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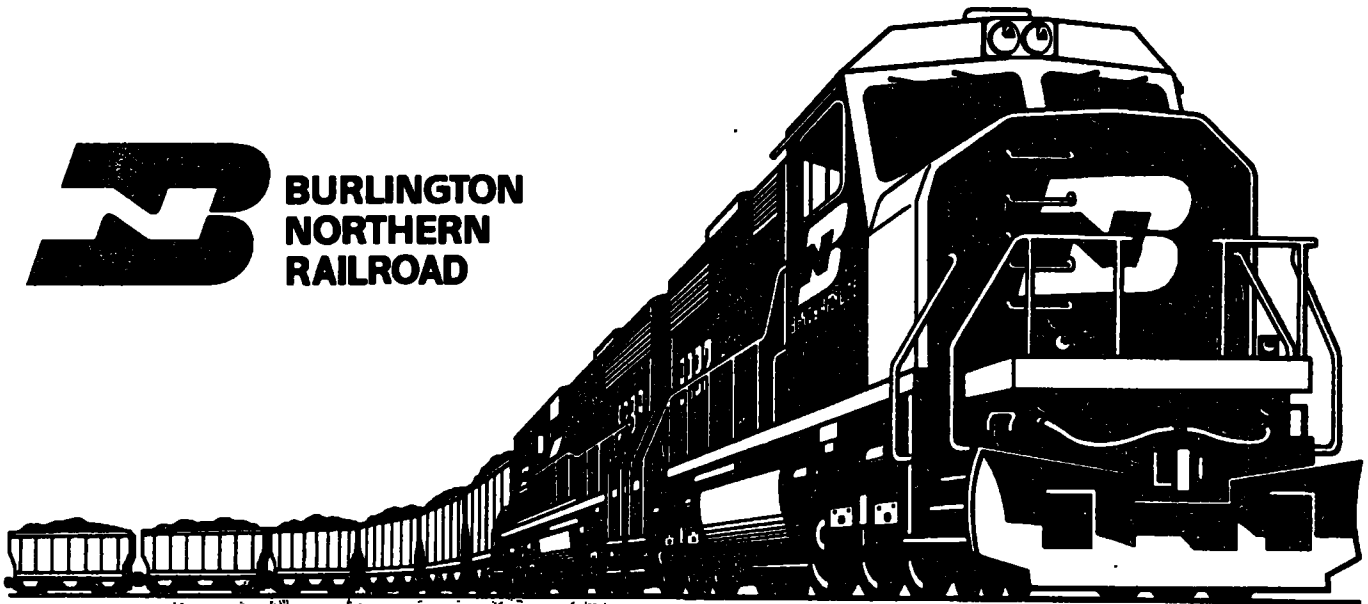
annual report

R-1

CLASS I RAILROADS



BURLINGTON
NORTHERN
RAILROAD



REPORT
REPORT APART
to the

Interstate Commerce Commission

For the year ended December 31, 1993

ANNUAL REPORT

OF

BURLINGTON NORTHERN RAILROAD COMPANY

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1993

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 and Chief Accounting Officer

(Telephone number) (817) 333-3094
(Area code) (Telephone number)

(Office address) 3200 Continental Plaza, 777 Main Street, Fort Worth, TX 76102-5384
(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.

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 reorganized 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)

☒ 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 one vote, if not, give full particulars in a footnote Yes
- 3 Are voting rights proportional to holdings? Yes If not, state in a footnote the relation between holdings and corresponding voting rights
- 4 Are voting rights attached to any securities other than stock? No If so, name in a footnote each security, other than stock to which voting rights are attached (as of the close of the year), and state in detail the relation between holdings and corresponding voting rights, stating whether voting rights are actual or contingent, and if contingent, showing the contingency
- 5 Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method? No If so, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges
- 6 Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing 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, 1993
- 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 (a)	Address of security holder (b)	Number of votes to which security holder was entitled (c)	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED			Line No
				Common (d)	Stock		
					Second (e)	First (f)	
1	Burlington	3200 Continental Plaza	1,000	1,000			1
2	Northern Inc	777 Main Street					2
3		Ft Worth, TX					3
4		76102-5384					4
5							5
6							6
7							7
8							8
9							9
10							10
11							11
12							12
13							13
14							14
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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 13, 1993
12. Give the place of such meeting. Fort Worth, TX

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	16,692	21,316	1
2		702	Temporary Cash Investments		35,990	2
3		703	Special Deposits	4,545	5,121	3
			Accounts Receivable			
4		704	-Loan and Notes	109	194	4
5		705	-Interline and Other Balances	8,065	5,216	5
6		706	-Customers	260,390	189,177	6
7		707	-Other	60,729	33,438	7
8		709, 708	-Accrued Accounts Receivable	272,266	254,824	8
9		708.5	-Receivables from Affiliated Companies	2,029	2,301	9
10		709.5	-Less: Allowances for Uncollectible Accounts	(12,997)	(10,752)	10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits	178,583	155,398	11
12		712	Materials and Supplies	91,243	106,285	12
13		713	Other Current Assets	7,774	4,040	13
14			TOTAL CURRENT ASSETS	889,428	802,548	14
Other Assets						
15		715, 716, 717	Special Funds	9,170	11,727	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310 and 310A)	104,072	133,197	16
17		722, 723	Other Investments and Advances	42,707	43,177	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities-Cr.			18
19		737, 738	Property Used in Other Than Carrier Operation (Less Depreciation) \$			19
20		739, 741	Other Assets	6,633	7,937	20
21		743	Other Deferred Debits	71,542	53,137	21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	234,124	249,175	23
Road and Equipment						
24		731, 732	Road (Schedule 330) L-30 Column h & b	7,288,355	6,987,018	24
25		731, 732	Equipment (Schedule 330) L-39 Column h & b	1,778,389	1,743,745	25
26		731, 732	Unallocated Items	59,572	37,540	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(3,638,695)	(3,483,208)	27
28			Net Road and Equipment	5,487,621	5,285,095	28
29			TOTAL ASSETS	6,611,173	6,336,818	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	2,946	2,384	31
32	753		Audited Accounts and Wages	147,833	133,876	32
33	754		Other Accounts Payable	15,910	11,426	33
34	755, 756		Interest and Dividends Payable	22,134	24,254	34
35	757		Payables to Affiliated Companies	8,229	8,025	35
36	759		Accrued Accounts Payable	893,301	899,270	36
37	760, 761, 761.5, 762		Taxes Accrued	115,444	116,040	37
38	763		Other Current Liabilities	69,015	71,645	38
39	764		Equipment Obligations and Other Long-Term Debt due Within One Year	203,551	36,541	39
40			TOTAL CURRENT LIABILITIES	1,478,363	1,303,461	40
Non-Current Liabilities						
41	765, 767		Funded Debt Unmatured	698,314	899,703	41
42	766		Equipment Obligations	48,651	67,499	42
43	766.5		Capitalized Lease Obligations	6,892	9,404	43
44	768		Debt in Default			44
45	769		Accounts Payable; Affiliated Companies			45
46	770.1, 770.2		Unamortized Debt Premium	(51,907)	(55,455)	46
47	781		Interest in Default			47
48	783		Def. Revenues-Transfers from Gov. Authorities			48
49	786		Accumulated Deferred Income Tax Credits	1,329,165	1,177,510	49
50	771, 772, 774, 775, 782, 784		Other Long-Term Liabilities and Deferred Credits	607,822	698,316	50
51			TOTAL NON-CURRENT LIABILITIES	2,638,937	2,796,977	51
Shareholders' 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)	238,934	238,260	56
57	797		Retained Earnings. Appropriated			57
58	798		Unappropriated (Schedule 220)	1,303,300	1,046,481	58
59	798.1		Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60	798.5		Less Treasury Stock			60
61			NET SHAREHOLDERS' EQUITY	2,493,873	2,236,380	61
62			TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	6,611,173	6,336,818	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 (Bankers), Seafirst Bank (Seafirst)

Date of trust agreement or latest amendment: Bankers - March 2, 1970 (as amended January 1, 1987), Seafirst - July 11, 1988

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

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

(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? N/A

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 5-8 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

(a) Changes in Valuation Accounts

8 Marketable Equity Securities

NONE

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

(b) At / / , 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 \$26 million, \$31 million and \$23 million in 1993, 1992 and 1991, respectively. Net pension cost for 1993 was lower than 1992 primarily due to a decrease in the rate of future compensation growth from 6 percent to 5.5 percent. The change in pension cost for the two years ended December 31, 1992 were primarily attributable to the expected year-to-year changes in the discount rates.

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 first 6 percent of the employees' contributions, which is subject to certain percentage limits of the employees' 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, \$4 million and \$6 million in 1993, 1992 and 1991, respectively. Effective January 1, 1994, Railroad also participates in a 401(k) retirement savings plan, sponsored by BNI, which covers substantially all union employees which is non-contributory on the part of Railroad.

Effective January 1, 1992, Railroad adopted Statement of Financial Accounting Standards (SFAS) No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions." BNI provides certain postretirement health care benefits, payable until age 65, for a small number of retirees who retired on or before March 1986.

BNI provides life insurance benefits for eligible non-union employees. Railroad participates in these plans and adopted accrual accounting for the expense of these plans in 1992 by taking a \$16 million cumulative effect charge to income in order to establish a liability for those benefits. Railroad pays benefits as claims are processed. In addition, Railroad's expense for these plans was approximately \$1 million in both 1993 and 1992.

Under collective bargaining agreements, Railroad participates in multi-employer benefit plans which provide certain postretirement health care and life insurance benefits for eligible union employees. Insurance premiums attributable to retirees, which are expensed as incurred, were \$10 million in 1993 and \$11 million in both 1992 and 1991.

In November 1992, the Financial Accounting Standards Board issued SFAS No. 112, "Employers' Accounting for Postemployment Benefits." This standard requires employers to recognize benefits provided to former or inactive employees after employment but before retirement, if certain conditions are met. In the first quarter of 1994, Railroad will adopt SFAS No. 112. The principle effect of adopting this standard will be to establish liabilities for long-term and short-term disability plans. The effect upon earnings to adopt this standard is expected to be approximately \$15 to \$20 million. The initial effect of applying this standard will be reported as the effect of a change in accounting method and previously issued financial statements will not be restated.

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

NOTES TO FINANCIAL STATEMENTS

Note (2)

Commitments and contingencies

During 1993, Railroad entered into an agreement to acquire 350 new-technology alternating current traction motor locomotives. Railroad accepted delivery of one locomotive in 1993 and anticipates delivery of between approximately 60 and 100 each year from 1994 through 1997.

Railroad has two locomotive electrical power purchase agreements, expiring in 1998 and 2001, that currently involve 199 locomotives. 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. Railroad's 1994 minimum commitment obligation is \$48 million. Based on projected locomotive power requirements, Railroad's payments in 1994 are expected to be in excess of the minimum. Payments under the agreements totaled \$53 million, \$56 million and \$55 million in 1993, 1992 and 1991, 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 \$15 million in major overhauls to be performed on the power purchase equipment.

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. These payments are reflected as reductions to revenue to conform with reporting to the ICC. Revenues for these joint moves, including amounts applicable to the independent operator portion of the line haul, are reflected by Railroad as revenue from operations.

There are no other commitments or contingent liabilities which Railroad believes would have a material adverse effect on the consolidated financial position, results of operations or liquidity.

Note (3)

Accounts receivable - net

Railroad has an agreement to sell, on a revolving basis, an undivided percentage ownership interest in a designated pool of accounts receivable with limited recourse. As of December 31, 1993, the agreement allowed for the sale of accounts receivable up to a maximum of \$175 million. The agreement expires not later than December 1994. Average monthly proceeds from the sale of accounts receivable were \$182 million, \$190 million and \$269 million in 1993, 1992 and 1991, respectively. At December 31, 1993 and 1992, accounts receivable were net of \$100 million and \$189 million, respectively, representing receivables sold. Included in other income (expense), net were expenses of \$9 million, \$11 million and \$20 million in 1993, 1992 and 1991, respectively, 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 \$17 million and \$16 million have been recorded at December 31, 1993 and 1992, respectively.

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

NOTES TO FINANCIAL STATEMENTS

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200 COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Concluded

NOTES TO FINANCIAL STATEMENTS

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200 COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Concluded

NOTES TO FINANCIAL STATEMENTS

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200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Concluded**NOTES TO FINANCIAL STATEMENTS**

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200 COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Concluded

NOTES TO FINANCIAL STATEMENTS

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210. RESULTS OF OPERATIONS

(Dollars in Thousands)

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

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

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

4. All contra entries hereunder should be indicated in parenthesis

5. Cross-checks

Schedule 210

Line 15, column (b)

Line 47 plus 48 plus 49, column (b)

Line 50, column (b)

Line 14, column (b)

Line 14, column (d)

Line 14, column (e)

Line 49, column (b)

Schedule 210

= Line 62, col (b)

= Line 63, col (b)

= Line 64, col (b)

Schedule 410

= Line 620, col (h)

= Line 620, col (i)

= Line 620, col (g)

Line No.	Cross Check	Item	Amount for current year	Amount for preceding year	Freight-related rev & exp	Passenger-related rev & exp	Line No.
		(a)	(b)	(c)	(d)	(e)	
		ORDINARY ITEMS					
		OPERATING INCOME					
		Railway Operating Income					
1		(101) Freight	4,587,229	4,511,540	4,587,229		1
2		(102) Passenger	26,913	28,302		26,913	2
3		(103) Passenger - Related					3
4		(104) Switching	33,453	35,164	33,453		4
5		(105) Water Transfers					5
6		(106) Demurrage	15,854	17,376	15,854		6
7		(110) Incidental	35,289	35,480	35,289		7
8		(121) Joint Facility - Credit	2,173	2,134	2,173		8
9		(122) Joint Facility - Debit	(1,596)	(597)	(1,596)		9
10		(501) Railway Operating Revenues (Exclusive of Transfers from Govt Authorities - Lines 1-9)	4,699,315	4,629,399	4,672,402	26,913	10
11		(502) Railway Operating Revenues-Transfers from Govt Authorities for Current Operations	94	444		94	11
12		(503) Railway Operating Revenues-Amortization of Deferred Transfers from Govt Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (LINES 10-12)	4,699,409	4,629,843	4,672,402	27,007	13
14	*	(531) Railway Operating Expenses	4,049,722	4,042,421	4,023,986	25,736	14
15	*	NET REVENUES FROM RAILWAY OPERATIONS	649,687	587,422	648,416	1,271	15
		OTHER INCOME					
16		(506) Revenue from Property Used in Other than Carrier Operations					16
17		(510) Miscellaneous Rent Income	861	874			17
18		(512) Separately Operated Properties-Profit					18
19		(513) Dividend Income (Cost Method)		1			19
20		(514) Interest Income	8,846	10,635			20
21		(516) Income from Sinking and Other Funds	310	526			21
22		(517) Release of Premiums on Funded Debt					22
23		(518) Reimbursements Received Under Contracts and Agreements					23
24		(519) Miscellaneous Income	21,240	16,698			24
25		Income from Affiliated Companies (519)					
26		A. Dividends (Equity Method)					25
27		B. Equity Undistributed Earnings (Losses)	101	(476)			26
28		TOTAL OTHER INCOME (LINES 16-26)	31,358	28,258			27
29		TOTAL INCOME (LINES 15, 27)	681,045	615,680			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of Property Used in Other than Carrier Operations	1,189	691			29
30		(544) Miscellaneous Taxes					30
31		(545) Separately Operated Properties-Loss					31
32		(549) Maintenance of Investment Organizations					32
33		(550) Income Transferred Under Contracts & Agreements					33
34		(551) Miscellaneous Income Charges	17,669	17,398			34
35		(553) Uncollectible Accounts	203	1			35
36		TOTAL MISC DEDUCTIONS (LINES 29-35)	19,061	18,090			36
37		Income Available For Fixed Charges (LINES 28, 36)	661,984	597,590			37

