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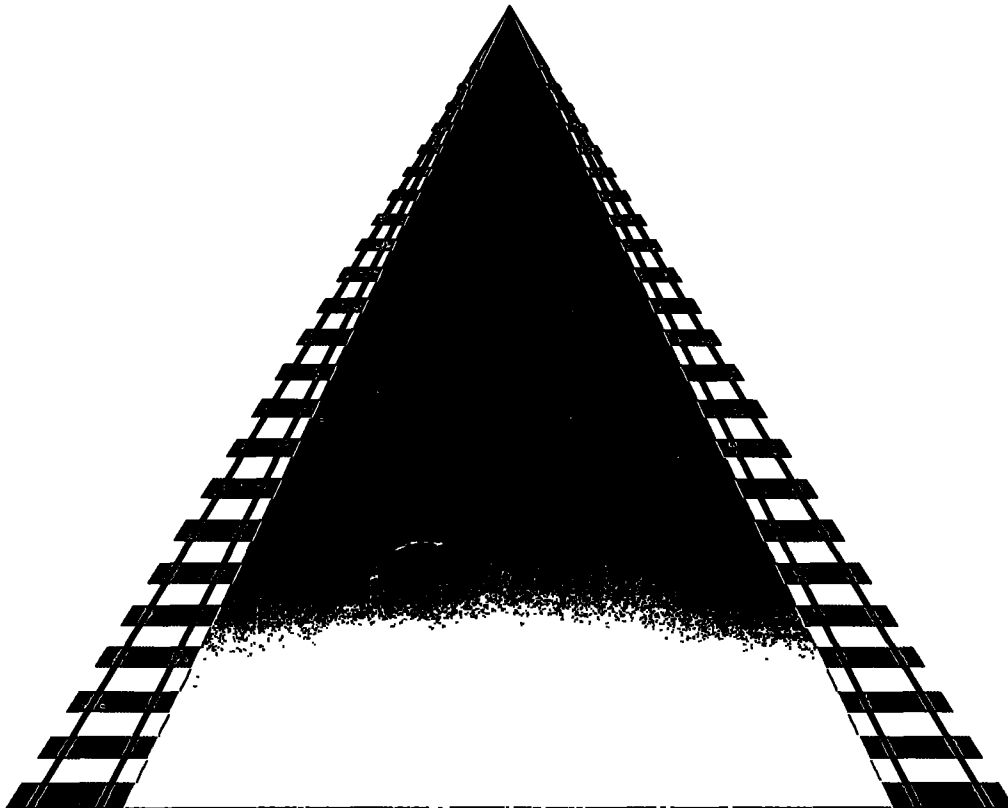
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1997

**Annual Report to the
Surface Transportation Board**

FOR THE YEAR ENDED DECEMBER 31, 1997

R-1



**UNION PACIFIC
RAILROAD**

NOTICE

1. This report is required for every class I railroad operating within the United States. Three copies of this Annual Report should be completed. Two of the copies must be filed with the Surface Transportation Board, Office of Economics, Environmental Analysis, and Administration, The Mercury Building, 1925 K St., N.W., Suite 500, Washington, DC 20423, by March 31 of the year following that for which the report is made. One copy should be retained by the carrier.
2. Every inquiry must be definitely answered. Where the word "none" truly and completely states the fact, it should be given as the answer. If any inquiry is inapplicable, the words "not applicable" should be used.
3. Wherever the space provided in the schedules is insufficient to permit a full and complete statement of the requested information, inserts should be prepared and appropriately identified by the number of the schedule.
4. All entries should be made in a permanent black ink or typed. Those of a contrary character must be indicated in parenthesis. Items of an unusual character must be indicated by appropriate symbols and explained in footnotes.
5. Money items, except averages, throughout the annual report form should be shown in thousands of dollars adjusted to accord with footings. Totals for amounts reported in subsidiary accounts included in supporting schedules must be in agreement with related primary accounts. For purposes of rounding, amounts of \$500 but less than \$1,000 should be raised to the nearest thousand dollars, and amounts of less than \$500 should be lowered.
6. Except where the context clearly indicates some other meaning, the following terms when used in this Form have the following meanings:
 - (a) Board means *Surface Transportation Board*.
 - (b) Respondent means *the person or corporation in whose behalf the report is made*.
 - (c) Year means *the year ended December 31 for which the report is being made*.
 - (d) Close of the Year means *the close of business on December 31 for the year in which the report is being made*. If the report is made for a shorter period than one year, it means *the close of the period covered by the report*.
 - (e) Beginning of the Year means *the beginning of business on January 1 of the year for which the report is being made*. If the report is made for a shorter period than one year, it means *the beginning of that period*.
 - (f) Preceding Year means *the year ended December 31 of the year preceding the year for which the report is made*.
 - (g) The Uniform System of Accounts for Railroad Companies means *the system of accounts in Part 1201 of Title 49, Code of Federal Regulations, as amended*.
7. The ICC Termination Act of 1995 abolished the Interstate Commerce Commission and replaced it with the Surface Transportation Board. Any references to the Interstate Commerce Commission or Commission contained in this report refer to the Surface Transportation Board.
8. Any references to the Bureau of Accounts or the Office of Economics contained in this report refer to the Office of Economics, Environmental Analysis, and Administration of the Surface Transportation Board.

For Index, See Back of Form

ANNUAL REPORT

Of

UNION PACIFIC RAILROAD COMPANY

To The

SURFACE TRANSPORTATION BOARD

For The

Year Ended December 31, 1997

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

(Name) J. J. Koraleski (Title) Executive Vice President - Finance

(Telephone number) (402) 271-4145 (Or Contact Matt Modica at (402) 271-5557)

(Office address) 1416 Dodge Street - Rm 730, 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 are not applicable.
2. Show below the pages excluded and indicate the schedule number and title in the space provided below.
3. If no schedules were omitted indicate "NONE".

Page	Schedule No.	Title
		NONE

B. IDENTITY OF RESPONDENT

Answers to the questions asked should be made in full, without reference to 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 Board, indicate such fact on line 1 below and list the consolidated group on page 4.
2. If incorporated under a special charter, give date of passage of the act; if under a general law, give date of filing certificate of organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, also give date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.
3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report - Union Pacific Railroad Company
2. Date of incorporation - February 20, 1969
3. Under laws of what Government, State, or Territory organized? If more than one, name all. If in bankruptcy, give court of jurisdiction and dates of beginning of receivership or trusteeship and of appointment of receivers or trustees:
Under the General Corporation Law of the State of Delaware. Articles Amended February 24, 1969, June 8, 1987, April 13, 1989, and August 10, 1993, in Perpetuity. Name changed from Southern Pacific Transportation Company, February 1, 1998.
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 9 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.
- X Two copies will be submitted on: (date) _____.
- No annual report to stockholders is prepared.

- * This report for Union Pacific Railroad Company includes Union Pacific Railroad Company and all subsidiaries and affiliates (collectively, the Company, Respondent or UP). See page 4 for a listing of included companies.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock Common. Common Stock and Class A Stock both \$10/ per share; first preferred - None; second preferred - None; debenture stock - None.
2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote - Yes
3. Are voting rights proportional to holdings? YES. If no, state in a footnote the relationship 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 relationship between holdings and corresponding voting rights, indicating 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 yes, 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: N/A
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 - 4,853.
8. State the total number of stockholders of record, as of the date shown in answer to Inquiry No. 7. One stockholder.
9. Give the names of the 30 security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders 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 or her address, the number of votes he or she 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 or she was entitled, with respect to securities held by him or her, 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 30 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 30 security holders at the close of the year.

Line No.	Name of Security Holder	Address of Security Holder	Number of Votes to Which Security Holder Was Entitled	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED			Line No.
				Stock			
				Common	Preferred		
Second	First						
	(a)	(b)	(c)	(d)	(e)	(f)	
1	Union Pacific	1717 Main Street	Common Stock - 4,465	4,465			1
2	Corporation	Suite 5900	Class A Stock - 388	388			2
3		Dallas, Texas 75201					3
4							4
5							5
6							6
7							7
8							8
9							9
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27							27

C. VOTING POWERS AND ELECTIONS (continued)

10. State the total number of votes cast at the latest general meeting for the election of the respondent - N/A
11. Give the date of such meeting - January 29, 1998
12. Give the place of such meeting - Via written consent

NOTES AND REMARKS**Notes to Page 2, Item 1 - List of consolidated companies, subsidiaries and affiliates**

Union Pacific Railroad Company (UP)
Ogden Union Railway & Depot Company
Southern Pacific Rail Corporation
MP Redevelopment Corporation
Chicago & Western Indiana Railroad Company
Doniphan, Kensett & Searcy Railway Company
Chicago Heights Terminal Transfer Company
Alton & Southern Railway
Arkansas & Memphis Railway Bridge and Terminal Company
Southern Illinois and Missouri Bridge Company
MP Equipment Corporation
Midwestern Railroad Properties, Incorporated
Union Pacific Receivables Inc.

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 begin- ning of year (c)	Line No.
CURRENT ASSETS						
1		701	Cash	\$37,350	\$74,410	1
2		702	Temporary Cash Investments	3,406	353	2
3		703	Special Deposits	6,388	7,360	3
4		704	Accounts Receivable (A) - Loan and Notes	0	2,027	4
5		705	- Interline and Other Balances	52,944	58,882	5
6		706	- Customers	81,891	167,482	6
7		707	- Other	119,402	80,223	7
8		709,708	- Accrued Accounts Receivables	276,007	232,810	8
9		708.5	- Receivables from Affiliated Companies	3,985	0	9
10		709.5	- Less: Allowance for Uncollectible Accounts	0	(4,000)	10
11		710,711,714	Working Funds Prepayments Deferred Income Tax Debits	112,232	116,269	11
12		712	Materials and Supplies	289,994	292,927	12
13		713	Other Current Assets	70,919	32,531	13
14			TOTAL CURRENT ASSETS	\$1,054,518	\$1,061,274	14
OTHER ASSETS						
15		715, 716, 717	Special Funds	\$6,770	\$9,121	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedules 310 and 310A)	838,985	760,040	16
17		722, 723	Other Investments and Advances	145,538	149,906	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities - Cr.	0	0	18
19		737, 738	Property Used in Other than Carrier Operation (Less Depreciation) (\$5,217)	264,726	341,012	19
20		739, 741	Other Assets	55,361	38,130	20
21		743	Other Deferred Debits	87,510	137,564	21
22		744	Accumulated Deferred Income Tax Debits	0	0	22
23			TOTAL OTHER ASSETS	\$1,398,890	\$1,435,773	23
ROAD AND EQUIPMENT						
24		731, 732	Road (Schedule 330) L-30 cols. h & b	\$22,535,787	\$21,859,572	24
25		731, 732	Equipment (Schedule 330) L-39 Cols h & b	7,050,029	6,535,044	25
26		731, 732	Unallocated Items	823,307	606,335	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(5,253,533)	(4,870,487)	27
28			Net Road and Equipment	\$25,155,590	\$24,130,464	28
29	*		TOTAL ASSETS	\$27,608,998	\$26,627,511	29

(A) See Note 11 on page 11.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITY AND SHAREHOLDER'S EQUITY

(Dollars in Thousands)

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
CURRENT LIABILITIES						
30		751	Loans and Notes Payable	\$0	\$0	30
31		752	Accounts Payable; Interline and Other Balances	59,824	83,566	31
32		753	Audited Accounts and Wages	295,290	200,271	32
33		754	Other Accounts Payable	52,999	42,582	33
34		755, 756	Interest and Dividends Payable	104,356	97,131	34
35		757	Payables to Affiliated Companies	8	0	35
36		759	Accrued Accounts Payable	1,760,889	1,904,390	36
37		760, 761, 761.5, 762	Taxes Accrued	154,624	43,649	37
38		763	Other Current Liabilities	23,724	58,015	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	231,702	126,090	39
40			TOTAL CURRENT LIABILITIES	\$2,683,416	\$2,555,694	40
NON-CURRENT LIABILITIES						
41		765, 767	Funded Debt Unmatured	\$473,232	\$479,165	41
42		766	Equipment Obligations	741,382	971,019	42
43		766.5	Capitalized Lease Obligations	1,197,103	1,089,684	43
44		768	Debt in Default	0	0	44
45		769	Accounts Payable; Affiliated Companies	4,437,258	3,904,146	45
46		770.1, 770.2	Unamortized Debt Premium	(51,148)	(13,433)	46
47		781	Interest in Default	0	0	47
48		783	Deferred Revenues-Transfers from Government Authorities	0	0	48
49		786	Accumulated Deferred Income Tax Credits	6,738,317	6,338,370	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	2,468,336	2,580,211	50
51			TOTAL NON-CURRENT LIABILITIES	\$16,004,480	\$15,349,162	51
SHAREHOLDER'S EQUITY						
52		791, 792	Total Capital Stock:(Schedule 230) (L-10 Col. g, L-17 Col. e)	\$29,463	\$38,549	52
53			Common Stock	49	49	53
54			Preferred Stock	29,414	38,500	54
55			Discount on Capital Stock	0	0	55
56		794, 795	Additional Capital (Schedule 230) (L-17 Col. h)	4,781,904	4,745,350	56
Retained Earnings:						
57		797	Appropriated	1,583	1,583	57
58		798	Unappropriated (Schedule 220) (L-17 Col. b)	4,108,152	3,937,173	58
59		798.1	Net Unrealized Loss on Non-current Marketable Equity Securities	0	0	59
60		798.5	Less Treasury Stock	0	0	60
61			Net Stockholder's Equity	\$8,921,102	\$8,722,655	61
62	*		TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY	\$27,608,998	\$26,627,511	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 - \$1,509,120.
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 13 on page 12.
- (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). The Northern Trust Company
 Date of trust agreement or latest amendment. January 1, 1995
 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 13, page 12.
- (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 17 on page 15.
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 14 ON PAGE 14.

(a) Changes in Valuation Accounts

8. Marketable Equity Securities

UP 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:

	<u>Gains</u>	<u>Losses</u>
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 STATEMENTS OF FINANCIAL POSITION – EXPLANATORY NOTES – Continued

NOTES TO FINANCIAL STATEMENTS

9. Acquisitions, Legal Mergers and Significant Investments

UPC Acquisitions: In April 1995, Union Pacific Corporation (UPC or the Corporation) acquired the remaining 71.6% of Chicago and North Western Transportation Company's (CNW) outstanding common stock not previously owned by UPC for \$1.2 billion. Prior to the acquisition, CNW was the nation's eighth largest Class I railroad. In September 1996, UPC completed the acquisition of Southern Pacific Transportation Corporation (Southern Pacific or SP) after receipt of a favorable decision from the Surface Transportation Board of the U.S. Department of Transportation (STB) regarding the Corporation's acquisition of SP. The aggregate purchase price was \$4.1 billion (\$2.5 billion in UPC common stock and \$1.6 billion in cash funded with borrowings by UPC both of which were subsequently pushed down to the Respondent). Prior to the acquisition, SP was the nation's sixth largest Class I railroad. CNW's rail operations have been completely integrated with the Respondent's rail operations, while the integration of SP's rail operations are continuing with full operational integration expected by the end of 1999.

Legal Mergers: Since August 1, 1995, the Respondent and its predecessors have been merged with and into several entities (the Legal Mergers) in order to consolidate all of UPC's principal rail operations into one legal entity. The Legal Mergers have been accounted for in a manner similar to a pooling-of-interest combination of entities under common control since all entities involved in the Legal Mergers were direct or indirect wholly-owned subsidiaries of UPC at the date of the Legal Mergers with the surviving entity continuing as such following the Legal Mergers.

The consolidated financial statements of the Company are presented on a 'pooled basis' back to the effective date on which the STB approval for common control was granted to the Corporation. As a result, the consolidated financial statements include the results of SP and its rail operating subsidiaries—the Denver and Rio Grande Western Railroad Company (DRGW), SPCSL Corp. (SPCSL), St. Louis and Southwestern Railway Company (SSW) and Southern Pacific Transportation Company (SPT)—as of October 1, 1996; CNW's rail operating subsidiaries—Western Railroad Properties, Inc. (WRPI) and Chicago and North Western Railway Company (CNWR)—as of May 1, 1995; and Missouri Pacific Corporation's rail operating subsidiary—the Missouri Pacific Railroad Company (MPRR)—as of January 1, 1983, the effective dates on which the STB approval for common control was granted to the Corporation for these acquisitions. A detailed description of the Legal Mergers follows:

On August 1, 1995, WRPI, a wholly-owned, indirect subsidiary of the Corporation following the acquisition of CNW, which operated the sole joint main line (shared with BNSF) out of the Powder River Basin in Wyoming and leased a connector line from UP Leasing Corporation, a wholly-owned subsidiary of the Corporation (UP Leasing), was merged with and into the Respondent's predecessor, Union Pacific Railroad Company, a Utah corporation (UPRR), with UPRR continuing as the surviving entity.

On October 1, 1995, UP Leasing, which financed the Powder River Basin connector line for WRPI in exchange for monthly rental payments, was merged into UPRR, with UPRR continuing as the surviving entity. In addition, CNWR, a wholly-owned, indirect subsidiary of the Corporation, which was the principal rail subsidiary of CNW, was merged with and into UPRR, with UPRR continuing as the surviving entity (the CNWR Merger). CNWR and UPRR operated as a unified rail system before and after the CNWR Merger.

On January 1, 1997, MPRR was merged with and into UPRR (the MPRR Merger), with UPRR continuing as the surviving entity. Prior to the MPRR Merger, MPRR was a Class I railroad, which operated as a unified rail system with UPRR and such operations continued following the MPRR Merger.

On June 30, 1997, DRGW and SPCSL were merged with and into UPRR (the DRGW and SPCSL Mergers), with UPRR continuing as the surviving entity. Immediately prior to the DRGW and SPCSL Mergers, DRGW and SPCSL were wholly-owned direct subsidiaries of SPT, and UPRR and SPT at that time and immediately thereafter were wholly-owned, indirect subsidiaries of UPC.

On September 30, 1997, SSW was merged with and into SSW Merger Corp, with SSW Merger Corp continuing as the surviving entity, and immediately thereafter, SSW Merger Corp was merged with and into UPRR (collectively, the SSW Merger), with UPRR continuing as the surviving entity. Immediately prior to the SSW Merger, SSW was a direct subsidiary of SPT, and UPRR and SPT were at that time and immediately thereafter wholly-owned, indirect subsidiaries of the Corporation.

On February 1, 1998, UPRR was merged with and into SPT, a Delaware corporation and the principal SP rail affiliate (the SPT Merger), with SPT continuing as the surviving corporation and changing its name to "Union Pacific Railroad Company" immediately following the SPT Merger and thereby creating the current Respondent. Immediately prior to the SPT Merger, SPT and UPRR were wholly-owned, indirect subsidiaries of UPC. UPRR and SPT operated as a unified system before and after the SPT Merger.

200. COMPARATIVE STATEMENTS OF FINANCIAL POSITION – EXPLANATORY NOTES – Continued

NOTES TO FINANCIAL STATEMENTS

The acquisition of Southern Pacific was accounted for by UPC using the purchase method. As a result, all purchase accounting entries have been pushed down to the accounts of the Company as of the effective date of the SP acquisition made by the Corporation, as follows:

(Millions of Dollars)	
Purchase price to be allocated	\$4,097
Pre-tax merger costs:	
Current	532
Long-term	426
Equity acquired	<u>(1,083)</u>
Unallocated purchase price	<u>\$3,972</u>

Purchase price allocation:

Property and equipment	
Land	\$3,509
Roadway, equipment and other	2,522
Debt and preference share revaluation	(200)
Deferred income taxes (including the effect of merger costs)	<u>(1,859)</u>
Total	<u>\$3,972</u>

In connection with the acquisition and continuing integration of the UPRR's and the former Southern Pacific's rail operations, the Company is in the process of eliminating 5,200 duplicate positions, which are primarily non-train crews. In addition, the Company is relocating 4,700 positions, merging or disposing of redundant facilities, disposing of certain rail lines and is also canceling uneconomical and duplicative SP contracts. The Company recognized a \$958 million liability in the SP purchase price allocation for costs associated with SP's portion of these activities. The components of the \$958 million liability are as follows:

(Millions of Dollars)

Labor protection related to legislated and contractual obligations to SP union employees	\$361
Severance costs	343
Contract cancellation fees	145
Relocation costs	<u>109</u>
Total	<u>\$958</u>

Through December 31, 1997, approximately \$280 million in merger-related costs were paid by the Company and charged against these reserves, principally comprised of \$153 million and \$65 million, respectively, for severance and relocation payments made to approximately 3,500 Southern Pacific employees. The Company expects that the remaining merger payments will be made over the course of the next five years as the rail operations of the Company and the former SP are integrated and labor negotiations are completed and labor agreements are implemented.

In addition, the UP expects to incur \$235 million in acquisition-related costs through 1999 for severing or relocating UPRR employees (those employed by the Respondent prior to the September 1996 purchase of SP by UPC), disposing of certain facilities owned by the UP prior to the SP acquisition, training and equipment upgrading. These costs will be charged to expense as incurred over the next two years. Net income for 1997 included \$60 million of acquisition-related operating costs, after tax.

The pro forma results presented below have been prepared to reflect the Southern Pacific acquisition as if the date of common control was January 1, 1995. The pro forma results presented below do not reflect synergies expected to result from the integration of UPRR's and Southern Pacific's rail operations, and accordingly, do not account for any potential increase in revenue or operating income, estimated cost savings, or one-time costs associated with the elimination of UPRR's duplicate facilities and relocation or severance payments to UPRR employees. The effects of the foregoing could be substantial. This unaudited pro forma information is not necessarily indicative of the results of operations that might have occurred had common control of the Southern Pacific actually occurred on the date indicated, or of future results of operations of the resulting entity. Pro forma results for the year ended December 31, 1995 also reflect the pro forma effect of UPC's acquisition of CNW as if common control had occurred at the beginning of that period.

(Millions of Dollars)	(Unaudited)	
	Pro Forma	
	1996	1995
Net Income	\$871	\$780

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

NOTES TO FINANCIAL STATEMENTS

In June 1996, prior to the Legal Mergers, the Company sold 4,916,863 shares of its Common Stock to a subsidiary of the Corporation for \$600 million in cash. At the same time, the Company declared a cash dividend to its shareholders of \$600 million. Also, in June 1996, the Company declared a dividend of its 25% ownership in SP to the Corporation, which then was recorded as a contribution of capital of \$641 million back to the Company. These transactions were necessary to facilitate the SP acquisition.

Significant Investments: In June 1997, the UP and a consortium of partners were granted a 50-year concession for the Pacific-North and Chihuahua Pacific rail lines in Mexico and a 25% stake in the Mexico City Terminal Company at an aggregate price of \$525 million. The UP holds a 13% ownership share in the consortium and has accounted for its interest by the equity method. The consortium assumed operational control of both lines in February 1998.

10. Related Party Transactions

Amounts due to and from affiliates, including advances to and borrowings from the Corporation, bear interest at an annually determined rate which considers the Corporation's cost of debt. Net intercompany interest expense charged on such amounts was \$279 million and \$192 million in 1997 and in 1996, respectively.

11. Financial Instruments

Risk Management- The Company uses derivative financial instruments (in limited instances and for other than trading purposes) to manage risk as it relates to fuel prices and interest rates. Where the Company has fixed interest rates or fuel prices through the use of swaps, futures or forward contracts, the Company has mitigated the downside risk of adverse price and rate movements; however, it has also limited future gains from favorable movements.

The Company addresses market risk related to these instruments by selecting instruments whose value fluctuations highly correlate with the underlying item being hedged. Credit risk related to derivative financial instruments, which is minimal, is managed by requiring high credit standards for counterparties and periodic settlements. The Company did not have any credit risk associated with its counterparties at December 31, 1997. The Company has not been required to provide, nor has it received, any collateral relating to its hedging activity.

The fair market values of the Company's derivative financial instrument positions at December 31, 1997 and 1996 described below were determined based on current fair market values as quoted by recognized dealers, or developed based on the present value of expected future cash flows discounted at the applicable zero coupon U.S. treasury rate and swap spread.

Fuel - Over the past three years, fuel costs have represented more than 10 percent of the Company's total operating expenses. As a result of the significance of fuel costs and the historical volatility of fuel prices, the Company periodically use swaps, futures and forward contracts to mitigate the impact of fuel price volatility. The intent of this program is to protect the Company'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.

At year-end 1997, the Company had hedged 42% of its forecasted 1998 fuel consumption at \$0.515 per gallon, while at December 31, 1996, the Company had not hedged any of its anticipated 1997 fuel consumption. At year-end 1997, the UP had outstanding swap agreements covering its anticipated 1998 fuel purchases of \$298 million, with gross and net liability positions of \$13 million. Fuel hedging had no significant effect on the UP's 1997 fuel costs and lowered 1996 fuel costs by \$34 million.

Interest Rates - Within the Corporation's overall debt strategy, the Company controls its overall risk of fluctuations in interest rates by managing the proportion of fixed and floating rate debt instruments within its debt portfolio over a given period. Derivatives are used as one of the tools to obtain the targeted mix. At December 31, 1997, the total notional principal amount of debt affected by these instruments was \$110 million, with an unrecognized mark-to-market loss of \$8 million. At December 31, 1996, the total notional principal amount of debt affected by these instruments was \$117 million, with an unrecognized mark-to-market loss of \$9 million. The Company's interest expense and weighted-average borrowing rate were not materially impacted by interest rate hedging activity in 1997 or 1996.

Fair Value of Financial Instruments - The fair value of the Company's long- and short-term debt has been estimated using quoted market prices or current borrowing rates. At December 31, 1997, the fair value of total debt exceeded the carrying value by approximately 4 percent. The carrying value of all other financial instruments approximates fair value.

Sale of Receivables - The Company has sold, on a revolving basis, an undivided percentage ownership interest in a designated pool of accounts receivable. At December 31, 1997 and 1996, accounts receivable are presented net of the \$650 million of receivables sold.

200. COMPARATIVE STATEMENTS OF FINANCIAL POSITION – EXPLANATORY NOTES – Continued

NOTES TO FINANCIAL STATEMENTS

12. Capital Stock

The Board of Directors of the Company 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 the Company's investment in its non-transportation subsidiaries, as determined by the Board of Directors of the Company, 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).

As a result of the MPRR Merger, the Company'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. 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 the Company's right to declare dividends on the Common Stock. Dividends on the Class A Stock for 1997 will be based on UPRR's available income only, and in 1998 and thereafter will be based on available income for the Company. UPRR's available income for 1997 will be sufficient to provide for a \$12.4 million special cash dividend on the Class A Stock to be paid in 1998. After such payment, dividends in arrears on the Class A Stock (which includes arrears on MPRR Class A Stock accruing prior to the MPRR Merger) will total \$67 million.

13. Retirement Plans

The Company 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 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, the Company's employees are covered by the Railroad Retirement System (the System). Taxes paid by the Company to the System are expensed as incurred and amounted to approximately \$392 million in 1997, \$275 million in 1996 and \$200 million in 1995. The Company has settled a portion of the non-qualified unfunded supplemental plan's accumulated benefit obligation by purchasing annuities.

Total pension cost for the Corporation's qualified and supplemental pension plans, which excludes the Overnite Transportation Company's plan in which no employee of the UP participates, are detailed below. The Company's employees participate in these plans along with other employees of the Corporation.

(Millions of Dollars)	<u>1997</u>	<u>1996</u>	<u>1995</u>
Service cost - benefits earned during the period	\$ 18	\$ 14	\$ 14
Interest on projected benefit obligation	94	56	58
Return on assets:			
Actual gain	(205)	(101)	(121)
Deferred gain	115	49	73
Net amortization costs	<u>2</u>	<u>8</u>	<u>10</u>
Charge to operations	<u>\$ 24</u>	<u>\$ 26</u>	<u>\$ 34</u>

The projected benefit obligation (PBO) was determined using a discount rate of 7.0% and 7.5% in 1997 and 1996, respectively. The estimated rate of salary increase approximated 5.0% and 5.5% in 1997 and 1996, respectively. The expected long-term rate of return on plan assets was 8.0% in both years. The change in assumptions will not significantly affect 1998 pension cost. As of year-end 1997 and 1996, approximately 32% and 37%, respectively, of the funded plans' assets were held in fixed-income and short-term securities, with the remainder in equity securities.

200. COMPARATIVE STATEMENTS OF FINANCIAL POSITION – EXPLANATORY NOTES – Continued

NOTES TO FINANCIAL STATEMENTS

The funded status of the Corporation's plans in which the Company's employees participate are as follows:

(Millions of Dollars)	Assets Exceed Accumulated Benefits		Accumulated Benefits Exceed Assets(a)	
	1997	1996	1997	1996
Plan assets at fair value	\$ 969	\$ 855	\$421	\$395
Actuarial present value of benefit obligations:				
Vested benefits	717	610	500	431
Non-vested benefits	76	41	6	11
Accumulated benefit obligation	793	651	506	442
Additional benefits based on estimated future salaries	72	80	15	53
Projected benefit obligation	865	731	521	495
Plan assets (over)/under PBO	(104)	(124)	100	100
Unamortized net transition asset/(obligation)	11	13	(5)	(11)
Unrecognized prior service cost	(80)	(36)	3	(26)
Unrecognized net gain/(loss)	369	285	3	3
Minimum liability	—	—	31	42
Pension liability	\$ 196	\$ 138	\$132	\$108

(a) Includes non-qualified supplemental plan benefits.

