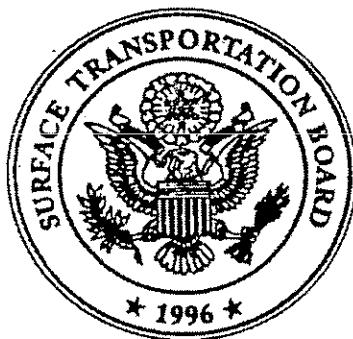


Class I Railroad Annual Report

	<p>RC000388 SOO LINE 101137700</p> <p>SOO LINE CORPORATION 120 SOUTH 6th STREET MINNEAPOLIS, MN 55402</p>
<small>Correct name and address if different than shown</small>	<small>Full name and address of reporting carrier (Use mailing label on original, copy in full on duplicate)</small>



To The

Surface Transportation Board

For the Year Ending December 31, 2012

NOTICE

1. This report is required for every class I railroad operating within the United States. Three copies of this Annual Report should be completed. Two of the copies must be filed with the Surface Transportation Board, Office of Economics, Environmental Analysis, and Administration, 395 E Street, S.W. Suite 1100, Washington, DC 20423, by March 31 of the year following that for which the report is made. One copy should be retained by the carrier.
2. Every inquiry must be definitely answered. Where the word "none" truly and completely states the fact, it should be given as the answer. If any inquiry is inapplicable, the words "not applicable" should be used.
3. Wherever the space provided in the schedules is insufficient to permit a full and complete statement of the requested information, inserts should be prepared and appropriately identified by the number of the schedule.
4. All entries should be made in a permanent black ink or typed. Those of a contrary character must be indicated in parenthesis. Items of an unusual character must be indicated by appropriate symbols and explained in footnotes.
5. Money items, except averages, throughout the annual report form should be shown in thousands of dollars adjusted to accord with footings. Totals for amounts reported in subsidiary accounts included in supporting schedules must be in agreement with related primary accounts. For purposes of rounding, amounts of \$500 but less than \$1,000 should be raised to the nearest thousand dollars, and amounts of less than \$500 should be lowered.
6. Except where the context clearly indicates some other meaning, the following terms when used in this Form have the following meanings:
 - (a) Board means Surface Transportation Board.
 - (b) Respondent means the person or corporation in whose behalf the report is made.
 - (c) Year means the year ended December 31 for which the report is being made.
 - (d) Close of the Year means the close of business on December 31 for the year in which the report is being made. If the report is made for a shorter period than one year, it means the close of the period covered by the report.
 - (e) Beginning of the Year means the beginning of business on January 1 of the year for which the report is being made. If the report is made for a shorter period than one year, it means the beginning of that period.
 - (f) Preceding Year means the year ended December 31 of the year preceding the year for which the report is made.
 - (g) The Uniform System of Accounts for Railroad Companies means the system of accounts in Part 1201 of Title 49, Code of Federal Regulations, as amended.
7. The ICC Termination Act of 1995 abolished the Interstate Commerce Commission and replaced it with the Surface Transportation Board. Any references to the Interstate Commerce Commission or Commission contained in this report refer to the Surface Transportation Board.
8. Any references to the Bureau of Accounts or the Office of Economics contained in this report refer to the Office of Economics, Environmental Analysis, and Administration of the Surface Transportation Board.

For Index, See Back of Form

ANNUAL REPORT

OF

SOO LINE CORPORATION

TO THE

SURFACE TRANSPORTATION BOARD

FOR THE

YEAR ENDED DECEMBER 31, 2012

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

(Name) **JOHN J. HUBER**

(Title) **VP FINANCE AND CONTROLLER**

(Telephone number)

(612) 851-5629

(area code) (telephone number)

(Office address)

120 SOUTH 6TH STREET, 7TH FLOOR, 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 II, 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.

Supplemental Information about the Annual Report (R-1)

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

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

A. SCHEDULES OMITTED BY RESPONDENT

1. The respondent, at its option, may omit pages from this report provided there is nothing to report or the schedules are not applicable.
2. Show the pages excluded, as well as the schedule number and title in the space provided below.
3. If no schedules were omitted, indicate "NONE."

Page	Schedule No.	Title
		NONE

B. IDENTITY OF RESPONDENT

Answers to the questions asked should be made in full, without reference to 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 Corporation

2. Date of incorporation:

February 4, 1983

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:

Incorporated under the Minnesota statutes, Chapter 302A.

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 \$100,000.00 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
Common Shares: Yes
Preferred Shares: No
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 prior to April 9, 1990.
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 2,090 votes as of (date) December 31, 2012.
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	Canadian Pacific	401 - 9th Avenue S.W.	2,090	2,090	N/A	N/A	1
2	Management, Inc.	Suite 920					2
3		Calgary, Alberta, Canada					3
4		T2P 4Z4					4
5							5
6	Canadian Pacific	120 South 6th St, Ste 700	0	N/A	N/A	0	6
7	Holdings Corporation	Minneapolis, MN 55402					7
8							8
9							9
10							10
11							11
12							12
13							13
14							14
15							15
16							16
17							17
18							18
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21							21
22							22
23							23
24							24
25							25
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent: 2,090 votes cast.
11. Give the date of such meeting: October 29, 2012
12. Give the place of such meeting: N/A*

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

NOTES AND REMARKS

The consolidated financial statements and supporting schedules included in this annual report include Soo Line Corporation (SOO) and the following subsidiaries:

Soo Line Railroad Company (SLRR)
Soo System Radio Communications Corporation
Dakota, Minnesota & Eastern Railroad Corporation (DME)
Wyoming Dakota Railroad Properties, Inc.
Soo Line Holding Company
Delaware and Hudson Railway Company, Inc. (DH)
Wilkes Barre Connecting Railroad Company
Northern Coal and Iron Company
Albany & Vermont Railroad Company
Saratoga & Schenectady Railroad Company
CPR Locomotive Equity Company
Soo Green Holding LLC
Canadian Pacific PTC LLC

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.
Current Assets						
1		701	Cash	9,004	12,662	1
2		702	Temporary Cash Investments	96,300	0	2
3		703	Special Deposits	0	0	3
4		704	Accounts Receivable			
			- Loan and Notes	0	0	4
5		705	- Interline and Other Balances	7,492	2,398	5
6		706	- Customers	104,184	80,637	6
7		707	- Other	37,753	17,026	7
8		709, 708	- Accrued Accounts Receivables	30,103	31,495	8
9		708.5	- Receivables from Affiliated Companies	42,123	42,179	9
10		709.5	- Less: Allowance for Uncollectible Accounts	(23,752)	(10,995)	10
11		710, 711, 714	Working Funds, Prepayments & Deferred Income Tax Debits	88,834	46,057	11
12		712	Materials and Supplies	32,124	25,447	12
13		713	Other Current Assets	5,891	3,293	13
14			TOTAL CURRENT ASSETS	430,056	250,199	14
Other Assets						
15		715, 716, 717	Special Funds	0	0	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310 and 310A)	436,386	433,404	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	9,205	1,287	19
20		739, 741	Other Assets	165,458	193,273	20
21		743	Other Deferred Debits	13,514	13,164	21
22		744	Accumulated Deferred Income Tax Debits	0	0	22
23			TOTAL OTHER ASSETS	624,563	641,128	23
Road and Equipment						
24		731, 732	Road (Schedule 330) L-30 Col. h & b	4,007,729	3,755,920	24
25		731, 732	Equipment (Schedule 330) L-39 Col. h & b	766,700	719,560	25
26		731, 732	Unallocated Items	129,219	290,876	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(944,899)	(876,425)	27
28			NET ROAD AND EQUIPMENT	3,958,749	3,889,931	28
29			TOTAL ASSETS	5,013,368	4,781,258	29

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY
(Dollars in thousands)

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
Current Liabilities						
30		751	Loans and Notes Payable	0	2,195	30
31		752	Accounts Payable: Interline and Other Balances	2,497	16,672	31
32		753	Audited Accounts and Wages	48,069	44,411	32
33		754	Other Accounts Payable	498	2,164	33
34		755, 756	Interest and Dividends Payable	3,357	3,496	34
35		757	Payables to Affiliated Companies	31,188	54,459	35
36		759	Accrued Accounts Payable	179,923	193,845	36
37		760, 761, 761.5, 762	Taxes Accrued	23,083	23,946	37
38		763	Other Current Liabilities	12,075	12,990	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	7,819	5,930	39
40			TOTAL CURRENT LIABILITIES	308,509	360,108	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured	2,541	3,248	41
42		766	Equipment Obligations	90,199	96,571	42
43		766.5	Capitalized Lease Obligations	3,340	4,078	43
44		768	Debt in Default	0	0	44
45		769	Accounts Payable: Affiliated Companies	1,298,761	1,298,600	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	32,438	30,941	48
49		786	Accumulated Deferred Income Tax Credits	1,188,572	1,132,870	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	180,355	192,124	50
51			TOTAL NONCURRENT LIABILITIES	2,796,206	2,758,432	51
Shareholders' Equity						
52		791, 792	Total Capital Stock (Schedule 230)	153,300	0	52
53			Common Stock	0	0	53
54			Preferred Stock	153,300	0	54
55			Discount on Capital Stock	0	0	55
56		794, 795	Additional Capital (Schedule 230)	1,028,307	984,254	56
57		797	Retained Earnings: Appropriated	0	0	57
58		798	Unappropriated (Schedule 220)	727,046	678,464	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	1,908,653	1,662,718	61
62			TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	5,013,368	4,781,258	62

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 for defined benefit plans.
Wells Fargo & Company for defined contribution plan.
Date of trust agreement or latest amendment: Management defined benefit plan effective January 1, 1976;
UTU defined benefit pension plan effective January 1, 2006; and defined contribution plan effective July 1, 2010.
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. N/A
- (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: \$ 396
- (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 12/31/12, 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 PRP's. 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 PRP's involved. SOO believes its December 31, 2012 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. Eligible participants include substantially all SLRR and DH employees who had an employment relationship with SLRR or DH prior to July 1, 2010 and were not covered by a collective bargaining agreement. Benefits are based on final average pay and years of service. Benefits are funded by SLRR and DH contributions, on a proportional basis, and plan earnings are consistent with funding requirements of federal law and regulations. Plan assets consist principally of a domestic stocks, fixed income securities and an international stock fund.

SLRR 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 SLRR or its affiliates. Benefits are funded by SLRR contributions and plan earnings are consistent with minimum funding requirements of federal law and regulations. Plan assets consist principally of cash and receivables, mutual funds and fixed income securities.

SLRR and DH provide certain post retirement benefits other than pension consisting of major medical coverage to age 65 and life insurance, both based on age and service requirements, under two distinct plans. Under one plan, eligible participants include substantially all SLRR and DH employees who had an employment relationship with SLRR or DH prior to August 1, 2005 and are not otherwise covered by a collective bargaining agreement. SLRR, as plan sponsor, contracts individually with a third-party administrator. Refer to the tabular information below for additional disclosure information. The second plan covers essentially all SLRR and DH employees who are covered by a collective bargaining agreement. These benefits are administered by multi-employer administrator and therefore SLRR and DH recognize as net benefit retirement cost the required contributions for the period. This cost in 2012 and 2011 was \$5,899 and \$5,654, respectively.

SOO began providing a non-elective, noncontributory defined contribution pension plan for certain employees effective July 1, 2010. Persons eligible for this plan include all SLRR and DH employees hired into salaried positions after July 1, 2010 who are not currently participants in the defined benefit plan; all DME employees who were salaried employees as of July 1, 2010; and all DME employees hired into a salaried position after July 1, 2010. SOO will make an annual contribution to the plan based on a percentage of the employee's eligible compensation. The plan assets are managed by the investment manager.

SOO previously adopted the recognition and disclosure requirements of ASC 715 and 958 (previously SFAS No. 158). The following illustrates the status of each of these benefit plans as of December 31 financial statement date.

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

Change in Benefit Obligation	Defined Benefit Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2012	2011	2012	2011	2012	2011
Benefit obligation at beginning of year	\$162,756	\$142,160	\$1,882	\$1,611	\$27,228	\$21,798
Service cost	2,303	2,115	79	69	604	385
Interest cost	6,696	7,536	36	76	1,009	1,142
Participant contributions	0	0	0	0	402	361
Actuarial loss (gain)	11,528	22,750	35	160	1,571	4,419
Plan amendment	0	(2,950)	0	0	0	2,950
Benefits paid	(9,318)	(8,855)	(476)	(34)	(2,935)	(3,827)
Benefit obligation at end of year	<u>\$173,965</u>	<u>\$162,756</u>	<u>\$1,556</u>	<u>\$1,882</u>	<u>\$27,879</u>	<u>\$27,228</u>

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

NOTES TO FINANCIAL STATEMENTS

10. PENSION AND OTHER EMPLOYEE BENEFITS (Continued)

	Defined Benefit Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2012	2011	2012	2011	2012	2011
Change in Plan Assets						
Fair value of plan assets at beginning of year	\$107,083	\$109,553	\$1,565	\$1,440	\$0	\$0
Actual return (loss) on plan assets	15,358	(2,615)	56	(36)	0	0
Participant contributions	0	0	0	0	402	361
Employer contribution	6,600	9,000	150	195	2,533	3,466
Benefits paid	(9,318)	(8,855)	(476)	(34)	(2,935)	(3,827)
Fair value of plan assets at end of year	<u>\$119,723</u>	<u>\$107,083</u>	<u>\$1,295</u>	<u>\$1,565</u>	<u>\$0</u>	<u>\$0</u>
Funded status at end of year	<u>(\$54,242)</u>	<u>(\$55,673)</u>	<u>(\$261)</u>	<u>(\$317)</u>	<u>(\$27,879)</u>	<u>(\$27,228)</u>

Amounts recognized in SOO's Comparative Statement of Financial Position consists of:

Noncurrent assets	\$0	\$0	\$0	\$0	\$0	\$0
Accrued benefit cost	0	0	0	0	(2,151)	(2,672)
Noncurrent liabilities	(54,242)	(55,673)	(261)	(317)	(25,728)	(24,556)
Deferred tax benefit	27,705	29,702	(29)	(28)	4,119	4,048
Accumulated other comprehensive income (loss)	47,054	48,461	(49)	(46)	6,996	6,579
Net amount recognized	<u>\$20,517</u>	<u>\$22,490</u>	<u>(\$339)</u>	<u>(\$391)</u>	<u>(\$16,764)</u>	<u>(\$16,601)</u>

