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RC-130500 BURLINGTON NORTHERN
SANTA FE 1999

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APPROVED BY OMB
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EXPIRES 11/30/2000

Class I Railroad Annual Report

The Burlington Northern and Santa Fe Railway Company
Leased Lines and Wholly-Owned Subsidiaries
2500 Lou Menk Drive
Fort Worth, Texas 76131



BNSF



To The
Surface Transportation Board
For the Year Ending December 31, 1999

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 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, 1999

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

(Name) Dennis R. Johnson (Title) Vice President, Controller and Chief Accounting Officer

(Telephone number) (817) 352-4805
(Area code) (Telephone number)

(Office address) 2500 Lou Menk Dr - 2nd Floor, Fort Worth, Texas 76131
(Street and number, City, State, and ZIP code)

TABLE OF CONTENTS

	SCHEDULE	PAGE
Schedules Omitted by Respondent	A	1
Identity of Respondent	B	2
Voting Powers and Elections	C	3
Comparative Statement of Financial Position	200	5
Results of Operations	210	16
Retained Earnings - Unappropriated	220	19
Capital Stock	230	20
Statement of Changes in Financial Position	240	21
Working Capital Information	245	23
Investments and Advances Affiliated Companies	310	26
Investments in Common Stocks of Affiliated Companies	310A	30
Road Property and Equipment and Improvements to Leased Property and Equipment	330	32
Depreciation Base and Rates-Road and Equipment Owned and Used and Leased from Others	332	34
Accumulated Depreciation - Road and Equipment Owned and Used	335	35
Accrued Liability - Leased Property	339	36
Depreciation Base and Rates - Improvements to Road and Equipment Leased from Others	340	37
Accumulated Depreciation - Improvements to Road and Equipment Leased from Others	342	38
Depreciation Base and Rates - Road and Equipment Leased to Others	350	40
Accumulated Depreciation - Road and Equipment Leased to Others	351	41
Investment in Railroad Property Used in Transportation Service (By Company)	352A	42
Investment in Railway Property Used in Transportation Service (By Property Accounts)	352B	43
Railway Operating Expenses	410	45
Way and Structures	412	52
Rents for Interchanged Freight Train Cars and Other Freight - Carrying Equipment	414	53
Supporting Schedule - Equipment	415	56
Supporting Schedule - Road	416	58
Specialized Service Subschedule -Transportation	417	60
Supporting Schedule -Capital Leases	418	61
Analysis of Taxes	450	63
Items in Selected Income and Retained Earnings Accounts for the Year	460	65
Guarantes and Suretyships	501	66
Compensating Balances and Short -Term Borrowing Arrangements	502	67
Separation of Debtholdings between Road Property and Equipment	510	69
Transactions Between Respondent and Companies or Persons Affiliated with Respondent for Services Received or Provided	512	72
Mileage Operated at Close of Year	700	74
Miles of Road at Close of Year - By States and Territories (Single Track)	702	75
Inventory of Equipment	710	78
Unit Cost of Equipment Installed During the Year	710S	84
Track and Traffic Conditions	720	85
Ties Laid in Replacement	721	86
Ties Laid in Additional Tracks and in New Lines and Extensions	722	87
Rails Laid in Replacement	723	88
Rails Laid in Additional Tracks and in New Lines and Extensions	724	89
Weight of Rail	725	90
Summary of Track Replacements	726	91
Consumption of Fuel by Motive - Powered Units	750	91
Railroad Operating Statistics	755	94
Verification		98
Memoranda		99
Index		100

SPECIAL NOTICE

Docket No. 38559 Railroad Classification Index, (ICC served January 20, 1983), modified the reporting requirements for Class II, Class III and 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 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

January 13, 1961

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:

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 Shareholders are attached

Two copies of The Burlington Northern and Santa Fe Railway Company SEC Form 10-K are attached

C VOTING POWERS AND ELECTIONS

- 1 State the par 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, 1999.
- 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 and 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 Secunty Holder (a)	Address of Secunty Holder (b)	Number of Votes to Which Secunty Holder Was Entitled (c)	Number of Votes, Classified With Respect to Secunties on Which Based			Line No
				Common (d)	Stock		
					Second (e)	First (f)	
1	Burlington Northern Santa Fe Corporation	2500 Lou Menk Drive	1,000	1,000			1
2		Fort Worth, TX 76131					2
3							3
4							4
5							5
6							6
7							7
8							8
9							9
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21							21
22							22
23							23
24							24
25							25
26							26
27							27
28							28
29							29
30							30

C VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent: "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	79,015	94,744	1
2		702	Temporary cash investments			2
3		703	Special deposits			3
			Accounts receivable			
4		704	- Loan and notes			4
5		705	- Interline and other balances	76,725	78,458	5
6		706	- Customers	279,867	334,573	6
7		707	- Other	31,679	41,672	7
8		709, 708	- Accrued accounts receivables	202,911	282,094	8
9		708 5	- Receivables from affiliated companies		71,542	9
10		709 5	- Less Allowance for uncollectible accounts	(50,182)	(70,770)	10
11		710, 711, 714	Working funds prepayments deferred income tax debits	344,431	356,043	11
12		712	Materials and supplies	254,959	243,701	12
13		713	Other current assets	44,248	12,446	13
14			TOTAL CURRENT ASSETS	1,263,653	1,444,503	14
Other Assets						
15		715, 716, 717	Special funds	6,286	5,642	15
16		721, 721 5	Investments and advances affiliated companies (Schs 310 and 310A)	236,326	223,293	16
17		722, 723	Other investments and advances	47,448	58,544	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) \$ 2.614	61,629	62,041	19
20		739, 741	Other assets	41,347	46,157	20
21		743	Other deferred debits	567,195	431,144	21
22		744	Accumulated deferred income tax debits			22
23			TOTAL OTHER ASSETS	960,231	826,821	23
Road and Equipment						
24		731, 732	Road (Sch 330) L-30 Col h & b	21,120,160	20,565,169	24
25		731, 732	Equipment (Sch 330) L-39 Col h & b	4,828,441	4,520,978	25
26		731, 732	Unallocated items	439,735	480,764	26
27		733, 735	Accumulated depreciation and amortization (Schs 335, 342, 351)	(4,827,907)	(5,025,220)	27
28			Net Road and Equipment	21,560,429	20,541,691	28
29	*		TOTAL ASSETS	23,784,313	22,813,015	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	154,324	154,988	31
32		753	Audited accounts and wages	176,640	174,781	32
33		754	Other accounts payable	72,065	99,119	33
34		755, 756	Interest and dividends payable	51,778	55,691	34
35		757	Payables to affiliated companies	99,393		35
36		759	Accrued accounts payable	1,253,894	1,286,094	36
37		760, 761, 761 5				37
		762	Taxes accrued	336,270	189,166	
38		763	Other current liabilities	53,876	48,803	38
39		764	Equipment obligations and other long-term debt due within one year	158,159	267,897	39
40			TOTAL CURRENT LIABILITIES	2,356,399	2,276,539	40
Non-Current Liabilities						
41		765, 767	Funded debt unmatured	1,185,368	1,218,036	41
42		766	Equipment obligations	717,889	575,383	42
43		766 5	Capitalized lease obligations	734,720	755,144	43
44		768	Debt in default			44
45		769	Accounts payable affiliated companies	1,582,594	2,287,595	45
46		770 1, 770 2	Unamortized debt premium	(45,718)	(48,519)	46
47		781	Interest in default			47
48		783	Deferred revenues - transfers from govt authorities	100,924	56,665	48
49		786	Accumulated deferred income tax credits	6,062,854	5,634,131	49
50		771, 772, 774, 775, 782, 784	Other long-term liabilities and deferred credits	1,629,953	1,829,281	50
51			TOTAL NON-CURRENT LIABILITIES	11,968,584	12,307,716	51
Shareholders' Equity						
52		791, 792	Total capital stock	1	1	52
53			Common stock	1	1	53
54			Preferred stock			54
55			Discount on capital stock			55
56		794, 795	Additional capital	4,699,310	4,698,154	56
57		797	Retained earnings: Appropriated			57
58		798	Unappropriated	4,760,019	3,530,605	58
59		798 1	Net unrealized loss on noncurrent marketable equity securities			59
60		798 5	Less treasury stock			60
61			Net stockholders equity	9,459,330	8,228,760	61
62			TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	23,784,313	22,813,015	62

NOTES AND REMARKS

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

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

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

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

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

See 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 the pension plan funded? Specify Yes X No

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 on 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) Is any part of the pension plan fund invested in stock or other securities of the respondent or its affiliates? Specify Yes No X
If yes, give number of the shares for each class of stock or other security

Are voting rights attached to any securities held by the pension plan? Specify Yes No X

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 employer's 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 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 - Continued

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 12

(a) Changes in valuation accounts

8 Marketable equity securities

None

		Cost	Market	Dr (Cr) to Income	Dr (Cr) to Stockholder's 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 12/31/99, 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 1999. The cost of securities 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 the 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 / 99 Balance sheet date of reported year unless specified as previous year

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANTORY 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 or Company) is a wholly owned subsidiary of Burlington Northern Santa Fe Corporation (BNSF). BNSF Railway was formerly known as the Burlington Northern Railroad Company (BNRR). On December 31, 1996, The Atchison, Topeka and Santa Fe Railway Company (ATSF) merged with and into Burlington Northern Railroad Company (BNRR) and the name of the surviving entity, BNRR, was changed to the Burlington Northern and Santa Fe Railway Company. Additionally, on January 2, 1998, BNSF Railway's parent, Santa Fe Pacific Corporation (SFP), merged with and into BNSF Railway. Certain comparative prior year amounts in the financial statements have been reclassified to conform with the current year presentation.

Note 2**Retirement plans**

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

BNSF sponsors two significant defined benefit pension plans: the noncontributory qualified BNSF Retirement Plan, which covers substantially all non-union employees, and the nonqualified BNSF Supplemental Retirement Plan, which covers certain officers and other employees. The benefits under BNSF's plans are based on years of credited service and the highest five-year average compensation levels. BNSF Railway'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.

Certain salaried employees of BNSF Railway that have met certain age and years of service requirements are eligible for medical benefits and life insurance coverage during retirement. The retiree medical plan is contributory and provides benefits to retirees, their covered dependents and beneficiaries. Retiree contributions are adjusted annually. The plan also contains fixed deductibles, coinsurance and out-of-pocket limitations. The life insurance plan is noncontributory and covers retirees only. BNSF Railway's policy is to fund benefits payable under the medical and life insurance plans as they come due. Employees beginning salaried employment with BNSF Railway subsequent to September 22, 1995 are not eligible for benefits under these plans.

Components of the net benefit costs for these plans were as follows (in millions):

Year ended December 31,	Pension Benefits		
	1999	1998	1997
Service cost	\$ 15	\$ 15	\$ 14
Interest cost	100	101	100
Expected return on plan assets	(126)	(117)	(112)
Special termination benefits	10	-	-
Net amortization and deferred amounts	3	4	4
Net benefit cost	<u>\$ 2</u>	<u>\$ 3</u>	<u>\$ 6</u>

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANTORY NOTES-concluded

NOTES TO FINANCIAL STATEMENTS

Year ended December 31,	Medical and Life Benefits		
	1999	1998	1997
Service cost	\$ 5	\$ 4	\$ 4
Interest cost	17	16	14
Special termination benefits	6	-	-
Net amortization and deferred amounts	1	-	(1)
Net benefit cost	\$ 29	\$ 20	\$ 17

The following tables show the change in benefit obligation and plan assets of these plans (in millions):

Change in benefit obligation	Pension Benefits		Medical and Life Benefits	
	1999	1998	1999	1998
Benefit obligation at beginning of year	\$1,487	\$1,404	\$ 249	\$ 190
Service cost	15	15	5	4
Interest cost	100	101	17	16
Plan participants' contributions	-	-	4	3
Amendments	-	-	-	13
Actuarial (gain) loss	(115)	85	(17)	39
Special termination benefit	10	-	6	-
Curtailment loss	7	-	-	-
Benefits paid	(117)	(118)	(20)	(16)
Benefit obligation at end of year	\$1,387	\$1,487	\$244	\$249

Change in plan assets	Pension Benefits		Medical and Life Benefits	
	1999	1998	1999	1998
Fair value of plan assets at beginning of year	\$1,469	\$1,540	\$ -	\$ -
Actual return on plan assets	174	43	-	-
Employer contribution	4	4	16	13
Plan participants' contributions	-	-	4	3
Benefits paid	(117)	(118)	(20)	(16)
Fair value of plan assets at end of year	\$1,530	\$1,469	\$ -	\$ -

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANTORY NOTES-concluded

NOTES TO FINANCIAL STATEMENTS

The following tables show the reconciliation of the funded status of these plans with amounts recorded in BNSF Railway's consolidated balance sheet (in millions):

December 31,	Pension Benefits		Medical and Life Benefits	
	1999	1998	1999	1998
Funded status	\$143	\$(18)	\$ (244)	\$ (249)
Unrecognized net (gain) loss	(151)	7	(7)	4
Unrecognized prior service cost	(7)	(8)	7	13
Unamortized net transition obligation	9	11	-	-
Net amount recognized	\$(6)	\$(8)	\$ (244)	\$ (232)

December 31,	Pension Benefits		Medical and Life Benefits	
	1999	1998	1999	1998
Amounts recognized in the consolidated balance sheet:				
Prepaid benefit cost	\$ 24	\$20	\$ -	\$ -
Accrued benefit liability	(44)	(43)	(244)	(232)
Intangible asset	2	2	-	-
Accumulated other comprehensive deficit	12	13	-	-
Net amount recognized	\$(6)	\$(8)	\$(244)	\$(232)

BNSF Railway uses a September 30 measurement date. The assumptions used in accounting for these plans were as follows:

Assumptions	Pension Benefits		Medical and Life Benefits	
	1999	1998	1999	1998
Discount rate	7.5%	7.0%	7.5%	7.0%
Rate of increase in compensation levels	4.0%	4.0%	N/A	N/A
Expected return on plan assets	9.5%	9.5%	N/A	N/A

For purposes of the medical and life benefits calculations for 1999, the assumed health care cost trend rate for both managed care and non-managed care medical costs is 8.5 percent and is assumed to decrease gradually to 5 percent by 2005 and remain constant thereafter. Increasing the assumed health care cost trend rates by one percentage point would increase the accumulated postretirement benefit obligation by \$18 million and the combined service and interest components of net postretirement benefit cost recognized in 1999 by \$2 million. Decreasing the assumed health care cost trend rates by one percentage point would decrease the accumulated postretirement benefit obligation by \$15 million and the combined service and interest components of net postretirement benefit cost recognized in 1999 by \$2 million.

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

NOTES TO FINANCIAL STATEMENTS

Note 3

Contingent assets and liabilities

Hedging activities - Fuel

Fuel expense historically approximates 10 percent of total operating expenses. Due to the significance of diesel fuel expense to the operations of BNSF Railway and the historical volatility of fuel prices, the Company has established a program to hedge against fluctuations in the price of its diesel fuel purchases. The intent of the program is to protect the Company's operating margins and overall profitability from adverse fuel price changes. However, to the extent the Company hedges portions of its fuel purchases, it will not realize the impact of decreases in fuel prices. The fuel hedging program includes the use of commodity swap transactions that are accounted for as hedges. Any gains or losses associated with changes in the market value of the fuel swaps are deferred and recognized as a component of fuel expense in the period in which the fuel is purchased and used. Based on 1999 fuel consumption and excluding the impact of the hedging program, each one-cent increase in the price of fuel would result in approximately \$12 million of additional fuel expense on an annual basis.

As of February 4, 2000, BNSF Railway had entered into fuel swaps for approximately 869 million gallons at an average price of approximately 50 cents per gallon. The above price does not include taxes, transportation costs, certain other fuel handling costs, and any differences which may occur from time to time between the prices of commodities hedged and the purchase price of BNSF Railway's diesel fuel. Currently, these fuel swaps cover approximately 41 percent, 23 percent, and 8 percent of estimated annual and quarterly fuel purchases for 2000, 2001, and 2002, respectively. Hedge positions are closely monitored to ensure that they will not exceed actual fuel requirements in any period. Unrecognized gains from BNSF Railway's fuel swap transactions were approximately \$37 million as of December 31, 1999, of which \$33 million relates to swap transactions that will expire in 2000. BNSF Railway also monitors its hedging positions and credit ratings of its counterparties and does not anticipate losses due to counterparty nonperformance.

Lease commitments

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, 1999 are summarized as follows (in millions):

Year ended December 31	Capital Leases	Operating Leases
2000	\$ 102	285
2001	113	249
2002	106	226
2003	106	220
2004	106	207
Thereafter	529	2,535
Total	1,062	\$3,722
Less amount representing interest	271	
Present value of minimum lease payments	\$ 791	

Lease rental expense for all operating leases was \$440 million, \$491 million and \$456 million for the years ended December 31, 1999, 1998 and 1997, respectively. Contingent rentals and sublease rentals were not significant.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANTORY NOTES-concluded

NOTES TO FINANCIAL STATEMENTS

Other Commitments

BNSF Railway has entered into commitments to acquire 196 and 50 locomotives in 2000 and 2001, respectively. 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 then current market conditions and other factors.

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 33 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.

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 clean-up efforts at approximately 400 sites, including the Superfund sites, at which it is participating in the study or clean-up, or both, of alleged environmental contamination. BNSF Railway paid approximately \$67 million, \$64 million and \$55 million during 1999, 1998 and 1997, respectively, for mandatory and unasserted clean-up efforts, including amounts expended under federal and state voluntary clean-up programs. During 1999, the Company experienced significant developments at certain existing sites primarily related to new information on the extent of contamination and other related developments that led the Company to increase its recorded liabilities for remediation and restoration of all known sites to approximately \$232 million at December 31, 1999 from \$185 million at December 31, 1998. BNSF Railway anticipates that the majority of the accrued costs at December 31, 1999, will be paid over the next five years. No individual site is considered to be material.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANTORY NOTES-concluded

NOTES TO FINANCIAL STATEMENTS

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.

