

Class I Railroad Annual Report

	<p>Norfolk Southern Combined Railroad Subsidiaries Three Commercial Place Norfolk, VA 23510-2191</p>
<p>Correct name and address if different than shown</p>	<p>Full name and address of reporting carrier (Use mailing label on original, copy in full on duplicate)</p>



**To The
Surface Transportation Board**

For the Year Ending December 31, 2007

ANNUAL REPORT

OF

**NORFOLK SOUTHERN COMBINED RAILROAD SUBSIDIARIES
("NS RAIL")**

**TO THE
SURFACE TRANSPORTATION BOARD**

**FOR THE
YEAR ENDED DECEMBER 31, 2007**

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

(Name) Marta R. Stewart (Title) Vice President and Controller

(Telephone number) (757) 629-2765
(Area Code)

(Office address) Three Commercial Place, Norfolk, VA 23510-2191
(Street and number, city, state and ZIP code)

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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, The Mercury Building, 1925 K St. N.W., Suite 500, Washington, DC 20423, by March 31 of the year following that for which the report is made. One copy should be retained by the carrier.

2. Every inquiry must be definitely answered. Where the word "none" truly and completely states the fact, it should be given as the answer. If any inquiry is inapplicable, the words "not applicable" should be used.

3. Wherever the space provided in the schedules is insufficient to permit a full and complete statement of the requested information, inserts should be prepared and appropriately identified by the number of the schedule.

4. All entries should be made in a permanent black ink or typed. Those of a contrary character must be indicated in parenthesis. Items of an unusual character must be indicated by appropriate symbols and explained in footnotes.

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

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

- (a) Board means *Surface Transportation Board*.
- (b) Respondent means *the person or corporation in whose behalf the report is made*.
- (c) Year means *the year ended December 31 for which the report is being made*.
- (d) Close of the Year means *the close of business on December 31 for the year in which the report is being made*. If the report is made for a shorter period than one year, it means *the close of the period covered by the report*.
- (e) Beginning of the Year means *the beginning of business on January 1 of the year for which the report is being made*. If the report is made for a shorter period than one year, it means *the beginning of that period*.
- (f) Preceding Year means *the year ended December 31 of the year preceding the year for which the report is made*.
- (g) The Uniform System of Accounts for Railroad Companies means *the system of accounts in Part 1201 of Title 49, Code of Federal Regulations, as amended*.

7. The ICC Termination Act of 1995 abolished the Interstate Commerce Commission and replaced it with the Surface Transportation Board. Any references to the Interstate Commerce Commission or Commission contained in this report refer to the Surface Transportation Board.

8. Any references to the Bureau of Accounts or the Office of Economics contained in this report refer to the Office of Economics, Environmental Analysis, and Administration of the Surface Transportation Board.

9. NOTE - An additional line has been added to Schedule 755 (Line 134) effective with the 2004 R-1. Also note that the instructions for completion of Schedule 755 now have two additional items (Instructions U and V).

10. NOTE - The columns in Schedule 710-Distribution of Locomotive Units In Service of Respondent At Close Of Year, Disregarding Year Of Rebuilding have been revised to reflect new five year periods.

11. NOTE - The following supplemental information about STB information collections is provided in compliance with OMB requirements and pursuant to the Paperwork Reduction Act of 1995, 44 U.S.C. 3501 et seq.:

Supplemental Information about the Annual Report (R-1)

This information collection is mandatory pursuant to 49 U.S.C. 11145.

The estimated hour burden for filing this report is less 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 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); conducting investigations and rulemakings; conducting rail revenue adequacy proceedings; developing rail cost adjustment factors; and developing the URCS, which is a cost measurement methodology. URCS was developed by the Board pursuant to 49 U.S.C. 11161 and is used as a tool in rail rate proceedings to calculate the variable costs associated with providing a particular service in accordance with 49 U.S.C. 10707(d). The Board also uses URCS to analyze the information that it obtains through the annual railroad industry waybill sample, see 49 CFR 1244, and in railroad abandonment proceedings to measure off-branch costs, pursuant to 49 U.S.C. 10904(a) and in accordance with 49 CFR 1152.32(n).

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. These reports are also maintained by the agency indefinitely on microfiche. In addition, some of this information is posted on the Board's website, www.stb.dot.gov, where it may remain indefinitely. All information collected through this report is available to the public.

The OMB control number for this collection is 2140-0009. The display of a currently valid OMB control number is required by law.

Supplemental Information about the Quarterly Condensed Balance Sheet (CBS)

This information collection is mandatory under 49 CFR 1243.2.

The estimated hour burden for filing this report is six hours per report.

The Board uses the information in this report to ensure competitive, efficient, and safe transportation through general oversight programs that monitor and forecast the financial and operating condition of railroads, and through specific regulation of railroad-rate and service issues and rail-restructuring proposals, including railroad mergers, consolidations, acquisitions of control, and abandonments. Information from the reports is used by the Board, other Federal agencies, and industry groups, including the Association of American Railroads, to assess industry growth and operations, detect changes in carrier financial stability, and identify trends that may affect the national transportation system.

Information from these reports is compiled by the Board and published on its website, www.stb.dot.gov, where it may be maintained indefinitely. The compilation report is entitled Class I Railroads, Selected Earnings Data. In addition, paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed. All information collected through this report is available to the public.

The display of a currently valid OMB control number for this collection is required by law.

Supplemental Information about the Quarterly Report of Revenues, Expenses, and Income (Form RE&I)

This information collection is mandatory pursuant to 49 U.S.C. 11164 and 49 CFR 1243.1.

The estimated hour burden for filing this report is six hours per report.

The Board uses the information in this report to ensure competitive, efficient, and safe transportation through general oversight programs that monitor and forecast the financial and operating condition of railroads, and through regulation of railroad rate and service issues and rail restructuring proposals, including railroad mergers, consolidations, acquisitions of control and abandonments. Information from the reports is used by the Board, other Federal agencies and industry groups to monitor and assess industry growth and operations, detect changes in carrier financial stability, and identify trends that may affect the national transportation system. Individual and aggregate carrier information is needed in our decision making process.

Information from these reports is compiled by the Board and published on its website, www.stb.dot.gov, where it may be maintained indefinitely. The compilation report is entitled Class I Railroads, Selected Earnings Data. In addition, paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed. All information collected through this report is available to the public.

The display of a currently valid OMB control number for this collection is required by law.

Supplemental Information about the Report of Railroad Employees, Service, and Compensation (Wage Forms A & B)

This information collection is mandatory pursuant to 49 U.S.C. 11145 and 49 CFR 1245.2.

The estimated hour burden for filing this report is 30 hours per quarterly report and 40 hours per annual report.

The Board uses information in this report to forecast labor costs and measure the efficiency of the reporting railroads. The information is also used by the Board to evaluate proposed regulated transactions that may impact rail employees. These transactions include mergers and consolidations, acquisitions of control, purchases, and abandonments. Other Federal agencies and industry groups, including the Railroad Retirement Board, the Bureau of Labor Statistics, and the Association of American Railroads, depend on the information contained in the reports to monitor railroad operations.

Certain information from the reports is compiled and published on the Board's website, www.stb.dot.gov, where it may be maintained indefinitely. In addition, paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed. All information collected through this report is available to the public.

The OMB control number for this collection is 2140-0004. The display of a currently valid OMB control number is required by law.

Supplemental Information about the Monthly Report of Number of Employees of Class I Railroads (Wage Form C)

This information collection is mandatory pursuant to 49 U.S.C. 11145 and 49 CFR 1246.1.

The estimated hour burden for filing this report is 1.25 hours per monthly report.

The Board uses information in this report to forecast labor costs and measure the efficiency of the reporting railroads. The information is also used by the Board to evaluate proposed regulated transactions that may impact rail employees, including mergers and consolidations, acquisitions of control, purchases, and abandonments. Other Federal agencies and industry groups, including the Railroad Retirement Board, the Bureau of Labor Statistics, and the Association of American Railroads, depend on the information contained in the reports to monitor railroad operations.

The information in this report is compiled and published on the Board's website, www.stb.dot.gov, where it may be maintained indefinitely. In addition, paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed. All information collected through this report is available to the public.

The OMB control number for this collection is 2140-0007. The display of a currently valid OMB control number is required by law.

Supplemental Information about the Annual Report of Cars Loaded and Cars Terminated (Form STB-54)

This information collection is mandatory pursuant to 49 U.S.C. 11162 and 49 CFR 1247.

The estimated hour burden for filing this report is four hours per report.

The Board uses information in this report to forecast labor costs and measure the efficiency of the reporting railroads. Information in this report is entered into the Board's URCS. In addition, many other Federal agencies and industry groups, including the Department of Transportation and the Association of American Railroads (AAR), depend on Form STB-54 for information regarding the number of cars loaded and terminated on the reporting carrier's line.

All information collected through this report is available to the public. Paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed.

The OMB control number for this collection is 2140-0011. The display of a currently valid OMB control number is required by law.

Supplemental Information about the Quarterly Report of Freight Commodity Statistics (Form QCS)

This information collection is mandatory pursuant to 49 U.S.C. 11145 and 49 CFR 1248.

The estimated hour burden for filing this report is 217 hours per report.

Information in this report is entered into the Board's URCS.

All information collected through this report is available to the public. Paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed.

The OMB control number for this collection is 2140-0001. The display of a currently valid OMB control number is required by law.

For Index, See Back of Form

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SPECIAL NOTICE

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

The dark borders on the schedules represent data that are captured by the Board.

It is estimated that an average of 800 burden hours per response are required to complete this collection of information. This estimate includes time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Comments concerning the accuracy of this burden estimate or suggestions for reducing this burden should be directed to the Office of the Secretary, Surface Transportation Board.

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 data returned on the corresponding page of previous reports. In case any changes of the nature referred to under inquiry 4 on this page have taken place during the year covered by this report, they should be explained in full detail

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

- 1 Exact name of common carrier making this repo Norfolk Southern Combined Railroad Subsidiaries* (NS Rail) is comprised principally of Norfolk Southern Railway Consolidated.
- 2 Date of incorporation Norfolk Southern Railway Company was incorporated June 18, 1894, under the name Southern
Railway Company
- 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
Norfolk Southern Railway Company - Organized under and by virtue of an act of Assembly of the State of Virginia,
approved February 20, 1894.
- 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 - On June 1, 1982, Southern Railway Company (SR) and Norfolk and Western Railway
Company (NW) became subsidiaries of Norfolk Southern Corporation (NS), a transportation holding company incorporated
in Virginia. Effective December 31, 1990, NS transferred all the common stock of NW to SR, and SR's name was changed to
Norfolk Southern Railway Company (NSR). Effective September 1, 1998, NW was merged with and into NSR. In August 1998,
the STB's decision approving the joint application of NS, NSR and other parties to control Conrail (which owns Consolidated
Rail Corporation) became final. NSR and CSX Transportation began operating their respective portions of Conrail's routes and
assets on June 1, 1999. See also note 11 to Schedule 200 on page 15.

* See note on page 4 "Principles of Combined Reporting."

STOCKHOLDERS REPORTS

- 5 The respondent is required to send the office of Economic and Environmental Analysis, immediately upon preparation, two copies of its latest annual report to stockholders

Check appropriate box

☐ Two copies are attached to this report.

☐ Two copies will be submitted

☒ No annual report to stockholders is prepared. Not applicable for "Norfolk Southern Combined Railroad Subsidiaries."

Enclosed with this Report Form R-1 are copies of Annual Reports on Form 10-K for year ended December 31, 2007, filed with the Securities and Exchange Commission by Norfolk Southern Corporation and Norfolk Southern Railway Company.

C. VOTING POWERS AND ELECTIONS

- 1 State the par value of each share of stock Common, \$ No Par per share first preferred, \$ _____ 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 Yes
- 3 Are voting rights proportional to holdings? Yes If no, state in a footnote the relation between holdings and corresponding voting rights.
- 4 Are voting rights attached to any securities other than stock? No If so, name in a footnote each security other than stock, to which voting rights are attached (as of the close of the year) and state in detail the relation between holdings and corresponding voting rights, stating whether voting rights are actual or contingent, and if contingent, showing the contingency
- 5 Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method? No If so, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges
- 6 Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing
Stock Books Do Not Close
- 7 State the total voting power of all security holders of the respondent at the date of such closing if within one year of the date of such filing if not state as of the close of the year NSR 16,668,997 votes as of December 31 2007 (date)
- 8 State the total number of stockholders of record, as of the date shown in answer to inquiry No 7 One stockholder
- 9 Give the names of the thirty security holders of the respondent who at the date of the latest closing of the stock book or compilation of the list of stockholders of the respondent (if within 1 year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each his address the number of votes he would have had a right to cast on that date had a meeting then been in order and the classification of the number of votes to which he was entitled, with respect to securities held by him, such securities being classified as common stock, second preferred stock first preferred stock, and other securities, stating in a footnote the names of such other securities (if any) If any such holder held in trust give (in a footnote) the particulars of the trust In the case of voting trust agreement, give as supplemental information the names and addresses of the thirty largest holders of the voting trust certificates and the amount of their individual holdings If the stock book was not closed or the list of stockholders compiled within such year show such thirty security holders as of the close of the year

Line No	Name of Security Holder	Address of Security Holder	Number of votes to which security holder was entitled	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED			Line No
				Stock			
				Common	PREFERRED		
Second	First						
1	Norfolk Southern Railway:						1
2	Norfolk Southern Corp	Norfolk, VA	16,668,997	16,668,997			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

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.

NSR - 16,668,997 votes

11. Give the date of such meeting. NSR - May 22, 2007

12. Give the place of such meeting. Norfolk, Virginia

NOTES AND REMARKS**Principles of Combined Reporting**

Norfolk Southern Combined Railroad Subsidiaries (NS Rail) includes the affiliated railroads under the COMMON CONTROL of Norfolk Southern Corporation (NS). The major subsidiary is Norfolk Southern Railway Company and consolidated subsidiaries (NSR). See listing of companies included in combined rail reporting below. Nonrailroad subsidiaries whose assets and operations are not deemed to be an integral part of rail operations are included in this combined report in the following classifications:

Balance Sheet - Fixed Capital Assets - "Property Used in Other Than Carrier Operations"

Results of Operations - "Other Income" and "Miscellaneous Deductions From Income"

All significant intercompany balances and transactions have been eliminated in combination

This form of Combined reporting was approved by the ICC Accounting and Valuation Board on March 23, 1987, as indicated in Chairman William F. Moss, III's letter.

The following companies are included in the combined rail reporting to the Surface Transportation Board:

Class I

Cincinnati, New Orleans and Texas Pacific Railway Company, The
Norfolk Southern Railway Company

Class II

Alabama Great Southern Railroad Company, The
Central of Georgia Railroad Company
Georgia Southern and Florida Railway Company

Class III

Camp Lejeune Railroad Company
Chesapeake Western Railway
Interstate Railroad Company
Norfolk and Portsmouth Belt Line Railroad Company
State University Railroad Company
Tennessee, Alabama & Georgia Railway Company
Tennessee Railway Company

Lessors and Other

Airforce Pipeline, Inc.
Alabama Great Southern LLC
Central of Georgia LLC
Citico Realty Company
High Point, Randleman, Asheboro and
Southern Railroad Company
KPF Bluegrass, LLC
KPF Holdings, LLC
KPF Mountaineer, LLC
Lamberts Point Barge Company, Inc.
Mobile and Birmingham Railroad Company
Norfolk Southern International, Inc.
Norfolk Southern-Mexico, LLC
NorfolkSouthernMexicana, S de RL de CV
North Carolina Midland Railroad Company, The
PLS Investment, LLC
Rail Investment Company
Reading Company, LLC [Delaware]
Reading Company, LLC [Virginia]
Shenandoah-Virginia Corporation
South Western Rail Road Company, The
Southern Rail Terminals, Inc.
Southern Rail Terminals of North Carolina, Inc.
Southern Region Coal Transport, Inc.
Southern Region Materials Supply, Inc.
T-Cubed of North America, LLC
TCS Leasing, Inc.
TCV, Inc.
Thoroughbred Direct Intermodal Services, Inc.
Thoroughbred Technology and Telecommunications, LLC
Transworks Company
Transworks Inc.
Transworks of Indiana, Inc.
Triple Crown Services Company
Virginia and Southwestern Railway Company
Wheelerburg Terminal LLC
Yadkin Railroad Company

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS
(Dollars in Thousands)

Line No	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at begin- ning of year (c)	Line No
Current Assets						
1		701	Cash and Cash Equivalents	150,519	457,537	1
2		702	Temporary Cash Investments	46	391,059	2
3		703	Special Deposits			3
			Accounts Receivable			
4		704	- Loan and Notes	562	730	4
5		705	- Interline and Other Balances	393	350	5
6		706	- Customers	47,553	47,909	6
7		707	- Other	52,509	49,110	7
8		709, 708	- Accrued Accounts Receivables	179,591	185,363	8
9		708 5	- Receivables from Affiliated Companies			9
10		709.5	- Less Allowance for Uncollectible Accounts	(4,333)	(4,624)	10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits	299,971	286,061	11
12		712	Materials and Supplies	175,699	150,953	12
13		713	Other Current Assets	29,760	31,094	13
14			TOTAL CURRENT ASSETS	932,270	1,595,542	14
Other Assets						
15		715 716, 717	Special Funds	549,582	519,631	15
16		721, 721 5	Investments and Advances Affiliated Companies (Schedule 310 and 310A)	1,678,835	1,536,730	16
17		722, 723	Other Investments and Advances	358,480	334,533	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities-Cr			18
19		737, 738	Property Used in Other than Carrier Operation (less Depreciation) \$35,421 and \$32,664 respectively	118,113	120,948	19
20		739 741	Other Assets	321,040	233,823	20
21		743	Other Deferred Debits	16,917	10,918	21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	3,042,967	2,756,583	23
Road and Equipment						
24		731, 732	Road (Schedule 330, L-30 Col h & b)	20,949,588	20,386,431	24
25		731, 732	Equipment (Schedule 330, L-39 Col h & b)	7,276,991	7,000,655	25
26		731, 732	Unallocated Items	553,451	362,455	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(7,833,274)	(7,282,613)	27
28			Net Road and Equipment	20,946,756	20,466,928	28
29			TOTAL ASSETS	24,921,993	24,819,053	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	Loans and Notes Payable			30
31		752	Accounts Payable; Interline and Other Balances	492	878	31
32		753	Audited Accounts and Wages	34,179	30,726	32
33		754	Other Accounts Payable	16,697	15,605	33
34		755, 756	Interest and Dividends Payable	16,092	10,470	34
35		757	Payables to Affiliated Companies	984,639	628,953	35
36		759	Accrued Accounts Payable	959,150	1,035,145	36
37		760, 761, 761.5, 762	Taxes Accrued	84,159	105,601	37
38		763	Other Current Liabilities	133,955	116,400	38
39		764	Equipment Obligations and Other Long-Term Debt	168,666	150,163	39
40			TOTAL CURRENT LIABILITIES	2,398,029	2,093,941	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured	479,026	479,026	41
42		766	Equipment Obligations	132,965	276,519	42
43		766.5	Capitalized Lease Obligations	90,209	110,352	43
44		768	Debt in Default			44
45		769	Accounts Payable; Affiliated Companies	1,099,335	1,063,445	45
46		770.1, 770 2	Unamortized Debt Premium	126,128	131,312	46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities			48
49		786	Accumulated Deferred Income Tax Credits	7,980,492	7,865,853	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	1,791,370	1,544,402	50
51			TOTAL NONCURRENT LIABILITIES	11,699,525	11,470,909	51
Shareholders' Equity						
52		791, 792	Total Capital Stock. (Schedule 230, E-11 & 17)	166,690	166,690	52
53			Common Stock	166,690	166,690	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56		794, 795	Additional Capital (Schedule 230)	6,565,581	6,523,670	56
57		797	Retained Earnings:			57
58		798	Appropriated			58
59		796	Unappropriated (Schedule 220)	3,781,930	4,216,550	59
60		798.5	Accumulated Other Comprehensive Income	310,238	347,293	60
61			Less Treasury Stock			61
62			Net Stockholders' Equity	10,824,439	11,254,203	62
			TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	24,921,993	24,819,053	

NOTES AND REMARKS

200 COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES

The notes listed below are provided to disclose supplementary information on matters that have an important effect on the financial condition of the carrier. The carrier shall give the particulars called for herein and where there is nothing to report, insert the word "none"; and in addition thereto shall enter in separate notes with suitable particulars other matters involving material amounts of the character commonly disclosed in financial statements under generally accepted accounting and reporting principles, except as shown in other schedules. This includes statements explaining (1) service interruption insurance policies and indicating the amount of indemnity to which respondent will be entitled for work stoppage losses and the maximum amount of additional premium respondent may be obligated to pay in the event such losses are sustained by other railroads; (2) particulars concerning obligations for stock purchase options granted to officers and employees, and (3) what entries have been made for net income or retained income restricted under provisions of mortgages and other arrangements

1. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking and other funds pursuant to provisions of reorganization plans, mortgages deeds of trust, or other contracts
NONE
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 9 PAGE 9
- (b) State amount, if any representing the excess of the actuarially computed value of vested benefits over the total of the pension fund NONE FOR FUNDED PLANS
- (c) Is any part of pension plan funded? Specify Yes X No
 (i) If funding is by insurance, give name of insuring company NOT APPLICABLE
 If funding is by trust agreement, list trustee(s) THE NORTHERN TRUST COMPANY (CUSTODIAN)
 Date of trust agreement or latest amendment FEBRUARY 1, 2005 (CUSTODIAL AGREEMENT)
 If respondent is affiliated in any way with the trustee(s), explain affiliation
- (d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement SEE NOTE 9, PAGE 9
- (e) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates? Specify Yes No X
 If yes, give number of the shares for each class of stock or other security
- 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 Chairman of the Board of Managers is authorized to give instructions to the Board of Managers' nominee regarding the execution of general proxies
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 employers contribution to employee stock ownership plans for the current year was SEE NOTE 9 PAGE 9.
- (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 nonoperating expense account NONE

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.

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

See Note 10 on page 12.

(a) Changes in Valuation Accounts

8 Marketable Equity Securities. See Note 11 on page 14.

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

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

	Gains	Losses
Current	\$	\$
Noncurrent	\$	\$

A net unrealized gain (loss) of \$ _____ on the sale of marketable equity securities was included in net income for _____ (year). The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to the filing, applicable to marketable equity securities owned at balance sheet date shall be disclosed below:

NOTE. / / (date) Balance sheet date of reported year unless specified as previous year

200 COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES (continued)

9. Pensions and Other Postretirement Benefits

NS and certain subsidiaries have both funded and unfunded defined benefit pension plans covering principally salaried employees. NS and certain subsidiaries also provide specified health care and death benefits to eligible retired employees and their dependents. Under the present plans, which may be amended or terminated at NS' option, a defined percentage of health care expenses is covered, reduced by any deductibles, co-payments, Medicare payments and, in some cases, coverage provided under other group insurance policies. The following relates to the combined NS plans.

Required Accounting Change

As of Dec. 31, 2006, NS adopted SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans" (SFAS 158). This statement requires an employer to recognize in its statement of financial position the overfunded or underfunded status of defined benefit pension and postretirement plans measured as the difference between the fair value of plan assets and the benefit obligation. Employers must also recognize as a component of other comprehensive income, net of tax, the actuarial gains and losses and the prior service costs, credits and transition costs that arise during the period. As a result of adopting this standard, NS reduced its pension asset by \$217 million and increased its pension and postretirement liabilities by \$258 million in its Combined Balance Sheet, with a corresponding reduction to stockholders' equity of \$292 million (net of tax) reflected as an increase to accumulated other comprehensive loss. The adoption of SFAS 158 has no impact on years prior to 2006 and has no effect on the calculation of expenses for pensions and post-retirement benefits.

