

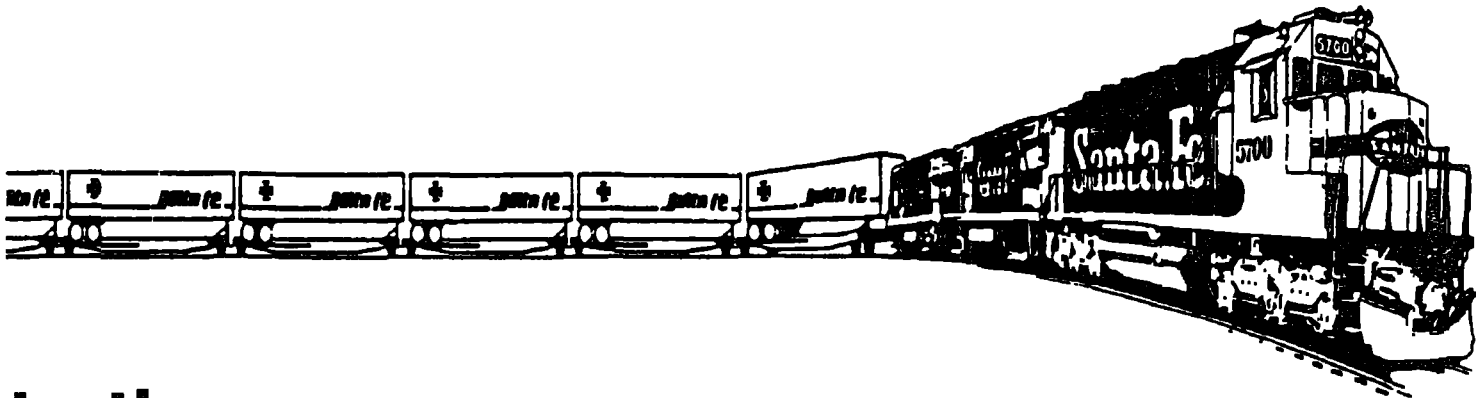
130/00 D

annual report

ACAA — R-1

APPROVED BY OMB
3120-0029
EXPIRES 3-31-96

	The Atchison, Topeka & Santa Fe Rwy. Co. Leased Lines and Wholly-Owned Subsidiaries 1700 East Golf Rd. Schaumburg, Illinois 60173
Correct name and address if different than shown	Full name and address of reporting carrier (Use mailing label on original, copy in full on duplicate.)



to the
Surface Transportation Board

FOR THE YEAR ENDED DECEMBER 31, 1995

NOTICE

1. This Form for annual report should be filled out in triplicate and two copies returned to the Interstate Commerce Commission, Office of Economics, Washington, D.C. 20423, by March 31 of the year following that for which the report is made. One copy should be retained in respondent's files. Attention is specially directed to the following provisions of Part 1 of the Interstate Commerce Act:

(49) U.S.C. 11145, Reports by carriers, lessors, and associations

(a) The Interstate Commerce Commission may require—

(1) carriers, brokers, lessors, and associations, or classes of them as the Commission may prescribe, to file annual, periodic, and special reports with the Commission containing answers to questions asked by it; and

(2) a person furnishing cars or protective services against heat or cold to a rail or express carrier providing transportation subject to this subtitle, to file reports with the Commission containing answers to questions about those cars or services.

(b)(1) An annual report shall contain an account, in as much detail as the Commission may require, of the affairs of the carrier, broker, lessor, or association for the 12-month period ending on the 31st day of December of each year. However, when an annual report is made by a motor carrier, a broker, or a lessor or an association maintained by or interested in one of them, the person making the report may elect to make it for the 13-month period accounting year ending at the close of one of the last 7 days of each calendar year if the books of the person making the report are kept by that person on the basis of that accounting year.

(2) An annual report shall be filed with the Commission by the end of the 3rd month after the end of the year for which the report is made unless the Commission extends the filing date or changes the period covered by the report. The annual report and, if the Commission requires, any other report made under this section, shall be made under oath.

(c) The Commission shall streamline and simplify, to the maximum extent practicable, the reporting requirements applicable under this subchapter to motor common carriers of property with respect to transportation provided under certificates to which the provisions of section 10922(b)(4)(E) of this title apply and to motor contract carriers of property with respect to transportation provided under permits to which the provisions of section 10923(b)(5) of this title apply. Pub. L. 95-473, Oct. 17, 1978, 92 Stat. 1427, Pub. L. 96-296, § 5(b), July 1, 1980, 94 Stat. 796.

(49) U.S.C. 11941. (g) A person required to make a report to the Commission, answer a question, or make, prepare, or preserve a record under this subtitle concerning transportation subject to the jurisdiction of the Commission under subchapter II of chapter 105 of this title, or an officer, agent, or employee of that person that (1) does not make the report, (2) does not specifically, completely, and truthfully answer the question (3) does not make, prepare, or preserve the record in the form and manner prescribed by the Commission, or (4) does not comply with section 10921 of this title, is liable to the United States Government for a civil penalty of not more than \$500 for each violation and for not more than \$250 for each additional day the violation continues. After the date of enactment of this sentence, no penalties shall be imposed under this subsection for a violation relating to the transportation of household goods. Any such penalties that were imposed prior to such date of enactment shall be collected only in accordance with the provisions of subsection (b) of this section.

The term "carrier" means a Common carrier subject to this part, and includes a receiver or trustee of such carrier, and the term "lessor" means a person owning a railroad, a water line or a pipe line, leased to and operated by a common carrier subject to this part, and includes a receiver or trustee of such lessor.***

The respondent is further required to send to the Office of Economics immediately upon preparation, two copies of its latest annual report to stockholders. See schedule B, page 2

2 The instructions in this Form should be carefully observed, and each question should be answered fully and accurately, whether it has been answered in a previous annual report or not. Except in cases where they are specifically authorized, cancellations, arbitrary check marks, and the like should not be used either as partial or as entire answers to inquiries. If any inquiry, based on a preceding inquiry in the present report form is, because of the answer rendered to such preceding inquiry,

inapplicable to the person or corporation in whose behalf the report is made, such notation as "Not applicable; see page _____, schedule (or line) number _____" should be used in answer thereto, giving precise reference to the portion of the report showing the facts which make the inquiry inapplicable. Where the word "none" truly and completely states that fact, it should be given as the answer to any particular inquiry or any particular portion of an inquiry. Where dates are called for, the month and day should be stated as well as the year. Customary abbreviations may be used in stating dates.

3 Every annual report should, in all particulars, be complete in itself, and references to the returns of former years should not be made to take the place of required entries except as herein otherwise specifically directed or authorized.

4. If it be necessary or desirable to insert additional statements, typewritten or other, in a report, they should be legibly made on durable paper and, wherever practicable, on sheets not larger than a page of the Form. Inserted sheets should be securely attached, preferable at the inner margin; attachments by pins or clips is insufficient.

5. All entries should be made in a permanent black ink. Those of a contrary character should be indicated in parentheses.

6. 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 \$1000 should be raised to the nearest thousand dollars, and amounts of less than \$500 should be lowered.

7. Railroad corporations, mainly distinguished as operating companies and lessor companies, are for the purpose of report to the Interstate Commerce Commission divided into classes. An operating company is one whose officers direct the business of transportation and whose books contain operating as well as financial accounts, a lessor company, the property of which being leased to and operated by another company, is one that maintains a separate legal existence and keeps financial but not operating accounts.

Operating companies are broadly classified, with respect to their operating revenues, according to the following general definitions:

Class I companies are those having operating revenues of \$250,000,000 or more. For this class, Annual Report Form R-1 is provided.

Class II companies are those having annual operating revenues less than \$250,000,00 but in excess of \$20,000,000

Class III companies are those having annual operating revenues of \$20,000,000 or less.

All switching and terminal companies will be designated class III railroads.

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

Commission means the Interstate Commerce Commission. Respondent means the person or corporation in whose behalf the report is made. Year means the year ended December 31 for which the report is made. The Close of the Year means the close of business on December 31 of the year for which the report is made; or, in case the report is made for a shorter period than one year, it means the close of the period covered by the report. The Beginning of the Year means the beginning of business on January 1 of the year for which the report is made, or, in case the report is made for a shorter period than one year, it means the beginning of the period covered by the report. The Preceding Year means the year ended December 31 of the year preceding the year for which the report is made. The Uniform System of Accounts for Railroad Companies means the system of accounts in Part 1201 or Title 49, Code of Federal Regulations, as amended.

ANNUAL REPORT

OF

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

INCLUDING LEASED LINES AND WHOLLY-OWNED SUBSIDIARIES

TO THE

SURFACE TRANSPORTATION BOARD

FOR THE

YEAR ENDED DECEMBER 31, 1995

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

(Name) Thomas N. Hund (Title) Vice President, Controller and Chief Accounting Officer

(Telephone number) (847) 995-6001
(Area code) (Telephone number)

(Office address) 1700 E. Golf Road, Schaumburg, IL 60173
(Street and number, City, State, and ZIP code)

TABLE OF CONTENTS

	SCHEDULE NO.	PAGE		SCHEDULE NO.	PAGE
Schedules Omitted by Respondent	A	1	Supporting Schedule-Road	416	58
Identity of Respondent	B	2	Specialized Service Subschedule-Transportation	417	60
Voting Powers and Elections	C	3	Supporting Schedule-Capital Leases	418	61
Comparative Statement of Financial Position	200	5	Analysis of Taxes	450	63
Results of Operations	210	16	Items in Selected Income and Retained Earnings		
Retained Earnings-Unappropriated	220	19	Accounts for the Year	460	65
Capital Stock	230	20	Guaranties and Suretyships	501	66
Statement of Cash Flows	240	21	Compensating Balances and Short-Term Borrowing		
Working Capital Information	245	23	Arrangements	502	67
Investments and Advances Affiliated Companies	310	26	Separation of Debtholdings between Road Property		
Investments in Common Stocks of Affiliated Companies	310A	30	and Equipment	510	69
Road Property and Equipment and Improvements to leased			Transactions Between Respondent and Companies or		
Property and Equipment	330	32	Persons Affiliated With Respondent for Services		
Depreciation Base and Rates-Road and Equipment			Received or Provided	512	72
Owned and Used and Leased from Others	332	34	Mileage Operated at the Close of Year	700	74
Accumulated Depreciation-Road and Equipment			Miles of Road at Close of Year-By States and		
Owned and Used	335	35	Termines (Single Track) (For Other Than Switching		
Accrued Liability-Leased Property	339	36	and Terminal Companies)	702	75
Depreciation Base and Rates-Improvements to Road			Inventory of Equipment	710	78
and Equipment Leased from Others	340	37	Unit Cost of Equipment Installed During the Year	710S	84
Accumulated Depreciation-Improvements to Road and			Track and Traffic Conditions	720	85
Equipment Leased from Others	342	38	Ties Laid in Replacement	721	86
Depreciation Base and Rates-Road and Equipment			Ties Laid in Additional Tracks and in New Lines		
Leased to Others	350	40	and Extensions	722	87
Accumulated Depreciation-Road and Equipment			Rails Laid in Replacement	723	88
Leased to Others	351	41	Rails Laid in Additional Tracks and in New Lines		
Investment in Railroad Property Used in Transportation			and Extensions	724	89
Service (By Company)	352A	42	Weight of Rail	725	90
Investment in Railway Property Used in Transportation			Summary of Track Replacements	726	91
Service (By Property Accounts)	352B	43	Consumption of Fuel by Motive-Powered Units	750	91
Railway Operating Expenses	410	45	Railroad Operating Statistics	755	94
Way and Structures	412	52	Verification		98
Rents for Interchanged Freight Train Cars and Other			Memoranda		99
Freight-Carrying Equipment	414	53	Index		100
Supporting Schedule-Equipment	415	56			

SPECIAL NOTICE

Docket No. 38559 Railroad Classification Index, served January 20, 1983, modified the reporting requirements for class II, III and all switching and terminal companies. These carriers will notify the Commission only if the calculation results in a different revenue level than its current classification.

The dark border on the schedules represents data that is captured for processing by the Commission.

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 Section of Administrative Services, Interstate Commerce Commission and the Office of Information and Regulatory Affairs, Office of Management and Budget.

These companies are included in the following consolidated schedules:

The Atchison, Topeka and Santa Fe Railway Company

*** * * ***

Wholly-Owned Subsidiaries

**Los Angeles Junction Railway Co.
Oklahoma City Junction Railway Co.
Santa Fe Financial Holdings, Inc.
Santa Fe Forwarding Co.
Santa Fe Rail Equipment Company
Santa Fe Receivables Corporation
Santa Fe Terminal Services, Inc.
Star Lake Railroad Co.**

*** * * ***

Leased Lines

**The Dodge City and Cimarron Valley Railway Co.
The Gulf and Inter-State Railway Co. of Texas
Rio Grande, El Paso & Santa Fe Railroad Co.**

A. SCHEDULES OMITTED BY RESPONDENT

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

Page	Schedule No.	Title
		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 in full the exact name of the respondent. Use the words, "The" and "Company" only when they are parts of the corporate name. Be careful to distinguish between railroad and railway. The corporate name should be given uniformly throughout the report, notably on the cover, on the title page, and in the "Verification." If the report is made by receivers, trustees, a committee of bondholders, or individuals otherwise in possession of the property, state names and facts with precision. If the report is for a consolidated group, pursuant to Special Permission from the Commission, Accounting and Valuation 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 organizations; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date which 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

The Atchison, Topeka and Santa Fe Railway Company, Leased Lines and Wholly-Owned Subsidiaries

2. Date of incorporation

October 20, 1969

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

Incorporated under Section 101 et seq. of the General Corporation Law of the State of Delaware under the name "A.T. & S.F. Inc." on March 24, 1970, the corporation became a common carrier pursuant to merger and on the same date amended the certificate of incorporation changing its name to "The Atchison, Topeka and Santa Fe Railway Company"

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

During 1995, Santa Fe Pacific Corporation ("SFP") completed a business combination with Burlington Northern, Inc. ("BNI"). SFP is an indirect wholly-owned subsidiary of Burlington Northern Santa Fe Corporation ("BNSF"). BNI's principal subsidiary is Burlington Northern Railroad ("BNRR"). To date, BNRR and ATSF have not merged; however, approval by the ICC to merge the two was obtained on August 23, 1995.

STOCKHOLDER'S REPORTS

5. The respondent is required to send to the Bureau of Accounts, immediately upon preparation, two copies of its latest annual report to stockholder's.

Check appropriate box:

Two copies are attached to this report.

Two copies will be submitted

(date)

- X No annual report to stockholder's is prepared.

Two copies of BNSF annual report to shareholders is attached. ATSF will complete financial statements for the year ended December 31, 1995 by April 30, 1996. Copies of ATSF financial statements will be provided upon request after that date.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock. Common, \$ 10 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. Each share has the right to one vote.
3. Are voting rights proportional to holdings? Yes. If not, state in a footnote the relation between holdings and corresponding voting rights.
4. Are voting rights attached to any securities other than stock? No. If so, name in a footnote each security, other than stock to which voting rights are attached (as of the close of the year), and state in detail the relation between holdings and corresponding voting rights, stating 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 so, 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.
Books not closed.
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. 100 votes, as of December 31, 1995.
8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7. One stockholders.
9. Give the names of the thirty security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within 1 year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each his address, the number of votes which he 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 was entitled, which respect to securities held by him, 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 thirty 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 thirty 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
				Common (d)	Stock		
					Second (e)	First (f)	
1	Santa Fe Pacific Corporation	Schaumburg, Illinois	100	100			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	Note:						19
20	Pursuant to Section 228 of the General Corporation Law of the State of Delaware, as amended, Santa Fe Pacific Corporation being the owner of all the issued and						20
21	outstanding shares of stock of respondent in Consent executed May 23, 1995 adopted and consented to resolution electing directors of respondent in lieu of an						21
22	annual meeting of stockholders for the calendar year 1995.						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. "Not Applicable" - Refer to note shown under inquiry 9.
11. Give the date of such meeting. "Not Applicable" - Refer to note shown under inquiry 9.
12. Give the place of such meeting. "Not Applicable" - Refer to note shown under inquiry 9.

NOTES AND REMARKS

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	10,476	5,913	1
2		702	Temporary Cash Investments	2,706	63,029	2
3		703	Special Deposits		54	3
4		704	Accounts Receivable			4
			- Loan and Notes			
5		705	- Interline and Other Balances	20,927	25,370	5
6		706	- Customers	48,414	53,648	6
7		707	- Other	7,684	11,188	7
8		708,709	- Accrued Accounts Receivables	27,170	60,578	8
9		708 5	- Receivables from Affiliated Companies	4,797	3,958	9
10		709.5	- Less. Allowance for Uncollectible Accounts	(28,145)	(23,277)	10
11		710,711,714	Working Funds Prepayments	153,601	117,373	11
12		712		83,918	95,252	12
13		713	Other Current Assets	6,505	38,379	13
14			TOTAL CURRENT ASSETS	338,053	451,465	14
Other Assets						
15		715,716,717	Special Funds	4,654	5,482	15
16		721,721 5	Investments and Advances Affiliated Companies(Schedule 310 and 310A)	420,365	348,175	16
17		722,723	Other investments and Advances	6,950	5,968	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities-Cr.			18
19		737,738	Property Used in Other than Carner Operation (less Depreciation) \$(82)	85,603	10,073	19
20		739,741	Other Assets	11	573	20
21		743	Other Deferred Debits	203,574	189,438	21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	721,157	559,709	23
Road and Equipment						
24		731,732	Road (Schedule 330) L-30 Col h & b	8,437,972	4,172,435	24
25		731,732	Equipment (Schedule 330) L-39 Col h & b	882,249	1,964,769	25
26		731,732	Unallocated Items	94,364	129,456	26
27		733,735,736	Accumulated Depreciation and Amortization (Schedules 335,342,351)	(45,272)	(1,535,425)	27
28			Net Road and Equipment	9,349,313	4,731,235	28
29			TOTAL ASSETS	10,408,523	5,742,409	29

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDER'S 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			30
31		752	Accounts Payable, Interline and Other Balances	33,221	27,657	31
32		753	Audited Accounts and Wages	90,469	74,271	32
33		754	Other Accounts Payable	19,662	20,871	33
34		755,756	Interest and Dividends Payable	13,454	16,919	34
35		757	Payables to Affiliated Companies	2,012	2,299	35
36		759	Accrued Accounts Payable	631,781	548,782	36
37		780,781,761 5,762	Taxes Accrued	49,018	37,850	37
38		763	Other Current Liabilities	14,104	42,295	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	47,153	176,960	39
40			TOTAL CURRENT LIABILITIES	900,874	945,904	40
Non-Current Liabilities						
41		765,767	Funded Debt Unmatured	71,685	31,993	41
42		766	Equipment Obligations	382,124	429,625	42
43		766.5	Capitalized Lease Obligations	2,602	3,755	43
44		768	Debt in Default			44
45		769	Accounts payable; Affiliated Companies	109	342	45
46		770,1,770.2	Unamortized Debt Premium (Discount)		(778)	46
47		781	Interest in Default			47
48		783	Deferred Revenues-Transfers from Government Authorities	23,551	74,521	48
49		786	Accumulated Deferred Income Tax Credits	2,788,946	923,663	49
50		771,772,774,775, 782,784	Other Long-Term Liabilities and Deferred Credits	888,881	789,277	50
51			TOTAL NONCURRENT LIABILITIES	4,157,898	2,252,398	51
Shareholder's Equity						
52		791,792	Total Capital Stock:(Schedule 230)(L53&54)			52
53			Common Stock	1	1	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56		794,795	Additional Capital (Schedule 230)	5,301,250	756,587	56
57		797	Retained Earnings Appropriated		83,215	57
58		798	Unappropriated (Schedule 220)	48,500	1,704,304	58
59		798 1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock			60
61			Net Shareholder's Equity	5,349,751	2,544,107	61
62			TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY	10,408,523	5,742,409	62

NOTES AND REMARKS

Balance at end of quarter this year (b) reflects accounting for the acquisition of The Atchison, Topeka and Santa Fe by Burlington Northern Santa Fe Corporation (See note on page 10).