Other Claims And Litigation

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-EXPLANTORY NOTES-concluded

NOTES TO FINANCIAL STATEMENTS

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210. RESULTS OF OPERATIONS

(Dollars in Thousands)

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

Cross-Checks

Schedule 210

Line 15, col b

Schedule 210

= Line 62, col b

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

Lines 47,48,49 col b

= Line 63, col b

Line 50, col b

= Line 64, col b

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

Line 14, col b

Schedule 410

= Line 620, col h

Line 14, col d

= Line 620, col f

4. All contra entres should be shown in parenthesis

Line 14, col e

= Line 620, col g

Line No	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Freight-related revenue & expenses (d)	Passenger-related revenue & expenses (e)	Line No
		ORDINARY ITEMS					
		OPERATING INCOME					
		Railway Operating Income					
1		(101) Freight	9,065,205	8,917,349	9,065,205		1
2		(102) Passenger					2
3		(103) Passenger-related					3
4		(104) Switching	42,687	38,108	42,687		4
5		(105) Water transfers					5
6		(106) Demurrage	40,349	36,526	40,349		6
7		(110) Incidental	26,024	22,726	26,024		7
8		(121) Joint facility - credit	5,415	7,560	5,415		8
9		(122) Joint facility - debit	(85,216)	(86,076)	(85,216)		9
10		(501) Railway operating revenues (Exclusive of transfers from government authorities-lines 1-9)	9,094,464	8,936,193	9,094,464		10
11		(502) Railway operating revenues - transfers from government authorities					11
12		(503) Railway operating revenues - amortization of deferred transfers from government authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	9,094,464	8,936,193	9,094,464		13
14	*	(531) Railway operating expenses	6,891,509	6,781,111	6,891,509		14
15	*	Net revenue from railway operations	2,202,955	2,155,082	2,202,955		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)	380	291			19
20		(514) Interest income	11,550	8,919			20
21		(516) Income from sinking and other funds	218	225			21
22		(517) Release of premiums on funded debt					22
23		(518) Reimbursements received under contracts and agreements					23
24		(519) Miscellaneous income	84,330	121,824			24
25		Income from affiliated companies 519					
26		a. Dividends (equity method)					25
27		b. Equity in undistributed earnings (losses)					26
27		TOTAL OTHER INCOME (lines 16-26)	96,478	131,259			27
28		TOTAL INCOME (lines 15, 27)	2,299,433	2,286,341			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations					29
30		(544) Miscellaneous taxes					30
31		(545) Separately operated properties-Loss					31
32		(549) Maintenance of investment organization					32
33		(550) Income transferred under contracts and agreements					33
34		(551) Miscellaneous income charges	57,259	54,408			34
35		(553) Uncollectible accounts					35
36		TOTAL MISCELLANEOUS DEDUCTIONS	57,259	54,408			36
37		Income available for fixed charges	2,242,174	2,231,933			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	178,934	170,978	38
39		(b) Interest in default			39
40		(547) Interest on unfunded debt	108,312	118,183	40
41		(548) Amortization of discount on funded debt	4,341	4,430	41
42		TOTAL FIXED CHARGES (lines 38 through 41)	291,587	293,591	42
43		Income after fixed charges (line 37 minus line 42)	1,950,587	1,938,342	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 operations (before inc taxes)	1,950,587	1,938,342	46
PROVISIONS FOR INCOME TAXES					
		(556) Income taxes on ordinary income			
47	*	(a) Federal income taxes	256,506	247,186	47
48	*	(b) State income taxes	26,917	24,410	48
49	*	(c) Other income taxes			49
50	*	(557) Provision for deferred taxes	437,750	460,906	50
51		TOTAL PROVISION FOR INCOME TAXES (lines 47 through 52)	721,173	732,502	51
52		Income from continuing operations (line 46 minus line 51)	1,229,414	1,205,840	52
DISCONTINUED OPERATIONS					
53		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			53
54		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			54
55		Income before extraordinary items (lines 52 through 54)	1,229,414	1,205,840	55
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
56		(570) Extraordinary items (Net)			56
57		(590) Income taxes on extraordinary items			57
58		(591) Provision for deferred taxes - Extraordinary items			58
59		TOTAL EXTRAORDINARY ITEMS (lines 56 through 58)			59
60		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			60
61	*	Net income (Loss) (lines 55 + 59 + 60)	1,229,414	1,205,840	61
RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI)					
62	*	Net revenues from railway operations	2,202,955	2,155,082	62
63	*	(556) Income taxes on ordinary income (-)	283,423	271,596	63
64	*	(557) Provision for deferred income taxes (-)	437,750	460,906	64
65		Income from lease of road and equipment (-)	12,150	13,927	65
66		Rent for leased roads and equipment (+)			66
67		Net railway operating income (loss)	1,469,632	1,408,653	67

Notes and Remarks For Schedules 210 and 220

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220. RETAINED EARNINGS

(Dollars in Thousands)

- 1 Show below the items of retained earnings accounts of the respondent for the year, classified in accordance with the Uniform System of Accounts for Railroad Companies,
- 2 All contra entres should be shown in parentheses
- 3 Show in lines 22 and 23 the amount of assigned Federal income tax consequences for accounts 606 and 616
- 4 Segregate in column (c) all amounts applicable to the equity in undistrbuted earnings (losses) of affiliated companies based on the equity method of accounting
- 5 Line 3 (line 7 if a debit balance), column (c), should agree with line 26, column (b), in Schedule 210 The total of columns (b) and (c), lines 3 and 7, should agree with line 61, column (b) in 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	3,426,351	104,254	1
2	(601 5)	Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	(602)	Credit balance transferred from income	1,214,833	14,581	3
4	(603)	Appropriations released			4
5	(606)	Other credits to retained earnings			5
6		TOTAL CREDITS	1,214,833	14,581	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 DEBITS			13
14		Net increase (decrease) during year (Line 6 minus line 13)	1,214,833	14,581	14
15		Balances at close of year (lines 1, 2, and 14)	4,641,184	118,835	15
16		Balances from line 15 (c)	118,835	N/A	16
17	(798)	Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	4,760,019	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
		Amount of assigned Federal income tax consequences			
22		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 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									4
5									5
6									6
7									7
8									8
9									9
10		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 Columns (b), (d), and (f) require disclosure of the number of shares of preferred, common, and treasury stock applicable to the items in column (a)
- 4 Columns (c), (e), and (g) require the disclosure of the book value 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 shall be fully explained in footnotes to this schedule

Line No	Item (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No
		No of Shares (b)	\$ Amount (c)	No of Shares (d)	\$ Amount (e)	No of Shares (f)	\$ Amount (g)		
11	Balance at beginning of year	NONE	NONE	1,000	1	NONE	NONE	4,698,154	11
12	Capital stock sold								12
13	Capital stock reacquired								13
14	Capital stock cancelled								14
15	Other (1)							(423)	15
16	Salary Exchange Program (2)							729	16
17	Minimum Pension Liability Adj. (3)							850	17
18	Balance at close of year	NONE	NONE	1,000	1	NONE	NONE	4,695,310	18

- (1) Various posting adjustments
- (2) Program allows senior executives to exchange a portion of their annual salary for stock options
- (3) Based on actuarial figures, the supplemental pension liability was decreased

Road Initials: BNSF

Year 1999

240. STATEMENT OF CASH FLOWS
(Dollars in Thousands)

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

CASH FLOWS FROM OPERATING ACTIVITIES

Line No	Cross Check	Description (a)	Current Year (b)	Previous 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 through 8)			9

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No	Cross Check	Description (a)	Current Year (b)	Previous Year (c)	Line No
10		Income from continuing operations	1,229,414	1,205,840	10

ADJUSTMENTS TO RECONCILE INCOME FROM CONTINUING OPERATIONS TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No	Cross Check	Description (a)	Current Year (b)	Previous Year (c)	Line No
11		Loss (gain) on sale or disposal of tangible property and investments	(25,840)	(48,198)	11
12		Depreciation and amortization expenses	895,685	830,273	12
13		Net increase (decrease) in provision for Deferred Income Taxes	437,750	460,906	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(14,581)	(22,075)	14
15		Decrease (increase) in accounts receivable	196,569	5,623	15
16		Decrease (increase) in material and supplies and other current assets	(40,985)	(39,142)	16
17		Increase (decrease) in current liabilities other than debt	211,888	(83,704)	17
18		Increase (decrease) in other - net	(187,879)	(202,487)	18
19		Net cash provided from continuing operations (lines 10 through 18)	2,702,021	2,107,036	19
20		Add (Subtract) cash generated (paid) by reason of discontinued operations and extraordinary items			20
21		NET CASH PROVIDED FROM OPERATING ACTIVITIES (lines 19 and 20)	2,702,021	2,107,036	21

CASH FLOWS FROM INVESTING ACTIVITIES

Line No	Cross Check	Description (a)	Current Year (b)	Previous Year (c)	Line No
22		Proceeds from sale of property	27,156	70,671	22
23		Capital expenditures	(1,785,635)	(2,147,264)	23
24		Net change in temporary cash investments not qualifying as cash equivalents			24
25		Proceeds from sale/repayment of investment and advances			25
26		Purchase price of long-term investment and advances			26
27		Net decrease (increase) in sinking and other special funds			27
28		Other - net	(179,579)	(341,915)	28
29		NET CASH USED IN INVESTING ACTIVITIES (lines 22 through 28)	(1,938,058)	(2,418,508)	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)	Previous Year (c)	Line No
30		Proceeds from issuance of long-term debt	279,562	293,935	30
31		Principal payments of long-term debt	(293,238)	(112,398)	31
32		Proceeds from issuance of capital stock			32
33		Purchase price of acquiring treasury stock			33
34		Cash dividends paid			34
35		Other - net	(766,016)	224,679	35
36		NET CASH FROM FINANCING ACTIVITIES (lines 30 through 35)	(779,692)	406,216	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (lines 21, 29, and 36)	(15,729)	94,744	37
38		Cash and cash equivalents at beginning of the year	94,744		38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (lines 37 & 38)	79,015	94,744	39
		Footnotes to Schedule Cash paid during the year for			
40		Interest (net of amount capitalized) *	312,409	329,391	40
41		Income taxes (net) *	144,265	112,767	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 calculations 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)	Sched 200, line 5, col b	76,725	1
2	Customers (706)	Sched 200, line 6, col b	279,867	2
3	Other (707)	Note A	25,076	3
4	TOTAL CURRENT OPERATING ASSETS	Lines 1 + 2 + 3	381,668	4
OPERATING REVENUE				
5	Railway operating revenue	Sched 210, line 13, col b	9,094,464	5
6	Rent income	Note B	180,374	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	9,274,838	7
8	Average daily operating revenues	Line 7 ÷ 360 days	25,763	8
9	Days of operating revenue in current operating assets	Line 4 ÷ line 8	15	9
10	Revenue delay days plus buffer	Line 9 + 15 days	30	10
CURRENT OPERATING LIABILITIES				
11	Interline and other balances (752)	Sched 200, line 31, col b	154,324	11
12	Audited accounts and wages payable (753)	Note A	176,640	12
13	Accounts payable - other (754)	Note A	72,065	13
14	Other taxes accrued (761 5)	Note A	140,119	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 through 14	543,148	15
OPERATING EXPENSES				
16	Railway operating expenses	Sched 210, line 14, col b	6,891,509	16
17	Depreciation	Sched 410, lines 136, 137, 138, 213, 232, 317, col h	844,679	17
18	Cash related operating expenses	Line 16 + line 6 - line 17	6,227,204	18
19	Average daily expenditures	Line 18 ÷ 360 days	17,298	19
20	Days of operating expenses in current operating liabilities	Line 15 ÷ line 19	31	20
21	Days of working capital required	Line 10 - line 20 (Note C)		21
22	Cash working capital required	Line 21 x line 19		22
23	Cash and temporary cash balance	Sched 200, line 1 + line 2, col b	79,015	23
24	Cash working capital allowed	Lesser of line 22 or line 23		24
MATERIALS AND SUPPLIES				
25	Total materials and supplies (712)	Note A	254,959	25
26	Scrap and obsolete material included in account 712	Note A		26
27	Materials and supplies held for common carrier purposes	Line 25 - line 26	254,959	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	254,959	28

NOTES

(A) Use common carrier portion only Common carrier refers to railway transportation service

(B) Rent income is the sum of Schedule 410, column h, lines 121, 122, 123, 127, 128, 129, 133, 134, 135, 208, 210, 212, 227, 229, 231, 312, 314, and 316 Rent income is added to railway operating revenues to produce total revenues Rent income is also added to total operating expenses to exclude the rent revenue items from operating expense

(C) If result is negative, use zero

NOTES AND REMARKS

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GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A

1 Schedule 310 should give particulars of stocks, bonds, other secured obligations, unsecured notes, and investment advances of affiliated companies held by respondent at 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 US government bonds)
- (C) Other secured obligations
- (D) Unsecured notes
- (E) Investment advances

3 The subclassification of classes (B), (C), (D), and (E) should be the same as that provided for class (A).

4 The kinds of industry represented by respondent's investments in the securities of other companies should be shown by symbol opposite the names of the issuing corporations, the symbols and industrial classifications to be as follows:

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

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

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

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

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

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

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

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

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

Dollars in Thousands

1 Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of companies affiliated with respondent, from accounts 715 (sinking funds), 716 (capital funds), 721 (investments and advances affiliated companies), and 717 (other funds)

2 Entries in this schedule should be made in accordance with the definitions and general instructions given on page 25, classifying the investments by means of letters, figures, and symbols in columns (a), (b) and (c).

3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged, or otherwise encumbered. Give names and other important particulars of such obligations in footnotes

4 Give totals for each class and for each subclass and a grand total for each account.

5. Entries in column (d) should show date of maturity of bonds and other evidence of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially _____ to _____." Abbreviations in common use in standard financial publications may be used to conserve space

Line No	Account No. (a)	Class No (b)	Kind of Industry (c)	Name of Issuing Company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent of Control (e)	Line No
1	721	A-1	VII	Alameda Belt Line Common	50.00	1
2			VII	Belt Railway of Chicago, The Common	16.66	2
3			VII	Central California Traction Co. Common	33.33	3
4			VII	Central California Traction Co. Preferred	33.33	4
5			VII	Houston Belt & Terminal Railway Company Common	50.00	5
6			VII	Iowa Transfer Railway Company Common	25.00	6
7			VII	Kansas City Terminal Railway Company Common	25.01	7
8			VII	Longview Switching Company Common	50.00	8
9			VII	MT Properties Inc. Common	50.00	9
10			VII	Oakland Terminal Railway Common	50.00	10
11			VII	Paducah & Illinois Railroad Company Common	33.33	11
12			VII	Portland Terminal Railroad Company Common	40.00	12
13			VII	St. Joseph Terminal R. R. Co. Common	50.00	13
14			VII	Sunset Railway Co. Common	50.00	14
15			VII	Texas City Terminal Railway Co. Common	33.33	15
16			VII	TTX Company Common	17.13	16
17			VII	Wichita Union Terminal Railway Company Common	66.67	17
18				Total Class A-1		18
19						19
20	721	A-3	VI	Peona Development Corporation	1.74	20
21				Total Class A-3		21
22						22
23	721	D-1	VII	St Joseph Terminal R R 6% Demand Note		23
24				TTX Company		24
25				Total Class D-1		25
26						26
27	721	D-3	X	Kinder Morgan Energy Partners L P		27
28				Total Class D-3		28
29						29
30	721	E-1	VII	Alameda Belt Line		30
31			VII	Central California Traction Co.		31
32			VII	Harbor Belt Line		32
33			VII	Houston Belt & Terminal Railway Company		33
34			VII	Kansas City Terminal Railway Company		34
35			VII	Longview Switching Company		35
36			VII	MT Properties Inc.		36
37			VII	Paducah & Illinois Railroad Company		37
38			VII	Port Terminal Railroad Association		38
39			VII	St. Joseph Terminal R. R. Co.		39
40			VII	Sunset Railway Co.		40
41			VII	Terminal Railroad Association of St. Louis		41
42			VII	Texas City Terminal Railway Co		42
43			VII	Wichita Terminal Association		43
44			VII	Wichita Union Terminal Railway Company		44
45						45
46				Equity Earning (Loss) - Schedule 310A		46
47				Total Class E-1		47
48				Grand Total Account 721		48
49						49
50						50
51						51

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

6 If any of the companies included in this schedule are controlled by respondent, the percent of control should be shown in column (e). In case any company listed is controlled other than through actual ownership of securities, give particulars in a footnote. In case of joint control, give names of other parties and particulars of control.

