

130500

ANNUAL REPORT 1977
BURLINGTON NORTHERN INC

1 of 4



130500

9E Box

R-1
CLASS I RAILROADS

annual report

INTERSTATE
COMMERCE COMMISSION
RECEIVED

MAR 30 1976

ADMINISTRATIVE SERVICES
MAIL BRANCH

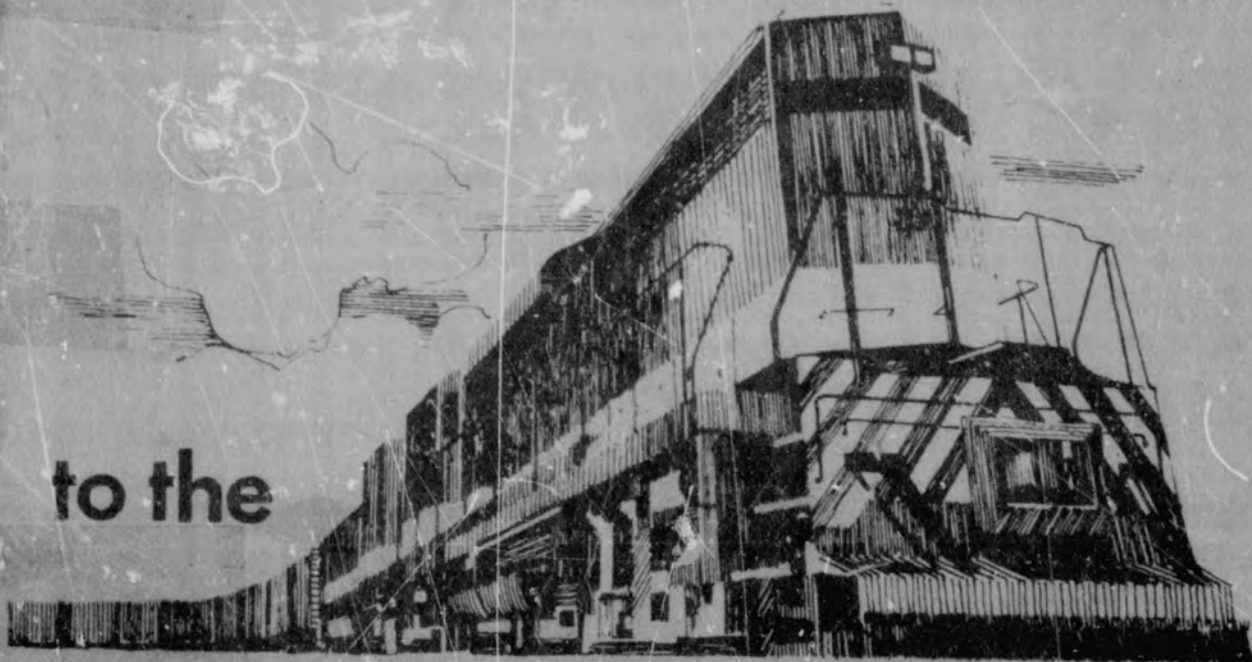
1250003103 BURLINGTON 1
BURLINGTON NORTHERN INC.
BURLINGTON NORTHERN BLOC RM 830
176 E FIFTH ST
ST PAUL MINN 55101

130500

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, 1975

NOTICE

1. This Form for annual report should be filled 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.

(7)(c) 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: * * *

(7)(c) 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.

(8) 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 108, 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 \$5,000,000, or more. For this class, Annual Report Form R-1 is provided.

Class II companies are those having annual operating revenues below \$5,000,000. 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 railway 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 or freight stations, stock yards, 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 of 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	431
"	415	"	412
"	532		

ANNUAL REPORT

OF

Burlington Northern Inc.

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1975

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

(Name) W. N. Ernzen (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)

NOTICE

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Schedule	414	Schedule	411
"	415	"	412
"	532		

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.

Page 10: Schedule 200. Comparative General Balance Sheet - Assets

Provision has been made for reporting accrued depreciation on improvements on leased property.

Page 11B: Schedule 200. Comparative General Balance Sheet - Liability Side

Provision has been made for reporting treasury stock.

Page 23: Schedule 201. Items in Selected Current Asset Accounts

Reference to account 703, Special deposits, has been deleted from this schedule. A new Schedule 203 has been provided to report special deposits information.

Page 23A: Schedule 202. Compensating Balances and Short-Term Borrowing Arrangements

Page 23B: Schedule 203. Special Deposits

These are new schedules providing for reporting of compensating balances and certain short-term borrowing arrangements between carriers and financial institutions.

Page 73: Schedule 310. Railway Operating Revenues

Reference to accounts 106, Mail, and 107, Express, have been eliminated from this schedule.

Page 90: Schedule 376. Hire of Freight Cars and Highway Revenue Equipment

Title revised to reflect inclusion of highway revenue equipment data.

Page 96: Schedule 411. Instructions

Instructions for reporting track mileage have been revised to require whole miles rather than hundredths of miles.

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100. SCHEDULES OMITTED BY RESPONDENT

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

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

and title in the space provided below.

3. If no schedules were omitted indicate "NONE".

Page	Schedule No.	Title
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43	211 C	Depreciation Base and Rates - Road and Equipment Leased to Others
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BURLINGTON NORTHERN INC.

