

Class I Railroad Annual Report

	GRAND TRUNK CORPORATION 935 DE LA GAUCHETIERE STREET WEST FLOOR 4 (FINANCIAL REPORTING) MONTREAL, QUEBEC (CANADA) H3B 2M9
Correct name and address if different than shown	Full name and address of reporting carrier (Use mailing label on original, copy in full on duplicate)



To The
Surface Transportation Board
For the Year Ending December 31, 2012

ANNUAL REPORT

OF

GRAND TRUNK CORPORATION

TO THE

SURFACE TRANSPORTATION BOARD

FOR THE

YEAR ENDED DECEMBER 31, 2012

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

(Name) Serge Pharand (Title) Vice-President and Corporate Comptroller

(Telephone number)	(514)	399 - 4784
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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, 395 E Street, S.W. Suite 1100, 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 "non 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

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SPECIAL NOTICE

Docket Number 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 represent data that are captured for processing by the Board.

Supplemental Information about the Annual Report (R-1)

The following information is provided in Compliance with OMB requirements and pursuant to the Paperwork Reduction Act of 1995, 44 U.S.C. §§ 3501-3519 (PRA):

This information collection is mandatory pursuant to 49 U.S.C. § 11145. The estimated hour burden for filing this report is estimated at no more than 800 hours. Information in the Annual Reports is used to monitor and assess railroad industry growth, financial stability, traffic, and operations and to identify industry changes that may affect national transportation policy. In addition, the Board uses data from these reports to more effectively carry out its regulatory responsibilities, such as acting on railroad requests for authority to engage in Board regulated financial transactions (for example, mergers, acquisitions of control, consolidations and abandonments); developing the Uniform Rail Costing System (URCS); conducting rail revenue adequacy proceedings; developing rail cost adjustment factors; and conducting investigations and rulemakings. The information in this report is ordinarily maintained by the agency in hard copy for 10 years, after which it is transferred to the National Archives, where it is maintained as a permanent record. In addition, some of this information is posted on the Board's website, where it may remain indefinitely. All information collected through this report is available to the public. Under the PRA, a federal agency may not conduct or sponsor, and a person is not required to respond to, nor shall a person be subject to a penalty for failure to comply with, a collection of information unless it displays a currently valid OMB control number. Comments and questions about this collection (2140-0009) should be directed to Paperwork Reduction Officer, Surface transportation Board, 395 E Street, S.W., Washington, DC 20423-0001.

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 the pages excluded, as well as the schedule number and title, in the space provided below.
- 3. If no schedules were omitted indicate "NONE".

Page	Schedule No.	Title
		NONE

B. IDENTITY OF RESPONDENT

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

1. Give the exact name of the respondent in full. 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, give also date which such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.
3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact Name of common carrier making this report Grand Trunk Corporation
2. Date of incorporation September 22, 1970
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 and of appointment of receivers or trustees
State of Delaware
4. If the respondent was reorganized during the year, involved in a consolidation or merger, or conducted its business under a different name, give full particulars
Not Applicable

STOCKHOLDERS' REPORTS

5. The respondent is required to send to 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.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common \$ - per share; first preferred \$ N/A per share; second preferred \$ per share; debenture stock \$ per share.
2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote. Class A: Yes, Class B: No
3. Are voting rights proportional to holdings? Yes X No . 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? Yes No X. If yes, 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? Yes No X. 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.
Books not closed.
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 close of year. 99 votes, as of December 31, 2012 (date)
8. State the total number of stockholders of record, as of the date shown in answer to Inquiry 7. 1 stockholder.
9. Give the names of 30 security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within one year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each, his 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 (a)	Address of Security Holder (b)	Number of Votes to Which Security Holder Was Entitled (c)	Number of Votes, Classified With Respect to Securities on Which Based			Line No.
				Stock			
				Common (d)	Preferred		
Second (e)	First (f)						
1							1
2	Canadian National Railway Co	935 de la Gauchetière West	99	99			2
3	(Class A)	Montreal, Quebec					3
4							4
5							5
6	Canadian National Railway Co	935 de la Gauchetière West	-	-			6
7	(Class B)	Montreal, Quebec					7
8							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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22							22
23							23
24							24
25							25
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent: 99 votes cast.
11. Give the date of such meeting: See Remarks
12. Give the place of such meeting: See Remarks

NOTES AND REMARKS

There was a Consent in Lieu of the Meeting of the Shareholders, in accordance with the General Corporation Law of the State of Delaware section 228 (a), to elect the members of the Board of Directors.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS						
(Dollars in Thousands)						
Line No.	Cross Check	Account	Title	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
			(a)			
			Current Assets			
1		701	Cash	(5,474)	(17,647)	1
2		702	Temporary cash investments	-	-	2
3		703	Special deposits	-	-	3
			Accounts receivable			
4		704	- Loan and notes	-	-	4
5		705	- Interline and other balances	7,623	13,976	5
6		706	- Customers	3,056	154	6
7		707	- Other	36,097	127,056	7
8		709, 708	- Accrued accounts receivable	7,253	12,465	8
9		708.5	- Receivables from affiliated companies	3,223	3,402	9
10		709.5	- Less: Allowance for uncollectible accounts	(197)	(11,111)	10
11		710, 711, 714	Working funds prepayments deferred income tax debits	41,597	39,989	11
12		712	Materials and supplies	78,695	53,880	12
13		713	Other current assets	6,627	35,355	13
14			TOTAL CURRENT ASSETS	178,500	257,519	14
			Other Assets			
15		715, 716, 717	Special funds	525	540	15
16		721, 721.5	Investments and advances affiliated companies (Sch. 310 and 310A)	613,690	612,179	16
17		722, 723	Other investment and advances	170	163	17
18		724	Allowances for net unrealized losses on noncurrent marketable equity securities - Cr.	-	-	18
19		737, 738	Property used in other than carrier operation (Less depreciation)	45,554	45,554	19
20		739, 741	Other assets	78,170	89,617	20
21		743	Other deferred debits	17,195	16,923	21
22		744	Accumulated deferred income tax debits	-	-	22
23			TOTAL OTHER ASSETS	755,304	764,976	23
			Road and equipment			
24		731, 732	Road (Sch.330) L-30 Col h & b	10,731,486	10,288,135	24
25		731, 732	Equipment (sch.330) L-39 Col h & b	1,436,207	1,433,390	25
26		731, 732	Unallocated items	11,945	11,792	26
27		733, 735	Accumulated depreciation and amortization (Sch. 335, 342, 351)	(1,982,530)	(1,829,346)	27
28			Net Road and Equipment	10,197,108	9,903,971	28
29			TOTAL ASSETS	11,130,912	10,926,466	29
NOTES AND REMARKS						

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY						
(Dollars in Thousands)						
Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
Current Liabilities						
30		751	Loan and notes payable	-	-	30
31		752	Accounts payable: interline and other balances	5,900	5,276	31
32		753	Audited accounts and wages	826	949	32
33		754	Other accounts payable	72,593	107,214	33
34		755,756	Interest and dividends payable	3,631	3,934	34
35		757	Payables to affiliated companies	224,736	264,050	35
36		759	Accrued accounts payable	242,186	281,964	36
37		760,761,761.5, 762	Taxes accrued	37,570	45,930	37
38		763	Other current liabilities	6,262	5,944	38
39		764	Equipment obligations and other long-term debt due within one year	37,394	18,176	39
40			TOTAL CURRENT LIABILITIES	631,098	733,437	40
Non-Current Liabilities						
41		765,767	Funded debt unmatured	134,128	134,176	41
42		766	Equipment obligations	-	-	42
43		766.5	Capitalized lease obligations	83,286	124,426	43
44		768	Debt in default	-	-	44
45		769	Accounts payable: affiliated companies	4,940,100	3,940,100	45
46		770.1, 770.2	Unamortized debt premium	(4,382)	(4,477)	46
47		781	Interest in default	-	-	47
48		783	Deferred revenues - transfers from govt. authorities	46,745	8,928	48
49		786	Accumulated deferred income tax credits	3,289,708	3,217,372	49
50		771, 772, 774 775, 782, 784	Other long-term liabilities and deferred credits	353,169	392,128	50
51			TOTAL NON-CURRENT LIABILITIES	8,842,754	7,812,653	51
Shareholders' Equity						
52		791,792	Total capital stock	10	10	52
53			Common stock	10	10	53
54			Preferred stock	-	-	54
55			Discount on capital stock	-	-	55
56		794,795	Additional capital	160,391	144,709	56
57		797	Retained earnings: Appropriated	1,839	1,792	57
58		798	Unappropriated	1,494,820	2,233,865	58
59		798.1	Net unrealized loss on noncurrent marketable equity securities	-	-	59
60		798.5	Less: treasury stock	-	-	60
61			Net stockholders equity	1,657,060	2,380,376	61
62			TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	11,130,912	10,926,466	62
NOTES AND REMARKS						
<p>Account 798 includes a net increase of \$9,191 thousand related to changes in Accumulated other comprehensive income for the year 2012. See Schedule 220, Account 606.</p>						

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 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 funds pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts. See schedule 460 \$ 47 .

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. \$ None

3. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year. See Note 2 on page 10 - 12

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund. See Note 2 on page 10 - 12 \$.

(c) Is any part of the pension plan funded? Specify. Yes X No

If funding is by insurance, give name of insuring company

N/A

If funding is by trust agreement, list trustee(s)

The Northern Trust Company

Date of trust agreement or latest amendment

April 1, 1997, with subsequent amendments

If respondent is affiliated in any way with the trustee(s), explain affiliation:

N/A

(d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement Grand Trunk Western Railroad Company, Illinois Central Railroad Company, IC Railmarine Terminal Company, Chicago, Central & Pacific Railroad Company, Wisconsin Central Ltd., Bessemer & Lake Erie Railroad Company, The Pittsburgh and Conneaut Dock Company, Sault Ste. Marie Bridge Company and Elgin, Joliet and Eastern Railway Company.
There are no allocation of charges between the affiliated companies.

(e) Is any part of the pension plan fund invested in stock or other securities of the respondent or its affiliates? Specify. Yes No X.

If yes, give number of the shares for each class of stock or other security.

N/A

Are voting rights attached to any securities held by the pension plan? Specify Yes X No If yes, who determines how stock is voted? The trustee determines how the 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 X No

5. (a) The amount of employer's contribution to employee stock ownership plans for the current year was \$ 5,539.

(b) The amount of investment tax credit used to reduce current income tax expense resulting from contributions to qualified employee stock ownership plans for the current year was \$ None.

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account. \$ None

Continued on following page

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

7. Give particulars with respect to contingent assets and liabilities at the close of the year, in accordance with Instruction 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 security or property. Additional pages may be added if more space is needed. (Explain and / or reference to the following pages.)

See Note 3 on page 13.

(a) Changes in valuation accounts.

8. Marketable equity securities.

None.

		Cost	Market	Dr. (Cr.) to Income	Dr. (Cr.) to Stockholder's Equity
(Current Yr.)	Current Portfolio	N/A	N/A	N/A	N/A
as of 12/31/2012	Noncurrent Portfolio	N/A	N/A	N/A	N/A
(Previous Yr.)	Current Portfolio	N/A	N/A	N/A	N/A
as of 12/31/2011	Noncurrent Portfolio	N/A	N/A	N/A	N/A

At 12/31/2012, gross unrealized gains and losses pertaining to marketable securities were as follows:

	Gains	Losses
Current	-	-
Noncurrent	-	-

A net unrealized gain (loss) of \$ N/A on the sale of marketable equity securities was included in net income for 2012.

The cost of securities sold was based on the N/A (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 financial statements but prior to filing, applicable to marketable equity securities owned at balance sheet date shall be disclosed below:

NOTE: 12/31/2012 - Balance Sheet date of reported year unless specified as previous year.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Continued**NOTES TO FINANCIAL STATEMENTS****NOTE 1 - CONSOLIDATION AND PRESENTATION**

Grand Trunk Corporation and all subsidiaries, collectively "GTC" or "the Company", are engaged in the rail and related transportation business. GTC's revenues are derived from the movement of a diversified and balanced portfolio of goods, including petroleum and chemicals, grain and fertilizers, coal, metals and minerals, forest products, intermodal and automotive.

These consolidated financial statements include the accounts of Grand Trunk Corporation and all of its subsidiaries.

U.S. Companies consolidated in this report include:

- Grand Trunk Corporation
- Bessemer and Lake Erie Railroad Company
- Cedar River Railroad Company
- Chicago, Central & Pacific Railroad Company
- CN Customs Brokerage Services (USA) Inc.
- Elgin, Joliet and Eastern Railway Company
- GTC Spectrum Corporation
- GLF Great Lakes Corp.
- GLF Holdings Corp.
- Grand Trunk Western Railroad Company
- Great Lakes Fleet, Inc.
- IC Financial Services Corporation
- IC Leasing Corporation II
- IC Railmarine Terminal Company
- Illinois Central Corporation
- Illinois Central Railroad Company
- Sault Ste. Marie Bridge Company
- Stellar Distribution Services Inc.
- The Pittsburgh and Conneaut Dock Company
- Waterloo Railway Company
- Wisconsin Central Ltd.
- Wisconsin Central Transportation Corporation
- Wisconsin Chicago Link Ltd.

All non-U.S. subsidiaries and non-rail U.S. subsidiaries are accounted for using the equity method.

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

(Dollars in Thousands)

NOTE 2 - PENSIONS

Pension costs are determined using actuarial methods. Net periodic benefit cost is charged to income and includes:

- (i) the cost of pension benefits provided in exchange for employees' services rendered during the year,
- (ii) the interest cost of pension obligations,
- (iii) the expected long-term return on pension fund assets,
- (iv) the amortization of prior service costs and amendments over the expected average remaining service life of the employee group covered by the plans, and
- (v) the amortization of cumulative net actuarial gains and losses in excess of 10% of, the greater of the beginning of the year balances of the projected benefit obligation or market-related value of plan assets, over the expected average remaining service life of the employee group covered by the plans.

The pension plans are funded through contributions determined in accordance with the projected unit credit actuarial cost method.

Information about the Company's defined benefit pension plans

The following disclosures in relation to the Company's defined benefit pension plans are made pursuant to ASC 715 requirements.

(a) Change in benefit obligation

	Year ended December 31,	
	2012	2011
Benefit obligation at beginning of year	\$ 246,904	\$ 230,365
Interest cost	10,463	11,464
Actuarial loss	28,861	21,559
Service cost	6,065	6,160
Settlements	(32,234)	(11,962)
Benefit payments and transfers	(9,516)	(10,682)
Benefit obligation at end of year	250,543	246,904
Component representing future salary increases	(19,620)	(16,267)
Accumulated benefit obligation at end of year	<u>\$ 230,923</u>	<u>\$ 230,637</u>

(b) Change in plan assets

	Year ended December 31,	
	2012	2011
Fair value of plan assets at beginning of year	\$ 138,601	\$ 153,870
Employer contributions	21,099	11,826
Actual return on plan assets	16,578	(4,451)
Settlements	(12,370)	(11,962)
Benefit payments and transfers	(9,516)	(10,682)
Fair value of plan assets at end of year	<u>\$ 154,392</u>	<u>\$ 138,601</u>
Funded status (Excess of fair value of plan assets over benefit obligation at end of year)	\$ (96,151)	\$ (108,303)

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

(Dollars in Thousands)

NOTE 2 - PENSIONS (continued)

(c) Amount recognized in the Statement of financial position

	December 31,	
	2012	2011
Non-current liabilities:		
Net amount recognized	\$ (96,151)	\$ (108,303)
	<u>\$ (96,151)</u>	<u>\$ (108,303)</u>

(d) Amount recognized in Accumulated other comprehensive income

	December 31,	
	2012	2011
Net actuarial loss	\$ 84,473	\$ 78,709
Prior service cost	20	98
Recognized on December 31 pursuant to ASC 715.	<u>\$ 84,493</u>	<u>\$ 78,807</u>

(e) Components of net periodic benefit cost

	Year ended December 31,	
	2012	2011
Service cost	\$ 6,065	\$ 6,160
Interest cost	10,463	11,464
Settlement (gain) loss	(12,178)	2,548
Expected return on plan assets	(9,653)	(10,805)
Amortization of prior service cost	78	78
Recognized net actuarial loss	5,486	2,575
Net periodic benefit cost	<u>\$ 261</u>	<u>\$ 12,020</u>

(f) Weighted-average assumptions

	December 31,	
	2012	2011
To determine benefit obligation		
Discount rate	3.61%	4.44%
Rate of compensation increase	4.02%	4.03%
To determine net periodic benefit cost		
Discount rate	4.44%	5.23%
Rate of compensation increase	4.03%	4.01%
Expected return on plan assets	<u>7.25%</u>	<u>7.50%</u>

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

NOTES TO FINANCIAL STATEMENTS

(Dollars in Thousands)

NOTE 2 - PENSIONS (continued)

(g) Estimated future benefit payments

The estimated future benefit payments for each of the next five years and the subsequent five-year period are as follows:

2013	\$ 18,439
2014	17,839
2015	16,488
2016	15,547
2017	15,039
Years 2018 to 2022	72,375

(h) *In millions, unless otherwise indicated*

Fair value measurements at December 31, 2012

		Fair Value Measurements at December 31, 2012					
Investment category		Total	Percentage of		Level 1	Level 2	Level 3
			total assets				
Cash and short-term investments	\$	8,744	6%	\$	8,744	\$ -	\$ -
Bonds	(1)	69,537	45%		-	69,537	-
Equities							-
U.S.		46,159	30%		46,159	-	-
International		29,952	19%		29,952	-	-
Total plan assets	\$	154,392	100%	\$	84,855	\$ 69,537	\$ -

Level 1: Quoted prices in active markets for identical assets

Level 2: Significant observable inputs

Level 3: Significant unobservable inputs

- (1) Bonds are valued using prices obtained from independent pricing data suppliers. When prices are not available from independent sources, the bond is valued by comparison to prices obtained for a bond of similar interest rate, maturity and risk.

In millions, unless otherwise indicated

Fair value measurements at December 31, 2011

		Fair Value Measurements at December 31, 2011					
Investment category		Total	Percentage of		Level 1	Level 2	Level 3
			total assets				
Cash and short-term investments	\$	10,849	8%	\$	10,849	\$ -	\$ -
Bonds	(1)	60,288	43%		-	60,288	-
Equities							-
U.S.		36,970	27%		36,970	-	-
International		30,494	22%		30,494	-	-
Total plan assets	\$	138,601	100%	\$	78,313	\$ 60,288	\$ -

Level 1: Quoted prices in active markets for identical assets

Level 2: Significant observable inputs

Level 3: Significant unobservable inputs

- (1) Bonds are valued using prices obtained from independent pricing data suppliers. When prices are not available from independent sources, the bond is valued by comparison to prices obtained for a bond of similar interest rate, maturity and risk.

Defined contribution and other plans

The Company maintains defined contribution pension plans for certain salaried employees as well as certain employees covered by collective bargaining agreements. The Company also maintains other plans including section 401(k) savings plans for certain U.S. based employees. The Company's contributions under these plans are expensed as incurred and amounted to \$6,208 thousand, \$5,622 thousand and \$12,275 thousand for each of the years 2012, 2011, and 2010.

Contributions to multi-employer plan

Under collective bargaining agreements, the Company participates in a multiemployer benefit plan named the Railroad Employees National Early Retirement Major Medical Benefit Plan which is administered by the National Carriers' Conference Committee (NCCC), and provides certain postretirement health care benefits to certain retirees. The Company's contributions under this plan are expensed as incurred and amounted to \$10,500 thousand, \$10,691 thousand and \$9,741 thousand in 2012, 2011 and 2010 respectively. The annual rate for the plan is determined by the NCCC and for 2012 was \$154.49 per month per active employee (\$164.41 in 2011). The plan covered 874 retirees in 2012 (846 in 2011).