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

	Defined Benefit Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2012	2011	2012	2011	2012	2011
Net loss (gain)	\$77,389	\$81,114	(\$78)	(\$74)	\$8,704	\$7,681
Prior service cost (credit)	(2,630)	(2,950)	0	0	2,411	2,946
	<u>\$74,759</u>	<u>\$78,164</u>	<u>(\$78)</u>	<u>(\$74)</u>	<u>\$11,115</u>	<u>\$10,627</u>

The SOO plans had accumulated benefit obligations in excess of plan assets as follows as of December 31 in the respective year:

	Defined Benefit Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2012	2011	2012	2011	2012	2011
Projected benefit obligation	\$173,965	\$162,756	\$1,556	\$1,882	N/A	N/A
Accumulated benefit obligation	162,540	151,776	1,556	1,882	N/A	N/A
Fair value of plan assets	119,723	107,083	1,295	1,565	N/A	N/A

Weighted Average Assumptions used for period end liability

Discount rate	3.70%	4.20%	1.10%	2.20%	3.40%	3.80%
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)

Components of SOO's net periodic benefit cost and amounts recognized in other comprehensive income:

	Defined Benefit Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2012	2011	2012	2011	2012	2011
Net periodic benefit cost						
Service cost	\$2,303	\$2,115	\$79	\$69	\$604	\$385
Interest cost	6,696	7,536	36	76	1,009	1,142
Expected return on plan assets	(7,349)	(7,832)	(17)	(4)	0	0
Amortization of loss (gain)	7,244	4,352	0	(17)	548	224
Amortization of prior service cost	(320)	0	0	0	535	(179)
Net periodic benefit cost	<u>\$8,574</u>	<u>\$6,171</u>	<u>\$98</u>	<u>\$124</u>	<u>\$2,696</u>	<u>\$1,572</u>
Other changes in plan assets and benefit obligations recognized in other comprehensive income (pre-tax)						
Net loss (gain)	3,519	33,197	(4)	200	1,571	4,419
Prior service cost (credit)	0	(2,950)	0	0	0	2,950
Amortization of (loss) gain	(7,244)	(4,352)	0	17	(548)	(224)
Amortization of prior service (cost) credit	320	0	0	0	(535)	179
Total recognized in other comprehensive income	<u>(\$3,405)</u>	<u>\$25,895</u>	<u>(\$4)</u>	<u>\$217</u>	<u>\$488</u>	<u>\$7,324</u>
Total recognized in net periodic benefit cost and other comprehensive income (pre-tax)	<u>\$5,169</u>	<u>\$32,066</u>	<u>\$94</u>	<u>\$341</u>	<u>\$3,184</u>	<u>\$8,896</u>

Weighted Average Assumptions used for net periodic benefit cost:

Discount rate	4.20%	5.40%	2.20%	5.40%	3.80%	5.40%
Expected return on plan assets	7.50%	7.75%	4.00%	4.00%	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.

SOO's 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:

	Defined Benefit Pension Plan 2013	UTU Pension Plan 2013	Postretirement Other Than Pension Benefit Plans 2013
Prior service cost (credit)	(\$320)	\$0	\$538
Net loss (gain)	<u>6,535</u>	<u>0</u>	<u>584</u>
Total	<u>\$6,215</u>	<u>\$0</u>	<u>\$1,122</u>

SOO's plan assets for the defined benefit pension plan and UTU pension plan as of December 31, 2012 were as follows:

	Defined Benefit Pension Plan		UTU Pension Plan	
	Amount	Percentage	Amount	Percentage
Cash and receivables	\$3,689	3%	\$559	43%
Fixed Income	52,710	44%	515	40%
Equities	63,324	53%	221	17%
	<u>\$119,723</u>	<u>100%</u>	<u>\$1,295</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 for the defined benefit pension plan is 50% equities and 50% fixed income. Plan assets do not include any SOO or Canadian Pacific Railway Company stock.

SOO presently estimates \$6,400 in defined benefit pension fund and \$180 in UTU pension fund contribution requirements in 2013.

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:

	Defined Benefit Pension Plan	UTU Pension Plan	Postretirement Other Than Pension Benefit Plans
2013	\$9,506	\$571	\$2,151
2014	9,772	530	2,029
2015	10,074	230	2,085
2016	10,378	143	2,167
2017	10,582	26	2,007
2018-2022	53,905	102	8,295

Assumed health care cost trends have a significant effect on the amounts reported for health care plans. The 2013 health care cost inflation rate is estimated to be 8.00% dropping to 5.00% by year 2019. 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	\$178	(\$152)
Effect on postretirement benefit obligation	\$2,030	(\$1,777)

SOO provides a defined contribution pension plan to certain employees (please see page 9 for eligibility). The plan provides a pension based on employer contributions plus investment returns earned on those contributions. Employer contributions are a percentage of annual eligible employee compensation. In 2012 and 2011, the net cost of the plan, which generally equals the employer's required contribution was \$794 and \$722, respectively.

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 2012 and 2011 was \$1,653 and \$1,482, 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 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. 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. CPRC also has a Deferred Share Units (DSU) plan meant to compensate and assist key individuals in obtaining specific share ownership targets. DSU participants are entitled to receive at redemption a cash payment equivalent to the previous ten (10) day closing share price average. Vesting of DSU's can happen either immediately or over various periods of up to 36 months and are only redeemable to be exercised for one (1) year following the termination of employment. DSU participants may be granted a matching number of DSU's not to exceed one-third of the shares and DSU's acquired during the first six (6) months after becoming eligible under the plan, and thereafter, not to exceed one quarter. DSU participants have five (5) years to meet their ownership targets. Operating expenses associated with these plans were \$1,150 in 2012 and \$211 in 2011.

Restricted Share Units (RSU) entitle the holder to receive, upon redemption, a cash payment equivalent to the previous ten-day closing share price average. RSU's vest over various periods of up to 36 months and are redeemable immediately upon vesting. Upon termination of employment RSU's are forfeited immediately. RSU's attract dividends. Operating expense associated with this plan is part of the \$571.

ASC 718 (previously 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 ASC 718 in 2012 and 2011 was \$594 and \$210, 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 2012 and 2011 was \$378 and \$349, respectively.

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 - 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.
ORDINARY ITEMS							
OPERATING INCOME							
1		Railway Operating Income					
		(101) Freight	1,560,365	1,399,224	1,560,365	0	1
2		(102) Passenger	0	0	0	0	2
3		(103) Passenger-Related	0	0	0	0	3
4		(104) Switching	10,047	10,691	10,047	0	4
5		(105) Water Transfers	0	0	0	0	5
6		(106) Demurrage	17,339	10,463	17,339	0	6
7		(110) Incidental	555	1,058	555	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)	1,588,306	1,421,436	1,588,306	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	1,027	1,153	1,027	0	12
13		TOTAL RAILWAY OPERATING REVENUES (\$ less applicable tax of \$)	1,589,333	1,422,589	1,589,333	0	13
14		(531) Railway operating expenses	1,412,077	1,160,806	1,412,077	0	14
15		Net revenue from railway operations	177,256	261,783	177,256	0	15
OTHER INCOME							
16		(506) Revenue from property used in other than carrier operations	0	0			16
17		(510) Miscellaneous rent income	10,188	9,915			17
18		(512) Separately operated properties-Profit	0	0			18
19		(513) Dividend Income (cost method)	1,410	2			19
20		(514) Interest Income	408	577			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	282	193			24
25		Income from affiliated companies: 519					
26		a. Dividends (equity method)	0	294			25
27		b. Equity in undistributed earnings (losses)	1,149	3,519			26
27		TOTAL OTHER INCOME (lines 16-26)	13,437	14,500			27
28		TOTAL INCOME (lines 15, 27)	190,693	276,283			28
MISCELLANEOUS DEDUCTIONS FROM INCOME							
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	25,634	3,701			34
35		(553) Uncollectible accounts	0	0			35
36		TOTAL MISCELLANEOUS DEDUCTIONS	25,634	3,701			36
37		Income available for fixed charges	165,059	272,582			37

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

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No.
		FIXED CHARGES			
		(546) Interest on funded long-term debt:			
38		(a) Fixed interest not in default	99,086	96,903	38
39		(b) Interest in default	0	0	39
40		(547) Interest on unfunded debt	78	100	40
41		(548) Amortization of discount on funded debt	0	0	41
42		TOTAL FIXED CHARGES (lines 38 through 41)	99,164	97,003	42
43		Income after fixed charges (lines 37 minus line 42)	65,895	175,579	43
		OTHER DEDUCTIONS			
		(546) Interest on funded debt:			
44		(c) Contingent interest	0	0	44
		UNUSUAL OR INFREQUENT ITEMS			
45		(555) Unusual or infrequent items (debit) credit	0	0	45
46		Income (loss) from continuing operations (before income taxes)	65,895	175,579	46
		PROVISIONS FOR INCOME TAXES			
		(556) Income taxes on ordinary income:			
47		(a) Federal income taxes	860	(3,566)	47
48		(b) State income taxes	2,343	2,014	48
49		(c) Other income taxes	0	0	49
50		(557) Provision for deferred taxes	14,820	69,744	50
51		TOTAL PROVISIONS FOR INCOME TAXES (lines 47 through 50)	18,023	68,192	51
52		Income from continuing operations (line 46 minus line 51)	47,872	107,387	52
		DISCONTINUED OPERATIONS			
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)	47,872	107,387	55
		EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES			
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		TOTAL EXTRAORDINARY ITEMS (lines 56 through 58)	0	0	59
60		(592) Cumulative effect of changes in accounting principles (\$ less applicable tax of \$)	0	0	60
61		Net income (loss) (lines 55 + 59 + 60)	47,872	107,387	61
		Reconciliation of net railway operating income (NROI)			
62		Net revenues from railway operations	177,256	261,783	62
63		(556) Income taxes on ordinary income (-)	3,203	(1,552)	63
64		(557) Provision for deferred income taxes (-)	14,820	69,744	64
65		Income from lease of road and equipment (-)	0	0	65
66		Rent for leased roads and equipment (+)	225	226	66
67		Net railway operating income (loss)	159,458	193,817	67

NOTES AND REMARKS FOR SCHEDULES 210 AND 220

1. IMPAIRMENT OF ASSETS RELATED TO POWDER RIVER BASIN PROJECT

As part of the acquisition of DM&E in 2007, SOO acquired the option to build a 260 mile extension of its network into coal mines in the Powder River Basin ("PRB").

Due to continued deterioration in the market for domestic thermal coal, including a sharp deterioration in 2012, in the fourth quarter of 2012 SOO deferred plans to extend its rail network into the PRB coal mines indefinitely. As a result of this decision and in light of the declined market conditions, CP has evaluated the recoverability of the carrying amount of PRB assets and determined that this exceeded the estimated fair value by \$179,867. The estimated fair value represents the expected proceeds from the sale of the acquired land, as determined by a comparable market assessment. Other costs associated with the acquisition of DM&E and accumulated by SOO since acquisition have been written down to \$nil. The amount of the impairment associated with this indefinite deferral was \$179,867 (\$107,000 after-tax). The components of the PRB impairment are as follows:

DESCRIPTION	DR ACCOUNT	CR ACCOUNT	AMOUNT
Land	551	731	\$ 20,774
Infrastructure	61-13-99	731	133,193
Intangible Asset	61-61-99	741	25,900
			<u>\$ 179,867</u>

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	632,246	46,218	1
2		(601.5) Prior period adjustments to beginning retained earnings	0	0	2
		CREDITS			
3		(602) Credit balance transferred from income	46,723	1,149	3
4		(603) Appropriations released	0	0	4
5		(606) Other credits to retained earnings	710 *	0	5
6		TOTAL CREDITS	47,433	1,149	6
		DEBITS			
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	0	0	11
12		preferred stock 1	0	0	12
13		TOTAL DEBITS	0	0	13
14		Net increase (decrease) during year (line 6 minus line 13)	47,433	1,149	14
15		Balances at close of year (lines 1, 2 and 14)	679,679	47,367	15
16		Balances from line 15(c)	47,367	N/A	16
17		(798) Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	727,046	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

* ASC 715 Compensation-Retirement Benefits adjustments.

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	Class A Common	\$0.01	10,000	2,090	0	2,090	0	0	1
2									2
3	Preferred (Non-Voting)	\$100,000.00	1,533	1,533	0	1,533	153,300	0	3
4									4
5									5
6									6
7									7
8									8
9									9
10	TOTAL		11,533	3,623	0	3,623	153,300	0	10

* Actual par values are listed in dollars and cents.

