

R-1 1989 UNION PACIFIC RAILROAD SCH 310 & 310A (REVISED)

316. 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 18, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c).

3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged, or otherwise encumbered, giving names and other important particulars of such obligations in footnotes.

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

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

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)	Basis of Control	Line No.
	(a)	(b)	(c)	(d)	(e)	
1						1
2						2
3						3
4						4
5						5
6						6
7						7
8				B L A N K		8
9						9
10						10
11						11
12						12
13						13
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310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES (Dollars In Thousands)

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of companies affiliated with respondent, included in accounts Nos. 715, "Sinking Funds"; 716, "Capital Funds"; 721, "Investments and Advances Affiliated Companies"; and 717, "Other Funds."
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3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged, or otherwise encumbered, giving names and other important particulars of such obligations in footnotes.
4. Give totals for each class and for each subclass and a grand total for each account.
5. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially 19__ to 19__." Abbreviations in common use in standard financial publications may be used to conserve space.
6. If any of the companies included in this schedule are controlled by respondent the percent of control should be 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.	Account No.	Class No.	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)	Investments and Advances					Disposd of: profit (loss) Acct. 721.5 (j)	Adjustments (k)	Dividends or interest credited to income (l)	Line No.
						Opening Balance (f)	Deductions (if other than sale, explain) (g)	Closing Balance (h)						
1	721	A1		STOCKS - CARRIERS ACTIVE										1
2				Alameda Belt Line	50.0	471		471			(471)			2
3				Alton & Southern Railway	50.0	8,000		8,000						3
4				American Refrigerator Transit Co. (A)	100.0	378		378						4
5				Ark. & Mis. Ry. Bridge & Term. Pfd (A)	33.3	550		550						5
6				Ark. & Mis. Ry. Bridge & Term. Com. (A)(B)	33.3	290		290						6
7				Belt Railway of Chicago	7.7	240		240						7
8				Brownsville & Matamoros Bridge Co. (A)	50.0	250		250						8
9				Camas Prairie Railroad Co.	50.0	50		50						9
10				Central California Traction Co.	33.3	664		664			(664)			10
11				Chicago & Western Indiana RR	20.0	1,000		1,000						11
12				Denver Union Terminal Ry. Co.	16.7	5		5						12
13				Houston Belt & Terminal Ry. (A)(B)	50.0	13		13						13
14				Katy Transportation Company (C)	100.0	3,249	3,249	0						14
15				Kansas City Terminal Ry. (A)(B)	25.0	290		290			(612)			15
16				Longview Switching Co.	50.0	1		1						16
17				Missouri Pacific Truck Lines (A)	100.0	2,085		2,085			(8,693)			17
18				Oakland Terminal Railway	50.0	113		113			(113)			18
19				Ogden Union Ry. & Depot Co.	50.0	13		13						19
20				Portland Terminal RR Co.	40.0	1,879		1,879						20
21				Portland Traction Co.	50.0	1,799		1,799						21
22				St. Joseph Terminal RR Co.	50.0	1/		0						22
23				Southern Illinois & Missouri Bridge Co. (A)	60.0	26		26						23
24				Texas City Terminal Ry.	66.7	1,276		1,276					1,740	24
25				Trailer Train Co. (D)	23.0	380	46,333	46,713						25
26				Union Pacific Fruit Express Corp.	100.0	14,622		14,622						26
27				Union Pacific Motor Freight Co.	100.0	5		5						27

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

Line No.	Account No.	Class No.	Kind of Industry (c)	Name of issuing company and also lien reference, if any (d)	Extent of Control (e)	Investments and Advances					Dividends or interest credited to income (l)	Line No.
						Opening Balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing Balance (i)	Disposed of: profit (loss) (j)		
28	721	A3		STOCKS - NONCARRIERS - ACTIVE								28
29				Automated Monitoring & Control International	50.0	3,367			3,367			29
30			VI	Missouri Improvement Co. (A)	100.0	5,105			5,105			30
31			VI	Stan' l Realty & Development	100.0	12,003			12,003			31
32				Transportation Data Exchange, Inc.	24.8	450			450			32
33			VI	Southwestern States Management Co. (E)	100.0		3,201		3,201			33
34				Union Pacific Freight Service	100.0	1			1			34
35			VI	Donland Development Company	100.0	250			250			35
36				TOTAL CLASS A		58,825	49,534	3,249	105,110	0	(10,553)	1740
37												37
38												38
39	721	D1		UNSECURED NOTES - CARRIERS - ACTIVE								39
40				St. Joseph Terminal RR Co.		175			175			40
41				Terminal RR Assn. of St. Louis		2,892		386	2,506			41
42				Trailer Train Co.		1,694			1,694		(116)	42
43				TOTAL CLASS D		4,761	0	386	4,375	0	(116)	0
44												44
45												45
46	721	E1		INVESTMENT ADVANCES - CARRIERS - ACTIVE								46
47				Alameda Belt Line		20			20			47
48				Ark. & Mts. Ry. Bridge & Term.		(18)	39		21			48
49				Bell Railway of Chicago		2,362	40		2,402			49
50				Camas Prairie RR Co.		250			250			50
51				Chicago & Western Indiana RR		9,849		1,406	8,443			51
52				Denver Union Terminal Ry. Co.		566			566			52
53				Harbor Belt Line RR Co.		15			15			53
54				Houston Belt & Terminal Ry.		5,515	1,010		6,525			54
55				Kansas City Terminal Ry. Co.		9,889			9,889			55
56				Longview Switching Co.		37			37			56
57				Union Pacific Express Air		2,441	1,433		3,874			57
58				Missouri Pacific Intermodal Transport, Inc.		(5)	53		48			58
59				Missouri Pacific Truck Lines, Inc.		9,863		1,000	8,863			59
60				Oakland Terminal Railway		401	100		501		(401)	60
61				Ogden Union Ry. & Depot Co.		1,451	54		1,505			61
62				Port Terminal Ry. Assn.		294		16	278			62
63				Portland Traction			100		100			63
64				St. Joseph Terminal RR Co.		154			154			64
65				Southern Illinois & Missouri Bridge Co.		1,092		132	960			65
66				Terminal RR Assn. of St. Louis		2,930		22	2,908			66
67				Texas City Terminal Ry.		184		184	0			67
68				Wichita Terminal		115			115			68
69	721	E3		INVESTMENT ADVANCES - NONCARRIERS - ACTIVE								69
70			VI	Missouri Improvement Co.		1,606		1,027	579			70
71												71