Other Postretirement Benefits - The Company also provides medical and life insurance for qualifying non-union employees through participation in the Corporation's plans. Components of the postretirement health care and life insurance benefit expense for the Corporation is detailed below as follows:

(Millions of Dollars)	1997	1996	1995
Service cost - benefits earned during the period	\$ 8	\$ 4	\$ 4
Interest costs on accumulated benefit obligation	30	15	18
Net amortization costs	(10)	(4)	(7)
Charge to operations	\$28	\$15	\$15

The liability for the Corporation's postretirement benefit plans in which the Company's employees participate is as follows:

(Millions of Dollars)	1997	1996
Accumulated postretirement benefit obligation:		
Retirees	\$270	\$272
Fully eligible active employees	26	19
Other active employees	81	76
Total accumulated postretirement benefit obligation	377	367
Unrecognized prior service gain	22	22
Unrecognized net gain	45	54
Postretirement benefits liability	\$444	\$443

The accumulated postretirement benefit obligation was determined using a discount rate of 7.0% and 7.5% in 1997 and 1996, respectively. This change in assumption will not significantly affect 1998 postretirement benefit costs. The health care cost trend rate is assumed to decrease gradually from 9.0% for 1998 to 4.5% for 2005 and all future years. If the assumed health care cost trend rates are increased by one percentage point, the aggregate of the service and interest cost components of annual postretirement benefit expense would increase by \$3 million, and the accumulated postretirement benefit obligation would rise by \$34 million.

Agreement Retiree Benefit Plans - Certain of the UP'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.

200. COMPARATIVE STATEMENTS OF FINANCIAL POSITION – EXPLANATORY NOTES – Continued

NOTES TO FINANCIAL STATEMENTS

Affiliates Covered by the Plan - Salaried employees of the following Affiliated Companies are covered by the Corporations funded pension plan for salaried employees: Note: Charges are allocated on basis of actuarial valuation for each company participating in the Plan.

Union Pacific Corporation
Southern Pacific Railroad Corporation
American Refrigerator Transit Co.
Union Pacific Carrier Services, Inc.
Southern Pacific Real Estate Enterprises

Personnel Scheduling Technologies, Inc.
Standard Realty & Development Company
Union Pacific Freight Services Company
Southern Pacific Asset Management

Delta Finance Company, Ltd
Pacific Fruit Express Company
Union Pacific Distribution Services, Inc.
Southern Pacific Land Corporation

14. Contingent Liabilities

There are various claims and lawsuits pending against the Company and certain customers have submitted claims or stated their intention to submit claims to the UP for damages related to shipments delayed in transit as a result of congestion problems and certain customers have filed lawsuits seeking to recover damages for such delays. The nature of the damages sought by claimants includes, but is not limited to, contractual liquidated damages, freight loss or damages, alternative transportation charges, additional production costs, lost business and lost profits. In addition, some customers have asserted that they have the right to cancel contracts as a result of alleged material breaches of such contracts by the UP. As the congestion problems continue, the Company expects additional claims by shippers. The Company will continue to evaluate the adequacy of its reserves for claims and expects to add to such reserves as appropriate.

The UP is also party to regulatory proceedings at the STB investigating railroad service problems in the West. The STB has imposed certain temporary measures on the UP pursuant to this proceeding, including, among other things, the diversion of traffic from the UP's lines. Unless the UP is successful in recovering from the congestion and related service problems, certain parties may request the STB to order the UP to take additional actions, including, among other things, further diversions of traffic or the transfer of certain Company rail lines or other facilities to other railroads.

The Company is also subject to Federal, state and local environmental laws and regulations, and 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, the Company has recorded a liability. At December 31, 1997, the Company had accrued \$219 million for estimated future environmental costs and believes it is reasonably possible that actual environmental costs could be lower than the recorded reserve or as much as 25% higher. In addition, the Company periodically enters into financial and other commitments and has retained certain contingent liabilities upon the disposition of formerly-owned operations.

In addition, UPC and certain of its officers and directors (who are also officers and directors of the Company) are currently defendants in two purported class action securities lawsuits, and certain current and former directors of the Corporation and the Company are currently defendants in a purported derivative action filed on behalf of the Corporation. The class action suits allege, among other things, that management failed to properly disclose the UP's service and safety problems and thereby issued materially false and misleading statements concerning the merger with SP and the safe, efficient operation of its rail network. The derivative action alleges, among other things, that the named current and former directors breached their fiduciary duties to the Corporation by approving the mergers of SP and CNW into the Company without ensuring that the Corporation or the Company had adequate systems in place to effectively integrate those acquisitions into the operations of the Corporation and the Company. Because both the size of the class and the damages are uncertain, UPC and the UP are unable at this time to determine the potential liability, if any, which might arise from these lawsuits. Management believes that these claims are without merit and intends to defend them vigorously.

It is not possible at this time for the Company to fully determine the effect of all unasserted claims on its consolidated financial condition, results of operations or liquidity; however, to the extent possible, where unasserted claims can be estimated and where such claims are considered probable, the Company has recorded a liability. The Company does not expect that any known lawsuits, claims, environmental costs, commitments or guarantees will have a material adverse effect on its consolidated financial condition or operating results.

15. Accounting Pronouncements

The American Institute of Certified Public Accountants issued Statement of Position 96-1, "Environmental Remediation Liabilities," effective for 1997, which clarifies the accounting for environmental remediation liabilities. Adoption did not have a significant impact on the Company's operating results or financial condition.

In June 1997, the FASB issued Statement No. 130, "Reporting Comprehensive Income" that will be effective in 1998. The Company anticipates minimal impact from this Statement.

Also in June 1997, the FASB issued Statement No. 131, "Disclosures about Segments of an Enterprise and Related Information" that will be effective in 1998. The Company currently complies with most provisions of this Statement, and any incremental disclosure required by that Statement is expected to be minimal.

200. COMPARATIVE STATEMENTS OF FINANCIAL POSITION – EXPLANATORY NOTES – Concluded**NOTES TO FINANCIAL STATEMENTS****16. Supplemental Cash Flow Information**

The Corporation contributed \$2,476 million, the equity portion of the SP acquisition, to the Company in conjunction with the SPT Merger, which caused a non-cash increase in the Company's fixed assets and capital surplus in 1996—the year common control of SP was acquired.

17. Union Pacific Fund for Effective Government

The Corporation, UP's parent, is the sponsor of the Union Pacific Fund for Effective Government (the FFEG), 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 FFEG are paid by the Corporation. UP's executive and administrative personnel are solicited annually by the FFEG within the guidelines of the Act and certain executive officers of UP are members of the FFEG's managing Finance Committee.

210. RESULTS OF OPERATIONS
(Dollars in Thousands)

1 Disclose the requested information for respondent pertaining to results of operations for the year.

Cross-checks

2 Report total operating expenses from Schedule 410. Any differences between this schedule and Schedule 410 must be explained on page 18.

Schedule 210

Line 15, col b

Lines 47, 48, 49 col b

Line 50, col b

Schedule 210

= Line 62, col b

= Line 63, col b

= Line 64, col b

3 List dividends from investments accounted for under the cost method on line 19, and list dividends accounted for under the equity method on line 25.

Line 14, col b

Line 14, col d

Line 14, col e

Schedule 410

= Line 620, col h

= Line 620, col f

= Line 620, col g

4 All contra entries should be shown in parenthesis.

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	9,474,675	7,284,204	9,474,675		1
2		(102) Passenger	59,038	58,312		59,038	2
3		(103) Passenger-Related	538	550		538	3
4		(104) Switching	117,502	60,033	117,502		4
5		(105) Water Transfers					5
6		(106) Demurrage	66,982	49,280	66,982		6
7		(110) Incidental	35,918	17,301	35,918		7
8		(121) Joint Facility-Credit	7,122	8,769	7,122		8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from government authorities-lines 1-9)	9,761,775	7,478,449	9,702,199	59,576	10
11		(502) Railway operating revenues-transfers from government authorities	38,913	31,359		38,913	11
12		(503) Railway operating revenues-amortization of deferred transfers from government authorities		0	0		12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	9,800,688	7,509,808	9,702,199	98,489	13
14	*	(531) Railway operating expenses	8,594,138	5,975,261	8,496,644	97,494	14
15	*	Net revenue from railway operations	1,206,550	1,534,547	1,205,555	995	15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	31,241	41,505			16
17		(510) Miscellaneous rent income	77,499	45,014			17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend income (cost method)	250	34			19
20		(514) Interest income	14,599	14,075			20
21		(516) Income from sinking and other funds	1	3			21
22		(517) Release of premiums on funded debt	16,696	-			22
23		(518) Reimbursements received under contracts and agreements					23
24		(519) Miscellaneous income	139,425	84,851			24
25		Income from affiliated companies: 519					
		a. Dividends (equity method)	9,210	4,627			25
26		b. Equity in undistributed earnings (losses)	42,858	55,190			26
27		TOTAL OTHER INCOME (lines 16-26)	331,779	245,299			27
28		TOTAL INCOME (lines 15, 27)	1,538,329	1,779,846			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	11,750	8,765			29
30		(544) Miscellaneous taxes					30
31		(545) Separately operated properties-Loss		75			31
32		(549) Maintenance of investment organization					32
33		(550) Income transferred under contracts and agreements					33
34		(551) Miscellaneous income charges	90,973	43,044			34
35		(553) Uncollectible accounts					35
36		TOTAL MISCELLANEOUS DEDUCTIONS	102,723	51,884			36
37		Income available for fixed charges	1,435,606	1,727,962			37

See note on pages 18 and 18A.

210. RESULTS OF OPERATIONS - Concluded
(Dollars in Thousands)

Line No	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No.
FIXED CHARGES					
		(546) Interest on funded debt:			
38		(a) Fixed interest not in default	258,922	121,361	38
39		(b) Interest in default			39
40		(547) Interest on unfunded debt	211,488	181,751	40
41		(548) Amortization of discount on funded debt	9,679	5,724	41
42		TOTAL FIXED CHARGES (lines 38-41)	480,089	308,836	42
43		Income after fixed charges (line 37 minus line 42)	955,517	1,419,126	43
OTHER DEDUCTIONS					
		(546) Interest on funded debt:			
44		(c) Contingent interest	9,482	9,522	44
UNUSUAL OR INFREQUENT ITEMS					
45		(555) Unusual or infrequent items (debit) credit			45
46		Income (Loss) from continuing operations (before income taxes)	946,035	1,409,604	46
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income:			
47	*	(a) Federal income taxes	(1,166)	238,705	47
48	*	(b) State income taxes	(8,397)	14,795	48
49	*	(c) Other income taxes			49
50	*	(557) Provision for deferred taxes	335,577	215,880	50
51		TOTAL PROVISIONS FOR INCOME TAXES (lines 47-52)	326,014	469,380	51
52		Income from continuing operations (line 46 minus line 51)	620,021	940,224	52
DISCONTINUED OPERATIONS					
53		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$ _____)			53
54		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$ _____)			54
55		Income before extraordinary items (lines 52 - 54)	620,021	940,224	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 (less applicable income taxes of \$ _____)			60
61	*	Net income (Loss) (Lines 55 + 59 + 60)	620,021	940,224	61
RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI)					
62	*	Net revenues from railway operations	1,206,550	1,534,547	62
63	*	(556) Income taxes on ordinary income (-)	9,563	(253,500)	63
64	*	(557) Provision for deferred income taxes (-)	(335,577)	(215,880)	64
65		Income from lease of road and equipment (-)		0	65
66		Rent for leased roads and equipment (+)	2,233	2,262	66
67		Net railway operating income (loss)	882,769	1,067,429	67

NOTES AND REMARKS FOR SCHEDULES 210 AND 220

Note to Schedule 210

IMPACT OF CONGESTION ON 1997 OPERATIONS

In the third quarter of 1997, congestion in and around Houston and the coastal areas of Texas and Louisiana (the Gulf Coast region) began to have a material adverse effect on the Respondent's operations and earnings. System congestion started in the Gulf Coast region and spread throughout the system as the Respondent shifted resources to help mitigate the need for locomotives due to slower average train velocity. The congestion was brought on by, among other things, crew shortages and restricted track access caused by necessary track maintenance on former Southern Pacific lines, increased demand, washouts due to severe weather, derailments and congestion at Texas/Mexico gateways. Traffic slowed further as rail yards in the Gulf Coast region filled, slowing access into and out of the yards and forcing trains to be held on sidings.

Service Recovery Plan - To restore service to acceptable levels, the Respondent announced on October 1, 1997, that it was implementing a Service Recovery Plan (the Plan). The Plan focuses on reducing the number of cars on the system and restoring system velocity, which, in turn, results in more reliable service to customers. Key elements of the Plan include:

- **Power:** Bringing more locomotives into the Gulf Coast region through acquisitions, leasing from other railroads and moving locomotives from selected areas of the Respondent's system;
- **People:** Engaging in an extensive hiring program, allocating additional managers and operating personnel and revising operating plans to relieve congested terminals and remove trains from congested lines; and
- **Cooperation:** Working with customers and other railroads to curtail additional congestion and to provide alternative transportation.

Recent Actions Under the Plan - Implementation of the Plan has resulted in improvement in the overall operation of the UP and has generally eliminated congestion problems outside the Gulf Coast region and the surrounding southeast portion of the Company's rail system (although weather problems have caused intermittent periods of congestion, primarily in the Midwest). However, significant congestion has continued in the Gulf Coast region, which has been aggravated recently by several severe storms and congestion caused by operational problems on Mexican railroad lines south of Laredo, Texas. As discussed below, the Company has announced that it has embargoed most southbound traffic destined for the Laredo gateway to address worsening congestion at that gateway. In connection with its integration with Southern Pacific, the Respondent has implemented (i) Transportation Control System (TCS) in the southeast portion of the Respondent's system, which includes the Gulf Coast region, where the cutover to TCS occurred on December 1, 1997, (ii) directional running from Dexter Junction, Missouri on the north, across Arkansas, western Louisiana and eastern Texas to the Houston and San Antonio areas on the south, beginning on February 1, 1998 and (iii) the "hub-and-spoke" labor agreements in Texas and Arkansas. Although the Company believes that the full implementation of these changes is essential to achieving significant long-term benefits, their implementation also contributed to the persistence of congestion in the affected Gulf Coast region during late 1997 and early 1998.

In addition to decreased revenues and increased operating costs resulting from the congestion-related slowdown in the Company's traffic, discussed above, certain customers have submitted claims or stated their intention to submit claims to the Company for damages related to delays in shipments. The Company will continue to evaluate the adequacy of its reserves for these claims and expects to add to such reserves as appropriate.

In order to address the congestion problem and to realize the benefits to the Respondent and its customers of the merger implementation steps outlined above, the Respondent has recently initiated certain actions under the Plan:

- **Power:** Arranging for the deployment of approximately 200 locomotives in the Gulf Coast region through selective redeployment and short-term leases and loans from other railroads to reduce congestion in yards and remove trains from sidings.
- **People:** Continuing its hiring program and redeploying personnel to (i) improve management of certain major terminals, (ii) update TCS information in congested areas to improve operational reliability and (iii) identify empty cars and expedite them to shipper facilities for loading to reduce the number of cars in yards and on sidings.
- **Cooperation:** Working with the Respondent's connecting railroads to expedite the interchange of traffic and entering into arrangements with competitors to share tracks and coordinate dispatching. For example, the recent agreement between the Respondent and the BNSF, which, among other things, grants certain trackage rights to the Respondent in the Houston area and provides for joint dispatching of various lines in the Houston area and between Houston and New Orleans.

On March 24, 1998, the Company announced that it would embargo most southbound traffic destined for the Laredo, Texas gateway commencing Saturday, March 28, 1998, to clear the backlog of cars waiting to cross into Mexico. The embargo applies to grain, chemicals, industrial products and coal, but not finished automobiles, auto parts or intermodal traffic or any northbound traffic through Laredo. The Company is attempting to reroute some of the embargoed traffic through other Company gateways, none of which are subject to the embargo. The Company believes that this embargo is necessary because congestion problems principally within Mexico that affect the Laredo gateway have worsened during recent weeks and are affecting other areas within the southeast region of its system. As of March 26, 1998, there were

NOTES AND REMARKS FOR SCHEDULES 210 AND 220

Note to Schedule 210

more than 5,800 cars waiting to move south to Laredo as compared with approximately 3,100 cars, which is considered normal. These car numbers include a small amount of traffic terminating in Laredo. The Company's crossings at Laredo have declined from a daily average of 375 southbound cars in January to 335 cars in February and 305 for the first 24 days of March. Although the Company is unable to predict the duration of the embargo, it currently expects it to last for at least one month.

The Respondent believes that the steps it is taking to continue the integration of Southern Pacific and implement the Plan (including the limited embargo at the Laredo gateway) will alleviate the congestion and service issues affecting the Respondent and that substantial operational improvement will begin to occur in the near term. The Respondent is also prepared to take additional action, including transferring business to other carriers and arranging other temporary embargos on shipments to allow the Respondent to clear the system, if such actions become necessary. However, the Respondent does not believe that such additional actions are necessary at this time.

In conjunction with the Plan, the Respondent is engaged in a comprehensive examination of its long-term capital spending program in the areas affected by congestion. The study focuses on further upgrading the Respondent's operations infrastructure in order to keep pace with business growth primarily driven by current and anticipated chemical plant expansion along the Gulf Coast as well as intermodal, automotive, industrial products, grain and Mexico business. The scope of the examination includes all terminal operations, yards, industrial complexes, joint operations, connecting routes and Mexican gateways in the El Paso-New Orleans corridor. The Respondent currently plans to spend more than \$570 million on capital projects in Texas and Louisiana in 1998 and 1999. Management remains committed to capital spending to continue capacity expansion on its main lines and in its yards, upgrade and augment equipment to meet customer needs and develop and implement new technology.

The cost of the congestion-related problems in 1997 was approximately \$450 million, after tax, which reflected the combined effects of lost business, higher costs associated with system congestion, and costs associated with implementation of the Plan, alternate transportation and customer claims. The timing of the Company's return to profitability will be determined by how rapidly it is able to eliminate congestion in the Gulf Coast region and at the Laredo gateway, and return to normal operations throughout its system.

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NOTES AND REMARKS

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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 should be shown in parentheses.
3. Show in lines 22 and 23 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	\$3,471,981	\$465,192	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3		(602) Credit balance transferred from income	577,163	42,858	3
4		(603) Appropriations released	1,583		4
5		(606) Other credits to retained earnings			5
6		TOTAL CREDITS	578,746	42,858	6
		DEBITS			
7		(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings			8
9		(620) Appropriations for sinking and other funds	1,583		9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock	449,042		11
12		Preferred stock (1)			12
13		TOTAL DEBITS	450,625		13
14		Net increase (decrease) during year (line 6 minus line 13)	128,121	42,858	14
15		Balances at close of year (lines 1, 2, and 14)	3,600,102	508,050	15
16		Balances from line 15(c)	508,050	N/A	16
17		(798) Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	\$4,108,152	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
		Amount of assigned Federal income tax consequences:			
22		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								1
2	UP - Common Stock 1/	10.00	9,200	4,465		4,465	45		2
3	UP - Class A Stock 1/	10.00	800	388		388	4		3
4									4
5	Preferred								5
6	FRA Preference Shares - Series A	10,000	5,000	4,829		4,829	29,414		6
7	FRA Preference Shares - Series B	10,000		436		436			7
8									8
9									9
10	TOTAL		15,000	10,118	0	10,118	29,463		10

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

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

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year (UP/SPRC Consolidated)	5,265	38,500	4,853	49			4,745,350	11
12									12
13	P/A Valuation		(9,086)						13
14	Contribution of Assets							36,554	14
15									15
16									16
17	Balance at close of year	5,265	29,414	4,853	49			4,781,904	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 known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Information about all investing and financing activities which do not directly affect cash shall be separately disclosed in footnotes to this schedule. They shall clearly relate the cash (if any) and noncash aspects of transactions. Examples of noncash investing and transactions include converting debt to equity, acquiring assets 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.
		(a)	(b)	(c)	
1		Cash received from operating revenues			1
2		Dividends received from affiliates			2
3		Interest received			3
4		Other income			4
5		Cash paid for operating expenses			5
6		Interest paid (net of amounts capitalized)			6
7		Income taxes paid			7
8		Other - net			8
9		NET CASH PROVIDED BY OPERATING ACTIVITIES (lines 1 through 8)			9

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
10		Income from continuing operations	620,021	940,224	10

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

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
11		Loss (gain) on sale or disposal of tangible property and investments	(101,924)	(75,001)	11
12		Depreciation and amortization expenses	968,616	684,610	12
13		Increase (decrease) in provision for Deferred Income Taxes	335,577	215,880	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(42,858)	(55,190)	14
15		Decrease (increase) in accounts receivable	7,180	(292,746)	15
16		Decrease (increase) in material and supplies and other current assets	(30,446)	(79,773)	16
17		Increase (decrease) in current liabilities other than debt	22,102	1,098,197	17
18		Increase (decrease) in other - net	53,447	(577,650)	18
19		Net cash provided from continuing operations (Lines 10-18)	1,831,715	1,858,551	19
20		Add (Subtract) cash generated (paid) by reason of discontinued operations and extraordinary items			20
21		NET CASH PROVIDED FROM OPERATING ACTIVITIES (lines 19 and 20)	1,831,715	1,858,551	21

CASH FLOWS FROM INVESTING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
22		Proceeds from sale of property	312,386	195,926	22
23		Capital expenditures	(2,067,727)	(1,338,854)	23
24		Net change in temporary cash investments not qualifying as cash equivalents			24
25		Proceeds from sale/repayment of investment and advances	(93,951)	(664,161)	25
26		Purchase price of long-term investment and advances			26
27		Net decrease (increase) in sinking and other special funds	2,351	21,932	27
28		Other - net			28
29		NET CASH USED IN INVESTING ACTIVITIES (lines 22 through 28)	(1,846,941)	(1,785,157)	29

(Continued on next page)

240. STATEMENT OF CASH FLOWS (Concluded)

(Dollars in Thousands)

CASH FLOWS FROM OPERATING ACTIVITIES

Line No	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
CASH FLOWS FROM FINANCING ACTIVITIES					
30		Proceeds from issuance of long-term debt	180,482	421,912	30
31		Principle payments of long-term debt	(210,216)	(908,671)	31
32		Proceeds from issuance of capital stock		600,000	32
33		Purchase price of acquiring treasury stock			33
34		Cash dividends paid	(420,000)	(999,506)	34
35		Other - net	430,953	870,836	35
36		NET CASH FROM FINANCING ACTIVITIES (lines 30 through 35)	(18,781)	(15,429)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (lines 21, 29 & 36)	(34,007)	57,965	37
38		Cash and cash equivalents at beginning of the year	74,763	16,798	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (lines 37 & 38)	40,756	74,763	39
		Footnotes to Schedule 240 Cash paid during the year for:			
40		Interest (net of amount capitalized)*	1/	1/	40
41		Income taxes (net) *	49	162	41

* Only applies if indirect method is adopted.

1/ Fixed charges include intercompany interest expense of \$279,000 and \$192,000 for 1997 and 1996. Interest payments approximates fixed charges less intercompany interest. See note 10 on page 11.

See Note 16 on page 15.

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	52,944	1
2	Customers (706)	Schedule 200, line 6, column b	81,891	2
3	Other (707)	Note A	34,697	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	169,532	4
OPERATING REVENUE				
5	Railway Operating Revenue	Schedule 210, line 13, column b	9,800,688	5
6	Rent Income	Note B	165,932	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	9,966,620	7
8	Average Daily Operating Revenues	Line 7 divided by 360 days	27,685	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 divided by line 8	6	9
10	Revenue Delay Days Plus Buffer	Lines 9 + 15 days	21	10
CURRENT OPERATING LIABILITIES				
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	59,824	11
12	Audited Accounts and Wages Payable (753)	Note A	295,290	12
13	Accounts Payable - Other (754)	Note A	52,999	13
14	Other Taxes Accrued (761.5)	Note A	258,045	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	666,158	15
OPERATING EXPENSES				
16	Railway Operating Expenses	Schedule 210, line 14, column b	8,594,138	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	968,616	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	7,791,454	18
19	Average Daily Expenditures	Line 18 divided by 360 days	21,643	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 divided by line 19	31	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	40,756	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	289,994	25
26	Scrap and Obsolete Material included in Acct. 712	Note A	6,341	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	283,653	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	283,653	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 - 29BLien 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%)
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. (66.6%)	BNSF Ry. (33.3%)
Denver Union Terminal Ry. Co. (34.4%)	BNSF Inc. (50.0%), Chicago Pacific Corp. (16.67% each)
Houston Belt & Terminal Ry (50.0%)	BNSF Ry (50.0%), Chicago Pacific Corp. (12.5%)
Kansas City Terminal Ry Co. (41.6%)	BNSF Inc (25.0%), CM&W, KCS Ry, N&W Ry, Soo Line (8.3% each)
Longview Switching Co (50.0%)	BNSF Inc (50.0%)
Oakland Terminal Ry (50.0%)	BNSF Inc (50.0%)
Portland Terminal RR Co (60.0%)	BNSF Inc. (40.0%)
St. Joseph Terminal RR Co (50.0%)	BNSF Ry (50.0%)
Terminal Railroad Association of St. Louis (42.8%)	BNSF, NS, CSX, IC (14.3% each)
Texas City Terminal Ry (66.7%)	BNSF Ry (33.3%)
TTX (36.45%)	CR (21.8%), BNSF (17.1%), 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
Sunset Railway Co. (50.0%)	BNSF Ry (50.0%) and operated by each company alternately for 5-year periods.

Union Pacific Motor Freight was sold during 1997

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

(Dollars in Thousands)

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of companies affiliated with respondent, included in accounts Nos. 715, "Sinking Funds"; 716, "Capital Funds"; 721, "Investments and Advances Affiliated Companies"; and 717, "Other Funds."

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 (C)	50.0	2
3				American Refrigerator Transit Co. (A)	100.0	3
4				Belt Railway of Chicago	8.3	4
5				Brownsville & Matamoros Bridge Co. (A) (C)	50.0	5
6				Camas Prairie Railroad Co. (C)	50.0	6
7				Central California Traction Co. (C)	66.6	7
8				Denver Union Terminal Ry. Co. (C)	33.4	8
9				Houston Belt & Terminal Ry. (A) (B) (C)	50.0	9
10				Iowa Transfer Railway Co. (C)	25.0	10
11				Jonesboro Rice & Mill		11
12				Kansas City Terminal Ry. (A) (B) (C) 1/	41.6	12
13				Longview Switching Co. (C)	50.0	13
14				MT Properties, Inc. (C)	36.7	14
15				Union Pacific Motor Freight (A)	100.0	15
16				Oakland Terminal Railway (C)	50.0	16
17				Pacific Fruit Express	100.0	17
18				Pacific Motor Transport	100.0	18
19				Peoria & Pekins Union Rwy Co. 1/ (C)	12.5	19
20				Portland Terminal RR Co. (C)	60.0	20
21				Portland Traction Co.	100.0	21
22				St. Joseph Terminal RR Co. (C) 1/	50.0	22
23				Southern Pacific Motor Trucking	100.0	23
24				Sunset Railway	50.0	24
25				Terminal Railroad Association of St. Louis (C) 1/	42.8	25
26				Texas City Terminal Ry. (C)	66.7	26
27				Trailer Train Co. (C)	36.5	27
28				Transborder Rail	100.0	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. (D) See Note page 24						

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

(Dollars in Thousands)

6. In 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 case 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 Surface Transportation Board and are jointly owned, give names and extent of control by other entities by footnotes.

