GENERAL INSTRUCTION SHEET

1. This report must be completed in proper form (typed or legibly printed), and must be **filed with the Comptroller of the Treasury on or before April 1, 2009**. **A copy should be retained in your files for future reference**. Failure to file a tax report could result in an audit under T.C.A. 67-5-1320.

2. **ROUND ALL DOLLAR FIGURES TO WHOLE DOLLARS**!

3. **NO SHEET OR SECTION SHOULD BE LEFT BLANK**. If a sheet or section does not apply to your company, indicate by placing the words "inapplicable" or "none."

INCOMPLETE REPORTS WILL BE RETURNED!

4. **SCHEDULE A/Page 1** requires certain information pertaining to the company's organization, legal status and operation. **Complete this page carefully**.

5. **SCHEDULE B/Page 2** requires information pertaining to the average market price of common and preferred stock. Companies that do not have stock listed on the market should show on an attached sheet the method used to arrive at the market value.

6. **SCHEDULE C/Page 3** requires information pertaining to the average market value of funded debt. Attach a separate sheet showing the method of arriving at the value of that portion of debt not on the market.

7. **SCHEDULE D/Page 4** requires information pertaining to the value of non-operating property, both tangible and intangible. Attach a separate sheet showing the method used to arrive at the market value of all non-operating property.

8. **SCHEDULE E/Page 5** requires information pertaining to the miles of track operated in the System and Tennessee.

9. **SCHEDULE E/Page 6** requires a breakdown of miles operated by Line, Division and/or Branch. Give the cost and value of each.

10. **SCHEDULE E/Page 6A** requires a listing of the miles of track added or deleted in each county and incorporated city in Tennessee for the year 2008. Provide a map identifying additions and deletions.

11. **SCHEDULE E/Page 7** requires a detailed breakdown of miles operated in each county and incorporated city in Tennessee by Line, Division, and/or Branch, and its actual cash value. One sheet should be completed for each Line, Division, and/or Branch.

12. **SCHEDULE E/Page 8** requires a detailed breakdown of miles operated in each special school district in Tennessee by Line, Division, and/or Branch, and its actual cash value. One sheet should be completed for each Line, Division, and/or Branch. If you **do not** travel through a special school district, indicate so with word "inapplicable" on **Page 8**.

13. **SCHEDULE F/Page 9** requires a breakdown of all rolling stock, locomotives, freight cars, passenger cars, work equipment, floating and miscellaneous equipment, etc., showing year acquired, original cost, depreciation, and depreciated value.

GENERAL INSTRUCTION SHEET
(Continued)

14. **SCHEDULE F/Page 9A** requires the listing of all equipment leased from insurance or private car companies, etc. **Page 9A** also requires the listing of all equipment leased to private car and railroad companies. Class I railroads must enter the annual composite depreciation rate as shown in Schedule 332 on STB Form R1. Short lines are to show the annual book depreciation rates per GAAP accounting.

15. **SCHEDULE G/Page 10** requires a breakdown of road and equipment property for the System and Tennessee.

16. **SCHEDULE H/Page 11** requires certain railway statistics for the System and Tennessee.

17. **SCHEDULE I/Page 12 & 13** requires a detailed list of all real estate, improvements, warehouses, depot, and all other buildings, and all personal and mixed property of every kind located in Tennessee as of January 1, 2009. List the county, incorporated city and special school district where such property is located.

18. **SCHEDULE I/Page 13A** requires the listing of all additions and deletions to Tennessee localized property for the year 2008. Provide a copy of the deed and survey drawing identifying such additions and deletions.

19. **SCHEDULE 13B** Requires a list of tangible personal property classified as construction work in progress for federal income tax purposes. This property may be reported at (15%) of its cost. Provide supporting documentation identifying tangible personal property construction in process in this account. DO NOT INCLUDE INVENTORY ADJUSTMENTS IN THESE ASSESSMENTS.

20. **SCHEDULE J/Page 14** requires a detailed list of all property owned in Tennessee which is not used directly for railroad purposes and not included in any previous schedules. Give a detailed description of all property. It will be necessary to specify the property's use or potential use. The use specified should be either Farm-Residential or Commercial-Industrial.

21. **SCHEDULE J/Page 14A** requires a listing of all additions and deletions to Tennessee non-operating property for the year 2008. It will be necessary to specify the property's use or potential use. The use specified should be either Farm-Residential or Commercial-Industrial. Provide a copy of the deed and survey drawing identifying such additions and deletions.

22. **SCHEDULE K/Page 15** requires an itemized description of all securities, documents of value, market value, and income received from such items.

