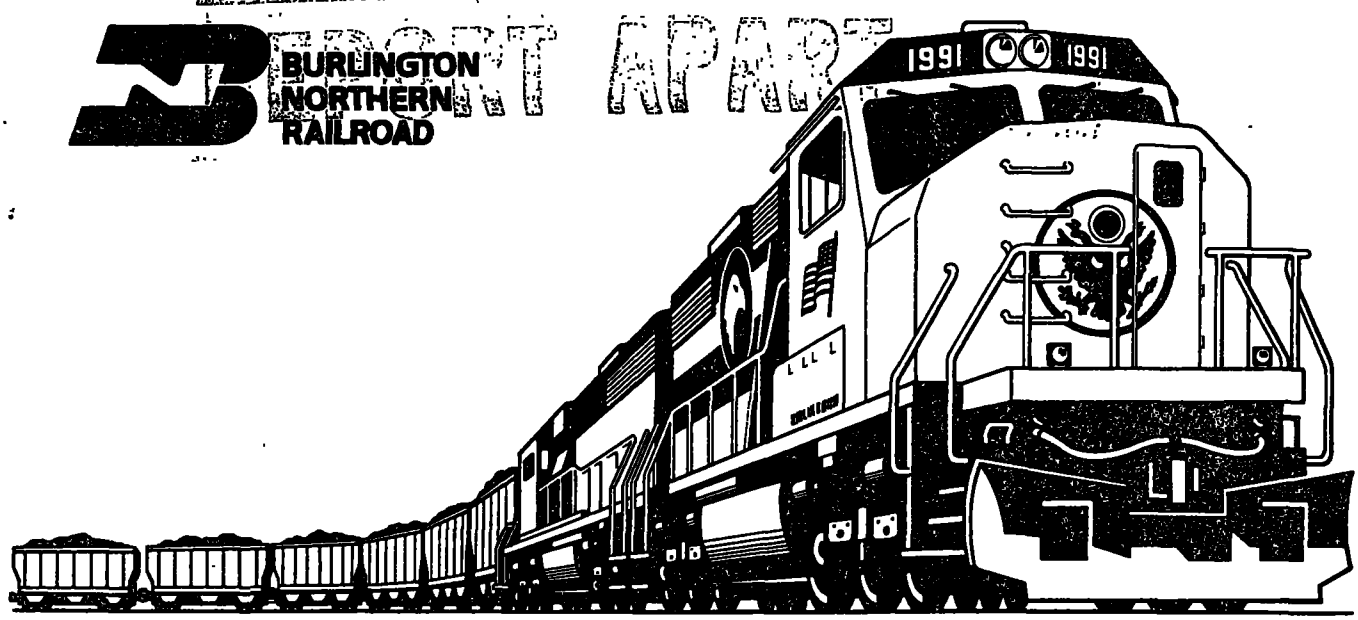
DUPLICATE

annual report

R-1
CLASS I RAILROADS

DO NOT TAKE THIS REPORT APART

BURLINGTON NORTHERN RAILROAD



to the Interstate Commerce Commission

For the year ended December 31, 1991

Road Initials: BNRR Year 1991

ANNUAL REPORT

OF

BURLINGTON NORTHERN RAILROAD COMPANY

(See Table of Contents Page for listing of companies included.)

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1991

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

(Name) Don S. Snyder (Title) Vice President - Controller

(Telephone number) (817) 878-3094

(Area code) (Telephone number)

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(Street and number, city, State, and ZIP code)

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The consolidated financial statements and supporting schedules included in this annual report include Burlington Northern Railroad Company and the following majority-owned subsidiaries:

Burlington Northern Dock Corporation
Burlington Northern (Manitoba) Limited
Burlington Northern Railroad Holdings, Inc.
Burlington Northern Worldwide, Inc.
Electro Northern, Inc.
Western Fruit Express Company
Winona Bridge Railway Company

SPECIAL NOTICE

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

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

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

RT II-DETERMINE NONRAILROAD-RELATED TAXES FOR RAIL-RELATED AFFILIATES (EXCLUDES ALL AFFILIATED RAILROADS)

) This is calculated by dividing the nonrailroad-related income for combined rail-related affiliates by the total pre-tax net income for all combined rail-related affiliates and multiplying this result by the total taxes (current provision plus deferred). This equals the taxes on nonrailroad income for all affiliated companies..... _____

RT III - DETERMINE TOTAL NONRAILROAD-RELATED TAXES

) This is determined as follows:

Total income taxes on nonrailroad-related income for all railroads in the reporting entity (Item 5 above).... _____

+ Total Nonrailroad-related taxes for rail-related affiliates (Item 6 above)..... _____

Equals Total nonrailroad-related taxes (This amount should be transferred to Schedule 250, Part A, Line 3)... _____

SCHEDULE 250 - PART B

Determination of Nonrail Taxes

This table is designed to facilitate the calculation of taxes that are not rail-related, the amount to be reported on Schedule 250, Line 3.

Part I - DETERMINE TAXES ON NONRAILROAD INCOME FOR ALL COMBINED/CONSOLIDATED RAILROADS (EXCLUDES ALL RAIL-RELATED AFFILIATES)

(1) Determine Combined/Consolidated Adjusted income from continuing operations (before taxes) for all affiliated railroads (all classes). Do not include rail-related affiliates that are not railroads in this part. This represents the total combined /consolidated amounts for all items listed below for all railroads in the reporting entity.

Income from continuing operations (before taxes) should be the equivalent of the numbers contained in the R-1 Schedule 210, Line 46 adjusted to include all railroads in the reporting entity.....	(384,798)
- Equity in undistributed earnings, which represents the total of Schedule 210, Line 26 for all railroads in the reporting entity.....	71
- Dividends in affiliated companies. (If the affiliate is 80% or more controlled by the parent railroad, then deduct 100% of the affiliate's dividend. If the affiliate is less than 80% controlled by the parent railroad, then deduct 80% of the affiliate's dividend).....	-
= Adjusted income from continuing operations (before taxes). This represents "A" in item (3) below.....	(384,727)

(2) Determine Combined/Consolidated Adjusted Pre-tax NROI for all railroads in the reporting entity

Combined/Consolidated Pre-tax NROI for the entire entity, which equals the amount shown on Schedule 250, Line 1.....	(113,992)
+ Current Provision for taxes, which represents the consolidated amounts of Schedule 210, Line 51 for all railroads in the reporting entity. (This figure includes both Account 556, Income Taxes on Ordinary Income and Account 557, Provision for Deferred Taxes.....	(139,911)
+ Interest income on working capital allowance, which represents the total consolidated interest income relative to the working capital component of the net investment base and should equal the amount shown in Schedule 250, Line 2 for all railroads in the reporting entity.....	83
+ Release of premiums on funded debt, which represents the consolidated total of release of premium on funded debt as shown on Schedule 210, Line 22 for all railroads in the reporting entity.....	-
- Total fixed charges, which represents the consolidated total of fixed charges as shown on Schedule 210, Line 42 for all railroads in the reporting entity.....	135,720
- Railroad-related income from affiliates (other than railroads) which was included in consolidated NROI (Schedule 250, Line 1).....	(3,092)
= Combined/Consolidated Pre-Tax Adjusted NROI for all railroads. This represents "B" in Item (3) below.....	(386,448)

(3) Calculate the railroad-related tax ratio: "B/A".....	100%
(4) Compute the nonrailroad-related complement: (1 - Railroad-related income ratio) which equals the Nonrailroad-related tax ratio.....	-
(5) Compute the nonrailroad portion of the total provisions for taxes. This equals: The Nonrailroad-related tax ratio (Item (4) above) times the total current income taxes accrued on ordinary income (Account 556) which represents the consolidated amounts of Schedule 210, Lines 47, 48, and 49 for all railroads in the reporting entity.....	-

Road Initials: BNRR Year 19 91

250—CONSOLIDATED INFORMATION
FOR REVENUE ADEQUACY DETERMINATION
(Dollars in Thousands)

Line No.	Item (a)	Beginning of year (b)	End of year (c)
	Adjusted Net Railway Operating Income For Reporting Entity		
1	Combined/Consolidated Net Railway Operating Income for Reporting Entity	N/A	(113,992)
2	Add: Interest Income from Working Capital Allowance—Cash Portion		83
3	Income Taxes Associated with Non-Rail Income and Deductions		–
4	Gain or (loss) from transfer/reclassification to nonrail-status (net of income taxes)		–
5	Adjusted Net Railway Operating Income (Lines 1, 2, 3 & 4)		(113,909)
	Adjusted Investment in Railroad Property for Reporting Entity		
6	Combined Investment in Railroad Property Used in Transportation Service	4,995,556	4,993,345
7	Less: Interest During Construction	–	–
8	Other Elements of Investment (if debit balance)	–	–
9	Add: Net Rail Assets of Rail-Related Affiliates	84,878	278,185
10	Working Capital Allowance	128,128	124,186
11	Net Investment Base Before Adjustment for Deferred Taxes (Lines 6 through 10)	5,208,562	5,395,716
12	Less: Accumulated Deferred Income Tax Credits	1,355,397	1,126,769
13	Net Investment Base (Line 11 – 12)	3,853,165	4,268,947

In the space provided, please list all railroads and rail-related affiliated companies which are being reported in this consolidation, along with the nature of the business for each company.

Name of Affiliate	Nature of Business
Burlington Northern Railroad Company	Railroad transportation
Western Fruit Express Co.	Railroad refrigerated cars
Burlington Northern Dock Corp.	Taconite dock facility
Burlington Northern Worldwide Inc.	Worldwide transportation
BN Leasing Corporation	Leasing of railroad related property and equipment

A. SCHEDULES OMITTED BY RESPONDENT

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

Page	Schedule No.	Title
		NONE

B. IDENTITY OF RESPONDENT

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

1. Give in full the exact name of the respondent. Use the words, "The" and "Company" only when they are parts of the corporate name. Be careful to distinguish between railroad and railway. The corporate name should be given uniformly throughout the report, notably on the cover, on the title page, and in the "Verification." If the report is made by receivers, trustees, a committee of bondholders, or individuals otherwise in possession of the property, state names and facts with precision. If the report is for a consolidated group, pursuant to Special Permission from the Commission, Accounting and Valuation Board, indicate such fact on line 1 below and list the consolidated group on page 4.

2. If incorporated under a special charter, give date of passage of the act; if under a general law, give date of filing certificate of organizations. If a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date which such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.

3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report
Burlington Northern Railroad Company

2. Date of incorporation See *** below
3. Under laws of what Government, State or Territory organized? If more than one, name all. If in bankruptcy, give court of jurisdiction and dates of beginning of receivership or trusteeship and of appointment of receivers or trustees
Organized under the provisions of the General Corporation Law of the State of Delaware.

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

STOCKHOLDERS REPORTS

5. The respondent is required to send to the Bureau of Accounts, 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

(date)

X No annual report to stockholders is prepared.

*** On January 12, 1961, Burlington Lines, Inc. and Great Northern Pacific filed Articles of Incorporation under the laws of the State of Delaware. On May 14, 1981, the company name was changed to Burlington Northern Railroad Company.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common, $ NPV 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 vote; if not, give full particulars in a footnote Yes

3. Are voting rights proportional to holdings? Yes If not, state in footnote the relation between holdings and corresponding voting rights.

4. Are voting rights attached to any securities other than stock? No If so, name in a footnote each security, other than stock to which voting rights are attached(as of the close of the year), and state in detail the relation between holdings and corresponding voting rights, stating whether voting rights are actual or contingent, and if contingent, showing the contingency.

5. Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method? No If so, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.

6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing 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, 1991.
(Date)

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7. One (1) stockholders.

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

Line No.	Name of security holder	Address of security holder	Number of votes to which security holder was entitled	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED			Line No.
					Stock		
					Preferred		
				Common	Second	First	
	(a)	(b)	(c)	(d)	(e)	(f)	
1	Burlington Northern, Inc.	777 Main St.	1,000	1,000	-	-	1
2		Ft. Worth, TX 76102					2
3							3
4							4
5							5
6							6
7							7
8							8
9							9
10							10
11							11
12							12
13							13
14							14
15							15
16							16
17							17
18							18
19							19
20							20
21							21
22							22
23							23
24							24
25							25
26							26
27							27
28							28
29							29
30							30

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.	1,000 votes cast
11.	Give the date of such meeting.	May 9, 1991
12.	Give the place of such meeting.	Fort Worth, Texas

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	15,811	34,597	1
2		702	Temporary Cash Investments	(1)	20,989	2
3		703	Special Deposits	5,467	4,727	3
			Accounts Receivable			
4		704	-Loan and Notes	391	2,691	4
5		705	-Interline and Other Balances	6,901	5,530	5
6		706	-Customers	164,084	76,476	6
7		707	-Other	34,243	33,072	7
8		709, 708	-Accrued Accounts Receivable	265,681	246,912	8
9		708.5	-Receivables from Affiliated Companies	775	831	9
10		709.5	-Less: Allowances for Uncollectible Accounts	(9,232)	(7,178)	10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits	102,717	80,362	11
12		712	Materials and Supplies	108,376	117,388	12
13		713	Other Current Assets	8,143	4,779	13
14			TOTAL CURRENT ASSETS	703,356	621,176	14
			Other Assets			
15		715, 716, 717	Special Funds	17,546	26,177	15
16		721, 721.5	Investments and Advances Affiliated Companies			16
			(Schedule 310 and 310A)	399,955	351,945	
17		722, 723	Other Investments and Advances	44,901	45,355	17
18		724	Allowances for Net Unrealized Loss on Noncurrent			18
			Marketable Equity Securities-Cr.			
19		737, 738	Property Used in Other Than Carrier Operation			19
			(Less Depreciation)			
20		739, 741	Other Assets	13,349	18,846	20
21		743	Other Deferred Debits	52,494	44,156	21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	528,245	486,479	23
			Road and Equipment			
24		731, 732	Road (Schedule 330) L-30 Column h & b	6,739,998	6,700,333	24
25		731, 732	Equipment (Schedule 330) L-39 Column h & b	1,748,160	1,756,897	25
26		731, 732	Unallocated Items	18,586	12,891	26
27		733, 735	Accumulated Depreciation and Amortization			27
			(Schedules 335, 342, 351)	(3,378,983)	(3,331,208)	
28			Net Road and Equipment	5,127,761	5,138,913	28
29	•		TOTAL ASSETS	6,359,362	6,246,568	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	2,351	2,894	31
32		753	Audited Accounts and Wages	109,793	126,877	32
33		754	Other Accounts Payable	9,149	8,651	33
34		755, 756	Interest and Dividends Payable	32,606	34,884	34
35		757	Payables Affiliated Companies	4,470	7,336	35
36		759	Accrued Accounts Payable	890,896	727,415	36
37		760,761,761.5,7	Taxes Accrued	114,265	104,503	37
38		763	Other Current Liabilities	68,134	44,571	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	47,711	49,649	39
40			TOTAL CURRENT LIABILITIES	1,279,375	1,106,780	40
			Non-Current Liabilities			
41		765,767	Funded Debt Unmatured	1,283,842	1,184,437	41
42		766	Equipment Obligations	90,962	119,310	42
43		766.5	Capitalized Lease Obligations	12,830	35,175	43
44		768	Debt in Default			44
45		769	Accounts Payable Affiliated Companies	906	0	45
46		770.1,770.2	Unamortized Debt Premium	(60,071)	(62,649)	46
47		781	Interest in Default			47
48		783	Def. Revenues-Transfers from Gov. Authorities			48
49		786	Accumulated Deferred Income Tax Credits	1,114,616	1,356,080	49
50		771,772,774,775, 782,784	Other Long-Term Liabilities and Deferred Credits	684,421	185,066	50
51			TOTAL NON CURRENT LIABILITITES	3,127,506	2,817,419	51
			Shareholder's Equity			
52		791,792	Total Capital Stock: (Schedule 230, lines 53 & 54)	951,639	951,639	52
53			Common Stock	951,639	951,639	53
54			Preferred Stock			54
55			Discount on Capital Stock			55
56		794,795	Additional Capital (Schedule 230)	238,260	238,260	56
			Retained Earnings:			
57		797	Appropriated	0	725	57
58		798	Unappropriated (Schedule 220)	762,582	1,131,745	58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock			60
61			NET STOCKHOLDER'S EQUITY	1,952,481	2,322,369	61
62	•		TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY	6,359,362	6,246,568	62

NOTES AND REMARKS

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

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

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

2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made $ 0

3. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year See Note 1 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
Not Available

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

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

If funding is by trust agreement, list trustee(s) Bankers Trust Company of New York

Date of trust agreement or latest amendment March 2, 1970 (as amended January 1, 1987)

If respondent is affiliated in any way with the trustee(s), explain affiliation: Not affiliated

(d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement
See Note 1 page 9.

