

ACAA-R1

CLASS I RAILROAD ANNUAL REPORT R-1

*to the Surface Transportation Board
for the Year Ending Dec. 31, 2007*



Union Pacific Railroad
1400 Douglas, Omaha, NE 68179



NOTICE

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

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

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

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

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

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

(a) Board means *Surface Transportation Board*.

(b) Respondent means *the person or corporation in whose behalf the report is made*.

(c) Year means *the year ended December 31 for which the report is being made*.

(d) Close of the Year means *the close of business on December 31 for the year in which the report is being made*. If the report is made for a shorter period than one year, it means *the close of the period covered by the report*.

(e) Beginning of the Year means *the beginning of business on January 1 of the year for which the report is being made*. If the report is made for a shorter period than one year, it means *the beginning of that period*.

(f) Preceding Year means *the year ended December 31 of the year preceding the year for which the report is made*.

(g) The Uniform System of Accounts for Railroad Companies means *the system of accounts in Part 1201 of Title 49, Code of Federal Regulations, as amended*.

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

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

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

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

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

Supplemental Information about the Annual Report (R-1)

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

The estimated hour burden for filing this report is less than 800 hours.

Information in the Annual Reports is used to monitor and assess railroad industry growth, financial stability, traffic, and operations and to identify industry changes that may affect national transportation policy. In addition, the Board uses data from these reports to more effectively carry out regulatory responsibilities, such as acting on railroad requests for authority to engage in Board regulated financial transactions (for example, mergers, acquisitions of control, consolidations, and abandonments); conducting investigations and rulemakings; conducting rail revenue adequacy proceedings; developing rail cost adjustment factors; and developing the URCS, which is a cost measurement methodology. URCS was developed by the Board pursuant to 49 U.S.C. 11161 and is used as a tool in rail rate proceedings to calculate the variable costs associated with providing a particular service in accordance with 49 U.S.C. 10707(d). The Board also uses URCS to analyze the information that it obtains through the annual railroad industry waybill sample, see 49 CFR 1244, and in railroad abandonment proceedings to measure off-branch costs, pursuant to 49 U.S.C. 10904(a) and in accordance with 49 CFR 1152.32(n).

The information in this report is ordinarily maintained by the agency in hard copy for 10 years, after which it is transferred to the National Archives, where it is maintained as a permanent record. These reports are also maintained by the agency indefinitely on microfiche. In addition, some of this information is posted on the Board's website, www.stb.dot.gov, where it may remain indefinitely. All information collected through this report is available to the public.

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

Supplemental Information about the Quarterly Condensed Balance Sheet (CBS)

This information collection is mandatory under 49 CFR 1243.2.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

For Index, See Back of Form

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ANNUAL REPORT

OF

UNION PACIFIC 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) Jeffrey P. Totusek (Title) Chief Accounting Officer and Controller

(Telephone number) (402) 544-0100 (or contact Zane Nielsen at (402) 544-0135)

(Office address) 1400 Douglas Street - Stop 1770, Omaha, Nebraska 68179

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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 border on the schedules represents 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, and the Office of Information and Regulatory Affairs, Office of Management and Budget.

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 below the pages excluded and indicate the schedule number and title in the space provided below.
3. If no schedules were omitted indicate "NONE".

| Page | Schedule No. | Title |
|------|--------------|--|
| | | <div data-bbox="907 721 1305 810" style="border: 1px solid black; padding: 5px; display: inline-block;">NONE</div> |

B. IDENTITY OF RESPONDENT

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

1. Give in full the exact name of the respondent. Use the words "The" and "Company" only when they are parts of the corporate name. Be careful to distinguish between railroad and railway. The corporate name should be given uniformly throughout the report, notably on the cover, on the title page, and in the "Verification." If the report is made by receivers, trustees, a committee of bondholders, or individuals otherwise in possession of the property, state names and facts with precision. If the report is for a consolidated group, pursuant to Special Permission from the Board, indicate such fact on line 1 below and list the consolidated group on page 4.
2. If incorporated under a special charter, give date of passage of the act; if 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 - Union Pacific Railroad Company *
2. Date of incorporation - February 20, 1969
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 or trusteeship and of appointment of receivers or trustees:
Under the General Corporation Law of the State of Delaware. Articles Amended February 24, 1969, June 8, 1987, April 13, 1989, and August 10, 1993, in perpetuity. Name changed from Southern Pacific Transportation Company, February 1, 1998.
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: NOT APPLICABLE

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) March 31, 2008
- No annual report to stockholders is prepared.

- * This report for Union Pacific Railroad Company includes Union Pacific Railroad Company and all subsidiaries and affiliates (collectively, the Company, Railroad, or UPRR). See page 4 for a listing of included companies.

C VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common - Common Stock and Class A Stock both \$10/ per share; First preferred - None, Second preferred - None; Debenture stock - None
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 relationship between holdings and corresponding voting rights.
4. Are voting rights attached to any securities other than stock? NO If so, name in a footnote each security, other than stock to which voting rights are attached (as of the close of the year), and state in detail the relationship 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: N/A
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 - 4,853.
8. State the total number of stockholders of record, as of the date shown in answer to Inquiry No. 7. One stockholder.
9. Give the names of the 30 security holders of the respondent who, at the date of the latest closing of the stock book or completion 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 at the close of the year.

| Line No | Name of Security Holder | Address of Security Holder | Number of Votes to Which Security Holder Was Entitled | NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED | | | Line No. | |
|---------|---------------------------|--|---|---|-----------|--|----------|----|
| | | | | Stock | | | | |
| | | | | Common | Preferred | | | |
| (d) | Second | First | (e) | (f) | | | | |
| 1 | Union Pacific Corporation | 1400 Douglas Street Omaha, Nebraska 68179 | Common Stock - 4,465 Class A Stock - 388 | 4,465 388 | | | 1 2 | |
| 2 | | | | | | | 3 | |
| 3 | | | | | | | 4 | |
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| 12 | | | | | | | 13 | |
| 13 | | | | | | | 14 | |
| 14 | | | | | | | 15 | |
| 15 | Notes and Remarks: | Excludes stock owned by Southern Pacific Rail Corporation. | | | | | | 16 |
| 16 | | | | | | | 17 | |
| 17 | | Excludes non-voting FRA Preference Shares listed in Schedule 230 on page 20. | | | | | | 18 |
| 18 | | | | | | | 19 | |
| 19 | | | | | | | 20 | |
| 20 | | | | | | | 21 | |
| 21 | | | | | | | 22 | |
| 22 | | | | | | | 23 | |
| 23 | | | | | | | 24 | |
| 24 | | | | | | | 25 | |
| 25 | | | | | | | 26 | |

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of the respondent - N/A
11. Give the date of such meeting - February 28, 2008
12. Give the place of such meeting - Via written consent

NOTES AND REMARKSNotes to Page 2, Item 1 - List of consolidated companies, subsidiaries and affiliates

| | |
|--|---|
| Alton & Southern Railway | Southern Pacific Motor Trucking Company |
| American Refrigerator Transit Company | Southern Pacific Rail Corporation |
| Arkansas & Memphis Railway Bridge and Terminal Company | Southern Pacific Receivables, Inc. |
| Bay Pacific Financial, LLC. | Southern Pacific Warehouse Company |
| Central California Traction Company | SP Environmental Systems, Inc. |
| Chicago & Western Indiana Railroad Company | SP Environmental Waste Systems, Inc. |
| Chicago Heights Terminal Transfer Company | Standard Realty and Development Company |
| Delta Finance Company LTD | Stonegate Park, Inc. |
| Doniphan, Kensett & Searcy Railway Company | Texas City Terminal Railway Company |
| Donland Development Company | Transborder Rail Corporation |
| Ekanet, Inc. | Transportation Service Systems, Inc. |
| Mexican Pacific, LLC | Union Pacific de Mexico |
| Midwestern Railroad Properties, Inc. | Union Pacific Distribution Services Company |
| Missouri Improvement Company | Union Pacific Express Air, Inc. |
| Missouri Pacific Intermodal Transport, Inc. | Union Pacific Financial Corporation |
| Missouri Pacific Redevelopment Corporation | Union Pacific Fruit Express Company |
| Montwood Corporation | Union Pacific Railroad Company |
| Motor Vehicle Logistics Corporation | Union Pacific Receivables, Inc. |
| MP Equipment Corporation | Union Pacific Venture Leasing, Inc. |
| Ogden Union Railway & Depot Company | UP International Advisors, Inc. |
| Pacific Fruit Express Company | UPCA, LLC |
| Park Spring, Inc. | Wisconsin Town Lot Company |
| Portland Terminal Railroad Company | |
| Portland Traction Company | |
| Rio Grande Holding, Inc. | |
| Rio Grande Land Company | |
| Signage, Inc. | |
| Southern Illinois and Missouri Bridge Company | |
| Southern Pacific Asset Management Company | |
| Southern Pacific Equipment Company | |
| Southern Pacific Fleet Acquisition Company | |
| Southern Pacific International, Inc. | |
| Southern Pacific Land Corporation | |
| Southern Pacific Marine Transport, Inc. | |

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS

(Dollars in Thousands)

| Line No. | Cross Check | Account | Title (a) | Balance at close of year (b) | Balance at begin- ning of year (c) | Line No. |
|---------------------------|-------------|---------------|---|------------------------------------|--|-----------|
| CURRENT ASSETS | | | | | | |
| 1 | | 701 | Cash | 36,463 | 56,923 | 1 |
| 2 | | 702 | Temporary Cash Investments | 219,635 | 341,463 | 2 |
| 3 | | 703 | Special Deposits | 7,786 | 8,376 | 3 |
| 4 | | 704 | Accounts Receivable (A) - Loan and Notes | 239 | 18,061 | 4 |
| 5 | | 705 | - Interline and Other Balances | 78,712 | 74,382 | 5 |
| 6 | | 706 | - Customers | 387,845 | 410,717 | 6 |
| 7 | | 707 | - Other | 146,459 | 147,167 | 7 |
| 8 | | 709,708 | - Accrued Accounts Receivables | 193,158 | 145,278 | 8 |
| 9 | | 708.5 | - Receivables from Affiliated Companies | 80 | 88 | 9 |
| 10 | | 709.5 | - Less: Allowance for Uncollectible Accounts | 0 | 0 | 10 |
| 11 | | 710,711,714 | Working Funds Prepayments Deferred Income Tax Debits | 437,690 | 362,899 | 11 |
| 12 | | 712 | Materials and Supplies | 453,354 | 394,811 | 12 |
| 13 | | 713 | Other Current Assets | 36,016 | 45,916 | 13 |
| 14 | | | TOTAL CURRENT ASSETS | 1,997,437 | 2,006,081 | 14 |
| OTHER ASSETS | | | | | | |
| 15 | | 715, 716, 717 | Special Funds | 4,656 | 4,685 | 15 |
| 16 | | 721, 721.5 | Investments and Advances Affiliated Companies (Schedules 310 and 310A) | 914,496 | 867,679 | 16 |
| 17 | | 722, 723 | Other Investments and Advances | 4,603 | 5,610 | 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) 2007-\$21,606, 2006-\$21,262 | 137,374 | 140,168 | 19 |
| 20 | | 739, 741 | Other Assets | 274,652 | 275,720 | 20 |
| 21 | | 743 | Other Deferred Debits | 38,077 | 41,019 | 21 |
| 22 | | 744 | Accumulated Deferred Income Tax Debits | 0 | 0 | 22 |
| 23 | | | TOTAL OTHER ASSETS | 1,373,858 | 1,334,881 | 23 |
| ROAD AND EQUIPMENT | | | | | | |
| 24 | | 731, 732 | Road (Schedule 330) L-30 Cols. h & b | 36,793,228 | 35,003,775 | 24 |
| 25 | | 731, 732 | Equipment (Schedule 330) L-39 Cols. h & b | 7,703,462 | 7,562,093 | 25 |
| 26 | | 731, 732 | Unallocated Items | 978,032 | 700,812 | 26 |
| 27 | | 733, 735 | Accumulated Depreciation and Amortization (Schedules 335, 342, 351) | (12,306,986) | (11,277,261) | 27 |
| 28 | | | Net Road and Equipment | 33,167,736 | 31,989,419 | 28 |
| 29 | * | | TOTAL ASSETS | 36,539,031 | 35,330,381 | 29 |

(A) See Sale of Receivables discussion on page 9 within Note 10.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITY AND SHAREHOLDERS' EQUITY

(Dollars in Thousands)

| Line No. | Cross Check | Account | Title (a) | Balance at close of year (b) | Balance at begin- ning of year (c) | Line No. |
|--------------------------------|-------------|---------------------------------|---|------------------------------------|--|-----------|
| CURRENT LIABILITIES | | | | | | |
| 30 | | 751 | Loans and Notes Payable | 0 | 0 | 30 |
| 31 | | 752 | Accounts Payable; Interline and Other Balances | 29,964 | 22,323 | 31 |
| 32 | | 753 | Audited Accounts and Wages | 238,894 | 262,511 | 32 |
| 33 | | 754 | Other Accounts Payable | 41,011 | 41,082 | 33 |
| 34 | | 755, 756 | Interest and Dividends Payable | 60,405 | 56,104 | 34 |
| 35 | | 757 | Payables to Affiliated Companies | 0 | 0 | 35 |
| 36 | | 759 | Accrued Accounts Payable | 2,122,634 | 1,835,555 | 36 |
| 37 | | 760, 761, 761.5, 762 | Taxes Accrued | 207,656 | 298,400 | 37 |
| 38 | | 763 | Other Current Liabilities | 3,079 | 3,159 | 38 |
| 39 | | 764 | Equipment Obligations and Other Long-Term Debt due Within One Year | 142,599 | 139,192 | 39 |
| 40 | | | TOTAL CURRENT LIABILITIES | 2,846,242 | 2,658,326 | 40 |
| NON-CURRENT LIABILITIES | | | | | | |
| 41 | | 765, 767 | Funded Debt Unmatured | 256,017 | 272,065 | 41 |
| 42 | | 766 | Equipment Obligations | 202,018 | 132,348 | 42 |
| 43 | | 766.5 | Capitalized Lease Obligations | 1,124,072 | 1,143,385 | 43 |
| 44 | | 768 | Debt in Default | 0 | 0 | 44 |
| 45 | | 769 | Accounts Payable; Affiliated Companies | 4,417,495 | 4,880,031 | 45 |
| 46 | | 770.1, 770.2 | Unamortized Debt Premium | (76,150) | (73,416) | 46 |
| 47 | | 781 | Interest in Default | 0 | 0 | 47 |
| 48 | | 783 | Deferred Revenues-Transfers from Government Authorities | 0 | 0 | 48 |
| 49 | | 786 | Accumulated Deferred Income Tax Credits | 9,646,609 | 9,350,400 | 49 |
| 50 | | 771, 772, 774, 775, 782, 784 | Other Long-Term Liabilities and Deferred Credits | 1,847,749 | 2,104,748 | 50 |
| 51 | | | TOTAL NON-CURRENT LIABILITIES | 17,417,810 | 17,809,561 | 51 |
| SHAREHOLDERS' EQUITY | | | | | | |
| 52 | | 791, 792 | Total Capital Stock:(Schedule 230) (L-10 Col. g, L-17 Col. e) | 5,948 | 8,649 | 52 |
| 53 | | | Common Stock | 49 | 49 | 53 |
| 54 | | | Preferred Stock | 5,899 | 8,600 | 54 |
| 55 | | | Discount on Capital Stock | 0 | 0 | 55 |
| 56 | | 794, 795 | Additional Capital (Schedule 230) (L-17 Col. h) | 4,781,906 | 4,781,906 | 56 |
| Retained Earnings: | | | | | | |
| 57 | | 797 | Appropriated | 811 | 811 | 57 |
| 58 | | 798 | Unappropriated (Schedule 220) (L-17 Col. b) | 11,560,866 | 10,213,266 | 58 |
| 59 | | 798.1 | Other Comprehensive Income | (74,552) | (142,138) | 59 |
| 60 | | 798.5 | Less Treasury Stock | 0 | 0 | 60 |
| 61 | | | Net Shareholders' Equity | 16,274,979 | 14,862,494 | 61 |
| 62 | | | TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | 36,539,031 | 35,330,381 | 62 |

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 and reporting principles, except as shown in other schedules. This includes statements explaining (1) service interruption insurance policies and indicating the amount of indemnity to which respondent will be entitled for work stoppage losses and the maximum amount of additional premium respondent may be obligated to pay in the event such losses are sustained by other railroads; (2) particulars concerning obligations for stock purchase options granted to officers and employees; and (3) what entries have been made for net income or retained income restricted under provisions of mortgages and other arrangements.

1. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking and other funds pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts Schedule 460. \$811.
 2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made. None.
 3. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year _____
See Explanatory Note 11 on page 10.
 - (b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund. \$_____. See Explanatory Note 11 beginning on page 10.
 - (c) Is any part of pension plan funded? Specify. Yes X No ___
(i) If funding is by insurance, give name of insuring company Not Applicable.
If funding is by trust agreement, list trustee(s). The Northern Trust Company
Date of trust agreement or latest amendment. July 11, 2005
If respondent is affiliated in any way with the trustee(s), explain affiliation: Not Applicable.
 - (d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement. See Explanatory beginning Note 11 on page 10.
 - (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: _____

 - (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? Voting rights are delegated to investment managers

4. State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610). Yes X No _____ See Note 15 on page 15B.
 5. (a) The amount of employers contribution to employee stock ownership plans for the current year was \$ NONE.
(b) The amount of investment tax credit used to reduce current income tax expense resulting from contributions to qualified employee stock ownership plans for the current year was \$ NONE.
 6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account. \$ NONE.

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

7. Give particulars with respect to contingent assets and liabilities at the close of the year, in accordance with 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 NOTE 13 ON PAGE 15.

(a) Changes in Valuation Accounts

8. Marketable Equity Securities

UP has no marketable equity securities.

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

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

| | <u>Gains</u> | <u>Losses</u> |
|------------|--------------|---------------|
| 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 sold was based on the ____ (method) cost of all the shares of each security held at time of sale.

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

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

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

For purposes of this report, unless the context otherwise requires, all references herein to the "Company", "we", "us", and "our" mean Union Pacific Railroad Company. For purposes of this report, unless the context otherwise requires, all references herein to the "UPC" and "Corporation" mean Union Pacific Corporation. All references herein to the "Consolidated Financial Statements" mean the Comparative Statement of Financial Position, Results of Operations, Retained Earnings, Statement of Cash Flows, and the supplement notes and schedules included in the Class 1 Railroad Annual Report R-1.

9. Transactions with Affiliates

At December 31, 2007 and 2006, we had \$849 million and \$693 million working capital deficit balances, respectively, relating to UPC's management of our cash position. As part of UPC's cash management activities, we advance excess cash (cash available after satisfying all of our obligations and paying dividends to UPC) to UPC. We declare and pay dividends to UPC that typically approximate the dividends UPC declares to its shareholders; however, there is no formal requirement to do so. The dividend declaration between us and UPC is determined solely by our Board of Directors. To the extent we require additional cash for use in our operations, UPC makes such funds available to us for borrowing. We treat these transactions as intercompany borrowings in the Consolidated Statements of Financial Position.

The majority of our intercompany borrowings from UPC relate to the acquisitions of the Chicago and North Western Transportation Company and Southern Pacific Rail Corporation that were funded by UPC on our behalf. We assumed these acquisition costs in the form of intercompany borrowings from UPC. The intercompany borrowings accrue interest at an annual rate of 7.5%, which may be adjusted from time to time, and are payable on demand. We do not expect to be required by UPC to pay back the intercompany borrowings within the next 12 months. There are no restrictions on the amount we are able to borrow from UPC. Intercompany borrowings are unsecured and rank equally with all of our other unsecured indebtedness.

UPC provides us with various services, including strategic planning, legal, treasury, accounting, auditing, insurance, human resources, and corporate affairs. Pursuant to a services agreement, UPC provides services to us, and we pay our share of the costs as determined by an independent review. Billings for these services were \$56 million, \$69 million, and \$54 million for the years ended December 31, 2007, 2006, and 2005, respectively.

10. Financial Instruments

Strategy and Risk – We may use derivative financial instruments in limited instances for other than trading purposes to assist in managing our overall exposure to fluctuations in interest rates and fuel prices. We are not a party to leveraged derivatives and, by policy, do not use derivative financial instruments for speculative purposes. Derivative financial instruments qualifying for hedge accounting must maintain a specified level of effectiveness between the hedging instrument and the item being hedged, both at inception and throughout the hedged period. We formally document the nature and relationships between the hedging instruments and hedged items at inception, as well as our risk-management objectives, strategies for undertaking the various hedge transactions, and method of assessing hedge effectiveness. Changes in the fair market value of derivative financial instruments that do not qualify for hedge accounting are charged to earnings. We may use swaps, collars, futures, and/or forward contracts to mitigate the risk of adverse movements in interest rates and fuel prices; however, the use of these derivative financial instruments may limit future benefits from favorable price movements.

Market and Credit Risk – We address market risk related to derivative financial instruments by selecting instruments with value fluctuations that highly correlate with the underlying hedged item. We manage credit risk related to derivative financial instruments, which is minimal, by requiring high credit standards for counterparties and periodic settlements. At December 31, 2007 and 2006, we were not required to provide collateral, nor had we received collateral, relating to our hedging activities.

Determination of Fair Value – We determine the fair values of our derivative financial instrument positions based upon current fair values as quoted by recognized dealers or the present value of expected future cash flows.

Interest Rate Cash Flow Hedges – We report changes in the fair value of cash flow hedges in accumulated other comprehensive loss until the hedged item affects earnings. At December 31, 2007 and 2006, we had reductions of \$4 million and \$5 million, respectively, recorded as an accumulated other comprehensive loss that is being amortized on a straight-line basis through September 30, 2014. As of December 31, 2007 and 2006, we had no interest rate cash flow hedges outstanding.

Fuel Swaps – Two fuel basis swaps cover a total of 151 million gallons of diesel fuel for the period August 2006 through July 2008. These commodity basis swaps require us to make payments to, or receive payments from, the counterparty based on the difference between certain price indices. Changes in the fair value of these swaps are reflected in fuel expense. We reported a derivative asset of approximately \$1 million and \$2 million at December 31, 2007 and 2006, respectively, which represents the fair value of the swaps. The swaps increased fuel expense for 2007 by \$1 million and reduced fuel expense for 2006 by \$3 million. The recognition of the swaps in fuel expense included monthly net settlements with the counterparty and the change in fair value.

Fair Value of Debt Instruments – The fair value of our short- and long-term debt was estimated using quoted market prices, where available, or current borrowing rates. At December 31, 2007 and 2006, the fair value of total debt exceeded the carrying value by approximately \$39 million and \$103 million, respectively. At December 31, 2007 and 2006, approximately \$164 million and \$165 million, respectively, of fixed-rate debt securities contained call provisions that allowed us to retire the debt instruments prior to final maturity, with the payment of fixed call premiums, or in certain cases, at par.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Sale of Receivables – We transfer most of our accounts receivable to Union Pacific Receivables, Inc. (UPRI), a bankruptcy-remote subsidiary, as part of a sale of receivables facility. UPRI sells, without recourse on a 364-day revolving basis, an undivided interest in such accounts receivable to investors. The total capacity to sell undivided interests to investors under the facility was \$600 million at both December 31, 2007 and 2006. The value of the outstanding undivided interest held by investors under the facility was \$600 million at both December 31, 2007 and 2006, respectively. The value of the outstanding undivided interest held by investors is not included in our Consolidated Financial Statements. The value of the undivided interest held by investors was supported by \$1,071 million and \$1,158 million of accounts receivable held by UPRI at December 31, 2007 and 2006, respectively. At December 31, 2007 and 2006, the value of the interest retained by UPRI was \$471 million and \$558 million, respectively. This retained interest is included in accounts receivable in our Consolidated Financial Statements. The interest sold to investors is sold at carrying value, which approximates fair value, and there is no gain or loss recognized from the transaction.

The value of the outstanding undivided interest held by investors could fluctuate based upon the availability of eligible receivables and is directly affected by changing business volumes and credit risks, including default and dilution. If default or dilution percentages were to increase one percentage point, the amount of eligible receivables would decrease by \$6 million. Should UPC's credit rating fall below investment grade, the value of the outstanding undivided interest held by investors would be reduced, and, in certain cases, the investors would have the right to discontinue the facility.

We have been designated to service the sold receivables; however, we do not recognize any servicing asset or liability as the servicing fees adequately compensate us for these responsibilities. We collected approximately \$16.1 billion and \$15.5 billion during the years ended December 31, 2007 and 2006, respectively. UPRI used certain of these proceeds to purchase new receivables under the facility.

The costs of the sale of receivables program are included in other income and were \$35 million, \$33 million, and \$23 million for 2007, 2006, and 2005, respectively. The costs include interest, program fees paid to banks, commercial paper issuing costs, and fees for unused commitment availability.

The investors have no recourse to our other assets except for customary warranty and indemnity claims. Our creditors have no recourse to the assets of UPRI. In August 2007, the sale of receivables program was renewed for an additional 364-day period without any significant changes in terms.

11. Retirement Plans

Pension and Other Postretirement Benefits

Pension Plans – We provide defined benefit retirement income to eligible non-union employees through the Corporation's qualified and non-qualified (supplemental) pension plans. Qualified and non-qualified pension benefits are based on years of service and the highest compensation during the latest years of employment, with specific reductions made for early retirements.

Other Postretirement Benefits (OPEB) – We provide defined contribution medical and life insurance benefits for eligible retirees through the Corporation's programs. These benefits are funded as medical claims and life insurance premiums are paid.

Funded Status

We adopted FASB Statement No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans (FAS 158)*, at the end of 2006, which required us to separately recognize the overfunded or underfunded status of our pension and OPEB plans as an asset or liability. The funded status represents the difference between the projected benefit obligation (PBO) and the fair value of the plan assets. The PBO is the present value of benefits earned to date by plan participants, including the effect of assumed future salary increases. The PBO of the OPEB plan is equal to the accumulated benefit obligation, as the present value of the OPEB liabilities is not affected by salary increases. Plan assets are measured at fair value. We use a December 31 measurement date for plan assets and obligations for all our retirement plans.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Changes in our PBO and plan assets are as follows for the years ended December 31:

| <i>Funded Status</i> <i>Millions of Dollars</i> | <i>Pension</i> | | <i>OPEB</i> | |
|---|----------------|-------------|-------------|-------------|
| | <i>2007</i> | <i>2006</i> | <i>2007</i> | <i>2006</i> |
| Projected Benefit Obligation | | | | |
| Projected benefit obligation at beginning of year | \$2,113 | \$2,065 | \$ 374 | \$ 476 |
| Service cost | 34 | 35 | 3 | 4 |
| Interest cost | 124 | 117 | 20 | 21 |
| Plan amendments | - | - | (10) | (38) |
| Actuarial loss (gain) | (33) | 16 | (34) | (58) |
| Gross benefits paid | (126) | (120) | (27) | (31) |
| Projected benefit obligation at end of year | \$2,112 | \$2,113 | \$ 326 | \$ 374 |
| Plan Assets | | | | |
| Fair value of plan assets at beginning of year | \$1,989 | \$1,707 | \$ - | \$ - |
| Actual return on plan assets | 183 | 243 | - | - |
| Voluntary funded pension plan contributions | - | 150 | - | - |
| Non-qualified plan benefit payments | 12 | 9 | 27 | 31 |
| Gross benefits paid | (126) | (120) | (27) | (31) |
| Fair value of plan assets at end of year | \$2,058 | \$1,989 | \$ - | \$ - |
| Funded status at end of year | \$ (54) | \$ (124) | \$(326) | \$(374) |

Amounts recognized in the statement of financial position as of December 31, 2007 and 2006 consist of:

| <i>Millions of Dollars</i> | <i>Pension</i> | | <i>OPEB</i> | |
|---|----------------|-------------|-------------|-------------|
| | <i>2007</i> | <i>2006</i> | <i>2007</i> | <i>2006</i> |
| Other assets | \$ 120 | \$ 45 | \$ - | \$ - |
| Other current liabilities | (11) | (12) | (27) | (27) |
| Retiree benefits obligation | (163) | (157) | (299) | (347) |
| Net amounts recognized at end of year | \$ (54) | \$(124) | \$(326) | \$(374) |

Pre-tax amounts recognized in accumulated other comprehensive income/(loss) as of December 31, 2007 consist of:

| <i>Millions of Dollars</i> | <i>Pension</i> | <i>OPEB</i> | <i>Total</i> |
|-----------------------------------|----------------|-------------|--------------|
| Prior service (cost)/credit | \$ (18) | \$137 | \$ 119 |
| Net actuarial loss | (158) | (85) | (243) |
| Total | \$(176) | \$ 52 | \$(124) |

Pre-tax amounts recognized in accumulated other comprehensive income/(loss) as of December 31, 2006 consist of:

| <i>Millions of Dollars</i> | <i>Pension</i> | <i>OPEB</i> | <i>Total</i> |
|-----------------------------------|----------------|-------------|--------------|
| Prior service (cost)/credit | \$ (24) | \$ 161 | \$ 137 |
| Net actuarial loss | (249) | (126) | (375) |
| Total | \$(273) | \$ 35 | \$(238) |

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Other pre-tax changes recognized in other comprehensive income during 2007 were as follows:

| Millions of Dollars | Pension | OPEB | Total |
|--|---------------|---------------|----------------|
| Prior service credit arising during the year..... | \$ - | \$(10) | \$ (10) |
| Net actuarial (gain)/loss arising during the year..... | (73) | (32) | (105) |
| Amortization of prior service (cost)/credit..... | (6) | 33 | 27 |
| Amortization of actuarial gain/(loss)..... | (18) | (8) | (26) |
| Total..... | \$(97) | \$(17) | \$(114) |

Amounts included in accumulated other comprehensive income expected to be amortized into net periodic cost (benefit) during 2008:

| Millions of Dollars | Pension | OPEB | Total |
|----------------------------------|-------------|---------------|---------------|
| Prior service (cost) credit..... | \$ 6 | \$(33) | \$(27) |
| Net actuarial (loss)..... | 5 | 6 | 11 |
| Total..... | \$11 | \$(27) | \$(16) |

Underfunded Accumulated Benefit Obligation – The accumulated benefit obligation (ABO) is the present value of benefits earned to date, assuming no future salary growth. The underfunded accumulated benefit obligation represents the difference between the ABO and the fair value of plan assets. At December 31, 2007, the only pension plan that was underfunded was our non-qualified (supplemental) plan, which is not funded by design. The non-qualified (supplemental) plan is funded with cash from operations as benefits are paid to plan participants. Each of our qualified plans was fully funded at December 31, 2007. The PBO, ABO, and fair value of plan assets for pension plans with accumulated benefit obligations in excess of the fair value of the plan assets were as follows for the years ended December 31:

| Underfunded Accumulated Benefit Obligation Millions of Dollars | 2007 | 2006 |
|--|----------------|----------------|
| Projected benefit obligation..... | \$(175) | \$(169) |
| Accumulated benefit obligation..... | \$(172) | \$(168) |
| Fair value of plan assets | - | - |
| Underfunded accumulated benefit obligation..... | \$(172) | \$(168) |

The ABO for all defined benefit pension plans was \$2.0 billion and \$2.1 billion at December 31, 2007 and 2006, respectively.