23. **SCHEDULE L/Page 16** requires the traffic density per mile for each Line, Division, and/or Branch operated in Tennessee. This schedule must be completed with realistic, reliable, and supportable data.

24. **SCHEDULE M/Page 17** requires a list of private car companies operating on your company's road for the year ended December 31, 2008.

25. **Page 18** requires a listing of all purchases and sales of Tennessee real property **(including telecommunications towers)** occurring during the year 2008.

GENERAL INSTRUCTION SHEET
(Continued)

26. **Page 19** requires a listing of all real property under construction. This listing will include all real property currently under construction or construction expected to be completed by September 1 of this year. Be sure to include the county and city where located, map reference and property owner, description of improvement, and the construction cost.

27. **IT IS IMPERATIVE THAT THE REPORT BE SIGNED. IF NOT, THE REPORT WILL BE RETURNED**.

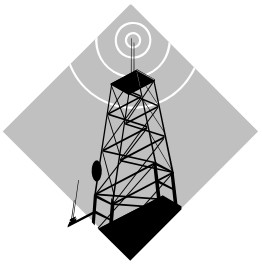
28. **Any additional information, schedules, etc. provided by your company must be submitted on LETTER SIZE PAPER (8.5" x 11")**.

29. **CLASS III and/or Short-Line Railroad must provide Balance Sheets and Income Statements that conform to generally accepted accounting principles**. **Report all off Balance Sheet equipment and liabilities owned, leased, and used for your company.**

30. Attach a separate sheet giving the description and value of the franchise of your corporation, and description and value of the franchise of each organization forming a part of your corporation as of January 1, 2009. Give the method by which said valuation is ascertained.

31. For publicly traded companies, attach a copy of your annual report to stockholders for the year 2008.

32. Provide a copy of all appraisals and/or opinions of value prepared by appraisers, economists, consultants, and/or company financial officers, for the preceding year. The appraisal or opinion of value can be summary in content.



STATE OF TENNESSEE

2009

AD VALOREM TAX REPORT

COMPANY NAME _____

STREET _____ CITY _____ STATE _____ ZIP CODE _____
(PRINCIPLE OFFICE INFORMATION)

STREET _____ CITY _____ STATE _____ ZIP CODE _____
(PRINCIPLE OFFICE INFORMATION IN TENNESSEE)

PHONE NUMBER ( ) _____ FAX NUMBER ( ) _____

E-MAIL ADDRESS _____

MAIL TO:

COMPTROLLER OF THE TREASURY
OFFICE OF STATE ASSESSED PROPERTIES
414 Union Street, Suite 1120
Nashville, Tennessee 37243-1402
(615) 741-0140 FAX (615) 741-0142

SCHEDULE A

These schedules and statements are to be filed with the Comptroller of the Treasury on or before April 1, 2009, accompanied by the Surface Transportation Board's Report for the year ended December 31, 2008.

1. Company Name _____

2. Address _____
Number & Street

_____ City _____ State _____ Zip

3. Is Company ____ **INDIVIDUAL?** ____ **PARTNERSHIP?** ____ **CORPORATION?** ____ **OTHER?**

4. If a **Partnership**, state names and addresses of at least 2 partners:

Name	Number & Street	City	State	Zip

5. If a **CORPORATION** or **OTHER** similar enterprise, supply the following information:

Under laws of what state organized _____ Date organized _____

6. State exact dollar amount of **federal income tax actually paid or owed for the year 2008 as reported on your 2008 Federal Income Tax Return** **$** _____

7. State **net** additions to Tennessee plant and property for the year **2008** $ _____

and the year **2007** $ _____

8. **Railway Operating Revenues (per S.T.B. Account 210) for:**

2004	2005	2006	2007	2008
$	$	$	$	$

9. **Net Railway Operating Income (Surface Transportation Board Annual Report)for:**

2004	2005	2006	2007	2008
$	$	$	$	$

10. Special questions regarding this report should be directed to:

NAME: _____

TITLE: _____

ADDRESS: _____
Number & Street

_____ City _____ State _____ Zip

PHONE NUMBER: ( ) _____

FAX NUMBER: ( ) _____

E-MAIL ADDRESS _____

SCHEDULE B
Capital Stock

Description of Capital Stock	No. Shares Authorized	No. Shares Issued and Outstanding	Per Value Per Share	Total Amount Issued and Outstanding	Market Price* The Average Price Per Share			Market Average** Market Price			Amount Dividend Paid Per Share		
					2006	2007	2008	2006	2007	2008	2006	2007	2008
COMMON:													
			$	$									
PREFERRED:													
			$	$									

*Average market price found by averaging high and low monthly sales.
** Total average market price found by multiplying the average market price per share times the number of shares issued and outstanding.

