

Soo Line Railroad Company



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RECEIVED

April 20, 2009

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Licensing and Rail Division
North Dakota Public Service Commission
State Capitol Building
600 E. Boulevard
Bismarck, ND 58505

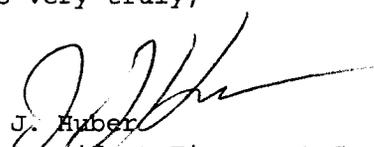
PUBLIC SERVICE COMMISSION

Dear Sir/Madam:

Enclosed please find Soo Line Railroad Company's R-1 report to the Surface Transportation Board as well as the North Dakota State Report. Soo Line Corporation is a privately held company, therefore; no Shareholder's Report is filed. Also included are the 2008 Annual QCS and the 2008 Annual Form A & B.

Kindly acknowledge receipt.

Yours very truly,


John J. Huber
Vice President Finance & Controller

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Enclosures

SURFACE TRANSPORTATION BOARD
 QUARTERLY REPORT OF FREIGHT COMMODITY STATISTICS

FULL NAME OF RESPONDENT -- S00 LINE RAILROAD COMPANY MILES OF ROAD OPERATED - 3267 FOR CALENDAR YEAR 2008

CODE	REVENUE FREIGHT ORIGINATING ON RESPONDENTS ROAD	REVENUE FREIGHT RECEIVED FROM CONNECTING CARRIERS	TOTAL REVENUE FREIGHT CARRIED	GROSS FREIGHT REVENUE				
	* NO. OF * TONS * -C-	* NO. OF * TONS * -E-	* NO. OF * TONS * -F-	* NO. OF * TONS * -G-				
	* NO. OF * TONS * -D-	* NO. OF * TONS * -H-	* NO. OF * TONS * -I-	* NO. OF * TONS * -K-				
	* NO. OF * TONS * -A-	* NO. OF * TONS * -B-	* NO. OF * TONS * -L-	* NO. OF * TONS * -M-				
T	17400	69356	27765	2,558,709	2,561,587	142451	13,773,875	235,606,305
011	16947	67403	27563	2,545,178	2,468,446	138236	13,472,644	228,251,349
01129	4879	486,476	3718	343,302	1343	10953	1,051,006	21,000,555
01131	457	47,200	206	20,448	3581	26007	2,633,604	35,613,761
01132	267	21,490	3738	295,441	2660	6679	528,570	9,719,593
01133	45	4,425	349	34,947	49	1	99	1,258
01134	9144	919,308	8318	835,325	13051	461	46,000	846,237
01135	2155	188,740	11224	1,015,555	4466	78	6,684	80,472
01136	89	9,021	129	12,721	1751	94	8,306	107,101
01137	15	1,015	5	68	343	361	3,553,487	48,777,071
01138	25	494	5	92	685	715	2,127,686	27,385,802
01139	1193	119,945	13	13,465	13,465	361	26,483	667,327
01195	1197	119,945	13	13,465	13,465	715	14,051	340,533
0121	263	5,093	23	487	57	343	6,701	110,971
0122	173	3,366	1	22	1	2	36	42,472
01221	173	3,366	1	22	1	174	3,388	42,844
01224	173	3,366	1	22	1	173	3,366	42,275
01226	173	3,366	1	22	1	173	3,366	42,275
01232	88	1,691	23	487	55	11	11	385
0129	453	37,102	23	487	24	166	3,266	67,269
01295	453	37,102	23	487	24	166	3,266	67,269
T	1646	148,731	3	216	1081	3183	269,165	6,619,404
0131	1645	148,727	2	197	1080	3180	269,120	6,618,386
01318	765	65,126	1	99	652	1475	120,335	2,895,039
0133	799	76,520	1	19	78	1047	95,587	2,149,792
01334	1	4	1	4	1	3	45	1,018
01335	1	4	1	4	1	1	4	1,200
0134	4	74	2	42	25	31	289	29,188
01341	4	74	2	42	25	31	289	29,188
01342	4	74	2	42	25	31	289	29,188
0139	4	74	2	42	25	31	289	29,188
01392	4	74	2	42	25	31	289	29,188
01394	4	74	2	42	25	31	289	29,188
01398	4	74	2	42	25	31	289	29,188
014	4	74	2	42	25	31	289	29,188
0141	4	74	2	42	25	31	289	29,188
01411	4	74	2	42	25	31	289	29,188
01413	4	74	2	42	25	31	289	29,188
01414	4	74	2	42	25	31	289	29,188
0142	4	74	2	42	25	31	289	29,188
0143	4	74	2	42	25	31	289	29,188
01431	4	74	2	42	25	31	289	29,188

FULL NAME OF RESPONDENT -- S00 LINE RAILROAD COMPANY

CODE	REVENUE FREIGHT ORIGINATING ON RESPONDENT'S ROAD		REVENUE FREIGHT RECEIVED FROM CONNECTING CARRIERS		TOTAL REVENUE		GROSS FREIGHT REVENUE		
	* NO. OF * CARLOADS * -B-	* NO. OF * TONS * -C-	* NO. OF * CARLOADS * -F-	* NO. OF * TONS * -G-	* NO. OF * CARLOADS * -H-	* NO. OF * TONS * -I-	* NO. OF * CARLOADS * -J-	* NO. OF * TONS * -K-	* DOLLARS * -L-
015	40	3,559	174	12,786	444	8,731	658	25,076	595,390
0151	39	3,538	146	12,142	48	907	233	16,587	413,814
0152	1	21	11	217			1	21	841
0191							11	217	6,561
0192									
08									
084									
08423									
086									
09	1	12	11	217			11	217	6,561
091	1	12	2	52	5	79	8	143	3,210
0912	1	12	2	52	5	79	8	143	3,210
09131	1	12	2	52	2	31	5	95	1,383
098					2	32	2	32	794
10	1	21	35	4,005	245	20,262	281	24,288	369,396
101					37	3,663	37	3,663	13,061
10112									
102					5	492	5	492	10,568
103									
1031									
1032									
104									
105									
106									
107									
108									
109									
11	1	21			136	13,396	137	13,417	213,907
111					50	1,076	50	1,076	36,528
11111									
11112									
112									
1121									
13									
131									
132									
14									
141									
142									
14211									
14212									
14219									
144									
14411									
14412									
14413									
145									
14511									
14512									

SURFACE TRANSPORTATION BOARD
 QUARTERLY REPORT OF FREIGHT COMMODITY STATISTICS

FULL NAME OF RESPONDENT -- S00 LINE RAILROAD COMPANY

FOR CALENDAR YEAR 2008
 MILES OF ROAD OPERATED - 3267

CODE	REVENUE FREIGHT ORIGINATING ON RESPONDENT'S ROAD		REVENUE FREIGHT RECEIVED FROM CONNECTING CARRIERS		TOTAL REVENUE CARRIED		GROSS FREIGHT REVENUE -DOLLARS--L-L-
	TERMINATING ON LINE	DELIVERED TO CONNECTIONS	TERMINATING ON LINE	DELIVERED TO CONNECTIONS	FREIGHT CARRIED	NO. OF TONS	
*-A-	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	
*-B-	*CARLOADS*	*CARLOADS*	*CARLOADS*	*CARLOADS*	*CARLOADS*	*CARLOADS*	
*-C-	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	
*-D-	*CARLOADS*	*CARLOADS*	*CARLOADS*	*CARLOADS*	*CARLOADS*	*CARLOADS*	
*-E-	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	
*-F-	*CARLOADS*	*CARLOADS*	*CARLOADS*	*CARLOADS*	*CARLOADS*	*CARLOADS*	
*-G-	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	
*-H-	*CARLOADS*	*CARLOADS*	*CARLOADS*	*CARLOADS*	*CARLOADS*	*CARLOADS*	
*-I-	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	
*-J-	*CARLOADS*	*CARLOADS*	*CARLOADS*	*CARLOADS*	*CARLOADS*	*CARLOADS*	
*-K-	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	*NO. OF TONS	
14514							
147		141	11,851	4673	481,147	531,865	9,546,519
14711			63	61	4,502	4,502	78,629
14713		3	63	15	303	1,106	31,735
14714		3	63			63	1,741
14715		17	364	3	66	38,557	481,873
14716		118	11,361	4587	475,755	487,116	8,939,322
149		15	382	157	8,556	50,182	949,945
14911							
14913		1	22			22	986
14914		2	10			1,148	14,751
19	21	420	10	179	13,209	14,403	222,772
191							
192							
193							
194							
195							
196							
199	20	399				1,163	32,290
20	3842	323,252	2,219,593	21126	1,804,743	4,649,551	78,460,561
201	12	1,015	13,289	32	2,616	57,250	1,203,245
2011							
2012			4,477			4,976	54,623
2013	11	922	5,862	7	429	18,714	442,735
2014			2,930	25	2,187	33,447	705,142
20141							
2015							
2016	1	93	20			113	745
2017							
202	1	69	7,447	8	124	13,467	278,362
2021			833			2,320	35,170
2023			5,033	3	44	5,119	129,779
2024			67			67	1,651
2025	1	69	1,494	5	80	5,941	111,515
2026			20			20	245
203	10	201	18,529	3332	243,279	271,536	5,183,380
2031				1	22	43	1,128
2032			690	20	395	1,114	35,664
2033	9	183	11,574	582	37,990	57,637	1,095,710
2034	1	18	236	106	2,241	2,534	65,525
2035			2,701	55	1,663	4,572	114,696
2036							
2037			3,073	5	383	204,221	3,847,799
2038			149	2555	200,423	204,221	6,875
2039			108			512	11,645
204	1810	179,181	445,831	8	162	970,693	16,580,930
2041	1794	178,060	404,520	2876	218,508	712,328	11,656,978
20411	1784	177,321	287,992	778	66,793	521,490	8,694,831
20412	4	349	82,716	339	31,637	84,588	1,080,329
20421			3,002	16	1,402	6,966	143,201
				45	2,730	149	

QUARTERLY REPORT OF FREIGHT COMMODITY STATISTICS

FULL NAME OF RESPONDENT -- S00 LINE RAILROAD COMPANY

CODE	REVENUE FREIGHT ORIGINATING				REVENUE FREIGHT RECEIVED				MILES OF ROAD OPERATED				FOR CALENDAR YEAR 2008			
	* ON LINE	* ON LINE	* ON LINE	* ON LINE	* ON LINE	* ON LINE	* ON LINE	* ON LINE	* ON LINE	* ON LINE	* ON LINE	* ON LINE	* ON LINE	* ON LINE	* ON LINE	* ON LINE
* -A-	* -B-	* -C-	* -D-	* -E-	* -F-	* -G-	* -H-	* -I-	* -J-	* -K-	* -L-	* -M-	* -N-	* -O-	* -P-	* -Q-
	TONS	NO. OF	NO. OF	NO. OF	NO. OF	NO. OF	NO. OF	NO. OF	NO. OF	NO. OF	NO. OF	NO. OF	NO. OF	NO. OF	NO. OF	NO. OF
	* CARLOADS*	* CARLOADS*	* CARLOADS*	* CARLOADS*	* CARLOADS*	* CARLOADS*	* CARLOADS*	* CARLOADS*	* CARLOADS*	* CARLOADS*	* CARLOADS*	* CARLOADS*	* CARLOADS*	* CARLOADS*	* CARLOADS*	* CARLOADS*
	* TONS	* TONS	* TONS	* TONS	* TONS	* TONS	* TONS	* TONS	* TONS	* TONS	* TONS	* TONS	* TONS	* TONS	* TONS	* TONS
	* NO. OF	* NO. OF	* NO. OF	* NO. OF	* NO. OF	* NO. OF	* NO. OF	* NO. OF	* NO. OF	* NO. OF	* NO. OF	* NO. OF	* NO. OF	* NO. OF	* NO. OF	* NO. OF
	* DELIVERED TO	* DELIVERED TO	* DELIVERED TO	* DELIVERED TO	* DELIVERED TO	* DELIVERED TO	* DELIVERED TO	* DELIVERED TO	* DELIVERED TO	* DELIVERED TO	* DELIVERED TO	* DELIVERED TO	* DELIVERED TO	* DELIVERED TO	* DELIVERED TO	* DELIVERED TO
	* CONNECTIONS	* CONNECTIONS	* CONNECTIONS	* CONNECTIONS	* CONNECTIONS	* CONNECTIONS	* CONNECTIONS	* CONNECTIONS	* CONNECTIONS	* CONNECTIONS	* CONNECTIONS	* CONNECTIONS	* CONNECTIONS	* CONNECTIONS	* CONNECTIONS	* CONNECTIONS
	* TERMINATING	* TERMINATING	* TERMINATING	* TERMINATING	* TERMINATING	* TERMINATING	* TERMINATING	* TERMINATING	* TERMINATING	* TERMINATING	* TERMINATING	* TERMINATING	* TERMINATING	* TERMINATING	* TERMINATING	* TERMINATING
	* ON RESPONDENTS ROAD	* ON RESPONDENTS ROAD	* ON RESPONDENTS ROAD	* ON RESPONDENTS ROAD	* ON RESPONDENTS ROAD	* ON RESPONDENTS ROAD	* ON RESPONDENTS ROAD	* ON RESPONDENTS ROAD	* ON RESPONDENTS ROAD	* ON RESPONDENTS ROAD	* ON RESPONDENTS ROAD	* ON RESPONDENTS ROAD	* ON RESPONDENTS ROAD	* ON RESPONDENTS ROAD	* ON RESPONDENTS ROAD	* ON RESPONDENTS ROAD
	* REVENUE	* REVENUE	* REVENUE	* REVENUE	* REVENUE	* REVENUE	* REVENUE	* REVENUE	* REVENUE	* REVENUE	* REVENUE	* REVENUE	* REVENUE	* REVENUE	* REVENUE	* REVENUE
	* \$	* \$	* \$	* \$	* \$	* \$	* \$	* \$	* \$	* \$	* \$	* \$	* \$	* \$	* \$	* \$
20423	4	80	1191	15,590	220	2,843	1415	18,513	1,149,697	1,174,680	92,073	92,073	1,174,680	1,174,680	92,073	92,073
2044			17	368	1106	91,705	1123	4,789	148,118	4,789	4,789	4,789	148,118	4,789	4,789	
2045	2	36	235	4,440	35	51,365	262	127,478	1,885,906	127,478	127,478	127,478	1,885,906	127,478	127,478	
2046	10	1,005	225	12,315	561	10,838	1432	71,861	996,478	71,861	71,861	71,861	996,478	71,861	71,861	
20461	7	733	18	1,043	117	32,457	736	40,325	646,676	40,325	40,325	40,325	646,676	40,325	40,325	
20462			132	7,868	348	32,457	480	18,720	276,179	18,720	18,720	18,720	276,179	18,720	18,720	
20463			21	449	76	1,593	283	5,858	146,167	5,858	5,858	5,858	146,167	5,858	5,858	
20471			206	4,247	66	1,301	148	2,671	133,479	2,671	2,671	2,671	133,479	2,671	2,671	
20472			81	1,349	39	532	123	5,942	2,024,981	5,942	5,942	5,942	2,024,981	5,942	5,942	
205			77	5,320	336	85,130	1567	146,217	684,247	146,217	146,217	146,217	684,247	146,217	146,217	
206	13	276	34	986	258	30,325	595	55,523	264,907	55,523	55,523	55,523	264,907	55,523	55,523	
2061			18	531	4	121	181	17,161	8,599	17,161	17,161	17,161	8,599	17,161	17,161	
20611									1,340,734				1,340,734			
20616									14,427				14,427			
20617	13	276	16	455	426	35,158	517	54,805	97,373	54,805	54,805	54,805	97,373	54,805	54,805	
2062					1	32	48	4,153	13,095,919	4,153	4,153	4,153	13,095,919	4,153	4,153	
20625									1,238,334				1,238,334			
20626									636,394				636,394			
207	1487	106,647	52	830	74	1,106	52	3,015	4,608,159	3,015	3,015	3,015	4,608,159	3,015	3,015	
208	616	30,639	5457	425,302	524	23,613	3760	325,936	329,007	325,936	325,936	325,936	329,007	325,936	325,936	
20821			403	8,679	15	297	213	4,476	5,702,220	4,476	4,476	4,476	5,702,220	4,476	4,476	
20823			10	788	483	43,060	483	43,848	229,104	43,060	43,060	43,060	229,104	43,060	43,060	
2083	868	75,983	3198	273,659	36	1,973	72	356,441	39,341	356,441	356,441	356,441	39,341	356,441	356,441	
2084	1	20	31	624	271	16,023	46	17,581	286,035	16,023	16,023	16,023	286,035	16,023	16,023	
20851	1		196	4,066	138	2,786	82	4,398	348,758	4,066	4,066	4,066	348,758	4,066	4,066	
20859	1	5	1366	132,176	50	2,242	2831	267,522	2,024,981	2,242	2,242	2,242	2,024,981	2,242	2,242	
2086			249	5,245	14	292	32	6,172	229,104	5,245	5,245	5,245	229,104	5,245	5,245	
2087			4	65	1	20	1	85	3,940	65	65	65	3,940	65	65	
209	509	35,863	15871	1,302,059	429	34,572	10191	927,439	39,862,887	34,572	34,572	34,572	39,862,887	34,572	34,572	
20911									2,299,933				2,299,933			
20914									623,235				623,235			
20921	1	40	5	106	30	2,775	385	36,460	3,592,250	2,775	2,775	2,775	3,592,250	2,775	2,775	
20923	435	34,349	12617	1,202,148	333	30,460	6340	587,255	33,494,762	30,460	30,460	30,460	33,494,762	30,460	30,460	
2093									39,727				39,727			
2094			2	34	61	1,740	20	1,740	33,118	1,740	1,740	1,740	33,118	1,740	1,740	
2095			76	1,359	18	304	18	1,663	87,106	1,359	1,359	1,359	87,106	1,359	1,359	
2096									286,035				286,035			
2097			377	9,624	3	40	3	9,664	2,388	9,664	9,664	9,664	2,388	9,664	9,664	
2098			2	21	2	21	2	21	2,388	21	21	21	2,388	21	21	
21									721,123				721,123			
211									101,887				101,887			
212									60,324				60,324			
213									3,028				3,028			
214																
22	2	33	193	2,013	13	275	562	8,431	10,752	275	275	275	10,752	275	275	
221			7	61	1	21	108	1,660	1,742	61	61	61	1,742	61	61	
222			43	624	1	21	13	181	1,826	624	624	624	1,826	624	624	
223																
224			2	24	2	24	1	19	43	24	24	24	43	24	24	

FULL NAME OF RESPONDENT -- S00 LINE RAILROAD COMPANY
FOR CALENDAR YEAR 2008
MILES OF ROAD OPERATED - 3267

CODE	REVENUE FREIGHT ORIGINATING ON RESPONDENT'S ROAD		REVENUE FREIGHT RECEIVED FROM CONNECTING CARRIERS		TOTAL REVENUE		GROSS FREIGHT REVENUE				
	* NO. OF * TONS	* NO. OF * TONS	* NO. OF * TONS	* NO. OF * TONS	* NO. OF * TONS	* NO. OF * TONS					
* -A-	* -B-	* -C-	* -D-	* -E-	* -F-	* -G-	* -H-				
* -I-	* -J-	* -K-	* -L-	* -M-	* -N-	* -O-	* -P-				
26613 T	16	343	22	140	6	282	55	3,962	83	4,384	95,661
27			85	1,697	91	1,193	34	570	226	3,803	109,712
271											
272			7	128	4	77	4	78	15	283	10,634
273			22	393	1	1	17	255	40	649	25,581
274	16	343	52	1,097	1	21	12	215	81	1,676	49,272
276											
277											
278			4	79			1	22	1	22	1,208
279					85	1,094			4	79	4,464
28	700	59,214	12036	897,387	24289	2,063,431	52475	5,036,703	85	1,094	18,550
281	481	42,865	6849	560,603	16198	1,459,394	35179	3,490,591	89500	8,056,735	148,209,339
2812	15	1,022	2109	208,306	7499	687,711	23546	2,423,216	58507	5,553,453	102,295,056
28123			34	637	1308	71,814	708	72,795	33169	3,320,255	58,237,957
2813	1	7	205	3,766	15	152	7	487	2050	145,248	2,779,490
2814	1	21	1	35	40	3,495	59	5,544	228	4,412	78,253
2816			4	242	84	3,208	49	2,700	101	9,095	222,085
2818	344	31,397	4069	341,614	3649	336,623	7844	732,144	137	6,150	113,290
28184	185	15,769	3345	279,017	1139	101,867	2466	227,323	15905	1,441,778	28,755,286
2819	120	10,418	79	3,006	4714	419,381	3249	287,514	7135	623,976	13,818,424
28193	99	9,994	2	28	1064	106,112	508	34,484	8162	720,319	13,905,652
282	59	5,326	412	28,985	3132	279,749	13047	1,209,974	1673	150,618	2,745,637
28212			9	147	54	3,151	23	1,522	16650	1,523,974	23,540,224
28213			2	30			32	620	86	4,820	122,708
283			69	473	85	654	2	21	34	650	24,540
284	5	73	323	5,256	62	1,176	136	3,316	156	1,148	37,555
2841			211	3,740	8	312	93	2,662	528	9,821	411,325
285			227	4,403	67	1,956	56	1,137	312	6,528	316,698
286			1	84	15	1,344	8	647	350	7,496	318,497
287	103	9,804	1201	32,063	3486	277,195	2845	275,824	24	2,075	35,661
2871	66	6,478	324	13,430	2441	241,818	2820	273,821	7635	594,826	11,358,629
289	52	1,146	3154	265,520	1244	42,023	1202	55,253	5651	535,547	10,193,189
2892					50	1,000			5652	363,942	10,212,388
28991			1	18	262	21,732	3	65	50	1,000	9,895
29	643	52,230	11983	1,017,111	1219	92,152	4992	421,356	266	21,815	291,912
291	342	25,278	2923	215,910	1104	84,711	3312	266,776	18837	1,582,849	21,296,977
29111			289	25,994					7681	592,675	9,553,919
29112									289	25,994	482,348
29113	1	88	18	436	200	19,028	440	38,790	659	58,342	790,028
29114	2	168	38	2,373	203	13,376	551	44,831	794	60,748	1,322,240
29115											
29116											
29117	6	532	1034	91,286	14	777	1	38	15	815	7,188
29119			177	3,804	78	6,671	784	62,220	1902	160,709	2,147,386
2912	333	24,490	1367	92,017	124	9,689	967	80,220	1268	93,713	1,821,453
295	1	22	206	4,647	485	35,170	569	40,677	2754	192,354	2,983,272
2951			1	19	82	5,443	37	1,570	326	11,682	296,970
2952	1	22	205	4,628	82	5,443	37	1,570	1	1,037	1,037
299	300	26,930	8854	796,554	33	1,998	1643	153,010	325	11,663	295,932
29911			1	7	1	22	3	66	10830	978,492	11,446,087
									5		2,740

SURFACE TRANSPORTATION BOARD
 QUARTERLY REPORT OF FREIGHT COMMODITY STATISTICS

FULL NAME OF RESPONDENT -- S00 LINE RAILROAD COMPANY

FOR CALENDAR YEAR 2008
 MILES OF ROAD OPERATED - 3267

CODE	*-A-	*-B-	*-C-	*-D-	*-E-	*-F-	*-G-	*-H-	*-I-	*-J-	*-K-	*-L-	
	REVENUE FREIGHT ORIGINATING ON RESPONDENTS ROAD	TERMINATING ON LINE	DELIVERED TO CONNECTIONS	NO. OF TONS	*CARLOADS*	NO. OF TONS	REVENUE FREIGHT RECEIVED FROM CONNECTING CARRIERS	DELIVERED TO CONNECTIONS	NO. OF TONS	*CARLOADS*	NO. OF TONS	TOTAL REVENUE FREIGHT CARRIED	GROSS FREIGHT REVENUE
	*-B-	*-C-	*-D-	*-E-	*-F-	*-G-	*-H-	*-I-	*-J-	*-K-	*-L-		
29913	299	26,910	8835	795,880	32	1,976	1120	107,474	10254	930,264		10,725,561	
29914	4	198	2297	28,405	677	10,857	2464	38,746	5442	78,206		102,249	
301	1	10	837	12,948	148	1,424	745	12,979	1731	27,361		4,411,491	
302												1,333,076	
303													
304			23	209	4	44	30	522	2	44		968	
306			132	838	4	82	71	936	207	731		48,545	
307	3	188	1305	14,410	523	9,307	1618	24,309	3449	48,214		204,885	
311			7	45	5	35	5	37	17	117		2,824,014	
312												12,248	
313													
314													
315													
316													
319													
32	1739	190,751	2132	125,137	5048	519,337	6095	500,973	15014	1,336,198		21,561,447	
321			8	151	10	200	17	293	35	644		25,639	
322			538	9,644	18	288	378	20,050	934	29,992		851,316	
3221			337	6,534	12	185	58	1,104	407	7,823		234,378	
324	1025	117,675	593	63,625	3396	366,339	417	39,234	5431	586,873		5,685,859	
32411	1025	117,675	591	63,488	3396	366,339	414	39,169	5426	586,671		5,682,082	
325			41	821	71	3,436	234	6,302	346	10,559		335,219	
3251			1	21	36	2,843	81	2,359	118	5,223		129,224	
32511			1	21	36	2,843	65	2,033	102	4,897		119,216	
3253			4	86	4	59	10	210	18	355		10,699	
3255													
3259			36	714	31	534	143	3,733	210	4,981		195,295	
32594													
326			34	650	359	34,648	250	2,856	284	3,506		312,566	
327	712	72,888	158	11,269	222	17,158	222	17,158	1451	135,963		3,633,485	
3271			5	82	8	57	8	57	13	139		8,162	
3274	712	72,888	102	10,053	35	3,324	35	3,324	849	86,265		2,753,206	
3275			51	1,134	179	13,777	179	13,777	589	49,559		872,116	
328			9	184	18	1,398	42	319	69	1,901		63,970	
329	2	188	751	38,793	1176	113,018	4535	414,761	6464	566,760		10,653,388	
3291			11	157	1	21	13	920	25	1,098		37,821	
3295	2	188	363	22,809	1170	112,775	4310	411,742	5845	547,514		9,836,699	
33	264	23,417	1276	87,855	4003	238,371	16046	1,382,627	21589	1,732,270		38,655,302	
331	264	23,417	1132	75,841	2875	187,188	14521	1,249,376	18792	1,535,822		33,675,417	
33111			34	3,223	36	3,272	36	3,272	70	6,495		140,147	
33112													
33119													
3312	264	23,417	914	64,617	2768	185,598	14391	1,244,588	18337	1,518,220		33,102,478	
33121			4	373	169	3,232	1167	1,12,054	1340	1,115,659		1,658,952	
3313			57	5,538	12	239	9	166	78	5,943		192,717	
3315			127	2,463	95	1,351	85	1,350	307	5,164		240,074	
332	2		2	2,463	245	13,709	18	516	265	14,248		465,809	
33211			244	13,689	16	508	16	508	260	14,197		462,733	