(e) (i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates? Specify.

Yes ___ No X

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

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

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

Yes ___ No X

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

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

6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account.
$ NONE

Continued on following page

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES

7. Give particulars with respect to contingent assets and liabilities at the close of the year, in accordance with instruction 5-6 in the Uniform System of Accounts for Railroad Companies, that are not reflected in the amounts of the respondent.
Disclose the nature and amount of contingency that is material.
Examples of contingent liabilities are items which may become obligations as a result of pending or threatened litigation, assessments or possible assessments of additional taxes and agreements or obligations to repurchase securities or property. Additional pages may be added if more space is needed. (Explain and/or reference to the following pages.)

See Note 2 on Page 10

8. Marketable Equity Securities.

NONE

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

(a) Changes in Valuation Accounts

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

	Gains	Losses
Current		
Noncurrent		

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

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

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

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

NOTES TO FINANCIAL STATEMENTS

Note (1)

Retirement Plans

Burlington Northern Railroad Company (Railroad) participates in Burlington Northern Inc's (BNI) pension plans, which are non-contributory defined benefit plans covering substantially all non-union employees. The benefits are based on years of credited service and the highest five-year average compensation levels. Contributions to the plans are determined by BNI and are limited to amounts that are currently deductible for tax purposes. Railroad's pension expense was $23 million and $26 million in 1991 and 1990, respectively.

Railroad participates in a 401(K) thrift and profit sharing plan, sponsored by BNI, which covers substantially all non-union employees. BNI matches 35 percent of the employee's contribution, which is subject to certain percentage limits of the employee's earnings, at the end of each quarter. Depending on BNI's consolidated performance, an additional matching contribution of 20 or 40 percent can be made at the end of the year. Railroad's expense was approximately $6 million and $7 million in 1991 and 1990.

Under collective bargaining agreements, Railroad participates in union sponsored multi-employer benefit plans which provide certain post-retirement health care and life insurance benefits for eligible union employees. Insurance premiums attributable to retirees, which are expensed as incurred, were $11 million and $8 million in 1991 and 1990.

BNI provides, and Railroad participates in, certain post-retirement health care and life insurance benefits for eligible non-union employees. Health care premiums, for retirees under age 65 who retired on or before March 1, 1986, are subsidized by BNI through contributions to a trust. Life insurance benefits are provided through deposits into a reserve account maintained by an insurance company. Such contributions or deposits are expensed when paid. The cost of providing these benefits is not significant.

The FASB has issued a standard on "Employers Accounting for Post Retirement Benefits Other than Pensions." Adoption of the standard would be required beginning in 1993. The standard allows either immediate or delayed recognition of the unfunded obligation at adoption which has been estimated to be $16 million. The estimated annual expense associated with the standard, if Railroad were to elect delayed recognition, is $3 million. All participants in the program are retired. Railroad has made no decision on the timing or method of adoption.

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

NOTES TO FINANCIAL STATEMENTS

Note (2)

COMMITMENTS AND CONTINGENCIES

Commitments

In past years, Railroad entered into two locomotive electrical power purchase agreements currently involving 199 locomotives. The agreements extend to ten and fifteen years, respectively. Payments required by the agreements are based upon the number of megawatt hours of energy consumed, subject to specified take-or-pay minimums. The rates specified in the two agreements are renegotiable every two years and Railroad is currently renegotiating one of the agreements. If no agreement is reached, payments will be determined on a cost-plus basis. The effect upon payments of a cost-plus method is uncertain at this time. However, assuming the renegotiated agreement retains similar commitment provisions, 1992 minimum payment obligations are estimated to be $53 million. Based on projected locomotive power requirements, Railroad's payments in 1992 are expected to be in excess of the minimum. Payments under the agreements totaled $55 million, $57 million and $53 million in 1991, 1990 and 1989, respectively, which exceeded the applicable minimums in each year. In 1990, Railroad entered into a letter of credit for the benefit of a vendor. This letter of credit is a performance guarantee for up to $22 million in heavy repairs to be made by Railroad on the power purchase equipment.

During 1988, the Railroad signed agreements to lease or purchase 250 re-manufactured locomotives to be delivered over five years. The agreements are contingent upon the availability of locomotive hulks as well as certain locomotive performance criteria. As of December 31, 1991, Railroad has taken delivery on 190 of these locomotives, 150 under terms of operating leases and 40 have been purchased.

In connection with its program to transfer certain rail lines to independent operators, Railroad has agreed to make certain payments for services performed by the operators in connection with traffic that involves the shortlines and Railroad as carriers. These payments are not fixed in amount, will vary with such factors as traffic volumes and shortline costs and are not expected to exceed normal business requirements for services received.

Railroad obtained an irrevocable letter of credit for $59 million effective in 1987 and declining in amount until expiration on January 15, 1994. The amount of available credit at December 31, 1991 had declined to $28 million. The letter of credit was procured in connection with the 1986 settlement of a complaint by the City Public Service Board of San Antonio, Texas, which challenged the reasonableness of rates charged for the transportation of coal by Railroad and Southern Pacific Transportation Company between December 1978 and August 1985.

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

NOTES TO FINANCIAL STATEMENTS

Note (2) (continued)

Contingencies

Under the requirements of the Federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 (Superfund) and comparable state laws, Railroad is potentially liable for the cost of cleanup of various contaminated sites identified by the U.S. Environmental Protection Agency and other agencies. Railroad has been notified that it is a potentially responsible party (PRP) for study and clean-up costs at a number of sites. In many of these instances, Railroad is one of several PRPs. Due to various factors such as the required level of remediation and participation in clean-up efforts by others, Railroad's total clean-up cost at these sites cannot be predicted with certainty.

Environmental costs include site remediation and restoration on a site-by-site basis as well as costs for initial site surveys and environmental studies of potentially contaminated sites. An ongoing analysis of newly identified sites as well as an assessment of the progress of existing clean-up efforts is performed by Railroad's environmental engineers. This analysis, which considers a combination of factors, including independent consulting reports, site visits and historical trends analysis, is reviewed by legal counsel. Liabilities for environmental clean-up costs are initially recorded when Railroad's liability for environmental clean-up costs is both probable and a minimum estimate of associated cost can be made. Adjustments to initial estimates are recorded as necessary based upon information developed in subsequent periods.

There are no other commitments or contingent liabilities which management believes would have a materially adverse effect on the financial position or operations of Railroad.

Note (3)

Accounts Receivable - Net

In December 1989, Railroad entered into an agreement to sell, on a revolving basis, an undivided percentage ownership interest in a designated pool of accounts receivable with limited recourse. The agreement initially allowed for the sale of accounts receivable up to a maximum of $300 million, but as of December 15, 1991 is limited to $230 million. The agreement will expire no later than December 1994. Average monthly proceeds from the sale of accounts receivable were $269 million in 1991 and $246 million in 1990. At December 31, 1991 and 1990, respectively, accounts receivable are shown net of $223 million and $300 million representing receivables sold. Included in miscellaneous income charges are expenses of $20 million in 1991 and $24 million in 1990 relating to the sale. Railroad maintains an allowance for doubtful accounts based upon the expected collectibility of all trade accounts receivable, including receivables sold with recourse. Allowances for doubtful accounts and recourse on receivables sold of $14 million and $13 million have been recorded at December 31, 1991 and 1990, respectively.

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

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

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210. RESULTS OF OPERATIONS
(Dollars in Thousands)

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for prec year (c)	Frt-related rev & exp (d)	Pass-relate rev & exp (e)	Line No.
		ORDINARY ITEMS- OPERATING INCOME					
		RAILWAY OPERATING INCOME					
1		(101) Freight	4,445,032	4,560,412	4,445,032		1
2		(102) Passenger	28,464	28,636		28,464	2
3		(103) Passenger - Related					3
4		(104) Switching	30,172	32,599	30,172		4
5		(105) Water Transfers					5
6		(106) Demurrage	19,258	18,930	19,258		6
7		(110) Incidental	35,779	34,610	35,779		7
8		(121) Joint Facility - Credit	1,817	1,370	1,817		8
9		(122) Joint Facility - Debit	(955)	(522)	(955)		9
10		(501) Rwy Operating Revenues (Exclusive of Transfers from Govt Authorities - Lines 1-9)	4,559,567	4,676,035	4,531,103	28,464	10
11		(502) Rwy Operating Revenues-Transfers from Govt Authorities for Current Operations	(917)	(1,627)		(917)	11
12		(503) Rwy Operating Revenues-Amortization of Deferred Transfers from Govt Authorities					12
13		TOTAL RWY OPERATING REVENUES (LINES 10-12)	4,558,650	4,674,408	4,531,103	27,547	13
14	*	(531) Railway Operating Expenses	4,797,479	4,078,613	4,772,038	25,441	14
15	*	NET REVENUES FROM RAILWAY OPERATIONS	(238,829)	595,795	(240,935)	2,106	15
		OTHER INCOME					
16		(506) Revenue from Property Used in Other than Carrier Operations					16
17		(510) Miscellaneous Rent Income	966	1,217			17
18		(512) Separately Operated Properties-Profit					18
19		(513) Dividend Income (Cost Method)					19
20		(514) Interest Income	4,890	3,019			20
21		(516) Income from Sinking and Other Funds	1,125	2,257			21
22		(517) Release of Premiums on Funded Debt					22
23		(518) Reimbursements Received Under Contracts and Agreements					23
24		(519) Miscellaneous Income	8,496	21,474			24
25		Inc. from Affiliated Companies (519) A. Dividends (Equity Method)	0	338			25
26		B. Equity Undistr. Earnings (Losses)	71	58			26
27		TOTAL OTHER INCOME (LINES 16-26)	15,548	28,363			27
28		TOTAL INCOME (LINES 15, 27)	(223,281)	624,158			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of Property Used in Other than Carrier Operations	636	625			29
30		(544) Miscellaneous Taxes					30
31		(545) Separately Operated Properties-Loss					31
32		(549) Maintenance of Investment Organizations					32
33		(550) Inc Trans Under Contracts & Agreements					33
34		(551) Miscellaneous Income Charges	23,521	27,311			34
35		(553) Uncollectible Accounts	1,640				35
36		TOTAL MISC DEDUCTIONS (LINES 29-35)	25,797	27,936			36
37		INC AVAIL FOR FIXED CHRGS (LINES 28,36)	(249,078)	596,222			37

210. RESULTS OF OPERATIONS
(Dollars in thousands)

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for prec year (c)	Line No.
		FIXED CHARGES			
38		(546) Interest on Funded Debt: (A) Fixed Interest not in Default	115,792	123,597	38
39		(B) Interest in Default			39
40		(547) Interest on Unfunded Debt	15,240	15,303	40
41		(548) Amortization of Discount on Funded Debt	4,688	4,477	41
42		TOTAL FIXED CHARGES (LINES 38-41)	135,720	143,377	42
43		INCOME AFTER FIXED CHARGES (LINES 37,42)	(384,798)	452,845	43
		OTHER DEDUCTIONS			
44		(546) Interest on Funded Debt: (C) Contingent Interest			44
		UNUSUAL OR INFREQUENT ITEMS			
45		(555) Unusual or Infrequent Items (Debit) Credit			45
46		INCOME(LOSS) FROM CONTINUING OPERATION(BEFORE INC TAXES)	(384,798)	452,845	46
		PROVISISONS FOR INCOME TAXES			
47	•	(556) Income Taxes on Ordinary Income: Federal Income Taxes	107,385	93,708	47
48	•	State Income Taxes	12,059	15,022	48
49	•	Other Income Taxes			49
50	•	(557) Provisions for Deferred Taxes	(259,355)	61,487	50
51		TOTAL PROVISIONS FOR INCOME TAXES (LINES 47-50)	(139,911)	170,217	51
52		INCOME FROM CONTINUING OPERATIONS (LINES 46-51)	(244,887)	282,628	52
		DISCONTINUED OPERATIONS			
53		(560) Income or Loss from Operations of Discontinued Segments (Less: Applicable Taxes of $)			53
54		(562) Gain or Loss on Disposal of Discontinued Segments (Less: Applicable Taxes of $)			54
55		INCOME BEFORE EXTRAORDINARY ITEMS (LINES 51 + 53 + 54)	(244,887)	282,628	55
		EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES			
56		(570) Extraordinary Items (Net)	0	19,382	56
57		(590) Income Taxes on Extraordinary Items			57
58		(591) Provisions for Deferred Taxes - Extraordinary Items	0	(7,304)	58
59		TOTAL EXTRAORDINARY ITEMS (LINES 56-58)	0	12,078	59
60		(592) Cumulative Effect of Changes in Accounting Principles (Less: Applicable Income Taxes of $)			60
61	•	NET INCOME (LOSS) (LINES 55 + 59 + 60)	(244,887)	294,706	61
		RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI)			
62		NET REVENUES FROM RAILWAY OPERATIONS	(238,829)	595,795	62
63	•	(556) Income Taxes on Ordinary Income (-)	(119,444)	(108,730)	63
64	•	(557) Provisions for Deferred Income Taxes (-)	259,355	(61,487)	64
65		Income from Lease of Road and Equipment (-)	(12,031)	(11,545)	65
66		Rent for Leased Roads and Equipment (+)	49	49	66
67		NET RAILWAY OPERATING INCOME (LOSS)	(110,900)	414,082	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 entries hereunder should be shown in parentheses.
3. Show under "Remarks" the amount of assigned Federal income tax consequences for Accounts 606 and 616.
4. Segregate in column (c) all amounts applicable to the equity in undistributed earnings (losses) of affiliated companies based on the equity method of accounting.
5. Line 3 (line 7 if debit balance), column (c), should agree with line 26, column (b), Schedule 210. The total of columns (b) and (c), lines 3 and 7, should agree with line 61 column (b), Schedule 210.
6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings-unappropriated (b)	Equity in undistributed earning (losses) of affiliated companies (c)	Line No.
1		Balances at beginning of year	$ 1,132,682	$ (212)	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income		71	3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings			5
6		TOTAL	0	71	6
		DEBITS			
7	*	(612) Debit balance transferred from income	244,924	34	7
8		(616) Other debits to retained earnings (2)	1		8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock	125,000		11
12		Preferred stock (1)			12
13		TOTAL	369,925	34	13
14		Net increase (decrease) during year (line 6 minus line 13)	(369,925)	37	14
15	*	Balances at close of year (Lines 1, 2, and 14)	762,757	(175)	15
16	*	Balances from line 15(c)	(175)	N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end (798) of year	762,582	N/A	17
18		(797) Total appropriated retained earnings			18
19		Credits during year $ 0			19
20		Debits during year $ 0			20
21		Balance at close of year $ 0			21
22		Amount of assigned federal income tax consequences: Account 606 $ 0			22
23		Account 616 $ 0			23

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

(2) Amount represents rounding necessary to roll-forward 1991 retained earnings.

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: Authorized (c)	Number of Shares: Issued (d)	Number of Shares: In Treasury (e)	Number of Shares: Outstanding (f)	Book Value at End of Year: Outstanding (g)	Book Value at End of Year: In Treasury	Line No.
1	Common BNRR	No Par	1,000	1,000	None	1,000	951,639	None	1
2									2
3									3
4	Preferred								4
5									5
6									6
7									7
8									8
9									9
10	TOTAL	No Par	1,000	1,000	None	1,000	951,639	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 disclosures of the number of preferred, common and treasury stock, respectively, applicable to the items presented in column (a).
4. Columns (c), (e) and (g) require the applicable disclosure of the book values of preferred, common and treasury stock.
5. Disclose in column (h) the additional paid-in capital realized from changes in capital stock during year.
6. Unusual circumstances arising from changes in capital stock changes shall be fully explained in footnotes to this schedule.

Line No.	Items (a)	Preferred Stock: Number of Shares (b)	Preferred Stock: Amount $ (c)	Common Stock: Number of Shares (d)	Common Stock: Amount $ (e)	Treasury Stock: Number of Shares (f)	Treasury Stock: Amount $ (g)	Additional Capital $ (h)	Line No.
11	Balance at beginning of year	None	None	1,000	951,639	None	None	238,260	11
12	Capital Stock Sold*								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15									15
16									16
17	Balance at close of year	None	None	1,000	951,639	None	None	238,260	17

*By footnote on page 17 state the purpose of the issue and authority.