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Continued**NOTES TO FINANCIAL STATEMENTS****NOTE 3 - MAJOR COMMITMENTS AND CONTINGENCIES****Commitments**

The Company has remaining estimated commitments in relation to the acquisition of the principal line of the Elgin, Joliet and Eastern Railway Company of approximately \$100 million to be spent over the next few years for railroad infrastructure improvements, grade separation projects, as well as commitments under a series of agreements with individual communities and a comprehensive voluntary mitigation program established to address surrounding municipalities' concerns. The commitment for the grade separation projects is based on estimated costs provided by the STB at the time of acquisition and could be subject to adjustment.

The Company has estimated remaining implementation costs associated with the U.S. federal government legislative requirement to implement positive train control (PTC) by 2015 of approximately \$180 million.

Contingencies

In the normal course of business, the Company becomes involved in various legal actions seeking compensatory and occasionally punitive damages, including actions brought on behalf of various purported classes of claimants and claims relating to employee and third-party personal injuries, occupational disease and property damage, arising out of harm to individuals or property allegedly caused by, but not limited to, derailments or other accidents.

Personal injury claims by the Company's employees, including claims alleging occupational disease and work-related injuries, are subject to the provisions of the Federal Employers' Liability Act (FELA). Employees are compensated under FELA for damages assessed based on a finding of fault through the U.S. jury system or through individual settlements. As such, the provision is undiscounted. With limited exceptions where claims are evaluated on a case-by-case basis, the Company follows an actuarial-based approach and accrues the expected cost for personal injury, including asserted and unasserted occupational disease claims, and property damage claims, based on actuarial estimates of their ultimate cost. A comprehensive actuarial study is performed annually.

For employee work-related injuries, including asserted occupational disease claims, and third-party claims, including grade crossing, trespasser and property damage claims, the actuarial valuation considers, among other factors, the Company's historical patterns of claims filings and payments. For unasserted occupational disease claims, the actuarial study includes the projection of the Company's experience into the future considering the potentially exposed population. The Company adjusts its liability based upon management's assessment and the results of the study. On an ongoing basis, management reviews and compares the assumptions inherent in the latest actuarial study with the current claim experience and, if required, adjustments to the liability are recorded.

Due to the inherent uncertainty involved in projecting future events, including events related to occupational diseases, which include but are not limited to, the timing and number of actual claims, the average cost per claim and the legislative and judicial environment, the Company's future payments may differ from current amounts recorded.

In 2012, the Company recorded a \$7 million increase to its provision for U.S. personal injury and other claims attributable to non-occupational disease and third-party claims, which was offset by a \$6 million net reduction mainly attributable to occupational disease claims pursuant to the 2012 external actuarial studies. In previous years, external actuarial studies reflecting favorable claims development have supported net reductions to the Company's provision for U.S. personal injury and other claims of \$6 million and \$19 million in 2011 and 2010, respectively. The previous years' reductions were mainly attributable to decreases in the Company's estimates of unasserted claims and costs related to asserted claims as a result of its ongoing risk mitigation strategy focused on reducing the frequency and severity of claims through injury prevention and containment; mitigation of claims; and lower settlements for existing claims.

As at December 31, 2012, 2011, and 2010, the Company's provision for personal injury and other claims in the U.S. was as follows:

In millions	2012	2011	2010
Balance January 1,	\$ 109	\$ 147	\$ 159
Accruals and other	31	27	15
Payments	(34)	(65)	(27)
Balance December 31	\$ 106	\$ 109	\$ 147
Current portion - Balance December 31	\$ 43	\$ 44	\$ 44

Although the Company considers such provisions to be adequate for all its outstanding and pending claims, the final outcome with respect to actions outstanding or pending at December 31, 2012, or with respect to future claims, cannot be reasonably determined. When establishing provisions for contingent litigation, the Company considers, where a probable loss estimate cannot be made with reasonable certainty, a range of potential probable losses for each such matter, and records the amount it considers the most reasonable estimate within the range. However, when no amount within the range is a better estimate than any other amount, the minimum amount in the range is accrued. For matters where a loss is reasonably possible but not probable, a range of potential losses could not be estimated due to various factors which may include the limited availability of facts, the lack of demand for specific damages and the fact that proceedings were at an early stage. Based on information currently available, the Company believes that the eventual outcome of the actions against the Company will not, individually or in the aggregate, have a material adverse effect on the Company's consolidated financial position. However, due to the inherent inability to predict with certainty unforeseeable future developments, there can be no assurance that the ultimate resolution of these actions will not have a material adverse effect on the Company's results of operations, financial position or liquidity in a particular quarter or fiscal year.

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

(Dollars in Thousands)

NOTE 4 - RELATED PARTY TRANSACTIONS

Canadian National Railway Company (CN) is the Parent Company of GTC.

Amounts owed to or receivable from related parties as at December 31, 2012 and 2011 are as follows:

<i>Party</i>	<i>Classification in the Company's consolidated financial statements</i>	2012	2011
Parent Company	Advances - affiliated companies (Acct 721)	\$ 390,906	\$ 395,418
	Payables to affiliated companies (Acct 757) (a)	(224,736)	(264,050)
Affiliated companies	Receivables from affiliated companies (Acct 708.5) (a)	3,223	3,402
	Advances - affiliated companies (Acct 721)	38,624	37,590
	Payables to affiliated companies (Acct 721)	(8,364)	(7,419)
	Accounts payable to affiliated companies (Acct 769) (b)	(4,940,100)	(3,940,100)

The following transactions affecting the shareholder's equity were concluded with related parties.

<i>Party</i>	<i>Classification in the Company's consolidated financial statements</i>	2012	2011
Parent Company	Total Capital Stock (Acct 791)	\$ (10)	\$ (10)
	Additional capital (Acct 794, 795)	(160,391)	(144,709)
	Dividend paid (Acct 798)	1,170,000	-

The following transactions were concluded with related parties in the normal course of business and are measured at the exchange amount of the consideration established and agreed to in the contractual arrangements between the related parties:

<i>Party</i>	<i>Nature of transaction with the related party</i>	<i>Classification in the Company's consolidated financial statements</i>	2012	2011
Affiliated companies	Interest expense on long-term debt	Interest expense (Acct 546a)	\$ 271,197	\$ 271,787

(a) Advances to and from affiliates relating to the collection of GTC's portion of the inter-line move bear no interest and no specific repayment terms.

(b) From time to time, the Parent Company issues 3rd party debt to fund its financing requirements for general and specific business purposes. Cash funds are made available to GTC and its subsidiaries by the Parent Company or its affiliates by way of additional investments in GTC or through long term advances. These advances bear various interest rates and have specific repayment terms.

Note: The Parent Company charges a fee for management services it performs on behalf of GTC. As a result, GTC incurred management fees totalling \$75,943 and \$66,814 for 2012 and 2011, respectively.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Continued**NOTES TO FINANCIAL STATEMENTS****NOTE 5 - DISPOSAL OF PROPERTY**

On August 1, 2011, GTC's parent company (Canadian National) sold substantially all of the assets of IC RailMarine Terminal Company (ICRMT), an indirect subsidiary of GTC, to Raven Energy, LLC, an affiliate of Foresight Energy, LLC (Foresight) and the Cline Group (Cline), for cash proceeds of \$73 million before transaction costs. ICRMT is located on the east bank of the Mississippi River and stores and transfers bulk commodities and liquids between rail, ship and barge, serving customers in North American and global markets. Under the sale agreement, CN (and GTC) will benefit from a 10-year rail transportation agreement with Savatran, LLC an affiliate of Foresight and Cline, to haul a minimum annual volume of coal from four Illinois mines to the ICRMT transfer facility. The transaction resulted in a gain on disposal of \$62 million (\$39 million after-tax) that was recorded in account 519 - Miscellaneous income (line 24 on Schedule 210).

210. RESULTS OF OPERATIONS								
(Dollars in Thousands)								
1. Disclose requested information for respondent pertaining to results of operations for the year.			Cross - Checks					
			Schedule 210			Schedule 210		
			Line 15, col b			= Line 62, col b		
2. Report total operating expenses from Sched 410. Any differences between this schedule and Sched. 410 must be explained on page 18.			Lines 47, 48, 49 col b			= Line 63, col b		
			Line 50, 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			Schedule 410		
			Line 14, col d			= Line 620, col h		
			Line 14, col e			= Line 620, col f		
4. All contra entries should be shown in parenthesis.						= Line 620, col g		
Line No.	Cross Check	Account	Item	Amount for current year	Amount for preceding year	Freight-related revenue & expenses	Passenger-related revenue & expenses	Line No.
			(a)	(b)	(c)	(d)	(e)	
			ORDINARY ITEMS					
			OPERATING INCOME					
			Railway Operating Income					
1		(101)	Freight	2,756,735	2,497,948	2,756,735	-	1
2		(102)	Passenger	-	-	-	-	2
3		(103)	Passenger - related	-	-	-	-	3
4		(104)	Switching	68,875	73,473	68,875	-	4
5		(105)	Water transfers	183,344	194,439	183,344	-	5
6		(106)	Demurrage	35,776	38,704	35,776	-	6
7		(110)	Incidental	17,775	14,680	17,775	-	7
8		(121)	Joint facility - credit	-	-	-	-	8
9		(122)	Joint facility - debit	-	-	-	-	9
10		(501)	Railway operating revenues (Exclusive of transfers from government authorities - lines 1 - 9)	3,062,505	2,819,244	3,062,505	-	10
11		(502)	Railway operating revenues - transfers from government authorities	4,889	3,465	4,889	-	11
12		(503)	Railway operating revenues - amortization of deferred transfers from government authorities	876	571	876	-	12
13			TOTAL RAILWAY OPERATING REVENUES (Lines 10 - 12)	3,068,270	2,823,280	3,068,270	-	13
14	*	(531)	Railway operating expenses	2,081,438	1,982,110	2,081,438	-	14
15	*		Net revenue from railway operations	986,832	841,170	986,832	-	15
			OTHER INCOME					
16		(506)	Revenue from property used in other than carrier operations	-	-			16
17		(510)	Miscellaneous rent income	7,520	7,633			17
18		(512)	Separately operated properties - profit	-	-			18
19		(513)	Dividend income (cost method)	-	-			19
20		(514)	Interest income	1,431	16			20
21		(516)	Income from sinking and other funds	-	-			21
22		(517)	Release of premiums on funded debt	-	-			22
23		(518)	Reimbursements received under contracts and agreements	-	-			23
24		(519)	Miscellaneous income	151	68,273			24
25			Income from affiliated companies: 519					
			a) Dividends (equity method)	-	-			25
26			b) Equity in undistributed earnings (losses)	5,859	2,436			26
27			TOTAL OTHER INCOME (Lines 16 - 26)	14,961	78,358			27
28			TOTAL INCOME (Lines 15, 27)	1,001,793	919,528			28
			MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534)	Expense of property used in other than carrier operations	1,200	1,200			29
30		(544)	Miscellaneous taxes	-	-			30
31		(545)	Separately operated properties - Loss	-	-			31
32		(549)	Maintenance of investment organizations	-	-			32
33		(550)	Income transferred under contracts and agreements	-	-			33
34		(551)	Miscellaneous income charges	1,593	1,595			34
35		(553)	Uncollectible accounts	-	-			35
36			TOTAL MISCELLANEOUS DEDUCTIONS	2,793	2,795			36
37			Income available for fixed charges	999,000	916,733			37

210. RESULTS OF OPERATIONS - Continued (Dollars in Thousands)						
Line No.	Cross Check	Account	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No.
FIXED CHARGES						
38		(546)	Interest on funded debt: (a) Fixed interest not in default	286,193	286,953	38
39			(b) Interest in default	-	-	39
40		(547)	Interest on unfunded debt	-	-	40
41		(548)	Amortization of discount on funded debt	95	95	41
42			TOTAL FIXED CHARGES (lines 38 through 41)	286,288	287,048	42
43			Income after fixed charge (line 37 minus line 42)	712,712	629,685	43
OTHER DEDUCTIONS						
44		(546)	Interest on funded debt: (c) Contingent interest	-	-	44
UNUSUAL OR INFREQUENT ITEMS						
45		(555)	Unusual or infrequent items (debit) credit	-	-	45
46			Income (Loss) from continuing operations (before inc. taxes)	712,712	629,685	46
PROVISIONS FOR INCOME TAXES						
47	*	(556)	Income taxes on ordinary income: (a) Federal income taxes	183,165	15,977	47
48	*		(b) State income taxes	25,736	14,409	48
49	*		(c) Other income taxes	22	33	49
50	*	(557)	Provision for deferred taxes	81,978	242,720	50
51			TOTAL PROVISIONS FOR INCOME TAXES (lines 47 through 52)	290,901	273,139	51
52			Income from continuing operations (line 46 minus line 51)	421,811	356,546	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 through 54)	421,811	356,546	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 through 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)	421,811	356,546	61
RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI)						
62	*		Net revenues from railway operations	986,832	841,170	62
63	*	(556)	Income taxes on ordinary income (-)	208,923	30,419	63
64	*	(557)	Provision for deferred taxes (-)	81,978	242,720	64
65			Income from leased road and equipment (-)	-	-	65
66			Rent for leased road and equipment (+)	78	2	66
67			Net railway operating income (loss)	696,009	568,033	67

NOTES AND REMARKS FOR SCHEDULES 210 AND 220

Schedule 210 Notes and Remarks

In the year 2011, Account 519 - Miscellaneous income (Line 24) includes a \$62 million gross gain on the disposal of substantially all of the assets of IC Railmarine Terminal Company to Raven Energy, LLC, an affiliate of Foresight Energy, LLC and the Cline Group.

Schedule 220 Notes and Remarks

Account 606, Other credits to retained earnings (Line 5), represents amounts related to other comprehensive income; column (b) represents the adjustments on pension and postretirement plans pursuant to the Company's adoption of ASC 715, and column (c) represents the foreign exchange on translation of an affiliated company's equity whose functional currency is the Canadian dollar.

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 a debit balance), column (c), should agree with line 26, column (b), in Schedule 210. The total of columns (b) and (c), lines 3 and 7, should agree with line 61 column (b) in 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	Account	Item	Retained Earnings - Unappropriated (b)	Equity in Undistributed Earnings (Losses) of Affiliated Companies (c)	Line No.
			(a)			
1			Balances at beginning of year	2,146,223	87,642	1
2		(601.5)	Prior period adjustments to beginning retained earnings			2
			CREDITS			
3		(602)	Credit balance transferred from income	415,952	5,859	3
4		(603)	Appropriations released	-	-	4
5		(606)	Other credits to retained earnings	8,157	1,034	5
6			TOTAL CREDITS	424,109	6,893	6
			DEBITS			
7		(612)	Debit balance transferred from income	-	-	7
8		(616)	Other debits to retained earnings	-	-	8
9		(620)	Appropriation for sinking and other funds	47	-	9
10		(621)	Appropriations for other purposes	-	-	10
11		(623)	Dividends: Common stock	1,168,318	1,682	11
12			Preferred Stock (1)	-	-	12
13			TOTAL DEBITS	1,168,365	1,682	13
14			Net increase (decrease) during year (Line 6 minus line 13)	(744,256)	5,211	14
15	*		Balances at close of year (lines 1, 2 and 14)	1,401,967	92,853	15
16	*		Balance from line 15 (c)	92,853	N/A	16
17		(798)	Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year.	1,494,820	N/A	17
18		(797)	Total appropriated retained earnings :			18
19			Credits during year \$ 47			19
20			Debits during year \$			20
21			Balance at close of year \$ 1,839			21
22			Amount of assigned federal income tax consequences :			22
23			Account 606 \$	23		
			Account 616 \$			

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

(Dollars in Thousands)

(Dollars in Thousands)

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

240. STATEMENT OF CASH FLOWS

(Dollars in Thousands)

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

CASH FLOWS FROM OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Previous 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)	Previous Year (c)	Line No.
10		Income from continuing operations	421,811	356,546	10

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

Line No.	Cross Check	Description (a)	Current Year (b)	Previous Year (c)	Line No.
11		Loss (gain) on sale or disposal of tangible property and investments	1,200	(62,394)	11
12		Depreciation and amortization expenses	251,136	245,612	12
13		Deferred income taxes expenses	81,978	242,720	13
14		Undistributed earnings of affiliates	(5,859)	(2,436)	14
15		Decrease (increase) in accounts receivable	13,898	(16,127)	15
16		Decrease (increase) in materials and supplies and other current assets	(28,597)	7,606	16
17		Increase (decrease) in current liabilities other than debt	31,187	(14,640)	17
18		Decrease in other - net	(3,453)	(52,366)	18
19		Net cash provided from continuing operations (lines 10 through 18)	763,301	704,521	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)	763,301	704,521	21

CASH FLOWS FROM INVESTING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Previous Year (c)	Line No.
22		Proceeds from sale of property, net	-	72,978	22
23		Capital expenditures	(521,268)	(510,113)	23
24		Net change in temporary cash investments not qualifying as cash equivalents	-	-	24
25		Proceeds from sale/repayment of investment and advances	-	-	25
26		Purchase price of long-term investments and advances	3,700	(408,374)	26
27		Net decrease (increase) in sinking and other special funds	-	-	27
28		Other - net	1,889	10,702	28
29		NET CASH USED IN INVESTING ACTIVITIES (lines 22 through 28)	(515,679)	(834,807)	29

(Continued on next page)

240. STATEMENT OF CASH FLOWS (Concluded)

(Dollars in Thousands)

CASH FLOWS FROM FINANCING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Previous Year (c)	Line No.
30		Proceeds from issuance of long-term debt	1,000,000	3,000	30
31		Principal payments of long-term debt	(19,277)	(56,805)	31
32		Proceeds from issuance of capital stock	-	-	32
33		Purchase price of acquiring treasury stock	-	-	33
34		Cash dividends paid	(1,170,000)	-	34
35		Other - net	(46,172)	172,041	35
36		NET CASH FROM FINANCING ACTIVITIES (lines 30 through 35)	(235,449)	118,236	36
37.		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (lines 21, 29, and 36)	12,173	(12,050)	37
38		Cash and cash equivalents at beginning of the year	(17,647)	(5,597)	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (lines 37 & 38)	(5,474)	(17,647)	39
		Footnotes To Schedule Cash paid during the year for:			
40		Interest (net of amount capitalized) *	286,496	286,240	40
41		Income taxes (net) *	151,989	118,099	41

* Only applies if indirect method is adopted

NOTES AND REMARKS

During 2012, the Company did not enter into any capital leases.