210 RESULTS OF OPERATIONS - Continued
(Dollars in Thousands)

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No.
		FIXED CHARGES			
		(546) Interest on Funded Debt:			
38		(A) Fixed Interest not in Default	76,955	89,185	38
39		(B) Interest in Default			39
40		(547) Interest on Unfunded Debt	4,899	9,584	40
41		(548) Amortization of Discount on Funded Debt	4,038	4,385	41
42		TOTAL FIXED CHARGES (LINES 38-41)	85,892	103,154	42
43		INCOME AFTER FIXED CHARGES (LINES 37,42)	576,092	494,436	43
		OTHER DEDUCTIONS			
		(546) Interest on Funded Debt:			
44		(C) Contingent Interest			44
		UNUSUAL OR INFREQUENT ITEMS			
45		(555) Unusual or Infrequent Items (Debit) Credit		46,631	45
46		INCOME (LOSS) FROM CONTINUING OPERATION (BEFORE INC TAXES)	576,092	541,067	46
		PROVISIONS FOR INCOME TAXES			
		(556) Income Taxes on Ordinary Income:			
47	*	Federal Income Taxes	101,409	137,440	47
48	*	State Income Taxes	14,051	23,179	48
49	*	Other Income Taxes	0	0	49
50	*	(557) Provisions for Deferred Taxes	128,813	25,365	50
51		TOTAL PROVISIONS FOR INCOME TAXES (LINES 47-50)	244,273	185,984	51
52		INCOME FROM CONTINUING OPERATIONS (LINES 46-51)	331,819	355,083	52
		DISCONTINUED OPERATIONS			
		(560) Income or Loss from Operations of Discontinued Segments			
53		(Less: Applicable Taxes of \$)			53
		(562) Gain or Loss on Disposal of Discontinued Segments			
54		(Less: Applicable Taxes of \$)			54
55		INCOME BEFORE EXTRAORDINARY ITEMS (LINES 52 + 53 + 54)	331,819	355,083	55
		EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES			
56		(570) Extraordinary Items (Net)			56
57		(590) Income Taxes on Extraordinary Items			57
58		(591) Provisions for Deferred Taxes - Extraordinary Items			58
59		TOTAL EXTRAORDINARY ITEMS (LINES 56-58)	0	0	59
		(592) Cumulative Effect of Changes in Accounting Principles			
60		(Less: Applicable Income Taxes of \$)		(21,184)	60
61	*	NET INCOME (LOSS) (LINES 55 + 59 + 60)	331,819	333,899	61
62		RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI)			
62		NET REVENUES FROM RAILWAY OPERATIONS	649,687	587,422	62
63	*	(556) Income Taxes on Ordinary Income (-)	115,460	160,619	63
64	*	(557) Provisions for Deferred Income Taxes (-)	128,813	25,365	64
65		Income from Lease of Road and Equipment (-)	15,030	11,197	65
66		Rent for Leased Roads and Equipment (+)		49	66
67		NET RAILWAY OPERATING INCOME (LOSS)	390,384	390,290	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	Retained earnings-unappropriated	Equity in undistributed earnings (losses) of affiliated companies	Line No
		(a)	(b)	(c)	
1		Balances at beginning of year	\$ 1,047,132	\$ (651)	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income	331,718	101	3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings			5
6		TOTAL	331,718	101	6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings			8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock	75,000		11
12		Preferred stock (1)			12
13		TOTAL	75,000	0	13
14		Net increase (decrease) during year (line 6 minus line 13)	256,718	101	14
15	*	Balances at close of year (Lines 1, 2, and 14)	1,303,850	(550)	15
16	*	Balances from line 15(c)	(550)	N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end (798) of year	1,303,300	N/A	17
18		(797) Total appropriated retained earnings			18
19		Credits during year \$ 0			19
20		Debits during year \$ 0			20
21		Balance at Close of year \$ 0			21
		Amount of assigned federal income tax consequences:			
22		Account 606 \$ 0			22
23		Account 616 \$ 0			23

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

230. CAPITAL STOCK

PART 1 CAPITAL STOCK
(Dollars in Thousands)

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

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	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		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 the part is to disclose capital stock changes during the year
- 2 Column (a) presents the items to be disclosed
- 3 Column (b), (d) and (f) require disclosures of the number of preferred, common and treasury stock, respectively, applicable to the items presented in column (a)
- 4 Columns (c), (e) and (g) require the applicable disclosure of the book values of preferred, common and treasury stock
- 5 Disclose in column (h) the additional paid-in capital realized from changes in capital stock during the year
- 6 Unusual circumstances arising from changes in capital stock changes shall be fully explained in footnotes to this schedule

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at the beginning of year	None	None	1,000	951,639	None	None	238,260	11
12	Capital Stock Sold (1)								12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15	Other (2)							674	15
16									16
17	Balance at close of year	None	None	1,000	951,639	None	None	238,934	17

- (1) By footnote on page 17 state the purpose of the issue and authority
- (2) Contribution by Burlington Northern Inc

240 STATEMENT OF CASH FLOWS (Dollars in Thousands)

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

CASH FLOWS FROM OPERATING ACTIVITIES

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

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No
10		Income from continuing operations	331,819	355,083	10

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

Line No	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No
11		Loss (gain) on sale or disposal of tangible property and investments	(18,390)	(10,899)	11
12		Depreciation and amortization expenses	333,590	324,046	12
13		Net increase (decrease) in deferred income taxes	128,813	25,365	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(101)	476	14
15		Decrease (increase) in accounts receivable	(116,193)	(29,555)	15
16		Decrease (increase) in materials and supplies, and other current assets	2,529	4,265	16
17		Increase (decrease) in current liabilities other than debt	7,763	35,255	17
18		Increase (decrease) in other-net	(96,840)	912	18
19		Net cash provided from continuing operations (Lines 10-18)	572,990	704,948	19
20		Add (subtract) cash generated (paid) by reason of discontinued operations and extraordinary items	0	0	20
21		NET CASH PROVIDED FROM OPERATING ACTIVITIES (Lines 19 & 20)	572,990	704,948	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	34,562	33,451	22
23		Capital expenditures	(529,867)	(468,695)	23
24		Net change in temporary cash investments not qualifying as cash equivalents			24
25		Proceeds from sale/repayment of investment and advances			25
26		Purchase price of long-term investment and advances			26
27		Net decrease (increase) in sinking and other special funds			27
28		Other - net	14,195	246,501	28
29		NET CASH USED IN INVESTING ACTIVITIES (Lines 22-28)	(481,110)	(188,743)	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	26,492	(352,230)	30
31		Principal payments of long-term debt	(83,390)	(70,875)	31
32		Proceeds from issuance of capital stock			32
33		Purchase price of acquiring treasury stock			33
34		Cash dividends paid	(75,000)	(50,000)	34
35		Other - net	(596)	(1,604)	35
36		NET CASH FROM FINANCING ACTIVITIES (Lines 30-35)	(132,494)	(474,709)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (Lines 21,29 & 36)	(40,614)	41,496	37
38		Cash and cash equivalents at beginning of the year	57,306	15,810	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (Lines 37 & 38)	16,692	57,306	39
		Footnotes to Schedule 240			
		Cash paid during the year for:			
40		Interest (net of amount capitalized)*	92,132	110,335	40
41		Income taxes (net)*	108,775	163,375	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	8,065	1
2	Customers (706)	Schedule 200, line 6, column b	260,390	2
3	Other (707)	NOTE A	33,765	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	302,220	4
	OPERATING REVENUE			
5	Railway Operating Revenue	Schedule 210, line 13, column b	4,699,409	5
6	Rent Income	NOTE B	137,094	6
7	TOTAL OPERATING REVENUES	Line 5 + 6	4,836,503	7
8	Average Daily Operating Revenues	Line 7 / 360 Days	13,435	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 / Line 8	22	9
10	Revenue Delay Days Plus Buffer	Line 9 + 15 Days	37	10
	CURRENT OPERATING LIABILITIES			
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	2,946	11
12	Audited Accounts and Wages Payable (753)	Schedule 200, line 32, column b (NOTE A)	147,833	12
13	Accounts Payable - Other (754)	Schedule 200, line 33, column b (NOTE A)	15,910	13
14	Other Taxes Accrued (761.5)	NOTE A	101,239	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	267,928	15
	OPERATING EXPENSES			
16	Railway Operating Expenses	Schedule 210, line 14, column b	4,049,722	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	333,590	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	3,853,226	18
19	Average Daily Expenditures	Line 18 / 360 Days	10,703	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 / Line 19	25	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	128,436	22
23	Cash and Temporary Cash Balance	Schedule 200, line 1 + line 2, column b	16,692	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	16,692	24
	MATERIALS AND SUPPLIES			
25	Total Materials and Supplies (712)	Schedule 200, line 12, column b (NOTE A)	91,243	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	91,243	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	107,935	28

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

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

(C) If result is negative, use zero.

NOTES AND REMARKS

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GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A

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

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

- (A) Stocks
 - (1) Carriers-active
 - (2) Carriers-inactive
 - (3) Noncarriers-active
 - (4) Noncarriers-inactive
- (B) Bonds (including U S Government Bonds)
- (C) Other secured obligations
- (D) Unsecured notes
- (E) Investment advances

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

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

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

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

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

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

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

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

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

11 For affiliates which do not report to the 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 18, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c)
3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged, or otherwise encumbered, giving names and other important particulars of such obligations in footnotes
4. Give totals for each class and for each subclass and a grand total for each account
5. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially 19__ to 19__". Abbreviations in common use in standard financial publications may be used to conserve space

Line No.	Account No	Class No.	Kind of industry	Name of issuing company and also lien reference, if any (included rate for preferred stocks and bonds)	Extent of Control	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	721	A-1	VII	Belt Railway Of Chicago, The	8.33	1
2			VII	Camas Prairie Railroad Company	50.00	2
3			VII	Davenport Rock Island & Northwestern Railway Co.	50.00	3
4			VII	Denver Union Terminal Railway Company	0.00	4
5			VII	Houston Belt & Terminal Railway Company	25.00	5
6			VII	Iowa Transfer Railway Company	25.00	6
7			VII	Kansas City Terminal Railway Company	16.68	7
8			VII	Longview Switching Company	50.00	8
9			VII	M T Properties Inc.	37.78	9
10			VII	Paducah & Illinois Railroad Company	33.34	10
11			VII	Portland Terminal Railroad Company	40.00	11
12			VII	Terminal Railroad Association of St. Louis	14.28	12
13			VII	TTX Company	6.23	13
14			VII	Wichita Union Terminal Railway Company	33.34	14
15						15
16				Total Class A-1		16
17						17
18	721	C-1	VII	Burlington Northern Leasing Corporation \$41,447 - due 08/01, \$28,338 - due 10/00		18
19						19
20				Total Class C-1		20
21						21
22	721	D-1	VII	Terminal Railroad Assoc. of St. Louis due 09/00		22
23						23
24				Total Class D-1		24
25						25
26	721	E-1	VII	Camas Prairie Railroad Company		26
27			VII	Davenport Rock Island & Northwestern Railway Co.		27
28			VII	Denver Union Terminal Railway Company		28
29			VII	Houston Belt & Terminal Railway Company		29
30			VII	Kansas City Terminal Railway Company		30
31			VII	Longview Switching Company		31
32			VII	Paducah & Illinois Railroad Company		32
33			VII	Port Terminal Railroad Association		33
34			VII	Terminal Railroad Association of St. Louis		34
35			VII	Wichita Union Terminal Railway Company		35
36			VII	Wichita Terminal Association		36
37			VII	Burlington Northern Inc.		37
38			X	Midwest Northwest Properties Inc.		38
39						39
40				Total Class E-1		40
41						41

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

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

Line No.	Investments and advances				Disposed of: profit (loss)	Adjustments Account 721.5	Dividends or interest credited to income (l)	Line No.
	Opening Balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing balance (i)				
1	2,137		616	1,521				1
2	50			50				2
3	1,500			1,500				3
4	10		10	0				4
5	3			3				5
6	16			16				6
7	100			100				7
8	2			2				8
9	523			523				9
10	3			3				10
11	1,368			1,368				11
12	0			0				12
13	2,405			2,405				13
14	33			33				14
15								15
16	8,150		626	7,524				16
17								17
18	69,785			69,785			6,986	18
19								19
20	69,785			69,785			6,986	20
21								21
22	1,286		186	1,100			136	22
23								23
24	1,286		186	1,100			136	24
25								25
26	250			250			15	26
27	2,545		110	2,435				27
28	589			589				28
29	2,068	627		2,695				29
30	6,342		72	6,270		(2,483)		30
31	63			63				31
32	1,060		46	1,014			46	32
33	326	82		408				33
34	170			170				34
35	416			416				35
36	2			2				36
37	43,279		33,978	9,301				37
38	0	5,083		5,083				38
39								39
40	57,110	5,792	34,206	28,696		(2,483)	61	40
41								41

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

Line No.	Account No. (a)	Class No. (b)	Kind of industry (c)	Name of issuing company and also lien reference, if any (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
18						18
19						19
20						20
21						21
22						22
23						23
24						24
25						25
26						26
27						27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38						38
39						39
40						40
41						41

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 (l)	Line No.
	Opening Balance	Additions	Deductions (if other than sale, explain)	Closing balance				
	(f)	(g)	(h)	(i)	(j)	(k)		
1								1
2								2
3	(2,483)			(2,483)				3
4	(651)	101		(550)				4
5								5
6	133,197	5,893	35,018	104,072		(2,483)	7,183	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
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34								34
35								35
36								36
37								37
38								38
39								39
40								40
41								41

310 NOTES AND REMARKS

	Number of Shares	% Ownership
(1) BELT RAILWAY COMPANY OF CHICAGO, THE		
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 and Western Railway Company	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
	<u>31,200</u>	<u>100.00</u>

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

(2) CAMAS PRAIRIE RAILROAD COMPANY		
Burlington Northern Railroad	500	50.00
Union Pacific Railroad	500	50.00
	<u>1,000</u>	<u>100.00</u>

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

(4) HOUSTON BELT & TERMINAL RAILWAY COMPANY		
Burlington Northern Railroad	62.50	25.00
Union Pacific Railroad	125.00	50.00
Atchison, Topeka & Santa Fe Railway Company	62.50	25.00
	<u>250.00</u>	<u>100.00</u>

30 1/4 shares are pledged under GN General Gold Bond Mortgage. 30 1/4 shares are pledged under GN General Gold Bond Mortgage and the BN Inc. Consolidated Mortgage. Subject to a 1907 Stock Trust Agreement, the shares are held by Chemical Bank.

(5) IOWA TRANSFER RAILWAY COMPANY		
Burlington Northern Railroad	161	25.00
Chicago and Northwestern Railroad Company	161	25.00
Heartland Rail	161	25.00
Norfolk and Western Railway Company	161	25.00
	<u>644</u>	<u>100.00</u>

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

310 NOTES AND REMARKS

	Number of Shares	% Ownership
(6) 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 and Western Railway Company	1,833,333	8.33
St. Louis Southwestern Railway Company	1,833,333	8.33
	<u>22,000,000</u>	<u>100.00</u>

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 Boatmen's Trust Company, Trustee, 5 shares are held by Citibank, N.A., Trustee, and 5 shares are held by Mercantile Bank, Trustee.

(7) LONGVIEW SWITCHING COMPANY		
Burlington Northern Railroad	150	50.00
Union Pacific Railroad	150	50.00
	<u>300</u>	<u>100.00</u>

(8) 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
	<u>81,328</u>	<u>100.00</u>

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.

(9) 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
	<u>100.00</u>	<u>100.00</u>

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

(10) PORTLAND TERMINAL RAILROAD COMPANY		
Burlington Northern Railroad	12,000	40.00
Union Pacific Railroad	12,000	40.00
Southern Pacific Transportation Company	6,000	20.00
	<u>30,000</u>	<u>100.00</u>

(11) 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 and Western Railway Company	2,058	7.14
St. Louis Southwestern Railway Company	4,116	14.28
Southern Railway Company	2,058	7.14
Union Pacific Railroad	8,232	28.60
	<u>28,812</u>	<u>100.00</u>

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
(12) 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 and Western Railway Company	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
	<u>16,050</u>	<u>100.00</u>
(13) 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
	<u>1,000.00</u>	<u>100.00</u>

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

NOTES AND REMARKS

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310A. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES (Dollars in Thousands) Undistributed Earnings From Certain Investments in Affiliated Companies								
Report below the details of all investments in common stocks included in Account 721 Investments and Advances Affiliated Companies. Enter in column (c) the amount necessary to retroactively adjust those investments. (See instruction 5-2 Uniform System of Accounts.) Enter in column (d) the share of undistributed earnings (i.e., less dividends) or losses. 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 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 for 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)	90					90	1
1	Davenport Rock Island and N.W. Railway Co.	24					24	2
2	Iowa Transfer Railway Co.	149		85			234	3
3	M T Properties Inc.	(86)					(86)	4
4	Paducah and Illinois R.R. Co.	(819)		16			(803)	5
5	Portland Terminal R.R. Co.	(9)					(9)	6
6	Wichita Union Terminal Ry. Co.							7
7								8
8								9
9								10
10								11
11								12
12				101		0	(550)	13
13	TOTAL CARRIERS	(651)						
	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	(651)		101		0	(550)	21

