

ACAA - R1

# Class I Railroad Annual Report

	<p>RC000388 SOO LINE 101137700</p> <p><b>SOO LINE RAILROAD COMPANY</b> <b>501 MARQUETTE AVENUE</b> <b>MINNEAPOLIS, MN 55402</b></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, 2009**

# 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.:

# **ANNUAL REPORT**

OF

**SOO LINE RAILROAD COMPANY**

TO THE

**SURFACE TRANSPORTATION BOARD**

FOR THE

**YEAR ENDED DECEMBER 31, 2009**

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

(Name) **JOHN J. HUBER**

(Title) **VP Finance and Controller**

(Telephone number)

**(612) 851-5629**

(area code) (telephone number)

(Office address)

**501 MARQUETTE AVENUE, SUITE 1425, MINNEAPOLIS, MN 55402**

(street and number, city, state, and zip code)

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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.

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

1. Exact Name of common carrier making this report:

**Soo Line Railroad Company**

2. Date of incorporation

**October 19, 1949**

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.

**Originally organized under the Minnesota Business Corporation Act, Chapter 300, Laws of Minnesota, 1933, as amended. Now governed by the new Minnesota Business Corporation Act, Chapter 302A, effective January 1, 1984.**

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.

**STOCKHOLDERS' REPORTS**

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

Check appropriate box:

☐ Two copies are attached to this report

☐ Two copies will be submitted on

(date)

☒ No annual report to stockholders is prepared.

## C. VOTING POWERS AND ELECTIONS

- 1 State the par value of each share of stock Common \$ 0.01 per share, first preferred \$ N/A per share, second preferred \$ N/A per share, debenture stock \$ N/A 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 stocks No If yes, name in a footnote each security, other than stock, to which voting rights are attached (as of the close of the year), and state in detail the relation between holdings and corresponding voting rights, indicating whether voting rights are actual or contingent, and if contingent, showing the contingency.
- 5 Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method No If yes, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges
- 6 Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing  
Stock books not closed, last compiled December 31, 1984.
- 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 5,000,000 votes as of (date) December 31, 2009.
- 8 State the total number of stockholders of record as of the date shown in answer to inquiry No 7 One (1) stockholder
- 9 Give the names of the 30 security holders of the respondent who, at the date of the latest closing of the stock book or compilation of the list of stockholders of the respondent (if within one year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each, his or her address, the number of votes he or she would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he or she was entitled, with respect to securities held by him or her, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities (stating in a footnote the names of such other securities, if any) If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreements, give as supplemental information the names and addresses of the 30 largest holders of the voting trust certificates and the amount of their individual holdings *If the stock book was not closed or the list of stockholders compiled within such year, show such 30 security holders as of the close of the year.*

Line No	Name of security holder (a)	Address of security holder (b)	Number of votes to which security holder was entitled (c)	Number of votes, classified with respect to securities on which based			Line No
				Stock			
				Class A Common (d)	Preferred Second (e)	First (f)	
1	Soo Line Corporation	501 Marquette Avenue	5,000,000	5,000,000	N/A	N/A	1
2		Suite 1525					2
3		Minneapolis, MN 55402					3
4							4
5							5
6							6
7							7
8							8
9							9
10							10
11							11
12							12
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14							14
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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: **5,000,000** votes cast
- 11 Give the date of such meeting **December 2, 2009**
- 12 Give the place of such meeting **N/A\***

**NOTES AND REMARKS**

**\* This was an Action in Writing by sole shareholder in lieu of a Meeting.**

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

Line No	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No
<b>Current Assets</b>						
1		701	Cash	11,620	7,178	1
2		702	Temporary Cash Investments	116,600	0	2
3		703	Special Deposits	673	936	3
4		704	Accounts Receivable			
5		705	- Loan and Notes	0	0	4
6		706	- Interline and Other Balances	3,355	3,711	5
7		707	- Customers	39,045	42,405	6
8		709, 708	- Other	4,867	5,373	7
9		708 5	- Accrued Accounts Receivables	28,511	25,770	8
10		709 5	- Receivables from Affiliated Companies	119,197	43,421	9
11		710, 711, 714	- Less Allowance for Uncollectible Accounts	(4,513)	(4,835)	10
12		712	Working Funds, Prepayments & Deferred Income Tax Debits	19,483	36,543	11
13		713	Materials and Supplies	13,398	17,084	12
14		713	Other Current Assets	67	772	13
14			<b>TOTAL CURRENT ASSETS</b>	<b>352,303</b>	<b>178,358</b>	<b>14</b>
<b>Other Assets</b>						
15		715, 716, 717	Special Funds	0	0	15
16		721, 721 5	Investments and Advances Affiliated Companies (Schedule 310 and 310A)	114,063	226,184	16
17		722, 723	Other Investments and Advances	0	0	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities-Cr	0	0	18
19		737, 738	Property Used in Other than Carrier Operation (less Depreciation) \$ 0	1,324	1,332	19
20		739, 741	Other Assets	22,460	26,466	20
21		743	Other Deferred Debits	12,521	3,212	21
22		744	Accumulated Deferred Income Tax Debits	0	0	22
23			<b>TOTAL OTHER ASSETS</b>	<b>150,368</b>	<b>257,194</b>	<b>23</b>
<b>Road and Equipment</b>						
24		731, 732	Road (Schedule 330) L-30 Col h & b	1,335,502	1,272,954	24
25		731, 732	Equipment (Schedule 330) L-39 Col h & b	493,554	560,935	25
26		731, 732	Unallocated Items	20,605	16,809	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(570,577)	(561,867)	27
28			<b>NFT ROAD AND EQUIPMENT</b>	<b>1,279,084</b>	<b>1,288,831</b>	<b>28</b>
29			<b>TOTAL ASSETS</b>	<b>1,781,755</b>	<b>1,724,383</b>	<b>29</b>

**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.
<b>Current Liabilities</b>						
30		751	Loans and Notes Payable	0	0	30
31		752	Accounts Payable: Interline and Other Balances	2,658	2,128	31
32		753	Audited Accounts and Wages	25,870	20,142	32
33		754	Other Accounts Payable	327	380	33
34		755, 756	Interest and Dividends Payable	0	1,541	34
35		757	Payables to Affiliated Companies	82,994	84,664	35
36		759	Accrued Accounts Payable	111,591	113,631	36
37		760, 761, 761.5, 762	Taxes Accrued	11,764	9,596	37
38		763	Other Current Liabilities	5,366	7,899	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	1,163	5,346	39
40			<b>TOTAL CURRENT LIABILITIES</b>	<b>241,733</b>	<b>245,327</b>	<b>40</b>
<b>Non-Current Liabilities</b>						
41		765, 767	Funded Debt Unmatured	0	0	41
42		766	Equipment Obligations	0	0	42
43		766.5	Capitalized Lease Obligations	1,987	21,794	43
44		768	Debt in Default	0	0	44
45		769	Accounts Payable: Affiliated Companies	598,600	584,600	45
46		770.1, 770.2	Unamortized Debt Premium	0	0	46
47		781	Interest in Default	0	0	47
48		783	Deferred Revenues-Transfers from Government Authorities	5,546	2,879	48
49		786	Accumulated Deferred Income Tax Credits	278,061	254,289	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	192,635	226,456	50
51			<b>TOTAL NONCURRENT LIABILITIES</b>	<b>1,076,829</b>	<b>1,090,018</b>	<b>51</b>
<b>Shareholders' Equity</b>						
52		791, 792	Total Capital Stock (Schedule 230)	243,894	243,894	52
53			Common Stock	243,894	243,894	53
54			Preferred Stock	0	0	54
55			Discount on Capital Stock	0	0	55
56		794, 795	Additional Capital (Schedule 230)	718	691	56
57		797	Retained Earnings: Appropriated	0	0	57
58		798	Unappropriated (Schedule 220)	218,581	144,453	58
59		798.1	Net Unrealized Loss on Noncurrent Marketing Equity Securities	0	0	59
60		798.5	Less Treasury Stock	0	0	60
61			Net Shareholders' Equity	463,193	389,038	61
62			<b>TOTAL LIABILITIES &amp; SHAREHOLDERS' EQUITY</b>	<b>1,781,755</b>	<b>1,724,383</b>	<b>62</b>

**NOTES AND REMARKS**

**200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES**  
(Dollars in thousands)

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

- 1 Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking funds, pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts \$ 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  
See Schedule 450 Footnotes, Page 64
- 3 (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year See Note 10 on Pages 9, 10, 11 and 12  
(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund. See Note 10 on Pages 9, 10, 11 and 12  
(c) Is any part of pension plan funded? Specify. Yes ☒ No  
(i) If funding is by insurance, give name of insuring company N/A  
If funding is by trust agent, list trustee(s) U.S. Bank National Association  
Date of trust agreement or latest amendment A. February 17, 1988; B. February 6, 1996  
If respondent is affiliated in any way with the trustee(s), explain affiliation N/A  
(d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement A. Delaware & Hudson Railway Company, common affiliate, is charged the increased proportional costs of including its respective employees in the pension plan.  
(e) (i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates? Specify Yes No ☒  
If yes, give number of the shares for each class of stock or other security N/A  
(ii) Are voting rights attached to any securities held by the pension plan? Specify Yes ☒ No  
If yes, who determines how stock is voted? Investment Manager
- 4 State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610) Yes No ☒
- 5 (a) The amount of employers contribution to employee stock ownership plans for the current year was \$ 262  
(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 \$ N/A
- 6 In reference to Docket No. 37465, specify the total amount of business entertainment expenditures charged to the non-operating expense account \$ N/A

Continued on following page

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

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

Disclose the nature and amount of contingency that is material

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

See Footnote 9 on Page 9.

- (a) Changes in Valuation Accounts

N/A

- 8 Marketable Equity Securities

N/A

		Cost	Market	Dr (Cr) to Income	Dr (Cr) to Stockholders Equity
(Current Yr)	Current Portfolio			None	N/A
as of / /	Noncurrent Portfolio			N/A	\$ None
(Previous Yr)	Current Portfolio			N/A	N/A
as of / /	Noncurrent Portfolio			N/A	N/A

- (b) At 12/31/09, gross unrealized gains and losses pertaining to marketable equity securities were as follows

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

- (c) A net unrealized gain (loss) of \$ - on the sale of marketable equity securities was included in net income for (year). The cost of securities 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

## NOTES TO FINANCIAL STATEMENTS

## 9. COMMITMENTS AND CONTINGENT LIABILITIES

Under the requirements of the Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 ("Superfund") and comparable state laws, SOO is potentially liable for the cleanup costs of various contaminated sites identified by the U.S. Environmental Protection Agency ("EPA") and comparable state agencies. SOO has been or could be notified by the EPA and state agencies that it is a Potentially Responsible Party ("PRP") for study and cleanup costs at certain sites. In some of these instances, SOO is one of numerous PRPs. In certain cases, future environmental-related expenditures cannot be quantified due to the uncertainty of the cleanup standards, methods to be used, and the number of other PRPs involved. SOO believes its December 31, 2009 undiscounted accruals are adequate to cover known liabilities which are probable and estimable.

## 10. PENSION AND OTHER EMPLOYEE BENEFITS

SOO participates in a noncontributory defined benefit pension plan covering substantially all SOO nonunion employees. Benefits are based on final average pay and years of service. Benefits are funded by SOO contributions and plan earnings consistent with funding requirements of federal law and regulations. Plan assets consist principally of a domestic stock fund, fixed income securities and an international stock fund.

In addition, SOO has a noncontributory defined benefit pension plan for eligible United Transportation Union ("UTU") employees who elected a buyout of certain compensation based work rule payments as of December 31, 1995. Under terms of the plan, upon retirement, eligible employees may elect payments in either a lump sum or an annuity. Payment is based on the eligible employee's total Annual Benefit Credits when they terminate employment with SOO and its affiliates. Benefits are funded by SOO contributions and plan earnings consistent with minimum funding requirements of federal law and regulations. Plan assets consist principally of mutual funds and fixed income securities.

SOO also provides certain post retirement benefits other than pensions for both union and nonunion employees, consisting of major medical coverage to age 65 and life insurance, both based on age and service requirements. During 2009, one union representing approximately 474 active employees ratified changes to their collective bargaining agreements, which resulted in their postretirement healthcare benefits being administered by a multi-employer plan. This ratification is in addition to twelve other unions which ratified the same change in 2007 and 2008. As a result of the ratifications, SOO is now required to recognize as net postretirement benefit cost the required contributions for the period. Therefore, in 2009, 2008 and 2007 SOO reduced its liability by \$6,222, \$4,549 and \$10,155 respectively.

SOO previously adopted the recognition and disclosure requirements of SFAS No. 158 as of December 31, 2006. As a result of the adoption of SFAS No. 158, SOO has recorded a cumulative effect adjustment as a component of Accumulated Other Comprehensive Income (Loss) within Shareholder's Equity. SOO's disclosures for the year ended December 31, 2006, also reflect the revised accounting and disclosure requirements of SFAS No. 158. The following illustrates the status of each of these benefit plans as of SOO's December 31 financial statement date. The measurement for the Postretirement Other than Pension Benefit Plans is December 31. As required by SFAS No. 158, as of December 31, 2009, SOO uses the fiscal year end as the measurement date for all benefit plans.

A reconciliation of the changes in benefit obligations and fair value of assets of SOO's plans is as follows:

Change in Benefit Obligation	Management Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2009	2008	2009	2008	2009	2008
Benefit obligation at beginning of year	\$125,358	\$122,750	\$1,838	\$2,017	\$32,939	\$41,824
Service cost	1,744	1,745	99	108	549	847
Interest cost	7,455	7,175	101	98	1,498	2,078
Participant contributions	0	0	0	0	267	230
Terminations	0	0	0	0	(6,222)	(4,549)
Measurement date change	0	743	0	17	0	0
Actuarial loss (gain)	6,704	1,422	104	(168)	(1,229)	(2,614)
Benefits paid	(8,088)	(8,477)	(431)	(234)	(3,932)	(4,877)
Benefit obligation at end of year	<u>\$133,173</u>	<u>\$125,358</u>	<u>\$1,711</u>	<u>\$1,838</u>	<u>\$23,870</u>	<u>\$32,939</u>

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

**10. PENSION AND OTHER EMPLOYEE BENEFITS (Continued)**

	<b>Management Pension Plan</b>		<b>UTU Pension Plan</b>		<b>Postretirement Other Than Pension Benefit Plans</b>	
	2009	2008	2009	2008	2009	2008
<b>Change in Plan Assets</b>						
Fair value of plan assets at beginning of year	\$67,315	\$98,210	\$1,352	\$1,580	\$0	\$0
Actual return on plan assets	17,489	(31,086)	99	(234)	0	0
Participant contributions	0	0	0	0	267	230
Employer contribution	16,595	8,668	280	240	3,665	4,647
Benefits paid	(8,088)	(8,477)	(431)	(234)	(3,932)	(4,877)
Fair value of plan assets at end of year	<u>\$93,311</u>	<u>\$67,315</u>	<u>\$1,300</u>	<u>\$1,352</u>	<u>\$0</u>	<u>\$0</u>
Funded status at end of year	<u>(\$39,862)</u>	<u>(\$58,043)</u>	<u>(\$411)</u>	<u>(\$486)</u>	<u>(\$23,870)</u>	<u>(\$32,939)</u>

Amounts recognized in the Comparative Statement of Financial Positions consist of:

Noncurrent assets	17,954	11,874	0	0	0	0
Accrued benefit cost	0	0	(739)	(871)	(18,052)	(25,794)
Noncurrent liabilities	(57,816)	(69,917)	327	386	(5,818)	(7,145)
Deferred tax benefit	22,034	27,127	(124)	(150)	2,218	2,772
Accumulated other comprehensive income (loss)	35,782	42,790	(203)	(236)	3,600	4,373
Net amount recognized	<u>\$17,954</u>	<u>\$11,874</u>	<u>(\$739)</u>	<u>(\$871)</u>	<u>(\$18,052)</u>	<u>(\$25,794)</u>

Amounts recognized in accumulated other comprehensive income (pre-tax) consist of:

	<b>Management Pension Plan</b>		<b>UTU Pension Plan</b>		<b>Postretirement Other Than Pension Benefit Plans</b>	
	2009	2008	2009	2008	2009	2008
Net loss (gain)	\$57,739	\$69,676	(\$327)	(\$386)	(\$6,140)	(\$7,627)
Prior service cost (credit)	77	241	0	0	322	482
	<u>\$57,816</u>	<u>\$69,917</u>	<u>(\$327)</u>	<u>(\$386)</u>	<u>(\$5,818)</u>	<u>(\$7,145)</u>

As of the measurement date, the pension plans had accumulated benefit obligations in excess of plan assets as follows

	<b>Management Pension Plan</b>		<b>UTU Pension Plan</b>		<b>Postretirement Other Than Pension Benefit Plans</b>	
	2009	2008	2009	2008	2009	2008
Projected benefit obligation	\$133,173	\$125,357	\$1,711	\$1,838	\$0	\$0
Accumulated benefit obligation	126,496	118,940	1,711	1,838	0	0
Fair value of plan assets	93,311	67,315	1,300	1,352	0	0

**Weighted Average Assumptions used for period end liability**

Discount rate	5.75%	6.00%	5.75%	6.00%	5.75%	6.00%
Expected return on plan assets	8.25%	8.25%	6.00%	6.00%	N/A	N/A
Rate of compensation increase	3.75%	3.75%	N/A	N/A	N/A	N/A

The expected long-term rate of return is generally based on the pension plan's asset mix, assumptions of equity returns based on historical long-term returns on asset categories, expectations for inflation, and estimates of the impact of active management of the assets.

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

## NOTES TO FINANCIAL STATEMENTS

## 10. PENSION AND OTHER EMPLOYEE BENEFITS (Continued)

	Management Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2009	2008	2009	2008	2009	2008
<b>Components of net periodic benefit cost and amounts recognized in other comprehensive income</b>						
Net periodic benefit cost						
Service cost	\$1,744	\$1,745	\$99	\$108	\$549	\$847
Interest cost	7,455	7,175	101	98	1,498	2,078
Expected return on plan assets	(4,973)	(7,739)	(31)	(53)	0	0
Amortization of loss (gain)	6,125	2,097	(22)	(142)	257	351
Amortization of prior service cost	164	165	0	0	(160)	(159)
Net periodic benefit cost	<u>\$10,515</u>	<u>\$3,443</u>	<u>\$147</u>	<u>\$11</u>	<u>\$2,144</u>	<u>\$3,117</u>
<b>Other changes in plan assets and benefit obligations recognized in other comprehensive income (pre-tax)</b>						
Net loss (gain) amortization of net actuarial loss	(5,812)	40,684	37	136	1,665	1,936
Prior service cost (credit)	0	0	0	0	0	0
Amortization of (loss) gain	(6,125)	(2,097)	22	142	(257)	(351)
Amortization of prior service (cost) credit	(164)	(164)	0	0	160	159
Termination	0	0	0	0	(2,895)	(4,549)
Total recognized in other comprehensive income	<u>(\$12,101)</u>	<u>\$38,423</u>	<u>\$59</u>	<u>\$278</u>	<u>(\$1,327)</u>	<u>(\$2,805)</u>
Total recognized in net periodic benefit cost and other comprehensive income (pre-tax)	<u>(\$1,586)</u>	<u>\$41,866</u>	<u>\$206</u>	<u>\$289</u>	<u>\$817</u>	<u>\$312</u>

The estimated net loss (gain) and prior service cost (credit) for the plans that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year are

	Management Pension Plan	UTU Pension Plan	Postretirement Other Than Pension Benefit Plans
	2010	2010	2010
Prior service cost (credit)	\$77	\$0	(\$160)
Net loss (gain)	<u>4,681</u>	<u>(41)</u>	<u>328</u>
Total	<u>\$4,758</u>	<u>(\$41)</u>	<u>\$168</u>

Plan assets for the management pension plan as of the measurement date, were as follows

	Amount	Percentage Total
Cash and receivables	\$6,897	7%
Fixed Income	33,087	36%
Equities	<u>53,327</u>	<u>57%</u>
	<u>\$93,311</u>	<u>100%</u>

Assets are invested to balance the goals of maximizing long-term return and minimizing risk in a prudent manner. Target asset allocation on a long-term central tendency basis is 60% equities and 40% fixed income. Plan assets do not include any SOO or Canadian Pacific Railway Company stock.

SOO presently estimates \$9.6 million in management pension fund contribution requirements in 2010.