SURFACE TRANSPORTATION BOARD
QUARTERLY REPORT OF FREIGHT COMMODITY STATISTICS

FULL NAME OF RESPONDENT -- SOO LINE RAILROAD COMPANY

FOR CALENDAR YEAR 2008
MILES OF ROAD OPERATED - 3267

CODE	REVENUE FREIGHT ORIGINATING ON RESPONDENT'S ROAD				REVENUE FREIGHT RECEIVED FROM CONNECTING CARRIERS				TOTAL REVENUE FREIGHT CARRIED				GROSS FREIGHT REVENUE -DOLLARS--L-
	* NO. OF TONS -C-	* NO. OF TONS -D-	* NO. OF TONS -E-	* NO. OF TONS -F-	* NO. OF TONS -G-	* NO. OF TONS -H-	* NO. OF TONS -I-	* NO. OF TONS -J-	* NO. OF TONS -K-	* NO. OF TONS -L-	* NO. OF TONS -M-	* NO. OF TONS -N-	
3633		331	3,428	49	365	181	1,730	561	5,523			508,364	
364	3	40	1	3	18	31	330	38	393			21,002	
365	1	7	34	37	250	24	212	96	723			71,201	
366	1	5	11	5	33	31	371	38	420			37,067	
367			7			9	44	10	51			6,072	
369	3	63	559	97	1,593	4	64	137	2,279			63,049	
37	3358	66,067	8064	16649	364,653	42397	884,451	70468	1,463,430			79,557,374	
371	3176	59,195	7135	15963	343,294	38386	796,695	64660	1,323,926			73,994,188	
3711	3172	59,148	6614	13001	258,542	37933	771,891	60720	1,208,567			67,874,831	
37111	316	7,272	196	5534	107,555	25807	518,545	31853	637,903			34,733,839	
37112	2856	51,876	6397	7250	146,731	10671	223,657	27174	536,549			31,385,239	
37113				6				6	59			3,428	
3712													
3713													
3714	4	47	521	2962	84,752	453	24,804	3940	115,359			6,119,357	
37147	2	6	5	19	1,195	2	29	24	1,235			33,226	
3715													
372			27	2	16	2	12	31	512			11,131	
373			46	2	3			48	887			26,337	
374	182	6,872	855	677	21,284	4006	87,702	5720	137,885			5,519,319	
37422	149	3,160	797	616	14,745	3831	72,835	5393	110,419			4,984,319	
375				2	18			2	18			1,164	
376													
379			1	3	38	3	42	7	102			5,231	
38			41	124	2,286	38	378	203	3,009			90,407	
381													
382													
383													
384			41	13	91	38	378	92	814			42,148	
385													
386													
39	4	62	523	53	511	440	5,160	1020	12,395			48,259	
391													
393			1	12				1	12			1,082	
394	4	62	343	36	283	222	1,208	605	5,069			396,873	
3949	4	62	182	12	156	180	942	378	3,472			271,563	
395			2	35		4	81	6	116			4,045	
396			2	30	29	9		6	68			2,717	
399	2678	281,501	175	15	199	212	3,862	402	7,130			349,739	
40	1788	204,788	7517	1784	66,961	2762	219,712	14741	1,214,110			22,716,971	
401			1017	1	28			2806	320,230			4,068,957	
402	890	76,713	6500	1783	66,933	2762	219,712	11935	893,880			18,648,014	
4021	880	76,195	5520	1230	52,757	2511	206,081	10141	813,531			16,662,184	
40211	873	76,048	5457	363	33,838	2399	202,409	9092	789,590			16,020,196	
4022	4	84	60	4	84	59	1,253	127	2,685			82,618	
4024			760	394	9,347	75	4,060	1229	55,720			1,337,702	
4026			15	26	567	14	197	55	1,024			37,773	
41	4	47	36	54	1,705	134	2,953	228	5,572			225,827	
411	4	47	36	49	1,520	134	2,953	223	5,387			224,860	

FULL NAME OF RESPONDENT -- SOO LINE RAILROAD COMPANY

FOR CALENDAR YEAR 2008
MILES OF ROAD OPERATED - 3267

CODE	*-A-	*-B-	*-C-	*-D-	*-E-	*-F-	*-G-	*-H-	*-I-	*-J-	*-K-	*-L-
	REVENUE FREIGHT ORIGINATING ON RESPONDENT'S ROAD	TERMINATING ON LINE	DELIVERED TO CONNECTIONS	NO. OF TONS	TOTAL FREIGHT CARRIED	GROSS FREIGHT REVENUE						
	*-D-	*-E-	*-F-	*-G-	*-H-	*-I-	*-J-	*-K-	*-L-	*-M-	*-N-	*-O-
41111	19	13	519	9	190	41	631	64	1,359			61,187
41114	13	13	188	7	324	16	199	36	1,711			27,095
41115	13	5	91	14	780	5	100	26	984			39,251
412	38	7666	238	5	185			5	185			966
421	3			4364	89	1089	4,866	32428	5,231			6,529,355
422	35	7654	58	4356	3	1045	4,060	37	714			33,750
423	1	12	180	7	86			29	4,153			6,473,356
44	38	763	10,482	378	6,246	1	10	1145	16,776			22,248
441	38	763	10,482	378	6,246	1	10	1145	16,776			298,357
45				3	50			11	172			7,562
451				3	50			11	172			7,562
46	183,830	93491	1,440,874	84952	1,266,713	1216	17,391	192365	2,908,808			63,750,079
461	12706	93464	1,440,514	84949	1,266,668	1126	16,407	192245	2,907,419			63,654,543
462		27	360	3	45		90	120	1,389			95,536
GT CL T	3,171,778	265303	14,442,647	239940	14,449,894	225824	16,522,394	797063	48,586,713			874,233,811
47	194	5	83					15	277			9,131
471	10	5	83					15	277			9,131
TOTAL T	3,171,972	265308	14,442,730	239940	14,449,894	225824	16,522,394	797078	48,586,990			874,242,942

REPORT OF RAILROAD EMPLOYEES SERVICE AND COMPENSATION
FOR THE YEAR 2008
MILES OF LINE COVERED BY THIS REPORT XXXXXXXX

FULL NAME OF REPORTING COMPANY - SOO LINE RAILROAD

I.C.C. WAGE STATISTICS
FORM A NO RB

AVERAGE NUMBER OF EMPLOYEES MID MONTH	TOTAL NUMBER OF EMPLOYEES PAID	HOURS				COMPENSATION			
		STRAIGHT TIME PAID FOR	OVERTIME RATES	VACATION & OTHER ALLOWANCE	TOTAL TIME PAID FOR	STRAIGHT TIME PAID FOR	OVERTIME PUNITIVE RATES	VACATION & OTHER ALLOWANCE	TOTAL TIME PAID FOR
101 EXECUTIVES AND GENERAL OFFICER	3	8,032.00	0	352	8,384	653,533	0	23,935	677,468
102 CORPORATE STAFF MANAGERS	46	88,216.00	0	5,832	94,048	4,448,520	0	228,102	4,676,622
103 REGIONAL AND DIVISION OFFICERS	14	28,200.00	0	1,496	29,696	1,175,023	0	63,660	1,238,683
104 TRANSPORTATION OFFICERS/MGRS	82	163,732	0	10,288	174,020	7,197,051	0	368,934	7,565,985
SUBTOTAL	144	288,148	0	17,968	306,116	13,474,127	0	704,630	14,178,757
201 PROFESSIONALS	55	110,238.00	0	5,712	115,950	4,540,864	0	213,678	4,754,532
202 SUBPROFESSIONALS	52	107,333.00	0	5,544	112,877	3,864,157	0	183,842	4,048,000
203 AUDITORS TRLV AUDITOR ACCNTS	5	10,552.00	0	784	11,336	386,874	0	22,034	408,908
204 GNL AND ADMIN SUPERVISORS	35	88,816.00	0	4,576	93,392	2,712,220	0	144,549	2,856,769
205 SLS AND TRAFFIC REPS AND AGNTS	13	25,304.00	0	1,064	26,368	993,548	0	38,189	1,031,737
206 FRT CLM AGNTS AND INVESTIGAT	4	8,032.00	0	352	8,384	356,809	0	14,168	370,976
208 LIEUTENANTS & SRGNT POLICE	3	5,312.00	0	448	5,760	224,521	0	14,422	238,943
209 POLICE OFCRS, WATCHM, GUARDS	10	21,152.00	0	984	22,136	678,466	0	29,798	708,263
210 INSPECTORS	4	8,032.00	0	352	8,384	271,256	0	10,990	282,246
212 CLEVELER TECH & SPECIALISTS	30	53,209.17	1,471	12,669	67,348	1,236,320	51,761	274,821	1,562,902
213 OFFICE MACH & DATA EQUIP OPER	1	1,530.75	34	1,444	1,709	29,532	1,050	2,827	33,409
214 SECRETARIES, STENOS & TYPISTS	18	35,931.50	490	3,841	40,263	857,728	17,147	91,206	966,081
215 GENERAL AND OTHER CLERKS	82	143,780.97	14,446	36,412	194,639	3,140,064	465,801	824,068	4,429,934
217 BUILDING AND OFFICE ATTENDANTS	9	17,521.33	2,731	3,148	23,400	326,307	80,853	60,804	467,964
219 MOTOR VEHICLE OPERATORS	1	1,776.50	515	216	2,508	36,811	15,987	4,505	57,303
SUBTOTAL	322	612,921	19,687	76,245	708,853	19,675,466	632,601	1,929,899	22,237,965
301 SPRV OF MOW, COMM & SIGNALS	29	56,333	939	23,408	60,680	2,183,187	32,079	197,299	2,412,565
302 MOW,STRUC,COMM,SGNL,SCALE INSP	33	61,917.05	4,737	33,346	100,001	1,478,563	156,312	235,210	1,870,086
303 BRIDGE & BUILDING GANG FOREMAN	38	72,349.50	5,496	10,495	88,340	1,466,415	188,235	208,788	1,843,438
304 BRIDGE & BUILDING CARPENTERS	20	36,195.50	955	6,292	43,442	693,492	27,199	102,013	822,704
307 MASON, BRICKLAYRS, PLSTRS, PLUMB	16	12,402.16	1,960	9,524	16,886	615,343	56,807	71,743	743,893
308 BRIDGE & BLDNG HLPRS & APPREN	8	12,402.16	639	9,075	12,116	223,044	16,990	41,980	282,014
310 TRACK GANG FOREMEN	54	102,051.34	12,689	12,862	127,613	2,346,462	390,464	273,522	3,010,469
311 GANG OR SECTION FOREMAN	71	129,621.58	16,037	20,257	165,915	2,539,450	476,222	398,295	3,413,967
312 EXTRA GANG LABORERS	50	93,153.50	5,360	16,125	114,638	1,660,314	141,810	318,975	2,121,099
313 SECTION LABORERS	44	79,473.00	7,006	14,420	100,899	1,437,656	190,353	250,631	1,878,641
314 MACHINE OPERATORS	119	232,224.60	13,693	29,590	275,507	4,566,985	403,993	626,832	5,597,809
316 SIGNALMEN & SIGNAL MAINTAINER	48	88,823.50	7,557	106,888	203,268	2,098,546	268,895	363,997	2,731,437
317 LINEMEN, GROUND MEN, COMM CRAFT	22	46,129.10	1,377	4,797	52,304	1,140,198	47,928	114,114	1,302,240
318 ASST SIGNALMN & ASST SGNL MAINT	7	13,786.00	338	896	15,020	282,357	10,575	18,671	311,603
SUBTOTAL	560	1,056,599	78,793	297,973	1,433,365	22,732,070	2,387,884	3,222,070	28,341,964
401 SPRV & GNL FRMN, MAINT OF EOP	28	58,894.50	7	2,320	61,222	1,940,884	310	73,809	2,015,003
405 STOREKEEPER	10	16,227	1,336	4,119	21,682	359,101	45,597	85,929	490,627
408 BOILERMAKERS	3	4,604.50	436	896	5,937	110,838	15,362	20,782	146,982
409 CARMEN (FREIGHT)	143	266,276.45	35,450	34,327	336,054	5,992,566	1,210,424	841,783	8,044,773
410 CARMEN (OTHER)	25	46,813.96	5,322	5,920	58,056	1,056,246	185,721	148,967	1,390,935
411 ELECTRICAL WORKERS (A)	37	69,726.25	8,945	8,889	87,560	1,688,911	308,208	207,468	2,204,587
414 MACHINISTS	97	176,827.25	20,245	23,469	220,541	4,130,466	697,518	529,457	5,357,431
415 SHEET METAL WORKERS	2	3,524.50	969	640	5,133	83,808	33,288	14,641	131,737
416 SKILLED TRADES, HLPRS, MAINT EQ	28	64,400.00	1,860	9,354	65,654	1,480,682	62,443	232,060	1,775,185
419 LABORERS: SHOP, ENGHOUSE, PWR	37	58,409.80	6,652	8,000	65,062	1,357,220	181,318	150,447	1,698,985
423 STATIONARY FIREMEN	1	1,727.00	396	320	2,443	36,190	11,969	6,486	54,644
SUBTOTAL	409	767,471	81,617	98,254	947,343	18,236,902	2,762,158	2,311,830	23,310,890
501 TRANS SPRV & CHF TRN DISPATCHER	2	3,955.50	936	411	5,282	149,526	43,282	13,123	205,930
502 TRAIN DISPATCHERS	46	82,174.67	5,305	14,966	102,475	2,599,219	241,240	421,735	3,252,193
505 CLRK OP, TOWERMAN, TRN DIRECTO	9	16,869	2,147	3,256	22,272	350,207	68,288	64,603	483,098
519 BRIDGE OPERATORS & HELPERS	9	17,277.90	1,551	3,104	21,933	311,801	42,340	61,944	416,084
521 YARD CLERKS	16	25,318.48	3,150	8,665	37,134	540,950	101,247	173,685	815,882
522 CREW DISPATCHERS	25	40,309.50	2,957	11,134	54,401	838,863	94,920	222,171	1,155,954
523 YARDMASTERS & ASST YRDMSTRS	42	70,860.83	6,555	16,769	94,185	2,061,209	275,745	469,127	2,806,080
SUBTOTAL	150	256,746	22,601	58,335	337,682	6,841,775	867,081	1,426,386	9,135,222
TOTAL	1,585	2,981,917	202,698	546,776	3,733,390	80,960,281	6,649,703	9,594,815	97,204,799

REPORT OF RAILROAD EMPLOYEES SERVICE AND COMPENSATION
FOR THE YEAR 2008
MILES OF LINE COVERED BY THIS REPORT XXXXXX

Soo Form B - No RB

I.C.C. WAGE STATISTICS
FORM B NO RB

	AVERAGE NUMBER OF EMPLOYEES MID-MONTH	TOTAL NUMBER OF EMPLOYEES PAID	STRAIGHT TIME WORKED	STRAIGHT TIME PAID FOR	HOURS		CONSTRICTIVE ALLOWANCES, VACATION ETC.	TOTAL (PAID+OT + ETC.)
					OVERTIME PUNITIVE RATES	CONSTRICTIVE ALLOWANCES, VACATION ETC.		
601 SWITCHTENDERS			25	25	1	0	25	
605 INSIDE HOSTLER	5	5	8,328.75	8,329	508	2,128	10,965	
608 ROAD FREIGHT CONDUCTORS	242	258	692,100.00	692,100.00	47,104.37	111,782	850,987	
609 ROAD FREIGHT CONDUCTORS (LOCAL	46	49	114,845.34	114,845.34	26,683.23	22,527.12	164,055.69	
612 ROAD FRT BRKMN & FLGMN (THROUG			238	237.58	10.28	310.58	558.44	
613 RD FRT BRKMN & FLGMN (LOCAL &	11	67	29,445.21	29,445	7,139	5,296.63	41,881.15	
614 YD CONDUCTORS & YD FRMN	154	157	265,877.68	265,877.68	54,091.56	77,293	397,263	
615 YD BRKMN & YD HLPRS	74	80	161,940.96	161,940.96	24,925.61	25,433.94	212,300.51	
617 RD FRT ENGINEERS(THROUGH FRT)	254	270	711,432.62	711,432.62	18,299.57	129,393.38	859,125.57	
618 RD FRT ENGINEERS (LOCAL & WAY	43	44	110,581.54	110,581.54	25,827.68	17,929.62	154,338.84	
619 YARD ENGINEERS	131	140	265,086.70	265,086.70	36,613.96	43,616.50	345,317.16	
SOO FORM B NO RB	959	1,069	2,359,901	2,359,901	241,204	435,712	3,036,817	
SOO FORM A&B NO RB	2,545	2,754	5,341,818	5,341,818	443,902	984,487	6,770,207	

SOO LINE RAILROAD
REPORT OF RAILROAD EMPLOYEES SERVICE AND COMPENSATION
FOR THE YEAR 2008
MILES OF LINE COVERED BY THIS REPORT XXXXXX

Soo Form B - No RB

I.C.C. WAGE STATISTICS
FORM B NO RB

	COMPENSATION				MILES		
	STRAIGHT TIME PAID FOR	OVERTIME PUNITIVE RATES	VACATION & OTHER ALLOWANCE	TOTAL TIME PAID FOR	ACTUALLY RUN	PAID FOR NOT RUN	# OF TRIPS AT LEAST MIN. DAY PAY
601 SWITCHTENDERS	424	15	0	439	307	300	3
605 INSIDE HOSTLER	173,075	15,740	41,216	230,031	137,053	104,100	1,219
608 ROAD FREIGHT CONDUCTORS	11,394,812	1,071,103	5,686,791	18,152,705	10,507,146	632,825	54,803
609 ROAD FREIGHT CONDUCTORS (LOCAL	2,069,031	866,091	740,595	3,675,717	1,793,894	1,206,325	10,049
612 ROAD FRT BRKMN & FLGMN (THROUG	3,212	214	37,615	41,042	6,900	3,751	37
613 RD FRT BRKMN & FLGMN (LOCAL &	2,700,837	219,219	179,527	3,099,582	453,350	305,248	2,568
614 YD CONDUCTORS & YD FRMN	5,321,547	1,832,632	2,337,195	9,491,373	4,579,233	2,935,292	38,200
615 YD BRKMN & YD HLPRS	3,262,078	831,033	741,273	4,834,384	2,466,477	1,837,622	21,028
617 RD FRT ENGINEERS(THROUGH FRT)	16,077,162	634,677	4,015,264	20,727,103	10,535,904	1,054,777	57,569
618 RD FRT ENGINEERS (LOCAL & WAY	2,165,431	961,382	637,481	3,764,294	1,636,332	1,112,551	9,678
619 YARD ENGINEERS	5,998,817	1,377,704	1,526,647	8,903,167	3,932,404	2,928,184	32,112
SOO FORM B NO RB	49,166,425	7,809,810	15,943,604	72,919,839	36,049,001.46	12,120,975.02	227,266.00
SOO FORM A&B NO RB	130,126,706.13	14,459,512.95	25,538,418.95	170,124,638.03	36,049,001.46	12,120,975.02	227,266.00

Class I Railroad Annual Report

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



**To The
Surface Transportation Board**

For the Year Ending December 31, 2008

NOTICE

1. This report is required for every class I railroad operating within the United States. Three copies of this Annual Report should be completed. Two of the copies must be filed with the Surface Transportation Board, Office of Economics, Environmental Analysis, and Administration, The Mercury Building, 1925 K St. N.W., Suite 500, Washington, DC 20423, by March 31 of the year following that for which the report is made. One copy should be retained by the carrier.
2. Every inquiry must be definitely answered. Where the word "none" truly and completely states the fact, it should be given as the answer. If any inquiry is inapplicable, the words "not applicable" should be used.
3. Wherever the space provided in the schedules is insufficient to permit a full and complete statement of the requested information, inserts should be prepared and appropriately identified by the number of the schedule.
4. All entries should be made in a permanent black ink or typed. Those of a contrary character must be indicated in parenthesis. Items of an unusual character must be indicated by appropriate symbols and explained in footnotes.
5. Money items, except averages, throughout the annual report form should be shown in thousands of dollars adjusted to accord with footings. Totals for amounts reported in subsidiary accounts included in supporting schedules must be in agreement with related primary accounts. For purposes of rounding, amounts of \$500 but less than \$1,000 should be raised to the nearest thousand dollars, and amounts of less than \$500 should be lowered.
6. Except where the context clearly indicates some other meaning, the following terms when used in this Form have the following meanings:
 - (a) Board means *Surface Transportation Board*.
 - (b) Respondent means *the person or corporation in whose behalf the report is made*.
 - (c) Year means *the year ended December 31 for which the report is being made*.
 - (d) Close of the Year means *the close of business on December 31 for the year in which the report is being made*. If the report is made for a shorter period than one year, it means *the close of the period covered by the report*.
 - (e) Beginning of the Year means *the beginning of business on January 1 of the year for which the report is being made*. If the report is made for a shorter period than one year, it means *the beginning of that period*.
 - (f) Preceding Year means *the year ended December 31 of the year preceding the year for which the report is made*.
 - (g) The Uniform System of Accounts for Railroad Companies means *the system of accounts in Part 1201 of Title 49, Code of Federal Regulations, as amended*.
7. The ICC Termination Act of 1995 abolished the Interstate Commerce Commission and replaced it with the Surface Transportation Board. Any references to the Interstate Commerce Commission or Commission contained in this report refer to the Surface Transportation Board.
8. Any references to the Bureau of Accounts or the Office of Economics contained in this report refer to the Office of Economics, Environmental Analysis, and Administration of the Surface Transportation Board.
9. NOTE - An additional line has been added to Schedule 755 (Line 134) effective with the 2004 R-1. Also note that the instructions for completion of Schedule 755 now have two additional items (Instructions U and V).
10. NOTE - The columns in Schedule 710-Distribution of Locomotive Units In Service of Respondent At Close Of Year, Disregarding Year Of Rebuilding have been revised to reflect new five year periods.
11. NOTE - The following supplemental information about STB information collections is provided in compliance with OMB requirements and pursuant to the Paperwork Reduction Act of 1995, 44 U.S.C. 3501 et seq.:

ANNUAL REPORT

OF

SOO LINE RAILROAD COMPANY

TO THE

SURFACE TRANSPORTATION BOARD

FOR THE

YEAR ENDED DECEMBER 31, 2008

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

(Name) **JOHN J. HUBER**

(Title) **VP Finance and Controller**

(Telephone number)

(612) 851-5629

(area code) (telephone number)

(Office address)

501 MARQUETTE AVENUE, SUITE 1425, MINNEAPOLIS, MN 55402

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

TABLE OF CONTENTS

	Schedule	Page
Schedules Omitted by Respondent	A	1
Identity of Respondent	B	2
Voting Powers and Elections	C	3
Comparative Statement of Financial Position	200	5
Results of Operations	210	16
Retained Earnings - Unappropriated	220	19
Capital Stock	230	20
Statement of Changes in Financial Position	240	21
Working Capital Information	245	23
Investments and Advances - Affiliated Companies	310	26
Investments in Common Stock of affiliated Companies	310A	30
Road Property and Equipment and Improvements to Leased Property and Equipment	330	32
Depreciation Base and Rates - Road and Equipment Owned and Used and Leased from Others	332	34
Accumulated Depreciation - Road and Equipment Owned and Used	335	35
Accrued Liability - Leased Property	339	36
Depreciation Base and Rates - Improvements to Road and Equipment Leased from Others	340	37
Accumulated Depreciation - Improvements to Road and Equipment Leased from Others	342	38
Depreciation Base and Rates - Road and Equipment Leased to Others	350	40
Accumulated Depreciation - Road and Equipment Leased to Others	351	41
Investment in Railroad Property Used in Transportation Service (By Company)	352A	42
Investment in Railroad Property Used in Transportation Service (By Property Accounts)	352B	43
Railway Operating Expenses	410	45
Way and Structures	412	52
Rent for Interchanged Freight Train Cars and Other Freight Carrying Equipment	414	53
Supporting Schedule - Equipment	415	56
Supporting Schedule - Road	416	58
Specialized Service Subschedule - Transportation	417	60
Supporting Schedule - Capital Leases	418	61
Analysis of Taxes	450	63
Items in Selected Income and Retained Earnings Accounts for the Year	460	65
Guaranties and Suretyships	501	66
Compensating Balances and Short-Term Borrowing Arrangements	502	67
Separation of Debtholdings Between Road Property and Equipment	510	69
Transactions Between Respondent and Companies or Persons Affiliated with Respondent for Services Received or Provided	512	72
Rail Laid in Replacement (Old Schedule)	515	72A
Mileage Operated at Close of Year	700	74
Miles of Road at Close of Year - By States and Territories (Single Track)	702	75
Inventory of Equipment	710	78
Unit Cost of Equipment Installed During the Year	710S	84
Track and Traffic Conditions	720	85
Ties Laid in Replacement	721	86
Ties Laid in Additional Tracks and in New Lines and Extensions	722	87
Rails Laid in Replacement	723	88
Rails Laid in Additional Tracks and in New Lines and Extensions	724	89
Weight of Rail	725	90
Summary of Track Replacements	726	91
Railroad Operating Statistics	755	94
Verification		98
Memoranda		99
Index		100

SPECIAL NOTICE

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

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

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

A. SCHEDULES OMITTED BY RESPONDENT

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

Page	Schedule No.	Title
		NONE

B. IDENTITY OF RESPONDENT

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

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

1. Exact Name of common carrier making this report: Soo Line Railroad Company

2. Date of incorporation: October 19, 1949

3. Under laws of what Government, State, or Territory organized? If more than one, name all. If in bankruptcy, give court of jurisdiction and dates of beginning of receivership and of appointment of receivers or trustees:
Originally organized under the Minnesota Business Corporation Act, Chapter 300, Laws of Minnesota, 1933, as amended. Now governed by the new Minnesota Business Corporation Act, Chapter 302A, effective January 1, 1984.

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

STOCKHOLDERS' REPORTS

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

Check appropriate box:

Two copies are attached to this report.

Two copies will be submitted on: _____ (date)

No annual report to stockholders is prepared.