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

- 1 Give particulars of balances at the beginning and close of the year and of all changes during the year in Account No. 731, "Road and Equipment Property," and Account No. 732, "Improvements on Leased Property," classified by primary accounts in accordance with the Uniform System of Accounts for Railroad Companies. The balances, by primary accounts, should insofar as known, be stated in column (b) and all changes made during the year should be analyzed in columns (c) to (f), inclusive. Column (h) is the aggregate of columns (b) to (f), inclusive. Grand totals of columns (b) and (h) should equal the sum of Accounts 731 and 732 for the respective periods, if not, full explanation should be made in a footnote.
- 2 In column (c) are to be shown disbursements made for the specific purpose of purchasing, constructing, and equipping new lines, and for the extension of old lines, as provided for in Instruction 2-1, "Items to be charged," of the Uniform System of Accounts for Railroad Companies for such items.
- 3 In column (d) is to be shown the cost of a railway or portion thereof, acquired as an operating entity or system by purchase, merger, consolidation, reorganization, receivership sale or transfer, or otherwise.
- 4 In column (c) and (e) should be included all entries covering expenditures for additions and betterments, as defined, whether or not replacing other property.
- 5 In column (f) should be entered all credits representing property sold, abandoned, or otherwise retired.
- 6 Both the debit and credit involved in each transfer, adjustment, or clearance, between road and equipment accounts, should be included in the column in which the item was initially included, also the transfer of prior years' debits or credits from investment in road and equipment to operating expenses or other accounts, or vice versa, should be included in the column applicable to current items of like nature. Each such transfer, adjustment, or clearance should be fully explained when in excess of \$100,000.
- 7 If during the year an individual charge of \$100,000 or more was made to Account No. 2, "Land for Transportation Purposes," state in a footnote the cost, location, area, and other details which will identify the property.
- 8 Report on line 29, amounts not includible in the primary road accounts. The items reported should be briefly identified and explained under "Notes and Remarks," below. Amounts should be reported on this line only under special circumstances, usually after permission is obtained from the Commission for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Commission.
- 9 If during the year a segment of transportation property was acquired, state in a footnote the name of the vendor, the mileage acquired, and the date of acquisition, giving location and the cost of the property to the respondent. Also furnish a statement of the amount included in each primary account representing such property acquired, referring to the column or columns in which the entries appear.
- 10 If an amount of less than \$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 pur- chase of existing lines, reorganiza- tions, etc. (d)	Line No
1		(2) Land for transportation purposes	123,675		1,001	1
2		(3) Grading	458,031		175	2
3		(4) Other right-of-way expenditures	6,215		1	3
4		(5) Tunnels and subways	51,454			4
5		(6) Bridges, trestles, and culverts	412,942		103	5
6		(7) Elevated structures	0			6
7		(8) Ties	1,217,296		282	7
8		(9) Rail and other track material	2,628,236		629	8
9		(11) Ballast	706,759		18	9
10		(13) Fences, snowsheds, and signs	15,149			10
11		(16) Station and office buildings	165,885			11
12		(17) Roadway buildings	22,136			12
13		(18) Water stations	2,651			13
14		(19) Fuel stations	38,271			14
15		(20) Shops and enginehouses	167,613			15
16		(22) Storage warehouses	0			16
17		(23) Wharves and docks	1,216			17
18		(24) Coal and ore wharves	17,773			18
19		(25) TOFC/COFC terminals	80,098			19
20		(26) Communication systems	147,696			20
21		(27) Signals and interlockers	372,469		79	21
22		(29) Power plants	2,093			22
23		(31) Power-transmission systems	6,627			23
24		(35) Miscellaneous structures	24,248			24
25		(37) Roadway machines	151,303			25
26		(39) Public improvements - construction	95,632		12	26
27		(44) Shop machinery	68,538			27
28		(45) Power-plant machinery	3,269			28
29		Other (specify and explain)	(257)			29
30		TOTAL EXPENDITURES FOR ROAD	6,987,018	0	2,300	30
31		(52) Locomotives	369,106			31
32		(53) Freight-train cars	1,005,028			32
33		(54) Passenger-train cars	0			33
34		(55) Highway revenue equipment	2,202			34
35		(56) Floating equipment	0			35
36		(57) Work equipment	87,954			36
37		(58) Miscellaneous equipment	167,136			37
38		(59) Comp. systems and word proc. equip.	112,319			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	1,743,745	0	0	39
40		(76) Interest during construction	0			40
41		(80) Other elements of investment	0			41
42		(90) Construction in progress	37,540			42
43		GRAND TOTAL	8,768,303	0	2,300	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	Credits for property retired during the year	Net changes during the year	Balance at close of year	Line No.
		(e)	(f)	(g)	(h)	
1		(732)	960	(691)	122,984	1
2		15,564	9	15,730	473,761	2
3		212	2	211	6,426	3
4		466	0	466	51,920	4
5		20,202	1,450	18,855	431,797	5
6		0	0	0	0	6
7		78,365	31,129	47,518	1,264,814	7
8		149,220	67,495	82,354	2,710,590	8
9		63,519	30,280	33,257	740,016	9
10		2,050	56	1,994	17,143	10
11		21,444	891	20,553	186,438	11
12		105	14	91	22,227	12
13		459	0	459	3,110	13
14		5,196	0	5,196	43,467	14
15		3,545	3,959	(414)	167,199	15
16		0	0	0	0	16
17		0	0	0	1,216	17
18		1,297	0	1,297	19,070	18
19		3,314	1,659	1,655	81,753	19
20		32,048	97	31,951	179,647	20
21		27,378	607	26,850	399,319	21
22		0	0	0	2,093	22
23		395	0	395	7,022	23
24		324	100	224	24,472	24
25		12,215	5,025	7,190	158,493	25
26		3,682	967	2,727	98,359	26
27		3,211	756	2,455	70,993	27
28		(4)	0	(4)	3,265	28
29		1,018	0	1,018	761	29
30		444,493	145,456	301,337	7,288,355	30
31		1,308	1,842	(534)	368,572	31
32		5,211	20,514	(15,303)	989,725	32
33		0	0	0	0	33
34		(12)	151	(163)	2,039	34
35		0	0	0	0	35
36		1,627	1,647	(20)	87,934	36
37		29,877	12,819	17,058	184,194	37
38		36,169	2,563	33,606	145,925	38
39		74,180	39,536	34,644	1,778,389	39
40		0	0	0	0	40
41		0	0	0	0	41
42		22,032	0	22,032	59,572	42
43		540,705	184,992	358,013	9,126,316	43

332 DEPRECIATION BASE AND RATES--ROAD AND EQUIPMENT OWNED AND USED AND LEASED FROM OTHERS
(Dollars in Thousands)

- 1 Show in columns (b) and (e), for each primary account, the depreciation base used to compute the depreciation charges for the month of January, and in columns (c) and (f) show the depreciation base used to compute the depreciation charges for the month of December, in columns (d) and (g) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December, and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment used, but not owned, when the rents therefor are included in the rent for equipment and 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 therefor 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 computed for each primary account, or a separate schedule may be included for each such property.
- 3 Show in columns (e), (f), and (g) data applicable to Lessor property, when the rent therefor is included in Account Nos 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.
- 4 If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) effected.
- 5 Disclosure in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively.

Line No.	Account	OWNED AND USED			LEASED FROM OTHERS			Line No.
		Depreciation base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)	
		1/1 at beginning of year (b)	12/1 at close of year (c)		At beginning of year (e)	At close of year (f)		
	(a) ROAD							
1	(3) Grading	458,031	464,516	1.28				1
2	(4) Other right-of-way expenditures	6,215	6,222	2.00				2
3	(5) Tunnels and subways	51,454	51,825	1.15				3
4	(6) Bridges, trestles, and culverts	412,942	429,686	1.74				4
5	(7) Elevated structures	0	0	0.00				5
6	(8) Ties	1,217,296	1,262,816	4.19	TOTAL ROAD AND			6
7	(9) Rail and other track material	2,628,236	2,696,368	2.94				7
8	(11) Ballast	706,759	730,786	4.79	EQUIPMENT LEASED			8
9	(13) Fences, snowsheds, and signs	15,149	17,140	1.60				9
10	(16) Station and office buildings	165,885	185,124	4.68	FROM OTHERS (A/C 732)			10
11	(17) Roadway buildings	22,136	22,213	3.23				11
12	(18) Water stations	2,651	3,110	2.84	IS LESS THAN 5%			12
13	(19) Fuel stations	38,271	42,410	3.39				13
14	(20) Shops and enginehouses	167,613	166,689	2.46	OF TOTAL OWNED			14
15	(22) Storage warehouses	0	0	0.00				15
16	(23) Wharves and docks	1,216	1,216	2.37				16
17	(24) Coal and ore wharves	17,793	19,004	1.72				17
18	(25) TOFC/COFC terminals	80,098	79,940	4.27				18
19	(26) Communication systems	147,696	173,269	4.53				19
20	(27) Signals and interlockers	372,469	393,399	3.20				20
21	(29) Power plants	2,093	2,093	3.84				21
22	(31) Power-transmission systems	6,627	6,938	2.69				22
23	(35) Miscellaneous structures	24,248	24,349	3.17				23
24	(37) Roadway machines	151,303	155,996	5.58				24
25	(39) Public improvements--Construction	95,632	97,519	2.19				25
26	(44) Shop machinery	68,538	70,588	4.01				26
27	(45) Power-plant machinery	3,269	3,265	3.13				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	6,863,620	7,106,481	3.39				30
	EQUIPMENT							
31	(52) Locomotives	364,297	368,996	4.54				31
32	(53) Freight-train cars	998,822	990,031	3.30				32
33	(54) Passenger-train cars	0	0	0.00				33
34	(55) Highway revenue equipment	2,202	2,039	9.26				34
35	(56) Floating equipment	0	0	0.00				35
36	(57) Work equipment	87,730	88,093	4.29				36
37	(58) Miscellaneous equipment	166,546	176,589	11.95				37
38	(59) Computer systems and word processing equipment.	112,307	129,277	18.78				38
39	TOTAL EQUIPMENT	1,731,904	1,755,025	5.61				39
40	GRAND TOTAL	8,595,524	8,861,506	N/A				40

* The depreciation rates used for these accounts in 1993 have ICC approval. All other rates are under ICC review and any adjustments to such rates will be reflected in 1994 depreciation expense.

Railroad Annual Report R-1

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		DEBITS TO RESERVE		Balance at close of year (g)	Line No.
				During the year		During the year			
				Charges to operating expenses (c)	Other Credits (d)	Retirements (e)	Other Debits (f)		
ROAD									
1		(3) Grading **	212,507	4,876		(6,891)		224,274	1
2		(4) Other, right-of-way expenditures	2,100	126		2		2,224	2
3		(5) Tunnels and subways	22,860	493		0		23,353	3
4		(6) Bridges, trestles, and culverts	129,943	7,600		1,450		136,093	4
5		(7) Elevated structures	0	0		0		0	5
6		(8) Ties	422,857	70,948		43,280		450,525	6
7		(9) Rail and other track material	1,050,186	81,473		63,716		1,067,943	7
8		(11) Ballast	242,892	41,025		30,285		253,632	8
9		(13) Fences, snow sheds, and signs	9,438	91		56		9,473	9
10		(16) Station and office buildings	64,204	6,964		872		70,296	10
11		(17) Roadway buildings	8,016	593		4		8,605	11
12		(18) Water stations	1,433	73		0		1,506	12
13		(19) Fuel stations	12,846	1,092		0		13,938	13
14		(20) Shops and enginehouses	59,682	3,640		3,959		59,363	14
15		(22) Storage warehouses	0	0		0		0	15
16		(23) Wharves and docks	1,215	1		0		1,216	16
17		(24) Coal and ore wharves	6,494	343		0		6,837	17
18		(25) TOFC/COFC terminals	26,919	2,486		1,234		28,171	18
19		(26) Communication systems	56,321	7,299		97		63,523	19
20		(27) Signals and interlockers	112,388	12,469		608		124,249	20
21		(29) Power plants	1,080	69		0		1,149	21
22		(31) Power-transmission systems	2,955	154		0		3,109	22
23		(35) Miscellaneous structures	7,374	1,143		100		8,417	23
24		(37) Roadway machines	62,102	8,394		4,772		65,724	24
25		(39) Public improvements--Construction	29,139	1,725		967		29,897	25
26		(44) Shop machinery *	20,295	3,180		667		22,808	26
27		(45) Power-plant machinery	2,005	87		0		2,092	27
28		All other road accounts	(814)	0		(151)		(663)	28
29		Amortization (Adjustments)	0	0		0		0	29
30		TOTAL ROAD	2,566,437	256,344		145,027		2,677,754	30
EQUIPMENT									
31	*	(52) Locomotives	215,528	12,951		986		227,493	31
32	*	(53) Freight-train cars	525,144	20,695		17,455		528,384	32
33	*	(54) Passenger-train cars	0	0		0		0	33
34	*	(55) Highway revenue equipment	1,222	171		128		1,265	34
35	*	(56) Floating equipment	0	0		0		0	35
36	*	(57) Work equipment	42,891	2,911		1,382		44,420	36
37	*	(58) Miscellaneous equipment	70,098	18,118		10,876		77,340	37
38		(59) Computer systems and word processing equipment.	61,888	22,400		2,249		82,039	38
39	*	Amortization Adjustments	0	0		0		0	39
40		TOTAL EQUIPMENT	916,771	77,246		33,076		960,941	40
41		GRAND TOTAL	3,483,208	333,590		178,103		3,638,695	41

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

** Includes estimated abnormal retirements charged to expense arising from the effects of the severe flooding during 1993. Processing of these actual retirements is ongoing.

339 ACCRUED LIABILITY-LEASED PROPERTY
(Dollars in Thousands)

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

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

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

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

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

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

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

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

Line No	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No.
		At beginning of year (b)	At close of year (c)		
	ROAD				
1 (3)	Grading			%	1
2 (4)	Other right-of-way expenditures				2
3 (5)	Tunnels and subways				3
4 (6)	Bridges, trestles, and culverts				4
5 (7)	Elevated structures				5
6 (8)	Ties				6
7 (9)	Rail and other track material				7
8 (11)	Ballast				8
9 (13)	Fences, snow sheds, and signs				9
10 (16)	Station and office buildings	AMOUNTS ARE INCLUDED			10
11 (17)	Roadway buildings				11
12 (18)	Water stations	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)	Computer systems and word processing equip.				38
39	Amortization Adjustments				39
40	TOTAL EQUIPMENT				40
41	GRAND TOTAL				41

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

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

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles, and culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail and other track material							7
8		(11) Ballast							8
9		(13) Fences, snow sheds, and signs							9
10		(16) Station and office buildings		AMOUNTS ARE INCLUDED					10
11		(17) Roadway buildings		ON SCHEDULE 335.					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		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight-train cars							31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems and word processing equipment							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL							39

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

Road Initials: BNRR

Year 1993

**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	\$393,154
2	Add: Interest Income from Working Capital Allowance-Cash Portion		192
3	Income Taxes Associated with Non-Rail Income and Deductions		5,415
4	Gain or (loss) from transfer/reclassification to nonrail-status (net of income taxes)		10,602
5	Adjusted Net Railway Operating Income (Lines 1, 1, 2 & 4)		\$409,363
	Adjusted Investment in Railroad Property for Reporting Entity		
6	Combined Investment in Railroad Property Used in Transportation Service	\$5,161,086	\$5,375,192
7	Less: Interest During Construction	-	-
8	Other Elements of Investment (If debit balance)	-	-
9	Add: Net Rail Assets of Rail-Related Affiliates	282,491	410,872
10	Working Capital Allowance	163,591	107,935
11	Net Investment Base Before Adjustment for Deferred Taxes (Lines 6 through 10)	\$5,607,168	\$5,893,999
12	Less: Accumulated Deferred Income Tax Credits	1,206,672	1,376,008
13	Net Investment Base (Line 11-12)	\$4,400,496	\$4,517,991

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
Burlington Northern Railroad Holdings	Owms railroad land

Part 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

Part III - DETERMINE TOTAL NONRAILROAD-RELATED TAXES

(7) This is determined as follows:

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

\$5,415

+ 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)

\$5,415

**BURLINGTON NORTHERN RAILROAD**

Financial Reporting
777 Main St., Suite 3200
Ft. Worth, TX 76102

May 3, 1994

Mr. Ward Ginn
Chief, Costing and Financial Information
Interstate Commerce Commission
12th and Constitution Avenue, Northwest
Washington, DC 20423

RE: Schedule 250 - Revenue Adequacy

Dear Mr. Ginn:

Attached are two copies of Burlington Northern Railroad Company's Schedule 250 for 1993 as required in Ex Parte No. 393 (Sub-No. 2), dated November 17, 1988.

If I can provide any additional information or you would like to discuss this further, please feel free to call.

Sincerely,

Stephen E. Riffes
AVP Corporate Accounting, Assistant Controller

Attachments

bcc: D.J. Babb
M.E. Roper
K. H. Evans (C&L)

SER/db/93/2

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

\$576,092

- Equity in undistributed earnings, which represents the total of Schedule 210, Line 28 for all railroads in the reporting entity

101

- 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

\$575,991

- (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

\$393,154

+ 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)

244,273

+ 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

192

+ 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

85,892

- Railroad-related income from affiliates (other than railroads) which was included in consolidated NROI (Schedule 250, Line 1)

2,770

= Combined/Consolidated Pre-Tax Adjusted NROI for all railroads. This represents "B" in item (3) below

\$548,957

- (3) Calculate the railroad-related tax ratio: "B/A"

95.31%

- (4) Compute the nonrailroad-related complement: (1 - Railroad-related income ratio) which equals the Nonrailroad-related tax ratio

4.69%

- (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

\$5,415

NOTES AND REMARKS FOR SCHEDULE 342

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

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

2 Show in columns (b) and (c), for each primary account, the depreciation base used in computing the depreciation for the months of January and December, respectively, with respect to road and equipment owned by the respondent but leased to others, the depreciation charges for which are not included in operating expenses of the respondent, but for which the depreciation reserve is recorded in the accounts of the respondent. If the base for road is other than the original cost or estimated original cost as found by the Commission's Bureau of Accounts, brought to a current date by the respondent from its Order No. 3 records and accounts, or is other than ledger value for equipment, a full explanation should be given.

3 In column (d) show the composite rates used to compute the depreciation for the month of December and on lines 29 and 38 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary accounts composite rates to the depreciation base used to compute the depreciation for December and dividing the total also computed by the depreciation base.

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

5 If total road leased to others is less than 5% of total road owned, omit. If total equipment leased to others is less than 5% of total equipment owned, omit. However, Line 39, Grand Total, should be completed.

