Class I Railroad
Annual Report

	RC000388 SOO LINE 101137700 **SOO LINE RAILROAD COMPANY** **501 MARQUETTE AVENUE** **MINNEAPOLIS, MN 55402**
Correct name and address if different than shown	Full name and address of reporting carrier (Use mailing label on original, copy in full on duplicate)

To The
Surface Transportation Board

For the Year Ending December 31, 2007

NOTICE

1. This report is required for every class I railroad operating within the United States. Three copies of this Annual Report should be completed. Two of the copies must be filed with the Surface Transportation Board, Office of Economics, Environmental Analysis, and Administration, The Mercury Building, 1925 K St. N.W., Suite 500, Washington, DC 20423, by March 31 of the year following that for which the report is made. One copy should be retained by the carrier.

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

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

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

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

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

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

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

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

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

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

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

ANNUAL REPORT

OF

SOO LINE RAILROAD COMPANY

TO THE

SURFACE TRANSPORTATION BOARD

FOR THE

YEAR ENDED DECEMBER 31, 2007

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

(Name)   JOHN J. HUBER   (Title) VP Finance and Controller

(Telephone number)   (612) 851-5629
                                              (area code)   (telephone number)

(Office address)   501 MARQUETTE AVENUE, SUITE 1425, MINNEAPOLIS, MN 55402
                              (street and number, city, state, and zip code)

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SPECIAL NOTICE

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

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

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

A. SCHEDULES OMITTED BY RESPONDENT

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

Page	Schedule No.	Title
		NONE

Railroad Annual Report R-1

B. IDENTITY OF RESPONDENT

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

1. *Give the exact name of the respondent in full.* Use the words "The" and "Company" only when they are parts of the corporate name. Be careful to distinguish between *railroad* and *railway*. The corporate name should be given uniformly throughout the report, notably on the cover, on the title page, and in the "Verification." If the report is made by receivers, trustees, a committee of bondholders, or individuals otherwise in possession of the property, state names and facts with precision. If the report is for a consolidated group, pursuant to Special Permission from the Board, indicate such fact on line 1 below and list the consolidated group on page 4.

2. If incorporated under a special charter, give date of passage of the act; if under a general law, give date of filing certificate of organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, also give date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact Name of common carrier making this report:

Soo Line Railroad Company

2. Date of incorporation: **October 19, 1949**

3. Under laws of what Government, State, or Territory organized? If more than one, name all. If in bankruptcy, give court of jurisdiction and dates of beginning of receivership and of appointment of receivers or trustees:

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

4. If the respondent was reorganized during the year, involved in a consolidation or merger, or conducted its business under a different name, give full particulars:

STOCKHOLDERS' REPORTS

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

Check appropriate box:

[ ]   Two copies are attached to this report.

[ ]   Two copies will be submitted on:

(date)

[X]   No annual report to stockholders is prepared.

C. VOTING POWERS AND ELECTIONS

1   State the par value of each share of stock: Common $ 0.01   per share, first preferred $ N/A   per share, second
    preferred $ N/A   per share, debenture stock $ N/A per share.

2   State whether or not each share of stock has the right to one vote. If not, give full particulars in a footnote   Yes

3. Are voting rights proportional to holdings: Yes
    If no, state in a footnote the relation between holdings and corresponding voting rights.

4. Are voting rights attached to any securities other than stocks   No . If yes, name in a footnote each security, other than stock,
    to which voting rights are attached (as of the close of the year), and state in detail the relation between holdings and corresponding
    voting rights, indicating whether voting rights are actual or contingent, and if contingent, showing the contingency.

5   Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the
    determination of corporate action by any method   No . If yes, describe fully in a footnote each such class or issue and give a
    succinct statement showing clearly the character and extent of such privileges

6   Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing
    Stock books not closed, last compiled December 31, 1984.

7   State the total voting power of all security holders of the respondent at the date of such closing if within one year of the date of
    such filing; if not, state as of the close of the year   5,000,000   votes as of (date)   December 31, 2007.

8. State the total number of stockholders of record as of the date shown in answer to inquiry No 7:   One (1)   stockholder.

9. Give the names of the 30 security holders of the respondent who, at the date of the latest closing of the stock book or
    compilation of the list of stockholders of the respondent (if within one year prior to the actual filing of this report), had the highest
    voting powers in the respondent, showing for each, his or her address, the number of votes he or she would have had a right to cast on
    that date had a meeting then been in order, and the classification of the number of votes to which he or she was entitled, with respect
    to securities held by him or her, such securities being classified as common stock, second preferred stock, first preferred stock, and
    other securities (stating in a footnote the names of such other securities, if any). If any such holder held in trust, give (in a
    footnote) the particulars of the trust. In the case of voting trust agreements, give as supplemental information the names and
    addresses of the 30 largest holders of the voting trust certificates and the amount of their individual holdings   *If the stock
    book was not closed or the list of stockholders compiled within such year, show such 30 security holders as of
    the close of the year.*

Line No.	Name of security holder (a)	Address of security holder (b)	Number of votes to which security holder was entitled (c)	Number of votes, classified with respect to securities on which based			Line No.
				Stock			
				Class A Common (d)	Preferred		
					Second (e)	First (f)	
1	Soo Line Corporation	501 Marquette Avenue	5,000,000	5,000,000	N/A	N/A	1
2		Suite 1525					2
3		Minneapolis, MN 55402					3
4							4
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29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent· 5,000,000 votes cast.

11. Give the date of such meeting: **December 6, 2007**

12. Give the place of such meeting: **N/A***

NOTES AND REMARKS

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

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

Line No	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No
			Current Assets			
1		701	Cash	5,735	999	1
2		702	Temporary Cash Investments	0	15,600	2
3		703	Special Deposits	0	0	3
			Accounts Receivable			
4		704	- Loan and Notes	0	0	4
5		705	- Interline and Other Balances	12,324	9,537	5
6		706	- Customers	51,417	50,858	6
7		707	- Other	8,963	9,865	7
8		709, 708	- Accrued Accounts Receivables	37,105	37,437	8
9		708 5	- Receivables from Affiliated Companies	43,630	80,514	9
10		709.5	- Less Allowance for Uncollectible Accounts	(4,680)	(4,617)	10
11		710, 711, 714	Working Funds, Prepayments & Deferred Income Tax Debits	30,640	31,327	11
12		712	Materials and Supplies	18 867	17,100	12
13		713	Other Current Assets	520	19,716	13
14			TOTAL CURRENT ASSETS	204,521	268,336	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)	89,615	91,261	16
17		722, 723	Other Investments and Advances	0	0	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities-Cr	0	0	18
19		737, 738	Property Used in Other than Carrier Operation (less Depreciation) $ 0	1,332	1,332	19
20		739, 741	Other Assets	26,998	19,196	20
21		743	Other Deferred Debits	3,206	3,353	21
22		744	Accumulated Deferred Income Tax Debits	0	0	22
23			TOTAL OTHER ASSETS	121,151	115,142	23
			Road and Equipment			
24		731, 732	Road (Schedule 330) L-30 Col. h & b	1,203,174	1,143,967	24
25		731, 732	Equipment (Schedule 330) L-39 Col h & b	561,405	444,294	25
26		731, 732	Unallocated Items	17,146	3,911	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(536,568)	(518,807)	27
28			NET ROAD AND EQUIPMENT	1,245,157	1,073,365	28
29			TOTAL ASSETS	1,570,829	1,456,843	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	29,978	0	30
31		752	Accounts Payable: Interline and Other Balances	1,600	1,504	31
32		753	Audited Accounts and Wages	15,069	16,725	32
33		754	Other Accounts Payable	311	1,952	33
34		755, 756	Interest and Dividends Payable	1,561	2,005	34
35		757	Payables to Affiliated Companies	39,689	46,124	35
36		759	Accrued Accounts Payable	150,346	146,561	36
37		760, 761, 761.5, 762	Taxes Accrued	23,579	15,557	37
38		763	Other Current Liabilities	4,503	4,516	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	4,716	4,127	39
40			TOTAL CURRENT LIABILITIES	271,352	239,071	40
			Non-Current Liabilities			
41		765, 767	Funded Debt Unmatured	0	0	41
42		766	Equipment Obligations	0	0	42
43		766.5	Capitalized Lease Obligations	27,067	31,160	43
44		768	Debt in Default	0	0	44
45		769	Accounts Payable: Affiliated Companies	519,600	355,600	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	3,247	3,487	48
49		786	Accumulated Deferred Income Tax Credits	240,172	197,929	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	204,528	213,872	50
51			TOTAL NONCURRENT LIABILITIES	994,614	802,048	51
			Shareholders' Equity			
52		791, 792	Total Capital Stock (Schedule 230)	243,894	281,994	52
53			Common Stock	243,894	281,994	53
54			Preferred Stock	0	0	54
55			Discount on Capital Stock	0	0	55
56		794, 795	Additional Capital (Schedule 230)	474	70,469	56
57		797	Retained Earnings: Appropriated	0	0	57
58		798	Unappropriated (Schedule 220)	60,495	63,261	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	304,863	415,724	61
62			TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	1,570,829	1,456,843	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 11 on Pages 9, 10 and 11.**

    (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 11 on Pages 9, 10 and 11.**

    (c) Is any part of pension plan funded? Specify: **Yes X**   No

        (i) If funding is by insurance, give name of insuring company   **N/A**

            If funding is by trust agent, list trustee(s)   **U.S. Bank National Association**

                Date of trust agreement or latest amendment   **A. February 17, 1988; B. February 6, 1996**

                If respondent is affiliated in any way with the trustee(s), explain affiliation   **N/A**

    (d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement. **A. Delaware & Hudson Railway Company, common affiliate, is charged the increased proportional costs of including its respective employees in the pension plan.**

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

            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 X**   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 X**

5. (a) The amount of employers contribution to employee stock ownership plans for the current year was: $ **853**

    (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

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 Porfolio			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 12/31/07, 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, 2007 undiscounted accruals are adequate to cover known liabilities which are
probable and estimable

10.   **PENSION AND OTHER EMPLOYEE BENEFITS**

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

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

SOO also provides certain post retirement benefits other than pensions for both union and nonunion employees, consisting of
major medical coverage to age 65 and life insurance, both based on age and service requirements During 2007, six unions representing
approximately 900 active employees ratified changes to their collective bargaining agreements, which resulted in their
postretirement healthcare benefits being administered by a multi-employer plan. As a result of the ratifications, SOO is now only
required to recognize as net postretirement benefit cost the required contributions for the period for the unions that ratified the
change. Therefore, in 2007, SOO reduced its liability by $10,155.

SOO previously adopted the recognition and disclosure requirements of SFAS No 158 as of December 31, 2006. As a result of the
adoption of SFAS No. 158, SOO has recorded a cumulative effect adjustment as a component of Accumulated Other Comprehensive
Income (Loss) within Shareholder's Equity SOO's disclosures for the year ended December 31, 2006, also reflect the revised
accounting and disclosure requirements fo SFAS No 158. The following illustrates the status of each of these benefit plans
as of SOO's December 31 financial statement date The measurement for the Postretirement Other than Pension Benefit Plans
is December 31 SOO continues to use a November 30 measurement date for the pension plans and will adopt a December 31
measurement date for these plans in a future period as permitted by SFAS No 158.

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

Change in Benefit Obligation	Management Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2007	2006	2007	2006	2007	2006
Benefit obligation at beginning of year	$118,588	$118,292	$2,109	$2,348	$58,269	$52,226
Service cost	1,726	1,725	110	136	1,435	1,560
Interest cost	6,779	6,539	100	104	2,941	3,055
Participant contributions	0	0	0	0	214	193
Terminations	0	0	0	0	(10,155)	0
Actuarial loss (gain)	3,239	(456)	57	(159)	(7,534)	4,243
Benefits paid	(7,582)	(7,512)	(359)	(320)	(3,346)	(3,008)
Benefit obligation at end of year	$122,750	$118,588	$2,017	$2,109	$41,824	$58,269

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

NOTES TO FINANCIAL STATEMENTS

10. PENSION AND OTHER EMPLOYEE BENEFITS (Continued)

	Management Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2007	2006	2007	2006	2007	2006
Change in Plan Assets						
Fair value of plan assets at beginning of year	$90,449	$85,167	$1,711	$1,672	$0	$0
Actual return on plan assets	5,607	9,554	48	79	0	0
Participant contributions	0	0	0	0	214	193
Employer contribution	9,736	3,240	180	280	3,132	2,815
Benefits paid	(7,582)	(7,512)	(359)	(320)	(3,346)	(3,008)
Fair value of plan assets at end of year	$98,210	$90,449	$1,580	$1,711	$0	$0
Funded status at end of year	($24,540)	($28,139)	($437)	$399	($41,824)	($58,269)
Amounts recognized in the Statement of Financial Position consist of.						
Noncurrent assets	6,954	890	0	0	0	0
Accrued benefit cost	0	0	(1,100)	0	0	0
Noncurrent liabilities	(31,494)	(29,028)	663	824	(9,950)	(18,188)
Deferred tax benefit	12,352	11,422	(260)	(324)	3,902	7,157
Accumulated other comprehensive income (loss)	19,142	17,606	(403)	(500)	6,048	11,031
	$6,954	$890	($1,100)	$0	$0	$0
Amount contributed after measurement date	2,900	3,900	0	0	0	0
Net amount recognized	$9,854	$4,790	($1,100)	$0	$0	$0

In 2007 and 2006, SOO made contributions to the management pension plan after the measurement date of November 30, but prior to December 31. The December 2007 contribution was $2.9 million and the December 2006 contribution was $3.9 million. The December 2006 contribution is included in the 2007 employer contribution in the change in plan assets table above. The December 2007 contribution is not included in the change in plan assets table above.

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

	Management Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2007	2006	2007	2006	2007	2006
Net loss (gain)	$31,076	$28,447	($663)	($824)	$10,591	$18,989
Prior service cost (credit)	418	581	0	0	(641)	(801)
	$31,494	$29,028	($663)	($824)	$9,950	$18,188

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

	Management Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2007	2006	2007	2006	2007	2006
Projected benefit obligation	$122,750	$118,588	$2,017	$2,109	$0	$0
Accumulated benefit obligation	115,883	112,129	2,017	2,109	0	0
Fair value of plan assets	98,210	90,449	1,580	1,711	0	0

Weighted Average Assumptions used for period end liability

	Management Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2007	2006	2007	2006	2007	2006
Discount rate	6.00%	5.75%	6.00%	5 75%	6.00%	5.75%
Expected return on plan assets	8 25%	8.25%	6 00%	6.00%	N/A	N/A
Rate of compensation increase	3 75%	3.75%	N/A	N/A	N/A	N/A

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

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

10. PENSION AND OTHER EMPLOYEE BENEFITS (Continued)

	Management Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2007	2006	2007	2006	2007	2006
Components of net periodic benefit cost and amounts recognized in other comprehensive Income						
Net periodic benefit cost						
Service cost	$1,726	$1,725	$110	$136	$1,435	$1,560
Interest cost	6,779	6,539	100	104	2,941	3,055
Expected return on plan assets	(7,146)	(6,343)	(44)	(48)	0	0
Amortization of gain (loss)	2,149	2,377	(109)	(133)	864	954
and prior service cost	164	164	0	0	(159)	(160)
Net periodic benefit cost	$3,672	$4,462	$57	$59	$5,081	$5,409
Other changes in plan assets and benefit obligations recognized in other comprehensive income (pre-tax)						
Net loss (gain) amortization of net actuarial loss	4,778	N/A	52	N/A	2,622	N/A
Prior service cost (credit)	0	N/A	0	N/A	0	N/A
Amortization of (gain) loss	(2,149)	N/A	109	N/A	(864)	N/A
Amortization of prior service (cost) credit	(164)	N/A	0	N/A	159	N/A
Termination	0	N/A	0	N/A	(10,155)	N/A
Total recognized in other comprehensive income	$2,465	N/A	$161	N/A	($8,238)	N/A
Total recognized in net periodic benefit cost and other comprehensive income (pre-tax)	$6,137	N/A	$218	N/A	($3,157)	N/A

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

	Management Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2007	2006	2007	2006	2007	2006
Prior service cost (credit)	$163	$164	$0	$0	($160)	($160)
Net loss (gain)	2,081	1,873	(89)	(113)	706	996
Total	$2,244	$2,037	($89)	($113)	$546	$836
Increase in minimum liability included in other comprehensive income		$12,827		$0		$0

The following table presents the incremental effect of adopting SFAS No.158 on individual line items on the Consolidated Balance Sheet as of December 31, 2006:

	Before Application of SFAS No. 158	SFAS No. 158 Adjustment	After Application of SFAS No. 158
Current assets	$273,126	($4,790)	$268,336
Noncurrent assets	1,184,298	4,209	1,188,507
Total assets	$1,457,424	($581)	1,456,843
Current liabilities	$239,071	$0	$239,071
Noncurrent liabilities	787,320	14,728	802,048
Total liabilities	$1,026,391	$14,728	$1,041,119
Accumulated other comprehensive income	(12,828)	(15,309)	(28,137)
Other shareholders' equity	443,861	0	443,861
Total liabilities and shareholders' equity	$1,457,424	($581)	$1,456,843

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

NOTES TO FINANCIAL STATEMENTS

10. PENSION AND OTHER EMPLOYEE BENEFITS (Continued)

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

	Amount	Percentage Total
Cash and receivables	$2,407	2%
U.S. government bonds	21,209	22%
Corporate bonds	14,633	15%
Listed equity securities	418	0%
Listed equities index funds	59,543	61%
	$98,210	100%

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

SOO presently estimates $7.3 million in pension fund contribution requirements in 2008.

