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UNION PACIFIC RAILROAD

1416 DODGE STREET • OMAHA, NE • 68179



CLASS I RAILROAD ANNUAL REPORT R-1

to the Surface Transportation Board for the Year Ending December 31, 2000

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, 2000

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

(Name) J. R. Young (Title) Chief Financial Officer

(Telephone number) (402) 271-6655 (or contact Greg Tiarks at (402) 280-6072)

(Office address) 1416 Dodge Street - Rm 1230, 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
		<div>NONE</div>

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.

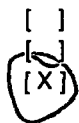
1. Give in full the exact name of the respondent. Use the words "The" and "Company" only when they are parts of the corporate name. Be careful to distinguish between railroad and railway. The corporate name should be given uniformly throughout the report, notably on the cover, on the title page, and 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 the Office of Economic and Environmental Analysis, immediately upon preparation, two copies of its latest annual report to stockholders.

Check appropriate box:



☐ Two copies are attached to this report.

☒ Two copies will be submitted 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, Railroad, 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 the list of stockholders of the respondent (if within one year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each, his 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		
	(a)	(b)	(c)	(d)	(e)	(f)	
1	Union Pacific	1416 Dodge Street	Common Stock - 4,465	4,465			1
2	Corporation	Omaha, Nebraska 68179	Class A Stock - 388	388			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	Notes and Remarks:	Excludes stock owned by Southern Pacific Rail Corporation (See Note 13 on page 13).					15
16							16
17	Excludes non-voting FRA Preference Shares listed in Schedule 230 on page 20.						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

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 - April 21, 2000
12. Give the place of such meeting - Via written consent

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

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

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 begin- ning of year (c)	Line No.
CURRENT LIABILITIES						
30		751	Loans and Notes Payable	0	0	30
31		752	Accounts Payable; Interline and Other Balances	30,225	35,616	31
32		753	Audited Accounts and Wages	279,312	315,577	32
33		754	Other Accounts Payable	49,179	50,287	33
34		755, 756	Interest and Dividends Payable	82,312	96,982	34
35		757	Payables to Affiliated Companies	0	0	35
36		759	Accrued Accounts Payable	1,639,076	1,481,950	36
37		760, 761, 761.5, 762	Taxes Accrued	148,610	219,499	37
38		763	Other Current Liabilities	13,207	14,386	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	207,286	209,985	39
40			TOTAL CURRENT LIABILITIES	2,449,207	2,424,282	40
NON-CURRENT LIABILITIES						
41		765, 767	Funded Debt Unmatured	488,669	513,384	41
42		766	Equipment Obligations	645,376	715,774	42
43		766.5	Capitalized Lease Obligations	1,317,343	1,240,394	43
44		768	Debt in Default	0	0	44
45		769	Accounts Payable; Affiliated Companies	5,387,706	5,646,768	45
46		770.1, 770.2	Unamortized Debt Premium	(54,701)	(51,028)	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	7,748,105	7,309,827	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	2,049,784	2,284,509	50
51			TOTAL NON-CURRENT LIABILITIES	17,582,282	17,659,628	51
SHAREHOLDERS' EQUITY						
52		791, 792	Total Capital Stock:(Schedule 230) (L-10 Col. g, L-17 Col. e)	23,043	25,179	52
53			Common Stock	49	49	53
54			Preferred Stock	22,994	25,130	54
55			Discount on Capital Stock	0	0	55
56		794, 795	Additional Capital (Schedule 230) (L-17 Col. h)	4,781,906	4,781,906	56
57		797	Retained Earnings: Appropriated	1,583	2,354	57
58		798	Unappropriated (Schedule 220) (L-17 Col. b)	5,195,546	4,468,935	58
59		798.1	Net Unrealized Loss on Non-current Marketable Equity Securities (B)	(283)	(6,087)	59
60		798.5	Less Treasury Stock	0	0	60
61			Net Shareholders' Equity	10,001,795	9,272,287	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	30,033,284	29,356,197	62

(B) Amount represents Other Comprehensive Income (See Note 16 on page 14)

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	85,011	76,838	1
2		702	Temporary Cash Investments	0	0	2
3		703	Special Deposits	4,835	3,843	3
4		704	Accounts Receivable (A) - Loan and Notes	0	0	4
5		705	- Interline and Other Balances	71,922	63,601	5
6		706	- Customers	96,078	153,462	6
7		707	- Other	134,209	133,285	7
8		709,708	- Accrued Accounts Receivables	153,145	109,852	8
9		708.5	- Receivables from Affiliated Companies	0	0	9
10		709.5	- Less: Allowance for Uncollectible Accounts	0	0	10
11		710,711,714	Working Funds Prepayments Deferred Income Tax Debits	37,703	55,749	11
12		712	Materials and Supplies	346,469	328,702	12
13		713	Other Current Assets	211	0	13
14			TOTAL CURRENT ASSETS	929,583	925,332	14
OTHER ASSETS						
15		715, 716, 717	Special Funds	5,236	6,659	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedules 310 and 310A)	1,228,757	1,239,979	16
17		722, 723	Other Investments and Advances	60,920	65,782	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) \$14,349	178,402	169,866	19
20		739, 741	Other Assets	100,154	82,777	20
21		743	Other Deferred Debits	34,937	49,065	21
22		744	Accumulated Deferred Income Tax Debits	0	0	22
23			TOTAL OTHER ASSETS	1,608,406	1,614,128	23
ROAD AND EQUIPMENT						
24		731, 732	Road (Schedule 330) L-30 Cols. h & b	26,102,688	24,982,645	24
25		731, 732	Equipment (Schedule 330) L-39 Cols. h & b	7,668,602	7,638,046	25
26		731, 732	Unallocated Items	550,545	633,565	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(6,826,540)	(6,437,519)	27
28			Net Road and Equipment	27,495,295	26,816,737	28
29	*		TOTAL ASSETS	30,033,284	29,356,197	29

(A) See Note 11 on page 10.

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

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

Disclose the nature and amount of contingency that is material

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

SEE NOTE 14 ON PAGE 13.

(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 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. - See Note 2 on Schedule 450, page 64
3. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year _____
See Explanatory Note 12 on pages 11 and 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. June 30, 1998
If respondent is affiliated in any way with the trustee(s), explain affiliation: Not Applicable.
- (d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement. See Note 12, page 11.
- (e) (i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates?
Specify. Yes ____ No ☒
If yes, give number of the shares for each class of stock or other security: _____
_____.
- (ii) Are voting rights attached to any securities held by the pension plan? Specify. Yes ____ No ☒ If yes,
who determines how stock is voted? _____
_____.
4. State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610). Yes ____ No ☒ See additional Note 17 on page 14
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.

200 COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

11. Financial Instruments

Strategy and Risk – The Company uses derivative financial instruments in limited instances for purposes other than trading to manage risk related to changes in fuel prices. The Company uses swaps, futures and/or forward contracts to mitigate the downside risk of adverse price movements; however, the use of these instruments also limits future gains from favorable movements.

Market and Credit Risk – 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 total credit risk associated with the Company's counterparties was \$2 million and \$22 million at December 31, 2000 and 1999, respectively. The Company has not been required to provide collateral; however, the Company has received collateral relating to its hedging activity where the concentration of credit risk was substantial.

Determination of Fair Value – The fair values of the Company's derivative financial instrument positions at December 31, 2000 and 1999, detailed below, were determined based upon current fair values as quoted by recognized dealers or developed based upon the present value of expected future cash flows discounted at the applicable U.S. Treasury rate and swap spread.

Fuel Strategy – Fuel costs are a significant portion 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 uses swaps, futures and/or forward contracts to mitigate the impact of fuel price volatility. The purpose of this program is to protect the Company's operating margins and overall profitability from adverse fuel price changes.

The following is a summary of the Company's financial instruments at December 31, 2000 and 1999:

<i>Millions, Except Percentages and Average Commodity Prices</i>	<i>2000</i>	<i>1999</i>
Fuel Hedging:		
Number of gallons hedged for 2000	–	126
Percentage of forecasted 2000 fuel consumption hedged	–	10%
Average price of 2000 hedges outstanding (per gallon) [a]	–	\$0.40
Number of gallons hedged for 2001	101	–
Percentage of forecasted 2001 fuel consumption hedged	8%	–
Average price of 2001 hedges outstanding (per gallon) [a]	\$.68	–

[a] *Excluded taxes and transportation costs, and regional pricing spreads.*

The asset and liability positions of the Company's outstanding financial instruments at December 31, 2000 and 1999 were as follows:

<i>Millions of Dollars</i>	<i>2000</i>	<i>1999</i>
Fuel Hedging:		
Gross fair market asset position	\$2	\$22
Gross fair market (liability) position	–	–
Total asset position	\$2	\$22

The Company's use of derivative financial instruments for fuel hedging decreased fuel costs by \$52 million and \$53 million in 2000 and 1999, respectively, and increased 1998 fuel costs by \$87 million.

Fair Value of Debt 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, 2000, the fair value of total debt was greater than the carrying value by approximately \$29 million. Approximately \$435 million of fixed-rate debt securities contain call provisions that allow the Company to retire the debt instruments prior to final maturity subject, in certain cases, to the payment of premiums.

Sale of Receivables – The Railroad has sold, on a revolving basis, an undivided percentage ownership interest in a designated pool of accounts receivable to third parties through a bankruptcy-remote subsidiary. The receivables are sold at carrying value, which approximates fair value. The third parties have designated the Railroad to service the sold receivables. The amount of receivables sold fluctuates based upon the availability of the designated pool of receivables and is directly affected by changing business volumes and credit risks. At December 31, 2000 and 1999, accounts receivable are presented net of \$600 million and \$576 million, respectively, of receivables sold.

200 COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

9. Acquisitions

Southern Pacific – Union Pacific Corporation (UPC or the Corporation) consummated the acquisition of Southern Pacific Rail Corporation (SP or Southern Pacific) in September 1996. Southern Pacific was acquired for \$4.1 billion (60% of the outstanding Southern Pacific common shares were converted into UPC common stock, and the remaining 40% of the outstanding shares were acquired for cash). UPC's investment in Southern Pacific was subsequently pushed down to the Railroad. The acquisition of Southern Pacific has been accounted for using the purchase method and was fully consolidated into the Company's results beginning October 1996.

Merger Consolidation Activities – In connection with the acquisition and continuing integration of Union Pacific Railroad Company, a Utah corporation (UPRR) and predecessor to the respondent, and Southern Pacific's rail operations, the Company will complete the elimination of 5,200 duplicate positions in 2001, primarily employees involved in activities other than train, engine and yard activities. The Company will also complete the relocation of 4,700 positions, merging or disposing of redundant facilities, and disposing of certain rail lines. In addition, the Company will cancel and settle the remaining uneconomical and duplicative SP contracts, including payroll-related contractual obligations in accordance with the original merger plan.

Merger Liabilities – In 1996, the Company recognized a \$958 million pre-tax liability in the SP purchase price allocation for costs associated with SP's portion of these activities. Merger liability activity reflected cash payments for merger consolidation activities and reclassification of contractual obligations from merger liabilities to contractual liabilities. In addition, where merger implementation has varied from the original merger plan, the Company has adjusted the merger liability and the fair value allocation of SP's purchase price to fixed assets to eliminate the variance. Where the merger implementation has caused the Company to incur more costs than were envisioned in the original merger plan, such costs are charged to expense in the period incurred. The Company charged \$10 million, \$45 million and \$474 million against the merger liability in 2000, 1999 and 1998, respectively. The remaining merger payments will be made during 2001 as labor negotiations are completed and implemented, and related merger consolidation activities are finalized.

The components of the merger liability as of December 31, 2000 were as follows:

<i>Millions of Dollars</i>	<i>Original Liability</i>	<i>Cumulative Activity</i>	<i>Dec. 31, 2000 Liability</i>
Labor protection related to legislated and contractual obligations	\$361	\$361	\$ -
Severance and related costs	343	271	72
Contract cancellation fees and facility and line closure costs ..	145	141	4
Relocation costs	109	96	13
Total	\$958	\$869	\$89

Mexican Railway Concession – During 1997, the Company and a consortium of partners were granted a 50-year concession to operate the Pacific-North and Chihuahua Pacific lines in Mexico and a 25% stake in the Mexico City Terminal Company at a price of \$525 million. The consortium assumed operational control of both lines in 1998. In March 1999, the Company purchased an additional 13% ownership interest for \$87 million from one of its partners. The Company now holds a 26% ownership share in the consortium. The investment is accounted for using the equity method of accounting. The Company's portion of the consortium's assets and liabilities are translated into U.S. dollars using current exchange rates in effect at the balance sheet date. The Company's portion of the consortium's net income is translated into U.S. dollars at weighted-average exchange rates prevailing during the year. The resulting translation adjustments are reflected within shareholders' equity as accumulated other comprehensive income.

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 to the Railroad on such amounts was \$405 million, \$420 million and \$399 million in 2000, 1999 and 1998, respectively.

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

NOTES TO FINANCIAL STATEMENTS

(Millions of Dollars)	Pension Benefits		Other Postretirement Benefits	
	2000	1999	2000	1999
Prepaid benefit cost.....	\$ 4	\$ 2	\$ -	\$ -
Accrued benefit cost.....	(241)	(277)	(420)	(428)
Additional minimum liability	(30)	(31)	-	-
Intangible asset	27	28	-	-
Accumulated other comprehensive income	3	3	-	-
Net liability recognized at end of year	\$ (237)	\$ (275)	\$ (420)	\$ (428)

The components of the Company's net periodic pension costs for the years ended December 31, 2000, 1999 and 1998 were as follows:

	Pension Benefits			Other Postretirement Benefits		
	2000	1999	1998	2000	1999	1998
Service cost.....	\$ 20	\$ 26	\$ 20	\$ 5	\$ 4	\$ 4
Interest cost.....	109	98	100	28	25	25
Expected return on assets.....	(145)	(116)	(107)	-	-	-
Amortization of:						
Transition obligation.....	(2)	(2)	3	-	-	-
Prior service cost (credit)	13	11	8	(3)	(3)	(3)
Actuarial gain (loss).....	(26)	(9)	3	(2)	(1)	(1)
Total net periodic benefit cost	\$ (31)	\$ 8	\$ 27	\$ 28	\$ 25	\$ 25

As of year-end 2000 and 1999, approximately 32% and 25%, respectively, of the funded plans' assets were held in fixed income and short-term securities, with the remainder in equity securities.

The weighted-average actuarial assumptions for the years ended December 31, 2000, 1999 and 1998 were as follows:

	Pension Benefits			Other Postretirement Benefits		
	2000	1999	1998	2000	1999	1998
Discount rate	7.5%	8.0%	6.75%	7.5%	8.0%	6.75%
Expected return on plan assets	10.0	10.0	9.0	N/A	N/A	N/A
Rate of compensation increase.....	4.5	5.0	4.75	4.5	5.0	4.75
Health care cost trend:						
Current.....	N/A	N/A	N/A	7.7	7.7	9.0
Level in 2006	N/A	N/A	N/A	5.5	5.5	4.5

Assumed health care cost trend rates have a significant effect on the amount reported for health care plans. A one-percentage point change in the assumed health care cost trend rates would have the following effects:

(Millions of Dollars)	One percentage point increase	One percentage point decrease
Effect on total service and interest cost components	\$ 4	\$ (3)
Effect on postretirement benefit obligation	37	(32)

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

NOTES TO FINANCIAL STATEMENTS

12. Retirement Plans

Benefit Summary – The Company provides defined benefit retirement income to eligible non-union employees through qualified and non-qualified (supplemental) pension plans. In addition, the Company provides a defined contribution plan (thrift plan) to eligible non-union employees. All non-union and certain of the Company's union employees participate in defined contribution medical and life insurance programs for retirees. All Railroad employees are covered by the Railroad Retirement System (the System).

Funding and Benefit Payments – Qualified and non-qualified pension benefits are based on years of service and the highest compensation during the latest years of employment. The qualified plans are funded based on the Projected Unit Credit actuarial funding method and are funded at not less than the minimum funding standards set forth in the Employee Retirement Income Security Act of 1974, as amended. The Company has settled a portion of the non-qualified unfunded supplemental plan's accumulated benefit obligation by purchasing annuities. Company contributions into the thrift plan are based on 50% of the participant's contribution, limited to 3% of the participant's base salary. Company thrift plan contributions were \$11 million, \$11 million and \$10 million for the years ended December 31, 2000, 1999 and 1998, respectively. The Company also provides medical and life insurance benefits on a cost sharing basis for qualifying employees. These costs are funded as incurred. In addition, contributions made to the System are expensed as incurred and amounted to approximately \$430 million in 2000, \$426 million in 1999 and \$411 million in 1998.