Pension and Other Postretirement Benefit Obligations and Plan Assets

	Pension Benefits		Other Postretirement Benefits	
	2007	2006	2007	2006
	(\$ in millions)			
Change in benefit obligations				
Benefit obligation at beginning of year	\$ 1,650	\$ 1,642	\$ 785	\$ 754
Service cost	24	27	21	19
Interest cost	92	88	46	42
Actuarial (gains) losses	(12)	6	53	14
Benefits paid	(110)	(113)	(46)	(44)
Benefit obligation at end of year	<u>1,644</u>	<u>1,650</u>	<u>859</u>	<u>785</u>
Change in plan assets				
Fair value of plan assets at beginning of year	1,939	1,824	119	108
Actual return on plan assets	125	220	6	11
Employer contribution	9	8	97	44
Benefits paid	(110)	(113)	(46)	(44)
Fair value of plan assets at end of year	<u>1,963</u>	<u>1,939</u>	<u>176</u>	<u>119</u>
Funded status at end of year	<u>\$ 319</u>	<u>\$ 289</u>	<u>\$ (683)</u>	<u>\$ (666)</u>
Amounts recognized in the Combined Balance Sheets consist of				
Noncurrent assets	\$ 478	\$ 441	\$ --	\$ --
Current liabilities	(9)	(8)	(48)	(45)
Noncurrent liabilities	(150)	(144)	(635)	(621)
Net amount recognized	<u>\$ 319</u>	<u>\$ 289</u>	<u>\$ (683)</u>	<u>\$ (666)</u>
Amounts recognized in accumulated other comprehensive loss (pretax) consist of				
Net loss	\$ 290	\$ --	\$ 279	\$ --
Prior service cost (benefit)	9	--	(10)	--
Impact of implementation of SFAS 158	--	244	--	231

NS' unfunded pension plans, included above, which in all cases have no assets and therefore have an accumulated benefit obligation in excess of plan assets, had projected benefit obligations of \$159 million at Dec. 31, 2007, and \$152 million at Dec. 31, 2006, and had accumulated benefit obligations of \$137 million at Dec. 31, 2007, and \$125 million at Dec. 31, 2006.

Pension and Other Postretirement Benefit Cost Components

	<u>2007</u>	<u>2006</u> (\$ in millions)	<u>2005</u>
Pension benefits			
Service cost	\$ 24	\$ 27	\$ 23
Interest cost	92	88	87
Expected return on plan assets	(167)	(159)	(149)
Amortization of prior service cost	2	2	2
Amortization of net losses	9	13	14
Net benefit	\$ (40)	\$ (29)	\$ (23)
Other postretirement benefits			
Service cost	\$ 21	\$ 19	\$ 17
Interest cost	46	42	40
Expected return on plan assets	(11)	(10)	(9)
Amortization of prior service benefit	(8)	(8)	(8)
Amortization of net losses	28	27	22
Net cost	\$ 76	\$ 70	\$ 62

Other Changes in Plan Assets and Benefit Obligations Recognized in Other Comprehensive Loss

	<u>2007</u>	<u>Other</u>
	<u>Pension</u>	<u>Postretirement</u>
	<u>Benefits</u>	<u>Benefits</u>
	<u>(\$ in millions)</u>	<u>(\$ in millions)</u>
Net loss arising during the year	\$ 30	\$ 58
Amortization of prior service cost	(2)	8
Amortization of net loss	(9)	(28)
Total recognized in other comprehensive loss	\$ 19	\$ 38
Total recognized in net periodic (benefit) cost and other comprehensive loss	\$ (21)	\$ 114

The estimated net loss and prior service cost for the defined benefit pension plans that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next year are \$7 million and \$3 million, respectively. The estimated net loss and prior service benefit for the other defined benefit postretirement plans that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next year are \$30 million and \$8 million, respectively.

Pension Assumptions

Pension and other postretirement benefit costs are determined based on actuarial valuations that reflect appropriate assumptions as of the measurement date, ordinarily the beginning of each year. The funded status of the plans is determined using appropriate assumptions as of each year end. A summary of the major assumptions follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Funded status:			
Discount rate	6.25%	5.75%	5.50%
Future salary increases	4.5%	4.5%	4.5%
Pension cost:			
Discount rate	5.75%	5.50%	5.75%
Return on assets in plans	9%	9%	9%
Future salary increases	4.5%	4.5%	4.5%

NS' net pension benefit was \$40 million for the year ended Dec. 31, 2007. In recording this amount, NS assumed a long-term investment rate of return of 9%. Investment experience of the pension fund over the past 10-, 15- and 20-year periods has been a rate of return in excess of 10% and supports the current rate of return assumption. A one percentage point change to this rate of return assumption would result in a \$19 million change to the pension credit and, as a result, an equal change in "Compensation and benefits" expense. Changes that are reasonably likely to occur in assumptions concerning retirement age, projected earnings and mortality would not be expected to have a material effect on NS' net pension benefit or net pension asset in the future. The net pension asset is recorded at its expected benefit payments. In 2007, NS utilized an analysis in which the projected annual cash flows from the pension and postretirement benefit plans were matched with a yield curve based on an appropriate universe of high-quality corporate bonds. NS used the results of the yield curve to select the discount rate that matches the payment stream of the benefits in these plans. Previously, NS referred to Moody's seasoned Aa corporate bond yields and the changes in such yields in establishing the discount rate.

Health Care Cost Trend Assumptions

For measurement purposes at Dec. 31, 2007, increases in the per capita cost of covered health care benefits were assumed to be 9% for 2007 and 8.5% for 2008. It is assumed the rate will decrease gradually to an ultimate rate of 5% for 2012 and remain at that level thereafter

Assumed health care cost trend rates have a significant effect on the amounts reported in the financial statements. To illustrate, a one-percentage-point change in the assumed health care cost trend would have the following effects

Increase (decrease) in:	One percentage point	
	<u>Increase</u>	<u>Decrease</u>
	(\$ in millions)	
Total service and interest cost components	\$ 9	\$ (7)
Postretirement benefit obligation	\$ 100	\$ (84)

Asset Management

Eleven investment firms manage NS' defined benefit pension plan's assets under investment guidelines approved by the Board of Directors. Investments are restricted to domestic fixed income securities, international fixed income securities, domestic and international equity investments and unleveraged exchange-traded options and financial futures. Limitations restrict investment concentration and use of certain derivative instruments. The target asset allocation for equity is 75% of the pension plan's assets. Fixed income investments must have an average rating of "AA" or better and all fixed income securities must be rated "A" or better except bond index funds. Equity investments must be in liquid securities listed on national exchanges. No investment is permitted in the securities of Norfolk Southern Corporation or its subsidiaries (except through commingled pension trust funds). Investment managers' returns are expected to meet or exceed selected market indices by prescribed margins.

NS pension plan weighted-average asset allocations at Dec. 31, 2007 and 2006, by asset category were as follows.

<u>Asset Category</u>	<u>Percentage of</u> <u>plan assets at Dec. 31,</u>	
	<u>2007</u>	<u>2006</u>
Equity securities	75%	77%
Debt securities	25%	23%
Total	<u>100%</u>	<u>100%</u>
International equity securities included in equity securities above	10%	10%

The postretirement benefit plan assets consist primarily of trust-owned variable life insurance policies with an asset allocation at Dec. 31, 2007, of 65% in equity securities and 35% in debt securities compared with 67% in equity securities and 33% in debt securities at Dec. 31, 2006. The target asset allocation for equity is between 50% and 75% of the plan's assets.

The plans' assumed future returns are based principally on the asset allocation and on the historic returns for the plans' asset classes determined from both actual plan returns and, over longer time periods, market returns for those asset classes.

Contributions and Estimated Future Benefit Payments

In 2008, NS expects to contribute approximately \$9 million to its unfunded pension plans for payments to pensioners and \$48 million to its other postretirement benefit plans for retiree health benefits.

Benefit payments, which reflect expected future service, as appropriate, are expected to be paid as follows:

	<u>Pension</u> <u>Benefits</u>	<u>Other</u> <u>Postretirement</u> <u>Benefits</u>
	(\$ in millions)	
2008	\$ 111	\$ 48
2009	112	51
2010	114	54
2011	117	57
2012	120	59
Years 2013-2017	636	322

The other postretirement benefit payments include an estimated annual reduction due to the Medicare Part D Subsidy of about \$6 million.

Other Postretirement Coverage

Under collective bargaining agreements, NS and certain subsidiaries participate in a multi-employer benefit plan, which provides certain postretirement health care and life insurance benefits to eligible union employees. Premiums under this plan are expensed as incurred and amounted to \$27 million in 2007 and \$26 million in 2006 and 2005.

Section 401(k) Plans

Norfolk Southern and certain subsidiaries provide Section 401(k) savings plans for employees. Under the plans, NS matches a portion of employee contributions, subject to applicable limitations. NS' expenses under these plans were \$14 million in 2007 and 2006, and \$13 million in 2005.

10. Commitments and Contingencies

Lawsuits

NSR and certain subsidiaries are defendants in numerous lawsuits and other claims relating principally to railroad operations. When management concludes that it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated, it is accrued through a charge to earnings. While the ultimate amount of liability incurred in any of these lawsuits and claims is dependent on future developments, in management's opinion, the recorded liability is adequate to cover the future payment of such liability and claims. However, the final outcome of any of these lawsuits and claims cannot be predicted with certainty, and unfavorable or unexpected outcomes could result in additional accruals that could be significant to results of operations in a particular year or quarter. Any adjustments to the recorded liability will be reflected in earnings in the periods in which such adjustments are known.

Casualty Claims

Casualty claims include employee personal injury and occupational claims as well as third-party claims, all exclusive of legal costs. To aid in valuing its personal injury liability and determining the amount to accrue during the year, NS Rail's management utilizes studies prepared by an independent consulting actuarial firm. Job-related accidental injury and occupational claims are subject to the Federal Employers' Liability Act (FELA), which is applicable only to railroads. FELA's fault-based system produces results that are unpredictable and inconsistent as compared with a no-fault workers' compensation system. The variability inherent in this system could result in actual costs being very different from the liability recorded. While the ultimate amount of claims incurred is dependent on future developments, in management's opinion, the recorded liability is adequate to cover the future payments of claims and is supported by the most recent actuarial study. In all cases, NS records a liability when the expected loss for the claim is both probable and estimable.

In 2005, NS Rail recorded a liability related to the Jan 6, 2005 derailment in Graniteville, SC. The liability, which includes a current and long-term portion, represents NS Rail's best estimate based on current facts and circumstances. The estimate includes amounts related to business property damage and other economic losses, personal injury and individual property damage claims as well as third-party response costs. NS Rail's commercial insurance policies are expected to cover substantially all expenses related to this derailment above NS Rail's self-insured retention, including NS Rail's response costs and legal fees. Accordingly, the Combined Balance Sheets reflect a current and long-term receivable for estimated recoveries from NS Rail's insurance carriers. While it is reasonable to expect that the liability for covered losses could differ from the amount recorded, such a change would be offset by a corresponding change in the insurance receivable. As a result, NS Rail does not believe that it is reasonably likely that its net loss (the difference between the liability and future recoveries) will be materially different than the loss recorded in 2005. NS Rail expects at this time that insurance coverage is adequate to cover potential claims and settlements above its self-insurance retention. Expenses in 2005 included \$41 million related to this incident, representing NS Rail's retention under its insurance policies and other uninsured costs.

Employee personal injury claims – The largest component of casualties and other claims expense is employee personal injury costs. The actuarial firm engaged by NS Rail provides quarterly studies to aid in valuing its employee personal injury liability and estimating its employee personal injury expense. The actuarial firm studies NS Rail's historical patterns of reserving for claims and subsequent settlements, taking into account relevant outside influences. The actuary uses the results of these analyses to estimate the ultimate amount of the liability, which includes amounts for incurred but unasserted claims. NS Rail adjusts its liability quarterly based upon management's assessment and the results of the study. The estimate of loss liabilities is subject to inherent limitation given the difficulty of predicting future events such as jury decisions, court interpretations or legislative changes and as such the actual loss may vary from the amount recorded.

Occupational claims – Occupational claims (including asbestosis and other respiratory diseases, as well as repetitive motion) are often not caused by a specific accident or event but rather result from a claimed exposure over time. Many such claims are being asserted by former or retired employees, some of whom have not been employed in the rail industry for decades. The actuarial firm provides an estimate of the occupational claims liability based upon NS Rail's history of claim filings, severity, payments and other pertinent facts. The liability is dependent upon management's judgments made as to the specific case reserves as well as judgments of the consulting actuarial firm in the periodic studies. The actuarial firm's estimate of ultimate loss includes a provision for those claims that have been incurred but not reported. This provision is derived by analyzing industry data and projecting NS Rail's experience into the future as far as can be reasonably determined. NS Rail adjusts its liability quarterly based upon management's assessment and the results of the study. However, it is possible that the recorded liability may not be adequate to cover the future payment of claims. Adjustments to the recorded liability are reflected in operating expenses in the periods in which such adjustments become known.

Third-party claims – NS Rail records a liability for third-party claims including those for highway crossing accidents, trespasser and other injuries, automobile liability, property damage and lading damage. The actuarial firm assists with the calculation of potential liability for third-party claims, except lading damage, based upon NS Rail's experience including number and timing of incidents, amount of payments, settlement rates, number of open claims and legal defenses. The actuarial estimate includes a provision for claims that have been incurred but have not yet been reported. Each quarter NS Rail adjusts its liability based upon management's assessment and the results of the study. Given the inherent uncertainty in regard to the ultimate outcome of third-party claims, it is possible that future settlement costs may differ from the estimated liability recorded.

Environmental Matters

NS Rail is subject to various jurisdictions' environmental laws and regulations. It is NS Rail's policy to record a liability where such liability or loss is probable and its amount can be estimated reasonably. Claims, if any, against third parties for recovery of cleanup costs incurred by NS Rail are reflected as receivables (when collection is probable) on the balance sheet and are not netted against the associated NS Rail liability. Environmental engineers regularly participate in ongoing evaluations of all known sites and in determining any necessary adjustments to liability estimates. NS Rail also has an Environmental Policy Council, composed of senior managers, to oversee and interpret its environmental policy.

NS Rail's Combined Balance Sheets included liabilities for environmental exposures in the amount of \$46 million at Dec. 31, 2007, and \$54 million at Dec. 31, 2006 (of which \$12 million was accounted for as a current liability at Dec. 31, 2007 and 2006). At Dec. 31, 2007, the liability represented NS Rail's estimate of the probable cleanup and remediation costs based on available information at 155 known locations compared with 172 locations at Dec. 31, 2006. On that date, 13 sites accounted for \$25 million of the liability, and no individual site was considered to be material. NS Rail anticipates that much of this liability will be paid out over five years; however, some costs will be paid out over a longer period.

At 32 locations, one or more NS Rail subsidiaries, usually in conjunction with a number of other parties, have been identified as potentially responsible parties by the Environmental Protection Agency (EPA) or similar state authorities under the Comprehensive Environmental Response, Compensation and Liability Act of 1980, or comparable state statutes, which often impose joint and several liability for cleanup costs.

With respect to known environmental sites (whether identified by NS Rail or by the EPA or comparable state authorities), estimates of NS Rail's ultimate potential financial exposure for a given site or in the aggregate for all such sites are necessarily imprecise because of the widely varying costs of currently available cleanup techniques, the likely development of new cleanup technologies, the difficulty of determining in advance the nature and full extent of contamination and each potential participant's share of any estimated loss (and that participant's ability to bear it) and evolving statutory and regulatory standards governing liability.

The risk of incurring environmental liability – for acts and omissions, past, present and future – is inherent in the railroad business. Some of the commodities in NS Rail's traffic mix, particularly those classified as hazardous materials, can pose special risks that NS Rail and its subsidiaries work diligently to minimize. In addition, several NS Rail subsidiaries own, or have owned, land used as operating property, or which is leased and operated by others, or held for sale. Because environmental problems may exist on these properties that are latent or undisclosed, there can be no assurance that NS Rail will not incur environmental liabilities or costs with respect to one or more of them, the amount and materiality of which cannot be estimated reliably at this time. Moreover, lawsuits and claims involving these and potentially other unidentified environmental sites and matters are likely to arise from time to time. The resulting liabilities could have a significant effect on financial position, results of operations or liquidity in a particular year or quarter.

However, based on its assessment of the facts and circumstances now known, management believes that it has recorded the probable costs for dealing with those environmental matters of which NS Rail is aware. Further, management believes that it is unlikely that any known matters, either individually or in the aggregate, will have a material adverse effect on NS Rail's financial position, results of operations or liquidity.

Insurance

NS Rail is covered by insurance for potential losses for third-party liability and first-party property damages. NS Rail is currently self-insured up to \$25 million and above \$1 billion per occurrence for bodily injury and property damage to third parties and up to \$25 million and above \$175 million per occurrence for property owned by NS Rail or in NS Rail's care, custody or control.

Purchase Commitments

At Dec. 31, 2007, NSR had outstanding purchase commitments of approximately \$282 million primarily for coal hoppers, locomotives, RoadRailer® trailers, and track material in connection with its capital programs through 2009.

Change-In-Control Arrangements

NS has compensation agreements with officers and certain key employees that become operative only upon a change in control of NS, as defined in those agreements. The agreements provide generally for payments based on compensation at the time of a covered individual's involuntary or other specified termination and for certain other benefits.

Guarantees

In a number of instances, NSR and its subsidiaries have agreed to indemnify lenders for additional costs they may bear as a result of certain changes in laws or regulations applicable to their loans. Such changes may include impositions or modifications with respect to taxes, duties, reserves, liquidity, capital adequacy, special deposits, and similar requirements relating to extensions of credit by, deposits with, or the assets or liabilities of such lenders. The nature and timing of changes in laws or regulations applicable to NSR's financings are inherently unpredictable, and therefore NSR's exposure in connection with the foregoing indemnifications cannot be quantified. No liability has been recorded related to these indemnifications. In the case of one type of equipment financing, NSR's Japanese leveraged leases, NSR may terminate the leases and ancillary agreements if such a change-in-law indemnity is triggered. Such a termination would require NSR to make early termination payments that would not be expected to have a material adverse effect on NS' financial position, results of operations or liquidity.

NSR has indemnified parties in a number of transactions for U.S. income tax withholding imposed as a result of changes in U.S. tax law. In all cases, NSR has the right to unwind the related transaction if the withholding cannot be avoided in the future. Because these indemnities would be triggered and are dependent upon a change in the tax law, the maximum exposure is not quantifiable. Management does not believe that it is likely that it will be required to make any payments under these indemnities.

As of Dec. 31, 2007, certain NSR and subsidiaries are contingently liable as guarantors with respect to \$8 million of indebtedness of an entity in which they have an ownership interest, the Terminal Railroad Association of St. Louis, due in 2019. Four other railroads are also jointly and severally liable as guarantors for this indebtedness. No liability has been recorded related to this guaranty.

11. Marketable Equity Securities

	<u>2007</u>	Dec. 31, (in millions of dollars)	<u>2006</u>
Marketable equity securities, principally 20,683,686 shares Of NS Common Stock at fair value	\$1,043		\$1,045

Carrying value adjustments which are noncash transactions, are not included in the Combined Statement of Cash Flows. The gross unrealized holding gain was \$1,024 million on Dec. 31, 2007 and \$1,027 million on Dec. 31, 2006. Sales of "available-for-sale-securities" were immaterial for years ended Dec. 31, 2007 and 2006.

12. Required Accounting Changes

In August 2001, the FASB issued Statement No. 143 "Accounting for Asset Retirement Obligations." (SFAS No. 143). Pursuant to SFAS No. 143, the cost to remove crossties must be recorded as an expense when incurred; previously these removal costs were accrued as a component of depreciation. STB accounting rules require that railroads accrue the cost of removing crossties over the expected useful life of these assets. NS Rail has not implemented SFAS No. 143 for STB reporting purposes. As a result, these financial statements do not reflect generally accepted accounting principles with regard to the removal of crossties.

Effective Dec. 31, 2006, NS Rail adopted Statement of Financial Accounting Standards (SFAS) No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans" (see Note 9).

Effective Jan. 1, 2007, NS Rail adopted Financial Accounting Standards Board Interpretation No. 48 (FIN 48), "Accounting for Uncertainty in Income Taxes," which clarifies accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes." FIN 48 prescribes a recognition threshold and measurement attribute for a tax position taken or expected to be taken in a tax return. Under the guidelines of FIN 48, an entity should recognize the financial statement benefit of a tax position if it determines that it is more likely than not that the position will be sustained on examination.

Reclassifications

Certain comparative prior year amounts have been reclassified to conform to the current year presentation.

13. Related Parties

General

Norfolk Southern Corporation (NS) is the parent holding company of NSR. Rail operations are coordinated at the holding company level by the NS Vice Chairman and Chief Operating Officer. NS charges NS Rail a fee for management services it performs for NS Rail (which totaled \$720 million, including a \$45 million markup, in 2007; \$747 million, including a \$46 million markup, in 2006, and \$673 million, including a \$42 million markup, in 2005). In addition, NS charges NS Rail a revenue-based licensing fee (which totaled \$138 million in 2007, \$136 million in 2006; and \$123 million in 2005) for use of certain intangible assets owned by NS.

Noncash Dividend

NSR declared and issued to NS noncash dividends totaling \$1.7 billion in 2007, zero in 2006 and \$667 million in 2005, which were settled by reduction of NS Rail's interest-bearing advances due from NS. Noncash dividends are excluded from the Combined Statements of Cash Flows.

Sale of Accounts Receivable

NS Rail sells, without recourse, to a bankruptcy-remote special-purpose NS subsidiary, a pool of accounts receivable. NS Rail services and collects the sold receivables; however, no servicing asset or liability has been recognized because the benefits of servicing are estimated to be just adequate to compensate NS Rail for its responsibilities. Payments collected from sold receivables are remitted to the special-purpose NS subsidiary, which, in turn, reinvests the amounts by purchasing new receivables from NS Rail. NS Rail has no retained interest in the sold receivables. Under the terms of the sale agreement, the receivables are treated as sold and, accordingly, \$653 million at Dec. 31, 2007, and \$692 million at Dec. 31, 2006, of sold receivables are not included in the Balance Sheet of NS Rail. Fees associated with the sale, which are based on historical dilution and prevailing interest rates, are included in Account 551.

Intercompany Federal Income Tax Accounts

In accordance with the NS Tax Allocation Agreement, intercompany federal income tax accounts are recorded between companies in the NS consolidated group. NS Rail had long-term intercompany federal income tax payables (which are included in "Deferred income taxes" in the Combined Balance Sheets) of \$1,325 million at Dec. 31, 2007, and \$1,230 million at Dec. 31, 2006.

Cash Required for NS Debt

To finance the cost of the original Conrail transaction, NS issued and sold commercial paper and \$4.3 billion of unsecured notes. A significant portion of the funding for the interest and repayments on this and other NS debt is expected to be provided by NS Rail.

NS is subject to various financial covenants with respect to its debt and under its credit agreement, including a maximum leverage ratio restriction and certain restrictions on issuance of further debt. As a major NS subsidiary, NS Rail is subject to certain of those covenants.

14. Operation over Conrail's Lines

Through a limited liability company, NS and CSX Corporation (CSX) jointly own Conrail Inc. (Conrail), whose primary subsidiary is Consolidated Rail Corporation (CRC). NS has a 58% economic and 50% voting interest in the jointly owned entity, and CSX has the remainder of the economic and voting interests. CRC owns and operates certain properties (the Shared Assets Areas) for the joint and exclusive benefit of NSR and CSX Transportation, Inc. (CSXT). The costs of operating the Shared Assets Areas are borne by NSR and CSXT based on usage. Future minimum lease payments due to CRC under the Shared Assets Areas agreements are \$28 million in each of 2008 through 2012 and \$317 million thereafter. In addition, NSR and CSXT pay CRC a fee for access to the Shared Assets Areas. Railway Operating Expenses include expenses for amounts due to CRC for operation of the Shared Assets Areas of \$126 million in 2007 and 2006, and \$129 million in 2005.

