

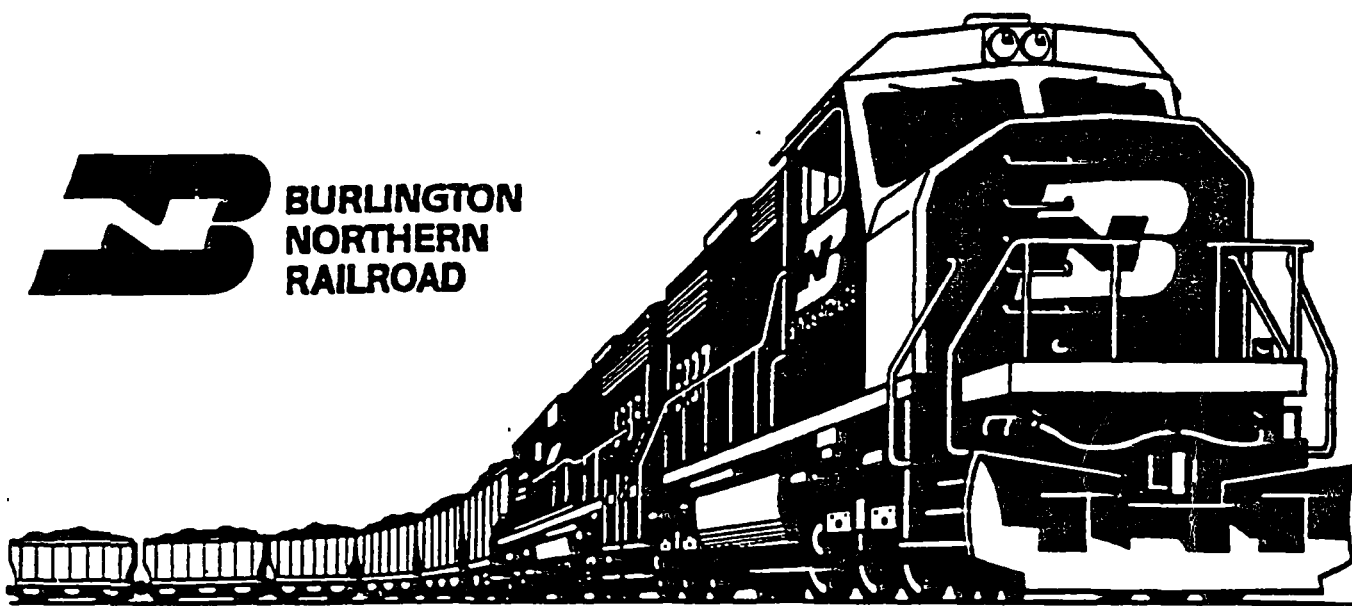
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annual report

R-1
CLASS I RAILROADS

B BURLINGTON
NORTHERN
RAILROAD



to the
Surface Transportation Board
For the year ended December 31, 1995

ANNUAL REPORT

OF

BURLINGTON NORTHERN RAILROAD COMPANY

TO THE

SURFACE TRANSPORTATION BOARD

FOR THE

YEAR ENDED DECEMBER 31, 1995

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

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

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

(Office address) 1700 E. Golf Road, 3rd Floor, Schaumburg, IL 60173
(Street and number, City, State, and ZIP code)

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.

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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

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

STOCKHOLDER'S REPORTS

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

Check appropriate box:

Two copies are attached to this report.

Two copies will be submitted

(date)

X No annual report to stockholder's is prepared.

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

Two copies of BNRR SEC Form 10-K are attached.

*** Incorporated on January 12, 1961, under the name Great Northern Pacific and Burlington Lines, Inc. 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, 1995.
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	3800 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
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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. 1000 votes cast
11. Give the date of such meeting. May 11, 1995
12. Give the place of such meeting. Fort Worth, Texas

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS

(Dollars in Thousands)

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at begin- ning of year (c)	Line No.
Current Assets						
1		701	Cash	40,545	26,988	1
2		702	Temporary Cash Investments			2
3		703	Special Deposits	8,116	8,309	3
			Accounts Receivable			
4		704	-Loan and Notes	473	65	4
5		705	-Interline and Other Balances	43,174	10,160	5
6		706	-Customers	296,737	335,718	6
7		707	-Other	60,498	59,901	7
8		709, 708	-Accrued Accounts Receivable	225,960	313,715	8
9		708.5	-Receivables from Affiliated Companies	2,513	2,135	9
10		709.5	-Less: Allowances for Uncollectible Accounts	(24,461)	(19,697)	10
11		710, 711, 714	Working Funds Prepayments Deferred Income Tax Debits	182,746	166,626	11
12		712	Materials and Supplies	136,195	99,591	12
13		713	Other Current Assets	8,644	9,550	13
14			TOTAL CURRENT ASSETS	981,140	1,013,061	14
Other Assets						
15		715, 716, 717	Special Funds	6,311	6,463	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedule 310 and 310A)	424,004	93,974	16
17		722, 723	Other Investments and Advances	42,403	42,044	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities-Cr.			18
19		737, 738	Property Used in Other Than Carner Operation (Less Depreciation) \$			19
20		739, 741	Other Assets	11,306	11,797	20
21		743	Other Deferred Debits	76,353	72,461	21
22		744	Accumulated Deferred Income Tax Debits			22
23			TOTAL OTHER ASSETS	560,377	226,739	23
Road and Equipment						
24		731, 732	Road (Schedule 330) L-30 Column h & b	8,053,500	7,647,943	24
25		731, 732	Equipment (Schedule 330) L-39 Column h & b	2,051,723	1,900,211	25
26		731, 732	Unallocated Items	161,317	55,025	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(4,118,803)	(3,754,736)	27
28			Net Road and Equipment	6,147,737	5,848,443	28
29			TOTAL ASSETS	7,689,254	7,088,243	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	5,251	10,948	31
32		753	Audited Accounts and Wages	166,252	153,470	32
33		754	Other Accounts Payable	13,207	9,838	33
34		755, 756	Interest and Dividends Payable	15,840	19,441	34
35		757	Payables to Affiliated Companies	12,509	13,080	35
36		759	Accrued Accounts Payable	1,034,702	877,718	36
37		760,761,761.5,762	Taxes Accrued	104,472	114,647	37
38		763	Other Current Liabilities	83,194	63,778	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	25,995	115,430	39
40			TOTAL CURRENT LIABILITIES	1,461,422	1,378,350	40
Non-Current Liabilities						
41		765,767	Funded Debt Unmatured	763,870	695,018	41
42		766	Equipment Obligations	21,840	32,929	42
43		766.5	Capitalized Lease Obligations	139,392	39,382	43
44		768	Debt in Default			44
45		769	Accounts Payable; Affiliated Companies			45
46		770.1,770.2	Unamortized Debt Premium	(44,720)	(48,114)	46
47		781	Interest in Default			47
48		783	Def. Revenues-Transfers from Gov. Authorities			48
49		786	Accumulated Deferred Income Tax Credits	1,226,405	1,420,765	49
50		771,772,774,775, 782,784	Other Long-Term Liabilities and Deferred Credits	1,081,299	616,902	50
51			TOTAL NON-CURRENT LIABILITIES	3,188,086	2,756,882	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	238,934	56
57		797	Retained Earnings: Appropriated			57
58		798	Unappropriated (Schedule 220)	1,849,173	1,762,438	58
59		798.1	Net Unrealized Loss on Noncurrent Marketable Equity Securities			59
60		798.5	Less Treasury Stock			60
61			NET SHAREHOLDERS' EQUITY	3,039,746	2,953,011	61
62			TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	7,689,254	7,088,243	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

See Note 1 on page 9

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

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

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

N/A

(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 N/A X

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

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

If yes, who determines how stock is voted?

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

Yes No X

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

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

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

\$ None

Continued on following page

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES

7. Give particulars with respect to contingent assets and liabilities at the close of the year, in accordance with Instruction 5-6 in the Uniform System of Accounts for Railroad Companies, that are not reflected in the amounts of the respondent.

Disclose the nature and amount of contingency that is material.

Examples of contingent liabilities are items which may become obligations as a result of pending or threatened litigation, assessments or possible assessments of additional taxes and agreements or obligations to repurchase securities or property. Additional pages may be added if more space is needed. (Explain and/or reference to the following pages.)

See Note 2 on Page 10

(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 and other benefit plans

Burlington Northern Railroad Company (Railroad) participates in Burlington Northern Inc.'s (BNI) pension plans, which consist of a noncontributory defined benefit pension plan covering substantially all non-union employees and a nonqualified defined benefit plan for certain officers and other employees. The benefits are based on years of credited service and the highest five-year average compensation levels. BNI's funding policy is to contribute annually not less than the regulatory minimum, and not more than the maximum amount deductible for income tax purposes.

Component of the net pension cost were as follows (in millions):

Year ended December 31,	1995	1994
Service cost, benefits earned during the period	\$9	\$12
Interest cost on projected benefit obligation	54	50
Actual return on plan assets	(93)	(25)
Net amortization and deferred amounts	57	(1)
Curtailment costs	10	-
Cost of special termination benefits	32	-
Net pension cost	<u>\$69</u>	<u>\$36</u>

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

December 31,	1995	1994
Actuarial present value of benefit obligations.		
Vested benefit obligation	<u>(\$641)</u>	<u>(\$481)</u>
Accumulated benefit obligation	<u>(\$696)</u>	<u>(\$553)</u>
Projected benefit obligation	<u>(\$758)</u>	<u>(\$628)</u>
Plan assets at fair value, primarily marketable equity and debt securities	<u>534</u>	<u>467</u>
Projected benefit obligation in excess of plan assets	(224)	(161)
Unrecognized net loss	93	41
Unrecognized prior service cost	2	5
Unamortized net transition obligation	20	29
Adjustment required to recognize minimum liability	<u>(53)</u>	<u>(12)</u>
Accrued pension cost	<u>(\$162)</u>	<u>(\$98)</u>

BNI uses a December 31 measurement date. The assumptions used in accounting for BNI's plans were as follows.

	1995	1994
Discount rate	7.0%	9.0%
Rate of increase in compensation levels	4.0%	5.5%
Expected long-term rate of return on plan assets	9.5%	9.5%

Railroad participates in 401(k) thrift and profit sharing plans, sponsored by BNI, which cover substantially all non-union employees. Railroad 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 Railroad's performance, an additional matching contribution of 20 or 40 percent can be made at the end of the year. Railroad's expense was \$12 million and \$8 million in 1995 and 1994, respectively.

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

NOTES TO FINANCIAL STATEMENTS

Note (2)

Commitments and contingencies

Environmental

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

Additionally, many of Railroad's land holdings are and have been used for industrial or transportation-related purposes or leased to commercial or industrial companies whose activities may have resulted in discharges onto the property. As a result, Railroad is subject to environmental cleanup and enforcement actions. In particular, the Federal Comprehensive Environmental Response Compensation and Liability Act of 1980 (CERCLA), also known as the "Superfund" law, as well as similar state laws generally impose joint and several liability for clean-up and enforcement costs without regard to fault or the legality of the original conduct on current and former owners and operators of a site. Railroad has been notified that it is a potentially responsible party (PRP) for study and clean-up costs at approximately 22 Superfund sites for which investigation and remediation payments are or will be made or are yet to be determined (the Superfund sites) and in many instances, is one of several PRPs. In addition, Railroad may be considered a PRP under certain other laws. Accordingly, under CERCLA and other federal and state statutes, Railroad may be held jointly and severally liable for all environmental costs associated with a particular site. If there are other PRPs, Railroad generally participates in the clean-up of these sites through cost-sharing agreements that vary from site to site. Costs are typically allocated based on relative volumetric contribution of material, the amount of time the site was owned or operated, and/or the portion of the total site owned or operated by each PRP.

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

Railroad is involved in a number of administrative and judicial proceedings and other mandatory clean-up efforts at approximately 180 sites, including the Superfund sites, at which it is being asked to participate in the study and/or clean-up of the environmental contamination. Railroad paid approximately \$28 million and \$21 million during 1995 and 1994, respectively, relating to mandatory clean-up efforts, including amounts expended under federal and state voluntary clean-up programs. Railroad has accruals of approximately \$115 million for remediation and restoration of all known sites, including \$105 million pertaining to mandated sites, of which approximately \$40 million relates to the Superfund sites. Railroad anticipates that the majority of the accrued costs at December 31, 1995 will be paid over the next five years. No individual site is considered to be material. Recoveries received from third parties, net of legal costs incurred, were approximately \$31 million during the year ended December 31, 1995 and were not significant in prior years.

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

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

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

NOTES TO FINANCIAL STATEMENTS

Other claims and litigation

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

Hedging activities

Railroad has a program to hedge against fluctuations in the price of its diesel fuel purchases. This program includes forward purchases for delivery at fueling facilities. Additionally, this program includes exchange-traded petroleum futures contracts and various commodity swap and collar transactions which are accounted for as hedges. Any gains or losses associated with changes in market value of these hedges are deferred and recognized as a component of fuel expense in the period in which the hedged fuel is purchased and used. To the extent Railroad hedges portions of its fuel purchases, it may not fully benefit from decreases in fuel prices.

As of December 31, 1995, Railroad had entered into forward purchases for approximately 69 million gallons at an average price of approximately 49 cents per gallon. In addition, Railroad held petroleum futures contracts representing approximately 60 million gallons at an average price of approximately 48 cents per gallon. These contracts have expiration dates ranging from January, 1996 to October, 1996.

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

Railroad's current fuel hedging program covers approximately 20 percent of estimated 1996 fuel purchases. The current and future fuel delivery prices are monitored continuously and hedge positions are adjusted accordingly. Hedge positions are also closely monitored to ensure that they will not exceed actual fuel requirements in any period. Unrealized gains or losses from Railroad's fuel hedging transactions were not material at December 31, 1995 and 1994. Railroad monitors its hedging positions and credit ratings of its counterparties and does not anticipate losses due to counterparty nonperformance.

Other commitments and contingencies

Railroad has two power purchase agreements, expiring in 1998 and 2001, that currently involve 197 locomotives. Payments required by the agreements are based upon usage, subject to specified take-or-pay minimums. The rates specified in the two agreements are renegotiable every two years. Railroad's 1996 minimum commitment obligation is \$51 million. Based on projected locomotive power requirements, Railroad's payments in 1996 are expected to be in excess of the minimum. Payments under the agreements totaled \$49 million and \$47 million in 1995 and 1994, respectively. 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 overhauls.

Railroad is party to service interruption insurance agreements under which it would be required to pay premiums of up to a maximum of approximately \$70 million in the event of work stoppages on other railroads related to ongoing national bargaining. Railroad is also entitled to receive payments under certain conditions if work stoppage occurs on its property.

BNRR's federal income tax returns have been examined through 1991. All years prior to 1986 are closed. Issues relating to the years 1986-1991 are being contested through various stages of administrative appeal. In addition, BNRR has various state income tax returns in the process of examination, administrative appeal or litigation. Management believes that adequate provision has been made for any adjustment that might be assessed for open years through 1995.