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

## NOTES TO FINANCIAL STATEMENTS

## 10. PENSION AND OTHER EMPLOYEE BENEFITS (Continued)

The following benefit payments which reflect expected future service, as appropriate, are expected to be paid

	Management Pension Plan	UTU Pension Plan	Postretirement Other Than Pension Benefit Plans
2010	8,515	397	3,348
2011	8,943	214	3,259
2012	9,361	101	2,705
2013	9,740	447	2,345
2014	10,037	557	2,076
2015-2019	53,944	458	10,100

Assumed health care cost trends have a significant effect on the amounts reported for health care plans. The 2010 health care cost inflation rate is estimated to be 9% dropping to 5% by year 2014. A one-percentage point change in assumed health care cost trend rates would have the following effects:

	1-PERCENTAGE Point Increase	1-PERCENTAGE Point Decrease
Effect on total of service and interest cost components	\$267	(\$233)
Effect on postretirement benefit obligation	\$2,448	(\$2,190)

SOO provides defined contribution savings plans to several groups of employees. Participants may contribute certain percents of their annual compensation to the plans and SOO in some cases will also make a contribution on the participant's behalf. Participants are fully vested in SOO's contribution. The total annual expense for all such plans for 2009 and 2008 was \$666 and \$727, respectively.

SOO participates in certain stock-based compensation plans of Canadian Pacific Railway Company (CPRC). Under CPRC's stock option plan, options are granted to eligible employees and directors of SOO to purchase common stock of CPRC at a price equal to the market value of the shares at the grant date. Options vest between 24 and 36 months after the grant date and expire ten years after the grant date. One-half of the options may be exercised in the form of Share Appreciation Rights, whereby the employee receives a cash payment in lieu of stock. Performance Share Units (PSU) attract dividend equivalents in the form of additional units based on the dividends paid on the CPRC's common shares. PSUs vest and are settled in cash approximately three years after the grant date contingent upon CPRC's performance (performance factor). The expense related to the PSUs is accrued based on the price of Common Shares at the end of the period and the anticipated performance factor, over the vesting period. Operating expenses associated with these plans in 2009 and 2008 were \$1,574 and \$(1,657), respectively.

In 2006, SOO adopted on a prospective basis SFAS No. 123R, Share-Based Payment, which replaces SFAS No. 123 and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. SFAS No. 123R requires that the cost of all share-based payments to employees, including grants of employee stock options, be recognized in the financial statements based on their fair values. That cost will be recognized as an expense over the vesting period of the award. The expense recognized in accordance with SFAS No. 123R in 2009 and 2008 was \$27 and \$224, respectively.

SOO also participates in CPRC's employee share purchase plan whereby both employee and SOO contributions are used to purchase CPRC shares on the open market for employees. SOO's contributions are expensed over the 15-month vesting period. Operating expense associated with the program in 2009 and 2008 was \$721 and \$896, respectively.

**200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES - Continued****NOTES TO FINANCIAL STATEMENTS****13. HEDGING ACTIVITIES****Fuel**

At December 31, 2008, SOO had entered into fuel hedges to purchase approximately 2.1 million US gallons of diesel fuel during the first quarter of 2009 at a strike price ranging from \$2.04 to \$2.11 per US gallon. All contracts were settled in first quarter 2009 with any difference between the strike price and settlement cost charged to 21-31-67. SOO did not enter into any other hedging activity during 2009 or 2008. Please refer to Note #13 to Schedule 200 in SOO's 2008 R-1.

**14. ACCOUNTING CHANGE**

During 2009, SOO changed its accounting policy for the treatment of locomotive overhaul costs. In prior periods, SOO had capitalized such costs and depreciated them over the expected economic life of the overhaul. These costs are now expensed to better represent the nature of overhaul expenditures on locomotives. This policy aligns the treatment of locomotive costs with SOO's current operational practices, which have changed over recent years and gradually shifted to be more in the nature of a repair. Per Surface Transportation Board letter dated 3-17-2010, we have been authorized to account for this as a change in accounting principle and recorded for regulatory purposes as follows:

**Schedules 210, 410, 460**

The impact on current year income from continuing operations was an increase to locomotive repair & maintenance expense of \$11,791, decrease to locomotive depreciation expense of \$4,561, and a decrease to deferred income tax expense of \$2,755. The adjustment related to prior periods was reflected net of tax in account 592 as a cumulative effect of change in accounting principles in amount of \$6,806.

**Schedules 200, 330, 335, 415**

The impact of the change in accounting principle from prior periods was reflected on the balance sheet by crediting gross property account 731 \$21,957 and debiting accumulated depreciation account 735, deferred income tax account 786 and credit balance transferred from income account 602 in the amounts of \$10,960, \$4,191, and \$6,806 respectively. Assets were retired.

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

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

**NOTES TO FINANCIAL STATEMENTS**

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**210. RESULTS OF OPERATIONS**

(Dollars in thousands)

- 1 Disclose requested information for the respondent pertaining to the results of operations for the year
- 2 Report total operating expenses from Sched 410 Any differences between this schedule and Sched 410 must be explained on page 18
- 3 List dividends from investments accounted for under the cost method on line No 19, and list dividends accounted for under the equity method on line 25
- 4 All contra entries hereunder should be indicated in parenthesis

**5. Cross-checks****Schedule 210**

Line 15, column (b)  
Line 47, 48, 49 col (b)  
Line 50, col (b)

**Schedule 210**

= Line 62, col (b)  
= Line 63, col (b)  
= Line 64, col (b)

**Schedule 410**

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

= Line 620, col (h)  
= Line 620, col (f)  
= Line 620, col (g)

Line No	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Freight-related revenue & expenses (d)	Passenger-related revenue & expenses (e)	Line No
<b>ORDINARY ITEMS</b>							
<b>OPERATING INCOME</b>							
<b>Railway Operating Income</b>							
1		(101) Freight	686,057	847,237	686,057	0	1
2		(102) Passenger	0	0	0	0	2
3		(103) Passenger-Related	0	0	0	0	3
4		(104) Switching	6,618	8,767	6,618	0	4
5		(105) Water Transfers	0	0	0	0	5
6		(106) Demurrage	4,633	7,609	4,633	0	6
7		(110) Incidental	1,370	1,225	1,370	0	7
8		(121) Joint Facility-Credit	0	0	0	0	8
9		(122) Joint Facility-Debit	0	0	0	0	9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	698,678	864,838	698,678	0	10
11		(502) Railway operating revenues-Transfers from Government Authorities	0	0	0	0	11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities	287	287	287	0	12
13		<b>TOTAL RAILWAY OPERATING REVENUES (lines 10-12)</b>	698,965	865,125	698,965	0	13
14		(531) Railway operating expenses	565,916	631,694	565,916	0	14
15		<b>Net revenue from railway operations</b>	133,049	233,431	133,049	0	15
<b>OTHER INCOME</b>							
16		(506) Revenue from property used in other than carrier operations	0	0			16
17		(510) Miscellaneous rent income	6,302	6,867			17
18		(512) Separately operated properties-Profit	0	0			18
19		(513) Dividend Income (cost method)	2	2			19
20		(514) Interest Income	2,973	3,481			20
21		(516) Income from sinking and other funds	0	0			21
22		(517) Release of premiums on funded debt	0	0			22
23		(518) Reimbursements received under contracts and agreements	0	0			23
24		(519) Miscellaneous income	4,936	1,722			24
		Income from affiliated companies 519					
25		a Dividends (equity method)	392	392			25
26		b Equity in undistributed earnings (losses)	1,581	4,892			26
27		<b>TOTAL OTHER INCOME (lines 16-26)</b>	16,186	17,356			27
28		<b>TOTAL INCOME (lines 15, 27)</b>	149,235	250,787			28
<b>MISCELLANEOUS DEDUCTIONS FROM INCOME</b>							
29		(534) Expenses of property used in other than carrier operations	0	0			29
30		(544) Miscellaneous taxes	0	0			30
31		(545) Separately operated properties-loss	0	0			31
32		(549) Maintenance of investment organization	0	0			32
33		(550) Income Transferred under contracts and agreements	0	0			33
34		(551) Miscellaneous income charges	935	683			34
35		(553) Uncollectible accounts	0	0			35
36		<b>TOTAL MISCELLANEOUS DEDUCTIONS</b>	935	683			36
37		<b>Income available for fixed charges</b>	148,300	250,104			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
<b>FIXED CHARGES</b>					
		(546) Interest on funded long-term debt			
38		(a) Fixed interest not in default	30,141	27,504	38
39		(b) Interest in default	0	0	39
40		(547) Interest on unfunded debt	139	311	40
41		(548) Amortization of discount on funded debt	0	0	41
42		<b>TOTAL FIXED CHARGES (lines 38 through 41)</b>	<b>30,280</b>	<b>27,815</b>	<b>42</b>
43		Income after fixed charges (lines 37 minus line 42)	118,020	222,289	43
<b>OTHER DEDUCTIONS</b>					
44		(546) Interest on funded debt			
		(c) Contingent interest	0	0	44
<b>UNUSUAL OR INFREQUENT ITEMS</b>					
45		(555) Unusual or infrequent items (debit) credit	0	0	45
46		Income (loss) from continuing operations (before income taxes)	118,020	222,289	46
<b>PROVISIONS FOR INCOME TAXES</b>					
		(556) Income taxes on ordinary income			
47		(a) Federal income taxes	8,238	48,198	47
48		(b) State income taxes	(1,103)	2,124	48
49		(c) Other income taxes	44	0	49
50		(557) Provision for deferred taxes	31,926	31,520	50
51		<b>TOTAL PROVISIONS FOR INCOME TAXES (lines 47 through 50)</b>	<b>39,105</b>	<b>81,842</b>	<b>51</b>
52		Income from continuing operations (line 46 minus line 51)	78,915	140,447	52
<b>DISCONTINUED OPERATIONS</b>					
53		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$ )	0	0	53
54		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$ )	0	0	54
55		Income before extraordinary items (lines 52 through 54)	78,915	140,447	55
<b>EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES</b>					
56		(570) Extraordinary items (net)	0	0	56
57		(590) Income taxes on extraordinary items	0	0	57
58		(591) Provision for deferred taxes-Extraordinary items	0	0	58
59		<b>TOTAL EXTRAORDINARY ITEMS (lines 56 through 58)</b>	<b>0</b>	<b>0</b>	<b>59</b>
60		(592) Cumulative effect of changes in accounting principles (\$10,997) less applicable tax of \$4,191)	(6,806)	0	60
61		Net income (loss) (lines 55 + 59 + 60)	72,109	140,447	61
62		Reconciliation of net railway operating income (NROI)			
		Net revenues from railway operations	133,049	233,431	62
63		(556) Income taxes on ordinary income (-)	7,179	50,322	63
64		(557) Provision for deferred income taxes (-)	31,926	31,520	64
65		Income from lease of road and equipment (-)	0	0	65
66		Rent for leased roads and equipment (+)	430	368	66
67		Net railway operating income (loss)	94,374	151,957	67

**NOTES AND REMARKS FOR SCHEDULES 210 AND 220****1. SPECIAL CHARGES**

During 2009 and 2008, \$6.3 million and \$8.1 million of payments were made relating to previous special charges, respectively.

**2. ACCOUNTING CHANGE**

See Footnote #14 in Schedule 200.

**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 in lines 22 and 23 the amount of assigned Federal income tax consequences for Accounts 606 and 616
- 4 Segregate in column (c) all amounts applicable to the equity in undistributed earnings (losses) of affiliated companies based on the equity method of accounting
- 5 Line 3 (line 7 if debit balance), column (c), should agree with line 26, column (b), Schedule 210 The total of columns (b) and (c), lines 3 and 7, should agree with line 61, column (b), Schedule 210
- 6 Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c)

Line No	Cross Check	Item (a)	Retained earnings-unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No
1		Balances at beginning of year	106,902	37,551	1
2		(601.5) Prior period adjustments to beginning retained earnings	0	0	2
		<b>CREDITS</b>			
3		(602) Credit balance transferred from income	70,528	1,581	3
4		(603) Appropriations released	0	0	4
5		(606) Other credits to retained earnings	9,919 *	0	5
6		<b>TOTAL CREDITS</b>	80,447	1,581	6
		<b>DEBITS</b>			
7		(612) Debit balance transferred from income	0	0	7
8		(616) Other debits to retained earnings	0	0	8
9		(620) Appropriations for sinking and other funds	0	0	9
10		(621) Appropriations for other purposes	0	0	10
11		(623) Dividends common stock	(7,900)	0	11
12		preferred stock 1	0	0	12
13		<b>TOTAL DEBITS</b>	(7,900)	0	13
14		Net increase (decrease) during year (line 6 minus line 13)	72,547	1,581	14
15		Balances at close of year (lines 1, 2 and 14)	179,449	39,132	15
16		Balances from line 15(c)	39,132	N/A	16
17		(798) Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	218,581	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 year—\$ 0			21
22		Amount of assigned Federal income tax consequences Account 606—\$ 0			22
23		Account 616—\$ 0			23

\* SFAS 87 / SFAS 158 Pension Adjustment, SFAS 133 Fuel Hedge

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



## 230. CAPITAL STOCK

PART I. CAPITAL STOCK  
(Dollars in thousands)

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

Line No	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common	\$0.01	15,000,000	5,000,000		5,000,000	243,894		1
2									2
3									3
4									4
5									5
6									6
7									7
8									8
9									9
10	TOTAL		15,000,000	5,000,000		5,000,000	243,894		10

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

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

Line No	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year							691	11
12	Capital Stock Sold (1)			5,000,000	243,894				12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Capital Contribution from (to) Parent							27	15
16	Rounding / Other								16
17	Balance at close of year			5,000,000	243,894			718	17

(1) By footnote on page 17, state the purpose of the issue and authority

**240. STATEMENT OF CASH FLOWS**

(Dollars in thousands)

Give the information as requested concerning the cash flows during the year. Either the direct or indirect method can be used. The direct method shows as its principal components operating cash receipts and payments, such as cash received from customers and cash paid to suppliers and employees, the sum of which is net cash flow from operating activities. The indirect method starts with net income and adjusts it for revenues and expense items that were not the result of operating cash transactions in the current period to reconcile it to net cash flow from operating activities. If the direct method is used, complete lines 1-41. If the indirect method is used, 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.

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No
		<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
1		Cash received from operating revenues			1
2		Dividends received from affiliates			2
3		Interest received			3
4		Other income			4
5		Cash paid for operating expenses			5
6		Interest paid (net of amounts capitalized)			6
7		Income taxes paid			7
8		Other-net			8
9		NET CASH PROVIDED BY OPERATING ACTIVITIES (Lines 1 through 8)	See Note 1	See Note 1	9

Note 1: This page is intentionally left blank because the indirect method of reporting cash flows is used.

**240. STATEMENT OF CASH FLOWS - Concluded**  
(Dollars in thousands)

**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	78,915	140,447	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	(4,706)	(1,259)	11
12		Depreciation and amortization expenses	49,518	51,664	12
13		Net increase (decrease) provision for deferred income taxes	31,926	31,520	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(1,581)	(4,892)	14
15		(Increase) decrease in accounts receivable	13,050	34,414	15
16		(Increase) decrease in materials and supplies, and other current assets	10,933	(6,529)	16
17		Increase (decrease) in current liabilities other than debt	(41,628)	(4,828)	17
18		Increase (decrease) in other-net	(18,668)	(10,781)	18
19		Net Cash provided from continuing operations (lines 10 through 18)	117,759	229,756	19
20		Add (subtract) cash generated (paid) by reason of discontinued operations and extraordinary items	0	0	20
21		NET CASH PROVIDED FROM OPERATING ACTIVITIES (lines 19 and 20)	117,759	229,756	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	44,715	1,271	22
23		Capital expenditures	(90,908)	(95,350)	23
24		Net change in temporary cash investments not qualifying as cash equivalents	0	0	24
25		Proceeds from sale/repayments of investment and advances	40,000	0	25
26		Purchase price of long-term investment and advances	(5,000)	(131,700)	26
27		Net decrease (increase) in sinking and other special funds	0	0	27
28		Other-net	3,197	23	28
29		NET CASH USED IN INVESTING ACTIVITIES (lines 22 through 28)	(7,996)	(225,756)	29

**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	2,145,400	1,808,000	30
31		Principal payments of long-term debt	(2,153,727)	(1,747,643)	31
32		Proceeds from issuance of capital stock	0	0	32
33		Purchase price of acquiring treasury stock	0	0	33
34		Cash dividends paid	(7,900)	(32,000)	34
35		Other-net -	27,243	(29,978)	35
36		NET CASH FROM FINANCING ACTIVITIES	11,016	(1,621)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (lines 21, 29, 36)	120,779	2,379	37
38	*	Cash and cash equivalents at beginning of year	8,114	5,735	38
39	*	CASH & CASH EQUIVALENTS AT END OF THE YEAR	128,893	8,114	39

**Footnotes to Schedule**

40		Cash paid during the year for interest (net of amount capitalized) *	33,685	28,152	40
41		Income taxes (net) *	27,815	46,592	41

\* Only applies if indirect method is adopted

\*\*Current year significant transactions relating to Investing and Financing activities that do not directly affect cash include

- Non-cash adjustment of Pension/OPEB OCI between Deferred Liabilities \$13,370, Deferred Income Taxes \$(5,624), and Retained Income of \$(7,746)

- Also see Footnote 14 in Schedule 200 in regards to 2009 accounting change

- Long term to short term non-cash reclass in the amount of \$78,700 was moved from Investments and Advances Affiliated Companies to Receivables from Affiliated Companies

**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.
<b>CURRENT OPERATING ASSETS</b>				
1	Interline and Other Balances	Schedule 200, line 5, column b	3,355	1
2	Customers (706)	Schedule 200, line 6, column b	39,045	2
3	Other (707)	Note A	4,867	3
4	<b>TOTAL CURRENT OPERATING ASSETS</b>	Line 1 + 2 + 3	47,267	4
<b>OPERATING REVENUE</b>				
5	Railway Operating Revenue	Schedule 210, line 13, column b	698,965	5
6	Rent Income	Note B	(65,003)	6
7	<b>TOTAL OPERATING REVENUES</b>	Lines 5 + 6	633,962	7
8	Average Daily Operating Revenues	Line 7 ÷ 360 days	1,761	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 ÷ Line 8	27	9
10	Revenue Delay Days Plus Buffer	Line 9 + 15 days	42	10
<b>CURRENT OPERATING LIABILITIES</b>				
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	2,658	11
12	Audited Accounts and Wages Payable (753)	Note A	25,870	12
13	Accounts Payable-Other (754)	Note A	327	13
14	Other Taxes Accrued (761.5)	Note A	11,761	14
15	<b>TOTAL CURRENT OPERATING LIABILITIES</b>	Sum of lines 11 to 14	40,616	15
<b>OPERATING EXPENSES</b>				
16	Railway Operating Expenses	Schedule 210, line 14, column b	565,916	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	49,518	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	451,395	18
19	Average Daily Expenditures	Line 18 ÷ 360 days	1,254	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 ÷ line 19	32	20
21	Days of Working Capital Required	Line 10 - line 20 (Note C)	10	21
22	Cash Working Capital Required	Line 21 x line 19	12,540	22
23	Cash and Temporary Cash Balances	Schedule 200, line 1 + line 2, column b	128,220	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	12,540	24
<b>MATERIALS AND SUPPLIES</b>				
25	Total Materials and Supplies (712)	Note A	13,398	25
26	Scrap and Obsolete Material included in Acct 712	Note A	0	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	13,398	27
28	<b>TOTAL WORKING CAPITAL</b>	Line 24 + line 27	25,938	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**

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## GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A

1. Schedule 310 should give particulars of stocks, bonds, other secured obligations, unsecured notes, and investment advances of affiliated companies held by respondent at 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 investments by accounts in numerical order:
  - (A) Stocks
    - (1) Carriers-active
    - (2) Carriers-inactive
    - (3) Noncarriers-active
    - (4) Noncarriers-inactive
  - (B) Bonds (including U.S. Government bonds)
  - (C) Other secured obligations
  - (D) Unsecured notes
  - (E) Investment advances
3. The subclassification of classes (B), (C), (D) and (E) should be the same as that provided for class (A).
4. The kinds of industry represented by respondent's investments in the securities of other companies should be shown by symbol opposite the names of the issuing corporation. The symbols and industrial classification are as follows:
 

Symbol	Kind of Industry
I	Agriculture, forestry, and fisheries
II	Mining
III	Construction
IV	Manufacturing
V	Wholesale and retail trade
VI	Finance, insurance, and real estate
VII	Transportation, communications, and other public utilities
VIII	Services
IX	Government
X	All other
5. By carriers, as the term is used here, is meant companies owning or operating railroads, facilities auxiliary thereto such as bridges, ferries, union depots, and other terminal facilities, sleeping cars, parlor cars, dining cars, freight cars, express service and facilities, electric railways, highway motor vehicles, steamboats and other marine transportation equipment, pipe lines (other than those for transportation of water), and other instrumentalities devoted to the transportation of persons or property for hire. Telegraph and telephone companies are not meant to be included.
6. Noncarrier companies should, for the purpose of these schedules, include telephone companies, telegraph companies, mining companies, manufacturing companies, hotel companies, etc. Purely holding companies are to be 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.