15. Derivative Financial Instruments

All derivatives are recognized in the financial statements as either assets or liabilities and are measured at fair value. Changes in fair value are recorded as adjustments to the assets or liabilities being hedged in "Other comprehensive income," or in current earnings, depending on whether the derivative is designated and qualifies for hedge accounting, the type of hedge transaction represented and the effectiveness of the hedge.

NS Rail has used derivative financial instruments to reduce the risk of volatility in its diesel fuel costs and to manage its overall exposure to fluctuations in interest rates. NS Rail does not engage in the trading of derivatives. Management has determined that its derivative financial instruments qualify as either fair-value or cash-flow hedges, having values that highly correlate with the underlying hedged exposures, and has designated such instruments as hedging transactions. Credit risk related to the derivative financial instruments is considered to be minimal and is managed by requiring high credit standards for counterparties and periodic settlements.

Diesel Fuel Hedging

From 2001 until May 2004, NS Rail entered into contracts that hedged a portion of its diesel fuel consumption. The intent of the program was to assist in the management of NS Rail's aggregate risk exposure to fuel price fluctuations, which can significantly affect NS Rail's operating margins and profitability, through the use of one or more types of derivative instruments. The goal of this hedging strategy was to reduce the variability of fuel costs over an extended period of time while minimizing the incremental cost of hedging. The program provided that NS Rail would not enter into any fuel hedges with a duration of more than 36 months, and that no more than 80% of NS Rail's average monthly fuel consumption would be hedged for any month within any 36-month period. After taking into account the effect of the hedging, diesel fuel costs represented 14% and 11% of NS Rail's operating expenses for the years ended Dec. 31, 2006 and 2005, respectively. The last remaining contracts were settled in the second quarter of 2006, bringing an end to this program.

NS Rail's fuel hedging activity resulted in decreases in diesel fuel expenses of \$20 million in 2006 and \$148 million in 2005. Ineffectiveness, or the extent to which changes in the fair value of the heating oil contracts do not offset changes in the fair values of the expected diesel fuel transactions, was a \$1 million expense in 2006 and a \$5 million expense in 2005.

Interest Rate Hedging

NS Rail manages its overall exposure to fluctuations in interest rates by issuing both fixed and floating-rate debt instruments, and by entering into interest rate hedging transactions to achieve an appropriate mix within its debt portfolio. NS Rail had \$59 million, or 8%, and \$83 million, or 10%, of its fixed rate debt portfolio hedged as of Dec. 31, 2007, and Dec. 31, 2006, respectively, using interest rate swaps that qualify for and are designated as fair-value hedge transactions. NS Rail's interest rate hedging activity resulted in decreases in interest expenses of \$1 million for 2007 and 2006, and \$2 million for 2005. These swaps have been effective in hedging the changes in fair value of the related debt arising from changes in interest rates and there has been no impact on earnings resulting from ineffectiveness associated with these derivative transactions.

Fair Values

Fair values of interest rate swaps at Dec. 31, 2007, and Dec. 31, 2006, were determined based upon the present value of expected future cash flows discounted at the appropriate implied spot rate from the spot rate yield curve. Fair value adjustments are noncash transactions and, accordingly, are excluded from the Combined Statements of Cash Flows. The total net asset position of NS' outstanding derivative financial instruments was comprised of a gross fair value asset position of \$1 million at both Dec. 31, 2007, and Dec. 31, 2006.

16. Freight Rates

In 2007, NS Rail continued its reliance on private contracts and exempt price quotes as the predominant pricing mechanism. Thus, a major portion of NS Rail's freight business is not currently economically regulated by the government. In general, market forces have been substituted for government regulation and now are the primary determinant of rail service prices. In 2005, coal movements that had been moving under common carrier (tariff) rates to Duke Energy and Carolina Power and Light power plants began moving under contract rates as part of the settlement agreements resolving the rail transportation rate cases brought by each of the utilities.

In 2007, NS Rail was found by the STB to be "revenue adequate" based on the results for the year 2006. A railroad is "revenue adequate" under the applicable law when its return on net investment exceeds the rail industry's composite cost of capital. This determination is made pursuant to statutory requirement.

210. RESULTS OF OPERATIONS
(Dollars in Thousands)

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

2. Report total operating expenses from Schedule 410 of this report. Any disparities in expense amounts shown in this schedule and expense amounts reported in Schedule 410 must be fully explained on page 18.

3. List dividends from investments accounted for under the cost method on the appropriate line No. 19 for Account No. 513, "Dividend Income." List dividends accounted for by the equity method on the appropriate dividend line No. 25 under the "Income from Affiliated Companies" subsection of this schedule.

4. All contra entries hereunder should be indicated in parenthesis.

5. Cross-checks

Schedule 210

Line 15, column (b)

Line 47 plus 48 plus 49, column (b)

Line 50, column (b)

Line 14, column (b)

Line 14, column (d)

Line 14, column (e)

Schedule 210

= Line 62, column (b)

= Line 63, column (b)

= Line 64, column (b)

Schedule 410

= Line 620, column (h)

= Line 620, column (f)

= Line 620, column (g)

Line No	Cross Check	Item	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	9,147,037	9,117,052	9,147,037		1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching	65,490	60,261	65,490		4
5		(105) Water Transfers					5
6		(106) Demurrage	119,141	126,406	119,141		6
7		(110) Incidental	100,731	103,523	100,731		7
8		(121) Joint Facility-Credit (Debit)					8
9		(122) Joint Facility-Debit (Credit)					9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	9,432,399	9,407,242	9,432,399		10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	9,432,399	9,407,242	9,432,399		13
14	*	(531) Railway operating expenses	7,052,511	7,056,845	7,052,511		14
15	*	Net revenue from railway operations	2,379,888	2,350,397	2,379,888		15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	1,499	2,380			16
17		(510) Miscellaneous rent income	39,437	37,025			17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend Income (cost method)	20,636	14,163			19
20		(514) Interest Income	151,733	109,641			20
21		(516) Income from sinking and other funds	13	13			21
22		(517) Release of premiums on funded debt					22
23		(518) Reimbursements received under contracts and agreements					23
24		(519) Miscellaneous income	235,637	136,287			24
		Income from affiliated companies 519					
25		a. Dividends (equity method)					25
26		b. Equity in undistributed earnings (losses)	(216)	(132)			26
27		TOTAL OTHER INCOME (lines 16-26)	448,739	299,377			27
28		TOTAL INCOME (lines 15, 27)	2,828,627	2,649,774			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	21,007	19,288			29
30		(544) Miscellaneous taxes					30
31		(545) Separately operated properties-Loss					31
32		(549) Maintenance of investment organization					32
33		(550) Income transferred under contracts and agreements					33
34		(551) Miscellaneous income charges	675,663	571,641			34
35		(553) Uncollectible accounts					35
36		TOTAL MISCELLANEOUS DEDUCTIONS (lines 29-35)	696,670	590,929			36
37		Income available for fixed charges (lines 28, 36)	2,131,957	2,058,845			37

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

Line No	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No
FIXED CHARGES					
		(546) Interest on funded debt			
38		(a) Fixed interest not in default	50,813	58,994	38
39		(b) Interest in default			39
40		(547) Interest on unfunded debt	164,701	153,163	40
41		(548) Amortization of discount on funded debt	301	415	41
42		TOTAL FIXED CHARGES (lines 38-41)	215,815	212,572	42
43		Income after fixed charges (lines 37, 42)	1,916,142	1,846,273	43
OTHER DEDUCTIONS					
		(546) Interest on funded debt			
44		(c) Contingent interest			44
UNUSUAL OR INFREQUENT ITEMS					
45		(555) Unusual or infrequent items (debit) credit			45
46		Income (Loss) from continuing operations (before income taxes)	1,916,142	1,846,273	46
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income			
47	*	(a) Federal income taxes	480,475	490,190	47
48	*	(b) State income taxes	62,842	83,004	48
49	*	(c) Other income taxes			49
50	*	(557) Provision for deferred taxes	147,584	40,315	50
51		TOTAL PROVISIONS FOR INCOME TAXES (lines 47-50)	690,901	613,509	51
52		Income from continuing operations (lines 46+51)	1,225,241	1,232,764	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+53+54)	1,225,241	1,232,764	55
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
56		(570) Extraordinary items (Net)			56
57		(590) Income taxes on extraordinary items			57
58		(591) Provision for deferred taxes-Extraordinary items			58
59		TOTAL EXTRAORDINARY ITEMS (lines 56-58)			59
60		(592) Cumulative effect of changes in accounting principles (less applicable tax of \$)			60
61	*	Net income (Loss) (lines 55+59+60)	1,225,241	1,232,764	61
Reconciliation of net railway operating income(NROI)					
62		Net revenues from railway operation	2,379,888	2,350,397	62
63	*	(556) Income taxes on ordinary income (-)	(543,317)	(573,194)	63
64	*	(557) Provision for deferred income taxes (-)	(147,584)	(40,315)	64
65		Income from lease of road and equipment (-)	(8,961)	(7,292)	65
66		Rent for leased roads and equipment (+)	24,000	22,003	66
67		Net railway operating income (loss)	1,704,026	1,751,599	67

Notes and Remarks For Schedules 210 and 220

10/1/07

220. RETAINED EARNINGS

(Dollars in Thousands)

- 1 Show below the items of Retained Earnings Accounts of the respondent for the year classified in accordance with the Uniform System of Accounts for Railroad Companies
- 2 All contra entries hereunder should be shown in parentheses
- 3 Show under "Remarks" the amount of assigned Federal income tax consequences for Account 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 The total of column (b) and (c), lines 3 and 7, should agree with line 61 column (b), Schedule 210
- 6 Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c)

Line No	Cross Check	Item	Retained earnings- Unappropriated	Equity in undistributed earnings (losses) of affiliated companies	Line No
		(a)	(b)	(c)	
1		Balances at beginning of year	4 216,550		1
2	(601 5)	Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	(602)	Credit balance transferred from income	1,225,241		3
4	(603)	Appropriations released			4
5	(606)	Other credits to retained earnings	7,039		5
6		TOTAL	1,232,280		6
		DEBITS			
7	(612)	Debit balance transferred from income			7
8	(616)	Other debits to retained earnings			8
9	(620)	Appropriations for sinking and other funds			9
10	(621)	Appropriations for other purposes			10
11	(623)	Dividends Common stock (see note 13 page 14)	1,666,900		11
12		Preferred stock (1)			12
13		TOTAL	1,666,900		13
14		Net increase (decrease) during year (line 6 minus line 13)	(434,620)		14
15		Balances at close of year (lines 1, 2 & 14)	3,781,930		15
16		Balances from line 15 (c)		N/A *	16
17	(798)	Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	3,781,930	N/A	17
18	(797)	Total appropriated retained earnings			18
19		Credits during year			19
20		Debits during year			20
21		Balance at close of \$0			21
22		Amount of assigned Federal income tax consequences			22
23		Account 606 \$ None			23
		Account 616 \$ None			

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

* Respondent maintains equity accounting for affiliates by recording transactions into the books of accounts. Therefore, a separate retained earnings memorandum account for the financial reporting of the equity portion is not maintained

230. CAPITAL STOCK

PART I. CAPITAL STOCK

(Dollars in Thousands)

- 1 Disclose in column (a) the particulars of the various issues of capital stock of the respondent, distinguishing separate issues of any general class, if different in any respect
- 2 Present in column (b) the par or stated value of each issue. If none, so state.
3. Disclose in columns (c), (d), (e) and (f) the required information concerning the number of shares authorized, issued, in treasury and outstanding for the various issues.
- 4 For the purposes of this report, capital stock and other securities are considered to be nominally issued when certificates are signed and sealed and placed with the proper officer for sale and delivery or are pledged or otherwise placed in some special fund of the respondent. They are considered to be actually issued when sold to a bona fide purchaser who holds them free from control by the respondent. All securities actually issued and not reacquired by or for the respondent are considered to be actually outstanding. If reacquired by or for the respondent, and not cancelled or retired, they are considered to be nominally outstanding.

Line No.	Class of Stock	Par Value	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common								1
2	Norfolk Southern Railway Company	None	50,000,000	16,668,997		16,668,997	\$166,690		2
3									3
4									4
5									5
6									6
7									7
8									8
9									9
10	TOTAL	N/A	50,000,000	16,668,997		16,668,997	\$166,690		10

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

(Dollars in Thousands)

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

Line No.	Items	Preferred Stock		Common Stock		Treasury Stock		Additional Capital (h)	Line No.
		Number of Shares (b)	Amount (c)	Number of Shares (d)	Amount (e)	Number of Shares (f)	Amount (g)		
11	Balance at beginning of year				\$166,690			\$6,523,670	11
12	Capital Stock Sold								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Contribution to Capital							\$41,911	15
16									16
17	Balance at close of year				\$166,690			\$6,565,581	17

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 as 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 from operating activities. If direct method is used complete lines 1-41, indirect method complete lines 10-41. Cash for the purpose of this schedule shall include cash and cash equivalents which are short-term, highly liquid investments readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Information about all investing and financing activities which do not directly affect cash shall be separately disclosed in footnotes to this schedule. They shall clearly relate the cash (if any) and noncash aspects of transactions. Examples of noncash investing and transactions include converting debt to equity acquiring assets 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)	Prior Year (c)	Line No
1		Cash received from operating revenues			1
2		Dividends received from affiliates			2
3		Interest received			3
4		Other income			4
5		Cash paid for operating expenses			5
6		Interest paid (net of amounts capitalized)			6
7		Income taxes paid			7
8		Other-net			8
9		NET CASH PROVIDED BY OPERATING ACTIVITIES (Lines 1-8)			9

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No
10		Income from continuing operations	1,225,241	1,232,764	10

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

Line No	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No
11		Loss (gain) on sale or disposal of tangible property and investments	(30,792)	(19,761)	11
12		Depreciation and amortization expenses	827,161	790,165	12
13		Increase (decrease) in provision for deferred income taxes	147,584	40,315	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	50,231	33,594	14
15		Decrease (increase) in accounts receivable	(17,437)	(46,660)	15
16		Decrease (increase) in materials and supplies, and other current assets	(46,671)	(51,994)	16
17		Increase (decrease) in current liabilities other than debt	56,304	2,893	17
18		Increase (decrease) in other-net	(16,887)	(106,984)	18
19		Net cash provided from continuing operations (Lines 10-18)	2,195,034	1,874,332	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 & 20)	2,195,034	1,874,332	21

CASH FLOWS FROM INVESTING ACTIVITIES

Line No	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No
22		Proceeds from sale of property and other transactions	70,182	51,479	22
23		Capital expenditures	(1,340,311)	(1,177,346)	23
24		Net change in temporary cash investments not qualifying as cash equivalents	391,013	576,329	24
25		Proceeds from sale/repayment of investment and advances	402,523	1,598,011	25
26		Purchase price of long-term investment and advances	(616,959)	(1,793,394)	26
27		Net decrease (increase) in sinking and other special funds	(29,951)	170,605	27
28		Other-net	-	-	28
29		NET CASH USED IN INVESTING ACTIVITIES (Lines 22-28)	(1,123,403)	(574,316)	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)	Prior Year (c)	Line No.
30		Proceeds from issuance of long-term debt	-	-	30
31		Principal payments of long-term debt	(145,236)	(117,102)	31
32		Redemption of minority interest	-	-	32
33		Other paid-in capital	41,911	6,395	33
34		Advances from NS	398,583	42,281	34
35		Advances and repayments to NS	(1,673,907)	(1,028,260)	35
36		NET CASH FROM FINANCING ACTIVITIES (Lines 30-35)	(1,378,649)	(1,096,686)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (Lines 21, 29 & 36)	(307,018)	203,330	37
38		Cash and cash equivalents at beginning of the year	457,537	254,207	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (Lines 37 & 38)	150,519	457,537	39
Footnotes to Schedule 240					
Cash paid during the year for					
40		Interest (net of amount capitalized)*	117,956	122,616	40
41		Income taxes (net)*	434,123	527,146	41

*Only applies if indirect method is adopted.

NOTES AND REMARKS

245. WORKING CAPITAL

(Dollars in Thousands)

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

2. Carry out calculation of lines 9, 10, 20 and 21, to the nearest whole number

Line No.	Item (a)	Source No	Amount (b)	Line No
	CURRENT OPERATING ASSETS			
1	Interline and Other Balances (705)	Schedule 200, line 5, column b	393	1
2	Customers (706)	Schedule 200 line 6, column b	47,553	2
3	Other (707)	Note A	52,509	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	100,455	4
	OPERATING REVENUE			
5	Railway Operating Revenue	Schedule 210, line 13, column b	9,432,399	5
6	Rent Income	Note B	250,663	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	9,683,062	7
8	Average Daily Operating Revenues	Line 7 - 360 days	26,897	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 + line 8	4	9
10	Revenue Delay Days Plus Buffer	Lines 9 + 15 days	19	10
	CURRENT OPERATING LIABILITIES			
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	492	11
12	Audited Accounts and Wages Payable (753)	Note A	34,179	12
13	Accounts Payable-Other (754)	Note A	16,697	13
14	Other Taxes Accrued (761 5)	Note A	196,305	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	247,673	15
	OPERATING EXPENSES			
16	Railway Operating Expenses	Schedule 210, line 14, column b	7,052,511	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	824,317	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	6,478,857	18
19	Average Daily Expenditures	Line 18 - 360 days	17,997	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 + line 19	14	20
21	Days of Working Capital Required	Line 10 - line 20 (Note C)	5	21
22	Cash Working Capital Required	Line 21 x line 19	89,985	22
23	Cash and Temporary Cash Balance	Schedule 200, line 1 + line 2 column b	150,565	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	89,985	24
	MATERIALS AND SUPPLIES			
25	Total Material and Supplies (712)	Note A	175,699	25
26	Scrap and Obsolete Material included in Acct 712	Note A		26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	175,699	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	265,684	28

Notes (A) Use common carrier portion only Common carrier refers to railway transportation service

(B) Rent Income is the sum of Schedule 410, column h, lines 121, 122, 123, 127, 128, 129, 133, 134, 135, 208, 210, 212, 227, 229, 231, 312, 314, and 316. Rent income is added to railway operating revenues to produce total revenues. Rent income is also added to total operating expenses to exclude the rent revenue items from operating expense.

(C) If result is negative, use zero

NOTES AND REMARKS

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310 AND 310A

- 1 Schedule 310 should give particulars of stocks, bonds, and other secured obligations, unsecured notes, and investment advances of affiliated companies held by respondent at the close of the 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 investment by accounts in numerical order
 - (A) Stocks
 - (1) Carriers-active
 - (2) Carriers-inactive
 - (3) Noncarriers-active
 - (4) Noncarriers-inactive
 - (B) Bonds (including US 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 corporations. The symbols and industrial classifications 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 purposes of these schedules, include telephone companies, telegraph companies, mining companies, manufacturing companies, hotel companies, etc. Purely holding companies are to be classified as noncarrier companies, even though the securities held by such companies are largely or entirely 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

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

2. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 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, giving names and other important particulars of such obligations in footnotes.

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

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of Control	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	721	A-1	VII	Belt Railway Company of Chicago (1)	25 00	1
2				Kansas City Terminal Rwy (2)	8 33	2
3				Peoria and Pekin Union Rwy (3)	40 64	3
4				Winston-Salem Southbound Rwy. Co (4)	50.00	4
5				Terminal Railroad Association of St. Louis (5)	14 29	5
6				TTX Co. (formerly Trailer-Train Co.) (6)	19.47	6
7				Algers Winslow & Western Rwy. Co. (7)		7
8				Augusta & Summerville RR Co. (8)	50.00	8
9				Central Transfer Rwy. and Storage Co. (9)	50.00	9
10				North Charleston Terminal Co (10)	33 33	10
11				Woodstock & Blockton Ry. (11)	50 00	11
12				Chatham Terminal Co. (12)	50.00	12
13				Beaver Street Tower Co (13)	25.00	13
14				Iowa Transfer Ry Co. (14)		14
15				Meridian Speedway, LLC (15)	20.40	15
16						16
17				Total A-1		17
18						18
19						19
20						20
21						21
22		A-3	X	Norfolk Southern Corp. (16)		22
23				Total A-3		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

(1) Controlled jointly-other RRs own 75%

(2) Controlled jointly-other RRs own 91.67%

(3) Controlled jointly-other RRs own 59.36%

(4) CSX Transp., Inc owns 50%

(5) Controlled jointly-other RRs own 85 71%

(6) Controlled jointly-other RRs own 80 41%

(7) AWW merged into NSR 04/20/07

(8) CSX Transp., Inc owns 50%

(9) CSX Transp., Inc owns 50%

(10) CSX Transp., Inc owns 66.67%

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES-Continued

(Dollars in Thousands)

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

7. If any advances reported are pledged, give particulars in a footnote

8. Investments in companies in which neither the original cost or present equity in total assets are less than \$10,000 may be combined in one figure

9. Also included should be investments in unincorporated entities such as lessee organizations (exclusive of amounts nominally settled on a current basis)

10. This schedule should not include securities issued or assumed by respondent

11. For affiliates which do not report to the Interstate Commerce Commission and are jointly owned, give names and extent of control of other entities by footnotes

Line No	Investments and advances				Disposed of. profit (loss)	Adjustments Account 721.5	Dividends or interest credited to income	Line No
	Opening balance	Additions	Deductions (if other than sale, explain)	Closing balance				
	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
1	173			173		20		1
2	*			*				2
3	157			157				3
4	623			623				4
5	330			330				5
6	309			309				6
7	85		85					7
8	28			28				8
9	19			19				9
10	35			35				10
11	120			120				11
12	19			19				12
13	*			*				13
14	16		16					14
15	100,000	143,208		243,208				15
16								16
17	101,914	143,208	101	245,021		20		17
18								18
19								19
20								20
21								21
22	1 045,058	3,256	5,029	1 043,285				22
23	1,045,058	3,256	5 029	1 043,285				23
24								24
25								25
26								26
27								27
28								28
29								29
30								30
31			Line 22, column g, represents the unrealized market gain (FAS115)					31
32			Line 22, column h, represents stock donations					32
33								33
34								34
35								35
36			* Carrying value is zero					36
37								37
38								38

(11) CSX Transp., Inc. owns 50%

(12) CSX Transp., Inc. owns 50%

(13) CSX Transp., Inc. owns 50% and FEC owns 25%

(14) NSR sold 25% to Interstate Railroad, Ltd during March 2007

(15) KCS owns 90% of this LLC

(16) Line 23, col (f) and col (i) see note 11, page 14

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES-Continued

(Dollars in Thousands)

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of Control	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	721	E-1	VII	Akron Barberton Belt Rwy.		1
2				Kansas City Terminal Rwy.		2
3				Terminal Railroad Association of St. Louis		3
4				Central Transfer Ry. & Storage Co.		4
5				North Charleston Terminal Co.		5
6				Chatham Terminal Co.		6
7				Beaver St. Tower Co		7
8				Woodstock & Blocton Ry.		8
9						9
10						10
11						11
12				Total E-1		12
13						13
14		E-3	X	Norfolk Southern Corporation		14
15			X	Other (principally long-term investments in certificates of deposit)		15
16			VI	Southern Region Industrial Realty, Inc.		16
17						17
18				Total E-3		18
19						19
20						20
21						21
22						22
23						23
24						24
25						25
26				Total 721		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

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES-Concluded

(Dollars in Thousands)

Line No	Opening balance	Investments and advances			Disposed of: profit (loss)	Adjustments Account 721.5	Dividends or interest credited to income	Line No
		Additions	Deductions (if other than sale, explain)	Closing balance				
	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
1	114			114				1
2	3,133			3,133				2
3	170			170				3
4	25			25				4
5	1,089			1,089				5
6	5			5				6
7	5			5				7
8	10			10				8
9								9
10								10
11								11
12	4,551			4,551				12
13								13
14	39,731			39,731				14
15	6,508		971	5,537				15
16	383			383				16
17								17
18	46,622		971	45,651				18
19								19
20								20
21								21
22	1,198,145	146,464	6,101	1,338,508		20	0	22
23								23
24				(20)	721.5 Total			24
25				340,347	Sch. 310A Total			25
26				1 678,835				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