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

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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 (f)
= Line 620, col (g)

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Freight-related rev & exp (d)	Passenger-related rev & exp (e)	Line No.
		ORDINARY ITEMS OPERATING INCOME					
		Railway Operating Income					
1		(101) Freight	5,255,698	4,875,912	5,255,698		1
2		(102) Passenger	29,427	29,647		29,427	2
3		(103) Passenger - Related					3
4		(104) Switching	38,675	33,933	38,675		4
5		(105) Water Transfers					5
6		(106) Demurrage	20,411	15,910	20,411		6
7		(110) Incidental	35,327	38,163	35,327		7
8		(121) Joint Facility - Credit	2,467	2,250	2,467		8
9		(122) Joint Facility - Debit	(1,173)	(444)	(1,173)		9
10		(501) Railway Operating Revenues (Exclusive of Transfers from Govt Authorities - Lines 1-9)	5,380,832	4,995,371	5,351,405	29,427	10
11		(502) Railway Operating Revenues-Transfers from Govt Authorities for Current Operations	(93)	(708)		(93)	11
12		(503) Railway Operating Revenues-Amortization of Deferred Transfers from Govt Authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (LINES 10-12)	5,380,739	4,994,663	5,351,405	29,334	13
14	*	(531) Railway Operating Expenses	4,967,669	4,163,232	4,939,984	27,685	14
15	*	NET REVENUES FROM RAILWAY OPERATIONS	413,070	831,431	411,421	1,649	15
		OTHER INCOME					
16		(506) Revenue from Property Used in Other than Carrier Operations					16
17		(510) Miscellaneous Rent Income	4,161	1,208			17
18		(512) Separately Operated Properties-Profit					18
19		(513) Dividend Income (Cost Method)	0	1			19
20		(514) Interest Income	20,434	9,219			20
21		(516) Income from Sinking and Other Funds	348	333			21
22		(517) Release of Premiums on Funded Debt					22
23		(518) Reimbursements Received Under Contracts and Agreements					23
24		(519) Miscellaneous Income	13,089	21,249			24
25		Income from Affiliated Companies (519) A. Dividends (Equity Method)					25
26		B. Equity Undistributed Earnings (Losses)	46	188			26
27		TOTAL OTHER INCOME (LINES 16-26)	38,078	32,198			27
28		TOTAL INCOME (LINES 15, 27)	451,148	863,629			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of Property Used in Other than Carrier Operations	1,173	1,674			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	5,736	13,811			34
35		(553) Uncollectible Accounts	0	4			35
36		TOTAL MISC DEDUCTIONS (LINES 29-35)	6,909	15,489			36
37		Income Available For Fixed Charges (LINES 28, 36)	444,239	848,140			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	71,756	68,114	38
39		(B) Interest in Default			39
40		(547) Interest on Unfunded Debt	10,495	7,192	40
41		(548) Amortization of Discount on Funded Debt	4,116	3,992	41
42		TOTAL FIXED CHARGES (LINES 38-41)	86,367	79,298	42
43		INCOME AFTER FIXED CHARGES (LINES 37,42)	357,872	768,842	43
		OTHER DEDUCTIONS			
		(546) Interest on Funded Debt:			
44		(C) Contingent Interest			44
		UNUSUAL OR INFREQUENT ITEMS			
45		(555) Unusual or Infrequent Items (Debit) Credit			45
46		INCOME(LOSS) FROM CONTINUING OPERATION(BEFORE INC TAXES)	357,872	768,842	46
		PROVISIONS FOR INCOME TAXES			
		(556) Income Taxes on Ordinary Income:			
47	*	Federal Income Taxes	243,178	167,132	47
48	*	State Income Taxes	37,860	23,741	48
49	*	Other Income Taxes			49
50	*	(557) Provisions for Deferred Taxes	(134,045)	108,524	50
51		TOTAL PROVISIONS FOR INCOME TAXES (LINES 47-50)	146,993	299,397	51
52		INCOME FROM CONTINUING OPERATIONS (LINES 46-51)	210,879	469,445	52
		DISCONTINUED OPERATIONS			
53		(560) Income or Loss from Operations of Discontinued Segments (Less: Applicable Taxes of \$)			53
54		(562) Gain or Loss on Disposal of Discontinued Segments (Less: Applicable Taxes of \$)			54
55		INCOME BEFORE EXTRAORDINARY ITEMS (LINES 52 + 53 + 54)	210,879	469,445	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 (Less: Applicable Income Taxes of \$62,397)	(100,519)	(10,307)	60
61	*	NET INCOME (LOSS) (LINES 55 + 59 + 60)	110,360	459,138	61
		RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI)			
62		NET REVENUES FROM RAILWAY OPERATIONS (NROI)	413,070	831,431	62
63	*	(556) Income Taxes on Ordinary Income (-)	281,038	190,873	63
64	*	(557) Provisions for Deferred Income Taxes (-)	(134,045)	108,524	64
65		Income from Lease of Road and Equipment (-)	15,298	12,830	65
66		Rent for Leased Roads and Equipment (+)			66
67		NET RAILWAY OPERATING INCOME (LOSS)	250,779	519,204	67

NOTES AND REMARKS FOR SCHEDULES 210 AND 220

In 1996 respondent recorded merger severance and asset charges which impacted the following line numbers:

Schedule 210

<u>Line</u>	<u>Column</u>	<u>Increase(Decrease)</u>
14	(b)	(671,172)
15	(b)	(671,172)
28	(b)	(671,172)
37	(b)	(671,172)
43	(b)	(671,172)
46	(b)	(671,172)
50	(b)	(257,059)
51	(b)	(257,059)
52	(b)	(414,113)
55	(b)	(414,113)
61	(b)	(414,113)
62	(b)	(671,172)
64	(b)	(257,059)
67	(b)	(414,113)

Schedule 220

<u>Line</u>	<u>Column</u>	<u>Increase(Decrease)</u>
3	(b)	(414,113)
6	(b)	(414,113)
14	(b)	(414,113)
15	(b)	(414,113)
17	(b)	(414,113)

The impact of the merger severance and asset charges on schedules included in this report is as follows:

<u>Schedule</u>	<u>Page</u>
335	35
410	46, 47, 49, 51
412	52
415	56, 57

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 (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
		(a)	(b)	(c)	
1		Balances at beginning of year	\$ 1,762,800	\$ (362)	1
2		(601 5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3	*	(602) Credit balance transferred from income	107,091	3,269	3
4		(603) Appropriations released			4
5		(606) Other credits to retained earnings**		42,747	5
6		TOTAL	107,091	46,016	6
		DEBITS			
7	*	(612) Debit balance transferred from income			7
8		(616) Other debits to retained earnings**	16,282	90	8
9		(620) Appropriations for sinking and other funds			9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock	50,000		11
12		Preferred stock (1)			12
13		TOTAL	66,282	90	13
14		Net increase (decrease) during year (line 6 minus line 13)	40,809	45,926	14
15	*	Balances at close of year (Lines 1, 2, and 14)	1,803,609	45,564	15
16	*	Balances from line 15(c)	45,564	N/A	16
17		Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end (798) of year	1,849,173	N/A	17
18		(797) Total appropriated retained earnings			18
19		Credits during year \$ 0			19
20		Debits during year \$ 0			20
21		Balance at Close of year \$ 0			21
22		Amount of assigned federal income tax consequences: Account 606 \$ 0			22
23		Account 616 \$ 0			23

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

** Deferred taxes associated with the conversion to the equity method were not reflected in income but charged directly to equity and included in line 8. See schedule 450.

230 CAPITAL STOCK

PART I. CAPITAL STOCK
(Dollars in Thousands)

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

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares			Book Value at End of Year			Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common BNRR	No Par	1,000	1,000	None		951,639	None	1
2									2
3									3
4	Preferred								4
5									5
6									6
7									7
8									8
9									9
10	TOTAL	No Par	1,000	1,000	None		951,639	None	10

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR
(Dollars in Thousands)

- 1 The purpose of this part is to disclose capital stock changes during the year.
 2 Column (a) presents the items to be disclosed.
 3 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 \$	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	(h)	11
12	Capital Stock Sold (1)							238,934	12
13	Capital Stock Reacquired								13
14	Capital Stock Canceled								14
15									15
16									16
17	Balance at close of year	None	None	1,000	951,639	None	None	238,934	17

(1) By footnote on page 17 state the purpose of the issue and authority

240 STATEMENT OF CASH FLOWS
(Dollars in Thousands)

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

CASH FLOWS FROM OPERATING ACTIVITIES

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

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
10		Income from continuing operations	210,879	469,445	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	(26,960)	(13,612)	11
12		Depreciation and amortization expenses	393,828	335,343	12
13		Net increase (decrease) in deferred income taxes	(134,045)	108,524	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(3,269)	(188)	14
15		Decrease (increase) in accounts receivable	109,303	(111,406)	15
16		Decrease (increase) in materials and supplies, and other current assets	(35,824)	(16,089)	16
17		Increase (decrease) in current liabilities other than debt	(26,989)	(13,563)	17
18		Increase (decrease) in other-net	669,693	(11,418)	18
19		Net cash provided from continuing operations (Lines 10-18)	1,156,616	747,036	19
20		Add (subtract) cash generated (paid) by reason of discontinued operations and extraordinary items	0	0	20
21		NET CASH PROVIDED FROM OPERATING ACTIVITIES (Lines 19 & 20)	1,156,616	747,036	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	48,331	34,590	22
23		Capital expenditures	(699,059)	(625,708)	23
24		Net change in temporary cash investments not qualifying as cash equivalents	0		24
25		Proceeds from sale/repayment of investment and advances	0		25
26		Purchase price of long-term investment and advances	0		26
27		Net decrease (increase) in sinking and other special funds	0		27
28		Other - net	(79,090)	(20,064)	28
29		NET CASH USED IN INVESTING ACTIVITIES (Lines 22-28)	(729,818)	(611,182)	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	132,892	213,776	30
31		Principal payments of long-term debt	(204,952)	(336,464)	31
32		Proceeds from issuance of capital stock			32
33		Purchase price of acquiring treasury stock			33
34		Cash dividends paid	(50,000)		34
35		Other - net	(291,181)	(2,870)	35
36		NET CASH FROM FINANCING ACTIVITIES (Lines 30-35)	(413,241)	(125,558)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (Lines 21,29 & 36)			37
38		Cash and cash equivalents at beginning of the year	26,988	16,692	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (Lines 37 & 38)	40,545	26,988	39
		Footnotes to Schedule 240			
		Cash paid during the year for:			
40		Interest (net of amount capitalized)*	81,305	78,000	40
41		Income taxes (net)*	280,799	191,611	41

*Only applies if indirect method is adopted

NOTES AND REMARKS

1995 Supplemental noncash investing and financing activities information:
Assets financed through a capital lease obligation

139,697

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	43,174	1
2	Customers (706)	Schedule 200, line 6, column b	296,737	2
3	Other (707)	NOTE A	31,398	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2 + 3	371,309	4
	OPERATING REVENUE			
5	Railway Operating Revenue	Schedule 210, line 13, column b	5,380,739	5
6	Rent Income	NOTE B	122,236	6
7	TOTAL OPERATING REVENUES	Line 5 + 6	5,502,975	7
8	Average Daily Operating Revenues	Line 7 / 360 Days	15,286	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 / Line 8	24	9
10	Revenue Delay Days Plus Buffer	Line 9 + 15 Days	39	10
	CURRENT OPERATING LIABILITIES			
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	5,251	11
12	Audited Accounts and Wages Payable (753)	Schedule 200, line 32, column b (NOTE A)	166,252	12
13	Accounts Payable - Other (754)	Schedule 200, line 33, column b (NOTE A)	13,207	13
14	Other Taxes Accrued (761.5)	NOTE A	93,884	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	278,594	15
	OPERATING EXPENSES			
16	Railway Operating Expenses	Schedule 210, line 14, column b	4,967,669	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	553,289	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	4,536,616	18
19	Average Daily Expenditures	Line 18 / 360 Days	12,602	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 / Line 19	22	20
21	Days of Working Capital Required	Line 10 - Line 20 (NOTE C)	17	21
22	Cash Working Capital Required	Line 21 x Line 19	214,234	22
23	Cash and Temporary Cash Balance	Schedule 200, line 1 + line 2, column b	40,545	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	40,545	24
	MATERIALS AND SUPPLIES			
25	Total Materials and Supplies (712)	Schedule 200, line 12, column b (NOTE A)	136,195	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	136,195	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	176,740	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.	0 00	3
4			VII	Houston Belt & Terminal Railway Company	25 00	4
5			VII	Iowa Transfer Railway Company	25 00	5
6			VII	Kansas City Terminal Railway Company	16 68	6
7			VII	Longview Switching Company	50 00	7
8			VII	M T Properties Inc.	37 78	8
9			VII	Paducah & Illinois Railroad Company	33 34	9
10			VII	Portland Terminal Railroad Company	40 00	10
11			VII	Terminal Railroad Association of St. Louis	14 28	11
12			VII	TTX Company	6 23	12
13			VII	Wichita Union Terminal Railway Company	33 34	13
14						14
15				Total Class A-1		15
16						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	Line No
	Opening Balance	Additions	Deductions (if other than sale, explain)	Closing balance				
	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
1	260			260				1
2	50			50				2
3	1,500		1,500	0	(1,209)			3
4	3			3				4
5	16			16				5
6	100		100	0				6
7	2			2				7
8	523			523				8
9	3			3				9
10	1,368			1,368				10
11	0			0				11
12	2,405			2,405				12
13	33			33				13
14								14
15	6,263		1,600	4,663				15
16								16
17								17
18	69,785			69,785			6,993	18
19								19
20	69,785			69,785			6,993	20
21								21
22	527		344	183			35	22
23								23
24	527		344	183			35	24
25								25
26	390	117		507			31	26
27	2,298		2,298	0				27
28	589		589	0				28
29	4,551		691	3,860				29
30	6,270		1,132	5,138		(1,251)		30
31	63			63				31
32	759		54	705			34	32
33	481		88	393				33
34	170			170				34
35	416			416				35
36	2			2				36
37	0	290,020		290,020				37
38	4,255		469	3,786				38
39								39
40	20,244	290,137	5,321	305,060		(1,251)	65	40
41								41

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

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and also lien reference, if any (included rate for preferred stocks and bonds)	Extent of Control	Line No.
	(a)	(b)	(c)	(d)	(e)	
1						1
2						2
3				Account 721.5 Adjustments		3
4				Equity Earnings (Loss) - Schedule 310A		4
5						5
6				GRAND TOTAL ACCOUNT 721		6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
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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	Line No
	Opening Balance	Additions	Deductions (if other than sale, explain)	Closing balance				
	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
1								1
2								2
3	(2,483)	1,232		(1,251)				3
4	(362)	46,016	90	45,564				4
5								5
6	93,974	337,385	7,355	424,004		(1,251)	7,093	6
7								7
8								8
9								9
10								10
11								11
12								12
13								13
14								14
15								15
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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
The Atchison, Topeka & Santa Fe Railway Company	2,600	8.33
Missouri 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) HOUSTON BELT & TERMINAL RAILWAY COMPANY		
Burlington Northern Railroad	62.50	25.00
Missouri Pacific Railroad	125.00	50.00
The 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.