The following illustrates the change in the Company's projected benefit obligation for 2000 and 1999:

(Millions of Dollars)	Pension Benefits		Other Postretirement Benefits	
	2000	1999	2000	1999
Net benefit obligation at beginning of year	\$1,382	\$1,516	\$357	\$378
Service cost	20	26	5	4
Interest cost	110	98	28	25
Plan amendments	(3)	33	—	—
Actuarial (gain) loss	124	(201)	27	(19)
Gross benefits paid	(99)	(90)	(36)	(31)
Net benefit obligation at end of year	\$1,534	\$1,382	\$381	\$357

Changes in the Company's benefit plan assets are summarized as follows for 2000 and 1999:

(Millions of Dollars)	Pension Benefits		Other Postretirement Benefits	
	2000	1999	2000	1999
Fair value of plan assets at beginning of year	\$1,751	\$1,557	\$ —	\$ —
Actual return on plan assets	(15)	254	—	—
Employer contributions	7	30	36	31
Gross benefits paid	(99)	(90)	(36)	(31)
Fair value of plan assets at end of year	\$1,644	\$1,751	\$ —	\$ —

The components of funded status of the benefit plans for 2000 and 1999 are as follows:

(Millions of Dollars)	Pension Benefits		Other Postretirement Benefits	
	2000	1999	2000	1999
Funded status at end of year	\$ 110	\$ 369	\$(381)	\$(357)
Unrecognized net actuarial gain	(437)	(747)	(24)	(53)
Unrecognized prior service cost (credit)	96	111	(15)	(18)
Unrecognized net transition obligation	(6)	(8)	—	—
Net liability recognized at end of year	\$(237)	\$(275)	\$(420)	\$(428)

In 2000 and 1999, \$25 million and \$26 million, respectively, of total pension and other postretirement liability were reclassified as a current liability. Amounts recognized for the benefit plan liabilities in the statement of consolidated financial position for 2000 and 1999 consist of:

200 COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

In September 2000, the FASB issued Statement No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities" (FAS 140), replacing Statement No. 125, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities" (FAS 125). FAS 140 revises criteria for accounting for securitizations, other financial asset transfers and collateral, and introduces new disclosures. FAS 140 is effective for fiscal 2000 with respect to the new disclosure requirements and amendments of the collateral provisions originally presented in FAS 125. All other provisions are effective for transfers of financial assets and extinguishments of liabilities occurring after March 31, 2001. The provisions are to be applied prospectively with certain exceptions. Management is currently assessing the financial impact that FAS 140 will have on the Company's consolidated financial statements.

16. Comprehensive Income

The Company adopted Statement of Financial Accounting Standards No. 130, "Reporting Comprehensive Income" in 1998.

The components of comprehensive income were as follows:

<i>Millions of Dollars</i>	<i>2000</i>	<i>1999</i>	<i>1998</i>
Net Income	\$926	\$854	\$27
Other comprehensive income (loss):			
Minimum pension liability adjustment (net of tax)	—	(2)	—
Change in accumulated translation adjustment (net of tax) .	6	(4)	—
Total comprehensive income	\$932	\$848	\$27

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.

18. Work Force Reduction Plan

Prompted by signs of an economic slowdown, the Corporation's Board of Directors approved a work force reduction plan (the Plan) in the fourth quarter of 2000. The Plan calls for the elimination of approximately 2,000 Railroad positions during 2001. The positions will be eliminated through a combination of attrition, subsidized early retirement and involuntary layoffs and will affect both agreement and non-agreement employees across the entire 23-state Railroad system. Most of the eliminations will occur during the first six months of 2001, with the remainder completed throughout the year.

The Company accrued \$115 million pre-tax or \$72 million after-tax in the fourth quarter of 2000 for costs related to the Plan. The expense was charged to salaries and wages and is included in the Company's Schedule 410 (Railway Operating Expenses) on line 618, column (b). No cash payments or charges against the Plan reserve were made in 2000.

19. Change in Presentation

Certain prior year amounts have been reclassified to conform to the 2000 financial statement presentation.

200 COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

13. Capital Stock

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

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 MKT 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.

The number of shares shown in the Schedule 230 on page 20 excludes 2,665 shares of Common Stock and 232 shares of Class A Stock owned by Southern Pacific Rail Corporation, whose results are included in this report.

The Company is subject to certain restrictions related to the payment of dividends. The amount of retained earnings available for dividends under the most restrictive test was \$4.0 billion and \$3.6 billion at December 31, 2000 and 1999, respectively.

14. Commitments and Contingencies

There are various claims and lawsuits pending against the Company and certain of its subsidiaries. The Company is also subject to federal, state and local environmental laws and regulations, pursuant to which it is currently participating in the investigation and remediation of numerous sites. For environmental sites where remediation costs can be reasonably determined, and where such remediation is probable, the Company has recorded a liability. At December 31, 2000, the Company had accrued \$176 million for estimated future environmental costs and believes it is reasonably possible that actual environmental costs may differ from such estimate. In addition, the Company and its subsidiaries periodically enter into financial and other commitments in connection with their businesses. It is not possible at this time for the Company to determine fully 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, contingent liabilities or guarantees will have a material adverse effect on its consolidated financial condition, results of operations or liquidity.

15. Accounting Pronouncements

In June 1998, the Financial Accounting Standards Board (FASB) issued Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities" (FAS 133), that would have been effective January 1, 2000. In June 1999, the FASB issued Statement No. 137, "Accounting for Derivatives Instruments and Hedging Activities-Deferral of the Effective Date of FASB Statement No. 133" postponing the effective date for implementing FAS 133 to fiscal years beginning after June 15, 2000. In June 2000, the FASB issued Statement No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities" (FAS 138). FAS 138 addresses certain issues related to the implementation of FAS 133, but does not change the basic model of FAS 133 or further delay the implementation of FAS 133. Management has determined that FAS 133 and FAS 138 will increase the volatility of the Company's asset, liability and equity (comprehensive income) positions as the change in the fair value of all financial instruments the Company uses for fuel or interest rate hedging purposes will, upon adoption of FAS 133 and FAS 138, be recorded in the Company's consolidated statements of financial position (see note 11). In addition, to the extent fuel hedges are ineffective due to pricing differentials resulting from the geographic dispersion of the Company's operations, income statement recognition of the ineffective portion of the hedge position will be required. On January 1, 2001, the Company adopted the provisions of FAS 133 and FAS 138. This adoption resulted in the recognition of a \$2 million asset on January 1, 2001.

200 COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONCLUDED

NOTES TO FINANCIAL STATEMENTS

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210. RESULTS OF OPERATIONS
(Dollars in Thousands)

1 Disclose the requested information for 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	10,175,884	9,703,510	10,175,884		1
2		(102) Passenger	61,900	60,742		61,900	2
3		(103) Passenger-Related	458	401		458	3
4		(104) Switching	123,234	122,150	123,234		4
5		(105) Water Transfers					5
6		(106) Demurrage	77,232	39,243	77,232		6
7		(110) Incidental	46,137	11,941	46,137		7
8		(121) Joint Facility-Credit	6,674	6,321	6,674		8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from government authorities-lines 1-9)	10,491,519	9,944,308	10,429,161	62,358	10
11		(502) Railway operating revenues-transfers from government authorities	47,018	42,642		47,018	11
12		(503) Railway operating revenues-amortization of deferred transfers from government authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	10,538,537	9,986,950	10,429,161	109,376	13
14	*	(531) Railway operating expenses	8,728,738	8,222,313	8,622,432	106,306	14
15	*	Net revenue from railway operations	1,809,799	1,764,637	1,806,729	3,070	15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	3,683	12,598			16
17		(510) Miscellaneous rent income	106,917	100,839			17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend income (cost method)	50	3			19
20		(514) Interest income	6,726	10,129			20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt	11,286	10,268			22
23		(518) Reimbursements received under contracts and agreements					23
24		(519) Miscellaneous income	87,308	77,939			24
25		Income from affiliated companies: 519					
		a. Dividends (equity method)	100,978	8,588			25
26		b. Equity in undistributed earnings (losses)	(20,861)	48,742			26
27		TOTAL OTHER INCOME (lines 16-26)	296,087	269,106			27
28		TOTAL INCOME (lines 15, 27)	2,105,886	2,033,743			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	10,616	20,778			29
30		(544) Miscellaneous taxes					30
31		(545) Separately operated properties-Loss					31
32		(549) Maintenance of investment organization					32
33		(550) Income transferred under contracts and agreements					33
34		(551) Miscellaneous income charges	72,231	69,148			34
35		(553) Uncollectible accounts					35
36		TOTAL MISCELLANEOUS DEDUCTIONS	82,847	89,926			36
37		Income available for fixed charges	2,023,039	1,943,817			37

NOTES AND REMARKS FOR SCHEDULES 210 AND 220

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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	181,660	196,578	38
39		(b) Interest in default			39
40		(547) Interest on unfunded debt	404,660	420,082	40
41		(548) Amortization of discount on funded debt	7,945	7,589	41
42		TOTAL FIXED CHARGES (lines 38-41)	594,265	624,249	42
43		Income after fixed charges (line 37 minus line 42)	1,428,774	1,319,568	43
OTHER DEDUCTIONS					
		(546) Interest on funded debt:			
44		(c) Contingent interest	9,111	4,387	44
UNUSUAL OR INFREQUENT ITEMS					
45		(555) Unusual or infrequent items (debit) credit			45
46		Income (Loss) from continuing operations (before income taxes)	1,419,663	1,315,181	46
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income:			
47	*	(a) Federal income taxes	36,192	(130,470)	47
48	*	(b) State income taxes	3,238	(3,434)	48
49	*	(c) Other income taxes			49
50	*	(557) Provision for deferred taxes	454,393	594,889	50
51		TOTAL PROVISIONS FOR INCOME TAXES (lines 47-52)	493,823	460,985	51
52		Income from continuing operations (line 46 minus line 51)	925,840	854,196	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)	925,840	854,196	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)	925,840	854,196	61
RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI)					
62	*	Net revenues from railway operations	1,809,799	1,764,637	62
63	*	(556) Income taxes on ordinary income (-)	(39,430)	133,904	63
64	*	(557) Provision for deferred income taxes (-)	(454,393)	(594,889)	64
65		Income from lease of road and equipment (-)			65
66		Rent for leased roads and equipment (+)	2,676	2,651	66
67		Net railway operating income (loss)	1,318,652	1,306,303	67

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	3,861,875	607,060	1
2		(601.5) Prior period adjustments to beginning retained earnings	(1,563)	1,563	2
		CREDITS			
3		(602) Credit balance transferred from income	946,701	(20,861)	3
4		(603) Appropriations released	2,354		4
5		(606) Other credits to retained earnings			5
6		TOTAL CREDITS	949,055	(20,861)	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	200,000		11
12		Preferred stock (1)			12
13		TOTAL DEBITS	201,583		13
14		Net increase (decrease) during year (line 6 minus line 13)	747,472	(20,861)	14
15		Balances at close of year (lines 1, 2, and 14)	4,607,784	587,762	15
16		Balances from line 15(c)	587,762	N/A	16
17		(798) Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	5,195,546	N/A	17
18		(797) Total appropriated retained earnings:			18
19		Credits during year 1,583			19
20		Debits during year 2,354			20
21		Balance at Close of year 1,583			21
22		Amount of assigned Federal income tax consequences:			22
23		Account 606 \$ _____ 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. NONE

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)	
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	22,212	6
7	FRA Preference Shares - Series B	10,000	500	436		436	782	7
8								8
9								9
10	TOTAL		15,500	10,118	0	10,118	23,043	10

1/ See note 13 on page 13

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		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	5,265	\$25,130	4,853	\$49			11
12								12
13	Payments of Preference Shares		(2,136)					13
14								14
15								15
16								16
17	Balance at close of year	5,265	\$22,994	4,853	\$49		\$4,781,906	17

240. STATEMENT OF CASH FLOWS

(Dollars in Thousands)

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

CASH FLOWS FROM OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
1		Cash received from operating revenues			1
2		Dividends received from affiliates			2
3		Interest received			3
4		Other income			4
5		Cash paid for operating expenses			5
6		Interest paid (net 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	925,840	854,196	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	(88,011)	(70,715)	11
12		Depreciation and amortization expenses	1,086,495	1,030,952	12
13		Increase (decrease) in provision for Deferred Income Taxes	454,393	594,889	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	20,861	(48,742)	14
15		Decrease (increase) in accounts receivable	4,846	77,152	15
16		Decrease (increase) in material and supplies and other current assets	(924)	215,670	16
17		Increase (decrease) in current liabilities other than debt	27,624	(144,894)	17
18		Increase (decrease) in other - net	(234,442)	(445,146)	18
19		Net cash provided from continuing operations (Lines 10-18)	2,196,682	2,063,362	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)	2,196,682	2,063,362	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	255,011	186,133	22
23		Capital expenditures	(1,734,531)	(1,778,370)	23
24		Net change in temporary cash investments not qualifying as cash equivalents			24
25		Proceeds from sale/repayment of investment and advances	(4,777)	(95,625)	25
26		Purchase price of long-term investment and advances			26
27		Net decrease (increase) in sinking and other special funds	1,423	(437)	27
28		Other - net	(206,058)	45,720	28
29		NET CASH USED IN INVESTING ACTIVITIES (lines 22 through 28)	(1,688,932)	(1,642,579)	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	202,346	76,915	30
31		Principle payments of long-term debt	(224,031)	(238,509)	31
32		Proceeds from issuance of capital stock			32
33		Purchase price of acquiring treasury stock			33
34		Cash dividends paid	(200,000)	(200,000)	34
35		Other - net	(277,892)	(12,080)	35
36		NET CASH FROM FINANCING ACTIVITIES (lines 30 through 35)	(499,577)	(373,674)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (lines 21, 29 & 36)	8,173	47,109	37
38		Cash and cash equivalents at beginning of the year	76,838	29,729	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (lines 37 & 38)	85,011	76,838	39
		Footnotes to Schedule 240 Cash paid during the year for			
40		Interest (net of amount capitalized)*	1/	1/	40
41		Income taxes (net) * 2/	95,000	(134,000)	41

* Only applies if indirect method is adopted.

1/ Fixed charges include intercompany interest expense of \$405,000 and \$420,000 for 2000 and 1999, respectively. Interest payments approximate fixed charges less intercompany interest. See note 10 on page 9.

2/ 2000 represents a payment while 1999 represents a refund.

NOTES AND REMARKS

Note to Schedule 310 on pages 26 - 29Lien 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.

(C) Companies Under Joint Control

<u>Company (UPRR Ownership)</u>	<u>Other Parties</u>	
Alameda Belt Line (50.0%)	BNSF (50.0%)	
Belt Railway of Chicago (8.33%)	BNSF (16.66%)	NS (8.33%)
	CSX (25.01%)	Pennsylvania Lines LLC (16.68%)
	GTW (8.33%)	SOO (8.33%)
	CN/IC (8.33%)	
Brownsville & Matamoros Bridge Co. (50.0%)	Gobierno de Estados Unidos Mexicanos (50.0%)	
Central California Traction Co. (66.67%)	BNSF (33.33%)	
Denver Union Terminal Ry. Co. (33.33%)	CKR (16.67%)	Trillium (50.0%)
Houston Belt & Terminal Ry (50.0%)	BNSF (50.0%)	
Iowa Transfer Ry Co. (25.0%)	BNSF (25.0%)	NS (25.0%)
	Heartland Rail (25.0%)	
Kansas City Terminal Ry Co. (41.67%)	BNSF (25.01%)	NS (8.33%)
	GWR (8.33%)	SOO (8.33%)
	KCS (8.33%)	
Longview Switching Co (50.0%)	BNSF (50.0%)	
Monument Place (50.0%)	EGDC - Fairfax, Inc. (50.0%)	
MT Properties, Inc. (42.1%)	BNSF (43.3%)	SOO (14.6%)
Oakland Terminal Ry (50.0%)	BNSF (50.0%)	
Peoria & Pekins Union Ry Co. (12.5%)	CN/IC (46.86%)	NS (40.64%)
Portland Terminal RR Co (60.0%)	BNSF (40.0%)	
St. Joseph Terminal RR Co (50.0%)	BNSF (50.0%)	
Sunset Railway Co. (50.0%)	BNSF (50.0%) and operated by each company alternately for 5-year periods.	
Terminal Railroad Association of St. Louis (42.88%)	BNSF (14.28%)	CN/IC (14.28%)
	CSX (14.28%)	NS (14.28%)
Texas City Terminal Ry (66.67%)	BNSF (33.33%)	
TTX (36.68%)	BNSF (17.24%)	CSX (19.59%)
	Boston & Maine (.63%)	Florida East Coast (.94%)
	CN/IC (3.13%)	KCS (.63%)
	CP (1.57%)	NS (19.59%)

Wholly-owned companies that have a joint interest in subsidiaries

Transborder Rail owns a 26% interest in Grupo Ferroviario Mexicano
 Union Pacific Baseball Enterprises owns a 50% interest in the Omaha Golden Spikes minor league baseball team
 Union Pacific Venture Leasing owns a 50% interest in Bay Pacific
 Union Pacific Venture Leasing owns a 50% interest in Helm Pacific

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	71,922	1
2	Customers (706)	Schedule 200, line 6, column b	96,078	2
3	Other (707)	Note A	25,373	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	193,373	4
OPERATING REVENUE				
5	Railway Operating Revenue	Schedule 210, line 13, column b	10,538,537	5
6	Rent Income	Note B	218,906	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	10,757,443	7
8	Average Daily Operating Revenues	Line 7 divided by 360 days	29,882	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 divided by line 8	6	9
10	Revenue Delay Days Plus Buffer	Line 9 + 15 days	21	10
CURRENT OPERATING LIABILITIES				
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	30,225	11
12	Audited Accounts and Wages Payable (753)	Note A	279,312	12
13	Accounts Payable - Other (754)	Note A	49,179	13
14	Other Taxes Accrued (761.5)	Note A	215,218	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	573,934	15
OPERATING EXPENSES				
16	Railway Operating Expenses	Schedule 210, line 14, column b	8,728,738	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	1,086,495	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	7,861,149	18
19	Average Daily Expenditures	Line 18 divided by 360 days	21,837	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 divided by line 19	26	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	85,011	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	346,469	25
26	Scrap and Obsolete Material included in Acct. 712	Note A	4,827	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	341,642	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	341,642	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.