Schedule 562. Compensation of Officers, Directors, etc. YEAR 1975

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	\$291,000	<u>2/</u> \$8,710
2.	Robert W. Downing	Vice Chairman & C.O.O.	<u>1/</u> 175,500	<u>4/</u> 3,264
3.	N. M. Lorentzen	President, Transportation Division	122,400	<u>2/</u> 5,231
4.	C. R. Binger	President, Resources Division	<u>5/</u> 112,500	<u>4/</u> 2,502
5.	Frank H. Coyne	Executive Vice President, Finance	99,000	<u>4/</u> 1,306
6.	T. J. Lamphier	Executive Vice President	90,000	<u>3/</u> 1,656
7.	I. C. Ethington	Vice President, Operations	90,000	<u>2/</u> 5,556
8.	F. S. Farrell	Vice President-Law	<u>6/</u> 81,000	<u>2/</u> 2,517
9.	W. N. Erzen	Vice President & Controller	<u>7/</u> 75,600	<u>2/</u> 1,969
10.	T. C. DeBurtis	Vice President, Labor Relations	66,600	<u>4/</u> 440
11.	W. K. Bush	Vice President, Executive Dept.	60,000	<u>2/</u> 3,824
12.	L. L. Duxbury, Jr.	Vice President-Eastern Counsel	60,000	<u>4/</u> 618
13.	F. E. Deinos	Vice President, Sales & Service	60,000	<u>4/</u> 586
14.	J. H. Hertog	Vice President, Market Develop.	60,000	<u>4/</u> 326
15.	D. H. King	Regional Vice President	60,000	<u>2/</u> 6,256
16.	W. R. Allen	Regional Vice President	60,000	<u>4/</u> 585
17.	R. L. Merklin	Regional Vice President	58,860	<u>2/</u> 609
18.	H. B. Krengel	General Counsel	58,300	<u>4/</u> 1,302
19.	J. C. Kenady	V.P. Indus. Dev. & Property Mgmt.	58,050	<u>4/</u> 489

Line No.	Name of Person (c)	Title (b)	Salaries per annum as of close of year (see instructions) (c)	Other Compensation During Year (d)
20.	R. A. Beulke	Regional Vice President	\$55,120	<u>4</u> / \$491
21.	J. O. Davies	Regional Vice President	55,100	<u>4</u> / 1,217
22.	R. E. Taylor	Asst. V.P. Mechanical	54,910	<u>3</u> / 604
23.	B. G. Anderson	Asst. V.P., Engineering	54,910	<u>4</u> / 429
24.	C. E. Larsen	Vice President, Western Region	54,150	<u>4</u> / 430
25.	J. C. Ashton	Vice President & Secretary	52,365	<u>4</u> / 472
26.	J. D. Nankivell	Vice President, Intermodal Sales	52,060	<u>2</u> / 2,830
27.	G. M. deLambert	Vice Pres., Purchasing & Material	52,060	<u>4</u> / 739
28.	E. R. Craven	Asst. V.P., Coal Operations	51,120	<u>4</u> / 401
29.	R. H. Shoher	Regional Vice President	<u>8</u> / 51,000	<u>2</u> / 997
30.	T. Watanabe	V.P., Exec. Dept. - Int'l Comm.	50,350	<u>4</u> / 350
31.	R. J. Crosby	Vice President & Reg. Counsel	50,255	<u>4</u> / 707
32.	D. J. Wigstrom	Sr. Asst. Vice President	49,560	<u>4</u> / 648
33.	J. D. Rezner	Asst. V.P., Sales-East	49,070	<u>4</u> / 311
34.	R. E. Skov	Regional Counsel	48,450	<u>4</u> / 294
35.	T. C. Kryzer	Vice Pres., Energy & Minerals	47,975	<u>4</u> / 395
36.	T. G. Schuster	Asst. V.P., Urban Services	47,300	<u>4</u> / 363
37.	A. Skinner	Chief Medical Officer	47,200	<u>4</u> / 274
38.	C. H. Berg	Sr. Assoc. Gen. Counsel	47,000	<u>4</u> / 359
39.	O. W. Cobb	Sr. A.V.P. - Pricing	47,930	<u>4</u> / 360

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40.	R. F. Garland	Asst. Vice President	<u>9</u> / \$46,550	<u>4</u> / \$ 123
41.	M. M. Donahue	A.V.P. Operations	45,885	<u>4</u> / 116
42.	J. C. Smith	Assoc. Gen. Counsel	45,840	<u>4</u> / 339
43.	J. R. Walker	Assoc. Gen. Counsel	45,280	<u>4</u> / 236
44.	W. L. Taylor	Regional Counsel	45,145	<u>4</u> / 261
45.	J. F. Cutforth	A.V.P. Sales-West	44,520	<u>4</u> / 221
46.	C. F. Hunkins	A.V.P., Oil Department	44,500	<u>4</u> / 550
47.	L. J. King	A.V.P., Operations	44,175	<u>4</u> / 318
48.	W. C. Hageman	Sr. A.V.P., Market Development	44,175	<u>4</u> / 317
49.	A. M. Rung	Vice Pres. Public Rel. & Adv.	44,070	<u>4</u> / 333
50.	H. E. Pierce	Asst. V.P., Transportation	44,000	<u>3</u> / 254
51.	K. C. Sanders	A.V.P., Corporate Planning	43,460	<u>4</u> / 177
52.	R. E. Griffin	A.V.P. Management Services	43,415	<u>4</u> / 313
53.	W. L. Arntzen	A.V.P. Operations	43,415	<u>2</u> / 230
54.	J. W. Wicks	A.V.P. Operations	43,225	<u>4</u> / 289
55.	C. E. Moehring	A.V.P., Sales	42,960	<u>4</u> / 190
56.	L. A. Harris	Assoc. Gen. Counsel	42,710	<u>4</u> / 170
57.	C. J. Hockaday	A.V.P., Regional Sales Mgr.	42,000	<u>4</u> / 163
58.	D. V. Hon	Chief Mechanical Officer-Car	41,705	<u>4</u> / 166
59.	R. G. Brohaugh	Chief Engineer, Maintenance	41,660	<u>4</u> / 180