240. STATEMENT OF CASH FLOWS
(Dollars in Thousands)

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

CASH FLOWS FROM OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
1		Cash received from operating revenues			1
2		Dividends received from affiliates			2
3		Interest received			3
4		Other income			4
5		Cash paid for operating expenses			5
6		Interest paid (net of amounts capitalized)			6
7		Income taxes paid			7
8		Other - net			8
9		NET CASH PROVIDED BY OPERATING ACTIVITIES (Lines 1 - 8)	0	0	9

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
10	210 L55	Income from continuing operations	(244,887)	292,828	10

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

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No
11		Loss (gain) on sale or disposal of tangible property	(4,348)	(16,413)	11
12	335 L41	Depreciation and amortization expenses	339,519	342,659	12
13	210 L50	Net increase (decrease) in Deferred Income Taxes	(259,355)	61,487	13
14	210 L26	Net decrease (increase) in undistributed earnings (losses) of affils	(71)	(58)	14
15		Decrease (increase) in accounts receivable	(104,509)	75,519	15
16		Decrease (increase) in materials and supplies, and other current assets	445	29,203	16
17		Increase (decrease) in current liabilities other than debt	(32,467)	(26,876)	17
18		Increase (decrease) other-net	699,757	(29,441)	18
19		Net cash provided from continuing operations (Lines 10-18)	394,084	718,708	19
20		Add (subtract) cash generated (paid) by reason of discontinued operations		0	20
21		NET CASH PROVIDED FROM OPERATING ACTIVITIES (lines 19 & 20)	394,084	718,708	21

CASH FLOWS FROM INVESTING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
22		Proceeds from sale of property	56,889	12,576	22
23		Capital expenditures	(355,344)	(338,431)	23
24		Net change in temporary cash investments not qual. as cash equivalents			24
25		Proceeds from sale/repayment of investment and advances		243,545	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	(58,026)	(13,542)	28
29		NET CASH USED IN INVESTING ACTIVITIES (Lines 22-28)	(356,481)	(95,852)	29

(continued on next page)

240. STATEMENT OF CASH FLOWS (concluded)

(Dollars in thousands)

CASH FLOWS FROM FINANCING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
30		Proceeds from issuance of long-term debt	117,598	(30,944)	30
31		Principal payments of long-term debt	(69,918)	(120,456)	31
32		Proceeds from issuance of capital stock			32
33		Purchase price of acquiring treasury stock			33
34		Cash dividends paid	(125,000)	(500,000)	34
35		Other - net	(59)	1,503	35
36		NET CASH FROM FINANCING ACTIVITIES (Lines 30-35)	(77,379)	(649,897)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(39,776)	(27,041)	37
		(Lines 21,29,36)			
38		Cash and cash equivalents at beginning of the year	55,586	82,627	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (Lines 37 & 38)	15,810	55,586	39
		Footnotes to Schedule 240			
		Cash paid during the year for:			
40		Interest (net of amount capitalized)*	131,423	142,723	40
41		Income taxes (net)*	101,612	106,811	41

*Only applies if indirect method is adopted

NOTES AND REMARKS

245. WORKING CAPITAL

(Dollars in Thousands)

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

Line No.	Item (a)	Source	Amount (b)	Line No.
	CURRENT OPERATING ASSETS			
1	Interline and Other Balances (705)	Schedule 200, line 5, column b	6,901	1
2	Customers (706)	Schedule 200, line 6, column b	164,084	2
3	Other (707)	NOTE A	19,279	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	190,264	4
	OPERATING REVENUE			
5	Railway Operating Revenue	Schedule 210, line 13, column b	4,558,650	5
6	Rent Income	NOTE B	115,533	6
7	TOTAL OPERATING REVENUES	Line 5 + 6	4,674,183	7
8	Average Daily Operating Revenues	Line 7 / 360 Days	12,984	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)	Schedule 200, line 31, column b	2,351	11
12	Audited Accounts and Wages Payable (753)	NOTE A	109,793	12
13	Accounts Payable - Other (754)	NOTE A	9,149	13
14	Other Taxes Accrued (761.5)	NOTE A	104,102	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	225,395	15
	OPERATING EXPENSES			
16	Railway Operating Expenses	Schedule 210, line 14, column b	4,797,479	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	339,519	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	4,573,493	18
19	Average Daily Expenditures	Line 18 / 360 Days	12,704	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 / Line 19	18	20
21	Days of Working Capital Required	Line 10 - Line 20 (NOTE C)	12	21
22	Cash Working Capital Required	Line 21 x Line 19	152,448	22
23	Cash and Temporary Cash Balance	Schedule 200, line 1 + line 2, column b	15,810	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	15,810	24
	MATERIALS AND SUPPLIES			
25	Total Materials and Supplies (712)	NOTE A	108,376	25
26	Scrap and Obsolete Material Included in Account 712	NOTE A	0	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	108,376	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	124,186	28

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

NOTES AND REMARKS

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GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A

1. Schedule 310 should give particulars of stocks, bonds, other secured obligations, unsecured notes, and investment advances of affiliated companies held by respondent at close of year. Also, disclose the investments made, disposed of, and written down during the year and the applicable dividends and interest credited to income as a result of those investments. They should exclude securities issued or assumed by respondent. For definition of affiliated companies, see the rules governing Account No. 721 "Investments and advances; affiliated companies," in the Uniform System of Accounts for Railroad Companies.

2. List the investments in the following order and show a total for each group and each class of investments by accounts in numerical order:

(A) Stocks
- (1) Carriers-active
- (2) Carriers-inactive
- (3) Noncarriers-active
- (4) Noncarriers-inactive

(B) Bonds (including U.S. Government Bonds)

(C) Other secured obligations

(D) Unsecured notes

(E) Investment advances

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

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

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

5. By carrier, as 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 incxlude the value of securities issued or assumed by respondent.

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

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of companies affiliated with respondent, included in accounts Nos. 715, "Sinking Funds"; 716, "Capital Funds"; 721, "Investments and Advances Affiliated Companies"; and 717, "Other Funds."
2. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 16, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c).
3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged, or otherwise encumbered, giving names and other important particulars of such obligations in footnotes.
4. Give totals for each class and for each subclass and a grand total for each account.
5. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially 19__ to 19__." Abbreviations in common use in standard financial publications may be used to conserve space.

Line No.	Account No. (a)	Class No. (b)	Kind of industry (c)	Name of issuing company and also lien reference, if any (included rate for preferred stocks and bonds) (d)	Extent of Control (e)	Line No.
1	721	A-1	VII	Belt Railway Of Chicago, The	8.33	1
2			VII	Camas Prairie Railroad Company	50.00	2
3			VII	Davenport Rock Island & Northwestern Ry. Co.	50 00	3
4			VII	Denver Union Terminal Railway Company	33 33	4
5			VII	Houston Belt & Terminal Ry. Company	12 50	5
6			VII	Iowa Transfer Railway Company	25.00	6
7			VII	Kansas City Terminal Railway Company	16.68	7
8			VII	Keokuk Union Depot Company	0.00	8
9			VII	Longview Switching Company	50.00	9
10			VII	M T Properties Inc.	37.78	10
11			VII	Paducah & Illinois Railroad Company	33.34	11
12			VII	Portland Terminal Railroad Company	0 00	12
13			VII	Terminal Railroad Assoc. of St. Louis	14 28	13
14			VII	TTX	6.23	14
15			VII	Witchita Union Terminal Ry. Company	33 33	15
16						16
17				Total Class A-1		17
18						18
19	721	D-1	VII	Terminal Railroad Assoc. of St. Louis		19
20						20
21				Total Class D-1		21
22						22
23	721	E-1	VII	Camas Prairie Railroad Company		23
24			VII	Davenport Rock Island & Northwestern Ry. Co.		24
25			VII	Denver Union Terminal Railway Company		25
26			VII	Houston Belt & Terminal Ry. Company		26
27			VII	Kansas City Terminal Railway Company		27
28			VII	Longview Switching Company		28
29			VII	Paducah & Illinois Railroad Company		29
30			VII	Port Terminal R.R. Assoc.		30
31			VII	Terminal Railroad Assoc. of St. Louis		31
32			VII	Witchita Union Terminal Ry. Company		32
33			VII	Witchita Terminal Association		33
34			VII	Burlington Northern Leasing Corporation		34
35			VII	Burlington Northern Inc.		35
36				Total Class E-1		36
37						37
38						38
39						39
40						40

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

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

Line No.	Investments and advances				Disposed of: profit (loss)	Adjustments Account 721 5	Dividends or interest credited to income	Line No.
	Opening Balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing balance (i)	(j)	(k)	(l)	
1	3,369			3,369				1
2	50			50				2
3	1,500			1,500				3
4	10			10				4
5	3			3				5
6	16			16				6
7	100			100				7
8	6		6	0				8
9	2			2				9
10	523			523				10
11	3			3				11
12	1,368			1,368				12
13	0			0				13
14	2,405			2,405				14
15	33			33				15
16								16
17	9,388		6	9,382				17
18								18
19	1,571		43	1,528				19
20								20
21	1,571		43	1,528				21
22								22
23	250			250				23
24	1,898		131	1,767				24
25	589			589				25
26	1,985	126		2,111				26
27	6,421			6,421		(2,483)		27
28	63			63				28
29	1,226		141	1,085				29
30	96	125		221				30
31	170			170				31
32	416			416				32
33	2			2				33
34	28,338	41,447		69,785				34
35	302,227	6,596		308,823				35
36	343,681	48,294	272	391,703		(2,483)		36
37								37
38								38
39								39
40								40

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES
(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 (included rate for preferred stocks and bonds) (d)	Extent of Control (e)	Line No.
1						1
2						2
3				Account 721 5 Adjustments		3
4				Equity Earnings (Loss) – Schedule 310A		4
5						5
6				GRAND TOTAL ACCOUNT 721		6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
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27						27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38						38
39						39
40						40

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

Line No.	Investments and advances				Disposed of: profit (loss)	Adjustments Account 721.5	Dividends or interest credited to income	Line No.
	Opening Balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing balance (i)	(j)	(k)	(l)	
1								1
2								2
3	(2,483)			(2,483)				3
4	(212)	37		(175)				4
5								5
6	351,945	48,331	321	399,955		(2,483)		6
7								7
8								8
9								9
10								10
11								11
12								12
13								13
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34								34
35								35
36								36
37								37
38								38
39								39
40								40

310. NOTES AND REMARKS

	Number of Shares	% Ownership
(1) BELT RAILWAY COMPANY OF CHICAGO		
Burlington Northern Railroad	2,600	8.33
Atchison, Topeka, & Santa Fe Railway Company	2,600	8.33
Union Pacific Railroad	2,600	8.33
Grand Trunk Western Railroad Company	2,600	8.33
Illinois Central Gulf Railroad Company	2,600	8.33
Norfolk Southern	2,600	8.33
Soo Line Railroad Company	2,600	8.33
Consolidated Rail Corporation	5,200	16.68
CSX Transportation, Inc.	7,800	25.01
	31,200	100.00

2,399 shares and $435 are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BN Inc. Consolidated Mortgage.

(2) CAMAS PRAIRIE		
Burlington Northern Railroad	500	50.00
Oregon, Washington Railroad & Navigation Company	500	50.00
	1,000	100.00

(3) DAVENPORT ROCK ISLAND & NORTHWESTERN RAILWAY COMPANY		
Burlington Northern Railroad	15,000	50.00
Soo Line Railroad Company	15,000	50.00
	30,000	100.00

14,996 shares and $1.292 of investment advances are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BN Inc. Consolidated Mortgage.

(4) DENVER UNION TERMINAL RAILWAY COMPANY

In 1989, BNRR contributed its investment ownership of 33-1/3% to Glacier Park. The investment advances will continue to be carried by BNRR.

(5) HOUSTON BELT & TERMINAL RAILWAY COMPANY		
Burlington Northern Railroad	31.25	12.50
Maytag Corporation	31.25	12.50
Union Pacific Railroad	125.00	50.00
Atchison, Topeka & Santa Fe Railway Company	62.50	25.00
	250.00	100.00

30 1/4 shares are pledged under BN Consolidated Mortgage and GN General Gold Bond Mortgage. The BN Consolidated Mortgage is subject to a 1907 Stock Trust Agreement under which the shares are held by Manufacturers Hanover Trust Company.

310. NOTES AND REMARKS

	Number of Shares	% Ownership
(6) IOWA TRANSFER RAILWAY COMPANY		
Burlington Northern Railroad	161	25.00
Chicago and Northwestern Railroad Company	161	25.00
Heartland Rail	161	25.00
Norfolk Southern	161	25.00
	644	100.00

161 shares a pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BN Inc. Consolidated Mortgage.

(7) KANSAS CITY TERMINAL RAILWAY COMPANY		
Burlington Northern Railroad	3,666.668	16.68
Union Pacific Railroad	5,500.001	25.01
Atchison, Topeka & Santa Fe Railway Company	1,833.333	8.33
Chicago and Northwestern Railroad Company	1,833.333	8.33
Soo Line Railroad Company	1,833.333	8.33
Gateway Western Railroad Company	1,833.333	8.33
Kansas City Southern Railway Company	1,833.333	8.33
Norfolk Southern	1,833.333	8.33
St. Louis Southwestern Railway Company	1,833.333	8.33
	22,000.000	100.00

1,833-1/3 shares are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BN Inc. Consolidated Mortgage. 1,833-1/3 shares are pledged under St. Louis - San Francisco Railway Company First Mortgage. Both of these pledges are subject to Stock Trust Agreement of 06/12/09 under which 3,656-2/3 shares are held by the First National Bank Of Kansas City, Trustee, 5 shares are held by Citibank, N.A., Trustee, and 5 shares are held by Mercantile Bank, Trustee. In addition, $1,257 of investment advances are pledged under the CB&Q First and Refunding Mortgage, GN General Gold Bond, and BN Consolidated Mortgage.

(8) KEOKUK UNION DEPOT COMPANY		
Burlington Northern Railroad	0	0.00
Keokuk Junction Railway Company	1,000	100.00
	1,000	100.00

398 shares pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BN Inc. Consolidated Mortgage were released from pledge when Burlington Northern's interest in the Company was sold in 1991.

310. NOTES AND REMARKS

	Number of Shares	% Ownership
(9) LONGVIEW SWITCHING COMPANY		
Burlington Northern Railroad	150	50.00
Union Pacific Railroad	150	50.00
	300	100.00
(10) MT PROPERTIES, INC.		
Burlington Northern Railroad	30,722	37.78
Chicago and Northwestern Railway Company	29,868	36.72
Maytag Corporation	10,369	12.75
Soo Line Railroad Company	10,369	12.75
	81,328	100.00

30,498 shares are subject to the liens of the BN Inc. Consolidated Mortgage, CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, NP Prior Lien Mortgage, and NP General Lien Mortgage.

(11) PADUCAH & ILLINOIS RAILROAD COMPANY		
Burlington Northern Railroad	33.34	33.34
Illinois Central Gulf Railroad Company	33.33	33.33
CSX Transportation, Inc.	33.33	33.33
	100.00	100.00

33 1/3 shares are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BN Inc. Consolidated Mortgage.

(12) PORTLAND TERMINAL RAILROAD COMPANY		
Burlington Northern Railroad	12,000	40.00
Union Pacific Railroad	12,000	40.00
Southern Pacific Transportation Compnay	6,000	20.00
	30,000	100.00
(13) TERMINAL RAILROAD ASSOCIATION OF ST. LOUIS		
Burlington Northern Railroad	4,116	14.28
CSX Transportation, Inc.	4,116	14.28
Illinois Central Gulf Railroad Company	4,116	14.28
Norfolk Southern	4,116	14.28
St. Louis Southwestern Railway Company	4,116	14.28
Union Pacific Railroad	8,232	28.60
	28,812	100.00

2,058 shares are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BN Inc. Consolidated Mortgage. 2,058 shares are pledged under St. Louis - San Francisco Railway Company First Mortgage.

310. NOTES AND REMARKS

	Number of Shares	% Ownership
(14) TTX COMPANY		
Burlington Northern Railroad	1,000	6.23
Union Pacific Railroad	3,700	23.06
Consolidated Rail Corporation	3,500	21.81
Atchison, Topeka & Santa Fe Railway Company	1,750	10.90
Southern Pacific Transportation Company	1,650	10.28
CSX Transportation, Inc.	1,500	9.35
Norfolk Southern	1,250	7.79
Chicago and Northwestern Railroad Company	500	3.11
Illinois Central Gulf Railroad Company	250	1.56
Soo Line Railroad Company	250	1.56
Florida East Coast Industries, Inc.	150	0.93
Boston and Main Corporation	100	0.62
Kansas City Southern Railway Company	100	0.62
Richmond, Fredericksburg and Potomac	100	0.62
Grand Trunk Western Railroad Company	250	1.56
	16,050	100.00
(15) WICHITA UNION TERMINAL RAILWAY COMPANY		
Burlington Northern Railroad	333.34	33.34
Atchison, Topeka and Santa Fe Railway Company	333.33	33.33
Oklahoma, Kansas and Texas Railroad Company	333.33	33.33
	1,000.00	100.00

333 1/3 shares are pledged under St. Louis - San Francisco Railway Company First Mortgage.