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	0	0	2,000	0	0	0	984,254	11
12	Capital Stock Issued	1,533	153,300	90	0	0	0	43,427	12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Capital Contribution from (to) Parent							626	15
16	Rounding / Other								16
17	Balance at close of year	1,533	153,300	2,090	0	0	0	1,028,307	17

240. STATEMENT OF CASH FLOWS
(Dollars in thousands)

Give the information as requested concerning the cash flows during the year. Either the direct or indirect method can be used. The direct method shows as its principal components operating cash receipts and payments, such as cash received from customers 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.
		CASH FLOWS FROM OPERATING ACTIVITIES			
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	47,872	107,387	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 ***	154,262	183	11
12		Depreciation and amortization expenses	115,152	106,730	12
13		Net increase (decrease) provision for deferred income taxes	14,820	69,744	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(2,244)	(3,519)	14
15		(Increase) decrease in accounts receivable	(36,115)	(12,420)	15
16		(Increase) decrease in materials and supplies, and other current assets	(3,422)	4,759	16
17		Increase (decrease) in current liabilities other than debt	(46,916)	68,466	17
18		Increase (decrease) in other-net ***	908	(38,802)	18
19		Net Cash provided from continuing operations (lines 10 through 18)	244,317	302,528	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)	244,317	302,528	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	9,971	8,354	22
23		Capital expenditures	(351,888)	(279,168)	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	0	0	25
26		Purchase price of long-term investment and advances	(1,389)	(276,049)	26
27		Net decrease (increase) in sinking and other special funds	0	0	27
28		Other-net ***	2,867	794	28
29		NET CASH USED IN INVESTING ACTIVITIES (lines 22 through 28)	(340,439)	(546,069)	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	240,661	550,800	30
31		Principal payments of long-term debt	(246,429)	(556,823)	31
32		Proceeds from issuance of capital stock	196,727	0	32
33		Purchase price of acquiring treasury stock	0	0	33
34		Cash dividends paid	0	0	34
35		Other-net -	(2,195)	2,195	35
36		NET CASH FROM FINANCING ACTIVITIES	188,764	(3,828)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (lines 21, 29, 36)	92,642	(247,369)	37
38	*	Cash and cash equivalents at beginning of year	12,662	260,031	38
39	*	CASH & CASH EQUIVALENTS AT END OF THE YEAR	105,304	12,662	39

Footnotes to Schedule:

40		Cash paid during the year for: Interest (net of amount capitalized) *	89,633	97,371	40
41		Income taxes (net) *	5,415	2,064	41

* Only applies if indirect method is adopted

** Significant transactions that do not directly affect cash:

- 2012 Non-cash adjustment of Unpaid capital between Properties \$(7,013), and Accrued Accounts Payable \$7,013.
- 2011 Non-cash adjustment of Pension/OPEB OCI between Deferred Liabilities \$(33,144), Deferred Income Taxes \$12,600, and Retained Income of \$20,544.
- 2011 Non-cash adjustment of Unpaid capital between Properties \$9,470, and Accrued Accounts Payable \$(9,470).

*** 2012 includes impairment loss on assets related to Powder River Basin tangible property and intangible assets in the amounts of \$153,967 and \$25,900 on lines 11 and 18, respectively.

245. WORKING CAPITAL

(Dollars in thousands)

1. This schedule should include only data pertaining to railway transportation services.
2. Carry out calculation of lines 9, 10, 20 and 21 to the nearest whole number.

Line No.	Item (a)	Source No.	Amount (b)	Line No.
CURRENT OPERATING ASSETS				
1	Interline and Other Balances	Schedule 200, line 5, column b	7,492	1
2.	Customers (706)	Schedule 200, line 6, column b	104,184	2
3	Other (707)	Note A	37,753	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	149,429	4
OPERATING REVENUE				
5	Railway Operating Revenue	Schedule 210, line 13, column b	1,589,333	5
6	Rent Income	Note B	115,861	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	1,705,194	7
8	Average Daily Operating Revenues	Line 7 ÷ 360 days	4,737	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 ÷ Line 8	32	9
10	Revenue Delay Days Plus Buffer	Line 9 + 15 days	47	10
CURRENT OPERATING LIABILITIES				
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	2,497	11
12	Audited Accounts and Wages Payable (753)	Note A	48,069	12
13	Accounts Payable-Other (754)	Note A	498	13
14	Other Taxes Accrued (761.5)	Note A	22,680	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	73,744	15
OPERATING EXPENSES				
16	Railway Operating Expenses	Schedule 210, line 14, column b	1,412,077	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	115,152	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	1,412,786	18
19	Average Daily Expenditures	Line 18 ÷ 360 days	3,924	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 ÷ line 19	19	20
21	Days of Working Capital Required	Line 10 - line 20 (Note C)	28	21
22	Cash Working Capital Required	Line 21 x line 19	109,872	22
23	Cash and Temporary Cash Balances	Schedule 200, line 1 + line 2, column b	105,304	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	105,304	24
MATERIALS AND SUPPLIES				
25	Total Materials and Supplies (712)	Note A	32,124	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	32,124	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	137,428	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>Our Ownership</u>	<u>Other Joint Owners</u>
MT Properties	14.61%	BNSF - 43.30%; UP - 42.09%;
Belt Railway Company of Chicago	8.33%	CSX, NS-25% each; BNSF-16.67%; CN-16.67%; UP-8.33%.
Indiana Harbor Belt Railroad Company	49%	CSX/NS - 51%
TTX Company (Formerly Trailer Train)	1.60%	Various others
Transportation and Railroad Assurance Company, Ltd.	13.41%	Various others
Amtrak	N/A	Various others
Albany Port Railroad Corporation	50%	CSX - 50%
Soo Green Renewable Rail LLC	50%	TWTP, LLC - 50%
Kansas City Terminal Railway Company	8.33%	UP - 41.67%, BNSF - 25%, KCS - 16.67%, NS - 8.33%
NY Business Development Corporation	-	Various others
PTC-220 LLC	14.286%	UP, BNSF, CSX, NS, CN, KCS 14.286% each

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	TTX Company (formerly Trailer Train)	1,600	3
4	721	A-1	VII	Amtrak	N/A	4
5	721	A-1	VII	Albany Port Railroad Corporation	50,000	5
6	721	A-1	VII	Kansas City Terminal Railway Company	8,330	6
7				Total Class A-1		7
8						8
9						9
10						10
11						11
12	721	A-4	VI	Transportation and Railroad Assurance Company, Ltd.	13,410	12
13	721	A-4	VI	PTC-220 LLC	14,286	13
14	721	A-3	X	MT Properties	14,610	14
15	721	A-3	X	Canadian Pacific Holdings Corporation	-	15
16	721	A-3	X	Soo Green Renewable Rail LLC	50,000	16
17	721	A-3	X	NY Business Development Corporation	-	17
18				Total Class A-3 & A-4		18
19				Total Class A		19
20						20
21						21
22						22
23						23
24						24
25						25
26	721	E-1	VII	Kansas City Terminal Railway Company	8,330	26
27				Total Class E-1		27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38	721	E-3	X	MT Properties	14,610	38
39				Total Class E-3		39
40				Total Class E		40
41						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			260				1
2	1,359			1,359				2
3	218			218				3
4	1			1				4
5	169			169				5
6	15,000			15,000				6
7	17,007	0	0	17,007	0	0	0	7
8								8
9								9
10								10
11								11
12	1			1			1,408	12
13	5,767	722		6,489				13
14	92			92				14
15	363,400			363,400				15
16	568	1,111		1,679				16
17	1			1			2	17
18	369,829	1,833	0	371,662	0	0	1,410	18
19	386,836	1,833	0	388,669	0	0	1,410	19
20								20
21								21
22								22
23								23
24								24
25								25
26	350			350				26
27								27
28	350	0	0	350				28
29								29
30								30
31								31
32								32
33								33
34								34
35								35
36								36
37								37
38	0			0				38
39								39
40	0	0	0	0	0	0	0	40
41	350	0	0	350	0	0	0	41
42								42
43	387,186	1,833	0	389,019	0	0	1,410	43
44								44

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
4						4
5						5
6						6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
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29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38						38
39						39
40						40

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - 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
4								4
5								5
6								6
7								7
8								8
9								9
10								10
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35								35
36								36
37								37
38								38
39								39
40								40

310A. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES

(Dollars in thousands)

Undistributed Earnings from Certain Investments in Affiliated Companies

1. Report below the details of all investments in common stocks included in Account 721, Investments and Advances Affiliated Companies.
2. Enter in column (c) the amount necessary to retroactively adjust those investments. (See instruction 5-2, Uniform System of Accounts.)
3. Enter in column (d) the share of undistributed earnings (i.e., less dividends) or losses.
4. Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost) at date of acquisition.
5. For 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.
Carriers: (List specifics for each company)								
1	Indiana Harbor Belt Railroad Company	46,493		1,869			48,362	1
2	Albany Port Railroad Corporation	157		75			232	2
3								3
4								4
5								5
6								6
7								7
8								8
9								9
10								10
11								11
12								12
13		46,650	0	1,944	0	0	48,594	13
Noncarrier (List specifics for each company)								
14	Soo Green Renewable Rail LLC	(432)		(795)			(1,227)	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	Grand Total	46,218	0	1,149	0	0	47,367	27

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

1. Give particulars of balances at the beginning and close of the year and of all changes during the year in Account No. 731, "Road and Equipment Property", and Account No. 732, "Improvements on Leased Property", classified by primary accounts in accordance with the Uniform System of Accounts for Railroad Companies. The balances, by primary accounts, should insofar as known, be stated in column (b) and all changes made during the year should be analyzed in columns (c) to (f), inclusive. Column (g) should be the net of the amounts in columns (c) through (f). Column (h) is the aggregate of columns (b) through (f), inclusive. Grand totals of columns (b) and (h) should equal the sum of Accounts 731 and 732 for the respective periods; if not, a full explanation should be made in a footnote.
2. In column (c), show disbursements made for the specific purpose of purchasing, constructing, and equipping new lines, and for the extension of old lines, as provided for in Instruction 2-1, "Items to be charged", in the Uniform System of Accounts for Railroad Companies for such items.
3. In column (d), show the cost of a railway or portion thereof, acquired as an operating entity or system by purchase, merger, consolidation, reorganization, receivership sale or transfer, or otherwise.
4. Columns (c) and (e) should include all entries covering expenditures for additions and betterments, as defined, whether or not replacing other property.
5. All credits representing property sold, abandoned, or otherwise retires 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

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	669,858	0	0	1
2		(3) Grading	490,293	0	0	2
3		(4) Other right-of-way expenditures	4,394	0	0	3
4		(5) Tunnels and subways	9,012	0	0	4
5		(6) Bridges, trestles, and culverts	361,761	0	0	5
6		(7) Elevated structures	0	0	0	6
7		(8) Ties	513,903	0	0	7
8		(9) Rail and other track material	1,039,781	0	0	8
9		(11) Ballast	286,690	0	0	9
10		(13) Fences, snow sheds, and signs	2,306	0	0	10
11		(16) Station and office buildings	32,391	0	0	11
12		(17) Roadway buildings	3,068	0	0	12
13		(18) Water stations	90	0	0	13
14		(19) Fuel stations	10,198	0	0	14
15		(20) Shops and enginehouses	21,437	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	27,000	0	0	19
20		(26) Communication systems	35,656	0	0	20
21		(27) Signals and interlockers	88,274	0	0	21
22		(29) Power plants	196	0	0	22
23		(31) Power-transmission systems	1,742	0	0	23
24		(35) Miscellaneous structures	2,948	0	0	24
25		(37) Roadway machines	83,063	0	0	25
26		(39) Public improvements - Construction	61,234	0	0	26
27		(44) Shop machinery	8,873	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	3,755,920	0	0	30
31		(52) Locomotives	346,585	0	0	31
32		(53) Freight-train cars	335,902	0	0	32
33		(54) Passenger-train cars	450	0	0	33
34		(55) Highway revenue equipment	1,097	0	0	34
35		(56) Floating equipment	0	0	0	35
36		(57) Work equipment	10,851	0	0	36
37		(58) Miscellaneous equipment	20,427	0	0	37
38		(59) Computer systems and word processing equipment	4,248	0	0	38
39		TOTAL EXPENDITURES FOR EQUIPMENT	719,560	0	0	39
40		(76) Interest during construction	21,504	0	0	40
41		(80) Other elements of investment	1,135	0	0	41
42		(90) Construction in progress	268,237	0	0	42
43		GRAND TOTAL	4,766,356	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		2,676	16,743	(14,067)	655,791	1
2		17,673	1,532	16,141	506,434	2
3		619	134	485	4,879	3
4		0	0	0	9,012	4
5		43,084	4,014	39,070	400,831	5
6		0	0	0	0	6
7		44,731	2,596	42,135	556,038	7
8		123,584	11,278	112,306	1,152,087	8
9		22,511	2,408	20,103	306,793	9
10		438	39	399	2,705	10
11		6,203	2,453	3,750	36,141	11
12		27	118	(91)	2,977	12
13		0	23	(23)	67	13
14		1,821	116	1,705	11,903	14
15		1,157	139	1,018	22,455	15
16		0	0	0	0	16
17		0	1,300	(1,300)	0	17
18		0	0	0	0	18
19		442	1,540	(1,098)	25,902	19
20		8,477	5,584	2,893	38,549	20
21		10,458	811	9,647	97,921	21
22		0	0	0	196	22
23		157	1	156	1,898	23
24		151	38	113	3,061	24
25		7,499	852	6,647	89,710	25
26		13,774	2,165	11,609	72,843	26
27		430	219	211	9,084	27
28		0	0	0	452	28
29		0	0	0	0	29
30		305,912	54,103	251,809	4,007,729	30
31		42,621	1,242	41,379	387,964	31
32		13,754	8,263	5,491	341,393	32
33		0	0	0	450	33
34		0	370	(370)	727	34
35		0	0	0	0	35
36		406	453	(47)	10,804	36
37		881	366	515	20,942	37
38		1,302	1,130	172	4,420	38
39		58,964	11,824	47,140	766,700	39
40		2,626	21,504	(18,878)	2,626	40
41		0	0	0	1,135	41
42		(18,661)	124,118	(142,779)	125,458	42
43		348,841	211,549	137,292	4,903,648	43

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

1. Show in columns (b) and (c), for each primary account, the depreciation base used to compute depreciation charges for the month of January, and in columns (d) and (f), the depreciation charges for the month of December. In columns (e) 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 therefore is included in Account Nos. 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.