Assumptions – The weighted-average actuarial assumptions used to determine benefit obligations at December 31:

| Percentages | Pension | | | OPEB | | |
|----------------------|---------|-------|-------|-------|-------|-------|
| | 2007 | 2006 | 2005 | 2007 | 2006 | 2005 |
| Discount rate..... | 6.50% | 6.00% | 5.75% | 6.50% | 6.00% | 5.75% |
| Salary increase..... | 3.50 | 3.00 | 2.75 | N/A | N/A | N/A |

The following table presents assumed health care cost trend rates used to determine benefit obligations and OPEB expense:

| Percentages | 2007 | 2006 | 2005 |
|--|------|------|------|
| Assumed health care cost trend rate for next year..... | 9.0% | 8.0% | 9.0% |
| Rate to which health care cost trend rate is expected to decline and remain..... | 5.0% | 5.0% | 5.0% |
| Year that the rate reaches the ultimate trend rate..... | 2011 | 2010 | 2010 |

Expense

Both pension and OPEB expense are determined based upon the annual service cost of benefits (the actuarial cost of benefits earned during a period) and the interest cost on those liabilities, less the expected return on plan assets. The expected long-term rate of return on plan assets is applied to a calculated value of plan assets that recognizes changes in fair value over a five-year period. This practice is intended to reduce year-to-year volatility in pension expense, but it can have the effect of delaying the recognition of differences between actual returns on assets and expected returns based on long-term rate of return assumptions. Differences in actual experience in relation to assumptions are not recognized in net income immediately, but are deferred and, if necessary, amortized as pension or OPEB expense.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

The components of our net periodic pension and OPEB cost/(benefit) were as follows for the years ended December 31:

| <i>Millions of Dollars</i> | <i>Pension</i> | | | <i>OPEB</i> | | |
|---------------------------------------|----------------|--------------|--------------|---------------|-------------|--------------|
| | <i>2007</i> | <i>2006</i> | <i>2005</i> | <i>2007</i> | <i>2006</i> | <i>2005</i> |
| Net Periodic Benefit Cost: | | | | | | |
| Service cost..... | \$ 34 | \$ 35 | \$ 28 | \$ 3 | \$ 4 | \$ 4 |
| Interest cost..... | 124 | 117 | 115 | 20 | 21 | 25 |
| Expected return on plan assets..... | (144) | (134) | (134) | - | - | - |
| Amortization of: | | | | | | |
| Prior service cost (credit) | 6 | 7 | 7 | (33) | (33) | (30) |
| Actuarial loss..... | 18 | 21 | 5 | 8 | 13 | 14 |
| Net periodic benefit cost..... | \$ 38 | \$ 46 | \$ 21 | \$ (2) | \$ 5 | \$ 13 |

Assumptions – The weighted-average actuarial assumptions used to determine expense were as follows for the years ended December 31:

| <i>Percentages</i> | <i>Pension</i> | | | <i>OPEB</i> | | |
|--------------------------------------|----------------|-------------|-------------|-------------|-------------|-------------|
| | <i>2007</i> | <i>2006</i> | <i>2005</i> | <i>2007</i> | <i>2006</i> | <i>2005</i> |
| Discount rate .. | 6.00% | 5.75% | 6.00% | 6.00% | 5.75% | 6.00% |
| Expected return on plan assets | 8.00 | 8.00 | 8.00 | N/A | N/A | N/A |
| Salary increase..... | 3.00 | 2.75 | 3.00 | N/A | N/A | N/A |

The discount rate is based on a hypothetical portfolio of high quality corporate bonds with cash flows matching our plans' expected benefit payments. The expected return on plan assets is based on our asset allocation mix and our historical return, taking into account current and expected market conditions. The actual return on pension plan assets, net of fees, was approximately 9% in 2007, 14% in 2006, and 7% in 2005. Our historical annualized ten-year rate of return on plan assets is approximately 8%.

Assumed healthcare cost trend rates have a significant effect on the expense and liabilities reported for healthcare plans. The assumed healthcare cost trend rate is based on historical rates and expected market conditions. A one-percentage point change in the assumed healthcare cost trend rates would have the following effects on OPEB:

| <i>Millions of Dollars</i> | <i>One % pt. Increase</i> | <i>One % pt. Decrease</i> |
|---|-------------------------------|-------------------------------|
| Effect on total service and interest cost components..... | \$ 2 | \$ (2) |
| Effect on accumulated benefit obligation | 25 | (21) |

Cash Contributions

The following table details our cash contributions for the years ended December 31, 2007 and 2006, and the expected contributions for 2008:

| <i>Millions of Dollars</i> | <i>Pension</i> | | <i>OPEB</i> |
|----------------------------|------------------|----------------------|-------------|
| | <i>Qualified</i> | <i>Non-qualified</i> | |
| 2006 | \$ 150 | \$ 9 | \$ 31 |
| 2007 | 150 | 12 | 27 |
| 2008 | - | 12 | 27 |

The policy with respect to funding the qualified plans is to fund at least the minimum required by the Pension Protection Act of 2006 and not more than the maximum amount deductible for tax purposes. All contributions made to the qualified pension plans in 2006 were voluntary and were made with cash generated from operations. At December 31, 2007, our qualified pension plans were fully funded. No required contributions are expected in 2008.

The OPEB plans are not funded and are not subject to any minimum regulatory funding requirements. Benefit payments for each year represent claims paid for medical and life insurance, and we anticipate our 2008 OPEB payments will be made from cash generated from operations.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Benefit Payments

The following table details expected benefit payments for the years 2008 through 2017:

| <i>Millions of Dollars</i> | <i>Pension</i> | <i>OPEB</i> |
|----------------------------|----------------|-------------|
| 2008 | \$125 | \$ 27 |
| 2009 | 128 | 28 |
| 2010 | 131 | 29 |
| 2011 | 137 | 29 |
| 2012 | 142 | 29 |
| Years 2013 – 2017 | 795 | 139 |

Asset Allocation Strategy

The pension plan asset allocation at December 31, 2007 and 2006, and target allocation for 2008, are as follows:

| | <i>Target Allocation 2008</i> | <i>Percentage of Plan Assets December 31,</i> | |
|-------------------------|---------------------------------------|---|-------------|
| | | <i>2007</i> | <i>2006</i> |
| Equity securities | 60% to 70% | 68% | 70% |
| Debt securities | 20% to 30% | 23 | 26 |
| Real estate | 4% to 6% | 4 | 2 |
| Commodities | 4% to 6% | 5 | 2 |
| Total | | 100% | 100% |

The investment strategy for pension plan assets is to maintain a broadly diversified portfolio designed to achieve our target of an average long-term rate of return of 8%. While we believe we can achieve a long-term average rate of return of 8%, we cannot be certain that the portfolio will perform to our expectations. Assets are strategically allocated among equity, debt, and other instruments in order to achieve a diversification level that mitigates wide swings in investment returns. Asset allocation target ranges for equity, debt, and other portfolios are evaluated at least every three years with the assistance of an independent external consulting firm. Actual asset allocations are monitored monthly, and rebalancing actions are executed at least quarterly, if needed.

Plan assets are valued at fair value. Investments in securities traded on national security exchanges are valued at their closing market prices on the valuation date; where no sale was made on the valuation date, the security is valued at its bid price. Securities traded in the over-the-counter market are valued at their last sale or bid price. Investments in mortgage-backed securities are carried at estimated fair value based on the characteristics of the underlying mortgages. Certain short-term investments are carried at cost, which approximates fair value. Venture capital funds, where no quoted market prices are available, are valued at their estimated fair values as determined by the investment manager. Investments in limited partnerships are valued at estimated fair value based on their proportionate share of the partnerships' fair value. The partnerships invest primarily in readily marketable securities.

The majority of the plan's assets are invested in equity securities, because equity portfolios have historically provided higher returns than debt and other asset classes over extended time horizons, and are expected to do so in the future. Correspondingly, equity investments also entail greater risks than other investments. The risk of loss in the plan's equity portfolio is mitigated by investing in a broad range of equity types. Equity diversification includes large-capitalization and small-capitalization companies, growth-oriented and value-oriented investments, and U.S. and non-U.S. securities.

Equity risks are further balanced by investing a significant portion of the plan's assets in high quality debt securities. The average quality rating of the debt portfolio exceeded AA as of December 31, 2007 and 2006. The debt portfolio is also broadly diversified and invested primarily in U.S. Treasury, mortgage, and corporate securities with an intermediate average maturity. The weighted-average maturity of the debt portfolio was 6.4 years at both December 31, 2007 and 2006, respectively.

The investment of pension plan assets in the Corporation's securities is specifically prohibited for both the equity and debt portfolios, other than through index fund holdings.

Other Retirement Programs

Thrift Plan –The Corporation provides a defined contribution plan (thrift plan) to eligible non-union employees and makes matching contributions to the thrift plan. We match 50 cents for each dollar contributed by employees up to the first six percent of compensation contributed. The thrift plan contributions were \$14 million in 2007, \$13 million in 2006, and \$12 million in 2005.

Railroad Retirement System –Our employees are covered by the Railroad Retirement System (the System). Contributions made to the System are expensed as incurred and amounted to approximately \$616 million in 2007, \$615 million in 2006, and \$595 million in 2005.

Collective Bargaining Agreements – Under collective bargaining agreements, we provide certain postretirement healthcare and life insurance benefits for eligible union employees. Premiums under the plans are expensed as incurred and amounted to \$40 million in both 2007 and 2006, and \$41 million in 2005.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

12. Capital Stock and Dividend Restrictions

Our Board of Directors has restricted the availability of retained earnings for payment of dividends by \$131 million. This represents (a) the amount by which the estimated fair value of our investment in certain subsidiaries, as determined by our Board of Directors, exceeded the net book value of such investment, which was transferred to the Corporation by means of a dividend in June 1971 (\$110 million) and (b) the amount by which the fair market value exceeded the book value of certain investment securities which were transferred to the Corporation by means of a dividend in November 1972 (\$21 million).

Our capital structure consists of Class A Stock, Common Stock, and Mandatorily Redeemable Preference Shares (Series A). The Class A Stock is entitled to a cash dividend whenever a dividend is declared on the Common Stock, in an amount which equals 8 percent of the sum of the dividends on both the Class A Stock and the Common Stock. All of our Common Stock and our Class A Stock, which constitutes all of the voting capital stock, is owned by the Corporation or a wholly-owned subsidiary of the Corporation, and all of the Mandatorily Redeemable Preference Shares, which are non-voting stock, are owned by the Federal Railroad Administration. Accordingly, there is no market for our capital stock.

The number of shares shown in the Statements of Changes in Common Shareholders' Equity in the Consolidated Financial Statements, excludes 2,665 shares of Common Stock and 232 shares of Class A Stock owned by Southern Pacific Rail Corporation, whose results are included in the Consolidated Financial Statements.

13. Commitments and Contingencies

Asserted and Unasserted Claims – Various claims and lawsuits are pending against us and certain of our subsidiaries. We cannot fully determine the effect of all asserted and unasserted claims on our consolidated results of operations, financial condition, or liquidity; however, to the extent possible, where asserted and unasserted claims are considered probable and where such claims can be reasonably estimated, we have recorded a liability. We do not expect that any known lawsuits, claims, environmental costs, commitments, contingent liabilities, or guarantees will have a material adverse effect on our consolidated results of operations, financial condition, or liquidity after taking into account liabilities previously recorded for these matters.

Personal Injury – The cost of personal injuries to employees and others related to our activities is charged to expense based on estimates of the ultimate cost and number of incidents each year. We use third-party actuaries to assist us in measuring the expense and liability, including unasserted claims, on a semi-annual basis. Compensation for work-related accidents is governed by the Federal Employers' Liability Act (FELA). Under FELA, damages are assessed based on a finding of fault through litigation or out-of-court settlements.

As a result of improvements in our safety experience, lower estimated ultimate settlement costs, and the completion of actuarial studies, we reduced personal injury expense by approximately \$80 million in 2007. These adjustments were partially offset by adverse development with respect to one claim. Our personal injury liability activity was as follows:

| <i>Millions of Dollars</i> | 2007 | 2006 | 2005 |
|--|--------------|--------------|--------------|
| Beginning balance..... | \$629 | \$614 | \$637 |
| Accruals | 165 | 243 | 245 |
| Payments | (202) | (228) | (266) |
| Ending balance at December 31 | \$592 | \$629 | \$614 |
| Current portion, ending balance at December 31 | \$203 | \$232 | \$272 |

Our personal injury liability is discounted to present value using applicable U.S. Treasury rates. Because of the uncertainty surrounding the ultimate outcome of personal injury claims, it is reasonably possible that future costs to settle these claims may range from approximately \$590 million to \$638 million. We believe that the \$592 million liability recorded at December 31, 2007, is the best estimate of the present value of the future settlement costs of personal injury claims.

Asbestos – We are a defendant in a number of lawsuits in which current and former employees and other parties allege exposure to asbestos. Additionally, we have received claims for asbestos exposure that have not been litigated. The claims and lawsuits (collectively referred to as "claims") allege occupational illness resulting from exposure to asbestos-containing products. In most cases, the claimants do not have credible medical evidence of physical impairment resulting from the alleged exposures. Additionally, most claims filed against us do not specify an amount of alleged damages.

During 2004, we engaged a third party with extensive experience in estimating resolution costs for asbestos-related claims to assist us in assessing the number and value of these unasserted claims through 2034, based on our average claims experience over a multi-year period. During 2007, we updated our potential liability to include actual claim experience since 2004. As a result, we decreased our liability by \$20 million in 2007 for asbestos-related claims. The liability for resolving both asserted and unasserted claims was based on the following assumptions:

- The number of future claims received would be consistent with historical averages.
- The number of claims filed against us will decline each year.
- The average settlement values for asserted and unasserted claims will be equivalent to historical averages.
- The percentage of claims dismissed in the future will be equivalent to historical averages.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Our asbestos-related liability activity was as follows:

| <i>Millions of Dollars</i> | 2007 | 2006 | 2005 |
|--|--------------|-------------|-------------|
| Beginning balance..... | \$302 | \$311 | \$324 |
| Accruals | (20) | - | - |
| Payments | (17) | (9) | (13) |
| Ending balance at December 31 | \$265 | \$302 | \$311 |
| Current portion, ending balance at December 31 | \$ 11 | \$ 13 | \$ 16 |

Our liability for asbestos-related claims is not discounted to present value due to the uncertainty surrounding the timing of future payments. Approximately 13% of the recorded liability related to asserted claims, and approximately 87% related to unasserted claims. These claims are expected to be paid out over the next 27 years. We will continue to review actual experience and adjust our estimate as warranted.

We have insurance coverage for a portion of the costs incurred to resolve asbestos-related claims, and, as a result of the 2004 assessment, we increased our receivable for insurance recoveries related to asbestos during 2004. In conjunction with the liability update performed in 2007, we also reassessed estimated insurance recoveries. We have recognized an asset for estimated insurance recoveries at December 31, 2007 and 2006.

We believe that our estimates of liability for asbestos-related claims and insurance recoveries are reasonable and probable. The amounts recorded for asbestos-related liabilities and related insurance recoveries were based on currently known facts. However, future events, such as the number of new claims filed each year, average settlement costs, and insurance coverage issues, could cause the actual costs and insurance recoveries to be higher or lower than the projected amounts. Estimates also may vary in the future if: strategies, activities, and outcomes of asbestos litigation materially change; federal and state laws governing asbestos litigation increase or decrease the probability or amount of compensation of claimants; and there are material changes with respect to payments made to claimants by other defendants.

Environmental Costs – We are subject to federal, state, and local environmental laws and regulations. We have 339 projects with which we are or may be liable for remediation costs associated with alleged contamination or for violations of environmental requirements. This includes 41 projects that are the subject of actions taken by the U.S. government, 22 of which are currently on the Superfund National Priorities List. Certain federal legislation imposes joint and several liability for the remediation of identified projects; consequently, our ultimate environmental liability may include costs relating to activities of other parties, in addition to costs relating to our own activities with each project.

When an environmental issue has been identified with respect to property owned, leased, or otherwise used in our business, we and our consultants perform environmental assessments on the property. We expense the cost of the assessments as incurred. We accrue the cost of remediation where our obligation is probable and such costs can be reasonably estimated. We do not discount our environmental liabilities when the timing of the anticipated cash payments is not fixed or readily determinable. At December 31, 2007, approximately 13% of our environmental liability was discounted at 4.15%, while approximately 14% of our environmental liability was discounted at 5.34% at December 31, 2006.

Our environmental liability activity was as follows:

| <i>Millions of Dollars</i> | 2007 | 2006 | 2005 |
|--|--------------|-------------|-------------|
| Beginning balance..... | \$210 | \$213 | \$201 |
| Accruals | 41 | 39 | 45 |
| Payments | (42) | (42) | (33) |
| Ending balance at December 31 | \$209 | \$210 | \$213 |
| Current portion, ending balance at December 31 | \$ 63 | \$ 54 | \$ 46 |

The environmental liability includes costs for remediation and restoration of sites, as well as for ongoing monitoring costs, but excludes any anticipated recoveries from third parties. Cost estimates are based on information available for each project, financial viability of other potentially responsible parties, and existing technology, laws, and regulations. We believe that we have adequately accrued for our ultimate share of costs at sites subject to joint and several liability. However, the ultimate liability for remediation is difficult to determine because of the number of potentially responsible parties involved, site-specific cost sharing arrangements with other potentially responsible parties, the degree of contamination by various wastes, the scarcity and quality of volumetric data related to many of the sites, and the speculative nature of remediation costs. Estimates of liability may vary over time due to changes in federal, state, and local laws governing environmental remediation. We do not expect current obligations to have a material adverse effect on our results of operations or financial condition.

Guarantees – At December 31, 2007, we were contingently liable for \$443 million in guarantees. We have recorded a liability of \$5 million and \$6 million for the fair value of these obligations as of December 31, 2007 and 2006, respectively. We entered into these contingent guarantees in the normal course of business, and they include guaranteed obligations related to our headquarters building, equipment financings, and affiliated operations. The final guarantee expires in 2022. We are not aware of any existing event of default that would require us to satisfy these guarantees. We do not expect that these guarantees will have a material adverse effect on our consolidated financial condition, results of operations, or liquidity.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONCLUDED

NOTES TO FINANCIAL STATEMENTS

Indemnities – Our maximum potential exposure under indemnification arrangements, including certain tax indemnifications, can range from a specified dollar amount to an unlimited amount, depending on the nature of the transactions and the agreements. Due to uncertainty as to whether claims will be made or how they will be resolved, we cannot reasonably determine the probability of an adverse claim or reasonably estimate any adverse liability or the total maximum exposure under these indemnification arrangements. We do not have any reason to believe that we will be required to make any material payments under these indemnity provisions.

Income Taxes – The IRS has completed its examinations and issued notices of deficiency for tax years 1995 through 2004, and the Corporation is in different stages of the IRS appeals process for these years. The IRS is examining the Corporation's tax returns for tax years 2005 and 2006. In the third quarter of 2007, the Corporation believes it reached an agreement in principle with the IRS to resolve all of the issues, except interest, related to tax years 1995 through 1998, including the previously reported dispute over certain donations of property. The Corporation anticipates signing a closing agreement in 2008. At December 31, 2007, the Corporation has recorded a current liability of \$140 million for tax payments in 2008 related to federal and state income tax examinations. At December 31, 2007, we have recorded a current liability of \$300 million payable to the Corporation for our anticipated allocation of these tax payments. We do not expect that the ultimate resolution of these examinations will have a material adverse effect on our Consolidated Financial Statements.

14. Accounting Pronouncements

In September 2006, the FASB issued Statement No. 157, Fair Value Measurements (FAS 157). FAS 157 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and expands disclosures about fair value measurements. This statement does not require any new fair value measurements; rather, it applies under other accounting pronouncements that require or permit fair value measurements. The provisions of FAS 157 are effective for us beginning in 2008. We expect this new standard will result in increased disclosures but will not have a significant impact on our financial position or results of operations.

In February 2007, the FASB issued Statement No. 159, The Fair Value Option for Financial Assets and Financial Liabilities (FAS 159). The fair value option established by FAS 159 permits, but does not require, all entities to choose to measure eligible items at fair value at specified election dates. An entity would report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. FAS 159 is effective for us beginning in 2008. We do not currently intend to elect the fair value option for any eligible items and do not expect this standard to have a significant impact on our financial position or results of operations.

In December 2007, the FASB issued Statement No. 141 (Revised 2007), Business Combinations (FAS 141R). FAS 141R will change the accounting for business combinations. Under FAS 141R, an acquiring entity will be required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. FAS 141R will also change the accounting treatment and disclosures with respect to certain specific items in a business combination. FAS 141R applies to us prospectively for business combinations occurring on or after January 1, 2009. Accordingly, any business combinations we engage in will be recorded and disclosed following existing GAAP until January 1, 2009. We expect FAS 141R will have an impact on accounting for business combinations, but the effect will be dependent upon any potential future acquisitions.

In December 2007, the FASB issued Statement No. 160, Noncontrolling Interests in Consolidated Financial Statements – An Amendment of ARB No. 51 (FAS 160). FAS 160 establishes new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. FAS 160 is effective for us beginning in 2009. We are still assessing the potential impact, if any, of the adoption of FAS 160 on our consolidated financial position, results of operations and cash flows.

In December 2007, the FASB ratified the consensus reached on Emerging Issues Task Force (EITF) Issue No. 07-1, Collaborative Arrangements (EITF 07-1), which defines collaborative arrangements and establishes reporting and disclosure requirements for transactions between participants in a collaborative arrangement. The requirements of this EITF will be applied to collaborative arrangements in existence on or after January 1, 2009. We are still assessing the potential impact, if any, of the adoption of EITF 07-1 on our consolidated financial position, results of operations and cash flows.

15. Union Pacific Fund for Effective Government

The Corporation, UPRR's parent, is the sponsor of the Union Pacific Fund for Effective Government (the FFEG), a separate segregated fund utilized for political purposes, established and operated in accordance with the Federal Election Campaign Act of 1971, as amended, (the Act). The administrative expenses of the FFEG are paid by the Corporation. UPRR's executive and administrative personnel are solicited annually by the FFEG within the guidelines of the Act and certain executive officers of UPRR are members of the FFEG's managing Finance Committee.

210. RESULTS OF OPERATIONS
(Dollars in Thousands)

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

Cross-checks

2 Report total operating expenses from Schedule 410. Any differences between this schedule and Schedule 410 must be explained on page 18

Schedule 210
Line 15, col b
Lines 47, 48, 49 col b
Line 50, col b

Schedule 210
= Line 62, col b
= Line 63, col b
= Line 64, col b

3 List dividends from investments accounted for under the cost method on line 19, and list dividends accounted for under the equity method on line 25.

Line 14, col b
Line 14, col d
Line 14, col e

Schedule 410
= Line 620, col h
= Line 620, col f
= Line 620, col g

4 All contra entries should be shown in parenthesis.

| Line No. | Cross Check | Item (a) | Amount for current year (b) | Amount for preceding year (c) | Freight-related revenue and expenses (d) | Passenger-related revenue and expenses (e) | Line No. |
|---|-------------|---|-----------------------------|-------------------------------|--|--|-----------|
| ORDINARY ITEMS | | | | | | | |
| OPERATING INCOME | | | | | | | |
| Railway Operating Income | | | | | | | |
| 1 | | (101) Freight | 15,485,792 | 14,790,931 | 15,485,792 | | 1 |
| 2 | | (102) Passenger | 73,219 | 69,461 | | 73,219 | 2 |
| 3 | | (103) Passenger-Related | 623 | 389 | | 623 | 3 |
| 4 | | (104) Switching | 141,805 | 142,018 | 141,805 | | 4 |
| 5 | | (105) Water Transfers | | | | | 5 |
| 6 | | (106) Demurrage | 97,768 | 102,026 | 97,768 | | 6 |
| 7 | | (110) Incidental | 360,130 | 359,637 | 360,130 | | 7 |
| 8 | | (121) Joint Facility-Credit | 11,549 | 9,159 | 11,549 | | 8 |
| 9 | | (122) Joint Facility-Debit | | | | | 9 |
| 10 | | (501) Railway operating revenues (Exclusive of transfers from government authorities-lines 1-9) | 16,170,886 | 15,473,621 | 16,097,044 | 73,842 | 10 |
| 11 | | (502) Railway operating revenues-transfers from government authorities | 78,167 | 72,752 | | 78,167 | 11 |
| 12 | | (503) Railway operating revenues-amortization of deferred transfers from government authorities | | | | | 12 |
| 13 | | TOTAL RAILWAY OPERATING REVENUES (lines 10-12) | 16,249,053 | 15,546,373 | 16,097,044 | 152,009 | 13 |
| 14 | * | (531) Railway operating expenses | 13,083,608 | 12,855,142 | 12,936,886 | 146,722 | 14 |
| 15 | * | Net revenue from railway operations | 3,165,445 | 2,691,231 | 3,160,158 | 5,287 | 15 |
| OTHER INCOME | | | | | | | |
| 16 | | (506) Revenue from property used in other than carrier operations | 19,339 | 14,675 | | | 16 |
| 17 | | (510) Miscellaneous rent income | 70,802 | 88,323 | | | 17 |
| 18 | | (512) Separately operated properties-Profit | | | | | 18 |
| 19 | | (513) Dividend income (cost method) | 95 | 288 | | | 19 |
| 20 | | (514) Interest income | 12,841 | 4,584 | | | 20 |
| 21 | | (516) Income from sinking and other funds | | | | | 21 |
| 22 | | (517) Release of premiums on funded debt | 4,497 | 5,210 | | | 22 |
| 23 | | (518) Reimbursements received under contracts and agreements | | | | | 23 |
| 24 | | (519) Miscellaneous income | 65,058 | 74,821 | | | 24 |
| Income from affiliated companies 519 | | | | | | | |
| 25 | | a. Dividends (equity method) | 45,247 | 13,951 | | | 25 |
| 26 | | b. Equity in undistributed earnings (losses) | 46,637 | 74,796 | | | 26 |
| 27 | | TOTAL OTHER INCOME (lines 16-26) | 264,516 | 276,648 | | | 27 |
| 28 | | TOTAL INCOME (lines 15, 27) | 3,429,961 | 2,967,879 | | | 28 |
| MISCELLANEOUS DEDUCTIONS FROM INCOME | | | | | | | |
| 29 | | (534) Expenses of property used in other than carrier operations | 9,645 | 12,498 | | | 29 |
| 30 | | (544) Miscellaneous taxes | | | | | 30 |
| 31 | | (545) Separately operated properties-Loss | | | | | 31 |
| 32 | | (549) Maintenance of investment organization | | | | | 32 |
| 33 | | (550) Income transferred under contracts and agreements | | | | | 33 |
| 34 | | (551) Miscellaneous income charges | 87,908 | 78,046 | | | 34 |
| 35 | | (553) Uncollectible accounts | | | | | 35 |
| 36 | | TOTAL MISCELLANEOUS DEDUCTIONS | 97,553 | 90,544 | | | 36 |
| 37 | | Income available for fixed charges | 3,332,408 | 2,877,335 | | | 37 |

| 210. RESULTS OF OPERATIONS - (Concluded) | | | | | |
|--|-------------|---|-----------------------------|-------------------------------|-----------|
| (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 | 108,144 | 114,399 | 38 |
| 39 | | (b) Interest in default | | | 39 |
| 40 | | (547) Interest on unfunded debt | 333,602 | 370,364 | 40 |
| 41 | | (548) Amortization of discount on funded debt | 1,763 | 1,648 | 41 |
| 42 | | TOTAL FIXED CHARGES (lines 38-41) | 443,509 | 486,411 | 42 |
| 43 | | Income after fixed charges (line 37 minus line 42) | 2,888,899 | 2,390,924 | 43 |
| OTHER DEDUCTIONS | | | | | |
| | | (546) Interest on funded debt: | | | |
| 44 | | (c) Contingent interest | 7,594 | 7,608 | 44 |
| UNUSUAL OR INFREQUENT ITEMS | | | | | |
| 45 | | (555) Unusual or infrequent items (debit) credit | | | 45 |
| 46 | | Income (Loss) from continuing operations (before income taxes) | 2,881,305 | 2,383,316 | 46 |
| PROVISIONS FOR INCOME TAXES | | | | | |
| | | (556) Income taxes on ordinary income: | | | |
| 47 | * | (a) Federal income taxes | 751,638 | 659,738 | 47 |
| 48 | * | (b) State income taxes | 68,136 | 55,486 | 48 |
| 49 | * | (c) Other income taxes | (25,681) | | 49 |
| 50 | * | (557) Provision for deferred taxes | 304,798 | 160,303 | 50 |
| 51 | | TOTAL PROVISIONS FOR INCOME TAXES (lines 47-52) | 1,098,891 | 875,527 | 51 |
| 52 | | Income from continuing operations (line 46 minus line 51) | 1,782,414 | 1,507,789 | 52 |
| DISCONTINUED OPERATIONS | | | | | |
| 53 | | (560) Income or loss from operations of discontinued segments (less applicable income taxes of \$) | | | 53 |
| 54 | | (562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$) | | | 54 |
| 55 | | Income before extraordinary items (lines 52 - 54) | 1,782,414 | 1,507,789 | 55 |
| EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES | | | | | |
| 56 | | (570) Extraordinary items (Net) | | | 56 |
| 57 | | (590) Income taxes on extraordinary items | | | 57 |
| 58 | | (591) Provision for deferred taxes - Extraordinary items | | | 58 |
| 59 | | TOTAL EXTRAORDINARY ITEMS (lines 56-58) | | | 59 |
| 60 | | (592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$) | | | 60 |
| 61 | * | Net income (Loss) (Lines 55 + 59 + 60) | 1,782,414 | 1,507,789 | 61 |
| RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI) | | | | | |
| 62 | * | Net revenues from railway operations | 3,165,445 | 2,691,231 | 62 |
| 63 | * | (556) Income taxes on ordinary income (-) | (794,093) | (715,224) | 63 |
| 64 | * | (557) Provision for deferred income taxes (-) | (304,798) | (160,303) | 64 |
| 65 | | Income from lease of road and equipment (-) | | | 65 |
| 66 | | Rent for leased roads and equipment (+) | 3,099 | 3,270 | 66 |
| 67 | | Net railway operating income (loss) | 2,069,653 | 1,818,974 | 67 |

Note: For 2007, Line 49 reflects (\$25,681) for unrecognized tax benefits expense due to the adoption of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes, an Interpretation of FASB Statement No. 109* (FIN 48).

NOTES AND REMARKS FOR SCHEDULES 210 AND 220

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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 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 | 9,613,516 | 599,750 | 1 |
| 2 | (601.5) | Prior period adjustments to beginning retained earnings | | | 2 |
| | | CREDITS | | | |
| 3 | (602) | Credit balance transferred from income | 1,735,777 | 46,637 | 3 |
| 4 | (603) | Appropriations released | 811 | | 4 |
| 5 | (606) | Other credits to retained earnings | | | 5 |
| 6 | | TOTAL CREDITS | 1,736,588 | 46,637 | 6 |
| | | DEBITS | | | |
| 7 | (612) | Debit balance transferred from income | | | 7 |
| 8 | (616) | Other debits to retained earnings | 34,851 | 463 | 8 |
| 9 | (620) | Appropriations for sinking and other funds | 811 | | 9 |
| 10 | (621) | Appropriations for other purposes | | | 10 |
| 11 | (623) | Dividends: Common stock | 399,500 | | 11 |
| 12 | | Preferred stock (1) | | | 12 |
| 13 | | TOTAL DEBITS | 435,162 | 463 | 13 |
| 14 | | Net increase (decrease) during year (line 6 minus line 13) | 1,301,426 | 46,174 | 14 |
| 15 | | Balances at close of year (lines 1, 2, and 14) | 10,914,942 | 645,924 | 15 |
| 16 | | Balances from line 15(c) | 645,924 | N/A | 16 |
| 17 | (798) | Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year | 11,560,866 | N/A | 17 |
| 18 | (797) | Total appropriated retained earnings: | | | 18 |
| 19 | | Credits during year 811 | | | 19 |
| 20 | | Debits during year 811 | | | 20 |
| 21 | | Balance at Close of year 811 | | | 21 |
| | | Amount of assigned Federal income tax consequences: | | | |
| 22 | | Account 606 \$ _____ | | | 22 |
| 23 | | Account 616 \$ _____ | | | 23 |

(1) If any dividends have not been declared on cumulative preferred stock, give cumulative undeclared dividends at beginning of year and end of year. NONE

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 placed with the proper officer for sale and delivery or are pledged or otherwise placed in some special fund of the respondent. They are considered to be actually issued when sold to a bona fide purchaser who holds them free from control by the respondent. All securities actually issued and not reacquired by or for the respondent are considered to be actually outstanding. If reacquired by or for the respondent, and not 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) | |
| 1 | Common | | | | | | | 1 |
| 2 | UP - Common Stock 1/ | 10.00 | 9,200 | 4,465 | | 4,465 | 45 | 2 |
| 3 | UP - Class A Stock 1/ | 10.00 | 800 | 388 | | 388 | 4 | 3 |
| 4 | | | | | | | | 4 |
| 5 | Preferred | | | | | | | 5 |
| 6 | FRA Preference Shares - Series A | 10,000 | 5,000 | 4,829 | - | 4,829 | 5,899 | 6 |
| 7 | | | | | | | | 7 |
| 8 | | | | | | | | 8 |
| 9 | | | | | | | | 9 |
| 10 | TOTAL | | 15,000 | 9,682 | | 9,682 | 5,948 | 10 |

1/ See note 12 on page 13

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 | 4,829 | \$8,600 | 4,853 | \$49 | | | \$4,781,906 | 11 |
| 12 | | | | | | | | | 12 |
| 13 | Payments of Preference Shares | 0 | (2,701) | | | | | | 13 |
| 14 | | | | | | | | | 14 |
| 15 | | | | | | | | | 15 |
| 16 | | | | | | | | | 16 |
| 17 | Balance at close of year | 4,829 | \$5,899 | 4,853 | \$49 | | | \$4,781,906 | 17 |

240. STATEMENT OF CASH FLOWS

(Dollars in Thousands)

Give the information as requested concerning the cash flows during the year. Either 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 revenue 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 direct method is used complete lines 1-41; indirect method complete lines 10-41. Cash for the purpose of this schedule shall include cash and cash equivalents which are short term, highly liquid investments readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Information about all investing and financing activities which do not directly affect cash shall be separately disclosed in footnotes to this schedule. They shall clearly relate the cash (if any) and noncash aspects of transactions. Examples of noncash investing and transactions include converting debt to equity, acquiring assets of assuming directly related liabilities, such as purchasing a building by incurring a mortgage to the seller, obtaining an asset by entering into a capital lease, and exchanging noncash assets or liabilities for other noncash assets or liabilities. Some transactions are part cash and part noncash; only the cash portion shall be reported directly in the statement of cash flows. Refer to FAS Statement No. 95, Statement of Cash Flows, for further details.