245. WORKING CAPITAL

(Dollars in Thousands)

1. This schedule should include only data pertaining to railway transportation services.

2. Carry out calculations 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)	Sched. 200, line 5, col. b	7,623	1
2	Customers (706)	Sched. 200, line 6, col. b	3,056	2
3	Other (707)	Note A	36,097	3
4	TOTAL CURRENT OPERATING ASSETS	Lines 1 + 2 + 3	46,776	4
	OPERATING REVENUE			
5	Railway operating revenue	Sched. 210, line 13, col. b	3,068,270	5
6	Rent income	Note B	80,502	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	3,148,772	7
8	Average daily operating revenues	Line 7 ÷ 360 days	8,747	8
9	Days of operating revenue in current operating assets	Line 4 ÷ line 8	5	9
10	Revenue delay days plus buffer	Line 9 + 15 days	20	10
	CURRENT OPERATING LIABILITIES			
11	Interline and other balances (752)	Sched. 200, line 31, col. b	5,900	11
12	Audited accounts and wages payable (753)	Note A	826	12
13	Accounts payable - other (754)	Note A	72,593	13
14	Other taxes accrued (761.5)	Note A	44,760	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 through 14	124,079	15
	OPERATING EXPENSES			
16	Railway operating expenses	Sched. 210, line 14, col. b	2,081,438	16
17	Depreciation	Sched. 410, lines 136, 137, 138, 213, 232, 317, col. h	250,717	17
18	Cash related operating expenses	Line 16 + line 6 - line 17	1,911,223	18
19	Average daily expenditures	Line 18 ÷ 360 days	5,309	19
20	Days of operating expenses in current operating liabilities	Line 15 ÷ line 19	23	20
21	Days of working capital required	Line 10 - line 20 (Note C)	-	21
22	Cash working capital required	Line 21 x line 19	-	22
23	Cash and temporary cash balance	Sched. 200, line 1 + line 2, col. b	(5,474)	23
24	Cash working capital allowed	Lesser of line 22 and line 23	(5,474)	24
	MATERIAL AND SUPPLIES			
25	Total materials & supplies (712)	Note A	78,695	25
26	Scrap and obsolete material included in account 712	Note A	-	26
27	Materials and supplies held for common carrier purposes	Line 25 - line 26	78,695	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	73,221	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 expenses.

(C) If result is negative, use zero.

NOTES AND REMARKS

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GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310 AND 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 the close of year. Also, disclose the investments made, disposed of, and written down during the year and the applicable dividends and interest credited to income as a result of those investments. They should exclude securities issued or assumed by respondent. For definition of affiliated companies, see the rules governing Account No. 721 "Investments and Advances; Affiliated Companies", in the Uniform System of Accounts for Railroad Companies.
2. List the investments in the following order and show a total for each group and each class of investments by accounts in numerical order:
 - (A) Stocks
 - (1) Carriers - active
 - (2) Carriers - inactive
 - (3) Noncarriers - active
 - (4) Noncarriers - inactive
 - (B) Bonds (including U.S. Government bonds)
 - (C) Other secured obligations
 - (D) Unsecured notes
 - (E) Investment advances
3. The subclassification of classes (B), (C), (D) and (E) should be the same as those provided for class (A).
4. The kinds of industry represented by respondent's investments in the securities of other companies should be shown by symbol opposite the names of the issuing corporation. The symbols and industrial classification are 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 services 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 account 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, from accounts 715 (sinking funds), 716 (capital funds), 721 (investments and advances affiliated companies), and 717 (other funds).

2. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 25, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c).

3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged, or otherwise encumbered. Give 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 evidence of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially _____ to _____." 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	A-1	VII	Wisconsin Central Transportation Corporation (Algoma Central Railway)	100 %	1
2	721	A-1	VII	Peoria and Pekin Union Railway Company	47 %	2
3	721	A-1	VII	Mississippi Export Railroad Company	38 %	3
4	721	A-1	VII	Paducah & Illinois Railroad Company	33 %	4
5	721	A-1	VII	The Belt Railway Company of Chicago	17 %	5
6	721	A-1	VII	Terminal Railroad Association of St. Louis	14%	6
7	721	A-1	VII	TTX Company (Trailer Train)	3 %	7
8						8
9				Sub Total		9
10						10
11	721	A-3	VI	CV Properties Incorporated	100 %	11
12	721	A-3	X	PTC 220 LLC	14%	12
13						13
14				Sub Total		14
15						15
16	721	E-1	VII	Canadian National Railway Company		16
17	721	E-1	VII	Paducah & Illinois Railroad Company		17
18	721	E-1	VII	Terminal Railroad Association of St. Louis		18
19	721	E-1	VII	Wisconsin Central Transportation Corporation (Algoma Central Railway)		19
20						20
21				Sub Total		21
22						22
23	721	E-3	VI	CV Properties Incorporated		23
24	721	E-3	X	PTC 220 LLC		24
25						25
26				Sub Total		26
27						27
28				Grand Total		28
29						29
30						30
31						31
32						32
33						33
34				Reconciliation to Schedule 200		34
35						35
36				Column (i) Line 28	520,837	36
37				Schedule 310A Column (g) Line 27	92,853	37
38				Total	613,690	38
39						39
40				Schedule 200 Column (b) Line 16	613,690	40

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - (Continued)

(Dollars in Thousands)

6. If any of the companies included in this schedule are controlled by respondent, the percent of control should be shown in column (e). In case any company listed is controlled other than through actual ownership of securities, give particulars in a footnote. In 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 1 figure.

9. Also include 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 Account 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	85,103	-	-	85,103	-	-	-	1
2	474	-	-	474	-	-	-	2
3	172	-	-	172	-	-	-	3
4	401	-	-	401	-	-	-	4
5	520	-	-	520	-	-	-	5
6	-	-	-	-	-	-	-	6
7	643	-	-	643	-	-	-	7
8								8
9	87,313	-	-	87,313	-	-	-	9
10								10
11	5,193	-	-	5,193	-	-	-	11
12	5,572	-	-	5,572	-	-	-	12
13								13
14	10,765	-	-	10,765	-	-	-	14
15								15
16	395,418	-	4,512	390,906	-	-	-	16
17	675	-	-	675	-	-	-	17
18	-	-	-	-	-	-	-	18
19	37,590	1,034	-	38,624	-	-	-	19
20								20
21	433,683	1,034	4,512	430,205	-	-	-	21
22								22
23	(7,419)	-	945	(8,364)	-	-	-	23
24	195	723	-	918	-	-	-	24
25								25
26	(7,224)	723	945	(7,446)	-	-	-	26
27								27
28	524,537	1,757	5,457	520,837	-	-	-	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

* Deductions represent changes in inter-company balances.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - (Continued)

(Dollars in Thousands)

Line No.	Account Number (a)	Class No. (b)	Kind Of Industry (c)	Name Of Issuing Company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent Of Control (e)	Line No.
1						1
2						2
3						3
4						4
5						5
6						6
7						7
8						8
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34						34
35						35
36						36
37						37
38						38
39						39
40						40

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - (Continued)

(Dollars in Thousands)

Line No.	Investments and Advances				Disposed of profit (loss) (j)	Adjustments Account 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								2
3								3
4								4
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36								36
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38								38
39								39
40								40

310A. INVESTMENTS IN COMMON STOCK OF AFFILIATED COMPANIES

(Dollars in Thousands)

Undistributed Earnings From Certain Investments in Affiliated Companies

1. Report below the details of all investments in common stock included in Account 721, Investments and Advances Affiliated Companies.
2. Enter in column (c) the amount necessary to retroactively adjust those investments. (See Instruction 5-2, Uniform System of Accounts).
3. Enter in column (d) the share of undistributed earnings (i.e., 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)	Adjustments for investments equity method (c)	Equity in un-distributed 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	Wisconsin Central Transportation Corporation (Algoma Central Railway)	73,200	-	4,842	-	-	78,042	1
2	Peoria and Pekin Union Railway Company	1,376	-	(87)	-	-	1,289	2
3	Mississippi Export Railroad Company	10,574	-	(190)	-	-	10,384	3
4								4
5								5
6								6
7								7
8								8
9								9
10								10
11								11
12								12
13	Total Carrier	85,150	-	4,565	-	-	89,715	13
	Noncarriers (List specifics for each company)							
14	CV Properties Incorporated	2,492	-	646	-	-	3,138	14
15								15
16								16
17								17
18								18
19								19
20								20
21								21
22								22
23								23
24								24
25	Total Non Carrier	2,492	-	646	-	-	3,138	25
26								26
27	Total	87,642	-	5,211	-	-	92,853	27

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

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

NOTES AND REMARKS

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

(Dollars in Thousands)

Line No.	Cross No.	Account (a)	Balance at Beginning of year (b)	Expenditures during the year for original road & equipment & road extensions (c)	Expenditures during the year for purchase of existing lines, reorganizations, etc. (d)	Line No.
1		(2) Land for transportation purposes	1,466,309	-	-	1
2		(3) Grading	1,358,179	-	-	2
3		(4) Other right-of-way expenditures	263	-	-	3
4		(5) Tunnels and subways	149,665	-	-	4
5		(6) Bridges, trestles, and culverts	1,671,075	-	-	5
6		(7) Elevated structures	-	-	-	6
7		(8) Ties	1,029,247	-	-	7
8		(9) Rail and other track material	2,661,418	-	-	8
9		(11) Ballast	723,991	-	-	9
10		(13) Fences, snowsheds, and signs	2,007	-	-	10
11		(16) Stations and office buildings	117,077	-	-	11
12		(17) Roadway buildings	32,723	-	-	12
13		(18) Water stations	1,913	-	-	13
14		(19) Fuel stations	42,815	-	-	14
15		(20) Shops and enginehouses	90,046	-	-	15
16		(22) Storage warehouses	7,014	-	-	16
17		(23) Wharves and docks	858	-	-	17
18		(24) Coal and ore wharves	156,792	-	-	18
19		(25) TOFC/COFC terminals	76,940	-	-	19
20		(26) Communication systems	81,555	-	-	20
21		(27) Signals and interlockers	342,282	-	-	21
22		(29) Power plants	145	-	-	22
23		(31) Power transmission systems	1,855	-	-	23
24		(35) Miscellaneous structures	11,306	-	-	24
25		(37) Roadway machines	90,121	-	-	25
26		(39) Public improvements - construction	142,130	-	-	26
27		(44) Shop machinery	29,621	-	-	27
28		(45) Power plant machinery	788	-	-	28
29		Other lease/rentals	-	-	-	29
30		TOTAL EXPENDITURES FOR ROAD	10,288,135	-	-	30
31		(52) Locomotives	346,453	-	-	31
32		(53) Freight train cars	704,688	-	-	32
33		(54) Passenger train cars	723	-	-	33
34		(55) Highway revenue equipment	5,137	-	-	34
35		(56) Floating equipment	275,436	-	-	35
36		(57) Work equipment	14,966	-	-	36
37		(58) Miscellaneous equipment	17,088	-	-	37
38		(59) Computer systems & word processing equipment	68,899	-	-	38
39		TOTAL EXPENDITURES FOR EQUIPMENT	1,433,390	-	-	39
40		(76) Interest during construction	2,113	-	-	40
41		(80) Other elements of investment	1,863	-	-	41
42		(90) Construction in progress	7,816	-	-	42
43		GRAND TOTAL	11,733,317	-	-	43

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

(Dollars in Thousands)

Line No.	Cross No.	Expenditures for additions during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1		4,386	1,584	2,802	1,469,111	1
2		28,602	2,252	26,350	1,384,529	2
3		-	-	-	263	3
4		-	-	-	149,665	4
5		62,075	11,165	50,910	1,721,985	5
6				-	-	6
7		83,736	13,297	70,439	1,099,686	7
8		200,110	36,725	163,385	2,824,803	8
9		37,951	1,886	36,065	760,056	9
10		31	3	28	2,035	10
11		6,273	-	6,273	123,350	11
12		2,885	-	2,885	35,608	12
13		-	-	-	1,913	13
14		6,021	-	6,021	48,836	14
15		226	-	226	90,272	15
16		283	(382)	665	7,679	16
17		-	-	-	858	17
18		12,312	-	12,312	169,104	18
19		2,492	-	2,492	79,432	19
20		1,925	59	1,866	83,421	20
21		41,365	3,270	38,095	380,377	21
22		-	-	-	145	22
23		-	-	-	1,855	23
24		148	-	148	11,454	24
25		3,915	3,285	630	90,751	25
26		23,452	1,515	21,937	164,067	26
27		-	178	(178)	29,443	27
28		-	-	-	788	28
29		-	-	-	-	29
30		518,188	74,837	443,351	10,731,486	30
31		9,693	1,955	7,738	354,191	31
32		5,245	30,288	(25,043)	679,645	32
33		-	-	-	723	33
34		154	382	(228)	4,909	34
35		8,581	-	8,581	284,017	35
36		-	271	(271)	14,695	36
37		1,840	-	1,840	18,928	37
38		15,231	5,031	10,200	79,099	38
39		40,744	37,927	2,817	1,436,207	39
40		-	-	-	2,113	40
41		-	-	-	1,863	41
42		153	-	153	7,969	42
43		559,085	112,764	446,321	12,179,638	43

332. DEPRECIATION BASE AND RATES - ROAD AND EQUIPMENT OWNED AND USED AND LEASED FROM OTHERS

(Dollars in Thousands)

1. Show in columns (b) and (e), for each primary account, the depreciation base used to compute depreciation charges for the month of January, and in columns (c) and (f), the depreciation charges for the month of December. In columns (d) and (g) show the composite rates used in computing depreciation charges for December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing that total by the total depreciation base for the same month. The depreciation base should not include 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, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include cost of equipment owned and leased to others when the rents therefrom are included in the rent for equipment, account nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00 and 36-25-00, inclusive. Composite rates used should be those prescribed or authorized by the Board, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.
2. All leased properties may be combined and one composite rate computed for each primary account, or a separate schedule may be included for each such property.
3. Show in columns (e), (f), and (g) data applicable to lessor property, when the rent therefore is included in account nos. 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.
4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for discontinuance of accruals should be shown in a footnote, indicating the effected account(s).
5. Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively.

Line No.	Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No.
		Depreciation Base		Annual composite rate (%) (d)	Depreciation Base		Annual composite rate (%) (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	1,358,179	1,387,528	1.21				1
2	(4) Other right-of-way expenditures	263	263	2.77				2
3	(5) Tunnels and subways	149,665	149,666	0.87				3
4	(6) Bridges, trestles and culverts	1,671,075	1,721,691	1.35				4
5	(7) Elevated structures	-						5
6	(8) Ties	1,029,247	1,096,593	2.21				6
7	(9) Rail and other track material	2,661,418	2,804,671	2.35				7
8	(11) Ballast	723,991	758,943	2.29				8
9	(13) Fences, snowsheds and signs	2,007	2,007	0.60				9
10	(16) Station and office buildings	117,077	121,607	2.14				10
11	(17) Roadway buildings	32,723	34,049	2.29				11
12	(18) Water stations	1,913	1,913	3.28				12
13	(19) Fuel stations	42,815	47,076	3.67				13
14	(20) Shops and enginehouses	90,046	90,192	1.42				14
15	(22) Storage warehouses	7,014	7,014	(0.07)				15
16	(23) Wharves and docks	858	858	1.92				16
17	(24) Coal and ore wharves	156,792	167,068	1.96				17
18	(25) TOFC/COFC terminals	76,940	79,412	2.65				18
19	(26) Communication systems	81,555	83,104	2.66				19
20	(27) Signals and interlockers	342,282	376,852	2.67				20
21	(29) Power plants	145	145	1.63				21
22	(31) Power transmission systems	1,855	1,855	0.59				22
23	(35) Miscellaneous structures	11,306	11,454	1.51				23
24	(37) Roadway machines	90,121	89,385	2.97				24
25	(39) Public improvements - construction	142,130	161,336	2.00				25
26	(44) Shop machinery	29,621	29,443	1.63				26
27	(45) Power plant machinery	788	788	0.56				27
28	All other road accounts	-	-	-				28
29	Amortization (other than def. projects)	-	-	-				29
30	TOTAL ROAD	8,821,826	9,224,913	1.95				30
	EQUIPMENT							
31	(52) Locomotives	346,453	353,016	5.91				31
32	(53) Freight train cars	704,688	680,948	3.95				32
33	(54) Passenger train cars	723	723	7.72				33
34	(55) Highway revenue equipment	5,137	5,292	8.00				34
35	(56) Floating equipment	275,436	283,470	2.89				35
36	(57) Work equipment	14,966	14,695	3.39				36
37	(58) Miscellaneous equipment	17,088	18,581	4.82				37
38	(59) Computer systems & WP equipment	68,899	76,321	8.57				38
39	TOTAL EQUIPMENT	1,433,390	1,433,046	4.48				39
40	GRAND TOTAL	10,255,216	10,657,959	2.31			N/A	40

335. ACCUMULATED DEPRECIATION - ROAD AND EQUIPMENT OWNED AND USED

(Dollars in Thousands)

1. Disclose the required information regarding 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 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	Balance at beginning of year (b)	CREDITS TO RESERVE		DEBITS TO RESERVE		Balance at close of year (g)	Line No.
				During the year		During the year			
		(a)		Charges to operating expenses (c)	Other Credits (d)*	Retirements (e)	Other Debits (f)**		
ROAD									
1		(3) Grading	205,977	16,628	-	2,252	-	220,353	1
2		(4) Other, right-of-way expenditures	190	7	-	-	-	197	2
3		(5) Tunnels and subways	45,503	2,690	-	-	-	48,193	3
4		(6) Bridges, trestles, and culverts	232,500	22,843	135	11,165	579	243,734	4
5		(7) Elevated structures	-	-	-	-	-	-	5
6		(8) Ties	89,455	24,951	1	17,447	-	96,960	6
7		(9) Rail and other track material	562,644	66,984	39,729	49,527	15,373	604,457	7
8		(11) Ballast	204,117	18,124	(227)	1,886	596	219,532	8
9		(13) Fences, snowsheds, and signs	795	12	-	3	-	804	9
10		(16) Station and office buildings	29,054	2,562	-	-	-	31,616	10
11		(17) Roadway buildings	4,116	784	-	-	-	4,900	11
12		(18) Water stations	1,010	63	-	-	-	1,073	12
13		(19) Fuel stations	12,658	1,682	-	-	-	14,340	13
14		(20) Shops and enginehouses	29,822	1,256	-	-	-	31,078	14
15		(22) Storage warehouses	3,394	196	2,934	-	-	6,524	15
16		(23) Wharves and docks	858	-	-	-	-	858	16
17		(24) Coal and ore wharves	28,187	3,193	32	-	-	31,412	17
18		(25) TOFC/COFC terminals	20,716	1,995	100	-	-	22,811	18
19		(26) Communications systems	36,036	2,342	-	59	-	38,319	19
20		(27) Signals and interlockers	80,229	9,640	-	3,270	-	86,599	20
21		(29) Power plants	103	2	-	-	-	105	21
22		(31) Power transmission systems	1,184	11	-	-	-	1,195	22
23		(35) Miscellaneous structures	1,206	172	-	-	-	1,378	23
24		(37) Roadway machines	31,617	2,535	439	3,285	-	31,306	24
25		(39) Public improvements - const.	14,739	3,058	13	1,515	-	16,295	25
26		(44) Shop machinery	12,304	480	-	178	-	12,606	26
27		(45) Power plant machinery	509	4	-	-	-	513	27
28		All other road accounts	-	-	-	-	-	-	28
29		Amortization (adjustments)	(64,306)	3,179	-	-	-	(61,127)	29
30		TOTAL ROAD	1,584,617	185,393	43,156	90,587	16,548	1,706,031	30
EQUIPMENT									
31		(52) Locomotives	45,338	20,684	71	1,955	-	64,138	31
32		(53) Freight train cars	56,293	27,649	6,751	30,289	-	60,404	32
33		(54) Passenger train cars	176	56	-	-	-	232	33
34		(55) Highway revenue equipment	4,510	1,223	-	5	2,934	2,794	34
35		(56) Floating equipment	104,273	8,085	-	-	-	112,358	35
36		(57) Work equipment	4,942	502	-	271	-	5,173	36
37		(58) Miscellaneous equipment	12,344	782	109	-	-	13,235	37
38		(59) Computer systems & WP equip.	16,853	6,343	-	5,031	-	18,165	38
39		Amortization (adjustments)	-	-	-	-	-	-	39
40		TOTAL EQUIPMENT	244,729	65,324	6,931	37,551	2,934	276,499	40
41		GRAND TOTAL	1,829,346	250,717	50,087	128,138	19,482	1,982,530	41

* Column (d) represents salvage relating to closed projects.

