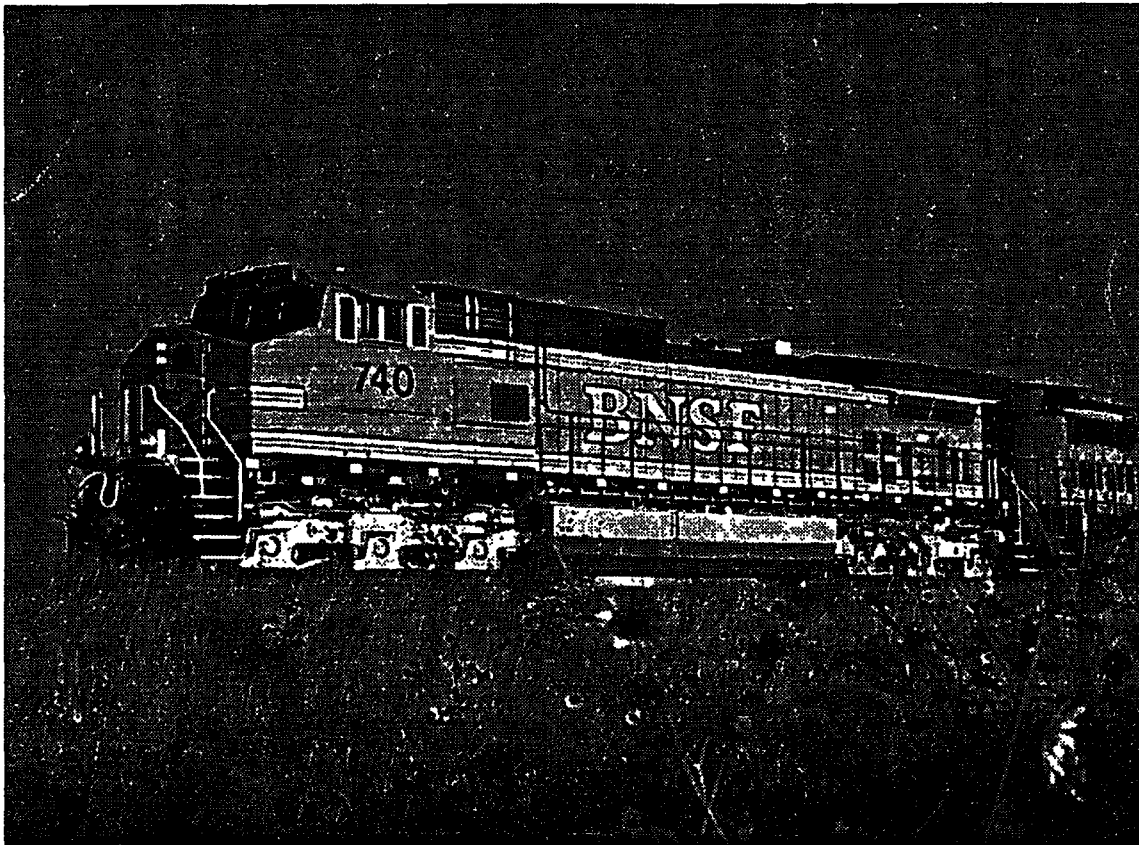


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APPROVED BY OMB
2140-0009
EXPIRES 11/30/2000

Class I Railroad Annual Report

The Burlington Northern and Santa Fe Railway Company
Leased Lines and Wholly-Owned Subsidiaries
1700 East Golf Road
Schaumburg, IL 60173



BNSF



To The
Surface Transportation Board
For the Year Ending December 31, 1997

NOTICE

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

For Index, See Back of Form

ANNUAL REPORT

OF

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

TO THE

SURFACE TRANSPORTATION BOARD

FOR THE

YEAR ENDED DECEMBER 31, 1997

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, 3rd Floor, Schaumburg, IL 60173
(Street and number, City, State, and ZIP code)

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SPECIAL NOTICE

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

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

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

A. SCHEDULES OMITTED BY RESPONDENT

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

Page	Schedule No.	Title
		NONE

B. IDENTITY OF RESPONDENT

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

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

1. Exact Name of common carrier making this report:

The Burlington Northern and Santa Fe Railway Company

2. Date of incorporation:

December 31, 1996

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

Organized under the provisions of the General Corporation Law of the State of Delaware.

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:

No change

STOCKHOLDERS' REPORTS

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

Check appropriate box:

() Two copies are attached to this report.

() Two copies will be submitted on: _____ (date)

(X) No annual report to stockholder's is prepared.

Two copies of the Burlington Northern Santa Fe Corporation Annual Report to Stockholders are attached.

Two copies of BNSF Railway SEC Form 10-K are attached.

C. VOTING POWERS AND ELECTIONS

1. State the per value of each share of stock: Common \$1.00 per share; first preferred, \$ N/A per share; second preferred,

\$ N/A per share, debenture stock, \$ N/A per share.

2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote. ☒ Yes ☐ No

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

5. Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method?

☐ Yes ☒ No. If yes, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.

6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing.

Stock books not closed and not required to be 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 1,000 votes, as of December 31, 1997.

8. State the total number of stockholders of record, as of the date shown in answer to Inquiry 7. One (1) stockholder

9. Give the names of 30 security holders of the respondent who, at the date of the latest closing of the stock book or compilation of the list of stockholders of the respondent (if within 1 year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each his or her address, the number of votes he or she would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he or she was entitled, with respect to securities held by him or her, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities (stating in a footnote the names of such other securities, if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreements, give as supplemental information the names and addresses of the 30 largest holders of the voting trust certificates and the amount of their individual holdings. If the stock book was not closed or the list of stockholders compiled within such year, show such 30 security holders as of the close of the year.

Line No.	Name of Security Holder (a)	Address of Security Holder (b)	Number of Votes to Which Security Holder Was Entitled (c)	Number of Votes, Classified With Respect to Securities on Which Based			Line No.
				Stock			
				Common (d)	Second (e)	First (f)	
1	Santa Fe Pacific Corporation	2650 Lou Menk Drive	1,000	1,000			1
2		Fort Worth, TX 76131-2830					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	Effective as of January 2, 1998, Santa Fe Pacific Corporation ("SFP"), being the owner of all of the issued and outstanding shares of stock of respondent, merged						20
21	itself with and into respondent pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware. In conjunction with such						21
22	merger, the Board of Directors of SFP adopted a resolution by unanimous written consent dated December 15, 1997, directing that the members of the Board						22
23	of Directors of respondent in office at the effective time of the merger should be the members of the Board of Directors of respondent as the surviving corporation						23
24	in the merger. As a result of the merger, respondent is now a wholly-owned subsidiary of Burlington Northern Santa Fe Corporation.						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	79,911	91,787	1
2		702	Temporary Cash Investments	0	2,707	2
3		703	Special Deposits	0	0	3
			Accounts Receivable			
4		704	-Loan and Notes	0	0	4
5		705	-Interline and Other Balances	135,754	98,054	5
6		706	-Customers	321,988	283,110	6
7		707	-Other	82,161	62,020	7
8		709, 708	-Accrued Accounts Receivable	278,491	362,511	8
9		708.5	-Receivables from Affiliated Companies	72,729	68,395	9
10		709.5	-Less: Allowances for Uncollectible Accounts	(70,424)	(57,018)	10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits	336,971	305,691	11
12		712	Materials and Supplies	204,707	222,187	12
13		713	Other Current Assets	7,199	30,479	13
14			TOTAL CURRENT ASSETS	1,449,487	1,469,923	14
Other Assets						
15		715, 716, 717	Special Funds	5,546	15,807	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310 and 310A)	575,847	714,602	16
17		722, 723	Other Investments and Advances	24,226	26,531	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities-Cr.			18
19		737, 738	Property Used in Other Than Carrier Operation (Less Depreciation) \$ (3,652)	65,205	84,610	19
20		739, 741	Other Assets	34,281	6,835	20
21		743	Other Deferred Debits	309,150	323,788	21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	1,014,255	1,172,173	23
Road and Equipment						
24		731, 732	Road (Schedule 330) L-30 Column h & b	18,927,751	17,685,302	24
25		731, 732	Equipment (Schedule 330) L-39 Column h & b	3,838,577	3,226,483	25
26		731, 732	Unallocated Items	499,526	469,491	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(4,522,819)	(4,301,600)	27
28			Net Road and Equipment	18,743,035	17,079,676	28
29	*		TOTAL ASSETS	21,206,777	19,721,772	29

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY						
(Dollars in Thousands)						
Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
Current Liabilities						
30		751	Loans and Notes Payable			30
31		752	Accounts Payable; Interline and Other Balances	120,414	59,486	31
32		753	Audited Accounts and Wages	287,791	275,918	32
33		754	Other Accounts Payable	120,456	48,475	33
34		755, 756	Interest and Dividends Payable	12,496	21,254	34
35		757	Payables to Affiliated Companies	17,583	186,640	35
36		759	Accrued Accounts Payable	1,197,572	1,509,347	36
37		760,761,761.5,762	Taxes Accrued	158,848	285,177	37
38		763	Other Current Liabilities	67,209	94,042	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	99,256	157,313	39
40			TOTAL CURRENT LIABILITIES	2,081,625	2,637,652	40
Non-Current Liabilities						
41		765,767	Funded Debt Unmatured	515,083	525,082	41
42		766	Equipment Obligations	332,606	384,947	42
43		766.5	Capitalized Lease Obligations	647,311	374,229	43
44		768	Debt in Default			44
45		769	Accounts Payable; Affiliated Companies	354,944	456	45
46		770.1,770.2	Unamortized Debt Premium	(39,332)	(41,360)	46
47		781	Interest in Default			47
48		783	Def. Revenues-Transfers from Gov. Authorities	42,157	31,188	48
49		786	Accumulated Deferred Income Tax Credits	5,071,346	4,472,476	49
50		771,772,774,775, 782,784	Other Long-Term Liabilities and Deferred Credits	1,770,390	1,925,442	50
51			TOTAL NON-CURRENT LIABILITIES	8,694,505	7,672,460	51
Shareholders' Equity						
52		791,792	Total Capital Stock: (Schedule 230, lines 53 & 54)	1	1	52
53			Common Stock	1	1	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56		794,795	Additional Capital (Schedule 230)	6,490,697	6,501,659	56
57		797	Retained Earnings: Appropriated			57
58		798	Unappropriated (Schedule 220)	3,939,949	2,910,000	58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock			60
61			NET SHAREHOLDERS' EQUITY	10,430,647	9,411,660	61
62	*		TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	21,206,777	19,721,772	62
NOTES AND REMARKS						

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

The notes listed below are provided to disclose supplementary information on matters which have an important effect on the financial condition of the carrier. The carrier shall give the particulars called for herein and where there is nothing to report, insert the word "none"; and in addition thereto shall enter in separate notes with suitable particulars other matters involving material amounts of the character commonly disclosed in financial statements under generally accepted accounting 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 \$ 0

3.(a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year See Note 2 on 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

See Note 2 on page 9

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

(i) If funding is by insurance, give name of insuring company None

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

Date of trust agreement or latest amendment: June 21, 1996

If respondent is affiliated in any way with the trustee(s), explain affiliation: Not affiliated See Note 1 page 9.

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

See Note 2 on 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 X N/A

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

(ii) Are voting rights attached to any securities held by the pension plan? Specify. Yes No X N/A

If yes, who determines how stock is voted?

4. State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610)

Yes X No

5. (a) The amount of employers contribution to employee stock ownership plans for the current year was \$ NONE

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

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

\$ None

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.)

See Note 3 on Page 11

(a) Changes in Valuation Accounts

8. Marketable Equity Securities. None

		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 / /	Noncurrent Portfolio	N/A	N/A	N/A	N/A
(Previous Yr.)	Current Portfolio	N/A	N/A	N/A	N/A
as of / /	Noncurrent Portfolio	N/A	N/A	N/A	N/A

(b) At 12/31/97, gross unrealized gains and losses pertaining to marketable equity securities were as follows:

	Gains	Losses
Current	\$ 0	\$ 0
Noncurrent	0	0

(c) A net unrealized gain (loss) of \$ 0 on the sale of marketable equity securities was included in net income for 1997.
The cost of securities sold was based on the N/A (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:
None

NOTE: 12/31/97 Balance sheet date of reported year unless specified as previous year.

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

NOTES TO FINANCIAL STATEMENTS

Note 1

Changes to Company Organization and Reporting Presentation

The Burlington Northern and Santa Fe Railway Company ("BNSF Railway"), formerly known as Burlington Northern Railroad Company ("BNRR"), was incorporated in the State of Delaware on January 13, 1961. BNSF Railway is a subsidiary of Santa Fe Pacific Corporation ("SFP") which in turn is a subsidiary of Burlington Northern Santa Fe Corporation ("BNSF"). On September 22, 1995, Burlington Northern Inc. ("BNI") and SFP became subsidiaries of BNSF pursuant to a business combination of the two companies. On December 30, 1996, BNI merged with and into SFP. On December 31, 1996, ATSF merged with and into BNRR, and BNRR changed its name to The Burlington Northern and Santa Fe Railway Company. The BNSF merged entity is reflected in the 1996 and 1997 year end amounts.

On January 2, 1998 SFP was merged with and into BNSF Railway. Amounts reported herein do not include the effects of this subsequent merger.

Note 2

Retirement plans

BNSF Railway and its subsidiaries are included with certain other BNSF affiliates in the qualified BNSF Retirement Plan and the nonqualified BNSF Supplemental Retirement Plan.

Prior to October 1, 1996, BNSF sponsored noncontributory defined benefit pension plans through its subsidiaries, BNI and SFP, covering substantially all non-union employees. Additionally, BNI and SFP sponsored nonqualified defined benefit plans for certain officers and other employees. On October 1, 1996, the respective BNI and SFP qualified defined benefit pension plans were merged, creating the qualified BNSF Retirement Plan. The corresponding nonqualified defined benefit plans were merged on October 1, 1996, creating the nonqualified BNSF Supplemental Retirement Plan. The benefits under BNSF's plans are based on years of credited service and the highest five-year average compensation levels. BNSF's funding policy is to contribute annually not less than the regulatory minimum, and not more than the maximum amount deductible for income tax purposes.

Components of the net pension cost for BNSF plans, including the prior BNI and SFP plans, were as follows (in millions):

Year ended December 31.	BNSF 1997	BNSF 1996	BNSF 1995 (1)
Service cost, benefits earned during the period	\$ 14	\$ 17	\$ 11
Interest cost on projected obligation	100	97	65
Actual return on plan assets	(329)	(148)	(114)
Net amortization and deferred amounts ..	221	43	61
Curtailment costs	-	-	10
Cost of special termination benefits ..	-	-	32
Net pension cost	<u>\$ 6</u>	<u>\$ 9</u>	<u>\$ 65</u>

(1) Represents full year BNI combined with SFP for the period from September 22, 1995 through December 31, 1995.

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

NOTES TO FINANCIAL STATEMENTS

The following table shows the reconciliation of BNSF's funded status of the qualified plans with amounts recorded in the consolidated balance sheet (in millions):

December 31.	BNSF 1997	BNSF 1996
Actuarial present value of benefit obligations:		
Vested benefit obligation	<u>\$ (1,221)</u>	<u>\$ (1,081)</u>
Accumulated benefit obligation	<u>\$ (1,269)</u>	<u>\$ (1,161)</u>
Projected benefit obligation	<u>\$ (1,357)</u>	<u>\$ (1,247)</u>
Plan assets at fair value, primarily marketable		
equity and debt securities	<u>1,540</u>	<u>1,320</u>
Plan assets in excess of projected		
benefit obligation	183	73
Unrecognized net gain	(169)	(63)
Unrecognized prior service cost	(10)	(10)
Unamortized net transition obligation	<u>13</u>	<u>15</u>
Prepaid pension asset	<u>\$ 17</u>	<u>\$ 15</u>

BNSF uses a September 30 measurement date. The prior BNI and SFP plans used measurement dates of December 31 and September 30, respectively. The assumptions used in accounting for the BNSF, BNI and SFP qualified and nonqualified plans were as follows:

	BNSF 1997	BNSF 1996	BNI 1995	SFP 1995
Discount rate	7.5%	7.75%	7.0%	7.5%
Rate of increase in compensation				
levels	4.0%	4.0%	4.0%	4.0%
Expected long-term rate of return				
on plan assets	9.5%	9.5%	9.5%	9.75%

The following table shows the reconciliation of the BNSF funded status of the nonqualified supplemental plan with amounts recorded in the consolidated balance sheet (in millions):

December 31.	BNSF 1997	BNSF 1996
Actuarial present value of benefit obligations:		
Vested benefit obligation	<u>\$ (38)</u>	<u>\$ (31)</u>
Accumulated benefit obligation	<u>\$ (39)</u>	<u>\$ (32)</u>
Projected benefit obligation	<u>\$ (47)</u>	<u>\$ (39)</u>
Unrecognized net loss	19	14
Unrecognized prior service cost	1	1
Unamortized net transition obligation	1	1
Adjustment required to recognize minimum liability	<u>(13)</u>	<u>(9)</u>
Accrued pension liability	<u>\$ (39)</u>	<u>\$ (32)</u>

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

NOTES TO FINANCIAL STATEMENTS

BNSF sponsors 401 (k) thrift and profit sharing plans which cover substantially all non-union employees and certain union employees. BNSF matches 50 percent of the first 6 percent of non-union employees' contributions, which are subject to certain percentage limits of the employees' earnings, at each pay period. Depending on BNSF's performance, an additional matching contribution of up to 30 percent of the first 6 percent can be made at the end of the year. Prior to December 31, 1996, BNSF sponsored 401(k) thrift and profit sharing plans through its subsidiaries, BNI and SFP, which covered substantially all non-union employees and certain union employees. The plans covering non-union employees were merged on December 31, 1996. Under the prior plans, BNI employees were immediately fully vested in the employer match, while employees became vested on a five year schedule based on the length of service. As part of the transition to the BNSF plan, former SFP employees became fully vested in the employer match made through December 31, 1996. Employer contributions made subsequent to December 31, 1996, for all non-union employees, are subject to the five year length of service vesting schedule. BNSF's 401(k) matching expense was \$14 million in 1997 and \$13 million in 1996 and 1995.