(4) 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
KANSAS CITY TERMINAL RAILWAY COMPANY		
(5) Burlington Northern Railroad	3,666.668	16.68
Union Pacific Railroad	1,833.334	8.34
Missouri Pacific Railroad	1,833.333	8.33
Missouri, Kansas, Texas Railroad	1,833.334	8.34
The 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.		
LONGVIEW SWITCHING COMPANY		
(6) Burlington Northern Railroad	150	50.00
Union Pacific Railroad	<u>150</u>	<u>50.00</u>
	<u>300</u>	<u>100.00</u>
MT PROPERTIES INC.		
(7) 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	<u>10,369</u>	<u>12.75</u>
	<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.		
PADUCAH & ILLINOIS RAILROAD COMPANY		
(8) Burlington Northern Railroad	33.34	33.34
Illinois Central Gulf Railroad Company	33.33	33.33
CSX Transportation, Inc.	<u>33.33</u>	<u>33.33</u>
	<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.		
PORTLAND TERMINAL RAILROAD COMPANY		
(9) Burlington Northern Railroad	12,000	40.00
Union Pacific Railroad	12,000	40.00
Southern Pacific Transportation Company	<u>6,000</u>	<u>20.00</u>
	<u>30,000</u>	<u>100.00</u>
TERMINAL RAILROAD ASSOCIATION OF ST. LOUIS		
(10) 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
Missouri Pacific Railroad	<u>8,232</u>	<u>28.60</u>
	<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
TTX COMPANY		
(11) Burlington Northern Railroad	1,000	6.23
Consolidated Rail Corporation	3,500	21.81
Union Pacific Railroad	2,500	15.58
The Atchison, Topeka & Santa Fe Railway Company	1,750	10.90
CSX Transportation, Inc.	1,500	9.35
Missouri Pacific Railroad Company	1,200	7.48
Southern Pacific Transportation Company	1,050	6.54
Chicago and Northwestern Railroad Company	500	3.11
Central of Georgia Railroad Company	500	3.11
Saint Louis Southwestern Railway Company	500	3.12
Norfolk Southern Railway Company	500	3.12
Norfolk and Western Railway Company	250	1.56
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
The Denver and Rio Grande Western Railroad Company	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>
WICHITA UNION TERMINAL RAILWAY COMPANY		
(12) Burlington Northern Railroad	333.34	33.34
The Atchison, Topeka and Santa Fe Railway Company	333.33	33.33
Oklahoma, Kansas and Texas Railroad Company	<u>333.33</u>	<u>33.33</u>
	<u>1,000.00</u>	<u>100.00</u>

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

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310A. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES (Dollars in Thousands) Undistributed Earnings From Certain Investments in Affiliated Companies								
1. Report below the details of all investments in common stocks included in Account 721 Investments and Advances Affiliated Companies. 2. Enter in column (c) the amount necessary to retroactively adjust those investments. (See instruction 5-2 Uniform System of Accounts.) 3. Enter in column (d) the share of undistributed earnings (i.e., less dividends) or losses. 4. Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost) at date of acquisition. 5. For definitions of "carrier" and "noncarrier," see general instructions.								
Line No.	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustment for investments equity method (c)	Equity in undistributed earnings/ (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at close of year (g)	Line No.
Carrier: (list specifics for each company)								
1	Davenport Rock Island and N W Railway Co.	90				(90)	0	1
2	Iowa Transfer Railway Co.	24					24	2
3	Houston Belt & Terminal Railway Co.	0		32			32	3
4	M T Properties Inc.	186		55			241	4
5	Paducah and Illinois R.R. Co.	136		(2)			134	5
6	Portland Terminal R.R. Co.	(789)		(39)			(828)	6
7	TTX Company	0	42,747	3,223			45,970	7
8	Wichita Union Terminal Ry. Co.	(9)					(9)	8
9								9
10								10
11								11
12								12
13	TOTAL CARRIERS	(362)	42,747	3,269	0	(90)	45,564	13
Noncarrier: (list specifics for each company)								
14								14
15								15
16								16
17								17
18	TOTAL NONCARRIERS							18
19								19
20								20
21	TOTAL INVESTMENTS IN COMMON STOCK	(362)	42,747	3,269	0	(90)	45,564	21

- 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.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

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

NOTES AND REMARKS

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

Line No.	Cross Check	Account	Balance at beginning of year	Expenditures during the year for original road and equipment, and road extensions	Expenditures during the year for purchase of existing lines, reorganizations, etc.	Line No.
		(a)	(b)	(c)	(d)	
1		(2) Land for transportation purposes	123,854			1
2		(3) Grading	486,106			2
3		(4) Other right-of-way expenditures	7,208			3
4		(5) Tunnels and subways	53,615			4
5		(6) Bridges, trestles, and culverts	456,627			5
6		(7) Elevated structures	0			6
7		(8) Ties	1,319,785			7
8		(9) Rail and other track material	2,825,596			8
9		(11) Ballast	780,808			9
10		(13) Fences, snowsheds, and signs	17,817			10
11		(16) Station and office buildings	203,680			11
12		(17) Roadway buildings	22,686			12
13		(18) Water stations	3,150			13
14		(19) Fuel stations	48,742			14
15		(20) Shops and enginehouses	175,327			15
16		(22) Storage warehouses	0			16
17		(23) Wharves and docks	1,216			17
18		(24) Coal and ore wharves	20,821			18
19		(25) TOFC/COFC terminals	85,375			19
20		(26) Communication systems	208,719			20
21		(27) Signals and interlockers	427,369			21
22		(29) Power plants	2,093			22
23		(31) Power-transmission systems	6,596			23
24		(35) Miscellaneous structures	25,308			24
25		(37) Roadway machines	170,407			25
26		(39) Public improvements - construction	101,230			26
27		(44) Shop machinery	71,476			27
28		(45) Power-plant machinery	2,381			28
29		Other (specify and explain) (1)	(49)			29
30		TOTAL EXPENDITURES FOR ROAD	7,647,943	0	0	30
31		(52) Locomotives	427,965			31
32		(53) Freight-train cars	975,830			32
33		(54) Passenger-train cars	0			33
34		(55) Highway revenue equipment	1,996			34
35		(56) Floating equipment	0			35
36		(57) Work equipment	85,325			36
37		(58) Miscellaneous equipment	209,152			37
38		(59) Comp. systems and word proc. equip.	199,943			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	1,900,211	0	0	39
40		(76) Interest during construction	0			40
41		(80) Other elements of investment	0			41
42		(90) Construction in progress	55,025			42
43		GRAND TOTAL	9,603,179	0	0	43

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

Line No.	Cross Check	Expenditures for additions during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1		6,814	5,570	1,244	125,098	1
2		25,582	1,560	24,022	510,128	2
3		512	4	508	7,716	3
4		3,612	27	3,585	57,200	4
5		26,056	1,775	24,281	480,908	5
6				0	0	6
7		85,585	28,488	57,097	1,376,882	7
8		186,002	73,330	112,672	2,938,268	8
9		89,925	35,579	54,346	835,154	9
10		1,396	40	1,356	19,173	10
11		17,778	1,739	16,039	219,719	11
12		1,213	20	1,193	23,879	12
13		244	107	137	3,287	13
14		9,279	173	9,106	57,848	14
15		6,493	480	6,013	181,340	15
16				0	0	16
17		134	79	55	1,271	17
18		1,029	18	1,011	21,832	18
19		2,150	81	2,069	87,444	19
20		24,015	126	23,889	232,608	20
21		36,863	2,098	34,765	462,134	21
22		(11)		(11)	2,082	22
23		593	39	554	7,150	23
24		646	21	625	25,933	24
25		31,814	7,482	24,332	194,739	25
26		5,508	943	4,565	105,795	26
27		2,721	646	2,075	73,551	27
28			1,781	(1,781)	600	28
29		1,810		1,810	1,761	29
30		567,763	162,206	405,557	8,053,500	30
31		150,738	19,734	131,004	558,969	31
32		9,076	48,205	(39,129)	936,701	32
33				0	0	33
34			30	(30)	1,966	34
35				0	0	35
36		8,985	2,900	6,085	91,410	36
37		33,631	15,812	17,819	226,971	37
38		62,853	27,090	35,763	235,706	38
39		265,283	113,771	151,512	2,051,723	39
40				0	0	40
41				0	0	41
42		106,292		106,292	161,317	42
43		939,338	275,977	663,361	10,266,540	43

* \$1,761 - Estimated labor for BNRR Company, not assignable to specific property account.

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

1. Show in columns (b) and (e), for each primary account, the depreciation base used to compute the depreciation charges for the month of January, and in columns (c) and (f) show the depreciation base used to compute the depreciation charges for the month of December, in columns (d) and (g) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December, and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment used, but not owned, when the rents therefore are included in the rent for equipment and Account Nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include the cost of equipment owned and leased to others when rents therefrom are included in the rent for equipment Accounts Nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00, inclusive. The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.
2. All leased properties may be combined and one composite rate computes for each primary account, or a separate schedule may be included for each such property.
3. Show in columns (e), (f), and (g) data applicable to Lessor property, when the rent therefore is included in Account Nos. 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.
4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) effected.
5. Disclosure in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively

Line No.	Account	OWNED AND USED			LEASED FROM OTHERS			Line No
		Depreciation base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)	
		1/1 at beginning of year (b)	12/1 at close of year (c)		At beginning of year (e)	At close of year (f)		
	(a)							
	ROAD							
1(3)	Grading	488,106	510,516	1.27				1
2(4)	Other right-of-way expenditures	7,208	7,383	2.00				2
3(5)	Tunnels and subways	53,615	55,668	1.14				3
4(6)	Bridges, trestles, and culverts	456,627	480,374	1.76				4
5(7)	Elevated structures	0	0	0.00				5
6(8)	Ties	1,319,785	1,375,997	4.19	TOTAL ROAD AND			6
7(9)	Rail and other track material	2,825,596	2,923,583	3.01				7
8(11)	Ballast	780,808	825,868	4.88	EQUIPMENT LEASED			8
9(13)	Fences, snowsheds, and signs	17,817	19,033	1.58				9
10(16)	Station and office buildings	203,680	219,565	4.60	FROM OTHERS			10
11(17)	Roadway buildings	22,686	23,830	3.18				11
12(18)	Water stations	3,150	3,251	2.93	IS LESS THAN 5%			12
13(19)	Fuel stations	48,742	56,581	4.18				13
14(20)	Shops and enginehouses	175,327	180,710	2.45	OF TOTAL OWNED			14
15(22)	Storage warehouses	0	0	0.00				15
16(23)	Wharves and docks	1,216	1,271	2.37				16
17(24)	Coal and ore wharves	20,821	21,792	1.80				17
18(25)	TOFC/COFC terminals	85,375	87,077	4.47				18
19(26)	Communication systems	208,719	231,304	4.88				19
20(27)	Signals and interlockers	427,389	458,930	3.18				20
21(29)	Power plants	2,093	2,082	3.72				21
22(31)	Power-transmission systems	6,596	7,027	2.67				22
23(35)	Miscellaneous structures	25,308	25,876	3.19				23
24(37)	Roadway machines	170,407	198,751	5.50				24
25(39)	Public Improvements—Construction	101,230	105,157	1.93				25
26(44)	Shop machinery	71,476	73,401	3.88				26
27(45)	Power-plant machinery	2,381	599	2.96				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	7,524,138	7,895,626	3.37				30
	EQUIPMENT							
31(52)	Locomotives	427,965	528,680	4.29				31
32(53)	Freight-train cars	975,830	940,921	2.90				32
33(54)	Passenger-train cars	0	0	0.00				33
34(55)	Highway revenue equipment	1,996	1,972	8.27				34
35(56)	Floating equipment	0	0	0.00				35
36(57)	Work equipment	85,325	91,491	3.83				36
37(58)	Miscellaneous equipment	208,152	226,207	11.40				37
38(59)	Computer systems and word processing equipment	199,943	231,546	19.07				38
39	TOTAL EQUIPMENT	1,900,211	2,020,817	5.97				39
40	GRAND TOTAL	9,424,349	9,916,443	N/A			N/A	

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	Balance at beginning of year	CREDITS TO RESERVE		DEBITS TO RESERVE		Balance at close of year	Line No
				During the year		During the year			
		(a)	(b)	Charges to operating expenses ***	Other Credits	Retirements	Other Debits	(g)	
		(c)		(d)		(e)	(f)		
ROAD									
1		(3) Grading	220,251	5,186		1,560		223,877	1
2		(4) Other, right-of-way expenditures	2,302	95		4		2,393	2
3		(5) Tunnels and subways	23,854	517		27		24,344	3
4		(6) Bridges, trestles, and culverts	141,705	8,426		1,775		148,356	4
5		(7) Elevated structures	0	0		0		0	5
6		(8) Ties	463,272	65,803		48,594		480,481	6
7		(9) Rail and other track material	1,071,895	208,460		78,732		1,201,623	7
8		(11) Ballast	254,610	40,518		35,606		259,522	8
9		(13) Fences, snow sheds, and signs	9,569	177		40		9,706	9
10		(16) Station and office buildings	75,692	12,302		1,738		86,256	10
11		(17) Roadway buildings	9,108	612		19		9,701	11
12		(18) Water stations	1,575	76		107		1,544	12
13		(19) Fuel stations	14,584	1,868		173		16,279	13
14		(20) Shops and enginehouses	62,686	27,028		480		89,234	14
15		(22) Storage warehouses	0	0		0		0	15
16		(23) Wharves and docks	1,216	1		76		1,141	16
17		(24) Coal and ore wharves	7,218	415		21		7,612	17
18		(25) TOFC/COFC terminals	30,626	5,191		81		35,736	18
19		(26) Communication systems	71,897	10,708		125		82,480	19
20		(27) Signals and interlockers	135,395	14,454		2,098		147,751	20
21		(29) Power plants	1,218	67		0		1,285	21
22		(31) Power-transmission systems	2,799	150		39		2,910	22
23		(35) Miscellaneous structures	8,594	1,195		20		9,769	23
24		(37) Roadway machines	70,052	2,899	7,040	7,272		72,719	24
25		(39) Public improvements--Construction	30,232	1,529		958		30,803	25
26		(44) Shop machinery	25,332	3,165		589		27,908	26
27		(45) Power-plant machinery	2,182	51		1,782		451	27
28		All other road accounts	(896)	0		(372)		(524)	28
29		Amortization (Adjustments)	0	0		0		0	29
30		TOTAL ROAD	2,736,968	410,893	7,040	181,544		2,973,357	30
EQUIPMENT									
31	*	(52) Locomotives	240,897	35,438	82,004	19,878		338,461	31
32	*	(53) Freight-train cars	537,663	20,961		37,050		521,574	32
33	*	(54) Passenger-train cars	0	0		0		0	33
34	*	(55) Highway revenue equipment	1,388	143		26		1,505	34
35	*	(56) Floating equipment	0	0		0		0	35
36	*	(57) Work equipment	41,955	2,295	352	2,521		42,081	36
37	*	(58) Miscellaneous equipment	88,403	22,983	3,168	14,772		99,782	37
38		(59) Computer systems and word processing equipment	107,462	60,576	1,064	27,059		142,043	38
39	*	Amortization Adjustments	0	0		0		0	39
40		TOTAL EQUIPMENT	1,017,768	142,396	86,588	101,306		1,145,446	40
41		GRAND TOTAL	3,754,736	553,289	93,628	282,850		4,118,803	41

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

** Column (d) represents the cumulative effect of changing the accounting method for locomotive overhauls and ownership cost for owned machines that are included in the cost of related capital projects

*** Includes merger related asset charges as discussed in the notes to schedule 210 in the following lines and amounts: 7 - \$105,022, 10 - \$3,307, 14 - \$23,243, 18 - \$2,555, 37 - \$1,424, 38 - \$23,910

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	IN SCHEDULE 332.			12
13	(19) Fuel stations				13
14	(20) Shops and enginehouses				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communication systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements - Construction				25
26	(44) Shop machinery *				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	Amortization (Adjustments)				29
30	TOTAL ROAD				30
	EQUIPMENT				
31	(52) Locomotives *				31
32	(53) Freight-train cars				32
33	(54) Passenger-train cars				33
34	(55) Highway revenue equipment				34
35	(56) Floating equipment				35
36	(57) Work equipment				36
37	(58) Miscellaneous equipment				37
38	(59) Computer systems and word processing equip.				38
39	Amortization Adjustments				39
40	TOTAL EQUIPMENT				40
41	GRAND TOTAL				41

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

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

(Dollars in Thousands)

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

2. If any entries are made for column (d) "Other credits" or column (f) "Other debits," state the facts occasioning such entries on page 35. A debit balance in column (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."