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 Surface Transportation Board 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 (C)	8.3	4
5				Brownsville & Matamoros Bridge Co. (A) (C)	50.0	5
6				Central California Traction Co. (C)	66.7	6
7				Denver Union Terminal Ry. Co. (C)	33.3	7
8				Houston Belt & Terminal Ry. (A) (B) (C)	50.0	8
9				Iowa Transfer Railway Co. (C)	25.0	9
10				Jonesboro Rice & Mill 1/		10
11				Kansas City Terminal Ry. (A) (B) (C) 1/	41.7	11
12				Longview Switching Co. (C)	50.0	12
13				MT Properties, Inc. (C)	42.1	13
14				Oakland Terminal Railway (C)	50.0	14
15				Pacific Fruit Express	100.0	15
16				Peoria & Pekins Union Rwy Co. 1/ (C)	12.5	16
17				Portland Terminal RR Co. (C)	60.0	17
18				Portland Traction Co.	100.0	18
19				St. Joseph Terminal RR Co. (C) 1/	50.0	19
20				SP Motor Trucking	100.0	20
21				Sunset Railway (C)	50.0	21
22				Terminal Railroad Association of St. Louis (C) 1/	42.9	22
23				Texas City Terminal Ry. (C)	66.7	23
24				TTX (C)	36.7	24
25				Transborder Rail (D)	100.0	25
26				Union Pacific Fruit Express Corp.	100.0	26
27						27
28	721	A3		STOCKS - NONCARRIERS - ACTIVE		28
29				Bay Pacific (C)	50.0	29
30			VI	Donland Development Company	100.0	30
31			VI	Missouri Improvement Co. (A)	100.0	31
32				Missouri Pacific Intermodal Transport, Inc.	100.0	32
33			VI	Montwood	100.0	33
34			VI	Monument Place (C)	50.0	34
35			VI	RG Holding	100.0	35
36			VI	RG Land	100.0	36

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

(A) (B) Lien references as described on page 24. (C) Companies under joint control listed on page 24.

1/ Carried at nominal value of \$1.00.

(D) Column (g) - Other Comprehensive Income (See Notes 9 & 16 on pages 9 & 14, respectively).

310 INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - Continued

(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.	Investments and Advances				Disposed of: profit(loss) (j)	Adjustments Acct. 721.5 (k)	Dividends or interest credited to income (l)	Line No.
	Opening Balance (f)	Additions (g)	Deductions (if other) than sale, explain (h)	Closing Balance (i)				
1								1
2	0			0				2
3	378		23	355				3
4	260			260				4
5	250			250				5
6	2,286			2,286				6
7	30	878		908				7
8	13			13				8
9	55			55				9
10	1		1	0				10
11	0	916		916				11
12	1			1				12
13	672			672				13
14	0			0				14
15	6,000			6,000				15
16	0			0				16
17	1,800			1,800				17
18	1,300			1,300				18
19	0			0				19
20	14,906			14,906				20
21	0			0				21
22	0			0				22
23	3,869		1,290	2,579				23
24	138,231			138,231				24
25	157,964	9,017		166,981				25
26	1,000			1,000				26
27								27
28								28
29	571	1,660		2,231				29
30	250			250				30
31	5,589			5,589				31
32	1			1				32
33	3,070			3,070				33
34	3,265	40		3,305				34
35	104,118		11,860	92,258				35
36	2,486			2,486				36

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.
37			VI	SP Asset Management	100.0	37
38			X	SP Environmental Systems	100.0	38
39			X	SP Environmental Waste Systems	100.0	39
40				SP Fleet Acquisition	100.0	40
41				SP International	100.0	41
42			VI	SP Land Co.	100.0	42
43			VI	SP Receivables, Inc	100.0	43
44				SP Warehouse	100 0	44
45			VI	Standard Realty & Development	100.0	45
46			X	UP Baseball Enterprises, Inc.	100.0	46
47				UP Distribution Services	100.0	47
48				UP Expressair	100.0	48
49			VI	UP Financial Corp.	100.0	49
50				UP Venture Leasing	100.0	50
51			VI	Wisconsin Town Lot	100.0	51
52				TOTAL CLASS A		52
53	721	D1		UNSECURED NOTES - CARRIERS - ACTIVE		53
54				St. Joseph Terminal RR Co.		54
55				TOTAL CLASS D		55
56	721	E1		INVESTMENT ADVANCES - CARRIERS - ACTIVE		56
57				Alameda Belt Line		57
58				Denver Union Terminal Ry. Co.		58
59				Houston Belt & Terminal Ry.		59
60				Kansas City Terminal Ry. Co.		60
61				Longview Switching Co.		61
62				Pacific Fruit Express		62
63				Port Terminal Ry. Assn.		63
64				SP International		64
65				SP Motor Trucking		65
66				St. Joseph Terminal RR Co.		66
67				Sunset Railway		67
68				Terminal Railroad Assn. of St. Louis		68
69				Transborder Rail		69
70				UP International Advisors		70
71				Wichita Terminal		71
72	721	E3		INVESTMENT ADVANCES - NONCARRIERS - ACTIVE		72
73				Motor Vehicle Logistics Corp.		73
74			VI	Park Springs		74
75			VI	Rio Grande Holding, Inc.		75
76				SP Warehouse		76
77			VI	SP Land Co.		77
78			VI	Stonegate Park		78
79			X	UP Baseball Enterprises, Inc.		79
80				UP de Mexico		80
81				UP Venture Leasing		81
82			VI	Wisconsin Town Lot		82
83				TOTAL CLASS E		83
84						84
85				TOTAL ACCOUNT 721		85

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

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)				
37	1			1				37
38	1			1				38
39	1			1				39
40	1			1				40
41	823			823				41
42	1			1				42
43	21,400			21,400				43
44	19			19				44
45	100			100				45
46	1			1				46
47	1			1				47
48	1			1				48
49	1			1				49
50	498			498				50
51	574			574				51
52	471,789	12,511	13,174	471,126				52
53								53
54	175			175				54
55	175	0	0	175				55
56								56
57	20			20				57
58	927		927	0				58
59	14,659		5,436	9,223				59
60	10,893	4,064		14,957				60
61	37			37				61
62	3,200	3,072		6,272				62
63	452	648		1,100				63
64	3,992			3,992				64
65	19,760	162		19,922				65
66	79			79				66
67	358			358				67
68	2,310			2,310				68
69	108		21	87				69
70	939		202	737				70
71	114			114				71
72								72
73	25			25				73
74	4,139		80	4,059				74
75	79,713	27		79,740				75
76	2,337			2,337				76
77	1,988			1,988				77
78	1,552			1,552				78
79	1,159	12		1,171				79
80	11,059	6,409		17,468				80
81	932	1,021		1,953				81
82	203		10	193				82
83	160,955	15,415	6,676	169,694				83
84								84
85	632,919	27,926	19,850	640,995				85

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.	11,401		339			11,740	1
2	Belt Ry. of Chicago	438		0			438	2
3	Brownsville & Matamoros Bridge Co	4,506		273			4,779	3
4	Central California Traction	240		0		(240)	0	4
5	Chicago Western Indiana RR	(151)		0		151	0	5
6	Denver Union Terminal	133		107		48	288	6
7	Houston Belt & Terminal Rwy.	9,503		926			10,429	7
8	Kansas City Terminal Rwy.	730		0		(10)	720	8
9	MT Properties	510		(469)			41	9
10	Pacific Fruit Express Co.	(4,362)		(1,449)			(5,811)	10
11	Portland Terminal Railroad Company	(676)		0			(676)	11
12	Portland Traction Co.	62		0			62	12
13	Terminal RR Assn. of St. Louis	21,413		1,088			22,501	13
14	Texas City Terminal Ry.	12,847		616		1,290	14,753	14
15	TTX 1/	269,302		(45,668)			223,634	15
16	Transborder Rail Corp.	15,103		13,149			28,252	16
17	UP Fruit Express Co.	148,657		802			149,459	17
18	TOTAL CARRIER	489,656		(30,286)		1,239	460,609	18
	NONCARRIER: (List specifics for each company)							
19	Bay Pacific Logistics	130		0			130	19
20	Delta Finance	2,200		0			2,200	20
21	Donland Development Company	5,654		(43)			5,611	21
22	Missouri Improvement Co.	5,794		1,330		483	7,607	22
23	Missouri Pacific Intermodal Transport	(48)		0			(48)	23
24	Montwood Corporation	1,416		281			1,697	24
25	Monument Place	40		(4)			36	25
26	Motor Vehicle Logistics Corp.	(25)		0			(25)	26
27	Rio Grande Holding	925		132			1,057	27
28	Rio Grande Land	105		20			125	28
29	Signage	2,622		0			2,622	29
30	SP Asset Management	1,429		0			1,429	30
31	SP Land Corporation	(431)		0			(431)	31
32	SP Motor Trucking	(437)		(458)			(895)	32
33	SP Reveivables, Inc.	2,819		0			2,819	33
34	SP Warehouse	8,133		0			8,133	34
35	Standard Realty & Development	48,933		0			48,933	35
36	Transportation Service Systems	(298)		0			(298)	36
37	UP Baseball Enterprises, Inc.	229		(42)			187	37
38	UP Carrier Services	1,072		1,021			2,093	38
39	UP de Mexico	267		35			302	39
40	UP Distribution Services	24,678		3,372			28,050	40
41	UP Expressair	1,513		0			1,513	41
42	UP Financial Corp.	(331)		0			(331)	42
43	UP Venture Leasing	8,912		3,778			12,690	43
44	UPRR Land Companies	2,209		0			2,209	44
45	Wisconsin Town Lot	(106)		3		(159)	(262)	45
46	TOTAL NONCARRIER	117,404		9,425		324	127,153	46
47	TOTAL EQUITY	607,060		(20,861)		1,563	587,762	47

1/ Equity in undistributed earnings (losses) is reduced by a \$91,694 dividend received from TTX.

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	36,906			2
3		4	Other right-of-way expenditures	1,516			3
4		5	Tunnels and subways	5,048			4
5		6	Bridges, trestles and culverts	40,463			5
6		7	Elevated structures	0			6
7		8	Ties	148,878			7
8		9	Rail and other track material	324,555			8
9		11	Ballast	69,860			9
10		13	Fences, snowsheds and signs	940			10
11		16	Station and office buildings	14,080			11
12		17	Roadway buildings	1,202			12
13		18	Water stations	228			13
14		19	Fuel stations	3,351			14
15		20	Shops and enginehouses	6,153			15
16		22	Storage warehouses	0			16
17		23	Wharves and docks	18			17
18		24	Coal and ore wharves	84			18
19		25	TOFC/COFC terminals	10,771			19
20		26	Communications systems	7,096			20
21		27	Signals and interlockers	35,197			21
22		29	Power plants	(14)			22
23		31	Power transmission systems	865			23
24		35	Miscellaneous structures	278			24
25		37	Roadway machines	3,475			25
26		39	Public improvements; construction	13,005			26
27		45	Power plant machines	(19)			27
28			Other lease/rentals	N/A	26,985	N/A	28
29			TOTAL	723,936	26,985		29

410. RAILWAY OPERATING EXPENSES - Continued
(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
		ADMINISTRATIVE SUPPORT OPERATIONS								
518		Administration	76,753	2,651	8,699	6,327	94,430	993	95,423	518
519		Employees Performing Clerical & Acctg Functions	52,288	4,127	2,150	1,461	60,026	4,677	64,703	519
520		Communication Systems Operations	5,871	785	3,792	188	10,616	411	11,027	520
521		Loss & Damage Claims Process	11,664	482	1,656	943	14,745	0	14,745	521
522		Fringe Benefits	N/A	N/A	N/A	48,953	48,953	1,225	50,178	522
523		Casualties & Insurance	N/A	N/A	N/A	16,436	16,436	0	16,436	523
524		Joint Facility - Debit	N/A	N/A	109	N/A	109	0	109	524
525		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	0	0	525
526		Other	4,051	17	29	227	4,324	0	4,324	526
527		TOTAL ADMINISTRATION SUPPORT OPERATIONS	150,627	8,062	16,435	74,515	249,639	7,306	256,945	527
528		TOTAL TRANSPORTATION	1,712,105	1,218,972	294,586	870,775	4,096,438	51,998	4,148,436	528
		GENERAL & ADMINISTRATIVE								
601		Officers General & Administration	29,653	2,361	29,673	17,335	79,022	661	79,683	601
602		Accounting, Auditing & Finance	40,549	336	5,753	983	47,621	831	48,452	602
603		Management Services & Data Processing	29,409	293	24,687	4,591	58,980	1,921	60,901	603
604		Marketing	32,736	459	10,226	7,025	50,446	0	50,446	604
605		Sales	0	0	0	0	0	0	0	605
606		Industrial Development	842	13	981	123	1,959	N/A	1,959	606
607		Personnel & Labor Relations	15,651	546	3,929	9,911	30,037	987	31,024	607
608		Legal & Secretarial	11,128	156	31,208	1,393	43,875	1,334	45,209	608
609		Public Relations & Advertising	2,921	35	2,325	756	6,037	231	6,268	609
610		Research & Development	0	0	493	0	493	0	493	610
611		Fringe Benefits	N/A	N/A	N/A	75,572	75,572	1,062	76,634	611
612		Casualties & Insurance	N/A	N/A	N/A	11,275	11,275	7	11,282	612
613		Writedown of Uncollectible Accounts	N/A	N/A	N/A	10,567	10,567	33	10,600	613
614		Property Taxes	N/A	N/A	N/A	96,717	96,717	1,213	97,930	614
615		Other Taxes	N/A	N/A	N/A	28,231	28,231	116	28,347	615
616		Joint Facility - Debit	N/A	N/A	3,562	N/A	3,562	0	3,562	616
617		Joint Facility - (Credit)	N/A	N/A	(30)	N/A	(30)	0	(30)	617
618		Other	166,823	863	18,164	2,851	188,701	340	189,041	618
619		TOTAL GENERAL & ADMINISTRATIVE	329,712	5,062	130,971	267,320	733,065	8,736	741,801	619
620		TOTAL OPERATING EXPENSE	2,594,301	1,685,153	1,797,529	2,545,449	8,622,432	106,306	8,728,738	620

410. RAILWAY OPERATING EXPENSES - Continued
(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
422		YARD OPERATIONS - (Continued)								
422		Controlling Operations	26,710	0	0	0	26,710	581	27,291	422
423		Yard & Terminal Clerical	18,020	285	338	81	18,724	533	19,257	423
424		Operating Switches, Signals, Retarders & Humps	97	1	1,373	1	1,472	58	1,530	424
425		Locomotive Fuel	0	120,335	0	0	120,335	0	120,335	425
426		Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	426
427		Servicing Locomotives	3	0	0	0	3	0	3	427
428		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A	0	0	0	0	428
429		Clearing Wrecks	0	0	0	0	0	8	8	429
430		Fringe Benefits	N/A	N/A	N/A	97,706	97,706	690	98,396	430
431		Other Casualties & Insurance	N/A	N/A	N/A	23,340	23,340	0	23,340	431
432		Joint Facility - Debit	N/A	N/A	29,411	N/A	29,411	0	29,411	432
433		Joint Facility - (Credit)	N/A	N/A	(1,476)	N/A	(1,476)	0	(1,476)	433
434		Other	0	0	0	0	0	0	0	434
435		TOTAL YARD OPERATION	300,614	124,398	42,697	138,881	606,590	3,014	609,604	435
501		TRAIN & YARD OPERATIONS COMMON								
501		Cleaning Car Interiors	345	0	5,701	N/A	6,046	0	6,046	501
502		Adjusting & Transferring Loads	69	0	10,945	N/A	11,014	N/A	11,014	502
503		Car Loading Devices & Grain Doors	341	12	20,779	N/A	21,132	N/A	21,132	503
504		Freight Loss or Damaged - All Other	N/A	N/A	N/A	44,000	44,000	3,272	47,272	504
505		Fringe Benefits	N/A	N/A	N/A	245	245	0	245	505
506		TOTAL TRAIN & YARD OPERATIONS COMMON	755	12	37,425	44,245	82,437	3,272	85,709	506
507		SPECIALIZED SERVICE OPERATIONS								
507		Administration	4,663	127	1,100	2,502	8,392	N/A	8,392	507
508		Picking & Delivery & Marine Line Haul	483	0	19,095	1	19,579	N/A	19,579	508
509		Loading & Unloading Local Marine	7,261	3,470	120,469	(689)	130,511	N/A	130,511	509
510		Protective Services	0	0	98	0	98	N/A	98	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	4,133	4,133	N/A	4,133	512
513		Casualties & Insurance	N/A	N/A	N/A	1,088	1,088	N/A	1,088	513
514		Joint Facility - Debit	N/A	N/A	0	N/A	0	N/A	0	514
515		Joint Facility - (Credit)	N/A	N/A	(89)	N/A	(89)	N/A	(89)	515
516		Others	329	314	203	43	889	N/A	889	516
517		TOTAL SPECIALIZED SERVICES OPERATIONS	12,736	3,911	140,876	7,078	164,601	N/A	164,601	517