<u>Company Name</u>	<u>Other Joint Owners</u>
MT Properties	BNSF - 43.30%; UP - 42.09%;
Belt Railway Company of Chicago	CSXT, NS-25% each, BNSF-16.67%; CN-16.67%; UP-8.33%.
Indiana Harbor Belt Railroad Company	CSX/NS - 51%
Trailer Train	Various others
Transportation and Railroad Assurance Company, Ltd	Various others
Amtrak	Various others

## 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, from accounts 715 (Sinking Funds), 716 (Capital Funds), 721 (Investments and Advances Affiliated Companies), and 717 (Other Funds).
2. Entries in this schedule should be made in accordance with the definitions and general instructions given on Page 25, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c).
3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged, or otherwise encumbered. Give names and other important particulars of such obligations in footnotes.
4. Give totals for each class and for each subclass and a grand total for each account
5. Entries in column (d) should show date of maturity of bonds and other 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. (a)	Class No. (b)	Kind of industry (c)	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent of control (e)	Line No.
1	721	A-1	VII	Belt Railway Company of Chicago	8 330	1
2	721	A-1	VII	Indiana Harbor Belt Railroad Company	49 000	2
3	721	A-1	VII	Trailer Train Company	1 600	3
4	721	A-1	VII	Amtrak	N/A	4
5						5
6				Total Class A-1		6
7						7
8						8
9						9
10						10
11						11
12						12
13	721	A-4	VI	Transportation and Railroad Assurance Company, Ltd.	-	13
14	721	A-3	X	MT Properties	14 610	14
15						15
16						16
17						17
18				Total Class A-3 & A-4		18
19				Total Class A		19
20						20
21	721	D-1	VII	Delaware & Hudson Railway Company	-	21
22						22
23	721	D-1	VII	Canadian Pacific Railway Company	-	23
24						24
25						25
26				Total Class D-1		26
27						27
28						28
29						29
30	721	E-4	VII	Western Railroad Association	-	30
31						31
32				Total Class E-4		32
33						33
34						34
35						35
36						36
37						37
38	721	E-3	X	MT Properties	14 610	38
39						39
40				Total Class E-3		40
41				Total Class E		41
42						42
43				Grand Total		43
44						44

## 310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - Continued

(Dollars in thousands)

6. If any of the companies included in this schedule are controlled by respondent, the percent of control should be shown in column (e). In case any company listed is controlled other than through actual ownership of securities, give particulars in a footnote. In case of joint control, give names of other parties and particulars of control.
7. If any advances reported are pledged, give particulars in a footnote.
8. Investments in companies in which neither the original cost or present equity in total assets are less than \$10,000 may be combined in one figure.
9. Also include investments in unincorporated entities such as lessee organizations (exclusive of amounts nominally settled on a current basis).
10. This schedule should not include securities issued or assumed by respondent.
11. For affiliates which do not report to the Surface Transportation Board and are jointly owned, give names and extent of control by other entities by footnotes.

Line No.	Investments and advances				Disposed of: profit (loss) (j)	Adjustments Account 721.5 (k)	Dividends or interest credited to income (l)	Line No
	Opening balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing balance (i)				
1	260	0	0	260				1
2	1,359	0	0	1,359				2
3	218	0	0	218				3
4	1	0	0	1				4
5								5
6	1,838	0	0	1,838	0	0	0	6
7								7
8								8
9								9
10								10
11								11
12								12
13	1	0	0	1				13
14	91	1	0	92			2	14
15	0	0	0	0				15
16								16
17								17
18	92	1	0	93	0	0	2	18
19	1,930	1	0	1,931	0	0	2	19
20								20
21	68,000	5,000	0	73,000	0	0	1,387	21
22								22
23	118,700	0	(118,700) *	0	0	0	1,354	23
24								24
25								25
26	186,700	5,000	(118,700)	73,000	0	0	2,741	26
27								27
28								28
29								29
30	3	0	(3)	0				30
31								31
32	3	0	(3)	0	0	0	0	32
33								33
34								34
35								35
36								36
37								37
38	0	0	0	0				38
39								39
40	0	0	0	0	0	0	0	40
41	3	0	(3)	0	0	0	0	41
42								42
43	188,633	5,001	(118,703)	74,931	0	0	2,743	43
44								44

\*Reclassified to Short-term.



## 310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - Continued

(Dollars in thousands)

Line No	Account No. (a)	Class No. (b)	Kind of industry (c)	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent of control (e)	Line No.
1						1
2				This page intentionally left blank.		2
3						3
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37						37
38						38
39						39
40						40

## 310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - Continued

(Dollars in thousands)

Line No.	Investments and advances				Disposed of: profit (loss) (j)	Adjustments Account 721.5 (k)	Dividends or interest credited to income (l)	Line No.
	Opening balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing balance (i)				
1								1
2			This Page intentionally left blank.					2
3								3
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## 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 definition of "carrier" and "noncarrier", see general instructions.

Line No.	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustments for investments equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at close of year (g)	Line No
1	Carriers: (List specifics for each company)							
2	Indiana Harbor Belt Railroad Company	37,551	0	1,581	0	0	39,132	1
3								2
4								3
5								4
6								5
7								6
8								7
9								8
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26								25
27	Grand Total	37,551	0	1,581	0	0	39,132	26
28								27
29								28
30								29
31								30
32								31
33								32
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Noncarrier (List specifics for each company)

NONE

## INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

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

## NOTES AND REMARKS

Locomotive overhauls -- see Footnote #14 in Schedule 200

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

## PROPERTY AND EQUIPMENT

(Dollars in thousands)

Line No.	Cross Check	Account (a)	Balance beginning of year (b)	Expenditures during the year for original road & equipment, & road extensions (c)	Expenditures during the year for purchase of existing lines, re-organizations, etc. (d)	Line No.
1		(2) Land for transportation purposes	6,827	0	0	1
2		(3) Grading	44,378	0	0	2
3		(4) Other right-of-way expenditures	1,656	0	0	3
4		(5) Tunnels and subways	2,573	0	0	4
5		(6) Bridges, trestles, and culverts	117,073	0	0	5
6		(7) Elevated structures	0	0	0	6
7		(8) Ties	255,884	0	0	7
8		(9) Rail and other track material	430,602	0	0	8
9		(11) Ballast	155,539	0	0	9
10		(13) Fences, snow sheds, and signs	1,811	0	0	10
11		(16) Station and office buildings	19,445	0	0	11
12		(17) Roadway buildings	2,451	0	0	12
13		(18) Water stations	56	0	0	13
14		(19) Fuel stations	7,769	0	0	14
15		(20) Shops and enginehouses	14,657	0	0	15
16		(22) Storage warehouses	0	0	0	16
17		(23) Wharves and docks	1,300	0	0	17
18		(24) Coal and ore wharves	0	0	0	18
19		(25) TOFC/COFC terminals	21,704	0	0	19
20		(26) Communication systems	23,306	0	0	20
21		(27) Signals and interlockers	63,295	0	0	21
22		(29) Power plants	65	0	0	22
23		(31) Power-transmission systems	1,623	0	0	23
24		(35) Miscellaneous structures	2,451	0	0	24
25		(37) Roadway machines	54,813	0	0	25
26		(39) Public improvements - Construction	36,983	0	0	26
27		(44) Shop machinery	6,241	0	0	27
28		(45) Power-plant machinery	452	0	0	28
29		Other (specify and explain)	0	0	0	29
30		TOTAL EXPENDITURES FOR ROAD	1,272,954	0	0	30
31		(52) Locomotives	236,374	0	0	31
32		(53) Freight-train cars	309,327	0	0	32
33		(54) Passenger-train cars	0	0	0	33
34		(55) Highway revenue equipment	1,596	0	0	34
35		(56) Floating equipment	0	0	0	35
36		(57) Work equipment	9,979	0	0	36
37		(58) Miscellaneous equipment	1,800	0	0	37
38		(59) Computer systems and word processing equipment	1,859	0	0	38
39		TOTAL EXPENDITURES FOR EQUIPMENT	560,935	0	0	39
40		(76) Interest during construction	0	0	0	40
41		(80) Other elements of investment	1,135	0	0	41
42		(90) Construction in progress	15,674	0	0	42
43		GRAND TOTAL	1,850,698	0	0	43

**330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED****PROPERTY AND EQUIPMENT - Cont'd.**

(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	12	(10)	6,817	1
2		1,598	0	1,598	45,976	2
3		129	0	129	1,785	3
4		0	0	0	2,573	4
5		8,960	480	8,480	125,553	5
6		0	0	0	0	6
7		15,490	1,635	13,855	269,739	7
8		30,999	9,274	21,725	452,327	8
9		5,779	891	4,888	160,427	9
10		(1)	0	(1)	1,810	10
11		(1,119) *	1	(1,120)	18,325	11
12		0	5	(5)	2,446	12
13		1	0	1	57	13
14		0	29	(29)	7,740	14
15		1,600	288	1,312	15,969	15
16		0	0	0	0	16
17		0	0	0	1,300	17
18		0	0	0	0	18
19		2,318 *	0	2,318	24,022	19
20		2,745	97	2,648	25,954	20
21		(673)	623	(1,296)	61,999	21
22		53	0	53	118	22
23		0	37	(37)	1,586	23
24		149	16	133	2,584	24
25		8,781	3,510	5,271	60,084	25
26		3,379	709	2,670	39,653	26
27		35	70	(35)	6,206	27
28		0	0	0	452	28
29		0	0	0	0	29
30		80,225	17,677	62,548	1,335,502	30
31		(835) **	71,454	(72,289)	164,085	31
32		7,499	2,736	4,763	314,090	32
33		0	0	0	0	33
34		1	15	(14)	1,582	34
35		0	0	0	0	35
36		0	121	(121)	9,858	36
37		297	321	(24)	1,776	37
38		304	0	304	2,163	38
39		7,266	74,647	(67,381)	493,554	39
40		0	0	0	0	40
41		0	0	0	1,135	41
42		3,796 **	0	3,796	19,470	42
43		91,287	92,324	(1,037)	1,849,661	43

\* Transfer of \$2.1 million from account 16 to account 25.

\*\* Transfer of \$0.5 million from account 52 back to account 90.

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

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

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

Line  No	Account  (a)	OWNED AND USED			LEASED FROM OTHERS			Line  No
		Depreciation base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)	
		1/1 At beginning of year (b)	12/1 At close of year (c)		At beginning of year (e)	At close of year (f)		
	ROAD							
1	(3) Grading	44,378	45,754	0.95				1
2	(4) Other right-of-way expenditures	1,656	1,766	1.65				2
3	(5) Tunnels and subways	2,573	2,573	1.13				3
4	(6) Bridges, trestles, and culverts	117,073	122,407	1.51				4
5	(7) Elevated structures	0	0	0.00				5
6	(8) Ties	255,884	269,602	4.24				6
7	(9) Rail and other track material	430,602	450,711	2.88				7
8	(11) Ballast	155,539	160,173	2.44				8
9	(13) Fences, snowsheds, and signs	1,811	1,810	1.22				9
10	(16) Station and office buildings	19,445	18,325	4.39				10
11	(17) Roadway buildings	2,451	2,446	2.23				11
12	(18) Water stations	56	57	0.00				12
13	(19) Fuel stations	7,769	7,740	2.40				13
14	(20) Shops and enginehouses	14,657	15,688	2.67				14
15	(22) Storage warehouses	0	0	0.00				15
16	(23) Wharves and docks	1,300	1,300	1.89				16
17	(24) Coal and ore wharves	0	0	0.00				17
18	(25) TOFC/COFC terminals	21,704	24,022	2.26				18
19	(26) Communication systems	23,306	23,519	4.92				19
20	(27) Signals and interlockers	63,295	60,942	3.69				20
21	(29) Power plants	65	117	7.81				21
22	(31) Power-transmission systems	1,623	1,586	1.35				22
23	(35) Miscellaneous structures	2,451	2,584	2.52				23
24	(37) Roadway machines	54,813	61,324	5.26				24
25	(39) Public improvements - Construction	36,983	39,470	2.38				25
26	(44) Shop machinery	6,241	6,206	5.34				26
27	(45) Power-plant machinery	452	452	4.35				27
28	All other road accounts	0	0	0.00				28
29	Amortization (other than defense projects)	0	0	0.00				29
30	TOTAL ROAD	1,266,127	1,320,574	3.09	0	0		30
	EQUIPMENT							
31	(52) Locomotives *	236,374	243,328	4.46				31
32	(53) Freight-train cars	309,327	310,975	1.98				32
33	(54) Passenger-train cars	0	0	0.00				33
34	(55) Highway revenue equipment	1,596	1,583	9.44				34
35	(56) Floating equipment	0	0	0.00				35
36	(57) Work equipment	9,979	9,915	0.00				36
37	(58) Miscellaneous equipment	1,800	1,776	0.00				37
38	(59) Computer systems and word processing equipment	1,859	1,865	16.56				38
39	TOTAL EQUIPMENT	560,935	569,442	3.05	0	0		39
40	GRAND TOTAL	1,827,062	1,890,016	N/A	0	0	N/A	40

\* Excludes the impact of the change in accounting for locomotive overhauls which was implemented 12/31/2009 as described in Footnote #14 of Schedule 200

**335. ACCUMULATED DEPRECIATION- ROAD AND EQUIPMENT OWNED AND USED**

(Dollars in Thousand)

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 equipment. Include entries for depreciation of equipment owned but not used when the resulting rents are included in the "Lease Rentals-Credit-Equipment" accounts and "Other Rents-Credit-Equipment" accounts. Exclude any entries of 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 program other than for defense projects on lines 29 and 39.

Line No	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No
				Charges to operating expenses (c)	Other credits (d) **	Retirements (e)	Other debits (f) **		
ROAD									
1		(3) Grading	12,650	419	0	(10)	0	13,079	1
2		Other right-of-way expenditures	87	27	0	1	0	113	2
3		(5) Tunnels and subways	635	29	0	0	0	664	3
4		(6) Bridges, trestles, and culverts	13,683	1,769	0	481	0	14,971	4
5		(7) Elevated structures	0	0	0	0	0	0	5
6		(8) Ties	72,144	10,803	0	4,352	0	78,595	6
7		(9) Rail and other track material	122,940	12,059	0	11,800	0	123,199	7
8		(11) Ballast	33,852	3,755	0	853	0	36,754	8
9		(13) Fences, snowsheds, and signs	1,500	22	0	0	0	1,522	9
10		(16) Station and office buildings	5,647	840	0	(159)	1,566	5,080	10
11		(17) Roadway buildings	875	55	0	5	0	925	11
12		(18) Water stations	54	(1)	0	0	0	53	12
13		(19) Fuel stations	2,035	187	0	30	0	2,192	13
14		(20) Shops and enginehouses	2,832	387	0	243	0	2,976	14
15		(22) Storage warehouses	0	0	0	0	0	0	15
16		(23) Wharves and docks	713	25	0	0	0	738	16
17		(24) Coal and ore wharves	0	0	0	0	0	0	17
18		(25) TOFC/COFC terminals	1,882	501	1,566	(70)	0	4,019	18
19		(26) Communication systems	8,355	1,130	0	239	0	9,246	19
20		(27) Signals and interlockers	26,382	2,268	0	684	0	27,966	20
21		(29) Power plants	(194)	7	0	0	0	(187)	21
22		(31) Power-transmission systems	248	22	0	36	0	234	22
23		(35) Miscellaneous structures	252	63	0	17	0	298	23
24		(37) Roadway machines	24,101	1,790	1,201 @	1,950	0	25,142	24
25		(39) Public improvements-Const	5,167	861	0	712	0	5,316	25
26	*	(44) Shop machinery	(644)	333	0	67	0	(378)	26
27		(45) Power-plant machinery	414	20	0	0	0	434	27
28		All other road accounts	0	0	0	0	0	0	28
29		Amortization (Adjustments)	0	0	0	0	0	0	29
30		TOTAL ROAD	335,610	37,371	2,767	21,231	1,566	352,951	30
EQUIPMENT									
31	*	(52) Locomotives ***	58,955	5,624	352	18,304	0	46,627	31
32	*	(53) Freight-train cars	154,509	6,129	0	2,100	352	158,186	32
33	*	(54) Passenger-train cars	0	0	0	0	0	0	33
34	*	(55) Highway revenue equipment	613	150	0	16	0	747	34
35	*	(56) Floating equipment	0	0	0	0	0	0	35
36	*	(57) Work equipment	10,121	(47)	0	61	0	10,013	36
37	*	(58) Miscellaneous equipment	1,960	(17)	0	297	0	1,646	37
38		(59) Computer systems and word processing equipment	99	308	0	0	0	407	38
39	*	Amortization (Adjustments)	0	0	0	0	0	0	39
40		TOTAL EQUIPMENT	226,257	12,147	352	20,778	352	217,626	40
41		GRAND TOTAL	561,867	49,518	3,119	42,009	1,918	570,577	41

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

@ Capitalized Roadway Machine depreciation.

\*\* Other Column D & F activity relates mostly to asset reclassifications and do not change total accumulated depreciation.

\*\*\* Locomotive Overhauls--See Footnote #14 in Schedule 200.



**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 772 are made by the accounting company, show in column (c) the charges to operating expenses, and in column (f) show payments made to the lessor in settlement thereof

Line No	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No
				Charges to operating expenses (c)	Other credits (d)	Retire-ments (e)	Other debits (f)		
		<b>ROAD</b>							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail & other track material							7
8		(11) Ballast							8
9		(13) Fences snow sheds & signs							9
10		(16) Station & office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops & enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves & docks							16
17		(24) Coal & ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals & interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-const							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		Amortization (Adjustments)							29
30		<b>TOTAL ROAD</b>							30
		<b>EQUIPMENT</b>							
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 Adjustment							39
40		<b>TOTAL EQUIPMENT</b>							40
41		<b>GRAND TOTAL</b>	NONE	NONE	NONE	NONE	NONE	NONE	41

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

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

(Dollars in thousands)

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

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

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

4 Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of the total road owned or total equipment owned, respectively. However, line 41, Grand Total, should be completed.

Line No	Cross Check	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No
			At beginning of year (b)	At close of year (c)		
		<b>ROAD</b>				
1		(3) Grading	527	580	0.95	1
2		(4) Other right-of-way expenditures	0	0	N/A	2
3		(5) Tunnels and subways	0	0	N/A	3
4		(6) Bridges, trestles & culverts	535	849	1.51	4
5		(7) Elevated structures	0	0	N/A	5
6		(8) Ties	6,567	7,388	4.24	6
7		(9) Rail & other track material	15,829	15,179	2.88	7
8		(11) Ballast	3,777	3,767	2.44	8
9		(13) Fences snow sheds & signs	0	0	N/A	9
10		(16) Station & office buildings	1,868	1,868	4.39	10
11		(17) Roadway buildings	0	0	N/A	11
12		(18) Water stations	0	0	N/A	12
13		(19) Fuel stations	0	0	N/A	13
14		(20) Shops & enginehouses	0	0	N/A	14
15		(22) Storage warehouses	0	0	N/A	15
16		(23) Wharves & docks	0	0	N/A	16
17		(24) Coal & ore wharves	0	0	N/A	17
18		(25) TOFC/COFC terminals	5,847	5,883	2.26	18
19		(26) Communication systems	0	0	N/A	19
20		(27) Signals & interlockers	4,588	1,936	3.69	20
21		(29) Power plants	0	0	N/A	21
22		(31) Power-transmission systems	0	0	N/A	22
23		(35) Miscellaneous structures	0	0	2.52	23
24		(37) Roadway machines	0	0	N/A	24
25		(39) Public improvements-const.	618	865	2.38	25
26		(44) Shop machinery *	0	0	N/A	26
27		(45) Power-plant machinery	0	0	N/A	27
28		All other road accounts	0	0	N/A	28
29		Amortization (Adjustments)	0	0	N/A	29
30		<b>TOTAL ROAD</b>	<b>40,156</b>	<b>38,315</b>	<b>N/A</b>	<b>30</b>
		<b>EQUIPMENT</b>				
31		(52) Locomotives	23,563	32,003	13.30	31
32		(53) Freight-train cars	3,614	684	1.98	32
33		(54) Passenger-train cars	0	0	N/A	33
34		(55) Highway revenue equipment	0	0	N/A	34
35		(56) Floating equipment	0	0	N/A	35
36		(57) Work equipment	0	0	N/A	36
37		(58) Miscellaneous equipment	0	0	N/A	37
38		(59) Computer systems and word processing equipment	0	0	N/A	38
39		Amortization Adjustment	0	0	N/A	39
40		<b>TOTAL EQUIPMENT</b>	<b>27,177</b>	<b>32,687</b>	<b>N/A</b>	<b>40</b>
41		<b>GRAND TOTAL (Note 1)</b>	<b>67,333</b>	<b>71,002</b>	<b>N/A</b>	<b>41</b>

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

**342. ACCUMULATED DEPRECIATION - IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS**  
(Dollars in thousands)

1 Enter the required information concerning debits and credits to account 733, "Accumulated Depreciation-Improvements on Leased Property", during the year relating to improvements made to road and equipment property leased from others, the depreciation charges for which are included in operating expenses of the respondent.

