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ANNUAL REPORT 1977 CLASS 1 1 of 4
BURLINGTON NORTHERN INC.

130500

R-1

CLASS I RAILROADS

APPROVED BY GAO

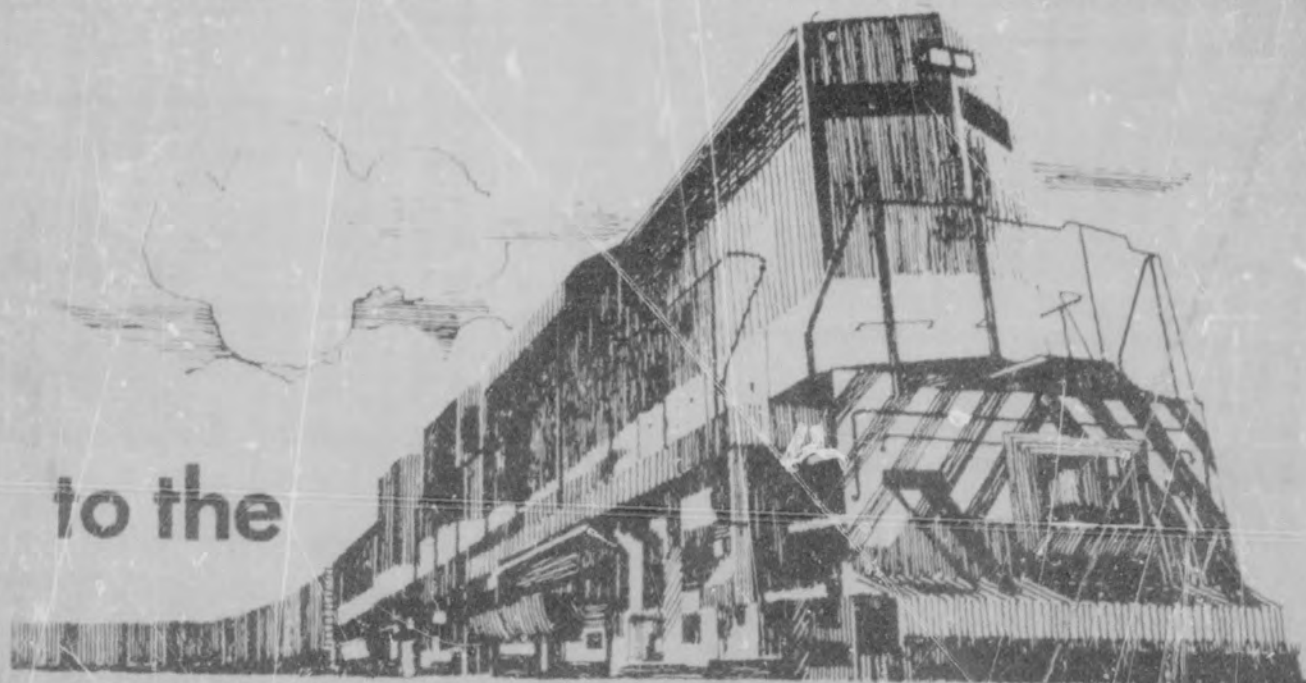
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annual report

INTERSTATE
COMMERCE COMMISSION
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ADMINISTRATIVE SERVICES
MAIL UNIT

	RC000310 BURLINGTON 1 0 1 130500 BURLINGTON NORTHERN INC. BURLINGTON NORTHERN 176 E FIFTH ST ST PAUL MN 55101
Correct name and address if different than shown.	Full name and address of reporting carrier. (Use mailing label on original, copy in full on duplicate.)



to the

Interstate Commerce Commission

FOR THE YEAR ENDED DECEMBER 31, 1977

NOTICE

1. This Form for annual report should be filed out in triplicate and two copies returned to the Interstate Commerce Commission, Bureau of Accounts, Washington, D.C. 20423, by March 31, of the year following that for which the report is made. One copy should be retained in respondent's files. Attention is specially directed to the following provisions of Part I of the Interstate Commerce Act:

Sec. 20. (1) The Commission is hereby authorized to require annual, periodical, or special reports from carriers, lessors, * * * (as defined in this section), to prescribe the manner and form in which such reports shall be made, and to require from such carriers, lessors, * * * specific and full, true, and correct answers to all questions upon which the Commission may deem information to be necessary, classifying such carriers, lessors, * * * as it may deem proper for any of these purposes. Such annual reports shall give an account of the affairs of the carrier, lessor, * * * in such form and detail as may be prescribed by the Commission.

(2) Said annual reports shall contain all the required information for the period of twelve months ending on the 31st day of December in each year, unless the Commission shall specify a different date, and shall be made out under oath and filed with the Commission at its office in Washington within three months after the close of the year for which report is made, unless additional time be granted in any case by the Commission.

(3) Any person who shall knowingly and willfully make, cause to be made, or participate in the making of, any false entry in any annual or other report required under this section to be filed, * * * or shall knowingly or willfully file with the Commission any false report or other document, shall be deemed guilty of a misdemeanor and shall be subject, upon conviction in any court of the United States of competent jurisdiction, to a fine of not more than five thousand dollars or imprisonment for not more than two years, or both such fine and imprisonment. * * *

(4) Any carrier or lessor, * * * or any officer, agent, employee or representative thereof, who shall fail to make and file an annual or other report with the Commission within the time fixed by the Commission, or to make specific and full, true, and correct answer to any question within thirty days from the time it is lawfully required by the Commission so to do, shall forfeit to the United States the sum of one hundred dollars for each and every day it shall continue to be in default with respect thereto.

(5) As used in this section * * * the term "carrier" means a common carrier subject to this part, and includes a receiver or trustee of such carrier; and the term "lessor" means a person owning a railroad, a water line, or a pipe line, leased to and operated by a common carrier subject to this part, and includes a receiver or trustee of such lessor. * * *

The respondent is further required to send to the Bureau of Accounts immediately upon preparation, two copies of its latest annual report to stockholders. See schedule 198, page 6.

2. The instructions in this Form should be carefully observed, and each question should be answered fully and accurately, whether it has been answered in a previous annual report or not. Except in cases where they are specifically authorized, cancellations, arbitrary check marks, and the like should not be used either as partial or as entire answers to inquiries. If any inquiry, based on a preceding inquiry in the present report form is, because of the answer rendered to such preceding inquiry, inapplicable to the person or corporation in whose behalf the report is made, such notation as "Not applicable; see page _____, schedule (or line) number _____" should be used in answer thereto, giving precise reference to the portion of the report showing the facts which make the inquiry inapplicable. Where the word "none" truly and completely states the fact, it should be given as the answer to any particular inquiry or any particular portion of an inquiry. Where dates are called for, the month and day should be stated as well as the year. Customary abbreviations may be used in stating dates.

3. Every annual report should, in all particulars, be complete in itself, and references to the returns of former years should not be made to take the place of required entries except as herein otherwise specifically directed or authorized.

4. If it be necessary or desirable to insert additional statements, typewritten or other, in a report, they should be legibly made on durable paper and, wherever practicable, on sheets not larger than a page of the Form. Inserted sheets should be securely attached, preferably at the inner margin; attachment by pins or clips is insufficient.

5. All entries should be made in a permanent black ink. Those of a contrary character should be indicated in parenthesis.

6. Money items, except averages, throughout the annual report form should be shown in thousands of dollars adjusted to accord with footings. Totals for amounts reported in subsidiary accounts included in supporting schedules must be in agreement with related primary accounts. For purposes of rounding, amounts of \$500 but less than \$1,000 should be raised to the nearest thousand dollars, and amounts of less than \$500 should be lowered.

7. Railroad corporations, mainly distinguished as operating companies and lessor companies, are for the purpose of report to the Interstate Commerce Commission divided into classes. An operating company is one whose officers direct the business of transportation and whose books contain operating as well as financial accounts;

and, a lessor company, the property of which being leased to and operated by another company, is one that maintains a separate legal existence and keeps financial but not operating accounts. In making reports, lessor companies use Annual Report Form R-4.

Operating companies (including switching and terminal) are broadly classified with respect to their operating revenues, according to the following general definitions:

Class I companies are those having annual operating revenues of \$10,000,000 or more. For this class, Annual Report Form R-1 is provided.

Class II companies are those having annual operating revenues below \$10,000,000. For this class, Annual Report Form R-2 is provided.

In applying this classification to any switching or terminal company which is operated as a joint facility of owning or tenant railroads, the sum of the annual railroad operating revenues, the joint facility rent income, and the returns to joint facility credit accounts in operating expenses, shall be used in determining its class.

Switching and terminal companies are further classified as:

Class S1. Exclusively switching. This class of companies includes all those performing switching service only, whether for joint account or for revenue.

Class S2. Exclusively terminal. This class of companies includes all companies furnishing terminal trackage or terminal facilities only, such as union passenger freight stations, stockyards, etc., for which a charge is made, whether operated for joint account or for revenue. In case a bridge or ferry is a part of the facilities operated by a terminal company, it should be included under this heading.

Class S3. Both switching and terminal. Companies which perform both a switching and a terminal service. This class of companies includes all companies whose operations cover both switching and terminal service, as defined above.

Class S4. Bridge and ferry. This class of companies is confined to those whose operations are limited to bridges and ferries exclusively.

Class S5. Mixed. Companies performing primarily a switching or a terminal service, but which also conduct a regular freight or passenger traffic. The revenues of this class of companies include, in addition to switching or terminal revenues, those derived from local passenger service, local freight service, participation in through movement of freight or passenger traffic, other transportation operations, and operations other than transportation.

8. Except where the context clearly indicates some other meaning, the following terms when used in this Form have the meanings below stated:

COMMISSION means the Interstate Commerce Commission. RESPONDENT means the person or corporation in whose behalf the report is made. THE YEAR means the year ended December 31 for which the report is made. THE CLOSE OF THE YEAR means the close of business on December 31 of the year for which the report is made; or, in case the report is made for a shorter period than one year, it means the close of the period covered by the report. THE BEGINNING OF THE YEAR means the beginning of business on January 1 of the year for which the report is made; or, in case the report is made for a shorter period than one year, it means the beginning of the period covered by the report. THE PRECEDING YEAR means the year ended December 31 of the year next preceding the year for which the report is made. THE UNIFORM SYSTEM OF ACCOUNTS FOR RAILROAD COMPANIES means the system of accounts in Part 1201, Title 49, Code of Federal Regulations, as amended.

9. All companies using this Form should complete all schedules, with the following exceptions, which should severally be completed by the companies to which they are applicable:

Schedules restricted to Switching and Terminal Companies		Schedules restricted to other than Switching and Terminal Companies	
Schedule	414	Schedule	4
"	415	"	4
"	532		

ANNUAL REPORT

OF

Burlington Northern Inc.

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1977

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

(Name) R. F. Garland (Title) Vice President and Controller

(Telephone number) 612 298-2206
(Area code) (Telephone number)

(Office address) 176 East Fifth Street, St. Paul, Minnesota 55101
(Street and number, city, State, and ZIP code)

SPECIAL NOTICE

The attention of the respondent is directed below to certain particulars, if any, in which this report form differs from the corresponding form for the preceding year. It should be understood that mention is not made of necessary substitutions of dates or, in general, such other things as simple modifications intended to make requirements clearer, other minor adjustments, and typographical corrections.

Pages 10, 11, 12, and 13: Schedule 200. Comparative General Balance Sheet

Provision has been made for reporting (1) noncurrent marketable equity securities; (2) reclassification of long term debt discount and premium; and, (3) capitalized lease obligations.

Page 26: Schedule 204A. Working Capital Information

A new schedule has been added for reporting working capital information to eliminate the necessity for a separate filing of this data.

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100. SCHEDULES OMITTED BY RESPONDENT

1. The respondent, at it's option, may omit pages from this report provided there is nothing to report or the schedules are not applicable.

and title in the space provided below.

2. Show below the pages excluded and indicate the schedule number

3. If no schedules were omitted indicate "NONE"

Page	Schedule No.	Title
41	211 A	Other Elements of Investment
44	211 C	Depreciation Base and Rates - Road and Equipment Leased to Others
46	211 F	Depreciation Reserve - Road and Equipment Leased to Others
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101. 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 or 5 on this page have taken place during the year covered by this report, they should be explained in detail on page 101.

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" (p. 134). 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.

2. If incorporated under a special charter, give date of passage of the act; if under a general law, give date of filing certificate of organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, give also date when such receivership or

other possession began. If a partnership, give date of formation and also names in full of present partners.

3. Give specific reference to laws of each State or Territory under which organized, citing chapter and section. Include all grants of corporate powers by the United States, or by Canada or other foreign country; also, all amendments to charter.

4. Give specific reference to special or general laws under which each consolidation or merger or combination of other form was effected, citing chapter and section. Specify Government, State, or Territory under the laws of which each company consolidated or merged or otherwise combined into the present company was organized; give reference to the charters of each and to all amendments of them.

5. 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 Eurlington Northern Inc.

2. Date of incorporation January 12, 1961

3. Under laws of what Government, State, or Territory organized? If more than one, name all. Give specific reference to each charter or statute and all amendments thereof, effected during the year. If previously effected, show the year(s) of the report(s) setting forth details. 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, see 1971 Report for details. Article Fourth of the Certificate of Incorporation amended on May 10, 1973.

4. If the respondent was formed as the result of a consolidation or merger during the year, name all constituent and all merged companies Not applicable.

5. If respondent was reorganized during the year, give name of original corporation and state the occasion for the reorganization Not applicable.

6. State whether or not the respondent during the year conducted any part of its business under a name or names other than that shown in response to inquiry No. 1, above; if so, give full particulars NO

7. Class of switching and terminal company Not a switching or terminal company.

[See section No. 7 on inside of front cover]

102. DIRECTORS

1. Give particulars of the various directors and officers of the respondent at the close of the year.
 2. State in column (c) of schedule No. 102 and column (d) of schedule No. 103, the number of voting shares of the respondent, other than directors' qualifying shares, that were beneficially owned, directly or indirectly, by each director or principal general officer at the close of the year. This includes shares owned of record, shares owned through holding companies, trusts or other mediums, and shares owned but held in the names of brokers or other nominees. Insert the word "None" where applicable.

3. In schedule No. 103 give the title, name, and address of the principal general officers having system jurisdiction by departments, as follows: Executive, Legal, Fiscal and Accounting, Purchasing, Operating, and Traffic. If there are receivers, trustees, or committees, who are recognized as in the controlling management of the road or of some department of it, give also their names and titles, and the location of their offices, separately grouped and identified.

4. If the duties of an officer extend to more than one department, or if his duties are not in accordance with the customary acceptance of his given title, state briefly the facts in a footnote.

Line No.	Name of director (a)	Office address (b)	Date of beginning of term (c)	Date of expiration of term (d)	Number of voting shares actually or beneficially owned (e)
1	Royal D. Alworth, Jr.	Duluth, MN	5-12-77	5-10-78	3 800
2	John M. Budd	St. Paul, MN	5-12-77	12-31-77	1 665
3	Daniel P. Davison	New York, NY	5-12-77	5-10-78	200
4	Donald C. Dayton	Minneapolis, MN	5-12-77	5-10-78	1 500
5	Charles Devens	Boston, MA	5-12-77	5-10-78	100
6	Robert W. Downing	St. Paul, MN	5-12-77	5-10-78	2 435
7	W. John Driscoll	St. Paul, MN	5-12-77	5-10-78	1 000
8	Mary Garst	Coon Rapids, IA	5-12-77	5-10-78	100
9	Robert M. Hendrickson	New York, NY	5-12-77	5-10-78	100
10	Pemberton Hutchinson	Philadelphia, PA	5-12-77	5-10-78	200
11	Norman M. Lorentzsen	St. Paul, MN	5-12-77	5-10-78	3 110
12	Louis W. Menk	St. Paul, MN	5-12-77	5-10-78	5 900
13	Philip H. Nason	St. Paul, MN	5-12-77	5-10-78	600
14	Paul L. Parker	Minneapolis, MN	5-12-77	5-10-78	75
15	William G. Reed	Seattle, WA	5-12-77	5-10-78	1 200
16	Bruce M. Rockwell	Denver, CO	5-12-77	5-10-78	100
17	Gerald C. Ryan	E. Grand Forks, MN	5-12-77	5-10-78	700
18	John F. Smith, Jr.	Northfield, IL	5-12-77	5-10-78	200
19	Robert B. Wilson	Portland, OR	5-12-77	5-10-78	1 000
20					
21					
22					

Give the names and titles of all officers of the Board of Directors in control of the respondent at the close of the year:

Chairman of board Louis W. Menk

Secretary (or clerk) of board

John C. Ashton

Name the members of the executive committee of the Board of Directors of the respondent at the close of the year (naming first the chairman), and state briefly the powers and duties of that committee:

L. W. Menk, Chairman; R. D. Alworth, Jr., D. C. Dayton, W. J. Driscoll, N. M. Lorentzsen, P. H. Nason,

P. L. Parker and John M. Budd.

(continued on page 7)

103. PRINCIPAL GENERAL OFFICERS OF CORPORATION, RECEIVER, OR TRUSTEE

Line No.	Title of general officer (a)	Department or departments over which jurisdiction is exercised (b)	Name of person holding office at close of year (c)	Number of voting shares actually or beneficially owned (d)	Office address (e)
1	Chairman & Chief				
2	Executive Officer	Executive	L. W. Menk	5 900	St. Paul, MN
3	President,	Executive	N. M. Lorentzsen	3 110	St. Paul, MN
4	President, Resources	Resources			
5	Division	Division	C. R. Binger	100	St. Paul, MN
6	President, Trans.	Transportation			
7	Division	Division	T. J. Lamphier	435	St. Paul, MN
8	Exec. VP-Finance and				
9	Administration	Finance	F. H. Coyne	2 000	St. Paul, MN
10	VP-Law	Law	F. S. Farrell	1 355	St. Paul, MN
11	VP and Secretary	Secretary & Community			
12		Relations	J. C. Ashton	750	St. Paul, MN
13	Treasurer	Finance	L. N. Assell	144	St. Paul, MN
14	VP-Denver Region	Operations	W. L. Arntzen	400	Denver, CO
15	VP-Sea.-Portland Region	Operations	R. A. Beulke	205	Seattle, WA
16	VP-Chicago Region	Operations	E. R. Craven	114	Chicago, IL
17	VP-Western Counsel	Law	R. J. Crosby	452	Seattle, WA
18	VP-Billings Region	Operations	J. O. Davies	590	Billings, MT
19	VP-Portland	Executive	T. C. DeButts	611	Portland, OR
20	VP-Purch.&Material	Purchasing	G. M. deLambert	0	St. Paul, MN
21	VP-Coal	Coal	M. M. Donahue	100	St. Paul, MN
22	VP-Eastern Counsel	Law	L. L. Duxbury, Jr.	36	Washington, D. C.
23	VP-Labor Relations	Labor Relations	A. E. Egbers	90	St. Paul, MN
24	Sr. VP-Marketing	Marketing	I. C. Ethington	433	St. Paul, MN
25	VP & Controller	Finance	R. F. Garland	105	St. Paul, MN
26	Sr. VP-Operations	Operations	J. H. Hertog	100	St. Paul, MN
27	VP-Pricing & Energy	Marketing	C. J. Hockaday	500	St. Paul, MN
28	VP-Mtce. & Engineering	Engineering	W. S. Johnston	0	St. Paul, MN
29	VP-Ind.Dev.&Prop.Mgmt.	Ind.Dev. & Prop.Mgmt.	J. C. Kenady	500	St. Paul, MN
30	VP-Energy & Minerals	Resources Division	T. C. Kryzer	0	Billings, MT
31	VP-Timber and Land	Resources Division	S. G. Merryman	0	Seattle, WA
32	VP-Mkt. Dev. &				
33	Intermodal	Marketing	J. D. Nankivell	461	St. Paul, MN
34	VP-Sales & Service	Marketing	J. D. Rezner	200	St. Paul, MN
35	VP & Gen. Mgr.-T.C. Region	Operations	R. H. Shoher	474	Minneapolis, MN
36	Chief Medical Officer	Personnel	A. Skinner, M.D.	132	St. Paul, MN
37	VP-Exec.Dept. Int'l				
38	Commerce	Executive	Taul Watanabe	0	Seattle, WA
39	VP-Personnel	Personnel	D. F. Ylkanen	111	St. Paul, MN

104. RELATIONSHIP OF RESPONDENT WITH AFFILIATED COMPANIES

Enter below in the appropriate schedule, No. 104A through 104D, the names of all companies, corporate and noncorporate, which are affiliated with the respondent and submit the information requested in each schedule. Control for the purpose of these schedules shall be construed to include sole or jointly held control, whether maintained or exercised through or by reason of the method of or circumstances surrounding organization or operation, through or by common directors, officers, or stockholders a voting trust or trusts, a holding or investment company or compa-

nies, or through or by any other direct or indirect means; and to include the power to exercise control. For the purposes of these schedules, forms of control shall include the following (among others):

1. Right through ownership of securities, an agreement of some character, or through some other source to name the majority of the board of directors, managers, or trustees of the controlled company.
2. Right to foreclose a first lien upon all or a major part in

value of the tangible property of the controlled company.

3. Right to secure control in consequence of advances made for construction of the operating property of the controlled company.

Right to control only in a specific respect the action of the controlled company or a lessee interest in the property of a company is not to be classed as a form of control over the lessor company.

104 A. COMPANIES CONTROLLED BY RESPONDENT

1. Enter in column (a) the names of all companies which are controlled solely or jointly by the respondent. If the respondent obtained control over a company during the year, indicate by footnote the date and manner in which control was established such as exchange of stock, exchange of assets for stock, cash purchase,

etc.

2. In column (b) indicate the principal business activity of each company listed in column (a) such as transportation, manufacturing, investments, etc.
3. In column (c) indicate the form of control exercised over companies listed in column (a).

4. In column (d) indicate the extent of the control of the respondent in the controlled company. If control cannot be expressed by percentage of voting stock ownership, explain in detail by footnote.
5. In column (e) enter names of other companies, if any, that jointly control the companies listed in column (a).

Line No.	Name of Company Controlled (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)	If Jointly Controlled Name Other Parties to the Agreement (e)
1	Belt Railway of Chicago, The	Transportation	Stock Ownership	7.69%	C.R.I.&P., G.T.W., I.C.G.,
2					Conrail, N&W, C.&O., Soo
3					Line, A.T.&S.F., MoPac., L.&N.
4	BN Transport Inc.	"	"	100.00	-
5	Burlington Northern Air Frt. Inc	"	"	100.00	-
6	Burlington Northern Dock Corp.	"	"	100.00	-
7	Burlington Northern (Manitoba) Ltd	"	"	100.00	-
8	Camas Prairie Railroad Co.	"	"	50.00	Union Pac. (O.W.R.&N. Co)
9	Chicago Union Station Co.	"	"	25.00	C.M.St.P.&P., Amtrak
10	Colorado and Southern Ry.Co., The	"	"	90.57	-
11	Davenport, Rock Island & N.W. Ry. Co.	"	"	50.00	C.M.St.P.&P.
12	Delta Alaska Terminal Ltd	"	"	66.67	Alaska Trainship Corp., Spok
13					Intl. R.R.Co., C.M.St.P.&P.
14	Denver Union Terminal Ry.Co.	"	"	16.67	U.P., A.T.&S.F., C.R.I.&P.,
15					C.&S., D.&R.G.W.
16	Iowa Transfer Railway Co.	"	"	25.00	C.R.I.&P., C.&N.W., D.M.U.
17	Kansas City Terminal Ry. Co.	"	"	8.33	Mo.Pac., C.M.St.P.&P., C.&N.W.
18					I.C.G., K.C.S., M.K.T., S.L.&
19					SF, N.&W, A.T.&SF, C.R.I.&P, U.P.

104A. COMPANIES CONTROLLED BY RESPONDENT—Continued

Line No.	Name of Company Controlled (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)	If Jointly Controlled Name Other Parties to the Agreement (e)
20	Keokuk Union Depot Co.	Transportation	Stock Ownership	40.00%	N.&W., C.R.I.&P., T.P.&W.
21	Lake Superior T.&T.Ry.Co., The	"	"	66.67	Soo Line, C.&N.W.
22	Longview Switching Co.	"	"	33.33	C.M.St.P.&P., U.P.
23		"	"		
24	Minnesota Transfer Ry.Co., The	"	"	33.33	Soo Line, C.&N.W., C.R.I.&P.
25		"	"		C.M.St.P.&P.
26	Oregon Electric Railway Co.	"	"	100.00	-
27	Oregon Trunk Railway	"	"	100.00	-
28	Paducah & Illinois Railroad Co.	"	"	33.33	L.&N., I.C.G.
29	Portal Pipe Line Co.	"	"	50.00	Hunt Oil Company
30	Portland Terminal R.R. Co.	"	"	40.00	Southern Pac., Union Pac
31	Pullman Company, The	"	"	5.39 *	Various R.R. companies
32	St. Paul Union Depot Co., The	"	"	40.20	Soo Line, C.R.I.&P., C.&NW
33	Spokane, Portland & Seattle Ry. Co.	"	"	100.00	-
34	Terminal R.R. Assn. of St. Louis	"	"	6.25	C.&O., B&O., C.&E.I., CRI&
35					P.L.&N., M.K.T., SI&SP
36					St.L.&S.W., Southern R.R.,
37					N&W., Conrail, M.P., I.C.G.
38	Trailer Train Co.	"	"	7.32	31 Other R.R. Companies
39	Walla Walla Valley Rwy. Co.	"	"	100.00	-
40	Western Fruit Express Co.	"	"	100.00 *	Glacier Park Co.
41	Winona Bridge Ry. Co.	"	"	66.67	Green Bay & Western Ry
42	BNL Development Corporation	Land & Real Estate Development	"	100.00	-
43	Burlington Equipment Company	Railway equipment builder	"	100.00	-
44	Glacier Park Company	Land & Real Estate Development	"	100.00	-
45	Lemhi Telephone Company	Local telephone company	"	100.00	-
46	Plum Creek Lumber Company	Lumber Company	"	100.00	-
47	Ruth Realty Company	Industrial Land Dev. Co.	"	100.00	-
48					
49					
50					
51					
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54					
55					
56					
57					

* Includes Ownership of Glacier Park Co.

104B. COMPANIES INDIRECTLY CONTROLLED BY RESPONDENT

1. Enter in column (a) the names of all companies which are controlled through intermediary companies. If control was obtained during the year, indicate by footnote the date and manner in which control was established such as exchange of stock, exchange of assets for stock, cash purchase, etc.

2. In column (b) indicate the principal business activity of the companies listed in column (a) such as transportation, manufacturing, investments, etc.

3. In column (c) indicate the form of control exercised over companies listed in column (a).

4. In column (d) indicate the extent of the control over companies listed in column (a). If control cannot be expressed by percentage of owning stock ownership, explain in detail by footnote.

5. In column (e) enter the names of intermediate companies through which control is exercised over companies listed in column (a).

Line No.	Name of company controlled (a)	Principal business activity (b)	Form of control (c)	Extent of control (d)	Name of intermediary through which control exists (e)
1	B.N. Air Frt. (Aust.) Pty. Ltd.	Transportation	Stock Ownership	99.99%	Burl. Nor. Air Frt., Inc.
2	Pueblo Union Depot & RR Co., The	"	"	25.00	Colo. & Sou. Ry. Co.
3	Galveston Terminal Ry. Co.	"	"	50.00	Colo. & Sou. Ry. Co.
4	Fort Worth & Denver Ry. Co.	"	"	99.97	Colo. & Sou. Ry. Co.
5	Houston Belt & Terminal Ry Co.	"	"	12.50	Fort Worth & Den. Ry Co.
6	Northern Airmotive Inc.	Aircraft sales and service	"	100.00	Glacier Park Co.
7	Royal Logging Co.	Logging company	"	100.00	Glacier Park Co.
8	Dreyer Brothers, Inc.	Ranching	"	100.00	Glacier Park Co.
9	Saxony Corporation	Land holding company	"	100.00	Glacier Park Co.
10	Illinois Terminal RR Co.	Transportation	"	9.09	Glacier Park Co.
11	Great Midwest Corporation	Land and real estate dev.	"	49.35	Glacier Park Co.
12	Midwest Precote Company	Manufacturing	"	100.00	Great Midwest Corporation
13	Universal Pipeline Const, Inc	Construction	"	100.00	Great Midwest Corporation
14	Underground Development Corp.	Land development	"	100.00	Great Midwest Corporation
15	Arden Lumber Co., Inc.	Lumber company	"	100.00	Plum Creek Lumber Co.
16	Ksanka Lumber Co., Inc.	"	"	100.00	Plum Creek Lumber Co.
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104C. COMPANIES UNDER COMMON CONTROL WITH RESPONDENT

1. Enter in column (a) the names of all companies which are controlled by the same interest that control the respondent.
2. In column (b) indicate the principal business activity of the companies listed in column (a) such as transportation, manufacturing, investments, etc.
3. In column (c) indicate the form of control exercised over companies listed in column (a).
4. In column (d) indicate the extent of the control over companies listed in column (a). If control cannot be expressed by percentage of voting stock ownership, explain in detail by footnote.
5. In column (e) enter the names of companies controlling those listed in column (a).

Line No.	Name of company controlled (a)	Principal business activity (b)	Forms of Control (c)	Extent of control (d)	Name of controlling company or individual (e)
1	NONE				
2					
3					
4					
5					
6					
7					
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11					
12					
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15					
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104 D. COMPANIES CONTROLLING RESPONDENT

1. Enter in column (a) the names of all companies controlling the respondent. Commence with the company which is most remote followed by the company immediately controlled by it. If control over the respondent or control over an intermediary through which respondent is controlled has changed during the year, indicate by footnote the date

and manner in which control was established such as exchange of stock, exchange of assets for stock, cash purchase, etc.

2. In column (b) indicate the principal business activity of the companies listed in column (a) such as transportation, manufacturing, investments, etc.

3. In column (c) indicate the form of control exercised by the company immediately controlled by it.

4. In column (d) indicate the extent of control. If control cannot be expressed by percentage of voting stock ownership, explain in detail by footnote.

Line No.	Name of Controlling Company or Individual (a)	Principal Business Activity (b)	Form of Control (c)	Extent of Control (d)
1	NONE			
2				
3				
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20				

108 STOCKHOLDERS REPORTS

1. The respondent is required to send to the Bureau of Accounts, immediately upon preparation, two copies of its latest annual report to stockholders.

Check appropriate box:

☒ Two copies are attached to this report.

☐ Two copies will be submitted _____ (date)

☐ No annual report to stockholders is prepared.

NOTES AND REMARKS

Schedule 102 (continued from page 2)

Brief description of powers and duties of the Executive Committee:

Unless otherwise provided by resolution of the Board of Directors, the Executive Committee shall have and may exercise all the powers and authority of the Board of Directors (Board) in the management of the business and affairs of the Company and may authorize the seal of the Company to be affixed to all papers which may require it; but the Committee shall have no power or authority in reference to amending the Restated Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Company's property and assets, recommending to the stockholders a dissolution of the Company or a revocation of a dissolution, amending the By-Laws of the Company, or electing officers of filling vacancies on the Board of Directors, or declaring a dividend or authorizing the issuance of stock.

109. VOTING POWERS AND ELECTIONS

NPV -

\$30. Series A

Voting rights on common

NPV - \$30 Series A

1. State the par value of each share of stock: Common, \$ NPV per share; first preferred, \$ 10 per share; second preferred, \$ / per share; and \$2.85 NPV Conv. Preferred Stock.
2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote.
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 December 31, 1977 - preparation of this report.
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. 12,846,169 votes, as of December 31, 1977
8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7, 31,205 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, with 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 on page 13, 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.
- List under Footnotes, page 9, Other Securities with Voting Power.

Line No.	Name of security holder	Address of security holder	Number of votes to which security holder was entitled	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED		
				Stocks		
				Common	NPV Preferred	
	(a)	(b)	(c)	(e)	Second (e)	First (f)
1	Merrill Lynch	New York, NY	876 879	876 879		
2	Morgan Guaranty Trust Co.*	New York, NY	842 597	842 597		
3	Citibank, NA	* New York, NY	522 137	522 137		
4	Bankers Trust Co.	* New York, NY	451 975	451 975		
5	Westana Corp.	Omaha, NE	344 850	--	344 850	
6	Midwest Stock Exch. Clearing *	Chicago, IL	257 039	257 039		
7	Chase Manhattan Bank	* New York, NY	151 252	151 252		
8	Irving Trust Co.	* New York, NY	147 946	147 946		
9	Pac. Sec. Depos. Tr. Co. Inc. *	San Francisco, CA	126 379	126 379		
10	Manufacturers Natl. Bank *	Detroit, MI	125 803	125 803		
11	Wells Fargo Bank, NA	* San Francisco, CA	100 391	100 391		
12	State Street Bank & Tr. Co. *	Boston, MA	100 164	100 164		
13	Equit. Life Assur. Society	New York, NY	100 000	100 000		
14	Minn. State Bd. of Retirement *	St. Paul, MN	96 700	96 700		
15	Paine Webber Jackson & Curtis	New York, NY	92 729	92 729		
16	Cleveland Trust Co.	* Cleveland, OH	84 791	84 791		
17	Donaldson Lukin & Jennette Security Corp.	* New York, NY	82 007	82 007		
18	Manufacturers Hanover Tr. *	New York, NY	71 597	71 597		
19	First Jersey Natl Bank	* Jersey City, NJ	70 000	70 000		
20	US Trust Co. of New York	New York, NY	68 482	68 482		
21	NW Natl Bank of Mpls	* Minneapolis, MN	68 003	68 003		
22	Dean Witter	San Francisco, CA	67 955	67 955		
23	First Wall St. Settlement Corp.	New York, NY	67 099	67 099		
24	Bank of America	* Los Angeles, CA	60 187	60 187		
25	Bache Halsey Stuart Shields	New York, NY	60 109	60 109		
26	E. F. Hutton & Co.	New York, NY	56 673	56 673		
27	Bank of New York	* New York, NY	52 642	52 642		
28	Brown Bros. Harriman	New York, NY	49 899	49 899		
29	Smith Barney Harris Upham & Co.	New York, NY	49 444	49 444		
30	West Publishing Co.	St. Paul, MN	45 000	45 000		

Note: Schedule 109. Voting Powers and Elections, continued on page

Railroad Annual Report R-1



**Merrill Lynch
Pierce
Fenner & Smith Inc.**

February 2, 1978

John C. Ashton
Vice President and Secretary
Burlington Northern
176 East Fifth Street
St. Paul, Minnesota 55101

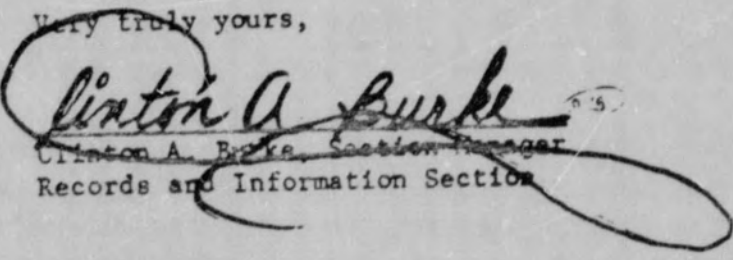
Attention: John C. Ashton

Re: Burlington Northern

In reply to your letter of 1/24/78 please be advised that our records indicate we were holding 961,014 shares of Burlington Northern stock as of 12/30/77. These shares were held solely for the beneficial interest of 5,238 individual accounts, none of which were beneficially held by us. The largest single holding in any one of these accounts is 24,000.

Should you require further assistance in this matter, please feel free to contact us at your convenience.

Very truly yours,


Clinton A. Burke, Section Manager
Records and Information Section

CAB/mm

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK
9 WEST 57TH STREET, NEW YORK, N. Y. 10019

FRY
MARTIN F. SHEA
Vice President

New York February 3, 1978

Mr. John C. Ashton
Vice President and Secretary
Burlington Northern
176 East Fifth Street
St. Paul, Minnesota 55101

Dear Mr. Ashton:

Your letter of January 24, 1978, inquiring about voting rights has been referred to me for reply.

Please be advised of the following figures as of January 27, 1978:

Sole Voting Rights	-	279,950 shares
Shared Voting Rights	-	2,800 shares
No Voting Rights	-	The balance of the holdings

In addition, we hold in the name of Cede & Co. 54,500 shares with sole voting rights, none of which is included in the figure above.

We feel that our obligation of confidentiality to our clients for whom we hold shares of Burlington Northern prevents our disclosing to you the identity of these clients.

Sincerely,

Martin F. Shea



BURLINGTON NORTHERN

JOHN C. ASHTON
Vice President and Secretary

January 24, 1978

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-3250

Citibank, N.A.
111 Wall Street
New York, New York 10015

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 522,137 shares of common stock registered in your various nominee names.

In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C. ASHTON

JCA/el



bcc: Mr. R. F. Garland

JAN 25 1978

CONTROLLER'S OFFICE

January 24, 1978

Bankers Trust Company
16 Wall Street
New York, New York 10015

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 451,975 shares of common stock registered in your various nominee names.

In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C. ASHTON

JCA/el

bcc: Mr. R. F. Garland



BURLINGTON

January 24, 1978

Midwest Stock Exchange
Clearing Corporation
120 South LaSalle Street
Chicago, Illinois 60603

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 257,039 shares of common stock registered in your various nominee names.

In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C. ASHTON

JCA/el

bcc: Mr. R. F. Garland



BURLINGTON

January 24, 1978

Chase Manhattan Bank, N.A.
One Chase Manhattan Plaza
New York, New York 10015

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 151,252 shares of common stock registered in your various nominee names.

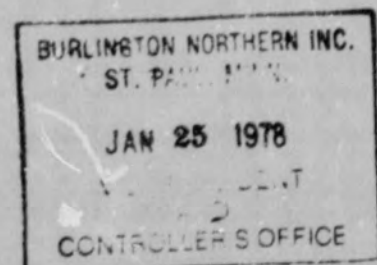
In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C. ASHTON

JCA/el

 bcc: Mr. R. F. Garland



Irving Trust Company **A Charter**
New York Bank



Irving Trust Company
Personal Trust Division
One Wall Street
New York, N.Y. 10015

George S. Spira
Assistant Vice President

February 15, 1978

Burlington Northern
176 East Fifth Street
St. Paul, Minnesota 55101

Att: John C. Ashton
Vice President and Secretary

Gentlemen:

Reference is made to your letter of January 24, 1978 concerning voting rights for the shares of your company's common stock registered in the names of our various nominees.

We understand that you require the identity of those who have the authority to vote 1/2 of 1% or more of your outstanding shares. A review of our records reveals that the Irving Trust Company does not itself have the authority to vote the number of shares in question. However, we hold 100,000 shares for the American Electric Power System Retirement Trust. Those shares are voted by its Investment Committee.

Very truly yours,

George Loria

January 24, 1978

Pacific Securities Depository Trust Co., Inc.
301 Pine Street
San Francisco, California 94104

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 126,379 shares of common stock registered in your various nominee names.

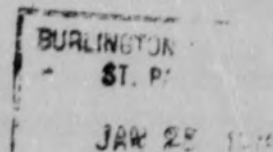
In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C. ASHTON

JCA/el

bcc: Mr. R. F. Garland



January 24, 1978

Manufacturers National Bank
of Detroit
P. O. Box 1319
Detroit, Michigan 48231

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 125,803 shares of common stock registered in your various nominee names.

In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C. ASHTON

JCA/el

cc: Mr. R. F. Garland

BURLINGTON NORTHERN INC.
ST. PAUL, MINN.

JAN 25 1978



January 24, 1978

Wells Fargo Bank, N.A.
P. O. Box 44002
San Francisco, California 94144

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 100,391 shares of common stock registered in your various nominee names.

In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

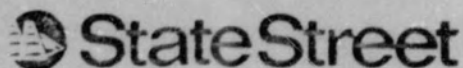
(Signed) JOHN C. ASHTON

JCA/el

bcc: Mr. R. F. Garland

BURLINGTON NORTHERN INC.
ST. PAUL

JAN 25 1978



State Street Bank and Trust Company
P. O. Box 351
Boston, Massachusetts 02101
(617) 786-

March 13, 1978

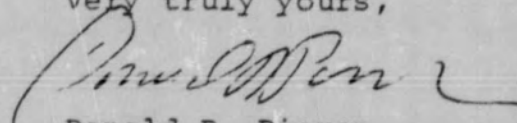
Mr. John C. Ashton
Vice President & Secretary
Burlington Northern
176 East Fifth Street
St. Paul, Minnesota 55101

Dear Mr. Ashton:

The following is the list of funds that hold shares in Burlington Northern as requested by you, for the Interstate Commerce Commission, in your letter of January 24, 1978:

<u>Sole Voting Rights</u> FUND NAME	<u>No Voting Rights</u> MANAGEMENT CO.	NOMINEE NAME	SHARES 12/31/77
Keystone S-3		Thwart & Co.	20,000
Northeast Util.			
Pension Fund		Cabin & Co.	4,000
First Index Inv.Tr.	Vanguard Group	Astern	700
United Accumulative	Waddell & Reed	Goco	50,000
PBGC	Wells Fargo Bk.		
	San Francisco	Beat & Co.	3,300
Internat'l. Paper	Endowment Mgmt.		
	Boston	Swab & Co.	20,000
Internat'l. Paper	Morgan Guaranty		
	& Trust, New York	Swab & Co.	3,700

Very truly yours,


Donald R. Pierce
Assistant Vice President

DRP:jj

January 24, 1978

Equitable Life Assurance Society
of the United States
1285 Avenue of the Americas
New York, New York 10019

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 100,000 shares of common stock registered in your various nominee names.

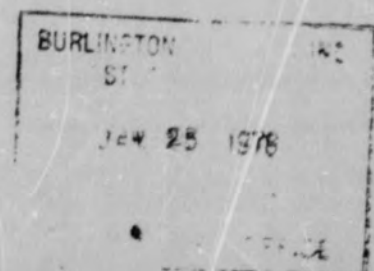
In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C. ASHTON

JCA/el

 bcc: Mr. R. F. Garland



January 24, 1978

Minnesota State Board of Retirement
Room 105, MEA Building
55 Sherburne Avenue
St. Paul, Minnesota 55103

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 96,700 shares of common stock registered in your various nominee names.

In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C. ASHTON

JCA/el

 bcc: Mr. R. F. Garland

BURLINGTON NORTHERN INC.
ST. PAUL, MINN.

JAN 25 1978

CONTROLLER'S OFFICE

January 24, 1978

Paine, Webber, Jackson & Curtis Inc.
140 Broadway
New York, New York 10005

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 92,729 shares of common stock registered in your various nominee names.

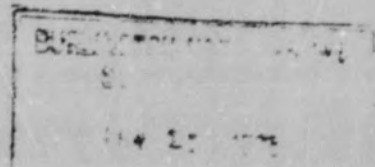
In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C. ASHTON

JCA/el

bcc: Mr. R. F. Garland



January 24, 1978

Cleveland Trust Company
Trust Department
P. O. Box 6147
Cleveland, Ohio 44101

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 84,791 shares of common stock registered in your various nominee names.

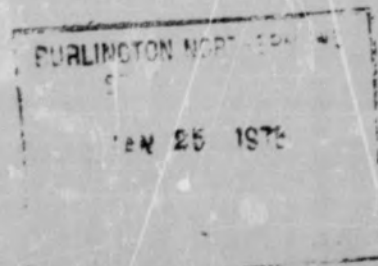
In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C. ASHTON

JCA/el

bcc: Mr. R. F. Garland



Donaldson, Lufkin & Jenrette

Donaldson, Lufkin & Jenrette Securities Corporation • 140 Broadway, New York, N. Y. 10005 (212) 943-0300

February 15, 1978

Mr. John C. Ashton
Vice President & Secretary
Burlington Northern
176 East Fifth St.
St. Paul, Minnesota 55101

Dear Mr. Ashton:

Attached is the information requested in your letter of January 24, 1978 concerning voting rights with respect to the shares of Burlington Northern Common Stock held by Donaldson, Lufkin & Jenrette Securities Corporation. Be advised that our records reflect that we held 78,446 shares as of December 31, 1977.

A majority of the shares were held for accounts of our correspondent brokers. To determine voting rights, it is suggested that the correspondent brokers be contacted directly.

If you have any additional questions, please do not hesitate to contact me.

Sincerely,

Kenneth R. Enos

Kenneth R. Enos
Legal & Compliance Dept.

KRE/mm
Att.

-4-

"Individuals"

Dr. Delos Aumock, Jr. 212 Front Street Owego, N.Y. 13827	200
Mrs. Gertrude L. Moretti 30 Tunstall Road Scarsdale, N.Y. 10583	100
Mary Froelich 930 Park Avenue New York, N.Y. 10028	500
Dr. Lester Tuchman 71 East 77th Street New York, N.Y.	200
Marion M. Hinchman 3319 S. Stafford Street Arlington, Va. 22206	50
Mr. Howard B. Zody & Mrs. Ruth J. Zody TBE 193 Briar Rodge Road Waynesboro, Pa. 17268	14
Foster Bros. Weber & Co., Inc. Firm & Partner A/C 241 Superior Street Toledo, Ohio 43604	500
Mrs. Barbara Ellison 26 Country Club Drive Charleston, S.C. 29401	150
Ray S. Everson Ruth A. Everson 774 Redbud Lane Greenwood, Ind. 46142	200
Leon J. Silvis, Guardian for Paul S. Young RD 4 Box 214 Apollo, Pa. 15613	15

<u>Correspondent</u>	<u># of Shares</u>
David A. Noyes & Co. 208 S. LaSalle Street Chicago, Ill. 60604	277
Parker/Hunter, Inc. 4000 U.S. Steel Bldg. Pittsburgh, Pa. 15219	1,514
Quinn & Co., Inc. P.O. Box 528 Albuquerque, N.M. 87102	348
Charles Schwab & Co., Inc. 120 Montgomery Street San Francisco, Calif. 94104	25
H.O. Peet & Co., Inc. 23 West 10th Street Kansas City, Mo. 64105	1,812
Reinholdt & Gardner 506 Olive Street St. Louis, Mo. 63101	3,191
Smith, Hague & Co., Inc. Penobscot Bldg. Detroit, Mich. 48226	200
Scott & Stringfellow P.O. Box 1575 Richmond, Va. 23213	3,520
Henry F. Swift & Co. 433 California Street San Francisco, Calif. 94104	50
Underwood, Neuhaus & Co., Inc. 724 Travis Street Houston, Texas 77002	2,000
Wagneseller & Durst, Inc. 611 West 6th Street Los Angeles, Calif. 90017	200

<u>Correspondent</u>	<u># of Shares</u>
Davis, Skaggs & Co., Inc. 160 Sansome Street San Francisco, Calif. 94104	1,600
First of Michigan Corp. 100 Renaissance Center Detroit, Mich. 48243	2,662
Folger, Nolan, Fleming, Douglas, Inc. 725 15th Street, N.W. Washington, D.C. 20005	1,488
First Mid America, Inc. 1221 "N" Street Lincoln, Nebr. 68501	1,150
C.S. McKee & Co. Inc. 2900 U.S. Steel Bldg. Pittsburgh, Pa. 15219	400
Hazlett, Burt & Watson, Inc. One Central Union Bldg. Wheeling, W. Va. 26003	10
F.L. Putnam & Co., Inc. 50 Congress Street Boston, Mass. 02109	500
Legg Mason, Wood Walker, Inc. 7 East Redwood Street Baltimore, Md. 21203	2,728
Howard, Weil, Labouisse, Friedrichs, Inc. 211 Carondelet Street New Orleans, La. 70130	1,920
Piper, Jaffray & Hopwood, Inc. 800 Multifoods Bldg. 733 Marquette Ave. Minneapolis, Minn. 55407	30,745
Chiles, Heider, Inc. 1300 Woodman Tower Omaha, Nebr. 68102	230

February 13, 1978

Burlington Northern

as of 12/31/77

<u>Correspondent</u>	<u># of Shares</u>
Belford, Hammerbeck, Inc. P.O. Box 450 Portland, Ore. 97207	100
Bosworth, Sullivan & Co., Inc. 950 17th Street Denver, Colo. 80202	2,623
Bateman Eichler, Hill Richards, Inc. 700 South Flower Street Los Angeles, Calif. 90017	880
J.S. Barr & Co., Inc. Barr Bldg. 211 E. Seneca Street Ithaca, N.Y. 14850	209
Baker, Watts & Co. 100 Light Street Baltimore, Md. 21202	450
Birr, Wilson & Co., Inc. 155 Sansome Street San Francisco, Calif. 94104	5,385
Dain, Kalman & Quail, Inc. 100 Dain Tower Minneapolis, Minn. 55402	12,798
Butler, Wick & Co. Union National Bank Bldg. Youngstown, Ohio 44501	2,175
Crowell, Weedon & Co. One Wilshire Blvd. Los Angeles, Calif. 90017	260
Ferris & Co., Inc. 1720 Eye Street Washington, D.C. 20006	140
Bristol & Gallagher 1015 Milam Bldg. San Antonio, Texas 78205	200

Burlington Northern as of 12/31/77

<u>Name and Address</u>	<u># of Shares</u>
Warren W. Haight 76 West 86th St. Apt. 5-D New York, NY 10024	50
Mrs. Shelby Goodman 550 Park Ave. Apt. 9-B New York, NY 10021	500
The MCB 1968 Trust Conley Brooks Ttee Att: Norlan Lee 127 South 10th St. Minneapolis, Minn 55403	1,000
Caisse Central De Banques Populaires 115 Rue Montmorte 75002 Paris, France	1,000
P & A Associates Att: John H. McDonnell 230 Peachtree St. Suite 2200 Atlanta, Georgia 30303	1,800
Rainbow Fund c/o Robert Chandler, Esq. 19228 Bungalow Lathrup Village, Michigan 48010	1,100
Wood, Struthers & Winthrop Att: Dennis Murphy	2,075
	<u>7,525</u>

January 24, 1978

Manufacturers Hanover Trust Company
350 Park Avenue
New York, New York 10022

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 71,597 shares of common stock registered in your various nominee names.

In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C. ASHTON

JCA/el

bcc: Mr. R. F. Garland



RECEIVED
ST. L.

JAN 25 1978

January 24, 1978

First Jersey National Bank
1 Exchange Place
Jersey City, New Jersey 07303

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 70,000 shares of common stock registered in your various nominee names.

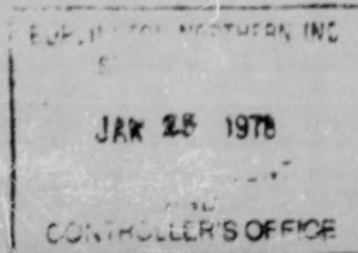
In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C. ASHTON

JCA/el

bcc: Mr. R. F. Garland



UNITED STATES TRUST COMPANY

OF NEW YORK

45 WALL STREET NEW YORK, N. Y. 10005

212-425-4500

Trust Administrative Officer

February 10, 1978

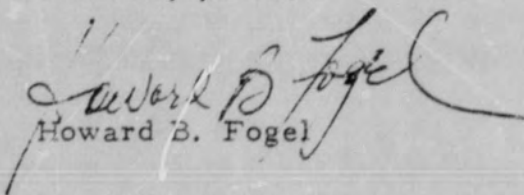
Mr. John C. Ashton
Vice President and Secretary
Burlington Northern
176 East Fifth Street
St. Paul, Minnesota 55101

Dear Mr. Ashton:

In reply to your letter dated January 24, 1978, the United States Trust Company currently holds a total of 39,802 shares Burlington Northern common stock in the nominees Atwell & Co., Heil & Co., Cede & Co. and Verely & Co. The voting rights of these shares are broken down as follows:

Sole Voting Power	1,882
Joint Voting Power	4,762
No Voting Power	<u>33,158</u>
Total	39,802

Sincerely yours,


Howard B. Fogel

/ee



BURLINGTON NORTHERN 50-112700

EPD
JOHN C. ASHTON
Vice President and Secretary

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-3250

January 24, 1978

Northwestern National Bank of Minneapolis
7th and Marquette Avenues
Minneapolis, Minnesota 55480

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

8,271 sh
"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

22,287 sh
"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

37,445 sh
"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 68,003 shares of common stock registered in your various nominee names.

In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

JCA/el

January 24, 1978

Dean Witter & Co., Inc.
45 Montgomery Street
San Francisco, California 94106

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 67,955 shares of common stock registered in your various nominee names.

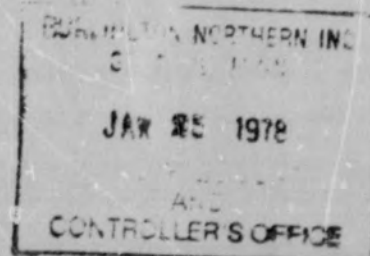
In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C ASHTON

JCA/el

bcc: Mr. R. F. Garland





BURLINGTON NORTHERN

JOHN C. ASHTON
Vice President and Secretary

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-3250

January 24, 1978

First Wall Street
Settlement Corporation
40 Wall Street
New York, New York 10005

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

This One

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 67,099 shares of common stock registered in your various nominee names.

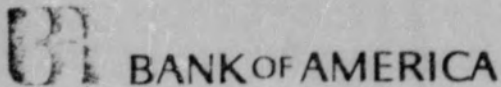
In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

JCA/el

First Wall Street Settlement Corporation
By:
RALPH A. DUNANT
Assistant Secretary
Manager Proxy Dept.

JAN 27 1978



SOUTHERN CALIFORNIA HEADQUARTERS

Please address your reply to
TRUST DEPARTMENT
Attention of Trust Dividends #8013

February 15, 1978

Mr. John C. Ashton
Vice President & Secretary
Burlington Northern
176 East Fifth Street
St. Paul, Minnesota 55103

Dear Mr. Ashton:

In reply to your inquiry dated January 24, 1978 regarding the voting rights of Burlington Northern security holders, we submit the following list of our Nominee names and our voting powers as of year-end:

<u>Nominee</u>	<u>Full power</u>	<u>Joint power</u>	<u>No power</u>
Jose & Co.	350 shs		
Monterey & Co.	120		
Stock & Co.			240 shs
East & Co.	40		12
Marin & Co.	120		
North & Co.	600		
Kalper & Co.	7,500		
Boi & Co.	14,000		250
Eachen & Co.	1,300		
Cook & Co.	500		500
Talli & Co.	600		
Sopro & Co.	500		
Oldpro & Co.			3,000
Clerks & Co.	22,500		
Flower & Co.	3,000		
Sand & Co.	1,149		
Beach & Co.	440		
Grove & Co.	636	25 shs	100
Jewel & Co.	30		
Crown & Co.	200		
Pomo & Co.	15		200
Coast & Co.	100		2,460
Hills & Co.	200		
Total:	53,900	25	6,762

We apologize for the delay in answering your letter, but we had to contact our Northern Division for some of the above figures.

Yours truly,

R. Janikowski
R. Janikowski, Pro-Assistant Cashier, Trust

January 24, 1978

Bache, Halsey, Stuart Shields, Inc.
100 Gold Street
New York, New York 10038

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 60,109 shares of common stock registered in your various nominee names.

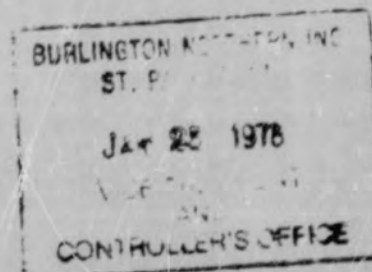
In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C. ASHTON

JCA/el

bcc: Mr. R. F. Garland



January 24, 1978

E. F. Hutton & Co., Inc.
One Battery Park Plaza
New York, New York 10004

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 56,673 shares of common stock registered in your various nominee names.

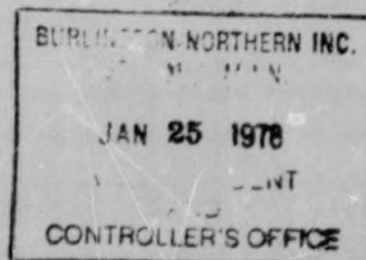
In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C. ASHTON

JCA/el

bcc: Mr. R. F. Garland



January 24, 1978

Bank of New York
P. O. Box 11028
New York, New York 10249

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 52,642 shares of common stock registered in your various nominee names.

In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C. ASHBY

JCA/el

bcc: Mr. R. F. Garland

JAN 25 1978

RECEIVED OFFICE

January 24, 1978

Brown Brothers Harriman & Co.
59 Wall Street
New York, New York 10005

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 49,899 shares of common stock registered in your various nominee names.

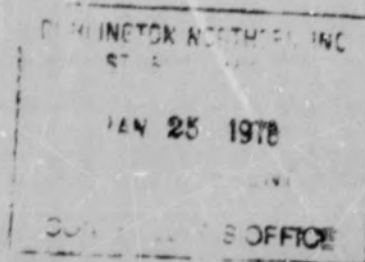
In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

 JOHN C. ASHTON

JCA/el

 bcc: Mr. R. F. Garland



RFG			
DJW			
KTW			
GWF			
DR			
RJM			
RDF			
WW			
TLL			
NES			
EH			
REW			

January 24, 1978

Smith, Barney, Harris, Upham & Co., Inc.
1345 Avenue of the Americas
New York, New York 10019

Gentlemen:

As a railroad subject to the Interstate Commerce Commission, this Company is required to file an Annual Report R-1. Schedule 109, of that report, requires disclosure with respect to voting rights of security holders. The Interstate Commerce Commission has advised that in furnishing the required information the voting rights should be disclosed as follows:

"Sole voting rights - The institution alone is responsible for voting shares. The names of the institutions will be adequate disclosure.

"Shared voting rights - The institution shares the voting responsibilities with a co-trustee or co-executor. In such instances, the names of the co-trustees or co-executors must be shown.

"No voting rights - The institution has no voting authority and all proxies are mailed directly to the beneficial owners or the parties exercising investment control. In these circumstances, those exercising investment control should be shown."

As of December 31, 1977, our records show 49,444 shares of common stock registered in your various nominee names.

In order that we may comply with the demands of the Interstate Commerce Commission, will you please advise voting rights, with respect to the above shares, in accordance with the above.

Yours very truly,

(Signed) JOHN C. ASHTON

JCA/el

bcc: Mr. R. F. Garland

BURLINGTON NORTHERN INC.
ST. PAUL, MINN.

JAN 25 1978

CONTROLLER'S OFFICE

FAD



West Publishing Company • 50 W. Kellogg Blvd., P.O. Box 3526, St. Paul, MN 55165 Tel: 612/228-2500

PETER J. GILLIGAN
Vice President and Secretary

January 25, 1978

Mr. John C. Ashton
Vice President and Secretary
Burlington Northern
176 East Fifth Street
St. Paul, Minnesota 55101

Dear Mr. Ashton:

This is in reply to your letter relating to the voting rights on the 45,000 shares of Burlington Northern common stock registered in the name of West Publishing Company.

West Publishing Company, the registered holder, has the voting rights for these shares. It would appear, therefore, that this holding would be classed under the category "Sole Voting Rights" as set forth in your letter.

If you have any further questions, please do not hesitate to call.

Very truly yours,

PIG/je

109. VOTING POWERS AND ELECTIONS—(Continued From Page 8)

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. 10,439,331
votes cast.
11. Give the date of such meeting. May 12, 1977
12. Give the place of such meeting. St. Paul, Minnesota

NOTES AND REMARKS

Note: Cede & Co., the nominee for the Stock Clearing Corporation, acting for members of the New York Stock Exchange, held as of December 31, 1977 2,903,925 shares. Shares held by Cede & Co. have been included in above listing to the extent possible.

- * Not stockholder of record.
Nominee of security holder is registered owner.

200. COMPARATIVE GENERAL BALANCE SHEET—ASSETS

For instructions covering this schedule, see the text pertaining to General Balance Sheet Accounts in the Uniform System of Accounts for Railroad Companies. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated. The entries in column (c) should be restated to conform with the accounting requirements followed in

column (b). The entries in the short column (a2) should be deducted from those in column (a1) in order to obtain corresponding entries for column (b). All contra entries hereunder should be indicated in parenthesis.

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
			\$	\$
	CURRENT ASSETS			
1	(701) Cash		20 418	13 509
2	(702) Temporary cash investments (p. 23)		47 443	8 485
3	(703) Special deposits (p. 23)		1 666	993
4	(704) Loans and notes receivable (p. 23)		496	349
5	(705) Traffic, car service and other balances—Dr.		3 421	4 722
6	(706) Net balance receivable from agents and conductors		57 454	54 928
7	(707) Miscellaneous accounts receivable		33 028	24 321
8	(708) Interest and dividends receivable		1 013	404
9	(709) Accrued accounts receivable (p. 23)		114 109	93 799
10	(710) Working fund advances		1 136	1 508
11	(711) Prepayments (p. 23)		2 462	3 320
12	(712) Material and supplies		208 169	178 196
13	(713) Other current assets (p. 23)		1 120	993
14	(714) Deferred income tax charges (p. 87)		2 842	2 955
15	Total current assets		494 777	388 482
	SPECIAL FUNDS			
		(a1) Total book assets at close of year	(a2) Respondent's own issues included in (a1)	
16	(715) Sinking funds (pp. 24 and 25)	1	None	1
17	(716) Capital and other reserve funds (pp. 24 and 25)	9 815	None	9 815
18	(717) Insurance and other funds (pp. 24 and 25)	1 566	None	1 566
19	Total special funds		11 382	34 290
	INVESTMENTS			
20	(721) Investments in affiliated companies (pp. 28-31)		254 278	271 267
21	Undistributed earnings from certain investments in account 721 (pp. 35A and 35B)		158 598	142 645
22	(722) Other investments (pp. 32-35)		7 966	7 645
23	(723) Reserve for adjustment of investment in securities—Credit (p. 27, Instruction 9)		15 142	15 443
24	(724) Allowance for net unrealized loss on noncurrent marketable equity securities—Cr.			
25	Total investments (accounts 721, 722, 723, and 724)		405 370	406 114
	PROPERTIES			
26	(731) Road and equipment property: Road		2 036 681	1 972 088
27	Equipment		1 561 769	1 522 160
28	General expenditures			
29	Other elements of investment			
30	Construction work in progress		23 431	18 286
31	Total (pp. 38-41)		3 631 881	3 512 534
32	(732) Improvements on leased property: Road		3 159	2 769
33	Equipment		1 332	1 161
34	General expenditures			
35	Total (pp. 38-41)		4 491	3 930
36	Total transportation property (accounts 731 and 732)		3 636 372	3 516 464
37	(733) Accrued depreciation—Improvements on leased property (p. 45 B)		(915)	(842)
38	(735) Accrued depreciation—Road and equipment (pp. 45 and 46)		(1 095 645)	(1 054 521)
39	(736) Amortization of defense projects—Road and Equipment (p. 47)		(40 146)	(44 091)
40	Recorded depreciation and amortization (accounts 733, 735 and 736)		(1 136 707)	(1 099 454)
41	Total transportation property less recorded depreciation and amortization		2 499 665	2 417 010
42	(737) Miscellaneous physical property (pp. 52 and 53)		102 800	96 905
43	(738) Accrued depreciation—Miscellaneous physical property (pp. 52 and 53)		(18 367)	(16 470)
44	Miscellaneous physical property less recorded depreciation (account 737 less 738)		84 433	80 435
45	Total properties less recorded depreciation and amortization		2 584 098	2 497 445

COMPARATIVE GENERAL BALANCE SHEET—ASSETS—Continued on page 11

NOTE.—See page 12 for explanatory notes, which are an integral part of the Comparative General Balance Sheet.
For compensating balances not legally restricted, see Schedule 202.