** Column (f) represents dismantling charges relating to closed projects.

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 accounts arising from retirements. In column (f), enter amounts paid to lessor.
3. Any inconsistencies between credits to account, charges to operating expenses, and payment 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	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)		
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	
		ROAD							
1		(3) Grading							1
2		(4) Other, right-of-way expenses							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, snowsheds, and signs							9
10		(16) Stations 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			Not Applicable: 5% Rule				15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communications 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 - const.							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 & WP equip.							38
39		Amortization (adjustments)							39
40		TOTAL EQUIPMENT							40
41		GRAND TOTAL	3,918	2,028	-	-	3,481	2,465	41

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

340. DEPRECIATION BASE AND RATES - IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS

(Dollars in thousands)

1. Show in column (b) for each primary account the depreciation base used in computing the depreciation charges for the month of January, and in column (c) show the depreciation base used in computing the depreciation charges for the month of December, in column (d) show the composite rates used to compute depreciation charges for December, and on lines 30 and 40 of these columns show the composite percentage of all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. This schedule should include only improvements to leased property charged to account 732, "Improvements on Leased Property". The composite rates used should be those prescribed or authorized by the Board, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.

2. All improvements to leased property 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 effected account(s).

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 the 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.
		Beginning of year (b)	Close of year (c)		
	ROAD				
1	(3) Grading				
2	(4) Other right-of-way expenditures				
3	(5) Tunnels and subways				
4	(6) Bridges, trestles and culverts				
5	(7) Elevated structures				
6	(8) Ties				
7	(9) Rail and other track material				
8	(11) Ballast				
9	(13) Fences snowsheds & signs				
10	(16) Station and office buildings				
11	(17) Roadway buildings				
12	(18) Water stations				
13	(19) Fuel stations				
14	(20) Shops and enginehouses				
15	(22) Storage warehouses				
16	(23) Wharves and docks	Not Applicable: 5% Rule			
17	(24) Coal and ore wharves				
18	(25) TOFC/COFC terminals				
19	(26) Communications systems				
20	(27) Signals and interlockers				
21	(29) Power plants				
22	(31) Power transmission systems				
23	(35) Miscellaneous structures				
24	(37) Roadway machines				
25	(39) Public improvements - const.				
26	(44) Shop machinery *				
27	(45) Power plant machinery				
28	All other road accounts				
29	Amortization (adjustments)				
30	TOTAL ROAD				
	EQUIPMENT				
31	(52) Locomotives				
32	(53) Freight train cars				
33	(54) Passenger train cars				
34	(55) Highway revenue equipment				
35	(56) Floating equipment				
36	(57) Work equipment				
37	(58) Miscellaneous equipment				
38	(59) Computer systems & WP equip.				
39	Amortization (adjustments)				
40	TOTAL EQUIPMENT				
41	GRAND TOTAL	18,725	18,725	N/A	

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

342. ACCUMULATED DEPRECIATION - IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS

(Dollars in Thousands)

1. Enter the required information concerning debits and credits to account 733, "Accumulated Depreciation - Improvements on Leased Property," during the year relating to improvements made to road and equipment property leased from others, the depreciation charges for which are included in operating expenses of the respondent.
2. If any entries are made for column (d) "Other credits" or column (f) "Other debits," state the facts occasioning such entries on page 39. A debit balance in column (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."
3. Any inconsistency between credits to the reserve as shown in column (c) and 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. 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 39, Grand Total, should be completed.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	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 snowsheds and signs							9
10		(16) Station and office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations		Not Applicable: 5% Rule					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) Communications 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 - const.							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	8,821	381	-	-	-	9,202	39

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

NOTES AND REMARKS FOR SCHEDULE 342

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

(Dollars in Thousands)

1. This schedule is to be used in cases where the related depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00 and 32-23-00.
2. Show in columns (b) and (c), for each property account, the depreciation base used in computing the depreciation for the months of January and December, respectively, with respect to road and equipment owned by the respondent but leased to others, the depreciation charges for which are not included 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 Board's Office of Economic and Environmental Analysis, brought to a current date by the respondent from its Order No. 3 records and accounts, or is other than ledger value for equipment, a full explanation should be given.
3. In column (d) show the composite rates used to compute the depreciation for December, and on lines 29 and 38 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary accounts composite rates to the depreciation base used to compute the depreciation for December and dividing the total also computed by the depreciation base.
4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the effected account(s).
5. Disclosures in the respective sections of this schedule may be omitted if either total road leased to others or total equipment leased to 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)	Depreciation Base		Annual composite rate (percent) (d)	Line No.
		Beginning of year (b)	Close of year (c)		
	ROAD				
1	(3) Grading				
2	(4) Other right-of-way expenditures				
3	(5) Tunnels and subways				
4	(6) Bridges, trestles and culverts				
5	(7) Elevated structures				
6	(8) Ties				
7	(9) Rail and other track material				
8	(11) Ballast				
9	(13) Fences, snowsheds and signs				
10	(16) Station and office buildings	INCLUDED ON SCHEDULE 332			
11	(17) Roadway buildings				
12	(18) Water stations				
13	(19) Fuel stations				
14	(20) Shops and enginehouses				
15	(22) Storage warehouses				
16	(23) Wharves and docks				
17	(24) Coal and ore wharves				
18	(25) TOFC/COFC terminals				
19	(26) Communications systems				
20	(27) Signals and interlockers				
21	(29) Power plants				
22	(31) Power transmission systems				
23	(35) Miscellaneous structures				
24	(37) Roadway machines				
25	(39) Public improvements - const.				
26	(44) Shop machinery				
27	(45) Power plant machinery				
28	All other road accounts				
29	TOTAL ROAD				
	EQUIPMENT				
30	(52) Locomotives				
31	(53) Freight train cars				
32	(54) Passenger train cars				
33	(55) Highway revenue equipment				
34	(56) Floating equipment				
35	(57) Work equipment				
36	(58) Miscellaneous equipment				
37	(59) Computer systems & WP equip.				
38	TOTAL EQUIPMENT				
39	GRAND TOTAL				

351. ACCUMULATED DEPRECIATION - 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. Disclose credits and debits to Account 735, "Accumulated Depreciation - Road Equipment Property," during the year relating to road and equipment leased to others, the depreciation charges for which are not included 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 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."
4. Disclosures in the respective sections of this schedule may be omitted if either total road leased to others or total equipment leased to others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, Grand Total, should be completed.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retire-ments (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles 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, snowsheds and signs							9
10		(16) Station and office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations		INCLUDED ON SCHEDULE 335					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) Communications 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 - const.							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 expenses rather than W&S expenses.

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

(Dollars in Thousands)

1. Disclose the investment in railway property used in transportation service at the close of the year. This investment represents the aggregate of property owned or leased by respondent and used in the respondent's transportation service. Such property includes (a) investment reported in Accounts 731, "Road and Equipment Property", and 732 "Improvements on Leased Property" of respondent, less any 731 or 732 property leased to others for their exclusive use of road, track, or bridges (including equipment or other railway property covered by the contract). Equipment leased to others under separate distinct contracts shall not be deducted from the respondent's 731 or 732 property, and (b) the investment of other companies' 731 or 732 property (including operating and lessor railroads) used by the respondent when the lease is for exclusive use or control of roads, tracks, or bridges (including equipment or 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 the data for companies whose entire properties are used in transportation service of the respondent, divided between lessor (L) and proprietary (P) companies; followed by data for carriers and others (O), portions of whose property are used in transportation service of respondent. Show a total for each class of company in columns (d) and (e). Then show, as deductions, data for transportation property leased to carriers and others.

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

5. In column (d), show the amount applicable in Accounts 731 and 732 on the books of 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, an explanation 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 respondent in securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6 percent or otherwise) value of property of private owners, or portions of property of other carriers, should be explained.

6. In column (e), show the amount of depreciation and amortization accrued as of the close of the year in Accounts 733, 734, 735, 736, and 772, that is applicable to the property of the carriers whose names are listed in column (b), regardless of where the reserves therefore 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 & amortization of defense projects (See Ins. 6) (e)	Line No.
1	R	Grand Trunk Corporation	6,141	12,179,638	1,982,530	1
2						2
3						3
4						4
5						5
6						6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24
25						25
26						26
27						27
28						28
29						29
30						30
31		TOTAL	6,141	12,179,638	1,982,530	31

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 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 on 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 amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Board.

Line No.	Cross check	Account (a)	Respondent (b)	Lessor Railroads (c)	Inactive (proprietary companies) (d)	Other leased properties (e)	Line No.
1		(2) Land for transportation purposes	1,469,111				1
2		(3) Grading	1,384,529				2
3		(4) Other right-of-way expenditures	263				3
4		(5) Tunnels and subways	149,665				4
5		(6) Bridges, trestles, and culverts	1,721,985				5
6		(7) Elevated structures	-				6
7		(8) Ties	1,099,686				7
8		(9) Rail and other track material	2,824,803				8
9		(11) Ballast	760,056				9
10		(13) Fences, snowsheds, and signs	2,035				10
11		(16) Station and office buildings	123,350				11
12		(17) Roadway buildings	35,608				12
13		(18) Water stations	1,913				13
14		(19) Fuel stations	48,836				14
15		(20) Shops and enginehouses	90,272				15
16		(22) Storage warehouses	7,679				16
17		(23) Wharves and docks	858				17
18		(24) Coal and ore wharves	169,104				18
19		(25) TOFC/COFC terminals	79,432				19
20		(26) Communications systems	83,421				20
21		(27) Signals and interlockers	380,377				21
22		(29) Power plants	145				22
23		(31) Power transmission systems	1,855				23
24		(35) Miscellaneous structures	11,454				24
25		(37) Roadway machines	90,751				25
26		(39) Public improvements - construction	164,067				26
27		(44) Shop machinery	29,443				27
28		(45) Power plant machinery	788				28
29		Leased property (capitalized rentals)	-				29
30		Other (specify and explain) a/c 77 Other exp-General	-				30
31		TOTAL ROAD	10,731,486	-	-	-	31
32		(52) Locomotives	354,191				32
33		(53) Freight train cars	679,645				33
34		(54) Passenger train cars	723				34
35		(55) Highway revenue equipment	4,909				35
36		(56) Floating equipment	284,017				36
37		(57) Work equipment	14,695				37
38		(58) Miscellaneous equipment	18,928				38
39		(59) Computer systems & WP equipment	79,099				39
40		TOTAL EQUIPMENT	1,436,207	-	-	-	40
41		(76) Interest during construction	2,113				41
42		(80) Other elements of investment	1,863				42
43		(90) Construction work in progress	7,969				43
44		GRAND TOTAL	12,179,638	-	-	-	44

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

Cross Checks

Schedule 410

Line 620, column (h) = Line 14, column (b)
 Line 620, column (f) = Line 14, column (d)
 Line 620, column (g) = Line 14, column (e)

Schedule 210

Schedule 414

Line 231, column (f) = Line 19, columns (b) through (d)
 Line 230, column (f) = Line 19, columns (e) through (g)

Schedule 417

Line 507, column (f) = Line 1, column (j)
 Line 508, column (f) = Line 2, column (j)
 Line 509, column (f) = Line 3, column (j)
 Line 510, column (f) = Line 4, column (j)
 Line 511, column (f) = Line 5, column (j)
 Line 512, column (f) = Line 6, column (j)
 Line 513, column (f) = Line 7, column (j)
 Line 514, column (f) = Line 8, column (j)
 Line 515, column (f) = Line 9, column (j)
 Line 516, column (f) = Line 10, column (j)
 Line 517, column (f) = Line 11, column (j)

Schedule 210

Line 4, column (b) = Line 47, column (b)

Schedule 410

Lines 136 through 138 column (f)
 Lines 118 through 123, and 130
 through 135 column (f)

Lines 207, 208, 211, 212, column (f)
 Lines 226, 227, column (f)
 Lines 311, 312, 315, 316, column (f)

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

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

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

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

Schedule 412

= Line 29 column (b)
 = Line 29, column (c)

Schedule 415

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

Schedule 414

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

Schedule 415

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

Lines 5, 38, columns (b)

Lines 24, 39, columns (b)

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

410. RAILWAY OPERATING EXPENSES

(Dollars in thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with 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 & Wages (b)	Materials, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
		WAYS AND STRUCTURES ADMINISTRATION								
1		Track	362	249	593	438	1,642	-	1,642	1
2		Bridge and building	1,121	66	666	17	1,870	-	1,870	2
3		Signal	2,766	214	3,875	431	7,286	-	7,286	3
4		Communication	419	47	851	97	1,414	-	1,414	4
5		Other	6,767	1,151	3,746	766	12,430	-	12,430	5
		REPAIRS AND MAINTENANCE								
6		Roadway - running	30,919	3,518	27,380	788	62,605	-	62,605	6
7		Roadway - switching	8,721	992	7,723	222	17,658	-	17,658	7
8		Tunnels & subways - running	-	-	-	-	-	-	-	8
9		Tunnels & subways - switching	-	-	-	-	-	-	-	9
10		Bridges & culverts - running	4,218	1,662	5,859	1,088	12,827	-	12,827	10
11		Bridges & culverts - switching	36	14	50	9	109	-	109	11
12		Ties - running	71	-	-	-	71	-	71	12
13		Ties - switching	20	-	-	-	20	-	20	13
14		Rail & other track material - running	346	-	-	-	346	-	346	14
15		Rail & other track material - switching	98	-	-	-	98	-	98	15
16		Ballast - running	26	-	-	-	26	-	26	16
17		Ballast - switching	7	-	-	-	7	-	7	17
18		Road property damaged - running	-	-	-	-	-	-	-	18
19		Road property damaged - switching	-	-	-	-	-	-	-	19
20		Road property damaged - other	-	-	-	-	-	-	-	20
21		Signals & interlockers - running	19,629	4,026	9,265	(956)	31,964	-	31,964	21
22		Signals & interlockers - switching	258	53	122	(13)	420	-	420	22
23		Communications systems	271	-	-	-	271	-	271	23
24		Power systems	3	-	-	-	3	-	3	24
25		Highway grade crossings - running	14	-	(1)	(2)	11	-	11	25
26		Highway grade crossings - switching	-	-	-	-	-	-	-	26
27		Station & office buildings	702	3,978	485	13	5,178	-	5,178	27
28		Shop buildings - locomotives	-	-	-	-	-	-	-	28
29		Shop buildings - freight cars	-	-	-	-	-	N/A	-	29
30		Shop buildings - other equipment	90	-	-	-	90	-	90	30

410. RAILWAY OPERATING EXPENSES - (Continued)										
(Dollars in thousands)										
Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Materials, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
		REPAIRS AND MAINTENANCE - (Continued)								
101		Locomotive servicing facilities	1	-	-	-	1	-	1	101
102		Miscellaneous buildings & structures	10	-	-	-	10	-	10	102
103		Coal terminals	7	12	40	-	59	N/A	59	103
104		Ore terminals	10,991	3,661	9,011	114	23,777	N/A	23,777	104
105		Other marine terminals	49	75	239	1	364	N/A	364	105
106		TOFC/COFC - terminals	45	-	8	-	53	N/A	53	106
107		Motor vehicle loading & distribution facilities	-	-	-	-	-	N/A	-	107
108		Facilities for other specialized service operations	-	-	-	-	-	N/A	-	108
109		Roadway machines	2,854	10,389	6,869	703	20,815	-	20,815	109
110		Small tools & supplies	18	3,392	(9)	-	3,401	-	3,401	110
111		Snow removal	385	-	2,518	-	2,903	-	2,903	111
112		Fringe benefits - running	N/A	N/A	N/A	19,724	19,724	-	19,724	112
113		Fringe benefits - switching	N/A	N/A	N/A	3,264	3,264	-	3,264	113
114		Fringe benefits - other	N/A	N/A	N/A	9,865	9,865	-	9,865	114
115		Casualties & insurance - running	N/A	N/A	N/A	-	-	-	-	115
116		Casualties & insurance - switching	N/A	N/A	N/A	-	-	-	-	116
117		Casualties & insurance - other	N/A	N/A	N/A	-	-	-	-	117
118	*	Lease rentals - debit - running	N/A	N/A	-	N/A	-	-	-	118
119	*	Lease rentals - debit - switching	N/A	N/A	-	N/A	-	-	-	119
120	*	Lease rentals - debit - other	N/A	N/A	30	N/A	30	-	30	120
121	*	Lease rentals - (credit) - running	N/A	N/A	-	N/A	-	-	-	121
122	*	Lease rentals - (credit) - switching	N/A	N/A	-	N/A	-	-	-	122
123	*	Lease rentals - (credit) - other	N/A	N/A	-	N/A	-	-	-	123
124		Joint facility rent - debit - running	N/A	N/A	1,804	N/A	1,804	-	1,804	124
125		Joint facility rent - debit - switching	N/A	N/A	-	N/A	-	-	-	125
126		Joint facility rent - debit - other	N/A	N/A	-	N/A	-	-	-	126
127		Joint facility rent - (credit) - running	N/A	N/A	(317)	N/A	(317)	-	(317)	127
128		Joint facility rent - (credit) - switching	N/A	N/A	-	N/A	-	-	-	128
129		Joint facility rent - (credit) - other	N/A	N/A	-	N/A	-	-	-	129
130	*	Other rents - debit - running	N/A	N/A	-	N/A	-	-	-	130
131	*	Other rents - debit - switching	N/A	N/A	-	N/A	-	-	-	131
132	*	Other rents - debit - other	N/A	N/A	-	N/A	-	-	-	132
133	*	Other rents - (credit) - running	N/A	N/A	-	N/A	-	-	-	133

410. RAILWAY OPERATING EXPENSES - (Continued)										
(Dollars in thousands)										
Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Materials, tools, supplies, fuels & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
		REPAIRS AND MAINTENANCE - (Continued)								
134	*	Other rents - (credit) - switching	N/A	N/A	-	N/A	-	-	-	134
135	*	Other rents - (credit) - other	N/A	N/A	-	N/A	-	-	-	135
136	*	Depreciation - running	N/A	N/A	N/A	138,870	138,870	-	138,870	136
137	*	Depreciation - switching	N/A	N/A	N/A	28,662	28,662	-	28,662	137
138	*	Depreciation - other	N/A	N/A	N/A	17,381	17,381	-	17,381	138
139		Joint facility - debit - running	N/A	N/A	4,565	N/A	4,565	-	4,565	139
140		Joint facility - debit - switching	N/A	N/A	-	N/A	-	-	-	140
141		Joint facility - debit - other	N/A	N/A	-	N/A	-	-	-	141
142		Joint facility - (credit) - running	N/A	N/A	(15,941)	N/A	(15,941)	-	(15,941)	142
143		Joint facility - (credit) - switching	N/A	N/A	-	N/A	-	-	-	143
144		Joint facility - (credit) - other	N/A	N/A	-	N/A	-	-	-	144
145		Dismantling retired road property - running	-	-	-	-	-	-	-	145
146		Dismantling retired road property - switching	-	-	-	-	-	-	-	146
147		Dismantling retired road property - other	-	-	-	-	-	-	-	147
148		Other - running	28	-	-	(9)	19	-	19	148
149		Other - switching	2	-	-	-	2	-	2	149
150		Other - other	773	2,871	-	(962)	2,682	-	2,682	150
151		TOTAL WAY AND STRUCTURES	92,027	36,370	69,431	220,511	418,339	-	418,339	151
		EQUIPMENT								
		LOCOMOTIVES								
201		Administration	5,011	261	3,059	153	8,484	-	8,484	201
202	*	Repair and maintenance	22,813	28,986	5,738	(198)	57,339	-	57,339	202
203	*	Machinery repair	-	-	-	-	-	-	-	203
204		Equipment damaged	-	-	-	-	-	-	-	204
205		Fringe benefits	N/A	N/A	N/A	9,933	9,933	-	9,933	205
206		Other casualties & insurance	N/A	N/A	N/A	-	-	-	-	206
207	*	Lease rentals - debit	N/A	N/A	94,419	N/A	94,419	-	94,419	207
208	*	Lease rentals - (credit)	N/A	N/A	(5,764)	N/A	(5,764)	-	(5,764)	208
209		Joint facility rent - debit	N/A	N/A	-	N/A	-	-	-	209
210		Joint facility rent - (credit)	N/A	N/A	-	N/A	-	-	-	210
211	*	Other rents - debit	N/A	N/A	-	N/A	-	-	-	211
212	*	Other rents - (credit)	N/A	N/A	-	N/A	-	-	-	212
213	*	Depreciation	N/A	N/A	N/A	20,684	20,684	-	20,684	213
214		Joint facility - debit	N/A	N/A	20	N/A	20	-	20	214
215		Joint facility - (credit)	N/A	N/A	-	N/A	-	-	-	215
216	*	Repairs billed to others - (credit)	N/A	N/A	-	N/A	-	-	-	216

