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1996

Annual Report

TO THE

Surface Transportation Board

**FOR THE YEAR ENDED
DECEMBER 31, 1996**

R-1



**UNION PACIFIC
RAILROAD**

NOTICE

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

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

(a) The Interstate Commerce Commission may require --

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

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

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

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

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

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

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

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

2. The instructions in this Form should be carefully observed, and each question should be answered fully and accurately, whether it has been answered in a previous annual report or not. Except in cases where they are specifically authorized, cancellations, arbitrary check marks, and the like should not be used either as partial or as entire answers to inquiries. If any inquiry, based on preceding inquiry in the present report form is, because of the answer rendered to such preceding inquiry, inapplicable to the person

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

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

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

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

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

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

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

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

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

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

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

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

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

ANNUAL REPORT

Of

UNION PACIFIC RAILROAD

COMBINED WITH MISSOURI PACIFIC RAILROAD

To The

SURFACE TRANSPORTATION BOARD

For The

Year Ended December 31, 1996

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

(Name) J. R. Young (Title) Vice President - Finance

(Telephone number) (402) 271-5557

(Office address) 1416 Dodge Street - Rm 712, Omaha, Nebraska 68179

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SPECIAL NOTICE

Docket No. 38559 Railroad Classification Index, (ICC served January 20, 1983), modified the reporting requirements for Class II, Class III and Switching and Terminal Companies. These carriers will notify the Board only if the calculation results in a different revenue level than its current classification.

The dark border on the schedules represents data that are captured by the Board.

It is estimated that an average of 800 burden hours per response are required to complete this collection of information. This estimate includes time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Comments concerning the accuracy of this burden estimate or suggestions for reducing this burden should be directed to the Office of the Secretary, 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 rate not applicable.
2. Show below the pages excluded and indicate the schedule number and title in the space provided below.
3. If no schedules were omitted indicate "NONE".

Page	Schedule No.	Title
		NONE

B. IDENTITY OF RESPONDENT

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

1. Give in full the exact name of the respondent. Use the words "The" and "Company" only when they are parts of the corporate name. Be careful to distinguish between railroad and railway. The corporate name should be given uniformly throughout the report, notably on the cover, on the title page, and in the "Verification." If the report is made by receivers, trustees, a committee of bondholders, or individuals otherwise in possession of the property, state names and facts with precision. If the report is for a consolidated group, pursuant to Special Permission from the Commission, Accounting, and Valuation Board, indicate such fact on line 1 below and list the consolidated group on page 4.
2. If incorporated under a special charter, give date of passage of the act; if under a general law, give date of filing certificate of organizations; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date which such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.
3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report "Union Pacific Railroad Company Combined With Missouri Pacific Railroad Company (dba Union Pacific Railroad).
2. Date of incorporation - UP - July 1, 1897; MP - August 30, 1977.
3. Under laws of what Government, State, or Territory organized? If more than one, name all. If in bankruptcy, give court of jurisdiction and dates of beginning of receivership or trusteeship and of appointment of receivers or trustees:
UP (see note page 4);
MP - Under the laws of Delaware.
4. If the respondent was reorganized during the year, involved in a consolidation or merger, or conducted its business under a different name, give full particulars: See Note 1 on page 9.

Stockholders Reports

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

Check appropriate box:

- ☐ Two copies are attached to this report.
☐ Two copies will be submitted (date) _____
☒ No annual report to stockholders is prepared.

- * The combined report of Union Pacific Railroad (UPRR) includes Union Pacific Railroad Company (UP) combined with Missouri Pacific Railroad Company (MP) and their subsidiaries. See page 4 for a listing of included companies, reported on a historical cost basis, except for Missouri-Kansas-Texas System (MKT), Chicago and Northwestern Railway Company and Western Railroad Properties, Inc., which are included at acquisition cost.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock Common. \$ 1/ per share; first preferred. \$ 1/ per share; second preferred. \$ _____ per share; debenture stock. \$ _____ 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 _____.
3. Are voting rights proportional to holdings? YES. If not, state in a footnote the relation between holdings and corresponding voting rights.
4. Are voting rights attached to any securities other than stock? NO. If so, name in a footnote each security, other than stock to which voting rights are attached (as of the close of the year), and state in detail the relation between holdings and corresponding voting rights, stating whether voting rights are actual or contingent, and if contingent, showing the contingency.
5. Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method? NO. If so, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.
6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing: 2/.
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. 3/ votes, as of 3/.
8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7. ONE stockholders.
9. Give the names of the thirty security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within 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 we 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, which 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)	Second Preferred (e)	First Preferred (f)	
1	UP:						1
2	Union Pacific						2
3	Corporation		30,467,751	30,467,751			3
4	Chicago and North Western						4
5	Transportation Company		8,399,642	8,399,642			5
6	MP:						6
7	Union Pacific Corporation		1,000	1,000			7
8							8
9							9
10							10
11							11
12							12
13							13
14							14
15	Notes and Remarks:						15
16							16
17	1/ UP Common - \$10.00 Par Value - Preferred - Cancelled						17
18	MP Common - \$ 1.00 Par Value - Preferred - None						18
19							19
20	2/ UP - April 15, 1939 record date for meeting of stockholders May 9, 1939.						20
21	MP - February 27, 1986 record date for meeting of stockholders April 18, 1986.						21
22							22
23	3/ UP - 28,753,788 as of December 31, 1995.						23
24	MP - 1,000 as of December 31, 1995.						24
25							25
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS (continued)

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. 1/ votes cast.
11. Give the date of such meeting. 2/
12. Give the place of such meeting. 3/

NOTES AND REMARKS

1/ UP - 38,867,393 Votes
MP - 1,000 Votes

2/ UP - April 19, 1996
MP - April 19, 1996

3/ UP - Salt Lake City, UT
MP - Salt Lake City, UT

Notes to Page 2, Item 1 - List of consolidated and combined companies.

Union Pacific Railroad Company (UP)
Midwestern Railroad Properties, Incorporated 4/
The St. Joseph & Grand Island Railway Company
Missouri Pacific Railroad Company (MP)
Chicago Heights Terminal Transfer Company
Chicago & Western Indiana Railroad Company
Doniphan, Kensett & Searcy Railway Company
MP Equipment Corporation
MP Redevelopment Corporation
UP Subs, Inc.

Notes to Page 2, Item 3

Utah, Chapter 1 of the Laws of 1897 entitled, "An Act to provide for the formation of railroad corporations" as affected by our laws of Utah in particular the laws governing railroads as set forth in Title 56 of the Utah Code, and business corporations as set forth in Title 16 of the Utah Code.

The original charter was filed July 1, 1897. For reference to amendments thereof, see reports for years ended December 31, 1947, 1948, 1953, and 1956.

On May 14, 1968, Article 3 of the Charter, setting forth the purpose of incorporation, was amended; on May 20, 1968, a copy of such amendment was filed with the Commission in Finance Docket No. 25115 and on December 31, 1968, the Charter was restated to reflect all prior amendments. The restated Charter was amended effective June 24, 1971 to provide dissenters' rights in connection with the merger of UPRR Co. with Union Pacific Corporation (UPC) and to provide for perpetual corporate existence.

4/ See Note 1 on page 9.

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	\$80,968	\$13,574	1
2		702	Temporary Cash Investments	353	3,224	2
3		703	Special Deposits	-	-	3
4		704	Accounts Receivable (A) - Loan and Notes	-	-	4
5		705	- Interline and Other Balances	44,708	20,541	5
6		706	- Customers	167,326	126,767	6
7		707	- Other	56,350	73,963	7
8		709,708	- Accrued Accounts Receivables	51,407	23,407	8
9		708.5	- Receivables from Affiliated Companies	1,034,752	899,821	9
10		709.5	- Less: Allowance for Uncollectible Accounts	-	-	10
11		710,711,714	Working Funds Prepayments Deferred Income Tax Debits	95,566	133,154	11
12		712	Materials and Supplies	209,297	224,128	12
13		713	Other Current Assets	3,584	12,032	13
14			TOTAL CURRENT ASSETS	\$1,744,311	\$1,530,611	14
OTHER ASSETS						
15		715, 716, 717	Special Funds	\$2,404	\$31,053	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedules 310 and 310A)	740,217	1,664,869	16
17		722, 723	Other Investments and Advances	77,059	114,904	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities - Cr.	-	-	18
19		737, 738	Property Used in Other than Carrier Operation (Less Depreciation) \$14,355	105,631	146,548	19
20		739, 741	Other Assets	41,076	51,604	20
21		743	Other Deferred Debits	32,334	88,129	21
22		744	Accumulated Deferred Income Tax Debits	-	-	22
23			TOTAL OTHER ASSETS	\$998,721	\$2,097,107	23
ROAD AND EQUIPMENT						
24		731, 732	Road (Schedule 330) L-30 cols. h & b	\$13,431,008	\$12,924,663	24
25		731, 732	Equipment (Schedule 330) L-39 Cols. h & b	5,367,935	5,000,577	25
26		731, 732	Unallocated Items	348,911	196,097	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(4,941,361)	(4,599,718)	27
28			Net Road and Equipment	\$14,206,493	\$13,521,619	28
29			TOTAL ASSETS	\$16,949,525	\$17,149,337	29

(A) See Note 5 on page 11

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 LIABILITIES						
30		751	Loans and Notes Payable	-	-	30
31		752	Accounts Payable; Interline and Other Balances	40,021	38,916	31
32		753	Audited Accounts and Wages	159,282	181,459	32
33		754	Other Accounts Payable	32,770	33,380	33
34		755, 756	Interest and Dividends Payable	38,829	21,062	34
35		757	Payables to Affiliated Companies	-	-	35
36		759	Accrued Accounts Payable	937,873	906,898	36
37		760, 761, 761.5, 762	Taxes Accrued	93,127	164,314	37
38		763	Other Current Liabilities	1,812	2,028	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	75,086	50,066	39
40			TOTAL CURRENT LIABILITIES	\$1,378,800	\$1,398,123	40
NON-CURRENT LIABILITIES						
41		765, 767	Funded Debt Unmatured	\$353,063	\$370,994	41
42		766	Equipment Obligations	767,174	693,119	42
43		766.5	Capitalized Lease Obligations	276,562	229,711	43
44		768	Debt in Default	-	-	44
45		769	Accounts Payable; Affiliated Companies	3,361,708	3,540,970	45
46		770.1, 770.2	Unamortized Debt Premium	(19,990)	(24,202)	46
47		781	Interest in Default	-	-	47
48		783	Deferred Revenues-Transfers from Government Authorities	-	-	48
49		786	Accumulated Deferred Income Tax Credits	4,195,157	3,993,154	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	1,014,342	962,976	50
51			TOTAL NON-CURRENT LIABILITIES	\$9,948,016	\$9,766,722	51
SHAREHOLDERS' EQUITY						
52		791, 792	Total Capital Stock:(Schedule 230) (L-10 Col. g, L-17 Col. e)	\$388,675	\$339,507	52
53			Common Stock	388,675	339,507	53
54			Preferred Stock	-	-	54
55			Discount on Capital Stock	-	-	55
56		794, 795	Additional Capital (Schedule 230) (L-17 Col. h)	1,239,270	642,679	56
57		797	Retained Earnings: Appropriated	1,583	1,583	57
58		798	Unappropriated (Schedule 220) (L-17 Col. b)	3,993,181	5,000,723	58
59		798.1	Net Unrealized Loss on Non-current Marketable Equity Securities	-	-	59
60		798.5	Less Treasury Stock	-	-	60
61			Net Stockholders Equity	\$5,622,709	\$5,984,492	61
62			TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	\$16,949,525	\$17,149,337	62

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 Schedule 460. \$1,583.
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
Not Applicable. \$_____.
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 Explanatory Note 11 on page 10.
- (b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund. Not Available. \$_____.
- (c) Is any part of pension plan funded? Specify. Yes ☒ No ____
(i) If funding is by insurance, give name of insuring company Not Applicable.
If funding is by trust agreement, list trustee(s). Citibank NA.
Date of trust agreement or latest amendment. April 24, 1986.
If respondent is affiliated in any way with the trustee(s), explain affiliation: Not Applicable.
- (d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement. See Note 12, page 11.
- (e) (i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates?
Specify. Yes ____ No ☒
If yes, give number of the shares for each class of stock or other security: _____
- (ii) Are voting rights attached to any securities held by the pension plan? Specify. Yes ____ No ____ If yes, who determines how stock is voted? _____
4. State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610). Yes ____ No ☒ See additional Note 13 on page 11.
5. (a) The amount of employers contribution to employee stock ownership plans for the current year was \$ NONE.
(b) The amount of investment tax credit used to reduce current income tax expense resulting from contributions to qualified employee stock ownership plans for the current year was \$ NONE.
6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account. \$ NONE.

Continued on following page

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION -- EXPLANATORY NOTES

7. Give particulars with respect to contingent assets and liabilities at the 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 NOTE 17 ON PAGE 12.

(a) Changes in Valuation Accounts

8. Marketable Equity Securities

UPRR has no marketable equity securities.

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

(b) At / / , gross unrealized gains and losses pertaining to marketable 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 -- Concluded

NOTES TO FINANCIAL STATEMENTS

9. Acquisitions

MP: On January 1, 1997, MP was merged with and into UP (the "Merger"), with UP continuing as the surviving corporation. Immediately prior to the Merger, MP was a wholly-owned, direct subsidiary of Union Pacific Corporation (the "Corporation") and was at that time and currently is a wholly-owned, indirect subsidiary of the corporation. As a result of the Merger, all of the outstanding capital shares of MP, which consisted of 920 shares of MP Common Stock and 80 shares of MP Class A Stock, were converted into 19,152,560 shares of UP Common Stock and 1,665,440 shares of UP Class A Stock, respectively. In addition, in connection with the Merger, the 38,867,393 shares of UP's Common Stock outstanding immediately prior to the Merger were converted into 35,758,008 shares of UP's Common Stock and 3,109,392 shares of UP's Class A Stock. The Merger has been accounted for in a manner similar to a pooling-of-interests combination of entities under common control.

Chicago and North Western Transportation Company ("CNW"): In April 1995, the Corporation completed the acquisition of the remaining 71.6 percent of CNW's outstanding common stock not previously owned by the Corporation for approximately \$1.2 billion, funded by the issuance of additional long-term debt. The acquisition of CNW has been accounted for as a purchase, and CNW's financial results were consolidated with UP effective May 1, 1995.

Subsequent to the acquisition of CNW, in October 1995, UP issued approximately 8,399,642 additional shares of its Common Stock to acquire the net assets of Chicago and North Western Railway Company and its subsidiaries, through the legal merger of the two carriers. In connection with this acquisition, UP assumed the debt owed by CNW to the Corporation, relating to the Corporation's CNW debt refinancing activities.

UP Leasing Corporation ("UP Leasing"): In August 1995, UP Leasing, a wholly-owned subsidiary of the Corporation, which financed the Powder River Basin connector line for Western Railroad Properties, Inc., in exchange for monthly rental payments, was merged with UP. In connection with this merger, UP issued 3,122,173 shares of its Common Stock to the Corporation.

Southern Pacific: In August 1995, the Corporation and Southern Pacific Rail Corporation ("Southern Pacific") entered into a definitive merger agreement providing for the acquisition of Southern Pacific by the Corporation. In September 1995, UP Acquisition Corporation ("UP Acquisition"), a wholly-owned subsidiary of UP, acquired 25 percent of SP's outstanding common shares for \$25 per share cash (the "Tender Offer"). In June 1996, UP Acquisition was merged with and into UP and UP distributed by dividend the SP shares acquired in the Tender Offer to its stockholders. This transaction reduced UP's retained earnings by \$985 million. In September 1996, after receipt of a written decision from the STB approving the acquisition of Southern Pacific by the Corporation, the Corporation consummated the acquisition of Southern Pacific by acquiring the remaining 75 percent of Southern Pacific common shares not previously owned by the Corporation for a combination of cash and the Corporation's common stock.

The business combination with Southern Pacific has been accounted for as a purchase, but SP's results are not currently included in UP's results. The rail operations of Southern Pacific will be integrated with UP's rail operations in 1997 and 1998.

In connection with the integration of UP's and Southern Pacific's rail operations, UP expects to incur approximately \$250 million in acquisition-related costs for severing or relocating its employees and disposing of its facilities. Results for 1996 include \$8 million of such acquisition-related operating expenses. UP anticipates charging the remaining acquisition-related payments for its employees and facilities to operating expense in 1997 through 1999 as definitive plans are refined and communicated and relocation and other costs are incurred.

The estimated costs for severance, relocation and facility closings are subject to refinement as more information becomes available and UP's management finalizes merger implementation plans. As a result, the estimated integration costs could change. However, any revision required is not expected to be material to UP's financial position or ongoing results of operations.

Union Pacific Merger Co. ("UP Mergerco"): In June 1996, UP sold 4,916,863 shares of its Common Stock to UP Mergerco, a wholly-owned subsidiary of the Corporation, for \$600 million cash. Such transaction increased UP's Common Stock and Capital Surplus by \$49 million and \$551 million, respectively. At that time, UP declared a cash dividend to its stockholders of \$600 million, which was recorded as a reduction to retained earnings. In addition, in June 1996, the Corporation made a \$46 million capital contribution to UP, which also increased UP's capital surplus. On September 10, 1996, UP Mergerco was merged into the Corporation.

10. Fuel Hedging

Over the past three years, fuel costs approximated 10 percent of UPRR's total operating expenses. As a result of the significance of fuel costs and the historical volatility of fuel prices, UPRR periodically uses swaps, futures and forward contracts to mitigate the impact of fuel price volatility. The intent of this program is to protect UPRR's operating margins and overall profitability from adverse fuel price changes. However, the use of these contracts also limits the benefit of favorable fuel price changes.

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

NOTES TO FINANCIAL STATEMENTS

At year-end 1996, UPRR had not hedged any of its forecasted 1997 fuel consumption, while at December 31, 1995, UPRR had hedged 7 percent of its forecasted 1996 fuel consumption at \$0.46 per gallon. At year-end 1995, UPRR had outstanding swap agreements covering fuel purchases of \$30 million, with gross and net asset positions of \$2 million, respectively. Fuel hedging lowered the UPRR's 1996 fuel costs by \$34 million and had no significant effect on 1995 fuel costs.

11. Employee Benefit Plans (Note to Schedule 200)

Retirement Plans

UPRR provides defined benefit pension plan benefits to eligible non-union employees through qualified and non-qualified (supplemental) pension plans, and to eligible union employees through a defined contribution multi-employer pension plan. In addition, retirement medical benefits and life insurance are provided for eligible non-union employees through an unfunded benefit plan and for eligible union employees through unfunded and multi-employer plans.

Pension Benefits

Qualified and non-qualified defined pension benefits for eligible non-union employees are based on years of service and the highest compensation during the latest years of employment. The qualified plan is funded based on the Projected Unit Credit actuarial funding method and is funded at not less than the minimum funding standards set forth in the Employee Retirement Income Security Act of 1974, as amended. In addition, UPRR's employees are covered by the Railroad Retirement System. Taxes paid by UPRR to the System are expensed as incurred and amounted to approximately \$200 million in both 1996 and 1995. UPRR has settled a portion of the non-qualified unfunded supplemental plan's accumulated benefit obligation by purchasing annuities.

Pension cost for the Corporation's qualified and supplemental pension plans providing benefits to UPRR's employees includes the following components:

(Millions of Dollars)	1996	1995
Service cost - benefits earned during the period	\$14	\$14
Interest on projected benefit obligation	56	58
Return on assets:		
Actual (gain) loss	(101)	(121)
Deferred gain (loss)	49	73
Net amortization costs	8	10
Charge to operations	\$26	\$34

The projected benefit obligation was determined using a discount rate of 7.50 percent in 1996 and 7.25 percent in 1995. The estimated rate of salary increase approximated 5.50 percent in 1996 and 5.25 percent in 1995. The expected long-term rate of return on plan assets was 8.0 percent in both years. The change in assumptions will not significantly affect 1997 pension costs. In 1996 and 1995, approximately 37 percent and 32 percent, respectively, of the funded plan's assets were held in fixed-income and short-term securities, with the remainder in equity securities.