4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for 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	490,293	503,620	1.39				1
2	(4) Other right-of-way expenditures	4,394	4,816	3.72				2
3	(5) Tunnels and subways	9,012	9,012	1.15				3
4	(6) Bridges, trestles, and culverts	361,761	386,858	2.21				4
5	(7) Elevated structures	0	0	0.00				5
6	(8) Ties	513,903	551,989	4.71				6
7	(9) Rail and other track material	1,039,781	1,129,772	2.60				7
8	(11) Ballast	286,690	302,375	2.69				8
9	(13) Fences, snowsheds, and signs	2,306	2,622	1.10				9
10	(16) Station and office buildings	32,391	35,367	5.45				10
11	(17) Roadway buildings	3,068	2,977	2.35				11
12	(18) Water stations	90	68	10.64				12
13	(19) Fuel stations	10,198	10,584	2.49				13
14	(20) Shops and enginehouses	21,437	22,324	2.23				14
15	(22) Storage warehouses	0	0	0.00				15
16	(23) Wharves and docks	1,300	0	0.00				16
17	(24) Coal and ore wharves	0	0	0.00				17
18	(25) TOFC/COFC terminals	27,000	25,901	5.32				18
19	(26) Communication systems	35,656	37,878	3.94				19
20	(27) Signals and interlockers	88,274	97,193	3.48				20
21	(29) Power plants	196	196	5.38				21
22	(31) Power-transmission systems	1,742	1,898	2.23				22
23	(35) Miscellaneous structures	2,948	3,048	3.38				23
24	(37) Roadway machines	83,063	89,061	5.42				24
25	(39) Public improvements - Construction	61,234	71,212	3.03				25
26	(44) Shop machinery	8,873	9,070	7.39				26
27	(45) Power-plant machinery	452	452	0.29				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	3,086,062	3,298,293	2.95	0	0		30
	EQUIPMENT							
31	(52) Locomotives	346,585	351,835	2.63				31
32	(53) Freight-train cars	335,902	337,744	1.95				32
33	(54) Passenger-train cars	450	450	4.66				33
34	(55) Highway revenue equipment	1,097	727	7.00				34
35	(56) Floating equipment	0	0	0.00				35
36	(57) Work equipment	10,851	10,808	0.00				36
37	(58) Miscellaneous equipment	20,427	20,806	12.13				37
38	(59) Computer systems and word processing equipment	4,248	4,435	14.45				38
39	TOTAL EQUIPMENT	719,560	726,805	2.61	0	0		39
40	GRAND TOTAL	3,805,622	4,025,098	N/A	0	0	N/A	40

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

1. Disclose the required information in regard to credits and debits to Account No. 735, "Accumulated Depreciation: Road and Equipment Property", during the year relating to owned and used road 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 Note 1	40,088	6,929	0	1,520	0	45,497	1
2		Other right-of-way expenditures	807	174	0	134	0	847	2
3		(5) Tunnels and subways	1,243	104	0	0	0	1,347	3
4		(6) Bridges, trestles, and culverts	38,427	8,378	0	4,013	0	42,792	4
5		(7) Elevated structures	0	0	0	0	0	0	5
6		(8) Ties Note 1	132,596	25,356	0	8,846	0	149,106	6
7		(9) Rail and other track material Note 1	152,241	29,243	0	8,175	0	173,309	7
8		(11) Ballast Note 1	48,826	8,330	0	2,391	0	54,765	8
9		(13) Fences, snowsheds, and signs	1,081	40	0	39	0	1,082	9
10		(16) Station and office buildings	8,314	2,399	0	2,331	0	8,382	10
11		(17) Roadway buildings	1,100	72	0	110	0	1,062	11
12		(18) Water stations	71	6	0	23	0	54	12
13		(19) Fuel stations	2,767	264	0	116	0	2,915	13
14		(20) Shops and enginehouses	3,985	463	0	138	0	4,310	14
15		(22) Storage warehouses	0	0	0	0	0	0	15
16		(23) Wharves and docks	691	610	0	1,301	0	0	16
17		(24) Coal and ore wharves	0	0	0	0	0	0	17
18		(25) TOFC/COFC terminals	6,539	1,432	0	545	0	7,426	18
19		(26) Communication systems	12,734	1,708	0	5,585	0	8,857	19
20		(27) Signals and interlockers	29,358	3,231	0	804	0	31,785	20
21		(29) Power plants	55	4	0	0	0	59	21
22		(31) Power-transmission systems	449	35	0	0	0	484	22
23		(35) Miscellaneous structures	499	101	0	37	0	563	23
24		(37) Roadway machines	27,509	3,852	1,439 @	816	0	31,984	24
25		(39) Public improvements-Const.	11,494	2,012	0	2,164	0	11,342	25
26	*	(44) Shop machinery Note 1	2,606	539	0	192	0	2,953	26
27		(45) Power-plant machinery	280	13	0	0	0	293	27
28		All other road accounts	0	0	0	0	0	0	28
29		Amortization (Adjustments) Note 1	42,509	(1,809)	0	0	0	40,700	29
30		TOTAL ROAD	566,269	93,486	1,439	39,280	0	621,914	30
		EQUIPMENT							
31	*	(52) Locomotives	97,477	9,546	0	859	0	106,164	31
32	*	(53) Freight-train cars	135,690	12,000	0	6,342	0	141,348	32
33	*	(54) Passenger-train cars	97	21	0	0	0	118	33
34	*	(55) Highway revenue equipment	353	78	0	228	0	203	34
35	*	(56) Floating equipment	0	0	0	0	0	0	35
36	*	(57) Work equipment	4,268	133	0	(119)	0	4,520	36
37	*	(58) Miscellaneous equipment	8,133	2,659	0	324	0	10,468	37
38		(59) Computer systems and word processing equipment	2,059	533	0	1,203	0	1,389	38
39	*	Amortization (Adjustments)	62,079	(3,304)	0	0	0	58,775	39
40		TOTAL EQUIPMENT	310,156	21,666	0	8,837	0	322,985	40
41		GRAND TOTAL	876,425	115,152	1,439	48,117	0	944,899	41

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

@ Capitalized Roadway Machine depreciation.

Note 1 Included in line 29 col (g) are unamortized amounts for Grading (350); Ties 2,640; Rail and OTM 25,733 and Ballast 8,127.

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)		
		ROAD							
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		TOTAL ROAD							30
		EQUIPMENT							
31		(52) Locomotives							31
32		(53) Freight-train cars							32
33		(54) Passenger-train cars							33
34		(55) Highway revenue equipment							34
35		(56) Floating equipment							35
36		(57) Work equipment							36
37		(58) Miscellaneous equipment							37
38		(59) Computer systems and word processing equipment							38
39		Amortization Adjustment							39
40		TOTAL EQUIPMENT							40
41		GRAND TOTAL	NOTE 1	NOTE 1	NOTE 1	NOTE 1	NOTE 1	NOTE 1	41

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

NOTE 1: Total road and equipment leased is less than 5% of total owned.

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)		
1		ROAD				
2		(3) Grading	818	899	1.39	1
3		(4) Other right-of-way expenditures	0	0	N/A	2
4		(5) Tunnels and subways	1,210	1,210	1.15	3
5		(6) Bridges, trestles & culverts	1,528	1,406	2.21	4
6		(7) Elevated structures	0	0	N/A	5
7		(8) Ties	10,394	12,770	4.71	6
8		(9) Rail & other track material	25,736	25,936	2.60	7
9		(11) Ballast	4,665	5,558	2.69	8
10		(13) Fences snow sheds & signs	0	0	N/A	9
11		(16) Station & office buildings	2,089	5,083	5.45	10
12		(17) Roadway buildings	363	363	2.35	11
13		(18) Water stations	0	0	N/A	12
14		(19) Fuel stations	0	0	N/A	13
15		(20) Shops & enginehouses	0	0	N/A	14
16		(22) Storage warehouses	0	0	N/A	15
17		(23) Wharves & docks	0	0	N/A	16
18		(24) Coal & ore wharves	0	0	N/A	17
19		(25) TOFC/COFC terminals	5,898	5,898	5.32	18
20		(26) Communication systems	148	149	3.94	19
21		(27) Signals & interlockers	2,731	2,300	3.48	20
22		(29) Power plants	0	0	N/A	21
23		(31) Power-transmission systems	0	0	N/A	22
24		(35) Miscellaneous structures	0	0	N/A	23
25		(37) Roadway machines	0	0	N/A	24
26		(39) Public improvements-const.	1,107	1,595	3.03	25
27	*	(44) Shop machinery	0	0	N/A	26
28		(45) Power-plant machinery	0	0	N/A	27
29		All other road accounts	0	0	N/A	28
30		Amortization (Adjustments)	0	0	N/A	29
31		TOTAL ROAD	56,687	63,167	N/A	30
32	*	EQUIPMENT				
33	*	(52) Locomotives	12,593	9,082	2.63	31
34	*	(53) Freight-train cars	1,795	1,584	1.95	32
35	*	(54) Passenger-train cars	0	0	N/A	33
36	*	(55) Highway revenue equipment	0	0	N/A	34
37	*	(56) Floating equipment	0	0	N/A	35
38	*	(57) Work equipment	0	0	N/A	36
39	*	(58) Miscellaneous equipment	0	0	N/A	37
40	*	(59) Computer systems and word processing equipment	0	0	N/A	38
41	*	Amortization Adjustment	0	0	N/A	39
42		TOTAL EQUIPMENT	14,388	10,666	N/A	40
43		GRAND TOTAL (Note 1)	71,075	73,833	N/A	41

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

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

(Dollars in thousands)

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

2. If any entries are made for column (d) "Other credits" or column (f) "Other debits", state the facts occasioning such entries on page 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)	Retire-ments (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & 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		TOTAL ROAD		See Note 1.					29
		EQUIPMENT							
30	*	(52) Locomotives							30
31	*	(53) Freight-train cars							31
32	*	(54) Passenger-train cars							32
33	*	(55) Highway revenue equipment							33
34	*	(56) Floating equipment							34
35	*	(57) Work equipment							35
36	*	(58) Miscellaneous equipment							36
37	*	(59) Computer systems and word processing equipment							37
38		TOTAL EQUIPMENT		See Note 1.					38
39		GRAND TOTAL	15,481	1,881	0	1,177	0	16,185	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)		
		ROAD				
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		TOTAL ROAD		See Note 1.		29
		EQUIPMENT				
30		(52) Locomotives				30
31		(53) Freight-train cars				31
32		(54) Passenger-train cars				32
33		(55) Highway revenue equipment				33
34		(56) Floating equipment				34
35		(57) Work equipment				35
36		(58) Miscellaneous equipment				36
37		(59) Computer systems and word processing equipment				37
38		TOTAL EQUIPMENT		See Note 1.		38
39		GRAND TOTAL	93.875	95.894		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 carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00, and 32-23-00.

2. Disclose credits and debits to Account 735, "Accumulated Depreciation-Road and Equipment Property", during the year relating to road and equipment leased to others, the depreciation charges for which are not 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)		
		ROAD							
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		TOTAL ROAD		See Note 1.					29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight-train cars							31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems and word processing equipment							37
38		TOTAL EQUIPMENT		See Note 1.					38
39		GRAND TOTAL	28,836	2,072	4,351	0	0	35,259	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 Corporation	4,088	4,903,648	944,899	1
2						2
3						3
4						4
5						5
6						6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24
25						25
26						26
27						27
28						28
29						29
30						30
31		TOTAL	4,088	4,903,648	944,899	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	655,791	0	0	0	1
2		(3) Grading	506,434	0	0	0	2
3		(4) Other right-of-way expenditures	4,879	0	0	0	3
4		(5) Tunnels and subways	9,012	0	0	0	4
5		(6) Bridges, trestles, and culverts	400,831	0	0	0	5
6		(7) Elevated structures	0	0	0	0	6
7		(8) Ties	556,038	0	0	0	7
8		(9) Rail and other track material	1,152,087	0	0	0	8
9		(11) Ballast	306,793	0	0	0	9
10		(13) Fences, snow sheds, and signs	2,705	0	0	0	10
11		(16) Station and office buildings	36,141	0	0	0	11
12		(17) Roadway buildings	2,977	0	0	0	12
13		(18) Water stations	67	0	0	0	13
14		(19) Fuel stations	11,903	0	0	0	14
15		(20) Shops and enginehouses	22,455	0	0	0	15
16		(22) Storage warehouses	0	0	0	0	16
17		(23) Wharves and docks	0	0	0	0	17
18		(24) Coal and ore wharves	0	0	0	0	18
19		(25) TOFC/COFC terminals	25,902	0	0	0	19
20		(26) Communication systems	38,549	0	0	0	20
21		(27) Signals and interlockers	97,921	0	0	0	21
22		(29) Power plants	196	0	0	0	22
23		(31) Power-transmission systems	1,898	0	0	0	23
24		(35) Miscellaneous structures	3,061	0	0	0	24
25		(37) Roadway machines	89,710	0	0	0	25
26		(39) Public improvements - Construction	72,843	0	0	0	26
27		(44) Shop machinery	9,084	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	4,007,729	0	0	0	31
32		(52) Locomotives	387,964	0	0	0	32
33		(53) Freight-train cars	341,393	0	0	0	33
34		(54) Passenger-train cars	450	0	0	0	34
35		(55) Highway revenue equipment	727	0	0	0	35
36		(56) Floating equipment	0	0	0	0	36
37		(57) Work equipment	10,804	0	0	0	37
38		(58) Miscellaneous equipment	20,942	0	0	0	38
39		(59) Computer systems and word processing equipment	4,420	0	0	0	39
40		TOTAL EQUIPMENT	766,700	0	0	0	40
41		(76) Interest during construction	2,626	0	0	0	41
42		(80) Other elements of investment	1,135	0	0	0	42
43		(90) Construction in progress	125,458	0	0	0	43
44		GRAND TOTAL	4,903,648	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)