260.—COMPARATIVE GENERAL BALANCE SHEET—ASSETS—Continued

Line No.	Account or item (a)	(Dollars in thousands) Balance at close of year (b)	Balance at begin- ning of year (c)
	OTHER ASSETS AND DEFERRED CHARGES	\$	\$
46	(741) Other assets (p. 54)	7 342	5 593
47	(743) Other deferred charges (p. 54)	17 973	19 430
48	(744) Accumulated deferred income tax charges (p. 54)		
49	Total other assets and deferred charges	25 315	25 023
50	TOTAL ASSETS	3 521 242	3 351 354

200. COMPARATIVE GENERAL BALANCE SHEET-EXPLANATORY NOTES

The notes listed below are provided for the purpose of disclosing supplementary information concerning 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 therein 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 explanatory statements

explaining (1) service interruption insurance policies and indicate 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. (Dollars in thousands)

1. Show hereunder the estimated accumulated tax reductions realized during current and prior years under Section 168 (formerly Section 124-A) and under Section 167 of the Internal Revenue Code because of accelerated amortization of emergency facilities and accelerated depreciation of other facilities and also depreciation deductions resulting from the use of the new guideline lives, since December 31, 1961, pursuant to Revenue Procedure 62-21 in excess of recorded depreciation. The amount to be shown in each case is the net accumulated reductions in taxes realized less subsequent increases in taxes due to expired or lower allowances for amortization or depreciation as a consequence of accelerated allowances in earlier years. Also, show the estimated accumulated net income tax reduction realized since December 31, 1961, because of the investment tax credit authorized in the Revenue Act of 1962. In the event provision has been made in the accounts through appropriations of surplus or otherwise for the contingency of increase in future tax payments, the amounts thereof and the accounting performed should be shown.

(a) Estimated accumulated net reduction in Federal income taxes since December 31, 1949, because of accelerated amortization of emergency facilities in excess of recorded depreciation under Section 168 (formerly Section 124-A) of the Internal Revenue Code \$ 19 015

(b) Estimated accumulated savings in Federal income taxes resulting from computing book depreciation under Commission rules and computing tax depreciation using the items listed below \$ 229 811

—Accelerated depreciation since December 31, 1953, under Section 167 of the Internal Revenue Code.

—Guideline lives since December 31, 1961, pursuant to Revenue Procedure 62-21.

—Guideline lives under Class Life System (Asset Depreciation Range) since December 31, 1970, as provided in the Revenue Act of 1971.

(c)(i) Estimated accumulated net income tax reduction utilized since December 31, 1961, because of the investment tax credit authorized in the Revenue Act of 1962, as amended. \$ 77 461

(ii) If carrier elected, as provided in the Revenue Act of 1971, to account for the investment tax credit under the deferral method, indicate the total deferred investment tax credit in account 786. Accumulated deferred income tax credits, at beginning of year—\$ None

Add investment tax credits applied to reduction of current year's tax liability but deferred for accounting purpose. \$ None

Deduct deferred portion of prior year's investment tax credit used to reduce current year's tax accrual. \$ None

Other adjustments (indicate nature such as recapture on early disposition) \$ None

(iii) Show the amount of investment tax credit carryover at year end (Consolidated) \$ 101 167

(d) Estimated accumulated net reduction in Federal income taxes because of accelerated amortization of certain rolling stock since December 31, 1969, under provisions of Section 184 of the Internal Revenue Code \$ None

(e) Estimated accumulated net reduction in Federal income taxes because of amortization of certain rights-of-way investments

under the provisions of Section 165 of the Internal Revenue Code, as amended \$ 9 847

2. Amount of accrued contingent interest on funded debt recorded in the balance sheet:

Description of obligation	Year accrued	Account No.	Amount
			None

Continued on following page

200. COMPARATIVE GENERAL BALANCE SHEET—LIABILITIES AND SHAREHOLDERS' EQUITY

For instructions covering this schedule, see the text pertaining to General Balance Sheet Accounts in the Uniform System of Accounts for Railroad Companies. The entries in this balance sheet should be consistent with those in the supporting schedules on the pages indicated. The entries in column (c) should be restated to conform with the accounting requirements followed in

column (b). The entries in short column (a1) should reflect total book liability at close of year. The entries in the short column (a2) should be deducted from those in column (a1) in order to obtain corresponding entries for column (b). All contra entries hereunder should be indicated in parenthesis.

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at begin- ning of year (c)	
CURRENT LIABILITIES					
51	(751) Loans and notes payable (p. 63)		\$ 27 445	\$ 17 343	
52	(752) Traffic, car service and other balances—Cr.				
53	(753) Audited accounts and wages payable		34 573	34 269	
54	(754) Miscellaneous accounts payable		27 538	24 605	
55	(755) Interest matured unpaid		274	226	
56	(756) Dividends matured unpaid		251	236	
57	(757) Unmatured interest accrued		17 312	16 754	
58	(758) Unmatured dividends declared				
59	(759) Accrued accounts payable (p. 63)		134 211	123 656	
60	(760) Federal income taxes accrued (p. 64)		6 973	15 069	
61	(761) Other taxes accrued (p. 64)		47 594	46 705	
62	(762) Deferred income tax credits (p. 87)				
63	(763) Other current liabilities (p. 63)		27 022	23 194	
64	Total current liabilities (exclusive of long-term debt due within one year)		323 193	302 057	
LONG-TERM DEBT DUE WITHIN ONE YEAR					
65	(764) Equipment obligations and other debt (pp. 56-59)	(a1) Total issued 75 408	(a2) Held by or for respondent 2 689	72 719	55 877
LONG-TERM DEBT DUE AFTER ONE YEAR					
66	(765) Funded debt unmatured (pp. 56-59)	(a1) Total issued 952 333	(a2) Held by or for respondent 437 976	514 357	536 597
67	(766) Equipment obligations (pp. 56-59)	315 746		315 746	323 249
68	(766.5) Capitalized lease obligations			40 799	36 305
69	(767) Receivers' and Trustees' securities (pp. 56-59)				
70	(768) Debt in default (pp. 56-59)				
71	(769) Amounts payable to affiliated companies (p. 62)			58 358	59 712
72	(770.1) Unamortized discount on long-term debt				
73	(770.2) Unamortized premium on long-term debt				
74	Total long-term debt due after one year			929 260	955 863
RESERVES					
75	(771) Pension and welfare reserves (p. 65)			10 329	11 066
76	(774) Casualty and other reserves (p. 65)			23 466	24 899
77	Total reserves			33 795	35 765
OTHER LIABILITIES AND DEFERRED CREDITS					
78	(781) Interest in default (p. 58)				
79	(782) Other liabilities (p. 65)			29 762	22 377
80	(784) Other deferred credits (p. 65)			50 093	47 195
81	(785) Accrued liability—Leased property (p. 45A)			16 196	14 633
82	(786) Accumulated deferred income tax credits (p. 87)			189 991	188 749
83	Total other liabilities and deferred credits			286 042	272 954
SHAREHOLDERS' EQUITY					
Capital stock (Par or stated value)					
84	(791) Capital stock issued: Common stock (p. 67)	(a1) Total issued 545 676	(a2) Nominally issued securities	545 676	543 942
85	Preferred stock (p. 67)	137 308		137 308	39 320
86	Total	682 984		682 984	583 262
87	(792) Stock liability for conversion (p. 68)	317		317	429
88	(793) Discount on capital stock				
89	Total capital stock			683 301	583 391
Capital surplus					
90	(794) Premiums and assessments on capital stock (p. 69)				
91	(795) Paid-in surplus (p. 69)				
92	(796) Other capital surplus (p. 69)				
93	Total capital surplus				

**COMPARATIVE GENERAL BALANCE SHEET—LIABILITIES AND SHAREHOLDERS' EQUITY—
CONTINUED ON PAGE 13.**

Note.—See page 11 for explanatory notes, which are an integral part of the Comparative General Balance Sheet.

200. COMPARATIVE GENERAL BALANCE SHEET—LIABILITIES AND SHAREHOLDERS' EQUITY—Continued

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
	Retained income		\$	\$
94	(797) Retained income—Appropriated (p. 69)		49 587	55 002
95	(798) Retained income—Unappropriated (p. 20)		1 143 368	1 090 168
96	(798.1) Net unrealized loss on noncurrent marketable equity securities		1 172 955	1 145 170
97	Total retained income			
	Treasury Stock			
			23	23
98	(798.5) Less: Treasury stock		1 876 233	1 728 838
99	Total shareholders' equity		3 521 242	3 351 354
100	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY			

200. COMPARATIVE GENERAL BALANCE SHEET—EXPLANATORY NOTES—Continued

3. 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: \$ 1 125 *
 *(See note 1 on page 14)

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

5. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year: See note 2 on page 14

(b) Show amount of past service pension costs determined by actuaries at year end: \$ 161 006

(c) Total pension costs for year: \$ 4 173

Normal costs: \$ 9 808
 Amortization of past service costs:

(d) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund, and accrued liability (Account 771): \$ 59 712

(e) Is any part of pension plan funded? Specify: Yes X No

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

(ii) If funding is by trust agreement, list trustee(s): First Trust Company of St. Paul

Date of trust agreement or latest amendment: March 2, 1970 (As amended January 19, 1976)

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

(f) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement: See note 3 on page 15

(g)(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 X No

If yes, give number of the shares for each class of stock or other security: See note 4 on page 15

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

6. State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610): YES X NO

7. State separately amounts of deferred maintenance and delayed capital improvements as reported to the Commission in Ex Parte No. 305 as of close of year: See note 5 on page 15

Deferred maintenance: \$ 14 562
 Delayed capital improvements: \$ 254 741

EXPLANATORY NOTES ARE CONTINUED ON PAGE 14

COMPARATIVE GENERAL BALANCE SHEET-EXPLANATORY NOTES—Concluded

8. Marketable Equity Securities - to be completed by companies with \$10.0 million or more in gross operating revenues.

(a) Changes in Valuation Accounts

	Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.) Current Portfolio	\$ 2 991 021	\$ 2 436 952	\$ 554 000	XXXXXX
as of / / Noncurrent Portfolio			XXXXXX	\$
(Previous Yr.) Current Portfolio	2 991 021	2 672 359	XXXXXX	XXXXXX
as of / / Noncurrent Portfolio			XXXXXX	XXXXXX

(b) At 12/31/77, gross unrealized gains and losses pertaining to marketable equity securities were as follows:

	Gains	Losses
Current	\$	\$ 235 407
Noncurrent		

(c) A net unrealized gain (loss) of \$ 0 on the sale of marketable equity securities was included in net income for 1977 (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 the financial statements but prior to their filing, applicable to marketable equity securities owned at balance sheet date shall be disclosed below:

NOTE: / / - date - Balance sheet date of the current year unless specified as previous year.

NOTES AND REMARKS

Note 1 (Refers to Explanatory Note 3)

Under sinking fund provisions of respondent's General Mortgage Series N, O, P and Q Bonds respondent is required annually as of December 31st to appropriate (dependent on income for the respective year) this amount, presently, to be paid to the Trustee of the General Mortgage on July 1st in the subsequent year (See Schedule 305, page 20, Col. (b), line 9 for 1977 appropriation). In lieu of cash payment respondent, in order to satisfy the sinking fund requirement, delivers to the Trustee, on or before that date, a like par amount of General Mortgage Bonds that have been redeemed by cash prior to their maturity.

Note 2 (Refers to Explanatory Note 5a)

The accounting for pension funds and recording in the accounts the current and past service pension costs is consistent with prior years data except that the amortization base for past service cost was changed from 40 years to 15 years based on the recommendation of the actuary. As in past years, data is based on an annual actuarial valuation.

NOTES AND REMARKS

Note 3 (Refers to Explanatory Note 5f)

The Colorado & Southern Railway Co.
 Fort Worth & Denver Railway Company
 (Includes Joint Texas Division)
 Lake Superior Terminal & Transfer Ry. Co.
 BNL Development Corporation

Walla Walla Valley Railway Company
 Lemhi Telephone Company
 BN Transport Inc.
 Burlington Northern Air Freight Inc.
 Northern Airmotive Inc.
 Western Fruit Express Company

The allocation of charges necessary for funding the pension will be made in such manner and at such times as the Employers shall determine.

As required by Canadian Law, all Burlington Northern Inc. employees in Canada are covered by a Canadian Pension Plan. The plan was established January 1, 1971, amended December 31, 1975, and is administered by the Royal Trust Company, Vancouver, B. C.

Note 4 (Refers to Explanatory Note 5 g, 1)

Trailer Train Co.

Reg. Bonds of Conditional Sales
 Agreement and Equipment Trust
 Certificates

Face Amount \$ 450 (000)

American Rail Box Car Co.
 (100% owned by Trailer
 Train Co.)

Reg. Bonds of Conditional sales
 Agreements.

Face Amount \$ 963 (000)

Note 5 (Refers to Explanatory Note 7)

Reporting of the above amounts is accomplished on blank forms provided by the ICC, with captions preprinted. The Company distinguishes between "deferred maintenance" reporting thus called for and delayed maintenance expenditures needed to improve service and increase capacity. Respondent's maintenance policy is to maintain its physical plant, including track structure, at a level which will allow it to carry out its obligations as a common carrier and to upgrade and modernize its plant and facilities to enable it to meet competition and provide for future traffic requirements.

Note 6 Respondent carries a services interruption policy with the Imperial Insurance Company, Limited, under which it will be entitled to \$1,565,969 daily indemnity for certain work stoppage losses. In the event such losses are sustained by other railroads holding similar policies, respondent may be obligated to pay the maximum amount of twenty times the daily indemnity.

Note 7 During 1977, subsidies amounting to \$445,667 were received from the Illinois D.O.T. Grant Program covering capital expenditures for improvements to Chicago Suburban Territory Station Facilities.

Note 8 Previous year figures have been restated to reflect the effect of capitalizing leases as required by FASB No. 13.

300. INCOME ACCOUNT FOR THE YEAR

1. Give the income account of the respondent for the year in accordance with the rules prescribed in the Uniform System of Accounts for Railroad Companies.

2. In column (d) show against the appropriate account the amount of income that is offset by deductions in other income accounts of respondent so far as they relate to companies the operations of which are covered by this operating report. The amount of such deductions or dispositions to be also shown against appropriate accounts. For example, road (A) operates road (B) under

lease for a rental of \$1,000,000, but road (A) owns 50 percent of the stock of road (B) on which it receives \$250,000 in dividends. The entries in column (d) should be: Account No. 513, "Dividend income," \$250,000; Account No. 542, "Rent for leased roads and equipment," \$250,000. Again, if road (C) has issued its own securities to acquire a part or all of the securities of road (D), a separately operated carrier, no entries should be made in column (d) by road (C) even though dividends or interest be received on such securities held by road (C). But if road (D) is a

Line No.	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Offsetting debits and credits for current year (d)
	ORDINARY ITEMS	\$	\$	\$
	OPERATING INCOME			
	Railway Operating Income			
1	(501) Railway operating revenues (p. 73) _____	1 677 857	1 536 777	
2	(531) Railway operating expenses (p. 74) _____ (1)	1 396 416	1 257 356	
3	Net revenue from railway operations _____	281 441	279 421	
4	(532) Railway tax accruals (p. 86) _____	163 184	158 109	
5	(533) Provision for deferred taxes (p. 87) _____	1 355	2 847	
6	Railway operating income _____	116 902	118 465	
	Rent Income			
7	(503) Hire of freight cars and highway revenue equipment—			
	Credit balance (p. 90) _____	6 743	3 863	
8	(504) Rent from locomotives (p. 91) _____	13	6	
9	(505) Rent from passenger-train cars (p. 91) _____			
10	(506) Rent from floating equipment _____	213	300	
11	(507) Rent from work equipment _____	7 950	8 205	
12	(508) Joint facility rent income _____	14 919	12 374	
13	Total rent income _____			
	Rents Payable			
14	(536) Hire of freight cars and highway revenue equipment—			
	Debit balance (p. 90) _____ (1)	47 640	43 053	
15	(537) Rent for locomotives (p. 91) _____ (1)	17 071	15 174	
16	(538) Rent for passenger-train cars (p. 91) _____	736	744	
17	(539) Rent for floating equipment _____	64	5	
18	(540) Rent for work equipment _____	4 766	4 777	
19	(541) Joint facility rents _____	70 277	63 753	
20	Total rents payable _____	(55 358)	(51 379)	
21	Net rents (lines 13, 20) _____	61 544	67 086	
22	Net railway operating income (lines 6, 21) _____			
	Other Income			
23	(502) Revenues from miscellaneous operations (p. 53) _____	22	18	
24	(509) Income from lease of road and equipment (p. 88) _____	9 155	8 585	
25	(510) Miscellaneous rent income (p. 88) _____	41 488	44 315	
26	(511) Income from nonoperating property (p. 53) _____	244	226	
27	(512) Separately operated properties—Profit (p. 89) _____	4 775	2 863	
28	(513) Dividend income (from investments under cost only) _____	1 018	1 141	
29	(514) Interest income _____			
30	(516) Income from sinking and other reserve funds _____			
31	(517) Release of premiums on funded debt _____			
32	(518) Contributions from other companies _____			
33	(519) Miscellaneous income (p. 94) _____ (a1)	14 373	9 373	
34	Dividend income (from investments under equity only) _____ \$ 2 197	x x x x	x x x x	x x x x
35	Undistributed earnings (losses) _____ 15 923	x x x x	x x x x	x x x x
36	Equity in earnings (losses) of affiliated companies (lines 34, 35) _____	18 120	8 747	x x x x
37	Total other income _____	89 195	75 268	
38	Total income (lines 22, 37) _____	150 739	142 354	
	Miscellaneous Deductions From Income			
39	(534) Expenses of miscellaneous operations (p. 53) _____			
40	(535) Taxes on miscellaneous operating property (p. 53) _____	1 980	617	
41	(543) Miscellaneous rents (p. 93) _____	5 406	4 807	
42	(544) Miscellaneous tax accruals (p. 53) _____	1 389		
43	(545) Separately operated properties—Loss (p. 89) _____			

300. INCOME ACCOUNT FOR THE YEAR—Continued

"proprietary" company for which no separate operating report is rendered, appropriate entries in column (d) should be made by road (C). If a leased road is assigned to another company for operation, the rent paid should be offset by the rent received. The examples indicated should not be taken to exclude others of a similar nature.

3. Returns for the year reported on lines 1 to 22, inclusive, should be analyzed in columns (e) to (k) in accordance with the Commission's rules governing the separation of operating expenses between freight and passenger service; railroads.

4. Any unusual accruals involving substantial amounts included in column (b) on lines 7 to 54,

inclusive, should be fully explained in a footnote.

5. A) contra entries hereunder should be indicated in parenthesis.
(Dollars in thousands)

6. Line 28 includes only dividends from investments accounted for under the cost method. Line 34 includes only dividends accounted for under the equity method. Line 35 includes the undistributed earnings from investments accounted for under the equity method. Line 36 represents the earnings (losses) of investments accounted for under the equity method.

RAIL-LINE, INCLUDING WATER TRANSFERS

Related solely to freight service (e)	Apportioned to freight service (f)	Total freight service (g)	Related solely to passenger and allied services (h)	Apportioned to passenger and allied services (i)	Total passenger service (j)	Other items not related to either freight or to passenger and allied services (k)	Line No.
\$	\$	\$	\$	\$	\$	\$	
1 655 902		1 655 902	21 955		21 955		1
1 095 939	279 879	1 375 818	12 214	8 384	20 598		2
x x x x x	x x x x x	280 084	x x x x x	x x x x x	1 357		3
128 593	32 203	160 796	1 424	964	2 388		4
1 355		1 355					5
x x x x x	x x x x x	117 933	x x x x x	x x x x x	(1 031)		6
5 446		5 446	1 297		1 297		7
			13		13		8
							9
51	161	212		1	1		10
6 911	1 026	7 937	4	9	13		11
x x x x x	x x x x x	13 595	x x x x x	x x x x x	1 324		12
							13
47 640		47 640					14
16 997		16 997	74		74		15
			736		736		16
							17
15	48	63		1	1		18
4 476		4 476	290		290		19
x x x x x	x x x x x	69 176	x x x x x	x x x x x	1 101		20
x x x x x	x x x x x	(55 581)	x x x x x	x x x x x	223		21
x x x x x	x x x x x	62 352	x x x x x	x x x x x	(808)		22

If this report is made for a system, list hereunder the names of all companies included in the system returns:

300. INCOME ACCOUNT FOR THE YEAR—Concluded

Line No.	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Offsetting debits and credits for current year (d)
44	(549) Maintenance of investment organization	\$	\$	\$
45	(550) Income transferred to other companies			
46	(551) Miscellaneous income charges (p. 94)	5 744	5 101	
47	Total miscellaneous deductions	15 019	10 525	
48	Income available for fixed charges (lines 38, 47)	135 720	131 829	
Fixed Charges				
49	(542) Rent for leased roads and equipment (p. 92) (1)	621	684	
	(546) Interest on funded debt:			
50	(a) Fixed interest not in default (1)	56 259	56 432	
51	(b) Interest in default			
52	(547) Interest on unfunded debt	3 436	1 579	
53	(548) Amortization of discount on funded debt	501	546	
54	Total fixed charges	60 817	59 241	
55	Income after fixed charges (lines 48, 54)	74 903	72 588	
Other Deductions				
	(546) Interest on funded debt:			
56	(c) Contingent interest			
UNUSUAL OR INFREQUENT ITEMS				
57	(555) Unusual or infrequent items-Net-(Debit) credit*			
58	Income (loss) from continuing operations (lines 55-57)	74 903	72 588	
DISCONTINUED OPERATIONS				
59	(560) Income (loss) from operations of discontinued segments*			
60	(562) Gain (loss) on disposal of discontinued segments*			
61	Total income (loss) from discontinued operations (lines 59, 60)			
62	Income (loss) before extraordinary items (lines 58, 61)	74 903	72 588	
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES				
63	(570) Extraordinary items-Net-(Debit) credit (p. 94)			
64	(590) Income taxes on extraordinary items-Debit (credit) (p. 94)			
65	(591) Provision for deferred taxes-Extraordinary items (p. 87)			
66	Total extraordinary items (lines 63-65)			
67	(592) Cumulative effect of changes in accounting principles*			
68	Total extraordinary items and accounting changes-(Debit) credit-(lines 66, 67)			
69	Net income (loss) transferred to Retained Income-Unappropriated (lines 62, 68)	74 903	72 588	

* Less applicable income taxes of:

\$

555 Unusual or infrequent items-Net-(Debit) credit

560 Income (loss) from operations of discontinued segments

562 Gain (loss) on disposal of discontinued segments

592 Cumulative effect of changes in accounting principles

NOTE-See page 19 for explanatory notes which are an integral part of the Income Account for the Year.

INCOME ACCOUNT FOR THE YEAR--EXPLANATORY NOTES

The space below is provided for the purpose of disclosing additional information concerning items of income for the current year. Each carrier shall give the particulars of items herein. Enter in separate notes with suitable explanation, amounts included in income accounts in connection with any unusual and material accrual or changeover in accounting practice, and other matters of the character commonly disclosed in financial statements under generally accepted accounting and reporting principles. Minor items which have no consequential effect on net income for the

year need not be reported. If carrier has nothing to report, insert the word "None". The tax consequences of use of accelerated depreciation and tax guideline service lives, the investment tax credit, as well as other unusual and significant tax items and matters, are to be disclosed in Schedule 350, under Section C pertaining to analysis of Federal income taxes. The explanation of items included in accounts 570, "Extraordinary items"; and 590, "Income taxes on extraordinary items" are to be disclosed in Schedule 396, page 94.

- (1) Amount for preceding year has been restated to reflect the effect of capitalizing leases as required by FASB Statement No. 13.

305. RETAINED INCOME - UNAPPROPRIATED

1. Show hereunder the items of the Retained Income 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 indicated in parentheses.

3. Indicate under "Remarks" the amount of assigned Federal income tax consequences, accounts 606 and 616.

4. Segregate in column (c) all amounts applicable to the equity in un-

distributed 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 35, column (b), schedule 300. The total of columns (b) and (c), lines 3 and 7, should agree with line 69, column (b), schedule 300.

6. Include in column (b) only amounts applicable to retained income exclusive of any amounts included in column (c). (Dollars in Thousands)

Line No.	Item (a)	Retained income - Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)
		\$ *	\$
1	Balances at beginning of year	947 523	142 645
2	(601.5) Prior period adjustments to beginning retained income		
	CREDITS		
3	(602) Credit balance transferred from income	58 980	15 923
4	(606) Other credits to retained income	405	
5	(622) Appropriations released	7 051	
6	Total	66 436	15 923
	DEBITS		
7	(612) Debit balance transferred from income		
8	(616) Other debits to retained income	3 074	
9	(620) Appropriations for sinking and other reserve funds	1 125	
10	(621) Appropriations for other purposes	511	
11	(623) Dividends (p. 20)	24 449	
12	Total	29 159	
13	Net increase (decrease) during year (Line 6 minus line 12)	37 277	15 923
14	Balances at close of year (Lines 1, 2 and 13)	984 800	158 568
15	Balance from line 14(c)	158 568	x x x x x
16	Total unappropriated retained income and equity in undistributed earnings (losses) of affiliated companies at end of year	1 143 368	x x x x x
	Remarks		
	Amount of assigned Federal income tax consequences:		
17	Account 606	None	x x x x x
18	Account 616	None	x x x x x

Note: See p. 94, schedule 390, for analysis for Retained Income Accounts.

* Restated to reflect effect of capitalizing leases in amount of \$4,099.

308. DIVIDEND APPROPRIATIONS

Line No.	Name of security on which dividend was declared (a)	Rate percent (par value stock) or rate per share (nonpar stock) (b)		Total par value of stock or total number of shares of nonpar stock on which dividend was declared (d)	Dividends (account 523) (e)	DATES	
		Regular (b)	Extra (c)			Declared (f)	Payable (g)
1	Common Stock	\$.40		12 460 326	4 964	1-31-77	3-1-77
2	" "	.40		12 482 886	4 993	4-18-77	6-1-77
3	" "	.40		12 497 971	4 999	7-18-77	9-1-77
4	" "	.40		12 500 571	4 975 001	10-17-77	12-1-77
5	Preferred Stock	.1375		2 888 726	397	1-31-77	3-1-77
6	\$10 Par Value	.1375		2 842 426	391	4-18-77	6-1-77
7	" "	.1375		2 827 629	389	7-18-77	9-1-77
8	" "	.1375		2 746 321	376	10-17-77	12-1-77
9	Preferred Stock	.54375		344 850	187	1-31-77	3-1-77
10	Series A Conv.	.54375		344 850	188	4-18-77	6-1-77
11	" "	.54375		344 850	187	7-18-77	9-1-77
12	" "	.54375		344 850	188	10-17-77	12-1-77
13	Preferred Stock	.3721		2 000 000	744	7-18-77	9-1-77
14	\$2.85 NoPar Conv.	.7125		2 000 000	1 425	10-17-77	12-1-77
15							
16							
17							
18							
19	Total				24 448		

309.-STATEMENT OF CHANGES IN FINANCIAL POSITION

Give the information as requested concerning the source and application of funds during the year. Funds for the purpose of this schedule shall include all assets or financial resources even though a transaction may not directly affect cash or working capital. For example, the purchase of property in exchange for shares of stock or bonds would be an application of funds for investment in property provided by the issue of securities. Sources and uses of funds should be individually disclosed. For example, outlays for fixed assets should not be reported net of retirements.

Use reference columns (a), (b) and (c) as a guide in presenting and computing the requested information as follows:

Column

Reference

- (a) Schedules in this report where disclosure may be found.
- (b) Applicable line number in reference schedule.
- (c) Applicable column(s) in reference schedule.

When two or more line numbers of columns appear in reference columns, add or subtract the amounts as indicated. For example, the notation "(a)" - "(b)" in reference column (c) means to subtract the amount in column (b) from the amount in column (a).

Items listed in this schedule are not inclusive of all possible sources and applications of working capital. Other sources and applications should be included in the appropriate section of the schedule.

Line No.	Reference			Description (d) (Dollars in thousands)	Amount (e)
	Schedule (a)	Line (b)	Column (c)		
				SOURCES OF WORKING CAPITAL	\$
				Working capital provided by operations:	74 903
1	300	62	(b)	Net income (loss) before extraordinary items	
				Add expenses not requiring outlay of working capital; (subtract) credits not generating working capital:	2 328
2	324	17	(b)	Retirement of nondepreciable property	(11 836)
3	396	-	-	Loss (gain) on sale or disposal of tangible property	79 521
4	NOTE A	-	-	Add depreciation and amortization expenses	1 355
5	300	5	(b)	Net increase (decrease) in deferred income taxes	(15 923)
6	300	35	(a)	Net decrease (increase) in parent's share of subsidiary's undistributed income for the year	8 201
7	200	74,77	(b) - (c)	Net increase (decrease) in noncurrent portion of estimated liabilities	
				Other (specify):	
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18				Total working capital from operations before extraordinary items	138 549

309.-STATEMENT OF CHANGES IN FINANCIAL POSITION—Continued

Line No.	Reference			Description (d)	Amount (e)
	Schedule (a)	Line (b)	Column (c)		
					\$
				Working capital provided by operations (Continued):	
19	300	68	(b)	Extraordinary items and accounting changes	-
				Add expenses not requiring outlay of working capital, (subtract) credits not generating working capital:	
20	300	63	(b)	Loss (gain) on extraordinary items	-
21	300	65	(b)	Net increase (decrease) in deferred income taxes	-
22	300	67	(b)	Cumulative effect of changes in accounting principles	-
				Other (specify):	
23					
24					
25					
26					
27					
28				Total working capital from extraordinary items and accounting changes	-
29				Total working capital from operations (lines 18 and 28)	138 549
				Working capital from sources other than operating:	
30	-	-	-	Proceeds from issuance of long-term liabilities	118 082
31	-	-	-	Proceeds from sale/disposition of carrier operating property	35 379
32	-	-	-	Proceeds from sale/disposition of other tangible property	7 692
33	205	99	(i)	Proceeds from sale/repayment of investments advances	67 088
	206	99	(k)		
34	204	41	(f)	Net decrease in sinking and other special funds	22 908
35	229	15	(e) + (f) -(i)	Proceeds from issue of capital stock - stock option incentive plan	1 624
				Other (specify):	
36				Issuance of \$2.85 convertible preferred stock - Net	96 926
37					
38					
39					
40					
41				Total working capital from sources other than operating	349 699
42				Total sources of working capital (lines 29 and 41)	488 248

See APPLICATION OF WORKING CAPITAL on following page

309-STATEMENT OF CHANGES IN FINANCIAL POSITION—Concluded

Line No.	Reference			Description (d)	Amount (e)
	Schedule (s)	Line (b)	Column (c)		
				APPLICATION OF WORKING CAPITAL	\$
43	-	-	-	Amount paid to acquire/retire long-term liabilities	142 858
44	305	10	(b)	Cash dividends	24 449
45	211	52	(e)	Purchase price of carrier operating property	187 260
46	-	-	-	Purchase price of other tangible property	9 699
47	205	99	(j)	Purchase price of long-term investments and advances	50 720
	206	99	(i)		-
48	204	41	(e)	Net increase in sinking or other special funds	1 609
49	229	15	(j)	Purchase price of acquiring treasury stock	
	-	-	-	Other (specify):	
50				Miscellaneous - Net	3 336
51					
52					
53					
54					
55				Total application of working capital	419 931
56				Net increase (decrease) in working capital (line 42 less line 55) (show computations in Schedule 309S)	68 317

NOTE A: Furnish the actual amount of depreciation and amortization expenses taken during the year. The following can be used as references:

Schedule	Line	Column	
322	26	(b)	\$ 19 974
326	3	(b)	1 231
330	9	(b)	56 370
214	22	(j)	1 445
200	72	(b) - (c)	-
200	73	(b) - (c)	-
300	53	(b)	501
			\$ 79 521

Road Initials EN

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ANNUAL REPORT 1977 CLASS 1

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BURLINGTON NORTHERN INC.

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309S.-CHANGES IN WORKING CAPITAL

Compute the net changes in each element of working capital.

Line No.	References			Description (d)	Balance, close of year (e)	Balance, beginning of year (f)	Net increase (decrease) (g)
	Schedule (a)	Line (b)	Column (c)				
1	200	1,2	(b)	Cash and temporary investments	\$ 67 861	\$ 21 994	\$ 45 867
2	200	4	(b)	Net receivables	496	349	147
3	200	11	(b)	Prepayments	2 462	3 320	(858)
4	200	12	(b)	Materials and supplies	208 169	178 196	29 973
5	-	-	-	Other current assets not included above	215 789	184 623	31 166
6	200	51	(b)	Notes payable and matured obligations	27 445	17 343	(10 102)
7	200	59	(b)	Accounts payable	134 211	123 656	(10 555)
8	200	65	(b)	Current equipment obligations and other debt	72 719	55 877	(16 842)
9	-	-	-	Other current liabilities not included above	161 537	161 058	(479)
10				Net increase (decrease) in working capital (= line 56, Schedule 309)	98 865	30 548	68 317

Road Initials BN

Year 1977

309S.-CHANGES IN WORKING CAPITAL

Compute the net changes in each element of working capital.

Line No.	References			Description (d)	Balance, close of year (e)	Balance, beginning of year (f)	Net increase (decrease) (g)
	Schedule (a)	Line (b)	Column (c)				
1	200	1,2	(b)	Cash and temporary investments	\$ 67 861	\$ 21 994	\$ 45 867
2	200	4	(b)	Net receivables	496	349	147
3	200	11	(b)	Prepayments	2 462	3 320	(858)
4	200	12	(b)	Materials and supplies	208 169	178 196	29 973
5	-	-	-	Other current assets not included above	215 789	184 623	31 166
6	200	51	(b)	Notes payable and matured obligations	27 445	17 343	(10 102)
7	200	59	(b)	Accounts payable	134 211	123 656	(10 555)
8	200	65	(b)	Current equipment obligations and other debt	72 719	55 877	(16 842)
9	-	-	-	Other current liabilities not included above	161 537	161 058	(479)
10				Net increase (decrease) in working capital (= line 56, Schedule 309)	98 865	30 548	68 317

Road Initials BN

Year 1977

201. ITEMS IN SELECTED CURRENT ASSET ACCOUNTS

Give brief description for each item or class of items of like description in accounts Nos. 702, "Temporary cash investments"; 704, "Loans and notes receivable"; 709, "Accrued accounts receivable"; 711, "Prepayments"; and 713, "Other current assets," at the close of the year. Show description of the temporary cash investments, the names of depositaries for the special deposits, the character of loans and notes, with name of debtor (or class of debtors), dates of issue and maturity, and appropriate description for each class of accrued accounts receivable and for the other current

assets. Show the three largest items in each account regardless of the dollar amount, and all other items (or the aggregate of a class of items of like description, amounting to less than \$250,000 many be combined into a single entry designated "Other items, each less than \$250,000". The entries for each account shall be listed and the account number and the total for each account shall be shown corresponding to the amounts in schedule 200. In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote.

Line No.	Account No. (a)	Item (b)	(Dollars in Thousands)	Amount (c)
1	702	<u>Temporary Cash Investments:</u>		\$
2		Certificates of Deposit - Various dates		21 978
3		Commercial Paper - Various dates		17 276
4		U. S. Treasury Obligations - Various dates		5 750
5		International Business Machine Corp.		362
6		Other items each less than \$250,000		2 077
7		Total Account 702		47 443
8	704	<u>Loans and Notes Receivable:</u>		
9		Miscellaneous contracts;		
10		BNL Development Corp.		82
11		Milo Bender		77
12		New England Fish Co.		46
13		Other items each less than \$250,000		291
14		Total Account 704		496
15	709	<u>Accrued Accounts Receivable:</u>		
16		Transportation Revenue		76 069
17		Amounts due from foreign lines		17 499
18		Miscellaneous bills		11 265
19		Current transactions - NRPC		2 714
20		Construction expenditure reimburseable		2 298
21		Oil and gas sales		1 688
22		Car repair program		667
23		Accrued leased rentals		524
24		Demurrage accrual		332
25		Timber sales		315
26		Other items each less than \$250,000		738
27		Total Account 709		114 109
28	711	<u>Prepayments:</u>		
29		Locomotive rental		1 367
30		West Suburban Mass Transit rental		770
31		Insurance		267
32		Other items each less than \$250,000		58
33		Total Account 711		2 462
34	713	<u>Other Current Assets:</u>		
35		Advanced freight charges		721
36		Log inventory		399
37		Total Account 713		1 120

Schedule 202.-COMPENSATING BALANCES AND SHORT-TERM BORROWING ARRANGEMENTS

Using the following notes as a guideline, show the requirements of compensating balances and short-term borrowing arrangements if operating revenues are \$10 million or more. Footnote disclosure is required even though the arrangement is not reduced to writing.

1. Disclose compensating balances not legally restricted, lines of credit used and unused, average interest rate of short-term borrowings 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 under an agreement which legally restricts the use of such funds, and which constitute support for short-term borrowing arrangements, should be included in Schedule 203, account 703, Special deposits.

5. Compensating balances under an agreement which legally restricts the use of such funds and which constitute support for long-term borrowing arrangements and are reported in account 717, Insurance and other funds, should also be separately disclosed below.

6. 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).

7. 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.

Item 1 Compensating balances not legally restricted:

18 banks - \$10,129,356

Lines of credit used and unused:

A revolving credit agreement dated 9/1/75 providing for borrowings up to \$100,000,000. The terms of the agreement are a commitment fee of 1/2 of 1% annually on unused portion and a compensating balance of 10% on total commitment plus 10% additional on used portion. The maximum amount borrowed was \$40,000,000 at prime interest rate.

The average interest rate of short-term borrowings outstanding at balance sheet date was 6.56%

The maximum amount of outstanding short-term borrowings during the year was \$28,030,000. The weighted average rate of the borrowings was 5.60%.

Item 2 \$22,006,000 at various banks.

Item 3 thru 7 Do not apply.

Schedule 203.—SPECIAL DEPOSITS

For other than compensating balances, state separately each item of \$250,000 or more reflected in account 703, Special deposits, at the close of the year. Items of less than \$250,000 may be combined in a single entry and described as "Minor items less than \$250,000". For compensating balances, state separately the total amounts held on behalf of respondent and held on behalf of others.

Line No.	Purpose of deposit (a)	Balance at close of year (b)
		\$
	Interest special deposits:	
1	Minor items less than \$250,000	273
2		
3		
4		
5		
6	Total	273
	Dividend special deposits:	
7	Morgan Guaranty Trust Company	478
8	Minor items less than \$250,000	9
9		
10		
11		
12	Total	487
	Miscellaneous special deposits:	
13	Bankers Trust Company - Principal	261
14	Chase Manhattan Bank - Equipment Trust Principal	281
15	Minor items less than \$250,000	364
16		
17		
18	Total	906
	Compensating balances legally restricted:	
19	Held on behalf of respondent	
20	Held on behalf of others	
21	Total Account 703	1 636

204. SINKING, CAPITAL, INSURANCE, AND OTHER RESERVE FUNDS

Give the particulars called for with respect to reserve funds included in accounts Nos. 715, "Sinking funds"; 716, "Capital and other reserve funds"; and 717, "Insurance and other funds."

Except for deposits held by trustees for proceeds from sale of mortgaged properties, unspent proceeds from sale of equipment obligations, or the value of cars destroyed pledged under equipment financing obligations, which may be reported in total for each category, the designation of the individual fund as carried in the respondent's records should be

entered in Column (b). The entry should indicate the kind of fund, such as sinking, capital, property insurance, pension or relief; the rate of interest, if any; and the date of maturity.

Show the three largest funds in each account, and funds earmarked incentive per diem, regardless of the dollar amount, and all other funds where the amount reportable in Columns (d), (e), (f) or (g) is \$250,000, or more. Each fund amounting to less than \$250,000 may be combined into a single entry designated "Other items, each less than \$250,000"

Line No.	Account No.	Name, kind, and purpose of fund	Name of trustee or depository
	(a)	(b)	(c)
1	715	Sinking Fund	
2		Series	
3		First & Rfdg. Mtge. Bds. 3-1/8% 1985	Citibank, N.A.
4		First & Rfdg. Mtge. Bds. 3% 1990	Citibank, N.A.
5		Total Account 715	
6	716	Capital and Other Reserve Funds	
7		Mortgaged property sold	Various
8		Equip. oblig. - Unapplied proceeds	Various
9		Destroyed equipment	Various
10		Suburban escrow	Northern Trust Co., Chicago
11		Incentive per diem	The First National Bank of St. Paul
12		Construction escrow	Morgan Guaranty Trust Co. of New York
13		Ex Parte 305 escrow	The First National Bank of St. Paul
14		Total Account 716	
15			
16			
17			
18			
19			
20	717	Insurance and Other Funds	
21		Service interruption insurance	Barclay's Bank Intl. Ltd. Cayman Is.
22		Total Account 717	
23			
24			
25			
26			
27			
28			
29			
30			
31			
32			
33			
34			
35			
36			
37			
38			
39			
40			
41			

(1)

Includes income of \$ 166 earned on earmarked incentive per diem funds. (Net of income tax)

204. SINKING, CAPITAL, INSURANCE, AND OTHER RESERVE FUNDS—Concluded

Insert totals separately for each account. Such totals of columns (g) and (i) should be the same as those stated in short columns (a₁) and (a₂), respectively, in the comparative general balance sheet statement. Entries in column (g) should be the sums of corresponding entries in columns (d) and (e), less those shown in column (f), and the sum of entries in columns (h), (i), and (j) should equal those in column (g).

All conversions of cash into securities, or vice versa, shall be treated as withdrawals from the fund in column (f) and as additions to the fund in

column (e).

Funds representing net credit balances of earmarked incentive per diem should be reported separately for each year. The amount of income earned on these funds should be reported in footnote to this schedule.¹ Wholly owned Canadian subsidiary lines should subdivide the earmarked funds between monies received from Canadian parent companies as a result of incentive charges and the carrier's own credit balances.
(Dollars in thousands)

Balance at beginning of year—Book value (d)	Additions during the year—Book value (e)	Withdrawals during the year—Book value (f)	Balance at close of year—Book value (g)	Assets in Funds at Close of Year			Line No.
				Cash (h)	Book value		
					Securities issued or assumed by respondent (i)	Other securities and invested assets (j)	
\$							1
							2
1			1	1			3
1			1	1			4
							5
524	31 400	28 576	3 358	2 439		919	6
16 080	54 253	67 206	3 127	18		3 109	7
2 029	1 273	409	2 893	90		2 803	8
211	15	226					9
4 647	511 (1)	4 721	437	437			10
9 432		9 432					11
	1 413	1 413					12
							13
32 933	88 865	111 983	9 815	2 984		6 831	14
							15
							16
							17
							18
							19
1 356	210		1 566	1 566			20
1 356	210		1 566	1 566			21
							22
							23
							24
							25
							26
							27
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							41

202A. WORKING CAPITAL INFORMATION

1. Report below the information requested with respect to account No. 712, "Material and supplies"; 707, "Miscellaneous accounts receivable"; 754, "Miscellaneous accounts payable"; 761, "Other taxes accrued"; and 532, "Railway tax accruals".
2. Give the amount of issues from stock during the year for lines 1 thru 5 as it pertains to account 712, "Material and supplies".
3. Report on lines 6 and 7 only the amount applicable to common-carrier transportation service included in accounts 707 and 754.
4. Report on lines 8 and 9 the amount included in account balances for 751 and 532 which represent state income taxes. (Do not include taxes levied in lieu of property taxes.)
5. Report dollars in thousands.

Line No.	Item (a)	Amount (b)
		\$ 114 138
1	Construction and additions and betterments	299 941
2	Common-carrier operating purposes	28 211
3	Used by other than respondent's lessor companies	542 290
4	Total	2 023
5	Portion of balance in the material and supplies account at end of year that represents scrap and obsolete material	22 290
6	Account 707 - Miscellaneous accounts receivable	3 153
7	Account 754 - Miscellaneous accounts payable	636
8	Account 761 - Other taxes accrued	693
9	Account 532 - Railway tax accruals	

NOTES AND REMARKS

Footnotes to Schedule 205. Investments in Affiliated Companies

(a) 4% on Preferred \$551 - .25% on Common \$74

* Common \$16,719, 1st Preferred \$4,847, 2nd Preferred \$5,810

Account 723 Reserve for adjustment of investments in securities - Credit

BN Transport Inc.	Common Stock	\$ 118
Oregon Trunk Railway	" "	998
Oregon Electric Railway Company	" "	5 920
Glacier Park Company	Investment Advances	4 413
		\$13 449

Obligations in Support of Which Any Security is Pledged, Mortgaged, Etc.:

Footnote A - Pledged under C.B.&Q. First and Refunding Mortgage, G.N. General Gold Bond Mortgage and B.N. Inc. Consolidated Mortgage.

Footnote B - Pledged under C.B.&Q. First and Refunding Mortgage subject to Stock Trust Agreement of 6-12-09 under which 1,828-1/3 shares are held by the First Natl. Bank of Kansas City, Trustee, and 5 shares are held by First Natl. City Bank of New York, now Citibank, N.A., Trustee. Also subject to G.N. General Gold Bond Mortgage.

Footnote C - 913 Shares are subject to N.P. Prior Lien Mortgage and the N.P. General Lien Mortgage and to the B.N. Inc. Consolidated Mortgage. 913 Shares are subject to the G.N. General Gold Bond Mortgage and to the B.N. Inc. Consolidated Mortgage. 913 Shares are subject to the C.B.&Q. First and Refunding Mortgage, and the G.N. General Gold Bond Mortgage and B.N. Inc. Consolidated Mortgage.

Footnote D - 437.5 Shares are subject to the N.P. Prior Lien Mortgage, the N.P. General Lien Mortgage, and to the B.N. Inc. Consolidated Mortgage. 598.5 Shares are subject to the B.N. Inc. Consolidated Mortgage. 1036 Shares are subject to the G.N. General Gold Bond Mortgage and to the B.N. Inc. Consolidated Mortgage. 1036 Shares are subject to the C.B.&Q. First and Refunding Mortgage, and the G.N. General Gold Bond Mortgage and B.N. Inc. Consolidated Mortgage.

Footnote E - Pledged under S. B. A. Loan.

Footnote F - 1678 Shares are pledged under the G.N. General Gold Bond Mortgage and the B.N. Inc. Consolidated Mortgage. 1678 Shares are pledged under the B.N. Inc. Consolidated Mortgage.

Footnote G - 19,475 Common, 3,800 Deferred, 755 Preferred Shares of Oregon Electric Railway Company, and 99,975 Shares of Oregon Trunk Railway are pledged under the S.P.&S. Railway Company First Mortgage.

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 205 AND 206

1. Schedules 205 and 206 should give particulars of stocks, bonds, other secured obligations, unsecured notes, and investment advances of affiliated and nonaffiliated companies held by respondent at close of year specifically as investments including obligations of the United States, of a State or local government, or of an individual, so held; investments made, disposed of, or written down during the year; and dividends and interest credited to income. They should exclude securities issued or assumed by respondent. For definition of affiliated companies, see the rules governing account No. 721, "Investments in affiliated companies," in the Uniform System of Accounts for Railroad Companies.

2. These investments should be subdivided to show the book value pledged, unpledged, and held in fund accounts. Under "pledged" include the book value of securities recorded in accounts Nos. 721, "Investments in affiliated companies," and 722 "Other investments," which are deposited with some pledgee or other trustee, or held subject to the lien of a chattel mortgage, or subject to any other restriction or condition which makes them unavailable for general corporate purposes. "Unpledged" should include all securities held by or for the respondent free from any lien or restriction, recorded in the accounts mentioned above. Under "In sinking, insurance, and other funds" include the book value of securities recorded in accounts Nos. 715, "Sinking funds"; 716, "Capital and other reserve funds"; and 717, "Insurance and other funds."

3. 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:

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

5. 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.

6. By carriers, as the term is here used, 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.

7. Noncarrier companies should, for the purposes 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.

8. 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.

9. Any balance in account 723, Reserve for adjustment of investment in securities - Credit, shall be disclosed by footnote to the securities against which such reserves were established.

10. Show dollars in thousands.

NOTES AND REMARKS

205. INVESTMENTS IN 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 and other reserve funds"; 721, "Investments in affiliated companies"; and 717, "Insurance and other funds."

2. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 27, 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__" in making entries in this column. Abbreviations in common use in standard financial publications may be used where necessary on account of limited space.

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and description of security held also lien reference if any	Extent of control	INVESTMENTS AT CLOSE OF YEAR	
						Book Value of Amount Held at Close of Year	
						Pledged	Unpledged
(a)	(b)	(c)	(d)	(e)	(f)	(g)	
				% \$		\$	
1	721	A-1	VII	Belt Railway of Chicago, The	7.69 A	240	
2				BN Transport Inc.	100.00		3 024
3				Burlington Northern Dock Corporation	100.00		1
4				Burlington Northern (Manitoba) Ltd.	100.00		4 800
5				Camas Prairie Railroad Co.	50.00		50
6				Chicago Union Station Co.	25.00 A		
7				Colorado and Southern Railway Co., The	90.57 A	22 580	4 796
8				Davenport, Rock Island & N. W. Ry. Co.	50.00 A	1 747	1
9				Delta Alaska Terminal Ltd.	66.67		6
10				Denver Union Terminal Railway Co.	16.67 A	5	
11				Duluth Union Depot & Tfr. Co., The	100.00		
12				Iowa Transfer Railway Co.	25.00 A	16	
13				Kansas City Terminal Railway Co.	8.24 A&B	100	
14				Keokuk Union Depot Co.	40.00 A	8	
15				Lake Superior Term. & Tfr. Ry. Co., The	66.67 F	336	4
16				Longview Switching Co.	33.33		1
17				Minnesota Transfer Railway Co., The	33.33 C	274	
18				Oregon Electric Railway Co. - Common	100.00 G	19 349	25
19				" " " " -Deferred	100.00 G	430	
20				" " " " -Preferred	100.00 G	48	79
21				Oregon Trunk Railway - Common	100.00 G	18 391	3
22				Paducah & Illinois Railroad Co.	33.33 A	5	
23				Portal Pipe Line Co.	50.00		875
24				Portland Terminal Railroad Co.	40.00		1 880
25				Pullman Company, The	2.87		283
26				St. Paul Union Depot Co., The	40.20 D	107	
27				Spokane, Portland & Seattle Ry. Co.	100.00		40 000
28				Terminal Railroad Assn. of St. Louis	6.23 A		
29				Trailer Train Co.	7.32		293
30				Walla Walla Valley Railway Co.	100.00		145
31				Western Fruit Express Co.	97.14		6 800
32				Winona Bridge Ry. Co.	66.67 A		
33				Total Class A-1		63 834	63 066
34							
35	721	A-3	VI	BNL Development Corp.	100.00		7 000
36			IV	Burlington Equipment Company	100.00		5
37			VII	Burlington Northern Air Freight Inc.	100.00		1 000
38			X	Glacier Park Company	100.00		12 288
39			VII	Lemhi Telephone Company	100.00		36
40			I	Plum Creek Lumber Co.	100.00		6 056
41			VI	Ruth Realty Company	100.00		101
42				Total Class A-3			26 536
43				Total Class A		63 834	89 602
44							
45				Total Forwarded		63 834	89 602
46							

205. INVESTMENTS IN AFFILIATED COMPANIES—Continued

6. If any of the companies included in this schedule are controlled by respondent, the percent of control should be given 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. Particulars of investments made, disposed of, or written down during the year should be given in columns (j) to (l) inclusive. If the cost of any investment made during the year differs from the book value report-

ed in column (j), explain the matter in a footnote. By "cost" is meant the consideration given minus accrued interest or dividends included therein. If the consideration given or received for such investments was other than cash, describe the transaction in a footnote. Identify all entries in column (k), which represent a reduction in the book value of securities by symbol and give full explanation in a footnote in each case.

9. This schedule should not include securities issued or assumed by respondent. (Dollars in Thousands)

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (j)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year	Total book value		Book value	Selling price	Rate	Amount credited to income	
In sinking, insurance, and other funds (h)	(i)	(j)	(k)	(l)	(m)	(n)	
\$	\$	\$	\$	\$	%	\$	
	240						1
	3 024 #						2
	1						3
	4 800						4
	50						5
	27 376 *						6
	1 748				(a)	625	7
	6						8
	5						9
			300	300			10
	16						11
	100						12
	8						13
	340						14
	1						15
	274						16
	19 374 #						17
	430						18
	127						19
	18 594 #						20
	3						21
	875				88.50	774	22
	1 880						23
	283						24
	107						25
	40 000						26
							27
	293	50					28
	145						29
	6 800						30
							31
	126 900	50	300	300		1 399	32
							33
	7 000	750					34
	5				7,950.00	398	35
	1 000	1 000			50.00	400	36
	12 288						37
	86						38
	6 056						39
	101						40
	26 536	1 750					41
	153 436	1 800	300	300		798	42
						2 197	43
	153 436	1 800	300	300			44
						2 197	45
							46

205. INVESTMENTS IN AFFILIATED COMPANIES—Continued

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company and description of security held; also lien reference, if any	Extent of control	INVESTMENTS AT CLOSE OF YEAR	
						Book Value of Amount Held at Close of Year	
						Pledged	Unpledged
(a)	(b)	(c)	(d)	(e)		(f)	(g)
47	721			Totals brought forward	% \$	63 834	\$ 89 602
48		B-1	VII	Chicago Union Station			
49			VII	Spokane, Portland & Seattle Ry. Co.	E	6 300	23 597
50				Total Class B		6 300	23 597
51							
52							
53		D-1	VII	Delta Alaska Terminal Ltd.			
54			VII	Duluth Union Depot & Tfr. Co., The 2-1-1912			
55			VII	Duluth Union Depot & Tfr. Co., The 8-1-1914			
56			VII	Fort Worth & Denver Ry. Co.			
57			X	Glacier Park Company			1 800
58			VII	Oregon Electric Railway Co.			1 700
59			VII	Oregon Trunk Railway Co.			1 500
60			VI	Ruth Realty Company			
61			VII	Trailer Train Co.			1 238
62			VII	Walla Walla Valley Railway Co.			285
63				Total Class D			6 523
64							
65		E-1	VII	Belt Railway Company of Chicago, The	A	435	758
66			VII	BN Transport Inc.			1 303
67			VII	Burlington Northern Dock Corporation			
68			VII	Camas Prairie Railroad Company			411
69			VII	Chicago Union Station Company	A	6 796	3 995
70			VII	Colorado & Southern Railway Co.			6 837
71			VII	Davenport, Rock Island & North Western	A	1 223	
72			VII	Denver Union Terminal Railway Company	A	647	
73			VII	Duluth Union Depot & Tfr. Co., The			
74			VII	Fort Worth & Denver Ry. Co.			619
75			VII	Kansas City Terminal Railway Company	A	1 257	956
76			VII	Keokuk Union Depot Company	A	4	2
77			VII	Lake Superior Term. Tfr. Ry. Co., The			118
78			VII	Longview Switching Company			39
79			VII	Minnesota Transfer Railway Co., The	A	353	226
80			VII	Oregon Electric Ry. Co.			5 085
81			VII	Paducah & Illinois Railroad Company	A	1 376	
82			VII	Spokane, Portland & Seattle Ry. Co.			4 151
83			VII	St. Paul Union Depot Company, The			
84			VII	Terminal Railroad Assn. of St. Louis			802
85			VII	Walla Walla Valley Railway Company			840
86				Total Class E-1		12 091	26 162
87							
88		E-3	IV	Burlington Equipment Co.			100
89			X	Glacier Park Company			23 665
90			VI	Ruth Realty Company			2 404
91							
92							
93				Total Class E-3			26 169
94				Total Class E		12 091	52 331
95							
96							
97				Grand Total Account 721		82 225	172 053
98							
99							

205. INVESTMENTS IN AFFILIATED COMPANIES--Concluded

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (j)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Li. No.
Book Value of Amount Held at Close of Year	Total book value (i)		Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
In sinking, insurance, and other funds (h)							
\$	\$	\$	\$	\$	%	\$	
	153 436	1 800	300	300		2 197	47
		379	387	387	4-5/8	4	48
	29 897						49
	29 897	379	387	387		4	50
							51
			34	34			52
			28	28			53
			5	5			54
			66	66	Var.	1	55
	1 800	600	800	800	7	131	56
	1 700				7	119	57
	1 500		400	400	7	119	58
		8	181	181	7	8	59
	1 238	466			Var.	84	60
	285	208			7	8	61
	6 523	1 282	1 514	1 514		470	62
							63
	1 193	85			6	69	64
	1 303		1 710	1 710			65
		36 761	46 320	46 320			66
	411	26			6	20	67
	10 791	700	37	37			68
	6 837	373					69
	1 223	5					70
	647						71
			7	7			72
	619						73
	2 213	250					74
	6						75
	113		40	40	4	6	76
	59						77
	579		83	83	3	14	78
	5 085						79
	1 376		25	25	4-1/2	62	80
	4 151	1 851	1 506	1 506			81
			943	943			82
	802	176	77	77	4	27	83
	840						84
	38 253	40 227	50 748	50 748		198	85
							86
	100	100					87
	23 665 #	5 970	13 771	13 771	Var.	111	88
	2 404	74	101	101			89
							90
							91
	26 169	6 144	13 872	13 872		111	92
	64 422	46 371	64 620	64 620		309	93
							94
							95
	254 278	49 832	66 821	66 821		2 980	96
							97
							98
							99

206. OTHER INVESTMENTS

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of others than affiliated companies, included in accounts Nos. 715, "Sinking funds"; 716, "Capital and other reserve funds"; 722, "Other investments"; and 717, "Insurance and other funds." Investments included in accounts Nos. 715, 716 and 717 held by trustees in lieu of cash deposits required under the governing instrument are not to be reported.

2. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 27, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and

(c). Investment in U. S. Treasury obligations may be reported as one item.

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 designa-

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company or government and description of security held; also lien reference, if any	INVESTMENTS AT CLOSE OF YEAR	
					Book Value of Amount Held at Close of Year	
					Pledged	Unpledged
	(a)	(b)	(c)	(d)	(e)	(f)
1					\$	\$
2	716	D3	VI	Allstate Financial Corporation		
3			VI	Citibank, N.A.		
4			VI	The First National Bank of St. Paul		
5			VI	General Motors Acceptance Corporation		
6			VI	Sears Roebuck Acceptance Corporation		
7			VI	Transamerica Corporation		
8			VI	Westinghouse Credit Corporation		
9			IX	All other Investments		
10						
11						
12						
13				Total Account 716		
14						
15						
16						
17	722	A1	VII	Butte Pipe Line		180
18		A1	VII	National Railroad Passenger Corporation		
19				Total Class A1		180
20						
21		A3	X	Capilano Golf and Country Club		1
22			X	Development Credit Corporation of Montana		25
23			VIII	Fruitvale Schanno Irrigation Company		
24			VII	Lewiston Terminal Company		
25			II	Montana Coal and Iron Co.		13
26			X	North Dakota State Development Cr. Corp.		15
27			VI	Wenoka Credit Corporation		14
28			X	Minor Investment - Various Co-ops, etc.		1
29				Total Class A3		69
30				Total Class A		249
31						
32						
33	722	B3	X	Capilano Golf and Country Club		
34			VI	SPH Hotels Co.		90
35			X	Scottsbluff Country Club		1
36				Total Class B		91
37						
38		C3	X	Contract for Sale of Land Grant Lands		802
39			X	Contract for Sale of Other Property		4 506
40				Total Class C		5 303
41						
42						
43						
44						
45						
46						

206. OTHER INVESTMENTS—Continued

For mature serially, the date in column (d) may be reported as "Serially 19____ to 19____." In making entries in this column, abbreviations in common use in standard financial publications may be used where necessary on account of limited space.

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

7. Particulars of investments made, disposed of, or written down during the year should be given in columns (i) and (k). If the cost of any investment made during the year differs from the book value reported in

column (i), explain the matter in a footnote. By "cost" is meant the consideration given minus accrued interest or dividends included therein. If the consideration given or received for such investments was other than cash, describe the transaction in the footnote. Identify all entries in column (j) which represent a reduction in the book value of securities by symbol and give full explanation in a footnote in each case.