410. RAILWAY OPERATING EXPENSES - Continued
(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
313		OTHER EQUIPMENT - (Continued)								
		Joint Facility Rent - Debit	N/A	N/A	0	N/A	0	0	0	313
314		Joint Facility Rent - (Credit)	N/A	N/A	0	N/A	0	0	0	314
315		Other Rents - Debit	N/A	N/A	38,345	N/A	38,345	0	38,345	315
316		Other Rents - (Credit)	N/A	N/A	(24)	N/A	(24)	0	(24)	316
317		Depreciation	N/A	N/A	N/A	45,470	45,470	126	45,596	317
318		Joint Facility - Debit	N/A	N/A	2,474	N/A	2,474	0	2,474	318
319		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	0	0	319
320		Repairs Billed Other - (Credit)	N/A	N/A	(8,171)	N/A	(8,171)	0	(8,171)	320
321		Dismantling Retired Equipment	0	0	0	0	0	0	0	321
322		Other	0	20	1,049	19	1,088	0	1,088	322
323		TOTAL OTHER EQUIPMENT	1,920	9,263	203,620	46,648	261,451	18,167	279,618	323
324		TOTAL EQUIPMENT	253,066	396,063	1,203,509	525,145	2,377,783	22,978	2,400,761	324
		TRANSPORTATION								
		TRAIN OPERATIONS								
401		Administration	37,371	2,948	12,445	2,666	55,430	2,544	57,974	401
402		Engine Crews	551,367	959	5,423	87,651	645,400	5,113	650,513	402
403		Train Crews	458,290	152	55	97	458,594	11,237	469,831	403
404		Dispatching Trains	34,587	27	2,798	262	37,674	442	38,116	404
405		Operating Signal & Interlockers	278	0	2,348	0	2,626	254	2,880	405
406		Operating Drawbridges	0	0	0	0	0	0	0	406
407		Highway Crossing Protection	0	0	1,306	0	1,306	0	1,306	407
408		Train Inspection & Lubricants	93,224	25,717	770	3,035	122,746	532	123,278	408
409		Locomotive Fuel	0	1,044,473	0	0	1,044,473	7,942	1,052,415	409
410		Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	410
411		Servicing Locomotives	54,305	8,029	1,410	15	63,759	2,124	65,883	411
412		Freight Lost or Damaged	N/A	N/A	N/A	0	0	0	0	412
413		Cleaning Wrecks	2,331	203	25,346	0	27,880	0	27,880	413
414		Fringe Benefits	N/A	N/A	N/A	405,604	405,604	5,717	411,321	414
415		Other Casualties & Insurance	N/A	N/A	N/A	104,886	104,886	2,437	107,323	415
416		Joint Facility - Debit	N/A	N/A	81,494	N/A	81,494	0	81,494	416
417		Joint Facility - (Credit)	N/A	N/A	(76,249)	N/A	(76,249)	0	(76,249)	417
418		Other	15,620	81	7	1,840	17,548	64	17,612	418
419		TOTAL TRAIN OPERATIONS	1,247,373	1,082,589	57,153	606,056	2,993,171	38,406	3,031,577	419
		YARD OPERATIONS								
420		Administration	18,156	1,335	7,831	599	27,921	0	27,921	420
421		Switch Crews	237,628	2,442	5,220	17,154	262,444	1,144	263,588	421

410. RAILWAY OPERATING EXPENSES - Continued
(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
217		LOCOMOTIVES - (Continued)								217
218		Dismantling Retired Property	0	0	0	0	0	0	0	218
219		Other	980	51	1,861	115	3,007	1	3,008	219
220		TOTAL LOCOMOTIVES	135,183	241,772	276,032	273,593	926,580	4,811	931,391	220
221		FREIGHT CARS								221
222		Administration	6,880	583	1,779	592	9,834	N/A	9,834	222
223		Repair & Maintenance	107,327	142,331	63,569	1,540	314,767	N/A	314,767	223
224		Machinery Repair	0	2,114	1,801	0	3,915	N/A	3,915	224
225		Equipment Damaged	0	0	0	0	0	N/A	0	225
226		Fringe Benefits	N/A	N/A	N/A	43,329	43,329	N/A	43,329	226
227		Other Casualties & Insurance	N/A	N/A	N/A	45,903	45,903	N/A	45,903	227
228		Lease Rentals - Debit	N/A	N/A	238,723	N/A	238,723	N/A	238,723	228
229		Lease Rentals - (Credit)	N/A	N/A	(9,830)	N/A	(9,830)	N/A	(9,830)	229
230		Joint Facility Rent - Debit	N/A	N/A	0	N/A	0	N/A	0	230
231		Joint Facility Rent - (Credit)	N/A	N/A	0	N/A	0	N/A	0	231
232		Other Rents - Debit	N/A	N/A	789,669	N/A	789,669	N/A	789,669	232
233		Other Rents - (Credit)	N/A	N/A	(197,231)	N/A	(197,231)	N/A	(197,231)	233
234		Depreciation	N/A	N/A	N/A	113,538	113,538	N/A	113,538	234
235		Joint Facility - Debit	N/A	N/A	0	N/A	0	N/A	0	235
236		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	N/A	0	236
237		Repairs Billed Other - (Credit)	N/A	N/A	(164,623)	N/A	(164,623)	N/A	(164,623)	237
238		Dismantling Retired Property	0	0	0	0	0	N/A	0	238
239		Others	1,756	0	0	2	1,758	N/A	1,758	239
240		TOTAL FREIGHT CARS	115,963	145,028	723,857	204,904	1,189,752	N/A	1,189,752	240
241		OTHER EQUIPMENT								241
242		Administration	0	0	0	0	0	136	136	242
243		Repair and Maintenance:								243
244		Truck, Trailers & Containers - Revenue Service	365	5,197	24,325	54	29,941	N/A	29,941	244
245		Floating Equipment - Revenue Services	0	0	0	0	0	N/A	0	245
246		Passenger & Other Revenue Equipment	708	32	0	0	740	12,452	13,192	246
247		Computers & Data Process Systems	0	3,788	29,926	0	33,714	56	33,770	247
248		Machinery	0	226	164	0	390	386	776	248
249		Work & Other Nonrevenue Equipment	847	0	16,031	0	16,878	559	17,437	249
250		Equipment Damaged	0	0	0	0	0	0	0	250
251		Fringe Benefits	N/A	N/A	N/A	699	699	3,319	4,018	251
252		Other Casualties & Insurance	N/A	N/A	N/A	406	406	8	414	252
253		Lease Rentals - Debit	N/A	N/A	99,783	N/A	99,783	1,125	100,908	253
254		Lease Rentals - (Credit)	N/A	N/A	(282)	N/A	(282)	0	(282)	254

410. RAILWAY OPERATING EXPENSES - Continued
(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
		REPAIR AND MAINTENANCE - (Continued)								
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	540,611	540,611	1,765	542,376	136
137		Depreciation - Switching	N/A	N/A	N/A	129,617	129,617	0	129,617	137
138		Depreciation - Other	N/A	N/A	N/A	53,708	53,708	0	53,708	138
139		Joint Facility - Debit - Running	N/A	N/A	71,524	N/A	71,524	86	71,610	139
140		Joint Facility - Debit - Switching	N/A	N/A	7,819	N/A	7,819	0	7,819	140
141		Joint Facility - Debit - Other	N/A	N/A	255	N/A	255	0	255	141
142		Joint Facility - (Credit) - Running	N/A	N/A	(38,512)	N/A	(38,512)	0	(38,512)	142
143		Joint Facility - (Credit) - Switching	N/A	N/A	(3)	N/A	(3)	0	(3)	143
144		Joint Facility - (Credit) - Other	N/A	N/A	(118)	N/A	(118)	0	(118)	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	0	0	0	0	0	148
149		Other - Switching	0	0	0	0	0	0	0	149
150		Other - Other	2	60	4	500	566	3	569	150
151		TOTAL WAY & STRUCTURE	299,418	65,056	168,463	882,209	1,415,146	22,594	1,437,740	151
		EQUIPMENT - LOCOMOTIVES								
201		Administration	8,949	182	7,292	1,426	17,849	379	18,228	201
202		Repair & Maintenance	124,959	236,499	73,849	4,132	439,439	3,252	442,691	202
203		Machinery Repair	0	3,337	654	0	3,991	0	3,991	203
204		Equipment Damaged	295	1,703	6	1	2,005	0	2,005	204
205		Fringe Benefits	N/A	N/A	N/A	50,511	50,511	1,144	51,655	205
206		Other Casualties and Insurance	N/A	N/A	N/A	15,777	15,777	6	15,783	206
207		Lease Rentals - Debit	N/A	N/A	192,497	N/A	192,497	0	192,497	207
208		Lease Rentals - (Credit)	N/A	N/A	(343)	N/A	(343)	0	(343)	208
209		Joint Facility Rent - Debit	N/A	N/A	0	N/A	0	0	0	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	715	N/A	715	0	715	211
212		Other Rents - (Credit)	N/A	N/A	(499)	N/A	(499)	0	(499)	212
213		Depreciation	N/A	N/A	N/A	201,631	201,631	29	201,660	213
214		Joint Facility - Debit	N/A	N/A	0	N/A	0	0	0	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

410. RAILWAY OPERATING EXPENSES - Continued
(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.
		REPAIR AND MAINTENANCE - (Continued)								
101		Locomotive Servicing Facilities	545	710	2,500	67	3,822	92	3,914	101
102		Miscellaneous Buildings & Structures	3,032	393	159	32	3,616	867	4,483	102
103		Coal Terminals	0	0	0	0	0	0	0	103
104		Ore Terminals	0	0	0	0	0	0	0	104
105		Other Marine Terminals	0	0	0	0	0	0	0	105
106		TOFC/COFC-Terminals	0	0	17,286	0	17,286	0	17,286	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	7,443	17,908	0	1,258	26,609	756	27,365	109
110		Small Tools and Supplies	0	0	0	0	0	0	0	110
111		Snow Removal	1,861	1,906	1,862	0	5,629	1,481	7,110	111
112		Fringe Benefits - Running	N/A	N/A	N/A	57,495	57,495	2,938	60,433	112
113		Fringe Benefits - Switching	N/A	N/A	N/A	12,809	12,809	193	13,002	113
114		Fringe Benefits - Other	N/A	N/A	N/A	37,215	37,215	372	37,587	114
115		Casualties & Insurance - Running	N/A	N/A	N/A	21,958	21,958	29	21,987	115
116		Casualties & Insurance - Switching	N/A	N/A	N/A	4,789	4,789	0	4,789	116
117		Casualties & Insurance - Other	N/A	N/A	N/A	6,422	6,422	0	6,422	117
118		Lease Rentals - Debit - Running	N/A	N/A	2,764	N/A	2,764	0	2,764	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	24,212	N/A	24,212	250	24,462	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	20,036	N/A	20,036	0	20,036	124
125		Joint Facility Rent - Debit - Switching	N/A	N/A	563	N/A	563	0	563	125
126		Joint Facility Rent - Debit - Other	N/A	N/A	118	N/A	118	0	118	126
127		Joint Facility Rent - (Credit) - Running	N/A	N/A	(10,492)	N/A	(10,492)	0	(10,492)	127
128		Joint Facility Rent - (Credit) - Switching	N/A	N/A	(169)	N/A	(169)	0	(169)	128
129		Joint Facility Rent - (Credit) - Other	N/A	N/A	(36)	N/A	(36)	0	(36)	129
130		Other Rents - Debit - Running	N/A	N/A	6	N/A	6	0	6	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	3	N/A	3	0	3	132
133		Other Rents - (Credit) - Running	N/A	N/A	0	N/A	0	0	0	133

410. RAILWAY OPERATING EXPENSES - Continued
(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.
		WAY AND STRUCTURES								
		ADMINISTRATION								
1		Track	10,279	1,870	1,662	3,111	16,922	937	17,859	1
2		Bridge & Building	8,067	704	739	1,273	10,783	612	11,395	2
3		Signal	1,068	491	2,065	(2,524)	1,100	657	1,757	3
4		Communication	3,495	77	768	435	4,775	56	4,831	4
5		Other	1,031	71	3,308	1,520	5,930	128	6,058	5
		REPAIR AND MAINTENANCE								
6		Roadway - Running	13,332	645	20,201	73	34,251	1,605	35,856	6
7		Roadway - Switching	3,450	160	4,821	32	8,463	0	8,463	7
8		Tunnels and Subways - Running	117	0	1,427	0	1,544	21	1,565	8
9		Tunnels and Subways - Switching	28	0	343	0	371	0	371	9
10		Bridges - Culverts - Running	13,298	3,390	192	3,211	20,091	502	20,593	10
11		Bridges - Culverts - Switching	3,277	867	45	761	4,950	0	4,950	11
12		Ties - Running	7,170	113	0	509	7,792	672	8,464	12
13		Ties - Switching	1,760	886	38	229	2,913	0	2,913	13
14		Rail & Other Track Material - Running	90,015	5,666	3,306	2,817	101,804	2,415	104,219	14
15		Rail & Other Track Material - Switching	21,651	3,621	922	926	27,120	7	27,127	15
16		Ballast - Running	236	94	39	0	369	113	482	16
17		Ballast - Switching	62	36	9	0	107	0	107	17
18		Road Property Damaged - Running	958	0	268	0	1,226	21	1,247	18
19		Road Property Damaged - Switching	222	0	61	0	283	3	286	19
20		Road Property Damaged - Other	89	0	26	0	115	0	115	20
21		Signal & Interlockers - Running	40,525	5,980	5,169	1,791	53,465	3,430	56,895	21
22		Signal & Interlockers - Switching	10,010	2,039	434	570	13,053	0	13,053	22
23		Communications Systems	19,219	10,858	1,209	1,123	32,409	32	32,441	23
24		Power Systems	1,602	0	0	0	1,602	155	1,757	24
25		Highway Grade Crossing - Running	11,023	135	1,802	0	12,960	522	13,482	25
26		Highway Grade Crossing - Switching	0	0	0	0	0	0	0	26
27		Station & Office Buildings	5,895	6,349	18,063	(129)	30,178	1,591	31,769	27
28		Shop Buildings - Locomotives	18,271	0	1,105	0	19,376	269	19,645	28
29		Shop Buildings - Freight Cars	385	0	631	0	1,016	N/A	1,016	29
30		Shop Buildings - Other Equipment	0	27	29	0	56	14	70	30

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

Cross-checks

Schedule 410

Line 620, column (h)

=

Line 620, column (f)

=

Line 620, column (g)

=

Line 136 thru 138 column (f)

=

Line 118 thru 123, and 130 thru 135
column (f)

=

Line 231, column (f)

=

Line 230, column (f)

=

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

=

Lines 226, 227, column (f)

=

Lines 311, 312, 315, 316, column (f)

=

Schedule 210

Line 14, column (b)

Line 14, column (d)

Line 14, column (e)

Schedule 412

Line 29, column (b)

Line 29, column (c)

Schedule 414

Line 19, columns (b) thru (d)

Line 19, columns (e) thru (g)

Schedule 415

Lines 5, 38, column (f)

Lines 24, 39, column (f)

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

And

Schedule 414Minus line 24, columns (b) thru (d) plus
line 24, columns (e) thru (g)**Schedule 415**

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

Line 213, column (f)

=

Line 232, column (f)

=

Line 317, column (f)

=

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

Lines 32, 35, 36, 37, 40, 41, columns (c) and (d)

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

Lines 5, 38, column (b)

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

Lines 24, 39, column (b)

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

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

Schedule 417

Line 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)

Line 507, column (f)

=

Line 508, column (f)

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Line 509, column (f)

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Line 510, column (f)

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Line 511, column (f)

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Line 512, column (f)

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Line 513, column (f)

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Line 514, column (f)

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Line 515, column (f)

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Line 516, column (f)

=

Line 517, column (f)

=

Schedule 450

Line 4, column (b)

=

Schedule 210

Line 47, column (b)

352B INVESTMENT IN RAILROAD 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)	2/ Lessor Railroads (c)	Inactive (proprietary companies) (d)	Other Leased Properties (e)	Line No.
1	(2)	Land for transportation purposes	4,660,324	4,066		127	1
2	(3)	Grading	2,607,859	6,573		3,205	2
3	(4)	Other, right-of-way expenditures	50,420	228			3
4	(5)	Tunnels and subways	353,421			9,244	4
5	(6)	Bridges, trestles, and culverts	2,052,137	8,996		72	5
6	(7)	Elevated structures	0				6
7	(8)	Ties	3,544,107	10,817		793	7
8	(9)	Rail and other track material	6,881,939	37,557		1,663	8
9	(11)	Ballast	2,109,092	12,676		324	9
10	(13)	Fences, snowsheds and signs	42,972	305		5	10
11	(16)	Station and office buildings	402,917	684		19	11
12	(17)	Roadway buildings	33,344	52		38	12
13	(18)	Water stations	5,687	9			13
14	(19)	Fuel stations	97,882	9			14
15	(20)	Shops and enginehouses	263,981	55			15
16	(22)	Storage warehouses	0				16
17	(23)	Wharves and docks	0				17
18	(24)	Coal and ore wharves	3,267				18
19	(25)	TOFC/COFC terminals	293,791	1,919			19
20	(26)	Communication systems	273,049	370			20
21	(27)	Signals and interlockers	1,391,319	6,348		78	21
22	(29)	Power plants	2				22
23	(31)	Power transmission systems	40,405	19			23
24	(35)	Miscellaneous structures	10,383	51			24
25	(37)	Roadway machines	317,856	4			25
26	(39)	Public improvements-construction	445,024	935		612	26
27	(44)	Shop machinery	128,613				27
28	(45)	Power-plant machinery	5				28
29		Leased property capitalized rentals (explain)	0			1/ 5,749	29
30		Other (specify and explain)	1,219				30
31		TOTAL ROAD	26,011,015	91,673		21,929	31
32	(52)	Locomotives	4,695,620				32
33	(53)	Freight-train cars	2,551,278				33
34	(54)	Passenger-train cars	65				34
35	(55)	Highway revenue equipment	4,905				35
36	(56)	Floating equipment	0				36
37	(57)	Work equipment	112,653				37
38	(58)	Miscellaneous equipment	24,395	1			38
39	(59)	Computer systems & WP equipment	279,685				39
40		TOTAL EQUIPMENT	7,668,601	1			40
41	(76)	Interest during construction	43,711	632		1,008	41
42	(80)	Other elements of investment	13,252				42
43	(90)	Construction work in progress	492,950				43
44		GRAND TOTAL	34,229,529	92,306		22,937	44

1/ See note on page 39.