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

	Management Pension Plan	UTU Pension Plan	Postretirement Other Than Pension Benefit Plans
2008	8,041	152	3,498
2009	8,263	214	3,749
2010	8,466	317	3,712
2011	8,760	201	3,960
2012	9,048	102	3,826
2013-2017	48,472	1,305	23,240

Assumed health care cost trends have a significant effect on the amounts reported for health care plans. The 2008 health care cost inflation rate is estimated to be 8% dropping to 5% by year 2011. 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	$461	($400)
Effect on postretirement benefit obligation	$4,240	($3,775)

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 2007 and 2006 was $725 and $731, respectively.

SOO participates in certain stock-based compensation plans of Canadian Pacific Railway Company (CPRC). Under CPRC's stock option plan, options are granted to eligible employees and directors of SOO to purchase common stock of CPRC at a price equal to the market value of the shares at the grant date. Options vest between 24 and 36 months after the grant date and expire ten years after the grant date. One-half of the options may be exercised in the form of Share Appreciation Rights, whereby the employee receives a cash payment in lieu of stock. Operating expenses associated with these plans in 2007 and 2006 was $6 and $1,121, respectively.

In 2006, SOO adopted on a prospective basis SFAS No. 123R, Share-Based Payment, which replaces SFAS No. 123 and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. SFAS No. 123R requires that the cost of all share-based payments to employees, including grants of employee stock options, be recognized in the financial statements based on their fair values. That cost will be recognized as an expense over the vesting period of the award. The expense recognized in accordance with SFAS No. 123R in 2007 and 2006 was $689 and $381, 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 2007 and 2006 was $816 and $765, respectively.

11. OTHER

During 2007, Milwaukee Motor Transportation Company was dissolved into SOO. Milwaukee Motor Transportation Company has been an inactive carrier since 1988. Please refer to schedules 220, 310, 310A and 460 for additional disclosure information.

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		Schedule 210
Line 15, column (b)	=	Line 62, col (b)
Line 47, 48, 49 col (b)	=	Line 63, col (b)
Line 50, col (b)	=	Line 64, col (b)
		Schedule 410
Line 14, column (b)	=	Line 620, col (h)
Line 14, column (d)	=	Line 620, col (f)
Line 14, column (e)	=	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					
		Railway Operating Income					
1		(101) Freight	769,166	718,106	769,166	0	1
2		(102) Passenger	0	0	0	0	2
3		(103) Passenger-Related	0	0	0	0	3
4		(104) Switching	8,333	10,072	8,333	0	4
5		(105) Water Transfers	0	0	0	0	5
6		(106) Demurrage	7,215	9,101	7,215	0	6
7		(110) Incidental	959	1,222	959	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)	785,673	738,501	785,673	0	10
11		(502) Railway operating revenues-Transfers from Government Authorities	0	0	0	0	11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities	287	287	287	0	12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	785,960	738,788	785,960	0	13
14		(531) Railway operating expenses	554,599	573,570	554,599	0	14
15		Net revenue from railway operations	231,361	165,218	231,361	0	15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	0	0			16
17		(510) Miscellaneous rent income	6,057	5,923			17
18		(512) Separately operated properties-Profit	0	0			18
19		(513) Dividend Income (cost method)	2	2			19
20		(514) Interest Income	7,477	6,984			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	3,628	25,764			24
		Income from affiliated companies: 519					
25		a Dividends (equity method)	392	392			25
26		b. Equity in undistributed earnings (losses)	3,364	2,755			26
27		TOTAL OTHER INCOME (lines 16-26)	20,920	41,820			27
28		TOTAL INCOME (lines 15, 27)	252,281	207,038			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	727	311			34
35		(553) Uncollectible accounts	0	0			35
36		TOTAL MISCELLANEOUS DEDUCTIONS	727	311			36
37		Income available for fixed charges	251,554	206,727			37

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

Line No	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No
		FIXED CHARGES			
		(546) Interest on funded debt			
38		(a) Fixed interest not in default	32,647	24,746	38
39		(b) Interest in default	0	0	39
40		(547) Interest on unfunded debt	(239)	396	40
41		(548) Amortization of discount on funded debt	0	0	41
42		TOTAL FIXED CHARGES (lines 38 through 41)	32,408	25,142	42
43		Income after fixed charges (lines 37 minus line 42)	219,146	181,585	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)	219,146	181,585	46
		PROVISIONS FOR INCOME TAXES			
		(556) Income taxes on ordinary income:			
47		(a) Federal income taxes	36,734	33,460	47
48		(b) State income taxes	5,775	7,151	48
49		(c) Other income taxes	0	0	49
50		(557) Provision for deferred taxes	41,553	32,347	50
51		TOTAL PROVISIONS FOR INCOME TAXES (lines 47 through 50)	84,062	72,958	51
52		Income from continuing operations (line 46 minus line 51)	135,084	108,627	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)	135,084	108,627	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	0	60
61		Net income (loss) (lines 55 + 59 − 60)	135,084	108,627	61
62		Reconciliation of net railway operating income (NROI) Net revenues from railway operations	231,361	165,218	62
63		(556) Income taxes on ordinary income (-)	42,509	40,611	63
64		(557) Provision for deferred income taxes (-)	41,553	32,347	64
65		Income from lease of road and equipment (-)	0	0	65
66		Rent for leased roads and equipment (+)	152	121	66
67		Net railway operating income (loss)	147,451	92,381	67

NOTES AND REMARKS FOR SCHEDULES 210 AND 220

1.   **SPECIAL CHARGES**

During 2007 and 2006, $10.8 million and $15.3 million of payments were made relating to previous special charges, respectively.

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	56,013	7,248	1
2		(601.5) Prior period adjustments to beginning retained earnings	0	0	2
		CREDITS			
3		(602) Credit balance transferred from income	131,720	3,364	3
4		(603) Appropriations released	0	0	4
5		(606) Other credits to retained earnings	3,350 *	1,098 (A)	5
6		TOTAL CREDITS	135,070	4,462	6
		DEBITS			
7		(612) Debit balance transferred from income	0	0	7
8		(616) Other debits to retained earnings	(1,098) (A)	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	(141,200)	0	11
12		preferred stock 1	0	0	12
13		TOTAL DEBITS	(142,298)	0	13
14		Net increase (decrease) during year (line 6 minus line 13)	(7,228)	4,462	14
15		Balances at close of year (lines 1, 2 and 14)	48,785	11,710	15
16		Balances from line 15(c)	11,710	N/A	16
17		(798) Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	60,495	N/A	17
18		(797) Total appropriated retained earnings:			18
19		Credits during year—$			19
20		Debits during year—$			20
21		Balance at close of year-$ 0			21
22		Amount of assigned Federal income tax consequences: Account 606——$ 0			22
23		Account 616——$ 0			23

* SFAS 87 / SFAS 158 Pension Adjustment

(A) Reflects the dissolution of previously inactive Milwaukee Motor Transportation Company. Refer to Schedules 310, 310A & 460.

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

230. CAPITAL STOCK

PART I. CAPITAL STOCK
(Dollars in thousands)

1. Disclose in column (a) the particulars of the various issues of capital stock of the respondent, distinguishing separate issues of any general class, if different in any respect

2. Present in column (b) the par or stated value of each issue. If none, so state.

3. Disclose in columns (c), (d), (e) and (f) the required information concerning the number of shares authorized, issued, in treasury and outstanding for the various issues

4. For the purposes of this report, capital stock and other securities are considered to be nominally issued when certificates are signed and sealed and placed with the proper officer for sale and delivery or are pledged or otherwise placed in some special fund of the respondent. They are considered to be actually issued when sold to a bona fide purchaser who holds them free from controls by the respondent. All securities actually issued and not reacquired by or for the respondent are considered to be actually outstanding If reacquired by or for the respondent, and not canceled or retired, they are considered to be nominally outstanding

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

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

1. The purpose of this part is to disclose capital stock changes during the year.

2. Column (a) presents the items to be disclosed.

3. Columns (b), (d) and (f) require disclosures of the number of preferred, common and treasury stock, respectively, applicable to the items presented in column (a).

4. Columns (c), (e) and (g) require the applicable disclosure of the book values of preferred, common and treasury stock.

5. Disclose in column (h) the additional paid-in capital realized from changes in capital stock during year.

6. Unusual circumstances arising from changes in capital stock changes shall be fully explained in footnotes to this schedule.

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital $ (h)	Line No
		Number of Shares (b)	Amount $ (c)	Number of Shares (d)	Amount $ (e)	Number of Shares (f)	Amount $ (g)		
11	Balance at beginning of year			5,000,000	281,994			70,469	11
12	Capital Stock Sold (1)								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Capital Contribution from (to) Parent				(38,100)			(69,995)	15
16	Rounding / Other								16
17	Balance at close of year			5,000,000	243,894			474	17

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

240. STATEMENT OF CASH FLOWS
(Dollars in thousands)

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

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
		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	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	135,084	108,627	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	(2,854)	(25,884)	11
12		Depreciation and amortization expenses	47,688	48,579	12
13		Net increase (decrease) provision for deferred income taxes	41,553	32,347	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(3,364)	(2,755)	14
15		(Increase) decrease in accounts receivable	(5,965)	(15,633)	15
16		(Increase) decrease in materials and supplies, and other current assets	16,545	(19,273)	16
17		Increase (decrease) in current liabilities other than debt	1,713	(7,139)	17
18		Increase (decrease) in other-net	(10,911)	13,526	18
19		Net Cash provided from continuing operations (lines 10 through 18)	219,489	132,395	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)	219,489	132,395	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	2,428	72,524	22
23		Capital expenditures	(218,077)	(71,344)	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	5,000	11,005	25
26		Purchase price of long-term investment and advances	0	0	26
27		Net decrease (increase) in sinking and other special funds	0	0	27
28		Other-net	40,800	(40,335)	28
29		NET CASH USED IN INVESTING ACTIVITIES (lines 22 through 28)	(169,849)	(28,150)	29

CASH FLOWS FROM FINANCING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
30		Proceeds from issuance of long-term debt	2,434,400	2,417,200	30
31		Principal payments of long-term debt	(2,274,882)	(2,411,473)	31
32		Proceeds from issuance of capital stock	0	0	32
33		Purchase price of acquiring treasury stock	0	0	33
34		Cash dividends paid	(141,200)	(33,500)	34
35		Other-net -	(78,822)	(73,119)	35
36		NET CASH FROM FINANCING ACTIVITIES	(60,504)	(100,892)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (lines 21, 29, 36)	(10,864)	3,353	37
38	*	Cash and cash equivalents at beginning of year	16,599	13,246	38
39	*	CASH & CASH EQUIVALENTS AT END OF THE YEAR	5,735	16,599	39

Footnotes to Schedule:

		Cash paid during the year for:			
40		Interest (net of amount capitalized) *	29,660	24,399	40
41		Income taxes (net) *	17,180	49,099	41

* Only applies if indirect method is adopted

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	12,324	1
2.	Customers (706)	Schedule 200, line 6, column b	51,417	2
3	Other (707)	Note A	8,963	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	72,704	4
	OPERATING REVENUE			
5	Railway Operating Revenue	Schedule 210, line 13, column b	785,960	5
6	Rent Income	Note B	84,633	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	870,593	7
8	Average Daily Operating Revenues	Line 7 ÷ 360 days	2,418	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 ÷ Line 8	30	9
10	Revenue Delay Days Plus Buffer	Line 9 + 15 days	45	10
	CURRENT OPERATING LIABILITIES			
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	1,600	11
12	Audited Accounts and Wages Payable (753)	Note A	15,069	12
13	Accounts Payable-Other (754)	Note A	311	13
14	Other Taxes Accrued (761.5)	Note A	7,657	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	24,637	15
	OPERATING EXPENSES			
16	Railway Operating Expenses	Schedule 210, line 14, column b	554,599	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	47.688	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	591,544	18
19	Average Daily Expenditures	Line 18 ÷ 360 days	1,643	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 ÷ line 19	15	20
21	Days of Working Capital Required	Line 10 - line 20 (Note C)	30	21
22	Cash Working Capital Required	Line 21 x line 19	49,290	22
23	Cash and Temporary Cash Balances	Schedule 200, line 1 + line 2, column b	5,735	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	5,735	24
	MATERIALS AND SUPPLIES			
25	Total Materials and Supplies (712)	Note A	18,867	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	18,867	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	24,602	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.

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

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

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

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

3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged, or otherwise encimbered. Give names and other important particulars of such obligations in footnotes.