The funded status of the plans providing benefits to UPRR's employees is as follows:

(Millions of Dollars)	Assets Exceed Accumulated Benefits		Accumulated Benefits Exceed Assets(a)	
	1996	1995	1996	1995
Plan assets at fair value	\$855	\$679	\$--	\$--
Actuarial present value of benefit obligations:				
Vested benefits	610	575	37	34
Non-vested benefits	41	51	2	2
Accumulated benefit obligation	651	626	39	36
Additional benefits based on estimated future salaries	80	140	11	22
Projected benefit obligation	731	766	50	58
Plan assets under projected benefit obligation	(124)	87	50	58
Unamortized net transition asset (obligation)	13	(5)	(11)	(18)
Unrecognized prior service cost	(36)	(52)	(26)	(27)
Unrecognized net gain (loss)	285	137	(16)	(25)
Minimum liability	-	--	42	48
Pension liability	\$138	\$167	\$39	\$36

(a) Includes the Corporation's non-qualified supplemental plan providing benefits to UPRR's employees.

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

NOTES TO FINANCIAL STATEMENTS

Other Postretirement Benefits:

UPRR also provides medical and life insurance on a cost sharing basis for qualifying non-union employees through the Corporation's plans.

Components of the postretirement health care and life insurance benefit expense for the Corporation's plans providing benefits to UPRR's employees are as follows:

(Millions of Dollars)	1996	1995
Service cost - benefits earned during the period	\$4	\$4
Interest costs on accumulated benefit obligation	15	18
Net amortization costs	(4)	(7)
Charge to operations	<u>\$15</u>	<u>\$15</u>

The liability for postretirement benefit plans providing benefits to UPRR's employees is as follows:

(Millions of Dollars)	1996	1995
Accumulated postretirement benefit obligation:		
Retirees	\$139	\$173
Fully eligible active employees	11	12
Other active employees	55	79
Total accumulated postretirement benefit obligation	<u>205</u>	<u>264</u>
Unrecognized prior service gain	25	28
Unrecognized net gain (loss)	54	(12)
Postretirement benefits liability	<u>\$284</u>	<u>\$280</u>

The accumulated postretirement benefit obligation was determined using a discount rate of 7.50 percent in 1996 and 7.25 percent in 1995. This change in assumption will not significantly affect 1997 postretirement benefit costs. The health care cost trend rate is assumed to decrease gradually from 9.5 percent for 1997 to 5.0 percent for 2005 and all future years. If the assumed health care cost trend rate increases by one percentage point in each subsequent year, the aggregate of the service and interest cost components of annual postretirement benefit expense for all of the Corporation's plans would increase by \$3 million and the accumulated postretirement benefit obligation for all of the Corporation's plans would rise by \$31 million.

Agreement Retiree Benefit Plans

Certain of UPRR's union retirees participate in multi-employer pension, medical and life insurance programs. The costs of these plans have been expensed as payments have been made.

12. Employee Benefit Plans (Note to Schedule 200)

Salaried employees of the following Affiliated Companies are covered by the Corporation's funded pension plan for salaried employees:

Union Pacific Corporation	Missouri Improvement Company	Union Pacific Freight Services Company
American Refrigerator Transit Co.	Union Pacific Express Air	Union Pacific Fruit Express Company
Delta Finance Company, Ltd.	Standard Realty & Development Company	Union Pacific Motor Freight Company

Charges are allocated among the Respondent and its wholly owned subsidiaries on the basis of the ratio of covered earnings of each company to the total covered earnings of the group for the period covered.

13. Union Pacific Fund for Effective Government (Note to Schedule 200)

The Corporation, UPRR's ultimate parent, is the sponsor of the Union Pacific Fund for Effective Government (the Fund), a separate segregated fund utilized for political purposes, established and operated in accordance with the Federal Election Campaign Act of 1971, as amended (the Act). The administrative expenses of the Fund are paid by the Corporation. UPRR's executive and administrative personnel are solicited annually by the Fund within the guidelines of the Act and certain executive officers of UPRR are members of the Fund's managing Finance Committee.

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

NOTES TO FINANCIAL STATEMENTS

14. Accounts Receivable Sold (Note to Schedule 200)

UPRR has sold to third parties, on a revolving basis, an undivided ownership interest in a designated pool of accounts receivable. In conjunction with the sale, UP purchased an undivided ownership interest in MP's accounts receivable which it simultaneously sold. UP continues to act as collection agent for all receivables in the pool. Collection risk on the pool of receivables is minimal. At December 31, 1996 and 1995, accounts receivable is presented net of the \$402.9 million and \$403.5 million, respectively, in proceeds generated from the receivables sold.

15. Common Stock (Note to Schedule 200)

MP's capital structure consists of Class A Stock and Common Stock. The Class A Stock is entitled to a cash dividend whenever a dividend is declared on the Common Stock, in an amount which equals 8 percent of the sum of the dividends on both the Class A Stock and the Common Stock. However, dividends may be declared and paid on the Class A Stock only when there is unappropriated Available Income in respect of prior calendar years which is sufficient to make a sinking fund payment equal to 25 percent of such dividend for the benefit of the Debentures or the Certificates (see Note 6). To the extent that dividends are paid on the Common Stock but not the Class A Stock because the amount of unappropriated Available Income is insufficient to make such a sinking fund payment, a special cash dividend on the Class A Stock shall be paid when sufficient unappropriated Available Income exists to make the sinking fund payment. Such insufficiency does not affect UP's right to declare dividends on the Common Stock. Dividends on the Class A Stock for 1996 will be based on MP's Available Income only, and in 1997 and thereafter will be based on Available Income for UPRR. MP's Available Income for 1996 will be sufficient to provide for an \$8.6 million special cash dividend on the Class A Stock to be paid in 1997. After such payment, dividends in arrears on the Class A Stock (which includes arrears on MP Class A Stock accruing prior to the Merger) will total \$40 million.

There are no other dividend restrictions on MP's capital stock other than those described in Note 8.

16. Retained Earnings (Note to Schedule 200)

The Board of Directors of UP has restricted the availability of retained earnings for payment of dividends by \$131 million. This represents (a) the amount by which the estimated fair value of UP's investment in its nontransportation subsidiaries, as determined by the Board of Directors of UP, exceeded the net book value of such investment which was transferred to the Corporation by means of a dividend in June 1971 (\$110 million) and (b) the amount by which the fair market value exceeded the book value of certain investment securities which were transferred to the Corporation by means of a dividend in November 1972 (\$21 million).

Certain debt agreements impose dividend restrictions on MP. The amount of retained earnings available for dividends at December 31, 1996 was \$1.3 billion.

17. Contingent Liabilities (Note to Schedule 200)

There are various lawsuits pending against UPRR. In addition, UPRR generates, transports, remediates and disposes of hazardous and non-hazardous waste in its current and former operations, and is subject to Federal, state and local environmental laws and regulations. UPRR is currently participating in the investigation and remediation of numerous sites. Where the remediation costs can be reasonably determined, and where such remediation is probable, UPRR has recorded a liability. The liability includes future costs for remediation and restoration of sites as well as for ongoing monitoring costs, but excludes any anticipated recoveries from third parties. Cost estimates are based on information available for each site, financial viability of other potentially responsible parties (PRP), and existing technology, laws and regulations. Certain Federal legislation imposes joint and several liability for the remediation of identified sites; consequently, UPRR's ultimate environmental liability may include costs relating to other parties in addition to costs relating to its own activities at each site. UPRR believes that it has adequately accrued for its ultimate share of costs at sites subject to joint and several liability. UPRR does not expect that the lawsuits or environmental costs will have a material adverse effect on its consolidated financial condition or its results of operations.

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

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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 and expense amounts reported in Schedule 410 must be fully explained on page 18.
3. List dividends from investments accounted for under the cost method on the appropriate line No. 19 for Account No. 513. "Dividend Income." List dividends accounted for by the equity method on the appropriate dividend line No. 25 under the "Income from Affiliated Companies" subsection of this schedule.

4. All contra entries hereunder should be indicated in parenthesis.
5. Cross-checks

Schedule 210

Line 15, column (b)

Line 47 plus 48 plus 49, column (b)

Line 50, column (b)

Line 14, column (b)

Line 14, column (d)

Line 14, column (e)

Line 49, column (b)

Schedule 210

= Line 62, column (b)

= Line 63, column (b)

= Line 64, column (b)

Schedule 410

= Line 620, column (h)

= Line 620, column (f)

= Line 620, column (g)

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Freight-related revenue and expenses (d)	Passenger-related revenue and expenses (e)	Line No.
		ORDINARY ITEMS					
		OPERATING INCOME					
		Railway Operating Income					
1		(101) Freight	6,520,651	6,025,470	6,520,651		1
2		(102) Passenger	58,312	40,598		58,312	2
3		(103) Passenger-Related	550	182		550	3
4		(104) Switching	56,412	53,331	56,412		4
5		(105) Water Transfers					5
6		(106) Demurrage	46,137	35,470	46,137		6
7		(110) Incidental	7,315	10,002	7,315		7
8		(121) Joint Facility-Credit	7,734	5,542	7,734		8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	6,697,111	6,170,595	6,638,249	58,862	10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations	31,359	24,550		31,359	11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities		200	0		12
13		TOTAL RAILWAY OPERATING REVENUES (Lines 10-12)	6,728,470	6,195,345	6,638,249	90,221	13
14	*	(531) Railway operating expenses	5,239,711	4,888,483	5,150,759	88,952	14
15	*	Net revenue from railway operations	1,488,759	1,306,862	1,487,490	1,269	15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	15,486	9,705			16
17		(510) Miscellaneous rent income	35,817	17,008			17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)	27	261			19
20		(514) Interest Income	129,240	124,671			20
21		(516) Income from sinking and other funds	3	6			21
22		(517) Release of premiums on funded debt		-			22
23		(518) Reimbursements received under contracts and agreements					23
24		(519) Miscellaneous income	103,638	90,433			24
		Income from affiliated companies: 519					
25		a. Dividends (equity method)	4,627	3,293			25
26		b. Equity in undistributed earnings (losses)	40,204	40,891			26
27		TOTAL OTHER INCOME (Lines 16-26)	329,042	286,268			27
28		TOTAL INCOME (Lines 15, 27)	1,817,801	1,593,130			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	6,467	5,645			29
30		(544) Miscellaneous taxes					30
31		(545) Separately operated properties-Loss					31
32		(549) Maintenance of investment organization					32
33		(550) Income Transferred under contracts and agreements					33
34		(551) Miscellaneous Income charges	27,513	20,453			34
35		(553) Uncollectible accounts					35
36		TOTAL MISCELLANEOUS DEDUCTIONS (Lines 29-35)	33,980	26,098			36
37		Income available for fixed charges (Lines 28,36)	1,783,821	1,567,032			37

See note on page 18.

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Freight-related revenue and expenses (d)	Passenger-related revenue and expenses (e)	Line No.
FIXED CHARGES							
38		(546) Interest on funded debt:					38
39		(a) Fixed interest not in default	88,466	84,640			39
40		(b) Interest in default					40
41		(547) Interest on unfunded debt	238,451	125,115			41
42		(548) Amortization of discount on funded debt	1,967	1,298			42
43		TOTAL FIXED CHARGES (Lines 38-41)	328,884	211,053			43
		Income after fixed charges (Lines 37,42)	1,454,937	1,355,979			
OTHER DEDUCTIONS							
44		(546) Interest on funded debt:					44
		(c) Contingent interest	9,522	9,615			
UNUSUAL OR INFREQUENT ITEMS							
45		(555) Unusual or Infrequent Items (debit) credit					45
46		Income (Loss) from continuing operations (before income taxes)	1,445,415	1,346,364			46
PROVISIONS FOR INCOME TAXES							
47	*	(556) Income taxes on ordinary income:					47
48	*	(a) Federal income taxes	241,116	277,206			48
49	*	(b) State income taxes	14,831	2,666			49
50	*	(c) Other income taxes					50
51		(557) Provision for deferred taxes	226,348	184,466			51
52	*	TOTAL PROVISIONS FOR INCOME TAXES (Lines 47-50)	482,295	464,338			52
		Income from continuing operations (Lines 46-51)	963,120	882,026			
DISCONTINUED OPERATIONS							
53		(560) Income or loss from operations of discontinued segments					53
		(less applicable income taxes of \$)					
54		(560) Income or loss from operations of discontinued segments					54
		(less applicable income taxes of \$)					
55		Income before extraordinary items (Lines 52 + 53 + 54)	963,120	882,026			55
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES							
56		(570) Extraordinary items (Net)					56
57		(590) Income taxes on extraordinary items					57
58		(591) Provision for deferred taxes - Extraordinary items					58
59		TOTAL EXTRAORDINARY ITEMS (Lines 56-58)					59
60		(592) Cumulative effect of changes in accounting principles					60
		(less applicable tax of \$)					
61	*	Net Income (Loss) (Lines 55 + 59 + 60)	963,120	882,026			61
Reconciliation of net railway operating income (NROI)							
62	*	Net revenues from railway operations	1,488,759	1,306,862			62
63	*	(556) Income taxes on ordinary income (-)	(255,947)	(279,872)			63
64	*	(557) Provision for deferred income taxes (-)	(226,348)	(184,466)			64
65		Income from lease of road and equipment (-)		(98)			65
66		Rent for leased roads and equipment (+)	2,059	2,270			66
67		Net railway operating income (loss)	1,008,523	844,696			67

NOTES AND REMARKS FOR SCHEDULES 210 AND 220

Note to Schedule 210

1995 results include the results of CNW and WRPI effective May 1, 1995.

1995
1996
1997
1998
1999

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	\$4,565,146	\$435,577	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
3	*	CREDITS (602) Credit balance transferred from income	922,916	40,204	3
4		(603) Appropriations released	1,583		4
5		(606) Other credits to retained earnings			5
6		TOTAL	924,499	40,204	6
7	*	DEBITS (612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings			8
9		(620) Appropriations for sinking and other funds	1,583		9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock	1,970,662		11
12		Preferred stock (1)			12
13		TOTAL	1,972,245		13
14		Net increase (decrease) during year (Line 6 minus line 13)	(1,047,746)	40,204	14
15	*	Balances at close of year (Lines 1, 2, and 14)	3,517,400	475,781	15
16	*	Balances from line 15(c)	475,781	N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year (798)	\$3,993,181	N/A	17
18		(797) Total appropriated retained earnings:			18
19		Credits during year	\$1,583		19
20		Debits during year	\$1,583		20
21		Balance at Close of year	\$1,583		21
22		Amount of assigned Federal income tax consequences: Account 606 \$ _____			22
23		Account 616 \$ _____			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 control by the respondent. All securities actually issued and not reacquired by or for the respondent are considered to be actually outstanding. If reacquired by or for the respondent, and not canceled or retired, they are considered to be nominally outstanding.

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common UP	10	39,617,870	33,950,530	3,202,900	33,950,530	339,505		1
2	MP - Common Stock 1/	1	920	920		920	1		2
3	MP - Class A Stock 1/		80	80		80			3
4	Common								4
5	Common shares issued 2/	10		4,916,863		4,916,863	49,169		5
6	Preferred								6
7									7
8									8
9									9
10	TOTAL		39,618,870	38,868,393	3,202,900	38,868,393	388,675		10

1/ See Note 7, page 11.

2/ See Note 1, page 9.

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), (c), (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 (UP/MP Combined)	-	-	33,951,530	339,506			642,679	11
12	Capital Stock Sold 2/			4,916,863	49,169			596,591	12
13	Capital Stock Required								13
14	Capital Stock Canceled								14
15									15
16									16
17	Balance at close of year	-	-	38,868,393	388,675			1,239,270	17

240. STATEMENT OF CASH FLOWS
(Dollars in Thousands)

Give the information as requested concerning the cash flows during the year. Either 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 know 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 of assuming directly related liabilities, such as purchasing a building by incurring a mortgage to the seller; obtaining an asset by entering into a capital lease; and exchanging noncash assets or liabilities for other noncash assets or liabilities. Some transactions are part cash and part noncash; only the cash portion shall be reported directly in the statement of cash flows. Refer to FAS Statement No. 95, Statement of Cash Flows, for further details.

CASH FLOWS FROM OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
1		Cash received from operating revenues			1
2		Dividends received from affiliates			2
3		Interest received			3
4		Other income			4
5		Cash paid for operating expenses			5
6		Interest paid (net amounts capitalized)			6
7		Income taxes paid			7
8		Other deductions			8
9		NET CASH PROVIDED BY OPERATING ACTIVITIES			9
RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES					
10		Income from continuing operations	963,120	882,026	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 investments	(75,001)	(76,063)	11
12		Depreciation and amortization expenses	631,259	589,650	12
13		Increase (decrease) in provision for Deferred Income Taxes	202,003	249,948	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(40,204)	(40,891)	14
15		Decrease (increase) in accounts receivable	(75,113)	25,991	15
16		Decrease (increase) in material and supplies and other current assets	60,867	(27,230)	16
17		Increase (decrease) in current liabilities other than debt	(44,343)	343,929	17
18		Increase (decrease) in other - net	(22,530)	(109,802)	18
19		Net cash provided from continuing operations (Lines 10-18)	1,600,058	1,837,558	19
20		Add (Subtract) cash generated (paid) by reason of discontinued operations and extraordinary items			20
21		NET CASH PROVIDED FROM OPERATING ACTIVITIES	1,600,058	1,837,558	21
CASH FLOWS FROM INVESTING ACTIVITIES					
22		Proceeds from sale of property	151,342	87,645	22
23		Capital expenditures	(1,305,340)	(984,961)	23
24		Net change in temporary cash investments not qualifying as cash equivalents	-	-	24
25		Proceeds from sale/repayment of investment and advances	(19,567)	(2,117,343)	25
26		Purchase price of long-term investment and advances			26
27		Net decrease (increase) in sinking and other special funds	67,649	(41,005)	27
28		Other - net			28
29		NET CASH USED IN INVESTING ACTIVITIES	(1,105,916)	(3,055,664)	29
CASH FLOWS FROM FINANCING ACTIVITIES					
30		Proceeds from issuance of long-term debt	421,912	86,478	30
31		Principle payments of long-term debt	(291,600)	(1,148,228)	31
32		Proceeds from issuance of capital stock	600,000		32
33		Purchase price of acquiring treasury stock			33
34		Cash dividends paid	(986,000)	(331,600)	34
35		Other - net	(173,931)	2,622,904	35
36		NET CASH FROM FINANCING ACTIVITIES (Lines 30-35)	(429,619)	1,229,554	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (Lines 21, 29 & 36)	64,523	11,448	37
38		Cash and cash equivalents at beginning of the year	16,798	5,350	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (Lines 37 & 38)	81,321	16,798	39
		Footnotes to Schedule 240			
		Cash paid during the year for:			
40		Interest (net of amount capitalized)*	1/	1/	40
41		Income taxes (net) *	166,037	261,542	41

* Only applies if indirect method is adopted.

1/ Fixed charges include intercompany interest expense of \$238,451 and \$125,115 for 1996 and 1995. Interest payments approximates fixed charges less intercompany interest.

NOTES AND REMARKS

Schedule 240, Statement of Cash Flows, page 21, excludes the noncash effect of Proceeds from Sale/Repayment of Investment and Advances of the dividend of the Investment in SPRC (See Note 9 page 9).

