	0	2,250	0	206
207	LEASE RENTALS - DEBIT			13,061	1,203	1,203	0	1,203	0	207
208	LEASE RENTALS - [CREDIT]			(109)		(109)	0	(109)	0	208
209	JOINT FACILITY RENT - DEBIT					0	0	0	0	209
210	JOINT FACILITY RENT - [CREDIT]					0	0	0	0	210
211	OTHER RENTS - DEBIT					0	0	0	0	211
212	OTHER RENTS - [CREDIT]					0	0	0	0	212
213	DEPRECIATION				1,832	1,832	0	1,832	0	213
214	JOINT FACILITY - DEBIT			53		53	0	53	0	214
215	JOINT FACILITY - [CREDIT]			0		0	0	0	0	215
216	REPAIRS BILLED TO OTHERS -[CREDIT]			(161)		(161)	0	(161)	0	216

1996
SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

LINE NO	NAME OF RAILWAY OPERATING EXPENSE ACCOUNT	FREIGHT							TOTAL (H)	LINE NO
		SALARIES & WAGES (B)	MAT'L & OTHER (C)	PURCHASED SERVICES (D)	GENERAL (E)	TOTAL FREIGHT (F)	PASSENGER (G)			
217	DISMANTLING RETIRED PROPERTY							0	0	217
218	OTHER		50		36	86		86	86	218
219	TOTAL LOCOMOTIVE	7,126	13,598	13,007	5,963	39,694	0	39,694	39,694	219
220	FREIGHT CARS									
220	ADMINISTRATIVE	829	62	80	154	1,125	0	1,125	1,125	220
221	REPAIR & MAINTENANCE	5,568	9,737	12,186	698	28,189	0	28,189	28,189	221
222	MACHINERY REPAIR	24	22		35	81	0	81	81	222
223	EQUIPMENT DAMAGED			1,777		1,777	0	1,777	1,777	223
224	FRINGE BENEFIT				2,100	2,100	0	2,100	2,100	224
225	OTHER CASUALTIES & INSURANCE				1,368	1,368	0	1,368	1,368	225
226	LEASE RENTALS - DEBIT			32,399		32,399	0	32,399	32,399	226
227	LEASE RENTALS - (CREDIT)			(2,624)		(2,624)	0	(2,624)	(2,624)	227
228	JOINT FACILITY RENT - DEBIT					0	0	0	0	228
229	JOINT FACILITY RENT - (CREDIT)					0	0	0	0	229
230	OTHER RENTS - DEBIT			74,311		74,311	0	74,311	74,311	230
231	OTHER RENTS - (CREDIT)			(39,608)		(39,608)	0	(39,608)	(39,608)	231
232	DEPRECIATION			35	12,432	12,432	0	12,432	12,432	232
233	JOINT FACILITY - DEBIT					35	0	35	35	233
234	JOINT FACILITY - (CREDIT)					0	0	0	0	234
235	REPAIRS BILLED TO OTHERS - (CREDIT)			(10,384)		(10,384)	0	(10,384)	(10,384)	235
236	DISMANTLING RETIRED PROPERTY					0	0	0	0	236
237	OTHER					0	0	0	0	237
238	TOTAL FREIGHT CARS	6,421	9,821	68,172	16,787	101,201	0	101,201	101,201	238
301	OTHER EQUIPMENT									
301	ADMINISTRATIVE	47	2	2	9	60	0	60	60	301
302	REPAIR AND MAINTENANCE									
302	TRUCKS, TRAILERS, CONTAINERS									
303	FLOATING EQUIPMENT - REVENUE SERVICE		56	2,028	(561)	1,523	0	1,523	1,523	302
304	PASSENGER & OTHER REVENUE SERVICE					0	0	0	0	303
305	COMPUTERS & DATA PROCESSING SYSTEMS					0	0	0	0	304
306	MACHINERY					0	0	0	0	305
306	WORK & OTHER NON-REVENUE EQUIPMENT	24	22		35	81	0	81	81	306
307	EQUIPMENT DAMAGED	(1)	10	563	10	582	0	582	582	307
308	FRINGE BENEFITS			3		3	0	3	3	308
309	OTHER CASUALTIES & INSURANCE				55	55	0	55	55	309
310	LEASE RENTALS - DEBIT				44	44	0	44	44	310
311	LEASE RENTALS - (CREDIT)			5,426		5,426	0	5,426	5,426	311
312						0	0	0	0	312

1996
SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

LINE NO.	NAME OF RAILWAY OPERATING EXPENSE ACCOUNT	FREIGHT						TOTAL (H)	LINE NO.
		SALARIES & WAGES (B)	MAT'L & OTHER (C)	PURCHASED SERVICES (D)	GENERAL (E)	TOTAL FREIGHT (F)	PASSENGER (G)		
313	JOINT FACILITY RENT - DEBIT					0	0	0	313
314	JOINT FACILITY RENT - [CREDIT]					0	0	0	314
315	OTHER RENTS - DEBIT			3,035		3,035	0	3,035	315
316	OTHER RENTS - [CREDIT]					0	0	0	316
317	DEPRECIATION				1,140	1,140	0	1,140	317
318	JOINT FACILITY - DEBIT			4		4	0	4	318
319	JOINT FACILITY - [CREDIT]			0		0	0	0	319
320	REPAIRS BILLED TO OTHERS - [CREDIT]			(11)		(11)	0	(11)	320
321	DISMANTLING RETIRED PROPERTY					0	0	0	321
322	OTHER	76	6		107	189	0	189	322
323	TOTAL OTHER EQUIPMENT	146	96	11,050	839	12,131	0	12,131	323
324	TOTAL EQUIPMENT	13,693	23,515	92,229	23,589	153,026	0	153,026	324
TRANSPORTATION									
TRAIN OPERATIONS									
401	ADMINISTRATION	729	(6)	867	530	2,120	0	2,120	401
402	ENGINE CREWS	13,753	9	3,333	1,376	18,471	0	18,471	402
403	TRAIN CREWS	28,045	62	4,099	2,698	34,904	0	34,904	403
404	DISPATCHING TRAINS	4,767		(394)	38	4,411	0	4,411	404
405	OPERATING SIGNALS & INTERLOCKERS		179	488	23	690	0	690	405
406	OPERATING DRAWBRIDGES	239	16		1	256	0	256	406
407	HIGHWAY CROSSING PROTECTION					0	0	0	407
408	TRAIN INSPECTION & LUBRICATION	4,142	92	746	(896)	4,084	0	4,084	408
409	LOCOMOTIVE FUEL	337	35,978	8	401	36,724	0	36,724	409
410	ELECTRIC POWER PURCHASED OR PROD					0	0	0	410
411	SERVICING LOCOMOTIVES	2,225	717	208	267	3,417	0	3,417	411
412	FREIGHT LOST OR DAMAGED-SOLELY R				1,358	1,358	0	1,358	412
413	CLEARING WRECKS	57	59	2,297	13	2,426	0	2,426	413
414	FRINGE BENEFITS				19,820	19,820	0	19,820	414
415	OTHER CASUALTIES & INSURANCE				17,950	17,950	0	17,950	415
416	JOINT FACILITY-DEBIT			9,482		9,482	0	9,482	416
417	JOINT FACILITY-[CREDIT]			(1,900)		(1,900)	0	(1,900)	417
418	OTHER	1	4	77	469	551	0	551	418
419	TOTAL TRAIN OPERATIONS	54,295	37,110	19,311	44,048	154,764	0	154,764	419
YARD OPERATIONS									
420	ADMINISTRATION	0	280	249	181	710	0	710	420
421	SWITCH CREWS	26,908			(2,101)	24,807	0	24,807	421

1996
SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

LINE NO.	NAME OF RAILWAY OPERATING EXPENSE ACCOUNT	FREIGHT						TOTAL	PASSENGER	TOTAL	LINE NO.
		SALARIES & WAGES (B)	MAT'L & OTHER (C)	PURCHASED SERVICES (D)	GENERAL (E)	TOTAL FREIGHT (F)	(G)				
422	CONTROLLING OPERATIONS	5,018	141	35	87	5,281	0	5,281	0	5,281	422
423	YARD AND TERMINAL CLERICAL	4,221	166	43	82	4,512	0	4,512	0	4,512	423
424	OPERATING SWITCHES		17	732	28	777	0	777	0	777	424
425	LOCOMOTIVE FUEL	38	3,558		3	3,599	0	3,599	0	3,599	425
426	ELECTRIC POWER PURCHASED OR PRODUCED					0	0	0	0	0	426
427	SERVICING LOCOMOTIVES	1,896	330	102	142	2,470	0	2,470	0	2,470	427
428	FREIGHT LOST OR DAMAGED					0	0	0	0	0	428
429	CLEARING WRECKS					73	0	73	0	73	429
430	FRINGE BENEFITS	58	2		13	73	0	73	0	73	430
431	OTHER CASUALTIES & INSURANCE				12,223	12,223	0	12,223	0	12,223	431
432	JOINT FACILITY-DEBIT			1,511	1,730	1,730	0	1,730	0	1,730	432
433	JOINT FACILITY-(CREDIT)			0		1,511	0	1,511	0	1,511	433
434	OTHER					0	0	0	0	0	434
435	TOTAL YARD OPERATIONS	38,139	4,494	2,672	12,388	57,693	0	57,693	0	57,693	435
TRAIN AND YARD OPERATIONS COMMON											
501	CLEANING CAR INTERIORS	19	0	58		77	0	77	0	77	501
502	ADJUSTING & TRANSFERRING LOADS		3	123		126	0	126	0	126	502
503	CAR LOADING DEVICES & GRAIN DOORS				0	0	0	0	0	0	503
504	FREIGHT LOST & DAMAGED - ALL OTHER				1,698	1,698	0	1,698	0	1,698	504
505	FRINGE BENEFITS	19	3	181	7	190	0	190	0	190	505
506	TOTAL TRAIN & YARD OPERATIONS COMMON				1,705	1,908	0	1,908	0	1,908	506
SPECIALIZED SERVICE OPERATIONS											
507	ADMINISTRATION	1,227	254	185	277	1,943	0	1,943	0	1,943	507
508	PICKUP & DELIVERY AND MARINE LINE HAUL		0	0	0	0	0	0	0	0	508
509	LOADING & UNLOADING & LOCAL MARINE	419	30	4,368	16	4,833	0	4,833	0	4,833	509
510	PROTECTIVE SERVICES	8				8	0	8	0	8	510
511	FREIGHT LOST OR DAMAGED-SOLELY RELATED				339	339	0	339	0	339	511
512	FRINGE BENEFITS				566	566	0	566	0	566	512
513	CASUALTIES & INSURANCE					0	0	0	0	0	513
514	JOINT FACILITY - DEBIT					0	0	0	0	0	514
515	JOINT FACILITY - (CREDIT)					0	0	0	0	0	515
516	OTHER	0				0	0	0	0	0	516
517	TOTAL SPECIAL SERVICES OPERATIONS	1,654	284	4,553	1,198	7,689	0	7,689	0	7,689	517