310A. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES

(Dollars in Thousands)

Undistributed Earnings From Certain Investments in Affiliated Companies

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

Line No.	Name of issuing company and description of security held	Balance at beginning of year	Adjustment for investments equity method	Equity in undistributed earnings (losses) during year	Amortization during year	Adjustment for investments disposed of or written down during year	Balance at close of year	Line No.
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	
1	Carriers: (List specifics for each company)							1
2	Algers Winslow and Western	233		(100)		(133)	0	2
3	Augusta and Summerville	56					56	3
4	Belt Railway Company of Chicago*	13,124		236			13,360	4
5	Central Transfer and Storage Co.	13		1			14	5
6	Meridian Speedway, LLC*	(95)		(3,536)			(3,631)	6
7	Peoria and Pekin Union Rwy.*	63	(284)	462			241	7
8	TTX Co. (formerly Trailer-Train Co)*	309,783		15,256			325,039	8
9	Winston-Salem Southbound Rwy.	5,401		(135)			5,266	9
10	Woodstock and Blocton	2	(18)	18			2	10
11	Total Carriers	328,580	(302)	12,202 *		(133)	340,347	11
12	Noncarriers:							12
13	Calthness Western Wind Acquisition, LLC	9,487	3,420	(887)		(12,000)	0	13
14	Pike Letcher Syntfuel, LLC	558	42,141	(42,699)			0	14
15	Total Noncarriers	10,025	45,561	(43,586)		(12,000)	0	15
16	Total Equity	338,605	45,259	(31,384)		(12,133)	340,347	16
17								17
18	NOTE:							18
19	Respondent maintains equity accounting for affiliates by recording transactions into the books of accounts. Therefore, a separate retained earnings memorandum account for the financial reporting of the equity portion is not maintained.							19
20								20
21								21
22	Dividends received are accounted (in column (c)) as a reduction in the investment carrying value.							22
23								23
24	* Equity in undistributed earnings during the year for lines 3, 5, 6 and 7 credited to operating expenses due to nature of operations equals \$10,485, and adjustments to							24
25	Other Comprehensive Income and Retained Earnings equals \$1,933, which leaves (\$216) applied to equity in undistributed earnings.							25
26								26
27								27
28								28
29								29
30								30

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

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

NOTES AND REMARKS**Reconciliation of Depreciation Expense to Schedule 410****Road (Column (c))**

554,020	Schedule 410, Lines 136 - 138, Column (h)
2,993	Shop Machinery Schedule 335 Line 26 column(c)
6,433	Depreciation capitalized
<u>563,446</u>	Total
543,048	Schedule 335, Line 30, Column (c)
179	Schedule 339, Line 41, Column (c)
<u>20,219</u>	Schedule 342 Line 30, Column (c)
<u>563,446</u>	Total

Equipment (Column (c))

270,297	Schedule 410, Sum of lines 213,232,317, Column (h)
(2,993)	Shop Machinery
-	Other
<u>267,304</u>	Total
266,378	Schedule 335, Line 40, Column (c)
926	Schedule 342 Line 40, Column (c)
<u>267,304</u>	

Schedule 342 (Column (c))

20,219	Road
926	Equipment
<u>21,145</u>	Schedule 342, Line 41

Reconciliation of Accumulated Depreciation and Amortization to Schedule 200

7,627,892	Schedule 335 Line 41, Column (g)
205,382	Schedule 342 Line 41, Column (g)
<u>7,833,274</u>	
<u>7,833,274</u>	Schedule 200, Line 27 Column (b)

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	Expenditures during the year for original road and equipment, and road extensions (c)	Expenditures during the year for purchase of existing lines, reorganizations, etc (d)	Line No.
1		(2) Land for transportation purpose	1,971,203		0	1
2		(3) Grading	2,931,368		0	2
3		(4) Other, right-of-way expenditures	8,560		0	3
4		(5) Tunnels and subways	259,491		0	4
5		(6) Bridges, trestles, and culverts	2,150,568		0	5
6		(7) Elevated structures	40,803		0	6
7		(8) Ties	3,148,886		0	7
8		(9) Rail and other track material	4,455,996		0	8
9		(11) Ballast	1,556,221		0	9
10		(13) Fences, snow sheds, and signs	6,944		0	10
11		(16) Station and office buildings	544,816		0	11
12		(17) Roadway buildings	49,475		0	12
13		(18) Water stations	44		0	13
14		(19) Fuel stations	49,570		0	14
15		(20) Shops and enginehouses	241,738		0	15
16		(22) Storage warehouses	4,143		0	16
17		(23) Wharves and docks	27		0	17
18		(24) Coal and ore wharves	168,302		0	18
19		(25) TOFC/COFC terminals	447,220		0	19
20		(26) Communications systems	416,020		0	20
21		(27) Signals and interlocker	988,114		0	21
22		(29) Power plants	2,787		0	22
23		(31) Power-transmissions systems	28,399		0	23
24		(35) Miscellaneous structures	15,006		0	24
25		(37) Roadway machines	349,925		0	25
26		(39) Public improvements-Construction	444,944		0	26
27		(44) Shop machinery	90,475		0	27
28		(45) Power-plant machinery	15,386		0	28
29		Other (specify and explain)	0			29
30		TOTAL EXPENDITURES FOR ROAD	20,386,431		0	30
31		(52) Locomotives *	3,563,795		0	31
32		(53) Freight-train cars	2,656,891		0	32
33		(54) Passenger-train cars	0		0	33
34		(55) Highway revenue equipment	154,176		0	34
35		(56) Floating equipment	0		0	35
36		(57) Work equipment	128,785		0	36
37		(58) Miscellaneous equipment	172,411		0	37
38		(59) Computer systems and word processing equip	324,597		0	38
39		TOTAL EQUIPMENT	7,000,655		0	39
40		(76) Interest during construction	0			40
41		(80) Other elements of investment	0			41
42		(90) Construction in progress	362,455			42
43		GRAND TOTAL	27,749,541		0	43

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

Line No.	Cross Check	Expenditures for additions during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1		2,327	5,507	(3,180)	1,968,023	1
2		10,853	10,618	235	2,931,603	2
3		110	0	110	8,670	3
4		261	0	261	259,752	4
5		38,337	4,684	33,653	2,184,221	5
6		0	27	(27)	40,776	6
7		212,976	61,653	151,323	3,300,209	7
8		199,264	64,649	134,615	4,590,611	8
9		91,998	23,325	68,673	1,624,894	9
10		102	12	90	7,034	10
11		12,946	647	12,299	557,115	11
12		360	4	356	49,831	12
13		0	0	0	44	13
14		1,029	10	1,019	50,589	14
15		12,066	1,990	10,076	251,814	15
16		0	0	0	4,143	16
17		96	0	96	123	17
18		2,629	831	1,798	170,100	18
19		26,241	7,731	18,510	465,730	19
20		8,395	313	8,082	424,102	20
21		54,853	4,441	50,412	1,038,526	21
22		0	0	0	2,787	22
23		4,039	204	3,835	32,234	23
24		517	15	502	15,508	24
25		42,408	9,385	33,023	382,948	25
26		39,171	4,695	34,476	479,420	26
27		3,863	943	2,920	93,395	27
28		0	0	0	15,386	28
29						29
30		764,841	201,684	563,157	20,949,588	30
31		212,574	25,259	187,315	3,751,110	31
32		120,039	81,723	38,316	2,695,207	32
33		0	0	0	0	33
34		18,835	10,866	7,969	162,145	34
35		0	0	0	0	35
36		1,933	696	1,237	130,022	36
37		27,275	5,778	21,497	193,908	37
38		23,219	3,217	20,002	344,599	38
39		403,875	127,539	276,336	7,276,991	39
40		0	0	0	0	40
41		0	0	0	0	41
42		171,423	(19,573)	190,996	553,451	42
43		1,340,139	309,650	1,030,489	28,780,030	43

332. DEPRECIATION BASE AND RATES - ROAD AND EQUIPMENT OWNED AND USED AND LEASED FROM OTHERS
(Dollars in Thousands)

1 Show in columns (b) and (e), for each primary account, the depreciation base used to compute the depreciation charges for the month of January, and in columns (c) and (f) show the depreciation base used to compute the depreciation charges for the month of December, in columns (d) and (g) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment used, but not owned, when the rents therefor are included in the rent for equipment and Account Nos 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include the cost of equipment owned and leased to others when the rents therefrom are included in the rent for equipment Accounts Nos 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, and 36-25-00, inclusive. The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.

2 All leased properties may be combined and one composite rate computed for each primary account, or a separate schedule may be included for each such property.

3 Show in columns (e), (f), and (g) data applicable to Lessor property, when the rent therefor is included in Account Nos 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.

4 If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) affected.

5 Disclosures in the respective sections of this schedule may be omitted if either total road leased from other or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively.

Line No	Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No.
		Depreciation base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)	
		1/1 At beginning of year (b)	12/1 At close of year (c)		1/1 At beginning of year (e)	12/1 At close of year (f)		
	ROADWAY							
1	(3) Grading	2,860,530	2,865,531	1.05%				1
2	(4) Other, right-of-way expenditures	7,441	7,551	1.05%				2
3	(5) Tunnels and subways	259,487	259,749	0.83%				3
4	(6) Bridges, trestles, and culverts	2,073,837	2,104,421	1.03%				4
5	(7) Elevated structures**	40,802	40,775	6.71%				5
6	(8) Ties	2,912,291	3,040,106	3.13%				6
7	(9) Rail and other track material	4,066,021	4,169,441	2.36%				7
8	(11) Ballast	1,427,130	1,486,019	2.50%				8
9	(13) Fences, snow sheds, and signs	6,604	6,894	1.05%				9
10	(16) Station and office buildings	506,479	516,927	2.85%				10
11	(17) Roadway buildings	49,163	49,521	2.56%				11
12	(18) Water stations	44	44	2.33%				12
13	(19) Fuel stations	47,985	49,006	3.20%				13
14	(20) Shops and enginehouses	232,454	242,260	2.00%	NOT APPLICABLE - 5 % RULE			14
15	(22) Storage warehouses	4,143	4,143	2.49%				15
16	(23) Wharves and docks	27	123	2.86%				16
17	(24) Coal and ore wharves	168,302	170,041	2.55%				17
18	(25) TOFC/COFC terminals	412,351	425,473	3.07%				18
19	(26) Communications systems	409,863	415,943	3.84%				19
20	(27) Signals and interlocker	942,437	976,541	1.78%				20
21	(29) Power plants	2,766	2,767	3.13%				21
22	(31) Power-transmissions systems	27,514	31,203	2.50%				22
23	(35) Miscellaneous structures	13,168	13,669	2.78%				23
24	(37) Roadway machines	349,924	366,609	5.64%				24
25	(39) Public improvements-Construction	410,457	439,284	2.63%				25
26	(44) Shop machinery	90,280	92,964	3.40%				26
27	(45) Power-plant machinery	15,339	15,339	2.33%				27
28	All other road accounts	0	0	0.00%				28
29	Amortization (Adjustments)	0	0	0.00%				29
30	TOTAL ROAD	17,336,839	17,792,144	2.24%				30
	EQUIPMENT							
31	(52) Locomotives	3,562,489	3,654,601	3.57%				31
32	(53) Freight-train cars	2,655,492	2,698,812	3.29%				32
33	(54) Passenger-train cars	0	0	0.00%				33
34	(55) Highway revenue equipment	154,176	161,516	6.84%				34
35	(56) Floating equipment	0	0	0.00%				35
36	(57) Work equipment	128,583	129,844	2.32%				36
37	(58) Miscellaneous equipment	172,411	191,124	7.46%				37
38	(59) Computer systems and word processing equipment	324,597	340,820	12.79%				38
39	TOTAL EQUIPMENT	6,997,748	7,176,717	4.06%				39
40	GRAND TOTAL	24,334,587	24,968,861	2.81%				40

* See Footnotes for Schedule 332 on Page 39.

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

- 1 Disclose the required information in regard to credits and debits to Account No. 735, "Accumulated Depreciation, Road and Equipment Property," during the year relating to owned and used road and equipment. Include entries for depreciation of equipment owned but not used when the resulting rents are included in the "Lease Rentals - Credits - Equipment" accounts and "Other Rents - Credits - Equipment" accounts. Exclude any entries for depreciation of equipment that is used but not owned when the resulting rents are included in "Lease Rental - Debit - Equipment" account and "Other Rents - Debit - Equipment" accounts. (See Schedule 351 for the accumulated depreciation to road and equipment owned and leased to others)
- 2 If any data are included in columns (d) or (f), explain the entries in detail.
- 3 A debit balance in columns (b) or (g) for any primary account should be designated "Dr."
- 4 If there is any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses, a full explanation should be given.
- 5 Enter amounts representing amortization under an authorized amortization program other than for defense projects on lines 29 and 39.

Line No	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
1		(3) Grading	304,094	70,553	0	10,808	0	363,839	1
2		(4) Other, right-of-way expenditures	1,276	96	0	(2)	0	1,374	2
3		(5) Tunnels and subways	26,378	3,302	0	0	0	29,680	3
4		(6) Bridges, trestles, and culverts	214,924	35,970	0	4,312	0	246,582	4
5		(7) Elevated structures	38,754	335	0	28	0	39,063	5
6		(8) Ties	951,028	148,767	0	88,922	0	1,010,873	6
7		(9) Rail and other track material	1,154,514	133,455	0	51,879	0	1,236,090	7
8		(11) Ballast	268,259	41,296	0	22,272	0	287,283	8
9		(13) Fences, snow sheds, and signs	3,371	75	0	13	0	3,433	9
10		(16) Station and office buildings	164,086	15,596	0	656	0	179,026	10
11		(17) Roadway buildings	23,590	1,286	0	2	0	24,874	11
12		(18) Water stations	9	3	0	0	0	12	12
13		(19) Fuel stations	12,815	1,717	0	9	0	14,523	13
14		(20) Shops and enginehouses	76,399	4,901	0	627	0	80,873	14
15		(22) Storage warehouses	1,350	103	0	0	0	1,453	15
16		(23) Wharves and docks	21	5	0	0	0	26	16
17		(24) Coal and ore wharves	74,122	4,284	0	821	0	77,585	17
18		(25) TOFC/COFC terminals	107,257	14,807	0	6,449	0	115,615	18
19		(26) Communications systems	197,010	16,176	0	314	0	212,872	19
20		(27) Signals and interlocker	187,308	17,883	0	(5,436)	0	210,627	20
21		(29) Power plants	2,059	95	0	(2)	0	2,156	21
22		(31) Power-transmissions systems	11,824	742	0	205	0	12,361	22
23		(35) Miscellaneous structures	5,806	383	0	15	0	6,174	23
24		(37) Roadway machines	137,852	20,827	0	8,149	0	150,530	24
25		(39) Public improvements-Construction	66,200	11,715	0	4,326	0	73,589	25
26		(44) Shop machinery*	33,956	2,993	0	786	0	36,183	26
27		(45) Power-plant machinery	8,280	389	0	0	0	8,669	27
28		All other road accounts	0	0	0	0	0	0	28
29		Amortization (Adjustments)	73,903	(4,706)	0	(661)	0	69,858	29
30		TOTAL ROAD	4,446,445	543,048	0	194,490	0	4,495,003	30
31	*	(52) Locomotives	1,103,848	132,995	0	9,481	0	1,227,362	31
32	*	(53) Freight-train cars	1,197,189	89,970	0	45,991	0	1,241,168	32
33	*	(54) Passenger-train cars	0	0	0	0	0	0	33
34	*	(55) Highway revenue equipment	98,328	7,849	0	9,854	0	96,323	34
35	*	(56) Floating equipment	0	0	0	0	0	0	35
36	*	(57) Work equipment	43,088	2,971	0	362	0	45,697	36
37	*	(58) Miscellaneous equipment	66,341	13,752	0	5,239	0	74,854	37
38		(59) Computer systems and WP Equip	200,041	42,921	0	3,206	0	239,756	38
39	*	Amortization Adjustments	232,470	(24,080)	0	661	0	207,729	39
40		TOTAL EQUIPMENT	2,941,305	268,378	0	74,794	0	3,132,889	40
41		GRAND TOTAL	7,087,750	809,426	0	269,284	0	7,827,892	41

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

339. ACCRUED LIABILITY – LEASED PROPERTY
(Dollars in Thousands)

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

Line No	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
	ROADWAY							
1	(3) Grading							1
2	(4) Other, right-of-way expenditures							2
3	(5) Tunnels and subways							3
4	(6) Bridges, trestles, and culverts							4
5	(7) Elevated structures							5
6	(8) Ties							6
7	(9) Rail and other track material							7
8	(11) Ballast							8
9	(13) Fences, snow sheds, and signs							9
10	(16) Station and office buildings							10
11	(17) Roadway buildings							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 interlocker							20
21	(29) Power plants							21
22	(31) Power-transmissions systems							22
23	(35) Miscellaneous structures							23
24	(37) Roadway machines							24
25	(39) Public improvements-Construction							25
26	(44) Shop machinery*							26
27	(45) Power-plant machinery							27
28	All other road accounts							28
29	Amortization (Adjustments)							29
30	TOTAL ROAD							30
	EQUIPMENT							
31	(52) Locomotives							31
32	(53) Freight-train cars							32
33	(54) Passenger-train cars							33
34	(55) Highway revenue equipment							34
35	(56) Floating equipment							35
36	(57) Work equipment							36
37	(58) Miscellaneous equipment							37
38	(59) Computer systems and word processing equipment							38
39	Amortization Adjustments							39
40	TOTAL EQUIPMENT							40
41	GRAND TOTAL	4,845	179				5,024	41

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

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

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

Line No	Account (a)	Depreciation base		Annual composite rate (percent) (d)	No
		At beginning of year (b)	At close of year (c)		
	ROADWAY				
1	(3) Grading				1
2	(4) Other, right-of-way expenditures				2
3	(5) Tunnels and subways				3
4	(6) Bridges, trestles, and culverts				4
5	(7) Elevated structures				5
6	(8) Ties				6
7	(9) Rail and other track material				7
8	(11) Ballast				8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office buildings				10
11	(17) Roadway buildings				11
12	(18) Water stations				12
13	(19) Fuel stations				13
14	(20) Shops and enginehouses	NOT APPLICABLE - 5 % RULE			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 interlocker				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements-Construction				25
26	(44) Shop machinery*				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	Amortization (Adjustments)				29
30	TOTAL ROAD				30
	EQUIPMENT				
31	(52) Locomotives				31
32	(53) Freight-train cars				32
33	(54) Passenger-train cars				33
34	(55) Highway revenue equipment				34
35	(56) Floating equipment				35
36	(57) Work equipment				36
37	(58) Miscellaneous equipment				37
38	(59) Computer systems and word processing equipment				38
39	Amortization Adjustments				39
40	TOTAL EQUIPMENT				40
41	GRAND TOTAL	598,956	662,724	3.00%	41

*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 of 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 the credits to the reserve as shown in column (c) and the charges to operating expenses should be fully explained on page 39.
4. Show in column (e) the debits to the reserve arising from retirements. These debits should not exceed investment, etc.
5. Details in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, Grand Total should be completed.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO 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)		
		ROADWAY							
1		(3) Grading							1
2		(4) Other, right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles, and culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail and other track material							7
8		(11) Ballast							8
9		(13) Fences, snow sheds, and signs							9
10		(16) Station and office buildings							10
11		(17) Roadway buildings							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 interlocker							20
21		(29) Power plants							21
22		(31) Power-transmissions systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-Construction							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		Amortization (Adjustments)							29
30		TOTAL ROAD							30
		EQUIPMENT							
31		(52) Locomotives							31
32		(53) Freight-train cars							32
33		(54) Passenger-train cars							33
34		(55) Highway revenue equipment							34
35		(56) Floating equipment							35
36		(57) Work equipment							36
37		(58) Miscellaneous equipment							37
38		(59) Computer systems and WP equip							38
39		Amortization Adjustments							39
40		TOTAL EQUIPMENT							40
41		GRAND TOTAL	194,863	21,145	0	10,626	0	205,382	41

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

NOTES AND REMARKS

SCHEDULE 332

NS whole life rates are disclosed per Column (d)

During 2004, NS discontinued depreciation accruals on \$38,166,131 of investment in ICC 7 account because the facility at Kopperston WV was fully depreciated.

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

1. This schedule is to be used in cases where the related depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00, and 32-23-00
2. Show in columns (b) and (c), for each primary account, the depreciation base used in computing the depreciation for the months of January and December, respectively, with respect to road and equipment owned by the respondent but leased to others, the depreciation charges for which are not 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 the month of December and on lines 29 and 38 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account 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 accounts affected.
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.
		At beginning of year (b)	At close of year (c)		
	ROADWAY				
1	(3) Grading				1
2	(4) Other, right-of-way expenditures				2
3	(5) Tunnels and subways				3
4	(6) Bridges, trestles, and culverts				4
5	(7) Elevated structures				5
6	(8) Ties				6
7	(9) Rail and other track material				7
8	(11) Ballast				8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office buildings				10
11	(17) Roadway buildings				11
12	(18) Water stations				12
13	(19) Fuel stations				13
14	(20) Shops and enginehouses				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communications systems				19
20	(27) Signals and interlocker				20
21	(29) Power plants				21
22	(31) Power-transmissions systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements-Construction				25
26	(44) Shop machinery*				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	TOTAL ROAD				29
	EQUIPMENT				
30	(52) Locomotives				30
31	(53) Freight-train cars				31
32	(54) Passenger-train cars				32
33	(55) Highway revenue equipment				33
34	(56) Floating equipment				34
35	(57) Work equipment				35
36	(58) Miscellaneous equipment				36
37	(59) Computer systems and WP equipment				37
38	TOTAL EQUIPMENT				38
39	GRAND TOTAL				39

Included in Schedule 332

351. ACCUMULATED DEPRECIATION – ROAD AND EQUIPMENT LEASED TO OTHERS

(Dollars in Thousands)

- 1 This schedule is to be used in cases where the depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00, and 32-23-00
- 2 Disclose credits and debits to Account 735 "Accumulated Depreciation -- Road and Equipment Property," during the year relating to road and equipment leased to others, the depreciation charges for which are not includible in operating expenses of the respondent (See Schedule 330 for the reserve relating to road and equipment owned and used by the respondent)
3. If any entries are made for 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 from others represents less than 5% of total road owned or total equipment owned respectively. However, line 39, Grand Total, should be completed

Line No	Account (a)	Balance at beginning of year (b)	CREDITS TO 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)		
	ROADWAY							
1	(3) Grading							1
2	(4) Other, right-of-way expenditures							2
3	(5) Tunnels and subways							3
4	(6) Bridges, trestles, and culverts							4
5	(7) Elevated structures							5
6	(8) Ties							6
7	(9) Rail and other track material							7
8	(11) Ballast							8
9	(13) Fences, snow sheds, and signs							9
10	(16) Station and office buildings							10
11	(17) Roadway buildings							11
12	(18) Water stations							12
13	(19) Fuel stations							13
14	(20) Shops and enginehouses							14
15	(22) Storage warehouses							15
16	(23) Wharves and docks							16
17	(24) Coal and ore wharves							17
18	(25) TOFC/COFC terminals							18
19	(26) Communications systems							19
20	(27) Signals and interlocker							20
21	(29) Power plants							21
22	(31) Power-transmissions systems							22
23	(35) Miscellaneous structures							23
24	(37) Roadway machines							24
25	(39) Public improvements-Construction							25
26	(44) Shop machinery*							26
27	(45) Power-plant machinery							27
28	All other road accounts							28
29	TOTAL ROAD							29
	EQUIPMENT							
30	(52) Locomotives							30
31	(53) Freight-train cars							31
32	(54) Passenger-train cars							32
33	(55) Highway revenue equipment							33
34	(56) Floating equipment							34
35	(57) Work equipment							35
36	(58) Miscellaneous equipment							36
37	(59) Computer systems and WP equip.							37
38	TOTAL EQUIPMENT							38
39	GRAND TOTAL							39

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

Included in Schedule 335

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 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 respondent when the lease is for exclusive use or control of roads, tracks or bridges (including equipment of other railway property covered by the contract). This excludes leased equipment from operating railroads under separate distinct contracts and the investment of other carriers in property jointly used by 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 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 column (d) and (e). Then show, as deductions, data for transportation property leased to carriers and others.