1995 Cash Flow Statement includes results of CNW/WRPI effective May 1, 1995.

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	Amount (b)	Line No.
CURRENT OPERATING ASSETS				
1	Interline and Other Balances (705)	Schedule 200, line 5, column b	44,708	1
2	Customers (706)	Schedule 200, line 6, column b	167,326	2
3	Other (707)	Note A	16,969	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	229,003	4
OPERATING REVENUE				
5	Railway Operating Revenue	Schedule 210, line 13, column b	6,728,470	5
6	Rent Income	Note B	175,035	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	6,903,505	7
8	Average Daily Operating Revenues	Line 7 divided by 360 days	19,176	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 divided by line 8	12	9
10	Revenue Delay Days Plus Buffer	Lines 9 + 15 days	27	10
CURRENT OPERATING LIABILITIES				
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	40,021	11
12	Audited Accounts and Wages Payable (753)	Note A	159,282	12
13	Accounts Payable - Other (754)	Note A	32,770	13
14	Other Taxes Accrued (761.5)	Note A	158,953	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	391,026	15
OPERATING EXPENSES				
16	Railway Operating Expenses	Schedule 210, line 14, column b	5,239,711	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	629,407	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	4,785,339	18
19	Average Daily Expenditures	Line 18 divided by 360 days	13,293	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 divided by line 19	29	20
21	Days of Working Capital Required	Line 10 - Line 20 (Note C)	0	21
22	Cash Working Capital Required	Line 21 x line 19	0	22
23	Cash and Temporary Cash Balance	Schedule 200, line 1 + line 2, column b	81,321	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	0	24
MATERIALS AND SUPPLIES				
25	Total Material and Supplies (712)	Note A	209,297	25
26	Scrap and Obsolete Material included in Acct. 712	Note A	8,622	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	200,675	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	200,675	28

NOTES:

- (A) Use common carrier portion only. Common carrier refers to railway transportation service.
(B) Rent Income is the sum of Schedule 410, column h, lines 121, 122, 123, 127, 128, 129, 133, 134, 135, 208, 210, 212, 227, 229, 231, 312, 314, and 316. Rent income is added to railway operating revenues to produce total revenues. Rent income is also added to total operating expenses to exclude the rent revenue items from operating expense.
(C) If result is negative, use zero.

NOTES AND REMARKS

Note to Schedule 310 on pages 26 - 29

Lien References

- (A) All securities are pledged as security for the First Mortgage with Boatmen's National Bank of St. Louis, Trustee; also, under the General Mortgage, with Manufacturers Hanover Trust Company, Trustee.
- (B) Securities are deposited with the Trustees of the Mortgages as further assurance of performance of the Operating Agreements.

Companies Under Joint Control

<u>Company (UPRR Ownership)</u>	<u>Other Parties</u>
Alameda Belt Line (50.0%)	BNSF Ry. (50.0%)
Alton & Southern Railway (50.0%)	SLSW Ry. (50.0%)
Arkansas & Mfs. Ry. B & Term. Co. (33.3%)	SLSW Ry. (66.7%)
Brownsville & Matamoros Br. Co. (50.0%)	National Ry of Mexico (50.0%)
Camas Prairie RR Co. (50.0%)	BNSF Inc. (50.0%)
Central California Traction Co. (33.3%)	BNSF Ry. (33.3%), SPT Co. (33.3%)
Denver Union Terminal Ry. Co. (16.7%)	BNSF Inc. (50.0%), Chicago Pacific Corp., D&RGW (16.67% each)
Houston Belt & Terminal Ry (50.0%)	BNSF Ry (50.0%), Chicago Pacific Corp. (12.5%)
Kansas City Terminal Ry Co. (33.3%)	BNSF Inc (25.0%), CM&W, KCS Ry, N&W Ry, SLSW Ry, Soo Line (8.3% each)
Longview Switching Co (50.0%)	BNSF Inc (50.0%)
Oakland Terminal Ry (50.0%)	BNSF Inc (50.0%)
Ogden Union Ry & Depot Co (50.0%)	SPT Co (50.0%)
Portland Terminal RR Co (40.0%)	BNSF Inc. (40.0%), SPT Co (20.0%)
Portland Traction Co (50.0%)	SPT Co (50.0%)
St. Joseph Terminal RR Co (50.0%)	BNSF Ry (50.0%)
Southern Illinois & Missouri Br Co (60.0%)	SLSW Ry (40.0%)
Terminal Railroad Association of St. Louis (28.5%)	BNSF, SLSW, NS, CSX, IC (14.3% each)
Texas City Terminal Ry (66.7%)	BNSF Ry (33.3%)
TTX (26.2%)	CR (21.8%), BNSF (17.1%), DRGW (10.2%), CSX (9.4%), NS (7.8%), GTW, IC, SOO (1.6% each), FEC (.99%), B&M, KCS,FBT (.6% each)
Iowa Transfer Ry Co. (25.0%)	BNSF, NS, Chicago Pacific Corp.
MT Properties, Inc. (36.7%)	BNSF, Maytag Corp., Soo Line
Peoria & Pekins Union Ry Co. (12.5%)	IC, NS, CR

- (C) These companies were acquired as part of the acquisition of the Chicago and Northwestern Railroad, see Note 9 on page 9.

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 definitions of affiliated companies, see the rules governing Account No. 721 "Investments and advances; affiliated companies," in the Uniform System of Accounts for Railroad Companies.

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

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

3. The subclassification of classes (B), (C), (D), and (E) should be the same as that provided for class (A).
4. The kinds of industry represented by respondent's investments in the securities of other companies should be shown by symbol opposite the names of the issuing corporations, the symbols and industrial classifications to be as follows:

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

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

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."

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 be used to conserve space.

Line No.	Account No. (a)	Class No. (b)	Kind of Industry (c)	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent of Control (e)	Line No.
1	721	A1	VII	STOCKS - CARRIERS ACTIVE		1
2				Alameda Belt Line	50.0	2
3				Alton & Southern Railway	50.0	3
4				American Refrigerator Transit Co. (A)	100.0	4
5				Ark. & Mfs. Ry. Bridge & Term. Pfd (A)	33.3	5
6				Ark. & Mfs. Ry. Bridge & Term. Com. (A)(B)	33.3	6
7				Belt Railway of Chicago	8.3	7
8				Brownsville & Matamoros Bridge Co. (A)	50.0	8
9				Camas Prairie Railroad Co.	50.0	9
10				Central California Traction Co.	33.3	10
11				Denver Union Terminal Ry. Co.	16.7	11
12				Houston Belt & Terminal Ry. (A)(B)	50.0	12
13				Iowa Transfer Railway Co. (C)	25.0	13
14				Kansas City Terminal Ry. (A)(B) 1/	33.3	14
15				Longview Switching Co.	50.0	15
16				MT Properties, Inc. (C)	36.7	16
17				Union Pacific Motor Freight (A)	100.0	17
18				Oakland Terminal Railway	50.0	18
19				Ogden Union Ry. & Depot Co.	50.0	19
20				Peoria & Pekins Union Rwy Co. 1/ (C)	12.5	20
21				Portland Terminal RR Co.	40.0	21
22				Portland Traction Co.	50.0	22
23				St. Joseph Terminal RR Co. 1/	50.0	23
24				Southern Illinois & Missouri Bridge Co. (A)	60.0	24
25				Southern Pacific Rail Corporation	25.0	25
26				Terminal Railroad Association of St. Louis 1/	28.5	26
27				Texas City Terminal Ry.	66.7	27
28				Trailer Train Co.	26.2	28
29				Union Pacific Fruit Express Corp.	100.0	29
30						30
31				STOCKS - NONCARRIERS - ACTIVE		31
32	721	A3		Automated Monitoring & Control International	67.3	32
33			VI	Donland Development Company	100.0	33
34			VI	Missouri Improvement Co. (A)	100.0	34
(A) (B) Lien references as described on page 24.						
(C) See Note page 24						
1/ Carried at nominal value of \$1.00.						

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 (3). 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) (j)	Adjustments Acct. 721.5 (k)	Dividends or interest credited to income (l)	Line No.
	Opening Balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing Balance (i)				
1								1
2	\$471			\$471		(\$471)		2
3	8,000			8,000				3
4	378			378				4
5	550			550				5
6	290			290				6
7	260			260				7
8	250			250				8
9	50			50				9
10	664			664		(664)		10
11	5			5				11
12	13			13				12
13	55			55				13
14	-			-				14
15	1			1				15
16	672			672				16
17	2,085			2,085		(8,693)		17
18	113			113		(113)		18
19	13			13				19
20	0			0				20
21	1,879			1,879				21
22	1,799			1,799				22
23	-			-				23
24	26			26				24
25	975,862		975,862	0				25
26								26
27	1,276			1,276				27
28	58,927		1,829	57,098				28
29	14,622			14,622				29
30								30
31	0			0				31
32	3,367			3,367				32
33	250			250				33
34	5,105		29	5,076				34

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.
35			VI	Standard Realty & Development	100.0	35
36			VI	Monument Place	50.0	36
37			VII	Union Pacific Freight Service	100.0	37
38			VI	UP Financial Corp.	100.0	38
39			VII	UP Venture Leasing	100.0	39
40			X	UP Baseball, Inc.	100.0	40
41			VI	Wisconsin Town Lot (C)	100.0	41
42				TOTAL CLASS A		42
43	721	D1		UNSECURED NOTES - CARRIERS - ACTIVE		43
44				St. Joseph Terminal RR Co.		44
45				Terminal RR Assn. of St. Louis		45
46				Trailer Train Co.		46
47				TOTAL CLASS D		47
48	721	E1		INVESTMENT ADVANCES - CARRIERS - ACTIVE		48
49				Alameda Belt Line		49
50				Belt Railway of Chicago		50
51				Camas Prairie RR Co.		51
52				Denver Union Terminal Ry. Co.		52
53				Harbor Belt Line RR Co.		53
54				Houston Belt & Terminal Ry.		54
55				Kansas City Terminal Ry. Co.		55
56				Longview Switching Co.		56
57				Missouri Pacific Intermodal Transport, Inc.		57
58				Union Pacific Motor Freight		58
59				Oakland Terminal Railway		59
60				Ogden Union Ry. & Depot Co.		60
61				Port Terminal Ry. Assn.		61
62				Portland Traction		62
63				St. Joseph Terminal RR Co.		63
64				Southern Illinois & Missouri Bridge Co.		64
65				Terminal Railroad Assn. of St. Louis		65
66				Wichita Terminal		66
67	721	E3		INVESTMENT ADVANCES - NONCARRIERS - ACTIVE		67
68			VI	UP Holdings, Inc.		68
69				Missouri Pacific Corporation		69
70				UP Venture Leasing		70
71			X	UP Baseball Enterprises		71
72				UP de Mexico		72
73				Motor Vehicle Logistics Corp.		73
74				UP Rail Inc.		74
75				Advertising Associates, Inc. (C)		75
76				Bay Pacific		76
77				Wisconsin Town Lot		77
78				TOTAL CLASS E		78
79				TOTAL ACCOUNT 721		79

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

1/ Carried at nominal value of \$1.00.

(1) (2) See notes on page 24.

(C) See note on page 24.

Kind of Industry Column (c) is VII unless noted otherwise.

Companies under joint control described on page 24.

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

Line No.	Investments and Advances				Disposed of: profit (loss) (j)	Adjustments Acct. 721.5 (k)	Dividends or interest credited to income (l)	Line No.
	Opening Balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing Balance (i)				
35	12,003			12,003				35
36	6,371		75	6,296				36
37	1		1	0				37
38	1			1				38
39	499			499				39
40	1			1				40
41	733			733				41
42	\$1,096,592	\$0	\$977,796	\$118,796		(\$9,941)	\$0	42
43								43
44	175			175				44
45	367		367	0				45
46	2,988			2,988		(116)		46
47	\$3,530	\$0	\$367	\$3,163		(\$116)	\$0	47
48								48
49	20			20				49
50	0			0				50
51	250			250				51
52	587	30		617				52
53	15			15				53
54	11,358		1,791	9,567				54
55	11,566			11,566		(612)		55
56	37			37				56
57	47			47				57
58	3,067			3,067				58
59	401			401		(401)		59
60	1,046			1,046				60
61	334			334				61
62	0			0				62
63	79			79				63
64	211	176		387				64
65	2,315		9	2,306				65
66	115			115				66
67								67
68	38,829		11,662	27,167				68
69	16,280			16,280				69
70	363			363				70
71	1,994		200	1,794				71
72	7,017	3,288		10,305				72
73	25			25				73
74	42,997	22,418		65,415				74
75	450		450	0				75
76	724	1507		2,231				76
77	113			113				77
78	\$140,240	\$27,419	\$14,112	\$153,547		(1,013)	0	78
79	\$1,240,362	\$27,419	\$992,275	\$275,506		(\$11,070)	\$0	79

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 instructions 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: (List specifics for each company)								
1	Alton & Southern Rwy.	2,681					2,681	1
2	American Refrigerator Transit Co.	9,840		407			10,247	2
3	Ark. & Mfs. Ry. Bridge Terminal Co.	20					20	3
4	Belt Ry. of Chicago	438					438	4
5	Brownsville & Matamoros Bridge Co.	4,083		828			4,911	5
6	Chicago Western Indiana RR	939					939	6
7	Houston Belt & Terminal Rwy.	4,326		262			4,588	7
8	Kansas City Terminal Rwy.	208					208	8
9	Union Pacific Motor Freight (incl. UPEA & MPIT)	29,509		816			30,325	9
10	Ogden Union Rwy. & Depot Co.	37					37	10
11	Portland Terminal Railroad Company	(1,396)					(1,396)	11
12	Portland Traction Co.	280		119			399	12
13	Southern Illinois & Missouri Bridge Co.	4		(184)			(180)	13
14	Terminal RR Assn. of St. Louis	6,933		763			7,696	14
15	Texas City Terminal Ry.	11,678		1,476			13,154	15
16	Union Pacific Fruit Express Co.	124,918		5,469			130,387	16
17	TOTAL CARRIER	194,498		\$9,956			\$204,454	17
NONCARRIER: (List specifics for each company)								
18	Automated Monitoring & Control Intern'l	(986)		(509)			(1,495)	18
19	Delta Finance	(4,047)		3			(4,044)	19
20	Don Land Development Company	2,769		(57)			2,712	20
21	Missouri Improvement Co.	38,211		182			38,393	21
22	Bay Pacific Logistics	574		1,507			2,081	22
23	Standard Realty & Development	38,746		9			38,755	23
24	Trailer Train Co.	149,289		24,672			173,961	24
25	Union Pacific Communication Corporation	(567)					(567)	25
26	Union Pacific Freight Service	14,536		2,670			17,206	26
27	UP Venture Leasing	2,762		517			3,279	27
28	UP Baseball Enterprises	34		81			115	28
29	UP de Mexico	118		71			189	29
30	UP Financial Corp.	(330)					(330)	30
31	Motor Vehicle Logistics Corp.	(25)					(25)	31
32	Wisconsin Town Lot	(5)					(5)	32
33	Sinage	0		1,102			1,102	33
34	TOTAL NONCARRIER	241,079		\$30,248		\$0	\$271,327	34
35	TOTAL EQUITY	435,577		\$40,204		\$0	\$475,781	35

(1) See Note 2 on page 24.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

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

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	Expenditure during the Year for original road and equipment and road extensions (c)	Expenditures during the year for purchase of existing lines, lines reorganizations, etc. (d)	Line No.
1		(2) Land for transportation purposes	\$825,679			1
2		(3) Grading	1,262,774			2
3		(4) Other, right-of-way expenditures	33,365			3
4		(5) Tunnels and subways	37,525			4
5		(6) Bridges, trestles, and culverts	1,011,078			5
6		(7) Elevated structures	0			6
7		(8) Ties	1,975,884			7
8		(9) Rail and other track material	4,240,364			8
9		(11) Ballast	1,064,138			9
10		(13) Fences, snow sheds and signs	31,804			10
11		(16) Station and office buildings	344,832			11
12		(17) Roadway buildings	31,926			12
13		(18) Water stations	4,454			13
14		(19) Fuel stations	69,932			14
15		(20) Shops and enginehouses	204,307			15
16		(22) Storage warehouses	0			16
17		(23) Wharves and docks	424			17
18		(24) Coal and ore wharves	3,619			18
19		(25) TOFC/COFC terminals	164,845			19
20		(26) Communication systems	139,002			20
21		(27) Signals and interlockers	816,567			21
22		(29) Power plants	1,071			22
23		(31) Power-transmission systems	21,361			23
24		(35) Miscellaneous structures	5,749			24
25		(37) Roadway machines	229,343			25
26		(39) Public improvements-Construction	290,358			26
27		(44) Shop machinery	109,873			27
28		(45) Power-plant machinery	2,906			28
29		Other (specify and explain)	1,483			29
30		TOTAL EXPENDITURES FOR ROAD	12,924,663	0	0	30
31		(52) Locomotives	2,520,033			31
32		(53) Freight-train cars	2,092,045			32
33		(54) Passenger-train cars	109			33
34		(55) Highway revenue equipment	9,008			34
35		(56) Floating equipment	0			35
36		(57) Work equipment	130,874			36
37		(58) Miscellaneous equipment	27,802			37
38		(59) Computer systems and word processing equipment (A)	220,706			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	5,000,577	0	0	39
40		(76) Interest during construction	39,979			40
41		(80) Other elements of investment	0			41
42		(90) Construction in progress	156,118			42
43		GRAND TOTAL	\$18,121,337	\$0	\$0	43

(A) See note page 39.

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

Line No.	Expenditures for additions during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1	\$4,162	(\$227,907)	\$232,069	\$1,057,748	1
2	8,020	21,987	(13,967)	1,248,807	2
3	931	1,547	(616)	32,749	3
4	757	11	746	38,271	4
5	49,843	57,354	(7,511)	1,003,567	5
6			0	0	6
7	163,554	59,513	104,041	2,079,925	7
8	273,370	166,314	107,056	4,347,420	8
9	74,155	30,458	43,697	1,107,835	9
10	2,057	1,190	867	32,671	10
11	4,586	21,257	(16,671)	328,161	11
12	8	771	(763)	31,163	12
13	43	210	(167)	4,287	13
14	5,314	3,778	1,536	71,468	14
15	10,121	(5,485)	15,606	219,913	15
16			0	0	16
17		64	(64)	360	17
18		368	(368)	3,251	18
19	5,159	3,951	1,208	166,053	19
20	15,051	2,261	12,790	151,792	20
21	36,945	29,908	7,037	823,604	21
22		7	(7)	1,064	22
23	1,633	432	1,201	22,562	23
24	66	71	(5)	5,744	24
25	23,832	7,470	16,362	245,705	25
26	8,968	12,042	(3,074)	287,284	26
27	6,591	1,340	5,251	115,124	27
28	187	32	155	3,061	28
29		64	(64)	1,419	29
30	695,353	189,008	506,345	13,431,008	30
31	358,647	16,518	342,129	2,862,162	31
32	49,050	35,076	13,974	2,106,019	32
33		(8)	8	117	33
34		3,757	(3,757)	5,251	34
35			0	0	35
36	2,744	4,860	(2,116)	128,758	36
37	43	845	(802)	27,000	37
38	46,521	28,599	17,922	238,628	38
39	457,005	89,647	367,358	5,367,935	39
40		168	(168)	39,811	40
41			0	0	41
42	152,982		152,982	309,100	42
43	\$1,305,340	\$278,823	\$1,026,517	\$19,147,854	43

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 therefore are included in the rent for equipment and Account Nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include the cost of equipment owned and leased to others when the rents therefrom are included in the rent for equipment Account Nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00, inclusive. The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.
2. All leased properties may be combined and one composite rate computed for each primary account, or a separate schedule may be included for each such property.
3. Show in columns (e), (f), and (g) data applicable to Lessor property, when the rent therefore is included in Account Nos. 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.
4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) affected.
5. Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively.