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

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

Line No.	Account No. (a)	Class No. (b)	Kind of industry (c)	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent of control (e)	Line No.
1	721	A-1	VII	Belt Railway Company of Chicago	8.330	1
2	721	A-1	VII	Indiana Harbor Belt Railroad Company	49.000	2
3	721	A-1	VII	Trailer Train Company	1.600	3
4	721	A-1	VII	Amtrak	N/A	4
5						5
6				Total Class A-1		6
7						7
8	721	A-2	VII	Milwaukee Motor Transportation Company	100.000	8
9	721	A-2	VII	CTH&SE Railway Company	54.020	9
10						10
11				Total Class A-2		11
12						12
13	721	A-4	VI	Transportation and Railroad Assurance Company, Ltd.	-	13
14	721	A-3	X	MT Properties	14.610	14
15	721	A-3	VIII	Arzoon.com	-	15
16	721	A-4	VII	I & M Rail Link	33.333	16
17						17
18				Total Class A-3 & A-4		18
19				Total Class A		19
20						20
21	721	D-1	VII	Delaware & Hudson Railway Company	-	21
22						22
23				Total Class D-1		23
24						24
25	721	D-3	X	Soo Line Corporation	-	25
26						26
27				Total Class D-3		27
28				Total Class D		28
29						29
30	721	E-4	VII	Western Railroad Association	-	30
31						31
32				Total Class E-4		32
33						33
34	721	E-2	VII	Milwaukee Motor Transportation Company	100.000	34
35						35
36				Total Class E-2		36
37						37
38	721	E-3	X	MT Properties	14 610	38
39						39
40				Total Class E-3		40
41				Total Class E		41
42						42
43				Grand Total		43
44						44

310.   INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - Continued

(Dollars in thousands)

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

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

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

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

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

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

Line No.	Investments and advances				Disposed of: profit (loss) (j)	Adjustments Account 721.5 (k)	Dividends or interest credited to income (l)	Line No.
	Opening balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing balance (i)				
1	260	0	0	260				1
2	1,359	0	0	1,359				2
3	218	0	0	218				3
4	1	0	0	1				4
5								5
6	1,838	0	0	1,838	0	0	0	6
7								7
8	0	0	0	0				8
9	0	0	0	0				9
10								10
11	0	0	0	0	0	0	0	11
12								12
13	1	0	0	1				13
14	91	0	0	91			2	14
15	0	0	0	0				15
16	31,000	0	0	31,000				16
17								17
18	31,092	0	0	31,092	0	0	2	18
19	32,930	0	0	32,930	0	0	2	19
20								20
21	60,000	0	(5,000)	55,000			4,657	21
22								22
23	60,000	0	(5,000)	55,000	0	0	4,657	23
24								24
25	0	0	0	0				25
26								26
27	0	0	0	0	0	0	0	27
28	60,000	0	(5,000)	55,000	0	0	4,657	28
29								29
30	1	2	0	3				30
31								31
32	1	2	0	3	0	0	0	32
33								33
34	1,110	0	(1,110)	0				34
35								35
36	1,110	0	(1,110)	0	0	0	0	36
37								37
38	23	0	0	23				38
39								39
40	23	0	0	23	0	0	0	40
41	1,134	2	(1,110)	26	0	0	0	41
42								42
43	94,064	2	(6,110)	87,956	0	0	4,659	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
15						15
16						16
17						17
18						18
19						19
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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

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - Continued

(Dollars in thousands)

Line No.	Opening balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing balance (i)	Disposed of: profit (loss) (j)	Adjustments Account 721.5 (k)	Dividends or interest credited to income (l)	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
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39								39
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310A.   INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES

(Dollars in thousands)

Undistributed Earnings from Certain Investments in Affiliated Companies

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

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)							
Indiana Harbor Belt Railroad Company	29,295	0	3,364	0	0	32,659	1
Milwaukee Motor Transportation Company	(1,098)	0	0	0	1,098	0	2
I & M Rail Link	(31,000)	0	0	0	0	(31,000)	3
							4
							5
							6
							7
							8
							9
							10
							11
							12
	(2,803)	0	3,364	0	1,098	1,659	13
Noncarrier (List specifics for each company)							
NONE							14
							15
							16
							17
							18
							19
							20
							21
							22
							23
							24
							25
							26
Grand Total	(2,803)	0	3,364	0	1,098	1,659	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	6,957	0	0	1
2		(3) Grading	43,131	0	0	2
3		(4) Other right-of-way expenditures	1,432	0	0	3
4		(5) Tunnels and subways	2,573	0	0	4
5		(6) Bridges, trestles, and culverts	97,836	0	0	5
6		(7) Elevated structures	0	0	0	6
7		(8) Ties	225,242	0	0	7
8		(9) Rail and other track material	394,434	0	0	8
9		(11) Ballast	139,677	0	0	9
10		(13) Fences, snow sheds, and signs	1,844	0	0	10
11		(16) Station and office buildings	18,960	0	0	11
12		(17) Roadway buildings	2,189	0	0	12
13		(18) Water stations	56	0	0	13
14		(19) Fuel stations	7,657	0	0	14
15		(20) Shops and enginehouses	14,283	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	16,552	0	0	19
20		(26) Communication systems	22,439	0	0	20
21		(27) Signals and interlockers	54,809	0	0	21
22		(29) Power plants	65	0	0	22
23		(31) Power-transmission systems	1,543	0	0	23
24		(35) Miscellaneous structures	2,649	0	0	24
25		(37) Roadway machines	51,368	0	0	25
26		(39) Public improvements - Construction	31,525	0	0	26
27		(44) Shop machinery	5,011	0	0	27
28		(45) Power-plant machinery	435	0	0	28
29		Other (specify and explain)	0	0	0	29
30		TOTAL EXPENDITURES FOR ROAD	1,143,967	0	0	30
31		(52) Locomotives	116,073	0	0	31
32		(53) Freight-train cars	315,609	0	0	32
33		(54) Passenger-train cars	0	0	0	33
34		(55) Highway revenue equipment	1,721	0	0	34
35		(56) Floating equipment	0	0	0	35
36		(57) Work equipment	6,099	0	0	36
37		(58) Miscellaneous equipment	2,717	0	0	37
38		(59) Computer systems and word processing equipment	2,075	0	0	38
39		TOTAL EXPENDITURES FOR EQUIPMENT	444,294	0	0	39
40		(76) Interest during construction	0	0	0	40
41		(80) Other elements of investment	1,135	0	0	41
42		(90) Construction in progress	2,776	0	0	42
43		GRAND TOTAL	1,592,172	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		3	117	(114)	6,843	1
2		1,290	544	746	43,877	2
3		172	15	157	1,589	3
4		0	0	0	2,573	4
5		7,148	630	6,518	104,354	5
6		0	0	0	0	6
7		21,640	6,579	15,061	240,303	7
8		23,611	6,205	17,406	411,840	8
9		9,815	1,460	8,355	148,032	9
10		0	31	(31)	1,813	10
11		772	207	565	19,525	11
12		637	45	592	2,781	12
13		0	0	0	56	13
14		113	1	112	7,769	14
15		594	261	333	14,616	15
16		0	0	0	0	16
17		0	0	0	1,300	17
18		0	0	0	0	18
19		3,004	272	2,732	19,284	19
20		590	9	581	23,020	20
21		1,536	806	730	55,539	21
22		0	0	0	65	22
23		0	1	(1)	1,542	23
24		25	207	(182)	2,467	24
25		6,470	3,938	2,532	53,900	25
26		2,932	713	2,219	33,744	26
27		952	56	896	5,907	27
28		0	0	0	435	28
29		0	0	0	0	29
30		81,304	22,097	59,207	1,203,174	30
31		120,624	659	119,965	236,038	31
32		(1,520)	5,386	(6,906)	308,703	32
33		0	0	0	0	33
34		0	4	(4)	1,717	34
35		0	0	0	0	35
36		4,839	249	4,590	10,689	36
37		(72)	398	(470)	2,247	37
38		644	708	(64)	2,011	38
39		124,515	7,404	117,111	561,405	39
40		0	0	0	0	40
41		0	0	0	1,135	41
42		13,236	1	13,235	16,011	42
43		219,055	29,502	189,553	1,781,725	43

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

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

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

3. Show in columns (e), (f) and (g) data applicable to Lessor property, when the rent 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	43,131	42,775	0.93					1
2	(4) Other right-of-way expenditures	1,432	1,417	1.58					2
3	(5) Tunnels and subways	2,573	2,573	1.13					3
4	(6) Bridges, trestles, and culverts	97,836	102,836	1.59					4
5	(7) Elevated structures	0	0	0.00					5
6	(8) Ties	225,242	238,476	4.36					6
7	(9) Rail and other track material	394,434	407,748	2.78					7
8	(11) Ballast	139,677	147,468	2.50					8
9	(13) Fences, snowsheds, and signs	1,844	1,813	1 38					9
10	(16) Station and office buildings	18,960	18,985	4.46					10
11	(17) Roadway buildings	2,189	2,526	2.47					11
12	(18) Water stations	56	56	0.09					12
13	(19) Fuel stations	7,657	7,657	2 41					13
14	(20) Shops and enginehouses	14,283	14,370	2.59					14
15	(22) Storage warehouses	0	0	0.00					15
16	(23) Wharves and docks	1,300	1,300	2.20					16
17	(24) Coal and ore wharves	0	0	0.00					17
18	(25) TOFC/COFC terminals	16,552	17,899	2.66					18
19	(26) Communication systems	22,439	22,874	4.91					19
20	(27) Signals and interlockers	54,809	55,015	4.75					20
21	(29) Power plants	65	65	1.66					21
22	(31) Power-transmission systems	1,543	1,542	7.12					22
23	(35) Miscellaneous structures	2,649	2,673	2.54					23
24	(37) Roadway machines	51,368	54,092	5.12					24
25	(39) Public improvements - Construction	31,525	32,490	2.35					25
26	(44) Shop machinery	5,011	5,919	5.38					26
27	(45) Power-plant machinery	435	435	3 40					27
28	All other road accounts	0	0	0.00					28
29	Amortization (other than defense projects)	0	0	0.00					29
30	TOTAL ROAD	1,137,010	1,183,004	3.15		0	0		30
	EQUIPMENT								
31	(52) Locomotives	116,073	183,504	5.23					31
32	(53) Freight-train cars	315,609	308,568	2 02					32
33	(54) Passenger-train cars	0	0	0.00					33
34	(55) Highway revenue equipment	1,721	1,717	9.50					34
35	(56) Floating equipment	0	0	0.00					35
36	(57) Work equipment	6,099	10,689	3.62					36
37	(58) Miscellaneous equipment	2,717	2,247	4.17					37
38	(59) Computer systems and word processing equipment	2,075	1,673	16.64					38
39	TOTAL EQUIPMENT	444,294	508,398	3.15		0	0		39
40	GRAND TOTAL	1,581,304	1,691,402	N/A		0	0	N/A	40

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

1 Disclose the required information in regard to credits and debits to Account No. 735, "Accumulated Depreciation. Road and Equipment Property", during the year relating to owned and used road equipment Include entries for depreciation of equipment owned but not used when the resulting rents are included in the "Lease Rentals-Credit-Equipment" accounts and "Other Rents-Credit-Equipment" accounts. Exclude any entries of depreciation of equipment that is used but not owned when the resulting rents are included in "Lease Rental- Debit-Equipment" account and "other Rents-Debit-Equipment" accounts (See Schedule 351 for the accumulated depreciation to road and equipment owned and leased to others.)

2 If any data are included in columns (d) or (f), explain the entries in detail.

3. A debit balance in columns (b) or (g) for any primary account should be designated "Dr."

4 If there is any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses, a full explanation should be given

5 Enter amounts representing amortization under an authorized program other than for defense projects on lines 29 and 39

Line No	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f) See note below		
		ROAD							
1		(3) Grading	12,592	399	0	545	0	12,446	1
2		Other right-of-way expe'ditures	76	23	0	13	0	86	2
3		(5) Tunnels and subways	577	29	0	0	0	606	3
4		(6) Bridges, trestles, and culverts	11,481	1,536	0	629	0	12,388	4
5		(7) Elevated structures	0	0	0	0	0	0	5
6		(8) Ties	69,581	9,387	0	11,015	0	67,953	6
7		(9) Rail and other track material	114,132	10,637	0	5,574	0	119,195	7
8		(11) Ballast	30,464	3,423	0	1,460	0	32,427	8
9		(13) Fences, snowsheds, and signs	1,516	25	0	31	0	1,510	9
10		(16) Station and office buildings	5,178	832	0	206	0	5,804	10
11		(17) Roadway buildings	836	51	0	44	0	843	11
12		(18) Water stations	54	0	0	0	0	54	12
13		(19) Fuel stations	1,664	184	0	0	0	1,848	13
14		(20) Shops and enginehouses	2,451	369	0	255	0	2,565	14
15		(22) Storage warehouses	0	0	0	0	0	0	15
16		(23) Wharves and docks	656	29	0	1	0	684	16
17		(24) Coal and ore wharves	0	0	0	0	0	0	17
18		(25) TOFC/COFC terminals	1,419	361	0	192	0	1,588	18
19		(26) Communication systems	6,856	1,114	0	10	0	7,960	19
20		(27) Signals and interlockers	24,110	2,139	0	806	0	25,443	20
21		(29) Power plants	(206)	6	0	0	0	(200)	21
22		(31) Power-transmission systems	50	110	0	1	0	159	22
23		(35) Miscellaneous structures	344	68	0	207	0	205	23
24		(37) Roadway machines	24,815	1,434	1,190 @	3,861	0	23,578	24
25		(39) Public improvements-Const.	4,984	733	0	714	0	5,003	25
26	*	(44) Shop machinery	(1,224)	281	0	50	0	(993)	26
27		(45) Power-plant machinery	385	15	0	1	0	399	27
28		All other road accounts	0	0	0	0	0	0	28
29		Amortization (Adjustments)	0	0	0	0	0	0	29
30		TOTAL ROAD	312,791	33,185	1,190	25,615	0	321,551	30
		EQUIPMENT							
31	*	(52) Locomotives	45,530	7,070	0	581	0	52,019	31
32	*	(53) Freight-train cars	150,862	6,519	0	3,716	0	153,665	32
33	*	(54) Passenger-train cars	0	0	0	0	0	0	33
34	*	(55) Highway revenue equipment	339	163	0	1	0	501	34
35	*	(56) Floating equipment	0	0	0	0	0	0	35
36	*	(57) Work equipment	5,488	258	0	10	0	5,736	36
37	*	(58) Miscellaneous equipment	3,274	175	0	486	0	2,963	37
38		(59) Computer systems and word processing equipment	523	318	0	708	0	133	38
39	*	Amortization (Adjustments)	0	0	0	0	0	0	39
40		TOTAL EQUIPMENT	206,016	14,503	0	5,502	0	215,017	40
41		GRAND TOTAL	518,807	47,688	1,190	31,117	0	536,568	41

* To be reported with equipment rather than W&S expenses   @ Capitalized Roadway Machine depreciation

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 (Adjusments)							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**	NONE	NONE	NONE	NONE	NONE	NONE	41

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

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

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

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

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

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

Line No.	Cross Check	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No
			At beginning of year (b)	At close of year (c)		
		ROAD				
1		(3) Grading	524	527	0.93	1
2		(4) Other right-of-way expenditures	0	0	N/A	2
3		(5) Tunnels and subways	0	0	N/A	3
4		(6) Bridges, trestles & culverts	283	288	1.59	4
5		(7) Elevated structures	0	0	N/A	5
6		(8) Ties	6,172	6,397	4 36	6
7		(9) Rail & other track material	11,612	12,465	2 78	7
8		(11) Ballast	3,599	3,657	2.50	8
9		(13) Fences snow sheds & signs	0	0	N/A	9
10		(16) Station & office buildings	1,760	1,759	4 46	10
11		(17) Roadway buildings	0	0	N/A	11
12		(18) Water stations	0	0	N/A	12
13		(19) Fuel stations	0	0	N/A	13
14		(20) Shops & enginehouses	0	0	N/A	14
15		(22) Storage warehouses	0	0	N/A	15
16		(23) Wharves & docks	0	0	N/A	16
17		(24) Coal & ore wharves	0	0	N/A	17
18		(25) TOFC/COFC terminals	5,847	5,847	2 66	18
19		(26) Communication systems	0	0	N/A	19
20		(27) Signals & interlockers	1,106	1,125	4 75	20
21		(29) Power plants	0	0	N/A	21
22		(31) Power-transmission systems	0	0	N/A	22
23		(35) Miscellaneous structures	207	207	2 54	23
24		(37) Roadway machines	0	0	N/A	24
25		(39) Public improvements-const.	530	582	2.35	25
26		(44) Shop machinery *	0	0	N/A	26
27		(45) Power-plant machinery	0	0	N/A	27
28		All other road accounts	0	0	N/A	28
29		Amortization (Adjustments)	0	0	N/A	29
30		TOTAL ROAD	31,640	32,854	N/A	30
		EQUIPMENT				
31		(52) Locomotives	20,956	23,173	12.14	31
32		(53) Freight-train cars	1,108	2,884	2.02	32
33		(54) Passenger-train cars	0	0	N/A	33
34		(55) Highway revenue equipment	0	0	N/A	34
35		(56) Floating equipment	0	0	N/A	35
36		(57) Work equipment	0	0	N/A	36
37		(58) Miscellaneous equipment	0	0	N/A	37
38		(59) Computer systems and word processing equipment	0	0	N/A	38
39		Amortization Adjustment	0	0	N/A	39
40		TOTAL EQUIPMENT	22,064	26,057	N/A	40
41		GRAND TOTAL b(Note 1)	53,704	58,911	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 b*							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	13,138	3,693	0	338	0	16,493	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		See Note 1.		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 b*							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		See Note 1.					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 731or 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. (a)	Class (See ins. 2) (a)	Name of company (b)	Miles of road (see ins. 4) (whole number) (c)	Investments in property (see ins. 5) (d)	Depreciation & amortization of defense projects (see ins. 6) (e)	Line No.
1	R	Soo Line Railroad Company	1,553			1
2						2
3		Account 731		1,722,310	520,075	3
4						4
5		Account 732		59,415	16,493	5
6						6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24
25						25
26						26
27						27
28						28
29						29
30						30
31		TOTAL	1,553	1,781,725	536,568	31

352B. INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE
(By Property Accounts)
(Dollars in thousands)

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

2. The amounts for respondent and for each group or class of companies and properties on line 44 herein, should correspond with the amounts for each class of company and property shown in schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in the schedule.