C. VOTING POWERS AND ELECTIONS

- 1 State the par value of each share of stock: Common \$ 0.01 per share, first preferred \$ N/A per share, second preferred \$ N/A per share, debenture stock \$ N/A per share.
2. State whether or not each share of stock has the right to one vote. If not, give full particulars in a footnote **Yes**
3. Are voting rights proportional to holdings: **Yes**
If no, state in a footnote the relation between holdings and corresponding voting rights.
4. Are voting rights attached to any securities other than stocks **No**. If yes, name in a footnote each security, other than stock, to which voting rights are attached (as of the close of the year), and state in detail the relation between holdings and corresponding voting rights, indicating whether voting rights are actual or contingent, and if contingent, showing the contingency.
5. Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method **No**. If yes, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.
6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing
Stock books not closed, last compiled December 31, 1984.
7. State the total voting power of all security holders of the respondent at the date of such closing if within one year of the date of such filing; if not, state as of the close of the year **5,000,000** votes as of (date) **December 31, 2008.**
8. State the total number of stockholders of record as of the date shown in answer to inquiry No. 7: **One (1)** stockholder.
9. Give the names of the 30 security holders of the respondent who, at the date of the latest closing of the stock book or compilation of the list of stockholders of the respondent (if within one year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each, his or her address, the number of votes he or she would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he or she was entitled, with respect to securities held by him or her, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities (stating in a footnote the names of such other securities, if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreements, give as supplemental information the names and addresses of the 30 largest holders of the voting trust certificates and the amount of their individual holdings. *If the stock book was not closed or the list of stockholders compiled within such year, show such 30 security holders as of the close of the year.*

Line No.	Name of security holder (a)	Address of security holder (b)	Number of votes to which security holder was entitled (c)	Number of votes, classified with respect to securities on which based			Line No.
				Stock			
				Class A Common (d)	Preferred Second (e)	First (f)	
1	Soo Line Corporation	501 Marquette Avenue	5,000,000	5,000,000	N/A	N/A	1
2		Suite 1525					2
3		Minneapolis, MN 55402					3
4							4
5							5
6							6
7							7
8							8
9							9
10							10
11							11
12							12
13							13
14							14
15							15
16							16
17							17
18							18
19							19
20							20
21							21
22							22
23							23
24							24
25							25
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent: **5,000,000** votes cast.
11. Give the date of such meeting: **October 30, 2008**
12. Give the place of such meeting: **N/A***

NOTES AND REMARKS

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

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

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
Current Assets						
1		701	Cash	7,178	5,735	1
2		702	Temporary Cash Investments	0	0	2
3		703	Special Deposits	936	0	3
Accounts Receivable						
4		704	- Loan and Notes	0	0	4
5		705	- Interline and Other Balances	3,711	12,324	5
6		706	- Customers	42,405	51,417	6
7		707	- Other	5,373	8,963	7
8		709, 708	- Accrued Accounts Receivables	25,770	37,105	8
9		708.5	- Receivables from Affiliated Companies	43,421	43,630	9
10		709.5	- Less: Allowance for Uncollectible Accounts	(4,835)	(4,680)	10
11		710, 711, 714	Working Funds, Prepayments & Deferred Income Tax Debits	36,543	30,640	11
12		712	Materials and Supplies	17,084	18,867	12
13		713	Other Current Assets	772	520	13
14			TOTAL CURRENT ASSETS	178,358	204,521	14
Other Assets						
15		715, 716, 717	Special Funds	0	0	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310 and 310A)	226,184	89,615	16
17		722, 723	Other Investments and Advances	0	0	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities-Cr.	0	0	18
19		737, 738	Property Used in Other than Carrier Operation (less Depreciation) \$ 0	1,332	1,332	19
20		739, 741	Other Assets	26,466	26,998	20
21		743	Other Deferred Debits	3,212	3,206	21
22		744	Accumulated Deferred Income Tax Debits	0	0	22
23			TOTAL OTHER ASSETS	257,194	121,151	23
Road and Equipment						
24		731, 732	Road (Schedule 330) L-30 Col. h & b	1,272,954	1,203,174	24
25		731, 732	Equipment (Schedule 330) L-39 Col. h & b	560,935	561,405	25
26		731, 732	Unallocated Items	16,809	17,146	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(561,867)	(536,568)	27
28			NET ROAD AND EQUIPMENT	1,288,831	1,245,157	28
29			TOTAL ASSETS	1,724,383	1,570,829	29

NOTES AND REMARKS

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

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
Current Liabilities						
30		751	Loans and Notes Payable	0	29,978	30
31		752	Accounts Payable: Interline and Other Balances	2,128	1,600	31
32		753	Audited Accounts and Wages	20,142	15,069	32
33		754	Other Accounts Payable	380	311	33
34		755, 756	Interest and Dividends Payable	1,541	1,561	34
35		757	Payables to Affiliated Companies	84,664	39,689	35
36		759	Accrued Accounts Payable	113,631	150,346	36
37		760, 761, 761.5, 762	Taxes Accrued	9,596	23,579	37
38		763	Other Current Liabilities	7,899	4,503	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	5,346	4,716	39
40			TOTAL CURRENT LIABILITIES	245,327	271,352	40
Non-Current Liabilities						
41		765, 767	Funded Debt Unmatured	0	0	41
42		766	Equipment Obligations	0	0	42
43		766.5	Capitalized Lease Obligations	21,794	27,067	43
44		768	Debt in Default	0	0	44
45		769	Accounts Payable: Affiliated Companies	584,600	519,600	45
46		770.1, 770.2	Unamortized Debt Premium	0	0	46
47		781	Interest in Default	0	0	47
48		783	Deferred Revenues-Transfers from Government Authorities	2,879	3,247	48
49		786	Accumulated Deferred Income Tax Credits	254,289	240,172	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	226,456	204,528	50
51			TOTAL NONCURRENT LIABILITIES	1,090,018	994,614	51
Shareholders' Equity						
52		791, 792	Total Capital Stock (Schedule 230)	243,894	243,894	52
53			Common Stock	243,894	243,894	53
54			Preferred Stock	0	0	54
55			Discount on Capital Stock	0	0	55
56		794, 795	Additional Capital (Schedule 230)	691	474	56
Retained Earnings:						
57		797	Appropriated	0	0	57
58		798	Unappropriated (Schedule 220)	144,453	60,495	58
59		798.1	Net Unrealized Loss on Noncurrent Marketing Equity Securities	0	0	59
60		798.5	Less Treasury Stock	0	0	60
61			Net Shareholders' Equity	389,038	304,863	61
62			TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	1,724,383	1,570,829	62

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES

(Dollars in thousands)

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

1. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking funds, pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts: \$ N/A
2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made: **See Schedule 450 Footnotes, Page 64.**
3. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year: **See Note 10 on Pages 9, 10, 11 and 12.**

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund: **See Note 10 on Pages 9, 10, 11 and 12.**

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

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

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

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

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

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

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

If yes, give number of the shares for each class of stock or other security N/A

(ii) Are voting rights attached to any securities held by the pension plan? Specify: Yes No

If yes, who determines how stock is voted? **Investment Manager**
4. State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610): Yes No
5. (a) The amount of employers contribution to employee stock ownership plans for the current year was: \$ 947

(b) The amount of investment tax credit used to reduce current income tax expense resulting from contributions to qualified employee stock ownership plans for the current year was: \$ N/A
6. In reference to Docket No. 37465, specify the total amount of business entertainment expenditures charged to the non-operating expense account: \$ N/A

Continued on following page

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

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

Disclose the nature and amount of contingency that is material.

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

See Footnote 9 on Page 9.

(a) Changes in Valuation Accounts.

N/A

8. Marketable Equity Securities.

N/A

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

(b) At 12/31/08, gross unrealized gains and losses pertaining to marketable equity securities were as follows:

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

(c) A net unrealized gain (loss) of \$ - on the sale of marketable equity securities was included in net income for (year). The cost of securities was based on the - (method) cost of all the shares of each security held at time of sale.

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

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

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

NOTES TO FINANCIAL STATEMENTS

9. COMMITMENTS AND CONTINGENT LIABILITIES

Under the requirements of the Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 ("Superfund") and comparable state laws, SOO is potentially liable for the cleanup costs of various contaminated sites identified by the U.S. Environmental Protection Agency ("EPA") and comparable state agencies. SOO has been or could be notified by the EPA and state agencies that it is a Potentially Responsible Party ("PRP") for study and cleanup costs at certain sites. In some of these instances, SOO is one of numerous PRP's. In certain cases, future environmental-related expenditures cannot be quantified due to the uncertainty of the cleanup standards, methods to be used, and the number of other PRP's involved. SOO believes its December 31, 2008 undiscounted accruals are adequate to cover known liabilities which are probable and estimable.

10. PENSION AND OTHER EMPLOYEE BENEFITS

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

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

SOO also provides certain post retirement benefits other than pensions for both union and nonunion employees, consisting of major medical coverage to age 65 and life insurance, both based on age and service requirements. During 2008, six unions representing approximately 300 active employees ratified changes to their collective bargaining agreements, which resulted in their postretirement healthcare benefits being administered by a multi-employer plan. These ratifications are in addition to six other unions which ratified the same change in 2007. As a result of the ratifications, SOO is now required to recognize net postretirement benefit cost the required contributions for the period. Therefore, in 2008 and 2007 SOO reduced its liability by \$4,549 and \$10,155 respectively.

SOO previously adopted the recognition and disclosure requirements of SFAS No. 158 as of December 31, 2006. As a result of the adoption of SFAS No. 158, SOO has recorded a cumulative effect adjustment as a component of Accumulated Other Comprehensive Income (Loss) within Shareholder's Equity. SOO's disclosures for the year ended December 31, 2006, also reflect the revised accounting and disclosure requirements for SFAS No. 158. The following illustrates the status of each of these benefit plans as of SOO's December 31 financial statement date. The measurement for the Postretirement Other than Pension Benefit Plans is December 31. As required by SFAS No. 158, as of December 31, 2008, SOO uses the fiscal year end as the measurement date for all benefit plans.

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

Change in Benefit Obligation	Management Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2008	2007	2008	2007	2008	2007
Benefit obligation at beginning of year	\$122,750	\$118,588	\$2,017	\$2,109	\$41,824	\$58,269
Service cost	1,745	1,726	108	110	847	1,435
Interest cost	7,175	6,779	98	100	2,078	2,941
Participant contributions	0	0	0	0	230	214
Terminations	0	0	0	0	(4,549)	(10,155)
Measurement date change	743	0	17	0	0	0
Actuarial loss (gain)	1,422	3,239	(168)	57	(2,614)	(7,534)
Benefits paid	(8,477)	(7,582)	(234)	(359)	(4,877)	(3,346)
Benefit obligation at end of year	<u>\$125,358</u>	<u>\$122,750</u>	<u>\$1,838</u>	<u>\$2,017</u>	<u>\$32,939</u>	<u>\$41,824</u>

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

10. PENSION AND OTHER EMPLOYEE BENEFITS (Continued)

	Management Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2008	2007	2008	2007	2008	2007
Change in Plan Assets						
Fair value of plan assets at beginning of year	\$98,210	\$90,449	\$1,580	\$1,711	\$0	\$0
Actual return on plan assets	(31,086)	5,607	(234)	48	0	0
Participant contributions	0	0	0	0	230	214
Employer contribution	8,668	9,736	240	180	4,647	3,132
Benefits paid	(8,477)	(7,582)	(234)	(359)	(4,877)	(3,346)
Fair value of plan assets at end of year	<u>\$67,315</u>	<u>\$98,210</u>	<u>\$1,352</u>	<u>\$1,580</u>	<u>\$0</u>	<u>\$0</u>
Funded status at end of year	<u>(\$58,043)</u>	<u>(\$24,540)</u>	<u>(\$486)</u>	<u>(\$437)</u>	<u>(\$32,939)</u>	<u>(\$41,824)</u>
Amounts recognized in the Statement of Financial Position consist of:						
Noncurrent assets	11,874	6,954	0	0	0	0
Accrued benefit cost	0	0	(871)	(1,100)	0	0
Noncurrent liabilities	(69,917)	(31,494)	386	663	(7,145)	(9,950)
Deferred tax benefit	27,127	12,352	(150)	(260)	2,772	3,902
Accumulated other comprehensive income (loss)	<u>42,790</u>	<u>19,142</u>	<u>(236)</u>	<u>(403)</u>	<u>4,373</u>	<u>6,048</u>
	\$11,874	\$6,954	(\$871)	(\$1,100)	\$0	\$0
Amount contributed after measurement date	0	2,900	0	0	0	0
Net amount recognized	<u>\$11,874</u>	<u>\$9,854</u>	<u>(\$871)</u>	<u>(\$1,100)</u>	<u>\$0</u>	<u>\$0</u>

In 2007 SOO made contributions to the management pension plan after the measurement date of November 30, but prior to December 31. The December 2007 contribution was \$2.9 million. The December 2007 contribution is included in the 2008 employer contribution in the change in plan assets table above.

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

	Management Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2008	2007	2008	2007	2008	2007
Net loss (gain)	\$69,676	\$31,076	(\$386)	(\$663)	(\$7,627)	\$10,591
Prior service cost (credit)	241	418	0	0	482	(641)
	<u>\$69,917</u>	<u>\$31,494</u>	<u>(\$386)</u>	<u>(\$663)</u>	<u>(\$7,145)</u>	<u>\$9,950</u>

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

	Management Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2008	2007	2008	2007	2008	2007
Projected benefit obligation	\$125,357	\$122,750	\$1,838	\$2,017	\$0	\$0
Accumulated benefit obligation	118,940	115,883	1,838	2,017	0	0
Fair value of plan assets	67,315	98,210	1,352	1,580	0	0

Weighted Average Assumptions used for period end liability

	2008	2007	2008	2007	2008	2007
Discount rate	6.00%	6.00%	6.00%	6.00%	6.00%	6.00%
Expected return on plan assets	8.25%	8.25%	6.00%	6.00%	N/A	N/A
Rate of compensation increase	3.75%	3.75%	N/A	N/A	N/A	N/A

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

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

NOTES TO FINANCIAL STATEMENTS

10. PENSION AND OTHER EMPLOYEE BENEFITS (Continued)

	Management Pension Plan		UTU Pension Plan		Postretirement Other Than Pension Benefit Plans	
	2008	2007	2008	2007	2008	2007
Components of net periodic benefit cost and amounts recognized in other comprehensive income						
Net periodic benefit cost						
Service cost	\$1,745	\$1,726	\$108	\$110	\$847	\$1,435
Interest cost	7,175	6,779	98	100	2,078	2,941
Expected return on plan assets	(7,739)	(7,146)	(53)	(44)	0	0
Amortization of gain (loss)	2,097	2,149	(142)	(109)	351	864
Amortization of prior service cost	165	164	0	0	(159)	(159)
Net periodic benefit cost	<u>\$3,443</u>	<u>\$3,672</u>	<u>\$11</u>	<u>\$57</u>	<u>\$3,117</u>	<u>\$5,081</u>
Other changes in plan assets and benefit obligations recognized in other comprehensive income (pre-tax)						
Net loss (gain) amortization of net actuarial loss	40,684	4,778	136	52	1,936	2,622
Prior service cost (credit)	0	0	0	0	0	0
Amortization of (gain) loss	(2,097)	(2,149)	142	109	(351)	(864)
Amortization of prior service (cost) credit	(164)	(164)	0	0	159	159
Termination	0	0	0	0	(4,549)	(10,155)
Total recognized in other comprehensive income	<u>\$38,423</u>	<u>\$2,465</u>	<u>\$278</u>	<u>\$161</u>	<u>(\$2,805)</u>	<u>(\$8,238)</u>
Total recognized in net periodic benefit cost and other comprehensive income (pre-tax)	<u>\$41,866</u>	<u>\$6,137</u>	<u>\$289</u>	<u>\$218</u>	<u>\$312</u>	<u>(\$3,157)</u>

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

	Management Pension Plan 2008	UTU Pension Plan 2008	Postretirement Other Than Pension Benefit Plans 2008
Prior service cost (credit)	\$164	\$0	(\$159)
Net loss (gain)	<u>6,251</u>	<u>(45)</u>	<u>345</u>
Total	<u>\$6,415</u>	<u>(\$45)</u>	<u>\$186</u>

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

	Amount	Percentage Total
Cash and receivables	\$1,837	3%
Fixed Income	29,258	43%
Equities	<u>36,220</u>	<u>54%</u>
	<u>\$67,315</u>	<u>100%</u>

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

SOO presently estimates \$12.5 million in pension fund contribution requirements in 2009.

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

NOTES TO FINANCIAL STATEMENTS

10. PENSION AND OTHER EMPLOYEE BENEFITS (Continued)

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

	Management Pension Plan	UTU Pension Plan	Postretirement Other Than Pension Benefit Plans
2009	8,122	280	3,214
2010	8,390	333	2,998
2011	8,742	208	3,107
2012	9,123	103	2,901
2013	9,440	425	3,117
2014-2018	50,243	1,022	17,265

Assumed health care cost trends have a significant effect on the amounts reported for health care plans. The 2009 health care cost inflation rate is estimated to be 7% dropping to 5% by year 2011. A one-percentage point change in assumed health care cost trend rates would have the following effects:

	1-PERCENTAGE Point Increase	1-PERCENTAGE Point Decrease
Effect on total of service and interest cost components	\$423	(\$368)
Effect on postretirement benefit obligation	\$3,889	(\$3,472)

SOO provides defined contribution savings plans to several groups of employees. Participants may contribute certain percents of their annual compensation to the plans and SOO in some cases will also make a contribution on the participant's behalf. Participants are fully vested in SOO's contribution. The total annual expense for all such plans for 2008 and 2007 was \$727 and \$725, respectively.

SOO participates in certain stock-based compensation plans of Canadian Pacific Railway Company (CPRC). Under CPRC's stock option plan, options are granted to eligible employees and directors of SOO to purchase common stock of CPRC at a price equal to the market value of the shares at the grant date. Options vest between 24 and 36 months after the grant date and expire ten years after the grant date. One-half of the options may be exercised in the form of Share Appreciation Rights, whereby the employee receives a cash payment in lieu of stock. Operating expenses associated with these plans in 2008 and 2007 was \$(1,657) and \$6, respectively.

In 2006, SOO adopted on a prospective basis SFAS No. 123R, Share-Based Payment, which replaces SFAS No. 123 and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. SFAS No. 123R requires that the cost of all share-based payments to employees, including grants of employee stock options, be recognized in the financial statements based on their fair values. That cost will be recognized as an expense over the vesting period of the award. The expense recognized in accordance with SFAS No. 123R in 2008 and 2007 was \$224 and \$689, respectively.

SOO also participates in CPRC's employee share purchase plan whereby both employee and SOO contributions are used to purchase CPRC shares on the open market for employees. SOO's contributions are expensed over the 15-month vesting period. Operating expense associated with the program in 2008 and 2007 was \$896 and \$816, respectively.

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

SOO uses derivative financial instruments to hedge against increases in diesel fuel prices. SOO does not hold or issue derivative financial instruments for trading or speculative purposes. SOO formally documents the relationship between the hedging instrument and the hedged item, as well as the risk management objective and strategy for the use of the hedging instrument. This documentation includes linking the derivatives that are designated as fair value or cash flow hedges to specific assets or liabilities on the balance sheet, commitments or forecasted transactions. SOO assesses at the time a derivative contract is entered into, and at least quarterly thereafter, whether the derivative item is effective in offsetting the changes in fair value or cash flows. Any change in fair value resulting from ineffectiveness, as defined by SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended, is recognized in current period earnings. For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative instrument is recorded in accumulated other comprehensive income (loss) ("AOCL") as a component of retained earnings, unappropriated and reclassified into earnings in the period during which the hedge transaction affects earnings. Cash flows related to fuel hedges are classified as operating activities in the Statement of Cash Flows (Schedule 240).

SOO monitors its hedging positions and credit ratings of its counterparties and does not anticipate any losses due to counterparty nonperformance.

Fuel

Due to the significance of diesel fuel expenses to the operations of SOO and the historical volatility of fuel prices, SOO has entered into hedges to partially mitigate the risk of fluctuations in the price of its diesel fuel purchases. The fuel hedges include the use of derivatives that are accounted for as cash flow hedges. The hedging is intended to protect SOO's operating margins and overall profitability from adverse fuel price changes by entering into fuel hedge instruments based on management's evaluation of current and expected diesel fuel price trends. However, to the extent SOO hedges portions of its fuel purchases, it may not realize the impact of the decreases in fuel prices. Conversely, to the extent SOO does not hedge portions of its fuel purchases, it may be adversely affected by increases in fuel prices.

SOO uses the forward commodity price for the periods hedged to value its fuel hedges. This methodology is a market approach, which under SFAS No. 157 utilizes Level 2 inputs as it used market date for similar instruments in active markets.

At December 31, 2008, SOO had entered into fuel hedges to purchase approximately 2.1 million US gallons of diesel fuel during the first quarter of 2009 at a strike price ranging from \$2.04 to \$2.11 per US gallon. At December 31, 2008, the fair value of the fuel hedges were \$(3.7) million, which were recorded as a component of other current liabilities on line 38 column B of Schedule 200. SOO reported \$0.1 million of expense for the ineffective portion of the fuel hedges as a component of fuel expense. The remaining amount of \$3.6 million was recorded as a component of AOCL, net of income tax of \$1.4 million (see Schedule 220).

SOO did not enter into any hedging activities during 2007.

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

NOTES TO FINANCIAL STATEMENTS

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

NOTES TO FINANCIAL STATEMENTS

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210. RESULTS OF OPERATIONS

(Dollars in thousands)

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

5. Cross-checks:

Schedule 210
Line 15, column (b)
Line 47, 48, 49 col (b)
Line 50, col (b)

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

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

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

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Freight-related revenue & expenses (d)	Passenger-related revenue & expenses (e)	Line No.
		ORDINARY ITEMS OPERATING INCOME					
		Railway Operating Income					
1		(101) Freight	847,237	769,166	847,237	0	1
2		(102) Passenger	0	0	0	0	2
3		(103) Passenger-Related	0	0	0	0	3
4		(104) Switching	8,767	8,333	8,767	0	4
5		(105) Water Transfers	0	0	0	0	5
6		(106) Demurrage	7,609	7,215	7,609	0	6
7		(110) Incidental	1,225	959	1,225	0	7
8		(121) Joint Facility-Credit	0	0	0	0	8
9		(122) Joint Facility-Debit	0	0	0	0	9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	864,838	785,673	864,838	0	10
11		(502) Railway operating revenues-Transfers from Government Authorities	0	0	0	0	11
12		(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities	287	287	287	0	12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	865,125	785,960	865,125	0	13
14		(531) Railway operating expenses	631,694	554,599	631,694	0	14
15		Net revenue from railway operations	233,431	231,361	233,431	0	15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	0	0			16
17		(510) Miscellaneous rent income	6,867	6,057			17
18		(512) Separately operated properties-Profit	0	0			18
19		(513) Dividend Income (cost method)	2	2			19
20		(514) Interest Income	3,481	7,477			20
21		(516) Income from sinking and other funds	0	0			21
22		(517) Release of premiums on funded debt	0	0			22
23		(518) Reimbursements received under contracts and agreements	0	0			23
24		(519) Miscellaneous income	1,722	3,628			24
25		Income from affiliated companies: 519					
26		a. Dividends (equity method)	392	392			25
26		b. Equity in undistributed earnings (losses)	4,892	3,364			26
27		TOTAL OTHER INCOME (lines 16-26)	17,356	20,920			27
28		TOTAL INCOME (lines 15, 27)	250,787	252,281			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	0	0			29
30		(544) Miscellaneous taxes	0	0			30
31		(545) Separately operated properties-loss	0	0			31
32		(549) Maintenance of investment organization	0	0			32
33		(550) Income Transferred under contracts and agreements	0	0			33
34		(551) Miscellaneous income charges	683	727			34
35		(553) Uncollectible accounts	0	0			35
36		TOTAL MISCELLANEOUS DEDUCTIONS	683	727			36
37		Income available for fixed charges	250,104	251,554			37

210. RESULTS OF OPERATIONS - Continued					
(Dollars in thousands)					
Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No.
FIXED CHARGES					
		(546) Interest on funded debt:			
38		(a) Fixed interest not in default	27,504	32,647	38
39		(b) Interest in default	0	0	39
40		(547) Interest on unfunded debt	311	(239)	40
41		(548) Amortization of discount on funded debt	0	0	41
42		TOTAL FIXED CHARGES (lines 38 through 41)	27,815	32,408	42
43		Income after fixed charges (lines 37 minus line 42)	222,289	219,146	43
OTHER DEDUCTIONS					
		(546) Interest on funded debt:			
44		(c) Contingent interest	0	0	44
UNUSUAL OR INFREQUENT ITEMS					
45		(555) Unusual or infrequent items (debit) credit	0	0	45
46		Income (loss) from continuing operations (before income taxes)	222,289	219,146	46
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income:			
47		(a) Federal income taxes	48,198	36,734	47
48		(b) State income taxes	2,124	5,775	48
49		(c) Other income taxes	0	0	49
50		(557) Provision for deferred taxes	31,520	41,553	50
51		TOTAL PROVISIONS FOR INCOME TAXES (lines 47 through 50)	81,842	84,062	51
52		Income from continuing operations (line 46 minus line 51)	140,447	135,084	52
DISCONTINUED OPERATIONS					
53		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)	0	0	53
54		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)	0	0	54
55		Income before extraordinary items (lines 52 through 54)	140,447	135,084	55
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
56		(570) Extraordinary items (net)	0	0	56
57		(590) Income taxes on extraordinary items	0	0	57
58		(591) Provision for deferred taxes-Extraordinary items	0	0	58
59		TOTAL EXTRAORDINARY ITEMS (lines 56 through 58)	0	0	59
60		(592) Cumulative effect of changes in accounting principles (less applicable tax of \$0)	0	0	60
61		Net income (loss) (lines 55 + 59 + 60)	140,447	135,084	61
Reconciliation of net railway operating income (NROI)					
62		Net revenues from railway operations	233,431	231,361	62
63		(556) Income taxes on ordinary income (-)	50,322	42,509	63
64		(557) Provision for deferred income taxes (-)	31,520	41,553	64
65		Income from lease of road and equipment (-)	0	0	65
66		Rent for leased roads and equipment (+)	368	152	66
67		Net railway operating income (loss)	151,957	147,451	67

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

During 2008 and 2007, \$8.1 million and \$10.8 million of payments were made relating to previous special charges, respectively.