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

Line No.	Account No.	Class No.	Kind of Industry (c)	Name of issuing company and also lien reference, if any (d)	Extent of Control (e)	Investments and Advances					Dividends or interest credited to income (l)	Line No.
						Opening Balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing Balance (i)	Disposed of: profit (loss) (j)	Adjustments Acct. 721.5 (k)	
72				Union Pacific Freight Service		4,671	149		5,020			72
73				Union Pacific Communication Corp.		1,600			1,600			73
74				Texas Missouri Pacific		1,843			1,843			74
75				Southwestern States Management Company		2,913		2,913	0			75
76				Missouri Pacific Corporation		16,268			16,268			76
77												77
78				TOTAL CLASS E		75,906	2,978	6,700	72,184	0	(401)	78
79												79
80				TOTAL ACCOUNT 721		139,492	52,512	10,335	181,669	0	(11,070)	80

(A)(B) - Lien references, as described on page 24.

(C) - Katy Transportation was merged into Missouri Pacific Truck Lines, Inc. on November 30, 1989.

(D) - Union Pacific acquired 1,500 additional shares in March 1989 and sold 300 of the 500 shares owned by MKT.

(E) - Southwestern States Management Company became a wholly-owned subsidiary of MP as a result of the merger of SABT and OKT into MKT, Katy Transportation into MPTL, CH&H and MKT into MP.

Kind of Industry Column (c) is VII unless noted otherwise.
Companies under joint control described on page 24.

1/ - Carried at nominal value of \$1.00.

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

Undistributed Earnings From Certain Investments in Affiliated Companies

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

Line No.	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustment for investments equity method (c)	Equity in undistributed earnings (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:								
1	Alton & Southern Rwy.	2,681		0			2,681	1
2	American Refrigerator Transit Co.	5,370		585			5,955	2
3	Ark. & Mts. Ry. Bridge Terminal Co.	20		0			20	3
4	Belt Ry. of Chicago	438		0			438	4
5	Brownsville & Matamoros Bridge Co.	1,712		572			2,284	5
6	Chicago Western Indiana RR	306		15			921	6
7	Galveston, Houston & Henderson RR	0		0			0	7
8	Houston Belt & Terminal Rwy.	2,649		23			2,672	8
9	Kansas City Terminal Rwy.	208		0			208	9
10	Katy Transportation Company	(22)		0		22	0	10
11	Missouri Pacific Truck Lines	4,965		1,235		(22)	6,178	11
12	(incl. UPEA & MPIT)							12
13	Ogden Union Rwy. & Depot Co.	37		0			37	13
14	Portland Terminal Railroad Corroony	(831)		(5)			(836)	14
15	Portland Traction Co.	149		(164)			(15)	15
16	Southern Illinois & Missouri Bridge Co.	4		0			4	16
17	Terminal RR Assn. of St. Louis	1,102		0			1,102	17
18	Texas City Terminal Ry.	3,498		18			3,516	18
19	Union Pacific Fruit Express Co.	60,434		8,339			68,773	19
20	Union Pacific Motor Freight Co.	9,580		695			10,275	20
21								21
22	TOTAL CARRIER	92,900	0	11,313	0	0	104,213	22
23								23
NONCARRIER:								
24								24
25	Automated Monitoring & Control Intern'l	9		(590)			(581)	25
26	Delta Finance	(8,264)		2,810			(5,454)	26
27	Donald Development Company	253		274			527	27
28	Missouri Improvement Co.	35,693		1,048			36,741	28
29	Southwestern States Management Company	54		(36)			18	29
30	Standard Realty & Development	23,581		3,483			27,064	30
31	Trailer Train Co.	0		41,695			41,695	31
32	Union Pacific Communication Corporation	(567)		0			(567)	32
33	Union Pacific Freight Service	4,126		983			5,107	33
34								34
35	TOTAL NONCARRIER	54,885	0	49,665	0	0	104,550	35
36								36
37	TOTAL EQUITY	147,785	0	60,978	0	0	208,763	37