310A. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES

(Dollars in Thousands)
Undistributed Earnings From Certain Investments in Affiliated Companies

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

Line No.	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustment for investments equity method (c)	Equity in undistributed earnings/ (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at close of year (g)	Line No.
	Carrier: (list specifics for each company)							
1	Davenport Rock Island and N.W. Railway Co.	90					90	1
2	Iowa Transfer Railway Co.	23		1			24	2
3	Keokuk Union Depot Co.	34				(34)	0	3
4	M T Properties Inc.	570		70			640	4
5	Paducah and Illinois R.R. Co.	(86)					(86)	5
6	Portland Terminal R.R. Co.	(834)					(834)	6
7	Witchita Union Terminal Ry. Co.	(9)					(9)	7
8								8
9								9
10								10
11								11
12								12
13	TOTAL CARRIERS	(212)		71		(34)	(175)	13
	Noncarrier: (list specifics for each company)							
14								14
15								15
16								16
17								17
18	TOTAL NONCARRIERS							18
19								19
20								20
21	TOTAL INVESTMENTS IN COMMON STOCK	(212)		71		(34)	(175)	21

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

1. Give particulars of balances at the beginning and close of the year amd of all changes during the year in Account No. 731, "Road and Equipment Property," and Account No. 732, "Improvements on leased Property," classified by primary accounts in accordance with the Uniform System of Accounts for Railroad Companies The balances, by primary accounts, should insofar as known, be stated in column (b) and all changes made during the year should be analyzed in columns (c) to (f), inclusive. Column (h) is the aggregate of columns (b) to (f), inclusive Grand totals of columns (b) and (h) should equal the sum of Accounts 731 and 732 for the respective periods; if not, full explanation should be made in a footnote.

2. In column (c) are to be shown disbursements made for the specific purpose of purchasing, constructing, and equipping new lines, and for the extension of old lines, as provided for in Instruction 2-1, "Items to be charges," of the Uniform System of Accounts for Railroad Companies for such items.

3. In column (d) is to be shown the cost of a railway or portion thereof, acquired as an operating entity or system by purchase, merger, consolidation, reorganization, receivership sale or transfer, or otherwise.

4. In column (c) and (e) should be included all entries covering expenditures for additions and betterments, as defined, whether or not replacing other property.

5 In column (f) should be entered all credits representing property sold, abandoned, or otherwise retired.

6. Both the debit and credit involved in each transfer, adjustment, or clearance, between road and equipment accounts, should be included in the column in which the item was initially included; also the transfer of prior years' debits or credits from investment in road and equipment to operating expenses or other accounts, or vice versa, should be included in the column applicable to current items of like nature Each such transfer, adjustment, or clearance should be fully explained when in excess of $100,000.

7. If during the year an individual charge of $100,000 or more was made to Account No. 2, "Land for Transportation Purposes," state in a footnote the cost, location, area, and other details which will identify the property.

8. Report on line 29, amounts not includible in the primary road accounts. The items reported should be briefly identified and explained under "Notes and Remarks," below. Amounts should be reported on this line only under special circumstances, usually after permission is obtained from the Commission for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitary changes to the printed stub or column headings without specific authority from the Commission.

9. If during the year a segment of transportation property was acquired, state in a footnote the name of the vendor, the mileage acquired, and the date of acquisition, giving location and the cost of the property to the respondent. Also furnish a staement 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 $2,000 is used as the minimum for additions and betterments to property investment accounts as provided for in Instruction 2-2 of the Uniform System of Accounts for Railroad Companies, state in a footnote the amount used.

NOTES AND REMARKS

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	Expenditures during the year for original road and equipment, and road extensions (c)	Expenditures during the year for purchase of existing lines, reorganizations, etc. (d)	Line No.
1		(2) Land for transportation purposes	128,060			1
2		(3) Grading	457,234			2
3		(4) Other right-of-way expenditures	5,865			3
4		(5) Tunnels and subways	51,165			4
5		(6) Bridges, trestles, and culverts	401,474			5
6		(7) Elevated structures	0			6
7		(8) Ties	1,134,829			7
8		(9) Rail and other track material	2,536,710			8
9		(11) Ballast	681,184			9
10		(13) Fences, snowsheds, and signs	16,960			10
11		(16) Station and office buildings	153,352			11
12		(17) Roadway buildings	21,683			12
13		(18) Water stations	2,641			13
14		(19) Fuel stations	29,180			14
15		(20) Shops and enginehouses	164,770			15
16		(22) Storage warehouses	0			16
17		(23) Wharves and docks	1,227			17
18		(24) Coal and ore wharves	16,490			18
19		(25) TOFC/COFC terminals	75,349			19
20		(26) Communication systems	143,832			20
21		(27) Signals and interlockers	343,083			21
22		(29) Power plants	1,977			22
23		(31) Power-transmission systems	6,237			23
24		(35) Miscellaneous structures	24,070			24
25		(37) Roadway machines	137,661			25
26		(39) Public improvements - construction	91,038			26
27		(44) Shop machinery	69,252			27
28		(45) Power-plant machinery	4,074			28
29		Other (specify and explain)	936			29
30		TOTAL EXPENDITURES FOR ROAD	6,700,333			30
31		(52) Locomotives	382,719			31
32		(53) Freight-train cars	1,058,270			32
33		(54) Passenger-train cars	0			33
34		(55) Highway revenue equipment	5,331			34
35		(56) Floating equipment	0			35
36		(57) Work equipment	98,923			36
37		(58) Miscellaneous equipment	131,161			37
38		(59) Comp. systems and word proc. equip.	80,493			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	1,756,897			39
40		(76) Interest during construction	0			40
41		(80) Other elements of investment	0			41
42		(90) Construction in progress	12,891			42
43		GRAND TOTAL	8,470,121			43

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

Line No.	Cross Check	Expenditures for additions during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1		4,299	9,347	(5,048)	123,012	1
2		6,033	5,925	108	457,342	2
3		339	5	334	6,199	3
4		634	286	348	51,513	4
5		11,832	7,713	4,119	405,593	5
6		0	0	0	0	6
7		76,520	72,136	4,384	1,139,213	7
8		119,337	106,953	12,384	2,549,094	8
9		48,990	42,823	6,167	687,351	9
10		(3,720)	134	(3,854)	13,106	10
11		6,484	5,822	662	154,014	11
12		238	16	222	21,905	12
13		27	0	27	2,668	13
14		4,955	389	4,566	33,746	14
15		3,216	3,355	(139)	164,631	15
16		0	0	0	0	16
17		(11)	0	(11)	1,216	17
18		246	183	63	16,553	18
19		2,943	27	2,916	78,265	19
20		7,443	12,304	(4,861)	138,971	20
21		11,589	5,133	6,456	349,539	21
22		10	0	10	1,987	22
23		127	44	83	6,320	23
24		(3)	2	(5)	24,065	24
25		8,785	323	8,462	146,123	25
26		4,075	1,057	3,018	94,056	26
27		3,704	4,838	(1,134)	68,118	27
28		(4)	0	(4)	4,070	28
29		392	0	392	1,328	29
30		318,480	278,815	39,665	6,739,998	30
31		527	4,768	(4,241)	378,478	31
32		4,614	34,141	(29,527)	1,028,743	32
33		0	0	0	0	33
34		(29)	341	(370)	4,961	34
35		0	0	0	0	35
36		1,245	6,278	(5,033)	93,890	36
37		25,184	5,920	19,264	150,425	37
38		11,871	701	11,170	91,663	38
39		43,412	52,149	(8,737)	1,748,160	39
40		0	0	0	0	40
41		0	0	0	0	41
42		5,695	0	5,695	18,586	42
43		367,587	330,964	36,623	8,506,744	43

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

(Dollars in Thousands)

1. Show in columns (b) and (c), for each primary account, the depreciation base used to compute the depreciation charges for the month of January, and in columns (e) and (f) show the depreciation base used to compute the depreciation charges for the month of December, in columns (d) and (g) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December, and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment used, but not owned, when the rents therefore are included in the rent for equipment and Account Nos.31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00 It should include the cost of equipment owned and leased to others when rents therefrom are included in the rent for equipment Accounts Nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00, inclusive The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts be recomputed from the December charges developed by the use of the authorized rates If any changes in rates were effective during the year, give full particulars in a footnote.
2. All leased properties may be combined and one composite rate computes for each primary account, or a separate schedule may be included for each such property.
3. Show in columns (e), (f), and (g) data applicable to Lessor property, when the rent therefore is included in Account Nos 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.
4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) effected.
5. Disclosure in the respective sections of the 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 Depreciation base 1/1 at beginning of year (b)	OWNED AND USED Depreciation base 12/1 at close of year (c)	OWNED AND USED Annual composite rate (percent) (d)	LEASED FROM OTHERS Depreciation base At beginning of year (e)	LEASED FROM OTHERS Depreciation base At close of year (f)	LEASED FROM OTHERS Annual composite rate (percent) (g)	Line No.
	ROAD							
1	(3) Grading	457,223	457,270	1 42				1
2	(4) Other right-of-way expenditures	5,866	6,198	2.02				2
3	(5) Tunnels and subways	51,165	51,466	1.25				3
4	(6) Bridges, trestles, and culverts	401,473	404,897	1.72				4
5	(7) Elevated structures	0	0	0.00				5
6	(8) Ties	1,134,828	1,142,827	* 4.26	TOTAL ROAD AND			6
7	(9) Rail and other track material	2,536,666	2,556,683	4.05				7
8	(11) Ballast	681,230	690,591	* 4 84	EQUIPMENT LEASED			8
9	(13) Fences, snowsheds, and signs	16,959	13,095	2.02				9
10	(16) Station and office buildings	153,351	155,337	5.07	FROM OTHERS		(A/C 732)	10
11	(17) Roadway buildings	21,682	21,822	3.96				11
12	(18) Water stations	2,641	2,668	3.65	IS LESS THAN 5%			12
13	(19) Fuel stations	29,181	33,032	4.93				13
14	(20) Shops and enginehouses	164,771	164,980	2.96	OF TOTAL OWNED			14
15	(22) Storage warehouses	0	0	0.00				15
16	(23) Wharves and docks	1,227	1,216	1.59				16
17	(24) Coal and ore wharves	16,509	16,546	1.70				17
18	(25) TOFC/COFC terminals	75,349	78,220	5 01				18
19	(26) Communication systems	143,831	137,552	4 87				19
20	(27) Signals and interlockers	343,083	347,576	2.86				20
21	(29) Power plants	1,978	1,986	5 27				21
22	(31) Power-transmission systems	6,237	6,290	3.14				22
23	(35) Miscellaneous structures	24,070	24,057	3.08				23
24	(37) Roadway machines	137,661	145,843	6.40				24
25	(39) Public improvements—Construction	91,038	94,437	1.95				25
26	(44) Shop machinery	69,251	68,113	3.20				26
27	(45) Power-plant machinery	4,073	4,070	3.51				27
28	All other road accounts	0	0	0.00				28
29	Amortization (Other than defense projects)	0	0	0.00				29
30	TOTAL ROAD	6,571,343	6,626,772	3 86				30
	EQUIPMENT							
31	(52) Locomotives	381,736	378,194	4.52				31
32	(53) Freight-train cars	1,051,457	1,028,039	3.41				32
33	(54) Passenger-train cars	0	0	0.00				33
34	(55) Highway revenue equipment	5,302	4,961	9.10				34
35	(56) Floating equipment	0	0	0 00				35
36	(57) Work equipment	98,539	92,282	4.65				36
37	(58) Miscellaneous equipment	131,241	148,276	11.82				37
38	(59) Computer systems and word processing equipment.	80,493	90,191	14.98				38
39	TOTAL EQUIPMENT	1,748,768	1,741,943	5.05				39
40	GRAND TOTAL	8,320,111	8,368,715	N/A			N/A	40

* The depreciation rates used in 1991 are currently under review by the Interstate Commerce Commission. Any adjustments to such rates will be reflected in 1992 depreciation expense.

335. ACCUMULATED DEPRECIATION—ROAD AND EQUIPMENT OWNED AND USED
(Dollars in Thousands)

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year: Charges to operating expenses (c)	CREDITS TO RESERVE During the year: Other Credits (d)	DEBITS TO RESERVE During the year: Retirements (e)	DEBITS TO RESERVE During the year: Other Debits (f)	Balance at close of year (g)	Line No.
		ROAD							
1		(3) Grading	205,284	6,170		3,005		208,449	1
2		(4) Other right-of-way expenditures	1,844	125		(5)		1,974	2
3		(5) Tunnels and subways	21,951	653		286		22,318	3
4		(6) Bridges, trestles, and culverts	124,144	6,756		3,864		127,036	4
5		(7) Elevated structures	0	0		0		0	5
6		(8) Ties	406,905	57,956		64,175		400,686	6
7		(9) Rail and other track material	1,042,671	106,902		104,146		1,045,427	7
8		(11) Ballast	245,765	34,722		38,540		241,947	8
9		(13) Fences, snowsheds, and signs	8,956	343		22		9,277	9
10		(16) Station and office buildings	52,259	8,149		5,668		54,740	10
11		(17) Roadway buildings	6,298	872		(55)		7,225	11
12		(18) Water stations	1,245	100		0		1,345	12
13		(19) Fuel stations	9,612	1,661		259		11,014	13
14		(20) Shops and enginehouses	53,041	5,031		3,432		54,640	14
15		(22) Storage warehouses	0	0		0		0	15
16		(23) Wharves and docks	1,343	(73)		0		1,270	16
17		(24) Coal and ore wharves	6,106	277		184		6,199	17
18		(25) TOFC/COFC terminals	20,101	3,873		27		23,947	18
19		(26) Communication systems	54,489	7,157		12,096		49,550	19
20		(27) Signals and interlockers	98,619	9,627		4,768		103,478	20
21		(29) Power plants	940	105		0		1,045	21
22		(31) Power-transmission systems	2,621	202		44		2,779	22
23		(35) Miscellaneous structures	5,931	747		3		6,675	23
24		(37) Roadway machines	46,397	9,161		249		55,309	24
25		(39) Public improvements—Construction	26,354	1,829		421		27,762	25
26		(44) Shop machinery *	21,338	2,324		5,021		18,641	26
27		(45) Power-plant machinery	2,545	144		1		2,688	27
28		All other road accounts	(350)	0		(100)		(250)	28
29		Amortization (Adjustments)	0	0		0		0	29
30		TOTAL ROAD	2,466,409	264,813		246,051		2,485,171	30
		EQUIPMENT							
31	*	(52) Locomotives	203,708	13,719		3,938		213,489	31
32	*	(53) Freight-train cars	528,580	27,901		30,624		525,857	32
33	*	(54) Passenger-train cars	0	0		0		0	33
34	*	(55) Highway revenue equipment	2,159	928		219		2,868	34
35	*	(56) Floating equipment	0	0		0		0	35
36	*	(57) Work equipment	45,314	3,541		4,998		43,857	36
37	*	(58) Miscellaneous equipment	47,448	17,240		5,272		59,416	37
38		(59) Computer systems and word processing equipment.	37,590	11,377		642		48,325	38
39	*	Amortization Adjustments	0	0		0		0	39
40		TOTAL EQUIPMENT	864,799	74,706		45,693		893,812	40
41		GRAND TOTAL	3,331,208	339,519		291,744		3,378,983	41

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

339. ACCRUED LIABILITY–LEASED PROPERTY
(Dollars in Thousands)

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

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

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

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

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

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

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

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

Line No.	Account (a)	Depreciati 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, snowsheds, and signs				9
10	(16) Station and office buildings	AMOUNTS ARE INCLUDED			10
11	(17) Roadway buildings				11
12	(18) Water stations	ON SCHEDULE 332.			12
13	(19) Fuel stations				13
14	(20) Shops and enginehouses				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communication systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements – construction				25
26	(44) Shop machinery *				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	Amortization (Adjustments)				29
30	TOTAL ROAD				30
	EQUIPMENT				
31	(52) Locomotives				31
32	(53) Freight-train cars				32
33	(54) Passenger-train cars				33
34	(55) Highway revenue equipment				34
35	(56) Floating equipment				35
36	(57) Work equipment				36
37	(58) Miscellaneous equipment				37
38	(59) Comp. systems and word proc. equip.				38
39	Amortization Adjustments				39
40	TOTAL EQUIPMENT				40
41	GRAND TOTAL				41