1996
SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

FREIGHT

LINE NO	NAME OF RAILWAY OPERATING EXPENSE ACCOUNT	SALARIES & WAGES (B)	MAT'L & OTHER (C)	PURCHASED SERVICES (D)	GENERAL (E)	TOTAL FREIGHT (F)	PASSENGER (G)	TOTAL (H)	LINE NO.
518	ADMINISTRATION	5,237	508	2,208	1,171	9,124	0	9,124	518
519	EMPLOYEES PERFORMING CLERICAL FUNCTIONS	5,381	120	(99)	295	5,697	0	5,697	519
520	COMMUNICATION SYSTEMS OPERATION		267		1	268	0	268	520
521	LOSS & DAMAGE CLAIMS PROCESSING	201	4	15	29	249	0	249	521
522	FRINGE BENEFITS				3,760	3,760	0	3,760	522
523	CASUALTIES & INSURANCE					0	0	0	523
524	JOINT FACILITY - DEBIT					1	0	1	524
525	JOINT FACILITY - [CREDIT]					0	0	0	525
526	OTHER				35	35	0	35	526
527	TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	10,819	899	2,125	5,291	19,134	0	19,134	527
528	TOTAL TRANSPORTATION	104,926	42,790	28,842	64,630	241,188	0	241,188	528
GENERAL AND ADMINISTRATIVE									
601	OFFICERS - GENERAL ADMINISTRATIVE	513	194	1,126	754	2,587	0	2,587	601
602	ACCOUNTING, AUDITING, AND FINANCE	5,009	69	359	141	5,578	0	5,578	602
603	MANAGEMENT SERVICES AND DATA PROCESSING	557	169	6,875	155	7,556	0	7,556	603
604	MARKETING	2,990	88	447	1,002	4,527	0	4,527	604
605	SALES	2,041	52	194	596	2,883	0	2,883	605
606	INDUSTRIAL DEVELOPMENT	382	11	6	62	461	0	461	606
607	PERSONNEL & LABOR RELATIONS	2,800	164	700	685	4,349	0	4,349	607
608	LEGAL AND SECRETARIAL	2,911	153	3,303	682	7,049	0	7,049	608
609	PUBLIC RELATIONS & ADVERTISING	56	20	13	35	124	0	124	609
610	RESEARCH AND DEVELOPMENT	978	7	56	23	1,064	0	1,064	610
611	FRINGE BENEFITS				7,472	7,472	0	7,472	611
612	CASUALTIES & INSURANCE				328	328	0	328	612
613	WRITEDOWN OF UNCOLLECTIBLE ACCOUNTS				196	196	0	196	613
614	PROPERTY TAXES				2,972	2,972	0	2,972	614
615	OTHER TAXES EXCEPT ON CORPORATE				6,552	6,552	0	6,552	615
616	JOINT FACILITY - DEBIT					0	0	0	616
617	JOINT FACILITY - [CREDIT]					0	0	0	617
618	OTHER	1,092	129	(77)	(978)	166	0	166	618
619	TOTAL GENERAL AND ADMINISTRATIVE	19,329	1,056	12,802	20,677	53,864	0	53,864	619
620	TOTAL CARRIER OPERATING EXPENSES	189,731	79,664	163,036	75,306	487,737	0	487,737	620

AMENDED

500 1996

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	2	0	1
2	3		Grading	246	6	0	2
3	4		Other right-of-way expenditures	12	0	0	3
4	5		Tunnels and subways	32	0	0	4
5	6		Bridges, trestles and culverts	647	9	0	5
6	7		Elevated structures	0	0	0	6
7	8		Ties	4,622	25	0	7
8	9		Rail and other track material	6,186	44	0	8
9	11		Ballast	1,800	19	0	9
10	13		Fences, snowsheds and signs	29	0	0	10
11	16		Station and office buildings	355	3,006	0	11
12	17		Roadway buildings	63	0	0	12
13	18		Water stations	4	0	0	13
14	19		Fuel stations	36	0	0	14
15	20		Shops and enginehouses	144	2	0	15
16	22		Storage warehouses	0	0	0	16
17	23		Wharves and docks	44	0	0	17
18	24		Coal and ore wharves	0	0	0	18
19	25		TOFC/COFC terminals	139	1	0	19
20	26		Communications systems	359	4	0	20
21	27		Signals and interlockers	1,048	8	0	21
22	29		Power plants	4	0	0	22
23	31		Power transmission systems	14	0	0	23
24	35		Miscellaneous structures	14	0	0	24
25	37		Roadway machines	676	123	0	25
26	39		Public improvements: construction	364	2	0	26
27	45		Power plant machines	12	1	0	27
28	--		Other lease/rentals	N/A	0	N/A	28
29	--		TOTAL	16,850 *	3,252	0	29

* Refer to Schedule 210, footnote 1.

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), lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of schedule 410 because those lines include rents for "Other Equipment" which is reported in Schedule 415, column (c). The balancing of schedule 410, 414 and 415 "Other Equipment" is outlined in note 6 to Schedule 415.
4. Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper-owned cars.
5. Report in columns (c), (d), (f) and (g) rentals for railroad owned cars prescribed by the Commission in Ex Parte no. 334, for which rentals are settled on a combination mileage and time basis (basic per diem). Include railroad owned per diem tank cars on line 17.

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

Line No.	Cross Check	Type of equipment (a)	GROSS AMOUNTS RECEIVABLE Per diem basis				GROSS AMOUNTS PAYABLE Per diem basis				Line No.
			Private line cars (b)	Mileage (c)	Time (d)	Private line cars (e)	Mileage (f)	Time (g)			
1		CAR TYPES Box - Plain 40 Foot	0	0	0	0	0	0	0	1	
2		Box - Plain 50 Foot and Longer	0	246	702	1,093	706	2,063	2		
3		Box - Equipped	0	912	2,393	0	3,404	6,838	3		
4		Gondola - Plain	0	0	0	254	118	205	4		
5		Gondola - Equipped	0	730	2,073	7	710	1,589	5		
6		Hopper - Covered	0	7,106	14,895	14,728	2,651	7,498	6		
7		Hopper - Open Top - General Service	0	517	1,583	628	422	399	7		
8		Hopper - Open Top - Special Service	0	0	12	1	63	60	8		
9		Refrigerator - Mechanical	0	0	0	0	100	154	9		
10		Refrigerator - Non - Mechanical	0	131	281	7	205	688	10		
11		Fiat TOP/COFC	0	801	2,344	4,621	1,130	4,371	11		
12		Fiat Multi - Level	0	800	1,367	3,103	275	2,088	12		
13		Fiat - General Service	0	6	8	0	58	98	13		
14		Fiat - Other	0	248	809	2,656	904	1,978	14		
15		Tank - Under 22,000 Gallons	0	0	0	2,547	0	0	15		
16		Tank - 22,000 Gallons and Over	0	0	0	2,861	0	0	16		
17		All Other Freight Cars	0	9	137	1	25	96	17		
18		Auto Racks	0	0	1,498	2,888	0	0	18		
19		TOTAL FREIGHT TRAIN CARS	0	11,506	28,102	35,395	10,771	28,145	19		
20		OTHER FREIGHT-CARRYING EQUIPMENT									
20		Refrigerated Trailers	0	0	0	0	0	0	20		
21		Other Trailers	0	0	0	1,037	0	1,998	21		
22		Refrigerated Containers	0	0	0	0	0	0	22		
23		Other Containers	0	0	0	0	0	0	23		
24	*	TOTAL TRAILERS AND CONTAINERS	0	0	0	1,037	0	1,998	24		
25		GRAND TOTAL (LINES 19 AND 24)	0	11,506	28,102	36,432	10,771	30,143	25		

NOTES AND REMARKS

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GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 415