SCHEDULE C
Funded Debt

Include in this schedule – equipment trust obligations, mortgage bonds, income bonds, conditional sale agreements, miscellaneous obligations, etc.

Descriptions of each issue or series of Funded Debt and Equipment Obligations by name as designated in records of the company	Date of Issuance	Date Due	Amount Issued and Outstanding	Interest Rate	Total Average Market Value* Year Ended December 31, 2006	2007	2008
			$		$	$	$

***The total average market value of all outstanding funded debt is found by averaging high and low monthly sale for twelve (12) months.**

SCHEDULE D
Non-Operating Property

List all non-operating property, both tangible and intangible, which would influence the market value of stock shown in Schedule B, or would be covered by funded debt shown in **Schedule C**.

			Market Value			Income Received During Year		
Type of Property	STB** Account	Book Value	2006	2007	2008	2006	2007	2008
TANGIBLE PROPERTY:								
	$	$	$	$	$	$	$	$
TOTAL		$	$	$	$	$	$	$
INTANGIBLES:								
	$	$	$	$	$	$	$	$
TOTAL		$	$	$	$	$	$	$
GRAND TOTAL								

***Attach a separate sheet showing the method used to arrive at the market value of non-operating property. **Surface Transportation Board.**

SCHEDULE E

1. TOTAL **SYSTEM** MILES OPERATED:

Type of Track	Miles of Track Owned	Miles of Track Leased	Miles of Trackage Rights	Grand Total
FIRST Main Track				
SECOND Main Track				
SIDE Track				
YARD Track				
SPUR Track				
TOTAL				

2. TOTAL MILES OPERATED IN **TENNESSEE:**

Type of Track	Miles of Track Owned	Miles of Track Leased	Miles of Trackage Rights	Grand Total
FIRST Main Track				
SECOND Main Track				
SIDE Track				
YARD Track				
SPUR Track				
TOTAL				

SCHEDULE E
(Continued)

Recapitulation of miles operated by **Line, Division & Branch** and their cost and value:

LINE, DIVISION & BRANCH _____

	Type of Track	Undepreciated Cost	Cash Value
_____	Miles of Main Track	$ _____	$ _____
_____	Miles of Second Main Track	_____	_____
_____	Miles of Side Track	_____	_____
_____	Miles of Yard Track	_____	_____
_____	Miles of Spur Track	_____	_____
_____	**Total**	$ _____	$ _____

LINE, DIVISION & BRANCH _____

	Type of Track	Undepreciated Cost	Cash Value
_____	Miles of Main Track	$ _____	$ _____
_____	Miles of Second Main Track	_____	_____
_____	Miles of Side Track	_____	_____
_____	Miles of Yard Track	_____	_____
_____	Miles of Spur Track	_____	_____
_____	**Total**	$ _____	$ _____

SCHEDULE E
(Continued)

TRACK ADDITIONS & DELETIONS

List the miles of track added or deleted in each county and incorporated city in **Tennessee** for the year 2008. Deletions can be demonstrated by the use of a minus sign (-) or parenthesis (). Provide a map identifying additions and deletions.

Line, Division or Branch Name	County	City	First Main	Second Main	Side Track	Yard Track	Spur Track	Actual Cash Value
								$
TOTAL								$

SCHEDULE E
(Continued)

Detailed breakdown of miles operated in each county and incorporated city in **Tennessee** by **LINE, DIVISION & BRANCH**, and its actual cash value:

LINE, DIVISION & BRANCH _____

County	City	First Main	Second Main	Side Track	Yard Track	Spur Track	Actual Cash Value
							$
TOTAL							$

SCHEDULE E
(Continued)

Detailed breakdown of miles operated in each county and incorporated city in **Tennessee** by **LINE, DIVISION & BRANCH**, and its actual cash value:

LINE, DIVISION & BRANCH _____

County	Special School District	First Main	Second Main	Side Track	Yard Track	Spur Track	Actual Cash Value
							$
TOTAL							$

SCHEDULE F
Rolling Stock

List all rolling stock owned and/or operated of every kind, showing year acquired, original cost, depreciation, and depreciated value.