Line No.	Opening Balance (f)	Additions (g)	Deductions (if other) than sale, explain (h)	Closing Balance (i)	Disposed of: profit(loss) (j)	Adjustments Acct. 721.5 (k)	Dividends or interest credited to income (l)	Line No.
1								1
2								2
3	\$378			\$378				3
4	260			260				4
5	250			250				5
6	50			50				6
7	664	1,622		2,286				7
8	10			10				8
9	13			13				9
10	55			55				10
11	1			1				11
12	0			0				12
13	1			1				13
14	672			672				14
15	2,085		2,085	0				15
16	0			0				16
17	6,000			6,000				17
18	1		1	0				18
19	0			0				19
20	2,819		1,019	1,800				20
21	3,749		2,449	1,300				21
22	0			0				22
23	14,906			14,906				23
24	0			0				24
25	0			0				25
26	3,869			3,869				26
27	141,890		3,659	138,231				27
28	0	23,603		23,603				28
29	1,000			1,000				29
30								30
31								31
32	1,867			1,867				32
33	250			250				33
34	5,589			5,589				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				Bay Pacific	50.0	35
36			VI	Montwood	100.0	36
37			VI	Monument Place	50.0	37
38			VI	RG Holding	100.0	38
39			VI	RG Land	100.0	39
40			VI	Southern Pacific Asset Management	100.0	40
41				Southern Pacific Warehouse	100.0	41
42				Southern Pacific International	100.0	42
43			X	SP Environmental	100.0	43
44				SP Fleet Acquisition	100.0	44
45			VI	SP Land Co.	100.0	45
46			VI	SPRI	100.0	46
47			VI	Standard Realty & Development	100.0	47
48				TSSI	100.0	48
49				Union Pacific Distribution Services	100.0	49
50				Union Pacific Freight Service	100.0	50
51			X	UP Baseball, Inc.	100.0	51
52			VI	UP Financial Corp.	100.0	52
53				UP Venture Leasing	100.0	53
54			VI	Wisconsin Town Lot	100.0	54
55				TOTAL CLASS A		55
56	721	D1		UNSECURED NOTES - CARRIERS - ACTIVE		56
57				St. Joseph Terminal RR Co.		57
58				Terminal RR Assn. of St. Louis		58
59				Trailer Train Co.		59
60				TOTAL CLASS D		60
61	721	E1		INVESTMENT ADVANCES - CARRIERS - ACTIVE		61
62				ABL Trans		62
63				Alameda Belt Line		63
64				Belt Railway of Chicago		64
65				Camas Prairie RR Co.		65
66				Denver Union Terminal Ry. Co.		66
67				Harbor Belt Line RR Co.		67
68				Houston Belt & Terminal Ry.		68
69				Kansas City Terminal Ry. Co.		69
70				Longview Switching Co.		70
71				Pacific Fruit Express		71
72				Pacific Motor Transport Co.		72
73				Port Terminal Ry. Assn.		73
74				Southern Pacific International		74
75				Southern Pacific Motor Trucking		75
76				St. Joseph Terminal RR Co.		76
77				Sunset Railway		77
78				Terminal Railroad Assn. of St. Louis		78
79				Wichita Terminal		79

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

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	571			571				35
36	1			1				36
37	6,296			6,296				37
38	1			1				38
39	2,486			2,486				39
40	1			1				40
41	19			19				41
42	1			1				42
43	1			1				43
44	1			1				44
45	1			1				45
46	21,400			21,400				46
47	100			100				47
48	1		1	0				48
49	1			1				49
50	0			0				50
51	1			1				51
52	1			1				52
53	498			498				53
54	574			574				54
55	\$218,334	\$25,225	\$9,214	\$234,345				55
56								56
57	175			175				57
58				0				58
59	3,682		1,841	1,841				59
60	\$3,857	\$0	\$1,841	\$2,016	\$0	\$0	\$0	60
61								61
62	1,735		1,735	0				62
63	20			20				63
64				0				64
65	250			250				65
66	1,006		159	847				66
67	105			105				67
68	9,567		30	9,537				68
69	11,231		338	10,893				69
70	37			37				70
71	1,463			1,463				71
72	3,524	0	3,524	0				72
73	597	145		742				73
74	3,952	862		4,814				74
75	11,174	19,116	0	30,290				75
76	79			79				76
77	263	718		981				77
78	2,306	4		2,310				78
79	113			113				79

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.
80	721	E3		INVESTMENT ADVANCES - NONCARRIERS - ACTIVE		80
81				Motor Vehicle Logistics Corp.		81
82			VI	Park Springs		82
83			VI	Rio Grande Holding, Inc.		83
84			VI	Southern Pacific Asset Management		84
85				Southern Pacific Mexico		85
86				Southern Pacific Warehouse		86
87			X	SP Environmental		87
88				SP Fleet		88
89			VI	SP Land Co.		89
90			VI	SPRT		90
91			VI	Stonegate Park		91
92				TSSI		92
93			X	UP Baseball Enterprises		93
94				UP Carrier Services		94
95				UP de Mexico		95
96				UP Distribution Services		96
97			VI	Wisconsin Town Lot		97
98				TOTAL CLASS E		98
99						99
100						100
101						101
102						102
103						103
104						104
105						105
106						106
107						107
108						108
109						109
110						110
111						111
112						112
113						113
114						114
115						115
116						116
117						117
118						118
119						119
120						120
121						121
122						122
123						123
124				TOTAL ACCOUNT 721		124

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)				
80								80
81	25			25				81
82		4,197	0	4,197				82
83	598		457	141				83
84	1,464			1,464				84
85	260		260	0				85
86	1,274	236		1,510				86
87	467	1		468				87
88	131			131				88
89	88	266		354				89
90	6,999			6,999				90
91	1,552			1,552				91
92	0	213		213				92
93	1,794		300	1,494				93
94	0	1,801		1,801				94
95	10,305	908		11,213				95
96	164	287		451				96
97	114		34	80				97
98	\$72,657	\$28,754	\$6,837	\$94,574				98
99								99
100								100
101								101
102								102
103								103
104								104
105								105
106								106
107								107
108								108
109								109
110								110
111								111
112								112
113								113
114								114
115								115
116								116
117								117
118								118
119								119
120								120
121								121
122								122
123								123
124	\$294,848	\$53,979	\$17,892	\$330,935				124

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., 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	American Refrigerator Transit Co.	10,271		367			10,638	1
2	Belt Ry. of Chicago	438		0			438	2
3	Brownsville & Matamoros Bridge Co.	4,910		(1,308)			3,602	3
4	Central California Traction	240		0			240	4
5	Chicago Western Indiana RR	(151)		0			(151)	5
6	Houston Belt & Terminal Rwy.	4,588		3,599			8,187	6
7	Kansas City Terminal Rwy.	729		0			729	7
8	MT Properties	268		294			562	8
9	Portland Terminal Railroad Company	(675)		0			(675)	9
10	Portland Traction Co.	(7)		51			44	10
11	Terminal RR Assn. of St. Louis	16,192		1,105			17,297	11
12	Texas City Terminal Ry.	13,687		(605)			13,082	12
13	Union Pacific Fruit Express Co.	144,031		3,074			147,105	13
14	Pacific Fruit Express Co.	(631)		(1,305)			(1,936)	14
15	Union Pacific Motor Freight (incl. UPEA & MPIT)	6,749		(75)			6,674	15
16	TOTAL CARRIER	\$200,639		\$5,197			\$205,836	16
NONCARRIER: (List specifics for each company)								
17	Automated Monitoring & Control Intern'l	(645)		(286)			(931)	17
18	Bay Pacific Logistics	0		130			130	18
19	Delta Finance	2,190		10			2,200	19
20	Don Land Development Company	5,815		(56)			5,759	20
21	Missouri Improvement Co.	6,112		273			6,385	21
22	Monument Place	0		(109)			(109)	22
23	Motor Vehicle Logistics Corp.	(25)		0			(25)	23
24	Pacific Motor Trucking	(383)		383			0	24
25	Signage	2,579		43			2,622	25
26	SP Asset Management	0		0			0	26
27	SP International	0		0			0	27
28	SP Motor Trucking	913		(601)			312	28
29	SP Warehouse	1		7			8	29
30	Standard Realty & Development	48,114		769			48,883	30
31	Trailer Train Co	175,791		30,639			206,430	31
32	UP Baseball Enterprises	115		144			259	32
33	UP Carrier Services	0		302			302	33
34	UP de Mexico	189		41			230	34
35	UP Distribution Co.	17,206		2,677			19,883	35
36	UP Financial Corp.	(330)		(1)			(331)	36
37	UP Venture Leasing	1,619		1,844			3,463	37
38	UPRR Land Companies	2,087		123			2,210	38
39	Wisconsin Town Lot	(118)		0			(118)	39
40	Rio Grande Holding	877		0			877	40
41	Rio Grande Land	7		21			28	41
42	Transportation Service Systems	(92)		(188)			(280)	42
43	Personnel Scheduling Technology	528		0			528	43
44	Montwork	676		160			836	44
45	SP Environmental	209		68			277	45
46	SP Land Corporation	(263)		(169)			(432)	46
47	SP Fleet Acquisition	(1)		0			(1)	47
48	SPRI	1,382		1,437			2,819	48
49	TOTAL NONCARRIER	\$264,553		\$37,661			\$302,214	49
50	TOTAL EQUITY	\$465,192		\$42,858			\$508,050	50

(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 (g) should be the net of the amounts in columns (c) through (f). Column (h) is the aggregate of columns (b) through (f), inclusive. Grand totals of columns (b) and (h) should equal the sum of Accounts 731 and 732 for the respective periods; if not, a full explanation should be made in a footnote.
2. In column (c) show 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," in the Uniform System of Accounts for Railroad Companies for such items.
3. In column (d), show 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. Columns (c) and (e) should include all entries covering expenditures for additions and betterments, as defined, whether or not replacing other property.
5. All credits representing property sold, abandoned, or otherwise retired should be shown in column (f).
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 the cost, location, area, and other details which will identify the property in a footnote.
8. Report on line 29 amounts not included 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 Board 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 Board.
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 the amount used in a footnote.

NOTES AND REMARKS

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT

(Dollars in Thousands)

Line No.	Cross Check	Account (a)	Balance 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	4,578,460			1
2		(3) Grading	2,325,027			2
3		(4) Other, right-of-way expenditures	35,291			3
4		(5) Tunnels and subways	500,000			4
5		(6) Bridges, trestles, and culverts	1,689,051			5
6		(7) Elevated structures	0			6
7		(8) Ties	2,511,600			7
8		(9) Rail and other track material	5,788,412			8
9		(11) Ballast	1,355,991			9
10		(13) Fences, snowsheds and signs	44,572			10
11		(16) Station and office buildings	452,311			11
12		(17) Roadway buildings	35,689			12
13		(18) Water stations	6,281			13
14		(19) Fuel stations	75,537			14
15		(20) Shops and enginehouses	233,540			15
16		(22) Storage warehouses	1			16
17		(23) Wharves and docks	266			17
18		(24) Coal and ore wharves	4,442			18
19		(25) TOFC/COFC terminals	235,782			19
20		(26) Communication systems	191,652			20
21		(27) Signals and interlockers	998,610			21
22		(29) Power plants	1,906			22
23		(31) Power-transmission systems	29,195			23
24		(35) Miscellaneous structures	7,358			24
25		(37) Roadway machines	269,913			25
26		(39) Public improvements-construction	359,502			26
27		(44) Shop machinery	123,646			27
28		(45) Power-plant machinery	4,205			28
29		Other lease/rentals	1,332			29
30		TOTAL EXPENDITURES FOR ROAD	21,859,572	0	0	30
31		(52) Locomotives	3,714,548			31
32		(53) Freight train cars	2,416,925			32
33		(54) Passenger train cars	117			33
34		(55) Highway revenue equipment	4,089			34
35		(56) Floating equipment	0			35
36		(57) Work equipment	130,528			36
37		(58) Miscellaneous equipment	26,477			37
38		(59) Computer systems and word processing equipment	242,360			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	6,535,044	0	0	39
40		(76) Interest during construction	45,907			40
41		(80) Other elements of investment	13,252			41
42		(90) Construction work in progress	547,176			42
43		GRAND TOTAL	29,000,951	\$0	\$0	43

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

Line No.	Cross Check	Expenditures for additions during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1		15,710	(292,536)	\$308,246	\$4,886,706	1
2		32,454	309,461	(277,007)	2,048,020	2
3		5,630	237	5,393	40,684	3
4		574	(132,454)	133,028	633,028	4
5		58,829	195,652	(136,823)	1,552,228	5
6		7	0	7	7	6
7		294,370	132,612	161,758	2,673,358	7
8		444,303	(53,910)	498,213	6,286,625	8
9		134,499	356,538	(222,039)	1,133,952	9
10		533	2,227	(1,694)	42,878	10
11		17,335	(10,476)	27,811	480,122	11
12		77	1,513	(1,436)	34,253	12
13		(435)	264	(699)	5,582	13
14		10,051	(45)	10,096	85,633	14
15		18,277	(1,608)	19,885	253,425	15
16		0	0	0	1	16
17		0	27	(27)	239	17
18		0	1,106	(1,106)	3,336	18
19		11,426	(334)	11,760	247,542	19
20		6,125	18,655	(12,530)	179,122	20
21		82,574	27,348	55,226	1,053,836	21
22		280	334	(54)	1,852	22
23		992	2,466	(1,474)	27,721	23
24		1,824	123	1,701	9,059	24
25		48,989	5,329	43,660	313,573	25
26		25,618	(8,640)	34,258	393,760	26
27		15,348	(1,643)	16,991	140,637	27
28		3,364	293	3,071	7,276	28
29		0	0	0	1,332	29
30		1,228,754	552,539	676,215	22,535,787	30
31		420,618	(21,578)	442,196	4,156,744	31
32		119,805	91,321	28,484	2,445,409	32
33		0	13	(13)	104	33
34		0	(471)	471	4,560	34
35		0	0	0	0	35
36		3,657	153	3,504	134,032	36
37		(192)	(1,469)	1,277	27,754	37
38		77,603	38,537	39,066	281,426	38
39		621,491	106,506	514,985	7,050,029	39
40		0	512	(512)	45,395	40
41		0	0	0	13,252	41
42		217,484	0	217,484	764,660	42
43		2,067,729	659,557	1,408,172	30,409,123	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 depreciation charges for the month of January, and in columns (c) and (f), the depreciation charges for the month of December. In columns (d) and (g) show the composite rates used in computing depreciation charges for 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 that total 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 are included in 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. Composite rates used should be those prescribed or authorized by the Board, 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 discontinuance of accruals should be shown in a footnote indicating the effected account(s).
- 5 Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively.

Line No	Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No.
		Depreciation base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)	
		1/1 At beginning of year (b)	12/1 At close of year (c)		At beginning of year (e)	At close of year (f)		
	ROAD							
1	(3) Grading	\$2,325,027	\$2,046,533	1.11			1	
2	(4) Other, right-of-way expenditures	35,291	39,582	3.13			2	
3	(5) Tunnels and subways	500,000	633,019	1.06			3	
4	(6) Bndges, trestles, and culverts	1,689,051	1,547,229	1.32			4	
5	(7) Elevated structures	0	7	0			5	
6	(8) Ties	2,510,782	2,597,115	4.09			6	
7	(9) Rail and other track material	5,784,141	6,226,262	4.41			7	
8	(11) Ballast	1,355,266	1,122,833	2.56			8	
9	(13) Fences, snow sheds, and signs	44,572	42,773	1.28			9	
10	(16) Station and office buildings	452,311	476,819	3.23			10	
11	(17) Roadway buildings	35,689	34,254	2.94			11	
12	(18) Water statbons	6,281	5,610	4.00			12	
13	(19) Fuel Stations	75,537	80,271	3.33			13	
14	(20) Shops and enginehouse	233,540	250,740	2.41			14	
15	(22) Storage warehouses	1	1	2.13			15	
16	(23) Wharves and docks	266	239	2.50			16	
17	(24) Coal and ore wharves	4,442	3,336	2.22			17	
18	(25) TOFC/COFC terminals	235,782	242,853	4.00			18	
19	(26) Communication systems	191,652	177,471	3.19			19	
20	(27) Signals and interlockers	998,610	1,044,231	2.00			20	
21	(29) Power plants	1,906	1,852	3.33			21	
22	(31) Power-transmission systems	29,195	27,358	2.33			22	
23	(35) Miscellaneous structures	7,358	9,060	2.56			23	
24	(37) Roadway machines	269,913	301,183	6.93			24	
25	(39) Public improvements-Construction	359,503	374,359	2.78			25	
26	(44) Shop machinery	123,646	139,862	4.09			26	
27	(45) Power-plant machinery	4,205	7,276	4.35			27	
28	All other road accounts	0	0	0			28	
29	Amortzaton (other than def projects)	0	0	0			29	
30	TOTAL ROAD	\$17,273,967	\$17,432,128	3.51			30	
	EQUIPMENT							
31	(52) Locomotives	\$3,714,549	\$4,101,841	4.30			31	
32	(53) Freight-train cars	2,416,925	2,401,945	3.67			32	
33	(54) Passenger-train cars	117	104	6.49			33	
34	(55) Highway revenue equipment	4,089	4,560	5.71			34	
35	(56) Floating equipment	0	0	0			35	
36	(57) Work equipment	130,528	133,808	2.63			36	
37	(58) Miscellaneous equipment	26,477	27,722	8.59			37	
38	(59) Computer systems and WP equipment	242,360	265,293	15.13			38	
39	TOTAL EQUIPMENT	\$6,535,045	\$6,935,273	4.52			39	
40	GRAND TOTAL	\$23,809,012	\$24,367,401	N/A			40	

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

1. Disclose the required information in regard to credits and debits to Account No. 735, "Accumulated Depreciation: Road and Equipment Property," during the year relating to owned and used road 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" accounts 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	\$105,466	\$26,158	\$0	\$35,255	\$0	\$96,369	1
2		(4) Other, right-of-way expenditures	2,646	1,246	0	339	0	3,553	2
3		(5) Tunnels and subways	4,149	4,902	0	7,252	0	1,799	3
4		(6) Bridges, trestles, and culverts	89,688	28,468	0	23,053	0	95,103	4
5		(7) Elevated structures	0	0	0	0	0	0	5
6		(8) Ties	402,157	124,804	0	86,242	0	440,719	6
7		(9) Rail and other track material	1,349,942	312,041	0	215,641	0	1,446,342	7
8		(11) Ballast	133,506	47,470	0	28,152	0	152,824	8
9		(13) Fences, snow sheds and signs	9,699	765	0	4,049	0	6,415	9
10		(16) Station and office buildings	48,343	15,848	0	5,086	0	59,105	10
11		(17) Roadway buildings	5,347	1,241	0	1,076	0	5,512	11
12		(18) Water stations	355	297	0	264	0	388	12
13		(19) Fuel stations	15,090	2,801	0	1,040	0	16,851	13
14		(20) Shops and enginehouses	71,309	3,388	0	1,194	0	73,503	14
15		(22) Storage warehouses	1	0	0	0	0	1	15
16		(23) Wharves and docks	16	20	0	23	0	13	16
17		(24) Coal and ore wharves	1,665	108	0	480	0	1,293	17
18		(25) TOFC/COFC terminals	43,236	11,187	0	1,620	0	52,803	18
19		(26) Communication systems	41,229	7,172	0	(1,991)	0	50,392	19
20		(27) Signals and interlockers	155,189	24,465	0	20,080	0	159,574	20
21		(29) Power plants	300	44	0	126	0	218	21
22		(31) Power-transmission systems	5,051	785	0	1,030	0	4,806	22
23		(35) Miscellaneous structures	2,800	255	0	219	0	2,836	23
24		(37) Roadway machines	98,412	24,075	0	(1,866)	0	124,353	24
25		(39) Public improvements-Construction	79,211	9,967	0	5,600	0	83,578	25
26		(44) Shop machinery*	31,447	5,285	0	(2,086)	0	38,818	26
27		(45) Power-plant machinery	1,820	282	0	86	0	2,016	27
28		All other road accounts	0	0	0	0	0	0	28
29		Amortization (Adjustments)	0	0	0	0	0	0	29
30		TOTAL ROAD	\$2,698,074	\$653,074	\$0	\$431,964	\$0	\$2,919,184	30
		EQUIPMENT							
31		(52) Locomotives	\$1,097,935	\$156,605	\$0	\$32,158	\$0	\$1,222,382	31
32		(53) Freight-train cars	947,537	115,853	0	76,181	0	987,209	32
33		(54) Passenger-train cars	(7)	16	0	13	0	(4)	33
34		(55) Highway revenue equipment	(3,572)	454	0	(407)	0	(2,711)	34
35		(56) Floating equipment	0	0	0	0	0	0	35
36		(57) Work equipment	27,833	4,006	0	3,591	0	28,248	36
37		(58) Miscellaneous equipment	13,517	3,189	0	855	0	15,851	37
38		(59) Computer systems and WP equip.	89,170	35,419	0	41,215	0	83,374	38
39		Amortization Adjustments	0	0	0	0	0	0	39
40		TOTAL EQUIPMENT	\$2,172,413	\$315,542	\$0	\$153,606	\$0	\$2,334,349	40
41		GRAND TOTAL	\$4,870,487	\$968,616	\$0	\$585,570	\$0	\$5,253,533	41

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		Not Applicable					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		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 to compute depreciation charges for 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 authorized by the Board, 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 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	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 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 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		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 & WP equip.							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.
- 5/ As inventoried by ICC as of 12/31/1928, and reported in Land Report dated 3/31/1930, Engineering Report dated 5/09/1931. Includes estimated value base on capitalization of rentals at 6%.
- 6/ Basis per Montwood Corporation records.
- 7/ No depreciation reserve is maintained by respondent or by Moffat Tunnel Improvement District.
- 8/ No depreciation reserve is maintained by respondent.

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		NOT USED					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							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 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: "R" for respondent, "L" for lessor railroad, "P" for inactive or proprietary company, and "O" for other leased properties. leased properties (O).

3. In column (a) to (e), inclusive, first show the data requested for the respondent (R); next show 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 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 to Accounts 731 and 732 on the books of companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to deductions made by the owners in their reports. If separate value is not available, explanations should be provided. Differences between amounts shown in column (d) of this schedule and column (c), line 24, on the asset side of the general balance sheet of each individual railway should be explained in a footnote. Book values included in Accounts 731 and 732 of the owner should be reported in column (d) in reference to the investment of the respondent in the securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6% 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 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	30,238	30,409,123	5,253,533	1
2						2
3		Add - Leased From Others				3
4		U.S. Government - Sable to Bunell, CO used under contract	1/ 1	3/	4/	4
5		City of Kansas City, KS - Tracks	1/	3/ 244	4/	5
6		BN Inc., Spokane, WY - Tracks	1/	3/ 46	4/	6
7		Sou. Pac. Transp. Co., CA-Rental of Land	1/	3/ 88	4/	7
8		C.R.I.&P.R.R., Track Rental Colby to				8
9		Caruso, KS and Fairbury to Hallam, NE	1/	3/ 4,800	4/	9
10		General Motors	1/	3/ 11	4/	10
11		Kiowa, Hardtner & Pacific RR. Co.	10	168	26	11
12		Louisville & Nashville RR Co., SCL		16		12
13		St. Louis Southwestern Ry.-IL, MO-Paragould		12		13
14		New Orleans Public Belt Railroad Co.		36		14
15		Port of Corpus Christi		3/ 581		15
16		Greater Baton Rouge Port Commission		3/ 2,960		16
17		Lake Charles Harbor & Terminal District		3/ 104		17
18		Port of Beaumont		3/ 419		18
19	O	City and County of San Francisco (Formerly Ocean Shore Railway) yard switching tracks		34		19
20						20
21	O	Union Pacific Railroad Co.-Tracks & facilities		333		21
22	O	The Ogden Union Railway & Depot Co-Yard switching tracks		14		22
23						23
24	O	Medford Corp, Medford, Oregon-Way switching tracks		40		24
25	O	Nueces County Navigation Dist. No. 1 Terminal properties Corpus Christi, TX		581		25
26						26
27	O	Missouri Pacific Railroad Company		184	33	27
28	O	Moffat Tunnel Improvement District	9	5/ 11,435	7/ 0	28
29	O	Montwood Corporation	6	6/ 5,474	8/ 0	29
30		Total Leased From Others	26	27,580	59	30
31		Sub-total All Classes	30,264	30,436,703	5,253,592	31

1/ 2/ 3/ 4/ 5/ 6/ 7/ 8/ See notes on page 39.

352A. INVESTMENT IN RAILROAD PROPERTY USED IN TRANSPORTATION SERVICE (By Company) - Continued
(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 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: "R" for respondent, "L" for lessor railroad, "P" for inactive or proprietary company, and "O" for other leased properties. leased properties (O).
3. In column (a) to (e), inclusive, first show the data requested for the respondent (R); next show 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 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 to Accounts 731 and 732 on the books of companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to deductions made by the owners in their reports. If separate value is not available, explanations should be provided. Differences between amounts shown in column (d) of this schedule and column (c), line 24, on the asset side of the general balance sheet of each individual railway should be explained in a footnote. Book values included in Accounts 731 and 732 of the owner should be reported in column (d) in reference to the investment of the respondent in the securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6% 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 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	30,264	30,436,703	5,253,592	2
3						3
4		Deduct - Leased to Others:				4
5		Southern Pacific Transp. Co. - West of Ogden, UT	5	3/ 333	4/	5
6		The Ogden Union Railway & Depot Co., Ogden, UT	4	3/ 929	4/	6
7		Burlington Northern, Inc.-Garnson to Meaderville, MT	51	3/ 821	4/	7
8		Arkansas, Memphis Railway Bridge & Terminal Co.	1	233		8
9		St. Louis Southwestern Rwy. Co.		184	33	9
10		Houston Belt & Terminal Rwy. Co.	16	24,826	3,829	10
11		Missouri Pacific Truck Lines		199	131	11
12		Total - Leased to Others	77	27,525	3,993	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		TOTAL	30,187	30,409,178	5,249,599	30

3/, 4/ See note on page 39.

NOTES AND REMARKS

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352B. INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE (By Property Account)

(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 should correspond with the amounts for each class of company and property shown in Schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in this schedule.
3. Report on line 29 amounts representing capitalization of rentals for leased property based on 6% per year where property is not classified by accounts by noncarrier owners, or where the cost of property leased from other carriers is not ascertainable. Identify noncarrier owners, and briefly explain on page 39 the methods of estimating value of property of noncarriers or property of other carriers.
4. Report on line 30 amounts not included 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 Board 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 Board.