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

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

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

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

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

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

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

- (a) Locomotives, line 5 plus 38 compared to Schedule 410, line 213.
 - (b) Freight Cars, line 24 plus line 39 compared to schedule 410, line 232.
 - (c) Sum of Highway Equipment (line 32); Floating Equipment (line 35); Passenger and Other Revenue Equipment (line 36); Computer and Data Processing Equipment (line 37); Machinery—Other Equipment (line 40); and Work and Other Non—Revenue Equipment (line 41) compared to Schedule 410, line 317.
5. Amortization adjustment of each equipment type which is included in column (c) shall be reported in column (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	Repairs (net expense) (b)	Depreciation		Amortization Adjustment net during year (e)	Line No.
				Owned (c)	Capitalized lease (d)		
		LOCOMOTIVES					
1		Diesel Locomotive - Yard	2,015	227	0	0	1
2		Diesel Locomotive - Road	17,652	1,605	0	0	2
3		Other Locomotive - Yard	0	0	0	0	3
4		Other Locomotive - Road	0	0	0	0	4
5	*	TOTAL	19,667	1,832	0	0	5
		FREIGHT TRAIN CARS					
6		Box - Plain 40 Foot	0	(2)	0	0	6
7		Box - Plain 50 Foot and Longer	533	426	0	0	7
8		Box - Equipped	276	440	0	0	8
9		Gondola - Plain	482	0	0	0	9
10		Gondola - Equipped	69	558	267	0	10
11		Hopper - Covered	10,801	7,287	0	0	11
12		Hopper - Open Top - General Service	1,485	398	0	0	12
13		Hopper - Open Top - Special Service	0	0	0	0	13
14		Refrigerator - Mechanical	0	0	0	0	14
15		Refrigerator - Nonmechanical	408	489	0	0	15
16		Flat TOFC/CORC	1,972	5	0	0	16
17		Flat Multi-level	0	0	0	0	17
18		Flat - General Service	14	37	0	0	18
19		Flat - Other	395	199	0	0	19
20		All Other Freight Cars	0	101	0	0	20
21		Cabooses	0	166	0	0	21
22		Auto Racks	1,370	653	1,408	0	22
23		Miscellaneous Accessories	0	0	0	0	23
24	*	TOTAL FREIGHT TRAIN CARS	17,805	10,757	1,675	0	24
		OTHER EQUIPMENT - REVENUE					
		FREIGHT HIGHWAY EQUIPMENT					
25		Refrigerated Trailers	0	0	0	0	25
26		Other Trailers	1,512	0	0	0	26
27		Refrigerated Containers	0	0	0	0	27
28		Other Containers	0	0	0	0	28
29		Bogies	0	0	0	0	29
30		Chassis	0	0	0	0	30
31		Other Highway Equipment (Freight)	0	0	0	0	31
32	*	TOTAL HIGHWAY EQUIPMENT	1,512	0	0	0	32
		FLOATING EQUIPMENT - REVENUE					
		SERVICE					
33		Marine Line - Haul	0	0	0	0	33
34		Local Marine	0	0	0	0	34
35	*	TOTAL FLOATING EQUIPMENT	0	0	0	0	35
		OTHER EQUIPMENT					
36	*	Passenger and Other Revenue Equipment (Freight Portion)	0	0	0	0	36
37	*	Computer systems and word processing equipment	0	878	0	0	37
38	*	Machinery - Locomotives ¹	83	56	0	0	38
39	*	Machinery - Freight Cars ²	81	24	0	0	39
40	*	Machinery - Other Equipment ³	81	13	0	0	40
41	*	Work and Other Non-revenue Equipment	571	169	0	0	41
42		TOTAL OTHER EQUIPMENT	816	1,140	0	0	42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	39,800	13,729	1,675	0	43

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

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

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

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

Line No.	Cross Check	Lease and rentals (net) (f)	Investment base as of 12/31		Accumulated depreciation as of 12/31		Line No.
			Owned (g)	Capitalized lease (h)	Owned (i)	Capitalized lease (j)	
1		0	3,378	0	735	0	1
2		12,952	76,843	0	46,208	0	2
3		0	0	0	0	0	3
4		0	0	0	0	0	4
5		12,952	80,221	0	46,943	0	5
6		0	197	0	(60)	0	6
7		327	8,775	0	5,002	0	7
8		851	3,715	0	1,605	0	8
9		0	0	0	0	0	9
10		124	14,174	6,806	8,733	2,290	10
11		18,346	270,159	0	45,619	0	11
12		3,912	9,068	0	4,806	0	12
13		0	3	0	0	0	13
14		0	0	0	0	0	14
15		0	3,377	0	2,088	0	15
16		0	280	0	232	0	16
17		0	0	0	0	0	17
18		136	232	0	111	0	18
19		0	7,421	0	3,125	0	19
20		0	28	0	226	0	20
21		0	3,268	0	2,785	0	21
22		6,079	12,949	8,044	993	5,458	22
23		0	0	0	0	0	23
24		29,775	333,646	14,850	75,265	7,748	24
25		0	0	0	0	0	25
26		0	0	0	0	0	26
27		0	0	0	0	0	27
28		0	12	0	8	0	28
29		0	0	0	0	0	29
30		0	0	0	0	0	30
31		0	0	0	0	0	31
32		0	12	0	8	0	32
33		0	0	0	0	0	33
34		0	0	0	0	0	34
35		0	0	0	0	0	35
36		0	0	0	0	0	36
37		0	5,991	0	3,188	0	37
38		0	2,310	0	470	0	38
39		0	963	0	197	0	39
40		0	578	0	118	0	40
41		5,426	9,018	0	6,665	0	41
42		5,426	18,860	0	10,638	0	42
43		48,153	432,739	14,850	132,854	7,748	43

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

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

416. SUPPORTING SCHEDULE - ROAD
(Dollars in thousands)

Line No.	Density category (Class) (a)	Account No. (b)	Owned and used		Improvements to leased property		Capitalized leases				TOTAL		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	7,670	2,511	0.97	0	0	0.97	0	0	0	7,670	2,511	1
2		8	20,352	8,056	4.29	435	275	4.29	0	0	0	20,787	8,331	2
3		9	64,333	23,610	4.71	35	9	4.72	0	0	0	64,368	23,619	3
4		11	22,768	1,198	1.82	596	82	1.82	0	0	0	23,364	1,280	4
5	Sub-Total		115,123	35,375		1,066	366		0	0	0	116,189	35,741	5
6	II	3	13,695	4,483	0.97	0	0	0.97	0	0	0	13,695	4,483	6
7		8	76,960	25,954	3.55	855	541	3.55	0	0	0	77,815	26,495	7
8		9	125,151	42,274	2.63	420	112	2.63	0	0	0	125,571	42,386	8
9		11	55,678	2,402	1.50	1,205	165	1.50	0	0	0	56,883	2,567	9
10	Sub-Total		271,484	75,113		2,480	818		0	0	0	273,964	75,931	10
11	III	3	0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0	11
12		8	0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0	12
13		9	0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0	13
14		11	0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0	14
15	Sub-Total		0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0	15
16	IV	3	6,026	1,973	0.97	0	0	0.97	0	0	0	6,026	1,973	16
17		8	17,291	7,150	2.81	91	58	2.81	0	0	0	17,382	7,208	17
18		9	19,380	7,893	1.83	32	8	1.83	0	0	0	19,412	7,901	18
19		11	8,567	414	1.13	136	19	1.13	0	0	0	8,703	433	19
20	Sub-Total		51,264	17,430		259	85		0	0	0	51,523	17,515	20
21	V	3	0	0	0.00	0	0	0.00	0	0	0	0	0	21
22		8	0	0	0.00	0	0	0.00	0	0	0	0	0	22
23		9	0	0	0.00	0	0	0.00	0	0	0	0	0	23
24		11	0	0	0.00	0	0	0.00	0	0	0	0	0	24
25	Sub-Total		0	0		0	0		0	0	0	0	0	25
26	GRAND TOTAL		437,871	127,918	N/A	3,805	1,269	N/A	0	0	0	441,676	129,187	26

(1) Columns (c) + (f) + (i) = Column (l).
Columns (d) + (g) + (k) = Column (m).

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

NOTES AND REMARKS

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

1. Report freight expenses only.
2. Report in lines 1, 2, 3, 4 and 10 the total of those natural expenses (salaries and wages, material, tools, supplies, fuels and lubricants, purchased services and general) incurred in the operation of each type of specialized service facility. This schedule does not include switching services performed by train and yard crews in connection with or within specialized service facilities.
3. When necessary to apportion expenses, such as administrative expenses to two or more services, they shall be apportioned on the most equitable basis available to the respondent and only to the services they support. The total expenses in column (j) should balance with the respective line items in Schedule 410. Railway Operating Expenses
4. Report in column (b), line 2, the expenses incurred in highway movements of trailers and containers performed at the expense of the reporting railroad within a terminal area for the purpose of pick-up, delivery or highway interchange service. Report in column (b), line 3, the expenses incurred in operating facilities for handling trailers and/or containers, including storage expenses. See schedule 755, note R.
5. The operation of floating equipment in line-haul service (between distinct terminals) should be reported in column (c) on line 2. Floating operations conducted within a general terminal or harbor area should be reported in column (c), line 3.
6. Report in column (g), line 3, the expenses incurred by the railroad in loading and unloading automobiles, trucks, etc. to and from bi-level and tri-level auto rack cars. Report on line 2, column (g), the expense incurred by the railroad in moving automobiles, etc. between bi-level and tri-level loading and unloading facilities over the highway to shippers, receivers or connecting carriers. Report in column (f) operating expenses for land facilities in support of floating operations, including the operation of docks and wharves.
7. Report on line 4, column (b), the expenses related to heating and refrigeration of TOFC/COFC trailers and containers (total debits and credits). The expenses on line 4, column (b), 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	1,940	0	0	0	0	0	3	0	1,943	1
2*		Pick up and delivery, marine line haul	0	0	0	0	0	0	N/A	0	0	2
3*		Loading and unloading and local marine	4,633	0	0	0	0	200	N/A	0	4,833	3
4*		Protective services, total debits and credits	0	0	0	0	0	0	8	0	8	4
5*		Freight lost or damaged - solely related	339	0	0	0	0	0	0	0	339	5
6*		Fringe benefits	640	0	0	0	0	0	1	0	641	6
7*		Casualty and insurance	0	0	0	0	0	0	0	0	0	7
8*		Joint facility - Debit	0	0	0	0	0	0	0	0	0	8
9*		Joint facility - Credit	0	0	0	0	0	0	0	0	0	9
10*		Other	0	0	0	0	0	0	0	0	0	10
11*		TOTAL	7,552	0	0	0	0	200	12	0	7,764	11

Schedule 418

Instruction:

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

Column

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

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

Primary Account Number And Title (a)	Total Investment At End Of Year (b)	Capital Leases		
		Investment At End Of Year (c)	Current Year Amortization (d)	Accumulated Amortization (e)
(16) Stat. & Off. Bldgs.				
(20) Shops & Enginehouses				
(25) TOFC COFC Terminals				
(26) Communication System				
(37) Roadway Machines				
Total Road	0	0	0	0
(52) Locomotives	80,221	0	0	0
(53) Freight Train Cars	333,646	14,850	1,675	7,748
(55) Highway Revenue Equipmt				
(57) Work Equipment				
(58) Miscellaneous Equipment				
(59) Computer & Word Processing				
Total Equipment	413,867	14,850	1,675	7,748
GRAND TOTAL	413,867	14,850	1,675	7,748