Kind or Description	Year Acquired	Original Cost Plus Additions and Betterments	*Total Depreciation	Total Depreciated Value
				$

Annual Composite Depreciation Rate as shown in Schedule 332 Form r-1 for Class I
Annual Depreciation Rate Per GAAP for Short Lines

Locomotives	_____ %	Pass. Train Cars	_____ %	Floating Equip.	_____ %	Misc. Equipment	_____ %
Frt. Train Cars	_____ %	Hwy. Rev. Equip.	_____ %	Work Equipment	_____ %	Computer Equip.	_____ %

SCHEDULE F (Continued)

LEASED EQUIPMENT

THIS SCHEDULE SHOULD INCLUDE ALL EQUIPMENT (EXCLUDING CAPITALIZED LEASES) LEASED FROM INSURANCE OR PRIVATE CAR COMPANIES, ETC.

Owner	Tax Liability Lessor or Lessee	Total Annual Rent	Lease/ Contract Expiration Date	No. Of Units	Age in Years	Type of Unit	Original Cost	Depreciation	Depreciated Cost	For Office Use Only
		$					$	$	$	

EQUIPMENT LEASED TO PRIVATE CAR LINES AND RAILROAD COMPANIES

Owner	Tax Liability Lessor or Lessee	Total Annual Rent	Lease/ Contract Expiration Date	No. Of Units	Age in Years	Type of Unit	Original Cost	Depreciation	Depreciated Cost	For Office Use Only
		$					$	$	$	

ROAD & EQUIPMENT

Give the cost of all land, road and equipment property as shown in your Surface Transportation Board's Annual Report for the System and **Tennessee**. **For short line railroads, submit Balance Sheets**.

Account & Item	System Cost*	Tennessee Cost
	$	$

SCHEDULE H
RAILWAY STATISTICS
(For Year Ended December 31, 2008)

Items	Entire System	Tennessee	Percent Tennessee To System
Railway Operating Revenue			
Net Railway Operating Income			
Main Line Track Lines			
All Track Miles Operated (Exclude Trackage Rights)			
Total Train Miles			
Total Locomotive Unit Miles			
Total Freight Car Miles			
Total All Car Miles			
Total Train Hours			
Total Ton Miles-Revenue Freight			
Tons of Revenue Freight			
Total Tons Revenue Freight Original & Terminating on Respondents Road			
Undepreciated Investment in Road & Equipment Property			
Railway Operating Expenses			
Non-Operating-Income			
Non-Operating Expenses			

SCHEDULE I

TENNESSEE LOCALIZED PROPERTY

File a schedule showing the cost and actual cash value of all real estate, improvements, warehouses, depots and all other buildings, and all personal and mixed property of every kind located in **Tennessee** as of **JANUARY 1, 2009**.

List all property of said railroad except roadbed, sidetrack, switches, bridges, trestles, ties, rails and superstructures of every kind, rolling stock, franchises, all of which are classified as distributable property and should be reported as such.

Real property should be accurately described, and a legal description should be given. Show all buildings and improvements, and give location of same. (All land except that used for roadbed should be shown).

Personal and mixed property should be itemized and shown as to location in **county, city,** and **special school district**. (Show all machinery, tools, furniture and fixtures, fuel, materials & supplies, etc.).

Tangible Personal Property which the taxpayer treats as construction work in progress for federal income tax purposes may be reported at fifteen percent (15%) of its cost.

Item Number	Map Reference	Location and Description of Property*	Cost	Actual Cash Value
			$	$

***SEGREGATE BY COUNTY, CITY AND SPECIAL SCHOOL DISTRICT AND DESCRIBE IN DETAIL**

SCHEDULE I
(Continued)

TENNESSEE LOCALIZED PROPERTY

Item Number	Map Reference	Location and Description of Property*	Cost	Actual Cash Value
			$	$

***SEGREGATE BY COUNTY, CITY AND SPECIAL SCHOOL DISTRICT AND DESCRIBE IN DETAIL**

SCHEDULE I
(Continued)

TENNESSEE ADDITIONS AND DELETIONS TO LOCALIZED PROPERTY

List all additions and deletions to Tennessee localized property for 2008. Give the map reference number, description, and sale or purchase price. Identify all property as to **BRANCH, DIVISION, CITY** and **COUNTY**. Provide a copy of the deed and survey drawing identifying such additions and deletions.

Item Number	Map Reference	Location and Description of Property*	Cost	Sale or Purchase Price
			$	$

***SEGREGATE BY COUNTY, CITY AND SPECIAL SCHOOL DISTRICT AND DESCRIBE IN DETAIL**

SCHEDULE I
(Continued)

PERSONAL PROPERTY CONSTRUCTION WORK IN PROGRESS

Tangible personal property classified as construction work in progress **"for federal income tax purposes"** may be reported at **fifteen percent (15%) of its cost**.