2 If any entries are made for column (d) "Other credits" or column (f) "Other debits", state the facts occasioning such entries on page 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. Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39 Grand Total, should be completed

Line No	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		<b>ROAD</b>							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail & other track material							7
8		(11) Ballast							8
9		(13) Fences snow sheds & signs							9
10		(16) Station & office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops & enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves & docks							16
17		(24) Coal & ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals & interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-const							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		<b>TOTAL ROAD</b>		<b>See Note 1.</b>					29
		<b>EQUIPMENT</b>							
30		(52) Locomotives							30
31		(53) Freight-train cars							31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems and word processing equipment							37
38		<b>TOTAL EQUIPMENT</b>		<b>See Note 1.</b>					38
39		<b>GRAND TOTAL</b>	19,814	4,626	0	12,740	0	11,700	39

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

**Note 1: Figures have been incorporated on Schedule 335 per Surface Transportation Board instructions.**

**NOTES AND REMARKS FOR SCHEDULE 342**

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

1. This schedule is to be used in cases where the related depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00 and 32-23-00

2. Show in columns (b) and (c), for each primary account, the depreciation base used in computing the depreciation for the months of January and December, respectively, with respect to road and equipment owned by the respondent but leased to others, the depreciation charges for which are not includible in operating expenses of the respondent, but for which the depreciation reserve is recorded in the accounts of the respondent. If the base for road is other than the original cost or estimated original cost as found by the Board's Office of Economic and Environmental Analysis, brought to a current date by the respondent from its Order No. 3 records and accounts, or is other than ledger value for equipment, a full explanation should be given

3. In column (d) show the composite rates used to compute the depreciation for December and on lines 29 and 38 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary accounts composite rates to the depreciation base used to compute the depreciation for December and dividing the total also computed by the depreciation base

4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) 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	Cross Check	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No.
			At beginning of year (b)	At close of year (c)		
		<b>ROAD</b>				
1		(3) Grading				1
2		(4) Other right-of-way expenditures				2
3		(5) Tunnels and subways				3
4		(6) Bridges, trestles & culverts				4
5		(7) Elevated structures				5
6		(8) Ties				6
7		(9) Rail & other track material				7
8		(11) Ballast				8
9		(13) Fences snow sheds & signs				9
10		(16) Station & office buildings				10
11		(17) Roadway buildings				11
12		(18) Water stations				12
13		(19) Fuel stations				13
14		(20) Shops & enginehouses				14
15		(22) Storage warehouses				15
16		(23) Wharves & docks				16
17		(24) Coal & ore wharves				17
18		(25) TOFC/COFC terminals				18
19		(26) Communication systems				19
20		(27) Signals & interlockers				20
21		(29) Power plants				21
22		(31) Power-transmission systems				22
23		(35) Miscellaneous structures				23
24		(37) Roadway machines				24
25		(39) Public improvements-const				25
26		(44) Shop machinery				26
27		(45) Power-plant machinery				27
28		All other road accounts				28
29		<b>TOTAL ROAD</b>		<b>See Note 1.</b>		29
		<b>EQUIPMENT</b>				
30		(52) Locomotives				30
31		(53) Freight-train cars				31
32		(54) Passenger-train cars				32
33		(55) Highway revenue equipment				33
34		(56) Floating equipment				34
35		(57) Work equipment				35
36		(58) Miscellaneous equipment				36
37		(59) Computer systems and word processing equipment				37
38		<b>TOTAL EQUIPMENT</b>		<b>See Note 1.</b>		38
39		<b>GRAND TOTAL</b>		<b>See Note 1.</b>		39

**Note 1: Total road and equipment leased to others is less than 5% of total owned.**

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

1 This schedule is to be used in cases where the related depreciation reserve is earned 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 included in operating expenses of the respondent (See Schedule 330 for the reserve relating to road and equipment owned and used by the respondent)

3 If any entries are made for column (d) "Other credits", or column (f) "Other debits", state the facts occasioning such entries on page 39. A debit balance in columns (b) or (g) for any primary account should be shown in parenthesis or designated "Dr".

4. Disclosures in the respective sections of this schedule may be omitted if either total road leased to others or total equipment leased 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)	Retire-ments (e)	Other debits (f)		
		<b>ROAD</b>							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail & other track material							7
8		(11) Ballast							8
9		(13) Fences snow sheds & signs							9
10		(16) Station & office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops & enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves & docks							16
17		(24) Coal & ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals & interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-const							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		<b>TOTAL ROAD</b>		<b>See Note 1.</b>					29
		<b>EQUIPMENT</b>							
30		(52) Locomotives							30
31		(53) Freight-train cars							31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems and word processing equipment							37
38		<b>TOTAL EQUIPMENT</b>		<b>See Note 1.</b>					38
39		<b>GRAND TOTAL</b>		<b>See Note 1.</b>					39

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

**Note 1: Total road and equipment leased to others is less than 5% of total owned.**

**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 the 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 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, and "O" for other leased properties.

3 In columns (a) to (e), inclusive, first show the data requested for the respondent (R), next the data for companies whose entire properties are used in transportation service of the respondent, divided between lessor (L) and proprietary (P) companies, followed by data for carriers and others (O), portions of whose property are used in transportation service of the respondent. Show a total for each class of company in 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 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 the respondent in the securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6 percent or otherwise) value of property of private owners, or portions of property of other carriers, should be explained.

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

Line No	Class (See ins 2) (a)	Name of company (b)	Miles of road (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	Soo Line Railroad Company	1,552			1
2						2
3		Account 731		1,802,098	558,877	3
4						4
5		Account 732		47,563	11,700	5
6						6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24
25						25
26						26
27						27
28						28
29						29
30						30
31		TOTAL	1,552	1,849,661	570,577	31

**352B. INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE**

(By Property Accounts)

(Dollars in thousands)

1 In columns (b) through (e) give, by primary accounts, the amount of investment at the close of the year in property of respondent and each group or class of companies and properties

2 The amounts for respondent and for each group or class of companies and properties on line 44 herein, should correspond with the amounts for each class of company and 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 the schedule

3 Report on line 29 amounts representing capitalization of rentals for leased property based on 6 percent per year where property is not classified by accounts by non-carrier owners, or where cost of property leased from other carriers is not ascertainable. Identify non-carrier owners, and briefly explain on page 39 methods of estimating value of property of non-carriers or property of other carriers.

4 Report on line 30 amounts not includible in the accounts shown, or on line 29. The items included should be briefly identified and explained. Also include here those items after permission is obtained from the Board for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Board.

Line No	Cross Check	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (proprietary companies) (d)	Other leased properties (e)	Line No
1		(2) Land for transportation purposes	6,817	0	0	0	1
2		(3) Grading	45,976	0	0	0	2
3		(4) Other right-of-way expenditures	1,785	0	0	0	3
4		(5) Tunnels and subways	2,573	0	0	0	4
5		(6) Bridges, trestles, and culverts	125,553	0	0	0	5
6		(7) Elevated structures	0	0	0	0	6
7		(8) Ties	269,739	0	0	0	7
8		(9) Rail and other track material	452,327	0	0	0	8
9		(11) Ballast	160,427	0	0	0	9
10		(13) Fences, snow sheds, and signs	1,810	0	0	0	10
11		(16) Station and office buildings	18,325	0	0	0	11
12		(17) Roadway buildings	2,446	0	0	0	12
13		(18) Water stations	57	0	0	0	13
14		(19) Fuel stations	7,740	0	0	0	14
15		(20) Shops and enginehouses	15,969	0	0	0	15
16		(22) Storage warehouses	0	0	0	0	16
17		(23) Wharves and docks	1,300	0	0	0	17
18		(24) Coal and ore wharves	0	0	0	0	18
19		(25) TOFC/COFC terminals	24,022	0	0	0	19
20		(26) Communication systems	25,954	0	0	0	20
21		(27) Signals and interlockers	61,999	0	0	0	21
22		(29) Power plants	118	0	0	0	22
23		(31) Power-transmission systems	1,586	0	0	0	23
24		(35) Miscellaneous structures	2,584	0	0	0	24
25		(37) Roadway machines	60,084	0	0	0	25
26		(39) Public improvements - Construction	39,653	0	0	0	26
27		(44) Shop machinery	6,206	0	0	0	27
28		(45) Power-plant machinery	452	0	0	0	28
29		Leased property capitalized rentals (explain)	0	0	0	0	29
30		Other (specify and explain)		0	0	0	30
31		TOTAL ROAD	1,335,502	0	0	0	31
32		(52) Locomotives	164,085	0	0	0	32
33		(53) Freight-train cars	314,090	0	0	0	33
34		(54) Passenger-train cars	0	0	0	0	34
35		(55) Highway revenue equipment	1,582	0	0	0	35
36		(56) Floating equipment	0	0	0	0	36
37		(57) Work equipment	9,858	0	0	0	37
38		(58) Miscellaneous equipment	1,776	0	0	0	38
39		(59) Computer systems and word processing equipment	2,163	0	0	0	39
40		TOTAL EQUIPMENT	493,554	0	0	0	40
41		(76) Interest during construction	0	0	0	0	41
42		(80) Other elements of investment	1,135	0	0	0	42
43		(90) Construction in progress	19,470	0	0	0	43
44		GRAND TOTAL	1,849,661	0	0	0	44



## INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

## CROSS-CHECKS

## SCHEDULE 410

Line 620, column (h)  
 Line 620, column (f)  
 Line 620, column (g)

## SCHEDULE 210

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

## SCHEDULE 412

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

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

## SCHEDULE 414

Line 231, column (f)  
 Line 230, column (f)

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

## SCHEDULE 415

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

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

## AND

## SCHEDULE 414

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

## SCHEDULE 415

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

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

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

Lines 5, 38, column (b)

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

Lines 24, 39, column (b)

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

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

## SCHEDULE 417

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

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

## SCHEDULE 450

Line 4 column b

## SCHEDULE 210

= Line 47 column b

**SCHEDULE 410 RAILWAY OPERATING EXPENSES**  
(DOLLARS IN THOUSANDS)

6 0 0 2 0 0 9

**FREIGHT**

Line No.	Cross Check	Name Of Railway Operating Expense Account (A)	Salaries & Wages (B)	Material & Other (C)	Purchased Services (D)	General (E)	Total Freight (F)	Passenger (G)	Total (H)	Line No.
WAY AND STRUCTURES:										
ADMINISTRATION										
1		Track	2,413	215	1,892	177	4,697	0	4,697	1
2		Bridge & Building	1,055	122	685	106	1,968	0	1,968	2
3		Signal	589	62	348	25	1,024	0	1,024	3
4		Communication	422	38	279	18	757	0	757	4
5		Other	1,002	71	265	71	1,409	0	1,409	5
REPAIR AND MAINTENANCE										
6		Roadway And Track Laying & Surfacing-Running	2,638	372	905	294	4,209	0	4,209	6
7		Roadway And Track Laying & Surfacing-Switching	418	44	131	41	634	0	634	7
8		Tunnels & Subways-Running	0	9	0	0	9	0	9	8
9		Tunnels & Subways-Switching	0	0	0	0	0	0	0	9
10		Bridges & Culverts-Running	1,157	248	441	443	2,289	0	2,289	10
11		Bridges & Culverts-Switching	38	8	21	7	74	0	74	11
12		Ties-Running	200	185	19	40	444	0	444	12
13		Ties-Switching	167	63	16	16	262	0	262	13
14		Rail & Other Track Material-Running	3,214	1,141	905	437	5,697	0	5,697	14
15		Rail & Other Track Material-Switching	1,122	346	480	113	2,061	0	2,061	15
16		Ballast-Running	148	37	13	13	211	0	211	16
17		Ballast-Switching	106	17	7	6	136	0	136	17
18		Road Property Damaged-Running	59	82	35	4	180	0	180	18
19		Road Property Damaged-Switching	9	9	3	5	26	0	26	19
20		Road Property Damaged-Other	0	0	0	0	0	0	0	20
21		Signals & Interlockers-Running	1,285	1,049	152	130	2,616	0	2,616	21
22		Signals & Interlockers-Switching	170	30	494	10	704	0	704	22
23		Communications Systems	1,227	489	1,035	116	2,867	0	2,867	23
24		Electric Power Systems	7	1	0	0	8	0	8	24
25		Highway Grade Crossings-Running	1,206	84	78	123	1,491	0	1,491	25
26		Highway Grade Crossings-Switching	115	79	8	10	212	0	212	26
27		Station & Office Buildings	335	27	1,079	605	2,046	0	2,046	27
28		Shop Buildings-Locomotives	53	3	489	52	597	0	597	28
29		Shop Buildings-Freight Cars	6	0	27	3	36	0	36	29
30		Shop Buildings-Other Equipment	163	0	188	15	366	0	366	30

4 5

**SCHEDULE 410 RAILWAY OPERATING EXPENSES**  
(DOLLARS IN THOUSANDS)

Line No.	Cross Check	Name Of Railway Operating Expense Account (A)	FREIGHT					Passenger (G)	Total (H)	Line No.
			Salaries & Wages (B)	Material & Other (C)	Purchased Services (D)	General (E)	Total Freight (F)			
101		Locomotive Servicing Facilities	45	7	70	11	133	0	133	101
102		Miscellaneous Buildings & Structures	10	0	282	43	335	0	335	102
103		Coal Terminals	0	0	0	0	0	0	0	103
104		Ore Terminals	0	0	0	0	0	0	0	104
105		Other Marine Terminals	0	0	0	0	0	0	0	105
106		TOFC/COFC-Terminals	32	0	324	10	366	0	366	106
107		Motor Vehicle Loading & Distribution Facilities	1	3	0	0	4	0	4	107
108		Facilities For Other Specialized Service Operations	0	2	56	7	65	0	65	108
109		Roadway Machines	711	635	239	80	1,665	0	1,665	109
110		Small Tools And Supplies	85	86	35	8	214	0	214	110
111		Snow Removal	1,267	187	2,479	175	4,108	0	4,108	111
112		Fringe Benefits-Running	0	0	0	1,970	1,970	0	1,970	112
113		Fringe Benefits-Switching	0	0	0	427	427	0	427	113
114		Fringe Benefits-Other	0	0	0	1,878	1,878	0	1,878	114
115		Casualties & Insurance-Running	0	0	0	875	875	0	875	115
116		Casualties & Insurance-Switching	0	0	0	188	188	0	188	116
117		Casualties & Insurance-Other	0	0	0	829	829	0	829	117
118	*	Lease Rentals-Debit-Running	0	0	0	0	0	0	0	118
119	*	Lease Rentals-Debit-Switching	0	0	0	0	0	0	0	119
120	*	Lease Rentals-Debit-Other	0	0	2,191	0	2,191	0	2,191	120
121	*	Lease Rentals-(Credit)-Running	0	0	0	0	0	0	0	121
122	*	Lease Rentals-(Credit)-Switching	0	0	0	0	0	0	0	122
123	*	Lease Rentals-(Credit)-Other	0	0	0	0	0	0	0	123
124		Joint Facility Rent-Debit-Running	0	0	10,163	0	10,163	0	10,163	124
125		Joint Facility Rent-Debit-Switching	0	0	1,386	0	1,386	0	1,386	125
126		Joint Facility Rent-Debit-Other	0	0	0	0	0	0	0	126
127		Joint Facility Rent-(Credit)-Running	0	0	(1,097)	0	(1,097)	0	(1,097)	127
128		Joint Facility Rent-(Credit)-Switching	0	0	(58)	0	(58)	0	(58)	128
129		Joint Facility Rent-(Credit)-Other	0	0	0	0	0	0	0	129
130	*	Other Rents-Debit-Running	0	0	0	0	0	0	0	130
131	*	Other Rents-Debit-Switching	0	0	0	0	0	0	0	131
132	*	Other Rents-Debit-Other	0	0	0	0	0	0	0	132
133	*	Other Rents-(Credit)-Running	0	0	0	0	0	0	0	133

**SCHEDULE 410 RAILWAY OPERATING EXPENSES**  
(DOLLARS IN THOUSANDS)

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**FREIGHT**

Line No.	Cross Check	Name Of Railway Operating Expense Account (A)	Salaries & Wages (B)	Material & Other (C)	Purchased Services (D)	General (E)	Total Freight (F)	Passenger (G)	Total (H)	Line No.
134	*	Other Rents-(Credit)-Switching	0	0	0	0	0	0	0	134
135	*	Other Rents-(Credit)-Other	0	0	0	0	0	0	0	135
136	*	Depreciation-Running	0	0	0	25,822	25,822	0	25,822	136
137	*	Depreciation-Switching	0	0	0	3,923	3,923	0	3,923	137
138	*	Depreciation-Other	0	0	0	7,293	7,293	0	7,293	138
139		Joint Facility-Debit-Running	0	0	8,427	0	8,427	0	8,427	139
140		Joint Facility-Debit-Switching	0	0	936	0	936	0	936	140
141		Joint Facility-Debit-Other	0	0	0	0	0	0	0	141
142		Joint Facility-(Credit)-Running	0	0	(2,620)	0	(2,620)	0	(2,620)	142
143		Joint Facility-(Credit)-Switching	0	0	0	0	0	0	0	143
144		Joint Facility-(Credit)-Other	0	0	0	0	0	0	0	144
145		Dismantling Retired Road Property-Running	0	0	0	0	0	0	0	145
146		Dismantling Retired Road Property-Switching	0	0	0	0	0	0	0	146
147		Dismantling Retired Road Property-Other	0	0	26	0	26	0	26	147
148		Other-Running	0	0	0	0	0	0	0	148
149		Other-Switching	0	0	0	0	0	0	0	149
150		Other-Other	0	0	0	372	372	0	372	150
151		TOTAL WAY AND STRUCTURES	21,475	5,751	32,834	46,791	106,851	0	106,851	151

**EQUIPMENT:**

**LOCOMOTIVES**

201		Administration	851	- 7	26	30	914	0	914	201
202	*	Repair And Maintenance	8,689	190	42,447	59	51,385	0	51,385	202
203	*	Machinery Repair	25	33	186	3	247	0	247	203
204		Equipment Damaged	0	40	139	0	179	0	179	204
205		Fringe Benefits	0	0	0	4,741	4,741	0	4,741	205
206		Other Casualties And Insurance	0	0	0	1,122	1,122	0	1,122	206
207	*	Lease Rentals-Debit	0	0	25,495	0	25,495	0	25,495	207
208	*	Lease Rentals-(Credit)	0	0	(743)	0	(743)	0	(743)	208
209		Joint Facility Rent-Debit	0	0	0	0	0	0	0	209
210		Joint Facility Rent-(Credit)	0	0	0	0	0	0	0	210
211	*	Other Rents-Debit	0	0	0	0	0	0	0	211
212	*	Other Rents-(Credit)	0	0	(13,140)	0	(13,140)	0	(13,140)	212
213	*	Depreciation	0	0	0	5,817	5,817	0	5,817	213
214		Joint Facility-Debit	0	0	84	0	84	0	84	214
215		Joint Facility-(Credit)	0	0	0	0	0	0	0	215
216	*	Repairs Billed To Others-(Credit)	0	0	(2,770)	0	(2,770)	0	(2,770)	216

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**SCHEDULE 410 RAILWAY OPERATING EXPENSES**  
(DOLLARS IN THOUSANDS)

Line No.	Cross Check	Name Of Railway Operating Expense Account (A)	FREIGHT					Passenger (G)	Total (H)	Line No.
			Salaries & Wages (B)	Material & Other (C)	Purchased Services (D)	General (E)	Total Freight (F)			
217		Dismantling Retired Property	0	0	0	0	0	0	0	217
218		Other	0	0	0	0	0	0	0	218
219		TOTAL LOCOMOTIVES	9,565	270	51,724	11,772	73,331	0	73,331	219
<b>FREIGHT CARS</b>										
220		Administration	646	7	15	53	721	0	721	220
221	*	Repair & Maintenance	4,724	11,012	19,319	97	35,152	0	35,152	221
222	*	Machinery Repair	30	73	320	8	431	0	431	222
223		Equipment Damaged	0	3	1,167	0	1,170	0	1,170	223
224		Fringe Benefits	0	0	0	2,704	2,704	0	2,704	224
225		Other Casualties & Insurance	0	0	0	192	192	0	192	225
226	*	Lease Rentals-Debit	0	0	33,359	0	33,359	0	33,359	226
227	*	Lease Rentals-(Credit)	0	0	0	0	0	0	0	227
228		Joint Facility Rent-Debit	0	0	0	0	0	0	0	228
229		Joint Facility Rent-(Credit)	0	0	0	0	0	0	0	229
230	*	Other Rents-Debit	0	0	37,833	0	37,833	0	37,833	230
231	*	Other Rents-(Credit)	0	0	(49,593)	0	(49,593)	0	(49,593)	231
232	*	Depreciation	0	0	0	6,216	6,216	0	6,216	232
233		Joint Facility-Debit	0	0	0	0	0	0	0	233
234		Joint Facility-(Credit)	0	0	0	0	0	0	0	234
235	*	Repairs Billed To Others-(Credit)	0	0	(14,758)	0	(14,758)	0	(14,758)	235
236		Dismantling Retired Property	0	0	0	0	0	0	0	236
237		Other	0	0	0	0	0	0	0	237
238		TOTAL FREIGHT CARS	5,400	11,095	27,662	9,270	53,427	0	53,427	238
<b>OTHER EQUIPMENT</b>										
301		Administrative	11	0	0	0	11	0	11	301
<b>Repairs &amp; Maintenance</b>										
302	*	Trucks, Trailers, Containers	0	0	2,056	0	2,056	0	2,056	302
303	*	Floating Equipment - Revenue Services	0	0	0	0	0	0	0	303
304	*	Passenger & Other Revenue Service	0	0	0	0	0	0	0	304
305	*	Computers & Data Processing Systems	0	0	0	0	0	0	0	305
306	*	Machinery	0	0	6	0	6	0	6	306
307	*	Work & Other Non-Revenue Equipment	86	229	527	1	843	0	843	307
308		Equipment Damaged	0	0	0	0	0	0	0	308
309		Fringe Benefits	0	0	0	48	48	0	48	309
310		Other Casualties & Insurance	0	0	0	56	56	0	56	310
311	*	Lease Rentals - Debit	0	0	3,298	0	3,298	0	3,298	311
312	*	Lease Rentals - (Credit)	0	0	0	0	0	0	0	312