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

5. In column (d), show the amount applicable in Accounts 731 and 732 on the books of the companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to the deductions made by the owners in their reports. If separate value is not available, 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 % or otherwise) value of property of private owners, or portions of property of other carriers should be explained.

6. In column (e), show the amount of depreciation and amortization accrued as of the close of the year in Accounts 733, 734, 735, 736, and 772, that is applicable to the property of the carriers whose names are listed in column (b), regardless of where the reserves therefor are recorded.

Line No	Class (See Ins 2) (a)	Name of company (b)	Miles of road used (See Ins 4) (whole number) (c)	Investments in property (See Ins 5) (d)	Depreciation & amortization of defense projects (See Ins. 6) (e)	Line No
1	R	Norfolk Southern Combined Railroad Subsidiaries	17,383	28,780,030	7,833,274	1
2						2
3	L	C & E Railroad Company	2	0		3
4	L	Cincinnati Southern Railway	335	53,089		4
5	L	Pittsburgh & West Virginia Railroad	121	49,593	29,763	5
6	L	P & WV Subleased to Wheeling & Lake Erie	(121)	(49,593)	(29,763)	6
7		SUB-TOTAL	337	53,089	0	7
8						8
9	O	Baltimore & Ohio Railroad		53		9
10	O	Carolina Aluminum Company	11	674		10
11	O	Central Transfer & Storage		12		11
12	O	Chicago & Illinois Midland Railway Company	10	13		12
13	O	Georgia Railroad & Banking Company		2		13
14		SUB-TOTAL	21	754	0	14
15						15
16		Less Lines Leased to or Operated by Others				16
17	R	Aberdeen Carolina Western	104	14,907		17
18	R	Adrienne Blissfield Railroad	2	246		18
19	R	Athens Lines LLC	38	6,223		19
20	R	BN Railroad	27	2,864		20
21	R	Buffalo & Pittsburg Railroad	71	18,831		21
22	R	C & NC Railroad	22	2,477		22
23	R	C S X, Corp	20	2,893		23
24	R	Carolina Coastal Railway	147	7,293		24
25	R	Central New York Railroad	123	63,694		25

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

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
26	R	Central Railroad Company of Indianapolis	38	5,862		26
27	R	Chattanooga Chickamauga Railway	19	2 163		27
28	R	Chesapeake & Albemarle Railway	77	10,211		28
29	R	Commonwealth Railway Company	13	1,345		29
30	R	East Chattanooga Belt Railway	4	605		30
31	R	Eastern Shore Railroad	5	558		31
32	R	Georgia & Florida Railway Company	58	7,559		32
33	R	Georgia Southwestern Railway	50	5 497		33
34	R	Great Walton Railroad Company	27	3,453		34
35	R	Iowa Interstate	14	1,496		35
36	R	Metra	33	3,540		36
37	R	Ogeechee Railway	57	7,778		37
38	R	R J Corman Co - Western Ohio Line	16	1,754		38
39	R	Railtex	72	10,675		39
40	R	South Carolina Central Railroad	79	10,379		40
41	R	West Tennessee Railway Company	138	19,958		41
42	R	Western New York & Pennsylvania Railroad Company	93	37,691		42
43		Yadkin Valley Railroad	93	8,776		43
44		SUB-TOTAL	1 440	258,728	0	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						57
58						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
71						71
72						72
73						73
74						74
75		TOTAL	16,301	28 575,145	7,833,274	75

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352B INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE

(By Property Accounts)

(Dollars in Thousands)

1. In column (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 or 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 of noncarriers or property of other carriers.
4. Report on line 30 amounts not included in the accounts shown, or in line 29. The items reported should be briefly identified and explained. Also include here those items after permission is obtained from the Board for exceptions to prescribed accounting. Reference to such authority should be made when explaining 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 purpose	1,939,820	5,493		1	1
2		(3) Grading	2,903,497	21,826		12	2
3		(4) Other, right-of-way expenditures	8,669	137		0	3
4		(5) Tunnels and subways	259,752	5,574		0	4
5		(6) Bridges, trestles, and culverts	2,167,685	10,687		71	5
6		(7) Elevated structures	40,776	0		0	6
7		(8) Ties	3,231,543	1,174		225	7
8		(9) Rail and other track material	4,511,558	5,884		337	8
9		(11) Ballast	1,590,143	2,156		97	9
10		(13) Fences, snow sheds, and signs	6,980	181		0	10
11		(16) Station and office buildings	556,286	1,288		0	11
12		(17) Roadway buildings	49,814	71		0	12
13		(18) Water stations	43	24		0	13
14		(19) Fuel stations	50,577	70		0	14
15		(20) Shops and enginehouses	251,763	47		0	15
16		(22) Storage warehouses	4,143	0		0	16
17		(23) Wharves and docks	123	0		0	17
18		(24) Coal and ore wharves	170,100	0		0	18
19		(25) TOFC/COFC terminals	465,730	0		0	19
20		(26) Communications systems	423,706	204		5	20
21		(27) Signals and interlocker	1,037,342	666		3	21
22		(29) Power plants	2,787	0		0	22
23		(31) Power-transmissions systems	32,123	0		0	23
24		(35) Miscellaneous structures	15,505	6		0	24
25		(37) Roadway machines	382,948	0		0	25
26		(39) Public improvements-Construction	478,666	1,445		3	26
27		(44) Shop machinery*	93,395	19		0	27
28		(45) Power-plant machinery	15,386	8		0	28
29		Leased property capitalized rentals (explain)	0	0		0	29
30		Other (specify and explain) Accts 1 & 77	0	3,658		0	30
31		TOTAL EXPENDITURES FOR ROAD	20,690,860	60,618	0	754	31
32		(52) Locomotives	3,751,110	0		0	32
33		(53) Freight-train cars	2,695,207	0		0	33
34		(54) Passenger-train cars	0	0		0	34
35		(55) Highway revenue equipment	162,145	0		0	35
36		(56) Floating equipment	0	0		0	36
37		(57) Work equipment	130,022	0		0	37
38		(58) Miscellaneous equipment	193,908	0		0	38
39		(59) Computer systems and word processing equip	344,599	0		0	39
40		TOTAL EQUIPMENT	7,276,991	0	0	0	40
41		(76) Interest during construction	0	2,580		0	41
42		(80) Other elements of investment	0	(10,109)		0	42
43		(90) Construction in progress	553,451	0		0	43
44		GRAND TOTAL	28,521,302	53,089	0	754	44

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

Cross Checks

Schedule 410	Schedule 210	Schedule 410	Schedule 412
Line 620, column (h)	= Line 14, column (b)	Lines 136 through 138, column (f)	= Line 29, column (b)
Line 620, column (f)	= Line 14, column (d)	Lines 118 through 123, and 130	=
Line 620, column (g)	= Line 14, column (e)	through 135, column (f)	= Line 29, column (c)
	Schedule 414		Schedule 415
Line 231, column (f)	= Line 19, columns (b) through (d)	Lines 207, 208, 211, 212, column (f)	= Lines 5, 38, column (f)
Line 230, column (f)	= Line 19, columns (e) through (g)	Lines 226, 227, column (f)	= Lines 24, 39, column (f)
	Schedule 417	Lines 311, 312, 315, 316, column (f)	= Lines 32, 35, 36, 37, 40, 41, column (f)
Line 507, column (f)	= Line 1, column (j)		And
Line 508, column (f)	= Line 2, column (j)		Schedule 414
Line 509, column (f)	= Line 3, column (j)		Minus line 24, columns (b) through (d)
Line 510, column (f)	= Line 4, column (j)		plus line 24, columns (e) through (g)
Line 511, column (f)	= Line 5, column (j)		Schedule 415
Line 512, column (f)	= Line 6, column (j)		= Lines 5, 38, columns (c) and (d)
Line 513, column (f)	= Line 7, column (j)	Line 213, column (f)	= Lines 24, 39, columns (c) and (d)
Line 514, column (f)	= Line 8, column (j)	Line 232, column (f)	= Lines 32, 35, 36, 37, 40, 41,
Line 515, column (f)	= Line 9, column (j)	Line 317, column (f)	columns (c) and (d)
Line 516, column (f)	= Line 10, column (j)		Lines 5, 38, column (b)
Line 517, column (f)	= Line 11, column (j)	Line 202, 203, 216, column (f), equal	
	Schedule 210	to or greater than, but variance cannot	
Line 4, column (b)	= Line 47, column (b)	exceed line 216, column (f)	Lines 24, 39, column (b)
		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)	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 the Commission's rule governing the separation of such expenses between freight and passenger services

Line No	Cross Check	Name of railway operating expense account (a)	FREIGHT					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		WAY AND STRUCTURES ADMINISTRATION	\$	\$	\$	\$	\$	\$	\$	
1		Track	1,217	1,566	2,223	5,113	10,119			10,119 1
2		Bridge and Building	120	241	1,556	688	2,605			2,605 2
3		Signal	85	338	615	746	1,784			1,784 3
4		Communication	1	102	1,502	401	2,006			2,006 4
5		Other	1,589		1	1	1,591			1,591 5
		TOTAL ADMINISTRATION	3,012	2,247	5,897	6,949	18,105			18,105
6		REPAIR AND MAINTENANCE								
		Roadway - Running	21,736	526	33,885		56,147			56,147 6
7		Roadway - Switching	1,714	10	629		2,353			2,353 7
8		Tunnels and Subways - Running	12	25	146		183			183 8
9		Tunnels and Subways - Switching	1		11		12			12 9
10		Bridges and Culverts - Running	15,987	1,895	10,143	3,500	31,525			31,525 10
11		Bridges and Culverts - Switching	901	134	538	203	1,776			1,776 11
12		Ties - Running	4,272	2,827	37	37	7,173			7,173 12
13		Ties - Switching	266	278			544			544 13
14		Rail and Other Track Material - Running	52,809	10,546	23,711	12,867	99,933			99,933 14
15		Rail and Other Track Material - Switching	4,483	1,083	1,342	707	7,615			7,615 15
16		Ballast - Running	4,897	625	2,123		7,645			7,645 16
17		Ballast - Switching	366	29	167		562			562 17
18		Road Property Damaged - Running	3,151	6,125	2,599	20	11,895			11,895 18
19		Road Property Damaged - Switching								
20		Road Property Damaged - Other	28	5	1	2	36			36 20
21		Signals and Interlockers - Running	25,549	13,938	5,645	1,459	46,591			46,591 21
22		Signals and Interlockers - Switching	3,119	263		37	3,419			3,419 22
23		Communications Systems	5,685	2,479	16,805	202	25,171			25,171 23
24		Power Systems	768	139	25		932			932 24
25		Highway Grade Crossings - Running	166	2,199	2,966	645	5,976			5,976 25
26		Highway Grade Crossings - Switching		39	140		179			179 26
27		Station and Office Buildings	1,087	1,645	8,874	5	11,611			11,611 27
28		Shop Buildings - Locomotives	2,862	2,875	3,069		8,806			8,806 28
29		Shop Buildings - Freight Cars	456	1,035	1,959		3,450	N/A		3,450 29
30		Shop Buildings - Other Equipment	2	38	26		66			66 30

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

Line No.	Cross Check	Name of railway operating expense account (a)	FREIGHT					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
101		REPAIR AND MAINTENANCE - Continued								
102		Locomotive Servicing Facilities	3		52		55		55	101
103		Miscellaneous Buildings and Structures	1,069	648	850		2,567		2,567	102
104		Coal Terminals	1,764	1,352	1,787	2	4,905	N/A	4,905	103
105		Ore Terminals						N/A		104
106		Other Marine Terminals						N/A		105
107		TOFC/COFC Terminals	228	3,941	6,551		10,720	N/A	10,720	106
108		Motor Vehicle Loading and Distribution Facilities			965		965	N/A	965	107
109		Facilities for Other Specialized Service Operations	1	1,109	2,366	129	3,605	N/A	3,605	108
110		Roadway Machines	8,652	15,979	3,161	847	28,639		28,639	109
111		Small Tools and Supplies	4	24,790	1,352	1	26,147		26,147	110
112		Snow Removal	2,246	399	1,697		4,342		4,342	111
113		Fringe Benefits - Running	N/A	N/A	N/A	75,238	75,238		75,238	112
114		Fringe Benefits - Switching	N/A	N/A	N/A	2,662	2,662		2,662	113
115		Fringe Benefits - Other	N/A	N/A	N/A	6,200	6,200		6,200	114
116		Casualties and Insurance - Running	N/A	N/A	N/A	24,821	24,821		24,821	115
117		Casualties and Insurance - Switching	N/A	N/A	N/A	1,479	1,479		1,479	116
118		Casualties and Insurance - Other	N/A	N/A	N/A	5,218	5,218		5,218	117
119	*	Lease Rentals - Debit - Running	N/A	N/A	36,887	N/A	36,887		36,887	118
120	*	Lease Rentals - Debit - Switching	N/A	N/A	125,906	N/A	125,906		125,906	119
121	*	Lease Rentals - Debit - Other	N/A	N/A	23,834	N/A	23,834		23,834	120
122	*	Lease Rentals - (Credit) - Running	N/A	N/A	(8,961)	N/A	(8,961)		(8,961)	121
123	*	Lease Rentals - (Credit) - Switching	N/A	N/A		N/A				122
124	*	Lease Rentals - (Credit) - Other	N/A	N/A		N/A				123
125		Joint Facility Rent - Debit - Running	N/A	N/A	5,820	N/A	5,820		5,820	124
126		Joint Facility Rent - Debit - Switching	N/A	N/A	2,205	N/A	2,205		2,205	125
127	*	Joint Facility Rent - Debit - Other	N/A	N/A	147	N/A	147		147	126
128	*	Joint Facility Rent - (Credit) - Running	N/A	N/A	(9,961)	N/A	(9,961)		(9,961)	127
129	*	Joint Facility Rent - (Credit) - Switching	N/A	N/A	(1,094)	N/A	(1,094)		(1,094)	128
130	*	Joint Facility Rent - (Credit) - Other	N/A	N/A	(64)	N/A	(64)		(64)	129
131	*	Other Rents - Debit - Running	N/A	N/A	2,769	N/A	2,769		2,769	130
132	*	Other Rents - Debit - Switching	N/A	N/A	44	N/A	44		44	131
133	*	Other Rents - Debit - Other	N/A	N/A	2,605	N/A	2,605		2,605	132
134	*	Other Rents - (Credit) - Running	N/A	N/A		N/A				133
135	*	Other Rents - (Credit) - Switching	N/A	N/A		N/A				134
		Other Rents - (Credit) - Other	N/A	N/A	(201)	N/A	(201)		(201)	135

410 RAILWAY OPERATING EXPENSES - Continued
(Dollars in Thousands)

Line No	Cross Check	Name of railway operating expense account (a)	FREIGHT					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
136	*	REPAIR AND MAINTENANCE - Continued								
		Depreciation - Running	N/A	N/A	N/A	313,537	313,537		313,537	136
137	*	Depreciation - Switching	N/A	N/A	N/A	25,525	25,525		25,525	137
138	*	Depreciation - Other	N/A	N/A	N/A	214,958	214,958		214,958	138
139		Joint Facility - Debit - Running	N/A	N/A	49,234	N/A	49,234		49,234	139
140		Joint Facility - Debit - Switching	N/A	N/A	5,466	N/A	5,466		5,466	140
141		Joint Facility - Debit - Other	N/A	N/A	988	N/A	988		988	141
142		Joint Facility - (Credit) - Running	N/A	N/A	(35,277)	N/A	(35,277)		(35,277)	142
143		Joint Facility - (Credit) - Switching	N/A	N/A	(3,331)	N/A	(3,331)		(3,331)	143
144		Joint Facility - (Credit) - Other	N/A	N/A	(420)	N/A	(420)		(420)	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	2,991	6		1,071	3,768		3,768	148
149		Other - Switching		2	46		48		48	149
150		Other - Other	1	10			11		11	150
		TOTAL REPAIR AND MAINTENANCE	166,976	96,994	330,264	691,372	1,285,606		1,285,606	
151		TOTAL WAY AND STRUCTURES	169,988	99,241	336,161	698,321	1,303,711		1,303,711	151
		EQUIPMENT								
		LOCOMOTIVES								
201		Administration	6,874	375	783	1,286	9,318		9,318	201
202	*	Repair and Maintenance	82,859	143,027	10,874	132	236,892		236,892	202
203	*	Machinery Repair	3,137	2,592	560		6,289		6,289	203
204		Equipment Damaged	301	445			746		746	204
205		Fringe Benefits	N/A	N/A	N/A	33,982	33,982		33,982	205
206		Other Casualties and Insurance	N/A	N/A	N/A	20,875	20,875		20,875	206
207	*	Lease Rentals - Debit	N/A	N/A	17,623	N/A	17,623		17,623	207
208	*	Lease Rentals - (Credit)	N/A	N/A	(6,108)	N/A	(6,108)		(6,108)	208
209		Joint Facility Rent - Debit	N/A	N/A	30	N/A	30		30	209
210	*	Joint Facility Rent - (Credit)	N/A	N/A		N/A				210
211	*	Other Rents - Debit	N/A	N/A	682	N/A	682		682	211
212	*	Other Rents - (Credit)	N/A	N/A	(57)	N/A	(57)		(57)	212
213	*	Depreciation	N/A	N/A		130,358	130,358		130,358	213
214		Joint Facility - Debit	N/A	N/A	192	N/A	192		192	214
215		Joint Facility - (Credit)	N/A	N/A	(6)	N/A	(6)		(6)	215
216	*	Repairs Billed to Others - (Credit)	N/A	N/A	(2,939)	N/A	(2,939)		(2,939)	216
217		Dismantling Retired Property								217

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

Line No.	Cross Check	Name of railway operating expense account (a)	FREIGHT					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
218		LOCOMOTIVES - Continued:	5,787	15		3	5,805		5,805	218
219		Other	98,958	146,454	21,634	186,636	453,682		453,682	219
220		TOTAL LOCOMOTIVES								
220		FREIGHT CARS:								
221	*	Administration	3,167	1,678	2,825	2,947	10,617	N/A	10,617	220
221	*	Repair and Maintenance	50,255	75,093	82,007	321	207,676	N/A	207,676	221
222	*	Machinery Repair	774	1,387	3,357		5,518	N/A	5,518	222
223		Equipment Damaged	1,349	7,902			9,251	N/A	9,251	223
224		Fringe Benefits	N/A	N/A	N/A	18,548	18,548	N/A	18,548	224
225		Other Casualties and Insurance	N/A	N/A	N/A	13,292	13,292	N/A	13,292	225
226	*	Lease Rentals - Debit	N/A	N/A	77,735	N/A	77,735	N/A	77,735	226
227	*	Lease Rentals - (Credit)	N/A	N/A	(8,201)	N/A	(8,201)	N/A	(8,201)	227
228		Joint Facility Rent - Debit	N/A	N/A	25	N/A	25	N/A	25	228
229	*	Joint Facility Rent - (Credit)	N/A	N/A		N/A		N/A		229
230	*	Other Rents - Debit	N/A	N/A	456,194	N/A	456,194	N/A	456,194	230
231	*	Other Rents - (Credit)	N/A	N/A	(199,732)	N/A	(199,732)	N/A	(199,732)	231
232	*	Depreciation	N/A	N/A	N/A	85,403	85,403	N/A	85,403	232
233		Joint Facility - Debit	N/A	N/A	186	N/A	186	N/A	186	233
234		Joint Facility - (Credit)	N/A	N/A	(4)	N/A	(4)	N/A	(4)	234
235	*	Repairs Billed to Others - (Credit)	N/A	N/A	(55,770)	N/A	(55,770)	N/A	(55,770)	235
236		Dismantling Retired Property						N/A		236
237		Other	6,425	16,198		127	22,750	N/A	22,750	237
238		TOTAL FREIGHT CARS	61,970	102,258	358,622	120,638	643,488	N/A	643,488	238
301		OTHER EQUIPMENT:								
301		Administration		556	11	2,582	3,149		3,149	301
302	*	Repair and Maintenance								
302	*	Trucks, Trailers and Containers - Revenue Service		1,659	52,960	75	54,694	N/A	54,694	302
303	*	Floating Equipment - Revenue Service						N/A		303
304	*	Passenger and Other Revenue Equipment								304
305	*	Computer Systems and Word Processing Equipment		673	37,881		38,554		38,554	305
306	*	Machinery	251	94	20		365		365	306
307	*	Work and Other Non-Revenue Equipment	362	2,759	13,408	30	16,559		16,559	307
308		Machinery								308
309		Fringe Benefits	N/A	N/A		2,353	2,353		2,353	309
310		Other Casualties and Insurance	N/A	N/A		1,155	1,155		1,155	310
311	*	Lease-Rentals - Debit	N/A	N/A	39,758	N/A	39,758		39,758	311

410 RAILWAY OPERATING EXPENSES - Continued
(Dollars in Thousands)

Line No	Cross Check	Name of railway operating expense account (a)	FREIGHT					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
OTHER EQUIPMENT - Continued*										
312	*	Lease Rentals - (Credit)	N/A	N/A	(34)	N/A	(34)		(34)	312
313		Joint Facility Rent - Debit	N/A	N/A	25	N/A	25		25	313
314	*	Joint Facility Rent - (Credit)	N/A	N/A	(35)	N/A	(35)		(35)	314
315	*	Other Rents - Debit	N/A	N/A	18,237	N/A	18,237		18,237	315
316	*	Other Rents - (Credit)	N/A	N/A	(16,215)	N/A	(16,215)		(16,215)	316
317	*	Depreciation	N/A	N/A	N/A	54,536	54,536		54,536	317
318		Joint Facility - Debit	N/A	N/A	117	N/A	117		117	318
319		Joint Facility - (Credit)	N/A	N/A	(60)	N/A	(60)		(60)	319
320	*	Repairs Billed to Others - (Credit)	N/A	N/A	(4,026)	N/A	(4,026)		(4,026)	320
321		Dismantling Retired Property								321
322		Other								322
323		TOTAL OTHER EQUIPMENT	613	5,741	142,047	60,731	209,132		209,132	323
324		TOTAL EQUIPMENT	161,541	254,453	522,303	368,005	1,306,302		1,306,302	324
TRANSPORTATION:										
TRAIN OPERATIONS										
401		Administration	8,170	4,548	8,532	11,186	32,436		32,436	401
402		Engine Crews	327,676	50	23,713	15,167	366,606		366,606	402
403		Train Crews	257,136	1,519	17,892	13,583	290,130		290,130	403
404		Dispatching Trains	35,023	13		121	35,157		35,157	404
405		Operating Signals and Interlockers	24,650	322	75	337	25,384		25,384	405
406		Operating Drawbridges	4,231			6	4,237		4,237	406
407		Highway Crossing Protection	32	91	4,908		5,031		5,031	407
408		Train Inspection and Lubrication	66,909	270	22		67,201		67,201	408
409	*	Locomotive Fuel		966,398	27		966,425		966,425	409
410		Electric Power Purchased or Produced for Motive Power								410
411		Servicing Locomotives	20,596	11,003	6,635		38,234		38,234	411
412		Freight Lost or Damaged - Solely Related		N/A	N/A					412
413		Cleaning Wrecks	142	101	12,453	2	12,698		12,698	413
414		Fringe Benefits		N/A	N/A	267,212	267,212		267,212	414
415		Other Casualties and Insurance	N/A	N/A	N/A	56,908	56,908		56,908	415
416		Joint Facility - Debit	N/A	N/A	1,875	N/A	1,875		1,875	416
417		Joint Facility - (Credit)	N/A	N/A	(653)	N/A	(653)		(653)	417
418		Other	1,017	56	77,482	441	78,996		78,996	418
419		TOTAL TRAIN OPERATIONS	745,582	984,371	152,961	384,963	2,247,877		2,247,877	419