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

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

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

10 This schedule should not include securities issued or assumed by respondent

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

Line No.	Investments and Advances				Disposed of profit (loss) (j)	Adjustments Account 721.5 (k)	Dividends or interest credited to income (l)	Line No.
	Opening Balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing Balance (i)				
1	471			471				1
2	520			520				2
3	409			409				3
4	264			264				4
5	9			9				5
6	16			16				6
7	163			163				7
8	2			2				8
9	355			355				9
10	113			113				10
11	3			3				11
12	1,368			1,368				12
13	150			150				13
14	54			54				14
15	1,405			1,405				15
16	15,667			15,667				16
17	46			46				17
18	21,015			21,015				18
19								19
20	34		34					20
21	34		34					21
22								22
23	175			175				23
24	586		292	294				24
25	761		292	469				25
26								26
27	4,004			4,004				27
28	4,004			4,004				28
29								29
30	(16)		484	(500)				30
31	1,395	99		1,494				31
32	15			15				32
33	7,776		643	7,133				33
34	8,982			8,982				34
35	63			63				35
36	(61)		308	(369)				36
37	575			575				37
38	1,299		199	1,100				38
39	191			191				39
40	612	233		845				40
41	170			170				41
42		30		30				42
43	4			4				43
44	844			844				44
45								45
46	175,630	14,631		190,261				46
47	197,479	14,993	1,634	210,838				47
48	223,293	14,993	1,960	236,326				48
49								49
50								50
51								51

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

Line No.	Account No. (a)	Class No. (b)	Kind of Industry (c)	Name of Issuing Company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent of Control (e)	Line No.
1						1
2						2
3				(THIS PAGE INTENTIONALLY LEFT BLANK)		3
4						4
5						5
6						6
7						7
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28						28
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30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38						38
39						39
40						40

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - (Concluded)

(Dollars in Thousands)

Line No.	Investments and Advances				Disposed of profit (loss) (j)	Adjustments Account 721.5 (k)	Dividends or interest credited to income (l)	Line No.
	Opening Balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing Balance (i)				
1								1
2								2
3	(THIS PAGE INTENTIONALLY LEFT BLANK)							3
4								4
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36								36
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38								38
39								39
40								40

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
Pennsylvania Lines LLC		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) CENTRAL CALIFORNIA TRACTION COMPANY		
Union Pacific Railroad Company		66.67
The Burlington Northern and Santa Fe Railway Company		33.33
		<u>100.00</u>
(4) 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.		
(5) 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		
(6) KANSAS CITY TERMINAL RAILWAY COMPANY		
Union Pacific Railroad Company		41.67
The Burlington Northern and Santa Fe Railway Company		25.01
Gateway Western Railroad Company		8.33
Iowa & Missouri Railway Company		8.33
Kansas City Southern Railway Company		8.33
Norfolk Southern 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		
(7) LONGVIEW SWITCHING COMPANY		
The Burlington Northern and Santa Fe Railway Company		50.00
Union Pacific Railroad Company		50.00
		<u>100.00</u>

310. NOTES AND REMARKS

	<u>% Ownership</u>
(8) 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.	
(9) OAKLAND TERMINAL RAILWAY	
The Burlington Northern and Santa Fe Railway Company	50.00
Union Pacific Railroad Company	50.00
	<u>100 00</u>
(10) PADUCAH & ILLINOIS RAILROAD COMPANY	
The Burlington Northern and Santa Fe Railway Company	33 34
Paducah & Louisville Railroad Company	33.33
Illinois Central Gulf Railroad Company	33 33
	<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.	
(11) PORTLAND TERMINAL RAILROAD COMPANY	
Union Pacific Railroad Company	60.00
The Burlington Northern and Santa Fe Railway Company	40.00
	<u>100.00</u>
(12) 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>
(13) SUNSET RAILWAY COMPANY	
The Burlington Northern and Santa Fe Railway Company	50 00
Union Pacific Railroad Company f/k/a Southern Pacific Transportation Company	50.00
	<u>100.00</u>
(14) 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 Southern Railway Company	14.28
	<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.	
(15) 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>
(16) TTX COMPANY	
Union Pacific Railroad Company	36.68
CSX Transportation, Inc.	19.59
Norfolk Southern Railway Company	19.59
The Burlington Northern and Santa Fe Railway Company	17.24
Canadian National Railway Company	1.57
Canadian Pacific Limited	1.57
Illinois Central Gulf Railroad Company	1.57
Florida East Coast Industries, Inc.	0.93
Boston and Main Corporation	0.63
Kansas City Southern Railway Company	0.63
	<u>100.00</u>
(17) 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 STOCK OF AFFILIATED COMPANIES (Dollars in Thousands)								
Undistributed Earnings From Certain Investments in Affiliated Companies								
Line No	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustments for investments equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at close of year (g)	Line No
1	Carriers (List specifics for each company)							1
2	Alameda Belt Line	393			(337)		56	2
3	Camas Prairie Railroad Company	(50)	50					3
4	Central California Traction Company	(457)		(629)			(1,086)	4
5	Houston Belt & Terminal Railway company	5,165		317			5,482	5
6	Iowa Transfer Railway Company	24					24	6
7	Kansas City Terminal Railway Company	389		(119)			270	7
8	Longview Switching Company	(31)					(31)	8
9	MT Properties Inc	1,088		273			1,361	9
10	Oakland Terminal Railway	272		(184)			88	10
11	Paducah & Illinois Railroad Company	142		(2)			140	11
12	Portland Terminal Railroad Company	(810)					(810)	12
13	St Joseph Terminal Railroad Company	(258)					(258)	13
14	Sunset Railway Company	383		(394)			(11)	14
15	Texas City Terminal Railway Company	7,478		102			7,580	15
16	TTX Company	162,743		15,349			178,092	16
17	Wichita Union Terminal Railway Company	(841)		205			(636)	17
18	TOTAL CARRIERS	175,630	50	14,581			190,261	18
19	Noncarriers (List specifics for each company)							19
20								20
21								21
22								22
23								23
24	TOTAL NONCARRIERS							24
25								25
26	TOTAL INVESTMENTS IN COMMON STOCK	175,630	50	14,581			190,261	26

- 1 Report below the details of all investments in common stock 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., 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.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

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

NOTES AND REMARKS

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT						
(Dollars in Thousands)						
Line No	Cross No	Account (a)	Balance at Beginning of year (b)	Expenditures during the year for original road & equipment & road extensions (c)	Expenditures during the year for purchase of existing lines, reorganizations, etc (d)	Line No
1		(2) Land for transportation purposes	1,433,058			1
2		(3) Grading	1,743,913			2
3		(4) Other right-of-way expenditures	22,428			3
4		(5) Tunnels and subways	86,031			4
5		(6) Bridges, trestles and culverts	1,531,725			5
6		(7) Elevated structures				6
7		(8) Ties	2,753,803			7
8		(9) Rail and other track material	6,633,669			8
9		(11) Ballast	1,818,629			9
10		(13) Fences, snowsheds and signs	41,285			10
11		(16) Station and office buildings	589,973			11
12		(17) Roadway buildings	41,261			12
13		(18) Water stations	7,634			13
14		(19) Fuel stations	111,616			14
15		(20) Shops and enginehouses	370,398			15
16		(22) Storage warehouses				16
17		(23) Wharves and docks	1,505			17
18		(24) Coal and ore wharves	22,642			18
19		(25) TOFC/COFC terminals	384,532			19
20		(26) Communications systems	486,564			20
21		(27) Signals and interlockers	1,731,338			21
22		(29) Power plants	2,942			22
23		(31) Power transmission systems	20,593			23
24		(35) Miscellaneous structures	41,510			24
25		(37) Roadway machines	266,217			25
26		(39) Public improvements - construction	278,207			26
27		(44) Shop machinery	138,853			27
28		(45) Power plant machinery	4,843			28
29		Other lease/rentals				29
30		TOTAL EXPENDITURES FOR ROAD	20,565,169			30
31		(52) Locomotives	2,291,734			31
32		(53) Freight train cars	1,435,967			32
33		(54) Passenger train cars				33
34		(55) Highway revenue equipment	15,388			34
35		(56) Floating equipment				35
36		(57) Work equipment	106,076			36
37		(58) Miscellaneous equipment	271,822			37
38		(59) Computer systems & word processing equipment	399,991			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	4,520,978			39
40		(76) Interest during construction	43,649			40
41		(80) Other elements of investment	10,287			41
42		(90) Construction work in progress	426,828			42
43		GRAND TOTAL	25,566,911			43

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

(Dollars in Thousands)

Line No	Cross No	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		12,420	(229)	12,649	1,445,707	1
2		84,008	443	83,565	1,827,478	2
3		1,070	(83)	1,153	23,581	3
4		451		451	86,482	4
5		40,997	449	40,548	1,572,273	5
6						6
7		173,536	25,449	148,087	2,901,890	7
8		417,074	700,611	(283,537)	6,350,132	8
9		170,722	22,878	147,844	1,966,473	9
10		4,777	18	4,759	46,044	10
11		42,671	675	41,996	631,969	11
12		1,382	81	1,301	42,562	12
13		239		239	7,873	13
14		23,656	123	23,533	135,149	14
15		21,331	577	20,754	391,152	15
16						16
17		69		69	1,574	17
18		92		92	22,734	18
19		42,548	(3)	42,551	427,083	19
20		110,739	53	110,686	597,250	20
21		121,682	2,995	118,687	1,850,025	21
22		64		64	3,006	22
23		1,093	71	1,022	21,615	23
24		7,362	5	7,357	48,867	24
25		16,888	615	16,273	282,490	25
26		12,563	2,305	10,258	288,465	26
27		4,665		4,665	143,518	27
28		(75)		(75)	4,768	28
29						29
30		1,312,024	757,033	554,991	21,120,160	30
31		382,463	93,116	289,347	2,581,081	31
32		67,459	98,456	(30,997)	1,404,970	32
33						33
34			1,379	(1,379)	14,009	34
35						35
36		2,134	2,411	(277)	105,799	36
37		27,248	16,795	10,453	282,275	37
38		40,316		40,316	440,307	38
39		519,620	212,157	307,463	4,828,441	39
40		13,138	3,503	9,635	53,284	40
41			226	(226)	10,061	41
42		(50,438)		(50,438)	376,390	42
43		1,794,344	972,919	821,425	26,388,336	43

332. DEPRECIATION BASE AND RATES - ROAD AND EQUIPMENT OWNED AND LEASED FROM OTHERS

(Dollars in Thousands)

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

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

3 Show in columns (e), (f), and (g) data applicable to lessor property, when the rent therefore is included in accounts 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 discontinuance of accruals should be shown in a footnote, indicating the effected account(s).

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

Line No	Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No
		Depreciation Base		Annual composite rate % (d)	Depreciation Base		Annual composite rate % (g)	
		1/1 At beginning of year (b)	12/1 At close of year (c)		At beginning of year (e)	At close of year (f)		
	ROAD							
1	(3) Grading	1,743,913	1,818,241	1.13				1
2	(4) Other right-of-way expenditures	22,428	23,534	2.05				2
3	(5) Tunnels and subways	86,031	86,298	1.04				3
4	(6) Bridges, trestles and culverts	1,531,725	1,568,681	1.32				4
5	(7) Elevated structures							5
6	(8) Ties	2,753,803	2,668,613	4.95	TOTAL ROAD AND			6
7	(9) Rail and other track material	6,633,669	6,515,897	3.45				7
8	(11) Ballast	1,818,629	1,800,046	4.38	EQUIPMENT LEASED FROM			8
9	(13) Fences, snowsheds and signs	41,285	44,498	1.27				9
10	(16) Station and office buildings	589,973	628,791	3.31	OTHERS IS LESS THAN 5%			10
11	(17) Roadway buildings	41,261	42,552	2.80				11
12	(18) Water stations	7,634	7,874	10.02	OF TOTAL OWNED			12
13	(19) Fuel stations	111,616	132,696	3.24				13
14	(20) Shops and enginehouses	370,398	387,759	1.93				14
15	(22) Storage warehouses							15
16	(23) Wharves and docks	1,505	1,667	2.65				16
17	(24) Coal and ore wharves	22,642	22,734	1.33				17
18	(25) TOFC/COFC terminals	384,532	415,869	3.65				18
19	(26) Communications systems	486,564	580,489	4.60				19
20	(27) Signals and interlockers	1,731,338	1,835,366	3.31				20
21	(29) Power plants	2,942	3,001	2.68				21
22	(31) Power transmission systems	20,593	21,471	2.39				22
23	(35) Miscellaneous structures	41,510	48,481	2.88				23
24	(37) Roadway machines	266,217	279,669	5.42				24
25	(39) Public improvements - construction	278,207	287,019	1.83				25
26	(44) Shop machinery	138,853	143,830	4.38				26
27	(45) Power plant machinery	4,843	4,775	2.16				27
28	All other road accounts							28
29	Amortization (other than def. projects)							29
30	TOTAL ROAD	19,132,111	19,369,851	3.33				30
	EQUIPMENT							
31	(52) Locomotives	2,291,734	2,653,804	4.98				31
32	(53) Freight train cars	1,435,967	1,407,410	2.80				32
33	(54) Passenger train cars							33
34	(55) Highway revenue equipment	15,388	14,022	8.93				34
35	(56) Floating equipment							35
36	(57) Work equipment	106,076	105,781	2.24				36
37	(58) Miscellaneous equipment	271,822	280,333	10.33				37
38	(59) Computer systems & WP equipment	399,991	437,965	14.99				38
39	TOTAL EQUIPMENT	4,520,978	4,899,315	5.51				39
40	GRAND TOTAL	23,653,089	24,269,166	NA			NA	40

335. ACCUMULATED DEPRECIATION - ROAD AND EQUIPMENT OWNED AND USED

(Dollars in Thousands)

1 Disclose the required information regarding credits and debits to Account No 735, "Accumulated Depreciation Road and Equipment Property" during the year relating to owned and used road and equipment. Include entries for depreciation of equipment owned but not used when the resulting rents are included in the "Lease Rentals - Credit - Equipment" accounts and "Other Rents - Credit - Equipment" accounts. Exclude any entries for depreciation of equipment that is used but not owned when the resulting rents are included in "Lease Rental - Debit - Equipment" accounts and "Other Rents - Debit - Equipment" accounts. (See Schedule 351 for 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 credits to reserves as shown in column (c) and 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	Balance at beginning of year (b)	CREDITS TO RESERVE		DEBITS TO RESERVE		Balance at close of year (g)	Line No
				During the year		During the year			
		(a)		Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
ROAD									
1		(3) Grading	244,659	19,909		6,076		258,492	1
2		(4) Other right-of-way expenditures	3,274	471		330		3,415	2
3		(5) Tunnels and subways	24,194	890		157		24,927	3
4		(6) Bridges, trestles and culverts	174,935	20,398		4,175		191,158	4
5		(7) Elevated structures							5
6		(8) Ties	518,164	123,631	8,505	95,470		554,830	6
7		(9) Rail and other track material	1,414,745	208,883	11,673	788,622		846,679	7
8		(11) Ballast	385,968	71,413	5,232	24,763		437,850	8
9		(13) Fences, snowsheds and signs	10,082	530		97		10,515	9
10		(16) Station and office buildings	135,197	14,252	5,328	1,892		152,885	10
11		(17) Roadway buildings	12,169	1,155		50		13,274	11
12		(18) Water stations	2,884	789		288		3,385	12
13		(19) Fuel stations	25,791	3,971		193		29,569	13
14		(20) Shops and enginehouses	89,128	4,427	2,281	206		95,630	14
15		(22) Storage warehouses							15
16		(23) Wharves and docks	1,139	26				1,165	16
17		(24) Coal and ore wharves	8,291	313				8,604	17
18		(25) TOFC/COFC terminals	81,673	14,579		3,812		92,440	18
19		(26) Communications systems	114,706	22,867	2,227	587		139,213	19
20		(27) Signals and interlockers	256,886	58,628		9,138		306,376	20
21		(29) Power plants	1,352	83		12		1,423	21
22		(31) Power transmission systems	4,008	505		116		4,397	22
23		(35) Miscellaneous structures	12,624	1,307		7		13,924	23
24		(37) Roadway machines	106,261	5,518	9,697	571		120,905	24
25		(39) Public improvements - const.	37,445	5,130		2,906		39,669	25
26		(44) Shop machinery	41,098	6,210		451		46,857	26
27		(45) Power plant machinery	(86)	104		39		(21)	27
28		All other road accounts							28
29		Amortization (adjustments)							29
30		TOTAL ROAD	3,706,587	585,989	44,943	939,958		3,397,561	30
EQUIPMENT									
31		(52) Locomotives	432,518	121,649		47,194		506,973	31
32		(53) Freight train cars	478,109	40,007		80,524		437,592	32
33		(54) Passenger train cars							33
34		(55) Highway revenue equipment	6,904	1,364		839		7,429	34
35		(56) Floating equipment							35
36		(57) Work equipment	40,269	2,408		1,691		40,986	36
37		(58) Miscellaneous equipment	132,706	27,240		16,351		143,595	37
38		(59) Computer systems & WP equip	224,588	66,022		378		290,232	38
39		Amortization (adjustments)							39
40		TOTAL EQUIPMENT	1,315,094	258,690		146,977		1,426,807	40
41		GRAND TOTAL	5,021,681	844,679	44,943	1,086,935		4,824,368	41

NOTE Credits in Column (d) represent transfers from depreciation expense to inventory and capital accounts to recognize allocated overhead costs

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 accounts arising from retirements In column (f), enter amounts paid to lessor

3 Any inconsistencies between credits to account, charges to operating expenses, and payment 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		N/A BASED ON 5% RULE					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) Communications 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 - const							25
26		(44) Shop machinery *							26
27		(45) Power plant machinery							27
28		All other road accounts							28
29		Amortization (adjustments)							29
30		TOTAL ROAD							30
		EQUIPMENT							
31		(52) Locomotives							31
32		(53) Freight train cars							32
33		(54) Passenger train cars							33
34		(55) Highway revenue equipment							34
35		(56) Floating equipment							35
36		(57) Work equipment							36
37		(58) Miscellaneous equipment							37
38		(59) Computer systems & WP equip							38
39		Amortization (adjustments)							39
40		TOTAL EQUIPMENT							40
41			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 to compute depreciation charges for December, and on lines 30 and 40 of these columns show the composite percentage of all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. This schedule should include only improvements to leased property charged to Account 732, "Improvements on Leased Property." The composite rates used should be those prescribed or authorized by the Board, except that where the 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 changes in rates were effective during the year, give particulars in a footnote.

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

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

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

Line No	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No
		At beginning of year (b)	At close of year (c)		
	ROAD				
1	(3) Grading			%	1
2	(4) Other right-of-way expenditures				2
3	(5) Tunnels and subways				3
4	(6) Bridges, trestles, and culverts				4
5	(7) Elevated structures				5
6	(8) Ties				6
7	(9) Rail and other track material				7
8	(11) Ballast				8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office buildings				10
11	(17) Roadway buildings				11
12	(18) Water stations	N/A BASED ON 5% RULE			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	91,616	94,757		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 39. A debit balance in columns (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."

3 Any inconsistency between credits to the reserve as shown in column (c) and charges to operating expenses should be fully explained on page 39

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

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

Line No	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No	
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)			
ROAD										
1		(3) Grading							1	
2		(4) Other right-of-way expenditures							2	
3		(5) Tunnels and subways	TOTAL IMPROVEMENTS TO ROAD LEASED FROM OTHERS IS LESS THAN 5%							3
4		(6) Bridges, trestles and culverts	OF TOTAL ROAD OWNED							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) Communications 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 - const.							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 IMPROVEMENTS TO EQUIPMENT LEASED FROM OTHERS IS LESS THAN							31
32		(54) Passenger train cars	5% OF TOTAL EQUIPMENT OWNED							32
33		(55) Highway revenue equipment							33	
34		(56) Floating equipment							34	
35		(57) Work equipment							35	
36		(58) Miscellaneous equipment							36	
37		(59) Computer systems & WP equip							37	
38		TOTAL EQUIPMENT							38	
39		GRAND TOTAL	31,157	4,264		4,681		40,102	39	

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

NOTES AND REMARKS FOR SCHEDULE 342

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350. DEPRECIATION BASE AND RATES - ROAD AND EQUIPMENT LEASED TO OTHERS

(Dollars in Thousands)

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

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

3. In column (d) show the composite rates used to compute depreciation for December, and on lines 29 and 38 of this column show the composite percentage of all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used to compute 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 discontinuance of accruals should be shown in a footnote, indicating the effected account(s).