2/ See note on page 39.

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

1. Disclose the investment in railway property used in transportation service at the close of the year. This investment represents the aggregate of property owned or leased by the respondent and used in the respondent's transportation service. Such property includes (a) the investment reported in Accounts 731, "Road and Equipment Property," and 732, "Improvements on Leased Property," of the respondent, less any 731 or 732 property leased to others for their exclusive use of road, track, or bridges (including equipment or other railway property covered by the contract). Equipment leased to others under separate distinct contracts shall not be deducted from 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, or "O" for other leased properties.
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	28,568	\$34,321,835	\$6,826,540	1
2						2
3		Add - Leased From Others				3
4						4
5	O	U.S. Government - Sable to Bunell, CO used under contract	1/ 1			5
6	O	City of Kansas City, KS - Tracks		2/ 244	3/	6
7	O	Mid States Port Authority, Track Rental Fairbury to Hallam, NE		2/ 4,800	3/	7
8	O	General Motors		2/ 11	3/	8
9	O	Louisville & Nashville RR Co.,-SCL			16 3/	9
10	O	New Orleans Public Belt Railroad Co.			36 3/	10
11	O	Port of Corpus Christi		2/ 581	3/	11
12	O	Greater Baton Rouge Port Commission		2/ 2,960	3/	12
13	O	Lake Charles Harbor & Terminal District		2/ 104	3/	13
14	O	Port of Beaumont		2/ 419	3/	14
15	O	City and County of San Francisco (Formerly Ocean				15
16		Shore Railway) yard switching tracks			34 3/	16
17	O	Medford Corp., Medford, Oregon-Way switching tracks			40 3/	17
18	O	Nueces County Navigation Dist. No. 1 Terminal				18
19		Properties Corpus Christi, TX			581 3/	19
20	O	Moffat Tunnel Improvement District	9	4/ 11,435	5/	20
21	O	Montwood Corporation		6/ 5,474	6/ 1,375	21
22						22
23		Total Leased From Others	10	26,735	1,375	23
24						24
25		Deduct - Leased to Others:				25
26						26
27	O	Houston Belt & Terminal Rwy. Co.	3	2/ 3,798	3/	27
28						28
29		Total Leased to Others	3	3,798	0	29
30						30
31		TOTAL	28,575	34,344,772	6,827,915	31

1/, 2/, 3/, 4/, 5/, 6/ See notes on page 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 Applicable					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.

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

- 1 This schedule is to be used in cases where the related depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00, and 32-23-00.
- 2 . Show in columns (b) and (c), for each 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) Bndges, trestles, and culverts				4
5	(7) Elevated structures				5
6	(8) Ties				6
7	(9) Rail and other track material				7
8	(11) Ballast	Not Applicable			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				36
37	(59) Computer systems and word processing equipment				37
38	TOTAL EQUIPMENT				38
39	GRAND TOTAL				39

NOTES AND REMARKS

Notes Referring to Schedule 352A, page 42.

- 1/ Figures in Column (c) are miles of road only, as reported in Schedule 702, Columns (b) and (c).
- 2/ Actual value not known. Amounts reported in lieu of actual value represent results of capitalizing rentals at 6 percent.
- 3/ Amounts of depreciation and amortization accrued are not known.
- 4/ 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 based on capitalization of rentals at 6 percent.
- 5/ No depreciation reserve is maintained by respondent or by Moffat Tunnel Improvement District
- 6/ Basis per Montwood Corporation records.

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 2/ "Actual Value Not Known." Amounts so reported on Schedule 352A represent results of capitalizing annual rental at 6 percent
- 2/ Amounts on Schedule 352B, Column (c) represents St. Joseph and Grand Island Railway Company, which is included in the respondent's investments in property reported on line 1, column (d) of Schedule 352A.

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 39. 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 39.
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.

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				10
11	(17) Roadway buildings		Not Applicable		11
12	(18) Water stations				12
13	(19) Fuel Stations				13
14	(20) Shops and enginehouse				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communication systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements-Construction				25
26	(44) Shop machinery*				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	Amortization (Adjustments)				29
30	TOTAL ROAD				30
	EQUIPMENT				
31	(52) Locomotives				31
32	(53) Freight-train cars				32
33	(54) Passenger-train cars				33
34	(55) Highway revenue equipment				34
35	(56) Floating equipment				35
36	(57) Work equipment				36
37	(58) Miscellaneous equipment				37
38	(59) Computer systems and word processing equipment				38
39	Amortization Adjustments				39
40	TOTAL EQUIPMENT				40
41	GRAND TOTAL				41

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

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.

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)	2/ Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		2/ 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	147,740	36,906	0	29,964	0	154,682	1
2		(4) Other, right-of-way expenditures	5,541	1,516	0	(16)	0	7,073	2
3		(5) Tunnels and subways	19,933	5,048	0	3,993	0	20,988	3
4		(6) Bridges, trestles, and culverts	77,702	40,463	0	26,479	0	91,686	4
5		(7) Elevated structures	0	0	0	0	0	0	5
6		(8) Ties	621,696	148,878	0	47,405	0	723,169	6
7		(9) Rail and other track material	2,510,139	326,320	0	165,045	0	2,671,414	7
8		(11) Ballast	206,701	69,860	0	34,545	0	242,016	8
9		(13) Fences, snow sheds and signs	1,784	940	0	(14)	0	2,738	9
10		(16) Station and office buildings	43,565	14,080	0	33,101	0	24,544	10
11		(17) Roadway buildings	6,293	1,202	0	707	0	6,788	11
12		(18) Water stations	2,136	228	0	(67)	0	2,431	12
13		(19) Fuel stations	24,615	3,351	0	(466)	0	28,432	13
14		(20) Shops and enginehouses 1/	88,457	6,153	0	30,049	0	64,561	14
15		(22) Storage warehouses	1	0	0	1	0	0	15
16		(23) Wharves and docks	(61)	18	0	(43)	0	0	16
17		(24) Coal and ore wharves	1,079	84	0	60	0	1,103	17
18		(25) TOFC/COFC terminals	40,828	10,771	0	11,123	0	40,476	18
19		(26) Communication systems	47,396	7,096	0	9,283	0	45,209	19
20		(27) Signals and interlockers	202,591	35,197	0	13,832	0	223,956	20
21		(29) Power plants	912	(14)	0	896	0	2	21
22		(31) Power-transmission systems	3,523	865	0	1,935	0	2,453	22
23		(35) Miscellaneous structures	3,721	278	0	(61)	0	4,060	23
24		(37) Roadway machines 1/	13,600	3,475	0	(20,346)	0	37,421	24
25		(39) Public improvements-Construction	62,684	13,005	0	5,513	0	70,176	25
26		(44) Shop machinery* 1/	41,806	3,457	0	31,557	0	13,706	26
27		(45) Power-plant machinery	3,047	(19)	0	3,023	0	5	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	4,177,429	729,158	0	427,498	0	4,479,089	30
EQUIPMENT									
31		(52) Locomotives 1/	1,187,036	199,785	0	144,599	0	1,242,222	31
32		(53) Freight-train cars	928,782	112,214	0	91,255	0	949,741	32
33		(54) Passenger-train cars	2	16	0	13	0	5	33
34		(55) Highway revenue equipment	2,926	329	0	(1,636)	0	4,891	34
35		(56) Floating equipment	0	0	0	0	0	0	35
36		(57) Work equipment 1/	10,766	2,352	0	1,078	0	12,040	36
37		(58) Miscellaneous equipment	(2,491)	1,623	0	(1,312)	0	444	37
38		(59) Computer systems and WP equip.	133,069	41,018	0	35,979	0	138,108	38
39		Amortization Adjustments	0	0	0	0	0	0	39
40		TOTAL EQUIPMENT	2,260,090	357,337	0	269,976	0	2,347,451	40
41		GRAND TOTAL	6,437,519	1,086,495	0	697,474	0	6,826,540	41

1/ Column (c) includes a reduction for costs charged to capital projects.

2/ () in columns (b) and (g) represent a debit balance

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 therefor is included in Account Nos 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.
4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for 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	2,602,613	2,613,227	1.11				1
2	(4) Other, right-of-way expenditures	46,821	50,445	2.86				2
3	(5) Tunnels and subways	355,026	353,422	0.89				3
4	(6) Bridges, trestles, and culverts	2,012,402	2,059,609	1.35				4
5	(7) Elevated structures	0	0	0				5
6	(8) Ties	3,263,600	3,531,012	4.29				6
7	(9) Rail and other track material	6,450,988	6,877,527	4.12				7
8	(11) Ballast	1,964,539	2,112,373	2.78				8
9	(13) Fences, snow sheds, and signs	41,721	43,263	1.52				9
10	(16) Station and office buildings	405,074	401,387	3.17				10
11	(17) Roadway buildings	34,088	33,396	3.13				11
12	(18) Water stations	5,577	5,696	3.70				12
13	(19) Fuel Stations	95,573	97,823	3.33				13
14	(20) Shops and enginehouse	279,517	263,718	2.38				14
15	(22) Storage warehouses	1	0	3.33				15
16	(23) Wharves and docks	203	0	4.00				16
17	(24) Coal and ore wharves	3,310	3,267	1.85				17
18	(25) TOFC/COFC terminals	300,905	295,015	3.33				18
19	(26) Communication systems	230,677	273,164	2.83				19
20	(27) Signals and interlockers	1,258,464	1,392,230	2.44				20
21	(29) Power plants	2,062	2	2.94				21
22	(31) Power-transmission systems	34,662	40,273	2.22				22
23	(35) Miscellaneous structures	9,543	10,155	2.63				23
24	(37) Roadway machines	287,985	315,910	5.28				24
25	(39) Public improvements-Construction	409,526	442,974	2.86				25
26	(44) Shop machinery	155,226	126,265	3.65				26
27	(45) Power-plant machinery	5,650	5	3.85				27
28	All other road accounts	0	0	0				28
29	Amortization (other than def. projects)	0	0	0				29
30	TOTAL ROAD	20,255,753	21,342,158	3.44				30
	EQUIPMENT							
31	(52) Locomotives	4,619,147	4,692,373	4.12				31
32	(53) Freight-train cars	2,599,261	2,551,157	3.60				32
33	(54) Passenger-train cars	78	65	6.43				33
34	(55) Highway revenue equipment	5,192	4,904	7.00				34
35	(56) Floating equipment	0	0	0				35
36	(57) Work equipment	108,990	111,641	2.53				36
37	(58) Miscellaneous equipment	21,137	24,397	5.53				37
38	(59) Computer systems and WP equipment	284,241	261,129	15.77				38
39	TOTAL EQUIPMENT	7,638,046	7,645,666	4.39				39
40	GRAND TOTAL	27,893,799	28,987,824	N/A			N/A	40

330 ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT - Concluded
(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		11,837	68,260	(56,423)	4,664,390	1
2		41,947	30,128	11,819	2,614,432	2
3		3,811	(16)	3,827	50,648	3
4		2,387	3,992	(1,605)	353,421	4
5		75,219	26,488	48,731	2,061,133	5
6		0	0	0	0	6
7		297,114	7,159	289,955	3,554,924	7
8		591,474	126,256	465,218	6,919,496	8
9		191,104	34,031	157,073	2,121,768	9
10		1,542	(14)	1,556	43,277	10
11		31,186	32,659	(1,473)	403,601	11
12		19	711	(692)	33,396	12
13		51	(68)	119	5,696	13
14		2,021	(297)	2,318	97,891	14
15		13,755	29,236	(15,481)	264,036	15
16		0	1	(1)	0	16
17		0	203	(203)	0	17
18		0	43	(43)	3,267	18
19		5,927	11,122	(5,195)	295,710	19
20		52,026	9,284	42,742	273,419	20
21		152,594	13,391	139,203	1,397,667	21
22		0	2,060	(2,060)	2	22
23		5,495	(267)	5,762	40,424	23
24		830	(61)	891	10,434	24
25		26,059	(3,816)	29,875	317,860	25
26		40,987	4,554	36,433	445,959	26
27		4,584	31,197	(26,613)	128,613	27
28		(902)	4,743	(5,645)	5	28
29		0	45	(45)	1,219	29
30		1,551,067	431,024	1,120,043	26,102,688	30
31		241,709	165,236	76,473	4,695,620	31
32		50,030	98,013	(47,983)	2,551,278	32
33		0	13	(13)	65	33
34		0	287	(287)	4,905	34
35		0	0	0	0	35
36		5,013	1,350	3,663	112,653	36
37		300	(2,959)	3,259	24,396	37
38		31,422	35,978	(4,556)	279,685	38
39		328,474	297,918	30,556	7,668,602	39
40		0	995	(995)	44,343	40
41		0	0	0	13,252	41
42		(82,010)	15	(82,025)	492,950	42
43		1,797,531	729,952	1,067,579	34,321,835	43

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT - Continued
(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	4,720,813			1
2		(3) Grading	2,602,613			2
3		(4) Other, right-of-way expenditures	46,821			3
4		(5) Tunnels and subways	355,026			4
5		(6) Bridges, trestles, and culverts	2,012,402			5
6		(7) Elevated structures	0			6
7		(8) Ties	3,264,969			7
8		(9) Rail and other track material	6,454,278			8
9		(11) Ballast	1,964,695			9
10		(13) Fences, snowsheds and signs	41,721			10
11		(16) Station and office buildings	405,074			11
12		(17) Roadway buildings	34,088			12
13		(18) Water stations	5,577			13
14		(19) Fuel stations	95,573			14
15		(20) Shops and enginehouses	279,517			15
16		(22) Storage warehouses	1			16
17		(23) Wharves and docks	203			17
18		(24) Coal and ore wharves	3,310			18
19		(25) TOFC/COFC terminals	300,905			19
20		(26) Communication systems	230,677			20
21		(27) Signals and interlockers	1,258,464			21
22		(29) Power plants	2,062			22
23		(31) Power-transmission systems	34,662			23
24		(35) Miscellaneous structures	9,543			24
25		(37) Roadway machines	287,985			25
26		(39) Public improvements-construction	409,526			26
27		(44) Shop machinery	155,226			27
28		(45) Power-plant machinery	5,650			28
29		Other lease/rentals	1,264			29
30		TOTAL EXPENDITURES FOR ROAD	24,982,645	0	0	30
31		(52) Locomotives	4,619,147			31
32		(53) Freight train cars	2,599,261			32
33		(54) Passenger train cars	78			33
34		(55) Highway revenue equipment	5,192			34
35		(56) Floating equipment	0			35
36		(57) Work equipment	108,990			36
37		(58) Miscellaneous equipment	21,137			37
38		(59) Computer systems and word processing equipment	284,241			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	7,638,046	0	0	39
40		(76) Interest during construction	45,338			40
41		(80) Other elements of investment 1/	13,252			41
42		(90) Construction work in progress	574,975			42
43		GRAND TOTAL	33,254,256	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 UP's R-1 in 1997.

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

NOTES AND REMARKS

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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.