Line No	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No
		At beginning of year (b)	At close of year (c)		
	ROAD				
1 (3)	Grading				1
2 (4)	Other right-of-way expenditures				2
3 (5)	Tunnels and subways				3
4 (6)	Bridges, trestles, and culverts				4
5 (7)	Elevated structures				5
6 (8)	Ties	TOTAL ROAD AND EQUIPMENT LEASED			6
7 (9)	Rail and other track material				7
8 (11)	Ballast	TO OTHERS IS LESS THAN			8
9 (13)	Fences, snow sheds, and signs				9
10 (16)	Station and office buildings	5% OF TOTAL OWNED			10
11 (17)	Roadway buildings				11
12 (18)	Water stations	RENT ON RAILROAD PROPERTY LEASED TO			12
13 (19)	Fuel stations				13
14 (20)	Shops and enginehouses	OTHERS AS SHOWN ON SCHEDULE 352A			14
15 (22)	Storage warehouses				15
16 (23)	Wharves and docks	IS NOT CARRIED IN ACCTS			16
17 (24)	Coal and ore wharves				17
18 (25)	TOFC/COFC terminals	32-11-00, 32-12-00, 32-13-00,			18
19 (26)	Communication systems				19
20 (27)	Signals and interlockers	32-21-00, 32-22-00 AND 32-23-00			20
21 (29)	Power plants				21
22 (31)	Power-transmission systems				22
23 (35)	Miscellaneous structures				23
24 (37)	Roadway machines				24
25 (39)	Public improvements - construction				25
26 (44)	Shop machinery *				26
27 (45)	Power-plant machinery				27
28	All other road accounts				28
29	TOTAL ROAD				29
	EQUIPMENT				
30 (52)	Locomotives				30
31 (53)	Freight-train cars				31
32 (54)	Passenger-train cars				32
33 (55)	Highway revenue equipment				33
34 (56)	Floating equipment				34
35 (57)	Work equipment				35
36 (58)	Miscellaneous equipment			N/A	36
37 (59)	Computer systems and word processing equipment				37
38	TOTAL EQUIPMENT				38
39	GRAND TOTAL				39

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

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

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

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

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

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

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

Line No	Class (See Ins 2)	Name of company	Miles of road used (See Ins 4) (whole number)	Investments in property (See Ins 5)	Depreciation and amortization of defense products (See Ins 6)	Line No
(a)		(b)	(c)	(d)	(e)	
1	R	Burlington Northern Railroad	20,378	9,128,316	3,638,695	1
2						2
3		Add Leased from Others				3
4	O	ATSF-Pittsburg, KS - Land & Track		**	*	4
5	O	DMIR-Hibbing, MN - Turnout Track		**	*	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		**	*	10
11	O	STLSW - Rio to Hampton, TX - 2nd Track	2	**	*	11
12	O	U S Government-Shelton to Bangor &				12
13		Bremerton, WA - Track	49	**	*	13
14		TOTAL	187	0	0	14
15						15
16		Deduct Leased to Others				16
17	O	Montana Rail Link	507	191,382	109,634	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	11	20
21		TOTAL	507	191,422	109,648	21
22						22
23		Deduct Operated by Others				23
24	O	Grainbelt Corporation	189	15,390	5,841	24
25	O	Red River Valley & Western	653	40,723	19,617	25
26		TOTAL	842	56,113	25,458	26
27						27
28		GRAND TOTAL	19,216	8,878,781	3,503,589	28

* Depreciation not available to respondent

** Investment not available to respondent

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

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

Line No	Cross Check	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (proprie- tary companies) (d)	Other Leased Properties (e) (2)	Line No.
1		(2) Land for transportation purposes	122,984			(1,066)	1
2		(3) Grading	473,761			(28,582)	2
3		(4) Other, right-of-way expenditures	6,426			(47)	3
4		(5) Tunnels and subways	51,920			(2,230)	4
5		(6) Bridges, trestles, and culverts	431,797			(9,461)	5
6		(7) Elevated structures	0			0	6
7		(8) Ties	1,264,814			(46,283)	7
8		(9) Rail and other track material	2,710,590			(106,410)	8
9		(11) Ballast	740,016			(24,874)	9
10		(13) Fences, snow sheds, and signs	17,143			(644)	10
11		(16) Station and office buildings	186,438			(3,434)	11
12		(17) Roadway buildings	22,227			(1,149)	12
13		(18) Water stations	3,110			(8)	13
14		(19) Fuel stations	43,467			(834)	14
15		(20) Shops and enginehouses	167,199			(1,610)	15
16		(22) Storage warehouses	0			0	16
17		(23) Wharves and docks	1,216			0	17
18		(24) Coal and ore wharves	19,070			0	18
19		(25) TOFC/COFC terminals	81,753			(167)	19
20		(26) Communication systems	179,647			(6,362)	20
21		(27) Signals and interlockers	399,319			(11,617)	21
22		(29) Power plants	2,093			0	22
23		(31) Power-transmission systems	7,022			(194)	23
24		(35) Miscellaneous structures	24,472			(289)	24
25		(37) Roadway machines	158,493			(136)	25
26		(39) Public improvements-Construction	98,359			(1,796)	26
27		(44) Shop machinery	70,993			(86)	27
28		(45) Power-plant machinery	3,265			(92)	28
29		Leased property capitalized rentals (explain)	0			0	29
30		Other (specify and explain) (1)	761			0	30
31		TOTAL ROAD	7,288,355	0	0	(247,371)	31
32		(52) Locomotives	368,572			0	32
33		(53) Freight-train cars	989,725			0	33
34		(54) Passenger-train cars	0			0	34
35		(55) Highway revenue equipment	2,039			0	35
36		(56) Floating equipment	0			0	36
37		(57) Work equipment	87,934			0	37
38		(58) Miscellaneous equipment	184,194			0	38
39		(59) Computer systems and word processing equipment	145,925			(164)	39
40		TOTAL EQUIPMENT	1,778,389	0	0	(164)	40
41		(76) Interest during construction	0			0	41
42		(80) Other elements of investment	0			0	42
43		(90) Construction work in process	59,572			0	43
44		GRAND TOTAL	9,126,316	0	0	(247,535)	44

(1) \$761 - 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
Line 136 thru 138, column (f)	=	Line 29, column (b)
Line 118 thru 123, and 130 thru 135 column (f)	=	Line 29, column (c)
		Schedule 414
Line 231, column (f)	=	Line 19, columns (b) thru (d)
Line 230, column (f)	=	Line 19, columns (e) thru (g)
		Schedule 415
Line 207, 208, 211, 212, column (f)	=	Lines 5, 38, column (f)
Line 226, 227, column (f)	=	Lines 24, 39, column (f)
Line 311, 312, 315, 316, column (f)	=	Lines 32, 35, 36, 37, 40, 41, column (f)
		And
		Schedule 414
		Minus line 24, columns (b) thru (d) plus line 24, columns (e) thru (g)
		Schedule 415
Line 213, column (f)	=	Lines 5, 38, columns (c) and (d)
Line 232, column (f)	=	Lines 24, 39, columns (c) and (d)
Line 317, column (f)	=	Lines 32, 35, 36, 37, 40, 41, columns (c) and (d)
Lines 202, 203, 216, column (f) (equal to or greater than, but variance cannot exceed line 216, column (f))		Lines 5, 38, column (b)
Lines 221, 222, 235, column (f) (equal to or greater than, but variance cannot exceed line 235, column (f))		Lines 24, 39, column (b)
Lines 302 thru 307, and 320, column (f) (equal to or greater than, but variance cannot exceed line 320, column (f))		Lines 32, 35, 36, 37, 40, 41, column (b)
		Schedule 417
Line 507, column (f)	=	Line 1, column (j)
Line 508, column (f)	=	Line 2, column (j)
Line 509, column (f)	=	Line 3, column (j)
Line 510, column (f)	=	Line 4, column (j)
Line 511, column (f)	=	Line 5, column (j)
Line 512, column (f)	=	Line 6, column (j)
Line 513, column (f)	=	Line 7, column (j)
Line 514, column (f)	=	Line 8, column (j)
Line 515, column (f)	=	Line 9, column (j)
Line 516, column (f)	=	Line 10, column (j)
Line 517, column (f)	=	Line 11, column (j)
		Schedule 450
Line 4, column (b)		Schedule 210
		Line 47, column (b)

410. RAILWAY OPERATING EXPENSES
(Dollars In Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the 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					Passenger	Total	Line No
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		WAY AND STRUCTURES								
		ADMINISTRATION								
1		Track	7,205	242	1,354	3,839	12,640	87	12,727	1
2		Bridges and Buildings	1,937	85	722	2,028	4,772	41	4,813	2
3		Signal	3,300	81	408	426	4,215	34	4,249	3
4		Communication	3,225	126	444	996	4,791	150	4,941	4
5		Other	9,096	238	11,787	4,490	25,611	102	25,713	5
		REPAIR AND MAINTENANCE								
6		Roadway - Running	20,963	4,480	4,816	595	30,854	47	30,901	6
7		Roadway - Switching	2,648	20	287	28	2,983	2	2,985	7
8		Tunnels and Subways - Running	120	59	442	7	628		628	8
9		Tunnels and Subways - Switching	3	(4)	4		3		3	9
10		Bridges and Culverts - Running	8,697	2,148	395	837	12,077	9	12,086	10
11		Bridges and Culverts - Switching	532	14	(59)	58	545	4	549	11
12		Ties - Running	3,298	359	409	164	4,230	32	4,262	12
13		Ties - Switching	680	114		15	809	1	810	13
14		Rail and Other Track Material - Running	59,762	16,549	20,254	2,354	98,919	219	99,138	14
15		Rail and Other Track Material - Switching	8,341	2,573	(267)	131	10,778	20	10,798	15
16		Ballast - Running	5,504	1,251	5,374	549	12,678	35	12,713	16
17		Ballast - Switching	634	97		34	765		765	17
18		Road Property Damaged - Running	1,500	178	(632)	111	1,157	4	1,161	18
19		Road Property Damaged - Switching	528	3		9	540	1	541	19
20		Road Property Damaged - Other	1	(43)	128	(2)	84		84	20
21		Signals and Interlockers - Running	21,774	10,914	79	1,314	34,081	583	34,664	21
22		Signals and Interlockers - Switching	706	1,045	(33)	2	1,720	45	1,765	22
23		Communication Systems	12,697	6,874	1,434	814	21,819	62	21,881	23
24		Power Systems	1,167	1,182	37	4	2,390	49	2,439	24
25		Highway Grade Crossing - Running	5,116	1,997	(970)	91	6,234	23	6,257	25
26		Highway Grade Crossing - Switching	244	139	(13)	1	371		371	26
27		Station and Office Buildings	4,584	1,885	4,814	14	11,297	163	11,460	27
28		Shop Buildings - Locomotives	3,990	697	400	61	5,148	6	5,154	28
29		Shop Buildings - Freight Cars	510	608	256	39	1,413		1,413	29
30		Shop Buildings - Other Equipment	240	155	128	13	536	57	593	30

410 RAILWAY OPERATING EXPENSES - Continued (Dollars In Thousands)										
Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger	Total	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		REPAIR AND MAINTENANCE - Continued								
101		Locomotive Servicing Facilities	845	290	270	33	1,438	6	1,444	101
102		Miscellaneous Buildings and Structures	4,394	1,514	338	167	6,413	114	6,527	102
103		Coal Terminals	535	1,093	(109)	2	1,521		1,521	103
104		Ore Terminals	603	1,232	(122)	2	1,715		1,715	104
105		Other Marine Terminals					0		0	105
106		TOFC/COFC Terminals	444	379	8,446	10	9,279		9,279	106
107		Motor Vehicle Loading and Distribution	1	157	1,252	24	1,434		1,434	107
108		Facil. for Other Special Service Operations					0		0	108
109		Roadway Machines	345	9,197	2,908	1,146	13,596	1	13,597	109
110		Small Tools and Supplies	38	10,982	923	32	11,975	8	11,983	110
111		Snow Removal	3,777	61	247	38	4,123	108	4,231	111
112		Fringe Benefits - Running				51,248	51,248	297	51,545	112
113		Fringe Benefits - Switching				5,596	5,596	27	5,623	113
114		Fringe Benefits - Other				33,695	33,695	106	33,801	114
115		Casualties and Insurance - Running				45,068	45,068		45,068	115
116		Casualties and Insurance - Switching				81	81		81	116
117		Casualties and Insurance - Other				9,821	9,821	1	9,822	117
118	*	Lease Rentals Debit - Running			5,157		5,157		5,157	118
119	*	Lease Rentals Debit - Switching			31		31		31	119
120	*	Lease Rentals Debit - Other			36,979		36,979		36,979	120
121	*	Lease Rentals Credit - Running			(12,851)		(12,851)		(12,851)	121
122	*	Lease Rentals Credit - Switching					0		0	122
123	*	Lease Rentals Credit - Other			(969)		(969)		(969)	123
124		Joint Facility Rent Debit - Running			10,195		10,195		10,195	124
125		Joint Facility Rent Debit - Switching			56		56		56	125
126		Joint Facility Rent Debit - Other			110		110		110	126
127	*	Joint Facility Rent Credit - Running			(6,305)		(6,305)		(6,305)	127
128	*	Joint Facility Rent Credit - Switching			(1,735)		(1,735)		(1,735)	128
129	*	Joint Facility Rent Credit - Other			(27)		(27)		(27)	129
130	*	Other Rents Debit - Running			2		2		2	130
131	*	Other Rents Debit - Switching			8		8		8	131
132	*	Other Rents Debit - Other			1,676		1,676		1,676	132
133	*	Other Rents Credit - Running					0		0	133

410 RAILWAY OPERATING EXPENSES - Continued (Dollars In Thousands)										
Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
134	*	REPAIR AND MAINTENANCE - Continued								
135	*	Other Rents Credit - Switching					0		0	134
136	*	Other Rents Credit - Other			(98)		(98)		(98)	135
137	*	Depreciation - Running					220,292	442	220,734	136
138	*	Depreciation - Switching					0		0	137
139	*	Depreciation - Other					32,282	148	32,430	138
140	*	Joint Facility Debit - Running			19,981		19,981		19,981	139
141	*	Joint Facility Debit - Switching			3,871		3,871		3,871	140
142	*	Joint Facility Debit - Other			1,395		1,395		1,395	141
143	*	Joint Facility Credit - Running			(28,430)		(28,430)		(28,430)	142
144	*	Joint Facility Credit - Switching			(2,922)		(2,922)		(2,922)	143
145	*	Joint Facility Credit - Other			(5)		(5)		(5)	144
146	*	Dismantling Retired Road Property - Running	137		163	20	320	1	321	145
147	*	Dismantling Retired Road Property - Switching	3				3		3	146
148	*	Dismantling Retired Road Property - Other	22		97	3	122		122	147
149	*	Other - Running	120	1,960	410	773	3,263	1	3,264	148
150	*	Other - Switching	354	1	(32)		323	134	457	149
151	*	Other - Other	481	482	15,082	7,331	23,376	1	23,377	150
		TOTAL WAY AND STRUCTURES	201,101	81,414	108,022	426,654	817,191	3,171	820,362	151
		EQUIPMENT								
201		LOCOMOTIVES								
202	*	Administration	4,140	258	369	646	5,413	148	5,561	201
203	*	Repair and Maintenance	57,972	101,466	11,269	(103)	170,604	1,387	171,991	202
204	*	Machinery Repair					0		0	203
205	*	Equipment Damaged	214	329			543		543	204
206	*	Fringe Benefits				27,141	27,141	393	27,534	205
207	*	Other Casualties and Insurance				15,034	15,034	30	15,064	206
208	*	Lease Rentals Debit			132,410		132,410		132,410	207
209	*	Lease Rentals Credit			(76)		(76)		(76)	208
210	*	Joint Facility Rents - Debit			22		22		22	209
211	*	Joint Facility Rents - Credit			(83)		(83)		(83)	210
212	*	Other Rents - Debit					0		0	211
213	*	Other Rents - Credit			14		14		14	212
214	*	Depreciation				14,075	14,075	3	14,078	213
215	*	Joint Facility - Debit			298		298		298	214
216	*	Joint Facility - Credit			(631)		(631)		(631)	215
		Repairs Billed to Others - Credit			(4,670)		(4,670)		(4,670)	216

410. RAILWAY OPERATING EXPENSES - Continued (Dollars In Thousands)											
Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.	
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)				
217		LOCOMOTIVES - Continued			16					16	217
218		Dismantled Retired Property	2,310	203	182	358	3,053			3,053	218
219		Other	64,636	102,256	139,120	57,151	363,163	1,961		365,124	219
		TOTAL LOCOMOTIVES									
220		FREIGHT CARS									
221	*	Administration	5,019	393	713	795	6,920			6,920	220
222	*	Repair and Maintenance	52,036	68,494	37,876	884	159,290			159,290	221
223		Machinery Repair					0			0	222
224		Equipment Damaged	140	164	10,283		10,587			10,587	223
225		Fringe Benefits				22,973	22,973			22,973	224
226	*	Other Casualties and Insurance				22,266	22,266			22,266	225
227	*	Lease Rentals Debit			90,020		90,020			90,020	226
228	*	Lease Rentals Credit			(2,638)		(2,638)			(2,638)	227
229	*	Joint Facility Rents - Debit					0			0	228
230	*	Joint Facility Rents - Credit			(154)		(154)			(154)	229
231	*	Other Rents - Debit			266,101		266,101			266,101	230
232	*	Other Rents - Credit			(93,023)		(93,023)			(93,023)	231
233	*	Depreciation				22,494	22,494			22,494	232
234		Joint Facility - Debit			295		295			295	233
235	*	Joint Facility - Credit			(891)		(891)			(891)	234
236	*	Repairs Billed to Others - Credit			(61,987)		(61,987)			(61,987)	235
237		Dismantling Retired Property					0			0	236
238		Other	1,720	18	7	(516)	1,229			1,229	237
239	*	TOTAL FREIGHT CARS	58,915	69,069	246,602	68,896	443,482	0		443,482	238
301		OTHER EQUIPMENT									
302	*	Administration	4,332	4	62	31	4,429	200		4,629	301
303	*	REPAIR AND MAINTENANCE									
304	*	Trucks, Tractors, & Containers - Revenue Svc.	564	342	12,789	4	13,699			13,699	302
305	*	Floating Equipment - Revenue Service	(14)	(64)	25		(53)	3,071		3,018	303
306	*	Passenger and Other Revenue Equipment	(40)	756	7,472	7	8,195	19		8,214	304
307	*	Computers and Data Processing Systems	2,447	3,543	751	4	6,745	47		6,792	305
308	*	Machinery	717	2,800	11,502	90	15,109			15,109	306
309	*	Work and Non-Revenue Equipment	190	540	9,766		10,496			10,496	307
310	*	Equipment Damaged				2,639	2,639	557		3,196	308
311	*	Fringe Benefits				1,559	1,559	6		1,565	309
312	*	Other Casualties and Insurance									310
		Lease Rentals - Debit			29,109		29,109			29,109	311
		Lease Rentals - Credit			(1,174)		(1,174)			(1,174)	312