220. RETAINED EARNINGS

(Dollars in Thousands)

1. Show below the items of Retained Earnings Accounts of the respondent for the year, classified in accordance with the Uniform System of Accounts for Railroad Companies.
2. All contra entries hereunder should be shown in parentheses.
3. Show in lines 22 and 23 the amount of assigned Federal income tax consequences for Accounts 606 and 616.
4. Segregate in column (c) all amounts applicable to the equity in undistributed earnings (losses) of affiliated companies based on the equity method of accounting.
5. Line 3 (line 7 if debit balance), column (c), should agree with line 26, column (b), Schedule 210. The total of columns (b) and (c), lines 3 and 7, should agree with line 61, column (b), Schedule 210.
6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings-unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances at beginning of year	48,785	11,710	1
2		(601.5) Prior period adjustments to beginning retained earnings	0	0	2
		CREDITS			
3		(602) Credit balance transferred from income	135,555	4,892	3
4		(603) Appropriations released	0	0	4
5		(606) Other credits to retained earnings	0	20,949 (A)	5
6		TOTAL CREDITS	135,555	25,841	6
		DEBITS			
7		(612) Debit balance transferred from income	0	0	7
8		(616) Other debits to retained earnings	(45,438) (A), *	0	8
9		(620) Appropriations for sinking and other funds	0	0	9
10		(621) Appropriations for other purposes	0	0	10
11		(623) Dividends: common stock	(32,000)	0	11
12		preferred stock 1	0	0	12
13		TOTAL DEBITS	(77,438)	0	13
14		Net increase (decrease) during year (line 6 minus line 13)	58,117	25,841	14
15		Balances at close of year (lines 1, 2 and 14)	106,902	37,551	15
16		Balances from line 15(c)	37,551	N/A	16
17		(798) Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	144,453	N/A	17
18		(797) Total appropriated retained earnings:			18
19		Credits during year--\$			19
20		Debits during year--\$			20
21		Balance at close of year-\$ 0			21
		Amount of assigned Federal income tax consequences:			
22		Account 606----\$ 0			22
23		Account 616----\$ 0			23

* SFAS 87 / SFAS 158 Pension Adjustment; SFAS 133 Fuel Hedge.

(A) Reflects the dissolution of previously inactive I & M Rail Link company. See STB letter dated March 9, 2009. Refer to Schedules 310, 310A & 460.

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

230. CAPITAL STOCK
PART I. CAPITAL STOCK
 (Dollars in thousands)

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

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

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

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

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year				243,894			474	11
12	Capital Stock Sold (1)								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Capital Contribution from (to) Parent							217	15
16	Rounding / Other								16
17	Balance at close of year			5,000,000	243,894			691	17

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

240. STATEMENT OF CASH FLOWS
(Dollars in thousands)

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

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

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

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

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
10	*	Income from continuing operations	140,447	135,084	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	(1,259)	(2,854)	11
12		Depreciation and amortization expenses	51,664	47,688	12
13		Net increase (decrease) provision for deferred income taxes	31,520	41,553	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(4,892)	(3,364)	14
15		(Increase) decrease in accounts receivable **	34,414	(5,965)	15
16		(Increase) decrease in materials and supplies, and other current assets	(6,529)	16,545	16
17		Increase (decrease) in current liabilities other than debt **	(4,828)	1,713	17
18		Increase (decrease) in other-net **	(10,781)	(10,911)	18
19		Net Cash provided from continuing operations (lines 10 through 18)	229,756	219,489	19
20		Add (subtract) cash generated (paid) by reason of discontinued operations and extraordinary items	0	0	20
21		NET CASH PROVIDED FROM OPERATING ACTIVITIES (lines 19 and 20)	229,756	219,489	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	1,271	2,428	22
23		Capital expenditures	(95,350)	(218,077)	23
24		Net change in temporary cash investments not qualifying as cash equivalents	0	0	24
25		Proceeds from sale/repayments of investment and advances	0	5,000	25
26		Purchase price of long-term investment and advances	(131,700)	0	26
27		Net decrease (increase) in sinking and other special funds	0	0	27
28		Other-net	23	40,800	28
29		NET CASH USED IN INVESTING ACTIVITIES (lines 22 through 28)	(225,756)	(169,849)	29

CASH FLOWS FROM FINANCING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
30		Proceeds from issuance of long-term debt	1,808,000	2,434,400	30
31		Principal payments of long-term debt	(1,747,643)	(2,274,882)	31
32		Proceeds from issuance of capital stock	0	0	32
33		Purchase price of acquiring treasury stock	0	0	33
34		Cash dividends paid	(32,000)	(141,200)	34
35		Other-net -	(29,978)	(78,822)	35
36		NET CASH FROM FINANCING ACTIVITIES	(1,621)	(60,504)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (lines 21, 29, 36)	2,379	(10,864)	37
38	*	Cash and cash equivalents at beginning of year	5,735	16,599	38
39	*	CASH & CASH EQUIVALENTS AT END OF THE YEAR	8,114	5,735	39

Footnotes to Schedule:

40		Cash paid during the year for: Interest (net of amount capitalized) *	28,152	29,660	40
41		Income taxes (net) *	46,592	17,180	41

* Only applies if indirect method is adopted

** Excludes non-cash short term/long term reclasses.

245. WORKING CAPITAL

(Dollars in thousands)

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

Line No.	Item (a)	Source No.	Amount (b)	Line No.
CURRENT OPERATING ASSETS				
1	Interline and Other Balances	Schedule 200, line 5, column b	3,711	1
2	Customers (706)	Schedule 200, line 6, column b	42,405	2
3	Other (707)	Note A	5,373	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	51,489	4
OPERATING REVENUE				
5	Railway Operating Revenue	Schedule 210, line 13, column b	865,125	5
6	Rent Income	Note B	79,729	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	944,854	7
8	Average Daily Operating Revenues	Line 7 ÷ 360 days	2,625	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 ÷ Line 8	20	9
10	Revenue Delay Days Plus Buffer	Line 9 + 15 days	35	10
CURRENT OPERATING LIABILITIES				
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	2,128	11
12	Audited Accounts and Wages Payable (753)	Note A	20,142	12
13	Accounts Payable-Other (754)	Note A	380	13
14	Other Taxes Accrued (761.5)	Note A	9,547	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	32,197	15
OPERATING EXPENSES				
16	Railway Operating Expenses	Schedule 210, line 14, column b	631,694	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	51,664	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	659,759	18
19	Average Daily Expenditures	Line 18 ÷ 360 days	1,833	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 + line 19	18	20
21	Days of Working Capital Required	Line 10 - line 20 (Note C)	17	21
22	Cash Working Capital Required	Line 21 x line 19	31,161	22
23	Cash and Temporary Cash Balances	Schedule 200, line 1 + line 2, column b	7,178	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	7,178	24
MATERIALS AND SUPPLIES				
25	Total Materials and Supplies (712)	Note A	17,084	25
26	Scrap and Obsolete Material included in Acct. 712	Note A	0	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	17,084	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	24,262	28

- Notes: (A) Use common carrier portion only. Common carrier refers to railway transportation service.
- (B) Rent income is the sum of Schedule 410, column h, lines 121, 122, 123, 127, 128, 129, 133, 134, 135, 208, 210, 212, 227, 229, 231, 312, 314, and 316. Rent income is added to railway operating revenues to produce total revenues. Rent income is also added to total operating expenses to exclude the rent revenue items from operating expense.
- (C) If result is negative, use zero.

NOTES AND REMARKS

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GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A

1. Schedule 310 should give particulars of stocks, bonds, other secured obligations, unsecured notes, and investment advances of affiliated companies held by respondent at the close of the year. Also, disclose the investments made, disposed of, and written down during the year and the applicable dividends and interest credited to income as a result of those investments. They should exclude securities issued or assumed by respondent. For definition of affiliated companies, see the rules governing Account No. 721, "Investments and Advances, Affiliated Companies", in the Uniform System of Accounts for Railroad Companies.
2. List the investments in the following order and show a total for each group and each class of investments by accounts in numerical order:
 - (A) Stocks
 - (1) Carriers-active
 - (2) Carriers-inactive
 - (3) Noncarriers-active
 - (4) Noncarriers-inactive
 - (B) Bonds (including U.S. Government bonds)
 - (C) Other secured obligations
 - (D) Unsecured notes
 - (E) Investment advances
3. The subclassification of classes (B), (C), (D) and (E) should be the same as that provided for class (A).
4. The kinds of industry represented by respondent's investments in the securities of other companies should be shown by symbol opposite the names of the issuing corporation. The symbols and industrial classification are as follows:

Symbol	Kind of Industry
I	Agriculture, forestry, and fisheries
II	Mining
III	Construction
IV	Manufacturing
V	Wholesale and retail trade
VI	Finance, insurance, and real estate
VII	Transportation, communications, and other public utilities
VIII	Services
IX	Government
X	All other
5. By carriers, as the term is used here, is meant companies owning or operating railroads, facilities auxiliary thereto such as bridges, ferries, union depots, and other terminal facilities, sleeping cars, parlor cars, dining cars, freight cars, express service and facilities, electric railways, highway motor vehicles, steamboats and other marine transportation equipment, pipe lines (other than those for transportation of water), and other instrumentalities devoted to the transportation of persons or property for hire. Telegraph and telephone companies are not meant to be included.
6. Noncarrier companies should, for the purpose of these schedules, include telephone companies, telegraph companies, mining companies, manufacturing companies, hotel companies, etc. Purely holding companies are to be classified as noncarrier companies, even though the securities held by such companies are largely or entirely issued or assumed by carriers.
7. By an active corporation is meant one which maintains an organization for operating property or administering its financial affairs. An inactive corporation is one which has been practically absorbed in a controlling corporation and which neither operates property nor administers its financial affairs. If it maintains an organization it does so only for the purpose of complying with legal requirements and maintaining title to property or franchises.
8. Combine in one account investments in which the original cost or present equity in total assets is less than \$10,000.
9. Include investments in unincorporated entities such as lessee organizations. Exclude amounts normally settled on a current basis.
10. Do not include the value of securities issued or assumed by respondent.
11. For affiliates which do not report to the Surface Transportation Board and are jointly owned, disclose in footnotes the name and extent of control of the other controlling entities.

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

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of companies affiliated with respondent, from accounts 715 (Sinking Funds), 716 (Capital Funds), 721 (Investments and Advances Affiliated Companies), and 717 (Other Funds).
2. Entries in this schedule should be made in accordance with the definitions and general instructions given on Page 25, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c).
3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged, or otherwise encumbered. Give names and other important particulars of such obligations in footnotes.
4. Give totals for each class and for each subclass and a grand total for each account.
5. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially to ". Abbreviations in common use in standard financial publications may be used to conserve space.

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

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - Continued

(Dollars in thousands)

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

Line No.	Investments and advances				Disposed of: profit (loss) (j)	Adjustments Account 721.5 (k)	Dividends or interest credited to income (l)	Line No.
	Opening balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing balance (i)				
1	260	0	0	260				1
2	1,359	0	0	1,359				2
3	218	0	0	218				3
4	1	0	0	1				4
5								5
6	1,838	0	0	1,838	0	0	0	6
7								7
8								8
9								9
10								10
11								11
12								12
13	1	0	0	1				13
14	91	0	0	91			2	14
15	31,000	0	(31,000)	0				15
16								16
17								17
18	31,092	0	(31,000)	92	0	0	2	18
19	32,930	0	(31,000)	1,930	0	0	2	19
20								20
21	55,000	13,000	0	68,000	0	0	2,694	21
22								22
23	0	118,700	0	118,700	0	0	14	23
24								24
25								25
26	55,000	131,700	0	186,700	0	0	2,708	26
27								27
28								28
29								29
30	3	0	0	3				30
31								31
32	3	0	0	3	0	0	0	32
33								33
34								34
35								35
36								36
37								37
38	23	0	(23)	0				38
39								39
40	23	0	(23)	0	0	0	0	40
41	26	0	(23)	3	0	0	0	41
42								42
43	87,956	131,700	(31,023)	188,633	0	0	2,710	43
44								44

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - Continued

(Dollars in thousands)

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

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - Continued
(Dollars in thousands)

Line No.	Investments and advances				Disposed of: profit (loss) (j)	Adjustments Account 721.5 (k)	Dividends or interest credited to income (l)	Line No.
	Opening balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing balance (i)				
1								1
2	This Page intentionally left blank.							2
3								3
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36								36
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38								38
39								39
40								40

310A. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES
(Dollars in thousands)

Undistributed Earnings from Certain Investments in Affiliated Companies

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

Line No.	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustments for investments equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at close of year (g)	Line No.
Carriers: (List specifics for each company)								
1	Indiana Harbor Belt Railroad Company	32,659	0	4,892	0	0	37,551	1
2	I & M Rail Link	(31,000)	0	0	0	31,000	0	2
3								3
4								4
5								5
6								6
7								7
8								8
9								9
10								10
11								11
12								12
13		1,659	0	4,892	0	31,000	37,551	13
Noncarrier (List specifics for each company)								
14	NONE							14
15								15
16								16
17								17
18								18
19								19
20								20
21								21
22								22
23								23
24								24
25								25
26								26
27	Grand Total	1,659	0	4,892	0	31,000	37,551	27

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

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

NOTES AND REMARKS

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED

PROPERTY AND EQUIPMENT

(Dollars in thousands)

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

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED

PROPERTY AND EQUIPMENT - Cont'd.

(Dollars in thousands)

Line No.	Cross Check	Expenditures for additions during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1		0	16	(16)	6,827	1
2		761	260	501	44,378	2
3		118	51	67	1,656	3
4		0	0	0	2,573	4
5		13,079	360	12,719	117,073	5
6		0	0	0	0	6
7		17,524	1,943	15,581	255,884	7
8		27,050	8,288	18,762	430,602	8
9		9,725	2,218	7,507	155,539	9
10		34	36	(2)	1,811	10
11		947	1,027	(80)	19,445	11
12		(304)	26	(330)	2,451	12
13		0	0	0	56	13
14		0	0	0	7,769	14
15		134	93	41	14,657	15
16		0	0	0	0	16
17		0	0	0	1,300	17
18		0	0	0	0	18
19		2,519	99	2,420	21,704	19
20		1,083	797	286	23,306	20
21		9,592	1,836	7,756	63,295	21
22		0	0	0	65	22
23		99	18	81	1,623	23
24		0	16	(16)	2,451	24
25		3,635	2,722	913	54,813	25
26		3,832	593	3,239	36,983	26
27		442	108	334	6,241	27
28		17	0	17	452	28
29		0	0	0	0	29
30		90,287	20,507	69,780	1,272,954	30
31		2,052	1,716	336	236,374	31
32		2,706	2,082	624	309,327	32
33		0	0	0	0	33
34		121	242	(121)	1,596	34
35		0	0	0	0	35
36		18	728	(710)	9,979	36
37		313	760	(447)	1,800	37
38		190	342	(152)	1,859	38
39		5,400	5,870	(470)	560,935	39
40		0	0	0	0	40
41		0	0	0	1,135	41
42		(337)	0	(337)	15,674	42
43		95,350	26,377	68,973	1,850,698	43

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

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

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

3. Show in columns (e), (f) and (g) data applicable to Lessor property, when the rent therefore is included in Account Nos. 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.

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

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

Line No.	Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No.
		Depreciation base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)	
		1/1 At beginning of year (b)	12/1 At close of year (c)			At beginning of year (e)		At close of year (f)
	ROAD							
1	(3) Grading	43,877	44,256	0.94			1	
2	(4) Other right-of-way expenditures	1,589	1,646	1.67			2	
3	(5) Tunnels and subways	2,573	2,573	1.13			3	
4	(6) Bridges, trestles, and culverts	104,354	115,829	1.60			4	
5	(7) Elevated structures	0	0	0.00			5	
6	(8) Ties	240,303	254,093	4.28			6	
7	(9) Rail and other track material	411,840	422,812	2.80			7	
8	(11) Ballast	148,032	151,365	2.45			8	
9	(13) Fences, snowsheds, and signs	1,813	1,811	1.37			9	
10	(16) Station and office buildings	19,525	18,958	4.24			10	
11	(17) Roadway buildings	2,781	2,451	2.17			11	
12	(18) Water stations	56	57	0.08			12	
13	(19) Fuel stations	7,769	7,769	2.41			13	
14	(20) Shops and enginehouses	14,616	14,657	2.57			14	
15	(22) Storage warehouses	0	0	0.00			15	
16	(23) Wharves and docks	1,300	1,300	2.20			16	
17	(24) Coal and ore wharves	0	0	0.00			17	
18	(25) TOFC/COFC terminals	19,284	21,500	2.62			18	
19	(26) Communication systems	23,020	23,155	4.81			19	
20	(27) Signals and interlockers	55,539	61,693	4.00			20	
21	(29) Power plants	65	65	1.68			21	
22	(31) Power-transmission systems	1,542	1,641	7.01			22	
23	(35) Miscellaneous structures	2,467	2,452	2.52			23	
24	(37) Roadway machines	53,900	55,304	5.25			24	
25	(39) Public improvements - Construction	33,744	36,486	2.34			25	
26	(44) Shop machinery	5,907	6,175	4.97			26	
27	(45) Power-plant machinery	435	452	3.47			27	
28	All other road accounts	0	0	0.00			28	
29	Amortization (other than defense projects)	0	0	0.00			29	
30	TOTAL ROAD	1,196,331	1,248,500	3.09	0	0	30	
	EQUIPMENT							
31	(52) Locomotives	236,038	235,750	4.17			31	
32	(53) Freight-train cars	308,703	309,206	2.05			32	
33	(54) Passenger-train cars	0	0	0.00			33	
34	(55) Highway revenue equipment	1,717	1,596	8.39			34	
35	(56) Floating equipment	0	0	0.00			35	
36	(57) Work equipment	10,689	10,073	0.00			36	
37	(58) Miscellaneous equipment	2,247	1,850	0.00			37	
38	(59) Computer systems and word processing equipment	2,011	1,834	16.96			38	
39	TOTAL EQUIPMENT	561,405	560,309	2.93	0	0	39	
40	GRAND TOTAL	1,757,736	1,808,809	N/A	0	0	N/A	40

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

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f) See note below		
ROAD									
1		(3) Grading	12,446	412	52	260	0	12,650	1
2		Other right-of-way expenditures	86	26	25	50	0	87	2
3		(5) Tunnels and subways	606	29	0	0	0	635	3
4		(6) Bridges, trestles, and culverts	12,388	1,674	0	360	19	13,683	4
5		(7) Elevated structures	0	0	0	0	0	0	5
6		(8) Ties	67,953	10,172	124	6,105	0	72,144	6
7		(9) Rail and other track material	119,195	11,404	0	7,471	188	122,940	7
8		(11) Ballast	32,427	3,603	40	2,218	0	33,852	8
9		(13) Fences, snowsheds, and signs	1,510	26	1	37	0	1,500	9
10		(16) Station and office buildings	5,804	855	14	1,026	0	5,647	10
11		(17) Roadway buildings	843	62	0	26	4	875	11
12		(18) Water stations	54	0	0	0	0	54	12
13		(19) Fuel stations	1,848	187	0	0	0	2,035	13
14		(20) Shops and enginehouses	2,565	376	0	92	17	2,832	14
15		(22) Storage warehouses	0	0	0	0	0	0	15
16		(23) Wharves and docks	684	29	0	0	0	713	16
17		(24) Coal and ore wharves	0	0	0	0	0	0	17
18		(25) TOFC/COFC terminals	1,588	441	0	19	128	1,882	18
19		(26) Communication systems	7,960	1,129	63	797	0	8,355	19
20		(27) Signals and interlockers	25,443	2,249	526	1,836	0	26,382	20
21		(29) Power plants	(200)	6	0	0	0	(194)	21
22		(31) Power-transmission systems	159	110	0	19	2	248	22
23		(35) Miscellaneous structures	205	62	0	15	0	252	23
24		(37) Roadway machines	23,578	1,661	1,474 @	2,612	0	24,101	24
25		(39) Public improvements-Const.	5,003	776	0	593	19	5,167	25
26	*	(44) Shop machinery	(993)	300	150	101	0	(644)	26
27		(45) Power-plant machinery	399	16	0	0	1	414	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	321,551	35,605	2,469	23,637	378	335,610	30
EQUIPMENT									
31	*	(52) Locomotives	52,019	9,389	0	1,499	954	58,955	31
32	*	(53) Freight-train cars	153,665	6,360	0	900	4,616	154,509	32
33	*	(54) Passenger-train cars	0	0	0	0	0	0	33
34	*	(55) Highway revenue equipment	501	149	141	178	0	613	34
35	*	(56) Floating equipment	0	0	0	0	0	0	35
36	*	(57) Work equipment	5,736	50	4,579	244	0	10,121	36
37	*	(58) Miscellaneous equipment	2,963	(193)	0	746	64	1,960	37
38		(59) Computer systems and word processing equipment	133	304	5	343	0	99	38
39	*	Amortization (Adjustments)	0	0	0	0	0	0	39
40		TOTAL EQUIPMENT	215,017	16,059	4,725	3,910	5,634	226,257	40
41		GRAND TOTAL	536,568	51,664	7,194	27,547	6,012	561,867	41

* To be reported with equipment rather than W&S expenses.
 @ Includes \$1,182 for Capitalized Roadway Machine depreciation.
 Other Column D & F activity relates mostly to asset reclassifications and do not change total accumulated depreciation.

339. ACCRUED LIABILITY - LEASED PROPERTY
(Dollars in thousands)

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retire-ments (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail & other track material							7
8		(11) Ballast							8
9		(13) Fences snow sheds & signs							9
10		(16) Station & office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops & enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves & docks							16
17		(24) Coal & ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals & interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-const.							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		Amortization (Adjustments)							29
30		TOTAL ROAD							30
		EQUIPMENT							
31		(52) Locomotives							31
32		(53) Freight-train cars							32
33		(54) Passenger-train cars							33
34		(55) Highway revenue equipment							34
35		(56) Floating equipment							35
36		(57) Work equipment							36
37		(58) Miscellaneous equipment							37
38		(59) Computer systems and word processing equipment							38
39		Amortization Adjustment							39
40		TOTAL EQUIPMENT							40
41		GRAND TOTAL	NONE	NONE	NONE	NONE	NONE	NONE	41

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

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

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

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

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

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

Line No.	Cross Check	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No.
			At beginning of year (b)	At close of year (c)		
ROAD						
1		(3) Grading	527	527	0.94	1
2		(4) Other right-of-way expenditures	0	0	N/A	2
3		(5) Tunnels and subways	0	0	N/A	3
4		(6) Bridges, trestles & culverts	289	535	1.60	4
5		(7) Elevated structures	0	0	N/A	5
6		(8) Ties	6,442	6,456	4.28	6
7		(9) Rail & other track material	12,469	13,956	2.80	7
8		(11) Ballast	3,672	3,722	2.45	8
9		(13) Fences snow sheds & signs	0	0	N/A	9
10		(16) Station & office buildings	2,386	1,867	4.24	10
11		(17) Roadway buildings	0	0	N/A	11
12		(18) Water stations	0	0	N/A	12
13		(19) Fuel stations	0	0	N/A	13
14		(20) Shops & enginehouses	0	0	N/A	14
15		(22) Storage warehouses	0	0	N/A	15
16		(23) Wharves & docks	0	0	N/A	16
17		(24) Coal & ore wharves	0	0	N/A	17
18		(25) TOFC/COFC terminals	5,847	5,847	2.62	18
19		(26) Communication systems	0	0	N/A	19
20		(27) Signals & interlockers	1,125	3,125	4.00	20
21		(29) Power plants	0	0	N/A	21
22		(31) Power-transmission systems	0	0	N/A	22
23		(35) Miscellaneous structures	0	0	2.52	23
24		(37) Roadway machines	0	0	N/A	24
25		(39) Public improvements-const.	592	618	2.34	25
26		(44) Shop machinery *	0	0	N/A	26
27		(45) Power-plant machinery	0	0	N/A	27
28		All other road accounts	0	0	N/A	28
29		Amortization (Adjustments)	0	0	N/A	29
30		TOTAL ROAD	33,349	36,653	N/A	30
EQUIPMENT						
31		(52) Locomotives	23,181	23,133	12.14	31
32		(53) Freight-train cars	2,884	3,613	2.05	32
33		(54) Passenger-train cars	0	0	N/A	33
34		(55) Highway revenue equipment	0	0	N/A	34
35		(56) Floating equipment	0	0	N/A	35
36		(57) Work equipment	0	0	N/A	36
37		(58) Miscellaneous equipment	0	0	N/A	37
38		(59) Computer systems and word processing equipment	0	0	N/A	38
39		Amortization Adjustment	0	0	N/A	39
40		TOTAL EQUIPMENT	26,065	26,746	N/A	40
41		GRAND TOTAL (Note 1)	59,414	63,399	N/A	41

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

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

1. Enter the required information concerning debits and credits to account 733, "Accumulated Depreciation-Improvements on Leased Property", during the year relating to improvements made to road and equipment property leased from others, the depreciation charges for which are included in operating expenses of the respondent.
2. If any entries are made for column (d) "Other credits" or column (f) "Other debits", state the facts occasioning such entries on page 39. A debit balance in column (b) or (g) for any primary account should be shown in parenthesis or designated "Dr".
3. Any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses should be fully explained on page 39.
4. Show in column (e) the debits to the reserve arising from retirements. These debits should not exceed investment, etc.
5. Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39 Grand Total, should be completed.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retire-ments (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles & culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail & other track material							7
8		(11) Ballast							8
9		(13) Fences snow sheds & signs							9
10		(16) Station & office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops & enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves & docks							16
17		(24) Coal & ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals & interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-const.							25
26		(44) Shop machinery □ b*							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD		See Note 1.					29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight-train cars							31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems and word processing equipment							37
38		TOTAL EQUIPMENT		See Note 1.					38
39		GRAND TOTAL	16,493	3,957	0	636	0	19,814	39

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

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

NOTES AND REMARKS FOR SCHEDULE 342

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

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

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

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

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

5. Disclosures in the respective sections of this schedule may be omitted if either total road leased to others or total equipment leased to others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, grand Total, should be completed.

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

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

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

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

2. Disclose credits and debits to Account 735, "Accumulated Depreciation-Road and Equipment Property", during the year relating to road and equipment leased to others, the depreciation charges for which are not included in operating expenses of the respondent. (See Schedule 330 for the reserve relating to road and equipment owned and used by the respondent).

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

4. Disclosures in the respective sections of this schedule may be omitted if either total road leased to others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, Grand Total, should be completed.