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

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

1. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking and other funds pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts \$ NONE

2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made \$ NONE

3.(a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year See page 9

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund

NONE

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

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

If funding is by trust agreement, list trustee(s) Northern Trust Company

Date of trust agreement or latest amendment: January 1, 1985

If respondent is affiliated in any way with the trustee(s), explain affiliation: NONE

(d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement

see page 9

(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:

(ii) Are voting rights attached to any securities held by the pension plan? Specify. Yes ☒ No If yes, who determines how stock is voted? Trustees

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 \$ NONE

(b) The amount of investment tax credit used to reduce current income tax expense resulting from contributions to qualified employee stock ownership plans for the current year was \$ NONE

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account.

\$ N/A

Continued on following page

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES

7. Give particulars with respect to contingent assets and liabilities at the close of the year, in accordance with Instruction 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.)

Refer to Page 10 for comments

(a) Changes in Valuation Accounts

8. Marketable Equity Securities.

		Cost	Market	Dr. (Cr.) to Income	Dr. (Cr.) to Stockholders Equity
(Current Yr.)	Current Portfolio	N/A	N/A	N/A	N/A
as of 12/31/95	Noncurrent Portfolio	N/A	N/A	N/A	N/A
(Previous Yr.)	Current Portfolio	N/A	N/A	N/A	N/A
as of 12/31/94	Noncurrent Portfolio	N/A	N/A	N/A	N/A

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

	Gains	Losses
Current	\$	\$
Noncurrent		

(c) A net unrealized gain (loss) of \$ NONE on the sale of marketable equity securities was included in net income for 1995 (year).
The cost of securities sold was based on the NONE (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 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-Concluded

NOTES AND REMARKS

- 3(a) ATSF and its subsidiaries are included with certain other SFP affiliates in the trusted non-contributory Santa Fe Pacific Corporation Retirement Plan ("Retirement Plan") and the Santa Fe Pacific Corporation Supplemental Retirement Plan ("Supplemental Plan").

The Retirement Plan fully complies with Employee Retirement Income Security Act of 1974 ("ERISA") requirements and covers substantially all officers and employees of SFP and its subsidiaries and covered by collective bargaining agreements. Benefits payable under the Retirement Plan are based on compensation during the sixty highest paid consecutive months of service during the ten years immediately preceding retirement and years of service. SFP's funding policy is to contribute annually not less than the ERISA minimum, and not more than the maximum amount deductible for income tax purposes

The Supplemental Plan is an unfunded plan which provides a supplementary retirement benefits primarily to certain executives.

- 3(d) Santa Fe Pacific Corporation
The Atchison, Topeka & Santa Fe Rwy. Co.
Los Angeles Junction Rwy. Co.
Catellus Development Corporation (Formerly Santa Fe Pacific Realty Co.)
Santa Fe Pipeline Co.
Santa Fe Pipeline, Inc.
Santa Fe Terminal Services, Inc.
Southern Pacific Pipelines, Inc.
Santa Fe Pacific Timber, Inc.

The actuarial valuation determines the costs and contribution of each of the participating companies.

- # Catellus withdrew from the Plan in 1989; however, vested participants at the date of withdrawal are still included in the Plan.

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

NOTES TO FINANCIAL STATEMENTS

On September 22, 1995, Santa Fe Pacific Corporation ("SFP") (parent of ATSF) and Burlington Northern Inc. consummated a merger of the two companies. The merger was accounted for by the purchase method and the purchase price was allocated to SFP's assets and liabilities based on their fair values as of that date. Additionally, in accordance with generally accepted accounting principles, accumulated depreciation and retained earnings as of September 22, 1995, were adjusted to zero. The following fair value adjustments were recorded by ATSF in connection with push down accounting in the application of purchase accounting:

	Debit (Credit) In millions
Current assets	(19)
Road and equipment	2,937
Accumulated depreciation	1,504
Other assets	47
Total Assets	<u>4,469</u>
Current liabilities	3
Long-term debt	(43)
Deferred taxes	(1,655)
Other liabilities	(98)
Retained earnings	1,869
Additional paid-in capital	<u>(4,545)</u>
Total Liabilities and Equity	<u>(4,469)</u>

The above adjustments are included in the December 31, 1995, balances of various accounts and schedules included in this Report on Form R-1. Additionally, certain of the adjustments will be amortized through expense over the applicable life of the asset or liability. The annual pre-tax impact of this amortization is approximately \$90 million.

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

NOTES TO FINANCIAL STATEMENTS

7 Environmental

ATSF's operations, as well as those of its competitors, are subject to extensive federal, state and local environmental regulation state and local environmental regulation. ATSF's operating procedures include practices to protect the environment from the environmental risks inherent in railroad operations, which frequently involve transporting chemicals and other hazardous materials

Additionally, many of ATSF's land holdings are and have been used for industrial or transportation related purposes or leased to commercial or industrial companies whose activities may have resulted in discharges onto the property. As a result, ATSF is subject to environmental clean-up and enforcement actions. In particular, the Federal Comprehensive Environmental Response Compensation and Liability Act of 1980 (CERCLA), also known as the "Superfund" law, as well as similar state laws generally impose joint and several liability for clean-up and enforcement costs without regard to fault or the legality of the original conduct on current and former owners and operators of a site. ATSF has been notified that it is a potentially responsible party (PRP) for study and clean-up costs at approximately 8 Superfund sites for which investigation and remediation payments are or will be made or are yet to be determined (the Superfund sites) and, in many instances, is one of several PRP's. In addition, ATSF may be considered a PRP under certain other laws. Accordingly, under CERCLA and other federal and state statutes, ATSF may be held jointly and severally liable for all environmental costs associated with a particular site. If there are other PRP's, ATSF generally participates in the clean-up of these sites through cost-sharing agreements with terms that vary from site to site. Costs are typically allocated based on relative volumetric contribution of material, the amount of time the site was owned or operated, and/or the portion of the total site owned or operated by each PRP

Environmental costs include initial site surveys and environmental studies of potentially contaminated sites as well as costs for remediation and restoration of sites determined to be contaminated. Liabilities for environmental clean-up costs are initially recorded when ATSF's liability for environment clean-up is both probable and a reasonable estimate of associated costs can be made. Adjustments to initial estimates are recorded as necessary based upon additional information developed in subsequent periods. ATSF conducts an ongoing environmental contingency analysis, which considers a combination of factors including independent consulting reports, site visits, legal reviews, analysis of the likelihood of participation in and the ability of other PRPs to pay for clean-up, and historical trend analyses.

ATSF is involved in a number of administrative and judicial proceedings and other mandatory clean-up efforts at approximately 140 sites, including the Superfund sites, at which it is being asked to participate in the study and, or both, clean-up of alleged environmental contamination. ATSF paid approximately \$16 million, \$20 million, and \$14 million during 1995, 1994, and 1993, respectively relating to mandatory clean-up efforts, including amounts expended under federal and state voluntary clean-up programs. ATSF has accruals of approximately \$120 million for remediation and restoration of all known sites of which approximately \$20 million relates to the Superfund sites. ATSF anticipates that the majority of the accrued costs at December 31, 1995 will be paid over the next five years. No individual site is considered to be material.

Liabilities recorded for environmental costs represent ATSF's best estimates for remediation and restoration of these sites and include both asserted and unasserted claims. Unasserted claims are not considered to be a material component of the liability. Although recorded liabilities include ATSF's best estimates of all costs, without reduction for anticipated recoveries from third parties, ATSF's total clean-up costs at these sites cannot be predicted with certainty due to various factors such as the extent of corrective actions that may be required, evolving environmental laws and regulations, advances in environmental technology, the extent of the other PRP's participation in clean-up efforts, developments in ongoing environmental analyses related to sites determined to be contaminated, and developments in environmental surveys and studies of potentially contaminated sites. As a result, future charges to income for environmental liabilities could have a significant effect on results of operations in a particular quarter or fiscal year as individual site studies and remediation and restoration efforts proceed or as new sites arise. However, expenditures associated with such liabilities are typically paid out over a long period, therefore, management believes that it is unlikely that any identified matters, either individually or in the aggregate, will have a material adverse effect on ATSF's consolidated financial position or liquidity.

ATSF expects it will become subject to future requirements regulating air emissions from diesel locomotives that may increase its operating costs. Regulations applicable to new locomotive engines are expected to be issued by the Environmental Protection Agency soon. It is anticipated that these regulations will be effective for locomotive engines installed after 1999. Under some interpretations of federal law, older locomotive engines may be regulated by states based on standards and procedures which the State of California ultimately adopts. At this time it is unknown whether California will adopt locomotive emission standards that may differ from federal standards.

Other claims and litigation

ATSF and its subsidiaries are parties to a number of legal actions and claims, various governmental proceedings and private civil suits arising in the ordinary course of business, including those related to environmental matters and personal injury claims. While the final outcome of these items cannot be predicated with certainty, considering among other things the meritorious legal defenses available, it is the opinion of management that none of these items, when finally resolved, will have a material adverse effect on the annual results of operations, financial position or liquidity of ATSF, although an adverse resolution of a number of these items could have a material adverse effect on the results of operations in a particular quarter or fiscal year.

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

NOTES TO FINANCIAL STATEMENTS

Federal Income Tax

ATSF's federal income tax returns have been examined through 1990. All years prior to 1986 are closed. Issues relating to the years 1986-1990 are being contested through various stages of administrative appeal. In addition, ATSF has various state income tax returns in the process of examination, administrative appeal or litigation. Management believes that adequate provision has been made for any adjustment that might be assessed for open years through 1995.

Other Commitments

In connection with the closing of the sale of rail lines in southern California, in 1992 and 1993, ATSF has entered into various shared use agreements with the agencies, which require ATSF to pay the agencies approximately \$6 million annually to maintain track structure and facilities. Additionally, ATSF recorded a \$50 million liability in 1993 for an obligation retained by ATSF, which under certain conditions requires a repurchase of a portion of the properties sold.

Hedging Activities

ATSF enters into various commodity swap and collar transactions to manage exposure against fluctuations in diesel fuel prices. ATSF's fuel hedging transactions are based on commodities established in the futures markets. The prices of these commodities have historically shown a high degree of correlation with ATSF's diesel fuel prices. Cash settlements on contracts to hedge fuel prices are made at the end of a quarter and the related gain or loss is included in fuel expense for that quarter. To the extent ATSF hedges portions of its fuel purchases, it may not fully benefit from decreases in fuel prices.

At December 31, 1995, ATSF had no commodity swap transactions pending.

ATSF monitors its hedging positions and the credit ratings of its counterparties and does not anticipate losses due to counterparty non-performance.

Service Interruption

ATSF is a party to service interruption insurance agreements under which it would be required to pay premiums of up to a maximum of approximately \$36 million in the event of work stoppages on other railroads related to ongoing national bargaining. ATSF is also entitled to receive payments under certain conditions if a work stoppage occurs on its property.

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

NOTES TO FINANCIAL STATEMENTS

NONE

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

NOTES TO FINANCIAL STATEMENTS

NONE

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION EXPLANATORY NOTES - Concluded

NOTES TO FINANCIAL STATEMENTS

NONE

210. RESULTS OF OPERATIONS
(Dollars in Thousands)

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

2. Report total operating expenses from Schedule 410 of this report. Any disparities in expense amounts shown in this schedule and expense amounts reported in Schedule 410 must be fully explained on page 18

3. List dividends from investments accounted for under the cost method on the appropriate line No. 19 for Account No. 513 "Dividend Income" List dividends accounted for by the equity method on the appropriate dividend line No. 25 under the "Income from Affiliated Companies" subsection of this schedule.

4 All contra entries hereunder should be indicated in parenthesis.

5. Cross-checks

Schedule 210

Line 15, column (b)

Line 47 plus 49, column (b)

Line 50, column (b)

Line 14, column (b)

Line 14, column (d)

Line 14, column (e)

Line 49, column (b)

Schedule 210

= Line 62, column (b)

= Line 63, column (b)

= Line 64, column (b)

Schedule 410

= Line 620, column (h)

= Line 620, column (f)

= Line 620, column (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	2,747,713	2,639,095	2,747,713		1
2		(102) Passenger					2
3		(103) Passenger-Related					3
4		(104) Switching	23,463	23,071	23,463		4
5		(105) Water Transfers					5
6		(106) Demurrage	12,212	10,957	12,212		6
7		(110) Incidental	4,400	6,504	4,400		7
8		(121) Joint Facility-Credit	1,408	1,349	1,408		8
9		(122) Joint Facility-Debit	(95)	(40)	(95)		9
10		(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	2,789,101	2,680,936	2,789,101		10
11		(502) Railway operating revenues-Transfers from Government Authorities for current operations					11
12		(503) Railway operating revenues-Amortization of deferred transfer from Government Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	2,789,101	2,680,936	2,789,101		13
14		(531) Railway operating expenses	2,288,573	2,252,035	2,288,573		14
15		Net revenue from railway operations	500,528	428,901	500,528		15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	856	770			16
17		(510) Miscellaneous rent income	6,430	6,889			17
18		(512) Separately operated properties-Profit	(10)	25			18
19		(513) Dividend Income (cost method)					19
20		(514) Interest Income	25,671	21,471			20
21		(516) Income from sinking and other funds	44	46			21
22		(517) Release of premiums on funded debt					22
23		(518) Reimbursements received under contracts and agreements					23
24		(519) Miscellaneous income	5,968	45,713			24
		Income from affiliated companies (519)					
25		a. Dividends (equity method)					25
26		b. Equity in undistributed earnings (losses)		974			26
27		TOTAL OTHER INCOME Lines 16-26)	38,957	75,888			
28		TOTAL INCOME (lines 15, 27)	539,485	504,789			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	8,905	8,762			29
30		(544) Miscellaneous taxes	1,021	1,126			30
31		(545) Separately operated properties-Loss	117	12			31
32		(549) Maintenance of investment organization					32
33		(550) Income Transferred under contracts and agreements					33
34		(551) Miscellaneous income charges	21,387	17,559			34
35		(553) Uncollectible accounts		1			35
36		TOTAL MISCELLANEOUS DEDUCTIONS (LINES 29-35)	31,430	27,460			36
37		Income available for fixed charges (lines 28, 36)	508,055	477,329			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	36,852	42,868	38
39		(b) Interest in default			39
40		(547) Interest on unfunded debt	16,442	21,791	40
41		(548) Amortization of discount on funded debt	154	292	41
42		TOTAL FIXED CHARGES (lines 38-41)	53,448	64,951	42
43		Income after fixed charges (lines 37, 42)	454,607	412,378	43
OTHER DEDUCTIONS					
		(546) Interest on funded debt			
44		(c) Contingent interest	483	966	44
UNUSUAL OR INFREQUENT ITEMS					
45		(555) Unusual or infrequent items (debit) credit			45
46		Income(Loss) from continuing operations (before income taxes)	454,124	411,412	46
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income			
47	*	(a) Federal income taxes	42,282	36,365	47
48	*	(b) State income taxes	6,957	3,099	48
49	*	(c) Other income taxes			49
50	*	(557) Provision for deferred taxes	171,493	122,781	50
51		TOTAL PROVISIONS FOR INCOME TAXES (lines 47-50)	220,732	162,245	51
52	*	Income from continuing operations (lines 46-51)	233,392	249,167	52
DISCONTINUED OPERATIONS					
53		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			53
54		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			54
55		Income before extraordinary items (lines 52+53+54)	233,392	249,167	55
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
56		(570) Extraordinary charge on early retirement of debt			56
57		(590) Income taxes on extraordinary items			57
58		(591) Provision for deferred taxes-Extraordinary items			58
59		TOTAL EXTRAORDINARY ITEMS (lines 56-58)			59
60		(592) Cumulative effect of changes in accounting principles (less applicable tax of \$)			60
61	*	Net income(Loss)(lines 55+59+60)	233,392	249,167	61
Reconciliation of net railway operating income (NROI)					
62	*	Net revenues from railway operations	500,528	428,901	62
63	*	(556) Income taxes on ordinary income (-)	49,239	39,484	63
64	*	(557) Provision for deferred income taxes (-)	171,493	122,781	64
65		Income from lease of road and equipment (-)			65
66		Rent for leased roads and equipment (+)			66
67		Net railway operating income (loss)	279,796	266,656	67

NOTES AND REMARKS FOR SECHEDULES 210 AND 220

NONE

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 entres hereunder should be shown in parentheses.
3. Show under "Remarks" 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	Retained earnings-unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
		(a)	(b)	(c)	
1		Balances at beginning of year	\$ 1,694,291	\$ 10,013	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income	231,968	1,424	3
4		(603) Appropriations released	83,215		4
5		(606) Other credits to retained earnings			5
6		TOTAL	315,183	1,424	6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings (1)	1,869,141		8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock	103,270		11
12		Preferred stock (2)			12
13		TOTAL	1,972,411	0	13
14		Net increase (decrease) during year (line 6 minus line 13)	(1,657,228)	1,424	14
15	*	Balances at close of year (Lines 1, 2, and 14)	37,063	11,437	15
16	*	Balances from line 15(c)	11,437	N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end (798) of year	48,500	N/A	17
18		(797) Total appropriated retained earnings			18
19		Credits during year \$ 0			19
20		Debits during year \$ 83,215			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

(1) Relates primarily to the elimination of Retained Earnings due to Merger, in accordance with purchase accounting. See Note to Schedule 200, page 10.

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

230. CAPITAL STOCK

PART 1. 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 normally 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 control by the respondent. All securities actually issued and not reacquired by or for the respondent are considered to be actually outstanding. If reacquired by or for the respondent, and not canceled or retired, they are considered to be nominally outstanding.

Line No.	Class of Stock	Par Value	Number of Shares				Book Value at End of Year				Line No.
			Authorized	Issued	In Treasury	Outstanding	Outstanding	In Treasury	Outstanding	In Treasury	
1	Common	(b)	(c)	(d)	(e)	(f)	(g)	(h)			1
2		10.00	100	100	None	100	1	None			2
3											3
4	Preferred	N/A									4
5											5
6											6
7											7
8											8
9											9
10	TOTAL	10.00	100	100	None	100	1	None			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. Column (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 the year.
6. Unusual circumstances arising from changes in capital stock changes shall be fully explained in footnotes to this schedule.

Line No.	Items	Preferred Stock		Common Stock		Treasury Stock		Amount \$	Additional Capital \$	Line No.
		Number of Shares	Amount \$	Number of Shares	Amount \$	Number of Shares	Amount \$			
11	Balance at the beginning of year	(b)	(c)	(d)	(e)	(f)	(g)		(h)	11
12	Capital Stock Sold	None	None	100	1	None	None		756,587	12
13	Capital Stock Reacquired									13
14	Capital Stock Canceled									14
15	Merger related write up of assets - offset to equity								4,544,663	15
16										16
17	Balance at close of year	None	None	100	1	None	None		5,301,250	17

Line 15 reflects the purchase accounting adjustment, see Note to Schedule 200 on page 10

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 as cash paid to suppliers and employees, the sum of which is net cash flow from operating activities. The indirect method starts with net income and adjusts it for revenue and expense items that were not the result of operating cash transactions in the current period to reconcile it to net cash flow from operating activities. If direct method is used complete lines 1-41; indirect method complete lines 10-41. Cash for the purpose of this schedule shall include cash and cash equivalents which are short-term, highly liquid investments readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Information about all investing and financing activities which do not directly affect cash shall be separately disclosed in footnotes to this schedule. They shall clearly relate the cash (if any) and noncash aspects of transactions. Examples of noncash investing and financing 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.