NOTES AND REMARKS

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450. ANALYSIS OF TAXES
(Dollars in thousands)

A. Railway Taxes

Line No.	Cross Check	Kind of Tax (a)	Amount (b)	Line No.
1		Other than U.S. Government Taxes	7,428	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax & Surtax	106	2
3		Excess Profits	0	3
4	*	Total Income Taxes (ln. 2 + 3)	106	4
5		Railroad Retirement	35,717	5
6		Hospital Insurance	2,525	6
7		Supplemental Annuities	2,351	7
8		Unemployment Insurance	261	8
9		All Other United States Taxes	3,515	9
10		Total - U.S. Government Taxes	44,475	10
11		Total Railway Taxes	51,903	11

B. Adjustments to Federal Income Taxes

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

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

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

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

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

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

Line No.	Particulars (a)	Beginning of year balance (b)	Net credits (charges) for current year (c)	Adjustments (d)	End of year balance (e)	Line No.
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc. 62-21.	97,171	14,406	22,126	133,703	1
2	Accelerated amortization of facilities, Sec. 168 I.R.C.	1,711	100	(3,420)	(1,609)	2
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.	0	0	0	0	3
4	Amortization of rights of way, Sec. 185 I.R.C.	0	0	0	0	4
5	Other items	6,905	314	702	7,921	5
6	Gross deferred tax liabilities	105,787	14,820	19,408	140,015	6
7	Capital leases	(3,832)	(675)	(75)	(4,582)	7
8	Post retirement benefits	(19,977)	(687)	8,150	(12,514)	8
9	Reserves for employee severance	(17,002)	5,497	930	(10,575)	9
10	Expense reserves	(39,581)	6,445	(2,800)	(35,936)	10
11	Other items	(15,558)	1,320	6,117	(8,121)	11
12	Net operating loss carryforwards	(19,686)	5,317	(63,861)	(78,230)	12
13	ITC/other credit carryforwards	(5,400)	0	(200)	(5,600)	13
14	Minimum tax credit carryforwards	(4,180)	0	330	(3,850)	14
15	Gross deferred tax assets	(125,216)	17,217	(51,409)	(159,408)	15
16	Deferred tax assets valuation allowance	54,067	0	(36)	54,031	16
17						17
18	NET DEFERRED TAX LIABILITIES	34,638	32,037	(32,037)	34,638	18

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 _____ \$ N/A

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 a reduction of tax liability but deferred for accounting purposes _____ \$ N/A
 (3) Balance of current year's credit used to reduce current year's tax accrual _____ \$ N/A
 (4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual _____ \$ N/A
 (5) Total decrease in current year's tax accrual resulting from use of investment tax 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 _____ \$ N/A

In January 1993, Soo Railroad adopted Statement of Financial Accounting Standards No. 109 (FAS 109), Accounting for Income Taxes, which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between the carrying amounts and the tax basis of other assets and liabilities.

The computation of deferred taxes under FAS 109 provides for the inclusion of judgments about future taxable income, other than temporary item reversals, in the determination of the valuation allowance required. The net change in the valuation allowance for deferred tax assets was small decrease in 1996 related to net operating loss carryforwards. This decrease and Soo Railroad's limitation on recognizing deferred income tax expense credits in 1996 was a result of Parent's net deferred tax liability position at December 31, 1996.

Soo Railroad is included in a federal consolidated tax return with Parent. As of December 31, 1996, Parent and subsidiaries had investment tax and other tax credits and federal tax net operating loss carryforwards (a significant part of which were derived from Soo Railroad) for tax return purposes expiring as follows (dollars in thousands):

<u>Year of Expiration</u>	<u>Investment and Other Tax Credits</u>	<u>Federal Net Operating Losses</u>	
		<u>Total</u>	<u>Using Alternatives Minimum Tax Laws</u>
1997	\$200	\$10,000	\$10,000
1998	1,600	1,000	1,000
1999	1,900	10,000	10,000
2000	1,800	1,000	1,000
2001	100	6,000	1,000
2002	0	9,000	11,000
2003	0	61,000	27,000
2004	0	56,000	55,000
2005	0	44,000	40,000
2006	0	3,000	0
2007	0	4,000	1,000
2008	0	10,000	7,000
2009	0	24,000	25,000
2011	0	6,000	14,000
Total	<u>\$5,600</u>	<u>\$245,000</u>	<u>\$203,000</u>

As of December 31, 1996, Soo Railroad had federal and state minimum tax credit carryforwards in the amount of \$3.8 million. These credits are available to be carried forward indefinitely without expiration.

The ITC and NOL carryforwards shown above include ITC and NOL carryforwards to Marathon U.S. Realities, Inc. and Subsidiaries (MUSRI). Included in the amounts above from MUSRI are \$230 of ITC's; \$149,000 of NOL's; and \$131,000 of AMT NOL's. MUSRI was merged into Soo Line Railroad on December 31, 1996 and, accordingly, the company is entitled to utilize the NOL & ITC carryforwards of MUSRI in 1997 and future years.

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

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

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

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)	Line No.
1	519	Miscellaneous Income:			1
2		Land sale - Schiller Park, IL		2,539	2
3		Land sales - other		1,141	3
4		Other		362	4
5		Total		4,042	5
6					6
7	551	Miscellaneous Income Charges:			7
8					8
9	606	Other Credits to Retained Earnings:			9
10		FAS 87 "Employers Accounting for Pensions" (Note 1)		505	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

* Total does not exceed 10% of net income.

Note 1: See footnote 3 on Schedule 210.

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 two years after the date of issue. Items of less than \$50,000 may be shown as one total.

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1					1
2					2
3					3
4		NONE			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					2
3					3
4		NONE			4
5					5
6					6
7					7
8					8
9					9

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

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

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

NONE

NOTES AND REMARKS

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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	0
2	764	Equipment Obligations and Other Long Term Debt due Within One Year	Sch. 200, L. 39	5,665
3	765 / 767	Funded Debt Unmatured	Sch. 200, L. 41	1,411
4	766	Equipment Obligations	Sch. 200, L. 42	6,835
5	766.5	Capitalized Lease Obligations	Sch. 200, L. 43	878
6	768	Debt in Default	Sch. 200, L. 44	0
7	769	Accounts Payable: Affiliated Companies	Sch. 200, L. 45	443,185
8	770.1 / 770.2	Unamortized Debt Premium	Sch. 200, L. 46	0
9		Total Debt	Sum L. 1-8	457,974
10		Debt Directly Related to Road Property	Note 1.	3,793
11		Debt Directly Related to Equipment	Note 1.	10,996
12		Total Debt Directly Related to Road and Equipment	Sum L. 10 and 11	14,789
13		Percent Directly Related to Road	L.10 ÷ L.12 (2 decimal)	25.65%
14		Percent Directly Related to Equipment	L.11 ÷ L.12 (2 decimal)	74.35%
15		Debt Not Directly Related to Road or Equipment	L.9 minus L.12	443,185
16		Road Property Debt (Note 2)	(L.13 x L.15) plus L.10	117,470
17		Equipment Debt (Note 2)	(L.14 x L.15) plus L.11	340,504

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	36,691
19	546	Contingent Interest On Funded Debt	Sch. 210, L. 44	0
20	517	Release of Premiums on Funded Debt	Sch. 210, L. 22	0
21		Total Interest (Note 3)	Sum of Lines 18+19 less 20	36,691
22		Interest Directly Related to Road Property Debt	Note 4.	124
23		Interest Directly Related to Equipment Debt	Note 4.	975
24		Interest Not Directly Related to Road and Equipment Debt	L.21-(L.22+L.23)	35,592
25		Interest Road Property Debt (Note 5)	L.22+(L.24xL.13)	9,253
26		Interest Equipment Debt (Note 5)	L.23+(L.24xL.14)	27,438
27		Embedded Rate of Debt Capital - Road Property	L.25 ÷ L.16	7.88%
28		Embedded Rate of Debt Capital - Equipment	L.26 ÷ L.17	8.06%

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

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 512

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

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

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

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

The respondent may be required to furnish as an attachment to Schedule 512 a balance sheet and income statement for each affiliate with which respondent carrier had reportable transactions during the year, or alternatively, attach a "Pro forma" balance

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

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

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

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

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

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

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

Line No.	Name of company or related party with percent of gross income (a)	%	Nature of relationship (b)	Description of transactions (c)	Dollar amounts of transactions (d)		Amount due from or to related parties (e)		Line No.
					Receivable	Payable	Receivable	Payable	
1									1
2	Canadian Pacific Limited		Controlled	Administrative Services		118			2
3				Transportation Coordinators Labor				172	3
4				Computer Hardware		2,286		1,478	4
5				Computer Services		6,304		727	5
6				Destroyed Cars			61		6
7				Detour - Derailment			113		7
8				Employee Loans			89	150	8
9				Fixed Asset System	84		79		9
10				Fuel Equalization		272		464	10
11				Insurance		1,846		548	11
12				Internal Audit Office Rent	12				12
13				Joint Operating Activities	302	198	62	138	13
14				Leased Rentals	1,555	89	1,041	264	14
15				Legal Services			39	707	15
16				Locomotive HPH Equalization		2,131		2,153	16
17				Locomotive Repair	972	475	175	364	17
18				Marketing & Sales Labor	668		89	400	18
19				Materials Purchased	663	15,872	225	1,027	19
20				Misc Employee Expenses	961		839		20
21				Pool Bills		1,388		76	21
22				Roadway Machines		523			22
23				Track Evaluation Car		85			23
24				Trailer Repairs	355				24
25				All Other			146	17	25
26									26
27	Canadian Pacific (U.S.) Finance Inc.		Common	Administrative Services	296		79		27
28				Cash Reclaim			1,586		28
29				Other	39	49			29
30									30
31	Canadian Pacific (U.S.) Holdings		Common	Income Taxes			397		31
32									32
33	Canadian Pacific Securities (Ontario)		Common	Accounts Receivable Sale - 1995		72,000			33
34									34
35	CanPac Car Inc.		Common	Destroyed Equipment		601		499	35
36				Locomotive Leases		1,008		67	36
37									37
38	Delaware & Hudson Railway Company		Common	Administrative Services	134	16			38
39				Dispatching Services	703		129		39
40				Joint Operating Activities	68				40
41				Locomotive HPH Equalization			51		41
42				Locomotive Repair	146		21		42
43				Locomotive Servicing & Fueling	147				43
44				Materials Purchased	461				44
45				Medical & Dental Costs	130		11		45
46				Miscellaneous Employee Expenses	165		261		46
47				Power Switch Machines	62		14		47
48				Switching Costs				316	48
49				Trailer Repair	27	4	51		49
50				Other	6		84		50
51									51
52	Soo Line Corporation		Controlled	Interest Expense		34,301		333	52
53				Interest Income	7,063		22		53
54									54
55	Tri State Land		Direct	Administrative Services	33				55