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	\$4,885,432	\$4,066		\$127	1
2		(3) Grading	2,042,962	6,573		3,205	2
3		(4) Other, right-of-way expenditures	40,605	228			3
4		(5) Tunnels and subways	633,028			9,244	4
5		(6) Bridges, trestles, and culverts	1,544,309	8,996		72	5
6		(7) Elevated structures	7				6
7		(8) Ties	2,663,111	10,817		793	7
8		(9) Rail and other track material	6,249,793	37,557		1,663	8
9		(11) Ballast	1,121,500	12,676		324	9
10		(13) Fences, snowsheds and signs	42,585	305		5	10
11		(16) Station and office buildings	479,951	684		19	11
12		(17) Roadway buildings	34,201	52		38	12
13		(18) Water stations	5,573	9			13
14		(19) Fuel stations	85,633	9			14
15		(20) Shops and enginehouses	253,410	55			15
16		(22) Storage warehouses	1				16
17		(23) Wharves and docks	239				17
18		(24) Coal and ore wharves	3,336				18
19		(25) TOFC/COFC terminals	247,542	1,919			19
20		(26) Communication systems	178,760	370			20
21		(27) Signals and interlockers	1,047,776	6,348		78	21
22		(29) Power plants	1,852				22
23		(31) Power transmission systems	27,704	19			23
24		(35) Miscellaneous structures	9,059	51			24
25		(37) Roadway machines	313,569	4			25
26		(39) Public improvements-construction	393,060	935		612	26
27		(44) Shop machinery	140,637				27
28		(45) Power-plant machinery	7,276				28
29		Leased property capitalized rentals (explain)				1/ (28,047)	29
30		Other (specify and explain)	1,332				30
31		TOTAL ROAD	22,454,243	91,673		(11,867)	31
32		(52) Locomotives	4,156,744				32
33		(53) Freight-train cars	2,445,409				33
34		(54) Passenger-train cars	104				34
35		(55) Highway revenue equipment	4,560				35
36		(56) Floating equipment					36
37		(57) Work equipment	134,032				37
38		(58) Miscellaneous equipment	27,753	1			38
39		(59) Computer systems & WP equipment	281,426				39
40		TOTAL EQUIPMENT	7,050,028	1			40
41		(76) Interest during construction	45,017	632		1,539	41
42		(80) Other elements of investment	13,252				42
43		(90) Construction work in progress	764,660				43
44		GRAND TOTAL	\$30,327,200	\$92,306		(\$10,328)	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 19, columns (b) thru (d)

Line 230, column (f)

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

Schedule 415

Lines 207, 208, 211, 212, columns (f)

=
 Lines 5, 38, column (f)

Lines 226, 227, column (f)

=
 Lines 24, 39, column (f)

Lines 311, 312, 315, 316, 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)

=
 Lines 5, 38, columns (c) and (d)

Line 232, column (f)

=
 Lines 24, 39, columns (c) and (d)

Line 317, column (f)

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

Schedule 450

Line 4, column (b)

=
 Line 47, column (b)

Schedule 210

Line 47, column (b)

Road Initials: UPRR Year: 1997

REVISED 3/24/99

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410. RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

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

Line No	Cross Check	Name of railway operating expense account	Salaries and Wages	Material, tools, supplies, fuels and lubricants	Purchased Services	General	Total Freight Expense	Passenger	Total	Line No
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
1		WAY AND STRUCTURES								
		ADMINISTRATION								
		Track	13,477	4,773	3,603	2,317	24,170	572	24,742	1
2		Bridge & Building	4,674	720	1,382	1,681	8,787	327	9,094	2
3		Signal	7,225	2,472	6,292	(1,355)	14,634	436	15,070	3
4		Communication	2,369	85	1,044	574	4,072	132	4,204	4
5		Other	10,034	83	8,470	1,888	20,473	280	20,753	5
6		REPAIR AND MAINTENANCE								
6		Roadway - Running	17,755	1,757	20,478	(1,580)	36,430	1,928	40,358	6
7		Roadway - Switching	4,428	735	5,420	(87)	10,516	0	10,516	7
8		Tunnels and Subways - Running	70	0	2,304	0	2,374	17	2,391	8
9		Tunnels and Subways - Switching	18	0	641	0	659	0	659	9
10		Bridges - Culverts - Running	14,843	3,356	14	4,363	22,666	295	22,961	10
11		Bridges - Culverts - Switching	3,722	866	133	1,086	5,819	0	5,819	11
12		Ties - Running	9,037	4,882	814	1,134	15,667	497	16,164	12
13		Ties - Switching	2,357	1,366	155	282	4,170	0	4,170	13
14		Rail & Other Track Material - Running	79,818	20,812	5,753	5,173	111,656	2,485	114,141	14
15		Rail & Other Track Material - Switching	20,477	6,462	1,609	1,352	29,900	7	29,907	15
16		Ballast - Running	478	(837)	(14)	21	(351)	36	(316)	16
17		Ballast - Switching	128	(136)	(4)	5	(7)	0	(7)	17
18		Road Property Damaged - Running	1,320	58	147	24	1,550	32	1,582	18
19		Road Property Damaged - Switching	334	13	37	6	390	3	393	19
20		Road Property Damaged - Other	130	8	14	2	152	0	152	20
21		Signal & Interlockers - Running	31,385	13,484	5,421	2,530	52,840	3,380	58,220	21
22		Signal & Interlockers - Switching	8,271	3,543	1,582	689	14,085	0	14,085	22
23		Communications Systems	18,440	9,545	3,380	1,366	33,730	121	33,851	23
24		Power Systems	1,087	0	0	0	1,087	175	1,262	24
25		Highway Grade Crossing - Running	14,989	171	887	0	18,037	570	18,607	25
26		Highway Grade Crossing - Switching	0	0	0	0	0	0	0	26
27		Station & Office Buildings	6,670	9,652	18,167	9,471	44,160	1,628	45,788	27
28		Shop Building - Locomotives	8,193	0	0	0	8,193	279	8,472	28
29		Shop Buildings - Freight Cars	418	0	0	0	418	N/A	418	29
30		Shop Buildings - Other Equipment	0	18	0	0	18	0	18	30
101		Locomotive Servicing Facilities	488	1,002	5,634	144	7,248	89	7,345	101
102		Miscellaneous Buildings & Structures	4,791	783	122	26	5,724	708	6,433	102
103		Coal Terminals	0	0	0	0	0	0	0	103
104		Ore Terminals	273	80	120	235	688	0	688	104
105		Other Marine Terminals	0	0	0	0	0	0	0	105
106		TOFC/COFC-Terminals	0	0	10,782	0	10,782	0	10,782	106
107		Motor Vehicle Loading & 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	3,135	9,356	(887)	273	11,879	1,283	13,162	109
110		Small Tools and Supplies	0	0	0	0	0	0	0	110
111		Snow Removal	670	1,828	742	0	3,238	411	3,649	111
112		Fringe Benefits - Running	N/A	N/A	N/A	70,697	70,697	2,842	73,539	112
113		Fringe Benefits - Switching	N/A	N/A	N/A	14,896	14,896	187	15,083	113
114		Fringe Benefits - Other	N/A	N/A	N/A	23,412	23,412	380	23,792	114

410. RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

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

Line No	Cross Check	Name of railway operating expense account	Salaries and Wages	Material, tools, supplies, fuels and lubricants	Purchased Services	General	Total Freight Expense	Passenger	Total	Line No.
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
115		Casualties & Insurance - Running	N/A	N/A	N/A	31,661	31,661	35	31,696	115
116		Casualties & Insurance - Switching	N/A	N/A	N/A	7,428	7,428	0	7,428	116
117		Casualties & Insurance - Other	N/A	N/A	N/A	18,889	18,889	0	18,889	117
118		Lease Rentals - Debit - Running	N/A	N/A	2,382	N/A	2,382	0	2,382	118
119		Lease Rentals - Debit - Switching	N/A	N/A	0	N/A	0	0	0	119
120		Lease Rentals - Debit - Other	N/A	N/A	18,405	N/A	18,405	457	18,862	120
121		Lease Rentals - (Credit) - Running	N/A	N/A	0	N/A	0	0	0	121
122		Lease Rentals - (Credit) - Switching	N/A	N/A	0	N/A	0	0	0	122
123		Lease Rentals - (Credit) - Other	N/A	N/A	0	N/A	0	0	0	123
124		Joint Facility Rent - Debit - Running	N/A	N/A	25,852	N/A	25,852	0	25,852	124
125		Joint Facility Rent - Debit - Switching	N/A	N/A	244	N/A	244	0	244	125
126		Joint Facility Rent - Debit - Other	N/A	N/A	249	N/A	249	0	249	126
127		Joint Facility Rent - (Credit) - Running	N/A	N/A	(13,623)	N/A	(13,623)	0	(13,623)	127
128		Joint Facility Rent - (Credit) - Switching	N/A	N/A	(86)	N/A	(86)	0	(86)	128
129		Joint Facility Rent - (Credit) - Other	N/A	N/A	(42)	N/A	(42)	0	(42)	129
130		Other Rents - Debit - Running	N/A	N/A	(5)	N/A	(5)	27	22	130
131		Other Rents - Debit - Switching	N/A	N/A	0	N/A	0	0	0	131
132		Other Rents - Debit - Other	N/A	N/A	22	N/A	22	0	22	132
133		Other Rents - (Credit) - Running	N/A	N/A	0	N/A	0	0	0	133
134		Other Rents - (Credit) - Switching	N/A	N/A	0	N/A	0	0	0	134
135		Other Rents - (Credit) - Other	N/A	N/A	0	N/A	0	0	0	135
136		Depreciation - Running	N/A	N/A	N/A	491,754	491,754	1,498	493,252	136
137		Depreciation - Switching	N/A	N/A	N/A	109,263	109,263	0	109,263	137
138		Depreciation - Other	N/A	N/A	N/A	45,274	45,274	0	45,274	138
139		Joint Facility - Debit - Running	N/A	N/A	87,505	N/A	87,505	65	87,570	139
140		Joint Facility - Debit - Switching	N/A	N/A	13,449	N/A	13,449	0	13,449	140
141		Joint Facility - Debit - Other	N/A	N/A	1,538	N/A	1,538	0	1,538	141
142		Joint Facility - (Credit) - Running	N/A	N/A	(34,073)	N/A	(34,073)	0	(34,073)	142
143		Joint Facility - (Credit) - Switching	N/A	N/A	(42)	N/A	(42)	0	(42)	143
144		Joint Facility - (Credit) - Other	N/A	N/A	(31)	N/A	(31)	0	(31)	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	(41)	512	471	0	471	148
149		Other - Switching	0	0	0	0	0	0	0	149
150		Other - Other	180	278	218	105	789	4	793	150
151		TOTAL WAY & STRUCTURE	283,381	87,208	218,001	843,330	1,448,898	21,392	1,471,290	151
		EQUIPMENT								
		LOCOMOTIVES								
201		Administration	8,672	(8,713)	7,887	1,532	9,478	247	9,725	201
202		Repair & Maintenance	133,800	183,954	66,781	3,718	378,253	3,283	381,494	202
203		Machinery Repair	0	3,527	698	0	4,225	0	4,225	203
204		Equipment Damaged	152	(4)	0	0	148	0	148	204
205		Fringe Benefits	N/A	N/A	N/A	51,787	51,787	1,144	52,911	205
206		Other Casualties and Insurance	N/A	N/A	N/A	23,483	23,483	7	23,470	206
207		Lease Rentals - Debit	N/A	N/A	149,318	N/A	149,318	0	149,318	207
208		Lease Rentals - (Credit)	N/A	N/A	(2,702)	N/A	(2,702)	0	(2,702)	208

410 RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

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

Line No	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No
209		Joint Facility Rent - Debit	N/A	N/A	58	N/A	58	0	58	209
210		Joint Facility Rent - (Credit)	N/A	N/A	0	N/A	0	0	0	210
211		Other Rents - Debit	N/A	N/A	851	N/A	851	0	851	211
212		Other Rents - (Credit)	N/A	N/A	(114)	N/A	(114)	0	(114)	212
213		Depreciation	N/A	N/A	N/A	159,450	159,450	22	159,472	213
214		Joint Facility - Debit	N/A	N/A	205	N/A	205	0	205	214
215		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	0	0	215
216		Repairs Billed to Others - (Credit)	N/A	N/A	0	N/A	0	0	0	216
217		Dismantling Retired Property	0	0	0	0	0	0	0	217
218		Other	113	9	4,707	(886)	4,143	(15)	4,128	218
219		TOTAL LOCOMOTIVES	140,737	180,773	217,867	239,242	778,619	4,668	783,287	219
		FREIGHT CARS								
220		Administration	9,731	849	3,021	1,811	15,412	N/A	15,412	220
221		Repair & Maintenance	113,075	138,410	80,988	6,772	339,245	N/A	339,245	221
222		Machinery Repair	0	5,248	1,230	0	6,478	N/A	6,478	222
223		Equipment Damaged	0	0	0	0	0	N/A	0	223
224		Fringe Benefits	N/A	N/A	N/A	46,423	46,423	N/A	46,423	224
225		Other Casualties & Insurance	N/A	N/A	N/A	45,100	45,100	N/A	45,100	225
226		Lease Rentals - Debit	N/A	N/A	191,458	N/A	191,458	N/A	191,458	226
227		Lease Rentals - (Credit)	N/A	N/A	(2,182)	N/A	(2,182)	N/A	(2,182)	227
228		Joint Facility Rent - Debit	N/A	N/A	0	N/A	0	N/A	0	228
229		Joint Facility Rent - (Credit)	N/A	N/A	0	N/A	0	N/A	0	229
230		Other Rents - Debit	N/A	N/A	893,827	N/A	893,827	N/A	893,827	230
231		Other Rents - (Credit)	N/A	N/A	(151,675)	N/A	(151,675)	N/A	(151,675)	231
232		Depreciation	N/A	N/A	N/A	117,877	117,877	N/A	117,877	232
233		Joint Facility - Debit	N/A	N/A	427	N/A	427	N/A	427	233
234		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	N/A	0	234
235		Repairs Billed Other - (Credit)	N/A	N/A	(188,525)	N/A	(188,525)	N/A	(188,525)	235
236		Dismantling Retired Property	0	0	0	0	0	N/A	0	236
237		Others	2,659	(71)	185	(913)	2,480	N/A	2,480	237
238		TOTAL FREIGHT CARS	125,465	144,434	820,774	217,870	1,308,343	N/A	1,308,343	238
		OTHER EQUIPMENT								
		REPAIR AND MAINTENANCE								
301		Administration	48	1	0	0	49	45	94	301
		Repair and Maintenance								
302		Truck, Trailers & Containers - Revenue Service	577	5,815	18,039	388	22,817	N/A	22,817	302
303		Floating Equipment - Revenue Services	0	0	0	0	0	N/A	0	303
304		Passenger & Other Revenue Equipment	808	541	351	83	1,781	10,885	12,678	304
305		Computers & Data Process Systems	0	8,018	27,290	0	35,308	701	37,009	305
306		Machinery	0	328	114	0	440	206	646	306
307		Work & Other Nonrevenue Equipment	509	1,518	24,717	0	26,742	694	27,436	307
308		Equipment Damaged	0	0	0	721	721	0	721	308
309		Fringe Benefits	N/A	N/A	N/A	701	701	3,243	3,944	309
310		Other Casualties & Insurance	N/A	N/A	N/A	593	593	10	603	310
311		Lease Rentals - Debit	N/A	N/A	34,574	N/A	34,574	1,028	35,702	311
312		Lease Rentals - (Credit)	N/A	N/A	4,552	N/A	4,552	0	4,552	312
313		Joint Facility Rent - Debit	N/A	N/A	(2,239)	N/A	(2,239)	0	(2,239)	313

410. RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

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

Line No.	Cross Check	Name of railway operating expense account	Salaries and Wages	Material, tools, supplies, fuels and lubricants	Purchased Services	General	Total Freight Expense	Passenger	Total	Line No.
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
314		Joint Facility Rent - (Credit)	N/A	N/A	(14)	N/A	(14)	0	(14)	314
315		Other Rents - Debit	N/A	N/A	72,028	N/A	72,028	0	72,028	315
316		Other Rents - (Credit)	N/A	N/A	(56)	N/A	(56)	0	(56)	316
317		Depreciation	N/A	N/A	N/A	43,363	43,363	115	43,478	317
318		Joint Facility - Debit	N/A	N/A	5,189	N/A	5,189	0	5,189	318
319		Joint Facility - (Credit)	N/A	N/A	(34)	N/A	(34)	0	(34)	319
320		Repairs Billed Other - (Credit)	N/A	N/A	(14,188)	N/A	(14,188)	0	(14,188)	320
321		Dismantling Retired Equipment	0	0	0	0	0	0	0	321
322		Other	97	88	84	15	264	0	284	322
323		TOTAL OTHER EQUIPMENT	2,037	17,385	168,518	45,862	233,802	16,837	250,739	323
324		TOTAL EQUIPMENT	288,238	342,882	1,207,150	502,774	2,320,764	21,805	2,342,369	324
TRANSPORTATION										
TRAIN OPERATIONS										
401		Administration	27,010	1,795	7,082	4,781	40,848	1,372	42,020	401
402		Engine Crews	483,330	1,285	4,189	84,085	572,889	4,809	577,698	402
403		Train Crews	499,578	302	386	359	500,623	9,814	510,237	403
404		Dispatching Trains	40,677	528	5,281	705	47,189	322	47,491	404
405		Operating Signal & Interlockers	287	(1)	0	0	296	255	551	405
406		Operating Drawbridges	0	0	0	0	0	0	0	406
407		Highway Crossing Protection	0	0	0	0	0	0	0	407
408		Train Inspection & Lubricants	83,850	21,190	3	2,158	108,998	619	107,618	408
409		Locomotive Fuel	0	780,088	0	0	780,088	5,435	785,533	409
410		Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	410
411		Servicing Locomotives	42,401	5,720	2,268	50	51,437	1,923	53,360	411
412		Freight Lost or Damaged	N/A	N/A	N/A	0	0	0	0	412
413		Clearing Wrecks	2,085	281	22,120	0	24,466	28	24,494	413
414		Fringe Benefits	N/A	N/A	N/A	373,842	373,842	5,454	379,086	414
415		Other Casualties & Insurance	N/A	N/A	N/A	158,253	158,253	5,834	164,187	415
416		Joint Facility - Debit	N/A	N/A	108,618	N/A	108,618	0	108,618	416
417		Joint Facility - (Credit)	N/A	N/A	(48,806)	N/A	(48,806)	0	(48,806)	417
418		Other	30,858	219	(247)	4,774	35,432	184	35,629	418
419		TOTAL TRAIN OPERATIONS	1,209,712	822,385	98,872	628,785	2,760,764	35,859	2,796,723	419
YARD OPERATIONS										
420		Administration	13,422	1,084	4,421	775	19,702	0	19,702	420
421		Switch Crews	252,620	4,117	8,388	13,431	278,534	820	277,354	421
422		Controlling Operations	25,015	0	0	0	25,015	369	25,414	422
423		Yard & Terminal Clerical	25,815	311	571	135	28,832	87	28,899	423
424		Operating Switches, Signals, Retarders & Humps	154	2	4	0	160	45	205	424
425		Locomotive Fuel	487	82,551	4	(1)	83,041	0	83,041	425
426		Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	426
427		Servicing Locomotives	3,524	0	0	0	3,524	0	3,524	427
428		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A	0	0	0	0	428
429		Clearing Wrecks	(2)	0	0	0	(2)	2	0	429
430		Fringe Benefits	N/A	N/A	N/A	99,760	99,760	461	100,221	430
431		Other Casualties & Insurance	N/A	N/A	N/A	35,694	35,694	0	35,694	431
432		Joint Facility - Debit	N/A	N/A	18,588	N/A	18,588	0	18,588	432
433		Joint Facility - (Credit)	N/A	N/A	(1,729)	N/A	(1,729)	0	(1,729)	433

Road Initials: UPRR Year: 1997

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410. RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

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

Line No	Cross Check	Name of railway operating expense account	Salaries and Wages	Material, tools, supplies, fuels and lubricants	Purchased Services	General	Total Freight Expense	Passenger	Total	Line No.
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
434		Other	0	0	0	0	0	0	0	434
435		TOTAL YARD OPERATION	321,035	88,065	28,223	149,794	587,117	1,794	588,911	435
501		TRAIN & YARD OPERATIONS COMMON								
		Cleaning Car Interiors	987	8	8,251	N/A	9,226	0	9,226	501
502		Adjusting & Transferring Loads	98	0	4,443	N/A	4,541	N/A	4,541	502
503		Car Loading Devices & Grain Doors	552	140	20,745	N/A	21,437	N/A	21,437	503
504		Freight Loss or Damaged - All Other	N/A	N/A	N/A	41,401	41,401	2,700	44,101	504
505		Fringe Benefits	N/A	N/A	N/A	499	499	0	499	505
506		TOTAL TRAIN & YARD OPERATIONS COMMON	1,617	148	33,439	41,800	77,104	2,700	79,804	506
507		SPECIALIZED SERVICE OPERATIONS								
		Administration	3,213	119	3,904	4,049	11,285	N/A	11,285	507
508		Picking & Delivery & Marine Line Haul	4	0	15,794	0	15,798	N/A	15,798	508
509		Loading & Unloading Local Marine	3,788	5,550	105,029	1,079	115,448	N/A	115,448	509
510		Protective Services	0	0	5	0	5	N/A	5	510
511		Freight Loss or Damaged - Solely Related	N/A	N/A	N/A	0	0	N/A	0	511
512		Fringe Benefits	N/A	N/A	N/A	2,237	2,237	N/A	2,237	512
513		Casualties & Insurance	N/A	N/A	N/A	1,675	1,675	N/A	1,675	513
514		Joint Facility - Debit	N/A	N/A	22	N/A	22	N/A	22	514
515		Joint Facility - (Credit)	N/A	N/A	(83)	N/A	(83)	N/A	(83)	515
516		Others	236	196	103	152	689	N/A	689	516
517		TOTAL SPECIALIZED SERVICES OPERATIONS	7,241	5,867	124,774	9,192	147,074	N/A	147,074	517
518		ADMINISTRATIVE SUPPORT OPERATIONS								
		Administration	85,181	8,837	14,353	4,405	110,757	822	111,579	518
519		Employees Performing Clerical & Acctg Functions	82,628	1,953	1,786	944	87,321	4,215	71,536	519
520		Communication Systems Operations	4,181	(82)	5,187	287	9,573	835	10,408	520
521		Loss & Damage Claims Process	11,953	683	1,771	1,543	15,840	27	15,967	521
522		Fringe Benefits	N/A	N/A	N/A	51,393	51,393	1,475	52,868	522
523		Casualties & Insurance	N/A	N/A	N/A	25,134	25,134	0	25,134	523
524		Joint Facility - Debit	N/A	N/A	50	N/A	50	0	50	524
525		Joint Facility - (Credit)	N/A	N/A	(4)	N/A	(4)	0	(4)	525
526		Other	2,257	24	91	385	2,737	2	2,739	526
527		TOTAL ADMINISTRATION SUPPORT OPERATIONS	166,190	9,415	23,244	84,052	282,901	7,378	290,277	527
528		TOTAL TRANSPORTATION	1,705,785	925,890	309,552	913,723	3,654,930	47,629	3,902,789	528
601		GENERAL & ADMINISTRATIVE								
		Officers General & Administration	24,845	3,805	21,939	20,382	70,751	435	71,186	601
602		Accounting, Auditing & Finance	41,978	914	9,172	4,814	56,876	448	57,324	602
603		Management Services & Data Processing	25,834	513	60,358	1,821	88,426	1,129	89,555	603
604		Marketing	39,388	702	12,824	9,758	62,470	0	62,470	604
605		Sales	0	(4)	0	0	(4)	0	(4)	605
606		Industrial Development	1,840	73	412	122	2,247	N/A	2,247	606
607		Personnel & Labor Relations	13,563	628	5,607	11,888	31,988	708	32,671	607
608		Legal & Secretarial	13,135	260	34,545	1,771	49,711	1,598	51,309	608
609		Public Relations & Advertising	(2,745)	(339)	(1,237)	913	(3,404)	86	(3,318)	609
610		Research & Development	450	40	590	45	1,125	25	1,150	610
611		Fringe Benefits	N/A	N/A	N/A	80,573	80,573	882	81,455	611
612		Casualties & Insurance	N/A	N/A	N/A	13,412	13,412	12	13,424	612
613		Write-down of Uncollectible Accounts	N/A	N/A	N/A	12,534	12,534	31	12,565	613

410. RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

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Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
614		Property Taxes	N/A	N/A	N/A	115,926	115,926	1,080	117,006	614
615		Other Taxes	N/A	N/A	N/A	65,215	65,215	0	65,215	615
616		Joint Facility - Debit	N/A	N/A	2,274	N/A	2,274	0	2,274	616
617		Joint Facility - (Credit)	N/A	N/A	(51)	N/A	(51)	0	(51)	617
618		Other	88,067	8,694	13,658	130,658	220,975	237	221,212	618
619		TOTAL GENERAL & ADMINISTRATIVE	228,053	15,490	159,791	489,888	671,022	6,668	677,690	619
620		TOTAL OPERATING EXPENSE	2,493,448	1,381,178	1,892,603	2,729,515	8,498,844	97,494	8,594,138	620

410 RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

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Line No.	Cross Check	Name of railway operating expense account	Salaries and Wages	Material, tools, supplies, fuels and lubricants	Purchased Services	General	Total Freight Expense	Passenger	Total	Line No.
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
		WAY AND STRUCTURES								
		ADMINISTRATION								
1		Track	13,477	4,773	3,603	2,317	24,170	572	24,742	1
2		Bridge & Building	4,974	720	1,392	1,681	8,767	327	9,094	2
3		Signal	7,225	2,472	6,292	(1,355)	14,634	436	15,070	3
4		Communication	2,369	85	1,044	574	4,072	132	4,204	4
5		Other	10,034	83	8,470	1,886	20,473	280	20,753	5
		REPAIR AND MAINTENANCE								
6		Roadway - Running	17,755	1,757	20,478	(1,560)	38,430	1,926	40,356	6
7		Roadway - Switching	4,428	735	5,420	(67)	10,516	0	10,516	7
8		Tunnels and Subways - Running	70	0	2,304	0	2,374	17	2,391	8
9		Tunnels and Subways - Switching	18	0	641	0	659	0	659	9
10		Bridges - Culverts - Running	14,943	3,356	14	4,353	22,666	295	22,961	10
11		Bridges - Culverts - Switching	3,722	868	133	1,096	5,819	0	5,819	11
12		Ties - Running	9,037	4,882	614	1,134	15,667	497	16,164	12
13		Ties - Switching	2,357	1,366	155	292	4,170	0	4,170	13
14		Rail & Other Track Material - Running	79,918	20,812	5,753	5,173	111,656	2,485	114,141	14
15		Rail & Other Track Material - Switching	20,477	6,462	1,609	1,352	29,900	7	29,907	15
16		Ballast - Running	479	(837)	(14)	21	(351)	35	(316)	16
17		Ballast - Switching	128	(136)	(4)	5	(7)	0	(7)	17
18		Road Property Damaged - Running	1,320	59	147	24	1,550	32	1,582	18
19		Road Property Damaged - Switching	334	13	37	6	390	3	393	19
20		Road Property Damaged - Other	130	6	14	2	152	0	152	20
21		Signal & Interlockers-Running	31,395	13,494	5,421	2,530	52,840	3,380	56,220	21
22		Signal & Interlockers-Switching	8,271	3,543	1,582	689	14,085	0	14,085	22
23		Communications Systems	19,440	9,545	3,390	1,355	33,730	121	33,851	23
24		Power Systems	1,087	0	0	0	1,087	175	1,262	24
25		Highway Grade Crossing - Running	14,969	171	897	0	16,037	570	16,607	25
26		Highway Grade Crossing - Switching	0	0	0	0	0	0	0	26
27		Station & Office Buildings	6,870	9,652	18,167	9,471	44,160	1,826	45,986	27
28		Shop Building - Locomotives	8,193	0	0	0	8,193	279	8,472	28
29		Shop Buildings - Freight Cars	416	0	0	0	416	N/A	416	29
30		Shop Buildings - Other Equipment	0	18	0	0	18	0	18	30
101		Locomotive Servicing Facilities	466	1,002	5,634	144	7,246	99	7,345	101
102		Miscellaneous Buildings & Structures	4,791	783	122	28	5,724	709	6,433	102
103		Coal Terminals	0	0	0	0	0	0	0	103
104		Ore Terminals	273	60	120	235	688	0	688	104
105		Other Marine Terminals	0	0	0	0	0	0	0	105
106		TOFC/COFC-Terminals	0	0	10,792	0	10,792	0	10,792	106
107		Motor Vehicle Loading & 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	3,135	9,358	(887)	273	11,879	1,283	13,162	109
110		Small Tools and Supplies	0	0	0	0	0	0	0	110
111		Snow Removal	670	1,826	742	0	3,238	411	3,649	111
112		Fringe Benefits - Running	N/A	N/A	N/A	70,697	70,697	2,842	73,539	112
113		Fringe Benefits - Switching	N/A	N/A	N/A	14,896	14,896	187	15,083	113
114		Fringe Benefits - Other	N/A	N/A	N/A	23,412	23,412	360	23,772	114

410 RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

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

Line No	Cross Check	Name of railway operating expense account	Salaries and Wages	Material, tools, supplies, fuels and lubricants	Purchased Services	General	Total Freight Expense	Passenger	Total	Line No
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
115		Casualties & Insurance - Running	N/A	N/A	N/A	31,661	31,661	35	31,696	115
116		Casualties & Insurance - Switching	N/A	N/A	N/A	7,428	7,428	0	7,428	116
117		Casualties & Insurance - Other	N/A	N/A	N/A	16,669	16,669	0	16,669	117
118		Lease Rentals - Debit - Running	N/A	N/A	2,392	N/A	2,392	0	2,392	118
119		Lease Rentals - Debit - Switching	N/A	N/A	0	N/A	0	0	0	119
120		Lease Rentals - Debit - Other	N/A	N/A	18,405	N/A	18,405	457	18,862	120
121		Lease Rentals - (Credit) - Running	N/A	N/A	0	N/A	0	0	0	121
122		Lease Rentals - (Credit) - Switching	N/A	N/A	0	N/A	0	0	0	122
123		Lease Rentals - (Credit) - Other	N/A	N/A	0	N/A	0	0	0	123
124		Joint Facility Rent - Debit - Running	N/A	N/A	25,852	N/A	25,852	0	25,852	124
125		Joint Facility Rent - Debit - Switching	N/A	N/A	244	N/A	244	0	244	125
126		Joint Facility Rent - Debit - Other	N/A	N/A	249	N/A	249	0	249	126
127		Joint Facility Rent - (Credit) - Running	N/A	N/A	(13,623)	N/A	(13,623)	0	(13,623)	127
128		Joint Facility Rent - (Credit) - Switching	N/A	N/A	(96)	N/A	(96)	0	(96)	128
129		Joint Facility Rent - (Credit) - Other	N/A	N/A	(42)	N/A	(42)	0	(42)	129
130		Other Rents - Debit - Running	N/A	N/A	(5)	N/A	(5)	27	22	130
131		Other Rents - Debit - Switching	N/A	N/A	0	N/A	0	0	0	131
132		Other Rents - Debit - Other	N/A	N/A	22	N/A	22	0	22	132
133		Other Rents - (Credit) - Running	N/A	N/A	0	N/A	0	0	0	133
134		Other Rents - (Credit) - Switching	N/A	N/A	0	N/A	0	0	0	134
135		Other Rents - (Credit) - Other	N/A	N/A	0	N/A	0	0	0	135
136		Depreciation - Running	N/A	N/A	N/A	491,754	491,754	1,498	493,252	136
137		Depreciation - Switching	N/A	N/A	N/A	109,263	109,263	0	109,263	137
138		Depreciation - Other	N/A	N/A	N/A	45,274	45,274	0	45,274	138
139		Joint Facility - Debit - Running	N/A	N/A	97,505	N/A	97,505	85	97,590	139
140		Joint Facility - Debit - Switching	N/A	N/A	13,449	N/A	13,449	0	13,449	140
141		Joint Facility - Debit - Other	N/A	N/A	1,538	N/A	1,538	0	1,538	141
142		Joint Facility - (Credit) - Running	N/A	N/A	(34,073)	N/A	(34,073)	0	(34,073)	142
143		Joint Facility - (Credit) - Switching	N/A	N/A	(42)	N/A	(42)	0	(42)	143
144		Joint Facility - (Credit) - Other	N/A	N/A	(31)	N/A	(31)	0	(31)	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	(41)	512	471	0	471	148
149		Other - Switching	0	0	0	0	0	0	0	149
150		Other - Other	190	278	216	105	789	4	793	150
151		TOTAL WAY & STRUCTURE	293,361	97,206	216,001	843,330	1,449,898	21,392	1,471,290	151
EQUIPMENT										
LOCOMOTIVES										
201		Administration	6,672	(6,713)	7,987	1,532	9,478	247	9,725	201
202		Repair & Maintenance	133,800	183,954	56,761	3,716	378,231	3,263	381,494	202
203		Machinery Repair	0	3,527	698	0	4,225	0	4,225	203
204		Equipment Damaged	152	(4)	0	0	148	0	148	204
205		Fringe Benefits	N/A	N/A	N/A	51,767	51,767	1,144	52,911	205
206		Other Casualties and Insurance	N/A	N/A	N/A	23,463	23,463	7	23,470	206
207		Lease Rentals - Debit	N/A	N/A	125,059	N/A	125,059	0	125,059	207
208		Lease Rentals - (Credit)	N/A	N/A	(2,702)	N/A	(2,702)	0	(2,702)	208