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

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

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

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

1. Disclose the investment in railway property used in transportation service at the close of the year. This investment represents the aggregate of the property owned or leased by respondent and used in respondent's transportation service. Such property includes (a) investment reported in Accounts 731, "Road and Equipment Property", and 732, "Improvements on leased property", of respondent, less any 731 or 732 property leased to others for their exclusive use of road, track, or bridges (including equipment or other railway property covered by the contract). Equipment leased to others under separate distinct contracts shall not be deducted from respondent's 731 or 732 property, and (b) the investment of other companies' 731 or 732 property (including operating and lessor railroads) used by respondent when the lease is for exclusive use or control of roads, tracks, or bridges (including equipment of other railway property covered by the contract). This excludes leased equipment from operating railroads under separate distinct contracts and the investment of other carriers in property jointly used by respondent.

2. In column (a), classify each company in this schedule as: "R" for respondent, "L" for lessor railroad, "P" for inactive or proprietary company, and "O" for other leased properties.

3. In columns (a) to (e), inclusive, first show the data requested for the respondent (R); next the data for companies whose entire properties are used in transportation service of the respondent, divided between lessor (L) and proprietary (P) companies; followed by data for carriers and others (O), portions of whose property are used in transportation service of the respondent. Show a total for each class of company in column (d) and (e). Then show as deductions, data for transportation property leased to carriers and others.

4. In column (c), line-haul carriers report the miles of road used in line-haul service. Report miles in whole numbers.

5. In column (d), show the amount applicable in Accounts 731 and 732 on the books of the companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to deductions made by the owners in their reports. If separate value is not available, an explanation should be provided. Differences between amounts shown in column (d) of this schedule and column (c), line 24, on the asset side of the general balance sheet of each individual railway should be explained in a footnote. Book values included in Accounts 731 and 732 of the owner should be reported in column (d) in reference to the investment of the respondent in the securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6 percent or otherwise) value of property of private owners, or portions of property of other carriers, should be explained.

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

Line No.	Class (See ins. 2) (a)	Name of company (b)	Miles of road (see ins. 4) (whole number) (c)	Investments in property (see ins. 5) (d)	Depreciation & amortization of defense projects (see ins. 6) (e)	Line No.
1	R	Soo Line Railroad Company	1,552			1
2						2
3		Account 731		1,791,284	542,053	3
4						4
5		Account 732		59,414	19,814	5
6						6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24
25						25
26						26
27						27
28						28
29						29
30						30
31		TOTAL	1,552	1,850,698	561,867	31

352B. INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE

(By Property Accounts)

(Dollars in thousands)

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

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

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

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

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

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

CROSS-CHECKS

SCHEDULE 410		SCHEDULE 210
Line 620, column (h)	=	Line 14, column (b)
Line 620, column (f)	=	Line 14, column (d)
Line 620, column (g)	=	Line 14, column (e)
		SCHEDULE 412
Lines 136 thru 138 column (f)	=	Line 29 column (b)
Lines 118 thru 123, and 130 thru 135 column (f)	=	Line 29, column (c)
		SCHEDULE 414
Line 231, column (f)	=	Line 19, columns (b) thru (d)
Line 230, column (f)	=	Line 19, columns (e) thru (g)
		SCHEDULE 415
Lines 207, 208, 211, 212, column (f)	=	Lines 5, 38, column (f)
Lines 226, 227, column (f)	=	Lines 24, 39, column (f)
Lines 311, 312, 315, 316, column (f)	=	Lines 32, 35, 36, 37, 40, 41, column (f)
		AND
		SCHEDULE 414
		Minus line 24, columns (b) thru (d) plus line 24, columns (e) thru (g)
		SCHEDULE 415
Line 213, column (f)	=	Lines 5, 38, columns (c) and (d)
Line 232, column (f)	=	Lines 24, 39, columns (c) and (d)
Line 317, column (f)	=	Lines 32, 35, 36, 37, 40, 41, columns (c) and (d)
Lines 202, 203, 216, column (f) equal to or greater than, but variance cannot exceed line 216, column (f)	=	Lines 5, 38, column (b)
Lines 221, 222, 235, column (f) equal to or greater than, but variance cannot exceed line 235, column (f)	=	Lines 24, 39, column (b)
Lines 302 thru 307 and 320, column (f) equal to or greater than, but variance cannot exceed line 320, column (f)	=	Lines 32, 35, 36, 37, 40, 41, column (b)
		SCHEDULE 417
Line 507, column (f)	=	Line 1, column (j)
Line 508, column (f)	=	Line 2, column (j)
Line 509, column (f)	=	Line 3, column (j)
Line 510, column (f)	=	Line 4, column (j)
Line 511, column (f)	=	Line 5, column (j)
Line 512, column (f)	=	Line 6, column (j)
Line 513, column (f)	=	Line 7, column (j)
Line 514, column (f)	=	Line 8, column (j)
Line 515, column (f)	=	Line 9, column (j)
Line 516, column (f)	=	Line 10, column (j)
Line 517, column (f)	=	Line 11, column (j)
		SCHEDULE 450
Line 4 column b	=	Line 47 column b
		SCHEDULE 210

SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

5 0 0 2 0 0 8

4 5

FREIGHT

Line No.	Cross Check	Name Of Railway Operating Expense Account (A)	FREIGHT					Total Freight (F)	Passenger (G)	Total (H)	Line No.
			Salaries & Wages (B)	Material & Other (C)	Purchased Services (D)	General (E)	Total Freight (F)				
WAY AND STRUCTURES:											
ADMINISTRATION											
1		Track	2,059	240	1,692	185	4,176	0	4,176	1	
2		Bridge & Building	848	158	465	172	1,643	0	1,643	2	
3		Signal	569	62	226	44	901	0	901	3	
4		Communication	439	38	158	32	667	0	667	4	
5		Other	1,141	137	280	80	1,638	0	1,638	5	
REPAIR AND MAINTENANCE											
6		Roadway And Track Laying & Surfacing-Running	2,243	592	955	502	4,292	0	4,292	6	
7		Roadway And Track Laying & Surfacing-Switching	421	114	214	54	803	0	803	7	
8		Tunnels & Subways-Running	0	0	0	0	0	0	0	8	
9		Tunnels & Subways-Switching	0	0	0	0	0	0	0	9	
10		Bridges & Culverts-Running	1,148	359	467	408	2,382	0	2,382	10	
11		Bridges & Culverts-Switching	38	10	6	13	67	0	67	11	
12		Ties-Running	142	120	8	1	271	0	271	12	
13		Ties-Switching	137	99	15	17	268	0	268	13	
14		Rail & Other Track Material-Running	3,465	1,521	676	467	6,129	0	6,129	14	
15		Rail & Other Track Material-Switching	1,049	338	97	139	1,623	0	1,623	15	
16		Ballast-Running	184	70	19	26	299	0	299	16	
17		Ballast-Switching	113	24	8	13	158	0	158	17	
18		Road Property Damaged-Running	91	203	37	25	356	0	356	18	
19		Road Property Damaged-Switching	3	3	0	0	6	0	6	19	
20		Road Property Damaged-Other	0	0	0	0	0	0	0	20	
21		Signals & Interlockers-Running	1,827	750	289	129	2,995	0	2,995	21	
22		Signals & Interlockers-Switching	190	83	405	9	687	0	687	22	
23		Communications Systems	908	459	1,198	70	2,635	0	2,635	23	
24		Electric Power Systems	10	1	1	0	12	0	12	24	
25		Highway Grade Crossings-Running	869	148	64	73	1,154	0	1,154	25	
26		Highway Grade Crossings-Switching	69	3	7	69	148	0	148	26	
27		Station & Office Buildings	415	26	1,407	288	2,136	0	2,136	27	
28		Shop Buildings-Locomotives	49	0	553	3	605	0	605	28	
29		Shop Buildings-Freight Cars	4	0	29	0	33	0	33	29	
30		Shop Buildings-Other Equipment	160	4	241	22	427	0	427	30	

SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

Line No.	Cross Check	Name Of Railway Operating Expense Account (A)	FREIGHT							Total Freight (F)	Passenger (G)	Total (H)	Line No.
			Salaries & Wages (B)	Material & Other (C)	Purchased Services (D)	General (E)	Total Freight (F)	Passenger (G)	Total (H)				
217		Dismantling Retired Property	0	0	0	0	0	0	0	0	0	217	
218		Other	0	0	0	0	0	0	0	0	0	218	
219		TOTAL LOCOMOTIVES	9,744	307	29,367	13,480	52,898	0	0	52,898	0	219	
<u>FREIGHT CARS</u>													
220		Administration	504	29	27	82	642	0	0	642	0	220	
221	*	Repair & Maintenance	5,277	15,307	17,718	80	38,382	0	0	38,382	0	221	
222	*	Machinery Repair	32	135	408	54	629	0	0	629	0	222	
223		Equipment Damaged	0	0	1,430	0	1,430	0	0	1,430	0	223	
224		Fringe Benefits	0	0	0	1,414	1,414	0	0	1,414	0	224	
225	*	Other Casualties & Insurance	0	0	0	818	818	0	0	818	0	225	
226	*	Lease Rentals-Debit	0	0	36,487	0	36,487	0	0	36,487	0	226	
227		Lease Rentals-(Credit)	0	0	0	0	0	0	0	0	0	227	
228		Joint Facility Rent-Debit	0	0	0	0	0	0	0	0	0	228	
229		Joint Facility Rent-(Credit)	0	0	0	0	0	0	0	0	0	229	
230	*	Other Rents-Debit	0	0	40,967	0	40,967	0	0	40,967	0	230	
231	*	Other Rents-(Credit)	0	0	(60,795)	0	(60,795)	0	0	(60,795)	0	231	
232	*	Depreciation	0	0	0	6,438	6,438	0	0	6,438	0	232	
233		Joint Facility-Debit	0	0	0	0	0	0	0	0	0	233	
234		Joint Facility-(Credit)	0	0	0	0	0	0	0	0	0	234	
235	*	Repairs Billed To Others-(Credit)	0	0	(18,225)	0	(18,225)	0	0	(18,225)	0	235	
236		Dismantling Retired Property	0	0	0	0	0	0	0	0	0	236	
237		Other	0	0	0	0	0	0	0	0	0	237	
238		TOTAL FREIGHT CARS	5,813	15,471	18,017	8,886	48,187	0	0	48,187	0	238	
<u>OTHER EQUIPMENT</u>													
301		Administrative	10	0	0	0	10	0	0	10	0	301	
302		Repairs & Maintenance	0	0	0	0	0	0	0	0	0	302	
303	*	Trucks, Trailers, Containers	0	0	2,379	0	2,379	0	0	2,379	0	303	
304	*	Floating Equipment - Revenue Services	0	0	0	0	0	0	0	0	0	304	
305	*	Passenger & Other Revenue Service	0	0	0	0	0	0	0	0	0	305	
306	*	Computers & Data Processing Systems	0	0	0	0	0	0	0	0	0	306	
307	*	Machinery	0	0	7	0	7	0	0	7	0	307	
308		Work & Other Non-Revenue Equipment	92	261	474	0	827	0	0	827	0	308	
309		Equipment Damaged	0	0	0	0	0	0	0	0	0	309	
310		Fringe Benefits	0	0	0	23	23	0	0	23	0	310	
311	*	Other Casualties & Insurance	0	0	0	71	71	0	0	71	0	311	
312	*	Lease Rentals - Debit	0	0	0	0	0	0	0	0	0	312	
312	*	Lease Rentals - (Credit)	0	0	2,489	0	2,489	0	0	2,489	0	312	

SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

FREIGHT

Line No.	Cross Check	Name Of Railway Operating Expense Account (A)	Salaries & Wages (B)	Material & Other (C)	Purchased Services (D)	General (E)	Total Freight (F)	Passenger (G)	Total (H)	Line No.
313		Joint Facility Rent - Debit	0	0	0	0	0	0	0	313
314		Joint Facility Rent - (Credit)	0	0	0	0	0	0	0	314
315	*	Other Rents - Debit	0	0	351	0	351	0	351	315
316	*	Other Rents - (Credit)	0	0	(583)	0	(583)	0	(583)	316
317	*	Depreciation	0	0	0	358	358	0	358	317
318		Joint facility - Debit	0	0	0	0	0	0	0	318
319		Joint facility - (Credit)	0	0	0	0	0	0	0	319
320	*	Repairs Billed to Others - (Credit)	0	0	(177)	0	(177)	0	(177)	320
321		Dismantling Retired Property	0	0	0	0	0	0	0	321
322		Other	0	0	0	0	0	0	0	322
323		TOTAL OTHER EQUIPMENT	102	261	4,940	452	5,755	0	5,755	323
324		TOTAL EQUIPMENT	15,659	16,039	52,324	22,818	106,840	0	106,840	324

TRANSPORTATION:

TRAIN OPERATIONS

401		Administration	5,172	374	2,320	668	8,534	0	8,534	401
402		Engine Crews	24,936	195	3,609	602	29,342	0	29,342	402
403		Train Crews	23,018	180	3,372	555	27,125	0	27,125	403
404		Dispatching Trains	3,384	46	64	238	3,732	0	3,732	404
405		Operating Signals & Interlockers	0	0	0	0	0	0	0	405
406		Operating Drawbridges	416	0	0	0	416	0	416	406
407		Highway Crossing Protection	0	0	1,343	6	1,349	0	1,349	407
408		Train Inspection & Lubrication	4,708	296	138	29	5,171	0	5,171	408
409		Locomotive Fuel	69	137,822	582	2	138,475	0	138,475	409
410		Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	410
411		Servicing Locomotives	1,227	1,508	20	2	2,757	0	2,757	411
412		Freight Lost or Damaged - Solely Related	0	0	0	1,449	1,449	0	1,449	412
413		Cleaning Wrecks	250	0	5,331	0	5,581	0	5,581	413
414		Fringe Benefits	0	0	0	28,413	28,413	0	28,413	414
415		Other Casualties and Insurance	0	0	0	5,215	5,215	0	5,215	415
416		Joint Facilities - Debit	0	0	7,492	0	7,492	0	7,492	416
417		Joint Facilities - (Credit)	0	0	(4,140)	0	(4,140)	0	(4,140)	417
418		Other	0	0	0	0	0	0	0	418
419		TOTAL TRAIN OPERATIONS	63,180	140,421	20,131	37,179	260,911	0	260,911	419

YARD OPERATIONS

420		Administration	3,669	205	1,598	430	5,902	0	5,902	420
421		Switch Crews	24,047	115	1,578	285	26,025	0	26,025	421

SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

FREIGHT

Line No.	Cross Check	Name Of Railway Operating Expense Account (A)	Salaries & Wages (B)	Material & Other (C)	Purchased Services (D)	General (E)	Total Freight (F)	Passenger (G)	Total (H)	Line No.
422		Controlling Operations	2,811	18	420	63	3,312	0	3,312	422
423		Yard And Terminal Clerical	1,645	11	220	25	1,901	0	1,901	423
424		Operating Switches, Signals Retarders & Humps	230	0	763	0	993	0	993	424
425		Locomotive Fuel	7	13,633	0	0	13,640	0	13,640	425
426		Electric Power Purchased Or Produced For Motive Power	0	0	0	0	0	0	0	426
427		Servicing Locomotives	690	849	18	1	1,558	0	1,558	427
428		Freight Lost Or Damaged-Solely Related	0	0	0	0	0	0	0	428
429		Clearing Wrecks	30	0	0	0	30	0	30	429
430		Fringe Benefits	0	0	0	14,770	14,770	0	14,770	430
431		Other Casualties & Insurance	0	0	0	2,714	2,714	0	2,714	431
432		Joint Facility-Debit	0	0	1,322	0	1,322	0	1,322	432
433		Joint Facility-(Credit)	0	0	(1,035)	0	(1,035)	0	(1,035)	433
434		Other	0	0	0	0	0	0	0	434
435		TOTAL YARD OPERATIONS	33,129	14,831	4,884	18,288	71,132	0	71,132	435

TRAIN AND YARD OPERATIONS COMMON

501		Cleaning Car Interiors	0	0	207	0	207	0	207	501
502		Adjusting & Transferring Loads	0	0	0	0	0	0	0	502
503		Car Loading Devices & Grain Doors	0	0	0	0	0	0	0	503
504		Freight Lost & Damaged - All Other	0	0	0	0	0	0	0	504
505		Fringe Benefits	0	0	0	0	0	0	0	505
506		TOTAL TRAIN AND YARD OPERATIONS COMMON	0	0	207	0	207	0	207	506

SPECIALIZED SERVICE OPERATIONS

507	*	Administration	1,353	54	93	69	1,569	0	1,569	507
508	*	Pickup & Delivery & Marine Line Haul	0	0	0	0	0	0	0	508
509	*	Loading & Unloading & Local Marine	1,257	339	10,777	153	12,526	0	12,526	509
510	*	Protection Services	0	0	0	0	0	0	0	510
511	*	Freight Lost Or Damaged-Solely Related	0	0	0	0	0	0	0	511
512	*	Fringe Benefits	0	0	0	1,164	1,164	0	1,164	512
513	*	Casualties & Insurance	0	0	0	50	50	0	50	513
514	*	Joint Facility-Debit	0	0	0	0	0	0	0	514
515	*	Joint Facility-(Credit)	0	0	0	0	0	0	0	515
516	*	Other	0	0	0	0	0	0	0	516
517	*	TOTAL SPECIALIZED SERVICES OPERATIONS	2,610	393	10,870	1,436	15,309	0	15,309	517

SCHEDULE 410 RAILWAY OPERATING EXPENSES
(DOLLARS IN THOUSANDS)

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FREIGHT

Line No.	Cross Check	Name Of Railway Operating Expense Account (A)	Salaries & Wages (B)	Material & Other (C)	Purchased Services (D)	General (E)	Total Freight (F)	Passenger (G)	Total (H)	Line No.
<u>ADMINISTRATIVE SUPPORT OPERATIONS</u>										
518		Administration	1,573	46	3,933	220	5,772	0	5,772	518
519		Employees Performing Clerical Functions	3,669	0	(103)	49	3,615	0	3,615	519
520		Communication Systems Operation	0	0	0	0	0	0	0	520
521		Loss & Damage Claims Processing	71	3	1	7	82	0	82	521
522		Fringe Benefits	0	0	0	2,366	2,366	0	2,366	522
523		Casualties & Insurance	0	0	0	188	188	0	188	523
524		Joint Facility - Debit	0	0	0	0	0	0	0	524
525		Joint Facility - (Credit)	0	0	0	0	0	0	0	525
526		Other	0	0	0	0	0	0	0	526
527		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	5,313	49	3,831	2,830	12,023	0	12,023	527
528		TOTAL TRANSPORTATION	104,232	155,694	39,923	59,733	359,582	0	359,582	528
<u>GENERAL AND ADMINISTRATIVE</u>										
601		Officers-General Administration	200	0	547	49	796	0	796	601
602		Accounting, Auditing & Finance	2,751	95	1,600	47	4,493	0	4,493	602
603		Management Services And Data Processing	0	28	7,411	0	7,439	0	7,439	603
604		Marketing	821	5	2,762	204	3,792	0	3,792	604
605		Sales	787	5	2,763	95	3,650	0	3,650	605
606		Industrial Development	444	11	206	45	706	0	706	606
607		Personnel & Labor Relations	1,824	81	627	181	2,713	0	2,713	607
608		Legal And Secretarial	1,595	164	5,806	160	7,725	0	7,725	608
609		Public Relations And Advertising	73	2	461	708	1,244	0	1,244	609
610		Research And Development	0	0	0	0	0	0	0	610
611		Fringe Benefits	0	0	0	4,967	4,967	0	4,967	611
612		Casualties & Insurance	0	0	0	500	500	0	500	612
613		Writedown Of Uncollectible Accounts	0	0	0	857	857	0	857	613
614		Property Taxes	0	0	0	9,950	9,950	0	9,950	614
615		Other Taxes Except On Corporate Income Or Payrolls	0	0	0	694	694	0	694	615
616		Joint Facility-Debit	0	0	0	0	0	0	0	616
617		Joint Facility-(Credit)	0	0	0	0	0	0	0	617
618		Other	1,402	32	412	1,539	3,385	0	3,385	618
619		TOTAL GENERAL AND ADMINISTRATIVE	9,897	423	22,595	19,986	52,911	0	52,911	619
620		TOTAL CARRIER OPERATING EXPENSES	150,351	178,755	148,317	154,271	631,694	0	631,694	620

412. WAY AND STRUCTURES
(Dollars in thousands)

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

Line No.	Cross Check	Property account	Category (a)	Depreciation (b)	Lease/Rentals (net) (c)	Amortization adjustment during year (d)	Line No.
1		2	Land for transportation purposes	N/A	0	0	1
2		3	Grading	412	0	0	2
3		4	Other right-of-way expenditures	26	0	0	3
4		5	Tunnels and subways	29	0	0	4
5		6	Bridges, trestles and culverts	1,674	0	0	5
6		7	Elevated structures	0	0	0	6
7		8	Ties	10,172	0	0	7
8		9	Rail and other track material	11,404	0	0	8
9		11	Ballast	3,603	0	0	9
10		13	Fences, snowsheds and signs	26	0	0	10
11		16	Station and office buildings	855	1,806	0	11
12		17	Roadway buildings	62	0	0	12
13		18	Water stations	0	0	0	13
14		19	Fuel stations	187	0	0	14
15		20	Shops and enginehouses	376	0	0	15
16		22	Storage warehouses	0	0	0	16
17		23	Wharves and docks	29	0	0	17
18		24	Coal and ore wharves	0	0	0	18
19		25	TOFC/COFC terminals	441	0	0	19
20		26	Communications systems	1,129	0	0	20
21		27	Signals and interlockers	2,249	0	0	21
22		29	Power plants	6	0	0	22
23		31	Power transmission systems	110	0	0	23
24		35	Miscellaneous structures	62	0	0	24
25		37	Roadway machines	1,661	0	0	25
26		39	Public improvements: construction	776	0	0	26
27		45	Power plant machines	16	0	0	27
28		--	Other lease/rentals	N/A	0	N/A	28
29		--	TOTAL	35,305	1,806	0	29

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

1. Report freight expenses only.
 2. Report in this supporting schedule rental information by car type and other freight-carrying equipment relating to the interchange of railroad owned or leased equipment and privately owned equipment. (Reporting for leased equipment covers equipment that carrier on railroad markings).
 3. The gross amounts receivable and payable for freight-train cars (line 19, columns (b) through (d), and line 19, columns (e) through (g), respectively should balance with Schedule 410, column (f), lines 231 (credits) and 230 (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f), lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of schedule 410 because those lines include rents for "Other Equipment" which is reported in Schedule 415, column (f). The balancing of schedule 410, 414 and 415 "Other Equipment" is outlined in note 6 to Schedule 415.
 4. Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper-owned cars.
 5. Report in columns (c), (d), (f) and (g) rentals for railroad owned cars prescribed by the Board in EX Parte no. 334, for which rentals are settled on a combination mileage and time basis (basic per diem). Include railroad owned per diem tank cars on line 17.
- NOTES: Mechanical designations for each car type are shown in Schedule 710.

Line No.	Cross Check	Type of equipment (a)	GROSS AMOUNTS RECEIVABLE			GROSS AMOUNTS PAYABLE			Line No.
			Private line cars (b)	Mileage (c)	Time (d)	Private line cars (e)	Mileage (f)	Time (g)	
CAR TYPES									
1		Box-Plain 40 Foot	0	0	0	0	0	0	1
2		Box-Plain 50 Foot and Longer	0	61	267	742	61	223	2
3		Box-Equipped	0	110	553	462	1,514	3,434	3
4		Gondola-Plain	0	0	0	271	267	314	4
5		Gondola-Equipped	0	476	1,340	0	1,374	1,735	5
6		Hopper-Covered	0	11,920	26,875	918	3,124	7,787	6
7		Hopper-Open Top-General Service	0	536	2,529	0	64	160	7
8		Hopper-Open Top-Special Service	0	0	0	0	12	27	8
9		Refrigerator-Mechanical	0	0	0	0	36	242	9
10		Refrigerator-Non-Mechanical	0	8	26	1	27	124	10
11		Flat TOFC/COFC	0	13	345	5,268	575	2,540	11
12		Flat Multi-Level	0	2,079	4,533	3,616	211	55	12
13		Flat-General Service	0	0	0	0	11	20	13
14		Flat-Other	0	2,225	6,217	1,346	540	1,284	14
15		Tank-Under 22,000 Gallons	0	0	0	48	0	0	15
16		Tank-22,000 Gallons and Over	0	0	0	27	0	0	16
17		All Other Freight Cars	0	1	134	1	12	34	17
18		Auto Racks	0	0	547	2,460	0	0	18
19		TOTAL FREIGHT TRAIN CARS	0	17,429	43,366	15,160	7,828	17,979	19
OTHER FREIGHT-CARRYING EQUIPMENT									
20		Refrigerated Trailers	0	0	0	0	0	0	20
21		Other Trailers	0	31	86	1	0	3	21
22		Refrigerated Containers	0	0	0	0	0	0	22
23		Other Containers	0	0	0	0	0	0	23
24	*	TOTAL TRAILERS AND CONTAINERS	0	31	86	1	0	3	24
25		GRAND TOTAL (LINES 19 AND 24)	0	17,460	43,452	15,161	7,828	17,982	25

NOTES AND REMARKS

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GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 415

1. Report freight expenses only.
2. Report by type of equipment all natural expenses relating to the equipment functions (salaries and wages, materials, tools, supplies, fuels and lubricants, purchased services and general).
3. Report in column (b) net repair expense, excluding the cost to repair damaged equipment.

Schedule 415, column (b), will balance to Schedule 410, column (f), as follows:

(a) Locomotives, line 5 plus line 38, compared to the sum of Schedule 410, lines 202,203 plus 216 (excluding wreck repairs). Do not report in schedule 415, Equipment Damaged from Schedule 410, line 204.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

7. Investment base by types of equipment shall be reported in columns (g) and (h) and should not include the cost of equipment used but not owned when the rents therefor are included in the rent for equipment and Account Nos. 31-21-00, 31-22-00, 31-23-00, 35-21-00, 35-22-00 and 35-23-00. It should include the cost of equipment owned and leased to others when the rents are included in the rent for Equipment Account Nos. 32-21-00, 32-22-00, 32-23-00, 36-21-00, 36-22-00, and 36-23-00.