(Dollars in Thousands)

INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (i)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (j)	Selling price (k)	Rate (l)	Amount credited to income (m)	
In sinking, insurance, and other funds (g)	Total book value (h)				%	\$	
\$	\$	\$	\$	\$			
		420	420	422	Var.	2	1
			9 010	9 123	Var.	113	2
		19 380	23 880	24 080	Var.	162	3
		1 045	1 423	1 432	Var.	9	4
			210	211	Var.	1	5
		9 635	9 635	9 637	Var.	2	6
		213	213	214	Var.	1	7
6 831	6 831	71 157	82 746	83 326	Var.	643	8
							9
							10
							11
6 831	6 831	102 350	127 537	128 445		933	12
							13
							14
							15
	180				67.50 per sh.	122	16
	180					122	17
							18
	1						19
	25						20
							21
							22
							23
	13 ##						24
	15						25
	14				3		26
	1						27
	69						28
	249					122	29
							30
							31
							32
							33
	90 ##				4	3	34
	1						35
	91					3	36
							37
	802	820	18	18	Var.	33	38
4 506		46	334	334	Var.	334	39
5 308		866	352	352		367	40
							41
							42
							43
							44
							45
							46

206. OTHER INVESTMENTS—Continued

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company or government and description of security held; also list reference, if any	INVESTMENTS AT CLOSE OF YEAR	
					Book Value of Amount at Close of Year	
					Pledged	Unpledged
	(a)	(b)	(c)	(d)	(e)	(f)
47	722	D3	IV	Alberta Gas Chemicals, Inc.	\$	\$ 8
48			X	Cascade Steel Fabricators, Inc.		
49			V	Coors of Missoula, Inc.		14
50			X	Robert H. and Mary L. Cummings		1
51			IV	Goodyear Rubber & Supply Inc.		
52			X	Local Development Corp. of Greater Yakima		26
53			VII	REA Express Inc.		1 590
54			II	Rocky Mountain phosphates Inc.		
55			X	Harold Storsteen		2
56				Washington Mineral Products Inc.		19
57			I	Weyerhaeuser Company		658
58			X	Memberships in Clubs, etc.		
59				Total Class D		2 318
60				Total Account 722		7 966
61						
62						
63						
64						
65						
66						
67						
68						
69						
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97						
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99						

206. OTHER INVESTMENTS--Concluded

206. OTHER INVESTMENTS--Concluded							
INVESTMENTS AT CLOSE OF YEAR		Book value of investments made during year (i)	INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		DIVIDENDS OR INTEREST DURING YEAR		Line No.
Book Value of Amount Held at Close of Year			Book value (j)	Selling price (k)	Rate (l)	Amount credited to income (m)	
In sinking, insurance, and other funds (g)	Total book value (h)						
\$	\$	\$	\$	\$	%	\$	
	8		7	7	9	1	47
			6	6	8		48
	14		2	2	8	1	49
	1		1	1			50
			2	2	4		51
	26		1	1	8	3	52
	1 590 ##						53
			5	5			54
	2				4		55
	19	22	3	3	8	1	56
	658		188	188	8	60	57
							58
	2 318	22	215	215		66	59
							60
	7 966	888	567	567		558	61
							62
							63
							64
							65
	## Account 723 Reserve for adjustment of investments in securities - Credit:						66
	Montana Coal & Iron Co.						67
	\$ 13						68
	REA Inc. - Note						69
	1 590						70
	SPH Hotels Co.						71
	90						72
							73
							74
							75
							76
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207. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES Undistributed Earnings From Certain Investments in Affiliated Companies

1. Report below the details of all investments in common stocks included in Account 721, Investments in Affiliated Companies, which qualify for the equity method under instruction 6-2 in the Uniform System of Accounts for Railroad Companies.

2. Enter in column (c) the amount necessary to retroactively adjust those investments qualifying for the equity method of

accounting in accordance with instruction 6-2 (b)(11) of the Uniform System of Accounts for Railroad Companies.

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. See instruction 6-2 (b)(4).

5. The total of column (g) must agree with column (b), line 21, schedule 200.

6. For definitions of "carrier" and "noncarrier," see general instructions 6 and 7 on page 27.
(DOLLARS IN THOUSANDS)

Line No.	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustment for investments qualifying for equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at Close of year (g)
	Carriers: (List specifics for each company)						
1	BN Transport Inc. Common Stock	\$ 1 711	\$	\$ 1 262	\$	\$	\$ 2 973
2	Burlington Northern Air Frt. Inc. " "	2 269		1 943			4 212
3	Burlington Northern Dock Corp. " "	(1)					(1)
4	Colorado & Southern Ry. Co., The " ")						
5	" " " " 1st Pref.)	9 760		2 282	229		12 271
6	" " " " 2nd Pref.)						
7	Davenport, Rock Island & N.W. Ry. Co. Common Stock	87					87
8	Delta Alaska Terminal Ltd. " "	121		(40)			81
9	Duluth Union Depot & Trf. Co., The " "	(126)				126	
10	Iowa Transfer Ry. Co. " "	16		1			17
11	Keokuk Union Depot Co. " "	32					32
12	Minnesota Transfer Ry. Co., The " "	762		30			792
13	Oregon Electric Railway Co. " "						
14	" " " " Deferred)	(1 333)		(987)			(2 320)
15	" " " " Preferred)						
16	Oregon Trunk Railway Co. Common Stock	(3 652)		236			(3 416)
17	Paducah & Illinois R.R. Co. " "	(86)					(86)
18	Portal Pipe Line Co. " "	2 798		(84)			2 714
19	Portland Terminal R.P. Co. " "	375		425			800
20	Spokane, Portland & Seattle Ry. Co. " "	51 352		204			51 556
21	Walla Walla Valley Ry. Co. " "	(557)		(370)			(927)
22	Western Fruit Express Co. " "	9 606		(512)			9 094
23	Winona Bridge Ry. Co. " "	269					269
24	Denver Union Terminal Ry. " "	(38)					(38)
25	Fort Worth & Denver Ry. Co. " "	31 442		2 073			33 515
26	Galveston Terminal Ry. Co. " "	(416)		10			(406)
27	Pueblo Union Depot & R.R. Co. " "	32					32
28	Western Motor Express Inc. " "	107				(107)	

Road Initials: EN

Year: 1977

207. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES (Continued)

Undistributed Earnings From Certain Investments in Affiliated Companies

Line No.	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustment for investments qualifying for equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at Close of year (g)
	Carriers: (List specifics for each company).	\$	\$	\$	\$	\$	\$
29							
30							
31							
32							
33							
34							
35							
36							
37							
38							
39							
40							
41							
42							
43							
44							
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46							
47							
48							
49							
50							
51							
52							
53							
54							
55							
56							
57							
58							
59	Total	104 530		6 473	229	19	111 251
60	Noncarriers: (Show totals only for each column)	38 115		9 218	(16)		47 317
61	Total (lines 59 and 60)	142 645		15 691	213	19	158 568

Road Initials: EN

Year: 1977

209. SECURITIES, ADVANCES, AND OTHER INTANGIBLES OWNED OR CONTROLLED THROUGH NONREPORTING CARRIER AND NONCARRIER SUBSIDIARIES

1. Give particulars of investments represented by securities and advances (including securities issued or assumed by respondent), and of other intangible property, indirectly owned or controlled by respondent through any subsidiary which does

not report to the Commission under the provisions of Part I of the Interstate Commerce Act, without regard to any question of whether the company issuing the securities, or the obligor, is controlled by the subsidiary.

Line No.	Class No.	Name of issuing company and security or other intangible thing in which investment is made	Total book value of investments at close of year	Book value of investments made during year
	(a)	(b)	(c)	(d)
1	D-3	Federal Agency Obligations	\$	\$ 330
2	D-3	First Galesburg National Bank & Trust Co.		400
3	D-3	General Services Administration	100	100
4	D-3	First Galesburg National Bank & Trust Co.		
5	D-3	Imperial Bank of California	1 050	12 500
6	D-3	United California Bank		250
7	A-1	Burlington Northern Air Frt. (Aust) Pty. Ltd.	37	
8	E-1	Burlington Northern Air Frt. (Aust) Pty. Ltd.	5	5
9	D-3	General Services Administration	25	90
10	D-3	Federal National Mortgage Association		50
11	D-3	Federal Agency Obligations	20	635
12	A-1	Illinois Terminal Railroad Company	2	
13	A-1	Northern Tier Pipeline Company	550 *	300
14	A-1	Pullman Company	225	
15	A-1	Trailer Train Company		
16	A-1	Western Fruit Express Company	100	
17	A-3	Big Sky of Montana, Inc.	943	
18	A-3	Carlyle Hotel Corporation	81	3
19	A-3	Crows Nest Industries, Ltd.	224	
20	A-3	Dreyer Brothers, Inc.	2 507	
21	A-3	Great Midwest Corporation	4 322	477
22	A-3	Northern Airmotive Inc.	1 000	
23	A-3	Royal Logging Company	603	
24	A-3	Saxony Corporation	15	
25	A-3	Wenoka Credit Corporation	14	
26	B-1	B.N. Inc. - St. Paul-Duluth Divn. Bonds	5	
27	B-1	B.N. Inc. - Collateral Trust Bonds	179	
28	B-1	Fort Worth & Denver Railway Company		
29	B-1	Missouri-Kansas-Texas Railroad Company	6 738	
30	C-3	Boise Cascade Home & Land Corp.	117	
31	C-3	Land Sale Contracts	265	
32	D-1	Trailer Train Company		
33	D-3	Other Federal Obligations		1 850
34	D-3	Lemhi Telephone Company	145	
35	D-3	Great Midwest Corporation	3 330	3 330
36	E-1	B. N. Inc.	11 670	4 492
37	E-3	Dreyer Brothers Inc.	375	15
38	D-3	Idaho First National Bank	200	200
39	D-3	Plum Creek Lumber Company		100
40	A-1	B.N. Inc. - Common Stock	2	
41	A-3	Arden Lumber Company, Inc.	820	
42	A-3	Ksanka Lumber Company, Inc.	1 140	
43	D-3	First National Bank of St. Paul thru the Valley Bank of Kalispell	6 000	74 900
44	D-3	U. S. Treasury Obligation		8 838
45	D-3	Federal Agency Obligation	1 507	58 152
46	E-3	Northern Airmotive Inc.	220	341
47				
48				
49				

* Credit of \$250 reflected in Account 723.

209. SECURITIES, ADVANCES, AND OTHER INTANGIBLES OWNED OR CONTROLLED THROUGH NONREPORTING CARRIER AND NONCARRIER SUBSIDIARIES—Continued

2. This schedule should include all securities, open account advances, and other intangible property owned or controlled by nonreporting companies shown in schedules 104A, 104B, and 205, as well as those owned or controlled by any other organization or individual whose action respondent is able to determine.

3. Investments in U.S. Treasury obligations may be combined in a single item.
4. Column (a), Class No., should show classifications as provided in instructions 3 and 4, page B7.

(Dollars in thousands)

INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		Names of subsidiaries in connection with things owned or controlled through them	Line No.
Book value (e)	Selling price (f)		
\$ 505	\$ 505	BNL Development Corporation	1
798	798	Burlington Equipment Company	2
		Burlington Equipment Company	3
800	800	Burlington Northern Air Freight Inc.	4
14 350	14 350	Burlington Northern Air Freight Inc.	5
250	250	Burlington Northern Air Freight Inc.	6
		Burlington Northern Air Freight Inc.	7
		Burlington Northern Air Freight Inc.	8
105	105	Delta Alaska Terminal Ltd.	9
50	50	Delta Alaska Terminal Ltd.	10
650	650	Dreyer Brothers Inc.	11
		Glacier Park Company	12
		Glacier Park Company	13
		Glacier Park Company	14
50(a)		Glacier Park Company	15
		Glacier Park Company	16
		Glacier Park Company	17
		Glacier Park Company	18
		Glacier Park Company	19
		Glacier Park Company	20
		Glacier Park Company	21
		Glacier Park Company	22
		Glacier Park Company	23
		Glacier Park Company	24
		Glacier Park Company	25
		Glacier Park Company	26
299	350	Glacier Park Company	27
118	118(b)	Glacier Park Company	28
143	143	Glacier Park Company	29
37	37	Glacier Park Company	30
466(a)		Glacier Park Company	31
1 950	1 950	Glacier Park Company	32
11	11	Glacier Park Company	33
1 500	1 500	Glacier Park Company	34
11 687	11 687	Glacier Park Company	35
		Glacier Park Company	36
100	100	Lemhi Telephone Company	37
100	100	Lemhi Telephone Company	38
		Plum Creek Lumber Company	39
		Plum Creek Lumber Company	40
		Plum Creek Lumber Company	41
		Plum Creek Lumber Company	42
76 300	76 300	Plum Creek Lumber Company	43
8 838	8 838	B.N. Inc. Subsidiary Master Cash Account (1)	44
56 645	56 645	B.N. Inc. Subsidiary Master Cash Account (1)	45
121	121	B.N. Inc. Subsidiary Master Cash Account (1)	46
			47
			48
			49

Railroad Annual Report R-1 (a) Transferred to B.N. Inc. (b) Settlement of interest claim.

(1) See notes regarding B.N. Inc. Subsidiary Master Cash Account on page 48.

211. ROAD AND EQUIPMENT PROPERTY (See Instructions page 40)

Line No	Account (a)	(Dollars in thousands)	Balance at beginning of year (b)	Expenditures during the year for original road and equipment, and road extensions (c)	Expenditures during the year for purchase of existing lines, reorganizations, etc. (d)
1	(1) Engineering		\$ 47 016	\$	\$
2	(2) Land for transportation purposes		93 828		
3	(2 1/2) Other right-of-way expenditures		2 329		
4	(3) Grading		378 093		
5	(5) Tunnels and subways		37 976		
6	(6) Bridges, trestles, and culverts		203 647		
7	(7) Elevated structures				
8	(8) Ties		98 981		
9	(9) Rails		194 523		
10	(10) Other track material		172 068		
11	(11) Ballast		89 501		
12	(12) Track laying and surfacing		100 284		
13	(13) Fences, snowsheds, and signs		13 034		
14	(16) Station and office buildings		99 706		
15	(17) Roadway buildings		5 859		
16	(18) Water stations		3 573		
17	(19) Fuel stations		4 617		
18	(20) Shops and enginehouses		69 094		
19	(21) Grain elevators				
20	(22) Storage warehouses				
21	(23) Wharves and docks		1 963		
22	(24) Coal and ore wharves		22 089		
23	(25) TOFC/COFC terminals		7 553		
24	(26) Communication systems		58 805		
25	(27) Signals and interlockers		121 103		
26	(29) Power plants		1 281		
27	(31) Power-transmission systems		5 194		
28	(35) Miscellaneous structures		2 758		
29	(37) Roadway machines		51 589		
30	(38) Roadway small tools		675		
31	(39) Public improvements—Construction		45 990		
32	(43) Other expenditures—Road		40		
33	(44) Shop machinery		38 797		
34	(45) Power-plant machinery		2 891		
35	Other (specify and explain)				
36	Total expenditures for road		1 974 857		
37	(52) Locomotives	(1)	350 540		
38	(53) Freight-train cars	(1)	1 096 584		
39	(54) Passenger-train cars		14 255		
40	(55) Highway revenue equipment	(1)	7 415		
41	(56) Floating equipment				
42	(57) Work equipment		37 539		
43	(58) Miscellaneous equipment		16 988		
44	Total expenditures for equipment		1 523 321		
45	(71) Organization expenses				
46	(76) Interest during construction				
47	(77) Other expenditures—General				
48	Total general expenditures				
49	Total		3 498 178		
50	(80) Other elements of investment (p. 33)				
51	(90) Construction work in progress		18 286		
52	Grand Total		3 516 464		

(1) Balance at beginning of year has been restated to reflect the effect of Capitalizing Leases as required by FASB Statement No. 13.

211. ROAD AND EQUIPMENT PROPERTY (See Instructions page 40)

EXPENDITURES FOR ADDITIONS AND BETTERMENTS DURING THE YEAR		CREDITS FOR PROPERTY RETIRED DURING THE YEAR		Net changes during the year	Balance at close of year	Line No.
Made on owned property (e)	Made on leased property (f)	Owned property (g)	Leased property (h)	(i)	(j)	
\$ 3 390	\$ 2	\$ 331		\$ 3 061	\$ 50 077	1
525		495		30	93 858	2
824		8		816	3 145	3
9 027		2 215		6 812	384 905	4
24		16		8	37 984	5
5 498		1 328		4 170	207 817	6
						7
3 056	78	947		2 187	101 168	8
10 880	71	1 308		9 643	204 166	9
12 643	78	1 621		11 100	183 168	10
2 655		609		2 046	91 547	11
4 285		851		3 434	103 718	12
601		101		500	13 534	13
1 319	11	1 480	6	(156)	99 550	14
989	157	71		1 075	6 934	15
252		32		220	3 793	16
1 100		86		1 014	5 631	17
1 397		1 305		92	69 186	18
						19
						20
					1 963	21
560		24		536	22 625	22
387		10		377	7 930	23
1 381		224		1 157	59 962	24
9 529		808		8 721	129 824	25
(54)		4		(58)	1 223	26
63		69		(6)	5 188	27
35		(2)		37	2 795	28
4 956		403		4 553	56 142	29
					675	30
1 540		303		1 237	47 227	31
					40	32
2 904		523		2 381	41 178	33
78		82		(4)	2 887	34
						35
79 844	397	15 252	6	64 983	2 039 840	36
332	221	6 089		(5 536)	345 004	37
79 552	(44)	37 604	10	41 894	1 138 478	38
5		1 684		(1 679)	12 576	39
152		928		(776)	6 639	40
						41
4 104		555		3 549	41 088	42
7 549	3	5 224		2 328	19 316	43
91 694	180	52 084	10	39 780	1 563 101	44
						45
						46
						47
						48
171 538	577	67 336	16	164 763	3 662 741	49
						50
15 145				15 145	33 431	51
186 683	577	67 336	16	119 908	3 636 372	52

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 211 ON PAGES 38 and 39

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 (h), inclusive. Column (j) is the aggregate of columns (b) to (h), inclusive. Grand totals of columns (b) and (j) 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 columns (e) and (f), should be included all entries covering expenditures for additions and betterments, as defined, whether replacing other property or not.

5. In column (f) show particulars for improvements made on property held under lease or other form of long-term contract and not charged to the owning company.

6. In columns (g) and (h) should be entered all credits representing property sold, abandoned, or otherwise retired.

7. 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.

8. 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.

9. Report on line 35 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.

10. 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 termini 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.

11. If an amount of less than \$1,500 is used as the minimum debit or credit 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.

12. Show dollars in thousands.

NOTES AND REMARKS

Instruction
Reference

Schedule 211, Page 39

8

Column (e) includes the following:

\$405,000 - Purchase land north of Gillette, Wyoming for additional trackage.

\$283,000 - Purchase land between Gillette and Orin, Wyoming for additional trackage.

\$738,000 - Purchase land at Alliance, Nebraska for additional trackage and locomotive and car maintenance facilities.

\$136,000 - Purchase land at Fargo, North Dakota and West Fargo, North Dakota for additional Right of Way.

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211B. DEPRECIATION BASE AND RATES—ROAD AND EQUIPMENT OWNED AND USED AND LEASED FROM OTHERS

1. Show in columns (b) and (e), for each primary account, the depreciation base used in computing the depreciation charges for the month of January and in columns (c) and (f) show the depreciation base used in computing 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 29 and 37 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment, used but not owned, when the rents therefor are included in the rent for equipment accounts Nos. 536 to 540, inclusive. It should include the cost of equipment owned and leased to others when the rents therefrom are included in the rent for equipment accounts Nos. 503 to 507, 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 should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give full particulars in a footnote.

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

3. Show in columns (e), (f), and (g), data applicable to property, used but not owned, when the rent therefor is included in account 542.

4. If the depreciation base for accounts 1, 2-1/2, 3, 5, and 39 includes nondepreciable property, a statement to that effect should be made in a footnote.

5. 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.

Line No.	Account (a)	OWNED AND USED			LEASED FROM OTHERS		
		Depreciation Base		Annual composite rate (percent) (d) (1)	Depreciation base		Annual composite rate (percent) (g)
		At beginning of year (b)	At close of year (c)		At beginning of year (e)	At close of year (f)	
		\$	\$	%	\$	\$	%
	ROAD						
1	(1) Engineering	46 981	48 159	0.77	1 986	1 963	0.40
2	(2-1/2) Other right-of-way expenditures	2 329	3 046	2.37	17	12	0.65
3	(3) Grading	28 608	28 407	1.26	29 661	30 591	0.05
4	(5) Tunnels and subways	37 976	37 982	0.83	2 320	2 320	0.75
5	(6) Bridges, trestles, and culverts	203 174	205 133	1.91	9 052	9 241	2.47
6	(7) Elevated structures						
7	(13) Fences, snowsheds, and signs	13 019	13 209	3.45	325	226	4.78
8	(16) Station and office buildings	99 293	99 017	2.13	1 644	1 654	2.16
9	(17) Roadway buildings	5 849	6 706	2.32	498	550	2.38
10	(18) Water stations	3 570	3 773	2.67			
11	(19) Fuel stations	4 616	5 559	2.82	143	145	2.50
12	(20) Shops and enginehouses	69 091	69 106	1.76	1 944	1 946	2.43
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks	1 963	1 963	2.61			
16	(24) Coal and ore wharves	22 089	22 624	1.72			
17	(25) TOFC/COFC terminals	7 550	7 941	3.71	5	5	3.71
18	(26) Communications systems	58 758	59 722	3.92	993	994	3.09
19	(27) Signals and interlockers	120 541	128 077	2.82	4 498	4 195	2.99
20	(29) Power plants	1 281	1 223	1.53	66	68	1.50
21	(31) Power transmission systems	5 193	5 191	3.22	91	90	4.11
22	(35) Miscellaneous structures	2 759	2 774	2.15	46	46	2.35
23	(37) Roadway machines	51 588	56 022	5.56	1 342	1 293	7.87
24	(39) Public improvements—Construction	23 712	24 428	1.87	1 066	1 067	1.75
25	(44) Shop machinery	38 797	41 128	2.85	574	593	2.20
26	(45) Power plant machinery	2 891	2 887	2.88	52	52	2.80
27	All other road accounts						
28	Amortization (other than defense projects)						
29	Total road	851 728	874 092	2.40	56 323	57 051	0.95
	EQUIPMENT						
30	(52) Locomotives	345 099	344 253	3.92	11 607	10 824	3.92
31	(53) Freight-train cars	1 080 189	1 104 530	3.11	17 916	17 126	3.11
32	(54) Passenger-train cars	13 842	12 237	3.01	1 255	1 084	2.38
33	(55) Highway revenue equipment	7 415	6 686	5.00			
34	(56) Floating equipment						
35	(57) Work equipment	36 416	39 589	3.92	952	987	2.95
36	(58) Miscellaneous equipment	16 714	19 854	8.20	215	195	8.20
37	Total equipment	1 499 675	1 527 149	3.39	31 945	30 216	3.42
38	GRAND TOTAL	2 351 403	2 401 241	XX XX	88 268	87 267	XX XX

(1) Col. (d) does not weight in rates for capitalized leases but reflects those rates prescribed by the ICC for owned property.

211B-1 DEPRECIATION BASE AND RATES—IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS

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 28 and 36 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. This schedule should include only improvements to leased property charged to account 732, Improvements to 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 the 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 the depreciation base for accounts 1, 2-1/2, 3, 5, and 39 includes nondepreciable property, a statement to that effect should be made in a footnote.

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.

Line No.	Account (a)	Depreciation base		Annual composite rate (percent) d)
		At beginning of year (b)	At close of year (c)	
	(Dollars in thousands)			
	ROAD	\$	\$	%
1	(1) Engineering	35	36	0.77
2	(2-1/2) Other right-of-way expenditures			
3	(3) Grading	20	20	1.26
4	(5) Tunnels and subways			
5	(6) Bridges, trestles, and culverts	472	472	1.91
6	(7) Elevated structures			
7	(13) Fences, snowsheds, and signs	16	16	3.45
8	(16) Station and office buildings	413	419	2.13
9	(17) Roadway buildings	10	99	2.32
10	(18) Water stations	3	3	2.67
11	(19) Fuel stations	1	1	2.82
12	(20) Shops and enginehouses	2	2	1.76
13	(21) Grain elevators			
14	(22) Storage warehouses			
15	(23) Wharves and docks			
16	(24) Coal and ore wharves			
17	(25) TOFC/COFC terminals	3	3	3.71
18	(26) Communications systems	48	48	3.92
19	(27) Signals and interlockers	462	462	2.82
20	(29) Power plants			
21	(31) Power transmission systems			
22	(35) Miscellaneous structures			
23	(37) Roadway machines			
24	(39) Public improvements—Construction	28	28	1.87
25	(44) Shop machinery	1	1	2.85
26	(45) Power plant machinery			
27	All other road accounts			
28	Amortization (other than defense projects)			
29	Total road	1 514	1 610	2.29
	EQUIPMENT			
30	(52) Locomotives	594	749	3.92
31	(53) Freight-train cars	293	241	3.11
32	(54) Passenger-train cars			
33	(55) Highway revenue equipment			
34	(56) Floating equipment			
35	(57) Work equipment			
36	(58) Miscellaneous equipment	274	277	8.20
37	Total equipment	1 161	1 267	4.70
38	GRAND TOTAL	2 675	2 877	XXXX

Notes Relating to Schedule 211D, Page 45
(Dollars in Thousands)

<u>Credits to Reserve</u>	<u>ROAD</u>	<u>EQUIPMENT</u>
Debits for depreciation on property of respondent	\$20,578	\$55,313
The difference between the charges to oper. exps. on Sch. 211D and the total of Accts. 266, 305 and 331 on Sch's. 322, 326 and 330 is as follows:		
Depreciation on property of Burlington Northern (Manitoba) Limited	16	12
Depreciation on improvements to property leased from others (Sch. 211E-1)	35	58
Depreciation on property leased from others (Sch. 211E)	576	987
Total Accts. 266, 305 and 331	\$21,205	\$56,370

- (1) Beginning year balances have been restated to reflect existing Capitalized leases and leases retired during 1977, in conformance with FASB No. 13.

211D. DEPRECIATION RESERVE—ROAD AND EQUIPMENT OWNED AND USED

1. Give the particulars called for hereunder with respect to credits and debits to account No. 735, "Accrued depreciation—Road and Equipment," during the year relating to road and equipment owned and used. This schedule should not include any entries for depreciation of equipment, used but not owned, when the rents therefor are included in the rent for equipment accounts Nos. 536 to 540, inclusive. It should include entries for depreciation of equipment owned but not used when the rents therefrom are included in the rent for equipment accounts Nos. 503 to 507, inclusive. (See schedule 211F for the reserve relating to road and equipment owned but not used by the respondent.) If any entries are

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

2. 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.

3. All credits or debits to the reserve representing amortization other than for defense projects, if a general amortization program has been authorized, should be entered on line 28.

(Dollars in thousands)

Line No.	Account (a)	Balance at beginning of year (b) (1)	CREDITS TO RESERVE During the Year		DEBITS TO RESERVE During the Year		Balance at close of year (g)
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)	
	ROAD	\$	\$	\$	\$	\$	\$
1	(1) Engineering	6 402	366		125		6 643
2	(2-1/2) Other right-of-way expenditures	477	58				528
3	(3) Grading	16 641	358		6		16 937
4	(5) Tunnels and subways	13 032	316		16		13 332
5	(6) Bridges, trestles, and culverts	142 476	3 889		1 054		145 311
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs	11 888	451		101		12 238
8	(16) Station and office buildings	52 581	2 112		1 315		53 378
9	(17) Roadway buildings	3 094	144		19		3 219
10	(18) Water stations	3 409	98		30		3 477
11	(19) Fuel stations	1 394	141		83		1 952
12	(20) Shops and enginehouses	28 730	1 216		1 096		28 850
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks	1 848					1 848
16	(24) Coal and ore wharves	12 435	385		24		12 796
17	(25) TOFC/COFC terminals	1 644	287		14		1 917
18	(26) Communication systems	28 026	2 319		209		30 136
19	(27) Signals and interlockers	53 336	3 521		625		56 232
20	(29) Power plants	428	20		4		444
21	(31) Power-transmission systems	3 261	167		67		3 361
22	(35) Miscellaneous structures	1 269	60		(2)		1 331
23	(37) Roadway machines	29 965	3 007		399		32 573
24	(39) Public improvements—Construction	14 663	446		157		14 952
25	(44) Shop machinery*	17 910	1 135		445		18 600
26	(45) Power-plant machinery*	2 106	82		81		2 107
27	All other road accounts	11 281			1 176		10 105
28	Amortization (other than defense projects)						
29	Total road	458 796	20 578		7 107		472 267
	EQUIPMENT						
30	(52) Locomotives	226 297	14 142		(155)		240 594
31	(53) Freight-train cars	320 640	37 719		24 329		334 030
32	(54) Passenger-train cars	13 962			1 505		12 457
33	(55) Highway revenue equipment	4 445	460		779		4 126
34	(56) Floating equipment						
35	(57) Work equipment	21 507	1 493		254		22 746
36	(58) Miscellaneous equipment	8 874	1 499		948		9 425
37	Total equipment	595 725	55 313		27 660		623 378
38	GRAND TOTAL	1 054 521	75 891		34 767		1 095 645

*Chargeable to account 305.

See Notes on page 44

III.E. ACCRUED LIABILITY—LEASED PROPERTY

1. Give full particulars called for hereunder with respect to credits and debits to account No. 785, "Accrued liability—Leased property," during the year relating to road and equipment leased from others.

2. Show in column (c) amounts which were charged to operating expenses, and in column (f) show payments made to the lessor in settlement thereof. A full explanation should be given of all entries in columns (d) and (f).

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

4. Show in column (e) the debits to the account arising from retirements.

5. If settlement for depreciation is made currently between lessee and lessor, and no debits or credits to account No. 785 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.

(Dollars in thousands)

Line No.	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNT During the Year		DEBITS TO ACCOUNT During the year		Balance at close of year (g)
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)	
	ROAD	\$	\$	\$	\$	\$	\$
		56	8				64
1	(1) Engineering	2					2
2	(2-1/2) Other right-of-way expenditures	105	15				120
3	(3) Grading	122	17				139
4	(5) Tunnels and subways	1 511	225				1 736
5	(6) Bridges, trestles, and culverts						
6	(7) Elevated structures	92	12				104
7	(13) Fences, snow sheds, and signs	206	36				242
8	(16) Station and office buildings	79	13				92
9	(17) Roadway buildings						
10	(18) Water stations						
11	(19) Fuel stations	20	4				24
12	(20) Shops and enginehouses	274	48				322
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks						
16	(24) Coal and ore wharves						
17	(25) TOFC/COFC terminals	1					1
18	(26) Communication systems	178	30				208
19	(27) Signals and interlockers	749	129				878
20	(29) Power plants	2	1				3
21	(31) Power-transmission systems	25	4				29
22	(35) Miscellaneous structures	4	1				5
23	(37) Roadway machines	641					641
24	(39) Public improvements—Construction	76	19				95
25	(44) Shop Machinery*	111	13				124
26	(45) Power-plant machinery*	4	1				5
27	All other road accounts						
28	Total road	4 258	576				4 834
	EQUIPMENT						
29	(52) Locomotives	4 507	442				4 949
30	(53) Freight-train cars	4 595	545				5 140
31	(54) Passenger-train cars	1 037					1 037
32	(55) Highway revenue equipment						
33	(56) Floating equipment						
34	(57) Work equipment						
35	(58) Miscellaneous equipment	236					236
36	Total equipment	10 375	987				11 362
37	GRAND TOTAL	14 633	1 563				16 196

*Chargeable to account 105.

211E-1 ACCRUED DEPRECIATION RESERVE—IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS

1. Give full particulars called for hereunder with respect to credits. 2. If any entries are made for column (d) "Other credits or column (f) and debits to account 733, "Accrued Depreciation; Improvements on "Other debits" state the facts occasioning such entries. A debit balance Leased Property" during the year relating to improvements made to in column (b) or (g) for any primary account should be shown in road and equipment property leased from others, the depreciation parenthesis or designated "Dr."

charges for which are includible in operating expenses of the 3. Any inconsistency between the credits to the reserve as shown in respondent. This schedule should only include entries for depreciation column (c) and the charges to operating expense, should be fully of road and equipment property includible in account 732, explained.

Improvements on Leased Property. 4. Show in column (e) the debits to the reserve arising from retirements.

(Dollars in thousands)

Line No	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)
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)	
	ROAD	\$	\$	\$	\$	\$	\$
1	(1) Engineering _____						
2	(2-1/2) Other right-of-way expenditures _____						
3	(3) Grading _____	11					11
4	(5) Tunnels and subways _____						
5	(6) Bridges, trestles, and culverts _____	242	9				251
6	(7) Elevated structures _____						
7	(13) Fences, snow sheds, and signs _____	15					15
8	(16) Station and office buildings _____	(74)	9		6		(71)
9	(17) Roadway buildings _____	(10)					(10)
10	(18) Water stations _____	4					4
11	(19) Fuel stations _____	(1)					(1)
12	(20) Shops and enginehouses _____	(1)					(1)
13	(21) Grain elevators _____						
14	(22) Storage warehouses _____						
15	(23) Wharves and docks _____						
16	(24) Coal and ore wharves _____						
17	(25) TOFC/COFC terminals _____		1				1
18	(26) Communication systems _____	56	2				58
19	(27) Signals and interlockers _____	317	13				330
20	(29) Power plants _____						
21	(31) Power-transmission systems _____	(3)					(3)
22	(35) Miscellaneous structures _____						
23	(37) Roadway machines _____						
24	(39) Public improvement—Construction _____	7	1				8
25	(44) Shop Machinery* _____	1					1
26	(45) Power-plant machinery* _____						
27	All other road accounts _____						
28	Total road _____	564	35		6		593
	EQUIPMENT						
29	(52) Locomotives _____	118	27				145
30	(53) Freight-train cars _____	21	8		13		16
31	(54) Passenger-train cars _____						
32	(55) Highway revenue equipment _____						
33	(56) Floating equipment _____						
34	(57) Work equipment _____						
35	(58) Miscellaneous equipment _____	139	23				162
36	Total equipment _____	278	58		13		343
37	GRAND TOTAL	842	93		19		916

*Chargeable to account 305

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211G. AMORTIZATION OF DEFENSE PROJECTS—ROAD AND EQUIPMENT OWNED AND LEASED FROM OTHERS

1. Show in columns (b) to (e) the amount of base of road and equipment property for which amortization reserve is provided in account No. 736, "Accrued amortization of defense projects—Road and Equipment" of the respondent. If the amortization base is other than the ledger value stated in the investment account, a full explanation should be given.

2. Show in columns (f) to (i) the balance at the close of the

year and all credits and debits during the year in reserve account No. 736, "Accrued amortization of defense projects—Road and Equipment."

3. The information requested for "Road" by columns (b) through (i) may be shown by projects amounting to \$100,000 or more, or by single entries as "Total road" in line 22. If reported by projects, each project should be briefly described, stating

kind, location, and authorization date and number. Projects amounting to less than \$100,000 should be combined in a single entry designated "Minor items, each less than \$100,000."

4. Any amounts included in columns (b) and (f), and in column (h) affecting operating expenses, should be fully explained. (Dollars in thousands)

Line No.	Description of property or account (a)	BASE				RESERVE			
		Debits during year (b)	Credits during year (c)	Adjustments (d)	Balance at close of year (e)	Credits during year (f)	Debits during year (g)	Adjustments (h)	Balance at close of year (i)
	ROAD:	\$	\$	\$	\$	\$	\$	\$	\$
1									
2									
3									
4									
5									
6									
7									
8									
9									
10									
11									
12									
13									
14									
15									
16									
17									
18									
19									
20									
21	TOTAL ROAD		42		15 937		42		15 937
22	EQUIPMENT:				4 847				4 847
23	(52) Locomotives		3 883		17 845		3 883		17 845
24	(53) Freight-train cars		11		403		11		403
25	(54) Passenger-train cars								
26	(55) Highway revenue equipment								
27	(56) Floating equipment		9		1 114		9		1 114
28	(57) Work equipment								
29	(58) Miscellaneous equipment		3 903		24 209		3 903		24 209
30	TOTAL EQUIPMENT		3 945		40 146		3 945		40 146
	GRAND TOTAL								

NOTES AND REMARKS

Notes Relating to Schedule 209, Pages 36 and 37Lines 45 and 46:

<u>Participating Companies:</u>	<u>% of Line 46 Participation</u>
BNL Development Corporation	7.23
Glacier Park Company	43.93
Northern Airmotive Company	13.47
Oregon Electric Railway Company	21.50
Oregon Trunk Railway Company	7.10
Ruth Realty Company	.27
Western Fruit Express Company	6.50

Line 47:

<u>Participating Companies</u>	<u>% of Line 47 Participation</u>
BNL Development Corporation	9.09
Glacier Park Company	43.18
Oregon Electric Railway Company	25.00
Oregon Trunk Railway Company	22.73

2111. UNIT COST OF EQUIPMENT INSTALLED DURING THE YEAR

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).

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 417; 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), 2500 HP; and cars should be identified as to

special construction or service characteristics such as Aluminum covered hopper cars, LO; Steel boxcars—special service, XAP, etc.; for TOFC/COFC show type of equipment as enumerated in Schedule 417, lines 74-84 and type of construction.

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 reportable in columns (c), (e), (p), and (r) of schedule 417, showing returns for new units in the upper section of this schedule and showing returns for rebuilt units acquired and rebuilt units rewritten into respondent's property investment account in the lower section. The term "new" as used herein shall refer to and mean a unit or units placed in service for the first time on any railroad.

6. All unequipped box cars 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.

(Dollars in thousands)

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)
				\$	
1	<u>Freight Equipment - 1976 Report</u>				
2	Gondolas G 312	26	787	698	P
3	<u>Freight Equipment - 1977 Report</u>				
4	Gondolas G 312	24	726	644	P
5	Flat Cars F 283	190	6 023	6 382	P
6	Covered Hoppers L 153	450	14 265	12 639	P
7	Flat Cars F 233	200	7 950	6 640	P
8	Covered Hoppers L 353	100	3 195	3 066	P
9	Box Cars A 230	100	3 950	3 818	P
10	Box Cars A 200	100	4 080	4 129	P
11	Cabooses N 100	5	131	242	P
12	Cabooses N 100	75	1 965	3 640	P
13	Covered Hoppers L 153	50	1 588	1 423	P
14	Refrigerator Cars R 206	80	3 305	4 163	P
15	Flat Cars F 420	2	142	269	P
16	Open Top Hoppers M 110	200	6 420	7 142	P
17					
18	<u>Equipment Installed for which final cost not completed</u>				
19	<u>Freight Equipment - 1977 Report</u>				
20	383 Open Top Hoppers H 350				
21					
22	<u>Work Equipment - 1977 Report</u>				
23	4 Locomotive Cranes				
24					
25	TOTAL	1 602	X X X X	54 895	X X X X

REBUILT UNITS

1	<u>Freight Equipment - 1976 Report</u>				
2	Box Cars B 109	120	3 040	1 703	S
3	<u>Cars rebuilt with Incentive Per Diem Funds</u>				
4	Box Cars B 109	80	2 000	1 136	S
5					
6	<u>Equipment Installed for which final cost not completed</u>				
7	<u>Freight Equipment - 1977 Report</u>				
8	60 Box Cars B 209				
9					
10	<u>Cars rebuilt with Incentive Per Diem Funds</u>				
11	310 Box Cars B 209				
12					
13	TOTAL	200	X X X X	2 839	X X X X
14	GRAND TOTAL	1 802	X X X X	57 734	X X X X

211N-1 INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE (SEE INSTRUCTION 2)

1. Give particulars, as requested, of the investment in transportation property at the close of the year, as related to "Net railway operating income," of the respondent for the year.

2. The term "Investment in railway property used in transportation service" means the aggregate of property owned, and property not owned but used by the respondent, in transportation service, (a) the investment in which is represented in accounts 731 and 732 of the respondent, including operating, lessor, and inactive railroads, (b) road and equipment property leased to or from others, the rentals of which are included in accounts 509 and 542, (c) equipment owned or leased, the lease-rental from which is included in accounts 503 to 507, inclusive, of the respondent, minus (d) investment in property leased to others the lease-rental from which is included in account 509. It does not include investment of others in equipment used by the respondent, rent for which is included in accounts 536 to 540, inclusive, nor does it include investment of other carriers in property jointly used by the respondent, such as trackage rights, rent for which is included in account 541 of the respondent. 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 columns (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 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 a total for each class of company. Then show, as deductions, data for transportation property leased to carriers and others, rentals from which are included in account 509.

4. In column (c) line-haul carriers should report the miles of road used in line-haul service, and switching and terminal companies should report the miles of all tracks owned.

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, explanation should be given. Differences between the amounts in column (d) of this schedule and the amounts shown in column (c), line 33, 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 and 732 of the owner should be reported in column (d) in reference to the investment of the respondent 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 735, 736, and 785 that is applicable to the property of the carriers whose names are listed in column (b), regardless of where the reserves therefor are recorded.

(Dollars in thousands)

Line No.	Class (See Ins. 2) (a)	Name of company (b)	Miles of road owned (See Ins. 4) (c)	Investment in property (See Ins. 5) (d)	Depreciation and amortization of defense projects (See Ins. 6) (e)
1	R	Burlington Northern Inc.	20 926	\$ 3 636 372	\$ 1 136 707
2					
3		Add-Entire property leased from others			
4	L	SPS	506	115 601	30 096
5					
6		Add-Leased from others			
7	O	CS-Orin Jct.-Wendover, WY-Main Line	31	1 474	92
8	O	DMIR-Albany, MN Tracks		3	
9	O	"-Virginia, MN "		2	
10	O	"-Holman to Coleraine, MN "		7	
11	O	SP-Klamath Falls, OR - Tracks		5	
12	O	SP-Chemult, OR "		4	
13	O	MILW-Seattle, WA "		37	2
14	O	UP-Garrison to Butte, MT-Main Line	52	1 354	*
15	O	U.S. Govt. R.R.-Shelton to Bangor and Bremerton, WA-Main Line	48	**	
16					
17	O	Burlington Northern (Manitoba) Limited	4	1 506	455
18		Total	135	4 392	549
19					
20		Deduct - Leased to others			
21	O	IN-Chicago, IL Yard Tracks		84	26
22	O	ICG-West Frankfort, IL " "		1	
23	O	MILW-Council Bluffs, IA " "		12	3
24	O	SOT-So. Omaha, NE " "		3	
25	O	CNW-Leavenworth, KS Land		15	
26	O	CNW-Minneapolis, MN Trackage		12	
27	O	DMIR-Buhl, MN Turnouts		15	
28	O	"-Chisholm, MN "		1	1
29	O	"-Hibbing, MN "		5	4
30		Total		143	34
31					
32					
33					
34					
35		* Depreciation not available to respondent			
36		** Investment not available to respondent.			
37					
38					
39		TOTAL ♦	21 567	3 756 217	1 167 318

211N-2. INVESTMENT IN RAILWAY PROPERTY USED IN TRANSPORTATION SERVICE—Continued

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

2. The amounts for respondent and for each group or class of companies and properties on line 35 herein, should correspond with the amount for respondent and with the aggregate amounts for each class of company and properties shown in schedule 211N-1 on page 50. 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 35 amounts representing capitalization of rentals for leased property based on 4 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 methods of estimating value of property of non-carriers or property of other carriers under "Notes and Remarks," page 48.

4. Report on line 36 amounts not includable in the accounts shown, or in line 35. The items reported should be briefly identified and explained under "Notes and Remarks," page 48. 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.

5. Report dollars in thousands.

Line No.	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (proprietary) companies (d)	Other leased properties (e)
1	(1) Engineering—	\$ 50 077	\$ 2 001	\$	\$ 116
2	(2) Land for transportation purposes—	93 858	5 313		382
3	(2 1/2) Other right-of-way expenditures—	3 145	12		
4	(3) Grading—	384 905	30 591		596
5	(5) Tunnels and subways—	37 984	2 320		
6	(6) Bridges, trestles, and culverts—	207 817	8 977		327
7	(7) Elevated structures—				
8	(8) Ties—	101 168	2 649		421
9	(9) Rails—	204 166	5 728		755
10	(10) Other track material—	183 168	5 433		323
11	(11) Ballast—	91 547	2 351		162
12	(12) Track laying and surfacing—	103 718	2 901		300
13	(13) Fences, snowsheds, and signs—	13 534	215		15
14	(16) Station and office buildings—	99 550	1 652		201
15	(17) Roadway buildings—	6 934	549		14
16	(18) Water stations—	3 793	11		24
17	(19) Fuel stations—	5 631	151		10
18	(20) Shops and enginehouses—	69 186	2 368		107
19	(21) Grain elevators—				
20	(22) Storage warehouses—				
21	(23) Wharves and docks—	1 963			
22	(24) Coal and ore wharves—	22 625			
23	(25) TOFC/COFC terminals—	7 930	5		
24	(26) Communication systems—	59 962	1 008		7
25	(27) Signals and interlockers—	129 824	4 278		16
26	(29) Power plants—	1 223	68		(2)
27	(31) Power-transmission systems—	5 188	92		
28	(35) Miscellaneous structures—	2 795	46		
29	(37) Roadway machines—	56 142	1 293		29
30	(38) Roadway small tools—	675	23		
31	(39) Public improvements—Construction—	47 227	1 067		67
32	(43) Other expenditures—Road—	40			77
33	(44) Shop machinery—	41 178	674		15
34	(45) Power-plant machinery—	2 887	48		
35	Leased property capitalized rentals (explain)—				
36	Other (specify & explain)—				
37	Total expenditures for road—	2 039 840	81 824		3 362
38	(52) Locomotives—	345 004	10 824		202
39	(53) Freight-train cars—	1 138 478	17 086		3
40	(54) Passenger-train cars—	12 576	1 084		
41	(55) Highway revenue equipment—	6 639			
42	(56) Floating equipment—				
43	(57) Work equipment—	41 188	1 003		6
44	(58) Miscellaneous equipment—	19 316	195		12
45	Total expenditures for equipment—	1 563 101	30 192		223
46	(71) Organization expenses—				2
47	(76) Interest during construction—		3 036		195
48	(77) Other expenditures—General—		549		19
49	Total general expenditures—		35 85		216
50	Total—	3 602 941	115 601		4 401
51	(80) Other elements of investment—				(157)
52	(90) Construction work in progress—	33 431			
53	Grand Total—	3 636 372	115 601		4 244

Schedule 212A.—RENTAL EXPENSE OF LESSEE

Complete this schedule only if (a) carrier operating revenues are \$10 million or more and (b) if gross rental expense in the most recent fiscal year exceeds one percent of operating revenue.

Otherwise, show total rental expense (reduced by rentals from subleases) entering into the determination of results of operations for each period for which an income statement is presented. Rental payments under short-term leases for a month or less which are not expected to be renewed need not be included. Contingent rentals, such as those based on usage or sales, shall be reported separately from the basic or minimum rentals.

Line No.	Type of lease (a)	Current year (b)	Preceding year (c)
	Financing leases:	\$	\$
1	Minimum rentals	23 187	22 728
2	Contingent rentals	899	404
3	Sublease rentals		
4	Total financing leases	22 288	22 324
	Other leases:		
5	Minimum rentals	4 928	5 067
6	Contingent rentals		
7	Sublease rentals		
8	Total other leases	4 928	5 067
9	Total rental expense of lessee	27 216	27 391

NOTE: As used in schedules 212A through 212E, a "financing lease" is defined as a lease which, during the noncancellable lease period, either (a) covers 75% or more of the economic life of the property or (b) has terms which assure the lessor a full recovery of the fair market value (which would normally be represented by his investment) of the property at the inception of the lease plus a reasonable return on the use of the assets invested subject only to limited risk in the realization of the residual interest in the property and the credit risks generally associated with secured loans.

Preceding year amounts have been restated to reflect the effect of capitalizing leases as required by FASB Statement No. 13.

Schedule 212B.—MINIMUM RENTAL COMMITMENTS

Complete this schedule only if (a) carrier operating revenues are \$10 million or more and (b) gross rental expense in the most recent fiscal year exceeds one percent of operating revenue.

Show the minimum rental commitments under all noncancellable leases, as of the date of the latest balance sheet presented, in the aggregate (with disclosure of the amounts applicable to noncapitalized financing leases) for (a) each of the five succeeding fiscal years; (b) each of the next three five-year periods; and, (c) the remainder as a single amount. The amounts so determined should be reduced by rentals to be received from existing noncancellable subleases (with disclosure of the amounts of such rentals). For purposes of this rule, a noncancellable lease is defined as one that has an initial or remaining term of more than one year and is noncancellable, or is cancellable only upon the occurrence of some remote contingency or upon the payment of a substantial penalty.

Line No.	Year ended (a)	A			B	
		Financing leases (b)	Other leases (c)	Total (d)	Sublease rentals*	
					Financing leases (e)	Other leases (f)
1	1978	20 933	1 000	21 933	1 296	
2	1979	21 431		21 431	1 296	
3	1980	21 237		21 237	1 296	
4	1981	21 847		21 847	1 296	
5	1982	21 312		21 312	1 296	
6	1983-1987	86 554		86 554	6 480	
7	1988-1992	34 011		34 011	5 302	
8	1993-1997	1 628		1 628	2 230	
9	1998 +					

* The rental commitments reported in Part A of this schedule have been reduced by these amounts.

Schedule 212C.—LESSEE DISCLOSURE

Complete this schedule only if carrier operating revenues are \$10 million or more.

Relate in general terms: (a) the basis for calculating rental payments if dependent upon factors other than the lapse of time; (b) existence and terms of renewal or purchase options, escalation clauses, etc.; (c) the nature and amount of related guarantees made or obligations assumed; (d) restrictions on paying dividends, incurring additional debt, further leasing, etc.; and, (e) any other information necessary to assess the effect of lease commitments upon the financial position, results of operations, and changes in financial position of the lessee.

Line No.	
1	(a) Lapse of time only.
2	
3	
4	
5	
6	
7	
8	
9	(b) 58% of lease contracts have renewal options upon written notice within various specified times.
10	22% of lease contracts have options to purchase only.
11	Remaining 20% have no options.
12	
13	
14	
15	
16	
17	(c) None
18	
19	
20	
21	
22	
23	
24	
25	(d) None
26	
27	
28	
29	
30	
31	
32	
33	(e) None
34	
35	
36	
37	
38	
39	
40	

Schedule 212D.—LEASE COMMITMENTS—PRESENT VALUE

Complete this schedule only if (a) carrier operating revenues are \$10 million or more and (b) if the present value of the minimum lease commitments are more than five percent of the sum of the long-term debt, stockholders' equity and the present value of the minimum lease commitments, or if the impact on net income (as computed in schedule 212E, Income impact—Lessee) is three percent or more of the average net income for the most recent three years.

Show all noncapitalized financing leases, the present value of the minimum lease commitments in the aggregate and by major categories of properties. Present values shall be computed by discounting net lease payments (after subtracting, if practicable, estimated, or actual amounts, if any, applicable to taxes, insurance, maintenance and other operating expenses) at the interest rate implicit in the terms of each lease at the time of entering into the lease.

Show either the weighted average interest rate (based on present value) and range of rates or specific interest rates for all lease commitments.

Line No.	Asset category (a)	Present value		Range		Weighted average	
		Current year (b)	Preceding year (c)	Current year (d)	Preceding year (e)	Current year (f)	Preceding year (g)
		\$	\$	%	%	%	%
1	Structures						
2	Revenue equipment	138 500	140 093	7 to 10	7 to 10	8.8	8.9
3	Shop and garage equipment						
4	Service cars and equipment						
5	Noncarrier operating property						
	Other (Specify)						
6	Data Processing Equip.	5 242	10 763	8 to 9	8 to 9	9.8	8.3
7							
8							
9							
10	Total	143 742	150 861	7 to 10	7 to 10	8.9	8.8

Preceding year data has been restated to reflect the effect of capitalizing leases as required by FASP Statement No. 13.

Schedule 212E--INCOME IMPACT--LESSEE

Complete this schedule only if carrier operating revenues are \$10 million or more.

If the impact on net income is less than three percent of the average net income for the most recent three years, a statement to this effect will suffice to complete this schedule. Otherwise, show the impact on net income for each period for which an income statement is presented if all noncapitalized financing leases were capitalized, related assets were amortized on a straight-line basis and interest cost was accrued on the basis of the outstanding lease liability. The amounts of amortization and interest cost shall be separately identified.

In calculating average net income, loss-years should be excluded. If losses were incurred in each of the most recent three years, the average loss shall be used for purposes of this test.

Line No.	Item (a)	Current year (b)	Preceding year (c)
1	Amortization of lease rights	\$ (14 057)	\$ (14 402)
2	Interest	(12 200)	(11 353)
3	Rent expense	23 187	22 728
4	Income tax expense		
5	Impact (reduction) on net income	(3 070)	(3 027)

Preceding year amounts have been restated to reflect the effect of capitalizing leases as required by FASB Statement No. 13.

NOTES AND REMARKS

214. MISCELLANEOUS PHYSICAL PROPERTY

1. Give particulars of all investments of the respondent in physical property includible in account No. 737. "Miscellaneous physical property," together with the revenue, income, expenses, taxes, and depreciation data on such property, as requested.

2. Show in column (a) a description and location of the physical property, and, if operated, the kind of business in which engaged, stating whether the respondent's title is that of ownership or whether the property is held under lease or other incomplete title. All peculiarities of title should be explained. Each item of property investment amounting to \$1,000,000 or more should be separately stated and each item whose net profit or net loss for the year (as per column (i), regardless of amount of investment) is \$50,000 or more should also be separately stated. All other

items may be combined in a single entry designated "All other items."

3. If any of the individual items of property shown in column (a) were acquired in consideration of stocks, or of bonds or other evidence of debt, or in exchange for other property, enter in column (e) only the amount at which carried in respondent's books and in a footnote give a full description of the consideration actually paid. Also if the actual money cost to respondent is different from that shown in column (e), give particulars in a footnote.

4. If any property investment includible in this schedule, amounting to \$250,000 or more, was disposed of during the year, give particulars in a footnote.

Line No.	Item (Kind and location of property, and nature of business, if any)	A. INVESTMENT (ACCOUNT 737)			
		Year of acquisition (b)	Charges during the year (c)	Credits during the year (d)	Balance at close of year (See ins. 3) (e)
	(a)				
1	Oil Department Operations	Various	\$ 1 618	\$ 227	\$ 14 630
2	Granted land unsold acquired through				
3	reorganization	1896	28	1	2 835
4	Grain Elevator, Vancouver, WN (1)				
5	Grain Elevators "S", "X" and annexes				
6	Superior, WI (2)	Various	416	(32)	7 126
7	Highway Freight Center, Chicago, IL (3)	1969			1 790
8	Tie Plant, Galesburg, IL (3)	1910			1 397
9	Land & Other Fac., Naperville, IL (3)	1960-1972			2 084
10	Red Owl Stores Whse; Fargo, ND (3)	1957			1 672
11	Tradewell Stores Whse., Kent, WN (3)	1964			2 386
12	Norpac Industrial Park, Kent, WN (3)	Various	146	90	2 684
13	Land Snohomish, WN (3)	1968			2 357
14	Freight House #10, Chicago, IL (3)	1953	1 444		4 036
15					
16	All other items (3)		6 047	3 518	59 803
17					
18					
19					
20					
21					
22	Total	x x x x	9 699	3 804	102 800

NOTES AND REMARKS

Instruction
Reference:

4 - Line 16, Sale of land, warehouse and trackage at Seattle, WN to Josie and Joan R. Razore, \$690.

4 - Line 16, Sale of land and warehouse at Seattle, WN to the Odom Corporation, \$689.

- (1) Owned - Leased to United Grain Corp.
 (2) Owned - Leased to Archer Daniels Midland Co.
 (3) Owned not operated

214. MISCELLANEOUS PHYSICAL PROPERTY—Continued

5. In section B include in column (f) the gross amount of revenue or income included in accounts 502 and 511, in column (g) the gross amount of expenses (including depreciation) charged to accounts 511 and 534, in column (h) the amount of taxes charged to accounts 535 and 544 for the year, and in column (i) the net profit or loss of columns (f) minus (g) and (h).

6. Any differences between the total of column (h) and the totals of accounts 535 and 544, and differences between the total of column (i) and the net total of accounts 502, 511, 534, 535, and 544, of such accounts in Schedule 300, "Income Account for the Year," should be explained in a footnote.

7. In section C give an analysis of account 738, "Accrued depreciation—Miscellaneous physical property," for each item shown in column (a). Show in column (n) the percentage or composite rate used by the respondent for computing the amount of depreciation credited to the account during the year. Any adjustments of importance included in columns (j) and (k) should be fully explained in a footnote.

8. The word "item" as herein used means a unit or composite of an investment in or operation of property such as a powerplant, a mine, an amusement park, etc., together with ancillary property or operations. (Dollars in thousands)

B. REVENUES, INCOME, EXPENSES AND TAXES CREDITED AND DEBITED TO ACCOUNTS 502, 511, 534, 535 AND 544 DURING THE YEAR				C. DEPRECIATION RESERVE (ACCOUNT 738)					
Revenues or income (f)	Expenses (g)	Taxes (h)	Net profit for year after taxes (L loss) (i)	Credits during the year (j)	Debits during the year (k)	Balance at close of year (l)	Base (m)	Rates (n)	Line No.
\$ 18 943	\$ 7 077	\$ 1 576	\$ 10 290	\$ 505	\$	\$ 8 556	\$ 13 107	3.85 %	1
									2
60	97		(37)						3
									4
624	119	75	430	119	(32)	432	7 119	1.76	5
94	22		72	22		185	1 267	1.76	6
150	20		130	20		877	1 141	1.76	7
	27	44	(71)	27		192	1 541	1.76	8
111	29		82	29		758	1 631	1.76	9
254	74	63	117	41		319	2 301	1.76	10
	22	37	(59)	22		72	1 279	1.76	11
		20	(20)						12
(2)	80		(82)	53		1 222	4 035	1.76	13
									14
48 346	19 525	3 591	25 230	607	(420)	5 754	19 084	1.76	15
									16
									17
									18
									19
									20
									21
68 580	27 092	5 406	36 082	1 445	(452)	18 367	52 506	XXXXX	22

NOTES AND REMARKS

216. OTHER ASSETS AND DEFERRED CHARGES

Give description and particulars for each item or class of items of like description in accounts Nos. 741, "Other assets," and 743, "Other deferred charges," at the close of the year. Show debtor (or class of debtors) for deferred assets and appropriate description for items or class of items of deferred charges. Show the three largest items regardless of the dollar amount and all other items (or the aggregate of a class of items of like description) amounting to \$250,000 or more. Each item or class of items of like description amounting to less than \$250,000 may be com-

bined into a single entry designated "Other items, each less than \$250,000". The entries for each account shall be listed and the account number and the total for each account shall be shown corresponding to the amounts in Schedule 200. In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote.

(Dollars in thousands)

Line No.	Account No. (a)	Item (b)	Amount (c)
			\$
1	741	Other Assets	
2		Receivership and bankruptcy	2 583
3		Salvage to be recovered	2 116
4		Accounts receivable - Not current	1 419
5		Law Department suspense	732
6		Other items, each less than \$250,000	492
7			
8		Total Account 741	7 342
9			
10	743	Other Deferred Charges	
11		West Suburban Mass Transit - Prepaid rent	6 610
12		Unamortized discount on long term debt	3 809
13		Land and miscellaneous physical property suspense	1 712
14		Operation of gravel pits and quarries	1 125
15		Oil development suspense	630
16		Unaudited Joint Facility vouchers	590
17		Unaudited bills paid	581
18		Transactions awaiting A.F.E.	531
19		Disbursements Accounting suspense	429
20		Freight Accounting relief claims suspense	416
21		Freight Accounting, overcharge and reparation claim suspense	404
22		Other items, each less than \$250,000	1 136
23			
24		Total Account 743	17 973
25			
26			
27			
28			
29			
30			
31			
32			
33			
34			
35			
36			
37			
38			
39			
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44			
45			

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 218 ON PAGES 56, 57, 58 AND 59

Give particulars of the various issues of securities in accounts Nos. 765, "Funded debt unmatured," 768, "Debt in default," 767, "Receivers' and trustees' securities," 766, "Equipment obligations," and 764, "Equipment obligations and other debt due within 1 year," at the close of the year, together with interest accrued and interest paid during the year and total amount of matured interest in default. Include receipts outstanding for funded debt with their respective issues. List entries under captions of account numbers and titles, and insert total for each account.

In column (a) show the symbol and name, and account number of each bond or other obligation according to the following designations in the numerical order given, and give a total for each such numerical alphabetical and each numerical group and for each account:

(1) MORTGAGE BONDS:

- (a) With fixed interest.
- (b) With contingent interest.

(2) COLLATERAL TRUST BONDS:

- (a) With fixed interest.
- (b) With contingent interest.

(3) UNSECURED BONDS (Debentures):

- (a) With fixed interest.
- (b) With contingent interest.

(4) EQUIPMENT OBLIGATIONS:

- (a) Equipment securities (Corporation).
- (b) Equipment securities (Receivers' and Trustees').
- (c) Conditional or deferred payment contracts.

(5) MISCELLANEOUS OBLIGATIONS.

(6) RECEIVERS' AND TRUSTEES' SECURITIES (Other than equipment obligations).

(7) SHORT-TERM NOTES IN DEFAULT.

Columns (f), (g), (h), (i), and (j) are intended further to classify the obligations of the company and are to be answered "yes" or "no."

If an issue is a serial issue, the last date of maturity should be shown in column (c) preceded by the letter "S." If the payments required in the contracts for equipment obligations are unequal in amount (except for the last payment) or are to be made at irregular intervals, show a symbol against the entry made in column (c) opposite the name of such obligations and give particulars in a footnote.

If the issue is an income bond, the entry in column (d) should be the annual maximum rate of interest specified by the indenture. In column (k) show the approximate number of miles of road on which the mortgage is a direct first lien and in column (l) the approximate number of miles of road on which the mortgage is a direct junior lien. Do not consider any road or other property indirectly subject to either a first or junior lien through the pledge of collateral, leaseholds, or other contractual rights in making the returns required in columns (i), (j), (k), and (l).

In column (m) enter the amount of debt both nominally and actually issued up to the date of the report and not the amount authorized. In the event debt is assumed, column (m) should include the amount of debt issued by the original debtor.

No entries shall be made in this schedule with respect to issues of matured obligations nominally issued or nominally outstanding when no parts of such issues are actually outstanding.