410 RAILWAY OPERATING EXPENSES - Continued (Dollars in Thousands)										
Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		OTHER EQUIPMENT - Continued			(5)					
313		Joint Facility Rents - Debit					(5)			313
314	*	Joint Facility Rents - Credit					0			314
315	*	Other Rents - Debit			22,647		22,647			315
316	*	Other Rents - Credit			(17,975)		(17,975)			316
317	*	Depreciation				43,631	43,631	223		317
318		Joint Facility - Debit			1,213		1,213			318
319		Joint Facility - Credit			(1,235)		(1,235)			319
320	*	Repairs Billed to Others - Credit			(7,724)		(7,724)			320
321		Dismantling Retired Property	1				1			321
322		Other	432	318	36	(2)	784	8		322
323		TOTAL OTHER EQUIPMENT	8,629	8,239	67,259	47,963	132,090	4,131		323
324		TOTAL EQUIPMENT	132,180	179,564	452,981	174,010	938,735	6,092		324
		TRANSPORTATION:								
		TRAIN OPERATIONS								
401		Administration	6,241	286	961		1,657	314		401
402		Engine Crews	145,536	(123)	(1,467)		7,930	1,554		402
403		Train Crews	228,312	818	6,697		12,589	3,811		403
404		Dispatching Trains	21,676	20	1,215		2,283	233		404
405		Operating Signals and Interlockers	883	563	2,319		3,767	60		405
406		Operating Drawbridges	1,404	3	43		1,454			406
407		Highway Crossing Protection	486		1,574	(7)	2,053			407
408		Train Inspection and Lubrication	16,173	458	185	(4)	16,812	914		408
409	*	Locomotive Fuel	7,811	340,630	16		348,457	2		409
410		Electric Power Purch/Prod. for Motive Power		(1)			(1)			410
411		Servicing Locomotives	19,955	11,546	158		31,659	364		411
412		Freight Lost or Damaged - Solely Related					3,127			412
413		Clearing Wrecks	509	84	5,923		42			413
414		Fringe Benefits					175,619	2,762		414
415		Other Casualties and Insurance					90,750	123		415
416		Joint Facility - Debit			17,134		17,134			416
417		Joint Facility - Credit			(9,346)		(9,346)			417
418		Other	16,828	1,277	7,532	511	26,148			418
419		TOTAL TRAIN OPERATIONS	465,814	355,561	32,944	294,503	1,148,822	10,137		419
		YARD OPERATIONS								
420		Administration	6,622	276	835		8,776	1		420
421		Switch Crews	113,663		99	14	113,776	252		421

410. RAILWAY OPERATING EXPENSES - Continued (Dollars In Thousands)										
Line No	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		YARD OPERATIONS - Continued								
422		Controlling Operations	13,749	38	700	2	14,489	149	14,638	422
423		Yard Terminal Clerical	31,892	1,614	4,559	22	38,087		38,087	423
424		Operating Switches Signals, Retarders & Humps	2,169	317	248		2,734		2,734	424
425	*	Locomotive Fuel	31	21,003			21,034		21,034	425
426		Electric Power Purch/Produced for Motive Power					0		0	426
427		Servicing Locomotives	178	725	7		910		910	427
428		Freight Lost or Damaged - Solely Related				774	774		774	428
429		Cleaning Wrecks	691	80	1,496	4	2,271	8	2,279	429
430		Fringe Benefits				65,605	65,605	129	65,734	430
431		Other Casualties and Insurance				29,655	29,655		29,655	431
432		Joint Facility - Debit			15,860		15,860		15,860	432
433		Joint Facility - Credit			(5,504)		(5,504)		(5,504)	433
434		Other	4,590	30	346	(24)	4,942		4,942	434
435		TOTAL YARD OPERATIONS	173,585	24,083	18,646	97,095	313,409	539	313,948	435
		TRAIN AND YARD OPERATIONS COMMON								
501		Cleaning Car Interiors	71	2	2,226		2,299	1,000	3,299	501
502		Adjusting and Transferring Loads	73	5	1,163		1,241		1,241	502
503		Car Loading Devices and Grain Doors		133	13		146		146	503
504		Freight Lost or Damaged - All other				7,427	7,427		7,427	504
505		Fringe Benefits				188	188	356	544	505
506		TOTAL TRAIN AND YARD OPERATIONS COMMON	144	140	3,402	7,615	11,301	1,356	12,657	506
		SPECIALIZED SERVICE OPERATIONS								
507	*	Administration	13,510	376	3,157	1,567	18,610		18,610	507
508	*	Pick-Up and Delivery, and Marine Line Haul	1	100	100,843		100,944		100,944	508
509	*	Loading and Unloading Local Marine	1,493	942	35,032	172	37,639		37,639	509
510	*	Protective Services	1,239	2,836	115		4,190		4,190	510
511	*	Freight Lost or Damaged - Solely Related					0		0	511
512	*	Fringe Benefits				6,687	6,687		6,687	512
513	*	Casualties and Insurance				2,632	2,632		2,632	513
514	*	Joint Facility - Debit					0		0	514
515	*	Joint Facility - Credit					0		0	515
516	*	Other	180	314	2,460	143	3,097		3,097	516
517	*	TOTAL SPECIALIZED SERVICE OPERATIONS	16,423	4,568	141,607	11,201	173,799	0	173,799	517

410. RAILWAY OPERATING EXPENSES - Continued (Dollars In Thousands)										
Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No
			Salaries and wages (b)	Material, tools, supplies, fuels (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		ADMINISTRATIVE SUPPORT OPERATIONS								
518		Administration	43,084	1,244	4,768	3,406	52,502	94	52,596	518
519		Employees Perform Clerical & Accounting Functions	31,856	407	1,913	218	34,394	1,145	35,539	519
520		Communication System Operation	707	250	14,346	1	15,304	4	15,308	520
521		Loss and Damage Claims Processing	1,201		64		1,265		1,265	521
522		Fringe Benefits				27,638	27,638	376	28,014	522
523		Casualties and Insurance				1,681	1,681		1,681	523
524		Joint Facility - Debit			364		364		364	524
525		Joint Facility - Credit			(344)		(344)		(344)	525
526		Other	1,361	9	22	7	1,399	6	1,405	526
527		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	78,209	1,910	21,133	32,951	134,203	1,625	135,828	527
528		TOTAL TRANSPORTATION	734,175	386,262	217,732	443,365	1,781,534	13,657	1,795,191	528
		GENERAL AND ADMINISTRATIVE								
601		Officers - General and Administrative	49,342	7,390	29,511	23,708	109,951	1,311	111,262	601
602		Accounting, Auditing, and Finance	18,175	178	6,516	2,336	27,205	133	27,338	602
603		Management Services and Data Processing	24,456	555	27,724	4,399	57,134	202	57,336	603
604		Marketing	25,460	229	9,729	8,106	43,524		43,524	604
605		Sales	302	6	227	1,314	1,849		1,849	605
606		Industrial Development	2,227	24	294	465	3,010		3,010	606
607		Personnel and Labor Relations	8,717	2,565	5,876	5,031	22,189	393	22,582	607
608		Legal and Secretarial	6,359	74	22,295	1,005	29,733	279	30,012	608
609		Public Relations and Advertising	728	4	21	543	1,296		1,296	609
610		Research and Development	439	45	3,917	225	4,626		4,626	610
611		Fringe Benefits				57,215	57,215	128	57,343	611
612		Casualties and Insurance				8,745	8,745	1	8,746	612
613		Writedown of Uncollectible Accounts				8,026	8,026	8	8,034	613
614		Property Taxes				72,471	72,471	317	72,788	614
615		Other Taxes Except on Corp. Income or Payroll				31,069	31,069	44	31,113	615
616		Joint Facility - Debit			1,297		1,297		1,297	616
617		Joint Facility - Credit			(57)		(57)		(57)	617
618		Other	3,071	875	1,719	1,578	7,243		7,243	618
619		TOTAL GENERAL AND ADMINISTRATIVE	139,276	11,945	109,069	226,236	486,526	2,816	489,342	619
620	*	TOTAL CARRIER OPERATING EXPENSES	1,206,732	659,185	887,804	1,270,265	4,023,986	25,736	4,049,722	620

412. WAY AND STRUCTURES
(Dollars in Thousands)

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

Line No.	Cross Check	Property account	Category (a)	Depreciation (b)	Lease/Rentals (net) (c)	Amortization adjustment during year (d)	Line No.
1		2	Land for transportation purposes	N/A			1
2		3	Grading	4,865			2
3		4	Other right-of-way expenditures	126			3
4		5	Tunnels and subways	492			4
5		6	Bridges, trestles, and culverts	7,582			5
6		7	Elevated structures				6
7		8	Ties	70,783			7
8		9	Rail and other track material	81,283			8
9		11	Ballast	40,929			9
10		13	Fences, snowsheds and signs	91			10
11		16	Station and office buildings	6,948	26,864		11
12		17	Roadway buildings	592			12
13		18	Water stations	73			13
14		19	Fuel stations	1,089			14
15		20	Shops and enginehouses	3,631			15
16		22	Storage warehouses				16
17		23	Wharves and docks	1			17
18		24	Coal and ore wharves	342			18
19		25	TOFC/COFC terminals	2,480			19
20		26	Communications systems	7,282			20
21		27	Signals and interlockers	12,440			21
22		29	Power plants	69			22
23		31	Power transmission systems	154			23
24		35	Miscellaneous	1,140			24
25		37	Roadway machines	8,374	4,275		25
26		39	Public improvements; construction	1,721			26
27		45	Power plant machines	87			27
28		-	Other lease/rentals	N/A	(1,204)	N/A	28
29	*	-	TOTAL	252,574	29,935	0	29

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 (e) through (g), respectively) should balance with Schedule 410, column (f), lines 231, (credits) and 230, (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f), lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of Schedule 410 because those lines include rents for "Other Equipment" which is reported in Schedule 415, column e. The balancing of Schedule 410, 414, and 415 "Other Equipment" is outlined in note 6 to Schedule 415 4 Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper-owned cars 5 Report in columns (c), (d), (f), and (g) rentals for railroad owned cars prescribed by the Commission in Ex Parte No. 334, for which rentals are settled on a combination mileage and time basis (basic per diem). Include railroad owned per diem tank cars on line 17 NOTES: Mechanical designations for each car type are shown in Schedule 710.									
Line No.	Cross Check	Type of equipment (a)	GROSS AMOUNTS RECEIVABLE Per diem basis			GROSS AMOUNTS PAYABLE Per diem basis			Line No
			Private line cars (b)	Mileage (c)	Time (d)	Private line cars (e)	Mileage (f)	Time (g)	
CAR TYPES									
1		Box - Plain 40 foot		13	30	0	0	1	1
2		Box - Plain 50 foot and longer		2,291	9,456	6,102	6,201	15,931	2
3		Box - Equipped		3,204	9,868	1	8,561	18,008	3
4		Gondola - Plain		1,253	3,000	412	3,210	5,134	4
5		Gondola - Equipped		667	3,201	7	1,674	3,191	5
6		Hopper - Covered		7,714	24,264	22,490	5,572	14,427	6
7		Hopper - Open top - General service		1,463	2,984	20	1,188	2,230	7
8		Hopper - Open top - Special service		16	497	14	58	156	8
9		Refrigerator - Mechanical		1,466	1,735	699	396	715	9
10		Refrigerator - Non-mechanical		1,676	3,498	3,289	2,348	5,379	10
11		Flat TOFC/COFC		727	3,391	57,245	2,138	7,126	11
12		Flat multi-level		0	0	11,200	525	799	12
13		Flat - General service		21	41	158	172	185	13
14		Flat - Other		755	3,543	9,846	2,186	6,096	14
15		Tank - Under 22,000 gallons		0	16	14,611	0	0	15
16		Tank - 22,000 gallons and over		21	65	19,191	0	0	16
17		All other freight cars		1	15	7	64	142	17
18		Auto racks		0	6,131	0	0	7,196	18
19		TOTAL FREIGHT TRAIN CARS		21,288	71,735	145,092	34,293	86,716	19
OTHER FREIGHT-CARRYING EQUIPMENT									
20		Refrigerated trailers		0	0	0	0	12	20
21		Other trailers		0	13,872	12,345	0	8,592	21
22		Refrigerated containers		0	0	0	0	0	22
23		Other containers		0	4,103	0	0	1,698	23
24	*	TOTAL TRAILERS AND CONTAINERS		0	17,975	12,345	0	10,302	24
25		GRAND TOTAL (LINES 19 AND 24)		21,288	89,710	157,437	34,293	97,018	25

- Report freight expense only
- 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)
- The gross amounts receivable and payable for freight-train cars (line 19, column (b) through (d), and line 19, columns (e) through (g), respectively) should balance with Schedule 410, column (f), lines 231 (credits) and 230 (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f), lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of Schedule 410 because those lines include rents for "Other Equipment" which is reported in Schedule 415, column e. The balancing of Schedule 410, 414, and 415 "Other Equipment" is outlined in note 6 to Schedule 415
- Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper-owned cars
- 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 (basic per diem). Include railroad owned per diem tank cars on line 17

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

NOTES AND REMARKS

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GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 415

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

415. SUPPORTING SCHEDULE-EQUIPMENT
(Dollars in Thousands)

Line No.	Cross Check	Types of equipment (a)	Repairs (net expense) (b)	Depreciation		Amortization Adj. net during year (e)	Line No
				Owned (c)	Capitalized lease (d)		
		LOCOMOTIVES					
1		Diesel Locomotive - Yard	6,106	147			1
2		Diesel Locomotive - Road	159,828	10,843	1,958		2
3		Other Locomotive - Yard					3
4		Other Locomotive - Road					4
5	*	TOTAL LOCOMOTIVES	165,934	10,990	1,958	0	5
		FREIGHT TRAIN CARS					
6		Box - Plain 40 foot	49	(7)			6
7		Box - Plain 50 foot and longer	6,334	2,280			7
8		Box - Equipped	11,394	(1,119)			8
9		Gondola - Plain	3,483	2,021			9
10		Gondola - Equipped	10,908	1,998			10
11		Hopper - Covered	30,865	5,531			11
12		Hopper - Open Top - General Service	12,289	816			12
13		Hopper - Open Top - Special Service	1,460	1,535			13
14		Refrigerator - Mechanical	4,291	903			14
15		Refrigerator - Nonmechanical	7,638	631			15
16		Flat TOFC/COFC	204	81			16
17		Flat Multi-Level	214				17
18		Flat - General Service		(1,045)			18
19		Flat - Other	6,977	4,165			19
20		All Other Freight Cars	185	(615)			20
21		Cabooses	1,012	1,335			21
22		Auto Racks		1,941			22
23		Miscellaneous Accessories		243			23
24	*	TOTAL FREIGHT TRAIN CARS	97,303	20,694	0	0	24
		OTHER EQUIPMENT-REVENUE FREIGHT					
25		HIGHWAY EQUIPMENT					
		Refrigerated Trailers					25
26		Other Trailers	2,629	24			26
27		Refrigerated Containers					27
28		Other Containers					28
29		Bogies					29
30		Chassis	3,346	147			30
31		Other Highway Equipment (Freight)					31
32	*	TOTAL HIGHWAY EQUIPMENT	5,975	171	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					
36	*	Passenger and Other Revenue Equipment (Freight Portion)	(53)				36
37	*	Computer Systems and Word Proc. Equip.	8,195	22,400			37
38	*	Machinery - Locomotives		1,127			38
39	*	Machinery - Freight Cars		1,800			39
40	*	Machinery - Other Equipment	6,745	253			40
41	*	Work and Other Non-Revenue Equipment	15,109	20,807			41
42		TOTAL OTHER EQUIPMENT	29,996	46,387	0	0	42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	299,208	78,242	1,958	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