Note 3

Hedging activities, leases, environmental and other commitments and contingencies

Hedging activities

BNSF Railway has a program to hedge against fluctuations in the price of its diesel fuel purchases. This program includes forward purchases for delivery at fueling facilities, and various commodity swap and collar transactions which are accounted for as hedges. Any gains or losses associated with changes in market value of these hedges are deferred and recognized as a component of fuel expense in the period in which the hedged fuel is purchased and used. To the extent BNSF Railway hedges portions of its fuel purchases, it may not realize the impact of increases or decreases in fuel prices.

As of February 6, 1998, BNSF Railway had entered into forward purchases for approximately 353 million gallons at an average price of approximately 53 cents per gallon, and fuel swaps for approximately 1,046 million gallons at an average price of approximately 53 cents per gallon.

The above prices do not include taxes, transportation costs, certain other handling costs and, except for forward contracts, any differences which may occur from time to time between the prices of commodities hedged and the purchase price of BNSF's diesel fuel.

BNSF Railway's fuel hedging program covers approximately 72 percent, 29 percent and 18 percent of estimated fuel purchases for 1998, 1999, and 2000, respectively. Quarterly hedges in 1998 range from 64 percent to 82 percent of anticipated fuel purchases. Hedges for 1999 and 2000 approximate 29 percent and 18 percent of estimated consumption for each quarter, respectively. Hedge positions are closely monitored to ensure that they will not exceed actual fuel requirements in any period. Unrecognized losses from BNSF's fuel hedging transactions were approximately \$24 million as of December 31, 1997 and unrecognized gains as of December 31, 1996 were approximately \$17 million. BNSF Railway also monitors its hedging positions and credit ratings of its counterparties and does not anticipate losses due to counterparty nonperformance.

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

NOTES TO FINANCIAL STATEMENTS

Leases

BNSF Railway has substantial lease commitments for locomotives, freight cars, trailers, office buildings and other property. Most of these leases provide the option to purchase the equipment at fair market value at the end of the lease. However, some provide fixed price purchase options. Future minimum lease payments (which reflect leases having non-cancelable lease terms in excess of one year) as of December 31, 1997 are summarized as follows (in millions):

Year ended December 31.	Capital Leases	Operating Leases
1998	\$ 95	\$ 313
1999	95	233
2000	91	177
2001	90	146
2002	90	121
Thereafter	<u>544</u>	<u>1,210</u>
Total	<u>\$1,005</u>	<u>\$2,200</u>
Less amount representing interest	<u>310</u>	
Present value of minimum lease payments	<u>\$695</u>	

Lease rental expense for all operating leases was \$456 million, \$446 million and \$352 million for the years ended December 31, 1997, 1996 and 1995, respectively. Contingent rentals and sublease rentals were not significant.

Environmental

BNSF Railway's operations, as well as those of its competitors, are subject to extensive federal, state and local environmental regulation. BNSF Railway'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 BNSF Railway'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, BNSF Railway 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. BNSF Railway has been notified that it is a potentially responsible party (PRP) for study and clean-up costs at approximately 34 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 PRPs. In addition, BNSF Railway may be considered a PRP under certain other laws. Accordingly, under CERCLA and other federal and state statutes, BNSF Railway may be held jointly and severally liable for all environmental costs associated with a particular site. If there are other PRPs, BNSF Railway 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.

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

NOTES TO FINANCIAL STATEMENTS

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 BNSF Railway's liability for environmental 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. BNSF Railway 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.

BNSF Railway is involved in a number of administrative and judicial proceedings and other mandatory clean-up efforts at 353 sites, including the Superfund sites, at which it is being asked to participate in the study or clean-up, or both, of alleged environmental contamination. BNSF Railway paid approximately \$51 million, \$47 million and \$31 million during 1997, 1996 and 1995 respectively, for mandatory clean-up efforts, including amounts expended under federal and state voluntary clean-up programs. BNSF Railway has accruals of approximately \$202 million for remediation and restoration of all known sites. BNSF Railway anticipates that the majority of the accrued costs at December 31, 1997 will be paid over the next five years. No individual site is considered to be material.

Liabilities recorded for environmental costs represent BNSF Railway'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 BNSF Railway's best estimates of all costs, without reduction for anticipated recoveries from third parties, BNSF Railway'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 other parties' 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, management believes that it is unlikely that any identified matters, either individually or in the aggregate, will have a material adverse effect on BNSF Railway's consolidated financial position or liquidity.

The railroad industry, including BNSF Railway, will become subject to future requirements regulating air emissions from diesel locomotives that will increase their operating costs. Regulations applicable to new and rebuilt locomotive engines were issued by the Environmental Protection Agency in December 1997. These regulations, which are not yet effective, will be phased in between 2000 and 2010. 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. The State of California has previously indicated to the Environmental Protection Agency that it will support the federal rule as proposed subject to slight technical modifications. Presently, the magnitude of any future expense is unknown.

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

NOTES TO FINANCIAL STATEMENTS

Other commitments and contingencies

BNSF Railway has entered into commitments to acquire 380 locomotives in 1998. The locomotives will be financed from one or a combination of sources including, but not limited to, cash from operations, capital or operating leases, and debt issuances. The decision on the method used will depend upon the current market conditions and other factors. Additionally, BNSF Railway has committed to acquire 325, 76, and 50 locomotives in each of 1999, 2000, and 2001, respectively.

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

BNSF Railway 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 predicted 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 BNSF Railway, 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

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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 parentheses

5. Cross-checks

Schedule 210

Line 15, column (b)

Line 47 plus 48 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, col (b)

= Line 63, col (b)

= Line 64, col (b)

Schedule 410

= Line 620, col (h)

= Line 620, col (f)

= Line 620, col (g)

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Freight-related rev & exp (d)	Passenger-related rev & exp (e)	Line No.
		ORDINARY ITEMS OPERATING INCOME Railway Operating Income					
1		(101) Freight	8,406,002	8,103,165	8,406,002		1
2		(102) Passenger				0	2
3		(103) Passenger - Related					3
4		(104) Switching	37,748	56,488	37,748		4
5		(105) Water Transfers					5
6		(106) Demurrage	31,670	39,069	31,670		6
7		(110) Incidental	33,837	41,980	33,837		7
8		(121) Joint Facility - Credit	6,810	6,618	6,810		8
9		(122) Joint Facility - Debit	(107,564)	(104,147)	(107,564)		9
10		(501) Railway Operating Revenues (Exclusive of Transfers from Govt Authorities - Lines 1-9)	8,408,503	8,143,173	8,408,503		10
11		(502) Railway Operating Revenues-Transfers from Govt Authorities for Current Operations	0	(1,909)	0		11
12		(503) Railway Operating Revenues-Amortization of Deferred Transfers from Govt Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (LINES 10-12)	8,408,503	8,141,264	8,408,503	0	13
14	*	(531) Railway Operating Expenses	6,676,163	6,439,047	6,676,163		14
15	*	NET REVENUES FROM RAILWAY OPERATIONS	1,732,340	1,702,217	1,732,340	0	15
		OTHER INCOME					
16		(506) Revenue from Property Used in Other than Carrier Operations					16
17		(510) Miscellaneous Rent Income					17
18		(512) Separately Operated Properties-Profit					18
19		(513) Dividend Income (Cost Method)	120				19
20		(514) Interest Income	36,925	36,144			20
21		(516) Income from Sinking and Other Funds	250	304			21
22		(517) Release of Premiums on Funded Debt					22
23		(518) Reimbursements Received Under Contracts and Agreements					23
24		(519) Miscellaneous Income	12,602	29,806			24
25		Income from Affiliated Companies (519) A. Dividends (Equity Method)					25
26		B. Equity Undistributed Earnings (Losses)					26
27		TOTAL OTHER INCOME (LINES 16-26)	49,897	66,254			27
28		TOTAL INCOME (LINES 15, 27)	1,782,237	1,768,471			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of Property Used in Other than Carrier Operations	6,501	6,500			29
30		(544) Miscellaneous Taxes					30
31		(545) Separately Operated Properties-Loss					31
32		(549) Maintenance of Investment Organizations					32
33		(550) Income Transferred Under Contracts & Agreements					33
34		(551) Miscellaneous Income Charges	33,865	22,827			34
35		(553) Uncollectible Accounts					35
36		TOTAL MISC DEDUCTIONS (LINES 29-35)	40,366	29,327			36
37		Income Available For Fixed Charges (LINES 28, 36)	1,741,871	1,739,144			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	79,164	74,807	38
39		(B) Interest in Default			39
40		(547) Interest on Unfunded Debt	35,443	20,182	40
41		(548) Amortization of Discount on Funded Debt	2,475	3,707	41
42		TOTAL FIXED CHARGES (LINES 38-41)	117,082	98,696	42
43		INCOME AFTER FIXED CHARGES (LINES 37,42)	1,624,789	1,640,448	43
		OTHER DEDUCTIONS			
		(546) Interest on Funded Debt:			
44		(C) Contingent Interest			44
		UNUSUAL OR INFREQUENT ITEMS			
45		(555) Unusual or Infrequent Items (Debit) Credit			45
46		INCOME(LOSS) FROM CONTINUING OPERATION(BEFORE INC TAXES)	1,624,789	1,640,448	46
		PROVISIONS FOR INCOME TAXES			
		(556) Income Taxes on Ordinary Income:			
47	*	Federal Income Taxes	76,926	143,558	47
48	*	State Income Taxes	25,366	28,551	48
49	*	Other Income Taxes			49
50	*	(557) Provisions for Deferred Taxes	492,538	456,022	50
51		TOTAL PROVISIONS FOR INCOME TAXES (LINES 47-50)	594,830	628,131	51
52		INCOME FROM CONTINUING OPERATIONS (LINES 46-51)	1,029,959	1,012,317	52
		DISCONTINUED OPERATIONS			
53		(560) Income or Loss from Operations of Discontinued Segments (Less: Applicable Taxes of \$ -)			53
54		(562) Gain or Loss on Disposal of Discontinued Segments (Less: Applicable Taxes of \$ -)			54
55		INCOME BEFORE EXTRAORDINARY ITEMS (LINES 52 + 53 + 54)	1,029,959	1,012,317	55
		EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES			
56		(570) Extraordinary Items (Net)			56
57		(590) Income Taxes on Extraordinary Items			57
58		(591) Provisions for Deferred Taxes - Extraordinary Items			58
59		TOTAL EXTRAORDINARY ITEMS (LINES 56-58)	0	0	59
60		(592) Cumulative Effect of Changes in Accounting Principles (Less: Applicable Income Taxes of \$62,397)			60
61	*	NET INCOME (LOSS) (LINES 55 + 59 + 60)	1,029,959	1,012,317	61
		RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI)			
62		NET REVENUES FROM RAILWAY OPERATIONS (NROI)	1,732,340	1,702,217	62
63	*	(556) Income Taxes on Ordinary Income (-)	102,292	172,109	63
64	*	(557) Provisions for Deferred Income Taxes (-)	492,538	456,022	64
65		Income from Lease of Road and Equipment (-)	0	13,398	65
66		Rent for Leased Roads and Equipment (+)			66
67		NET RAILWAY OPERATING INCOME (LOSS)	1,137,510	1,060,688	67

NOTES AND REMARKS FOR SCHEDULES 210 AND 220

Special Charge

In the fourth quarter of 1997 the respondent recorded a \$90 million pre-tax special charge. Approximately \$65 million of the charge related to the consolidation of union clerical employees and the remainder of the charge related to severance and other costs for exempt employees. This charge affected the following:

Line	Schedule 210 Column	Increase (Decrease)
14	(b, d)	90,000
15	(b, d)	(90,000)
28	(b)	(90,000)
37	(b)	(90,000)
43	(b)	(90,000)
46	(b)	(90,000)
50	(b)	(32,949)
51	(b)	(32,949)
52	(b)	(57,051)
55	(b)	(57,051)
61	(b)	(57,051)
62	(b)	(90,000)
64	(b)	(32,949)
67	(b)	(57,051)

Line	Schedule 220 Column	Increase (Decrease)
3	(b)	(57,051)
6	(b)	(57,051)
14	(b)	(57,051)
15	(b)	(57,051)
17	(b)	(57,051)

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)			
1		Balances at beginning of year	\$ 2,840,447	\$ 69,543	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income	1,011,523	18,436	3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings			5
6		TOTAL	1,011,523	18,436	6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock			11
12		Preferred stock (1)			12
13		TOTAL	0	0	13
14		Net increase (decrease) during year (line 6 minus line 13)	1,011,523	18,436	14
15	*	Balances at close of year (Lines 1, 2, and 14)	3,851,970	87,979	15
16	*	Balances from line 15(c)	87,979	N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end (798) of year	3,939,949	N/A	17
18		(797) Total appropriated retained earnings			18
19		Credits during year \$ 0			19
20		Debits during year \$ 0			20
21		Balance at Close of year \$ 0			21
22		Amount of assigned federal income tax consequences: Account 606 \$ 0			22
23		Account 616 \$ 0			23

(1) 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 I. CAPITAL STOCK
(Dollars in Thousands)

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

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year			Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)		
1	Common BNSF	1.00	1,000	1,000	NONE	1,000	1	NONE	1	
2									2	
3									3	
4	Preferred								4	
5									5	
6									6	
7									7	
8									8	
9									9	
10	TOTAL	1.00	1,000	1,000	NONE	1,000	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), (c) 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 (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at the beginning of year	NONE	NONE	1,000	1	NONE	NONE	(h) 6,481,823	11
12	Capital Stock Sold (1)								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Prior Year Adjustments (2)							943	15
16	Salary Exchange Program (3)							681	16
17	Minimum Pension Liability Adj. (4)							(2,750)	17
18	Balance at close of year	NONE	NONE	1,000	1	NONE	NONE	6,480,697	18

- (1) By footnote on page 17 state the purpose of the issue and authority.
- (2) Prior adjustments related to merger.
- (3) Program allows senior executives to exchange a portion of their annual salary for stock options.
- (4) Based on actuarial figures, the supplemental pension liability was increased.

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)		0	9

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
10		Income from continuing operations	1,029,959	1,012,317	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	(12,766)	(22,814)	11
12		Depreciation and amortization expenses	740,414	721,683	12
13		Net increase (decrease) in deferred income taxes	492,538	455,727	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(18,436)	(12,542)	14
15		Decrease (increase) in accounts receivable	(142,032)	(143,405)	15
16		Decrease (increase) in materials and supplies, and other current assets	17,479	(2,074)	16
17		Increase (decrease) in current liabilities other than debt	(234,026)	380,145	17
18		Increase (decrease) in other-net	(188,811)	(199,090)	18
19		Net cash provided from continuing operations (Lines 10-18)	1,684,319	2,189,927	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)	1,684,319	2,189,927	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	20,685	26,275	22
23		Capital expenditures	(2,218,184)	(2,246,701)	23
24		Net change in temporary cash investments not qualifying as cash equivalents	0	0	24
25		Proceeds from sale/repayment of investment and advances	0	0	25
26		Purchase price of long-term investment and advances	0	0	26
27		Net decrease (increase) in sinking and other special funds	0	0	27
28		Other - net	(188,112)	(13,306)	28
29		NET CASH USED IN INVESTING ACTIVITIES (Lines 22-28)	(2,365,611)	(2,233,732)	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	849,862	250,970	30
31		Principal payments of long-term debt	(168,979)	(300,010)	31
32		Proceeds from issuance of capital stock	0	0	32
33		Purchase price of acquiring treasury stock	0	0	33
34		Cash dividends paid	0	0	34
35		Other - net	(14,739)	134,177	35
36		NET CASH FROM FINANCING ACTIVITIES (Lines 30-35)	666,144	85,137	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (Lines 21, 29 & 36)	(15,148)	41,332	37
38		Cash and cash equivalents at beginning of the year	95,059	53,727	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (Lines 37 & 38)	79,911	95,059	39
		Footnotes to Schedule 240			
40		Cash paid during the year for: Interest (net of amount capitalized)*	140,090	87,700	40
41		Income taxes (net)*	169,954	5,278	41

*Only applies if indirect method is adopted

NOTES AND REMARKS

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	135,754	1
2	Customers (706)	Schedule 200, line 6, column b	321,988	2
3	Other (707)	NOTE A	55,048	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	512,790	4
	OPERATING REVENUE			
5	Railway Operating Revenue	Schedule 210, line 13, column b	8,408,503	5
6	Rent Income	NOTE B	160,904	6
7	TOTAL OPERATING REVENUES	Line 5 + 6	8,569,407	7
8	Average Daily Operating Revenues	Line 7 / 360 Days	23,804	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 / Line 8	22	9
10	Revenue Delay Days Plus Buffer	Line 9 + 15 Days	37	10
	CURRENT OPERATING LIABILITIES			
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	120,414	11
12	Audited Accounts and Wages Payable (753)	Schedule 200, line 32, column b (NOTE A)	287,791	12
13	Accounts Payable - Other (754)	Schedule 200, line 33, column b (NOTE A)	120,456	13
14	Other Taxes Accrued (761.5)	NOTE A	129,540	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	658,201	15
	OPERATING EXPENSES			
16	Railway Operating Expenses	Schedule 210, line 14, column b	6,676,163	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	675,404	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	6,837,067	18
19	Average Daily Expenditures	Line 18 / 360 Days	18,992	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 / Line 19	35	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	79,911	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23		24
	MATERIALS AND SUPPLIES			
25	Total Materials and Supplies (712)	Schedule 200, line 12, column b (NOTE A)	204,707	25
26	Scrap and Obsolete Material Included in Account 712	NOTE A	0	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	204,707	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	204,707	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