**SCHEDULE 410 RAILWAY OPERATING EXPENSES**  
(DOLLARS IN THOUSANDS)

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**FREIGHT**

Line No.	Cross Check	Name Of Railway Operating Expense Account (A)	Salaries & Wages (B)	Material & Other (C)	Purchased Services (D)	General (E)	Total Freight (F)	Passenger (G)	Total (H)	Line No.
313		Joint Facility Rent - Debit	0	0	0	0	0	0	0	313
314		Joint Facility Rent - (Credit)	0	0	0	0	0	0	0	314
315	*	Other Rents - Debit	0	0	413	0	413	0	413	315
316	*	Other Rents - (Credit)	0	0	(372)	0	(372)	0	(372)	316
317	*	Depreciation	0	0	0	447	447	0	447	317
318		Joint facility - Debit	0	0	0	0	0	0	0	318
319		Joint facility - (Credit)	0	0	0	0	0	0	0	319
320	*	Repairs Billed to Others - (Credit)	0	0	(152)	0	(152)	0	(152)	320
321		Dismantling Retired Property	0	0	0	0	0	0	0	321
322		Other	0	0	0	0	0	0	0	322
323		TOTAL OTHER EQUIPMENT	97	229	5,776	552	6,654	0	6,654	323
324		TOTAL EQUIPMENT	15,062	11,594	85,162	21,594	133,412	0	133,412	324

**TRANSPORTATION:**

**TRAIN OPERATIONS**

401		Administration	4,762	279	3,602	722	9,365	0	9,365	401
402		Engine Crews	21,009	87	1,980	277	23,353	0	23,353	402
403		Train Crews	21,296	89	1,986	281	23,652	0	23,652	403
404		Dispatching Trains	3,555	54	59	23	3,691	0	3,691	404
405		Operating Signals & Interlockers	0	0	0	0	0	0	0	405
406		Operating Drawbridges	470	0	0	0	470	0	470	406
407		Highway Crossing Protection	0	0	1,459	3	1,462	0	1,462	407
408		Train Inspection & Lubrication	4,368	209	272	21	4,870	0	4,870	408
409		Locomotive Fuel	75	62,584	588	4	63,251	0	63,251	409
410		Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	410
411		Servicing Locomotives	1,126	924	20	3	2,073	0	2,073	411
412		Freight Lost or Damaged - Solely Related	0	0	0	1,765	1,765	0	1,765	412
413		Clearing Wrecks	155	0	2,106	0	2,261	0	2,261	413
414		Fringe Benefits	0	0	0	28,675	28,675	0	28,675	414
415		Other Casualties and Insurance	0	0	0	4,517	4,517	0	4,517	415
416		Joint Facilities - Debit	0	0	6,122	0	6,122	0	6,122	416
417		Joint Facilities - (Credit)	0	0	(4,867)	0	(4,867)	0	(4,867)	417
418		Other	0	0	0	0	0	0	0	418
419		TOTAL TRAIN OPERATIONS	56,816	64,226	13,327	36,291	170,660	0	170,660	419

**YARD OPERATIONS**

420		Administration	3,231	143	2,495	477	6,346	0	6,346	420
421		Switch Crews	23,240	69	1,486	320	25,115	0	25,115	421

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**SCHEDULE 410 RAILWAY OPERATING EXPENSES**  
(DOLLARS IN THOUSANDS)

Line No.	Cross Check	Name Of Railway Operating Expense Account (A)	FREIGHT							Total (H)	Line No.
			Salaries & Wages (B)	Material & Other (C)	Purchased Services (D)	General (E)	Total Freight (F)	Passenger (G)			
422		Controlling Operations	2,964	15	474	49	3,502	0	3,502	422	
423		Yard And Terminal Clerical	1,666	11	175	18	1,870	0	1,870	423	
424		Operating Switches, Signals Retarders & Humps	212	0	792	0	1,004	0	1,004	424	
425		Locomotive Fuel	8	6,790	0	0	6,798	0	6,798	425	
426		Electric Power Purchased Or Produced For Motive Power	0	0	0	0	0	0	0	426	
427		Servicing Locomotives	637	520	19	2	1,178	0	1,178	427	
428		Freight Lost Or Damaged-Solely Related	0	0	0	0	0	0	0	428	
429		Clearing Wrecks	19	0	0	0	19	0	19	429	
430		Fringe Benefits	0	0	0	15,837	15,837	0	15,837	430	
431		Other Casualties & Insurance	0	0	0	2,540	2,540	0	2,540	431	
432		Joint Facility-Debit	0	0	1,080	0	1,080	0	1,080	432	
433		Joint Facility-(Credit)	0	0	(1,217)	0	(1,217)	0	(1,217)	433	
434		Other	0	0	0	0	0	0	0	434	
435		TOTAL YARD OPERATIONS	31,977	7,548	5,304	19,243	64,072	0	64,072	435	
<u>TRAIN AND YARD OPERATIONS COMMON</u>											
501		Cleaning Car Interiors	0	0	462	0	462	0	462	501	
502		Adjusting & Transferring Loads	0	0	0	0	0	0	0	502	
503		Car Loading Devices & Grain Doors	0	0	0	0	0	0	0	503	
504		Freight Lost & Damaged - All Other	0	0	0	0	0	0	0	504	
505		Fringe Benefits	0	0	0	0	0	0	0	505	
506		TOTAL TRAIN AND YARD OPERATIONS COMMON	0	0	462	0	462	0	462	506	
<u>SPECIALIZED SERVICE OPERATIONS</u>											
507	*	Administration	1,236	36	114	50	1,436	0	1,436	507	
508	*	Pickup & Delivery & Marine Line Haul	0	0	0	0	0	0	0	508	
509	*	Loading & Unloading & Local Marine	1,043	125	7,689	53	8,910	0	8,910	509	
510	*	Protection Services	0	0	0	0	0	0	0	510	
511	*	Freight Lost Or Damaged-Solely Related	0	0	0	0	0	0	0	511	
512	*	Fringe Benefits	0	0	0	1,113	1,113	0	1,113	512	
513	*	Casualties & Insurance	0	0	0	46	46	0	46	513	
514	*	Joint Facility-Debit	0	0	0	0	0	0	0	514	
515	*	Joint Facility-(Credit)	0	0	0	0	0	0	0	515	
516	*	Other	0	0	0	0	0	0	0	516	
517	*	TOTAL SPECIALIZED SERVICES OPERATIONS	2,279	161	7,803	1,262	11,505	0	11,505	517	

**SCHEDULE 410 RAILWAY OPERATING EXPENSES**  
(DOLLARS IN THOUSANDS)

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**FREIGHT**

Line No.	Cross Check	Name Of Railway Operating Expense Account (A)	Salaries & Wages (B)	Material & Other (C)	Purchased Services (D)	General (E)	Total Freight (F)	Passenger (G)	Total (H)	Line No.
<b>ADMINISTRATIVE SUPPORT OPERATIONS</b>										
518		Administration	1,857	41	5,748	203	7,849	0	7,849	518
519		Employees Performing Clerical Functions	3,315	0	(303)	74	3,086	0	3,086	519
520		Communication Systems Operation	0	0	0	0	0	0	0	520
521		Loss & Damage Claims Processing	13	0	1	2	16	0	16	521
522		Fringe Benefits	0	0	0	2,516	2,516	0	2,516	522
523		Casualties & Insurance	0	0	0	172	172	0	172	523
524		Joint Facility - Debit	0	0	0	0	0	0	0	524
525		Joint Facility - (Credit)	0	0	0	0	0	0	0	525
526		Other	0	0	0	0	0	0	0	526
527		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	5,185	41	5,446	2,967	13,639	0	13,639	527
528		TOTAL TRANSPORTATION	96,257	71,976	32,342	59,763	260,338	0	260,338	528

<b>GENERAL AND ADMINISTRATIVE</b>										
601		Officers-General Administration	728	7	2,811	240	3,786	0	3,786	601
602		Accounting, Auditing & Finance	2,914	84	2,142	41	5,181	0	5,181	602
603		Management Services And Data Processing	2	5	12,800	1	12,808	0	12,808	603
604		Marketing	671	4	2,656	78	3,409	0	3,409	604
605		Sales	906	3	2,662	53	3,624	0	3,624	605
606		Industrial Development	466	6	183	19	674	0	674	606
607		Personnel & Labor Relations	2,196	81	699	139	3,115	0	3,115	607
608		Legal And Secretarial	1,611	144	7,168	48	8,971	0	8,971	608
609		Public Relations And Advertising	83	0	476	682	1,241	0	1,241	609
610		Research And Development	0	0	0	0	0	0	0	610
611		Fringe Benefits	0	0	0	5,411	5,411	0	5,411	611
612		Casualties & Insurance	0	0	0	504	504	0	504	612
613		Writedown Of Uncollectible Accounts	0	0	0	938	938	0	938	613
614		Property Taxes	0	0	0	12,172	12,172	0	12,172	614
615		Other Taxes Except On Corporate Income Or Payrolls	0	0	0	314	314	0	314	615
616		Joint Facility-Debit	0	0	0	0	0	0	0	616
617		Joint Facility-(Credit)	0	0	0	0	0	0	0	617
618		Other	1,751	22	194	1,200	3,167	0	3,167	618
619		TOTAL GENERAL AND ADMINISTRATIVE	11,328	356	31,791	21,840	65,315	0	65,315	619
620	*	TOTAL CARRIER OPERATING EXPENSES	144,122	89,677	182,129	149,988	565,916	0	565,916	620

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**412. WAY AND STRUCTURES**  
(Dollars in thousands)

1. Report freight expenses only
2. The total depreciation expense reported in column (b), line 29, should balance to the sum of the depreciation expense reported in schedule 410, column (f) lines, 136, 137 and 138
3. Report in column (c) the lease/rentals for the various property categories of Way and Structures. The total net lease/rentals reported in column (c), line 29, should balance the net amount reported in schedule 410, column (f), lines 118 through 123, plus lines 130 through 135.  
If an entire road or segment of track is leased and if the actual breakdown of lease/rentals by property category is not known, apportion the lease/rentals based on the percentage of the categories' depreciation bases for all categories of depreciable leased property. Use schedule 352B of this report to obtain the depreciation bases of the categories of leased property.
4. Amortization adjustment of each road property type which is included in column (b) shall be repeated in column (d) as a debit or credit to the appropriate line item. The net adjustment on line 29 shall equal the adjustment reported on line 29 of schedule 335.
5. Report on line 28, all other lease rentals not apportioned in any category listed on lines 1 through 27
6. Line 11, Account 16, should not include computer and data processing equipment reported on line 37 of schedule 415.

Line No.	Cross Check	Property account	Category (a)	Depreciation (b)	Lease/Rentals (net) (c)	Amortization adjustment during year (d)	Line No.
1		2	Land for transportation purposes	N/A	0	0	1
2		3	Grading	419	0	0	2
3		4	Other right-of-way expenditures	27	0	0	3
4		5	Tunnels and subways	29	0	0	4
5		6	Bridges, trestles and culverts	1,769	0	0	5
6		7	Elevated structures	0	0	0	6
7		8	Ties	10,803	0	0	7
8		9	Rail and other track material	12,059	0	0	8
9		11	Ballast	3,755	0	0	9
10		13	Fences, snowsheds and signs	22	0	0	10
11		16	Station and office buildings	840	2,191	0	11
12		17	Roadway buildings	55	0	0	12
13		18	Water stations	(1)	0	0	13
14		19	Fuel stations	187	0	0	14
15		20	Shops and enginehouses	387	0	0	15
16		22	Storage warehouses	0	0	0	16
17		23	Wharves and docks	25	0	0	17
18		24	Coal and ore wharves	0	0	0	18
19		25	TOFC/COPC terminals	501	0	0	19
20		26	Communications systems	1,130	0	0	20
21		27	Signals and interlockers	2,268	0	0	21
22		29	Power plants	7	0	0	22
23		31	Power transmission systems	22	0	0	23
24		35	Miscellaneous structures	63	0	0	24
25		37	Roadway machines	1,790	0	0	25
26		39	Public improvements, construction	861	0	0	26
27		45	Power plant machines	20	0	0	27
28		--	Other lease/rentals	N/A	0	N/A	28
29		--	TOTAL	37,038	2,191	0	29

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

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

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

Line No.	Cross Check	Type of equipment (a)	GROSS AMOUNTS RECEIVABLE Per diem basis			GROSS AMOUNTS PAYABLE Per diem basis			Line No.
			Private line cars (b)	Mileage (c)	Time (d)	Private line cars (e)	Mileage (f)	Time (g)	
1		CAR TYPES							
2		Box-Plain 40 Foot	0	0	0	0	0	0	1
3		Box-Plain 50 Foot and Longer	0	45	185	521	41	178	2
4		Box-Equipped	0	70	278	622	1,106	3,232	3
5		Gondola-Plain	0	0	0	232	77	176	4
6		Gondola-Equipped	0	262	1,217	0	545	1,173	5
7		Hopper-Covered	0	10,582	23,178	379	3,796	9,618	6
8		Hopper-Open Top-General Service	0	239	1,666	0	78	183	7
9		Hopper-Open Top-Special Service	0	0	0	0	6	11	8
10		Refrigerator-Mechanical	0	0	0	0	43	226	9
11		Refrigerator-Non-Mechanical	0	1	26	0	46	166	10
12		Flat TOFC/COFC	0	7	279	4,703	467	2,196	11
13		Flat Multi-Level	0	1,310	4,161	3,037	180	2	12
14		Flat-General Service	0	0	0	11	6	12	13
15		Flat-Other	0	1,390	4,112	1,145	360	1,131	14
16		Tank-Under 22,000 Gallons	0	0	0	52	0	0	15
17		Tank-22,000 Gallons and Over	0	0	0	12	0	0	16
18		All Other Freight Cars	0	0	90	0	9	41	17
19		Auto Racks	0	0	475	2,014	0	0	18
20		TOTAL FREIGHT TRAIN CARS	0	13,926	35,667	12,728	6,760	18,345	19
21		OTHER FREIGHT-CARRYING EQUIPMENT							
22		Refrigerated Trailers	0	0	0	0	0	0	20
23		Other Trailers	0	28	73	0	0	0	21
24		Refrigerated Containers	0	0	0	0	0	0	22
25		Other Containers	0	0	0	0	0	0	23
26	*	TOTAL TRAILERS AND CONTAINERS	0	28	73	0	0	0	24
27		GRAND TOTAL (LINES 19 AND 24)	0	13,954	35,740	12,728	6,760	18,345	25

**NOTES AND REMARKS**

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**GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 415**

- 1 Report freight expenses only
- 2 Report by type of equipment all natural expenses relating to the equipment functions (salaries and wages, materials, tools, 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 plus 216 (excluding wreck repairs) Do not report in schedule 415, Equipment Damaged from Schedule 410, line 204

(b) Freight Cars, line 24 plus line 39, compared to the sum of Schedule 410, lines 221, 222 plus 235 (excluding wreck repairs) Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 223

(c) Sum of highway equipment (line 32), floating equipment (line 35), passenger and other revenue equipment (line 36), computer and data processing equipment (line 37), machinery-other equipment (line 40), and work and other non-revenue equipment (line 41) compared to Schedule 410, the sum of lines 302 through 307, plus line 320 (excluding wreck repairs) Do not report in Schedule 415, equipment damaged from Schedule 410, line 308

Note: Lines 216, 235 and 320 of Schedule 410 are credit amounts

The allocation of freight car repair expenses reportable on Schedule 415 by car types shall be in accordance with Instruction 2-21, Freight train repair costing, 49 CFR 1201.

- 4 Depreciation expense for each class of equipment by car type shall be reported in columns (c) and (d) For improvements on leased property, Accounts 732 and 733, use a supplementary Schedule 415, which will relate to Schedules 340 and 342

Depreciation charges reported on columns (c) and (d) will balance to Schedule 410, column (f), as follows

(a) Locomotives, line 5 and 38, compared to Schedule 410, line 213.

(b) Freight Cars, line 24 and 39, compared to schedule 410, line 232.

(c) Sum of highway equipment (line 32), floating equipment (line 35), passenger and other revenue equipment (line 36), computer and data processing equipment (line 37), machinery-other equipment (line 40), and work and other non-revenue equipment (line 41), compared to Schedule 410, line 317

- 5 Amortization adjustment of each equipment type which is included in column (c) shall be reported in column (e) as a debit or credit to the appropriate line item. The net adjustment on line 43 shall equal the equipment amortization adjustment applicable to equipment used in freight service included in line 39, column (c), of Schedule 335

- 6 Lease/rentals reported in column (f) should balance to column (f) of Schedule 410 as follows

(a) Locomotives, line 5 and 38, compared with Schedule 410, lines 207, 208, 211 and 212

(b) Freight cars, line 24 and 39, compared with Schedule 410, lines 226 plus 227 (note that Schedule 410, lines 230 and 231, are reported in Schedule 414 and are not to be included in Schedule 415)

(c) Sum of Lease/rentals for all other equipment, lines 32, 35, 36, 37, 40 and 41, will balance to Schedule 410, lines 311, 312, 315 and 316, except for the interchange rental on trailers and containers which is reported in Schedule 414. Therefore, both Schedules 414 and 415 should be used when balancing lease/rentals other equipment to Schedule 410. Do not report in Schedule 415 the trailer and container rentals reported in Schedule 414.

- 7 Investment base by types of equipment shall be reported in columns (g) and (h) and should not include the cost of equipment used but not owned when the rents 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)

Line No	Cross Check	Types of equipment	Repairs (net expense) (b)	Depreciation		Amortization Adjustment net during year (e)	Line No.
				Owned (c)	Capitalized lease (d)		
1		LOCOMOTIVES					
2		Diesel Locomotive-Yard	4,769	64	0	0	1
3		Diesel Locomotive-Road	43,846	4,645	915	0	2
4		Other Locomotive-Yard	0	0	0	0	3
5		Other Locomotive-Road	0	0	0	0	4
5	*	TOTAL LOCOMOTIVES	48,615	4,709	915	0	5
6		FREIGHT TRAIN CARS					
7		Box-Plain 40 Foot	0	7	0	0	6
8		Box-Plain 50 Foot and Longer	140	(507)	0	0	7
9		Box-Equipped	202	(12)	0	0	8
10		Gondola-Plain	0	0	0	0	9
11		Gondola-Equipped	329	88	0	0	10
12		Hopper-Covered	14,193	5,246	0	0	11
13		Hopper-Open Top-General Service	484	140	0	0	12
14		Hopper-Open Top-Special Service	0	0	0	0	13
15		Refrigerator-Mechanical	0	0	0	0	14
16		Refrigerator-Nonmechanical	0	(241)	0	0	15
17		Flat TOFC/COFC	21	1	0	0	16
18		Flat Multi-level	1,298	0	0	0	17
19		Flat-General Service	0	5	0	0	18
20		Flat-Other	1,567	268	0	0	19
21		All Other Freight Cars	503	0	0	0	20
22		Cabooses	7	(125)	0	0	21
23		Auto Racks	1,650	1,048	211	0	22
24		Miscellaneous Accessories	0	0	0	0	23
24	*	TOTAL FREIGHT TRAIN CARS	20,394	5,918	211	0	24
25		OTHER EQUIPMENT-REVENUE					
26		Refrigerated Trailers	0	0	0	0	25
27		Other Trailers	0	0	0	0	26
28		Refrigerated Containers	0	0	0	0	27
29		Other Containers	1,082	0	0	0	28
30		Bogies	0	0	0	0	29
31		Chassis	475	150	0	0	30
32		Other Highway Equipment (Freight)	475	0	0	0	31
32	*	TOTAL HIGHWAY EQUIPMENT	2,032	150	0	0	32
33		FLOATING EQUIPMENT-REVENUE					
34		Service					
35		Marine Line-Haul	0	0	0	0	33
36		Local Marine	0	0	0	0	34
35	*	TOTAL FLOATING EQUIPMENT	0	0	0	0	35
36		OTHER EQUIPMENT					
37		Passenger and Other Revenue Equipment					
38		(Freight Portion)	0	0	0	0	36
39	*	Computer systems and word processing equipment	0	252	56	0	37
40	*	Machinery-Locomotives1	247	193	0	0	38
41	*	Machinery-Freight Cars2	431	87	0	0	39
42	*	Machinery-Other Equipment3	6	53	0	0	40
43	*	Work and Other Non-revenue Equipment	715	(64)	0	0	41
42		TOTAL OTHER EQUIPMENT	1,399	521	56	0	42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	72,440	11,298	1,182	0	43

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

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

3 The 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

Locomotive overhauls -- see Footnote #14 in Schedule 200.