3. Any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses should be fully explained on page 35.

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

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							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 IN SCHEDULE 335					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		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	16,227	4,025		693		19,559	39

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

NOTES AND REMARKS FOR SCHEDULE 342

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

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

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

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

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

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

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

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

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

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

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

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

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

1. Disclose the investment in railway property used in transportation service at the close of the year. This investment represents the aggregate of property owned or leased by the respondent and used in the respondent's transportation service. Such property includes (a) the investment reported in Accounts 731, "Road and Equipment Property" and 732 "Improvements on Leased Property" of the respondent, less any 731 or 732 property leased to others for their exclusive use of road, track or bridges (including equipment of other railway property covered by the contract). Equipment leased to others under separate distinct contracts shall not be deducted from the respondent's 731 or 732 property, and (b) the investment other companies' 731 or 732 property (including operating and lessor railroads) used by the respondent when the lease is for exclusive use or control of roads, tracks, or bridges (including equipment of other railway property covered by the contract). This excludes leased equipment from operating railroads under separate distinct contracts and the investment of other carriers in property jointly used by the respondent.
2. In column (a), classify each company in this schedule as respondent (R), lessor railroad (L), inactive or proprietary company (P), and other leased properties (O).
3. In column (a) to (e), inclusive, first show the data requested for the respondent (R); next the data for companies whose entire properties are used in transportation service of the respondent, divided between the lessor (L) and proprietary (P) companies; followed by data for carriers and others (O), portions of whose property are used in transportation service of the respondent. Show total for each class of company in column (d) and (e). Then show, as deductions, data for transportation property leased to carriers and others.
4. In column (c), line-haul carriers report the miles of road used in line-haul service. Report miles in whole numbers.
5. In column (d), show the amount applicable in Accounts 731 and 732 on the books of the companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to the deductions made by the owners in their reports. If separate value is not available, explanations should be given. Differences between the amounts in column (d) of this schedule and the amounts in column (c), line 24, on the asset side of the comparative general balance sheet of each individual railway, should be explained in a footnote. Book value included in accounts 731 or 732 of the owner should be reported in column (d) in reference to the investment 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	20,204	10,266,540	4,118,803	1
2						2
3		Add Leased from Others:				3
4	O	ATSF-Pittsburg, KS - Land & Track		0	0	4
5	O	LacQuiParle Reg. Auth. Hanley Falls				6
6		to Madison, MN - Track	36	**	-	7
7	O	Shippers Consortium, Inc. - Council				8
8		Bluffs, NE to Bayard, IA - Track	100	**	-	9
9	O	SP - Klamath Falls, OR - Switch Track & Track		**	-	10
10	O	STLSW - Rio to Hampton, TX - 2nd Track		**	-	11
11	O	U. S. Government-Shelton to Bangor &	49	**	-	12
12		Bremerton, WA - Track				13
13		Total Leased from Others	185	0	0	14
14						15
15		Deduct Leased to Others:				16
16	O	Montana Rail Link	507	209,697	132,771	17
17	O	MKT - Rosedale, KS - Driveway		2	0	18
18	O	DMIR - Hibbing, MN Turnout(4th Ave West)		5	3	19
19	O	Brandon Corp. - S. Omaha, NE - Yard		33	12	20
20		Total Leased to Others	507	209,737	132,786	21
21						22
22		Deduct Operated by Others:				23
23	O	Granbelt Corporation	189	15,254	6,282	24
24	O	Red River Valley & Western	653	40,738	21,568	25
25		Total Operated by Others	842	55,992	27,850	26
26						27
27		GRAND TOTAL	19,040	10,000,811	3,958,167	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 (proprietary companies) (d)	Other Leased Properties (e) **	Line No
1		(2) Land for transportation purposes	125,098			(1,132)	1
2		(3) Grading	510,128			(30,478)	2
3		(4) Other, right-of-way expenditures	7,716			(48)	3
4		(5) Tunnels and subways	57,200			(4,321)	4
5		(6) Bridges, trestles, and culverts	480,908			(10,380)	5
6		(7) Elevated structures	0			0	6
7		(8) Ties	1,376,882			(48,821)	7
8		(9) Rail and other track material	2,938,268			(113,911)	8
9		(11) Ballast	835,154			(26,457)	9
10		(13) Fences, snow sheds, and signs	19,173			(659)	10
11		(16) Station and office buildings	219,719			(3,434)	11
12		(17) Roadway buildings	23,879			(1,176)	12
13		(18) Water stations	3,267			(14)	13
14		(19) Fuel stations	57,848			(835)	14
15		(20) Shops and enginehouses	181,340			(1,610)	15
16		(22) Storage warehouses	0			0	16
17		(23) Wharves and docks	1,271			0	17
18		(24) Coal and ore wharves	21,832			0	18
19		(25) TOFC/COFC terminals	87,444			(167)	19
20		(26) Communication systems	232,608			(6,968)	20
21		(27) Signals and interlockers	462,134			(12,549)	21
22		(29) Power plants	2,082			(2)	22
23		(31) Power-transmission systems	7,150			(312)	23
24		(35) Miscellaneous structures	25,933			(289)	24
25		(37) Roadway machines	194,739			0	25
26		(39) Public improvements-Construction	105,795			(1,913)	26
27		(44) Shop machinery	73,551			(86)	27
28		(45) Power-plant machinery	600			0	28
29		Leased property capitalized rentals (explain)	0			0	29
30		Other (specify and explain) *	1,761			0	30
31		TOTAL ROAD	8,053,500	0	0	(265,562)	31
32		(52) Locomotives	558,969			0	32
33		(53) Freight-train cars	936,701			0	33
34		(54) Passenger-train cars	0			0	34
35		(55) Highway revenue equipment	1,966			0	35
36		(56) Floating equipment	0			0	36
37		(57) Work equipment	91,410			0	37
38		(58) Miscellaneous equipment	226,971			0	38
39		(59) Computer systems and word processing equipment	235,706			(167)	39
40		TOTAL EQUIPMENT	2,051,723	0	0	(167)	40
41		(76) Interest during construction	0			0	41
42		(80) Other elements of investment	0			0	42
43		(90) Construction work in process	161,317			0	43
44		GRAND TOTAL	10,266,540	0	0	(265,729)	44

* \$ 1,761 - Estimated labor for BNRR Company, not assignable to specific property account

** 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
		Schedule 210
Line 4, column (b)		Line 47, column (b)

410. RAILWAY OPERATING EXPENSES
(Dollars In Thousands)

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

Line No	Cross Check	Name of railway operating expense account (a)	Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Freight Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
WAY AND STRUCTURES ADMINISTRATION										
1		Track	9,245	18		841	4,329	92	14,525	1
2		Bridges and Buildings	2,053	392		339	3,789	44	6,617	2
3		Signal	7,031	96		496	520	36	8,179	3
4		Communication	3,399	82		146	607	158	4,392	4
5		Other	5,282	1,120		3,291	4,807	107	14,607	5
REPAIR AND MAINTENANCE										
6		Roadway - Running	21,361	2,842		10,974	279	197	35,653	6
7		Roadway - Switching	2,482	52		650	50	8	3,242	7
8		Tunnels and Subways - Running	106	28		192	3		329	8
9		Tunnels and Subways - Switching	3	1		10	14		14	9
10		Bridges and Culverts - Running	9,401	1,606		2,034	1,035	43	14,119	10
11		Bridges and Culverts - Switching	477	3		(11)	52		521	11
12		Ties - Running	2,530	501		122	73	14	3,240	12
13		Ties - Switching	474	157		1	6	1	638	13
14		Rail and Other Track Material - Running	60,243	21,577		21,128	2,977	257	106,182	14
15		Rail and Other Track Material - Switching	7,796	2,057		(21)	80	59	9,971	15
16		Ballast - Running	3,354	369		154	161	21	4,059	16
17		Ballast - Switching	332	70			11		413	17
18		Road Property Damaged - Running	1,682	543		13	94		2,332	18
19		Road Property Damaged - Switching	1,001	390			15		1,406	19
20		Road Property Damaged - Other	42	(49)		388	3		384	20
21		Signals and Interlockers - Running	22,382	11,698		28	1,642	595	36,343	21
22		Signals and Interlockers - Switching	1,045	73		1,248		13	2,379	22
23		Communication Systems	13,831	5,829		896	787	93	21,436	23
24		Power Systems	1,062	693		68	1	117	1,941	24
25		Highway Grade Crossing - Running	5,528	1,638		(3,356)	28	33	3,871	25
26		Highway Grade Crossing - Switching	259	28		(20)		1	268	26
27		Station and Office Buildings	4,149	2,139		7,523	179	171	14,161	27
28		Shop Buildings - Locomotives	4,546	1,124		379	79	34	6,162	28
29		Shop Buildings - Freight Cars	719	1,031		316	78		2,144	29
30		Shop Buildings - Other Equipment	65	306		53		79	503	30

410 RAILWAY OPERATING EXPENSES - Continued
(Dollars in Thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Freight Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
		REPAIR AND MAINTENANCE - Continued								
101		Locomotive Servicing Facilities	609	258	103	7	977	13	990	101
102		Miscellaneous Buildings and Structures	4,952	1,028	699	187	6,866	115	6,981	102
103		Coal Terminals	638	999	(112)		1,525	N/A	1,525	103
104		Ore Terminals	613	960	(108)	1	1,466	N/A	1,466	104
105		Other Marine Terminals					0	N/A	0	105
106		TOFC/COFC Terminals	488	33	7,286		7,807	N/A	7,807	106
107		Motor Vehicle Loading and Distribution	4	200	1,003		1,207	N/A	1,207	107
108		Facil. for Other Special Service Operations					0	N/A	0	108
109		Roadway Machines	(2,129)	6,626	4,273	1,208	9,978	2	9,980	109
110		Small Tools and Supplies	40	11,261	1,627	50	12,978	40	13,018	110
111		Snow Removal	1,890	18	102	7	2,017	77	2,094	111
112		Fringe Benefits - Running	N/A	N/A	N/A	53,225	53,225	281	53,506	112
113		Fringe Benefits - Switching	N/A	N/A	N/A	5,369	5,369	29	5,398	113
114		Fringe Benefits - Other	N/A	N/A	N/A	41,000	41,000	130	41,130	114
115		Casualties and Insurance - Running	N/A	N/A	N/A	20,655	20,655		20,655	115
116		Casualties and Insurance - Switching	N/A	N/A	N/A	9	9		9	116
117		Casualties and Insurance - Other	N/A	N/A	N/A	4,382	4,382		4,382	117
118		Lease Rentals Debit - Running	N/A	N/A	5,083	N/A	5,083		5,083	118
119		Lease Rentals Debit - Switching	N/A	N/A	1	N/A	1		1	119
120		Lease Rentals Debit - Other	N/A	N/A	81,034	N/A	81,034		81,034	120
121		Lease Rentals (Credit) - Running	N/A	N/A	(12,881)	N/A	(12,881)		(12,881)	121
122		Lease Rentals (Credit) - Switching	N/A	N/A		N/A	0		0	122
123		Lease Rentals (Credit) - Other	N/A	N/A	(237)	N/A	(237)		(237)	123
124		Joint Facility Rent Debit - Running	N/A	N/A	3,036	N/A	3,036		3,036	124
125		Joint Facility Rent Debit - Switching	N/A	N/A	58	N/A	58		58	125
126		Joint Facility Rent Debit - Other	N/A	N/A	58	N/A	58		58	126
127		Joint Facility Rent (Credit) - Running	N/A	N/A	(6,075)	N/A	(6,075)		(6,075)	127
128		Joint Facility Rent (Credit) - Switching	N/A	N/A	(1,338)	N/A	(1,338)		(1,338)	128
129		Joint Facility Rent (Credit) - Other	N/A	N/A	(25)	N/A	(25)		(25)	129
130		Other Rents Debit - Running	N/A	N/A		N/A	0		0	130
131		Other Rents Debit - Switching	N/A	N/A		N/A	0		0	131
132		Other Rents Debit - Other	N/A	N/A	1,499	N/A	1,499		1,499	132
133		Other Rents (Credit) - Running	N/A	N/A		N/A	0		0	133

410 RAILWAY OPERATING EXPENSES - Continued
(Dollars in Thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Freight					Passenger (g)	Total (h)	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		REPAIR AND MAINTENANCE - Continued								
134	*	Other Rents (Credit) - Switching	N/A	N/A		N/A	0		0	134
135	*	Other Rents (Credit) - Other	N/A	N/A	(91)	N/A	(91)		(91)	135
136	*	Depreciation - Running	N/A	N/A	N/A	344,525	344,525	464	344,989	136
137	*	Depreciation - Switching	N/A	N/A	N/A		0		0	137
138	*	Depreciation - Other	N/A	N/A	N/A	62,578	62,578	161	62,739	138
139		Joint Facility Debit - Running	N/A	N/A	17,216	N/A	17,216		17,216	139
140		Joint Facility Debit - Switching	N/A	N/A	2,233	N/A	2,233		2,233	140
141		Joint Facility Debit - Other	N/A	N/A	1,047	N/A	1,047		1,047	141
142		Joint Facility (Credit) - Running	N/A	N/A	(34,018)	N/A	(34,018)		(34,018)	142
143		Joint Facility (Credit) - Switching	N/A	N/A	(2,543)	N/A	(2,543)		(2,543)	143
144		Joint Facility (Credit) - Other	N/A	N/A	(4)	N/A	(4)		(4)	144
145		Dismantling Retired Road Property - Running	134		14	28	176		176	145
146		Dismantling Retired Road Property - Switching					0		0	146
147		Dismantling Retired Road Property - Other			27		27		27	147
148		Other - Running	662	(21)	32	745	1,418		1,418	148
149		Other - Switching	201			71	272		272	149
150		Other - Other	1,319	650	11,042	120	13,131		13,131	150
151		TOTAL WAY AND STRUCTURES	201,301	78,426	127,920	555,852	963,499	3,485	966,984	151
		EQUIPMENT								
		LOCOMOTIVES								
201		Administration	3,996	253	916	677	5,842	305	6,147	201
202	*	Repair and Maintenance	55,146	63,388	21,635	76,974	217,143	1,528	218,671	202
203	*	Machinery Repair		(6)	3		(3)	3	0	203
204		Equipment Damaged	369	487			856		856	204
205		Fringe Benefits	N/A	N/A	N/A	22,765	22,765	357	23,122	205
206		Other Casualties and Insurance	N/A	N/A	N/A	7,206	7,206		7,206	206
207	*	Lease Rentals Debit	N/A	N/A	170,509	N/A	170,509		170,509	207
208	*	Lease Rentals (Credit)	N/A	N/A	(97)	N/A	(97)		(97)	208
209		Joint Facility Rents - Debit	N/A	N/A	(1)	N/A	(1)		(1)	209
210	*	Joint Facility Rents - (Credit)	N/A	N/A	(90)	N/A	(90)		(90)	210
211	*	Other Rents - Debit	N/A	N/A		N/A	0		0	211
212	*	Other Rents - (Credit)	N/A	N/A	26		26		26	212
213	*	Depreciation	N/A	N/A	N/A	38,070	38,070	3	38,073	213
214		Joint Facility - Debit	N/A	N/A	647	N/A	647		647	214
215		Joint Facility - (Credit)	N/A	N/A	(544)	N/A	(544)		(544)	215
216	*	Repairs Billed to Others - (Credit)	N/A	N/A	(9,578)	N/A	(9,578)		(9,578)	216