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

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

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

415. SUPPORTING SCHEDULE - EQUIPMENT
(Dollars in thousands)

Line No.	Cross Check	Types of equipment	Repairs (net expense) (b)	Depreciation		Amortization	Line No.
				Owned (c)	Capitalized lease (d)	Adjustment net during year (e)	
		LOCOMOTIVES					
1		Diesel Locomotive-Yard	2,865	68	0	0	1
2		Diesel Locomotive-Road	27,773	7,491	1,830	0	2
3		Other Locomotive-Yard	0	0	0	0	3
4		Other Locomotive-Road	0	0	0	0	4
5	*	TOTAL LOCOMOTIVES	30,638	7,559	1,830	0	5
		FREIGHT TRAIN CARS					
6		Box-Plain 40 Foot	0	4	0	0	6
7		Box-Plain 50 Foot and Longer	135	(301)	0	0	7
8		Box-Equipped	253	(14)	0	0	8
9		Gondola-Plain	463	0	0	0	9
10		Gondola-Equipped	629	118	0	0	10
11		Hopper-Covered	13,165	5,336	0	0	11
12		Hopper-Open Top-General Service	1,135	123	0	0	12
13		Hopper-Open Top-Special Service	0	0	0	0	13
14		Refrigerator-Mechanical	0	0	0	0	14
15		Refrigerator-Nonmechanical	10	(242)	0	0	15
16		Flat TOFC/COFC	98	(15)	0	0	16
17		Flat Multi-level	1,585	145	0	0	17
18		Flat-General Service	0	5	0	0	18
19		Flat-Other	1,916	246	0	0	19
20		All Other Freight Cars	107	0	0	0	20
21		Cabooses	12	(175)	0	0	21
22		Auto Racks	649	919	211	0	22
23		Miscellaneous Accessories	0	0	0	0	23
24	*	TOTAL FREIGHT TRAIN CARS	20,157	6,149	211	0	24
		OTHER EQUIPMENT-REVENUE FREIGHT HIGHWAY EQUIPMENT					
25		Refrigerated Trailers	0	0	0	0	25
26		Other Trailers	0	0	0	0	26
27		Refrigerated Containers	0	0	0	0	27
28		Other Containers	948	0	0	0	28
29		Bogies	0	0	0	0	29
30		Chassis	602	149	0	0	30
31		Other Highway Equipment (Freight)	817	0	0	0	31
32	*	TOTAL HIGHWAY EQUIPMENT	2,367	149	0	0	32
		FLOATING EQUIPMENT-REVENUE SERVICE					
33		Marine Line-Haul	0	0	0	0	33
34		Local Marine	0	0	0	0	34
35	*	TOTAL FLOATING EQUIPMENT	0	0	0	0	35
		OTHER EQUIPMENT					
36	*	Passenger and Other Revenue Equipment (Freight Portion)	0	0	0	0	36
37	*	Computer systems and word processing equipment	0	248	56	0	37
38	*	Machinery-Locomotives ¹	284	174	0	0	38
39	*	Machinery-Freight Cars ²	629	78	0	0	39
40	*	Machinery-Other Equipment ³	7	48	0	0	40
41	*	Work and Other Non-revenue Equipment	662	(143)	0	0	41
42		TOTAL OTHER EQUIPMENT	1,582	405	56	0	42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	54,744	14,262	2,097	0	43

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

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

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

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

Line No.	Cross Check	Lease and rentals (net) (f)	Investment base as of 12/31		Accumulated depreciation as of 12/31		Line No.
			Owned (g)	Capitalized lease (h)	Owned (i)	Capitalized lease (j)	
1		662	965	0	507	0	1
2		6,644	194,642	40,767	44,414	14,034	2
3		0	0	0	0	0	3
4		0	0	0	0	0	4
5		7,306	195,607	40,767	44,921	14,034	5
6		0	0	0	(5)	0	6
7		0	3,126	0	1,282	0	7
8		290	1,343	0	3,022	0	8
9		0	0	0	0	0	9
10		1,359	10,781	0	9,079	0	10
11		19,184	254,904	0	120,527	0	11
12		3,295	7,383	0	2,968	0	12
13		0	0	0	0	0	13
14		0	0	0	0	0	14
15		0	389	0	2	0	15
16		95	189	0	(364)	0	16
17		4,145	3,211	0	997	0	17
18		0	0	0	0	0	18
19		4,959	4,659	0	3,347	0	19
20		0	0	0	251	0	20
21		0	680	0	823	0	21
22		3,160	21,853	809	12,053	527	22
23		0	0	0	0	0	23
24		36,487	308,518	809	153,982	527	24
25		0	0	0	0	0	25
26		0	0	0	0	0	26
27		0	0	0	0	0	27
28		1,868	0	0	0	0	28
29		0	0	0	0	0	29
30		147	1,596	0	613	0	30
31		258	0	0	0	0	31
32		2,273	1,596	0	613	0	32
33		0	0	0	0	0	33
34		0	0	0	0	0	34
35		0	0	0	0	0	35
36		0	0	0	0	0	36
37		0	1,690	169	(18)	117	37
38		0	3,620	0	(374)	0	38
39		0	1,623	0	(167)	0	39
40		0	998	0	(103)	0	40
41		97	11,779	0	12,081	0	41
42		97	19,710	169	11,419	117	42
43		46,163	525,431	41,745	210,935	14,678	43

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

2 The depreciation to be reported on lines 38, 39 and 40 in column (i) is calculated by multiplying the investment in each element by the effective composite rate for Property Account 44, and then adding or subtracting the adjustment reported in column (j). This calculation should equal the amount shown in column (i), 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	
			Inv. Base (c)	Accum. depr. (d)	Depr. rate % (e)	Inv. Base (f)	Accum. depr. (g)	Depr. rate % (h)	Inv. Base (i)	Current year Amort. (j)	Accum. Amort. (k)		
1	I	3	12,279	3,531	0.94	147	11	0.94	0	0	0	12,426	3,542
2		8	152,140	38,519	4.39	2,996	1,015	4.39	0	0	0	155,136	39,534
3		9	254,406	73,560	3.27	5,699	1,723	3.27	0	0	0	260,105	75,283
4		11	102,222	23,659	2.50	1,928	308	2.50	0	0	0	104,150	23,967
5	Sub-Total		521,047	139,269		10,770	3,057		0	0	0	531,817	142,326
6	II	3	21,925	6,506	0.94	264	19	0.94	0	0	0	22,189	6,325
7		8	56,644	21,010	3.45	1,987	268	3.45	0	0	0	58,631	21,278
8		9	74,069	16,745	2.04	9,105	1,442	2.04	0	0	0	83,174	18,187
9		11	38,345	6,331	1.61	1,390	105	1.61	0	0	0	39,735	6,436
10	Sub-Total		190,983	50,392		12,746	1,834		0	0	0	203,729	52,226
11	III	3	0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0
12		8	0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0
13		9	0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0
14		11	0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0
15	Sub-Total		0	N/A	N/A	0	N/A	N/A	0	N/A	N/A	0	0
16	IV	3	9,647	2,775	0.94	116	8	0.94	0	0	0	9,763	2,783
17		8	40,533	10,505	2.67	1,584	827	2.67	0	0	0	42,117	11,332
18		9	86,298	29,305	1.91	1,025	165	1.91	0	0	0	87,323	29,470
19		11	11,195	3,332	1.18	459	117	1.18	0	0	0	11,654	3,449
20	Sub-Total		147,673	45,917		3,184	1,117		0	0	0	150,857	47,034
21	V	3	0	0	0.00	0	0	0.00	0	0	0	0	0
22		8	0	0	0.00	0	0	0.00	0	0	0	0	0
23		9	0	0	0.00	0	0	0.00	0	0	0	0	0
24		11	0	0	0.00	0	0	0.00	0	0	0	0	0
25	Sub-Total		0	0		0	0		0	0	0	0	0
26	GRAND TOTAL		859,703	235,578	0	26,700	6,008	N/A	0	0	0	886,403	241,586

(1) Columns (c) + (f) + (i) = Column (l).
 Columns (d) + (g) + (k) = Column (m).
 (2) The base grand total for owned and used, improvements to leased property and capitalized leases should equal the sum of Accounts 3, 8, 9, and 11 shown at year end on Schedule 330.

NOTES AND REMARKS

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

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

Line No.	Cross Check	Items (a)	TOFC/COFC terminal (b)	Floating equipment (c)	Coal marine terminal (d)	Ore marine terminal (e)	Other marine terminal (f)	Motor vehicle load and distribution (g)	Protective services refrigerator car (h)	Other special services (i)	Total columns (b - i) (j)	Line No.
1 *		Administration	1,569	0	0	0	0	0	0	0	1,569	1
2 *		Pick up and delivery, marine line haul	0	0	0	0	0	0	N/A	0	0	2
3 *		Loading and unloading and local marine	12,085	0	0	0	0	441	N/A	0	12,526	3
4 *		Protective services, total debits and credits	0	0	0	0	0	0	0	0	0	4
5 *		Freight lost or damaged -solely related	0	0	0	0	0	0	0	0	0	5
6 *		Fringe benefits	1,164	0	0	0	0	0	0	0	1,164	6
7 *		Casualty and insurance	50	0	0	0	0	0	0	0	50	7
8 *		Joint facility - Debit	0	0	0	0	0	0	0	0	0	8
9 *		Joint facility - Credit	0	0	0	0	0	0	0	0	0	9
10 *		Other	0	0	0	0	0	0	0	0	0	10
11 *		TOTAL	14,868	0	0	0	0	441	0	0	15,309	11

Schedule 418

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

Column

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

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

Primary Account Number And Title (a)	Total Investment At End Of Year (b)	Capital Leases		
		Investment At End Of Year (c)	Current Year Amortization (d)	Accumulated Amortization (e)
(16) Stat. & Off. Bldgs.	19,445	1,339	139	352
(20) Shops & Enginehouses	0	0	0	0
(25) TOFC COFC Terminals	0	0	0	0
(26) Communication System	0	0	0	0
(37) Roadway Machines	0	0	0	0
Total Road	19,445	1,339	139	352
(52) Locomotives	236,374	40,767	1,830	14,034
(53) Freight Train Cars	309,327	809	211	527
(55) Highway Revenue Equipt.	0	0	0	0
(57) Work Equipment	0	0	0	0
(58) Miscellaneous Equipment	0	0	0	0
(59) Computer & Word Processing	1,859	169	56	117
Total Equipment	547,560	41,745	2,097	14,678
GRAND TOTAL	567,005	43,084	2,236	15,030

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	14,903	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax & Surtax	48,198	2
3		Excess Profits	0	3
4	*	Total Income Taxes (ln. 2 + 3)	48,198	4
5		Railroad Retirement	29,761	5
6		Hospital Insurance	2,472	6
7		Supplemental Annuities	0	7
8		Unemployment Insurance	2,166	8
9		All Other United States Taxes	131	9
10		Total - U.S. Government Taxes	82,728	10
11		Total Railway Taxes	97,631	11

B. Adjustments to Federal Income Taxes

1. In column (a) are listed the particulars which most often cause a differential between taxable income and pretax accounting income. Other particulars which cause such a differential should be listed under the caption Other (Specify), including State and other taxes deferred if computed separately. Minor items, each less than \$100,000, may be combined in a single entry under Other (Specify).

2. Indicate in column (b) the beginning of the year total of Accounts 714, 744, 762 and 786 applicable to each particular item in column (a).

3. Indicate in column (c) the net change in Accounts 714, 744, 762 and 786 for the net tax effect of timing differences originating and reversing in the current accounting period.

4. Indicate in column (d) any adjustments, as appropriate, including adjustments to eliminate or reinstate deferred tax effects (credits or debits) due to applying or recognizing a loss carry-forward or loss carry-back.

5. The total of line 19 in columns (c) and (d) should agree with the total of the contra charges (credits) to Account 557, Provision for Deferred Taxes, and Account 591, Provision for Deferred Taxes - Extraordinary Items, for the current year.

6. Indicate in column (e) the cumulative total of columns (b), (c) and (d). The total of column (e) must agree with the total of Accounts 714, 744, 762 and 786.

Line No.	Particulars (a)	Beginning of year balance (b)	Net credits (charges) for current year (c)	Adjustments * (d)	End of year balance (e)	Line No.
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc. 62-21.	286,869	33,551	3,479	323,899	1
2	Accelerated amortization of facilities, Sec. 168 I.R.C.	(1,282)	165	0	(1,117)	2
3	Capital leases	2,159	1,415	0	3,574	3
4	Amortization of rights of way, Sec. 185 I.R.C.	0	0	0	0	4
5	Undistributed earnings from affiliates	11,804	2,927	0	14,731	5
6	Gross deferred tax liabilities	299,550	38,058	3,479	341,087	6
7	Post retirement benefits	(16,404)	(7,361)	(15,994)	(39,759)	7
8	Reserves for employee severance/related costs	(7,110)	1,124	0	(5,986)	8
9	Expense reserves & environmental remediation	(37,303)	4,125	0	(33,178)	9
10	Other items	(21,214)	(4,361)	12,515	(13,060)	10
11	Net operating loss carryforwards	(77)	77	0	0	11
12	ITC/other credit carryforwards	0	0	0	0	12
13	Minimum tax credit carryforwards	(3,564)	(15,388)	0	(18,952)	13
14	Gross deferred tax assets	(85,672)	(21,784)	(3,479)	(110,935)	14
15	Deferred tax assets valuation allowance	0	0	0	0	15
16						16
17	NET DEFERRED TAX LIABILITIES	213,878	16,274	0	230,152	17

* To reflect revised presentation.

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

***Footnotes:**

1. If Flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit	\$ <u> N/A </u>
If deferral method for investment tax credit was elected:	
(1) Indicate amount of credit utilized as a reduction of tax liability for current year	\$ <u> N/A </u>
(2) Deduct amount of current year's credit applied to a reduction of tax liability but deferred for accounting purposes	\$ <u> N/A </u>
(3) Balance of current year's credit used to reduce current year's tax accrual	\$ <u> N/A </u>
(4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual	\$ <u> N/A </u>
(5) Total decrease in current year's tax accrual resulting from use of investment tax credits	\$ <u> N/A </u>
2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made	\$ <u> N/A </u>

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

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

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

	2008	2007
Balance at beginning of year	\$993	\$109
Additions based on tax positions related to the current year	236	249
Additions for tax positions of prior years	0	635
Reductions for tax positions of prior years	(523)	0
Reductions for tax positions due to statute of limitations	0	0
Balance at end of the year	<u>\$706</u>	<u>\$993</u>

Included in the balance at December 31, 2008 and 2007 are \$.5 million and \$.9 million respectively, of tax positions that would not affect the annual effective tax rate.

SOO recognizes both penalties and interest accrued related to unrecognized tax benefits in SOO's provision for income taxes. SOO had approximately \$.1 million and \$.1 million for the payment of interest and penalties accrued at December 31, 2008 and 2007, respectively.

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

SOO is included in a federal consolidated tax return with Parent. As of December 31, 2008, SOO had no federal or state tax operating loss carryforwards.

As of December 31, 2008, SOO had federal and state minimum tax credit carryforwards in the amount of \$19.0 million. These credits are available to be carried forward indefinitely without expiration. During 2008, \$2.7 million of minimum tax credits were generated and \$12.7 million minimum tax credits that were anticipated to be used in 2008 were carried forward.

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

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

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

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)	Line No.
1	616	Other Debits to Retained Earnings:			1
2		SFAS 87 / SFAS 158 "Employers Accounting for Pensions"	22,316		2
3					3
4	616	Other Debits to Retained Earnings:			4
5		SFAS 133 "Fuel Hedge"	2,173		5
6					6
7					7
8	606	Other Credits to Retained Earnings:			8
9		Final dissolution of inactive I & M Rail Link		20,949 *	9
10					10
11	616	Other Debits to Retained Earnings:			11
12		Final dissolution of inactive I & M Rail Link	20,949 *		12
13					13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

* Reflects the final dissolution of inactive I & M Rail Link. See STB letter dated March 9, 2009.

501. GUARANTIES AND SURETYSHIPS
(Dollars in thousands)

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

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

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1					1
2					2
3		NONE			3
4					4
5					5
6					6
7					7
8					8
9					9
10					10
11					11
12					12
13					13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38

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

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

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

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

Using the following notes as a guideline, show the requirements compensating balances and short-term borrowing agreements. Footnote disclosure is required even though the arrangement is not reduced to writing.

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

SOO has an uncommitted line of credit for short-term loans not to exceed \$15.0 million, under which no amounts were outstanding at December 31, 2008.

NOTES AND REMARKS

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

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

I. Debt Outstanding at End of Year:

Line #	Account No.	Title	Source	Balance at Close of year
1	751	Loans and Notes Payable	Sch. 200, L. 30	0
2	764	Equipment Obligations and Other Long Term Debt due Within One Year	Sch. 200, L. 39	5,346
3	765 / 767	Funded Debt Unmatured	Sch. 200, L. 41	0
4	766	Equipment Obligations	Sch. 200, L. 42	0
5	766.5	Capitalized Lease Obligations	Sch. 200, L. 43	21,794
6	768	Debt in Default	Sch. 200, L. 44	0
7	769	Accounts Payable: Affiliated Companies	Sch. 200, L. 45	584,600
8	770.1 / 770.2	Unamortized Debt Premium	Sch. 200, L. 46	0
9		Total Debt	Sum L. 1-8	611,740
10		Debt Directly Related to Road Property	Note 1.	0
11		Debt Directly Related to Equipment	Note 1.	27,140
12		Total Debt Directly Related to Road and Equipment	Sum L. 10 and 11	27,140
13		Percent Directly Related to Road	L.10/L.12 (2 decimals)	0.00%
14		Percent Directly Related to Equipment	L.11/L.12 (2 decimals)	100.00%
15		Debt Not Directly Related to Road or Equipment	L.9 minus L.12	584,600
16		Road Property Debt (Note 2)	(L.13 x L.15) plus L.10	0
17		Equipment Debt (Note 2)	(L.14 x L.15) plus L.11	611,740

II. Interest Accrued During Year:

Line #	Account No.	Title	Source	Balance at Close of year
18	546-548	Total Interest and Amortization (Fixed Charges)	Sch. 210, L. 42	27,815
19	546	Contingent Interest On Funded Debt	Sch. 210, L. 44	0
20	517	Release of Premiums on Funded Debt	Sch. 210, L. 22	0
21		Total Interest (Note 3)	Sum of Lines 18+19 less 20	27,815
22		Interest Directly Related to Road Property Debt	Note 4.	0
23		Interest Directly Related to Equipment Debt	Note 4.	2,110
24		Interest Not Directly Related to Road and Equipment Debt	L.21-(L.22+L.23)	25,705
25		Interest Road Property Debt (Note 5)	L.22+(L.24xL.13)	0
26		Interest Equipment Debt (Note 5)	L.23+(L.24xL.14)	27,815
27		Embedded Rate of Debt Capital-Road Property	L.25/ L.16	N/A
28		Embedded Rate of Debt Capital-Equipment	L.26/ L.17	4.55%

Note 1: Directly related means the purpose which the funds were used when the debt was issued.
 Note 2: Line 16 plus Line 17 must equal Line 9.
 Note 3: Line 21 includes interest on debt in Account 769--Accounts Payable; Affiliated Companies.
 Note 4: This interest relates to debt reported in Lines 10 and 11, respectively.
 Note 5: Line 25 plus Line 26 must equal Line 21.

NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 512

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

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

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

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

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

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

3. In column (b) indicate nature of relationship or control between the respondent and the company or person identified in column (a) as follows:

- (a) If respondent directly controls affiliate, insert the word "direct".
- (b) If respondent controls through another company, insert the word "indirect".
- (c) If respondent is under common control with affiliate, insert the word "common".
- (d) If respondent is controlled directly or indirectly by the company listed in column (a), insert the word "controlled".
- (e) If control is exercised by other means such as a management contract or other arrangement of whatever kind, insert the word "other" and provide a footnote to describe such arrangements.

4. In column (c), fully describe the transactions involved such as management fees, lease of building, purchase of material, etc. When the affiliate listed in column (a) provides more than one type of service in column (c), list each type of service separately and show total for the affiliate. When services are both provided and received between the respondent and an affiliate they should be listed separately and the amounts shown separately in column (e).

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

6. In column (e), report the dollar amounts due from or to related parties and, if not otherwise apparent, the terms and manner of settlement. Insert (P) paid and (R) received by the amount in column (e).

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

Line No.	Name of company or related party with percent of gross income (a)	%	Nature of relationship (b)	Description of transactions (c)	Dollar amounts of transactions (d)		Amount due from or to related parties (e)		Line No.
					Received	Paid	Receivable	Payable	
1									1
2									2
3	Canadian Pacific Railway		Controlled	Asset Purchase/Sale	6	151		121	3
4				Data Processing Services		13,079		2,921	4
5				Equipment Repairs	6,277	2,978	606	222	5
6				Fuel Equalization	6,588	1,068	682	49	6
7				Joint Operating Activities	391	1,930	29	1,930	7
8				Lease Rentals	183	1,067	197	1,262	8
9				Locomotive HPH Equalization	13,296	788	2,177		9
10				Management Services		14,143		7,710	10
11				Materials Purchased	756	1,594	13	198	11
12				Track Repairs & Projects	27	686		185	12
13				Interest Income	13		13		13
14									14
15									15
16	Canadian Pacific Hungary		Common	Interest Expense		25,322		2,899	16
17				Loan Fees		261			17
18									18
19									19
20									20
21	Delaware & Hudson Railway Company		Common	Data Processing Services	699		49		21
22				Management Services	3,154		261		22
23				Materials Purchased	332	7	3		23
24				Equipment Repairs	58	195	17	6	24
25				Locomotive HPH Equalization	1,890		356		25
26				Track Repairs & Projects	18	38		47	26
27				Interest Income	2,694		71		27
28				Loan Fees	269				28
29									29
30									30
31									31
32									32
33	CPR Locomotive Equity Company		Common	Lease Rentals		12,467		3,786	33
34									34
35									35
36									36
37	Dakota, Minnesota, & Eastern Railroad Company		Common	Fuel Equalization		295		295	37
38				Joint Operating Activities	1,459	189	1,459	189	38
39				Lease Rentals	142		142		39

515. RAILS LAID IN REPLACEMENT
(Dollars in thousands)

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

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

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

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

Line No.	Class of rail	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS				Line No.
		Weight of rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc. during year	Average cost per ton (2,000 lb)	Weight of rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year	Average cost per ton (2,000 lb)	
		Pounds per yard of rail	Number of tons (2,000 lb)			Pounds per yard of rail	Number of tons (2,000 lb)			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1	NEW		7,045				52			1
2										2
3										3
4	RELAY		3,986				359			4
5										5
6										6
7										7
8										8
9										9
10										10
11										11
12										12
13										13
14										14
15										15
16										16
17										17
18										18
19										19
20	Total	N/A	11,031	\$0	\$0	N/A	411	\$0	\$0	20

NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 700

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

(1) Line owned by respondent

(2) Line owned by proprietary companies

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

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

(5) Line operated under trackage rights.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Class (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 running tracks (f)				
1									1	
2	I	100.00%	1,523	133	11	175	138	468	2,448	2
3										3
4	J-1	50.00%	57	2	0	6	19	11	95	4
5										5
6	5		1,687	189	16	65	59	80	2,096	6
7										7
8										8
9										9
10										10
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12										12
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15										15
16										16
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49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57	TOTAL		3,267	324	27	246	216	559	4,639	57
58	Miles of electrified road or track included in preceding grand total	N/A								58

* Miles of Passing Tracks, Crossovers and Turnouts

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

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

MILEAGE SHOULD BE REPORTED TO THE NEAREST WHOLE MILE ADJUSTED TO ACCORD WITH FOOTINGS, I.E., COUNTING ONE-HALF MILE AND OVER AS A WHOLE MILE AND DISREGARDING ANY FRACTION LESS THAN ONE-HALF MILE.

Line No.	Cross Check	State or Territory	MILES OF ROAD OPERATED BY RESPONDENT										Line No.		
			(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)				
1		Montana	0	0	0	0	0	0	0	0	0	0	0	0	1
2		Michigan	0	0	0	0	0	0	0	342	0	0	0	0	2
3		South Dakota	6	0	0	0	0	0	0	0	6	0	0	0	3
4		North Dakota	474	0	0	0	0	0	8	0	482	603	0	0	4
5		Minnesota	749	0	0	0	0	0	491	0	1,240	53	0	0	5
6		Wisconsin	301	0	0	0	0	0	306	0	607	0	0	0	6
7		Illinois	22	0	0	0	0	0	341	0	363	0	0	0	7
8		Indiana	0	0	0	0	0	0	197	0	197	0	0	0	8
9		Kentucky	0	0	0	0	0	0	0	0	0	1	0	0	9
10		Ohio	0	0	0	0	0	0	30	0	30	0	0	0	10
11															11
12															12
13															13
14															14
15															15
16															16
17															17
18															18
19															19
20															20
21															21
22															22
23															23
24															24
25															25
26															26
27															27
28															28
29															29
30															30
31															31
32		Total Mileage (single track)	1,552	0	0	0	0	0	1,715	0	3,267	714	0	0	32

NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In column (c) give the number of units purchased new or built in company shops. In column (d), give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.
3. Units leased to others for a period of one year or more are reportable in column (l). Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (h). Units rented from others for a period less than one year should not be included in column (l).
4. For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units. A "B" unit is similar to an "A" unit but it is not equipped for use singly or as a lead locomotive unit. A "B" unit may be equipped with hostler controls for independent operation at terminals.
5. A "self-propelled car" is a rail motor car propelled by electric motors receiving power from a third rail or overhead, or internal combustion engines located on the car itself. Trailers equipped for use only in trains of cars that are self-propelled are to be included as self-propelled equipment.
6. A "diesel" unit includes all units propelled by diesel internal combustion engines regardless of final drive or whether power may at times be supplied from an external conductor. Units other than diesel-electric, e.g., diesel-hydraulic, should be identified in a footnote giving the number and a brief description. An "electric" unit includes all units which receive electric power from a third rail or overhead contact wire, and use the power to drive one or more electric motors that propel the vehicle. An "other self-powered unit" includes all units other than diesel or electric, e.g., steam, gas turbine. Show the type of unit, service and number, as appropriate, in a brief description sufficient for positive identification. An "auxiliary unit" includes all units used in conjunction with locomotives, but which draw their power from the "mother" unit, e.g., boosters, slugs, etc. For reporting purposes, indicate radio-controlled self-powered diesel units on lines 1 through 8, as appropriate. Radio-controlled units that are not self-powered, i.e., those without a diesel, should be reported on line 13 under "auxiliary units".