**415. SUPPORTING SCHEDULE - EQUIPMENT - Continued**  
(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		657	963	0	590	0	1
2		10,955	163,122	0	46,037	0	2
3		0	0	0	0	0	3
4		0	0	0	0	0	4
5		11,612	164,085	0	46,627	0	5
6		0	0	0	2	0	6
7		0	2,707	0	469	0	7
8		195	1,123	0	2,914	0	8
9		0	0	0	0	0	9
10		1,366	10,604	0	9,030	0	10
11		17,424	256,324	0	125,142	0	11
12		2,917	9,324	0	3,088	0	12
13		244	0	0	0	0	13
14		0	0	0	0	0	14
15		0	47	0	(540)	0	15
16		17	126	0	(411)	0	16
17		4,319	5,744	0	1,319	0	17
18		0	0	0	4	0	18
19		3,854	4,505	0	3,745	0	19
20		0	0	0	0	0	20
21		0	680	0	697	0	21
22		3,023	22,097	809	11,989	738	22
23		0	0	0	0	0	23
24		33,359	313,281	809	157,448	738	24
25		0	0	0	0	0	25
26		0	0	0	0	0	26
27		0	0	0	0	0	27
28		2,394	0	0	0	0	28
29		0	0	0	0	0	29
30		580	1,582	0	747	0	30
31		143	0	0	0	0	31
32		3,117	1,582	0	747	0	32
33		0	0	0	0	0	33
34		0	0	0	0	0	34
35		0	0	0	0	0	35
36		0	0	0	0	0	36
37		0	1,977	186	233	174	37
38		0	3,599	0	(219)	0	38
39		0	1,614	0	(98)	0	39
40		0	993	0	(61)	0	40
41		323	11,634	0	11,659	0	41
42		323	19,817	186	11,514	174	42
43		48,411	498,765	995	216,336	912	43

1 The data to be reported on lines 38, 39 and 40 in columns (g) and (h) is the investment recorded in Property Account 44, allocated to Locomotives, Freight Cars, and Other Equipment

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

**Locomotive overhauls -- see Footnote #14 in Schedule 200.**

**416. SUPPORTING SCHEDULE - ROAD**  
(Dollars in thousands)

Line No	Density category (Class) (a)	Account No (b)	Owned and used			Improvements to leased property			Capitalized leases			TOTAL			Line No
			Inv. Base (c)	Accum deprec. (d)	Depr. rate % (e)	Inv. Base (f)	Accum deprec. (g)	Depr rate % (h)	Inv Base (i)	Current year Amort (j)	Accum Amort (k)	Inv Base (l)	Accum. Depr. & Amort. (m)		
1	I	3	12,711	3,650	0.95	162	12	0.95	0	0	0	12,873	3,662	1	
2		8	158,770	42,681	4.39	3,040	1,187	4.39	0	0	0	161,810	43,868	2	
3		9	279,414	76,090	3.27	7,186	2,510	3.27	0	0	0	286,600	78,600	3	
4		11	105,626	26,113	2.50	1,878	298	2.50	0	0	0	107,504	26,411	4	
5	Sub-Total		556,521	148,534		12,266	4,007		0	0	0	568,787	152,541	5	
6	II	3	22,698	6,517	0.95	290	22	0.95	0	0	0	22,988	6,539	6	
7		8	59,204	22,173	3.45	2,801	327	3.45	0	0	0	62,005	22,500	7	
8		9	67,178	19,809	2.04	7,231	1,590	2.04	0	0	0	74,409	21,399	8	
9		11	39,498	6,790	1.61	1,457	125	1.61	0	0	0	40,955	6,915	9	
10	Sub-Total		188,578	55,289		11,779	2,064		0	0	0	200,357	57,353	10	
11	III	3	0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0	11	
12		8	0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0	12	
13		9	0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0	13	
14		11	0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0	14	
15	Sub-Total		0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0	15	
16	IV	3	9,987	2,868	0.95	128	10	0.95	0	0	0	10,115	2,878	16	
17		8	44,377	11,381	2.67	1,547	846	2.67	0	0	0	45,924	12,227	17	
18		9	90,287	23,015	1.91	1,031	185	1.91	0	0	0	91,318	23,200	18	
19		11	11,509	3,305	1.18	459	123	1.18	0	0	0	11,968	3,428	19	
20	Sub-Total		156,160	40,569		3,165	1,164		0	0	0	159,325	41,733	20	
21	V	3	0	0	0.00	0	0	0.00	0	0	0	0	0	21	
22		8	0	0	0.00	0	0	0.00	0	0	0	0	0	22	
23		9	0	0	0.00	0	0	0.00	0	0	0	0	0	23	
24		11	0	0	0.00	0	0	0.00	0	0	0	0	0	24	
25	Sub-Total		0	0		0	0		0	0	0	0	0	25	
26	GRAND TOTAL		901,259	244,392	0	27,210	7,235	N/A	0	0	0	928,469	251,627	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**

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**417. SPECIALIZED SERVICE SUBSCHEDULE - TRANSPORTATION**  
(Dollars in thousands)

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

Line No	Cross Check	Items	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	1,436	0	0	0	0	0	0	0	1,436	1
2 *		Pick up and delivery, marine line haul	0	0	0	0	0	0	N/A	0	0	2
3 *		Loading and unloading and local marine	8,518	0	0	0	0	392	N/A	0	8,910	3
4 *		Protective services, total debits and credits	0	0	0	0	0	0	0	0	0	4
5 *		Freight lost or damaged -solely related	0	0	0	0	0	0	0	0	0	5
6 *		Fringe benefits	1,113	0	0	0	0	0	0	0	1,113	6
7 *		Casualty and insurance	46	0	0	0	0	0	0	0	46	7
8 *		Joint facility - Debit	0	0	0	0	0	0	0	0	0	8
9 *		Joint facility - Credit	0	0	0	0	0	0	0	0	0	9
10 *		Other	0	0	0	0	0	0	0	0	0	10
11 *		TOTAL	11,113	0	0	0	0	392	0	0	11,505	11

**Schedule 418****Instruction**

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

**Column**

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

**418. SUPPORTING SCHEDULE - CAPITAL LEASES**  
(Dollars in Thousands)

Primary Account Number And Title  (a)	Total Investment At End Of Year (b)	Investment At End Of Year (c)	Capital Leases	
			Current Year Amortization (d)	Accumulated Amortization (e)
(16) Stat & Off Bldgs	18,325	1,339	142	483
(20) Shops & Enginehouses	0	0	0	0
(25) TOFC COFC Terminals	0	0	0	0
(26) Communication System	0	0	0	0
(37) Roadway Machines	0	0	0	0
<b>Total Road</b>	<b>18,325</b>	<b>1,339</b>	<b>142</b>	<b>483</b>
(52) Locomotives	0	0	0	0
(53) Freight Train Cars	314,090	809	211	738
(55) Highway Revenue Equipmt	0	0	0	0
(57) Work Equipment	0	0	0	0
(58) Miscellaneous Equipment	0	0	0	0
(59) Computer & Word Processing	2,163	186	56	174
<b>Total Equipment</b>	<b>316,253</b>	<b>995</b>	<b>267</b>	<b>912</b>
<b>GRAND TOTAL</b>	<b>334,578</b>	<b>2,334</b>	<b>409</b>	<b>1,395</b>

**NOTES AND REMARKS**

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**450. ANALYSIS OF TAXES**  
(Dollars in thousands)

**A Railway Taxes**

Line No	Cross Check	Kind of Tax (a)	Amount (b)	Line No.
1		Other than U.S. Government Taxes	13,935	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax & Surtax	8,238	2
3		Excess Profits	0	3
4	*	Total Income Taxes (ln. 2 + 3)	8,238	4
5		Railroad Retirement	28,128	5
6		Hospital Insurance	2,289	6
7		Supplemental Annuities	0	7
8		Unemployment Insurance	2,317	8
9		All Other United States Taxes	232	9
10		Total - U.S. Government Taxes	41,204	10
11		Total Railway Taxes	55,139	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 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	323,899	16,561		340,460	1
2	Accelerated amortization of facilities, Sec. 168 I.R.C.	(1,117)	160		(957)	2
3	Capital leases	3,574	(3,574)		0	3
4	Amortization of rights of way, Sec. 185 I.R.C.	0	0		0	4
5	Undistributed earnings from affiliates	14,731	110		14,841	5
6	Gross deferred tax liabilities	341,087	13,257	0	354,344	6
7	Post retirement benefits	(39,759)	8,754		(31,005)	7
8	Reserves for employee severance/related costs	(5,986)	1,094		(4,892)	8
9	Expense reserves & environmental remediation	(33,178)	8,355		(24,823)	9
10	Capital Leases	0	(181)		(181)	10
11	Other items	(13,060)	3,397		(9,663)	11
12	Net operating loss carryforwards	0	(333)		(333)	12
13	Other credit carryforwards	0	(44)		(44)	13
14	Minimum tax credit carryforwards	(18,952)	439		(18,513)	14
15	Gross deferred tax assets	(110,935)	21,481	0	(89,454)	15
16	Deferred tax assets valuation allowance	0	0	0	0	16
17	<b>NET DEFERRED TAX LIABILITIES</b>	<b>230,152</b>	<b>34,738</b>	<b>0</b>	<b>264,890</b>	<b>17</b>

**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 \$ N/A
- 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 a 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 credits \$ 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 \$ N/A

SOO files income tax returns in the U.S. federal jurisdiction and various U.S. state jurisdictions. SOO is no longer subject to federal income tax examinations by the Internal Revenue Service for years prior to 2004. Unrecognized tax benefits are not expected to significantly increase or decrease within the next 12 months. SOO is no longer subject to state income tax examinations by tax authorities for years before 2004.

SOO adopted the provisions of FIN 48 on January 1, 2007. The implementation of FIN 48 had no impact on the liability for unrecognized tax benefits.

A reconciliation of the beginning and ending amount of FIN48 liability is as follows:

	2009	2008
Balance at beginning of year	\$706	\$993
Additions based on tax positions related to the current year	92	236
Additions for tax positions of prior years	0	0
Reductions for tax positions of prior years	(41)	(523)
Reductions for tax positions due to statute of limitations	0	0
Balance at end of the year	<u>\$757</u>	<u>\$706</u>

Included in the balance at December 31, 2009 and 2008 are \$.6 million and \$.5 million respectively, of tax positions that would not affect the annual effective tax rate.

SOO recognizes both penalties and interest accrued related to unrecognized tax benefits in SOO's provision for income taxes. SOO had approximately \$.05 million and \$.1 million for the payment of interest and penalties accrued at December 31, 2009 and 2008, respectively.

The computation of deferred taxes under FAS 109 provides for the inclusion of judgments about future taxable income, other than temporary item reversals, in the determination of the valuation allowance required.

SOO is included in a federal consolidated tax return with Parent. As of December 31, 2009, SOO had no federal tax operating loss carryforwards.

As of December 31, 2009, SOO had federal and state minimum tax credit carryforwards in the amount of \$18.5 million. These credits are available to be carried forward indefinitely without expiration. During 2009, no minimum tax credits were generated and no minimum tax credits that were anticipated to be used in 2009 were carried forward.

**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 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	592	Cumulative effect of changes in accounting principles			1
2		Locomotive Overhauls	6,806 *		2
3					3
4	606	Other Credits to Retained Earnings:			4
5		SFAS 87 / SFAS 158 "Employers Accounting for Pensions"		7,746	5
6					6
7	606	Other Credits to Retained Earnings:			7
8		SFAS 133 "Fuel Hedge"		2,173	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

**MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS**

\* See Footnote #14 in Schedule 200.

**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 two years after the date of issue. Items of less than \$50,000 may be shown as one total

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1					1
2					2
3		NONE			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
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29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38

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

This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 years after date of issue, nor does it include ordinary surety bonds or undertakings on appeals in court proceedings.

Line No.	Finance Docket number, title, maturity date and concise description of agreement or obligation (a)	Names of all guarantors and sureties (b)	Amount of contingent liability of guarantors (c)	Sole or joint contingent liability (d)	Line No.
1					1
2					2
3					3
4		NONE			4
5					5
6					6
7					7
8					8
9					9

**502. COMPENSATING BALANCES AND SHORT-TERM BORROWING ARRANGEMENTS**  
(Dollars in thousands)

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

SOO has an uncommitted line of credit for short-term loans not to exceed \$15.0 million, under which no amounts were outstanding at December 31, 2009.



**NOTES AND REMARKS**

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**SCHEDULE 510 SEPARATION OF DEBTHOLDINGS BETWEEN ROAD PROPERTY AND EQUIPMENT**  
(Dollars in thousands)

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

**I. Debt Outstanding at End of Year:**

Line #	Account No.	Title	Source	Balance at Close of year
1	751	Loans and Notes Payable	Sch. 200, L. 30	0
2	764	Equipment Obligations and Other Long Term Debt due Within One Year	Sch. 200, L. 39	1,163
3	765 / 767	Funded Debt Unmatured	Sch. 200, L. 41	0
4	766	Equipment Obligations	Sch. 200, L. 42	0
5	766 5	Capitalized Lease Obligations	Sch. 200, L. 43	1,987
6	768	Debt in Default	Sch. 200, L. 44	0
7	769	Accounts Payable: Affiliated Companies	Sch. 200, L. 45	598,600
8	770.1 / 770 2	Unamortized Debt Premium	Sch. 200, L. 46	0
9		Total Debt	Sum L. 1-8	601,750
10		Debt Directly Related to Road Property	Note 1	8
11		Debt Directly Related to Equipment	Note 1	3,142
12		Total Debt Directly Related to Road and Equipment	Sum L. 10 and 11	3,150
13		Percent Directly Related to Road	L. 10/L. 12 (2 decimals)	0.25%
14		Percent Directly Related to Equipment	L. 11/L. 12 (2 decimals)	99.75%
15		Debt Not Directly Related to Road or Equipment	L. 9 minus L. 12	598,600
16		Road Property Debt (Note 2)	(L. 13 x L. 15) plus L. 10	1,504
17		Equipment Debt (Note 2)	(L. 14 x L. 15) plus L. 11	600,246

**II Interest Accrued During Year:**

Line #	Account No.	Title	Source	Balance at Close of year
18	546-548	Total Interest and Amortization (Fixed Charges)	Sch. 210, L. 42	30,280
19	546	Contingent Interest On Funded Debt	Sch. 210, L. 44	0
20	517	Release of Premiums on Funded Debt	Sch. 210, L. 22	0
21		Total Interest (Note 3)	Sum of Lines 18+19 less 20	30,280
22		Interest Directly Related to Road Property Debt	Note 4.	4
23		Interest Directly Related to Equipment Debt	Note 4.	976
24		Interest Not Directly Related to Road and Equipment Debt	L. 21-(L. 22+L. 23)	29,300
25		Interest Road Property Debt (Note 5)	L. 22+(L. 24xL. 13)	77
26		Interest Equipment Debt (Note 5)	L. 23+(L. 24xL. 14)	30,203
27		Embedded Rate of Debt Capital-Road Property	L. 25/ L. 16	5.12%
28		Embedded Rate of Debt Capital-Equipment	L. 26/ L. 17	5.03%

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

Note 2: Line 16 plus Line 17 must equal Line 9

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

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

Note 5: Line 25 plus Line 26 must equal Line 21.

**NOTES AND REMARKS**

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## INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 512

1. Furnish the information called for below between the respondent and the affiliated companies or persons affiliated with the respondent, including officers, directors, stockholders, owners, partners or their wives and other close relatives, or their agents. Examples of transactions are, but are not restricted to, management, legal, accounting, purchasing or other type of service including the furnishing of materials, supplies, purchase of equipment, leasing of structures, land and equipment, and agreements relating to allocation of officers' salaries and other common costs between affiliated companies.

To be excluded are payments for the following types of services:

- (a) Lawful tariff charges for transportation services.
- (b) Payments to or from other carriers for interline services and interchange of equipment.
- (c) Payment to or from other carriers which may reasonably be regarded as ordinarily connected with routine operation or maintenance, but any special or unusual transactions should be reported.
- (d) Payments to public utility companies for rates or charges fixed in conformity with government authority.

2. In column (a) enter the name of the affiliated company, person, or agent with which respondent received or provided services aggregating \$50,000 or more 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 the respondent.

The respondent may be required to furnish as an attachment to Schedule 512 a balance sheet and income statement for each affiliate with which respondent carrier had reportable transactions during the year, or alternatively, attach a "Pro forma" balance

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

- 3. In column (b) indicate nature of relationship or control between the respondent and the company or person identified in column (a) as follows:
  - (a) If respondent directly controls affiliate, insert the word "direct".
  - (b) If respondent controls through another company, insert the word "indirect".
  - (c) If respondent is under common control with affiliate, insert the word "common".
  - (d) If respondent is controlled directly or indirectly by the company listed in column (a), insert the word "controlled".
  - (e) If control is exercised by other means such as a management contract or other arrangement of whatever kind, insert the word "other" and 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 total for the affiliate. When services are both provided and received between the respondent and an affiliate they should be listed separately and the amounts shown separately in column (c).
- 5. In column (d), report the dollar amounts of the transactions shown and the effect of any change in the method of establishing the terms from that used in the preceding period.
- 6. In column (e), report the dollar amounts due from or to related parties and, if not otherwise apparent, the terms and manner of settlement. Insert (P) paid and (R) received by the amount in column (e).

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

Line No.	Name of company or related party with percent of gross income (a)	%	Nature of relationship (b)	Description of transactions (c)	Dollar amounts of transactions (d)		Amount due from or to related parties (e)		Line No
					Received	Paid	Receivable	Payable	
1									1
2									2
3	Canadian Pacific Railway - Parent		Controlled	Asset Purchase/Sale		343			3
4				Data Processing Services		22,290		2,045	4
5				Equipment Repairs	2,674	19,355	300	1,546	5
6				Fuel Equalization	1,779	1,232	291	383	6
7				Joint Operating Activities	443		39		7
8				Lease Rentals	169	1,467	366	1,943	8
9				Locomotive HPH Equalization	12,010		1,199		9
10				Management Services		19,102		2,173	10
11				Materials Purchased	1,348	5,139	114	3,379	11
12				Track Repairs & Projects	216	1,330	49	246	12
13				Interest Income	1,094		274		13
14									14
15									15
16									16
17	Canadian Pacific Railway - Affiliates		Common	Asset Purchase/Sale	41,400	31,704		313	17
18				Interest Expense					18
19				Loan Fees		223			19
20									20
21	Delaware & Hudson Railway Company		Common	Data Processing Services	475				21
22				Management Services	3,241		270		22
23				Materials Purchased	414	78	2	8	23
24				Equipment Repairs	106	135	8		24
25				Locomotive HPH Equalization	1,341		218		25
26				Track Repairs & Projects	6	30	1	6	26
27				Interest Income	1,403		33		27
28				Loan Fees	237				28
29									29
30	CPR Locomotive Equity Company		Common	Lease Rentals		12,467		3,681	30
31									31
32									32
33	Dakota, Minnesota, & Eastern Railroad Company		Common	Management Services	279				33
34				Fuel Equalization		325		17	34
35				Joint Operating Activities	9,180	989	1,074	26	35
36				Lease Rentals	336				36
37				Material	1,268				37
38									38
39									39

### 515. RAILS LAID IN REPLACEMENT

(Dollars in thousands)

Give particulars of all rails applied during the year in connection with replacement of rail in previously constructed tracks maintained by the respondent.

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

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

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.