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

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

1. Enter the required information concerning debits and credits to Account 733, "Accumulated Depreciation-Improvements on Leased Property," during the year relating to improvements made to road and equipment proprty leased from others, the depreciation charges for which are included in operating expenses of the respondent.
2. If any entries are made for column (d) "Other credits" or column (f) "Other debits," state the facts occasioning such entries on page 35. A debit balance in column (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."
3. Any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses should be fully explained on page 35.
4. Show in column (e) the debits to the reserve arising from retirements. These debits should not exceed investment, etc.
5. Details in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, Grand Total, should be completed

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year: Charges to operating expenses (c)	CREDITS TO RESERVE During the year: Other credits (d)	DEBITS TO RESERVE During the year: Retirements (e)	DEBITS TO RESERVE During the year: Other debits (f)	Balance at close of year (g)	Line No.
		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		AMOUNTS ARE INCLUDED					10
11		(17) Roadway buildings							11
12		(18) Water stations		ON SCHEDULE 335					12
13		(19) Fuel stations							13
14		(20) Shops and enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals and interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements - construction							25
26		(44) Shop machinery *							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		Amortization (Adjustments)							29
30		TOTAL ROAD							30
		EQUIPMENT							
31		(52) Locomotives							31
32		(53) Freight-train cars							32
33		(54) Passenger-train cars							33
34		(55) Highway revenue equipment							34
35		(56) Floating equipment							35
36		(57) Work equipment							36
37		(58) Miscellaneous equipment							37
38		(59) Comp. systems and word proc. equip.							38
39		Amortization Adjustments							39
40		TOTAL EQUIPMENT							40
41		GRAND TOTAL							41

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

Line No.	Account (a)	Depreciation base At beginning of year (b)	Depreciation base At close of year (c)	Annual composite rate (percent) (d)	Line No.
	ROAD				
1	(3) Grading				1
2	(4) Other right-of-way expenditures				2
3	(5) Tunnels and subways				3
4	(6) Bridges, trestles, and culverts				4
5	(7) Elevated structures				5
6	(8) Ties	TOTAL ROAD AND EQUIPMENT LEASED			6
7	(9) Rail and other track material				7
8	(11) Ballast	TO OTHERS IS LESS THAN			8
9	(13) Fences, snowsheds, and signs				9
10	(16) Station and office buildings	5% OF TOTAL OWNED.			10
11	(17) Roadway buildings				11
12	(18) Water stations	RENT ON RAILROAD PROPERTY LEASED TO			12
13	(19) Fuel stations				13
14	(20) Shops and enginehouses	OTHERS AS SHOWN ON SCHEDULE 352A			14
15	(22) Storage warehouses				15
16	(23) Wharves and docks	IS NOT CARRIED IN ACCTS.			16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals	32-11-00, 32-12-00, 32-13-00,			18
19	(26) Communication systems				19
20	(27) Signals and interlockers	32-21-00, 32-22-00 AND 32-23-00.			20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements – construction				25
26	(44) Shop machinery *				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	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			N/A	36
37	(58) Miscellaneous equipment				37
38	(59) Comp. systems and word proc. equip.				38
39	Amortization Adjustments				39
40	TOTAL EQUIPMENT				40
41	GRAND TOTAL				41

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

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

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year: Charges to operating expenses (c)	CREDITS TO RESERVE During the year: Other credits (d)	DEBITS TO RESERVE During the year: Retirements (e)	DEBITS TO RESERVE During the year: Other debits (f)	Balance at close of year (g)	Line No.
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles, and culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail and other track material							7
8		(11) Ballast		TOTAL ROAD AND EQUIPMENT					8
9		(13) Fences, snowsheds, and signs							9
10		(16) Station and office buildings		LEASED TO OTHERS IS LESS					10
11		(17) Roadway buildings							11
12		(18) Water stations		THAN 5% OF TOTAL OWNED					12
13		(19) Fuel stations							13
14		(20) Shops and enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks		RENT ON RAILROAD PROPERTY LEASED					16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals		TO OTHERS AS SHOWN ON SCHEDULE					18
19		(26) Communication systems							19
20		(27) Signals and interlockers		352A IS NOT CARRIED IN ACCTS.					20
21		(29) Power plants							21
22		(31) Power-transmission systems		32-11-00, 32-12-00, 32-13-00,					22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines		32-21-00, 32-22-00 AND 32-23-00.					24
25		(39) Public improvements - construction							25
26		(44) Shop machinery *							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight-train cars							31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Comp. systems and word proc. equip.							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL	NONE					NONE	39

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

Depreciation on equipment leased to others is charged to operating expense.

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

1. Disclose the investment in railway property used in transportation service at the close of the year. This investment represents the aggregate of property owned or leased by the respondent and used in the respondent's tranportation service. Such property includes (a) the investment reported in Accounts 731, "Road and Equipment Property" and 732 "Improvements on Leased Property" of the respondent, less any 731 or 732 property leased to others for their exclusive use of road, track or bridges (including equipment of other railway property covered by the contract). Equipment leased to others under seperate distinct contracts shall not be deducted from the respondent's 731 or 732 property, and (b) the investment other companies' 731 or 732 property (including operating and lessor railroads) used by the respondent when the lease is for exclusive use or control of roads, tracks, or bridges (including equipment of other railway property covered by the contract). This excludes leased equipment from operating railroads under seperate distinct contacts and the investment of other carriers in property jointly used by the respondent.
2. In column (a), classify each company in the schedule as respondent (R), lessor railroad (L), inactive or proprietary company (P), and other leased properties (O).
3. In column (a) to (e), inclusive, first show the data requested for the respondent (R)· next the data for companies whose entire properties are used in transportation service of the respondent, divided between the lessor (L) and proprietary (P) companies. followed by data for carriers and others (O), portions of whose property are used in transportation service of the respondent. Show total for each class of company in column (d) and (e). Then show, as deductions, data for transportion property leased to carriers and others.
4. In column (c), line-haul carriers report the miles of road used in line-haul service. Report miles in whole numbers.
5. In column (d), show the amount applicable in Accounts 731 and 732 on the books of the companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to the deductions made by the owners in their reports. If seperate value is not available, explanations should be given. Differences between the amounts in column (d) of this schedule and the amounts in column (c), line 24, on the asset side of the comparative general balance sheet of each individual railway, should be explained in a footnote. Book value included in accounts 731 or 732 of the owner should be reported in column (d) in reference to the investment of the investment in the securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6 percent or otherwise) value of property of private owners, or portions of property of other carriers. should be explained.
6. In column (e), show the amount of depreciation and amortization accrued as of the close of the year in accounts 733, 734, 735, 736, and 772 that is applicable to the property of the carriers whose names are listed in column (b), regardless of where the reserves therefor are recorded.

Line No.	Class (See) Ins. 2) (a)	Name of company (b)	Miles of road used (See Ins. 4) (whole number) (c)	Investments in property (See Ins. 5) (d)	Depreciation and amortization of defense products (See Ins. 6) (e)	Line No
1	R	Burlington Northern Railroad	20,880	8,506,744	3,378,983	1
2						2
3		Add Leased from Others				3
4	O	ATSF-Pittsburg, KS - Land & Track		55	37	4
5	O	DMIR-Hibbing, MN - Turnout Track		2	1	5
6	O	LacQuiParle Reg Auth. Hanley Falls				6
7		to Madison, MN - Track	36	**	*	7
8	O	Shippers Consortium, Inc. - Council				8
9		Bluffs, NE to Bayard, IA - Track	100	**	*	9
10	O	SP - Klamath Falls, OR - Switch Track & Track		5	*	10
11	O	State of SD - MN St. Line to Mobridge, SD - Track				11
12	O	STLSW - Rio to Hampton, TX - 2nd Track	203	**	*	12
13	O	U. S. Government-Shelton to Bangor &				13
14		Bremerton, WA - Track	49	**	*	14
15		TOTAL	388	62	38	15
16		Deduct Leased to Others:				16
17	O	Montana Rail Link	507	196,310	100,713	17
18	O	MKT - Rosedale, KS - Driveway		2	0	18
19	O	DMIR - Hibbing, MN Turnout		5	3	19
20	O	Brandon Corp. - S. Omaha, NE - Yard		33	9	20
21						21
22		TOTAL	507	196,350	100,725	22
23		Deduct Operated by Others:				23
24	O	Kiamichi Railroad	230	14 308	7,390	24
25	O	Grainbelt Corporation	189	15,395	8,934	25
26	O	Red River Valley & Western	653	39,007	13,571	26
27		TOTAL	1,072	68,710	29,895	27
28		GRAND TOTAL	19,689	8,241,746	3,248,401	28

* Depeciation not available to respondent.
** Investment not available to repondent.

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

1. In columns (b) through (e) give, by primary accounts, the amount of investment at the close of the year in property of the respondent and each group or class of companies and properties.
2. The amounts for respondent and for each group or class of companies and properties on line 44 herein, should correspond with the amounts for each class of company and properties shown in Schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts seperately for each company or property included in this schedule.
3. Report on line 29 amounts representing capitalization of rentals for leased property based on 6 percent per year where property is not classified by accounts by non-carrier owners, or where cost of property leased from other carriers is not ascertainable. Identify non-carrier owners, and briefly explain on page 37 methods of estimating value of property of non-carriers or property of other carriers.
4. Report on line 30 amounts not includible in the accounts shown, or on line 29. The items reported should be briefly identified and explained. Also include here those items after permission is obtained from the Commission for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the print stub or column headings without authority from the Commission.

Line No.	Cross Check	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (proprietary companies) (d)	Other Leased Properties (e) (2)	Line No.
1		(2) Land for transportation purposes	123,012			(1,180)	1
2		(3) Grading	457,342			(29,918)	2
3		(4) Other, right-of-way expenditures	6,199			(47)	3
4		(5) Tunnels and subways	51,513			(2,341)	4
5		(6) Bridges, trestles, and culverts	405,593			(12,374)	5
6		(7) Elevated structures	0			0	6
7		(8) Ties	1,139,213			(49,018)	7
8		(9) Rail and other track material	2,549,094			(108,218)	8
9		(11) Ballast	687,351			(27,798)	9
10		(13) Fences, snow sheds, and signs	13,106			(881)	10
11		(16) Station and office buildings	154,014			(4,085)	11
12		(17) Roadway buildings	21,905			(1,211)	12
13		(18) Water stations	2,668			(23)	13
14		(19) Fuel stations	33,746			(711)	14
15		(20) Shops and enginehouses	164,631			(5,235)	15
16		(22) Storage warehouses	0			0	16
17		(23) Wharves and docks	1,216			0	17
18		(24) Coal and ore whares	16,553			0	18
19		(25) TOFC/COFC terminals	78,265			0	19
20		(26) Communication systems	138,971			(6,642)	20
21		(27) Signals and interlockers	349,539			(11,913)	21
22		(29) Power plants	1,987			0	22
23		(31) Power-transmission systems	6,320			(201)	23
24		(35) Miscellaneous structures	24,065			(509)	24
25		(37) Roadway machines	146,123			(386)	25
26		(39) Public improvements-Constuction	94,056			(1,990)	26
27		(44) Shop machinery	68,118			(70)	27
28		(45) Power-plant machinery	4,070			(92)	28
29		Leased property capitalized rentals (explain)	0			0	29
30		Other (specify and explain) (1)	1,328			0	30
31		TOTAL ROAD	6,739,998	0	0	(264,843)	31
32		(52) Locomotives	378,478			0	32
33		(53) Freight-train cars	1,028,743			0	33
34		(54) Passenger-train cars	0			0	34
35		(55) Highway revenue equipment	4,961			0	35
36		(56) Floating equipment	0			0	36
37		(57) Work equipment	93,890			0	37
38		(58) Miscellaneous equipment	150,425			0	38
39		(59) Computer systems and word processing equipment	91,663			0 (155)	39
40		TOTAL EQUIPMENT	1,748,160	0	0	(155)	40
41		(76) Interest during constuction	0			0	41
42		(80) Other elements of investment	0			0	42
43		(90) Construction work in process	18,586			0	43
44		GRAND TOTAL	8,506,744	0	0	(264,998)	44

(1) $1,328 – Estimated labor for BNRR Company, not assignable to specific property account.
(2) Includes property leased to and operated by others.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

Cross-checks

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

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

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

Line No.	Cross Check	Name of railway operating expense account (a)	Freight: Salaries and wages (b)	Freight: Material, tools, supplies, fuels, and lubricants (c)	Freight: Purchased services (d)	Freight: General (e)	Freight: Total freight expense (f)	Passenger (g)	Total (h)	Line No.
		WAY AND STRUCTURES								
		ADMINISTRATION								
1		Track	9,366	338	1,539	3,994	15,237	17	15,254	1
2		Bridges and Buildings	1,726	97	532	1,372	3,727	20	3,747	2
3		Signal	1,641	42	149	450	2,282	78	2,360	3
4		Communication	3,750	111	421	802	5,084	20	5,104	4
5		Other	9,393	346	6,877	5,143	21,759	58	21,817	5
		REPAIR AND MAINTENANCE								
6		Roadway - Running	18,592	4,670	10,134	457	33,853	48	33,901	6
7		Roadway - Switching	1,964	18	133	18	2,133	12	2,145	7
8		Tunnels and Subways - Running	349	129	578	28	1,084		1,084	8
9		Tunnels and Subways - Switching	10	54	33		97		97	9
10		Bridges and Culverts - Running	8,598	2,163	1,839	709	13,309	15	13,324	10
11		Bridges and Culverts - Switching	433	60	58	25	576	2	578	11
12		Ties - Running	3,879	358	138	232	4,607	8	4,615	12
13		Ties - Switching	898	97	1	31	1,027	1	1,028	13
14		Rail and Other Track Material - Running	58,210	16,614	19,962	2,006	96,792	248	97,040	14
15		Rail and Other Track Material - Switching	7,666	2,289	54	102	10,111	52	10,163	15
16		Ballast - Running	4,980	918	6,437	470	12,805	46	12,851	16
17		Ballast - Switching	554	82		13	649		649	17
18		Road Property Damaged - Running	919	528	(612)	50	885		885	18
19		Road Property Damaged - Switching	471	(8)	18	10	491		491	19
20		Road Property Damaged - Other		(26)	4	2	(20)		(20)	20
21		Signals and Interlockers - Running	21,597	8,591	230	1,652	32,070	554	32,624	21
22		Signals and Interlockers - Switching	1,190	702	53	1	1,946	9	1,955	22
23		Communication Systems	12,509	5,397	1,077	1,298	20,281	29	20,310	23
24		Power Systems	1,116	1,061	80	0	2,257	17	2,274	24
25		Highway Grade Crossing - Running	4,598	1,435	(895)	105	5,243	24	5,267	25
26		Highway Grade Crossing - Switching	225	80	(30)		275	3	278	26
27		Station and Office Buildings	3,742	1,344	3,431	34	8,551	168	8,719	27
28		Shop Buildings - Locomotives	3,516	988	313	83	4,900	5	4,905	28
29		Shop Buildings - Freight Cars	642	632	206	78	1,558		1,558	29
30		Shop Buildings - Other Equipment	285	170	38	19	512	2	514	30