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

Line No	Account (a)	Depreciation Base		Annual composite rate (percent) (d)	Line No
		Beginning of year (b)	Close of year (c)		
	ROAD				
1	(3) Grading	ALL DEPRECIATION EXPENSE FOR OWNED EQUIPMENT			
2	(4) Other right-of-way expenditures	LEASED TO OTHERS IS RECORDED IN BNSF'S OPERATING			
3	(5) Tunnels and subways	EXPENSE AND TOTAL ROAD AND EQUIPMENT LEASED			
4	(6) Bridges, trestles and culverts	TO OTHERS IS LESS THAN 5% OF TOTAL OWNED ROAD			
5	(7) Elevated structures	AND EQUIPMENT.			
6	(8) Ties				
7	(9) Rail and other track material				
8	(11) Ballast				
9	(13) Fences, snowsheds and signs				
10	(16) Station and office buildings				
11	(17) Roadway buildings				
12	(18) Water stations				
13	(19) Fuel stations				
14	(20) Shops and enginehouses				
15	(22) Storage warehouses				
16	(23) Wharves and docks				
17	(24) Coal and ore wharves				
18	(25) TOFC/COFC terminals				
19	(26) Communications systems				
20	(27) Signals and interlockers				
21	(29) Power plants				
22	(31) Power transmission systems				
23	(35) Miscellaneous structures				
24	(37) Roadway machines				
25	(39) Public improvements - const				
26	(44) Shop machinery *				
27	(45) Power plant machinery				
28	All other road accounts				
29	TOTAL ROAD				
	EQUIPMENT				
30	(52) Locomotives				
31	(53) Freight train cars				
32	(54) Passenger train cars				
33	(55) Highway revenue equipment				
34	(56) Floating equipment				
35	(57) Work equipment				
36	(58) Miscellaneous equipment				
37	(59) Computer systems & WP equip				
38	TOTAL EQUIPMENT				
39	GRAND TOTAL				

351. ACCUMULATED DEPRECIATION - ROAD AND EQUIPMENT LEASED TO OTHERS

(Dollars in Thousands)

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

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

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

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

Line No	Cross Check	Account (a)	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		ALL DEPRECIATION EXPENSE FOR OWNED EQUIPMENT LEASED					
3		(5) Tunnels and subways		TO OTHERS IS RECORDED IN BNSF'S OPERATING EXPENSE IN					
4		(6) Bridges, trestles and culverts		ADDITION, TOTAL ROAD AND EQUIPMENT LEASED TO OTHERS IS					
5		(7) Elevated structures		LESS THAN 5% OF TOTAL OWNED ROAD AND EQUIPMENT					
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) Communications 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 - const							25
26		(44) Shop machinery *							26
27		(45) Power plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight train cars							31
32		(54) Passenger train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems & WP equip							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL							39

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

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

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

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

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 reserves therefor are recorded.

Line No	Class (See Ins 2) (a)	Name of company (b)	Miles of road used (See Ins 4) (whole number) (c)	Investments in property (See Ins 5) (d)	Depreciation & amortization of defense projects (See Ins 6) (e)	Line No
1	R	The Burlington Northern and Santa Fe Railway Company	24,885	26,388,336	4,827,907	1
2						2
3		Add Leased from Others				3
4	O	Shippers Consortium, Inc - Council Bluffs, NE to Bayard, IA - Track	100	**	*	4
5	O	SP - Klamath Falls, OR - Switch Track & Track		**	*	5
6	O	STLSW - Rio to Hampton, TX - 2nd Track		**	*	6
7	O	U S Government - Shelton to Bangor & Bremerton, WA - Track	49	**	*	7
8	O	City of Pueblo, CO - Way Switching Tracks at Devine, CO		53	*	8
9	O	Conrail - Turnouts and Yard Tracks at Chicago		9	*	9
10		Total Leased from Others	149	62		10
11						11
12		Deduct Leased to Others.				12
13	O	Montana Rail Link	507	210,098	156,223	13
14	O	MKT - Rosedale, KS - Driveway		2	0	14
15	O	DMIR - Hibbing, MN Turnout (4th Ave West)		5	4	15
16	O	Brandon Corp. - S Omaha, NE - Yard		33	15	16
17	O	Oakland Terminal Railway - yard switching tracks at Oakland, CA		217	147	17
18	O	Houston Belt & Termnl. Ry Co - Second Main Tracks & Yard				18
19		Switching Tracks at Houston, TX	5	687	466	19
20		Total Leased to Others	512	211,042	156,855	20
21						21
22		Deduct Operated by Others				22
23	O	Grainbelt Corporation	189	15,254	7,727	23
24	O	Red River Valley & Western	653	40,739	26,107	24
25		Total Operated by Others	842	55,993	33,834	25
26						26
27						27
28						28
29						29
30		Net Deductions	(1,205)	(266,973)	(190,689)	30
31		TOTAL	23,680	26,121,363	4,637,218	31

* Depreciation not available to respondent

** Investment not available to respondent

352B. INVESTMENT IN RAILROAD PROPERTY USED IN TRANSPORTATION SERVICE (By Property Account)
(Dollars in Thousands)

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

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

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

4 Report on line 30 amounts not included 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 Board for exceptions to prescribed accounting. Reference to such authority should be made when explaining amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Board

Line No	Cross Check	Account (a)	Respondent (b)	Lessor Railroads (c)	Inactive (proprietary companies) (d)	Other leased properties (e)*	Line No
1		(2) Land for transportation purposes	1,445,707			(1,282)	1
2		(3) Grading	1,827,478			(30,554)	2
3		(4) Other right-of-way expenditures	23,581			(48)	3
4		(5) Tunnels and subways	86,482			(4,321)	4
5		(6) Bridges, trestles and culverts	1,572,273			(10,475)	5
6		(7) Elevated structures					6
7		(8) Ties	2,901,890			(49,075)	7
8		(9) Rail and other track material	6,350,132			(113,993)	8
9		(11) Ballast	1,966,473			(26,696)	9
10		(13) Fences, snowsheds and signs	46,044			(673)	10
11		(16) Station and office buildings	631,969			(3,438)	11
12		(17) Roadway buildings	42,562			(1,176)	12
13		(18) Water stations	7,873			(26)	13
14		(19) Fuel stations	135,149			(835)	14
15		(20) Shops and enginehouses	391,152			(1,650)	15
16		(22) Storage warehouses					16
17		(23) Wharves and docks	1,574				17
18		(24) Coal and ore wharves	22,734				18
19		(25) TOFC/COFC terminals	427,083			(167)	19
20		(26) Communications systems	597,250			(7,210)	20
21		(27) Signals and interlockers	1,850,025			(12,562)	21
22		(29) Power plants	3,006			(2)	22
23		(31) Power transmission systems	21,615			(312)	23
24		(35) Miscellaneous structures	48,867			(290)	24
25		(37) Roadway machines	282,490			(2)	25
26		(39) Public improvements - construction	288,465			(1,913)	26
27		(44) Shop machinery	143,518			(86)	27
28		(45) Power plant machinery	4,768				28
29		Leased property (capitalized rentals)					29
30		Other (specify and explain)					30
31		TOTAL ROAD	21,120,160			(266,786)	31
32		(52) Locomotives	2,581,081				32
33		(53) Freight train cars	1,404,970				33
34		(54) Passenger train cars					34
35		(55) Highway revenue equipment	14,009				35
36		(56) Floating equipment					36
37		(57) Work equipment	105,799				37
38		(58) Miscellaneous equipment	282,275				38
39		(59) Computer systems & WP equipment	440,307			(171)	39
40		TOTAL EQUIPMENT	4,828,441			(171)	40
41		(76) Interest during construction	53,284			(16)	41
42		(80) Other elements of investment	10,061				42
43		(90) Construction work in progress	376,390				43
44		GRAND TOTAL	26,388,336			(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	Schedule 410	Schedule 412
Line 620, column (h)	= Line 14, column (b)	Lines 136 through 138, column (f)	= Line 29, column (b)
Line 620, column (f)	= Line 14, column (d)	Lines 118 through 123, and 130 through 135, column (f)	= Line 29, column (c)
Line 620, column (g)	= Line 14, column (e)		Schedule 415
	Schedule 414		
Line 231, column (f)	= Line 19, columns (b) through (d)	Lines 207, 208, 211, 212, column (f)	= Lines 5, 38, column (f)
Line 230, column (f)	= Line 19, columns (e) through (g)	Lines 226, 227, column (f)	= Lines 24, 39, column (f)
	Schedule 417	Lines 311, 312, 315, 316, column (f)	= Lines 32, 35, 36, 37, 40, 41, column (f)
Line 507, column (f)	= Line 1, column (j)		And
Line 508, column (f)	= Line 2, column (j)		Schedule 414
Line 509, column (f)	= Line 3, column (j)		Minus line 24, columns (b) through (d)
Line 510, column (f)	= Line 4, column (j)		plus line 24, columns (e) through (g)
Line 511, column (f)	= Line 5, column (j)		Schedule 415
Line 512, column (f)	= Line 6, column (j)		
Line 513, column (f)	= Line 7, column (j)		= Lines 5, 38, columns (c) and (d)
Line 514, column (f)	= Line 8, column (j)		= Lines 24, 39, columns (c) and (d)
Line 515, column (f)	= Line 9, column (j)		= Lines 32, 35, 36, 37, 40, 41, columns (c) and (d)
Line 516, column (f)	= Line 10, column (j)		
Line 517, column (f)	= Line 11, column (j)		Lines 5, 38, column (b)
	Schedule 210	Line 202, 203, 216, column (f), equal to or greater than, but variance cannot exceed line 216, column (f)	
Line 4, column (b)	= Line 47, 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 through 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)

410. RAILWAY OPERATING EXPENSES

(Dollars in Thousands)

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

Line No	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No
WAYS & STRUCTURES										
ADMINISTRATION										
1		Track	21,281	3,449	646	(3,559)	21,817		21,817	1
2		Bridge & building	13,915	2,255	423	(2,329)	14,264		14,264	2
3		Signal	12,279	1,989	373	(2,054)	12,587		12,587	3
4		Communication	5,730	929	174	(959)	5,874		5,874	4
5		Other	28,648	4,643	871	(4,793)	29,369		29,369	5
REPAIRS AND MAINTENANCE										
6		Roadway - running	48,080	2,642	10,890	1,651	63,263		63,263	6
7		Roadway - switching	6,682	376	1,489	228	8,775		8,775	7
8		Tunnels & subways - running	180	74	155	7	416		416	8
9		Tunnels & subways - switching	25		21	1	47		47	9
10		Bridges & culverts - running	12,406	1,475	3,567	2,321	19,769		19,769	10
11		Bridges & culverts - switching	1,692	201	486	316	2,695		2,695	11
12		Ties - running	1,050	1,188	107	939	3,284		3,284	12
13		Ties - switching	224	312	16	130	682		682	13
14		Rail & other track material - running	49,603	10,695	14,078	2,358	76,734		76,734	14
15		Rail & other track material - switching	6,890	1,480	1,919	321	10,610		10,610	15
16		Ballast - running	3,978	409	1,031	364	5,782		5,782	16
17		Ballast - switching	548	74	141	53	816		816	17
18		Road property damaged - running	381	614			995		995	18
19		Road property damaged - switching	88	90			178		178	19
20		Road property damaged - other								20
21		Signals & interlockers - running	40,282	10,585	2,712	2,276	55,855		55,855	21
22		Signals & interlockers - switching	5,512	1,584	370	311	7,777		7,777	22
23		Communications systems	20,701	5,664	1,753	1,316	29,434		29,434	23
24		Power systems	589	724	807	6	2,126		2,126	24
25		Highway grade crossings - running	1,185	(249)	755	132	1,823		1,823	25
26		Highway grade crossings - switching	161	(34)	103	7	237		237	26
27		Station & office buildings	3,200	2,039	9,620	304	15,163		15,163	27
28		Shop buildings - locomotives	3,851	4,120	8,155	127	16,253		16,253	28
29		Shop buildings - freight cars	709	566	1,502	23	2,800	N/A	2,800	29
30		Shop buildings - other equipment	507	404	1,073	17	2,001		2,001	30

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

Line No	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No
		REPAIRS AND MAINTENANCE - (Continued)								
101		Locomotive servicing facilities	721	2,305	2,738	204	5,968		5,968	101
102		Miscellaneous buildings & structures	7,433	2,969	4,903	528	15,833		15,833	102
103		Coal terminals	1	1	280	(932)	(650)	N/A	(650)	103
104		Ore terminals	499	1,931	2,015	769	5,214	N/A	5,214	104
105		Other marine terminals	2,706	1	1,052		3,759	N/A	3,759	105
106		TOFC/COFC terminals	304	132	15,879	7,476	23,791	N/A	23,791	106
107		Motor vehicle loading & distribution facilities						N/A		107
108		Facilities for other specialized service operations						N/A		108
109		Roadway machines	4,508	3,804	(1,973)	7	6,346		6,346	109
110		Small tools & supplies	429	24,938	574	442	26,383		26,383	110
111		Snow removal	4,417	613	5,403	277	10,710		10,710	111
112		Fringe benefits - running	N/A	N/A	N/A	76,913	76,913		76,913	112
113		Fringe benefits - switching	N/A	N/A	N/A	10,833	10,833		10,833	113
114		Fringe benefits - other	N/A	N/A	N/A	20,582	20,582		20,582	114
115		Casualties & insurance - running	N/A	N/A	N/A	42,997	42,997		42,997	115
116		Casualties & insurance - switching	N/A	N/A	N/A	6,056	6,056		6,056	116
117		Casualties & insurance - other	N/A	N/A	N/A	11,506	11,506		11,506	117
118	*	Lease rentals - debit - running	N/A	N/A	1,950	N/A	1,950		1,950	118
119	*	Lease rentals - debit - switching	N/A	N/A	266	N/A	266		266	119
120	*	Lease rentals - debit - other	N/A	N/A		N/A				120
121	*	Lease rentals - (credit) - running	N/A	N/A	(13,176)	N/A	(13,176)		(13,176)	121
122	*	Lease rentals - (credit) - switching	N/A	N/A	(1,108)	N/A	(1,108)		(1,108)	122
123	*	Lease rentals - (credit) - other	N/A	N/A		N/A				123
124		Joint facility rent - debit - running	N/A	N/A	5,885	N/A	5,885		5,885	124
125		Joint facility rent - debit - switching	N/A	N/A	757	N/A	757		757	125
126		Joint facility rent - debit - other	N/A	N/A	1,765	N/A	1,765		1,765	126
127		Joint facility rent - (credit) - running	N/A	N/A	(8,992)	N/A	(8,992)		(8,992)	127
128		Joint facility rent - (credit) - switching	N/A	N/A	(1,183)	N/A	(1,183)		(1,183)	128
129		Joint facility rent - (credit) - other	N/A	N/A	(1,657)	N/A	(1,657)		(1,657)	129
130	*	Other rents - debit - running	N/A	N/A	236	N/A	236		236	130
131	*	Other rents - debit - switching	N/A	N/A	32	N/A	32		32	131
132	*	Other rents - debit - other	N/A	N/A	214	N/A	214		214	132
133	*	Other rents - (credit) - running	N/A	N/A		N/A				133

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

Line No	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No
134	*	REPAIRS AND MAINTENANCE - (Continued)								134
135	*	Other rents - (credit) - switching	N/A	N/A		N/A				135
136	*	Other rents - (credit) - other	N/A	N/A		N/A				136
137	*	Depreciation - running	N/A	N/A		355,432	355,432		355,432	137
138	*	Depreciation - switching	N/A	N/A		48,495	48,495		48,495	138
139	*	Depreciation - other	N/A	N/A		175,852	175,852		175,852	139
140	*	Joint facility - debit - running	N/A	N/A	91,278	N/A	91,278		91,278	140
141	*	Joint facility - debit - switching	N/A	N/A	15,041	N/A	15,041		15,041	141
142	*	Joint facility - debit - other	N/A	N/A		N/A				142
143	*	Joint facility - (credit) - running	N/A	N/A	(50,903)	N/A	(50,903)		(50,903)	143
144	*	Joint facility - (credit) - switching	N/A	N/A	(6,941)	N/A	(6,941)		(6,941)	144
145	*	Joint facility - (credit) - other	N/A	N/A		N/A				145
146	*	Dismantling retired road property - running	50		66	7	123		123	146
147	*	Dismantling retired road property - switching	7		9	1	17		17	147
148	*	Dismantling retired road property - other								148
149	*	Other - running	168	263	543	2,378	3,352		3,352	149
150	*	Other - switching	22	35	71	313	441		441	150
151	*	Other - other	31	48	100	438	617		617	151
152	*	TOTAL WAY AND STRUCTURES	311,673	95,338	128,361	760,088	1,295,460		1,295,460	152
153	*	EQUIPMENT								153
154	*	LOCOMOTIVES								154
201	*	Administration	8,182	3,907	5,068	4,240	21,397		21,397	201
202	*	Repair & maintenance	104,533	75,303	176,099	(2,502)	353,433		353,433	202
203	*	Machinery repair	170	960		869	1,999		1,999	203
204	*	Equipment damaged	240	1,432		24	1,696		1,696	204
205	*	Fringe benefits	N/A	N/A	N/A	39,319	39,319		39,319	205
206	*	Other casualties & insurance	N/A	N/A	N/A	12,770	12,770		12,770	206
207	*	Lease rentals - debit	N/A	N/A	169,825	N/A	169,825		169,825	207
208	*	Lease rentals - (credit)	N/A	N/A	(228)	N/A	(228)		(228)	208
209	*	Joint facility rent - debit	N/A	N/A		N/A				209
210	*	Joint facility rent - (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	124,879	124,879		124,879	213
214	*	Joint facility - debit	N/A	N/A	2,433	N/A	2,433		2,433	214
215	*	Joint facility - (credit)	N/A	N/A		N/A				215
216	*	Repairs billed to others - (credit)	N/A	N/A	(40,421)	N/A	(40,421)		(40,421)	216