CASH FLOWS FROM OPERATING ACTIVITIES

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

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

| Line No. | Cross Check | Description (a) | Current Year (b) | Prior Year (c) | Line No. |
|----------|-------------|-----------------------------------|------------------|----------------|----------|
| 10 | | Income from continuing operations | 1,782,414 | 1,507,789 | 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 | (47,263) | (79,061) | 11 |
| 12 | | Depreciation and amortization expenses | 1,498,554 | 1,399,101 | 12 |
| 13 | | Increase (decrease) in provision for Deferred Income Taxes | 304,798 | 160,303 | 13 |
| 14 | | Net decrease (increase) in undistributed earnings (losses) of affiliates | (46,837) | (74,796) | 14 |
| 15 | | Decrease (increase) in accounts receivable | (10,800) | (12,346) | 15 |
| 16 | | Decrease (increase) in material and supplies and other current assets | (123,434) | (128,602) | 16 |
| 17 | | Increase (decrease) in current liabilities other than debt | 184,509 | 21,325 | 17 |
| 18 | | Increase (decrease) in other - net | (224,032) | (68,490) | 18 |
| 19 | | Net cash provided from continuing operations (Lines 10-18) | 3,318,109 | 2,725,223 | 19 |
| 20 | | Add (Subtract) cash generated (paid) by reason of discontinued operations and extraordinary items | | | 20 |
| 21 | | NET CASH PROVIDED FROM OPERATING ACTIVITIES (lines 19 and 20) | 3,318,109 | 2,725,223 | 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 | 117,143 | 124,251 | 22 |
| 23 | | Capital expenditures | (2,495,647) | (2,241,211) | 23 |
| 24 | | Net change in temporary cash investments not qualifying as cash equivalents | 0 | 0 | 24 |
| 25 | | Proceeds from sale/repayment of investment and advances | 0 | 613 | 25 |
| 26 | | Purchase price of long-term investment and advances | (651) | (6,865) | 26 |
| 27 | | Net decrease (increase) in sinking and other special funds | 29 | (9) | 27 |
| 28 | | Other - net | (52,275) | 74,184 | 28 |
| 29 | | NET CASH USED IN INVESTING ACTIVITIES (lines 22 through 28) | (2,431,401) | (2,049,037) | 29 |

(Continued on next page)

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

CASH FLOWS FROM OPERATING ACTIVITIES

| Line No. | Cross Check | Description (a) | Current Year (b) | Pnor Year (c) | Line No. |
|---|-------------|---|---------------------|------------------|-----------|
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | | |
| 30 | | Proceeds from issuance of long-term debt | 0 | 0 | 30 |
| 31 | | Principle payments of long-term debt | (141,970) | (147,699) | 31 |
| 32 | | Proceeds from issuance of capital stock | | | 32 |
| 33 | | Purchase price of acquiring treasury stock | | | 33 |
| 34 | | Cash dividends paid | (399,500) | (323,000) | 34 |
| 35 | | Other - net | (365,698) | (199,419) | 35 |
| 36 | | NET CASH FROM FINANCING ACTIVITIES (lines 30 through 35) | (907,168) | (670,118) | 36 |
| 37 | | NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (lines 21, 29 & 36) | (20,460) | 6,068 | 37 |
| 38 | | Cash and cash equivalents at beginning of the year | 56,923 | 50,855 | 38 |
| 39 | | CASH AND CASH EQUIVALENTS AT END OF THE YEAR (lines 37 & 38) | 36,463 | 56,923 | 39 |
| | | Footnotes to Schedule 240 Cash paid during the year for: | | | |
| 40 | | Interest (net of amount capitalized)* | (446,000) | (475,000) | 40 |
| 41 | | Income taxes (net) * | (866,000) | (618,000) | 41 |

* Only applies if indirect method is adopted.

NOTES AND REMARKS

Non-cash capital investments accrued but not yet paid were \$126,000 and \$106,000 in 2007 and 2006, respectively.

245. WORKING CAPITAL
(Dollars in Thousands)

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

| Line No. | Item (a) | Source | Amount (b) | Line No. |
|--------------------------------------|---|--|------------|----------|
| CURRENT OPERATING ASSETS | | | | |
| 1 | Interline and Other Balances (705) | Schedule 200, line 5, column b | 78,712 | 1 |
| 2 | Customers (706) | Schedule 200, line 6, column b | 387,845 | 2 |
| 3 | Other (707) | Note A | 88,427 | 3 |
| 4 | TOTAL CURRENT OPERATING ASSETS | Line 1 + 2+ 3 | 534,984 | 4 |
| OPERATING REVENUE | | | | |
| 5 | Railway Operating Revenue | Schedule 210, line 13, column b | 16,249,053 | 5 |
| 6 | Rent Income | Note B | 204,666 | 6 |
| 7 | TOTAL OPERATING REVENUES | Lines 5 + 6 | 16,453,719 | 7 |
| 8 | Average Daily Operating Revenues | Line 7 divided by 360 days | 45,705 | 8 |
| 9 | Days of Operating Revenue in Current Operating Assets | Line 4 divided by line 8 | 12 | 9 |
| 10 | Revenue Delay Days Plus Buffer | Line 9 + 15 days | 27 | 10 |
| CURRENT OPERATING LIABILITIES | | | | |
| 11 | Interline and Other Balances (752) | Schedule 200, line 31, column b | 29,964 | 11 |
| 12 | Audited Accounts and Wages Payable (753) | Note A | 238,894 | 12 |
| 13 | Accounts Payable - Other (754) | Note A | 41,011 | 13 |
| 14 | Other Taxes Accrued (761.5) | Note A | 176,304 | 14 |
| 15 | TOTAL CURRENT OPERATING LIABILITIES | Sum of lines 11 to 14 | 486,173 | 15 |
| OPERATING EXPENSES | | | | |
| 16 | Railway Operating Expenses | Schedule 210, line 14, column b | 13,083,608 | 16 |
| 17 | Depreciation | Schedule 410, lines 136, 137, 138, 213, 232, 317, column h | 1,498,554 | 17 |
| 18 | Cash Related Operating Expenses | Line 16 + line 6 - line 17 | 11,789,720 | 18 |
| 19 | Average Daily Expenditures | Line 18 divided by 360 days | 32,749 | 19 |
| 20 | Days of Operating Expenses in Current Operating Liabilities | Line 15 divided by line 19 | 15 | 20 |
| 21 | Days of Working Capital Required | Line 10 - Line 20 (Note C) | 12 | 21 |
| 22 | Cash Working Capital Required | Line 21 x line 19 | 392,988 | 22 |
| 23 | Cash and Temporary Cash Balance | Schedule 200, line 1 + line 2, column b | 256,098 | 23 |
| 24 | Cash Working Capital Allowed | Lesser line 22 and line 23 | 256,098 | 24 |
| MATERIALS AND SUPPLIES | | | | |
| 25 | Total Material and Supplies (712) | Note A | 453,354 | 25 |
| 26 | Scrap and Obsolete Material included in Acct. 712 | Note A | 1,075 | 26 |
| 27 | Materials and Supplies held for Common Carrier Purposes | Line 25 - line 26 | 452,279 | 27 |
| 28 | TOTAL WORKING CAPITAL | Line 24 + line 27 | 708,377 | 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

Note to Schedule 310 on pages 26 - 29Lien References

(A) All securities are pledged as security for the First Mortgage with Boatmen's National Bank of St. Louis, Trustee; also, under the General Mortgage, with Manufacturers Hanover Trust Company, Trustee.

(B) Securities are deposited with the Trustees of the Mortgages as further assurance of performance of the Operating Agreements.

(C) Companies Under Joint Control

| <u>Company (UPRR Ownership)</u> | <u>Other Parties</u> | |
|---|--|--|
| Alameda Belt Line (50%) | BNSF (50%) | |
| Belt Railway of Chicago (8.33%) | NS (25.00%) BNSF (16.67%) CP (8.33%) | CSX (25.00%) CN (16.67%) |
| Brownsville & Matamoros Bridge Co. (50%) | Gobierno de Estados Unidos Mexicanos (50%) | |
| Grupo Ferroviano Mexicano (26%) | Mexican Consortium (74%) | |
| Helm Pacific Leasing (50%) | Helm Pacific Corporation (50%) | |
| Houston Belt & Terminal Ry (50%) | BNSF (50%) | |
| Kansas City Terminal Ry Co. (41.67%) | BNSF (25.00%) IC&E (8.33%) | KCS (16.67%) NS (8.33%) |
| Longview Switching Co (50%) | BNSF (50%) | |
| MT Properties, Inc. (42.1%) | BNSF (43.3%) | CP (14.6%) |
| Oakland Terminal Railway (50%) | BNSF (50%) | |
| Portland Terminal Railroad Company (60%) | BNSF (40%) | |
| St. Joseph Terminal RR Co (50%) | BNSF (50%) | |
| Sunset Railway Co. (50%) | BNSF (50%) | |
| Terminal Railroad Association of St. Louis (42.84%) | BNSF (14.29%) CSX (14.29%) | CN (14.29%) NS (14.29%) |
| TTX (36.68%)** | BNSF (17.24%) Boston & Maine (.63%) CN (3.13%) CP (1.57%) | CSX (19.59%) Florida East Coast (.94%) KCS (.63%) NS (19.59%) |
| Wichita Union Terminal Railway Company (33.33%) | BNSF (66.67%) | |

Wholly-owned companies that have a joint interest in subsidiaries

NONE

** Our ownership in TTX decreased to 36.45% by December 31, 2007; however, the change in ownership did not effect the investment during fiscal year 2007 as operations are recorded one month in arrears. Other investor ownerships also decreased slightly as FXE Railroad became a 0.62% owner in December 2007.

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 close of 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 definitions 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 corporations, the symbols and industrial classifications to be 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 classed as noncarrier companies, even though the securities held by such companies are largely or entirely those 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 amount, investments in which the original cost or present equity in total assets is less than \$10,000.

9. Include investments in unincorporated entities such as lessee organizations. Exclude amounts normally settled on a current basis.

10. Do not include the value of securities issued or assumed by respondent.

11. For affiliates which do not report to the Surface Transportation Board and are jointly owned, disclose in footnotes the name and extent of control of the other controlling entities.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

(Dollars in Thousands)

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

Entries in this schedule should be made in accordance with the definitions and general instructions given on page 18, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c).

3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged, or otherwise encumbered, giving names and other important particulars of such obligations in footnotes.
4. Give totals for each class and for each subclass and a grand total for each account.
5. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially ____ to ____." Abbreviations in common use in standard financial publications may be used to conserve space.

| Line No. | Account No. (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 | A1 | VII | STOCKS - CARRIERS ACTIVE | | 1 |
| 2 | | | | | | 2 |
| 3 | | | | Belt Railway of Chicago | 8.3 | 3 |
| 4 | | | | Brownsville & Matamoros Bridge Co. (A) | 50.0 | 4 |
| 5 | | | | Grupo Ferroviario Mexicano | 26.0 | 6 |
| 6 | | | | Houston's Belt & Terminal Ry. (A) (B) | 50.0 | 5 |
| 7 | | | | Kansas City Terminal Ry. (A) (B) | 41.7 | 7 |
| 8 | | | | Longview Switching Co. | 50.0 | 8 |
| 9 | | | | MT Properties, Inc. | 42.1 | 9 |
| 10 | | | | Terminal Railroad Association of St. Louis | 42.9 | 10 |
| 11 | | | | TTX | 36.7 | 11 |
| 12 | | | | | | 12 |
| 13 | | | | | | 13 |
| 14 | | | | | | 14 |
| 15 | 721 | A3 | VI | STOCKS - NONCARRIERS - ACTIVE | | 15 |
| 16 | | | | | | 16 |
| 17 | | | | Helm Pacific Leasing | 50.0 | 17 |
| 18 | | | | | | 18 |
| 19 | | | | | | 19 |
| 20 | | | | | | 20 |
| 21 | | | | | | 21 |
| 22 | | | | TOTAL CLASS A | | 22 |
| 23 | | | | | | 23 |
| 24 | | | | | | 24 |
| 25 | | | | | | 25 |
| 26 | | | | | | 26 |
| 27 | | | | | | 27 |
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| 33 | | | | | | 33 |
| 34 | | | | | | 34 |
| 35 | | | | | | 35 |
| 36 | | | | | | 36 |

Kind of Industry in Column (c) is VII unless noted.

(A) (B) Lien references as described on page 24.

Note: Companies under joint control are listed on pg. 24.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - (Continued)

(Dollars in Thousands)

6. In any of the companies included in this schedule are controlled by respondent the percent of control should be shown in column (3). 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 included should be investments in unincorporated entities such as lessee organizations (exclusive of amounts nominally settled on a current basis
10. This schedule should not include securities issued or assumed by respondent.
11. For affiliates which do not report to the 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 Acct. 721.5 (k) | Dividends or interest credited to income (l) | Line No. |
|----------|--------------------------|---------------|--|---------------------|-------------------------------|-----------------------------|--|----------|
| | Opening Balance (f) | Additions (g) | Deductions (if other than sale, explain) (h) | Closing Balance (i) | | | | |
| 1 | | | | | | | | 1 |
| 2 | | | | | | | | 2 |
| 3 | 260 | | | 260 | | | | 3 |
| 4 | 325 | | | 325 | | | | 4 |
| 5 | 81,688 | | | 81,688 | | | | 5 |
| 6 | 13 | | | 13 | | | | 6 |
| 7 | 917 | | | 917 | | | | 7 |
| 8 | 1 | | | 1 | | | | 8 |
| 9 | 672 | | 8 | 664 | | | | 9 |
| 10 | 6 | | | 6 | | | | 10 |
| 11 | 138,231 | | | 138,231 | | | | 11 |
| 12 | | | | | | | | 12 |
| 13 | | | | | | | | 13 |
| 14 | | | | | | | | 14 |
| 15 | | | | | | | | 15 |
| 16 | | | | | | | | 16 |
| 17 | 498 | | | 498 | | | | 17 |
| 18 | | | | | | | | 18 |
| 19 | | | | | | | | 19 |
| 20 | | | | | | | | 20 |
| 21 | | | | | | | | 21 |
| 22 | 222,611 | 0 | 8 | 222,603 | | | | 22 |
| 23 | | | | | | | | 23 |
| 24 | | | | | | | | 24 |
| 25 | | | | | | | | 25 |
| 26 | | | | | | | | 26 |
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| 36 | | | | | | | | 36 |

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. |
|----------|--------------------|------------------|-------------------------|---|--------------------------|----------|
| 37 | | | | | | 37 |
| 38 | 721 | E1 | | INVESTMENT ADVANCES - CARRIERS - ACTIVE | | 38 |
| 39 | | | | | | 39 |
| 40 | | | | | | 40 |
| 41 | | | | Houston Belt & Terminal Ry. | | 41 |
| 42 | | | | Kansas City Terminal Ry. Co. | | 42 |
| 43 | | | | Portland Terminal Railroad Company | | 43 |
| 44 | | | | Wichita Terminal | | 44 |
| 45 | | | | | | 45 |
| 46 | | | | TOTAL CLASS E | | 46 |
| 47 | | | | | | 47 |
| 48 | | | | | | 48 |
| 49 | | | | | | 49 |
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| 51 | | | | | | 51 |
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| 82 | | | | | | 82 |
| 83 | | | | | | 83 |
| 84 | | | | | | 84 |
| 85 | | | | TOTAL ACCOUNT 721 | | 85 |

Kind of Industry in Column (c) is VII unless noted otherwise.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - (Concluded)
 (Dollars in Thousands)

| Line No. | Investments and Advances | | | | Disposed of: profit (loss) (j) | Adjustments Acct. 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) | | | | |
| 37 | | | | | | | | 37 |
| 38 | | | | | | | | 38 |
| 39 | | | | | | | | 39 |
| 40 | | | | | | | | 40 |
| 41 | 28,791 | 651 | | 29,442 | | | | 41 |
| 42 | 15,262 | | | 15,262 | | | | 42 |
| 43 | 1,145 | | | 1,145 | | | | 43 |
| 44 | 120 | | | 120 | | | | 44 |
| 45 | | | | | | | | 45 |
| 46 | 45,318 | 651 | 0 | 45,969 | | | | 46 |
| 47 | | | | | | | | 47 |
| 48 | | | | | | | | 48 |
| 49 | | | | | | | | 49 |
| 50 | | | | | | | | 50 |
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| 81 | | | | | | | | 81 |
| 82 | | | | | | | | 82 |
| 83 | | | | | | | | 83 |
| 84 | | | | | | | | 84 |
| 85 | 267,929 | 651 | 8 | 268,572 | | | | 85 |

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 instructions 5-2, Uniform System of Accounts)
3. Enter in column (d) the share of undistributed earnings (i.e., dividends) or losses
4. Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost) at date of acquisition.
5. For definitions of "carrier" and "noncarrier," see general instructions

| Line No | Name of issuing company and description of security held (a) | Balance at beginning of year (b) | Adjustment for investments equity method (c) | Equity in undistributed earnings (losses) during year (d) | Amortization during year (e) | Adjustment for investments disposed of or written down during year (f) | Balance at close of year (g) | Line No. |
|---------|--|----------------------------------|--|---|------------------------------|--|------------------------------|----------|
| | CARRIERS: (List specifics for each company) | | | | | | | |
| 1 | Belt Ry. of Chicago | 438 | | 0 | | | 438 | 1 |
| 2 | Brownsville & Matamoros Bridge Co. | 4,349 | (2,049) | (252) | | | 2,048 | 2 |
| 3 | Grupo Ferrocarril Mexicano | 86,880 | 2,461 | 32,619 | | | 121,960 | 3 |
| 4 | Houston Belt & Terminal Rwy. | 11,428 | | 1,134 | | | 12,562 | 4 |
| 5 | Kansas City Terminal Rwy. | (6,268) | | (627) | | | (6,895) | 5 |
| 6 | MT Properties | 175 | | 117 | | | 292 | 6 |
| 7 | Terminal RR Assn of St. Louis | 35,317 | | 1,447 | | | 36,764 | 7 |
| 8 | TTX | 440,043 | (806) | 36,288 | | | 475,525 | 8 |
| 9 | Sunset Railway | 26 | | 0 | | | 26 | 9 |
| 10 | | | | | | | | 10 |
| 11 | TOTAL CARRIER | 572,388 | (394) | 70,726 | | | 642,720 | 11 |
| 12 | | | | | | | | 12 |
| 13 | | | | | | | | 13 |
| 14 | | | | | | | | 14 |
| 15 | | | | | | | | 15 |
| 16 | | | | | | | | 16 |
| 17 | NONCARRIER: (List specifics for each company) | | | | | | | 17 |
| 18 | Helm Pacific Leasing | 27,362 | (69) | (24,089) | | | 3,204 | 18 |
| 19 | | | | | | | | 19 |
| 20 | TOTAL NONCARRIER | 27,362 | (69) | (24,089) | 0 | 0 | 3,204 | 20 |
| 21 | | | | | | | | 21 |
| 22 | | | | | | | | 22 |
| 23 | | | | | | | | 23 |
| 24 | | | | | | | | 24 |
| 25 | | | | | | | | 25 |
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| 28 | | | | | | | | 28 |
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| 33 | | | | | | | | 33 |
| 34 | | | | | | | | 34 |
| 35 | | | | | | | | 35 |
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| 37 | | | | | | | | 37 |
| 38 | | | | | | | | 38 |
| 39 | | | | | | | | 39 |
| 40 | | | | | | | | 40 |
| 41 | | | | | | | | 41 |
| 42 | | | | | | | | 42 |
| 43 | | | | | | | | 43 |
| 44 | | | | | | | | 44 |
| 45 | TOTAL EQUITY | 599,750 | (463) | 46,637 | 0 | 0 | 645,924 | 45 |

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

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

| Line No. | Cross Check | Account (a) | Balance at beginning of year (b) | Expenditure during the Year for original road and equipment and road extensions (c) | Expenditures during the year for purchase of existing lines, lines reorganizations, etc. (d) | Line No. |
|----------|-------------|---|-------------------------------------|--|---|----------|
| 1 | | (2) Land for transportation purposes | 4,614,065 | | | 1 |
| 2 | | (3) Grading | 2,755,879 | | | 2 |
| 3 | | (4) Other, right-of-way expenditures | 71,449 | | | 3 |
| 4 | | (5) Tunnels and subways | 341,334 | | | 4 |
| 5 | | (6) Bridges, trestles, and culverts | 2,451,538 | | | 5 |
| 6 | | (7) Elevated structures | 0 | | | 6 |
| 7 | | (8) Ties | 5,922,450 | | | 7 |
| 8 | | (9) Rail and other track material | 10,017,806 | | | 8 |
| 9 | | (11) Ballast | 3,144,029 | | | 9 |
| 10 | | (13) Fences, snowsheds and signs | 58,569 | | | 10 |
| 11 | | (16) Station and office buildings | 472,790 | | | 11 |
| 12 | | (17) Roadway buildings | 35,468 | | | 12 |
| 13 | | (18) Water stations | 6,907 | | | 13 |
| 14 | | (19) Fuel stations | 129,428 | | | 14 |
| 15 | | (20) Shops and enginehouses | 371,769 | | | 15 |
| 16 | | (22) Storage warehouses | 984 | | | 16 |
| 17 | | (23) Wharves and docks | 22,867 | | | 17 |
| 18 | | (24) Coal and ore wharves | 1,533 | | | 18 |
| 19 | | (25) TOFC/COFC terminals | 615,487 | | | 19 |
| 20 | | (26) Communication systems | 369,962 | | | 20 |
| 21 | | (27) Signals and interlockers | 2,298,568 | | | 21 |
| 22 | | (29) Power plants | 0 | | | 22 |
| 23 | | (31) Power-transmission systems | 62,993 | | | 23 |
| 24 | | (35) Miscellaneous structures | 16,499 | | | 24 |
| 25 | | (37) Roadway machines | 446,049 | | | 25 |
| 26 | | (39) Public improvements-construction | 608,195 | | | 26 |
| 27 | | (44) Shop machinery | 167,157 | | | 27 |
| 28 | | (45) Power-plant machinery | 0 | | | 28 |
| 29 | | Other lease/rentals | 0 | | | 29 |
| 30 | | TOTAL EXPENDITURES FOR ROAD | 35,003,775 | 0 | 0 | 30 |
| 31 | | (52) Locomotives | 4,952,521 | | | 31 |
| 32 | | (53) Freight train cars | 2,102,054 | | | 32 |
| 33 | | (54) Passenger train cars | 0 | | | 33 |
| 34 | | (55) Highway revenue equipment | 539 | | | 34 |
| 35 | | (56) Floating equipment | 0 | | | 35 |
| 36 | | (57) Work equipment | 128,284 | | | 36 |
| 37 | | (58) Miscellaneous equipment | 8,900 | | | 37 |
| 38 | | (59) Computer systems and word processing equipment | 369,795 | | | 38 |
| 39 | | TOTAL EXPENDITURES FOR EQUIPMENT | 7,562,093 | 0 | 0 | 39 |
| 40 | | (76) Interest during construction | 43,435 | | | 40 |
| 41 | | (80) Other elements of investment | 0 | | | 41 |
| 42 | | (90) Construction work in progress | 657,377 | | | 42 |
| 43 | | GRAND TOTAL | 43,266,680 | 0 | 0 | 43 |

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT - Concluded
(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 | | 27,828 | 14,756 | 13,072 | 4,627,137 | 1 |
| 2 | | 51,508 | 23,166 | 28,342 | 2,784,221 | 2 |
| 3 | | 5,513 | 112 | 5,401 | 76,850 | 3 |
| 4 | | 19,130 | 3,596 | 15,534 | 356,868 | 4 |
| 5 | | 133,142 | 28,060 | 105,082 | 2,556,620 | 5 |
| 6 | | 0 | 0 | 0 | 0 | 6 |
| 7 | | 441,100 | 9,571 | 431,529 | 6,353,979 | 7 |
| 8 | | 759,467 | 155,302 | 604,165 | 10,621,971 | 8 |
| 9 | | 236,339 | 11,386 | 224,953 | 3,368,982 | 9 |
| 10 | | 1,974 | (194) | 2,168 | 60,737 | 10 |
| 11 | | 10,668 | (1,092) | 11,760 | 484,550 | 11 |
| 12 | | 325 | (512) | 837 | 36,305 | 12 |
| 13 | | 80 | (129) | 209 | 7,116 | 13 |
| 14 | | 8,913 | (507) | 9,420 | 138,848 | 14 |
| 15 | | 26,079 | (6,290) | 32,369 | 404,138 | 15 |
| 16 | | 0 | 0 | 0 | 984 | 16 |
| 17 | | 2,941 | 110 | 2,831 | 25,698 | 17 |
| 18 | | 0 | 71 | (71) | 1,462 | 18 |
| 19 | | 48,074 | (990) | 49,064 | 664,551 | 19 |
| 20 | | 8,001 | 2,818 | 5,183 | 375,145 | 20 |
| 21 | | 208,648 | 26,988 | 181,660 | 2,480,228 | 21 |
| 22 | | 0 | 0 | 0 | 0 | 22 |
| 23 | | 3,579 | (196) | 3,775 | 66,768 | 23 |
| 24 | | 1,596 | 84 | 1,512 | 18,011 | 24 |
| 25 | | 39,376 | 18,792 | 20,584 | 466,633 | 25 |
| 26 | | 35,684 | 3,892 | 31,792 | 639,987 | 26 |
| 27 | | 9,127 | 845 | 8,282 | 175,439 | 27 |
| 28 | | 0 | 0 | 0 | 0 | 28 |
| 29 | | 0 | 0 | 0 | 0 | 29 |
| 30 | | 2,079,092 | 289,639 | 1,789,453 | 36,793,228 | 30 |
| 31 | | 221,391 | 81,792 | 139,599 | 5,092,120 | 31 |
| 32 | | 101,992 | 148,301 | (46,309) | 2,055,745 | 32 |
| 33 | | 0 | 0 | 0 | 0 | 33 |
| 34 | | 0 | 0 | 0 | 539 | 34 |
| 35 | | 0 | 0 | 0 | 0 | 35 |
| 36 | | 21,062 | 2,451 | 18,611 | 146,895 | 36 |
| 37 | | 205 | 109 | 96 | 8,996 | 37 |
| 38 | | 51,303 | 21,931 | 29,372 | 399,167 | 38 |
| 39 | | 395,953 | 254,584 | 141,369 | 7,703,462 | 39 |
| 40 | | 0 | 13 | (13) | 43,422 | 40 |
| 41 | | 0 | 0 | 0 | 0 | 41 |
| 42 | | 277,233 | 0 | 277,233 | 934,610 | 42 |
| 43 | | 2,752,278 | 544,236 | 2,208,042 | 45,474,722 | 43 |

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

- 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 the cost of equipment owned and leased to others when the rents therefrom are included in the rent for equipment Account 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 full particulars in a footnote.
- 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.
- 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.
- If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for discontinuance of accruals should be shown in a footnote indicating the effected account(s).
- 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 | 2,755,879 | 2,778,243 | 1.14 | | | | 1 |
| 2 | (4) Other, right-of-way expenditures | 71,449 | 75,532 | 2.94 | | | | 2 |
| 3 | (5) Tunnels and subways | 341,334 | 338,695 | 0.86 | | | | 3 |
| 4 | (6) Bridges, trestles, and culverts | 2,451,538 | 2,543,695 | 1.39 | | | | 4 |
| 5 | (7) Elevated structures | 0 | 0 | 0 | | | | 5 |
| 6 | (8) Ties | 5,917,281 | 6,317,183 | 4.23 | | | | 6 |
| 7 | (9) Rail and other track material | 10,008,794 | 10,563,084 | 4.91 | | | | 7 |
| 8 | (11) Ballast | 3,142,372 | 3,348,285 | 2.94 | | | | 8 |
| 9 | (13) Fences, snow sheds, and signs | 58,569 | 60,440 | 1.64 | | | | 9 |
| 10 | (16) Station and office buildings | 472,790 | 469,577 | 3.30 | | | | 10 |
| 11 | (17) Roadway buildings | 35,468 | 36,254 | 3.19 | | | | 11 |
| 12 | (18) Water stations | 6,907 | 7,116 | 2.86 | | | | 12 |
| 13 | (19) Fuel Stations | 129,428 | 138,809 | 3.23 | | | | 13 |
| 14 | (20) Shops and enginehouse | 371,769 | 395,892 | 2.20 | | | | 14 |
| 15 | (22) Storage warehouses | 984 | 984 | 3.33 | | | | 15 |
| 16 | (23) Wharves and docks | 22,867 | 25,698 | 4.00 | | | | 16 |
| 17 | (24) Coal and ore wharves | 1,533 | 1,462 | 2.50 | | | | 17 |
| 18 | (25) TOFC/COFC terminals | 615,487 | 641,019 | 2.86 | | | | 18 |
| 19 | (26) Communication systems | 369,962 | 367,074 | 3.00 | | | | 19 |
| 20 | (27) Signals and interlockers | 2,298,568 | 2,442,870 | 2.27 | | | | 20 |
| 21 | (29) Power plants | 0 | 0 | 0 | | | | 21 |
| 22 | (31) Power-transmission systems | 62,993 | 66,670 | 2.17 | | | | 22 |
| 23 | (35) Miscellaneous structures | 16,499 | 18,011 | 2.70 | | | | 23 |
| 24 | (37) Roadway machines | 446,049 | 925,587 | 5.94 | | | | 24 |
| 25 | (39) Public improvements-Construction | 608,195 | 631,613 | 2.86 | | | | 25 |
| 26 | (44) Shop machinery | 167,157 | 173,701 | 3.71 | | | | 26 |
| 27 | (45) Power-plant machinery | 0 | 0 | 0 | | | | 27 |
| 28 | All other road accounts | 0 | 0 | | | | | 28 |
| 29 | Amortization (other than def. projects) | 0 | 0 | | | | | 29 |
| 30 | TOTAL ROAD | 30,373,872 | 32,367,494 | 3.72 | | | | 30 |
| EQUIPMENT | | | | | | | | |
| 31 | (52) Locomotives | 4,952,521 | 5,089,628 | 4.82 | | | | 31 |
| 32 | (53) Freight-train cars | 2,102,054 | 2,045,557 | 3.82 | | | | 32 |
| 33 | (54) Passenger-train cars | 0 | 0 | 0.00 | | | | 33 |
| 34 | (55) Highway revenue equipment | 539 | 539 | 6.53 | | | | 34 |
| 35 | (56) Floating equipment | 0 | 0 | 0 | | | | 35 |
| 36 | (57) Work equipment | 128,284 | 144,787 | 3.12 | | | | 36 |
| 37 | (58) Miscellaneous equipment | 8,900 | 8,900 | 6.76 | | | | 37 |
| 38 | (59) Computer systems and WP equipment | 369,795 | 387,656 | 14.16 | | | | 38 |
| 39 | TOTAL EQUIPMENT | 7,562,093 | 7,677,067 | 5.05 | | | | 39 |
| 40 | GRAND TOTAL | 37,935,965 | 40,044,561 | N/A | | | N/A | 40 |

Note: New equipment depreciation rates were authorized by the Surface and Transportation Board effective January 1, 2007.