Line No.	Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No.
		Depreciation base		Annual composite rate rate (percent) (d)	Depreciation base		Annual composite rate 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	\$600,556	\$1,291,037	1.11				1
2	(4) Other, right-of-way expenditures	41,370	33,466	3.13				2
3	(5) Tunnels and subways	37,512	38,045	1.06				3
4	(6) Bridges, trestles, and culverts	714,616	1,084,027	1.32				4
5	(7) Elevated structures	0	0	0				5
6	(8) Ties	2,082,684	2,160,947	4.09				6
7	(9) Rail and other track material	4,003,847	4,584,129	4.40				7
8	(11) Ballast	1,110,160	1,168,089	2.56				8
9	(13) Fences, snow sheds, and signs	35,870	36,167	1.28				9
10	(16) Station and office buildings	342,889	337,989	3.23				10
11	(17) Roadway buildings	31,355	31,944	2.94				11
12	(18) Water stations	4,723	4,621	4.00				12
13	(19) Fuel Stations	73,965	72,657	3.33				13
14	(20) Shops and enginehouse	206,215	215,332	2.41				14
15	(22) Storage warehouses	0	0	0				15
16	(23) Wharves and docks	2	434	2.50				16
17	(24) Coal and ore wharves	2,032	3,658	2.22				17
18	(25) TOFC/COFC terminals	173,749	172,430	4.00				18
19	(26) Communication systems	171,800	148,082	3.19				19
20	(27) Signals and interlockers	774,907	856,278	2.00				20
21	(29) Power plants	977	971	3.33				21
22	(31) Power-transmission systems	20,230	23,870	2.33				22
23	(35) Miscellaneous structures	5,830	5,759	2.56				23
24	(37) Roadway machines	249,173	249,240	6.93				24
25	(39) Public Improvements-Construction	269,969	294,391	2.78				25
26	(44) Shop machinery	111,050	112,743	4.09				26
27	(45) Power-plant machinery	2,749	2,949	4.35				27
28	All other road accounts	0	1,503	0				28
29	Amortization (other than defense projects)	0	0	0				29
30	TOTAL ROAD	\$11,068,230	\$12,930,758	3.44				30
	EQUIPMENT							
31	(52) Locomotives	\$2,552,966	\$2,857,079	4.31				31
32	(53) Freight-train cars	2,058,153	2,074,039	3.44				32
33	(54) Passenger-train cars	11	115	6.49				33
34	(55) Highway revenue equipment	9,521	5,956	5.74				34
35	(56) Floating equipment	0	0	0				35
36	(57) Work equipment	133,108	131,587	2.61				36
37	(58) Miscellaneous equipment	27,415	28,239	8.12				37
38	(59) Computer systems and word processing equipment	231,244	229,896	14.44				38
39	TOTAL EQUIPMENT	\$5,012,418	\$5,326,911					39
40	GRAND TOTAL	\$16,080,648	\$18,257,669					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 and equipment. Include entries for depreciation of equipment owned but not used when the resulting rents are included in the "Lease Rentals-Credit-Equipment" accounts and "Other Rents-Credit-Equipment" accounts. Exclude any entries for depreciation of equipment that is used but not owned when the resulting rents are included in "Lease Rental-Debit-Equipment" account and "Other Rents-Debit-Equipment" accounts. (See Schedule 351 for the accumulated depreciation to road and equipment owned and leased to others.)
2. If any data are included in columns (d) or (f), explain the entries in detail.
3. A debit balance in columns (b) or (g) for any primary account should be designated "Dr."
4. If there is any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses, a full explanation should be given.
5. Enter amounts representing amortization under an authorized amortization 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	\$108,278	\$10,095		\$9,394	\$0	\$108,979	1
2		(4) Other, right-of-way expenditures	3,925	1,115		485	0	4,555	2
3		(5) Tunnels and subways	7,580	385		60	0	7,905	3
4		(6) Bridges, trestles, and culverts	94,851	13,326		9,960	0	98,217	4
5		(7) Elevated structures	0	0		0	0	0	5
6		(8) Ties	404,545	74,026		37,396	0	441,175	6
7		(9) Rail and other track material	1,277,246	194,050		72,099	0	1,399,197	7
8		(11) Ballast	135,745	30,295		9,829	0	156,211	8
9		(13) Fences, snow sheds and signs	6,360	434		202	0	6,592	9
10		(16) Station and office buildings	61,532	10,892		14,804	0	57,620	10
11		(17) Roadway buildings	5,117	951		302	0	5,766	11
12		(18) Water stations	558	200		223	0	535	12
13		(19) Fuel stations	15,811	2,388		3,508	0	14,691	13
14		(20) Shops and enginehouses	76,924	4,836		4,467	0	77,293	14
15		(22) Storage warehouses	0	0		0	0	0	15
16		(23) Wharves and docks	1	16		16	0	1	16
17		(24) Coal and ore wharves	721	112		65	0	768	17
18		(25) TOFC/COFC terminals	28,268	6,913		(131)	0	35,312	18
19		(26) Communication systems	32,927	5,264		681	0	37,510	19
20		(27) Signals and interlockers	127,459	17,295		14,109	0	130,645	20
21		(29) Power plants	434	32		8	0	458	21
22		(31) Power-transmission systems	4,730	549		205	0	5,074	22
23		(35) Miscellaneous structures	2,035	150		71	0	2,114	23
24		(37) Roadway machines	69,961	17,832		2,919	0	84,874	24
25		(39) Public improvements-Construction	72,040	7,433		6,274	0	73,199	25
26		(44) Shop machinery*	33,783	3,953		(1,024)	0	38,760	26
27		(45) Power-plant machinery	1,511	144		20	0	1,635	27
28		All other road accounts	1,483	0		64	0	1,419	28
29		Amortization (Adjustments)	0	0		0	0	0	29
30		TOTAL ROAD	\$2,573,825	\$402,686	\$0	\$186,006	\$0	\$2,790,505	30
EQUIPMENT									
31	*	(52) Locomotives	\$965,904	\$115,300		\$10,273	\$0	\$1,070,931	31
32	*	(53) Freight-train cars	931,948	77,703		56,598	0	953,053	32
33	*	(54) Passenger-train cars	(9)	19		17	0	(7)	33
34	*	(55) Highway revenue equipment	1,776	886		3,679	0	(1,017)	34
35	*	(56) Floating equipment	0	0		0	0	0	35
36	*	(57) Work equipment	27,400	3,516		2,681	0	28,235	36
37	*	(58) Miscellaneous equipment	14,350	2,751		1,518	0	15,583	37
38	*	(59) Computer systems and word processing equipment (A)	84,488	26,546		26,956	0	84,078	38
39	*	Amortization Adjustments	0	0		0	0	0	39
40		TOTAL EQUIPMENT	\$2,025,857	\$226,721	\$0	\$101,722	\$0	\$2,150,856	40
41		GRAND TOTAL	\$4,599,682	\$629,407	\$0	\$287,728	\$0	\$4,941,361	41

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

339. ACCRUED LIABILITY -- LEASED PROPERTY

(Dollars in Thousands)

1. Disclose the required information relating to credits and debits of Account 772, "Accrued Liability Leased Property," during the year concerning road and equipment leased from others.
2. In column (c), enter amounts charged to operating expenses; in column (e), enter debits to account arising from retirements; in column (f), enter amounts paid to lessor.
3. Any inconsistencies between credits to account, charges to operating expenses and payments to lessors should be fully explained.
4. Required disclosure may be omitted if leased road and equipment property represents 5% or less of total property owned and used.
5. If settlement for depreciation is made currently between lessee and lessor, and no debits or credits to Account No. 772 are made by the accounting company, show in column (c) the charges to operating expenses, and in column (f) show payments made to the lessor in settlement thereof.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other, right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles, and culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail and other track material							7
8		(11) Ballast							8
9		(13) Fences, snow sheds, and signs							9
10		(16) Station and office buildings		Not Applicable					10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel Stations							13
14		(20) Shops and enginehouse							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals and interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-Construction							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		Amortization (Adjustments)							29
30		TOTAL ROAD							30
		EQUIPMENT							
31		(52) Locomotives							31
32		(53) Freight-train cars							32
33		(54) Passenger-train cars							33
34		(55) Highway revenue equipment							34
35		(56) Floating equipment							35
36		(57) Work equipment							36
37		(58) Miscellaneous equipment							37
38		(59) Computer systems and word processing equipment							38
39		Amortization (Adjustments)							39
40		TOTAL EQUIPMENT							40
41		GRAND TOTAL							41

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

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

1. Show in column (b) for each primary account the depreciation base used in computing the depreciation charges for the month of January, and in column (c) show the depreciation base used in computing the depreciation charges for the month of December. In column (d) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 40 of these columns show the composite percentage of all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. This schedule should include only improvements to leased property charged to Account 732, "Improvements on Leased Property." The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.
2. All improvements to leased properties may be combined and one composite rate computed for each primary account, or a separate schedule may be included for each such property.
3. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) affected.
4. Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 41, Grand Total, should be completed.

Line No.	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, and culverts				4
5	(7) Elevated structures				5
6	(8) Ties				6
7	(9) Rail and other track material				7
8	(11) Ballast				8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office buildings				10
11	(17) Roadway buildings		Not Applicable		11
12	(18) Water stations				12
13	(19) Fuel Stations				13
14	(20) Shops and enginehouse				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communication systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements-Construction				25
26	(44) Shop machinery*				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	Amortization (Adjustments)				29
30	TOTAL ROAD				30
	EQUIPMENT				
31	(52) Locomotives				31
32	(53) Freight-train cars				32
33	(54) Passenger-train cars				33
34	(55) Highway revenue equipment				34
35	(56) Floating equipment				35
36	(57) Work equipment				36
37	(58) Miscellaneous equipment				37
38	(59) Computer systems and word processing equipment				38
39	Amortization Adjustments				39
40	TOTAL EQUIPMENT				40
41	GRAND TOTAL				41

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

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 columns (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."
3. Any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses should be fully explained on page 35.
4. Show in column (e) the debits to the reserve arising from retirements. These debits should not exceed investment, etc.
5. Details in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, Grand Total, should be completed.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS		DEBITS TO ACCOUNTS		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other, right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles, and culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail and other track material		Not Applicable					7
8		(11) Ballast							8
9		(13) Fences, snow sheds, and signs							9
10		(16) Station and office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel Stations							13
14		(20) Shops and enginehouse							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals and interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-Construction							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight-train cars							31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems and word processing equipment							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL							39

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

NOTES AND REMARKS

Notes Referring to Schedule 352A, pages 42 and 42A:

1/ Figures in Column (c) are miles of road only, as reported in Schedule 702, Columns (b) and (c).

2/ Actual value not known. No rental is paid on which an estimated value can be determined.

3/ Actual value not known. Amounts reported in lieu of actual value represent results of capitalizing rentals at 6 percent.

4/ Amounts of depreciation and amortization accrued are not known.

Notes Referring to Schedule 352B, page 43:

1/ Amounts on Schedule 352B, Columns (b) and (c), exclude adjustments to Investment For Property Leased To or From Others, for which the "Actual Value is not Known." These items are shown on Schedule 352A as 3/ "Actual Value Not Known." Amounts so reported on Schedule 352A represent results of capitalizing annual rental at 6 percent.

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

1. This schedule is to be used in cases where the related depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00, and 32-23-00.
2. Show in columns (b) and (c), for each primary account, the depreciation base used in computing the depreciation for the months of January and December, respectively, with respect to road and equipment owned by the respondent but leased to others, the depreciation charges for which are not includible in operating expenses of the respondent, but for which the depreciation reserve is recorded in the accounts of the respondent. If the base for road is other than the original cost or estimated original cost as found by the Commission's Bureau of Accounts, brought to a current date by the respondent from its Order No. 3 records and accounts, or is other than ledger value for equipment, a full explanation should be given.
3. In column (d) show the composite rates used to compute the depreciation for the month of December and on lines 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 total road leased to others is less than 5% of total road owned; omit. If total equipment leased to others is less than 5% of total equipment owned; omit. However, line 39, Grand Total, should be completed.

Line No.	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, and culverts				4
5	(7) Elevated structures				5
6	(8) Ties				6
7	(9) Rail and other track material	Not Applicable			7
8	(11) Ballast				8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office buildings				10
11	(17) Roadway buildings				11
12	(18) Water stations				12
13	(19) Fuel Stations				13
14	(20) Shops and enginehouses				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communication systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements-Construction				25
26	(44) Shop machinery				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	TOTAL ROAD				29
	EQUIPMENT				
30	(52) Locomotives				30
31	(53) Freight-train cars				31
32	(54) Passenger-train cars				32
33	(55) Highway revenue equipment				33
34	(56) Floating equipment				34
35	(57) Work equipment				35
36	(58) Miscellaneous equipment			N/A	36
37	(59) Computer systems and word processing equipment				37
38	TOTAL EQUIPMENT				38
39	GRAND TOTAL				39

351. ACCUMULATED DEPRECIATION -- ROAD AND EQUIPMENT LEASED TO OTHERS
(Dollars in Thousands)

1. This schedule is to be used in cases where the depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00, and 32-23-00.
2. Disclose credits and debits to Account 735, "Accumulated Depreciation -- Road and Equipment Property," during the year relating to road and equipment leased to others, the depreciation charges for which are not includible in operating expenses of the respondent. (See Schedule 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.	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No.
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
	ROAD							
1	(3) Grading							1
2	(4) Other, right-of-way expenditures							2
3	(5) Tunnels and subways							3
4	(6) Bridges, trestles, and culverts							4
5	(7) Elevated structures		NOT USED					5
6	(8) Ties							6
7	(9) Rail and other track material							7
8	(11) Ballast							8
9	(13) Fences, snow sheds, and signs							9
10	(16) Station and office buildings							10
11	(17) Roadway buildings							11
12	(18) Water stations							12
13	(19) Fuel Stations							13
14	(20) Shops and enginehouse							14
15	(22) Storage warehouses							15
16	(23) Wharves and docks							16
17	(24) Coal and ore wharves							17
18	(25) TOFC/COFC terminals							18
19	(26) Communication systems							19
20	(27) Signals and interlockers							20
21	(29) Power plants							21
22	(31) Power-transmission systems							22
23	(35) Miscellaneous structures							23
24	(37) Roadway machines							24
25	(39) Public improvements-Construction							25
26	(44) Shop machinery*							26
27	(45) Power-plant machinery							27
28	All other road accounts							28
29	TOTAL ROAD							29
	EQUIPMENT							
30	(52) Locomotives							30
31	(53) Freight-train cars							31
32	(54) Passenger-train cars							32
33	(55) Highway revenue equipment							33
34	(56) Floating equipment							34
35	(57) Work equipment							35
36	(58) Miscellaneous equipment							36
37	(59) Computer systems and word processing equipment							37
38	TOTAL EQUIPMENT							38
39	GRAND TOTAL							39

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

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 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 and 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 column (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 columns (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 or 732 of the owner should be reported in column (d) in reference to the investment of the respondent in the securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6 percent or otherwise) value of property of private owners, or portions of property of other carriers should be explained.
6. In column (e), show the amount of depreciation and amortization accrued as of the close of the year in Accounts 733, 734, 735, 736, and 772, that is applicable to the property of the carriers whose names are listed in column (b), regardless of where the reserves therefor are recorded.

Line No.	Class (See Ins. 2) (a)	Name of Company (b)	Miles of road used (See Ins. 4) (whole number) (c)	Investments in property (See Ins. 5) (d)	Depreciation and amortization of defense projects (See Ins. 6) (e)	Line No.
1	R	Union Pacific Railroad	19,298	19,147,854	4,941,361	1
2						2
3		Add - Leased From Others				3
4		U.S. Government - Sable to Bunell, CO				4
5		used Under Contract	1/ 1	3/	4/	5
6		City of Kansas City, KS - Tracks	1/	3/ 244	4/	6
7		BN Inc., Spokane, WY - Tracks	1/	3/ 46	4/	7
8		Sou. Pac. Transp. Co., CA-Rental of Land	1/	3/ 88	4/	8
9		C.R.I.&P.R.R., Track Rental Colby to				9
10		Caruso, KS and Fairbury to Hallam, NE	1/	3/ 4,800	4/	10
11		General Motors	1/	3/ 11	4/	11
12		Kiowa, Hardtner & Pacific RR. Co.	10	168	26	12
13		Louisville & Nashville RR Co.,-SCL		16		13
14		St. Louis Southwestern Ry.-IL, MO-				14
15		Paragould		12		15
16		New Orleans Public Belt Railroad Co.		36		16
17						17
18		Port of Corpus Christi		3/ 581		18
19		Greater Baton Rouge Port Commission		3/ 2,960		19
20		Lake Charles Harbor & Terminal District		3/ 104		20
21		Port of Beaumont		3/ 419		21
22						22
23						23
24						24
25						25
26						26
27						27
28		Total Leased From Others	11	9,485	26	28
29						29
30						30
31		Sub-total All Classes	19,309	19,157,339	4,941,387	31

1/, 2/, 3/, 4/ See notes on page 39.

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 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 and 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 column (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 columns (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 or 732 of the owner should be reported in column (d) in reference to the investment of the respondent in the securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6 percent or otherwise) value of property of private owners, or portions of property of other carriers should be explained.
6. In column (e), show the amount of depreciation and amortization accrued as of the close of the year in Accounts 733, 734, 735, 736, and 772, that is applicable to the property of the carriers whose names are listed in column (b), regardless of where the reserves therefor are recorded.

Line No.	Class (See Ins. 2) (a)	Name of Company (b)	Miles of road used (See Ins. 4) (whole number) (c)	Investments in property (See Ins. 5) (d)	Depreciation and amortization of defense projects (See Ins. 6) (e)	Line No.
1		continued from Page 42				1
2		Sub-total All Classes	19,309	19,157,339	4,941,387	2
3						3
4						4
5						5
6		Deduct - Leased to Others:				6
7		Southern Pacific Transp. Co.				7
8		West of Ogden, UT	5	3/ 333	4/	8
9						9
10		The Ogden Union Railway & Depot				10
11		Co., Ogden, UT	4	3/ 929	4/	11
12		Burlington Northern, Inc.				12
13		Garrison to Meaderville, MT	51	3/ 821	4/	13
14		Arkansas, Memphis Railway Bridge & Terminal Co.	1	233		14
15		St. Louis Southwestern Rwy. Co.		184	33	15
16		Houston Belt & Terminal Rwy. Co.	16	24,826	3,829	16
17		Missouri Pacific Truck Lines		199	131	17
18						18
19						19
20		Total - Leased to Others	77	27,525	3,993	20
21						21
22						22
23						23
24						24
25						25
26						26
27						27
28						28
29						29
30						30
31		TOTAL	19,232	19,129,814	4,937,394	31

3/, 4/ See note on page 39.

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

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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 ascertainable. Identify non-carrier owners, and briefly explain on page 37 methods of estimating value of property of non-carriers or property of other carriers.
4. Report on line 30 amounts not includible in the accounts shown, or in line 29. The items reported should be briefly identified and explained. Also include here those items after permission is obtained from the Commission for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Commission.