410 RAILWAY OPERATING EXPENSES - Continued (Dollars in Thousands)										
Line No.	Cross Check	Name of railway operating expense account	Freight					Passenger	Total	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		(a)						(g)	(h)	
217		LOCOMOTIVES - Continued								217
218		Dismantled Retired Property	1,702	330	484	119	2,635		2,635	218
219		Other	61,213	64,452	183,910	145,811	455,386	2,196	457,582	219
		TOTAL LOCOMOTIVES								
220		FREIGHT CARS								220
221	*	Administration	4,528	1,169	798	502	6,997	N/A	6,997	221
222	*	Repair and Maintenance	50,292	67,744	27,330	842	146,208	N/A	146,208	222
223		Machinery Repair					0	N/A	0	223
224		Equipment Damaged	3,411	1,727	7,435		12,573	N/A	12,573	224
225		Fringe Benefits	N/A	N/A	N/A	23,900	23,900	N/A	23,900	225
226	*	Other Casualties and Insurance	N/A	N/A	N/A	21,779	21,779	N/A	21,779	226
227	*	Lease Rentals Debit	N/A	N/A	138,718	N/A	138,718	N/A	138,718	227
228	*	Lease Rentals (Credit)	N/A	N/A	(5,199)	N/A	(5,199)	N/A	(5,199)	228
229	*	Joint Facility Rents - Debit	N/A	N/A		N/A	0	N/A	0	229
230	*	Joint Facility Rents - (Credit)	N/A	N/A	(113)	N/A	(113)	N/A	(113)	230
231	*	Other Rents - Debit	N/A	N/A	263,835	N/A	263,835	N/A	263,835	231
232	*	Other Rents - (Credit)	N/A	N/A	(91,079)	N/A	(91,079)	N/A	(91,079)	232
233	*	Depreciation	N/A	N/A	N/A	21,431	21,431	N/A	21,431	233
234	*	Joint Facility - Debit	N/A	N/A	530	N/A	530	N/A	530	234
235	*	Joint Facility - (Credit)	N/A	N/A	(1,230)	N/A	(1,230)	N/A	(1,230)	235
236	*	Repairs Billed to Others - (Credit)	N/A	N/A	(71,313)	N/A	(71,313)	N/A	(71,313)	236
237		Dismantling Retired Property	1,838	172	30	(187)	1,853	N/A	1,853	237
238		Other	60,069	70,812	269,742	68,267	468,890	N/A	468,890	238
		TOTAL FREIGHT CARS		(14)	(234)	1,384	2,857	423	3,280	301
301		OTHER EQUIPMENT								
		Administration								
302	*	Repairs and Maintenance						N/A		
303	*	Trucks, Tractors, & Containers - Revenue Svc	521	266	21,821	4	22,612	N/A	22,612	302
304	*	Floating Equipment - Revenue Service	17	86	21	(1)	123	3,325	3,448	303
305	*	Passenger and Other Revenue Equipment	(170)	587	13,892		14,309	81	14,390	304
306	*	Computers and Data Processing Systems	2,727	1,729	1,446	4	5,906	53	5,959	305
307	*	Machinery	(3)	2,756	9,659	108	12,520		12,520	306
308	*	Work and Non-Revenue Equipment	185	735	2		922	4	926	307
309		Equipment Damaged								308
310		Fringe Benefits	N/A	N/A	N/A	3,249	3,249	631	3,880	309
311	*	Other Casualties and Insurance	N/A	N/A	N/A	3,692	3,692		3,692	310
312	*	Lease Rentals - Debit	N/A	N/A	42,840	N/A	42,840		42,840	311
		Lease Rentals - (Credit)	N/A	N/A	(8)	N/A	(8)		(8)	312

410 RAILWAY OPERATING EXPENSES - Continued (Dollars in Thousands)										
Line No.	Cross Check	Name of railway operating expense account	Freight					Passenger	Total	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
OTHER EQUIPMENT - Continued										
313		Joint Facility Rents - Debit	N/A	N/A		N/A	0		0	313
314	*	Joint Facility Rents - (Credit)	N/A	N/A		N/A	0		0	314
315	*	Other Rents - Debit	N/A	N/A	12,841	N/A	12,841		12,841	315
316	*	Other Rents - (Credit)	N/A	N/A	(5,029)	N/A	(5,029)		(5,029)	316
317	*	Depreciation	N/A	N/A	N/A	85,822	85,822	235	86,057	317
318		Joint Facility - Debit	N/A	N/A		311	311		311	318
319		Joint Facility - (Credit)	N/A	N/A	(1,798)	N/A	(1,798)		(1,798)	319
320	*	Repairs Billed to Others - (Credit)	N/A	N/A	(4,011)	N/A	(4,011)		(4,011)	320
321		Dismantling Retired Property	2				2		2	321
322		Other	1,102	357	30	(21)	1,468		1,468	322
323		TOTAL OTHER EQUIPMENT	6,102	6,502	91,783	94,241	198,628	4,752	203,380	323
324		TOTAL EQUIPMENT	127,384	141,766	545,435	308,319	1,122,904	6,948	1,129,852	324
TRANSPORTATION:										
TRAIN OPERATIONS										
401		Administration	6,836	74	3,883	2,787	13,580	330	13,910	401
402		Engine Crews	181,073	4	8,944	12,257	202,278	1,655	203,933	402
403		Train Crews	233,234	1,392	9,585	14,133	258,344	3,779	262,123	403
404		Dispatching Trains	27,339	85	3,426	6,297	37,147	279	37,426	404
405		Operating Signals and Interlockers	473	557	2,733		3,763	121	3,884	405
406		Operating Drawbndges	1,502		32	3	1,537		1,537	406
407		Highway Crossing Protection	840	4	163	9	1,016		1,016	407
408		Train Inspection and Lubrication	17,854	664	103	(1)	18,620	968	19,588	408
409	*	Locomotive Fuel	10,108	384,480	(77)		394,511	4	394,515	409
410		Electric Power PurchProd for Motive Power		2			2		2	410
411		Servicing Locomotives	24,803	14,098	283		39,184	405	39,589	411
412		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A		0		0	412
413		Cleaning Wrecks	736	229	6,173	54	7,192		7,192	413
414		Fringe Benefits	N/A	N/A	N/A	199,519	199,519	2,787	202,306	414
415		Other Casualties and Insurance	N/A	N/A	N/A	49,071	49,071	259	49,330	415
416		Joint Facility - Debit	N/A	N/A	16,438	N/A	16,438		16,438	416
417		Joint Facility - (Credit)	N/A	N/A	(16,219)	N/A	(16,219)		(16,219)	417
418		Other	13,870	1,402	8,512	(2,011)	21,773		21,773	418
419		TOTAL TRAIN OPERATIONS	518,668	402,991	43,977	282,118	1,247,754	10,587	1,258,341	419
YARD OPERATIONS										
420		Administration	8,833	73	1,541	884	11,331		11,331	420
421		Switch Crews	126,008		86	13	126,107	329	126,436	421

410. RAILWAY OPERATING EXPENSES - Continued

(Dollars in Thousands)

Line No.	Cross Check	Name of railway operating expense account	Freight					Passenger	Total	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		YARD OPERATIONS - Continued								
422		Controlling Operations	17,184	1	762		17,947	101	18,048	422
423		Yard Terminal Clerical	50,413	2,307	2,927		55,647		55,647	423
424		Operating Switches Signals, Retarders & Humps	2,194	182	403		2,779	1	2,780	424
425	*	Locomotive Fuel	44	20,892			20,936		20,936	425
426		Electric Power Purchased/Produced for Motive Power					0		0	426
427		Servicing Locomotives	171	921	16		1,108		1,108	427
428		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A		0		0	428
429		Cleaning Wrecks	530	169	2,501	12	3,212		3,212	429
430		Fringe Benefits	N/A	N/A	N/A	80,474	80,474	169	80,643	430
431		Other Casualties and Insurance	N/A	N/A	N/A	23,273	23,273		23,273	431
432		Joint Facility - Debit	N/A	N/A	18,718	N/A	18,718		18,718	432
433		Joint Facility - (Credit)	N/A	N/A	(5,097)	N/A	(5,097)		(5,097)	433
434		Other	3,707	34	202	(429)	3,514		3,514	434
435		TOTAL YARD OPERATIONS	209,084	24,579	22,059	104,227	359,949	600	360,549	435
		TRAIN AND YARD OPERATIONS COMMON								
501		Cleaning Car Interiors	36		2,441		2,477	1,046	3,523	501
502		Adjusting and Transferring Loads	110		2,223		2,333		2,333	502
503		Car Loading Devices and Grain Doors					0		0	503
504		Freight Lost or Damaged - All other	N/A	N/A	N/A	18,773	18,773		18,773	504
505		Fringe Benefits	N/A	N/A	N/A	36	36	362	398	505
506		TOTAL TRAIN AND YARD OPERATIONS COMMON	146	0	4,664	18,809	23,619	1,408	25,027	506
		SPECIALIZED SERVICE OPERATIONS								
507	*	Administration	15,039	216	2,186	993	18,434	N/A	18,434	507
508	*	Pick-Up and Delivery, and Manne Line Haul		64	83,417	4	83,485	N/A	83,485	508
509	*	Loading and Unloading Local Manne	1,734	409	38,393		40,536	N/A	40,536	509
510	*	Protective Services	1,455	4,479	158		6,092	N/A	6,092	510
511	*	Freight Lost or Damaged - Solely Related	N/A	N/A	N/A		0	N/A	0	511
512	*	Fringe Benefits	N/A	N/A	N/A	7,700	7,700	N/A	7,700	512
513	*	Casualties and Insurance	N/A	N/A	N/A	1,066	1,066	N/A	1,066	513
514	*	Joint Facility - Debit	N/A	N/A		N/A	0	N/A	0	514
515	*	Joint Facility - (Credit)	N/A	N/A		N/A	0	N/A	0	515
516	*	Other	109	455	2,303	308	3,175	N/A	3,175	516
517	*	TOTAL SPECIALIZED SERVICE OPERATIONS	18,337	5,623	126,457	10,071	160,488	N/A	160,488	517

410. RAILWAY OPERATING EXPENSES - Continued (Dollars in Thousands)										
Line No	Cross Check	Name of railway operating expense account	Freight					Passenger	Total	Line No.
			Salaries and wages (b)	Material, tools, supplies, fuels (c)	Purchased services (d)	General (e)	Total freight expense (f)			
ADMINISTRATIVE SUPPORT OPERATIONS										
518		Administration	63,081	913	7,810	9,207	81,011	98	81,109	518
519		Employees Perform Clerical & Accounting Functions	21,842	333	1,201	88	23,464	973	24,437	519
520		Communication System Operation	558	92	13,725	(2)	14,373	5	14,378	520
521		Loss and Damage Claims Processing	1,141		44		1,185		1,185	521
522		Fringe Benefits	N/A	N/A	N/A	28,597	28,597	384	28,981	522
523		Casualties and Insurance	N/A	N/A	N/A	(75)	(75)		(75)	523
524		Joint Facility - Debit	N/A	N/A		330	330		330	524
525		Joint Facility - (Credit)	N/A	N/A	(636)	N/A	(636)		(636)	525
526		Other	11,983	137	1,557	(1,096)	12,581		12,581	526
527		TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	98,605	1,475	24,031	36,719	160,830	1,460	162,290	527
528		TOTAL TRANSPORTATION	844,840	434,668	221,188	451,944	1,952,640	14,055	1,966,695	528
GENERAL AND ADMINISTRATIVE										
601		Officers - General and Administrative	14,224	8,583	23,271	15,284	61,362	1,261	62,623	601
602		Accounting, Auditing, and Finance	25,312	9	3,770	1,569	30,660	217	30,877	602
603		Management Services and Data Processing	31,155	250	19,240	1,999	52,644	213	52,857	603
604		Marketing	24,684	135	3,567	5,879	34,265		34,265	604
605		Sales	221		103	1,037	1,361		1,361	605
606		Industrial Development	1,118	(4)	(61)	87	1,140	N/A	1,140	606
607		Personnel and Labor Relations	12,483	402	4,277	4,239	21,401	607	22,008	607
608		Legal and Secretarial	9,184	154	31,620	3,733	44,691	313	45,004	608
609		Public Relations and Advertising	1,156	2	38	469	1,665		1,665	609
610		Research and Development	403	56	4,196	126	4,781		4,781	610
611		Fringe Benefits	N/A	N/A	N/A	46,679	46,679	185	46,864	611
612		Casualties and Insurance	N/A	N/A	N/A	5,434	5,434		5,434	612
613		Write-down of Uncollectible Accounts	N/A	N/A	N/A	5,236	5,236		5,236	613
614		Property Taxes	N/A	N/A	N/A	82,168	82,168	342	82,510	614
615		Other Taxes Except on Corp. Income or Payroll	N/A	N/A	N/A	30,471	30,471	59	30,530	615
616		Joint Facility - Debit	N/A	N/A	1,187	N/A	1,187		1,187	616
617		Joint Facility - (Credit)	N/A	N/A	(163)	N/A	(163)		(163)	617
618		Other	11,803	1,907	4,845	457,404	475,959		475,959	618
619		TOTAL GENERAL AND ADMINISTRATIVE	131,743	11,494	95,890	661,814	900,941	3,197	904,138	619
620	*	TOTAL CARRIER OPERATING EXPENSES	1,305,268	666,354	990,433	1,977,929	4,939,984	27,885	4,967,669	620

410. Notes and Remarks

The accounting and reporting for merger, severance, and asset charges and its impact on Railroad Operating Expenses, Schedule 410 is as follows:

	<u>Amount</u>	<u>Form R-1, Schedule 410</u>
Merger and Severance Charges	477,441	General and administrative--other Line 618, column (e)
Asset charges	105,022	Way and structures - depreciation Line 136, column (e)
	29,105	Line 138, column (e)
	<u>134,127</u>	
	25,334	Other equipment - depreciation Line 317, column (e)
Total asset charges	<u>159,461</u>	
Other merger charges	<u>34,270</u>	Way and structures - lease rent debits Line 120, column (d)
Total merger, severance, and asset charges	<u><u>671,172</u></u>	

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412. WAY AND STRUCTURES

(Dollars in Thousands)

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

Line No	Cross Check	Property account	Category (a)	Depreciation (b) **	Lease/Rentals (net) (c) ***	Amortization adjustment during year (d)	Line No
1		2	Land for transportation purposes	N/A			1
2		3	Grading	5,174			2
3		4	Other right-of-way expenditures	95			3
4		5	Tunnels and subways	516			4
5		6	Bridges, trestles, and culverts	8,407			5
6		7	Elevated structures	0			6
7		8	Ties	65,653			7
8		9	Rail and other track material	208,224			8
9		11	Ballast	40,425			9
10		13	Fences, snowsheds and signs	177			10
11		16	Station and office buildings	12,281	64,149		11
12		17	Roadway buildings	611			12
13		18	Water stations	76			13
14		19	Fuel stations	1,864			14
15		20	Shops and enginehouses	27,019			15
16		22	Storage warehouses	0			16
17		23	Wharves and docks	1			17
18		24	Coal and ore wharves	414			18
19		25	TOFC/COFC terminals	5,185			19
20		26	Communications systems	10,683	7,395		20
21		27	Signals and interlockers	14,421			21
22		29	Power plants	67			22
23		31	Power transmission systems	150			23
24		35	Miscellaneous	1,192			24
25		37	Roadway machines	2,892	4,177		25
26		39	Public improvements, construction	1,525			26
27		45	Power plant machines	51			27
28		-	Other lease/rentals	N/A	(1,313)	N/A	28
29		-	TOTAL	407,103	74,408	0	29

** Includes merger related asset charges as discussed in the notes to schedule 210 in the following lines and amounts: 8 - \$105,022, 11 - \$3,307, 15 - \$23,243, 19 - \$2,555

*** Line 11 includes \$34,270 for other merger related charges as discussed in the notes to schedule 210

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 and privately owned equipment (reporting for leased equipment covers equipment that carrier on railroad markings)
 3 The gross amounts receivable and payable for freight-train cars (line 19, column (b) through (d), and line 19, columns (c) through (g), respectively) should balance with Schedule 410, column (f), lines 231 (credits) and 230 (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f), lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of Schedule 410 because those lines include rents for "Other Equipment" 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			GROSS AMOUNTS PAYABLE			Line No
			Private line cars (b)	Per diem basis Mileage (c)	Time (d)	Private line cars (e)	Per diem basis Mileage (f)	Time (g)	
CAR TYPES									
1		Box - Plain 40 foot		0	13	0	0	0	1
2		Box - Plain 50 foot and longer		484	2,272	4,855	3,374	8,844	2
3		Box - Equipped		3,635	14,641	2	8,933	21,077	3
4		Gondola - Plain		312	1,019	629	1,570	2,503	4
5		Gondola - Equipped		1,334	5,141	3	2,940	5,087	5
6		Hopper - Covered		5,688	21,250	21,214	5,663	20,647	6
7		Hopper - Open top - General service		1,638	3,242	25	660	1,789	7
8		Hopper - Open top - Special service		173	183	22	100	229	8
9		Refrigerator - Mechanical		1,259	1,872	22	368	636	9
10		Refrigerator - Non-mechanical		1,308	2,927	3,526	1,653	4,514	10
11		Flat TOFC/COFC		1,730	9,614	55,006	2,820	9,951	11
12		Flat multi-level		0	0	12,280	531	632	12
13		Flat - General service		27	62	177	135	228	13
14		Flat - Other		797	4,063	13,610	2,216	6,102	14
15		Tank - Under 22,000 gallons		0	0	13,872	1	1	15
16		Tank - 22,000 gallons and over		15	71	16,400	0	0	16
17		All other freight cars		5	27	9	60	129	17
18		Auto racks		0	6,277	0	0	8,772	18
19		TOTAL FREIGHT TRAIN CARS		18,405	72,674	141,662	31,022	91,151	19
OTHER FREIGHT-CARRYING EQUIPMENT									
20		Refrigerated trailers		0	0	0	0	26	20
21		Other trailers		0	5,029	7,692	0	5,123	21
22		Refrigerated containers		0	0	0	0	0	22
23		Other containers		0	0	0	0	0	23
24	*	TOTAL TRAILERS AND CONTAINERS		0	5,029	7,692	0	5,149	24
25		GRAND TOTAL (LINES 19 AND 24)		18,405	77,703	149,354	31,022	96,300	25