For definitions of "nominally issued," "nominally outstanding," "actually issued," and "actually outstanding," see schedule 228.

Entries in columns (v) and (w) should include interest accrued on funded debt reacquired, matured during the year, even though no portion of the issue is outstanding at the close of the year.

In column (y) enter the total in account No. 781, "Interest in default," at the close of the year.

The grand totals of columns (n) and (r), when combined, should equal the sum of the amounts stated in short column (a₂) for accounts Nos. 764, 765, 766, 767, and 768 in schedule 200, "Comparative General Balance Sheet—Liabilities and Shareholders' Equity."

On page 59 give particulars of changes during the year in funded debt and other obligations. In column (z), state whether issued for construction of new properties, for additions and betterments, for purchase of railroad or other property, for conversion, for acquisition of securities, for reorganization, or for other corporate purposes. Also, give the number and date of authorization by the public authority under whose control such issue was made, naming such authority. For nominally issued securities, show returns in columns (z) and (aa) only.

For each class of securities actually issued or assumed, the sum of the entries in columns (bb) and (cc), plus discounts or less premiums, such discounts or premiums to be shown in a footnote applicable to each issue, should equal the entry in column (aa). For definition of expense, reportable in column (cc), see Definition 10 in the Uniform System of Accounts for Railroad Companies.

Particulars concerning the reacquirement of securities that were actually outstanding should be reported on pages 58 and 59 columns (a), (dd), and (ee). Include those securities that have been called for payment during the year for which liability has been transferred to account No. 763, "Other current liabilities."

Show dollars in thousands.

NOTES AND REMARKS

218. FUNDED DEBT AND OTHER OBLIGATIONS (Dollars in thousands)

Line No.	Name and character of obligation	Nominal date of issue	Date of maturity	INTEREST PROVISIONS		DOES OBLIGATION PROVIDE FOR— (Answer "Yes" or "No")			IS OTHER PROPERTY (REAL OR PERSONAL OR LEASEHOLD) SUBJECT TO LIEN OF THE OBLIGATION? (Answer "Yes" or "No")	APPROXIMATE NUMBER OF MILES OF LINE DIRECTLY SUBJECT TO—	
				Rate percent per annum (current year)	Dates due	Con- version	Call prior to maturity, other than for sinking fund	Sinking fund		First lien	Junior to first lien
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k) (l)
1	Account 764 & 765 Funded Debt Unmatured										
2	1(a) Mortgage Bonds:										
3	Consolidated Mortgage										1387 19092
4	Series A	3-2-70	10-1-84	4	A & O	No	Yes	No	Yes	Yes	
5	Series C	5-1-71	5-1-96	8-1/2	M & N	No	Yes	Yes	Yes	Yes	
6	Series D	1-15-74	1-15-99	8.60	J & J	No	Yes	Yes	Yes	Yes	
7	Series E	7-1-75	7-1-2000	9-1/4	J & J	No	Yes	No	Yes	Yes	
8	CR&Q First & Refdg.										7480
9	Series 1978	2-1-58	2-1-78	4-3/8	F & A	No	Yes	Yes	Yes	No	
10	Series 1985	8-1-45	8-1-85	3-1/8	F & A	No	Yes	Yes	Yes	No	
11	Series 1990	2-1-50	2-1-90	3	F & A	No	Yes	Yes	Yes	No	
12	Series 2010	3-2-70	8-1-2010	4	F & A	No	Yes	No	Yes	No	
13	GN General Mortgage										7013 7480
14	Series N	7-1-45	1-1-90	3-1/8	J & J	No	Yes	Yes	Yes	Yes	
15	Series O	7-1-45	1-1-2000	3-1/8	J & J	No	Yes	Yes	Yes	Yes	
16	Series P	1-1-46	1-1-82	2-3/4	J & J	No	Yes	Yes	Yes	Yes	
17	Series Q	1-1-46	1-1-2010	2-5/8	J & J	No	Yes	Yes	Yes	Yes	
18	Series S	7-1-70	1-1-2010	9-1/2	J & J	No	Yes	No	Yes	Yes	
19	Series T	1-1-71	1-1-2010	8-1/2	J & J	No	Yes	No	Yes	Yes	
20	Series U	1-1-74	1-1-2010	8.60	J & J	No	Yes	No	Yes	Yes	
21	Series V	7-1-75	1-1-2010	9-1/4	J & J	No	Yes	No	Yes	Yes	
22	NP Prior Lien	1-1-1897	1-1-97	4	Qtr. Jan	No	No	No	Yes	No	4465
23	NP General Lien	1-1-1897	1-1-2047	3	Qtr. Feb	No	No	No	No	Yes	4465
24	NP St. Paul Dul-Di'n.	6-1-1900	12-1-96	4	J & D	No	No	No	Yes	No	134
25	Total 1(a)										
26	2(a) Collateral Trust Bonds:										
27	NP Collateral Trust	10-1-54	10-1-84	4	A & O	No	Yes	Yes			
28	Total 2(a)										
29	3(a) Unsecured Bonds (Debentures):										
30	Convertible Debentures	1-15-72	1-15-92	5-1/4	J & J	Yes	Yes	Yes			
31	Total 3(a)										
32	5 Miscellaneous Obligations:										
33	Glacier Park Company	10-1-68	2-1-79	6-3/4	Monthly	No	No	No			
34	SBA Flood Disaster	9-24-74	9-24-79	1	Sept. 24	No	Yes	No			
35	1st N.B. St. Paul-Note	8-1-73	8-1-78	Various	Qtr.	No	Yes	No			
36	Midwest Fed. S&L Ass'n	9-1-69	10-6-77	6	Monthly	No	Yes	No			
37	D. C. Hunter et al	2-28-69	2-28-80	7	Feb. 28	No	No	No			
38	N. Mulder-Executor	7-14-69	7-14-83	7	July 14	No	No	No			
39	FNB&T Co. Lincoln, NB	7-1-71	6-30-92	7-1/10	J & D	No	No	No			
40	Ramsey County, MN	5-28-71	5-28-81	4	May 28	No	No	No			
41	Keely Appraisal Corp.	2-20-73	3-29-77	6	Mar. 29	No	No	No			
42	A.J. & J.D. Popehn	2-14-73	1-2-80	7	Jan. 2	No	No	No			
43	Rev. Credit Agreements	9-1-75	9-1-82	Various	Qtr.	No	Yes	No			
44	Peoples Nat. Bk.-Seattle	3-1-75	8-1-77	Various	Qtr.	No	No	No			
45	W. Emery-R. Rogers-Udall	7-1-75	7-1-78	9	July 1	No	No	No			
46	Peoples Nat. Bk.-Seattle	10-1-76	10-1-78	Various	Qtr.	No	No	No			
47	Connecticut Bk. & Trusts	4-1-76	7-15-88	Various	J & J	No	No	No			
48	Lakeview Trust & Svgs. Bk	6-1-75	1-1-85	Various	J & J	No	No	No			
49	The Green Company	5-6-76	1-2-80	8	Annual	No	No	No			
50	Lakeview Trust & Svgs. Bk	4-1-77	1-15-92	8-1/4	J & D	No	No	No			
51	Continued on Page 59-A and 59-B										

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Total amount nominally and actually issued	AMOUNT NOMINALLY ISSUED AND—		Total amount actually issued	AMOUNT REACQUIRED AND—		TOTAL AMOUNT ACTUALLY OUTSTANDING			Line No.
	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M")	Canceled		Canceled through sinking fund or otherwise canceled (Identify canceled through sinking fund by symbol "S")	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M")	Unmatured (accounts 765, 766, and 767)	Unmatured (account 764)	Matured and no provision made for payment (account 768)	
(m)	(n)	(o)	(p)	(q)	(r)	(s)	(t)	(u)	
\$	\$	\$	\$	\$	\$	\$	\$	\$	
									1
									2
									3
58 500	42 380	16 120							4
60 000			60 000			60 000			5
60 000			60 000			60 000			6
100 000	P 100 000								7
									8
24 500			24 500	10 854	87		13 559		9
65 000			65 000	58 478	157	3 597	2 768		10
25 000			25 000	8 078	41	16 881			11
70 000	P 70 000								12
									13
37 500			37 500			37 500			14
37 500			37 500			37 500			15
40 000			40 000			40 000			16
35 000			35 000			35 000			17
60 000	P 60 000								18
60 000	P 60 000								19
60 000	P 60 000								20
40 000	P 40 000								21
121 650			121 650	37 066		84 584			22
60 000			60 000	859	5 555	53 586			23
10 419			10 419	10 167		252			24
1 025 069	432 380	16 120	576 569	125 502	5 840	428 900	16 327	(1)	25
									26
52 000			52 000	35 620	1 495	12 545	2 340		27
52 000			52 000	35 620	1 495	12 545	2 340	(2)	28
									29
65 000			65 000			65 000			30
65 000			65 000			65 000		(3)	31
									32
1 160			1 160	981		26	153		33
2 417			2 417	1 452		482	483		34
250			250	213			37		35
33			33	33					36
145			145	101		27	17		37
1 243			1 243	816		307	120		38
1 000			1 000	145		820	35		39
44			44	25		14	5		40
656			656	656					41
400			400	240		100	60		42
65 000			65 000	65 000					43
2 500			2 500	2 500					44
306			306	204			102		45
1 000			1 000				1 000		46
2 330			2 330	194		1 342	194		47
3 673			3 673	394		2 842	437		48
48			48	12		24	12		49
1 475			1 475	49		1 328	98		50
									51

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Line No.	Name and character of obligation (List on same lines and in same order as on page 56)	AMOUNT OF INTEREST ACCRUED DURING YEAR		Amount of interest paid during year	Total amount of interest in default
		Charged to income	Charged to investment accounts		
	(a)	(v)	(w)	(x)	(y)
		\$	\$	\$	\$
1	<u>Accounts 764 & 765 Funded Debt Unmatured</u>				
2	<u>1 (a) Mortgage Bonds:</u>				
3	<u>Consolidated Mortgage</u>				
4	Series A				
5	Series C	5 100		5 100	
6	Series D	5 132	28	5 160	
7	Series E				
8	<u>CB&Q First & Refdg.</u>				
9	Series 1978	594		593	
10	Series 1985	220		235	
11	Series 1990	510		506	
12	Series 2010				
13	<u>GN General Mortgage</u>				
14	Series N	1 172		1 172	
15	Series O	1 172		1 172	
16	Series P	1 100		1 100	
17	Series Q	919		919	
18	Series S				
19	Series T				
20	Series U				
21	Series V				
22	NP Prior Lien	3 386		3 393	
23	NP General Lien	1 608		1 608	
24	NP St. Paul Dul - Divn.	10		10	
25	Total 1(a)	20 923	28	20 968	
26	<u>2 (a) Collateral Trust Bonds:</u>				
27	NP Collateral Trust	631		620	
28	Total 2(a)	631		620	
29	<u>3 (a) Unsecured Bonds (Debentures):</u>				
30	Convertible Debentures	3 412		3 412	
31	Total 3(a)	3 412		3 412	
32	<u>5 Miscellaneous Obligations:</u>				
33	Glacier Park Company	17		17	
34	SBA Flood Disaster	13		15	
35	1st NB St. Paul - Note	3		4	
36	Midwest Fed. S & L Ass'n	1		1	
37	D. C. Hunter et al	3		4	
38	N. Mulder - Executor	34		38	
39	FNB&T Co. Lincoln, NB	62		63	
40	Ramsey County, MN	1		1	
41	Keely Appraisal Corp.	3		10	
42	A.J. & J.D. Popehn	11		15	
43	Rev. Credit Agreement	663		663	
44	Peoples Natl. Bk.-Seattle	75		138	
45	W. Emery - R. Rogers - Udall	14		18	
46	Peoples Natl. Bk.-Seattle	76		75	
47	Connecticut Bk. & Trust	202		190	
48	Lakeview Trust & Savings Bank	282		274	
49	The Green Company	3		3	
50	Lakeview Trust & Savings Bank	36		31	
51	Continued on Page 59-C and 59-D				

218. FUNDED DEBT AND OTHER OBLIGATIONS—Concluded

218. FUNDED DEBT AND OTHER OBLIGATIONS—Concluded						
SECURITIES ISSUED OR ASSUMED DURING YEAR				SECURITIES REACQUIRED DURING YEAR		Line No.
Purpose of the issue and authority (z)	Par value (aa)	Net proceeds received for issue (cash or its equivalent) (bb)	Expense of issuing securities (cc)	AMOUNT REACQUIRED		
				Par value (dd)	Purchase price (ee)	
	\$	\$	\$	\$	\$	
						2
						3
						4
						5
						6
						7
						8
						9
				2 228	2 231	10
						11
						12
						13
						14
						15
						16
						17
						18
						19
						20
						21
				772	495	22
						23
						24
				(1) 3 000	2 726	25
						26
				1 196	1 066	27
				(2) 1 196	1 066	28
						29
						30
						31
						32
				143	143	33
				482	482	34
				50	50	35
				20	20	36
				16	16	37
				112	112	38
				30	30	39
				5	5	40
				164	164	41
				60	60	42
Increase working capital 775	65 000	65 000		65 000	65 000	43
				2 500	2 500	44
				102	102	45
						46
				194	194	47
				394	394	48
				12	12	49
Rebuilt equipment 8,25	1 475	1 475		49	49	50
						51

18. FUNDED DEBT AND OTHER OBLIGATIONS (Dollars in thousands)

Line No.	Name and character of obligation	Nominal date of issue	Date of maturity	INTEREST PROVISIONS		DOES OBLIGATION PROVIDE FOR— (Answer "Yes" or "No")			IS OTHER PROPERTY OF PERSONAL OR LEASEHOLD? SUBJECT TO LIEN OF THE OBLIGATION? (Answer "Yes" or "No")		APPROXIMATE NUMBER OF COPIES OF LINE DIRECTLY SUBJECT TO—	
				Rate percent per annum (current year)	Dates due	Con- version	Call prior to maturity other than for sinking fund	Sinking fund	First Lien	Junior to first lien	First lien	Junior to first lien
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)
1	Total 5 Miscellaneous Obligations											
2												
3	Total 764 - 765 Funded Debt Unmatured											
4	Accounts 764 & 766 Equipment Obligations:											
5	4(a) Equipment Security (Corporation):											
6	B. N. Equipment Trust Certificates											
7	1970	8-1-70	8-1-85	Various	F & A	No	No	Yes	Yes	No		
8	1970 - 2nd Series	12-15-70	12-15-85	8-1/2	J & D	No	No	No	Yes	No		
9	1971	3-1-71	3-1-86	7-1/4	M & S	No	No	No	Yes	No		
10	1971 - 2nd Series	6-1-71	6-1-86	7-3/4	J & D	No	No	No	Yes	No		
11	1971 - 3rd Series	12-1-71	12-1-86	Various	J & D	No	No	Yes	Yes	No		
12	1972	6-1-72	6-1-87	7-1/4	J & D	No	No	Yes	Yes	No		
13	1972 - 2nd Series	12-14-72	12-14-87	7	J & D	No	No	Yes	Yes	No		
14	1973	4-1-73	4-1-88	7-1/4	A & O	No	No	No	Yes	No		
15	1973 - 2nd Series	6-1-73	6-1-88	7-1/4	J & J	No	No	No	Yes	No		
16	1973 - 3rd Series	9-1-73	8-1-88	8-1/8	M & S	No	No	No	Yes	No		
17	1974	4-15-74	4-15-89	8-1/2	A & O	No	No	No	Yes	No		
18	1974 - 2nd Series	9-1-74	9-1-89	9-3/4	M & S	No	No	No	Yes	No		
19	1974 - 3rd Series	1-1-75	1-1-90	8-7/8	J & J	No	No	No	Yes	No		
20	1975	2-1-75	2-1-90	8-1/4	F & A	No	No	No	Yes	No		
21	1975 - 2nd Series	6-1-75	6-1-90	8-1/2	J & D	No	No	No	Yes	No		
22	1975 - 3rd Series	7-1-75	7-1-90	8-3/4	J & J	No	No	No	Yes	No		
23	1976	1-15-76	1-15-91	8-1/2	J & J	No	No	No	Yes	No		
24	1976 - 2nd Series	5-13-76	5-13-91	8	M & N	No	No	No	Yes	No		
25	1976 - 3rd Series	8-1-76	12-1-91	8-1/4	F & A	No	No	No	Yes	No		
26	1976 - 4th Series	12-1-76	12-1-91	Various	J & D	No	No	No	Yes	No		
27	1977	4-1-77	4-1-92	7-3/4	A & O	No	No	No	Yes	No		
28	1977 - 2nd Series	11-1-77	11-1-92	8	M & N	No	No	No	Yes	No		
29	CB&Q Equipment Trust Certificates											
30	1962	3-1-62	3-1-77	4-3/8	S & M	No	No	No	Yes	No		
31	1962 - 2nd Series	6-1-62	6-1-77	4	D & J	No	No	No	Yes	No		
32	1963	2-1-63	2-1-78	4	A & F	No	No	No	Yes	No		
33	1963 - 2nd Series	6-1-63	6-1-78	3-7/8	J & J	No	No	No	Yes	No		
34	1963 - 3rd Series	7-15-63	7-15-78	4	J & J	No	No	No	Yes	No		
35	1963 - 4th Series	12-1-63	12-1-78	4-1/8	J & D	No	No	No	Yes	No		
36	1964	3-1-64	3-1-79	4-1/8	S & M	No	No	No	Yes	No		
37	1964 - 2nd Series	6-1-64	6-1-79	4-1/8	D & J	No	No	No	Yes	No		
38	1964 - 3rd Series	10-1-64	10-1-79	4-1/4	A & O	No	No	No	Yes	No		
39	1964 - 4th Series	12-1-64	12-1-79	4-1/8	J & D	No	No	No	Yes	No		
40	1965	3-1-65	3-1-80	4-1/8	S & M	No	No	No	Yes	No		
41	1965 - 2nd Series	7-1-65	7-1-80	4-3/8	J & J	No	No	No	Yes	No		
42	1965 - 3rd Series	12-1-65	12-1-80	4-1/2	J & D	No	No	No	Yes	No		
43	1966	3-15-66	3-15-81	4-7/8	S & M	No	No	No	Yes	No		
44	1966 - 2nd Series	10-15-66	10-15-81	5-3/4	A & O	No	No	No	Yes	No		
45	1967	1-1-67	1-1-82	5-5/8	J & J	No	No	No	Yes	No		
46	1967 - 2nd Series	4-1-67	4-1-82	5-1/4	A & O	No	No	No	Yes	No		
47	G. N. Equipment Trust Certificates											
48	1962	5-1-62	5-1-77	4	N & M	No	No	No	Yes	No		
49	1963	3-1-63	3-1-78	4-1/8	S & M	No	No	No	Yes	No		
50	1963 - 2nd Series	6-1-63	6-1-78	4	D & J	No	No	No	Yes	No		
51	Continued on Page 59-E and 59-F											

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Total amount nominally and actually issued	AMOUNT NOMINALLY ISSUED AND—		Total amount actually issued	AMOUNT REACQUIRED AND—		TOTAL AMOUNT ACTUALLY OUTSTANDING			Line No.
	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M")	Canceled		Canceled through sinking fund or otherwise canceled (Identify canceled through sinking fund by symbol "S")	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M")	Unmatured (accounts 765, 766, and 767)	Unmatured (account 764)	Matured and no provision made for payment (account 768)	
(m)	(n)	(o)	(p)	(q)	(r)	(s)	(t)	(u)	
\$ 83 680			\$ 83 680	\$ 73 015		\$ 7 912	\$ 2 733		1
									2
1 225 749	432 380	16 120	777 249	234 137	7 335	514 357	21 420		3
									4
									5
									6
20 000			20 000	9 336		9 331	1 333		7
9 900			9 900	4 620		4 620	660		8
8 610			8 610	3 444		4 592	574		9
7 125			7 125	2 850		3 800	475		10
50 000			50 000	19 400	950	26 250	3 400		11
6 900			6 900	2 300		4 140	460		12
12 750			12 750	4 250		7 650	850		13
13 500			13 500	3 600		9 000	900		14
14 250			14 250	3 800		9 500	950		15
13 500			13 500	3 600		9 000	900		16
11 700			11 700	2 340		8 580	780		17
14 700			14 700	2 940		10 780	980		18
15 600			15 600	2 080		12 480	1 040		19
15 000			15 000	2 000		12 000	1 000		20
15 000			15 000	2 000		12 000	1 000		21
15 000			15 000	2 000		12 000	1 000		22
15 000			15 000	1 000		13 000	1 000		23
7 500			7 500	500		6 500	500		24
12 750			12 750	850		11 050	850		25
30 000			30 000	2 000		20 000	2 000		26
8 010			8 010			7 476	534		27
17 760			17 760			16 576	1 184		28
									29
6 450			6 450	6 450					30
3 150			3 150	3 150					31
6 300			6 300	6 090			210		32
5 400			5 400	5 220			180		33
5 250			5 250	4 900			350		34
5 100			5 100	4 760			340		35
7 200			7 200	6 480		240	460		36
6 000			6 000	5 400		200	400		37
6 900			6 900	5 980		460	460		38
4 800			4 800	4 160		320	320		39
5 700			5 700	4 750		570	380		40
6 150			6 150	4 920		820	410		41
8 100			8 100	6 480		1 080	540		42
8 250			8 250	6 325		1 375	550		43
6 900			6 900	5 060		1 380	460		44
7 950			7 950	5 565		1 855	530		45
6 000			6 000	4 200		1 400	400		46
									47
1 395			1 395	1 395					48
5 250			5 250	4 900			350		49
6 600			6 600	6 160			440		50
									51

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Line No.	Name and character of obligation (List on same lines and in same order as on page 56)	AMOUNT OF INTEREST ACCRUED DURING YEAR		Amount of interest paid during year	Total amount of interest in default
		Charged to income	Charged to investment accounts		
	(a)	(v)	(w)	(x)	(y)
1	Total 5 Miscellaneous Obligations	\$ 1 495	\$	\$ 1 560	\$
2					
3	Total 764 - 765 Funded Debt Unmatured	26 465	28	26 560	
4	Accounts 764 & 766 Equipment Obligations:				
5	4(a) Equipment Security (Corporation):				
6	B. N. Equipment Trust Certificates				
7	1970	1 063		1 116	
8	1970 - 2nd Series	503		505	
9	1971	381		395	
10	1971 - 2nd Series	347		350	
11	1971 - 3rd Series	2 329		2 273	
12	1972	347		350	
13	1972 - 2nd Series	652		654	
14	1973	734		750	
15	1973 - 2nd Series	786		792	
16	1973 - 3rd Series	853		877	
17	1974	815		829	
18	1974 - 2nd Series	1 210		1 242	
19	1974 - 3rd Series	1 200		1 246	
20	1975	1 079		1 114	
21	1975 - 2nd Series	1 141		1 147	
22	1975 - 3rd Series	1 181		1 225	
23	1976	1 194		1 233	
24	1976 - 2nd Series	570		580	
25	1976 - 3rd Series	1 023		1 052	
26	1976 - 4th Series	2 212		2 325	
27	1977	443		310	
28	1977 - 2nd Series	201			
29	CB&Q Equipment Trust Certificates				
30	1962	2		5	
31	1962 - 2nd Series	2		2	
32	1963	14		21	
33	1963 - 2nd Series	16		17	
34	1963 - 3rd Series	18		25	
35	1963 - 4th Series	23		25	
36	1964	38		45	
37	1964 - 2nd Series	26		37	
38	1964 - 3rd Series	48		54	
39	1964 - 4th Series	35		36	
40	1965	46		51	
41	1965 - 2nd Series	38		67	
42	1965 - 3rd Series	89		91	
43	1966	103		114	
44	1966 - 2nd Series	120		126	
45	1967	142		157	
46	1967 - 2nd Series	105		110	
47	G. N. Equipment Trust Certificates				
48	1962	1		2	
49	1963	17		22	
50	1963 - 2nd Series	25		26	
51	Continued on Page 59-G and 59-H				

218. FUNDED DEBT AND OTHER OBLIGATIONS—Concluded

SECURITIES ISSUED OR ASSUMED DURING YEAR				SECURITIES REACQUIRED DURING YEAR		Line No.
Purpose of the issue and authority (z)	Par value (aa)	Net proceeds received for issue (cash or its equivalent) (bb)	Expense of issuing securities (cc)	AMOUNT REACQUIRED		
				Par value (dd)	Purchase price (ee)	
	\$ 66 475	\$ 66 475	\$ 65	\$ 69 333	\$ 69 333	1
	66 475	66 475		73 529	73 125	2
						3
						4
						5
						6
				1 333	1 333	7
				660	660	8
				574	574	9
				475	475	10
				4 350	4 350	11
				460	460	12
				850	850	13
				900	900	14
				950	950	15
				900	900	16
				780	780	17
				980	980	18
				1 040	1 040	19
				1 000	1 000	20
				1 000	1 000	21
				1 000	1 000	22
				1 000	1 000	23
				500	500	24
				850	850	25
Equipment - FD 28326 L35	15 000	15 002	(A) 23	2 000	2 000	26
Equipment - FD 28405 7.74	8 010	8 020	(B) 14			27
Equipment - FD 28558 8.12	17 780	17 816	(C) 21			28
						29
				215	215	30
				105	105	31
				420	420	32
				360	360	33
				350	350	34
				340	340	35
				480	480	36
				400	400	37
				460	460	38
				320	320	39
				380	380	40
				410	410	41
				540	540	42
				550	550	43
				460	460	44
				530	530	45
				400	400	46
(A) Premium 26 ⁵						47
(B) Premium 23 ⁷				93	93	48
(C) Premium 78 ⁷				350	350	49
				440	440	50
						51

218. FUNDED DEBT AND OTHER OBLIGATIONS (Dollars in thousands)

Line No.	Name and character of obligation	Nominal date of issue	Date of maturity	INTEREST PROVISIONS		DOES OBLIGATION PROVIDE FOR— (Answer "Yes" or "No")			IS OTHER PROPERTY (REAL OR PERSONAL OR LEASEHOLD) SUBJECT TO LIEN OF THE OBLIGATION? (Answer "Yes" or "No")		APPROXIMATE NUMBER OF MILES OF LINE DIRECTLY SUBJECT TO—	
				Rate percent per annum (current year)	Dates due	Con- version	Call prior to maturity, other than for sinking fund	Sinking fund	First lien	Junior to first lien	First lien	Junior to first lien
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
GN Equipment Trusts (continued)												
1	1964	3-1-64	3-1-79	4-1/8	S & M	No	No	No	Yes	No		
2	1964 - 2nd Series	5-1-64	5-1-79	4-1/4	N & M	No	No	No	Yes	No		
3	1965	2-1-65	2-1-80	4-1/8	A & F	No	No	No	Yes	No		
4	1965 - 2nd Series	4-15-65	4-15-80	4-1/4	O & A	No	No	No	Yes	No		
5	1965 - 3rd Series	6-15-65	6-15-80	4-1/4	D & J	No	No	No	Yes	No		
6	1966	1-1-66	1-1-81	4-5/8	J & J	No	No	No	Yes	No		
7	1966 - 2nd Series	4-1-66	4-1-81	5-1/4	O & A	No	No	No	Yes	No		
8	1967	3-1-67	3-1-82	5	S & M	No	No	No	Yes	No		
9	1967 - 2nd Series	7-1-67	7-1-82	5-1/2	J & J	No	No	No	Yes	No		
10	1967 - 3rd Series	8-1-67	8-1-82	5-7/8	F & A	No	No	No	Yes	No		
11	1968	3-1-68	3-1-83	6	S & M	No	No	No	Yes	No		
12	1968 - 2nd Series	10-1-68	10-1-83	6	A & O	No	No	No	Yes	No		
13	1968 - 3rd Series	12-1-68	12-1-83	6-1/2	J & D	No	No	No	Yes	No		
14	1969	9-1-69	9-1-84	7-1/2	M & S	No	No	No	Yes	No		
15	1970	2-1-70	2-1-85	8-1/2	F & A	No	No	No	Yes	No		
NP Equipment Trust Certificates												
16	1962	6-14-62	6-14-77	3-7/8	J & D	No	No	No	Yes	No		
17	1963	1-10-63	1-10-78	3-7/8	J & J	No	No	No	Yes	No		
18	1964	1-9-64	1-9-79	4-1/8	J & J	No	No	No	Yes	No		
19	1964 - 2nd Series	6-11-64	11-79	4-1/4	J & D	No	No	No	Yes	No		
20	1965	3-18-65	3-18-80	4-1/8	M & S	No	No	No	Yes	No		
21	1965 - 2nd Series	6-23-65	6-23-80	4-3/8	J & D	No	No	No	Yes	No		
22	1966	3-3-66	3-3-81	5	M & S	No	No	No	Yes	No		
23	1966 - 2nd Series	6-23-66	6-23-81	5-1/4	J & D	No	No	No	Yes	No		
24	1966 - 3rd Series	10-6-66	10-6-81	5-3/4	A & O	No	No	No	Yes	No		
25	1968	5-9-68	5-9-83	6-1/4	M & N	No	No	No	Yes	No		
26	1968 - 2nd Series	10-17-68	10-17-83	6	A & O	No	No	No	Yes	No		
27	1969	4-24-69	4-24-84	7-1/8	A & O	No	No	No	Yes	No		
28	Total Equipment Obligations 4(a)											
29	4(c) Conditional or Deferred Payments Contracts:											
30	B. N. Inc.											
31	Chase Man. Bank N. A.	4-1-70	10-1-87	9-5/8	A & O	No	No	No	Yes	Yes		
32	Northern Tr. Co. Chgo.	9-20-73	10-1-85	Various	Qtr.	No	Yes	No	Yes	Yes		
33	AM.N.B.&Tr.Co.St.Paul	10-15-73	1-1-84	Various	Qtr.	No	Yes	No	Yes	Yes		
34	Merc.Safe Dep.& Tr.Co.	8-15-76	10-7-91	Various	A & O	No	No	No	Yes	Yes		
35	C. B. & Q.											
36	Morgan Guar.Tr.Co. NY	12-15-65	12-15-80	4-7/8	Semi-An	No	No	No	Yes	Yes		
37	Morgan Guar.Tr.Co. NY	4-1-66	4-1-81	5-1/2	Semi-An	No	No	No	Yes	Yes		
38	Morgan Guar.Tr.Co. NY	7-1-67	7-1-82	5-3/4	6	Semi-An	No	No	No	Yes	Yes	
39	Morgan Guar.Tr.Co. NY	11-1-67	11-1-82	5-3/4	6-1/2	"	No	No	No	Yes	Yes	
40	Citibank, N.A.	8-1-67	8-1-82	5-3/4	6-3/8	"	No	No	No	Yes	Yes	
41	Citibank, N.A.	1-15-68	1-15-83	Various	Semi-An	No	No	No	Yes	Yes		
42	GN											
43	First Tr.Co. St. Paul	6-1-68	6-1-83	7	D & J	No	No	No	Yes	Yes		
44	NP											
45	Morgan Guar.Tr.Co. NY	3-1-67	3-1-82	5-1/2	M & S	No	No	No	Yes	Yes		
46	Morgan Guar.Tr.Co. NY	5-1-67	5-1-82	5-1/2	J & J	No	No	No	Yes	Yes		
47	First Penn.Bk.&Tr.Co.	9-1-67	9-1-82	6-1/2	J & D	No	No	No	Yes	Yes		
48	Continued on Page 59-I and 59-J											

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Total amount nominally and actually issued (m)	AMOUNT NOMINALLY ISSUED AND—		Total amount actually issued (p)	AMOUNT REACQUIRED—		TOTAL AMOUNT ACTUALLY OUTSTANDING			Line No.
	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (n)	Canceled (o)		Canceled through sinking fund or otherwise canceled (Identify canceled through sinking fund by symbol "S") (q)	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (r)	Unmatured (accounts 765, 766, and 767) (s)	Unmatured (account 764) (t)	Matured and no provision made for payment (account 768) (u)	
\$	\$	\$	\$	\$	\$	\$	\$	\$	
5 400			5 400	4 680		360	360		1
3 300			3 300	2 860		220	220		2
7 005			7 005	5 604		934	467		3
6 975			6 975	5 580		930	465		4
5 400			5 400	4 320		720	360		5
2 145			2 145	1 573		429	143		6
9 000			9 000	6 600		1 800	600		7
8 490			8 490	5 660		2 764	566		8
5 550			5 550	3 700		1 480	370		9
4 695			4 695	3 130		1 252	313		10
4 695			4 695	2 817		1 565	313		11
2 130			2 130	1 278		710	142		12
3 375			3 375	2 025		1 125	225		13
8 355			8 355	4 456		3 342	557		14
7 320			7 320	3 416		3 416	488		15
									16
4 035			4 035	4 035					17
6 645			6 645	6 202			443		18
6 840			6 840	5 928		456	456		19
6 435			6 435	5 577		429	429		20
6 390			6 390	5 112		852	426		21
5 850			5 850	4 680		700	390		22
7 020			7 020	5 148		1 404	468		23
6 690			6 690	4 906		1 338	446		24
7 350			7 350	5 390		1 470	490		25
2 610			2 610	1 566		870	174		26
1 650			1 650	990		550	110		27
5 640			5 640	3 008		2 256	376		28
604 390			604 390	287 496	950	276 977	38 967	(46)	29
									30
									31
									32
									33
16 500			16 500	5 500		9 900	1 100		34
3 134			3 134	1 076		1 797	261		35
998			998	383		515	100		36
6 002			6 002	400		5 202	400		37
									38
4 798			4 798	3 942		536	320		39
12 000			12 000	9 257		1 943	800		40
6 099			6 099	4 066		1 626	407		41
5 384			5 384	3 589		1 436	359		42
3 120			3 120	2 080		832	208		43
15 097			15 097	9 619		4 472	1 006		44
									45
2 318			2 318	1 391		773	154		46
									47
8 925			8 925	6 247		2 083	595		48
4 110			4 110	2 740		1 096	274		49
9 700			9 700	4 839		3 981	880		50
									51

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Line No.	Name and character of obligation (List on same lines and in same order as on page 56)	AMOUNT OF INTEREST ACCRUED DURING YEAR		Amount of interest paid during year	Total amount of interest in default
		Charged to income	Charged to investment accounts		
(a)		(v)	(w)	(x)	(y)
		\$	\$	\$	\$
1	GN Equipment Trusts (continued)				
2	1964	32		37	
3	1964 - 2nd Series	22		23	
4	1965	59		67	
5	1965 - 2nd Series	65		69	
6	1965 - 3rd Series	53		54	
7	1966	27		30	
8	1966 - 2nd Series	134		142	
9	1967	146		156	
10	1967 - 2nd Series	112		122	
11	1967 - 3rd Series	103		110	
12	1968	116		122	
13	1968 - 2nd Series	58		60	
14	1968 - 3rd Series	101		102	
15	1969	320		334	
16	1970	335		353	
17	NP Equipment Trust Certificates				
18	1962	5		5	
19	1963	18		26	
20	1964	38		47	
21	1964 - 2nd Series	45		46	
22	1965	57		62	
23	1965 - 2nd Series	59		60	
24	1966	98		105	
25	1966 - 2nd Series	105		105	
26	1966 - 3rd Series	134		141	
27	1968	69		71	
28	1968 - 2nd Series	45		46	
29	1969	196		201	
30	Total Equipment Obligations 4(a)	23 757		24 094	
31					
32	4(c) Conditional or Deferred Payments Contracts:				
33	B. N. Inc.				
34	Chase Manhattan Bank N.A.	1 141		1 165	
35	Northern Trust Company of Chicago	164		163	
36	Am. N. B. Trust Co., St. Paul	48		49	
37	Mercantile Safe Deposit & Trust Co.	481		532	
38	C. B. & Q.				
39	Morgan Guaranty Trust Co. New York	53		53	
40	Morgan Guaranty Trust Co. New York	174		184	
41	Morgan Guaranty Trust Co. New York	134		146	
42	Morgan Guaranty Trust Co. New York	140		140	
43	Citibank, N. A.	71		76	
44	Citibank, N. A.	408		439	
45	G. N.				
46	First Trust Company of St. Paul	70		70	
47	N. P.				
48	Morgan Guaranty Trust Co. New York	161		172	
49	Morgan Guaranty Trust Co. New York	83		90	
50	First Penn. Bank & Trust Company	368		373	
51	Continued on Page 59-K and 59-L				

218. FUNDED DEBT AND OTHER OBLIGATIONS—Concluded

SECURITIES ISSUED OR ASSUMED DURING YEAR				SECURITIES REACQUIRED DURING YEAR		Line No.
Purpose of the issue and authority (z)	Par value (aa)	Net proceeds received for issue (cash or its equivalent) (bb)	Expense of issuing securities (cc)	AMOUNT REACQUIRED		
				Par value (dd)	Purchase price (ee)	
	\$	\$	\$	\$	\$	
				360	360	1
				220	220	2
				467	467	3
				465	465	4
				360	360	5
				143	143	6
				600	600	7
				566	566	8
				370	370	9
				313	313	10
				313	313	11
				142	142	12
				225	225	13
				557	557	14
				488	488	15
						16
				269	269	17
				443	443	18
				456	456	19
				429	429	20
				426	426	21
				390	390	22
				468	468	23
				446	446	24
				490	490	25
				174	174	26
				110	110	27
				376	376	28
						29
(4a)	40 770	40 838	58	39 271	39 271	30
						31
						32
						33
				1 100	1 100	34
				261	261	35
				100	100	36
				400	400	37
						38
				320	320	39
				800	800	40
				407	407	41
				359	359	42
				208	208	43
				1 006	1 006	44
						45
				154	154	46
						47
				595	595	48
				274	274	49
				880	880	50
						51

218. FUNDED DEBT AND OTHER OBLIGATIONS (Dollars in thousands)

Line No.	Name and character of obligation	Nominal date of issue	Date of maturity	INTEREST PROVISIONS		DOES OBLIGATION PROVIDE FOR— (Answer "Yes" or "No")			IS OTHER PROPERTY (REAL OR PERSONAL OR LEASEHOLD) SUBJECT TO LIEN OF THE OBLIGATION? (Answer "Yes" or "No")		APPROXIMATE NUMBER OF MIL'S OF LINE DIRECTLY SUBJECT TO—	
				Rate percent per annum (current year)	Dates due	Con- version	Call prior to maturity, other than for sinking fund	Sinking fund	First lien	Junior to first lien	First lien	Junior to first lien
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
1	4(c) Conditional or Deferred Payment Contracts - continued											
2	1st Natl. Bk. Chgo.	1-3-68	2-1-83	6-5/8	Feb.	No	No	No	Yes	Yes		
3	First Tr.Co. St.Paul	11-1-69	11-1-84	9	Nov.	No	No	No	Yes	Yes		
4	Total Conditional or Deferred											
5	Payment Contracts 4(c)											
6												
7	Total Equipment Obligations 4(a) and											
8	Conditional or Deferred Payments											
9	Contracts 4(c)											
10												
11	Total Bonds, Misc. Obligations, Equip. Obligations											
12	and Conditional or Deferred Payment Contracts											
13												
14	Account 764 & 766.5											
15	5 Miscellaneous Obligations (Capitalized Leases):											
16	Chgo.Frt.CarLsg.(5064)	3-3-75	10-2-83	8-1/4	Monthly	No	No	No	No	No		
17	No.Am.Car Corp.(19128)	4-17-69	1-1-85	7-1/8	Monthly	No	No	No	No	No		
18	U.S. Leasing (1007-1)	4-1-71	3-1-81	8-1/8	M & S	No	No	No	No	No		
19	U.S. Leasing (1007-2)	4-1-71	9-1-81	8-1/8	M & S	No	No	No	No	No		
20	U.S. Leasing (1007-3)	4-1-71	11-1-81	8-1/8	M & N	No	No	No	No	No		
21	U.S. Leasing (57440)	2-13-70	4-6-78	8-1/2	A & O	No	No	No	No	No		
22	U.S. Leasing (703-1)	11-30-70	3-1-81	8-1/8	M & S	No	No	No	No	No		
23	U.S. Leasing (703-2)	11-30-70	9-1-81	8-1/8	M & S	No	No	No	No	No		
24	U.S. Leasing (703-3)	11-30-70	11-1-81	8-1/8	M & N	No	No	No	No	No		
25	U.S. Leasing (57439)	3-10-69	4-14-89	8	A & O	No	No	No	No	No		
26	RelcoLsg.Ltd. (56414)	12-15-65	11-3-85	4	Qtr.	No	No	No	No	No		
27	U.S. Leasing (458)	8-27-70	9-1-78	8.55	M & S	No	No	No	No	No		
28	1stPenn.Bk.&Tr.(59323)	7-1-65	8-31-80	7-1/2	M & S	No	No	No	No	No		
29	C.I.T.Corp. (515-1)	10-15-70	7-30-83	8-1/2	Qtr.	No	No	No	No	No		
30	1stNat.Bk.Chgo.(49009)	7-1-68	8-31-80	4-1/2	F & A	No	No	No	No	No		
31	C.I.T.Corp. (515-2)	10-15-70	6-30-83	8-1/2	Qtr.	No	No	No	No	No		
32	A.B.I.Leasing (4228)	2-1-74	2-15-81	9	F & A	No	No	No	No	No		
33	Norlease Inc. (4748)	9-15-74	10-30-81	9-1/4	A & O	No	No	No	No	No		
34	Norlease Inc. (5063)	11-15-74	1-1-80	8-3/4	J & J	No	No	No	No	No		
35	GouldLsg.Serv.(5531-1)	5-1-75	9-8-90*	8-1/2	M & S	No	No	No	No	No		
36	1stN.St.Bk.N.J.(5531-2)	5-1-75	9-8-90*	8-1/2	M & S	No	No	No	No	No		
37	ChsManServ.Corp.(5516)	9-25-76	3-25-91*	8-1/4	M & S	No	No	No	No	No		
38	B.N. Trust Co. (7190)	9-1-76	4-1-85*	8-1/4	A & O	No	No	No	No	No		
39	Norlease Inc. (5687)	3-1-75	10-1-82	8-1/4	A & O	No	No	No	No	No		
40	U.S. Leasing (56771)	8-20-69	3-19-78	8	M & S	No	No	No	No	No		
41	U.S. Leasing (56370)	3-25-69	9-10-77	8	M & S	No	No	No	No	No		
42	U.S. Leasing (50270)	8-1-68	3-27-77	7-1/2	M & S	No	No	No	No	No		
43	A.A.Morrison (18022)	4-6-66	6-30-77	4-1/2	Monthly	No	No	No	No	No		
44	Manuf.Bank (7973)		6-1-82	7-3/4	Qtr.	No	No	No	No	No		
45	Cont.Ill.Nat.Bank&Tr.											
46	Co. of Chicago(6195)		7-1-87	8-1/2	J & J	No	No	No	No	No		
47												
48	Total Misc. Obligations (Capitalized Leases)											
49												
50												
51												
	Grand Total								xxx	xxx	xxx	xxx

* Step type leases where total payment increases after a certain period of time.

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Total amount nominally and actually issued (m)	AMOUNT NOMINALLY ISSUED AND—		Total amount actually issued (p)	AMOUNT REACQUIRED AND—		TOTAL AMOUNT ACTUALLY OUTSTANDING			Line No.
	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (n)	Canceled (o)		Canceled through sinking fund or otherwise canceled (Identify canceled through sinking fund by symbol "S") (q)	Held in special funds or in treas- ury or pledged (Identify pledged securities by symbol "P"; matured by symbol "M") (r)	Unmatured (accounts 765, 766, and 767) 766.5 (s)	Unmatured (account 764) (t)	Matured and no provision made for payment (account 764) (u)	
\$	\$	\$	\$	\$	\$	\$	\$	\$	
6 150			6 150	3 877		1 894	379		1
1 700			1 700	904		683	113		2
									3
									4
106 035			106 035	59 910		38 769	7 356	(46)	5
									6
									7
									8
710 425			710 425	347 406	950	315 746	46 323		9
									10
									11
1 936 174	432 380	16 120	1 487 674	581 543	8 285	830 103	67 743		12
									13
									14
									15
2 664			2 664	582		1 787	295		16
337			337	141		174	22		17
1 464			1 464	823		476	165		18
2 159			2 159	1 098		827	234		19
890			890	452		341	97		20
4 846			4 846	4 456			390		21
6 292			6 292	3 535		2 046	711		22
3 281			3 281	1 667		1 257	357		23
835			835	427		318	90		24
3 142			3 142	198		2 780	164		25
1 803			1 803	893		815	95		26
3 668			3 668	3 090			578		27
2 072			2 072	893		1 032	147		28
1 580			1 580	643		807	125		29
2 597			2 597	1 935		451	211		30
2 568			2 568	1 122		1 230	216		31
375			375	162		159	54		32
730			730	261		367	102		33
718			718	329		243	146		34
3 458			3 458	** (20)		3 478			35
7 838			7 838	** (104)		7 942			36
6 201			6 201	** (176)		6 377			37
3 685			3 685	140		3 246	299		38
1 542			1 542	355		986	201		39
1 869			1 869	1 869					40
2 231			2 231	2 231					41
1 500			1 500	1 500					42
1 993			1 993	1 993					43
117			117	5		91	21		44
									45
3 825			3 825			3 569	256		46
									47
76 230			76 280	30 505		40 799	4 976	(5)	48
									49
									50
2 012 454	432 380	16 120	1 563 954	612 048	8 285	870 902	72 719		51

** During the first few years of lease, payments do not meet the interest accrued under the lease, resulting in an increase in principal.

218. FUNDED DEBT AND OTHER OBLIGATIONS—Continued

Line No.	Name and character of obligation (List on same lines and in same order as on page 56)	AMOUNT OF INTEREST ACCRUED DURING YEAR		Amount of interest paid during year	Total amount of interest in default
		Charged to income	Charged to investment accounts		
	(a)	(v)	(w)	(x)	(y)
		\$	\$	\$	\$
1	4(c) Conditional or Deferred Payment Contracts - Continued				
2	1st National Bank of Chicago	153		163	
3	First Trust Company St. Paul	80		32	
4	Total Conditional or Deferred				
5	Payment Contracts 4(c)	3 729		3 897	
6					
7	Total Equipment Obligations 4(a) and				
8	Conditional or Deferred Payment				
9	Contracts 4(c)	27 486		27 991	
10					
11	Total Bonds, Misc. Obligations, Equip.				
12	Oblig.&Cond.on Deferred Pmt. Contracts	53 951	28	54 551	
13					
14	Account 764 and 766.5				
15	5 Miscellaneous Obligations (Capitalized Leases):				
16	Chgo.Frt. Car Lsg. (5064)	183		59	
17	No.Amtr.Car Corp. (19128)	15		5	
18	U.S. Leasing (1007-1)	122			
19	U.S. Leasing (1007-2)	129			
20	U.S. Leasing (1007-3)	55		20	
21	U.S. Leasing (57440)	8		32	
22	U.S. Leasing (703-1)	338			
23	U.S. Leasing (703-2)	198			
24	U.S. Leasing (703-3)	52		18	
25	U.S. Leasing (57439)	59			
26	RelcoLsg.Limited (56414)	18		9	
27	U.S. Leasing (458)	67		36	
28	First Penn.Bk. & Trust (59323)	128		47	
29	C. I. T. Corp. (515-1)	81		20	
30	First Nat'l. Bk. of Chgo. (49009)	27			
31	C. I. T. Corp. (515-2)	137		32	
32	A. B. I. Leasing (4228)	8			
33	Norlease Inc. (4748)	43		24	
34	Norlease Inc. (5063)	16			
35	Gould Lsg. Serv. (5531-1)	69			
36	First Natl.St.Bk.ofN.J. (5531-2)	89			
37	Chase Mhtn. Serv.Corp. (5516)	223			
38	Bur.Nor.TrustCo. (7190)	225		152	
39	Norlease Inc. (5687)	107			
40	U.S. Leasing (56771)	(4)			
41	U.S. Leasing (56370)	(203)			
42	U.S. Leasing (50270)	(20)			
43	A.A. Morrison (18022)	(16)			
44	Manufacturers Bank (7973)	3		2	
45	Cont.Ill.Nat.Bk. & Trust				
46	Co. of Chicago (6195)	152			
47					
48	Total Misc.Oblig.(Capitalized Leases)	2 309		456 *	
49					
50					
51	Grand Total	56 260	28	55 007	

* Interest paid from 9-1-77 to 12-31-77

218. FUNDED DEBT AND OTHER OBLIGATIONS—Concluded

SECURITIES ISSUED OR ASSUMED DURING YEAR				SECURITIES REACQUIRED DURING YEAR		Line No.
Purpose of the issue and authority	Par value	Net proceeds received for issue (cash or its equivalent)	Expense of issuing securities	AMOUNT REACQUIRED		
				Par value	Purchase price	
(z)	(aa)	(bb)	(cc)	(dd)	(ee)	
	\$	\$	\$	\$	\$	
				379	379	1
				113	113	2
						3
						4
				7 356	7 356	5
						6
						7
						8
	40 770	40 838	58	46 627	46 627	9
						10
	107 245	107 313	58	120 156	119 752	11
						12
						13
						14
						15
				272	272	16
				23	23	17
				189	189	18
				283	283	19
				125	125	20
				1 002	1 002	21
				845	845	22
				417	417	23
				120	120	24
Box Cars	3 142			198	198	25
				77	77	26
				653	653	27
				184	184	28
				86	86	29
				142	142	30
				245	245	31
				41	41	32
				83	83	33
				95	95	34
				** (9)	** (9)	35
				** (44)	** (44)	36
				** (78)	** (78)	37
Auto Racks	3 685			140	140	38
				172	172	39
				361	361	40
				455	455	41
				61	61	42
				121	121	43
Date Processing Equipment	117			5	5	44
						45
Lease of Aircraft	3 825					46
						47
	10 769			6 264	6 264	48
						49
						50
Grand Total	118 014	107 313	58	126 420	126 016	51

** During the first few years of lease, payments do not meet the interest accrued under the lease, resulting in an increase in principal

219. EQUIPMENT COVERED BY EQUIPMENT OBLIGATIONS

Give the particulars called for regarding the equipment obligations included in schedule 218, "Funded Debt and Other Obligations" (accounts Nos. 764, "Equipment obligations and other debt due within 1 year" and 766, "Equipment obligations") at the close of the year. In column (a) show the name by which the equipment obligation is designated and in column (b) show the classes of equipment and the number of units cov-

ered by the obligation. In column (c) show the contract price to the original debtor; in column (d) show the cash paid on acceptance of equipment by the original debtor; do not report the price paid on a subsequent sale and assumption of balance of debt.

(Dollars in thousands)

Line No.	Designation of equipment obligation (List names in the same order as in schedule 218)	Description of equipment covered	Contract price of equipment acquired	Cash paid on acceptance of equipment
	(a)	(b)	(c)	(d)
1	Equipment Trust Certificates:		\$	\$
2	Burlington Northern Inc.			
3	1970	700 Cov. & 100 open top hopper cars-		
4		25 airslide cov. hopper cars-300 box		
5		cars-50 flat cars-50 cabooses-15 1000		
6		HP and 6 3600 HP diesel loco. units	25 238	5 238
7	1970 - 2nd series	235 Gondola coal cars-450 box cars-		
8		8 1000 HP diesel loco. units	12 353	2 453
9	1971	200 Cov. & 300 open top hopper cars-		
10		150 woodchip cars-47 cabooses	10 933	2 323
11	1971 - 2nd series	410 Cov. hopper-65 airslide cov.		
12		hopper-50 bulkhead flat cars	9 071	1 946
13	1971 - 3rd series	500 Cov. & 400 open top hopper cars-		
14		300 box cars-150 woodchip cars - 300		
15		gondola cars-50 caboose cars-25 3600		
16		HP diesel loco. units-75 3000 HP die-		
17		sel loco. units-15 1000 HP loco. units	63 501	13 501
18	1972	60 Bulkhead flat cars-300 open top		
19		hopper cars-10 2000 HP diesel loco.		
20		units	8 838	1 938
21	1972 - 2nd series	650 box cars-15 1500 HP switching		
22		diesel loco. units	15 946	3 196
23	1973	200 Hopper cars-36 3000 HP diesel		
24		loco. units	16 775	3 275
25	1973 - 2nd series	234 Cov. hopper cars-35 "Airslide"		
26		cov. hopper cars-200 bulkhead flat		
27		cars-105 gondola cars-50 caboose		
28		cars - 15 3000 HP diesel loco.		
29		units	17 814	3 564
30	1973 - 3rd series	400 Hopper cars-590 covered hopper		
31		cars	17 070	3 570
32	1974	400 open top & 40 "Airslide" cov. hop-		
33		per cars-100 "HiCube" & 100 ins. box cars	16 429	4 729
34	1974 - 2nd series	200 Box cars-100 bulkhead flat cars-		
35		200 Woodchip cars-300 cov. hopper cars	21 050	6 350
36	1974 - 3rd series	470 Insul. box cars-200 gondola cars	19 489	3 889
37	1975	625 Gondola cars-100 triple hopper		
38		cars-30 insul. box cars-25 tank cars	20 012	5 012
39	1975 - 2nd series	500 Cov. hopper cars-40 "Airslide" cov.		
40		hopper cars - 75 gondola cars - 50		
41		cabooses	19 132	4 132
42	1975 - 3rd series	210 triple hopper cars-20 "Airslide"		
43		covered hopper cars-200 woodchip cars		
44		200 bulkhead flat cars	19 246	4 246
45	1976	340 triple hopper cars-200 bulkhead		
46		flat cars-55 insulated box cars	19 206	4 206
47	1976 - 2nd series	200 open top & 50 covered hopper cars		
48		30 bulkhead flat cars	9 443	1 943
49	1976 - 3rd series	500 Covered & 50 open top hopper cars	16 000	3 250
50				

219. EQUIPMENT COVERED BY EQUIPMENT OBLIGATIONS

Give the particulars called for regarding the equipment obligations included in schedule 218. "Funded Debt and Other Obligations" (accounts Nos. 764, "Equipment obligations and other debt due within 1 year" and 766, "Equipment obligations") at the close of the year. In column (a) show the name by which the equipment obligation is designated and in column (b) show the classes of equipment and the number of units cov-

ered by the obligation. In column (c) show the contract price to the original debtor; in column (d) show the cash paid on acceptance of equipment by the original debtor; do not report the price paid on a subsequent sale and assumption of balance of debt.

(Dollars in thousands)

Line No.	Designation of equipment obligation (List names in the same order as in schedule 218)	Description of equipment covered	Contract price of equipment acquired	Cash paid on acceptance of equipment
	(a)	(b)	(c)	(d)
1	Equipment Trust Certificates - (continued)		\$	\$
2	Burlington Northern Inc. - (continued)			
3	1976 - 4th series	600 Covered hopper cars-390 bulkhead		
4		flat cars-58 "HiCube" box cars - 50		
5		gondola cars - 75 steel cabooses	37 755	7 755
6	1977	142 "HiCube" box cars - 80 insulated		
7		box cars	10 098	2 088
8	1977 - 2nd series	700 open top hopper cars	22 200	4 440
9				
10	Chicago Burlington & Quincy Railroad Company			
11	1963	150 Insul. & 198 std. box cars-12 2250		
12		HP Diesel loco. units	7 882	1 582
13	1963 - 2nd series	100 Refr. cars-200 cov. and 100 open		
14		top hopper cars	6 773	1 373
15	1963 - 3rd series	353 Box cars-100 open top hopper cars	6 594	1 344
16	1963 - 4th series	25 D.F. box cars, 318 box cars, 150		
17		flat cars, 32 caboose cars	6 438	1 338
18	1964	350 Box cars-200 hopper cars-25 air-		
19		slide hopper cars-9 2500 HP diesel		
20		loco. units	8 994	1 794
21	1964 - 2nd series	73 D.F. and 141 std. box cars-100		
22		gondola cars-100 cov. hopper cars -		
23		9 2500 HP diesel loco. units	7 606	1 606
24	1964 - 3rd series	225 Box cars-150 hopper cars-50 tank		
25		cars-6 2500 HP diesel loco. units	9 235	2 335
26	1964 - 4th series	50 D.F. and 75 std. box cars-250 cov.		
27		hopper cars	6 330	1 530
28	1965	158 Box cars-50 hopper cars-200 flat		
29		cars-6 1200 HP diesel loco. units	7 272	1 572
30	1965 - 2nd series	107 Box cars-139 hopper cars - 100		
31		gondola cars - 6 1200 HP diesel loco.		
32		units	7 831	1 681
33	1965 - 3rd series	100 Box cars-200 refrig. cars-150		
34		hopper cars	10 306	2 206
35	1966	200 Box cars-100 open top and 250 cov.		
36		hopper cars-13 2800 HP diesel loco.		
37		units	10 725	2 475
38	1966 - 2nd series	20 2800 HP and 20 3000 HP diesel		
39		loco. units	8 915	2 015
40	1967	200 Flat cars-100 box cars-100 gon-		
41		dola cars-250 hopper cars	10 252	2 302
42	1967 - 2nd series	100 Flat cars - 400 hopper cars	7 568	1 568
43				
44	Great Northern Railway Company			
45	1963	17 Diesel loco. units-20 airslide		
46		cov. hop. cars-250 box cars	6 576	1 326
47	1963 - 2nd series	500 Box cars-40 flat cars-45 hopper		
48		cars	8 365	1 765
49	1964	18 Diesel loco. units-200 box cars-		
50		2 flat cars	6 801	1 401

219. EQUIPMENT COVERED BY EQUIPMENT OBLIGATIONS

Give the particulars called for regarding the equipment obligations included in schedule 218, "Funded Debt and Other Obligations" (accounts Nos. 764, "Equipment obligations and other debt due within 1 year" and 766, "Equipment obligations") at the close of the year. In column (a) show the name by which the equipment obligation is designated and in column (b) show the classes of equipment and the number of units cov-

ered by the obligation. In column (c) show the contract price to the original debtor; in column (d) show the cash paid on acceptance of equipment by the original debtor; do not report the price paid on a subsequent sale and assumption of balance of debt.

(Dollars in thousands)

Line No.	Designation of equipment obligation (List names in the same order as in schedule 218)	Description of equipment covered	Contract price of equip- ment acquired	Cash paid on accept- ance of equipment
	(a)	(b)	(c)	(d)
1	Equipment Trust Certificates - (continued)		\$	\$
2	Great Northern Railway Co. - (continued)			
3	1964 2nd series	50 Tank cars-100 cov. hop. cars-25		
4		flat cars-100 gondola cars	4 181	881
5	1965	303 Box cars-100 cov. hopper cars-15		
6		diesel loco. units	8 771	1 766
7	1965 - 2nd series	100 Box cars-15 diesel loco. units-		
8		200 cov. hopper cars-50 woodchip		
9		cars-10 flat cars	8 819	1 844
10	1965 - 3rd series	100 Gondola cars-303 flat cars-75		
11		box cars	6 777	1 377
12	1966	25 Covered hopper cars-150 woodchip		
13		cars	2 749	604
14	1966-2nd series	200 Cov. hopper cars-300 box cars-		
15		12 diesel loco. units-52 gondola cars	11 270	2 270
16	1967	10 Diesel loco. units-100 gondola		
17		cars-100 flat cars-300 box cars	10 626	2 136
18	1967 - 2nd series	8 Diesel loco. units-300 hopper cars		
19		- 1 flat car	6 953	1 403
20	1967 - 3rd series	10 Diesel loco. units-300 hopper cars	5 961	1 266
21	1968	215 Hopper cars - 150 flat cars	5 907	1 212
22	1968 - 2nd series	150 Box cars	2 733	603
23	1968 - 3rd series	300 Cov. hopper cars-2 flat cars	4 236	861
24	1969	150 Box cars-125 woodchip cars-200		
25		mech. refrig. cars	10 475	2 120
26	1970	500 Box cars - 50 flat cars	9 213	1 893
27				
28	Northern Pacific Railway Co.			
29	1963	461 Box cars-100 refrig cars-25 mech.		
30		refrig. cars-40 cov. hopper cars-25		
31		flat cars	8 361	1 716
32	1964	170 Cov. hopper cars-75 mech. refrig.		
33		cars-50 flat cars-50 box cars-12		
34		diesel loco. units	8 559	1 719
35	1964 - 2nd series	100 RBL refrig. cars-200 open top		
36		hopper cars-250 box cars - 3 diesel		
37		loco. units	8 102	1 667
38	1965	15 Diesel loco. units-50 cov. and		
39		150 open top hopper cars-100 flat		
40		cars-25 gondola cars	8 014	1 624
41	1965 - 2nd series	50 Cov. hop. cars-100 mech. refrig.		
42		cars-200 RBL refrig. cars	7 324	1 474
43	1966	400 Box cars-100 flat cars-5 diesel		
44		loco units-22 stk. cars	8 807	1 787
45	1966 - 2nd series	2 Diesel loco. units-50 woodchip cars		
46		-125 mech. refrig. cars-132 cov. and		
47		100 open top hopper cars	8 465	1 770
48	1966 - 3rd series	300 Woodchip cars-400 box cars	9 451	2 101
49	1968	10 Diesel loco. units-46 open top hop.		
50		cars-1 woodchip car	3 330	720

219. EQUIPMENT COVERED BY EQUIPMENT OBLIGATIONS

Give the particulars called for regarding the equipment obligations included in schedule 218, "Funded Debt and Other Obligations" (accounts Nos. 764 "Equipment obligations and other debt due within 1 year" and 766 "Equipment obligations") at the close of the year. In column (a) show the name by which the equipment obligation is designated and in column (b) show the classes of equipment and the number of units covered

by the obligation. In column (c) show the contract price to the original debtor; in column (d) show the cash paid on acceptance of equipment by the original debtor; do not report the price paid on a subsequent sale and assumption of balance of debt.