Line No.	Class of rail	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS				Line No.
		Weight of rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc during year	Average cost per ton (2,000 lb)	Weight of rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year	Average cost per ton (2,000 lb)	
		Pounds per yard of rail	Number of tons (2,000 lb)			Pounds per yard of rail	Number of tons (2,000 lb)			
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)		
1	NEW		8,004			30			1	
2									2	
3									3	
4	RELAY		2,520			376			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	N/A	10,524	\$0	\$0	N/A	406	\$0	\$0	20

**NOTES AND REMARKS**

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## INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 700

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

- (1) Line owned by respondent
- (2) Line owned by proprietary companies
- (3) Line operated under lease for a specified sum, lessor being (A) an affiliated corporation, or (B) independent or not affiliated with respondent
- (4) Line operated under contract or agreement for contingent rent, owner being (A) an affiliated corporation, or (B) independent or not affiliated with respondent
- (5) Line operated under trackage rights.

Give subtotals for each of the several numbered classes, in the order listed above, as well as the total for all classes

Lengths of track should be reported to the nearest WHOLE mile adjusted to accord with footings, i.e., counting one-half mile 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 distance 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 road of this class the respondent has no proprietary rights, but only the rights of a licensee. Include in this class, also, on main tracks, industrial tracks and sidings owned by noncarrier companies and individuals when the respondent operates over them but does not have exclusive possession of them

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

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



## 700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Class	Proportion owned or leased by respondent	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	TOTAL	Line No
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of running tracks (f)				
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)		
1									1	
2	I	100.00%	1,523	133	11	175	137	467	2,446	2
3										3
4	J-1	50.00%	57	2	0	6	19	11	95	4
5										5
6	5		1,574	189	16	65	59	79	1,982	6
7										7
8										8
9										9
10										10
11										11
12										12
13										13
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48										48
49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57	TOTAL		3,154	324	27	246	215	557	4,523	57
58	Miles of electrified road or track included in preceding grand total	N/A								58

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

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

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	MILES OF ROAD OPERATED BY RESPONDENT								Line No.
			Line Owned (b)	Line of Proprietary Companies (c)	Line Operated Under Lease (d)	Line Operated Under Contract, etc (e)	Line Operated Under Trackage Rights (f)	Total Mileage Operated (g)	Line Owned, Not Operated By Respondent (h)	New Line Constructed During Year (i)	
1		Montana	0	0	0	0	0	0	57	0	1
2		Michigan	0	0	0	0	342	342	0	0	2
3		South Dakota	6	0	0	0	0	6	0	0	3
4		North Dakota	474	0	0	0	8	482	603	0	4
5		Minnesota	749	0	0	0	491	1,240	53	0	5
6		Wisconsin	301	0	0	0	306	607	0	0	6
7		Illinois	22	0	0	0	228	250	0	0	7
8		Indiana	0	0	0	0	197	197	0	0	8
9		Ohio	0	0	0	0	30	30	0	0	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
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24											24
25											25
26											26
27											27
28											28
29											29
30											30
31											31
32		Total Mileage (single track)	1,552	0	0	0	1,602	3,154	713	0	32

**NOTES AND REMARKS**

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## INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 710

## Instructions for reporting locomotive and passenger-train car data

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In column (c) give the number of units purchased new or built in company shops. In column (d), give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.
3. Units leased to others for a period of one year or more are reportable in column (l). Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (h). Units rented from others for a period less than one year should not be included in column (i).
4. For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units. A "B" unit is similar to an "A" unit 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., steam, gas turbine. Show the type of unit, service and number, as appropriate, in a brief description sufficient for positive identification. An "auxiliary unit" includes all units used in conjunction with locomotives, but which draw their power from the "mother" unit, e.g., boosters, slugs, etc. For reporting purposes, indicate radio-controlled self-powered diesel units on lines 1 through 8, as appropriate. Radio-controlled units that are not self-powered, i.e., those without a diesel, should be reported on line 13 under "auxiliary units".

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

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

## 9. Cross-checks

Schedule 710	Schedule 710
Line 5, column (j)	= Line 11, column (l)
Line 6, column (j)	= Line 12, column (l)
Line 7, column (j)	= Line 13, column (l)
Line 8, column (j)	= Line 14, column (l)
Line 9, column (j)	= Line 15, column (l)
Line 10, column (j)	= Line 16, column (l)

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

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

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

Line No.	Cross Check	Type or design of units	Units in service of respondent at beginning of year	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification	Units at Close of Year			Aggregate capacity of units reported in col (i) (see ins 7)	Leased to others	Line No
				New units purchased or built	New units leased from others	Rebuilt units acquired & rebuilt units rewritten into property accounts	All other units including reclassification & second hand units purchased or leased from others		Owned and used	Leased from others	Total in service of respondent col (h) & (i)			
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
1		Locomotive Units												1
2		Diesel-freight units												2
3		Diesel-passenger units	371	0	0	0	0	25	177	169	346	1,269,930	0	3
4		Diesel-multi purpose units	37	0	0	0	0	0	13	24	37	59,000	0	4
5	*	Diesel-switching units	408	0	0	0	0	25	190	193	383	1,328,930	0	5
6	*	Total (lines 1 to 4)												6
7	*	Electric-locomotives												7
8	*	Other self-powered units												8
9	*	Total (lines 5, 6 & 7)	408	0	0	0	0	25	190	193	383	1,328,930	0	9
10	*	Auxiliary units										N/A		10
		Total Locomotive Units (lines 8 & 9)	408	0	0	0	0	25	190	193	383	N/A	0	

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

Line No	Cross Check	Type or design of units	Before Jan 1, 1985	Between Jan 1, 1985 and Dec 31, 1989	Between Jan 1, 1990 and Dec 31, 1994	Between Jan 1, 1995 and Dec 31, 1999	Between Jan 1, 2000 and Dec 31, 2004	During Calendar Year					Total	Line No
								2005	2006	2007	2008	2009		
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
11	*	Diesel	138	43	0	81	34	0	87	0	0	0	383	11
12	*	Electric												12
13	*	Other self-powered units												13
14	*	Total (lines 11 to 13)	138	43	0	81	34	0	87	0	0	0	383	14
15	*	Auxiliary units												15
16	*	Total Locomotive Units (lines 14 & 15)	138	43	0	81	34	0	87	0	0	0	383	16

710. INVENTORY OF EQUIPMENT - Continued UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS														
Line No	Cross Check	Type or design of units	Units in service of respondent at beginning of year	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification	Units at Close of Year				Line No.	
				New units purchased or built	New units leased from others	Rebuilt units acquired & rebuilt units rewritten into property accounts	All other units including reclassification & second hand units purchased or leased from others		Owned and used	Leased from others	Total in service of respondent col (h) & (i)	Aggregate capacity of units reported in col (j) (see ins. 7)		Leased to others
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
17		PASSENGER-TRAIN CARS Non-Self-Propelled Coaches [PA, PB, PBO]									0		0	17
18		Combined cars [All class C, except CSB]									0			18
19		Parlor cars [PBC, PC, PL, PO]									0			19
20		Sleeping cars [PS, PT, PAS, PDS]									0			20
21		Dining, grill & tavern cars [All class D, PD]									0	N/A		21
22		Non-passenger-carrying cars [All class B, CSB, M, PSA, IA]									0	N/A		22
23		TOTAL (lines 17 to 22)	0	0	0	0	0	0	0	0	0	0	0	23
24		Self-Propelled Electric passenger cars [EP, EL]									0			24
25		Electric combined cars [EC]									0			25
26		Internal combustion rail motocars [ED, EG]									0			26
27		Other self-propelled cars (Specify types)									0			27
28		TOTAL (lines 24 to 27)	0	0	0	0	0	0	0	0	0	0	0	28
29		TOTAL (lines 23 and 28)	0	0	0	0	0	0	0	0	0	0	0	29
30		COMPANY SERVICE CARS Business cars [PV]									0	N/A		30
31		Board outfit cars [MWX]	2	0	0	0	0	0	2	0	2	N/A	0	31
32		Derrick & snow removal cars [MWU, MWV, MWV, MWK]	8	0	0	0	0	0	8	0	8	N/A	0	32
33		Dump and ballast cars [MWB, MWD]	231	0	0	0	0	0	231	0	231	N/A	0	33
34		Other maintenance and service equipment cars	213	0	0	0	1	14	200	0	200	N/A	0	34
35		TOTAL (lines 30 to 34)	454	0	0	0	1	14	441	0	441	N/A	0	35

## 710. INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data.

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

## UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED TO OTHERS

Line No	Cross Check	Class of equipment and car designations	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Time-mileage cars	All others	Units installed				
					New units purchased or built	New or rebuilt units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units, incl 'reclassification and second hand units purchased or leased from others	
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	
36		FREIGHT TRAIN CARS Plain box cars - 40' (B100 - B287)	0	0	0	0	0	0	36
37		Plain box cars - 50' and longer (B300 - B887)	137	0	0	0	0	0	37
38		Equipped box cars (All code A) Except A 5	98	0	0	0	0	0	38
39		Plain gondola cars (All codes G & J-1,J-2,J-3 & J-4)	0	0	0	0	0	0	39
40		Equipped gondola cars (All code E)	770	170	0	0	0	0	40
41		Covered hopper cars (All code C 1 C 2 )	9,920	250	0	0	0	146	41
42		Open top hopper cars-general service (All code H)	1,017	0	0	0	0	130	42
43		Open top hopper cars-special service (All codes K,J-0)	0	0	0	0	0	160	43
44		Refrigerator cars-mechanical R_5_, R_6_, R_7_, R_8_, R_9_	0	0	0	0	0	0	44
45		Refrigerator cars-non- mechanical R_0_, R_1_, R_2_	14	0	0	0	0	0	45
46		Flat cars - TOFC/COFC (All code P & Q & S) except Q8-	25	0	0	0	0	0	46
47		Flat cars - multi-level (All code V)	772	0	0	0	0	217	47
48		Flat cars-general service F10_, F20_, F30_	0	0	0	0	0	0	48
49		Flat cars-other F_1_, F_2_, F_3_, F_4_, F_5_, F_6_, F_7_, F_8_, F40	1,225	0	0	0	0	0	49
50		Tank cars-under 22,000 ga. (T-0,T-1,T-2,T-3,T-4, T-5)	0	0	0	0	0	0	50
51		Tank cars-22,000 ga. & over (T-6,T-7,T-8,T-9)	0	0	0	0	0	0	51
52		All other freight cars A_5_ (All code L & Q8_)	1	0	0	0	0	0	52
53		TOTAL (lines 36 to 52)	13,979	420	0	0	0	653	53
54		Caboose (All code M-930)	N/A	23	0	0	0	0	54
55		TOTAL (lines 53 & 54)	13,979	443	0	0	0	653	55

## 710. INVENTORY OF EQUIPMENT - Continued

4 Column (m) should show the aggregate capacity for all units reported in columns (k) and (l), as follows: For freight-train cars, report the nominal capacity (in tons of 2,000 lbs.) as provided for in Rule 86 of the AAR Code of Rules Governing Cars in Interchange. Convert the capacity of tank cars to capacity in tons of the commodity which the car is intended to carry customarily.

5 Time mileage cars refer 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 TO 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	Owned and used	Leased from others	Total in service of respondent (col (i) & (j))		Aggregate capacity of units reported in columns (k) & (l) (see ins 4)	Leased to others	
					Time-mileage cars	All other			
		(h)	(i)	(j)	(k)	(l)	(m)	(n)	
36		0	0	0	0	0	0	0	36
37		34	103	0	103	0	7,725	0	37
38		42	56	0	56	0	4,312	6	38
39		0	0	0	0	0	0	0	39
40		499	341	100	341	100	44,418	270	40
41		546	5,611	4,159	9,534	236	1,071,551	0	41
42		262	335	550	885	0	89,796	0	42
43		0	0	160	0	160	18,880	0	43
44		0	0	0	0	0	0	0	44
45		11	3	0	3	0	276	0	45
46		19	6	0	6	0	450	0	46
47		253	359	377	736	0	28,240	0	47
48		0	0	0	0	0	0	0	48
49		8	126	1,091	1,217	0	137,521	0	49
50		0	0	0	0	0	0	0	50
51		0	0	0	0	0	0	0	51
52		0	1	0	1	0	69	0	52
53		1,674	6,941	6,437	12,882	496	1,403,238	276	53
54		0	23	0	N/A	23	N/A	0	54
55		1,674	6,964	6,437	12,882	519	1,403,238	276	55



## 710. INVENTORY OF EQUIPMENT - Continued

## UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED TO OTHERS

Line No.	Cross Check	Class of equipment and car designations	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Per diem	All others	Units installed				
					New units purchased or built	New or rebuilt units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units, incl. reclassification and second hand units purchased or leased from others	
		(a)	(b)	(c)	(d)	(e)	(f)	(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 & 57)	N/A	0	0	0	0	0	58
59		HIGHWAY REVENUE EQUIPMENT Bogie-chassis Z1_Z67_, Z68_Z69	259	0	0	0	0	180	59
60		Dry van U2_Z2_Z6_1-6	44	1,339	0	0	0	409	60
61		Flat bed U3_Z3							61
62		Open top U4_Z4							62
63		Mechanical refrigerator U5_Z5							63
64		Bulk U0_ & Z0							64
65		Insulated U7_Z7							65
66		Tank u1 Z0_U6							66
67		Other trailer and container (Special Equipped Dry Van U9_Z8_ & Z9_)	0	3				0	67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 to 60)	303	1,342	0	0	0	589	70

NOTES AND REMARKS

## 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	Owned and used	Leased from others	Total in service of respondent (col (i) & (j))		Aggregate capacity of units reported in columns (k) & (l) (see ins 4)	Leased to others	
					Per diem	All other			
		(h)	(i)	(j)	(k)	(l)	(m)	(n)	
56					N/A				56
57					N/A				57
58		0	0	0	N/A	0	0	0	58
59		10	249	180	249	180	15,015	0	59
60		15	44	1,733	44	1,733	51,797		60
61									61
62									62
63									63
64									64
65									65
66									66
67		0	3	0	0	3	90	0	67
68									68
69									69
70		25	296	1,913	293	1,916	66,902	0	70

NOTES AND REMARKS

**710S. UNIT COST OF EQUIPMENT INSTALLED DURING THE YEAR**  
(Dollars in thousands)

1. Give particulars as requested, separately, for the various classes of new units and rebuilt units of equipment installed by respondent during the year. If information regarding the cost of any units installed is not complete at time of filing of report, the units should be omitted, but reference to the number of units omitted should be given in a footnote, the details as to cost to be given in the report of the following year. The cost of units under construction at the close of the year should not be reflected in this schedule even though part of the cost appears in the property account for the year. Indicate in column (e) whether an installation represents equipment purchased (P), built or rebuilt by contract in outside railroad shops (C), or built or rebuilt in company or system shops (S) including units acquired through capitalized leases (L).

2. In column (a) list each class or type of locomotive unit, car or TOFC/COFC equipment on a separate line. By class is meant the standard classification used to distinguish types of locomotive units, freight cars or other equipment adopted by the Association of American Railroads, and should include physical characteristics requested by Schedule 710. Locomotive units should be identified as to power source, wheel arrangement, and horsepower per unit, such as multiple-purpose diesel locomotive A units (B-B), 2500 HP. Cars should be identified as to special construction or service characteristics, such as aluminum-covered hopper car (LO), steel boxcars-special service (XAP), etc. For TOFC/COFC show type of equipment as enumerated in Schedule 710.

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

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

5. Data for this schedule should be confined to the units reported in Schedule 710, columns (c) and (e) for locomotive units, passenger-train cars and company service cars and columns (d) and (f) for freight train cars, floating equipment and highway revenue equipment. Disclose new units in the upper section of this schedule and in the lower section disclose rebuilt units acquired or rewritten into the respondent's accounts. The term "new" as used herein shall mean a unit or units placed in service for the first time on any railroad.

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

**NEW UNITS**

Line No.	Class of equipment	Number of units	Total weight (tons)	Total cost	Method of acquisition (see instructions)	Line No.
	(a)	(b)	(c)	(d)	(e)	
1						1
2						2
3						3
4						4
5						5
6						6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24
25	<b>TOTAL</b>	<b>0</b>	<b>N/A</b>	<b>\$0</b>	<b>N/A</b>	<b>25</b>
<b>REBUILT UNITS</b>						
26	Covered hopper cars	146	4,562	\$1,851,602	P	26
27	Open top hopper cars - general service	130	3,965	\$1,940,256	P	27
28	Flat cars - multi-level	217	11,935	\$2,766,750	P	28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38	<b>TOTAL</b>	<b>493</b>	<b>N/A</b>	<b>\$6,558,608</b>	<b>N/A</b>	<b>38</b>
39	<b>TOTAL</b>	<b>493</b>	<b>N/A</b>	<b>\$6,558,608</b>	<b>N/A</b>	<b>39</b>

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

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

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

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

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

## 720. TRACK AND TRAFFIC CONDITIONS

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

Line No.	Track category (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton-miles per track mile * (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders at end of period (e)	Line No.
1	A	1,192	34.59	45.37	1.10	1
2	B	285	9.81	36.11	0.00	2
3	C	158	2.48	13.30	0.00	3
4	D	234	0.30	23.38	0.00	4
5	F	609	XXXXXXXXXX	XXXXXXXXXX	0.00	5
6	TOTAL (1)	2,478	23.59	38.99	1.10	6
7	F	386	XXXXXXXXXX	XXXXXXXXXX	0.00	7
8	Potential abandonments	5	N/A	N/A	0.00	8

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

- (1) Total excludes 63 miles of Class 1 and J-1 track that is maintained by others.

## 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 treated 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	Number of cross-ties laid in replacement										Switch and bridge ties (board feet)	Cross-ties switch and bridge ties		Line No
		New ties			Second-hand ties				Total	(i)	(j)		Percent of spot maintenance (k)		
		Wooden		Concrete	Other	Wooden		Other							
		Treated	Untreated			Treated	Untreated								
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)					
1	A	75,642	0	0	0	32	0	0	75,674	236,334	1.6%	1			
2	B	34,442	0	0	0	0	0	0	34,442	74,340	2.4%	2			
3	C	130	0	0	0	0	130	0	130	11,120	47.5%	3			
4	D	990	0	0	0	0	0	0	990	16,517	44.6%	4			
5	E	3,055	0	0	0	628	0	0	3,683	78,274	40.7%	5			
6	TOTAL	114,259	0	0	0	660	0	0	114,919	416,585	3.9%	6			
7	F	73,049	0	0	0	0	0	0	73,049	8,031	0.4%	7			
8	Potential abandonments	0	0	0	0	0	0	0	0	0	0.0%	8			
9	Average cost per cross-tie	\$	44.07	and switch-tie (MBM)				\$	1,020.06						

9 Average cost per cross-tie \$ 44.07 and switch-tie (MIBM) \$ 1,020.06

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

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

In column (a) classify the ties as follows:

U - Wooden ties untreated when applied

T - Wooden ties treated before application

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

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

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

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)	Line No.
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of new cross-ties laid in during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch & bridge ties laid in new tracks during year (g)		
1	T	0			0				1
2	S	0			0				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	0	\$0.00	\$0	0	\$0.00	\$0		20
21	Number of miles of new running tracks, passing tracks, crossovers, etc., in which ties were laid						0.00		21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid						0.00		22

## 723. RAILS LAID IN REPLACEMENT

1. Furnish the requested information concerning rails laid in replacement.
2. The term "spot maintenance" in column (h) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total rails laid in replacement considered to be spot maintenance.
3. In 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 on foreign lines and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines and placing the rails in tracks and of train service in connection with the distribution of rails should not be included in this schedule.

Line No.	Track category	Miles of rail laid in replacement (rail-miles)						Total		Percent of spot maintenance	Line No
		New rail		Relay rail		Welded rail	Bolted rail	Welded rail	Bolted rail		
		Welded rail	Bolted rail	Welded rail	Bolted rail						
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)			
1	A	64.91	0.49	3.19	7.52	68.10	8.01	8.2%	1		
2	B	0.33	0.24	0.15	0.65	0.48	0.89	58.2%	2		
3	C	0.89	0.01	0.20	5.54	1.09	5.55	8.6%	3		
4	D	0.08	0.11	0.00	7.22	0.08	7.33	6.2%	4		
5	E	0.00	0.30	1.32	2.26	1.32	2.56	46.8%	5		
6	TOTAL	66.21	1.15	4.86	23.19	71.07	24.34	10.4%	6		
7	F	46.94	0.27	1.41	0.00	48.35	0.27	3.0%	7		
8	Potential abandonments	0.00	0.00	0.00	0.00	0.00	0.00	0.0%	8		
9	Average cost of new and relay rail laid in replacement per gross ton						New \$	804.22	Relay \$	234.70	

**724. RAILS LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS**  
(Dollars in thousands)

1 Give particulars of all rails applied during the year in connection with the construction of new track. In column (a) classify the kind of rail applied as follows:

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

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

3 The returns in columns (d) and (h) should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines, and placing the rails in tracks as well as train service in connection with distribution of the rail should not be included in this schedule.