CASH FLOWS FROM OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
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 - 8)			9

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
10		Income from continuing operations	233,392	249,167	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	(5,165)	(6,161)	11
12		Depreciation and amortization expenses	238,592	200,534	12
13		Net increase (decrease) in deferred income taxes	171,493	122,781	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(3,591)	(974)	14
15		Decrease (increase) in accounts receivable	10,144	38,893	15
16		Decrease (increase) in materials and supplies, and other current assets	9,920	5,001	16
17		Increase (decrease) in current liabilities other than debt	56,099	55,731	17
18		Increase (decrease) in other-net	(94,549)	(58,432)	18
19		Net cash provided from continuing operations (Lines 10-18)	616,335	606,540	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 & 20)	616,335	606,540	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	67,692	16,222	22
23		Capital expenditures	(433,816)	(461,557)	23
24		Net change in temporary cash investments not qualifying as cash equivalents	0		24
25		Proceeds from sale/repayment of investment and advances	632	2,071	25
26		Purchase price of long-term investment and advances	0	(816)	26
27		Net decrease (increase) in sinking and other special funds	828	290	27
28		Other - net	(24,861)	43,074	28
29		NET CASH USED IN INVESTING ACTIVITIES (Lines 22-28)	(389,525)	(400,716)	29

(Continued on next page)

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

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	0		30
31		Principal payments of long-term debt	(179,331)	(101,711)	31
32		Proceeds from issuance of capital stock	0		32
33		Purchase price of acquiring treasury stock	0		33
34		Cash dividends paid	(103,270)	(77,800)	34
35		Other - net	(23)	(12,665)	35
36		NET CASH FROM FINANCING ACTIVITIES (Lines 30-35)	(282,624)	(192,176)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (Lines 21,29 & 36)	(55,814)	13,648	37
38		Cash and cash equivalents at beginning of the year	68,996	55,348	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (Lines 37 & 38)	13,182	68,996	39
		Footnotes to Schedule 240			
		Cash paid during the year for:			
40		Interest (net of amount capitalized)*	44,240	50,658	40
41		Income taxes (net)*	36,339	32,999	41

*Only applies if indirect method is adopted

NOTES AND REMARKS

1995 Supplemental noncash investing and financing activities information:

The above statement of cash flows does not include non-cash adjustments recorded in conjunction with the application of purchase accounting. See schedule 200 footnote for a more detailed description of the adjustments.

In addition to amounts reported as Cash Used for Capital Expenditures, ATSF had noncash capital expenditures totaling \$69.3 million in 1995 and \$182.8 million in 1994, consisting principally of directly financed equipment acquisitions and projects reimbursed by governmental agencies and other parties.

245. WORKING CAPITAL
(Dollars in Thousands)

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

Line No.	Item (a)	Source	Amount (b)	Line No.
	CURRENT OPERATING ASSETS			
1	Interline and Other Balances (705)	Schedule 200, line 5, column b	20,927	1
2	Customers (706)	Schedule 200, line 6, column b	46,414	2
3	Other (707)	NOTE A	7,684	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	75,025	4
	OPERATING REVENUE			
5	Railway Operating Revenue	Schedule 210, line 13, column b	2,789,101	5
6	Rent Income	NOTE B	79,729	6
7	TOTAL OPERATING REVENUES	Line 5 + 6	2,868,830	7
8	Average Daily Operating Revenues	Line 7 / 360 Days	7,969	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 / Line 8	9	9
10	Revenue Delay Days Plus Buffer	Line 9 + 15 Days	24	10
	CURRENT OPERATING LIABILITIES			
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	33,221	11
12	Audited Accounts and Wages Payable (753)	Schedule 200, line 32, column b (NOTE A)	90,469	12
13	Accounts Payable - Other (754)	Schedule 200, line 33, column b (NOTE A)	19,662	13
14	Other Taxes Accrued (761.5)	NOTE A	34,567	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	177,919	15
	OPERATING EXPENSES			
16	Railway Operating Expenses	Schedule 210, line 14, column b	2,288,573	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	229,699	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	2,138,603	18
19	Average Daily Expenditures	Line 18 / 360 Days	5,941	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 / Line 19	30	20
21	Days of Working Capital Required	Line 10 - Line 20 (NOTE C)	0	21
22	Cash Working Capital Required	Line 21 x Line 19	0	22
23	Cash and Temporary Cash Balance	Schedule 200, line 1 + line 2, column b	13,182	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	13,182	24
	MATERIALS AND SUPPLIES			
25	Total Materials and Supplies (712)	Schedule 200, line 12, column b (NOTE A)	83,918	25
26	Scrap and Obsolete Material Included in Account 712	NOTE A	564	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	83,354	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	96,536	28

NOTE (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

This Page Intentionally Left Blank

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A

1. Schedule 310 should give particulars of stocks, bonds, other secured obligations, unsecured notes, and investment advances of affiliated companies held by respondent at close of year. Also, disclose the investments made, disposed of, and written down during the year and the applicable dividends and interest credited to income as a result of those investments. They should exclude securities issued or assumed by respondent. For 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 corporations, the symbols and industrial classifications to be as follows:

Symbol	Kind of Industry
I	Agriculture, forestry, and fisheries
II	Mining
III	Construction
IV	Manufacturing
V	Wholesale and retail trade
VI	Finance, insurance, and real estate
VII	Transportation, communications, and other public utilities
VIII	Services
IX	Government
X	All other

5. By carriers, as the term is used here, is meant companies owning or operating railroads, facilities auxiliary thereto such as bridges, ferries, union depots, and other terminal facilities, sleeping cars, parlor cars, dining cars, freight cars, express service and facilities, electric railways, highway motor vehicles, steamboats and other marine transportation equipment, pipe lines (other than those for transportation of water), and other instrumentalities devoted to the transportation of persons or property for hire. Telegraph and telephone companies are not meant to be included.

6. Noncarrier companies should, for the purpose of these schedules, include telephone companies, telegraph companies, mining companies, manufacturing companies, hotel companies, etc. Purely "holding companies" are to be classed as noncarrier companies, even though the securities held by such companies are largely or entirely those issued or assumed by carriers.

7. By an active corporation is meant one which maintains an organization for operating property or administering its financial affairs. An inactive corporation is one which has been practically absorbed in a controlling corporation and which neither operates property nor administers its financial affairs; if it maintains an organization it does so only for the purpose of complying with legal requirements and maintaining title to property or franchises.

8. Combine, in one amount, investments in which the original cost or present equity in total assets is less than \$10,000.

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

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

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

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of companies affiliated with respondent, included in accounts Nos. 715, "Sinking Funds"; 716, "Capital Funds", 721, "Investments and Advances Affiliated Companies"; and 717, "Other Funds"
2. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 18, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c).
3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged, or otherwise encumbered, giving names and other important particulars of such obligations in footnotes.
4. Give totals for each class and for each subclass and a grand total for each account
5. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially 19 ____ to 19 ____" Abbreviations in common use in standard financial publications may be used to conserve space.

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of Control	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	721	A-1	VII	Alameda Belt Line Common	50 00	1
2			VII	Belt Railway Company of Chicago Common	8 33	2
3			VII	Central California Traction Co. Common	33 33	3
4			VII	Central California Traction Co. Preferred	33 33	4
5			VII	Houston Belt & Terminal Ry Co Common	25 00	5
6			VII	Kansas City Terminal Ry Co Common	8 33	6
7			VII	Oakland Terminal Ry Common	50 00	7
8			VII	St. Joseph Terminal R R Co Common	50 00	8
9			VII	Sunset Ry Co Common	50 00	9
10			VII	Texas City Terminal Ry Co. Common	33 33	10
11			VII	TTX Common	10 90	11
12			VII	Wichita Union Terminal Ry Co. Common	33 33	12
13				Total Stock-Carrier-Active		13
14						14
15						15
16						16
17	721	A-3	VI	Peona Development Corporation	1 74	17
18				Total Stock-Non-Carrier-Active		18
19						19
20						20
21	721	D-1	VII	St Joseph Terminal R R Co. 6% Demand Note		21
22			VII	TTX		22
23				Total Unsecured Notes-Carrier-Active		23
24						24
25						25
26	721	D-3	X	Santa Fe Pacific Corporation - ATSF is a wholly-owned subsidiary		26
27				Total Unsecured Notes - Non-Carrier-Active		27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38						38
39						39
40						40

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

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 cases of joint control, give names of other parties and particulars of control

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

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

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

10. This schedule should not include securities issued by respondent

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

Line No	Investments and advances				Disposed of profit(loss)	Adjustments Account 721 5	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	471			471				1
2	240			240				2
3	409			409				3
4	284			284				4
5	6			6				5
6	183		20	163				6
7	113			113				7
8	150			150				8
9	54			54				9
10	637			637				10
11	13,262			13,262				11
12	13			13				12
13	15,802		20	15,782				13
14								14
15								15
16								16
17	34			34				17
18	34			34				18
19								19
20								20
21	175			175				21
22	586			586				41 22
23	761			761				41 23
24								24
25								25
26	306,774	22		306,796			24,007	26
27	306,774	22		306,796			24,007	27
28								28
29								29
30								30
31								31
32								32
33								33
34								34
35								35
36								36
37								37
38								38
39								39
40								40

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

Line No.	Account No	Class No	Kind of Industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of Control	Line No
	(a)	(b)	(c)	(d)	(e)	
1	721	E-1	VII	Harbor Belt Line		1
2			VII	Houston Belt and Terminal Ry. Co.		2
3			VII	Kansas City Terminal Ry. Co.		3
4			VII	St. Joseph Terminal R R. Co.		4
5			VII	Rail Cycle	50 00	5
6			VII	Wichita Union Terminal Ry. Co.		6
7			VII	Wichita Terminal Association		7
8				Total Investment Advances - Camer - Active		8
9						9
10						10
11				Total Account 721		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
39						39
40						40

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

Line No.	Investments and advances				Disposed of: profit(loss)	Adjustments Account 721 5	Dividends or interest credited to income	Line No.
	Opening balance	Additions	Deductions(if other than sale, explain)	Closing balance				
	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
1	15			15				1
2	4,228		310	3,918				2
3	2,712		302	2,410				3
4	191			191				4
5	7,217			7,217				5
6	428			428				6
7	2			2				7
8	14,791		612	14,179				1 8
9								9
10								10
11	338,162	22	632	337,552			24,049	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
39								39
40								40

Line 2 (h) Reduction of advances.

SCHEDULE 310 NOTES AND REMARKS

ALAMEDA BELT LINE

% Ownership

Atchison, Topeka & Santa Fe Railway Company
Union Pacific Railroad

50.00
50.00
100.00

BELT RAILWAY COMPANY OF CHICAGO

Atchison, Topeka & Santa Fe Railway Company
Burlington Northern Railroad
Consolidated Rail Corporation
CSXT Transportation, Inc.
Grand Trunk Western Railroad
Illinois Central Gulf Railroad Company
Missouri Pacific Railroad Company
Norfolk & Western Railway Company
Soo Line Railroad Company

8.33
8.33
16.68
25.01
8.33
8.33
8.33
8.33
8.33
100.00

CENTRAL CALIFORNIA TRACTION COMPANY

Atchison, Topeka & Santa Fe Railway
Southern Pacific Transportation Company
Union Pacific Railroad

33.33
33.34
33.33
100.00

HOUSTON BELT & TERMINAL RAILWAY COMPANY

Atchison, Topeka & Santa Fe Railway Company
Missouri Pacific Railroad Company
Burlington Northern Railroad

25.00
50.00
25.00
100.00

The stocks of Houston Belt & Terminal are deposited with trustees under stock trust agreements to secure the due and punctual performance by the owning company of its covenants in agreements relating to the operation of such companies.

SCHEDULE 310 NOTES AND REMARKS

KANSAS CITY TERMINAL RAILWAY COMPANY

% Ownership

Atchison, Topeka & Santa Fe Railway Company	8.33
Burlington Northern Railroad Company	16.68
Chicago & Northwestern Transportation Company	8.33
Gateway Western Railroad Company	8.33
Kansas City Southern Railway Company	8.33
Missouri, Kansas, Texas Railroad	8.34
Missouri Pacific Railroad	8.33
Norfolk & Western Railway Company	8.33
Saint Louis Southwestern Railway	8.33
Soo Line	8.33
Union Pacific Railroad	8.34
	<u>100.00</u>

The stocks of Kansas City Terminal Railway Company are deposited with trustees under stock trust agreements to secure the due and punctual performance by the owning company of its covenants in agreements relating to the operation of such companies.

OAKLAND TERMINAL RAILWAY

Atchison, Topeka & Santa Fe Railway Company	50.00
Union Pacific Railroad	50.00
	<u>100.00</u>

ST JOSEPH TERMINAL RAILROAD COMPANY

Atchison, Topeka & Santa Fe Railway Company	50.00
St Joseph & Grand Island Railway (UP)	50.00
	<u>100.00</u>

SUNSET RAILWAY COMPANY

Atchison, Topeka & Santa Fe Railway Company	50.00
Southern Pacific Transportation Company	50.00
	<u>100.00</u>

SCHEDULE 310 NOTES AND REMARKS

TEXAS CITY TERMINAL RAILWAY COMPANY

% Ownership

Atchison, Topeka & Santa Fe Railway Company	33.33
Missouri Kansas Texas Railroad	33.34
Missouri Pacific Railroad	33.33
	<u>100.00</u>

TTX COMPANY

Atchison, Topeka & Santa Fe Railway Company	10.90
Boston & Maine Corporation	0.62
Burlington Northern Railroad	6.23
Central of Georgia Railroad Company	3.11
Chicago & Northwestern Railroad Company	3.11
Consolidated Rail Corporation	21.81
CSX Transportation Inc.	9.35
The Denver and Rio Grande Railway Company	0.62
Florida East Coast Industries Inc.	0.93
Grand Trunk Western Railway Company	1.56
Illinois Central Gulf Railroad	1.56
Kansas City Southern Railway Company	0.62
Missouri Pacific Railroad	7.48
Norfolk and Western Railway Company	1.56
Norfolk Southern Corporation	3.12
Richmond, Fredericksburg & Potomac	0.62
Saint Louis Southwestern Railway Company	3.12
Soo Line Railroad Company	1.56
Southern Pacific Transportation Company	6.54
Union Pacific Railroad	15.58
	<u>100.00</u>

WICHITA UNION TERMINAL RAILWAY COMPANY

Atchison, Topeka & Santa Fe Railway Company	33.33
Burlington Northern Railroad	33.34
Oklahoma, Kansas and Texas Railroad Company	33.33
	<u>100.00</u>

RAIL CYCLE

Atchison, Topeka & Santa Fe Railway Company	50.00
Waste Management of North America	50.00
	<u>100.00</u>

THIS PAGE
LEFT BLANK
INTENTIONALLY

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

Undistributed Earnings From Certain Investments in Affiliated Companies

- 1 Report below the details of all investments in common stocks included in Account 721, Investments and Advances Affiliated Companies
- 2 Enter in column (c) the amount necessary to retroactively adjust those investments (See instructions 5-2, Uniform System of Accounts)
- 3 Enter in column (d) the share of undistributed earnings (i.e. 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 definitions of "carrier" and "noncarrier", see general instructions

Line No	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustment for investments equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at close of year (g)	Line No
1	Carriers (List specifics for each company)							
2	Alameda Belt Line	167		(3)			164	1
3	Central California Traction Company	591					591	2
4	Houston Belt & Terminal Railway Company	2,248		69			2,317	3
5	The Oakland Terminal Railway	706		(252)			454	4
6	Sunset Railway Company	496					496	5
7	Texas City Terminal Railway	5,793		1,610			7,403	6
8	TTX Company		69,209	2,167			71,376	7
9	The Wichita Union Terminal Railway Company	12					12	8
10								9
11								10
12								11
13								12
14	Noncarrier (List specifics for each company)	10,013	69,209	3,591			82,813	13
15								14
16								15
17								16
18								17
19								18
20								19
21								20
22								21
23								22
24								23
25								24
26								25
27								26
28								27
29								28
30								29
31								30
32								31
33								32
34								33
35								34
36								35
37								36
38								37
39								38
40								39
41								40
42								41
43								42
44								43
45								44
46								45
47								46
48								47
49								48
50								49
51								50
52								51
53								52
54								53
55								54
56								55
57								56
58								57
59								58
60								59
61								60
62								61
63								62
64								63
65								64
66								65
67								66
68								67
69								68
70								69
71								70
72								71
73								72
74								73
75								74
76								75
77								76
78								77
79								78
80								79
81								80
82								81
83								82
84								83
85								84
86								85
87								86
88								87
89								88
90								89
91								90
92								91
93								92
94								93
95								94
96								95
97								96
98								97
99								98
100								99

Line 7 (c) reflects write-up of investment for application of purchase accounting. See note to Schedule 200

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 (h) is the aggregate of columns (b) to (f), inclusive. Grand totals of columns (b) and (h) should equal the sum of Accounts 731 and 732 for the respective periods; if not, full explanation should be made in a footnote.
2. In column (c) are to be shown 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," of the Uniform System of Accounts for Railroad Companies for such items.
3. In column (d) is to be shown 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. In column (c) and (e) should be included all entries covering expenditures for additions and betterments, as defined, whether or not replacing other property.
5. In column (f) should be entered all credits representing property sold, abandoned, or otherwise retired.
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 in a footnote the cost, location, area, and other details which will identify the property.
8. Report on line 29, amounts not includible 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 Commission 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 Commission.
9. If during the year a segment of transportation property was acquired, state in a footnote the name of the vendor, the mileage acquired, and the date of acquisition, giving location and the cost of the property to the respondent. Also furnish a statement of the amount included in each primary account representing such property acquired, referring to the column or columns in which the entries appear.
10. If an amount of less than \$5,000 is used as the minimum for additions and betterments to property investment accounts as provided for in Instruction 2-2 of the Uniform System of Accounts for Railroad Companies, state in a footnote the amount used.

NOTES AND REMARKS

On September 22, 1995, Santa Fe Pacific Corporation (parent of the respondent) Burlington Northern Inc. consummated a business combination accounted for by the purchase method. Accordingly, the values assigned to the properties of the respondent include fair value adjustments in Schedule 330 column (d), Schedule 332 column (c) and Schedule 335 column (f). Amortization and retirement of these adjustments are included in the appropriate columns of Schedule 330 and 335, along with historical cost basis amounts, and the annual composite rates in Schedule 332 column (d) reflect rates approved by the Interstate Commerce Commission as modified by the effect of amortizing the purchase accounting adjustments. As the adjustment included in Schedule 335 column (f) acted to eliminate accumulated depreciation as of 9/22/95, subsequent retirement activity in excess of amortization has resulted in debit balances in accumulated depreciation for certain accounts at 12/31/95. Related schedules which also include these adjustments are:

<u>Schedule</u>	<u>Column</u>
352a	(d)
"	(e)
352b	(b)
415	(c)
"	(g)
"	(i)
416	(c)
"	(d)
"	(l)
"	(m)
418	(b)

As a result of conforming accounting policies under the merger, Schedule 330 column (d) includes \$53,114 of capitalized software reclassified from Account 741 Other Assets.