S15. RAILS LAID IN REPLACEMENT

(Dollars in thousands)

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

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

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

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

Line No.	Class of rail	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS				Line No.
		Weight of rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc. during year	Average cost per ton (2,000 lb)	Weight of rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year	Average cost per ton (2,000 lb)	
		Pounds per yard of rail	Number of tons (2,000 lb)			Pounds per yard of rail	Number of tons (2,000 lb)			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1	NEW		9,054				701			1
2										2
3										3
4	RELAY		10,104				2,948			4
5										5
6										6
7										7
8										8
9										9
10										10
11										11
12										12
13										13
14										14
15										15
16										16
17										17
18										18
19										19
20	Total	N/A	19,158	\$0	\$0	N/A	3,649	\$0	\$0	20

NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 700

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Class	Proportion owned or leased by respondent	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks	Miles of yard switching tracks	TOTAL	Line No.
			Miles of road	Miles of second main track	Miles of all other main tracks	Miles of running tracks				
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1										1
2	I	100.00%	3,249	149	11	283	298	726	4,716	2
3										3
4	J-1	50.00%	86	6	0	9	26	85	212	4
5										5
6	S		1,645	244	30	92	66	130	2,207	6
7										7
8										8
9										9
10										10
11										11
12										12
13										13
14										14
15										15
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47										47
48										48
49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57	TOTAL		4,980	399	41	384	390	941	7,135	57
58	Miles of electrified road or track included in preceding grand total	N/A								58

* Miles of Passing Tracks, Crossovers and Turnouts

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

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

Line No	Cross Check	State or Territory	MILES OF ROAD OPERATED BY RESPONDENT								Line No.
			Line Owned (b)	Line of Proprietary Companies (c)	Line Operated Under Lease (d)	Line Operated Under Contract, etc. (e)	Line Operated Under Trackage Rights (f)	Total Mileage Operated (g)	Line Owned, Not Operated By Respondent (h)	New Line Constructed During Year (i)	
1		Montana	0	0	0	0	0	0	57	0	1
2		Michigan	0	0	0	0	262	262	0	0	2
3		South Dakota	33	0	0	0	0	33	0	0	3
4		North Dakota	856	0	0	0	0	18	303	0	4
5		Minnesota	1,012	0	0	0	0	495	0	0	5
6		Wisconsin	368	0	0	0	0	273	0	0	6
7		Illinois	140	0	0	0	0	379	0	0	7
8		Indiana	94	0	0	0	0	197	0	0	8
9		Iowa	654	0	0	0	0	35	0	0	9
10		Kansas	0	0	0	0	0	7	0	0	10
11		Kentucky	0	0	0	0	0	1	0	0	11
12		Missouri	135	0	0	0	0	21	0	0	12
13											13
14											14
15											15
16											16
17											17
18											18
19											19
20											20
21											21
22											22
23											23
24											24
25											25
26											26
27											27
28											28
29											29
30											30
31											31
32		Total Mileage (single track)	3,292	0	0	0	0	1,688	360	0	32

NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data

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

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

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

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

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

Line No.	Cross Check	Type or design of units	Units in service of respondent at beginning of year	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification	Units at Close of Year				Line No.
				New units purchased or built	New units leased from others	Rebuilt units acquired & rebuilt units rewritten into property accounts	All other units including reclassification & second hand units purchased or leased from others		Owned and used	Leased from others	Total in service of respondent col (h) & (i)	Aggregate capacity of units reported in col (j) (see ins. 7)	
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	
1	*	Locomotive Units											1
2	*	Diesel-freight units											2
3	*	Diesel-passenger units	297	0	0	0	0	0	231	66	297	809,250	3
4	*	Diesel-multi purpose units	76	0	0	0	4	15	18	47	65	97,550	4
5	*	Diesel-switching units	373	0	0	0	4	15	249	113	362	906,800	5
6	*	Total (lines 1 to 4)											6
7	*	Electric-locomotives											7
8	*	Other self-powered units	373	0	0	0	4	15	249	113	362	906,800	8
9	*	Total (lines 5, 6 & 7)										N/A	9
10	*	Auxiliary units											10
		Total Locomotive Units (lines 8 & 9)	373	0	0	0	4	15	249	113	362	N/A	

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

Line No.	Cross Check	Type or design of units	Before Jan. 1, 1975	Between Jan. 1, 1975 and Dec. 31, 1979	Between Jan. 1, 1980 and Dec. 31, 1984	Between Jan. 1, 1985 and Dec. 31, 1989	Between Jan. 1, 1990 and Dec. 31, 1994	During Calendar Year					Line No.
								1995	1996	1997	1998	1999	
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
11	*	Diesel	171	76	38	63	14	0	0	0	0	0	362
12	*	Electric											12
13	*	Other self-powered units											13
14	*	Total (lines 11 to 13)	171	76	38	63	14	0	0	0	0	0	362
15	*	Auxiliary units											15
16	*	Total Locomotive Units (lines 14 & 15)	171	76	38	63	14	0	0	0	0	0	362

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 & rebuilt units rewritten into property accounts	All other units including reclassification & second hand units purchased or leased from others		Owned and used	Leased from others	Total in service of respondent col (h) & (i)	
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)
		PASSENGER - TRAIN CARS										
		Non - Self-Propelled										
17		Coaches [PA, PB, PBO]									0	
18		Combined cars									0	
19		[All class C, except CSB]									0	
20		Parlor cars [PBC, PC, PL, PO]									0	
21		Sleeping cars [PS, PT, PAS, PDS]									0	
22		Dining, grill & tavern cars									0	
23		[All class D, PD]									0	
24		Non - passenger - carrying cars									0	
25		[All class B, CSB, M, PSA, IA]									0	
26		TOTAL (lines 17 to 22)	0	0	0	0	0	0	0	0	0	0
27		Self-Propelled										
28		Electric passenger cars									0	
29		[EP, ET]									0	
30		Electric combined cars [EC]									0	
31		Internal combustion rail									0	
32		motocars [ED, EG]									0	
33		Other self-propelled cars									0	
34		(Specify types)									0	
35		TOTAL (lines 24 to 27)	0	0	0	0	0	0	0	0	0	0
36		TOTAL (lines 23 and 28)	0	0	0	0	0	0	0	0	0	0
37		COMPANY SERVICE CARS										
38		Business cars [PV]									0	
39		Board of lift cars [MWX]	17	0	0	0	0	2	15	0	15	N/A
40		Derrick & snow removal cars									0	
41		[MWU, MWV, MWW, MWK]	38	0	0	0	0	0	38	0	38	N/A
42		Dump and ballast cars									0	
43		[MWB, MWD]	90	0	0	0	1	1	90	0	90	N/A
44		Other maintenance and service equipment cars	746	0	0	0	3	43	705	1	706	N/A
45		TOTAL (lines 30 to 34)	891	0	0	0	4	46	848	1	849	N/A

710. INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data.

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

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

Line No.	Cross Check	Class of equipment and car designations	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Time-mileage cars	All others	Units installed				
					New units purchased or built	New or rebuilt units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units, incl. reclassification and second hand units purchased or leased from others	
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	
		FREIGHT TRAIN CARS							
36		Plain box cars - 40' (B100 - B287)	6	0	0	0	0	0	36
37		Plain box cars - 50' and longer (B300 - B887)	497	0	0	0	0	0	37
38		Equipped box cars (All code A) Except A 5	313	0	0	0	0	0	38
39		Plain gondola cars (All codes G & J-1, J-2, J-3 & J-4)	0	0	0	0	0	0	39
40		Equipped gondola cars (All code B)	1,060	0	0	0	0	158	40
41		Covered hopper cars (All code C 1 C 2)	6,574	0	1,400	0	0	0	41
42		Open top hopper cars-general service (All code H)	1,013	0	0	0	0	0	42
43		Open top hopper cars-special service (All codes K, J-0)	0	0	0	0	0	0	43
44		Refrigerator cars-mechanical R_5_, R_6_, R_7_, R_8_, R_9_	0	0	0	0	0	0	44
45		Refrigerator cars-non-mechanical R_0_, R_1_, R_2_	212	0	0	0	0	0	45
46		Flat cars - TOFC/COFC (All code P & Q & S) except Q8-	499	0	0	0	0	0	46
47		Flat cars - multi-level (All code V)	0	0	0	0	0	0	47
48		Flat cars-general service F10_, F20_, F30_	46	0	0	0	0	0	48
49		Flat cars-other F_1_, F_2_, F_3_, F_4_, F_5_, F_6_, F_7_, F_8_, F40	349	0	0	0	0	0	49
50		Tank cars-under 22,000 ga. (T-0, T-1, T-2, T-3, T-4, T-5)	0	0	0	0	0	0	50
51		Tank cars-22,000 ga. & over (T-6, T-7, T-8, T-9)	0	0	0	0	0	0	51
52		All other freight cars A_5_ (All code L & Q8_)	31	0	0	0	0	0	52
53		TOTAL (lines 36 to 52)	10,600	0	1,400	0	0	158	53
54		Caboose (All code M-930)	N/A	114	0	0	0	0	54
55		TOTAL (lines 53 & 54)	10,600	114	1,400	0	0	158	55