NOTE: 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		8				1	1
2		Box - Plain 50 Foot and Longer		48		19,282	4,690	15,035	2
3		Box - Equipped		10,226	28,555	58	34,252	79,036	3
4		Gondola - Plain		153	253	2,801	3,223	5,384	4
5		Gondola - Equipped		2,516	8,770	73	10,467	23,303	5
6		Hopper - Covered		8,360	31,920	90,480	9,975	33,713	6
7		Hopper - Open Top - General Service		1,337	3,246	209	788	1,900	7
8		Hopper - Open Top - Special Service		176	510	116	1,060	2,405	8
9		Refrigerator - Mechanical		4,862	8,387	16,990	118	248	9
10		Refrigerator - Non-Mechanical		1,251	3,637	1,345	1,888	3,759	10
11		Flat - TOFC/COFC		2,163	10,437	119,691	11,567	30,977	11
12		Flat - Multi-Level		2,730	4,107	82,699	4,853	6,919	12
13		Flat - General Service		8	22	18	187	267	13
14		Flat - Other		979	4,470	34,500	11,468	27,265	14
15		Tank - Under 22,000 Gallons			1	16,264	157	237	15
16		Tank - 22,000 Gallons and Over			13	27,897			16
17		All Other Freight Cars		3	8	810	62	218	17
18		Auto Racks			58,075			51,014	18
19		TOTAL FREIGHT TRAIN CARS	0	34,820	162,411	413,233	94,755	281,681	19
OTHER FREIGHT-CARRYING EQUIPMENT									
20		Refrigerated Trailers							20
21		Other Trailers			24			38,345	21
22		Refrigerated Containers							22
23		Other Containers							23
24	.	TOTAL TRAILERS AND CONTAINERS	0	0	24	0	0	38,345	24
25		GRAND TOTAL (Lines 19 and 24)	0	34,820	162,435	413,233	94,755	320,026	25

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	1,349,651	96,710	1.11							1,349,651	96,710	1
2		8	1,837,077	309,938	4.12							1,837,077	309,938	2
3		9	3,572,061	1,670,216	5.60							3,572,061	1,670,216	3
4		11	1,152,013	119,282	2.78							1,152,013	119,282	4
5	SUB-TOTAL		7,910,802	2,196,146								7,910,802	2,196,146	5
6	II	3	684,154	33,245	1.11							684,154	33,245	6
7		8	1,004,494	232,295	4.23							1,004,494	232,295	7
8		9	1,810,717	574,159	1.65							1,810,717	574,159	8
9		11	615,964	78,922	2.78							615,964	78,922	9
10	SUB-TOTAL		4,115,329	918,621					0	0	0	4,115,329	918,621	10
11	III	3	8,209	N/A	N/A		N/A	N/A		N/A	N/A	8,209	N/A	11
12		8	13,462	N/A	N/A		N/A	N/A		N/A	N/A	13,462	N/A	12
13		9	21,725	N/A	N/A		N/A	N/A		N/A	N/A	21,725	N/A	13
14		11	7,400	N/A	N/A		N/A	N/A		N/A	N/A	7,400	N/A	14
15	SUB-TOTAL		50,796	N/A	N/A		N/A	N/A		N/A	N/A	50,796	N/A	15
16	IV	3	539,883	21,750	1.11							539,883	21,750	16
17		8	654,002	163,833	4.17							654,002	163,833	17
18		9	1,428,883	375,627	3.28							1,428,883	375,627	18
19		11	319,583	39,239	2.78							319,583	39,239	19
20	SUB-TOTAL		2,942,351	600,449					0	0	0	2,942,351	600,449	20
21	V	3	32,535	2,495	1.11							32,535	2,495	21
22		8	45,889	11,982	4.35							45,889	11,982	22
23		9	86,110	43,092	3.28							86,110	43,092	23
24		11	26,808	3,270	2.78							26,808	3,270	24
25	SUB-TOTAL		191,342	60,839								191,342	60,839	25
26	GRAND TOTAL	N/A	15,210,620	3,776,055	N/A				0	0	0	15,210,620	3,776,055	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.

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		3,913	106,366	3,171	33,625	238	1
2		188,457	2,900,314	1,685,769	814,411	393,948	2
3							3
4							4
5	*	192,370	3,006,680	1,688,940	848,036	394,186	5
6		0	391	0	271	0	6
7		5,381	120,616	7,456	37,164	835	7
8		24,158	268,072	60,336	105,480	22,254	8
9		17,719	192,845	12,882	81,503	2,206	9
10		12,243	97,629	15,090	27,707	4,359	10
11		71,674	462,641	47,147	166,981	14,361	11
12		1,292	288,152	91,353	140,939	29,010	12
13		21,173	44,184	0	15,345	0	13
14		9,000	73,141	0	28,004	0	14
15		6,392	68,825	41,338	19,112	15,963	15
16		48,269	761	16,185	40	6,118	16
17		0	43,964	0	27,922	0	17
18		1,527	11,870	0	6,232	0	18
19		3,595	103,527	73	40,177	5	19
20		963	3,409	0	902	0	20
21		0	7,544	0	3,089	0	21
22		11,612	431,974	13,142	141,037	8,163	22
23		(6,105)	26,731	0	4,562	0	23
24	*	228,893	2,246,276	305,002	846,467	103,274	24
25							25
26		44,925	4,905		4,891		26
27							27
28							28
29							29
30							30
31							31
32	*	44,925	4,905	0	4,891	0	32
33							33
34							34
35	*	0	0	0	0	0	35
36	*		65		5		36
37	*	12,761	279,685		138,108		37
38	*		67,026		6,638		38
39	*		55,029		6,129		39
40	*		6,558		939		40
41	*	41,815	137,049		12,484		41
42		54,576	545,412	0	164,303	0	42
43		520,764	5,803,273	1,993,942	1,863,697	497,460	43

(1) Data reported on lines 38, 39, and 40 in columns (g) and (h) are investment recorded in property account 44, allocated to locomotives, freight cars, and other equipment.

(2) Depreciation reported on lines 38, 39, and 40 in column (c) is calculated by multiplying the investment in each element by the effective composite rate for the property account 44. And then adding or subtracting the adjustment reported in column (e). This calculation should equal the amount shown in column (c), Schedule 335.

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)		
		LOCOMOTIVES					
1		Diesel Locomotive - Yard	33,183	3,615	145		1
2		Diesel Locomotive - Road	406,256	129,219	66,777		2
3		Other Locomotive - Yard					3
4		Other Locomotive - Road					4
5	*	TOTAL LOCOMOTIVES	439,439	132,834	66,922		5
		FREIGHT TRAIN CARS					
6		Box - Plain-40 foot	2	26	0		6
7		Box - Plain-50 foot and Longer	212	7,086	352		7
8		Box - Equipped	22,353	13,379	2,419		8
9		Gondola - Plain	1,723	7,697	464		9
10		Gondola - Equipped	20,673	3,757	770		10
11		Hopper - Covered	33,379	15,602	1,454		11
12		Hopper - Open Top Gen Svc	13,572	11,508	5,377		12
13		Hopper - Open Top Spec Svc	3,954	1,447	0		13
14		Refrigerator - Mechanical	0	3,639	0		14
15		Refrig - Non-mechanical	2,224	4,179	1,895		15
16		Flat - TOFC/COFC	516	72	874		16
17		Flat - Multi-level	301	2,755	0		17
18		Flat - General Service	40	482	0		18
19		Flat - Other	2,301	3,638	2		19
20		All Other Freight Cars	1,477	171	0		20
21		Cabooses	170	628	0		21
22		Auto Racks	47,247	20,184	1,048		22
23		Misc. Accessories	0	1,309	0		23
24	*	TOTAL FREIGHT TRAIN CARS	150,144	97,559	14,655	0	24
		OTHER EQUIPMENT-REVENUE FREIGHT HIGHWAY EQUIPMENT					
25		Refrigerated Trailers					25
26		Other Trailers	29,941	329			26
27		Refrigerated Containers					27
28		Other Containers					28
29		Bogies					29
30		Chassis					30
31		Other Highway Equip (Freight)					31
32	*	TOTAL HIGHWAY EQUIPMENT	29,941	329	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 (Freight Portion)	740	16			36
37	*	Comp Sys & Word Proc. Equip.	33,714	40,525	367		37
38	*	Machinery - Locomotives (1)	3,991	1,875			38
39	*	Machinery - Freight Cars (2)	3,915	1,324			39
40	*	Machinery - Other Equipment (3)	390	258			40
41	*	Work and Non-revenue Equip	16,878	3,975			41
42		TOTAL OTHER EQUIPMENT	59,628	47,973	367	0	42
43		TOTAL ALL EQUIPMENT (Freight Portion)	679,152	278,695	81,944	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

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, such as administrative expenses to two or more services, they shall be apportioned on the most equitable basis available to the respondent and only to the services they support. The total expenses in column (j) should balance with the respective line items in Schedule 410, Railway Operating Expenses.
4. Report in column (b), line 2, the expenses incurred in highway movements of trailers and containers performed at the expense of the reporting railroad within a terminal area for the purpose of pick-up, delivery, or highway interchange service. Report in column (b), line 3, the expenses incurred in operating facilities for handling trailers and/or containers, including storage expenses. See Schedule 755, Note R.
5. The operation of floating equipment in line-haul service (between distinct terminals) should be reported in column (c) on line 2. Floating operations conducted within a general terminal or harbor area should be reported in column (c), line 3.
6. Report in column (g), line 3, the expenses incurred by the railroad in loading and unloading automobiles, trucks, etc., to and from bi-level and tri-level auto rack cars. Report on line 2, column (g), the expense incurred by the railroad in moving automobiles, etc., between bi-level and tri-level loading and unloading facilities over the highway to shippers, receivers, or connecting carriers. Report in column (f) operating expenses for land facilities in support of floating operations, including the operation of docks and wharves.
7. Report on line 4, column (b), the expenses related to heating and refrigeration of TOFC/COFC trailers and containers (total debits and credits). The expenses on line 4, column (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	8,337					0	55		8,392	1
2	*	Pick up and delivery, marine line haul	18,188					1,391	N/A		19,579	2
3	*	Loading and unloading and local marine	106,278					24,233	N/A		130,511	3
4	*	Protective services, total debit and credits	0					98	0		98	4
5	*	Freight lost or damaged-solely related	0					0	0		0	5
6	*	Fringe benefits	4,133					0	0		4,133	6
7	*	Casualty and insurance	886					202	0		1,088	7
8	*	Joint facility - Debit	0					0	0		0	8
9	*	Joint facility - Credit	(89)					0	0		(89)	9
10	*	Other	889					0	0		889	10
11	*	TOTAL	138,622					25,924	55		164,601	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)
52 Locomotives	4,695,620	1,688,940	66,922	394,186
53 Freight-Train Cars	2,551,278	305,002	14,655	103,274
59 Computer Systems And Word Processing Equipment	279,685	0	367	0
TOTAL	7,526,583	1,993,942	81,944	497,460

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	130,636	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax and Surtax	36,192	2
3		Excess Profits		3
4		Total - Income Taxes L 2 + 3	36,192	4
5		Railroad Retirement	604,478	5
6		Hospital Insurance	43,979	6
7		Supplemental Annuities	25,300	7
8		Unemployment Insurance	4,184	8
9		All Other United States Taxes	55,082	9
10		Total - U.S. Government Taxes	769,215	10
11		Total - Railway Taxes	899,851	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.	7,483,801	171,926		7,655,727	1
2	Accelerated amortization of facilities, Sec. 168 I.R.C.					2
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.					3
4	Amortization of rights of way, Sec. 185 I.R.C.					4
5	Other (Specify)					5
6	Retirement Benefits	(253,472)	10,268		(243,204)	6
7	Long-Term Liabilities	(328,872)	56,193		(272,679)	7
8	Deferred State Income Taxes - Net	545,162	15,798	159	561,119	8
9	Tax Loss Carryforwards	(485,860)	115,081		(370,779)	9
10	Alternative Minimum Tax Credit Carryforwards	(4,524)	0		(4,524)	10
11	Other Items	305,538	85,127	2,038	392,703	11
12						12
13						13
14						14
15						15
16						16
17						17
18	Investment tax credit*	0			0	18
19	TOTALS	7,261,773	454,393	2,197	7,718,363	19

450. ANALYSIS OF TAXES - Concluded
(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. | See Note Below |
|--|----------------|

Note>

UP has Net Operating Loss (NOL) carryovers of \$1,059 million. The Internal Revenue Code limits a corporation's ability to utilize NOLs after certain ownership changes. UP does not expect these limits to cause any of the NOLs to expire unused. However, these limits and other Internal Revenue Code provisions will result in UP paying Federal income taxes before utilizing all of the NOLs.

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					1
2	603	Appropriations Released:			2
3		- First Mortgage		1,543	3
4		- General Mortgage Bond		688	4
5		- Income Debenture (CE&I)		123	5
6		TOTAL		2,354	6
7					7
8					8
9					9
10	620	Appropriations Established:			10
11		- First Mortgage	772		11
12		- General Mortgage Bond	688		12
13		- Income Debenture (CE&I)	123		13
14		TOTAL	1,583		14
15					15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

501. GUARANTIES AND SURETYSHIPS
(Dollars in Thousands)

- 1 If the respondent was under obligation as guarantor or surety for the performance by any other corporation or other association of any agreement or obligation, show the particulars of each contract of guaranty or suretyship in effect at the close of the year or entered into and expired during the year. This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 years after the date of issue. Items of less than \$50,000 may be shown as one total.

Line No.	Names of all parties principally and primary liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1	Terminal RR Association of St Louis				1
2	Union Pacific Railroad Company	Sinking Fund & Int on RFT & Mtge	1/ 7,787	Joint	2
3	Burlington Northern Santa Fe Railway Co	Bonds Series C due 7-1-2019			3
4	CSX Transportation, Inc	(FD 14553)			4
5	Canadian National/Illinois Central				5
6	Norfolk Southern Railway Co				6
7					7
8					8
9	Union Pacific Railroad Company	Helm - Pacific Leasing - various lease agreements	3,600	Sole	9
10					10
11					11
12	Union Pacific Railroad Company	Equipment Management Provider Venture	2,103	Sole	12
13		container and chassis rental			13
14					14
15					15
16	Union Pacific Railroad Company	Crew Lodging Facilities	45,643	Sole	16
17					17
18					18
19					19
20	Kansas City Terminal Flyover				20
21	Union Pacific Railroad Company	6 8884% Railway Bridge System Bond	75,000	Joint	21
22	Burlington Northern Santa Fe Railway Co.				22
23					23
24					24
25	Union Pacific Railroad Company	Japanese Leverage Lease Yen Deposit	83,090	Sole	25
26					26
27					27
28					28
29					29
30					30
31					31
32					32
33	1/ Terminal Railroad Association of St Louis Mortgage Bonds are fully funded by TRRA through a Sinking Fund established with a balance in the amount of approximately \$11 million as of December 31, 2000. This fund covers future interest and principal payments through the remainder of the bonds term.				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.

The Company has outstanding letters of credit in the amount of \$10.1 million with various banks under which no borrowings were outstanding at December 31, 2000.

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	0	1
2	764	Equip. Obligations and Other Debt due within one year	Sch. 200, L. 39	207,286	2
3	765/767	Funded Debt Unmatured	Sch. 200, L. 41	488,669	3
4	766	Equipment Obligations	Sch. 200, L. 42	645,376	4
5	766.5	Capitalized Lease Obligations	Sch. 200, L. 43	1,317,343	5
6	768	Debt in Default	Sch. 200, L. 44	0	6
7	769	Accounts Payable, Affiliated Companies	Sch. 200, L. 45	5,387,706	7
8	770.1/770.2	Unamortized Debt Premium	Sch. 200, L. 46	(54,701)	8
9		Total Debt	Sum L. 1-8	7,991,679	9
10		Debt Directly Related to Road Property	Note 1	226,674	10
11		Debt Directly Related to Equipment	Note 1	2,153,972	11
12		Total Debt Directly Related to Road & Equipment	Sum L. 10 and L. 11	2,380,646	12
13		Percent Directly Related to Road	L. 10 divided by L. 12 Whole % plus 2 decimals	9.52%	13
14		Percent Directly Related to Equipment	L. 11 divided by L. 12 Whole % plus 2 decimals	90.48%	14
15		Debt Not Directly Related to Road or Equipment	L. 9 minus L. 12	5,611,033	15
16		Road Property Debt (Note 2)	(L. 13 x L. 15) plus L. 10	760,844	16
17		Equipment Debt (Note 2)	(L. 14 x L. 15) plus L. 11	7,230,835	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	594,265	18
19	546	Contingent Interest on Funded Debt	Sch. 210, L. 44	9,111	19
20	517	Release of Premium on Funded Debt	Sch. 210, L. 22	11,286	20
21		Total Interest (Note 3)	(L. 18 + L. 19) minus L. 20	592,090	21
22		Interest Directly Related to Road Property Debt	Note 4	10,370	22
23		Interest Directly Related to Equipment Debt	Note 4	170,757	23
24		Interest Not Directly Related to Road or Equipment Property Debt	L. 21 minus (L. 22 + L. 23)	410,963	24
25		Interest on Road Property Debt (Note 5)	L. 22 plus (L. 24 x L. 13)	49,494	25
26		Interest on Equipment Debt (Note 5)	L. 23 plus (L. 24 x L. 14)	542,596	26
27		Embedded Rate of Debt Capital - Road Property	L. 25 divided by L. 16	6.51%	27
28		Embedded Rate of Debt Capital - Equipment	L. 26 divided by L. 17	7.50%	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 (e) report the dollar amounts due from or to related parties and, if not otherwise apparent, the terms and manner of settlement. Insert (P) paid and (R) received by the amount in column (e).