Line No.	Name of Person (a)	Title (b)	Salaries per annum as of close of year (see instructions) (c)	Other Compensation During Year (d)
60.	D. V. Sartore	Chief Engineer-Design	\$41,660	<u>4</u> / \$167
61.	J. R. Grimes	A.V.P., Regional Sales Mgr.	41,325	<u>4</u> / 74
62.	K. T. Woodruff	Asst. Vice President	40,850	<u>4</u> / 429
63.	D. R. Lamb	Asst. Vice President	40,850	<u>4</u> / 269
64.	H. D. Lear	Asst. Vice President-Exec. Dept.	40,850	<u>4</u> / 7
65.	N. C. Merz	Director, Internal Audit	40,850	<u>4</u> / 88
66.	C. J. Bryan	A.V.P., Operations	40,470	<u>4</u> / 151
67.	W. L. Malone	A.V.P., Regional Sales Mgr.	40,280	<u>4</u> / 249
68.	C. M. Illg	A.V.P., Labor Relations	40,010	<u>4</u> / 148
69.	L. N. Assell	Treasurer	<u>10</u> / 40,000	<u>4</u> / 152
70.	C. D. Archibald	Director Engineering	40,000	<u>4</u> / 107
71.	R. M. Gleason	Asst. Gen. Counsel	40,000	<u>4</u> / 48
72.	K. W. Kroschel	Regional Counsel	40,000	<u>4</u> / 42
73.	A. E. Michon	A.V.P., Regional Sales Mgr.	40,000	<u>4</u> / 45
74.	E. E. Numrich	Asst. Controller	40,000	<u>4</u> / 112
75.	G. W. Pederson	Asst. Controller	40,000	<u>4</u> / 227
76.	T. C. Rowley	A.V.P., Regional Sales Mgr.	40,000	<u>4</u> / 222
77.	R. B. Schmidt	A.V.P., Regional Sales Mgr.	40,000	<u>4</u> / 99
78.	R. J. Schreiber	Assoc. Regional Counsel	40,000	<u>4</u> / 74
79.	L. D. Silvernale	Assoc. Regional Counsel	40,000	<u>4</u> / 147

Line No.	Name of Person (a)	Title (b)	Salaries per annum as of close of year (see instructions) (c)	Other Compensation During Year (d)
80.	R. W. Spanning	Chief Mechanical Off. Locos.	\$40,000	<u>4</u> / \$234
81.	L.L.VanZinderen	Asst. V.P., Costs & Statistics	40,000	<u>4</u> / 126
82.	R. V. Wicka	Asst. Gen. Counsel	40,000	<u>4</u> / 136

- 1/ Also received compensation as Chairman and Chief Executive Officer of The Colorado and Southern Railway Company (Annual rate \$20,000), and the Fort Worth and Denver Railway Company (Annual rate \$10,000)
- 2/ Director and/or Other Fees and Premium for Life Insurance Coverage in Excess of \$50,000
- 3/ Other Fees and Premium for Life Insurance Coverage in Excess of \$50,000
- 4/ Premium for Life Insurance Coverage in Excess of \$50,000
- 5/ Also Received \$1,620 compensation as Vice President, Lemhi Telephone Company
- 6/ Also Received \$890 compensation as President, St. Paul Union Depot Company
- 7/ Also Received \$10,000 compensation as President, St. Louis and Kansas City Land Company
- 8/ Also Received \$2,145 as President of the Lake Superior Terminal and Transfer Railway Company
- 9/ Also Received \$7,500 compensation as Controller, St. Louis and Kansas City Land Company
- 10/ Also Received \$3,500 compensation as Treasurer and Asst. Secretary, St. L. & K. City Land Co.

BURLINGTON NORTHERN INC.

Schedule 562. Compensation of Officers, Directors, etc.
YEAR 1975

Line No.	Name of Person	Title (b)	Salaries per annum as of close of year (see instructions) (c)	Other Compensation During Year (d)
1.	Louis W. Mink	Chairman & Chief Executive Officer	\$291,000	<u>2</u> / 58,710
2.	Robert W. Downing	Vice Chairman & C.O.O.	<u>1</u> / 175,500	<u>4</u> / 3,264
3.	N. M. Lorentzen	President, Transportation Division	122,400	<u>2</u> / 5,231
4.	C. R. Singer	President, Resources Division	<u>5</u> / 112,500	<u>4</u> / 2,502
5.	Frank H. Coyne	Executive Vice President, Finance	99,000	<u>4</u> / 1,206
6.	T. J. Lamplier	Executive Vice President	90,000	<u>3</u> / 1,656
7.	I. C. Ethington	Vice President, Operations	90,000	<u>2</u> / 5,556
8.	F. S. Farrell	Vice President-Law	<u>6</u> / 81,000	<u>2</u> / 2,517
9.	W. N. Erzen	Vice President & Controller	<u>7</u> / 75,600	<u>2</u> / 1,969
10.	T. C. DeBurtis	Vice President, Labor Relations	66,600	<u>4</u> / 440
11.	W. K. Bush	Vice President, Executive Dept.	60,000	<u>2</u> / 3,824
12.	L. L. Duxbury, Jr.	Vice President-Eastern Counsel	60,000	<u>4</u> / 618
13.	F. E. Deines	Vice President, Sales & Service	60,000	<u>4</u> / 586
14.	J. H. Hertog	Vice President, Market Develop.	60,000	<u>4</u> / 326
15.	D. H. King	Regional Vice President	60,000	<u>2</u> / 6,256
16.	W. R. Allen	Regional Vice President	60,000	<u>4</u> / 585
17.	R. L. Merklin	Regional Vice President	58,860	<u>2</u> / 639
18.	H. B. Krengel	General Counsel	58,300	<u>4</u> / 1,302
19.	J. C. Kenady	V.P. Indus. Dev. & Property Mgmt.	58,050	<u>4</u> / 489

Line No.	Name of Person	Title	Salaries per annum as of close of year (see instructions)	Other Compensation During Year
(a)	(b)	(c)	(d)	(e)
20.	R. A. Beulke	Regional Vice President	55,120	<u>4</u> / 5491
21.	J. O. Davies	Regional Vice President	55,100	<u>4</u> / 1,217
22.	R. E. Taylor	Asst. V.P. Mechanical	54,910	<u>3</u> / 604
23.	B. G. Anderson	Asst. V.P., Engineering	54,910	<u>4</u> / 429
24.	C. E. Larsen	Vice President, Western Region	54,150	<u>4</u> / 430
25.	J. C. Ashton	Vice President & Secretary	52,365	<u>4</u> / 472
26.	J. D. Nankivell	Vice President, Intermodal Sales	52,060	<u>2</u> / 2,830
27.	G. M. deLambert	Vice Pres., Purchasing & Material	52,060	<u>4</u> / 739
28.	E. R. Craven	Asst. V.P., Coal Operations	51,120	<u>4</u> / 401
29.	R. H. Shober	Regional Vice President	<u>8</u> / 51,000	<u>2</u> / 997
30.	T. Watanabe	V.P., Exec. Dept. - Int'l Comm.	50,350	<u>4</u> / 350
31.	R. J. Crosby	Vice President & Reg. Counsel	50,255	<u>4</u> / 767
32.	D. J. Wigstrom	Sr. Asst. Vice President	49,560	<u>4</u> / 648
33.	J. D. Rezner	Asst. V.P., Sales-East	49,070	<u>4</u> / 311
34.	R. E. Skov	Regional Counsel	48,450	<u>4</u> / 294
35.	T. C. Kryzer	Vice Pres., Energy & Minerals	47,975	<u>4</u> / 395
36.	T. G. Schuster	Asst. V.P., Urban Services	47,300	<u>4</u> / 363
37.	A. Skinner	Chief Medical Officer	47,200	<u>4</u> / 274
38.	C. H. Berg	Sr. Assoc. Gen. Counsel	47,000	<u>4</u> / 359
39.	O. W. Cobb	Sr. A.V.P. - Pricing	46,930	<u>4</u> / 360