415. SUPPORTING SCHEDULE-EQUIPMENT-CONTINUED

Line No	Cross Check	Lease and rentals (net) (f)	Investment base as of 12/31		Accum. depr. as of 12/31		Line No.
			Owned (g)	Capitalized lease (h)	Owned (i)	Capitalized lease (j)	
1			21,282		15,130		1
2		132,348	312,491	34,799	181,507	30,856	2
3							3
4							4
5		132,348	333,773	34,799	196,637	30,856	5
6		1,211	34		23		6
7		10,767	16,907		4,611		7
8		2,937	103,586		71,741		8
9		6,848	33,339		15,539		9
10		1,727	63,413		28,128		10
11		53,836	368,314		190,393		11
12		2,379	134,522		76,868		12
13		2,777	39,768		9,082		13
14			42,479		30,601		14
15		33	49,347		34,761		15
16		1,930	731		439		16
17							17
18			4,461		4,171		18
19		169	73,654		34,335		19
20		34	13,883		7,210		20
21			22,603		11,884		21
22		2,734	17,746		6,638		22
23			4,938		1,960		23
24		87,382	989,725	0	528,384	0	24
25							25
26		25,901	60		(24)		26
27							27
28							28
29							29
30			1,979		1,289		30
31							31
32		25,901	2,039	0	1,265	0	32
33							33
34							34
35		0	0	0	0	0	35
36							36
37		2,034	145,925		82,039		37
38			18,096		6,484		38
39			48,581		15,058		39
40			4,316		1,266		40
41			272,128		121,760		41
42		2,034	489,046	0	226,607	0	42
43		247,665	1,814,583	34,799	952,893	30,856	43

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

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

416 SUPPORTING SCHEDULE - ROAD
(Dollars in Thousands)

Line No	Density category (Class) (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	183,757	70,352	1.28							183,757	70,352	1
2		8	544,178	229,622	4.42							544,178	229,622	2
3		9	1,407,057	636,472	3.38							1,407,057	636,472	3
4		11	307,058	135,498	5.31							307,058	135,498	4
5	SUB-TOTAL		2,442,050	1,071,942								2,442,050	1,071,942	5
6	II	3	223,410	126,380	1.28	510	106	1.28				223,920	126,486	6
7		8	614,495	166,597	4.17	2,324	181	4.17				616,819	166,788	7
8		9	1,077,251	378,825	2.27	4,915	487	2.27				1,082,166	379,092	8
9		11	373,860	96,108	4.55	1,296	148	4.55				375,156	96,257	9
10	SUB-TOTAL		2,289,016	767,711		9,045	912					2,298,061	768,623	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	56,094	23,847	1.28							56,094	23,847	16
17		8	89,896	46,128	3.17							89,896	46,128	17
18		9	190,595	45,240	2.22							190,595	45,240	18
19		11	50,156	18,834	3.55							50,156	18,834	19
20	SUB-TOTAL		386,741	134,049								386,741	134,049	20
21	V	3	9,990	3,589	1.28							9,990	3,589	21
22		8	13,921	7,987	3.17							13,921	7,987	22
23		9	30,772	7,139	2.75							30,772	7,139	23
24		11	7,646	3,045	3.55							7,646	3,045	24
25	SUB-TOTAL		62,329	21,760								62,329	21,760	25
26	GRAND TOTAL		5,180,136	1,995,462	N/A	9,045	912	N/A				5,189,181	1,996,374	26

Note The depreciation rate used for account 3 in 1993 does not have ICC approval The rate is under ICC review and any adjustments to the rate will be reflected in 1994 depreciation expenses

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

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

(2) The base grand total for owned and used, improvements to leased property and capitalized leases should equal the sum of Accounts 3, 8, 9 and 11 shown at year end on Schedule 330 and Schedule 330A

NOTES AND REMARKS

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417. SPECIALIZED SERVICE SUBSCHEDULE - TRANSPORTATION
(Dollars in Thousands)

- 1 Report freight expenses only
- 2 Report in lines 1, 2, 3, 4, and 10 the total of those natural expenses (salaries and wages, material, tools, supplies, fuels and lubricants, purchased services, and general) incurred in the operation of each type of specialized service facility. This schedule does not include switching services performed by train and yard crews in connection with or within support. The total expenses in column (j) should balance with the respective line items in Schedule 410, Railway Operating Expenses
- 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. Report in column (b), line 3, 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 expenses 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	TOFC/COFC terminal	Floating equipment	Coal marine terminal	Ore marine terminal	Other marine terminal	Motor vehicle load and distribution	Protective services refrigerator car	Other special services	Total columns (b-i)	Line No.
1	*	Administration	17,219			447		599	345		18,610	1
2	*	Pick up and delivery, marine line haul	100,930			3		11			100,944	2
3	*	Loading and unloading and local marine	23,377			3,021		11,241			37,639	3
4	*	Protective services, total debit and credits							4,190		4,190	4
5	*	Freight lost or damaged—solely related										5
6	*	Fringe benefits	5,268			774		37	608		6,687	6
7	*	Casualty and insurance	133			1,332			1,167		2,632	7
8	*	Joint facility - Debit										8
9	*	Joint facility - Credit										9
10	*	Other	2,810			232		3	52		3,097	10
11	*	TOTAL	149,737			5,809		11,891	6,362		173,799	11

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	112,972	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax and Surtax	101,409	2
3		Excess Profits		3
4	*	Total - Income Taxes lines 2 - 3	101,409	4
5		Railroad Retirement	264,237	5
6		Hospital Insurance	19,707	6
7		Supplemental Annuities	21,733	7
8		Unemployment Insurance	9,678	8
9		All Other United States Taxes		9
10		Total - U.S. Government Taxes	416,764	10
11		Total - Railway Taxes	529,736	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 I.R.C. Guideline lives pursuant to Rev. Proc. 62-21	1,302,599	73,776		1,376,375	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	24,619	2,571		27,190	6
7	Expenses Deductible In Different Periods	(384,169)	41,440		(342,729)	7
8	Taxable Sale and Leaseback	(471)	0		(471)	8
9						9
10	State Deferred Taxes, Net of					10
11	Federal Tax Benefit	90,759	11,026		101,785	11
12						12
13						13
14						14
15						15
16						16
17						17
18	Investment Tax Credit*	0	0		0	18
19	TOTALS	1,033,337	128,813	0	1,162,150	19

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

* Footnotes.

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

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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.

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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

501 GUARANTIES AND SURETYSHIPS
(Dollars in Thousands)

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

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1	Terminal RR Assn of St. Louis				1
2	Burlington Northern Railroad	Sinking Fund and Interest	1,235	Joint	2
3	CSX Transportation, Inc.	on Refdg and Imp. Mtge			3
4	Illinois Central Gulf Railroad Co	Bond Series C due 7/01/2019			4
5	Norfolk and Western Railway Company				5
6	St. Louis Southwestern Railway Company				6
7	Southern Railway Company				7
8	Union Pacific Railroad				8
9					9
10					10
11					11
12	Kiamichi Railroad Company Inc				12
13	Burlington Northern Railroad	Principal outstanding	1,721	Sole	13
14		plus 3 months interest			14
15		under Credit Agreement			15
16		which matures 10/31/95			16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38

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

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

502 COMPENSATING BALANCES AND SHORT-TERM BORROWING ARRANGEMENTS

(Dollars in Thousands)

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

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

Railroad maintains an effective program for the issuance, from time to time, of commercial paper. These borrowings are supported by Railroad's bank credit agreement, thus outstanding commercial paper balances reduce available borrowings under this agreement. The bank credit agreement allows borrowings of up to \$500 million on a short-term basis. The agreement is currently scheduled to expire in November 1994. At Railroad's option, borrowing rates are based on prime, certificate of deposit or London Interbank Offered rates. Annual facility fees are 0.25 percent. The maturity value of commercial paper outstanding at December 31, 1993 was \$27 million, leaving a total of \$473 million of the credit agreement available, while no commercial paper was outstanding at December 31, 1992.

The commercial paper program is further summarized as follows for the year ended December 31, 1993 (dollars in millions)

Weighted average interest rate	3.55%
Maximum outstanding during the year	\$ 179
Weighted daily average interest rate during the year	3.27%

The financial covenants of the bank credit agreement require 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 the acquisition of more than 50 percent of the voting securities of BNI, which has not been approved by the BNI Board of Directors, a change in control relationship between BNI and Railroad, and finally, a "Change in Control" is deemed to occur when a majority of the seats on the BNI Board of Directors is occupied by persons who are neither nominated by BNI management nor appointed by directors so nominated.

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

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

I. Debt Outstanding at End of Year

Line #	Account No.	Title	Source	Balance at Close of Year
1	751	Loans and Notes Payable	Sch 200, L. 30	0
2	764	Equipment Obligations and Other Long Term Debt due Within One Year	Sch. 200, L. 39	203,551
3	765/767	Funded Debt Unmatured	Sch 200, L. 41	698,314
4	766	Equipment Obligations	Sch. 200, L. 42	48,651
5	766 5	Capitalized Lease Obligations	Sch. 200, L. 43	6,892
6	768	Debt in Default	Sch. 200, L. 44	0
7	769	Accounts Payable; Affiliated Companies	Sch. 200, L. 45	0
8	770 1/770.2	Unamortized Debt Premium	Sch. 200, L. 46	(51,907)
9		Total Debt	Sum L. 1-8	905,501
10		Debt Directly Related to Road Property	Note 1	756,837
11		Debt Directly Related to Equipment	Note 1	98,565
12		Total Debt Directly Related to Road & Equipment	Sum L. 10 and L. 11	855,402
13		Percent Directly Related to Road	L. 10 div. by L. 12 (Whole % + 2 decimals)	88.48
14		Percent Directly Related to Equipment	L. 11 div. by L. 12 (Whole % + 2 decimals)	11.52
15		Debt Not Directly Related to Road or Equipment	L. 9 - L. 12	50,099
16		Road Property Debt (Note 2)	(L. 13 x L. 15) plus L. 10	801,165
17		Equipment Debt (Note 2)	(L. 14 x L. 15) plus L. 11	104,336

II. Interest Accrued During the Year:

Line #	Account No.	Title	Source	Balance at Close of Year
18	546-548	Total Interest and Amortization (Fixed Charges)	Sch. 210, L. 42	85,892
19	546	Contingent Interest on Funded Debt	Sch. 210, L. 44	0
20	517	Release of Premiums on Funded Debt	Sch. 210, L. 22	0
21		Total Interest (Note 3)	(L. 18 + L. 19) - L. 20	85,892
22		Interest Directly Related to Road Property Debt	Note 4	65,685
23		Interest Directly Related to Equipment Debt	Note 4	11,525
24		Interest Not Directly Related to Road or Equipment Property Debt	L. 21 - (L.22 + L.23)	8,682
25		Interest on Road Property Debt (Note 5)	L. 22 + (L. 24 x L.13)	73,367
26		Interest on Equipment Debt (Note 5)	L. 23 + (L. 24 x L. 14)	12,525
27		Embedded Rate of Debt Capital - Road Property	L. 25 div. by L. 16	9.16
28		Embedded Rate of Debt Capital - Equipment	L. 26 div. by L. 17	12.00

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

Note 2 Line 16 plus Line 17 must equal Line 9

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

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

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

NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 512

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE 512. TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT FOR SERVICES RECEIVED OR PROVIDED							Line No.
Line No.	Name of company or related party with percent of gross income (a)	%	Nature of relationship (b)	Description of transactions (c)	Dollar amounts of transactions (d)	Amount due from or to related parties (e)	Line No.
1	BN Leasing Corporation		Common	Railroad Rolling Stock (Rental)	26,214	5,577 (P)	1
2							2
3				Road Property (Rental)	3,401	0 (P)	3
4							4
5				Branch Lines (Rental)	4,974	1,658 (P)	5
6							6
7				Industrial Land (Rental)	612	102 (P)	7
8							8
9				Computers (Rentals)	4,289	761 (P)	9
10							10
11				Note Receivable-Interest	6,986	1,858 (R)	11
12							12
13				Administrative Services	110	0 (R)	13
14							14
15							15
16							16
17	BN		Controlled	Seattle Office Lease	888	0 (P)	17
18							18
19							19
20							20
21							21
22							22
23							23
24							24
25							25

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 700

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

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

- (5) Line operated under trackage rights

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

700. MILEAGE OPERATED AT 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	20,251	1,811	38	2,068	1,880	3,624	29,672	1
2	1J	3/4						5	5	2
3	1J	2/3						15	15	3
4	1J	1/2	228	58		16	35	178	515	4
5	1J	1/3	14			3	7	28	52	5
6	1J	1/4					1	59	60	6
7	1J	2/5							0	7
8		TOTAL 1J	242	58	0	19	43	285	647	8
9		TOTAL 1 AND 1J	20,493	1,869	38	2,087	1,923	3,909	30,319	9
10	2		4				1	5	10	10
11	3		185	2		18	16	7	228	11
12	4		381			3	42	15	441	12
13	5		1,253	250	1	72	68	149	1,793	13
57		GRAND TOTAL	22,316	2,121	39	2,180	2,050	4,085	32,791	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		6	7	25	154	1
2	1J	1/2	2 4'					1	5	2
3		TOTAL CLASS 1	108 4 10'	10	0	6	7	26	159	3
4	2		4				1	5	10	4
5	5		76	3		7	6	11	103	5
57		GRAND TOTAL CANADIAN MILES	190 1 30'	13	0	13	14	42	272	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			2
3		California	99				1	100			3
4		Colorado	586				125	711			4
5		Florida	44					44			5
6		Idaho	365				2	367	33		6
7		Illinois	1,064				91	1,155			7
8		Iowa	539		100	6	67	712			8
9		Kansas	558				25	583			9
10		Kentucky	13					13			10
11		Minnesota	1,872		36		258	2,166	3		11
12		Mississippi	179					179			12
13		Missouri	1,494				27	1,521			13
14		Montana	2,140				1	2,141	474		14
15		Nebraska	2,284				2	2,286			15
16		New Mexico	83					83			16
17		North Dakota	2,327				16	2,343	650		17
18		Oklahoma	797				61	858	189		18
19		Oregon	489				127	616			19
20		South Dakota	604			364	13	981			20
21		Tennessee	16					16			21
22		Texas	960			11	135	1,106			22
23		Washington	1,970		49		188	2,207			23
24		Wisconsin	267				6	273			24
25		Wyoming	966					966			25
26		British Columbia	110				7	117			26
27		Manitoba		4			69	73			27
28											28
29											29
30											30
31											31
32		TOTAL MILEAGE (single track)	20,493	4	185	381	1,253	22,316	1,349	0	32

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data

- 1 Give particulars of each of the various classes of equipment which respondent owned or leased during the year
- 2 In column (c) give the number of units purchased new or built in company shops. In column (d) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad
- 3 Units leased to others for a period of one year or more are reportable in column (f). Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (h). Units rented from others for a period less than one year should not be included in column (f)
- 4 For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units. A "B" unit is similar to an "A" unit, but not equipped for use singly or as a lead locomotive unit. A "B" unit may be equipped with hostler controls for independent operation at terminals
- 5 A "self-propelled car" is a rail motor car propelled by electric motors receiving power from a third rail or overhead, or internal combustion engines located on the car itself. Trailers equipped for use only in trains of cars that are self-propelled are to be included as self-propelled equipment
- 6 A "diesel" unit includes all units propelled by diesel internal combustion engines irrespective of final drive or whether power may at times be supplied from an external conductor. Units other than diesel-electric, e.g., diesel-hydraulic, should be identified in a footnote giving the number and a brief description. An "electric" unit includes all units which receive electric power from an overhead contact wire or a third rail, and use the power to drive one or more electric motors that propel the vehicle. An "other self-powered unit" includes all units other than diesel, or electric, e.g., steam, gas turbine. Show the type of unit, service and number, as appropriate, in a brief description sufficient for positive identification. An "auxiliary unit" includes all units used in conjunction with locomotives, but which draw their power from the "mother" unit, e.g.,

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

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

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

9 Cross-checks

Schedule 710

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

When data appear in column (j) lines 1 thru 8, column (k) should have data on same lines
 When data appear in columns (k) or (f) lines 38 thru 53, and 55, column (m) should have data on same lines

710 INVENTORY OF EQUIPMENT
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year				Line No
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)		Owned and used (h)	Leased from others (i)	Total in service of respondent (col (h)&(i)) (j)	Aggregate capacity of units reported in col (j) (see ins 7) (k)	
1		Locomotive Units											
1		Diesel-freight	1,830		34	25	38	12	581	1,334	1,915	5,517,673	1
2		Diesel-passenger (1)	25					23		2	2	4,800	2
3		Diesel-multiple purpose	213			23		27	151	58	209	383,334	3
4		Diesel-switching	181			6		4	176	7	183	228,356	4
5	*	TOTAL (lines 1 to 4)	2,249	0	34	54	38	66	908	1,401	2,309	6,114,163	5
6	*	Electric-locomotives											6
7	*	Other self-powered units											7
8	*	TOTAL (lines 5, 6 and 7)	2,249		34	54	38	66	908	1,401	2,309	6,114,163	8
9	*	Auxiliary units	2			9				11	11	N/A	9
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	2,251		34	63	38	66	908	1,412	2,320	N/A	10

(1) Leased from West Suburban Mass Transit District, a public authority, and used solely for commuter service between Chicago and Aurora, Illinois

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

Line No	Cross Check	Type or design of units (a)	Before Jan 1, 1970 (b)	During Calendar Year				1990 (g)	1994				Line No
				Between Jan 1, 1970 and Dec 31, 1974 (c)	Between Jan 1, 1975 and Dec 31, 1979 (d)	Between Jan 1, 1980 and Dec 31, 1984 (e)	Between Jan 1, 1985 and Dec 31, 1989 (f)		1991 (h)	1992 (i)	1993 (j)	TOTAL (k)	
11	*	Diesel	286	392	690	461	148	120	90	34	88	2,309	11
12	*	Electric										0	12
13	*	Other self-powered units										0	13
14	*	TOTAL (lines 11 to 13)	286	392	690	461	148	120	90	34	88	0	14
15	*	Auxiliary units								2	9	11	15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	286	392	690	461	148	120	90	36	97	0	16