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

Line No	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No
217		LOCOMOTIVES - (Continued)								217
218		Dismantling retired property								218
219		Other		1,873		211	2,084		2,084	219
		TOTAL LOCOMOTIVES	113,125	83,475	312,776	179,810	689,186		689,186	
		FREIGHT CARS								
220		Administration	5,351	2,555	3,375	2,796	14,077	N/A	14,077	220
221	*	Repair & maintenance	95,519	84,982	45,097	26,987	252,585	N/A	252,585	221
222	*	Machinery repair	111	628		588	1,307	N/A	1,307	222
223		Equipment damaged	174	340	307	15,173	15,994	N/A	15,994	223
224		Fringe benefits	N/A	N/A	N/A	35,159	35,159	N/A	35,159	224
225		Other casualties & insurance	N/A	N/A	N/A	8,813	8,813	N/A	8,813	225
226	*	Lease rentals - debit	N/A	N/A	195,121		195,121	N/A	195,121	226
227	*	Lease rentals - (credit)	N/A	N/A	(816)	N/A	(816)	N/A	(816)	227
228		Joint facility rent - debit	N/A	N/A	N/A	N/A		N/A		228
229		Joint facility rent - (credit)	N/A	N/A	N/A	N/A		N/A		229
230	*	Other rents - debit	N/A	N/A	433,546	N/A	433,546	N/A	433,546	230
231	*	Other rents - (credit)	N/A	N/A	(119,241)	N/A	(119,241)	N/A	(119,241)	231
232	*	Depreciation	N/A	N/A	N/A	42,120	42,120	N/A	42,120	232
233		Joint facility - debit	N/A	N/A	N/A	N/A		N/A		233
234		Joint facility - (credit)	N/A	N/A	N/A	N/A		N/A		234
235	*	Repairs billed to others - (credit)	N/A	N/A	(90,222)	N/A	(90,222)	N/A	(90,222)	235
236		Dismantling retired property								236
237		Other		1,225		151	1,376	N/A	1,376	237
238		TOTAL FREIGHT CARS	101,155	89,730	467,167	131,767	789,819	N/A	789,819	238
		OTHER EQUIPMENT								
301		Administration	2,202	1,052	1,302	1,667	6,223		6,223	301
302	*	Repair & maintenance								302
303	*	Trucks, trailers, & containers - revenue service	94	372	75,288		75,754	N/A	75,754	303
304	*	Floating equipment - revenue service						N/A		304
305	*	Passenger & other revenue equipment	332	2,617	8	24	2,981		2,981	305
306	*	Computers and data processing equipment	15	24	13	2,242	2,294		2,294	306
307	*	Machinery	46	259	22	234	561		561	307
308	*	Work & other non-revenue equipment	2,711	8,923	920	(1,839)	10,715		10,715	308
309		Equipment damaged								309
310		Fringe benefits	N/A	N/A	N/A	1,877	1,877		1,877	310
311	*	Other casualties & insurance	N/A	N/A	N/A	663	663		663	311
312	*	Lease rentals - debit	N/A	N/A	56,480	N/A	56,480		56,480	312
		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 (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No
313		OTHER EQUIPMENT (Continued)								313
314		Joint facility rent - debit	N/A	N/A		N/A				314
315		Joint facility rent - (credit)	N/A	N/A		N/A				315
316		Other rents - debit	N/A	N/A	52,448	N/A	52,448		52,448	316
317		Other rents - (credit)	N/A	N/A	(33,973)	N/A	(33,973)		(33,973)	317
318		Depreciation	N/A	N/A	N/A	97,901	97,901		97,901	318
319		Joint facility - debit	N/A	N/A		N/A				319
320		Joint facility - (credit)	N/A	N/A		N/A				320
321		Repairs billed to others - (credit)	N/A	N/A	(10,322)	N/A	(10,322)		(10,322)	321
322		Dismantling retired property								322
323		Other		505		4	509		509	323
324		TOTAL OTHER EQUIPMENT	5,400	13,752	142,186	102,773	264,111		264,111	324
		TOTAL EQUIPMENT	219,690	186,957	922,129	414,350	1,743,116		1,743,116	
		TRANSPORTATION								
401		TRAIN OPERATIONS								
402		Administration	65,864	4,922	18,783	19,913	109,482		109,482	401
403		Engine crews	394,899	(749)	35,688	9	429,847		429,847	402
404		Train crews	391,184	(686)	38,096	58	428,652		428,652	403
405		Dispatching trains	27,652	(50)	(74)	392	27,920		27,920	404
406		Operating signals & interlockers	1,129	133	3,844	(1)	5,105		5,105	405
407		Operating drawbridges	2,586	1	3	23	2,613		2,613	406
408		Highway crossing protection	(314)		4,211	1	3,898		3,898	407
409		Train inspection & lubrication	34,087	863	(17)	3,622	38,555		38,555	408
410		Locomotive fuel		664,663			664,663		664,663	409
		Electric power electric power produced or purchased for motive power								410
411		Servicing locomotives	37,140	10,483	(5,243)	713	43,093		43,093	411
412		Freight lost or damaged - solely related	N/A	N/A	N/A					412
413		Cleaning wrecks				17,126	17,126		17,126	413
414		Fringe benefits	N/A	N/A	N/A	334,204	334,204		334,204	414
415		Other casualties & insurance	N/A	N/A	N/A	85,966	85,966		85,966	415
416		Joint facility - debit	N/A	N/A	2,651	N/A	2,651		2,651	416
417		Joint facility - (credit)	N/A	N/A	(3,953)	N/A	(3,953)		(3,953)	417
418		Other	19,732	1,446	3,629	7,489	32,296		32,296	418
419		TOTAL TRAIN OPERATIONS	973,959	681,026	97,618	469,515	2,222,118		2,222,118	419
		YARD OPERATIONS								
420		Administration	5,742	509	1,612	1,752	9,615		9,615	420
421		Switch crews	217,054		9		217,063		217,063	421

410. RAILWAY OPERATING EXPENSES - (Continued) (Dollars in Thousands)										
Line No	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No
YARD OPERATIONS (Continued)										
422		Controlling operations	15,073		689		15,762		15,762	422
423		Yard and terminal clerical	12,800	912	2,440		16,152		16,152	423
424		Operating switches, signals, retarders, & humps		311		872	1,183		1,183	424
425		Locomotive fuel		34,982			34,982		34,982	425
426		Electric power electric power produced or purchased for motive power								426
427		Servicing locomotives	7,965			8	7,973		7,973	427
428		Freight lost or damaged - solely related	N/A	N/A	N/A					428
429		Clearing wrecks			3,795		3,795		3,795	429
430		Fringe benefits	N/A	N/A	N/A	89,901	89,901		89,901	430
431		Other casualties & insurance	N/A	N/A	N/A	22,718	22,718		22,718	431
432		Joint facility - debit	N/A	N/A	15,457	N/A	15,457		15,457	432
433		Joint facility - (credit)	N/A	N/A	(3,087)	N/A	(3,087)		(3,087)	433
434		Other	21	98	1,063	10	1,192		1,192	434
435		TOTAL YARD OPERATIONS	258,655	36,812	21,978	115,261	432,706		432,706	435
TRAIN & YARD OPERATIONS COMMON										
501		Cleaning car interiors		99	5,313	N/A	5,412		5,412	501
502		Adjusting & transferring loads		1	5,012	N/A	5,013	N/A	5,013	502
503		Car loading devices & grain docks				N/A		N/A		503
504		Freight lost or damaged - all other	N/A	N/A	N/A	31,924	31,924		31,924	504
505		Fringe benefits	N/A	N/A	N/A					505
506		TOTAL TRAIN & YARD OPERATIONS COMMON		100	10,325	31,924	42,349		42,349	506
SPECIALIZED SERVICE OPERATIONS										
507	*	Administration	9,197	154	492	444	10,287	N/A	10,287	507
508	*	Pickup & delivery and manne line haul		2	66,442	4	66,448	N/A	66,448	508
509	*	Loading & unloading and local manne	143	1,589	135,386	4,594	141,712	N/A	141,712	509
510	*	Protective services	2,940	5,803	119	10	8,872	N/A	8,872	510
511	*	Freight lost or damaged - solely related	N/A	N/A	N/A			N/A		511
512	*	Fringe benefits	N/A	N/A	N/A	4,268	4,268	N/A	4,268	512
513	*	Casualties & insurance	N/A	N/A	N/A	1,081	1,081	N/A	1,081	513
514	*	Joint facility - debit	N/A	N/A		N/A		N/A		514
515	*	Joint facility - (credit)	N/A	N/A		N/A		N/A		515
516	*	Other		2			2	N/A	2	516
517	*	TOTAL SPECIALIZED SERVICE OPERATIONS	12,280	7,550	202,439	10,401	232,670	N/A	232,670	517

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

Line No	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No
518		ADMINISTRATIVE SUPPORT OPERATIONS								518
519		Administration	70,345	6,233	20,110	22,749	119,437		119,437	519
520		Employees performing clerical & accounting functions	19,544	1,254	4,411	116	25,325		25,325	520
521		Communication systems operations	1,107	480	46,641	1,510	49,748		49,748	521
522		Loss & damage claims processing								522
523		Fringe benefits	N/A	N/A	N/A	31,628	31,628		31,628	523
524		Casualties & insurance	N/A	N/A	N/A	8,057	8,057		8,057	524
525		Joint facility - debit	N/A	N/A		N/A				525
526		Joint facility - (credit)	N/A	N/A		N/A				526
527		Other		93			93		93	527
528		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	90,996	8,070	71,162	64,060	234,288		234,288	528
601		TOTAL TRANSPORTATION	1,335,890	733,558	403,522	691,161	3,164,131		3,164,131	601
602		GENERAL AND ADMINISTRATIVE								602
603		Officers - general administration	37,836	3,263	20,810	31,530	93,439		93,439	603
604		Accounting, auditing, & finance	36,101	3,534	4,595	907	45,137		45,137	604
605		Management services & data processing	21,781	1,687	55,611	2,453	81,532		81,532	605
606		Marketing	35,510	3,231	6,913	3,191	48,845		48,845	606
607		Sales	26,489	3,231	6,914	3,227	39,861		39,861	607
608		Industrial development	689	183	63	663	1,598		1,598	608
609		Personnel & labor relations	18,724	9	1,308	5,613	25,654		25,654	609
610		Legal & secretarial	9,856	365	33,431	597	44,249		44,249	610
611		Public relations & advertising	1,502	586	499	295	2,882		2,882	611
612		Research & development								612
613		Fringe benefits	N/A	N/A	N/A	70,776	70,776		70,776	613
614		Casualties & insurance	N/A	N/A	N/A	5,356	5,356		5,356	614
615		Writedown of uncollectible accounts	N/A	N/A	N/A	17,313	17,313		17,313	615
616		Property taxes	N/A	N/A	N/A	138,608	138,608		138,608	616
617		Other taxes except on corporate income or payroll	N/A	N/A	N/A	22,437	22,437		22,437	617
618		Joint facility - debit	N/A	N/A	1,790	N/A	1,790		1,790	618
619		Joint facility - (credit)	N/A	N/A	(17)	N/A	(17)		(17)	619
620		Other	16,549	1,098	15,418	16,277	49,342		49,342	620
		TOTAL GENERAL AND ADMINISTRATIVE	205,037	17,187	147,335	319,243	688,802		688,802	
		TOTAL CARRIER OPERATING EXPENSE	2,072,280	1,033,040	1,601,347	2,184,842	6,891,509		6,891,509	

412. WAY AND STRUCTURES

(Dollars in Thousands)

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

Line No	Cross Check	Property Account	Category (a)	Depreciation (b)	Lease/rentals (net) (c)	Amortization adjustment during year (d)	Line No
1		2	Land for transportation purposes	N/A			1
2		3	Grading	19,909			2
3		4	Other right-of-way expenditures	471			3
4		5	Tunnels and subways	890			4
5		6	Bridges, trestles and culverts	20,398			5
6		7	Elevated structures				6
7		8	Ties	123,631			7
8		9	Rail and other track material	208,883			8
9		11	Ballast	71,413			9
10		13	Fences, snowsheds and signs	530			10
11		16	Station and office buildings	14,252			11
12		17	Roadway buildings	1,155			12
13		18	Water stations	789			13
14		19	Fuel stations	3,971			14
15		20	Shops and enginehouses	4,427			15
16		22	Storage warehouses				16
17		23	Wharves and docks	26			17
18		24	Coal and ore wharves	313			18
19		25	TOFC/COFC terminals	14,579			19
20		26	Communications systems	22,867			20
21		27	Signals and interlockers	58,628			21
22		29	Power plants	83			22
23		31	Power transmission systems	505			23
24		35	Miscellaneous structures	1,307			24
25		37	Roadway machines	5,518			25
26		39	Public improvements, construction	5,130			26
27		45	Power plant machines	104			27
28			Other lease/rentals	N/A	(11,586)	N/A	28
29			TOTAL	579,779	(11,586)		29

414. RENTS FOR INTERCHANGED FREIGHT TRAIN CARS AND OTHER FREIGHT CARRYING EQUIPMENT

(Dollars in Thousands)

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

Line No	Cross Check	Type of Equipment (a)	GROSS AMOUNTS RECEIVABLE			GROSS AMOUNTS PAYABLE			Line No
			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		18	73	10,496	1,845	4,850	2
3		Box - Equipped		3,318	12,360		17,663	37,487	3
4		Gondola - Plain		444	824	1,248	361	573	4
5		Gondola - Equipped		1,344	6,668	2	3,947	7,515	5
6		Hopper - Covered		5,317	19,931	29,324	5,639	17,413	6
7		Hopper - Open Top - General Service		764	2,253	2	459	2,136	7
8		Hopper - Open Top - Special Service		154	148		163	777	8
9		Refrigerator - Mechanical		901	1,701	173	371	595	9
10		Refrigerator - Nonmechanical		1,677	5,102	265	1,561	3,165	10
11		Flat - TOFC/COFC		4,216	19,217	133,065	4,876	11,749	11
12		Flat - Multi-Level		1,041	1,933	30,819	1,929	2,721	12
13		Flat - General Service		21	61	73	144	164	13
14		Flat - Other		566	2,423	22,602	5,468	13,368	14
15		Tank - Under 22,000 Gallons		8	33	14,595	1	3	15
16		Tank - 22,000 Gallons and Over		38	180	18,599			16
17		All Other Freight Cars		38	1,000	156	32	1,611	17
18		Auto Racks			25,449	22,120		1,421	18
19		TOTAL FREIGHT TRAIN CARS		19,865	99,376	283,539	44,459	105,548	19
OTHER FREIGHT CARRYING EQUIPMENT									
20		Refrigerated Trailers							20
21		Other Trailers			33,895	46,605		5,843	21
22		Refrigerated Containers							22
23		Other Containers							23
24	*	TOTAL TRAILERS AND CONTAINERS			33,895	46,605		5,843	24
25		GRAND TOTAL (Lines 19 and 24)		19,865	133,271	330,144	44,459	111,391	25

NOTES AND REMARKS

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GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE TO 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, and 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, and 235 (excluding wreck repairs) Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 223
 - (c) Sum of highway equipment (line 32), floating equipment (line 35), passenger and other revenue equipment (line 36), computer and data processing equipment (line 37), machinery-other equipment (line 40), and work and other non-revenue equipment (line 41), compared to Schedule 410, the sum of lines 302 through 307, plus line 320 (excluding wreck repairs) Do not report in Schedule 415, equipment damaged from Schedule 410, line 308

Note Lines 216, 235, and 320 of Schedule 410 are credit amounts
The allocation of freight car repair expenses reportable on Schedule 415 by car types shall be in accordance with Instruction 2-21, Freight train repair costing, 49 CFR 1201
- 4 Depreciation expense for each class of equipment by car type shall be reported in columns (c) and (d). For improvements on leased property, Accounts 732 and 733, use a supplementary Schedule 415, which will relate to Schedules 340 and 342
Depreciation charges reported in columns (c) and (d) will balance to Schedule 410, column (f) as follows
 - (a) Locomotives, lines 5 and 38, compared to Schedule 410, line 213
 - (b) Freight cars, lines 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, lines 5 and 38, compared to Schedule 410, lines 207, 208, 211, and 212
 - (b) Freight cars, lines 24 and 39, compared to Schedule 410, lines 226 and 227 (note that Schedule 410, lines 230 and 231, are reported in Schedule 415, and are not 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 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 Adjustment net during year (e)	Line No
				Owned (c)	Capitalized lease (d)		
		LOCOMOTIVES					
1		Diesel Locomotives - Yard	15,651	968			1
2		Diesel Locomotives - Road	297,361	67,266	53,415		2
3		Other Locomotives - Yard					3
4		Other Locomotives - Road					4
5	*	TOTAL LOCOMOTIVES	313,012	68,234	53,415		5
		FREIGHT TRAIN CARS					
6		Box - Plain 40 foot	13	3			6
7		Box - Plain 50 foot and longer	2,157	463			7
8		Box - Equipped	25,763	5,013			8
9		Gondola - Plain	13,655	1,852			9
10		Gondola - Equipped	10,142	3,254			10
11		Hopper - Covered	42,255	10,648			11
12		Hopper - Open Top - General Service	8,617	4,074			12
13		Hopper - Open Top - Special Service	5,880	1,062			13
14		Refrigerator - Mechanical	9,085	949			14
15		Refrigerator - Nonmechanical	3,867	3,691			15
16		Flat - TOFC/COFC	10,839	417			16
17		Flat - Multi-level	262	372			17
18		Flat - General Service	7,270	64			18
19		Flat - Other	9,745	2,852			19
20		All Other Freight Cars	12,747	273			20
21		Cabooses	66	681			21
22		Auto Racks		4,181			22
23		Miscellaneous Accessories		158			23
24	*	TOTAL FREIGHT TRAIN CARS	162,363	40,007			24
		OTHER EQUIPMENT - REVENUE FREIGHT HIGHWAY EQUIPMENT					
25		Refrigerated Trailers	428				25
26		Other Trailers	24,342	15			26
27		Refrigerated Containers					27
28		Other Containers	13,276	845			28
29		Bogies					29
30		Chassis	27,309	504			30
31		Other Highway Equipment (Freight)	319				31
32	*	TOTAL HIGHWAY EQUIPMENT	65,674	1,364			32
		FLOATING EQUIPMENT - REVENUE SERVICE					
33		Marine Line-Haul					33
34		Local Manne					34
35	*	TOTAL FLOATING EQUIPMENT					35
36	*	OTHER EQUIPMENT Passenger & Other Revenue Equipment (Freight Portion)	2,739				36
37	*	Computer Systems & Word Processing Equip	2,294	62,169	3,853		37
38	*	Machinery - Locomotives (1)	1,999	3,230			38
39	*	Machinery - Freight Cars (2)	1,307	2,113			39
40	*	Machinery - Other Equipment (3)	561	867			40
41	*	Work and Other Nonrevenue Equipment	10,715	29,648			41
42		TOTAL OTHER EQUIPMENT	19,615	98,027	3,853		42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	560,664	207,632	57,268		43

(1) Data reported on line 38, column (b) is the amount reported in Sched 410, column (f), line 203, reduced by the allocable portion of line 216

(2) Data reported on line 39, column (b) is the amount reported in Sched 410, column (f), line 222, reduced by the allocable portion of line 235

(3) Data reported on line 40, column (b) is the amount reported in Sched. 410, column (f), line 306, reduced by the allocable portion of line 320.