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.	R. F. Garland	Asst. Vice President	<u>9</u> / 546,550	<u>4</u> / 5 123
41.	M. M. Donohue	A.V.P. Operations	45,865	<u>4</u> / 116
42.	J. C. Smith	Assoc. Gen. Counsel	45,840	<u>4</u> / 339
43.	J. R. Walker	Assoc. Gen. Counsel	45,280	<u>4</u> / 236
44.	W. L. Taylor	Regional Counsel	45,145	<u>4</u> / 261
45.	J. F. Cutforth	A.V.P. Sales-West	44,520	<u>4</u> / 221
46.	C. F. Hunkins	A.V.P., Oil Department	44,500	<u>4</u> / 550
47.	L. J. King	A.V.P., Operations	44,175	<u>4</u> / 318
48.	W. C. Hageman	Sr. A.V.P., Market Development	44,175	<u>4</u> / 317
49.	A. M. Rung	Vice Pres. Public Rel. & Adv.	44,070	<u>4</u> / 333
50.	H. E. Pierce	Asst. V.P., Transportation	44,000	<u>3</u> / 254
51.	K. C. Sanders	A.V.P., Corporate Planning	43,460	<u>4</u> / 177
52.	R. E. Griffin	A.V.P. Management Services	43,415	<u>4</u> / 313
53.	W. L. Arntzen	A.V.P. Operations	43,415	<u>2</u> / 230
54.	J. W. Wicks	A.V.P. Operations	43,225	<u>4</u> / 289
55.	C. E. Moehring	A.V.P., Sales	42,960	<u>4</u> / 190
56.	L. A. Harris	Assoc. Gen. Counsel	42,710	<u>4</u> / 170
57.	C. J. Hockaday	A.V.P., Regional Sales Mgr.	42,000	<u>4</u> / 163
58.	D. V. Hon	Chief Mechanical Officer-Car	41,705	<u>4</u> / 166
59.	R. G. Brohaugh	Chief Engineer, Maintenance	41,660	<u>4</u> / 180

Line No.	Name of Person (a)	Title (b)	Salaries, per annum as of close of year (see instructions) (c)	Other Compensation During Year (d)
60.	D. V. Sartore	Chief Engineer-Design	\$41,660	<u>4</u> / \$167
61.	J. R. Grimes	A.V.P., Regional Sales Mgr.	41,325	<u>4</u> / 74
62.	K. T. Woodruff	Asst. Vice President	40,850	<u>4</u> / 429
63.	D. R. Lamb	Asst. Vice President	40,850	<u>4</u> / 269
64.	H. D. Lear	Asst. Vice President-Exec. Dept.	40,850	<u>4</u> / 7
65.	N. C. Merz	Director, Internal Audit	40,850	<u>4</u> / 88
66.	C. J. Bryan	A.V.P., Operations	40,470	<u>4</u> / 151
67.	W. L. Malone	A.V.P., Regional Sales Mgr.	40,280	<u>4</u> / 249
68.	C. M. Illg	A.V.P., Labor Relations	40,010	<u>4</u> / 148
69.	L. N. Assell	Treasurer	<u>10</u> / 40,000	<u>4</u> / 152
70.	C. D. Archibald	Director Engineering	40,000	<u>4</u> / 107
71.	R. M. Gleason	Asst. Gen. Counsel	40,000	<u>4</u> / 48
72.	K. W. Kroschel	Regional Counsel	40,000	<u>4</u> / 42
73.	A. E. Michon	A.V.P., Regional Sales Mgr.	40,000	<u>4</u> / 45
74.	E. E. Numrich	Asst. Controller	40,000	<u>4</u> / 112
75.	G. W. Pederson	Asst. Controller	40,000	<u>4</u> / 227
76.	T. C. Rowley	A.V.P., Regional Sales Mgr.	40,000	<u>4</u> / 222
77.	R. B. Schmidt	A.V.P., Regional Sales Mgr.	40,000	<u>4</u> / 99
78.	R. J. Schreiber	Assoc. Regional Counsel	40,000	<u>4</u> / 74
79.	L. D. Silvernala	Assoc. Regional Counsel	40,000	<u>4</u> / 147

Line No.	Name of Person (a)	Title (b)	Salaries per annum as of close of year (see instructions) (c)	Other Compensation During Year (d)
80.	R. W. Spangberg	Chief Mechanical Off. Locos.	\$40,000	<u>4</u> / \$234
81.	L. L. Von Zinderen	Asst. V.P., Costs & Statistics	40,000	<u>4</u> / 126
82.	R. V. Wicka	Asst. Gen. Counsel	40,000	<u>4</u> / 126

1/ Also received compensation as Chairman and Chief Executive Officer of The Colorado and Southern Railway Company (Annual rate \$20,000), and the Fort Worth and Denver Railway Company (Annual rate \$10,000)

2/ Director and/or Other Fees and Premium for Life Insurance Coverage in Excess of \$50,000

3/ Other Fees and Premium for Life Insurance Coverage in Excess of \$50,000

4/ Premium for Life Insurance Coverage in Excess of \$50,000

5/ Also Received \$1,620 compensation as Vice President, Lemhi Telephone Company

6/ Also Received \$890 compensation as President, St. Paul Union Depot Company

7/ Also Received \$10,000 compensation as President, St. Louis and Kansas City Land Company

8/ Also Received \$2,145 as President of the Lake Superior Terminal and Transfer Railway Company

9/ Also Received \$7,500 compensation as Controller, St. Louis and Kansas City Land Company

10/ Also Received \$3,500 compensation as Treasurer and Asst. Secretary, St. L. & K. City Land Co.