410. RAILWAY OPERATING EXPENSES - (Continued)

(Dollars in thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Materials, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
217		LOCOMOTIVES - (Continued)								
		Dismantling retired property	-	-	-	-	-	-	-	217
218		Other	-	-	-	-	-	-	-	218
219		TOTAL LOCOMOTIVES	27,824	29,247	97,472	30,572	185,115	-	185,115	219
220		FREIGHT CARS								
		Administration	5,585	37	463	269	6,354	N/A	6,354	220
221	*	Repair & maintenance	9,395	22,414	13,596	217	45,622	N/A	45,622	221
222	*	Machinery repair	-	-	-	-	-	N/A	-	222
223		Equipment damaged	-	-	-	-	-	N/A	-	223
224		Fringe benefits	N/A	N/A	N/A	5,347	5,347	N/A	5,347	224
225		Other casualties & insurance	N/A	N/A	N/A	-	-	N/A	-	225
226	*	Lease rentals - debit	N/A	N/A	35,394	N/A	35,394	N/A	35,394	226
227	*	Lease rentals - (credit)	N/A	N/A	(1,530)	N/A	(1,530)	N/A	(1,530)	227
228		Joint facility rent - debit	N/A	N/A	-	N/A	-	N/A	-	228
229		Joint facility rent - (credit)	N/A	N/A	-	N/A	-	N/A	-	229
230	*	Other rents - debit	N/A	N/A	91,397	N/A	91,397	N/A	91,397	230
231	*	Other rents - (credit)	N/A	N/A	(72,891)	N/A	(72,891)	N/A	(72,891)	231
232	*	Depreciation	N/A	N/A	N/A	27,649	27,649	N/A	27,649	232
233		Joint facility - debit	N/A	N/A	-	N/A	-	N/A	-	233
234		Joint facility - (credit)	N/A	N/A	-	N/A	-	N/A	-	234
235	*	Repairs billed to others - (credit)	N/A	N/A	(29,215)	N/A	(29,215)	N/A	(29,215)	235
236		Dismantling retired property	-	-	-	-	-	N/A	-	236
237		Other	-	3	8	2	13	N/A	13	237
238		TOTAL FREIGHT CARS	14,980	22,454	37,222	33,484	108,140	-	108,140	238
301		OTHER EQUIPMENT								
		Administration	5,938	1,230	1,236	1,128	9,532	-	9,532	301
302	*	Repair and maintenance								
		Trucks, trailers, & containers - revenue service	-	-	1,786	-	1,786	N/A	1,786	302
303	*	Floating equipment - revenue service	665	289	299	-	1,253	N/A	1,253	303
304	*	Passenger and other revenue equipment	95	-	119	-	214	-	214	304
305	*	Computer systems and word processing equipment	-	-	-	-	-	-	-	305
306	*	Machinery	3	-	-	-	3	-	3	306
307	*	Work and other non-revenue equipment	3,667	158	185	(418)	3,592	-	3,592	307
308		Equipment damaged	-	-	-	-	-	-	-	308
309		Fringe benefits	N/A	N/A	N/A	3,701	3,701	-	3,701	309
310		Other casualties and insurance	N/A	N/A	N/A	-	-	-	-	310
311	*	Lease rentals - debit	N/A	N/A	3,500	N/A	3,500	-	3,500	311
312	*	Lease rentals - (credit)	N/A	N/A	-	N/A	-	-	-	312

410. RAILWAY OPERATING EXPENSES - (Continued)
(Dollars in thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Materials, tools, supplies, fuels, & 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	-	N/A	-	-	-	313
314		Joint facility rent - (credit)	N/A	N/A	-	N/A	-	-	-	314
315		Other rents - debit	N/A	N/A	11,493	N/A	11,493	-	11,493	315
316		Other rents - (credit)	N/A	N/A	-	N/A	-	-	-	316
317		Depreciation	N/A	N/A	N/A	17,471	17,471	-	17,471	317
318		Joint facility - debit	N/A	N/A	-	N/A	-	-	-	318
319		Joint facility - (credit)	N/A	N/A	-	N/A	-	-	-	319
320		Repairs billed to others - (credit)	N/A	N/A	-	N/A	-	-	-	320
321		Dismantling retired property	-	-	-	-	-	-	-	321
322		Other	-	-	-	-	-	-	-	322
323		TOTAL OTHER EQUIPMENT	10,368	1,677	18,618	21,882	52,545	-	52,545	323
324		TOTAL EQUIPMENT	53,172	53,378	153,312	85,938	345,800	-	345,800	324
401		TRANSPORTATION TRAIN OPERATIONS Administration	3,949	-	4	-	3,953	-	3,953	401
402		Engine crews	94,854	-	2,160	-	97,014	-	97,014	402
403		Train crews	88,365	-	2,075	-	90,440	-	90,440	403
404		Dispatching trains	10,616	70	60	164	10,910	-	10,910	404
405		Operating signals and interlockers	-	-	-	-	-	-	-	405
406		Operating drawbridges	-	-	-	-	-	-	-	406
407		Highway crossing protection	-	-	-	-	-	-	-	407
408		Train inspection and lubrication	13,985	4,841	8,894	-	27,720	-	27,720	408
409		Locomotive fuel	-	296,351	30	-	296,381	-	296,381	409
410		Electric power produced or purchased for motive power	-	-	-	-	-	-	-	410
411		Servicing locomotives	5,963	-	-	171	6,134	-	6,134	411
412		Freight lost or damaged - solely related	N/A	N/A	N/A	-	-	-	-	412
413		Clearing wrecks	55	-	8,088	-	8,143	-	8,143	413
414		Fringe benefits	N/A	N/A	N/A	77,778	77,778	-	77,778	414
415		Other casualties & insurance	N/A	N/A	N/A	8,830	8,830	-	8,830	415
416		Joint facility - debit	N/A	N/A	18,193	N/A	18,193	-	18,193	416
417		Joint facility - (credit)	N/A	N/A	(15,567)	N/A	(15,567)	-	(15,567)	417
418		Other	90	2,917	3,377	852	7,236	-	7,236	418
419		TOTAL TRAIN OPERATIONS	217,877	304,179	27,314	87,795	637,165	-	637,165	419
420		YARD OPERATIONS Administration	795	-	-	-	795	-	795	420
421		Switch crews	60,010	-	-	-	60,010	-	60,010	421

<div> <div>410. RAILWAY OPERATING EXPENSES - (Continued)</div> <div>(Dollars in thousands)</div> </div>										
Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Materials, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
422		YARD OPERATIONS (Continued)								
		Controlling operations	10,301	-	-	-	10,301	-	10,301	422
423		Yard and terminal clerical	3,692	-	-	-	3,692	-	3,692	423
424		Operating switches, signals, retarders & humps	305	-	-	-	305	-	305	424
425		Locomotive fuel	-	29,919	3	-	29,922	-	29,922	425
426		Electric power produced or purchased for motive power	-	-	-	-	-	-	-	426
427		Servicing locomotives	54	-	-	(171)	(117)	-	(117)	427
428		Freight lost or damaged - solely related	N/A	N/A	N/A	-	-	-	-	428
429		Clearing wrecks	-	-	-	-	-	-	-	429
430		Fringe benefits	N/A	N/A	N/A	26,830	26,830	-	26,830	430
431		Other casualties & insurance	N/A	N/A	N/A	-	-	-	-	431
432		Joint facility - debit	N/A	N/A	38	N/A	38	-	38	432
433		Joint facility - (credit)	N/A	N/A	(3,711)	N/A	(3,711)	-	(3,711)	433
434		Other	-	359	352	108	819	-	819	434
435		TOTAL YARD OPERATIONS	75,157	30,278	(3,318)	26,767	128,884	-	128,884	435
501		TRAIN & YARD OPERATIONS COMMON:								
		Cleaning car interiors	103	-	-	N/A	103	-	103	501
502		Adjusting & transferring loads	8,152	1,646	6,710	N/A	16,508	N/A	16,508	502
503		Car loading devices & grain docks	-	-	-	N/A	-	N/A	-	503
504		Freight lost or damaged - all other	N/A	N/A	N/A	433	433	-	433	504
505		Fringe benefits	N/A	N/A	N/A	2,947	2,947	-	2,947	505
506		TOTAL TRAIN & YARD OPERATIONS COMMON:	8,255	1,646	6,710	3,380	19,991	-	19,991	506
507	*	SPECIALIZED SERVICE OPERATIONS								
	*	Administration	1,902	577	4,721	232	7,432	N/A	7,432	507
508	*	Pickup and delivery and marine line haul	8,325	63,438	70,978	347	143,088	N/A	143,088	508
509	*	Loading & unloading and local marine	537	-	(311)	-	226	N/A	226	509
510	*	Protective services	-	-	-	-	-	N/A	-	510
511	*	Freight lost or damaged - solely related	N/A	N/A	N/A	-	-	N/A	-	511
512	*	Fringe benefits	N/A	N/A	N/A	3,843	3,843	N/A	3,843	512
513	*	Casualties & insurance	N/A	N/A	N/A	2,848	2,848	N/A	2,848	513
514	*	Joint facility - debit	N/A	N/A	-	N/A	-	N/A	-	514
515	*	Joint facility - (credit)	N/A	N/A	-	N/A	-	N/A	-	515
516	*	Other	2	-	-	-	2	N/A	2	516
517	*	TOTAL SPECIALIZED SERVICES OPERATIONS	10,766	64,015	75,388	7,270	157,439	N/A	157,439	517

<div> <div>410. RAILWAY OPERATING EXPENSES - (Continued)</div> <div>(Dollars in thousands)</div> </div>										
Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Materials, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
518		ADMINISTRATIVE SUPPORT OPERATIONS:								
		Administration	38,509	1,940	4,897	4,292	49,638	-	49,638	518
519		Employees performing clerical & accounting functions	3,929	1	20	4	3,954	-	3,954	519
520		Communication systems operations	-	-	-	-	-	-	-	520
521		Loss & damage claims processing	-	-	-	-	-	-	-	521
522		Fringe benefits	N/A	N/A	N/A	15,359	15,359	-	15,359	522
523		Casualties & insurance	N/A	N/A	N/A	-	-	-	-	523
524		Joint facility - debit	N/A	N/A	-	N/A	-	-	-	524
525		Joint facility - (credit)	N/A	N/A	-	N/A	-	-	-	525
526		Other	587	(9)	26,191	-	26,769	-	26,769	526
527		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	43,025	1,932	31,108	19,655	95,720	-	95,720	527
528		TOTAL TRANSPORTATION	355,080	402,050	137,202	144,867	1,039,199	-	1,039,199	528
601		GENERAL AND ADMINISTRATIVE								
		Officers - general administration	8,681	-	3,571	3,805	16,057	-	16,057	601
602		Accounting, auditing, and finance	3,078	11	367	262	3,718	-	3,718	602
603		Management services & data processing	8,733	901	19,441	1,470	30,545	-	30,545	603
604		Marketing	10,204	197	1,464	3,040	14,905	-	14,905	604
605		Sales	2,750	-	-	1,013	3,763	-	3,763	605
606		Industrial development	-	-	-	-	-	N/A	-	606
607		Personnel & labor relations	4,425	29	3,683	1,308	9,445	-	9,445	607
608		Legal & secretarial	-	-	-	-	-	-	-	608
609		Public relations & advertising	-	-	-	-	-	-	-	609
610		Research & development	-	-	-	-	-	-	-	610
611		Fringe benefits	N/A	N/A	N/A	13,734	13,734	-	13,734	611
612		Casualties & insurance	N/A	N/A	N/A	52,783	52,783	-	52,783	612
613		Writedown of uncollectible accounts	N/A	N/A	N/A	(3,031)	(3,031)	-	(3,031)	613
614		Property taxes	N/A	N/A	N/A	53,752	53,752	-	53,752	614
615		Other taxes except on corporate income or payrolls	N/A	N/A	N/A	3,185	3,185	-	3,185	615
616		Joint facility - debit	N/A	N/A	101	N/A	101	-	101	616
617		Joint facility - (credit)	N/A	N/A	(3,067)	N/A	(3,067)	-	(3,067)	617
618		Other	602	971	76,550	4,087	82,210	-	82,210	618
619		TOTAL GENERAL AND ADMINISTRATIVE	38,473	2,109	102,110	135,408	278,100	-	278,100	619
620	*	TOTAL CARRIER OPERATING EXPENSES	538,752	493,907	462,055	586,724	2,081,438	-	2,081,438	620

412. WAY AND STRUCTURES

(Dollars in Thousands)

1. Report freight expenses only.
2. The total depreciation expense reported in column (b), line 29, should balance to the sum of the depreciation expense reported in schedule 410, column (f), lines 136, 137, and 138.
3. Report in column (c) the lease/rentals for the various property categories of way and structures. The total net lease/rentals 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 through 27.
6. Line 11, Account 16, should not include computer and data processing equipment reported on line 37 of schedule 415.

Line No.	Cross Check	Property Account	Category (a)	Depreciation (b)	Lease/rentals (net) (c)	Amortization adjustment during year (d)	Line No.
1		2	Land for transportation purposes	N/A	-	-	1
2		3	Grading	16,628	5	-	2
3		4	Other right-of-way expenditures	7	-	-	3
4		5	Tunnels and subways	2,690	-	-	4
5		6	Bridges, trestles and culverts	22,843	6	-	5
6		7	Elevated structures	-	-	-	6
7		8	Ties	27,150	4	2,199	7
8		9	Rail and other track material	66,984	9	-	8
9		11	Ballast	19,104	2	980	9
10		13	Fences, snowsheds and signs	12	-	-	10
11		16	Station and office buildings	2,562	-	-	11
12		17	Roadway buildings	784	-	-	12
13		18	Water stations	63	-	-	13
14		19	Fuel Stations	1,682	-	-	14
15		20	Shops and enginehouses	1,256	-	-	15
16		22	Storage warehouses	196	-	-	16
17		23	Wharves and docks	-	-	-	17
18		24	Coal and ore wharves	3,193	1	-	18
19		25	TOFC/COFC terminals	1,995	-	-	19
20		26	Communications systems	2,342	-	-	20
21		27	Signals and interlockers	9,640	2	-	21
22		29	Power plants	2	-	-	22
23		31	Power transmission systems	11	-	-	23
24		35	Miscellaneous structures	172	-	-	24
25		37	Roadway machines	2,535	-	-	25
26		39	Public improvements; construction	3,058	1	-	26
27		45	Power plant machines	4	-	-	27
28			Other lease/rentals	N/A	-	N/A	28
29			TOTAL	184,913	30	3,179	29

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

(Dollars in Thousands)

Road Initials: GTC Year 2012

- Report freight expenses only.
 - 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.)
 - 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 (f). The balancing of Schedules 410, 414, and 415 "Other Equipment" is outlined in note 6 to Schedule 415.
 - Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper owned cars.
 - 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	GROSS AMOUNTS RECEIVABLE			GROSS AMOUNTS PAYABLE			Line No.
			Per Diem Basis			Per Diem Basis			
		Private Line Cars (b)	Mileage (c)	Time (d)	Private Line Cars (e)	Mileage (f)	Time (g)		
		(a)							
CAR TYPES									
1		Box -Plain 40 Foot	-	-	-	-	-	-	1
2		Box - Plain 50 Foot and Longer	-	1	2	491	178	580	2
3		Box - Equipped	-	3,789	11,496	2,121	5,068	17,558	3
4		Gondola - Plain	-	91	289	449	323	1,584	4
5		Gondola - Equipped	-	2,947	8,204		1,878	7,378	5
6		Hopper - Covered	-	5,619	11,640		2,523	5,874	6
7		Hopper - Open Top - General Service	-	453	714		151	2,016	7
8		Hopper - Open Top - Special Service	-	91	367		238	1,044	8
9		Refrigerator - Mechanical	-	-	-		56	235	9
10		Refrigerator - Nonmechanical	-	-	-		17	49	10
11		Flat - TOFC/COFC	-	1,829	2,162	12,929	208	691	11
12		Flat - Multi-Level	-	586	5,840	7,949	270	522	12
13		Flat - General Service	-	-		9	3	15	13
14		Flat - Other	-	2,707	9,420	6,579	1,322	4,723	14
15		Tank - Under 22,000 Gallons	-	34	58	-	-	-	15
16		Tank - 22,000 Gallons And Over	-	-		-	-	-	16
17		All Other Freight Cars	-	1	18		45	217	17
18		Auto Racks	-	-	4,533	6,104			18
19		TOTAL FREIGHT TRAIN CARS	-	18,148	54,743	36,631	12,280	42,486	19
OTHER FREIGHT CARRYING EQUIPMENT									
20		Refrigerated Trailers	-	-	-	-	-	-	20
21		Other Trailers	-	-	-	-	-	-	21
22		Refrigerated Containers	-	-	-	-	-	-	22
23		Other Containers	-	-	-	-	-	-	23
24	*	TOTAL TRAILERS AND CONTAINERS	-	-	-	-	-	-	24
25		GRAND TOTAL (Lines 19 and 24)	-	18,148	54,743	36,631	12,280	42,486	25

NOTES AND REMARKS**Schedule 410**

In 2012, GTC and CN, GTC's parent company, agreed to a new methodology to apportion locomotive usage costs. In the current year figures, there is an adjustment for the years 2008 - 2011, which increases Equipment Rents by \$67,946,665 relating to cross-border locomotive usage costs charged by CN to its' U.S. subsidiary operations.

GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 415

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

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

- (a) Locomotives, line 5 plus line 38, compared to the sum of Schedule 410, lines 202, 203, and 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, and 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), and work and other non-revenue equipment (line 41), compared to Schedule 410, the sum of lines 302 through 307, 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 expenses 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 in columns (c) and (d) will balance to Schedule 410, column (f), as follows:

- (a) Locomotives, lines 5 and 38, compared to Schedule 410, line 213.
- (b) Freight cars, lines 24 and 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 and 38, compared to Schedule 410, lines 207, 208, 211 and 212.
- (b) Freight cars, line 24 and 39, compared to Schedule 410, lines 226 and 227 (note that Schedule 410, lines 230 and 231, are reported in Schedule 414, and are not 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 rents therefore are included in the rent for equipment and Account Nos. 31-21-00, 31-22-00, 31-23-00, 35-21-00, 35-22-00, and 35-23-00. It should include the cost of equipment owned and leased to others when the rents are included in the rent for Equipment Account Nos. 32-21-00, 32-22-00, 32-23-00, 36-21-00, 36-22-00, and 36-23-00.

Property used but not owned should also be included when the rent is included in Account Nos. 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.