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

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

| Line No. | Cross Check | Account (a) | Balance at beginning of year (b) | CREDITS TO RESERVE During the year | | DEBITS TO RESERVE During the year | | Balance at close of year (g) | Line No |
|------------------|-------------|---------------------------------------|----------------------------------|---------------------------------------|-------------------|--------------------------------------|------------------|------------------------------|-----------|
| | | | | Charges to operating expenses (c) | Other credits (d) | Retirements (e) | Other debits (f) | | |
| ROAD | | | | | | | | | |
| 1 | | (3) Grading | 285,619 | 44,204 | 0 | 22,599 | 0 | 307,224 | 1 |
| 2 | | (4) Other right-of-way expenditures | 16,594 | 2,196 | 0 | 120 | 0 | 18,670 | 2 |
| 3 | | (5) Tunnels and subways | 28,091 | 3,831 | 0 | 3,574 | 0 | 28,348 | 3 |
| 4 | | (6) Bridges, trestles, and culverts | 188,948 | 53,778 | 0 | 26,505 | 0 | 216,221 | 4 |
| 5 | | (7) Elevated structures | 0 | 0 | 0 | 0 | 0 | 0 | 5 |
| 6 | | (8) Ties | 1,794,851 | 260,880 | 0 | 50,843 | 0 | 2,004,888 | 6 |
| 7 | | (9) Rail and other track material | 3,861,710 | 522,845 | 0 | 152,479 | 0 | 4,232,076 | 7 |
| 8 | | (11) Ballast | 628,715 | 95,669 | 0 | 11,784 | 0 | 712,600 | 8 |
| 9 | | (13) Fences, snow sheds and signs | 9,608 | 1,044 | 0 | (299) | 0 | 10,951 | 9 |
| 10 | | (16) Station and office buildings | 103,591 | 16,798 | 0 | (1,554) | 0 | 121,943 | 10 |
| 11 | | (17) Roadway buildings | 15,739 | 1,178 | 0 | (549) | 0 | 17,466 | 11 |
| 12 | | (18) Water stations | 5,004 | 194 | 0 | (150) | 0 | 5,348 | 12 |
| 13 | | (19) Fuel stations | 52,808 | 4,313 | 0 | (476) | 0 | 57,597 | 13 |
| 14 | | (20) Shops and enginehouses 1/ | 117,453 | 5,302 | 0 | (6,361) | 0 | 129,116 | 14 |
| 15 | | (22) Storage warehouses | 525 | 20 | 0 | 0 | 0 | 545 | 15 |
| 16 | | (23) Wharves and docks | 12,240 | 723 | 0 | 111 | 0 | 12,852 | 16 |
| 17 | | (24) Coal and ore wharves | 185 | 91 | 0 | 49 | 0 | 227 | 17 |
| 18 | | (25) TOFC/COFC terminals | 127,973 | 18,182 | 0 | (1,036) | 0 | 147,191 | 18 |
| 19 | | (26) Communication systems | 105,129 | 11,134 | 0 | 639 | 0 | 115,624 | 19 |
| 20 | | (27) Signals and interlockers | 391,043 | 54,795 | 0 | 26,329 | 0 | 419,509 | 20 |
| 21 | | (29) Power plants | 0 | 0 | 0 | 0 | 0 | 0 | 21 |
| 22 | | (31) Power-transmission systems | 9,254 | 1,395 | 0 | (256) | 0 | 10,905 | 22 |
| 23 | | (35) Miscellaneous structures | 6,831 | 511 | 0 | 81 | 0 | 7,261 | 23 |
| 24 | | (37) Roadway machines 1/ | 121,462 | 11,808 | 0 | (1,029) | 0 | 134,299 | 24 |
| 25 | | (39) Public improvements-Construction | 125,791 | 18,924 | 0 | 3,976 | 0 | 140,739 | 25 |
| 26 | | (44) Shop machinery 1/ | 48,159 | 5,606 | 0 | 709 | 0 | 53,056 | 26 |
| 27 | | (45) Power-plant machinery | 0 | 0 | 0 | 0 | 0 | 0 | 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 | 8,057,323 | 1,135,421 | 0 | 288,088 | 0 | 8,904,656 | 30 |
| EQUIPMENT | | | | | | | | | |
| 31 | | (52) Locomotives 1/ | 2,015,967 | 226,938 | 0 | 60,063 | 0 | 2,182,842 | 31 |
| 32 | | (53) Freight-train cars | 1,042,385 | 83,401 | 0 | 96,418 | 0 | 1,029,368 | 32 |
| 33 | | (54) Passenger-train cars | 0 | 0 | 0 | 0 | 0 | 0 | 33 |
| 34 | | (55) Highway revenue equipment | 197 | 36 | 0 | 0 | 0 | 233 | 34 |
| 35 | | (56) Floating equipment | 0 | 0 | 0 | 0 | 0 | 0 | 35 |
| 36 | | (57) Work equipment 1/ | 25,161 | 76 | 0 | 2,220 | 0 | 23,017 | 36 |
| 37 | | (58) Miscellaneous equipment | 3,038 | 813 | 0 | 109 | 0 | 3,542 | 37 |
| 38 | | (59) Computer systems and WP equip | 133,190 | 52,069 | 0 | 21,931 | 0 | 163,328 | 38 |
| 39 | | Amortization Adjustments | 0 | 0 | 0 | 0 | 0 | 0 | 39 |
| 40 | | TOTAL EQUIPMENT | 3,219,938 | 363,133 | 0 | 180,741 | 0 | 3,402,330 | 40 |
| 41 | | GRAND TOTAL | 11,277,261 | 1,498,554 | 0 | 468,829 | 0 | 12,306,986 | 41 |

1/ Column (c) includes a reduction for costs charged to capital projects.

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

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

| Line No. | Cross Check | Account (a) | Balance at beginning of year (b) | CREDITS TO ACCOUNTS Dunng the year | | DEBITS TO ACCOUNTS Dunng the year | | Balance at close of year (g) | Line No. |
|----------|-------------|---|-------------------------------------|---------------------------------------|----------------------|--------------------------------------|---------------------|---------------------------------|----------|
| | | | | Charges to operating expenses (c) | Other credits (d) | Retirements (e) | Other debits (f) | | |
| | | ROAD | | | | | | | |
| 1 | | (3) Grading | | | | | | | 1 |
| 2 | | (4) Other, right-of-way expenditures | | | | | | | 2 |
| 3 | | (5) Tunnels and subways | | | | | | | 3 |
| 4 | | (6) Bridges, trestles, and culverts | | | | | | | 4 |
| 5 | | (7) Elevated structures | | | | | | | 5 |
| 6 | | (8) Ties | | | | | | | 6 |
| 7 | | (9) Rail and other track material | | | | | | | 7 |
| 8 | | (11) Ballast | | | | | | | 8 |
| 9 | | (13) Fences, snow sheds, and signs | | | | | | | 9 |
| 10 | | (16) Station and office buildings | | | Not Applicable | | | | 10 |
| 11 | | (17) Roadway buildings | | | | | | | 11 |
| 12 | | (18) Water stations | | | | | | | 12 |
| 13 | | (19) Fuel Stations | | | | | | | 13 |
| 14 | | (20) Shops and enginehouse | | | | | | | 14 |
| 15 | | (22) Storage warehouses | | | | | | | 15 |
| 16 | | (23) Wharves and docks | | | | | | | 16 |
| 17 | | (24) Coal and ore wharves | | | | | | | 17 |
| 18 | | (25) TOFC/COFC terminals | | | | | | | 18 |
| 19 | | (26) Communication systems | | | | | | | 19 |
| 20 | | (27) Signals and 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-Construction | | | | | | | 25 |
| 26 | | (44) Shop machinery* | | | | | | | 26 |
| 27 | | (45) Power-plant machinery | | | | | | | 27 |
| 28 | | All other road accounts | | | | | | | 28 |
| 29 | | Amortization (Adjustments) | | | | | | | 29 |
| 30 | | TOTAL ROAD | | | | | | | 30 |
| | | EQUIPMENT | | | | | | | |
| 31 | | (52) Locomotives | | | | | | | 31 |
| 32 | | (53) Freight-train cars | | | | | | | 32 |
| 33 | | (54) Passenger-train cars | | | | | | | 33 |
| 34 | | (55) Highway revenue equipment | | | | | | | 34 |
| 35 | | (56) Floating equipment | | | | | | | 35 |
| 36 | | (57) Work equipment | | | | | | | 36 |
| 37 | | (58) Miscellaneous equipment | | | | | | | 37 |
| 38 | | (59) Computer systems and word processing equipment | | | | | | | 38 |
| 39 | | Amortization (Adjustments) | | | | | | | 39 |
| 40 | | TOTAL EQUIPMENT | | | | | | | 40 |
| 41 | | GRAND TOTAL | | | | | | | 41 |

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

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

- 1 Show in column (b) for each primary account the depreciation base used in computing the depreciation charges for the month of January, and in column (c) show the depreciation base used in computing the depreciation charges for the month of December, in column (d) show the composite rates used to compute 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 authorized by the Board, except that where the 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 improvements to leased properties may be combined and one composite rate computed for each primary account. or a separate schedule may be included for each such property.
3. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) affected
4. Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively However, line 41, Grand Total should be completed.

| Line No | Account (a) | Depreciation base | | Annual composite rate (percent) (d) | 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, and culverts | | | | 4 |
| 5 | (7) Elevated structures | | | | 5 |
| 6 | (8) Ties | | | | 6 |
| 7 | (9) Rail and other track material | | | | 7 |
| 8 | (11) Ballast | | | | 8 |
| 9 | (13) Fences, snow sheds, and signs | | | | 9 |
| 10 | (16) Station and office buildings | | | | 10 |
| 11 | (17) Roadway buildings | | Not Applicable | | 11 |
| 12 | (18) Water stations | | | | 12 |
| 13 | (19) Fuel Stations | | | | 13 |
| 14 | (20) Shops and enginehouse | | | | 14 |
| 15 | (22) Storage warehouses | | | | 15 |
| 16 | (23) Wharves and docks | | | | 16 |
| 17 | (24) Coal and ore wharves | | | | 17 |
| 18 | (25) TOFC/COFC terminals | | | | 18 |
| 19 | (26) Communication systems | | | | 19 |
| 20 | (27) Signals and 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-Construction | | | | 25 |
| 26 | (44) Shop machinery* | | | | 26 |
| 27 | (45) Power-plant machinery | | | | 27 |
| 28 | All other road accounts | | | | 28 |
| 29 | Amortization (Adjustments) | | | | 29 |
| 30 | TOTAL ROAD | | | | 30 |
| | EQUIPMENT | | | | |
| 31 | (52) Locomotives | | | | 31 |
| 32 | (53) Freight-train cars | | | | 32 |
| 33 | (54) Passenger-train cars | | | | 33 |
| 34 | (55) Highway revenue equipment | | | | 34 |
| 35 | (56) Floating equipment | | | | 35 |
| 36 | (57) Work equipment | | | | 36 |
| 37 | (58) Miscellaneous equipment | | | | 37 |
| 38 | (59) Computer systems and word processing equipment | | | | 38 |
| 39 | Amortization Adjustments | | | | 39 |
| 40 | TOTAL EQUIPMENT | | | | 40 |
| 41 | GRAND TOTAL | | | | 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 columns (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."
3. Any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses should be fully explained on page 39.
4. Show in column (e) the debits to the reserve arising from retirements. These debits should not exceed investment, etc
5. Details in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, Grand Total, should be completed.

| Line No. | Cross Check | Account (a) | Balance at beginning of year (b) | CREDITS TO ACCOUNTS During the Year | | DEBITS TO ACCOUNTS During the year | | Balance at close of year (g) | Line No. |
|------------------|-------------|---------------------------------------|----------------------------------|-------------------------------------|-------------------|------------------------------------|------------------|------------------------------|----------|
| | | | | Charges to operating expenses (c) | Other credits (d) | Retirements (e) | Other debits (f) | | |
| ROAD | | | | | | | | | |
| 1 | | (3) Grading | | | | | | | 1 |
| 2 | | (4) Other, right-of-way expenditures | | | | | | | 2 |
| 3 | | (5) Tunnels and subways | | | | | | | 3 |
| 4 | | (6) Bridges, trestles, and culverts | | | | | | | 4 |
| 5 | | (7) Elevated structures | | | | | | | 5 |
| 6 | | (8) Ties | | | | | | | 6 |
| 7 | | (9) Rail and other track material | | | Not Applicable | | | | 7 |
| 8 | | (11) Ballast | | | | | | | 8 |
| 9 | | (13) Fences, snow sheds, and signs | | | | | | | 9 |
| 10 | | (16) Station and office buildings | | | | | | | 10 |
| 11 | | (17) Roadway buildings | | | | | | | 11 |
| 12 | | (18) Water stations | | | | | | | 12 |
| 13 | | (19) Fuel Stations | | | | | | | 13 |
| 14 | | (20) Shops and enginehouse | | | | | | | 14 |
| 15 | | (22) Storage warehouses | | | | | | | 15 |
| 16 | | (23) Wharves and docks | | | | | | | 16 |
| 17 | | (24) Coal and ore wharves | | | | | | | 17 |
| 18 | | (25) TOFC/COFC terminals | | | | | | | 18 |
| 19 | | (26) Communication systems | | | | | | | 19 |
| 20 | | (27) Signals and 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-Construction | | | | | | | 25 |
| 26 | | (44) Shop machinery* | | | | | | | 26 |
| 27 | | (45) Power-plant machinery | | | | | | | 27 |
| 28 | | All other road accounts | | | | | | | 28 |
| 29 | | TOTAL ROAD | | | | | | | 29 |
| EQUIPMENT | | | | | | | | | |
| 30 | | (52) Locomotives | | | | | | | 30 |
| 31 | | (53) Freight-train cars | | | | | | | 31 |
| 32 | | (54) Passenger-train cars | | | | | | | 32 |
| 33 | | (55) Highway revenue equipment | | | | | | | 33 |
| 34 | | (56) Floating equipment | | | | | | | 34 |
| 35 | | (57) Work equipment | | | | | | | 35 |
| 36 | | (58) Miscellaneous equipment | | | | | | | 36 |
| 37 | | (59) Computer systems & WP equip. | | | | | | | 37 |
| 38 | | TOTAL EQUIPMENT | | | | | | | 38 |
| 39 | | GRAND TOTAL | | | | | | | 39 |

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

NOTES AND REMARKS

Notes Referring to Schedule 352A, page 42:

- 1/ Figures in Column (c) are miles of road only, as reported in Schedule 702, Columns (b) and (c).
- 2/ Actual value not known. Amounts reported in lieu of actual value represent results of capitalizing rentals at 6 percent.
- 3/ Amounts of depreciation and amortization accrued are not known.
- 4/ As inventoried by ICC as of 12/31/1928, and reported in Land Report dated 3/31/1930, Engineering Report dated 5/09/1931. Includes estimated value based on capitalization of rentals at 6 percent.
- 5/ No depreciation reserve is maintained by respondent or by Moffat Tunnel Improvement District.

Notes Referring to Schedule 352B, page 43:

- 1/ Amounts on Schedule 352B, Columns (b) and (c), exclude adjustments to Investment For Property Leased To or From Others, for which the "Actual Value is not Known." These items are shown on Schedule 352A as 2/ "Actual Value Not Known." Amounts so reported on Schedule 352A represent results of capitalizing annual rental at 6 percent.
- 2/ Amounts on Schedule 352B, Column (c) represents St. Joseph and Grand Island Railway Company, which is included in the respondent's investments in property reported on line 1, column (d) of Schedule 352A.

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 Commission's Bureau of Accounts, brought to a current date by the respondent from its Order No. 3 records and accounts, or is other than ledger value for equipment, a full explanation should be given.
3. In column (d) show the composite rates used to compute the depreciation for the month of December and on lines 29 and 38 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary 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. If total road leased to others is less than 5% of total road owned; omit. If total equipment leased to others is less than 5% of total equipment owned; omit. However, line 39, Grand Total, should be completed

| Line No. | Account (a) | Depreciation base | | Annual composite rate (percent) (d) | Line No. |
|----------|---|--------------------------|----------------------|-------------------------------------|----------|
| | | At beginning of year (b) | At close of year (c) | | |
| | ROAD | | | | |
| 1 | (3) Grading | | | | 1 |
| 2 | (4) Other, right-of-way expenditures | | | | 2 |
| 3 | (5) Tunnels and subways | | | | 3 |
| 4 | (6) Bridges, trestles, and culverts | | | | 4 |
| 5 | (7) Elevated structures | | | | 5 |
| 6 | (8) Ties | | | | 6 |
| 7 | (9) Rail and other track material | Not Applicable | | | 7 |
| 8 | (11) Ballast | | | 8 | |
| 9 | (13) Fences, snow sheds, and signs | | | 9 | |
| 10 | (16) Station and office buildings | | | 10 | |
| 11 | (17) Roadway buildings | | | | 11 |
| 12 | (18) Water stations | | | | 12 |
| 13 | (19) Fuel Stations | | | | 13 |
| 14 | (20) Shops and enginehouses | | | | 14 |
| 15 | (22) Storage warehouses | | | | 15 |
| 16 | (23) Wharves and docks | | | | 16 |
| 17 | (24) Coal and ore wharves | | | | 17 |
| 18 | (25) TOFC/COFC terminals | | | | 18 |
| 19 | (26) Communication systems | | | | 19 |
| 20 | (27) Signals and 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-Construction | | | | 25 |
| 26 | (44) Shop machinery | | | | 26 |
| 27 | (45) Power-plant machinery | | | | 27 |
| 28 | All other road accounts | | | | 28 |
| 29 | TOTAL ROAD | | | | 29 |
| | EQUIPMENT | | | | |
| 30 | (52) Locomotives | | | | 30 |
| 31 | (53) Freight-train cars | | | | 31 |
| 32 | (54) Passenger-train cars | | | | 32 |
| 33 | (55) Highway revenue equipment | | | | 33 |
| 34 | (56) Floating equipment | | | | 34 |
| 35 | (57) Work equipment | | | | 35 |
| 36 | (58) Miscellaneous equipment | | | | 36 |
| 37 | (59) Computer systems and word processing equipment | | | | 37 |
| 38 | TOTAL EQUIPMENT | | | | 38 |
| 39 | GRAND TOTAL | | | | 39 |

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

1. This schedule is to be used in cases where the depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00, and 32-23-00.
2. Disclose credits and debits to Account 735, "Accumulated Depreciation -- Road and Equipment Property," during the year relating to road and equipment leased to others, the depreciation charges for which are not includible in operating expenses of the respondent. (See Schedule 330 for the reserve relating to road and equipment owned and used by the respondent).
3. If any entries are made for "Other credits" and "Other debits," state the facts occasioning such entries. A debit balance in columns (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."
4. Details in the respective sections of this schedule may be omitted if either total road leased to others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, Grand Total, should be completed

| Line No. | Account (a) | Balance at beginning of year (b) | CREDITS TO ACCOUNTS During the year | | DEBITS TO ACCOUNTS During the year | | Balance at close of year (g) | Line No. | | | |
|----------|---|----------------------------------|-------------------------------------|-------------------|------------------------------------|------------------|------------------------------|----------|---|--|---|
| | | | Charges to operating expenses (c) | Other credits (d) | Retirements (e) | Other debits (f) | | | | | |
| | ROAD | | | | | | | | | | |
| 1 | (3) Grading | | | | | | | 1 | | | |
| 2 | (4) Other, right-of-way expenditures | | | | | | | 2 | | | |
| 3 | (5) Tunnels and subways | | | | | | | 3 | | | |
| 4 | (6) Bridges, trestles, and culverts | | Not Applicable | | | | | | 4 | | |
| 5 | (7) Elevated structures | | | | | | | | | | 5 |
| 6 | (8) Ties | | | | | | | | | | 6 |
| 7 | (9) Rail and other track material | | | | | | | 7 | | | |
| 8 | (11) Ballast | | | | | | | 8 | | | |
| 9 | (13) Fences, snow sheds, and signs | | | | | | | 9 | | | |
| 10 | (16) Station and office buildings | | | | | | | 10 | | | |
| 11 | (17) Roadway buildings | | | | | | | 11 | | | |
| 12 | (18) Water stations | | | | | | | 12 | | | |
| 13 | (19) Fuel Stations | | | | | | | 13 | | | |
| 14 | (20) Shops and enginehouse | | | | | | | 14 | | | |
| 15 | (22) Storage warehouses | | | | | | | 15 | | | |
| 16 | (23) Wharves and docks | | | | | | | 16 | | | |
| 17 | (24) Coal and ore wharves | | | | | | | 17 | | | |
| 18 | (25) TOFC/COFC terminals | | | | | | | 18 | | | |
| 19 | (26) Communication systems | | | | | | | 19 | | | |
| 20 | (27) Signals and 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-Construction | | | | | | | 25 | | | |
| 26 | (44) Shop machinery* | | | | | | | 26 | | | |
| 27 | (45) Power-plant machinery | | | | | | | 27 | | | |
| 28 | All other road accounts | | | | | | | 28 | | | |
| 29 | TOTAL ROAD | | | | | | | 29 | | | |
| | EQUIPMENT | | | | | | | | | | |
| 30 | (52) Locomotives | | | | | | | 30 | | | |
| 31 | (53) Freight-train cars | | | | | | | 31 | | | |
| 32 | (54) Passenger-train cars | | | | | | | 32 | | | |
| 33 | (55) Highway revenue equipment | | | | | | | 33 | | | |
| 34 | (56) Floating equipment | | | | | | | 34 | | | |
| 35 | (57) Work equipment | | | | | | | 35 | | | |
| 36 | (58) Miscellaneous equipment | | | | | | | 36 | | | |
| 37 | (59) Computer systems and word processing equipment | | | | | | | 37 | | | |
| 38 | TOTAL EQUIPMENT | | | | | | | 38 | | | |
| 39 | GRAND TOTAL | | | | | | | 39 | | | |

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

352A. INVESTMENT IN RAILROAD PROPERTY USED IN TRANSPORTATION SERVICE (By Company)
(Dollars in Thousands)

- Disclose the investment in railway property used in transportation service at the close of the year. This investment represents the aggregate of property owned or leased by the respondent and used in the respondent's transportation service. Such property includes (a) the investment reported in Accounts 731, "Road and Equipment Property," and 732, "Improvements on Leased Property," of the respondent, less any 731 or 732 property leased to others for their exclusive use of road, track, or bridges (including equipment or other railway property covered by the contract). Equipment leased to others under separate distinct contracts shall not be deducted from respondent's 731 or 732 property, and (b) the investment of other companies' 731 and 732 property (including operating and lessor railroads) used by the 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 the respondent.
- In column (a), classify each company in this schedule as: "R" for respondent, "L" for lessor railroad, "P" for inactive or proprietary company, or "O" for other leased properties.
- In column (a) to (e), inclusive, first show the data requested for the respondent (R); next show data for companies whose entire properties are used in transportation service of the respondent, divided between lessor (L) and proprietary (P) companies; followed by data for carriers and others (O), portions of whose property are used in transportation service of respondent. Show a total for each class of company in columns (d) and (e). Then show, as deductions, data for transportation property leased to carriers and others.
- In column (c), line-haul carriers report the miles of road used in line-haul service. Report miles in whole numbers.
- In column (d), show the amount applicable to Accounts 731 and 732 on the books of 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, explanations 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% or otherwise) value of property of private owners, or portions of property of other carriers, should be explained.
- 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 reserves therefor are recorded.

| Line No. | Class (See Ins. 2) (a) | Name of Company (b) | Miles of road used (See Ins. 4) (whole number) (c) | Investments in property (See Ins. 5) (d) | Depreciation and amortization of defense projects (See Ins. 6) (e) | Line No. |
|----------|------------------------|---|--|--|--|----------|
| 1 | R | Union Pacific Railroad | 26,354 | \$45,474,722 | \$12,306,986 | 1 |
| 2 | | | | | | 2 |
| 3 | | Add - Leased From Others | | | | 3 |
| 4 | | | | | | 4 |
| 5 | O | U.S. Government - Sable to Bunell, CO used under contract 1/ | 1 | | | 5 |
| 6 | O | City of Kansas City, KS - Tracks | | 2/ 244 | 3/ | 6 |
| 7 | O | General Motors | | 2/ 11 | 3/ | 7 |
| 8 | O | Louisville & Nashville RR Co.,-SCL | | 16 | 3/ | 8 |
| 9 | O | New Orleans Public Belt Railroad Co. | | 36 | 3/ | 9 |
| 10 | O | Port of Corpus Christi | | 2/ 581 | 3/ | 10 |
| 11 | O | Greater Baton Rouge Port Commission | | 2/ 2,960 | 3/ | 11 |
| 12 | O | Lake Charles Harbor & Terminal District | | 2/ 104 | 3/ | 12 |
| 13 | O | Port of Beaumont | | 2/ 419 | 3/ | 13 |
| 14 | O | City and County of San Francisco (Formerly Ocean Shore Railway) yard switching tracks | | 34 | 3/ | 14 |
| 15 | O | Medford Corp, Medford, Oregon-Way switching tracks | | 40 | 3/ | 15 |
| 16 | O | Nueces County Navigation Dist. No. 1 Terminal | | | | 16 |
| 17 | | Properties Corpus Christi, TX | | 581 | 3/ | 17 |
| 18 | O | Moffat Tunnel Improvement District | 9 | 4/ 11,435 | 5/ | 18 |
| 19 | | | | | | 19 |
| 20 | | | | | | 20 |
| 21 | | | | | | 21 |
| 22 | | | | | | 22 |
| 23 | | Total Leased From Others | 10 | 16,461 | 0 | 23 |
| 24 | | | | | | 24 |
| 25 | | Deduct - Leased to Others: | | | | 25 |
| 26 | | | | | | 26 |
| 27 | O | Houston Belt & Terminal Rwy. Co. | 3 | 2/ 3,798 | 3/ | 27 |
| 28 | | | | | | 28 |
| 29 | | | | | | 29 |
| 30 | | Net Additions | 7 | 12,663 | 0 | 30 |
| 31 | | TOTAL | 26,361 | 45,487,385 | \$12,306,986 | 31 |

1/, 2/, 3/, 4/, 5/ See notes on page 39

352B INVESTMENT IN RAILROAD PROPERTY USED IN TRANSPORTATION SERVICE (By Property Account)
(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 should correspond with the amounts for each class of company and property shown in Schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in this schedule.
3. Report on line 29 amounts representing capitalization of rentals for leased property based on 6% per year where property is not classified by accounts by noncarrier owners, or where the cost of property leased from other carriers is not ascertainable. Identify noncarrier owners, and briefly explain on page 39 the methods of estimating value of property of noncarriers or property of other carriers.
4. Report on line 30 amounts not included in the accounts shown, or in line 29. The items reported should be briefly identified and explained. Also include here those items after permission is obtained from the Board for exceptions to prescribed accounting. Reference to such authority should be made when explaining 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) | 2/ Lessor Railroads (c) | Inactive (proprietary companies) (d) | Other Leased Properties (e) | Line No. |
|----------|-------------|---|----------------|----------------------------------|---|-----------------------------------|----------|
| 1 | (2) | Land for transportation purposes | \$4,623,071 | \$4,066 | | \$16 | 1 |
| 2 | (3) | Grading | 2,777,648 | 6,573 | | 108 | 2 |
| 3 | (4) | Other right-of-way expenditures | 76,622 | 228 | | | 3 |
| 4 | (5) | Tunnels and subways | 356,868 | 0 | | 8,593 | 4 |
| 5 | (6) | Bridges, trestles, and culverts | 2,547,623 | 8,996 | | 72 | 5 |
| 6 | (7) | Elevated structures | 0 | 0 | | | 6 |
| 7 | (8) | Ties | 6,343,162 | 10,817 | | 793 | 7 |
| 8 | (9) | Rail and other track material | 10,584,413 | 37,557 | | 48 | 8 |
| 9 | (11) | Ballast | 3,356,306 | 12,676 | | 324 | 9 |
| 10 | (13) | Fences, snowsheds and signs | 60,432 | 305 | | 5 | 10 |
| 11 | (16) | Station and office buildings | 483,866 | 684 | | 19 | 11 |
| 12 | (17) | Roadway buildings | 36,253 | 52 | | 38 | 12 |
| 13 | (18) | Water stations | 7,107 | 9 | | | 13 |
| 14 | (19) | Fuel stations | 138,838 | 9 | | | 14 |
| 15 | (20) | Shops and enginehouses | 404,082 | 55 | | | 15 |
| 16 | (22) | Storage warehouses | 984 | 0 | | | 16 |
| 17 | (23) | Wharves and docks | 25,698 | 0 | | | 17 |
| 18 | (24) | Coal and ore wharves | 1,462 | 0 | | | 18 |
| 19 | (25) | TOFC/COFC terminals | 662,632 | 1,919 | | | 19 |
| 20 | (26) | Communication systems | 374,774 | 370 | | | 20 |
| 21 | (27) | Signals and interlockers | 2,473,880 | 6,348 | | 78 | 21 |
| 22 | (29) | Power plants | 0 | 0 | | | 22 |
| 23 | (31) | Power transmission systems | 66,750 | 19 | | | 23 |
| 24 | (35) | Miscellaneous structures | 17,960 | 51 | | | 24 |
| 25 | (37) | Roadway machines | 466,629 | 4 | | | 25 |
| 26 | (39) | Public improvements-construction | 639,052 | 935 | | 612 | 26 |
| 27 | (44) | Shop machinery | 175,439 | 0 | | | 27 |
| 28 | (45) | Power-plant machinery | 0 | 0 | | | 28 |
| 29 | | Leased property capitalized rentals (explain) | 0 | 0 | | 1/ 950 | 29 |
| 30 | | Other (specify and explain) | 0 | 0 | | | 30 |
| 31 | | TOTAL ROAD | 36,701,553 | 91,673 | | 11,656 | 31 |
| 32 | (52) | Locomotives | 5,092,120 | 0 | | | 32 |
| 33 | (53) | Freight-train cars | 2,055,745 | 0 | | | 33 |
| 34 | (54) | Passenger-train cars | 0 | 0 | | | 34 |
| 35 | (55) | Highway revenue equipment | 539 | 0 | | | 35 |
| 36 | (56) | Floating equipment | 0 | 0 | | | 36 |
| 37 | (57) | Work equipment | 146,894 | 0 | | | 37 |
| 38 | (58) | Miscellaneous equipment | 8,996 | 1 | | | 38 |
| 39 | (59) | Computer systems & WP equipment | 399,167 | 0 | | | 39 |
| 40 | | TOTAL EQUIPMENT | 7,703,461 | 1 | | | 40 |
| 41 | (76) | Interest during construction | 42,790 | 632 | | 1,008 | 41 |
| 42 | (80) | Other elements of investment | 0 | 0 | | | 42 |
| 43 | (90) | Construction work in progress | 934,610 | 0 | | | 43 |
| 44 | | GRAND TOTAL | \$45,382,415 | \$92,306 | | \$12,664 | 44 |

1/ See note on page 39.