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GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A

1. Schedule 310 should give particulars of stocks, bonds, other secured obligations, unsecured notes, and investment advances of affiliated companies held by respondent at 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 (Included 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 Of Chicago, The Common	18.66	2
3			VII	Camas Prairie Railroad Company Common	50.00	3
4			VII	Central California Traction Co. Common	33.33	4
5			VII	Central California Traction Co. Preferred	33.33	5
6			VII	Houston Belt & Terminal Railway Company Common	50.00	6
7			VII	Iowa Transfer Railway Company Common	25.00	7
8			VII	Kansas City Terminal Railway Company Common	25.01	8
9			VII	Longview Switching Company Common	50.00	9
10			VII	M T Properties Inc. Common	50.00	10
11			VII	Oakland Terminal Railway Common	50.00	11
12			VII	Paducah & Illinois Railroad Company Common	33.33	12
13			VII	Portland Terminal Railroad Company Common	40.00	13
14			VII	St. Joseph Terminal R.R. Co. Common	50.00	14
15			VII	Sunset Railway Co. Common	50.00	15
16			VII	Terminal Railroad Association of St. Louis Common	14.28	16
17			VII	Texas City Terminal Railway Co. Common	33.33	17
18			VII	TTX Company Common	17.13	18
19			VII	Wichita Union Terminal Railway Company Common	66.67	19
20				Total Class A-1		20
21						21
22	721	A-3	VI	Peoria Development Corporation	1.74	22
23				Total Class A-3		23
24						24
25	721	C-1	VII	Burlington Northern Leasing Corporation \$41,447 - due 08/01, \$28338 - due 10/00		25
26				Total Class C-1		26
27						27
28	721	D-1	VII	St. Joseph Terminal R.R. Co. 6% Demand Note		28
29				Terminal Railroad Assoc. of St. Louis due 09/00		29
30				TTX		30
31				Total Class D-1		31
32						32
33	721	D-3	X	Santa Fe Pacific Corporation - BNSF Railways's Parent		33
34				Total Class D-3		34
35						35
36	721	E-1	VII	Camas Prairie Railroad Company		36
37			VII	Houston Belt & Terminal Railway Company		37
38			VII	Kansas City Terminal Railway Company		38
39			VII	Longview Switching Company		39
40			VII	Paducah & Illinois Railroad Company		40
41			VII	Port Terminal Railroad Association		41
42			VII	Terminal Railroad Association of St. Louis		42
43			VII	Wichita Union Terminal Railway Company		43
44			VII	Wichita Terminal Association		44
45			X	Midwest Northwest Properties Inc.		45
46						46
47						47
48						48
49						49
50						50

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 or assumed 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	Line No.
	Opening Balance	Additions	Deductions (if other than sale, explain)	Closing balance				
	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
1	471			471				1
2	500	20		520				2
3	50			50				3
4	409			409				4
5	264			264				5
6	9			9				6
7	16			16				7
8	163			163				8
9	2			2				9
10	355			355				10
11	113			113				11
12	3			3				12
13	1,368			1,368				13
14	150			150				14
15	54			54				15
16	0			0				16
17	1,405			1,405				17
18	15,667			15,667				18
19	48			48				19
20	21,045			21,065				20
21								21
22	34			34				22
23	34			34				23
24								24
25	69,785			69,785				25
26	69,785			69,785				26
27								27
28	175			175				28
29	183		183	0				29
30	596			596				30
31	944		183	761				31
32								32
33	453,907		152,564	301,343				33
34	453,907	0		301,343				34
35								35
36	507		16	491				36
37	7,778			7,778				37
38	7,548	1,434		8,982				38
39	63			63				39
40	705		89	616				40
41	393		1222	(829)				41
42	170			170				42
43	844			844				43
44	4			4				44
45	3,786			3,786				45
46								46
47								47
48								48
49								49
50								50

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 (included 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	St. Joseph Terminal Railroad Company		2
3			VII	Rail Cycle	50.00	3
4			VII	Central California Traction Co.		4
5				Account 721.5 Adjustments		5
6				Equity Earnings (Loss) - Schedule 310A		6
7				Total Class E-1		7
8						8
9				Grand Total Account 721		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

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	191			191				2
3	7,217		7,217	0				3
4	0	2,264	869	1,395				4
5	(1,251)	1,251		0				5
6	140,919	18,438		159,355				6
7	168,687	23,385	9,413	182,659				7
8								8
9	714,602	23,385	9,596	575,847				9
10								10
11								11
12								12
13								13
14								14
15								15
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31								31
32								32
33								33
34								34
35								35
36								36
37								37

310. NOTES AND REMARKS

	Number of Shares	% Ownership
(1) ALAMEDA BELT LINE		
The Burlington Northern and Santa Fe Railway Company		50.00
Union Pacific Railroad Company		50.00
		<u>100.00</u>
(2) BELT RAILWAY COMPANY OF CHICAGO, THE		
CSX Transportation, Inc.		25.01
Consolidated Rail Corporation		16.68
The Burlington Northern and Santa Fe Railway Company		16.66
Illinois Central Gulf Railroad Company		8.33
Norfolk and Western Railway Company		8.33
Soo Line Railroad Company		8.33
Grand Trunk Western Railroad Company		8.33
Union Pacific Railroad Company		8.33
		<u>100.00</u>
2,599 shares are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage. 2,599 shares are pledged under CB&Q First and Refunding Mortgage and GN General Gold Bond Mortgage and BNI Consolidated Mortgage.		
(3) CAMAS PRAIRIE RAILROAD COMPANY		
The Burlington Northern and Santa Fe Railway Company		50.00
Union Pacific Railroad Company		50.00
		<u>100.00</u>
(4) CENTRAL CALIFORNIA TRACTION COMPANY		
Union Pacific Railroad Company		66.67
The Burlington Northern and Santa Fe Railway Company		33.33
		<u>100.00</u>
(5) HOUSTON BELT & TERMINAL RAILWAY COMPANY		
The Burlington Northern and Santa Fe Railway Company		50.00
Union Pacific Railroad Company		50.00
		<u>100.00</u>
90 3/4 shares are pledged under GN General Gold Bond Mortgage. 30 1/4 shares are pledged under GN General Gold Bond Mortgage and the BNI Consolidated Mortgage.		
(6) IOWA TRANSFER RAILWAY COMPANY		
The Burlington Northern and Santa Fe Railway Company		25.00
Union Pacific Railroad Company		25.00
Heartland Rail		25.00
Norfolk and Western Railway Company		25.00
		<u>100.00</u>
161 shares are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BNI Consolidated Mortgage.		
(7) KANSAS CITY TERMINAL RAILWAY COMPANY		
Union Pacific Railroad Company		33.34
The Burlington Northern and Santa Fe Railway Company		25.01
Soo Line Railroad Company		8.33
Gateway Western Railroad Company		8.33
Kansas City Southern Railway Company		8.33
Norfolk and Western Railway Company		8.33
St. Louis Southwestern Railway Company		8.33
		<u>100.00</u>
1,833 1/3 shares are pledged under CB&Q First and Refunding Mortgage and GN General Gold Bond Mortgage. 1,833 1/3 shares are pledged under CB&Q First and Refunding Mortgage and GN General Gold Bond Mortgage and BNI Consolidated Mortgage. All of such pledges are subject to Stock Trust Agreement of 06/12/09 under which the shares, excepting directors' shares, are held by the Boatmen's Trust Company.		

310. NOTES AND REMARKS

	<u>% Ownership</u>
(8) LONGVIEW SWITCHING COMPANY	
The Burlington Northern and Santa Fe Railway Company	50.00
Union Pacific Railroad Company	50.00
	<u>100.00</u>
(9) MT PROPERTIES INC.	
The Burlington Northern and Santa Fe Railway Company	37.78
Union Pacific Railroad Company	36.72
Maytag Corporation	12.75
Soo Line Railroad Company	12.75
	<u>100.00</u>
30,498 shares are subject to the liens of the BNI Consolidated Mortgage, CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage and NP General Lien Mortgage.	
(10) OAKLAND TERMINAL RAILWAY	
The Burlington Northern and Santa Fe Railway Company	50.00
Union Pacific Railroad Company	50.00
	<u>100.00</u>
(11) PADUCAH & ILLINOIS RAILROAD COMPANY	
The Burlington Northern and Santa Fe Railway Company	33.34
Union Pacific Railroad Company	33.33
Illinois Central Gulf Railroad Company	33.33
CSX Transportation, Inc.	100.00
	<u>100.00</u>
33 1/3 shares are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage and BNI Consolidated Mortgage.	
(12) PORTLAND TERMINAL RAILROAD COMPANY	
Union Pacific Railroad Company	60.00
The Burlington Northern and Santa Fe Railway Company	40.00
	<u>100.00</u>
(13) ST JOSEPH TERMINAL RAILROAD COMPANY	
The Burlington Northern and Santa Fe Railway Company	50.00
Union Pacific Railroad Company	50.00
	<u>100.00</u>
(14) SUNSET RAILWAY COMPANY	
The Burlington Northern and Santa Fe Railway Company	50.00
Union Pacific Railroad Company t/a Southern Pacific Transportation Company	50.00
	<u>100.00</u>
(15) TERMINAL RAILROAD ASSOCIATION OF ST. LOUIS	
Union Pacific Railroad Company	28.60
CSX Transportation, Inc.	14.28
Illinois Central Gulf Railroad Company	14.28
The Burlington Northern and Santa Fe Railway Company	14.28
St. Louis Southwestern Railway Company	14.28
Norfolk and Western Railway Company	7.14
Southern Railway Company	7.14
	<u>100.00</u>
2,058 shares are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage and BNI Consolidated Mortgage.	
(16) TEXAS CITY TERMINAL RAILWAY COMPANY	
Union Pacific Railroad Company	66.67
The Burlington Northern and Santa Fe Railway Company	33.33
	<u>100.00</u>

310. NOTES AND REMARKS

	<u>% Ownership</u>
(17) TTX COMPANY	
Union Pacific Railroad Company	32.71
Consolidated Rail Corporation	21.81
The Burlington Northern and Santa Fe Railway Company	17.13
CSX Transportation, Inc.	9.35
Saint Louis Southwestern Railway Company	3.12
Norfolk Southern Railway Company	3.12
Central of Georgia Railroad Company	3.11
Norfolk and Western Railway Company	1.56
Illinois Central Gulf Railroad Company	1.56
Soo Line Railroad Company	1.56
Grand Trunk Western Railroad Company	1.56
Florida East Coast Industries, Inc.	0.93
Boston and Main Corporation	0.62
The Denver and Rio Grande Western Railroad Company	0.62
Kansas City Southern Railway Company	0.62
Richmond, Fredericksburg and Potomac	0.62
	<u>100.00</u>
(18) WICHITA UNION TERMINAL RAILWAY COMPANY	
The Burlington Northern and Santa Fe Railway Company	66.67
Oklahoma, Kansas and Texas Railroad Company	33.33
	<u>100.00</u>

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310A. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES (Dollars in Thousands) Undistributed Earnings From Certain Investments in Affiliated Companies								
1. Report below the details of all investments in common stocks included in Account 721 Investments and Advances Affiliated Companies. 2. Enter in column (c) the amount necessary to retroactively adjust those investments. (See Instruction 5-2 Uniform System of Accounts.) 3. Enter in column (d) the share of undistributed earnings (i.e., less dividends) or losses. 4. Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost) at date of acquisition. 5. For 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.
Carrier: (list specifics for each company)								
1	Alameda Belt Line	116		(338)			(222)	1
2	Central California Traction Company	591		(370)			221	2
3	Houston Belt & Terminal Railway Company	2,673		1,745			4,418	3
4	The Oakland Terminal Railway	610		(286)			324	4
5	Sunset Railway Company	496		(170)			326	5
6	Texas City Terminal Railway	7,513		(20)			7,493	6
7	TTX Company	129,346		18,000			147,346	7
8	The Wichita Union Terminal Railway Company	3		(298)			(295)	8
9	Iowa Transfer Railway Co.	24					24	9
10	M T Properties Inc.	241		767			1,008	10
11	Paducah and Illinois R.R. Co.	134		8			142	11
12	Portland Terminal R.R. Co.	(828)		18			(810)	12
13	Kansas City Terminal			(281)			(281)	13
14	Camas Prairie			(50)			(50)	14
15	Longview Switching			(31)			(31)	15
16	St. Joseph Terminal			(258)			(258)	16
17								17
18	TOTAL CARRIERS	140,919		18,436			159,355	18
Noncarrier: (list specifics for each company)								
19								19
20								20
21	TOTAL NONCARRIERS							21
22								22
23	TOTAL INVESTMENTS IN COMMON STOCK	140,919		18,436			159,355	23

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

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT
(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	1,374,702			1
2		(3) Grading	1,533,168			2
3		(4) Other right-of-way expenditures	17,354			3
4		(5) Tunnels and subways	86,608			4
5		(6) Bridges, trestles, and culverts	1,399,818			5
6		(7) Elevated structures				6
7		(8) Ties	2,337,842			7
8		(9) Rail and other track material	5,723,399			8
9		(11) Ballast	1,428,069			9
10		(13) Fences, snowsheds, and signs	36,488			10
11		(16) Station and office buildings	479,842			11
12		(17) Roadway buildings	38,372			12
13		(18) Water stations	6,606			13
14		(19) Fuel stations	92,290			14
15		(20) Shops and enginehouses	322,417			15
16		(22) Storage warehouses				16
17		(23) Wharves and docks	1,272			17
18		(24) Coal and ore wharves	22,192			18
19		(25) TOFC/COFC terminals	307,002			19
20		(26) Communication systems	362,650			20
21		(27) Signals and interlockers	1,418,854			21
22		(29) Power plants	2,897			22
23		(31) Power-transmission systems	17,315			23
24		(35) Miscellaneous structures	31,201			24
25		(37) Roadway machines	265,143			25
26		(39) Public improvements - construction	236,790			26
27		(44) Shop machinery	139,188			27
28		(45) Power-plant machinery	3,823			28
29		Other (specify and explain) (1)				29
30		TOTAL EXPENDITURES FOR ROAD	17,685,302			30
31		(52) Locomotives	1,169,537			31
32		(53) Freight-train cars	1,310,046			32
33		(54) Passenger-train cars				33
34		(55) Highway revenue equipment	2,124			34
35		(56) Floating equipment				35
36		(57) Work equipment	112,429			36
37		(58) Miscellaneous equipment	237,416			37
38		(59) Comp. systems and word proc. equip.	394,931			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	3,226,483			39
40		(76) Interest during construction	12,958			40
41		(80) Other elements of investment	10,695			41
42		(90) Construction in progress	445,838			42
43		GRAND TOTAL	21,381,276			43

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

Line No.	Cross Check	Expenditures for additions during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1		36,073	10,539	25,534	1,400,236	1
2		92,333	21,165	71,168	1,604,336	2
3		2,996	59	2,937	20,291	3
4		1,843	1,101	742	87,350	4
5		62,434	19,239	43,195	1,443,013	5
6						6
7		194,815	31,951	162,864	2,500,706	7
8		483,075	19,945	463,130	6,186,529	8
9		179,123	21,530	157,593	1,585,662	9
10		2,666	368	2,298	38,786	10
11		26,909	2,518	24,391	504,233	11
12		1,190	74	1,116	39,488	12
13		159	19	140	6,746	13
14		4,088	101	3,987	96,277	14
15		33,427	(255)	33,682	356,099	15
16						16
17					1,272	17
18		396		396	22,588	18
19		22,134	(94)	22,228	329,230	19
20		57,896	(436)	58,332	420,982	20
21		132,324	5,635	126,689	1,545,543	21
22		65	5	60	2,957	22
23		1,179	45	1,134	18,449	23
24		3,869	(24)	3,893	35,094	24
25		22,076	3,087	18,989	284,132	25
26		19,209	2,251	16,958	253,748	26
27		1,594	2,323	(729)	138,459	27
28		1,781	59	1,722	5,545	28
29						29
30		1,383,654	141,205	1,242,449	18,927,751	30
31		708,245	79,499	628,746	1,798,283	31
32		45,880	64,734	(18,854)	1,291,192	32
33						33
34					2,124	34
35						35
36		2,653	7,783	(5,130)	107,299	36
37		38,765	12,912	25,853	263,269	37
38		16,642	35,163	(18,521)	376,410	38
39		812,185	200,091	612,094	3,838,577	39
40		19,356	2,248	17,108	30,066	40
41		(1)	181	(182)	10,513	41
42		13,109		13,109	458,947	42
43		2,228,303	343,725	1,884,578	23,265,854	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 therefore are included in the rent for equipment and Account Nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include the cost of equipment owned and leased to others when 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 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 computes for each primary account, or a separate schedule may be included for each such property.
3. Show in columns (e), (f), and (g) data applicable to Lessor property, when the rent therefore is included in Account Nos. 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.
4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) effected.
5. Disclosure 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	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)		
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	
	ROAD							
1	(3) Grading	1,533,168	1,581,412	1.12				1
2	(4) Other right-of-way expenditures	17,354	19,625	2.05				2
3	(5) Tunnels and subways	86,608	87,288	1.02				3
4	(6) Bridges, trestles, and culverts	1,399,818	1,428,597	1.31				4
5	(7) Elevated structures							5
6	(8) Ties	2,337,842	2,437,402	4.76	TOTAL ROAD AND			6
7	(9) Rail and other track material	5,723,399	6,014,970	3.47				7
8	(11) Ballast	1,428,069	1,526,455	4.12	EQUIPMENT LEASED			8
9	(13) Fences, snowsheds, and signs	36,488	38,556	1.22				9
10	(16) Station and office buildings	478,842	503,407	3.63	FROM OTHERS			10
11	(17) Roadway buildings	38,372	39,737	2.63				11
12	(18) Water stations	6,606	6,745	11.23	IS LESS THAN 5%			12
13	(19) Fuel stations	92,290	96,038	3.25				13
14	(20) Shops and enginehouses	322,417	351,102	1.87	OF TOTAL OWNED			14
15	(22) Storage warehouses							15
16	(23) Wharves and docks	1,272	1,272	(0.18)				16
17	(24) Coal and ore wharves	22,192	22,589	1.38				17
18	(25) TOFC/COFC terminals	307,002	326,041	3.68				18
19	(26) Communication systems	362,650	410,401	4.27				19
20	(27) Signals and interlockers	1,418,854	1,531,123	3.40				20
21	(29) Power plants	2,897	2,957	2.86				21
22	(31) Power-transmission systems	17,315	18,408	2.33				22
23	(35) Miscellaneous structures	31,201	33,425	2.82				23
24	(37) Roadway machines	265,143	279,825	5.41				24
25	(39) Public Improvements—Construction	236,790	248,414	1.81				25
26	(44) Shop machinery	139,188	138,124	4.38				26
27	(45) Power-plant machinery	3,823	5,545	2.28				27
28	All other road accounts							28
29	Amortization (Other than defense projects)							29
30	TOTAL ROAD	16,310,600	17,149,458	3.28				30
	EQUIPMENT							
31	(52) Locomotives	1,169,537	1,738,163	4.50				31
32	(53) Freight-train cars	1,310,046	1,293,942	2.81				32
33	(54) Passenger-train cars							33
34	(55) Highway revenue equipment	2,124	2,123	4.73				34
35	(56) Flooting equipment							35
36	(57) Work equipment	112,429	108,523	2.45				36
37	(58) Miscellaneous equipment	237,416	264,362	10.19				37
38	(59) Computer systems and word processing equipment	394,931	371,621	15.60				38
39	TOTAL EQUIPMENT	3,226,483	3,778,734	5.39				39
40	GRAND TOTAL	19,537,083	20,928,192	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 designated "Dr."