415. SUPPORTING SCHEDULE - EQUIPMENT - (Continued)

Line No	Cross Check	Lease & rentals (net) (f)	Investment base as of 12/31		Accumulated depreciation as of 12/31		Line No
			Owned (g)	Capitalized lease (h)	Owned (i)	Capitalized lease (j)	
1			35,850		7,684		1
2		169,597	1,351,687	1,193,544	356,682	142,607	2
3							3
4							4
5	*	169,597	1,387,537	1,193,544	364,366	142,607	5
6			123		(63)		6
7			15,285		8,051		7
8		6,780	171,375		66,038		8
9		10,327	64,504		6,499		9
10		15,597	121,868		40,783		10
11		97,214	446,174		131,540		11
12		1,092	141,793		45,432		12
13		13,367	48,612		9,570		13
14		3,554	32,717		9,837		14
15		1,357	128,581		45,990		15
16		32,550	12,266		2,612		16
17			14,770		4,636		17
18		804	2,515		562		18
19			88,812		27,285		19
20		1,077	15,031		3,776		20
21			14,543		6,048		21
22		10,586	78,955		29,310		22
23			7,046		(314)		23
24	*	194,305	1,404,970		437,592		24
25							25
26		15,193	159		28		26
27							27
28		19,011	8,094		3,209		28
29		3					29
30		21,478	5,756		4,192		30
31							31
32	*	55,685	14,009		7,429		32
33							33
34							34
35	*						35
36	.						36
37	*	795	417,196	23,111	279,812	10,420	37
38	*		74,629		24,366		38
39	*		45,926		15,121		39
40	*		22,963		7,370		40
41	*	(78)	388,074		184,581		41
42		717	948,788	23,111	511,250	10,420	42
43		420,304	3,755,304	1,216,655	1,320,637	153,027	43

(1) Data reported on lines 38, 39, and 40 in columns (g) and (h) are investment recorded in property account 44, allocated to locomotives, freight cars, and other equipment

(2) Depreciation reported on lines 38, 39, and 40 in column (c) is calculated by multiplying the investment in each element by the effective composite rate for 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		Line No
			Investment Base (c)	Accumulated Depreciation (d)	Depr. Rate % (e)	Investment Base (f)	Accumulated Depreciation (g)	Depr. Rate % (h)	Investment Base (i)	Current Year Amortization (j)	Accumulated Amortization (k)	Investment Base (l)	Accumulated Depreciation & Amortization (m)	
1	I	3	1,267,302	134,224	1.07%	TOTAL IMPROVEMENTS TO						1,267,302	134,224	1
2		8	1,623,892	211,086	4.68%	PROPERTY LEASED FROM						1,623,892	211,086	2
3		9	3,761,212	369,325	3.67%	OTHERS IS LESS THAN 5%						3,761,212	369,325	3
4		11	979,630	151,205	4.35%	OF TOTAL PROPERTY OWNED.						979,630	151,205	4
5	SUB TOTAL		7,632,036	865,840								7,632,036	865,840	5
6	II	3	372,664	80,474	1.07%							372,664	80,474	6
7		8	936,744	245,452	4.21%							936,744	245,452	7
8		9	1,622,256	308,203	2.91%							1,622,256	308,203	8
9		11	807,625	237,600	4.13%							807,625	237,600	9
10	SUB TOTAL		3,739,289	871,729								3,739,289	871,729	10
11	III	3												11
12		8												12
13		9												13
14		11												14
15	SUB TOTAL													15
16	IV	3	131,738	38,050	1.07%							131,738	38,050	16
17		8	308,112	90,461	3.67%							308,112	90,461	17
18		9	866,759	161,074	1.80%							866,759	161,074	18
19		11	161,594	45,355	2.54%							161,594	45,355	19
20	SUB TOTAL		1,468,203	334,940								1,468,203	334,940	20
21	V	3	55,774	5,744	1.07%							55,774	5,744	21
22		8	33,142	7,831	3.67%							33,142	7,831	22
23		9	99,905	8,077	1.77%							99,905	8,077	23
24		11	17,624	3,690	2.54%							17,624	3,690	24
25	SUB TOTAL		206,445	25,342								206,445	25,342	25
26	GRAND TOTAL		13,045,973	2,097,851	N/A	17,481	2,635					13,045,973	2,097,851	26

Notes

- (1) Columns (c) + (f) + (i) = Column (l)
 (2) Columns (d) + (g) + (k) = Column (m)
 (3) The base grand total for owned and used, improvements to leased property, and capitalized leases should equal the sum of Accounts 3, 8, 9, and 11 shown at year end on Schedule 330.
 (4) Columns (c) and (d) include improvements to leased property. Improvements to leased property are not separately included based on the 5% rule.

NOTES AND REMARKS

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417. SPECIALIZED SERVICE SUBSCHEDULE - TRANSPORTATION

(Dollars in Thousands)

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

Line No.	Cross Check	Items (a)	TOFC/COFC terminal (b)	Floating equipment (c)	Coal marine terminal (d)	Ore marine terminal (e)	Other marine terminal (f)	Motor vehicle load & distribution (g)	Protective services refrigerator car (h)	Other special services (i)	Total columns (b) - (i)	Line No
1	*	Administration	5,230					416	4,641		10,287	1
2	*	Pick up and delivery, marine line haul	68,431					17	N/A		68,448	2
3	*	Loading and unloading and local marine	121,530			5,252		14,930	N/A		141,712	3
4	*	Protective services - total debits and credits	1,050						7,822		8,872	4
5	*	Freight lost or damaged - solely related										5
6	*	Fringe benefits	1,836			2,274		158			4,268	6
7	*	Casualty and insurance	823						258		1,081	7
8	*	Joint facility - debit										8
9	*	Joint facility - credit										9
10	*	Other	2								2	10
11	*	TOTAL	196,902			7,526		15,521	12,721		232,670	11

(Dollars in Thousands)

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

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

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NOTES AND REMARKS

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450. ANALYSIS OF TAXES

(Dollars in Thousands)

A. Railway Taxes

Line No	Cross Check	Kind of Tax	Amount	Line No
1		Other than U.S. Government Taxes	208,103	1
		U.S. Government Taxes		
		Income Taxes		
2		Normal Tax and Surtax	256,506	2
3		Excess Profits		3
4	*	Total - Income Taxes (Lines 2 and 3)	256,506	4
5		Railroad Retirement	357,801	5
6		Hospital Insurance	36,958	6
7		Supplemental Annuities	24,312	7
8		Unemployment Insurance	2,651	8
9		All Other United States Taxes		9
10		Total - U.S. Government Taxes	678,228	10
11		Total - Railway Taxes	886,331	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 year totals of Accounts 714, 744, 762, and 786 applicable to each particular item in column (a).
- Indicate in column (c) the net changes in Accounts 714, 744, 762, and 786 for the net tax effect of timing differences originating and reversing in the current accounting period.
- Indicate in column (d) any adjustments, as appropriate, including adjustments to eliminate or reinstate deferred tax effects (credits or debits) due to applying or recognizing a loss carry-forward or a loss carry-back.
- The total of line 19 in columns (c) and (d) should agree with the total of the contra charges (credits) to Account 557, Provision for Deferred Taxes, and Account 591, Provision for Deferred Taxes - Extraordinary Items, for the current year.
- Indicate in column (e) the cumulative total of columns (b), (c), and (d). The total of column (e) must agree with the total of Accounts 714, 744, 762, and 786.

Line No	Particulars (a)	Beginning of year balance (b)	Net credits (charges) for current year (c)	Adjustments (d)	End of year balance (e)	Line No
1	Deferred debits					1
2	Accrued liabilities not deductible until paid					2
3	Casualty and Environmental Costs	(253,369)	(18,467)		(271,836)	3
4	Postretirement benefits	(88,738)	(4,570)		(93,308)	4
5	Employee Merger and Separation Costs	(181,959)	45,415		(136,544)	5
6	Other	(461,605)	198,789	510	(262,306)	6
7	Subtotal	(985,671)	221,167	510	(763,994)	7
8	Deferred tax credits:					8
9	Depreciation and Amortization	5,867,785	238,042		6,105,827	9
10	Other	416,890	(21,459)		395,431	10
11	Subtotal	6,284,675	216,583		6,501,258	11
12						12
13						13
14						14
15						15
16						16
17						17
18	Investment tax credit					18
19	TOTALS	5,299,004	437,750	510	5,737,264	19

450. ANALYSIS OF TAXES

(Dollars in Thousands)

* Footnotes

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

Notes and Remarks

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 \$ 510

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 or 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, and 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 (c)	Line No
1					1
2					2
3		NONE			3
4					4
5					5
6					6
7					7
8					8
9					9
10					10
11					11
12					12
13					13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

Information pertaining to items in accounts 519 and 551 are omitted due to 10% rule above.

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 association of any agreement or obligation, show the particulars of each contract of guarantee or suretyship in effect at the close of the year or entered into and expired during the year. This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than two years after the date of issue. Items of less than \$50,000 may be shown as one total.

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1	Terminal Railroad Association of St Louis				1
2	Burlington Northern Santa Fe Railway Company	Sinking Fund and interest	7,787	Joint	2
3	CSX Transportation, Inc	on Refunding and Improvement			3
4	Illinois Central Gulf Railroad Co	Mortgage Bonds Series C			4
5	Norfolk and Southern Railway Company	due 7/01/2019			5
6	Union Pacific Railroad Company				6
7					7
8					8
9					9
10	KCT Intermodal Transportation Corporation				10
11	Burlington Northern Santa Fe Railway Company	Principal and interest on the	75,000	Joint	11
12	Union Pacific Railroad Company	Series 1998 Bonds due			12
13		August 1, 2018			13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
21	Note Terminal Railroad Association of St Louis Mortgage Bonds are fully funded by TRRA through a Sinking fund established with a balance in the				21
22	amount of approximately \$10 million as of December 31, 1999. This fund covers future interest and principal payments through the remainder of the				22
23	bonds term.				23
24					24
25					25
26					26
27					27
28					28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38

2. If any corporation or other association was under obligation as guarantor or surety for the performance by the respondent of any agreement or obligation, show the particulars called for hereunder for each such contract of guaranty or suretyship in effect at the close of the year or entered into and expired during the year. This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than two years after the date of issue, nor does it include ordinary surety bonds or undertakings on appeals in court proceedings.

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

502. COMPENSATING BALANCES AND SHORT-TERM BORROWING AGREEMENTS

(Dollars in Thousands)

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

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

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

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 No	Account No (a)	Title (b)	Source (c)	Balance Close of Year (d)
1	751	Loans and notes payable	Sch 200, Line 30	
2	764	Equipment obligations and other long-term debt due within one year	Sch 200, Line 39	158,159
3	765/767	Funded debt unmatured	Sch 200, Line 41	1,185,368
4	766	Equipment obligations	Sch 200, Line 42	717,889
5	766.5	Capitalized lease obligations	Sch 200, Line 43	734,720
6	768	Debt in default	Sch 200, Line 44	
7	769	Accounts payable - affiliated companies	Sch 200, Line 45	1,582,594
8	770 1/770 2	Unamortized debt premium	Sch 200, Line 46	(45,718)
9		Total debt	Sum of Lines 1 through 8	4,333,012
10		Debt directly related to road property	Note 1	421,338
11		Debt directly related to equipment	Note 1	1,568,781
12		Total debt related to road and equipment	Lines 10 and 11	1,990,119
13		Percent directly related to road	Line 10 / Line 12 Whole % + 2 decimals	21 17%
14		Percent directly related to equipment	Line 11 / Line 12 Whole % + 2 decimals	78 83%
15		Debt not directly related to road and equipment	Line 9 - Line 12	2,342,893
16		Road property debt (Note 2)	(Line 13 x Line 15) + Line 10	917,328
17		Equipment debt (Note 2)	(Line 14 x Line 15) + Line 11	3,415,684

II. Interest Accrued During the Year

Line No	Account No (a)	Title (b)	Source (c)	Balance Close of Year (d)
18	546-548	Total interest and amortization (fixed charges)	Sch 210, Line 42	291,587
19	546	Contingent interest on funded debt	Sch 210, Line 44	
20	517	Release of premium on funded debt	Sch. 210, Line 22	
21		Total interest (Note 3)	(Line 18 + Line 19) - Line 20	291,587
22		Interest directly related to road property debt	Note 4	21,391
23		Interest directly related to equipment debt	Note 4	98,726
24		Interest not directly related to road or equipment property debt	Line 21 - (Lines 22 + 23)	171,470
25		Interest on road property debt (Note 5)	Line 22 + (Line 24 x Line 13)	57,691
26		Interest on equipment debt (Note 5)	Line 23 + (Line 24 x Line 14)	233,896
27		Embedded rate of debt capital - road property	Line 25 / Line 16	6.29%
28		Embedded rate of debt capital - equipment	Line 26 / Line 17	6.85%

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

Note 2 Line 16 plus Line 17 must equal Line 9

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

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

Note 5 Line 25 plus Line 26 must equal Line 21

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 512

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

To be excluded are payments for the following types of services

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

2 In column (a) enter the name of the affiliated company, person, or agent with which respondent received or provided services aggregating \$50,000 or more during the year. If an affiliated company provides services to more than one affiliate, and the aggregate compensation amounts to \$50,000 or more for the year, list all the affiliates included in the agreement and describe the allocation of charges. If the respondent provides services to more than one affiliate, and the aggregate compensation amounts to \$50,000 or more for the year, reference to this fact should be made and the detail as to the allocation of charges should be stated. For those affiliates providing services to the respondent, also enter in column (a) the percent of affiliate's gross income derived from transactions with 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 this Annual Report Form R-1, and should be noted (1) to indicate the method used for depreciating equipment or other property furnished to 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 the nature of the relationship or control between the respondent and the company or person identified in column (a) as follows

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

4 In column (c), fully describe the transactions involved such as management fees, lease of building, purchase of material, etc. When the affiliate listed in column (a) provides more than one type of service in column (c), list each type of service separately and show the total for the affiliate. When services are both provided and received between 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 transactions shown and the effect of any change in the method of establishing the terms from that used in the preceding period

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

512. TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT FOR SERVICES RECEIVED OR PROVIDED (Dollars in Thousands)							
Line No.	Name of company or related party with percent of gross income (a)	%	Nature of relationship (b)	Description of transactions (c)	Dollar amounts of transactions (d)	Amount due from or to related parties (e)	Line No.
1	Burlington Northern Santa Fe Corporation		Controlled	Services Rendered	22,416	88,812 P	1
2							2
3	Burlington Northern Sant Fe British Columbia Lines		Common	Services Rendered	60	1,884 R	3
4							4
5							5
6							6
7							7
8							8
9							9
10							10
11							11
12							12
13							13
14							14
15							15
16							16
17							17
18							18
19							19
20							20
21							21
22							22
23							23
24							24
25							25

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 700

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

- (1) Line owned by respondent
- (2) Line owned by proprietary companies
- (3) Line operated under lease for a specified sum, lessor being (A) an affiliated corporation, or (B) independent or not affiliated with the respondent

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

- (5) Line operated under trackage rights.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Class (a)	Proportion owned or leased by respondent (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	TOTAL (i)	Line No.
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of passing tracks, cross-overs, and turnouts (f)				
1	1	100%	24,685	4,158	103	3,270	2,752	5,688	40,656	1
2	1J	75%						5	5	2
3	1J	66.7%						17	17	3
4	1J	50%	198	122	57	18	60	187	642	4
5	1J	33.3%	2			1	6	35	44	5
6	1J	25%					1	56	57	6
7	1J	20%								7
8										8
9		Total 1J	200	122	57	19	67	300	765	9
10										10
11		Total 1 and 1J	24,885	4,280	160	3,289	2,819	5,988	41,421	11
12										12
13	2		137			12	11	25	185	13
14	3		128	2		16	17	8	171	14
15	4		397			7	44	15	463	15
16	5		7,717	353	2	112	127	208	8,519	16
17										17
57		Grand Total	33,264	4,635	162	3,436	3,018	6,244	50,759	57
58	Miles of electrified road or track included in the preceding grand total				NONE					58