The grand total of each equipment account in column (h) of Schedule 330 should equal the totals of line items constituting the equipment account totals of columns (g) and (h) of Schedule 415.

8. Accumulated depreciation for each class of equipment shall be reported in columns (i) and (j). The grand total of each equipment reserve account in column (g), Schedule 335, shall equal the combined aggregate total accumulated depreciation for line items constituting the corresponding equipment accounts reported in columns (i) and (j), on Schedule 415.

415. SUPPORTING SCHEDULE - EQUIPMENT

(Dollars in Thousands)

Line No.	Cross Check	Types of equipment (a)	Repairs (net expense) (b)	Depreciation		Amortization Adjustment net during year (e)	Line No.
				Owned (c)	Capitalized lease (d)		
1		LOCOMOTIVES					
		Diesel Locomotives - Yard	1,732	3,933	-	-	1
2		Diesel Locomotives - Road	55,607	14,547	2,204	-	2
3		Other Locomotives - Yard	-	-	-	-	3
4		Other Locomotives - Road	-	-	-	-	4
5	*	TOTAL LOCOMOTIVES	57,339	18,480	2,204	-	5
6		FREIGHT TRAIN CARS					
		Box - Plain 40 Foot	-	-	-	-	6
7		Box - Plain 50 Foot and Longer	-	13	-	-	7
8		Box - Equipped	4,830	5,527	1,477	-	8
9		Gondola - Plain	81	184	-	-	9
10		Gondola - Equipped	1,804	2,639	1,037	-	10
11		Hopper - Covered	3,758	5,808	315	-	11
12		Hopper - Open Top - General Service	739	7,572	-	-	12
13		Hopper - Open Top - Special Service	890	108	-	-	13
14		Refrigerator - Mechanical	-	-	-	-	14
15		Refrigerator - Nonmechanical	-	29	-	-	15
16		Flat - TOFC/COFC	-	(5)	-	-	16
17		Flat - Multi-level	622	566	-	-	17
18		Flat - General Service	11	914	-	-	18
19		Flat - Other	3,203	34	-	-	19
20		All Other Freight Cars	469	50	-	-	20
21		Cabooses	-	32	-	-	21
22		Auto Racks	-	1,368	-	-	22
23		Miscellaneous Accessories	-	(19)	-	-	23
24	*	TOTAL FREIGHT TRAIN CARS	16,407	24,820	2,829	-	24
25		OTHER EQUIPMENT - REVENUE FREIGHT HIGHWAY EQUIPMENT					
		Refrigerated Trailers	-	-	-	-	25
26		Other Trailers	1,183	-	-	-	26
27		Refrigerated Containers	-	-	-	-	27
28		Other Containers	-	-	-	-	28
29		Bogies	-	-	-	-	29
30		Chassis	425	6	-	-	30
31		Other Highway Equipment (Freight)	178	1,217	-	-	31
32	*	TOTAL HIGHWAY EQUIPMENT	1,786	1,223	-	-	32
33		FLOATING EQUIPMENT - REVENUE SERVICE Marine Line-Haul	1,253	6,405	1,680	-	33
34		Local Marine	-	-	-	-	34
35	*	TOTAL FLOATING EQUIPMENT	1,253	6,405	1,680	-	35
36	*	OTHER EQUIPMENT Passenger & Other Revenue Equipment (Freight Portion)	214	56	-	-	36
37	*	Computer Systems & Word Processing Equip.	-	6,343	-	-	37
38	*	Machinery - Locomotives (1)	-	-	-	-	38
39	*	Machinery - Freight Cars (2)	-	-	-	-	39
40	*	Machinery - Other Equipment (3)	3	480	-	-	40
41	*	Work and Other Nonrevenue Equipment	3,592	1,284	-	-	41
42		TOTAL OTHER EQUIPMENT	3,809	8,163	-	-	42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	80,594	59,091	6,713	-	43

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

415. SUPPORTING SCHEDULE - EQUIPMENT - (Continued)

Line No.	Cross Check	Lease & 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		-	11,823	-	12,345	-	1
2		88,655	307,196	35,172	43,755	8,038	2
3		-	-	-	-	-	3
4		-	-	-	-	-	4
5	*	88,655	319,019	35,172	56,100	8,038	5
6		-	-	-	3,610	-	6
7		1,278	735	-	(858)	-	7
8		10,873	163,526	34,153	(21,939)	8,123	8
9		-	8,341	-	1,327	-	9
10		2,993	64,186	23,953	6,999	5,388	10
11		7,115	140,716	-	20,281	-	11
12		1,042	153,485	-	(2,414)	1	12
13		1,082	6,219	-	457	-	13
14		-	-	-	1	-	14
15		-	2,555	-	(140)	-	15
16		-	-	-	60	-	16
17		-	14,148	-	10,604	-	17
18		-	19,529	-	1,529	-	18
19		9,481	4,108	-	666	-	19
20		-	2,861	-	1,262	-	20
21		-	1,099	-	796	-	21
22		-	40,031	-	24,682	-	22
23		-	-	-	(31)	-	23
24	*	33,864	621,539	58,106	46,892	13,512	24
25		-	-	-	-	-	25
26		-	393	-	-	-	26
27		-	-	-	-	-	27
28		-	1,078	-	-	-	28
29		-	-	-	-	-	29
30		-	280	-	319	-	30
31		14,032	3,158	-	2,475	-	31
32	*	14,032	4,909	-	2,794	-	32
33		-	221,796	62,221	109,040	3,318	33
34		-	-	-	-	-	34
35	*	-	221,796	62,221	109,040	3,318	35
36	*	107	723	-	232	-	36
37	*	-	79,099	-	18,165	-	37
38	*	-	-	-	-	-	38
39	*	-	-	-	-	-	39
40	*	-	29,443	-	12,606	-	40
41	*	854	33,623	-	18,408	-	41
42		961	142,888	-	49,411	-	42
43		137,512	1,310,151	155,499	264,237	24,868	43

- (1) Data reported on lines 38, 39, and 40 in columns (g) and (h) are the investment recorded in property account 44, allocated to locomotives, freight cars, and other equipment.
- (2) Depreciation to be reported on lines 38, 39 and 40 in column (c) is calculated by multiplying the investment in each element by the effective composite rate for property account 44, and then adding or subtracting the adjustment reported in column (e). This calculation should equal the amount shown in column (c), Schedule 335.

416. SUPPORTING SCHEDULE - ROAD

(Dollars in Thousands)

Line No.	Density Category (Class) (a)	Account No. (b)	Owned and Used			Improvements to Leased Property			Capitalized Leases			Total		Line No.
			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	582,732	89,957	0.93	-	-		-	-	-	582,732	89,957	1
2		8	434,366	28,315	2.63	-	-		-	-	-	434,366	28,315	2
3		9	1,098,663	201,135	2.56	-	-		-	-	-	1,098,663	201,135	3
4		11	300,400	84,772	2.10	-	-		-	-	-	300,400	84,772	4
5	SUB-TOTAL		2,416,161	404,179		-	-		-	-	-	2,416,161	404,179	5
6	II	3	770,874	118,998	0.93	-	-		-	-	-	770,874	118,998	6
7		8	574,606	37,455	2.41	-	-		-	-	-	574,606	37,455	7
8		9	1,453,375	266,077	2.31	-	-		-	-	-	1,453,375	266,077	8
9		11	397,388	112,142	1.99	-	-		-	-	-	397,388	112,142	9
10	SUB-TOTAL		3,196,243	534,672		-	-		-	-	-	3,196,243	534,672	10
11	III	3	-	N/A	N/A	-	N/A	N/A	-	N/A	N/A	-	N/A	11
12		8	-	N/A	N/A	-	N/A	N/A	-	N/A	N/A	-	N/A	12
13		9	-	N/A	N/A	-	N/A	N/A	-	N/A	N/A	-	N/A	13
14		11	-	N/A	N/A	-	N/A	N/A	-	N/A	N/A	-	N/A	14
15	SUB-TOTAL		-	N/A	N/A	-	N/A	N/A	-	N/A	N/A	-	N/A	15
16	IV	3	30,923	11,398	0.93	-	-		-	-	-	30,923	11,398	16
17		8	90,714	31,190	1.91	-	-		-	-	-	90,714	31,190	17
18		9	272,765	137,245	1.92	-	-		-	-	-	272,765	137,245	18
19		11	62,268	22,618	1.78	-	-		-	-	-	62,268	22,618	19
20	SUB-TOTAL		456,670	202,451		-	-		-	-	-	456,670	202,451	20
21	V	3	-	-		-	-		-	-	-	-	-	21
22		8	-	-		-	-		-	-	-	-	-	22
23		9	-	-		-	-		-	-	-	-	-	23
24		11	-	-		-	-		-	-	-	-	-	24
25	SUB-TOTAL		-	-		-	-		-	-	-	-	-	25
26	GRAND TOTAL		6,069,074	1,141,302	N/A	-	-	N/A	-	-	-	6,069,074	1,141,302	26

Notes:

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

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

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 ©, 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, 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 & distribution (g)	Protective services refrigerator car (h)	Other special services (i)	Total columns (b) - (i) (j)	Line No.
1	*	Administration	7,432	-	-	-	-	-	-	-	7,432	1
2	*	Pick up and delivery, marine line haul	1,284	-	-	136,459	2,785	-	N/A	2,560	143,088	2
3	*	Loading and unloading and local marine	226	-	-	-	-	-	N/A	-	226	3
4	*	Protective services - total debits and credits	-	-	-	-	-	-	-	-	-	4
5	*	Freight lost or damaged - solely related	-	-	-	-	-	-	-	-	-	5
6	*	Fringe benefits	2,883	-	-	941	19	-	-	-	3,843	6
7	*	Casualty and insurance	2,848	-	-	-	-	-	-	-	2,848	7
8	*	Joint facility - debit	-	-	-	-	-	-	-	-	-	8
9	*	Joint facility - credit	-	-	-	-	-	-	-	-	-	9
10	*	Other	2	-	-	-	-	-	-	-	2	10
11	*	TOTAL	14,675	-	-	137,400	2,804	-	-	2,560	157,439	11

Road Initials: GTC Year 2012

(Dollars in Thousands)

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

(a) = primary account number and title for which capital lease amounts are included therein.

(c) = the investment in capital leases at the end of the year.

(e) = the accumulated amortization relating to the leased properties.

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	354,191	35,172	2,204	8,038
(53) Freight-train cars	679,645	58,106	2,829	13,512
(56) Floating equipment	284,017	62,221	1,680	3,318
TOTAL	1,317,853	155,499	6,713	24,868

NOTES AND REMARKS

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450. ANALYSIS OF TAXES

(Dollars in Thousands)

A. Railway Taxes

Line No.	Cross Check	Kind of Tax	Amount	Line No.
1		Other than U.S. Government Taxes	104,111	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax and Surtax	183,165	2
3		Excess Profits	-	3
4	*	Total - Income Taxes (Lines 2 and 3)	183,165	4
5		Railroad Retirement	96,073	5
6		Hospital Insurance	10,044	6
7		Supplemental Annuities	-	7
8		Unemployment Insurance	5,413	8
9		All Other United States Taxes	65,464	9
10		Total - U.S. Government Taxes	360,159	10
11		Total - Railway Taxes	464,270	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 year totals 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 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 ⁽¹⁾ (d)	End of year balance (e)	Line No.
1	Accelerated depreciation, Sec. 167 IRC: Guideline lives pursuant to Rev. Proc. 62-21.					1
2	Accelerated amortization of facilities, Sec. 168 IRC					2
3	Accelerated amortization of rolling stock, Sec. 184 IRC					3
4	Amortization of rights of way, Sec. 185 IRC					4
5						5
6	Other (Specify)					6
7	Property depreciation & basis difference	3,355,851	65,125	(1,229)	3,419,747	7
8	Reserve for workforce reduction	-	9	-	9	8
9	Postretirement benefits	(94,178)	10,666	(6,659)	(90,171)	9
10	Claims, accruals & other reserves	(60,540)	3,406	-	(57,134)	10
11	Loss & Credit Carryforwards	(6,127)	2,772	-	(3,355)	11
12						12
13						13
14						14
15						15
16						16
17						17
18	Investment tax credit *					18
19	TOTALS	3,195,006	81,978	(7,888)	3,269,096	19

(1) Relates mainly to adjustments on the tax provision pursuant to FIN 48 and Other comprehensive income.

450. ANALYSIS OF TAXES

(Dollars in Thousands)

***Footnotes:**

1. If the flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit.	N/A
If the 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 the amount of current year's credit applied to a 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	N/A

460. ITEMS IN SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS FOR THE YEAR

(Dollars in Thousands)

Give a brief description of all items, regardless of amount, included during the year in Account 555, Unusual or Infrequent Items; 560, Income or Loss from Operations or 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, Appropriation Released; 606, Other Credits to Retained Earnings; 616, Other Debits to Retained Earnings; 620, Appropriations for Sinking and Other Funds; and 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					2
3	616	Other comprehensive income: Adjustments on pension and other postretirement benefit plans pursuant to the adoption of ASC 715		8,157	3
4		Foreign exchange on translation of an affiliated company's equity whose functional currency is the Canadian dollar		1,034	4
5					5
6	620	Appropriations for sinking and other funds Gulf Mobile and Ohio Income Debenture	47		6
7					7
8					8
9					9
10					10
11					11
12					12
13					13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28

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 guarantee or suretyship in effect at the close of the year or entered into and expired during the year. This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than two years after the date of issue. Items of less than \$50,000 may be shown as one total.

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1					1
2	Canadian National Railway Company	Revolving Credit Facility expiring in 2017	Cdn. \$ 800,000	Joint	2
3	Grand Trunk Corporation (GTC)				3
4	Grand Trunk Western Railroad Co. (GTW)				4
5	Illinois Central Railroad Co. (ICRR)				5
6	Wisconsin Central Ltd. (WCL)				6
7					7
8					8
9					9
10	Terminal RR Assn of St. Louis (Note 1)	Refunding & Improvement mortgage			10
11		Bonds Series "C"	U.S. \$ 7,014	Joint	11
12					12
13					13
14					14
15	Canadian National Railway Company	Bilateral Letter of Credit Facilities	Cdn. \$ 562,171	Joint	15
16	Grand Trunk Corporation (GTC)	expiring in 2015			16
17	Grand Trunk Western Railroad Co. (GTW)				17
18	Illinois Central Railroad Co. (ICRR)				18
19	Wisconsin Central Ltd. (WCL)				19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29	Note 1: Terminal Railroad Association of St. Louis Mortgage Bonds are fully funded by TRRA through a sinking fund established				29
30	with a balance in the amount of approximately \$19.6 million as of December 31, 2012. This fund covers future interest and				30
31	principal payments through the remainder of the bonds term.				31
32					32
33					33
34					34
35					35
36					36
37					37
38					38

2. If any corporation or other association was under obligation as guarantor or surety for the performance by the respondent of any agreement or obligation, show 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 two 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 obligation (a)	Names of all guarantors and sureties (b)	Amount of 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 the arrangement is not reduced to writing.

1. Disclose compensating balances not legally restricted, lines of credit used and unused, average interest rate of short-term borrowings that are 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% 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.

GTC, GTW, ICRR and WCL have access to Cdn. \$800 million of the credit facility discussed in schedule 501.

The maximum amount of outstanding borrowings during 2012 was nil.

As at December 31, 2012, there were no outstanding borrowings on the credit facility and Cdn. \$551 million of letters of credit drawn under the bilateral facilities discussed in schedule 501.

The Companies do not have any compensating balances.

NOTES AND REMARKS

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510. SEPARATION OF DEBTHOLDINGS BETWEEN ROAD PROPERTY AND EQUIPMENT

(Dollars in Thousands)

The principal use of this schedule is to determine the average rate of debt capital.

I. Debt Outstanding at End of Year

Line No.	Account No. (a)	Title (b)	Source (c)	Balance Close of Year (d)
1	751	Loans and notes payable	Sch 200, Line 30	-
2	764	Equipment obligations and other long-term debt due within one year	Sch 200, Line 39	37,394
3	765/767	Funded debt unmatured	Sch 200, Line 41	134,128
4	766	Equipment obligations	Sch 200, Line 42	-
5	766.5	Capitalized lease obligations	Sch 200, Line 43	83,286
6	768	Debt in default	Sch 200, Line 44	-
7	769	Accounts payable - affiliated companies	Sch 200, Line 45	4,940,100
8	770.1/770.2	Unamortized debt premium	Sch 200, Line 46	(4,382)
9		Total debt	Sum of Lines 1 through 8	5,190,526
10		Debt directly related to road property	Note 1	-
11		Debt directly related to equipment	Note 1	120,631
12		Total debt related to road and equipment	Lines 10 and 11	120,631
13		Percent directly related to road	Line 10 /Line 12 Whole % + 2 decimals	-
14		Percent directly related to equipment	Line 11 /Line 12 Whole % + 2 decimals	100.00%
15		Debt not directly related to road and equipment	Line 9 - Line 12	5,069,895
16		Road property debt (Note 2)	(Line 13 x Line 15) + Line 10	-
17		Equipment debt (Note 2)	(Line 14 x Line 15) + Line 11	5,190,526

II. Interest Accrued During the Year

Line No.	Account No. (a)	Title (b)	Source (c)	Balance Close of Year (d)
18	546-548	Total interest and amortization (fixed charges)	Sch 210, Line 42	286,288
19	546	Contingent interest on funded debt	Sch 210, Line 44	-
20	517	Release of premium on funded debt	Sch 210, Line 22	-
21		Total interest (Note 3)	(Line 18 + Line 19) - Line 20	286,288
22		Interest directly related to road property debt	Note 4	-
23		Interest directly related to equipment debt	Note 4	4,881
24		Interest not directly related to road or equipment property debt	Line 21 - (Lines 22 + 23)	281,407
25		Interest on road property debt (Note 5)	Line 22 + (Line 24 x Line 13)	-
26		Interest on equipment debt (Note 5)	Line 23 + (Line 24 x Line 14)	286,288
27		Embedded rate of debt capital - road property	Line 25 / Line 16	-
28		Embedded rate of debt capital - equipment	Line 26 / Line 17	5.52%

Note 1: Directly related means the purpose which the funds were used for 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 the charges. If the respondent provides services to more than one affiliate, and the aggregate compensation amounts to \$50,000 or more for the year, reference to this fact should be made and the detail as to the allocation of charges should be stated. For those affiliates providing services to the respondent, also enter in column (a) the percent of affiliate's gross income derived from transactions with the respondent.

The respondent may be required to furnish as an attachment to Schedule 512 a balance sheet and income statement for each affiliate with which respondent carrier had reportable transactions during the year, or alternatively, attach a "Pro forma" balance sheet and income statement for that portion or entity of each affiliate which furnished the agreed to services, equipment, or other reportable transaction. The statements, if required, should be prepared on a calendar year basis in conformity with the prescribed schedules for the balance sheet and income statement in Annual Report Form R-1, and should be noted (1) to indicate the method used for depreciating equipment or other property furnished to 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 the affiliate, insert word "direct".
- (b) If respondent controls through another company, insert the word "indirect".
- (c) If respondent is under common control with affiliate, insert the word "common".
- (d) If respondent is controlled directly or indirectly by the company listed in column (a), insert the word "controlled".
- (e) If control is exercised by other means such as a management contract or other arrangement of whatever kind, insert the word "other" and footnote to describe such arrangements.