330. ROAD AND EQUIPMENT PROPERTY
(Dollars in Thousands)

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	Expenditures during the year for original road and equipment and road extensions (c)	Expenditures during the year for purchase of existing lines reorganizations, etc (d)	Line No.
1		(2) Land for transportation purposes	102,912		1,093,467	1
2		(3) Grading	193,027		757,737	2
3		(4) Other right-of-way expenditures	5,524		3,221	3
4		(5) Tunnels and subways	8,455		11,245	4
5		(6) Bridges, trestles, and culverts	269,524		597,809	5
6		(7) Elevated structures				6
7		(8) Ties	716,974		42,035	7
8		(9) Rail and other track material	1,164,837		1,118,020	8
9		(11) Ballast	607,375		(185,643)	9
10		(13) Fences, snowsheds, and signs	5,382		10,037	10
11		(16) Station and office buildings	193,864		44,484	11
12		(17) Roadway buildings	29,018		2,409	12
13		(18) Water stations	2,212		988	13
14		(19) Fuel stations	14,501		(1,451)	14
15		(20) Shops and enginehouses	140,108		(29,877)	15
16		(22) Storage warehouses				16
17		(23) Wharves and docks				17
18		(24) Coal and ore wharves				18
19		(25) TOFC/COFC terminals	178,532		(31,344)	19
20		(26) Communication systems	108,165		(48,145)	20
21		(27) Signals and interlockers	268,839		517,840	21
22		(29) Power plants	502		297	22
23		(31) Power-transmission systems	5,409		2,690	23
24		(35) Miscellaneous structures	46		(78)	24
25		(37) Roadway machines	45,053		(8,773)	25
26		(39) Public improvements - Construction	59,624		48,382	26
27		(44) Shop machinery	53,206		11,641	27
28		(45) Power-plant machinery	1,546		3,579	28
29		Other (specify and explain)				29
30		TOTAL EXPENDITURES FOR ROAD	4,172,435		3,960,570	30
31		(52) Locomotives	1,136,619		(684,293)	31
32		(53) Freight-train cars	722,085		(323,516)	32
33		(54) Passenger-train cars				33
34		(55) Highway revenue equipment				34
35		(56) Floating equipment				35
36		(57) Work equipment	34,958		(12,912)	36
37		(58) Miscellaneous equipment	23,335		(2,316)	37
38		(59) Computer systems and word processing equipment	47,772		(1,223)	38
39		TOTAL EXPENDITURES FOR EQUIPMENT	1,964,769		(1,024,260)	39
40		(76) Interest during construction	57,287		(59,281)	40
41		(80) Other elements of investment			11,000	41
42		(90) Construction in progress	72,169		1,658	42
43		GRAND TOTAL	6,266,660		2,889,687	43

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT - Continued
(Dollars in Thousands)

Line No	Cross Check	Expenditures for additions and betterments during the year	Credits for property retired during the year	Net changes during the year	Balance at close of year	Line No
		(e)	(f)	(g)	(h)	
1		34,241	11,583	1,116,125	1,219,037	1
2		19,425	3,666	773,496	966,523	2
3		27	261	2,987	8,511	3
4			22	11,223	19,678	4
5		23,324	910	620,223	889,747	5
6						6
7		76,151	24,995	93,191	810,165	7
8		119,829	14,787	1,223,062	2,387,699	8
9		54,479	13,042	(144,206)	463,169	9
10		51	163	9,925	15,307	10
11		147	11,466	33,165	227,029	11
12		(670)	16,190	(14,451)	14,567	12
13			136	852	3,064	13
14		432	22	(1,041)	13,460	14
15		3,488	238	(26,627)	113,481	15
16						16
17						17
18						18
19		13,519	8	(17,833)	160,699	19
20		13,015	3,796	(38,926)	69,239	20
21		43,300	5,941	555,199	822,038	21
22			3	294	796	22
23		(132)	41	2,517	7,926	23
24		163	1	84	130	24
25		2,600	1,296	(7,469)	37,584	25
26		11,005	930	58,457	118,081	26
27		706	598	11,749	64,955	27
28		(1)	37	3,541	5,087	28
29						29
30		415,099	110,132	4,265,537	8,437,972	30
31		41,086	77,215	(720,422)	416,197	31
32		24,927	57,930	(356,519)	365,566	32
33						33
34		158		158	158	34
35						35
36		619	869	(13,162)	21,796	36
37		146	2,837	(5,007)	18,328	37
38		7,285	13,630	(7,568)	40,204	38
39		74,221	152,481	(1,102,520)	862,249	39
40		6,391	2,226	(55,116)	2,171	40
41			51	10,949	10,949	41
42		7,417		9,075	81,244	42
43		503,128	264,890	3,127,925	9,394,585	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 the depreciation charges for the month of January, and in columns (c) and (f) show the depreciation base used to compute the depreciation charges for the month of December. In columns (d) and (g) show the composite rates used in computing the depreciation charges for the month of 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 the total so computed 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 therefor are included in the rent for equipment and Accounts Nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include the cost of equipment owned and leased to others when the rents therefrom are included in the rent for equipment 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. The composite rates used should be those prescribed or otherwise authorized by the Commission, 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 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 therefor 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 account(s) affected.
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	193,027	966,616	1.20				1
2	(4) Other right-of-way expenditures	5,524	8,479	2.13				2
3	(5) Tunnels and subways	8,465	19,688	1.08				3
4	(6) Bridges, trestles, and culverts	269,524	887,515	1.34				4
5	(7) Elevated Structures							5
6	(8) Ties	716,974	808,161	5.32				6
7	(9) Rail and other track material	1,164,637	2,377,490	3.57				7
8	(11) Ballast	607,375	459,499	4.21				8
9	(13) Fences, snowsheds, and signs	5,382	15,308	1.50				9
10	(16) Station and office buildings	193,864	227,291	4.02				10
11	(17) Roadway buildings	29,018	14,579	4.54				11
12	(18) Water stations	2,212	3,081	24.04				12
13	(19) Fuel stations	14,501	13,256	4.57				13
14	(20) Shops and enginehouses	140,108	113,019	2.71				14
15	(22) Storage warehouses							15
16	(23) Wharves and docks							16
17	(24) Coal and ore wharves							17
18	(25) TOFC/COFC terminals	178,532	158,862	3.51				18
19	(26) Communication systems	108,186	68,714	5.65				19
20	(27) Signals and interlockers	266,839	818,100	3.18				20
21	(29) Power plants	502	798	4.11				21
22	(31) Power-transmission systems	5,409	7,934	2.52				22
23	(35) Miscellaneous structures	46	171	2.69				23
24	(37) Roadway machines	45,053	36,788	5.57				24
25	(39) Public improvements-Construction	59,824	113,666	1.83				25
26	(44) Shop machinery	53,208	64,988	4.75				26
27	(45) Power-plant machinery	1,546	5,091	2.55				27
28	All other road accounts							28
29	Amortization (other than defense projects)							29
30	TOTAL ROAD	4,069,523	7,188,066	3.18				30
	EQUIPMENT							
31	(52) Locomotives	1,126,697	412,227	5.54				31
32	(53) Freight-train cars	722,085	367,911	7.07				32
33	(54) Passenger-train cars							33
34	(55) Highway revenue equipment		157	6.04				34
35	(56) Floating equipment							35
36	(57) Work equipment	34,958	21,699	5.07				36
37	(58) Miscellaneous equipment	23,335	18,672	28.38				37
38	(59) Computer systems and word processing equipment	47,772	(12,979)	8.65				38
39	TOTAL EQUIPMENT	1,954,847	807,687	6.70				39
40	GRAND TOTAL	6,024,370	7,995,753	N/A			N/A	40

335 ACCUMULATED DEPRECIATION - ROAD AND EQUIPMENT OWNED AND USED
(DOLLARS IN THOUSANDS)

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

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

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

Ln No	Cross Check	Account	Balance beginning of year (b)	CREDITS TO RESERVE		DEBITS TO RESERVE		Balance at close of year (g)	Line No
				During the year		During the year			
		(a)	(c)	(d)	(e)	(f)	(g)		
		ROAD							
1		(3) Grading	38 803	4,377		3,700	37 585	1 895	1
2		(4) Other right-of-way expenditures	1 007	112		261	832	26	2
3		(5) Tunnels and subways	1,053	99		22	1,090	40	3
4		(6) Bridges, trestles and culverts	15,981	5 355		4,446	15,557	1 333	4
5		(7) Elevated Structures							5
6		(8) Ties	174,199	28,527		33,977	164 574	4,175	6
7		(9) Rail and other track material	259,541	44,395		16,219	255,427	32,290	7
8		(11) Ballast	84,923	18 417		13,645	84 397	5,298	8
9		(13) Fences, snowsheds, and signs	989	99		162	892	34	9
10		(16) Station and office buildings	12,454	3,982		7 347	7,071	2 018	10
11		(17) Roadway buildings	9 836	342		8,012	2 076	90	11
12		(18) Water stations	1,814	247		136	1,882	43	12
13		(19) Fuel stations	3 997	492		22	4,336	131	13
14		(20) Shops and enginehouses	25,255	2 575		143	27,014	673	14
15		(22) Storage warehouses							15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals	15,056	5,293		8	18 574	1,767	18
19		(26) Communication systems	13,768	1,307		1,448	12 896	731	19
20		(27) Signals and interlockers	27 983	10 757		5 564	31,370	1,806	20
21		(29) Power plants	318	16		3	324	7	21
22		(31) Power-transmission systems	1 678	123		41	1 758	2	22
23		(35) Miscellaneous structures	97	(31)		1	63	2	23
24		(37) Roadway machines	4 971	2,028		1 295	5 223	481	24
25		(39) Public improvements-Construction	1 354	1,226		918	1 271	391	25
26		(44) Shop machinery*	8,600	2,310		598	9,691	621	26
27		(45) Power-plant machinery	200	60		38	198	24	27
28		All other road accounts							28
29		Amortization (Adjustments)							29
30		TOTAL ROAD	703,877	132,108		98,006	684,101	53,878	30
		EQUIPMENT							
31	*	(52) Locomotives	378,383	59,745		64,976	378 387	(5,235)	31
32	*	(53) Freight-train cars	383,630	25,981		48,442	374,954	(13,785)	32
33	*	(54) Passenger-train cars							33
34	*	(55) Highway revenue equipment		5				5	34
35	*	(56) Floating equipment							35
36	*	(57) Work equipment	14 203	1,262		58	15,024	383	36
37	*	(58) Miscellaneous equipment	21 366	2,675		2,770	20,827	444	37
38		(59) Computer systems and word processing equipment	29,941	7 968		17,734	14 490	5 685	38
39	*	Amortization (Adjustments)						(14)	39
40		TOTAL EQUIPMENT	827,503	97,638		133,980	803,662	(12,503)	40
41		GRAND TOTAL	1 531 380	229 744		231 986	1 487 763	41 375	41

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

339. ACCRUED LIABILITY - LEASED PROPERTY

(Dollars in Thousands)

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

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

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

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

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

Line No.	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No.
		At beginning of year (b)	At close of year (c)		
	ROAD				
1	(3) Grading			%	1
2	(4) Other, right-of-way expenditures				2
3	(5) Tunnels and subways				3
4	(6) Bridges, trestles, and culverts	Total road leased (732) from others is less than			4
5	(7) Elevated structures	5% of total road owned.			5
6	(8) Ties				6
7	(9) Rail and other track material				7
8	(11) Ballast				8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office building				10
11	(17) Roadway buildings				11
12	(18) Water stations				12
13	(19) Fuel stations				13
14	(20) Shops and enginehouses				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOPC/COPC terminals				18
19	(26) Communication systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements-Construction				25
26	(44) Shop machinery*				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	Amortization (Adjustments)				29
30	TOTAL ROAD				30
	EQUIPMENT				
31	(52) Locomotives				31
32	(53) Freight-train cars				32
33	(54) Passenger-train cars	Total equipment leased (732) from others is less			33
34	(55) Highway revenue equipment	than 5% of total equipment owned.			34
35	(56) Floating equipment				35
36	(57) Work equipment				36
37	(58) Miscellaneous equipment				37
38	(59) Computer systems and word processing equipment				38
39	Amortization Adjustments				39
40	TOTAL EQUIPMENT				40
41	GRAND TOTAL	981	575		41

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

Railroad Annual Report R-1

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 35. 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 35.
5. Details in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, Grand Total, should be completed.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	List No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
ROAD									
1		(3) Grading							1
2		(4) Other, right-of-way expenditures							2
3		(5) Tunnels and subways	Total road leased (732) from others is less than 5% of total road owned.						3
4		(6) Bridges, trestles, and culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail and other track material							7
8		(11) Ballast							8
9		(13) Fences, snow sheds, and signs							9
10		(16) Station and office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops and enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals and interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-Constructions							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD							29
EQUIPMENT									
30		(52) Locomotives							30
31		(53) Freight-train cars	Total equipment leased (732) from others is less than 5% of total equipment owned.						31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems and word processing equipment							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL	476	15		185		306	39

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

NOTES AND REMARKS FOR SCHEDULE 342

None

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, 32-22-00, and 32-23-00.
2. Show in columns (b) and (c), for each primary account, the depreciation base used in computing the depreciation for the months of January and December, respectively, with respect to road and equipment owned by the respondent but leased to others, the depreciation charges for which are not includible in operating expenses of the respondent, but for which the depreciation reserve is recorded in the accounts of the respondent. If the base for road is other than the original cost or estimated original cost as found by the Commission's Bureau of Accounts, brought to a current date by the respondent from its Order No. 3 records and accounts, or is other than ledger value for equipment, a full explanation should be given.
3. In column (d) show the composite rates used to compute the depreciation for the month of December and on lines 29 and 38 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary accounts composite rates to the depreciation base used to compute the depreciation for December and dividing the total also computed by the depreciation base.
4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) affected.
5. If total road leased to others is less than 5% of total road owned; omit. If total equipment leased to others is less than 5% of total equipment owned; omit. However, Line 39, Grand Total, should be completed.

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

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

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

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

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

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other, right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles, and culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail and other track material							7
8		(11) Ballast							8
9		(13) Fences, snow sheds, and signs							9
10		(16) Station and office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops and enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks	Data requested on this schedule is included in Schedule 335, Page 35.						16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals and interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-Construction							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery							27
28		(All other road accounts)							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight-train cars							31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems and word processing equipment							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL							39

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

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

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

3. In column (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 Account 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 the deductions made by the owners in their reports. If separate value is not available, explanations should be given. Differences between the amounts in column (d) of this schedule and the amounts shown in column (c), line 24, on the asset side of the comparative general balance sheet of each individual railway, should be explained in a footnote. Book value included in Accounts 731 or 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 he reserves therefor are recorded.

Line No.	Class (See Ins.2) (a)	Name of company (b)	Miles of road used (See Ins.4) (whole number) (c)	Investments in property (See Ins.5) (d)	Depreciation and amortization of defense projects (See Ins.6) (e)	Line No.
1	(R)	The AT&SF Ry Co & Affiliated Companies	7,341	9,394,585	45,272	1
2						2
3		Add: Property leased from others				3
4	(O)	City of Pueblo, CO-way switching				4
5		tracks at Devine, CO		53		5
6						6
7	(O)	Conrail-turnouts and yard tracks at Chicago		9		7
8						8
9						9
10						10
11		Total Additions		62		11
12						12
13		Deduct: Property leased to others				13
14	(O)	Oakland Terminal Railway-yard				14
15		switching tracks at Oakland, CA		217	136	15
16						16
17	(O)	Houston Belt & Trmnl Ry Co.-second main tracks				17
18		& yard switching tracks at Houston, TX	5	687	407	18
19						19
20						20
21						21
22		Total Deductions	5	904	543	22
23						23
24						24
25						25
26						26
27						27
28						28
29						29
30						30
31		TOTAL	7,336	9,393,743	44,729	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 properties 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 37 methods of estimating value of property of non-carriers.

4. Report on line 30 amounts not includible in the accounts shown, or in line 29. The items reported should be briefly identified and explained. Also include here those items after permission is obtained from the Commission 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 Commission.

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	1,219,037			(149)	1
2		(3) Grading	966,523			(37)	2
3		(4) Other, right-of-way expenditures	8,511				3
4		(5) Tunnels and subways	19,678				4
5		(6) Bridges, trestles, and culverts	889,747			(95)	5
6		(7) Elevated structures					6
7		(8) Ties	810,165			(253)	7
8		(9) Rail and other track material	2,387,699			(82)	8
9		(11) Ballast	463,169			(139)	9
10		(13) Fences, snow sheds, and signs	15,307			(3)	10
11		(16) Station and office buildings	227,029			(4)	11
12		(17) Roadway buildings	14,567				12
13		(18) Water stations	3,084			(12)	13
14		(19) Fuel stations	13,460			(1)	14
15		(20) Shops and enginehouses	113,481			(40)	15
16		(22) Storage warehouses					16
17		(23) Wharves and docks					17
18		(24) Coal and ore wharves					18
19		(25) TOFC/COFC terminals	160,699				19
20		(26) Communication systems	69,239				20
21		(27) Signals and interlockers	822,038			(8)	21
22		(29) Power plants	796				22
23		(31) Power-transmission systems	7,926				23
24		(35) Miscellaneous structures	130			(1)	24
25		(37) Roadway machines	37,584				25
26		(39) Public improvements-Construction	118,081			(2)	26
27		(44) Shop machinery	64,955				27
28		(45) Power-plant machinery	5,087				28
29		Leased property capitalized rentals (explain)					29
30		Other (specify and explain)					30
31		TOTAL ROAD	8,437,972			(826)	31
32		(52) Locomotives	416,197				32
33		(53) Freight-train cars	365,566				33
34		(54) Passenger-train cars					34
35		(55) Highway revenue equipment	158				35
36		(56) Floating equipment					36
37		(57) Work equipment	21,796				37
38		(58) Miscellaneous equipment	18,328				38
39		(59) Computer systems and word processing equipment	40,204				39
40		TOTAL EQUIPMENT	862,249				40
41		(76) Interest during construction	2,171			(18)	41
42		(80) Other elements of investment	10,949				42
43		(90) Construction work in progress	81,244				43
44		GRAND TOTAL	9,394,585			(842)	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
Line 136 thru 138, column (f)	=	Line 29, column (b)
Line 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
Line 207, 208, 211, 212, column (f)	=	Lines 5, 38, column (f)
Line 226, 227, column (f)	=	Lines 24, 39, column (f)
Line 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)		Schedule 210
		Line 47, column (b)

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

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

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Freight Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	No.
WAY AND STRUCTURES ADMINISTRATION										
1		Track	5,000	1,811	(883)	4,764	10,692		10,692	1
2		Bridges and Buildings	3,657	1,309	(640)	3,268	7,594		7,594	2
3		Signal	2,090	749	(366)	1,958	4,431		4,431	3
4		Communication	870	312	(153)	779	1,808		1,808	4
5		Other	5,748	2,058	(1,005)	5,136	11,937		11,937	5
REPAIR AND MAINTENANCE										
6		Roadway - Running	5,907	167	5,317	1,274	12,665		12,665	6
7		Roadway - Switching	882	35	733	174	1,824		1,824	7
8		Tunnels and Subways - Running	(12)	(77)	(113)	(1)	(203)		(203)	8
9		Tunnels and Subways - Switching	(2)		(15)		(17)		(17)	9
10		Bridges and Culverts - Running	4,422	857	1,274	546	7,199		7,199	10
11		Bridges and Culverts - Switching	560	160	174	75	969		969	11
12		Ties - Running	2,887	1,490	23	787	5,187		5,187	12
13		Ties - Switching	457	236	3	107	803		803	13
14		Rail and Other Track Material - Running	22,499	5,233	9,855	1,816	39,403		39,403	14
15		Rail and Other Track Material - Switching	3,299	738	1,344	247	5,628		5,628	15
16		Ballast - Running	1,668	604	415	377	3,064		3,064	16
17		Ballast - Switching	231	89	56	51	427		427	17
18		Road Property Damaged - Running	2,691	334			3,025		3,025	18
19		Road Property Damaged - Switching	384	46			430		430	19
20		Road Property Damaged - Other								20
21		Signals and Interlockers - Running	11,096	729	2,018	1,061	14,904		14,904	21
22		Signals and Interlockers - Switching	1,573	181	275	134	2,163		2,163	22
23		Communication Systems	3,144	2,540	281	342	6,307		6,307	23
24		Power Systems	(64)	342	1,647	1	1,926		1,926	24
25		Highway Grade Crossing - Running	(1,005)	(3,475)	6,730	(183)	2,067		2,067	25
26		Highway Grade Crossing - Switching	(137)	(468)	917	(45)	267		267	26
27		Station and Office Buildings	693	2,024	6,190	454	9,361		9,361	27
28		Shop Buildings - Locomotives	344	476	2,189	3	3,012		3,012	28
29		Shop Buildings - Freight Cars	275	381	1,751	3	2,410		2,410	29
30		Shop Buildings - Other Equipment	364	503	2,314	3	3,184		3,184	30