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

Line No	Cross Check	Name of railway operating expense account (a)	FREIGHT					Total freight expense (f)	Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)					
420		YARD OPERATIONS.									
421		Administration	678	404	1,525	1,550	4,157			4,157	420
422		Switch Crews	191,288	1,030	21,007	772	214,097			214,097	421
423		Controlling Operations	31,311	1	3		31,315			31,315	422
424		Yard and Terminal Clerical	7,933		4,865	851	20,410			20,410	423
425	*	Operating Switches, Signals, Retarders and Humps		890	31		921			921	424
426		Locomotive Fuel		77,916			77,916			77,916	425
427		Electric Power Purchased or Produced for Motive Power									426
428		Servicing Locomotives	622			2	624			624	427
429		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A						428
430		Clearing Wrecks	96		10		106			106	429
431		Fringe Benefits		N/A	N/A	84,955	84,955			84,955	430
432		Other Casualties and Insurance		N/A	N/A	17,868	17,868			17,868	431
433		Joint Facility - Debit	N/A	N/A	9,440	N/A	9,440			9,440	432
434		Joint Facility - (Credit)	N/A	N/A	(1,440)	N/A	(1,440)			(1,440)	433
435		Other			83		83			83	434
		TOTAL YARD OPERATIONS	231,928	87,002	35,524	105,998	460,452			460,452	435
501		TRAIN AND YARD OPERATIONS COMMON									
502		Cleaning Car Interiors	359	6	1,700	N/A	2,065			2,065	501
503		Adjusting and Transferring Loads	58	16	600	N/A	674		N/A	674	502
504		Car Loading Devices and Grain Doors	1			N/A	1		N/A	1	503
505		Freight Lost or Damaged - All Other		N/A	N/A	18,095	18,095			18,095	504
506		Fringe Benefits		N/A	N/A	145	145			145	505
		TOTAL TRAIN AND YARD OPERATIONS COMMON	418	22	2,300	18,240	20,980			20,980	506
507	*	SPECIALIZED SERVICES OPERATIONS									
508	*	Administration	23,479	1,330	9,637	2,265	36,711		N/A	36,711	507
509	*	Pickup and Delivery and Marine Line Haul	8,575	7	176,085	154	184,821		N/A	184,821	508
510	*	Loading and Unloading and Local Marine	6,236	7,925	267,132	73	281,366		N/A	281,366	509
511	*	Protective Services	1	80	355		436		N/A	436	510
512	*	Freight Lost or Damaged - Solely Related	N/A	N/A	N/A				N/A		511
513	*	Fringe Benefits	N/A	N/A	N/A	5,028	5,028		N/A	5,028	512
514	*	Casualties and Insurance	N/A	N/A	N/A	2,788	2,788		N/A	2,788	513
515	*	Joint Facility - Debit	N/A	N/A	826	N/A	826		N/A	826	514
516	*	Joint Facility - (Credit)	N/A	N/A		N/A			N/A		515
517	*	Other							N/A		516
		TOTAL SPECIALIZED SERVICES OPERATIONS	38,291	9,342	454,035	10,308	511,976		N/A	511,976	517

410 RAILWAY OPERATING EXPENSES - Continued

(Dollars in Thousands)

Line No	Cross Check	Name of railway operating expense account (a)	FREIGHT					General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)							
518		ADMINISTRATIVE SUPPORT OPERATIONS.										
519		Administration						1,337	1,773		1,773	518
520		Employees Performing Clerical and Accounting Functions	27,551	1,275				74	30,534		30,534	519
521		Communications Systems Operation	3,392					15	3,407		3,407	520
522		Loss and Damage Claims Processing	50	66				92	2,441		2,441	521
523		Fringe Benefits	N/A	N/A				9,686	9,686		9,686	522
524		Casualties and Insurance	N/A	N/A				2,095	2,095		2,095	523
525		Joint Facility - Debit	N/A	N/A				N/A	32		32	524
526		Joint Facility - (Credit)	N/A	N/A				N/A				525
527		Other										526
528		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	30,993	1,576				13,299	49,968		49,968	527
		TOTAL TRANSPORTATION	1,047,212	1,082,313				512,808	3,291,253		3,291,253	528
601		GENERAL AND ADMINISTRATIVE.										
602		Officers - General Administration	49	2,037				3,059	6,506		6,506	601
603		Accounting, Auditing and Finance	2,601	2,078				1,099	15,190		15,190	602
604		Management Services and Data Processing	272	606				1,647	28,007		28,007	603
605		Marketing	603	336				5,465	9,185		9,185	604
606		Sales		76				341	502		502	605
607		Industrial Development	94	140				291	626	N/A	626	606
608		Personnel and Labor Relations	334	1,060				10,407	23,791		23,791	607
609		Legal and Secretarial		419				2,204	39,034		39,034	608
610		Public Relations and Advertising		164				939	7,317		7,317	609
611		Research and Development										610
612		Fringe Benefits		N/A				4,773	4,773		4,773	611
613		Casualties and Insurance	N/A	N/A				7,420	7,420		7,420	612
614		Writedown of Uncollectible Accounts		N/A				1,617	1,617		1,617	613
615		Property Taxes		N/A				103,806	103,806		103,806	614
616		Other Taxes Except on Corporate Income or Payrolls		N/A				55,633	55,633		55,633	615
617		Joint Facility - Debit	N/A	N/A				N/A	802		802	616
618		Joint Facility - (Credit)	N/A	N/A				N/A	(190)		(190)	617
619		Other	2,824	478				143,780	847,226		847,226	618
620		TOTAL GENERAL AND ADMINISTRATIVE	6,777	7,394				342,481	1,151,245		1,151,245	619
		TOTAL CARRIER OPERATING EXPENSES	1,385,518	1,443,401				1,921,615	7,052,511		7,052,511	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/rental reported in column (c), line 29, should balance to the net amount reported in Schedule 410, column (f), lines 118 through 123, plus lines 130 through 135. If an entire road or segment of track is leased and if the actual breakdown of lease/rentals by property categories is not known, apportion the lease/rentals based on the percentage of the categories' depreciation bases to the depreciation bases for all categories of depreciable leased property. Use Schedule 352B of this report for obtaining the depreciation bases of the categories of leased property.
4. Amortization adjustment of each road property type which is included in column (b) shall be repeated in column (d) as a debit or credit to the appropriate line item, the net adjustment on line 29 shall equal the adjustment reported on line 29 of Schedule 335.
5. Report on line 28 all other lease rentals not apportioned to any category listed on lines 1-27.
6. Line 11, Account 16, should not include computer and data processing equipment reported on line 37 of Schedule 415.

Line No.	Cross Check	Property Account	Category (a)	Depreciation (b)	Lease/Rentals (net) (c)	Amortization adjustment during year (d)	Line No
1		2	Land for transportation purpose	N/A	N/A		1
2		3	Grading	70,413	23,243	(537)	2
3		4	Other, right-of-way expenditures	131	43	(18)	3
4		5	Tunnels and subways	3,351	1,106	49	4
5		6	Bridges, trestles, and culverts	35,896	11,849	(649)	5
6		7	Elevated structures	(36)	(12)	(422)	6
7		8	Ties	154,340	50,948	(458)	7
8		9	Rail and other track material	142,461	47,027	2,159	8
9		11	Ballast	44,316	14,629	181	9
10		13	Fences, snow sheds, and signs	73	24	(8)	10
11		16	Station and office buildings	14,721	4,859	(1,612)	11
12		17	Roadway buildings	1,181	390	(136)	12
13		18	Water stations	5	2	0	13
14		19	Fuel stations	1,661	548	(68)	14
15		20	Shops and enginehouses	4,897	1,617	(111)	15
16		22	Storage warehouses	104	34	(2)	16
17		23	Wharves and docks	5	2	0	17
18		24	Coal and ore wharves	4,281	1,413	(3)	18
19		25	TOFC/COFC terminals	15,218	5,024	(205)	19
20		26	Communications systems	15,444	5,098	(919)	20
21		27	Signals and interlocker	18,324	6,049	(393)	21
22		29	Power plants	86	28	(23)	22
23		31	Power-transmissions systems	706	233	(59)	23
24		35	Miscellaneous structures	372	123	(62)	24
25		37	Roadway machines	13,315	4,395	(1,079)	25
26		39	Public improvements-Construction	12,393	4,091	(304)	26
27		45	Power plant machines	362	120	(27)	27
28			Other lease/rentals				28
29	*		Total	554,020	182,883	(4,706)	29

414. RENTS FOR INTERCHANGED FREIGHT TRAIN CARS AND OTHER FREIGHT-CARRYING EQUIPMENT
(Dollars in Thousands)

1. Report freight expenses only
 2. Report in this supporting schedule rental information by car type and other freight-carrying equipment relating to the interchange of railroad, owned or leased equipment and privately owned equipment. (Reporting for leased equipment covers equipment with the carrier's own railroad markings.)
 3. The gross amounts receivable and payable for freight-train cars (line 19, columns (b) through (d), and line 19, columns (e) through (g), respectively) should balance with Schedule 410, column (f), lines 231 (credits) and 230 (debits). Trailer and container rentals are included in Schedule 410, column (f), lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of Schedule 410 because those lines include rents for "Other Equipment" which is reported in Schedule 415, column (e). The balancing of Schedule 410, 414 and 415 "Other Equipment" is outlined in note 6 to Schedule 415.
 4. Report in columns (h) and (i) rentals for private-line cars (whether under railroad control or not) and shipper-owned cars.
 5. Report in columns (c), (d), (f), and (g) rentals for railroad owned cars prescribed by the Board in Ex Parte No. 334, for which rentals are settled on a combination mileage and time basis (basic per diem). Include railroad owned per diem tank cars on line 17.
- NOTE: Mechanical designations for each car type are shown in Schedule 710

Line No.	Cross Check	Type of Equipment (a)	GROSS AMOUNTS RECEIVABLE Per diem basis			GROSS AMOUNTS PAYABLE Per diem basis			Line No
			Private line cars (b)	Mileage (c)	Time (d)	Private line cars (e)	Mileage (f)	Time (g)	
CAR TYPES									
1		Box-Plain 40 Foot		286	925	11,725	2,396	11,115	1
2		Box-Plain 50 Foot and Longer		9,085	35,690	335	13,508	52,527	2
3		Box-Equipped		379	1,572	1,080	838	2,649	3
4		Gondola-Plain		4,495	24,344	83	3,219	13,081	4
5		Gondola-Equipped		1,194	8,657	8,661	4,946	19,900	5
6		Hopper-Covered		383	3,154	10	389	1,600	6
7		Hopper-Open Top-General Service		188	2,044	8	289	1,244	7
8		Hopper-Open Top-Special Service				21	969	3,341	8
9		Refrigerator-Mechanical		43	129	17	1,094	2,598	9
10		Refrigerator-Non-Mechanical		4	8,059	63,962	6,934	26,698	10
11		Flat-TOFC/COFC		3,274	49,563	64,517	2,832	29,812	11
12		Flat-Multi-Level		78	336	102	42	78	12
13		Flat-General Service		511	2,720	16,179	3,991	15,244	13
14		Flat-Other				11,869			14
15		Tank-Under 22,000 Gallons				13,825			15
16		Tank-22,000 Gallons and Over		16	3,788	4	92	974	16
17		All Other Freight Cars			38,815			41,396	17
18		Auto Racks							18
19		TOTAL FREIGHT TRAIN CARS		19,936	179,796	192,398	41,539	222,257	19
OTHER FREIGHT CARRYING EQUIPMENT									
20		Refrigerated Trailers							20
21		Other Trailers			775	-16		-79	21
22		Refrigerated Containers							22
23		Other Containers			15,440	3,299		16,204	23
24	*	TOTAL TRAILERS AND CONTAINERS			16,215	3,283		16,125	24
25		GRAND TOTAL (LINES 19 AND 24)		19,936	196,011	195,681	41,539	238,382	25

NOTES AND REMARKS

GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE TO SCHEDULE 415

- 1 Report freight expenses only
- 2 Report by type of equipment all natural expenses relating to 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 or leased property Account's 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, lines 5 and 38 compared to Schedule 410, lines 207, 208, 211, and 212
 - (b) Freight cars, lines 24 and 39, compared to Schedule 410 lines 226 and 227 (note that Schedule 410 lines 230 and 231 are reported in Schedule 415, 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 therefor 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)

See also schedule 415 (supplement) on pages 57A and B.

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)		
		LOCOMOTIVES					
1		Diesel Locomotive - Yard	15,382	4,313	2	(118)	1
2		Diesel Locomotive - Road	218,571	105,372	18,855	(4,335)	2
3		Other Locomotive - Yard					3
4		Other Locomotive - Road					4
5	*	TOTAL	233,953	109,685	18,857	(4,453)	5
		FREIGHT TRAIN CARS					
6		Box - Plain 40 Foot					6
7		Box - Plain 50 Foot and Longer	331	30		(13)	7
8		Box - Equipped	27,914	8,972		(5,553)	8
9		Gondola - Plain	17,664	30,695		11,645	9
10		Gondola - Equipped	38,993	221		(7,414)	10
11		Hopper - Covered	14,315	2,845		(2,560)	11
12		Hopper - Open Top - General Service	11,434	12,768	27	117	12
13		Hopper - Open Top - Special Service	4,065	4,846		59	13
14		Refrigerator - Mechanical	46				14
15		Refrigerator - Nonmechanical					15
16		Flat TOFC/COFC	686	174		48	16
17		Flat Multi - level	1,676	(459)		(2,151)	17
18		Flat - General Service	98	78		(2)	18
19		Flat - Other	2,685	2,081		479	19
20		All Other Freight Cars	3,254	2,710		651	20
21		Cabooses	50	199		(2)	21
22		Auto Racks	28,695	16,730	127	(108)	22
23		Miscellaneous Accessories (see note 4)		3,121			23
24	*	TOTAL FREIGHT TRAIN CARS	151,906	85,011	154	(4,804)	24
		OTHER EQUIPMENT - REVENUE					
25		FREIGHT HIGHWAY EQUIPMENT					
		Refrigerated Trailers		84			25
26		Other Trailers	5,064	7,102		(600)	26
27		Refrigerated Containers					27
28		Other Containers	12,923	51			28
29		Bogies					29
30		Chassis	32,681	12			30
31		Other Highway Equipment (Freight)					31
32	*	TOTAL HIGHWAY EQUIPMENT	50,668	7,249		(600)	32
		FLOATING EQUIPMENT - REVENUE SERVICE					
33		Marine Line - Haul					33
34		Local Marine					34
35	*	TOTAL FLOATING EQUIPMENT					35
		OTHER EQUIPMENT					
36	*	Passenger & Other Revenue Equipment (Freight Portion)					36
37	*	Computer systems & word processing equip.	38,554	31,416	94	(11,411)	37
38	*	Machinery - Locomotives (see note 1)	6,289	895			38
39	*	Machinery - Freight Cars (see note 2)	5,518	233			39
40	*	Machinery - Other Equipment (see note 3)	365	1,865			40
41	*	Work & Other Non - revenue Equipment	16,559	13,912		(2,812)	41
42		TOTAL OTHER EQUIPMENT	67,285	48,321	94	(14,223)	42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	503,812	250,266	19,105	(24,080)	43

Note 1 Data to be reported on line 38, column (b) is the amount reported in Schedule 410, column (f), line 203, reduced by the allocable portion of line 218.

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

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

Note 4 End of train devices and miscellaneous spare parts previously reported in lines 20 and 22, respectively

415. SUPPORTING SCHEDULE – EQUIPMENT

(Dollars in Thousands)

See also schedule 415 (supplement) on pages 57A and B.

Line No.	Cross Check	Lease and rentals (net) (f)	Investment base as of 12/31		Accumulated depreciation as of 12/31		Line No
			Owned (g)	Capitalized lease (h)	Owned (i)	Capitalized lease (j)	
1			86,923		69,299		1
2		7,883	3,125,173	498,347	984,205		2
3							3
4							4
5		7,883	3,212,096	498,347	1,053,504	173,858	5
6							6
7			1,494		26,042		7
8		10,822	510,837		273,373		8
9		7,899	566,706		232,959		9
10		25,400	362,651		145,696		10
11		13,690	245,666		144,859		11
12		3,501	338,144	949	160,500	85	12
13			155,995		43,897		13
14							14
15							15
16		(2,160)	4,722		3,353		16
17		9,225	44,612		32,338		17
18			3,342		2,076		18
19			67,241		26,231		19
20			61,391		15,793		20
21			5,255		2,357		21
22		920	297,509	2,351	111,930	425	22
23			25,035		19,254		23
24		69,297	2,690,600	3,300	1,240,658	510	24
25			1,083		182		25
26		37,234	160,141		95,693		26
27							27
28		1,047	750				28
29							29
30			171		448		30
31							31
32		38,281	162,145		96,323		32
33							33
34							34
35							35
36							36
37		7	344,599		239,756		37
38		625	27,928		10,814		38
39			7,271		2,815		39
40			58,196		22,534		40
41		265	323,930		120,551		41
42		897	761,924		396,470		42
43		116,358	6,826,765	501,647	2,786,955	174,368	43

Note 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

Note 2 Depreciation reported on lines 38, 39 and 40 in column (c) is calculated by multiplying the investment in each element by the effective composite rate for 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

415. SUPPORTING SCHEDULE – IMPROVEMENTS TO EQUIPMENT LEASED FROM OTHERS
(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)		
		LOCOMOTIVES					
1		Diesel Locomotive - Yard					1
2		Diesel Locomotive - Road		921			2
3		Other Locomotive - Yard					3
4		Other Locomotive - Road					4
5 *		TOTAL		921			5
		FREIGHT TRAIN CARS					
6		Box - Plain 40 Foot					6
7		Box - Plain 50 Foot and Longer					7
8		Box - Equipped					8
9		Gondola - Plain					9
10		Gondola - Equipped					10
11		Hopper - Covered					11
12		Hopper - Open Top - General Service					12
13		Hopper - Open Top - Special Service					13
14		Refrigerator - Mechanical					14
15		Refrigerator - Nonmechanical					15
16		Flat TOFC/COFC					16
17		Flat Multi - level					17
18		Flat - General Service					18
19		Flat - Other					19
20		All Other Freight Cars					20
21		Cabooses					21
22		Auto Racks		5			22
23		Miscellaneous Accessories (see note 4)					23
24 *		TOTAL FREIGHT TRAIN CARS		5			24
		OTHER EQUIPMENT - REVENUE					
		FREIGHT HIGHWAY EQUIPMENT					
25		Refrigerated Trailers					25
26		Other Trailers					26
27		Refrigerated Containers					27
28		Other Containers					28
29		Bogies					29
30		Chassis					30
31		Other Highway Equipment (Freight)					31
32 *		TOTAL HIGHWAY EQUIPMENT					32
		FLOATING EQUIPMENT - REVENUE SERVICE					
33		Marine Line - Haul					33
34		Local Marine					34
35 *		TOTAL FLOATING EQUIPMENT					35
		OTHER EQUIPMENT					
36 *		Passenger & Other Revenue Equipment (Freight Portion)					36
37 *		Computer systems & word processing equip.					37
38 *		Machinery - Locomotives (see note 1)					38
39 *		Machinery - Freight Cars (see note 2)					39
40 *		Machinery - Other Equipment (see note 3)					40
41 *		Work & Other Non - revenue Equipment					41
42		TOTAL OTHER EQUIPMENT					42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)		926			43

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

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

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

Note 4 End of train devices and miscellaneous spare parts previously reported in lines 20 and 22, respectively

** "Owned" refers only to ownership of the leasehold improvement

415. SUPPORTING SCHEDULE -- IMPROVEMENTS TO EQUIPMENT LEASED FROM OTHERS
(Dollars in Thousands)

Line No.	Cross Check	Lease and rentals (net) (f)	Investment base as of 12/31		Accumulated depreciation as of 12/31		Line No
			Owned** (g)	Capitalized lease (h)	Owned** (i)	Capitalized lease (j)	
1							1
2		3,632	40,667		4,804		2
3							3
4							4
5		3,632	40,667		4,804		5
6							6
7							7
8		8	2		2		8
9							9
10		82	472		472		10
11							11
12							12
13							13
14							14
15							15
16							16
17							17
18							18
19							19
20							20
21							21
22		147	833		833		22
23							23
24		237	1,307		1,307		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		3,869	41,974		6,111		43

Note 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

Note 2 Depreciation reported on lines 38, 39 and 40 in column (i) 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 (i), Schedule 335

** "Owned" refers only to ownership of the leasehold improvement

416. SUPPORTING SCHEDULE -- ROAD
(Dollars in Thousands)

Line No.	Density category (Class)	Account No. (b)	Owned and used		Improvements to leased property			Capitalized leases			TOTAL		Line No.	
			Inv Base (c)	Accum depr (d)	Depr rate % (e)	Inv. Base (f)	Accum. depr. (g)	Depr. rate % (h)	Inv. base (i)	Current year Amort. (j)	Accum Amort. (k)	Inv. Base (l)		Accum depr. & Amort. (m)
1	I	3	1,427,032	173,766	1.05%							1,427,032	173,766	1
2		8	1,511,068	471,505	3.13%							1,511,068	471,505	2
3		9	2,119,873	592,026	2.89%							2,119,873	592,026	3
4		11	751,808	139,375	2.50%							751,808	139,375	4
5	SUB-TOTAL		5,809,781	1,376,672								5,809,781	1,376,672	5
6	II	3	919,402	111,944	1.05%							919,402	111,944	6
7		8	1,204,539	375,819	3.13%							1,204,539	375,819	7
8		9	1,643,587	458,995	2.52%							1,643,587	458,995	8
9		11	579,173	107,370	2.50%							579,173	107,370	9
10	SUB-TOTAL		4,346,701	1,054,128								4,346,701	1,054,128	10
11	III	3	20,198	N/A	N/A		N/A	N/A		N/A	N/A	20,198		11
12		8	38,054	N/A	N/A		N/A	N/A		N/A	N/A	38,054		12
13		9	37,062	N/A	N/A		N/A	N/A		N/A	N/A	37,062		13
14		11	13,091	N/A	N/A		N/A	N/A		N/A	N/A	13,091		14
15	SUB-TOTAL		108,405				N/A	N/A		N/A	N/A	108,405	0	15
16	IV	3	564,971	68,769	1.05%							564,971	68,769	16
17		8	546,548	170,605	3.13%							546,548	170,605	17
18		9	790,089	220,786	1.91%							790,089	220,786	18
19		11	280,822	52,087	2.50%							280,822	52,087	19
20	SUB-TOTAL		2,182,430	512,247								2,182,430	512,247	20
21	V	3												21
22		8												22
23		9												23
24		11												24
25	SUB-TOTAL		0	0								0	0	25
26	GRAND TOTAL		12,447,317	2,943,047	N/A							12,447,317	2,943,047	26

(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

417. SPECIALIZED SERVICE SUBSCHEDULE — TRANSPORTATION

(Dollars in Thousands)

1. Report freight expenses only.
2. Report in Lines 1, 2, 3, 4, and 10 the total of those natural expenses (salaries and wages, material, tools, supplies, fuels and lubricants, purchased services, and general) incurred in the operation of each type of specialized service facility. This schedule does not include switching services performed by train and yard crews in connection with or within specialized service facilities.
3. When it is necessary to apportion expenses to two or more services, they shall be apportioned on the most equitable basis available to the respondent and only to the services they support. The total expenses in column (j) should balance with the respective line items in Schedule 410, Railway Operating Expenses.
4. Report in column (b), line 2, the expenses incurred in highway movements of trailers and containers performed at the expense of the reporting railroad within a terminal area for the purpose of pick-up, delivery or highway interchange service. Report in column (b), line 3, the expenses incurred in operating facilities for handling trailers and/or containers, including storage expenses. See Schedule 755, note R.
5. The operation of floating equipment in line-haul service (between distinct terminals) should be reported in column (c) on line 2. Floating operations conducted within a general terminal or harbor area should be reported in column (c), line 3.
6. Report in column (g), line 3, the expenses incurred by the railroad in loading and unloading automobiles, trucks, etc., to and from bi-level and tri-level auto rack cars. Report on line 2, column (g), the expense incurred by the railroad in moving automobiles, etc., between bi-level and tri-level loading and unloading facilities over the highway to shippers, receivers or connecting carriers. Report in column (f) operating expenses for land facilities in support of floating operations, including the operation of docks and wharves.
7. Report on line 4, column (b), the expenses related to heating and refrigeration of TOFC/COFC trailers and containers (total debits and credits). The expenses on line 4, column (h), relate to refrigerator cars only.
8. Report in column (i) total expenses incurred in performing rail substitute service, other highway revenue service, LCL terminal operations, warehouse operations, freight car transloading, grain elevator terminal operations and livestock feeding operations only.