Line No.	Cross Check	Account (a)	Respondent (b)	Lessor Railroads (c)	Inactive (proprietary companies) (d)	Other Leased Properties (e)	Line No.
1		(2) Land for transportation purposes	\$1,056,474	\$4,066			1
2		(3) Grading	1,243,749	6,573		105	2
3		(4) Other, right-of-way expenditures	32,670	228			3
4		(5) Tunnels and subways	38,271	0			4
5		(6) Bridges, trestles, and culverts	995,648	8,996		2	5
6		(7) Elevated structures	0	0			6
7		(8) Ties	2,069,678	10,817		18	7
8		(9) Rail and other track material	4,310,588	37,557		33	8
9		(11) Ballast	1,095,383	12,676		9	9
10		(13) Fences, snow sheds and signs	32,378	305		4	10
11		(16) Station and office buildings	327,990	684			11
12		(17) Roadway buildings	31,111	52			12
13		(18) Water stations	4,278	9			13
14		(19) Fuel stations	71,468	9			14
15		(20) Shops and enginehouses	219,898	55			15
16		(22) Storage warehouses	0	0			16
17		(23) Wharves and docks	360	0			17
18		(24) Coal and ore wharves	3,251	0			18
19		(25) TOFC/COFC terminals	166,053	1,919			19
20		(26) Communication systems	151,430	370			20
21		(27) Signals and interlockers	817,544	6,348			21
22		(29) Power plants	1,064	0			22
23		(31) Power-transmission systems	22,545	19			23
24		(35) Miscellaneous structures	5,744	51			24
25		(37) Roadway machines	245,701	4			25
26		(39) Public improvements-Construction	286,584	935			26
27		(44) Shop machinery	115,124	0			27
28		(45) Power-plant machinery	3,061	0			28
29		Leased property capitalized rentals (explain)	1,419	0		1/ (28,594)	29
30		Other (specify and explain)	0	0			30
31		TOTAL ROAD	13,349,464	91,673		(28,423)	31
32		(52) Locomotives	2,862,162	0			32
33		(53) Freight-train cars	2,106,019	0			33
34		(54) Passenger-train cars	117	0			34
35		(55) Highway revenue equipment	5,251	0			35
36		(56) Floating equipment	0	0			36
37		(57) Work equipment	128,758	0			37
38		(58) Miscellaneous equipment	26,999	1			38
39		(59) Computer systems and word processing equipment	238,628	0			39
40		TOTAL EQUIPMENT	5,367,934	1			40
41		(76) Interest during construction	39,433	632			41
42		(80) Other elements of investment	0	0			42
43		(90) Construction work in progress	309,100	0			43
44		GRAND TOTAL	\$19,065,931	\$92,306		(\$28,423)	44

1/ See note on page 39.

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)

Schedule 210

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

Schedule 412

Line 136 thru 138 column (f)
 Line 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, columns (f)
 Lines 226, 227, column (f)
 Lines 311, 312, 315, 316, column (f)

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

And

Schedule 414

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

Schedule 415

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

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

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

Lines 5, 38, column (b)

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

Lines 24, 39, column (b)

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

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

Schedule 417

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

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

Schedule 450

Line 4, column (b)

Schedule 210

= Line 47, column (b)

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No.	Name of railway operating expense account	FREIGHT					Passenger	Total	Line No.
		SALARIES AND WAGES	MATERIAL, TOOLS, SUPPLIES, FUELS AND LUBRICANTS	PURCHASED SERVICES	GENERAL	TOTAL FREIGHT EXPENSE			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
	WAY AND STRUCTURES								
	ADMINISTRATION								
1	Track	4,673	2,171	1,052	2,246	10,142	399	10,541	1
2	Bridge	1,263	265	1,349	602	3,479	337	3,816	2
3	Signal	3,488	1,056	2,744	254	7,542	348	7,890	3
4	Communication	2,593	77	1,293	449	4,412	129	4,541	4
5	Other	4,740	1,142	4,131	1,652	11,685	188	11,853	5
	TOTAL ADMINISTRATION	16,757	4,711	10,569	5,203	37,240	1,401	38,641	
	REPAIR AND MAINTENANCE								
6	Roadway - Running	10,563	484	8,381	62	19,490	1,240	20,730	6
7	Roadway - Switching	2,986	132	2,171	13	5,302	0	5,302	7
8	Tunnels and Subways - Running	23	0	669	0	692	14	706	8
9	Tunnels and Subways - Switching	6	0	183	0	189	0	189	9
10	Bridges and Culverts - Running	10,411	2,615	163	3,153	16,342	239	16,581	10
11	Bridges and Culverts - Switching	2,728	654	41	800	4,223	0	4,223	11
12	Ties - Running	5,744	3,356	289	491	9,880	377	10,257	12
13	Ties - Switching	1,534	976	73	125	2,708	0	2,708	13
14	Rail and other track material - Running	62,958	9,262	4,240	4,814	81,274	1,939	83,213	14
15	Rail and other track material - Switching	16,490	6,472	1,083	1,224	25,269	6	25,275	15
16	Ballast - Running	649	1,185	16	0	1,850	43	1,893	16
17	Ballast - Switching	173	462	4	0	639	0	639	17
18	Road Property Damaged - Running	952	(3)	98	0	1,047	27	1,074	18
19	Road Property Damaged - Switching	252	(3)	25	0	274	3	277	19
20	Road Property Damaged - Other	106	0	10	3	119	0	119	20
21	Signals and Interlockers - Running	21,289	4,702	4,110	1,965	32,066	3,174	35,240	21
22	Signals and Interlockers - Switching	5,900	1,403	1,163	521	8,987	0	8,987	22
23	Communications Systems	13,104	4,889	531	725	19,249	86	19,335	23
24	Power Systems	849	0	0	0	849	128	977	24
25	Highway Grade Crossings - Running	6,935	326	282	0	7,543	527	8,070	25
26	Highway Grade Crossings - Switching	0	0	0	0	0	0	0	26
27	Station and Office Buildings	3,979	4,034	10,298	257	18,568	1,581	20,149	27
28	Shop Buildings - Locomotives	1,137	0	0	0	1,137	358	1,495	28
29	Shop Buildings - Freight Cars	193	0	0	0	193	5	198	29
30	Shop Buildings - Other Equipment	0	5	0	0	5	8	13	30
101	Locomotive Servicing Facilities	473	945	1,959	108	3,485	86	3,571	101
102	Miscellaneous Buildings and Structures	2,209	407	49	4	2,669	592	3,261	102
103	Coal Terminals	286	134	27	68	515	0	515	103
104	Ore Terminals	1,412	275	641	725	3,053	0	3,053	104
105	Other Marine Terminals	45	0	0	2	47	0	47	105
106	TOFC/COFC Terminals	0	0	918	0	918	0	918	106
107	Motor Vehicle Loading and Distribution Facilities	0	0	0	0	0	0	0	107
108	Facilities for Other Specialized Service Operations	0	0	0	0	0	0	0	108
109	Roadway Machines	3,315	4,627	140	297	8,379	784	9,163	109
110	Small Tools and Supplies	0	0	0	0	0	0	0	110
111	Snow Removal	0	827	722	0	1,549	70	1,619	111
112	Fringe Benefits - Running	0	0	0	48,531	48,531	2,389	50,920	112
113	Fringe Benefits - Switching	0	0	0	10,224	10,224	157	10,381	113
114	Fringe Benefits - Other	0	0	0	16,504	16,504	302	16,806	114
115	Casualties and Insurance - Running	0	0	0	21,210	21,210	22	21,232	115
116	Casualties and Insurance - Switching	0	0	0	4,970	4,970	0	4,970	116
117	Casualties and Insurance - Other	0	0	0	11,151	11,151	0	11,151	117
118	Lease Rentals - Debit - Running	0	0	2,823	0	2,823	0	2,823	118
119	Lease Rentals - Debit - Switching	0	0	0	0	0	0	0	119
120	Lease Rentals - Debit - Other	0	0	7,937	0	7,937	220	8,157	120
121	Lease Rentals - [Credit] - Running	0	0	0	0	0	0	0	121

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No.	Name of railway operating expense account	FREIGHT					Passenger	Total	Line No.
		Salaries and Wages	Material, tools, supplies, fuels and lubricants	Purchased Services	General	Total Freight Expense			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
122	Lease Rentals - [Credit] - Switching	0	0	0	0	0	0	0	122
123	Lease Rentals - [Credit] - Other	0	0	0	0	0	0	0	123
124	Joint Facility Rent - Debit - Running	0	0	8,307	0	8,307	0	8,307	124
125	Joint Facility Rent - Debit - Switching	0	0	716	0	716	0	716	125
126	Joint Facility Rent - Debit - Other	0	0	1,133	0	1,133	0	1,133	126
127	Joint Facility Rent - [Credit] - Running	0	0	(15,577)	0	(15,577)	0	(15,577)	127
128	Joint Facility Rent - [Credit] - Switching	0	0	(74)	0	(74)	0	(74)	128
129	Joint Facility Rent - [Credit] - Other	0	0	(860)	0	(860)	0	(860)	129
130	Other Rents - Debit - Running	0	0	(37)	0	(37)	37	0	130
131	Other Rents - Debit - Switching	0	0	0	0	0	0	0	131
132	Other Rents - Debit - Other	0	0	7	0	7	0	7	132
133	Other Rents - [Credit] - Running	0	0	0	0	0	0	0	133
134	Other Rents - [Credit] - Switching	0	0	0	0	0	0	0	134
135	Other Rents - [Credit] - Other	0	0	0	0	0	0	0	135
136	Depreciation - Running	0	0	0	302,354	302,354	1,497	303,851	136
137	Depreciation - Switching	0	0	0	67,085	67,085	0	67,085	137
138	Depreciation - Other	0	0	0	27,797	27,797	0	27,797	138
139	Joint Facility Debit - Running	0	0	38,191	0	38,191	86	38,277	139
140	Joint Facility Debit - Switching	0	0	13,124	0	13,124	0	13,124	140
141	Joint Facility Debit - Other	0	0	2,187	0	2,187	0	2,187	141
142	Joint Facility [Credit] - Running	0	0	(36,532)	0	(36,532)	0	(36,532)	142
143	Joint Facility [Credit] - Switching	0	0	(171)	0	(171)	0	(171)	143
144	Joint Facility [Credit] - Other	0	0	(2,075)	0	(2,075)	0	(2,075)	144
145	Dismantling Retired Road Property - Running	0	0	0	0	0	0	0	145
146	Dismantling Retired Road Property - Switching	0	0	0	0	0	0	0	146
147	Dismantling Retired Road Property - Other	0	0	0	0	0	0	0	147
148	Other - Running	0	0	100	203	303	0	303	148
149	Other - Switching	0	0	0	0	0	0	0	149
150	Other - Other	112	137	96	4	349	1	350	150
	TOTAL REPAIR & MAINTENANCE	176,813	48,303	57,581	525,390	808,087	15,998	824,085	
151	TOTAL WAY & STRUCTURE	193,570	53,014	68,150	530,593	845,327	17,399	862,726	151
	EQUIPMENT								
	LOCOMOTIVES								
201	Administration	8,126	17	3,229	1,794	13,166	248	13,414	201
202	Repair and Maintenance	83,427	135,305	5,733	2,530	226,995	2,784	229,779	202
203	Machinery Repair	0	2,896	480	0	3,376	0	3,376	203
204	Equipment Damaged	156	0	0	1	157	0	157	204
205	Fringe Benefits	0	0	0	35,922	35,922	1,168	37,090	205
206	Other Casualties and Insurance	0	0	0	15,796	15,796	4	15,800	206
207	Lease Rentals - Debit	0	0	100,105	0	100,105	0	100,105	207
208	Lease Rentals - [Credit]	0	0	0	0	0	0	0	208
209	Joint Facility Rent - Debit	0	0	201	0	201	0	201	209
210	Joint Facility Rent - [Credit]	0	0	(32)	0	(32)	0	(32)	210
211	Other Rents - Debit	0	0	968	0	968	0	968	211
212	Other Rents - [Credit]	0	0	(202)	0	(202)	0	(202)	212
213	Depreciation	0	0	0	117,328	117,328	22	117,350	213
214	Joint Facility - Debit	0	0	425	0	425	0	425	214
215	Joint Facility - [Credit]	0	0	0	0	0	0	0	215
216	Repairs Billed to Others - [Credit]	0	0	0	0	0	0	0	216
217	Dismantling Retired Property	0	0	0	0	0	0	0	217
218	Other	0	0	2,579	(470)	2,109	14	2,123	218
219	TOTAL LOCOMOTIVES	91,709	138,218	113,486	172,901	516,314	4,240	520,554	219
	FREIGHT CARS								
220	Administration	5,574	658	1,639	693	8,564	0	8,564	220

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No.	Name of railway operating expense account	FREIGHT					Passenger	Total	Line No.
		Salaries and Wages	Material, tools, supplies, fuels and lubricants	Purchased Services	General	Total Freight Expense			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
221	Repair and Maintenance	78,743	114,540	46,865	1,575	241,723	0	241,723	221
222	Machinery Repair	0	2,592	501	0	3,093	0	3,093	222
223	Equipment Damaged	0	0	0	10,201	10,201	0	10,201	223
224	Fringe Benefits	0	0	0	33,020	33,020	0	33,020	224
225	Other Casualties and Insurance	0	0	0	13,999	13,999	0	13,999	225
226	Lease Rentals - Debit	0	0	150,197	0	150,197	0	150,197	226
227	Lease Rentals - [Credit]	0	0	(279)	0	(279)	0	(279)	227
228	Joint Facility Rent - Debit	0	0	72	0	72	0	72	228
229	Joint Facility Rent - [Credit]	0	0	0	0	0	0	0	229
230	Other Rents - Debit	0	0	579,485	0	579,485	0	579,485	230
231	Other Rents - [Credit]	0	0	(157,582)	0	(157,582)	0	(157,582)	231
232	Depreciation	0	0	0	79,207	79,207	0	79,207	232
233	Joint Facility - Debit	0	0	1,460	0	1,460	0	1,460	233
234	Joint Facility - [Credit]	0	0	0	0	0	0	0	234
235	Repairs Billed to Others - [Credit]	0	0	(156,617)	0	(156,617)	0	(156,617)	235
236	Dismantling Retired Property	0	0	(3)	0	(3)	0	(3)	236
237	Other	0	0	0	0	0	0	0	237
238	TOTAL FREIGHT CARS	84,317	117,790	465,738	138,695	806,540	0	806,540	238
OTHER EQUIPMENT									
REPAIR AND MAINTENANCE									
301	Administration	61	0	1	0	62	11	73	301
	Repair and Maintenance								
302	Trucks, Trailers, and Containers - Revenue Service	0	29	9,430	0	9,459	0	9,459	302
303	Floating Equipment - Revenue Service	0	0	0	0	0	0	0	303
304	Passenger and Other Revenue Equipment	379	20	(153)	(61)	185	10,313	10,498	304
305	Computers and Data Processing Systems	0	4,484	8,344	0	12,828	610	13,438	305
306	Machinery	0	139	27	0	166	368	534	306
307	Work and Other Non-Revenue Equipment	513	872	12,642	0	14,027	923	14,950	307
308	Equipment Damaged	0	0	0	439	439	0	439	308
309	Fringe Benefits	0	0	0	374	374	2,995	3,369	309
310	Other Casualties and Insurance	0	0	0	404	404	6	410	310
311	Lease Rentals - Debit	0	0	32,499	0	32,499	1,044	33,543	311
312	Lease Rentals - [Credit]	0	0	(95)	0	(95)	0	(95)	312
313	Joint Facility Rent - Debit	0	0	27	0	27	0	27	313
314	Joint Facility Rent - [Credit]	0	0	(15)	0	(15)	0	(15)	314
315	Other Rents - Debit	0	0	33,872	0	33,872	0	33,872	315
316	Other Rents - [Credit]	0	0	(319)	0	(319)	0	(319)	316
317	Depreciation	0	0	0	34,001	34,001	116	34,117	317
318	Joint Facility - Debit	0	0	5,967	0	5,967	0	5,967	318
319	Joint Facility - [Credit]	0	0	(2,978)	0	(2,978)	0	(2,978)	319
320	Repairs Billed to Others - [Credit]	0	0	(12,279)	0	(12,279)	0	(12,279)	320
321	Dismantling Retired Property	0	0	0	0	0	0	0	321
322	Other	0	0	97	0	97	5	102	322
323	TOTAL OTHER EQUIPMENT	953	5,544	87,067	35,157	128,721	16,391	145,112	323
324	TOTAL EQUIPMENT	176,979	261,552	666,291	346,753	1,451,575	20,631	1,472,206	324
TRANSPORTATION									
TRAIN OPERATIONS									
401	Administration	17,022	1,373	6,879	1,642	26,916	1,262	28,178	401
402	Engine Crews	308,803	354	2,749	50,565	362,471	5,252	367,723	402
403	Train Crews	298,147	92	173	124	298,536	8,824	307,360	403
404	Dispatching Trains	17,696	17	39	121	17,873	224	18,097	404
405	Operating Signals and Interlockers	275	(1)	0	0	274	230	504	405
406	Operating Drawbridges	0	0	0	0	0	0	0	406
407	Highway Crossing Protection	0	0	0	0	0	0	0	407

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No.	Name of railway operating expense account	FREIGHT					Passenger	Total	Line No.
		SALARIES AND WAGES	MATERIAL, TOOLS, SUPPLIES, FUELS AND LUBRICANTS	PURCHASED SERVICES	GENERAL	TOTAL FREIGHT EXPENSE			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
408	Train Inspection and Lubrication	22,939	15,833	0	1,244	40,016	691	40,707	408
409	Locomotive Fuel	0	471,367	0	0	471,367	5,957	477,324	409
410	Electric Power Purchased or Produced for Motive Power	64	6	55	3	128	0	128	410
411	Servicing Locomotives	20,710	4,069	740	45	25,564	1,820	27,384	411
412	Freight Lost or Damaged - Solely Related	0	0	0	24,000	24,000	0	24,000	412
413	Clearing Wrecks	1,439	165	9,922	0	11,526	27	11,553	413
414	Fringe Benefits	0	0	0	228,527	228,527	5,072	233,599	414
415	Other Casualties and Insurance	0	0	0	110,491	110,491	1,953	112,444	415
416	Joint Facility - Debit	0	0	24,888	0	24,888	0	24,888	416
417	Joint Facility - [Credit]	0	0	(20,849)	0	(20,849)	0	(20,849)	417
418	Other	11,978	43	48	808	12,877	188	13,065	418
419	TOTAL TRAIN OPERATIONS	699,073	493,318	24,644	417,570	1,634,605	31,500	1,666,105	419
	YARD OPERATIONS								
420	Administration	10,928	948	3,820	671	16,367	0	16,367	420
421	Switch Crews	142,815	1,188	1,708	9,272	154,983	807	155,790	421
422	Controlling Operations	9,682	0	0	10	9,692	353	10,045	422
423	Yard and Terminal Clerical	4,374	376	675	131	5,556	56	5,612	423
424	Operating Switches, Signals, Retarders and Humps	180	2	4	1	187	90	277	424
425	Locomotive Fuel	0	81,000	0	0	81,000	0	81,000	425
426	Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	426
427	Servicing Locomotives	12	0	0	0	12	0	12	427
428	Freight Lost or Damaged - Solely Related	0	0	0	0	0	0	0	428
429	Clearing Wrecks	0	0	0	0	0	0	0	429
430	Fringe Benefits	0	0	0	54,914	54,914	899	55,813	430
431	Other Casualties and Insurance	0	0	0	24,504	24,504	0	24,504	431
432	Joint Facility - Debit	0	0	32,527	0	32,527	0	32,527	432
433	Joint Facility - [Credit]	0	0	(11,678)	0	(11,678)	0	(11,678)	433
434	Other	0	0	0	0	0	0	0	434
435	TOTAL YARD OPERATION	167,991	83,514	27,056	89,503	368,064	2,205	370,269	435
	TRAIN & YARD OPERATIONS COMMON								
501	Cleaning Car Interiors	27,353	0	5,366	0	32,719	2,580	35,299	501
502	Adjusting and Transferring Loads	31	0	2,486	0	2,517	0	2,517	502
503	Car Loading Devices and Grain Doors	461	161	16,704	0	17,326	0	17,326	503
504	Freight Lost or Damaged - all other	0	0	0	0	0	0	0	504
505	Fringe Benefits	0	0	0	9,107	9,107	0	9,107	505
506	TOTAL TRAIN & YARD OPERATIONS COMMON	27,845	161	24,556	9,107	61,669	2,580	64,249	506
	SPECIALIZED SERVICE OPERATIONS								
507	Administration	2,397	55	3,672	1,446	7,570	0	7,570	507
508	Pickup and Delivery and Marine Line Haul	0	4	8,587	0	8,591	0	8,591	508
509	Loading and Unloading Local Marine	6,692	7,307	82,680	416	97,095	0	97,095	509
510	Protective Services	0	0	5	0	5	0	5	510
511	Freight Lost or Damaged - Solely Related	0	0	0	0	0	0	0	511
512	Fringe Benefits	0	0	0	2,970	2,970	0	2,970	512
513	Other Casualties and Insurance	0	0	0	1,141	1,141	0	1,141	513
514	Joint Facility - Debit	0	0	0	0	0	0	0	514
515	Joint Facility - [Credit]	0	0	(87)	0	(87)	0	(87)	515
516	Other	0	0	0	0	0	0	0	516
517	TOTAL SPECIALIZED SERVICES OPERATIONS	9,089	7,366	94,857	5,973	117,285	0	117,285	517
	ADMINISTRATIVE SUPPORT OPERATIONS								
518	Administration	71,820	2,249	9,920	3,926	87,915	1,244	89,159	518
519	Employees Performing Clerical and Accounting Functions	26,105	743	1,073	537	28,458	4,300	32,758	519
520	Communication Systems Operation	3,195	3	1,266	17	4,481	487	4,968	520
521	Loss and Damage Claims Processing	9,594	432	1,053	1,415	12,494	17	12,511	521
522	Fringe Benefits	0	0	0	36,196	36,196	1,427	37,623	522