4. In column (c), fully describe the transactions involved such as management fees, lease of building, purchase of material, etc. When the affiliate listed in column (a) provides more than one type of service in column (c), list each type of service separately and show total for the affiliate. When services are both provided and received between 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 the transactions 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) for paid or (R) for 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							1
2							2
3	Parent Company		Controlled	Various (see below)	(39,314)	224,736 P	3
4	Parent Company		Controlled	Advance		390,906 R	4
5							5
6	Affiliated companies		Direct	Advance		8,364 P	6
7	Affiliated companies		Indirect	Advance		38,624 R	7
8							8
9	Affiliated companies (Wholly-owned by Parent Company)		Common	Various		3,223 R	9
10	Affiliated companies (Wholly-owned by Parent Company)		Common	Interest expense on long-term debt	271,197		10
11	Affiliated companies (Wholly-owned by Parent Company)		Common	Outstanding long-term debt	1,000,000	4,940,100 P	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
<u>Balance as of December 31, 2011</u> Management fees Other <u><u>Balance as of December 31, 2012</u></u>				264,050 75,943 (115,257) <u><u>224,736</u></u>			

72

Road Initials: GTC

Year 2012

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 classifications:

- (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 the 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 or 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 above list of classifications.

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 terminals of single or first main track), and in the following columns the lengths of second main track, all other main tracks, passing tracks, cross-overs and turn-outs, way switching tracks, and yard switching tracks. These classes of tracks are defined as follows:

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

WAY SWITCHING TRACKS - Station, team, industry and other switching tracks for which no separate service is maintained.

YARD SWITCHING TRACKS: Yard 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 rests in a corporation controlled by or controlling the respondent. But in the case of any such inclusion, the facts of the relationship 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, on main tracks, industrial tracks and sidings owned by noncarrier companies and individuals when the respondent operates over them but does not have exclusive possession of them.

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

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

700. MILEAGE OPERATED AT CLOSE OF YEAR											
Line No.		Class	Proportion owned or leased by respondent	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (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)				
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1											1
2		1	100%	5,871	539	136	906	200	1,904	9,556	2
3											3
4		1J	50%	15	9	20	21	10	5	80	4
5											5
6		3B	LEASED	1	-	1	-	-	-	2	6
7											7
8		5	TRACKAGE RIGHTS	254	-	378	82	168	58	940	8
9											9
10											10
11											11
12											12
13											13
14											14
15											15
16											16
17											17
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39											39
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	6,141	548	535	1,009	378	1,967	10,578	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 appropriate. Mileage which has been permanently abandoned should not be included in column (h). Mileage should be reported to the nearest WHOLE mile adjusted in accord with footings; i.e., counting one-half mile and over as a whole mile and disregarding any fraction less than one-half mile.

Line No.	Cross Check	State or territory	MILES OF ROAD OPERATED BY RESPONDENT								Line No.
			Line owned	Line of propri- etary companies	Line operated under lease	Line operated under contract, etc.	Line operated under trackage rights	Total mileage operated	Line owned not operated by respondent	New line constructed during year	
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1											1
2		ALABAMA	26	-	-	-	-	26			2
3											3
4		ILLINOIS	1,269	-	-	-	20	1,289			4
5											5
6		INDIANA	104	-	-	-	-	104			6
7											7
8		IOWA	574	-	-	-	-	574			8
9											9
10		KENTUCKY	86	12	-	-	-	98			10
11											11
12		LOUISIANA	239	-	-	-	-	239			12
13											13
14		MICHIGAN	882	-	1	-	47	930			14
15											15
16		MINNESOTA	380	-	-	-	-	380			16
17											17
18		MISSISSIPPI	577	-	-	-	177	754			18
19											19
20		OHIO	4	-	-	-	-	4			20
21											21
22		PENNSYLVANIA	156	-	-	-	-	156			22
23											23
24		TENNESSEE	158	3	-	-	-	161			24
25											25
26		WISCONSIN	1,416	-	-	-	10	1,426			26
27											27
28											28
29											29
30											30
31											31
32		TOTAL MILEAGE (single track)	5,871	15	1	-	254	6,141			32

NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.

2. In column (c), give the number of units purchased new or built in company shops. In column (d), give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.

3. Units leased to others for a period of one year or more are reportable in column (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 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 regardless 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 a third rail or overhead contact wire, and use the power to drive one or more electric motors that propel the vehicle. An "other self-powered unit" includes all units other than diesel or electric, e.g., gas turbine, steam. Show type of unit, service, and number, as appropriate, in a brief description sufficient for positive identification. An "Auxiliary unit" includes all units used in conjunction with locomotives, but which draw their power from the "mother" unit, e.g.,

boosters, slugs, etc. For reporting purposes, indicate radio-controlled self-powered diesel units on lines 1 through 8, as appropriate. Radio-controlled units that are not self-powered, i.e., those without a diesel, should be reported on line 13 under "auxiliary units".

7. Column (k) should show aggregate capacity for all units reported in column (j), as follows: For locomotive units, report the manufacturer's rated horsepower (the maximum continuous power output from the diesel engines or engines delivered to the main generator or generators for tractive purposes). Exclude capacity data for steam locomotives. For passenger-train cars, report the number of passenger seats available for revenue service, counting one passenger to each berth in sleeping cars.

8. Passenger-train car types and service equipment car types correspond to AAR Mechanical Division designations. Descriptions of car codes and designations are published in The Official Railway Equipment Register.

9. Cross-checks

Schedule 710

Schedule 710

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

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

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

710. INVENTORY OF EQUIPMENT														
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS														
Line No.	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year					Line No.
				Units installed					Owned and used (h)	Leased from others (i)	Total in service of respondent (col. (h) & (i)) (j)	Aggregate capacity of units reported in col. (j) (See Ins. 7) (k)	Leased to others (l)	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including re-classification and second hand units purchased or leased from others (f)							
		Locomotive Units										(HP)		
1		Diesel-freight units	239						187	52	239	798,980		1
2		Diesel-passenger units	4						4		4	9,600		2
3		Diesel-multiple purpose units	164						164		164	317,350		3
4		Diesel-switching units	23						23		23	28,900		4
5	•	TOTAL (lines 1 to 4) units	430						378	52	430	1,154,830		5
6	•	Electric locomotives												6
7	•	Other self-powered units												7
8	•	TOTAL (lines 5,6 and 7)	430						378	52	430	1,154,830		8
9	•	Auxiliary units										N/A		9
10	•	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	430						378	52	430	N/A		10
DISTRIBUTION OF LOCOMOTIVE UNITS IN SERVICE OF RESPONDENT AT CLOSE OF YEAR BUILT, DISREGARDING YEAR OF REBUILDING														
Line No.	Cross Check	Type or design of units (a)	Before Jan. 1, 1990 (b)	Between Jan. 1, 1990 and Dec. 31, 1994 (c)	Between Jan. 1, 1995 and Dec. 31, 1999 (d)	Between Jan. 1, 2000 and Dec. 31, 2004 (e)	Between Jan. 1, 2005 and Dec. 31, 2009 (f)	During Calendar Year						Line No.
								2010 (g)	2011 (h)	2012 (i)	2013 (j)	2014 (k)	TOTAL (l)	
11	•	Diesel	304	12	81	33	-	-	-	-	-	-	430	11
12	•	Electric												12
13	•	Other self-powered units												13
14	•	TOTAL (lines 11 to 13)	304	12	81	33	-	-	-	-	-	-	430	14
15	•	Auxiliary units												15
16	•	TOTAL LOCOMOTIVE UNITS (Lines 14 and 15)	304	12	81	33	-	-	-	-	-	-	430	16

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

Line No.	Cross Check	Type or 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 re-classification (g)	Units at Close of Year					Line No.
				Units installed					Owned and used (h)	Leased from others (i)	Total in service of respondent (col. (h) & (i)) (j)	Aggregate capacity of units reported in col. (j) (See Ins. 7) (k)	Leased to others (l)	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including re-classification and second hand units purchased or leased from others (f)							
17		Passenger-Train Cars Non-Self-Propelled Coaches (PA, PB, PBO)	2						2		2			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)	2						2		2			20
21		Dining, grill & tavern cars (All class D, PD)										N/A		21
22		Nonpassenger carrying cars (All class B, CSB, M, PSA, IA)										N/A		22
23		TOTAL (lines 17 to 22)	4						4		4			23
24		Self-Propelled 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 and 28)	4						4		4			29
30		Company Service Cars Business cars (PV)										N/A		30
31		Board outfit cars (MWX)	15						15		15	N/A		31
32		Derrick and snow removal cars (MWU, MWV, MWW, MWK)	19						19		19	N/A		32
33		Dump and ballast cars (MWB, MWD)	61					9	52		52	N/A		33
34		Other maintenance and service equipment cars	398					14	384		384	N/A		34
35		TOTAL (lines 30 to 34)	493					23	470		470	N/A		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)	
36		FREIGHT TRAIN CARS Plain box cars - 40' (B1__, B2__)							36
37		Plain box cars - 50' and longer (B3_0-7, B4_0-7,B5__, B6__, B7__, B8__)	2						37
38		Equipped box cars (All Code A, Except A_5_)	3,939	34					38
39		Plain gondola cars (All Codes G & J, J__1, J__2, J__3, J__4)	92	3					39
40		Equipped gondola cars (All Code E)	2,443	144					40
41		Covered hopper cars (C__1, C__2, C__3, C__4)	5,278	76				2	41
42		Open top hopper cars - general service (All Code H)	1,895	53					42
43		Open top hopper cars - special service (J__O, and All Code K)	1,034	2,232		232		72	43
44		Refrigerator cars - mechanical (R_5_, R_6_, R_7_, R_8_,R_9_)							44
45		Refrigerator cars - non-mechanical (R_0_, R_1_, R_2_)	2						45
46		Flat cars - TOFC/COFC (All Code P, Q, and S, Except Q8_)	200						46
47		Flat cars - multilevel (All Code V)	323	46					47
48		Flat cars - general service (F10_, F20_, F30_)		8					48
49		Flat cars - other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6_, F_8_, F40_)	1,983	6					49
50		Tank cars - under 22,000 gallons (T__0, T__1, T__2, T__3, T__4, T__5)	33	1					50
51		Tank cars - 22,000 gallons and over (T__6, T__7, T__8, T__9)							51
52		All other freight cars (A_5_, F_7_, All Code L and Q8__)	51						52
53		TOTAL (lines 36 to 52)	17,275	2,603		232		74	53
54		Caboose (All Code M-930)		18					54
55		TOTAL (lines 53, 54)	17,275	2,621		232		74	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 customarily carry.

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.	Cross Check	Changes during year (concluded)	Units at close of year						Line No.
		Units retired from service of respondent whether owned or leased including reclassification (h)	Owned and used (i)	Leased from others (j)	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col (k) & (l) (see ins. 4) (m)	Leased to Others (n)	
					Time - mileage cars (k)	All Others (l)			
36									36
37		2							37
38		475	2,768	730	3,482	16	316,108		38
39		7	88		85	3	8,527		39
40		75	2,225	287	2,381	131	254,164		40
41		416	3,788	1,152	4,816	124	515,698		41
42		118	1,830		1,778	52	182,123		42
43		135	2,978	457	1,253	2,182	302,729		43
44									44
45			2			2	140		45
46		1		199	199		35,611		46
47		25	344		344		15,449		47
48			8			8	644		48
49		48	633	1,308	1,935	6	209,811		49
50			34		33	1	3,443		50
51									51
52			51		51		7,795		52
53		1,302	14,749	4,133	16,357	2,525	1,852,242		53
54		1	17		N/A	17	N/A		54
55		1,303	14,766	4,133	16,357	2,542	1,852,242		55

710. INVENTORY OF EQUIPMENT - Continued

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

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Per diem (b)	All Others (c)	Units installed				
					New units purchased or built (d)	New units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, including reclassification and second hand units purchased or leased from others (g)	
56		FLOATING EQUIPMENT Self-propelled vessels (tugboats, car ferries, etc.)	N/A	9					56
57		Non-self-propelled vessels (car floats, lighters, etc.)	N/A						57
58		TOTAL (lines 56 and 57)	N/A	9					58
59		HIGHWAY REVENUE EQUIPMENT Chassis (Z1_, Z67_, Z68_, Z_69_)							59
60		Dry van (U2_, Z_, Z6_I-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_)							67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 to 69)							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 year (concluded)	Units at close of year						Line No.
				Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col (k) & (l) (see ins. 4) (m)	Leased to Others (n)		
				Owned and used (i)	Leased from others (j)			Per diem (k)	
56			9		N/A	9	387,196		56
57					N/A				57
58			9		N/A	9	387,196		58
59									59
60									60
61									61
62									62
63									63
64									64
65									65
66									66
67									67
68									68
69									69
70									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 the 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. Disclose rebuilt units acquired or rewritten into the respondent's accounts in the lower section. The term "new" as used herein shall mean a unit or units placed in service for the first time on any railroad.

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

NEW UNITS

Line No.	Class of equipment	Number of units	Total weight (tons)	Total cost	Method of acquisition (see instructions)	Line No.
1	None					1
2						2
3						3
4						4
5						5
6						6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24
25		-	-	-		25
REBUILT UNITS						
26	None					26
27						27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38						38
39		-	-	-		39

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

1. For purposes of these schedules, the track categories are defined as follows:
 - 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, turnouts and crossovers shall be included in categories A, B, C, D, F, or potential abandonments, as appropriate).
 - F - Track over which any passenger service is provided (other than potential abandonments). Mileage should be included within track categories A through E unless there is dedicated entirely to passenger service, 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 track 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

Disclose the requested information pertaining to track and traffic conditions.

Line No.	Track category	Mileage or tracks at end of period (whole numbers)	Average annual traffic density in millions of gross ton-miles per track-mile* (use two decimal places)	Average running speed limit (use two decimal places)	Track miles under slow orders at the end of period	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	A	3,946	38.26	57.63	39.18	1
2	B	2,925	9.23	46.25	222.59	2
3	C	1,413	2.64	39.93	148.91	3
4	D	882	0.32	33.73	173.36	4
5	E	472	N/A	N/A	N/A	5
6	TOTAL	9,638	18.59	48.17	584.04	6
7	F					7
8	Potential abandonments					8

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

721. TIES LAID IN REPLACEMENT

1. Furnish the requested information concerning ties laid in replacement.
2. In column (j), report the total board feet of switch and bridge ties laid in replacement.
3. The term "spot maintenance" in column (k) means repairs to track components during routing inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total ties or board feet laid in replacement considered to be spot maintenance.
4. In line 9, the average cost per tie should include transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply storage and seasoning yards, and in the case of treating ties, also the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over carrier's own lines, and placing the ties in tracks and of train service other than that necessary in connection with loading or treatment should not be included in this schedule.

Line No.	Track category (a)	Number of crossties laid in replacement							Total (i)	Switch and bridge ties (board feet) (j)	Crossties switch and bridge ties % 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	472,254		660					472,914	453,390	N/A	1
2	B	201,322							201,322	653,969	N/A	2
3	C	35,881							35,881	23,679	N/A	3
4	D	992							992		N/A	4
5	E	80,203							80,203	932,550	N/A	5
6	TOTAL	790,652		660					791,312	2,063,588	N/A	6
7	F											7
8	Potential abandonments											8
9	Average cost per crosstie	\$ 44.78	and switchtie (MBM)									

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 under remarks 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 & bridge ties laid in new tracks during year (g)		
1									1
2									2
3									3
4									4
5									5
6									6
7				N/A					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								20
21	Number of miles of new running, passing tracks, cross-overs, etc., in which ties were laid _____								21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid _____								22

723. RAILS LAID IN REPLACEMENT

1. Furnish the requested information concerning rails laid in replacement.
2. The term "spot maintenance" in column (h) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total rails laid in replacement that are 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 rails in tracks and of train service in connection with the distribution of rails should not be included in this schedule.

Line No.	Track Category	Miles of rail laid in replacement (rail-miles)				Total		Percent of Spot Maintenance	Line No.
		New rail		Relay rail		Welded rail	Bolted rail		
		Welded rail	Bolted rail	Welded rail	Bolted rail				
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
1	A	113.32	0.76	91.44	-	204.76	0.76	0.4%	1
2	B	47.60	0.38	32.40	-	80.00	0.38	0.5%	2
3	C	3.85	0.03	16.20	-	20.05	0.03	0.1%	3
4	D	-	-	-	-	-	-	0.0%	4
5	E	4.84	-	72.31	-	77.15	-	0.0%	5
6	TOTAL	169.61	1.17	212.35	-	381.96	1.17	0.3%	6
7	F								7
8	Potential Abandonments								8
9	Average cost of new and relay rail laid in replacement per gross ton \$ 982 New \$ 480 relay								9

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 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 to 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	Rail Applied in Running Tracks, Passing Tracks, Crossovers, etc.				Rail Applied in Yard, Station, Team, Industry and Other Switching Tracks				Line No.
		Weight of rail		Total cost of rail applied in running track, passing track crossovers, etc., during year	Average cost per ton (2000 lbs)	Weight of rail		Total cost of rail applied in yard, station, team, industry, and other switching track during year	Average cost per ton (2000 lbs)	
		Pounds per yard of rail	Number of tons (2000 lbs)			Pounds per yard of rail	Number of tons (2000 lbs)			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1										1
2										2
3										3
4										4
5										5
6				NIL						6
7										7
8										8
9										9
10										10
11										11
12										12
13										13
14										14
15										15
16										16
17										17
18										18
19										19
20										20
21										21
22										22
23										23
24										24
25										25
26										26
27										27
28										28
29										29
30										30
31										31
32										32
33	TOTAL	N/A				N/A				33
34	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid.									34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid.									35
36	Track-miles of welded rail installed on system this year					Total to date				36

725. WEIGHT OF RAIL

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

Line No.	Weight of rails per yard (pounds) (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all track) (c)	Remarks (d)	Line No.
1	60	-			1
2	70	-			2
3	80	69			3
4	85	49			4
5	90	787			5
6	100	462			6
7	105	-			7
8	110	-			8
9	112	171			9
10	115	2,512			10
11	119	1			11
12	127	25			12
13	130	6			13
14	131	50			14
15	132	305			15
16	133	-			16
17	136	2,004			17
18	140	74			18
19	152	39			19
20	155	38			20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38
39					39
40					40
41					41
42					42
43					43
44					44
45					45
46					46
47					47
48	Total	6,592			48

726. SUMMARY OF TRACK REPLACEMENTS

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

Line No.	Track Category	Ties				Rail		Ballast	Track surfacing		Line No.
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles)	Percent replaced	Cubic yards of ballast placed	Miles surfaced	Percent surfaced	
		Crossties	Switch and bridge ties (board feet)	Crossties	Switch and bridge ties (board feet)						
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	
1	A	472,914	453,390	3.7%	N/A	205.52	2.6%	288,303	1,511	38%	1
2	B	201,322	653,969	2.2%	N/A	80.38	1.4%	108,767	450	15%	2
3	C	35,881	23,679	0.8%	N/A	20.08	0.7%	12,104	56	4%	3
4	D	992	-	0.0%	N/A	-	0.0%	-	-	0%	4
5	E	80,203	932,550	5.3%	N/A	77.15	8.2%	26,891	288	61%	5
6	TOTAL	791,312	2,063,588	2.6%	N/A	383.13	2.0%	436,065	2,305	24%	6
7	F										7
8	Potential abandonments	-	-	-	-	-	-	-	-	-	8

750. CONSUMPTION OF DIESEL FUEL

(Dollars in Thousands)

LOCOMOTIVES

Line No.	Kind of locomotive service (a)	Diesel oil (gallons) (b)	Line No.
1	Freight	92,072,725	1
2	Passenger	-	2
3	Yard switching	9,294,123	3
4	TOTAL	101,366,848	4
5	COST OF FUEL \$(000) *	\$326,303	5
6	Work Train	188,276	6

* Show cost of fuel charged to train and yard service (function 67-Loco. Fuels). The cost stated for diesel fuel should be the total charges in the accounts specified, including freight charges and handling expenses. Fuel consumed by mixed and special trains that are predominately freight should be included in freight service, but where the service of mixed or special trains is predominately passenger, the fuel should be included in passenger service.