Provide supporting documentation identifying tangible personal property construction in process in this account. **DO NOT INCLUDE INVENTORY INVESTMENTS IN THESE AMOUNTS**.

Location and Description of Property	Cost of item at 15%
	$

SCHEDULE J

List all property owned by your company which is not used directly for railroad purposes and not included in the proceeding schedules. Give an accurate and legal description of all property and state its use. Show location as to **DIVISION** or **BRANCH, COUNTY, CITY,** and **SPECIAL SCHOOL DISTRICT**.

Item Number	Map Reference	Location and Description of Property*	Cost	Actual 100% Cash Value
			$	$

***SECREGATE BY COUNTY, CITY AND SPECIAL SCHOOL DISTRICT AND DESCRIBE IN DETAIL**
****SPECIFY USE F – R (FARM OR RESIDENTIAL) OR C – I (COMMERCIAL OR INDUSTRIAL)**

SCHEDULE J
(Continued)

TENNESSEE ADDITIONS AND DELETIONS TO NON-OPERATING PROPERTY

List all additions and deletions to **Tennessee** non-operating property for 2008. Give the map reference number, description, use, and sale or purchase price. Identify all property as to **DIVISION, BRANCH, COUNTY** and **CITY**. Provide a copy of the deed and survey drawing identifying such additions and deletions.

Item Number	Map Reference	Location and Description of Property*	Use of Property	Sale or Purchase Price
				$

***SPECIFY USE F – R (FARM OR RESIDENTIAL) OR C – I (COMMERCIAL OR INDUSTRIAL)**

SCHEDULE K

Give an itemized description of all securities documents of value held or owned by your company. Show the book value, market value, and income received from above items.

Description of Items	Book Value 12/31/2008	Market Value 1/1/2009	Income Received During 2008
	$	$	$

SCHEDULE L

TRAFFIC DENSITY PER MILE

Show traffic units, car and locomotive miles, or some other basis by which the use of the various lines, divisions, and branches operated in **Tennessee** can be compared. **SHOW ONLY FOR STATE OF TENNESSEE.**

Description of Track	Method of Comparison* (Rate Per Mile)

ATTACH ON A SEPARATE SHEET AN EXPLANATION OF THE METHOD USED TO COMPARE THE VARIOUS LINES, DIVISIONS, AND BRANCHES.

SCHEDULE M

PRIVATE CAR COMPANIES

Give the name, address, identification marks, rate of compensation, miles traveled in **Tennessee** and total miles traveled in system of all private car companies operating on respondent's road for year ended December 31, 2008.

Name of Company	Address (Number & Street)	Address (City)	Address (State)	Address (Zip)	Identification Marks	Rate of Compensation	Total Miles Traveled in Tennessee	Total Miles Traveled in System

PURCHASES AND SALES OF TENNESSEE PROPERTY

List all purchases and sales of Tennessee real property (including Telecommunications Towers) that occurred during the year 2008. Give all applicable information for each transaction separately. (You may copy pages as needed) **Please attach a copy of the warranty deed or sales contract.**

PURCHASES

Date of Purchase: _____

County/City: _____

Assessor's Tax Map & Parcel Number: _____

Purchase Price: _____

Physical Address: _____
Number & Street

_____ _____ _____
City State Zip

Description of Property: _____

Grantor (seller): _____

Type of Improvement: _____

SALES

Date of Sale: _____

County/City: _____

Assessor's Tax Map & Parcel Number: _____

Sale Price: _____

Physical Address: _____
Number & Street

_____ _____ _____
City State Zip

Description of Property: _____

Grantee (buyer): _____

Type of Improvement: _____

REAL PROPERTY UNDER CONSTRUCTION

Tennessee Code Annotated 67-5-503 provides that, "If after January 1 and before September 1 of any year, an improvement or new building is completed and ready for use or occupancy…the assessor of property shall make or correct the assessment of such property, on the basis of the value of the improvement at the time of its completion…"

List all real properties under construction or properties that **will be** completed by September 1, 2009.

County and City	Property Owner and Map Reference	Description of Improvement	Construction Cost
			$

DATE: _____

I, _____, being the OWNER, PRESIDENT, SECRETARY, AND /OR PARTNER OF _____, do hereby swear and affirm that the foregoing Ad Valorem Tax Report for the year two thousand nine has been prepared from <u>only</u> the original books, papers, and records of said respondent under my direction in accordance with Tennessee Code Annotated, §67-5-1316, and is true and correct to the best of my knowledge and belief.

_____
NAME

_____
OFFICIAL CAPACITY