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

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

Line No.	Cross Check	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (proprietary companies) (d)	Other leased properties (e)	Line No.
1		(2) Land for transportation purposes	6,843	0	0	0	1
2		(3) Grading	43,877	0	0	0	2
3		(4) Other right-of-way expenditures	1,589	0	0	0	3
4		(5) Tunnels and subways	2,573	0	0	0	4
5		(6) Bridges, trestles, and culverts	104,354	0	0	0	5
6		(7) Elevated structures	0	0	0	0	6
7		(8) Ties	240,303	0	0	0	7
8		(9) Rail and other track material	411,840	0	0	0	8
9		(11) Ballast	148,032	0	0	0	9
10		(13) Fences, snow sheds, and signs	1,813	0	0	0	10
11		(16) Station and office buildings	19,525	0	0	0	11
12		(17) Roadway buildings	2,781	0	0	0	12
13		(18) Water stations	56	0	0	0	13
14		(19) Fuel stations	7,769	0	0	0	14
15		(20) Shops and enginehouses	14,616	0	0	0	15
16		(22) Storage warehouses	0	0	0	0	16
17		(23) Wharves and docks	1,300	0	0	0	17
18		(24) Coal and ore wharves	0	0	0	0	18
19		(25) TOFC/COFC terminals	19,284	0	0	0	19
20		(26) Communication systems	23,020	0	0	0	20
21		(27) Signals and interlockers	55,539	0	0	0	21
22		(29) Power plants	65	0	0	0	22
23		(31) Power-transmission systems	1,542	0	0	0	23
24		(35) Miscellaneous structures	2,467	0	0	0	24
25		(37) Roadway machines	53,900	0	0	0	25
26		(39) Public improvements - Construction	33,744	0	0	0	26
27		(44) Shop machinery	5,907	0	0	0	27
28		(45) Power-plant machinery	435	0	0	0	28
29		Leased propcty capitalized rentals (explain)	0	0	0	0	29
30		Other (specify and explain)		0	0	0	30
31		TOTAL ROAD	1,203,174	0	0	0	31
32		(52) Locomotives	236,038	0	0	0	32
33		(53) Freight-train cars	308,703	0	0	0	33
34		(54) Passenger-train cars	0	0	0	0	34
35		(55) Highway revenue equipment	1,717	0	0	0	35
36		(56) Floating equipment	0	0	0	0	36
37		(57) Work equipment	10,689	0	0	0	37
38		(58) Miscellaneous equipment	2,247	0	0	0	38
39		(59) Computer systems and word processing equipment	2,011	0	0	0	39
40		TOTAL EQUIPMENT	561,405	0	0	0	40
41		(76) Interest during construction	0	0	0	0	41
42		(80) Other elements of investment	1,135	0	0	0	42
43		(90) Construction in progress	16,011	0	0	0	43
44		GRAND TOTAL	1,781,725	0	0	0	44

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

CROSS-CHECKS

SCHEDULE 410		SCHEDULE 210
Line 620, column (h)	=	Line 14, column (b)
Line 620, column (f)	=	Line 14, column (d)
Line 620, column (g)	=	Line 14, column (e)

		SCHEDULE 412
Lines 136 thru 138 column (f)	=	Line 29 column (b)
Lines 118 thru 123, and 130 thru 135 column (f)	=	Line 29, column (c)

		SCHEDULE 414
Line 231, column (f)	=	Line 19, columns (b) thru (d)
Line 230, column (f)	=	Line 19, columns (e) thru (g)

		SCHEDULE 415
Lines 207, 208, 211, 212, column (f)	=	Lines 5, 38, column (f)
Lines 226, 227, column (f)	=	Lines 24, 39, column (f)
Lines 311, 312, 315, 316, 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)	=	Lines 5, 38, columns (c) and (d)
Line 232, column (f)	=	Lines 24, 39, columns (c) and (d)
Line 317, column (f)	=	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 1, column (j)
Line 508, column (f)	=	Line 2, column (j)
Line 509, column (f)	=	Line 3, column (j)
Line 510, column (f)	=	Line 4, column (j)
Line 511, column (f)	=	Line 5, column (j)
Line 512, column (f)	=	Line 6, column (j)
Line 513, column (f)	=	Line 7, column (j)
Line 514, column (f)	=	Line 8, column (j)
Line 515, column (f)	=	Line 9, column (j)
Line 516, column (f)	=	Line 10, column (j)
Line 517, column (f)	=	Line 11, column (j)

SCHEDULE 450		SCHEDULE 210
Line 4 column b	=	Line 47 column b

SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

Line No.	Cross Check	Name Of Railway Operating Expense Account (A)	Salaries & Wages (B)	Material & Other (C)	Purchased Services (D)	General (E)	Total Freight (F)	Passenger (G)	Total (H)	Line No.
		WAY AND STRUCTURES:								
		ADMINISTRATION								
1		Track	2,671	233	680	279	3,863	0	3,863	1
2		Bridge & Building	810	201	724	125	1,860	0	1,860	2
3		Signal	514	64	99	54	731	0	731	3
4		Communication	324	29	101	32	486	0	486	4
5		Other	660	195	169	108	1,132	0	1,132	5
		REPAIR AND MAINTENANCE								
6		Roadway And Track Laying & Surfacing-Running	3,040	785	1,542	548	5,915	0	5,915	6
7		Roadway And Track Laying & Surfacing-Switching	756	166	185	90	1,197	0	1,197	7
8		Tunnels & Subways-Running	0	0	0	0	0	0	0	8
9		Tunnels & Subways-Switching	0	0	0	0	0	0	0	9
10		Bridges & Culverts-Running	951	466	518	331	2,266	0	2,266	10
11		Bridges & Culverts-Switching	13	5	2	4	24	0	24	11
12		Ties-Running	233	100	34	30	397	0	397	12
13		Ties-Switching	187	117	31	24	359	0	359	13
14		Rail & Other Track Material-Running	2,921	1,386	1,428	314	6,049	0	6,049	14
15		Rail & Other Track Material-Switching	877	276	289	112	1,554	0	1,554	15
16		Ballast-Running	192	34	41	28	295	0	295	16
17		Ballast-Switching	70	18	36	9	133	0	133	17
18		Road Property Damaged-Running	115	94	223	22	454	0	454	18
19		Road Property Damaged-Switching	82	33	11	13	139	0	139	19
20		Road Property Damaged-Other	0	0	0	0	0	0	0	20
21		Signals & Interlockers-Running	2,024	928	217	168	3,337	0	3,337	21
22		Signals & Interlockers-Switching	114	56	466	6	642	0	642	22
23		Communications Systems	869	269	1,292	65	2,495	0	2,495	23
24		Electric Power Systems	16	1	1	1	19	0	19	24
25		Highway Grade Crossings-Running	221	57	396	37	711	0	711	25
26		Highway Grade Crossings-Switching	52	51	7	6	116	0	116	26
27		Station & Office Buildings	396	1	1,544	84	2,025	0	2,025	27
28		Shop Buildings-Locomotives	36	8	493	3	540	0	540	28
29		Shop Buildings-Freight Cars	3	0	44	0	47	0	47	29
30		Shop Buildings-Other Equipment	45	14	264	40	363	0	363	30

SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

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.
101		Locomotive Servicing Facilities	47	0	80	0	127	0	127	101
102		Miscellaneous Buildings & Structures	3	2	444	4	453	0	453	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	46	(2)	1,695	2	1,741	0	1,741	106
107		Motor Vehicle Loading & Distribution Facilities	12	0	121	0	133	0	133	107
108		Facilities For Other Specialized Service Operations	0	1	63	1	65	0	65	108
109		Roadway Machines	629	686	237	79	1,631	0	1,631	109
110		Small Tools And Supplies	74	57	14	11	156	0	156	110
111		Snow Removal	1,084	169	334	201	1,788	0	1,788	111
112		Fringe Benefits-Running	0	0	0	4,101	4,101	0	4,101	112
113		Fringe Benefits-Switching	0	0	0	909	909	0	909	113
114		Fringe Benefits-Other	0	0	0	3,476	3,476	0	3,476	114
115		Casualties & Insurance-Running	0	0	0	1,276	1,276	0	1,276	115
116		Casualties & Insurance-Switching	0	0	0	272	272	0	272	116
117		Casualties & Insurance-Other	0	0	0	597	597	0	597	117
118	*	Lease Rentals-Debit-Running	0	0	0	0	0	0	0	118
119	*	Lease Rentals-Debit-Switching	0	0	0	0	0	0	0	119
120	*	Lease Rentals-Debit-Other	0	0	2,423	0	2,423	0	2,423	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	11,284	0	11,284	0	11,284	124
125		Joint Facility Rent-Debit-Switching	0	0	1,539	0	1,539	0	1,539	125
126		Joint Facility Rent-Debit-Other	0	0	0	0	0	0	0	126
127		Joint Facility Rent-(Credit)-Running	0	0	(1,218)	0	(1,218)	0	(1,218)	127
128		Joint Facility Rent-(Credit)-Switching	0	0	(64)	0	(64)	0	(64)	128
129		Joint Facility Rent-(Credit)-Other	0	0	0	0	0	0	0	129
130	*	Other Rents-Debit-Running	0	0	0	0	0	0	0	130
131	*	Other Rents-Debit-Switching	0	0	0	0	0	0	0	131
132	*	Other Rents-Debit-Other	0	0	0	0	0	0	0	132
133	*	Other Rents-(Credit)-Running	0	0	0	0	0	0	0	133

SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

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	20,964	20,964	0	20,964	136
137	*	Depreciation-Switching	0	0	0	4,631	4,631	0	4,631	137
138	*	Depreciation-Other	0	0	0	7,309	7,309	0	7,309	138
139		Joint Facility-Debit-Running	0	0	8,790	0	8,790	0	8,790	139
140		Joint Facility-Debit-Switching	0	0	976	0	976	0	976	140
141		Joint Facility-Debit-Other	0	0	0	0	0	0	0	141
142		Joint Facility-(Credit)-Running	0	0	(2,726)	0	(2,726)	0	(2,726)	142
143		Joint Facility-(Credit)-Switching	0	0	0	0	0	0	0	143
144		Joint Facility-(Credit)-Other	0	0	0	0	0	0	0	144
145		Dismantling Retired Road Property-Running	0	0	0	0	0	0	0	145
146		Dismantling Retired Road Property-Switching	0	0	0	0	0	0	0	146
147		Dismantling Retired Road Property-Other	0	0	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	291	291	0	291	150
151		TOTAL WAY AND STRUCTURES	20,087	6,500	34,829	46,657	108,073	0	108,073	151
		EQUIPMENT:								
		LOCOMOTIVES								
201		Administration	996	29	109	46	1,180	0	1,180	201
202	*	Repair And Maintenance	8,057	14,513	8,512	115	31,197	0	31,197	202
203		Machinery Repair	12	0	142	0	154	0	154	203
204		Equipment Damaged	0	15	0	0	15	0	15	204
205		Fringe Benefits	0	0	0	3,856	3,856	0	3,856	205
206		Other Casualties And Insurance	0	0	0	522	522	0	522	206
207	*	Lease Rentals-Debit	0	0	28,884	0	28,884	0	28,884	207
208	*	Lease Rentals-(Credit)	0	0	(218)	0	(218)	0	(218)	208
209		Joint Facility Rent-Debit	0	0	0	0	0	0	0	209
210		Joint Facility Rent-(Credit)	0	0	0	0	0	0	0	210
211	*	Other Rents-Debit	0	0	0	0	0	0	0	211
212	*	Other Rents-(Credit)	0	0	(17,357)	0	(17,357)	0	(17,357)	212
213		Depreciation	0	0	0	7,233	7,233	0	7,233	213
214	*	Joint Facility-Debit	0	0	477	0	477	0	477	214
215	*	Joint Facility-(Credit)	0	0	0	0	0	0	0	215
216	*	Repairs Billed To Others-(Credit)	0	0	0	0	0	0	0	216

SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

Line No.	Cross Check	Name Of Railway Operating Expense Account (A)	FREIGHT Salaries & Wages (B)	Material & Other (C)	Purchased Services (D)	General (E)	Total Freight (F)	Passenger (G)	Total (H)	Line No.
217		Dismantling Retired Property	0	0	0	0	0	0	0	217
218		Other	0	0	0	0	0	0	0	218
219		TOTAL LOCOMOTIVES	9,065	14,557	20,549	11,772	55,943	0	55,943	219
		FREIGHT CARS								
220		Administration	602	30	71	76	779	0	779	220
221	*	Repair & Maintenance	5,011	16,942	17,087	187	39,227	0	39,227	221
222	*	Machinery Repair	27	0	272	0	299	0	299	222
223		Equipment Damaged	0	77	1,424	0	1,501	0	1,501	223
224		Fringe Benefits	0	0	0	2,418	2,418	0	2,418	224
225		Other Casualties & Insurance	0	0	0	488	488	0	488	225
226	*	Lease Rentals-Debit	0	0	40,055	0	40,055	0	40,055	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	41,345	0	41,345	0	41,345	230
231	*	Other Rents-(Credit)	0	0	(65,634)	0	(65,634)	0	(65,634)	231
232	*	Depreciation	0	0	0	6,592	6,592	0	6,592	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	(18,349)	0	(18,349)	0	(18,349)	235
236		Dismantling Retired Property	0	0	0	0	0	0	0	236
237		Other	0	0	0	0	0	0	0	237
238		TOTAL FREIGHT CARS	5,640	17,049	16,271	9,761	48,721	0	48,721	238
		OTHER EQUIPMENT								
301		Administrative	12	0	0	0	12	0	12	301
		Repairs & Maintenance								
302	*	Trucks, Trailers, Containers	61	0	2,488	0	2,549	0	2,549	302
303	*	Floating Equipment - Revenue Services	0	0	0	0	0	0	0	303
304	*	Passenger & Other Revenue Service	0	0	0	0	0	0	0	304
305	*	Computers & Data Processing Systems	0	0	0	0	0	0	0	305
306	*	Machinery	103	115	13	41	272	0	272	306
307	*	Work & Other Non-Revenue Equipment	57	0	308	0	365	0	365	307
308		Equipment Damaged	0	0	0	0	0	0	0	308
309		Fringe Benefits	0	0	0	101	101	0	101	309
310		Other Casualties & Insurance	0	0	0	0	0	0	0	310
311	*	Lease Rentals - Debit	0	0	2,220	0	2,220	0	2,220	311
312	*	Lease Rentals - (Credit)	0	0	0	0	0	0	0	312

SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

Line No.	Cross Check	Name Of Railway Operating Expense Account (A)	FREIGHT Salaries & Wages (B)	FREIGHT Material & Other (C)	FREIGHT Purchased Services (D)	FREIGHT General (E)	FREIGHT Total Freight (F)	Passenger (G)	Total (H)	Line No.
313		Joint Facility Rent - Debit	0	0	0	0	0	0	0	313
314		Joint Facility Rent - (Credit)	0	0	0	0	0	0	0	314
315	*	Other Rents - Debit	0	0	46	0	46	0	46	315
316	*	Other Rents - (Credit)	0	0	(142)	0	(142)	0	(142)	316
317	*	Depreciation	0	0	0	959	959	0	959	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	0	0	0	0	0	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	233	115	4,933	1,101	6,382	0	6,382	323
324		TOTAL EQUIPMENT	14,938	31,721	41,753	22,634	111,046	0	111,046	324
		TRANSPORTATION:								
		TRAIN OPERATIONS:								
401		Administration	5,174	329	1,971	323	7,797	0	7,797	401
402		Engine Crews	23,018	156	2,509	528	26,211	0	26,211	402
403		Train Crews	22,145	150	2,434	508	25,237	0	25,237	403
404		Dispatching Trains	3,303	41	57	532	3,933	0	3,933	404
405		Operating Signals & Interlockers	0	0	0	0	0	0	0	405
406		Operating Drawbridges	406	0	0	0	406	0	406	406
407		Highway Crossing Protection	0	0	1,255	1	1,256	0	1,256	407
408		Train Inspection & Lubrication	4,268	201	90	14	4,573	0	4,573	408
409		Locomotive Fuel	68	99,351	577	1	99,997	0	99,997	409
410		Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	410
411		Servicing Locomotives	1,227	1,285	14	1	2,527	0	2,527	411
412		Freight Lost or Damaged - Solely Related	0	0	0	408	408	0	408	412
413		Clearing Wrecks	74	0	1,433	19	1,526	0	1,526	413
414		Fringe Benefits	0	0	0	22,817	22,817	0	22,817	414
415		Other Casualties and Insurance	0	0	0	2,510	2,510	0	2,510	415
416		Joint Facilities - Debit	0	0	6,924	0	6,924	0	6,924	416
417		Joint Facilities - (Credit)	0	0	(2,745)	0	(2,745)	0	(2,745)	417
418		Other	0	0	0	0	0	0	0	418
419		TOTAL TRAIN OPERATIONS	59,683	101,513	14,519	27,662	203,377	0	203,377	419
		YARD OPERATIONS								
420		Administration	3,622	187	1,341	204	5,354	0	5,354	420
421		Switch Crews	25,137	89	1,359	245	26,830	0	26,830	421

SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

Line No.	Cross Check	Name Of Railway Operating Expense Account (A)	FREIGHT Salaries & Wages (B)	Material & Other (C)	Purchased Services (D)	General (E)	Total Freight (F)	Passenger (G)	Total (H)	Line No.
422		Controlling Operations	2,866	11	394	54	3,325	0	3,325	422
423		Yard And Terminal Clerical	1,642	7	182	20	1,851	0	1,851	423
424		Operating Switches, Signals Retarders & Humps	220	0	390	0	610	0	610	424
425		Locomotive Fuel	6	8,678	0	0	8,684	0	8,684	425
426		Electric Power Purchased Or Produced For Motive Power	0	0	0	0	0	0	0	426
427		Servicing Locomotives	667	692	12	1	1,372	0	1,372	427
428		Freight Lost Or Damaged-Solely Related	0	0	0	0	0	0	0	428
429		Clearing Wrecks	9	0	0	0	9	0	9	429
430		Fringe Benefits	0	0	0	12,998	12,998	0	12,998	430
431		Other Casualties & Insurance	0	0	0	2,045	2,045	0	2,045	431
432		Joint Facility-Debit	0	0	1,222	0	1,222	0	1,222	432
433		Joint Facility-(Credit)	0	0	(686)	0	(686)	0	(686)	433
434		Other	0	0	0	0	0	0	0	434
435		TOTAL YARD OPERATIONS	34,169	9,664	4,214	15,567	63,614	0	63,614	435
		TRAIN AND YARD OPERATIONS COMMON								
501		Cleaning Car Interiors	0	0	0	0	0	0	0	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	0	0	0	0	0	506
		SPECIALIZED SERVICE OPERATIONS								
507	*	Administration	1,331	32	90	84	1,537	0	1,537	507
508	*	Pickup & Delivery & Marine Line Haul	0	0	0	0	0	0	0	508
509	*	Loading & Unloading & Local Marine	1,197	270	10,058	132	11,657	0	11,657	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	759	759	0	759	512
513	*	Casualties & Insurance	0	0	0	34	34	0	34	513
514	*	Joint Facility-Debit	0	0	0	0	0	0	0	514
515	*	Joint Facility-(Credit)	0	0	0	0	0	0	0	515
516	*	Other	0	0	0	0	0	0	0	516
517	*	TOTAL SPECIALIZED SERVICES OPERATIONS	2,528	302	10,148	1,009	13,987	0	13,987	517

SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

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.
					FREIGHT					
		ADMINISTRATIVE SUPPORT OPERATIONS								
518		Administration	1,860	25	3,025	139	5,049	0	5,049	518
519		Employees Performing Clerical Functions	3,852	2	(500)	19	3,373	0	3,373	519
520		Communication Systems Operation	0	0	0	0	0	0	0	520
521		Loss & Damage Claims Processing	69	4	2	6	81	0	81	521
522		Fringe Benefits	0	0	0	1,735	1,735	0	1,735	522
523		Casualties & Insurance	0	0	0	128	128	0	128	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	5,781	31	2,527	2,027	10,366	0	10,366	527
528		TOTAL TRANSPORTATION	102,161	111,510	31,408	46,265	291,344	0	291,344	528
		GENERAL AND ADMINISTRATIVE								
601		Officers-General Administration	264	0	252	54	570	0	570	601
602		Accounting, Auditing & Finance	3,088	61	935	57	4,141	0	4,141	602
603		Management Services And Data Processing	0	0	6,308	1	6,309	0	6,309	603
604		Marketing	878	5	753	150	1,786	0	1,786	604
605		Sales	882	8	754	118	1,762	0	1,762	605
606		Industrial Development	176	6	162	12	356	0	356	606
607		Personnel & Labor Relations	2,216	66	649	284	3,215	0	3,215	607
608		Legal And Secretarial	1,753	143	5,740	255	7,891	0	7,891	608
609		Public Relations And Advertising	73	10	440	725	1,248	0	1,248	609
610		Research And Development	325	0	172	30	527	0	527	610
611		Fringe Benefits	0	0	0	4,369	4,369	0	4,369	611
612		Casualties & Insurance	0	0	0	313	313	0	313	612
613		Writedown Of Uncollectible Accounts	0	0	0	447	447	0	447	613
614		Property Taxes	0	0	0	8,076	8,076	0	8,076	614
615		Other Taxes Except On Corporate Income Or Payrolls	0	0	0	465	465	0	465	615
616		Joint Facility-Debit	0	0	0	0	0	0	0	616
617		Joint Facility-(Credit)	0	0	0	0	0	0	0	617
618		Other	1,531	69	210	851	2,661	0	2,661	618
619		TOTAL GENERAL AND ADMINISTRATIVE	11,186	368	16,375	16,207	44,136	0	44,136	619
620	*	TOTAL CARRIER OPERATING EXPENSES	148,372	150,099	124,365	131,763	554,599	0	554,599	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	0	1
2		3	Grading	399	0	0	2
3		4	Other right-of-way expenditures	23	0	0	3
4		5	Tunnels and subways	29	0	0	4
5		6	Bridges, trestles and culverts	1,536	0	0	5
6		7	Elevated structures	0	0	0	6
7		8	Ties	9,387	0	0	7
8		9	Rail and other track material	10,637	0	0	8
9		11	Ballast	3,423	0	0	9
10		13	Fences, snowsheds and signs	25	0	0	10
11		16	Station and office buildings	832	2,423	0	11
12		17	Roadway buildings	51	0	0	12
13		18	Water stations	0	0	0	13
14		19	Fuel stations	184	0	0	14
15		20	Shops and enginehouses	369	0	0	15
16		22	Storage warehouses	0	0	0	16
17		23	Wharves and docks	29	0	0	17
18		24	Coal and ore wharves	0	0	0	18
19		25	TOFC/COFC terminals	361	0	0	19
20		26	Communications systems	1,114	0	0	20
21		27	Signals and interlockers	2,139	0	0	21
22		29	Power plants	6	0	0	22
23		31	Power transmission systems	110	0	0	23
24		35	Miscellaneous structures	68	0	0	24
25		37	Roadway machines	1,434	0	0	25
26		39	Public improvements: construction	733	0	0	26
27		45	Power plant machines	15	0	0	27
28		--	Other lease/rentals	N/A	0	N/A	28
29		--	TOTAL	32,904	2,423	0	29

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

1. Report freight expenses only.

2. Report in this supporting schedule rental information by car type and other freight-carrying equipment relating to the interchange of railroad owned or leased equipment and privately owned equipment. (Reporting for leased equipment covers equipment that carrier on railroad markings).

3. The gross amounts receivable and payable for freight-train cars (line 19, columns (b) through (d), and line 19, columns (e) through (g), respectively should balance with Schedule 410, column (f), lines 231 (credits) and 230 (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f), lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of schedule 410 because those lines include rents for "Other Equipment" which is reported in Schedule 415, column (f). The balancing of schedule 410, 414 and 415 "Other Equipment" is outlined in note 6 to Schedule 415.

4. Report in columns (b) and (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	79	303	764	77	250	2
3		Box-Equipped	0	174	856	360	1,640	3,872	3
4		Gondola-Plain	0	0	0	297	200	267	4
5		Gondola-Equipped	0	614	1,398	0	1,309	1,569	5
6		Hopper-Covered	0	12,667	27,698	2,358	2,848	6,385	6
7		Hopper-Open Top-General Service	0	413	2,404	1	31	68	7
8		Hopper-Open Top-Special Service	0	0	0	0	38	74	8
9		Refrigerator-Mechanical	0	0	0	0	30	145	9
10		Refrigerator-Non-Mechanical	0	9	22	3	30	113	10
11		Flat TOFC/COFC	0	12	358	4,426	713	2,569	11
12		Flat Multi-Level	0	2,714	5,054	3,838	284	41	12
13		Flat-General Service	0	0	0	1	9	14	13
14		Flat-Other	0	2,861	7,021	1,419	776	1,739	14
15		Tank-Under 22,000 Gallons	0	0	0	111	0	0	15
16		Tank-22,000 Gallons and Over	0	0	0	125	0	0	16
17		All Other Freight Cars	0	6	311	1	10	60	17
18		Auto Racks	0	0	660	2,480	0	0	18
19		TOTAL FREIGHT TRAIN CARS	0	19,549	46,085	16,184	7,995	17,166	19
		OTHER FREIGHT-CARRYING EQUIPMENT							
20		Refrigerated Trailers	0	0	0	0	0	0	20
21		Other Trailers	0	43	99	13	0	33	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	43	99	13	0	33	24
25		GRAND TOTAL (LINES 19 AND 24)	0	19,592	46,184	16,197	7,995	17,199	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 (e), 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 Owned (c)	Depreciation Capitalized lease (d)	Amortization Adjustment net during year (e)	Line No.
		LOCOMOTIVES					
1		Diesel Locomotive-Yard	3,020	92	0	0	1
2		Diesel Locomotive-Road	28,177	5,148	1,830	0	2
3		Other Locomotive-Yard	0	0	0	0	3
4		Other Locomotive-Road	0	0	0	0	4
5	*	TOTAL LOCOMOTIVES	31,197	5,240	1,830	0	5
		FREIGHT TRAIN CARS					
6		Box-Plain 40 Foot	0	4	0	0	6
7		Box-Plain 50 Foot and Longer	150	(286)	0	0	7
8		Box-Equipped	934	42	0	0	8
9		Gondola-Plain	68	0	0	0	9
10		Gondola-Equipped	1,456	117	0	0	10
11		Hopper-Covered	13,823	5,355	0	0	11
12		Hopper-Open Top-General Service	593	140	0	0	12
13		Hopper-Open Top-Special Service	65	0	0	0	13
14		Refrigerator-Mechanical	8	0	0	0	14
15		Refrigerator-Nonmechanical	41	(242)	0	0	15
16		Flat TOFC/COFC	652	85	0	0	16
17		Flat Multi-level	1,264	0	0	0	17
18		Flat-General Service	3	6	0	0	18
19		Flat-Other	1,382	146	0	0	19
20		All Other Freight Cars	13	0	0	0	20
21		Cabooses	20	(175)	0	0	21
22		Auto Racks	406	1,011	316	0	22
23		Miscellaneous Accessories	0	0	0	0	23
24	*	TOTAL FREIGHT TRAIN CARS	20,878	6,203	316	0	24
		OTHER EQUIPMENT-REVENUE FREIGHT HIGHWAY EQUIPMENT					
25		Refrigerated Trailers	0	0	0	0	25
26		Other Trailers	2	0	0	0	26
27		Refrigerated Containers	0	0	0	0	27
28		Other Containers	755	0	0	0	28
29		Bogies	0	0	0	0	29
30		Chassis	908	163	0	0	30
31		Other Highway Equipment (Freight)	884	0	0	0	31
32	*	TOTAL HIGHWAY EQUIPMENT	2,549	163	0	0	32
		FLOATING EQUIPMENT-REVENUE SERVICE					
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 Passenger and Other Revenue Equipment					
36	*	(Freight Portion)	0	0	0	0	36
37	*	Computer systems and word processing equipment	0	257	61	0	37
38	*	Machinery-Locomotives1	154	163	0	0	38
39	*	Machinery-Freight Cars2	299	73	0	0	39
40	*	Machinery-Other Equipment3	272	45	0	0	40
41	*	Work and Other Non-revenue Equipment	365	433	0	0	41
42		TOTAL OTHER EQUIPMENT	1,090	971	61	0	42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	55,714	12,577	2,207	0	43

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

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

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

415. SUPPORTING SCHEDULE - EQUIPMENT - Continued
(Dollars in thousands)

Line No.	Cross Check	Lease and rentals (net) (f)	Investment base as of 12/31 Owned (g)	Capitalized lease (h)	Accumulated depreciation as of 12/31 Owned (i)	Capitalized lease (j)	Line No.
1		714	1,960	0	2,014	0	1
2		10,595	193,311	40,767	37,801	12,204	2
3		0	0	0	0	0	3
4		0	0	0	0	0	4
5		11,309	195,271	40,767	39,815	12,204	5
6		0	5	0	(4)	0	6
7		0	3,302	0	4,484	0	7
8		304	1,700	0	256	0	8
9		0	0	0	0	0	9
10		2,250	10,742	0	9,044	0	10
11		20,386	255,949	0	115,313	0	11
12		2,514	6,693	0	7,593	0	12
13		519	0	0	0	0	13
14		0	0	0	0	0	14
15		0	396	0	256	0	15
16		95	189	0	364	0	16
17		3,134	0	0	0	0	17
18		0	0	0	16	0	18
19		6,657	4,761	0	2,481	0	19
20		0	0	0	281	0	20
21		0	680	0	1,014	0	21
22		4,196	23,478	809	12,251	316	22
23		0	0	0	0	0	23
24		40,055	307,895	809	153,349	316	24
25		0	0	0	0	0	25
26		0	0	0	0	0	26
27		0	0	0	0	0	27
28		1,883	0	0	0	0	28
29		0	0	0	0	0	29
30		0	1,717	0	501	0	30
31		0	0	0	0	0	31
32		1,883	1,717	0	501	0	32
33		0	0	0	0	0	33
34		0	0	0	0	0	34
35		0	0	0	0	0	35
36		0	0	0	0	0	36
37		0	1,842	169	72	61	37
38		0	3,426	0	(576)	0	38
39		0	1,536	0	(258)	0	39
40		0	945	0	(159)	0	40
41		337	12,936	0	8,699	0	41
42		337	20,685	169	7,778	61	42
43		53,584	525,568	41,745	201,443	12,581	43