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 Burlington 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 (e) 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)	Remarks (f)
1	Royal D. Alworth, Jr.	Duluth, MN	5- 8-75	5-13-76	3,900	
2	Charles H. Bell	Minneapolis, MN	5- 8-75	5-13-76	1,000	
3	John M. Budd	St. Paul, MN	5- 8-75	5-13-76	1,565	
4	Donald C. Dayton	Minneapolis, MN	5- 8-75	5-13-76	1,500	
5	Charles Devens	Boston, MA	5- 8-75	5-13-76	200	
6	Robert W. Downing	St. Paul, MN	5- 8-75	5-13-76	2,435	
7	W. John Driscoll	St. Paul, MN	5- 8-75	5-13-76	1,000	
8	Robt. M. Hendrickson	New York, NY	7-21-75	5-13-76	100	
9	Pemberton Hutchinson	Phila., PA	5- 8-75	5-13-76	100	
10	J. Howard Laeri	New York, NY	5- 8-75	5-13-76	100	
11	W. Wallace McCallum	Chicago, IL	5- 8-75	5-13-76	500	
12	Louis W. Menk	St. Paul, MN	5- 8-75	5-13-76	3,900	
13	Philip H. Nason	St. Paul, MN	5- 8-75	5-13-76	600	
14	William G. Reed	Seattle, WA	5- 8-75	5-13-76	1,200	
15	Bruce M. Rockwell	Denver, CO	10-20-75	5-13-76	-0-	
16	John F. Smith, Jr.	Northfield, IL	5- 8-75	5-13-76	200	
17	Jackson T. Stephens	Little Rock, AR	5- 8-75	5-13-76	103,900	
18	Robert B. Wilson	Portland, OR	5- 8-75	5-13-76	1,145	
19						
20						

21. 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 L. W. Menk Secretary (or clerk) of board J. C. Ashton

22. 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., C. H. Bell, J. M. Budd, D. C. Dayton, R. W. Downing, W. John Driscoll and P. H. Nason.

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 or filling vacancies on the Board of Directors, or declaring a dividend or authorizing the issuance of stock.

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%	E.L., C.R.I.&P., G.T.W., I.C.G., Penn Cent., N&W., C.&O., Soo Line, A.T.&S.F., C.&E.I., L.&N
2					
3					
4	BN Transport Inc.	"	" "	100.00	-
5	Burlington Northern Dock Corp. *	"	" "	100.00	-
6	Burlington Northern(Manitoba)Ltd.	"	" "	100.00	-
7	Camas Prairie Railroad Co.	"	" "	50.00	Union Pac. (O.W.R.&N. Co.)
8	Chicago Union Station Co.	"	" "	25.00	C.M.St.P.&P., Penn Central
9	Colorado and Southern Ry.Co. The	"	" "	90.57	-
10	Davenport, Rock Island & N.W. Ry. Co.	"	" "	50.00	C.M.St.P.&P.
11	Delta Alaska Terminal Ltd.	"	" "	66.67	Alaska Trainship Corp., Spok.
12					Intl. R.R. Co., C.M.St.P.&P.
13	Denver Union Terminal Ry. Co.	"	" "	16.67	U.P., A.T.&S.F., C.R.I.&P., C.&S., D.&R.G.W.
14					-
15	Duluth Union Depot & Tfr. Co., The	"	" "	100.00	-
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.&SF
19					N.&W., A.T.&S.F., C.R.I.&P., U.P.

* Cash purchase, September 1975.

(Continued on page 4A)

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	Keokuk Union Depot Co.	Transportation	Stock Ownership	40.00	N.&W., C.R.I.&P., T.P.&W.
2	Lake Superior T.&T. Ry.Co., The	"	" "	66.67	Soo Line, C.&N.W.
3	Longview Switching Co.	"	" "	33.33	C.M.St.P.&P., Union Pacific
4	Mpls., Anoka & Cuyuna Rge. R.R. Co.	"	" "	100.00	-
5	Minnesota Transfer Ry. Co., The	"	" "	33.33	Soo Line, C.&N.W., C.R.I.&P.
6					C.M.St.P.&P.
7	Oregon Electric Railway Co.	"	" "	100.00	-
8	Oregon Trunk Railway	"	" "	100.00	-
9	Paducah & Illinois Railroad Co.	"	" "	33.33	L. & N., I.C. G.
10	Portal Pipe Line Co.	"	" "	50.00	Hunt Oil Company
11	Portland Terminal R.R. Co.	"	" "	40.00	Southern Pac., Union Pac.
12	Pullman Company, The	"	" "	2.97	Various railroad companies
13	St. Paul Union Depot Co., The	"	" "	37.50	Soo Line., C.M.St.P.&P., C.&NW.
14					C.R.I. & P.
15	Spokane, Portland & Seattle Ry.Co.	"	" "	100.00	-
16	Terminal R.R. Assn. of St. Louis	"	" "	6.25	C & O., B.&O., C.&E.I., CRI&P.,
17					L.&N., M.K.T., S.L.&S.F., St.
18					L&S W., Southern R.R., N.&W.,
19					Penn Cent., M.P., I.C.G.
20					
21	Trailer Train Co.	Transportation	Stock Ownership	7.32	30 Other railroad companies
22	Walla Walla Valley Railway Co.	"	" "	100.00	-
23	Western Fruit Express Co.	"	" "	97.14	St.Louis&Kansas City Land Co
24	Winona Bridge Ry. Co.	"	" "	66.67	Green Bay & Western Ry. Co.
25	BNL Development Corporation	Land & Real Estate Development	" "	100.00	-
26	Burlington Equipment Company	Railway equipment builder	" "	100.00	-
27	Glacier Park Company	Land & Real Estate Development	" "	100.00	-
28	Lemhi Telephone Company	Local telephone company	" "	100.00	-
29	Plum Creek Lumber Company	Lumber Company	" "	100.00	-
30	Ruth Realty Company	Industrial Land Dev. Co.	" "	100.00	-
31	St.Louis & Kansas City Land Co.	Land & Real Estate Development	" "	100.00	-
32					