(Dollars in thousands)

Line No.	Designation of equipment obligation (List names in the same order as in schedule 218)	Description of equipment covered	Contract price of equipment acquired	Cash paid on acceptance of equipment
	(a)	(b)	(c)	(d)
1	Equipment Trust Certificates - (continued)		\$	\$
2	Northern Pacific Railway Co. - (continued)			
3	1968 - 2nd series	150 Woodchip cars	2 093	443
4	1969	150 Box cars-150 flat cars-50 mech. refriger. cars	7 137	1 497
5				
6				
7	Conditional Sale Contracts:			
8	Burlington Northern Inc.			
9	Chase Mtn.Bk.,NY.	4-1-70 200 Gondola cars-100 bulkhead flat cars - 500 cov. hopper cars-300 open top hopper cars	16 594	94
10				
11				
12				
13	Northern Tr.Co.Chgo.	9-20-73 176 Cov. hopper cars	3 135	-
14	Am.N.B.&Tr.Co.St.Paul	10-15-73 99 Auto Lacks	992	-
15	Merc.Safe Dep.&Tr.Co.	8-15-76 200 Double hopper ore cars	6 007	5
16				
17	Chicago, Burlington & Quincy Railroad Company			
18	Morgan Guar.Tr.Co.N.Y.	12-15-65 300 Hopper cars-3 diesel loco. units	4 849	51
19				
20	Morgan Guar.Tr.Co.N.Y.	4-1-66 450 Box cars-350 hopper cars -12 diesel loco. units	12 305	305
21				
22	Morgan Guar.Tr.Co.N.Y.	7-1-67 150 Box cars-150 hopper cars -38 cabooses	6 138	39
23				
24	Morgan Guar.Tr.Co.N.Y.	11-1-67 50 Box cars-250 gondola cars-70 hopper cars	5 899	516
25				
26	Citibank, N.A.	8-1-67 200 Box cars	3 150	30
27	Citibank, N.A.	1-15-68 25 Diesel loco. units-700 hopper cars	15 200	103
28				
29	Great Northern Railway Co.			
30	First Tr.Co.,St.Paul	6-1-68 100 Woodchip cars-20 flat cars-20 cabooses	2 318	-
31				
32				
33	Northern Pacific Railway Co.			
34	Morgan Guar.Tr.Co.N.Y.	3-1-67 16 Diesel loco. units-318 cov. hopper cars	9 020	95
35				
36	Morgan Guar.Tr.Co.N.Y.	5-1-67 100 Mech. refriger. cars-50 airdump cars-10 "Airlide" cov. hopper cars	4 144	34
37				
38				
39	First Penn.Bk.&Tr.Co.	9-1-67 100 Mech. refriger. cars - 5 "HiCube" box cars-25 drop end gondola cars-100 cov. hopper cars-100 flat cars-200 RBL refriger. cars-20 steel box cars	10 425	7251 167
40	1st Natl.Bk., Chgo.	1-3-68 150 box cars-200 flat cars	6150 5 682	-
41				
42	First Tr.Co.,St.Paul	11-1-69 51 Mech. refriger. condition- aire cars	1 711	11
43				
44				
45				
46				
47				
48				
49				
50				

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BURLINGTON NORTHERN INC.

222. AMOUNTS PAYABLE TO AFFILIATED COMPANIES

Give full particulars of amounts payable by the respondent to affiliated companies, as defined in connection with account No. 769, "Amounts payable to affiliated companies," in the Uniform System of Accounts for Railroad Companies. If any such amounts are evidenced by notes, each note should be separately shown in column (a). Entries in columns (e) and

(f) should include interest accruals and interest payments on debt retired during the year, even though no portion of the debt remained outstanding at the close of the year. Show, also, in a footnote, particulars of interest charged to cost of property.
(Dollars in thousands)

Line No.	Name of creditor company (a)	Rate of interest (b)	Balance at beginning of year (c)	Balance at close of year (d)	Interest accrued during year (e)	Interest paid during year (f)
1	Burlington Northern Dock Corporation *	None	\$ 1 320	\$ 3 146	\$	\$
2	BNL Development Corp. *	None	342	-		
3	Burlington Northern					
4	(Manitoba) Limited *	None	3 619	3 648		
5	Glacier Park Company *	None	18 858	11 669		
6	Spokane, Portland and					
7	Seattle Railway Company *	None	35 506	34 828		
8	Western Fruit Express Co *	None	-	5 000		
9	Winona Bridge Railway Co *	None	67	67		
10	TOTAL		59 712	58 358		

NOTES AND REMARKS

* Open accounts not subject to current settlement.

223. ITEMS IN SELECTED CURRENT LIABILITY ACCOUNTS

Give description and particulars for each item or class of items of like description in accounts Nos. 751, "Loans and notes payable"; 759, "Accrued accounts payable"; and 763, "Other current liabilities," at the close of the year. Show character of loans and notes, with name of creditor (or class of creditors), dates of issue and maturity, and appropriate description for each class of accrued accounts payable and for the other current liabilities. Show (1) all items (or the aggregate of a class of items of like description) amounting to \$250,000, or more; however, if the carrier has no items amounting to \$250,000, or more, show the three largest individual items of \$100,000, or more.

Show (2) each other item or class of items of like description amounting to less than \$250,000, or \$100,000, as applicable, combined into a single entry designated "other items, each less than \$250,000, or \$100,000, as applicable." The entries for each account shall be listed and the account number and the total for each account shall be shown corresponding to the amounts in Schedule 200. In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote.

Report dollars in thousands.

Line No.	Account No. (a)	Item (b)	Amount (c)
			\$
1	751	Loans and Notes Payable	
2		Variable demand notes, various dates, maturing various dates,	
3		interest at 6-1/2%	17 445
4		Variable demand notes, various dates, maturing various dates,	
5		interest at 6-5/8%	10 000
6			
7		Total Account 751	27 445
8			
9	759	Accrued Accounts payable	
10		Vacation pay	53 940
11		Loss and damage, personal injury, property damage, and	
12		overcharge claims	35 863
13		Per diem due foreign lines	20 843
14		Vouchers	6 975
15		Accrued car lease payments	5 285
16		Foreign line car repairs	2 368
17		Oil and gas production costs	1 683
18		Accrued charges due Pacific Fruit Express Company	955
19		Accrued charges due Western Fruit Express Company	874
20		Medical self insurance plan	871
21		Accrued charges due BN Transport Inc.	769
22		Accrued charges due Glacier Park Company	672
23		Accrued interline switching	601
24		Other items, each less than \$250,000	2 512
25			
26		Total Account 759	134 211
27			
28	763	Other Current Liabilities	
29		Prepaid freight charges	16 200
30		Deposits for track	2 808
31		Contract advance - N.R.P.C.	2 800
32		Contractors retained percentages	1 944
33		Security deposits and advance deposits for removal of timber	1 735
34		Equipment trust maturities	531
35		Prepaid commuter fares	441
36		Special assessments	301
37		Other items, each less than \$250,000	262
38			
39		Total Account 763	27 022
40			
41			
42			
43			
44			
45			

224. FEDERAL INCOME AND OTHER TAXES ACCRUED

Give the particulars called for with respect to the balances at close of year in accounts Nos. 760, "Federal income taxes accrued" and 761.

"Other taxes accrued."
(Dollars in thousands)

Line No.	Kind of tax (a)	Previous years (b)	Current year (c)	Balance at close of year (d)
1	Federal income taxes: _____ Total (account 760)	\$ 7 057	\$ (84)	\$ 6 973
2	Railway property State and local taxes (532) _____		21 277	21 277
3	Old-age retirement (532) _____		16 864	16 864
4	Unemployment insurance (532) _____		4 944	4 944
5	Miscellaneous operating property (535) _____		4 507	4 507
6	Miscellaneous tax accruals (544) _____		2	2
7	All other taxes _____			
8	Total (account 761)		47 594	47 594

NOTES AND REMARKS

225. ITEMS IN SELECTED RESERVE AND OTHER LIABILITY ACCOUNTS

Give description and particulars for each item or class of items of like description in accounts Nos. 771, "Pension and welfare reserves"; 774, "Casualty and other reserves"; 782, "Other liabilities"; and 784 "Other deferred credits," at the close of the year. Show creditor (or class of creditors) for deferred liabilities, and appropriate description of each class of operating reserve and for items of deferred credits. Show the three largest items regardless of the dollar amount and all other items (or the aggregate of a class of items of like description

amounting to \$250,000 or more. Each item or class of items of like description amounting to less than \$250,000 may be combined into a single entry designated "Other items, each less than \$250,000." The entries for each account shall be listed and the account number and the total for each account shall be shown corresponding to the amounts in Schedule 200. In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote. (Dollars in thousands)

Line No.	Account No. (a)	Item (b)	Amount (c)
1	771	Pension and Welfare Reserves	\$ 10 329
2			
3	774	Casualty and Other Reserves	
4		Loss and damage, personal injury, property damage and overcharge claims	11 224
5		Merger expense - Furloughed employees	6 945
6		Merger expense - Dismantle depreciable property	2 874
7		Severance and protective payments to employees - N.R.P.C.	1 915
8		Payments under Joint Facility agreement - N.R.P.C.	508
9			
10		Total Account 774	23 466
11			
12	782	Other Liabilities	
13		Deposits for construction of branch lines and side tracks	20 954
14		Accrued liability on leased equipment	4 243
15		Deferred installments and special assessments	3 012
16		Vancouver, WN elevator - Non-operating property depreciation	650
17		Davenport, Rock Island & No. Western Ry. Co. road and equipment depreciation	279
18		Other items, each less than \$250,000	624
19			
20		Total Account 782	29 762
21			
22	784	Other Deferred Credits	
23		Track amortization suspense	38 951
24		Equipment lease rental suspense	4 701
25		Intercompany land sales	2 510
26		Freight Accounting suspense	2 073
27		Unapplied cash	610
28		Transactions awaiting A.F.E.	502
29		General and Resources Accounting suspense	262
30		Other items, each less than \$250,000	484
31			
32		Total Account 784	50 093
33			
34			
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43			
44			
45			

NOTES AND REMARKS

Notes to Schedule 228, Page 67.

\$10 PAR VALUE 5-1/2% PREFERRED STOCK

The Company is required to retire annually, through redemption at par or cancellation of shares theretofore purchased at or below par, 4% of the \$10 Par Value Preferred shares originally outstanding and optionally may so redeem or cancel an additional 4% of such shares annually. In addition, the Company may redeem, in whole or in part, shares of \$10 Preferred Stock, at 104% of par in 1977 and thereafter at prices declining to par in 1985. The authorized shares have been reduced for shares redeemed or cancelled during 1977. During 1976 and 1977, 201,405 shares and 136,937 shares, respectively, were purchased and 123,458 shares were cancelled during 1977, pursuant to 1977 sinking fund requirements. Certificate of Reduction of Capital, in the amount of \$1,234,580, the par value of the 123,458 shares cancelled was filed December 15, 1977 with the Secretary of the State of Delaware.

NO PAR VALUE PREFERRED STOCK

On June 4, 1976 the Company issued 344,850 shares of No Par Value Preferred Stock in exchange for certain trackage serving coal mining operations. The Preferred Stock, designated "Series A", has a stated value of \$30 per share, voting rights, and 7-1/4% cumulative dividends. The Company has voluntary redemption privileges at 104% of stated value in 1977 and thereafter at prices declining to the stated value in 1980 and is required to redeem, at stated value, 25% of the outstanding shares annually beginning in 1983 and continuing to 1986. In addition, the Preferred Stock is convertible at any time into 287,375 shares of common stock. The Company did not redeem any shares, nor were any converted into common stock during 1977.

On May 12, 1977 the stockholders of the Company approved an amendment to the Company's Restated Certificate of Incorporation to authorize 10,000 Redeemable Preference Shares having a par value of \$10,000 per share. The Redeemable Preference Shares may be issued and sold only to the Secretary of Transportation pursuant to the Railroad Revitalization and Regulatory Reform Act of 1976. The shares may be issued from time to time in series, each series to have such rights and preferences as may be fixed by the Board of Directors in the resolution creating such series. No Redeemable Preference Shares have been issued, and the Company has no present plans to issue such shares.

On July 7, 1977, the Company marketed two million shares of a \$2.85 Convertible Preferred Stock at a selling price of \$50 per share. The shares rank prior to the Common Stock and to any Redeemable Preference Shares which may be issued and equal to the outstanding \$10 Par Value Preferred Stock and the No Par Value Preferred Stock as to cash dividends, which shall be cumulative. The Company may redeem shares at its option in whole at any time or in part from time to time upon not less than 30 days notice at a price equal to 105.7% of the selling price during the twelve month period ending June 30, 1978 and thereafter at prices declining to the selling price in 1988 and beyond.

At December 31, 1977, the Company has authorized and available for issuance 2,655,150 of No Par Value Preferred Stock. The Company's Board of Directors has the authority to provide for the issuance of such Preferred Stock from time to time in series and to fix before issuance the number of shares, preferences, rights and other restrictions and qualifications of each series, subject to a maximum liquidating value of \$200,000,000 for shares outstanding.

228. CAPITAL STOCK

Give particulars of the various issues of capital stock of the respondent, distinguishing separate issues of any general class, if different in any respect.

In the second section list particulars of the various issues on the same lines and in the same order as in the first section.

Identify the entries in columns (m) to (s), inclusive, in a manner which will indicate whether par value or the number of shares is shown.

In stating the date of an authorization the date of the latest assent or ratification necessary to its validity should be shown; e. g., in case an authorization is required to be ratified by stockholders after action by the board of directors, but is not required to be approved by any State or other governmental board or officer, give the date of approval by stockholders; if the assent of

a State railroad commission or other public board or officer is necessary, give the date of such assent, or if subsequent to such assent notice has to be filed with a secretary of state or other public officer and a tax or other fee has to be paid as a condition precedent to the validity of the issue, give the date of such payment. In case some condition precedent has to be complied with after the approval and ratification of the stockholders has been obtained, state, in a footnote, the particulars of such condition and of the respondent's compliance therewith.

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 for a valuable consideration, and such purchaser 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 under such circumstances as require them to be considered as held alive, and not canceled or retired, they are considered to be *nominally outstanding*.

Column (d) refers to the initial preference dividend payable before any common dividend; columns (k) and (l) to participations in excess of initial preference dividend; at a specified percentage or amount (nonpar stock) (column (k)) or a percentage or proportion of the profits (column (l)).

(Dollars in thousands)

Line No.	Class of stock	Date issue was authorized	Par value per share (if non-par, so state)	PREFERRED STOCK								
				Dividend rate specified in contract	Total amount of accumulated dividends	Cumulative		Noncumulative ("Yes" or "No")	Other Provisions of Contract			
						To extent earned ("Yes" or "No")	Fixed \$ rate or percent specified by contract		Convertible ("Yes" or "No")	Callable or redeemable ("Yes" or "No")	Participating Dividends	
											Fixed amount or percent (Specify)	Fixed ratio with common (Specify)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
1	Common Full Share Cert 3-2-70 No par			x x x x x	\$	x x x x x	x x x x x x	x x x x x	x x x x x x	x x x x x x	x x x x x x	x x x x x x
2	" " " 5-10-73 No par			x x x x x	x x x x x x	x x x x x	x x x x x x	x x x x x	x x x x x x	x x x x x x	x x x x x x	x x x x x x
3				x x x x x	x x x x x x	x x x x x	x x x x x x	x x x x x	x x x x x x	x x x x x x	x x x x x x	x x x x x x
4				x x x x x	x x x x x x	x x x x x	x x x x x x	x x x x x	x x x x x x	x x x x x x	x x x x x x	x x x x x x
5	Preferred \$10 Par Value 3-2-70&2-20-76		5-1/2%	None	Yes	None	No	No	Yes	None	None	None
6	No Par Value Pref.Stk.5-10-73 no par											
7	No Par Value Series A		7-1/4%	None	Yes	None	No	Yes	Yes	None	None	None
8	\$2.85 No Par Conv.Pref.Stk.		5.7%	None	Yes	None	No	Yes	Yes	None	None	None
9	Receipts outstanding for installments paid*											
10	TOTAL	x x x x x	x x x x x	x x x x x	None	x x x x x	x x x x x x	x x x x x	x x x x x x	x x x x x x	x x x x x x	x x x x x x

Line No.	PAR VALUE OF PAR-VALUE STOCK OR NUMBER OF SHARES OF NONPAR STOCK							STOCK ACTUALLY OUTSTANDING AT CLOSE		
	Authorized	Authenticated	Nominally Issued and		Actually issued	Reacquired and		OF YEAR		
			Held in special funds or in treasury or pledged (Identify pledged securities by symbol "P")	Canceled		Canceled	Held in special funds or in treasury or pledged (Identify pledged securities by symbol "P")	Number of shares	Par value of par-value stock	Book value of stock without par value
(m)	(n)	(o)	(p)	(q)	(r)	(s)	(t)	(u)	(v)	
1	\$17 500 000							\$		\$
2	\$ 7 500 000	\$12 494 952			\$12 494 952		\$ 500	12 494 452		545 676
3										
4										
5	P\$ 28 554	P\$ 28 321			P\$ 30 799	P\$ 3 837		2 696 192	26 962	
6	3 5 000 000									
7		\$ 344 850			\$ 344 850			344 850		10 346
8		\$ 2 000 000			\$ 2 000 000			2 000 000		100 000
9										
10	xx xx xx	xx xx xx	xx xx xx	xx xx xx	xx xx xx	xx xx xx	xx xx xx	17 535 500	26 962	656 022

*State the class of capital stock covered by the receipts.

Shares (S)/Par (P)

See Notes on Page 66 and Schedule 230 on Page 68.

229. CAPITAL STOCK CHANGES DURING THE YEAR

Give full particulars of stocks actually or nominally issued (either original issues or reissues) and of stocks reacquired or canceled during the year.

In the second section of the schedule show the particulars of the several issues on the same lines and in the same order as in the first section.

In column (c) state whether issued for construction of new properties, for additions and betterments, for purchase of railroad or other property, for conversion, for acquisition of securities, for reorganization, or for other corporate purposes. If an issue of securities was authorized for more than one purpose, state amount applicable to each purpose. Also give the number and date of the authorization by the public authority

under whose control such issue was made, naming such authority. In column (e) include as cash all money, checks, drafts, bills of exchange and other commercial paper payable at par on demand. For nominally issued stock, show returns in columns (a), (b), (c), and (d) only. For each class of stock actually issued, the sum of the entries in columns (e), (f), and (h), plus discounts or less premiums in column (g), should equal the total par value or the book value represented by the total number of shares reported in column (d).

Particulars concerning the reacquirement of stock that was actually outstanding should be given in columns (a), (i), and (j).
(Dollars in thousands)

Line No.	Class of stock (a)	Date of issue (b)	Purpose of the issue and authority (c)	STOCKS ISSUED DURING YEAR	
				Par value (for nonpar stock show the number of shares) (d)	Net proceeds received for issue (cash or its equivalent) (e)
1	Common No par	Various	Conversion of shares of predecessor Companies	858 shares	110
2					
3	Common No par	Various	Stock Option Incentive Plan	43 445 shares	1 624
4	\$10 Par Value				
5	Preferred Stock	Various	Conversion of shares of predecessor Companies	2	2
6					
7					
8	\$2.85 No Par				
9	Conv. Pref Stock	Various	To finance capital additions and improvements to railroad properties and railroad equipment acquisitions	2 000 000 shares	\$100 000
10					
11					
12					
13					
14					
15			Total	101 736	101 736

STOCKS ISSUED DURING YEAR—Concluded

STOCKS REACQUIRED DURING YEAR

Line No.	Cash value of other property acquired or services received as consideration for issue (f)	Net total discounts (in black) or premiums (in red). Excludes entries in column (h) (g)	Expense of issuing capital stock (h)	Par value (For nonpar stock show the number of shares) (i)	Purchase price (j)	Remarks (k)
1	\$	\$	\$	\$	\$	
2						
3						
4						
5						
6				2 014	1 609	Reacquired For Purpose of Sinking Fund.
7						
8						
9						
10						
11						
12						
13						
14						
15				2 014	1 609	

230. STOCK LIABILITY FOR CONVERSION OF SECURITIES OF OTHER COMPANIES

If at the close of the year respondent was subject to any liability to issue its own capital stock in exchange for outstanding securities of constituent of other companies, give full particulars thereof hereunder, including names of parties to contracts and abstracts of terms of contracts whereunder such liability exists.

6867 Shares Burlington Northern Inc. Common Stock

\$ 300

1723 Shares Burlington Northern Inc. Preferred Stock

17

Total Account 792

\$ 317

231. CAPITAL SURPLUS

Give an analysis in the form called for below of capital surplus accounts. In column (a) give a brief description of the item added or deducted and in column (b) insert the contra account number to which the

amount stated in column (c), (d) or (e) was charged or credited. (Dollars in thousands)

Line No.	Item (a)	Contra account number: (b)	ACCOUNT NO.		
			794. Premiums and Assessments on Capital Stock (c)	795. Paid-In Surplus (d)	796. Other Capital Surplus (e)
1	Balance at beginning of year	x x x	\$	\$	\$
	Additions during the year (describe):				
2	NONE				
3					
4					
5					
6	Total additions during the year	x x x			
	Deductions during the year (describe):				
7	NONE				
8					
9					
10	Total deductions	x x x			
11	Balance at close of year	x x x			

232. RETAINED INCOME—APPROPRIATED

Give an analysis in the form called for below of account No. 797, "Retained income—Appropriated." (Dollars in thousands)

Line No.	Class of appropriation (a)	Credits during year (b)	Debits during year (c)	Balance at close of year (d)
		\$	\$	\$
1	Additions to property through retained income			48 025
2	Funded debt retired through retained income			1 125
3	Sinking fund reserves	1 125	1 125	437
4	Incentive per diem funds	511	5 926 *	
5	Miscellaneous fund reserves			
6	Retained income—Appropriated not specifically invested			
	Other appropriations (specify):			
7				
8				
9				
10				
11				
12				
13				
14				
15				
16	TOTAL	1 636	7 051	49 587

* Includes entry in the amount of \$1,205 covering release of funds drawn down in 1976 as per footnote in Form RI 1976.

233 CONTINGENT ASSETS AND LIABILITIES

1. Give particulars with respect to contingent assets and liabilities at the close of the year, in accordance with Instruction 6—6 in the Uniform System of Accounts for Railroad Companies, that are not reflected in the accounts of the respondent. Show the three largest items regardless of the dollar amount and all other items amounting to \$250,000, or more. If an actual monetary amount is not known and an estimate of the amount of any item involved is not feasible, disclosure should be made describing the contingency and explaining why an estimate is not determinable.

Examples of contingent liabilities are items which may become obliga-

tions as a result of pending or threatened litigation, assessments or possible assessments of additional taxes and agreements or obligations to repurchase securities or property.

2. Information concerning the guaranties and suretyships are to be shown in other schedules provided for those items and not in this schedule.

3. In column (a) give a description of each item of contingent assets and liabilities under an inserted caption "CONTINGENT ASSETS" or "CONTINGENT LIABILITIES," as appropriate, and in column (b) show the amount of each item.

(Dollars in thousands)

Line No.	Item (a)	Amount (b)
		\$
1	Contingent Liabilities:	
2	At December 31, 1977 the Respondent was liable as guarantor, individ-	
3	ually or jointly with others, of certain obligations of affiliated companies	
4	amounting to	139 481
5		
6	At December 31, 1977 the Respondent was contingently liable as guar-	
7	antor, together with other participating companies, of certain obligations	
8	of Trailer Train Company aggregating approximately	7 723
9		
10	At December 31, 1977 the Respondent was contingently liable as guar	
11	antor, of future lease rental obligations under a 15-year lease of 1,000	
12	box cars by American Rail Box Car Company	35 034
13		
14	The respondent carries a service interruption policy with the Imperial	
15	Insurance Company, Limited under which it will be entitled to indemnity	
16	for certain work-stoppage losses. In the event such losses are sustained	
17	by other railroads holding similar policies, the Respondent may be obli-	
18	gated to pay additional premiums.	
19		
20		
21		
22		
23		
24		
25		
26		
27		
28		
29		
30		
31		
32		
33		
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43		
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46		
47		

23. GUARANTIES AND SURETYSHIPS

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 date of issue. (Dollars in thousands)

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)
1	Belt Ry. Co. of Chicago	F.D. 22140 Principal, Interest and		
2	AT&SF Ry CRI&PRR L&N RR	Sinking Fund on First Mtge. 4-5/8%		
3	BN Inc. N&W Ry	Sinking Fund Bonds, Series A, due		
4	C&EI RR GTW RR	8-15-1987		Joint &
5	C&O Ry ICG RR Soo Line		23 428	Several
6				
7	BN Transport Inc.	Condl. sale agreements. Various	451	Sole
8				
9	Butte Pipe Line Co.	Through-put agreement dated Sept.	3 800	Several
10	B.N. Inc.-Shell Oil Co.	1, 1975.		
11	Murphy Oil Corp.			
12	Western Crude Oil Inc.			
13	Each stockholder shall ship its percentage of the amount of			
14	petroleum which, with amounts shipped by others, will provide Butte			
15	Pipe Line Co. a sufficient amount of gross revenue, with other			
16	available cash resources, to discharge all of the Company's obliga-			
17	tions during each accounting period; therefore, the respondent's			
18	proportion of the amount shown in column (c) is not presently			
19	determinable.			
20				
21	Chicago Union Sta. Co.	F.D. 22587 First Mortgage	25 000	Joint &
22	B.N. Inc.-C.M.St.P.&P.	Sinking Fund 4-5/8% Bonds		Several
23	N.R.P.C.	Due June 1, 1988		
24				
25	Col. & South. Ry. Co.	Condl. sale agreements Various	1 141	Sole
26	Col. & South. Ry. Co.	Equip.Trust of 1971 8% matures 8-1-86	3 645	Sole
27	Col. & South. Ry. Co.	Equip.Trust of 1972 7% matures 4-1-87	7 180	Sole
28	Col. & South. Ry. Co.	Equip.Trust of 1974 9 1/2% matures 11-1-89	12 240	Sole
29				
30	Ft. Worth&Denver Ry. Co.	Condl.sale agreement dated 11-15-74		
31		11% matures 11-1-89	4 080	Sole
32				
33	Great Midwest Corp.	B.N. Inc. is severally liable as		
34	Glacier Park Company	guarantor of notes aggregating	3 000	Several
35	(B.N. Inc.)			
36	James E. Burke, Sr.			
37	Lamar Hunt			
38				
39				
40				
41				
42	Illinois Term. RR. Co.	F.D. 22292 Principal, Interest and		
43	B&O RR CRI&P RR N&W Ry	Sinking Fund on First Mtge. 4-5/8%		
44	BN Inc.StLSF Ry Conrail	Sinking Fund Bonds, Series A, due	5 369	Joint &
45	C&EI RR C&NW Ry. ICG RR	12-1-1987		Several
46				
47	Illinois Term. RR. Co.	Agreement dated Oct. 14, 1958.		
48	B&O RR CRI&P RR N&W Ry	Respondent is guarantor of pro rata		
49	BN Inc.StLSF Ry Conrail	share of basic rent payments of McKinley		
50	C&EI RR C&NW Ry ICG RR	Toll Bridge, Venice, IL; 9.09% of		Joint &
51		\$250,000, or \$22,725.	250	Several
52				
53				
54				
55				

234. GUARANTIES AND SURETYSHIPS

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 date of issue. (Dollars in thousands)

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)
1	Kansas City Term. Ry Co.	F.D. 27855 Principal and Interest on		
2	AF&SF Ry ICG RR N&W Ry	Guaranteed Senior notes dated March		
3	BN Inc. KCS Ry StLSF Ry	20, 1975		
4	C&NW MKT RR UP RR	10% due Dec. 15, 1979	5 500	Joint &
5	CM StP&P RR MP RR	10 1/2% due Dec. 15, 1984	13 750	Several
6		Guarantors shall in no event be obli-		
7		gated to pay more than 25% of guaran-		
8		teed amounts.		
9				
10	Portal Pipe Line Co.	Through-put agreement dated June 15,	3 382	Joint &
11	B.N. Inc. - Hunt Oil Co.	1962.		Several
12		Each stockholder has an equal, but several obligation to provide		
13		shipments of petroleum sufficient to enable the Pipe Line Co. to		
14		satisfy all of its expenses, liabilities and debt obligations. If		
15		a deficiency occurs, each stockholder must advance funds to cover		
16		the deficiency based on shipments it provided; therefore, the		
17		respondent's proportion of the amount shown in column (c) is not		
18		presently determinable.		
19				
20	Term. RR Assn. of St. Louis	F.D. 14554 Sinking Fund and Interest		
21	B&O RR ICG RR PB&W RR	on Refdg. & Impr. Mtge. 4% Bonds.		
22	BN Inc. L&N RR StLSF Ry	Series C, due 7-1-2019	487	Several
23	C&EI RR MKT RR StLSW RR	F.D. 15070 Principal, Interest and		
24	CRI&P RR MP RR SOU Ry	Sinking Fund on Refdg. & Impr. Mtge.		
25	CCC&StL Ry N&W Ry	2-7/8% Bonds, Series D due 10-1-1985	26 546	Joint &
26				Several
27	Term. RR Assn. of St. Louis			
28	B&O RR ICG RR StLSRy	Credit agreement dated February 13,		
29	BN Inc. L&N RR StLSW Ry	1973 - Respondent severally		
30	C&EI RR MKT RR SOU Ry	guaranties loans. At December 31,		
31	CRI&P RR MP RR N&W Ry	1977, its' proportion was 6.50% of		
32		\$2,840,000	185	Several
33				
34	Term. RR Assn. of St. Louis			
35	B&O RR ICG RR StLSRy	Credit agreement dated September 10,		
36	BN Inc. L&N RR StLSW Ry	1974 - Respondent severally		
37	C&EI RR MKT RR SOU Ry	guaranties loans. At December 31,		
38	CRI&P RR MP RR N&W Ry	1977 its' proportion was 6.50% of		
39		\$726,000	47	Several
40				
41	Trailer Train Company	Principal and Interest on various		
42	Prin. Proprietary Co's	Equipment Obligations.		
43	Subject to Change		7 723	Joint &
44				Several
45	American Rail Box Car	B.N. Inc. is guarantor of future		
46	Company	lease rental payments aggregating	35 034	Sole

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

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

Line No.	Finance Docket number, title, maturity date and concise description of agreement or obligation (a)	Names of all guarantors and sureties (b)	Amount of contingent liability of guarantors (c)	Sole or joint contingent liability (d)
1		NONE	5	

310. RAILWAY OPERATING REVENUES

1. State the railway operating revenues of the respondent for the year classifying them in accordance with the Uniform System of Accounts for Railroad Companies and distribute the amounts among the classes of service as indicated. In the absence of records separating revenues between freight and passenger trains, the distribution should be estimated on the basis of the best data available.

2. Assign rail-line revenues, including revenues from water transfers and highway motor vehicle operations, to "Freight service" or to "Passenger and allied services" according to the type of train (or other equipment) by which the traffic moved.

3. Incidental revenues should be assigned as provided for in the schedule.

4. Revenues which are not assignable to freight service or to passenger and allied services are includible in column (e) only in cases where the related operating expenses are reportable in column (i) of schedule No. 320. If the expenses are assigned to the classes of service mentioned, the revenues, likewise, should be distributed on an equitable basis.

5. Any unusual accruals involving substantial amounts included in column (b) should be fully explained in a footnote.
(Dollars in thousands)

Line No.	Class of railway operating revenues (a)	Amount of revenue for the year (b)	RAIL-LINE REVENUES, INCLUDING WATER TRANSFERS		Other revenues not assignable to freight or to passenger and allied services (e)		Remarks (f)	
			Assignable to freight service (c)	Assignable to passenger and allied services (d)				
	Transportation—Rail-Line							
1	(101) Freight* #	1 623 179	1 623 179		XX	XX		
2	(102) Passenger*	11 112		11 112	XX	XX		
3	(103) Baggage				XX	XX		
4	(104) Sleeping car				XX	XX		
5	(105) Parlor and chair car				XX	XX		
6	(108) Other passenger-train†	6 014		6 014	XX	XX		
7	(109) Milk				XX	XX		
8	(110) Switching*	17 483	17 483		XX	XX		
9	(113) Water transfers							
10	Total rail-line transportation revenue	1 657 788	1 640 662	17 126				
	Incidental							
11	(131) Dining and buffet				XX	XX		
12	(132) Hotel and restaurant	94	94					
13	(133) Station, train, and boat privileges	24		24				
14	(135) Storage—Freight	389	389		XX	XX		
15	(137) Demurrage	9 581	9 581		XX	XX		
16	(138) Communication							
17	(139) Grain elevator				XX	XX		
18	(141) Power							
19	(142) Rents of buildings and other property	1 975	1 730	245				
20	(143) Miscellaneous	6 580	2 783	3 797				
21	Total incidental operating revenue	18 643	14 577	4 066				
	Joint Facility							
22	(151) Joint facility—Cr	1 472	709	763				
23	(152) Joint facility—Dr	46	46					
24	Total joint facility operating revenue	1 426	663	763				
25	Total railway operating revenues	1 677 857	1 655 902	21 955				
26	*Report hereunder the charges to these accounts representing payments made to others for— Terminal collection and delivery services when performed in connection with line-haul transportation of freight on the basis of freight tariff rates: \$ 5 868 (a) Of the amount reported for item A.1., 39 % (to nearest whole number) represents payments for collection and delivery of LCL freight either in TOFC trailers or otherwise. The percentage reported is (check one): Actual (), Estimate (X).							
27	Switching services when performed in connection with line-haul transportation of freight on the basis of switching tariffs and allowances out of freight rates, including the switching of empty cars in connection with a revenue movement: \$ 21 600 Substitute highway motor service in lieu of line-haul rail service performed under tariffs published by rail carriers (does not include traffic moved on joint rail-motor rates):							
28	(a) Payments for transportation of persons: \$ None							
29	(b) Payments for transportation of freight shipments: \$ 608							
30	†Governmental aid for providing passenger commuter or other passenger-train service included in account 108, as provided in item (d) of that account: \$ 6 014							
NOTE.—Gross charges for protective services to perishable freight, without deduction for any proportion thereof credited to account No. 101, "Freight" (not required from switching and terminal companies):								
31	Charges for service for the protection against heat: \$ 5 131							
32	Charges for service for the protection against cold: \$ 234							
# Includes \$1,275 revenue from Camas Prairie RR. Co. local traffic								

320. RAILWAY OPERATING EXPENSES

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 analyzing them in accordance with the Commission's rules governing the separation of operating expenses between

freight and passenger service; railroad. The returns to accounts 202-221 should be classified as provided for by instructions pertaining to those accounts in the effective rules. The designations shown in column (a) for these accounts are defined as follows:

Line No.	Name of railway operating expense account (a)	Amount of operating expense for the year (b)
	Maintenance of Way and Structures	\$
1	(201) Superintendence	22 266
2	(202) Roadway maintenance—Yard switching tracks	(2 060
3	Roadway maintenance—Way switching tracks	17 540 (448
4	Roadway maintenance—Running tracks	(15 032
5	(206) Tunnels and subways—Yard switching tracks	(
6	Tunnels and subways—Way switching tracks	431 (
7	Tunnels and subways—Running tracks	(431
8	(208) Bridges, trestles, and culverts—Yard switching tracks	(190
9	Bridges, trestles, and culverts—Way switching tracks	9 586 (56
10	Bridges, trestles, and culverts—Running tracks	(9 340
11	(210) Elevated structures—Yard switching tracks	
12	Elevated structures—Way switching tracks	
13	Elevated structures—Running tracks	
14	(212) Ties—Yard switching tracks	(1 935
15	Ties—Way switching tracks	29 052 (107
16	Ties—Running tracks	(27 010
17	(214) Rails—Yard switching tracks	(912
18	Rails—Way switching tracks	22 603 ((187)
19	Rails—Running tracks	(21 878
20	(216) Other track material—Yard switching tracks	(1 828
21	Other track material—Way switching tracks	21 986 ((237)
22	Other track material—Running tracks	(20 395
23	(218) Ballast—Yard switching tracks	(571
24	Ballast—Way switching tracks	8 629 ((68)
25	Ballast—Running tracks	(8 126
26	(220) Track laying and surfacing—Yard switching tracks	(10 707
27	Track laying and surfacing—Way switching tracks	83 015 (741
28	Track laying and surfacing—Running tracks	(71 567
29	(221) Fences, snowsheds, and signs—Yard switching tracks	(30
30	Fences, snowsheds, and signs—Way switching tracks	1 203 (6
31	Fences, snowsheds, and signs—Running tracks	(1 165
32	(227) Station and office buildings	4 929
33	(229) Roadway buildings	573
34	(231) Water stations	471
35	(233) Fuel stations	284
36	(235) Shops and engine houses	4 516
37	(237) Grain elevators	
38	(239) Storage warehouses	
39	(241) Wharves and docks	95
40	(243) Coal and ore wharves	811
41	(244) TOFC/CCIC terminals	356
42	(247) Communication systems	9 072
43	(249) Signals and interlockers	17 196
44	(253) Power plants	122
45	(257) Power-transmission systems	605
46	(265) Miscellaneous structures	65
47	(266) Road property—Depreciation (p. 82)	19 974
48	(267) Retirements—Road (p. 82)	2 328
49	(269) Roadway machines	18 675

320. RAILWAY OPERATING EXPENSES—Continued

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

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

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

Any unusual accruals involving substantial amounts included in column (b) should be fully explained in a footnote.
(Dollars in thousands)

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS						Other expenses not related to either freight or to passenger and allied services (i)	Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)		
\$	\$	\$	\$	\$	\$	\$	
2 608	19 259	21 867		399	399		1
1 733	320	2 053	1	6	7		2
448		448					3
8 441	6 485	14 926		106	106		4
							5
							6
144	282	426		5	5		7
165	25	190					8
56		56					9
5 509	3 651	9 160		180	180		10
							11
							12
1 606	323	1 929		6	6		13
107		107					14
15 558	1 268	26 826		184	184		15
874	37	911		1	1		16
(187)		(187)					17
14 106	7 588	21 694		184	184		18
1 525	295	1 820	3	5	8		19
(237)		(237)					20
11 961	8 275	20 236		159	159		21
553	18	571					22
(68)		(68)					23
5 548	2 536	8 084		42	42		24
10 259	432	10 691	9	7	16		25
741		741					26
45 303	25 841	71 144		423	423		27
27	2	29	1		1		28
8		8					29
627	529	1 156		9	9		30
3 100	1 258	4 358	158	413	571		31
430	142	572		1	1		32
298	147	445		26	26		33
222	58	280	2	2	4		34
2 498	1 922	4 420	8	88	96		35
							36
							37
							38
95		95					39
811		811					40
356		356					41
3 161	5 794	8 955	1	116	117		42
5 568	11 083	16 651	1	544	545		43
42	75	117		5	5		44
204	346	550	33	22	55		45
32	31	63		2	2		46
14 193	5 366	19 559	262	153	415		47
1 863	462	2 325		3	3		48
3 375	15 196	18 571		104	104		49

320. RAILWAY OPERATING EXPENSES—Continued

Line No.	Name of railway operating expense account (a)	Amount of operating expenses for the year (b)
	Maintenance of Way and Structures—Continued	\$
		816
50	(270) Dismantling retired road property	9 531
51	(271) Small tools and supplies	4 957
52	(272) Removing snow, ice, and sand	3 464
53	(273) Public improvements—Maintenance	5 685
54	(274) Injuries to persons	296
55	(275) Insurance	505
56	(276) Stationery and printing	9 607
57	(277) Employees' health and welfare benefits	26
58	(281) Right-of-way expenses	1 164
59	(282) Other expenses	4 829
60	(278) Maintaining joint tracks, yards, and other facilities—Dr	7 613
61	(279) Maintaining joint tracks, yards, and other facilities—Cr	19 974
62	Total—All road property depreciation (account 266)	309 676
63	Total—All other maintenance of way and structures accounts	329 650
64	Total maintenance of way and structures	
	Maintenance of Equipment	13 827
65	(301) Superintendence	5 136
66	(302) Shop machinery	128
67	(304) Power-plant machinery	1 231
68	(305) Shop and power-plant machinery—Depreciation (p. 84)	5
69	(306) Dismantling retired shop and power-plant machinery	92 752 (
70	(311) Locomotives—Repairs, Diesel locomotives—Yard	8 283
71	Locomotives—Repairs, Diesel locomotives—Other	(
72	Locomotives—Repairs, Other than Diesel—Yard	84 469
73	Locomotives—Repairs, Other than Diesel—Other	
74	(314) Freight-train cars—Repairs	119 838
75	(317) Passenger-train cars—Repairs	1 519
76	(318) Highway revenue equipment—Repairs	2 050
77	(323) Floating equipment—Repairs	
78	(326) Work equipment—Repairs	4 230
79	(328) Miscellaneous equipment—Repairs	2 128
80	(329) Dismantling retired equipment	257
81	(330) Retirements—Equipment (p. 84)	(1 415)
82	(331) Equipment—Depreciation (p. 84)	56 370
83	(332) Injuries to persons	3 152
84	(333) Insurance	284
85	(334) Stationery and printing	390
86	(335) Employees' health and welfare benefits	8 221
87	(339) Other expenses	1 370
88	(336) Joint maintenance of equipment expenses—Dr	957
89	(337) Joint maintenance of equipment expenses—Cr	1 084
90	Total—All equipment depreciation (accounts 305 and 331)	57 601
91	Total—All other maintenance of equipment accounts	253 963
92	Total maintenance of equipment	311 564
93	*Includes charges for work done by others of	\$ 24 614
94	and credits for work charged to others in the amount of	\$ 25 461

320. RAILWAY OPERATING EXPENSES—Continued

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)	Other expenses not related to either freight or to passenger and allied services (i)	
\$	\$	\$	\$	\$	\$	\$	
640	173	813		3	3		50
5 114	4 387	9 501		30	30		51
3 081	1 228	4 309	39	9	48		52
2 101	1 351	3 452	3	9	12		53
5 464	216	5 680	1	4	5		54
217	67	284	11	1	12		55
11	484	495		10	10		56
5 922	3 490	9 412	15	180	195		57
	26	26					58
671	483	1 154		10	10		59
4 769		4 769	60		60		60
4 603	2 874	7 577		36	36		61
14 193	5 366	19 559	262	153	415		62
173 457	132 611	306 068	346	3 262	3 608		63
187 650	137 977	325 627	608	3 415	4 023		64
914	12 419	13 333	1	493	494		65
200	4 771	4 971		185	185		66
26	66	92		34	34		67
798	400	1 198	7	26	33		68
5		5					69
6 526	1 715	8 241		42	42		70
82 497	824	83 321	1 105	43	1 148		71
							72
							73
119 838		119 838					74
			1 519		1 519		75
2 050		2 050					76
							77
1 011	3 182	4 193		37	37		78
888	1 218	2 106		22	22		79
257		257					80
(1 415)		(1 415)					81
53 320	3 021	56 341		29	29		82
2 822	247	3 069	73	10	83		83
217	54	271	11	2	13		84
19	357	376		14	14		85
7 946	166	8 112	83	26	109		86
747	791	1 538		32	32		87
925		925	32		32		88
996	87	1 083		1	1		89
54 118	3 421	57 539	7	55	62		90
224 477	25 723	250 200	2 824	939	3 763		91
278 595	29 144	307 739	2 831	994	3 825		92

320. RAILWAY OPERATING EXPENSES—Continued

Line No.	Name of railway operating expense account		Amount of operating expenses for the year
	(a)	(b)	
	Traffic		5
95	(351) Superintendence		10 982
96	(352) Outside agencies		13 935
97	(353) Advertising*		338
98	(354) Traffic associations		1 540
99	(355) Fast freight lines		
100	(356) Industrial and immigration bureaus		7
101	(357) Insurance		33
102	(358) Stationery and printing		1 192
103	(359) Employees' health and welfare benefits		1 150
104	(360) Other expenses		345
105	Total traffic		29 522
	Transportation—Rail Line		
106	(371) Superintendence		21 038
107	(372) Dispatching trains		7 259
108	(373) Station employees		40 316
109	(374) Weighing, inspection, and demurrage bureaus		1 851
110	(375) Coal and ore wharves		3 212
111	(376) Station supplies and expenses		5 135
112	(377) Yardmasters and yard clerks		37 018
113	(378) Yard conductors and brakemen		56 714
114	(379) Yard switch and signal tenders		1 577
115	(380) Yard enginemen		23 438
116	(382) Yard switching fuel		12 604
117	(383) Yard switching power produced		
118	(384) Yard switching power purchased		
119	(388) Servicing yard locomotives		2 239
120	(389) Yard supplies and expenses		4 991
121	(392) Train enginemen		54 987
122	(394) Train fuel		119 762
123	(395) Train power produced		
124	(396) Train power purchased		
125	(400) Servicing train locomotives		23 595
126	(401) Trainmen		103 262
127	(402) Train supplies and expenses**		41 905
128	(403) Operating sleeping cars		
129	(404) Signal and interlocker operation		5 863
130	(405) Crossing protection		743
131	(406) Drawbridge operation		1 257
132	(407) Communication system operation		7 788
133	(408) Operating floating equipment		
134	(409) Employees' health and welfare benefits		24 274
135	(410) Stationery and printing		2 534
136	*Value of transportation issued in exchange for advertising		NONE
	**Includes gross charges and credits for heater and refrigerator service as follows:		
137	Freight train cars: Refrigerator-Charges		15 233
138	-Credits		11 038
139	Heater-Charges		849
140	-Credits		493
141	TOFC trailers: Refrigerator-Charges		424
142	-Credits		22
143	Heater-Charges		70
144	-Credits		16

320. RAILWAY OPERATING EXPENSES—Continued

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)	Other expenses not related to either freight or to passenger and allied services (i)	
\$	\$	\$	\$	\$	\$	\$	
10 162	678	10 840	139	3	142		95
13 464	464	13 928	4	3	7		96
306		306	32		32		97
1 539		1 539	1		1		98
							99
7		7					100
4	29	33					101
838	352	1 190		2	2		102
1 034	109	1 142	7	1	8		103
223	121	344		1	1		104
27 577	1 752	29 329	183	10	193		105
10 014	10 841	20 855	19	164	183		106
689	6 302	6 991		268	268		107
37 235	2 645	39 880	355	81	436		108
1 851		1 851					109
3 212		3 212					110
3 763	1 079	4 842	127	166	293		111
34 450	2 525	36 975		43	43		112
56 412	110	56 522		192	192		113
1 450	91	1 541		36	36		114
21 319	2 074	23 393		95	95		115
4 558	8 000	12 558		46	46		116
							117
							118
598	1 613	2 211		28	28		119
4 225	753	4 978		13	13		120
53 855		53 855	1 132		1 132		121
118 576		118 576	1 186		1 186		122
							123
							124
23 100		23 100	495		495		125
101 594		101 594	1 668		1 668		126
38 938	1 408	40 346	1 382	177	1 559		127
							128
2 823	2 840	5 663	1	199	200		129
580	158	738		5	5		130
508	719	1 227		30	30		131
1 706	5 962	7 668		120	120		132
							133
21 597	2 315	23 912	270	92	362		134
1 240	1 239	2 479	37	18	55		135

320. RAILWAY OPERATING EXPENSES—Continued

Line No.	Name of railway operating expense account (a)	Amount of operating expenses for the year (b)
	Transportation--Rail Line	\$
145	(411) Other expenses	2 635
146	(414) Insurance	1 265
147	(415) Clearing wrecks	6 490
148	(416) Damage to property	323
149	(417) Damage to livestock on right of way	200
150	(418) Loss and damage--Freight	12 715
151	(419) Loss and damage--Baggage	
152	(420) Injuries to persons	13 891
153	(421) TOFC/COFC terminals	5 768
154	(422) Other highway transportation expenses	2 348
155	(390) Operating joint yards and terminals--Dr	7 213
156	(391) Operating joint yards and terminals--Cr	8 898
157	(412) Operating joint tracks and facilities--Dr	1 385
158	(413) Operating joint tracks and facilities--Cr	3 165
159	Total transportation--Rail line	645 582
	Miscellaneous Operations	
160	(441) Dining and buffet service	(22)
161	(442) Hotels and restaurants	167
162	(443) Grain elevators	
163	(445) Producing power sold	
164	(446) Other miscellaneous operations	
165	(449) Employees' health and welfare benefits	20
166	(447) Operating joint miscellaneous facilities--Dr	683
167	(448) Operating joint miscellaneous facilities--Cr	
168	Total miscellaneous operations	848
	General	
169	(451) Salaries and expenses of general officers	7 015
170	(452) Salaries and expenses of clerks and attendants	35 140
171	(453) General office supplies and expenses	8 394
172	(454) Law expenses	4 280
173	(455) Insurance	156
174	(456) Employees' health and welfare benefits	2 468
175	(457) Pensions	14 166
176	(458) Stationery and printing	1 519
177	(460) Other expenses*	5 677
178	(461) General joint facilities--Dr	635
179	(462) General joint facilities--Cr	200
180	Total general expenses	79 250
181	Grand total railway operating expenses	1 396 416
182	Operating ratio (ratio of operating expenses to operating revenues) percent. (Two decimal places required)	83.23 %
183	Amount of employee compensation † (applicable to the current year) chargeable to operating expenses	\$ 769 098

*Give description and amount of charges to account No. 460, "Other expenses," for severance payments made to employees. This includes payments made as a result of agreements with employee organizations and awards pursuant to decisions of arbitration boards or by specific orders of this Commission or by voluntary action on the part of respondent. This also includes severance payments in cases relating to mergers and situations involving reduction in employees because of abandonment or consolidation of facilities.

Description of payments

Amount

Severance allowance to employees account consolidation \$ 58

\$ 58

†Includes "straight time paid for" in train and engine service, and "time actually worked and paid for at straight time rates" in other services; all overtime in train and engine service, and overtime paid for at punitive rates in other services; and "constructive allowances" including vacations and holidays in train and engine service and "vacations, holidays, and other allowances" in other service. Compensation chargeable to operating expenses applicable to prior years, which was paid or is payable under labor awards of the current year or for other reasons, should be reported under Instruction 6, ICC Wage Statistics Forms A and B, Monthly Report of Employees, Service and Compensation, and not included in Schedule 320.)

320. RAILWAY OPERATING EXPENSES—Concluded

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS						Other expenses not related to either freight or to passenger and allied services (i)	Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)		
\$ 2 250	\$ 379	\$ 2 629	\$	\$ 6	\$ 6	\$	145
835	8	843	418	4	422		146
6 490		6 490					147
1 083	(760)	323	1	(1)			148
197	1	198	2		2		149
12 715		12 715					150
							151
13 213	546	13 759	123	9	132		152
5 768		5 768					153
2 348		2 348					154
6 570		6 570	643		643		155
8 701	165	8 866	29	3	32		156
1 335		1 385					157
1 616	1 452	3 068		97	97		158
586 830	49 231	636 061	7 830	1 691	9 521		159
			(22)		(22)		160
158	9	167					161
							162
							163
							164
20		20					165
6		6	677		677		166
							167
184	9	193	655		655		168
95	6 676	6 771		244	244		169
12 350	21 897	34 247	94	799	893		170
136	7 968	8 104		290	290		171
	4 130	4 130		150	150		172
1	149	150		6	6		173
715	1 666	2 381	5	82	87		174
72	13 592	13 664	6	496	502		175
	7 466	1 466		53	53		176
1 192	4 271	5 463	58	156	214		177
685	6	691	(56)		(56)		178
143	55	198		2	2		179
15 103	61 766	76 869	107	2 274	2 381		180
1 095 939	279 879	1 375 818	12 214	8 384	20 598		181

322. ROAD PROPERTY—DEPRECIATION

Give the particulars called for with respect to the amount charged to account 256, "Road property—Depreciation," for the year.

Line No.	Subaccount (Dollars in thousands)		Amount of operating expenses for the year
	(a)	(b)	
			\$
1	(1) Engineering _____	314	
2	(2 1/2) Other right-of-way expenditures _____	59	
3	(3) Grading _____	373	
4	(5) Tunnels and subways _____	333	
5	(6) Bridges, trestles, and culverts _____	4 123	
6	(7) Elevated structures _____		
7	(13) Fences, snowsheds, and signs _____	463	
8	(16) Station and office buildings _____	2 160	
	(17) Roadway buildings _____	157	
10	(18) Water stations _____	99	
11	(19) Fuel stations _____	145	
12	(20) Shops and enginehouses _____	1 265	
13	(21) Grain elevators _____		
14	(22) Storage warehouses _____		
15	(23) Wharves and docks _____		
16	(24) Coal and ore wharves _____	385	
17	(25) TOFC/COFC terminals _____	288	
18	(26) Communication systems _____	2 351	
19	(27) Signals and interlockers _____	3 663	
20	(29) Power plants _____	21	
21	(31) Power _____	171	
22	(35) Miscellaneous structures _____	61	
23	(37) Roadway machines _____	3 009	
24	(39) Public improvements—Construction _____	466	
25	All other road accounts _____	8	
26	Total (account 266)	19 974	

324. RETIREMENTS—ROAD

Give the particulars called for with respect to the amount included in account 267, "Retirements—Road," for the year.

Line No.	Subaccount (Dollars in thousands)		Amount of operating expenses for the year
	(a)	(b)	
			\$
1	(1) Engineering _____	152	
2	(2 1/2) Other right-of-way expenditures _____	2	
3	(3) Grading _____	1 672	
4	(5) Tunnels and subways _____		
5	(8) Ties _____	456	
6	(9) Rails _____	(141)	
7	(10) Other track material _____	(648)	
8	(11) Ballast _____	266	
9	(12) Track laying and surfacing _____	530	
10	(38) Roadway small tools _____		
11	(39) Public improvements—Construction _____	39	
12	(43) Other expenditures—Road _____		
13	(76) Interest during construction _____		
14	(77) Other expenditures—General _____		
15	(80) Other elements of investment _____		
16	All other road accounts _____		
17	Total (account 267)	2 328	

322. ROAD PROPERTY—DEPRECIATION

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service	Common expenses apportioned to freight service	Total freight expense	Related solely to passenger and allied services	Common expenses apportioned to passenger and allied services	Total passenger expense	Other expenses not related to either freight or to passenger and allied services	
(c)	(d)	(e)	(f)	(g)	(h)	(i)	
\$ 255	\$ 114	\$ 369	\$ 3	\$ 2	\$ 5	\$	1
52	7	59					2
221	151	372		1	1		3
248	84	332		1	1		4
2 943	1 158	4 101		22	22		5
							6
463		463					7
1 499	414	1 913	192	55	247		8
95	62	157					9
55	23	78	19	2	21		10
93	48	141	3	1	4		11
829	401	1 230	27	8	35		12
							13
							14
							15
385		385					16
288		288					17
1 618	714	2 332	10	9	19		18
2 385	1 234	3 619	4	40	44		19
11	5	16	4	1	5		20
106	59	165		6	6		21
30	30	60		1	1		22
2 304	701	3 005		4	4		23
305	161	466					24
8		8					25
14 193	5 366	19 559	262	153	415		26

324. RETIREMENTS—ROAD

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service	Common expenses apportioned to freight service	Total freight expense	Related solely to passenger and allied services	Common expenses apportioned to passenger and allied services	Total passenger expense	Other expenses not related to either freight or to passenger and allied services	
(c)	(d)	(e)	(f)	(g)	(h)	(i)	
\$ 133	\$ 19	\$ 152	\$	\$	\$	\$	1
2		2					2
1 321	349	1 670		2	2		3
							4
426	30	456					5
(133)	(8)	(141)					6
(637)	(11)	(648)					7
227	39	266					8
488	41	529		1	1		9
							10
36	3	39					11
							12
							13
							14
							15
							16
1 863	462	2 325		3	3		17

326. SHOP AND POWER-PLANT MACHINERY—DEPRECIATION

Give the particulars called for with respect to the amount charged to account 305, "Shop and power-plant machinery—Depreciation," for the year.

Line No.	Subaccount (a)	(Dollars in thousands)	Amount of operating expenses for the year (b)
			\$
1	(44) Shop machinery _____		1 148
2	(45) Power-plant machinery _____		83
3	Total (account 305) _____		1 231

328. RETIREMENTS—EQUIPMENT

Give the particulars called for with respect to the amount included in account 330, "Retirements—Equipment," for the year.

Line No.	Subaccount (a)	(Dollars in thousands)	Amount of operating expenses for the year (b)
			\$
1	(52) Locomotives _____		
2	(53) Freight-train cars _____		(1 408)
3	(54) Passenger-train cars _____		
4	(55) Highway revenue equipment _____		
5	(56) Floating equipment _____		
6	(57) Work equipment _____		(7)
7	(58) Miscellaneous equipment _____		
8	(76) Interest during construction _____		
9	(77) Other expenditures—General _____		
10	(80) Other elements of investment _____		
11	Total (account 330) _____		(1 415)

330. EQUIPMENT—DEPRECIATION

Give the particulars called for with respect to the amount charged to account 331, "Equipment—Depreciation," for the year.

Line No.	Subaccount (a)	(Dollars in thousands)	Amount of operating expenses for the year (b)
			\$
1	(52) Locomotives-Yard _____		1 898
2	(52) Locomotives-Other _____		12 722
3	(53) Freight-train cars _____		38 273
4	(54) Passenger-train cars _____		
5	(55) Highway revenue equipment _____		460
6	(56) Floating equipment _____		
7	(57) Work equipment _____		1 494
8	(58) Miscellaneous equipment _____		1 523
9	Total (account 331) _____		56 370

326. SHOP AND POWER-PLANT MACHINERY—DEPRECIATION—Continued

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)	Other expenses not related to either freight or to passenger and allied services (i)	
\$	\$	\$	\$	\$	\$	\$	
761	366	1 127	7	14	21		1
37	34	71		12	12		2
798	400	1 198	7	26	33		3

328. RETIREMENTS-EQUIPMENT—Continued

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)	Other expenses not related to either freight or to passenger and allied services (i)	
\$	\$	\$	\$	\$	\$	\$	
(1 408)		(1 408)					1
							2
							3
							4
(7)		(7)					5
							6
							7
							8
							9
(1 415)		(1 415)					10
							11

330. EQUIPMENT-DEPRECIATION—Continued

RAIL-LINE EXPENSES, INCLUDING WATER TRANSFERS							Line No.
Expenses related solely to freight service (c)	Common expenses apportioned to freight service (d)	Total freight expense (e)	Related solely to passenger and allied services (f)	Common expenses apportioned to passenger and allied services (g)	Total passenger expense (h)	Other expenses not related to either freight or to passenger and allied services (i)	
\$	\$	\$	\$	\$	\$	\$	
1 864	34	1 898					1
12 722		12 722					2
38 273		38 273					3
							4
460		460					5
	1 481	1 461		13	13		6
	1 507	1 507		16	16		7
53 319	3 022	56 341		29	29		8
							9

350. RAILWAY TAX ACCRUALS

1. In Sections A and B show the particulars called for with respect to net accruals of taxes on railroad property, and U.S. Government taxes charged to account 532. "Railway tax accruals" of the respondent's In-

come account for the year.

2. In Section C show an analysis and distribution of Federal income taxes. (Dollars in thousands)

A. Other than U.S. Government Taxes					
Line No.	State (a)	Amount (b)	State (a)	Amount (b)	Line No.
		\$		\$	
1	Alabama		South Dakota	307	41
2	Alaska		Tennessee		42
3	Arizona	1	Texas	2	43
4	Arkansas		Utah		44
5	California	71	Vermont		45
6	Colorado	820	Virginia		46
7	Connecticut		Washington	6 522	47
8	Delaware	74	West Virginia		48
9	Florida		Wisconsin	1 142	49
10	Georgia		Wyoming	1 571	50
11	Hawaii		District of Columbia	1	51
12	Idaho	502			
13	Illinois	156	Other		
14	Indiana	1	Canada	1 153	52
15	Iowa	1 787	Mexico	4	53
16	Kansas	103	Puerto Rico		54
17	Kentucky	1			55
18	Louisiana	1	Total—Other than U.S. Government Taxes	43 039	56
19	Maine				
20	Maryland		B. U.S. Government Taxes		
21	Massachusetts		Kind of tax (a)	Amount (b)	
22	Michigan	1			
23	Minnesota	12 100		\$	
24	Mississippi		Income taxes:		
25	Missouri	2 258	Normal tax and surtax	(8 535)	57
26	Montana	6 680	Excess profits		58
27	Nebraska	3 782	Total—Income taxes	(8 535)	59
28	Nevada		Old-age retirement*	111 805	60
29	New Hampshire		Unemployment insurance	16 838	61
30	New Jersey		All other United States Taxes	37	62
31	New Mexico		Total—U.S. Government taxes	120 145	63
32	New York	3	Grand Total—Railway Tax Accruals (account 532)	163 184	64
33	North Carolina				
34	North Dakota	3 521			
35	Ohio				
36	Oklahoma		*Includes taxes for hospital insurance (Medicare) and supplemental annuities as follows:		
37	Oregon	474			
38	Pennsylvania	1	Hospital insurance	6 503	65
39	Rhode Island		Supplemental annuities	11 907	66
40	South Carolina				

350. RAILWAY TAX ACCRUALS--Continued

Charges Approved by GAO
B-180230 (R0399)

C. Analysis of Federal Income Taxes

1. In column (a) are listed the particulars which most often cause a differential between taxable income and pretax accounting income. Other particulars which cause such a differential should be listed under the caption "Other", 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".

2. Indicate in column (b) the beginning of the year total of accounts 714, 744, 762 and 786 applicable to each particular item in column (a).

3. Indicate in column (c) the net change in accounts 714, 744, 762 and 786 for the net tax effect of timing differences originating and reversing in the current accounting period.

4. Indicate in column (d) any adjustments, as appropriate, including adjustments to eliminate or restate deferred tax effects (credits or debits) due to applying or recognizing a loss carry-forward or a loss carry-back.

5. The total of line 10 in columns (c) and (d) should agree with the total of the contra charges (credits) to account 523, provision for deferred taxes, and account 591, provision for deferred taxes - extraordinary items, for the current year.

6. Indicate in column (e) the cumulative total of columns (b), (c), and (d). The total of column (e) must agree with the total of accounts 714, 744, 762 and 786.

Report dollars in thousands.