Line No	Class of rail	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS				Line No	
		Weight of rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc. during year	Average cost per ton (2,000 lb)	Weight of rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year	Average cost per ton (2,000 lb)		
		Pounds per yard of rail	Number of tons (2,000 lb)			Pounds per yard of rail	Number of tons (2,000 lb)				
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)			
1		115	0			115	0		1		
2		136	0			136	0		2		
3									3		
4									4		
5									5		
6									6		
7									7		
8									8		
9									9		
10									10		
11									11		
12									12		
13									13		
14									14		
15									15		
16									16		
17									17		
18									18		
19									19		
20									20		
21									21		
22									22		
23									23		
24									24		
25									25		
26									26		
27									27		
28									28		
29									29		
30									30		
31									31		
32									32		
33	Total	N/A	0	\$0	\$0	N/A	0	\$0	\$0	33	
34	Number of miles of new running tracks, passing tracks, cross-overs, etc. in which rails were laid								0	34	
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid								0	35	
36	Track-miles of welded rail installed on system this year								0.00 total to date	0	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	136	348.81	0.00	NONE	1
2	132	263.33	0.00	NONE	2
3	131	69.30	0.00	NONE	3
4	130	0.00	0.00	NONE	4
5	115	666.41	0.00	NONE	5
6	112	59.98	0.00	NONE	6
7	100	33.91	0.00	NONE	7
8	90	102.88	0.00	NONE	8
9	85	109.68	0.00	NONE	9
10	80	39.01	0.00	NONE	10
11	75	0.00	0.00	NONE	11
12	72	1.73	0.00	NONE	12
13	70	0.00	0.00	NONE	13
14	65	0.00	0.00	NONE	14
15	60	1.18	0.00	NONE	15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38
39					39
40					40
41					41
42					42
43					43
44					44
45					45
46					46
47					47
48	TOTAL	1,696.22	N/A	N/A	48

## 726. SUMMARY OF TRACK REPLACEMENTS

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

Line No	Track category  (a)	Ties					Rail		Ballast  Cubic yards of ballast placed (h)	Track surfacing		Line No
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles) (f)	Percent replaced (g)	Miles surfaced (i)		Percent surfaced (j)		
		Crossties (b)	Switch and Bridge ties (board feet) (c)	Crossties (d)	Switch and Bridge ties (board feet) (e)							
1	A	75,674	236,334		2.1%	*	76.11	3.2%	101,159	435.8	37.0%	1
2	B	34,442	74,340		4.0%	*	1.37	0.2%	15,025	24.1	8.0%	2
3	C	130	11,120		0.0%	*	6.64	2.1%	1,936	6.3	4.0%	3
4	D	990	16,517		0.1%	*	7.41	1.6%	10,555	16.2	7.0%	4
5	E	3,683	78,274		0.2%	*	3.88	0.3%	8,807	5.9	1.0%	5
6	TOTAL	114,919	416,585		1.5%	*	95.41	1.9%	137,482	488.3	20.0%	6
7	F	73,049	8,031		6.3%	*	48.62	6.3%	27,789	139.3	36.0%	7
8	Potential abandonments	0	0		0.0%	*	0.00	0.0%	5	0.0	0.0%	8

\* This information is not available.

\* This information is not available

750. CONSUMPTION OF DIESEL FUEL.  
(Dollars in thousands)

LOCOMOTIVES				
Line No	Kind of locomotive service	Diesel		Line No.
		(a)	Diesel oil (gallons) (b)	
1	Freight		32,253,000	1
2	Passenger		0	2
3	Yard switching		3,886,000	3
4	TOTAL		36,139,000	4
5	COST OF FUEL \$(000) *		70,049	5
6	Work Train		545,000	6

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

## INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755

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

- (A) Report miles of road operated at close of year, excluding industrial tracks, yard tracks, and sidings.
- (B) A train-mile is the movement of a train a distance of one mile. In computing train-miles, fractions representing less than one-half mile shall be disregarded and other fractions 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 passenger traffic, and is not considered a locomotive.
- (D) A locomotive is a self-propelled unit of equipment designed solely for moving other equipment. A locomotive unit-mile is a movement of a locomotive unit a distance of one mile under its own power. Include miles made by all locomotive units. Exclude miles made by motorcars. Miles of locomotives in helper service shall be computed on the basis of actual distance run in such service.
- (E) All locomotives unit-miles in road service shall be based on the actual distance run between terminals and/or stations. Follow instructions (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 train locomotives for performing switching service at terminals and way stations.
- (G) Yard switching locomotive-miles shall be computed at the rate of six miles per hour for the time actually engaged in yard switching service. Include miles allowed for yard locomotives for switching service in yards where regular switching service is maintained and in terminal switching and transfer service.
- (H) A car-mile is a movement of a unit of car equipment a distance of one mile. Use car designations shown in Schedule 710. Under Railroad Owned and Leased Cars, Items 4-01 and 4-11, report both foreign cars and respondent's own cars while on the line of the respondent railroad. In Items 4-13 and 4-15, report private-line cars and shipper owned cars. Loaded and empty miles should be reported whether or not the railroad reimbursed the owner on a loaded and/or empty mile basis. Report miles made by flatcars carrying empty highway trailers that are not moving under revenue billings as empty freight car-miles. Do not report miles made by motorcars or business cars.
- (I) Exclude from Item 4-01, 4-11, 4-13, and 4-15 car-miles of work equipment, cars carrying company freight, and non-revenue private line cars moving in transportation trains. Include such car-miles in Items 4-17, 4-18, and 4-19. If private line cars move in revenue service, the loaded and empty miles should not be considered no-payment or non-revenue car-miles.
- (J) Report miles actually run by passenger-train cars in transportation service. Passenger-train car-miles include miles run by coaches and cars in which passengers are carried at regular tariff fares without extra charge for space occupied; miles run by combination passenger and baggage, passenger and mail, passenger and express; miles run by sleeping, parlor and other cars for which an extra fare is charged; miles run by dining, cafe, and other cars devoted exclusively to the serving of meals and other refreshments and by club, lounge, and observation cars; and miles run by other passenger-train cars where services are combined such as baggage, express and mail.
- (K) From conductor's or dispatcher's train reports or other appropriate source's, compute weight in tons (2,000 lbs). 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). Non-revenue gross ton-miles in transportation trains include work equipment and cars carrying company freight (and their contents). Use 150 lbs. 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 non-revenue freight moved one mile in transportation train. Include net ton-miles in motorcar trains. Exclude l.c.l. shipment of freight handled in mixed baggage express cars. Total ton-miles of revenue freight should correspond to the ton-miles reported on Form C'BS.
- (M) Road service represents elapsed time of transportation trains (both ordinary and light) between the time of leaving the initial terminals and the time at final terminals, including trains switching at way stations and delays on road as shown by conductors' or dispatchers' train reports. Include time of motorcar service performed by train locomotives at terminals and way stations. Report in Item 9-02 train switching hours included in Item 9-01. Train switching is the time spent by the train while performing switching service at terminals and way stations where no regular yard service is maintained. A train hour is independent of the number of locomotives in the train.
- (N) Yard switching hours are hours expended in switching service performed by yard crews in yards where regular switching service is maintained, including switching and transfer service in connection with the transportation of revenue and incidentally of company freight. Hours in yard switching are independent of the number of locomotives used.
- (O) Work-train miles 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, 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 which 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 vehicle (TOFC trailers/containers, automobiles and trucks) loaded and unloaded to and from TOFC and multiple level freight cars when the work is performed at the railroad's expense.
- (R) Report the number of loaded revenue trailers/containers picked up, plus revenue trailers/containers delivered in TOFC/COFC and in highway interchange service, when the work is performed at the railroad's expense. (Performed at railroad's expense means that railroad employees perform the service or that the railroad hires a subsidiary or outside contractor to perform the service.) Do not include those trailers/containers which are picked up or delivered by a shipper or motor carrier, etc., when a tariff provision requires the shipper or motor carrier, etc., and not the railroad, perform that service. Note. The count should reflect the trailer/containers for which expenses are reported in Schedule 417 line 2 column (b).
- (S) Report under Marine Terminals, Item 16, the tons loaded onto and unloaded from marine vessels at the expense of the reporting railroad.
- (T) Report the total number of foreign railroad cars on line at the end of the year (except surplus cars, see below). Foreign railroad cars refers to freight cars owned by other railroads, whose interline rental is settled on time (by hour) and actual line-haul mileage charges under the Code of Car Hire Rules.
- Carriers will be governed by local conditions in determining whether a car at an interchange point should be considered "on-line". Unserviceable cars include cars on repair tracks undergoing or awaiting repairs. They include cars on repair tracks repaired and awaiting switching, cars on repair tracks undergoing or awaiting repairs switching, cars awaiting movement to repair tracks held in train yard (excluding cars which are to be repaired in train yard without loss of time), car moving empty in trains en route to shop, and cars stored awaiting disposition.
- Surplus cars are cars which are in serviceable condition available for loading on the last day of the year, but have not been placed for loading within 48 hours. This count can be an annual average based on weekly count of cars that have not been placed for loading within 48 hours.
- (U) Flat-TOFC/COFC Car-miles reported in lines 25 (4-020), 41 (4-120), 57 (4-140), and 75 (4-160) will be computed using cars rather than constructed container platforms. For example, an articulated car consisting of five platforms moved one mile will be counted as one car-mile, not five car-miles.
- (V) The intermodal Load Factor reported on Line 134 will be calculated for the average number of intermodal (TOFC/COFC) units loaded on the average intermodal car. Units are to be calculated in the same manner as Line 123 (13 TOFC/COFC - No. of Revenue Trailers & Containers Loaded and Unloaded (Q)). Intermodal cars will be calculated in accordance with instruction U for reporting Flat-TOFC/COFC Car-miles. Both intermodal (TOFC/COFC) units and intermodal cars are to be calculated using actual units and not constructed intermodal (TOFC/COFC) units or cars.

## 755. RAILROAD OPERATING STATISTICS

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
1		1. Miles of Road Operated (A)	3,154	XXXXXX	1
		2. Train Miles - Running (B)	XXXXXX	XXXXXX	
2		2-01 Unit Trains	906,163	XXXXXX	2
3		2-02 Way Trains	566,937	XXXXXX	3
4		2-03 Through Trains	4,884,954	XXXXXX	4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	6,358,054	XXXXXX	5
6		2-05 Motorcars (C)	0	XXXXXX	6
7		2-06 TOTAL ALL TRAINS (lines 5, 6)	6,358,054	XXXXXX	7
		3. Locomotive Unit Miles (D)	XXXXXX	XXXXXX	
		Road Service (E)	XXXXXX	XXXXXX	
8		3-01 Unit Trains	1,956,731	XXXXXX	8
9		3-02 Way Trains	945,115	XXXXXX	9
10		3-03 Through Trains	10,082,155	XXXXXX	10
11		3-04 TOTAL (lines 8-10)	12,984,001	XXXXXX	11
12		3-11 Train Switching (F)	1,278,581	XXXXXX	12
13		3-21 Yard Switching (G)	1,551,564	XXXXXX	13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	15,814,146	XXXXXX	14
		4 Freight Car-Miles (thousands) (H)	XXXXXX	XXXXXX	
		4-01 RR Owned and Leased Cars - Loaded	XXXXXX	XXXXXX	
15		4-010 Box-Plain 40-Foot	0	XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	199	XXXXXX	16
17		4-012 Box-Equipped	9,065	XXXXXX	17
18		4-013 Gondola-Plain	922	XXXXXX	18
19		4-014 Gondola-Equipped	2,772	XXXXXX	19
20		4-015 Hopper-Covered	65,744	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	3,213	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	101	XXXXXX	22
23		4-018 Refrigerator-Mechanical	156	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	537	XXXXXX	24
25		4-020 Flat-TOFC/COFC	13,255	XXXXXX	25
26		4-021 Flat-Multi-Level	2,153	XXXXXX	26
27		4-022 Flat-General Service	21	XXXXXX	27
28		4-023 Flat-All Other	6,757	XXXXXX	28
29		4-024 All Other Car Types-Total	226	XXXXXX	29
30		4-025 TOTAL (lines 15-29)	105,121	XXXXXX	30

## 755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No
		4-11 RR Owned and Leased Cars-Empty	XXXXXX	XXXXXX	
31		4-110 Box-Plain 40-Foot	0	XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	270	XXXXXX	32
33		4-112 Box-Equipped	7,613	XXXXXX	33
34		4-113 Gondola-Plain	965	XXXXXX	34
35		4-114 Gondola Equipped	3,456	XXXXXX	35
36		4-115 Hopper-Covered	56,659	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	1,692	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	136	XXXXXX	38
39		4-118 Refrigerator-Mechanical	174	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	562	XXXXXX	40
41		4-120 Flat-TOFC/COFC	1,159	XXXXXX	41
42		4-121 Flat-Multi-level	1,008	XXXXXX	42
43		4-122 Flat-General Service	42	XXXXXX	43
44		4-123 Flat-All Other	6,737	XXXXXX	44
45		4-124 All Other Car Types	294	XXXXXX	45
46		4-125 TOTAL (lines 31-45)	80,767	XXXXXX	46
		4-13 Private Line Cars - Loaded (H)	XXXXXX	XXXXXX	
47		4-130 Box-Plain 40-Foot	0	XXXXXX	47
48		4-131 Box-Plain 50-Foot and Longer	419	XXXXXX	48
49		4-132 Box-Equipped	1,135	XXXXXX	49
50		4-133 Gondola-Plain	19,310	XXXXXX	50
51		4-134 Gondola-Equipped	569	XXXXXX	51
52		4-135 Hopper-Covered	36,903	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	318	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	1,088	XXXXXX	54
55		4-138 Refrigerator-Mechanical	1,796	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	78	XXXXXX	56
57		4-140 Flat-TOFC/COFC	36,426	XXXXXX	57
58		4-141 Flat-Multi-level	19,317	XXXXXX	58
59		4-142 Flat-General Service	15	XXXXXX	59
60		4-143 Flat-All Other	2,681	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	4,599	XXXXXX	61
62		4-145 Tank-22,000 Gallons and Over	40,205	XXXXXX	62
63		4-146 All Other Car Types	81	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	164,940	XXXXXX	64

## 755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		4-15 Private Line Cars - Empty (H)	XXXXXX	XXXXXX	
65		4-150 Box-Plain 40-Foot	0	XXXXXX	65
66		4-151 Box-Plain 50-Foot and Longer	593	XXXXXX	66
67		4-152 Box-Equipped	1,351	XXXXXX	67
68		4-153 Gondola-Plain	19,771	XXXXXX	68
69		4-154 Gondola-Equipped	742	XXXXXX	69
70		4-155 Hopper-Covered	36,446	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	264	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	599	XXXXXX	72
73		4-158 Refrigerator-Mechanical	1,764	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	78	XXXXXX	74
75		4-160 Flat-TOFC/COFC	3,540	XXXXXX	75
76		4-161 Flat-Multi-level	7,684	XXXXXX	76
77		4-162 Flat-General Service	16	XXXXXX	77
78		4-163 Flat-All Other	1,871	XXXXXX	78
79		4-164 Tank Under 22,000 Gallons	4,465	XXXXXX	79
80		4-165 Tank-22,000 Gallons and Over	39,489	XXXXXX	80
81		4-166 All Other Car Types	39	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	118,712	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	3,228	XXXXXX	83
84		4-18 No Payment Car-Miles (I) 1	0	XXXXXX	84
		4-19 Total Car-Miles by Train Type (Note)	XXXXXX	XXXXXX	
85		4-191 Unit-Trains	87,566	XXXXXX	85
86		4-192 Way-Trains	14,476	XXXXXX	86
87		4-193 Through Trains	370,726	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	472,768	XXXXXX	88
89		4-20 Caboose Miles	52	XXXXXX	89

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

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

## 755. RAILROAD OPERATING STATISTICS - Concluded

Line No	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No
		6 Gross Ton-Miles (thousands) (K)	XXXXXX	XXXXXX	
98		6-01 Road Locomotives	2,612,274	XXXXXX	98
		6-02 Freight Trains, Crs., Cnts., and Caboose	XXXXXX	XXXXXX	
99		6-020 Unit Trains	7,840,797	XXXXXX	99
100		6-021 Way Trains	1,152,669	XXXXXX	100
101		6-022 Through Trains	28,786,209	XXXXXX	101
102		6-03 Passenger-Trains, Crs, Cnts, and Caboose	0	XXXXXX	102
103		6-04 Non-Revenue	232,500	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	40,624,449	XXXXXX	104
		7 Tons of Freight (thousands)	XXXXXX	XXXXXX	
105		7-01 Revenue	47,347	XXXXXX	105
106		7-02 Non-Revenue	503	XXXXXX	106
107		7-03 TOTAL (lines 105,106)	47,850	XXXXXX	107
		8 Ton-Miles of Freight (thousands) (L)	XXXXXX	XXXXXX	
108		8-01 Revenue-Road Service	20,360,618	XXXXXX	108
109		8-02 Revenue-Lake Transfer Service	0	XXXXXX	109
110		8-03 TOTAL (lines 108,109)	20,360,618	XXXXXX	110
111		8-04 Non-Revenue-Road Service	172,541	XXXXXX	111
112		8-05 Non-Revenue-Lake Transfer Service	0	XXXXXX	112
113		8-06 TOTAL (lines 111,112)	172,541	XXXXXX	113
114		8-07 TOTAL-Revenue & Non-Revenue (lines 110,113)	20,533,159	XXXXXX	114
		9 Train Hours (M)	XXXXXX	XXXXXX	
115		9-01 Road Service	319,257	XXXXXX	115
116		9-02 Train Switching	103,796	XXXXXX	116
117		10 TOTAL YARD-SWITCHING HOURS (N)	258,514	XXXXXX	117
		11 Train-Miles Work Trains (O)	XXXXXX	XXXXXX	
118		11-01 Locomotives	32,274	XXXXXX	118
119		11-02 Motorcars	0	XXXXXX	119
		12 Number of Loaded Freight Cars (P)	XXXXXX	XXXXXX	
120		12-01 Unit Trains	178,968	XXXXXX	120
121		12-02 Way Trains	292,326	XXXXXX	121
122		12-03 Through Trains	589,188	XXXXXX	122
123		13 TOFC/COFC-No. of Rev. Trlrs & Cntrs Lded & Unlded (Q)	309,084	XXXXXX	123
124		14 Multi-level Cars-No. of Motor Vehicles Lded & Unlded (Q)	163,235	XXXXXX	124
125		15 TOFC/COFC-No. of Rev. Trailers Picked Up & Delivered (R)	0	XXXXXX	125
		16 Revenue Tons-Marine Terminal (S)	XXXXXX	XXXXXX	
126		16-01 Marine Terminals-Coal	0	XXXXXX	126
127		16-02 Marine Terminals-Ore	0	XXXXXX	127
128		16-03 Marine Terminals-Other	0	XXXXXX	128
129		16-04 TOTAL (lines 126-128)	0	XXXXXX	129
		17 Number of Foreign Per Diem Cars on Line (T)	XXXXXX	XXXXXX	
130		17-01 Serviceable	1,028	XXXXXX	130
131		17-02 Unserviceable	124	XXXXXX	131
132		17-03 Surplus	0	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	1,152	XXXXXX	133
134		TOFC/COFC - Average No. of Units Loaded Per Car	2.29	XXXXXX	134



**NOTES AND REMARKS**

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**VERIFICATION**

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

**OATH**

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

State of **Minnesota**  
County of **Hennepin**

**John J. Huber** makes oath and says that he is **VP Finance and Controller**  
(insert here name of the affiant) (insert here the official title of the affiant)  
of **Soo Line Railroad Company**  
(insert here the exact legal title or name of the respondent)

that it is his duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept, that he knows that such books have been kept in good faith during the period covered by this report, that he knows that the entries contained in this report relating to accounting matters have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroads and other accounting and reporting directives of the Surface Transportation Board, that he believes that all other statements of fact contained in this report are true, and that this report is a correct and complete statement, accurately taken from the books and records, of the business and affairs of the above-named respondent during the period of time from and including **January 1, 2009** to and including **December 31, 2009**

*[Signature]*  
(signature of affiant)

Subscribed and sworn to before me, a **Notary Public** in and for the State and County above named, this  
31st day of **March, 2010** My commission expires **January 31, 2015**



*Terrill A. Matchey*  
(signature of officer authorized to administer oaths)

**SUPPLEMENTAL OATH\***

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

State of  
County of

\_\_\_\_\_ makes oath and says that he is \_\_\_\_\_  
(insert here name of the affiant) (insert here the official title of the affiant)  
of \_\_\_\_\_  
(insert here the exact legal title or name of the respondent)

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

(signature of affiant)

Subscribed and sworn to before me, a \_\_\_\_\_ in and for the State and County above named, this  
\_\_\_\_\_ day of \_\_\_\_\_ My commission expires \_\_\_\_\_

Use an  
L S  
impression seal

(signature of officer authorized to administer oaths)

\* Under the Company's delegation of authority, the Controller has authorization to execute reports required by the Surface Transportation Board; therefore, the Supplemental Oath is not required.

**NOTES AND REMARKS**

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

[illegible]

## CORRECTIONS

[illegible]**EXPLANATORY REMARKS**

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