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

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses *** (c)	Other Credits (d)	Retirements (e)	Other Debits (f)		
ROAD									
1		(3) Grading	229,533	13,505		5,382		237,656	1
2		(4) Other, right-of-way expenditures	2,541	380		7		2,914	2
3		(5) Tunnels and subways	24,862	720		758		24,924	3
4		(6) Bridges, trestles, and culverts	156,843	14,327		4,182		166,988	4
5		(7) Elevated structures							5
6		(8) Ties	485,541	108,978	10,861	133,515		471,865	6
7		(9) Rail and other track material	1,185,611	191,511	14,907	87,254		1,304,775	7
8		(11) Ballast	282,732	57,223	6,682	29,938		316,699	8
9		(13) Fences, snow sheds, and signs	9,663	372		134		9,901	9
10		(16) Station and office buildings	99,828	10,147	6,804	7,580		109,187	10
11		(17) Roadway buildings	10,359	1,020		5		11,374	11
12		(18) Water stations	1,745	759		(12)		2,516	12
13		(19) Fuel stations	19,532	3,147		228		22,451	13
14		(20) Shops and enginehouses	99,316	5,460	2,912	7,419		100,269	14
15		(22) Storage warehouses							15
16		(23) Wharves and docks	1,141	2		7		1,136	16
17		(24) Coal and ore wharves	7,665	308		(8)		7,981	17
18		(25) TOFC/COFC terminals	46,425	11,882		734		57,373	18
19		(26) Communication systems	94,699	5,499	2,844	781		102,261	19
20		(27) Signals and interlockers	164,554	45,944		(1,298)		211,796	20
21		(29) Power plants	1,353	82		1		1,434	21
22		(31) Power-transmission systems	3,219	427		(10)		3,656	22
23		(35) Miscellaneous structures	10,729	854		9		11,574	23
24		(37) Roadway machines	85,016	5,231	12,383	7,636		94,994	24
25		(39) Public improvements—Construction	32,327	3,572		1,043		34,856	25
26		(44) Shop machinery *	33,138	6,078		2,220		38,996	26
27		(45) Power-plant machinery	348	129		1		476	27
28		All other road accounts							28
29		Amortization (Adjustments)							29
30		TOTAL ROAD	3,088,818	487,357	57,393	287,516		3,346,052	30
EQUIPMENT									
31	*	(52) Locomotives	339,034	60,760		92,786		307,008	31
32	*	(53) Freight-train cars	518,746	36,925		69,286		486,385	32
33	*	(54) Passenger-train cars							33
34	*	(55) Highway revenue equipment	1,670	110		(25)		1,805	34
35	*	(56) Floating equipment							35
36	*	(57) Work equipment	45,938	2,852		7,385		41,405	36
37	*	(58) Miscellaneous equipment	110,509	26,199		12,513		124,195	37
38		(59) Computer systems and word processing equipment	193,295	61,201		42,111		212,385	38
39	*	Amortization Adjustments							39
40		TOTAL EQUIPMENT	1,209,192	188,047		224,056		1,173,183	40
41		GRAND TOTAL	4,298,010	675,404	57,393	511,572		4,519,235	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, snowsheds, and signs							9
10		(16) Station and office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops and enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals and interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements - construction							25
26		(44) Shop machinery *							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		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) Comp. systems and word proc. equip.							38
39		Amortization Adjustments							39
40		TOTAL EQUIPMENT							40
41		GRAND TOTAL	None					None	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 to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. This schedule should include only improvements to leased property charged to Account 732, "Improvements on Leased Property." The composite rates used should be those prescribed or otherwise authorized by the 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 authorized rates. If any charges 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				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	AMOUNTS ARE INCLUDED			10
11	(17) Roadway buildings				11
12	(18) Water stations	IN SCHEDULE 332.			12
13	(19) Fuel stations				13
14	(20) Shops and enginehouses				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communication systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements - Construction				25
26	(44) Shop machinery *				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	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 equip.				38
39	Amortization Adjustments				39
40	TOTAL EQUIPMENT				40
41	GRAND TOTAL				41

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

342. ACCUMULATED DEPRECIATION-IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS

(Dollars in Thousands)

1. Enter the required information concerning debits and credits to Account 733, "Accumulated Depreciation-Improvements on Leased Property," during the year relating to improvements made to road and equipment property leased from others, the depreciation charges for which are included in operating expenses of the respondent.

2. If any entries are made for column (d) "Other credits" or column (f) "Other debits," state the facts occasioning such entries on page 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.

4. Show in column (e) the debits to the reserve arising from retirements. These debits should not exceed investment, etc.

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO 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	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		AMOUNTS ARE INCLUDED					10
11		(17) Roadway buildings							11
12		(18) Water stations		IN SCHEDULE 335.					12
13		(19) Fuel stations							13
14		(20) Shops and enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals and interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements - construction							25
26		(44) Shop machinery *							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight-train cars	Total road leased (732) from others is less than 5% of total road 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	22,889	4,744		492		27,241	39

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

NOTES AND REMARKS FOR SCHEDULE 342

Schedule 335

Following amounts represent transfers from depreciation expense to inventory and capital accounts to recognize allocated overhead costs.

Line	Column	Amount
6	d	10,861
7	d	14,907
8	d	6,682
10	d	6,804
14	d	2,912
19	d	2,844
24	d	12,383

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

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

2. Show in columns (b) and (c), for each primary account, the depreciation base used in computing the depreciation for the months of January and December, respectively, with respect to road and equipment owned by the respondent but leased to others, the depreciation charges for which are not included 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	TOTAL ROAD AND EQUIPMENT LEASED			6
7	(9) Rail and other track material				7
8	(11) Ballast	TO OTHERS IS LESS THAN			8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office buildings	5% OF TOTAL OWNED.			10
11	(17) Roadway buildings				11
12	(18) Water stations	RENT ON RAILROAD PROPERTY LEASED TO			12
13	(19) Fuel stations				13
14	(20) Shops and enginehouses	OTHERS AS SHOWN ON SCHEDULE 352A			14
15	(22) Storage warehouses				15
16	(23) Wharves and docks	IS NOT CARRIED IN ACCTS.			16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals	32-11-00, 32-12-00, 32-13-00,			18
19	(26) Communication systems				19
20	(27) Signals and interlockers	32-21-00, 32-22-00 AND 32-23-00.			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 expenses rather than W&S expenses.

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

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

Line No	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		TOTAL ROAD AND EQUIPMENT					8
9		(13) Fences, snow sheds, and signs							9
10		(16) Station and office buildings		LEASED TO OTHERS IS LESS					10
11		(17) Roadway buildings							11
12		(18) Water stations		THAN 5% OF TOTAL OWNED					12
13		(19) Fuel stations							13
14		(20) Shops and enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks		RENT ON RAILROAD PROPERTY LEASED					16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals		TO OTHERS AS SHOWN ON SCHEDULE					18
19		(26) Communication systems							19
20		(27) Signals and interlockers		352A IS NOT CARRIED IN ACCTS					20
21		(29) Power plants							21
22		(31) Power-transmission systems		32-11-00, 32-12-00, 32-13-00,					22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines		32-21-00, 32-22-00 AND 32-23-00.					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) Comp. systems and word processing equipment							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL							39

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

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 of 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 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 the 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 total for each class of company in column (d) and (e). Then show, as deductions, data for transportation property leased to carriers and others.
4. In column (c), line-haul carriers report the miles of road used in line-haul service. Report miles in whole numbers.
5. In column (d), show the amount applicable in Accounts 731 and 732 on the books of the companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to 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 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 investment in the securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6 percent or otherwise) value of property of private owners, or portions of property of other carriers, should be explained.
6. In column (e), show the amount of depreciation and amortization accrued as of the close of the year in accounts 733, 734, 735, 736, and 772 that is applicable to the property of the carriers whose names are listed in column (b), regardless of where the reserves therefor are recorded

Line No.	Class (See Ins 2)	Name of company	Miles of road used (See Ins. 4) (whole number)	Investments in property (See Ins. 5)	Depreciation and amortization of defense products (See Ins 6)	Line No.
(a)	(b)	(c)	(d)	(e)		
1	R	Burlington Northern Santa Fe Railroad	25,323	23,265,854	4,522,819	1
2						2
3		Add Leased from Others:				3
4	O	Shippers Consortium, Inc. - Council				4
5		Bluffs, NE to Bayard, IA - Track	100	**	*	5
6	O	SP - Klamath Falls, OR - Switch Track & Track		**	*	6
7	O	STLSW - Rio to Hampton, TX - 2nd Track		**	*	7
8	O	U. S. Government-Shelton to Bangor &	49	**	*	8
9		Bremerton, WA - Track				9
10	O	City of Pueblo, CO - way switching tracks at Devine, CO		53	*	10
11	O	Conrail - turnouts and yard tracks at Chicago		9	*	11
12		Total Leased from Others	149	62		12
13						13
14		Deduct Leased to Others:				14
15	O	Montana Rail Link	507	210,098	146,880	15
16	O	MKT - Rosedale, KS - Driveway		2	0	16
17	O	DMIR - Hibbing, MN Turnout(4th Ave. West)		5	4	17
18	O	Brandon Corp. - S. Omaha, NE - Yard		33	13	18
19	O	Oakland Terminal Railway - yard				19
20		switching tracks at Oakland, CA.		217	142	20
21	O	Houston Belt & Tmnl. Ry. Co. - second main tracks				21
22		& yard switching tracks at Houston, TX	5	687	437	22
23		Total Leased to Others	512	211,042	147,476	23
24						24
25		Deduct Operated by Others:				25
26	O	Grainbelt Corporation	189	15,254	7,095	26
27	O	Red River Valley & Western	653	40,739	24,122	27
28						28
29						29
30		Total Operated by Others	842	55,993	31,217	30
31		Net Deductions	(1,205)	(266,973)	(178,693)	31
32		GRAND TOTAL	24,118	22,998,881	4,344,126	32

* Depreciation not available to respondent.

** Investment not available to respondent.

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 the 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 this 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 or property of other carriers.
4. Report on line 30 amounts not includible in the accounts shown, or on 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 print stub or column headings without 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	1,423,877			(1,282)	1
2		(3) Grading	1,604,336			(30,554)	2
3		(4) Other, right-of-way expenditures	20,291			(48)	3
4		(5) Tunnels and subways	87,350			(4,321)	4
5		(6) Bridges, trestles, and culverts	1,443,013			(10,475)	5
6		(7) Elevated structures					6
7		(8) Ties	2,500,706			(49,075)	7
8		(9) Rail and other track material	6,186,529			(113,993)	8
9		(11) Ballast	1,585,662			(26,696)	9
10		(13) Fences, snow sheds, and signs	38,786			(673)	10
11		(16) Station and office buildings	504,233			(3,438)	11
12		(17) Roadway buildings	39,488			(1,176)	12
13		(18) Water stations	7,025			(26)	13
14		(19) Fuel stations	96,277			(835)	14
15		(20) Shops and enginehouses	356,099			(1,650)	15
16		(22) Storage warehouses					16
17		(23) Wharves and docks	1,272				17
18		(24) Coal and ore wharves	22,309				18
19		(25) TOFC/COFC terminals	329,230			(167)	19
20		(26) Communication systems	420,982			(7,210)	20
21		(27) Signals and interlockers	1,545,543			(12,562)	21
22		(29) Power plants	2,957			(2)	22
23		(31) Power-transmission systems	18,449			(312)	23
24		(35) Miscellaneous structures	35,094			(290)	24
25		(37) Roadway machines	284,132				25
26		(39) Public improvements-Construction	253,748			(1,915)	26
27		(44) Shop machinery	138,460			(86)	27
28		(45) Power-plant machinery	5,545				28
29		Leased property capitalized rentals (explain)					29
30		Other (specify and explain)					30
31		TOTAL ROAD	18,951,393			(266,786)	31
32		(52) Locomotives	1,798,283				32
33		(53) Freight-train cars	1,291,182				33
34		(54) Passenger-train cars					34
35		(55) Highway revenue equipment	2,123				35
36		(56) Floating equipment					36
37		(57) Work equipment	107,299				37
38		(58) Miscellaneous equipment	263,269				38
39		(59) Computer systems and word processing equipment	376,410			(171)	39
40		TOTAL EQUIPMENT	3,838,576			(171)	40
41		(78) Interest during construction	30,066			(16)	41
42		(80) Other elements of investment	10,513				42
43		(90) Construction work in process	435,306				43
44		GRAND TOTAL	23,265,854			(266,973)	44

* Includes property leased from and to and operated by others.

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

Schedule 210

Line 4, column (b)	Line 47, column (b)
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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 Commission's rules governing the separation of such expenses between freight and passenger services.										
Line No.	Cross Check	Name of railway operating expense account	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)	Line No.
		WAY AND STRUCTURES ADMINISTRATION								
1		Track	9,486	101	410	41	10,038		10,038	1
2		Bridges and Buildings	5,748	94	226	108	6,176		6,176	2
3		Signal	5,955	33	155	102	6,245		6,245	3
4		Communication	1,742	61	71	55	1,929		1,929	4
5		Other	18,293	138	278	94	18,803		18,803	5
		REPAIR AND MAINTENANCE								
6		Roadway - Running	33,551	3,757	15,727	2,847	55,882		55,882	6
7		Roadway - Switching	4,885	533	2,151	388	7,757		7,757	7
8		Tunnels and Subways - Running	190	186	347	5	728		728	8
9		Tunnels and Subways - Switching	26		47	1	74		74	9
10		Bridges and Culverts - Running	13,056	1,287	5,218	2,491	22,052		22,052	10
11		Bridges and Culverts - Switching	1,767	176	711	340	2,994		2,994	11
12		Ties - Running	2,101	704	59	723	3,587		3,587	12
13		Ties - Switching	429	190	8	99	726		726	13
14		Rail and Other Track Material - Running	72,791	14,989	12,735	4,197	104,712		104,712	14
15		Rail and Other Track Material - Switching	10,113	1,431	1,737	572	13,853		13,853	15
16		Ballast - Running	3,016	385	1,404	356	5,161		5,161	16
17		Ballast - Switching	415	59	191	49	714		714	17
18		Road Property Damaged - Running	825	403			1,228		1,228	18
19		Road Property Damaged - Switching	167	56			223		223	19
20		Road Property Damaged - Other								20
21		Signals and Interlockers - Running	42,868	9,817	4,071	(2,648)	54,106		54,106	21
22		Signals and Interlockers - Switching	5,870	1,489	555	(361)	7,553		7,553	22
23		Communication Systems	17,307	3,763	2,454	516	24,040		24,040	23
24		Power Systems	903	424	1,521	10	2,858		2,858	24
25		Highway Grade Crossing - Running	385	(106)	1,143	4	1,426		1,426	25
26		Highway Grade Crossing - Switching	52	53	156	(10)	251		251	26
27		Station and Office Buildings	4,736	1,885	7,942	4,335	18,898		18,898	27
28		Shop Buildings - Locomotives	3,039	1,931	7,850	214	13,034		13,034	28
29		Shop Buildings - Freight Cars	342	1,650	2,659	24	4,675	N/A	4,675	29
30		Shop Buildings - Other Equipment	899	6,582	4,730	63	12,274		12,274	30