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

Line No.	Cross Check	Name of railway operating expense account (a)	Freight: Salaries and wages (b)	Freight: Material, tools, supplies, fuels, and lubricants (c)	Freight: Purchased services (d)	Freight: General (e)	Freight: Total freight expense (f)	Passenger (g)	Total (h)	Line No.
		REPAIR AND MAINTENANCE - Continued								
101		Locomotive Servicing Facilities	667	240	372	9	1,288		1,288	101
102		Miscellaneous Buildings and Structures	3,930	1,391	573	191	6,085	105	6,190	102
103		Coal Terminals	674	1,077	(108)		1,643	N/A	1,643	103
104		Ore Terminals	742	1,187	(120)	1	1,810	N/A	1,810	104
105		Other Marine Terminals					0	N/A	0	105
106		TOFC/COFC Terminals	524	380	6,025	17	6,946	N/A	6,946	106
107		Motor Vehicle Loading and Distribution	1	3	775		779	N/A	779	107
108		Facil. for Other Special Service Operations					0	N/A	0	108
109		Roadway Machines	4,177	14,080	2,843	772	21,872	9	21,881	109
110		Small Tools and Supplies	41	10,782	630	9	11,462	9	11,471	110
111		Snow Removal	2,447	30	445	15	2,937	64	3,001	111
112		Fringe Benefits - Running	N/A	N/A	N/A	55,423	55,423	319	55,742	112
113		Fringe Benefits - Switching	N/A	N/A	N/A	5,723	5,723	30	5,753	113
114		Fringe Benefits - Other	N/A	N/A	N/A	33,351	33,351	123	33,474	114
115		Casualties and Insurance - Running	N/A	N/A	N/A	95,032	95,032		95,032	115
116		Casualties and Insurance - Switching	N/A	N/A	N/A	270	270		270	116
117		Casualities and Insurance - Other	N/A	N/A	N/A	20,415	20,415		20,415	117
118	*	Lease Rentals Debit - Running	N/A	N/A	(502)	N/A	(502)		(502)	118
119	*	Lease Rentals Debit - Switching	N/A	N/A		N/A	0		0	119
120	*	Lease Rentals Debit - Other	N/A	N/A	32,894	N/A	32,894		32,894	120
121	*	Lease Rentals Credit - Running	N/A	N/A	(11,758)	N/A	(11,758)		(11,758)	121
122	*	Lease Rentals Credit - Switching	N/A	N/A		N/A	0		0	122
123	*	Lease Rentals Credit - Other	N/A	N/A	(137)	N/A	(137)		(137)	123
124		Joint Facility Rent Debit - Running	N/A	N/A	5,947	N/A	5,947		5,947	124
125		Joint Facility Rent Debit - Switching	N/A	N/A	(462)	N/A	(462)		(462)	125
126		Joint Facility Rent Debit - Other	N/A	N/A	(7)	N/A	(7)		(7)	126
127	*	Joint Facility Rent Credit - Running	N/A	(1)	(5,966)	N/A	(5,967)		(5,967)	127
128	*	Joint Facility Rent Credit - Switching	N/A	N/A	(1,606)	N/A	(1,606)		(1,606)	128
129	*	Joint Facility Rent Credit - Other	N/A	N/A	30	N/A	30		30	129
130	*	Other Rents Debit - Running	N/A	N/A		N/A	0		0	130
131	*	Other Rents Debit - Switching	N/A	N/A		N/A	0		0	131
132	*	Other Rents Debit - Other	N/A	N/A	1,088	N/A	1,088		1,088	132
133	*	Other Rents Credit - Running	N/A	N/A		N/A	0		0	133

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

Line No.	Cross Check	Name of railway operating expense account (a)	Freight: Salaries and wages (b)	Freight: Material, tools, supplies, fuels, and lubricants (c)	Freight: Purchased services (d)	Freight: General (e)	Freight: Total freight expense (f)	Passenger (g)	Total (h)	Line No.
		REPAIR AND MAINTENANCE - Continued								
134	•	Other Rents Credit - Switching	N/A	N/A	(15)	N/A	(15)		(15)	134
135	•	Other Rents Credit - Other	N/A	N/A	(170)	N/A	(170)		(170)	135
136	•	Depreciation - Running	N/A	N/A	N/A	224,319	224,319	421	224,740	136
137	•	Depreciation - Switching	N/A	N/A	N/A		0		0	137
138	•	Depreciation - Other	N/A	N/A	N/A	37,559	37,559	190	37,749	138
139		Joint Facility Debit - Running	N/A	N/A	23,103	N/A	23,103		23,103	139
140		Joint Facility Debit - Switching	N/A	N/A	8,447	N/A	8,447		8,447	140
141		Joint Facility Debit - Other	N/A	N/A	522	N/A	522		522	141
142		Joint Facility Credit - Running	N/A	N/A	(11,927)	N/A	(11,927)		(11,927)	142
143		Joint Facility Credit - Switching	N/A	N/A	(12,865)	N/A	(12,865)		(12,865)	143
144		Joint Facility Credit - Other	N/A	N/A	16	N/A	16		16	144
145		Dismantling Retired Road Property - Running	144	1		32	177		177	145
146		Dismantling Retired Road Property - Switching	6				6		6	146
147		Dismantling Retired Road Property - Other	42		51	7	100		100	147
148		Other - Running	6,040	442	449	864	7,795	5	7,800	148
149		Other - Switching	97		13	48	158		158	149
150		Other - Other	2,405	842	156,983	403	160,633		160,633	150
151		TOTAL WAY AND STRUCTURES	204,756	79,734	248,361	493,644	1,026,495	2,711	1,029,206	151
		EQUIPMENT								
		LOCOMOTIVES								
201		Administration	6,304	175	865	1,377	8,721	25	8,746	201
202	•	Repair and Maintenance	53,245	84,559	26,889	1,158	165,851	2,828	168,679	202
203	•	Machinery Repair					0		0	203
204		Equipment Damaged	502	754	303		1,559	22	1,581	204
205		Fringe Benefits				27,712	27,712	479	28,191	205
206		Other Casualties and Insurance				51,747	51,747	16	51,763	206
207	•	Lease Rentals Debit			139,074		139,074		139,074	207
208	•	Lease Rentals Credit			(177)		(177)		(177)	208
209		Joint Facility Rents - Debit			102		102		102	209
210		Joint Facility Rents - Credit			(70)		(70)		(70)	210
211	•	Other Rents - Debit					0		0	211
212	•	Other Rents - Credit			19		19		19	212
213	•	Depreciation				14,422	14,422	3	14,425	213
214		Joint Facility - Debit			262		262		262	214
215		Joint Facility - Credit			(572)		(572)		(572)	215
216	•	Repairs Billed to Others - Credit			(5,152)		(5,152)		(5,152)	216

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

Line No.	Cross Check	Name of railway operating expense account (a)	Freight: Salaries and wages (b)	Freight: Material, tools, supplies, fuels and lubricants (c)	Freight: Purchased services (d)	Freight: General (e)	Freight: Total freight expense (f)	Passenger (g)	Total (h)	Line No.
217		LOCOMOTIVES - Continued Dismantled Retired Property					0		0	217
218		Other	3,940	440	142	699	5,221	7	5,228	218
219		TOTAL LOCOMOTIVES	63,991	85,928	161,685	97,115	408,719	3,380	412,099	219
220		FREIGHT CARS Administration	5,202	349	834	973	7,358	N/A	7,358	220
221	*	Repair and Maintenance	53,171	73,543	32,378	488	159,580	N/A	159,580	221
222	*	Machinery Repair					0	N/A	0	222
223		Equipment Damaged	157	49	11,202		11,408	N/A	11,408	223
224		Fringe Benefits	N/A	N/A	N/A	25,722	25,722	N/A	25,722	224
225		Other Casualties and Insurance	N/A	N/A	N/A	71,680	71,680	N/A	71,680	225
226	*	Lease Rentals Debit	N/A	N/A	83,064	N/A	83,064	N/A	83,064	226
227	*	Lease Rentals Credit	N/A	N/A	(4,996)	N/A	(4,996)	N/A	(4,996)	227
228		Joint Facility Rents - Debit	N/A	N/A		N/A	0	N/A	0	228
229		Joint Facility Rents - Credit	N/A	N/A	(74)	N/A	(74)	N/A	(74)	229
230	*	Other Rents - Debit	N/A	N/A	236,307	N/A	236,307	N/A	236,307	230
231	*	Other Rents - Credit	N/A	N/A	(73,710)	N/A	(73,710)	N/A	(73,710)	231
232	*	Depreciation	N/A	N/A	N/A	29,337	29,337	N/A	29,337	232
233		Joint Facility - Debit	N/A	N/A	139	N/A	139	N/A	139	233
234		Joint Facility - Credit	N/A	N/A	(480)	N/A	(480)	N/A	(480)	234
235	*	Repairs Billed to Others - Credit	N/A	N/A	(59,110)	N/A	(59,110)	N/A	(59,110)	235
236		Dismantling Retired Property	12				12	N/A	12	236
237		Other	3,436	313	24	102	3,875	N/A	3,875	237
238		TOTAL FREIGHT CARS	61,978	74,254	225,578	128,302	490,112	N/A	490,112	238
301		OTHER EQUIPMENT Administration	27	17	18	132	194	250	444	301
302	*	REPAIR AND MAINTENANCE Trucks, Tractors, & Containers - Revenue Svc.	502	572	8,339	5	9,418	N/A	9,418	302
303	*	Floating Equipment - Revenue Service					0	N/A	0	303
304	*	Passenger and Other Revenue Equipment	(3)	(16)	26		7	3,159	3,166	304
305	*	Computers and Data Processing Systems	4	197	6,615		6,816	20	6,836	305
306	*	Machinery	2,260	3,274	759	(4)	6,289	25	6,314	306
307	*	Work and Non-Revenue Equipment	1,431	2,093	11,127	89	14,740		14,740	307
308		Equipment Damaged	228	406	8,535		9,169		9,169	308
309		Fringe Benefits	N/A	N/A	N/A	2,572	2,572	560	3,132	309
310		Other Casualties and Insurance	N/A	N/A	N/A	16,295	16,295		16,295	310
311	*	Lease Rentals - Debit	N/A	N/A	28,694	N/A	28,694		28,694	311
312	*	Lease Rentals - Credit	N/A	N/A	(1,069)	N/A	(1,069)		(1,069)	312

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

Line No.	Cross Check	Name of railway operating expense account (a)	Freight: Salaries and wages (b)	Freight: Material, tools, supplies, fuels and lubricants (c)	Freight: Purchased services (d)	Freight: General (e)	Freight: Total freight expense (f)	Passenger (g)	Total (h)	Line No.
		OTHER EQUIPMENT - Continued								
313		Joint Facility Rents - Debit	N/A	N/A	3	N/A	3		3	313
314		Joint Facility Rents - Credit	N/A	N/A		N/A	0		0	314
315	*	Other Rents - Debit	N/A	N/A	22,036	N/A	22,036		22,036	315
316	*	Other Rents - Credit	N/A	N/A	(15,833)	N/A	(15,833)		(15,833)	316
317	*	Depreciation	N/A	N/A	N/A	33,160	33,160	108	33,268	317
318		Joint Facility - Debit	N/A	N/A	1,355	N/A	1,355		1,355	318
319		Joint Facility - Credit	N/A	N/A	(1,016)	N/A	(1,016)		(1,016)	319
320	*	Repairs Billed to Others - Credit	N/A	N/A	(4,548)	N/A	(4,548)		(4,548)	320
321		Dismantling Retired Property			2		2		2	321
322		Other	778	713	37	(48)	1,480	1	1,481	322
323		TOTAL OTHER EQUIPMENT	5,227	7,256	65,080	52,201	129,764	4,123	133,887	323
324		TOTAL EQUIPMENT	131,196	167,438	452,343	277,618	1,028,595	7,503	1,036,098	324
		TRANSPORTATION:								
		TRAIN OPERATIONS								
401		Administration	8,077	499	2,137	3,586	14,299	85	14,384	401
402		Engine Crews	123,624	20	2,472	8,168	134,284	1,465	135,749	402
403		Train Crews	275,546	754	5,577	15,425	297,302	3,785	301,087	403
404		Dispatching Trains	17,970	87	100	229	18,386	128	18,514	404
405		Operating Signals and Interlockers	784	305	2,303		3,392	62	3,454	405
406		Operating Drawbridges	1,372		39	1	1,412		1,412	406
407		Highway Crossing Protection	392		410	(24)	778		778	407
408		Train Inspection and Lubrication	15,472	608	234	(13)	16,301	686	16,987	408
409		Locomotive Fuel	9,160	345,856	9	69	355,094	1	355,095	409
410		Electric Power Purch/Prod. for Motive Power		(6)			(6)		(6)	410
411		Servicing Locomotives	18,107	12,120	266	(9)	30,484	413	30,897	411
412		Freight Lost or Damaged - Soley Related	N/A	N/A	N/A	5,448	5,448		5,448	412
413		Clearing Wrecks	722	174	6,468	100	7,464		7,464	413
414		Fringe Benefits	N/A	N/A	N/A	205,657	205,657	2,707	208,364	414
415		Other Casualties and Insurance	N/A	N/A	N/A	234,484	234,484	258	234,742	415
416		Joint Facility - Debit	N/A	N/A	12,276	N/A	12,276		12,276	416
417		Joint Facility - Credit	N/A	N/A	(4,787)	N/A	(4,787)		(4,787)	417
418		Other	27,190	193	5,120	(2,793)	29,710		29,710	418
419		TOTAL TRAIN OPERATIONS	498,416	360,610	32,624	470,328	1,361,978	9,590	1,371,568	419
		YARD OPERATIONS								
420		Administration	8,905	489	899	1,221	11,514		11,514	420
421		Switch Crews	95,732	16	163	10	95,921	224	96,145	421

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

Line No.	Cross Check	Name of railway operating expense account (a)	Freight: Salaries and wages (b)	Freight: Material, tools, supplies, fuels (c)	Freight: Purchased services (d)	Freight: General (e)	Freight: Total freight expense (f)	Passenger (g)	Total (h)	Line No.
		YARD OPERATIONS - Continued								
422		Controlling Operations	12,454	21	744	3	13,222	95	13,317	422
423		Yard Terminal Clerical	33,598	1,723	5,059	13	40,393		40,393	423
424		Operating Switches Signals, Retarders & Humps	2,079	450	148		2,677		2,677	424
425		Locomotive Fuel	34	22,279			22,313		22,313	425
426		Electric Power Purch/Produced for Motive Power					0		0	426
427		Servicing Locomotives	128	783	2		913		913	427
428		Freight Lost or Damaged - Soley Related	N/A	N/A	N/A	328	328		328	428
429		Clearing Wrecks	820	10	1,379		2,209		2,209	429
430		Fringe Benefits	N/A	N/A	N/A	65,982	65,982	96	66,078	430
431		Other Casualties and Insurance	N/A	N/A	N/A	94,382	94,382		94,382	431
432		Joint Facility - Debit	N/A	N/A	20,280	N/A	20,280		20,280	432
433		Joint Facility - Credit	N/A	N/A	(4,852)	N/A	(4,852)		(4,852)	433
434		Other	8,460	25	112	(91)	8,506		8,506	434
435		TOTAL YARD OPERATIONS	162,210	25,796	23,934	161,848	373,788	415	374,203	435
		TRAIN AND YARD OPERATIONS COMMON								
501		Cleaning Car Interiors	148		1,600	2	1,750	876	2,626	501
502		Adjusting and Transferring Loads	86	34	1,161	N/A	1,281	N/A	1,281	502
503		Car Loading Devices and Grain Doors		111		N/A	111	N/A	111	503
504		Freight Lost or Damaged - All other	N/A	N/A	N/A	8,105	8,105		8,105	504
505		Fringe Benefits	N/A	N/A	N/A	95	95	329	424	505
506		TOTAL TRAIN AND YARD OPERATIONS COM	234	145	2,761	8,202	11,342	1,205	12,547	506
		SPECIALIZED SERVICE OPERATIONS								
507	•	Administration	14,154	565	3,368	1,339	19,426	N/A	19,426	507
508	•	Pick-Up and Delivery, and Marine Line Haul		95	73,543		73,638	N/A	73,638	508
509	•	Loading and Unloading Local Marine	1,374	686	34,623	26	36,709	N/A	36,709	509
510	•	Protective Services	1,085	2,297	52		3,434	N/A	3,434	510
511	•	Freight Lost or Damaged - Soley Related	N/A	N/A	N/A		0	N/A	0	511
512	•	Fringe Benefits	N/A	N/A	N/A	7,544	7,544	N/A	7,544	512
513	•	Casualties and Insurance	N/A	N/A	N/A	567	567	N/A	567	513
514	•	Joint Facility - Debit	N/A	N/A		N/A	0	N/A	0	514
515	•	Joint Facility - Credit	N/A	N/A		N/A	0	N/A	0	515
516	•	Other	231	382	3,779	207	4,599	N/A	4,599	516
517	•	TOTAL SPECIALIZED SERVICE OPERATIONS	16,844	4,025	115,365	9,683	145,917	N/A	145,917	517

NG SCHEDULE – ROAD
(Dollars in Thousands)

Line No.	Density category (Class) (a)	Account No. (b)	Owned and used			Improvements to leased property			Capitalized leases			TOTAL		Line No.
			Inv. Base (c)	Accum. Depr. (d)	Depr. rate % (e)	Inv. Base (f)	Accum. Depr. (g)	Depr. rate % (h)	Inv. Base (i)	Current year Amort. (j)	Accum. Amort. (k)	Inv. Base (l)	Accum. depr. & Amort. (m)	
1	I	3	172,882	67,050	1.42							172,882	67,050	1
2		8	477,604	182,755	4.85							477,604	182,755	2
3		9	1,324,283	617,733	5.10							1,324,283	617,733	3
4		11	280,497	110,339	5.35							280,497	110,339	4
5	SUB-TOTAL		2,255,266	977,877								2,255,266	977,877	5
6	II	3	216,484	113,305	1 42	379	100	1.42				216,863	113,405	6
7		8	563,869	165,935	4.57	909	61	4.57				564,778	165,996	7
8		9	1,012,159	380,756	2.91	3,672	322	2 91				1,015,831	381,078	8
9		11	350,806	109,985	4.10	473	89	4.10				351,279	110,074	9
10	SUB-TOTAL		2,143,318	769,981		5,433	572					2,148,751	770,553	10
11	III	3	–	N/A	N/A		N/A	N/A		N/A	N/A			11
12		8	–	N/A	N/A		N/A	N/A		N/A	N/A			12
13		9	–	N/A	N/A		N/A	N/A		N/A	N/A			13
14		11	–	N/A	N/A		N/A	N/A		N/A	N/A			14
15	SUB-TOTAL		–	N/A	N/A		N/A	N/A		N/A	N/A			15
16	IV	3	57,579	24,724	1.42							57,579	24,724	16
17		8	84,276	44,138	3.09							84,276	44,138	17
18		9	181,004	40,357	2.02							181,004	40,357	18
19		11	48,698	18,608	3.59							48,698	18,608	19
20	SUB-TOTAL		371,557	127,827								371,557	127,827	20
21	V	3	10,018	3,270	1.42							10,018	3,270	21
22		8	12,555	7,797	3.09							12,555	7,797	22
23		9	27,976	6,259	2.00							27,976	6,259	23
24		11	6,877	2,926	3.59							6,877	2,926	24
25	SUB-TOTAL		57,426	20,252								57,426	20,252	25
26	GRAND TOTAL		4,827,567	1,895,937	N/A	5,433	572	N/A				4,833,000	1,896,509	26

(1) Columns (c) + (f) + (i) = Column 12
Columns (d) + (g) + (k) = Column 13
(2) The base grand total for owned and used, *improvements to leased property and capitalized leases* should equal the sum of Accounts 3, 8, 9 and 11 shown at year end on Schedule 330 and Schedule 330A.