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

Line No.	Name of railway operating expense account (a)	FREIGHT					Passenger (g)	Total (h)	Line No.
		Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)			
523	Other Casualties and Insurance	0	0	0	17,215	17,215	0	17,215	523
524	Joint Facility - Debit	0	0	0	0	0	0	0	524
525	Joint Facility - [Credit]	0	0	(39)	0	(39)	0	(39)	525
526	Other	(1)	0	13	3	15	1	16	526
527	TOTAL ADMINISTRATION SUPPORT OPERATIONS	110,713	3,427	13,286	59,309	186,735	7,476	194,211	527
528	TOTAL TRANSPORTATION	1,014,711	587,786	184,399	581,462	2,368,358	43,761	2,412,119	528
GENERAL & ADMINISTRATIVE									
601	Officers - General Administration	13,221	2,824	14,877	12,723	43,645	449	44,094	601
602	Accounting, Auditing, and Finance	23,241	324	3,593	166	27,324	418	27,742	602
603	Management Services and Data Processing	20,508	283	19,771	(576)	39,986	1,125	41,111	603
604	Marketing	29,187	791	8,890	6,262	45,130	0	45,130	604
605	Sales	0	0	0	0	0	0	0	605
606	Industrial Development	326	8	15	67	416	0	416	606
607	Personnel and Labor Relations	10,697	540	4,490	9,362	25,089	815	25,904	607
608	Legal and Secretarial	9,127	138	18,260	1,351	28,876	1,562	30,438	608
609	Public Relations and Advertising	2,591	(1)	1,403	627	4,620	81	4,701	609
610	Research and Development	1,564	62	1,539	11	3,176	49	3,225	610
611	Fringe Benefits	0	0	0	54,891	54,891	987	55,878	611
612	Casualties and Insurance	0	0	0	(6,882)	(6,882)	13	(6,869)	612
613	Writedown of Uncollectible Accounts	0	0	0	12,900	12,900	33	12,933	613
614	Property Taxes	0	0	0	87,792	87,792	1,358	89,150	614
615	Other Taxes Except on Corporate Income or Payrolls	0	0	0	32,181	32,181	0	32,181	615
616	Joint Facility - Debit	0	0	2,450	0	2,450	0	2,450	616
617	Joint Facility - [Credit]	0	0	(102)	0	(102)	0	(102)	617
618	Other	35,036	291	9,417	39,263	84,007	271	84,278	618
619	TOTAL GENERAL & ADMINISTRATIVE	145,498	5,260	84,603	250,138	485,499	7,161	492,660	619
620	TOTAL OPERATING EXPENSE	1,530,758	907,612	1,003,443	1,708,946	5,150,759	88,952	5,239,711	620

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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 the net amount reported in Schedule 410, column (f), lines 118 through 123, plus lines 130 through 135. If an entire road or segment of track is leased and if the actual breakdown of lease/rentals by property categories is not known, apportion the lease/rentals based on the percentage of the categories' depreciation bases to the 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 1-27.
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	\$0			1
2		3	Grading	10,095			2
3		4	Other right-of-way expenditures	1,115			3
4		5	Tunnels and subways	385			4
5		6	Bridges, trestles and culverts	13,326			5
6		7	Elevated structures	0			6
7		8	Ties	73,632			7
8		9	Rail and other track material	193,123			8
9		11	Ballast	30,119			9
10		13	Fences, snowsheds and signs	434			10
11		16	Station and office buildings	10,892			11
12		17	Roadway buildings	951			12
13		18	Water stations	200			13
14		19	Fuel stations	2,388			14
15		20	Shops and enginehouses	4,836			15
16		22	Storage warehouses	0			16
17		23	Wharves and docks	16			17
18		24	Coal and ore wharves	112			18
19		25	TOFC/COFC terminals	6,913			19
20		26	Communications systems	5,264			20
21		27	Signals and interlockers	17,295			21
22		29	Power plants	32			22
23		31	Power transmission systems	549			23
24		35	Miscellaneous structures	150			24
25		37	Roadway machines	17,832			25
26		39	Public improvements; construction	7,433			26
27		45	Power plant machines	144			27
28		-	Other lease/rentals		10,730		28
29		-	TOTAL	\$397,236	\$10,730		29

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

(Dollars in Thousands)

1. Report freight expenses only.
2. Report in this supporting schedule rental information by car type and other freight-carrying equipment relating to the interchange of railroad, owned or leased equipment and privately owned equipment (reporting for leased equipment covers equipment that carrier on railroad markings.)
3. The gross amounts receivable and payable for freight-train cars (line 19, columns (b) through (d), and line 19, columns (e) through (g), respectively) should balance with Schedule 410, column (f), lines 231 (credits) and 230 (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f), lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of Schedule 410 because those lines include rents for "Other Equipment" which is reported in Schedule 415, column (e). The balancing of Schedule 410, 414 and 415 "Other Equipment" is outlined in note 6 to Schedule 415.
4. Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper-owned cars.
5. Report in columns (c), (d), (f), and (g) rentals for railroad owned cars prescribed by the Commission in Ex Parte No. 334, for which rentals are settled on a combination mileage and time basis (basic per diem). Include railroad owned per diem tank cars on line 17.

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

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)	
CAR TYPES									
1		Box-Plain 40 Foot			1			2	1
2		Box-Plain 50 Foot and Longer		2,232	10,862	13,104	4,101	15,832	2
3		Box-Equipped		5945	22,178	32	15,869	45,263	3
4		Gondola-Plain		417	743	4,156	1,656	3,828	4
5		Gondola-Equipped		3053	9,965	4	5,354	14,360	5
6		Hopper-Covered		9475	37,695	88,828	7,378	26,637	6
7		Hopper-Open Top-General Service		1960	5,978	109	1,812	2,980	7
8		Hopper-Open Top-Special Service		321	566	41	543	1,603	8
9		Refrigerator-Mechanical				88	290	391	9
10		Refrigerator - Non-Mechanical		1421	4,625	15,297	2,032	5,889	10
11		Fiat TOFC/COFC		724	2,106	70,590	4,739	19,567	11
12		Fiat Multi-Level		1	5	56,008	2,886	15,243	12
13		Fiat-General Service		32	83	13	221	365	13
14		Fiat-Other		634	3,382	17,650	2,382	9,483	14
15		Tank-Under 22,000 Gallons				25,333		14	15
16		Tank - 22,000 Gallons and Over			1	37,896	1	18	16
17		All Other Freight Cars		26	777	110	32	164	17
18		Auto Racks			32,374			39,291	18
19		TOTAL FREIGHT TRAIN CARS	0	26,241	131,341	329,259	49,296	200,930	19
20		OTHER FREIGHT-CARRYING EQUIPMENT							20
		Refrigerated Trailers							
21		Other Trailers			319			33,872	21
22		Refrigerated Containers							22
23		Other Containers							23
24	*	TOTAL TRAILERS AND CONTAINERS			319	0		33,872	24
25		GRAND TOTAL (Lines 19 and 24)	0	26,241	131,660	329,259	49,296	234,802	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, suppliers, 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 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 to Schedule 410, lines 207, 208, 211 and 212.
- (b) Freight Cars, line 24 plus line 39 compared to Schedule 410, line 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 Accounts Nos. 31-12-00, 31-13-00, 31-21-00, 31-22-00 and 31-23-00, inclusive.

The grand total of each equipment account in column (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	1994 Types of equipment (a)	Repairs (net exp) (b)	Dep/Amort			Lease and Rentals (net) (f)	Depreciation Base as of 12/31		Accum. Depr. as of 12/31	
				Owned (c)	Capital Lease (d)	Adj. net During Yr (e)		Owned (g)	Capitalized Lease (h)	Owned (i)	Capitalized Lease (j)
		LOCOMOTIVES									
1		Diesel Locomotive - Yard	21,244	2,234			2,200	60,218	0	25,569	0
2		Diesel Locomotive - Road	205,751	99,415	13,629		98,671	2,500,214	301,730	942,729	102,633
3		Other Locomotive - Yard									
4		Other Locomotive - Road									
5	*	TOTAL	226,995	101,649	13,629		100,871	2,560,432	301,730	968,298	102,633
		FREIGHT TRAIN CARS									
6		Box - Plain-40 Ft	1	72				161	0	136	0
7		Box - Plain-50 Ft & Longer	1,203	5,882	7		18,396	139,530	141	56,385	118
8		Box - Equipped	15,677	8,031	1		3,794	215,411	14	91,781	7
9		Gondola - Plain	722	5,570	55		8,065	193,630	0	89,651	0
10		Gondola - Equipped	8,081	2,505	577			63,813	9,090	21,611	3,832
11		Hopper - Covered	19,695	14,600	1,000		66,183	500,887	17,378	229,913	11,842
12		Hopper - Open Top Gen Svc	4,950	11,902			33,101	296,256	0	183,203	0
13		Hopper - Open Top Spec Svc	326	1,745				50,360	0	18,762	0
14		Refrigerator - Mechanical	9,004	1,899			6,565	58,649	0	26,223	0
15		Refrig - Non-mechanical	3,248	4,066	14			88,985	309	36,674	184
16		Flat - TOFC/COFC	68	175			(55)	5,639	0	1,820	0
17		Flat - Multi-level	1	86				1,402	0	1,285	0
18		Flat - General Service	124	472				14,971	0	11,620	0
19		Flat - Other	1,009	2,453			14	78,920	0	32,202	0
20		All Other Freight Cars	746	139	24		1,276	3,947	0	2,630	24
21		Cabooses	26	544				7,241	0	5,810	0
22		Auto Racks	20,225	14,449	716		12,579	332,475	7,964	120,259	4,169
23		Misc. Accessories		719				18,746	100	2,812	-100
24	*	TOTAL FREIGHT TRAIN CARS	85,106	75,309	2,394	0	149,918	2,071,023	34,996	932,777	20,276
		OTHER EQUIPMENT-REVENUE FREIGHT									
25		Refrigerated Trailers									
26		Other Trailers (A)	9,459	396			9,642	5,251		129	
27		Refrigerated Containers									
28		Other Containers									
29		Bogies									
30		Chassis									
31		Other Highway Equip (Frt)		490						(1,146)	
32	*	TOTAL HIGHWAY EQUIPMENT	9,459	886	0	0	9,642	5,251	0	(1,017)	0
		FLOATING EQUIP-REVENUE SERVICE									
33		Marine Line-Haul									
34		Local Marine									
35	*	TOTAL FLOATING EQUIPMENT	0	0	0	0	0	0	0	0	0
		OTHER EQUIPMENT									
36	*	Pass and Other Revenue Equip	185					117		(7)	
37	*	Comp Sys & word proc. equip.	12,828	26,509	37		18,733	238,628		84,078	0
38	*	Machinery - Locomotives	3,376	2,050				58,009		19,392	0
39	*	Machinery - Freight Cars	3,093	1,504				49,892		16,414	
40	*	Machinery - Other Equipment	166	398				7,223		2,954	
41	*	Work and Non-revenue Equip	14,027	6,171			4,029	155,520	238	43,580	238
42		TOTAL OTHER EQUIPMENT	33,675	36,632	37	0	22,762	509,389	238	166,411	238
43		TOTAL ALL EQUIPMENT (Frt Portion)	\$355,235	\$214,476	\$16,060	\$0	\$283,193	\$5,146,095	\$336,964	\$2,066,469	\$123,147

(A) See note for Schedule 332 on page 39

415. SUPPORTING SCHEDULE -- EQUIPMENT -- CONTINUED

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							1
2							2
3							3
4							4
5							5
6							6
7							7
8							8
9							9
10							10
11							11
12							12
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35							35
36							36
37							37
38							38
39							39
40							40
41							41
42							42
43							43

The 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.

The depreciation to be reported on lines 38, 39, and 40 in column (c) is calculated by multiplying the investment in each element by the effective composite rate for Property Account 44, and then adding or subtracting the adjustment reported in in column (e) This calculation should equal the amount shown in column (c), 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	639,850	54,049	1.11							639,850	54,049	1
2		8	974,277	166,301	4.09							974,277	166,301	2
3		9	2,194,957	692,058	5.74							2,194,957	692,058	3
4		11	562,520	62,243	2.56							562,520	62,243	4
5	SUB-TOTAL		4,371,604	974,651								4,371,604	974,651	5
6	II	3	339,106	27,256	1.11							339,106	27,256	6
7		8	629,308	148,581	4.09							629,308	148,581	7
8		9	1,163,279	348,987	2.91							1,163,279	348,987	8
9		11	309,174	48,712	2.56							309,174	48,712	9
10	SUB-TOTAL		2,440,867	573,536					0	0	0	2,440,867	573,536	10
11	III	3	9,205	0								9,205	0	11
12		8	62,800	0								62,800	0	12
13		9	95,056	0								95,056	0	13
14		11	31,778	0								31,778	0	14
15	SUB-TOTAL		198,839	0								198,839	0	15
16	IV	3	246,596	21,102	1.11							246,596	21,102	16
17		8	390,182	90,339	4.09							390,182	90,339	17
18		9	845,930	270,190	3.17							845,930	270,190	18
19		11	188,838	31,431	2.56							188,838	31,431	19
20	SUB-TOTAL		1,671,546	413,062					0	0	0	1,671,546	413,062	20
21	V	3	14,050	1,611	1.11							14,050	1,611	21
22		8	23,359	6,046	4.09							23,359	6,046	22
23		9	48,197	20,625	2.66							48,197	20,625	23
24		11	15,525	1,945	2.56							15,525	1,945	24
25	SUB-TOTAL		101,131	30,227					0	0	0	101,131	30,227	25
26	GRAND TOTAL		8,783,987	1,991,476					0	0	0	8,783,987	1,991,476	26

(1) Columns (c) + (f) + (i) = Column 12
Columns (d) + (g) + (k) = Column 13

(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 it is necessary to apportion expenses to two or more services, they shall be apportioned on the most equitable basis available to the respondent and only to the services they support. The total expenses in column (j) should balance with the respective line items in Schedule 410, Railway Operating Expenses.
4. Report in column (b), line 2, the expenses incurred in highway movements of trailers and containers performed at the expense of the reporting railroad within a terminal area for the purpose of pick-up, delivery, or highway interchange service. Report in column (b), line 3, the expenses incurred in operating facilities for handling trailers and/or containers, including storage expenses. See Schedule 755, Note R.
5. The operation of floating equipment in line-haul service (between distinct terminals) should be reported in column (c) on line 2. Floating operations conducted within a general terminal or harbor area should be reported in column (c), line 3.
6. Report in column (g), line 3, the expenses incurred by the railroad in loading and unloading automobiles, trucks, etc., to and from bi-level and tri-level auto rack cars. Report on line 2, column (g), the expense incurred by the railroad in moving automobiles, etc., between bi-level and tri-level loading and unloading facilities over the highway to shippers, receivers, or connecting carriers. Report in column (f) operating expenses for land facilities in support of floating operations, including the operation of docks and wharves.
7. Report on line 4, column (b), the expenses related to heating and refrigeration of TOFC/COFC trailers and containers (total debits and credits). The expenses on line 4, column (h), relate to refrigerator cars only.
8. Report in column (i) total expenses incurred in performing rail substitute services, other highway revenue service, LCL terminal operations, warehouse operations, freight car transloading, and 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	5,357					380	1,833		7,570	1
2	*	Pick up and delivery, marine line haul	8,591						N/A		8,591	2
3	*	Loading and unloading and local marine	80,675					16,420	N/A		97,095	3
4	*	Protective services, total debit and credits							5		5	4
5	*	Freight lost or damaged-solely related										5
6	*	Fringe benefits	2,102					149	719		2,970	6
7	*	Casualty and Insurance	807					58	276		1,141	7
8	*	Joint facility - Debit									0	8
9	*	Joint facility - Credit						(87)			(87)	9
10	*	Other									0	10
11	*	TOTAL	97,532			0		16,920	2,833		117,285	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 No. 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)
ROAD				
(16) Station and office buildings				
(37) Roadway Machines	261,634	1,313		1,313
(44) Shop machinery				
(52) Locomotives	2,862,162	301,730	13,629	102,633
(53) Freight-train cars	2,106,019	34,995	2,394	20,264
(55) Highway Revenue Equipment				
(58) Miscellaneous Equipment	27,379	238		238
(59) Computer systems and word processing equipment				
TOTAL	\$5,257,194	\$338,276	\$16,023	\$124,448

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	134,362	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax and Surtax	241,116	2
3		Excess Profits	-	3
4	*	Total - Income Taxes L 2 + 3	241,116	4
5		Railroad Retirement	350,764	5
6		Hospital Insurance	26,883	6
7		Supplemental Annuities	22,933	7
8		Unemployment Insurance	2,459	8
9		All Other United States Taxes	1,800	9
10		Total - U.S. Government Taxes	645,955	10
11		Total - Railway Taxes	780,317	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 a loss carry-back.
5. The total of line 19 in columns (c) and (d) should agree with the total of the contra charges (credits) to Account 557, Provision for Deferred Taxes, and Account 591, Provision for Deferred Taxes - Extraordinary Items, for the current year.
6. Indicate in column (e) the cumulative total of columns (b), (c), and (d). The total of column (e) must agree with the total of Accounts 714, 744, 762 and 786.

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.	3,436,170	24,094		3,460,264	1
2	Accelerated amortization of facilities, Sec. 168 I.R.C.					2
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.					3
4	Amortization of rights of way, Sec. 185 I.R.C.	40,800	2,671		43,471	4
5	Other (Specify)					5
6	Various Reserves	(244,869)	(34,530)		(279,399)	6
7	Capitalization Differences	308,360	102,546		410,906	7
8	Restructuring Charge	(117,358)			(117,358)	8
9	Miscellaneous	(115,912)	155,838		39,926	9
10	Deferred State Income Taxes	687,186	(103,156)		584,030	10
11	Tax Loss Carryforwards	(74,221)	74,221		0	11
12	Net Investment Tax Credits	(11,500)			(11,500)	12
13						13
14						14
15						15
16						16
17						17
18	Investment tax credit*	-			-	18
19	TOTALS	3,908,656	221,684	0	4,130,340	19

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

* Footnotes:

- | | | |
|----|---|----------------------|
| 1. | If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit. | \$ <u>0</u> |
| | If deferral method for investment tax credit was elected: | |
| | (1) Indicate amount of credit utilized as a reduction of tax liability for current year. | \$ <u> </u> |
| | (2) Deduct amount of current year's credit applied to reduction of tax liability but deferred for accounting purposes. | \$ <u> </u> |
| | (3) Balance of current year's credit used to reduce current year's tax accrual. | \$ <u> </u> |
| | (4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual. | \$ <u> </u> |
| | (5) Total decrease in current year's tax accrual resulting from use of investment tax credits. | \$ <u> </u> |
| 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. | \$ <u> </u> |

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

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

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

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)	Line No.
1	603				1
2		Appropriation Released:			2
3		- First Mortgage and		772	3
4		- General Mortgage Bond		688	4
5		- Income Debenture (CE&I)		123	5
6		TOTAL		1,583	6
7					7
8					8
9					9
10	620				10
11		Appropriation Established:			11
12		- First Mortgage	772		12
13		- General Mortgage Fund	688		13
14		- Income Debenture (CE&I)	123		14
15		TOTAL	1,583		15
16					16
17					17
18					18
19	519	Gain or Sale of Real Estate		88,907	19
20		Fibre Optics Income		16,062	20
21		Other - No item comprises 10% of NI (net)		(1,331)	21
22		TOTAL		103,638	22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

501. GUARANTIES AND SURETYSHIPS
(Dollars in Thousands)

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

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

Line No.	Names of all parties principally and primary liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1	Term. RR Assn. of St. Louis				1
2	B&O-ICG-SBD-CRC	Sinking Fund & Int. on RFT & Mtge	7,787	Joint	2
3	MKT-SLSW-MP-SOU	Bonds Ser. G due 7-1-2019			3
4	CCC&SL-N&W	(FD 14553)			4
5					5
6	N.O. Un. Pass. Term.				6
7	SBD-SP-ICG-AGS	Revenue Bonds due 1-1-98	1,314	Joint	7
8	L&A-N.O. Term.	(FD 15920)			8
9					9
10					10
11	Union Pacific	Equipment Management provides Venture container and	20,000	Sole	11
12	Railroad Company	chassis rental.			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 the 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 obligations (a)	Name 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					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 arrangements is not reduced to writing.