Line No.	Particulars (a)	Beginning of Year Balance (b)	Net Credits/Charges for Current Year (c)	Adjustments (d)	End of Year Balance (e)
1	Accelerated depreciation, Sec. 167 I.R.C.; Guideline lives pursuant to Reg. Proc. 62-21	215 006	14 805		229 811
2	Accelerated amortization of facilities Sec. 168 I.R.C.	20 835	(1 820)		19 015
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.	-	-		
4	Amortization of rights of way, Sec. 185 I.R.C.	-	-		
5	Other (Specify) (See page 87-A) (1)	(38 427)	(12 565)		(50 992)
6					
7					
8					
9	Investment tax credit*	(11 619)	935		(10 684)
10	TOTALS(1)	185 795	1 355		187 150

Distribution of tax expense:

11	(532) Railway tax accruals (Schedule 350(A), line 64)	163 184
12	(544) Miscellaneous tax accruals	5 406
13	(590) Income taxes on extraordinary items	-
14	Other (specify):	
15	(533) Provision for Deferred taxes	1 355
16		
17		
18	Total tax expense for year	169 945

* Footnotes:

19 Indicate method elected by carrier, as provided in the Revenue Act of 1971, to account for the investment tax credit:

Flow-through ☒ Deferral

20 If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit \$ 19 176

21 If deferral method was elected, indicate amount of investment tax credit utilized as a reduction of tax liability for current year \$ N/A

22 Deduct amount of current year's investment tax credit applied to reduction of tax liability but deferred for accounting purposes \$ N/A

23 Balance of current year's investment tax credit used to reduce current year's tax accrual \$ N/A

24 Add amount of prior year's deferred investment tax credits being amortized and used to reduce current year's tax accrual \$ N/A

25 Total decrease in current year's tax accrual resulting from use of investment tax credits \$ N/A

N/A - Not applicable

(1) Beginning of year balance has been restated to reflect the effect of capitalizing leases as required by FASB Statement No. 13.

Schedule 350 C (continued)
Analysis of Federal Income Taxes (000)

Particulars (a)	Beg. of year balance (b)	Net credits (charges) for current year (c)	Adjustments (d)	End of year balance (e)
Other:				
Charges to provision for losses recorded in prior years relating to Merger & discontinuance of passenger service - which are currently deductible	(13 747)	886	-	(12 861)
Net provision for losses and write-downs of investments and other assets not deductible in current year	(3 483)	196	-	(3 287)
Revenues & gains taxable in other years	1 005	3 739	-	4 744
Accruals for casualties, claims and other expenses not deductible in current year	(23 300)	(2 755)	-	(26 055)
Interest during construction and other costs capitalized - deductible currently for tax purposes	3 945	1 692	-	5 637
Asset Depreciation Range expense adjustment, capitalized for tax purposes - net	-	(14 880)	-	(14 880)
Taxable sale & leaseback transactions, net of financial stmt. amortization	(973)	(1 588)	-	(2 561)
Taxable net gains on property retirements credited to accumulated depreciation	(824)	(504)	-	(1 328)
Deferred state income taxes net of Federal tax benefit	3 084	362	-	3 446
Miscellaneous	(4 134)	287	-	(3 847)
Total Other	<u>(38 427)</u>	<u>(12 565)</u>	<u>-</u>	<u>(50 992)</u>

Beginning of year balance has been restated to reflect the effect of capitalizing leases as required by FASB Statement No. 13.

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371. INCOME FROM LEASE OF ROAD AND EQUIPMENT

1. Give particulars called for with respect to road and equipment leased to others during the year, the rent of which is includible in account No. 509, "Income from lease of road and equipment".

2. If the respondent leased to others during all or any part of the year any road and equipment upon which no rent receivable accrued, give par-

ticulars in a footnote. Show the three largest items regardless of the dollar amount and all other items amounting to \$250,000 or more. Each item less than \$250,000 may be combined into a single entry designated "Other items, each less than \$250,000."
(Dollars in thousands)

Line No.	Description of property (a)	Name of lessee (b)	Total rent accrued during year (account 509) (c)
1	Land, tracks & bldgs., Miss. St. Yard	Soo Line R. R. Co.	5
2	Trks., vic. of Hoyne Ave., Chgo, IL	Illinois Northern Ry. Co.	5
3	Rent of Line Wdenville & Issaquah, WA	Campbell-Ewald Co.	5
4	Other items, each less than \$250,000		7
5		Total	22

371A. ABSTRACT OF TERMS AND CONDITIONS OF LEASES

Give brief abstracts of the terms and conditions of the leases under which the above-stated rents are derived, showing particularly (1) the date of the grant, (2) the chain of title (in case of assignment or subletting) and dates of transfer connecting the original parties with the present parties, (3) the basis on which the amount of the annual rent is determined, and (4) the date when the lease will terminate, or, if the date of termination has not yet been fixed, the provisions governing the termination of the lease. Also give reference to the Interstate Commerce Commission's authority for the lease, if any. If none, state the reasons therefor. Only

changes during the year are required.—Indicate the year in which reference was made to the original lease, and also the year or years in which any change in lease was mentioned.

Copies of leases may be filed in lieu of abstracts above called for. References to copies filed in prior years should be specific.

If the respondent has any reversionary interest in railroad property from which it derives no rent, give the particulars hereunder; if it has no such reversionary interest, state that fact.

No changes

Respondent has no reversionary interest in railroad property from which it derives no rent.

372. MISCELLANEOUS RENT INCOME

Give particulars of rents receivable accrued for use of all properties not otherwise specified under rents receivable. This account is for rent income from property not operated by the respondent but the cost of which is properly included in cost of road and equipment. It should not be confused with operating revenue account No. 142, "Rents of buildings and other property", which is for rent revenue from operated property in road and equipment the cost of operation of which cannot be separately

stated.

Show amount of rent from three properties producing largest income regardless of amount, and all properties producing income of \$250,000 or more. Other properties whose income is less than \$250,000 may be combined into a single entry designated, "Other items, each less than \$250,000 per annum."

Report dollars in thousands.

Line No.	Description of Property		Name of lessee (c)	Amount of rent (d)
	Name (a)	Location (b)		
1	Parking lot site	Seattle, WA	Sears Roebuck & Co.	50
2	Parking lot site	Seattle, WA	U. S. Post Office Dept.	38
3	Parking lot site	Seattle, WA	Diamond Parking	38
4	Other items, each less than \$250,000 per annum			9 029
5				
6				
7				
8				
9				
10				
11			Total	9 155

375. SEPARATELY OPERATED PROPERTIES - PROFIT OR LOSS

Give particulars of the several separately operated properties of companies having a corporate existence separate and distinct from that of the respondent, the profits or losses resulting from the operation of which are receivable or payable in whole or in part by the respondent, and for each such separately operated property state the amount of such profits or losses accrued to the respondent during the year. Show the three largest

items regardless of the dollar amount and all other items amounting to \$250,000 or more. Each item less than \$250,000 may be combined into a single entry designated "Other items, each less than \$250,000". No dividends or other returns on securities held by or for the respondent should be shown hereunder nor any interest on construction advances or other loans. (Dollar in thousands)

Line No.	Description of property operated (a)	Location of property (b)	Name of operator (c)	ACCRUED TO RESPONDENT	
				Profit (d)	Loss (e)
1	NONE			\$	\$
2					
3					
4					
5					
6					
7					
8					
9					
10			Total		

INSTRUCTIONS CONCERNING RETURNS IN SCHEDULE 376. HIRE OF FREIGHT CARS, PAGE 90

1. Show a recapitulation of the total amounts credited and charged during the year to hire of freight cars on account of freight cars leased, freight cars interchanged, private and individual cars, auto racks and highway trailers. The difference between the total amount receivable and the total amount payable should be entered as a balance, receivable or payable as the case may be, and should be consistent with the entry for hire of freight cars in the Income Account, schedule 300.

2. In column (b) show the total car-miles, both loaded and empty whether paid for on loaded and empty basis or loaded basis only. Car-miles, loaded and empty, reported in column (b), lines 1 through 4, relate to total car-miles incurred on lines of respondent by cars rented on a mileage basis, for which payments are reported in columns (d) and (f). Exclude from lines 1 through 4, data applicable to TOFC and COFC cars and cars rented on a combination mileage and per diem* basis. These exclusions should be reported in lines 5 and 6 through 16.

3. On line 5, column (b), enter the total miles, loaded plus empty, incurred on lines of respondent by TOFC and COFC cars for which payments are reported in columns (d) and (f). In columns (c) through (f), as applicable, enter the rentals paid for TOFC and COFC cars regardless of basis for charges.

4. On lines 6, 7, and 8 report data applicable to all cars the rentals for

which are charged only on a combination mileage and per diem* basis. Car-miles loaded and empty, reported in column (b), lines 6, 7, and 8, relate to total car-miles incurred on lines of respondent by cars rented on a combination mileage and time basis* for which payments are reported in columns (d) and (f). Exclude from lines 6, 7, and 8, data reported on lines 1 through 5 and 9 through 16.

5. On lines 9 through 14 report the per diem (time portion) charges applicable to cars rented on a combination mileage and per diem* basis for which the mileage portion was reported on lines 6, 7, and 8. Report on line 15, columns (c) and (d), the car-days paid for and for which payments were received applicable to the unequipped boxcar charges reported on lines 9 through 12. Report on line 16, columns (c) and (d), the car-days paid for and for which payments were received applicable to cars, other than unequipped box cars, for which charges are reported on line 13.

6. Amounts payable to insurance companies and to other non-carrier companies for lease rental of cars should be included on line 17, column (f). Amounts receivable from railroads or other carriers for per diem rental of these cars should be reported on lines 6 through 16, column (c).

7. Line 21 refers to the auto racks separate and apart from the cars on which the racks are installed.

*Combination mileage and per diem refers to cars moving at rates per mile and per day prescribed by the Commission in Docket No. 31358 or updated computations thereof.

Schedule 376.—HIRE OF FREIGHT CARS AND HIGHWAY REVENUE EQUIPMENT

(Dollars in thousands)

Line No.	Item	Car-miles (loaded and empty) See instructions 2, 3, and 4	CARS OF RESPONDENT OR OTHER CARRIERS (Excluding cars of private car lines)		CARS OF INDIVIDUALS AND COMPANIES NOT CARRIERS (Including cars of private car lines)	
			Gross amount receivable (c)	Gross amount payable (d)	Gross amount receivable (e)	Gross amount payable (f)
(a)	(b)	(c)	(d)	(e)	(f)	
	FREIGHT CARS		\$	\$	\$	\$
	Mileage Basis:					
	97 013 816					10 119
1	Tank cars	61 754 041	555	66		4 692
2	Refrigerator cars	124 942 464				7 858
3	All other cars	283 710 321	555	66		22 669
4	Total (Lines 1-3)	183 128 127	182	504		9 272
5	TOFC and/or COFC Cars					
	Combination Mileage and Per Diem Basis:					
	Mileage Portion:					
6	Unequipped box cars	176 828 636	7 181	6 108		
7	All other per diem cars	375 313 962	12 284	13 787		
8	Total (Lines 6 and 7)	552 142 598	19 465	19 895		
	Per Diem Portion:					
	Unequipped Box Cars:					
	U.S. Ownership:					
9	Basic		12 176	9 241		
10	Incentive		4 313	3 978		
	Canadian Ownership:					
11	Basic	XXXXXXXXXXXX		794		
12	Incentive	XXXXXXXXXXXX		179		
13	All Other Per Diem Cars		37 830	30 491		
14	Total Per Diem Portion (Lines 9-13)		54 319	44 683		
15	Leased Rental-Railroad, Insurance and Other Companies			1 142	2 399	8 972
16	Other Basis					11 573
	CAR-DAYS PAID FOR (Lines 6 through 14)					
17	Unequipped Box Cars		3 617 692	1 864 144		
18	All Other Per Diem Cars		5 275 784	4 269 745		
	OTHER FREIGHT CARRYING EQUIPMENT					
19	Refrigerated Highway Trailers		572	245		84
20	Other Highway Trailers		1 718	2 483		5 701
21	Auto Racks		3 929	3 132		358
22	GRAND TOTAL (Lines 4, 5, 8, 14-16 & 19-21)		80 740	72 150	2 399	58 629
23	NET BALANCE CARRIED TO INCOME ACCOUNT: CREDIT \$			or DEBIT \$ 47 640		

377. LOCOMOTIVE RENTALS

Give an analysis as requested of amounts credited to account 504. "Rent from locomotives," and amounts charged to account 537. "Rent for locomotives," on account of locomotives leased or otherwise rented. (Dollars in thousands)

Line No.	Item (a)	Amount receivable (b)	Amount payable (c)	Remarks (d)
	Locomotives of respondent or other carriers:	\$	\$	
1	Mileage basis _____		(15)	
2	Per diem basis _____	177		
3	Other basis _____	6455 5-555	30	
	Long term lease _____	900		
	Locomotives of individuals and companies not carriers:			
4	Mileage basis _____			
5	Per diem basis _____	9		
6	Lease rental-insurance and other companies _____	8	16 982	
7	Other basis _____	94	74	
8	Total _____	6 743	17 071	

378. PASSENGER-TRAIN CAR RENTALS

Show a recapitulation of the total amounts credited to account 505. "Rent from passenger-train cars," and amounts charged to account 538. "Rent for passenger-train cars," on account of passenger cars leased, passenger cars interchanged, and private or individual cars. (Dollars in thousands)

Line No.	Item (a)	Amount receivable (b)	Amount payable (c)	Remarks (d)
	Cars of respondent or other carriers:	\$	\$	
1	Mileage basis _____			
2	Per diem basis _____	4		
3	Other basis _____	9		
	Cars of individuals and companies not carriers:			
4	Mileage basis _____			
5	Per diem basis _____			
6	Lease rental-insurance and other companies _____			
7	Other basis _____		736	
8	Total _____	13	736	

383. RENT FOR LEASED ROADS AND EQUIPMENT

1. Give particulars called for with respect to roads and equipment leased from others during the year, the rent for which is includible in account No. 542, "Rent for leased roads and equipment."

2. Rents payable which are not classifiable under one of the three headings provided should be explained in a footnote.

3. If the respondent held under lease during all or any part of the year any road upon which no rent payable accrued, or if any portion of the

charge shown hereunder is for construction on a line in which the respondent's leasehold interest will soon expire, give full particulars in a footnote.

4. Show the three largest items regardless of the dollar amount and all other items amounting to \$250,000 or more. Each item less than \$250,000 may be combined into a single entry designated "Other items, each less than \$250,000." (Dollars in thousands)

Line No.	Name of lessor or reversioner and description of property (a)	Total rent accrued during year (Acct. 542) (b)	Classification of Amount Column (b)		
			Interest on bonds (c)	Dividends on stocks (d)	Cash (e)
1	Lease of Spokane, Portland &	\$	\$	\$	\$
2	Seattle Railway Company	497			497
3	Lease of Garrison to Butte, MT				
4	main line from Union Pacific				
5	R. R. Co.	49			49
6	Lease of Orin Jct., Wendover, WY				
7	line from Colo. & Sou. Ry. Co	74			74
8	Other items, each less than				
9	\$250,000	1			1
10	Total	621			621

383A. ABSTRACTS OF LEASEHOLD CONTRACTS

1. Give brief abstracts of the terms and conditions of the leases under which the respondent holds the properties above named, showing particularly (1) the date of the lease, (2) the chain of title and dates of transfers connecting the original lessee with the respondent in case of assignment or subletting, (3) the basis on which the amount of the annual rent is determined, and (4) the date when the lease is to terminate, or, if such date has not yet been determined, the provisions governing its determination.

Also give reference to the Interstate Commerce Commission's authority for the lease, if any. If none, state the reasons therefore. **Only changes during the year are required.**

2. In lieu of the abstracts here called for, the respondent may file copies of lease agreements and give specific references to copies heretofore filed with the Commission. Agreements being filed should be addressed to the Bureau of Accounts.

NONE

384. MISCELLANEOUS RENTS

Give particulars of all properties the rents on which were charged by the respondent during the year to income, under the heading "Miscellaneous rents," showing for each item the total charge therefor to income. Show the three largest items regardless of the dollar amount and all other

items amounting to \$250,000 or more. Each item less than \$250,000 may be combined into a single entry designated "Other items, each less than \$250,000." (Dollars in thousands)

Line No.	Description of Property		Name of lessor (c)	Amount charged to income (d)
	Name (a)	Location (b)		
1	Gelco - Vehicle rental	Various	Gelco Leasing Corp.	\$ 1 339
2	Jet Star #1	Various	1st Nat'l Bank & Trust	
3			Co. of Evanston	302
4	National - Vehicle rental	Various	National Car Rental	266
5				
6				
7				
8	Other items, each less than \$250,000			73
9				
10			Total	1 980

396. ITEMS IN SELECTED INCOME AND RETAINED INCOME ACCOUNTS FOR THE YEAR

Give a brief description for all items, regardless of amount, included during the year in accounts 570, "Extraordinary items"; 590, "Income taxes on extraordinary items"; 606, "Other credits to retained income"; 616, "Other debits to retained income"; 620, "Appropriations for sinking and other reserve funds"; 621, "Appropriations for other purposes"; and 622, "Appropriations released." Give a brief description of the three largest items regardless of the dollar amount and all other items amounting to

\$250,000 or more included during the year in accounts 519, "Miscellaneous income", and 551, "Miscellaneous income charges." Items less than \$250,000 may be combined into a single entry designated "Other items, each less than \$250,000." The entries for each account shall be listed and the total of each account shall be shown corresponding to the amounts in Schedules 300 and 305, as appropriate. In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote. (Dollars in thousands)

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)
1	606	Other credits to retained income	\$	\$
2		Net gain from retirement of deferred \$10 par stock		
3		for sinking fund requirement.		405
4				
5	616	Other debits to retained income		
6		Expense of issuing 2,000,000 shares preferred stock	3 074	
7				
8	620	Appropriations for sinking and other reserve funds		
9		Appropriations from 1977 income for sinking fund		
10		requirements payable July 1, 1978, G.N. General		
11		Mortgage Bonds Series N, O, P and Q	1 125	
12				
13	621	Appropriations for other purposes		
14		Incentive per diem	511	
15				
16	622	Appropriations released		
17		Amount appropriated from income in 1976 for sink-		
18		ing fund requirements under G.N. General Mortgage		
19		Bonds Series N, O, P and Q as bonds theretofore		
20		acquired from funds derived from income were used		
21		for the requirement, payable July 1, 1977		1 125
22				
23				
24		Incentive per diem		* 5 926
25		Total Account 622		7 051
26				
27	519	Miscellaneous income		
28		Profit on land sale		11 948
29		Premium on exchange of funds between		
30		U. S. and Canada		893
31		Gain - Early extinguishment of debt		447
32		Other items each less than \$250,000		1 085
33		Total Account 519		14 373
34				
35	551	Miscellaneous income charges		
36		Interest on tax deficiencies	2 044	
37		Discount on exchange of funds between		
38		Canada and U. S.	1 264	
39		Merger expense - St. L. - SF. Ry. Co.	458	
40		Commitment fees	449	
41		Other items each less than \$250,000	1 529	
42		Total Account 551	5 744	
43				
44				

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED INCOME ACCOUNTS

* Includes \$1,205 1976 release of funds taken up in 1977.

See footnote 1976 R-1 Schedule 232.

NOTES AND REMARKS

INSTRUCTIONS CONCERNING RETURNS IN SCHEDULE 411

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 distances between termini 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., not classifiable under "branch lines" as defined below. 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.

In classifying the line between *main* and *branch* (column (c)), use the distinction usually followed by respondent. Branch lines are distinguished from industrial tracks or yard tracks and sidings in that branch lines serve one or more stations beyond the point of junction with the main line or another branch line and to or from which stations train service, or its equivalent, is performed.

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 case 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.

411. MILEAGE OPERATED AT CLOSE OF YEAR (For other than switching and terminal companies)

Line No.	Class (a)	Proportion owned or leased by respondent (b)	Main (M) or branch (B) line (c)	RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				Miles of way switching tracks (h)	Miles of yard switching tracks (i)	Total (j)
				Miles of road (d)	Miles of second main track (e)	Miles of all other main tracks (f)	Miles of passing tracks, cross-overs, and turn-outs (g)			
1	1	100	M	11 389	1 544	72	1 755	1 194	3 542	19 496
2	1J	3/4	M						6	6
3	1J	2/3	M						20	20
4	1J	1/2	M	36	1		4	10	104	155
5	1J	1/3	M	5	5		1	5	13	29
6	1J	1/4	M						11	11
7	1J	1/5	M						10	10
8	1J	1/6	M					1		1
9	1J	1/12	M					1		1
10	Total 1J Main			41	6		5	17	164	233
11	Total 1 & 1J Main			11 430	1 550	72	1 760	1 211	3 706	19 729
12	1	100	B	9 450	7		341	926	265	10 989
13	1J	2/3	B							
14	1J	1/2	B	134			10	47	20	211
15	1J	1/3	B	1				3	7	11
16	1J	1/4	B						36	36
17	1J	1/5	B						1	1
18	Total 1J Branch			135			10	50	64	259
19	Total 1 & 1J Branch			9 585	7		351	976	329	11 242
20	Total Main & Branch			21 015	1 557	72	2 111	2 187	4 035	30 977
21										
22	3B	100	M	82			7	3	12	104
23	3B	100	B	49			4	5		58
24	Total Main & Branch			131			11	8	12	162
25										
26	4A	100	M	443	6		79	31	96	655
27	4AJ	1/2	M						6	6
28	Total 4A&4AJ Main			443	6		79	31	102	661
29	4A	100	B	63			1	6	1	71
30	Total 4A&4AJ M & B			506	6		80	37	103	732
31										
32	5	100	M	370	88	2	54	36	93	643
33	5	100	B	435	25		65	21	32	578
34	Total Main & Branch			805	113	2	119	57	125	1 221
35										
36	Total Main			12 325	1 644	74	1 900	1 281	3 913	21 137
37	Total Branch			10 132	32		421	1 008	362	11 955
38	Grand Total			22 457	1 676	74	2 321	2 289	4 275	33 092
39										
40	CANADIAN MILEAGE INCLUDED ABOVE									
41	1	100	M	33	7		4	1	30	75
42	1	100	B	89			2	5	4	100
43	1J	1/2	B	4						4
44	Total 1 & 1J Branch			93			2	5	4	104
45	Total Main & Branch			126	7		6	6	34	179
46										
47	5	100	M	67	3		5	5		80
48	5	100	B	14			3	1	16	34
49	Total Main & Branch			81	3		8	6	16	114
50										
51	Grand Total Canadian									
52	Mileage			207	10		14	12	50	283
53										
54										
55	Total Main Line			XXX						
56	Total Branch Lines			XXX						
57	Grand Total			XXX						
58	(See Line 38)									
	Miles of road or track electrified included in preceding grand total			XXX						
	None									

411-A. MILEAGE OWNED BUT NOT OPERATED BY RESPONDENT AT CLOSE OF YEAR

If any of the tracks returned in this schedule are operated by other than the respondent, the name of the company or individual operating them and the conditions under which they are held for operation should be

shown in a footnote. Tracks which have been permanently abandoned should not be included in this schedule.

Line No.	Class	Name of road or track	Main (M) or branch (B) line	RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC				Miles of way switching tracks	Miles of yard switching tracks	Total
				Miles of road	Miles of second main track	Miles of all other main tracks	Miles of passing tracks, cross-overs, and turn-outs			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
1	LJ	Line "D"	M						1	1
2	1	Spur	M						2	2
3	1	IN	M						1	1
4	1	MIW	M						1	1
5										
6										
7										
8										
9										
10										
11										
12										
13										
14										
15			Total XXX						5 - 1	5 - 1

Note: Mileage is stated in whole miles.

Lines

1. Joint ownership with Soo Line RR Co., which company operates and maintains property on Line "D" in Minneapolis, Minnesota.
2. Leased to and operated by Union Pacific RR Co., which company pays taxes and maintains property in Spokane, Washington.
3. Illinois Northern Ry. Co. operates yard tracks under agreement at Chicago, Illinois.
4. CMStP&P RR Co. operates yard tracks under agreement at Council Bluffs, Iowa.

412. MILES OF ROAD AT CLOSE OF YEAR—BY STATES AND TERRITORIES (SINGLE TRACK)

(For other than switching and terminal companies)

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), (e), or (f), as may be appropriate. The remainder of jointly operated mileage should be shown in column (g). Respondent's proportion of road jointly owned, not operated, should be shown in columns (i) and (j), as may be appropriate. Tracks which have been permanently abandoned should not be included in columns (i) and (j).

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.

Line No.	State or territory (a)	LINE OWNED			ROAD OPERATED BY RESPONDENT					LINE OWNED, NOT OPERATED BY RESPONDENT			New line constructed during year (k)
		Main line (b)	Branch lines (c)	Line of proprietary companies (d)	Line operated under lease (e)	Line operated under contract, etc. (f)	Line operated under track rights (g)	Total mileage operated (h)	Main line (i)	Branch lines (j)			
1	California	66	33										
2	Colorado	214	102										
3	Idaho	163	270										
4	Illinois	942	473										
5	Iowa	450	353										
6	Kansas	13	187										
7	Kentucky												
8	Minnesota	1 798	996										
9	Missouri	598	460										
10	Montana	2 342	1 008		52								
11	Nebraska	1 408	1 205										
12	North Dakota	1 103	2 269										
13	Oregon	134	43			100							
14	South Dakota	62	465										
15	Washington	1 142	1 519		48	406							
16	Wisconsin	333	2										
17	Wyoming	606	42		31								
18	Prov. of British Columbia	34	91										
19													
20	Prov. of Manitoba												
21													
	Total Mileage (single track)	11 408	9 518		131	506		894				22 457	

2 951 9

2 09 26

20,926

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414. CHANGES DURING THE YEAR

Hereunder state the matters called for. Make the statements explicit and precise, and number them in accordance with the inquiries; each inquiry should be fully answered, and if the word "none" truly states the mileage should be reported by classes and stated 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.

1. For each railroad property used in respondent's transportation service, show all increases and decreases in mileage, classifying the changes in the tables below as follows:

(Class 1) Line owned by respondent.

(Class 2) Line owned by proprietary companies.

(Class 3) Line operated under lease for a specified sum.

(Class 4) Line operated under contract or agreement for contingent rent.

(Class 5) Line operated under trackage rights.

2. For changes in miles of road, give dates of beginning or abandonment of operations. If any changes reportable in this schedule occurred under authority granted by the Commission in certificates of convenience and necessity, issued under paragraphs (18) to (22) of section 1 of the Interstate Commerce Act or otherwise, specific reference to such authority should in each case be made by docket number or otherwise, as may be appropriate.

3. All consolidations, mergers, and reorganizations effected, giving particulars.

This statement should show the mileage, equipment, and cash value of property of each company as well as the consideration received by each company party to the action. State the dates on which consolidated, etc., and whether the prior companies have been dissolved. Copies of the articles of consolidation, merger, or reorganization should be filed with this report.

4. Other important changes not elsewhere provided for involving more than \$50,000, giving full particulars.

INCREASES IN MILEAGE

Line No.	Class (a)	Main (M) or branch (B) line (b)	Running Tracks, Passing Tracks, Cross-Overs, Etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	Total (i)	Remarks (j)
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of passing tracks, cross-overs and turn-outs (f)				
1	1	M	3	1		14	16	21	55	
2	1	B	2			1	16	1	20	
3	1J	M						9	9	
4	4A	M				7	1	2	10	
5	4AJ	M						5	5	
6	5	B	3						3	
7										
8										
9										
10										
11										
12										
13	Total Increase		8	1		22	33	38	102	

DECREASES IN MILEAGE

14										
15	1	M	50	3		13	19	68	153	
16	1	B	171	7		13	31	13	235	
17	1J	M				5		7	12	
18	4A	M				1		2	3	
19	5	M						29	29	
20	5	B					1		1	
21										
22										
23										
24										
25	Total Decrease		221	10		32	51	119	433	

If returns under Inquiry No. 1 above include any first main track owned by respondent or its proprietary companies representing new construction or permanent abandonment give the following particulars:

Owned by respondent:

Miles of road constructed _____ Miles of road abandoned 212 (see page 102)

Owned by proprietary companies:

Miles of road constructed None Miles of road abandoned None

The item "miles of road constructed" is intended to show the mileage of first main track laid to extend respondent's road, and should not include tracks relocated and tracks laid to shorten the distance between two points, without serving any new territory.

By road abandoned is meant "permanently abandoned," the cost of which has been or is to be written out of the investment accounts.

NOTES AND REMARKS

Schedule 414

<u>Increases</u>	<u>Segment or Location</u>	<u>Date</u>	<u>Finance Docket No.</u>
.01	Wallula Jct.-Pendleton, WA - Recalculation		
.01	Pasco-Attalia, WA - Recalculation		
.01	Woodinville-North Bend, WA - Recalculation		
.01	Herrin Jct.-Metropolis, IL - Recalculation		
.07	Bushnell-Herrin, IL - Recalculation		
.07	Cheney-Adrian, WA - Conversion		
.51	Hinckley, MN - New connection		
1.24	Carlton, MN - New connection		
.09	Leeds, ND - Conversion		
.74	Key West, MN - Correction		
1.00	Carlton, MN - New connection		
.05	Ladd-Howe, IL - Correction		
1.57	LX Jct.-Seatonville Jct., IL - Trackage rights (C&NW)		
* .44	Mendon, IL - Correction-abandonment	6/12/73	AB-6 Sub 6
.34	Glyndon, MN - Transfer connecting track		
.01	KS, MP - Joint purchase Atchison Bridge - Kansas		
.34	KS, MP - Joint purchase Atchison Bridge - Missouri		
.04	Craigmont, ID - Line change		
.03	Lincoln - Columbus, NE - Remove and convert		
.63	Jamestown-LaMoure, ND - Conversion		
1.16	Lincoln, NE - Trackage rights (UP)		
.17	Lincoln, NE - Connection		
7.94	Total increases in miles of road		
<u>Decreases</u>			
* .14	Grand Forks-Neché, ND - Correction to abandonment	4/01/76	AB-6 Sub 29
*14.93	Lewistown-Fairview, IL - Abandonment	1/01/77	AB-6 Sub 17
* 3.98	Lewistown-Fairview, IL - Tr. to side track	1/01/77	AB-6 Sub 17
*14.62	Carlton-Duluth, MN - Abandonment	1/15/77	AB-6 Sub 37
* .45	Carlton-Duluth, MN - Conversion	1/15/77	AB-6 Sub 37
.11	Bellingham-Larson, WA - Conversion		
.08	Woodinville - North Bend, WA - Track removal		
*32.56	White Bear-Carlton, MN - Abandonment	5/15/77	AB-6 Sub 38
.15	Fromberg, MT - Line change		
1.03	Carlton, MN - New connection		
.81	Mahonine Mine, MN - Remove track		
1.23	Mahonine Mine, MN - Transferred to side track		
* .86	Carlton, MN - Correction to abandonment	1/15/77	AB-6 Sub 37
.05	Post Falls, ID - Line change		
.43	Glyndon, MN - Remove track		
* .94	Coeur d'Alene, ID - Abandonment	6/23/77	AB-6 Sub 22
.01	Atchison, KS - Trackage rights cancelled		
.34	Winthrop - Atchison, MO - Trackage rights cancelled		
1.31	Mesabi Range Mines, MN - Removed or transferred		
* 7.93	Clyde - Pleasantview, WA - Abandonment	7/15/77	AB-6 Sub 34
*19.71	Lamoni-Mount Ayr, IA - Abandonment	5/19/77	AB-6 Sub 18
*10.12	Blanchard-Mayville, ND - Abandonment	11/15/77	AB-6 Sub 35
.89	Talmadge Jct.-Des Moines, IA - Removal		
1.02	Des Moines, IA - Removal		
*14.49	L&S Jct.-LaSalle, IL - Abandonment	9/27/77	AB-6 Sub 36
.06	Pingree-Wilton, ND - Removal		
*34.50	Sterling-Raymer, CO - Abandonment	12/01/77	AB-6 Sub 45
* 2.43	Holdrege-Raymer, CO - Conversion	12/01/77	AB-6 Sub 45
.42	Hopkins Jct.-Hopkins, MN - Line change		
*10.09	Brinsmade-Leeds, ND - Abandonment	12/01/77	AB-6 Sub 40
* 3.07	Nifa-West Batavia, IL - Abandonment	12/01/77	AB-6 Sub 42
.01	Villard, MN - Track removal		
*17.47	Wadena Jct.-Henning, MN - Abandonment	5/15/76	AB-6 Sub 13
* 1.09	Lincoln, NE - Abandonment	4/22/77	AB-6 Sub 27
*17.83	Sauk Centre-Long Prairie, MN - Abandonment	12/01/76	AB-6 Sub 14
* 5.64	Maitland - Skidmore, MO - Abandonment	3/15/77	AB-6 Sub 26
220.84	Total decreases in miles of road		

* Miles of road abandoned 212.41

INSTRUCTION CONCERNING RETURNS IN SCHEDULE 417 ON PAGES 104 AND 105

Instructions for reporting locomotive and passenger-train car data, pages 104 and 105.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.

2. In column (c) give the number of units purchased new or built in company shops. In column (d) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.

3. Units leased to others for a period of one year or more are reportable in column (f); units temporarily out of respondent's service and rented to others for less than one year are to be included in column (h); units rented from others for a period less than one year should not be included in column (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 operating at terminals.

5. A "self-propelled car" is a rail motor car propelled by electric motors receiving power from 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, and whether power may at times be supplied from 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 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 17 under "Auxiliary units".

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

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

417. INVENTORY OF EQUIPMENT

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

Line No.	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year					Units at Close of Year				
			Units installed				Units retired from service of respondent whether owned or leased, including reclassification (g)	Owned and used (h)	Leased from others (i)	Total in service of respondent (col. (h)&(i)) (j)	Aggregate capacity of units reported in col. (j) (see ins. 7) (k)	Leased to others (l)
			New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)						
	<i>Locomotive Units</i>										(H.P.)	
1	Diesel-Freight — A units	1 253		123			22	634	620	1 254	3 591 400	32
2	Diesel-Freight — B units	51						51		51	85 500	
3	Diesel-Passenger — A units	25					4		21	21	50 400	
4	Diesel-Passenger — B units											
5	Diesel-Multiple purpose — A units	647					5	628	14	642	1 067 900	
6	Diesel-Multiple purpose — B units											
7	Diesel-Switching — A units	377						371	6	377	412 000	1
8	Diesel-Switching — B units											
9	Total (lines 1 to 8)	2 253		123			31	1 684	661	2 345	5 210 200	33
10	Electric-Freight											
11	Electric-Passenger											
12	Electric-Multiple purpose											
13	Electric-Switching											
14	Total (lines 10 to 13)											
15	Other self-powered units											
16	Total (lines 9, 14 and 15)	2 253		123			31	1 684	661	2 345	5 210 200	33
17	Auxiliary units	15						15		15	XXXX	
18	Total Locomotive Units (lines 16 and 17)	2 268		123			31	1 699	661	2 360	XXXX	33

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

Type or design of units (a)	Before Jan. 1, 1955 (b)	Between Jan. 1, 1955, and Dec. 31, 1959 (c)	Between Jan. 1, 1960, and Dec. 31, 1964 (d)	Between Jan. 1, 1965, and Dec. 31, 1969 (e)	Between Jan. 1, 1970, and Dec. 31, 1974 (f)	During Calendar Year					TOTAL (l)
						1975 (g)	1976 (h)	1977 (i)	1978 (j)	1979 (k)	
19 Diesel	603	458	202	348	528	30	75	101			2 345
20 Electric											
21 Other self-powered units	603	458	202	348	528	30	75	101			2 345
22 Total (lines 19 to 21)				2	10						15
23 Auxiliary units											
24 Total Locomotive Units (lines 22 and 23)	606	458	202	350	538	30	75	101			2 360

417. INVENTORY OF EQUIPMENT—Continued

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

Line No.	Class of equipment and car designations (a)	Units in service of respondent at beginning of year (b)	Changes During the Year					Units at Close of Year				
			Units Installed				Units retired from service of respondent whether owned or leased, including 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)						
25	PASSENGER-TRAIN CARS Non-Self-Propelled	165					1	39	125	164	(Seating capacity) 19 863	
26	Coaches [PA, PB, PBO] —											
27	Combined cars [All class C, except CSB] —											
28	Parlor cars [PBC, PC, PL, PO] —	20					6	13	1	14	308	
29	Sleeping cars [PS, PT, PAS, PDS] —											
30	Dining, grill and tavern cars [All class D, PD] —	18						16	2	18	XXXX	
31	Postal cars [All class M] —	24					4	15	5	20	XXXX	
32	Non-passenger carrying cars [All class B, CSB, PSA, 1A] —	91					17	69	5	74	XXXX	
33	Total (lines 25 to 31) —	318					28	152	138	290 *	20 171	
34	Self-Propelled Rail Motorcars											
35	Electric passenger cars [EP, ET] —											
36	Electric combined cars [EC] —											
37	Internal combustion rail motorcars [ED, EG] —											
38	Other self-propelled cars (Specify types: —)											
39	Total (lines 33 to 36) —											
40	Total (lines 32 and 37) —	318					28	152	138	290	20 171	
41	COMPANY SERVICE CARS	7						7		7	XXXX	
42	Business cars [PV] —	1 077				27	82	985	37	1 022	XXXX	
43	Boarding outfit cars [MWX] —											
44	Derrick and snow removal cars [MWU, MWV, MWW, MWK] —	210	3			5	5	208	5	213	XXXX	
45	Dump and ballast cars [MWB, MWD] —	848					30	785	33	818	XXXX	
46	Other maintenance and service equipment cars —	5 095	1			287	227	4 974	182	5 156	XXXX	1
47	Total (lines 39 to 43) —	7 237	4			319	344	6 959	257	7 216	XXXX	1

* 119 cars are assigned to suburban service, balance of cars are for sale or conversion.

417. INVENTORY OF EQUIPMENT—Continued

Instructions for reporting freight-train car data, pages 106 and 107.

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 (a); units temporarily out of respondent's service and rented to others for less than one year are to be included in column (d); 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.	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes During the Year			
		Time-mileage cars (b)	All others (c)	Units Installed			
				New units purchased or built ¹ (d)	New units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts ¹ (f)	All other units, including reclassification and second hand units purchased or leased from others (g)
FREIGHT-TRAIN CARS							
45	Box-General Service (unequipped) [All B, L070, R-00, R-01]	37 831	519			370	967
46	Box-General Service (equipped) [A-20, A-30, A-40, A-50, R-06, R-07]	8 839	355	180			196
47	Box-Special Service [A-00, A-10]	1 504		100			140
48	Gondola-General Service [All G (except G-9-)]	5 953		24			219
49	Gondola-Special Service [G-9-, J-00, all C, all E]	3 590					2
50	Hopper (open top)-General Service [All H (except H-70)]	11 478		1) 347	120		120
51	Hopper (open top)-Special Service [H-70, J-10, J-20, all K]	5 801					150
52	Hopper (covered) [L-5-] R-217	15 045		600			
53	Tank, under 12,000 gallons [T-0, T-1, T-2, T-3]						
54	Tank, 12,000-18,999 gallons [T-4]						
55	Tank, 19,000-24,999 gallons [T-5, T-6]	49					
56	Tank, 25,000 gallons and up [T-7, T-8, T-9]	127					
57	Refrigerator (meat)-Mechanical [R-11, R-12]	142					
58	Refrigerator (other than meat) -Mechanical [R-04, R-10] R-18	3 018					
59	Refrigerator (meat)-Non-Mechanical [R-02, R-08, R-09, R-14, R-15, R-17]		131				
60	Refrigerator (other than meat) -Non-Mechanical [R-03, R-05, R-13, R-16]		2 093				
61	Stock [All S]	2 321					
62	Flat-Multi-level (vehicular) [All V]						151
63	Flat-General Service [F-0-]	3 066					
64	Flat-Special Service [F-1-, F-9-, F-20, F-30, F-40, XXXXXX F-8	4 953		392			3
65	Flat-TOFC [F-7-, XXX M100	347					
66	All other [L-0-, L-1-, L-4-, L080, L090] L-2, M110	2 075	8	200			128
67	Total (lines 45 to 66)	106 139	3 106	1 843	120	370	2 076
68	Caboose [All N]	XXXX	1 059	80			
69	Total (lines 67, 68)	106 139	4 165	1 923	120	370	2 076
¹ Box, unequipped (which relates to incentive per diem order)		New units purchased or built			Units rebuilt or acquired		
		General funds		Incentive funds	General funds		Incentive funds
		NONE		NONE	60		310
1) 383 units shipped - 347 placed in service of respondent.							

417. 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. Freight-train car type codes shown in column 4a) correspond to the AAR Multilevel Per Diem Master List. Dashes are used in appropriate places to permit a sim-

gle code to represent several car type codes. Descriptions of car codes and designations are published in *The Official Railway Equipment Register*.

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

Changes during year (Concluded)	Units At Close of Year						Line No.
	Owned and used (a)	Leased from others (b)	Total in service of respondent (col. (i) + (j))		Aggregate capacity of units reported in col. (k) + (l) (see ins. 4) (m)	Leased to others (n)	
			Time- mileage cars (i)	All other (j)			
Units retired from service of respondent whether owned or leased, in- cluding re- classification (c)							
5 822	26 672	7 193	33 344	521	1 993 035		45
322	7 788	1 460	9 088	160	645 510	138	46
138	1 547	59	1 606		121 092		47
369	4 618	1 209	5 827		439 064	60	48
79	2 945	568	3 513		330 749		49
676	8 685	2 704	11 389		984 010	50	50
84	5 417	450	5 867		460 853		51
72	14 653	920	15 573		1 436 609	4	52
							53
	49		49		4 606		54
	127		127		11 932	5	55
	123	19	142		10 849		56
							57
46	1 439	1 533	2 972		198 530		58
2	128	1		129	5 818		59
384	712	997		1 709	92 371		60
407	1 914		1 914		83 642		61
							62
391	2 302	524	2 826		174 364		63
250	4 958	140	5 098		349 978	298	64
54	293		293		17 844		65
28	2 380	3	182	2 201	190 424		66
9 124	86 750	17 780	99 810	4 720	7 556 280	555	67
53	1 001	85	XXXX	1 086	XXXXXXXXXXXXXXXX	10	68
9 177	87 751	17 865	99 810	5 806	7 556 280	565	69

417. INVENTORY OF EQUIPMENT—Concluded

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

Line No.	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes During the Year			
		Per diem (b)	All other (c)	New units purchased or built ¹ (d)	Units Installed		
					New units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, including reclassification and second hand units purchased or leased from others (g)
	FLOATING EQUIPMENT						
71	Self-propelled vessels [Tugboats, car ferries, etc.]	X X X X					
72	Non-self-propelled vessels [Car floats, lighters, etc.]	X X X X					
73	Total (lines 71 and 72)	X X X X					
	HIGHWAY REVENUE EQUIPMENT						
74	Bogie-chassis		45		63		
75	Dry van	1 302	22	4	200		
76	Flat bed	3					
77	Open top						
78	Mechanical refrigerator	292	36				
79	Bulk						
80	Insulated	20	8		200		
81	Platform, removable sides		3				
82	Other trailer or container						
83	Tractor		28	3			
84	Truck		20				
85	Total (lines 74 to 84)	1 617	162	7	463		

NOTES AND REMARKS

417. INVENTORY OF EQUIPMENT—Concluded

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

Charges during year (Concluded)	Units At Close of Year						Line No.
	Units retired from service of respondent whether owned or leased, in- cluding re- classification (a)	Owned and used (b)	Leased from others (c)	Total in service of respondent (col. (b) + (c))		Leased to others (e)	
				Per diem (k)	All other (l)		
					Aggregate capacity of units reported in col. (k) + (l) (see ins. 4) (Tons)		
			XXXX			71	
			XXXX			72	
			XXXX			73	
2	35	71		106	2 100	74	
58	102	1 368	1 434	36	41 095	75	
2	1		1		25	76	
37	291		255	36	7 555	77	
8	21	199	212	8	5 705	78	
	3			3	55	79	
3	28			28	135	80	
	20			20	40	81	
110	501	1 638	1 902	237	56 710	82	
						83	
						84	
						85	

NOTES AND REMARKS

421. HIGHWAY MOTOR VEHICLE OPERATIONS

Give particulars of highway motor vehicles operated by respondent in revenue and non-revenue service and of revenue traffic handled for the respondent by others under contractual arrangements.

In reporting highway motor vehicle miles in line-haul service, show the mileage of buses and combination bus-trucks on line 5; the mileage of trucks and of bogies, trailers and semitrailers with trucks on line 6; and the mileage of tractors and of bogies, trailers and semitrailers with tractors on line 7. Vehicle miles in terminal service should be reported on lines 8 and 9.

In reporting traffic carried and traffic handled 1 mile on lines 10 to 15, and on lines 20 to 23, both inclusive, show the total number of tons and ton-miles of revenue freight in column (i) and the total number of passengers carried and passenger-miles in column (c), regardless of the class of vehicle used to perform the transportation service.

In reporting highway motor vehicles in nonrevenue service include those used in maintenance, shops, and storehouses, and transportation of company material; also buses used for transportation of company employees. Exclude automobiles used by officials and employees.

A. OPERATED BY RESPONDENT
(Revenue and nonrevenue service)

Line No.	Item (a)	Bogies (b)	Buses (c)	Chassis (d)
REVENUE SERVICE				
Vehicles owned or leased:				
1	Number available at beginning of year			45
2	Number installed during the year			63
3	Number retired during the year			2
4	Number available at close of year			106
Vehicle miles (including loaded and empty):				
Line haul (station to station):				
5	Passenger vehicle miles	XXXXXX		XXXXXX
6	Truck miles		XXXXXX	XXXXXX
7	Tractor miles		XXXXXX	XXXXXX
Terminal service:				
8	Pick-up and delivery			
9	Transfer service			
Traffic carried:				
10	Tons—Revenue freight—Line haul	XXXXXX	XXXXXX	XXXXXX
11	Tons—Revenue freight—Terminal service only	XXXXXX	XXXXXX	XXXXXX
12	Revenue passengers—Line haul	XXXXXX		XXXXXX
13	Revenue passengers—Terminal service only	XXXXXX		XXXXXX
Traffic handled 1 mile:				
14	Ton-miles—Revenue freight—Line haul	XXXXXX	XXXXXX	XXXXXX
15	Revenue passenger-miles—Line haul	XXXXXX		XXXXXX
NONREVENUE SERVICE				
Vehicles owned or leased:				
16	Number available at beginning of year		35	
17	Number installed during the year		9	
18	Number retired during the year			
19	Number available at close of year		44	

*When performed by vehicles other than those used for line haul.

B. OPERATED BY OTHERS
(Revenue service)

Line No.	Item (a)	Bogies (b)	Buses (c)	Chassis (d)
Traffic carried:				
20	Tons—Revenue freight	XXXXXX	XXXXXX	XXXXXX
21	Revenue passengers	XXXXXX		XXXXXX
Traffic handled 1 mile:				
22	Ton-miles—Revenue freight	XXXXXX	XXXXXX	XXXXXX
23	Revenue passenger-miles	XXXXXX		XXXXXX

Note: Section A includes operations under ICC MC 28573.

421. HIGHWAY MOTOR VEHICLE OPERATIONS—Concluded

"Trailers" means trailer bodies used in TOFC/COFC service which are permanently mounted on running gear. "Containers" means trailer bodies used in TOFC/COFC service which are not permanently mounted on wheels or chassis, but are separated from such running gear before being loaded on flat cars.

A. OPERATED BY RESPONDENT—Concluded
(Revenue and nonrevenue service)

Containers (c)	Semitrailers (f)	Tractors (g)	Trailers (h)	Trucks (i)	Combination bus-trucks (j)	Line No.
	1 686	28		20		1
	404	3				2
	105	3				3
	1 985	28		20		4
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX		5
XXXXXX		XXXXXX			XXXXXX	6
XXXXXX		1 627 905	1 627 905	XXXXXX	XXXXXX	7
				100 533		8
						9
XXXXXX	XXXXXX	XXXXXX	XXXXXX	55 474	XXXXXX	10
XXXXXX	XXXXXX	XXXXXX	XXXXXX	51 747	XXXXXX	11
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	12
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	13
XXXXXX	XXXXXX	XXXXXX	XXXXXX	10 589 225	XXXXXX	14
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	15
	54	11	120	2 406	1	16
	25	4		390		17
	1	1	8	355	1	18
	78	14	112	2 441		19

B. OPERATED BY OTHERS—Concluded
(Revenue service)

Containers (c)	Semitrailers (f)	Tractors (g)	Trailers (h)	Truck (i)	Combination bus-trucks (j)	Line No.
XXXXXX	XXXXXX	XXXXXX	XXXXXX	52 839	XXXXXX	20
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	21
XXXXXX	XXXXXX	XXXXXX	XXXXXX	5 676	XXXXXX	22
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	23

422. HIGHWAY MOTOR-VEHICLE ENTERPRISES IN WHICH THE RESPONDENT HAD A DIRECT OR INDIRECT FINANCIAL INTEREST DURING THE YEAR

Give particulars of highway motor-vehicle enterprises (excluding Railway Express Agency, Inc.) in which the respondent had a financial interest, either directly or indirectly, during the year.

In column (a) identify each motor-vehicle enterprise by name and address, and in column (b) state whether the respondent's interest in such

enterprise was direct or indirect. If the interest was indirect, give the names of all intermediaries.

In column (c) give the date on which respondent first acquired its direct or indirect interest in the enterprise.

Line No.	Name and address of highway motor-vehicle enterprise	Nature of respondent's interest	Date on which respondent's direct or indirect interest was originally acquired
	(a)	(b)	(c)
1	BN Transport Inc.	Direct	December 27, 1929
2	176 East Fifth Street		
3	St. Paul, Minnesota 55101		
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			
17			
18			
19			
20			
21			
22			
23			
24			
25			

510. GRADE CROSSINGS

A—Railroad With Railroad

1. A crossing of a railroad with a railroad means the intersection of all the tracks on one right-of-way with all of the tracks on another right-of-way, whether or not owned or operated by the same company; thus, the intersection of one double-track line with another double-track line shall be reported as one crossing. Each such crossing shall be reported only by the carrier who performs the actual maintenance of the signal or interlocking protection, if so provided, or by the carrier who maintains the crossing frogs where no protection exists. The carrier which actually performs the maintenance shall be the reporting carrier, even though other party, or parties, assume a part or all of the expense of such maintenance. Where portions of the apparatus are maintained by two or more companies, as for example—the condition where one crossing frog is maintained by one company and the second frog by the other company, agreement should be made between carriers as to which shall report. Report should be made of each crossing, whether main line, branch line, or switching tracks are involved, so long as separate rights-of-way are involved, regardless of whether or not the rights-of-way involved are

owned or leased by the same company. A cross-over from one track to another on the same right-of-way, or the use of a crossing frog for the intersection of two tracks in the same right-of-way, is not to be considered as a crossing in this connection. If one right-of-way intersects two or more rights-of-way in the same vicinity a separate crossing shall be reported for each such intersection, even though all are controlled by one interlocking plant. In such case, this fact should be explained in a footnote in order that the interlocking plant may not be counted more than once.

2. The term "Protection" as used in this connection should include all signalling or derailling devices which may restrict the use of the crossing by either carrier. It shall not include stationary or other cautionary signs which merely indicate the proximity of a crossing. Where crossings are protected by more than one of the types of protection shown in columns (b) to (j) inclusive, the kind of protection, etc., should be reported in only one classification and that of the more elaborate type.

Line No.	Number of crossings (a)	Interlocking (b)	Automatic signals (automatic interlocking) (c)	Derails on one line, no protection on other (d)	Hand-operated signals, without interlocking (e)	Gates (f)	Total specially protected (g)	Total not specially protected (h)	Grand total (i)
1	Number at beginning of year	40	72	4	5	15	136	203	339
2	Crossings added: New crossings		1				1		1
3	Change in protection								
4	Crossings eliminated: Separation of grade								
5	Change in protection	1					1		1
6	Other causes		2				2		2
7	Number at close of year	39	71	4	5	15	134	203	337
8	Number at Close of Year by States:								
9	California		1				1		1
10	Colorado	1					1	6	7
11	Illinois	7	7			3	17	10	27
12	Iowa	4	4				8	24	32
13	Kansas							1	1
14	Minnesota	4	24		1		29	49	78
15	Missouri	4	1			1	6	11	17
16	Montana		1			1	2	2	4
17	Nebraska	9	11	1		2	23	14	37
18	North Dakota	1	8		3	1	13	12	25
19	Oregon							1	1
20	South Dakota		5		1		6	10	16
21	Washington	6	2	3		7	18	43	61
22	Wisconsin	3	4				7	18	25
23	Wyoming							1	1
24	British Columbia		3				3	1	4
25	Idaho								

510. GRADE CROSSINGS—Continued

B—Railroad With Highway

1. A highway grade crossing is to be regarded as a single crossing of all of the tracks within the adjacent owned or leased right(s) of way of the railroad(s) at the point of intersection with a publicly maintained highway, street or avenue at the same grade to the extent that the tracks are located within the limits of a single set of grade crossing signs or protective devices having an integrated set of actuating circuits.

2. Not to be included are crossings of tracks with private roads leading to or within industrial plants, or with other roads or driveways not dedicated to public use. All crossings of tracks at grade with public roads and streets should be included if any railroad operations are conducted thereover by the reporting company whether or not the track is located on railroad right-of-way.

3. A private grade crossing which becomes public during the year should be reported as a new grade crossing. A grade crossing of a dual or multi-lane highway should be reported as one crossing. In the classification of protection, a crossing having more than one of the classes of protection listed below should be reported once only, using the furthest left column that applies. To avoid

duplicate reporting of jointly owned, jointly maintained or jointly used crossings, one railroad shall be designated the reporting road by mutual agreement of the interested parties.

4. In columns (b) and (c) include grade crossings with or without audible signals. In columns (d) and (e) include grade crossings with or without any type of audible or visible supplemental device. Exclude from columns (f) and (g) those crossings where train movement is protected only by a member of the train crew. Audible signals reportable in column (h) include any train-actuated bell, whistle, siren or other audible device located adjacent to the crossing. Other automatic signals reportable in column (i) include wigwags, Highway Traffic Signals or special types of train-actuated devices with or without audible supplements. Include in column (j), in addition to "Railroad Crossing" crossbuck, any other static sign (except "Number of Tracks" sign) or any non-train-actuated signal such as amber continuous-flashing lights. In column (m) report other than railroad crossbuck. Totals in column (o), lines 9 and 10 should be equal, resulting in no change in the total number of crossings.

TYPES OF PROTECTION FOR, AND NUMBERS OF CROSSINGS AT GRADE

Line No.	Item of Annual Change (a)	Automatic gates with flashing lights (b)	Automatic flashing light signals (c)	Gates manually operated		Watchmen only		Audible signals only (h)	Other automatic signals (i)	Total indicating warning of train approach (j)	"Railroad Crossing" crossbuck signs only (k)	Crossbuck signs with other fixed signs (l)	Other fixed signs only (m)	No signs or signals (n)	Total crossings at grade (o)
				24 hours per day (d)	Less than 24 hours per day (e)	24 hours per day (f)	Less than 24 hours per day (g)								
1	Number at beginning of year	703	1 718	11	2	7	23	20	416	2 900	14 993	2 131	141	994	21 159
2	Added: By new, extended or relocated highway	4	8							12	8	1		2	23
3	By new, extended or relocated railroad	1	1							2	8				10
4	Total added	5	9							14	16	1		2	33
5	Eliminated: By closing or relocation of highway								1	1	7	1			9
6	By relocation or abandonment of railroad		2							2	50	1	1	6	60
7	By separation of grades		1							1		1			2
8	Total eliminated		3						1	4	57	3	1	6	71
9	Changes in protection: Number of each type added	88	59						1	148	2	1			151
10	Number of each type deducted		8	2			1		5	16	117	15		3	151
11	Net of all changes	+93	+ 57	-2	-	-	-1	-	-5	+ 142	- 156	- 16	- 1	- 7	- 38
12	Number at close of year	796	1 775	9	2	7	22	20	411	3 042	14 837	2 115	140	987	21 121
13	Number at close of year by States:														
13	California	1								1	27	1			29
14	Colorado	8	27						9	44	245	27	15	37	368
15	Idaho	6	9						16	31	147	1	2	21	202
16	Illinois / >	170	344	1				10	30	555	953	343		144	1 995
17	Iowa	84	80			3		3		170	772	235		30	1 207
18	Kansas		8							8	233	5		5	251
19	Minnesota	126	288		2		3		62	481	2 010	786	68	7	3 352
20	Missouri	19	184	2		4	4	6	2	221	697	161	1	15	1 095
21	Montana	60	142						2	204	1 303	22	6	172	1 707
22	Nebraska	83	199						38	320	2 113	75	3	90	2 607
23															
24															
25															
26															

510. GRADE CROSSINGS—Continued

B—Railroad With Highway

1. A highway grade crossing is to be regarded as a single crossing of all of the tracks within the adjacent owned or leased right(s) of way of the railroad(s) at the point of intersection with a publicly maintained highway, street or avenue at the same grade to the extent that the tracks are located within the limits of a single set of grade crossing signs or protective devices having an integrated set of actuating circuits.

2. Not to be included are crossings of tracks with private roads leading to or within industrial plants, or with other roads or driveways not dedicated to public use. All crossings of tracks at grade with public roads and streets should be included if any railroad operations are conducted thereover by the reporting company whether or not the track is located on railroad right-of-way.

3. A private grade crossing which becomes public during the year should be reported as a new grade crossing. A grade crossing of a dual or multi-lane highway should be reported as one crossing. In the classification of protection, a crossing having more than one of the classes of protection listed below should be reported once only, using the furthest left column that applies. To avoid

duplicate reporting of jointly owned, jointly maintained or jointly used crossings, one railroad shall be designated the reporting road by mutual agreement of the interested parties.

4. In columns (b) and (c) include grade crossings with or without audible signals. In columns (d) and (e) include grade crossings with or without any type of audible or visible supplemental device. Exclude from columns (f) and (g) those crossings where train movement is protected only by a member of the train crew. Audible signals reportable in column (h) include any train-actuated bell, whistle, siren or other audible device located adjacent to the crossing. Other automatic signals reportable in column (i) include wigwags, Highway Traffic Signals or special types of train-actuated devices with or without audible supplements. Include in column (j), in addition to "Railroad Crossing" crossbuck, any other static sign (except "Number of Tracks" sign) or any non-train-actuated signal such as amber continuous-flashing lights. In column (m) report other than railroad crossbuck. Totals in column (o), lines 9 and 10 should be equal, resulting in no change in the total number of crossings.

TYPES OF PROTECTION FOR, AND NUMBERS OF CROSSINGS AT GRADE

Line No.	Item of Annual Change (a)	Automatic gates with flashing lights (b)	Automatic flashing light signals (c)	Gates manually operated		Watchmen only		Audible signals only (h)	Other automatic signals (i)	Signal warning of train approach (j)	"Railroad Crossing" crossbuck signs only (k)	Crossbuck signs with other fixed signs (l)	Other fixed signs only (m)	No signs or signals (n)	Total crossings at grade (o)
				24 hours per day (d)	Less than 24 hours per day (e)	24 hours per day (f)	Less than 24 hours per day (g)								
1	Number at beginning of year														
2	Added: By new, extended or relocated highway														
3	By new, extended or relocated railroad														
4	Total added														
5	Eliminated: By closing or relocation of highway														
6	By relocation or abandonment of railroad														
7	By separation of grades														
8	Total eliminated														
9	Changes in protection: Number of each type added														
10	Number of each type deducted														
11	Net of all changes														
12	Number at close of year														
	Number at close of year by States:														
13	North Dakota	66	156	6					20	248	3 781	34	13	132	4 208
14	Oregon	33	3				2		22	60	150	46			256
15	South Dakota	1	33							34	305	222		20	581
16	Washington	93	192				13	1	203	502	1 777	53	31	277	2 640
17	Wisconsin	29	26						6	61	169	73	1	5	309
18	Wyoming	11	60						1	72	111	31		27	241
19	British Columbia	6	24							30	38			5	73
20															
21															
22															
23															
24															
25															
26															

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511. GRADE SEPARATIONS Highway-Railroad

1. (a) A highway-railroad grade separation is to be regarded as a single crossing of all of the tracks within the owned or leased right-of-way or contiguous rights-of-way of the railroad(s) at the point of intersection with a publicly maintained highway, street or avenue at separate grade.

(b) Not to be included are structures which serve some major purpose other than the avoidance of conflict of railway movements with highway movements and which contain no design features required for accommodation of the intersecting traffic flow as in the case of major tunnels.

(c) In order to avoid duplicate reporting and possible confusion, in reporting grade separations used or maintained by more than one railroad, the interested parties in each case should designate one line to be the reporting railroad.

2. All separated crossings of tracks with public roads and streets should be included if any railroad operations are conducted thereover by the reporting company whether or not the track is located on railroad owned right-of-way.

3. Not to be included are crossings of tracks with private roads leading to or within industrial plants, or with other roads not dedicated to public use.

4. A private crossing which becomes public during the year should be reported as a new crossing.

5. A crossing of a dual or multi-lane highway should be reported as one crossing.

Line No.	Items of Annual Change (a)	Types and numbers of highway-railroad grade separations		
		Overpass (Highway above railroad) (b)	Underpass (Railroad above highway) (c)	TOTAL (d)
1	Number at beginning of year	1 328	1 129	2 457
2	Added: By new, extended or relocated highway	8	1	9
3	By new, extended or relocated railroad	1		1
4	By elimination of grade crossing ¹	1		1
5	Total added	10	1	11
6	Deducted: By closing or relocation of highway	2	1	3
7	By relocation or abandonment of railroad		2	2
8	Total deducted	2	3	5
9	Net of all changes	+ 8	- 2	+ 6
10	Number at close of year	1 336	1 127	2 463
11	Number at close of year by States:			
	California	1	1	2
12	Colorado	10	11	21
13	Idaho	22	29	51
14	Illinois	149	161	310
15	Iowa	107	86	193
16	Kansas	8	3	11
17	Kentucky	6	5	11
18	Minnesota	221	146	367
19	Missouri	86	57	143
20	Montana	121	81	202
21	Nebraska	139	113	252
22	North Dakota	53	63	116
23	Oregon	31	43	74
24	South Dakota	23	27	50
25	Washington	295	246	541
26	Wisconsin	19	34	53
27	Wyoming	29	20	49
28	British Columbia	16	1	17
29				

¹Total in column (d) should correspond to total number of grade crossings eliminated "By separation of grades", Schedule 510-B, line 7 column (c).