710. INVENTORY OF EQUIPMENT - Continued

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

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

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

Line No.	Cross Check	Changes during year (concluded)	Units at close of year						Line No.
		Units retired from service of respondent whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent (col (i) & (j))		Aggregate capacity of units reported in columns (k) & (l) (see ins. 4)	Leased to others	
					Time-mileage cars	All other			
		(h)	(i)	(j)	(k)	(l)	(m)	(n)	
36		0	6	0	6	0	330	0	36
37		6	491	0	491	0	37,316	0	37
38		8	287	18	305	0	22,875	0	38
39		0	0	0	0	0	0	0	39
40		55	1,163	0	1,163	0	114,904	0	40
41		120	6,619	1,235	7,854	0	851,452	0	41
42		3	456	554	1,010	0	101,000	0	42
43		0	0	0	0	0	0	0	43
44		0	0	0	0	0	0	0	44
45		54	158	0	158	0	11,060	0	45
46		1	13	485	498	0	32,370	0	46
47		0	0	0	0	0	0	0	47
48		4	42	0	42	0	3,228	0	48
49		39	240	70	310	0	24,800	0	49
50		0	0	0	0	0	0	0	50
51		0	0	0	0	0	0	0	51
52		0	31	0	31	0	2,139	0	52
53		290	9,506	2,362	11,868	0	1,201,474	0	53
54		0	114	0	N/A	114	N/A	0	54
55		290	9,620	2,362	11,868	114	1,201,474	0	55

710. INVENTORY OF EQUIPMENT - Continued

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED TO OTHERS									
Line No.	Cross Check	Class of equipment and car designations	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Per diem	All others	Units installed				
					New units purchased or built	New or rebuilt units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units, incl. reclassification and second hand units purchased or leased from others	
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	
56		FLOATING EQUIPMENT Self-propelled vessels [Tugboats, car ferries, etc.]	N/A						56
57		Non-self-propelled vessels [Car floats, lighters, etc.]	N/A						57
58		TOTAL (lines 56 & 57)	N/A	0	0	0	0	0	58
59		HIGHWAY REVENUE EQUIPMENT Bogie-chassis Z1, Z67, Z68, Z69	0	2	0	0	0	0	59
60		Dry van U2, Z2, Z6, 1-6							60
61		Flat bed U3, Z3							61
62		Open top U4, Z4							62
63		Mechanical refrigerator U5, Z5							63
64		Bulk U0 & Z0							64
65		Insulated U7, Z7							65
66		Tank ¹ Z0, U6							66
67		Other trailer and container (Special Equipped Dry Van U9, Z8 & Z9)							67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 to 60)	0	2	0	0	0	0	70

NOTES AND REMARKS

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

710. INVENTORY OF EQUIPMENT - Concluded

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS									
Line No.	Cross Check	Changes during year (concluded)	Owned and used	Leased from others	Units at close of year Total in service of respondent (col (i) & (j))		Aggregate capacity of units reported in columns (k) & (l) (see ins. 4)	Leased to others	Line No.
		Units retired from service of respondent whether owned or leased, including reclassification			Per diem	All other			
		(h)	(i)	(j)	(k)	(l)	(m)	(n)	
56					N/A				56
57					N/A				57
58		0	0	0	N/A	0	0	0	58
59		0	2	0	0	2	44	0	59
60									60
61									61
62									62
63									63
64									64
65									65
66									66
67									67
68									68
69									69
70		0	2	0	0	2	44	0	70

NOTES AND REMARKS

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

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

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

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

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

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

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

NEW UNITS

Line No.	Class of equipment	Number of units	Total weight (tons)	Total cost	Method of acquisition (see instructions)	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	Covered Hoppers	1,400	43,750	\$74,504	P	1
2	Equipped Gondolas	120	4,680	4,199	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	1,520	N/A	78,703	N/A	25

REBUILT UNITS

26	NONE					26
27						27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38	TOTAL	0	N/A	0	N/A	38
39	GRAND TOTAL	1,520	N/A	\$78,703	N/A	39

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

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

Track category¹

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

Potential abandonments - Route segments identified by railroad 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 in to 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 (1) 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 sbw orders at end of period (e)	Line No.
1	A	768	30.15	45.34	17.00	1
2	B	1,680	13.07	38.40	73.10	2
3	C	286	3.37	26.20	7.60	3
4	D	1,014	0.26	21.31	44.00	4
5	E	1,038	XXXXXXX	XXXXXXX	0.00	5
6	TOTAL (1)	4,786	12.18	33.72	141.70	6
7	F	386	XXXXXXX	XXXXXXX	0.00	7
8	Potential abandonments	92	N/A	N/A	0.00	8

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

(1) Total excludes 142 miles of Class 1 and J-1 track that is maintained by others.

721. TIES LAID IN REPLACEMENT

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

Line No	Track category	Number of cross ties laid in replacement										Switch and bridge ties (board feet)	Cross ties switch and bridge ties Percent of spot maintenance (k)	Line No.
		New ties			Second-hand ties									
		Wooden		Concrete	Other	Wooden					Other			
		Treated	Untreated			Treated	Untreated	Treated	Untreated					
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)					
1	A	60,174	0	0	0	0	0	60,174	144,999	5.5	1			
2	B	150,899	0	0	0	0	0	150,899	368,769	5.8	2			
3	C	4,246	0	0	0	0	0	4,246	49,839	44.2	3			
4	D	34,625	0	0	0	0	0	34,625	68,644	14.2	4			
5	E	63,229	0	0	0	0	0	63,229	468,021	1.9	5			
6	TOTAL	313,173	0	0	0	0	0	313,173	1,100,272	6.4	6			
7	F	38,898	0	0	0	0	0	38,898	85,576	5.4	7			
8	Potential abandonments	839	0	0	0	0	0	839	803	100.0	8			

9 Average cost per cross tie

\$ 22.68

and switch tie (MBM)

\$ 635.27

722. TIES LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS
(Dollars in thousands)

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

In column (a) classify the ties as follows:

U - Wooden ties untreated when applied.

T - Wooden ties treated before application.

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

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

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

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)	Line No.
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of new cross ties laid in during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch & bridge ties laid in new tracks during year (g)		
1									1
2									2
3									3
4									4
5									5
6									6
7									7
8									8
9									9
10									10
11									11
12									12
13									13
14									14
15									15
16									16
17									17
18									18
19									19
20	TOTAL			NONE			NONE		20
21	Number of miles of new running tracks, passing tracks, crossovers, etc., in which ties were laid						NONE		21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid						NONE		22

723. RAILS LAID IN REPLACEMENT

1. Furnish the requested information concerning rails laid in replacement.
2. The term "spot maintenance" in column (h) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total rails laid in replacement considered to be spot maintenance.
3. In No. 9, the average cost of new and relay rail should include the cost of loading at the point of purchase ready for shipment, the freight charges paid on foreign lines and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines and placing the rails in tracks and of train service in connection with the distribution of rails should not be included in this schedule.

Line No.	Track category	Miles of rail laid in replacement (rail-miles)						Total		Percent of spot maintenance	Line No.
		New rail		Relay rail		Welded rail	Bolted rail	Welded rail	Bolted rail		
		Welded rail	Bolted rail	Welded rail	Bolted rail						
(a)	(b)	(c)	(d)	(c)	(c)	(f)	(g)	(h)			
1 A	12.69	0.29	6.19	9.93	18.88	10.22	14.21%	1			
2 B	70.18	0.97	59.51	10.78	129.69	11.75	8.31%	2			
3 C	0.04	0.00	0.00	1.63	0.04	1.63	97.29%	3			
4 D	0.02	0.21	0.06	4.76	0.08	4.97	100.00%	4			
5 E	5.96	0.82	28.75	4.92	34.71	5.74	12.24%	5			
6 TOTAL	88.89	2.29	94.51	32.02	183.40	34.31	12.64%	6			
7 F	9.73	0.29	2.15	1.23	11.88	1.52	11.68%	7			
8 Potential abandonments	0.00	0.00	0.03	0.53	0.03	0.53	100.00%	8			

9/Average cost of new and relay rail laid in replacement per gross ton

New \$ 513.44

Relay \$ 188.00

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

(Dollars in thousands)

1. Give particulars of all rails applied during the year in connection with the construction of new track. In column (a) classify the kind of rail applied as follows:

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

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

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

Line No.	Class of rail	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS				Line No.
		Weight of rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc. during year	Average cost per ton (2,000 lb)	Weight of rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year	Average cost per ton (2,000 lb)	
		Pounds per yard of rail	Number of tons (2,000 lb)			Pounds per yard of rail	Number of tons (2,000 lb)			
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)		
1									1	
2									2	
3									3	
4									4	
5									5	
6									6	
7									7	
8									8	
9									9	
10									10	
11									11	
12									12	
13									13	
14									14	
15									15	
16									16	
17									17	
18									18	
19									19	
20									20	
21									21	
22									22	
23									23	
24									24	
25									25	
26									26	
27									27	
28									28	
29									29	
30									30	
31									31	
32									32	
33	Total	N/A		NONE		N/A		NONE		33
34	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid.								NONE	34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid.								NONE	35
36	Track—miles of welded rail installed on system this year : 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 (pounds) (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	Line No.
1	136	88.99	0.00	NONE	1
2	132	451.22	0.00	NONE	2
3	131	303.09	0.00	NONE	3
4	130	9.48	0.00	NONE	4
5	115	933.27	0.00	NONE	5
6	112	226.93	0.00	NONE	6
7	100	295.42	0.00	NONE	7
8	90	465.20	0.00	NONE	8
9	85	156.95	0.00	NONE	9
10	80	478.52	0.00	NONE	10
11	75	9.65	0.00	NONE	11
12	72	4.54	0.00	NONE	12
13	70	1.36	0.00	NONE	13
14	65	3.18	0.00	NONE	14
15	60	25.87	0.00	NONE	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
41					41
42					42
43					43
44					44
45					45
46					46
47					47
48	TOTAL	3,453.67	N/A	N/A	48

726. SUMMARY OF TRACK REPLACEMENTS

1. Furnish the requested information concerning the summary of track replacements.
 2. In columns (d), (e), (g) and (i) 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) (f)	Percent replaced (g)		Miles surfaced (i)	Percent surfaced (j)	
		Crossties (b)	Switch and Bridge ties (board feet) (c)	Crossties (d)	Switch and Bridge ties (board feet) (e)						
1	A	60,174	144,999	2.4	•	29.10	1.9	76,818	127.3	17	1
2	B	150,899	368,769	2.8	•	141.44	4.2	188,698	431.8	26	2
3	C	4,246	49,839	0.5	•	1.67	0.3	21,186	52.0	18	3
4	D	34,625	68,644	1.1	•	5.05	0.2	109,310	232.4	23	4
5	E	63,229	468,021	2.5	•	40.45	1.9	135,148	90.1	9	5
6	TOTAL	313,173	1,100,272	2.2	•	217.71	2.3	531,160	933.6	20	6
7	F	38,898	85,576	3.1	•	13.40	1.7	0	0.0	0	7
8	Potential abandonments	839	803	0.3	•	0.56	0.3	0	0.0	0	8

* This information is not available.