NOTES AND REMARKS

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GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 415

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

415. SUPPORTING SCHEDULE-EQUIPMENT (Dollars in Thousands)							
Line No	Cross Check	Types of equipment (a)	Repairs (net expense) (b)	Depreciation		Amortization	Line No
				Owned ** (c)	Capitalized lease (d)	Adj. net during year (e)	
		LOCOMOTIVES					
1		Diesel Locomotive - Yard	7,472	99			1
2		Diesel Locomotive - Road	200,090	30,697	4,639		2
3		Other Locomotive - Yard					3
4		Other Locomotive - Road					4
5	*	TOTAL LOCOMOTIVES	207,562	30,796	4,639	0	5
		FREIGHT TRAIN CARS					
6		Box - Plain 40 foot	37	(7)			6
7		Box - Plain 50 foot and longer	809	1,812			7
8		Box - Equipped	14,110	(572)			8
9		Gondola - Plain	4,404	1,922			9
10		Gondola - Equipped	8,411	2,244			10
11		Hopper - Covered	24,978	6,402			11
12		Hopper - Open Top - General Service	8,868	400			12
13		Hopper - Open Top - Special Service	2,606	1,514			13
14		Refrigerator - Mechanical	3,872	1,043			14
15		Refrigerator - Nonmechanical	1,475	631			15
16		Flat TOFC/COFC	240	94			16
17		Flat Multi-Level	187				17
18		Flat - General Service		(1,055)			18
19		Flat - Other	3,932	3,760			19
20		All Other Freight Cars	584	(465)			20
21		Cabooses	382	1,155			21
22		Auto Racks		1,905			22
23		Miscellaneous Accessories		378			23
24	*	TOTAL FREIGHT TRAIN CARS	74,895	20,961	0	0	24
		OTHER EQUIPMENT-REVENUE FREIGHT					
25		Refrigerated Trailers					25
26		Other Trailers	15,308	16			26
27		Refrigerated Containers					27
28		Other Containers					28
29		Bogies					29
30		Chassis	3,293	127			30
31		Other Highway Equipment (Freight)					31
32	*	TOTAL HIGHWAY EQUIPMENT	18,601	143	0	0	32
		FLOATING EQUIPMENT -REVENUE SERVICE					
33		Manne Line Haul					33
34		Local Manne					34
35	*	TOTAL FLOATING EQUIPMENT	0	0	0	0	35
		OTHER EQUIPMENT					
36	*	Passenger and Other Revenue Equipment (Freight Portion)	123				36
37	*	Computer Systems and Word Proc Equip	14,309	60,576			37
38	*	Machinery - Locomotives		2,635			38
39	*	Machinery - Freight Cars		470			39
40	*	Machinery - Other Equipment	5,906	60			40
41	*	Work and Other Non-Revenue Equipment	12,520	25,043			41
42		TOTAL OTHER EQUIPMENT	32,858	88,784	0	0	42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	333,916	140,684	4,639	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

** Includes merger related asset charges as discussed in the notes to schedule 210 in the following lines and amounts 37 - \$23,910, 41 - \$1,424

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			21,487		15,347		1
2		170,438	317,122	220,360	284,709	38,405	2
3							3
4							4
5		170,438	338,609	220,360	300,056	38,405	5
6		52	655		9		6
7		10,751	1,751		2,323		7
8		5,598	114,705		72,166		8
9		14,846	7,249		2,043		9
10		1,897	88,899		47,587		10
11		83,949	364,368		199,906		11
12		2,695	101,366		56,452		12
13		1,570	38,824		11,593		13
14		1,622	41,501		31,652		14
15			45,203		32,405		15
16		3,519	881		692		16
17							17
18			3,918		1,691		18
19		4,120	61,318		32,800		19
20		39	22,416		11,809		20
21		144	18,678		10,432		21
22		2,717	18,565		8,877		22
23			6,404		(863)		23
24		133,519	936,701	0	521,574	0	24
25							25
26		39,260	1		(37)		26
27							27
28							28
29							29
30			1,965		1,542		30
31							31
32		39,260	1,966	0	1,505	0	32
33							33
34							34
35		0	0	0	0	0	35
36							36
37		3,572	235,706		142,043		37
38			25,905		10,170		38
39			43,410		16,415		39
40			4,236		1,323		40
41			318,381		141,863		41
42		3,572	627,638	0	311,814	0	42
43		346,789	1,904,914	220,360	1,134,949	38,405	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)

58

Road Initials: BNRR Year 1995

Line No.	Density category (Class)	Account No. (b)	Owned and used			Improvements to leased property			Capitalized leases			TOTAL		
			Inv. Base (c)	Accum. Depr. (d)	Depr. rate % (e)	Inv. Base (f)	Accum. Depr. (g)	Depr. rate % (h)	Inv. Base (i)	Current year Amort. (j)	Accum. Amort. (k)	Inv. Base (l)	Accum. depr. & Amort. (m)	Line No.
1	I	3	209,294	72,799	1.27							209,294	72,799	1
2		8	609,096	273,115	4.41							609,096	273,115	2
3		9	1,521,408	722,445	3.84							1,521,408	722,445	3
4		11	360,858	159,963	5.39							360,858	159,963	4
5	SUB-TOTAL		2,700,656	1,228,322								2,700,656	1,228,322	5
6	II	3	227,895	120,786	1.27	602	120	1.27				228,497	120,906	6
7		8	647,919	148,433	4.20	2,811	264	4.20				650,730	148,697	7
8		9	1,158,348	414,228	2.31	7,655	661	2.31				1,166,003	414,889	8
9		11	407,331	76,774	4.64	1,922	48	4.64				409,253	76,822	9
10	SUB-TOTAL		2,441,493	760,221		12,990	1,093					2,454,483	761,314	10
11	III	3	-	N/A	N/A		N/A	N/A		N/A				11
12		8	-	N/A	N/A		N/A	N/A		N/A				12
13		9	-	N/A	N/A		N/A	N/A		N/A				13
14		11	-	N/A	N/A		N/A	N/A		N/A				14
15	SUB-TOTAL		-	N/A	N/A		N/A	N/A		N/A				15
16	IV	3	62,251	26,338	1.27							62,251	26,338	16
17		8	100,555	50,155	3.14							100,555	50,155	17
18		9	217,593	56,142	3.22							217,593	56,142	18
19		11	57,127	19,553	3.55							57,127	19,553	19
20	SUB-TOTAL		437,526	152,188								437,526	152,188	20
21	V	3	10,086	3,834	1.27							10,086	3,834	21
22		8	16,500	8,514	3.14							16,500	8,514	22
23		9	33,265	8,148	2.97							33,265	8,148	23
24		11	7,916	3,183	3.55							7,916	3,183	24
25	SUB-TOTAL		67,767	23,679								67,767	23,679	25
26	GRAND TOTAL		5,647,442	2,164,410	N/A	12,990	1,093	N/A				5,660,432	2,165,503	26

Note: The depreciation rate used for account 3 in 1994 does not have ICC approval. The rate is under ICC review and any adjustments to the rate will be reflected in 1995 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 (i) 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. The total expenses in column (i) should balance with the respective line items in Schedule 410, Railway Operating Expenses
- 4 Report in column (b), line 2, the expenses incurred in highway movements of trailers and containers performed at the expense of the reporting railroad within a terminal area for the purpose of pick-up, delivery or highway interchange service. Report in column (b), line 3, the expenses incurred in operating facilities for handling trailers and/or containers, including storage expenses. See schedule 755, note R.
- 5 The operation of floating equipment in line-haul service (between distinct terminals) should be reported in column (c) on line 2. Floating operations conducted within a general terminal or harbor area should be reported in column (c), line 3
- 6 Report in column (g), line 3, the expenses incurred by the railroad in loading and unloading automobiles, trucks, etc. to and from bi-level and tri-level auto rack cars. Report on line 2, column (g), the expense incurred by the railroad in moving automobiles, etc. between bi-level and tri-level loading and unloading facilities over the highway to shippers, receivers or connecting carriers. Report in column (f) operating expenses for land facilities in support of floating operations, including the operation of docks and wharves
- 7 Report on line 4, column (b), the expenses 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
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	
1	*	Administration	17,358		221	213		250	392		18,434	1
2	*	Pick up and delivery, marine line haul	83,471		7	7			N/A		83,485	2
3	*	Loading and unloading and local marine	23,705		1,426	1,370		14,035	N/A		40,536	3
4	*	Protective services, total debit and credits							6,092		6,092	4
5	*	Freight lost or damaged—solely related										5
6	*	Fringe benefits	6,104		445	428			723		7,700	6
7	*	Casualty and insurance	167		110	106		150	533		1,066	7
8	*	Joint facility - Debit										8
9	*	Joint facility - Credit										9
10	*	Other	2,981		41	40		50	63		3,175	10
11	*	TOTAL	133,786		2,250	2,164		14,485	7,803		180,488	11

NOTES AND REMARKS

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450. ANALYSIS OF TAXES
(Dollars in Thousands)

A. Railway Taxes

Line No.	Cross Check	Kind Of Tax (a)	Amount (b)	Line No.
1		Other than U.S. Government Taxes	145,143	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax and Surtax	243,178	2
3		Excess Profits		3
4		Total - Income Taxes lines 2 - 3	243,178	4
5		Railroad Retirement	289,796	5
6		Hospital Insurance	23,938	6
7		Supplemental Annuities	19,571	7
8		Unemployment Insurance	2,136	8
9		All Other United States Taxes	5,955	9
10		Total - U.S. Government Taxes	584,574	10
11		Total - Railway Taxes	729,717	11

B. Adjustments to Federal Income Taxes

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

Line No.	Particulars (a)	Beginning Of Year Balance (b)	Net Credits Charges For Current Year (c)	Adjustments (d)	End Of Year Balance (e)	Line No.
1	Accelerated depreciation. Sec. 167 I.R.C.. Guideline lives pursuant to Rev. Proc. 62-21	1,445,592	(1,865)	(57,020)	1,386,707	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	27,559	4,340		31,899	6
7	Expenses Deductible In Different Periods	(320,211)	(125,335)	15,033	(430,513)	7
8	Taxable Sale and Leaseback	(471)			(471)	8
9						9
10	State Deferred Taxes, Net of					10
11	Federal Tax Benefit	111,806	(11,185)	(4,038)	96,583	11
12						12
13						13
14						14
15						15
16						16
17						17
18	Investment Tax Credit*					18
19	TOTALS	1,264,275	(134,045)	(46,025)	1,084,205	19

0

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

* Footnotes:

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

- 0 -

If deferral method for investment tax credit was elected:

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

N/A

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

N/A

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

N/A

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

N/A

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

N/A

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

- 0 -

- (d) Adjustment is to reflect income taxes on "Cumulative Effect of Change in Accounting" in ICC Account 592 and conversion from cost to equity method of accounting for investment in TTX Company.

Cumulative Effect of Change in Accounting

Federal Income Tax	(\$56,923)
State Income Tax (net of federal tax)	<u>(5,474)</u>
	<u>(62,397)</u>

Conversion to Equity

Federal Income Tax	14,936
State Income Tax (net of federal tax)	<u>1,436</u>
	<u>16,372</u>

TOTAL	<u><u>(\$46,025)</u></u>
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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	592	Cumulative Effect of Changes in Accounting Principles	100,519		1
2		Effective January 1, 1995, BNRR changed its accounting method for periodic major			2
3		locomotive overhauls. Under the new method, costs of owned locomotives relating to			3
4		components requiring major overhaul are depreciated, on a straight-line basis, to the first			4
5		major overhaul date. The remaining cost of the owned locomotive is depreciated, on a			5
6		straight-line basis, over the estimated economic life of the locomotive. The cost of overhauls			6
7		on owned units are then capitalized when incurred and depreciated, on a straight-line basis,			7
8		until the next anticipated overhaul. In addition, estimated costs for major overhauls on leased			8
9		units are accrued on a straight-line basis over the life of the leases. BNRR previously expensed			9
10		locomotive overhauls when the costs were incurred. BNRR believes that this change is			10
11		preferable because it improves the matching of expenses incurred to revenues earned. The			11
12		cumulative effect of this change on years prior to 1995 was a reduction in net income			12
13		of \$100 million (net of a \$63 million income tax benefit). The effect of this change for the year			13
14		ended December 31, 1995, was to reduce income before the cumulative change in			14
15		accounting method by \$26 million.			15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
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24					24
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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	Description	Amount of contingent liability	Sole or joint contingent liability	Line No.
(a)	(b)	(c)	(d)		
1	Terminal RR Assn of St. Louis				1
2	Burlington Northern Railroad	Sinking Fund and Interest	1,034	Joint	2
3	CSX Transportation, Inc.	on Refdg. and Imp. Mgtg.			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					12
13					13
14					14
15					15
16					16
17					17
18					18
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25					25
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27					27
28					28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38

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	Names of all guarantors and sureties	Amount contingent liability of guarantors	Sole or joint contingent liability	Line No.
(a)	(b)	(c)	(d)		
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 maintained an effective program for the issuance, from time to time, of commercial paper. These borrowings were supported by Railroad's bank revolving credit agreements. Outstanding commercial paper balances were considered as reducing available borrowing under these agreements. The bank short-term revolving credit agreement allowed borrowings of up to \$300 million on a short-term basis. The credit agreements were terminated on November 21, 1995. No new commercial paper was issued after November 21, 1995. Support for the commercial paper outstanding on November 21, 1995, was provided by \$2.5 billion in BNSF bank revolving credit agreements. The maturity value of commercial paper outstanding at December 31, 1995 was \$227.5 million and was paid off at maturity in 1996.

The commercial paper program is further summarized as follows for the year ended December 31, 1995.

Weighted average interest rate at 12/31/95	6.076%
Maximum outstanding during the year	\$ 725 million
Weighted daily average interest rate during the year	6.055%

NOTES AND REMARKS

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

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

I. Debt Outstanding at End of Year:

Line #	Account No.	Title	Source	Balance at Close of Year
1	751	Loans and Notes Payable	Sch. 200, L. 30	0
2	764	Equipment Obligations and Other Long Term Debt due Within One Year	Sch. 200, L. 39	25,995
3	765/767	Funded Debt Unmatured	Sch. 200, L. 41	763,870
4	766	Equipment Obligations	Sch. 200, L. 42	21,840
5	766.5	Capitalized Lease Obligations	Sch. 200, L. 43	139,392
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 Discount	Sch. 200, L. 46	(44,720)
9		Total Debt	Sum L. 1-8	906,377
10		Debt Directly Related to Road Property	Note 1.	458,238
11		Debt Directly Related to Equipment	Note 1.	202,216
12		Total Debt Directly Related to Road & Equipment	Sum L. 10 and L. 11	660,454
13		Percent Directly Related to Road	L. 10 div. by L. 12 (Whole % + 2 decimals)	69.38
14		Percent Directly Related to Equipment	L. 11 div. by L. 12 (Whole % + 2 decimals)	30.62
15		Debt Not Directly Related to Road or Equipment	L. 9 - L. 12	245,923
16		Road Property Debt (Note 2)	(L. 13 x L. 15) plus L. 10	628,859
17		Equipment Debt (Note 2)	(L. 14 x L. 15) plus L. 11	277,518

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	86,367
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	86,367
22		Interest Directly Related to Road Property Debt	Note 4	32,339
23		Interest Directly Related to Equipment Debt	Note 4	9,402
24		Interest Not Directly Related to Road or Equipment Property Debt	L. 21 - (L. 22 + L. 23)	44,626
25		Interest on Road Property Debt (Note 5)	L. 22 + (L. 24 x L. 13)	63,301
26		Interest on Equipment Debt (Note 5)	L. 23 + (L. 24 x L. 14)	23,066
27		Embedded Rate of Debt Capital - Road Property	L. 25 div. by L. 16	10.07
28		Embedded Rate of Debt Capital - Equipment	L. 26 div. by L. 17	8.31

Note 1. Directly related means the purpose which the funds were used when the debt was issued
Note 2. Line 16 plus Line 17 must equal Line 9.