410. RAILWAY OPERATING EXPENSES - Continued (Dollars in thousands)									
Line No.	Cross Check	Name of railway operating expense account	Freight					Passenger	Total
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)		
101		REPAIR AND MAINTENANCE - Continued							
102		Locomotive Servicing Facilities	1,104	2,328	3,351	194	6,977		6,977
103		Miscellaneous Buildings and Structures	6,008	3,778	3,109	543	13,438		13,438
104		Coal Terminals	2,388	308	279	(894)	2,281	N/A	2,281
105		Ore Terminals	955	2,728	1,628	37	5,346	N/A	5,346
106		Other Marine Terminals	469	7	762	163	1,401	N/A	1,401
107		TOFC/COFC Terminals	175	95	13,368	6,750	20,388	N/A	20,388
108		Motor Vehicle Loading and Distribution						N/A	
109		Facil for Other Special Service Operations						N/A	
110		Roadway Machines	2,705	5,821	44	3	8,573		8,573
111		Small Tools and Supplies	454	21,186	178	66	21,882		21,882
112		Snow Removal	7,215	1,743	3,031	542	12,531		12,531
113		Fringe Benefits - Running	N/A	N/A	N/A	62,809	62,809		62,809
114		Fringe Benefits - Switching	N/A	N/A	N/A	8,754	8,754		8,754
115		Fringe Benefits - Other	N/A	N/A	N/A	26,719	26,719		26,719
116		Casualties and Insurance - Running	N/A	N/A	N/A	28,583	28,583		28,583
117		Casualties and Insurance - Switching	N/A	N/A	N/A	477	477		477
118		Casualties and Insurance - Other	N/A	N/A	N/A	450	450		450
119		Lease Rentals Debit - Running	N/A	N/A	4,097	N/A	4,097		4,097
120		Lease Rentals Debit - Switching	N/A	N/A	559	N/A	559		559
121		Lease Rentals Debit - Other	N/A	N/A	5,212	N/A	5,212		5,212
122		Lease Rentals (Credit) - Running	N/A	N/A	(13,349)	N/A	(13,349)		(13,349)
123		Lease Rentals (Credit) - Switching	N/A	N/A	(1,336)	N/A	(1,336)		(1,336)
124		Lease Rentals (Credit) - Other	N/A	N/A					
125		Joint Facility Rent Debit - Running	N/A	N/A	4,472	N/A	4,472		4,472
126		Joint Facility Rent Debit - Switching	N/A	N/A	608	N/A	608		608
127		Joint Facility Rent Debit - Other	N/A	N/A	967	N/A	967		967
128		Joint Facility Rent (Credit) - Running	N/A	N/A	(8,028)	N/A	(8,028)		(8,028)
129		Joint Facility Rent (Credit) - Switching	N/A	N/A	(1,119)	N/A	(1,119)		(1,119)
130		Joint Facility Rent (Credit) - Other	N/A	N/A	(2,007)	N/A	(2,007)		(2,007)
131		Other Rents Debit - Running	N/A	N/A	405	N/A	405		405
132		Other Rents Debit - Switching	N/A	N/A		N/A			
133		Other Rents Debit - Other	N/A	N/A	695	N/A	695		695
134		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	Total (h)
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)		
134	*	REPAIR AND MAINTENANCE - Continued							
135	*	Other Rents (Credit) - Switching	N/A	N/A		N/A			134
136	*	Other Rents (Credit) - Other	N/A	N/A		N/A			135
137	*	Depreciation - Running	N/A	N/A	N/A	314,787	314,787		314,787
138	*	Depreciation - Switching	N/A	N/A	N/A	42,925	42,925		42,925
139	*	Depreciation - Other	N/A	N/A	N/A	123,438	123,438		123,438
140		Joint Facility Debit - Running	N/A	N/A	67,392	N/A	67,392		67,392
141		Joint Facility Debit - Switching	N/A	N/A	9,191	N/A	9,191		9,191
142		Joint Facility Debit - Other	N/A	N/A		N/A			141
143		Joint Facility (Credit) - Running	N/A	N/A	(57,437)	N/A	(57,437)		(57,437)
144		Joint Facility (Credit) - Switching	N/A	N/A	(7,832)	N/A	(7,832)		(7,832)
145		Joint Facility (Credit) - Other	N/A	N/A		N/A			144
146		Dismantling Retired Road Property - Running	23		5	3	31		31
147		Dismantling Retired Road Property - Switching	3		1		4		4
148		Dismantling Retired Road Property - Other							147
149		Other - Running	80	(661)	(631)	2,070	558		558
150		Other - Switching	11	(137)	(80)	428	212		212
151		Other - Other	51	(618)	(406)	1,330	357		357
		TOTAL WAY AND STRUCTURES	282,398	88,347	101,873	634,992	1,107,408		1,107,408
		EQUIPMENT							
		LOCOMOTIVES							
201		Administration	4,995	328	1,441	542	7,306		7,306
202	*	Repair and Maintenance	91,809	89,021	131,076	23,033	334,939		334,939
203	*	Machinery Repair	1,274	822		689	2,765		2,765
204		Equipment Damaged	656	1,531		268	2,453		2,453
205		Fringe Benefits				34,362	34,362		34,362
206		Other Casualties and Insurance	N/A	N/A	N/A	14,959	14,959		14,959
207	*	Lease Rentals Debit	N/A	N/A	189,512	N/A	189,512		189,512
208	*	Lease Rentals (Credit)	N/A	N/A	(712)	N/A	(712)		(712)
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	63,869	63,869		63,869
214		Joint Facility - Debit	N/A	N/A		3,963	3,963		3,963
215		Joint Facility - (Credit)	N/A	N/A		N/A			215
216	*	Repairs Billed to Others - (Credit)	N/A	N/A		(33,116)	(33,116)		(33,116)

410. RAILWAY OPERATING EXPENSES - Continued (Dollars in Thousands)									
Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger	Total (h)
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)		
217		LOCOMOTIVES - Continued							
218		Dismantled Retired Property							
219		Other		901		181	1,062		1,062
220		TOTAL LOCOMOTIVES	98,734	92,603	292,164	137,861	621,362		621,362
221		FREIGHT CARS							
222		Administration	7,305	202	887	87	8,481	N/A	8,481
223		Repair and Maintenance	82,105	104,415	32,786	14,191	233,497	N/A	233,497
224		Machinery Repair	784	506		412	1,702	N/A	1,702
225		Equipment Damaged	3,957	1,516	284	11,637	17,394	N/A	17,394
226		Fringe Benefits	N/A	N/A	N/A	32,767	32,767	N/A	32,767
227		Other Casualties and Insurance	N/A	N/A	N/A	25,471	25,471	N/A	25,471
228		Lease Rentals Debit	N/A	N/A	224,024	N/A	224,024	N/A	224,024
229		Lease Rentals (Credit)	N/A	N/A	(1,483)	N/A	(1,483)	N/A	(1,483)
230		Joint Facility Rents - Debit	N/A	N/A		N/A		N/A	
231		Joint Facility Rents - (Credit)	N/A	N/A		N/A		N/A	
232		Other Rents - Debit	N/A	N/A	466,117	N/A	466,117	N/A	466,117
233		Other Rents - (Credit)	N/A	N/A	(116,126)	N/A	(116,126)	N/A	(116,126)
234		Depreciation	N/A	N/A	N/A	38,838	38,838	N/A	38,838
235		Joint Facility - Debit	N/A	N/A		N/A		N/A	
236		Joint Facility - (Credit)	N/A	N/A		N/A		N/A	
237		Repairs Billed to Others - (Credit)	N/A	N/A	(81,723)	N/A	(81,723)	N/A	(81,723)
238		Repairs Billed to Others - (Credit)	N/A	N/A		N/A		N/A	
239		Dismantling Retired Property							
240		Other	94,151	107,424	524,766	123,512	849,853	N/A	849,853
241		TOTAL FREIGHT CARS	2,152	101	443	1,254	3,950		3,950
242		OTHER EQUIPMENT							
243		Administration							
244		Repairs and Maintenance	250	527	62,421		63,198	N/A	63,198
245		Trucks, Tractors, & Containers - Revenue Svc.							
246		Floating Equipment - Revenue Service							
247		Passenger and Other Revenue Equipment	798	1,244	3	20	2,065		2,065
248		Computers and Data Processing Systems	2	49		1,725	1,776		1,776
249		Machinery	406	253	108	206	973		973
250		Work and Non-Revenue Equipment	3,314	7,924	20,687	(1,279)	30,646		30,646
251		Equipment Damaged	48	33			81		81
252		Fringe Benefits	N/A	N/A	N/A	2,426	2,426		2,426
253		Other Casualties and Insurance	N/A	N/A	N/A	1,706	1,706		1,706
254		Lease Rentals - Debit	N/A	N/A	N/A	70,907	70,907		70,907
255		Lease Rentals - (Credit)	N/A	N/A	N/A				

410. RAILWAY OPERATING EXPENSES - Continued (Dollars in Thousands)									
Line No.	Cross Check	Name of railway operating expense account	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)	
		OTHER EQUIPMENT - Continued							
313		Joint Facility Rents - Debit	N/A	N/A		N/A			313
314	*	Joint Facility Rents - (Credit)	N/A	N/A		N/A			314
315	*	Other Rents - Debit	N/A	N/A	56,916	N/A	56,916		315
316	*	Other Rents - (Credit)	N/A	N/A	(16,744)	N/A	(16,744)		316
317	*	Depreciation	N/A	N/A	N/A	91,547	91,547		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	(12,843)	N/A	(12,843)		320
321		Dismantling Retired Property		1		2	3		321
322		Other		895	3	(1,006)	(108)		322
323		TOTAL OTHER EQUIPMENT	6,970	11,027	181,901	98,601	298,499		323
324		TOTAL EQUIPMENT	199,855	211,054	898,831	357,974	1,767,714		324
		TRANSPORTATION:							
		TRAIN OPERATIONS							
401		Administration	46,520	4,944	9,463	28,561	87,488		401
402		Engine Crews	398,261	(956)	10,216	118	405,639		402
403		Train Crews	367,060	(877)	39,793	12,295	418,271		403
404		Dispatching Trains	28,803	(64)	(2)	2,419	31,156		404
405		Operating Signals and Interlockers	2,207	369	4,350	5	6,931		405
406		Operating Drawbridges	1,844		15	27	1,887		406
407		Highway Crossing Protection	(200)	2	4,555	(34)	4,323		407
408		Train Inspection and Lubrication	21,398	518	(23)	2,741	24,634		408
409	*	Locomotive Fuel		709,769			709,769		409
410		Electric Power Purch/Prod. for Motive Power	45,578	12,210	(2,377)	919	56,330		410
411		Servicing Locomotives	N/A	N/A	N/A				411
412		Freight Lost or Damaged - Solely Related							412
413		Clearing Wrecks				17,435	17,435		413
414		Fringe Benefits	N/A	N/A	N/A	317,340	317,340		414
415		Other Casualties and Insurance	N/A	N/A	N/A	84,242	84,242		415
416		Joint Facility - Debit	N/A	N/A	5,880	N/A	5,880		416
417		Joint Facility - (Credit)	N/A	N/A	(19,052)	N/A	(19,052)		417
418		Other	2,348	2,080	5,882	5,709	17,019		418
419		TOTAL TRAIN OPERATIONS	811,819	727,996	60,700	468,777	2,170,292		419
		YARD OPERATIONS							
420		Administration	6,523	855	1,334	3,747	12,459		420
421		Switch Crews	222,761		1,282		224,043		421

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)		
422		YARD OPERATIONS - Continued							
423		Controlling Operations	29,929		757		30,686		30,686
424		Yard Terminal Clerical	39,016	1,287	2,445		42,748		42,748
425	*	Operating Switches Signals, Retarders & Humps		163		688	851		851
426		Locomotive Fuel		37,356			37,356		37,356
427		Electric Power Purch/Produced for Motive Power							
428		Servicing Locomotives	5,671		12	6,558	12,292		12,292
429		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A				
430		Clearing Wrecks		22	4,004		4,026		4,026
431		Fringe Benefits	N/A	N/A	N/A	105,801	105,801		105,801
432		Other Casualties and Insurance	N/A	N/A	N/A	32,441	32,441		32,441
433		Joint Facility - Debit	N/A	N/A	22,104		22,104		22,104
434		Joint Facility - (Credit)	N/A	N/A	(3,270)		(3,270)		(3,270)
435		Other	101	132	824	6	1,063		1,063
501		TOTAL YARD OPERATIONS	304,001	39,866	29,492	149,241	522,600		522,600
502		TRAIN AND YARD OPERATIONS COMMON							
503		Cleaning Car Interiors		38	4,921	N/A	4,959		4,959
504		Adjusting and Transferring Loads	21	12	2,063	N/A	2,096		2,096
505		Car Loading Devices and Grain Doors				N/A			
506		Freight Lost or Damaged - All other	N/A	N/A	N/A				
507		Fringe Benefits	N/A	N/A	N/A	16,559	16,559		16,559
508		TOTAL TRAIN AND YARD OPERATIONS COMMON	21	50	6,984	16,566	23,621		23,621
509		SPECIALIZED SERVICE OPERATIONS							
510		Administration	20,054	1,054	1,810	4,483	27,401	N/A	27,401
511		Pick-Up and Delivery, and Marine Line Haul	6	25	62,494	83	62,618	N/A	62,618
512		Loading and Unloading Local Marine	92	2,183	167,411	3,263	172,949	N/A	172,949
513		Protective Services	5,191	4,225	2,273	12	11,701	N/A	11,701
514		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A				
515		Fringe Benefits	N/A	N/A	N/A	8,820	8,820	N/A	8,820
516		Casualties and Insurance	N/A	N/A	N/A	1,080	1,080	N/A	1,080
517		Joint Facility - Debit	N/A	N/A		N/A			
518		Joint Facility - (Credit)	N/A	N/A		N/A			
519		Other	25,343	20	233,988	17,751	284,589	N/A	284,589
520		TOTAL SPECIALIZED SERVICE OPERATIONS	25,343	7,507	233,988	17,751	284,589	N/A	284,589

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							
519		Administration	48,530	6,274	9,782	21,253	85,839		85,839
520		Employees Perform Clerical & Accounting Functions	36,081	2,699	3,586	743	43,109		43,109
521		Communication System Operation	1,736	329	35,533	886	38,484		38,484
522		Loss and Damage Claims Processing							
523		Fringe Benefits	N/A	N/A	N/A	30,051	30,051		30,051
524		Casualties and Insurance	N/A	N/A	N/A	6,784	6,784		6,784
525		Joint Facility - Debit	N/A	N/A		N/A			
526		Joint Facility - (Credit)				N/A			
527		Other	86,347	125	48,901	59,717	125		125
528		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	1,327,531	9,427	380,065	713,052	204,392		204,392
601		GENERAL AND ADMINISTRATIVE							
602		Officers - General and Administrative	36,655	14,970	9,237	33,876	84,738		84,738
603		Accounting, Auditing, and Finance	32,736	3,146	6,333	3,936	46,151		46,151
604		Management Services and Data Processing	23,242	2,007	55,012	689	80,950		80,950
605		Marketing	33,096	3,308	5,027	6,341	47,772		47,772
606		Sales	26,537	3,307	5,026	6,341	41,211		41,211
607		Industrial Development	1,189	144	57	234	1,624	N/A	1,624
608		Personnel and Labor Relations	10,342	43	4,975	3,634	18,984		18,984
609		Legal and Secretarial	9,086	252	37,367	3,894	50,599		50,599
610		Public Relations and Advertising	2,078	884	630	1,035	4,627		4,627
611		Research and Development							
612		Fringe Benefits	N/A	N/A	N/A	64,278	64,278		64,278
613		Casualties and Insurance	N/A	N/A	N/A	2,197	2,197		2,197
614		Writedown of Uncollectible Accounts	N/A	N/A	N/A	15,575	15,575		15,575
615		Property Taxes	N/A	N/A	N/A	101,912	101,912		101,912
616		Other Taxes Except on Corp. Income or Payroll	N/A	N/A	N/A	19,975	19,975		19,975
617		Joint Facility - Debit	N/A	N/A	2,830	N/A	2,830		2,830
618		Joint Facility - (Credit)			(741)	N/A	(741)		(741)
619		Other	9,724	2,303	6,597	(15,769)	2,855		2,855
620		TOTAL GENERAL AND ADMINISTRATIVE	184,695	30,364	132,350	248,148	595,547		595,547
620	*	TOTAL CARRIER OPERATING EXPENSES	1,994,467	1,114,611	1,612,919	1,954,166	6,676,163		6,676,163

NOTES AND REMARKS

Footnote to Schedule 410 - Special Charge (See Page 18)

<u>Line</u>	<u>Columns</u>	<u>Increase (Decrease)</u>
618	(e, f, h)	90,000
619	(e, f, h)	90,000
620	(e, f, h)	90,000

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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				1
2		3	Grading	13,505			2
3		4	Other right-of-way expenditures	380			3
4		5	Tunnels and subways	720			4
5		6	Bridges, trestles, and culverts	14,327			5
6		7	Elevated structures				6
7		8	Ties	108,978			7
8		9	Rail and other track material	191,511			8
9		11	Ballast	57,223			9
10		13	Fences, snowsheds and signs	372			10
11		16	Station and office buildings	10,147			11
12		17	Roadway buildings	1,020			12
13		18	Water stations	759			13
14		19	Fuel stations	3,147			14
15		20	Shops and enginehouses	5,460			15
16		22	Storage warehouses				16
17		23	Wharves and docks	2			17
18		24	Coal and ore wharves	308			18
19		25	TOFC/COFC terminals	11,682			19
20		26	Communications systems	5,499			20
21		27	Signals and interlockers	45,944			21
22		29	Power plants	82			22
23		31	Power transmission systems	427			23
24		35	Miscellaneous	854			24
25		37	Roadway machines	5,231			25
26		39	Public improvements, construction	3,572			26
27		45	Power plant machines				27
28		-	Other lease/rentals		(3,717)		28
29		-	TOTAL	481,150	(3,717)		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's own 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 (credits) and 230 (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f) lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of Schedule 410 because those lines include rentals for "Other Equipment" which is reported in Schedule 415, column (e). The balancing of Schedules 410, 414 and 415 "Other Equipment" is outlined in note 6 to Schedule 415.

4. Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper owned cars

5. Report in columns (c), (d), (f), and (g) rentals for railroad owned cars prescribed by the Board in Ex Parte No. 334, for which rentals are settled on combination mileage and time basis (basic per diem) Include railroad owned per diem tank cars on line 17.