710 INVENTORY OF EQUIPMENT-Continued												
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS												
Line No	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year			
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)		Owned and used (h)	Leased from others (i)	Total in service of respondent (col (h)+(i)) (j)	Aggregate capacity of units reported in col (j) (see ins 7) (k)
17		PASSENGER-TRAIN CARS Non-Self-Propelled Coaches (PA, PB, PBO)	141							141	141	20,168
18		Combined cars (All class C, except CSB)									0	
19		Parlor cars (PBC, PC, PL, PO)									0	
20		Sleeping cars (PS, PT, PAS, PDS)									0	
21		Dining grill and tavern cars (All class D, PD)									0	N/A
22		Non-passenger-carrying cars (All class B, CSB, M, PSA, IA)									0	N/A
23		TOTAL (lines 17 to 22)	141	0	0	0	0	0	0	141	141	20,168
24		Self-Propelled Electric passenger cars (EP, ET)									0	
25		Electric combined cars (EC)									0	
26		Internal combustion rail motorcars (ED, EG)									0	
27		Other self-propelled cars (Specify types)									0	
28		TOTAL (lines 24 to 27)	0	0	0	0	0	0	0	0	0	0
29		TOTAL (lines 23 and 28)	141	0	0	0	0	0	0	141	141	20,168
30		COMPANY SERVICE CARS										
31		Business cars (PV)	13				5		18		18	N/A
32		Board outfit cars (MWX)	568					24	544		544	N/A
33		Derrick and snow removal cars (MWJ, MWV, MWV, MWK)	99					1	98		98	N/A
34		Dump and ballast cars (MWB, MWD)	1,250		4		11	49	1,201	15	1,216	N/A
35		Other maintenance and service equipment cars	2,836				209	120	2,925		2,925	N/A
		TOTAL (lines 30 to 34)	4,768	0	4	0	225	194	4,786	15	4,801	N/A

Coaches leased from West Suburban Mass Transit District, a Public Authority, and used solely for commuter service between Chicago and Aurora, Illinois

710. INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data

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

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

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Time-mileage cars (b)	All others (c)	Units installed				
					New units purchased or built (d)	New or rebuilt units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, including reclassification and second hand units purchased or leased from others (g)	
		FREIGHT TRAIN CARS							
36		Plain box cars - 40' (B1 , B2)	308						36
37		Plain box cars - 50' and longer (B3 0-7, B4 0-7, B5 , B6 , B7 , B8)	3,717					9	37
38		Equipped box cars (All Code A, Except A 5)	4,919			155	31	417	38
39		Plain gondola cars (All Codes G & J 1, J 2, J 3, and J 4)	3,510			720		11	39
40		Equipped gondola cars (All Code E)	2,601			20	168	401	40
41		Covered hopper cars (All Code C 1, C 2, C 3, C 4)	26,714			1,000		2,563	41
42		Open top hopper cars-general service (All Code H)	7,649						42
43		Open top hopper cars-special service (All codes J-O, and All Code K)	1,726					115	43
44		Refrigerator cars-mechanical (R 5 , R 6 , R 7 , R 8 , R 9)	1,492						44
45		Refrigerator cars-non-mechanical (R 0 , R 1 , R 2)	1,921	65				1	45
46		Flat cars-TOFC/COFC (All Codes P, Q & S, Except Q8)	192			248		52	46
47		Flat cars-multi-level (All Code V)	0						47
48		Flat cars-general service (F10 , F20 , F30)	311						48
49		Flat cars-other (F 1 , F 2 , F 3 , F 4 , F 5 , F 6 , F 8 , F40)	3,203					42	49
50		Tank cars-under 22,000 gallons (T 0 , T 1 , T 2 , T 3 , T 4 , T 5 , Except T000)	0						50
51		Tank cars-22,000 gallons and over (T 6 , T 7 , T 8 , T 9)	180						51
52		All other freight cars (A 5 , F 7 , All Code L and Q8) 371-376, 471-476 and Q8--)	259	160					52
53		TOTAL (lines 36 to 52)	58,702	225	0	2,143	199	3,611	53
54		Caboose(All Code M-930)	N/A	531					54
55		TOTAL (lines 53, 54)	58,702	756	0	2,143	199	3,611	55

710. INVENTORY OF EQUIPMENT - Continued

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

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

Line No	Cross Check	Changes during year (concluded)	Units at close of year						Line No.
		Units retired from service of respondent whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col (k) & (l) (see ins 4)	Leased to others	
					Time-mileage cars	All other			
		(h)	(i)	(j)	(k)	(l)	(m)	(n)	
36		21	2	285	287		15,610		36
37		424	774	2,528	3,302		238,458		37
38		246	4,587	689	5,276		419,620		38
39		470	2,163	1,608	3,752	19	354,519		39
40		137	2,648	405	3,053		292,324		40
41		1,109	16,528	12,640	29,168		2,879,812		41
42		482	6,608	559	7,167		702,431		42
43		54	1,136	651	1,787		170,062		43
44		47	1,445		1,445		95,967		44
45		76	1,902	9	1,848	63	142,937		45
46		1	37	454	491		105,876		46
47									47
48		19	292		292		16,357		48
49		254	2,951	40	2,991		251,367		49
50									50
51		3	177		177		16,940		51
52		37	375	7	261	121	31,425		52
53		3,380	41,625	19,875	61,297	203	5,733,705	0	53
54		33	498		N/A	498	N/A		54
55		3,413	42,123	19,875	61,297	701	5,733,705	0	55

710 INVENTORY OF EQUIPMENT - Continued

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS									
Line No.	Cross Check	Class of equipment and car designations	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Per diem	All others	Units installed				
					New units purchased or built	New units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units, including reclassification and second hand units purchased or leased from others	
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	
FLOATING EQUIPMENT									
56		Self-propelled vessels (Tugboats, car ferries, etc.)	N/A						56
57		Non-self-propelled vessels (Car floats, lighters, etc.)	N/A	1					57
58		TOTAL (lines 56 and 57)	N/A	1	0	0	0	0	58
HIGHWAY REVENUE EQUIPMENT									
59		Chasis Z1 , Z67 , Z68 , Z69		1,907		499			59
60		Dry van U2 , Z , Z6 , 1-6	320			781		7,430	60
61		Flat bed U3 , Z3	1			276			61
62		Open bed U4 , Z4							62
63		Mechanical refrigerator U5 , Z5							63
64		Bulk U0 , Z0	197						64
65		Insulated U7 , Z7	257						65
66		Tank (1) Z0 , U6							66
67		Other trailer and container (Special equipped dry van U9 , Z8 , Z9)	81			4			67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 to 69)	856	1,907	0	1,560	0	7,430	70

NOTES AND REMARKS

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

710 INVENTORY OF EQUIPMENT - Continued

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS								
Line No	Cross Check	Changes during year (concluded)	Units at close of year					Line No.
		Units retired from service of respondent whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col. (k) & (l) (see ins 4)	
		(h)	(i)	(j)	Per diem	All other	(m)	(n)
56								56
57			1		N/A	1		57
58		0	1	0	N/A	1	0	58
59		3	315	2,088		2,403	38,690	59
60		18	6	8,507	8,513		255,758	60
61		1		276	276		7,025	61
62								62
63								63
64		92		105	105		2,626	64
65		1	6	250	256		6,561	65
66								66
67		1		84	84		187	67
68								68
69								69
70		116	327	11,310	9,234	2,403	310,847	70

NOTES AND REMARKS

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

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

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

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

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

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

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

NEW UNITS

Line No.	Class of equipment (a)	Number of units (b)	Total weight (tons) (c)	Total cost (d)	Method of acquisition (see instructions) (e)	Line No.
1						1
2						2
3						3
4						4
5						5
6						6
7						7
8						8
9						9
10						10
11						11
12	TOTAL	0	N/A	0	N/A	12

REBUILT UNITS

13						13
14						14
15						15
16	Equipment installed in 1992 for which					16
17	final cost was not completed					17
18						18
19	Freight cars:					19
20	E530 Equipped Gondolas	130	4,251	3,628	C	20
21	R610 Refrigerator Non-Mechanical	45	2,385	2,522	S	21
22						22
23						23
24						24
25						25
26						26
27	Locomotives 1993 Report					27
28	SD40M-2 DFA 3000 HP Leased	25	4,875		C	28
29	GP28 DMA 1800 HP Leased	23	2,932		C	29
30	SD38-P DSA 2000 HP Leased	6	1,167		C	30
31	TEBC6 SLUG Leased	9	1,742		C	31
32						32
33						33
34	Freight Cars 1993 Report					34
35	E520 Equipped Gondolas	112	3,808	3,151	C	35
36	A405 Equipped box	31	1,149	1,087	S	36
37	E630 Equipped Gondolas	56	2,117	1,054	S	37
38	TOTAL	437	N/A	11,442	N/A	38
39	GRAND TOTAL	437	N/A	11,442	N/A	39

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

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

Track category 1

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

Potential abandonments - Route segments identified by railroads as potentially subject to abandonment as required by Section 10804 of the Interstate Commerce Act

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

720. TRACK AND TRAFFIC CONDITIONS

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

Line No.	Track Category (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton-miles per track-mile* (use two decimal places) (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders at end of period (e)	Line No.
1	A	10,496	37.21	56.80	23.20	1
2	B	5,162	11.11	54.22	9.10	2
3	C	2,836	2.53	39.80	45.29	3
4	D	6,587	.27	28.40	32.31	4
5	E	5,917	xxxx	xxxx	N/A	5
6	TOTAL	30,998	18.25	44.80	109.90	6
7	F	4,650	xxxx	xxxx	6.02	7
8	Potential abandonments	1,191	N/A	N/A	N/A	8

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

721. TIES LAID IN REPLACEMENT

1. Furnish the requested information concerning ties laid in replacement.
2. In column (j), report the total board feet of switch and bridge ties laid in replacement.
3. The term "spot maintenance" in column (k) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general conditions of the tracks. "Percent of spot maintenance" refers to the percentage of total ties or board feet laid in replacement considered to be spot maintenance.
4. In No. 9, the average cost per tie should include transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply storage seasoning yards, the cost of treating ties, also the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over carrier's own lines, and placing the ties in tracks and of train service other than that necessary in connection with loading or treatment should not be included in this schedule.

LINE NO	Track Category	Number of crossties laid in replacement										Switch and bridge ties (board feet)	Crossties switch and bridge ties	LINE NO
		New Ties						Second-hand ties						
		Wooden		Concrete		Other	Wooden		Other					
		Treated (b)	Untreated (c)	(d)	(e)	Treated (f)	Untreated (g)	(h)						
1	A	860,404	-	195,342	-	1,832	-	-	-	1,057,578	1,899,877	N/A	1	
2	B	493,644	-	-	-	10,067	-	-	-	503,711	942,486	N/A	2	
3	C	223,835	-	-	-	46,693	-	-	-	270,528	363,422	N/A	3	
4	D	66,929	-	-	-	52,572	-	-	-	119,501	263,064	N/A	4	
5	E	91,894	-	-	-	12,786	-	-	-	104,680	1,786,503	N/A	5	
6	TOTAL	1,736,706	-	195,342	-	123,950	-	-	-	2,055,998	5,255,352	N/A	6	
7	F	25,403	-	-	-	1,000	-	-	-	26,403	43,641	N/A	7	
8	Potential abandonments	2,053	-	-	-	-	-	-	-	2,053	-	N/A	8	

9. Average cost per crosstie \$19.80 and switchtie (MBM) \$527.34

722 TIES LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS
(DOLLARS IN THOUSANDS)

Give particulars of ties laid during the year in new construction during the year
In column (a) classify the ties as follows:

U - Wooden ties untreated when applied.

T - Wooden ties treated before application

S - Ties other than wooden (steel, concrete, etc.). Indicate type in column (h).

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

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

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)	Line No.
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of cross-ties laid in new tracks during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch and bridge ties laid in new tracks during year (g)		
1	T	45,399	17.94	815	938,837	280.13	263	New	1
2	T	5,680	10.97	62				Second Hand	2
3									3
4									4
5									5
6									6
7									7
8									8
9									9
10									10
11									11
12									12
13									13
14									14
15									15
16									16
17									17
18									18
19									19
20	TOTAL	51,079		877	938,837		263		20
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid 16.15								
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid 11.55								

723. RAILS LAID IN REPLACEMENT

- 1 Furnish the requested information concerning rails laid in replacement
- 2 The term "spot maintenance" in column (h) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks
- "Percent of spot maintenance" refers to the percentage of total rails laid in replacement considered to be spot maintenance
- 3 In No. 9, the average cost of new and relay rail should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines and the cost of handling rails in general supply and storage yards. The cost of unloading hauling over carrier's own lines and placing the rails in tracks and of train service in connection with the distribution of rails should not be included in this schedule

LINE NO.	Track category	Miles of rail laid in replacement (rail-miles)						Total		Percent of spot maintenance	LINE NO.
		New Rail		Relay rail		Welded rail	Bolted rail				
		Welded rail	Bolted rail	Welded rail	Bolted rail						
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)			
1	A	655.13	15.75	131.39	46.77	786.52	62.52	N/A	1		
2	B	61.83	8.97	317.96	3.90	379.79	12.87	N/A	2		
3	C	4.42	1.53	112.63	4.79	117.05	6.32	N/A	3		
4	D	0.00	0.32	27.44	1.10	27.44	1.42	N/A	4		
5	E	7.28	5.44	21.45	3.34	28.73	8.78	N/A	5		
6	TOTAL	728.66	32.01	610.87	59.90	1,339.53	91.91	N/A	6		
7	F	1.73	-	-	0.15	1.73	0.15	N/A	7		
8	Potential Abandonments	-	-	-	-	-	-	N/A	8		
9	Average cost of new and relay rail laid in replacement per gross ton \$ 712.71 new and \$ 123.19 relay.								9		

- (1) Track miles of welded rail installed this year - 635.96.
- (2) Total system track miles of welded rail to date - 16,397.21.

724. RAILS LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS
(Dollars in Thousands)

1. Give particulars of all rails applied during the year in connection with the construction of new track.

In column (a) classify the kind of rail applied as follows:

- (1) New steel rails, Bessemer process
- (2) New steel rails, open-hearth process
- (3) New rails, special alloy (describe more fully in a footnote)
- (4) Relay rails

2. Returns in columns (c) and (g) should be reported in WHOLE numbers. Fractions of less than one-half should be disregarded, and fractions of one-half or more should be counted as one.

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

Line No	Class of rail	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS				Line No	
		Weight of rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc., during year	Average cost per ton (2,000 lb.)	Weight of rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year	Average cost per ton (2,000 lb.)		
		Pounds per yard of rail	Number of tons (2,000 lb.)			Pounds per yard of rail	Number of tons (2,000 lb.)				
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)			
1	2	115	247	145	587.60	115	173	104	601.33	1	
2	2	132	458	281	614.42	132	278	181	652.68	2	
3	2	136	85	57	666.65	136	67	45	666.90	3	
4										4	
5	4	112	1,419	155	109.00	-	-	-	-	5	
6	4	115	517	54	104.68	115	977	107	109.00	6	
7	4	129	332	36	109.00	129	163	18	109.00	7	
8	4	132	386	42	109.00	132	216	24	109.00	8	
9										9	
10										10	
11										11	
12										12	
13										13	
14										14	
15										15	
16										16	
17										17	
18										18	
19										19	
20										20	
21										21	
22										22	
23										23	
24										24	
25										25	
26										26	
27										27	
28										28	
29										29	
30										30	
31										31	
32										32	
33	TOTAL	N/A	3,444	770		N/A	1,874	479		33	
34	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid								16.15	34	
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid								11.55	35	
36	Track-miles of welded rail installed on system this year 10.69: total to date 905.47.										36

725 WEIGHT OF RAIL

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

Line No.	Weight of rails per yard (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	Line No.
	(Pounds)				
1	52	0.00			1
2	56	93.68			2
3	60	3.97			3
4	65	15.81			4
5	66	49.63			5
6	67	2.19			6
7	68	83.54			7
8	70	102.71			8
9	72	47.03			9
10	75	419.23			10
11	76	13.84			11
12	77	157.25			12
13	80	140.12			13
14	85	1,028.25			14
15	90	3,272.39			15
16	100	515.59			16
17	105	4.19			17
18	110	434.51			18
19	112	3,942.71			19
20	115	3,841.52			20
21	119	5.20			21
22	129	362.08			22
23	130	14.36			23
24	131	200.21			24
25	132	8,825.50			25
26	133	22.80			26
27	136	1,609.81			27
28	140	1.86			28
29	155	1.48			29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38
39					39
40	TOTAL	25,211.46			40

726. SUMMARY OF TRACK REPLACEMENTS

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

Line No	Track category (a)	Ties		Percent replaced		Rail		Ballast	Track surfacing		Line No
		Number of ties replaced		Crosstie	Switch and bridge ties (board feet)	Miles of rail replaced (rail miles)	Percent replaced (g)		Miles surfaced	Percent surfaced	
		Crossties (b)	Switch and bridge ties (c)	(d)	(e)	(f)	(g)	(h)	(i)		
1	A	1,057,578	1,899,877	3.24	N/A	849	4.04	1,959,813	4,172	39.75	1
2	B	503,711	942,486	3.14	N/A	393	3.81	815,569	1,432	27.74	2
3	C	270,528	363,422	3.07	N/A	123	2.17	193,660	608	21.44	3
4	D	119,501	263,064	0.64	N/A	29	0.22	244,664	483	7.33	4
5	E	104,680	1,786,503	0.59	N/A	37	0.31	175,376	1,159	19.59	5
6	TOTAL	2,055,998	5,255,352	2.19	N/A	1,431	2.31	3,389,082	7,854	25.34	6
7	F	26,403	43,641	0.18	N/A	2	0.02	23,285	1,747	37.57	7
8	Potential Abandonments	2,053	0	0.14	N/A	0	0.00	2,261	0	0.00	8

750. CONSUMPTION OF DIESEL FUEL
(Dollars in Thousands)

LOCOMOTIVES

Line No	Kind of locomotive service	Diesel		Line No.
		Diesel oil (gallons)		
	(a)	(b)		
1	Freight	553,531,658		1
2	Passenger	0		2
3	Yard Switching	34,130,362		3
4	TOTAL	587,662,020		4
5	COST OF FUEL \$(000)	\$369,493		5
6	Work Train	458,771		6

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755

Unit Train, Way Train, and Through Train data under Items 2, 3, 4, 6, and 12 shall be obtained from conductor's wheel reports (freight) or similar records. Unit train service is a specialized scheduled shuttle type service in equipment (Railroad or privately owned) dedicated to such service, moving between origin and destination. The applicable tariffs and/or contracts generally require that a specific minimum tonnage or quantity of carloads be tendered as a unit for shipment on one bill of lading or other shipping document in a solid train for movement between origin and destination. Such tariffs and/or contracts generally contain restricted detention provisions and are subject to time-volume requirements which reflect the approximate capacity of the unit trains for the state period. Way Trains are defined as trains operated primarily to gather and distribute cars in road service and move them between way stations or way points. Through Trains are those trains operated between two or more major concentration or distribution points. Do not include Unit Train statistics in Way and Through Train statistics. A Work Train is a train operated solely or preponderantly for the purpose of transporting company freight, work equipment or company employees. Statistics for Work Trains should be reported under Item 11 only, but are to be reported in items 4-17, 6-04, 7-02, and 8-04 and 8-05 as instructed in notes I, K, and L.