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

Line No.	Class (a)	Proportion owned or leased by respondent (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	TOTAL (i)	Line No.
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of passing tracks, cross-overs, and turnouts (f)				
1	1	100%	56	10		8	5	21	100	1
2	1J	50%	5						5	2
3		Total 1 and 1J	61	10		8	5	21	105	3
4	2		4				1	5	10	4
5	5		70	2		5	6		83	5
57	Grand Total Canadian Miles		135	12		13	12	26	198	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 road owned but not operated. The respondent's proportion of operated road held by it as a joint or common owner, or under a joint lease, or under any joint arrangement, should be shown in columns (b), (c), (d), or (e), as may be appropriate. The remainder of jointly operated mileage should be shown in column (f). Respondent's proportion of road jointly owned but not operated should be shown in column (h), as appropriate. Mileage which has been permanently abandoned should not be included in column (h). Mileage should be reported to the nearest WHOLE mile adjusted in 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 No
			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)	
1		Alabama	246					110	356		1
2		Arizona	595						595		2
3		Arkansas	208					837	1,045		3
4		British Columbia	61					1	62		4
5		California	1,190 (1)					699	1,889	10	5
6		Colorado	773	96		2		584	1,455	3	6
7		Florida									7
8		Idaho	124					1	125	33	8
9		Illinois	1,230			2		213	1,445		9
10		Iowa	539		127	6		38	710		10
11		Kansas	1,308	3				585	1,896		11
12		Kentucky				13			13		12
13		Louisiana	199					181	380		13
14		Manitoba		4				69	73		14
15		Minnesota	1,643		1			222	1,866	3	15
16		Mississippi	179						179		16
17		Missouri	1,645					155	1,800		17
18		Montana	2,135					1	2,136	474	18
19		Nebraska	1,684					2	1,686		19
20		Nevada						809	809		20
21		New Mexico	1,307					377	1,684		21
22		North Dakota	2,114					16	2,130	650	22
23		Oklahoma	1,173					153	1,326	189	23
24		Oregon	309					114	423	53	24
25		South Dakota	592			363		25	980		25
26		Tennessee	17						17		26
27		Texas	2,651	34		11		1,971	4,667		27
28		Utah						436	436		28
29		Washington	1,730					112	1,842		29
30		Wisconsin	267					6	273		30
31		Wyoming	966						966		31
32		Total Mileage (Single Track)	24,885	137	128	397		7,717	33,264	1,415	32

(1) 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 (l). Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (h). Units rented from others for a period less than one year should not be included in column (l)
- 4 For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units. A "B" unit is similar to an "A" unit but it is not equipped for use singly or as a lead locomotive unit. A "B" unit may be equipped with hostler controls for independent operation at terminals
- 5 A "self-propelled" car is a rail motor car propelled by electric motors receiving power from a third rail or overhead, or internal combustion engines located on the car itself. Trailers equipped for use only in trains of cars that are self-propelled are to be included as self-propelled equipment
- 6 A "diesel" unit includes all units propelled by diesel internal combustion engines regardless of final drive or whether power may at times be supplied from an external conductor. Units other than diesel-electric, e.g., diesel-hydraulic, should be identified in a footnote, giving the number and a brief description. An "electric" unit includes all units which receive electric power from a third rail or overhead contact wire, and use the power to drive one or more electric motors that propel the vehicle. An "other self-powered unit" includes all units other than diesel or electric, e.g., gas turbine, steam. 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-propelled, i.e., those without a diesel, should be reported on line 13 under "auxiliary units"

7 Column (k) should show aggregate capacity for all units reported in column (j), as follows: For locomotive units, report the manufacturer's rated horsepower (the maximum continuous power output from the diesel engines 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

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

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

When data appear in columns (k) or (l), lines 36 through 53, and 55, column (m) should have data on the 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					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 rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)							
1		Locomotive Units Diesel-freight units	4,360		151	1	38	47	2,083	2,420	4,503	(HP) 15,207,362	1	
2		Diesel-passenger units											2	
3		Diesel-multiple purpose units	448					37	372	39	411	700,694	3	
4		Diesel-switching units	182					3	179		179	223,756	4	
5	*	TOTAL (lines 1 to 4)	4,990		151	1	38	87	2,634	2,459	5,093	16,131,812	5	
6	*	Electric locomotives											6	
7	*	Other self-powered units	2							2	2	2,400	7	
8	*	TOTAL (lines 5, 6, and 7)	4,992		151	1	38	87	2,634	2,461	5,095	16,134,212	8	
9	*	Auxiliary units	39						28	11	39	N/A	9	
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	5,031		151	1	38	87	2,662	2,472	5,134	N/A	10	

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

Line No	Cross Check	Type or design of units (a)	Before Jan 1, 1975 (b)	Between Jan 1, 1975 and Dec 31, 1994				Between Jan 1, 1995 and Dec 31, 1994 (f)	During Calendar Year				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)		1996 (h)	1997 (i)	1998 (j)	1999 (k)	
11	*	Diesel	1,538	866	486	132	834	259	224	299	304	151	11
12	*	Electric					2						12
13	*	Other self-powered units											13
14	*	TOTAL (lines 11 to 13)	1,538	866	486	132	836	259	224	299	304	151	14
15	*	Auxiliary units	2	7	19		11						15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	1,540	873	505	132	847	259	224	299	304	151	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 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)	Line No
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)							
17		Passenger-Train Cars								141	141	20,168		17
18		Coaches (PA, PB, PBO)	141											18
19		Combined cars												19
20		(All class C, except CSB)												20
21		Parlor cars (PBC, PC, PL, PO)												21
22		Sleeping cars (PS, PT, PAS, PDS)												22
23		Dining, grill, & tavern cars												23
24		(All class D, PD)										N/A		24
25		Nonpassenger carrying cars												25
26		(All class B, CSB, M, PSA, IA)										N/A		26
27		TOTAL (Lines 17 to 22)	141							141	141	20,168		27
28		Self-Propelled												28
29		Electric passenger cars												29
30		(EP, ET)												30
31		Electric combined cars (EC)												31
32		Internal combustion rail motorcars (ED, EG)												32
33		Other self-propelled cars (Specify types)												33
34		TOTAL (Lines 24 to 27)												34
35		TOTAL (Lines 23 and 28)	141							141	141	20,168		35
36		Company Service Cars												36
37		Business cars (PV)	34											37
38		Board outfit cars (MWX)	139											38
39		Derrick & snow removal cars (MWU, MWV, MWV, MWK)	92											39
40		(MWU, MWV, MWV, MWK)												40
41		Dump and ballast cars												41
42		(MWB, MWD)	1,438											42
43		Other maintenance and service equipment cars	2,982											43
44		TOTAL (Lines 30 to 34)	4,685							30	2,794	N/A		44

710. INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data

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

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

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No
			Time-mileage cars (b)	All Others (c)	Units installed				
					New units purchased or built (d)	New or rebuilt units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, including reclassification and second hand units purchased or leased from others (g)	
36		FREIGHT TRAIN CARS Plain box cars - 40' (B1__, B2__)	63				1		36
37		Plain box cars - 50' and longer (B3_0-7, B4_0-7, B5__, B6__ B7__, B8__)	885				7		37
38		Equipped box cars (All Code A, Except A_5_)	10,295			71	522		38
39		Plain gondola cars (All Codes G & J, J__1, J__2, J__3, J__4)	4,946	18			2		39
40		Equipped gondola cars (All Code E)	7,463			608	109		40
41		Covered hopper cars (C__1, C__2, C__3, C__4)	44,643			1,762	870	2	41
42		Open top hopper cars - general service (All Code H)	8,562				252		42
43		Open top hopper cars - special service (J__O), and All Code K)	2,210						43
44		Refrigerator cars - mechanical (R_5_, R_6_, R_7_, R_8_, R_9_)	2,055				58		44
45		Refrigerator cars - nonmechanical (R_0_, R_1_, R_2_)	4,359	62			388	2	45
46		Flat cars - TOFC/COFC (All Code P, Q, & S, Except Q8_)	103				1		46
47		Flat cars - multilevel (All Code V)	3,304			1,508	1		47
48		Flat cars - general service (F10_, F20_, F30_)	211						48
49		Flat cars - other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6_, F_8_, F40_)	5,975			333	118		49
50		Tank cars - under 22,000 gal (T__0, T__1, T__2, T__3, T__4, T__5)	139						50
51		Tank cars - 22,000 gal and over (T__6, T__7, T__8, T__9)	350						51
52		All other freight cars (A_5_, F_7_, All Code L & Q8_)	610	119					52
53		TOTAL (Lines 36 to 52)	96,173	199		4,282	2,329	4	53
54		Caboose (All Code M-930)	N/A	351					54
55		TOTAL (Lines 53 and 54)	96,173	550		4,282	2,329	4	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 customarily carry

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 (h)	Owned and used (i)	Leased from others (j)	Total in service of respondent (col (i) & (j))		Aggregate capacity of units reported in col (k) & (l) (see ins 4) (m)	Leased to Others (n)	
					Time-mileage cars (k)	All Others (l)			
36		14	41	9	50		2,750		36
37		29	575	288	863		97,919		37
38		777	7,502	2,609	10,111		853,755		38
39		87	1,318	3,561	4,861	18	486,331		39
40		306	6,405	1,469	7,874		710,184		40
41		1,814	24,346	21,117	45,463		4,412,741		41
42		677	7,992	145	8,137		771,931		42
43		60	2,150		2,150		214,211		43
44		134	1,857	122	1,979		177,644		44
45		554	3,969	288	4,195	62	349,908		45
46		2	84	18	102		8,194		46
47		14	797	4,002	4,799		196,810		47
48		14	197		197		14,173		48
49		257	3,083	3,086	6,169		460,775		49
50			139		139		10,970		50
51		7	343		343		33,023		51
52		1	719	9	609	119	56,055		52
53		4,747	61,517	36,723	98,041	199	8,857,374		53
54		32	319		N/A	319	N/A		54
55		4,779	61,836	36,723	98,041	518	8,857,374		55

710. INVENTORY OF EQUIPMENT - Continued

710. INVENTORY OF EQUIPMENT - Continued									
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS									
Line No	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No
			Per diem (b)	All Others (c)	Units installed				
					New units purchased or built (d)	New units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, including reclassification and second hand units purchased or leased from others (g)	
FLOATING EQUIPMENT									
56		Self-propelled vessels (tugboats, car ferries, etc)	N/A						56
57		Non-self-propelled vessels (car floats, lighters, etc)	N/A						57
58		TOTAL (Lines 56 and 57)	N/A						58
HIGHWAY REVENUE EQUIPMENT									
59		Chassis (Z1_, Z67_, Z68_, Z69_)		9,409				1	59
60		Dry van (U2_, Z_, Z6_, I-6)	1,455	750					60
61		Flat bed (U3_, Z3_)							61
62		Open bed (U4_, Z4_)							62
63		Mechanical refrigerator (U5_, Z5_)							63
64		Bulk hopper (U0_, Z0_)							64
65		Insulated (U7_, Z7_)							65
66		Tank (Z0_, U6_) (See note)							66
67		Other trailer and container (Special equipped dry van U9_, Z8_, Z9_)	8,345	1,709		1,000			67
68		Tractor							68
69		Truck							69
70		TOTAL (Lines 59 to 69)	9,800	11,868		1,000		1	70

NOTES AND REMARKS

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

710. INVENTORY OF EQUIPMENT - Concluded

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

Line No.	Cross Check	Changes during year (concluded)	Units at close of year						Line No
		Units retired from service of respondent whether owned or leased including reclassification (h)	Owned and used (i)	Leased from others (j)	Total in service of respondent (col (i) & (j))		Aggregate capacity of units reported in col (k) & (l) (see ins 4) (m)	Leased to Others (n)	
					Per diem (k)	All Others (l)			
56					N/A				56
57					N/A				57
58					N/A				58
59		4	313	9,093		9,406	23,656		59
60		1	5	2,199	1,455	749	68,117		60
61									61
62									62
63									63
64									64
65									65
66									66
67		26		11,028	9,153	1,875	75,832		67
68									68
69									69
70		31	318	22,320	10,608	12,030	167,605		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		N/A		N/A	19

REBUILT UNITS

20	FREIGHT-TRAIN CARS				N/A	20
21	PLAIN BOX CARS - 40'	1	110	5,405	S	21
22	PLAIN BOX CARS - 50'	7	1,190	148,868	S	22
23	EQUIPPED BOX CARS	522	91,350	10,618,751	S	23
24	PLAIN GONDOLA CARS	2	370	27,298	S	24
25	EQUIPPED GONDOLA CARS	109	20,165	2,599,907	S	25
26	COVERED HOPPER CARS	870	172,260	15,404,056	S	26
27	OPEN TOP HOPPER CARS - GEN SERVICE	252	50,400	3,463,717	S	27
28	REFRIGERATOR CARS - MECHANICAL	58	7,888	2,055,438	S	28
29	REFRIGERATOR CARS - NON MECHANICAL	388	61,304	14,721,864	S	29
30	FLAT CARS - MULTI-LEVEL	1	140	13,037	S	30
31	FLAT CARS - TOFC / COFC	1	152	13,023	S	31
32	FLAT CARS - OTHER	118	18,526	2,616,977	S	32
	TOTAL FREIGHT CARS	2,329	423,855	51,688,341	N/A	
33	LOCOMOTIVE UNITS				N/A	33
34	DIESEL FREIGHT	1	3,000	631,809	S	34
35	COMPANY SERVICE CARS				N/A	35
36	BALLAST AIR DUMP		N/A			36
37	OTHER MAINT AND SERVICE EQUIPMENT CARS				N/A	37
38	MECHANICAL TIE		N/A			38
39	TOTAL COMPANY SERVICE CARS				N/A	39
40	GRAND TOTAL	2,330	426,855	52,320,150	N/A	40

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	18,118	51.52	58.49	127.7	1
2	B	9,014	12.11	48.85	185.9	2
3	C	3,195	2.71	34.08	216.8	3
4	D	2,986	0.38	24.71	541.2	4
5	E	8,927	n/a	n/a		5
6	TOTAL	42,240	31.59	50.71	1,071.6	6
7	F	10,859	n/a	n/a		7
8	Potential abandonments					8

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

721. TIES LAID IN REPLACEMENT

- 1 Furnish the requested information concerning ties laid in replacement
- 2 In column (j), report the total board feet of switch and bridge ties laid in replacement
- 3 The term "spot maintenance" in column (k) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks "Percent of spot maintenance" refers to the percentage of total ties or board feet laid in replacement that are considered to be spot maintenance
- 4 In line 8, the average cost per tie should include transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply storage and seasoning yards, and in the case of treating ties, also the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over the carrier's own lines, and placing the ties in tracks and of train service other than that necessary in connection with loading or treatment should not be included in this schedule

Line No.	Track Category (a)	Number of crossties laid in replacement										Switch and bridge ties (board feet) (j)	Crossties switch and bridge ties % of spot maintenance (k)	Line No
		New Ties					Second-hand Ties							
		Wooden		Concrete	Other	Wooden		Other						
		Treated (b)	Untreated (c)	(d)	(e)	Treated (f)	Untreated (g)	(h)						
1	A	1,503,720		75,838						1,579,558	2,602,788		1	
2	B	415,502								415,502	648,403		2	
3	C	39,572								39,572	240,782		3	
4	D	19,785								19,785	111,362		4	
5	E												5	
6	TOTAL	1,978,579		75,838						2,054,417	3,603,316		6	
7	F												7	
8	Potential abandonments												8	
9	Average cost per crosstie	\$ 30.93				\$ 685.60								

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 under remarks in column (h)

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

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

Line No	Class of ties (a)	Cross-ties		Switch and Bridge Ties			Remarks (h)	Line No
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of cross-ties laid in new tracks during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch & bridge ties laid in new tracks during year (g)	
1	T	62,444	31.16	1,946	101,308	701.02	71,019	New
2	S	247,072	35.51	8,774				Concrete
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20	TOTAL	309,516		10,720	101,308		71,019	
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid						96.63	
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid						9.47	

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

Line No	Track Category (a)	Miles of rail laid in replacement (rail-miles)						Total		Percent of Spot Maintenance (h)	Line No
		New rail		Relay rail		Welded rail (f)	Bolted rail (g)				
		Welded rail (b)	Bolted rail (c)	Welded rail (d)	Bolted rail (e)						
1	A	978.95	3.13	134.57		1,113.52	3.13			1	
2	B	312.76		104.88	3.79	417.64	3.79			2	
3	C	33.97		33.44		67.41				3	
4	D	30.97				30.97				4	
5	E									5	
6	TOTAL	1,356.65	3.13	272.89	3.79	1,629.54	6.92			6	
7	F									7	
8	Potential Abandonments									8	
9	Average cost of new and relay rail laid in replacement per gross ton			New	\$562.83	Relay	\$271.35			9	

(1) Track miles of welded rail installed this year - 814.77

(2) Total system track miles of welded rail to date - 28,781.65

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 to foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines, and placing the rails in tracks, as well as train service in connection with the distribution of the rail, should not be included in this schedule

Line No	Class of rail (a)	Rail Applied in Running Tracks, Passing Tracks Crossovers, Etc				Rail Applied in Yard, Station, Team, Industry and Other Switching Tracks				Line No
		Weight of rail		Total cost of rail applied in running track, passing track, crossovers, etc , during year (d)	Average cost per ton (2000 lbs) (e)	Weight of rail		Total cost of rail applied in yard, station, team, industry, and other switching track during year (h)	Average cost per ton (2000 lbs) (i)	
		Pounds per yard of rail (b)	Number of tons (2000 lbs) (c)			Pounds per yard of rail (f)	Number of tons (2000 lbs) (g)			
1	2	136	17,356	9,266	533.88	136	419	239	570.96	1
2										2
3	4	115	332	95	286.81	132	260	70	268.41	3
4	4	129	177	54	305.39	136	1,580	420	265.71	4
5	4	132	4,347	1,166	268.20					5
6	4	136	716	190	265.71					6
7										7
8										8
9										9
10										10
11										11
12										12
13										13
14										14
15										15
16										16
17										17
18										18
19										19
20										20
21										21
22										22
23										23
24										24
25										25
26										26
27										27
28										28
29										29
30										30
31										31
32										32
33	TOTAL	N/A	22,928	10,771		N/A	2,259	729		33
34	Number of miles of new running tracks, passing tracks, cross-overs, etc , in which rails were laid								96.63	34
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid								9.47	35
36	Track-miles of welded rail installed on system this year				105.66	Total to date		2,105.33		36

725. WEIGHT OF RAIL

Give the particulars called for below concerning the road and track operated by 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 rail should be given. Road and track occupied under trackage rights or other form of license should not be included herein, but all road and track held under any form of lease (granting exclusive possession to the lessee) should be included.