NOTES: Mechanical designations for each car type are shown in schedule 710.

Line No.	Cross Check	Type of equipment (a)	GROSS AMOUNTS RECEIVABLE Per diem basis			GROSS AMOUNTS PAYABLE Per diem basis			Line No.
			Private line cars (b)	Mileage c	Time (d)	Private line cars (e)	Mileage (f)	Time (g)	
CAR TYPES									
1		Box-Plain 40 Foot							1
2		Box-Plain 50 Foot and Longer		27	265	12,195	4,031	12,590	2
3		Box-Equipped		3,928	14,257	2	15,314	36,848	3
4		Gondola-Plain		288	316	1,441	1,423	2,314	4
5		Gondola-Equipped		1,885	6,391	4	5,458	10,870	5
6		Hopper-Covered		5,038	19,716	33,065	6,410	19,526	6
7		Hopper-Open Top-General Service		815	2,911	24	589	2,647	7
8		Hopper-Open Top-Special Service		50	108	65	251	729	8
9		Refrigerator-Mechanical		1,165	1,913	18	312	775	9
10		Refrigerator-Non-Mechanical		2,468	7,133	1,424	2,406	5,247	10
11		Flat TOFC/COFC		3,205	15,424	129,216	5,051	12,745	11
12		Flat Multi-Level		1,462	2,934	31,847	2,303	3,153	12
13		Flat-General Service		22	57	51	226	311	13
14		Flat-Other		540	2,513	21,787	3,631	11,016	14
15		Tank-Under 22,000 Gallons		11	42	19,043			15
16		Tank-22,000 Gallons and Over		30	157	23,274			16
17		All Other Freight Cars		54	436	269	57	935	17
18		Auto Racks			20,765	23,062		2,162	18
19		TOTAL FREIGHT TRAIN CARS		20,788	95,338	296,787	47,462	121,868	19
OTHER FREIGHT-CARRYING EQUIPMENT									
20		Refrigerated Trailers							20
21		Other Trailers			16,679	46,218		10,995	21
22		Refrigerated Containers							22
23		Other Containers							23
24		TOTAL TRAILERS AND CONTAINERS			16,679	46,218		10,995	24
25		GRAND TOTAL (LINES 19 AND 24)		20,788	112,017	343,005	47,462	132,863	25

NOTES AND REMARKS

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GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 415

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

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

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

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

(c) Sum of Highway Equipment (line 32), Floating Equipment (line 35), Passenger and Other Revenue Equipment (line 36), Computer and Data Processing Equipment (line 37), Machinery-Other Equipment (line 40), and Work and Other Non-Revenue Equipment (line 41), compared to Schedule 410, the sum of lines 302 through 307, 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 and 38 compared to Schedule 410, line 213

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

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

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

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

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

(b) Freight Cars, line 24 and 39, compared with Schedule 410, lines 226 and 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 Adj. net during year (e)	Line No.
				Owned (c)	Capitalized lease (d)		
		LOCOMOTIVES					
1		Diesel Locomotive - Yard	15,091	523			1
2		Diesel Locomotive - Road	286,732	33,712	26,473		2
3		Other Locomotive - Yard					3
4		Other Locomotive - Road					4
5	*	TOTAL LOCOMOTIVES	301,823	34,235	26,473		5
		FREIGHT TRAIN CARS					
6		Box - Plain 40 foot	18	6			6
7		Box - Plain 50 foot and longer	167	447			7
8		Box - Equipped	21,204	4,697			8
9		Gondola - Plain	8,976	743			9
10		Gondola - Equipped	16,645	2,913			10
11		Hopper - Covered	57,094	9,712			11
12		Hopper - Open Top - General Service	14,509	3,691			12
13		Hopper - Open Top - Special Service	9,960	879			13
14		Refrigerator - Mechanical	5,705	442			14
15		Refrigerator - Nonmechanical	4,636	3,597			15
16		Flat TOFC/COFC	2,701	2,421			16
17		Flat Multi-Level	1,403	343			17
18		Flat - General Service	2,035	64			18
19		Flat - Other	5,474	2,391			19
20		All Other Freight Cars	1,247	199			20
21		Cabooses		755			21
22		Auto Racks		3,485			22
23		Miscellaneous Accessories		127			23
24	*	TOTAL FREIGHT TRAIN CARS	151,774	36,892			24
		OTHER EQUIPMENT-REVENUE FREIGHT					
25		Refrigerated Trailers					25
26		Other Trailers	40,122	16			26
27		Refrigerated Containers					27
28		Other Containers					28
29		Bogies					29
30		Chassis	10,233	94			30
31		Other Highway Equipment (Freight)					31
32	*	TOTAL HIGHWAY EQUIPMENT	50,355	110			32
		FLOATING EQUIPMENT -REVENUE SERVICE					
33		Main Line Haul					33
34		Local Manne					34
35	*	TOTAL FLOATING EQUIPMENT					35
		OTHER EQUIPMENT					
36	*	Passenger and Other Revenue Equipment (Freight Portion)	2,065				36
37	*	Computer Systems and Word Proc. Equip.	1,776	59,124	2,077		37
38	*	Machinery - Locomotives	2,765	3,161			38
39	*	Machinery - Freight Cars	1,702	1,946			39
40	*	Machinery - Other Equipment	973	1,105			40
41	*	Work and Other Non-Revenue Equipment	30,646	29,131			41
42		TOTAL OTHER EQUIPMENT	39,927	94,467	2,077		42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	543,879	165,704	28,550		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			16,320		5,708		1
2		188,800	863,943	918,020	248,063	53,237	2
3							3
4							4
5		188,800	880,263	918,020	253,771	53,237	5
6			286		(28)		6
7			15,389		8,491		7
8		8,014	167,077		79,305		8
9		18,222	29,681		1,238		9
10			111,302		40,603		10
11		133,335	421,403		154,083		11
12		348	133,564		48,764		12
13		8,712	43,671		9,286		13
14		5,270	32,505		13,678		14
15			130,024		59,370		15
16		35,485	3,541		985		16
17			14,939		4,592		17
18		1,100	2,752		820		18
19			79,834		27,794		19
20		1,519	13,584		3,823		20
21			16,692		7,150		21
22		10,536	68,553		26,662		22
23			6,295		(231)		23
24		222,541	1,291,192		486,385		24
25							25
26		6,972	159		(4)		26
27							27
28		24,371			(8)		28
29							29
30		29,301	1,965		1,817		30
31							31
32		60,644	2,124		1,805		32
33							33
34							34
35							35
36							36
37		9,668	354,160	22,250	209,611	2,774	37
38			65,954		17,623		38
39			40,605		10,850		39
40			31,900		8,523		40
41		233	370,568		165,600		41
42		9,901	863,187	22,250	412,207	2,774	42
43		481,886	3,036,766	940,270	1,154,168	56,011	43

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

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

416. SUPPORTING SCHEDULE - ROAD
(Dollars in Thousands)

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	956,897	117,880	1.07	361	144	1.07				957,258	118,024	1
2		8	1,255,523	219,187	4.68	386	73	4.68				1,255,909	219,260	2
3		9	3,341,411	772,733	3.67	4,244	462	3.67				3,345,655	773,195	3
4		11	630,765	110,105	4.35	775	149	4.35				631,540	110,254	4
5	SUB-TOTAL		6,184,596	1,219,905		5,766	828					6,190,362	1,220,733	5
6	II	3	404,689	78,521	1.07	147	7	1.07				404,836	78,528	6
7		8	893,730	173,509	4.21	3,046	364	4.21				896,776	173,873	7
8		9	1,845,507	359,560	2.91	5,341	201	2.91				1,850,848	359,761	8
9		11	774,159	166,670	4.13	1,991	55	4.13				776,050	166,725	9
10	SUB-TOTAL		3,918,085	778,260		10,425	627					3,928,510	778,887	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	181,524	36,175	1.07	130	7	1.07				181,654	36,182	16
17		8	317,638	72,609	3.67	370	71	3.67				318,008	72,680	17
18		9	896,455	162,980	1.80	631	74	1.80				897,086	163,054	18
19		11	161,956	36,867	2.54	59	16	2.54				162,015	36,883	19
20	SUB-TOTAL		1,557,573	308,631		1,190	168					1,558,763	308,799	20
21	V	3	60,588	4,900	1.07							60,588	4,900	21
22		8	30,013	5,980	3.67							30,013	5,980	22
23		9	92,940	7,647	1.77							92,940	7,647	23
24		11	16,057	2,813	2.54							16,057	2,813	24
25	SUB-TOTAL		199,598	21,340								199,598	21,340	25
26	GRAND TOTAL		11,859,852	2,328,136	N/A	17,381	1,623	N/A				11,877,233	2,329,759	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

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417 SPECIALIZED SERVICE SUBSCHEDULE - TRANSPORTATION
(Dollars in Thousands)

- 1 Report freight expenses only.
- 2 Report in lines 1, 2, 3, 4, and 10 the total of those natural expenses (salaries and wages, material, tools, supplies, fuels and lubricants, purchased services, and general) incurred in the operation of each type of specialized service facility. This schedule does not include switching services performed by train and yard crews in connection with or within
- 3 When it is necessary to apportion expenses, such as administrative expenses to two or more services, they shall be apportioned on the most equitable basis available to the respondent and only to the services they support. The total expenses in column (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 (h), relate to refrigerator cars only.
- 8 Report in column (i) total expenses incurred in performing rail substitute service, other highway revenue service, LCL terminal operations, warehouse operations, freight car transloading, grain elevator terminal operations and livestock feeding operations only

Line No.	Gross 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	24,921					323	2,157		27,401	1.
2	.	Pick up and delivery, marine line haul	62,618								62,618	2.
3	.	Loading and unloading and local marine	152,058					20,891			172,949	3.
4	.	Protective services, total debit and credits	5,348						6,353		11,701	4.
5	.	Freight lost or damaged—solely related										5.
6	.	Franchise benefits	8,674					146			8,820	6.
7	.	Casualty and Insurance	753					17	310		1,080	7.
8	.	Joint facility - Debit										8.
9	.	Joint facility - Credit										9.
10	.	Other	20								20	10.
11	.	TOTAL	254,392		0	0	0	21,377	8,820		284,589	11.

NOTES AND REMARKS

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450. ANALYSIS OF TAXES
(Dollars in Thousands)

A. Railway Taxes

Line No.	Cross Check	Kind Of Tax (a)	Amount (b)	Line No
1		Other than U.S. Government Taxes	168,233	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax and Surtax	76,926	2
3		Excess Profits		3
4		Total - Income Taxes lines 2 - 3	76,926	4
5		Railroad Retirement	358,654	5
6		Hospital Insurance	37,681	6
7		Supplemental Annuities	24,860	7
8		Unemployment Insurance	2,667	8
9		All Other United States Taxes		9
10		Total - U.S. Government Taxes	500,788	10
11		Total - Railway Taxes	669,021	11

B. Adjustments to Federal Income Taxes

- In column (a) are listed the particulars which most often cause a differential between taxable income and pretax accounting income. Other particulars which cause such a differential should be listed under the caption Other (Specify), including State and other taxes deferred if computed separately. Minor items, each less than \$100,000, may be combined in a single entry under Other (Specify).
- Indicate in column (b) the beginning of the year total of Accounts 714, 744, 762, and 786 applicable to each particular item in column (a).
- Indicate in column (c) the net change in Accounts 714, 744, 762, and 786 for the net tax effect of timing differences originating and reversing in the current accounting period.
- Indicate in column (d) any adjustments, as appropriate, including adjustments to eliminate or reinstate deferred tax effects (credits or debits) due to applying or recognizing a loss carry-forward or a loss carry-back.
- The total of line 19 in columns (c) and (d) should agree with the total of the contra charges (credits) to Account 557, Provision for Deferred Taxes, and Account 591, Provision for Deferred Taxes - Extraordinary Items, for the current year.
- Indicate in column (e) the cumulative total of columns (b), (c), and (d). The total of column (e) must agree with the total of Accounts 714, 744, 762 and 786.

Line No.	Particulars (a)	Beginning Of Year Balance (b)	Net Credits Charges For Current Year (c)	Adjustments (d)	End Of Year Balance (e)	Line No.
1	Deferred debits:					1
2	Accrued liabilities not deductible until paid:					2
3	Casualty and Environmental	(300,240)	30,659		(269,581)	
4	Postretirement benefits	(95,714)	21,670		(74,044)	4
5	Restructuring	(213,909)	799		(213,110)	5
6	Other	(480,189)	151,310	(1,743)	(330,622)	6
7	Non-expiring AMT credit carryforwards	(43,824)	8,303		(35,521)	7
8	Subtotal	(1,133,876)	212,741	(1,743)	(922,878)	8
9	Deferred tax credits:					9
10	Depreciation	5,182,732	310,010		5,492,742	10
11	Other	117,929	(30,213)	82,018	169,734	11
12	Subtotal	5,300,661	279,797	82,018	5,662,476	12
13						13
14						14
15						15
16						16
17						17
18						18
19	Net deferred tax liability	4,166,785	492,538	80,275	4,739,598	19

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

* Footnotes:

1. If flow-through method was elected, indicated net decrease (or increase) in tax accrual because of investment tax credit

- 0 -

If deferral method for investment tax credit was elected:

- (1) Indicate amount of credit utilized as a reduction of tax liability for current year.

N/A

- (2) Deduct amount of current year's credit applied to reduction of tax liability but deferred for accounting purposes.

N/A

- (3) Balance of current year's credit used to reduce current year's tax accrual.

N/A

- (4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual.

N/A

- (5) Total decrease in current year's tax accrual resulting from use of investment tax credits.

N/A

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

- 0 -

Adjustment is to reflect income taxes on balance sheet adjustment which, in accordance with generally accepted accounting principles, are not reflected in Railway income tax expense:

Deferred compensation and supplemental pension (\$1,743)

Reclassified from Parent 82,018

\$80,275

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		NONE			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
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	Terminal RR Assn of St. Louis				1
2	Burlington Northern Santa Fe Railway Company	Sinking Fund and Interest	945	Joint	2
3	CSX Transportation, Inc.	on Refdg. and Imp. Mtgs.			3
4	Illinois Central Gulf Railroad Co.	Bond Series C due 7/01/2019			4
5	Norfolk and Western Railway Company				5
6	Southern Railway Company				6
7	Union Pacific Railroad				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		None			2
3					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.

1. None
2. None
3. None
4. None
5. None
6. None

NOTES AND REMARKS

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SCHEDULE 510 SEPARATION OF DEBTHOLDINGS BETWEEN ROAD PROPERTY AND EQUIPMENT
(Dollars In Thousands)

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

I. Debt Outstanding at End of Year:

Line #	Account No.	Title	Source	Balance at Close of Year
1	751	Loans and Notes Payable	Sch. 200, L. 30	
2	764	Equipment Obligations and Other Long Term Debt due Within One Year	Sch. 200, L. 39	99,256
3	765/767	Funded Debt Unmatured	Sch. 200, L. 41	515,083
4	766	Equipment Obligations	Sch. 200, L. 42	332,606
5	766.5	Capitalized Lease Obligations	Sch. 200, L. 43	647,311
6	768	Debt in Default	Sch. 200, L. 44	0
7	769	Accounts Payable, Affiliated Companies	Sch. 200, L. 45	354,944
8	770.1/770.2	Unamortized Debt Discount	Sch. 200, L. 46	(39,332)
9		Total Debt	Sum L. 1-8	1,909,868
10		Debt Directly Related to Road Property	Note 1.	417,289
11		Debt Directly Related to Equipment	Note 1.	1,112,724
12		Total Debt Directly Related to Road & Equipment	Sum L. 10 and L. 11	1,530,013
13		Percent Directly Related to Road	L. 10 div. by L. 12 (Whole % + 2 decimals)	27.27
14		Percent Directly Related to Equipment	L. 11 div. by L. 12 (Whole % + 2 decimals)	72.73
15		Debt Not Directly Related to Road or Equipment	L. 9 - L. 12	379,855
16		Road Property Debt (Note 2)	(L. 13 x L. 15) plus L. 10	520,875
17		Equipment Debt (Note 2)	(L. 14 x L. 15) plus L. 11	1,388,993

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	117,082
19	546	Contingent Interest on Funded Debt	Sch. 210, L. 44	0
20	517	Release of Premiums on Funded Debt	Sch. 210, L. 22	0
21		Total Interest (Note 3)	(L. 18 + L. 19) - L. 20	117,082
22		Interest Directly Related to Road Property Debt	Note 4.	48,217
23		Interest Directly Related to Equipment Debt	Note 4.	65,064
24		Interest Not Directly Related to Road or Equipment Property Debt	L. 21 - (L. 22 + L. 23)	3,801
25		Interest on Road Property Debt (Note 5)	L. 22 + (L. 24 x L. 13)	49,254
26		Interest on Equipment Debt (Note 5)	L. 23 + (L. 24 x L. 14)	67,828
27		Embedded Rate of Debt Capital - Road Property	L. 25 div. by L. 16	9.46
28		Embedded Rate of Debt Capital - Equipment	L. 26 div. by L. 17	4.88

Note 1 Directly related means the purpose which the funds were used when the debt was issued.

Note 2. Line 16 plus Line 17 must equal Line 9.

Note 3 Line 21 includes interest on debt in Account 769-Accounts Payable, Affiliated Companies

Note 4 This interest relates to debt reported in Lines 10 and 11, respectively.

Note 5. Line 25 plus Line 26 must equal Line 21.

NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 512

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE 512. TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT FOR SERVICES RECEIVED OR PROVIDED							Line No.
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	BNSF Corp		Controlled	Services Rendered	20,000	-	1
2							2
3	SFP		Controlled	Seattle Office Lease	1,051	-	3
4							4
5	BN Leasing Corporation		Common	Railroad Rolling Stock (Rental)	39,537	9,950 (P)	5
6							6
7	BN Leasing Corporation		Common	Branch Lines (Rental)	4,974	1,658 (P)	7
8							8
9	BN Leasing Corporation		Common	Industrial Land (Rental)	5,202	867 (P)	9
10							10
11	BN Leasing Corporation		Common	Interest on Notes Receivable	4,145	5,526 (R)	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 column 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 THE CLOSE OF YEAR

700. MILEAGE OPERATED AT THE CLOSE OF YEAR										
Line No.	Class	Proportion owned or leased by Respondent	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks	Miles of yard switching tracks	TOTAL	Line No.
			Miles of road	Miles of second main track	Miles of all other main tracks	Miles of passing tracks, cross-overs, and turnouts				
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1	1	100%	25,107	3,854	103	3,271	2,785	5,647	40,767	1
2	1J	75%						5	5	2
3	1J	66.7%						17	17	3
4	1J	50%	200	122	26	18	59	188	613	4
5	1J	33.3%	16			4	7	37	64	5
6	1J	25%					1	55	56	6
7	1J	20%							0	7
8		TOTAL 1J	216	122	26	22	67	302	755	8
9		TOTAL 1 AND 1J	25,323	3,976	129	3,293	2,852	5,949	41,522	9
10	2		137			12	11	25	185	10
11	3		128	2		14	16	8	168	11
12	4		381			3	48	15	447	12
13	5		7,788	353	2	117	130	209	8,599	13
57		GRAND TOTAL	33,757	4,331	131	3,439	3,057	6,206	50,921	57
58		MILES OF ELECTRIFIED ROAD OF TRACK INCLUDED IN PRECEDING GRAND TOTAL			NONE					58

700. CANADIAN MILEAGE OPERATED AT THE CLOSE OF YEAR (INCLUDED IN SCHEDULE 700 ABOVE)

Line No.	Class	Proportion owned or leased by Respondent	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks	Miles of yard switching tracks	TOTAL	Line No.
			Miles of road	Miles of second main track	Miles of all other main tracks	Miles of passing tracks, cross-overs, and turnouts				
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1	1	100%	77	10		8	5	21	121	1
2	1J	50%	5						5	2
3		TOTAL CLASS 1	82	10	0	8	5	21	126	3
4	2		4				1	5	10	4
5	5		70	2		5	6		83	5
57		GRAND TOTAL CANADIAN MILES	156	12	0	13	12	26	219	57

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.											
Line No.	Cross Check	State or territory (a)	MILES OF ROAD OPERATED BY RESPONDENT								
			Line owned (b)	Line of proprietary companies (c)	Line operated under lease (d)	Line operated under contract, etc. (e)	Line operated under trackage rights (f)	Total mileage operated (g)	Line owned, not operated by respondent (h)	New line constructed during year (i)	Line No.
1		Alabama	246					110	356		1
2		Arizona	595						595		2
3		Arkansas	208					837	1,045		3
4		British Columbia	82					1	83		4
5		California	1,084	9				699	1,783	10	5
6		Colorado	773	96				584	1,453	3	6
7		Florida							0		7
8		Idaho	319					2	321	33	8
9		Illinois	1,256					213	1,469		9
10		Iowa	540		127	6		38	711		10
11		Kansas	1,308	3				585	1,896		11
12		Kentucky	13								12
13		Louisiana	216						13		13
14		Manitoba		4				181	397		14
15		Minnesota	1,643		1			69	73		15
16		Mississippi	179					222	1,866	3	16
17		Missouri	1,646						179		17
18		Montana	2,135					156	1,802		18
19		Nebraska	1,740					1	2,136	474	19
20		Nevada						2	1,742		20
21		New Mexico	1,306					809	809		21
22		North Dakota	2,159					378	1,684		22
23		Oklahoma	1,291					16	2,175	650	23
24		Oregon	326					153	1,444	189	24
25		South Dakota	592			364		114	440	53	25
26		Tennessee	16					24	980		26
27		Texas	2,673	34		11		1,971	4,689		27
28		Utah						436	436		28
29		Washington	1,744					181	1,925		29
30		Wisconsin	267					6	273		30
31		Wyoming	966						966		31
32											32
33											33
34											34
35		TOTAL MILEAGE (single track)	25,323	137	128	381		7,788	33,757	1,415	35

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

NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In column (c) give the number of units purchased new or built in company shops. In column (d) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.
3. Units leased to others for a period of one year or more are reportable in column (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 (f).
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.,

boosters, slugs, etc. For reporting purposes, indicate radio-controlled self-powered diesel units on lines 1 through 8, as appropriate. Radio-controlled units that are not self-powered, i.e., those without a diesel, should be reported on line 13 under "auxiliary units."

7. Column (k) should show aggregate capacity for all units reported in column (j), as follows: For locomotive units, report the manufacturers' rated horsepower (the maximum continuous power output from the diesel engine or engines delivered to the main generator or generators for tractive purposes). Exclude capacity data for steam locomotives. For passenger-train cars report the number of passenger seats available for revenue service, counting one passenger to each berth in sleeping cars.

8. Passenger-train car types and service equipment car types correspond to AAR Mechanical Division designations. Descriptions of car codes and designations are published in The Official Railway Equipment Register.

9. Cross-checks

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

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.	
				Units installed			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)
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)								
		Locomotive Units												
1		Diesel-freight units	3,793		299			29	1,797	2,266	4,063	13,378,662	1	
2		Diesel-passenger units									0		2	
3		Diesel-multiple purpose units	457					7	392	58	450	775,694	3	
4		Diesel-switching units	182						175	7	182	227,356	4	
5	*	TOTAL (lines 1 to 4) units	4,432		299			36	2,364	2,331	4,695	14,381,712	5	
6	*	Electric-locomotives									0		6	
7	*	Other self-powered units	2							2	2	2,400	7	
8	*	TOTAL (lines 5, 6 and 7)	4,434		299			36	2,364	2,333	4,697	14,384,112	8	
9	*	Auxiliary units	39						28	11	39	NA	9	
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	4,473		299			36	2,392	2,344	4,736	14,384,112	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)	1997 (i)	1998 (j)	1999 (k)	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)							
11	*	Diesel	1548	893	493	137	840	261	224	298			4,695	11
12	*	Electric											0	12
13	*	Other self-powered units					2						2	13
14	*	TOTAL (lines 11 to 13)	1548	893	493	137	842	261	224	299	0	0	4,697	14
15	*	Auxiliary units	2	7	19		11						39	15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	1550	900	512	137	853	261	224	299	0	0	4,736	16

710. INVENTORY OF EQUIPMENT-Continued													
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS													
Line No.	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year					Units at Close of Year				
				Units Installed			Units retired from service of respondent whether owned or leased, including reclassification (g)	Owned and used (h)	Leased from others (i)	Total in service of respondent (col. (h)&(i)) (j)	Aggregate capacity of units reported in col. (j) (see ins. 7) (k)	Leased to others (l)	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)							All other units including reclassification and second hand units purchased or leased from others (f)
17		PASSENGER-TRAIN CARS Non-Self-Propelled Coaches (PA, PB, PBO)	141						141	141	20,168		17
18		Combined cars (All class C, except CSB)								0			18
19		Parlor cars (PBC, PC, PL, PO)								0			19
20		Sleeping cars (PS, PT, PAS, PDS)								0			20
21		Dining grill and tavern cars (All class D, PD)								0			21
22		Non-passenger-carrying cars (All class B, CSB, M, PSA, IA)								0			22
23		TOTAL (lines 17 to 22)	141	0	0	0	0	0	141	141	20,168	0	23
24		Electric passenger cars (EP, ET)								0			24
25		Electric combined cars (EC)								0			25
26		Internal combustion rail motorcars (ED, EG)								0			26
27		Other self-propelled cars (Specify types)								0			27
28		TOTAL (lines 24 to 27)	0	0	0	0	0	0	0	0	0	0	28
29		TOTAL (lines 23 and 28)	141	0	0	0	0	0	141	141	20,168	0	29
30		COMPANY SERVICE CARS											30
31		Business cars (PV)	40				27	45		45	N/A		31
32		Board outfit cars (MWX)	254				13	70		197	N/A		32
33		Derrick and snow removal cars (MWU, MWV, MWW, MWK)	78				97	81	94	94	N/A		33
34		Dump and ballast cars (MWB, MWD)	1,423				311	248	1,458	30	N/A		34
35		Other maintenance and service equipment cars	4,345			33	882	1,886	3,374		N/A		35
36		TOTAL (lines 30 to 34)	6,140	0	0	33	1,130	2,107	5,166	30	N/A	N/A	36

Coaches leased from Western Suburban Mass Transit District, a public authority, and used solely for commuter service between Chicago and Aurora, Illinois

Coaches leased from Western Suburban Mass Transit District, a public authority, and used solely for commuter service between Chicago and Aurora, Illinois.

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 (i).

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)	
		FREIGHT TRAIN CARS							
36		Plain box cars - 40' (B1, B2)	142						36
37		Plain box cars - 50' and longer (B3, B4, B5, B6, B7, B8)	940				1		37
38		Equipped box cars (All Code A, Except A 5)	10,719				74		38
39		Plain gondola cars (All Codes G & J 1, J 2, J 3, and J 4)	4,749	18			1		39
40		Equipped gondola cars (All Code E)	6,947			345	106	1	40
41		Covered hopper cars (All Code C 1, C 2, C 3, C 4)	44,112				654		41
42		Open top hopper cars-general service (All Code H)	8,914				6		42
43		Open top hopper cars-special service (All codes J-O, and All Code K)	1,516			360	40		43
44		Refrigerator cars-mechanical (R 5, R 6, R 7, R 8, R 9)	2,109				288		44
45		Refrigerator cars-non-mechanical (R 0, R 1, R 2)	4,646	62			181		45
46		Flat cars-TOFC/COFC (All Codes P, Q & S, Except Q8)	1,199						46
47		Flat cars-multi-level (All Code V)	3,587						47
48		Flat cars-general service (F10, F20, F30)	234				2		48
49		Flat cars-other (F 1, F 2, F 3, F 4, F 5, F 6, F 8, F40)	4,075				15		49
50		Tank cars-under 22,000 gallons (T 0, T 1, T 2, T 3, T 4, T 5, Except T000)	140						50
51		Tank cars-22,000 gallons and over (T 6, T 7, T 8, T 9)	353						51
52		All other freight cars (A 5, F 7, All Code L and Q8)	613	119					52
53		TOTAL (lines 36 to 52)	95,005	199	0	705	1,368	1	53
54		Caboose(All Code M-930)	N/A	451					54
55		TOTAL (lines 53, 54)	95,005	650	0	705	1,368	1	55

710 INVENTORY OF EQUIPMENT - Continued

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

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

Line No.	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	
					Time-mileage cars	All other			
		(h)	(i)	(j)	(k)	(l)	(m)	(n)	
36		22	109	11	120		6,641		36
37		19	634	288	922		77,094		37
38		260	7,401	3,132	10,533		859,202		38
39		116	1,472	3,180	4,634	18	429,335		39
40		206	6,238	955	7,193		708,074		40
41		1,621	25,150	17,995	43,145		4,280,466		41
42		167	8,179	574	8,753		822,448		42
43		52	1,215	649	1,864		204,090		43
44		303	1,361	733	2,094		170,303		44
45		377	4,224	288	4,450	62	370,649		45
46		10	137	1,052	1,189		280,533		46
47		9	813	2,775	3,588		42,739		47
48		12	224		224		16,046		48
49		49	3,361	680	4,041		339,465		49
50			140		140		11,040		50
51		2	321	30	351		33,784		51
52			723	9	613	119	52,204		52
53		3,225	61,702	32,351	93,854	199	8,704,113	0	53
54		62	389		N/A	389	N/A		54
55		3,287	62,091	32,351	93,854	588	8,704,113	0	55

710. INVENTORY OF EQUIPMENT - Continued

710. INVENTORY OF EQUIPMENT - Continued									
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS									
Line	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No
			Per diem (b)	All others (c)	Units installed				
					New units purchased or built (d)	New units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, including reclassification and second hand units purchased or leased from others (g)	
		FLOATING EQUIPMENT							
56		Self-propelled vessels (Tugboats, car ferries, etc.)							56
57		Non-self-propelled vessels (Car floats, lighters, etc.)							57
58		TOTAL (lines 56 and 57)	N/A	0	0	0	0	0	58
		HIGHWAY REVENUE EQUIPMENT							
59		Chassis Z1, Z67, Z68, Z69		5,273					59
60		Dry van U2, Z, Z6, 1-6	9,691	5,369					60
61		Flat bed U3, Z3	381						61
62		Open bed U4, Z4							62
63		Mechanical refrigerator U5, Z5							63
64		Bulk U0, Z0							64
65		Insulated U7, Z7	252	592					65
66		Tank (1) Z0, U6		25					66
67		Other trailer and container (Special equipped dry van U9, Z8, Z9)	88	18					67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 to 69)	10,412	11,277	0	0	0	0	70

NOTES AND REMARKS

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

710. INVENTORY OF EQUIPMENT - Continued

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			
		(h)	(i)	(j)	(k)	(l)	(m)	(n)	
56									56
57									57
58		0	0	0	N/A	0	0	0	58
59		121	313	4,839		5,152	12,960		59
60		182	6	14,872	9,671	5,207	459,824		60
61				381	381		9,650		61
62									62
63									63
64									64
65				844	252	592	25,008		65
66				25		25	693		66
67				106	88	18	729		67
68									68
69									69
70		303	319	21,067	10,392	10,994	508,864	0	70

NOTES AND REMARKS

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

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

2. In column (a) list each class or type of locomotive unit, car, or TOFC/COFC equipment on a separate line. By class is meant the standard classification used to distinguish types of locomotive units, freight cars or other equipment adopted by the Association of American Railroads, and should include physical characteristics requested by Schedule 710. Locomotive units should be identified as to power source, wheel arrangement, and horsepower per unit, such as multiple-purpose diesel locomotive A units (B-B), 2,500 HP. Cars should be identified as to special construction or service characteristics, such as aluminum-covered hopper car (LO), steel boxcars-special service (XAP), etc. For TOFC/COFC show type of equipment as enumerated in Schedule 710.

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

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

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

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

NEW UNITS

Line No.	Class of equipment (a)	Number of units (b)	Total weight (tons) (c)	Total cost (d)	Method of acquisition (see instructions) (e)	Line No.
1						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	TOTAL	0	N/A	0	N/A	19

REBUILT UNITS

20	FREIGHT-TRAIN CARS:					20
21	PLAIN BOX CARS - 50	1	181	24,299	S	21
22	EQUIPPED BOX CARS	74	11,364	1,400,001	S	22
23	PLAIN GONDOLA CARS	1	154	6,825	S	23
24	EQUIPPED GONDOLA CARS	106	20,562	1,659,704	S	24
25	COVERED HOPPER CARS	654	130,043	10,702,887	S	25
26	OPEN TOP HOPPER CARS - GEN SERVICE	6	1,200	67,226	S	26
27	OPEN TOP HOPPER CARS - SPL SERVICE	40	7,240	495,650	S	27
28	REFRIGERATOR CARS - MECHANICAL	288	35,369	6,304,915	S	28
29	REFRIGERATOR CARS - NON MECHANICAL	181	30,106	6,191,548	S	29
30	FLAT CARS - GEN SERVICE	2	308	33,219	S	30
31	FLAT CARS - OTHER	15	2,325	235,502	S	31
	TOTAL FREIGHT CARS	1,368		27,121,776		
32	COMPANY SERVICE CARS:					32
33	OTHER MAINT AND SERVICE EQUIPMENT CARS:					33
34	BALLAST CARS	1		20,569	S	34
35	TOOL CARS	32		160,072	S	35
36	TOTAL COMPANY SERVICE CARS	33		180,641		36
37						37
38	TOTAL	1,401	N/A	27,302,417	N/A	38
39	GRAND TOTAL	1,401	N/A	27,302,417	N/A	39

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

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

Track category 1

- A - Freight density of 20 million or more gross ton miles per track mile per year (include passing tracks, turnouts and crossovers)
- B - Freight density of less than 20 million gross ton miles per track mile per year, but at least 5 million (include passing tracks, turnouts and crossovers)
- C - Freight density of less than 5 million gross ton miles per track mile per year, but at least 1 million (include passing tracks, turnouts and crossovers)
- D - Freight density of less than 1 million gross ton miles per track mile per year (include passing tracks, turnouts and crossovers)
- E - Way and yard switching tracks (passing tracks, crossovers and turnouts shall be 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	16,972	45.86	53.79	122.6	1
2	B	9,192	11.17	48.01	65.5	2
3	C	3,497	2.70	34.10	92.5	3
4	D	3,737	2.66	27.13	78.8	4
5	E	8,924	n/a	n/a	n/a	5
6	TOTAL	42,322	26.96	47.15	359.4	6
7	F	11,102	n/a	n/a	n/a	7
8	Potential abandonments	43	n/a	n/a	n/a	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 (k) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general conditions 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 seasoning yards, the cost 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	Number of cross-ties laid in replacement										Cross-ties switch and bridge ties	LINE NO.
		New Ties					Second-hand ties						
		Wooden		Concrete	Other	Wooden		Other					
	(a)	Treated (b)	Untreated (c)	(d)	(e)	Treated (f)	Untreated (g)	(h)	Total (i)	Switch and bridge ties (board feet) (j)	Percent of spot maintenance (k)		
1	A	861,322		203,604					1,064,926	2,928,744	N/A	1	
2	B	973,341							973,341	1,577,867	N/A	2	
3	C	153,908							153,908	258,419	N/A	3	
4	D	364,768							364,768	1,055,210	N/A	4	
5	E								0		N/A	5	
6	TOTAL	2,353,339	-	203,604	-	0	-	-	2,556,943	5,820,240	N/A	6	
7	Potential abandonments	0	-	-	-	-	-	-	0	0	N/A	7	
8									0	0	N/A	8	

9. Average cost per cross-tie \$27.74 and switch-tie (MBM) \$677.56

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) which ties are new.