410 RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

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Line No	Cross Check	Name of railway operating expense account	Salaries and Wages	Material, tools, supplies, fuels and lubricants	Purchased Services	General	Total Freight Expense	Passenger	Total	Line No
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
209		Joint Facility Rent - Debit	N/A	N/A	58	N/A	58	0	58	209
210		Joint Facility Rent - (Credit)	N/A	N/A	0	N/A	0	0	0	210
211		Other Rents - Debit	N/A	N/A	951	N/A	951	0	951	211
212		Other Rents - (Credit)	N/A	N/A	(114)	N/A	(114)	0	(114)	212
213		Depreciation	N/A	N/A	N/A	159,450	159,450	22	159,472	213
214		Joint Facility - Debit	N/A	N/A	205	N/A	205	0	205	214
215		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	0	0	215
216		Repairs Billed to Others - (Credit)	N/A	N/A	0	N/A	0	0	0	216
217		Dismantling Retired Property	0	0	0	0	0	0	0	217
218		Other	113	9	4,707	(686)	4,143	(15)	4,128	218
219		TOTAL LOCOMOTIVES	140,737	180,773	193,610	239,242	754,362	4,668	759,030	219
		FREIGHT CARS								
220		Administration	9,731	849	3,021	1,811	15,412	N/A	15,412	220
221		Repair & Maintenance	113,075	138,410	80,988	6,772	339,245	N/A	339,245	221
222		Machinery Repair	0	5,246	1,230	0	6,476	N/A	6,476	222
223		Equipment Damaged	0	0	0	0	0	N/A	0	223
224		Fringe Benefits	N/A	N/A	N/A	46,423	46,423	N/A	46,423	224
225		Other Casualties & Insurance	N/A	N/A	N/A	45,100	45,100	N/A	45,100	225
226		Lease Rentals - Debit	N/A	N/A	191,458	N/A	191,458	N/A	191,458	226
227		Lease Rentals - (Credit)	N/A	N/A	(2,162)	N/A	(2,162)	N/A	(2,162)	227
228		Joint Facility Rent - Debit	N/A	N/A	0	N/A	0	N/A	0	228
229		Joint Facility Rent - (Credit)	N/A	N/A	0	N/A	0	N/A	0	229
230		Other Rents - Debit	N/A	N/A	893,827	N/A	893,827	N/A	893,827	230
231		Other Rents - (Credit)	N/A	N/A	(151,675)	N/A	(151,675)	N/A	(151,675)	231
232		Depreciation	N/A	N/A	N/A	117,877	117,877	N/A	117,877	232
233		Joint Facility - Debit	N/A	N/A	427	N/A	427	N/A	427	233
234		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	N/A	0	234
235		Repairs Billed Other - (Credit)	N/A	N/A	(196,525)	N/A	(196,525)	N/A	(196,525)	235
236		Dismantling Retired Property	0	0	0	0	0	N/A	0	236
237		Others	2,659	(71)	185	(313)	2,460	N/A	2,460	237
238		TOTAL FREIGHT CARS	125,465	144,434	820,774	217,670	1,308,343	N/A	1,308,343	238
		OTHER EQUIPMENT								
		REPAIR AND MAINTENANCE								
301		Administration	48	1	0	0	49	45	94	301
		Repair and Maintenance								
302		Track, Trailers & Containers - Revenue Service	577	5,915	16,039	386	22,917	N/A	22,917	302
303		Floating Equipment - Revenue Services	0	0	0	0	0	N/A	0	303
304		Passenger & Other Revenue Equipment	806	541	351	83	1,781	10,895	12,676	304
305		Computers & Data Process Systems	0	9,018	27,290	0	36,308	701	37,009	305
306		Machinery	0	326	114	0	440	206	646	306
307		Work & Other Nonrevenue Equipment	509	1,516	24,717	0	26,742	694	27,436	307
308		Equipment Damaged	0	0	0	721	721	0	721	308
309		Fringe Benefits	N/A	N/A	N/A	701	701	3,243	3,944	309
310		Other Casualties & Insurance	N/A	N/A	N/A	593	593	10	603	310
311		Lease Rentals - Debit	N/A	N/A	58,931	N/A	58,931	1,028	59,959	311
312		Lease Rentals - (Credit)	N/A	N/A	4,552	N/A	4,552	0	4,552	312
313		Joint Facility Rent - Debit	N/A	N/A	(2,236)	N/A	(2,236)	0	(2,236)	313

410 RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

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Line No	Cross Check	Name of railway operating expense account	Salaries and Wages	Material, tools, supplies, fuels and lubricants	Purchased Services	General	Total Freight Expense	Passenger	Total	Line No
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
314		Joint Facility Rent - (Credit)	N/A	N/A	(14)	N/A	(14)	0	(14)	314
315		Other Rents - Debit	N/A	N/A	72,026	N/A	72,026	0	72,026	315
316		Other Rents - (Credit)	N/A	N/A	(56)	N/A	(56)	0	(56)	316
317		Depreciation	N/A	N/A	N/A	43,363	43,363	115	43,478	317
318		Joint Facility - Debit	N/A	N/A	5,199	N/A	5,199	0	5,199	318
319		Joint Facility - (Credit)	N/A	N/A	(34)	N/A	(34)	0	(34)	319
320		Repairs Billed Other - (Credit)	N/A	N/A	(14,188)	N/A	(14,188)	0	(14,188)	320
321		Dismantling Retired Equipment	0	0	0	0	0	0	0	321
322		Other	97	68	84	15	264	0	264	322
323		TOTAL OTHER EQUIPMENT	2,037	17,385	192,775	45,862	258,059	16,937	274,996	323
324		TOTAL EQUIPMENT	268,239	342,592	1,207,159	502,774	2,320,764	21,605	2,342,369	324
TRANSPORTATION										
TRAIN OPERATIONS										
401		Administration	27,010	1,795	7,082	4,761	40,648	1,372	42,020	401
402		Engine Crews	483,330	1,285	4,189	84,085	572,889	4,809	577,698	402
403		Train Crews	499,576	302	386	359	500,623	9,614	510,237	403
404		Dispatching Trains	39,794	525	3,762	577	44,658	256	44,914	404
405		Operating Signal & Interlockers	297	(1)	0	0	296	255	551	405
406		Operating Drawbridges	0	0	0	0	0	0	0	406
407		Highway Crossing Protection	0	0	0	0	0	0	0	407
408		Train Inspection & Lubricants	83,650	21,190	3	2,156	106,999	619	107,618	408
409		Locomotive Fuel	0	790,098	0	0	790,098	5,435	795,533	409
410		Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	410
411		Servicing Locomotives	42,401	6,720	2,266	50	51,437	1,923	53,360	411
412		Freight Lost or Damaged	N/A	N/A	N/A	0	0	0	0	412
413		Clearing Wrecks	2,085	261	22,120	0	24,466	28	24,494	413
414		Fringe Benefits	N/A	N/A	N/A	357,003	357,003	5,454	362,457	414
415		Other Casualties & Insurance	N/A	N/A	N/A	158,253	158,253	5,934	164,187	415
416		Joint Facility - Debit	N/A	N/A	108,618	N/A	108,618	0	108,618	416
417		Joint Facility - (Credit)	N/A	N/A	(49,806)	N/A	(49,806)	0	(49,806)	417
418		Other	30,686	219	(247)	4,774	35,432	194	35,626	418
419		TOTAL TRAIN OPERATIONS	1,208,829	822,394	98,373	612,018	2,741,614	35,893	2,777,507	419
YARD OPERATIONS										
420		Administration	13,422	1,084	4,421	775	19,702	0	19,702	420
421		Switch Crews	252,620	4,117	6,366	13,431	276,534	820	277,354	421
422		Controlling Operations	25,015	0	0	0	25,015	399	25,414	422
423		Yard & Terminal Clerical	25,815	311	571	135	26,832	67	26,899	423
424		Operating Switches, Signals, Retarders & Humps	154	2	4	0	160	45	205	424
425		Locomotive Fuel	487	82,551	4	(1)	83,041	0	83,041	425
426		Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	426
427		Servicing Locomotives	3,524	0	0	0	3,524	0	3,524	427
428		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A	0	0	0	0	428
429		Clearing Wrecks	(2)	0	0	0	(2)	2	0	429
430		Fringe Benefits	N/A	N/A	N/A	99,760	99,760	461	100,221	430
431		Other Casualties & Insurance	N/A	N/A	N/A	35,694	35,694	0	35,694	431
432		Joint Facility - Debit	N/A	N/A	18,586	N/A	18,586	0	18,586	432
433		Joint Facility - (Credit)	N/A	N/A	(1,729)	N/A	(1,729)	0	(1,729)	433

410 RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

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Line No	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
434		Other	0	0	0	0	0	0	0	434
435		TOTAL YARD OPERATION	321,035	88,065	28,223	149,794	587,117	1,794	588,911	435
501		TRAIN & YARD OPERATIONS COMMON								
		Cleaning Car Interiors	967	8	8,251	N/A	9,226	0	9,226	501
502		Adjusting & Transferring Loads	98	0	4,443	N/A	4,541	N/A	4,541	502
503		Car Loading Devices & Grain Doors	552	140	20,745	N/A	21,437	N/A	21,437	503
504		Freight Loss or Damaged - All Other	N/A	N/A	N/A	37,882	37,882	2,700	40,582	504
505		Fringe Benefits	N/A	N/A	N/A	15,324	15,324	0	15,324	505
506		TOTAL TRAIN & YARD OPERATIONS COMMON	1,617	148	33,439	53,206	88,410	2,700	91,110	506
507		SPECIALIZED SERVICE OPERATIONS								
		Administration	3,213	119	3,904	4,049	11,285	N/A	11,285	507
508		Picking & Delivery & Marine Line Haul	4	0	15,794	0	15,798	N/A	15,798	508
509		Loading & Unloading Local Marine	3,788	5,550	105,029	1,079	115,446	N/A	115,446	509
510		Protective Services	0	0	5	0	5	N/A	5	510
511		Freight Loss or Damaged - Solely Related	N/A	N/A	N/A	3,519	3,519	N/A	3,519	511
512		Fringe Benefits	N/A	N/A	N/A	9,463	9,463	N/A	9,463	512
513		Casualties & Insurance	N/A	N/A	N/A	1,675	1,675	N/A	1,675	513
514		Joint Facility - Debit	N/A	N/A	22	N/A	22	N/A	22	514
515		Joint Facility - (Credit)	N/A	N/A	(83)	N/A	(83)	N/A	(83)	515
516		Others	236	198	103	152	689	N/A	689	516
517		TOTAL SPECIALIZED SERVICES OPERATIONS	7,241	5,867	124,774	19,937	157,819	N/A	157,819	517
518		ADMINISTRATIVE SUPPORT OPERATIONS								
		Administration	104,002	8,094	21,862	6,413	140,371	822	141,193	518
519		Employees Performing Clerical & Acctg Functions	62,628	1,953	1,796	944	67,321	4,215	71,536	519
520		Communication Systems Operations	4,181	(62)	5,187	267	9,573	835	10,408	520
521		Loss & Damage Claims Process	11,963	663	1,771	1,543	15,940	27	15,967	521
522		Fringe Benefits	N/A	N/A	N/A	51,393	51,393	1,475	52,868	522
523		Casualties & Insurance	N/A	N/A	N/A	25,134	25,134	0	25,134	523
524		Joint Facility - Debit	N/A	N/A	50	N/A	50	0	50	524
525		Joint Facility - (Credit)	N/A	N/A	(4)	N/A	(4)	0	(4)	525
526		Other	2,257	24	91	365	2,737	2	2,739	526
527		TOTAL ADMINISTRATION SUPPORT OPERATIONS	185,031	10,672	30,753	86,059	312,515	7,376	319,891	527
528		TOTAL TRANSPORTATION	1,723,753	927,146	315,562	921,014	3,887,475	47,763	3,935,238	528
601		GENERAL & ADMINISTRATIVE								
		Officers General & Administration	23,996	3,802	21,818	20,283	69,899	435	70,334	601
602		Accounting, Auditing & Finance	41,976	914	9,172	4,814	56,876	448	57,324	602
603		Management Services & Data Processing	25,055	512	58,989	1,472	86,028	1,129	87,157	603
604		Marketing	39,388	702	12,624	9,756	62,470	0	62,470	604
605		Sales	0	(4)	0	0	(4)	0	(4)	605
606		Industrial Development	1,640	73	412	122	2,247	N/A	2,247	606
607		Personnel & Labor Relations	13,563	828	5,607	11,968	31,966	705	32,671	607
608		Legal & Secretarial	13,135	260	34,545	1,771	49,711	1,598	51,309	608
609		Public Relations & Advertising	(2,745)	(335)	(1,237)	913	(3,404)	86	(3,318)	609
610		Research & Development	1,333	41	2,089	173	3,636	91	3,727	610
611		Fringe Benefits	N/A	N/A	N/A	75,161	75,161	882	76,043	611
612		Casualties & Insurance	N/A	N/A	N/A	13,412	13,412	12	13,424	612
613		Write-down of Uncollectible Accounts	N/A	N/A	N/A	12,534	12,534	31	12,565	613

410 RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

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

Line No	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No
614		Property Taxes	N/A	N/A	N/A	115,926	115,926	1,080	117,006	614
615		Other Taxes	N/A	N/A	N/A	65,215	65,215	0	65,215	615
616		Joint Facility - Debit	N/A	N/A	2,274	N/A	2,274	0	2,274	616
617		Joint Facility - (Credit)	N/A	N/A	(51)	N/A	(51)	0	(51)	617
618		Other	56,087	34,755	9,915	93,854	194,611	237	194,848	618
619		TOTAL GENERAL & ADMINISTRATIVE	213,428	41,548	156,157	427,374	838,507	6,734	845,241	619
620		TOTAL OPERATING EXPENSE	2,498,781	1,408,492	1,894,879	2,894,492	8,496,644	97,494	8,594,138	620

NOTES AND REMARKS

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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 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 for all categories of depreciable leased property. Use Schedule 352B of this report to obtain 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	N/A			1
2		3	Grading	26,158			2
3		4	Other right-of-way expenditures	1,246			3
4		5	Tunnels and subways	4,902			4
5		6	Bridges, trestles and culverts	28,468			5
6		7	Elevated structures	0			6
7		8	Ties	124,805			7
8		9	Rail and other track material	310,541			8
9		11	Ballast	47,470			9
10		13	Fences, snowsheds and signs	765			10
11		16	Station and office buildings	15,848			11
12		17	Roadway buildings	1,241			12
13		18	Water stations	297			13
14		19	Fuel stations	2,801			14
15		20	Shops and enginehouses	3,388			15
16		22	Storage warehouses	0			16
17		23	Wharves and docks	20			17
18		24	Coal and ore wharves	108			18
19		25	TOFC/COFC terminals	11,187			19
20		26	Communications systems	7,172			20
21		27	Signals and interlockers	24,465			21
22		29	Power plants	44			22
23		31	Power transmission systems	785			23
24		35	Miscellaneous structures	255			24
25		37	Roadway machines	24,076			25
26		39	Public improvements; construction	9,967			26
27		45	Power plant machines	282			27
28			Other lease/rentals		20,814	N/A	28
29			TOTAL	\$646,291	\$20,814		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 with the carrier's own 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 Schedules 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 Board 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		Box - Plain 50 Foot and Longer		1,755	5,765	23,251	6,313	27,188	2
3		Box - Equipped		9,948	18,440	54	28,859	92,029	3
4		Gondola - Plain		428	629	3,925	3,087	7,095	4
5		Gondola - Equipped		4,879	9,112	14	11,156	35,095	5
6		Hopper - Covered		8,476	22,763	86,657	12,299	47,451	6
7		Hopper - Open Top - General Service		5,906	5,944	114	9,776	13,095	7
8		Hopper - Open Top - Special Service		264	621	217	844	2,569	8
9		Refrigerator - Mechanical		948	336	96	1,846	3,114	9
10		Refrigerator - Non-Mechanical		2,405	3,927	14,465	3,394	9,843	10
11		Flat - TOFC/COFC		2,966	7,143	112,320	10,366	36,625	11
12		Flat - Multi-Level		3,891	1,920	82,022	4,116	13,856	12
13		Flat - General Service		133	109	249	436	781	13
14		Flat - Other		1,791	4,222	29,114	5,703	22,107	14
15		Tank - Under 22,000 Gallons		1	2	32,372	5	32	15
16		Tank - 22,000 Gallons and Over		6	18	48,426	11	78	16
17		All Other Freight Cars		1	272	199	76	295	17
18		Auto Racks		0	26,654	0	0	50,792	18
19		TOTAL FREIGHT TRAIN CARS	0	43,798	107,877	433,495	98,287	362,045	19
20		OTHER FREIGHT-CARRYING EQUIPMENT							20
21		Refrigerated Trailers							21
22		Other Trailers			56	17,289		54,737	22
23		Refrigerated Containers							23
24	*	Other Containers							24
		TOTAL TRAILERS AND CONTAINERS			56	17,289		54,737	24
25		GRAND TOTAL (Lines 19 and 24)	0	43,798	107,933	450,784	98,287	416,782	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	Types of equipment (a)	Repairs (net expenses) (b)	Depreciation		Amortization adjustment net during year (e)	Line No.
				Owned (c)	Capital lease (d)		
1		LOCOMOTIVES					
2		Diesel Locomotive - Yard	36,113	3,712	0		1
3		Diesel Locomotive - Road	342,118	112,508	40,363		2
4		Other Locomotive - Yard					3
5		Other Locomotive - Road					4
5	*	TOTAL LOCOMOTIVES	378,231	116,220	40,363		5
6		FREIGHT TRAIN CARS					
7		Box - Plain-40 Ft	7	(184)	0		6
8		Box - Plain-50 Ft & Longer	4,464	4,683	5		7
9		Box - Equipped	17,401	16,424	2,603		8
10		Gondola - Plain	5,440	6,331	53		9
11		Gondola - Equipped	12,160	2,501	698		10
12		Hopper - Covered	31,397	18,314	1,943		11
13		Hopper - Open Top Gen Svc	7,327	16,403	3,431		12
14		Hopper - Open Top Spec Svc	1,051	1,760	2,026		13
15		Refrigerator - Mechanical	4,779	3,068	0		14
16		Refrig - Non-mechanical	3,775	3,724	1,863		15
17		Flat - TOFC/COFC	543	202	867		16
18		Flat - Multi-level	0	1,532	0		17
19		Flat - General Service	151	551	0		18
20		Flat - Other	1,747	3,511	0		19
21		All Other Freight Cars	1,237	555	0		20
22		Cabooses	84	1,031	0		21
23		Auto Racks	51,157	19,764	1,252		22
24		Misc. Accessories	0	942	0		23
24	*	TOTAL FREIGHT TRAIN CARS	142,720	101,112	14,741	0	24
25		OTHER EQUIPMENT-REVENUE FREIGHT					
26		Refrigerated Trailers					25
27		Other Trailers (A)	22,917	454			26
28		Refrigerated Containers					27
29		Other Containers					28
30		Bogies					29
31		Chassis					30
32		Other Highway Equip (Frt)					31
32	*	TOTAL HIGHWAY EQUIPMENT	22,917	454	0	0	32
33		FLOATING EQUIP-REVENUE SERVICE					
34		Marine Line-Haul					33
35		Local Marine					34
35	*	TOTAL FLOATING EQUIPMENT	0	0	0	0	35
36		OTHER EQUIPMENT					
37	*	Pass and Other Revenue Equip (Frt Portion)	1,781	16			36
38	*	Comp Sys & Word Proc. Equip.	36,308	31,742	0		37
39	*	Machinery - Locomotives (1)	4,225	2,867			38
40	*	Machinery - Freight Cars (2)	6,476	2,024			39
41	*	Machinery - Other Equipment (3)	440	394			40
42	*	Work and Non-revenue Equip	26,742	10,558	199		41
42		TOTAL OTHER EQUIPMENT	75,972	47,601	199	0	42
43		TOTAL ALL EQUIPMENT (Frt Portion)	\$619,840	\$265,387	\$55,303	\$0	43

- (1) Data reported on line 38, column (b) is the amount reported in Schedule 410, column (f), line 203 reduced by the allocated portion of line 216.
 (2) Data reported on line 39, column (b) is the amount reported in Schedule 410, column (f), line 222, reduced by the allocable portion of line 235.
 (3) Data reported on line 40, column (b) is the amount reported in Schedule 410, column (f), lines 302 through 306, reduced by the allocable portion of line 320

415 SUPPORTING SCHEDULE – EQUIPMENT - (Concluded)
(Dollars in Thousands)

Line No.	Cross Check	Lease and rentals (net) (f)	Investment base as of 12/31		Accumulated depreciation as of 12/31		Line No.	
			Owned (g)	Capitalized lease (h)	Owned (i)	Capitalized lease (j)		
1		3,008	502,902	0	44,526	0	1	
2		120,186	2,784,940	868,902	996,814	181,042	2	
3							3	
4							4	
5	*	123,194	3,287,842	868,902	1,041,340	181,042	5	
6		15,323	487	0	403	0	6	
7		7,529	119,209	95	116,768	96	7	
8		7,600	284,028	58,177	59,188	10,415	8	
9		24,924	188,479	1,934	76,504	970	9	
10		6,781	86,771	12,774	20,768	4,869	10	
11		75,023	467,262	48,713	202,470	15,941	11	
12		22,972	273,883	39,776	147,367	3,135	12	
13		0	46,262	47,852	11,241	11,034	13	
14		2,123	74,587	0	35,921	0	14	
15		0	85,284	40,652	35,509	7,485	15	
16		0	2,962	16,185	(1,422)	3,280	16	
17		624	41,696	0	26,179	0	17	
18		4,152	15,805	0	9,093	0	18	
19		0	107,224	0	42,013	0	19	
20		16,971	4,651	0	2,924	0	20	
21		20	8,296	0	6,812	0	21	
22		4,721	324,521	22,634	112,857	22,654	22	
23		533	25,110	100	2,635	100	23	
24	*	189,296	2,156,517	288,892	0	907,230	79,979	24
25							25	
26		36,491	4,560		(2,711)		26	
27							27	
28							28	
29							29	
30							30	
31							31	
32	*	36,491	4,560	0	(2,711)	0	32	
33							33	
34							34	
35	*	0	0	0	0	0	35	
36	*		104		(5)		36	
37	*	25,211	281,426		83,374	0	37	
38	*		140,637		38,818	0	38	
39	*		0		0		39	
40	*		0		0		40	
41	*	1,781	160,648	1,138	43,513	587	41	
42		26,992	582,815	1,138	165,700	587	42	
43		\$375,973	\$6,031,734	\$1,158,932	\$2,111,559	\$261,608	43	

- (1) Data reported on line 38, column (b) is the amount reported in Schedule 410, column (f), line 203 reduced by the allocated portion of line 216.
 (2) Data reported on line 39, column (b) is the amount reported in Schedule 410, column (f), line 222, reduced by the allocable portion of line 235.
 (3) Data reported on line 40, column (b) is the amount reported in Schedule 410, column (f), lines 302 through 306, reduced by the allocable portion of line 320.

416. SUPPORTING SCHEDULE - ROAD
(Dollars In Thousands)

Line No.	Density Category (Class) (a)	Account No (b)	Owned and Used			Improvements to Leased Property			Capitalized Leases			TOTAL		Line No.
			Investment Base (c)	Accumulated Depreciation (d)	Depr. rate % (e)	Investment Base (f)	Accumulated Depreciation (g)	Depr. rate % (h)	Investment Base (i)	Current Year Amortization (j)	Accumulated Amortization (k)	Investment Base (l)	Accumulated Depreciation & Amortization (m)	
1	I	3	1,062,463	47,310	1.11							1,062,463	47,310	1
2		8	1,321,688	169,357	4.09							1,321,688	169,357	2
3		9	3,221,790	710,033	5.63							3,221,790	710,033	3
4		11	587,597	65,986	2.56							587,597	65,986	4
5	SUB-TOTAL		6,193,538	992,686								6,193,538	992,686	5
6	II	3	581,522	26,150	1.11							581,522	26,150	6
7		8	786,926	137,898	4.09							786,926	137,898	7
8		9	1,763,393	392,470	2.85							1,763,393	392,470	8
9		11	330,745	48,282	2.56							330,745	48,282	9
10	SUB-TOTAL		3,462,586	604,800					0	0	0	3,462,586	604,800	10
11	III	3	7,339	N/A	N/A		N/A	N/A		N/A	N/A	7,339	N/A	11
12		8	64,408	N/A	N/A		N/A	N/A		N/A	N/A	64,408	N/A	12
13		9	98,517	N/A	N/A		N/A	N/A		N/A	N/A	98,517	N/A	13
14		11	30,278	N/A	N/A		N/A	N/A		N/A	N/A	30,278	N/A	14
15	SUB-TOTAL		200,542	N/A	N/A		N/A	N/A		N/A	N/A	200,542	N/A	15
16	IV	3	376,258	18,362	1.11							376,258	18,362	16
17		8	475,347	97,485	4.09							475,347	97,485	17
18		9	1,140,954	275,577	3.15							1,140,954	275,577	18
19		11	173,382	28,791	2.56							173,382	28,791	19
20	SUB-TOTAL		2,165,941	420,215					0	0	0	2,165,941	420,215	20
21	V	3	20,437	1,561	1.11							20,437	1,561	21
22		8	24,989	6,283	4.09							24,989	6,283	22
23		9	61,973	23,425	2.53							61,973	23,425	23
24		11	11,949	1,984	2.56							11,949	1,984	24
25	SUB-TOTAL		119,348	33,253								119,348	33,253	25
26	GRAND TOTAL	N/A	12,141,955	2,050,954	N/A				0	0	0	12,141,955	2,050,954	26

Notes:

- (1) Columns (c) + (f) + (i) = Column (l)
- (2) Columns (d) + (g) + (k) = Column (m)
- (3) 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.

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 service, 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	9,965					227	1,093		11,285	1
2	*	Pick up and delivery, marine line haul	15,798					0	N/A		15,798	2
3	*	Loading and unloading and local marine	96,223					19,223	N/A		115,446	3
4	*	Protective services, total debit and credits	0					0	5		5	4
5	*	Freight lost or damaged-solely related	2,862					446	211		3,519	5
6	*	Fringe benefits	7,034					417	2,012		9,463	6
7	*	Casualty and insurance	1,482					37	176		1,675	7
8	*	Joint facility - Debit	22					0	0		22	8
9	*	Joint facility - Credit	(17)					(66)	0		(83)	9
10	*	Other	689					0	0		689	10
11	*	TOTAL	134,038					20,284	3,497		157,819	11

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. Report on line 4, column (b), the expenses related to heating and refrigeration of TOFC/COFC trailers and containers (total debits and credits). The expenses on line 4, column (h), relate to refrigerator cars only.
- 8 Report in column (i) total expenses incurred in performing rail substitute service, other highway revenue service, LCL terminal operations, warehouse operations, freight car transloading, 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)	One 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	9,946			19		227	1,093		11,285	1
2	*	Pick up and delivery, marine line haul	15,798					0	N/A		15,798	2
3	*	Loading and unloading and local marine	98,208			15		19,223	N/A		115,440	3
4	*	Protective services, total debit and credits	0					0	5		5	4
5	*	Freight lost or damaged-solely related	2,882					448	211		3,519	5
6	*	Fringe benefits	7,014			20		417	2,012		9,463	6
7	*	Casualty and Insurance	1,462					37	178		1,675	7
8	*	Joint facility - Debit	22					0	0		22	8
9	*	Joint facility - Credit	(17)					(66)	0		(83)	9
10	*	Other	889					0	0		889	10
11	*	TOTAL	133,884			64		20,284	3,497		157,819	11

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** TOTAL PAGE.002 **

SCHEDULE 418

Instructions.