9. Cross-checks

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

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

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

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

Line No.	Cross Check	Type or design of units	Units in service of respondent at beginning of year	Changes During the Year				Units at Close of Year				Line No.	
				New units purchased or built	New units leased from others	Rebuilt units acquired & rebuilt units rewritten into property accounts	All other units including reclassification & second hand units purchased or leased from others	Units retired from service of respondent whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent col (h) & (i)		Aggregate capacity of units reported in col (j) (see ins. 7)
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(k)	(l)	
1		Locomotive Units											1
2		Diesel-freight units											2
3		Diesel-passenger units											3
4		Diesel-multi purpose units	319	0	0	0	54	2	202	371	1,374,950	0	4
5	*	Diesel-switching units	40	0	0	0	0	3	13	37	59,000	0	5
6	*	Total (lines 1 to 4)	359	0	0	0	54	5	215	408	1,433,950	0	6
7	*	Electric-locomotives											7
8	*	Other self-powered units											8
9	*	Total (lines 5, 6 & 7)	359	0	0	0	54	5	215	408	1,433,950	0	9
10	*	Auxiliary units									N/A		10
		Total Locomotive Units (lines 8 & 9)	359	0	0	0	54	5	215	408	N/A	0	

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

Line No.	Cross Check	Type or design of units	Before Jan. 1, 1985	During Calendar Year					Total	Line No.				
				Between Jan. 1, 1985 and Dec. 31, 1989	Between Jan. 1, 1990 and Dec. 31, 1994	Between Jan. 1, 1995 and Dec. 31, 1999	Between Jan. 1, 2000 and Dec. 31, 2004	2005			2006	2007	2008	2009
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
11	*	Diesel	140	43	0	81	34	0	110	0	0	0	408	11
12	*	Electric												12
13	*	Other self-powered units												13
14	*	Total (lines 11 to 13)	140	43	0	81	34	0	110	0	0	0	408	14
15	*	Auxiliary units												15
16	*	Total Locomotive Units (lines 14 & 15)	140	43	0	81	34	0	110	0	0	0	408	16

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

Line No.	Cross Check	Type or design of units	Units in service of respondent at beginning of year	Changes During the Year				Units at Close of Year				Line No.		
				New units purchased or built	New units leased from others	Rebuilt units acquired & rebuilt into property accounts	All other units including reclassification & second hand units purchased or leased from others	Units retired from service whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent col (h) & (i)		Aggregate capacity of units reported in col (j) (see ins. 7)	Leased to others
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
17		PASSENGER-TRAIN CARS Non-Self-Propelled Coaches [PA, PB, PBO]									0		(l)	17
18		Combined cars									0			18
19		[All class C, except CSB] Parlor cars [PBC, PC, PL, PO]									0			19
20		Sleeping cars [PS, PT, PAS, PDS]									0			20
21		Dining, grill & tavern cars [All class D, PD]									0	N/A		21
22		Non-passenger-carrying cars [All class B, CSB, M, PSA, IA]									0	N/A		22
23		TOTAL (lines 17 to 22)	0	0	0	0	0	0	0	0	0	0	0	23
24		Self-Propelled Electric passenger cars [EP, ET]									0			24
25		Electric combined cars [EC]									0			25
26		Internal combustion rail motorcars [ED, EG]									0			26
27		Other self-propelled cars (Specify types)									0			27
28		TOTAL (lines 24 to 27)	0	0	0	0	0	0	0	0	0	0	0	28
29		TOTAL (lines 23 and 28)	0	0	0	0	0	0	0	0	0	0	0	29
30		COMPANY SERVICE CARS Business cars [PV]									0	N/A		30
31		Board outfit cars [MWX]	2	0	0	0	0	0	2	0	2	N/A		31
32		Derrick & snow removal cars [MWU, MWV, MWV, MWK]	10	0	0	0	0	2	8	0	8	N/A		32
33		Dump and ballast cars [MWB, MWD]	263	0	0	0	0	32	231	0	231	N/A		33
34		Other maintenance and service equipment cars	226	0	0	0	9	22	213	0	213	N/A		34
35		TOTAL (lines 30 to 34)	501	0	0	0	9	56	454	0	454	N/A		35

710. INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data.

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

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

Line No.	Cross Check	Class of equipment and car designations (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				
					New units purchased or built (d)	New or rebuilt units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, incl. reclassification and second hand units purchased or leased from others (g)	
36		FREIGHT TRAIN CARS Plain box cars - 40' (B100 - B287)	1	0	0	0	0	0	36
37		Plain box cars - 50' and longer (B300 - B887)	149	0	0	0	0	0	37
38		Equipped box cars (All code A) Except A 5	127	0	0	0	0	1	38
39		Plain gondola cars (All codes G & J-1, J-2, J-3 & J-4)	0	0	0	0	0	0	39
40		Equipped gondola cars (All code E)	939	160	0	0	0	140	40
41		Covered hopper cars (All code C 1 C 2)	10,343	425	0	0	0	2	41
42		Open top hopper cars-general service (All code H)	782	0	0	0	0	242	42
43		Open top hopper cars-special service (All codes K, J-0)	0	0	0	0	0	0	43
44		Refrigerator cars-mechanical R_5_, R_6_, R_7_, R_8_, R_9_	0	0	0	0	0	0	44
45		Refrigerator cars-non- mechanical R_0_, R_1_, R_2_	15	0	0	0	0	0	45
46		Flat cars - TOFC/COFC (All code P & Q & S) except Q8-	25	0	0	0	0	0	46
47		Flat cars - multi-level (All code V)	495	0	0	0	0	279	47
48		Flat cars-general service F10_, F20_, F30_	0	0	0	0	0	0	48
49		Flat cars-other F_1_, F_2_, F_3_, F_4_, F_5_, F_6_, F_7_, F_8_, F40	1,430	0	0	0	0	0	49
50		Tank cars-under 22,000 ga. (T-0, T-1, T-2, T-3, T-4, T-5)	0	0	0	0	0	0	50
51		Tank cars-22,000 ga. & over (T-6, T-7, T-8, T-9)	0	0	0	0	0	0	51
52		All other freight cars A_5_ (All code L & Q8_	1	0	0	0	0	0	52
53		TOTAL (lines 36 to 52)	14,307	585	0	0	0	664	53
54		Caboose (All code M-930)	N/A	23	0	0	0	0	54
55		TOTAL (lines 53 & 54)	14,307	608	0	0	0	664	55

710. INVENTORY OF EQUIPMENT - Continued

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

5. Time mileage cars refer to freight cars, other than cabooses, owned or held under lease arrangement, whose interline rental is settled on a per diem and line haul mileage basis under "Code of Car Hire Rules" or would be so settled if used by another railroad.

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

Line No.	Cross Check	Changes during year (concluded)	Units at close of year						Line No.
		Units retired from service of respondent whether owned or leased, including reclassification (h)	Owned and used (i)	Leased from others (j)	Total in service of respondent (col (i) & (j))		Aggregate capacity of units reported in columns (k) & (l) (see ins. 4) (m)	Leased to others (n)	
					Time-mileage cars (k)	All other (l)			
36		1	0	0	0	0	0	0	36
37		12	137	0	137	0	10,275	0	37
38		30	75	23	98	0	7,546	6	38
39		0	0	0	0	0	0	0	39
40		299	620	320	770	170	90,600	270	40
41		600	5,483	4,687	9,920	250	1,111,582	0	41
42		7	207	810	1,017	0	103,000	0	42
43		0	0	0	0	0	0	0	43
44		0	0	0	0	0	0	0	44
45		1	14	0	14	0	1,288	0	45
46		0	9	16	25	0	1,625	0	46
47		2	176	596	772	0	32,541	0	47
48		0	0	0	0	0	0	0	48
49		205	131	1,094	1,225	0	138,425	0	49
50		0	0	0	0	0	0	0	50
51		0	0	0	0	0	0	0	51
52		0	1	0	1	0	69	0	52
53		1,157	6,853	7,546	13,979	420	1,496,951	276	53
54		0	23	0	N/A	23	N/A	0	54
55		1,157	6,876	7,546	13,979	443	1,496,951	276	55

710. INVENTORY OF EQUIPMENT - Continued

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED TO OTHERS									
Line No.	Cross Check	Class of equipment and car designations (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 or rebuilt units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, incl. reclassification and second hand units purchased or leased from others (g)	
56		FLOATING EQUIPMENT Self-propelled vessels [Tugboats, car ferries, etc.]	N/A						56
57		Non-self-propelled vessels [Car floats, lighters, etc.]	N/A						57
58		TOTAL (lines 56 & 57)	N/A	0	0	0	0	0	58
59		HIGHWAY REVENUE EQUIPMENT Bogie-chassis Z1, Z67, Z68, Z69	240	0	0	0	0	19	59
60		Dry van U2, Z2, Z6, 1-6	98	1,339	0	0	0	0	60
61		Flat bed U3, Z3							61
62		Open top U4, Z4							62
63		Mechanical refrigerator U5, Z5							63
64		Bulk U0 & Z0							64
65		Insulated U7, Z7							65
66		Tank <input type="checkbox"/> U1 <input type="checkbox"/> Z0, U6							66
67		Other trailer and container (Special Equipped Dry Van U9, Z8 & Z9)	0	3				0	67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 to 60)	338	1,342	0	0	0	19	70

NOTES AND REMARKS

710. INVENTORY OF EQUIPMENT - Concluded

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

Line No.	Cross Check	Changes during year (concluded)	Units at close of year						Line No.
		Units retired from service of respondent whether owned or leased, including reclassification (h)	Owned and used (i)	Leased from others (j)	Total in service of respondent (col (i) & (j))		Aggregate capacity of units reported in columns (k) & (l) (see ins. 4) (m)	Leased to others (n)	
					Per diem (k)	All other (l)			
56					N/A				56
57					N/A				57
58		0	0	0	N/A	0	0	0	58
59		0	259	0	259		9,065	0	59
60		54	44	1,339	44	1,339	45,639		60
61									61
62									62
63									63
64									64
65									65
66									66
67		0	3	0	0	3	90	0	67
68									68
69									69
70		54	306	1,339	303	1,342	54,794	0	70

NOTES AND REMARKS

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

1. Give particulars as requested, separately, for the various classes of new units and rebuilt units of equipment installed by respondent during the year. If information regarding the cost of any units installed is not complete at time of filing of report, the units should be omitted, but reference to the number of units omitted should be given in a footnote, the details as to cost to be given in the report of the following year. The cost of units under construction at the close of the year should not be reflected in this schedule even though part of the cost appears in the property account for the year. Indicate in column (e) whether an installation represents equipment purchased (P), built or rebuilt by contract in outside railroad shops (C), or built or rebuilt in company or system shops (S) including units acquired through capitalized leases (L).
2. In column (a) list each class or type of locomotive unit, car or TOFC/COFC equipment on a separate line. By class is meant the standard classification used to distinguish types of locomotive units, freight cars or other equipment adopted by the Association of American Railroads, and should include physical characteristics requested by Schedule 710. Locomotive units should be identified as to power source, wheel arrangement, and horsepower per unit, such as multiple-purpose diesel locomotive A units (B-B), 2500 HP. Cars should be identified as to special construction or service characteristics, such as aluminum-covered hopper car (LO), steel boxcars-special service (XAP), etc. For TOFC/COFC show type of equipment as enumerated in Schedule 710.
3. In column (c) show the total weight in tons of 2,000 pounds. The weight of the equipment acquired should be the weight empty.
4. The cost should be the complete cost as entered on the ledger, including foreign line freight charges and handling charges.
5. Data for this schedule should be confined to the units reported in Schedule 710, columns (c) and (e) for locomotive units, passenger-train cars and company service cars and columns (d) and (f) for freight train cars, floating equipment and highway revenue equipment. Disclose new units in the upper section of this schedule and in the lower section disclose rebuilt units acquired or rewritten into the respondent's accounts. The term "new" as used herein shall mean a unit or units placed in service for the first time on any railroad.
6. All unequipped boxcars acquired in whole or part with incentive per diem funds should be reported on separate lines and appropriately identified by footnote or sub-heading.

NEW UNITS

Line No.	Class of equipment (a)	Number of units (b)	Total weight (tons) (c)	Total cost (d)	Method of acquisition (see instructions) (e)	Line No.
1						1
2						2
3						3
4						4
5						5
6						6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24
25	TOTAL	0	N/A	\$0	N/A	25
REBUILT UNITS						
26	Chassis 48 - 53 High Cube	19	665	\$121	P	26
27						27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38	TOTAL	19	N/A	\$121	N/A	38
39	TOTAL	19	N/A	\$121	N/A	39

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

1. For purposes of these schedules, the track categories are defined as follows:
Track category 1
 A - Freight density of 20 million or more gross ton-miles per track mile per year (include passing tracks, turnouts and crossovers).
 B - Freight density of less than 20 million gross ton-miles per track mile per year, but at least 5 million (include passing tracks, turnouts and crossovers).
 C - Freight density of less than 5 million gross ton-miles per track mile per year, but at least 1 million (include passing tracks, turnouts and crossovers).
 D - Freight density of less than 1 million gross ton-miles per track mile per year (include passing tracks, turnouts and crossovers).
 E - Way and yard switching tracks (passing tracks, crossovers and turnouts shall be in category A, B, C, D, F and potential abandonments, as appropriate).
 F - Track over which any passenger service is provided (other than potential abandonments). Mileage should be included within track categories A through E unless there is dedicated entirely to passenger service F.
 Potential abandonments - Route segments identified by railroads as potentially subject to abandonment as required by Section 10904 of the Interstate Commerce Act. 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)
 2. 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.
 3. Traffic density related to passenger service shall not be included in the determination of the track category of a line segment.
 4. Traffic density related to passenger service shall not be included in the determination of the track category of a line segment.

720. TRACK AND TRAFFIC CONDITIONS

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

Line No.	Track category (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton-miles per track mile* (use two decimal places) (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders at end of period (e)	Line No.
1	A	1,192	41.29	46.63	2.80	1
2	B	285	16.25	36.11	0.00	2
3	C	159	2.67	13.30	0.00	3
4	D	235	0.20	28.50	0.00	4
5	E	609	XXXXXXXXXX	XXXXXXXXXX	0.00	5
6	TOTAL (1)	2,480	28.80	40.45	2.80	6
7	F	386	XXXXXXXXXX	XXXXXXXXXX	0.00	7
8	Potential abandonments	5	N/A	N/A	0.00	8

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

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

721. TIES LAID IN REPLACEMENT

1. Furnish the requested information concerning ties laid in replacement.
2. In column (j), report the total board feet of switch and bridge ties laid in replacement.
3. The term "spot maintenance" in column (k) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total ties or board feet laid in replacement considered to be spot maintenance.
4. In line 9, the average cost per tie should include transportation charges on foreign lines, tie trains, loading, inspection and the cost of handling ties in general supply storage and seasoning yards, and in the case of treated ties, also the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over carrier's own lines, and placing the ties in tracks and of train service other than that necessary in connection with loading or treatment should not be included in this schedule.

Line No.	Track category (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		Concrete		Other		Second-hand ties							Total (i)
		Treated (b)	Untreated (c)	Treated (d)	Other (e)	Treated (f)	Untreated (g)	Other (h)							
1	A	129,499	0	0	0	0	0	0	0	0	0	0	378,998	0.2%	1
2	B	1,208	0	0	0	0	0	0	0	0	0	0	14,784	23.0%	2
3	C	13,750	0	0	0	0	0	0	0	0	0	0	17,887	3.7%	3
4	D	9,143	0	0	0	0	0	0	0	0	0	0	47,823	11.5%	4
5	E	16,737	0	0	0	0	0	0	0	0	0	0	70,888	13.7%	5
6	TOTAL	170,337	0	0	0	0	0	0	0	0	0	0	530,380	2.6%	6
7	F	36,023	0	0	0	0	0	0	0	0	0	0	192,602	0.2%	7
8	Potential abandonments	0	0	0	0	0	0	0	0	0	0	0	4,316	0.0%	8

9 Average cost per cross-tie \$ and switch-tie (MBM) \$

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

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

In column (a) classify the ties as follows:

U - Wooden ties untreated when applied.

T - Wooden ties treated before application.

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

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

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

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

723. RAILS LAID IN REPLACEMENT

1. Furnish the requested information concerning rails laid in replacement.
2. The term "spot maintenance" in column (h) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total rails laid in replacement considered to be spot maintenance.
3. In line 9, the average cost of new and relay rail should include the cost of loading at the point of purchase ready for shipment, the freight charges paid on foreign lines and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines and placing the rails in tracks and of train service in connection with the distribution of rails should not be included in this schedule.

Line No.	Track category (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 (e)	Bolted rail (g)		
		Welded rail (b)	Bolted rail (c)	Welded rail (d)	Bolted rail (e)						
1	A	55.81	1.47	3.21	11.11	59.02	12.58			7.2%	1
2	B	0.76	0.22	1.78	0.21	2.54	0.43			8.4%	2
3	C	0.59	0.00	0.00	1.35	0.59	1.35			14.1%	3
4	D	1.88	0.27	0.00	24.35	1.88	24.62			4.2%	4
5	E	0.00	0.48	1.08	2.53	1.08	3.01			67.9%	5
6	F	59.04	2.44	6.07	39.55	65.11	41.99			8.9%	6
7	Potential abandonments	5.89	0.44	0.09	1.85	5.98	2.29			9.9%	7
8		0.00	0.05	0.00	0.01	0.00	0.06			0.0%	8

9 Average cost of new and relay rail laid in replacement per gross ton New \$ 891.43 Relay \$ 247.22

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

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

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

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

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

Line No.	Class of rail	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS				Line No.	
		Weight of rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc. during year	Average cost per ton (2,000 lb)	Weight of rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year	Average cost per ton (2,000 lb)		
		Pounds per yard of rail	Number of tons (2,000 lb)			Pounds per yard of rail	Number of tons (2,000 lb)				
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)			
1		115	0			115	0			1	
2		136	0			136	0			2	
3										3	
4										4	
5										5	
6										6	
7										7	
8										8	
9										9	
10										10	
11										11	
12										12	
13										13	
14										14	
15										15	
16										16	
17										17	
18										18	
19										19	
20										20	
21										21	
22										22	
23										23	
24										24	
25										25	
26										26	
27										27	
28										28	
29										29	
30										30	
31										31	
32										32	
33	Total	N/A	0	\$0		N/A	0	\$0		33	
34	Number of miles of new running tracks, passing tracks, cross-overs, etc. in which rails were laid								0		34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid								0		35
36	Track-miles of welded rail installed on system this year								65.1	total to date	36

725. WEIGHT OF RAIL

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

Line No.	Weight of rails per yard (pounds) (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	Line No.
1	136	304.63	0.00	NONE	1
2	132	281.61	0.00	NONE	2
3	131	71.41	0.00	NONE	3
4	130	0.00	0.00	NONE	4
5	115	687.70	0.00	NONE	5
6	112	59.98	0.00	NONE	6
7	100	33.91	0.00	NONE	7
8	90	102.88	0.00	NONE	8
9	85	109.68	0.00	NONE	9
10	80	39.34	0.00	NONE	10
11	75	0.00	0.00	NONE	11
12	72	4.23	0.00	NONE	12
13	70	0.00	0.00	NONE	13
14	65	0.00	0.00	NONE	14
15	60	1.18	0.00	NONE	15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30
31					31
32					32
33					33
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48	TOTAL	1,696.55	N/A	N/A	48

726. SUMMARY OF TRACK REPLACEMENTS

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

Line No.	Track category (a)	Ties			Rail		Ballast		Track surfacing		Line No.
		Number of ties replaced		Percent replaced	Miles of rail replaced (rail-miles) (f)	Percent replaced (g)	Cubic yards of ballast placed (h)	Miles surfaced (i)	Percent surfaced (j)		
		Crossties (b)	Switch and Bridge ties (board feet) (c)							Crossties (d)	
1	A	129,499	378,998	3.6%	71.60	3.0%	92,743	348.6	29.2%	1	
2	B	1,208	14,784	10.0%	2.97	50.0%	6,433	10.5	3.7%	2	
3	C	13,750	17,887	2.9%	1.94	60.0%	2,358	4.1	2.6%	3	
4	D	9,143	47,823	1.3%	26.50	5.6%	12,279	21.4	9.1%	4	
5	E	16,737	70,888	90.0%	4.09	30.0%	8,050	5.4	0.9%	5	
6	TOTAL	170,337	530,380	2.3%	107.10	2.2%	121,863	390.0	16.0%	6	
7	F	36,023	192,602	3.1%	8.27	1.1%	16,629	117.6	31.0%	7	
8	Potential abandonments	0	4,316	0.0%	0.06	0.6%	5	0.0	0.0%	8	

* This information is not available.

750. CONSUMPTION OF DIESEL FUEL
(Dollars in thousands)

Line No.	Kind of locomotive service (a)	LOCOMOTIVES		Line No.
		Diesel oil (gallons)		
1	Freight	(b)		1
2	Passenger	44,082,000		2
3	Yard switching	0		3
4	TOTAL	4,383,000		4
5	COST OF FUEL \$(000) *	48,465,000		5
6	Work Train	152,115		6
		307,000		

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

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755

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

- (A) Report miles of road operated at close of year, excluding industrial tracks, yard tracks, and sidings.
- (B) A train-mile is the movement of a train a distance of one mile. In computing train-miles, fractions representing less than one-half mile shall be disregarded and other fractions considered as one mile. Train Miles-Running shall be based on the actual distance run between terminals and/or stations and shall be computed from the official time tables or distance tables. Train-miles shall not be increased to cover the running of locomotives from shops to terminals, doubling hills, switching, or other work at way stations, or for the service of helper or pusher locomotives or of extra locomotives on double-head or triple-head trains. When the carrier's trains are detoured over foreign roads, the miles shall be computed on the basis of the miles actually run and in accordance with the service performed. Train-miles shall be kept separately for trains hauled by locomotives and trains moved by motorcars.
- (C) A motorcar is a self-propelled unit of equipment designed to carry freight or passenger traffic, and is not considered a locomotive.
- (D) A locomotive is a self-propelled unit of equipment designed solely for moving other equipment. A locomotive unit-mile is a movement of a locomotive unit a distance of one mile under its own power. Include miles made by all locomotive units. Exclude miles made by motorcars. Miles of locomotives in helper service shall be computed on the basis of actual distance run in such service.
- (E) All locomotives unit-miles in road service shall be based on the actual distance run between terminals and/or stations. Follow instructions (B) regarding fractions and official time tables for computing locomotive-miles.
- (F) Train switching locomotive-miles shall be computed at the rate of six miles per hour for the time actually engaged in such service. Include miles allowed train locomotives for performing switching service at terminals and way stations.
- (G) Yard switching locomotive-miles shall be computed at the rate of six miles per hour for the time actually engaged in yard switching service. Include miles allowed for yard locomotives for switching service in yards where regular switching service is maintained and in terminal switching and transfer service.
- (H) A car-mile is a movement of a unit of car equipment a distance of one mile. Use car designations shown in Schedule 710. Under Railroad Owned and Leased Cars, Items 4-01 and 4-11, report both foreign cars and respondent's own cars while on the line of the respondent railroad. In Items 4-13 and 4-15, report private-line cars and shipper owned cars. Loaded and empty miles should be reported whether or not the railroad reimbursed the owner on a loaded and/or empty mile basis. Report miles made by flatcars carrying empty highway trailers that are not moving under revenue billings as empty freight car-miles. Do not report miles made by motorcars or business cars.
- (I) Exclude from Item 4-01, 4-11, 4-13, and 4-15 car-miles of work equipment, cars carrying company freight, and non-revenue private line cars moving in transportation trains. Include such car-miles in Items 4-17, 4-18, and 4-19. If private line cars move in revenue service, the loaded and empty miles should not be considered no-payment or non-revenue car-miles.
- (J) Report miles actually run by passenger-train cars in transportation service. Passenger-train car-miles include miles run by coaches and cars in which passengers are carried at regular tariff fares without extra charge for space occupied; miles run by combination passenger and baggage, passenger and mail, passenger and express; miles run by sleeping, parlor and other cars for which an extra fare is charged; miles run by dining, cafe, and other cars devoted exclusively to the serving of meals and other refreshments and by club, lounge, and observation cars; and miles run by other passenger-train cars where services are combined such as baggage, express and mail.
- (K) From conductor's or dispatcher's train reports or other appropriate source's, compute weight in tons (2,000 lbs). Item 6-01 includes weight of all locomotive units moved one mile in transportation trains. Ton-miles of motorcars should be excluded. Items 6-02 and 6-03 represent tons behind locomotive units (cars and contents, cabooses) moved one mile in transportation trains (excluding non-revenue gross ton-miles). Non-revenue gross ton-miles in transportation trains include work equipment and cars carrying company freight (and their contents). Use 150 lbs. as the average weight per passenger, and four tons as the average weight of contents of each head-end car.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755 - Concluded

- (L) From conductor's train reports or other appropriate sources, compute ton-miles of freight. Ton-miles represent the number of tons of revenue and non-revenue freight moved one mile in transportation train. Include net ton-miles in motorcar trains. Exclude l.c.l. shipment of freight handled in mixed baggage express cars. Total ton-miles of revenue freight should correspond to the ton-miles reported on Form CBS.
- (M) Road service represents elapsed time of transportation trains (both ordinary and light) between the time of leaving the initial terminals and the time at final terminals, including trains switching at way stations and delays on road as shown by conductors' or dispatchers' train reports. Include time of motorcar service performed by train locomotives at terminals and way stations. Report in Item 9-02 train switching hours included in Item 9-01. Train switching is the time spent by the train while performing switching service at terminals and way stations where no regular yard service is maintained. A train hour is independent of the number of locomotives in the train.
- (N) Yard switching hours are hours expended in switching service performed by yard crews in yards where regular switching service is maintained, including switching and transfer service in connection with the transportation of revenue and incidentally of company freight. Hours in yard switching are independent of the number of locomotives used.
- (O) Work-train miles include the miles run by trains engaged in company service such as official inspection, inspection trains for railway commissioners for which no revenue is received, trains running special with fire apparatus to save carrier's property from destruction, trains run for transporting the carrier's employees to and from work when no transportation charge is made, wrecking trains, trains run solely for the purpose of transporting company material, trains run for distributing material and supplies for use in connection with operations, and all other trains used in work-train services. Exclude miles run by locomotives which engaged incidentally in switching company materials in company shops or material yards in connection with regular yard switching service or in switching equipment for repairs between yards and shops.
- (P) The number of loaded freight cars shall be obtained from the conductors' wheel report and shall be the sum of all loaded cars handled by each train. For example, if a car moves loaded (1) in a way train from the origination points, (2) in two through trains, and (3) in a way train to the destination point, the total count of loaded cars would be four: two counts for the movements in the way trains and two counts for the movements in through trains. Therefore, each car originated or received from a connecting carrier receives an initial count, plus one count for each subsequent physical transfer between trains on respondent's lines. No additional count is given because of crew change or changes in track identification number unless there is a physical transfer of the car between trains. Each car moving under revenue billing shall be considered as a loaded car.
- (Q) Report vehicle (TOFC trailers/containers, automobiles and trucks) loaded and unloaded to and from TOFC and multiple level freight cars when the work is performed at the railroad's expense.
- (R) Report the number of loaded revenue trailers/containers picked up, plus revenue trailers/containers delivered in TOFC/COFC and in highway interchange service, when the work is performed at the railroad's expense. (Performed at railroad's expense means that railroad employees perform the service or that the railroad hires a subsidiary or outside contractor to perform the service.) Do not include those trailers/containers which are picked up or delivered by a shipper or motor carrier, etc., when a tariff provision requires the shipper or motor carrier, etc., and not the railroad, perform that service. Note: The count should reflect the trailer/containers for which expenses are reported in Schedule 417 line 2 column (b).
- (S) Report under Marine Terminals, Item 16, the tons loaded onto and unloaded from marine vessels at the expense of the reporting railroad.
- (T) Report the total number of foreign railroad cars on line at the end of the year (except surplus cars, see below). Foreign railroad cars refers to freight cars owned by other railroads, whose interline rental is settled on time (by hour) and actual line-haul mileage charges under the Code of Car Hire Rules.
- Carriers will be governed by local conditions in determining whether a car at an interchange point should be considered "on-line". Unserviceable cars include cars on repair tracks undergoing or awaiting repairs. They include cars on repair tracks repaired and awaiting switching, cars on repair tracks undergoing or awaiting repairs switching, cars awaiting movement to repair tracks held in train yard (excluding cars which are to be repaired in train yard without loss of time), car moving empty in trains en route to shop, and cars stored awaiting disposition.
- Surplus cars are cars which are in serviceable condition available for loading on the last day of the year, but have not been placed for loading within 48 hours. This count can be an annual average based on weekly count of cars that have not been placed for loading within 48 hours.
- (U) Flat-TOFC/COFC Car-miles reported in lines 25 (4-020), 41 (4-120), 57 (4-140), and 75 (4-160) will be computed using cars rather than constructed container platforms. For example, an articulated car consisting of five platforms moved one mile will be counted as one car-mile, not five car-miles.
- (V) The intermodal Load Factor reported on Line 134 will be calculated for the average number of intermodal (TOFC/COFC) units loaded on the average intermodal car. Units are to be calculated in the same manner as Line 123 (13 TOFC/COFC - No. of Revenue Trailers & Containers Loaded and Unloaded (Q)). Intermodal cars will be calculated in accordance with instruction U for reporting Flat-TOFC/COFC Car-miles. Both intermodal (TOFC/COFC) units and intermodal cars are to be calculated using actual units and not constructed intermodal (TOFC/COFC) units or cars.