410. RAILWAY OPERATING EXPENSES - Continued (Dollars In Thousands)									
Line No.	Cross Check	Name of railway operating expense account (a)	Freight				Total freight expense (f)	Passenger (g)	Total (h)
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)			
101		REPAIR AND MAINTENANCE - Continued							
102		Locomotive Servicing Facilities	10	88	1,923	(11)	2,010		2,010
103		Miscellaneous Buildings and Structures	511	244	1,408	142	2,305		2,305
104		Coal Terminals					N/A	N/A	
105		Ore Terminals					N/A	N/A	
106		Other Marine Terminals	10			92	102	N/A	102
107		TOFC/COFC Terminals	62	71	5,329	2,904	8,366	N/A	8,366
108		Motor Vehicle Loading and Distribution					N/A	N/A	
109		Facil. for Other Special Service Operations					N/A	N/A	
110		Roadway Machines	1,115	3,331	881	6	5,333		5,333
111		Small Tools and Supplies	47	5,689	243	17	5,996		5,996
112		Snow Removal	440	155	394	(2)	987		987
113		Fringe Benefits - Running	N/A	N/A	N/A	18,421	18,421		18,421
114		Fringe Benefits - Switching	N/A	N/A	N/A	2,652	2,652		2,652
115		Fringe Benefits - Other	N/A	N/A	N/A	14,232	14,232		14,232
116		Casualties and Insurance - Running	N/A	N/A	N/A	3,124	3,124		3,124
117		Casualties and Insurance - Switching	N/A	N/A	N/A	404	404		404
118	*	Casualties and Insurance - Other	N/A	N/A	N/A	997	997		997
119	*	Lease Rentals Debit - Running	N/A	N/A	N/A	N/A			
120	*	Lease Rentals Debit - Switching	N/A	N/A	N/A	N/A			
121	*	Lease Rentals Debit - Other	N/A	N/A	N/A	N/A			
122	*	Lease Rentals (Credit) - Running	N/A	N/A	N/A	N/A			
123	*	Lease Rentals (Credit) - Switching	N/A	N/A	N/A	N/A			
124	*	Lease Rentals (Credit) - Other	N/A	N/A	N/A	N/A			
125	*	Joint Facility Rent Debit - Running	N/A	N/A	5,232	N/A	5,232		5,232
126	*	Joint Facility Rent Debit - Switching	N/A	N/A	714	N/A	714		714
127	*	Joint Facility Rent Debit - Other	N/A	N/A	1,131	N/A	1,131		1,131
128	*	Joint Facility Rent (Credit) - Running	N/A	N/A	(1,718)	N/A	(1,718)		(1,718)
129	*	Joint Facility Rent (Credit) - Switching	N/A	N/A	(214)	N/A	(214)		(214)
130	*	Joint Facility Rent (Credit) - Other	N/A	N/A	(429)	N/A	(429)		(429)
131	*	Other Rents Debit - Running	N/A	N/A	27	N/A	27		27
132	*	Other Rents Debit - Switching	N/A	N/A	4	N/A	4		4
133	*	Other Rents Debit - Other	N/A	N/A	(1)	N/A	(1)		(1)
	*	Other Rents (Credit) - Running	N/A	N/A	()	N/A	()		()

410 RAILWAY OPERATING EXPENSES - Continued (Dollars in Thousands)										
Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		REPAIR AND MAINTENANCE - Continued								
134	*	Other Rents (Credit) - Switching	N/A	N/A		N/A		()		134
135	*	Other Rents (Credit) - Other	N/A	N/A		N/A		()		135
136	*	Depreciation - Running	N/A	N/A	N/A	80,381	80,381		80,381	136
137	*	Depreciation - Switching	N/A	N/A	N/A	10,961	10,961		10,961	137
138	*	Depreciation - Other	N/A	N/A	N/A	38,411	38,411		38,411	138
139	*	Joint Facility Debit - Running	N/A	N/A	23,965	N/A	23,965		23,965	139
140	*	Joint Facility Debit - Switching	N/A	N/A	3,267	N/A	3,267		3,267	140
141	*	Joint Facility Debit - Other	N/A	N/A		N/A				141
142	*	Joint Facility (Credit) - Running	N/A	N/A	(14,161)	N/A	(14,161)	()	(14,161)	142
143	*	Joint Facility (Credit) - Switching	N/A	N/A	(1,726)	N/A	(1,726)	()	(1,726)	143
144	*	Joint Facility (Credit) - Other	N/A	N/A		N/A		()		144
145	*	Dismantling Retired Road Property - Running	10		85	(69)	26		26	145
146	*	Dismantling Retired Road Property - Switching	1		12	(10)	3		3	146
147	*	Dismantling Retired Road Property - Other								147
148	*	Other - Running	23		5	1,563	1,591		1,591	148
149	*	Other - Switching	2		1	356	359		359	149
150	*	Other - Other	11		4	1,005	1,020		1,020	150
151	*	TOTAL WAY AND STRUCTURES	81,763	29,062	66,707	198,707	376,239		376,239	151
		EQUIPMENT								
		LOCOMOTIVES								
201	*	Administration	6,689	497	165	2,535	9,886		9,886	201
202	*	Repair and Maintenance	42,620	30,541	96,135	(1,587)	167,709		167,709	202
203	*	Machinery Repair	479	518		227	1,224		1,224	203
204	*	Equipment Damaged	2,944	303		1,122	4,369		4,369	204
205	*	Fringe Benefits	N/A	N/A	N/A	19,314	19,314		19,314	205
206	*	Other Casualties and Insurance	N/A	N/A	N/A	4,789	4,789		4,789	206
207	*	Lease Rentals Debit	N/A	N/A	14,475	N/A	14,475		14,475	207
208	*	Lease Rentals (Credit)	N/A	N/A	(4,140)	N/A	(4,140)	()	(4,140)	208
209	*	Joint Facility Rents - Debit	N/A	N/A		N/A				209
210	*	Joint Facility Rents - (Credit)	N/A	N/A		N/A		()		210
211	*	Other Rents - Debit	N/A	N/A		N/A				211
212	*	Other Rents - (Credit)	N/A	N/A		N/A		()		212
213	*	Depreciation	N/A	N/A	N/A	60,900	60,900		60,900	213
214	*	Joint Facility - Debit	N/A	N/A	572	N/A	572		572	214
215	*	Joint Facility - (Credit)	N/A	N/A		N/A		()		215
216	*	Repairs Billed to Others - (Credit)	N/A	N/A	(22,860)	N/A	(22,860)	()	(22,860)	216

410. RAILWAY OPERATING EXPENSES - Continued (Dollars in Thousands)									
Line No.	Cross Check	Name of railway operating expense account (a)	Freight						Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	
217		LOCOMOTIVES - Continued							
218		Dismantled Retired Property							
219		Other		481		83	584		217
		TOTAL LOCOMOTIVES	52,732	32,340	84,347	87,383	256,802		218
		FREIGHT CARS							219
220		Administration	3,612	269	89	1,416	5,386	N/A	220
221	*	Repair and Maintenance	25,558	31,119	15,457	10,157	82,291	N/A	221
222	*	Machinery Repair	259	280		122	661	N/A	222
223		Equipment Damaged	3,883	1,243	406	1,883	7,415	N/A	223
224		Fringe Benefits		N/A	N/A	13,050	13,050	N/A	224
225	*	Other Casualties and Insurance		N/A	N/A	6,744	6,744	N/A	225
226	*	Lease Rentals Debit		N/A	22,762	N/A	22,762	N/A	226
227	*	Lease Rentals (Credit)		N/A		N/A		N/A	227
228	*	Joint Facility Rents - Debit		N/A		N/A		N/A	228
229	*	Joint Facility Rents - (Credit)		N/A		N/A		N/A	229
230	*	Other Rents - Debit		N/A	208,133	N/A	208,133	N/A	230
231	*	Other Rents - (Credit)		N/A	(57,462)	N/A	(57,462)	N/A	231
232	*	Depreciation		N/A	N/A	26,605	26,605	N/A	232
233		Joint Facility - Debit		N/A		N/A		N/A	233
234		Joint Facility - (Credit)		N/A		N/A		N/A	234
235	*	Repairs Billed to Others - (Credit)		N/A	(26,843)	N/A	(26,843)	N/A	235
236		Dismantling Retired Property							236
237		Other	33,312	33,171	162,542	60,021	289,046	N/A	237
238		TOTAL FREIGHT CARS	3,077	229	76	1,167	4,549		238
		OTHER EQUIPMENT							
301		Administration							301
		Repairs and Maintenance							
302	*	Trucks, Tractors, & Containers - Revenue Svc	8	30	33,678		33,716	N/A	302
303	*	Floating Equipment - Revenue Service							303
304	*	Passenger and Other Revenue Equipment	152	24		15	191		304
305	*	Computers and Data Processing Systems				25	25		305
306	*	Machinery	220	238		164	622		306
307	*	Work and Non-Revenue Equipment	1,067	1,184	12,667	182	15,100		307
308		Equipment Damaged							308
309		Fringe Benefits		N/A	N/A	625	625		309
310		Other Casualties and Insurance		N/A	N/A	2,357	2,357		310
311	*	Lease Rentals - Debit		N/A	47,964	N/A	47,964		311
312	*	Lease Rentals - (Credit)		N/A		N/A			312

410. RAILWAY OPERATING EXPENSES - Continued (Dollars In Thousands)										
Line No.	Cross Check	Name of railway operating expense account	Freight					Passenger	Total	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		(a)						(g)	(h)	
		OTHER EQUIPMENT - Continued								
313		Joint Facility Rents - Debit	N/A	N/A		N/A				313
314	*	Joint Facility Rents - (Credit)	N/A		()	N/A		()		314
315	*	Other Rents - Debit	N/A	N/A	43,883	N/A	43,883		43,883	315
316	*	Other Rents - (Credit)	N/A	N/A	(15,766)	N/A	(15,766)		(15,766)	316
317	*	Depreciation	N/A	N/A	N/A	12,441	12,441		12,441	317
318		Joint Facility - Debit	N/A	N/A		N/A				318
319		Joint Facility - (Credit)	N/A	N/A		N/A				319
320	*	Repairs Billed to Others - (Credit)	N/A	N/A	(9,426)	N/A	(9,426)		(9,426)	320
321		Dismantling Retired Property								321
322		Other		221	13	(2,423)	(2,189)		(2,189)	322
323		TOTAL OTHER EQUIPMENT	4,524	1,926	113,089	14,553	134,092		134,092	323
324		TOTAL EQUIPMENT	90,568	67,437	359,978	161,957	679,940		679,940	324
		TRAIN OPERATIONS:								
401		Administration	24,392	2,677	4,476	13,626	45,171		45,171	401
402		Engine Crews	107,101		4,798	7,229	119,128		119,128	402
403		Train Crews	127,318		14,861	137	142,316		142,316	403
404		Dispatching Trains	8,435		22		8,457		8,457	404
405		Operating Signals and Interlockers	388	69	310		767		767	405
406		Operating Drawbridges	5		2	1	8		8	406
407		Highway Crossing Protection								407
408		Train Inspection and Lubrication	4,091	171	3,101	1	3,102		3,102	408
409	*	Locomotive Fuel		248,053			248,053		248,053	409
410		Electric Power Purch/Prod. for Motive Power								410
411		Servicing Locomotives	11,770	2,302	474	31	14,577		14,577	411
412		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A					412
413		Cleaning Wrecks	166	75		76	317		317	413
414		Fringe Benefits	N/A	N/A	N/A	75,676	75,676		75,676	414
415		Other Casualties and Insurance	N/A	N/A	N/A	41,000	41,000		41,000	415
416		Joint Facility - Debit	N/A	N/A	959	N/A	959		959	416
417		Joint Facility - (Credit)	N/A	N/A	(7,838)	N/A	(7,838)		(7,838)	417
418		Other	355	427	1,972	992	3,746		3,746	418
419		TOTAL TRAIN OPERATIONS	284,021	253,774	23,137	139,921	700,853		700,853	419
420		YARD OPERATIONS								420
421		Administration	6,319	645	1,076	2,714	10,754		10,754	421
422		Switch Crews	62,091				62,091		62,091	422

410. RAILWAY OPERATING EXPENSES - Continued (Dollars in Thousands)										
Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		YARD OPERATIONS - Continued								
422		Controlling Operations	7,920				7,920		7,920	422
423		Yard Terminal Clerical	(366)	164	174		(28)		(28)	423
424		Operating Switches Signals, Retarders & Humps				74	74		74	424
425	*	Locomotive Fuel		9,527			9,527		9,527	425
426		Electric Power Purchased for Motive Power								426
427		Servicing Locomotives	3			478	481		481	427
428		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A					428
429		Cleaning Wrecks		13	5,755		5,768		5,768	429
430		Fringe Benefits	N/A	N/A	N/A	20,090	20,090		20,090	430
431		Other Casualties and Insurance	N/A	N/A	N/A	9,693	9,693		9,693	431
432		Joint Facility - Debit	N/A	N/A	6,423	N/A	6,423		6,423	432
433		Joint Facility - (Credit)	N/A	N/A	(4,711)	N/A	(4,711)		(4,711)	433
434		Other		64	1,441	(3)	1,502		1,502	434
435		TOTAL YARD OPERATIONS	75,967	10,413	10,158	33,046	129,584		129,584	435
		TRAIN AND YARD OPERATIONS COMMON								
501		Cleaning Car Interiors			1,807	N/A	1,807		1,807	501
502		Adjusting and Transferring Loads			1,443	N/A	1,443	N/A	1,443	502
503		Car Loading Devices and Grain Doors				N/A		N/A		503
504		Freight Lost or Damaged - All other	N/A	N/A	N/A	9,687	9,687		9,687	504
505		Fringe Benefits	N/A	N/A	N/A					505
506		TOTAL TRAIN AND YARD OPERATIONS COMMON			3,250	9,687	12,937		12,937	506
		SPECIALIZED SERVICE OPERATIONS								
507	*	Administration	2,574	114	393	523	3,604	N/A	3,604	507
508	*	Pick-Up and Delivery, and Manne Line Haul		1	47,665	559	48,225	N/A	48,225	508
509	*	Loading and Unloading Local Manne		1,246	88,019	1,336	90,601	N/A	90,601	509
510	*	Protective Services		6	(20)	88	74	N/A	74	510
511	*	Freight Lost or Damaged - Solely Related	N/A	N/A	N/A			N/A		511
512	*	Fringe Benefits	N/A	N/A	N/A	754	754	N/A	754	512
513	*	Casualties and Insurance	N/A	N/A	N/A	559	559	N/A	559	513
514	*	Joint Facility - Debit	N/A	N/A		N/A		N/A		514
515	*	Joint Facility - (Credit)	N/A	N/A	()	N/A		N/A		515
516	*	Other								516
517	*	TOTAL SPECIALIZED SERVICE OPERATIONS	2,574	1,367	136,057	3,819	143,817	N/A	143,817	517

410. RAILWAY OPERATING EXPENSES - Continued (Dollars in Thousands)									
Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger	Total
			Salaries and wages (b)	Material, tools, supplies, fuels (c)	Purchased services (d)	General (e)	Total freight expense (f)		
518		ADMINISTRATIVE SUPPORT OPERATIONS							
		Administration	3,040	338	568	1,424	5,370		5,370
519		Employees Perform Clerical & Accounting Functions	15,994	205	3,851	(63)	19,987		19,987
520		Communication System Operation	3,051	63	10,202	303	13,619		13,619
521		Loss and Damage Claims Processing							
522		Fringe Benefits	N/A	N/A	N/A	7,689	7,689		7,689
523		Casualties and Insurance	N/A	N/A	N/A	5,028	5,028		5,028
524		Joint Facility - Debit	N/A	N/A		N/A			
525		Joint Facility - (Credit)	N/A	N/A		N/A			
526		Other		3			3		3
527		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	22,085	609	14,621	14,381	51,696		51,696
528		TOTAL TRANSPORTATION	384,647	266,163	187,223	200,854	1,038,887		1,038,887
		GENERAL AND ADMINISTRATIVE							
601		Officers - General and Administrative	3,188	203	3,008	9,435	15,834		15,834
602		Accounting, Auditing, and Finance	25,692	521	803	558	27,574		27,574
603		Management Services and Data Processing	16,947	528	10,136	889	28,500		28,500
604		Marketing	4,739	248	726	1,363	7,076		7,076
605		Sales	23,266	967	2,694	4,630	31,557		31,557
606		Industrial Development	1,812	31	34	238	2,115	N/A	2,115
607		Personnel and Labor Relations	4,428	18	995	1,697	7,138		7,138
608		Legal and Secretarial	6,354	242	7,436	922	14,954		14,954
609		Public Relations and Advertising	748	361	273	1,064	2,446		2,446
610		Research and Development							
611		Fringe Benefits	N/A	N/A	N/A	25,270	25,270		25,270
612		Casualties and Insurance	N/A	N/A	N/A	(2,872)	(2,872)		(2,872)
613		Write-down of Uncollectible Accounts	N/A	N/A	N/A	7,047	7,047		7,047
614		Property Taxes	N/A	N/A	N/A	21,786	21,786		21,786
615		Other Taxes Except on Corp. Income or Payroll	N/A	N/A	N/A	2,799	2,799		2,799
616		Joint Facility - Debit	N/A	N/A	1,433	N/A	1,433		1,433
617		Joint Facility - (Credit)	N/A	N/A	(37)	N/A	(37)		(37)
618		Other	6,378	280	2,742	(8,513)	887		887
619		TOTAL GENERAL AND ADMINISTRATIVE	93,552	3,399	30,243	68,313	193,507		193,507
620	*	TOTAL CARRIER OPERATING EXPENSES	650,530	366,061	644,151	627,831	2,288,573		2,288,573

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

Line No.	Cross Check	Property account	Category (a)	Depreciation (b)	Lease/Rentals (net) (c)	Amortization adjustment during year (d)	Line No.
1	2	Land for transportation purposes		N/A			1
2	3	Grading		4,377			2
3	4	Other right-of-way expenditures		112			3
4	5	Tunnels and subways		99			4
5	6	Bridges, trestles, and culverts		5,355			5
6	7	Elevated structures					6
7	8	Ties		28,528			7
8	9	Rail and other track material		44,396			8
9	11	Ballast		18,418			9
10	13	Fences, snowsheds and signs		99			10
11	16	Station and office buildings		3,988			11
12	17	Roadway buildings		342			12
13	18	Water stations					13
14	19	Fuel stations		739			14
15	20	Shops and enginehouses		2,578			15
16	22	Storage warehouses					16
17	23	Wharves and docks					17
18	24	Coal and ore wharves					18
19	25	TOFC/COFC terminals		5,296			19
20	26	Communications systems		1,307			20
21	27	Signals and interlockers		10,757			21
22	29	Power plants		16			22
23	31	Power transmission systems		123			23
24	35	Miscellaneous		(31)			24
25	37	Roadway machines		2,028			25
26	39	Public improvements, construction		1,226			26
27	45	Power plant machines					27
28	-	Other lease/rentals		N/A	30	N/A	28
29	-	TOTAL		129,753	30		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 (g), and line 19, columns (e) through (g), respectively should balance with schedule 410 column (f), lines 231 (credit) and 230 (debits) Trailer and container rentals in this schedule are included in Schedule 410, column (f), lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of Schedule 410 because those lines include rents for "Other Equipment" which is reported in schedule 415, column (e). The balancing of 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 Commission in Ex Parte No. 334, for which rentals are settled on 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.
			Per diem basis		Time (d)	Per diem basis		Time (g)	
			Private line cars (b)	Mileage (c)		Private line cars (e)	Mileage (f)		
1		CAR TYPES							1
		Box-Plain 40 Foot							
2		Box-Plain 50 Foot and Longer		285	863	2,734	1,419	3,633	2
3		Box-Equipped		1,617	6,830		5,475	9,857	3
4		Gondola-Plain		98	151	269	349	632	4
5		Gondola-Equipped		945	2,244	2	3,367	4,319	5
6		Hopper-Covered		2,397	7,501	14,262	1,979	4,178	6
7		Hopper-Open Top-General Service		337	905	26	312	1,046	7
8		Hopper-Open Top-Special Service		200	253	6	25	57	8
9		Refrigerator-Mechanical					234	288	9
10		Refrigerator-Non-Mechanical		2,447	6,795	605	1,269	2,164	10
11		Flat TOFC/COFC		1,229	5,716	79,110	2,195	6,079	11
12		Flat Multi-Level		1,267	2,575	16,199	1,382	1,591	12
13		Flat-General Service				17	148	210	13
14		Flat-Other		125	421	3,219	551	1,778	14
15		Tank-Under 22,000 Gallons			2	8,962			15
16		Tank-22,000 Gallons and Over			26	13,664		1	16
17		All Other Freight Cars		34	110	459	42	585	17
18		Auto Racks			12,089	12,147		1,287	18
19		TOTAL FREIGHT TRAIN CARS		10,981	46,481	151,681	18,747	37,705	19
		OTHER FREIGHT-CARRYING EQUIPMENT							
		Refrigerated Trailers							
20		Other Trailers			15,766	35,214		8,669	20
21		Refrigerated Containers							21
22		Other Containers							22
23		TOTAL TRAILERS AND CONTAINERS			15,766	35,214		8,669	23
24		GRAND TOTAL (LINES 19 AND 24)		10,981	62,247	186,895	18,747	46,374	24
25									25

NOTES AND REMARKS

NONE

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), plus Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, the sum of lines 302 through 307, inclusive, plus line 320 (excluding wreck repairs). Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 308.