S O O 2 0 1 2

4 5

		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.
<u>WAY AND STRUCTURES:</u>										
<u>ADMINISTRATION</u>										
1		Track	5,587	781	5,467	539	12,374	0	12,374	1
2		Bridge & Building	1,456	656	1,456	356	3,924	0	3,924	2
3		Signal	996	309	1,126	105	2,536	0	2,536	3
4		Communication	780	101	894	54	1,829	0	1,829	4
5		Other	3,125	185	2,364	285	5,959	0	5,959	5
<u>REPAIR AND MAINTENANCE</u>										
6		Roadway And Track Laying & Surfacing-Running	3,958	657	3,559	735	8,909	0	8,909	6
7		Roadway And Track Laying & Surfacing-Switching	885	93	620	119	1,717	0	1,717	7
8		Tunnels & Subways-Running	4	4	3	1	12	0	12	8
9		Tunnels & Subways-Switching	1	0	0	0	1	0	1	9
10		Bridges & Culverts-Running	2,341	857	1,415	511	5,124	0	5,124	10
11		Bridges & Culverts-Switching	73	152	87	86	398	0	398	11
12		Ties-Running	874	620	163	(59)	1,598	0	1,598	12
13		Ties-Switching	448	178	73	38	737	0	737	13
14		Rail & Other Track Material-Running	10,597	3,878	10,199	1,427	26,101	0	26,101	14
15		Rail & Other Track Material-Switching	2,917	1,448	1,089	291	5,745	0	5,745	15
16		Ballast-Running	589	90	849	(8)	1,520	0	1,520	16
17		Ballast-Switching	121	21	18	12	172	0	172	17
18		Road Property Damaged-Running	(109)	278	546	28	743	0	743	18
19		Road Property Damaged-Switching	27	93	16	8	144	0	144	19
20		Road Property Damaged-Other	0	0	0	0	0	0	0	20
21		Signals & Interlockers-Running	2,697	1,746	634	586	5,663	0	5,663	21
22		Signals & Interlockers-Switching	664	283	673	92	1,712	0	1,712	22
23		Communications Systems	2,288	1,729	4,575	322	8,914	0	8,914	23
24		Electric Power Systems	64	13	17	3	97	0	97	24
25		Highway Grade Crossings-Running	1,945	318	344	70	2,677	0	2,677	25
26		Highway Grade Crossings-Switching	169	37	28	28	262	0	262	26
27		Station & Office Buildings	785	225	2,748	2,397	6,155	0	6,155	27
28		Shop Buildings-Locomotives	169	1	996	321	1,487	0	1,487	28
29		Shop Buildings-Freight Cars	37	4	121	157	319	0	319	29
30		Shop Buildings-Other Equipment	56	0	412	75	543	0	543	30

SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

46

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	15	23	842	42	922	0	922	101
102		Miscellaneous Buildings & Structures	97	1	977	94	1,169	0	1,169	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	18	0	1,251	196	1,465	0	1,465	106
107		Motor Vehicle Loading & Distribution Facilities	1	0	6	0	7	0	7	107
108		Facilities For Other Specialized Service Operations	13	1	80	10	104	0	104	108
109		Roadway Machines	934	1,437	521	293	3,185	0	3,185	109
110		Small Tools And Supplies	342	301	53	111	807	0	807	110
111		Snow Removal	2,938	234	1,140	227	4,539	0	4,539	111
112		Fringe Benefits-Running	0	0	0	9,084	9,084	0	9,084	112
113		Fringe Benefits-Switching	0	0	0	2,105	2,105	0	2,105	113
114		Fringe Benefits-Other	0	0	0	7,817	7,817	0	7,817	114
115		Casualties & Insurance-Running	0	0	0	1,260	1,260	0	1,260	115
116		Casualties & Insurance-Switching	0	0	0	216	216	0	216	116
117		Casualties & Insurance-Other	0	0	0	644	644	0	644	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	1,985	0	1,985	0	1,985	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	17,235	0	17,235	0	17,235	124
125		Joint Facility Rent-Debit-Switching	0	0	229	0	229	0	229	125
126		Joint Facility Rent-Debit-Other	0	0	0	0	0	0	0	126
127		Joint Facility Rent-(Credit)-Running	0	0	(4,221)	0	(4,221)	0	(4,221)	127
128		Joint Facility Rent-(Credit)-Switching	0	0	(74)	0	(74)	0	(74)	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

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SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

S O O 2 0 1 2

			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	69,281	69,281	0	69,281	136
137	*	Depreciation-Switching	0	0	0	8,919	8,919	0	8,919	137
138	*	Depreciation-Other	0	0	0	14,622	14,622	0	14,622	138
139		Joint Facility-Debit-Running	0	0	20,731	0	20,731	0	20,731	139
140		Joint Facility-Debit-Switching	0	0	474	0	474	0	474	140
141		Joint Facility-Debit-Other	0	0	0	0	0	0	0	141
142		Joint Facility-(Credit)-Running	0	0	(8,936)	0	(8,936)	0	(8,936)	142
143		Joint Facility-(Credit)-Switching	0	0	(285)	0	(285)	0	(285)	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	57	1	58	0	58	146
147		Dismantling Retired Road Property-Other	0	0	0	0	0	0	0	147
148		Other-Running	0	0	0	0	0	0	0	148
149		Other-Switching	0	0	0	0	0	0	0	149
150		Other-Other	0	0	0	143,392	143,392	0	143,392	150
151		TOTAL WAY AND STRUCTURES	47,902	16,754	72,557	266,893	404,106	0	404,106	151

EQUIPMENT:

LOCOMOTIVES

201		Administration	1,982	55	3,105	1	5,143	0	5,143	201
202	*	Repair And Maintenance	10,798	3,923	66,664	44	81,429	0	81,429	202
203	*	Machinery Repair	22	67	365	10	464	0	464	203
204		Equipment Damaged	95	162	337	(12)	582	0	582	204
205		Fringe Benefits	0	0	0	5,960	5,960	0	5,960	205
206		Other Casualties And Insurance	0	0	0	967	967	0	967	206
207	*	Lease Rentals-Debit	0	0	19,481	0	19,481	0	19,481	207
208	*	Lease Rentals-(Credit)	0	0	(333)	0	(333)	0	(333)	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	27,623	0	27,623	0	27,623	211
212	*	Other Rents-(Credit)	0	0	(39,084)	0	(39,084)	0	(39,084)	212
213	*	Depreciation	0	0	0	9,137	9,137	0	9,137	213
214		Joint Facility-Debit	0	0	0	0	0	0	0	214
215		Joint Facility-(Credit)	0	0	0	0	0	0	0	215
216	*	Repairs Billed To Others-(Credit)	0	0	(13,501)	0	(13,501)	0	(13,501)	216

SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

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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	12,897	4,207	64,657	16,107	97,868	0	97,868	219
<u>FREIGHT CARS</u>										
220		Administration	1,046	85	2,931	25	4,087	0	4,087	220
221	*	Repair & Maintenance	7,547	18,795	19,145	161	45,648	0	45,648	221
222	*	Machinery Repair	22	56	410	7	495	0	495	222
223		Equipment Damaged	138	47	2,435	(41)	2,579	0	2,579	223
224		Fringe Benefits	0	0	0	4,014	4,014	0	4,014	224
225		Other Casualties & Insurance	0	0	0	968	968	0	968	225
226	*	Lease Rentals-Debit	0	0	54,176	0	54,176	0	54,176	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	54,605	0	54,605	0	54,605	230
231	*	Other Rents-(Credit)	0	0	(71,708)	0	(71,708)	0	(71,708)	231
232	*	Depreciation	0	0	0	9,828	9,828	0	9,828	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	(24,421)	0	(24,421)	0	(24,421)	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	8,753	18,983	37,573	14,962	80,271	0	80,271	238
<u>OTHER EQUIPMENT</u>										
301		Administrative	15	0	0	0	15	0	15	301
		Repairs & Maintenance								
302	*	Trucks, Trailers, Containers	0	0	1,413	0	1,413	0	1,413	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	1,765	0	1,765	0	1,765	305
306	*	Machinery	0	0	0	0	0	0	0	306
307	*	Work & Other Non-Revenue Equipment	149	351	1,290	0	1,790	0	1,790	307
308		Equipment Damaged	0	0	0	0	0	0	0	308
309		Fringe Benefits	0	0	0	78	78	0	78	309
310		Other Casualties & Insurance	0	0	0	60	60	0	60	310
311	*	Lease Rentals - Debit	0	0	3,276	0	3,276	0	3,276	311
312	*	Lease Rentals - (Credit)	0	0	0	0	0	0	0	312

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SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

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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)			
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	425	0	425	0	425	315
316	*	Other Rents - (Credit)	0	0	(441)	0	(441)	0	(441)	316
317	*	Depreciation	0	0	0	3,365	3,365	0	3,365	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	(306)	0	(306)	0	(306)	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	164	351	7,422	3,503	11,440	0	11,440	323
324		TOTAL EQUIPMENT	21,814	23,541	109,652	34,572	189,579	0	189,579	324

TRANSPORTATION:

TRAIN OPERATIONS

401		Administration	13,508	856	27,799	976	43,139	0	43,139	401
402		Engine Crews	46,410	353	8,101	1,133	55,997	0	55,997	402
403		Train Crews	45,298	349	8,006	1,054	54,707	0	54,707	403
404		Dispatching Trains	9,091	148	405	128	9,772	0	9,772	404
405		Operating Signals & Interlockers	0	0	0	0	0	0	0	405
406		Operating Drawbridges	868	0	35	0	903	0	903	406
407		Highway Crossing Protection	0	0	1,894	2	1,896	0	1,896	407
408		Train Inspection & Lubrication	6,689	467	3,161	146	10,463	0	10,463	408
409		Locomotive Fuel	0	215,577	198	0	215,775	0	215,775	409
410		Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	410
411		Servicing Locomotives	4,984	3,765	454	114	9,317	0	9,317	411
412		Freight Lost or Damaged - Solely Related	0	0	0	3,392	3,392	0	3,392	412
413		Clearing Wrecks	275	0	3,222	0	3,497	0	3,497	413
414		Fringe Benefits	0	0	0	54,689	54,689	0	54,689	414
415		Other Casualties and Insurance	0	0	0	12,219	12,219	0	12,219	415
416		Joint Facilities - Debit	0	0	11,709	0	11,709	0	11,709	416
417		Joint Facilities - (Credit)	0	0	(3,815)	0	(3,815)	0	(3,815)	417
418		Other	0	0	0	0	0	0	0	418
419		TOTAL TRAIN OPERATIONS	127,123	221,515	61,169	73,853	483,660	0	483,660	419

YARD OPERATIONS

420		Administration	5,209	250	8,373	409	14,241	0	14,241	420
421		Switch Crews	30,138	226	2,022	659	33,045	0	33,045	421

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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.
422		Controlling Operations	4,282	41	310	115	4,748	0	4,748	422
423		Yard And Terminal Clerical	1,915	22	204	38	2,179	0	2,179	423
424		Operating Switches, Signals Retarders & Humps	350	0	693	0	1,043	0	1,043	424
425		Locomotive Fuel	0	15,436	0	0	15,436	0	15,436	425
426		Electric Power Purchased Or Produced For Motive Power	0	0	0	0	0	0	0	426
427		Servicing Locomotives	425	324	29	8	786	0	786	427
428		Freight Lost Or Damaged-Solely Related	0	0	0	0	0	0	0	428
429		Clearing Wrecks	35	0	0	0	35	0	35	429
430		Fringe Benefits	0	0	0	18,316	18,316	0	18,316	430
431		Other Casualties & Insurance	0	0	0	3,403	3,403	0	3,403	431
432		Joint Facility-Debit	0	0	3,213	0	3,213	0	3,213	432
433		Joint Facility-(Credit)	0	0	(232)	0	(232)	0	(232)	433
434		Other	0	0	0	0	0	0	0	434
435		TOTAL YARD OPERATIONS	42,354	16,299	14,612	22,948	96,213	0	96,213	435
<u>TRAIN AND YARD OPERATIONS COMMON</u>										
501		Cleaning Car Interiors	0	0	1,285	0	1,285	0	1,285	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	1,285	0	1,285	0	1,285	506
<u>SPECIALIZED SERVICE OPERATIONS</u>										
507	*	Administration	489	0	196	26	711	0	711	507
508	*	Pickup & Delivery & Marine Line Haul	0	0	0	0	0	0	0	508
509	*	Loading & Unloading & Local Marine	1,302	217	14,399	52	15,970	0	15,970	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	828	828	0	828	512
513	*	Casualties & Insurance	0	0	0	134	134	0	134	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	1,791	217	14,595	1,040	17,643	0	17,643	517

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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.
<u>ADMINISTRATIVE SUPPORT OPERATIONS</u>										
518		Administration	3,221	25	669	69	3,984	0	3,984	518
519		Employees Performing Clerical Functions	4,388	9	2,146	39	6,582	0	6,582	519
520		Communication Systems Operation	0	0	0	0	0	0	0	520
521		Loss & Damage Claims Processing	0	0	103	0	103	0	103	521
522		Fringe Benefits	0	0	0	3,527	3,527	0	3,527	522
523		Casualties & Insurance	0	0	0	76	76	0	76	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 ADMINSTRATIVE SUPPORT OPERATIONS	7,609	34	2,918	3,711	14,272	0	14,272	527
528		TOTAL TRANSPORTATION	178,877	238,065	94,579	101,552	613,073	0	613,073	528
<u>GENERAL AND ADMINISTRATIVE</u>										
601		Officers-General Administration	944	9	2,644	19,635	23,232	0	23,232	601
602		Accounting, Auditing & Finance	2,531	90	5,539	78	8,238	0	8,238	602
603		Management Services And Data Processing	526	5	61,566	17	62,114	0	62,114	603
604		Marketing	1,289	11	5,215	136	6,651	0	6,651	604
605		Sales	1,929	30	5,242	360	7,561	0	7,561	605
606		Industrial Development	785	25	305	69	1,184	0	1,184	606
607		Personnel & Labor Relations	2,724	98	3,332	327	6,481	0	6,481	607
608		Legal And Secretarial	2,453	412	13,684	133	16,682	0	16,682	608
609		Public Relations And Advertising	455	22	786	1,016	2,279	0	2,279	609
610		Research And Development	0	0	0	0	0	0	0	610
611		Fringe Benefits	N/A	N/A	N/A	6,912	6,912	0	6,912	611
612		Casualties & Insurance	N/A	N/A	N/A	1,078	1,078	0	1,078	612
613		Writedown Of Uncollectible Accounts	N/A	N/A	N/A	2,508	2,508	0	2,508	613
614		Property Taxes	N/A	N/A	N/A	26,318	26,318	0	26,318	614
615		Other Taxes Except On Corporate Income Or Payrolls	N/A	N/A	N/A	863	863	0	863	615
616		Joint Facility-Debit	N/A	N/A	N/A	0	0	0	0	616
617		Joint Facility-(Credit)	N/A	N/A	N/A	0	0	0	0	617
618		Other	2,710	164	636	29,708	33,218	0	33,218	618
619		TOTAL GENERAL AND ADMINISTRATIVE	16,346	866	98,949	89,158	205,319	0	205,319	619
620	*	TOTAL CARRIER OPERATING EXPENSES	264,939	279,226	375,737	492,175	1,412,077	0	1,412,077	620