513. TIES LAID IN REPLACEMENT

Give particulars of ties laid during the year in previously constructed tracks maintained by the respondent. Do not include any ties used in any new tracks or in track extensions.

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) should be shown 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 yards; and,

in the case of treated 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. In these columns, "total cost" is to be reported in thousands.

The sum of entries on lines 21, 22, and 23 should equal the total of columns (d) and (g).

Any material difference between the return on line 22 and the charge to operating expense account No. 212, or between the sum of charges to additions and betterments shown in schedules Nos. 513 and 514 and the related charge to investment account No. 8, should be explained in a footnote.

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of crossties laid in previously constructed tracks during year (d)	Number of feet (board measure) applied (e)	Average cost per M feet (board measure) (f)	Total cost of switch and bridge ties laid in previously constructed tracks during year (g)	
1	T	2 616 938	\$ 10.22	\$ 27 356	6 944 833	\$ 300.85	\$ 2 089	New
2	T	39 704	4.77	189	16 599	158.52	3	Second Hd.
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20	Total	2 716 642	10.14	27 545	6 961 432	300.52	2 092	

(Dollars in thousands)

21	Amount of salvage on ties withdrawn	\$ 742
22	Amount chargeable to operating expenses	\$ 28 896
23	Amount chargeable to additions and betterments	\$ NONE

Estimated number of crossties in all maintained tracks:

	Number	Percent of Total
24	Wooden ties	90 071 897 100.00
25	Other than wooden ties (steel, concrete, etc.)	303
26	Total	90 072 200 100.00

Line 22 above	\$ 28 896
Inventory adjustment	(1)
SP & S	157
Total Account 212	\$ 29 052

514. TIES LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS

Give particulars of ties laid during the year in new construction, following the instructions given in the preceding schedule, so far as applicable. In columns (d) and (g), report "total cost" in thousands.

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of crossties laid in new tracks during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch and bridge ties laid in new tracks during year (g)	
1	T	219 518	\$ 10.53	\$ 2 311	1 001 913	\$ 297.25	\$ 298	New
2	T	2 013	5.32	11				Second Hd
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20	Total	221 531	10.48	2 322	1 001 913	297.25	298	
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid							60.39
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid							23.13

Line 20 above, columns (d) & (g)	\$ 2,620
Adjustment of previous years charges	372
Account 90 charges included in Schedule 514	(1 289)
Account 90 charges of previous years	1 353
Gross charges to Account 8	\$ 3 056

515. RAILS LAID IN REPLACEMENT

Give particulars of all rails applied during the year in connection with replacement of rails in previously constructed tracks maintained by the respondent.

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.

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 reckoned as one.

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 rails, should not be included in this schedule. In these columns, "total cost" is to be reported in thousands.

The sum of entries on lines 22, 23, and 24 should equal the total of columns (d) and (h).

Any material difference between the return on line 23 and the charge to operating expense account No. 214, or between the sum of charges to additions and betterments shown in schedules Nos. 515 and 516 and the related charge to investment account No. 9, should be explained in a footnote.

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			
		Weight of Rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc., during year (d)	Average cost per ton (2,000 lb.) (e)	Weight of Rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year (h)	Average cost per ton (2,000 lb.) (i)
		Pounds per yard of rail (b)	Number of tons (2,000 lb.) (c)			Pounds per yard of rail (f)	Number of tons (2,000 lb.) (g)		
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
1	2	136	178	\$ 51	\$ 288.08			\$	\$
2	2	132	79 381	24 094	303.52	132	1 537	467	303.93
3	2	115	7 447	2 240	300.81	115	497	153	308.02
4	2	112	19	7	367.72	112	4	2	516.35
5	4	140	7	1	82.71				
6	4	136	408	56	137.21	136	52	6	123.44
7	4					133	20	2	92.75
8	4	132	4 884	713	145.93	132	1 903	314	165.27
9	4	131	3 026	122	40.45	131	458	18	39.56
10	4	130	36	1	37.89				
11	4	129	4 587	355	77.40	129	702	54	77.22
12	4	119	10	1	100.59	119	26	3	100.59
13	4	115	369	68	183.21	115	1 754	193	109.89
14	4	112	36 989	1 783	48.21	112	6 289	266	42.34
15	4	110	8 037	316	39.35	110	376	15	39.33
16	4	100	16 736	615	36.72	100	905	33	36.86
17	4	90	23 535	919	39.03	90	3 552	139	39.06
18	4	85	3 471	80	23.15	85	335	8	23.22
19	4	56-80	7 683	177	23.05	56-80	422	10	23.05
20	Total	X X X X	196 803	31 599	160.56	X X X X	18 832	1 683	89.38

(Dollars in thousands)

21	Number of tons (2,000 lb.) of relayers and scrap rail taken up	194 071
22	Salvage value of rails released	\$ 11 551
23	Amount chargeable to operating expenses	\$ 17 444
24	Amount chargeable to additions and betterments	\$ 4 288
25	Miles of new rails laid in replacement (all classes of tracks) †	776.82 (rail-miles)
26	Miles of new and second-hand rails laid in replacement (all classes of tracks) ‡	2 188.72 (rail-miles)
27	Average weight per yard of new rails laid in replacement (running, passing, and cross-over tracks, etc.) *	130.28 (pounds)
28	Tons of rail sold as scrap and amount received	50 740 (tons of 2,000 lb.); \$ 2 946
29	Track-miles of welded rail installed this year	470.68
		total to date 4 777.26

†Classes 1, 2, and 3 rails.—Reduce tonnage in columns (c) and (g) to pounds; divide each result by the respective pounds per yard to obtain the number of yards of each weight of new rail laid in all classes of tracks; divide the total number of yards of new rails laid in all classes of tracks by 1,760; state the quotient with two decimal places.

‡Classes 1, 2, 3, and 4 rails.—Reduce tonnage in columns (c) and (g) to pounds; divide each result by the respective pounds per yard to obtain the number of yards of each weight of new and second-hand rail laid in all classes of tracks; divide the total number of yards of new and second-hand rails laid in all classes of tracks by 1,760; state the quotient with two decimal places.

*Classes 1, 2, and 3 rails.—Reduce tonnage in column (c) to pounds; divide each result by the respective pounds per yard to obtain the number of yards of each weight of new rail laid in running, passing, and cross-over tracks, etc.; divide the total number of pounds of new rails laid in running tracks, etc., by the total number of yards of new rails laid in such tracks.

Line 23	\$ 17 444
Cost of welding	2 171
Adjustments	2 499
SP & S	489
Total Account 214	\$ 22 603

516. RAILS LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS

Give particulars of rails applied during the year in the construction of new tracks, following the instructions given in the preceding schedule, so far as applicable.

In columns (d) and (h), report "total cost" in thousands.

Line No.	Class of rail (a)	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS			
		Weight of Rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc., during year (d)	Average cost per ton (2,000 lb.) (e)	Weight of Rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year (h)	Average cost per ton (2,000 lb.) (i)
		Pounds per yard of rail (b)	Number of tons (2,000 lb.) (c)			Pounds per yard of rail (f)	Number of tons (2,000 lb.) (g)		
1	2	136	1 180	\$ 354	\$ 300.14			\$	\$
2	2	132	12 648	3 844	303.91	132	2 929	896	305.90
3	2	115	98	29	296.28	115	448	137	305.23
4	4					133	135	12	92.74
5	4	115	2		109.48	115	101	11	108.50
6	4	112	103	4	40.16	112	1 333	66	49.13
7	4					110	5		39.32
8	4					100	19	1	36.84
9	4					90	48	2	38.76
10	4					85	4		23.07
11	4					56-80	1		23.07
12									
13									
14									
15									
16	Total	XXX	14 031	4 231	301.57	XXX	5 023	1 125	223.90

17 Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid 60.39

18 Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid 23.13

19 Track-miles of welded rail installed this year 73.81

Line 16 columns (d) & (h) above	\$ 5 356
Additions & betterments Schedule 515	4 288
Welding	1 876
Adjustments of previous years charges	(103)
Account 90 charges included in Schedule 516	(3 399)
Account 90 charges of previous years	2 862
Gross charges to Account 9	\$ 10 880

517. GAUGE OF TRACK AND WEIGHT OF RAIL

Give the particulars below called for 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. If any part of the road operated at the close of the year is other than standard gauge,

4 feet 8-1/2 inches, show the gauge of each part in column (d). 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)	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)
	Pounds				Pounds			
1	155	99	None	17	80	198 09	None	
2	140	2 03		18	77.5	413 60		
3	136	421 47		19	75	748 72		
4	133	10		20	72	522 41		
5	132	1 771 24		21	70	172 88		
6	131	321 93		22	68	202 98		
7	130	20 21		23	67	10 45		
8	129	610 15		24	66.5	8 72		
9	115	4 011 56		25	66	451 20		
10	112	4 630 78		26	65	85 04		
11	110	650 47		27	60	266 71		
12	105	4 44		28	56	443 35		
13	100	961 24		29	52	67 60		
14	90	4 246 91		30				
15	85	1 436 74		31	Total	23 682 01		
16				32				

531. STATISTICS OF RAIL-LINE OPERATIONS (See Page 121 for Instructions)

Line No.	Item (a)	Freight trains (b)	Passenger trains (c)	Total transportation service (d)
1	Average mileage of road operated _____	22 278	38	22 570
	Train-Miles			
2	Diesel locomotives _____	42 256 548	718 920	42 975 468
3	Other locomotives _____			
4	Total locomotives _____	42 256 548	718 920	42 975 468
5	Motorcars _____			
6	Total train-miles _____	42 256 548	718 920	42 975 468
	Locomotive Unit-Miles			
7	Road service _____	128 647 974	725 600	129 373 574
8	Train switching _____	3 640 916		3 640 916
9	Yard switching _____	13 496 273	40 701	13 536 974
10	Total locomotive unit-miles _____	145 785 163	766 301	143 551 464
	Car-Miles (Thousands)			
11	Total motorcar car-miles _____			
12	Loaded time-mileage freight cars _____	1 113 924		1 113 924
13	Loaded other freight cars _____	544 753		544 753
14	Empty time-mileage freight cars _____	968 153		968 153
15	Empty other freight cars _____	380 613		380 613
16	Caboose _____	43 539		43 539
17	Total freight car-miles (lines 12, 13, 14, 15 and 16) _____	3 050 982		3 050 982
18	Passenger coaches _____	3	3 884	3 887
19	Combination passenger cars (mail, express, or baggage, etc., with passenger) _____			
20	Sleeping and parlor cars _____	2		2
21	Dining, grill and tavern cars _____	3		3
22	Head-end cars _____	13		13
23	Total (lines 18, 19, 20, 21, and 22) _____	21	3 884	3 905
24	Business cars _____	59		59
25	Crew cars (other than caboose) _____			
26	Grand total car-miles (lines 11, 17, 23, 24 and 25) _____	3 051 062	3 884	3 054 946
	Gross Ton-Miles and Train-Hours in Road Service			
27	Gross ton-miles of locomotives and tenders (thousands) _____	21 318 049	119 724	21 437 773
28	Gross ton-miles of freight-train cars, contents, and caboose (thousands) _____	199 977 563		199 977 563
29	Gross ton-miles of passenger-train cars and contents (thousands) _____	6 882	254 308	261 190
30	Train-hours—Total _____	1 862 463	21 499	1 883 962
	Revenue and Nonrevenue Freight Traffic			
31	Tons of revenue freight _____	XX XX XX	XX XX XX	151 091 401
32	Tons of nonrevenue freight _____	XX XX XX	XX XX XX	5 494 767
33	Total tons revenue and nonrevenue freight _____	XX XX XX	XX XX XX	156 586 168
34	Ton-miles—Revenue freight in road service (thousands) _____	XX XX XX	XX XX XX	91 450 398
35	Ton-miles—Revenue freight in lake transfer service (thousands) _____	XX XX XX	XX XX XX	
36	Total ton-miles—Revenue freight (thousands) _____	XX XX XX	XX XX XX	91 450 398
37	Ton-miles—Nonrevenue freight in road service (thousands) _____	XX XX XX	XX XX XX	2 123 220
38	Ton-miles—Nonrevenue freight in lake transfer service (thousands) _____	XX XX XX	XX XX XX	
39	Total ton-miles—Nonrevenue freight (thousands) _____	XX XX XX	XX XX XX	2 123 220
40	Net ton-miles of freight—Revenue and nonrevenue (thousands) _____	93 573 618		93 573 618
	Revenue Passenger Traffic			
41	Passengers carried—Total _____	XX XX XX	XX XX XX	12 422 535
42	Passenger-miles—Total _____	XX XX XX	XX XX XX	232 961 008
	Train-Miles Work Trains			
43	Locomotives _____			396 871
44	Motorcars _____			
45	Total _____			396 871

See page 121 for statistics of motor vehicle operations.

INSTRUCTIONS CONCERNING SCHEDULE 531 ON PAGE 120

1. Give the various statistical items called for concerning the rail-line operations of respondent's road during the year. Train-miles, car-miles and other particulars are to be reported in accordance with the classification of train-miles and car-miles prescribed in the Uniform System of Accounts for Railroad Companies (Mileage Accounts 800 to 805 and 820 to 825). Locomotive unit-miles should include all miles made by each locomotive unit.

2. Time-mileage freight cars, as used herein, refers to freight cars other than cabooses owned or held under lease arrangement by U.S. class I line-haul railroads, whose interline rental is settled on a per diem and line-haul basis under "Code of Car Hire Rules," or would be so settled if used by another railroad.

3. Item No. 1 includes miles of road operated under trackage rights.

4. All statistics should be reported in whole numbers, unless otherwise indicated in thousands. For gross ton-miles compute from conductors' or dispatchers' train reports weight in tons (2,000 pounds). Line 27 includes weight of all locomotive units moved one mile in transportation trains. Ton-miles of motorcars should be excluded. Lines 28 and 29 represent tons behind locomotive units (cars and contents, company-service equipment and cabooses) moved one mile in transportation trains. Include ton-miles of exclusive work service equipment and motorcars moving in

transportation trains. Use 150 pounds as the average weight per passenger and four tons as the average weight of contents of each head-end car.

5. Line No. 35 should represent the ton-miles of revenue freight in water transfer service on the Great Lakes involving a rail-line haul, the revenue from which is includible in account No. 101, "Freight." Ton-miles of revenue freight in water transfer service which was moved on the basis of lawful local tariff rates, the revenue from which is creditable to account No. 113, "Water transfers," should be excluded. Line 36, Total ton-miles—Revenue freight, should correspond to the ton-miles reported on Form OS-B, Item 2.

6. For net ton-miles, Line 40, compute from conductors' train reports. This item represents the number of tons of revenue and non-revenue freight moved one mile in transportation trains. Include a reasonable proportion of the weight of exclusive work equipment moved one mile. Include net ton-miles in motorcar trains. Exclude LCL shipments handled in mixed baggage-express cars.

7. The mileage of company service equipment, designed exclusively for work service and moved in transportation trains, should be classed as loaded freight car-miles.

8. Highway vehicle operations should not be included in Schedule 531 but particulars thereof given in a footnote below.

Notes relating to Schedule 531

Figures on Page 120 do not include statistics of motor vehicle operations as follows:

Item 31 Tons of Revenue Freight	108 313
Item 32 Tons of Nonrevenue Freight	376
Item 34 Ton-Miles Revenue Freight in Road Service (Thousands)	15 813
Item 37 Ton-Miles Nonrevenue Freight in Road Service (Thousands)	72
Item 40 Net Ton-Miles of Freight Revenue and Nonrevenue (Thousands)	15 885
Item 41 Passengers Carried	None
Item 42 Passenger Miles	None

130500

ANNUAL REPORT 1977 CLASS 1

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BURLINGTON NORTHERN INC

562. COMPENSATION OF OFFICERS, DIRECTORS, ETC.

1. In columns (a) and (b) enter the name and position of each of the five persons named in Schedules 102 and 103 of this report to whom the respondent paid the largest amount during the year as compensation for current or past service over and above necessary expenses incurred in discharge of duties. In addition, list all other officers, directors, pensioners or employees, if any, to whom the respondent paid \$40,000 or more in total compensation during the year.

2. The salary per annum to be entered in column (c) is the annual rate at which an employee is paid rather than the amount actually paid for a part of a year. If the salary of an individual was increased or decreased during the year, show salary before each change as well as at close of year.

3. If an officer, director, etc., receives compensation from one or more of the affiliated companies listed in Schedule 104, reference to this fact should be made if the aggregate compensation from all companies amounts to \$40,000 or more. The details as to division of the compensation should be reported in schedule 564.

4. Report in column (d) the total amount of compensation other than annual salary paid to each listed employee during the year. This includes forms of nonmonetary compensation given which directly benefits each employee. Examples:

Fair value of property given, such as exclusive use of an automobile;

Amounts paid for membership of the employee in nonbusiness associations, private clubs, etc.;

Commissions, bonuses, shares in profits;

Contingent compensation plans;

Monies paid or accrued for any pension, retirement, savings, retirement annuities, deferred compensation, or similar plan;

Premiums on life insurance where the respondent is not the beneficiary. Do not report premiums on group life insurance for benefits less than \$50,000.

Give the details of any plan not previously reported, the basis of determining the ultimate benefits payable, and the payments or provisions made during the year.

5. Also include in column (d) all remuneration paid, directly or indirectly, in the form of securities, options, warrants, rights or other property. Furnish particulars concerning any options, warrants, or rights issued or granted during the year including prices, expiration dates and other information relating to exercise of the options, warrants, or rights. Specify the amount of such securities or assets so entitled to be purchased by each officer, director, etc. (Dollars in thousands)

Line No.	Name of person (a)	Position or Title (b)	Salary per annum as of close of year (see instructions) (c)	Other compensation during the year (d)
1			\$	\$
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BURLINGTON NORTHERN INC.

Schedule 562. Compensation of Officers, Directors, etc. Year 1977

Line No.	Name of Person (a)	Title (b)	Salaries per annum as of close of year (see instructions) (c)	Other Compensation During Year (d)
1.	Louis W. Menk	Chairman & Chief Executive Officer	\$360,000	<u>1</u> / \$10,160
2.	N.M. Lorentzen	President, BN Inc.	200,000	<u>1</u> / 16,668
3.	C. R. Binger	President, Resources Division	150,000	<u>2</u> / 3,300
4.	T. J. Lamphier	President, Transportation Division	128,300	<u>1</u> / 8,286
5.	Frank H. Coyne	Executive Vice President-Finance & Administration	128,300	<u>2</u> / 1,686
6.	I. C. Ethington	Sr. Vice President Marketing	117,000	<u>1</u> / 5,795
7.	F. S. Farrell	Vice President-Law	106,500	<u>1</u> / 2,962
8.	J. H. Hertog	Sr. Vice President, Operations	100,000	<u>1</u> / 3,256
9.	T. C. DeButts	Vice President, Portland	84,500	<u>2</u> / 971
10.	A. E. Egbers	Vice President, Labor Relations	80,000	<u>2</u> / 150
11.	L. L. Duxbury, Jr.	Vice President, Eastern Counsel	76,000	<u>2</u> / 926
12.	R. F. Garland	Vice President & Controller	73,500	<u>1</u> / 318
13.	J. C. Kenady	V.P. Ind. Dev. & Property Mgmt.	72,500	<u>2</u> / 775
14.	R. A. Beulke	Regional Vice President	69,000	<u>2</u> / 718
15.	J. O. Davies	Regional Vice President	69,000	<u>2</u> / 1,721
16.	B. G. Anderson	Asst. V.P., Engineering	68,000	<u>2</u> / 686
17.	R. E. Taylor	Asst. V.P. Mechanical	65,500	<u>1</u> / 837
18.	G. M. deLambert	V.P., Purchasing & Material	64,000	<u>2</u> / 1,526

Line No.	Name of Person (a)	Title (b)	Salaries per annum as of close of year (see instructions) (c)	Other Compensation During Year (d)
19.	W. S. Johnston	V.P. Maintenance & Engineering	\$ 64,000	<u>1</u> / \$ 917
20.	E. R. Craven	Regional Vice President	64,000	<u>2</u> / 535
21.	J. D. Rezner	Vice President, Sales & Service	64,000	<u>2</u> / 607
22.	J. C. Ashton	Vice President & Secretary	63,820	<u>2</u> / 634
23.	R. H. Shober	Vice President & General Manager	63,500	<u>1</u> / 623
24.	J. D. Nankivell	V.P. Market Dev. & Intermodal	63,500	<u>2</u> / 1,506
25.	Taul Watanabe	V.P., Exec. Dept. - Int'l. Comm.	61,500	<u>2</u> / 558
26.	M. M. Donahue	Vice President Coal	60,000	<u>2</u> / 299
27.	J. R. Walker	General Counsel	60,000	<u>2</u> / 418
28.	D. J. Wigstrom	Sr. Asst. Vice President	59,800	<u>2</u> / 821
29.	W. L. Arnzen	Regional Vice President	59,500	<u>1</u> / 323
30.	Abbott Skinner	Chief Medical Officer	59,500	<u>2</u> / 374
31.	R. E. Skov	Regional Counsel	59,200	<u>1</u> / 664
32.	C. J. Hockaday	Vice Pres. Pricing & Energy	59,000	<u>2</u> / 326
33.	R. J. Crosby	Vice Pres. & Regional Counsel	58,600	<u>2</u> / 887
34.	T. C. Kryzer	Vice Pres., Energy & Minerals	58,000	<u>2</u> / 534
35.	O. W. Cobb	Sr. A.V.P. - Pricing	57,000	<u>2</u> / 488
36.	T. G. Schuster	Asst. V.P., Urban Services	56,500	<u>2</u> / 413
37.	C. H. Berg	Sr. Assoc. General Counsel	55,740	<u>2</u> / 405
38.	H. E. Pierce	Asst. V.P., Transportation	54,800	<u>2</u> / 250
39.	J. C. Smith	Assoc. General Counsel	54,540	<u>2</u> / 64

Line No.	Name of Person (a)	Title (b)	Salaries per annum as of close of year (see instructions) (c)	Other Compensation During Year (d)
40.	W. L. Taylor	Regional Counsel	\$ 54,120 2/	\$ 412
41.	D. F. Ylkanen	Vice President, Personnel	54,000 2/	.93
42.	L. J. King	Asst. V.P. Operations	54,000 2/	452
43.	J. F. Cutforth	Asst. V.P. Sales-West	53,600 2/	348
44.	C. E. Moehring	Asst. V.P., Sales Central	53,600 2/	401
45.	K. C. Sanders	Asst. V.P., Corporate Planning	53,500 2/	417
46.	J. W. Wick	Asst. V.P. Operations	53,000 2/	435
47.	R. E. Griffin	Asst. V.P. Management Services	52,500 2/	439
48.	L. N. Assell	Treasurer	52,000 2/	39
49.	L. A. Harris	Assoc. General Counsel	51,720 2/	404
50.	C. F. Hunkins	Asst. V.P., Oil Department	51,000 2/	686
51.	R. G. Brohaugh	Chief Engineer, Maintenance	51,000 2/	333
52.	D. V. Sartore	Chief Engineer-Design	51,000 2/	242
53.	W. C. Hageman	Asst. V.P. Regional Sales Manager	50,900 2/	423
54.	D. V. Hon	Chief Mechanical Officer-Car	50,100 2/	393
55.	N. C. Merz	Director, Internal Audit	50,000 2/	129
56.	H. K. Bradford	General Solicitor	50,000 2/	205
57.	K. T. Woodruff	Asst. Vice President-Revenues	49,900 2/	632
58.	D. R. Lamb	Asst. Vice President-Budget & Economic Analysis	49,600 2/	598
59.	C. M. Illg	Asst. V.P. Labor Relations	49,500 2/	221
60.	C. J. Bryan	Asst. V.P. Operations	49,400 2/	223

Line No.	Name of Person (a)	Title (b)	Salaries per annum as of close of year (see instructions) (c)	Other Compensation During Year (d)
61.	W. L. Malone	Asst. Vice President-RSM	\$ 49,000	<u>2</u> / \$ 743
62.	R. C. Burton	Asst. V.P., Financial Planning	48,000	<u>1</u> / 2,173
63.	G. W. Pederson	Asst. V.P.-Disbursements	48,000	<u>2</u> / 238
64.	A. M. Rung	Vice President	48,000	<u>2</u> / 375
65.	F. C. Forward	Asst. V.P.-R.S.M. Eastern Region	47,850	<u>2</u> / 216
66.	D. W. Johnson	Asst. Regional Counsel	47,820	<u>2</u> / 558
67.	J. R. Grimes	Asst. V.P. Energy Dev. & Planning	47,500	<u>2</u> / 74
68.	C. D. Archibald	Director Engineering	47,400	<u>2</u> / 222
69.	J. C. Weiland	Asst. V.P. Ind. Dev. & Prop. Mgmt.	47,265	<u>2</u> / 233
70.	R. M. Gleason	Asst. General Counsel	47,220	<u>2</u> / 112
71.	R. J. Schreiber	Assoc. Regional Counsel	47,220	<u>2</u> / 193
72.	K. W. Kroschel	Regional Counsel	47,200	<u>2</u> / 69
73.	G. W. Thompson	Chief Engineer, Signals & Commun.	47,100	<u>2</u> / 197
74.	A. E. Michon	Asst. V.P. Energy	47,000	<u>2</u> / 105
75.	L. D. Silvermale	Assoc. Regional Counsel	46,668	<u>2</u> / 208
76.	R. V. Wicka	Asst. General Counsel	46,500	<u>2</u> / 190
77.	R. W. Spannring	Chief Mechanical Officer-Locos.	46,300	<u>2</u> / 318
78.	G. A. Morrison	Associate General Counsel	46,020	<u>2</u> / 96
79.	S. G. Merryman	Vice Pres., Timber & Land	46,000	<u>2</u> / 243
80.	T. C. Rowley	Asst. V.P., Regional Sales Manager	46,000	<u>2</u> / 304
81.	L. L. VanZinderen	Asst. V.P., Costs & Statistics	46,000	<u>2</u> / 308

Line No.	Name of Person (a)	Title (b)	Salaries per annum as of close of year (see instructions) (c)	Other Compensation During Year (d)
82.	W. J. Condotta	Asst. V.P. Operations	\$ 46,000 <u>2/</u>	\$ 143
83.	R. B. Schmidt	Asst. V.P. Market Development	45,700 <u>2/</u>	199
84.	G. R. Powe	Asst. V.P., Commodity Mktg.	45,000 <u>2/</u>	678
85.	W. H. Egan	Asst. V.P., Intermodal	45,000 <u>2/</u>	96
86.	S. G. Anderson	Assistant Eastern Counsel	45,000 <u>2/</u>	101
87.	R. W. Morrison	Asst. V.P., Regional Sales Mgr.	44,900 <u>2/</u>	292
88.	C. F. Inglekofer	Director, Engineering	44,820 <u>2/</u>	100
89.	L. S. Kiser	Asst. V.P., Grain & Gr. Prods.	44,730 <u>2/</u>	172
90.	H. W. Hammatt	Asst. Chief Medical Officer	44,400	-
91.	R. L. Grinde	Asst. V.P. Safety & Rules	44,000 <u>2/</u>	178
92.	E. L. Phillips	Division Superintendent	43,740 <u>2/</u>	276
93.	M. O. Woxland	Director Construction Projects	43,740 <u>2/</u>	296
94.	H. A. Knudsen	Director, Property Taxes	43,700	-
95.	G. W. Saylor	Division Superintendent	43,680 <u>2/</u>	174
96.	M. H. Karl	Asst. V.P., Regional Sales Mgr.	43,500 <u>2/</u>	158
97.	J. A. Bichsel	Director, Mechanical Services	43,380 <u>2/</u>	364
98.	J. G. Edwards	Division Superintendent	43,320 <u>2/</u>	273
99.	W. L. Peck	General Counsel, C&S Ry. Co. & Regional Counse, BN Inc.	<u>3/</u> 43,164 <u>1/</u>	396
100.	J. F. Dean	Director Security & Frt. Claim Prev.	43,080 <u>2/</u>	175
101.	R. O. Hammerstrom	Division Superintendent	42,960 <u>2/</u>	162
102.	R. E. Johnson	Director, Mechanical Engr.	42,960 <u>2/</u>	168

Line No.	Name of Person (a)	Title (b)	Salaries per annum as of close of year (see instructions) (c)	Other Compensation During Year (d)
103.	R. J. Fiala	Asst. to Sr. V.P. Marketing	\$ 42,700 2 /	\$ 182
104.	T. G. Kotmour	Exec. Assistant-Mechanical	42,420 2 /	247
105.	R. C. Lindquist	Director Safety & Rules	42,300 2 /	269
106.	H. M. Lary	Director Mechanical	42,240 2 /	265
107.	E. J. Currie	Asst. V.P. Operations-Staff	42,180 2 /	56
108.	G. E. Scholze	Princ. Assistant Engineer	41,940 2 /	106
109.	W. E. Crum	Director Transportation	41,880 2 /	108
110.	L. J. Parsons	Chief Pilot	41,580 2 /	271
111.	J. D. Schroeder	Asst. Chf. Mech. Officer-Loco.	41,520	.
112.	W. F. Greer	Director Advertising	41,520 2 /	131
113.	N. M. Doerr	Director Materials	41,500 2 /	83
114.	R. V. Jabens	Asst. Gen. Supt. Transportation	41,460 1 /	346
115.	B. D. Olsen	Asst. General Counsel	41,340 2 /	32
116.	S. W. Holliday	A. V. P. Labor Relations	41,400 2 /	160
117.	P. B. Rasmussen	Division Superintendent	41,400 2 /	126
118.	S. B. McNaghten	Director Transportation	41,280 2 /	266
119.	D. H. Burns	Division Superintendent	41,220 2 /	82
120.	R. D. Pedersen	Asst. to V.P. Operations	41,220 2 /	76
121.	A. R. MacDonald	A. V. P. Amtrak	41,000 2 /	233
122.	F. G. Lingenbrink	A. V. P. Forest Products	41,000 2 /	127
123.	J. J. Boettner	General Supt. Transportation	40,860 2 /	129

Line No.	Name of Person (a)	Title (b)	Salaries per annum as of close of year (see instructions) (c)	Other Compensation During Year (d)
124.	J.P. Titus	Director Engineering	\$ 40,740 <u>2</u> /	\$ 98
125.	W. E. Taylor	A.V.P. Regional Sales Mgr.	40,700 <u>2</u> /	241
126.	D. Peinovich	Director Engineering	40,520 <u>2</u> /	110
127.	D. C. Hill	Director Communications	40,560	-
128.	W. S. Byrne	Division Superintendent	40,500 <u>1</u> /	2,472
129.	R. J. Strecker	A.V.P. Pricing	40,400	-
130.	R. J. Molitor	Asst. V.P. Taxes	40,100 <u>2</u> /	121
131.	D. S. Nelson	Division Superintendent	40,080 <u>1</u> /	120
132.	A. J. Hoehn	A.V.P. Manufactured Products	40,000 <u>2</u> /	202
133.	W. A. Marshall	Director Purchasing	40,000 <u>2</u> /	132

1/ Director and other fees and premium for life insurance coverage in excess of \$50,000.

2/ Premium for life insurance in excess of \$50,000

3/ Annual salary is paid one-half each by BN Inc. and Colorado and Southern Railway Company.

BURLINGTON NORTHERN INC.

Schedule 562. Change During Year of Compensation of Officers, Directors, etc.
Year 1977

Line No		Salary Changes in 1977 Increased/Decreased		Effective Date
		From	To	
1.	Louis W. Menk	\$343,200	\$360,000	1- 1-77
2.	N.M. Lorentzen	160,000	200,000	1- 1-77
3.	C.R. Binger	136,620	150,000	1- 1-77
4.	T. J. Lamphier	108,000	128,300	1- 1-77
5.	Frank H. Coyne	118,800	128,300	1- 1-77
6.	I. C. Ethington	108,000	117,000	1- 1-77
7.	F. S. Farrell	97,200	106,900	1- 1-77
8.	J. H. Hertog	80,000 95,000	95,000 100,000	1- 1-77 11- 1-77
9.	T. C. DeButts	78,500	84,500	1- 1-77
10.	A. E. Egbers	-	80,000	11- 1-77
11.	L. L. Duxbury	70,000	76,000	1- 1-77
12.	R. F. Garland	68,000	73,500	1- 1-77
13.	J. C. Kenady	67,000	72,500	1- 1-77
14.	R. A. Beulke	62,000	69,000	1- 1-77
15.	J. O. Davies	62,500	69,000	1- 1-77
16.	B. G. Anderson	61,500	68,000	1- 1-77
17.	R. E. Taylor	61,500	65,500	1- 1-77
18.	G. M. deLambert	59,000	64,000	1- 1-77

Line No.		Salary Changes in 1977		Effective Date
		Increased/Decreased From	To	
19.	W. S. Johnston	\$55,000	\$60,500	1- 1-77
		60,500	64,000	11- 1-77
20.	E. R. Craven	56,500	60,000	1- 1-77
		60,000	64,000	12- 1-77
21.	J. D. Rezner	56,500	64,000	1- 1-77
22.	J. C. Ashton	59,120	63,820	1- 1-77
23.	R. H. Shober	59,000	63,500	11- 1-77
24.	J. D. Nankivell	59,900	63,500	1- 1-77
25.	Taul Watanabe	57,250	61,500	1- 1-77
26.	M. M. Donahue	52,300	56,900	5- 1-77
		56,900	60,000	10- 1-77
27.	J. R. Walker	50,680	54,600	7- 1-77
		54,600	60,000	9- 1-77
28.	D. J. Wigstrom	55,370	59,800	11- 1-77
29.	W. L. Amtzen	49,500	54,000	5- 1-77
		54,000	59,500	11- 1-77
30.	Abbott Skinner, M.D.	55,000	59,500	12- 1-77
31.	R. E. Skov	55,000	59,200	8- 1-77
32.	C. J. Hockaday	52,100	59,000	1- 1-77
33.	R. J. Crosby	55,000	58,600	1- 1-77
34.	T. C. Kryzer	55,000	58,000	2- 1-77
35.	O. W. Cobb	52,000	57,000	6- 1-77
36.	T. G. Schuster	53,000	56,500	9- 1-77

Line No.	Salary Changes in 1977 Increased/Decreased		Effective Date
	From	To	
37. C. H. Berg	\$51,800	\$55,740	7- 1-77
38. H. E. Pierce	49,800	54,800	10- 1-77
39. J. C. Smith	50,640	54,540	7- 1-77
40. W. L. Taylor	50,220	54,120	1- 1-77
41. D. F. Ylkanen	45,000	50,000	1- 1-77
	50,000	54,000	5- 1-77
42. L. J. King	50,000	54,000	5- 1-77
43. J. F. Cutforth	50,000	53,600	10- 1-77
44. C. E. Moehring	48,600	53,600	1- 1-77
45. K. C. Sanders	49,800	53,500	10-16-77
46. J. W. Wicks	49,000	53,000	5- 1-77
47. R. E. Griffin	49,000	52,500	3- 1-77
48. L. N. Assell	48,624	52,000	1- 1-77
49. L. A. Harris	47,810	51,720	7- 1-77
50. C. F. Hunkins	48,000	51,000	1- 1-77
51. R. G. Brohaugh	47,000	51,000	3-16-77
52. D. V. Sartore	47,000	51,000	3-16-77
53. W. C. Hageman	48,500	50,900	1- 1-77
54. D. V. Hon	47,000	50,100	5- 1-77
55. N. C. Merz	46,200	50,000	6- 1-77
56. H. K. Bradford	43,560	47,460	7- 1-77
	47,460	50,000	9- 1-77

Line No.		Salary Changes in 1977		Effective Date
		Increased/Decreased From	To	
57.	K. T. Woodruff	\$46,000	\$49,900	4- 1-77
58.	D. R. Lamb	46,000	49,600	4- 1-77
59.	C. M. Illg	45,200	49,500	5- 1-77
60.	C. J. Bryan	46,000	49,400	5- 1-77
61.	W. L. Malone	44,480	49,000	10- 1-77
62.	R. C. Burton	43,000	48,000	4- 1-77
63.	G. W. Pederson	44,000	48,000	9- 1-77
64.	A. M. Rung	48,000	48,000	-
65.	F. C. Forward	43,500	47,850	11- 1-77
66.	D. W. Johnison	44,480	47,820	7- 1-77
67.	J. R. Grimes	45,700	47,500	5- 1-77
68.	C. D. Archibald	43,800	47,400	7- 1-77
69.	J. C. Weiland	42,945	47,265	7- 1-77
70.	R. M. Gleason	43,600	47,220	7- 1-77
71.	R. J. Schreiber	43,600	47,220	8- 1-77
72.	K. M. Kroschel	43,600	47,200	7- 1-77
73.	G. W. Thompson	43,000	47,100	5-16-77
74.	A. E. Michon	43,500	47,000	11- 1-77
75.	L. D. Silvermale	43,060	46,668	1- 1-77
76.	R. V. Wicka	43,000	46,500	7- 1-77
77.	R. W. Spannring	43,200	46,300	8- 1-77
78.	G. A. Morrison	39,760	43,380	7- 1-77
		43,380	46,020	9- 1-77

Line No.	Salary Changes in 1977 Increased/Decreased		Effective Date
	From	To	
79. S. G. Merryman	\$41,000	\$46,000	2- 1-77
80. T. C. Rowley	42,800	46,000	10- 1-77
81. L. L. VanZinderen	42,800	46,000	9- 1-77
82. W. J. Condotta	36,120 39,480	39,480 46,000	3-16-77 11- 1-77
83. R. B. Schmidt	42,900	45,700	11- 1-77
84. G. R. Powe	41,800	45,000	11- 1-77
85. W. H. Egan	40,600	45,000	8- 1-77
86. S. G. Anderson	-	45,000	2- 1-77
87. R. W. Morrison	42,500	44,900	11- 1-77
88. C. F. Intlekofer	41,520	44,820	7- 1-77
89. L. S. Kiser	42,600	44,730	11- 1-77
90. H. W. Hammatt, M. D.	41,900	44,400	9- 1-77
91. R. L. Grinde	40,000	44,000	6- 1-77
92. E. L. Phillips	40,140	43,740	7- 1-77
93. M. O. Woxland	39,840	43,740	2- 1-77
94. H. A. Knudsen	40,700	43,700	4- 1-77
95. G. W. Saylor	40,080	43,680	3- 1-77
96. M. H. Karl	41,000	43,500	11- 1-77
97. J. A. Bichsel	40,140	43,380	8- 1-77
98. J. G. Edwards	39,900	43,320	6-16-77
99. W. L. Peck	39,860	43,164	1- 1-77

Line No.		Salary Changes in 1977		Effective Date
		Increased/Decreased From	To	
100.	J. F. Dean	\$39,360	\$43,280	4- 1-77
101.	R. O. Hammerstrom	39,730	42,960	6-16-77
102.	R. E. Johnson	39,600	42,950	5- 1-77
103.	R. J. Fiala	41,600	42,700	3- 1-77
104.	T. G. Kotnour	38,460	42,420	8- 1-77
105.	R. C. Lindquist	39,000	42,300	4- 1-77
106.	H. M. Lary	39,240	42,240	5- 1-77
107.	E. J. Currie	38,580	42,180	2-16-77
108.	G. E. Scholze	38,400	41,940	12- 1-77
109.	W. E. Crum	38,160	41,880	11- 1-77
110.	L. J. Parsons	41,580	41,580	-
111.	J. D. Schroeder	38,160	41,520	6- 1-77
112.	W. F. Greer	38,100	41,520	11- 1-77
113.	N. M. Doerr	38,000	41,500	6- 1-77
114.	R. V. Johnson	38,400	41,460	6- 1-77
115.	B. D. Olsen	38,320	41,340	7- 1-77
116.	S. W. Holliday	38,400	41,400	1- 1-77
117.	P. B. Rasmussen	38,820	41,400	9- 1-77
118.	S. B. McNaghten	37,980	41,280	1- 1-77
119.	D. H. Burns	38,160	41,220	6-16-77
120.	R. D. Pedersen	37,620	41,220	9- 1-77
121.	A. R. MacDonald	38,040	41,000	8- 1-77

Line No.		Salary Changes in 1977		Effective Date
		Increased/Decreased From	To	
122.	F. G. Lingenbrink	\$37,700	\$41,000	11- 1-77
123.	J. J. Boettner	37,860	40,860	5- 1-77
124.	J. P. Titus	37,800	40,740	5- 1-77
125.	W. E. Taylor	37,100	40,700	4- 1-77
126.	D. Peinovich	37,620	40,620	8- 1-77
127.	D. C. Hill	37,320	38,940	3- 1-77
		38,940	40,560	9- 1-77
128.	W. S. Byrne	37,500	40,500	3- 1-77
129.	R. J. Strecker	37,400	40,400	4- 1-77
130.	R. J. Molitor	36,360	40,100	9- 1-77
131.	D. S. Nelson	36,660	40,080	7- 1-77
132.	A. J. Hoehn	36,500	40,000	10- 1-77
133.	W. A. Marshall	37,000	40,000	6- 1-77

1977 BURLINGTON NORTHERN INC. STOCK OPTION INCENTIVE PLAN

OPTIONS GRANTED IN 1977

<u>NAME AND TITLE</u>	<u>DATE</u>	<u>NO. OF SHARES</u>	<u>OPTION PRICE</u>
B. G. Anderson, AVP Eng.	5-13-77	800	\$48.50
S. G. Anderson, Asst. East. Counsel, Law Dept.	"	300	"
C. D. Archibald, Dir. Engrg.	"	250	"
W. L. Aintzen, VP-Denver Reg.	"	600	"
J. C. Ashton, VP & Secretary	"	800	"
L. N. Assell, Treasurer	"	250	"
C. H. Berg, Sr. Assoc. Gen.Coun.	"	350	"
R. A. Beulke, VP Region	"	750	"
J. A. Bichsel, Dir.Mech.Svcs.	"	200	"
C. R. Binger, Pres. Resource Div.	"	2700	"
J. J. Boettner, Gen.Supt.Transp.	"	400	"
H. K. Bradford Jr.Asst. Gen.Counsel	"	350	"
R. G. Brohaugh, Chf.Engr.Mtce	"	450	"
C. J. Bryan, AVP Operations	"	300	"
D. H. Burns, Division Supt.	"	250	"
R. C. Burton, AVP Fin.Planning	"	600	"
W. S. Byrne, Div. Supt.	"	200	"
O. W. Cobb, Sr. AVP Prcg.	"	500	"
W. J. Condotta, Div. Supt.	"	300	"
F. H. Coyne, Exec VP Fin.& Adm.	"	1800	"

1977 BURLINGTON NORTHERN INC. STOCK OPTION INCENTIVE PLAN

OPTIONS GRANTED IN 1977

<u>NAME AND TITLE</u>	<u>DATE</u>	<u>NO. OF SHARES</u>	<u>OPTION PRICE</u>
E. R. Craven, VP Chicago Region	5-13-77	500	\$48.50
R. J. Crosby, VP & Western Counsel, Law Dept.	"	600	"
W. E. Crum, Dir. Transp.	"	250	"
E. J. Currie, AVP Oper. Staff	"	350	"
J. K. Cutforth, AVP Sales	"	300	"
J. F. Dean, Dir. Sec. Frt. C. Prv.	"	250	"
T. C. DeButts, VP Portland	"	700	"
G. M. deLambert, VP Purch. & Matl.	"	800	"
N. M. Doerr, Dir. Material	"	300	"
M. M. Donahue, VP Coal	"	800	"
L. L. Duxbury, VP E. Counsel	"	750	"
J. G. Edwards, Div. Supt.	"	250	"
W. H. Egan, AVP Intermodal	"	350	"
I. C. Ethington, Sr. VP Mktg.	"	1800	"
F. S. Farrell, VP Law	"	1800	"
R. J. Fiala, A. to Sr. VP Mktg.	"	150	"
F. C. Forward, AVP Reg. Sales Mgr.	"	300	"
R. F. Garland, VP & Controller	"	1000	"
R. M. Gleason, Asst. Gen. Counsel	"	300	"
W. F. Greer, Dir. Advertising	"	250	"
R. E. Griffin, AVP Mgmt. Svcs.	"	400	"

1977 BURLINGTON NORTHERN INC. STOCK OPTION INCENTIVE PLANOPTIONS GRANTED IN 1977

<u>NAME AND TITLE</u>	<u>DATE</u>	<u>NO. OF SHARES</u>	<u>OPTION PRICE</u>
R. L. Grinde, AVP Safety & Rules	5-13-77	400	\$48.50
W. C. Hageman, AVP Reg Sales Mgr.	"	350	"
R. O. Hammerstrom, Div. Supt.	"	250	"
L. A. Harris, Assoc. Gen. Counsel	"	300	"
J. H. Hertog, Senior VP Operations	"	1800	"
D. C. Hill, Dir. Comm.	"	250	"
C. J. Hockaday, VP Prcg. & Energy	"	600	"
A. J. Hoehn, AVP Mfg. Products	"	250	"
S. W. Holliday, AVP Labor Rel.	"	400	"
D. V. Hon, CMO Cars	"	300	"
C. F. Hunkins, AVP Oil & Gas	5-26-77	150	\$49.625
C. M. Illg, AVP Labor Rel.	5-13-77	500	\$48.50
C. F. Intlekofer, Dir. Engrg.	"	200	"
R. V. Jabens, A. Gen. Supt. Transp.	"	150	"
D. W. Johnson, Asst. Reg. Counsel	"	300	"
R. E. Johnson, Dir. Mech. Engr.	"	200	"
W. S. Johnston, VP Maintenance & Engineering	"	800	"
M. H. Karl, AVP Reg. Sales Mgr.	"	300	"
J. C. Kenady, VP Ind. Dev. Prop.	"	700	"
L. J. King, AVP Operations	"	450	"
L. S. Kiser, AVP Grain Prod.	"	200	"
H. A. Knudsen, Dir. Prop. Taxes	"	250	"

1977 BURLINGTON NORTHERN INC. STOCK OPTION INCENTIVE PLAN

OPTIONS GRANTED IN 1977

<u>NAME AND TITLE</u>	<u>DATE</u>	<u>NO. OF SHARES</u>	<u>OPTION PRICE</u>
T. G. Kotnour, Executive Asst.	5-13-77	250	\$48.50
K. W. Kroschel, Reg. Counsel	"	450	"
T. C. Kryzer, VP Energy & Min.	5-26-77	150	\$49.625
D. R. Lamb, AVP Budgets Econ.	5-13-77	350	\$48.50
T. J. Lamphier, Pres. Trans.Div.	"	2700	"
H. M. Lary, Dir. Mech.	"	250	"
R. C. Lindquist, Dir. S&R System	"	250	"
F. G. Lingenbrink, AVP Forest Prod.	"	250	"
N. M. Lorentzen, Pres. BN Inc.	"	5000	"
A. R. MacDonald, A.to VP Amtrak	"	150	"
W. L. Malone, AVP Reg. Sales Mgr.	"	250	"
W. A. Marshall, Dir. Purchasing	"	250	"
S. B. McNaghten, Dir. Transp. Pac NW	"	200	"
S. G. Merryman, VP Timber & Land	"	350	"
N. C. Merz, Dir. Int. Audit	"	400	"
A. E. Michon, AVP Energy	"	400	"
C. E. Moehring, AVP Sales	"	400	"
R. J. Molitor, AVP Taxes	"	250	"
G. A. Morrison, Asst. Gen. Coun. Tax	"	300	"
R. W. Morrison, AVP Reg. Sales Mgr.	"	250	"
J. D. Nankivell, VP Mgt. Dev. & Intl.	"	500	"

1977 BURLINGTON NORTHERN INC. STOCK OPTION INCENTIVE PLANOPTIONS GRANTED IN 1977

<u>NAME AND TITLE</u>	<u>DATE</u>	<u>NO. OF SHARES</u>	<u>OPTION PRICE</u>
D. S. Nelson, Div. Supt.	5-13-77	250	\$48.50
B. D. Olsen, Asst. Gen. Counsel	"	300	"
L. J. Parsons	"	250	"
W. L. Peck, Reg. Counsel	"	400	"
R. D. Pedersen, Asst. to V.P.	"	250	"
G. W. Pederson, AVP Disbursements	"	400	"
D. Peinovich, Dir. Engr.	"	250	"
E. L. Phillips, Div. Supt.	"	250	"
H. E. Pierce, AVP Transp.	"	600	"
P. B. Rasmussen, Div. Supt.	"	250	"
J. D. Rezner, VP Sales & Svc.	"	700	"
T. C. Rowley, AVP Reg. Sales Mgr.	"	300	"
K. C. Sanders, AVP Corp. Planning	"	450	"
D. V. Sartore, Chf. Engr. Design	"	400	"
G. W. Saylor, Divn. Supt.	"	300	"
P. B. Schmidt, AVP Market Dev.	"	300	"
G. E. Scholze, Prin. Asst. Engr.	"	150	"
R. J. Schreiber, Assoc. Reg. Counsel	"	350	"
J. D. Schroeder, Asst. CMO Loco.	"	150	"
T. G. Schuster, AVP Urban Svcs.	"	600	"
R. H. Shober, VP & Gen. Mgr.	"	600	"
L. D. Silvernale, Assoc. Reg. Counsel	"	350	"

1977 BURLINGTON NORTHERN INC. STOCK OPTION INCENTIVE PLAN

OPTIONS GRANTED IN 1977

<u>NAME AND TITLE</u>	<u>DATE</u>	<u>NO. OF SHARES</u>	<u>OPTION PRICE</u>
Abbott Skinner, MD, CMO	5-13-77	500	\$48.50
R. E. Skov, Reg. Counsel	"	500	"
J. C. Smith, Assoc. Gen. Counsel	"	400	"
R. W. Spanning, CMO Loco.	"	300	"
R. E. Taylor, AVP Mech.	"	600	"
W. E. Taylor, AVP Reg. Sales Mgr.	"	250	"
W. L. Taylor, Reg. Counsel	"	500	"
G. W. Thompson, Chf. Engr. Sig. & Comm.	"	400	"
J. P. Titus, Dir. Engr.	"	250	"
L. L. Van Zinderen, AVP Costs & Stat.	"	350	"
J. R. Walker, Assoc. Gen. Counsel	"	350	"
T. Watanabe, VP Int. Comm.	"	600	"
J. C. Weiland, AVP Ind. Dev.	"	400	"
R. V. Wicko, Asst. Gen. Counsel	"	300	"
J. W. Wicks, AVP Operations	"	400	"
D. J. Wigstrom, Sr. AVP	"	450	"
K. T. Woodruff, AVP Revenue	"	450	"
M. O. Woxland, Dir. Const. Proj.	"	250	"
D. F. Ylkanen, VP Personnel	"	800	"

BURLINGTON NORTHERN INC.

1977 Stock Option Incentive Plan
Options Exercised

Name	Title	Options Exercised During 1977			Personal Service Income-Difference Between Option Price and Market Value
		Shares	Aggregate Purchase Price	Aggregate Market Price	
B.G. Anderson	A.V.P. Engineering	450	16,906.25	21,318.75	4,412.50
W.L. Arntzen	Regional Vice President	400	12,050.00	19,675.00	7,625.00
J.C. Ashton	V.P. and Secretary	750	26,781.25	38,625.00	11,843.75
R.A. Beulke	Regional Vice President	200	6,025.00	9,600.00	3,575.00
J.J. Boettner	Gen. Superintendent	300	11,587.50	15,450.00	3,862.50
R.G. Brohaugh	Chf. Engr. Maintenance	250	7,531.25	12,421.88	4,890.63
R.C. Burton, Jr.	A.V.P. Financial Planning	500	19,250.00	23,656.25	4,406.25
W.J. Condotta	A.V.P. Operations	200	7,700.00	9,968.75	2,268.75
J.K. Cutforth	A.V.P. Sales-West	300	9,037.50	13,462.50	4,425.00
J.O. Davies	Regional Vice President	500	\$15,062.50	\$23,562.50	\$ 8,500.00
T.C. DeButts	V.P. -Portland	250	7,531.25	12,421.88	4,890.63
M.M. Donahue	V.P. -Coal	1,200	42,850.00	51,000.00	8,150.00
W.H. Egan	A.V.P. Intermodal	700	26,987.50	34,693.75	7,706.25
R.J. Fiala	Asst. to Sr. V.P. Marketing	500	19,275.00	24,937.50	5,662.50
R.F. Garland	V.P. & Controller	25	753.13	1,307.81	554.68
R.E. Griffin	A.V.P. Mgmt. Services	300	9,037.50	12,656.25	3,618.75
R.L. Grinde	A.V.P. Safety & Rules	300	11,587.50	15,637.50	4,050.00
W.C. Hageman	A.V.P. -Reg. Sales Mgr.	400	12,050.00	19,175.00	7,125.00
R.O. Hammerstrom	Divn. Superintendent	300	11,587.50	15,787.50	4,200.00
L.A. Harris	Assoc. Gen. Counsel	400	12,050.00	17,550.00	5,500.00
C.J. Hockaday	V.P. Pricing & Energy	400	12,050.00	19,625.00	7,575.00
R.V. Jabens	Asst. Gen. Supt.	550	21,212.50	27,475.00	6,262.50
D.W. Johnson	Asst. Regional Counsel	450	17,381.25	20,587.50	3,206.25

BURLINGTON NORTHERN INC.

1977 Stock Option Incentive Plan
Options Exercised

<u>Name</u>	<u>Title</u>	<u>Options Exercised During 1977</u>			<u>Personal Service Income-Difference Between Option Price and Market Value</u>
		<u>Shares</u>	<u>Aggregate Purchase Price</u>	<u>Aggregate Market Price</u>	
L.J.King, Jr.	A.V.P. Operations	1,625	61,853.13	85,325.01	23,471.88
L.S.Kiser	A.V.P. Grain & Grain Prod.	300	11,550.00	15,693.75	4,143.75
T.G.Kotnour	Exec. Asst.-Mechanical	200	7,950.00	10,300.00	2,350.00
T.J.Lamphier	President, Transp. Divn.	200	6,025.00	8,650.00	2,625.00
R.C.Lindquist	Dir. Safety & Rules	500	19,287.50	26,062.50	6,775.00
L.W.Menk	Chairman & Chf. Exec. Officer	2,000	77,000.00	98,875.00	21,875.00
N.C.Merz	Director, Internal Audit	800	31,175.00	39,200.00	8,025.00
A.E.Michon	A.V.P.-Energy Divn.	950	36,643.75	44,471.88	7,828.13
R.J.Molitor	A.V.P.-Taxes	450	17,350.00	23,062.50	5,712.50
B.D.Olsen	Asst. Gen. Counsel	600	23,150.00	30,750.00	7,600.00
E.L.Phillips	Divn. Superintendent	500	19,287.50	23,500.00	4,212.50
H.E. Pierce	A.V.P. Transportation	200	6,025.00	8,887.50	2,862.50
G.R. Powe	A.V.P. Commodity Mktg.	250	9,656.25	12,031.25	2,375.00
P.G. Rasmussen	Divn. Superintendent	500	\$19,287.50	\$24,475.00	\$ 5,187.50
K.C. Sanders	A.V.P. Corporate Planning	250	7,531.25	12,593.75	5,062.50
R.B.Schmidt	A.V.P. Mkt Development	700	26,975.00	35,875.00	8,900.00
J.D.Schroeder	Asst. Chf. Mech. Off.-Loco	700	28,650.00	36,837.50	8,187.50
R.H. Shober	V.P. & Gen. Manager	350	10,543.75	17,412.50	6,868.75
L.D.Silvemale	Assoc. Reg. Counsel	1,250	48,193.75	56,828.13	8,634.38
A. Skinner	Chf. Medical Officer	300	9,037.50	12,618.75	3,581.25
R.E. Skov	Regional Counsel	400	12,050.00	20,250.00	8,200.00
R. E. Taylor, Jr.	A.V.P. Mechanical	825	28,203.13	40,632.81	12,429.68

BURLINGTON NORTHERN INC.1977 Stock Option Incentive Plan
Options Exercised

<u>Name</u>	<u>Title</u>	<u>Options Exercised During 1977</u>			<u>Personal Service Income-Difference Between Option Price and Market Value</u>
		<u>Shares</u>	<u>Aggregate Purchase Price</u>	<u>Aggregate Market Price</u>	
W.L. Taylor	Regional Counsel	450	17,381.25	18,928.13	1,546.88
J.P. Titus	Director Engineering	200	\$ 7,725.00	\$ 9,462.50	\$ 1,737.50
L.L. VanZinderen	A.V.P. Costs & Stats.	700	27,012.50	33,556.25	6,543.75
J.R. Walker	General Counsel	450	13,556.25	23,456.25	9,900.00

BURLINGTON NORTHERN INC.

PENSIONERS

Line No.	Name of Person (a)	Title (b)	Salaries per annum as of close of year (see instructions) (c)	Other Compensation During Year (d)
	Wilburn R. Allen	Vice President-Marketing (Retired 9-1-77)	\$6,167 Mo.	\$10,208 (a) 473 (c) 7,116 (d)
	John M. Budd	Chairman of the Finance Committee (Retired)	-	92,217 (a) 13,000 (b)
	Robert W. Downing	Vice Chairman & Chief Operating Officer (Retired)	-	189,321 (a) 23,850 (b)
	Donald H. King	Regional Vice President (Retired 12-1-77)	6,500 Mo.	2,636 (a) 6,850 (b) 2,073 (c)
	Herbert H. Krengel	General Counsel (Retired 9-1-77)	5,917 Mo.	6,525 (a) 1,350 (c)
	Ralph L. Merklin	Regional Vice President (Retired 11-1-77)	5,750 Mo.	3,874 (a) 50 (b) 341 (c)
	Robert W. Plunkett	General Claims Attorney (Retired 11-1-77)	3,693 Mo.	2,142 (a)

(a) Pension

(b) Directors and Other Fees - Various Companies

(c) Premium for Life Insurance Coverage in Excess of
\$50,000(d) Personal Service Income (See: Stock Option
Incentive Plan, Options Exercised)

563. PAYMENTS FOR SERVICES RENDERED BY OTHER THAN EMPLOYEES AND AFFILIATES

1. In the form below give information concerning payments, fees, retainers, commissions, gifts, contributions, assessments, bonuses, pensions, subscriptions, allowance for expenses, or any form of payments amounting in the aggregate to \$50,000 or more during the year to any corporation, institution, association, firm, partnership, committee, or any person, except:

(a) Payments to employees of the respondent shall be reported in Schedule 562.

(b) Payments for services rendered by affiliates shall be reported in Schedule 564.

(c) Payments for accounting and audit fees must be reported in full regardless of the \$50,000 limitation. These fees must not be included with management fees paid to parent companies.

2. The aggregate of payments to be reported in column (c) shall include amounts paid and/or accrued during the year which are applicable to the year.

3. When contributions under \$50,000 are made in common with other carriers under a joint arrangement in payment for the performance of services or as a donation, each such contribution shall be reported, irrespective of the amount thereof, if the total amount paid by all contributors for the performance of the particular service is equal to the sum of \$100,000 or more.

4. Payments to the independent public accountant reporting on the respondent's annual report shall be subdivided to show separately the amount paid for auditing and the total amount paid for other types of management services such as, but not limited to, compensation plans, pension plans, forecasts and budgets, and tax advice. All carriers, whether payments aggregate more or less than \$50,000, shall answer the following question.

Did the independent accountant reporting on the respondent's annual report provide any management services other than auditing?

Specify: Yes ☒ No ☐

5. To be included are, among others, payments, directly or indirectly, for legal, medical, engineering, advertising, valuation, accounting, statistical, financial, educational, entertainment, charitable, advisory, defensive, detective, developmental, research, appraisal, registration, purchasing, architectural, and hospital services; payments for expert testimony and for handling wage disputes; and payments for services of banks, bankers, trust companies, insurance companies, brokers, trustees, promoters, solicitors, consultants, actuaries, investigators, inspectors, and efficiency engineers. Payments to the various railroad associations, commissions, committees, bureaus, boards, and other organizations maintained jointly by railroads shall also be included. The enumeration of these kinds of payments should not be understood as excluding other payments for services not excluded below.

6. To be excluded are: Rent of buildings or other property, taxes payable to the Federal, State, or local Governments, payments for heat, light, power, telegraph, and telephone services, and payments to other carriers on the basis of lawful tariff charges or for the interchange of equipment between carriers, as well as other payments for services which both as to their nature and amount may reasonably be regarded as ordinarily connected with the routine operation, maintenance, or construction of a railroad, but any special and unusual payments for services should be reported. Payments of \$50,000 or more to organizations maintained jointly by railroads with other railroads are not to be excluded even if their services are regarded as routine.

7. If more convenient, this schedule may be filled out for a group of roads considered as one system and shown only in the report of the principal road in the system, with references thereto in the reports of the other roads. When the respondent is reporting on a system basis, audit fees must be reported separately for each individual railroad included in the system.

8. If any doubt exists in the mind of the reporting officer as to the reportability of any type of payment, request should be made for a ruling before filing this report.