750. CONSUMPTION OF DIESEL FUEL
(Dollars in thousands)

LOCOMOTIVES				
Line No.	Kind of locomotive service	Diesel		Line No.
		Diesel oil (gallons)		
	(a)	(b)		
1	Freight	56,327,000		1
2	Passenger	0		2
3	Yard switching	4,204,000		3
4	TOTAL	60,531,000		4
5	COST OF FUEL \$(000)	40,323		5
6	Work Train	372,000		6

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755

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

- (A) Report miles of road operated at close of year, excluding industrial tracks, yard tracks, and sidings.
- (B) A train-mile is the movement of a train a distance of one mile. In computing train-miles, fractions representing less than one-half mile shall be disregarded and other fractions considered as one mile. Train Miles-Running shall be based on the actual distance run between terminals and/or stations and shall be computed from the official time tables or distance tables. Train-miles shall not be increased to cover the running of locomotives from shops to terminals, doubling hills, switching, or other work at way stations, or for the service of helper or pusher locomotives or of extra locomotives on double-head or triple-head trains. When the carrier's trains are detoured over foreign roads, the miles shall be computed on the basis of the miles actually run and in accordance with the service performed. Train-miles shall be kept separately for trains hauled by locomotives and trains moved by motorcars.
- (C) A motorcar is a self-propelled unit of equipment designed to carry freight or passenger traffic, and is not considered a locomotive.
- (D) A locomotive is a self-propelled unit of equipment designed solely for moving other equipment. A locomotive unit-mile is a movement of a locomotive unit a distance of one mile under its own power. Include miles made by all locomotive units. Exclude miles made by motorcars. Miles of locomotives in helper service shall be computed on the basis of actual distance run in such service.
- (E) All locomotives unit-miles in road service shall be based on the actual distance run between terminals and/or stations. Follow instructions (B) regarding fractions and official time tables for computing locomotive-miles.
- (F) Train switching locomotive-miles shall be computed at the rate of six miles per hour for the time actually engaged in such service. Include miles allowed train locomotives for performing switching service at terminals and way stations.
- (G) Yard switching locomotive-miles shall be computed at the rate of six miles per hour for the time actually engaged in yard switching service. Include miles allowed to yard locomotives for switching service in yards where regular switching service is maintained and in terminal switching and transfer service.
- (H) Use car designations shown in Schedule 710. Under Railroad Owned and Leased cars, Items 4-01 and 4-11, report both foreign cars and respondents' own cars while on the line of the respondent railroad. In Items 4-13 and 4-15, report the private-line categories, miles for private-line cars (whether or not under railroad control) and shipper-owned cars. A car-mile is a movement of a unit of car equipment a distance of one mile. Report miles made by flatcars carrying loaded highway trailers or empty highway trailers moving under revenue billings as loaded freight car-miles & miles made by flatcars carrying other empty highway trailers as empty freight car-miles. Exclude miles made by motorcars and report miles made by business cars of other than reporting carrier as sleeping car miles in Item 5-03. Report mail, express baggage cars and combination cars other than 5-02 combination cars, in Item 5-05.
- (I) Exclude from Item 4-10, 4-11, 4-13, and 4-15 car-miles of work equipment, cars carrying company freight and no-payment cars moving in transportation trains. Include such car-miles in Item 4-17, 4-18, and 4-19. No payment car-miles are miles made by private-line cars (other than railroad controlled) and shipper-owned cars for which the railroad does not reimburse the owner on a loaded and/or empty miles basis. If the payment for the loaded miles includes the empty miles, the loaded and empty miles should not be considered no-payment car miles.
- (J) Report miles actually run by passenger-train cars in transportation service. Passenger-train car-miles include miles run by coaches and cars in which passengers are carried at regular tariff fares without extra charge for space occupied; miles run by combination passenger and baggage, passenger and mail, passenger and express; miles run by sleeping, parlor and other cars for which an extra fare is charged; miles run by dining, cafe, and other cars devoted exclusively to the serving of meals and other refreshments and by club, lounge, and observation cars; and miles run by other passenger-train cars where services are combined such as baggage, express and mail.
- (K) From conductors' or dispatchers' train reports or other appropriate source, compute weight in tons (2,000 lbs). Item 6-01 includes weight of all locomotive units moved one mile in transportation trains. Ton-miles of motorcars should be excluded. Items 6-02 and 6-03 represent tons behind locomotive units (cars and contents, cabooses) moved one mile in transportation trains (excluding non-revenue gross ton-miles). Non-revenue gross ton-miles in transportation trains include work equipment and cars carrying company freight (and their contents). Use 150 lbs. as the average weight per passenger, and four tons as the average weight of contents of each head-end car.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755 - Concluded

- (L) From conductors' train reports or other appropriate source, compute ton-miles of freight. Ton-miles represent the number of tons of revenue and non-revenue freight moved one mile in transportation train. Include net ton-miles in motorcar trains. Exclude l.c.l. shipment of freight handled in mixed baggage express cars. Total Ton-Miles Revenue Freight should correspond to the Ton-Miles reported on Form CBS.
- (M) Road service represents elapsed time of transportation trains (both ordinary and light) between the time of leaving the initial terminals and the time at the final terminals, including trains switching at way stations and delays on road as shown by conductors' or dispatchers' train reports. Include time of motorcar service performed by train locomotives at terminals and way stations. Report in Item 9-02 train switching hours included in Item 9-01. Train switching is the time spent by the train while performing switching service at terminals and way stations where no regular yard service is maintained. A train hour is independent of the number of locomotives in the train.
- (N) Yard switching hours are hours expended in switching service performed by yard crews in yards where regular switching service is maintained, including terminal switching and transfer service in connection with the transportation of revenue and incidentally of company freight. Hours in yard switching are independent of the number of locomotives used.
- (O) Work-train miles include the miles run by trains engaged in company service such as official inspection, inspection trains for Railway Commissioners for which no revenue is received, trains running special with fire apparatus to save carrier's property from destruction, trains run for transporting the carrier's employees to and from work when no transportation charge is made, wrecking trains, trains run solely for the purpose of transporting company material, trains run for distributing material and supplies for use in connection with operations, and all other trains used in work-train services. Exclude miles run by locomotives which engaged incidentally in switching company materials in company shops or material yards in connection with regular yard switching service or in switching equipment for repairs between yards and shops.
- (P) The number of loaded freight cars shall be obtained from the conductors' wheel report and shall be the sum of all loaded cars handled by each train. For example, if a car moves loaded (1) in a way train from the origination points, (2) in two through trains, and (3) in a way train to the destination point, the total count of loaded cars would be four: two counts for the movements in the way trains and two counts for the movements in through trains. Therefore, each car originated or received from a connecting carrier receives an initial count, plus one count for each subsequent physical transfer between trains on respondents lines. No additional count is given because of crew change or changes in track identification number unless there is a physical transfer of the car between trains. Each car moving under revenue billing shall be considered as a loaded car.
- (Q) Report vehicle (TOFC trailers/containers, automobiles and trucks) loaded and unloaded to and from TOFC and multiple level freight cars when the work is performed at the railroad's expense.
- (R) Report the number of loaded revenue trailers/containers picked up, plus revenue trailers/containers delivered in TOFC/COFC and in highway interchange service, when the work is performed at the railroads' expense. (Performed at railroads' expense means that railroad employees perform the service or that the railroad hires a subsidiary or outside contractor to perform the service.) Do not include those trailers/containers which are picked up or delivered by a shipper or motor carrier, etc., when a tariff provision requires the shipper-motor carrier, etc., and not the railroad to perform that service. Note: the count should reflect the trailer/containers for which expenses is reported in Schedule 417 Line 2 Column (b).
- (S) Report under Marine Terminals, Item 16, the tons loaded onto and unloaded from marine vessels at the expense of the reporting railroad.
- (T) Report the total number of foreign railroad cars on line at the end of the year (except surplus cars, see below). Foreign railroad cars refers to freight cars owned by other railroads, whose interline rental is settled on time (by hour) and actual line-haul mileage charges under the code of car hire rules.