412. WAY AND STRUCTURES
(Dollars in thousands)

1. Report freight expenses only.
2. The total depreciation expense reported in column (b), line 29, should balance to the sum of the depreciation expense reported in schedule 410, column (f) lines, 136, 137 and 138.
3. Report in column (c) the lease/rentals for the various property categories of Way and Structures. The total net lease/rentals reported in column (c), line 29, should balance the net amount reported in schedule 410, column (f), lines 118 through 123, plus lines 130 through 135.
If an entire road or segment of track is leased and if the actual breakdown of lease/rentals by property 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	N/A	1
2		3	Grading	6,934	0	6	2
3		4	Other right-of-way expenditures	176	0	2	3
4		5	Tunnels and subways	104	0	1	4
5		6	Bridges, trestles and culverts	8,338	0	(41)	5
6		7	Elevated structures	0	0	0	6
7		8	Ties	25,296	0	(60)	7
8		9	Rail and other track material	28,396	0	(847)	8
9		11	Ballast	8,112	0	(219)	9
10		13	Fences, snowsheds and signs	28	0	(11)	10
11		16	Station and office buildings	2,356	1,985	(43)	11
12		17	Roadway buildings	71	0	(2)	12
13		18	Water stations	5	0	(1)	13
14		19	Fuel stations	266	0	2	14
15		20	Shops and enginehouses	490	0	27	15
16		22	Storage warehouses	0	0	0	16
17		23	Wharves and docks	517	0	(93)	17
18		24	Coal and ore wharves	0	0	0	18
19		25	TOFC/COFC terminals	1,446	0	14	19
20		26	Communications systems	1,775	0	67	20
21		27	Signals and interlockers	3,073	0	(158)	21
22		29	Power plants	10	0	6	22
23		31	Power transmission systems	40	0	4	23
24		35	Miscellaneous structures	103	0	2	24
25		37	Roadway machines	3,216	0	(636)	25
26		39	Public improvements: construction	2,068	0	57	26
27		45	Power plant machines	2	0	(11)	27
28		--	Other lease/rentals	N/A	0	N/A	28
29		--	TOTAL	92,822	1,985	(1,934)	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 (e) rentals for private-line cars (whether under railroad control or not) and shipper-owned cars.
5. Report in columns (c), (d), (f) and (g) rentals for railroad owned cars prescribed by the Board in EX Parte no. 334, for which rentals are settled on a combination mileage and time basis (basic per diem). Include railroad owned per diem tank cars on line 17.

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

Line No.	Cross Check	Type of equipment (a)	GROSS AMOUNTS RECEIVABLE Per diem basis			GROSS AMOUNTS PAYABLE Per diem basis			Line No.
			Private line cars (b)	Mileage (c)	Time (d)	Private line cars (e)	Mileage (f)	Time (g)	
		CAR TYPES							
1		Box-Plain 40 Foot	0	0	0	0	0	0	1
2		Box-Plain 50 Foot and Longer	0	28	118	526	110	345	2
3		Box-Equipped	0	102	465	867	1,874	4,064	3
4		Gondola-Plain	0	0	0	783	180	399	4
5		Gondola-Equipped	0	627	3,201	0	1,236	2,908	5
6		Hopper-Covered	0	12,860	35,417	590	4,724	13,842	6
7		Hopper-Open Top-General Service	0	376	2,158	0	74	99	7
8		Hopper-Open Top-Special Service	0	0	0	0	10	27	8
9		Refrigerator-Mechanical	0	0	0	2	22	198	9
10		Refrigerator-Non-Mechanical	0	60	138	0	52	188	10
11		Flat TOFC/COFC	0	0	32	8,114	346	1,505	11
12		Flat Multi-Level	0	2,612	4,778	4,723	274	29	12
13		Flat-General Service	0	0	0	30	6	10	13
14		Flat-Other	0	2,068	5,858	2,038	623	1,477	14
15		Tank-Under 22,000 Gallons	0	0	0	85	1	1	15
16		Tank-22,000 Gallons and Over	0	0	0	24	2	2	16
17		All Other Freight Cars	0	1	5	0	6	13	17
18		Auto Racks	0	0	804	2,171	0	5	18
19		TOTAL FREIGHT TRAIN CARS	0	18,734	52,974	19,953	9,540	25,112	19
		OTHER FREIGHT-CARRYING EQUIPMENT							
20		Refrigerated Trailers	0	0	0	0	0	0	20
21		Other Trailers	0	0	0	0	0	0	21
22		Refrigerated Containers	0	0	0	0	0	0	22
23		Other Containers	0	0	0	0	0	0	23
24	*	TOTAL TRAILERS AND CONTAINERS	0	0	0	0	0	0	24
25		GRAND TOTAL (LINES 19 AND 24)	0	18,734	52,974	19,953	9,540	25,112	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 therefore are included in the rent for equipment and Account Nos. 31-21-00, 31-22-00, 31-23-00, 35-21-00, 35-22-00 and 35-23-00. It should include the cost of equipment owned and leased to others when the rents are included in the rent for Equipment Account Nos. 32-21-00, 32-22-00, 32-23-00, 36-21-00, 36-22-00, and 36-23-00.

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

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

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

415. SUPPORTING SCHEDULE - EQUIPMENT
(Dollars in thousands)

Line No.	Cross Check	Types of equipment	Repairs (net expense) (b)	Depreciation		Amortization Adjustment net during year (e)	Line No.
				Owned (c)	Capitalized lease (d)		
1		LOCOMOTIVES					
		Diesel Locomotive-Yard	4,485	128	0	(6)	1
2		Diesel Locomotive-Road	63,443	8,624	0	(789)	2
3		Other Locomotive-Yard	0	0	0	0	3
4		Other Locomotive-Road	0	0	0	0	4
5	*	TOTAL LOCOMOTIVES	67,928	8,752	0	(795)	5
		FREIGHT TRAIN CARS					
6		Box-Plain 40 Foot	0	0	0	(17)	6
7		Box-Plain 50 Foot and Longer	107	144	0	87	7
8		Box-Equipped	213	(259)	0	(261)	8
9		Gondola-Plain	0	0	0	0	9
10		Gondola-Equipped	1,118	(424)	2,909	(313)	10
11		Hopper-Covered	15,219	4,834	890	(1,450)	11
12		Hopper-Open Top-General Service	600	157	0	(19)	12
13		Hopper-Open Top-Special Service	0	0	0	0	13
14		Refrigerator-Mechanical	0	0	0	0	14
15		Refrigerator-Nonmechanical	365	75	0	29	15
16		Flat TOFC/COFC	0	(7)	0	(7)	16
17		Flat Multi-level	1,601	199	0	(46)	17
18		Flat-General Service	0	(1)	0	(1)	18
19		Flat-Other	1,998	64	0	(41)	19
20		All Other Freight Cars	0	0	0	0	20
21		Cabooses	6	(36)	0	(51)	21
22		Auto Racks	0	1,111	0	(255)	22
23		Miscellaneous Accessories	0	0	0	0	23
24	*	TOTAL FREIGHT TRAIN CARS	21,227	5,857	3,799	(2,345)	24
		OTHER EQUIPMENT-REVENUE					
25		Refrigerated Trailers	0	0	0	0	25
26		Other Trailers	0	0	0	0	26
27		Refrigerated Containers	0	0	0	0	27
28		Other Containers	655	0	0	0	28
29		Bogies	0	0	0	0	29
30		Chassis	249	67	0	(12)	30
31		Other Highway Equipment (Freight)	504	0	0	0	31
32	*	TOTAL HIGHWAY EQUIPMENT	1,408	67	0	(12)	32
		FLOATING EQUIPMENT-REVENUE					
33		Marine Line-Haul	0	0	0	0	33
34		Local Marine	0	0	0	0	34
35	*	TOTAL FLOATING EQUIPMENT	0	0	0	0	35
		OTHER EQUIPMENT					
36	*	Passenger and Other Revenue Equipment (Freight Portion)	0	21	0	0	36
37	*	Computer systems and word processing equipment	1,765	800	0	268	37
38	*	Machinery-Locomotives ¹	464	385	0	72	38
39	*	Machinery-Freight Cars ²	495	172	0	32	39
40	*	Machinery-Other Equipment ³	0	107	0	21	40
41	*	Work and Other Non-revenue Equipment	1,489	2,370	0	(422)	41
42		TOTAL OTHER EQUIPMENT	4,213	3,855	0	(29)	42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	94,776	18,531	3,799	(3,181)	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.

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	40,467	0	66	0	1
2		7,030	347,497	0	106,098	0	2
3		0	0	0	0	0	3
4		0	0	0	0	0	4
5		7,687	387,964	0	106,164	0	5
6		0	0	0	24	0	6
7		202	2,372	0	2,001	0	7
8		25	838	0	(1,181)	0	8
9		0	0	0	0	0	9
10		4,019	13,160	0	6,370	0	10
11		31,601	263,258	5,243	116,339	1,955	11
12		3,348	5,618	0	46	0	12
13		2,793	0	0	0	0	13
14		0	0	0	0	0	14
15		483	977	0	991	0	15
16		(24)	0	0	(15)	0	16
17		3,388	5,724	0	1,305	0	17
18		0	0	0	(8)	0	18
19		5,389	3,937	0	2,366	0	19
20		0	0	0	0	0	20
21		0	506	0	462	0	21
22		2,952	39,760	0	10,693	0	22
23		0	0	0	0	0	23
24		54,176	336,150	5,243	139,393	1,955	24
25		0	0	0	0	0	25
26		0	0	0	0	0	26
27		0	0	0	0	0	27
28		2,374	0	0	0	0	28
29		0	0	0	0	0	29
30		590	727	0	203	0	30
31		0	0	0	0	0	31
32		2,964	727	0	203	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	450	0	118	0	36
37		0	4,420	0	1,389	0	37
38		0	5,269	0	1,712	0	38
39		0	2,363	0	767	0	39
40		0	1,452	0	474	0	40
41		296	31,746	0	14,988	0	41
42		296	45,700	0	19,448	0	42
43		65,123	770,541	5,243	265,208	1,955	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 (c). This calculation should equal the amount shown in column (c), Schedule 335.

416. SUPPORTING SCHEDULE - ROAD
(Dollars in thousands)

Line No.	Density category (Class) (a)	Account No. (b)	Owned and used			Improvements to leased property			Capitalized leases			TOTAL		Line No.
			Inv. Base (c)	Accum. depr. (d)	Depr. rate % (e)	Inv. Base (f)	Accum. depr. (g)	Depr. rate % (h)	Inv. Base (i)	Current year Amort. (j)	Accum. Amort. (k)	Inv. Base (l)	Accum. Depr. & Amort. (m)	
1	I	3	22,438	3,971	1.39	187	18	1.39	0	0	0	22,625	3,989	1
2		8	177,588	58,737	4.39	4,263	780	4.39	0	0	0	181,851	59,517	2
3		9	344,989	81,498	3.24	9,681	3,401	3.24	0	0	0	354,670	84,899	3
4		11	119,064	33,497	2.33	1,915	241	2.33	0	0	0	120,979	33,738	4
5	Sub-Total		664,079	177,703		16,046	4,440		0	0	0	680,125	182,143	5
6	II	3	424,040	34,901	1.39	555	103	1.41	0	0	0	424,595	35,004	6
7		8	293,113	69,614	5.46	6,404	1,477	3.85	0	0	0	299,517	71,091	7
8		9	636,542	76,580	2.47	14,438	2,343	1.87	0	0	0	650,980	78,923	8
9		11	156,405	22,276	2.77	3,247	521	1.58	0	0	0	159,652	22,797	9
10	Sub-Total		1,510,100	203,371		24,644	4,444		0	0	0	1,534,744	207,815	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	59,058	6,137	1.39	156	17	1.39	0	0	0	59,214	6,154	16
17		8	72,197	19,846	4.29	2,473	1,292	2.92	0	0	0	74,670	21,138	17
18		9	144,584	34,809	2.48	1,853	411	1.84	0	0	0	146,437	35,220	18
19		11	25,648	6,209	3.54	514	148	1.25	0	0	0	26,162	6,357	19
20	Sub-Total		301,487	67,001		4,996	1,868		0	0	0	306,483	68,869	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		2,475,666	448,075	0	45,686	10,752	N/A	0	0	0	2,521,352	458,827	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 (a)	TOFC/COFC terminal (b)	Floating equipment (c)	Coal marine terminal (d)	Ore marine terminal (e)	Other marine terminal (f)	Motor vehicle load and distribution (g)	Protective services refrigerator car (h)	Other special services (i)	Total columns (b - i) (j)	Line No.
1	*	Administration	711	0	0	0	0	0	0	0	711	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	15,538	0	0	0	0	432	N/A	0	15,970	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	828	0	0	0	0	0	0	0	828	6
7	*	Casualty and insurance	134	0	0	0	0	0	0	0	134	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	17,211	0	0	0	0	432	0	0	17,643	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.	36,141	1,356	45	834
Total Road	36,141	1,356	45	834
(53) Freight Train Cars	341,393	5,243	460	1,955
Total Equipment	341,393	5,243	460	1,955
GRAND TOTAL	377,534	6,599	505	2,789

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	37,259	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax & Surtax	860	2
3		Excess Profits	0	3
4	*	Total Income Taxes (ln. 2 + 3)	860	4
5		Railroad Retirement	50,828	5
6		Hospital Insurance	4,312	6
7		Supplemental Annuities	0	7
8		Unemployment Insurance	3,979	8
9		All Other United States Taxes	192	9
10		Total - U.S. Government Taxes	60,171	10
11		Total Railway Taxes	97,430	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.	1,292,315	41,168	0	1,333,483	1
2		0	0	0	0	2
3	Capital leases	86	(2)	0	84	3
4	Amortization of rights of way, Sec. 185 I.R.C.	0	0	0	0	4
5	Intangibles	17,353	(11,280)	0	6,073	5
6	Undistributed earnings from affiliates	17,630	753	0	18,383	6
7	Gross deferred tax liabilities	1,327,384	30,639	0	1,358,023	7
8	Accelerated amortization of facilities, Sec. 168 I.R.C.	(10,166)	(1,268)	0	(11,434)	8
9	Pension & Post retirement benefits	(32,641)	2,800	0	(29,841)	9
10	Reserves for employee severance/related costs	(4,846)	674	0	(4,172)	10
11	Expense reserves & environmental remediation	(47,805)	5,001	0	(42,804)	11
12	Capital Leases	0	0	0	0	12
13	Other items	(40,675)	(14,516)	0	(55,191)	13
14	Net operating loss carryforwards (Federal and State)	(21,339)	(2,606)	0	(23,945)	14
15	Other credit carryforwards	(47,667)	(4,129)	0	(51,796)	15
16	Minimum tax credit carryforwards	(23,493)	47	0	(23,446)	16
17	Gross deferred tax assets	(228,632)	(13,997)	0	(242,629)	17
18	Deferred tax assets valuation allowance	1,595	104	0	1,699	18
19	NET DEFERRED TAX LIABILITIES	1,100,347	16,746	0	1,117,093	19

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

***Footnotes:**

1. If Flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit	\$ <u>N/A</u>
If deferral method for investment tax credit was elected:	
(1) Indicate amount of credit utilized as a reduction of tax liability for current year	\$ <u>N/A</u>
(2) Deduct amount of current year's credit applied to a reduction of tax liability but deferred for accounting purposes	\$ <u>N/A</u>
(3) Balance of current year's credit used to reduce current year's tax accrual	\$ <u>N/A</u>
(4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual	\$ <u>N/A</u>
(5) Total decrease in current year's tax accrual resulting from use of investment tax credits	\$ <u>N/A</u>
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	\$ <u>41,801</u>

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 2007. 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 2007.