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

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

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

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

a. Locomotives, line 5 plus 38 compared to Schedule 410, line 213

b. Freight Cars, line 24 plus line 39 compared to Schedule 410, line 232

c. Sum of Highway Equipment (line 32); Floating Equipment (line 35); Passenger and Other Revenue Equipment (line 36); Computer and Data Processing Equipment (line 37); Machinery-Other Equipment (line 40); and Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, line 317.

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

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

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

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

c. Sum of Lease/Rentals for All Other Equipment, lines 32, 35, 36, 37, 40 and 41, will balance to Schedule 410, lines 311, 312, 315 and 316, except for the interchange rental on trailers and containers which is reported in Schedule 414. Therefore, both Schedules 414 and 415 should be used when balancing Lease/Rentals Other Equipment to Schedule 410. Do not report in Schedule 415 the Trailer and Container rentals reported in Schedule 414.

7. Investment base by types of equipment shall be reported in columns (g) and (h) and should not include the cost of Equipment Used But Not Owned when the rents therefore are included in the rent for equipment and Account Nos. 31-21-00, 31-22-00, 31-23-00, 35-21-00, 35-22-00 and 35-23-00. It should include the Cost of Equipment Owned and Leased to Others when the rents are included in the rent for Equipment Account Nos. 32-21-00, 32-22-00, 32-23-00, 36-21-00, 36-22-00 and 36-23-00.

Property Used But Not Owned should also be included when the rent is included in Account Nos. 31-12-00, 31-13-00, 31-21-00, 31-22-00 and 31-23-00, inclusive.

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

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

415. SUPPORTING SCHEDULE-EQUIPMENT

(Dollars in Thousands)

Line No.	Cross Check	Types of equipment (a)	Repairs (net expense) (b)	Depreciation		Amortization	Line No.
				Owned (c)	Capitalized lease (d)	Adj. net during year (e)	
		LOCOMOTIVES					
1		Diesel Locomotive - Yard	6,018	163			1
2		Diesel Locomotive - Road	138,831	58,921	661		2
3		Other Locomotive - Yard					3
4		Other Locomotive - Road					4
5	*	TOTAL LOCOMOTIVES	144,849	59,084	661		5
		FREIGHT TRAIN CARS					
6		Box - Plain 40 foot	5				6
7		Box - Plain 50 foot and longer	1,503	813			7
8		Box - Equipped	5,011	4,471			8
9		Gondola - Plain	2,848	447			9
10		Gondola - Equipped	1,091	1,207			10
11		Hopper - Covered	21,398	5,224			11
12		Hopper - Open Top - General Service	2,598	2,021			12
13		Hopper - Open Top - Special Service	587	188			13
14		Refrigerator - Mechanical	189				14
15		Refrigerator - Nonmechanical	2,925	5,871			15
16		Flat TOFC/COFC	5,148	648			16
17		Flat Multi-Level	4,445	543			17
18		Flat - General Service	185				18
19		Flat - Other	1,904	518			19
20		All Other Freight Cars	4,953	293			20
21		Cabooses	117	298			21
22		Auto Racks	561	3,441			22
23		Miscellaneous Accessories					23
24	*	TOTAL FREIGHT TRAIN CARS	55,448	25,981			24
		OTHER EQUIPMENT-REVENUE FREIGHT HIGHWAY EQUIPMENT					
25		Refrigerated Trailers					25
26		Other Trailers	24,290				26
27		Refrigerated Containers					27
28		Other Containers					28
29		Bogies					29
30		Chassis					30
31		Other Highway Equipment (Freight)		51			31
32	*	TOTAL HIGHWAY EQUIPMENT	24,290	51			32
		FLOATING EQUIPMENT -REVENUE SERVICE					
33		Manne Line Haul					33
34		Local Manne					34
35	*	TOTAL FLOATING EQUIPMENT					35
		OTHER EQUIPMENT					
36	*	Passenger and Other Revenue Equipment (Freight Portion)					36
37	*	Computer Systems and Word Proc. Equip.	25	7,988			37
38	*	Machinery - Locomotives	1,224	1,155			38
39	*	Machinery - Freight Cars	661	624			39
40	*	Machinery - Other Equipment	622	531			40
41	*	Work and Other Non-Revenue Equipment	15,291	3,937			41
42		TOTAL OTHER EQUIPMENT	17,823	14,215			42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	242,410	99,285	661		43

1 The data to be reported in 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 portions 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

Line No.	Cross Check	Lease and rentals (net) (f)	Investment base as of 12/31		Accum. depr. as of 12/31		Line No.
			Owned (g)	Capitalized lease (h)	Owned (i)	Capitalized lease (j)	
1			1,219		(69)		1
2		10,335	405,056	9,922	(13,783)	8,597	2
3							3
4							4
5		10,335	406,275	9,922	(13,832)	8,597	5
6							6
7			9,432		(480)		7
8		904	53,511		(2,318)		8
9		649	6,832		(165)		9
10			23,941		(688)		10
11		6,446	97,338		(3,435)		11
12			35,693		(982)		12
13			2,630		(113)		13
14		1,178					14
15			69,156		(3,329)		15
16		7,882	3,441		42		16
17			9,630		(273)		17
18		8	79		(6)		18
19			9,378		(328)		19
20		42	6,233		(152)		20
21			3,136		(145)		21
22		5,653	35,076		(1,409)		22
23			62		(4)		23
24		22,762	365,566		(13,785)		24
25							25
26		11,015					26
27							27
28		14,344					28
29		9					29
30		13,492					30
31			158		5		31
32		38,860	158		5		32
33							33
34							34
35							35
36							36
37		9,097	40,204		5,685		37
38			32,478		311		38
39			17,538		168		39
40			14,939		142		40
41		7	40,124		827		41
42		9,104	145,283		7,133		42
43		81,081	917,282	9,922	(20,479)	8,597	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)	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)	Inv. Base (l)	Accum. depr. & Amort. (m)	Line No.
1	I	3	632,589	1,258	0.84				0.84			632,589	1,258	1
2		8	471,775	2,658	3.18				3.18			471,775	2,658	2
3		9	1,672,796	29,550	2.90				2.90			1,672,796	29,550	3
4		11	303,976	4,139	2.94				2.94			303,976	4,139	4
5	SUB-TOTAL		3,081,136	37,605								3,081,136	37,605	5
6	II	3	197,451	402	0.84				0.84			197,451	402	6
7		8	208,744	553	3.18				3.18			208,744	553	7
8		9	367,754	1,584	2.90				2.90			367,754	1,584	8
9		11	116,731	200	2.94				2.94			116,731	200	9
10	SUB-TOTAL		890,680	2,739								890,680	2,739	10
11	III	3		N/A	N/A				N/A	N/A				11
12		8		N/A	N/A				N/A	N/A				12
13		9		N/A	N/A				N/A	N/A				13
14		11		N/A	N/A				N/A	N/A				14
15	SUB-TOTAL			N/A	N/A				N/A	N/A				15
16	IV	3	127,751	210	0.84	11	(1)		0.84			127,762	209	16
17		8	124,040	918	3.18	29	29		3.18			124,069	947	17
18		9	326,085	905	1.51	41	41		1.51			326,126	946	18
19		11	40,356	(420)	2.94	20	14		2.94			40,376	(406)	19
20	SUB-TOTAL		618,232	1,613		101	83					618,333	1,696	20
21	V	3	8,721	25	0.84				0.84			8,721	25	21
22		8	5,577	46	3.18				3.18			5,577	46	22
23		9	21,023	251	2.19				2.19			21,023	251	23
24		11	2,086	1,379	2.94				2.94			2,086	1,379	24
25	SUB-TOTAL		37,407	1,701								37,407	1,701	25
26	GRAND TOTAL		4,627,455	43,658	N/A	101	83		N/A			4,627,556	43,741	26

(1) Columns (c) + (f) + (i) = Column 12

Columns (d) + (g) + (k) = Column 13

(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 and Schedule 330A.

NOTES AND REMARKS

None

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
- 3 When it is necessary to apportion 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 (i) 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 (i) 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 (b), 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	TOFC/COFC terminal	Floating equipment	Coal marine terminal	Ore marine terminal	Other marine terminal	Motor vehicle load and distribution	Protective services refrigerator car	Other special services	Total columns (b-i)	Line No
1	*	Administration	3,604								3,604	1
2	*	Pick up and delivery, marine line haul	48,225						N/A		48,225	2
3	*	Loading and unloading and local marine	83,994					6,607	N/A		90,601	3
4	*	Protective services, total debit and credits	74								74	4
5	*	Freight lost or damaged—society related										5
6	*	Fringe benefits	754								754	6
7	*	Casualty and insurance	559								559	7
8	*	Joint facility - Debit										8
9	*	Joint facility - Credit										9
10	*	Other										10
11	*	TOTAL	137,210					6,607			143,817	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.

412. SUPPORTING SCHEDULE-CAPITAL LEASES

[illegible]

NOTES AND REMARKS

This Page Intentionally Left Blank

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	33,138	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax and Surtax	42,282	2
3		Excess Profits		3
4	*	Total - Income Taxes L 2 + 3	42,282	4
5		Railroad Retirement	104,298	5
6		Hospital Insurance	12,386	6
7		Supplemental Annuities	4,750	7
8		Unemployment Insurance	8,816	8
9		All Other United States Taxes		9
10		Total - U.S. Government Taxes	172,532	10
11		Total - Railway Taxes	205,670	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 a 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	Deferred tax debits:					1
2	Accrued liabilities not deductible until paid					2
3	Casualty and Environmental	(131,853)	6,560		(125,293)	3
4	Postretirement benefits	(90,233)	(3,906)	13,100	(81,039)	4
5	Restructuring	(86,025)	29,698	(103,000)	(159,327)	5
6	Other	(69,861)	(16,448)		(86,309)	6
7	Non-expiring AMT credit carryforwards	(131,219)	(1,708)		(132,927)	7
8	Investment tax credit carryforwards	(191,735)	91,246		(100,489)	8
9	Net operating loss carryforward	0	0		0	9
10	Other	(15,388)	16,455	(12,600)	(11,533)	10
11	Subtotal	(716,314)	121,897	(102,500)	(696,917)	11
12	Deferred tax credits					12
13	Depreciation	1,389,880	199,466	1,749,700	3,339,046	13
14	Condemnation sales	128,217	(106,685)		21,532	14
15	Other	16,446	(43,185)	7,400	(19,339)	15
16	Subtotal	1,534,543	49,596	1,757,100	3,341,239	16
17						17
18						18
19	Net deferred tax liability	818,229	171,493	1,654,600	2,644,322	19

Railroad Annual Report R-1

450. ANALYSIS OF TAXES - Continued

(Dollars in Thousands)

*Footnotes

1. If flow-through method was elected, indicate net decreases (or increases) in tax accrual because of investment tax credit _____ \$ None

If deferral method for investment tax credit was elected:

- (1) Indicate amount of credit utilized as a reduction of tax liability for current year _____
 (2) Deduct amount of current year's credit applied to reduction of tax liability but deferred for accounting purposes _____
 (3) balance of current year's credit used to reduce current year's tax accrual _____
 (4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual _____
 (5) Total decrease in current year's tax accrual resulting from use of investment tax credits _____

2. Estimated amount of future earnings which can be realized before paying federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made _____ \$ None

Notes and Remarks:

In 1995, ATSF recorded income tax expense of \$49.6 million for the establishment of a tax valuation allowance related to investment tax credit (ITC) carryforwards. This valuation allowance was recorded due to the merger of ATSF's parent (SFP) and Burlington Northern Industries, resulting in ATSF filing two separate tax returns during calendar year 1995.

It is the opinion of management that the remaining valuation allowance is adequate to cover any ITC carryforwards which may expire in future years.

As referred to in notes to Schedule 200, ATSF recorded fair value adjustments for assets and liabilities. Adjustments to deferred income taxes reflects the deferred income taxes applicable to the fair value adjustments.

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

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

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

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)	Line No.
1					1
2		NONE			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

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

Information pertaining to items in Accounts 519 and 551 are omitted as permitted under instructions above, since the balance in the accounts are less than 10% of net income

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 2 years after the date of issue. Items of less than \$50,000 may be shown as one total.

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1					1
2	NONE				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					33
34					34
35					35
36					36
37					37
38					38

2. If any corporation or other association was under obligation as guarantor 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 contingent liability of guarantors (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

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

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

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

	Unused	Used
1. Letter of Credit	\$2,295	\$0
Maximum used during the year		NONE
2. None		
3. None		
4. None		
5. None		
6. None		

NOTES AND REMARKS

This Page Intentionally Left Blank

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	
2	764	Equipment Obligations and Other Long Term Debt due Within One Year	Sch. 200, L. 39	47,153
3	765/767	Funded Debt Unmatured	Sch. 200, L. 41	71,685
4	766	Equipment Obligations	Sch. 200, L. 42	382,124
5	766 5	Capitalized Lease Obligations	Sch. 200, L. 43	2,602
6	768	Debt in Default	Sch. 200, L. 44	
7	769	Accounts Payable, Affiliated Companies	Sch. 200, L. 45	109
8	770 1/770.2	Unamortized Debt Premium	Sch. 200, L. 46	
9		Total Debt	Sum L. 1-8	503,673
10		Debt Directly Related to Road Property	Note 1	72,263
11		Debt Directly Related to Equipment	Note 1	431,303
12		Total Debt Directly Related to Road & Equipment	Sum L. 10 and L. 11	503,566
13		Percent Directly Related to Road	L. 10 div by L. 12 Whole % + 2 decimals	14.35%
14		Percent Directly Related to Equipment	L. 11 div by L. 12 Whole % + 2 decimals	85.65%
15		Debt Not Directly Related to Road or Equipment	L. 9 - L. 12	107
16		Road Property Debt (Note 2)	(L. 13 x L. 15) + L. 10	72,278
17		Equipment Debt (Note 2)	(L. 14 x L. 15) + L. 11	431,395

II. Interest Accrued During the Year:

Line #	Account No.	Title	Source	Balance at Close of Year
18	546-548	Total Interest and Amortization (Fixed Charges)	Sch. 210, L. 42	53,448
19	546	Contingent Interest on Funded Debt	Sch. 210, L. 44	483
20	517	Release of Premiums on Funded Debt	Sch. 210, L. 22	
21		Total Interest (Note 3)	(L. 18 + L. 19) - L. 20	53,931
22		Interest Directly Related to Road Property Debt	Note 4	5,074
23		Interest Directly Related to Equipment Debt	Note 4	34,502
24		Interest Not Directly Related to Road or Equipment Property Debt	L. 21 - (L. 22 + L. 23)	14,355
25		Interest on Road Property Debt (Note 5)	L. 22 + (L. 24 x L. 13)	7,134
26		Interest on Equipment Debt (Note 5)	L. 23 + (L. 24 x L. 14)	46,797
27		Embedded Rate of Debt Capital - Road Property	L. 25 div by L. 16	0.099
28		Embedded Rate of Debt Capital - Equipment	L. 26 div by L. 17	0.108

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

This Page Intentionally Left Blank

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 not restricted to, management, legal, accounting, purchasing or other type of service including the furnishing of materials, supplies, purchase of equipment, leasing of structures, land and equipment, and agreements relating to allocation of officers' salaries and other common costs between affiliated companies.

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

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

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

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

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

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

- (a) If respondent directly controls affiliate, insert the word "direct"
- (b) If respondent controls through another company, insert the word "indirect"
- (c) If respondent is under common control with affiliate, insert the word "common"
- (d) If respondent is controlled directly or indirectly by the company listed in column (a), insert the word "controlled"

(e) If control is exercised by other means such as a management contract or other arrangement of whatever kind, insert the word "other" and footnote to describe such arrangements.

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

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

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

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.
1	Santa Fe Pacific Corporation		Controlled	Services Rendered	18,000	-	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							25

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 and over as a whole mile and disregarding any fraction less than one-half mile.

In column (a) insert the figure (and letter, if any) indicating its class in accordance with the preceding classification.

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

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

Way switching tracks. Station, team, industry and other switching tracks for which no separate service is maintained.

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

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

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

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

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

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

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

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

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

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

700 MILEAGE OPERATED AT CLOSE OF YEAR									
Line No.	Class (a)	Proportion owned or leased by Respondent (b)	Running Tracks, Passing Tracks, Cross-Overs, Etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	Total
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of passing tracks, cross-overs, turnouts (f)			
1	1	100%	6,960	1,804	53	1,297	1,009	2,109	13,232
2									
3	1 J	50.0%	41	3		5	32	44	125
4		33.3%	2			1		11	14
5		66.7%						3	3
6									
7									
8		Sub Total							
9		Class 1 J	43	3		6	32	58	142
10									
11		Total Class							
12		(1) & (1 J)	7,003	1,807	53	1,303	1,041	2,167	13,374
13									
14	2	100%	353			27	30	20	430
15									
16	3B	100%					2	1	3
17									
18	4B	100%					2		2
19									
20	5	100%	1,770	110		51	60	81	2,072
21									
22									
23									
24									
25									
26									
27									
28									
29									
30									
31									
32									
33									
34									
35									
36									
37									
38									
39									
40									
41									
42									
43									
44									
45									
46									
47									
48									
49									
50									
51									
52									
53									
54									
55									
56									
57		Total	9,126	1,917	53	1,381	1,135	2,269	15,881
58		Miles of electrified road or track included in preceding grand total							

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, not operated, should be shown in column (h), as may be appropriate. Mileage which has been permanently abandoned should not be included in column (h). Mileage should be reported to the nearest WHOLE mile adjusted to accord with footings; i.e., counting one-half mile and over as a whole mile and disregarding any fraction less than one-half mile.