415. SUPPORTING SCHEDULE-EQUIPMENT-CONTINUED

Line No.	Cross Check	Lease and rentals (net) (f)	Investment base as of 12/31 Owned (g)	Investment base as of 12/31 Capitalized lease (h)	Accum depr as of 12/31 Owned (i)	Accum depr as of 12/31 Capitalized lease (j)	Line No.
1			23,272		14,387		1
2		138,916	319,301	35,238	171,770	27,332	2
3							3
4							4
5		138,916	342,573	35,238	186,157	27,332	5
6		1,768	25		(418)		6
7		13,975	33,170		12,915		7
8		2,600	93,585		65,814		8
9		3,596	49,960		22,091		9
10		2,135	47,382		21,428		10
11		41,286	374,541		177,139		11
12		4,735	140,821		78,143		12
13		2,961	37,083		8,303		13
14			45,082		29,888		14
15		1,845	51,177	3,629	38,551	3,540	15
16		416	296		(3)		16
17							17
18			4,909		5,099		18
19			80,399		32,466		19
20		44	16,230		9,755		20
21			25,016		11,986		21
22		2,707	20,930		7,719		22
23			3,716		1,441		23
24		78,068	1,024,322	3,629	522,317	3,540	24
25							25
26		12,566	2,982		1,970		26
27							27
28							28
29							29
30			1,979		898		30
31							31
32		12,566	4,961	0	2,868	0	32
33							33
34							34
35		0	0	0	0	0	35
36							36
37		2,626	91,657		48,325		37
38			17,179		5,081		38
39			46,736		12,516		39
40			4,203		1,044		40
41		203	242,857		103,273		41
42		2,829	402,632	0	170,239	0	42
43		232,379	1,774,488	38,867	881,581	30,872	43

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

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

415. SUPPORTING SCHEDULE-EQUIPMENT
(Dollars in Thousands)

Line No.	Cross Check	Types of equipment (a)	Repairs (net expense) (b)	Depreciation Owned (c)	Depreciation Capitalized lease (d)	Amortization Adj net during year (e)	Line No.
		LOCOMOTIVES					
1		Diesel Locomotive - Yard	6,107	3,048			1
2		Diesel Locomotive - Road	154,592	8,691	1,977		2
3		Other Locomotive - Yard					3
4		Other Locomotive - Road					4
5	*	TOTAL LOCOMOTIVES	160,699	11,739	1,977	0	5
		FREIGHT TRAIN CARS					
6		Box - Plain 40 foot	70	(329)	20		6
7		Box - Plain 50 foot and longer	8,148	488			7
8		Box - Equipped	12,288	(52)			8
9		Gondola - Plain	8,188	1,797			9
10		Gondola - Equipped	4,149	1,106			10
11		Hopper - Covered	30,152	14,246			11
12		Hopper - Open Top - General Service	16,769	893	20		12
13		Hopper - Open Top - Special Service	2,572	1,398	25		13
14		Refrigerator - Mechanical	3,185	3,284			14
15		Refrigerator - Nonmechanical	6,420	(2,815)	266		15
16		Flat TOFC/COFC	70	(12)			16
17		Flat Multi-Level	502				17
18		Flat - General Service		750			18
19		Flat - Other	6,390	3,772			19
20		All Other Freight Cars	221	19			20
21		Cabooses	1,346	855			21
22		Auto Racks		1,698			22
23		Miscellaneous Accessories		472			23
24	*	TOTAL FREIGHT TRAIN CARS	100,470	27,570	331	0	24
		OTHER EQUIPMENT-REVENUE FREIGHT					
		HIGHWAY EQUIPMENT					
25		Refrigerated Trailers					25
26		Other Trailers	2,532	626			26
27		Refrigerated Containers					27
28		Other Containers					28
29		Bogies					29
30		Chassis	2,338	303			30
31		Other Highway Equipment (Freight)					31
32	*	TOTAL HIGHWAY EQUIPMENT	4,870	929	0	0	32
		FLOATING EQUIPMENT -REVENUE SERVICE					
33		Marine Line Haul					33
34		Local Marine					34
35	*	TOTAL FLOATING EQUIPMENT	0	0	0	0	35
		OTHER EQUIPMENT					
		Passenger and Other Revenue Equipment					
36	*	(Freight Portion)	7				36
37	*	Computer Systems and Word Proc. Equip.	6,816	11,377			37
38	*	Machinery - Locomotives		706			38
39	*	Machinery - Freight Cars		1,436			39
40	*	Machinery - Other Equipment	6,289	182			40
41	*	Work and Other Non-Revenue Equipment	14,740	20,672			41
42		TOTAL OTHER EQUIPMENT	27,852	34,373	0	0	42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	293,891	74,611	2,308	0	43

1 The data to be reported in line 38 in column (b) is the amount reported in Schedule 410, column (f), line 203, reduced by the allocable portion of line 216.
2 The data to be reported on line 39 in column (b) is the amount reported in Schedule 410, column (f), line 222, reduced by the allocable portions of line 235.
3 The data to be reported on line 40 in column (b) is the amount reported in Schedule 410, column (f), lines 302 through 306, reduced by the allocable portion of line 320.

GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 415

1 Report freight expenses only.

2 Report by type of equipment all natural expenses relating to the equipment functions (salaries and wages, materials, tools, supplies, fuels and lubricants, purchased services and general)

3. Report in column (b) net repair expense excluding the cost to repair damaged equipment.

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

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

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

(c) Sum of Highway Equipment (line 32), Floating Equipment (line 35), Passenger and Other Revenue Equipment (line 36), Computer and Data Processing Equipment (line 37), Machinery-Other Equipment (line 40), plus Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, the sum of lines 302 through 307, inclusive, plus line 320 (excluding wreck repairs) Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 308.

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

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

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

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

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

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

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

5 Amortization adjustment of each equipment type which is included in column (c) shall be reported in column (e) as a debit or credit to the appropriate line item; the net adjustment on line 43 shall equal the equipment amortization adjustment applicable to equipment used in freight service included in line 38, column (c), of Schedule 335.

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

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

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

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

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

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

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

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

Notes and Remarks

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

1. Report freight expense 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 (reporting for leased equipment covers equipment that carrier on railroad markings).
3. The gross amounts receivable and payable for freight-train cars (line 19, column (b) through (d), and line 19, columns (c) 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" is outlined in note 6 to Schedule 415.
4. Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper-owned cars.
5. Report in columns (c), (d), (f), and (g) rentals for railroad owned cars prescribed by the Commission in Ex Parte No. 334, for which rentals are settled on a combination mileage and time basis (basis per diem). Include railroad owned per diem tank cars on line 17.

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

Line No.	Cross Check	Type of equipment (a)	GROSS AMOUNTS RECEIVABLE Per diem basis			GROSS AMOUNTS PAYABLE Per diem basis			Line No.
			Private line cars (b)	Mileage (c)	Time (d)	Private line cars (e)	Mileage (f)	Time (g)	
		CAR TYPES							
1		Box - Plain 40 foot		19	57	0	0	0	1
2		Box - Plain 50 foot and longer		2,426	7,334	4,525	7,575	17,182	2
3		Box - Equipped		3,029	6,982	0	7,418	13,436	3
4		Gondola - Plain		1,003	1,970	835	2,634	3,246	4
5		Gondola - Equipped		365	1,459	0	1,108	1,457	5
6		Hopper - Covered		7,380	18,854	17,039	5,594	11,785	6
7		Hopper - Open top - General service		1,227	2,570	1	1,305	1,929	7
8		Hopper - Open top - Special service		17	376	8	42	97	8
9		Refrigerator - Mechanical		1,197	1,181	516	357	492	9
10		Refrigerator - Non-mechanical		1,570	2,547	2,065	2,978	5,501	10
11		Flat TOFC/COFC		292	1,220	47,949	2,595	8,330	11
12		Flat multi-level		0	0	12,358	502	652	12
13		Flat - General service		27	50	132	157	160	13
14		Flat - Other		738	2,641	8,052	2,659	4,821	14
15		Tank - Under 22,000 gallons		0	0	13,424	0	0	15
16		Tank - 22,000 gallons and over		27	115	18,588	0	0	16
17		All other freight cars		12	30	100	147	277	17
18		Auto racks		0	6,995	0	0	6,279	18
19		TOTAL FREIGHT TRAIN CARS		19,329	54,381	125,592	35,071	75,644	19
		OTHER FREIGHT-CARRYING EQUIPMENT							
20		Refrigerated trailers		0	0	0	0	50	20
21		Other trailers		0	13,004	13,883	0	7,656	21
22		Refrigerated containers		0	0	0	0	10	22
23		Other containers		0	2,829	0	0	437	23
24	*	TOTAL TRAILERS AND CONTAINERS		0	15,833	13,883	0	8,153	24
25		GRAND TOTAL (LINES 19 AND 24)		19,329	70,214	139,475	35,071	83,797	25

412. WAY AND STRUCTURES
(Dollars in Thousands)

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

Line No.	Cross Check	Property account	Category (a)	Depreciation (b)	Lease/ Rentals (net) (c)	Amortization adjustment during year (d)	Line No.
1		2	Land for transportation purposes	N/A			1
2		3	Grading	6,156			2
3		4	Other right-of-way expenditures	125			3
4		5	Tunnels and subways	651			4
5		6	Bridges, trestles, and culverts	6,740			5
6		7	Elevated structures				6
7		8	Ties	57,821			7
8		9	Rail and other track material	106,653			8
9		11	Ballast	34,641			9
10		13	Fences, snowsheds and signs	342			10
11		16	Station and office buildings	8,130	9,775		11
12		17	Roadway buildings	870			12
13		18	Water stations	100			13
14		19	Fuel stations	1,657			14
15		20	Shops and enginehouses	5,019			15
16		22	Storage warehouses				16
17		23	Wharves and docks	(73)			17
18		24	Coal and ore wharves	276			18
19		25	TOFC/COFC terminals	3,864			19
20		26	Communications systems	7,140	2,623		20
21		27	Signals and interlockers	9,605			21
22		29	Power plants	105			22
23		31	Power transmission systems	202			23
24		35	Miscellaneous	745			24
25		37	Roadway machines	9,140	1,785		25
26		39	Public improvements; construction	1,825			26
27		45	Power plant machines	144			27
28		-	Other lease/rentals	N/A	7,217	N/A	28
29	*	-	TOTAL (1)	261,878	21,400	0	29

(1) Includes $629 passenger depreciation.

NOTES AND REMARKS

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NOTES AND REMARKS

The accounting and reporting for the special charge was approved by the Interstate Commerce Commision and its impact on Railway Operating Expenses, Schedule 410 is as follows:

Restructuring	Amount	Form R-1, Schedule 410
Surplus crew position reduction program	$185,000	General and administrative-other line 618, column (e)
Employee separation pay program	$40,000	General and administrative-other line 618, column (e)
Other		
Increased casualty reserves based on actuarial valuation and escalations in both the cost and number of projected hearing loss claims		Way and structures-casualties and insurance:
	$56,000	Line 115, column (e)
	11,000	Line 117, column (e)
	$67,000	
		Equipment-casualties and insurance:
	$31,000	Line 206, column (e)
	42,000	Line 225, column (e)
	11,000	Line 310, column (e)
	$84,000	
		Transportation-casualties and insurance:
	$133,000	Line 415, column (e)
	59,000	Line 431, column (e)
	3,000	Line 523, column (e)
	$195,000	
		General and administrative-casualties and insurance:
	$4,000	Line 612, column (e)
Total casualties and insurance	$350,000	
Increased environmental reserves based on recently completed studies and analysis of potential environmental clean-up and restoration costs	$133,000	Way and structures-other: Line 150, column (d)
Total special charge	$708,000	

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

Line No.	Cross Check	Name of railway operating expense account (a)	Freight: Salaries and wages (b)	Freight: Material, tools, supplies, fuels (c)	Freight: Purchased services (d)	Freight: General (e)	Freight: Total freight expense (f)	Passenger (g)	Total (h)	Line No.
		ADMINISTRATIVE SUPPORT OPERATIONS								
518		Administration	16,209	171	2,090	1,194	19,664	43	19,707	518
519		Employees Perform Clerical & Acctg Functions	34,628	389	2,326	1	37,344	1,020	38,364	519
520		Communication System Operation	981	1,119	12,449		14,549	3	14,552	520
521		Loss and Damage Claims Processing	1,218		24	23	1,265		1,265	521
522		Fringe Benefits	N/A	N/A	N/A	24,857	24,857	359	25,216	522
523		Casualties and Insurance	N/A	N/A	N/A	5,392	5,392		5,392	523
524		Joint Facility - Debit	N/A	N/A	354	N/A	354		354	524
525		Joint Facility - Credit	N/A	N/A	(278)	N/A	(278)		(278)	525
526		Other	2,560	3	409	91	3,063		3,063	526
527		TOTAL ADMIN SUPPORT OPERATIONS	55,596	1,682	17,374	31,558	106,210	1,425	107,635	527
528		TOTAL TRANSPORTATION	733,300	392,258	192,058	681,619	1,999,235	12,635	2,011,870	528
		GENERAL AND ADMINISTRATIVE								
601		Officers - General and Administrative	48,603	4,631	32,882	24,074	110,190	796	110,986	601
602		Accounting, Auditing, and Finance	18,572	379	3,535	2,479	24,965	226	25,191	602
603		Management Services and Data Processing	25,737	644	13,448	2,048	41,877	241	42,118	603
604		Marketing	20,095	438	8,025	5,364	33,922		33,922	604
605		Sales	2,396	34	832	2,085	5,347		5,347	605
606		Industrial Development	3,701	20	816	1,002	5,539	N/A	5,539	606
607		Personnel and Labor Relations	9,496	118	6,072	3,732	19,418	317	19,735	607
608		Legal and Secretarial	6,992	79	23,590	1,435	32,096	58	32,154	608
609		Public Relations and Advertising	700	5	75	150	930		930	609
610		Research and Development	585	1,955	5,282	186	8,008		8,008	610
611		Fringe Benefits	N/A	N/A	N/A	60,177	60,177	550	60,727	611
612		Casualties and Insurance	N/A	N/A	N/A	11,924	11,924		11,924	612
613		Writedown of Uncollectible Accounts	N/A	N/A	N/A	9,081	9,081	4	9,085	613
614		Property Taxes	N/A	N/A	N/A	71,107	71,107	338	71,445	614
615		Other Taxes Except on Corp. Income or Payroll	N/A	N/A	N/A	36,370	36,370	46	36,416	615
616		Joint Facility - Debit	N/A	N/A	2,475	N/A	2,475		2,475	616
617		Joint Facility - Credit	N/A	N/A	(41)	N/A	(41)		(41)	617
618		Other	13,254	124	(1,195)	232,145	244,328	16	244,344	618
619		TOTAL GENERAL AND ADMINISTRATIVE	150,131	8,427	95,796	463,359	717,713	2,592	720,305	619
620	*	TOTAL CARRIER OPERATING EXPENSES	1,219,383	647,857	988,558	1,916,240	4,772,038	25,441	4,797,479	620

417. SPECIALIZED SERVICE SUBSCHEDULE - TRANSPORTATION

(Dollars in Thousands)

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

Line No	Cross Check	Items (a)	TOFC/COFC terminal (b)	Floating equipment (c)	Coal marine terminal (d)	Ore marine terminal (e)	Other marine terminal (f)	Motor vehicle load and distribution (g)	Protective services refrigerator car (h)	Other special services (i)	Total columns (b-i) (j)	Line No.
1	*	Administration	18,820			154		23	429		19,426	1
2	*	Pick up and delivery, marine line haul	73,530			11		97	N/A		73,638	2
3	*	Loading and unloading and local marine	25,848			2,666		8,195	N/A		36,709	3
4	*	Protective services, total debit and credits							3,434		3,434	4
5	*	Freight lost or damaged—solely related										5
6	*	Fringe benefits	6,225			656			663		7,544	6
7	*	Casualty and insurance	84			132		9	342		567	7
8	*	Joint facility – Debit										8
9	*	Joint facility – Credit	( )	( )	( )	( )	( )	( )	( )	( )	( )	9
10	*	Other	4,090			347		39	123		4,599	10
11	*	TOTAL	128,597			3,966		8,363	4,991		145,917	11

NOTES AND REMARKS

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NOTES AND REMARKS

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Schedule 418

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

Column
(a) = primary account number and title for which capital lease amounts are included therein.