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				
26 Communication Systems	\$179,123	\$918	\$131	\$830
37 Roadway Machines	313,574	1,313	0	1,313
44 Shop Machinery	0	0	0	0
52 Locomotives	4,156,743	868,902	40,363	181,042
53 Freight-Train Cars	2,445,410	288,892	14,741	79,980
57 Work Equipment	134,032	900	199	348
58 Miscellaneous Equipment	27,754	239	0	239
59 Computer Systems And Word Processing Equipment	0	0	0	0
TOTAL	\$7,256,636	\$1,161,164	\$55,434	\$263,752

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	174,622	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax and Surtax	(1,166)	2
3		Excess Profits	-	3
4	*	Total - Income Taxes L 2 + 3	(1,166)	4
5		Railroad Retirement	541,067	5
6		Hospital Insurance	41,924	6
7		Supplemental Annuities	33,217	7
8		Unemployment Insurance	3,821	8
9		All Other United States Taxes	(800)	9
10		Total - U.S. Government Taxes	618,063	10
11		Total - Railway Taxes	792,685	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 changes 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.	6,874,849	134,665		7,009,514	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.				0	4
5	Other (Specify)					5
6	SP Merger Reserves	(352,870)	118,189		(234,681)	6
7	Retirement Benefits	(236,166)	(18,940)		(255,106)	7
8	Long-Term Liabilities	(208,321)	39,122		(169,199)	8
9	Other Miscellaneous Items	(20,720)	30,790		10,070	9
10	Deferred State Income Taxes	797,928	31,749		829,677	10
11	Tax Loss Carryforwards	(528,192)			(528,192)	11
12	Alternative Minimum Tax Credit Carryforwards	(2,768)			(2,768)	12
13						13
14						14
15						15
16						16
17						17
18	Investment tax credit*	-			-	18
19	TOTALS	6,323,740	335,575	0	6,659,315	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.	
If deferral method for investment tax credit was elected:	
(1) Indicate amount of credit utilized as a reduction of tax liability for current year.	
(2) Deduct amount of current year's credit applied to reduction of tax liability but deferred for accounting purposes.	
(3) Balance of current year's credit used to reduce current year's tax accrual.	
(4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual.	
(5) Total decrease in current year's tax accrual resulting from use of investment tax credits.	
2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made.	1,509,120

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		101,511	19
20		Fibre Optics Income		21,884	20
21		Other - No item comprises 10% of NI (net)		29,167	21
22		TOTAL		152,562	22
23					23
24	551	Loss on Sale of Receivables	41,565		24
25		Environmental Costs	17,045		25
26		Other - No item comprises 10% of NI (net)	32,363		26
27		TOTAL	90,973		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	16,634	Sole	11
12	Railroad Company	container and 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. (a)	Title (b)	Source (c)	Balance at Close of Year (d)	Line No.
1	751	Loans and Notes Payable	Sch. 200, L. 30	-	1
2	764	Equip. Obligations and Other Debt due within one year	Sch. 200, L. 39	231,702	2
3	765/767	Funded Debt Unmatured	Sch. 200, L. 41	473,232	3
4	766	Equipment Obligations	Sch. 200, L. 42	741,382	4
5	766.5	Capitalized Lease Obligations	Sch. 200, L. 43	1,197,103	5
6	768	Debt in Default	Sch. 200, L. 44	-	6
7	769	Accounts Payable: Affiliated Companies	Sch. 200, L. 45	4,437,258	7
8	770.1/770.2	Unamortized Debt Premium	Sch. 200, L. 46	(51,148)	8
9		Total Debt	Sum L. 1-8	7,029,529	9
10		Debt Directly Related to Road Property	Note 1	183,826	10
11		Debt Directly Related to Equipment	Note 1	2,152,561	11
12		Total Debt Directly Related to Road & Equipment	Sum L. 10 and L. 11	2,336,387	12
13		Percent Directly Related to Road	L. 10 divided by L. 12 Whole % plus 2 decimals	7.87%	13
14		Percent Directly Related to Equipment	L. 11 divided by L. 12 Whole % plus 2 decimals	92.13%	14
15		Debt Not Directly Related to Road or Equipment	L. 9 minus L. 12	4,693,142	15
16		Road Property Debt (Note 2)	(L. 13 x L. 15) plus L. 10	553,176	16
17		Equipment Debt (Note 2)	(L. 14 x L. 15) plus L. 11	6,476,353	17

II. Interest Accrued During the Year:

Line No.	Account No. (a)	Title (b)	Source (c)	Balance at Close of Year (d)	Line No.
18	546-548	Total Interest and Amortization (Fixed Charges)	Sch. 210, L. 42	480,089	18
19	546	Contingent Interest on Funded Debt	Sch. 210, L. 44	9,482	19
20	517	Release of Premium on Funded Debt	Sch. 210, L. 22	16,696	20
21		Total Interest (Note 3)	(L. 18 + L. 19) minus L. 20	472,875	21
22		Interest Directly Related to Road Property Debt	Note 4	8,383	22
23		Interest Directly Related to Equipment Debt	Note 4	156,589	23
24		Interest Not Directly Related to Road or Equipment Property Debt	L. 21 minus (L. 22 + L. 23)	307,903	24
25		Interest on Road Property Debt (Note 5)	L. 22 plus (L. 24 x L. 13)	32,615	25
26		Interest on Equipment Debt (Note 5)	L. 23 plus (L. 24 x L. 14)	440,260	26
27		Embedded Rate of Debt Capital - Road Property	L. 25 divided by L. 16	5.90%	27
28		Embedded Rate of Debt Capital - Equipment	L. 26 divided by L. 17	6.80%	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 on 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)	\$437,500 (R)	\$4,176,300 (R)	1
2	Wasatch Insurance Ltd.		Common	Insurance	3,782 (P)		2
3	UP Fruit Express Company		Direct	Repair & Service Equip.	2,986 (P)		3
4	UP Freight Services Company		Direct	Freight Brokerage	63,831 (R)		4
5	UP Motor Freight Company		Direct	Repair & Service Equip.	7,551 (P)		5
6	UP Fruit Express Company		Direct	Equipment Rental	14,999 (P)		6
7	UP Motor Freight Company		Direct	Equipment Rental	30 (P)		7
8	UP Motor Freight Company		Direct	General	1,275 (P)		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

Balance 12-31-96	\$3,738,800
Interest Expense	279,000
Financing Net	(385,100)
Taxes	38,800
UP Tech Charges	40,500
Insurance	44,300
Dividends	420,000
Balance Other	<u>4,176,300</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:

<u>Running tracks.</u>	Running tracks, passing tracks, cross-overs, etc., including turn-outs from those tracks to clearance points.
<u>Way switching tracks.</u>	Station, team, industry and other switching tracks for which no separate service is maintained.
<u>Yard switching tracks.</u>	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 cleaning 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%	29,977	3,592	188	3,994	4,108	6,233	48,092	1
2										2
3	1J	12.5%	4				30	5	39	3
4	1J	23.0%	1	1				5	6	4
5	1J	25.0%	1	1		0	7	14	23	5
6	1J	33.3%	2			0	16	31	49	6
7	1J	37.5%	2	2		0		3	7	7
8	1J	40.0%						0	0	8
9	1J	44.0%	1	1				11	13	9
10	1J	50.0%	251	154		48	192	356	1,001	10
11	1J	66.6%				0	5	4	8	11
12		Total 1J	262	158	0	49	250	428	1,147	12
13										13
14		Total 1 and 1J	30,239	3,751	188	4,043	4,358	6,661	49,240	14
15										15
16										16
17	3A							2	2	17
18	3B		327	5		35	188	125	681	18
19										19
20		Total 3	327	5	-	35	188	127	683	20
21										21
22										22
23	4B						35	4	39	23
24										24
25		Total 4	0	0	-	0	35	4	39	25
26										26
27										27
28	5		4,381	1,160	41	240	421	324	6,568	28
29	5J							6	6	29
30		Total 5	4,381	1,160	41	240	421	330	6,573	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	34,946	4,916	229	4,319	5,002	7,123	56,535	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 but 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	1,511				8	1,519	139		1
2		Arizona	738					738			2
3		California	3,534			2	240	3,776	14		3
4		Colorado	1,754				67	1,821	3		4
5		Idaho	985				176	1,161	6		5
6		Illinois	1,818				970	2,788	3		6
7		Iowa	1,875				77	1,752			7
8		Kansas	1,593				665	2,258	861		8
9		Louisiana	927				58	985			9
10		Minnesota	485			6	239	724			10
11		Missouri	1,295				165	1,466	335		11
12		Montana	125					125	52		12
13		Nebraska	1,104				6	1,110	252		13
14		Nevada	1,107					1,107			14
15		New Mexico	566					566			15
16		Oklahoma	596			311	303	1,210	5		16
17		Oregon	1,371				137	1,508	151		17
18		Tennessee	10				23	33	2		18
19		Texas	5,705			8	626	6,339	273		19
20		Utah	1,336				30	1,366	1		20
21		Washington	349				214	563	86		21
22		Wisconsin	680				304	984	74		22
23		Wyoming	975				72	1,047			23
24											24
25											25
26											26
27											27
28											28
29											29
30											30
31		TOTAL MILEAGE (single track)	30,239	0		327	4,380	34,946	2,257		31
32											32

NOTES AND REMARKS

Notes to Schedule 710S

1. Includes 94 locomotives, 1 locomotive crane, 30 concrete tie cars purchased in previous years and 53 locomotives, 79 insulated boxcars, 245 plain boxcars, 267 mechanical refrigerator cars, 14 covered gondola cars, 50 gondola cars, 679 coal hopper cars and 5 bridge service cars rebuilt in previous years, but financially complete this year.
2. Excludes 254 locomotives, 156 bi-level auto racks, 294 covered gondola cars, 100 gondola cars, 28 rail train cars purchased and 35 locomotives, 4 diesel fuel tenders, 158 covered gondola cars, 288 covered hopper cars, 123 gondola cars, 311 mechanical refrigerator cars, 1 flat car, 91 auto parts cars, 85 insulated boxcars, 16 equipped boxcars, 5 track panel cars and 7 traction motor 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 (i), 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

Schedule 710Schedule 710

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

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

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

710. INVENTORY OF EQUIPMENT

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

Line No.	Cross Check	Type 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					Leased to others (l)	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)			
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)								
1		LOCOMOTIVE UNITS Diesel-freight units										(H P)		1	
2		Diesel-passenger units	59						8	53	59	181,400		2	
3		Diesel-multiple purpose units	5,958	170	106	26	108	165	4,208	1,995	6,203	20,728,415	0	3	
4		Diesel-switching units	693				39	71	561	100	661	1,023,450	0	4	
5	*	TOTAL (lines 1 to 4)	6,710	170	106	26	147	236	4,775	2,148	6,923	21,933,265	0	5	
6	*	Electric-locomotives												6	
7	*	Other self-powered units (steam)	2								2	-		7	
8	*	TOTAL (lines 5, 6 and 7)	6,712	170	106	26	147	236	4,775	2,148	6,925	21,933,265	0	8	
9	*	Auxiliary units	45					2	43		43	-		9	
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	6,757	170	106	28	147	238	4,818	2,148	6,968	N/A	0	10	

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

DISSEMINATION OF LOCOMOTIVE DATA IN SERVICE OF THE PORTENTAL GLOBE OF THE BUILT DISSEMINATING TEAM OF THE BUILDING																
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				Line No.
				1995 (g)		1996 (h)		1997 (i)		1998 (j)		1999 (k)		TOTAL (l)		
11	*	Diesel	1,426	1,504	1,220	800	1,100	403	194	276					6,923	11
12	*	Electric														12
13	*	Other self-powered units (steam)	2												2	13
14	*	TOTAL (lines 11 to 13)	1,428	1,504	1,220	800	1,100	403	194	276	0	0	0	0	6,925	14
15	*	Auxiliary units	10	7	19		3		4						43	15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	1,438	1,511	1,239	800	1,103	403	198	276	0	0	0	0	6,968	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
22		Dining, grill and tavern cars												22
23		(All class D, PD)												23
24		Non-passenger-carrying cars												24
25		(All Class B,CSB,M,PSA,IA)												25
26		TOTAL (lines 17 to 22)												26
27		Self-Propelled												27
28		Electric passenger cars (EP,ET)												28
29		Electric combined cars (EC)												29
30		Internal combustion rail motorcars (ED, EG)												30
31		Other self-propelled cars (Specify types)												31
32		TOTAL (lines 24 to 27)												32
33		TOTAL (lines 23 to 28)												33
34		COMPANY SERVICE CARS												34
35		Business car (PV)	116					16	100		100			35
36		Board outfit cars (MWX)	233					32	201		201			36
37		Derrick and snow removal cars (MWU,MWV,MWW,MWK)	465					63	402		402			37
38		Dump and ballast cars (MWB,MWD)	5,001					682	4,319		4319			38
39		Other maintenance and service equipment cars	5,816					793	5,023		5023			39
40		TOTAL (lines 30 to 34)	11,631	0			0	1,586	10,045		10,045			40

710 INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data

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

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

Line No.	Cross Check	Class of equipment and car designations (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_)	33					4	36
37		Plain box cars - 50' longer (B3_0-7, B4_0-7, B5_, B6_, B7_, B8_)	8,433		98				37
38		Equipped box cars (All Code A, Except A_5_)	14,468					3,983	38
39		Plain gondola cars (All Codes, G & J_1,J_2,J_3,J_4)	2,262		1,072				39
40		Equipped gondola cars (All Code E)	13,063					414	40
41		Covered hopper cars (C_1, C_2, C_3, C_4)	42,406		155				41
42		Open top hopper cars--general service (All Code H)	7,240					9,885	42
43		Open top hopper cars--special service (J_ Q, and All Code K)	13,749						43
44		Refrigerator cars -- mechanical (R_5_, R_6_, R_7_, R_8_, R_9_)	2,190					2,727	44
45		Refrigerator cars -- non-mechanical (R_0_, R_1_, R_2_)	8,298						45
46		Flat cars -- TOFC/COFC (All Code P, Q and S, Except Q8_)	439		10			649	46
47		Flat cars -- multi-level (All Code V)	527		29				47
48		Flat cars -- general service (F10_, F20_, F30_)	3,513		21				48
49		Flat cars -- other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6_) (F_8_, F40_)	4,304		140			469	49
50		Tank cars -- under 22,000 gallons (T_0_, T_1_, T_2_, T_3_, T_4_, T_5_)	117						50
51		Tank cars -- 22,000 gallons and over (T_6_, T_7_, T_8_, T_9_)	83						51
52		All other freight cars (A_5_, F_7_, All Code L and Q8_)						151	52
53		TOTAL (lines 36 to 52)	121,125	0	1,525	0	0	18,282	53
54		Caboose (All Code M-930)	204					31	54
55		TOTAL (lines 53 and 54)	121,329	0	1,525	0	0	18,313	55

UNION PACIFIC RAILROAD COMPANY

ACCOUNTING
GROUP



1416 DODGE STREET
OMAHA, NEBRASKA 68179

March 31, 1999

Mr. Ward L. Ginn, Jr.
Chief, Section of Costing and Financial Information
Surface Transportation Board
The Mercury Building
1925 K Street, N.W., Suite 500
Washington, D.C. 2043-0001

Re: Revised 1997 R-1 Schedules

Dear Mr. Ginn:

Enclosed are a number of revised schedules to the 1997 Union Pacific R-1. These revisions came to our attention while preparing the 1998 R-1. Also attached is a summary of the schedules impacted and a brief description of the revisions.

If you have any questions, please feel free to call me at (402) 280-6072.

Sincerely,

Matthew W. Modica
Sr. Manager Financial Reporting
Union Pacific Railroad Company

Attachments

1997 Union Pacific Railroad R-1 Restatement

Schedule	Description	Other Schedules Impacted
Sch 200	Reclassification of a car hire payable from account 709 to account 759 to conform to 1998 financial statement presentation	Sch 240 Lines 15 & 17
Sch 240	Restatement of amounts on Line 41 to thousand of dollars	N/A
Sch 310	Restatement of Investment and Advances in MPIT, Montwood, RG Holding, Southern Pacific International, SP Environmental Waste Systems, UP Expressair and Southern Pacific International to properly reflect consolidation/elimination level adjustments	Sch 200 Lines 16 & 50
Sch 310A	Restatement of undistributed earnings in Union Pacific Motor Freight which was sold in 1997 and to breakout MPIT and UP Expressair on separate lines	Sch 200 Lines 16 & 50 Sch 240 Lines 18 & 25
Sch 330	Reclassification of amounts between primary accounts to conform to 1998 financial statement presentation of final purchase accounting adjustments. Depreciation expense as reported in UP's 1997 R-1 was correctly stated as these reclassifications did not impact the detail level records used to calculate depreciation expense.	Sch 200 Lines 24-26 Sch 332 Col b & c Sch 352B Col b Sch 415 Col g Sch 416 Col c Sch 418 Col b
Sch 352A	Restatement to eliminate intercompany leases between UP and SP	Sch 352B Col b & e
Sch 415 & 417	Restatement to reflect revisions made to Sch 410 as described in my letter to you dated March 24, 1999	N/A
Sch 702	Restatement to reflect lines operated under lease in column d instead of column e	N/A
Sch 710	Restatement to properly report cabooses on Line 54 in columns c & l Restatement Lines 64 & 65 to properly report Insulated Highway Equip Restatement of Lines 37 & 38 Col g & k to adjusted ending balance of boxcars	N/A N/A N/A
Sch 722	Restatement of amounts in Columns d & g in thousand of dollars	N/A
Sch 726	Correction of a footing error on Line 6 Column l	N/A

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 begin- ning of year (c)	Line No.
CURRENT ASSETS						
1		701	Cash	\$37,350	\$74,410	1
2		702	Temporary Cash Investments	3,406	353	2
3		703	Special Deposits	6,388	7,360	3
4		704	Accounts Receivable (A) - Loan and Notes	0	2,027	4
5		705	- Interline and Other Balances	52,944	58,882	5
6		706	- Customers	81,891	167,482	6
7		707	- Other	119,402	80,223	7
8		709,708	- Accrued Accounts Receivables	372,215	295,940	8
9		708.5	- Receivables from Affiliated Companies	3,985	0	9
10		709.5	- Less: Allowance for Uncollectible Accounts	0	(4,000)	10
11		710,711,714	Working Funds Prepayments Deferred Income Tax Debits	112,232	116,269	11
12		712	Materials and Supplies	289,994	292,927	12
13		713	Other Current Assets	70,919	32,531	13
14			TOTAL CURRENT ASSETS	\$1,150,726	\$1,124,404	14
OTHER ASSETS						
15		715, 716, 717	Special Funds	\$6,770	\$9,121	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedules 310 and 310A)	940,965	867,229	16
17		722, 723	Other Investments and Advances	145,538	149,906	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities - Cr	0	0	18
19		737, 738	Property Used in Other than Carrier Operation (Less Depreciation) (\$5,217)	264,726	341,012	19
20		739, 741	Other Assets	55,361	38,130	20
21		743	Other Deferred Debits	87,510	137,564	21
22		744	Accumulated Deferred Income Tax Debits	0	0	22
23			TOTAL OTHER ASSETS	\$1,500,870	\$1,542,962	23
ROAD AND EQUIPMENT						
24		731, 732	Road (Schedule 330) L-30 cols. h & b	\$22,746,265	\$22,069,307	24
25		731, 732	Equipment (Schedule 330) L-39 Cols h & b	7,030,432	6,516,190	25
26		731, 732	Unallocated Items	632,426	415,454	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(5,253,533)	(4,870,487)	27
28			Net Road and Equipment	\$25,155,590	\$24,130,464	28
29	*		TOTAL ASSETS	\$27,807,186	\$26,797,830	29

(A) See Note 11 on page 11.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITY AND SHAREHOLDER'S EQUITY

(Dollars in Thousands)

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
CURRENT LIABILITIES						
30	751	Loans and Notes Payable		\$0	\$0	30
31	752	Accounts Payable; Interline and Other Balances		59,824	83,566	31
32	753	Audited Accounts and Wages		295,290	200,271	32
33	754	Other Accounts Payable		52,999	42,582	33
34	755, 756	Interest and Dividends Payable		104,356	97,131	34
35	757	Payables to Affiliated Companies		8	0	35
36	759	Accrued Accounts Payable		1,857,097	1,967,520	36
37	760, 761, 761 5, 762	Taxes Accrued		154,624	43,649	37
38	763	Other Current Liabilities		23,724	58,015	38
39	764	Equipment Obligations and Other Long-Term Debt due Within One Year		231,702	126,090	39
40		TOTAL CURRENT LIABILITIES		\$2,779,624	\$2,618,824	40
NON-CURRENT LIABILITIES						
41	765, 767	Funded Debt Unmatured		\$473,232	\$479,165	41
42	766	Equipment Obligations		741,382	971,019	42
43	766.5	Capitalized Lease Obligations		1,197,103	1,089,684	43
44	768	Debt in Default		0	0	44
45	769	Accounts Payable; Affiliated Companies		4,437,258	3,904,146	45
46	770 1, 770.2	Unamortized Debt Premium		(51,148)	(13,433)	46
47	781	Interest in Default		0	0	47
48	783	Deferred Revenues-Transfers from Government Authorities		0	0	48
49	786	Accumulated Deferred Income Tax Credits		6,738,317	6,338,370	49
50	771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits		2,570,316	2,687,400	50
51		TOTAL NON-CURRENT LIABILITIES		\$16,106,460	\$15,456,351	51
SHAREHOLDER'S EQUITY						
52	791, 792	Total Capital Stock (Schedule 230) (L-10 Col g, L-17 Col e)		\$29,463	\$38,549	52
53		Common Stock		49	49	53
54		Preferred Stock		29,414	38,500	54
55		Discount on Capital Stock		0	0	55
56	794, 795	Additional Capital (Schedule 230) (L-17 Col h)		4,781,904	4,745,350	56
57	797	Retained Earnings Appropriated		1,583	1,583	57
58	798	Unappropriated (Schedule 220) (L-17 Col. b)		4,108,152	3,937,173	58
59	798.1	Net Unrealized Loss on Non-current Marketable Equity Securities		0	0	59
60	798 5	Less Treasury Stock		0	0	60
61		Net Stockholder's Equity		\$8,921,102	\$8,722,655	61
62	*	TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY		\$27,807,186	\$26,797,830	62

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 known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Information about all investing and financing activities which do not directly affect cash shall be separately disclosed in footnotes to this schedule. They shall clearly relate the cash (if any) and noncash aspects of transactions. Examples of noncash investing and transactions include converting debt to equity acquiring assets 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.
		(a)	(b)	(c)	
1		Cash received from operating revenues			1
2		Dividends received from affiliates			2
3		Interest received			3
4		Other income			4
5		Cash paid for operating expenses			5
6		Interest paid (net of amounts capitalized)			6
7		Income taxes paid			7
8		Other - net			8
9		NET CASH PROVIDED BY OPERATING ACTIVITIES (lines 1 through 8)			9

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
10		Income from continuing operations	620,021	940,224	10

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

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
11		Loss (gain) on sale or disposal of tangible property and investments	(101,924)	(75,001)	11
12		Depreciation and amortization expenses	968,616	684,610	12
13		Increase (decrease) in provision for Deferred Income Taxes	335,577	215,880	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(42,858)	(55,190)	14
15		Decrease (increase) in accounts receivable	(25,898)	(292,746)	15
16		Decrease (increase) in material and supplies and other current assets	(30,446)	(79,773)	16
17		Increase (decrease) in current liabilities other than debt	55,180	1,098,197	17
18		Increase (decrease) in other - net	48,238	(577,650)	18
19		Net cash provided from continuing operations (Lines 10-18)	1,826,506	1,858,551	19
20		Add (Subtract) cash generated (paid) by reason of discontinued operations and extraordinary items			20
21		NET CASH PROVIDED FROM OPERATING ACTIVITIES (lines 19 and 20)	1,826,506	1,858,551	21

CASH FLOWS FROM INVESTING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
22		Proceeds from sale of property	312,386	195,926	22
23		Capital expenditures	(2,067,727)	(1,338,854)	23
24		Net change in temporary cash investments not qualifying as cash equivalents			24
25		Proceeds from sale/repayment of investment and advances	(88,742)	(664,161)	25
26		Purchase price of long-term investment and advances			26
27		Net decrease (increase) in sinking and other special funds	2,351	21,932	27
28		Other - net			28
29		NET CASH USED IN INVESTING ACTIVITIES (lines 22 through 28)	(1,841,732)	(1,785,157)	29

(Continued on next page)

240 STATEMENT OF CASH FLOWS (Concluded)
(Dollars in Thousands)

CASH FLOWS FROM OPERATING ACTIVITIES

Line No	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
CASH FLOWS FROM FINANCING ACTIVITIES					
30		Proceeds from issuance of long-term debt	180,482	421,912	30
31		Principle payments of long-term debt	(210,216)	(908,671)	31
32		Proceeds from issuance of capital stock		600,000	32
33		Purchase price of acquiring treasury stock			33
34		Cash dividends paid	(420,000)	(999,506)	34
35		Other - net	430,953	870,836	35
36		NET CASH FROM FINANCING ACTIVITIES (lines 30 through 35)	(18,781)	(15,429)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (lines 21, 29 & 36)	(34,007)	57,965	37
38		Cash and cash equivalents at beginning of the year	74,763	16,798	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (lines 37 & 38)	40,756	74,763	39
		Footnotes to Schedule 240 Cash paid during the year for:			
40		Interest (net of amount capitalized)*	1/	1/	40
41		Income taxes (net) *	49,000	162,000	41

* Only applies if indirect method is adopted.

1/ Fixed charges include intercompany interest expense of \$279,000 and \$192,000 for 1997 and 1996. Interest payments approximates fixed charges less intercompany interest. See note 10 on page 11

See Note 16 on page 15.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

(Dollars in Thousands)

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of companies affiliated with respondent, included in accounts Nos. 715, "Sinking Funds", 716, "Capital Funds"; 721, "Investments and Advances Affiliated Companies", and 717, "Other Funds."

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 (C)	50.0	2
3				American Refrigerator Transit Co (A)	100.0	3
4				Belt Railway of Chicago	8.3	4
5				Brownsville & Matamoros Bridge Co. (A) (C)	50.0	5
6				Camas Prairie Railroad Co (C)	50.0	6
7				Central California Traction Co. (C)	66.6	7
8				Denver Union Terminal Ry. Co. (C)	33.4	8
9				Houston Belt & Terminal Ry. (A) (B) (C)	50.0	9
10				Iowa Transfer Railway Co (C)	25.0	10
11				Jonesboro Rice & Mill		11
12				Kansas City Terminal Ry. (A) (B) (C) 1/	41.6	12
13				Longview Switching Co. (C)	50.0	13
14				MT Properties, Inc. (C)	36.7	14
15				Union Pacific Motor Freight (A)	100.0	15
16				Oakland Terminal Railway (C)	50.0	16
17				Pacific Fruit Express	100.0	17
18				Pacific Motor Transport	100.0	18
19				Peoria & Pekins Union Rwy Co 1/ (C)	12.5	19
20				Portland Terminal RR Co (C)	60.0	20
21				Portland Traction Co.	100.0	21
22				St Joseph Terminal RR Co. (C) 1/	50.0	22
23				Southern Pacific Motor Trucking	100.0	23
24				Sunset Railway	50.0	24
25				Terminal Railroad Association of St. Louis (C) 1/	42.8	25
26				Texas City Terminal Ry. (C)	66.7	26
27				Trailer Train Co. (C)	36.5	27
28				Transborder Rail	100.0	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.
1/ Carried at nominal value of \$1.00.

(C) See Note page 24
(D) See Note page 24

310 INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

(Dollars in Thousands)

6. In 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 case 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 Surface Transportation Board and are jointly owned, give names and extent of control by other entities by footnotes.