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

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

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

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

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

(F) Train switching locomotive-miles shall be computed at the rate of 6 miles per hour for the time actually engaged in such service. Include miles allowed train locomotives for performing switching service at terminals and way stations.

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

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

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

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

(K) From conductors' or dispatchers' train reports or other appropriate source, compute weight in tons (2,000 pounds). Item 6-01 includes weight of all locomotive units moved 1 mile in transportation trains. Ton-miles of motorcars should be excluded. Items 6-02 and 6-03 represent tons behind locomotive units (car and contents, cabooses) moved one mile in transportation trains (excluding non-revenue gross ton-miles). Non-revenue gross ton-miles in transportation trains include work equipment and cars carrying company freight (and their contents). Use 150 lbs. as the average weight per passenger, and 4 tons as the average weight of contents of each head-end car.

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

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

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755-Concluded

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

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

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

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

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

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

(T) Report the total number of foreign per diem cars on line at end of year. Foreign Per Diem Cars refers to freight cars other than cabooses owned by other railroads, whose interline rental is settled on a per diem basis under the code of per diem rules.

Carriers will be governed by local conditions in determining whether a car at an interchange point should be considered "on line." Unserviceable cars include cars on repair tracks undergoing or awaiting repairs. They include cars on repair tracks repaired and awaiting switching, cars on repair tracks undergoing or awaiting repairs switching, cars awaiting movement to repair tracks held in train yard (excluding cars which are to be repaired in train yard without loss of time), car moving empty in trains en route to shop, and cars stored awaiting disposition.

Surplus cars are cars which are in serviceable condition available for loading at the initial count on the last day of the year, but which have not been placed for loading within 48 hours. A record shall be made of all such cars on hand at 12:01 a.m. of the day following the last day of each year and a count of the same cars made 48 hours later to ascertain those still not placed for loading. The count surplus cars shall include cars assembled in advance to meet loading requirements of more than one day, cars which have not been moved because of infrequent train service as on branch lines; cars set aside or stored for special or future loading, such as perishables, grain, autos, rough freight, etc., and cars stored because of seasonal decline in traffic, such as coal cars, ore cars, etc. The count of surplus cars shall not include cars out of service in connection with repairs, cars actually moving en route to owners, cars moving on car service order, or cars in transit to loading points on holding road or to another road. The phrase "placed for loading" refers to (1) physical switching of a car into position for loading, (2) physical switching of a car into possession of a shipper who will subsequently move it to loading position, and (3) physical switching onto tracks at a freight house, pier, etc., for the purpose of being loaded.

755. RAILROAD OPERATING STATISTICS

Line No.	Cross Check	Item description	Freight train	Passenger train	Line No.
		(a)	(b)	(c)	
1		1. Miles of Road Operated (A)	22,281	35	1
		2. Train Miles - Running (B)	XXXXXX	XXXXXX	
2		2-01 Unit Trains	40,705,516	XXXXXX	2
3		2-02 Way Trains	6,190,077	XXXXXX	3
4		2-03 Through Trains	24,573,477	826,353	4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	71,469,070	826,353	5
6		2-05 Motorcars (C)	0	0	6
7		2-06 TOTAL ALL TRAINS (lines 5, 6)	71,469,070	826,353	7
		3. Locomotive Unit Miles (D)	XXXXXX	XXXXXX	
		Road Service (e)	XXXXXX	XXXXXX	
8		3-01 Unit Trains	124,102,940	XXXXXX	8
9		3-02 Way Trains	12,321,435	XXXXXX	9
10		3-03 Through Trains	72,954,472	848,272	10
11		3-04 TOTAL (lines 8-10)	209,378,847	848,272	11
12		3-11 Train Switching (F)	4,936,020	XXXXXX	12
13		3-21 Yard Switching (G)	8,194,914	15,384	13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	222,509,781	863,656	14
		4. Freight Car-Miles (Thousands) (H)	XXXXXX	XXXXXX	
		4-01 RR Owned and Leased Cars - Loaded	XXXXXX	XXXXXX	
15		4-010 Box - Plain 40-Foot	511	XXXXXX	15
16		4-011 Box - Plain 50-Foot and Longer	88,333	XXXXXX	16
17		4-012 Box - Equipped	121,069	XXXXXX	17
18		4-013 Gondola - Plain	117,990	XXXXXX	18
19		4-014 Gondola - Equipped	36,441	XXXXXX	19
20		4-015 Hopper - Covered	322,940	XXXXXX	20
21		4-016 Hopper - Open Top - General Service	175,015	XXXXXX	21
22		4-017 Hopper - Open Top - Special Service	33,524	XXXXXX	22
23		4-018 Refrigerator - Mechanical	24,421	XXXXXX	23
24		4-019 Refrigerator - Non-Mechanical	43,124	XXXXXX	24
25		4-020 Flat - TOFC/COFC	64,713	XXXXXX	25
26		4-021 Flat - Multi-Level	6,155	XXXXXX	26
27		4-022 Flat - General Service	1,470	XXXXXX	27
28		4-023 Flat - All Other	61,392	XXXXXX	28
29		4-024 All Other Car Types - Total	5,139	XXXXXX	29
30		4-025 TOTAL (lines 15-29)	1,102,237	XXXXXX	30

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description	Freight train	Passenger train	Line No.
		(a)	(b)	(c)	
		4-11 RR Owned and Leased Cars - Empty	XXXXXX	XXXXXX	
31		4-110 Box - Plain 40-Foot	871	XXXXXX	31
32		4-111 Box - Plain 50-Foot	43,191	XXXXXX	32
33		4-112 Box - Equipped	94,291	XXXXXX	33
34		4-113 Gondola - Plain	107,744	XXXXXX	34
35		4-114 Gondola - Equipped	35,333	XXXXXX	35
36		4-115 Hopper - Covered	299,152	XXXXXX	36
37		4-116 Hopper - Open Top - General Service	177,304	XXXXXX	37
38		4-117 Hopper - Open Top - Special Service	34,098	XXXXXX	38
39		4-118 Refrigerator - Mechanical	17,728	XXXXXX	39
40		4-119 Refrigerator - Non-Mechanical	24,756	XXXXXX	40
41		4-120 Flat - TOFC/COFC	5,084	XXXXXX	41
42		4-121 Flat - Multi-Level	3,841	XXXXXX	42
43		4-122 Flat - General Service	1,651	XXXXXX	43
44		4-123 Flat - All Other	54,643	XXXXXX	44
45		4-124 All Other Car Types	4,952	XXXXXX	45
46		4-125 TOTAL (lines 31-45)	904,639	XXXXXX	46
		4-13 Private Line Cars - Loaded (H)	XXXXXX	XXXXXX	
47		4-130 Box - Plain 40-Foot	0	XXXXXX	47
48		4-131 Box - Plain 50-Foot and Longer	21,780	XXXXXX	48
49		4-132 Box - Equipped	99	XXXXXX	49
50		4-133 Gondola-Plain	1,446	XXXXXX	50
51		4-134 Gondola - Equipped	254	XXXXXX	51
52		4-135 Hopper - Covered	54,940	XXXXXX	52
53		4-136 Hopper - Open Top - General Service	218	XXXXXX	53
54		4-137 Hopper - Open Top - Special Service	177	XXXXXX	54
55		4-138 Refrigerator - Mechanical	3,710	XXXXXX	55
56		4-139 Refrigerator - Non-Mechanical	12,043	XXXXXX	56
57		4-140 Flat - TOFC/COFC	404,024	XXXXXX	57
58		4-141 Flat - Multi-Level	64,677	XXXXXX	58
59		4-142 Flat - General Service	235	XXXXXX	59
60		4-143 Flat - All Other	40,343	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	22,107	XXXXXX	61
62		4-145 Tank - 22,000 Gallons and Over	28,768	XXXXXX	62
63		4-146 All Other Car Types	18	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	654,839	XXXXXX	64

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description	Freight train	Passenger train	Line No
		(a)	(b)	(c)	
		4-15 Private Line Cars - Empty (H)	XXXXXX	XXXXXX	
65		4-150 Box - Plain 40-Foot	0	XXXXXX	65
66		4-151 Box - Plain 50-Foot and Longer	5,849	XXXXXX	66
67		4-152 Box - Equipped	74	XXXXXX	67
68		4-153 Gondola - Plain	1,038	XXXXXX	68
69		4-154 Gondola - Equipped	375	XXXXXX	69
70		4-155 Hopper - Covered	79,428	XXXXXX	70
71		4-156 Hopper - Open Top - General Service	801	XXXXXX	71
72		4-157 Hopper - Open Top - Special Service	1,752	XXXXXX	72
73		4-158 Refrigerator - Mechanical	1,141	XXXXXX	73
74		4-159 Refrigerator - Non-Mechanical	11,703	XXXXXX	74
75		4-160 Flat - TOFC/COFC	25,470	XXXXXX	75
76		4-161 Flat - Multi-Level	35,599	XXXXXX	76
77		4-162 Flat - General Service	267	XXXXXX	77
78		4-163 Flat - All Other	32,998	XXXXXX	78
79		4-164 Tank - Under 22,000 Gallons	72,854	XXXXXX	79
80		4-165 Tank - 22,000 Gallon and Over	62,785	XXXXXX	80
81		4-166 All Other Car Types	83	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	332,217	XXXXXX	82
83		4-17 Work Equip. and Co. Freight Car-Miles	34,829	XXXXXX	83
84		4-18 No Payment Car-Miles (I)	2,089,012	XXXXXX	84
		4-19 Total Car-Miles by Train Type	XXXXXX	XXXXXX	
85		4-191 Unit Trains	3,253,637	XXXXXX	85
86		4-192 Way Trains	157,980	XXXXXX	86
87		4-193 Through Trains	1,706,156	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	5,117,773	XXXXXX	88
89		4-20 Caboose Miles	11,116	XXXXXX	89

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

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

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	Passenger train (c)	Line No.
		6. Gross Ton-Miles (thousands) (K)	XXXXXX	XXXXXX	
98		6-01 Road Locomotives	34,755,109	108,096	98
		6-02 Freight Trains Crs., Cnts., and Caboose	XXXXXX	XXXXXX	
99		6-020 Unit Trains	268,658,474	XXXXXX	99
100		6-021 Way Trains	11,688,258	XXXXXX	100
101		6-022 Through Trains	126,608,788	XXXXXX	101
102		6-03 Passenger-Trains, Crs., and Cnts.	389	313,363	102
103		6-04 Non-Revenue	2,851,165	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	444,562,183	421,459	104
		7. Tons of Freight (thousands)	XXXXXX	XXXXXX	
105		7-01 Revenue	305,025	XXXXXX	105
106		7-02 Non-Revenue	4,253	XXXXXX	106
107		7-03 TOTAL (lines 105, 106)	309,278	XXXXXX	107
		8. Ton-Miles of Freight (thousands) (L)	XXXXXX	XXXXXX	
108		8-01 Revenue - Road Service	237,338,900	XXXXXX	108
109		8-02 Revenue - Lake Transfer Service	0	XXXXXX	109
110		8-03 TOTAL (lines 108, 109)	237,338,900	XXXXXX	110
111		8-04 Non-Revenue - Road Service	1,892,441	XXXXXX	111
112		8-05 Non-Revenue - Lake Transfer Service	0	XXXXXX	112
113		8-06 TOTAL (lines 111, 112)	1,892,441	XXXXXX	113
114		8-07 TOTAL - REVENUE AND NON-REVENUE (lines 110, 113)	239,231,341	XXXXXX	114
		9. Train Hours (M)	XXXXXX	XXXXXX	
115		9-01 Road Service	2,736,953	XXXXXX	115
116		9-02 Train Switching	280,748	XXXXXX	116
117		10. TOTAL YARD-SWITCHING HOURS (N)	1,366,463	XXXXXX	117
		11. Train - Miles Work Trains (O)	XXXXXX	XXXXXX	
118		11-01 Locomotives	249,332	XXXXXX	118
119		11-02 Motorcars	0	XXXXXX	119
		12. Number of Loaded Freight Cars (P)	XXXXXX	XXXXXX	
120		12-01 Unit Trains	2,943,871	XXXXXX	120
121		12-02 Way Trains	1,469,004	XXXXXX	121
122		12-03 Through Trains	2,962,510	XXXXXX	122
123		13. TOFC/COFC - No. of Rev. Trailers and Containers Loaded and Unloaded (Q)	1,037,330	XXXXXX	123
124		14. Multi-Level Cars - No. of Motor Vehicles Loaded and Unloaded (Q)	1,013,008	XXXXXX	124
125		15. TOFC/COFC - No. of Rev. Trailers Picked Up and Delivered (R)	430,010	XXXXXX	125
		16. Revenue Tons - Marine Terminal (S)	XXXXXX	XXXXXX	
126		16-01 Marine Terminals - Coal	10,911,780	XXXXXX	126
127		16-02 Marine Terminals - Ore	9,077,873	XXXXXX	127
128		16-03 Marine Terminals - Other	0	XXXXXX	128
129		16-04 TOTAL (lines 126-128)	19,989,653	XXXXXX	129
		17. Number of Foreign Per Diem Cars on Lines (T)	XXXXXX	XXXXXX	
130		17-01 Serviceable	18,390	XXXXXX	130
131		17-02 Unserviceable	334	XXXXXX	131
132		17-03 Surplus	1,245	XXXXXX	132
133		17-04 TOTAL (lines 130-132)	19,969	XXXXXX	133

VERIFICATION

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

OATH

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

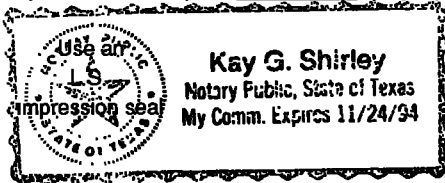
State of Texas
County of Tarrant

Don S Snyder makes oath and says that he is Vice President, Controller and Chief Accounting Officer of Burlington Northern Railroad Company; that it is his duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept; that he knows that such books have been kept in good faith during the period covered by this report, that he knows that the entries contained in this report relating to accounting matters have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroads and other accounting and reporting directives of this Commission; that he believes that all other statements of fact contained in this report are true, and that this report is a correct and complete statement, accurately taken from the books and records, of the business and affairs of the above-named respondent during the period of time from and including January 1, 1993, to and including December 31, 1993

Don S Snyder
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 29th day of March, 1994

My commission expires 11-24-94



Kay G. Shirley
(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

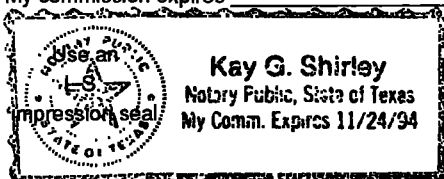
State of Texas
County of Tarrant

Gerald Grinstein makes oath and says that he is Chairman of the Board and Chief Executive Officer of Burlington Northern Railroad Company, that he has carefully examined the foregoing report; that he believes that all statements of fact contained in the said report are true, and that the said report is a correct and complete statement of the business and affairs of the above-named respondent and the operations of its property during the period of time from and including January 1, 1993, to and including December 31, 1993.

Gerald Grinstein
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 29th day of March, 1994.

My commission expires 11-24-94



Kay G. Shirley
(Signature of officer authorized to administer oaths)

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