104 B. COMPANIES INDIRECTLY CONTROLLED BY RESPONDENT

- 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.
- In column (b) indicate the principal business activity of the companies listed in column (a) such as transportation, manufacturing, investments, etc.
- In column (c) indicate the form of control exercised over companies listed in column (a).
- 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.
- 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	Burlington Northern Air Frt. Inc.	Transportation	Stock Ownership	100.00%	BN Transport, Inc.
2	Western Motor Express, Inc.	"	" "	100.00	BN Transport, Inc.
3	Pueblo Union Depot & R.R. Co., The	"	" "	25.00	Colo. & Sou. Ry. Co.
4	Galveston Terminal Ry. Co.	"	" "	50.00	Colo. & Sou. Ry. Co.
5	Fort Worth & Denver Ry. Co.	"	" "	99.97	Colo. & Sou. Ry. Co.
6	Houston Belt & Terminal Ry. Co.	"	" "	12.50	Fort Worth & Den. Ry. Co.
7	Northern Airmotive Inc.	Aircraft sales and service	" "	100.00	Glacier Park Co.
8	Royal Logging Co.	Logging company	" "	100.00	Glacier Park Co.
9	Dreyer Brothers, Inc.	Ranching	" "	100.00	Glacier Park Co.
10	Arden Lumber Co., Inc.	Lumber company	" "	100.00	Plum Creek Lumber Co.
11	Ksanka Lumber Co., Inc.	"	" "	100.00	Plum Creek Lumber Co.
12	Saxony Corporation	Land holding company	" "	100.00	St. Lou. & Kan. City Land Co.
13	Illinois Terminal Railroad Co.	Transportation	" "	9.09	St. Lou. & Kan. City Land Co.
14	Great Midwest Corporation	Land and real estate dev.	" "	32.48	St. Lou. & Kan. City Land Co.
15	Midwest Precote Company	Manufacturing	" "	100.00	Great Midwest Corporation
16	Universal Pipeline Constrs., Inc.	Construction	" "	100.00	Great Midwest Corporation
17	Underground Development Co.	Land development	" "	100.00	Great Midwest Corporation
18	Underground Storage, Inc.	Storage company	" "	100.00	Underground Dev. Co.
19					
20					

104 C. COMPANIES UNDER COMMON CONTROL WITH RESPONDENT

- Enter in column (a) the names of all companies which are controlled by the same interest that control the respondent.
- In column (b) indicate the principal business activity of the companies listed in column (a) such as transportation, manufacturing, investments, etc.
- In column (c) indicate the form of control exercised over companies listed in column (a).
- 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.
- 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)	Form of Control (c)	Extent of Control (d)	Name of Controlling Company or Individual (e)
1	NONE				

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				
4				
5				
6				
7				
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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.

Road Initials:

BN

year:

1975

7

NOTES AND REMARKS

109. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common, \$ NPV per share; first preferred, 10.00 per share; second preferred, \$ None per share; debenture stock, \$ None per share.

Voting rights on
common stock only

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? Common stock only 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
February 2, 1976 (Record date of common dividend payable March 1, 1976)

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. 12,438,421 votes, as of February 2, 1976

8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7. (Date) 57,538 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 Footnote, 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	PREFERRED	
	(a)	(b)	(c)	(d)	Second (e)	First (f)
1	Merrill Lynch, Pierce, Fenner & Smith	New York, NY	872 014	872 014		
2	Morgan Guaranty Trust Co.*	New York, NY	507 519	507 519		
3	Bank of New York *	New York, NY	498 806	498 806		
4	Midwest Stock Exch. Clearing*	Chicago, IL	198 401	198 401		
5	Cleveland Trust Co. *	Cleveland, OH	130 462	130 462		
6	Irving Trust Co. *	New York, NY	130 219	130 219		
7	Paine Webber Jackson & Curtis	New York, NY	128 531	128 531		
8	First National City Bank *	New York, NY	108 555	108 555		
9	Manufacturers Hanover Tr. Co.*	New York, NY	107 049	107 049		
10	Lazard Freres & Co.	New York, NY	101 450	101 450		
11	Equit. Life Assur. Society	New York, NY	100 000	100 000		
12	Bankers Trust Co. *	New York, NY	87 998	87 998		
13	First Jersey Natl. Bank *	Jersey City, NJ	85 000	85 000		
14	Minn. State Bd. of Investment*	St. Paul, MN	84 700	84 700		
15	Pershing & Co.	New York, NY	72 785	72 785		
16	Loeb Rhoades & Co.	New York, NY	70 411	70 411		
17	Dean Witter & Co.	San Francisco, CA	66 605	66 605		
18	United States Trust Co. *	New York, NY	66 507	66 507		
19	Brown Bros. Harriman	New York, NY	63 780	63 780		
20	Chase Manhattan Bank *	New York, NY	62 111	62 111		
21	E. F. Hutton & Co.	New York, NY	56 850	56 850		
22	Pacific Clearing Corp. *	San Francisco, CA	54 473	54 473		
23	Bache & Co.	New York, NY	53 644	53 644		
24	Pittsburgh Natl. Bank *	Pittsburgh, PA	51 974	51 974		
25	First Natl. Bank of Mpls.*	Minneapolis, MN	49 634	49 634		
26	Bank of America *	Los Angeles, CA	45 824	45 824		
27	West Publishing Co.	St. Paul, MN	45 000	45 000		
28	Northwestern Natl. Bank *	Minneapolis, MN	42 511	42 511		
29	Blyth Eastman Dillon & Co.	New York, NY	41 340	41 340		
30	Marine Midland Bank *	New York, NY	37 562	37 562		

Note: Schedule 109, Voting Powers and Elections, continued on page 9.