MILES OF ROAD OPERATED BY RESPONDENT											Line No.
Line No.	Cross Check	State or territory (a)	Line owned (b)	Line of proprietary companies (c)	Line operated under lease (d)	Line operated under contract, etc. (e)	Line operated under track rights (f)	Total mileage operated (g)	Line owned, not operated by respondent (h)	New line constructed during year (i)	
1		Illinois	227				1	228			1
2		Iowa	20					20			2
3		Missouri	200				79	279			3
4		Kansas	1,196				427	1,623			4
5		Nebraska	1					1			5
6		Oklahoma	586				270	856			6
7		Texas	1,844				395	2,239			7
8		Louisiana	22				161	580			8
9		Colorado	419				377	1,601			9
10		New Mexico	1,224					595			10
11		Arizona	595					1,082			11
12		California	1,007	e			75	23			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)	7,341				1,785	9,126	23		32

e Includes approximately 249 miles of lines sold to California regulatory authorities and operated under a freight easement agreement.

NOTES AND REMARKS

This Page Intentionally Left Blank

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 (f). Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (h). Units rented from others for a period less than one year should not be included in column (i).
4. For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units. A "B" unit is similar to an "A" unit, but not equipped for use singly or as a lead locomotive unit. A "B" unit may be equipped with hostler controls for independent operation at terminals.
5. A "self-propelled car" is a rail motor car propelled by electric motors receiving power from a third rail or overhead, or internal combustion engines located on the car itself. Trailers equipped for use only in trains of cars that are self-propelled are to be included as self-propelled equipment.
6. A "diesel" unit includes all units propelled by diesel internal combustion engines irrespective of final drive or whether power may at times be supplied from an external conductor. Units other than diesel-electric, e.g., diesel-hydraulic, should be identified in a footnote giving the number and a brief description. An "electric" unit includes all units which receive electric power from an overhead contact wire or a third rail, and 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.,

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

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

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

710. INVENTORY OF EQUIPMENT														
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS														
Line No	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year				Line No	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)		Owned and used (h)	Leased from others (i)	Total in service of respondent (col (h)&(i)) (j)	Aggregate capacity of units reported in col (j) (see ins 7) (k)		Leased to others (l)
1		Locomotive Units										(HP)		1
2		Diesel-freight units												2
3		Diesel-passenger units	1,689		51	73	75	187	1,539	162	1,701	5,056,025		3
4		Diesel-multiple purpose units												4
5	*	Diesel-switching units	1,689		51	73	75	187	1,539	162	1,701	5,056,025	0	5
6	*	TOTAL (lines 1 to 4) units												6
7	*	Electric-locomotives	2							2	2	2,400		7
8	*	Other self-powered units	1,691		51	73	75	187	1,539	164	1,703	5,058,425	0	8
9	*	Auxiliary units	28						28		28	N/A		9
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	1,719		51	73	75	187	1,567	164	1,731	5,058,425	0	10

DISTRIBUTION OF LOCOMOTIVE UNITS IN SERVICE OF RESPONDENT AT CLOSE OF YEAR, ACCORDING TO YEAR BUILT, DISREGARDING YEAR OF REBUILDING													
Line No	Cross Check	Type or design of units (a)	Before Jan 1, 1975 (b)	During Calendar Year				1995 (g)	1996 (h)			TOTAL (l)	Line No
				Between Jan 1, 1975 and Dec 31, 1979 (c)	Between Jan 1, 1980 and Dec 31, 1984 (d)	Between Jan 1, 1985 and Dec 31, 1989 (e)	Between Jan 1, 1990 and Dec 31, 1994 (f)		1997 (i)	1998 (j)	1999 (k)		
11	*	Diesel	910	217	58	37	428	51				1,701	11
12	*	Electric											12
13	*	Other self-powered units					2					2	13
14	*	TOTAL (lines 11 to 13)	910	217	58	37	430	51	0	0	0	1,703	14
15	*	Auxiliary units	2	7	19							28	15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	912	224	77	37	430	51	0	0	0	1,731	16

710. INVENTORY OF EQUIPMENT-Continued														
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS														
Line No.	Cross Check	Type or design of units (a)	Changes During the Year					Units retired from service of respondent whether owned or leased, including re-classification (g)	Units at Close of Year				Line No.	
			Units in service of respondent at beginning of year (b)	New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt into property accounts (e)	All other units including re-classification and second hand units purchased or leased from others (f)		Owned and used (h)	Leased from others (i)	Total in service of respondent (col. (h) & (i)) (j)	Aggregate capacity of units reported in col. (j) (see ins. 7) (k)		Leased to others (l)
17		PASSENGER-TRAIN CARS Non-Self-Propelled Coaches (PA, PB, PBO)												17
18		Combined cars												18
19		[All class C, except CSB]												19
20		Parlor cars [PBC, PC, PL, PO]												20
21		Sleeping cars [PS, PT, PAS, PDS]												21
22		Dining, grill and tavern cars												22
23		[All class D, PD]												23
24		Non-passenger-carrying cars												24
25		[All class B, CSB, M, PSA, IA]												25
26		TOTAL (lines 17 to 22)												26
27		Self-Propelled Electric passenger cars												27
28		[EP, ET]												28
29		Electric combined cars [EC]												29
30		Internal combustion rail motorcars												30
31		[ED, EG]												31
32		Other self-propelled cars												32
33		(Specify types)												33
34		TOTAL (lines 24 to 27)												34
35		TOTAL (lines 23 and 28)												35
36		COMPANY SERVICE CARS												36
37		Business cars [PV]	16								16	N/A		37
38		Board outfit cars [MWX]	33					1		32	32	N/A		38
39		Derrick and snow removal cars												39
40		[MWU, MWV, MWV, MWK]												40
41		Dump and ballast cars [MWB, MWD]	185			12	1	12		186		N/A		41
42		Other maintenance and service equipment cars	1,443					186		1,257		N/A		42
43		TOTAL (lines 30 to 34)	1,677			12	1	199		1,491		N/A		43

710. INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data.

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

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

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Time-mileage cars (b)	All others (c)	Units installed				
					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, including reclassification and second hand units purchased or leased from others (g)	
36		FREIGHT TRAIN CARS Plain box cars - 40' (B1__, B2__)							36
37		Plain box cars - 50' and longer (B3_0-7, B4_0-7, B5__, B6__, B7__, B8__)	536				14		37
38		Equipped box cars (All Code A, Except A_5_)	3,051				82		38
39		Plain gondola cars (All Codes G & J_1, J_2, J_3, and J_4)	2,777				1		39
40		Equipped gondola cars (All Code E)	546			36	74	1,573	40
41		Covered hopper cars (All Code C_1, C_2, C_3, C_4)	11,189				506		41
42		Open top hopper cars-general service (All Code H)	3,356				132		42
43		Open top hopper cars-special service (J_0, and All Code K)	134						43
44		Refrigerator cars-mechanical (R_5_, R_6_, R_7_, R_8_, R_9_)				399			44
45		Refrigerator cars-non-mechanical (R_0_, R_1_, R_2_)	3,184			283	147		45
46		Flat cars-TOFC/COFC (All Code P, Q and S, Except Q8__)	685						46
47		Flat cars-multi-level (All Code V)	3,567		1	34	1		47
48		Flat cars-general service (F10_, F20_, F30_)	22						48
49		Flat cars-other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6_, F_8_, F40_)	887						49
50		Tank cars-under 22,000 gallons (T_0_, T_1_, T_2_, T_3_, T_4_, T_5_) Except T000)	196				32		50
51		Tank cars-22,000 gallons and over (T_6_, T_7_, T_8_, T_9_)	150						51
52		All other freight cars (A_5_, F_7_, All Code L and Q8__)	32						52
53		TOTAL (lines 36 to 52)	30,312		1	752	989	1,573	53
54		Caboose (ALL Code M-930)	N/A	84					54
55		TOTAL (lines 53, 54)	30,312	84	1	752	989	1,573	55

710. INVENTORY OF EQUIPMENT—Continued

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

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

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

Line No.	Cross Check	Changes during the year (concluded)	Units at close of year						Line No.
		Units retired from service of respondent whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent (col.(i)&(j))		Aggregate capacity of units reported in col.(k)&(l) (see ins. 4)	Leased to others	
					Time-mileage cars	All other			
		(h)	(i)	(j)	(k)	(l)	(m)	(n)	
36									36
37		21	529		529		47,682		37
38		272	2,861		2,861		249,122		38
39		1,681	905	192	1,097		71,833		39
40		104	2,089	36	2,125		188,539		40
41		947	10,600	147	10,747		1,051,090		41
42		245	3,243		3,243		302,208		42
43		4	130		130		12,748		43
44				399	399		65,037		44
45		255	3,076	283	3,359		279,898		45
46		201	187	297	484		99,262		46
47		3	813	2,787	3,600		42,755		47
48		5	17		17		1,020		48
49		35	884		884		67,236		49
50		48	148		148		11,600		50
51			150		150		14,475		51
52			32		32		1,743		52
53		3,821	25,664	4,141	29,805		2,506,248		53
54		3			N/A	81	N/A		54
55		3,824	25,664	4,141	29,805	81	2,506,248		55

710. INVENTORY OF EQUIPMENT - CONTINUED

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

Line No.	Cross Check	Class of equipment and car designations	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Per diem	All others	Units installed				
					New units purchased or built	New units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units, including reclassification and second hand units purchased or leased from others	
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	
FLOATING EQUIPMENT									
56		Self-propelled vessels [Tugboats, car ferries, etc.]	N/A						56
57		Non-Self-propelled vessels [Car floats, lighters, etc.]	N/A						57
58		TOTAL (lines 56 and 57)	N/A						58
HIGHWAY REVENUE EQUIPMENT									
59		Chassis Z1__, Z67__, Z68__, Z69__		5,001		464			59
60		Dry van U2__, Z__, Z6__, 1-6		6,722	5				60
61		Flat bed U3__, Z3__							61
62		Open bed U4__, Z4__							62
63		Mechanical refrigerator U5__, Z5__							63
64		Bulk hopper U0__, Z0__							64
65		Insulated U7__, Z7__		741					65
66		Tank Z0__, U6__		75					66
67		Other trailer and container (Special equipped dry van U9__, Z8__, Z9__)		23					67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 to 69)		12,562	5	464			70

NOTES AND REMARKS

Must have fitting code "CN" to qualify for tank otherwise it is a bulk hopper.

710. INVENTORY OF EQUIPMENT - Concluded

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

Line No.	Cross Check	Changes during year (concluded)	Units at close of year						Line No.
		Units retired from service of respondent whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent (col.(i)&(j))		Aggregate capacity of units reported in col.(k)&(l) (see ins. 4)	Leased to others	
					Per diem	All other			
		(b)	(i)	(j)	(k)	(l)	(m)	(n)	
56					N/A				56
57					N/A				57
58					N/A				58
59		1,445		4,020		4,020			59
60		1,353	5	5,369	5	5,369	173,772		60
61									61
62									62
63									63
64									64
65		149		592		592	18,557		65
66		50		25		25	693		66
67		5		18		18	450		67
68									68
69									69
70		3,002	5	10,024	5	10,024	193,472		70

NOTES AND REMARKS

7105. 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 unscrapped boxcars acquired in whole or in part with incentive per diem funds should be reported on separate lines and appropriately identified by footnotes 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	Freight-Train Cars					1
2	Flat Car-Multi Level (Articulated)	1	90	442,316	P	2
3	Total	1	90	442,316		3
4						4
5						5
6						6
7	Highway Revenue Equipment					7
8	Dry Van	5	N/A	157,515	P	8
9	Total	5	N/A	157,515		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	6	N/A	599,831	N/A	25

REBUILT UNITS

26	Locomotives						26
27	Diesel Multi-Purpose	2,250	12	27,000	5,656,954	S	27
28	Diesel Multi-Purpose	2,300	3	6,900	1,464,281	S	28
29	Diesel Multi-Purpose	2,500	58	145,000	24,623,582	S	29
30							30
31	Total		73	178,900	31,744,817		31
32							32
33							33
34							34
35							35
36							36
37							37
38							38
39							39

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 systems 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. Sv 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 mainline-purpose diesel locomotive A units (B-8). 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, rolling equipment and highway revenue equipment. Disclose new units in the upper section of this schedule and in the lower section disclose rebuilt units acquired or rewritten into the respondent's accounts. The term "new" as used herein shall mean a unit or units placed in service for the first time on any railroad.

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

REBUILT 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	Freight-Train Cars					1
2	Plain Box Cars - 50'	14	564	330,780	S	2
3	Equipped Box Cars	82	2,901	1,880,479	S	3
4	Plain Gondola Cars	1	71	23,678	S	4
5	Equipped Gondola Cars	74	2,538	1,742,006	S	5
6	Covered Hopper Cars	504	15,557	8,133,623	S	6
7	Open Top Hopper Cars - Gen. Serv.	127	3,647	1,728,727	S	7
8	Refrigerator Cars - Non Mech.	145	5,860	4,054,226	S	8
9	Flat Cars - Multi Level	1	38	10,557	S	9
10						10
11	Total	948	31,176	17,904,076		11
12						12
13						13
14	Company Service Cars					14
15	Dump and Ballast Cars	12	374	81,803	S	15
16						16
17	Total	12	374	81,803		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	TOTAL	1,033	N/A	49,730,696	N/A	38
39	GRAND TOTAL	1,039	N/A	50,330,527	N/A	39

NOTES AND REMARKS

This Page Intentionally Left Blank

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

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

Track category 1

- A - Freight density of 20 million or more gross ton miles per track mile per year (include passing tracks, turnouts and crossovers)
- B - Freight density of less than 20 million gross ton miles per track mile per year, but at least 5 million (include passing tracks, turnouts and crossovers)
- C - Freight density of less than 5 million gross ton miles per track mile per year, but at least 1 million (include passing tracks, turnouts and crossovers)
- D - Freight density of less than 1 million gross ton miles per track mile per year (include passing tracks, turnouts and crossovers)
- E - Way and yard switching tracks (passing tracks, crossovers and turnouts shall be included in category A, B, C, D, F, and Potential abandonments, as appropriate).
- F - Track over which any passenger service is provided (other than potential abandonments). Mileage should be included within track categories A through E unless 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.

- 2. This schedule should include all class 1, 2, 3, or 4 track from schedule 700 that is maintained by the respondent (class 5 is assumed to be maintained by others).
- 3. If, for two consecutive years, a line segment classified in one track category maintains a traffic density which would place it in another, it shall be reclassified into that category as of the beginning of the second year
- 4. Traffic density related to passenger service shall not be included in the determination of the track category of a line segment.

720 TRACK AND TRAFFIC CONDITIONS

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

Line No.	Track Category (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton-miles per track-mile* (use two decimal places) (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders at end of period (e)	Line No.
1	A	5,826	36.13	67.72	38	1
2	B	2,086	10.49	57.72	190	2
3	C	1,793	3.96	53.50	99	3
4	D	841	0.58	40.36	130	4
5	E	3,263	XXXXXXXX	XXXXXXXX		5
6	TOTAL	13,809	XXXXXXXX	XXXXXXXX	457	6
7	F		XXXXXXXX	XXXXXXXX		7
8	Potential abandonments					8

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

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 (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 ties or board feet laid in replacement considered to be spot maintenance.

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

Line No.	Track category (a)	Number of cross-ties laid in replacement										Switch and bridge ties (board feet) (j)	(includes switch and bridge ties Percent of spot maintenance (k))	Line No					
		New ties			Second hand ties				Total (i)	Switch and bridge ties (board feet) (j)	(includes switch and bridge ties Percent of spot maintenance (k))				Line No				
		Wooden		Concrete (d)	Other (e)	Wooden		Other (h)								Total (i)	Switch and bridge ties (board feet) (j)	(includes switch and bridge ties Percent of spot maintenance (k))	Line No
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)												
1	A	477,010		40,000		7,968			524,978	675,745	@	1							
2	B	539,652				1,545			541,197	764,486	@	2							
3	C	129,925							129,925	184,055	@	3							
4	D	14,647				55			14,702	19,063	@	4							
5	E											5							
6	TOTAL	1,161,234		40,000		9,568			1,210,802	1,643,349		6							
7	F											7							
8	Potential abandonments											8							

9. Average cost per cross-tie \$ 27.37 and switch-tie (NBM) \$ 608.53

@ Spot maintenance represents 2.65% of total ties laid in replacement.

Records not available to determine % by Track Category.

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 (rely) ties separately, indicating in column (h) which ties are new

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

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)	Line No.
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of 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 and bridge ties laid in new tracks during year (g)		
1	T	149,444	33.06	4,941	188,800	598.41	113		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	TOTAL	149,444	33.06	4,941	188,800	598.41	113		20
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid					32.63			21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid					11.20			22

723. RAILS LAID IN REPLACEMENT

1 Furnish the requested information concerning rails laid in replacement

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

3 In No 10, the average cost of new and relay rail should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines and placing the rails in tracks and of train service in connection with the distribution of rails should not be included in this schedule.

Line No.	Track category (a)	Miles of rail laid in replacement (rail miles)						Total		Percent of spot maintenance (h)	Line No
		New rail		Relay rail		Bolted rail (e)	Welded rail (f)	Bolted rail (g)			
		Welded rail (b)	Bolted rail (c)	Welded rail (d)	Bolted rail (e)						
1	A	269	5	63	18		332	23	@	1	
2	B	45	1	11	3		56	4	@	2	
3	C	17		4	1		21	1	@	3	
4	D	1					1		@	4	
5	E									5	
6	TOTAL	332	6	78	22		410	28	@	6	
7	F									7	
8	Potential Abandonments									8	
9	Average cost of new and relay rail laid in replacement per gross ton \$ 580.19 . . . New \$273.10 . . . relay										9

@ Spot maintenance represents 12.2% of total rail laid in replacement.

Records not available to determine percentage by Track Category.

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 and of train service in connection with the 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	2	136	7,498	4,350						1
2										2
3										3
4										4
5										5
6										6
7										7
8										8
9										9
10										10
11										11
12	4	119	68	19		115	42	11		12
13		136	233	63		119	275	75		13
14						132	297	67		14
15						136	2,065	568		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	7,799	4,432		N/A	2,679	721		33
34	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid 32.63									34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid 11.20									35
36	Track-miles of welded rail installed on system this year 42.65, total to date 535,3958									36

725. WEIGHT OF RAIL.

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

Line No.	Weight of rails per yard (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	Line No.
	<i>Pounds</i>				
1	140	8			1
2	136	5,513			2
3	132	655			3
4	131	1,024	1		4
5	128		1		5
6	119	966			6
7	115	311	19		7
8	112	189	38		8
9	110	78	19		9
10	90	342	7		10
11	85	106	5		11
12	75	6	11		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
39					39
40					40
41					41
42					42
43					43
44					44
45					45
46					46
47					47
48					48

726. SUMMARY OF TRACK REPLACEMENTS

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

Line No.	Track category	Ties					Rail		Ballast	Track surfacing		Line No.
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles)	Percent replaced	Miles surfaced		Percent surfaced		
		Crossties	Switch and bridge ties (board feet)	Crosstie	Switch and bridge ties (board feet)							
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)			
1	A	524978	675745	4.6	355	4.6	527000	1090	28.5	1		
2	B	541197	764486	6.0	60	1.0	396000	818	27.5	2		
3	C	129925	104055	1.8	22	.5	171000	353	14.6	3		
4	D	14702	19063	.2	1		21000	43	2.0	4		
5	E						1781000	565	12.4	5		
6	TOTAL	1210802	1643349		438	1.4	2896000	2869	18.1	6		
7	F									7		
8	Potential abandonments									8		

750. CONSUMPTION OF DIESEL FUEL
(Dollars in Thousands)

LOCOMOTIVES

Line No	Kind of locomotive service (a)	Diesel oil (gallons) (b)	Line No
1	Freight	384,137,280	1
2	Passenger		2
3	Yard switching	16,005,720	3
4	TOTAL	400,143,000	4
5	COST OF FUEL \$ (000)	257,580	5
6	Work Train	4,850,978	6

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 state 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, but are to be reported in items 4-17, 6-04, 7-02, and 8-04 and 8-05 as instructed in notes I, K, and L.