Line No.	Opening Balance (f)	Additions (g)	Deductions (if other) than sale, explain (h)	Closing Balance (i)	Disposed of: profit(loss) (j)	Adjustments Acct. 721.5 (k)	Dividends or interest credited to income (l)	Line No.
1								1
2								2
3	\$378			\$378				3
4	260			260				4
5	250			250				5
6	50			50				6
7	664	1,622		2,286				7
8	10			10				8
9	13			13				9
10	55			55				10
11	1			1				11
12	0			0				12
13	1			1				13
14	672			672				14
15	2,085		2,085	0				15
16	0			0				16
17	6,000			6,000				17
18	1		1	0				18
19	0			0				19
20	2,819		1,019	1,800				20
21	3,749		2,449	1,300				21
22	0			0				22
23	14,906			14,906				23
24	0			0				24
25	0			0				25
26	3,869			3,869				26
27	141,890		3,659	138,231				27
28	0	23,603		23,603				28
29	1,000			1,000				29
30								30
31								31
32	1,867			1,867				32
33	250			250				33
34	5,589			5,589				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				Bay Pacific	50.0	35
36				MPIT	100.0	36
37			VI	Montwood	100.0	37
38			VI	Monument Place	50.0	38
39			VI	RG Holding	100.0	39
40			VI	RG Land	100.0	40
41			VI	Southern Pacific Asset Management	100.0	41
42				Southern Pacific Warehouse	100.0	42
43				Southern Pacific International	100.0	43
44			X	SP Environmental	100.0	44
45			X	SP Environmental Waste Systems	100.0	45
46				SP Fleet Acquisition	100.0	46
47			VI	SP Land Co	100.0	47
48			VI	SPRI	100.0	48
49			VI	Standard Realty & Development	100.0	49
50				TSSI	100.0	50
51				Union Pacific Distribution Services	100.0	51
52				Union Pacific Freight Service	100.0	52
53			X	UP Baseball, Inc	100.0	53
54				UP Expressair	100.0	54
55			VI	UP Financial Corp.	100.0	55
56				UP Venture Leasing	100.0	56
57			VI	Wisconsin Town Lot	100.0	57
58				TOTAL CLASS A		58
59	721	D1		UNSECURED NOTES - CARRIERS - ACTIVE		59
60				St. Joseph Terminal RR Co.		60
61				Terminal RR Assn. of St. Louis		61
62				Trailer Train Co		62
63				TOTAL CLASS D		63
64	721	E1		INVESTMENT ADVANCES - CARRIERS - ACTIVE		64
65				ABL Trans		65
66				Alameda Belt Line		66
67				Belt Railway of Chicago		67
68				Camas Prairie RR Co		68
69				Denver Union Terminal Ry. Co.		69
70				Harbor Belt Line RR Co.		70
71				Houston Belt & Terminal Ry		71
72				Kansas City Terminal Ry. Co.		72
73				Longview Switching Co		73
74				Pacific Fruit Express		74
75				Pacific Motor Transport Co.		75
76				Port Terminal Ry. Assn.		76
77				Southern Pacific International		77
78				Southern Pacific Motor Trucking		78
79				St. Joseph Terminal RR Co		79
80				Sunset Railway		80
81				Terminal Railroad Assn. of St. Louis		81
82				Wichita Terminal		82

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

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	571			571				35
36	1			1				36
37	3,070			3,070				37
38	6,296			6,296				38
39	104,118			104,118				39
40	2,486			2,486				40
41	1			1				41
42	19			19				42
43	823			823				43
44	1			1				44
45	1			1				45
46	1			1				46
47	1			1				47
48	21,400			21,400				48
49	100			100				49
50	1		1	0				50
51	1			1				51
52	0			0				52
53	1			1				53
54	1			1				54
55	1			1				55
56	498			498				56
57	574			574				57
58	\$326,345	\$25,225	\$9,214	\$342,356				58
59								59
60	175			175				60
61				0				61
62	3,682		1,841	1,841				62
63	\$3,857	\$0	\$1,841	\$2,016	\$0	\$0	\$0	63
64								64
65	1,735		1,735	0				65
66	20			20				66
67				0				67
68	250			250				68
69	1,006		159	847				69
70	105			105				70
71	9,567		30	9,537				71
72	11,231		338	10,893				72
73	37			37				73
74	1,463			1,463				74
75	3,524	0	3,524	0				75
76	597	145		742				76
77	3,130	862		3,992				77
78	11,174	19,116	0	30,290				78
79	79			79				79
80	263	718		981				80
81	2,306	4		2,310				81
82	113			113				82

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.
83	721	E3		INVESTMENT ADVANCES - NONCARRIERS - ACTIVE		83
84				Motor Vehicle Logistics Corp		84
85			VI	Park Springs		85
86			VI	Rio Grande Holding, Inc.		86
87			VI	Southern Pacific Asset Management		87
88				Southern Pacific Mexico		88
89				Southern Pacific Warehouse		89
90			X	SP Environmental		90
91				SP Fleet		91
92			VI	SP Land Co		92
93			VI	SPRT		93
94			VI	Stonegate Park		94
95				TSSI		95
96			X	UP Baseball Enterprises		96
97				UP Carrier Services		97
98				UP de Mexico		98
99				UP Distribution Services		99
100			VI	Wisconsin Town Lot		100
101				TOTAL CLASS E		101
102						102
103						103
104						104
105						105
106						106
107						107
108						108
109						109
110						110
111						111
112						112
113						113
114						114
115						115
116						116
117						117
118						118
119						119
120						120
121						121
122						122
123						123
124						124
125						125
126						126
127				TOTAL ACCOUNT 721		127

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - Concluded
(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)				
80								80
81	25			25				81
82		4,197	0	4,197				82
83	598		457	141				83
84	1,464			1,464				84
85	260		260	0				85
86	1,274	236		1,510				86
87	467	1		468				87
88	131			131				88
89	88	266		354				89
90	6,999			6,999				90
91	1,552			1,552				91
92	0	213		213				92
93	1,794		300	1,494				93
94	0	1,801		1,801				94
95	10,305	908		11,213				95
96	164	287		451				96
97	114		34	80				97
98	\$71,835	\$28,754	\$6,837	\$93,752				98
99								99
100								100
101								101
102								102
103								103
104								104
105								105
106								106
107								107
108								108
109								109
110								110
111								111
112								112
113								113
114								114
115								115
116								116
117								117
118								118
119								119
120								120
121								121
122								122
123								123
124	\$402,037	\$53,979	\$17,892	\$438,124				124

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., 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	American Refrigerator Transit Co	10,271		367			10,638	1
2	Belt Ry of Chicago	438		0			438	2
3	Brownsville & Matamoros Bridge Co	4,910		(1,308)			3,602	3
4	Central California Traction	240		0			240	4
5	Chicago Western Indiana RR	(151)		0			(151)	5
6	Houston Belt & Terminal Rwy.	4,588		3,599			8,187	6
7	Kansas City Terminal Rwy	729		0			729	7
8	MT Properties	268		294			562	8
9	Portland Terminal Railroad Company	(675)		0			(675)	9
10	Portland Traction Co	(7)		51			44	10
11	Terminal RR Assn. of St. Louis	16,192		1,105			17,297	11
12	Texas City Terminal Ry.	13,687		(605)			13,082	12
13	Union Pacific Fruit Express Co.	144,031		3,074			147,105	13
14	Pacific Fruit Express Co.	(631)		(1,305)			(1,936)	14
15	Union Pacific Motor Freight	5,284		(75)		(5,209)	0	15
16	TOTAL CARRIER	\$199,174		\$5,197		(\$5,209)	\$199,162	16
	NONCARRIER: (List specifics for each company)							
17	Automated Monitoring & Control Intern'l	(645)		(286)			(931)	17
18	Bay Pacific Logistics	0		130			130	18
19	Delta Finance	2,190		10			2,200	19
20	Don Land Development Company	5,815		(56)			5,759	20
21	Missouri Improvement Co.	6,112		273			6,385	21
22	MPIT	(48)		0			(48)	22
23	Monument Place	0		(109)			(109)	23
24	Motor Vehicle Logistics Corp.	(25)		0			(25)	24
25	Pacific Motor Trucking	(383)		383			0	25
26	Signage	2,579		43			2,622	26
27	SP Asset Management	0		0			0	27
28	SP International	0		0			0	28
29	SP Motor Trucking	913		(601)			312	29
30	SP Warehouse	1		7			8	30
31	Standard Realty & Development	48,114		769			48,883	31
32	Trailer Train Co.	175,791		30,639			206,430	32
33	UP Baseball Enterprises	115		144			259	33
34	UP Carrier Services	0		302			302	34
35	UP de Mexico	189		41			230	35
36	UP Distribution Co	17,206		2,677			19,883	36
37	UP Expressair	1,513		0			1,513	37
38	UP Financial Corp.	(330)		(1)			(331)	38
39	UP Venture Leasing	1,619		1,844			3,463	39
40	UPRR Land Companies	2,087		123			2,210	40
41	Wisconsin Town Lot	(118)		0			(118)	41
42	Rio Grande Holding	877		0			877	42
43	Rio Grande Land	7		21			28	43
44	Transportation Service Systems	(92)		(188)			(280)	44
45	Personnel Scheduling Technology	528		0			528	45
46	Montwork	676		160			836	46
47	SP Environmental	209		68			277	47
48	SP Land Corporation	(263)		(169)			(432)	48
49	SP Fleet Acquisition	(1)		0			(1)	49
50	SPRI	1,382		1,437			2,819	50
51	TOTAL NONCARRIER	\$266,018		\$37,661		\$0	\$303,679	51
52	TOTAL EQUITY	\$465,192		\$42,858		(\$5,209)	\$502,841	52

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	4,578,460			1
2		(3) Grading	2,385,599			2
3		(4) Other, right-of-way expenditures	35,386			3
4		(5) Tunnels and subways	526,696			4
5		(6) Bridges, trestles, and culverts	1,726,769			5
6		(7) Elevated structures	0			6
7		(8) Ties	2,521,308			7
8		(9) Rail and other track material	5,847,319			8
9		(11) Ballast	1,355,290			9
10		(13) Fences, snowsheds and signs	45,124			10
11		(16) Station and office buildings	457,260			11
12		(17) Roadway buildings	35,880			12
13		(18) Water stations	6,324			13
14		(19) Fuel stations	75,773			14
15		(20) Shops and enginehouses	233,234			15
16		(22) Storage warehouses	1			16
17		(23) Wharves and docks	266			17
18		(24) Coal and ore wharves	4,442			18
19		(25) TOFC/COFC terminals	238,197			19
20		(26) Communication systems	191,008			20
21		(27) Signals and interlockers	1,003,642			21
22		(29) Power plants	1,898			22
23		(31) Power-transmission systems	29,350			23
24		(35) Miscellaneous structures	7,415			24
25		(37) Roadway machines	270,887			25
26		(39) Public improvements-construction	362,121			26
27		(44) Shop machinery	124,081			27
28		(45) Power-plant machinery	4,245			28
29		Other lease/rentals	1,332			29
30		TOTAL EXPENDITURES FOR ROAD	22,069,307	0	0	30
31		(52) Locomotives	3,749,248			31
32		(53) Freight train cars	2,367,476			32
33		(54) Passenger train cars	117			33
34		(55) Highway revenue equipment	3,945			34
35		(56) Floating equipment	0			35
36		(57) Work equipment	132,850			36
37		(58) Miscellaneous equipment	27,469			37
38		(59) Computer systems and word processing equipment	235,085			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	6,516,190	0	0	39
40		(76) Interest during construction	45,907			40
41		(80) Other elements of investment 1/	13,252			41
42		(90) Construction work in progress	356,295			42
43		GRAND TOTAL	29,000,951	\$0	\$0	43

1/ Amount primarily relates to the conversion of Alton & Southern Railway to a terminal railroad company status under Internal Revenue Code Section 281. Alton & Southern Railway became consolidated in UPRR's R-1 in 1997.

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

Line No	Cross Check	Expenditures for additions during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No
1		15,710	(292,536)	\$308,246	\$4,886,706	1
2		32,454	(165,485)	197,939	2,583,538	2
3		5,630	1,021	4,609	39,995	3
4		574	160,553	(159,979)	366,717	4
5		58,829	(105,534)	164,363	1,891,132	5
6		7	0	7	7	6
7		294,370	167,798	126,572	2,647,880	7
8		444,303	779,963	(335,660)	5,511,659	8
9		134,499	(188,328)	322,827	1,678,117	9
10		533	7,125	(6,592)	38,532	10
11		17,335	49,166	(31,831)	425,429	11
12		77	4,504	(4,427)	31,453	12
13		(435)	794	(1,229)	5,095	13
14		10,051	1,714	8,337	84,110	14
15		18,277	20,909	(2,632)	230,602	15
16		0	0	0	1	16
17		0	23	(23)	243	17
18		0	1,106	(1,106)	3,336	18
19		11,426	18,063	(6,637)	231,560	19
20		6,125	(2,295)	8,420	199,428	20
21		82,574	65,362	17,212	1,020,854	21
22		280	246	34	1,932	22
23		992	3,199	(2,207)	27,143	23
24		1,824	431	1,393	8,808	24
25		48,989	8,316	40,673	311,560	25
26		25,618	13,209	12,409	374,530	26
27		15,348	2,121	13,227	137,308	27
28		3,364	351	3,013	7,258	28
29		0	0	0	1,332	29
30		1,228,754	551,796	676,958	22,746,265	30
31		420,618	41,128	379,490	4,128,738	31
32		119,805	14,268	105,537	2,473,013	32
33		0	13	(13)	104	33
34		0	(463)	463	4,408	34
35		0	0	0	0	35
36		3,657	7,226	(3,569)	129,281	36
37		(192)	2,758	(2,950)	24,519	37
38		77,603	42,319	35,284	270,369	38
39		621,491	107,249	514,242	7,030,432	39
40		0	512	(512)	45,395	40
41		0	0	0	13,252	41
42		217,484	0	217,484	573,779	42
43		2,067,729	659,557	1,408,172	30,409,123	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 depreciation charges for the month of January, and in columns (c) and (f), the depreciation charges for the month of December. In columns (d) and (g) show the composite rates used in computing depreciation charges for 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 that total 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 are included in 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. Composite rates used should be those prescribed or authorized by the Board, 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 discontinuance of accruals should be shown in a footnote indicating the effected account(s).
- 5 Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively.

Line No	Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No.
		Depreciation base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)	
		1/1 At beginning of year (b)	12/1 At close of year (c)		At beginning of year (e)	At close of year (f)		
ROAD								
1	(3) Grading	\$2,385,599	\$2,582,051	1.11				1
2	(4) Other, right-of-way expenditures	35,386	38,893	3.13				2
3	(5) Tunnels and subways	526,696	366,708	1.06				3
4	(6) Bridges, trestles, and culverts	1,726,769	1,886,133	1.32				4
5	(7) Elevated structures	0	7	0				5
6	(8) Ties	2,520,490	2,571,637	4.09				6
7	(9) Rail and other track material	5,843,048	5,451,296	4.41				7
8	(11) Ballast	1,354,565	1,666,998	2.56				8
9	(13) Fences, snow sheds, and signs	45,124	38,427	1.28				9
10	(16) Station and office buildings	457,260	422,126	3.23				10
11	(17) Roadway buildings	35,880	31,454	2.94				11
12	(18) Water stations	6,324	5,123	4.00				12
13	(19) Fuel Stations	75,773	78,748	3.33				13
14	(20) Shops and enginehouse	233,234	227,917	2.41				14
15	(22) Storage warehouses	1	1	2.13				15
16	(23) Wharves and docks	266	243	2.50				16
17	(24) Coal and ore wharves	4,442	3,336	2.22				17
18	(25) TOFC/COFC terminals	238,197	226,871	4.00				18
19	(26) Communication systems	191,008	197,777	3.19				19
20	(27) Signals and interlockers	1,003,642	1,011,249	2.00				20
21	(29) Power plants	1,898	1,932	3.33				21
22	(31) Power-transmission systems	29,350	26,780	2.33				22
23	(35) Miscellaneous structures	7,415	8,809	2.56				23
24	(37) Roadway machines	270,887	299,170	6.93				24
25	(39) Public improvements-Construction	362,122	355,129	2.78				25
26	(44) Shop machinery	124,081	136,533	4.09				26
27	(45) Power-plant machinery	4,245	7,258	4.35				27
28	All other road accounts	0	0	0				28
29	Amortization (other than def. projects)	0	0	0				29
30	TOTAL ROAD	\$17,483,702	\$17,642,606	3.51				30
EQUIPMENT								
31	(52) Locomotives	\$3,749,249	\$4,073,835	4.30				31
32	(53) Freight-train cars	2,367,476	2,429,549	3.67				32
33	(54) Passenger-train cars	117	104	6.49				33
34	(55) Highway revenue equipment	3,945	4,408	5.71				34
35	(56) Floating equipment	0	0	0				35
36	(57) Work equipment	132,850	129,057	2.63				36
37	(58) Miscellaneous equipment	27,469	24,487	8.59				37
38	(59) Computer systems and WP equipment	235,085	254,236	15.13				38
39	TOTAL EQUIPMENT	\$6,516,191	\$6,915,676	4.52				39
40	GRAND TOTAL	\$23,999,893	\$24,558,282	N/A			N/A	40

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 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 "R" for respondent, "L" for lessor railroad, "P" for inactive or proprietary company, and "O" for other leased properties. leased properties (O)

3. In column (a) to (e), inclusive, first show the data requested for the respondent (R); next show 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 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 to Accounts 731 and 732 on the books of companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to deductions made by the owners in their reports. If separate value is not available, explanations should be provided. Differences between amounts shown in column (d) of this schedule and column (c), line 24, on the asset side of the general balance sheet of each individual railway should be explained in a footnote. Book values included in Accounts 731 and 732 of the owner should be reported in column (d) in reference to the investment of the respondent in the securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6% 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 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	30,239	30,409,123	5,253,533	1
2						2
3		Add - Leased From Others				3
4		U.S. Government - Sable to Bunell, CO used under contract	1/ 1	3/	4/	4
5		City of Kansas City, KS - Tracks	1/	3/ 244	4/	5
6		BN Inc., Spokane, WY - Tracks	1/	3/ 46	4/	6
7		C.R.I.&P.R.R., Track Rental Colby to				7
8		Caruso, KS and Fairbury to Hallam, NE	1/	3/ 4,800	4/	8
9		General Motors	1/	3/ 11	4/	9
10		Kiowa, Hardtner & Pacific RR. Co.	10	168	26	10
11		Louisville & Nashville RR Co.,-SCL		16		11
12		New Orleans Public Belt Railroad Co		36		12
13		Port of Corpus Christi		3/ 581		13
14		Greater Baton Rouge Port Commission		3/ 2,960		14
15		Lake Charles Harbor & Terminal District		3/ 104		15
16		Port of Beaumont		3/ 419		16
17	O	City and County of San Francisco (Formerly Ocean				17
18		Shore Railway) yard switching tracks		34		18
19	O	Medford Corp, Medford, Oregon-Way switching tracks		40		19
20	O	Nueces County Navigation Dist. No. 1 Terminal				20
21		properties Corpus Christi, TX		581		21
22	O	Moffat Tunnel Improvement District	9	5/ 11,435	7/ 0	22
23	O	Montwood Corporation	6	6/ 5,474	8/ 0	23
24						24
25						25
26		Total Leased From Others	26	26,949	26	26
27						27
28						28
29						29
30						30
31		Sub-total All Classes	30,265	30,436,072	5,253,559	31

1/, 2/, 3/, 4/, 5/, 6/, 7/, 8/ See notes on page 39.

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

(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 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 "R" for respondent, "L" for lessor railroad, "P" for inactive or proprietary company, and "O" for other leased properties (O).

3. In column (a) to (e), inclusive, first show the data requested for the respondent (R); next show 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 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 to Accounts 731 and 732 on the books of companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to deductions made by the owners in their reports. If separate value is not available, explanations should be provided. Differences between amounts shown in column (d) of this schedule and column (c), line 24, on the asset side of the general balance sheet of each individual railway should be explained in a footnote. Book values included in Accounts 731 and 732 of the owner should be reported in column (d) in reference to the investment of the respondent in the securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6% 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 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	30,265	30,436,072	5,253,559	2
3						3
4		Deduct - Leased to Others:				4
5		Burlington Northern, Inc.-Garrison to Meaderville, MT	51	3/ 821	4/	5
6		Houston Belt & Terminal Rwy Co.	16	24,826	3,829	6
7						7
8						8
9		Total - Leased to Others	67	25,647	3,829	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		TOTAL	30,198	30,410,425	5,249,730	30

3/, 4/ See note on page 39

352B INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE (By Property Account)

(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 should correspond with the amounts for each class of company and property shown in Schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in this schedule.
3. Report on line 29 amounts representing capitalization of rentals for leased property based on 6% per year where property is not classified by accounts by noncarrier owners, or where the cost of property leased from other carriers is not ascertainable. Identify noncarrier owners, and briefly explain on page 39 the methods of estimating value of property of noncarriers or property of other carriers.
4. Report on line 30 amounts not included 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 Board 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 Board.

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	\$4,885,432	\$4,066		\$127	1
2		(3) Grading	2,578,480	6,573		3,205	2
3		(4) Other, right-of-way expenditures	39,916	228			3
4		(5) Tunnels and subways	366,717			9,244	4
5		(6) Bridges, trestles, and culverts	1,883,213	8,996		72	5
6		(7) Elevated structures	7				6
7		(8) Ties	2,637,633	10,817		793	7
8		(9) Rail and other track material	5,474,827	37,557		1,663	8
9		(11) Ballast	1,665,665	12,676		324	9
10		(13) Fences, snowsheds and signs	38,239	305		5	10
11		(16) Station and office buildings	425,258	684		19	11
12		(17) Roadway buildings	31,401	52		38	12
13		(18) Water stations	5,086	9			13
14		(19) Fuel stations	84,110	9			14
15		(20) Shops and enginehouses	230,587	55			15
16		(22) Storage warehouses	1				16
17		(23) Wharves and docks	243				17
18		(24) Coal and ore wharves	3,336				18
19		(25) TOFC/COFC terminals	231,560	1,919			19
20		(26) Communication systems	199,066	370			20
21		(27) Signals and interlockers	1,014,794	6,348		78	21
22		(29) Power plants	1,932				22
23		(31) Power transmission systems	27,126	19			23
24		(35) Miscellaneous structures	8,808	51			24
25		(37) Roadway machines	311,556	4			25
26		(39) Public improvements-construction	373,830	935		612	26
27		(44) Shop machinery	137,308				27
28		(45) Power-plant machinery	7,258				28
29		Leased property capitalized rentals (explain)				1/ (26,269)	29
30		Other (specify and explain)	1,332				30
31		TOTAL ROAD	22,664,721	91,673		(10,089)	31
32		(52) Locomotives	4,128,737				32
33		(53) Freight-train cars	2,473,013				33
34		(54) Passenger-train cars	104				34
35		(55) Highway revenue equipment	4,409				35
36		(56) Floating equipment					36
37		(57) Work equipment	129,281				37
38		(58) Miscellaneous equipment	24,518	1			38
39		(59) Computer systems & WP equipment	270,369				39
40		TOTAL EQUIPMENT	7,030,431	1			40
41		(76) Interest during construction	45,017	632		1,008	41
42		(80) Other elements of investment	13,252				42
43		(90) Construction work in progress	573,779				43
44		GRAND TOTAL	\$30,327,200	\$92,306		(\$9,081)	44

1/ See note on page 39

415 SUPPORTING SCHEDULE -- EQUIPMENT

(Dollars in Thousands)

Line No	Cross Check	Types of equipment (a)	Repairs (net expenses) (b)	Depreciation		Amortization adjustment net during year (e)	Line No
				Owned (c)	Capital lease (d)		
		LOCOMOTIVES					
1		Diesel Locomotive - Yard	36,113	3,712	0		1
2		Diesel Locomotive - Road	342,118	112,508	40,363		2
3		Other Locomotive - Yard					3
4		Other Locomotive - Road					4
5	*	TOTAL LOCOMOTIVES	378,231	116,220	40,363		5
		FREIGHT TRAIN CARS					
6		Box - Plain-40 Ft	7	(184)	0		6
7		Box - Plain-50 Ft & Longer	4,464	4,683	5		7
8		Box - Equipped	17,401	16,424	2,603		8
9		Gondola - Plain	5,440	6,331	53		9
10		Gondola - Equipped	12,160	2,501	698		10
11		Hopper - Covered	31,397	18,314	1,943		11
12		Hopper - Open Top Gen Svc	7,327	16,403	3,431		12
13		Hopper - Open Top Spec Svc	1,051	1,760	2,026		13
14		Refrigerator - Mechanical	4,779	3,068	0		14
15		Refrig - Non-mechanical	3,775	3,724	1,863		15
16		Flat - TOFC/COFC	543	202	867		16
17		Flat - Multi-level	0	1,532	0		17
18		Flat - General Service	151	551	0		18
19		Flat - Other	1,747	3,511	0		19
20		All Other Freight Cars	1,237	555	0		20
21		Cabooses	84	1,031	0		21
22		Auto Racks	51,157	19,764	1,252		22
23		Misc. Accessories	0	942	0		23
24	*	TOTAL FREIGHT TRAIN CARS	142,720	101,112	14,741	0	24
		OTHER EQUIPMENT-REVENUE FREIGHT HIGHWAY EQUIPMENT					
25		Refrigerated Trailers					25
26		Other Trailers (A)	22,917	454			26
27		Refrigerated Containers					27
28		Other Containers					28
29		Bogies					29
30		Chassis					30
31		Other Highway Equip (Frt)					31
32	*	TOTAL HIGHWAY EQUIPMENT	22,917	454	0	0	32
		FLOATING EQUIP-REVENUE SERVICE					
33		Marine Line-Haul					33
34		Local Marine					34
35	*	TOTAL FLOATING EQUIPMENT	0	0	0	0	35
		OTHER EQUIPMENT					
36	*	Pass and Other Revenue Equip (Frt Portion)	1,781	16			36
37	*	Comp Sys & Word Proc. Equip.	36,308	31,742	0		37
38	*	Machinery - Locomotives (1)	4,225	2,867			38
39	*	Machinery - Freight Cars (2)	6,476	2,024			39
40	*	Machinery - Other Equipment (3)	440	394			40
41	*	Work and Non-revenue Equip	26,742	10,558	199		41
42		TOTAL OTHER EQUIPMENT	75,972	47,601	199	0	42
43		TOTAL ALL EQUIPMENT (Frt Portion)	\$619,840	\$265,387	\$55,303	\$0	43

(1) Data reported on line 38, column (b) is the amount reported in Schedule 410, column (f), line 203 reduced by the allocated portion of line 216

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

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

415. SUPPORTING SCHEDULE -- EQUIPMENT - (Concluded)

(Dollars in Thousands)

Dollars in thousands

Line No	Cross Check	Lease and rentals (net) (f)	Investment base as of 12/31		Accumulated depreciation as of 12/31		Line No.	
			Owned (g)	Capitalized lease (h)	Owned (i)	Capitalized lease (j)		
1		3,008	502,902	0	44,526	0	1	
2		144,443	2,756,934	868,902	996,814	181,042	2	
3							3	
4							4	
5	*	147,451	3,259,836	868,902	1,041,340	181,042	5	
6		0	493	0	403	0	6	
7		20,543	120,735	95	116,768	96	7	
8		9,909	287,664	58,177	59,188	10,415	8	
9		10,949	190,892	1,934	76,504	970	9	
10		16,654	87,882	12,774	20,768	4,869	10	
11		75,023	473,242	48,713	202,470	15,941	11	
12		23,882	277,389	39,776	147,367	3,135	12	
13		3,192	46,854	47,852	11,241	11,034	13	
14		2,122	75,542	0	35,921	0	14	
15		0	86,376	40,652	35,509	7,485	15	
16		608	3,000	16,185	(1,422)	3,280	16	
17		623	42,230	0	26,179	0	17	
18		4,152	16,007	0	9,093	0	18	
19		0	108,596	0	42,013	0	19	
20		16,364	4,711	0	2,924	0	20	
21		20	8,402	0	6,812	0	21	
22		4,722	328,675	22,634	112,857	22,654	22	
23		533	25,431	100	2,635	100	23	
24	*	189,296	2,184,121	288,892	0	907,230	79,979	24
25							25	
26		35,904	4,408		(2,711)		26	
27							27	
28							28	
29							29	
30							30	
31							31	
32	*	35,904	4,408	0	(2,711)	0	32	
33							33	
34							34	
35	*	0	0	0	0	0	35	
36	*		104		(5)		36	
37	*	25,200	270,369		83,374	0	37	
38	*		137,308		38,818	0	38	
39	*		0		0		39	
40	*		0		0		40	
41	*	(21,878)	152,662	1,138	43,513	587	41	
42		3,322	580,443	1,138	165,700	587	42	
43		\$375,973	\$6,008,808	\$1,158,932	\$2,111,559	\$261,608	43	

(1) Data reported on line 38, column (b) is the amount reported in Schedule 410, column (f), line 203 reduced by the allocated portion of line 216.