Line No.	Cross Check	Items (a)	TOFC/COFC terminal (b)	Floating equipment (c)	Coal marine terminal (d)	Ore marine terminal (e)	Other marine terminal (f)	Motor vehicle load and distribution (g)	Protective services refrigerator car (h)	Other special services (i)	Total columns (b-i) (j)	Line No.
1		Administration	35,254		1,069			5		383	36,711	1
2		Pick up and delivery, marine line haul	173,596		1,832			41		9,352	184,821	2
3		Loading and unloading and local marine	204,050		11,581			63,713		2,021	281,366	3
4		Protective services, total debit and credits							436		436	4
5	*	Freight lost or damaged—solely related									0	5
6		Fringe benefits	4,208		820						5,028	6
7		Casualty and insurance	2,788								2,788	7
8		Joint facility — Debit	826								826	8
9		Joint facility — Credit	0								0	9
10	*	Other									0	10
11		TOTAL	420,721	0	15,303	0	0	63,760	436	11,757	511,976	11

418. SUPPORTING SCHEDULE--CAPITAL LEASES

(Dollars in thousands)

Instructions:

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

Column

- (a) = primary account number and title for which capital lease amounts are included therein.
- (b) = the total investment in that primary account
- (c) = the investment in capital leases at the end of the year
- (d) = the current year amortization.
- (e) = the accumulated amortization relating to the leased properties

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)
ACCT 06-Bridges,trestles, and culverts	2,184,221	2,213	23	74
ACCT 09-Rail and other track material	4,590,611	560	28	336
ACCT 52-Locomotives	3,751,110	498,347	18,857	173,858
ACCT 53-Freight Cars	2,695,207	3,300	154	510
ACCT 59-Computers	344,599	0	94	0

NOTES AND REMARKS

S/S

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	230,179	1
		U S. Government Taxes		
		Income Taxes		
2		Normal Tax and Surtax	480,475	2
3		Excess Profits		3
4	*	Total - Income Taxes L 2 + 3	480,475	4
5		Railroad Retirement	320,946	5
6		Hospital Insurance	30,811	6
7		Supplemental Annuities		7
8		Unemployment Insurance	9,752	8
9		All Other United States Taxes		9
10		Total - U. S. Government Taxes	841,984	10
11		Total - Railway Taxes	1 072,163	11

B. Adjustments to Federal Income Taxes

- 1 In column (a) are listed the particulars which most often cause a differential between taxable income and pretax accounting income. Other particulars which cause such a differential should be listed under the caption Other (Specify), including State and other taxes deferred if computed separately. Minor items, each less than \$100,000, may be combined in a single entry under Other (Specify)
- 2 Indicate in column (b) the beginning of the year total of Accounts 714 744 762 and 786 applicable to each particular item in column (a)
- 3 Indicate in column (c) the net change in Accounts 714, 744, 762 and 786 for the net tax effect of timing differences originating and reversing in the current accounting period
- 4 Indicate in column (d) any adjustments, as appropriate, including adjustments to eliminate or reinstate deferred tax effects (credits or debits) due to applying or recognizing a loss carry-forward or a loss carry-back
- 5 The total of line 19 in columns (c) and (d) should agree with the total of the contra charges (credits) to Account 557, Provision for Deferred Taxes, and Account 591 Provision for Deferred Taxes - Extraordinary Items, for the current year
- 6 Indicate in column (e) the cumulative total of columns (b), (c), and (d) The total of column (e) must agree with the total of Accounts 714, 744, 762 and 786

Line No	Particulars (a)	Beginning of year balance (b)	Net credits (charges) for current year (c)	Adjustments (d)	End of year balance (e)	Line No
1	Accelerated Depreciation, Sec 167 I R C.: Guideline lives pursuant to Rev. Proc 62-21.		0			1
2	Accelerated Amortization of Facilities, Sec 168 I R C		0			2
3	Accelerated amortization of rolling stock, Sec 184 I R C		0			3
4	Amortization of rights of way Sec. 185 I R C		0			4
5	Property	6,490,772	105,180	(77,305)	6,518,647	5
6	Other (Specify) -- Tax Benefit Transfer Leases	23,937	(368)		23,569	6
7	Reserves, including casualty & other claims	(207,241)	(11,293)	4,050	(214,484)	7
8	Compensation and Benefits	(268,631)	49,880	(52,290)	(271,041)	8
9	Miscellaneous	64,109	4,185	(8,017)	60,277	9
10	Unrealized Holding Gains	365,205	0	(437)	364,768	10
11	Deferred Intercompany Federal Tax Payable, Net	1,229,855	0	95,461	1,325,316	11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19	TOTALS	7,698,006	147,584	(38,538)	7,807,052	19

Adjustments in column (d) represent adjustments for FAS 87, FAS 115 and deferred intercompany payable

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

*Footnotes:

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

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

(Dollars in Thousands)

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

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

Line No	Account No (a)	Item (b)	Debits (c)	Credits (d)	Line No
1					1
2	519	Synthetic fuel facility income		97,680	2
3					3
4	519	Growth in cash surrender value of corporate owned life insurance		72,400	4
5					5
6	519	Net gain on the disposition of property		24,776	6
7					7
8	551	Discount on sale of receivables	487,282		8
9					9
10	551	Synthetic fuel facility charges	160,697		10
11					11
12	551	Charitable contributions	13,986		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

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

501. GUARANTIES AND SURETYSHIPS

(Dollars in Thousands)

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

This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 year 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					2
3					3
4					4
5					5
6					6
7	(a) Terminal R R. Assoc of St. Louis	Refunding & Improvement Mortgage Series "C" bonds due 7/1/2019 (FD14553-54)	7,787 & int.	Joint and Several	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	(a) Jointly and Severally with BNSF, CSX Transp, CN and UP				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

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

This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 years after 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 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 of compensating balances and short-term borrowing arrangements. Footnote disclosure is required even though 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 outstanding at balance sheet date, maximum amount of outstanding borrowings during the period and the weighted average rate of those borrowings.
2. Time deposits and certificates of deposit constituting compensating balances not legally restricted should be disclosed.
3. Compensating balance arrangements need only be disclosed for the latest fiscal year.
4. Compensating balances included in Account 703, Special Deposits, and in Account 717, Other Funds, should also be separately disclosed below.
5. Compensating balance arrangements are sufficiently material to require disclosure in footnotes when the aggregate of written and oral agreement balances amount to 15 percent or more of liquid assets (current cash balances, restricted and unrestricted plus marketable securities).
6. When a carrier is not in compliance with a compensating balance requirement, that fact should be disclosed along with stated and possible sanctions whenever such possible sanctions may be immediate (not vague or unpredictable) and material.

The Company has outstanding letters of credit in the amount of \$10.7 million, with various banks, under which no borrowings were outstanding as of December 31, 2007.

NOTES AND REMARKS

SCHEDULE 510 SEPARATION OF DEBTHOLDINGS BETWEEN ROAD PROPERTY AND EQUIPMENT

(Dollars in Thousands)

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

I. Debt Outstanding at End of Year:

Line No	Account No	Title	Source	Balance at Close of Year
1	751	Loans and Notes Payable	Sch 200, L 30	
2	764	Equipment Obligations and Other Long Term Debt due Within One Year	Sch 200, L 39	168,666
3	765/767	Funded Debt Unmatured	Sch 200, L 41	479,026
4	766	Equipment Obligations	Sch 200 L 42	132,965
5	766 5	Capitalized Lease Obligations	Sch 200, L 43	90,209
6	768	Debt in Default	Sch 200, L 44	
7	769	Accounts Payable Affiliated Companies	Sch 200, L 45	1 099 335
8	770 1/770 2	Unamortized Debt Premium	Sch 200, L 46	126,128
9		Total Debt	Sum L. 1-8	2,096,329
10		Debt Directly Related to Road Property	Note 1	30,422
11		Debt Directly Related to Equipment	Note 1	414,010
12		Total Debt Directly Related to Road & Equipment	Sum L 10 and 11	444,432
13		Percent Directly Related to Road	L 10 div by L 12 Whole % + 2 decimals	6 85%
14		Percent Directly Related to Equipment	L 11 div by L 12 Whole % + 2 decimals	93 15%
15		Debt Not Directly Related to Road or Equipment	L 9 - L 12	1 651 897
16		Road Property Debt (Note 2)	(L 13 x L 15) + L 10	143 577
17		Equipment Debt (Note 2)	(L 14 x L 15) + L 11	1,952,752

II. Interest Accrued During the Year:

Line No	Account No	Title	Source	Balance at Close of Year
18	546-548	Total Interest and Amortization (Fixed Charges)	Sch 210, L 42	215,815
19	546	Contingent Interest on Funded Debt	Sch 210, L 44	
20	517	Release of Premiums on Funded Debt	Sch 210, L 22	
21		Total Interest (Note 3)	(L 18 + L 19) - L 20	215,815
22		Interest Directly Related to Road Property Debt	Note 4	1,440
23		Interest Directly Related to Equipment Debt	Note 4	22 566
24		Interest Not Directly Related to Road or Equipment: Property Debt	L 21 - (L 22 + L 23)	191,809 *
25		Interest Road Property Debt (Note 5)	L 22 + (L 24 x L 13)	14,579
26		Interest Equipment Debt (Note 5)	L 23 + (L 24 x L 14)	201,236
27		Embedded Rate of Debt Capital - Road Property	L 25 div by L 16	10 15%
28		Embedded Rate of Debt Capital - Equipment	L 26 div by L 17	10 31%

Note 1 Directly Related means the purpose which the funds were used when the debt was issued

Note 2 Line 16 plus Line 17 must equal Line 9

Note 3 Line 21 includes interest on debt in Account 769-Account Payable, Affiliated Companies

Note 4 This interest relates to debt reported in Lines 10 and 11 respectively

Note 5 Line 25 plus Line 26 must equal Line 21

*Net of capitalized interest: \$(13 910) Amount on line 24 primarily represents "Other Interest expense" that does not relate to conventional debt as reported on line 9

NOTES AND REMARKS

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

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

SCHEDULE 512. TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT FOR SERVICES RECEIVED OR PROVIDED

Line No.	Name of company or related party with percent of gross income (a)	%	Nature of relationship (b)	Description of transactions (c)	Dollar amounts of transactions (000's) (d)	Amount due from or to related parties (e)	Line No.
1							1
2	If NS Rail provides rail transportation services to any of these entities, it does so in the normal course of business at applicable tariff or contract rates.						2
3	both of which are subject to STB jurisdiction and review.						3
4	Conrail Inc. and CRC		Other	(See note 1)			4
5	Norfolk Southern Corporation		Controlled	(See note 2)			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

Note 1 - See note 14 to Schedule 200 on page 15.

Note 2 - See note 13 to Schedule 200 on page 14

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 some 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 case of this class the respondent has no proprietary rights, but only the rights of a licensee. Include in this class, also, all main tracks, industrial tracks and sidings owned by noncarrier companies and individuals when the respondent operates over them but does not have exclusive possession of them.

Road held by respondent as a 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 an 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, crossovers, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	TOTAL (i)	Line No.
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of passing tracks, cross-overs, and turnouts (f)				
1	1	100%	15,932	2,630	169	2,035	2,600	5,808	29,174	1
2	1	50%	7	5		5	15	13	45	2
3	1	33%	4	4		4		5	17	3
4	1J	75%						7	7	4
5	1J	67%						4	4	5
6	1J	50%				1	12	23	36	6
7	1J	33%					3	2	5	7
8										8
9		Total Class 1	15,943	2,639	169	2,045	2,630	5,862	29,288	9
10										10
11										11
12	3	100%	23	9			5		37	12
13	3A	100%						2	2	13
14	3B	100%	337	171	4	34	49	79	674	14
15	3BJ	50%				1		5	6	15
16										16
17		Total Class 3	360	180	4	35	54	86	719	17
18										18
19										19
20	4	100%	6				1	33	40	20
21	4B	100%	6						6	21
22	4BJ	50%	5				1		6	22
23										23
24		Total Class 4	17				2	33	52	24
25										25
26										26
27	5	100%	4,570	1,204	590	382	130	664	7,540	27
28										28
29		Total Class 5	4,570	1,204	590	382	130	664	7,540	29
30										30
31										31
32										32
33										33
34										34
35										35
36										36
37										37
38										38
39										39
40										40
41										41
42										42
43										43
44										44
45										45
46										46
47										47
48										48
49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57		TOTAL	20,890	4,023	763	2,462	2,816	6,645	37,599	57
58		Miles of electrified road or track included in preceding grand total	N/A							58

Road Initials:

NS Rail

Year 2007

75

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

Line No	Cross Check	State or territory (a)	MILES OF ROAD OPERATED BY RESPONDENT								Line No
			Line owned (b)	Line of proprie- tary companies (c)	Line operated under lease (d)	Line operated under contract etc. (e)	Line operated under trackage rights (f)	Total mileage operated (g)	Line owned not operated by respondent (h)	New line constructed during year (i)	
1		Alabama	1,279					92	1,371	21	1
2		Canada						301	301		2
3		Delaware	160					43	203		3
4		District of Columbia						13	13		4
5		Florida	96					53	149		5
6		Georgia	1 791					9	1,800	305	6
7		Illinois	847					413	1,260	63	7
8		Indiana	1,274		2			265	1,541	60	8
9		Iowa	6			1		37	44	41	9
10		Kansas						2	2		10
11		Kentucky	156		212			63	431		11
12		Louisiana	77					4	81		12
13		Maryland	95					174	269		13
14		Michigan	414					230	644	2	14
15		Mississippi	209					2	211		15
16		Missouri	344					65	409		16
17		New Jersey	126					807	933		17
18		New York	497					294	791	152	18
19		North Carolina	926			11		364	1,301	418	19
20		Ohio	1,825		10			398	2,233	16	20
21		Pennsylvania	1,697			5		637	2,339	135	21
22		South Carolina	679					104	783	16	22
23		Tennessee	666		136			46	848	144	23
24		Virginia	1,993					107	2,100	93	24
25		West Virginia	786					47	833	14	25
26											26
27											27
28											28
29											29
30											30
31											31
32		TOTAL MILEAGE (single track)	15,943		360	17		4,570	20,890	1,480	32

NOTES AND REMARKS

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 (l)
- 4 For reporting purposes, a locomotive unit is a self-propelled vehicle generating or converting energy into motion and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units. A "B" unit is similar to an "A" unit but it is 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 the type of unit, service and number as appropriate, in a brief description sufficient for positive identification. An "Auxiliary unit" includes all units used in conjunction with locomotives, but which draw their power from the "mother" unit, e.g., boosters, slugs, etc. For reporting purposes, indicate radio-controlled self-powered diesel units on lines 1 through 8 as appropriate. Radio-controlled units that are not self-propelled, i.e., those without a diesel, should be reported on line 13 under "auxiliary units."

7 Column (k) should show aggregate capacity for all units reported in column (l), as follows: For locomotive units report the 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 (l), lines 1 through 8, column (k) should have data on the same lines.

When data appear in columns (k) or (l), lines 38 through 53 and 55, column (m) should have data on the 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)	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)	
			Units in service of respondent at beginning of year (b)	New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)						
			(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)*
1		Locomotive Units	3,578	90		30	7	38	3,535	132	3,667	(HP) 12,755,400	57
2		Diesel-freight units											
3		Diesel-passenger units											
4		Diesel-multiple purpose units	202				1	58	145		145	213,100	4
5	*	Diesel-switching units	3,780	90		30	8	96	3,680	132	3,812	12,968,500	61
6	*	TOTAL (lines 1 to 4)											
7	*	Electric-locomotives											6
8	*	Other self-powered units											7
9	*	TOTAL (lines 5, 6 and 7)	3,780	90		30	8	96	3,680	132	3,812	12,968,500	61
10	*	Auxiliary units	74						74		74	N/A	9
		TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	3,854	90		30	8	96	3,754	132	3,886	12,968,500	61

* Note. Col (i) - Leased to Others includes 51 NS Owned Locomotives Leased to Conrail for use in Shared Assets Area

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)	During Calendar Year					TOTAL	Line No.
			Before Jan 1, 1985 (b)	Between Jan 1, 1985 and Dec 31, 1989 (c)	Between Jan 1, 1990 and Dec 31, 1994 (d)	Between Jan 1, 1995 and Dec 31, 1999 (e)	Between Jan 1, 2000 and Dec 31, 2004 (f)		
11	*	Diesel	1,381	322	407	713	667	90	3,812
12	*	Electric							12
13	*	Other self-powered units							13
14	*	TOTAL (lines 11 to 13)	1,381	322	407	713	667	90	3,812
15	*	Auxiliary units	45	25	4				74
16	*	TOTAL LOCOMOTIVE UNITS (Lines 14 and 15)	1,426	347	411	713	667	90	3,886

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)	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 in service of respondent at beginning of year (b)	New units purchased or built (c)	New units leased from others (d)	Rebuilt units rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)		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)	
17		PASSENGER-TRAIN CARS Non-Self-Propelled Coaches (PA, PB, PBO)												17
18		Combined cars												18
19		(All class C, except CSB)												19
20		Parlor cars (PBC, PC, PL, PO)												20
21		Sleeping cars (PS, PT, PAS, PDS)												21
22		Dining, grill and tavern cars												22
23		(All class D, PD)												23
24		Non-passenger carrying cars												24
25		(All class B, CSB, M, PSA, 1A)												25
26		TOTAL (lines 17 to 22)												26
27		Self-Propelled												27
28		Electric passenger cars												28
29		(EP, LT)												29
30		Electric combined cars (EC)												30
31		Internal combustion rail motorcars												31
32		(ED, EG)												32
33		Other self-propelled cars												33
34		(Specify types)												34
35		TOTAL (lines 24 to 27)												35
36		TOTAL (lines 23 and 28)												36
37		COMPANY SERVICE CARS												37
38		Business cars (PV)	21				5		26		26	N/A		38
39		Board outfit cars (MWX)	290					3	287		287	N/A		39
40		Derrick and snow removal cars												40
41		(MWU, MWV, MWW, MWK)	329					15	314		314	N/A		41
42		Dump and ballast cars												42
43		(MWB, MWD)	508					9	499		499	N/A		43
44		Other maintenance and service equipment cars	3,781				17	58	3,737	3	3,740	N/A		44
45		TOTAL (lines 30 to 34)	4,929				22	85	4,863	3	4,866	N/A		45

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__)	510						37
38		Equipped box cars (All Code A, Except A_5_)	19,118					146	38
39		Plain gondola cars (All Codes G & J__1, J__2, J__3, J__4)	19,531		1,200			1	39
40		Equipped gondola cars (All Code E)	18,560					767	40
41		Covered hopper cars (C__1, C__2, C__3, C__4)	12,049					2	41
42		Open top hopper cars - general service (All Code H)	15,930					1	42
43		Open top hopper cars - special service (J__O, and All Code K)	3,717					1	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_)	266						45
46		Flat cars - TOFC/COFC (All Code P, Q and S, Except Q8__)	957						46
47		Flat cars - multi-level (All Code V)	1,141						47
48		Flat cars - general service (F10_, F20_, F30_)	137						48
49		Flat cars - other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6_, F_8_, F40_)	1,809					29	49
50		Tank cars - under 22,000 gallons (T__0, T__1, T__2, T__3, T__4, T__5)							50
51		Tank cars - 22,000 gallons and over (T__6, T__7, T__8, T__9)		24					51
52		All other freight cars (A_5_, F_7_, All Code L and Q8__)	4,024					217	52
53		TOTAL (lines 36 to 52)	97,749	24	1,200			1,164	53
54		Caboose (All Code M-930)	N/A	191				1	54
55		TOTAL (lines 53, 54)	97,749	215	1,200			1,165	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)	Units installed				
					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		6	43	461	504		51,890		37
38		1,545	16,102	1,617	17,719		1,413,452		38
39		125	18,407	2,200	20,607		2,329,939		39
40		640	12,928	5,759	18,687		1,901,992		40
41		416	8,830	2,805	11,635		1,274,667		41
42		1,653	13,470	808	14,278		1,527,556		42
43		35	3,683		3,683		388,817		43
44									44
45		266							45
46		32	204	721	925		71,994		46
47		35	592	514	1,106		46,217		47
48		5	132		132		10,109		48
49		10	1,728	100	1,828		185,252		49
50									50
51			4	20		24	2,368		51
52		9	4,232		4,232		209,943		52
53		4,777	80,355	15,005	95,336	24	9,414,196		53
54		15	177		N/A	177	N/A		54
55		4,792	80,532	15,005	95,336	201	9,414,196		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						56
57		Non-self-propelled vessels (car floats, lighters, etc)	N/A						57
58		TOTAL (Lines 56 and 57)							58
59		HIGHWAY REVENUE EQUIPMENT Chassis (Z_1_, Z_67_, Z_68_, Z_69_)		18,753					59
60		Dry van (U_2_, Z_, Z_6_, 1-6)		18,632	235				60
61		Flat bed (U_3_, Z_3_)		50					61
62		Open bed (U_4_, Z_4_)							62
63		Mechanical refrigerator (U_5_, Z_5_)		33					63
64		Bulk hopper (U_0_, Z_0_)							64
65		Insulated (U_7_, Z_7_)							65
66		Tank (Z_0_, U_6_) (See note)							66
67		Other trailer and container (Special equipped dry van U_9_, Z_8_, Z_9_)							67
68		Tractor							68
69		Truck							69
70		TOTAL (Lines 59 to 69)		37,468	235				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
		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)	
					Per diem (k)	All Others (l)			
56					N/A		N/A		56
57					N/A		N/A		57
58									58
59		2,903	24	15,826		15,850	N/A		59
60		138	7,123	11,606		18,729	504,384		60
61			50			50	562		61
62									62
63			33			33	750		63
64									64
65									65
66									66
67									67
68									68
69									69
70		3,041	7,230	27,432		34,662	505,696		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 this 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). For TOFC/COFC, show type of equipment as enumerated in Schedule 710.

3. In column (c) show the total weight in tons of 2,000 pounds. The weight of the equipment acquired should be the weight empty.

4 The cost should be the complete cost as entered on the ledger, including foreign line freight charges and handling charges.

5 Data for this schedule should be confined to the units reported in Schedule 710, columns (c) and (e) for locomotive units, passenger-train cars and company service cars and columns (d) and (f) for freight train cars, floating equipment and highway revenue equipment. Disclose new units in the upper section of this schedule. 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 be appropriately identified by footnote or sub-heading.