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

(B) A train-mile is the movement of a train a distance of 1 mile. In computing train-miles, fractions representing less than one-half mile shall be disregarded and other fractions considered as 1 mile. Train Miles-Running shall be based on the actual distance run between terminals and/or stations and shall be computed from the official time tables or distance tables. Train-miles shall not be increased to cover the running of locomotives from shops to terminals, doubling hills, switching, or other work at way stations, or for the service of helper or pusher locomotives or of extra locomotives on double-head or triple-head trains. When the carrier's trains are detoured over foreign roads, the miles shall be computed on the basis of the miles actually run and in accordance with the service performed. Train-miles shall be kept separately for trains hauled by locomotives and trains moved by motorcars.

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

(D) A locomotive is self-propelled unit of equipment designed solely for moving other equipment. A locomotive unit-mile is a movement of a locomotive unit a distance of 1 mile under its own power. Include miles made by all locomotive units. Exclude miles made by motorcars. Miles of locomotives in helper service shall be computed on the basis of actual distance run in such service.

(E) All 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 6 miles per hour for the time actually engaged in such service. Include miles allowed train locomotives for performing switching service at terminals and way stations.

(G) Yard switching locomotive-miles shall be computed at the rate of 6 miles per hour for the time actually engaged in yard switching service. Include miles allowed to yard locomotives for switching service in yards where regular switching service is maintained and in terminal switching and transfer service.

(H) Use car designations shown in Schedule 710. Under Railroad Owned and Leased cars, Items 4-01 and 4-11, report both foreign cars and respondents' own cars while on the line of the respondent railroad. In Items 4-13 and 4-15 report the private-line categories, miles for private-line cars (whether or not under railroad control) and shipper-owned cars. A car-mile is a movement of a unit of car equipment a distance of 1 mile. Report miles made by flatcars carrying loaded highway trailers or empty highway trailers moving under revenue billings as loaded freight car-miles and miles made by flatcars carrying other empty highway trailers as empty freight car-miles. Exclude miles made by motorcars and report miles made by business cars other than reporting carrier as sleeping car-miles in Item 5-03. Report mail, express baggage cars and combination cars other than 5-02 combination cars, in Item 5-05.

(I) Exclude from Item 4-01, 4-11, 4-13, and 4-15 car-miles of work equipment, cars carrying company freight and no-payment cars moving in transportation trains. Include such car-miles in Item 4-17, 4-18, and 4-19. No payment car-miles are miles made by private-line cars (other than railroad controlled) and shipper-owned cars for which the railroad does not reimburse the owner on a loaded and/or empty mile basis. If the payment for the loaded miles includes the empty miles, the loaded and empty miles should not be considered no-payment.

(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 extra fare is charged; miles run by dining, cafe, and other cars devoted exclusively to the serving of meals and other refreshments and by club, lounge, and observation cars; and miles run by other passenger-train cars where services are combined such as baggage, express and mail.

(K) From conductors' or dispatchers' train reports or other appropriate source, compute weight in tons (2,000 pounds). Item 6-01 includes weight of all locomotive units moved 1 mile in transportation trains. Ton-miles of motorcars should be excluded. Items 6-02 and 6-03 represent tons behind locomotive units (car 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 4 tons as the average weight of contents of each head-end car.

(L) From conductors' train reports or other appropriate source, compute ton-miles of freight. Ton-miles represent the number of tons of revenue and non-revenue freight moved one mile in transportation train. Include net ton-miles in motorcar trains. Exclude I.C.I. shipment of freight handled in mixed baggage express cars. Total Ton-Miles 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 the final terminals, including trains switching at way stations and delays on road as shown by conductors' or dispatchers' train reports. Include time of motorcar service performed by train locomotives at terminals and way stations. Report in Item 9-02 train switching hours included in Item 9-01. Train switching is the time spent by the train while performing switching service at terminals and way stations where no regular yard service is maintained. A train hour is independent of the number of locomotives in the train.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755-Concluded

(N) Yard switching hours are hours expended in switching service performed by yard crews in yards where regular switching service is maintained, including terminal 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 carner's property from destruction; trains run for transporting the carner's employees to and from work when no transportation charge is made, wrecking trains; trains run solely for the purpose of transporting company material; trains run for distributing material and supplies for use in connection with operations; and all other trains used in work-train services. Exclude miles run by locomotives while engaged incidentally in switching company materials in company shops or material yards in connection with regular yard switching service or in switching equipment for repairs between yards and shops.

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

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

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

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

(T) Report the total number of foreign railroad cars on line at end of 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 at the initial count on the last day of the year, but which 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

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)	9,126		1
		2. Train Miles - Running (B)	XXXXXX	XXXXXX	
2		2-01 Unit Train	2,347,001	XXXXXX	2
3		2-02 Way Trains	3,755,202	XXXXXX	3
4		2-03 Through Trains	40,837,818		4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	46,940,021		5
6		2-05 Motorcars (C)			6
7		2-06 TOTAL, ALL TRAINS (lines 5, 6)	46,940,021		7
		3. Locomotive Unit Miles (D)	XXXXXX	XXXXXX	
		Road Service (E)	XXXXXX	XXXXXX	
8		3-01 Unit Trains	9,744,475	XXXXXX	8
9		3-02 Way Trains	11,368,554	XXXXXX	9
10		3-03 Through Trains	141,294,889		10
11		3-04 TOTAL (lines 8-10)	162,407,918		11
12		3-11 Train Switching (F)	2,009,595	XXXXXX	12
13		3-21 Yard Switching (F)	7,128,246		13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	171,545,759		14
		4. Freight Car-Miles (thousands) (H)		XXXXXX	
		4-01 RR Owned and Leased Cars - Loaded		XXXXXX	
15		4-010 Box-Plain 40-Foot	0	XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	20,001	XXXXXX	16
17		4-012 Box-Equipped	80,119	XXXXXX	17
18		4-013 Gondola-Plain	3,039	XXXXXX	18
19		4-014 Gondola-Equipped	42,358	XXXXXX	19
20		4-015 Hopper-Covered	104,534	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	12,027	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	3,221	XXXXXX	22
23		4-018 Refrigerator-Mechanical	7,500	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	60,497	XXXXXX	24
25		4-020 Flat-TOFC/COFC	76,307	XXXXXX	25
26		4-021 Flat-Multi-Level	16,728	XXXXXX	26
27		4-022 Flat-General Service	826	XXXXXX	27
28		4-023 Flat-All Other	8,135	XXXXXX	28
29		4-024 All Other Car Types-Total	14,476	XXXXXX	29
30		4-025 TOTAL (lines 15-29)	449,768	XXXXXX	30

755. RAILROAD OPERATING STATISTICS - Continued

Line No	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		4-11 RR Owned and Leased Cars-Empty	XXXXXX	XXXXXX	
31		4-110 Box-Plain 40-Foot	0	XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	13,416	XXXXXX	32
33		4-112 Box-Equipped	54,460	XXXXXX	33
34		4-113 Gondola-Plain	5,180	XXXXXX	34
35		4-114 Gondola-Equipped	38,617	XXXXXX	35
36		4-115 Hopper-Covered	101,698	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	20,227	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	3,320	XXXXXX	38
39		4-118 Refrigerator-Mechanical	4,577	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	29,703	XXXXXX	40
41		4-120 Flat-TOFC/COFC	10,994	XXXXXX	41
42		4-121 Flat-Multi-Level	11,921	XXXXXX	42
43		4-123 Flat-General Service	983	XXXXXX	43
44		4-123 Flat-All Other	8,646	XXXXXX	44
45		4-124 All Other Car Types	10,210	XXXXXX	45
46		4-125 TOTAL (lines 31-45)	313,952	XXXXXX	46
		4-13 Private Line Cars - Loaded (H)	XXXXXX	XXXXXX	
47		4-130 Box-Plain 40-Foot	0	XXXXXX	47
48		4-131 Box-Plain 50-Foot and Longer	7,827	XXXXXX	48
49		4-132 Box-Equipped	225	XXXXXX	49
50		4-133 Gondola-Plain	20,849	XXXXXX	50
51		4-134 Gondola-Equipped	228	XXXXXX	51
52		4-135 Hopper-Covered	60,962	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	660	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	6,277	XXXXXX	54
55		4-138 Refrigerator-Mechanical	9	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	997	XXXXXX	56
57		4-140 Flat-TOFC/COFC	728,121	XXXXXX	57
58		4-141 Flat-Multi-Level	122,530	XXXXXX	58
59		4-142 Flat-General Service	39	XXXXXX	59
60		4-143 Flat-All Other	11,301	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	43,915	XXXXXX	61
62		4-145 Tank-22,000 Gallons and Over	62,230	XXXXXX	62
63		4-146 All Other Car Types	14,780	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	1,080,950	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	2,965	XXXXXX	66
67		4-152 Box-Equipped	229	XXXXXX	67
68		4-153 Gondola-Plain	24,119	XXXXXX	68
69		4-154 Gondola-Equipped	215	XXXXXX	69
70		4-155 Hopper-Covered	65,886	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	702	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	7,475	XXXXXX	72
73		4-158 Refrigerator-Mechanical	8	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	914	XXXXXX	74
75		4-160 Flat-TOFC/COFC	59,782	XXXXXX	75
76		4-161 Flat-Multi-Level	81,835	XXXXXX	76
77		4-162 Flat-General Service	67	XXXXXX	77
78		4-163 Flat-All Other	10,560	XXXXXX	78
79		4-164 Tank-Under 22,000 Gallons	47,515	XXXXXX	79
80		4-165 Tank-22,000 Gallons and Over	69,003	XXXXXX	80
81		4-166 All Other Car Types	6,572	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	377,847	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	10,411	XXXXXX	83
84		4-18 No Payment Car-Miles (I)	144,748	XXXXXX	84
		4-19 Total Car-Miles by Train Type	XXXXXX	XXXXXX	
85		4-191 Unit Trains	237,761	XXXXXX	85
86		4-192 Way Trains	190,209	XXXXXX	86
87		4-193 Through Trains	1,949,638	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	2,377,608	XXXXXX	88
89		4-20 Caboose Miles	156	XXXXXX	89

Total number of loaded miles _____ and empty miles _____ by roadtrailer reported above.

Note: Line 88 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	27,763,993		98
		6-02 Freight Trains, Crs., Cnts., and Caboose	XXXXXX	XXXXXX	
99		6-020 Unit Trains	20,356,898	XXXXXX	99
100		6-021 Way Trains	14,249,829	XXXXXX	100
101		6-022 Through Trains	168,962,256	XXXXXX	101
102		6-03 Passenger-Trains, Crs., and Cnts			102
103		6-04 Non-Revenue	1,888,024	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	233,221,000		104
		7. Tons of Freight (thousands)	XXXXXX	XXXXXX	
105		7-01 Revenue	140,932	XXXXXX	105
106		7-02 Non-Revenue	5,490	XXXXXX	106
107		7-03 TOTAL (lines 105, 106)	146,422	XXXXXX	107
		8. Ton-Miles of Freight (thousands) (L)	XXXXXX	XXXXXX	
108		8-01 Revenue-Road Service	104,487,000	XXXXXX	108
109		8-02 Revenue-Lake Transfer Service		XXXXXX	109
110		8-03 TOTAL (lines 108, 109)	104,487,000	XXXXXX	110
111		8-04 Non-Revenue-Road Service	971,885	XXXXXX	111
112		8-05 Non-Revenue-Lake Transfer Service		XXXXXX	112
113		8-06 TOTAL (lines 111, 112)	971,885	XXXXXX	113
114		8-07 TOTAL-REVENUE AND NON-REVENUE (lines 110,113)	105,458,885	XXXXXX	114
		9. Train Hours (M)	XXXXXX	XXXXXX	
115		9-01 Road Service	1,229,136	XXXXXX	115
116		9-02 Train Switching	1,104,785	XXXXXX	116
117		10. TOTAL YARD-SWITCHING HOURS (N)	763,568	XXXXXX	117
		11. Train-Miles Work Trains (O)	XXXXXX	XXXXXX	
118		11-01 Locomotives	34,431	XXXXXX	118
119		11-02 Motorcars		XXXXXX	119
		12. Number of Loaded Freight Cars (P)	XXXXXX	XXXXXX	
120		12-01 Unit Trains	317,387	XXXXXX	120
121		12-02 Way Trains	1,086,343	XXXXXX	121
122		12-03 Through Trains	1,254,901	XXXXXX	122
123		13. TOFC/COFC-No. of Rev. Trailers and Containers Loaded and Unloaded (O)	3,094,446	XXXXXX	123
124		14. Multi-Level Cars-No. of Motor Vehicles Loaded and Unloaded (Q)	1,354,432	XXXXXX	124
125		15. TOFC/COFC-No. of Rev. Trailers Picked Up and Delivered (R)	295,579	XXXXXX	125
		16. Revenue Tons-Marine Terminal (S)	XXXXXX	XXXXXX	
126		16-01 Marine Terminals-Coal		XXXXXX	126
127		16-02 Marine Terminals-Ore		XXXXXX	127
128		16-03 Marine Terminals-Other		XXXXXX	128
129		16-04 TOTAL (lines 126-128)		XXXXXX	129
		17. Number of Foreign Per Diem Cars on Line (T)	XXXXXX	XXXXXX	
130		17-01 Serviceable	7,985	XXXXXX	130
131		17-02 Unserviceable	407	XXXXXX	131
132		17-03 Surplus	483	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	8,875	XXXXXX	133

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 Illinois
County of Cook

Kenneth J. Kempker makes oath and says that he is Assistant Vice President, Financial Reporting of Burlington Northern Santa Fe Corporation; 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 this Commission; 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, 1995, to and including December 31, 1995.

K. J. Kempker
(Signature of affiant)

Subscribed and sworn to before me, a notary in and for the State and county above named, this 29th day of March, 1996.

My commission expires 12-12-99

Use an
L.S. "OFFICIAL SEAL"
impression seal BONNIE REMLEY
Notary Public, State of Illinois
My Commission Expires Dec 12, 1999

Bonnie Remley
(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

State of Illinois
County of Cook

Thomas N. Hund makes oath and says that he is Vice President, Controller and Chief Accounting Officer of Burlington Northern Santa Fe Corporation; 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 January 1, 1995, to and including December 31, 1995.

T. N. Hund
(Signature of affiant)

Subscribed and sworn to before me, a notary in and for the State and county above named, this 29th day of March, 1996.

My commission expires 12-12-99

Use an
L.S. "OFFICIAL SEAL"
impression seal BONNIE REMLEY
Notary Public, State of Illinois
My Commission Expires Dec 12, 1999

Bonnie Remley
(Signature of officer authorized to administer oaths)

MEMORANDA
(FOR USE OF COMMISSION ONLY)
CORRESPONDENCE

[illegible]

CORRECTIONS	
-------------	--

[illegible]

EXPLANATORY REMARKS	

INDEX

	Page No.		Page No.
Accumulated depreciation		Leases	61
Road and equipment leased		Locomotive equipment	78
From others	38	Electric and other	78
Improvements to	38	Consumption of fuel diesel	91
To others	41	Locomotive unit miles	94
Owned and used	35	Mileage-Average of road operated	85
Accruals-Railway tax	63	Of main tracks	
Analysis of taxes	63	Of new tracks in which rails were laid	88
Application of funds-Source	21	Of new tracks in which ties were laid	87
Balance sheet	5-9	Miscellaneous items in retained income accounts for the	
Capital stock	20	year	65
Car, locomotive, and floating equipment-Classification	78-83	Motorcar car miles	94
Changes in financial position	21-22	Motor rail cars owned or leased	79
Company service equipment	79	Net income	17
Compensating balances and short-term borrowing		Oath	98
arrangements	67	Operating expenses (see Expenses)	
Consumption of fuel by motive-power units	91	Revenues (see Revenues)	
Contingent assets and liabilities	8	Statistics (see Statistics)	
Crossties (see Ties)		Ordinary income	16
Debt holdings	69	Private line cars loaded	95
Depreciation base and rates		Private line cars empty	95
Road and equipment leased		Rails	
From others	34	Laid in replacement	88
Improvements to	32-33	Charges to operating expenses	45
To others	40	Additional tracks, new lines, and extensions	89
Owned and used	34	Miles of new track in which rails were laid	88
Electric locomotive equipment at close of year	68	Weight of	89
Equipment-classified	78-83	Railway-Operating expenses	45-53
Company service	79	Railway-Operating revenues	16
Floating	82-83	Results of Operations	16-17
Freight-train cars	80-81	Retained income unappropriated	19
Highway revenue equipment	82-83	Miscellaneous items in accounts for year	65
Passenger-train cars	78-79	Revenues	
Inventory	78-83	Freight	16
Owned-Not in service of respondent	78	Passenger	16
Equipment-Leased, depreciation base and rate		Road and equipment-Investment in	32-33
From others	34	Improvements to leased property	32-33
Improvements to	37	Reserve	38
Reserve	38	Leased to others-Depreciation base and rates	40
To others	40	Reserve	41
Reserve	41	Owned-Depreciation base and rates	34
Equipment-Owned, depreciation base rates	34	Reserve	35
Reserve	35	Used-Depreciation base and rates	34
Expenses-railway operating	45-53	Reserve	35
Extraordinary items	17	Road-Mileage operated at close of year	74
Federal income taxes	63	By States and Territories	75
Financial position-Changes in	21-22	Securities (see Investments)	
Floating equipment	82-83	Short-term borrowing arrangements-Compensating	
Freight cars loaded	94	balances and	67
Freight-train cars	80-81	Sinking funds	7
Freight car-miles	94	Source and application of working capital	21-22
Fuel consumed diesel	91	Specialized service subschedule	60
Cost	91	Statement of changes in financial position	21-22
Funded debt (see Debt holdings)		Stock outstanding	20
Guaranties and suretyships	66	Changes during year	20
Identity of respondent	2	Number of security holders	3
Items in selected income and retained earnings account	65	Total voting power	3-4
Investments in common stocks of affiliated companies	30	Value per share	3
Investments and advances of affiliated companies	26-29	Voting rights	3
Railway property used in transportation service	42-43	Supporting schedule-Road	56-57
Road and equipment	32-33	Suretyships-Guaranties and	66
Changes during year	32-33	Ties laid in replacement	86
Leased property-improvements made during the		Ties-Additional tracks, new lines, and extensions	87
year	32-33	Tracks operated at close of year	74

INDEX - Continued

	Page No.		Page No.
Miles of, at close of year	75	Ton-miles of freight	97
Track and traffic conditions	85	TOFC/COFC number of revenue trailers and containers	97
Train hours, yard switching	97	loaded and unloaded	97
Train miles	94	Voting powers and elections	3
Tons of freight	97	Weight of rail	90