512. Transactions Between Respondent and Companies or Persons Affiliated with Respondent for Services Received or Provided
(Dollars in Thousands)

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)	274,900	5,082,600 (P)	1
2	Wasatch Insurance Ltd.		Common	Insurance	10,316		2
3	UP Fruit Express Company		Direct	Repair & Service Equip.	4,200		3
4	UP Fruit Express Company		Direct	Equipment Rental	15,859		4
5	UP Distribution Services		Direct	Freight Brokerage	96,649		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
<p> <u>Balance 12-31-99</u> 5,357,500 Interest Expense 405,000 Financing Net (1,003,400) Taxes 73,600 Technology Subsidiary Charges 19,600 Insurance 30,300 Dividends 200,000 <u>Balance 12-31-00</u> 5,082,600 </p>							

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 700

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

- (1) Line owned by respondent
- (2) Line owned by proprietary companies
- (3) Line operated under lease for a specified sum, lessor being (A) an affiliated corporation, or (B) independent or not affiliated with the 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 clearing account and which are used in getting out material for the respondent's use, should not be included.

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

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

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

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

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

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

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

700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Class (a)	Proportion owned or leased by Respondent (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	Total (i)	Line No.
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of passing tracks cross-overs, and turnouts (f)				
1	1	100%	28,311	3,683	249	3,909	3,997	6,334	46,483	1
2										2
3	1J	12.5%	4				30	5	39	3
4	1J	23.0%	1					5	6	4
5	1J	25.0%	1	1			7	14	23	5
6	1J	33.3%					16	30	46	6
7	1J	37.5%							-	7
8	1J	40.0%							-	8
9	1J	44.0%	1	1				11	13	9
10	1J	50.0%	247	154		50	119	300	870	10
11	1J	62.5%	2	2				3	7	11
12	1J	66.7%	2				6	3	11	12
13		Total 1J	258	158	-	50	178	371	1,015	13
14										14
15		Total 1 and 1J	28,569	3,841	249	3,959	4,175	6,705	47,498	15
16										16
17	2	A&S	21	11		4	17	89	142	17
18	2	OUR&D						5	5	18
19		Total 2	21	11	-	4	17	94	147	19
20										20
21	3A							2	2	21
22	3B		321	5		36	188	123	673	22
23										23
24		Total 3	321	5	-	36	188	125	675	24
25										25
26										26
27	4B						35	3	38	27
28										28
29		Total 4	-	-	-	-	35	3	38	29
30										30
31										31
32	5		4,119	1,168	41	228	392	279	6,227	32
33	5J		5					9	14	33
34										34
35		Total 5	4,124	1,168	41	228	392	288	6,241	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	33,035	5,025	290	4,227	4,807	7,215	54,599	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	1,443				9	1,452	147		1
2		Arizona	738					738			2
3		California	3,460		2		240	3,702	14		3
4		Colorado	1,543				78	1,621	3		4
5		Idaho	858					858	42		5
6		Illinois	1,744	21			975	2,740	3		6
7		Indiana	0				6	6			7
8		Iowa	1,602				77	1,679			8
9		Kansas	1,663				669	2,332	557		9
10		Louisiana	919				58	977	5		10
11		Minnesota	485				239	724			11
12		Missouri	1,050		6		165	1,221	335		12
13		Montana	125					125	52		13
14		Nebraska	1,050				6	1,056	252		14
15		Nevada	1,107					1,107			15
16		New Mexico	566					566			16
17		Oklahoma	560		311		303	1,174	40		17
18		Oregon	866				138	1,004	288		18
19		Tennessee	10				22	32	2		19
20		Texas	5,590		3		597	6,190	324		20
21		Utah	1,305				24	1,329	24		21
22		Washington	278				214	492	88		22
23		Wisconsin	653				304	957	74		23
24		Wyoming	953					953	1		24
25											25
26											26
27											27
28											28
29											29
30											30
31		TOTAL MILEAGE	28,568	21	322	0	4,124	33,035	2,251	0	31
32		(single track)									32

NOTES AND REMARKS

Notes to Schedule 710S

1. Includes 89 locomotives, 60 plain gondola cars, 100 equipped gondola cars, 1,154 bi-level auto racks purchased in previous years and 126 locomotives, 39 covered gondola cars and 35 plain box cars rebuilt in previous years, but financially complete this year.
2. Excludes 306 locomotives, 984 bi-level auto racks purchased and 90 locomotives and 41 covered gondola 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 (l). Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (h) Units rented from others for a period less than one year should not be included in column (i)
4. For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in 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 (j), as follows: For locomotive units, report the manufacturers' rated horsepower (the maximum continuous power output from the diesel engine or engines delivered to the main 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 - Continued

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 rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)								
1		LOCOMOTIVE UNITS										(H P)			1
2		Diesel-freight units	58					0	5	53	58	179,400			2
3		Diesel-passenger units	6,344	125	326	80	2	483	3,984	2,410	6,394	22,475,830			3
4		Diesel-multiple purpose units	525					10	446	81	527	849,000			4
5	*	Diesel-switching units	6,927	125	326	80	14	493	4,435	2,544	6,979	23,504,230	0		5
6	*	TOTAL (lines 1 to 4) units													6
7	*	Electric-locomotives (steam)	2						2		2	N/A			7
8	*	Other self-powered units (lines 5, 6 and 7)	6,929	125	326	80	14	493	4,437	2,544	6,981	23,504,230	0		8
9	*	Auxiliary units	42					14	28		28	N/A			9
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	6,971	125	326	80	14	507	4,465	2,544	7,009	N/A	0		10

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

DISTRIBUTION OF LOCOMOTIVE UNITS IN SERVICE OF THEIR ORIGIN AT CLOSE OF YEAR ORIENT BY TYPE OF ORIGIN														
Line No.	Cross Check	Type of design of units (a)	Before Jan. 1, 1980 (b)	Between Jan 1, 1980 and Dec 31, 1984 (c)	Between Jan 1, 1985 and Dec 31, 1989 (d)	Between Jan 1, 1990 and Dec 31, 1994 (e)	During Calendar Year						TOTAL (l)	Line No
							1995 (f)	1996 (g)	1997 (h)	1998 (i)	1999 (j)	2000 (k)		
11	*	Diesel	2,500	1,075	800	858	387	194	276	256	187	446	6,979	11
12	*	Electric												12
13	*	Other self-powered units (steam)	2										2	13
14	*	TOTAL (lines 11 to 13)	2,502	1,075	800	858	387	194	276	256	187	446	6,981	14
15	*	Auxiliary units	4	17		3		4					28	15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	2,506	1,092	800	861	387	198	276	256	187	446	7,009	16

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

710. INVENTORY OF EQUIPMENT - Continued															
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				Aggregate capacity of units reported in col (j) (see ins 7) (k)		Total in service of respondent (col (h)&(i)) (j)	Leased from others (i)	Owned and used (h)			
				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 (All class C, except CSB)												18	
19		Parlor cars (PBC,PC,PL,PO)												19	
20		Sleeping cars (PS,PT,PAS,PDS)												20	
21		Dining, grill and tavern cars (All class D, PD)												21	
22		Non-passenger-carrying cars (All Class B,CSB,M,PSA,IA)												22	
23		TOTAL (lines 17 to 22) Self-Propelled												23	
24		Electric passenger cars (EP,ET)												24	
25		Electric combined cars (EC)												25	
26		Internal combustion rail motorcars (ED, EG)												26	
27		Other self-propelled cars (Specify types)												27	
28		TOTAL (lines 24 to 27)												28	
29		TOTAL (lines 23 to 28)												29	
30		COMPANY SERVICE CARS Business car (PV)	78								78			30	
31		Board outfit cars (MWX)	204					77			127			31	
32		Derrick and snow removal cars (MWU,MWV,MWW,MWK)	387					333			54			32	
33		Dump and ballast cars (MWB,MWD)	3,076					39			3037			33	
34		Other maintenance and service equipment cars	6,182		0			2862			3320			34	
35		TOTAL (lines 30 to 34)	9,927	0	0	0	0	3,311			6,616			35	

710 INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data

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

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

Line No	Cross Check	Class of equipment and car designations (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__)	12						36
37		Plain box cars - 50' longer (B3_0-7, B4_0-7, B5__, B6__, B7__, B8__)	323						37
38		Equipped box cars (All Code A, Except A_5_)	20,529						38
39		Plain gondola cars (All Codes, G & J__1,J__2,J__3,J__4)	3,304					265	39
40		Equipped gondola cars (All Code E)	14,795		810				40
41		Covered hopper cars (C__1, C__2, C__3, C__4)	39,212						41
42		Open top hopper cars--general service (All Code H)	16,726						42
43		Open top hopper cars--special service (J__Q, and All Code K)	3,102						43
44		Refrigerator cars -- mechanical (R_5_, R_6_, R_7_, R_8_, R_9_)	4,886						44
45		Refrigerator cars -- non-mechanical (R_0_, R_1_, R_2_)	4,987						45
46		Flat cars -- TOFC/COFC (All Code P, Q and S, Except Q8__)	1,021						46
47		Flat cars -- multi-level (All Code V)	1,415		272				47
48		Flat cars -- general service (F10_, F20_, F30_)	735						48
49		Flat cars -- other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6) (F_8_, F40_)	3,569					816	49
50		Tank cars -- under 22,000 gallons (T__0, T__1, T__2, T__3, T__4, T__5)	62						50
51		Tank cars -- 22,000 gallons and over (T__6, T__7, T__8, T__9)	51						51
52		All other freight cars (A_5_, F_7_, All Code L and Q8__)	0					68	52
53		TOTAL (lines 36 to 52)	114,729	0	1,082	0	0	1,149	53
54		Caboose (All Code M-930)	N/A	7					54
55		TOTAL (lines 53 and 54)	114,729	7	1,082	0	0	1,149	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	9	3		3		224		36
37	127	186	10	196		15,436		37
38	2,386	16,272	1,871	18,143		1,471,912		38
39		1,567	2,002	3,569		406,233		39
40	1,694	12,270	1,641	13,911		1,366,664		40
41	1,605	26,411	11,196	37,607		3,858,761	600	41
42	971	12,248	3,507	15,755		1,592,895		42
43	174	2,678	250	2,928		279,939		43
44	155	3,270	1,461	4,731		323,289		44
45	517	4,057	413	4,470		331,912		45
46	226	406	389	795		175,377		46
47		1,412	275	1,687		62,757		47
48	314	421		421		32,766		48
49		3,900	485	4,385		410,221		49
50	62							50
51	51							51
52		68		68		5,007		52
53	8,291	85,169	23,500	108,669	0	10,333,393	600	53
54	0	7		N/A	7	N/A		54
55	8,291	85,176	23,500	108,669	7	10,333,393	600	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			All other units including reclassification and second hand units purchased or leased from others (g)	
					New units purchased or built (d)	New units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)		
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__	18,452						59
60		Dry van U2__, Z__, Z6__, 1-6							60
61		Flat bed U3__, Z3__							61
62		Open bed U4__, Z4__							62
63		Mechanical refrigerator U5__, Z5__							63
64		Bulk hopper U0__, Z0__							64
65		Insulated U7__, Z7__							65
66		Tank Z0__, U6__ (See Note)							66
67		Other trailer and container (Special equipped dry van U9__, Z8__, Z9__)	2,394						67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 and 69)	20,846	0	0	0	0	0	70

NOTES AND REMARKS

Note Line 66 (Tank) must have fitting code "CN" to qualify as a tank otherwise it is a bulk hopper

710 INVENTORY OF EQUIPMENT - Concluded

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

Line No.	Cross Check	Changes during 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		42		18,410	18,410				59
60									60
61									61
62									62
63									63
64									64
65									65
66									66
67		260		2,134	2,134				67
68									68
69									69
70		302	0	20,544	20,544				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	4390 HP C44AC	89	18,467	191,738		3
4	Freight Train Cars					4
5	Plain Gondola	60	1,317	3,237		5
6	Equipped Gondola	100	4,285	6,719		6
7	Bi-Level Auto Rack	1,154	21,017	49,794		7
8						8
9						9
10						10
11	1/2/ TOTAL	1,403	N/A	\$251,488		11

REBUILT UNITS

12	Locomotive					12
13	SD38-2	11	2,162	3,945		13
14	SD40-2	115	22,495	53,849		14
15	Freight Train Cars					15
16	Covered Gondola	39	1,487	1,651		16
17	Plain Box	35	1,561	761		17
18	Equipped Gondola	45	1,912	1,801		18
19						19
20						20
21						21
22						22
23						23
24						24
25						25
26						26
27						27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38						38
39						39
40						40
41	1/2/ TOTAL	245	N/A	\$62,007		41
42						42
43	1/2/ GRAND TOTAL	1,648	N/A	\$313,495	N/A	43

1/ 2/ See note on Page 76

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

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

Track category (1)

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

Potential abandonments -- Route segments identified by railroads as potentially subject to abandonment as required by Section 10903 of the ICC Termination Act of 1995

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	16,380	56.81	N/A	N/A
2	B	8,416	10.00	N/A	N/A
3	C	4,672	2.21	N/A	N/A
4	D	7,548	0.16	N/A	N/A
5	E	11,342	XXXXXXX	XXXXXXX	
6	TOTAL	48,358	27.72		
7	F	6,087	XXXXXXX	XXXXXXX	
8	Potential abandonments	370			

- * 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.

Line No.	Track category (a)	Number of cross-ties laid in replacement										Total (j)	Switch and bridge ties (board feet)	Cross-ties switch and bridge ties Percent of spot maintenance (k)	Line No
		New ties					Second-hand ties								
		Wooden		Concrete (d)	Other (e)	Wooden		Other (h)							
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)								
1	A	1,409,275		221,228	260	9,629					1,640,392	1,631,171	N/A	1	
2	B	718,494		10,873		426				761,258	748,932	N/A	2		
3	C	162,859		2,465		97				172,553	169,758	N/A	3		
4	D	76,639		1,160		46				81,201	79,886	N/A	4		
5	E	347,096		14,901	690	222				386,189	3,842,408	N/A	5		
6	TOTAL	2,714,363		250,627	950	10,420				3,041,593	6,472,155	N/A	6		
7	F											N/A	7		
8	Potential abandonment												N/A	8	
9	Average cost per cross-ties	\$32.73													

* Concrete and steel switch ties are not included in column (j). In lieu of board measure, number of steel switch ties was 259 at an average cost of \$79.28. The number of concrete switch ties was 1,638 at an average cost of \$283.99.

N/A - Information is not available.

Concrete and steel switch ties are not included in column (j). In lieu of board measure, number of steel switch ties was 259 at an average cost of \$79.28. The number of concrete switch ties was 1,638 at an average cost of \$283.99.

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 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	163,903	\$37.98	\$6,224	623,066	\$1,106 17	\$689	New	1
2	T	45,988	12.15	559				Secondhand	2
3	S	82,639	36.36	3,005				Concrete	3
4	S				4,536	283.99	1,288	Concrete - Reported per tie in lieu of board measure	4
5	S	521	44.83	23				Steel	5
6	S				356	133.61	48	Steel - Reported per tie in lieu of board measure	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	293,051		\$9,811	N/M		\$2,025		20
21	Number of miles of new running tracks, crossovers, etc., in which ties were laid N/A								
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid N/A								

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 line 9, the average cost of new and relay rail should include the cost of loading at the point of purchase ready for shipment, the freight charges paid 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	802.17	394.60	55.26	0.90	857.43	395.50	N/A	1	
2	B	434.23	45.52	174.12	1.51	608.35	47.03	N/A	2	
3	C	45.45	4.76	18.22	0.16	63.67	4.92	N/A	3	
4	D	25.25	2.65	10.12	0.09	35.37	2.74	N/A	4	
5	E	5.75	19.59	99.97	11.37	105.72	30.96	N/A	5	
6	TOTAL	1,312.85	467.12	357.69	14.03	1,670.54	481.15	N/A	6	
7	F							N/A	7	
8	Potential abandonment							N/A	8	
9	Average cost of new and relay rail laid in replacement per gross ton		New		\$547	Relay	\$173		9	

N/A - Information is not available.