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

	<u>2012</u>	<u>2011</u>
Balance at beginning of year	\$3,506	\$5,484
Additions based on tax positions related to the current year	386	593
Additions for tax positions of prior years	113	919
Reductions for tax positions of prior years	(259)	(3,490)
Reductions for tax positions due to statute of limitations	<u>0</u>	<u>0</u>
Balance at end of the year	<u>\$3,746</u>	<u>\$3,506</u>

Included in the SOO balance at December 31, 2012 is \$2.8 million (2011, \$2.6 million) 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 \$.9 million (12/31/2011 \$.2 million) for the payment of interest and penalties accrued at December 31, 2012.

The computation of deferred taxes under ASC 740 (previously 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.

As of December 31, 2012, SOO had federal and state minimum tax credit carryforwards in the amount of \$23.4 million. These credits are available to be carried forward indefinitely without expiration. During 2012, no minimum tax credits were generated and no minimum tax credits that were anticipated to be used in 2012 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	606	Other Credits to Retained Earnings:		710	1
2		ASC 715 and 958 (formerly SFAS 87 / SFAS 158) "Employers			2
3		Accounting for Pensions"			3
4					4
5	551	Miscellaneous Income Charges:			5
6		Impairment of Powder River Basin Land	20,774		6
7		Donations	1,295		7
8		Foreign Exchange	1,275		8
9					9
10					10
11					11
12					12
13					13
14					14
15					15
16					16
17					17
18					18
19					19
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21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

501. GUARANTIES AND SURETYSHIPS

(Dollars in thousands)

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

This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 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
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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, 2012.

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	7,819
3	765 / 767	Funded Debt Unmatured	Sch. 200, L. 41	2,541
4	766	Equipment Obligations	Sch. 200, L. 42	90,199
5	766.5	Capitalized Lease Obligations	Sch. 200, L. 43	3,340
6	768	Debt in Default	Sch. 200, L. 44	0
7	769	Accounts Payable: Affiliated Companies	Sch. 200, L. 45	1,298,761
8	770.1 / 770.2	Unamortized Debt Premium	Sch. 200, L. 46	0
9		Total Debt	Sum L. 1-8	1,402,660
10		Debt Directly Related to Road Property	Note 1.	3,249
11		Debt Directly Related to Equipment	Note 1.	100,649
12		Total Debt Directly Related to Road and Equipment	Sum L. 10 and 11	103,898
13		Percent Directly Related to Road	L.10/L.12 (2 decimals)	3.13%
14		Percent Directly Related to Equipment	L.11/L.12 (2 decimals)	96.87%
15		Debt Not Directly Related to Road or Equipment	L.9 minus L.12	1,298,762
16		Road Property Debt (Note 2)	(L.13 x L.15) plus L.10	43,900
17		Equipment Debt (Note 2)	(L.14 x L.15) plus L.11	1,358,760

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	99,164
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	99,164
22		Interest Directly Related to Road Property Debt	Note 4.	140
23		Interest Directly Related to Equipment Debt	Note 4.	7,815
24		Interest Not Directly Related to Road and Equipment Debt	L.21-(L.22+L.23)	91,209
25		Interest Road Property Debt (Note 5)	L.22+(L.24xL.13)	2,995
26		Interest Equipment Debt (Note 5)	L.23+(L.24xL.14)	96,169
27		Embedded Rate of Debt Capital-Road Property	L.25/ L.16	6.82%
28		Embedded Rate of Debt Capital-Equipment	L.26/ L.17	7.08%

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 (e).

5. In column (d), report the dollar amounts of the transactions shown and the effect of any change in the method of establishing the terms from that used in the preceding period.

6. In column (e), report the dollar amounts due from or to related parties and, if not otherwise apparent, the terms and manner of settlement. Insert (P) 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.
					Receivable	Payable	Receivable	Payable	
1									1
2									2
3	Canadian Pacific Railway - Parent		Controlled	Asset Purchase/Sale	478	2,716	0	0	3
4				Data Processing Services	0	85,327	0	1,152	4
5				Equipment Repairs	18,137	24,351	1,205	686	5
6				Fuel Equalization	5,865	6,941	890	1,551	6
7				Joint Operating Activities	855	0	27	99	7
8				Lease Rentals	0	2,008	497	2,025	8
9				Locomotive HPH Equalization	11,373	2,467	787	145	9
10				Management Services	0	36,462	0	15,584	10
11				Materials Purchased	2,086	4,662	52	1,544	11
12				Track Repairs & Projects	2,147	31,828	723	465	12
13									13
14									14
15									15
16	Canadian Pacific Railway - Affiliates		Common	Interest Expense		94,015		12,320	16
17				Loan Fees		180		30	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

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		26.143				30			1
2										2
3										3
4	RELAY		11.912				427			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	38.055	\$0	\$0	N/A	457	\$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 (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	TOTAL (i)	Line No.
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of running tracks (f)				
1										1
2	I	100.00%	4,062	231	11	249	280	650	5,483	2
3										3
4	J-1	50.00%	52	6	0	5	24	78	165	4
5										5
6	5		2,020	189	16	65	59	80	2,429	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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47										47
48										48
49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57	TOTAL		6,134	426	27	319	363	808	8,077	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.

Line No.	Cross Check	State or Territory (a)	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		Illinois	159	0	0	0	236	395	0	0	1
2		Indiana	0	0	0	0	154	154	0	0	2
3		Iowa	653	0	0	0	2	655	0	0	3
4		Kansas	0	0	0	0	0	0	0	0	4
5		Michigan	0	0	0	0	80	80	0	0	5
6		Minnesota	1,218	0	0	0	506	1,724	53	0	6
7		Missouri	139	0	0	0	4	143	0	0	7
8		Montana	0	0	0	0	0	0	57	0	8
9		Nebraska	34	0	0	0	7	41	0	0	9
10		New Jersey	0	0	0	0	68	68	0	0	10
11		New York	355	0	0	0	200	555	0	0	11
12		North Dakota	484	0	0	0	0	484	603	0	12
13		Ohio	0	0	0	0	30	30	0	0	13
14		Pennsylvania	127	0	0	0	325	452	0	0	14
15		South Dakota	597	0	0	0	127	724	0	0	15
16		Wisconsin	315	0	0	0	307	622	0	0	16
17		Wyoming	7	0	0	0	0	7	0	0	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		Total Mileage (single track)	4,088	0	0	0	2,046	6,134	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 (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year					Line No.
				Units Installed					Owned and used (h)	Leased from others (i)	Total in service of respondent [col (h) & (i)] (j)	Aggregate capacity of units reported in col (j) (See Ins. 7) (k)	Leased to others (l)	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)							
		Locomotive Units										(HP)		
1		Diesel-freight units												1
2		Diesel-passenger units												2
3		Diesel-multi purpose units	516	22	0	0	0	5	282	251	533	1,803,780	0	3
4		Diesel-switching units	42	0	0	0	0	2	16	24	40	65,000	0	4
5	*	Total (lines 1 to 4) units	558	22	0	0	0	7	298	275	573	1,868,780	0	5
6	*	Electric-locomotives												6
7	*	Other self-powered units												7
8	*	TOTAL (lines 5, 6 and 7)	558	22	0	0	0	7	298	275	573	1,868,780	0	8
9	*	Auxiliary units										N/A		9
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 & 9)	558	22	0	0	0	7	298	275	573	N/A	0	10

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

Line No.	Cross Check	Type or design of units (a)	Before 1/1/1990 (b)	Between 1/1/1990 and 12/31/1994 (c)	Between 1/1/1995 and 12/31/1999 (d)	Between 1/1/2000 and 12/31/2004 (e)	Between 1/1/2005 and 12/31/2009 (f)	During Calendar Year						Line No.
								2010 (g)	2011 (h)	2012 (i)	2013 (j)	2014 (k)	TOTAL (l)	
11	*	Diesel	339	0	82	43	87	0	0	22	0	0	573	11
12	*	Electric												12
13	*	Other self-powered units												13
14	*	TOTAL (lines 11 to 13)	339	0	82	43	87	0	0	22	0	0	573	14
15	*	Auxiliary units												15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 & 15)	339	0	82	43	87	0	0	22	0	0	573	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.
				Units Installed					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		
				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								
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)		
17		PASSENGER-TRAIN CARS Non-Self-Propelled Coaches [PA, PB, PBO]									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, ET]									0			24	
25		Electric combined cars [EC]									0			25	
26		Internal combustion rail motorcars [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	1	1	0	1	N/A	0	31	
32		Derrick & snow removal cars [MWU,MWV,MWW,MWK]	15	0	0	0		0	15	0	15	N/A	0	32	
33		Dump and ballast cars [MWB, MWD]	244	0	0	0	0	19	225	0	225	N/A	0	33	
34		Other maintenance and service equipment cars	282	0	0	0	12	23	271	0	271	N/A	0	34	
35		TOTAL (lines 30 to 34)	543	0	0	0	12	43	512	0	512	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 (i).

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' (B1_, B2_)	0	0	0	0	0	0	36
37		Plain box cars - 50' and longer (B3_0-7, B4_0-7, B5_, B6_ B7_, B8_)	97	0	0	0	0	0	37
38		Equipped box cars (All code A) Except A_5_)	72	0	0	0	0	0	38
39		Plain gondola cars (All codes G & J, J-1,J-2,J-3 & J-4)	0	0	0	0	0	0	39
40		Equipped gondola cars (All code E)	1,071	0	0	0	0	266	40
41		Covered hopper cars (All code C_1,C_2,C_3,C_4)	13,026	1,042	0	0	0	0	41
42		Open top hopper cars-general service (All code H)	603	100	0	0	0	0	42
43		Open top hopper cars-special service (J-0), and All code K)	0	0	0	0	0	0	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_)	109	0	0	0	0	0	45
46		Flat cars - TOFC/COFC (All code P, Q & S, except Q8_)	0	0	0	0	0	0	46
47		Flat cars - multi-level (All code V)	697	0	0	0	0	0	47
48		Flat cars-general service (F10_, F20_, F30_)	1	0	0	0	0	0	48
49		Flat cars-other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6_, F_8_, F40_)	1,451	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_, F_7_, All codes L & Q8_)	0	0	0	0	0	0	52
53		TOTAL (lines 36 to 52)	17,127	1,142	0	0	0	266	53
54		Caboose (All code M-930)	N/A	28	0	0	0	0	54
55		TOTAL (lines 53 & 54)	17,127	1,170	0	0	0	266	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		8	89	0	89	0	6,675	0	37
38		11	61	0	61	0	4,819	15	38
39		0	0	0	0	0	0	0	39
40		392	412	533	845	100	96,558	0	40
41		1,511	6,166	6,391	12,027	530	1,384,306	0	41
42		55	227	421	648	0	65,603	0	42
43		0	0	0	0	0	0	0	43
44		0	0	0	0	0	0	0	44
45		76	6	27	33	0	2,807	0	45
46		0	0	0	0	0	0	0	46
47		15	310	372	682	0	25,990	0	47
48		0	1	0	1	0	77	0	48
49		57	105	1,289	1,394	0	158,890	0	49
50		0	0	0	0	0	0	0	50
51		0	0	0	0	0	0	0	51
52		0	0	0	0	0	0	0	52
53		2,125	7,377	9,033	15,780	630	1,745,725	15	53
54		4	24	0	N/A	24	N/A	0	54
55		2,129	7,401	9,033	15,780	654	1,745,725	15	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_)	209	180	0	0	0	0	59
60		Dry van (U2_ ,Z_ ,Z6_ ,I-6)	1,726	0	0	1	0	0	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 (Z0_ ,U6_) See note)							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)	1,935	183	0	1	0	0	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		0	209	180	209	180	13,225	0	59
60		1	1	1,725	1,726	0	50,060		60
61									61
62									62
63									63
64									64
65									65
66									66
67		3	0	0	0	0	0	0	67
68									68
69									69
70		4	210	1,905	1,935	180	63,285	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.

Line No.	Class of equipment (a)	Number of units (b)	Total weight (tons) (c)	Total cost (d)	Method of acquisition (see instructions) (e)	Line No.
NEW UNITS						
1	Locomotive Units					1
2	Diesel-multi purpose units	22	44,000	\$35,862	P	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	TOTAL NEW UNITS	22	44,000	\$35,862	N/A	25
REBUILT UNITS						
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	TOTAL REBUILT UNITS	0	0	\$0	N/A	38
39	GRAND TOTAL UNITS	22	44,000	\$35,862	N/A	39

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

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

Track category 1

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

Potential abandonments - Route segments identified by railroads as potentially subject to abandonment as required by Section 10904 of the Interstate Commerce Act.