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

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

416. SUPPORTING SCHEDULE - ROAD
(Dollars in thousands)

Density category (Class) (a)	Account No. (b)	Owned and used Inv. Base (c)	Accum. depr. (d)	Depr. rate % (e)	Improvements to leased property Inv. Base (f)	Accum. depr. (g)	Depr. rate % (h)	Capitalized leases Inv. Base (i)	Current year Amort. (j)	Accum. Amort. (k)	TOTAL Inv. Base (l)	Accum. Depr. & Amort. (m)	Line No.
I	3	12,138	3,476	0.93	148	9	0.93	0	0	0	12,286	3,485	1
	8	140,710	34,931	4.39	2,936	913	4.39	0	0	0	143,646	35,844	2
	9	239,579	68,503	3.27	5,522	1,537	3.27	0	0	0	245,101	70,040	3
	11	96,018	22,728	2.50	1,917	269	2.50	0	0	0	97,935	22,997	4
Sub-Total		488,445	129,638		10,523	2,728		0	0	0	498,968	132,366	5
II	3	21,675	6,206	0.93	263	17	0.93	0	0	0	21,938	6,223	6
	8	55,347	20,981	3.45	1,923	203	3.45	0	0	0	57,270	21,184	7
	9	74,158	16,421	2.04	5,962	1,318	2.04	0	0	0	80,120	17,739	8
	11	38,002	6,251	1.62	1,294	84	1.62	0	0	0	39,296	6,335	9
Sub-Total		189,182	49,859		9,442	1,622		0	0	0	198,624	51,481	10
III	3	0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0	11
	8	0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0	12
	9	0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0	13
	11	0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0	14
Sub-Total		0	N/A		0	N/A		0	N/A	N/A	0	0	15
IV	3	9,537	2,731	0.93	116	7	0.93	0	0	0	9,653	2,738	16
	8	37,804	10,141	2.67	1,583	784	2.67	0	0	0	39,387	10,925	17
	9	85,633	31,271	1.91	986	145	1.91	0	0	0	86,619	31,416	18
	11	10,341	2,983	1.18	460	112	1.18	0	0	0	10,801	3,095	19
Sub-Total		143,315	47,126		3,145	1,048		0	0	0	146,460	48,174	20
V	3	0	0	0.00	0	0	0.00	0	0	0	0	0	21
	8	0	0	0.00	0	0	0.00	0	0	0	0	0	22
	9	0	0	0.00	0	0	0.00	0	0	0	0	0	23
	11	0	0	0.00	0	0	0.00	0	0	0	0	0	24
Sub-Total		0	0		0	0		0	0	0	0	0	25
GRAND TOTAL		820,942	226,623	0	23,110	5,398	N/A	0	0	0	844,052	232,021	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	1,537	0	0	0	0	0	0	0	1,537	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	11,294	0	0	0	0	363	N/A	0	11,657	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	759	0	0	0	0	0	0	0	759	6
7	*	Casualty and insurance	34	0	0	0	0	0	0	0	34	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	13,624	0	0	0	0	363	0	0	13,987	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 | Total Investment At End Of Year | Capital Leases | | |
| | | Investment At End Of Year | Current Year Amortization | Accumulated Amortization |
(a)	(b)	(c)	(d)	(e)
(16) Stat. & Off. Bldgs.	19,526	1,339	139	213
(20) Shops & Enginehouses	0	0	0	0
(25) TOFC COFC Terminals	0	0	0	0
(26) Communication System	0	0	0	0
(37) Roadway Machines	0	0	0	0
Total Road	19,526	1,339	139	213
(52) Locomotives	236,038	40,767	1,830	12,204
(53) Freight Train Cars	308,703	809	316	316
(55) Highway Revenue Equipt	0	0	0	0
(57) Work Equipment	0	0	0	0
(58) Miscellaneous Equipment	0	0	0	0
(59) Computer & Word Processing	2,011	169	61	61
Total Equipment	546,752	41,745	2,207	12,581
GRAND TOTAL	566,278	43,084	2,346	12,794

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	9,431	1
		U.S Government Taxes		
		Income Taxes:		
2		Normal Tax & Surtax	36,734	2
3		Excess Profits	0	3
4	*	Total Income Taxes (ln. 2 - 3)	36,734	4
5		Railroad Retirement	28,365	5
6		Hospital Insurance	2,415	6
7		Supplemental Annuities	0	7
8		Unemployment Insurance	1,449	8
9		All Other United States Taxes	144	9
10		Total - U.S Government Taxes	69,107	10
11		Total Railway Taxes	78,538	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	263,081	23,788	0	286,869	1
2	Accelerated amortization of facilities, Sec 168 I.R.C.	(1,372)	90	0	(1,282)	2
3	Capital leases	1,064	1,095	0	2,159	3
4	Amortization of rights of way, Sec. 185 I R C	0	0	0	0	4
5	Undistributed earnings from affiliates	10,701	1,103	0	11,804	5
6	Gross deferred tax liabilities	273,474	26,076	0	299,550	6
7	Post retirement benefits	(22,931)	6,527	0	(16,404)	7
8	Reserves for employee severance/related costs	(10,603)	3,493	0	(7,110)	8
9	Expense reserves & environmental remediation	(35,902)	(1,401)	0	(37,303)	9
10	Other items	(18,040)	(3,174)	0	(21,214)	10
11	Net operating loss carryforwards	(247)	170	0	(77)	11
12	ITC/other credit carryforwards	0	0	0	0	12
13	Minimum tax credit carryforwards	(15,687)	12,123	0	(3,564)	13
14	Gross deferred tax assets	(103,410)	17,738	0	(85,672)	14
15	Deferred tax assets valuation allowance	0	0	0	0	15
16						16
17	NET DEFERRED TAX LIABILITIES	170,064	43,814	0	213,878	17

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

*Footnotes:

1. If Flow-through method was elected, indicate net decrease (or increase) in tax accrual because of
investment tax credit $ N/A

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

2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of
unused and available net operating loss carryover on January 1 of the year following that for which the
report is made $ N/A

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

SOO files income tax returns in the U.S. federal jurisdiction and various U.S state jurisdictions. SOO is no longer subject to federal income tax examinations by the Internal Revenue Service for years prior to 2004. Unrecognized tax benefits are not expected to significantly increase or decrease within the next 12 months. SOO is no longer subject to state income tax examinations by tax authorities for years before 2003.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits is as follows:

Balance at January 1, 2007	$109
Additions based on tax positions related to the current year	249
Additions for tax positions of prior years	635
Reductions for tax positions of prior years	0
Reductions for tax positions due to statute of limitations	0
Balance at December 31, 2007	$993

Included in the balance at January 1, 2007 and December 31, 2007, are $.9 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 $.1 million and $ 7 million for the payment of interest and penalties accrued at December 31, 2007 and 2006, respectively.

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

SOO is included in a federal consolidated tax return with Parent. As of December 31, 2007, SOO had no federal tax operating loss carryforwards as allocated under Internal Revenue Service rules, but still had certain state tax net operating loss carry forwards available.

As of December 31, 2007, SOO had federal and state minimum tax credit carryforwards in the amount of $3.6 million. These credits are available to be carried forward indefinitely without expiration. During 2007, $.6 million of minimum tax credits were generated and $12.7 million minimum tax credits were used.

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:			1
2		SFAS 87 / SFAS 158 "Employers Accounting for Pensions"		3,350	2
3					3
4	606	Other Credits to Retained Earnings:			4
5		Milwaukee Motor Transportation Company dissolution		1,098 *	5
6		into Soo Line Railroad Company			6
7					7
8	616	Other Debits to Retained Earnings:			8
9		Milwaukee Motor Transportation Company dissolution	1,098 *		9
10		into Soo Line Railroad Company			10
11					11
12					12
13					13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

* Reflects the dissolution of previously inactive Milwaukee Motor Transportation Company.

501. GUARANTIES AND SURETYSHIPS
(Dollars in thousands)

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

This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than two years after the date of issue. Items of less than $50,000 may be shown as one total.

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1					1
2					2
3		NONE			3
4					4
5					5
6					6
7					7
8					8
9					9
10					10
11					11
12					12
13					13
14					14
15					15
16					16
17					17
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30					30
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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.

Short-term debt obligations at December 31, 2007 and 2006, were as follows:

	2007	2006
Line of credit	15,000	0
Other obligations	14,978	0
Total short-term debt	29,978	0

The line of credit is with a bank and is not to exceed $15.0 million. The line of credit bears interest at an annual rate of LIBOR plus 75 basis points. The amount outstanding at December 31, 2007, is due January 15, 2008. As of December 31, 2007, the interest rate was 5.61%, including the 75 basis points. The other obligations represent negotiated bank overdrafts for which SOO pays a daily rate with no specific due date. As of December 31, 2007, the interest rate was 7.75%. There are no additional covenants required for either of these short-term obligations.

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	29,978
2	764	Equipment Obligations and Other Long Term Debt due Within One Year	Sch. 200, L. 39	4,716
3	765 / 767	Funded Debt Unmatured	Sch. 200, L. 41	0
4	766	Equipment Obligations	Sch 200, L. 42	0
5	766.5	Capitalized Lease Obligations	Sch. 200, L. 43	27,067
6	768	Debt in Default	Sch. 200, L. 44	0
7	769	Accounts Payable: Affiliated Companies	Sch. 200, L. 45	519,600
8	770.1 / 770 2	Unamortized Debt Premium	Sch. 200, L. 46	0
9		Total Debt	Sum L. 1-8	581,361
10		Debt Directly Related to Road Property	Note 1	0
11		Debt Directly Related to Equipment	Note 1.	31,783
12		Total Debt Directly Related to Road and Equipment	Sum L. 10 and 11	31,783
13		Percent Directly Related to Road	L.10/L.12 (2 decimals)	0 00%
14		Percent Directly Related to Equipment	L.11/L.12 (2 decimals)	100.00%
15		Debt Not Directly Related to Road or Equipment	L.9 minus L.12	549,578
16		Road Property Debt (Note 2)	(L.13 x L.15) plus L.10	0
17		Equipment Debt (Note 2)	(L.14 x L.15) plus L.11	581,361

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	32,408
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	32,408
22		Interest Directly Related to Road Property Debt	Note 4.	0
23		Interest Directly Related to Equipment Debt	Note 4	2,479
24		Interest Not Directly Related to Road and Equipment Debt	L.21-(L.22+L.23)	29,929
25		Interest Road Property Debt (Note 5)	L.22+(L.24xL.13)	0
26		Interest Equipment Debt (Note 5)	L.23+(L.24xL.14)	32,408
27		Embedded Rate of Debt Capital-Road Property	L 25/ L.16	N/A
28		Embedded Rate of Debt Capital-Equipment	L.26/ L.17	5.57%

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) Received	Paid	Amount due from or to related parties (e) Receivable	Payable	Line No.
1									1
2									2
3	Canadian Pacific Railway		Controlled	Asset Purchase/Sale	121	11			3
4				Data Processing Services		10,326		526	4
5				Equipment Repairs	2,767	549	497	106	5
6				Fuel Equalization	2,728	369	197	2	6
7				Joint Operating Activities	397		29		7
8				Lease Rentals	169	744	112	894	8
9				Locomotive HPH Equalization	18,122	0	3,061		9
10				Management Services		6,549		852	10
11				Materials Purchased	429	1,786	43	5	11
12				Track Repairs & Projects	107	917	3	227	12
13									13
14									14
15									15
16	Canadian Pacific Hungary		Common	Interest Expense		30,054		3,267	16
17				Loan Fees		409			17
18									18
19									19
20									20
21	Delaware & Hudson Railway Company		Common	Asset Purchase/Sale	677		61		21
22				Data Processing Services	3,102		218		22
23				Management Services	15	2	3		23
24				Materials Purchased	99				24
25				Equipment Repairs	1,538		373		25
26				Locomotive HPH Equalization	222	47	5		26
27				Track Repairs & Projects	4,657		123		27
28				Interest Income	249				28
29				Loan Fees					29
30									30
31									31
32	Soo Line Corporation		Controlled	Short Term Note-Principal	40,800				32
33									33
34									34
35									35
36									36
37	CPR Locomotive Equity Company		Common	Lease Rentals		12,467		3,884	37
38									38
39									39

515. RAILS LAID IN REPLACEMENT
(Dollars in thousands)

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

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

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

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

Line No.	Class of rail	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS				Line No.
		Weight of rail				Weight of rail				
		Pounds per yard of rail	Number of tons (2,000 lb)	Total cost of rail applied in running tracks, passing tracks, cross-overs, etc. during year	Average cost per ton (2,000 lb)	Pounds per yard of rail	Number of tons (2,000 lb)	Total cost of rail applied in yard, station, team, industry, and other switching tracks during year	Average cost per ton (2,000 lb)	
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1	NEW		7,908				134			1
2										2
3										3
4	RELAY		6,787				3,514			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	14,695	$0	$0	N/A	3,648	$0	$0	20

NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 700

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

(1) Line owned by respondent

(2) Line owned by proprietary companies

(3) Line operated under lease for a specified sum, lessor being (A) an affiliated corporation, or (B) independent or not affiliated with respondent.

(4) Line operated under contract or agreement for contingent rent, owner being (A) an affiliated corporation, or (B) independent or not affiliated with respondent.

(5) Line operated under trackage rights.

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

Lengths of track should be reported to the nearest WHOLE mile adjusted to accord with footings; i.e , counting one-half mile or over as a whole mile and disregarding any fraction less than one-half mile.

In Column (a) insert the figure (and letter, if any) indicating its class in accordance with the above list of classifications.

In Column (b) give the various proportions of each class owned or leased by respondent, listing each proportion once in any grouping   Canadian mileage should be segregated and identified on separate lines in the various groupings. For each listing, in Column (d) give its entire length (the distance between terminals of single or first main track), and in the following columns the lengths of second main track, all other main tracks, passing tracks, cross-overs and turn-outs; way switching tracks; and yard switching tracks These classes of tracks are defined as follows:

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

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

YARD SWITCHING TRACKS - Yard where separate switching services are maintained, including classification, house, team, industry and other tracks switched by yard locomotives.

The returns in Columns (h) and (i) should include tracks serving industries, such as mines, mills, smelters, factories, etc Tracks belonging to an industry for which no rent is payable should not be included.

Tracks leading to and in gravel and sand pits and quarries, the cost of which is chargeable to a clearing account and which are used in getting out material for the respondent's use, should not be included.

Class (1) includes all lines operated by the respondent at the close of the year to which it has title in perpetuity.

Class (2) includes each line, full title to which is in an inactive proprietary corporation of the respondent (i.e. one all of whose outstanding stocks or obligations are held by or for the respondent, and which is operated by the respondent or an affiliated system corporation without any accounting to the said proprietary corporation). It may also include such line when the actual title to all of the outstanding stocks or obligations rests in a corporation controlled by or controlling the respondent. But in the case of any such inclusion, the facts of the relationship to the respondent of the corporation holding the securities should be fully set forth in a footnote. An inactive corporation is one which has been practically absorbed in a controlling corporation, and which neither operates property nor administers its financial affairs. If it maintains an organization, it does so only for the purpose of complying with legal requirements and maintaining title to property or franchises.

Class (3) includes all tracks operated under a lease or formal conveyance of less than the grantor's interest in the property, with a specific and unconditional rent reserved. The fact that the lessor does or does not maintain an independent organization for financial purposes is immaterial in this connection

Class (4) is the same as Class (3), except that the rent reserved is conditional upon earnings or some other fact.

Class (5) includes all tracks operated and maintained by others, but over which the respondent has the right to operate some or all of its trains In the road of this class the respondent has no proprietary rights, but only the rights of a licensee. Include in this class, also, on main tracks, industrial tracks and sidings owned by noncarrier companies and individuals when the respondent operates over them but does not have exclusive possession of them

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

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

700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Class	Proportion owned or leased by respondent	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks	Miles of yard switching tracks	TOTAL	Line No.
			Miles of road	Miles of second main track	Miles of all other main tracks	Miles of running tracks				
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1										1
2	1	100.00%	1,523	133	11	175	139	468	2,449	2
3										3
4	J-1	50.00%	57	2	0	6	19	11	95	4
5										5
6	5		1,687	189	16	65	59	80	2,096	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										33
34										34
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36										36
37										37
38										38
39				.						39
40										40
41										41
42										42
43										43
44										44
45										45
46										46
47										47
48										48
49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57	TOTAL		3,267	324	27	246	217	559	4,640	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 (b).

