

**REPORT OF RAILROAD EMPLOYEES, SERVICE, AND COMPENSATION**

Full Name of Reporting Company SOO LINE RAILROAD

For Quarter Ending MARCH

For Calendar Year 2013

Miles of line covered by this report 6139

(State in whole numbers)

Group No.	Reporting Group (1)	Average number of employees for period (Footnotes 1,2) (2)	Average number of employees who received pay during period (3)	SERVICE HOURS			
				Time worked and paid for at straight time rates (4)	Overtime paid for at punitive rates (5)	Time paid for but not worked (6)	Total time paid for (7)
100	Total Executives, Official and Staff Assist.	300	967	151,940	-	1,870	153,810
200	Total Professional and Administrative	312	1,007	148,623	1,558	13,576	163,757
300	Total Maintenance of Way and Structures	957	3,442	452,072	18,796	91,289	562,157
400	Total Maintenance of Equipment & Stores	566	1,736	266,948	14,192	25,923	307,063
500	Total Transportation (other than train & engine)	208	683	97,457	3,969	10,749	112,175
550	Total of above groups*	2343	7,835	1,117,040	38,515	143,407	1,298,961

		COMPENSATION (in thousands)			
		Time worked and paid for at straight time rates (8)	Overtime paid for at punitive rates (9)	Time paid for but not worked (10)	Total compensation paid (11)
100	Total Executives, Official and Staff Assist.	11,921,028	-	10,181,038	22,102,066
200	Total Professional and Administrative	6,603,056	56,491	426,887	7,086,434
300	Total Maintenance of Way and Structures	11,623,917	719,940	1,581,482	13,925,339
400	Total Maintenance of Equipment & Stores	7,524,632	564,025	699,048	8,787,705
500	Total Transportation (other than train & engine)	3,965,443	171,133	361,850	4,498,426
550	Total of above groups*	41,638,076	1,511,588	13,250,306	56,399,970

1 Average of three monthly mid-month counts for quarterly report.

2 Average of twelve mid-month counts for annual report.

REPORT OF RAILROAD EMPLOYEES, SERVICE, AND COMPENSATION

For Quarter Ending MARCH  
For Calendar Year 2013

Full Name of Reporting Company - SOO LINE RAILROAD

Group No.	Reporting Group (1)	Average number of employees for period 1,2 (2)	Average Number of employees who received pay during period (3)	Service Hours				
				Straight time actually worked (4)	Straight time paid for (5)	Overtime paid for (6)	Constructive allowance, vacations, holidays, etc. (7)	Total service hours (8)
600	Total Transportation (train and engine)	1,478	1,650	878,902	878,934	57,486	374,088	1,310,509
700	Total all groups*	1,478	1,650	878,902	878,934	57,486	374,088	1,310,509
				*Form A Col. 4 plus Form B Col. 4	*Form A Col. 4 plus Form B Col. 5	*Form A Col. 5 plus Form B Col. 6	*Form A Col. 6 plus Form B Col. 7	*Form A Col. 7 plus Form B Col. 8
Group No.	Reporting Group (1)	COMPENSATION (in thousands)				Miles		Total number of trips for which not less than a minimum day was paid (15)
		Straight time paid for (9)	Overtime paid for (10)	Constructive allowance, vacations, holidays, etc. (11)	Total compensation (12)	Actually run (13)	Paid for but not run (14)	
600	Total Transportation (train and engine)	19,623,746	2,139,629	6,501,833	28,265,209	10,807,772	2,594,828	63,458
700	Total all groups*	19,623,746	2,139,629	6,501,833	28,265,209	10,807,772	2,594,828	63,458
		*Form A Col. 8 plus Form B Col. 9	*Form A Col. 9 plus Form B Col. 10	*Form A Col. 10 plus Form B Col. 11	*Form A Col. 11 plus Form B Col. 12			


1 Average of three monthly mid-month counts for quarterly report.  
2 Average of twelve mid-month counts for annual report.

I, the undersigned Gigi Castellano (Manager, Pay Services - US) of the SOO LINE RAILROAD Company state that this report was me or under my supervision; that I have carefully examined it; and on the basis of my knowledge, belief and verification (where necessary) I declare it to be a full, true and correct statement of the operating statistics named and that the various items here reported prepared by were determined in accordance with effective rules promulgated by the Surface Transportation Board.

Name Gigi Castellano

Address 120 S 6th Street, Ste 700 - Pay Services

City, State, Zip Minneapolis, MN 55402

Signature   
Date April 29, 2013  
Telephone Number 612-851-5646