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

720. TRACK AND TRAFFIC CONDITIONS

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

Line No.	Track category (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton-miles per track mile* (use two decimal places) (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders (e)	Line No.
1	A	1,199	37.82	43.10	2.20	1
2	B	2,032	10.44	35.78	111.49	2
3	C	952	3.07	23.36	2.92	3
4	D	395	0.42	18.44	0.00	4
5	E	1,006	XXXXXXXX	XXXXXXXX	0.00	5
6	TOTAL (1)	5,584	11.42	33.51	116.61	6
7	F	560	XXXXXXXX	XXXXXXXX	0.00	7
8	Potential abandonments	0	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 64 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 andling 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 crossties laid in replacement							Total	Switch and bridge ties (board feet)	Crossties switch and bridge ties	Line No.
		New ties				Second-hand ties					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	52,380	0	0	0	0	0	0	52,380	151,824	5.5%	1
2	B	169,501	0	0	0	0	0	0	169,501	168,184	3.7%	2
3	C	20,575	0	0	0	0	0	0	20,575	109,510	16.9%	3
4	D	638	0	0	0	0	0	0	638	50,321	44.8%	4
5	E	5,529	0	0	0	0	0	0	5,529	57,194	42.4%	5
6	TOTAL	248,623	0	0	0	0	0	0	248,623	537,033	6.5%	6
7	F	113,250	0	0	0	0	0	0	113,250	139,361	1.1%	7
8	Potential abandonments	0	0	0	0	0	0	0	0	0	0.0%	8

9 Average cost per crosstie \$ 48.02 and switchtie (MBM) \$ 1,253.02

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 (in dollars) (c)	Total cost of crossties laid in new tracks during year (in thousands) (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (in dollars) (f)	Total cost of switch & bridge ties laid in new tracks during year (in dollars) (g)		
1	T	43,408	\$76.81	\$3,334	32,556	\$1,297.35	\$42	New	1
2									2
3									3
4									4
5									5
6									6
7									7
8									8
9									9
10									10
11									11
12									12
13									13
14									14
15									15
16									16
17									17
18									18
19									19
20	TOTAL	43,408	\$76.81	\$3,334	32,556	\$1,297.35	\$42		20
21	Number of miles of new running tracks, passing tracks, crossovers, etc., in which ties were laid							11.36	21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid							1.93	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				
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
1	A	123.81	2.30	1.75	9.52	125.56	11.82	2.8%	1
2	B	72.51	0.94	2.30	63.48	74.81	64.42	2.7%	2
3	C	26.15	1.61	2.74	38.54	28.89	40.15	1.7%	3
4	D	1.18	0.14	0.00	1.23	1.18	1.37	1.5%	4
5	E	0.08	0.20	0.50	3.41	0.58	3.61	37.8%	5
6	TOTAL	223.73	5.19	7.29	116.18	231.02	121.37	3.0%	6
7	F	28.38	2.04	1.61	0.96	29.99	3.00	1.9%	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 \$ 959.91 Relay \$ 238.37

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 (in thousands)	Average cost per ton (in dollars) (2,000 lb)	Weight of rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year (in thousands)	Average cost per ton (in dollars) (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	115	1.624	\$1.716	\$1,056.75	115	16	\$15	\$957.60	1
2	NEW	136	947	\$893	\$943.26					2
3										3
4										4
5	RELAY					131	223	45	202.44	5
6	RELAY					115	665	153	230.61	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	2.571	\$2.609	\$1,015.06	N/A	904	\$213	236.00	33
34	Number of miles of new running tracks, cross-overs, etc., in which rails were laid.							11.36		34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid.							1.93		35
36	Track-miles of welded rail installed on system this year				11.80					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	1,078.83	0.00	NONE	1
2	133	18.30	0.00	NONE	2
3	132	452.58	0.00	NONE	3
4	131	229.12	0.00	NONE	4
5	130	0.17	0.00	NONE	5
6	119	3.68	0.00	NONE	6
7	115	1,418.39	0.00	NONE	7
8	112	320.49	0.00	NONE	8
9	110	3.70	0.00	NONE	9
10	100	268.67	0.00	NONE	10
11	90	332.51	0.00	NONE	11
12	85	83.94	0.00	NONE	12
13	80	35.24	0.00	NONE	13
14	75	4.30	0.00	NONE	14
15	72	74.39	0.00	NONE	15
16	70	0.00	0.00	NONE	16
17	65	2.10	0.00	NONE	17
18	60	0.90	0.00	NONE	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	4,327.31	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	Track surfacing		Line No.
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles) (f)	Percent replaced (g)	Cubic yards of ballast placed (h)	Miles surfaced (i)	Percent surfaced (j)	
		Crossties (b)	Switch and Bridge ties (board feet) (c)	Crossties (d)	Switch and Bridge ties (board feet) (e)						
1	A	52,380	151,824	1.5%	*	137.38	5.7%	62,478	129.5	10.8%	1
2	B	169,501	168,184	2.8%	*	139.23	3.4%	87,727	169.4	8.3%	2
3	C	20,575	109,510	0.7%	*	69.04	3.6%	151,108	263.3	27.7%	3
4	D	638	50,321	0.1%	*	2.55	0.3%	3,629	6.0	1.5%	4
5	E	5,529	57,194	0.2%	*	4.19	0.2%	26,578	17.7	1.8%	5
6	TOTAL	248,623	537,033	1.5%	*	352.39	3.2%	331,520	585.9	10.5%	6
7	F	113,250	139,361	6.7%	*	32.99	2.9%	27,843	23.0	4.1%	7
8	Potential abandonments	0	0	0.0%	*	0.00	0.0%	0	0.0	0.0%	8

* This information is not available.

750. CONSUMPTION OF DIESEL FUEL (Dollars in thousands)

LOCOMOTIVES			
Line No.	Kind of locomotive service (a)	Diesel	Line No.
		Diesel oil (gallons) (b)	
1	Freight	66,339,028	1
2	Passenger	0	2
3	Yard switching	4,795,699	3
4	TOTAL	71,134,727	4
5	COST OF FUEL \$(000) *	231,211	5
6	Work Train	441,047	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, café, 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 CBS.
- (M) Road service represents elapsed time of transportation trains (both ordinary and light) between the time of leaving the initial terminals and the time at final terminals, including trains switching at way stations and delays on road as shown by 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)	6,134	XXXXXX	1
		2. Train Miles - Running (B)	XXXXXX	XXXXXX	
2		2-01 Unit Trains	2,252,410	XXXXXX	2
3		2-02 Way Trains	1,322,163	XXXXXX	3
4		2-03 Through Trains	8,369,171	XXXXXX	4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	11,943,744	XXXXXX	5
6		2-05 Motorcars (C)	0	XXXXXX	6
7		2-06 TOTAL ALL TRAINS (lines 5, 6)	11,943,744	XXXXXX	7
		3. Locomotive Unit Miles (D)	XXXXXX	XXXXXX	
		Road Service (E)	XXXXXX	XXXXXX	
8		3-01 Unit Trains	5,290,815	XXXXXX	8
9		3-02 Way Trains	2,264,241	XXXXXX	9
10		3-03 Through Trains	20,428,461	XXXXXX	10
11		3-04 TOTAL (lines 8-10)	27,983,517	XXXXXX	11
12		3-11 Train Switching (F)	2,759,846	XXXXXX	12
13		3-21 Yard Switching (G)	2,139,983	XXXXXX	13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	32,883,346	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	652	XXXXXX	16
17		4-012 Box-Equipped	12,899	XXXXXX	17
18		4-013 Gondola-Plain	1,358	XXXXXX	18
19		4-014 Gondola-Equipped	9,164	XXXXXX	19
20		4-015 Hopper-Covered	79,239	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	2,524	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	41	XXXXXX	22
23		4-018 Refrigerator-Mechanical	80	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	443	XXXXXX	24
25		4-020 Flat-TOFC/COFC	10,749	XXXXXX	25
26		4-021 Flat-Multi-Level	3,359	XXXXXX	26
27		4-022 Flat-General Service	30	XXXXXX	27
28		4-023 Flat-All Other	10,229	XXXXXX	28
29		4-024 All Other Car Types-Total	251	XXXXXX	29
30		4-025 TOTAL (lines 15-29)	131,018	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	726	XXXXXX	32
33		4-112 Box-Equipped	12,757	XXXXXX	33
34		4-113 Gondola-Plain	1,346	XXXXXX	34
35		4-114 Gondola Equipped	10,191	XXXXXX	35
36		4-115 Hopper-Covered	78,211	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	2,857	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	62	XXXXXX	38
39		4-118 Refrigerator-Mechanical	105	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	419	XXXXXX	40
41		4-120 Flat-TOFC/COFC	845	XXXXXX	41
42		4-121 Flat-Multi-level	2,139	XXXXXX	42
43		4-122 Flat-General Service	43	XXXXXX	43
44		4-123 Flat-All Other	9,694	XXXXXX	44
45		4-124 All Other Car Types	291	XXXXXX	45
46		4-125 TOTAL (lines 31-45)	119,686	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	860	XXXXXX	48
49		4-132 Box-Equipped	3,396	XXXXXX	49
50		4-133 Gondola-Plain	18,982	XXXXXX	50
51		4-134 Gondola-Equipped	2,388	XXXXXX	51
52		4-135 Hopper-Covered	83,551	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	590	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	4,879	XXXXXX	54
55		4-138 Refrigerator-Mechanical	1,793	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	268	XXXXXX	56
57		4-140 Flat-TOFC/COFC	55,784	XXXXXX	57
58		4-141 Flat-Multi-level	32,392	XXXXXX	58
59		4-142 Flat-General Service	12	XXXXXX	59
60		4-143 Flat-All Other	4,826	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	14,080	XXXXXX	61
62		4-145 Tank-22,000 Gallons and Over	102,083	XXXXXX	62
63		4-146 All Other Car Types	112	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	325,996	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	697	XXXXXX	66
67		4-152 Box-Equipped	3,335	XXXXXX	67
68		4-153 Gondola-Plain	19,046	XXXXXX	68
69		4-154 Gondola-Equipped	2,235	XXXXXX	69
70		4-155 Hopper-Covered	85,177	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	641	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	5,006	XXXXXX	72
73		4-158 Refrigerator-Mechanical	1,933	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	379	XXXXXX	74
75		4-160 Flat-TOFC/COFC	4,372	XXXXXX	75
76		4-161 Flat-Multi-level	18,433	XXXXXX	76
77		4-162 Flat-General Service	50	XXXXXX	77
78		4-163 Flat-All Other	4,902	XXXXXX	78
79		4-164 Tank Under 22,000 Gallons	14,552	XXXXXX	79
80		4-165 Tank-22,000 Gallons and Over	101,927	XXXXXX	80
81		4-166 All Other Car Types	69	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	262,754	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	6,562	XXXXXX	83
84		4-18 No Payment Car-Miles (I) 1	N/A	XXXXXX	84
		4-19 Total Car-Miles by Train Type (Note)	XXXXXX	XXXXXX	
85		4-191 Unit-Trains	206,259	XXXXXX	85
86		4-192 Way-Trains	30,096	XXXXXX	86
87		4-193 Through Trains	609,661	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	846,016	XXXXXX	88
89		4-20 Caboose Miles	55	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	5,567,309	XXXXXX	98
		6-02 Freight Trains, Crs., Cnts., and Caboose	XXXXXX	XXXXXX	
99		6-020 Unit Trains	17,173,152	XXXXXX	99
100		6-021 Way Trains	2,317,780	XXXXXX	100
101		6-022 Through Trains	48,202,472	XXXXXX	101
102		6-03 Passenger-Trains, Crs., Cnts., and Caboose	0	XXXXXX	102
103		6-04 Non-Revenue	500,366	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	73,761,079	XXXXXX	104
		7. Tons of Freight (thousands)	XXXXXX	XXXXXX	
105		7-01 Revenue	79,426	XXXXXX	105
106		7-02 Non-Revenue	1,145	XXXXXX	106
107		7-03 TOTAL (lines 105,106)	80,571	XXXXXX	107
		8. Ton-Miles of Freight (thousands) (L)	XXXXXX	XXXXXX	
108		8-01 Revenue-Road Service	36,503,340	XXXXXX	108
109		8-02 Revenue-Lake Transfer Service	0	XXXXXX	109
110		8-03 TOTAL (lines 108,109)	36,503,340	XXXXXX	110
111		8-04 Non-Revenue-Road Service	414,443	XXXXXX	111
112		8-05 Non-Revenue-Lake Transfer Service	0	XXXXXX	112
113		8-06 TOTAL (lines 111,112)	414,443	XXXXXX	113
114		8-07 TOTAL-Revenue & Non-Revenue (lines 110,113)	36,917,783	XXXXXX	114
		9. Train Hours (M)	XXXXXX	XXXXXX	
115		9-01 Road Service	630,866	XXXXXX	115
116		9-02 Train Switching	195,845	XXXXXX	116
117		10. TOTAL YARD-SWITCHING HOURS (N)	356,664	XXXXXX	117
		11. Train-Miles Work Trains (O)	XXXXXX	XXXXXX	
118		11-01 Locomotives	71,425	XXXXXX	118
119		11-02 Motorcars	0	XXXXXX	119
		12. Number of Loaded Freight Cars (P)	XXXXXX	XXXXXX	
120		12-01 Unit Trains	285,843	XXXXXX	120
121		12-02 Way Trains	588,756	XXXXXX	121
122		12-03 Through Trains	1,060,656	XXXXXX	122
123		13. TOFC/COFC-No. of Rev. Trlrs & Cntnrs Lded & Unlded (Q)	386,771	XXXXXX	123
124		14. Multi-level Cars-No. of Motor Vehicles Lded & Unlded (Q)	187,199	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	2,314	XXXXXX	130
131		17-02 Unserviceable	122	XXXXXX	131
132		17-03 Surplus	0	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	2,436	XXXXXX	133
134		TOFC/COFC - Average No. of Units Loaded Per Car	2.91	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 Corporation**
(insert here the exact legal title or name of the respondent)

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

(signature of affiant)

Subscribed and sworn to before me, a **Notary Public** in and for the State and County above named; this
28th day of **March**, **2013**. My commission expires **January 31, 2015**.



(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)

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

NOTES AND REMARKS

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