2/ See note on page 39.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

Cross-checks

Schedule 410

Line 620, column (h) =

Line 620, column (f) =

Line 620, column (g) =

Line 136 thru 138 column (f) =

Line 118 thru 123, and 130 thru 135
column (f) =

Line 231, column (f) =

Line 230, column (f) =

Lines 207, 208, 211, 212, columns (f) =

Lines 226, 227, column (f) =

Lines 311, 312, 315, 316, column (f) =

Line 213, column (f) =

Line 232, column (f) =

Line 317, column (f) =

Lines 202, 203, 216, column (f) (equal
to or greater than, but variance cannot
exceed line 216, column (f))Lines 221, 222, 235, column (f) (equal
to or greater than, but variance cannot
exceed line 235, column (f))Lines 302 thru 307 and 320, column (f) (equal
to or greater than, but variance cannot
exceed line 320, column (f))

Line 507, column (f) =

Line 508, column (f) =

Line 509, column (f) =

Line 510, column (f) =

Line 511, column (f) =

Line 512, column (f) =

Line 513, column (f) =

Line 514, column (f) =

Line 515, column (f) =

Line 516, column (f) =

Line 517, column (f) =

Schedule 450

Line 4, column (b) =

Schedule 210

Line 14, column (b)

Line 14, column (d)

Line 14, column (e)

Schedule 412

Line 29, column (b)

Line 29, column (c)

Schedule 414

Line 19, columns (b) thru (d)

Line 19, columns (e) thru (g)

Schedule 415

Lines 5, 38, column (f)

Lines 24, 39, column (f)

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

And

Schedule 414Minus line 24, columns (b) thru (d) plus
line 24, columns (e) thru (g)**Schedule 415**

Lines 5, 38, columns (c) and (d)

Lines 24, 39, columns (c) and (d)

Lines 32, 35, 36, 37, 40, 41, columns (c) and (d)

Lines 5, 38, column (b)

Lines 24, 39, column (b)

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

Schedule 417

Line 1, column (j)

Line 2, column (j)

Line 3, column (j)

Line 4, column (j)

Line 5, column (j)

Line 6, column (j)

Line 7, column (j)

Line 8, column (j)

Line 9, column (j)

Line 10, column (j)

Line 11, column (j)

Schedule 210

Line 47, column (b)

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

| Line No. | Cross Check | Name of railway operating expense account (a) | Salaries and Wages (b) | Material, tools, supplies, fuels and lubricants (c) | Purchased Services (d) | General (e) | Total Freight Expense (f) | Passenger (g) | Total (h) | Line No. |
|----------|-------------|---|------------------------|---|------------------------|-------------|---------------------------|---------------|-----------|----------|
| | | WAY AND STRUCTURES | | | | | | | | |
| | | ADMINISTRATION | | | | | | | | |
| 1 | | Track | 14,638 | 5,701 | 2,427 | 12,355 | 35,121 | 1,151 | 36,272 | 1 |
| 2 | | Bridge & Building | 2,801 | 969 | 1,121 | 437 | 5,328 | 835 | 6,163 | 2 |
| 3 | | Signal | 8,714 | 2,966 | 961 | 1,624 | 14,265 | 781 | 15,046 | 3 |
| 4 | | Communication | 2,654 | 56 | 769 | 231 | 3,710 | 71 | 3,781 | 4 |
| 5 | | Other | 7,388 | 354 | 3,079 | 668 | 11,489 | 910 | 12,399 | 5 |
| | | REPAIR AND MAINTENANCE | | | | | | | | |
| 6 | | Roadway - Running | 14,849 | 1,863 | 33,156 | 77 | 49,945 | 1,917 | 51,862 | 6 |
| 7 | | Roadway - Switching | 4,774 | 508 | 9,866 | 21 | 15,169 | 0 | 15,169 | 7 |
| 8 | | Tunnels and Subways - Running | 56 | 0 | 1,923 | 0 | 1,979 | 35 | 2,014 | 8 |
| 9 | | Tunnels and Subways - Switching | 19 | 0 | 580 | 0 | 599 | 0 | 599 | 9 |
| 10 | | Bridges - Culverts - Running | 18,236 | 4,529 | 86 | 3,695 | 26,546 | 1,049 | 27,595 | 10 |
| 11 | | Bridges - Culverts - Switching | 5,697 | 1,790 | 26 | 1,196 | 8,709 | 0 | 8,709 | 11 |
| 12 | | Ties - Running | 4,315 | 4,077 | 343 | 1,006 | 9,741 | 667 | 10,408 | 12 |
| 13 | | Ties - Switching | 1,378 | 2,305 | 112 | 403 | 4,198 | 0 | 4,198 | 13 |
| 14 | | Rail & Other Track Material - Running | 94,225 | 25,633 | 6,333 | 7,960 | 134,151 | 4,272 | 138,423 | 14 |
| 15 | | Rail & Other Track Material - Switching | 28,738 | 10,185 | 2,658 | 2,550 | 44,131 | 10 | 44,141 | 15 |
| 16 | | Ballast - Running | 109 | 54 | 54 | 0 | 217 | 79 | 296 | 16 |
| 17 | | Ballast - Switching | 37 | 33 | 16 | 0 | 86 | 0 | 86 | 17 |
| 18 | | Road Property Damaged - Running | 761 | 0 | 632 | 0 | 1,393 | 11 | 1,404 | 18 |
| 19 | | Road Property Damaged - Switching | 220 | 0 | 185 | 0 | 405 | 5 | 410 | 19 |
| 20 | | Road Property Damaged - Other | 65 | 0 | 56 | 7 | 128 | 0 | 128 | 20 |
| 21 | | Signal & Interlockers-Running | 47,254 | 11,317 | 8,503 | 1,817 | 68,891 | 4,556 | 73,447 | 21 |
| 22 | | Signal & Interlockers-Switching | 14,574 | 3,945 | 872 | 591 | 19,982 | 0 | 19,982 | 22 |
| 23 | | Communications Systems | 22,441 | 18,058 | 2,194 | 1,234 | 43,927 | 83 | 44,010 | 23 |
| 24 | | Power Systems | 1,706 | 0 | 0 | 0 | 1,706 | 295 | 2,001 | 24 |
| 25 | | Highway Grade Crossing - Running | 11,257 | 216 | 3,337 | 0 | 14,810 | 908 | 15,718 | 25 |
| 26 | | Highway Grade Crossing - Switching | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 26 |
| 27 | | Station & Office, Buildings | 3,621 | 7,176 | 25,270 | 1 | 36,068 | 2,322 | 38,390 | 27 |
| 28 | | Shop Buildings - Locomotives | 12,012 | 0 | 1,464 | 0 | 13,476 | 163 | 13,639 | 28 |
| 29 | | Shop Buildings - Freight Cars | 133 | 0 | 698 | 0 | 831 | 0 | 831 | 29 |
| 30 | | Shop Buildings - Other Equipment | 0 | 46 | 39 | 0 | 85 | 0 | 85 | 30 |

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

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

| Line No. | Cross Check | Name of railway operating expense account (a) | Salaries and Wages (b) | Material, tools, supplies, fuels and lubricants (c) | Purchased Services (d) | General (e) | Total Freight Expense (f) | Passenger (g) | Total (h) | Line No. |
|----------|-------------|---|------------------------|---|------------------------|-------------|---------------------------|---------------|-----------|----------|
| | | REPAIR AND MAINTENANCE - (Continued) | | | | | | | | |
| 101 | | Locomotive Servicing Facilities | 667 | 533 | 2,557 | 63 | 3,820 | 105 | 3,925 | 101 |
| 102 | | Miscellaneous Buildings & Structures | 2,218 | 211 | 277 | 18 | 2,724 | 969 | 3,693 | 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 | 0 | 0 | 23,906 | 0 | 23,906 | 0 | 23,906 | 106 |
| 107 | | Motor Vehicle Loading & Distribution Facilities | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 107 |
| 108 | | Facilities for Other Specialized Service Operations | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 108 |
| 109 | | Roadway Machines | 13,389 | 1,902 | 2,697 | 1,135 | 19,123 | 1,167 | 20,290 | 109 |
| 110 | | Small Tools and Supplies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 110 |
| 111 | | Snow Removal | 1,339 | 4,952 | 4,457 | 0 | 10,748 | 1,935 | 12,683 | 111 |
| 112 | | Fringe Benefits - Running | N/A | N/A | N/A | 75,506 | 75,506 | 4,574 | 80,080 | 112 |
| 113 | | Fringe Benefits - Switching | N/A | N/A | N/A | 16,882 | 16,882 | 301 | 17,183 | 113 |
| 114 | | Fringe Benefits - Other | N/A | N/A | N/A | 49,129 | 49,129 | 579 | 49,708 | 114 |
| 115 | | Casualties & Insurance - Running | N/A | N/A | N/A | 15,110 | 15,110 | 21 | 15,131 | 115 |
| 116 | | Casualties & Insurance - Switching | N/A | N/A | N/A | 3,920 | 3,920 | 0 | 3,920 | 116 |
| 117 | | Casualties & Insurance - Other | N/A | N/A | N/A | 5,676 | 5,676 | 0 | 5,676 | 117 |
| 118 | | Lease Rentals - Debit - Running | N/A | N/A | 3,142 | N/A | 3,142 | 0 | 3,142 | 118 |
| 119 | | Lease Rentals - Debit - Switching | N/A | N/A | 0 | N/A | 0 | 0 | 0 | 119 |
| 120 | | Lease Rentals - Debit - Other | N/A | N/A | 44,838 | N/A | 44,838 | 364 | 45,202 | 120 |
| 121 | | Lease Rentals - (Credit) - Running | N/A | N/A | 0 | N/A | 0 | 0 | 0 | 121 |
| 122 | | Lease Rentals - (Credit) - Switching | N/A | N/A | 0 | N/A | 0 | 0 | 0 | 122 |
| 123 | | Lease Rentals - (Credit) - Other | N/A | N/A | 0 | N/A | 0 | 0 | 0 | 123 |
| 124 | | Joint Facility Rent - Debit - Running | N/A | N/A | 23,830 | N/A | 23,830 | 0 | 23,830 | 124 |
| 125 | | Joint Facility Rent - Debit - Switching | N/A | N/A | 105 | N/A | 105 | 0 | 105 | 125 |
| 126 | | Joint Facility Rent - Debit - Other | N/A | N/A | 718 | N/A | 718 | 0 | 718 | 126 |
| 127 | | Joint Facility Rent - (Credit) - Running | N/A | N/A | (7,483) | N/A | (7,483) | 0 | (7,483) | 127 |
| 128 | | Joint Facility Rent - (Credit) - Switching | N/A | N/A | (479) | N/A | (479) | 0 | (479) | 128 |
| 129 | | Joint Facility Rent - (Credit) - Other | N/A | N/A | (753) | N/A | (753) | 0 | (753) | 129 |
| 130 | | Other Rents - Debit - Running | N/A | N/A | 6 | N/A | 6 | 0 | 6 | 130 |
| 131 | | Other Rents - Debit - Switching | N/A | N/A | 0 | N/A | 0 | 0 | 0 | 131 |
| 132 | | Other Rents - Debit - Other | N/A | N/A | 11 | N/A | 11 | 0 | 11 | 132 |
| 133 | | Other Rents - (Credit) - Running | N/A | N/A | 0 | N/A | 0 | 0 | 0 | 133 |

410 RAILWAY OPERATING EXPENSES - Continued
(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

| Line No. | Cross Check | Name of railway operating expense account (a) | Salaries and Wages (b) | Material, tools, supplies, fuels and lubricants (c) | Purchased Services (d) | General (e) | Total Freight Expense (f) | Passenger (g) | Total (h) | Line No. |
|----------|-------------|---|------------------------|---|------------------------|-------------|---------------------------|---------------|-----------|----------|
| 134 | | REPAIR AND MAINTENANCE - (Continued) | | | | | | | | 134 |
| | | Other Rents - (Credit) - Switching | N/A | N/A | 0 | N/A | 0 | 0 | 0 | 0 |
| 135 | | Other Rents - (Credit) - Other | N/A | N/A | 0 | N/A | 0 | 0 | 0 | 135 |
| 136 | | Depreciation - Running | N/A | N/A | N/A | 823,732 | 823,732 | 1,877 | 825,609 | 136 |
| 137 | | Depreciation - Switching | N/A | N/A | N/A | 244,271 | 244,271 | 0 | 244,271 | 137 |
| 138 | | Depreciation - Other | N/A | N/A | N/A | 59,935 | 59,935 | 0 | 59,935 | 138 |
| 139 | | Joint Facility - Debit - Running | N/A | N/A | 91,182 | N/A | 91,182 | 138 | 91,320 | 139 |
| 140 | | Joint Facility - Debit - Switching | N/A | N/A | 5,487 | N/A | 5,487 | 0 | 5,487 | 140 |
| 141 | | Joint Facility - Debit - Other | N/A | N/A | 572 | N/A | 572 | 0 | 572 | 141 |
| 142 | | Joint Facility - (Credit) - Running | N/A | N/A | (32,892) | N/A | (32,892) | 0 | (32,892) | 142 |
| 143 | | Joint Facility - (Credit) - Switching | N/A | N/A | (3) | N/A | (3) | 0 | (3) | 143 |
| 144 | | Joint Facility - (Credit) - Other | N/A | N/A | (37) | N/A | (37) | 0 | (37) | 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 | 1 | 0 | 10 | 0 | 11 | 0 | 11 | 148 |
| 149 | | Other - Switching | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 149 |
| 150 | | Other - Other | 1 | 19 | 1 | 251 | 272 | 0 | 272 | 150 |
| 151 | | TOTAL WAY & STRUCTURE | 340,287 | 109,398 | 288,909 | 1,331,501 | 2,050,095 | 32,150 | 2,082,245 | 151 |
| | | EQUIPMENT - LOCOMOTIVES | | | | | | | | |
| 201 | | Administration | 9,462 | 711 | 7,289 | 3,277 | 20,739 | 361 | 21,100 | 201 |
| 202 | | Repair & Maintenance | 172,181 | 300,585 | 187,427 | 5,017 | 665,210 | 4,247 | 669,457 | 202 |
| 203 | | Machinery Repair | 0 | 1,678 | 3,277 | 0 | 4,955 | 0 | 4,955 | 203 |
| 204 | | Equipment Damaged | 194 | 84 | 243 | 6 | 527 | 0 | 527 | 204 |
| 205 | | Fringe Benefits | N/A | N/A | N/A | 71,996 | 71,996 | 1,631 | 73,627 | 205 |
| 206 | | Other Casualties and Insurance | N/A | N/A | N/A | 12,964 | 12,964 | 4 | 12,968 | 206 |
| 207 | | Lease Rentals - Debit | N/A | N/A | 398,469 | N/A | 398,469 | 0 | 398,469 | 207 |
| 208 | | Lease Rentals - (Credit) | N/A | N/A | (773) | N/A | (773) | 0 | (773) | 208 |
| 209 | | Joint Facility Rent - Debit | N/A | N/A | 14 | N/A | 14 | 0 | 14 | 209 |
| 210 | | Joint Facility Rent - (Credit) | N/A | N/A | 0 | N/A | 0 | 0 | 0 | 210 |
| 211 | | Other Rents - Debit | N/A | N/A | 1,185 | N/A | 1,185 | 0 | 1,185 | 211 |
| 212 | | Other Rents - (Credit) | N/A | N/A | (1,164) | N/A | (1,164) | 0 | (1,164) | 212 |
| 213 | | Depreciation | N/A | N/A | N/A | 230,934 | 230,934 | 31 | 230,965 | 213 |
| 214 | | Joint Facility - Debit | N/A | N/A | 303 | N/A | 303 | 0 | 303 | 214 |
| 215 | | Joint Facility - (Credit) | N/A | N/A | 0 | N/A | 0 | 0 | 0 | 215 |
| 216 | | Repairs Billed to Others - (Credit) | N/A | N/A | 0 | N/A | 0 | 0 | 0 | 216 |

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

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

| Line No. | Cross Check | Name of railway operating expense account (a) | Salaries and Wages (b) | Material, tools, supplies, fuels and lubricants (c) | Purchased Services (d) | General (e) | Total Freight Expense (f) | Passenger (g) | Total (h) | Line No. |
|----------|-------------|--|------------------------|---|------------------------|-------------|---------------------------|---------------|-----------|----------|
| 217 | | LOCOMOTIVES - (Continued) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 217 |
| 218 | | Dismantling Retired Property | 2,024 | 0 | 1,192 | 318 | 3,534 | 3 | 3,537 | 218 |
| 219 | | Other | 183,861 | 303,058 | 597,462 | 324,512 | 1,408,893 | 6,277 | 1,415,170 | 219 |
| | | TOTAL LOCOMOTIVES | | | | | | | | |
| | | FREIGHT CARS | | | | | | | | |
| 220 | | Administration | 7,789 | 568 | 2,936 | 469 | 11,762 | N/A | 11,762 | 220 |
| 221 | | Repair & Maintenance | 150,600 | 236,595 | 113,823 | 4,904 | 505,922 | N/A | 505,922 | 221 |
| 222 | | Machinery Repair | 0 | 2,837 | 2,428 | 0 | 5,265 | N/A | 5,265 | 222 |
| 223 | | Equipment Damaged | 0 | 0 | 0 | 0 | 0 | N/A | 0 | 223 |
| 224 | | Fringe Benefits | N/A | N/A | N/A | 62,021 | 62,021 | N/A | 62,021 | 224 |
| 225 | | Other Casualties & Insurance | N/A | N/A | N/A | 43,528 | 43,528 | N/A | 43,528 | 225 |
| 226 | | Lease Rentals - Debit | N/A | N/A | 230,322 | N/A | 230,322 | N/A | 230,322 | 226 |
| 227 | | Lease Rentals - (Credit) | N/A | N/A | (1,883) | N/A | (1,883) | N/A | (1,883) | 227 |
| 228 | | Joint Facility Rent - Debit | N/A | N/A | 0 | N/A | 0 | N/A | 0 | 228 |
| 229 | | Joint Facility Rent - (Credit) | N/A | N/A | 0 | N/A | 0 | N/A | 0 | 229 |
| 230 | | Other Rents - Debit | N/A | N/A | 803,619 | N/A | 803,619 | N/A | 803,619 | 230 |
| 231 | | Other Rents - (Credit) | N/A | N/A | (191,245) | N/A | (191,245) | N/A | (191,245) | 231 |
| 232 | | Depreciation | N/A | N/A | N/A | 84,881 | 84,881 | N/A | 84,881 | 232 |
| 233 | | Joint Facility - Debit | N/A | N/A | 0 | N/A | 0 | N/A | 0 | 233 |
| 234 | | Joint Facility - (Credit) | N/A | N/A | 0 | N/A | 0 | N/A | 0 | 234 |
| 235 | | Repairs Billed Other - (Credit) | N/A | N/A | (211,770) | N/A | (211,770) | N/A | (211,770) | 235 |
| 236 | | Dismantling Retired Property | 0 | 0 | 0 | 0 | 0 | N/A | 0 | 236 |
| 237 | | Others | 0 | 0 | 481 | 0 | 481 | N/A | 481 | 237 |
| 238 | | TOTAL FREIGHT CARS | 158,389 | 240,000 | 748,711 | 195,803 | 1,342,903 | N/A | 1,342,903 | 238 |
| | | OTHER EQUIPMENT | | | | | | | | |
| 301 | | Administration | 0 | 0 | 0 | 0 | 0 | 172 | 172 | 301 |
| | | Repair and Maintenance: | | | | | | | | |
| 302 | | Truck, Trailers & Containers - Revenue Service | 340 | 6,394 | 28,825 | 49 | 35,608 | N/A | 35,608 | 302 |
| 303 | | Floating Equipment - Revenue Services | 0 | 0 | 0 | 0 | 0 | N/A | 0 | 303 |
| 304 | | Passenger & Other Revenue Equipment | 1,330 | 0 | 0 | 0 | 1,330 | 12,903 | 14,233 | 304 |
| 305 | | Computers & Data Process Systems | 0 | 4,232 | 27,888 | 0 | 32,120 | 49 | 32,169 | 305 |
| 306 | | Machinery | 0 | 415 | 191 | 0 | 606 | 0 | 606 | 306 |
| 307 | | Work & Other Nonrevenue Equipment | 787 | 2,289 | 33,932 | 0 | 37,008 | 768 | 37,776 | 307 |
| 308 | | Equipment Damaged | 0 | 0 | 13 | 10 | 23 | 0 | 23 | 308 |
| 309 | | Fringe Benefits | N/A | N/A | N/A | 754 | 754 | 4,467 | 5,221 | 309 |
| 310 | | Other Casualties & Insurance | N/A | N/A | N/A | 200 | 200 | 6 | 206 | 310 |
| 311 | | Lease Rentals - Debit | N/A | N/A | 116,010 | N/A | 116,010 | 1,260 | 117,270 | 311 |
| 312 | | Lease Rentals - (Credit) | N/A | N/A | (886) | N/A | (886) | 0 | (886) | 312 |

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

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

| Line No. | Cross Check | Name of railway operating expense account (a) | Salaries and Wages (b) | Material, tools, supplies, fuels and lubricants (c) | Purchased Services (d) | General (e) | Total Freight Expense (f) | Passenger (g) | Total (h) | Line No. |
|----------|-------------|---|------------------------|---|------------------------|-------------|---------------------------|---------------|-----------|----------|
| | | OTHER EQUIPMENT - (Continued) | | | | | | | | |
| 313 | | Joint Facility Rent - Debit | N/A | N/A | 0 | N/A | 0 | 0 | 0 | 313 |
| 314 | | Joint Facility Rent - (Credit) | N/A | N/A | 0 | N/A | 0 | 0 | 0 | 314 |
| 315 | | Other Rents - Debit | N/A | N/A | 134 | N/A | 134 | 0 | 134 | 315 |
| 316 | | Other Rents - (Credit) | N/A | N/A | 0 | N/A | 0 | 0 | 0 | 316 |
| 317 | | Depreciation | N/A | N/A | 0 | 52,759 | 52,759 | 134 | 52,893 | 317 |
| 318 | | Joint Facility - Debit | N/A | N/A | 5,972 | N/A | 5,972 | 0 | 5,972 | 318 |
| 319 | | Joint Facility - (Credit) | N/A | N/A | 0 | N/A | 0 | 0 | 0 | 319 |
| 320 | | Repairs Billed Other - (Credit) | N/A | N/A | (7,460) | N/A | (7,460) | 0 | (7,460) | 320 |
| 321 | | Dismantling Retired Equipment | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 321 |
| 322 | | Other | 222 | 21 | 2,834 | 1,786 | 4,863 | 0 | 4,863 | 322 |
| 323 | | TOTAL OTHER EQUIPMENT | 2,679 | 13,351 | 207,453 | 55,558 | 279,041 | 19,759 | 298,800 | 323 |
| 324 | | TOTAL EQUIPMENT | 344,929 | 556,409 | 1,553,626 | 575,873 | 3,030,837 | 26,036 | 3,056,873 | 324 |
| | | TRANSPORTATION | | | | | | | | |
| | | TRAIN OPERATIONS | | | | | | | | |
| 401 | | Administration | 40,611 | 4,952 | 12,705 | 3,620 | 61,888 | 3,503 | 65,391 | 401 |
| 402 | | Engine Crews | 732,946 | 1,184 | 6,726 | 128,691 | 869,547 | 6,290 | 875,837 | 402 |
| 403 | | Train Crews | 600,623 | 17 | 55 | 126 | 600,821 | 15,074 | 615,895 | 403 |
| 404 | | Dispatching Trains | 62,001 | 982 | 4,063 | 775 | 67,821 | 510 | 68,331 | 404 |
| 405 | | Operating Signal & Interlockers | 4 | 0 | 3,689 | 0 | 3,693 | 76 | 3,769 | 405 |
| 406 | | Operating Drawbridges | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 406 |
| 407 | | Highway Crossing Protection | 0 | 0 | 1,916 | 0 | 1,916 | 0 | 1,916 | 407 |
| 408 | | Train Inspection & Lubricants | 65,234 | 53,502 | 704 | 5,109 | 124,549 | 67 | 124,616 | 408 |
| 409 | | Locomotive Fuel | 0 | 2,627,384 | 0 | 0 | 2,627,384 | 22,751 | 2,650,135 | 409 |
| 410 | | Electric Power Purchased or Produced for Motive Power | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 410 |
| 411 | | Servicing Locomotives | 73,308 | 5,875 | 4,440 | 22 | 83,645 | 2,279 | 85,924 | 411 |
| 412 | | Freight Lost or Damaged | N/A | N/A | N/A | 0 | 0 | 0 | 0 | 412 |
| 413 | | Clearing Wrecks | 1,790 | 90 | 28,452 | 0 | 30,332 | 0 | 30,332 | 413 |
| 414 | | Fringe Benefits | N/A | N/A | N/A | 583,143 | 583,143 | 8,374 | 591,517 | 414 |
| 415 | | Other Casualties & Insurance | N/A | N/A | N/A | 89,093 | 89,093 | 0 | 89,093 | 415 |
| 416 | | Joint Facility - Debit | N/A | N/A | 82,480 | N/A | 82,480 | 0 | 82,480 | 416 |
| 417 | | Joint Facility - (Credit) | N/A | N/A | (98,542) | N/A | (98,542) | 0 | (98,542) | 417 |
| 418 | | Other | 32,836 | 349 | 156,189 | 7,167 | 196,541 | 18 | 196,559 | 418 |
| 419 | | TOTAL TRAIN OPERATIONS | 1,609,353 | 2,694,335 | 202,877 | 817,746 | 5,324,311 | 58,942 | 5,383,253 | 419 |
| | | YARD OPERATIONS | | | | | | | | |
| 420 | | Administration | 10,754 | 2,071 | 12,655 | 1,350 | 26,830 | 0 | 26,830 | 420 |
| 421 | | Switch Crews | 271,654 | 2,200 | 5,286 | 65,230 | 344,370 | 1,608 | 345,978 | 421 |

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

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

| Line No. | Cross Check | Name of railway operating expense account (a) | Salaries and Wages (b) | Material, tools, supplies, fuels and lubricants (c) | Purchased Services (d) | General (e) | Total Freight Expense (f) | Passenger (g) | Total (h) | Line No. |
|----------|-------------|---|------------------------|---|------------------------|-------------|---------------------------|---------------|-----------|----------|
| 422 | | YARD OPERATIONS - (Continued) | | | | | | | | |
| | | Controlling Operations | 38,289 | 0 | 0 | 0 | 38,289 | 1,177 | 39,466 | 422 |
| 423 | | Yard & Terminal Clerical | 13,707 | 664 | 50 | 154 | 14,575 | 596 | 15,171 | 423 |
| 424 | | Operating Switches, Signals, Retarders & Humps | 137 | 0 | 2,873 | 0 | 3,010 | 131 | 3,141 | 424 |
| 425 | | Locomotive Fuel | 0 | 323,819 | 0 | 0 | 323,819 | 0 | 323,819 | 425 |
| 426 | | Electric Power Purchased or Produced for Motive Power | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 426 |
| 427 | | Servicing Locomotives | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 427 |
| 428 | | Freight Lost or Damaged - Solely Related | N/A | N/A | N/A | 0 | 0 | 0 | 0 | 428 |
| 429 | | Clearing Wrecks | 0 | 0 | 0 | 0 | 0 | 55 | 55 | 429 |
| 430 | | Fringe Benefits | N/A | N/A | N/A | 121,204 | 121,204 | 1,215 | 122,419 | 430 |
| 431 | | Other Casualties & Insurance | N/A | N/A | N/A | 19,794 | 19,794 | 0 | 19,794 | 431 |
| 432 | | Joint Facility - Debit | N/A | N/A | 27,432 | N/A | 27,432 | 0 | 27,432 | 432 |
| 433 | | Joint Facility - (Credit) | N/A | N/A | (1,792) | N/A | (1,792) | 0 | (1,792) | 433 |
| 434 | | Other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 434 |
| 435 | | TOTAL YARD OPERATION | 334,541 | 328,754 | 46,504 | 207,732 | 917,531 | 4,782 | 922,313 | 435 |
| | | TRAIN & YARD OPERATIONS COMMON | | | | | | | | |
| 501 | | Cleaning Car Interiors | 0 | 0 | 3,858 | N/A | 3,858 | 4,584 | 8,442 | 501 |
| 502 | | Adjusting & Transferring Loads | 8 | 0 | 8,685 | N/A | 8,693 | N/A | 8,693 | 502 |
| 503 | | Car Loading Devices & Grain Doors | 9 | 39 | 28,354 | N/A | 28,402 | N/A | 28,402 | 503 |
| 504 | | Freight Loss or Damaged - All Other | N/A | N/A | N/A | 33,907 | 33,907 | 0 | 33,907 | 504 |
| 505 | | Fringe Benefits | N/A | N/A | N/A | 0 | 0 | 0 | 0 | 505 |
| 506 | | TOTAL TRAIN & YARD OPERATIONS COMMON | 17 | 39 | 40,897 | 33,907 | 74,860 | 4,584 | 79,444 | 506 |
| | | SPECIALIZED SERVICE OPERATIONS | | | | | | | | |
| 507 | | Administration | 6,747 | 448 | 1,415 | 222 | 8,832 | N/A | 8,832 | 507 |
| 508 | | Picking & Delivery & Marine Line Haul | 0 | 0 | 23,198 | 0 | 23,198 | N/A | 23,198 | 508 |
| 509 | | Loading & Unloading Local Marine | 20,239 | 625 | 158,934 | 3,118 | 182,916 | N/A | 182,916 | 509 |
| 510 | | Protective Services | 0 | 0 | 9,576 | 0 | 9,576 | N/A | 9,576 | 510 |
| 511 | | Freight Loss or Damaged - Solely Related | N/A | N/A | N/A | 0 | 0 | N/A | 0 | 511 |
| 512 | | Fringe Benefits | N/A | N/A | N/A | 4,503 | 4,503 | N/A | 4,503 | 512 |
| 513 | | Casualties & Insurance | N/A | N/A | N/A | 1,195 | 1,195 | N/A | 1,195 | 513 |
| 514 | | Joint Facility - Debit | N/A | N/A | 0 | N/A | 0 | N/A | 0 | 514 |
| 515 | | Joint Facility - (Credit) | N/A | N/A | 0 | N/A | 0 | N/A | 0 | 515 |
| 516 | | Others | 2,332 | 205 | 62 | 122 | 2,721 | N/A | 2,721 | 516 |
| 517 | | TOTAL SPECIALIZED SERVICES OPERATIONS | 29,318 | 1,278 | 193,185 | 9,160 | 232,941 | N/A | 232,941 | 517 |

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

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

| Line No. | Cross Check | Name of railway operating expense account (a) | Salaries and Wages (b) | Material, tools, supplies, fuels and lubricants (c) | Purchased Services (d) | General (e) | Total Freight Expense (f) | Passenger (g) | Total (h) | Line No |
|----------|-------------|---|------------------------|---|------------------------|-------------|---------------------------|---------------|------------|---------|
| 518 | | ADMINISTRATIVE SUPPORT OPERATIONS | | | | | | | | |
| | | Administration | 163,259 | 9,767 | 18,903 | 62,084 | 254,013 | 1,020 | 255,033 | 518 |
| 519 | | Employees Performing Clerical & Acctg Functions | 40,221 | 4,596 | 2,518 | 665 | 48,000 | 5,962 | 53,962 | 519 |
| 520 | | Communication Systems Operations | 4,505 | 629 | 1,796 | 426 | 7,356 | 502 | 7,858 | 520 |
| 521 | | Loss & Damage Claims Process | 14,122 | 284 | 3,988 | 1,365 | 19,759 | 0 | 19,759 | 521 |
| 522 | | Fringe Benefits | N/A | N/A | N/A | 67,515 | 67,515 | 1,728 | 69,243 | 522 |
| 523 | | Casualties & Insurance | N/A | N/A | N/A | 8,734 | 8,734 | 0 | 8,734 | 523 |
| 524 | | Joint Facility - Debit | N/A | N/A | 209 | N/A | 209 | 0 | 209 | 524 |
| 525 | | Joint Facility - (Credit) | N/A | N/A | 0 | N/A | 0 | 0 | 0 | 525 |
| 526 | | Other | 2,401 | 0 | 348 | 66 | 2,815 | 0 | 2,815 | 526 |
| 527 | | TOTAL ADMINISTRATION SUPPORT OPERATIONS | 224,508 | 15,276 | 27,762 | 140,855 | 408,401 | 9,212 | 417,613 | 527 |
| 528 | | TOTAL TRANSPORTATION | 2,197,737 | 3,039,682 | 511,225 | 1,209,400 | 6,958,044 | 77,520 | 7,035,564 | 528 |
| 601 | | GENERAL & ADMINISTRATIVE | | | | | | | | |
| | | Officers General & Administration | 33,942 | 2,804 | 32,609 | 14,851 | 84,206 | 791 | 84,997 | 601 |
| 602 | | Accounting, Auditing & Finance | 29,889 | 105 | 3,935 | 1,101 | 35,030 | 1,055 | 36,085 | 602 |
| 603 | | Management Services & Data Processing | 41,514 | 321 | 25,902 | 3,641 | 71,378 | 2,439 | 73,817 | 603 |
| 604 | | Marketing | 45,421 | 819 | 51,389 | 7,704 | 105,333 | 0 | 105,333 | 604 |
| 605 | | Sales | 0 | 0 | 1,688 | 0 | 1,688 | 0 | 1,688 | 605 |
| 606 | | Industrial Development | 1,205 | 27 | 2 | 213 | 1,447 | N/A | 1,447 | 606 |
| 607 | | Personnel & Labor Relations | 35,324 | 373 | 7,391 | 17,502 | 60,590 | 1,253 | 61,843 | 607 |
| 608 | | Legal & Secretarial | 15,269 | 167 | 61,346 | 2,310 | 79,092 | 1,569 | 80,661 | 608 |
| 609 | | Public Relations & Advertising | 3,856 | 110 | 4,893 | 10,640 | 19,499 | 283 | 19,782 | 609 |
| 610 | | Research & Development | 0 | 2 | 3 | 0 | 5 | 0 | 5 | 610 |
| 611 | | Fringe Benefits | N/A | N/A | N/A | 123,844 | 123,844 | 1,472 | 125,316 | 611 |
| 612 | | Casualties & Insurance | N/A | N/A | N/A | 54,592 | 54,592 | 8 | 54,600 | 612 |
| 613 | | Writedown of Uncollectible Accounts | N/A | N/A | N/A | (7,442) | (7,442) | 41 | (7,401) | 613 |
| 614 | | Property Taxes | N/A | N/A | N/A | 172,592 | 172,592 | 1,540 | 174,132 | 614 |
| 615 | | Other Taxes | N/A | N/A | N/A | 71,811 | 71,811 | 141 | 71,952 | 615 |
| 616 | | Joint Facility - Debit | N/A | N/A | 4,150 | N/A | 4,150 | 0 | 4,150 | 616 |
| 617 | | Joint Facility - (Credit) | N/A | N/A | (151) | N/A | (151) | 0 | (151) | 617 |
| 618 | | Other | 8,399 | 2,180 | 638 | 9,029 | 20,246 | 424 | 20,670 | 618 |
| 619 | | TOTAL GENERAL & ADMINISTRATIVE | 214,819 | 6,908 | 193,795 | 482,388 | 897,910 | 11,016 | 908,926 | 619 |
| 620 | | TOTAL OPERATING EXPENSE | 3,097,772 | 3,712,397 | 2,527,555 | 3,599,162 | 12,936,886 | 146,722 | 13,083,608 | 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 lease/rental 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 categories 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 to any category listed on lines 1-27.
6. Line 11, Account 16, should not include computer and data processing equipment reported on line 37 of Schedule 415.