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 Owned, Not Operated By Respondent (h)	New Line Constructed During Year (i)	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)			
1		Montana	0	0	0	0	0	0	57	0	1
2		Michigan	0	0	0	0	342	342	0	0	2
3		South Dakota	6	0	0	0	0	6	0	0	3
4		North Dakota	474	0	0	0	8	482	663	0	4
5		Minnesota	749	0	0	0	491	1,240	53	0	5
6		Wisconsin	302	0	0	0	305	607	0	0	6
7		Illinois	22	0	0	0	341	363	0	0	7
8		Indiana	0	0	.	0	197	197	0	0	8
9		Kentucky	0	0	0	0	0	0	1	0	9
10		Ohio	0	0	0	0	30	30	0	0	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		Total Mileage (single track)	1,553	0	0	0	1,714	3,267	774	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 (j), 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)	New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired & rebuilt units rewritten into property accounts (e)	All other units including reclassification & second hand units purchased or leased from others (f)	Units retired from service of respondent whether owned or leased, including reclassification (g)	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)	Line No
		Locomotive Units												
1		Diesel-freight units												1
2		Diesel-passenger units												2
3		Diesel-multi purpose units	343	0	0	0	56	80	204	115	319	1,145,510	0	3
4	*	Diesel-switching units	41	0	0	0	0	1	16	24	40	68,000	0	4
5	*	Total (lines 1 to 4)	384	0	0	0	56	81	220	139	359	1,213,510	0	5
6		Electric-locomotives												6
7		Other self-powered units												7
8	*	Total (lines 5, 6 & 7)	384	0	0	0	56	81	220	139	359	1,213,510	0	8
9	*	Auxiliary units										N/A		9
10	*	Total Locomotive Units (lines 8 & 9)	384	0	0	0	56	81	220	139	359	N/A	0	10

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

Line No	Cross Check	Type or design of units (a)	Before Jan. 1, 1985 (b)	Between Jan. 1, 1985 and Dec. 31, 1989 (c)	Between Jan. 1, 1990 and Dec. 31, 1994 (d)	Between Jan. 1, 1995 and Dec 31, 1999 (e)	Between Jan. 1, 2000 and Dec. 31, 2004 (f)	During Calendar Year 2005 (g)	2006 (h)	2007 (i)	2008 (j)	2009 (k)	Total (l)	Line No
11	*	Diesel	143	43	0	83	34	0	56	0	0	0	359	11
12	*	Electric												12
13	*	Other self-powered units												13
14	*	Total (lines 11 to 13)	143	43	0	83	34	0	56	0	0	0	359	14
15	*	Auxiliary units												15
16	*	Total Locomotive Units (lines 14 & 15)	143	43	0	83	34	0	56	0	0	0	359	16

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

Line No.	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year / Units Installed — New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired & rebuilt units rewritten into property accounts (e)	All other units including reclassification & second hand units purchased or leased from others (f)	Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year — 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)	Line No
17		PASSENGER-TRAIN CARS Non-Self-Propelled Coaches [PA, PB, PBO]							0		0			17
18		Combined cars [All class C, except CSB]							0		0			18
19		Parlor cars [PBC, PC, PL, PO]							0		0			19
20		Sleeping cars [PS, PT, PAS, PDS]							0		0			20
21		Dining, grill & tavern cars [All class D, PD]							0		0	N.A		21
22		Non-passenger-carrying cars [All class B, CSB,M,PSA,IA]							0		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		0			24
25		Electric combined cars [EC]							0		0			25
26		Internal combustion rail motorcars [IED, EG]							0		0			26
27		Other self-propelled cars (Specify types)							0		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		0	N.A	0	30
31		Board outfit cars [MWX]	2	0	0	0	0	0	2	0	2	N/A		31
32		Derrick & snow removal cars [MWU,MWV,MWW,MWK]	10	0	0	0	0	0	10	0	10	N/A	0	32
33		Dump and ballast cars [MWB, MWD]	71	0	0	0	194	2	263	0	263	N/A	0	33
34		Other maintenance and service equipment cars	261	0	0	0	0	36	225	1	226	N/A	0	34
35		TOTAL (lines 30 to 34)	344	0	0	0	194	38	500	1	501	N/A	0	35

710. INVENTORY OF EQUIPMENT - Continued

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

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

			Units in service of respondent at beginning of year		Changes during the year — Units installed				
Line No.	Cross Check	Class of equipment and car designations (a)	Time-mileage cars (b)	All others (c)	New units purchased or built (d)	New or rebuilt units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, incl 'reclass-ification and second hand units purchased or leased from others (g)	Line No
		FREIGHT TRAIN CARS							
36		Plain box cars - 40' (B100 - B287)	1	0	0	0	0	0	36
37		Plain box cars - 50' and longer (B300 - B887)	191	0	0	0	0	0	37
38		Equipped box cars (All code A) Except A 5	328	0	0	0	0	0	38
39		Plain gondola cars (All codes G & J-1,J-2,J-3 & J-4)	0	0	0	0	0	0	39
40		Equipped gondola cars (All code E)	967	160	0	0	0	0	40
41		Covered hopper cars (All code C 1 C 2)	10,067	429	0	0	0	320	41
42		Open top hopper cars-general service (All code H)	1,004	123	0	0	0	0	42
43		Open top hopper cars-special service (All codes K,J-0)	0	118	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	17	0	0	0	0	0	45
46		Flat cars - TOFC/COFC (All code P & Q & S) except Q8-	25	0	0	0	0	0	46
47		Flat cars - multi-level (All code V)	496	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 7 , F 8 , F40	1,521	0	0	0	0	0	49
50		Tank cars-under 22,000 ga (T-0,T-1,T-2,T-3,T-4, T-5)	0	0	0	0	0	0	50
51		Tank cars-22,000 ga & over (T-6,T-7,T-8,T-9)	0	0	0	0	0	0	51
52		All other freight cars A 5 (All code L & Q8	1	0	0	0	0	0	52
53		TOTAL (lines 36 to 52)	14,619	830	0	0	0	320	53
54		Caboose (All code M-930)	N/A	24	0	0	0	0	54
55		TOTAL (lines 53 & 54)	14,619	854	0	0	0	320	55

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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 retired from service of respondent whether owned or leased, including reclassification (h)	Owned and used (i)	Leased from others (j)	Time-mileage cars (k)	All other (l)	Aggregate capacity of units reported in columns (k) & (l) (see ins 4) (m)	Leased to others (n)	Line No
36		0	1	0	1	0	53	0	36
37		42	149	0	149	0	11,175	0	37
38		201	104	23	127	0	9,779	0	38
39		0	0	0	0	0	0	0	39
40		28	625	474	939	160	113,197	270	40
41		48	5,510	5,258	10,343	425	1,173,712	0*	41
42		345	208	574	782	0	79,764	0	42
43		118	0	0	0	0	0	0	43
44		0	0	0	0	0	0	0	44
45		2	15	0	15	0	1,440	0	45
46		0	9	16	25	0	1,625	0	46
47		1	121	374	495	0	21,874	0	47
48		1	0	0	0	0	0	0	48
49		91	135	1,295	1,430	0	161,590	0	49
50		0	0	0	0	0	0	0	50
51		0	0	0	0	0	0	0	51
52		0	1	0	1	0	69	0	52
53		877	6,878	8,014	14,307	585	1,574,278	270	53
54		1	23	0	N/A	23	N/A	0	54
55		878	6,901	8,014	14,307	608	1,574,278	270	55

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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 — Units installed				Line No.
			Per diem	All others	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)	
		FLOATING EQUIPMENT							
56		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_	217	0	0	0	22	1	59
60		Dry van U2_,Z2_,Z6_,1-6	0	1,340	0	0	99	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 u1_Z0_,U6_							66
67		Other trailer and container (Special Equipped Dry Van U9_,Z8_ & Z9_)	0	3				0	67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 to 60)	217	1,343	0	0	121	1	70

NOTES AND REMARKS

Line 59   2006 Purchase not reported 22 Second Hand units
Line 60   2006 Purchase not reported 99 Second Hand units

710. INVENTORY OF EQUIPMENT - Concluded

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

Line No	Cross Check	Changes during year (concluded) Units retired from service of respondent whether owned or leased, including reclassification (h)	Units at close of year		Total in service of respondent (col (i) & (j))		Aggregate capacity of units reported in columns (k) & (l) (see ins 4) (m)	Leased to others (n)	Line No.
			Owned and used (i)	Leased from others (j)	Per diem (k)	All other (l)			
56					N/A			.	56
57					N/A				57
58		0	0	0	N/A	0	0	0	58
59		0	240	0	240		8,400	0	59
60		2	98	1,339	98	1,339	47,421		60
61									61
62									62
63									63
64									64
65									65
66									66
67		0	3	0	0	3	90	0	67
68									68
69									69
70		2	341	1,339	338	1,342	55,911	0	70

NOTES AND REMARKS

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

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

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

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

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

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

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

NEW UNITS

Line No.	Class of equipment (a)	Number of units (b)	Total weight (tons) (c)	Total cost (d)	Method of acquisition (see instructions) (e)	Line No.
1						1
2						2
3						3
4						4
5						5
6						6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24
25	TOTAL	0	N/A	$0	N/A	25
	REBUILT UNITS					
26	Locomotive ES44AC Diesel multi purpose 4,360HP	56	11,760	$115,712	P	26
27	Highway Revenue - Bogie Chassis Z142	22	116	$176	P	27
28	Highway Revenue - Dry Van U277	99	500	$438	P	28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38	TOTAL	177	N/A	$116,326	N/A	38
39	TOTAL	177	N/A	$116,326	N/A	39

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

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

A - Freight density of 20 million or more gross ton-miles per track mile per year (include passing tracks, turnouts and crossovers)

B - Freight density of less than 20 million gross ton-miles per track mile per year, but at least 5 million (include passing tracks, turnouts and crossovers).

C - Freight density of less than 5 million gross ton-miles per track mile per year, but at least 1 million (include passing tracks, turnouts and crossovers).

D - Freight density of less than 1 million gross ton-miles per track mile per year (include passing tracks, turnouts and crossovers).

E - Way and yard switching tracks (passing tracks, crossovers and turnouts shall be in category A, B, C, D, F and potential abandonments, as appropriate).

F - Track over which any passenger service is provided (other than potential abandonments). Mileage should be included within track categories A through 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 10903 of the Interstate Commerce Act of 1995.

2. This schedule should include all class 1, 2, 3 or 4 track from schedule 700 that is maintained by the respondent (class 5 is assumed to be maintained by others).

3. If, for two consecutive years, a line segment classified in one track category maintains a traffic density which would place it in another, it shall be reclassified into that category as of the beginning of the second year.

4. Traffic density related to passenger service shall not be included in the determination of the track category of a line segment.

720. TRACK AND TRAFFIC CONDITIONS

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

Line No.	Track category (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton-miles per track mile * (use two decimal places) (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders at end of period (e)	Line No
1	A	1,198	34.13	46.74	2.80	1
2	B	285	13.50	36.11	0.00	2
3	C	159	2.88	13.30	0.00	3
4	D	229	0.29	28.50	0.00	4
5	E	610	XXXXXXXX	XXXXXXXX	0.00	5
6	TOTAL (1)	2,481	24.00	40.52	2.80	6
7	F	386	XXXXXXXX	XXXXXXXX	0.00	7
8	Potential abandonments	66	N/A	N/A	0.00	8

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

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

721. TIES LAID IN REPLACEMENT

1. Furnish the requested information concerning ties laid in replacement.

2. In column (j), report the total board feet of switch and bridge ties laid in replacement.

3. The term "spot maintenance" in column (k) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total ties or board feet laid in replacement considered to be spot maintenance.

4. In line 9, the average cost per tie should include transportation charges on foreign lines, tie trains, loading, inspection and the cost of handling ties in general supply storage and seasoning yards, and in the case of treated ties, also the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over carrier's own lines, and placing the ties in tracks and of train service other than that necessary in connection with loading or treatment should not be included in this schedule.

Line No	Track category	New ties				Second-hand ties			Total	Switch and bridge ties (board feet)	Crossties switch and bridge ties	Line No.
		Wooden		Concrete	Other	Wooden		Other			Percent of spot maintenance	
		Treated	Untreated			Treated	Untreated					
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	
1	A	237,822	0	0	0	0	0	0	237,822	488,496	1.0%	1
2	B	214	0	0	0	0	0	0	214	18,333	34.7%	2
3	C	2,972	0	0	0	0	0	0	2,972	3,518	1.8%	3
4	D	32,802	0	0	0	0	0	0	32,802	47,150	2.1%	4
5	E	16,633	0	0	0	0	0	0	16,633	71,662	16.2%	5
6	TOTAL	290,443	0	0	0	0	0	0	290,443	629,159	2.1%	6
7	F	117,540	0	0	0	0	0	0	117,540	225,480	1.2%	7
8	Potential abandonments	0	0	0	0	0	0	0	0	0	0.0%	8

9 Average cost per crosstie $ [37.49] and switchtie (MBM) $ [1,045.64]

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

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

In column (a) classify the ties as follows:

U - Wooden ties untreated when applied.

T - Wooden ties treated before application.

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

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

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

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)	Line No
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of crossties laid in new tracks during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch & bridge ties laid in new tracks during year (g)		
1	T	0			0				1
2	S	0			0				2
3									3
4									4
5									5
6									6
7									7
8									8
9									9
10									10
11									11
12									12
13									13
14									14
15									15
16									16
17									17
18									18
19									19
20	TOTAL	0	$0.00	$0	0	$0.00	$0		20
21	Number of miles of new running tracks, passing tracks, crossovers, etc., in which ties were laid								21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid								22

723. RAILS LAID IN REPLACEMENT

1. Furnish the requested information concerning rails laid in replacement.

2. The term "spot maintenance" in column (h) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total rails laid in replacement 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)						Percent of spot maintenance	Line No.
		New rail		Relay rail		Total			
		Welded rail	Bolted rail	Welded rail	Bolted rail	Welded rail	Bolted rail		
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
1	A	62.28	3.45	1.54	6.39	63.82	9.84	8.3%	1
2	B	0.81	0.48	0.00	2.06	0.81	2.54	61.7%	2
3	C	0.04	0.37	0.08	1.42	0.12	1.79	6.2%	3
4	D	1.08	1.59	19.87	38.01	20.95	39.60	0.6%	4
5	E	0.00	1.33	29.62	3.10	29.62	4.43	11.1%	5
6	TOTAL	64.21	7.22	51.11	50.98	115.32	58.20	7.2%	6
7	F	50.72	1.42	0.00	9.37	50.72	10.79	7.4%	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 $ 815.70   Relay $ 225.87

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				Weight of rail				
		Pounds per yard of rail	Number of tons (2,000 lb)	Total cost of rail applied in running tracks, passing tracks, cross-overs, etc. during year	Average cost per ton (2,000 lb)	Pounds per yard of rail	Number of tons (2,000 lb)	Total cost of rail applied in yard, station, team, industry, and other switching tracks during year	Average cost per ton (2,000 lb)	
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1		115	0			115	0			1
2		136	0			136	0			2
3										3
4										4
5										5
6										6
7										7
8										8
9										9
10										10
11										11
12										12
13										13
14										14
15										15
16										16
17										17
18										18
19										19
20										20
21										21
22										22
23										23
24										24
25										25
26										26
27										27
28										28
29										29
30										30
31										31
32										32
33	Total	N/A	0	$0		N/A	0	$0		33
34	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid.									34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid.									35
36	Track-miles of welded rail installed on system this year : total to date									36

725. WEIGHT OF RAIL

Give the particulars called for below concerning the road and track operated by the respondent at the close of the year. Only the respondent's proportion of jointly owned mileage should be included. Under "Weight of rail" the various weights of rails should be given. Road and track occupied under trackage rights or other form of license should not be included herein, but all road and track held under any form of lease (granting exclusive possesion 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	288.44	0.00	NONE	1
2	132	293.90	0.00	NONE	2
3	131	71.63	0.00	NONE	3
4	130	0.00	0.00	NONE	4
5	115	689.28	0.00	NONE	5
6	112	59.98	0.00	NONE	6
7	100	34.91	0.00	NONE	7
8	90	103.98	0.00	NONE	8
9	85	109.68	0.00	NONE	9
10	80	39.34	0.00	NONE	10
11	75	0.00	0.00	NONE	11
12	72	4.23	0.00	NONE	12
13	70	0.00	0.00	NONE	13
14	65	0.00	0.00	NONE	14
15	60	1.18	0.00	NONE	15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38
39					39
40					40
41					41
42					42
43					43
44					44
45					45
46					46
47					47
48	TOTAL	1,696.55	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	237,822	488,496	6.6%	*	73.66	3.1%	167,186	365.7	31%	1
2	B	214	18,333	0.0%	*	3.35	0.6%	3,905	7.2	3%	2
3	C	2,972	3,518	0.6%	*	1.91	0.6%	9,555	23.3	15%	3
4	D	32,802	47,150	4.8%	*	60.55	13.2%	3,515	5.6	3%	4
5	E	16,633	71,662	0.9%	*	34.05	2.8%	14,784	9.9	2%	5
6	TOTAL	290,443	629,159	3.9%	*	173.52	3.5%	198,945	411.7	17%	6
7	F	117,540	225,480	10.2%	*	61.51	8.0%	49,218	124.4	32%	7
8	Potential abandonments	0	0	0.0%	*	0.00	0.0%	66	0.0	0%	8

* This information is not available.