NEW UNITS

Line No.	Class of equipment (a)	Number of Units (b)	Total Weight (Tons) (c)	Total Cost (d)	Method of Acquisition (see instructions) (e)	Line No.
1	GE ES40DC 6-Axle 4,000 HP	88	18,040	150,626	P	1
2	NRE 3GS21B 4-Axle 2,100 HP Genset	2	268	2,600	P	2
3	Steel Coal Gondola (GT)	1,200	28,708	91,120	P	3
4	Mark V Duraplate 53' Roadrailer Dry Vans (Z)	235	1,925	7,690	P	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	TOTAL	1,525	48,941	252,036	N/A	25
REBUILT UNITS						
26	GP38-3 4-Axle 2,000 HP	18	2,430	10,702	C	26
27	GP40-2 4-Axle 3,000 HP	10	1,387	7,603	C	27
28	RP20BD 4-Axle 2,100 HP Genset	2	268	2,534	C	28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38	TOTAL	30	4,085	20,839	N/A	38
39	GRAND TOTAL	1,555	53,026	272,875	N/A	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

Track category 1

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

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

2 This schedule should include all class 1, 2, 3, or 4 track from schedule 700 that is maintained by the respondent (class 5 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

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

Line No	Track category (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton-miles per track-mile* (use two decimal places) (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders at the end of period (e)	Line No.
1	A	9,617	38.74	45.92	19	1
2	B	6,403	12.54	42.27	140	2
3	C	2,823	2.59	31.29	484	3
4	D	2,549	0.29	25.06	524	4
5	E	8,667	XXXXXXXXXX	XXXXXX		5
6	TOTAL	30,059	21.55	40.41	1,167	6
7	F	3,360	XXXXXXXXXX	XXXXXX		7
8	Potential abandonments	17				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 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 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								Switch and bridge ties (board feet) (j)	Crossties		Line No.
		New ties				Second-hand ties					Percent of spot maintenance (k)		
		Wooden		Concrete (d)	Other (e)	Wooden		Other (h)	Total (i)				
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)						
1	A	1,525,852				10,123				1,535,975	4,650,814	0.3	1
2	B	490,161				37,235			527,396	1,865,106	3.5	2	
3	C	169,041				38,456			207,497	865,325	9.0	3	
4	D	118,948				16,258			135,206	964,885	5.5	4	
5	E	287,314				77,019			364,333	1,800,600	10.9	5	
6	TOTAL	2,591,316				179,091			2,770,407	10,146,730	3.3	6	
7	F											7	
8	Potential abandonments											8	
9	Average cost per crosstie	\$37.09	and switchtie (MBM)						\$673.11				

722. TIES LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS

(Dollars in Thousands)

Give particulars of ties laid in new construction during the year

In column (a) classify the ties as follows

U - Wooden ties untreated when applied

T - Wooden ties treated before application

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

Report new and second-hand (relay) ties separately, indicating in column (h) which ties are new

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

Line No	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)	Line No
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of cross-ties laid in new tracks during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch and bridge ties laid in new tracks during year (g)		
1	1	59,592	\$37 09	\$2,210	25,241	\$903.58	\$23	New Ties	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	TOTAL	59,592	\$37 09	\$2,210	25,241	\$903.58	\$23		20
21	Number of miles of new running, passing tracks, cross-overs, etc., in which ties were laid — 19								
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid — 14								

723. RAILS LAID IN REPLACEMENT

1. Furnish the requested information concerning rails laid in replacement.
2. The term 'spot maintenance' in column (h) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. 'Percent of spot maintenance' refers to the percentage of total rails laid in replacement considered to be spot maintenance.
3. In line 9, the average cost of new and relay rail should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines and placing 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		
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
1	A	356.31	7.65	73.28	10.88	429.59	18.53	12.08	1
2	B	97.26	2.09	49.31	3.79	146.57	5.88	11.26	2
3	C	9.46	0.20	4.79	0.37	14.25	0.57	11.23	3
4	D	7.32	0.16	3.71	0.28	11.03	0.44	11.20	4
5	E	0.00	0.00	107.36	2.99	107.36	2.99	7.91	5
6	TOTAL	470.35	10.10	238.45	18.31	708.80	28.41	11.25	6
7	F								7
8	Potential Abandonments								8
9	Average cost of new and relay rail laid in replacement per gross ton:		New		\$713.28	Relay	\$107.89		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 foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines, and placing the rails in tracks and of train service in connection with the distribution of the rail should not be included in this schedule.

RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS CROSS-OVERS, ETC						RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY AND OTHER SWITCHING TRACKS				
Line No	Class of rail	Weight of rail		Total cost of rail apolied in running tracks, passing tracks cross-overs, etc , durning year (d)	Average cost per ton (2,000 lb) (e)	Weight of rail		Total cost of rail applied in yard, sta- tion, team, industry, and other switching tracks during year (h)	Average cost per ton (2 000 lb) (i)	Line No.
		Pounds per yard of rail (b)	Number of tons (2,000 lb) (c)			Pounds per yard of rail (f)	Number of tons (2,000 lb) (g)			
1										1
2	1	132	380	285	749.33	132	144	108	749.32	2
3	4	132	190	25	134.09	132	2,173	232	106.81	3
4										4
5	1	136	3917	2942	751.06	136	326	260	795.46	5
6	4	136				136	392	52	132.50	6
7										7
8	4	140				140	134	18	131.00	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	4,487	\$3,252	\$724.76	N/A	3,169	\$670	\$211.42	33
34	Number of miles of new running tracks, passing tracks, cross-overs, etc , in which rails were laid								18.82	34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid								13.52	35
36	Track-miles of welded rail installed on system this year 30.76 - total to date 22,087									36

725. WEIGHT OF RAIL

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

Line No	Weight of rails per yard (pounds) (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	Line No.
1	90	106.13			1
2	100	888.19			2
3	105	115.88			3
4	110	55.22			4
5	112	749.56			5
6	115	1,105.71			6
7	119	10.20			7
8	127	585.01			8
9	130	590.68			9
10	131	1,109.85			10
11	132	9,670.45			11
12	133	150.57			12
13	136	2,525.13			13
14	140	1,105.44			14
15	141	413.98			15
16	152	77.25			16
17	155	52.75			17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38
39					39
40					40
41					41
42					42
43					43
44					44
45					45
46					46

726. SUMMARY OF TRACK REPLACEMENTS

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

Line No	Track category	Ties				Rail		Ballast	Track surfacing		Line No.
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles)	Percent replaced		Miles surfaced	Percent surfaced	
		Crossties (b)	Switch and bridge ties (board feet) (c)	Crosstie (d)	Switch and bridge ties (board feet) (e)						
1	A	1,535,975	4,650,814	4 9	7.4	448 12	2 3	1,562,683	3,813 8	39.7	1
2	B	527,396	1,865,106	2 5	2.4	152 45	1.2	319,873	879 2	13.7	2
3	C	207,497	865,325	2 3	5 0	14 82	0 3	100,208	313 9	11.1	3
4	D	135,206	964,885	1 6	2 5	11 47	0.2	121,167	416.6	16.3	4
5	E	364,333	1,800,600	1 4	1 8	110.35	0.6	102,669	170 2	2	5
6	TOTAL	2,770,407	10,146,730	2 9	3 3	737 21	1.2	2,206,600	5,593.7	18.6	6
7	F										7
8	Potential abandonments										8

750. CONSUMPTION OF DIESEL FUEL
 (Dollars in Thousands)

Locomotives				
Line No	Kind of locomotive service (a)	Diesel oil (gallons) (b)	Line No	
1	Freight	460,497,004	1	
2	Passenger		2	
3	Yard switching	37,126,610	3	
4	TOTAL	497,623,614	4	
5	COST OF FUEL \$(000)*	\$ 1,044,341	5	
6	Work Train	2 770 274	6	

*Show cost of fuel charged to train and yard service (function 6-Loco Fuel). 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 predominantly freight should be included in freight service but where the service is mixed or special trains is predominantly passenger the fuel should be included in passenger service.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 765

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 a 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 locomotive 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) 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 the private-line categories, miles for private-line cars (whether or not under railroad control), and shipper-owned cars. A car-mile is a movement of a unit of car equipment a distance of one mile. Report miles made by flatcars carrying loaded highway trailers or empty highway trailers moving under revenue billings as loaded freight car-miles and miles made by flatcars carrying other empty highway trailers as empty freight car-miles. Exclude miles made by motorcars and report miles made by business cars of other than the reporting carrier as sleeping car-miles in Item 5-03. Report mail, express baggage cars, and combination cars, other than 5-02 combination cars, in Item 5-05

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

(J) Report miles actually run by passenger-train cars in transportation service. Passenger-train car-miles include miles run by coaches and cars in which passengers are carried at regular tariff fares without extra charge for space occupied; miles run by combination passenger and baggage, passenger and mail, passenger and express; miles run by sleeping, parlor, and other cars for which an extra fare is charged, miles run by dining, cafe, and other cars devoted exclusively to the serving of meals and other refreshments and by club, lounge, and observation cars, and miles run by other passenger-train cars where services are combined, such as baggage, express, and mail

(K) From 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 local 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 elapse 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 railroad's expense. (Performed at railroad's expense means that railroad employees perform the service or that the railroad hires a subsidiary or outside contractor to perform the service.) Do not include those trailers/containers which are picked up or delivered by a shipper or motor carrier, etc., when a tariff provision requires that the shipper or motor carrier, etc., and not the railroad, perform that service. Note: The count should reflect the trailers/containers for which expenses are reported in Schedule 417, line 2, column (b).

(S) Report under Marine Terminals, Item 16 the tons loaded onto and unloaded from marine vessels at the expense of the reporting railroad.

(T) Report the total number of foreign railroad cars on line at the end of the year (except surplus cars, see below). Foreign railroad cars 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 or cars that have not been placed for loading within 48 hours.

755. RAILROAD OPERATING STATISTICS

Line No.	Cross Check	Item description (a)	Freight train (b)	Pass train (c)	Line No.
1		1. MILES OF ROAD OPERATED (A)	20,890		1
		2 TRAIN MILES - RUNNING (B)	XXXXXXXX	XXXXXX	
2		2-01 UNIT TRAINS	12,061,473	XXXXXX	2
3		2-02 WAY TRAINS	13,173,388	XXXXXX	3
4		2-03 THROUGH TRAINS	56,620,238		4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	81,855,099		5
6		2-05 MOTORCARS (C)			6
7		2-06 TOTAL, ALL TRAINS (lines 5, 6)	81,855,099		7
		3 LOCOMOTIVE UNIT MILES (D)	XXXXXXXX	XXXXXX	
		ROAD SERVICE (E)	XXXXXXXX	XXXXXX	
8		3-01 UNIT TRAINS	28,553,295	XXXXXX	8
9		3-02 WAY TRAINS	23,419,288	XXXXXX	9
10		3-03 THROUGH TRAINS	133,583,551		10
11		3-04 TOTAL (lines 8-10)	185,556,134		11
12		3-11 TRAIN SWITCHING (F)	8,995,332	XXXXXX	12
13		3-21 YARD SWITCHING (G)	12,856,258		13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	207,407,724		14
		4 FREIGHT CAR-MILES (thousands) (H)	XXXXXXXX	XXXXXX	
		4-01 RR OWNED AND LEASED - LOADED	XXXXXXXX	XXXXXX	
15		4-010 BOX-PLAIN 40-FOOT		XXXXXX	15
16		4-011 BOX-PLAIN 50-FOOT AND LONGER	8,902	XXXXXX	16
17		4-012 BOX-EQUIPPED	191,649	XXXXXX	17
18		4-013 GONDOLA-PLAIN	211,047	XXXXXX	18
19		4-014 GONDOLA-EQUIPPED	131,707	XXXXXX	19
20		4-015 HOPPER-COVERED	127,998	XXXXXX	20
21		4-016 HOPPER-O/T-GENERAL SERVICE	80,903	XXXXXX	21
22		4-017 HOPPER-O/T-SPECIAL SERVICE	28,542	XXXXXX	22
23		4-018 REFRIGERATOR-MECHANICAL	4,186	XXXXXX	23
24		4-019 REFRIGERATOR-NON-MECHANICAL	8,911	XXXXXX	24
25		4-020 FLAT-TOFC/COFC	135,465	XXXXXX	25
26		4-021 FLAT-MULTI-LEVEL	29,151	XXXXXX	26
27		4-022 FLAT-GENERAL SERVICE	489	XXXXXX	27
28		4-023 FLAT-ALL OTHER	43,062	XXXXXX	28
29		4-024 ALL OTHER CAR TYPES	245,784	XXXXXX	29
30		4-025 TOTAL (lines 15-29)	1,247,796	XXXXXX	30

755. RAILROAD OPERATING STATISTICS

Line No	Cross Check	Item description (a)	Freight train (b)	Pass. train (c)	Line No
		4-11 RR OWNED AND LEASED EMPTY	XXXXXXXX	XXXXXX	
31		4-110 BOX-PLAIN 40-FOOT		XXXXXX	31
32		4-111 BOX-PLAIN 50-FOOT AND LONGER	9,422	XXXXXX	32
33		4-112 BOX-EQUIPPED	198,610	XXXXXX	33
34		4-113 GONDOLA-PLAIN	183,652	XXXXXX	34
35		4-114 GONDOLA-EQUIPPED	121,376	XXXXXX	35
36		4-115 HOPPER-COVERED	135,819	XXXXXX	36
37		4-116 HOPPER-O/T-GENERAL SERVICE	82,255	XXXXXX	37
38		4-117 HOPPER-O/T-SPECIAL SERVICE	30,391	XXXXXX	38
39		4-118 REFRIGERATOR-MECHANICAL	3,988	XXXXXX	39
40		4-119 REFRIGERATOR-NON-MECHANICAL	7,849	XXXXXX	40
41		4-120 FLAT-TOFC/COFC	24,839	XXXXXX	41
42		4-121 FLAT-MULTI-LEVEL	18,352	XXXXXX	42
43		4-122 FLAT-GENERAL SERVICE	912	XXXXXX	43
44		4-123 FLAT-ALL OTHER	44,955	XXXXXX	44
45		4-124 ALL OTHER CAR TYPES	1,030	XXXXXX	45
46		4-125 TOTAL (lines 31-45)	863,450	XXXXXX	46
		4-13 PRIVATE LINE CARS - LOADED (H)	XXXXXXXX	XXXXXX	
47		4-130 BOX-PLAIN 40-FOOT		XXXXXX	47
48		4-131 BOX-PLAIN 50-FOOT AND LONGER	12,914	XXXXXX	48
49		4-132 BOX-EQUIPPED	8,228	XXXXXX	49
50		4-133 GONDOLA-PLAIN	54,975	XXXXXX	50
51		4-134 GONDOLA-EQUIPPED	13,898	XXXXXX	51
52		4-135 HOPPER-COVERED	280,633	XXXXXX	52
53		4-136 HOPPER-O/T-GENERAL SERVICE	25,114	XXXXXX	53
54		4-137 HOPPER-O/T-SPECIAL SERVICE	182,314	XXXXXX	54
55		4-138 REFRIGERATOR-MECHANICAL	1,744	XXXXXX	55
56		4-139 REFRIGERATOR-NON-MECHANICAL	684	XXXXXX	56
57		4-140 FLAT-TOFC/COFC	303,957	XXXXXX	57
58		4-141 FLAT-MULTI-LEVEL	211,279	XXXXXX	58
59		4-142 FLAT-GENERAL SERVICE	132	XXXXXX	59
60		4-143 FLAT-ALL OTHER	31,792	XXXXXX	60
61		4-144 TANK UNDER 22,000 GALLONS	127,039	XXXXXX	61
62		4-145 TANK - 22,000 GALLONS AND OVER	134,556	XXXXXX	62
63		4-146 ALL OTHER CAR TYPES	1,129	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	1,390,388	XXXXXX	64

755. RAILROAD OPERATING STATISTICS

Line No	Cross Check	Item description (a)	Freight train (b)	Pass. train (c)	Line No.
		4-15 PRIVATE LINE CARS-EMPTY (H)	XXXXXXXX	XXXXXX	.
65		4-150 BOX-PLAIN 40-FOOT		XXXXXX	65
66		4-151 BOX-PLAIN 50-FOOT AND LONGER	10,288	XXXXXX	66
67		4-152 BOX-EQUIPPED	6,739	XXXXXX	67
68		4-153 GONDOLA-PLAIN	56,816	XXXXXX	68
69		4-154 GONDOLA-EQUIPPED	15,132	XXXXXX	69
70		4-155 HOPPER-COVERED	288,512	XXXXXX	70
71		4-156 HOPPER-O/T-GENERAL SERVICE	26,285	XXXXXX	71
72		4-157 HOPPER-O/T-SPECIAL SERVICE	185,328	XXXXXX	72
73		4-158 REFRIGERATOR-MECHANICAL	1,710	XXXXXX	73
74		4-159 REFRIGERATOR-NON-MECHANICAL	681	XXXXXX	74
75		4-160 FLAT-TOFC/COFC	37,768	XXXXXX	75
76		4-161 FLAT-MULTI-LEVEL	127,215	XXXXXX	76
77		4-162 FLAT-GENERAL SERVICE	183	XXXXXX	77
78		4-163 FLAT-ALL OTHER	32,130	XXXXXX	78
79		4-164 TANK UNDER 22,000 GALLONS	131,157	XXXXXX	79
80		4-165 TANK - 22,000 GALLONS AND OVER	140,397	XXXXXX	80
81		4-166 ALL OTHER CAR TYPES	1,145	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	1,061,486	XXXXXX	82
83		4-17 WORK EQUIPMENT CAR-MILES	32,903	XXXXXX	83
84		4-18 NO PAYMENT CAR-MILES (I) *		XXXXXX	84
		4-19 TOTAL CAR-MILES BY TRAIN TYPE	XXXXXXXX	XXXXXX	
85		4-191 UNIT TRAINS	1,151,414	XXXXXX	85
86		4-192 WAY TRAINS	334,630	XXXXXX	86
87		4-193 THROUGH TRAINS	3,109,979	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	4,596,023	XXXXXX	88
89		4-20 CABOOSE MILES	265	XXXXXX	89

* Total number of loaded miles 244,845 and empty miles 611 by roadrailer reported above on lines 29 and 45 respectively, rather than line 84

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

Line No	Cross Check	Item description (a)	Freight train (b)	Pass train (c)	Line No
		6. GROSS TON MILES (Thousands) (K)	XXXXXXXX	XXXXXX	
98		6-01 ROAD LOCOMOTIVES	34,541,757		98
		6-02 FREIGHT TRAINS, CRS., CNTS. & CABOOSE	XXXXXXXX	XXXXXX	
99		6-020 UNIT TRAINS	96,678,688	XXXXXX	99
100		6-021 WAY TRAINS	25,870,611	XXXXXX	100
101		6-022 THROUGH TRAINS	241,765,794	XXXXXX	101
102		6-03 PASSENGER-TRAINS, CRS. & CNTS.			102
103		6-04 NON-REVENUE	2,216,596	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	401,073,446		104
		7 TONS OF FREIGHT (Thousands)	XXXXXXXX	XXXXXX	
105		7-01 REVENUE	438,020	XXXXXX	105
106		7-02 NON-REVENUE	3,388	XXXXXX	106
107		7-03 TOTAL (lines 105, 106)	441,408	XXXXXX	107
		8 TON-MILES OF FREIGHT (Thousands) (L)	XXXXXXXX	XXXXXX	
108		8-01 REVENUE-ROAD SERVICE	195,954,122	XXXXXX	108
109		8-02 REVENUE-LAKE TRANSFER SERVICE		XXXXXX	109
110		8-03 TOTAL (lines 108, 109)	195,954,122	XXXXXX	110
111		8-04 NON-REVENUE-ROAD SERVICE	870,794	XXXXXX	111
112		8-05 NON-REVENUE-LAKE TRANSFER SERV.		XXXXXX	112
113		8-06 TOTAL (lines 111, 112)	870,794	XXXXXX	113
114		8-07 TOTAL-REV AND NON-REV (lines 110, 113)	196,824,916	XXXXXX	114
		9. TRAIN HOURS (M)	XXXXXXXX	XXXXXX	
115		9-01 ROAD SERVICE	4,324,102	XXXXXX	115
116		9-02 TRAIN SWITCHING	847,766	XXXXXX	116
117		10 TOTAL YARD SWITCHING HOURS (N)	2,403,289	XXXXXX	117
		11 TRAIN-MILES WORK TRAINS (O)	XXXXXXXX	XXXXXX	
118		11-01 LOCOMOTIVES	946,696	XXXXXX	118
119		11-02 MOTORCARS		XXXXXX	119
		12 NUMBER OF LOADED FREIGHT CARS (P)	XXXXXXXX	XXXXXX	
120		12-01 UNIT TRAINS	2,471,302	XXXXXX	120
121		12-02 WAY TRAINS	5,456,977	XXXXXX	121
122		12-03 THROUGH TRAINS	6,700,487	XXXXXX	122
123		13 TOFC/COFC-NO. OF REV TRLS & CONT. LOADED & UNLOADED (Q)	4,857,214	XXXXXX	123
124		14 MULTI-LEVEL CARS-NO. OF MTR. VEH. LOADED AND UNLOADED (Q)	827,805	XXXXXX	124
125		15 TOFC/COFC-NO. OF REV TRLS. PICKED UP AND DELIVERED (R)	216,126	XXXXXX	125
		16 REVENUE TONS-MARINE TERMINAL (S)	XXXXXXXX	XXXXXX	
126		16-01 MARINE TERMINALS - COAL	23,051,766	XXXXXX	126
127		16-02 MARINE TERMINALS - ORE	0	XXXXXX	127
128		16-03 MARINE TERMINALS - OTHER	0	XXXXXX	128
129		16-04 TOTAL (lines 126-128)	23,051,766	XXXXXX	129
		17. NUMBER OF FOREIGN PER DIEM CARS ON LINE (T)	XXXXXXXX	XXXXXX	
130		17-01 SERVICEABLE	34,048	XXXXXX	130
131		17-02 UNSERVICEABLE	997	XXXXXX	131
132		17-03 SURPLUS	0	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	35,045	XXXXXX	133
134		TOFC/COFC - Average No. of Units Loaded Per Car	3.87	XXXXXX	134

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)

Commonwealth of Virginia
City of Norfolk

Marta R. Stewart makes oath and says that she is Vice President and Controller of Norfolk Southern Combined Railroad Subsidiaries (see page 4 of STB Annual Report R-1); that it is her duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept; that she knows that such books have been kept in good faith during the period covered by this report; that she knows that the entries contained in this report relating to accounting matters have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroads and other accounting and reporting directives of the Surface Transportation Board; that she believes that all other statements of fact contained in this report are true, and that this report is a correct and complete statement, accurately taken from the books and records, of the business and affairs of the above-named respondent during the period of time from and including January 1, 2007, to and including December 31, 2007.

Marta R. Stewart
(Signature of affiant)

Subscribed and sworn to before me a Notary Public in and for the State and City above named, this 28th day of March, 2008. My commission expires March 31, 2011.



Rebecca P. Jagan
(Signature of officer authorized to administer oaths) #210689

SUPPLEMENTAL OATH

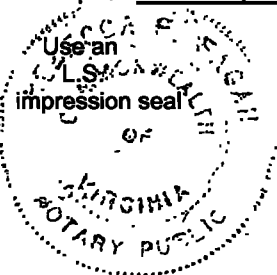
(By the president or other chief officer of the respondent)

Commonwealth of Virginia
City of Norfolk

Charles W. Moorman makes oath that says that he is President and Chief Executive Officer of Norfolk Southern Combined Railroad Subsidiaries (see page 4 of STB Annual Report R-1); 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, 2007, to and including December 31, 2007.

Charles W. Moorman
(Signature of affiant)

Subscribed and sworn to before me a Notary Public in and for the State and City above named, this 28th day of March, 2008. My commission expires March 31, 2011.



Rebecca P. Jagan
(Signature of officer authorized to administer oaths) #210689

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

[illegible]

CORRECTIONS

[illegible]

EXPLANATORY REMARKS

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