(b) = the total investment in that primary account.

(c) = the investment in capital leases at the end of the year.

(d) = the current year amortization.

(e) = the accumulated amortization relating to the leased properties.

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

Primary Account No. & Title (a)	Total Investment At End of Year (b)	Capital Leases: Investment At End of Year (c)	Capital Leases: Current Year Amort. (d)	Capital Leases: Accum. Amort. (e)
52 - Locomotives	378,478	35,238	1,977	27,332
53 - Freight Cars	1,028,743	3,629	331	3,540

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

FOOTNOTES:

1. If flow-through method was elected, indicated net decrease (or increase) in tax accrual because of investment tax credit -0-

   If deferral method for investment tax credit was elected:
   (1) Indicate amount of credit utilized as a reduction of tax liability for current year. N/A
   (2) Deduct amount of current year's credit applied to reduction of tax liability but deferred for accounting purposes N/A
   (3) Balance of current year's credit used to reduce current year's tax accrual N/A
   (4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual N/A
   (5) Total decrease in current year's tax accrual resulting from use of investment tax credits N/A

2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made -0-

450. ANALYSIS OF TAXES
(Dollars in Thousands)

A. Railway Taxes

Line No.	Cross Check	Kind Of Tax (a)	Amount (b)	Line No.
1		Other than U.S. Government Taxes	119,286	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax and Surtax	107,385	2
3		Excess Profits	0	3
4	*	Total - Income Taxes lines 2 - 3	107,385	4
5		Railroad Retirement	294,489	5
6		Hospital Insurance	23,693	6
7		Supplemental Annuities	20,196	7
8		Unemployment Insurance	30,428	8
9		All Other United States Taxes	634	9
10		Total - U.S. Government Taxes	476,825	10
11		Total - Railway Taxes	596,111	11

B. Adjustments to Federal Income Taxes

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

Line No.	Particulars (a)	Beginning Of Year Balance (b)	Net Credits Charges For Current Year (c)	Adjustments (d)	End Of Year Balance (e)	Line No.
1	Accelerated depreciation. Sec. 167 R.C.: Guideline lives pursuant to Rev. Proc. 62-21	1,289,025	6,238		1,295,263	1
2	Accelerated amortization of facilities, Sec.168 I.R.C.					2
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.					3
4	Amortization of rights of way, Sec. 185 I.R.C.					4
5	Other (Specify)					5
6	Revenues Taxable In Different Periods	32,162	(9,602)		22,560	6
7	Expenses Deductible In Different Periods	(153,191)	(230,527)		(383,718)	7
8	Taxable Sale and Leaseback	(471)			(471)	8
9						9
10	State Deferred Taxes, Net of					10
11	Federal Tax Benefit	112,679	(21,194)		91,485	11
12						12
13						13
14						14
15						15
16						16
17						17
18	Investment Tax Credit*		(4,270)		(4,270)	18
19		1,280,204	(259,355)	0	1,020,849	19

501. GUARANTIES AND SURETYSHIPS
(Dollars in Thousands)

1. If the respondent was under obligation as guarantor or surety for the performance by any other corporation or other association of any agreement or obligation, show the particulars of each contract of guaranty or suretyship in effect at the close of the year or entered into and expired during the year. This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 years after the date of issue. Items of less than $50,000 may be shown as one total.

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No
1	Terminal RR Assn of St. Louis				1
2	BNRR	$14,554 Sinking Fund and Interest			2
3	C&O - B&O	on Refdg and Imp. Mtge			3
4	ICG	Bond Series C due 7/1/2019	1,396	Several	4
5	Seaboard System				5
6	MKT				6
7	Mo Pac (UP)				7
8	N&W				8
9	STLSW				9
10	Southern Ry.				10
11					11
12					12
13	Kiamichi Railroad Company Inc				13
14	BNRR	Principal, monthly payments,			14
15		plus 3 months interest			15
16		12/5/90 through 9/5/95	3,483	Sole	16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
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37					37
38					38

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

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

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

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

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

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

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)	Line No.
1					1
2					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		NONE			15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

NOTES AND REMARKS

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

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

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

Effective Octover 18, 1991, Railroad entered into a $300 million 364-day Bank Credit Agreement. At Railroad's option, interest on borrowings is based on prime, certificate of deposit or London Interbank Offered rates. Annual facility fees are 0 125 percent per year.

The financial covenant on the agreement requires that Railroad's consolidated tangible net worth, as defined in the agreement, be at least $1.4 billion and its debt, as defined in the agreement, cannot exceed the lesser of 140 percent of its consolidated tangible net worth, or $2.5 billion.

The agreement contains an event of default arising out of the occurrence and continuance of a "Change in Control". A "Change in Control" is generally defined as a change in the relationship between BNI, BNI's subsidiaries and shareholders, such change not having been approved by BNI's Board of Directors.

At December 31, 1991 $300 million was available under this bank credit agreement

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

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

I. Debt Outstanding at End of Year:

Line #	Account No.	Title	Source	Balance at Close of Year
1	751	Loans and Notes Payable	Sch 200, L. 30	0
2	764	Equipment Obligations and Other Long Term Debt due Within One Year	Sch. 200, L. 39	47,711
3	765/767	Funded Debt Unmatured	Sch. 200, L. 41	1,283,842
4	766	Equipment Obligations	Sch 200, L. 42	90,962
5	766.5	Capitalized Lease Obligations	Sch. 200, L. 43	12,830
6	768	Debt in Default	Sch 200, L. 44	0
7	770.1/770 2	Unamortized Debt Premium	Sch 200, L 46	(60,071)
8		Total Debt	Sum L. 1-7	1,375,274
9		Debt Directly Related to Road Property	Note 1.	841,060
10		Debt Directly Related to Equipment	Note 1.	157,152
11		Total Debt Directly Related to Road & Equipment	Sum L 9 and 10	998,212
12		Percent Directly Related to Road	L 9 / L. 11 (2 decimals)	84 26
13		Percent Directly Related to Equipment	L. 10 / L. 11 (2 decimals)	15 74
14		Debt Not Directly Related to Road or Equipment	L. 8 minus L. 11	377,062
15		Road Property Debt	(L. 12 * L. 14) plus L. 9	1,158,772
16		Equipment Debt	(L 13 * L 14) plus L 10	216,502

II. Interest Accrued During the Year:

Line #	Account No.	Title	Source	Balance at Close of Year
17	546-548	Total Interest and Amortization (Fixed Charges)	Sch 210, L. 42	135,720
18	546	Contingent Interest on Funded Debt	Sch. 210, L. 44	0
19	517	Release of Premiums on Funded Debt	Sch 210, L 22	0
20		Total Interest	Sum of lines (17+18) less 19	135,720
21		Interest Affiliated Company Debt	Note 2.	0
22		Net Interest Expense	L 20 minus L. 21	135,720
23		Interest Directly Related to Road Property Debt	Note 3.	74,546
24		Interest Directly Related to Equipment Debt	Note 3.	18,380
25		Interest Not Directly Related to Road or Equipment Property Debt	L 22 - (L 23 + L.24)	42,794
26		Interest Road Property Debt	L. 23 + (L. 25 * L.12)	110,604
27		Interest Equipment Debt	L 24 + (L. 25 * L. 13)	25,116

Note 1. Directly related means the purpose which the funds were used when the debt was issued
Note 2. Line 21 includes interest on debt in Account 769-Account Payable; Affiliated Companies.
Note 3. This Interest relates to debt reported in Lines 9 and 10, respectively.

Schedule 510 - NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 512

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

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

(a) Lawful tariff charges for transportation services

(b) Payments to or from other carriers for interline services and interchange of equipment

(c) Payment to or from other carriers which may reasonably be regarded as ordinarily connected with routine operation or maintenance, but any special or unusual transactions should be reported.

(d) Payments to public utility companies for rates or charges fixed in conformity with government authority.

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

The respondent may be required to furnish as an attachment to SChedule 512 a *balance sheet and income* statement for each affiliate with which respondent carrier had reportable transactions during the year, or alternatively, attach a "Pro forma" balance sheet and income statement for that portion or entity of each affiliate which furnished the agreed to services, equipment, or other reportable transaction. The statements, if required, should be prepared on a calendar year basis in conformity with the prescribed schedules for the balance sheet and income statement in Annual Report Form R-1, and should be noted (1) to indicate the method used for depreciating equipment or other property furnished the carrier, and (2) whether the affiliate's Federal income tax return for the year was filed on a consolidated basis with the respondent carrier.

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

(a) If respondent directly controls affiliate, insert the word "direct"

(b) If respondent controls through another company, insert the word "indirect"

(c) If respondent is under common control with affiliate, insert the word "common"

(d) If respondent is controlled directly or indirectly by the compnay listed in column (a), insert the word "controlled"

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

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

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

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

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

Line No.	Name of company or related party with percent of gross income (a)	%	Nature of relationship (b)	Description of transactions (c)	Dollar amounts of transactions (d)	Amount due from or to related parties (e)	Line No.
1	BN Leasing Corporation		Common	Railroad Rolling Stock (Rental)	13,650	3,524(P)	1
2							2
3				Road Property (Rental)	3,401	1,133(R)	3
4							4
5				Note Receivable-Interest	2,852	348 (R)	5
6							6
7				Computers (Rental)	1,556	451(P)	7
8							8
9							9
10							10
11							11
12							12
13	BNI		Controlled	Seattle Office Lease	1,056	1,056 (P)	13
14							14
15							15
16							16
17							17
18							18
19							19
20							20
21							21
22							22
23							23
24							24
25							25

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 700

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

(1) Line owned by respondent

(2) Line owned by proprietary companies

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

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

(5) Line operated under trackage rights.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

700. MILEAGE OPERATED AT THE CLOSE OF YEAR

Line No.	Class	Proportion owned or leased by Respondent	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks	Miles of yard switching tracks	TOTAL	Line No.
			Miles of road	Miles of second main track	Miles of all other main tracks	Miles of passing tracks, cross-overs, and turnouts				
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1	1	100	20,781	1,804	43	2,077	1,916	3,722	30,343	1
2	1J	3/4						5	5	2
3	1J	2/3						14	14	3
4	1J	1/2	437	40		41	47	160	725	4
5	1J	1/3	13			3	6	29	51	5
6	1J	1/4					1	60	61	6
7	1J	2/5						8	8	7
8		TOTAL 1J	450	40	0	44	54	276	864	8
9		TOTAL 1 AND 1J	21,231	1,844	43	2,121	1,970	3,998	31,207	9
10	2		4				1	5	10	10
11	3		184	2		19	13	6	224	11
12	4		381			3	42	15	441	12
13	5		1,288	248	2	74	68	149	1,829	13
57		GRAND TOTAL	23,088	2,094	45	2,217	2,094	4,173	33,711	57
58		MILES OF ELECTRIFIED ROAD OF TRACK INCLUDED IN PRECEDING GRAND TOTAL			NONE					58

700. CANADIAN MILEAGE OPERATED AT THE CLOSE OF YEAR

Line No.	Class	Proportion owned or leased by Respondent	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks	Miles of yard switching tracks	TOTAL	Line No.
			Miles of road	Miles of second main track	Miles of all other main tracks	Miles of passing tracks, cross-overs, and turnouts				
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1	1		106	10		7	7	34	164	1
2	1J	1/2	4						4	2
3		TOTAL CLASS 1	110	10	0	7	7	34	168	3
4	2		4				1	5	10	4
5	5		76	2		8	6	11	103	5
57		GRAND TOTAL CANADIAN MILES	190	12	0	15	14	50	281	57

Note: Canadian mileage is included in schedule 700.

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

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

Line No.	Cross Check	State or territory (a)	MILES OF ROAD OPERATED BY RESPONDENT								Line 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	459				32	491			1
2		Arkansas	208					208	56		2
3		California	99				1	100			3
4		Colorado	586				125	711			4
5		Florida	44					44			5
6		Idaho	366				2	368	33		6
7		Illinois	1,052				104	1,156			7
8		Iowa	539		100	6	67	712			8
9		Kansas	558				25	583			9
10		Kentucky	4				9	13			10
11		Minnesota	1,836		36		298	2,170	4		11
12		Mississippi	179					179			12
13		Missouri	1,494				11	1,505			13
14		Montana	2,267				1	2,268	474		14
15		Nebraska	2,286				2	2,288			15
16		New Mexico	83					83			16
17		North Dakota	2,436				49	2,485	650		17
18		Oklahoma	797				61	858	347		18
19		Oregon	518				129	647			19
20		South Dakota	602			363	13	978			20
21		Tennessee	16					16			21
22		Texas	991			11	255	1,257	16		22
23		Washington	2,297		48		194	2,539			23
24		Wisconsin	267				6	273			24
25		Wyoming	913				53	966			25
26		British Columbia	108				9	117			26
27		Manitoba	0	4			69	73			27
28											28
29											29
30											30
31											31
32		TOTAL MILEAGE (single track)	21,005	4	184	380	1,515	23,088	1,580	0	32

NOTES AND REMARKS

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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 routing inspections, as opposed to programmed replacements aimed at upgrading the the general conditions of the tracks. "Percent of spot maintenance" refers to the percentage of total ties or board feet laid in replacement considered to be spot maintenance.
4. In No. 9, the average cost per tie should include transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply storage and seasoning yards, the case of treating ties, also the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over carrier's own lines, and placing the ties in tracks and of train service other than that necessary in connection with loading or treatment should not be included in this schedule.

LINE NO.	Track Category	Number of crossties laid in replacement							Total	Switch and bridge ties (board feet)	Crossties switch and bridge ties	LINE NO.
		New Ties				Second-hand ties						
		Wooden		Concrete	Other	Wooden		Other			Percent of spot maintenance	
		Treated	Untreated			Treated	Untreated					
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	
1	A	700,205	-	525,410	-	57,864	-	-	1,283,479	2,107,521	N/A	1
2	B	323,601	-		-	36,286	-	-	359,887	844,824	N/A	2
3	C	36,983	-	-	-	88,663	-	-	125,646	249,107	N/A	3
4	D	22,618	-	-	-	106,904	-	-	129,522	310,690	N/A	4
5	E	32,143	-	1,716	-	35,771	-	-	69,630	1,432,337	N/A	5
6	TOTAL	1,115,550	-	527,126	-	325,488	-	-	1,968,164	4,944,479	N/A	6
7	F	1,544	-	-	-	2,809	-	-	4,353	58,739	N/A	7
8	Potential abandonments	570	-	-	-	5,478	-	-	6,048	32,959	N/A	8

9. Average cost per crossties $ 20.92 and switchtie (MBM) $ 508.04

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