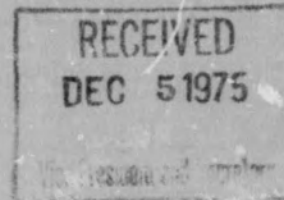
Railroad Annual Report R-1

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

MARTIN F. SHEA
Vice President

New York December 2, 1975

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



Dear Mr. Ashton:

Your letter of November 19, 1975, inquiring about voting rights has been referred to me for reply.

Please be advised of the following:

Sole Voting Rights - None

Shared Voting Rights - 3,040 shares

No Voting Rights - The balance of the holdings

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

THE BANK OF NEW YORK

NEW YORK'S FIRST BANK - FOUNDED 1784 BY ALEXANDER HAMILTON

48 WALL STREET, NEW YORK, N.Y. 10015

December 9, 1975

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

RECEIVED
DEC 11 1975

Re: Voting rights for Burlington Northern Inc.
Common

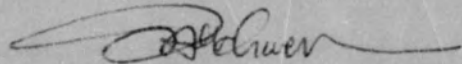
Dear Mr. Ashton:

In reference to your letter, dated November 19, 1975, we wish to inform you that The Bank of New York has voting power for 5,694 shares of our holding of 499,860 shares, as of December 1, 1975, which constitutes less than 1% of your outstanding share balance.

It is our full intention to comply with your requests, however, we, as a Bank, also have a unique responsibility to maintain private relationships with our customers. Accordingly, from our point of view, disclosure of specific information as to the beneficial ownership of securities placed in our care, would constitute a breach of our basic and long-standing policy of not disclosing to others, the affairs of our customers.

Thank you for your understanding and cooperation in this delicate matter.

Very truly yours,

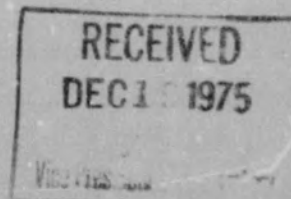


Donald Hitchcock
Operations Administrator



CLEVELAND TRUST

December 17, 1975



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

Dear Mr. Ashton:

We received your letter dated November 19, 1975 requesting disclosure of names of the institution or individual(s) responsible for voting authority of Burlington Northern, Inc. Common.

Our legal department advises that we cannot divulge such names but can give you the following information regarding voting power and in which nominee's name the stock is registered:

	<u>A. A. Welsh & Co.</u>	<u>F. J. Haffner & Co.</u>	<u>Fiduciary not</u> <u>The Cleveland Trust Company</u>
Sole Voting Power	51,462	55,800	---
Shared Voting Power	3,000	200	---
No Voting Power	18,700	200	400

If you have any further questions, please write to Personal Trust Operations at the address indicated below or by calling (216) 687-5288.

Very truly yours,

Joseph A. Randazzo
Joseph A. Randazzo
Assistant Trust Operations Officer

JAR:bco

MEMBERS OF BOARD:

GOVERNOR WENDELL R. ANDERSON
STATE AUDITOR ROBERT W. MATTSON
STATE TREASURER JIM LORD
SECRETARY OF STATE JOAN ANDERSON GROWE
ATTORNEY GENERAL WARREN SPANNAUS



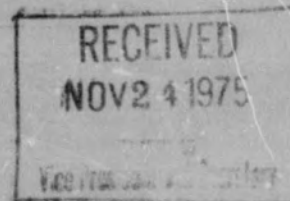
ROBERT E. BLIXT
EXECUTIVE SECRETARY

STATE OF MINNESOTA
STATE BOARD OF INVESTMENT

Room 105, MEA Building
55 Sherburne Avenue
Saint Paul 55155

November 21, 1975

[Handwritten initials]



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

Dear Sir:

This is in reply to your request of November 19, 1975, concerning the voting rights of Burlington Northern stock.

The Minnesota State Board of Investment has sole voting rights of all stock held.

Sincerely,

[Handwritten signature of Roger A. Derksen]
Roger A. Derksen, C.F.A.
Investment Operations Director

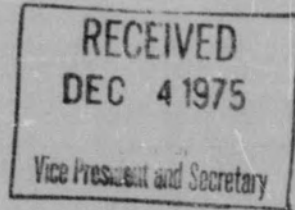
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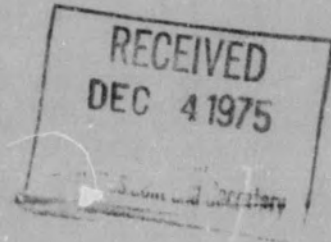
DEAN WITTER & Co.
INCORPORATED

42 BROADWAY • NEW YORK, NEW YORK 10004

TELEPHONE (212) 437-3000



December 2, 1975



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

Dear Mr. Ashton:

I am writing in response to your inquiry regarding voting authority for shares held by us.

Our voting authority over street name shares is governed by rules 450 through 465 of the New York Stock Exchange, Inc. A copy of these rules is enclosed for your information.

Please contact me if I may be of further assistance in this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Lawrence J. Gill".

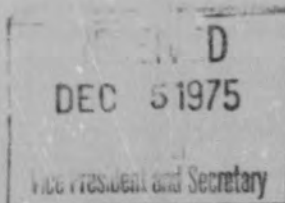
Lawrence J. Gill
Share Owner Relations Dept

Enclosure
LJG:lp



BURLINGTON NORTHERN

JOHN C. ASHTON
Vice President and Secretary



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

November 19, 1975

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.

X "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 November 3, 1975, our records show 85,000 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,

John C. Ashton

JCA/el

HAX & CO.

c/o THE FIRST JERSEY NATIONAL BANK
ONE EXCHANGE PLACE, JERSEY CITY, N. J. 07303
22-6144239

25000 com
as of 12/1/75

LAGES & CO.

c/o THE FIRST JERSEY NATIONAL BANK
ONE EXCHANGE PLACE, JERSEY CITY, N. J.

com 75000 as of
12/1/75

Proxies

(Rules and Policies Administered by the
Department of Stock List.)

Applicability of proxy rules.—Rules 450 to 460 [¶ 2450-2460], inclusive, apply to both listed and unlisted securities, unless the context otherwise limits application.