| Line No. | Cross Check | Property account | Category (a) | Depreciation (b) | Lease/Rentals (net) (c) | Amortization adjustment during year (d) | Line No. |
|----------|-------------|------------------|-----------------------------------|------------------|-------------------------|---|----------|
| 1 | | 2 | Land for transportation purposes | N/A | | | 1 |
| 2 | | 3 | Grading | 44,131 | | | 2 |
| 3 | | 4 | Other right-of-way expenditures | 2,192 | | | 3 |
| 4 | | 5 | Tunnels and subways | 3,825 | | | 4 |
| 5 | | 6 | Bridges, trestles and culverts | 53,689 | | | 5 |
| 6 | | 7 | Elevated structures | 0 | | | 6 |
| 7 | | 8 | Ties | 260,446 | | | 7 |
| 8 | | 9 | Rail and other track material | 521,975 | | | 8 |
| 9 | | 11 | Ballast | 95,510 | | | 9 |
| 10 | | 13 | Fences, snowsheds and signs | 1,042 | | | 10 |
| 11 | | 16 | Station and office buildings | 16,770 | | | 11 |
| 12 | | 17 | Roadway buildings | 1,176 | | | 12 |
| 13 | | 18 | Water stations | 194 | | | 13 |
| 14 | | 19 | Fuel stations | 4,306 | | | 14 |
| 15 | | 20 | Shops and enginehouses | 5,293 | | | 15 |
| 16 | | 22 | Storage warehouses | 20 | | | 16 |
| 17 | | 23 | Wharves and docks | 722 | | | 17 |
| 18 | | 24 | Coal and ore wharves | 91 | | | 18 |
| 19 | | 25 | TOFC/COFC terminals | 18,152 | | | 19 |
| 20 | | 26 | Communications systems | 11,116 | | | 20 |
| 21 | | 27 | Signals and interlockers | 54,704 | | | 21 |
| 22 | | 29 | Power plants | 0 | | | 22 |
| 23 | | 31 | Power transmission systems | 1,393 | | | 23 |
| 24 | | 35 | Miscellaneous structures | 510 | | | 24 |
| 25 | | 37 | Roadway machines | 11,788 | | | 25 |
| 26 | | 39 | Public improvements; construction | 18,893 | | | 26 |
| 27 | | 45 | Power plant machines | 0 | | | 27 |
| 28 | | | Other lease/rentals | N/A | 47,997 | N/A | 28 |
| 29 | | | TOTAL | 1,127,938 | 47,997 | | 29 |

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

1. Report freight expenses only.
 2. Report in this supporting schedule rental information by car type and other freight-carrying equipment relating to the interchange of railroad-owned or leased equipment and privately-owned equipment. Reporting for leased equipment covers equipment with the carrier's own railroad markings.
 3. The gross amounts receivable and payable for freight-train cars (line 19, columns (b) through (d), and line 19, columns (e) through (g), respectively) should balance with Schedule 410, column (f), lines 231 (credits) and 230 (debits). Trailer and container rentals 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 (e). The balancing of Schedules 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.
- NOTE: Mechanical designations for each car type are shown in Schedule 710.

| Line No. | Cross Check | Type of Equipment (a) | GROSS AMOUNTS RECEIVABLE | | | GROSS AMOUNTS PAYABLE | | | Line No. |
|---|-------------|-------------------------------------|--------------------------|-------------|----------|-----------------------|-------------|----------|----------|
| | | | Per diem basis | | | Per diem basis | | | |
| | | | 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 | 15 | 15 | 105 | 17,507 | 2,424 | 5,433 | 2 |
| 3 | | Box - Equipped | 4,408 | 4,408 | 21,636 | 22,368 | 37,254 | 78,340 | 3 |
| 4 | | Gondola - Plain | 266 | 266 | 796 | 6,607 | 1,497 | 2,742 | 4 |
| 5 | | Gondola - Equipped | 1,824 | 1,824 | 9,365 | 3 | 11,251 | 23,047 | 5 |
| 6 | | Hopper - Covered | 7,129 | 7,129 | 35,715 | 74,193 | 13,455 | 31,285 | 6 |
| 7 | | Hopper - Open Top - General Service | 2,286 | 2,286 | 9,734 | (13) | 119 | 371 | 7 |
| 8 | | Hopper - Open Top - Special Service | 40 | 40 | 956 | (2) | 1,093 | 2,305 | 8 |
| 9 | | Refrigerator - Mechanical | 4,231 | 4,231 | 14,866 | 33 | 44 | 426 | 9 |
| 10 | | Refrigerator - Non-Mechanical | 1,004 | 1,004 | 5,467 | 11 | 1,282 | 1,230 | 10 |
| 11 | | Flat - TOFC/COFC | 1,178 | 1,178 | 5,259 | 133,930 | 19,496 | 54,588 | 11 |
| 12 | | Flat - Multi-Level | 1,514 | 1,514 | 4,615 | 97,884 | 8,260 | 19,449 | 12 |
| 13 | | Flat - General Service | 1 | 1 | 11 | 0 | 115 | 163 | 13 |
| 14 | | Flat - Other | 825 | 825 | 5,475 | 41,712 | 15,571 | 38,992 | 14 |
| 15 | | Tank - Under 22,000 Gallons | 0 | 0 | 0 | 616 | 0 | 0 | 15 |
| 16 | | Tank - 22,000 Gallons and Over | 0 | 0 | 0 | 850 | 0 | 0 | 16 |
| 17 | | All Other Freight Cars | 0 | 0 | 0 | 606 | 111 | 248 | 17 |
| 18 | | Auto Racks | 0 | 0 | 52,524 | 0 | 0 | 36,743 | 18 |
| 19 | | TOTAL FREIGHT TRAIN CARS | 0 | 24,721 | 166,524 | 396,305 | 111,972 | 295,342 | 19 |
| OTHER FREIGHT-CARRYING EQUIPMENT | | | | | | | | | |
| 20 | | Refrigerated Trailers | | | | | | | 20 |
| 21 | | Other Trailers | | | | | | 134 | 21 |
| 22 | | Refrigerated Containers | | | | | | | 22 |
| 23 | | Other Containers | | | | | | | 23 |
| 24 | * | TOTAL TRAILERS AND CONTAINERS | 0 | 0 | 0 | 0 | 0 | 134 | 24 |
| 25 | | GRAND TOTAL (Lines 19 and 24) | 0 | 24,721 | 166,524 | 396,305 | 111,972 | 295,476 | 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, suppliers, 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), plus Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, the sum of lines 302 through 307, inclusive, 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 expense 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 plus 38 compared to Schedule 410, line 213.
- (b) Freight Cars, line 24 plus line 39 compared to Schedule 410, line 232.
- (c) Sum of Highway Equipment (line 32), Floating Equipment (line 35), Passenger and Other Revenue Equipment (line 36), Computer and Data Processing Equipment (line 37), Machinery-Other Equipment (line 40), and Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, line 317

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

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

- (a) Locomotives, line 5 plus 38 compared to Schedule 410, lines 207, 208, 211 and 212.
- (b) Freight Cars, line 24 plus line 39 compared to Schedule 410, line 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 Accounts 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 (a) | Repairs (net expenses) (b) | Depreciation | | Amortization adjustment net during year (e) | Line No. |
| | | | | Owned (c) | Capital lease (d) | | |
| | | LOCOMOTIVES | | | | | |
| 1 | | Diesel Locomotive - Yard | 40,157 | 15,823 | 1,631 | | 1 |
| 2 | | Diesel Locomotive - Road | 625,053 | 127,625 | 81,828 | | 2 |
| 3 | | Other Locomotive - Yard | | | | | 3 |
| 4 | | Other Locomotive - Road | | | | | 4 |
| 5 | * | TOTAL LOCOMOTIVES | 665,210 | 143,448 | 83,459 | | 5 |
| | | FREIGHT TRAIN CARS | | | | | |
| 6 | | Box - Plain-40 foot | 9 | 0 | 0 | | 6 |
| 7 | | Box - Plain-50 foot and Longer | 568 | 4,497 | 0 | | 7 |
| 8 | | Box - Equipped | 43,885 | 9,136 | 0 | | 8 |
| 9 | | Gondola - Plain | 21,645 | 5,852 | 0 | | 9 |
| 10 | | Gondola - Equipped | 37,039 | 3,142 | 0 | | 10 |
| 11 | | Hopper - Covered | 97,433 | 16,773 | 0 | | 11 |
| 12 | | Hopper - Open Top Gen Svc | 61,858 | 8,578 | 2,270 | | 12 |
| 13 | | Hopper - Open Top Spec Svc | 21,357 | 967 | 0 | | 13 |
| 14 | | Refrigerator - Mechanical | 1,657 | 1,741 | 0 | | 14 |
| 15 | | Refrig - Non-mechanical | 2,164 | 3,689 | 0 | | 15 |
| 16 | | Flat - TOFC/COFC | 118 | 23 | 857 | | 16 |
| 17 | | Flat - Multi-level | 0 | 1,709 | 0 | | 17 |
| 18 | | Flat - General Service | 210 | 126 | 0 | | 18 |
| 19 | | Flat - Other | 5,662 | 2,963 | 0 | | 19 |
| 20 | | All Other Freight Cars | 0 | 18 | 0 | | 20 |
| 21 | | Cabooses | 0 | 438 | 0 | | 21 |
| 22 | | Auto Racks | 0 | 19,900 | 0 | | 22 |
| 23 | | Misc Accessories | 547 | 722 | 0 | | 23 |
| 24 | * | TOTAL FREIGHT TRAIN CARS | 294,152 | 80,274 | 3,127 | 0 | 24 |
| | | OTHER EQUIPMENT-REVENUE FREIGHT | | | | | |
| | | HIGHWAY EQUIPMENT | | | | | |
| 25 | | Refrigerated Trailers | | | | | 25 |
| 26 | | Other Trailers | 28,148 | 36 | 0 | | 26 |
| 27 | | Refrigerated Containers | | | | | 27 |
| 28 | | Other Containers | | | | | 28 |
| 29 | | Bogies | | | | | 29 |
| 30 | | Chassis | | | | | 30 |
| 31 | | Other Highway Equip (Freight) | | | | | 31 |
| 32 | * | TOTAL HIGHWAY EQUIPMENT | 28,148 | 36 | 0 | 0 | 32 |
| | | FLOATING EQUIP-REVENUE SERVICE | | | | | |
| 33 | | Marine Line-Haul | | | | | 33 |
| 34 | | Local Marine | | | | | 34 |
| 35 | * | TOTAL FLOATING EQUIPMENT | 0 | 0 | 0 | 0 | 35 |
| | | OTHER EQUIPMENT | | | | | |
| 36 | * | Pass and Other Revenue Equip (Freight Portion) | 1,330 | 0 | | | 36 |
| 37 | * | Comp Sys & Word Proc. Equip. | 32,120 | 50,152 | 1,783 | | 37 |
| 38 | * | Machinery - Locomotives (1) | 4,955 | 4,027 | | | 38 |
| 39 | * | Machinery - Freight Cars (2) | 5,265 | 1,480 | | | 39 |
| 40 | * | Machinery - Other Equipment (3) | 606 | 99 | | | 40 |
| 41 | * | Work and Non-revenue Equip | 37,008 | 689 | 0 | | 41 |
| 42 | | TOTAL OTHER EQUIPMENT | 81,284 | 56,447 | 1,783 | 0 | 42 |
| 43 | | TOTAL ALL EQUIPMENT (Freight Portion) | 1,068,794 | 280,205 | 88,369 | 0 | 43 |

(1) Data reported on line 38, column (b) is the amount reported in Schedule 410, column (f), line 203.

(2) Data reported on line 39, column (b) is the amount reported in Schedule 410, column (f), line 222.

(3) Data reported on line 40, column (b) is the amount reported in Schedule 410, column (f), line 306

415 SUPPORTING SCHEDULE -- EQUIPMENT - Concluded
(Dollars in Thousands)

| Line No. | Cross Check | Lease and rentals (net) (f) | Investment base as of 12/31 | | Accumulated depreciation as of 12/31 | | Line No. |
|----------|-------------|-----------------------------|-----------------------------|-----------------------|--------------------------------------|-----------------------|----------|
| | | | Owned (g) | Capitalized lease (h) | Owned (i) | Capitalized lease (j) | |
| 1 | | 0 | 203,800 | 82,152 | 57,651 | 1,631 | 1 |
| 2 | | 397,717 | 2,910,300 | 1,895,868 | 1,281,645 | 841,915 | 2 |
| 3 | | | | | | | 3 |
| 4 | | | | | | | 4 |
| 5 | * | 397,717 | 3,114,100 | 1,978,020 | 1,339,296 | 843,546 | 5 |
| 6 | | 0 | 0 | 0 | 0 | 0 | 6 |
| 7 | | 26 | 76,596 | 0 | 35,897 | 0 | 7 |
| 8 | | 21,422 | 191,031 | 0 | 90,270 | 0 | 8 |
| 9 | | 19,728 | 162,553 | 0 | 100,649 | 0 | 9 |
| 10 | | 12,086 | 70,862 | 0 | 17,673 | 0 | 10 |
| 11 | | 111,761 | 426,019 | 0 | 179,713 | 0 | 11 |
| 12 | | 14,055 | 252,197 | 51,557 | 164,644 | 29,128 | 12 |
| 13 | | 12,967 | 28,489 | 0 | 10,671 | 0 | 13 |
| 14 | | 23,416 | 39,601 | 0 | 19,583 | 0 | 14 |
| 15 | | 3,994 | 55,336 | 0 | 7,709 | 0 | 15 |
| 16 | | 1,984 | 388 | 15,861 | 133 | 11,991 | 16 |
| 17 | | 0 | 34,604 | 0 | 20,943 | 0 | 17 |
| 18 | | 5 | 3,855 | 0 | 1,867 | 0 | 18 |
| 19 | | 5,947 | 92,557 | 0 | 41,144 | 0 | 19 |
| 20 | | 1,048 | 530 | 0 | 392 | 0 | 20 |
| 21 | | 0 | 6,960 | 0 | 3,504 | 0 | 21 |
| 22 | | 0 | 530,798 | 0 | 291,651 | 0 | 22 |
| 23 | | 0 | 15,951 | 0 | 1,806 | 0 | 23 |
| 24 | * | 228,439 | 1,988,327 | 67,418 | 988,249 | 41,119 | 24 |
| 25 | | | | | | | 25 |
| 26 | | 67,113 | 539 | | 233 | 0 | 26 |
| 27 | | | | | | | 27 |
| 28 | | | | | | | 28 |
| 29 | | | | | | | 29 |
| 30 | | | | | | | 30 |
| 31 | | | | | | | 31 |
| 32 | * | 67,113 | 539 | 0 | 233 | 0 | 32 |
| 33 | | | | | | | 33 |
| 34 | | | | | | | 34 |
| 35 | * | 0 | 0 | 0 | 0 | 0 | 35 |
| 36 | * | | 0 | | 0 | | 36 |
| 37 | * | 4,772 | 391,409 | 7,758 | 161,046 | 2,282 | 37 |
| 38 | * | | 121,988 | | 35,468 | | 38 |
| 39 | * | | 49,248 | | 16,726 | | 39 |
| 40 | * | | 4,203 | | 862 | | 40 |
| 41 | * | 43,239 | 155,891 | 0 | 26,559 | 0 | 41 |
| 42 | | 48,011 | 722,739 | 7,758 | 240,661 | 2,282 | 42 |
| 43 | | 741,280 | 5,825,705 | 2,053,196 | 2,568,439 | 886,947 | 43 |

- (1) Data reported on lines 38, 39, and 40 in columns (g) and (h) are investment recorded in property account 44, allocated to locomotives, freight cars, and other equipment.
- (2) Depreciation reported on lines 38, 39, and 40 in column (c) is calculated by multiplying the investment in each element by the effective composite rate for the 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)

| Line No | Density Category (Class) (a) | Account No. (b) | Owned and Used | | | Improvements to Leased Property | | | Capitalized leases | | | TOTAL | | |
|---------|------------------------------|-----------------|---------------------|------------------------------|------------------|---------------------------------|------------------------------|------------------|---------------------|-------------------------------|------------------------------|---------------------|---|----|
| | | | Investment Base (c) | Accumulated Depreciation (d) | Depr. rate % (e) | Investment Base (f) | Accumulated Depreciation (g) | Depr. rate % (h) | Investment Base (i) | Current Year Amortization (j) | Accumulated Amortization (k) | Investment Base (l) | Accumulated Depreciation & Amortization (m) | |
| 1 | I | 3 | 1,516,713 | 210,010 | 1.14 | | | | | | | 1,516,713 | 210,010 | 1 |
| 2 | | 8 | 3,868,432 | 1,093,899 | 4.16 | | | | | | | 3,868,432 | 1,093,899 | 2 |
| 3 | | 9 | 5,786,351 | 2,892,939 | 6.40 | | | | | | | 5,786,351 | 2,892,939 | 3 |
| 4 | | 11 | 2,199,565 | 445,076 | 2.94 | | | | | | | 2,199,565 | 445,076 | 4 |
| 5 | SUB-TOTAL | | 13,371,061 | 4,641,924 | | | | | 0 | 0 | 0 | 13,371,061 | 4,641,924 | 5 |
| 6 | II | 3 | 453,305 | 37,223 | 1.14 | | | | | | | 453,305 | 37,223 | 6 |
| 7 | | 8 | 1,185,856 | 443,676 | 4.35 | | | | | | | 1,185,856 | 443,676 | 7 |
| 8 | | 9 | 1,729,385 | 512,754 | 2.09 | | | | | | | 1,729,385 | 512,754 | 8 |
| 9 | | 11 | 579,873 | 137,634 | 2.94 | | | | | | | 579,873 | 137,634 | 9 |
| 10 | SUB-TOTAL | | 3,948,419 | 1,131,287 | | | | | 0 | 0 | 0 | 3,948,419 | 1,131,287 | 10 |
| 11 | III | 3 | 4,683 | N/A | N/A | | | | | | | 4,683 | N/A | 11 |
| 12 | | 8 | 10,884 | N/A | N/A | | | | | | | 10,884 | N/A | 12 |
| 13 | | 9 | 17,867 | N/A | N/A | | | | | | | 17,867 | N/A | 13 |
| 14 | | 11 | 6,005 | N/A | N/A | | | | | | | 6,005 | N/A | 14 |
| 15 | SUB-TOTAL | | 39,439 | N/A | N/A | | | | | | | 39,439 | N/A | 15 |
| 16 | IV | 3 | 784,958 | 54,948 | 1.14 | | | | | | | 784,958 | 54,948 | 16 |
| 17 | | 8 | 1,234,336 | 431,456 | 4.33 | | | | | | | 1,234,336 | 431,456 | 17 |
| 18 | | 9 | 2,994,661 | 756,914 | 3.69 | | | | | | | 2,994,661 | 756,914 | 18 |
| 19 | | 11 | 555,088 | 119,737 | 2.94 | | | | | | | 555,088 | 119,737 | 19 |
| 20 | SUB-TOTAL | | 5,569,043 | 1,363,055 | | | | | 0 | 0 | 0 | 5,569,043 | 1,363,055 | 20 |
| 21 | V | 3 | 24,562 | 4,564 | 1.14 | | | | | | | 24,562 | 4,564 | 21 |
| 22 | | 8 | 54,471 | 30,529 | 4.37 | | | | | | | 54,471 | 30,529 | 22 |
| 23 | | 9 | 93,706 | 62,874 | 3.69 | | | | | | | 93,706 | 62,874 | 23 |
| 24 | | 11 | 28,452 | 8,705 | 2.94 | | | | | | | 28,452 | 8,705 | 24 |
| 25 | SUB-TOTAL | | 201,191 | 106,672 | | | | | | | | 201,191 | 106,672 | 25 |
| 26 | GRAND TOTAL | N/A | 23,129,153 | 7,242,938 | N/A | | | | 0 | 0 | 0 | 23,129,153 | 7,242,938 | 26 |

Notes:

- (1) Columns (c) + (f) + (i) = Column (l)
- (2) Columns (d) + (g) + (k) = Column (m)
- (3) 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 it is 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 (f) 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, and 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) (l) | Line No. |
|----------|-------------|--|------------------------|------------------------|--------------------------|-------------------------|---------------------------|---|--|----------------------------|-------------------------|----------|
| 1 | * | Administration | 8,832 | | | | | 0 | 0 | | 8,832 | 1 |
| 2 | * | Pick up and delivery, marine line haul | 21,023 | | | | | 2,175 | N/A | | 23,198 | 2 |
| 3 | * | Loading and unloading and local marine | 155,594 | | | | | 27,322 | N/A | | 182,916 | 3 |
| 4 | * | Protective services, total debit and credits | 0 | | | | | 9,576 | 0 | | 9,576 | 4 |
| 5 | * | Freight lost or damaged-solely related | 0 | | | | | 0 | 0 | | 0 | 5 |
| 6 | * | Fringe benefits | 4,503 | | | | | 0 | 0 | | 4,503 | 6 |
| 7 | * | Casualty and insurance | 1,017 | | | | | 178 | 0 | | 1,195 | 7 |
| 8 | * | Joint facility - Debit | 0 | | | | | 0 | 0 | | 0 | 8 |
| 9 | * | Joint facility - Credit | 0 | | | | | 0 | 0 | | 0 | 9 |
| 10 | * | Other | 2,721 | | | | | 0 | 0 | | 2,721 | 10 |
| 11 | * | TOTAL | 193,690 | | | | | 39,251 | 0 | | 232,941 | 11 |

418. SUPPORTING SCHEDULE - CAPITAL LEASES
(Dollars in thousands)

Instructions:

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

COLUMN

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

| Primary Account No. and Title (a) | Total Investment At End of Year (b) | Capital Leases | | |
|--|---|-------------------------------------|-------------------------------------|------------------------------------|
| | | Investment At End of Year (c) | Current Year Amortization (d) | Accumulated Amortization (e) |
| 02 Land for Transportation Purposes | 4,627,137 | 8,793 | - | - |
| 52 Locomotives | 5,092,120 | 1,978,020 | 83,459 | 843,546 |
| 53 Freight-Train Cars | 2,055,745 | 67,418 | 3,127 | 41,119 |
| 59 Computer Systems and Word Processing Equipment | 399,167 | 7,758 | 1,783 | 2,282 |
| | | | | |
| | | | | |
| TOTAL | 12,174,169 | 2,061,989 | 88,369 | 886,947 |

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 | 312,613 | 1 |
| | | U.S. Government Taxes | | |
| | | Income Taxes: | | |
| 2 | | Normal Tax and Surtax | 751,638 | 2 |
| 3 | | Excess Profits | 0 | 3 |
| 4 | * | Total - Income Taxes L 2 + 3 | 751,638 | 4 |
| 5 | | Railroad Retirement | 616,753 | 5 |
| 6 | | Hospital Insurance | 54,664 | 6 |
| 7 | | Supplemental Annuities | 0 | 7 |
| 8 | | Unemployment Insurance | 17,384 | 8 |
| 9 | | All Other United States Taxes | 2,432 | 9 |
| 10 | | Total - U.S. Government Taxes | 1,442,871 | 10 |
| 11 | | Total - Railway Taxes | 1,755,484 | 11 |

B. Adjustments to Federal Income Taxes

- 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)."
- 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).
- Indicate in column (c) the net changes in Accounts 714, 744, 762 and 786 for the net tax effect of timing differences originating and reversing in the current accounting period.
- Indicate in column (d) any adjustments, as appropriate, including adjustments to eliminate or reinstate deferred tax effects (credits or debits) due to applying or recognizing a loss carry-forward or a loss carry-back
- 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.
- Indicate in column (e) the cumulative total of columns (b), (c), and (d) The total of column (e) must agree with the total of Accounts 714, 744, 762 and 786.

| Line No. | Particulars (a) | Beginning of year balance (b) | Net credits (charges) for current year (c) | Adjustments (d) | End of year balance (e) | Line No |
|----------|---|-------------------------------|--|-----------------|-------------------------|---------|
| 1 | Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc. 62-21. | | | | | 1 |
| 2 | Accelerated amortization of facilities, Sec. 168 I.R.C. | | | | | 2 |
| 3 | Accelerated amortization of rolling stock, Sec. 184 I.R.C. | | | | | 3 |
| 4 | Amortization of rights of way, Sec. 185 I.R.C. | | | | | 4 |
| 5 | Other (Specify) | | | | | 5 |
| 6 | Property | 9,102,149 | 198,609 | (117,589) | 9,183,169 | 6 |
| 7 | Deferred State Income Taxes - Net | 559,816 | 63,178 | 3,969 | 626,963 | 7 |
| 8 | Current Liabilities | (154,634) | 13,298 | | (141,336) | 8 |
| 9 | Long-Term Liabilities | (69,772) | 21,640 | | (48,132) | 9 |
| 10 | Retirement Benefits | (363,748) | (949) | 46,894 | (317,803) | 10 |
| 11 | Other Items | (43,745) | 9,022 | (14,852) | (49,575) | 11 |
| 12 | | | | | | 12 |
| 13 | | | | | | 13 |
| 14 | | | | | | 14 |
| 15 | | | | | | 15 |
| 16 | | | | | | 16 |
| 17 | | | | | | 17 |
| 18 | Investment tax credit* | | | | 0 | 18 |
| 19 | TOTALS | 9,030,066 | 304,798 | (81,578) | 9,253,286 | 19 |

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

* Footnotes:

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

460. ITEMS IN SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS FOR THE YEAR
(Dollars in Thousands)

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

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

| Line No. | Account No. (a) | Item (b) | Debits (c) | Credits (d) | Line No. |
|----------|-----------------|--|------------|-------------|----------|
| 1 | | | | | 1 |
| 2 | 603 | Appropriations Released: | | | 2 |
| 3 | | - General Mortgage Bond | | 688 | 3 |
| 4 | | - Income Debenture (CE&I) | | 123 | 4 |
| 5 | | TOTAL | | 811 | 5 |
| 6 | | | | | 6 |
| 7 | | | | | 7 |
| 8 | 616 | Other Debits | | | 8 |
| 9 | | -Other Comprehensive Income and Other Debits Related to Equity Companies | 4,161 | | 9 |
| 10 | | -Adoption of FASB Interpretation No. 48, <i>Accounting for Uncertainty in Income</i> | | | 10 |
| 11 | | <i>Taxes, an Interpretation of FASB Statement No. 109 (FIN 48)</i> | 30,690 | | 11 |
| 12 | | TOTAL | 34,851 | | 12 |
| 13 | | | | | 13 |
| 14 | | | | | 14 |
| 15 | 620 | Appropriations Established: | | | 15 |
| 16 | | - General Mortgage Bond | 688 | | 16 |
| 17 | | - Income Debenture (CE&I) | 123 | | 17 |
| 18 | | TOTAL | 811 | | 18 |
| 19 | | | | | 19 |
| 20 | | | | | 20 |
| 21 | | | | | 21 |
| 22 | | | | | 22 |
| 23 | | | | | 23 |
| 24 | | | | | 24 |
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MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

501. GUARANTEES AND SURETYSHIPS
(Dollars in Thousands)

1. If the respondent was under obligation as guarantor or surety for the performance by any other corporation or other association of any agreement or obligation, show the particulars of each contract of guaranty or suretyship in effect at the close of the year or entered into and expired during the year. This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 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 primary liable (a) | Description (b) | Amount of contingent liability (c) | Sole or joint contingent liability (d) | Line No. |
|----------|---|---|------------------------------------|--|----------|
| 1 | Terminal RR Association of St. Louis | | | | 1 |
| 2 | Union Pacific Railroad Company | Sinking Fund & Int. on RFT & Mtge | 3,339 | Joint | 2 |
| 3 | Burlington Northern Santa Fe Railway Co. | Bonds Series C due 7-1-2019 | | | 3 |
| 4 | CSX Transportation, Inc. | (FD 14553) | | | 4 |
| 5 | Canadian National | | | | 5 |
| 6 | Norfolk Southern Railway Co. | | | | 6 |
| 7 | | | | | 7 |
| 8 | | | | | 8 |
| 9 | Union Pacific Railroad Company | Residual Value-aircraft lease | 14,000 | Sole | 9 |
| 10 | | | | | 10 |
| 11 | | | | | 11 |
| 12 | Southern Pacific Rail Corporation | Residual Value-aircraft lease | 11,826 | Sole | 12 |
| 13 | | | | | 13 |
| 14 | | | | | 14 |
| 15 | | | | | 15 |
| 16 | Kansas City Terminal Flyover | | | | 16 |
| 17 | Union Pacific Railroad Company | 6.8884% Railway Bridge System Bond | 55,770 | Joint | 17 |
| 18 | Burlington Northern Santa Fe Railway Co. | | | | 18 |
| 19 | | | | | 19 |
| 20 | | | | | 20 |
| 21 | Union Pacific Railroad Company | Japanese Leverage Lease Yen Deposit | 99,105 | Sole | 21 |
| 22 | | | | | 22 |
| 23 | | | | | 23 |
| 24 | Union Pacific Railroad Company | Headquarters Building - Synthetic Lease | 206,000 | Sole | 24 |
| 25 | | | | | 25 |
| 26 | | | | | 26 |
| 27 | Union Pacific Railroad Company | Kansas and Missouri Highline Project | 50,225 | Sole | 27 |
| 28 | | | | | 28 |
| 29 | | | | | 29 |
| 30 | Union Pacific Railroad Company | Brandt Truck | 3,221 | Sole | 30 |
| 31 | | | | | 31 |
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| 35 | | | | | 35 |
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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 the 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 obligations (a) | Name of all guarantors and sureties (b) | Amount contingent liability of guarantors (c) | Sole or joint contingent liability (d) | Line No. |
|----------|---|---|---|--|----------|
| 1 | | | | | 1 |
| 2 | | | | | 2 |
| 3 | | | | | 3 |
| 4 | | | | | 4 |
| 5 | | | | | 5 |
| 6 | | | | | 6 |
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| 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 arrangements. Footnote disclosure is required even though the arrangements is not reduced to writing.

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

The Company has outstanding letters of credit in the amount of \$ 7.2 million with various banks under which no borrowings were outstanding at December 31, 2007.

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 embedded rate of debt capital.