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

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

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)	Line No.
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of new cross-ties laid in 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	74,006	25.45	1,884	350,894	603.00	211,589	New	1
2	T							Second Hand	2
3	S	309,990	33.10	10,261				Concrete	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	383,996		12,145	350,894		211,589		20
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid 104.05								
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid 42.52								

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. 9, the average cost of new and relay rail should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines and placing the rails in tracks and of train service in connection with the distribution of rails should not be included in this schedule.

LINE NO.	Track category	Miles of rail laid in replacement (rail-miles)						Total		Percent of spot maintenance	LINE NO.
		New Rail		Relay rail		Welded rail	Bolted rail				
		Welded rail	Bolted rail	Welded rail	Bolted rail						
								(b)	(c)		
1	A	808.33		5.82	90.20	3.74	898.53	9.56	N/A	1	
2	B	570.01			68.90	10.45	638.91	10.45	N/A	2	
3	C	35.13			92.84		127.97	0.00	N/A	3	
4	D	68.62		4.33	17.63		86.25	4.33	N/A	4	
5	E						0.00	0.00	N/A	5	
6	TOTAL	1,482.09		10.15	289.57	14.19	1,751.68	24.34	N/A	6	
7							0.00	0.00	N/A	7	
8	Potential Abandonments								N/A	8	
9	Average cost of new and relay rail laid in replacement per gross ton \$581.53 new and \$274.96 relay.										9

(1) Track miles of welded rail installed this year - 875.83

(2) Total system track miles of welded rail to date - 27,133.09

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 (d)	Average cost per ton (2,000 lb.) (e)	Weight of rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year (h)	Average cost per ton (2,000 lb.) (i)	
		Pounds per yard of rail (b)	Number of tons (2,000 lb.) (c)			Pounds per yard of rail (f)	Number of tons (2,000 lb.) (g)			
1	2	136	20,671	12,034	582.18	136	3,358	1,952	581.26	1
2	2									2
3	2									3
4										4
5	4	129	129	36	274.42	132	6,475	1,781	275.00	5
6	4	132	3,148	866	275.00	136	148	41	275.00	6
7	4	136	855	235	274.91					7
8										8
9										9
10										10
11										11
12										12
13										13
14										14
15										15
16										16
17										17
18										18
19										19
20										20
21										21
22										22
23										23
24										24
25										25
26										26
27										27
28										28
29										29
30										30
31										31
32										32
33	TOTAL	N/A	24,803	13,171		N/A	9,981	3,774		33
34	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid 104.05									34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid 42.52									35
36	Track-miles of welded rail installed on system this year 146.28 : total to date 1,810.10									36

725 WEIGHT OF RAIL

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

Line No.	Weight of rails per yard (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	Line No.
	(Pounds)				
1	52				1
2	56	7.00			2
3	65	1.00			3
4	66	35.00			4
5	67	2.00			5
6	68	69.00			6
7	70	27.00			7
8	72	16.00			8
9	75	217.00	11.00		9
10	76	1.00			10
11	77	111.00			11
12	80	59.00			12
13	85	568.00	5.00		13
14	90	1,792.00	7.00		14
15	100	269.00			15
16	105	4.00			16
17	110	463.00	19.00		17
18	112	4,173.00	39.00		18
19	115	3,890.00	19.00		19
20	119	935.00			20
21	128		1.00		21
22	129	350.00			22
23	130	5.00			23
24	131	1,253.00	1.00		24
25	132	8,435.00			25
26	133	2.00			26
27	136	8,945.00			27
28	140	26.00			28
29	155	8.00			29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38
39					39
40	TOTAL	31,663.00	102.00		40

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 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)		
1	A	1,064,926	2,928,744	2.08	N/A	908	2.66	3,660,056	8,023	47.06	1
2	B	973,341	1,577,867	3.50	N/A	649	3.52	861,256	1,934	20.94	2
3	C	153,908	258,419	1.46	N/A	128	1.82	574,057	1,299	36.99	3
4	D	364,768	1,055,210	3.23	N/A	91	1.21	198,569	449	11.96	4
5	E				N/A			325,727	725	7.78	5
6	TOTAL	2,556,943	5,820,240	1.98	N/A	1,776	2.07	5,519,665	12,430	28.99	6
7	F				N/A			27,531	68	0.61	7
8	Potential Abandonments				N/A						8

750. CONSUMPTION OF DIESEL FUEL
(Dollars in Thousands)

LOCOMOTIVES

Line No.	Kind of locomotive service	Diesel		Line No.
		Diesel oil (gallons)		
	(a)	(b)		
1	Freight	1,037,264,150		1
2	Passenger			2
3	Yard Switching	54,592,850		3
4	TOTAL	1,091,857,000		4
5	COST OF FUEL \$(000)	\$747,125		5
6	Work Train	11,479,059		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 reports. Unit train service is a specialized scheduled shuttle type service in equipment (railroad or privately owned) dedicated to such service, moving between origin and destination. The applicable tariffs and/or contracts generally require that a specific minimum tonnage or quantity of carloads be tendered as a unit for shipment on one bill of lading or other shipping document in a solid train for movement between origin and destination. Such tariffs and/or contracts generally contain restricted detention provisions and are subject to time-volume requirements which reflect the approximate capacity of the unit trains for the stated period. Way trains are defined as trains operated primarily to gather and distribute cars in road service and move them between way stations or way points. Through trains are those trains operated between two or more major concentration or distribution points. Do not include unit train statistics in way or through train statistics. A work train is a train operated solely or preponderantly for the purpose of transporting company freight, work equipment, or company employees. Statistics for work trains should be reported under Item 11 only. Statistics related to company equipment, company employees, and company freight moving in transportation trains are not to be reported in Item 11, but are to be reported in items 4-17, 6-04, 7-02, 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 a movement of a train a distance of one mile. In computing train-miles, fractions representing less than one-half mile shall be disregarded and other fractions shall be considered as one mile. Train Miles-Running shall be based on the actual distance run between terminals and/or stations and shall be computed from the official time tables or distance tables. Train-miles shall not be increased to cover the running of locomotives from shops to terminals, doubling hills, switching, or other work at way stations, or for the service of helper or pusher locomotives or of extra locomotives on double-head or triple-head trains. When the carrier's trains are detoured over foreign roads, the miles shall be computed on the basis of the miles actually run and in accordance with the service performed. Train-miles shall be kept separately for trains hauled by locomotives and trains moved by motorcars.

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

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

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

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

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

(H) 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 one 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 of other than the 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 Items 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 Items 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 car miles.

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

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

(L) From conductor's train reports or other appropriate sources, compute ton-miles of freight. Ton-miles represent the number of tons of revenue and non-revenue freight moved one mile in a transportation train. Include net ton-miles in motorcar trains. Exclude l.c.l. shipment of freight handled in mixed baggage express cars. Total ton-miles of revenue freight should correspond to the ton-miles reported on Form CBS.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755-Concluded

(M) Road service represents elapsed time of transportation trains (both ordinary and light) between the time of leaving the initial terminals and the time at final terminals, including trains switching at way stations and delays on road as shown by conductor's or dispatcher's train reports. Include time of motorcar service performed by train locomotives at terminals and way stations. Report in Item 9-02 train switching hours included in Item 9-01. Train switching is the time spent by the train while performing switching service at terminals and way stations where no regular yard service is maintained. A train hour is independent of the number of locomotives in the train.

(N) Yard switching hours are hours expended in switching service performed by yard crews in yards where regular switching service is maintained, including switching and transfer service in connection with the transportation of revenue and incidentally of company freight. Hours in yard switching are independent of the number of locomotives used.

(O) Work-train miles include the miles run by trains engaged in company service such as official inspection; inspection trains for railway commissioners for which no revenue is received; trains running special with fire apparatus to save carrier's property from destruction; trains run for transporting the carrier's employees to and from work when no transportation charge is made, wrecking trains; trains run solely for the purpose of transporting company material; trains run for distributing material and supplies for use in connection with operations; and all other trains used in work-train services. Exclude miles run by locomotives while engaged incidentally in switching company materials in company shops or material yards in connection with regular yard switching service or in switching equipment for repairs between yards and shops.

(P) The number of loaded freight cars shall be obtained from the conductors' wheel report and shall be the sum of all loaded cars handled by each train. For example, if a car moves loaded (1) in a way train from the origination points, (2) in two through trains, and (3) in a way train to the destination point, the total count of loaded cars would be four; two counts for the movements in the way trains and two counts for the movements in through trains. Therefore, each car originated or received from a connecting carrier receives an initial count, plus one count for each subsequent physical transfer between trains on 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 vehicles (TOFC trailers/containers, automobiles and trucks) loaded and unloaded to and from TOFC and multiple level freight cars when the work is performed at the railroad's expense.

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

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

(T) Report the total number of foreign railroad cars on line at 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.

Cars 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 the train yard without loss of time), cars moving empty in trains en route to shop, and cars stored awaiting disposition.

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

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)	33,719	38	1
		2. Train Miles - Running (B)			
2		2-01 Unit Train	38,918,411		2
3		2-02 Way Trains	7,666,377		3
4		2-03 Through Trains	97,350,548		4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	143,935,336		5
6		2-05 Motorcars (C)	0		6
7		2-06 TOTAL, ALL TRAINS (lines 5, 6)	143,935,336		7
		3. Locomotive Unit Miles (D)			
		Road Service (E)			
8		3-01 Unit Trains	107,953,280		8
9		3-02 Way Trains	15,066,693		9
10		3-03 Through Trains	271,460,936		10
11		3-04 TOTAL (lines 8-10)	394,480,909		11
12		3-11 Train Switching (F)	5,056,218		12
13		3-21 Yard Switching (F)	14,619,312		13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	414,156,439		14
		4. Freight Car-Miles (thousands) (H)			
		4-01 RR Owned and Leased Cars - Loaded			
15		4-010 Box-Plain 40-Foot	120		15
16		4-011 Box-Plain 50-Foot and Longer	43,330		16
17		4-012 Box-Equipped	218,470		17
18		4-013 Gondola-Plain	93,028		18
19		4-014 Gondola-Equipped	86,379		19
20		4-015 Hopper-Covered	395,342		20
21		4-016 Hopper-Open Top-General Service	76,926		21
22		4-017 Hopper-Open Top-Special Service	84,867		22
23		4-018 Refrigerator-Mechanical	28,058		23
24		4-019 Refrigerator-Non-Mechanical	78,541		24
25		4-020 Flat-TOFC/COFC	206,213		25
26		4-021 Flat-Multi-Level	26,652		26
27		4-022 Flat-General Service	1,508		27
28		4-023 Flat-All Other	61,674		28
29		4-024 All Other Car Types-Total	9,322		29
30		4-025 TOTAL (lines 15-29)	1,412,430		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			
31		4-110 Box-Plain 40-Foot	253		31
32		4-111 Box-Plain 50-Foot and Longer	20,994		32
33		4-112 Box-Equipped	154,721		33
34		4-113 Gondola-Plain	97,519		34
35		4-114 Gondola-Equipped	79,573		35
36		4-115 Hopper-Covered	362,990		36
37		4-116 Hopper-Open Top-General Service	88,052		37
38		4-117 Hopper-Open Top-Special Service	76,815		38
39		4-118 Refrigerator-Mechanical	14,945		39
40		4-119 Refrigerator-Non-Mechanical	36,232		40
41		4-120 Flat-TOFC/COFC	21,561		41
42		4-121 Flat-Multi-Level	15,342		42
43		4-123 Flat-General Service	1,922		43
44		4-123 Flat-All Other	58,172		44
45		4-124 All Other Car Types	9,380		45
46		4-125 TOTAL (lines 31-45)	1,038,471		46
		4-13 Private Line Cars - Loaded (H)			
47		4-130 Box-Plain 40-Foot	0		47
48		4-131 Box-Plain 50-Foot and Longer	30,387		48
49		4-132 Box-Equipped	497		49
50		4-133 Gondola-Plain	8,767		50
51		4-134 Gondola-Equipped	309		51
52		4-135 Hopper-Covered	232,324		52
53		4-136 Hopper-Open Top-General Service	20,385		53
54		4-137 Hopper-Open Top-Special Service	133,202		54
55		4-138 Refrigerator-Mechanical	1,097		55
56		4-139 Refrigerator-Non-Mechanical	6,508		56
57		4-140 Flat-TOFC/COFC	985,246		57
58		4-141 Flat-Multi-Level	206,406		58
59		4-142 Flat-General Service	183		59
60		4-143 Flat-All Other	52,836		60
61		4-144 Tank Under 22,000 Gallons	100,818		61
62		4-145 Tank-22,000 Gallons and Over	115,025		62
63		4-146 All Other Car Types	9,093		63
64		4-147 TOTAL (lines 47-63)	1,903,083		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)			
65		4-150 Box-Plain 40-Foot	0		65
66		4-151 Box-Plain 50-Foot and Longer	10,135		66
67		4-152 Box-Equipped	539		67
68		4-153 Gondola-Plain	10,287		68
69		4-154 Gondola-Equipped	478		69
70		4-155 Hopper-Covered	228,967		70
71		4-156 Hopper-Open Top-General Service	20,945		71
72		4-157 Hopper-Open Top-Special Service	136,605		72
73		4-158 Refrigerator-Mechanical	242		73
74		4-159 Refrigerator-Non-Mechanical	6,403		74
75		4-160 Flat-TOFC/COFC	78,121		75
76		4-161 Flat-Multi-Level	106,728		76
77		4-162 Flat-General Service	464		77
78		4-163 Flat-All Other	46,379		78
79		4-164 Tank-Under 22,000 Gallons	109,887		79
80		4-165 Tank-22,000 Gallons and Over	126,002		80
81		4-166 All Other Car Types	9,075		81
82		4-167 TOTAL (lines 65-81)	891,255		82
83		4-17 Work Equipment and Company Freight Car-Miles	54,406		83
84		4-18 No Payment Car-Miles (I)	3,203,983		84
		4-19 Total Car-Miles by Train Type			
85		4-191 Unit Trains	2,295,980		85
86		4-192 Way Trains	425,181		86
87		4-193 Through Trains	5,782,467		87
88		4-194 TOTAL (lines 85-87)	8,503,628		88
89		4-20 Caboose Miles	6,106		89

Total number of loaded miles N/A and empty miles N/A 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)			
98		6-01 Road Locomotives	69,843,280		98
		6-02 Freight Trains, Crs., Cnts., and Caboose			
99		6-020 Unit Trains	318,393,061		99
100		6-021 Way Trains	15,614,353		100
101		6-022 Through Trains	434,450,883		101
102		6-03 Passenger-Trains, Crs., and Cnts.	0		102
103		6-04 Non-Revenue	7,876,199		103
104		6-05 TOTAL (lines 98-103)	848,177,758		104
		7. Tons of Freight (thousands)			
105		7-01 Revenue	453,926		105
106		7-02 Non-Revenue	13,611		106
107		7-03 TOTAL (lines 105, 106)	467,537		107
		8. Ton-Miles of Freight (thousands) (L)			
108		8-01 Revenue-Road Service	424,588,205		108
109		8-02 Revenue-Lake Transfer Service	0		109
110		8-03 TOTAL (lines 108, 109)	424,588,205		110
111		8-04 Non-Revenue-Road Service	4,355,538		111
112		8-05 Non-Revenue-Lake Transfer Service	0		112
113		8-06 TOTAL (lines 111, 112)	4,355,538		113
114		8-07 TOTAL-REVENUE AND NON-REVENUE (lines 110,113)	428,943,743		114
		9. Train Hours (M)			
115		9-01 Road Service	7,434,264		115
116		9-02 Train Switching	337,898		116
117		10. TOTAL YARD-SWITCHING HOURS (N)	2,436,551		117
		11. Train-Miles Work Trains (O)	XXXXXX		
118		11-01 Locomotives	453,117		118
119		11-02 Motorcars	0		119
		12. Number of Loaded Freight Cars (P)			
120		12-01 Unit Trains	3,465,074		120
121		12-02 Way Trains	2,406,536		121
122		12-03 Through Trains	4,409,181		122
123		13. TOFC/COFC-No. of Rev. Trailers & Containers Loaded & Unloaded (Q)	5,738,854		123
124		14. Multi-Level Cars-No. of Motor Vehicles Loaded and Unloaded (Q)	2,482,695		124
125		15. TOFC/COFC-No. of Rev. Trailers Picked Up and Delivered (R)	422,081		125
		16. Revenue Tons-Marine Terminal (S)			
126		16-01 Marine Terminals-Coal	0		126
127		16-02 Marine Terminals-Ore	✓ 10,967,182		127
128		16-03 Marine Terminals-Other	0		128
129		16-04 TOTAL (lines 126-128)	10,967,182		129
		17. Number of Foreign Per Diem Cars on Line (T)			
130		17-01 Serviceable	23,848		130
131		17-02 Unserviceable	724		131
132		17-03 Surplus	1,706		132
133		17-04 TOTAL (lines 130-132)	26,278		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

Dennis R. Johnson makes oath and states that he is Assistant Vice President and Assistant Controller 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 relate to accounting matters that have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroad Companies and other accounting and reporting directives of the Surface Transportation Board; that he 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, 1997, to and including December 31, 1997.

/s/ Dennis R. Johnson

(Signature of affiant)

Subscribed and sworn to before me, a _____ in and for the State and
county above named, this _____ day of _____, 19____.

My commission expires _____

Use an
L.S.
impression seal

(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 states 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, 1997, to and including December 31, 1997.

/s/ Thomas N. Hund

(Signature of affiant)

Subscribed and sworn to before me, a _____ in and for the State and
county above named, this _____ day of _____, 19____.

My commission expires _____

Use an
L.S.
impression seal

(Signature of officer authorized to administer oaths)

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