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

NONE

NOTES AND REMARKS

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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 No.	Account No.	Title	Source	Balance at Close of Year	Line No.
1	751	Loans and Notes Payable	Sch. 200, L. 30	-	1
2	764	Equipment Obligations and Other Long-Term Debt due Within One Year	Sch. 200, L. 39	75,086	2
3	765/767	Funded Debt Unmatured	Sch. 200, L. 41	353,063	3
4	766	Equipment Obligations	Sch. 200, L. 42	767,174	4
5	766.5	Capitalized Lease Obligations	Sch. 200, L. 43	276,562	5
6	768	Debt in Default	Sch. 200, L. 44	-	6
7	769	Accounts Payable: Affiliated Companies	Sch. 200, L. 45	3,361,708	7
8	770.1/770.2	Unamortized Debt Premium	Sch. 200, L. 46	(19,990)	8
9		Total Debt	Sum L. 1-8	4,813,603	9
10		Debt Directly Related to Road Property	Note 1	184,309	10
11		Debt Directly Related to Equipment	Note 1	1,113,369	11
12		Total Debt Directly Related to Road & Equipment	Sum L. 10 and L. 11	1,297,678	12
13		Percent Directly Related to Road	L. 10 divided by L. 12 Whole % plus 2 decimals	14.20%	13
14		Percent Directly Related to Equipment	L. 11 divided by L. 12 Whole % plus 2 decimals	85.80%	14
15		Debt Not Directly Related to Road or Equipment	L. 9 minus L. 12	3,515,925	15
16		Road Property Debt (Note 2)	(L. 13 x L. 15) plus L. 10	683,570	16
17		Equipment Debt (Note 2)	(L. 14 x L. 15) plus L. 11	4,130,033	17

II. Interest Accrued During the Year:

Line No.	Account No.	Title	Source	Balance at Close of Year	Line No.
18	546-548	Total Interest and Amortization (Fixed Charges)	Sch. 210, L. 42	328,884	18
19	546	Contingent Interest on Funded Debt	Sch. 210, L. 44	9,522	19
20	517	Release of Premiums on Funded Debt	Sch. 210, L. 22	0	20
21		Total Interest (Note 3)	(L. 18 + L. 19) minus L. 20	338,406	21
22		Interest Directly Related to Road Property Debt	Note 4	8,661	22
23		Interest Directly Related to Equipment Debt	Note 4	78,578	23
24		Interest Not Directly Related to Road or Equipment Property Debt	L. 21 minus (L. 22 + L. 23)	251,167	24
25		Interest on Road Property Debt (Note 5)	L. 22 plus (L. 24 x L. 13)	44,327	25
26		Interest on Equipment Debt (Note 5)	L. 23 plus (L. 24 x L. 14)	294,079	26
27		Embedded Rate of Debt Capital - Road Property	L. 25 divided by L. 16	6.48%	27
28		Embedded Rate of Debt Capital - Equipment	L. 26 divided by L. 17	7.12%	28

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 charges. If the respondent provides services to more than one affiliate and the aggregate compensation amounts to \$50,000 or more for the year, reference to this fact should be made and the detail as to the allocation of charges should be stated. For those affiliates providing services to the respondent, also enter in column (a) the percent of affiliate's gross income derived from transactions with respondent.

The respondent may be required to furnish as an attachment to Schedule 512 a balance sheet and income statement for each affiliate with which respondent carrier had reportable transactions during the year, or alternatively, attach a "Pro forma" balance sheet and income statement for that portion or entity of each affiliate which furnished the agreed to services, equipment, or other reportable transaction. The statements, if required, should be prepared on a calendar year basis in conformity with the prescribed schedules for the balance sheet and income statement in Annual Report Form R-1, and should be noted (1) to indicate the method used for depreciating equipment or other property furnished the carrier, and (2) whether the affiliate's Federal income tax return for the year was filed on a consolidated basis with the respondent carrier.

3. In column (b) indicate nature of relationship or control between the respondent and the company or person identified in column (a) as follows:
 - (a) If respondent directly controls affiliate, insert the word "direct"
 - (b) If respondent controls through another company, insert the word "indirect"
 - (c) If respondent is under common control with affiliate, insert the word "common"
 - (d) If respondent is controlled directly or indirectly by the company listed in column (a), insert the word "controlled"
 - (e) If control is exercised by other means such as a management contract or other arrangement of whatever kind, insert the word "other" and footnote to describe such arrangements.
4. In column (c) fully describe the transactions involved such as management fees, lease of building, purchase of material, etc. When the affiliate listed in column (a) provides more than one type of service in column (c), list each type of service separately and show total for the affiliate. When services are both provided and received between the respondent and an affiliate, they should be listed separately and the amounts shown separately in column (e).
5. In column (d) report the dollar amounts of transaction shown and the effect of any change in the method of establishing the terms from that used in the preceding period.
6. In column (c) 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.
1	Union Pacific Corporation		Controlled	Various (see below)	\$404,081 (R)	\$1,045,320 (R)	1
2	Wasatch Insurance Ltd.		Common	Insurance	4,799 (P)		2
3	UP Fruit Express Company		Direct	Repair & Service Equip.	3,096 (P)		3
4	UP Fruit Express Company		Direct	Equipment Rental	13,996 (P)		4
5	UP Motor Freight Company		Direct	Repair & Service Equip.	46,545 (P)		5
6	UP Motor Freight Company		Direct	Equipment Rental	40 (P)		6
7	UP Freight Services Company		Direct	Freight Brokerage	64,812 (R)		7
8	Alton & Southern Railway Co.		Direct	Material & Service	21,717 (R)		8
9	American Refrigeration Transit Co.		Direct	Material & Service	249 (P)		9
10							10
11							11
12							12
13	Union Pacific Corporation		Controlled	Acquisition of CNW & SP and payoff CNW debt.	(P)	3,485,444 (P)	13
14							14
15							15
16							16
17							17
18							18
19							19
20							20
21							21
22							22
23							23
24							24

Balance 12-31-95	AR Sale - Interest	(22,012)
Remittances	Payment of Debt	(269,950)
Recalls	Payments for Parent Company	11,326
Taxes	Interest	(88,488)
Insurance	Intercompany Interest	53,374
Dividends	UP Technology Charges	40,948
New Financing	Other	216,095
Equipment Purchase	Balance 12-31-96	<u>\$1,045,320</u>

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) and affiliated corporation, or (B) independent or not affiliated with respondent.
- (4) Line operated under contract or agreement for contingent rent, owner being (A) an affiliated corporation, or (B) independent or not affiliated with respondent.
- (5) Line operated under trackage rights.

Give subtotals for each of the several numbered classes, in the order listed above, as well as the total for all classes. Lengths of track should be reported to the nearest WHOLE mile adjusted to accord with footings: i.e., counting one-half mile and over as a whole mile and disregarding any fraction less than one-half mile. In column (a) insert the figure (and letter, if any) indicating its class in accordance with the preceding classification. In column (b) give the various proportions of each class owned or leased by respondent, listing each proportion once in any grouping. Canadian mileage should be segregated and identified on separate lines in the various groupings. For each listing, in column (d) give its entire length (the distances between termini of single or first main track), and in the following columns the lengths of second main track; all other main tracks, passing tracks, cross-overs and turn-outs; way switching tracks; and yard switching tracks. These classes of tracks are defined as follows:

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

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

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

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

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

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

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

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

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

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

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

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

700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Class (a)	Proportion owned or leased by Respondent (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	Total (i)	Line No.
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of passing tracks cross-overs, and turnouts (f)				
1	1	100%	19,191	2,628	122	2,506	2,636	4,391	31,474	1
2										2
3	1J	12.5%					30		30	3
4	1J	23.0%	1	1				5	7	4
5	1J	25.0%	1	1		0	6	14	22	5
6	1J	33.3%	7			3	15	30	55	6
7	1J	37.5%	2	2				3	7	7
8	1J	40.0%						0	0	8
9	1J	50.0%	206	154		20	94	261	735	9
10	1J	66.6%					5	4	9	10
11		Total 1J	217	158		23	150	317	865	11
12										12
13		Total 1 and 1J	19,408	2,786	122	2,529	2,786	4,708	32,339	13
14										14
15										15
16										16
17	3A							1	1	17
18	3B		323	5		34	155	125	642	18
19										19
20		Total 3	323	5	-	34	155	126	643	20
21										21
22										22
23	4B							3	3	23
24										24
25		Total 4	0	0	-	0	0	3	3	25
26										26
27										27
28	5		2,535	676	23	200	382	280	4,096	28
29	5J							6	6	29
30		Total 5	2,535	676	23	200	382	286	4,102	30
31										31
32										32
33										33
34										34
35										35
36										36
37										37
38										38
39										39
40										40
41										41
42										42
43										43
44										44
45										45
46										46
47										47
48										48
49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57		TOTAL	22,266	3,467	145	2,763	3,323	5,123	37,087	57
58		Miles of electrified road or track included in preceding grand total	N/A							58

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

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

Line No.	Cross Check	State or Territory (a)	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)	Line No.
1		Arkansas	974				62	1,036	125		1
2		California	815				151	966	1		2
3		Colorado	612				17	629			3
4		Idaho	1,000				176	1,176	6		4
5		Illinois	1,399				145	1,544	3		5
6		Iowa	1,676				77	1,753			6
7		Kansas	1,469	137			132	1,738	585		7
8		Louisiana	784				51	835			8
9		Michigan	165				7	172			9
10		Minnesota	482				242	724			10
11		Missouri	911			6	205	1,122	335		11
12		Montana	125					125	52		12
13		Nebraska	996	110			6	1,112	252		13
14		Nevada	684					684			14
15		Oklahoma	586			311	3	900	5		15
16		Oregon	534				138	672	42		16
17		South Dakota	10				7	17	2		17
18		Tennessee	2,984				568	3,552	265		18
19		Texas	801			6	6	813	1		19
20		Utah	344				219	563	86		20
21		Washington	780				306	1,086	58		21
22		Wisconsin	920				127	1,047			22
23		Wyoming									23
24											24
25											25
26											26
27											27
28											28
29											29
30											30
31		TOTAL MILEAGE	19,051	247		323	2,645	22,266	1,818		31
32		(single track)									32

NOTES AND REMARKS

Notes to Schedule 710S

1. Includes 34 locomotives, 80 appliance boxcars, 89 covered gondola cars, 174 bi-level auto racks, 192 tri-level auto racks purchased in previous years and 41 locomotives, 158 tri-level auto racks, 240 insulated boxcars, 203 appliance boxcars, 209 mechanical refrigerator cars, 222 plain boxcars, 39 equipped boxcars, 15 covered gondola cars, 6 burro crane cars, 9 office cars, 1 boom rest car, 3 crew cars and 10 equipment cars rebuilt in previous years, but financially complete this year.
2. Excludes 94 locomotives, 1 locomotive crane purchased and 25 locomotives, 79 insulated boxcars, 236 plain boxcars, 267 mechanical refrigerator cars, 53 gondola cars, 51 covered gondola cars and 4 bridge service cars rebuilt but not financially complete this year.

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 includes all units other than diesel or electric, e.g., steam, gas turbine. Show the type of unit, service and number, as appropriate, in a brief description sufficient for positive identification. An "auxiliary unit" includes all units used in conjunction with locomotives, but which draw their power from the "mother" unit, e.g., boosters, slugs, etc. For reporting purposes, indicate radio-controlled self-powered diesel units on lines 1 through 8, as appropriate. Radio-controlled units that are self-propelled, 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 (l), 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 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

<u>Schedule 710</u>	<u>Schedule 710</u>
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 of design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased or including reclassification (g)	Units at Close of Year				Line No.	
				Units installed					Owned and used (h)	Leased from others (i)	Total in service of respondent (col. (h)&(i))	Aggregate capacity of units reported in col. (i) (see Ins. 7) (k)		Leased to others (l)
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)							
		LOCOMOTIVE UNITS										(H.P.)		
1		Diesel-freight units												1
2		Diesel-passenger units	66					7	6	53	59	181,400		2
3		Diesel-multiple purpose units	3,628	176	69	25	211	197	2,813	1,099	3,912	12,777,820	0	3
4		Diesel-switching units	415				105	110	337	73	410	641,100	0	4
5	*	TOTAL (lines 1 to 4)	4,109	176	69	25	316	314	3,156	1,225	4,381	13,600,320	0	5
6	*	Electric-locomotives												6
7	*	Other self-powered units (steam)	2						2		2	-		7
8	*	TOTAL (lines 5, 6 and 7)	4,111	176	69	25	316	314	3,158	1,225	4,383	13,600,320	0	8
9	*	Auxiliary units	27				4		31		31	-		9
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	4,138	176	69	25	320	314	3,189	1,225	4,414	N/A	0	10

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

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 of design of units (a)	Before Jan. 1, 1975 (b)	Between Jan. 1, 1975 and Dec. 31, 1979 (c)	Between Jan. 1, 1980 and Dec. 31, 1984 (d)	Between Jan. 1, 1985 and Dec. 31, 1989 (e)	Between Jan. 1, 1990 and Dec. 31, 1994 (f)	During Calendar Year					TOTAL (i)	Line No.		
								1995 (g)	1996 (h)	1997 (i)	1998 (j)	1999 (k)				
11	*	Diesel	738	1,063	964	649	663	110	194				4,381	11		
12	*	Electric												12		
13	*	Other self-powered units (steam)	2										2	13		
14	*	TOTAL (lines 11 to 13)	740	1063	964	649	663	110	194	0	0	0	4,383	14		
15	*	Auxiliary units		4	20		3		4				31	15		
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	740	1067	984	649	666	110	198	0	0	0	4,414	16		

710. INVENTORY OF EQUIPMENT

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

Line No.	Cross Check	Type of design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased including reclassification (g)	Units at Close of Year				Line No.	
				Units Installed					Owned and used (h)	Leased from others (i)	Total in service of respondent (col. (h)&(i)) (j)	Aggregate capacity of units reported in col. (j) (see Ins. 7) (k)		Leased to others (l)
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)							
17		PASSENGER-TRAIN CARS Non-Self-Propelled Coaches (PA,PB, PBO)												17
18		Combined cars												18
19		(All class C, except CSB)												19
20		Parlor cars (PBC,PC,PL,PO)												20
21		Sleeping cars (PS,PT,PAS,PDS)												21
		Dining, grill and tavern cars (All class D, PD)												22
22		Non-passenger-carrying cars (All Class B,CSB,M,PSA,IA)												23
23		TOTAL (lines 17 to 22)												
		Self-Propelled Electric passenger cars (EP, ET)												24
24		Electric combined cars (EC)												25
25		Internal combustion rail motorcars (ED, EG)												26
26		Other self-propelled cars (Specify types)												27
27		TOTAL (lines 24 to 27)												28
28		TOTAL (lines 23 to 28)												29
29		COMPANY SERVICE CARS												
30		Business car (PV)	27	16					43		43			30
31		Board outfit cars (MWX)	463					226	237		237			31
		Derrick and snow removal cars (MWU,MWV,MWW,MWK)	96	12			423	25	506		506			32
32		Dump and ballast cars (MWB,MWD)	2,333	143			2593	0	5,069		5069			33
33		Other maintenance and service equipment cars	7,094	173				1649	5,618		5618			34
34		TOTAL (lines 30 to 34)	10,013	344			3,016	1,900	11,473		11,473			35

710. INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data.

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

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

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Time-mileage cars (b)	All others (c)	Units installed				
					New units purchased or built (d)	New or rebuilt units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units including reclassification and second hand units purchased or leased from others (g)	
		FREIGHT TRAIN CARS							
36		Plain box cars - 40' (B1__, B2__)	21	0	0	0	0	11	36
37		Plain box cars - 50' longer (B3_0-7, B4_0-7, B5__, B6__, B7__, B8__)	5,297		80		312	703	37
38		Equipped box cars (All Code A, Except A_5_)	10,468			200	144	857	38
39		Plain gondola cars (All Codes, G & J__1__, J__2__, J__3__, J__4_)	1,357					651	39
40		Equipped gondola cars (All Code E)	10,814			177	56	0	40
41		Covered hopper cars (C__1, C__2, C__3, C__4)	36,696			1,603	10	198	41
42		Open top hopper cars--general service (All Code H)	13,669			64		0	42
43		Open top hopper cars--special service (J__Q, and All Code K)	2,272					1,322	43
44		Refrigerator cars -- mechanical (R_5_, R_6_, R_7_, R_8_, R_9_)	2,066					1,871	44
45		Refrigerator cars -- non-mechanical (R_0_, R_1_, R_2_)	4,723			138		0	45
46		Flat cars -- TOFC/COFC (All Code P, Q and S, Except Q8__)	675					0	46
47		Flat cars -- multi-level (All Code V)	27					3	47
48		Flat cars -- general service (F10_, F20_, F30_)	610					432	48
49		Flat cars -- other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6) (F_8_, F40_)	2,691					188	49
50		Tank cars -- under 22,000 gallons (T__0, T__1, T__2, T__3, T__4, T__5)	147					33	50
51		Tank cars -- 22,000 gallons and over (T__6, T__7, T__8, T__9)	25					0	51
52		All other freight cars (A_5_, F_7_, All Code L and Q8__)	126					0	52
53		TOTAL (lines 36 to 52)	91,684		80	2,182	522	6,269	53
54		Caboose (All Code M-930)	201						54
55		TOTAL (lines 53 and 54)	91,885	0	80	2,182	522	6,269	55

710. INVENTORY OF EQUIPMENT - Continued

4. Column (m) should show aggregate capacity for all units reported in columns (k) and (l), as follows. For freight-train cars, report the nominal capacity (in tons of 2,000 lbs.) as provided for in Rule 86 of the AAR Code of Rules Governing Cars in Interchange. Convert the capacity of tank cars to capacity in tons of the commodity which the car is intended to carry customarily.
5. Time-mileage cars refers to freight cars, other than cabooses, owned or held under lease arrangement, whose interline rental is settled on a per diem and line haul mileage basis under "Code of Car Hire Rules" or would be so settled if used by another railroad.