I. Debt Outstanding at End of Year:

| Line No. | Account No. (a) | Title (b) | Source (c) | Balance at Close of Year (d) | Line No. |
|----------|--------------------|---|---|------------------------------------|----------|
| 1 | 751 | Loans and Notes Payable | Sch. 200, L. 30 | 0 | 1 |
| 2 | 764 | Equip. Obligations and Other Debt due within one year | Sch. 200, L. 39 | 142,599 | 2 |
| 3 | 765/767 | Funded Debt Unmatured | Sch. 200, L. 41 | 256,017 | 3 |
| 4 | 766 | Equipment Obligations | Sch. 200, L. 42 | 202,018 | 4 |
| 5 | 766.5 | Capitalized Lease Obligations | Sch. 200, L. 43 | 1,124,072 | 5 |
| 6 | 768 | Debt in Default | Sch. 200, L. 44 | 0 | 6 |
| 7 | 769 | Accounts Payable: Affiliated Companies | Sch. 200, L. 45 | 4,417,495 | 7 |
| 8 | 770.1/770.2 | Unamortized Debt Premium | Sch. 200, L. 46 | (76,150) | 8 |
| 9 | | Total Debt | Sum L. 1-8 | 6,066,051 | 9 |
| 10 | | Debt Directly Related to Road Property | Note 1 | 78,371 | 10 |
| 11 | | Debt Directly Related to Equipment | Note 1 | 1,510,707 | 11 |
| 12 | | Total Debt Directly Related to Road & Equipment | Sum L. 10 and L. 11 | 1,589,078 | 12 |
| 13 | | Percent Directly Related to Road | L. 10 divided by L. 12 Whole % plus 2 decimals | 4.93% | 13 |
| 14 | | Percent Directly Related to Equipment | L. 11 divided by L. 12 Whole % plus 2 decimals | 95.07% | 14 |
| 15 | | Debt Not Directly Related to Road or Equipment | L. 9 minus L. 12 | 4,476,973 | 15 |
| 16 | | Road Property Debt (Note 2) | (L. 13 x L. 15) plus L. 10 | 299,086 | 16 |
| 17 | | Equipment Debt (Note 2) | (L. 14 x L. 15) plus L. 11 | 5,766,965 | 17 |

II. Interest Accrued During the Year:

| Line No. | Account No. (a) | Title (b) | Source (c) | Balance at Close of Year (d) | Line No. |
|----------|--------------------|--|-----------------------------|------------------------------------|----------|
| 18 | 546-548 | Total Interest and Amortization (Fixed Charges) | Sch. 210, L. 42 | 443,509 | 18 |
| 19 | 546 | Contingent Interest on Funded Debt | Sch. 210, L. 44 | 7,594 | 19 |
| 20 | 517 | Release of Premium on Funded Debt | Sch. 210, L. 22 | 4,497 | 20 |
| 21 | | Total Interest (Note 3) | (L. 18 + L. 19) minus L. 20 | 446,606 | 21 |
| 22 | | Interest Directly Related to Road Property Debt | Note 4 | 3,417 | 22 |
| 23 | | Interest Directly Related to Equipment Debt | Note 4 | 105,139 | 23 |
| 24 | | Interest Not Directly Related to Road or Equipment Property Debt | L. 21 minus (L. 22 + L. 23) | 338,050 | 24 |
| 25 | | Interest on Road Property Debt (Note 5) | L. 22 plus (L. 24 x L. 13) | 20,083 | 25 |
| 26 | | Interest on Equipment Debt (Note 5) | L. 23 plus (L. 24 x L. 14) | 426,523 | 26 |
| 27 | | Embedded Rate of Debt Capital - Road Property | L. 25 divided by L. 16 | 6.71% | 27 |
| 28 | | Embedded Rate of Debt Capital - Equipment | L. 26 divided by L. 17 | 7.40% | 28 |

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

The respondent may be required to furnish as an attachment to Schedule 512 a balance sheet and income statement for each affiliate with which respondent carrier had reportable transactions during the year, or alternatively, attach a "Pro forma" balance sheet and income statement for that portion or entity of each affiliate which furnished the agreed to services, equipment, or other reportable transaction. The statements, if required, should be prepared on a calendar year basis in conformity with the prescribed schedules for the balance sheet and income statement in 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 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 transaction 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).

512. Transactions Between Respondent and Companies or Persons Affiliated with Respondent for Services Received or Provided
(Dollars in Thousands)

| Line No. | Name of company or related party with percent of gross income (a) | % | Nature of relationship (b) | Description of transactions (c) | Dollar amounts of transactions (d) | Amount due from or to related parties (e) | Line No. |
|----------|---|---|----------------------------|---------------------------------|------------------------------------|---|----------|
| 1 | Union Pacific Corporation | | Controlled | Various (see below) | 460,000 | 4,417,000 (P) | 1 |
| 2 | Wasatch Insurance Ltd. | | Common | Insurance | 33,164 | | 2 |
| 3 | Transcontinental Surety | | | | | | 3 |
| 4 | of Vermont | | Common | Insurance | 19,445 | | 4 |
| 5 | | | | | | | 5 |
| 6 | | | | | | | 6 |
| 7 | | | | | | | 7 |
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| 9 | | | | | | | 9 |
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| 23 | | | | | | | 23 |
| 24 | | | | | | | 24 |
| 25 | | | | | | | 25 |

| | |
|-------------------|------------------|
| Balance 12-31-06 | 4,877,000 |
| Interest Expense | 334,000 |
| Dividends | 400,000 |
| Financing & Other | (1,194,000) |
| Balance 12-31-07 | <u>4,417,000</u> |

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 the respondent.
- (4) Line operated under contract or agreement for contingent rent, owner being (A) an affiliated corporation, or (B) independent or not affiliated with 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 and 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 preceding classification In column (b) give the various proportions of each class owned or leased by respondent, listing each proportion once in any grouping Canadian mileage should be segregated and identified on separate lines in the various groupings For each listing, in column (d) give its entire length (the distances between termini 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. Yards 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 rest in a corporation controlled by or controlling the respondent, but in the case of any such inclusion, the facts of the relation 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 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, all main tracks, industrial tracks and sidings owned by noncarrier companies and individuals when the respondent operates over them, but does not have exclusive possession of them.

Road held by 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 of 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 (a) | Proportion owned or leased by Respondent (b) | Running tracks, passing tracks, cross-overs, etc. | | | | Miles of way switching tracks (g) | Miles of yard switching tracks (h) | Total (i) | Line No. |
|----------|-----------|--|---|--------------------------------|------------------------------------|---|-----------------------------------|------------------------------------|-----------|----------|
| | | | Miles of road (c) | Miles of second main track (d) | Miles of all other main tracks (e) | Miles of passing tracks cross-overs, and turnouts (f) | | | | |
| 1 | 1 | 100% | 25,764 | 4,065 | 351 | 2,877 | 2,386 | 6,099 | 41,542 | 1 |
| 2 | | | | | | | | | | 2 |
| 3 | 1J | 12.5% | - | - | - | - | - | - | - | 3 |
| 4 | 1J | 23.0% | - | - | - | - | - | - | - | 4 |
| 5 | 1J | 25.0% | - | - | - | - | 3 | 32 | 35 | 5 |
| 6 | 1J | 33.3% | 7 | 2 | 1 | - | 10 | 9 | 29 | 6 |
| 7 | 1J | 37.5% | - | - | - | - | - | - | - | 7 |
| 8 | 1J | 40.0% | - | - | - | - | - | - | - | 8 |
| 9 | 1J | 44.0% | - | - | - | - | - | - | - | 9 |
| 10 | 1J | 50.0% | 583 | 222 | 123 | 60 | 40 | 168 | 1,196 | 10 |
| 11 | 1J | 62.5% | - | - | - | - | - | - | - | 11 |
| 12 | 1J | 66.7% | - | - | - | - | - | - | - | 12 |
| 13 | | Total 1J | 590 | 224 | 124 | 60 | 53 | 209 | 1,260 | 13 |
| 14 | | | | | | | | | | 14 |
| 15 | | Total 1 and 1J | 26,354 | 4,289 | 475 | 2,937 | 2,439 | 6,308 | 42,802 | 15 |
| 16 | | | | | | | | | | 16 |
| 17 | 2 | A&S | 17 | 9 | - | 2 | - | 89 | 117 | 17 |
| 18 | 2 | OUR&D | 2 | - | - | - | - | 4 | 6 | 18 |
| 19 | | Total 2 | 19 | 9 | - | 2 | - | 93 | 123 | 19 |
| 20 | | | | | | | | | | 20 |
| 21 | 3A | | - | - | - | - | - | - | - | 21 |
| 22 | 3B | | 314 | - | - | 16 | 16 | 48 | 394 | 22 |
| 23 | | Total 3 | 314 | - | - | 16 | 13 | 48 | 391 | 23 |
| 24 | | | | | | | | | | 24 |
| 25 | | | | | | | | | | 25 |
| 26 | | | | | | | | | | 26 |
| 27 | 4B | | - | - | - | - | - | - | - | 27 |
| 28 | | Total 4 | - | - | - | - | - | - | - | 28 |
| 29 | | | | | | | | | | 29 |
| 30 | | | | | | | | | | 30 |
| 31 | | | | | | | | | | 31 |
| 32 | 5 | | 5,518 | 1,503 | 127 | 67 | 183 | 186 | 7,584 | 32 |
| 33 | 5J | | - | - | - | - | - | - | - | 33 |
| 34 | | Total 5 | 5,518 | 1,503 | 127 | 67 | 183 | 186 | 7,584 | 34 |
| 35 | | | | | | | | | | 35 |
| 36 | | | | | | | | | | 36 |
| 37 | | | | | | | | | | 37 |
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| 50 | | | | | | | | | | 50 |
| 51 | | | | | | | | | | 51 |
| 52 | | | | | | | | | | 52 |
| 53 | | | | | | | | | | 53 |
| 54 | | | | | | | | | | 54 |
| 55 | | | | | | | | | | 55 |
| 56 | | | | | | | | | | 56 |
| 57 | | TOTAL | 32,205 | 5,801 | 602 | 3,022 | 2,635 | 6,635 | 50,900 | 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 may be appropriate. Mileage which has been permanently abandoned should not be included in column (h).

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

| Line No. | Cross Check | State or Territory (a) | Line owned (b) | Line of proprietary companies (c) | Line operated under lease (d) | Line operated under contract, etc. (e) | Line operated under trackage rights (f) | Total mileage operated (g) | Line owned, not operated by respondent (h) | New line constructed during year (i) | Line No. |
|----------|-------------|------------------------------|----------------|-----------------------------------|-------------------------------|--|---|----------------------------|--|--------------------------------------|----------|
| 1 | | Arizona | 686 | - | - | - | - | 686 | 51 | - | 1 |
| 2 | | Arkansas | 1,321 | - | 6 | - | 5 | 1,332 | 149 | - | 2 |
| 3 | | California | 2,791 | - | - | - | 521 | 3,312 | 722 | - | 3 |
| 4 | | Colorado | 1,174 | - | - | - | 349 | 1,523 | 184 | - | 4 |
| 5 | | Idaho | 845 | - | - | - | 4 | 849 | 42 | - | 5 |
| 6 | | Illinois | 1,575 | 19 | 2 | - | 641 | 2,237 | 10 | - | 6 |
| 7 | | Indiana | - | - | - | - | 4 | 4 | - | - | 7 |
| 8 | | Iowa | 1,344 | - | - | - | 95 | 1,439 | 6 | - | 8 |
| 9 | | Kansas | 1,566 | - | - | - | 642 | 2,208 | 355 | - | 9 |
| 10 | | Kentucky | - | - | - | - | 12 | 12 | 0 | - | 10 |
| 11 | | Louisiana | 1,083 | - | - | - | 58 | 1,141 | 22 | - | 11 |
| 12 | | Minnesota | 441 | - | - | - | 224 | 665 | 16 | - | 12 |
| 13 | | Missouri | 1,016 | - | 0 | - | 512 | 1,528 | 338 | - | 13 |
| 14 | | Montana | 125 | - | - | - | - | 125 | 52 | - | 14 |
| 15 | | Nebraska | 980 | - | - | - | 91 | 1,071 | 254 | - | 15 |
| 16 | | Nevada | 1,194 | - | - | - | - | 1,194 | - | - | 16 |
| 17 | | New Mexico | 580 | - | - | - | 83 | 643 | - | - | 17 |
| 18 | | Oklahoma | 516 | - | 306 | - | 353 | 1,175 | 19 | - | 18 |
| 19 | | Oregon | 849 | - | - | - | 205 | 1,054 | 437 | - | 19 |
| 20 | | Tennessee | 13 | - | - | - | 5 | 18 | 0 | - | 20 |
| 21 | | Texas | 5,221 | - | - | - | 1,123 | 6,344 | 301 | - | 21 |
| 22 | | Utah | 1,302 | - | - | - | - | 1,302 | 22 | - | 22 |
| 23 | | Washington | 272 | - | - | - | 260 | 532 | 90 | - | 23 |
| 24 | | Wisconsin | 601 | - | - | - | 331 | 932 | 108 | - | 24 |
| 25 | | Wyoming | 879 | - | - | - | - | 879 | - | - | 25 |
| 26 | | | | | | | | | | | 26 |
| 27 | | | | | | | | | | | 27 |
| 28 | | | | | | | | | | | 28 |
| 29 | | | | | | | | | | | 29 |
| 30 | | | | | | | | | | | 30 |
| 31 | | TOTAL MILEAGE (single track) | 26,354 | 19 | 314 | 0 | 5,518 | 32,205 | 3,178 | 0 | 31 |
| 32 | | | | | | | | | | | 32 |

NOTES AND REMARKS

Notes to Schedule 710S

1. Includes 10 GG20B Hybrid Locomotives, 13 MP20B3 Switch Locomotives, 13 RP20GE Switch Locomotives, 1 GS21B Switch Locomotive, 75 Rebuilt Four Axle Switch Locomotives, 1 Track Finishing Machine, 1 Ballast Conveyor Hopper Car, 1 Scale Test Car and 3 Tank Cars financially complete this year.
2. Excludes 1,003 Rebuilt Coal Cars, 110 Open Top Hopper Cars, 81 Rebuilt Four Axle Switch Locomotives, 1 Production Undercutter, 1 Welder Prep Car and 3 Non Revenue Flat Cars not yet financially complete this year.

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 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 irrespective 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 an overhead contact wire or a third rail, and 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 self-propelled, i.e., those without a diesel, should be reported on line 13 under "auxiliary units."

7. Column (k) should show aggregate capacity for all units reported in column (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 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

| <u>Schedule 710</u> | | <u>Schedule 710</u> |
|---------------------|---|---------------------|
| 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 - Continued
 UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

| Line No. | Cross Check | Type of design of units (e) | Units in service of respondent at beginning of year (b) | Changes During the Year | | | | | Units at Close of Year | | | | Line No. | | |
|----------|-------------|---|---|----------------------------------|----------------------------------|---|--|---|------------------------|------------------------|---|---|----------------|----------------------|---|
| | | | | Units installed | | | | 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)) | Aggregate capacity of units reported in col. (i) (see ins. 7) (k) | | Leased to others (l) | |
| | | | | New units purchased or built (c) | New units leased from others (d) | Rebuilt units acquired and rebuilt units rewritten into property accounts (e) | All other units including reclassification and second hand units purchased or leased from others (f) | | | | | | | | |
| 1 | * | LOCOMOTIVE UNITS | | | | | | | | | | | | | 1 |
| | | Diesel-freight units | 60 | 0 | 0 | 0 | 0 | 0 | 5 | 55 | | 60 | 189,800 (H.P.) | | 2 |
| | | Diesel-passenger units | 7,788 | 134 | 259 | 136 | 66 | 349 | 4,330 | 3,704 | 8,034 | 29,845,375 | | 3 | |
| | | Diesel-multiple purpose units | 520 | 0 | 0 | 1 | 4 | 5 | 488 | 32 | 520 | 848,400 | | 4 | |
| | | Diesel-switching units | 8,368 | 134 | 259 | 137 | 70 | 354 | 4,823 | 3,791 | 8,614 | 30,883,575 | | 5 | |
| | * | TOTAL (lines 1 to 4) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | N/A | | 6 | |
| | * | Electric-locomotives (steam) | 2 | 0 | 0 | 0 | 0 | 0 | 2 | 0 | 2 | N/A | | 7 | |
| | * | Other self-powered units (lines 5, 6 and 7) | 8,370 | 134 | 259 | 137 | 70 | 354 | 4,825 | 3,791 | 8,616 | 30,883,575 | 0 | 8 | |
| | * | Auxiliary units | 105 | 0 | 0 | 0 | 0 | 0 | 105 | 0 | 105 | N/A | | 9 | |
| | * | TOTAL LOCOMOTIVE UNITS (lines 8 and 9) | 8,475 | 134 | 259 | 137 | 70 | 354 | 4,930 | 3,791 | 8,721 | 30,883,575 | 0 | 10 | |

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

| Line No. | Cross Check | Type of design of units (e) | Before Jan. 1, 1985 (b) | During Calendar Year | | | | | TOTAL (l) | Line No. | | | |
|----------|-------------|--|-------------------------|--|--|--|--|----------|-----------|----------|----------|----------|----------|
| | | | | 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) | 2005 (g) | | | 2006 (h) | 2007 (i) | 2008 (j) |
| 11 | * | Diesel | 2,403 | 651 | 848 | 1,297 | 2,406 | 328 | 381 | 300 | | 8,614 | 11 |
| 12 | * | Electric | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | 0 | 12 |
| 13 | * | Other self-powered units (steam) | 2 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | | 2 | 13 |
| 14 | * | TOTAL (lines 11 to 13) | 2,405 | 651 | 848 | 1,297 | 2,406 | 328 | 381 | 300 | 0 | 8,616 | 14 |
| 15 | * | Auxiliary units | 98 | 0 | 3 | 4 | 0 | 0 | 0 | 0 | | 105 | 15 |
| 16 | * | TOTAL LOCOMOTIVE UNITS (lines 14 and 15) | 2,503 | 651 | 851 | 1,301 | 2,406 | 328 | 381 | 300 | 0 | 8,721 | 16 |

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

| Line No. | Cross Check | Type of design of units (a) | Units in service of respondent at beginning of year (b) | Changes During the Year | | | | Units retired from service whether owned or leased including reclassification (g) | Units at Close of Year | | | | Line No. | |
|----------|-------------|---|---|----------------------------------|----------------------------------|---|--|---|------------------------|------------------------|---|---|----------|----------------------|
| | | | | New units purchased or built (c) | New units leased from others (d) | Rebuilt units acquired and rebuilt units rewritten into property accounts (e) | All other units including reclassification and second hand units purchased or leased from others (f) | | 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) (sec ins. 7) (k) | | Leased to others (l) |
| 17 | | PASSENGER-TRAIN CARS Non-Self-Propelled Coaches (PA,PB, PBO) | | | | | | | | | | | | 17 |
| 18 | | Combined cars (All class C, except CSB) | | | | | | | | | | | | 18 |
| 19 | | Parlor cars (PBC,PC,PL,PO) | | | | | | | | | | | | 19 |
| 20 | | Sleeping cars (PS,PT,PAS,PDS) Dining, grill and tavern cars (All class D, PD) | | | | | | | | | | | | 20 |
| 21 | | Non-passenger-carrying cars (All Class B,CSB,M,PSA,IA) | | | | | | | | | | | | 21 |
| 22 | | TOTAL (lines 17 to 22) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 22 |
| 23 | | Self-Propelled Electric passenger cars (EP,ET) | | | | | | | | | | | | 23 |
| 24 | | Electric combined cars (EC) | | | | | | | | | | | | 24 |
| 25 | | Internal combustion rail motorcars (ED, EG) Other self-propelled cars (Specify types) | | | | | | | | | | | | 25 |
| 26 | | TOTAL (lines 24 to 27) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 26 |
| 27 | | TOTAL (lines 23 to 28) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 27 |
| 28 | | COMPANY SERVICE CARS Business car (PV) | 76 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 76 | 28 |
| 29 | | Board outfit cars (MWX) Demck and snow removal cars (MWU,MWV,MWW,MWK) | 19 | 0 | 0 | 0 | 88 | 0 | 0 | 0 | 0 | 0 | 107 | 29 |
| 30 | | Dump and ballast cars (MWB,MWD) | 49 | 0 | 0 | 0 | 3 | 0 | 0 | 0 | 0 | 0 | 52 | 30 |
| 31 | | Other maintenance and service equipment cars | 3,657 | 0 | 0 | 0 | 821 | 275 | 0 | 0 | 0 | 2,535 | 4,203 | 31 |
| 32 | | TOTAL (lines 30 to 34) | 1,538 | 0 | 0 | 0 | 1,840 | 0 | 0 | 0 | 0 | 245 | 3,378 | 32 |
| 33 | | TOTAL (lines 30 to 34) | 5,339 | 0 | 0 | 0 | 2,752 | 275 | 0 | 0 | 0 | 2,780 | 7,816 | 33 |

710 INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data.

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

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

| Line No. | Cross Check | Class of equipment and car designations (a) | Units in service of respondent at beginning of year | | Changes during the year | | | | Line No. |
|----------|-------------|---|---|-------------------|-------------------------------------|--|--|---|----------|
| | | | Time-mileage cars (b) | All others (c) | Units installed | | | All other units including reclassification and second hand units purchased or leased from others (g) | |
| | | | | | 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) | | |
| 36 | | FREIGHT TRAIN CARS | | | | | | | 36 |
| | | Plain box cars - 40' (B1_, B2_) | 0 | | | | | | |
| 37 | | Plain box cars - 50' longer (B3_0-7, B4_0-7, B5_, B6_, B7_, B8_) | 51 | | | | | 28 | 37 |
| 38 | | Equipped box cars (All Code A, Except A_5_) | 14,342 | | | | | | 38 |
| 39 | | Plain gondola cars (All Codes, G & J 1,J 2,J 3,J 4) | 4,809 | | | | | | 39 |
| 40 | | Equipped gondola cars (All Code E) | 10,075 | | | | | | 40 |
| 41 | | Covered hopper cars (C_1, C_2, C_3, C_4) | 38,785 | | 110 | 97 | | | 41 |
| 42 | | Open top hopper cars--general service (All Code H) | 15,583 | | | | 785 | 776 | 42 |
| 43 | | Open top hopper cars--special service (J_0,J_5, J_6, J_7, J_8, J_9, and K) | 3,429 | | | | | | 43 |
| 44 | | Refrigerator cars -- mechanical (R_5_, R_6_, R_7_, R_8_, R_9_) | 5,945 | | | | | | 44 |
| 45 | | Refrigerator cars -- non-mechanical (R_0_, R_1_, R_2_) | 4,004 | | | | | | 45 |
| 46 | | Flat cars -- TOFC/COFC (All Code P, Q and S, Except Q8_) | 505 | | | | | | 46 |
| 47 | | Flat cars -- multi-level (All Code V) | 2,174 | | | 750 | | | 47 |
| 48 | | Flat cars -- general service (F10_, F20_, F30_) | 51 | | | | | | 48 |
| 49 | | Flat cars -- other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6) (F_8_, F40_) | 4,734 | | | | | | 49 |
| 50 | | Tank cars -- under 22,000 gallons (T_0, T_1, T_2, T_3, T_4, T_5) | 11 | | | | | | 50 |
| 51 | | Tank cars -- 22,000 gallons and over (T_6, T_7, T_8, T_9) | 210 | | | | | | 51 |
| 52 | | All other freight cars (A_5_, F_7_, All Code L and Q8_) | 17 | | | | | | 52 |
| 53 | | TOTAL (lines 36 to 52) | 104,725 | 0 | 110 | 847 | 785 | 804 | 53 |
| 54 | | Caboose (All Code M-930) | N/A | 0 | | | | | 54 |
| 55 | | TOTAL (lines 53 and 54) | 104,725 | 0 | 110 | 847 | 785 | 804 | 55 |

710. INVENTORY OF EQUIPMENT - Continued

- 4. Column (m) should show aggregate capacity for all units reported in columns (k) and (l), as follows For freight-train cars, report the nominal capacity (in tons of 2,000 lbs.) as provided for in Rule 86 of the AAR Code of Rules Governing Cars in Interchange Convert the capacity of tank cars to capacity in tons of the commodity which the car is intended to carry customarily
- 5. Time-mileage cars refers to freight cars, other than cabooses, owned or held under lease arrangement, whose interline rental is settled on a per diem and line haul mileage basis under "Code of Car Hire Rules" or would be so settled if used by another railroad.

UNITS OWNED INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

| Line No. | Changes during the year (concluded) Units retired from service respondent whether owned or leased, including reclassification (h) | Units at Close of Year | | | | | | Line No. |
|----------|--|------------------------|------------------------|--|---------------|--|----------------------|----------|
| | | Owned and used (i) | Leased from others (j) | Total in service of respondent col (i) & (j) | | Aggregate capacity of units reported in cols. (k) & (l) (see ins. 4) (m) | Leased to others (n) | |
| | | | | Time-mileage cars (k) | All other (l) | | | |
| 36 | 0 | 0 | 0 | 0 | | 0 | | 36 |
| 37 | 0 | 74 | 5 | 79 | | 0 | | 37 |
| 38 | 2,149 | 8,058 | 4,135 | 12,193 | | 1,015,275 | | 38 |
| 39 | 272 | 729 | 3,808 | 4,537 | | 537,696 | | 39 |
| 40 | 834 | 6,910 | 2,333 | 9,243 | | 916,781 | | 40 |
| 41 | 3,555 | 13,864 | 21,573 | 35,437 | | 3,758,155 | | 41 |
| 42 | 1,728 | 12,701 | 2,713 | 15,414 | | 1,607,052 | | 42 |
| 43 | 196 | 730 | 2,503 | 3,233 | | 358,674 | | 43 |
| 44 | 701 | 724 | 4,520 | 5,244 | | 415,176 | | 44 |
| 45 | 648 | 2,585 | 771 | 3,356 | | 260,500 | | 45 |
| 46 | 10 | 112 | 383 | 495 | | 158,448 | | 46 |
| 47 | 1,811 | 1,113 | 0 | 1,113 | | 41,784 | | 47 |
| 48 | 4 | 46 | 1 | 47 | | 3,773 | | 48 |
| 49 | 1,058 | 2,528 | 1,148 | 3,676 | | 366,269 | | 49 |
| 50 | 2 | 0 | 9 | 9 | | 913 | | 50 |
| 51 | 17 | 0 | 193 | 193 | | 19,006 | | 51 |
| 52 | 2 | 15 | 0 | 15 | | 1,524 | | 52 |
| 53 | 12,987 | 50,189 | 44,095 | 94,284 | 0 | 9,461,026 | 0 | 53 |
| 54 | 0 | 0 | 0 | 0 | | 0 | | 54 |
| 55 | 12,987 | 50,189 | 44,095 | 94,284 | 0 | 9,461,026 | 0 | 55 |

710. INVENTORY OF EQUIPMENT - Continued

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

| Line No. | Cross Check | Class of equipment and car designations (a) | Units in service of respondent at beginning of year | | Changes during the year | | | | Line No. |
|----------|-------------|---|---|-------------------|-------------------------------------|-------------------------------------|--|---|----------|
| | | | Per diem (b) | All others (c) | Units installed | | | | |
| | | | | | New units purchased or built (d) | New units leased from others (e) | Rebuilt units acquired and rebuilt units rewritten into property accounts (f) | All other units including reclassification and second hand units purchased or leased from others (g) | |
| | | FLOATING EQUIPMENT | | | | | | | |
| 56 | | Self-propelled vessels (Tugboats, car ferries, etc.) | | | | | | | 56 |
| 57 | | Non-self-propelled vessels (Car floats, lighters, etc.) | | | | | | | 57 |
| 58 | | TOTAL (lines 56 and 57) | | | | | | | 58 |
| | | HIGHWAY REVENUE EQUIPMENT | | | | | | | |
| 59 | | Chassis Z1__, Z67__, Z68__, Z69__ | 20,768 | | | | | | 59 |
| 60 | | Dry van U2__, Z__, Z6__, 1-6 | | | | | | | 60 |
| 61 | | Flat bed U3__, Z3__ | | | | | | | 61 |
| 62 | | Open bed U4__, Z4__ | | | | | | | 62 |
| 63 | | Mechanical refrigerator U5__, Z5__ | | | | | | | 63 |
| 64 | | Bulk hopper U0__, Z0__ | | | | | | | 64 |
| 65 | | Insulated U7__, Z7__ | | | | | | | 65 |
| 66 | | Tank Z0__, U6__ (See Note) | | | | | | | 66 |
| 67 | | Other trailer and container (Special equipped dry van U9__, Z8__, Z9__) | 21,256 | | | | | | 67 |
| 68 | | Tractor | | | | | | | 68 |
| 69 | | Truck | | | | | | | 69 |
| 70 | | TOTAL (lines 59 and 69) | 42,024 | | | | | | 70 |

NOTES AND REMARKS

Note: Line 66 (Tank) must have fitting code "CN" to qualify as a tank otherwise it is a bulk hopper.

710 INVENTORY OF EQUIPMENT - Concluded

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

| Line No. | Cross Check | Changes during the year (Concluded) Units retired from service of respondent whether owned or leased, including reclassification (h) | Units at Close of Year | | | | | | Line No |
|----------|-------------|---|------------------------|------------------------|--|---------------|--|----------------------|---------|
| | | | Owned and used (i) | Leased from others (j) | Total in service of respondent (col (i) & (j)) | | Aggregate capacity of units reported in cols. (k) & (l) (see ins. 4) (m) | Leased to others (n) | |
| | | | | | Per diem (k) | All other (l) | | | |
| 56 | | | | | | | | | 56 |
| 57 | | | | | | | | | 57 |
| 58 | | | | | | | | | 58 |
| 59 | | 793 | | 19,975 | 19,975 | | 609,927 | | 59 |
| 60 | | | | | | | | | 60 |
| 61 | | | | | | | | | 61 |
| 62 | | | | | | | | | 62 |
| 63 | | | | | | | | | 63 |
| 64 | | | | | | | | | 64 |
| 65 | | | | | | | | | 65 |
| 66 | | | | | | | | | 66 |
| 67 | | 3,136 | | 18,120 | 18,120 | | 497,303 | | 67 |
| 68 | | | | | | | | | 68 |
| 69 | | | | | | | | | 69 |
| 70 | | 3,929 | 0 | 38,095 | 38,095 | 0 | 1,107,230 | | 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 in 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 | LOCOMOTIVES | | | | | 1 |
| 2 | GG20B | 10 | 1,287 | \$10,008,660 | | 2 |
| 3 | MP20B3 | 13 | 1,625 | 3,046,656 | | 3 |
| 4 | RP20B3 | 98 | 12,985 | 33,696,657 | | 4 |
| 5 | EMD70ACE | 16 | 3,264 | 30,767,420 | | 5 |
| 6 | GE45AC | 25 | 5,250 | 51,370,198 | | 6 |
| 7 | GS21B | 60 | 7,950 | 73,863,337 | | 7 |
| 8 | | | | | | 8 |
| 9 | WORK EQUIPMENT | | | | | 9 |
| 10 | SCALE TEST CAR | 1 | 50 | 115,000 | | 10 |
| 11 | TANK CARS | 3 | 102 | 82,534 | | 11 |
| 12 | TRACK FINISHING MACHINES | 2 | 125 | 2,356,218 | | 12 |
| 13 | BALLAST CONVEYOR HOPPER CAR | 1 | 47 | 566,355 | | 13 |
| 14 | | | | | | 14 |
| 15 | | | | | | 15 |
| 16 | | | | | | 16 |
| 17 | 1/ 2/ TOTAL | 229 | N/A | 205,873,035 | | 17 |

REBUILT UNITS

| | | | | | | |
|----|--------------------------|------------|------------|----------------------|------------|----|
| 18 | LOCOMOTIVES | | | | | 18 |
| 19 | MP15 | 7 | 946 | 1,565,478 | | 19 |
| 20 | MP15AC | 10 | 1,240 | 2,234,645 | | 20 |
| 21 | GP38-2 | 21 | 2,837 | 4,966,440 | | 21 |
| 22 | GP39-2 | 2 | 268 | 475,980 | | 22 |
| 23 | GP40-1 1/2 | 1 | 139 | 232,668 | | 23 |
| 24 | GP40-2 | 24 | 3,336 | 6,355,190 | | 24 |
| 25 | SD-38-2 | 1 | 184 | 261,381 | | 25 |
| 26 | GP15-1 | 14 | 1,820 | 2,676,112 | | 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 | 1/ 2/ TOTAL | 80 | N/A | 18,767,894 | | 41 |
| 42 | | | | | | 42 |
| 43 | 1/ 2/ GRAND TOTAL | 309 | N/A | \$224,640,929 | N/A | 43 |

1/ 2/ See note on page 76

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

1. For purposes of these schedules, the track categories are defined as follows:
 Track category (1)
 A - Freight density of 20 million or more gross ton miles per track mile per year (include passing tracks, turnouts and crossovers).
 B - Freight density of less than 20 million gross ton miles per track mile per year, but at least 5 million (include passing tracks, turnouts and crossovers).
 C - Freight density of less than 5 million gross ton miles per track mile per year, but at least 1 million (include passing tracks, turnouts and crossovers).
 D - Freight density of less than 1 million gross ton miles per track mile per year (include passing tracks, turnouts and crossovers).
 E - Way and yard switching tracks (passing tracks, crossovers and turnouts shall be included in 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 it is dedicated entirely to passenger service, category F
 Potential abandonments – Route segments identified by railroads as potentially subject to abandonment as required by Section 10903 of the ICC Termination Act of 1995.
- 2 This schedule should include all class 1, 2, 3, or 4 track from Schedule 700 that is maintained by the respondent (class 5 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) |
|----------|------------------------|--|--|--|--|
| 1 | A | 20,186 | 54.67 | N/A | 1,050 |
| 2 | B | 6,559 | 11.58 | N/A | 561 |
| 3 | C | 2,039 | 2.97 | N/A | 81 |
| 4 | D | 5,631 | 0.18 | N/A | 29 |
| 5 | E | 8,901 | N/A | N/A | N/A |
| 6 | TOTAL | 43,316 | 27.50 | N/A | 1,721 |
| 7 | F | 6,219 | N/A | N/A | N/A |
| 8 | Potential abandonments | 273 | N/A | N/A | N/A |

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

N/A - Information is not available.