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

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

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

NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 512

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

To be excluded are payments for the following types of services

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

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

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

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

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

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

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

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

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

SCHEDULE 512. TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT FOR SERVICES RECEIVED OR PROVIDED						
Line No.	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)
1	1BN Leasing Corporation		Common	Railroad Rolling Stock (Rental)	46,903	8,725 (P)
2						
3				Road Property (Rental)	3,401	0 (P)
4						
5				Branch Lines (Rental)	4,974	1,657 (P)
6						
7				Industrial Land (Rental)	2,907	867 (P)
8						
9				Computers (Rentals)	6,991	1,165 (P)
10						
11				Note Receivable-Interest	6,993	1,858 (R)
12						
13				Administrative Services	120	0 (R)
14						
15						
16						
17	17BN		Controlled	Seattle Office Lease	986	0 (P)
18						
19						
20						
21						
22						
23						
24						
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	19,957	1,848	39	2,011	1,932	3,512	29,299	1
2	1J	3/4						5	5	2
3	1J	2/3						14	14	3
4	1J	1/2	229	91		21	39	141	521	4
5	1J	1/3	14			3	7	26	50	5
6	1J	1/4					1	55	56	6
7	1J	2/5							0	7
8		TOTAL 1J	243	91	0	24	47	241	646	8
9		TOTAL 1 AND 1J	20,200	1,939	39	2,035	1,979	3,753	29,945	9
10	2		4				1	5	10	10
11	3		211	2		18	19	7	257	11
12	4		381			3	42	15	441	12
13	5		1,404	250	2	68	74	131	1,929	13
57		GRAND TOTAL	22,200	2,191	41	2,124	2,115	3,911	32,582	57
58		MILES OF ELECTRIFIED ROAD OF TRACK INCLUDED IN PRECEDING GRAND TOTAL			NONE					58

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

Line No	Class	Proportion owned or leased by Respondent	Running tracks, passing tracks, cross-overs, etc				Miles of way switching tracks	Miles of yard switching tracks	TOTAL	Line No.
			Miles of road	Miles of second main track	Miles of all other main tracks	Miles of passing tracks, cross-overs, and turnouts				
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	
1	1		104	10		8	5	21	148	1
2	1J	1/2	6			1			7	2
3		TOTAL CLASS 1	110	10	0	9	5	21	155	3
4	2		4				1	5	10	4
5	5		70	2		5	6		83	5
57		GRAND TOTAL CANADIAN MILES	184	12	0	14	12	26	248	57

702. MILES OF ROAD AT CLOSE OF YEAR - BY STATES AND TERRITORIES (SINGLE TRACK)											
Give particulars, as of the close of the year, of all road operated and of all owned but not operated. The respondent's proportion of operated road held by it as joint or common owner, or under a joint lease, or under any joint arrangement, should be shown in columns (b), (c), (d), or (e), as may be appropriate. The remainder of jointly operated mileage should be shown in column (f). Respondent's proportion of road jointly owned, not operated, should be shown in column (h), as may be appropriate. Mileage which has been permanently abandoned should not be included in column (h). Mileage should be reported to the nearest WHOLE mile adjusted to accord with footings; i.e., counting one-half mile and over as a whole mile and disregarding any fraction less than one-half mile.											
Line No.	Cross Check	State or territory (a)	Line owned (b)	Line of proprietary companies (c)	Line operated under lease (d)	Line operated under contract, etc. (e)	Line operated under trackage rights (f)	Total mileage operated (g)	Line owned, not operated by respondent (h)	New line constructed during year (i)	Line No.
1		Alabama	335				178	513			1
2		Arkansas	208					208			2
3		California	99				1	100			3
4		Colorado	586				125	711			4
5		Florida	44				28	72			5
6		Idaho	365				2	367	33		6
7		Illinois	1,085				90	1,175			7
8		Iowa	540		127	6	39	712			8
9		Kansas	557				25	582			9
10		Kentucky	13					13			10
11		Minnesota	1,872		36		259	2,167	3		11
12		Mississippi	179					179			12
13		Missouri	1,470				27	1,497			13
14		Montana	2,135				1	2,136	474		14
15		Nebraska	2,285				2	2,287			15
16		New Mexico	83					83			16
17		North Dakota	2,325				16	2,341	650		17
18		Oklahoma	797				61	858	189		18
19		Oregon	485				127	612			19
20		South Dakota	591			364	25	980			20
21		Tennessee	16					16			21
22		Texas	817			11	135	963			22
23		Washington	1,970		48		187	2,205			23
24		Wisconsin	267				6	273			24
25		Wyoming	966					966			25
26		British Columbia	110				1	111			26
27		Manitoba		4			69	73			27
28											28
29											29
30											30
31											31
32		TOTAL MILEAGE (single track)	20,200	4	211	381	1,404	22,200	1,349	0	32

NOTES AND REMARKS

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INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data

- 1 Give particulars of each of the various classes of equipment which respondent owned or leased during the year
- 2 In column (c) give the number of units purchased new or built in company shops In column (d) give the number of new units leased from others The term "new" means a unit placed in service for the first time on any railroad
- 3 Units leased to others for a period of one year or more are reportable in column (i) Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (h) Units rented from others for a period less than one year should not be included in column (i)
- 4 For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units A "B" unit is similar to an "A" unit, but not equipped for use singly or as a lead locomotive unit A "B" unit may be equipped with hostler controls for independent operation at terminals.
- 5 A "self-propelled car" is a rail motor car propelled by electric motors receiving power from a third rail or overhead, or internal combustion engines located on the car itself Trailers equipped for use only in trains of cars that are self-propelled are to be included as self-propelled equipment
- 6 A "diesel" unit includes all units propelled by diesel internal combustion engines irrespective of final drive or wheel 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 (i), 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 (i) = Line 11, column (i)
 Line 6, column (i) = Line 12, column (i)
 Line 7, column (i) = Line 13, column (i)
 Line 8, column (i) = Line 14, column (i)
 Line 9, column (i) = Line 15, column (i)
 Line 10, column (i) = Line 16, column (i)

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

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

710 INVENTORY OF EQUIPMENT UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS														
Line No	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year				Line No.	
				Units installed					Owned and used (h)	Leased from others (i)	Total in service of respondent (col. (h)&(i)) (j)	Aggregate capacity of units reported in col. (j) (see ins. 7) (k)		Leased to others (l)
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)							
1		Locomotive Units	2,002		203		18	36	600	1,587	2,187	6,575,957	1	
2		Diesel-freight units	0								0		2	
3		Diesel-passenger units	206					2	146	58	204	353,350	3	
4		Diesel-multiple purpose units	183						176	7	183	228,356	4	
5	*	Diesel-switching units	2,391	0	203	0	18	38	922	1,652	2,574	7,157,663	5	
6	*	TOTAL (lines 1 to 4) units									0		6	
7	*	Electric-locomotives									0		7	
8	*	Other self-powered units									0		8	
9	*	TOTAL (lines 5, 6 and 7)	2,391	0	203	0	18	38	922	1,652	2,574	7,157,663	9	
10	*	Auxiliary units	11							11	11	N/A	10	
	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	2,402	0	203	0	18	38	922	1,663	2,585	N/A	0	
DISTRIBUTION OF LOCOMOTIVE UNITS IN SERVICE OF RESPONDENT AT CLOSE OF YEAR, ACCORDING TO YEAR BUILT, DISREGARDING YEAR OF REBUILDING														
Line No	Cross Check	Type or design of units (a)	Before Jan 1, 1975 (b)	Between Jan. 1, 1975 and Dec. 31, 1979				Between Jan. 1, 1980 and Dec. 31, 1984 (d)	During Calendar Year				TOTAL (l)	Line No.
				Between Jan. 1, 1975 and Dec. 31, 1979 (c)	Between Jan. 1, 1985 and Dec. 31, 1989 (e)	Between Jan. 1, 1990 and Dec. 31, 1994 (f)	1995 (g)		1996 (h)	1997 (i)	1998 (j)	1999 (k)		
11	*	Diesel	654	686	461	143	420	210					2,574	11
12	*	Electric											0	12
13	*	Other self-powered units											0	13
14	*	TOTAL (lines 11 to 13)	654	686	461	143	420	210	0	0	0	0	2,574	14
15	*	Auxiliary units					11						11	15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	654	686	461	143	431	210	0	0	0	0	2,585	16

710. INVENTORY OF EQUIPMENT-Continued														
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS														
Line No.	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year					Units at Close of Year				Line No.	
				Units installed			Units retired from service of respondent whether owned or leased, including re-classification (g)	Owned and used (h)	Leased from others (i)	Total in service of respondent (col. (h)&(i)) (j)	Aggregate capacity of units reported in col. (j) (see ins. 7) (k)	Leased to others (l)		
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)								All other units including re-classification and second hand units purchased or leased from others (f)
		PASSENGER-TRAIN CARS												
17		Non-Self-Propelled Coaches (PA, PB, PBO)	141								141	141	20,168	17
18		Combined cars										0		18
19		(All class C, except CSB)										0		19
20		Parlor cars (PBC, PC, PL, PO)										0		20
		Sleeping cars (PS, PT, PAS, PDS)										0		
21		Dining grill and lavem cars										0		21
		(All class D, PD)												
22		Non-passenger-carrying cars										0		22
		(All class B, CSB, M, PSA, IA)										0		
23		TOTAL (lines 17 to 22)	141	0	0	0	0	0	0	141	141	20,168	0	23
		Self-Propelled												
24		Electric passenger cars										0		24
		(EP, ET)										0		
25		Electric combined cars (EC)										0		25
		Internal combustion rail motorcars										0		
26		(ED, EG)										0		26
		Other self-propelled cars										0		
27		(Specify types)										0		27
28		TOTAL (lines 24 to 27)	0	0	0	0	0	0	0	0	0	0	0	28
29		TOTAL (lines 23 and 28)	141	0	0	0	0	0	0	141	141	20,168	0	29
		COMPANY SERVICE CARS												
30		Business cars (PV)	19				7		26	26		N/A		30
31		Board outfit cars (MWX)	315					67	248	248		N/A		31
32		Derrick and snow removal cars (MWJ, MWV, MWW, MWK)	97					1	96	96		N/A		32
		Dump and ballast cars (MWB, MWD)	1,177					30	1,117	1,147		N/A		33
34		Other maintenance and service equipment cars	2,932	2			286	144	2,871	3,076		N/A		34
35		TOTAL (lines 30 to 34)	4,540	2	0	0	293	242	4,358	4,593		N/A	0	35

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

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 (j).

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

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Time-mileage cars (b)	All others (c)	Units installed				
					New units purchased or built (d)	New or rebuilt units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, including reclassification and second hand units purchased or leased from others (g)	
FREIGHT TRAIN CARS									
36		Plain box cars - 40' (B1, B2)	266					250	36
37		Plain box cars - 50' and longer (B3 0-7, B4 0-7, B5, B6, B7, B8)	2,725					129	37
38		Equipped box cars (All Code A, Except A, 5)	5,922			300		109	38
39		Plain gondola cars (All Codes G & J, 1, J, 2, J, 3, and J, 4)	4,220	18		960		1	39
40		Equipped gondola cars (All Code E)	3,104				70	1,624	40
41		Covered hopper cars (All Code C, 1, C, 2, C, 3, C, 4)	32,028			1,000		2,021	41
42		Open top hopper cars-general service (All Code H)	6,898			1			42
43		Open top hopper cars-special service (All codes J-O, and All Code K)	1,242			120			43
44		Refrigerator cars-mechanical (R, 5, R, 6, R, 7, R, 8, R, 9)	1,432					349	44
45		Refrigerator cars-non-mechanical (R, 0, R, 1, R, 2)	1,804	66				10	45
46		Flat cars-TOFC/COFC (All Codes P, Q & S, Except Q8)	781			10		4	46
47		Flat cars-multi-level (All Code V)							47
48		Flat cars-general service (F10, F20, F30)	282						48
49		Flat cars-other (F, 1, F, 2, F, 3, F, 4, F, 5, F, 6, F, 8, F40)	3,195			488		1	49
50		Tank cars-under 22,000 gallons (T, 0, T, 1, T, 2, T, 3, T, 4, T, 5, Except T000)							50
51		Tank cars-22,000 gallons and over (T, 6, T, 7, T, 8, T, 9)	206						51
52		All other freight cars (A, 5, F, 7, All Code L and Q8)	261	119				483	52
53		TOTAL (lines 36 to 52)	64,366	203	0	2,879	70	4,981	53
54		Caboose(All Code M-930)	N/A	458					54
55		TOTAL (lines 53, 54)	64,366	661	0	2,879	70	4,981	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									36
		291	214	11	225		12,200		
37		406	155	2,293	2,448		177,138		37
38		205	4,931	1,195	6,126		488,463		38
39		1,663	368	3,168	3,518	18	349,559		39
40		89	4,304	405	4,709		440,254		40
41		956	16,177	17,916	34,093		3,374,184		41
42		1,134	5,190	575	5,765		561,719		42
43		3	1,025	334	1,359		133,671		43
44		21	1,415	345	1,760		122,111		44
45		182	1,697	1	1,636	62	127,658		45
46		1	42	752	794		183,202		46
47									47
48		28	254		254		13,650		48
49		494	2,310	880	3,190		282,439		49
50									50
51		(1)	177	30	207		19,855		51
52		10	846	7	734	119	65,867		52
53		5,482	39,105	27,912	66,818	199	6,351,970	0	53
54		54	404		N/A	404	N/A		54
55		5,536	39,509	27,912	66,818	603	6,351,970	0	55

710. INVENTORY OF EQUIPMENT - Continued

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

Line	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		2,364					59
60		Dry van U2, Z, Z6, 1-6	9,099					2,390	60
61		Flat bed U3, Z3	381						61
62		Open bed U4, Z4							62
63		Mechanical refrigerator U5, Z5							63
64		Bulk U0, Z0	45						64
65		Insulated U7, Z7	255					45	65
66		Tank (1) Z0, U6							66
67		Other trailer and container (Special equipped dry van U9, Z8, Z9)	85			3		1	67
68		Tractor							68
69		Truck							69
70		TOTAL (lines 59 to 69)	9,865	2,364	0	3	0	2,436	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		1		57
58		0	1	0	N/A	1	0	58
59		1,110	313	941		1,254	15,448	59
60		1,159	1	10,329	10,330		311,111	60
61				381	381		9,650	61
62								62
63								63
64		45						64
65		44		256	256		6,553	65
66								66
67		1		88	88		279	67
68								68
69								69
70		2,359	314	11,995	11,055	1,254	343,041	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	WORK EQUIPMENT					1
2	LOCOMOTIVE CRANES	2	317	2,719	P	2
3						3
4						4
5						5
6						6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24
25	TOTAL	2	N/A	2,719	N/A	25
REBUILT UNITS						
26	FREIGHT CARS					26
27	E520 EQUIPPED GONDOLAS	70	2,388	1,953	C	27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38	TOTAL	72	N/A	1,953	N/A	38
39	GRAND TOTAL	72	N/A	4,672	N/A	39

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

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

Track category 1

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

Potential abandonments - Route segments identified by railroads as potentially subject to abandonment as required by Section 10904 of the Interstate Commerce Act.