Line No	Weight of rails per yard (pounds) (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all track) (c)	Remarks (d)	Line No
1	52				1
2	56	7			2
3	65	-			3
4	66	14			4
5	67	-			5
6	68	29			6
7	70	17			7
8	72	15			8
9	75	203	11		9
10	76	1			10
11	77	88			11
12	80	55			12
13	85	478	5		13
14	90	1,515	7		14
15	100	222			15
16	105	4			16
17	110	393	19		17
18	112	3,065	39		18
19	115	3,586	19		19
20	119	866			20
21	128		1		21
22	129	338			22
23	130	5			23
24	131	1,210	1		24
25	132	7,575			25
26	133	3			26
27	136	9,552			27
28	140	7			28
29	155	7			29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38
39					39
40					40
41					41
42					42
43					43
44					44
45					45
46					46
47					47
48	TOTAL	29,255	102		48

726. SUMMARY OF TRACK REPLACEMENTS

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

Line No	Track Category (a)	Ties				Rail		Ballast	Track Surfacing		Line No
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles) (f)	Percent Replaced (g)		Miles surfaced (i)	Percent surfaced (j)	
		Crossties (b)	Switch and bridge ties (board feet) (c)	Crossties (d)	Switch and bridge ties (board feet) (e)						
1	A	1,579,558	2,602,789	2.90	N/A	1,117	3.08	1,653,076	5,791	31.96	1
2	B	415,502	648,403	1.53	N/A	421	2.34	496,408	1,739	19.29	2
3	C	39,572	240,762	0.41	N/A	67	1.05	275,750	966	30.23	3
4	D	19,785	111,362	0.22	N/A	31	0.52	158,428	555	18.59	4
5	E				N/A			415,338	1,455	16.30	5
6	TOTAL	2,054,417	3,603,316	1.62	N/A	1,636	1.94	2,999,000	10,506	24.87	6
7	F				N/A			14,995	96	0.84	7
8	Potential abandonments				N/A						8

750. CONSUMPTION OF DIESEL FUEL
(Dollars in Thousands)

Line No.	Kind of locomotive service (a)	LOCOMOTIVES		Line No
			Diesel oil (gallons) (b)	
1	Freight		1,114,364,696	1
2	Passenger			2
3	Yard Switching		58,650,774	3
4	TOTAL		1,173,015,470	4
5	COST OF FUEL \$(000)		\$699,645	5
6	Work Train		14,289,202	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 locomotive 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 for 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 respondent's 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 4-5, 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 (cars and contents, cabooses) moved one mile in transportation trains (excluding non-revenue gross ton-miles). Nonrevenue gross ton-miles in transportation trains include work equipment and cars carrying company freight and their contents. Use 150 pounds as the average weight per passenger and four tons as the average weight of contents of each head-end car.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755 - (Concluded)

(L) From conductor's train reports or other appropriate sources, compute ton-miles of freight. Ton-miles represent the number of tons of revenue and nonrevenue 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.

(M) Road service represents elapse 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 run solely for the purpose of transporting company material, trains run for distributing material and supplies for use in connection with operations, and all other trains used in work-train services. Exclude miles run by locomotives while engaged incidentally in switching company materials in company shops or material yards in connection with regular yard switching service or in switching equipment for repairs between yards and shops.

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

(Q) Report 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 requires that 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 the end of the year (except surplus cars, see below). Foreign railroad cars refers to freight cars owned by other railroads whose interline rental is settled on time (by hour) and actual line-haul mileage charges under the Code of Car Hire Rules.

Carriers will be governed by local conditions in determining whether a car at an interchange point should be considered "on-line." Unserviceable cars include cars on repair tracks undergoing or awaiting repairs. They include cars on repair tracks repaired and awaiting switching, cars on repair tracks undergoing or awaiting repairs switching, cars awaiting movement to repair tracks held in train yards (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)	33,226	38	1
2		2 Train Miles - Running (B)			
2		2-01 Unit Trains	43,153,671	XXXXXX	2
3		2-02 Way Trains	8,120,322	XXXXXX	3
4		2-03 Through Trains	94,823,916		4
5		2-04 TOTAL TRAIN MILES (Lines 2-4)	146,097,909		5
6		2-05 Motorcars (C)			6
7		2-07 TOTAL ALL TRAINS (Lines 5 and 6)	146,097,909		7
		3 Locomotive Unit Miles (D)			
		Road Service (E)			
8		3-01 Unit Trains	124,369,954	XXXXXX	8
9		3-02 Way Trains	17,902,348	XXXXXX	9
10		3-03 Through Trains	305,343,200		10
11		3-04 TOTAL (Lines 8-10)	447,615,502		11
12		3-11 Train Switching (F)	5,153,604	XXXXXX	12
13		3-21 Yard Switching (G)	13,814,528		13
14		3-31 TOTAL ALL SERVICES (Lines 11-13)	466,583,634		14
		4 Freight Car-Miles (thousands) (H)			
		4-01 RR Owned and Leased Cars - Loaded			
15		4-010 Box-Plain 40-Foot	17	XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	24,487	XXXXXX	16
17		4-012 Box-Equipped	263,846	XXXXXX	17
18		4-013 Gondola-Plain	200,171	XXXXXX	18
19		4-014 Gondola-Equipped	103,212	XXXXXX	19
20		4-015 Hopper-Covered	475,152	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	83,600	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	132,532	XXXXXX	22
23		4-018 Refrigerator-Mechanical	27,376	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	74,969	XXXXXX	24
25		4-020 Flat-TOFC/COFC	178,550	XXXXXX	25
26		4-021 Flat-Multi-Level	27,223	XXXXXX	26
27		4-022 Flat-General Service	882	XXXXXX	27
28		4-023 Flat-All Other	77,967	XXXXXX	28
29		4-024 All Other Car Types-Total	16,898	XXXXXX	29
30		4-025 TOTAL (Lines 15-29)	1,686,882	XXXXXX	30

755. RAILROAD OPERATING STATISTICS - (Continued)

Line No.	Cross Check	Item Description (a)	Freight Train (b)	Passenger Train (c)	Line No.
		4-11 RR Owned and Leased Cars - Empty			
31		4-110 Box-Plain 40-Foot	177	XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	10,791	XXXXXX	32
33		4-112 Box-Equipped	183,702	XXXXXX	33
34		4-113 Gondola-Plain	199,435	XXXXXX	34
35		4-114 Gondola-Equipped	94,614	XXXXXX	35
36		4-115 Hopper-Covered	451,933	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	91,420	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	109,018	XXXXXX	38
39		4-118 Refrigerator-Mechanical	11,952	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	39,684	XXXXXX	40
41		4-120 Flat-TOFC/COFC	35,337	XXXXXX	41
42		4-121 Flat-Multi-Level	10,573	XXXXXX	42
43		4-122 Flat-General Service	1,649	XXXXXX	43
44		4-123 Flat-All Other	73,653	XXXXXX	44
45		4-124 All Other Car Types-Total	25,727	XXXXXX	45
46		4-125 TOTAL (Lines 31-45)	1,339,665	XXXXXX	46
		4-13 Private Line Cars - Loaded (H)			
47		4-130 Box-Plain 40-Foot	1	XXXXXX	47
48		4-131 Box-Plain 50-Foot and Longer	36,369	XXXXXX	48
49		4-132 Box-Equipped	487	XXXXXX	49
50		4-133 Gondola-Plain	5,043	XXXXXX	50
51		4-134 Gondola-Equipped	2,123	XXXXXX	51
52		4-135 Hopper-Covered	349,460	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	2,016	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	5,777	XXXXXX	54
55		4-138 Refrigerator-Mechanical	918	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	5,648	XXXXXX	56
57		4-140 Flat-TOFC/COFC	863,420	XXXXXX	57
58		4-141 Flat-Multi-Level	194,412	XXXXXX	58
59		4-142 Flat-General Service	356	XXXXXX	59
60		4-143 Flat-All Other	76,952	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	150,047	XXXXXX	61
62		4-145 Tank - 22,000 Gallons and Over	168,697	XXXXXX	62
63		4-146 All Other Car Types-Total	63,302	XXXXXX	63
64		4-147 TOTAL (Lines 47-63)	1,925,028	XXXXXX	64

755. RAILROAD OPERATING STATISTICS - (Continued)

Line No	Cross Check	Item Description (a)	Freight Train (b)	Passenger Train (c)	Line No.
		4-15 Private Line Cars - Empty (H)			
65		4-150 Box-Plain 40-Foot		XXXXXX	65
66		4-151 Box-Plain 50-Foot and Longer	5,554	XXXXXX	66
67		4-152 Box-Equipped	185	XXXXXX	67
68		4-153 Gondola-Plain	4,571	XXXXXX	68
69		4-154 Gondola-Equipped	1,972	XXXXXX	69
70		4-155 Hopper-Covered	177,383	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	1,882	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	6,247	XXXXXX	72
73		4-158 Refrigerator-Mechanical	524	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	3,002	XXXXXX	74
75		4-160 Flat-TOFC/COFC	91,793	XXXXXX	75
76		4-161 Flat-Multi-Level	69,491	XXXXXX	76
77		4-162 Flat-General Service	222	XXXXXX	77
78		4-163 Flat-All Other	35,465	XXXXXX	78
79		4-164 Tank Under 22,000 Gallons	71,002	XXXXXX	79
80		4-165 Tank - 22,000 Gallons and Over	91,519	XXXXXX	80
81		4-166 All Other Car Types-Total	20,994	XXXXXX	81
82		4-167 TOTAL (Lines 65-81)	581,806	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	52,794	XXXXXX	83
84		4-18 No Payment Car-Miles (I) <1>	3,403,766	XXXXXX	84
		4-19 Total Car-Miles by Train Type (Note)			
85		4-191 Unit Trains	4,415,859	XXXXXX	85
86		4-192 Way Trains	201,554	XXXXXX	86
87		4-193 Through Trains	4,372,528	XXXXXX	87
88		4-194 TOTAL (Lines 85-87)	8,989,941	XXXXXX	88
89		4-20 Caboose Miles	425	XXXXXX	89

<1> Total number of loaded miles _____ and empty miles _____ by roadrailer reported above

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

755. RAILROAD OPERATING STATISTICS - (Concluded)

Line No.	Cross Check	Item Description (a)	Freight Train (b)	Passenger Train (c)	Line No.
98		6 Gross Ton-Miles (thousands) (K)			
		6-01 Road Locomotives	85,133,651		98
99		6-02 Freight Trains, Crs , Cnts, & Caboose			
		6-020 Unit Trains	381,367,816	XXXXXX	99
100		6-021 Way Trains	13,039,986	XXXXXX	100
101		6-022 Through Trains	469,927,198	XXXXXX	101
102		6-03 Passenger Trains, Crs, & Cnts			102
103		6-04 Non-Revenue	7,617,000	XXXXXX	103
104		6-05 TOTAL (Lines 98 - 103)	957,085,651		104
		7 Tons of Freight (thousands)			
105		7-01 Revenue	495,988	XXXXXX	105
106		7-02 Non-Revenue	13,425	XXXXXX	106
107		7-03 TOTAL (Lines 105 and 106)	509,413	XXXXXX	107
		8 Ton-Miles of Freight (thousands) (L)			
108		8-01 Revenue - Road Service	487,756,000	XXXXXX	108
109		8-02 Revenue - Lake Transfer Service		XXXXXX	109
110		8-03 TOTAL (Lines 108 and 109)	487,756,000	XXXXXX	110
111		8-04 Non-Revenue - Road Service	4,295,988	XXXXXX	111
112		8-05 Non-Revenue - Lake Transfer Service		XXXXXX	112
113		8-06 TOTAL (Lines 111 and 112)	4,295,988	XXXXXX	113
114		8-07 TOTAL - REVENUE & NON-REVENUE (Lines 110 and 113)	492,051,988	XXXXXX	114
		9 Train Hours (M)			
115		9-01 Road Service	6,940,121	XXXXXX	115
116		9-0 Train Switching	282,814	XXXXXX	116
117		10 TOTAL YARD-SWITCHING HOURS (N)	2,302,421	XXXXXX	117
		11 Train-Miles Work Trains (O)			
118		11-01 Locomotives	675,702	XXXXXX	118
119		11-02 Motorcars		XXXXXX	119
		12 Number of Loaded Freight Cars (P)			
120		12-01 Unit Trains	3,987,941	XXXXXX	120
121		12-02 Way Trains	2,728,401	XXXXXX	121
122		12-03 Through Trains	5,393,548	XXXXXX	122
123		13 TOFC/COFC- No. of Revenue Trailers & Containers Loaded and Unloaded (Q)	6,319,989	XXXXXX	123
124		14 Multi-Level Cars - No. of Motor Vehicles Loaded & Unloaded (Q)	2,347,484	XXXXXX	124
125		15 TOFC/COFC - No. of Revenue Trailers Picked Up & Delivered (R)	410,307	XXXXXX	125
		16 Revenue-Tons Marine Terminal (S)			
126		16-01 Marine Terminals - Coal		XXXXXX	126
127		16-02 Marine Terminals - Ore	10,104,328	XXXXXX	127
128		16-03 Marine Terminals - Other		XXXXXX	128
129		16-04 TOTAL (Lines 126 - 128)	10,104,328	XXXXXX	129
		17 Number of Foreign Per-Diem Cars on Line (T)			
130		17-01 Serviceable	20,341	XXXXXX	130
131		17-02 Unserviceable	274	XXXXXX	131
132		17-03 Surplus	1,050	XXXXXX	132
133		17-04 TOTAL (Lines 130 - 132)	21,665	XXXXXX	133

VERIFICATION

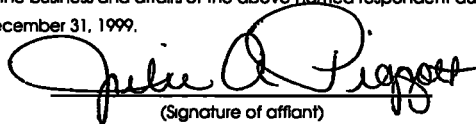
The foregoing report shall be verified by the oath of the officer having control of the accounting of the respondent. This report shall also be verified by the oath of the president or other chief officer of the respondent, unless the respondent states that such officer has no control over the respondent's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

OATH

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

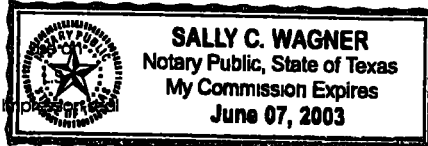
State of Texas
County of Tarrant

Julie A. Piggott makes oath and states that she is Assistant Vice President and Assistant Controller of Burlington Northern Santa Fe Corporation, that it is her duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept; that she knows that such books have been kept in good faith during the period covered by this report; that she knows that the entries contained in this report relate to accounting matters that have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroad Companies and other accounting and reporting directives of the Surface Transportation Board; that she believes that all other statements of fact contained in this report are true, and that this report is a correct and complete statement, accurately taken from the books and records, of the business and affairs of the above-named respondent during the period of time from and including January 1, 1999, to and including December 31, 1999.


(Signature of affiant)

Subscribed and sworn to before me, a _____ in and for the State and county above named, this 15th day of March 19 2000

My commission expires June 7, 2003



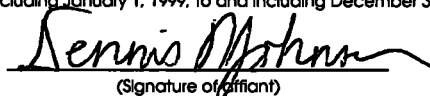

(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

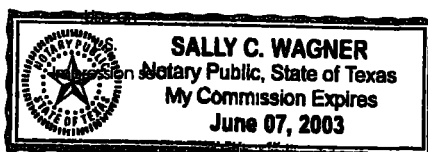
State of Texas
County of Tarrant

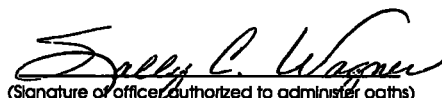
Dennis R. Johnson makes oath and states that he is Vice President, Controller and Chief Accounting Officer of Burlington Northern Santa Fe Corporation, that he has carefully examined the foregoing report, that he believes that all statements of fact contained in the said report are true, and that the 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, 1999, to and including December 31, 1999.


(Signature of affiant)

Subscribed and sworn to before me, a _____ in and for the State and county above named, this 15th day of March 19 2000

My commission expires June 7, 2003




(Signature of officer authorized to administer oaths)

INDEX

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

INDEX - Continued

	Page No
Mileage-Average of road operated	85
Of new tracks in which rails were laid	88
Of new tracks in which ties were laid	87
Miscellaneous items in retained income accounts for the year	65
Motorcar car miles	94
Motor rail cars owned or leased	79
Net income	17
Oath	98
Operating expenses (see Expenses)	
Revenues (see Revenues)	
Statistics (see Statistics)	
Ordinary income	16
Private line cars loaded	95
Private line cars empty	95
Rails	
Laid in replacement	88
Charges to operating expenses	45
Additional tracks, new lines, and extensions	89
Miles of new track in which rails were laid	88
Weight of	89
Railway--Operating expenses	45-53
Railway--Operating revenues	16
Results of Operations	16-17
Retained income unappropriated	19
Miscellaneous items in accounts for year	11
Revenues	
Freight	16
Passenger	16
Road and equipment-Investment in	32-33
Improvements to leased property	32-33
Reserve	38
Leased to others-Depreciation base and rates	40
Reserve	41
Owned-Depreciation base and rates	34
Reserve	35
Used-Depreciation base and rates	34
Reserve	35
Road-Mileage operated at close of year	74
By States and Territories	75
Securities (see Investments)	
Short-term borrowing arrangements-compensating balances and	67
Sinking funds	7
Source and application of working capital	21-22
Specialized service subschedule	60
Statement of changes in financial position	21-22
Stock outstanding	20
Changes during year	20
Number of security holders	3
Total voting power	3-4
Value per share	3
Voting rights	3
Supporting schedule-Road	56-57
Suretyships-Guarantes and	66
Ties laid in replacement	86
Ties-Additional tracks, new lines, and extensions	87
Tracks operated at close of year	74
Miles of, at close of year	75
Track and traffic conditions	85
Train hours, yard switching	97
Train miles	94
Tons of freight	97
Ton-miles of freight	97
TOFC/COFC number of revenue trailers and containers - loaded & unloaded	97
Voting powers and elections	3
Weight of rail	90