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 routing 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 No. 9, the average cost per tie should include transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply storage and seasoning yards, and in the case of treating ties, also the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over carrier's own lines, and placing the ties in tracks and of train service other than that necessary in connection with loading or treatment should not be included in this schedule.

| Line No. | Track category (a) | Number of cross-ties laid in replacement | | | | | | | | | | Switch and bridge ties (board feet) (j) | Cross-ties switch and bridge ties Percent of spot maintenance (k) | Line No. |
|----------|----------------------------|--|---------------|--------------|-----------|-----------|------------------|---------------|---------------|-----------|-----------|---|---|----------|
| | | New ties | | | | | Second-hand ties | | | | | | | |
| | | Wooden | | Concrete (d) | Other (e) | Other (h) | Wooden | | Untreated (g) | Other (h) | Total (i) | | | |
| | | Treated (b) | Untreated (c) | | | | Treated (f) | Untreated (g) | | | | | | |
| 1A | | 2,730,118 | | 394,250 | 135,289 | 735 | | 200,925 | | 3,461,317 | 5,076,812 | N/A | 1 | |
| 2B | | 512,109 | | 73,953 | 25,377 | 138 | | 37,689 | | 649,266 | 952,296 | | 2 | |
| 3C | | 125,484 | | 18,121 | 6,219 | 34 | | 9,235 | | 159,093 | 233,344 | | 3 | |
| 4D | | 13,566 | | 1,959 | 672 | 3 | | 999 | | 17,199 | 25,226 | | 4 | |
| 5E | | 10,174 | | 1,469 | 504 | 3 | | 749 | | 12,899 | 18,920 | | 5 | |
| 6 | TOTAL | 3,391,451 | | 489,752 | 168,061 | 913 | | 249,597 | | 4,299,774 | 6,306,598 | | 6 | |
| 7F | | | | | | | | | | | | | 7 | |
| 8 | Potential abandonment | | | | | | | | | | | | 8 | |
| 9 | Average cost per cross-tie | \$40.13 | | | \$915.99 | | | | | | | | | |

** Concrete and steel switch ties are not included in column (j). In lieu of board measure, number of switch ties was 504 at an average cost of \$329.82

N/A - Information is not available.

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 or treatment, should not be included in this schedule.

| Line No | Class of ties (a) | CROSSTIES | | | SWITCH AND BRIDGE TIES | | | Remarks (h) | Line No | |
|---------|--|----------------------------------|--------------------------|---|---|---|---|---|---------|----|
| | | Total number of ties applied (b) | Average cost per tie (c) | Total cost of new cross-ties laid during year (d) | Number of feet (board measure) laid in tracks (e) | Average cost per M feet (board measure) (f) | Total cost of switch and bridge ties laid in new tracks during year (g) | | | |
| 1 | T | 93,428 | \$46 07 | \$4,304 | 209,952 | \$1,403 84 | \$295 | New | 1 | |
| 2 | T | 1,575 | \$8.27 | 13 | | | | Secondhand | 2 | |
| 3 | S | 122,615 | \$68 40 | 8,387 | | | | Concrete | 3 | |
| 4 | S | | | | 126 | \$329.82 | \$42 | Concrete - Reported per tie in lieu of board measure. | 4 | |
| 5 | S | | | | | | | Steel | 5 | |
| 6 | S | | | | | | | Steel - Reported per tie in lieu of board measure | 6 | |
| 7 | S | | | | | | | Plastic | 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 | 217,618 | | \$12,704 | N/M | | \$337 | | 20 | |
| 21 | Number of miles of new running tracks, crossovers, etc., in which ties were laid | | | | | | | | N/A | 21 |
| 22 | Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid | | | | | | | | N/A | 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 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 (a) | Miles of rail laid in replacement (rail miles) | | | | | | Total | | Percent of spot maintenance (h) | Line No. |
|----------|--|--|-----------------|-----------------|-----------------|-----------------|-----------------|-------|---|---------------------------------|----------|
| | | New rail | | Relay rail | | Welded rail (f) | Bolted rail (g) | | | | |
| | | Welded rail (b) | Bolted rail (c) | Welded rail (d) | Bolted rail (e) | | | | | | |
| 1 | A | 1,172.28 | 10.84 | 419.15 | 11.76 | 1,591.43 | 22.60 | N/A | 1 | | |
| 2 | B | 98.11 | 0.91 | 35.08 | 0.98 | 133.19 | 1.89 | N/A | 2 | | |
| 3 | C | 1.27 | 0.01 | 0.46 | 0.01 | 1.73 | 0.02 | N/A | 3 | | |
| 4 | D | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | N/A | 4 | | |
| 5 | E | 2.55 | 0.02 | 0.91 | 0.03 | 3.46 | 0.05 | N/A | 5 | | |
| 6 | TOTAL | 1,274.21 | 11.78 | 455.60 | 12.78 | 1,729.81 | 24.56 | N/A | 6 | | |
| 7 | F | | | | | | | N/A | 7 | | |
| 8 | Potential abandonment | | | | | | | N/A | 8 | | |
| 9 | Average cost of new and relay rail laid in replacement per gross ton | | | New | \$797 | Relay | \$339 | | 9 | | |

N/A - Information is not available.

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 the distribution of the rail should not be included in this schedule.

| Line No. | Class of rail (a) | RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC. | | | | RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY AND OTHER SWITCHING TRACKS | | | | Line No. | |
|----------|---|---|---------------------------------|--|---------------------------------------|--|---------------------------------|--|---------------------------------------|----------|----|
| | | Weight of rail | | Total cost of rail applied in running tracks, passing tracks, cross-overs, etc., during year (d) | Average cost per ton (2,000 lbs.) (e) | Weight of rail | | Total cost of rail applied in yard station, team, industry, and other switching tracks during year (h) | Average cost per ton (2,000 lbs.) (i) | | |
| | | Pounds per yard of rail (b) | Number of tons (2,000 lbs.) (c) | | | Pounds of rail (f) | Number of tons (2,000 lbs.) (g) | | | | |
| 1 | 2 | 115 | 2 | \$1 | \$786 | 115 | 3 | \$3 | \$833 | 1 | |
| 2 | 2 | 133 | 11 | 8 | 769 | 133 | 0 | 0 | 0 | 2 | |
| 3 | 2 | 136 | 467 | 355 | 759 | 136 | 1,252 | 945 | 755 | 3 | |
| 4 | 2 | 141 | 10,759 | 8,742 | 813 | 141 | 58 | 47 | 810 | 4 | |
| 5 | | | | | | | | | | 5 | |
| 6 | | | | | | | | | | 6 | |
| 7 | 4 | 90 | 0 | 0 | 0 | 90 | 0 | 0 | 0 | 7 | |
| 8 | 4 | 112 | 0 | 0 | 0 | 112 | 18 | 6 | 344 | 8 | |
| 9 | 4 | 115 | 8 | 3 | 351 | 115 | 0 | 0 | 0 | 9 | |
| 10 | 4 | 119 | 0 | 0 | 0 | 119 | 29 | 10 | 338 | 10 | |
| 11 | 4 | 131 | 0 | 0 | 0 | 131 | 43 | 15 | 347 | 11 | |
| 12 | 4 | 133 | 0 | 0 | 0 | 133 | 4,602 | 1,343 | 292 | 12 | |
| 13 | 4 | 136 | 26 | 9 | 341 | 136 | 2,255 | 768 | 341 | 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 | 11,273 | \$9,118 | | N/A | 8,260 | \$3,137 | | 33 | |
| 34 | Number of miles new running tracks, passing tracks, cross-over, 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 <u>N/A</u> ; total to date <u>N/A</u> | | | | | | | | | | 36 |

725. WEIGHT OF RAIL

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

| Line No. | Weight of rails per yard (a) | Line-haul companies (miles of main track) (b) | Switching and terminal companies (miles of all tracks) (c) | Remarks (d) | Line No. |
|----------|------------------------------|---|--|-------------|----------|
| | Pounds | | | | |
| 1 | | | | | 1 |
| 2 | 141 | 2,035 | | | 2 |
| 3 | 140 | 11 | | | 3 |
| 4 | 136 | 8,613 | | | 4 |
| 5 | 133 | 10,714 | | | 5 |
| 6 | 132 | 881 | | | 6 |
| 7 | 131 | 525 | | | 7 |
| 8 | 130 | 6 | | | 8 |
| 9 | 128 | 5 | | | 9 |
| 10 | 119 | 1,607 | | | 10 |
| 11 | 115 | 2,790 | | | 11 |
| 12 | 113 | 509 | | | 12 |
| 13 | 112 | 1,976 | | | 13 |
| 14 | 110 | 145 | | | 14 |
| 15 | 106 | 4 | | | 15 |
| 16 | 100 | 349 | | | 16 |
| 17 | 90 | 478 | | | 17 |
| 18 | 85 | 114 | | | 18 |
| 19 | 80 | 65 | | | 19 |
| 20 | 75 | 38 | | | 20 |
| 21 | 72 | 23 | | | 21 |
| 22 | 70 | 10 | | | 22 |
| 23 | 65 | 0 | | | 23 |
| 24 | 60 | 1 | | | 24 |
| 25 | Under 60 | 0 | | | 25 |
| 26 | | | | | 26 |
| 27 | TOTAL | 30,899 | | | 27 |
| 28 | | | | | 28 |
| 29 | | | | | 29 |
| 30 | | | | | 30 |
| 31 | | | | | 31 |
| 32 | | | | | 32 |
| 33 | | | | | 33 |
| 34 | | | | | 34 |
| 35 | | | | | 35 |
| 36 | | | | | 36 |
| 37 | | | | | 37 |
| 38 | | | | | 38 |
| 39 | | | | | 39 |
| 40 | | | | | 40 |
| 41 | | | | | 41 |
| 42 | | | | | 42 |
| 43 | | | | | 43 |
| 44 | | | | | 44 |
| 45 | | | | | 45 |
| 46 | | | | | 46 |

726. SUMMARY OF TRACK REPLACEMENTS

- 1 Furnish the requested information concerning the summary of track replacements.
- 2 In columns (d), (e), (g), and (f) 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) | | | |
| | | Cross-ties (b) | Switch and bridge ties (board feet) (c) | Cross-ties (d) | Switch and bridge ties (board feet) (e) | | | | | | | | |
| 1 | A | 3,461,317 | 5,076,812 | 6.5% | N/A | 1,614.03 | 4.0% | 3,042,552 | 10,525 | 52.1% | 1 | | |
| 2 | B | 649,266 | 952,296 | 3.7% | N/A | 135.08 | 1.0% | 352,967 | 1,450 | 22.1% | 2 | | |
| 3 | C | 159,093 | 233,344 | 2.9% | N/A | 1.75 | 0.0% | 78,333 | 326 | 16.0% | 3 | | |
| 4 | D | 17,199 | 25,226 | 0.1% | N/A | 0.00 | 0.0% | 24,739 | 148 | 2.6% | 4 | | |
| 5 | E | 12,899 | 18,920 | 0.1% | N/A | 3.51 | 0.0% | 402,216 | 46 | 0.5% | 5 | | |
| 6 | TOTAL | 4,299,774 | 6,306,598 | 3.7% | N/A | 1,754.37 | 2.0% | 3,900,807 | 12,495 | 28.8% | 6 | | |
| 7 | F | | | | | | | | | | 7 | | |
| 8 | Potential abandonments | | | | | | | | | | 8 | | |

750. CONSUMPTION OF DIESEL FUEL
(Dollars in Thousands)

| Line No. | Kind of locomotive service (a) | DIESEL | | Line No. |
|----------|--------------------------------|--------------------------------|--------------------------|----------|
| | | Kind of locomotive service (a) | Diesel oil (gallons) (b) | |
| 1 | Freight | | 1,177,581,256 | 1 |
| 2 | Passenger | | 10,609,432 | 2 |
| 3 | Yard switching | | 150,109,893 | 3 |
| 4 | TOTAL | | 1,338,300,581 | 4 |
| 5 | COST OF FUEL \$(000) * | | \$2,973,954 | 5 |
| 6 | Work Train | | 7,565,273 | 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 service, but where the service of mixed special trains 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 1 mile. In computing train-miles, fractions representing less than one-half mile shall be disregarded and other fractions considered as 1 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 1 mile under its own power. Include miles made by all locomotive units. Exclude miles made by motorcars. Miles of locomotives in helper service shall be computed on the basis of actual distance run in such service.

(E) All locomotive units-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-units.

(F) Train switching locomotive-miles shall be computed at the rate of 6 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 6 miles per hour for the time actually engaged in yard switching service. Include miles allowed to 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 1 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 miles 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 Item 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 conductors' or dispatchers' train reports or other appropriate source, compute weight in tons (2,000 pounds). Item 6-01 includes weight of all locomotive units moved 1 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 other contents). Use 150 lbs. as the average weight per passenger, and 4 tons as the average weight of contents of each head-end car.

(L) From conductors' train reports or other appropriate source, 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 1.c.1. shipment of freight handled in mixed baggage express cars. Total Ton-Miles Revenue Freight should correspond to the Ton-Miles reported on Form CBS.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755 - Concluded

(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 the 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 inside 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 while engaged incidentally in switching company materials in company shops or material yards in connection with regular yard switching service or in switching equipment for repairs between yards and shops.

(P) The number of loaded freight cars shall be obtained from the conductors' wheel report and shall be the sum of all loaded cars handled by each train. For example, if a car moves loaded (1) in a way train from the origination points, (2) in two through trains, and (3) in a way train to the destination point, the total count of loaded cars would be four: two counts for the movements in the way trains and two counts for the movements in through trains. Therefore, each car originated or received from a connecting carrier receives an initial count, plus one count for each subsequent physical transfer between trains on respondent lines. No additional count is given because of crew change or changes in track identification number unless there is a physical transfer of the car between trains. Each car moving under revenue billing shall be considered as a loaded car.

(Q) Report vehicle (TOFC trailers/containers, automobiles and trucks) loaded and unloaded to and from TOFC and multiple level freight cars when the work is performed at the railroad's expense.

(R) Report the number of loaded revenue trailers/containers picked up, plus revenue trailers/containers delivered in TOFC/COFC and in highway interchange service, when the work is performed at the railroads' expense. (Performed at railroads' 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-motor carrier, etc., and not the railroad to perform that service. Note: The count should reflect the trailers/containers for which expenses is 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 refer 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 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 (5-120), 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, and 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) | (2) Passenger train (c) | Line No. |
|----------|-------------|--|----------------------|-------------------------------|----------|
| 1 | | 1. Miles of Road Operated (A) | 32,205 | | 1 |
| 2 | | 2. Train Miles - Running (B) | | | |
| 2 | | 2-01 Unit Trains | 46,522,707 | XXXXXX | 2 |
| 3 | | 2-02 Way Trains | 7,518,444 | XXXXXX | 3 |
| 4 | | 2-03 Through Trains | 111,112,359 | 0 | 4 |
| 5 | | 2-04 TOTAL TRAIN MILES (lines 2-4) | 165,153,510 | 0 | 5 |
| 6 | | 2-05 Motorcars (C) | 0 | 0 | 6 |
| 7 | | 2-07 TOTAL ALL TRAINS (lines 5 and 6) | 165,153,510 | 0 | 7 |
| | | 3. Locomotive Unit Miles (D) | | | |
| | | Road Service (E) | | | |
| 8 | | 3-01 Unit Trains | 138,933,360 | XXXXXX | 8 |
| 9 | | 3-02 Way Trains | 16,757,500 | XXXXXX | 9 |
| 10 | | 3-03 Through Trains | 321,502,788 | 0 | 10 |
| 11 | | 3-04 TOTAL (lines 8-10) | 477,193,648 | 0 | 11 |
| 12 | | 3-11 Train Switching (F) | 23,597,784 | XXXXXX | 12 |
| 13 | | 3-21 Yard Switching (G) | 29,388,569 | 0 | 13 |
| 14 | | 3-31 TOTAL ALL SERVICES (line 11-13) | 530,180,001 | 0 | 14 |
| | | 4. Freight Car-Miles (thousands) (H) | | | |
| | | 4-01 RR Owned and Leased Cars - Loaded | | | |
| 15 | | 4-010 Box-Plain 40-Foot | 3 | XXXXXX | 15 |
| 16 | | 4-011 Box-Plain 50-Foot and Longer | 15,098 | XXXXXX | 16 |
| 17 | | 4-012 Box-Equipped | 324,628 | XXXXXX | 17 |
| 18 | | 4-013 Gondola-Plain | 248,377 | XXXXXX | 18 |
| 19 | | 4-014 Gondola-Equipped | 122,094 | XXXXXX | 19 |
| 20 | | 4-015 Hopper-Covered | 421,254 | XXXXXX | 20 |
| 21 | | 4-016 Hopper-Open Top-General Service | 257,574 | XXXXXX | 21 |
| 22 | | 4-017 Hopper-Open Top-Special Service | 145,310 | XXXXXX | 22 |
| 23 | | 4-018 Refrigerator-Mechanical | 79,830 | XXXXXX | 23 |
| 24 | | 4-019 Refrigerator-Non-Mechanical | 38,352 | XXXXXX | 24 |
| 25 | | 4-020 Flat-TOFC/COFC | 903,974 | XXXXXX | 25 |
| 26 | | 4-021 Flat-Multi-Level | 67,905 | XXXXXX | 26 |
| 27 | | 4-022 Flat-General Service | 645 | XXXXXX | 27 |
| 28 | | 4-023 Flat-All Other | 123,288 | XXXXXX | 28 |
| 29 | | 4-024 All Other Car Types-Total | 15,277 | XXXXXX | 29 |
| 30 | | 4-025 TOTAL (Lines 15-29) | 2,763,609 | XXXXXX | 30 |

755. RAILROAD OPERATING STATISTICS - Continued

| Line No. | Cross Check | Item description (a) | Freight train (b) | (2) Passenger train (c) | Line No. |
|----------|-------------|--|----------------------|-------------------------------|----------|
| 31 | | 4-11 RR Owned and Leased Cars - Empty 4-110 Box-Plain 40-Foot | 3 | XXXXXX | 31 |
| 32 | | 4-111 Box-Plain 50-Foot and Longer | 14,086 | XXXXXX | 32 |
| 33 | | 4-112 Box-Equipped | 298,303 | XXXXXX | 33 |
| 34 | | 4-113 Gondola-Plain | 248,655 | XXXXXX | 34 |
| 35 | | 4-114 Gondola-Equipped | 134,680 | XXXXXX | 35 |
| 36 | | 4-115 Hopper-Covered | 436,517 | XXXXXX | 36 |
| 37 | | 4-116 Hopper-Open Top-General Service | 262,349 | XXXXXX | 37 |
| 38 | | 4-117 Hopper-Open Top-Special Service | 147,608 | XXXXXX | 38 |
| 39 | | 4-118 Refrigerator-Mechanical | 56,872 | XXXXXX | 39 |
| 40 | | 4-119 Refrigerator-Non-Mechanical | 43,966 | XXXXXX | 40 |
| 41 | | 4-120 Flat-TOFC/COFC | 48,467 | XXXXXX | 41 |
| 42 | | 4-121 Flat-Multi-Level | 28,185 | XXXXXX | 42 |
| 43 | | 4-122 Flat-General Service | 569 | XXXXXX | 43 |
| 44 | | 4-123 Flat-All Other | 126,601 | XXXXXX | 44 |
| 45 | | 4-124 All Other Car Types | 1,956 | XXXXXX | 45 |
| 46 | | 4-125 TOTAL (Lines 31-45) | 1,848,817 | XXXXXX | 46 |
| 47 | | 4-13 Private Line Cars - Loaded (H) 4-130 Box-Plain 40-Foot | 0 | XXXXXX | 47 |
| 48 | | 4-131 Box-Plain 50-Foot and Longer | 49,200 | XXXXXX | 48 |
| 49 | | 4-132 Box-Equipped | 62,212 | XXXXXX | 49 |
| 50 | | 4-133 Gondola-Plain | 837,151 | XXXXXX | 50 |
| 51 | | 4-134 Gondola-Equipped | 26,398 | XXXXXX | 51 |
| 52 | | 4-135 Hopper-Covered | 728,914 | XXXXXX | 52 |
| 53 | | 4-136 Hopper-Open Top-General Service | 28,536 | XXXXXX | 53 |
| 54 | | 4-137 Hopper-Open Top-Special Service | 385,546 | XXXXXX | 54 |
| 55 | | 4-138 Refrigerator-Mechanical | 8,159 | XXXXXX | 55 |
| 56 | | 4-139 Refrigerator-Non-Mechanical | 3,671 | XXXXXX | 56 |
| 57 | | 4-140 Flat-TOFC/COFC | 280,067 | XXXXXX | 57 |
| 58 | | 4-141 Flat-Multi-Level | 596,879 | XXXXXX | 58 |
| 59 | | 4-142 Flat-General Service | 160 | XXXXXX | 59 |
| 60 | | 4-143 Flat-All Other | 105,038 | XXXXXX | 60 |
| 61 | | 4-144 Tank Under 22,000 Gallons | 146,602 | XXXXXX | 61 |
| 62 | | 4-145 Tank-22,000 Gallons and Over | 350,645 | XXXXXX | 62 |
| 63 | | 4-146 All Other Car Types | 3,505 | XXXXXX | 63 |
| 64 | | 4-147 TOTAL (lines 47-63) | 3,612,683 | XXXXXX | 64 |

755. RAILROAD OPERATING STATISTICS - Continued

| Line No. | Cross Check | Item description (a) | Freight train (b) | (2) Passenger train (c) | Line No. |
|----------|-------------|---|----------------------|-------------------------------|----------|
| 65 | | 4-15 Private Line Cars - Empty (H) | XXXXXX | XXXXXX | |
| | | 4-150 Box-Plain 40-Foot | 0 | XXXXXX | 65 |
| 66 | | 4-151 Box-Plain 50-Foot and Longer | 29,515 | XXXXXX | 66 |
| 67 | | 4-152 Box-Equipped | 47,943 | XXXXXX | 67 |
| 68 | | 4-153 Gondola-Plain | 1,154,893 | XXXXXX | 68 |
| 69 | | 4-154 Gondola-Equipped | 26,112 | XXXXXX | 69 |
| 70 | | 4-155 Hopper-Covered | 731,132 | XXXXXX | 70 |
| 71 | | 4-156 Hopper-Open Top-General Service | 44,509 | XXXXXX | 71 |
| 72 | | 4-157 Hopper-Open Top-Special Service | 432,255 | XXXXXX | 72 |
| 73 | | 4-158 Refrigerator-Mechanical | 10,337 | XXXXXX | 73 |
| 74 | | 4-159 Refrigerator-Non-Mechanical | 3,897 | XXXXXX | 74 |
| 75 | | 4-160 Flat-TOFC/COFC | 139,142 | XXXXXX | 75 |
| 76 | | 4-161 Flat-Multi-Level | 218,115 | XXXXXX | 76 |
| 77 | | 4-162 Flat-General Service | 104 | XXXXXX | 77 |
| 78 | | 4-163 Flat-All Other | 102,816 | XXXXXX | 78 |
| 79 | | 4-164 Tank Under 22,000 Gallons | 156,186 | XXXXXX | 79 |
| 80 | | 4-165 Tank-22,000 Gallons and Over | 358,647 | XXXXXX | 80 |
| 81 | | 4-166 All Other Car Types | 5,176 | XXXXXX | 81 |
| 82 | | 4-167 TOTAL (lines 65-81) | 3,460,779 | XXXXXX | 82 |
| 83 | | 4-17 Work Equipment and Company Freight Car-Miles | 31,671 | XXXXXX | 83 |
| 84 | | 4-18 No Payment Car-Miles (I) (1) | 2,536,993 | XXXXXX | 84 |
| | | 4-19 Total Car-Miles by Train Type (Note) | | | |
| 85 | | 4-191 Unit Trains | 5,405,551 | XXXXXX | 85 |
| 86 | | 4-192 Way Trains | 197,038 | XXXXXX | 86 |
| 87 | | 4-193 Through Trains | 8,651,963 | XXXXXX | 87 |
| 88 | | 4-194 TOTAL (lines 85-87) | 14,254,552 | XXXXXX | 88 |
| 89 | | 4-20 Caboose Miles | 42 | XXXXXX | 89 |

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

(2) As in prior years, the passenger statistics exclude results from commuter operations.

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. Line 88 excludes business car miles.

755. RAILROAD OPERATING STATISTICS - Concluded

| Line No. | Cross Check | Item description (a) | Freight train (b) | (2) Passenger train (c) | Line No. |
|----------|-------------|---|----------------------|-------------------------------|----------|
| | | 6. Gross Ton-Miles (thousands) (K) | | | |
| 98 | | 6-01 Road Locomotives | 96,201,299 | XXXXXX | 98 |
| 99 | | 6-02 Freight Trains, Cars, Cnts., and Caboose | | | |
| | | 6-020 Unit Trains | 445,818,846 | XXXXXX | 99 |
| 100 | | 6-021 Way Trains | 14,888,687 | XXXXXX | 100 |
| 101 | | 6-022 Through Trains | 591,611,948 | XXXXXX | 101 |
| 102 | | 6-03 Passenger-Trains, Cars, and Cnts. | | 0 | 102 |
| 103 | | 6-04 Non-Revenue | 6,570,196 | XXXXXX | 103 |
| 104 | | 6-05 TOTAL (lines 98-103) | 1,155,090,976 | 0 | 104 |
| | | 7. Tons of Freight (thousands) | | | |
| 105 | | 7-01 Revenue | 604,554 | XXXXXX | 105 |
| 106 | | 7-02 Non-Revenue | 9,458 | XXXXXX | 106 |
| 107 | | 7-03 TOTAL (lines 105 and 106) | 614,012 | XXXXXX | 107 |
| | | 8. Ton-Miles of Freight (thousands) (L) | | | |
| 108 | | 8-01 Revenue-Road Service | 561,850,472 | XXXXXX | 108 |
| 109 | | 8-02 Revenue-Lake Transfer Service | 0 | XXXXXX | 109 |
| 110 | | 8-03 TOTAL (lines 108, 109) | 561,850,472 | XXXXXX | 110 |
| 111 | | 8-04 Non-Revenue-Road Service | 4,582,657 | XXXXXX | 111 |
| 112 | | 8-05 Non-Revenue-Lake Transfer Service | 0 | XXXXXX | 112 |
| 113 | | 8-06 TOTAL (lines 111 and 112) | 4,582,657 | XXXXXX | 113 |
| 114 | | 8-07 TOTAL-REVENUE AND NON-REVENUE (lines 110 and 113) | 566,433,129 | XXXXXX | 114 |
| | | 9. Train Hours (M) | | | |
| 115 | | 9-01 Road Service | 8,139,061 | XXXXXX | 115 |
| 116 | | 9-02 Train Switching | 1,935,136 | XXXXXX | 116 |
| 117 | | 10. TOTAL YARD-SWITCHING HOURS (N) | 2,724,992 | XXXXXX | 117 |
| | | 11. Train-Miles Work Trains (O) | | | |
| 118 | | 11-01 Locomotives | 2,024,884 | XXXXXX | 118 |
| 119 | | 11-02 Motorcars | 0 | XXXXXX | 119 |
| | | 12. Number of Loaded Freight Cars (P) | | | |
| 120 | | 12-01 Unit Trains | 3,097,477 | XXXXXX | 120 |
| 121 | | 12-02 Way Trains | 3,260,258 | XXXXXX | 121 |
| 122 | | 12-03 Through Trains | 9,847,323 | XXXXXX | 122 |
| 123 | | 13. TOFC/COFC-No. of Rev. Trailers and Containers Loaded and Unloaded (Q) | 6,414,702 | XXXXXX | 123 |
| 124 | | 14. Multi-Level Cars-No. of Motor Vehicles Loaded and Unloaded (Q) | 4,357,491 | XXXXXX | 124 |
| 125 | | 15. TOFC/COFC-No. of Rev. Trailers Picked Up and Delivered (R) | 140,531 | XXXXXX | 125 |
| | | 16. Revenue Tons-Marine Terminal (S) | | | |
| 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) | | | |
| 130 | | 17-01 Serviceable | 49,699 | XXXXXX | 130 |
| 131 | | 17-02 Unserviceable | 0 | XXXXXX | 131 |
| 132 | | 17-03 Surplus | 0 | XXXXXX | 132 |
| 133 | | 17-04 TOTAL (lines 130-132) | 49,699 | XXXXXX | 133 |
| 134 | | TOFC/COFC - Average No. of Units Loaded Per Car | 4.90 | XXXXXX | 134 |

VERIFICATION

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

OATH

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

State of Nebraska
County of Douglas

Robert M. Knight, Jr. makes oath and says that he (she) is Executive Vice President - Finance and Chief Financial Officer
(Insert here name of the affiant) (Insert here the official title of the affiant)

Of Union Pacific Railroad Company
(insert here the exact legal title or name of the respondent)

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

January 1, 2007 to and including December 31, 2007

[Signature]
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 27 day of March, 2008.

My commission expires 9-2-11



[Signature]
(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

State of Nebraska
County of Douglas

James R. Young makes oath and says that he (she) is Chairman, President and Chief Executive Officer
(insert here name of the affiant) (insert here the official title of the affiant)

Of Union Pacific Railroad Company
(insert here the exact legal title or name of the respondent)

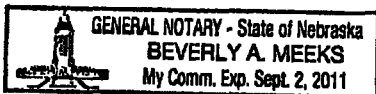
that he or she has carefully examined the foregoing report; that he or she believes that all statements of fact contained in the said report are true, and that the said report is a correct and complete statement of the business and affairs of the above-named respondent and the operations of its property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

January 1, 2007, to and including December 31, 2007

[Signature]
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 27 day of March, 2008.

My commission expires 9-2-11



[Signature]
(Signature of officer authorized to administer oaths)

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

| Office Addressed | | Date of Letter, Fax or Telegram of | | | Subject | | | | | | | Answer Needed | Answer | | | | | | |
|------------------|-------|------------------------------------|-----|------|---------|--|--|--|--|--|--|---------------|----------------------------------|------|--|--|--|--|--|
| | | | | | | | | | | | | | Date of Letter, Fax, or Telegram | | | File number of Letter, Fax or Telegram | | | |
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CORRECTIONS

| Date Correction | | | Page | | | | | | | | | | Date of Letter, Fax or Telegram of | | | Authority | | Board File Number | Clerk Making Correction Name |
|-----------------|-----|------|-------|-----|------|------|-------|-------|-----|------|------|-------|------------------------------------|------|--|---|--|-------------------|------------------------------|
| | | | | | | | | | | | | | | | | Officer sending letter, fax or telegram | | | |
| Month | Day | Year | Month | Day | Year | Name | Title | Month | Day | Year | Name | Title | Number | Name | | | | | |
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EXPLANATORY REMARKS

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