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

720. TRACK AND TRAFFIC CONDITIONS

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

Line No.	Track Category (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton-miles per track-mile* (use two decimal places) (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders at end of period (e)	Line No.
1	A	11,676	45.07	56.85	18.8	1
2	B	4,498	11.26	54.34	11.4	2
3	C	2,632	2.34	39.93	22.3	3
4	D	6,026	0.23	28.37	28.2	4
5	E	5,821	xxxxx	xxxxx	N/A	5
6	TOTAL	30,653	20.40	44.87	80.7	6
7	F	3,794	xxxxx	xxxxx	6.5	7
8	Potential abandonments	424	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 (a)	Number of cross-ties laid in replacement										Switch and bridge ties (board feet) (j)	Cross-ties switch and bridge ties Percent of spot maintenance (k)	LINE NO.
		New Ties					Second-hand ties							
		Wooden		Concrete	Other	Wooden		Other						
		Treated (b)	Untreated (c)	(d)	(e)	Treated (f)	Untreated (g)	(h)	Total (i)					
1	A	748,569	-	214,760	-	7,230	-	-	970,559	2,174,026	N/A	1		
2	B	269,147	-	-	-	2,485	-	-	271,632	754,031	N/A	2		
3	C	49,529	-	-	-	0	-	-	49,529	204,610	N/A	3		
4	D	80,993	-	-	-	3,251	-	-	84,244	269,007	N/A	4		
5	E	107,458	-	-	-	4,050	-	-	111,508	696,533	N/A	5		
6	TOTAL	1,255,696	-	214,760	-	17,016	-	-	1,487,472	4,098,207	N/A	6		
7	F	2,126	-	-	-	-	-	-	2,126	44,742	N/A	7		
8	Potential abandonments	0	-	-	-	-	-	-	0	0	N/A	8		

9. Average cost per cross-tie \$24.24 and switch-tie (MBM) \$686.79

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 carmer'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	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks	Line No.	
		Total number of ties applied	Average cost per tie	Total cost of cross-ties laid in new tracks during year	Number of feet (board measure) laid in tracks	Average cost per M feet (board measure)	Total cost of switch and bridge ties laid in new tracks during year			
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)			
1	T	117,874	22.72	2,678	1,221,491	687.85	840	New	1	
2	T	4,057	11.09	45				Second Hand	2	
3	S	132,334	34.79	4,604				Concrete	3	
4									4	
5									5	
6									6	
7									7	
8									8	
9									9	
10									10	
11									11	
12									12	
13									13	
14									14	
15									15	
16									16	
17									17	
18									18	
19									19	
20	TOTAL	254,265		7,327	1,221,491		840		20	
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid 73.05									21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid 19.52									22

723 RAILS LAID IN REPLACEMENT

- 1 Furnish the requested information concerning rails laid in replacement
- 2 The term "spot maintenance" in column (h) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total rails laid in replacement considered to be spot maintenance.
- 3 In No. 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	672.06	58.59	52.33	13.89	724.39	72.48	N/A	1		
2	B	67.52	5.84	170.92	0.25	238.44	6.09	N/A	2		
3	C	2.68	2.35	82.98	0.29	85.66	2.64	N/A	3		
4	D	1.02	2.72	49.35	1.16	50.37	3.88	N/A	4		
5	E	6.86	8.92	28.42	8.13	35.28	17.05	N/A	5		
6	TOTAL	750.14	78.42	384.00	23.72	1,134.14	102.14	N/A	6		
7	F	0.16	3.68	0.00	6.80	0.16	10.48	N/A	7		
8	Potential Abandonments	-	-	-	-	-	-	N/A	8		
9	Average cost of new and relay rail laid in replacement per gross ton \$693.53 new and \$122.06 relay										9

(1) Track miles of welded rail installed this year - 620.35

(2) Total system track miles of welded rail to date - 17,583.18

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	240	137	570.07	115	15	9	572.72	1	
2	2	132	399	236	589.47	132	130	82	631.14	2	
3	2	136	14,266	7,940	556.59	136	954	579	606.52	3	
4										4	
5	4	90	481	52	109.00	90	-	-	-	5	
6	4	115	13	1	109.00	115	13	1	109.00	6	
7	4	132	1,919	209	109.00	132	3,503	382	109.00	7	
8										8	
9										9	
10										10	
11										11	
12										12	
13										13	
14										14	
15										15	
16										16	
17										17	
18										18	
19										19	
20										20	
21										21	
22										22	
23										23	
24										24	
25										25	
26										26	
27										27	
28										28	
29										29	
30										30	
31										31	
32										32	
33	TOTAL	N/A	17,318	8,575		N/A	4,615	1,053		33	
34	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid								73.05	34	
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid								19.52	35	
36	Track-miles of welded rail installed on system this year 80 34 . total to date 1,040.89										36

725 WEIGHT OF RAIL

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

Line No.	Weight of rails per yard (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	Line No.
	(Pounds)				
1	52				1
2	56	71.39			2
3	60	15.26			3
4	65	15.70			4
5	66	89.00			5
6	67	2.19			6
7	68	76.81			7
8	70	75.00			8
9	72	60.72			9
10	75	409.12			10
11	76	13.84			11
12	77	157.24			12
13	80	139.20			13
14	85	1,010.49			14
15	90	3,204.87			15
16	100	510.41			16
17	105	4.21			17
18	110	461.55			18
19	112	3,825.46			19
20	115	4,048.26			20
21	119	5.20			21
22	129	357.84			22
23	130	14.52			23
24	131	195.15			24
25	132	8,707.42			25
26	133	22.05			26
27	136	2,191.07			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	25,687.31			40

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 the carrier's employees to and from work when no transportation charge is made, wrecking trains; trains run solely for the purpose of transporting company material; trains run for distributing material and supplies for use in connection with operations; and all other trains used in work-train services. Exclude miles run by locomotives while engaged incidentally in switching company materials in company shops or material yards in connection with regular yard switching service or in switching equipment for repairs between yards and shops.

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

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

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

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

(T) Report the total number of foreign railroad cars on line at end of year (except surplus cars, see below). Foreign railroad cars refers to freight cars owned by other railroads whose interline rental is settled on time (by hour) and actual line-haul mileage charges under the code of car hire rules.

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

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

755. RAILROAD OPERATING STATISTICS

Line No.	Cross Check	Item description	Freight train	Passenger train	Line No.
		(a)	(b)	(c)	
1		1. Miles of Road Operated (A)	22,162	38	1
		2. Train Miles - Running (B)			
2		2-01 Unit Trains	48,858,495		2
3		2-02 Way Trains	5,695,189		3
4		2-03 Through Trains	25,444,578	838,627	4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	79,998,262	838,627	5
6		2-05 Motorcars (C)	0		6
7		2-06 TOTAL ALL TRAINS (lines 5, 6)	79,998,262	838,627	7
		3. Locomotive Unit Miles (D)			
		Road Service (e)			
8		3-01 Unit Trains	146,202,263		8
9		3-02 Way Trains	11,102,461		9
10		3-03 Through Trains	74,543,094	858,980	10
11		3-04 TOTAL (lines 8-10)	231,847,818	858,980	11
12		3-11 Train Switching (F)	5,465,710		12
13		3-21 Yard Switching (G)	8,865,822	16,158	13
14		3-31 TOTAL ALL SERVICES (lines 11, 12, 13)	246,179,350	875,138	14
		4. Freight Car-Miles (Thousands) (H)			
		4-01 RR Owned and Leased Cars - Loaded			
15		4-010 Box - Plain 40-Foot	380		15
16		4-011 Box - Plain 50-Foot and Longer	39,208		16
17		4-012 Box - Equipped	159,631		17
18		4-013 Gondola - Plain	164,785		18
19		4-014 Gondola - Equipped	56,655		19
20		4-015 Hopper - Covered	417,265		20
21		4-016 Hopper - Open Top - General Service	116,963		21
22		4-017 Hopper - Open Top - Special Service	84,913		22
23		4-018 Refrigerator - Mechanical	28,290		23
24		4-019 Refrigerator - Non-Mechanical	33,578		24
25		4-020 Flat - TOFC/COFC	96,324		25
26		4-021 Flat - Multi-Level	6,968		26
27		4-022 Flat - General Service	1,456		27
28		4-023 Flat - All Other	63,027		28
29		4-024 All Other Car Types - Total	3,893		29
30		4-025 TOTAL (lines 15-29)	1,273,336		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			
31		4-110 Box - Plain 40-Foot	713		31
32		4-111 Box - Plain 50-Foot and Longer	18,226		32
33		4-112 Box - Equipped	115,143		33
34		4-113 Gondola - Plain	162,439		34
35		4-114 Gondola - Equipped	49,856		35
36		4-115 Hopper - Covered	382,242		36
37		4-116 Hopper - Open Top - General Service	121,083		37
38		4-117 Hopper - Open Top - Special Service	84,503		38
39		4-118 Refrigerator - Mechanical	18,843		39
40		4-119 Refrigerator - Non-Mechanical	17,492		40
41		4-120 Flat - TOFC/COFC	8,227		41
42		4-121 Flat - Multi-Level	3,335		42
43		4-122 Flat - General Service	1,555		43
44		4-123 Flat - All Other	57,296		44
45		4-124 All Other Car Types	4,396		45
46		4-125 TOTAL (lines 31-45)	1,045,349		46
		4-13 Private Line Cars - Loaded (H)			
47		4-130 Box - Plain 40-Foot	0		47
48		4-131 Box - Plain 50-Foot and Longer	11,524		48
49		4-132 Box - Equipped	140		49
50		4-133 Gondola-Plain	1,664		50
51		4-134 Gondola - Equipped	326		51
52		4-135 Hopper - Covered	48,229		52
53		4-136 Hopper - Open Top - General Service	385		53
54		4-137 Hopper - Open Top - Special Service	234		54
55		4-138 Refrigerator - Mechanical	67		55
56		4-139 Refrigerator - Non-Mechanical	10,506		56
57		4-140 Flat - TOFC/COFC	316,654		57
58		4-141 Flat - Multi-Level	68,479		58
59		4-142 Flat - General Service	291		59
60		4-143 Flat - All Other	45,542		60
61		4-144 Tank Under 22,000 Gallons	31,455		61
62		4-145 Tank - 22,000 Gallons and Over	26,476		62
63		4-146 All Other Car Types	1,221		63
64		4-147 TOTAL (lines 47-63)	563,193		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)			
65		4-150 Box - Plain 40-Foot	0		65
66		4-151 Box - Plain 50-Foot and Longer	3,767		66
67		4-152 Box - Equipped	101		67
68		4-153 Gondola - Plain	722		68
69		4-154 Gondola - Equipped	389		69
70		4-155 Hopper - Covered	58,341		70
71		4-156 Hopper - Open Top - General Service	1,006		71
72		4-157 Hopper - Open Top - Special Service	1,409		72
73		4-158 Refrigerator - Mechanical	101		73
74		4-159 Refrigerator - Non-Mechanical	9,653		74
75		4-160 Flat - TOFC/COFC	28,668		75
76		4-161 Flat - Multi-Level	33,869		76
77		4-162 Flat - General Service	331		77
78		4-163 Flat - All Other	37,582		78
79		4-164 Tank - Under 22,000 Gallons	33,128		79
80		4-165 Tank - 22,000 Gallon and Over	27,885		80
81		4-166 All Other Car Types	1,309		81
82		4-167 TOTAL (lines 65-81)	238,261		82
83		4-17 Work Equip. and Co. Freight Car-Miles	47,038		83
84		4-18 No Payment Car-Miles (I)	2,820,123		84
		4-19 Total Car-Miles by Train Type			
85		4-191 Unit Trains	4,075,964		85
86		4-192 Way Trains	144,448		86
87		4-193 Through Trains	1,766,888		87
88		4-194 TOTAL (lines 85-87)	5,987,300		88
89		4-20 Caboose Miles	4,479		89

Total number of loaded miles N/A and empty miles N/A 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	Freight train	Passenger train	Line No.
		(a)	(b)	(c)	
		6. Gross Ton-Miles (thousands) (K)			
98		6-01 Road Locomotives	42,388,424	113,622	98
		6-02 Freight Trains Crs., Cnts., and Caboose			
99		6-020 Unit Trains	343,373,373		99
100		6-021 Way Trains	10,972,683		100
101		6-022 Through Trains	132,307,725		101
102		6-03 Passenger-Trains, Crs., and Cnts.	3,576	331,276	102
103		6-04 Non-Revenue	3,695,259		103
104		6-05 TOTAL (lines 98-103)	532,741,040	444,898	104
		7. Tons of Freight (thousands)			
105		7-01 Revenue	351,472		105
106		7-02 Non-Revenue	5,073		106
107		7-03 TOTAL (lines 105, 106)	356,545		107
		8. Ton-Miles of Freight (thousands) (L)			
108		8-01 Revenue - Road Service	293,414,500		108
109		8-02 Revenue - Lake Transfer Service	0		109
110		8-03 TOTAL (lines 108, 109)	293,414,500		110
111		8-04 Non-Revenue - Road Service	2,471,079		111
112		8-05 Non-Revenue - Lake Transfer Service	0		112
113		8-06 TOTAL (lines 111, 112)	2,471,079		113
114		8-07 TOTAL - REVENUE AND NON-REVENUE (lines 110, 113)	295,885,579		114
		9. Train Hours (M)			
115		9-01 Road Service	3,268,331		115
116		9-02 Train Switching	314,321		116
117		10. TOTAL YARD-SWITCHING HOURS (N)	1,477,637		117
		11. Train - Miles Work Trains (O)			
118		11-01 Locomotives	237,821		118
119		11-02 Motorcars	0		119
		12. Number of Loaded Freight Cars (P)			
120		12-01 Unit Trains	3,289,527		120
121		12-02 Way Trains	1,445,811		121
122		12-03 Through Trains	3,144,029		122
123		13 TOFC/COFC - No. of Rev Trailers and Containers Loaded and Unloaded (Q)	1,077,631		123
124		14 Multi-Level Cars - No. of Motor Vehicles Loaded and Unloaded (Q)	1,156,371		124
125		15 TOFC/COFC - No. of Rev Trailers Picked Up and Delivered (R)	434,789		125
		16. Revenue Tons - Marne Terminal (S)			
126		16-01 Marne Terminals - Coal	13,742,664		126
127		16-02 Marne Terminals - Ore	13,422,984		127
128		16-03 Marne Terminals - Other	0		128
129		16-04 TOTAL (lines 126-128)	27,165,648		129
		17. Number of Foreign Per Diem Cars on Lines (T)			
130		17-01 Serviceable	20,499		130
131		17-02 Unserviceable	337		131
132		17-03 Surplus	954		132
133		17-04 TOTAL (lines 130-132)	21,790		133

VERIFICATION

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

OATH

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

State of Illinois
County of Cook

Kenneth J. Kempker makes oath and says that he is Assistant Vice President, Financial Reporting of Burlington Northern Santa Fe Corporation; that it is his duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept, that he knows that such books have been kept in good faith during the period covered by this report, that he knows that the entries contained in this report relating to accounting matters have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroads and other accounting and reporting directives of this Commission; that he believes that all other statements of fact contained in this report are true, and that this report is a correct and complete statement, accurately taken from the books and records, of the business and affairs of the above-named respondent during the period of time from and including January 1, 1995, to and including December 31, 1995

K. J. Kempker
(Signature of affiant)

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

My commission expires 12-12-99



Bonnie Remley
(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

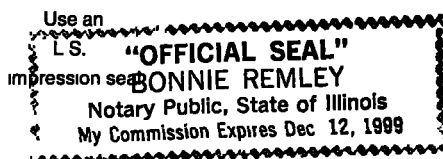
State of Illinois
County of Cook

Thomas N. Hund makes oath and says that he is Vice President, Controller and Chief Accounting Officer of Burlington Northern Santa Fe Corporation; that he has carefully examined the foregoing report; that he believes that all statements of fact contained in the said report are true, and that the said report is a correct and complete statement of the business and affairs of the above-named respondent and the operations of its property during the period of time from and including January 1, 1995, to and including December 31, 1995.

T. N. Hund
(Signature of affiant)

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

My commission expires 12-12-99



Bonnie Remley
(Signature of officer authorized to administer oaths)

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