755. RAILROAD OPERATING STATISTICS

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
1		1. Miles of Road Operated (A)	3,267	XXXXXX	1
		2. Train Miles - Running (B)	XXXXXX	XXXXXX	
2		2-01 Unit Trains	1,105,659	XXXXXX	2
3		2-02 Way Trains	697,917	XXXXXX	3
4		2-03 Through Trains	5,821,358	XXXXXX	4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	7,624,934	XXXXXX	5
6		2-05 Motorcars (C)	0	XXXXXX	6
7		2-06 TOTAL ALL TRAINS (lines 5, 6)	7,624,934	XXXXXX	7
		3. Locomotive Unit Miles (D)	XXXXXX	XXXXXX	
		Road Service (E)	XXXXXX	XXXXXX	
8		3-01 Unit Trains	2,290,815	XXXXXX	8
9		3-02 Way Trains	1,172,399	XXXXXX	9
10		3-03 Through Trains	12,500,410	XXXXXX	10
11		3-04 TOTAL (lines 8-10)	15,963,624	XXXXXX	11
12		3-11 Train Switching (F)	1,578,189	XXXXXX	12
13		3-21 Yard Switching (G)	1,810,206	XXXXXX	13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	19,352,019	XXXXXX	14
		4. Freight Car-Miles (thousands) (H)	XXXXXX	XXXXXX	
		4-01 RR Owned and Leased Cars - Loaded	XXXXXX	XXXXXX	
15		4-010 Box-Plain 40-Foot	0	XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	391	XXXXXX	16
17		4-012 Box-Equipped	11,489	XXXXXX	17
18		4-013 Gondola-Plain	1,951	XXXXXX	18
19		4-014 Gondola-Equipped	7,188	XXXXXX	19
20		4-015 Hopper-Covered	61,961	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	4,286	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	1,099	XXXXXX	22
23		4-018 Refrigerator-Mechanical	141	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	498	XXXXXX	24
25		4-020 Flat-TOFC/COFC	16,116	XXXXXX	25
26		4-021 Flat-Multi-Level	2,745	XXXXXX	26
27		4-022 Flat-General Service	47	XXXXXX	27
28		4-023 Flat-All Other	7,462	XXXXXX	28
29		4-024 All Other Car Types-Total	392	XXXXXX	29
30		4-025 TOTAL (lines 15-29)	115,766	XXXXXX	30

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		4-11 RR Owned and Leased Cars-Empty	XXXXXXX	XXXXXX	
31		4-110 Box-Plain 40-Foot	0	XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	439	XXXXXX	32
33		4-112 Box-Equipped	9,908	XXXXXX	33
34		4-113 Gondola-Plain	1,652	XXXXXX	34
35		4-114 Gondola Equipped	7,744	XXXXXX	35
36		4-115 Hopper-Covered	54,479	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	2,275	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	555	XXXXXX	38
39		4-118 Refrigerator-Mechanical	160	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	445	XXXXXX	40
41		4-120 Flat-TOFC/COFC	1,541	XXXXXX	41
42		4-121 Flat-Multi-level	1,112	XXXXXX	42
43		4-122 Flat-General Service	78	XXXXXX	43
44		4-123 Flat-All Other	7,419	XXXXXX	44
45		4-124 All Other Car Types	439	XXXXXX	45
46		4-125 TOTAL (lines 31-45)	88,246	XXXXXX	46
		4-13 Private Line Cars - Loaded (H)	XXXXXXX	XXXXXX	
47		4-130 Box-Plain 40-Foot	0	XXXXXX	47
48		4-131 Box-Plain 50-Foot and Longer	780	XXXXXX	48
49		4-132 Box-Equipped	1,215	XXXXXX	49
50		4-133 Gondola-Plain	20,967	XXXXXX	50
51		4-134 Gondola-Equipped	1,028	XXXXXX	51
52		4-135 Hopper-Covered	49,886	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	216	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	78	XXXXXX	54
55		4-138 Refrigerator-Mechanical	1,617	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	92	XXXXXX	56
57		4-140 Flat-TOFC/COFC	47,559	XXXXXX	57
58		4-141 Flat-Multi-level	25,413	XXXXXX	58
59		4-142 Flat-General Service	4	XXXXXX	59
60		4-143 Flat-All Other	4,606	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	8,750	XXXXXX	61
62		4-145 Tank-22,000 Gallons and Over	34,621	XXXXXX	62
63		4-146 All Other Car Types	65	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	196,897	XXXXXX	64

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		4-15 Private Line Cars - Empty (H)	XXXXXX	XXXXXX	
65		4-150 Box-Plain 40-Foot	0	XXXXXX	65
66		4-151 Box-Plain 50-Foot and Longer	867	XXXXXX	66
67		4-152 Box-Equipped	1,520	XXXXXX	67
68		4-153 Gondola-Plain	20,935	XXXXXX	68
69		4-154 Gondola-Equipped	1,220	XXXXXX	69
70		4-155 Hopper-Covered	51,479	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	260	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	82	XXXXXX	72
73		4-158 Refrigerator-Mechanical	1,569	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	111	XXXXXX	74
75		4-160 Flat-TOFC/COFC	3,320	XXXXXX	75
76		4-161 Flat-Multi-level	8,135	XXXXXX	76
77		4-162 Flat-General Service	7	XXXXXX	77
78		4-163 Flat-All Other	4,100	XXXXXX	78
79		4-164 Tank Under 22,000 Gallons	8,669	XXXXXX	79
80		4-165 Tank-22,000 Gallons and Over	33,487	XXXXXX	80
81		4-166 All Other Car Types	98	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	135,859	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	5,042	XXXXXX	83
84		4-18 No Payment Car-Miles (I) 1	0	XXXXXX	84
		4-19 Total Car-Miles by Train Type (Note)	XXXXXX	XXXXXX	
85		4-191 Unit-Trains	105,112	XXXXXX	85
86		4-192 Way-Trains	14,853	XXXXXX	86
87		4-193 Through Trains	421,845	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	541,810	XXXXXX	88
89		4-20 Caboose Miles	48	XXXXXX	89

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

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

755. RAILROAD OPERATING STATISTICS - Concluded

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		6. Gross Ton-Miles (thousands) (K)	XXXXXX	XXXXXX	
98		6-01 Road Locomotives	3,191,379	XXXXXX	98
		6-02 Freight Trains, Crs., Cnts., and Caboose	XXXXXX	XXXXXX	
99		6-020 Unit Trains	9,689,933	XXXXXX	99
100		6-021 Way Trains	1,148,322	XXXXXX	100
101		6-022 Through Trains	32,092,290	XXXXXX	101
102		6-03 Passenger-Trains, Crs., Cnts., and Caboose	0	XXXXXX	102
103		6-04 Non-Revenue	345,135	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	46,467,059	XXXXXX	104
		7. Tons of Freight (thousands)	XXXXXX	XXXXXX	
105		7-01 Revenue	48,587	XXXXXX	105
106		7-02 Non-Revenue	541	XXXXXX	106
107		7-03 TOTAL (lines 105,106)	49,128	XXXXXX	107
		8. Ton-Miles of Freight (thousands) (L)	XXXXXX	XXXXXX	
108		8-01 Revenue-Road Service	23,681,180	XXXXXX	108
109		8-02 Revenue-Lake Transfer Service	0	XXXXXX	109
110		8-03 TOTAL (lines 108,109)	23,681,180	XXXXXX	110
111		8-04 Non-Revenue-Road Service	241,414	XXXXXX	111
112		8-05 Non-Revenue-Lake Transfer Service	0	XXXXXX	112
113		8-06 TOTAL (lines 111,112)	241,414	XXXXXX	113
114		8-07 TOTAL-Revenue & Non-Revenue (lines 110,113)	23,922,594	XXXXXX	114
		9. Train Hours (M)	XXXXXX	XXXXXX	
115		9-01 Road Service	401,275	XXXXXX	115
116		9-02 Train Switching	124,865	XXXXXX	116
117		10. TOTAL YARD-SWITCHING HOURS (N)	288,146	XXXXXX	117
		11. Train-Miles Work Trains (O)	XXXXXX	XXXXXX	
118		11-01 Locomotives	26,893	XXXXXX	118
119		11-02 Motorcars	0	XXXXXX	119
		12. Number of Loaded Freight Cars (P)	XXXXXX	XXXXXX	
120		12-01 Unit Trains	178,585	XXXXXX	120
121		12-02 Way Trains	300,354	XXXXXX	121
122		12-03 Through Trains	617,884	XXXXXX	122
123		13. TOFC/COFC-No. of Rev. Trlrs & Cntms Lded & Unlded (Q)	434,201	XXXXXX	123
124		14. Multi-level Cars-No. of Motor Vehicles Lded & Unlded (Q)	173,805	XXXXXX	124
125		15. TOFC/COFC-No. of Rev. Trailers Picked Up & Delivered (R)	0	XXXXXX	125
		16. Revenue Tons-Marine Terminal (S)	XXXXXX	XXXXXX	
126		16-01 Marine Terminals-Coal	0	XXXXXX	126
127		16-02 Marine Terminals-Ore	0	XXXXXX	127
128		16-03 Marine Terminals-Other	0	XXXXXX	128
129		16-04 TOTAL (lines 126-128)	0	XXXXXX	129
		17. Number of Foreign Per Diem Cars on Line (T)	XXXXXX	XXXXXX	
130		17-01 Serviceable	752	XXXXXX	130
131		17-02 Unserviceable	162	XXXXXX	131
132		17-03 Surplus	0	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	914	XXXXXX	133
134		TOFC/COFC - Average No. of Units Loaded Per Car	2.31	XXXXXX	134

NOTES AND REMARKS

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VERIFICATION

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

OATH

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

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

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

that it is his duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept; that he knows that such books have been kept in good faith during the period covered by this report; that he knows that the entries contained in this report relating to accounting matters have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroads and other accounting and reporting directives of the Surface Transportation Board; that he believes that all other statements of fact contained in this report are true, and that this report is a correct and complete statement, accurately taken from the books and records, of the business and affairs of the above-named respondent during the period of time from and including **January 1, 2008** to and including **December 31, 2008**.

[Handwritten Signature]
(signature of affiant)

Subscribed and sworn to before me, a **Notary Public** in and for the State and County above named; this **31st** day of **March, 2009**. My commission expires **January 31, 2010**.



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

SUPPLEMENTAL OATH*

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

State of
County of

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

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

(signature of affiant)

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

Use an
L.S.
impression seal

(signature of officer authorized to administer oaths)

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

NOTES AND REMARKS

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INDEX

	Page No.
Accumulated depreciation	
Road and equipment leased	
From others	38
Improvements to	38
To others	41
Owned and used	35
Accruals-Railway tax	63
Analysis of taxes	63
Application of funds-Source	21
Balance sheet	5-9
Capital stock	20
Car, locomotive, and floating equipment-Classification	78-83
Changes in financial position	21-22
Company service equipment	79
Compensating balances and short-term borrowing arrangements	67
Consumption of fuel by motive-power units	91
Contingent assets and liabilities	8
Crossties (see Ties)	
Debt holdings	69
Depreciation base and rates	
Road and equipment leased	
From others	34
Improvements to	32-33
To others	40
Owned and used	34
Electric locomotive equipment at close of year	68
Equipment-classified	78-83
Company service	79
Floating	82-83
Freight-train cars	80-81
Highway revenue equipment	82-83
Passenger-train cars	78-79
Inventory	78-83
Owned-not in service of respondent	78
Equipment-Leased, depreciation base and rate	
From others	34
Improvements to	37
Reserve	38
To others	40
Reserve	41
Equipment-Owned, depreciation base rates	34
Reserve	35
Expenses-railway operating	45-53
Extraordinary items	17
Federal income taxes	63
Financial position-Changes in	21-22
Floating equipment	82-83
Freight cars loaded	94
Freight-train cars	80-81
Freight car-miles	94
Fuel consumed diesel	91
Cost	91
Funded debt (see Debt holdings)	
Guaranties and suretyships	66
Identity of respondent	2
Items in selected income and retained earnings accounts	65
Investments in common stocks of affiliated companies	30
Investments and advances of affiliated companies	26-29
Railway property used in transportation service	42-43
Road and equipment	32-33
Changes during year	32-33
Leased property-improvements made during the year	32-33
Leases	61
Locomotive equipment	78
Electric and other	78
Consumption of fuel diesel	91
Locomotive unit miles	94

INDEX

	Page No.
Mileage-Average of road operated	85
Of main tracks	
Of new tracks in which rails were laid	88
Of new tracks in which ties were laid	87
Miscellaneous items in retained income accounts for the year	65
Motorcar car miles	94
Motor rail cars owned or leased	79
Net income	17
Oath	98
Operating expenses (see Expenses)	
Revenues (see Revenues)	
Statistics (see Statistics)	
Ordinary income	16
Private line cars loaded	95
Private line cars empty	95
Rails	
Laid in replacement	88
Charges to operating expenses	45
Additional tracks, new lines, and extensions	89
Miles of new tracks in which rails were laid	88
Weight of	89
Railway-operating expenses	45-53
Railway-operating revenues	16
Results of operations	16-17
Retained income unappropriated	19
Miscellaneous items in accounts for year	65
Revenues	
Freight	16
Passenger	16
Road and equipment-Investment in	32-33
Improvements to leased property	32-33
Reserve	38
Leased to others-Depreciation base and rates	40
Reserve	41
Owned-Depreciation base and rates	34
Reserve	35
Used-Depreciation base and rates	34
Reserve	35
Road-Mileage operated at close of year	74
By States and Territories	75
Securities (see investments)	
Short-term borrowing arrangements-Compensating balances and	67
Sinking funds	7
Source and application of working capital	21-22
Specialized service subschedule	60
Statement of changes in financial position	21-22
Stock outstanding	20
Changes during year	20
Number of security holders	3
Total voting power	3-4
Value per share	3
Voting rights	3
Supporting schedule-road	56-57
Suretyships-Guaranties and	66
Ties laid in replacement	86
Ties-Additional tracks, new lines, and extensions	87
Tracks operated at close of year	74
Miles of, at close of year	75
Track and traffic conditions	85
Train hours, yard switching	97
Train miles	94
Tons of freight	97
Ton-miles of freight	97
TOFC/COFC number of revenue trailers and containers loaded and unloaded	97
Voting powers and elections	3
Weight of rail	90

NORTH DAKOTA 2008

SC-210 RAILWAY OPERATING REVENUES EARNED WITHIN THE STATE
(DOLLARS IN THOUSANDS)

Line No.	CLASS OF RAILWAY OPERATING REVENUES (a)	REVENUES EARNED WITHIN THE STATE		TOTAL (d)
		INTRASTATE TRAFFIC (b)	INTERSTATE TRAFFIC (c)	
ORDINARY ITEMS OPERATING INCOME				
Railway Operating Income				
1	(101) Freight	\$55,242	\$167,519	\$222,761
2	(102) Passenger	--	--	--
3	(103) Passenger Related	--	--	--
4	(104) Switching	--	728	728
5	(105) Water Transfers	--	--	--
6	(106) Demurrage	1,427	--	1,427
7	(110) Incidental	0	--	0
8	(121) Joint Facility-Credit	--	--	--
9	(122) Joint Facility-Debit	--	--	--
10	(501) Railway Operating Revenues (Exclusive of transfers from Government Authorities)	56,669	168,247	224,916
11	(502) Railway Operating Revenues- Transfers from Government Authorities for current operations	--	--	--
12	(503) Railway Operating Revenues- Amortization of deferred transfers from Government Authorities	--	--	--
13	Total Railway Operating Revenues (lines 10-12)	\$56,669	\$168,247	\$224,916

Revenue distributed through use of a mileage prorate.

SC-700. MILEAGE OPERATED AT CLOSE OF YEAR - WITHIN THE STATE
Running Tracks, Passing Tracks, Cross-Overs, Etc.

Line No.	Cl.	Proportion owned or leased by respondent	Miles of road	Miles of second main track	Miles of all other main tracks	Miles of passing tracks crossovers turnouts	Miles of way switching tracks	Miles of yard switching tracks	Total
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1	1	100%	465	0	0	51	28	17	561
2									
3	1-J	50%	17	0	0	4	0	0	21
4									
5	5		0	0	0	0	0	0	0
6									
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53									
54									
55									
56									
57		Total	482	0	0	55	28	17	582
			===	=	=	==	==	==	=====

Note: Conforms to ICC R-1 Schedule 700

SOO 2008

SUMMARY STATEMENT OF TRACK MILEAGE WITHIN THE STATE AND OF TITLES THERETO AT CLOSE OF YEAR
 For companies (other than switching and terminal) making operating report)

NORTH DAKOTA 2008

Entries in columns headed "Added during year" should show net increases. Tracks which have been permanently abandoned should not be included in columns (n) and (o).

Line No.	Item (a)	Class 1: Line Owned		Class 2: Line of Proprietary Companies		Class 3: Line Operated Under Lease		Class 4: Line Operated Under Contract		Class 5: Line Operated Under Trackage Rights		Total Line Operated	
		Added During year (b)	Total at end of year (c)	Added During year (d)	Total at end of year (e)	Added During year (f)	Total at end of year (g)	Added During year (h)	Total at end of year (i)	Added During year (j)	Total at end of year (k)	At beginning of year (l)	At close of year (m)
1	Miles of road	0	482									0	482
2	Miles of second main track	0	0									0	0
3	Miles of all other main track	0	0									0	0
4	Miles of passing etc.	0	55									0	55
5	Miles of way switching	0	28									0	28
6	Miles of yard switching	0	17									0	17
7	All tracks	0	582									0	582

Line No.	Item (a)	Line Owned but Not Operated by Respondent	
		Added During year (n)	Total at end of year (o)
1	Miles of road		603
2	Miles of second main track		0
3	Miles of all other main track		0
4	Miles of passing etc.		14
5	Miles of way switching		26
6	Miles of yard switching		1
7	All tracks		644

SC-931. STATISTICS OF RAIL-LINE OPERATIONS - WITHIN THE STATE

NORTH DAKOTA 2008

Line No.	Item (a)	Freight Trains (b)	Passenger Trains (c)	Total Transportation Service (d)
1	Average mileage of road operated	482	--	482
TRAIN-MILES				
2	Diesel Locomotives	1,816,210	--	1,816,210
3	Other Locomotives	--	--	--
4	Total Locomotives	1,816,210	--	1,816,210
5	Motorcars	--	--	--
6	Total train-miles	1,816,210	--	1,816,210
LOCOMOTIVE UNIT-MILES				
7	Road service	3,739,394	--	3,739,394
8	Train Switching	399,367	--	399,367
9	Yard Switching	85,270	--	85,270
10	Total locomotive unit-miles	4,224,031	--	4,224,031
CAR-MILES (Thousands)				
11	Total motor car-miles	--	--	--
12	Loaded freight cars (railroad owned)	33,259	--	33,259
13	Loaded freight cars (private line)	44,560	--	44,560
14	Empty freight cars (railroad owned)	25,597	--	25,597
15	Empty freight cars (private line)	32,877	--	32,877
16	Caboose	4	--	4
17	Total freight car-miles (lines 12,13,14,15 & 16)	136,297	--	136,297
18	Passenger coaches	--	--	--
19	Combination passenger cars (passengers, baggage, etc.)	--	--	--
20	Sleeping and parlor cars	--	--	--
21	Dining, grill and tavern cars	--	--	--
22	Head-end cars	--	--	--
23	Total (lines 18,19,20,21 & 22)	--	--	--
24	Business cars	--	--	--
25	Crew cars (other than caboose)	1,682	--	1,682
26	Grand total car-miles (lines 11,17,23,24 & 25)	137,979	--	137,979
GROSS TON-MILES & TRAIN-HOURS IN ROAD SERVICE				
27	Gross ton-miles of locomotives & tenders (thousands)	756,769	--	756,769
28	Gross ton-miles of freight cars, contents, & cabooses (thousands)	11,390,843	--	11,390,843
29	Gross ton-miles of passenger-train cars & contents (thousands)	--	--	--
30	Train-hours - Road Service	96,058	--	96,058
REVENUE & NONREVENUE FREIGHT TRAFFIC				
31	Tons of revenue freight	xxxx	xxxx	32,045,364
32	Tons of nonrevenue freight	xxxx	xxxx	190,031
33	Total tons revenue & nonrevenue freight	xxxx	xxxx	32,235,395
34	Ton-miles - Revenue freight in road service (thousands)	xxxx	xxxx	6,510,606
35	Ton-miles - Revenue freight in lake transfer service (thousands)	xxxx	xxxx	--
36	Total ton-miles - Revenue freight (thousands)	xxxx	xxxx	6,510,606
37	Ton-miles - Nonrevenue freight in road service (thousands)	xxxx	xxxx	84,741
38	Ton-miles - Nonrevenue freight in lake transfer service (thousands)	xxxx	xxxx	--
39	Total ton-miles - Nonrevenue freight (thousands)	xxxx	xxxx	84,741
40	Net ton-miles of freight - Revenue & nonrevenue (thousands)	xxxx	xxxx	6,595,347
REVENUE PASSENGER TRAFFIC				
41	Passengers carried - Total	xxxx	xxxx	--
42	Passenger-miles - Total	xxxx	xxxx	--
TRAIN-MILES WORK TRAINS				
43	Locomotives	xxxx	xxxx	7,014
44	Motorcars	xxxx	xxxx	--
45	Total	xxxx	xxxx	7,014
46	Loaded freight cars	44,560	--	44,560
47	Empty freight cars	32,877	--	32,877
48	Sum of loaded & empty	77,437	--	77,437

R019 SOO LINE RAILROAD COMPANY JANUARY 03, 2009
 941. REVENUE FREIGHT ORIGINATING AND TERMINATING IN THE STATE

STATE OF NORTH DAKOTA

CODE NO.	COMMODITY	YEAR 2008			
		REVENUE FREIGHT ORIGINATING ON RESPONDENTS ROAD WITHIN THE STATE		REVENUE FREIGHT TERMINATING ON RESPONDENTS ROAD WITHIN THE STATE	
		NUMBER OF CARLOADS	NUMBER OF TONS	NUMBER OF CARLOADS	NUMBER OF TONS
01	FARM PRODUCTS	34,753	3,483,308	11,458	1,053,310
08	FOREST PRODUCTS				
09	FRESH FISH AND OTHER				
10	METALIC ORES			1	96
11	COAL			8	682
13	CRUDE PETROLEUM, NATU	285	26,926	4	375
14	NONMETALLIC MINERALS,	10	800	711	69,304
19	ORDNANCE AND ACCESSOR			5	350
20	FOOD AND KINDRED PROD	10,518	995,558	187	17,247
21	TOBACCO PRODUCTS				
22	BASIC TEXTILES			1	96
23	APPAREL & OTHER FINIS				
24	LUMBER AND WOOD PRODU			130	11,664
25	FURNITURE AND FIXTURE			50	4,131
26	PULP, PAPER AND ALLIE			103	8,692
27	PRINTED MATTER			6	560
28	CHEMICALS AND ALLIED	616	54,432	3,895	348,646
29	PETROLEUM AND COAL PR	72	5,275	518	39,165
30	RUBBER AND MISCELLANE			17	1,370
31	LEATHER AND LEATHER P			1	89
32	STONE, CLAY AND GLASS			2,289	236,050
33	PRIMARY METAL PRODUCT			346	25,138
34	FABR. METAL PRODUCTS,			13	1,052
35	MACHINERY, EXCEPT ELE	2	82	1	125
36	ELECTRICAL MACHINERY,			3	456
37	TRANSPORTATION EQUIPM	25	1,234	23	1,861
38	INSTRUMENTS, PHOTO &				
39	MISCELLANEOUS PRODUCT			5	394
40	WASTE AND SCRAP MATER	3,161	333,810	150	12,113
41	MISCELLANEOUS FREIGHT			1	79
42	CONTAINERS, SHIPPING,			35	2,872
43	HANDLING OF U.S. MAIL				
44	FREIGHT FORWARDER TRA				
45	SHIPPER ASSOCIATION O				
46	MISC MIXED SHIPMENTS,			91	7,820
	TOTAL CARLOAD TRAFFIC	49,442	4,901,424	20,052	1,843,734

REVENUE TONS BY AND THROUGH THE STATE FOR THE YEAR 2008
 STATE OF NORTH DAKOTA 32,045,364