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

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

416. SUPPORTING SCHEDULE - ROAD
(Dollars in Thousands)

Line No.	Density Category (Class) (a)	Account No. (b)	Owned and Used			Improvements to Leased Property			Capitalized Leases			TOTAL		Line No.
			Investment Base (c)	Accumulated Depreciation (d)	Depr. rate % (e)	Investment Base (f)	Accumulated Depreciation (g)	Depr. rate % (h)	Investment Base (i)	Current Year Amortization (j)	Accumulated Amortization (k)	Investment Base (l)	Accumulated Depreciation & Amortization (m)	
1	I	3	1,340,278	47,310	1.11							1,340,278	47,310	1
2		8	1,309,092	169,357	4.09							1,309,092	169,357	2
3		9	2,824,632	710,033	5.63							2,824,632	710,033	3
4		11	869,576	65,986	2.56							869,576	65,986	4
5	SUB-TOTAL		6,343,578	992,686								6,343,578	992,686	5
6	II	3	733,579	26,150	1.11							733,579	26,150	6
7		8	779,426	137,898	4.09							779,426	137,898	7
8		9	1,546,015	392,470	2.85							1,546,015	392,470	8
9		11	489,465	48,282	2.56							489,465	48,282	9
10	SUB-TOTAL		3,548,485	604,800					0	0	0	3,548,485	604,800	10
11	III	3	9,258	N/A	N/A		N/A	N/A		N/A	N/A	9,258	N/A	11
12		8	63,794	N/A	N/A		N/A	N/A		N/A	N/A	63,794	N/A	12
13		9	86,373	N/A	N/A		N/A	N/A		N/A	N/A	86,373	N/A	13
14		11	44,808	N/A	N/A		N/A	N/A		N/A	N/A	44,808	N/A	14
15	SUB-TOTAL		204,233	N/A	N/A		N/A	N/A		N/A	N/A	204,233	N/A	15
16	IV	3	474,842	18,362	1.11							474,842	18,362	16
17		8	470,817	97,485	4.09							470,817	97,485	17
18		9	1,000,306	275,577	3.15							1,000,306	275,577	18
19		11	256,585	28,791	2.56							256,585	28,791	19
20	SUB-TOTAL		2,202,350	420,215					0	0	0	2,202,350	420,215	20
21	V	3	25,781	1,561	1.11							25,781	1,561	21
22		8	24,751	6,283	4.09							24,751	6,283	22
23		9	54,333	23,425	2.53							54,333	23,425	23
24		11	17,683	1,984	2.56							17,683	1,984	24
25	SUB-TOTAL		122,548	33,253								122,548	33,253	25
26	GRAND TOTAL		12,421,194	2,050,954	N/A				0	0	0	12,421,194	2,050,954	26

Notes:

- (1) Columns (c) + (f) + (i) = Column (l)
- (2) Columns (d) + (g) + (k) = Column (m)
- (3) 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

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 service, 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	9,946			19		227	1,093		11,285	1
2	*	Pick up and delivery, marine line haul	15,798					0	N/A		15,798	2
3	*	Loading and unloading and local marine	96,208			15		19,223	N/A		115,446	3
4	*	Protective services, total debit and credits	0					0	5		5	4
5	*	Freight lost or damaged-solely related	0					0	0		0	5
6	*	Fringe benefits	1,642			20		99	476		2,237	6
7	*	Casualty and insurance	1,462					37	176		1,675	7
8	*	Joint facility - Debit	22					0	0		22	8
9	*	Joint facility - Credit	(17)					(66)	0		(83)	9
10	*	Other	689					0	0		689	10
11	*	TOTAL	125,750			54		19,520	1,750		147,074	11

SCHEDULE 418

Instructions

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				
26 Communication Systems	\$199,425	\$918	\$131	\$830
37 Roadway Machines	311,560	1,313	0	1,313
44 Shop Machinery	0	0	0	0
52 Locomotives	4,128,738	868,902	40,363	181,042
53 Freight-Train Cars	2,473,013	288,892	14,741	79,980
57 Work Equipment	129,281	900	199	348
58 Miscellaneous Equipment	24,519	239	0	239
59 Computer Systems And Word Processing Equipment	0	0	0	0
TOTAL	\$7,266,536	\$1,161,164	\$55,434	\$263,752

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 but 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	1,511				8	1,519	139		1
2		Arizona	738					738			2
3		California	3,534		2		240	3,776	14		3
4		Colorado	1,754				67	1,821	3		4
5		Idaho	985				178	1,161	6		5
6		Illinois	1,818				970	2,788	3		6
7		Iowa	1,675				77	1,752			7
8		Kansas	1,593				685	2,258	861		8
9		Louisiana	927				58	985			9
10		Minnesota	485				239	724			10
11		Missouri	1,295		6		165	1,466	335		11
12		Montana	125					125	52		12
13		Nebraska	1,104				6	1,110	252		13
14		Nevada	1,107					1,107			14
15		New Mexico	566					566			15
16		Oklahoma	596		311		303	1,210	5		16
17		Oregon	1,371				137	1,508	151		17
18		Tennessee	10				23	33	2		18
19		Texas	5,705		8		626	6,339	273		19
20		Utah	1,336				30	1,366	1		20
21		Washington	349				214	563	86		21
22		Wisconsin	680				304	984	74		22
23		Wyoming	975				72	1,047			23
24											24
25											25
26											26
27											27
28											28
29											29
30											30
31		TOTAL MILEAGE	30,239	0	327	0	4,380	34,946	2,257		31
32		(single track)									32

710. INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data.

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

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

Line No	Cross Check	Class of equipment and car designations (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)	33					4	36
37		Plain box cars - 50' longer (B3_0-7, B4_0-7, B5__, B6__, B7__, B8)	8,433		98			(239)	37
38		Equipped box cars (All Code A, Except A 5)	14,468					7,442	38
39		Plain gondola cars (All Codes, G & J 1,J 2,J 3,J 4)	2,262		1,072				39
40		Equipped gondola cars (All Code E)	13,063					414	40
41		Covered hopper cars (C 1, C 2, C 3, C 4)	42,406		155				41
42		Open top hopper cars—general service (All Code H)	7,240					9,885	42
43		Open top hopper cars—special service (J Q, and All Code K)	13,749						43
44		Refrigerator cars — mechanical (R 5 , R 6 , R 7 , R 8 , R 9)	2,190					2,727	44
45		Refrigerator cars — non-mechanical (R 0 , R 1 , R 2)	8,298						45
46		Flat cars — TOFC/COFC (All Code P, Q and S, Except Q8)	439		10			649	46
47		Flat cars — multi-level (All Code V)	527		29				47
48		Flat cars — general service (F10 , F20 , F30)	3,513		21				48
49		Flat cars — other (F_1_ , F_2_ , F_3_ , F_4_ , F_5_ , F_6) (F_8 , F40)	4,304		140			469	49
50		Tank cars — under 22,000 gallons (T 0, T 1, T 2, T 3, T 4, T 5)	117						50
51		Tank cars — 22,000 gallons and over (T 6, T 7, T 8, T 9)	83						51
52		All other freight cars (A 5 , F 7 , All Code L and Q8)						151	52
53		TOTAL (lines 36 to 52)	121,125	0	1,525	0	0	21,502	53
54		Caboose (All Code M-930)		204				31	54
55		TOTAL (lines 53 and 54)	121,125	204	1,525	0	0	21,533	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	6	30	1	31		1,540		36
37	5,515	515	2,262	2,777		248,123		37
38	0	18,339	3,571	21,910		1,286,259		38
39	728	2,324	282	2,606		235,471		39
40	0	10,464	3,013	13,477		1,195,214		40
41	1,412	24,405	16,744	41,149		4,069,745		41
42	0	13,927	3,198	17,125		1,571,290		42
43	10,200	3,235	314	3,549		315,407		43
44	0	3,003	1,914	4,917		324,219		44
45	3,235	3,790	1,273	5,063		363,556		45
46	0	664	434	1,098		133,776		46
47	556	0	0	0		52,478		47
48	2,651	882	1	883		67,668		48
49	0	4,721	192	4,913		400,202		49
50	47	70	0	70		1,579		50
51	35	46	2	48		4,812		51
52	0	149	2	151		12,272		52
53	24,385	86,564	33,203	119,767	0	10,283,611	0	53
54	0	235			235			54
55	24,385	86,799	33,203	119,767	235	10,283,611	0	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
		HIGHWAY REVENUE EQUIPMENT							
59		Chassis Z1 , Z67 , Z68 , Z69	3,811						59
60		Dry van U2 , Z , Z6 , 1-6	1,386						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	803						65
66		Tank (1) Z0 , U6							66
67		Other trailer and container (Special equipped dry van U9 , Z8 , Z9)	3,136						67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 and 69)	9,136					0	70

NOTES AND REMARKS

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

710. INVENTORY OF EQUIPMENT - 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 Leased (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				3,811	3,811				59
60		120	519	747	1,266				60
61									61
62									62
63									63
64									64
65				803	803				65
66									66
67				3,136	3,136				67
68									68
69									69
70		120	519	8,497	9,016				70

NOTES AND REMARKS

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			Remarks (h)	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)			
1	T	223,045	29.56	6,592	215,565	564.47	122	NEW	1	
2	S	144,816	34.26	4,962				CONCRETE	2	
3									3	
4									4	
5									5	
6									6	
7									7	
8									8	
9									9	
10									10	
11									11	
12									12	
13									13	
14									14	
15									15	
16									16	
17									17	
18									18	
19									19	
20	TOTAL	367,861		11,554	215,565		122		20	
21	Number of miles of new running tracks, crossovers, etc., in which ties were laid _____ N/A									21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid _____ N/A									22

726. SUMMARY OF TRACK REPLACEMENTS

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

Line No.	Track category (a)	Ties				Rail	Ballast	Track surfacing		Line No.
		Number of ties replaced		Percent replaced				Miles surfaced (i)	Percent surfaced (j)	
		Crossties (b)	Switch and bridge ties (board feet) (c)	Crossties (d)	Switch and bridge ties (board feet) (e)					
1	A	1,830,139	1,045,380	3.9%	N/A	1,046.12	2,457,994	2,670	15.3%	1
2	B	336,391	176,610	1.5%		107.71	474,702	516	6.0%	2
3	C	25,505	13,440	0.2%		8.18	212,595	231	3.6%	3
4	D	687,685	361,095	4.2%		220.19	236,139	257	4.2%	4
5	E	604,835	5,426,190	2.1%		332.14	81,022	88	0.8%	5
6	TOTAL	3,484,555	7,022,715	2.6%		1,714.34	3,462,452	3,762	7.6%	6
7	F									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	1,092,915,111		1
2	Passenger	7,714,521		2
3	Yard switching	128,219,091		3
4	TOTAL	1,228,848,723		4
5	COST OF FUEL \$(000)	\$878,574		5
6	Work Train	3,545,917		6

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	6	30	1	31		1,540		36
37	5,515	754	2,262	3,016		248,123		37
38	0	14,880	3,571	18,451		1,286,259		38
39	728	2,324	282	2,606		235,471		39
40	0	10,464	3,013	13,477		1,195,214		40
41	1,412	24,405	16,744	41,149		4,069,745		41
42	0	13,927	3,198	17,125		1,571,290		42
43	10,200	3,235	314	3,549		315,407		43
44	0	3,003	1,914	4,917		324,219		44
45	3,235	3,790	1,273	5,063		363,556		45
46	0	664	434	1,098		133,776		46
47	556	0	0	0		52,478		47
48	2,651	882	1	883		67,668		48
49	0	4,721	192	4,913		400,202		49
50	47	70	0	70		15,589		50
51	35	46	2	48		12,326		51
52	0	149	2	151		0		52
53	24,385	83,344	33,203	116,547	0	10,292,863	0	53
54	0	235		235				54
55	24,385	83,579	33,203	116,782	0	10,292,863	0	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 __	3,811						59
60		Dry van U2 __, Z __, Z6 __, 1-6	1,386						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 __	803						65
66		Tank (1) Z0 __, U6 __							66
67		Other trailer and container (Special equipped dry van U9 __, Z8 __, Z9 __)	3,136						67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 and 69)	9,136						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 - Concluded

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				3,811	3,811				59
60		120	519	747	1,266				60
61									61
62									62
63									63
64				803	803				64
65									65
66									66
67				3,136	3,136				67
68									68
69									69
70		120	519	8,497	9,016		0		70

NOTES AND REMARKS

710S UNIT COST OF EQUIPMENT INSTALLED DURING THE YEAR

(Dollars in Thousands)

1. Give particulars as requested, separately, for the various classes of new units and rebuilt units of equipment installed by respondent during the year. If information regarding the cost of any units installed is not complete at time of filing of report, the units should be omitted, but reference to the number of units omitted should be given in a footnote, the details as to cost to be given in the report of the following year. The cost of units under construction at the close of the year should not be reflected in this schedule even though part of the cost appears in the property account for the year. Indicate in column (e) whether an installation represents equipment purchased (P), built or rebuilt by contract in outside railroad shops (C), or built or rebuilt in company or system shops (S) including units acquired through capitalized leases (L).
2. In column (a) list each class or type of locomotive unit, car, or TOFC/COFC equipment on a separate line. By class is meant the standard classification used to distinguish types of locomotive units, freight cars or other equipment adopted by the Association of American Railroads, and should include physical characteristics requested by Schedule 710. Locomotive units should be identified as to power source, wheel arrangement, and horsepower per unit, such as multiple-purpose diesel locomotive A units (B-B), 2500 HP. Cars should be identified as to special construction or service characteristics, such as aluminum-covered hopper car (LO), steel boxcars-special service (XAP), etc. For TOFC/COFC show type of equipment as enumerated in Schedule 710.
3. In column (c) show the total weight in tons of 2,000 pounds. The weight of the equipment acquired should be the weight empty.
4. The cost should be the complete cost as entered on the ledger, including foreign line freight charges and handling charges.
5. Data for this schedule should be confined to the units reported in Schedule 710, columns (c) and (e) for locomotive units, passenger-train cars and company service cars and columns (d) and (f) for freight train cars, floating equipment and highway revenue equipment. Disclose new units in the upper section of this schedule and in the lower section disclose rebuilt units acquired or rewritten into the respondent's accounts. The term "new" as used herein shall mean a unit or units placed in service for the first time on any railroad.
6. All unequipped boxcars acquired in whole or 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	6000 HP C60AC	10	2,100	22,855		3
4	4300 HP SD90/43AC	50	10,375	101,074		4
5	4390 HP C44/60AC	35	7,350	66,567		5
6	Natural Gas Fuel Tender	2	187	1,302		6
7	Freight Train Cars					7
8	Bi-Level Auto Rack	29	497	1,222		8
9	Covered Hopper	19	540	1,042		9
10	Work Equipment					10
11	Locomotive Crane	1	135	1,140		11
12	Concrete Tie Car	30	990	1,469		12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20	1/ 2/ TOTAL	176	N/A	196,671		20

REBUILT UNITS

21	Locomotive					21
22	SD40-2	34	6,437	14,652		22
23	MP15AC	9	1,530	3,468		23
24	SW1500	30	3,880	7,624		24
25	Freight Train Cars					25
26	Insulated Box	79	3,955	2517		26
27	Plain Box	347	13,143	9,980		27
28	Mechanical Refrigerator	300	13,096	10,590		28
29	Covered Gondola	42	1,589	1,623		29
30	Gondola	50	1,815	1,438		30
31	Coal Hopper	659	21,198	8,763		31
32	Work Equipment					32
33	Bridge Service Car	5	142	12		33
34	Boom Rest Car	13	483	143		34
35	Equipment Car	5	186	60		35
36						36
37						37
38						38
39						39
40						40
41	1/ 2/ TOTAL	1,573	N/A	60,870		41
42						42
43	1/ 2/ GRAND TOTAL	1,749	N/A	257,541	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 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 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)
1 A		17,506	N/A	N/A	N/A
2 B		8,662	N/A	N/A	N/A
3 C		6,332	N/A	N/A	N/A
4 D		6,169	N/A	N/A	N/A
5 E		11,122	XXXXXXX	XXXXXXX	
6 TOTAL		49,791			
7 F		171	XXXXXXX	XXXXXXX	
8 Potential abandonments		1,107			

* 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 cross-ties laid in replacement										Switch and bridge ties (board feet) (j)	Crossties and 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	1,602,440			226,503		1,196				1,830,139	1,045,380	1	
2	B	324,043			0		12,348				336,391	176,610	2	
3	C	24,569			0		936				25,505	13,440	3	
4	D	662,442			0		25,243				687,685	361,095	4	
5	E	525,787			5,156		73,892				604,835	5,426,190	5	
6	TOTAL	3,139,281			231,659		113,615				3,484,555	7,022,715	6	
7	F												7	
8	Potential abandonment												8	
9	Average cost per cross-ties	\$30.33	and switchtie (MBM)										9	
			\$762.42											

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			Remarks (h)	Line No.
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of new cross-ties laid 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)		
1	T	223,045	29.56	6,592,329.69	215,565	584.47	121,680	NEW	1
2	S	144,816	34.26	4,961,687.30				CONCRETE	2
3									3
4									4
5									5
6									6
7									7
8									8
9									9
10									10
11									11
12									12
13									13
14									14
15									15
16									16
17									17
18									18
19									19
20	TOTAL	367,861		11,554,017	215,565		121,680		20
21	Number of miles of new running tracks, crossovers, etc., in which ties were laid				N/A				21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid							N/A	22

723. RAILS LAID IN REPLACEMENT

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

Line No.	Track category (a)	Miles of rail laid in replacement (rail miles)						Total		Percent of spot maintenance (h)	Line No.
		New rail		Relay rail		Welded rail (f)	Bolted rail (g)				
		Welded rail (b)	Bolted rail (c)	Welded rail (d)	Bolted rail (e)						
1	A	944.77	8.86	90.06	2.43	1,034.83	11.29		1		
2	B	50.34	7.47	48.78	1.12	99.12	8.59	N/A	2		
3	C	3.82	0.57	3.70	0.09	7.52	0.66		3		
4	D	102.91	15.27	99.72	2.29	202.63	17.56		4		
5	E	58.31	8.78	258.20	6.85	316.51	15.63		5		
6	TOTAL	1,160.15	40.95	500.46	12.78	1,660.61	53.73		6		
7	F								7		
8	Potential abandonment								8		
9	Average cost of new and relay rail laid in replacement per gross ton			New	\$534	Relay	\$164		9		

N/A - Information is not available.

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

- 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, as well as 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	2	133	24,001	10,768,000	449	133	3,088	863	279	1	
2	4	133	3,122	555,000	178	132	47	8	170	2	
3	4	136	416	74,000	178					3	
4	4	115	75	14,000	187					4	
5	4	131	63	11,000	175					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	27,677	11,422,000		N/A	3,135	871		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 N/A, total to date N/A										36

725. WEIGHT OF RAIL

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

Line No.	Weight of rails per yard (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	Line No.
	Pounds				
1					1
2	140	24			2
3	136	8,844			3
4	133	9,528			4
5	132	1,361			5
6	131	724			6
7	130	18			7
8	127	10			8
9	119	2,085			9
10	115	3,769			10
11	113	1,116			11
12	112	3,136			12
13	110	383			13
14	100	687			14
15	90	1,143			15
16	85	590			16
17	80	209			17
18	75	502			18
19	72	56			19
20	70	5			20
21	66	2			21
22	65	34			22
23	60	0			23
24	Under				24
25	60	2			25
26					26
27	TOTAL	34,228			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

726. SUMMARY OF TRACK REPLACEMENTS

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

Line No.	Track category (a)	Ties						Rail		Ballast	Track surfacing		Line No.
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles) (f)	Percent replaced (g)	Cubic yards of ballast placed (h)	Miles surfaced (i)		Percent surfaced (j)		
		Crossties (b)	Switch and bridge ties (board feet) (c)	Crossties (d)	Switch and bridge ties (board feet) (e)								
1	A	1,830,139	1,045,380	3.9%	N/A	1,046.12	6.0%	2,457,994	2,670	15.3%	1		
2	B	336,391	176,610	1.5%		107.71	1.2%	474,702	516	6.0%	2		
3	C	25,505	13,440	0.2%		8.18	0.1%	212,595	231	3.6%	3		
4	D	687,685	361,095	4.2%		220.19	3.6%	236,139	257	4.2%	4		
5	E	604,835	5,426,190	2.1%		332.14	3.0%	81,022	88	0.8%	5		
6	TOTAL	3,484,555	7,022,715	2.6%		1,714.34	3.4%	3,462,452	3,761	7.6%	6		
7	F										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	1,092,915,111		1
2	Passenger	7,714,521		2
3	Yard switching	128,219,091		3
4	TOTAL	1,228,848,723		4
5	COST OF FUEL \$(000)	\$878,574		5
6	Work Train	3,545,917		6

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755

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

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

(B) A train-mile is the movement of a train a distance of 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 locomotives 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 carrier as sleeping car-miles in Item 5-03. Report mail, express baggage cars and combination cars other than 5-02 combination cars, in Item 5-05.

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

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

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

(N) Yard switching hours are hours expended in switching service performed by yard crews in yards where regular switching service is maintained, including 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)	(2) Passenger train (c)	Line No.
1		1. Miles of Road Operated (A)	34,946	0	1
2		2. Train Miles - Running (B)			
		2-01 Unit Trains	37,736,363	XXXXXX	2
3		2-02 Way Trains	10,747,380	XXXXXX	3
4		2-03 Through Trains	99,519,813	48,200	4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	148,003,556	48,200	5
6		2-05 Motorcars (C)	0	0	6
7		2-07 TOTAL ALL TRAINS (lines 5 and 6)	148,003,556	48,200	7
		3. Locomotive Unit Miles (D)			
		Road Service (E)			
8		3-01 Unit Trains	113,448,303	XXXXXX	8
9		3-02 Way Trains	23,956,426	XXXXXX	9
10		3-03 Through Trains	311,452,697	136,106	10
11		3-04 TOTAL (lines 8-10)	448,857,426	136,106	11
12		3-11 Train Switching (F)	27,032,831	XXXXXX	12
13		3-21 Yard Switching (G)	39,970,904	0	13
14		3-31 TOTAL ALL SERVICES (line 11-13)	515,861,161	136,106	14
		4. Freight Car-Miles (thousands) (H)			
15		4-01 RR Owned and Leased Cars - Loaded			
		4-010 Box-Plain 40-Foot	8	XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	98,466	XXXXXX	16
17		4-012 Box-Equipped	359,041	XXXXXX	17
18		4-013 Gondola-Plain	36,277	XXXXXX	18
19		4-014 Gondola-Equipped	138,907	XXXXXX	19
20		4-015 Hopper-Covered	387,079	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	337,268	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	33,220	XXXXXX	22
23		4-018 Refrigerator-Mechanical	74,021	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	70,626	XXXXXX	24
25		4-020 Flat-TOFC/COFC	399,804	XXXXXX	25
26		4-021 Flat-Multi-Level	51,443	XXXXXX	26
27		4-022 Flat-General Service	4,238	XXXXXX	27
28		4-023 Flat-All Other	81,312	XXXXXX	28
29		4-024 All Other Car Types-Total	3,197	XXXXXX	29
30		4-025 TOTAL (Lines 15-29)	2,074,907	XXXXXX	30

755. RAILROAD OPERATING STATISTICS — Concluded

Line No.	Cross Check	Item description (a)	Freight train (b)	(2) Passenger train (c)	Line No.
		4-11 RR Owned and Leased Cars - Empty			
31		4-110 Box-Plain 40-Foot	11	XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	45,660	XXXXXX	32
33		4-112 Box-Equipped	280,078	XXXXXX	33
34		4-113 Gondola-Plain	33,527	XXXXXX	34
35		4-114 Gondola-Equipped	107,603	XXXXXX	35
36		4-115 Hopper-Covered	395,328	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	280,951	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	34,692	XXXXXX	38
39		4-118 Refrigerator-Mechanical	41,725	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	47,720	XXXXXX	40
41		4-120 Flat-TOFC/COFC	19,801	XXXXXX	41
42		4-121 Flat-Multi-Level	27,861	XXXXXX	42
43		4-122 Flat-General Service	4,714	XXXXXX	43
44		4-123 Flat-All Other	73,346	XXXXXX	44
45		4-124 All Other Car Types	1,938	XXXXXX	45
46		4-125 TOTAL (Lines 31-45)	1,394,955	XXXXXX	46
		4-13 Private Line Cars - Loaded (H)			
47		4-130 Box-Plain 40-Foot	0	XXXXXX	47
48		4-131 Box-Plain 50-Foot and Longer	65,345	XXXXXX	48
49		4-132 Box-Equipped	7,768	XXXXXX	49
50		4-133 Gondola-Plain	334,843	XXXXXX	50
51		4-134 Gondola-Equipped	6,516	XXXXXX	51
52		4-135 Hopper-Covered	497,847	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	36,653	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	157,007	XXXXXX	54
55		4-138 Refrigerator-Mechanical	503	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	8,036	XXXXXX	56
57		4-140 Flat-TOFC/COFC	658,478	XXXXXX	57
58		4-141 Flat-Multi-Level	434,361	XXXXXX	58
59		4-142 Flat-General Service	32	XXXXXX	59
60		4-143 Flat-All Other	81,932	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	152,928	XXXXXX	61
62		4-145 Tank-22,000 Gallons and Over	180,456	XXXXXX	62
63		4-146 All Other Car Types	1,578	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	2,624,283	XXXXXX	64

755 RAILROAD OPERATING STATISTICS -- Concluded

Line No.	Cross Check	Item description (a)	Freight train (b)	(2) Passenger train (c)	Line No.
65		4-15 Private Line Cars - Empty (H)	XXXXXX	XXXXXX	
		4-150 Box-Plain 40-Foot	0	XXXXXX	65
66		4-151 Box-Plain 50-Foot and Longer	16,865	XXXXXX	66
67		4-152 Box-Equipped	3,660	XXXXXX	67
68		4-153 Gondola-Plain	336,254	XXXXXX	68
69		4-154 Gondola-Equipped	6,869	XXXXXX	69
70		4-155 Hopper-Covered	490,655	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	35,766	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	156,375	XXXXXX	72
73		4-158 Refrigerator-Mechanical	497	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	7,526	XXXXXX	74
75		4-160 Flat-TOFC/COFC	33,117	XXXXXX	75
76		4-161 Flat-Multi-Level	197,086	XXXXXX	76
77		4-162 Flat-General Service	69	XXXXXX	77
78		4-163 Flat-All Other	61,394	XXXXXX	78
79		4-164 Tank Under 22,000 Gallons	163,082	XXXXXX	79
80		4-165 Tank-22,000 Gallons and Over	190,123	XXXXXX	80
81		4-166 All Other Car Types	985	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	1,700,323	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	668,400	XXXXXX	83
84		4-18 No Payment Car-Miles (I) (1)	2,807,168	XXXXXX	84
		4-19 Total Car-Miles by Train Type (Note)			
85		4-191 Unit Trains	4,112,212	XXXXXX	85
86		4-192 Way Trains	393,012	XXXXXX	86
87		4-193 Through Trains	6,764,812	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	11,270,036	XXXXXX	88
89		4-20 Caboose Miles	227	XXXXXX	89

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

(2) As in prior years, the passenger statistics exclude results from commuter operations.

Please note that Passenger Train Gross Ton Miles (thousands) reported in 1996 for road locomotives and passenger-train, cars and containers were subsequently restated to 33,698 and 63,764 respectively.

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

755. RAILROAD OPERATING STATISTICS -- Concluded

Line No.	Cross Check	Item description (a)	Freight train (b)	(2) Passenger train (c)	Line No.
		6. Gross Ton-Miles (thousands) (K)			
98		6-01 Road Locomotives	85,500,967	23,998	98
99		6-02 Freight Trains, Cars, Cnts., and Caboose	XXXXXX	XXXXXX	99
100		6-020 Unit Trains	328,554,340	XXXXXX	100
101		6-021 Way Trains	26,374,325	XXXXXX	101
102		6-022 Through Trains	499,476,833	XXXXXX	102
103		6-03 Passenger-Trains, Cars, and Cnts.	4,402	44,510	103
104		6-04 Non-Revenue	5,345,971	XXXXXX	104
105		6-05 TOTAL (lines 98-103)	945,256,838	68,508	105
		7. Tons of Freight (thousands)	XXXXXX	XXXXXX	
106		7-01 Revenue	514,340	XXXXXX	106
107		7-02 Non-Revenue	7,849	XXXXXX	107
108		7-03 TOTAL (lines 105 and 106)	522,189	XXXXXX	108
		8. Ton-Miles of Freight (thousands) (L)	XXXXXX	XXXXXX	
109		8-01 Revenue-Road Service	451,854,919	XXXXXX	109
110		8-02 Revenue-Lake Transfer Service	0	XXXXXX	110
111		8-03 TOTAL (lines 108, 109)	451,854,919	XXXXXX	111
112		8-04 Non-Revenue-Road Service	3,372,166	XXXXXX	112
113		8-05 Non-Revenue-Lake Transfer Service	0	XXXXXX	113
114		8-06 TOTAL (lines 111 and 112)	3,372,166	XXXXXX	114
115		8-07 TOTAL-REVENUE AND NON-REVENUE (lines 110 and 113)	455,227,085	XXXXXX	115
		9. Train Hours (M)	XXXXXX	XXXXXX	
116		9-01 Road Service	7,257,763	XXXXXX	116
117		9-02 Train Switching	1,660,990	XXXXXX	117
118		10. TOTAL YARD-SWITCHING HOURS (N)	2,570,100	XXXXXX	118
119		11. Train-Miles Work Trains (O)			119
120		11-01 Locomotives	1,482,358	XXXXXX	120
121		11-02 Motorcars	0	XXXXXX	121
122		12. Number of Loaded Freight Cars (P)			122
123		12-01 Unit Trains	3,292,690	XXXXXX	123
124		12-02 Way Trains	3,296,568	XXXXXX	124
125		12-03 Through Trains	9,938,933	XXXXXX	125
126		13. TOFC/COFC-No. of Rev. Trailers and Containers Loaded and Unloaded (Q)	3,018,713	XXXXXX	126
127		14. Multi-Level Cars-No. of Motor Vehicles Loaded and Unloaded (Q)	3,945,520	XXXXXX	127
128		15. TOFC/COFC-No. of Rev. Trailers Picked Up and Delivered (R)	16,388	XXXXXX	128
129		16. Revenue Tons-Marine Terminal (S)			129
130		16-01 Marine Terminals-Coal	0	XXXXXX	130
131		16-02 Marine Terminals-Ore	355,015	XXXXXX	131
132		16-03 Marine Terminals-Other	21,352	XXXXXX	132
133		16-04 TOTAL (lines 126-128)	376,367	XXXXXX	133
		17. Number of Foreign Per Diem Cars on Line (T)			
134		17-01 Serviceable	86,137	XXXXXX	134
135		17-02 Unserviceable	650	XXXXXX	135
136		17-03 Surplus	393	XXXXXX	136
137		17-04 TOTAL (lines 130-132)	87,180	XXXXXX	137

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. J. Koraleski
(Insert here name of the affiant.)

makes oath and states that he (she) is

Executive Vice President - Finance
(Insert here the official title of the affiant.)

Of

Union Pacific Railroad Company

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

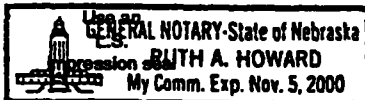
that it is his or her duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept; that he or she knows that such books have been kept in good faith during the period covered by this report; that he or she knows that the entries contained in this report relate to accounting matters that have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroad Companies and other accounting and reporting directives of the Surface Transportation Board; that he or she 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, 1997 to and including December 31, 1997

J. J. Koraleski
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 30th day of March, 1998

My commission expires 11/5/2000



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

SUPPLEMENTAL OATH

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

State of Nebraska

County of Douglas

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

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

that he or she has carefully examined the foregoing report; that he or she 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

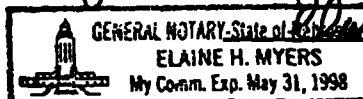
January 1, 1997, to and including December 31, 1997

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 30th day of March, 1998

My commission expires May 31, 1998

Use an
L.S.
impression seal



Elaine H. Myers
(Signature of officer authorized to administer oaths.)

MEMORANDA
(FOR USE OF COMMISSION ONLY)
CORRESPONDENCE

[illegible]

CORRECTIONS

[illegible]

EXPLANATORY REMARKS

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