(Dollars in thousands)

Line No.	Name of recipient (a)	Description of service (b)	Amount of payment (c)
1	Association of American Railroads	Assessments and Expenses	\$ 1 805
2	Western Railroad Association	Expenses	3 696
3	Eastern Railroad Association	Expenses	27
4	California Railroad Association	Contributions	3
5	Colorado Railroad Association	Assessments	7
6	Illinois Railroad Association	Assessments	18
7	Iowa Railroad Association	Assessments	29
8	Kansas Railroad Association	Assessments	3
9	Minnesota Railroad Association	Assessments	167
10	Montana Railroad Association	Assessments	123
11	Nebraska Railroad Association	Contributions	28
12	North Dakota Railway Lines	Reimbursements	40
13	Oregon Railroad Association	Contributions	36
14	Railway Association of Canada	Assessments	1
15	South Dakota Railroad Association	Assessments	5
16	Washington Railroad Association	Assessments	56
17	Canadian Car Demurrage Bureau	Assessments	2
18	Canadian Freight Association	Assessments	18
19	Arthur D. Little Inc.	Services	228
20	Batten, Barton, Durstine & Osborn Inc.	Services	65
21	Burlington Northern Foundation	Contributions	1 250
22	Caplin and Drysdale	Services	139
23	Carl Byoir and Associates, Inc.	Services	57
24	Citibank N.A.	Services	59
25	Chicago Railroad Terminal Information		
26	System Inc.	Assessments	48
27	Continental Assurance Company	Services	132
28	(continued on Page 123-A)		

563. PAYMENTS FOR SERVICES RENDERED BY OTHER THAN EMPLOYEES AND AFFILIATES

(continued from page 123)

Line No.	Name of recipient (a)	Description of service (b)	Amount of payment (c)
1	Gough, Booth, Shanahan and Johnson	Services	\$ 80
2	Haskins and Sells	Auditing services	290
3	Haskins and Sells	Other Services	205
4	Howard, Needles, Tammen and Bergendoff	Services	161
5	Knudsen, Berkheimer, Endacott & Beam	Services	74
6	Lenker, Fritz A.	Services	85
7	Morgan Guaranty Trust Co. of New York	Services	97
8	Morgan Stanley and Co., Inc.	Services	358
9	National Railway Labor Conference	Assessments	250
10	Nilles, Hansen, Selbo Magill & Davies	Services	61
11	Norman A. White and Associates	Services	52
12	Northwestern Nat'l Life Insurance Co.	Services	52
13	Shannon & Wilson Inc.	Services	64
14	Sidley and Austin	Services	390
15	Technalysis Corporation	Services	117
16	Western Engineers - Architects Inc.	Services	123
17	Western Environmental Services	Services	310
18	Willmer Cutter & Pickering	Services	154
19	Workmens Compensation Board	Assessments	71
20			
21			
22			
23			
24			
25			
26			
27			
28			

544 TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT FOR SERVICES RECEIVED OR PROVIDED

1. Furnish the information called for below concerning each contract, agreement or arrangement (written or unwritten) in effect at any time during the year between the respondent and the affiliated companies listed in Schedule 104, 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:

- Lawful tariff charges for transportation services.
- Payments to or from other railroads for interline services and interchange of equipment.
- Payments to or from other railroads for services which may reasonably be regarded as ordinarily connected with routine operation, maintenance, or construction of a railroad, but any special or unusual transactions should be reported.
- Agreements relating to joint pension plans with affiliated companies should be reported in explanatory notes section of Schedule 200 (p. 13)

2. In column (a) enter the name of the affiliated company, person, or agent with which respondent received or provided services aggregating \$30,000 or more for the year. If an affiliated company provides services to more than one affiliate, and the aggregate compensation amounts to \$30,000 or more for the year, list all the affiliates included in the agreement and describe the allocation of charges in column (d). If the respondent provides services to more than one affiliate, and the aggregate compensation amounts to \$30,000 or more for the year, reference to this fact should be made and the actual 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.

Attach a balance sheet and income statement for each affiliate with which respondent had reportable transactions during the year. These statements should be prepared on the same accounting

year basis and in conformity with the balance sheet and income statement in annual report form A, and should be noted to indicate method of depreciating property, if any, furnished to the respondent. Balance sheet and income statement are not required for affiliated carriers filing annual reports with the Commission.

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

- If respondent directly controls affiliate insert the word "direct".
- If respondent controls through another company insert the word "indirect".
- If respondent is under common control with affiliate insert the word "common".
- If respondent is controlled directly or indirectly by the company listed in column (a) insert the word "controlled".
- 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 character of service 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 (g).

5. In column (d) fully describe the basis for computing charges under each contract, agreement, etc.

6. In columns (e) and (f) indicate the date and term of each contract or arrangement. If oral contract, indicate with symbol "O".

7. In column (g) report the total amount received, paid, or accrued during the year which is applicable to the year, for each type of service listed in column (c). Indicate purchase items with the symbol "P" and sales items with the symbol "S". Do not report net figures when services are both provided and received between the respondent and an affiliate.

(Dollars in thousands)

Line No.	Name of Company or Individual and percent of gross income from respondent carrier (a)	%	Form of Affiliation (b)	Character of Service (c)	Basis of Charge (d)	Contract		Total Charges for Year	
						Date (e)	Term (f)	(PKS)	(g)
1	Arden Lumber Co., Inc.	-	Indirect	Gen. & Admin. Services	\$ 940 monthly	0	0	S	\$ 11
2	BN Transport Inc.	-	Direct	Lease bldg.-So. Seattle	\$ 3,638 monthly	1-70	20yrs	S	44
3	BN Transport Inc.	-	Direct	Lease bldg.-Chicago	\$ 7,838 monthly	10-68	15yrs	S	94
4	BN Transport Inc.	-	Direct	TOFC service	\$.43 per mile	12-60	Indef	S	1 942
5	BN Transport Inc.	-	Direct	Telephone service	\$ 4,825 monthly	6-72	Indef	S	58
6	BN Transport Inc.	-	Direct	Gen. & Admin. service	\$23,267 monthly	1-40	Indef	S	241
7	BN Transport Inc.	-	Direct	Lease line haul trailers	\$6.35-7.00 per day	0	Indef	S	66
8	BN Transport Inc.	.5	Direct	Ramp & deramp trailers	\$ 19.67 per hour	8-73	Indef	P	151
9	BN Transport Inc.	.4	Direct	Lease TOFC Trailers	\$60-175 per month	6-62	Indef	P	118
10	BN Transport Inc.	.4	Direct	Handling trlrs. via hwy.	Var. costs per mile	8-73	Indef	P	123
11	BN Transport Inc.	.3	Direct	Inspecting trailers	\$2.46 per trailer	5-76	Indef	P	88
12	BN Transport Inc.	2.2	Direct	Handling company material	\$21.59/hr-\$.95/mile	7-76	Indef	P	657
13	BN Transport Inc.	.7	Direct	Unloading autos	\$5.18 each	11-61	Indef	P	211
14	BN Transport Inc.	6.0	Direct	Substitute hwy. service	Var. costs per mile	1-40	Indef	P	1 825
15	BN Transport Inc.	21.7	Direct	Handling TOFC trlrs	Var. costs per hour	10-54	Indef	P	6 619
16	BN Transport Inc.	2.4	Direct	Repair & service equip.	\$16.62/hr +15%handl.	9-70	Indef	P	745
17	Burl. Nor. Air Freight Inc.	-	Direct	Gen. & Admin. service	\$ 3,676 monthly	4-74	Indef	S	44
18	BNL Development Corp.	-	Direct	Gen. & Admin. service	\$ 4,976 monthly	0	0	S	60

(cont'd on page 124-A)

**564. TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT
FOR SERVICES RECEIVED OR PROVIDED**

1. Furnish the information called for below concerning each contract, agreement or arrangement (written or unwritten) in effect at any time during the year between the respondent and the affiliated companies listed in Schedule 104, 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 service;
- (b) Payments to or from other railroads for interline services and interchange of equipment;
- (c) Payments to or from other railroads for services which may reasonably be regarded as ordinarily connected with routine operation, maintenance, or construction of a railroad, but any special or unusual transactions should be reported;
- (d) Agreements relating to joint pension plans with affiliated companies should be reported in explanatory notes section of Schedule 200 (p. 13)

2. In column (a) enter the name of the affiliated company, person, or agent with which respondent received or provided services aggregating \$30,000 or more for the year. If an affiliated company provides services to more than one affiliate, and the aggregate compensation amounts to \$30,000 or more for the year, list all the affiliates included in the agreement and describe the allocation of charges in column (d). If the respondent provides services to more than one affiliate, and the aggregate compensation amounts to \$30,000 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.

Attach a balance sheet and income statement for each affiliate with which respondent had reportable transactions during the year. These statements should be prepared on the same accounting

year basis and in conformity with the balance sheet and income statement in annual report form A, and should be noted to indicate method of depreciating property, if any, furnished to the respondent. Balance sheet and income statement are not required for affiliated carriers filing annual reports with the Commission.

3. In column (b) indicate form of affiliation 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 character of service 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 (g).

5. In column (d) fully describe the basis for computing charges under each contract, agreement, etc.

6. In columns (e) and (f) indicate the date and term of each contract or arrangement. If oral contract, indicate with symbol "O".

7. In column (g) report the total amount received, paid, or accrued during the year which is applicable to the year, for each type of service listed in column (c). Indicate purchase items with the symbol "P" and sales items with the symbol "S". Do not report net figures when services are both provided and received between the respondent and an affiliate.

(Dollars in thousands)

Line No.	Name of Company or Individual and percent of gross income from respondent carrier (a)	%	Form of Affiliation (b)	Character of Service (c)	Basis of Charge (d)	Contract		Total Charges for Year	
						Date (e)	Term (f)	(P)(S)	(g)
1	Burlington Equipment Co.	-	Direct	Gen. & Admin. service	\$ 570 monthly	0	0	S	\$ 7
2	Colorado & Southern Ry. Co.	-	Direct	Gen. & Admin. service	\$10,623 monthly	0	0	S	127
3	Dreyer Brothers Inc.	-	Indirect	Gen. & Admin. service	\$ 951 monthly	0	0	S	11
4	Fort Worth & Denver Ry. Co.	-	Indirect	Gen. & Admin. service	\$ 9,789 monthly	0	0	S	117
5	Glacier Park Co.	3.5	Direct	Treating RR ties	Cost	1-72	Indef	P	684
6	Glacier Park Co.	.4	Direct	Handling logs	Cost	0	0	P	88
7	Glacier Park Co.	-	Direct	Gen. & Admin. service	\$11,625 monthly	0	0	S	140
8	Ksanka Lumber Co.	-	Indirect	Gen. & Admin. service	\$ 1,291 monthly	0	0	S	15
9	Lemhi Telephone Co.	-	Direct	Gen. & Admin. service	\$ 1,888 monthly	0	0	S	28
10	Northern Airmotive Inc.	7.6	Indirect	Aircraft services	Retail	0	0	P	323
11	Northern Airmotive Inc.	-	Indirect	Gen. & Admin. service	Cost	0	0	S	76
12	Plum Creek Lumber Co.	-	Direct	Gen. & Admin. service	\$ 6,954 monthly	0	0	S	83
13	Royal Logging Co.	-	Indirect	Gen. & Admin. service	\$ 1,851 monthly	0	0	S	22
14	Ruth Realty Co.	-	Direct	Gen. & Admin. service	\$ 986 monthly	0	0	S	12
15	Walla Walla Valley Ry. Co.	-	Direct	Gen. & Admin. service	\$ 2,728 monthly	0	0	S	33
16	Western Fruit Express Co.	-	Direct	Gen. & Admin. service	\$27,630 monthly	0	0	S	332
17	Winona Bridge Ry. Co.	-	Direct	Gen. & Admin. service	\$ 1,140 monthly	0	0	S	14
18									

BALANCE SHEET and INCOME STATEMENTS
of
CERTAIN AFFILIATED COMPANIES

Explanation of Column Headings

Heading

NA	Northern Airmotive
LT	Lemhi Telephone
PCL	Plum Creek Lumber
RL	Royal Logging
KL	Ksanka Lumber
AL	Arden Lumber
ENA	Burlington Northern Air Freight
GP	Glacier Park Company
ENLDC	BNL Development Corporation

BURLINGTON NORTHERN INC BALANCE SHEET
(IN THOUSANDS)

	NA	LT	PCL	RL	KL	AL	BNA	GP	BNLDC
CURRENT ASSETS									
CASH/SHORT TERM INVEST	\$ 328	\$ 368	\$ 6036	\$ 0	\$ 2	\$ 3	\$ 1929	\$ 649	\$ 15
ACCTS RECEIVABLE	335	70	4701	12	44	419	13194	1302	652
MATL, SUPP & INV	1199	33	10854	317	2022	2651	256	447	0
OTHER CURRENT ASSETS	7	12	758	193	78	1272	784	1125	0
TOTAL	1869	483	22349	522	2146	4345	16163	3523	667
SPEC FUNDS & INVEST									
CAP & OTHER FUNDS	0	0	0	0	0	0	0	0	0
INVESTMENTS-COST	0	0	1961	0	0	0	7	33173	0
INVESTMENTS-EQUITY	0	0	0	0	0	0	0	0	0
TOTAL	0	0	1961	0	0	0	7	33173	0
PROPERTIES									
TRANSPORTATION									
ROAD & OTHER	0	0	0	0	0	0	4564	0	0
EQUIPMENT	0	0	0	9	0	0	0	0	0
NONTRANSPORTATION	3693	2147	24298	4716	1520	8701	0	28899	6559
TOTAL	3693	2147	24298	4716	1520	8701	4564	28899	6559
LESS ACCUM DEPR ETC	885	786	11447	3166	677	731	788	1804	29
TOTAL	2808	1361	12851	1550	843	7970	3776	27095	6550
OTHER ASSETS & DEF CHGS	104	1	13740	0	2344	206	438	40	671
TOTAL ASSETS	\$ 4781	\$ 1845	\$ 50901	\$ 2072	\$ 5333	\$12521	\$20384	\$ 63831	\$ 7868
CURRENT LIABILITIES									
LOANS & NOTES PAYABLE	\$ 255	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
ACCOUNTS/WAGES PAYABLE	687	165	4994	415	468	634	13890	1812	249
INTEREST ACCRUED	1	5	255	0	0	10	0	157	22
TAXES ACCRUED	124	69	2265	6	315	-432	894	606	75
DIVIDENDS PAYABLE	0	0	0	0	0	0	0	0	0
OTHER CURRENT LIAB	305	0	698	69	14	35	367	44	0
CURRENT L T DEBT	289	69	470	0	0	151	0	0	203
TOTAL	1661	308	8682	490	797	398	15141	3047	549
LONG TERM DEBT	1482	410	7060	0	0	486	0	28939	2146
OTHER LIAB/DEF CREDITS	0	10	2344	846	0	11119	21	3226	550
DEFERRED INCOME TAXES	33	0	737	0	0	199	0	-177	0
MINORITY INTEREST	0	0	0	0	0	0	0	0	0
STOCKHOLDERS EQUITY									
PREFERRED STOCK	0	0	0	0	0	0	0	0	0
PREFERRED STOCK SER. A	0	0	0	0	0	0	0	0	0
PREFERRED STOCK \$2.65	0	0	0	0	0	0	0	0	0
COMMON STOCK	100	200	678	200	104	-73	800	1500	7000
CAPITAL SURPLUS	900	0	64	0	0	0	200	11139	0
RETAINED EARNINGS	605	917	31336	536	4432	392	4212	16157	-2385
TOTAL	1605	1117	32078	736	4536	319	5212	28796	4615
TOTAL LIAB	\$ 4781	\$ 1845	\$ 50901	\$ 2072	\$ 5333	\$12521	\$20384	\$ 63831	\$ 7868

BURLINGTON NORTHERN INC
INCOME ACCOUNT DETAIL
(IN THOUSANDS)

	N A	L T	P C L	R L	K L	A L	BNA	G P	BNLDC
REVENUES:									
TRANSPORTATION:									
FREIGHT	\$ 0	\$ 0	0	\$ 0	\$ 0	\$ 0	\$103410	\$ 0	\$1451
OTHER	0	0	0	0	0	0	0	0	0
NONTRANSPORTATION:									
SALES	4233	0	60827	5580	9058	4942	0	19580	0
RENTS SERV & OTHER	0	699	0	0	0	0	0	208	0
TOTAL REVENUES	4233	699	60827	5580	9058	4942	103410	19788	1451
COSTS AND EXPENSES:									
TRANSPORTATION	0	0	0	0	0	0	96887	0	72
M. OF W. AND S.	0	0	0	0	0	0	0	0	72
M. OF E.	0	0	0	0	0	0	0	0	72
EQUIP & JT FAC RENTS	0	0	0	0	0	0	0	0	0
EQUIPMENT LEASES	0	0	0	0	0	0	0	0	0
TRAFFIC - MISC - GENL	0	0	0	0	0	0	926	0	24
COST OF SALES-									
OPER GENL&ADMIN EXP	3674	426	47265	5294	6456	6548	0	15289	0
PROPERTY TAXES	54	27	345	25	33	15	106	423	0
PAYROLL & OTHER									
TAXES EXCEPT INC. TAX	72	16	772	192	86	194	941	86	0
TOTAL COSTS AND EXP	3800	469	48382	5511	6575	6757	98860	15798	240
OPERATING INCOME	433	230	12445	69	2483	-1815	4550	3990	1211
OTHER INCOME:									
INTEREST AND DIVIDENDS	7	11	403	0	0	0	100	221	15
GAINS ON PURCHASE OF									
DEBT FOR SINKING FUND	0	0	0	0	0	0	0	0	0
EQUITY IN INCOME OF									
MINORITY OWNED SUBS	0	0	0	0	0	0	0	0	0
MISCELLANEOUS	0	0	102	40	1	3	0	158	1887
DEDUCT FROM INCOME	0	1	11	0	0	1	0	81	0
TOTAL OTHER INCOME	7	10	494	40	1	2	100	298	1902
TOTAL INCOME	440	240	12939	109	2484	-1813	4650	4288	3113
FIXED CHARGES	144	34	634	0	0	0	24	353	3113
INCOME BEFOR INC. TAX									
AND MINORITY INTEREST	296	206	12305	109	2484	-1813	4626	3935	0
PROVISION FOR INC. TAX									
AND MINORITY INTEREST									
CURRENT-FEDERAL	117	81	5695	0	959	-1572	2110	1148	0
STATE	35	13	846	3	168	0	304	111	0
DEFERRED-FEDERAL	5	0	-248	8	-32	160	-114	-42	0
STATE	-2	0	-12	4	0	0	-17	0	0
MINORITY INTEREST	0	0	0	0	0	0	0	0	0
TOTAL	155	94	6281	15	1095	-1412	2283	1217	0
NET INCOME	\$ 141	\$ 112	\$ 6024	\$ 94	\$1389	\$-401	\$ 2343	\$2718	\$ 0

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565. OTHER TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT

1. Furnish the information called for below concerning transactions between the respondent and the affiliated companies listed in Schedule 304, 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 limited to, purchase, sale or transfer of equipment, land, structures, securities or other assets aggregating \$30,000 in value for the year.

2. In column (a) enter the name of the affiliated company, person, or agent with which respondent transacted purchase, sale or transfer.

3. In column (b) indicate form of affiliation or control between the respondent and company or person identified in column (a) in accord with instruction No. 3 to Schedule 564.

4. In column (c) briefly describe the kind of asset purchased, sold or transferred.

5. In column (d) report the total of all purchases, sales or transfers of property with a value of \$30,000 or more. If individual items are less than that amount, report the total of all purchases or sales with the company or individual named in column (a) when the aggregate of such items is \$30,000 for the year. Indicate purchase items with the symbol "P" and sales items with the symbol "S".

6. In column (e) summarize the book cost, less accrued depreciation if applicable, for each item reported in column (d).

7. In column (f) report the net profit or loss for each item (column (d) less column (e)).

8. Answer all questions at bottom of schedule. (Dollars in thousands)

Line No	Name of Company or Individual (a)	Form of Affiliation (b)	Description of Item (c)	Sales or Purchase Price (d)	Net Book Value (e)	Gain or (Loss) (f)
1	Belt Ry. Co. of Chicago, The	Direct	Advance	\$ 85	\$ 85	\$ -
2	Belt Ry. Co. of Chicago, The	Direct	Interest received on advances	69	69	-
3	BN Transport Inc.	Direct	Advance repayment (1)	1 710	1 710	-
4	BN Transport Inc.	Direct	Purchase Land & Bldg. of Galesburg, IL (P)	514	208	306
5	BN Transport Inc.	Direct	Purchase BNAFI stock (P)	1 000	1 000	-
6	BN Transport Inc.	Direct	Demand notes - Loaned to B. N. Inc.	2 450	2 450	-
7	BN Transport Inc.	Direct	Demand notes - Repaid by B. N. Inc.	2 450	2 450	-
8	BN Transport Inc.	Direct	Interest paid on demand notes	54	54	-
9	BNL Development Corp.	Direct	Repurchase of land (2) (P)	849	849	-
10	BNL Development Corp.	Direct	Sale of land - various transactions (2) (S)	1 061	1 061	-
11	BNL Development Corp.	Direct	Purchase BNL Dev. Corp. stock (P)	750	750	-
12	BNL Development Corp.	Direct	Demand note - Loaned to B. N. Inc.	700	700	-
13	BNL Development Corp.	Direct	Demand note - Repaid by B. N. Inc.	700	700	-
14	Burlington Equipment Co.	Direct	Advance	100	100	-
15	Burlington Equipment Co.	Direct	Dividend paid to B. N. Inc.	398	398	-
16	Burl. Nor. Air Frt. Inc.	Direct	Dividend paid to B. N. Inc.	400	400	-
17	Burl. Nor. Air Frt. Inc.	Direct	Demand note - Borrowed to B. N. Inc.	1 000	1 000	-
18	Burl. Nor. Air Frt. Inc.	Direct	Demand note - Repaid by B. N. Inc.	1 000	1 000	-
19	Burl. Nor. Dock Corp.	Direct	Advance	36 761	36 761	-
20	Burl. Nor. Dock Corp.	Direct	Advance repayment	46 320	46 320	-
21	Burl. Nor. Dock Corp.	Direct	Advance to B. N. Inc.	1 905	1 905	-
22	Burl. Nor. Dock Corp.	Direct	Advance repayment from B. N. Inc.	79	79	-
23	Chicago Union Station Co.	Direct	Purchase Bonds	379	379	-
24	Chicago Union Station Co.	Direct	Advance	700	700	-
25	Chicago Union Station Co.	Direct	Advance repayment	38	38	-
26	Colorado & Southern Ry. Co.	Direct	Advance	373	373	-
27						

(Cont'd on page 125-A)

565. OTHER TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT

1. Furnish the information called for below concerning transactions between the respondent and the affiliated companies listed in Schedule 104, 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 limited to, purchase, sale or transfer of equipment, land, structures, securities or other assets aggregating \$30,000 in value for the year.

2. In column (a) enter the name of the affiliated company, person, or agent with which respondent transacted purchase, sale or transfer.

3. In column (b) indicate form of affiliation or control between the respondent and company or person identified in column (a) in accord with instruction No. 3 to Schedule 564.

4. In column (c) briefly describe the kind of asset purchased, sold or transferred.

5. In column (d) report the total of all purchases, sales or transfers of property with a value of \$30,000 or more. If individual items are less than that amount, report the total of all purchases or sales with the company or individual named in column (a) when the aggregate of such items is \$30,000 for the year. Indicate purchase items with the symbol "P" and sales items with the symbol "S".

6. In column (e) summarize the book cost, less accrued depreciation if applicable, for each item reported in column (d).

7. In column (f) report the net profit or loss for each item (column (d) less column (e)).

8. Answer all questions at bottom of schedule. (Dollars in thousands)

Lane No.	Name of Company or Individual (a)	Form of Affiliation (b)	Description of Item (c)	Sales or Purchase Price (d)	Net Book Value (e)	Gain or (Loss) (f)
1	Colorado & Southern Ry. Co.	Direct	Demand notes - Loaned to B. N. Inc.	\$ 5 200	\$ 5 200	\$ -
2	Colorado & Southern Ry. Co.	Direct	Demand notes - Repaid by B. N. Inc.	5 200	5 200	-
3	Colorado & Southern Ry. Co.	Direct	Interest paid on demand notes	98	98	-
4	Colorado & Southern Ry. Co.	Direct	Dividend paid to B. N. Inc.	625	625	-
5	Delta Alaska Terminal Ltd.	Direct	Note repayment	33	33	-
6	Fort Worth & Denver Ry. Co.	Indirect	Note repayment	66	66	-
7	Glacier Park Co.	Direct	Transfer Trailer Train Co. stock and notes to B. N. Inc.			
8				516	516	-
9	Glacier Park Co.	Direct	Advance	5 970	5 970	-
10	Glacier Park Co.	Direct	Advance repayment	13 255	13 255	-
11	Glacier Park Co.	Direct	Interest received on advances	111	111	-
12	Glacier Park Co.	Direct	Advance to B. N. Inc.	4 499	4 499	-
13	Glacier Park Co.	Direct	Advance repayment from B.N. Inc.	11 687	11 687	-
14	Glacier Park Co.	Direct	Note	600	600	-
15	Glacier Park Co.	Direct	Note repayment	800	800	-
16	Glacier Park Co.	Direct	Interest received on notes	131	131	-
17	Kansas City Terminal Ry.Co.	Direct	Advance	250	250	-
18	Lake Sup. T. & T.Ry.Co.,The	Direct	Advance repayment	40	40	-
19	Minnesota Trfrs. Ry.Co.,The	Direct	Advance repayment	83	83	-
20	Oregon Electric Ry. Co.	Direct	Interest received on notes	119	119	-
21	Oregon Trunk Ry. Co.	Direct	Advance repayment	400	400	-
22	Oregon Trunk Ry. Co.	Direct	Interest received on advances	119	119	-
23	Paducah & Illinois R.R. Co.	Direct	Interest received on advances	62	62	-
24	Plum Creek Lumber Co.	Direct	Sale stumpage and logs	(S) 8 721	2 959	5 762
25	Plum Creek Lumber Co.	Direct	Purchase lumber, ties and plywood	(P) 477	382	95
26	Plum Creek Lumber Co.	Direct	Demand notes - Loaned to B. N. Inc.	2 900	2 900	-
27	Plum Creek Lumber Co.	Direct	Demand notes - Repaid by B. N. Inc.	2 900	2 900	-

(Cont'd on page 125-B)

565. OTHER TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT

1. Furnish the information called for below concerning transactions between the respondent and the affiliated companies listed in Schedule 104, 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 limited to, purchase, sale or transfer of equipment, land, structures, securities or other assets aggregating \$30,000 in value for the year.

2. In column (a) enter the name of the affiliated company, person, or agent with which respondent transacted purchase, sale or transfer.

3. In column (b) indicate form of affiliation or control between the respondent and company or person identified in column (a) in accord with instruction No. 3 to Schedule 564.

4. In column (c) briefly describe the kind of asset purchased, sold or transferred.

5. In column (d) report the total of all purchases, sales or transfers of property with a value of \$30,000 or more. If individual items are less than that amount, report the total of all purchases or sales with the company or individual named in column (a) when the aggregate of such items is \$30,000 for the year. Indicate purchase items with the symbol "P" and sales items with the symbol "S".

6. In column (e) summarize the book cost, less accrued depreciation if applicable, for each item reported in column (d).

7. In column (f) report the net profit or loss for each item (column (d) less column (e)).

8. Answer all questions at bottom of schedule. (Dollars in thousands)

Line No.	Name of Company or Individual (a)	Form of Affiliation (b)	Description of Item (c)	Sales or Purchase Price (d)	Net Book Value (e)	Gain or (Loss) (f)
1	Plum Creek Lumber Co.	Direct	Interest paid on demand notes	\$ 81	\$ 81	\$ --
2	Portal Pipe Line Co.	Direct	Dividend paid to B. N. Inc.	774	774	--
3	Ruth Realty Co.	Direct	Note repayment	181	181	--
4	Ruth Realty Co.	Direct	Advance	75	75	--
5	Ruth Realty Co.	Direct	Advance repayment (1)	101	101	--
6	St. Paul Union Depot Co., The	Direct	Advance repayment (1)	943	943	--
7	Term. RR. Assn. of St. Louis	Direct	Advance	177	177	--
8	Term. RR. Assn. of St. Louis	Direct	Advance repayment	78	78	--
9	Trailer Train Co.	Direct	Interest received on note	83	83	--
10	Walla Walla Valley Ry. Co.	Direct	Advance	208	208	--
11	Western Fruit Express Co.	Direct	Demand notes - Loaned to B. N. Inc.	2 000	2 000	--
12	Western Fruit Express Co.	Direct	Demand notes - Repaid by B. N. Inc.	2 000	2 000	--
13	Western Fruit Express Co.	Direct	Interest paid on demand notes	44	44	--

With respect to the transactions listed above, were any gains or losses incurred by other affiliated companies in the six (6) accounting years preceding this report year on the transfer of the item to the company or individual named in column (a)? Specify. Yes ___ No ☒ If yes, give particulars of prior transaction such as sales price, and gain or loss.

Where any services provided or assets transferred between respondent and affiliated companies or individuals during the year for which no charges were assessed? Specify. Yes ☒ No ___ If yes, explain. (1) Transfer of assets between affiliated companies within the Burlington Northern Inc. corporate entity does not warrant assessment of interest charged.

(2) No gain or loss is recognized on intercompany land sales between Burlington Northern Inc. and subsidiaries. Gain or loss if any is deferred and recognized when subsidiary resells the property.

**566 A. TRANSACTIONS BETWEEN NONCARRIER SUBSIDIARIES OF RESPONDENT AND OTHER AFFILIATED COMPANIES OR PERSONS
FOR SERVICES RECEIVED OR PROVIDED**

1. Furnish the information called for below concerning transactions between noncarrier subsidiaries of the respondent and other affiliated companies for services received or provided in accord with instruction No. 1 to Schedule 564.

2. In column (a) enter the name of the noncarrier subsidiary of respondent.

3. In column (b) enter the name of other affiliated company with which the noncarrier subsidiary received or provided services aggregating \$10,000 or more for the year.

4. In column (c) indicate form of affiliation or control between noncarrier subsidiary and other affiliated company identified in column (b) in accord with instruction No. 3 to Schedule 564.

5. In column (d) fully describe the character of service involved such as management fees, lease of building, purchase of material, etc. If more

than one type of service is provided, list each type of service separately. When services are both provided and received between the noncarrier subsidiary and other affiliate they should be listed separately and the amounts shown separately in column (h).

6. In column (e) fully describe the basis for computing charges under each contract, agreement, etc.

7. In columns (f) and (g) indicate the date and term of each contract or arrangement. If oral contract, indicate with symbol "O".

8. In column (h) report the total amount received, paid, or accrued during the year which is applicable to the year, for each type of service listed in column (d). Indicate purchase items with the symbol "P" and sales items with the symbol "S". Do not report net figures when services are both provided and received between the noncarrier subsidiary and other affiliate. (Dollars in thousands)

Line No.	Name of Respondent's Noncarrier Subsidiary Company (a)	Name of Other Affiliated Company (b)	Form of Affiliation (c)	Character of service (d)	Basis of Charge (e)	Contract		Total Charges for Year	
						Date (f)	Term (g)	(P)(S)	(h)
1	Plum Creek Lumber Co.	Royal Logging Co.	Common	Logging &					\$
2				Hauling	Cost	0	0	(P)	4 557
3	Plum Creek Lumber Co.	Royal Logging Co.	Common	Road Bldg.	Cost	0	0	(P)	1 243
4									
5									
6									
7									
8									
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566 B. OTHER TRANSACTIONS BETWEEN NONCARRIER SUBSIDIARIES OF RESPONDENT AND OTHER AFFILIATED COMPANIES OR PERSONS

1. Furnish the information called for below concerning other transactions between noncarrier subsidiaries of the respondent and other affiliated companies in accord with instruction No. 1 to Schedule 565.

2. In column (a) enter the name of the noncarrier subsidiary of respondent.

3. In column (b) enter the name of other affiliated company with which the noncarrier subsidiary transacted a purchase, sale or transfer of equipment, land, structures, securities or other assets aggregating \$30,000 in value for the year.

4. In column (c) indicate form of affiliation or control between noncarrier subsidiary and other affiliated company identified in column (b) in accord with instruction No. 3 to Schedule 564.

5. In column (d) briefly describe the kind of asset purchased, sold or transferred.

6. In column (e) report the total of all purchases, sales or transfers of property with a value of \$30,000 or more. If individual items are less than that amount, report the total of all purchases or sales when the aggregate of such items is \$30,000 for the year. Indicate purchase items with the symbol "P" and sales items with the symbol "S".

7. In column (f) summarize the book cost, less accrued depreciation if applicable, for each item reported in column (e).

8. In column (g) report the net profit or loss for each item (column (e) less column (f)).

9. Answer all questions at bottom of schedule.
(Dollars in thousands)

Line No.	Name of Respondent's Noncarrier Subsidiary Company (a)	Name of Other Affiliated Company (b)	Form of Affiliation (c)	Description of Item (d)	Sales or Purchase Price (e)	Net Book Value (f)	Gain or (Loss) (g)
1	BNL Development Corp.	Glacier Park Company	Common	Land Purchase	(P) \$ 54	\$ 54	(2) -
2	Glacier Park Company	Fort Worth & Denver Ry. Co.	Common	Sale of Bonds	(S) 350	299	51
3	Glacier Park Company	Plum Creek Lumber Co.	Common	Log sales	(S) 3 655	658	2 997
4	Glacier Park Company	Plum Creek Lumber Co.	Common	Note to G. P.	3 330	3 330	-
5	Glacier Park Company	Plum Creek Lumber Co.	Common	Note repayment			
6				by G. P.	1 619	1 619	(1) -
7	Glacier Park Company	Great Midwest Corp.	Direct	Note to Great			
8				Midwest Corp.	3 300	3 300	-
9	Glacier Park Company	Great Midwest Corp.	Direct	Note repayment			
10				by Great Midw.	1 500	1 500	(1) -
11	Ruth Realty Co.	Oregon Electric Ry. Co.	Common	Advance repayment			
12				by Ruth Realty	500	500	(1)
13							
14							
15							
16							
17							

With respect to the transactions listed above, were any gains or losses incurred by other affiliated companies in the six (6) accounting years preceding this report year on the transfer of the item to the company or individual named in column (b)? Specify. Yes ... No ☒. If yes, give particulars of prior transaction such as sales price, and gain or loss.

Were any services provided or assets transferred between noncarrier subsidiaries of respondent and other affiliated companies or individuals for which no charges were assessed? If so, explain.

(1) Transfer of assets between affiliated companies within the Burlington Northern Inc. corporate entity does not warrant assessment of interest charged.

(2) No gain or loss is recognized on intercompany land sales between Burlington Northern Inc. affiliates and subsidiaries gain or loss if any is deferred and recognized when affiliate resells the property.

571. CONSUMPTION OF FUEL BY MOTIVE-POWER UNITS

Show hereunder the amounts of the various kinds of fuel consumed by locomotive units and motors or other self-propelled rail cars in the service of the respondent during the year, and the number of kilowatt-hours for such tractive equipment as was propelled by electricity. The ton of 2,000 pounds should be used.

Kilowatt-hours, for entry in column (c) of section A, and column (h) of section B, are to be figures at high tension taps (point of production or point of purchase), and divided among the several classes of service, the division being made on the respondent's best estimate if actual figures are not available.

A. LOCOMOTIVES

Line No.	Kind of locomotive service (a)	Diesel	Electric	Other (Steam, Gas Turbine, Etc.)	
		Diesel oil (gallons) (b)	Kilowatt-hours (c)	Coal (tons) (d)	Fuel oil (gallons) (e)
1	Freight	347 816 278			
2	Passenger	3 494 470			
3	Yard switching	36 963 731			
4	Total	388 274 479			
5	Cost of Fuel*	\$ 132 366	\$	\$	\$
6	Work Train	710 399			

B. RAIL MOTORCARS

Line No.	Kind of locomotive service (f)	Diesel	Electric	Gasoline
		Diesel oil (gallons) (g)	Kilowatt-hours (h)	Gasoline (gallons) (i)
7	Freight			
8	Passenger			
9	Yard switching			
10	Total	None		
11	Cost of Fuel*	\$ None	\$	\$
12	Work Train	None		

*Show cost of fuel charged to train and yard service (accounts Nos. 382 and 394, for other than electric, and accounts Nos. 383, 384, 395, and 396, for electric). The cost stated for the various kinds of fuel should be the total charges in the accounts specified, including freight charges and handling expenses. The cost stated for electric current should be the total charges in the accounts enumerated. Fuel and power consumed by mixed and special trains that are predominantly freight should be included in freight service, but where the service of mixed or special trains is predominantly passenger, the fuel and power used should be included in passenger service. (Dollars in thousands)

581. CONTRACTS, AGREEMENTS, ETC.

1. Hereunder give a concise statement of each important contract, agreement, arrangement, etc., with other companies or persons, together with important revisions, modifications, terminations, and other changes thereof, which became effective during the year, and concerned in any way the transportation of persons or things at other than tariff rates, or the purchase of equipment under conditional sales plans without the issuance of securities by respondent, making such statements in the following order:

- (a) Express companies.
- (b) Mail.
- (c) Sleeping, parlor, and dining-car companies.
- (d) Freight or transportation companies or lines.
- (e) Other railway companies.
- (f) Steamboat or steamship companies.
- (g) Telegraph companies.
- (h) Telephone companies.
- (i) Equipment purchased under conditional sales contracts.
- (j) Routing traffic of affiliated companies.
- (k) Other contracts.

2. Under item 1(e), include particulars of joint facility arrangements entered into during the year by the respondent, including those maintained or operated by other carriers as well as those maintained or operated by respondent. For each joint facility, give a brief statement of the basis or bases on which revenues, expenses, taxes, interest on investment, and other items, if any, related to the facility are apportioned among the carriers using the facility or otherwise deriving benefit therefrom.

3. Under item 1(i), give particulars of conditional sales agreements, lease or rental contracts, and other similar instruments, entered into by respondent for the purchase of equipment, which provide for payment in installments and do not involve the issuance of securities by respondent. State the names of the parties to the contracts or agreements, the number

of units of each class of equipment covered, and the terms and conditions of payment.

4. Under item 1(j) give particulars of arrangements, written or oral with affiliated companies for routing of traffic. Through route arrangements for handling of traffic interchanged with carrier affiliates should not be reported.

5. Under item 1(k), Other contracts, describe briefly the particulars of all contracts or agreements, including estimated amounts receivable, under which a government agency, or instrumentality thereof, seeks to assist respondent with grants or aid for providing passenger commuter or other passenger-train services.

6. Information concerning contracts of minor importance may be omitted. A contract of minor importance is defined as one involving receipts or payments of less than \$25,000 per year, and which, by its terms, is otherwise unimportant.

7. In lieu of giving abstracts, copies of contracts may be filed. Every copy of a contract furnished in connection with the foregoing requirement should be listed hereunder.

8. The basis for computing receipts and payments should be fully stated in the case of each such contract, agreement, or arrangement.

9. Compliance with the requirements of this schedule does not relieve the respondent of the duty placed upon common carriers by section 6(5), Part I, of the Interstate Commerce Act, which reads as follows:

"Every common carrier subject to this part shall also file with said Commission copies of all contracts, agreements, or arrangements with other common carriers in relation to any traffic affected by the provisions of this part to which it may be a party. Provided, however, that the Commission, by regulations, may provide for exceptions from the requirements of this paragraph in the case of any class or classes of contracts, agreements, or arrangements, the filing of which, in its opinion, is not necessary in the public interest."

1. (b), (c), (d), (f), (g), (h), (j), (k), - None

(a)

Western Fruit Express Co. - Agreement dated January 1, 1977 covers WFE furnishing BN various protective service for perishable freight other than Mechanical Protective Service.

Western Fruit Express Co. - Agreement dated December 21, 1976 covers Mechanical Protective Service furnished BN by WFE.

Pacific Fruit Express Co. - Agreement dated April 4, 1977 covers Mechanical Protective Service furnished BN by PFE.

Fruit Growers Express Co. - Agreement dated January 1, 1977 covers lease to BN 420 RBL type refrigerator cars. BN pays \$108.50 per car per month as rent.

(e)

Illinois Central Gulf RR Co. - Termination effective June 30, 1977 of Agreement dated November 19, 1975 covering ICG's use of BN locomotives and cabooses between East St. Louis and River King Mine, Captain Mine and Burning Star No. 2 mine near Pinckneyville, Illinois.

(e) Cont'd.

Chicago Rock Island Pacific RR Co. and Missouri Pacific RR Co. - Agreement dated December 31, 1976 covers RI's use of the joint BN-MP bridge over the Missouri River at Atchison, Kansas. RI will pay its proportion of M&O expenses of the bridge based on cars moved over the bridge each month. Also, RI will pay rental at the annual rate of 1/4 of 10% of \$450,000.00.

Norfolk and Western RY Co. - Agreement dated May 10, 1975 covers M&W's equal participation in the expense to relocate BN's main line at Quincy, Illinois to avoid flood conditions. Total estimated expense \$94,000.00

Canadian National RY Co. - Supplemental Agreement dated October 1, 1976 to basic Agreement dated November 6, 1915 covers increase in CN rental payments to BN account of major improvements to the joint trackage between New Westminster and Vancouver B.C. Estimated cost of improvements \$5,400,000.00.

Missouri Pacific RR Co. - Agreement dated March 1, 1977 covers run through of unit coal trains from Belle Ayr, Wyoming to Kansas City, Missouri to Fort Gibson, Oklahoma. Use of locomotives and cabooses are equalized on a quarterly basis.

Terminal Railroad Association of St. Louis - Agreement dated March 24, 1977 covers TRRA's fueling and servicing BN locomotives and cabooses in unit coal trains moving between Belle Ayr, Wyoming and Peabody Dock at East St. Louis, Illinois. BN pays TRRA \$100.00 for fueling and servicing locomotives and cabooses for each unit train plus actual cost of fuel and sand furnished.

Colorado and Southern RY and Fort Worth & Denver RY - Agreement dated March 2, 1977 covers C&S and FW&D lease and use of BN's work equipment. Rental rates are in accordance with G.M.A. rules.

Colorado and Southern RY - Agreement dated December 1, 1976 covers reciprocal use of locomotives on the system of both companies. Efforts are made to equalize horsepower hours monthly. At the end of each quarter, party in deficit pays other party \$200.00 per 3000 HP locomotive unit day for unequalized HP hours.

Colorado and Southern RY - Fort Worth and Denver RY - Agreement dated August 26, 1977 covers C&S and FW&D's participation in Compass expenses. C&S's proportion of installation was \$9,938.20 and FW&D's \$33,271.35.

Alton and Southern RY Co. - Agreement dated August 16, 1977 covers interchange of run-through trains at Mitchell, Illinois. BN pays A&S actual cost of servicing locomotives, plus \$10.00 per locomotive unit inspected and \$.55 per car for inspection and lubrication.

St. Louis-San Francisco - Agreement dated April 1, 1977 covers run-through of unit coal trains from Girard, Illinois to St. Louis, Missouri. SL-SF pays BN \$.01382 per HP hour for locomotive rent and \$.79 per hour for caboose rent. Agreement terminated by its own terms October 31, 1977.

(e) Cont'd.

Colorado and Southern RY - Agreement dated October 11, 1977 effective January 16, 1976 covers C&S furnishing enginemen, switchmen and yardmaster personnel to perform service for BN and C&S at Denver, Colorado. BN pays C&S over \$3,500,000.00 for this service annually.

Colorado and Southern RY - Agreement dated September 22, 1977 covers BN's repairing 100 C&S cars in 1977 and 120 C&S cars in 1978. Billing for 1977 amounted to \$1,453,915.00.

Terminal Railroad Association of St. Louis - Agreement dated September 28, 1977 covers movement of BN freight trains over TRRA trackage between Willows or Granite City, Illinois and the SL-SF or MP in St. Louis, Missouri with BN crews. BN receives a monthly refund for acting as TRRA's Agent which amounts to \$1,500.00 on the average.

Kansas City Southern RY Co. - Louisiana and Arkansas RY Co. - Agreement dated September 21, 1977 covers run-through of coal trains from Belle Ayr, Wyoming to Amsterdam, Missouri and to Welsh, Texas. Locomotive and caboose mileage are equalized.

Canadian National RY Co. - Canadian Pacific Ltd. - Supplemental Agreement dated October 1, 1976 to basic Agreement dated March 5, 1969 covers increase in CP's rental payments to BN account of major improvements to the joint line between New Westminster and Vancouver, B.C. Estimated cost of improvements \$5,400,000.00.

Chicago, Milwaukee, St. Paul and Pacific RR Co. - Winona Bridge Co. - Agreement dated May 23, 1951 covering Milwaukee's use of BN trackage between Trevino, Wisconsin and Winona, Minnesota and use of WB bridge and track at Winona, Minnesota was terminated effective December 27, 1977. Milwaukee's minimum annual payment to BN was \$44,587.20 and to WB \$1,974.99.

- (i) Ohio Power Co. - Termination of Agreement dated January 24, 1975 covering the lease of 838 hopper cars to BN Inc.

Indiana and Michigan Electric Co. - Termination of Agreement dated June 20, 1975 covering lease of 127 hopper cars to BN Inc.

Penn Central Transportation Co. - Termination of Agreement dated January 16, 1976 covering lease of 45 auto rack cars to BN Inc.

D.M.&I.R. RY Co. - Termination of Agreement dated July 3, 1976 covering lease of 110 cars to BN Inc.

First National City Bank - Termination of CB&Q Equipment Trust No. 1 of 1962 dated March 1, 1962 which has terminated under its terms.

United States Railway Equipment Co. - Termination of agreement dated April 11, 1966 covering the lease of 600 cars to BN Inc.

United States Leasing International - Termination of CB&Q Trust No. 1 of 1968 where BN leased 599 cars and bought the cars on March 25, 1977.

(i) Cont'd.

First Trust Company of St. Paul - Equipment Trust of 1977, Series I, dated April 1, 1977 covers 222 box cars. Trust certificates issued for \$8,010,000.00 with interest at 7-3/4% per annum payable semi-annually. Interest paid and accrued for 1977 was \$465,581.25.

First Trust Company of St. Paul - Equipment Trust of 1977, Series II, dated November 1, 1977 covers 700 hopper cars. Trust Certificates were issued for \$17,760,000.00 with interest at 8% per annum payable semi-annually. Interest accrual for 1977 was \$236,800.00.

Continental Illinois National Bank - Agreement dated January 1, 1977 covering lease by BN Inc. of 400 trailers for 7 years. Purchase price is 4,152,000.00. First 6 semi-annual payments to be 6.26080% of purchase price and the next 8 semi-annual payments to be 7.65208% of purchase price. Rental paid and accrued for 1977 was \$287,081.43.

Mercantile Safe Deposit and Trust Co. - Agreement dated December 30, 1976 whereby BN Inc. leases 60 diesel locomotives for 18 years. First 18 semi-annual payments to be 3.5560% of the Purchase Price of \$34,174,420.00 and payments 19 to 36 to be at 4.3462% of the Purchase Price. Rental payments in 1977 were \$1,034,740.58.

M-K Railroad Equipment Leasing Co. Inc. - Agreement dated March 15, 1977 covering lease of 100 ballast cars to BN Inc. until December 14, 1977 at \$330.00 per month per car. Rental paid in 1977 was \$291,225.00.

M-K Railroad Equipment Leasing Co. Inc. - Agreement dated December 15, 1977 covering lease of 75 ballast cars to BN Inc. at \$345.00 per month per car. Rental paid in 1977 was \$12,938.00.

American Electric Power Service Corp. - Agreement dated April 1, 1977 covered lease of 100 hopper cars at \$9.50 per day per car. Suppl. dated August 1, 1977 added 217 cars to the lease and increase the rate to \$9.93 per day per car. Rental paid in 1977 was \$464,481.16.

American Electric Power Service Corp. - Agreement dated May 30, 1977 whereby BN Inc. leases cars on a trip lease arrangement. Rental rate is \$9.93 per day per car plus \$.0443 per car mile. Rental paid in 1977 was \$274,734.10.

Continental Illinois National Bank and Trust Co. of Chicago - Agreement dated March 1, 1977 covers Restated Trust #731 Jetstar Aircraft lease. First 10 semi-annual lease payments to be at 5.696086% and final 10 semi-annual payments to be at 6.961883% of Lessors' cost of \$3,500,000.00. Lease payments for 1977 were \$306,797.79.

(i) Cont'd.

Lake View Trust and Savings Bank - Reconstruction and Conditional Sale Agreement dated April 1, 1977 covering 60 box cars. Interest is at 8-1/4% on \$1,548,981.00 and interest paid in 1977 was \$35,666.52.

Pacific Systems, Inc. - Reconstruction and Lease Agreement dated March 1, 1977 covering 150 hopper cars. Interest is at 8% on \$1,122,295.00 and at 8-1/4% on \$1,710,363.00. No payments in 1977.

Oklahoma Gas and Electric Co. - Agreement dated May 24, 1977 covers lease of 116 cars to BN Inc. at \$9.50 per day per car plus \$.04 per car mile. Rental paid in 1977 was \$509,604.28.

Nebraska Public Power District - Agreement dated August 24, 1977 covered lease of 120 cars; Suppl. dated October 1, 1977 added 120 cars all at \$9.50 per day per car. Rental paid in 1977 was \$547,285.98.

Wells Fargo Leasing Corp. - Agreement dated August 3, 1977 whereby BN Inc. leases Maintenance of Way Equipment. Rental to be paid in 14 semi-annual payments of 7.4212% of original cost which is not to exceed \$2,500,000.00. Rental paid in 1977 was \$34,961.39.

Trust Company for U.S.L. Inc. - Agreement dated June 1, 1977 whereby BN Inc. leases 150 auto rack cars. First 6 semi-annual rental payments to be at 5.32704% and next 12 semi-annual rental payments to be at 6.50964% of \$3,519,450.00. No payments in 1977.

Intermodal Transportation Systems - Agreement dated April 27, 1977 whereby BN Inc. leases 38 chassis at \$70.00 per month per unit. Rental paid in 1977 was approximately \$21,000.00.

Interpool, Ltd. - Agreement dated December 6, 1977 whereby BN Inc. leases 88 chassis at \$2.75 per day per chassis and 44 chassis at \$3.00 per day per chassis. Rental paid in 1977 was \$25,202.50.

Mercantile Safe Deposit and Trust Co. - Agreement dated September 1, 1977 whereby BN Inc. leases 25 locomotives for 18 years. Semi-annual payments are: 1 - 18 at 3.55510% and 19 - 36 at 4.34490% of Purchase Price of \$15,022,500.00. Payments in 1977 were \$34,894.77.

Connecticut Bank and Trust Co. - Agreement dated October 1, 1977 whereby BN Inc. leases 38 locomotives with a base price of \$22,230,000.00. Rental payments vary. 1st semi-annual payment at 2.419000% of Purchase Price, 2nd semi-annual payment is 4.681280% of Purchase Price. No payment made in 1977.

Fort Worth and Denver Rlwy. - Agreement dated May 1, 1977 whereby BN Inc. leases 5 cabooses to F.W.D. - Rlwy. for 15 years with 30 semi-annual payments of \$14,397.00 each in arrears. Payments in 1977 were \$14,397.00.

(i) Cont'd.

Colorado and Southern Rlwy. - Agreement dated September 1, 1977 whereby C&S Rlwy. leases 75 box cars from BN Inc. Rental to be in 30 consecutive semi-annual payments of \$225,645.43 each. Rental in 1977 was \$188,037.86.

Colorado and Southern Rlwy. - Agreement dated December 30, 1976 whereby C&S Rlwy. leases 22 locomotives and 50 gondola cars from BN Inc. Semi-annual engine rental payments are \$445,922.00 each, in arrears beginning January 1, 1978 through July 1, 1986 and \$545,013.00 each, in arrears, beginning January 1, 1987 through July 1, 1995. Payments in 1977 for lease of engines was \$445,922.00. Car rental payments to be semi-annual for \$78,906.00 each, in arrears and payments for 1977 were \$157,812.00.

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Schedule 585.—COMPETITIVE BIDDING — CLAYTON ANTITRUST ACT

Section 10 of the Clayton Antitrust Act (15 U.S.C. 20) states that "no common carrier engaged in commerce shall have any dealings in securities, supplies or other articles of commerce, or shall make or have any contracts for construction or maintenance of any kind, to the amount of more than \$50,000, in the aggregate, in any one year, with another corporation, firm, partnership or association when the said common carrier shall have upon its board of directors or as its president, manager or as its purchasing or selling officer, or agent in the particular transaction, any person who is at the same time a director, manager, or purchasing or selling officer of, or who has any substantial interest in, such other corporation, firm, partnership or association, unless and except such purchases shall be made from, or such

dealings shall be made with, the bidder whose bid is the most favorable to such common carrier, to be ascertained by competitive bidding under regulations to be prescribed by rule or otherwise by the Interstate Commerce Commission." The specification for competitive bids is found in the Code of Federal Regulations, Part 1010-Competitive Bids through Part 1010.7 - Carriers Subject to the Interstate Commerce Act.

In column (g), identify the company awarded the bid by including company name and address, name and title of respondent officers, directors, selling officer, purchasing officer and/or general manager that has an affiliation with the seller.

Line No.	Nature of bid (a)	Date Published (b)	Contract number (c)	No. of bidders (d)	Method of awarding bid (e)	Date filed with the Commission (f)	Company awarded bid (g)
1	Purchase of battery	March 2, 4,	477-1	One	Low bid	Apr. 15, 1977	McGraw- Edison Co.
2	renewals, rectifiers	9, 11, 1977					P. O. Box 28
3	regulators, rewind						Bloomfield, NJ 07003
4	kits, field coils and						Royal D. Alworth, Jr.,
5	traction motors						Director-McGraw -
6							Edison Co.
7							
8	Purchase of trucks	March 2, 4,	477-2	One	Low bid	Apr. 15, 1977	International Harvester Co.
9		9, 11, 1977					401 N. Michigan Avenue
10							Chicago, IL
11							Louis W. Menk, Director -
12							International Harvester Co.
13							
14	Purchase of cross	March 9, 11,	477-3	One	Low bid	Apr. 17, 1977	Weyerhaeuser Co.
15	and Switch ties	16, 18, 1977					Tacoma, Wash. 98401
16							Robert B. Wilson,
17							Chairman of the Board -
18							Weyerhaeuser Co.
19							
20							
21							
22							
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600. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION

This schedule should be completed by carriers participating in the National Railroad Passenger Corporation (NRPC) agreement, as required by order of the Commission, January 30, 1973, No. 35344 (Sub-NO. 3). Classify by accounts the amounts credited for remunerations for intercity

passenger service performed by respondent on behalf of NRPC. All contra entries should be indicated in parenthesis.

(Dollars in thousands.)

Line No.	Name of Account (a)	Amount (b)
	Maintenance of Way and Structures	\$
1	201 Superintendence	
2	202 Roadway Maintenance	185
3	206 Tunnels and Subways	4
4	208 Bridges, Trestles and Culverts	83
5	210 Elevated Structures	
6	212 Ties	237
7	214 Rails	100
8	216 Other Track Material	148
9	218 Ballast	60
10	220 Track Laying and Surfacing	591
11	221 Fences, Snowsheds and Signs	12
12	227 Station and Office Buildings	857
13	229 Roadway Buildings	
14	231 Water Stations	53
15	233 Fuel Stations	6
16	235 Shops and Enginehouses	41
17	247 Communication Systems	2
18	249 Signals and Interlockers	
19	253 Power Plants	4
20	257 Power-transmission Systems	
21	265 Miscellaneous Structures	
22	269 Roadway Machines	124
23	271 Small Tools and Supplies	74
24	272 Removing Snow, Ice and Sand	59
25	273 Public Improvements: Maintenance	12
26	274 Injuries to Persons	1
27	276 Stationery and Printing	
28	277 Employees Health and Welfare Benefits	75
29	278 Maintaining Joint Tracks, Yards and Other Facilities - Dr.	
30	279 Maintaining Joint Tracks, Yards and Other Facilities - Cr.	
31	281 Right-of-way Expenses	
32	282 Other Expenses	
33	Total	2 731
	Maintenance of Equipment	
34	301 Superintendence	209
35	302 Shop Machinery	130
36	304 Power-plant Machinery	14
37	305 Shop and Power-plant Machinery: Depreciation	
38	311 Locomotives; Repairs	1 911
39	317 Passenger-train Cars; Repairs	3 688
40	326 Work Equipment; Repairs	20
41	328 Miscellaneous Equipment; Repairs	19
42	331 Equipment; Depreciation	
43	332 Injuries to Persons	30
44	334 Stationery and Printing	
45	335 Employees Health and Welfare Benefits	217

600. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION - Continued

Line No.	Name of Account (a)	Amount (b)
Maintenance of Equipment—Continued		\$
46	336 Joint Maintenance of Equipment Expenses - Dr.	
47	337 Joint Maintenance of Equipment Expenses - Cr.	
48	339 Other Expenses	3
49	Total	6 241
Traffic		
50	351 Superintendence	36
51	352 Outside Agencies	
52	353 Advertising	
53	354 Traffic Associations	
54	358 Stationery and Printing	
55	359 Employees Health and Welfare Benefits	1
56	360 Other Expenses	
57	Total	37
Transportation		
58	371 Superintendence	383
59	372 Dispatching Trains	111
60	373 Station Employees	782
61	376 Station Supplies and Expenses	451
62	377 Yardmasters and Yard Clerks	128
63	378 Yard Conductors and Brakemen	533
64	379 Yard Switch and Signal Tenders	62
65	380 Yard Enginemen	236
66	382 Yard Switching Fuel	63
67	383 Yard Switching Power Produced	
68	384 Yard Switching Power Purchased	
69	388 Servicing Yard Locomotives	10
70	389 Yard Supplies and Expenses	
71	390 Operating Joint Yards and Terminals - Dr.	48
72	391 Operating Joint Yards and Terminals - Cr.	
73	392 Train Enginemen	4 538
74	394 Train Fuel	3 339
75	395 Train Power Produced	
76	396 Train Power Purchased	
77	400 Servicing Train Locomotives	916
78	401 Trainmen	4 202
79	402 Train Supplies and Expenses	3 500
80	403 Operating Sleeping Cars	
81	404 Signal and Interlocker Operation	
82	405 Crossing Protection	
83	406 Drawbridge Operation	
84	407 Communication System Operation	
85	409 Employees Health and Welfare Benefits	811
86	410 Stationery and Printing	55
87	415 Damage to Property	3
88	412 Operating Joint Tracks and Facilities - Dr.	1
89	413 Operating Joint Tracks and Facilities - Cr.	
90	415 Clearing Wrecks	76
91	420 Injuries to Persons	96
92	Total	20 273

600. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION - Concluded

Line No.	Name of Account (a)	Amount (b)
	Miscellaneous	\$
93	441 Dining and Buffet Service	6
94	447 Operating Joint Miscellaneous Facilities - Dr.	
95	448 Operating Joint Miscellaneous Facilities - Cr.	
96	449 Employees Health and Welfare Benefits	1
97	Total	7
	General	
98	451 Salaries and Expenses of General Officers	45
99	452 Salaries and Expenses of Clerks and Attendants	299
100	453 General Office Supplies and Expenses	
101	454 Law Expenses	
102	456 Employees Health and Welfare Benefits	14
103	457 Pensions	167
104	458 Stationery and Printing	
105	460 Other Expenses	68
106	461 General Joint Facilities - Dr.	(12)
107	462 General Joint Facilities - Cr.	
108	Total	581
	RENTS	
109	504 Rent from Locomotives	1 127
110	505 Rent from Passenger-train Cars	14
111	507 Rent from Work Equipment	2
112	508 Joint Facility Rent Income	
113	537 Rent for Locomotives	
114	538 Rent for Passenger-train Cars	
115	541 Joint Facility Rents	4
116	Total Rents	1 147
117	532 Railway Tax Accruals	3 295
118	Total Remunerations	34 317

NOTES AND REMARKS

SUPPLEMENTAL SUMMARY TO SCHEDULE 600
ANNUAL REPORT FROM R-1

Summary of Incentive and Penalty Payment Adjustments
for the Year Ended December 31, 1977

<u>Performance Standard</u>	Amount Payment Adjustments	1/ <u>Penalties</u>
	<u>Incentives</u>	
1. Schedule adherence	\$3 126	-
2. Recovered time/excessive delays - net	-	-
3. Car cleanliness	-	-
4. Locomotive operability-net	-	-
5. Car operability-net	-	-
6. Locomotive availability	-	-
7. Car availability	-	-
8. Other (Preventive Maintenance eff. 9-1-76)	532	-
9. Totals (Sum of 1-8)	\$3 658	
10. Net amount, if any, credited to Account 143, Miscellaneous	<u>\$3 658</u>	

1/ Show actual amounts applicable to line items 1-8, notwithstanding any resultant negative balance on a cumulative basis during the contract year, which precluded a required payment to AMTRAK.

VERIFICATION

The foregoing report must be verified by the oath of the officer having control of the accounting of the respondent. It should be verified, also, by the oath of the president or other chief officer of the respondent, unless the respondent states on the last preceding page of this report that such chief officer has no control over the accounting of the respondent. The oath required may be taken before any person authorized to administer an oath by the laws of the State in which the same is taken.

OATH

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

State of MINNESOTA
County of RAMSEY } ss:

R. P. Gerland makes oath and says that he is Vice President and Controller
(Insert here the name of the affiant) (Insert here the official title of the affiant)

Of Burlington Northern Inc.
(Insert here the exact legal title or name of the respondent)

that it is his duty to have supervision over the books of account of the respondent and to control the manner in which such books are kept; that he knows that such books have, during the period covered by the foregoing report, been kept in good faith in accordance with the accounting and other orders of the Interstate Commerce Commission, effective during the said period; that he has carefully examined the said report and to the best of his knowledge and belief the entries contained in the said report have, so far as they relate to matters of account, been accurately taken from the said books of account and are in exact accordance therewith; that he believes that all other 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 during the period of time from and including

Jan. 1, 1977 to and including Dec. 31, 1977

R. P. Gerland
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 17th day of March, 1978
My commission expires January 14, 1983

Use an
L.S.
improvision seal

~~~~~  
ROBERT A. MONITOR  
NOTARY PUBLIC - MINNESOTA  
RAMSEY COUNTY  
My Comm. Expires Jan. 14, 1983  
~~~~~

Robert A. Monitor
(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

State of MINNESOTA
County of RAMSEY } ss:

Louis W. Menk makes oath and says that he is Chairman and Chief Exec. Officer
(Insert here the name of the affiant) (Insert here the official title of the affiant)

Of Burlington Northern Inc.
(Insert here the exact legal title or name of the respondent)

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 Jan. 1, 1977 to and including Dec. 31, 1977.

L. W. Menk
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the state and county above named, this 17th day of March, 1978
My commission expires January 14, 1983

Use an
L.S.
improvision seal

~~~~~  
ROBERT A. MONITOR  
NOTARY PUBLIC - MINNESOTA  
RAMSEY COUNTY  
My Comm. Expires Jan. 14, 1983  
~~~~~

Robert A. Monitor
(Signature of officer authorized to administer oaths)