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 reports. 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 or 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, 8-04, and 8-05, as instructed in notes I, K, and L.

- (A) Report miles of road operated at close of year, excluding industrial tracks, yard tracks, and sidings.
- (B) A train-mile is the movement of a train a distance of one mile. In computing train-miles, fractions representing less than one-half mile shall be disregarded and other fractions shall be considered as one mile. Train Miles-Running shall be based on the actual distance run between terminals and/or stations and shall be computed from the official time tables or distance tables. Train-Miles shall not be increased to cover the running of locomotives from shops to terminals, doubling hills, switching, or other work at way stations, or for the service of helper or pusher locomotives or of extra locomotives on double-head or triple-head trains. When the carrier's trains are detoured over foreign roads, the miles shall be computed on the basis of the miles actually run and in accordance with the service performed. Train-miles shall be kept separately for trains hauled by locomotives and trains moved by motorcars.
- (C) A motorcar is a self-propelled unit of equipment designed to carry freight or passengers, and is not considered a locomotive.
- (D) A locomotive is a self-propelled unit of equipment designed solely for moving other equipment. A locomotive unit-mile is a movement of a locomotive unit a distance of one mile under its own power. Include miles made by all locomotive units. Exclude miles made by motorcars. Miles of locomotives in helper service shall be computed on the basis of actual distance run in such service.
- (E) All locomotives unit-miles in road service shall be based on the actual distance run between terminals and/or stations. Follow instruction (B) regarding fractions and official time tables for computing locomotive miles.
- (F) Train switching locomotive-miles shall be computed at the rate of six miles per hour for the time actually engaged in such service. Include miles allowed for train locomotives for performing switching service at terminals and way stations.
- (G) Yard switching locomotive-miles shall be computed at the rate of six miles per hour for the time actually engaged in yard switching service. Include miles allowed for yard locomotives for switching service in yards where regular switching service is maintained and in terminal switching and transfer service.
- (H) A car-mile is a movement of a unit of car equipment a distance of one mile. Use car designations shown in Schedule 710. Under Railroad Owned and Leased Cars, Items 4-01 and 4-11, report both foreign cars and respondent's own cars while on the line of the respondent railroad. In Items 4-13 and 4-15, report private-line cars and shipper owned cars. Loaded and empty miles should be reported whether or not the railroad reimbursed the owner on a loaded and/or empty mile basis. Report miles made by flatcars carrying empty highway trailers that are not moving under revenue billings as empty freight car-miles. Do not report miles made by motorcars or business cars.
- (I) Exclude from Items 4-01, 4-11, 4-13, and 4-15, car-miles of work equipment, cars carrying company freight, and non-revenue private line cars moving in transportation trains. Include such car-miles in Items 4-17, 4-18, and 4-19. If private line cars move in revenue service, the loaded and empty miles should not be considered no-payment or non-revenue 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 conductor's or dispatcher's train reports or other appropriate sources, compute weight in tons (2,000 pounds). Item 6-01 includes weight of all locomotive units moved one mile in transportation trains. Ton-miles of motorcars should be excluded. Items 6-02 and 6-03 represent tons behind locomotive units (cars and contents, cabooses) moved one mile in transportation trains (excluding non-revenue gross ton-miles). Nonrevenue gross ton-miles in transportation trains include work equipment and cars carrying company freight and their contents. Use 150 pounds as the average weight per passenger and four tons as the average weight of contents of each head-end car.

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

- (L) From conductor's train reports or other appropriate sources, compute ton-miles of freight. Ton-miles represent the number of tons of revenue and nonrevenue freight moved one mile in a transportation train. Include net ton-miles in motorcar trains. Exclude l.c.l. shipment of freight handled in mixed baggage express cars. Total ton-miles of revenue freight should correspond to the ton-miles reported on Form CBS.
- (M) Road service represents elapsed time of transportation trains (both ordinary and light) between the time of leaving the initial terminals and the time at final terminals, including trains switching at way stations and delays on road as shown by conductor's or dispatcher's 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 include the miles run by trains engaged in company service such as official inspection; inspection trains for railway commissioners for which no revenue is received; trains running special with fire apparatus to save carrier's property from destruction; trains run for transporting the carrier's employees to and from work when no transportation charge is made; wrecking trains 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's 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 vehicles (TOFC trailers/containers, automobiles and trucks) loaded and unloaded to and from TOFC and multiple level freight cars when the work is performed at the railroad's expense.
- (R) Report the number of loaded revenue trailers/containers picked up, plus revenue trailers/containers delivered in TOFC/COFC and in highway interchange service, when the work is performed at the railroads' expense. (Performed at railroads' expense means that railroad employees perform the service or that the railroad hires a subsidiary or outside contractor to perform the service.) Do not include those trailers/containers which are picked up or delivered by a shipper or motor carrier, etc. when a tariff provision requires that the shipper or motor carrier, etc., and not the railroad, perform that service. Note: The count should reflect the trailer/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 refers to freight cars owned by other railroads whose interline rental is settled on time (by hour) and actual line-haul mileage charges under the Code of Car Hire Rules.

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

- (U) Flat-TOFC/COFC Car miles reported in lines 25 (4-020), 41 (4-120), 57 (4-140) and 75 (4-160) will be computed using cars rather than constructed container platforms. For example, an articulated car consisting of five platforms moved one mile will be counted as one car-mile, not five car-miles.
- (V) The intermodal Load Factor reported on Line 134 will be calculated for the average number of intermodal (TOFC/COFC) units loaded on the average intermodal car. Units are to be calculated in the same manner as Line 123 (13 TOFC/COFC - No. of Revenue Trailers & Containers Loaded and Unloaded (Q)). Intermodal cars will be calculated in accordance with instruction U for reporting Flat-TOFC/COFC Car-miles. Both intermodal (TOFC/COFC) units and intermodal cars are to be calculated using actual units and not constructed intermodal (TOFC/COFC) units or cars.

755. RAILROAD OPERATING STATISTICS

Line No.	Cross Check	Item Description (a)	Freight Train (b)	Passenger Train (c)	Line No.
1		1 Miles of Road Operated (A)	6,141		1
2		2 Train Miles - Running (B)			
2		2-01 Unit Trains	2,032,847	xxxxxx	2
3		2-02 Way Trains	4,258,183	xxxxxx	3
4		2-03 Through Trains	9,525,106		4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	15,816,136		5
6		2-05 Motorcars (C)	-		6
7		2-07 TOTAL ALL TRAINS (lines 5 and 6)	15,816,136		7
8		3 Locomotive Unit Miles (D) Road Service (E)			
8		3-01 Unit Trains	5,330,372	xxxxxx	8
9		3-02 Way Trains	6,959,802	xxxxxx	9
10		3-03 Through Trains	21,285,612		10
11		3-04 TOTAL (lines 8-10)	33,575,786		11
12		3-11 Train Switching (F)	2,640,062	xxxxxx	12
13		3-21 Yard Switching (G)	4,375,264		13
14		3-31 TOTAL ALL SERVICES (lines 11-13)	40,591,112		14
15		4 Freight Car-Miles (thousands) (H)			
15		4-01 RR Owned and Leased Cars - Loaded			
15		4-010 Box-Plain 40-Foot	-	xxxxxx	15
16		4-011 Box-Plain 50-Foot and Longer	1,621	xxxxxx	16
17		4-012 Box-Equipped	51,224	xxxxxx	17
18		4-013 Gondola-Plain	5,523	xxxxxx	18
19		4-014 Gondola-Equipped	20,594	xxxxxx	19
20		4-015 Hopper-Covered	32,592	xxxxxx	20
21		4-016 Hopper-Open Top-General Service	7,551	xxxxxx	21
22		4-017 Hopper-Open Top-Special Service	27,427	xxxxxx	22
23		4-018 Refrigerator-Mechanical	193	xxxxxx	23
24		4-019 Refrigerator-Non-Mechanical	124	xxxxxx	24
25		4-020 Flat-TOFC/COFC	3,792	xxxxxx	25
26		4-021 Flat-Multi-Level	4,726	xxxxxx	26
27		4-022 Flat-General Service	45	xxxxxx	27
28		4-023 Flat-All Other	28,729	xxxxxx	28
29		4-024 All Other Car Types-Total	4,886	xxxxxx	29
30		4-025 TOTAL (lines 15-29)	189,027	xxxxxx	30

755. RAILROAD OPERATING STATISTICS - (Continued)

Line No.	Cross Check	Item Description (a)	Freight Train (b)	Passenger Train (c)	Line No.
31		4-11 RR Owned and Leased Cars-Empty 4-110 Box-Plain 40-Foot	-	xxxxxx	31
32		4-111 Box-Plain 50-Foot and Longer	1,631	xxxxxx	32
33		4-112 Box-Equipped	42,019	xxxxxx	33
34		4-113 Gondola-Plain	5,515	xxxxxx	34
35		4-114 Gondola-Equipped	22,908	xxxxxx	35
36		4-115 Hopper-Covered	35,401	xxxxxx	36
37		4-116 Hopper-Open Top-General Service	7,529	xxxxxx	37
38		4-117 Hopper-Open Top-Special Service	27,431	xxxxxx	38
39		4-118 Refrigerator-Mechanical	191	xxxxxx	39
40		4-119 Refrigerator-Non-Mechanical	127	xxxxxx	40
41		4-120 Flat-TOFC/COFC	512	xxxxxx	41
42		4-121 Flat-Multi-Level	2,006	xxxxxx	42
43		4-122 Flat-General Service	57	xxxxxx	43
44		4-123 Flat-All Other	30,654	xxxxxx	44
45		4-124 All Other Car Types-Total	1,207	xxxxxx	45
46		4-125 TOTAL (lines 31-45)	177,188	xxxxxx	46
47		4-13 Private Line Cars - Loaded (H) 4-130 Box-Plain 40-Foot	-	xxxxxx	47
48		4-131 Box-Plain 50-Foot and Longer	802	xxxxxx	48
49		4-132 Box-Equipped	3,021	xxxxxx	49
50		4-133 Gondola-Plain	12,204	xxxxxx	50
51		4-134 Gondola-Equipped	4,497	xxxxxx	51
52		4-135 Hopper-Covered	125,742	xxxxxx	52
53		4-136 Hopper-Open Top-General Service	15,687	xxxxxx	53
54		4-137 Hopper-Open Top-Special Service	65,466	xxxxxx	54
55		4-138 Refrigerator-Mechanical	209	xxxxxx	55
56		4-139 Refrigerator-Non-Mechanical	15	xxxxxx	56
57		4-140 Flat-TOFC/COFC	37,604	xxxxxx	57
58		4-141 Flat-Multi-Level	38,817	xxxxxx	58
59		4-142 Flat-General Service	40	xxxxxx	59
60		4-143 Flat-All Other	7,121	xxxxxx	60
61		4-144 Tank Under 22,000 Gallons	54,164	xxxxxx	61
62		4-145 Tank-22,000 Gallons and Over	121,214	xxxxxx	62
63		4-146 All Other Car Types	24,799	xxxxxx	63
64		4-147 TOTAL (lines 47-63)	511,402	xxxxxx	64

755. RAILROAD OPERATING STATISTICS - (Continued)

Line No.	Cross Check	Item Description (a)	Freight Train (b)	Passenger Train (c)	Line No.
65		4-15 Private Line Cars-Empty (H) 4-150 Box-Plain 40-Foot	-	xxxxxx	65
66		4-151 Box-Plain 50-Foot and Longer	740	xxxxxx	66
67		4-152 Box-Equipped	2,374	xxxxxx	67
68		4-153 Gondola-Plain	13,477	xxxxxx	68
69		4-154 Gondola-Equipped	4,565	xxxxxx	69
70		4-155 Hopper-Covered	132,258	xxxxxx	70
71		4-156 Hopper-Open Top-General Service	15,863	xxxxxx	71
72		4-157 Hopper-Open Top-Special Service	65,980	xxxxxx	72
73		4-158 Refrigerator-Mechanical	109	xxxxxx	73
74		4-159 Refrigerator-Non-Mechanical	15	xxxxxx	74
75		4-160 Flat-TOFC/COFC	4,619	xxxxxx	75
76		4-161 Flat-Multi-Level	13,813	xxxxxx	76
77		4-162 Flat-General Service	67	xxxxxx	77
78		4-163 Flat-All Other	6,878	xxxxxx	78
79		4-164 Tank Under 22,000 Gallons	57,671	xxxxxx	79
80		4-165 Tank-22,000 Gallons and Over	124,760	xxxxxx	80
81		4-166 All Other Car Types-Total	4,882	xxxxxx	81
82		4-167 TOTAL (lines 65-81)	448,071	xxxxxx	82
83		4-17 Work Equipment and Company Freight Car-Miles	5,748	xxxxxx	83
84		4-18 No Payment Car-Miles (I) ⁽¹⁾	-	xxxxxx	84
85		4-19 Total Car-Miles by Train Type (Note) 4-191 Unit Trains	245,929	xxxxxx	85
86		4-192 Way Trains	153,613	xxxxxx	86
87		4-193 Through Trains	931,895	xxxxxx	87
88		4-194 TOTAL (Lines 85-87)	1,331,437	xxxxxx	88
89		4-20 Caboose Miles	-	xxxxxx	89

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

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

755. RAILROAD OPERATING STATISTICS - (Concluded)

Line No.	Cross Check	Item Description (a)	Freight Train (b)	Passenger Train (c)	Line No.
		6 Gross Ton Miles (thousands) (K)	xxxxxx	xxxxxx	
98		6-01 Road Locomotives	6,695,486		98
99		6-02 Freight Trains, Crs., Cnts., & Caboose		xxxxxx	99
100		6-020 Unit Trains	18,134,866		100
101		6-021 Way Trains	13,445,915	xxxxxx	101
102		6-022 Through Trains	74,352,148	xxxxxx	102
103		6-03 Passenger-Trains, Crs., and Cnts.	-		103
104		6-04 Non-Revenue	1,009,522	xxxxxx	104
105		6-05 TOTAL (lines 98-103)	113,637,937		105
106		7 Tons of Freight (thousands)			106
107		7-01 Revenue	188,506	xxxxxx	107
108		7-02 Non-Revenue	4,489	xxxxxx	108
109		7-03 TOTAL (lines 105 and 106)	192,995	xxxxxx	109
110		8 Ton-Miles of Freight (thousands) (L)			110
111		8-01 Revenue-Road Service	55,538,226	xxxxxx	111
112		8-02 Revenue-Lake Transfer Service	-	xxxxxx	112
113		8-03 TOTAL (lines 108 and 109)	55,538,226	xxxxxx	113
114		8-04 Non-Revenue-Road Service	535,229	xxxxxx	114
115		8-05 Non-Revenue-Lake Transfer Service	-	xxxxxx	115
116		8-06 TOTAL (lines 111 and 112)	535,229	xxxxxx	116
117		8-07 TOTAL-REVENUE & NON-REVENUE (lines 110 and 113)	56,073,455	xxxxxx	117
118		9 Train Hours (M)			118
119		9-01 Road Service	753,565	xxxxxx	119
120		9-02 Train Switching	269,209	xxxxxx	120
121		10 Total Yard-Switching Hours (N)	472,023	xxxxxx	121
122		11 Train-Miles Work Trains (O)			122
123		11-01 Locomotives	19,186	xxxxxx	123
124		11-02 Motorcars	-	xxxxxx	124
125		12 Number of Loaded Freight Cars (P)			125
126		12-01 Unit Trains	962,849	xxxxxx	126
127		12-02 Way Trains	2,120,057	xxxxxx	127
128		12-03 Through Trains	2,799,380	xxxxxx	128
129		13 TOFC/COFC-No. of Rev. Trailers & Cont Loaded & Unloaded (Q)	807,090	xxxxxx	129
130		14 Multi-Level Cars-No. of Motor Vehicles Loaded & Unloaded (Q)	-	xxxxxx	130
131		15 TOFC/COFC-No. of Rev. Trailers Picked Up and Delivered (R)	50,836	xxxxxx	131
132		16 Revenue Tons-Marine Terminal (S)			132
133		16-01 Marine Terminals-Coal	33,270	xxxxxx	133
134		16-02 Marine Terminals-Ore	31,937,102	xxxxxx	134
135		16-03 Marine Terminals-Other	244,056	xxxxxx	135
136		16-04 TOTAL (lines 126-128)	32,214,428	xxxxxx	136
137		17 Number of Foreign Per Diem Cars on Line (T)			137
138		17-01 Serviceable	5,315	xxxxxx	138
139		17-02 Unserviceable	-	xxxxxx	139
140		17-03 Surplus	-	xxxxxx	140
141		17-04 TOTAL (lines 130-132)	5,315	xxxxxx	141
142		TOFC/COFC - Average No. Of Units Loaded Per Car	4.71	xxxxxx	142

VERIFICATION

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

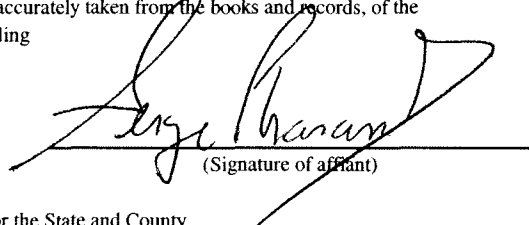
OATH

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

State of QUEBEC
 County of MONTREAL
SERGE PHARAND makes oath and says that he is VICE-PRESIDENT AND CORPORATE COMPTROLLER
 (Insert here name of the affiant) (Insert here the official title of the affiant)
 Of GRAND TRUNK CORPORATION
 (Insert here the exact legal title or name of the respondent)

that it is his duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept; that he knows that such books have been kept in good faith during the period covered by this report; that he knows that the entries contained in this report relate to accounting matters 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 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, 2012, to and including DECEMBER 31, 2012.


 (Signature of affiant)

Subscribed and sworn to before me, a COMMISSIONER OF OATHS in and for the State and County
 above named, this 27th day of MARCH, 2013.

My commission expires

Use an
 LS
 impression seal



November 12, 2013



(Signature of officer authorized to administer oaths)

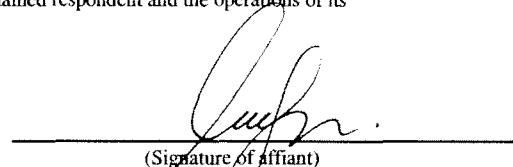
SUPPLEMENTAL OATH

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

State of QUEBEC
 County of MONTREAL
LUC JOBIN makes oath and says that he is EXECUTIVE VICE-PRESIDENT AND CHIEF FINANCIAL OFFICER
 (Insert here name of the affiant) (Insert here the official title of the affiant)
 Of GRAND TRUNK CORPORATION
 (Insert here the exact legal title or name of the respondent)

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

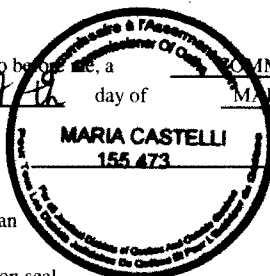
JANUARY 1, 2012, to and including DECEMBER 31, 2012.


 (Signature of affiant)

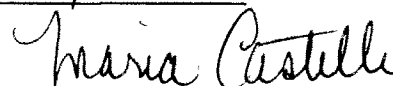
Subscribed and sworn to before me, a COMMISSIONER OF OATHS in and for the State and County
 above named, this 27th day of MARCH, 2013.

My commission expires

Use an
 LS
 impression seal



November 12, 2013



(Signature of officer authorized to administer oaths)

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