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

Line No.	LOCOMOTIVES	Line No.
	Kind of locomotive service (a)	Diesel
		Diesel oil (gallons) (b)	
1	Freight	44,635,000	1
2	Passenger	0	2
3	Yard switching	4,040,000	3
4	TOTAL	48,675,000	4
5	COST OF FUEL $(000) *	108,681	5
6	Work Train	83,000	6

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

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755

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

(A) Report miles of road operated at close of year, excluding industrial tracks, yard tracks, and sidings.

(B) A train-mile is the movement of a train a distance of one mile. In computing train-miles, fractions representing less than one-half mile shall be disregarded and other fractions considered as one mile. Train Miles-Running shall be based on the actual distance run between terminals and/or stations and shall be computed from the official time tables or distance tables. Train-miles shall not be increased to cover the running of locomotives from shops to terminals, doubling hills, switching, or other work at way stations, or for the service of helper or pusher locomotives or of extra locomotives on double-head or triple-head trains. When the carrier's trains are detoured over foreign roads, the miles shall be computed on the basis of the miles actually run and in accordance with the service performed. Train-miles shall be kept separately for trains hauled by locomotives and trains moved by motorcars.

(C) A motorcar is a self-propelled unit of equipment designed to carry freight or passenger traffic, and is not considered a locomotive.

(D) A locomotive is a self-propelled unit of equipment designed solely for moving other equipment. A locomotive unit-mile is a movement of a locomotive unit a distance of one mile under its own power. Include miles made by all locomotive units. Exclude miles made by motorcars. Miles of locomotives in helper service shall be computed on the basis of actual distance run in such service.

(E) All locomotives unit-miles in road service shall be based on the actual distance run between terminals and/or stations. Follow instructions (B) regarding fractions and official time tables for computing locomotive-miles.

(F) Train switching locomotive-miles shall be computed at the rate of six miles per hour for the time actually engaged in such service. Include miles allowed train locomotives for performing switching service at terminals and way stations.

(G) Yard switching locomotive-miles shall be computed at the rate of six miles per hour for the time actually engaged in yard switching service. Include miles allowed for yard locomotives for switching service in yards where regular switching service is maintained and in terminal switching and transfer service.

(H) A car-mile is a movement of a unit of car equipment a distance of one mile. Use car designations shown in Schedule 710. Under Railroad Owned and Leased Cars, Items 4-01 and 4-11, report both foreign cars and respondent's own cars while on the line of the respondent railroad. In Items 4-13 and 4-15, report private-line cars and shipper owned cars. Loaded and empty miles should be reported whether or not the railroad reimbursed the owner on a loaded and/or empty mile basis. Report miles made by flatcars carrying empty highway trailers that are not moving under revenue billings as empty freight car-miles. Do not report miles made by motorcars or business cars.

(I) Exclude from Item 4-01, 4-11, 4-13, and 4-15 car-miles of work equipment, cars carrying company freight, and non-revenue private line cars moving in transportation trains. Include such car-miles in Items 4-17, 4-18, and 4-19. If private line cars move in revenue service, the loaded and empty miles should not be considered no-payment or non-revenue car-miles.

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

(K) From conductor's or dispatcher's train reports or other appropriate source's, compute weight in tons (2,000 lbs). Item 6-01 includes weight of all locomotive units moved one mile in transportation trains. Ton-miles of motorcars should be excluded. Items 6-02 and 6-03 represent tons behind locomotive units (cars and contents, cabooses) moved one mile in transportation trains (excluding non-revenue gross ton-miles). Non-revenue gross ton-miles in transportation trains include work equipment and cars carrying company freight (and their contents). Use 150 lbs. as the average weight per passenger, and four tons as the average weight of contents of each head-end car.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755 - Concluded

(L)   From conductor's train reports or other appropriate sources, compute ton-miles of freight. Ton-miles represent the number of tons of revenue and non-revenue freight moved one mile in transportation train Include net ton-miles in motorcar trains Exclude l c.l. shipment of freight handled in mixed baggage express cars. Total ton-miles of revenue freight should correspond to the ton-miles reported on Form 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, automotives and trucks) loaded and unloaded to and from TOFC and multiple level freight cars when the work is performed at the railroad's expense.

(R)   Report the number of loaded revenue trailers/containers picked up, plus revenue trailers/containers delivered in TOFC/COFC and in highway interchange service, when the work is performed at the railroad's expense. (Performed at railroad's expense means that railroad employees perform the service or that the railroad hires a subsidiary or outside contractor to perform the service.) Do not include those trailers/containers which are picked up or delivered by a shipper or motor carrier, etc., when a tariff provision requires the shipper or motor carrier, etc., and not the railroad, perform that service. Note: The count should reflect the trailer/containers for which expenses are reported in Schedule 417 line 2 column (b).

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

(T)   Report the total number of foreign railroad cars on line at the end of the year (except surplus cars, see below). Foreign railroad cars refers to freight cars owned by other railroads, whose interline rental is settled on time (by hour) and actual line-haul mileage charges under the Code of Car Hire Rules.

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

       Surplus cars are cars which are in serviceable condition available for loading on the last day of the year, but have not been placed for loading within 48 hours. This count can be an annual average based on weekly count of cars that have not been placed for loading within 48 hours.

(U)   Flat-TOFC/COFC Car-miles reported in lines 25 (4-020), 41 (4-120), 57 (4-140), and 75 (4-160) will be computed using cars rather than constructed container platforms. For example, an articulated car consisting of five platforms moved one mile will be counted as one car-mile, not five car-miles.

(V)   The intermodal Load Factor reported on Line 134 will be calculated for the average number of intermodal (TOFC/COFC) units loaded on the average intermodal car. Units are to be calculated in the same manner as Line 123 (13 TOFC/COFC - No. of Revenue Trailers & Containers Loaded and Unloaded (Q)). Intermodal cars will be calculated in accordance with instruction U for reporting Flat-TOFC/COFC Car-miles. Both intermodal (TOFC/COFC) units and intermodal cars are to be calculated using actual units and not constructed intermodal (TOFC/COFC) units or cars.

755. RAILROAD OPERATING STATISTICS

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
1		1. Miles of Road Operated (A)	3,267	XXXXXX	1
		2. Train Miles - Running (B)	XXXXXX	XXXXXX	
2		2-01 Unit Trains	1,368,930	XXXXXX	2
3		2-02 Way Trains	637,768	XXXXXX	3
4		2-03 Through Trains	5,910,540	XXXXXX	4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	7,917,238	XXXXXX	5
6		2-05 Motorcars (C)	0	XXXXXX	6
7		2-06 TOTAL ALL TRAINS (lines 5, 6)	7,917,238	XXXXXX	7
		3. Locomotive Unit Miles (D)	XXXXXX	XXXXXX	
		Road Service (E)	XXXXXX	XXXXXX	
8		3-01 Unit Trains	2,839,824	XXXXXX	8
9		3-02 Way Trains	1,082,566	XXXXXX	9
10		3-03 Through Trains	12,430,448	XXXXXX	10
11		3-04 TOTAL (lines 8-10)	16,352,838	XXXXXX	11
12		3-11 Train Switching (F)	1,614,000	XXXXXX	12
13		3-21 Yard Switching (G)	1,925,526	XXXXXX	13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	19,892,364	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	567	XXXXXX	16
17		4-012 Box-Equipped	13,702	XXXXXX	17
18		4-013 Gondola-Plain	1,126	XXXXXX	18
19		4-014 Gondola-Equipped	8,076	XXXXXX	19
20		4-015 Hopper-Covered	64,782	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	4,267	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	1,363	XXXXXX	22
23		4-018 Refrigerator-Mechanical	112	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	510	XXXXXX	24
25		4-020 Flat-TOFC/COFC	18,545	XXXXXX	25
26		4-021 Flat-Multi-Level	3,637	XXXXXX	26
27		4-022 Flat-General Service	42	XXXXXX	27
28		4-023 Flat-All Other	10,297	XXXXXX	28
29		4-024 All Other Car Types-Total	161	XXXXXX	29
30		4-025 TOTAL (lines 15-29)	127,187	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	673	XXXXXX	32
33		4-112 Box-Equipped	11,858	XXXXXX	33
34		4-113 Gondola-Plain	1,018	XXXXXX	34
35		4-114 Gondola Equipped	8,418	XXXXXX	35
36		4-115 Hopper-Covered	57,335	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	1,958	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	652	XXXXXX	38
39		4-118 Refrigerator-Mechanical	128	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	398	XXXXXX	40
41		4-120 Flat-TOFC/COFC	1,525	XXXXXX	41
42		4-121 Flat-Multi-level	1,152	XXXXXX	42
43		4-122 Flat-General Service	48	XXXXXX	43
44		4-123 Flat-All Other	9,989	XXXXXX	44
45		4-124 All Other Car Types	223	XXXXXX	45
46		4-125 TOTAL (lines 31-45)	95,375	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	896	XXXXXX	48
49		4-132 Box-Equipped	1,265	XXXXXX	49
50		4-133 Gondola-Plain	20,855	XXXXXX	50
51		4-134 Gondola-Equipped	913	XXXXXX	51
52		4-135 Hopper-Covered	58,241	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	273	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	48	XXXXXX	54
55		4-138 Refrigerator-Mechanical	1,852	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	100	XXXXXX	56
57		4-140 Flat-TOFC/COFC	43,752	XXXXXX	57
58		4-141 Flat-Multi-level	32,276	XXXXXX	58
59		4-142 Flat-General Service	14	XXXXXX	59
60		4-143 Flat-All Other	6,843	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	11,412	XXXXXX	61
62		4-145 Tank-22,000 Gallons and Over	26,324	XXXXXX	62
63		4-146 All Other Car Types	60	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	205,124	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	860	XXXXXX	66
67		4-152 Box-Equipped	1,226	XXXXXX	67
68		4-153 Gondola-Plain	20,479	XXXXXX	68
69		4-154 Gondola-Equipped	990	XXXXXX	69
70		4-155 Hopper-Covered	55,196	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	290	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	56	XXXXXX	72
73		4-158 Refrigerator-Mechanical	1,763	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	197	XXXXXX	74
75		4-160 Flat-TOFC/COFC	2,632	XXXXXX	75
76		4-161 Flat-Multi-level	8,714	XXXXXX	76
77		4-162 Flat-General Service	11	XXXXXX	77
78		4-163 Flat-All Other	5,569	XXXXXX	78
79		4-164 Tank Under 22,000 Gallons	11,410	XXXXXX	79
80		4-165 Tank-22,000 Gallons and Over	25,872	XXXXXX	80
81		4-166 All Other Car Types	41	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	135,306	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	5,421	XXXXXX	83
84		4-18 No Payment Car-Miles (I) 1	0	XXXXXX	84
		4-19 Total Car-Miles by Train Type (Note)	XXXXXX	XXXXXX	
85		4-191 Unit-Trains	131,071	XXXXXX	85
86		14-192 Way-Trains	14,285	XXXXXX	86
87		4-193 Through Trains	423,057	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	568,413	XXXXXX	88
89		4-20 Caboose Miles	56	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	3,250,545	XXXXXX	98
		6-02 Freight Trains, Crs., Cnts., and Caboose	XXXXXX	XXXXXX	
99		6-020 Unit Trains	11,796,769	XXXXXX	99
100		6-021 Way Trains	1,145,167	XXXXXX	100
101		6-022 Through Trains	32,477,043	XXXXXX	101
102		6-03 Passenger-Trains, Crs., Cnts., and Caboose	0	XXXXXX	102
103		6-04 Non-Revenue	0	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	48,669,524	XXXXXX	104
		7. Tons of Freight (thousands)	XXXXXX	XXXXXX	
105		7-01 Revenue	50,063	XXXXXX	105
106		7-02 Non-Revenue	283	XXXXXX	106
107		7-03 TOTAL (lines 105,106)	50,346	XXXXXX	107
		8 Ton-Miles of Freight (thousands) (L)	XXXXXX	XXXXXX	
108		8-01 Revenue-Road Service	25,203,901	XXXXXX	108
109		8-02 Revenue-Lake Transfer Service	0	XXXXXX	109
110		8-03 TOTAL (lines 108,109)	25,203,901	XXXXXX	110
111		8-04 Non-Revenue-Road Service	175,162	XXXXXX	111
112		8-05 Non-Revenue-Lake Transfer Service	0	XXXXXX	112
113		8-06 TOTAL (lines 111,112)	175,162	XXXXXX	113
114		8-07 TOTAL-Revenue & Non-Revenue (lines 110,113)	25,379,063	XXXXXX	114
		9. Train Hours (M)	XXXXXX	XXXXXX	
115		9-01 Road Service	398,860	XXXXXX	115
116		9-02 Train Switching	129,258	XXXXXX	116
117		10. TOTAL YARD-SWITCHING HOURS (N)	305,071	XXXXXX	117
		11. Train-Miles Work Trains (O)	XXXXXX	XXXXXX	
118		11-01 Locomotives	32,905	XXXXXX	118
119		11-02 Motorcars	0	XXXXXX	119
		12. Number of Loaded Freight Cars (P)	XXXXXX	XXXXXX	
120		12-01 Unit Trains	192,234	XXXXXX	120
121		12-02 Way Trains	303,144	XXXXXX	121
122		12-03 Through Trains	650,318	XXXXXX	122
123		13. TOFC/COFC-No. of Rev. Trlrs & Cntnrs Lded & Unlded (Q)	555,873	XXXXXX	123
124		14. Multi-level Cars-No. of Motor Vehicles Lded & Unlded (Q)	253,734	XXXXXX	124
125		15. TOFC/COFC-No. of Rev. Trailers Picked Up & Delivered (R)	0	XXXXXX	125
		16. Revenue Tons-Marine Terminal (S)	XXXXXX	XXXXXX	
126		16-01 Marine Terminals-Coal	0	XXXXXX	126
127		16-02 Marine Terminals-Ore	0	XXXXXX	127
128		16-03 Marine Terminals-Other	0	XXXXXX	128
129		16-04 TOTAL (lines 126-128)	0	XXXXXX	129
		17. Number of Foreign Per Diem Cars on Line (T)	XXXXXX	XXXXXX	
130		17-01 Serviceable	1,591	XXXXXX	130
131		17-02 Unserviceable	140	XXXXXX	131
132		17-03 Surplus	0	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	1,731	XXXXXX	133
134		TOFC/COFC - Average No. of Units Loaded Per Car	2.27	XXXXXX	134

NOTES AND REMARKS

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VERIFICATION

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

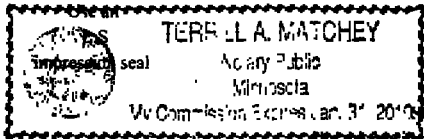### OATH
(To be made by the officer having control of the accounting of the respondent)

State of   Minnesota
County of   Hennepin

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

that it is his duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept, that he knows that such books have been kept in good faith during the period covered by this report; that he knows that the entries contained in this report relating to accounting matters have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroads and other accounting and reporting directives of the Surface Transportation Board, that he believes that all other statements of fact contained in this report are true, and that this report is a correct and complete statement, accurately taken from the books and records, of the business and affairs of the above-named respondent during the period of time from and including   January 1, 2007   to and including   December 31, 2007

                                                                    (signature of affiant)

Subscribed and sworn to before me, a   Notary Public   in and for the State and County above named, this
        31st   day of   March,   2008.   My commission expires January 31, 2010.

```
TERRELL A. MATCHEY
Notary Public
Minnesota
My Commission Expires Jan. 31, 2010
```
impressum seal

                                                                    (signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH*
(by the president or other chief officer of the respondent)

State of
County of

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

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

                                                                    (signature of affiant)

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

        Use an
        L.S.
impression seal   (signature of officer authorized to administer oaths)

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

NOTES AND REMARKS

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MEMORANDA
(FOR USE OF COMMISSION ONLY)
CORRESPONDENCE

Office addressed		Date of letter, fax, or telegram			Subject		Answer			
							Date of letter, fax, or telegram			File number of letter, fax, or tele-gram
Name	Title	Month	Day	Year		Page		Month	Day	Year	

CORRECTIONS

Date Correction			Page	Date of letter, fax, or telegram			Officer sending letter, fax, or telegram		Commission file number	Clerk making corr-ection
Month	Day	Year		Month	Day	Year	Name	Title		Name

EXPLANATORY REMARKS

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