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

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

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

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

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

3. The returns in columns (d) and (h) should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines, and placing the rails in tracks, 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	10,815	\$6,199	\$573	133	1,715	\$940	\$548	1	
2	2					115	1	0	431	2	
3										3	
4	4	136	53	9	172	136	24	4	170	4	
5	4	133	722	123	171	133	6,400	1,089	170	5	
6	4	119	12	2	180	119	3,828	667	174	6	
7	4	115	34	5	135	115	717	127	177	7	
8	4					112	667	117	176	8	
9										9	
10										10	
11										11	
12										12	
13										13	
14										14	
15										15	
16										16	
17										17	
18										18	
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24										24	
25										25	
26										26	
27										27	
28										28	
29										29	
30										30	
31										31	
32										32	
33	TOTAL	N/A	11,636	\$6,338		N/A	13,352	\$2,944		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	15			2
3	136	8,110	28		3
4	133	10,323	21		4
5	132	1,363			5
6	131	648			6
7	130	17			7
8	128	10			8
9	127	7			9
10	122	6			10
11	119	1,889	6		11
12	115	3,553	9		12
13	113	903			13
14	112	2,916	25		14
15	110	414	17		15
16	106	8			16
17	100	611			17
18	90	1,242			18
19	85	360	41		19
20	80	109			20
21	75	169			21
22	72	51			22
23	70	8			23
24	65	27			24
25	60	16			25
26	Under 60	0			26
27					27
28					28
29	TOTAL	32,775	147		29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38
39					39
40					40
41					41
42					42
43					43
44					44
45					45
46					46

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	Percent surfaced	
		Crossties (b)	Switch and bridge ties (board feet) (c)	Crossties (d)	Switch and bridge ties (board feet) (e)	Miles of rail replaced (rail-miles) (f)	Percent replaced (g)	Cubic yards of ballast placed (h)	Miles surfaced (i)	Percent surfaced (j)
1	A	1,640,392	1,631,171	3.8%	N/A	1,252.93	3.8%	3,169,194	4,258	26.0%
2	B	761,258	748,932	3.4%	N/A	655.38	3.9%	2,086,914	1,960	23.3%
3	C	172,553	169,758	1.4%	N/A	68.59	0.7%	240,540	441	9.4%
4	D	81,201	79,886	0.4%	N/A	38.11	0.3%	311,356	254	3.4%
5	E	386,189	3,842,408	1.3%	N/A	136.68	0.6%	27,200	53	0.5%
6	TOTAL	3,041,593	6,472,155	2.4%	N/A	2,151.69	2.2%	5,835,204	6,966	14.4%
7	F									
8	Potential abandonments									

750 CONSUMPTION OF DIESEL FUEL
(Dollars in Thousands)

LOCOMOTIVES

LOCOMOTIVES				
Line No.	Kind of locomotive service (a)	Diesel		Line No.
		Diesel oil (gallons) (b)		
1	Freight	1,152,009,910		1
2	Passenger	8,886,761		2
3	Yard switching	141,133,536		3
4	TOTAL	1,302,030,207		4
5	COST OF FUEL \$(000)	\$1,172,750		5
6	Work Train	3,624,561		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 locomotive units-miles in road service shall be based on the actual distance run between terminals and/or stations. Follow instructions (B) regarding fractions and official time tables for computing locomotive-units.

(F) Train switching locomotive-miles shall be computed at the rate of 6 miles per hour for the time actually engaged in such service. Include miles allowed train locomotives for performing switching service at terminals and way stations.

(G) Yard switching locomotive-miles shall be computed at the rate of 6 miles per hour for the time actually engaged in yard switching service. Include miles allowed to yard locomotives for switching service in yards where regular switching service is maintained and in terminal switching and transfer service.

(H) Use car designations shown in Schedule 710. Under Railroad Owned and Leased Cars, Items 4-01 and 4-11, report both foreign cars and respondents' own cars while on the line of the respondent railroad. In Items 4-13 and 4-15, report the private-line categories, miles for private lien 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.

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 over the accounting of the respondent)

State of Nebraska
County of Douglas

J R Young makes oath and says that he (she) is Chief Financial Officer
(Insert here name of the affiant) (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

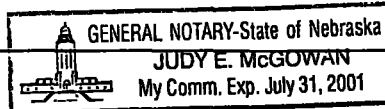
January 1, 2000 to and including December 31, 2000

J R Young
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 28th day of March, 2001

My commission expires

Use an
L S
impression seal



Judy E. McGowan
(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 makes oath and says that he (she) is Chairman and Chief Executive Officer
(Insert here name of the affiant) (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

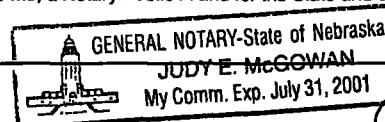
January 1, 2000, to and including December 31, 2000

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 28th day of March, 2001

My commission expires

Use an
L S
impression seal



Judy E. McGowan
(Signature of officer authorized to administer oaths)

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	89,608,296	23,346	98
99		6-02 Freight Trains, Cars, Cnts., and Caboose			
		6-020 Unit Trains	360,341,642	XXXXXX	99
100		6-021 Way Trains	18,871,749	XXXXXX	100
101		6-022 Through Trains	552,129,135	XXXXXX	101
102		6-03 Passenger-Trains, Cars, and Cnts.	4,321	59,624	102
103		6-04 Non-Revenue	7,061,771	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	1,028,016,914	82,970	104
		7. Tons of Freight (thousands)			
105		7-01 Revenue	550,350	XXXXXX	105
106		7-02 Non-Revenue	11,027	XXXXXX	106
107		7-03 TOTAL (lines 105 and 106)	561,377	XXXXXX	107
		8. Ton-Miles of Freight (thousands) (L)			
108		8-01 Revenue-Road Service	485,452,000	XXXXXX	108
109		8-02 Revenue-Lake Transfer Service	0	XXXXXX	109
110		8-03 TOTAL (lines 108, 109)	485,452,000	XXXXXX	110
111		8-04 Non-Revenue-Road Service	4,816,650	XXXXXX	111
112		8-05 Non-Revenue-Lake Transfer Service	0	XXXXXX	112
113		8-06 TOTAL (lines 111 and 112)	4,816,650	XXXXXX	113
114		8-07 TOTAL-REVENUE AND NON-REVENUE (lines 110 and 113)	490,268,650	XXXXXX	114
		9. Train Hours (M)			
115		9-01 Road Service	6,935,767	XXXXXX	115
116		9-02 Train Switching	1,980,252	XXXXXX	116
117		10. TOTAL YARD-SWITCHING HOURS (N)	2,529,381	XXXXXX	117
		11. Train-Miles Work Trains (O)			
118		11-01 Locomotives	1,821,795	XXXXXX	118
119		11-02 Motorcars	0	XXXXXX	119
		12. Number of Loaded Freight Cars (P)			
120		12-01 Unit Trains	1,575,927	XXXXXX	120
121		12-02 Way Trains	2,027,099	XXXXXX	121
122		12-03 Through Trains	5,234,384	XXXXXX	122
123		13. TOFC/COFC-No. of Rev. Trailers and Containers Loaded and Unloaded (Q)	5,320,293	XXXXXX	123
124		14. Multi-Level Cars-No. of Motor Vehicles Loaded and Unloaded (Q)	5,473,119	XXXXXX	124
125		15. TOFC/COFC-No. of Rev Trailers Picked Up and Delivered (R)	185,932	XXXXXX	125
		16. Revenue Tons-Marine Terminal (S)			
126		16-01 Marine Terminals-Coal	0	XXXXXX	126
127		16-02 Marine Terminals-Ore	0	XXXXXX	127
128		16-03 Marine Terminals-Other	0	XXXXXX	128
129		16-04 TOTAL (lines 126-128)	0	XXXXXX	129
		17. Number of Foreign Per Diem Cars on Line (T)			
130		17-01 Serviceable	57,214	XXXXXX	130
131		17-02 Unserviceable	0	XXXXXX	131
132		17-03 Surplus	0	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	57,214	XXXXXX	133

755. RAILROAD OPERATING STATISTICS - Continued

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	65
66		4-150 Box-Plain 40-Foot	0	XXXXXX	66
67		4-151 Box-Plain 50-Foot and Longer	20,124	XXXXXX	67
68		4-152 Box-Equipped	6,474	XXXXXX	68
69		4-153 Gondola-Plain	564,704	XXXXXX	69
70		4-154 Gondola-Equipped	10,519	XXXXXX	70
71		4-155 Hopper-Covered	597,273	XXXXXX	71
72		4-156 Hopper-Open Top-General Service	28,443	XXXXXX	72
73		4-157 Hopper-Open Top-Special Service	324,149	XXXXXX	73
74		4-158 Refrigerator-Mechanical	1,842	XXXXXX	74
75		4-159 Refrigerator-Non-Mechanical	9,859	XXXXXX	75
76		4-160 Flat-TOFC/COFC	33,161	XXXXXX	76
77		4-161 Flat-Multi-Level	247,070	XXXXXX	77
78		4-162 Flat-General Service	34	XXXXXX	78
79		4-163 Flat-All Other	76,301	XXXXXX	79
80		4-164 Tank Under 22,000 Gallons	162,337	XXXXXX	80
81		4-165 Tank-22,000 Gallons and Over	240,287	XXXXXX	81
82		4-166 All Other Car Types	890	XXXXXX	82
83		4-167 TOTAL (lines 65-81)	2,323,467	XXXXXX	83
84		4-17 Work Equipment and Company Freight Car-Miles	1,124,380	XXXXXX	84
85		4-18 No Payment Car-Miles (I) (1)	2,680,189	XXXXXX	85
86		4-19 Total Car-Miles by Train Type (Note)			86
87		4-191 Unit Trains	4,630,733	XXXXXX	87
88		4-192 Way Trains	285,537	XXXXXX	88
89		4-193 Through Trains	8,489,336	XXXXXX	89
		4-194 TOTAL (lines 85-87)	13,405,606	XXXXXX	
		4-20 Caboose Miles	56	XXXXXX	

(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.

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. Line 88 excludes business car miles.

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	(2) Passenger train (c)	Line No.
31		4-11 RR Owned and Leased Cars - Empty			
		4-110 Box-Plain 40-Foot	3	XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	20,877	XXXXXX	32
33		4-112 Box-Equipped	344,884	XXXXXX	33
34		4-113 Gondola-Plain	100,371	XXXXXX	34
35		4-114 Gondola-Equipped	130,138	XXXXXX	35
36		4-115 Hopper-Covered	383,649	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	282,648	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	40,808	XXXXXX	38
39		4-118 Refrigerator-Mechanical	44,330	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	49,176	XXXXXX	40
41		4-120 Flat-TOFC/COFC	56,705	XXXXXX	41
42		4-121 Flat-Multi-Level	31,492	XXXXXX	42
43		4-122 Flat-General Service	1,417	XXXXXX	43
44		4-123 Flat-All Other	108,375	XXXXXX	44
45		4-124 All Other Car Types	1,282	XXXXXX	45
46		4-125 TOTAL (Lines 31-45)	1,596,155	XXXXXX	46
47		4-13 Private Line Cars - Loaded (H)			
		4-130 Box-Plain 40-Foot	0	XXXXXX	47
48		4-131 Box-Plain 50-Foot and Longer	71,016	XXXXXX	48
49		4-132 Box-Equipped	8,176	XXXXXX	49
50		4-133 Gondola-Plain	585,752	XXXXXX	50
51		4-134 Gondola-Equipped	11,437	XXXXXX	51
52		4-135 Hopper-Covered	617,954	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	29,388	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	329,186	XXXXXX	54
55		4-138 Refrigerator-Mechanical	1,886	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	10,611	XXXXXX	56
57		4-140 Flat-TOFC/COFC	479,051	XXXXXX	57
58		4-141 Flat-Multi-Level	551,084	XXXXXX	58
59		4-142 Flat-General Service	48	XXXXXX	59
60		4-143 Flat-All Other	81,697	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	162,553	XXXXXX	61
62		4-145 Tank-22,000 Gallons and Over	238,809	XXXXXX	62
63		4-146 All Other Car Types	3,662	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	3,182,310	XXXXXX	64

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)	33,035		1
2		2. Train Miles - Running (B)			
2		2-01 Unit Trains	39,749,859	XXXXXX	2
3		2-02 Way Trains	7,989,713	XXXXXX	3
4		2-03 Through Trains	111,663,715	45,221	4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	159,403,287	45,221	5
6		2-05 Motorcars (C)	0	0	6
7		2-07 TOTAL ALL TRAINS (lines 5 and 6)	159,403,287	45,221	7
		3. Locomotive Unit Miles (D)			
8		Road Service (E)			
8		3-01 Unit Trains	115,258,080	XXXXXX	8
9		3-02 Way Trains	18,678,631	XXXXXX	9
10		3-03 Through Trains	328,181,464	116,131	10
11		3-04 TOTAL (lines 8-10)	462,118,175	116,131	11
12		3-11 Train Switching (F)	32,616,616	XXXXXX	12
13		3-21 Yard Switching (G)	41,749,440	0	13
14		3-31 TOTAL ALL SERVICES (line 11-13)	536,484,231	116,131	14
		4. Freight Car-Miles (thousands) (H)			
15		4-01 RR Owned and Leased Cars - Loaded			
15		4-010 Box-Plain 40-Foot	0	XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	37,564	XXXXXX	16
17		4-012 Box-Equipped	426,256	XXXXXX	17
18		4-013 Gondola-Plain	100,772	XXXXXX	18
19		4-014 Gondola-Equipped	147,060	XXXXXX	19
20		4-015 Hopper-Covered	378,881	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	336,004	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	39,201	XXXXXX	22
23		4-018 Refrigerator-Mechanical	74,311	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	68,529	XXXXXX	24
25		4-020 Flat-TOFC/COFC	719,982	XXXXXX	25
26		4-021 Flat-Multi-Level	59,776	XXXXXX	26
27		4-022 Flat-General Service	894	XXXXXX	27
28		4-023 Flat-All Other	108,545	XXXXXX	28
29		4-024 All Other Car Types-Total	1,330	XXXXXX	29
30		4-025 TOTAL (Lines 15-29)	2,499,105	XXXXXX	30

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 railroad's expense. (Performed at railroad's 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 are 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.

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

[illegible]

CORRECTIONS

[illegible]

EXPLANATORY REMARKS	

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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 line 9, the average cost of new and relay rail should include the cost of loading at the point of purchase ready for shipment, the freight charges paid 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	1,191.83	4.94	43.64	0.90	1,235.47	5.84			N/A	1
2	B	476.27	3.48	174.12	1.51	650.39	4.99			N/A	2
3	C	49.85	0.36	18.22	0.16	68.07	0.52			N/A	3
4	D	27.69	0.21	10.12	0.09	37.81	0.30			N/A	4
5	E	11.26	16.26	109.41	11.37	120.67	27.63			N/A	5
6	TOTAL	1,756.90	25.25	355.51	14.03	2,112.41	39.28			N/A	6
7	F									N/A	7
8	Potential abandonment									N/A	8
9	Average cost of new and relay rail laid in replacement per gross ton			New	\$547	Relay	\$173				9

N/A - Information is not available.

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	89,608,296	23,346	98
		6-02 Freight Trains, Cars, Cnts., and Caboose			
99		6-020 Unit Trains	360,341,642	XXXXXX	99
100		6-021 Way Trains	18,871,749	XXXXXX	100
101		6-022 Through Trains	552,129,135	XXXXXX	101
102		6-03 Passenger-Trains, Cars, and Cnts.	4,321	59,624	102
103		6-04 Non-Revenue	7,061,771	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	1,028,016,914	82,970	104
		7. Tons of Freight (thousands)			
105		7-01 Revenue	550,350	XXXXXX	105
106		7-02 Non-Revenue	11,027	XXXXXX	106
107		7-03 TOTAL (lines 105 and 106)	561,377	XXXXXX	107
		8. Ton-Miles of Freight (thousands) (L)			
108		8-01 Revenue-Road Service	485,452,000	XXXXXX	108
109		8-02 Revenue-Lake Transfer Service	0	XXXXXX	109
110		8-03 TOTAL (lines 108, 109)	485,452,000	XXXXXX	110
111		8-04 Non-Revenue-Road Service	4,816,650	XXXXXX	111
112		8-05 Non-Revenue-Lake Transfer Service	0	XXXXXX	112
113		8-06 TOTAL (lines 111 and 112)	4,816,650	XXXXXX	113
114		8-07 TOTAL-REVENUE AND NON-REVENUE (lines 110 and 113)	490,268,650	XXXXXX	114
		9. Train Hours (M)			
115		9-01 Road Service	6,935,767	XXXXXX	115
116		9-02 Train Switching	1,980,252	XXXXXX	116
117		10. TOTAL YARD-SWITCHING HOURS (N)	2,529,381	XXXXXX	117
		11. Train-Miles Work Trains (O)			
118		11-01 Locomotives	1,821,795	XXXXXX	118
119		11-02 Motorcars	0	XXXXXX	119
		12. Number of Loaded Freight Cars (P)			
120		12-01 Unit Trains	2,864,251	XXXXXX	120
121		12-02 Way Trains	2,615,066	XXXXXX	121
122		12-03 Through Trains	7,372,807	XXXXXX	122
123		13. TOFC/COFC-No. of Rev. Trailers and Containers Loaded and Unloaded (Q)	5,320,293	XXXXXX	123
124		14. Multi-Level Cars-No. of Motor Vehicles Loaded and Unloaded (Q)	5,473,119	XXXXXX	124
125		15. TOFC/COFC-No. of Rev. Trailers Picked Up and Delivered (R)	185,932	XXXXXX	125
		16. Revenue Tons-Marine Terminal (S)			
126		16-01 Marine Terminals-Coal	0	XXXXXX	126
127		16-02 Marine Terminals-Ore	0	XXXXXX	127
128		16-03 Marine Terminals-Other	0	XXXXXX	128
129		16-04 TOTAL (lines 126-128)	0	XXXXXX	129
		17. Number of Foreign Per Diem Cars on Line (T)			
130		17-01 Serviceable	57,214	XXXXXX	130
131		17-02 Unserviceable	0	XXXXXX	131
132		17-03 Surplus	0	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	57,214	XXXXXX	133