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

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

755. RAILROAD OPERATING STATISTICS

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
1		1. Miles of Road Operated (A)	4,980	XXXXXX	1
		2. Train Miles - Running (B)	XXXXXX	XXXXXX	
2		2-01 Unit Trains	1,051,880	XXXXXX	2
3		2-02 Way Trains	969,696	XXXXXX	3
4		2-03 Through Trains	6,598,024	XXXXXX	4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	8,619,600	XXXXXX	5
6		2-05 Motorcars (C)	0	XXXXXX	6
7		2-06 TOTAL ALL TRAINS (lines 5, 6)	8,619,600	XXXXXX	7
		3. Locomotive Unit Miles (D)	XXXXXX	XXXXXX	
		Road Service (E)	XXXXXX	XXXXXX	
8		3-01 Unit Trains	2,518,449	XXXXXX	8
9		3-02 Way Trains	1,887,188	XXXXXX	9
10		3-03 Through Trains	15,829,542	XXXXXX	10
11		3-04 TOTAL (lines 8-10)	20,235,179	XXXXXX	11
12		3-11 Train Switching (F)	1,974,953	XXXXXX	12
13		3-21 Yard Switching (G)	2,535,816	XXXXXX	13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	24,745,948	XXXXXX	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	5	XXXXXX	15
16		4-011 Box - Plain 50 - Foot and Longer	7,126	XXXXXX	16
17		4-012 Box - Equipped	28,965	XXXXXX	17
18		4-013 Gondola - Plain	597	XXXXXX	18
19		4-014 Gondola - Equipped	7,827	XXXXXX	19
20		4-015 Hopper - Covered	64,271	XXXXXX	20
21		4-016 Hopper - Open Top - General Service	12,521	XXXXXX	21
22		4-017 Hopper - Open Top - Special Service	1,019	XXXXXX	22
23		4-018 Refrigerator - Mechanical	395	XXXXXX	23
24		4-019 Refrigerator - Non - Mechanical	2,464	XXXXXX	24
25		4-020 Flat - TOFC/COFC	29,195	XXXXXX	25
26		4-021 Flat - Multi - Level	3,778	XXXXXX	26
27		4-022 Flat - General Service	265	XXXXXX	27
28		4-023 Flat - All Other	8,155	XXXXXX	28
29		4-024 All Other Car Types - Total	711	XXXXXX	29
30		4-025 TOTAL (lines 15-29)	167,294	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	1	XXXXXX	31
32		4-111 Box - Plain 50 - Foot and Longer	5,815	XXXXXX	32
33		4-112 Box - Equipped	23,674	XXXXXX	33
34		4-113 Gondola - Plain	644	XXXXXX	34
35		4-114 Gondola Equipped	6,330	XXXXXX	35
36		4-115 Hopper - Covered	63,342	XXXXXX	36
37		4-116 Hopper - Open Top - General Service	12,453	XXXXXX	37
38		4-117 Hopper - Open Top - Special Service	1,064	XXXXXX	38
39		4-118 Refrigerator - Mechanical	385	XXXXXX	39
40		4-119 Refrigerator - Non - Mechanical	2,172	XXXXXX	40
41		4-120 Flat - TOFC/COFC	4,884	XXXXXX	41
42		4-121 Flat - Multi-level	1,538	XXXXXX	42
43		4-122 Flat - General Service	320	XXXXXX	43
44		4-123 Flat - All Other	8,225	XXXXXX	44
45		4-124 All Other Car Types	1,838	XXXXXX	45
46		4-125 TOTAL (lines 31-45)	132,685	XXXXXX	46
		4-13 Private Line Cars - Loaded (H)	XXXXXX	XXXXXX	
47		4-130 Box - Plain 40 - Foot	0	XXXXXX	47
48		4-131 Box - Plain 50 - Foot and Longer	2,931	XXXXXX	48
49		4-132 Box - Equipped	46	XXXXXX	49
50		4-133 Gondola - Plain	1,111	XXXXXX	50
51		4-134 Gondola - Equipped	85	XXXXXX	51
52		4-135 Hopper - Covered	13,299	XXXXXX	52
53		4-136 Hopper - Open Top - General Service	1,703	XXXXXX	53
54		4-137 Hopper - Open Top - Special Service	161	XXXXXX	54
55		4-138 Refrigerator - Mechanical	0	XXXXXX	55
56		4-139 Refrigerator - Non - Mechanical	26	XXXXXX	56
57		4-140 Flat - TOFC/COFC	14,163	XXXXXX	57
58		4-141 Flat - Multi-level	19,874	XXXXXX	58
59		4-142 Flat - General Service	6	XXXXXX	59
60		4-143 Flat - All Other	4,380	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	1,292	XXXXXX	61
62		4-145 Tank - 22,000 Gallons and Over	6,328	XXXXXX	62
63		4-146 All Other Car Types	51	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	65,456	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	0	XXXXXX	65
66		4-151 Box-Plain 50-Foot and Longer	1,444	XXXXXX	66
67		4-152 Box-Equipped	42	XXXXXX	67
68		4-153 Gondola-Plain	1,169	XXXXXX	68
69		4-154 Gondola-Equipped	475	XXXXXX	69
70		4-155 Hopper-Covered	14,596	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	2,002	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	70	XXXXXX	72
73		4-158 Refrigerator-Mechanical	0	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	0	XXXXXX	74
75		4-160 Flat-TOFC/COFC	1,511	XXXXXX	75
76		4-161 Flat-Multi-level	9,942	XXXXXX	76
77		4-162 Flat-General Service	5	XXXXXX	77
78		4-163 Flat-All Other	3,907	XXXXXX	78
79		4-164 Tank Under 22,000 Gallons	2,455	XXXXXX	79
80		4-165 Tank-22,000 Gallons and Over	7,306	XXXXXX	80
81		4-166 All Other Car Types	147	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	45,071	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	4,395	XXXXXX	83
84		4-18 No Payment Car-Miles (1) ¹	180,350	XXXXXX	84
		4-19 Total Car-Miles by Train Type (Note)	XXXXXX	XXXXXX	
85		4-191 Unit-Trains	97,456	XXXXXX	85
86		4-192 Way-Trains	34,700	XXXXXX	86
87		4-193 Through Trains	463,095	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	595,251	XXXXXX	88
89		4-20 Caboose Miles	221	XXXXXX	89

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

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

755. RAILROAD OPERATING STATISTICS - Concluded

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		6. Gross Ton-Miles (thousands) (K)	XXXXXX	XXXXXX	
98		6-01 Road Locomotives	3,678,232	XXXXXX	98
		6-02 Freight Trains, Crs., Cnts., and Caboose	XXXXXX	XXXXXX	
99		6-020 Unit Trains	8,596,472	XXXXXX	99
100		6-021 Way Trains	2,675,410	XXXXXX	100
101		6-022 Through Trains	33,597,118	XXXXXX	101
102		6-03 Passenger-Trains, Crs., Cnts., and Caboose	0	XXXXXX	102
103		6-04 Non-Revenue	0	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	48,547,232	XXXXXX	104
		7. Tons of Freight (thousands)	XXXXXX	XXXXXX	
105		7-01 Revenue	59,981	XXXXXX	105
106		7-02 Non-Revenue	530	XXXXXX	106
107		7-03 TOTAL (lines 105,106)	60,511	XXXXXX	107
		8. Ton-Miles of Freight (thousands) (L)	XXXXXX	XXXXXX	
108		8-01 Revenue-Road Service	24,683,873	XXXXXX	108
109		8-02 Revenue-Lake Transfer Service	0	XXXXXX	109
110		8-03 TOTAL (lines 108,109)	24,683,873	XXXXXX	110
111		8-04 Non-Revenue-Road Service	270,830	XXXXXX	111
112		8-05 Non-Revenue-Lake Transfer Service	0	XXXXXX	112
113		8-06 TOTAL (lines 111,112)	270,830	XXXXXX	113
114		8-07 TOTAL-Revenue & Non-Revenue (lines 110,113)	24,954,703	XXXXXX	114
		9. Train Hours (M)	XXXXXX	XXXXXX	
115		9-01 Road Service	445,035	XXXXXX	115
116		9-02 Train Switching	140,886	XXXXXX	116
117		10. TOTAL YARD-SWITCHING HOURS (N)	373,400	XXXXXX	117
		11. Train-Miles Work Trains (O)	XXXXXX	XXXXXX	
118		11-01 Locomotives	14,503	XXXXXX	118
119		11-02 Motorcars	0	XXXXXX	119
		12. Number of Loaded Freight Cars (P)	XXXXXX	XXXXXX	
120		12-01 Unit Trains	354,358	XXXXXX	120
121		12-02 Way Trains	409,645	XXXXXX	121
122		12-03 Through Trains	1,493,443	XXXXXX	122
123		13. TOFC/COFC-No. of Rev. Trlrs & Cntnrs Lded & Unlded (Q)	251,199	XXXXXX	123
124		14. Multi-level Cars-No. of Motor Vehicles Lded & Unlded	326,790	XXXXXX	124
125		15. TOFC/COFC-No. of Rev. Trailers Picked Up & Delivered	0	XXXXXX	125
		16. Revenue Tons-Marine Terminal (S)	XXXXXX	XXXXXX	
126		16-01 Marine Terminals-Coal	0	XXXXXX	126
127		16-02 Marine Terminals-Ore	0	XXXXXX	127
128		16-03 Marine Terminals-Other	0	XXXXXX	128
129		16-04 TOTAL (lines 126-128)	0	XXXXXX	129
		17. Number of Foreign Per Diem Cars on Line (T)	XXXXXX	XXXXXX	
130		17-01 Serviceable	1,047	XXXXXX	130
131		17-02 Unserviceable	213	XXXXXX	131
132		17-03 Surplus	38	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	1,298	XXXXXX	133

NOTES AND REMARKS

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VERIFICATION

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

OATH

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

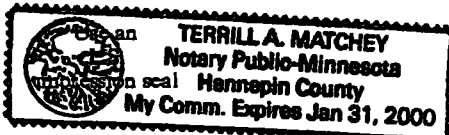
State of Minnesota
County of Hennepin

Miron Hlywa makes oath and says that he is Director Financial Planning & Reporting
(insert here name of the affiant) (insert here the official title of the affiant)
of Soo Line 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, 1996 to and including December 31, 1996.

[Signature]
(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 97. My commission expires January 31, 2000.



[Signature]
(signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH*

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

State of _____
County of _____

_____ makes oath and says that he is _____
(insert here name of the affiant) (insert here the official title of the affiant)
of _____
(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 _____, 19____, to and including _____, 19____.

(signature of affiant)

Subscribed and sworn to before me, a _____ in and for the State and County above named, this
_____ day of _____, 19____. My commission expires _____

Use an
L.S.
impression seal

(signature of officer authorized to administer oaths)

*Under the Company's delegation of authority, the Director Financial Planning & Reporting has authorization to execute reports required by the Surface Transportation Board; therefore, the Supplemental Oath is not required.

NOTES AND REMARKS

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

[illegible]

CORRECTIONS

[illegible]

EXPLANATORY REMARKS

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