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

Line No.	Changes during the year (concluded) Units retired from service respondent whether owned or leased, including reclassification (h)	Units at Close of Year						Line No.
		Owned and used (i)	Leased from others (j)	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in cols. (k) & (l) (see Ins. 4) (m)	Leased to others (n)	
				Time-mileage cars (k)	All other (l)			
36	4	28	0	28		1,540		36
37	414	2,974	3,004	5,978		461,227	605	37
38	325	9,568	1,776	11,344		907,543		38
39	124	0	1,884	1,884		180,452		39
40	632	7,184	3,231	10,415		990,215	10	40
41	19	22,025	16,463	38,488		3,873,413	32	41
42	1,700	9,042	2,991	12,033		1,200,510		42
43	7	3,273	314	3,587		309,525		43
44	10	3,926	1	3,927		259,684		44
45	789	1,043	3,029	4,072		294,588	45	45
46	18	186	471	657		39,705		46
47	3	27		27				47
48	587	455		455		33,747	501	48
49	49	2,826	4	2,830		254,645		49
50	3	177		177				50
51		25		25		16,025		51
52		123	3	126		10,240		52
53	4,684	62,882	33,171	96,053		8,833,059	1,193	53
54	8				193			54
55	4,692	62,882	33,171	96,053	193	8,833,059	1,193	55

710. INVENTORY OF EQUIPMENT - Continued

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

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Per diem (b)	All others (c)	Units installed				
					New units purchased or built (d)	New units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units including reclassification and second hand units purchased or leased from others (g)	
56		FLOATING EQUIPMENT Self-propelled vessels (Tugboats, car ferries, etc.)							56
57		Non-self-propelled vessels (Car floats, lighters, etc.)							57
58		TOTAL (lines 56 and 57)							58
59		HIGHWAY REVENUE EQUIPMENT Chassis Z1__, Z67__, Z68__, Z69__							59
60		Dry van U2__, Z__, Z6__, 1-6	691						60
61		Flat bed U3__, Z3__							61
62		Open bed U4__, Z4__							62
63		Mechanical refrigerator U5__, Z5__							63
64		Bulk hopper 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 and 69)	691						0 70

NOTES AND REMARKS

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

Units reported in column G are trailers acquired with the acquisition of CNW.

710. INVENTORY OF EQUIPMENT - Continued

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

Line No.	Cross Check	Changes during the year (concluded)	Units at Close of Year						Line No.
		Units retired from service of respondent whether owned or leased, including reclassification (h)	Owned and used (i)	Leased from others (j)	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in cols. (k) & (l) (see Ins. 4) (m)	Leased to others (n)	
					Per diem (k)	All other (l)			
56									56
57									57
58									58
59									59
60		52	639		639		12,208		60
61									61
62									62
63									63
64									64
65									65
66									66
67									67
68									68
69									69
70		52	639		639		12,208		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 in part with incentive per diem funds should be reported on separate lines and appropriately identified by footnote or sub-heading.

NEW UNITS

Line No.	Class of equipment (a)	Number of units (b)	Total weight (tons) (c)	Total cost (d)	Method of acquisition (see instructions) (e)	Line No.
1	Locomotive					1
2	Diesel Road Freight					2
3	4135 HP Dash 8-40C	25	4,950	32,994		3
4	4390 HP C44/60AC	35	7,350	79,190		4
5	4300 HP EMD SD90/43M	25	5,188	60,201		5
6	4390 HP C44AC	31	6,433	58,446		6
7	Freight Train Cars					7
8	Appliance Box	80	3,268	6,143		8
9	Covered Gondola	89	3,040	5,866		9
10	Bi-Level Auto Rack	204	3,427	8,347		10
11	Tri-Level Auto Rack	192	4,567	10,246		11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20	1/2/ TOTAL	681	N/A	261,433		20

REBUILT UNITS

21	Locomotive					21
22	Steam	1	133	958		22
23	SD 40-2	41	8,001	17,012		23
24	Work Equipment					24
25	Burro Crane Car	6	203	13	N/A	25
26	Office Car	9	234	22		26
27	Boom Rest Car	1	34	21		27
28	Crew Car	3	78	7		28
29	Equipment Car	10	357	118		29
30	Wheel Car	5	192	86		30
31	Freight Train Cars					31
32	Tri-Level Auto Rack	158	3,992	5,901		32
33	Insulated Box	240	10,068	6,463		33
34	Appliance Box	231	9,894	5,966		34
35	Mechanical Refrigerator	300	13,317	9,658		35
36	Plain Box	272	9,933	7,690		36
37	Covered Hopper	150	5,250	4,125		37
38	Equipped Box	39	1,708	2,485		38
39	Covered Gondola	15	597	333		39
40	High Cube Box	113	6,209	4,223		40
41	1/2/ TOTAL	1,594	N/A	65,081		41
42						42
43	1/2/ GRAND TOTAL	2,275	N/A	326,514	N/A	43

1/ 2/ See note on Page 76.

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 category (1)

- 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 included in category A, B, C, D, F, and Potential abandonments, as appropriate.)
F - Track over which any passenger service is provided (other than potential abandonments). Mileage should be included within track categories A through E unless there is dedicated entirely to passenger service F.

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

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

720. TRACK AND TRAFFIC CONDITIONS

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

Line No.	Track category (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton-miles per track-mile* (use two decimal places) (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders at end of period (e)	Line No.
1	A	11,426	38.80			1
2	B	6,592	12.89	N/A		2
3	C	4,734	3.50			3
4	D	3,034	0.99			4
5	E	7,468	XXXXXXX	XXXXXXX		5
6	TOTAL	33,254				6
7	F	12	XXXXXXX	XXXXXXX		7
8	Potential abandonments	185				8

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

N/A - Information is not available.

721. TIES LAID IN REPLACEMENT

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

Line No.	Track category (a)	Number of crossties laid in replacement										Switch and bridge ties (board feet) (j)	Crossties switch and bridge ties Percent of spot maintenance (k)	Line No.
		New ties					Second-hand ties							
		Wooden		Concrete (d)	Other (e)	Wooden		Other (h)						
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)							
1	A	637,544		312,335	482,351	27,670			0	1,459,900	1,465,065		1	
2	B	110,917		922	169,322	60,842			14,577	356,580	466,620	N/A	2	
3	C	7,609		63	11,616	4,174			1,000	24,462	32,025		3	
4	D	79,116		658	120,776	43,399			10,398	254,347	332,850		4	
5	E	240,897		19,279	7,354	5,580			20,135	293,245	10,904,040		5	
6	TOTAL	1,076,083		333,257	791,419	141,665			46,110	2,388,534	13,200,600		6	
7	F												7	
8	Potential abandonment												8	
9	Average cost per crossties \$27.72 and switch ties (MBM) \$773.85												9	

N/A - Information is not available.

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

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

In column (a) classify the ties as follows:

U - Wooden ties untreated when applied.

T - Wooden ties treated before application.

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

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

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES				Line No.
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of crossties laid in new tracks during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch and bridge ties laid in new tracks during year (g)	Remarks (h)	
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
TOTAL									
Number of miles of new running tracks, crossovers, etc., in which ties were laid									
Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid									

723. RAILS LAID IN REPLACEMENT

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

Line No.	Track category (a)	Miles of rail laid in replacement (rail miles)						Total		Percent of spot maintenance (h)	Line No.
		New rail		Relay rail		Welded rail (f)	Bolted rail (g)				
		Welded rail (b)	Bolted rail (c)	Welded rail (d)	Bolted rail (e)						
	A	751.88	3.85	19.78	3.79	771.66	7.64			1	
2	B	25.92	4.70	213.29	2.62	239.21	7.32		N/A	2	
3	C	1.78	0.32	14.63	0.18	16.41	0.50			3	
4	D	18.49	3.35	152.14	1.87	170.63	5.22			4	
5	E	11.83	3.99	859.26	5.61	871.09	9.60			5	
6	TOTAL	809.90	16.21	1,259.10	14.07	2,069.00	30.28			6	
7	F									7	
8	Potential abandonment									8	
9	Average cost of new and relay rail laid in replacement per gross ton \$569.42 New \$452.55 relay.									9	

N/A - Information is not available.

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 of train service in connection with the distribution of the rail should not be included in this schedule.

Line No.	Class of rail (a)	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY AND OTHER SWITCHING TRACKS				Line No.	
		Weight of rail		Total cost of rail applied in running tracks passing tracks, cross-overs, etc., during year (d)	Average cost per ton (2,000 lbs.) (e)	Weight of rail		Total cost of rail applied in yard station, team, industry, and other switching tracks during year (h)	Average cost per ton (2,000 lbs.) (i)		
		Pounds per yard of rail (b)	Number of tons (2,000 lbs.) (c)			Pounds per yard of rail (f)	Number of tons (2,000 lbs.) (g)				
1										1	
2										2	
3										3	
4										4	
5				Blank						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				N/A				33	
34	Number of miles new running tracks, passing tracks, cross-over, etc., in which rails were laid.										34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid.										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 (a) Pounds	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	Line No.
1					1
2	140	11			2
3	136	3,343			3
4	133	8,310			4
5	132	536			5
6	131	656			6
7	130	13			7
8	127	10			8
9	119	1,307			9
10	115	3,297			10
11	113	1			11
12	112	2,230			12
13	110	299			13
14	100	828			14
15	90	1,181			15
16	85	153			16
17	80	132			17
18	75	251			18
19	72	61			19
20	70	6			20
21	66	2			21
22	65	7			22
23	60	4			23
24	Under				24
25	60	2			25
26					26
27	TOTAL	22,640			27
28					28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38
39					39
40					40
41					41
42					42
43					43
44					44
45					45
46					46
47					47
48					48

726 SUMMARY OF TRACK REPLACEMENTS

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

Line No.	Track category (a)	Ties					Rail	Percent replaced (g)	Ballast	Track surfacing		Line No.
		Number of ties replaced		Percent replaced		Miles surfaced				Percent surfaced		
		Crossties (b)	Switch and bridge ties (board feet) (c)	Crossties (d)	Switch and bridge ties (board feet) (e)							
1	A	1,459,900	1,465,065	4.8%	N/A	779.30	6.8%	2,457,994.0	2,670.0	23.9	1	
2	B	356,580	466,620	2.0%		246.53	3.7%	474,702.0	515.6	10.0	2	
3	C	24,462	32,025	0.2%		16.91	0.4%	212,595.0	230.9	6.9	3	
4	D	254,347	332,850	3.2%		175.85	5.8%	236,139.0	256.5	9.5	4	
5	E	293,245	10,904,040	1.5%		880.69	11.8%	81,022.0	88.0	0.7	5	
6	TOTAL	2,388,534	13,200,600	2.7%		2,099.28	6.3%	3,462,452.0	3,761.0	10.9	6	
7	F			3.0%			0.8%				7	
8	Potential abandonments										8	

750. CONSUMPTION OF DIESEL FUEL
(Dollars in Thousands)

LOCOMOTIVES				
Line No.	Kind of locomotive service (a)	Diesel		Line No.
		Diesel oil (gallons) (b)		
1	Freight	688,324,197		1
2	Passenger	8,792,447		2
3	Yard switching	126,966,453		3
4	TOTAL	824,083,097		4
5	COST OF FUEL \$(000)	\$558,324		5
6	Work Train	2,919,263		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 skidings.

(B) A train-mile is the movement of a train a distance of 1 mile. In computing train-miles, fractions representing less than one-half mile shall be disregarded and other fractions considered as 1 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 1 mile under its own power. Include miles made by all locomotive units. Exclude miles made by motorcars. Miles of locomotives in helper service shall be computed on the basis of actual distance run in such service.

(E) All locomotive units-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-units.

(F) Train switching locomotive-miles shall be computed at the rate of 6 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 6 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 1 mile. Report miles made by flatcars carrying loaded highway trailers or empty highway trailers moving under revenue billings as loaded freight car-miles and miles made by flatcars carrying other empty highway trailers as empty freight car-miles. Exclude miles made by motorcars and report miles made by business car or other than reporting car as sleeping car-miles in Item 5-03. Report mail, express baggage cars and combination cars other than 5-02 combination cars, in Item 5-05.

(I) Exclude from Item 4-01, 4-11, 4-13, and 4-15 car-miles of work equipment, cars carrying company freight and no-payment cars moving in transportation trains. Include such car-miles in Item 4-17, 4-18, and 4-19. No payment car-miles are miles made by private-line cars (other than railroad controlled) and shipper-owned cars for which the railroad does not reimburse the owner on a loaded and/or empty mile basis. 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 pounds). Item 6-01 includes weight of all locomotive units moved 1 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 other contents). Use 150 lbs. as the average weight per passenger, and 4 tons as the average weight of contents of each head-end car.

(L) From conductors' train reports or other appropriate source, compute ton-miles of freight. Ton-miles represent the number of tons of revenue and non-revenue freight moved one mile in transportation train. Include net ton-miles in motorcar trains. Exclude 1.c.1. 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.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755 -- Concluded

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

(P) The number of loaded freight cars shall be obtained from the conductors' wheel report and shall be the sum of all loaded cars handled by each train. For example, if a car moves loaded (1) in a way train from the origination points, (2) in two through trains, and (3) in a way train to the destination point, the total count of loaded cars would be four: two counts for the movements in the way trains and two counts for the movements in through trains. Therefore, each car originated or received from a connecting carrier receives an initial count, plus one count for each subsequent physical transfer between trains on respondent 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 trailers/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 refer to freight cars owned by other railroads whose interline rental is settled on time (by hour) and actual line-haul mileage charges under the Code of Car Hire Rules.

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

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

755. RAILROAD OPERATING STATISTICS

Line No	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
1		1. Miles of Road Operated (A)	22,266		1
		2. Train Miles - Running (B)	XXXXXX	XXXXXX	
2		2-01 Unit Trains	30,137,734	XXXXXX	2
3		2-02 Way Trains	8,723,135	XXXXXX	3
4		2-03 Through Trains	64,802,533	79,752	4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	103,663,402	79,752	5
6		2-05 Motorcars (C)	0	0	6
7		2-06 TOTAL ALL TRAINS (lines 5,6)	103,663,402	79,752	7
		3. Locomotive Unit Miles (D)	XXXXXX	XXXXXX	
		Road Service (E)	XXXXXX	XXXXXX	
8		3-01 Unit Trains	87,199,057	XXXXXX	8
9		3-02 Way Trains	20,367,853	XXXXXX	9
10		3-03 Through Trains	201,125,559	192,448	10
11		3-04 TOTAL (lines 8-10)	308,692,469	192,448	11
12		3-11 Train Switching (F)	20,719,254	XXXXXX	12
13		3-21 Yard Switching (G)	29,840,238	0	13
14		3-31 TOTAL ALL SERVICES (line 11, 12, 13)	359,251,961	192,448	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	10	XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	68,292	XXXXXX	16
17		4-012 Box-Equipped	182,038	XXXXXX	17
18		4-013 Gondola-Plain	29,703	XXXXXX	18
19		4-014 Gondola-Equipped	84,948	XXXXXX	19
20		4-015 Hopper-Covered	342,322	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	181,607	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	42,375	XXXXXX	22
23		4-018 Refrigerator-Mechanical	64,813	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	42,814	XXXXXX	24
25		4-020 Flat-TOFC/COFC	231,718	XXXXXX	25
26		4-021 Flat-Multi-Level	36,942	XXXXXX	26
27		4-022 Flat-General Service	2,102	XXXXXX	27
28		4-023 Flat-All Other	40,169	XXXXXX	28
29		4-024 All Other Car Types-Total	1,059	XXXXXX	29
30		4-025 TOTAL (Lines 15-29)	1,350,912	XXXXXX	30

755. RAILROAD OPERATING STATISTICS -- Concluded

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	27	XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	47,211	XXXXXX	32
33		4-112 Box-Equipped	162,647	XXXXXX	33
34		4-113 Gondola-Plain	30,804	XXXXXX	34
35		4-114 Gondola-Equipped	76,019	XXXXXX	35
36		4-115 Hopper-Covered	347,323	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	191,345	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	40,251	XXXXXX	38
39		4-118 Refrigerator-Mechanical	36,945	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	30,630	XXXXXX	40
41		4-120 Flat-TOFC/COFC	12,188	XXXXXX	41
42		4-121 Flat-Multi-Level	18,439	XXXXXX	42
43		4-122 Flat-General Service	2,571	XXXXXX	43
44		4-123 Flat-All Other	39,241	XXXXXX	44
45		4-124 All Other Car Types	1,370	XXXXXX	45
46		4-125 TOTAL (Lines 31-45)	1,037,011	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	34,601	XXXXXX	48
49		4-132 Box-Equipped	5,370	XXXXXX	49
50		4-133 Gondola-Plain	260,874	XXXXXX	50
51		4-134 Gondola-Equipped	2,215	XXXXXX	51
52		4-135 Hopper-Covered	419,110	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	18,743	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	135,029	XXXXXX	54
55		4-138 Refrigerator-Mechanical	492	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	7,548	XXXXXX	56
57		4-140 Flat-TOFC/COFC	327,640	XXXXXX	57
58		4-141 Flat-Multi-Level	351,095	XXXXXX	58
59		4-142 Flat-General Service	64	XXXXXX	59
60		4-143 Flat-All Other	43,281	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	127,603	XXXXXX	61
62		4-145 Tank-22,000 Gallons and Over	144,196	XXXXXX	62
63		4-146 All Other Car Types	1,367	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	1,879,228	XXXXXX	64

755. RAILROAD OPERATING STATISTICS -- Concluded

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	13,283	XXXXXX	66
67		4-152 Box-Equipped	2,426	XXXXXX	67
68		4-153 Gondola-Plain	264,713	XXXXXX	68
69		4-154 Gondola-Equipped	2,173	XXXXXX	69
70		4-155 Hopper-Covered	418,016	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	18,839	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	136,007	XXXXXX	72
73		4-158 Refrigerator-Mechanical	509	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	7,174	XXXXXX	74
75		4-160 Flat-TOFC/COFC	18,840	XXXXXX	75
76		4-161 Flat-Multi-Level	158,195	XXXXXX	76
77		4-162 Flat-General Service	103	XXXXXX	77
78		4-163 Flat-All Other	34,282	XXXXXX	78
79		4-164 Tank Under 22,000 Gallons	128,961	XXXXXX	79
80		4-165 Tank-22,000 Gallons and Over	146,376	XXXXXX	80
81		4-166 All Other Car Types	873	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	1,350,770	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	777,031	XXXXXX	83
84		4-18 No Payment Car-Miles (1)	2,240,250	XXXXXX	84
		4-19 Total Car-Miles by Train Type (Note)	XXXXXX	XXXXXX	
85		4-191 Unit Trains	3,381,897	XXXXXX	85
86		4-192 Way Trains	379,777	XXXXXX	86
87		4-193 Through Trains	4,873,528	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	8,635,202	XXXXXX	88
89		4-20 Caboose Miles	192	XXXXXX	89

(1) Total number of loaded miles 0 and empty miles 0 by roadtrailer reported above.

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

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 Nebraska

County of Douglas

J. R. Young

(Insert here name of the affiant.)

makes oath and says that he is

Vice President - Finance

(Insert here the official title of the affiant.)

Of

Union Pacific Railroad Company Combined With Missouri Pacific 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

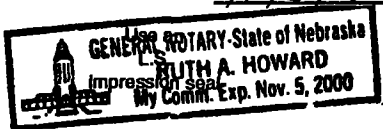
January 1, 1996 to and including December 31, 1996

James R. Young
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 21 day of March, 1996.

My commission expires

11/15/2000



Ruth A. Howard
(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

State of Pennsylvania

County of Lehigh

R. K. Davidson

(Insert here name of the affiant.)

makes oath and says that he is

Chairman and Chief Executive Officer

(Insert here the official title of the affiant.)

Of

Union Pacific Railroad Company Combined With Missouri Pacific Railroad Company

(Insert here the exact legal title or name of the respondent.)

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

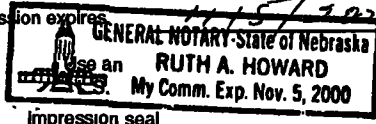
January 1, 1996, to and including December 31, 1996

R. K. Davidson
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 26 day of March, 1997.

My commission expires

11/15/2000



Ruth A. Howard
(Signature of officer authorized to administer oaths.)

MEMORANDA
(FOR USE OF COMMISSION ONLY)
CORRESPONDENCE

[illegible]

CORRECTIONS

[illegible]

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