The term "unregistered company" as used in Rules 456 to 459 [¶ 2456-2459] means a company not required to conform to the proxy rules of the Securities and Exchange Commission in the solicitation of proxies with respect to its securities.

The term "member" as used in connection with Rules 456 to 459 [¶ 2456-2459] includes a member, allied member, member firm, member corporation and employee thereof.

¶ 2450

Restriction on Giving of Proxies

Rule 450. No member organization shall give or authorize the giving of a proxy to vote stock registered in its name, or in the name of its nominee, except as required or permitted under the provisions of Rule 452 [¶ 2452], unless such member organization is the beneficial owner of such stock.

Amendments.

January 11, 1968.

¶ 2451

Transmission of Proxy Material

Rule 451. (a) Whenever a person soliciting proxies shall furnish a member organization:

(1) Copies of all soliciting material which such person is sending to registered holders, and

(2) satisfactory assurance that he will reimburse such member organization for all out-of-pocket expenses, including reasonable clerical expenses, incurred by such member organization in connection with such solicitation.

such member organization shall transmit to each beneficial owner of stock which is in its possession or control the material furnished; and

(b) such member organization shall transmit with such material either:

(1) a request for voting instructions and, as to matters which may be voted without instructions under Rule 452 [¶ 2452], a statement to the effect that, if such instructions are not received by the tenth day before the meeting, the proxy may be given at discretion by the owner of record of the stock; provided, however, that such statement may be made only when the proxy soliciting material is transmitted to the beneficial owner of the stock at least fifteen days before the meeting. When the proxy soliciting material is transmitted to the beneficial owner of the stock twenty-five days or more before the meeting, the statement accompanying such material shall be to the effect that the proxy may be given fifteen days before the meeting at the discretion of the owner of record of the stock; or

(2) a signed proxy indicating the number of shares held for such beneficial owner and bearing a symbol identifying the proxy with proxy

¶ 2451 Continued

records of such member organization, and also a letter informing the beneficial owner of the necessity for completing the proxy form and forwarding it to the person soliciting proxies in order that the shares may be represented at the meeting.

This rule shall not apply to beneficial owners outside the United States.

Amendment.
March 16, 1967.

• • • Supplementary Materials:

10 Annual reports to be transmitted.—The annual report shall be transmitted to beneficial owners under the same conditions as those applying to proxy soliciting material under Rule 451 even though it is not proxy-soliciting material under the proxy rules of the Securities and Exchange Commission.

20 Forms of letters to clients requesting voting instructions.—There appear below specimens of letters containing the information and instructions required pursuant to the proxy rules to be given to clients in the circumstances indicated in the appropriate heading. These are shown as examples and not as prescribed forms. They have also been published in the NYSE Company Manual as a matter of information for companies having securities listed on this Exchange, although, normally, member organizations will be expected to supply their own letters.

These letters are designed to permit furnishing to clients the actual proxy form for use in transmitting instructions to the member organization.

When Broker May Vote on All Proposals Without Instructions

To our Clients:

We have been requested to forward to you the enclosed proxy material relative to shares carried by us in your account but not registered in your name. Such shares can be voted only by the holder of record.

We shall be pleased to vote your shares in accordance with your wishes, if you will execute the enclosed proxy form and return it to us promptly in the self-addressed, stamped envelope, also enclosed. It is understood that, if you sign without otherwise marking the form, the shares will be voted as recommended by the management on all matters to be considered at the meeting.

Should you wish to have a proxy covering your shares issued to yourself or others, we shall be pleased to issue the same.

The rules of the New York Stock Exchange provide that if instructions are not received by the tenth day before the meeting, the proxy may be given at discretion by the holder of record of the shares.

When Broker May Not Vote on Any Proposals Without Instructions

To our Clients:

We have been requested to forward to you the enclosed proxy material relative to shares carried by us in your account but not registered in your name. Such shares can be voted only by the holder of record.

In order for your shares to be represented at the meeting, it will be necessary for us to have your specific voting instructions. Accordingly, please give your instructions over your signature on the enclosed proxy form and return it to us promptly in the self-addressed, stamped envelope, also enclosed. It is understood that, if you sign without otherwise marking the form, the shares will be voted as recommended by the management on all matters to be considered at the meeting.

Should you wish to have a proxy covering your shares issued to yourself or others, we shall be pleased to issue the same.

50 334

When Broker May Vote on Certain But Not All of the Proposals Without Instructions

To our Clients:

We have been requested to forward to you the enclosed proxy material relative to shares carried by us in your account but not registered in your name. Such shares can be voted only by the holder of record.

We wish to call your attention to the fact that, under the rules of the New York Stock Exchange, we cannot vote your shares on one or more of the matters to be acted upon at the meeting without your specific voting instructions.

Accordingly, in order for your shares to be voted on all matters, please give your instructions over your signature on the enclosed proxy form and return it to us promptly in the self-addressed, stamped envelope, also enclosed. It is understood that, if you sign without otherwise marking the form, you wish us to vote the shares as recommended by management on all matters to be acted upon at the meeting. If we do not hear from you by the tenth day before the meeting, we may vote your shares in our discretion to the extent permitted by the rules of the Exchange.

Should you wish to have a proxy covering your shares issued to yourself or others, we shall be pleased to issue the same.

Amendments.
January 11, 1968.

30 Forwarding of signed proxy.—The following conditions shall be met by a member organization adopting the procedure of sending signed proxies to customers:

(1) Each signed proxy sent to a customer shall contain a code number for identification and the exact number of shares held of record for the account of the customer.

(2) Signed proxies sent to customers shall be accompanied by appropriate instructions to the customer for transmitting his vote to the company.

(3) The member organization shall advise the company of the number of proxies sent to customers and the identifying numbers and shares represented by such proxies.

(4) When requested by a company, the member organization shall send a follow-up request to customers whose proxies have not been received by the company.

(5) Records of the member organization covering the solicitation of proxies shall show:

(A) The date of receipt of the proxy material from the issuer or other person soliciting the proxies.

(B) Names of customers to whom the material and proxies are sent, and the date of mailing.

(C) The number of shares covered by each proxy.

(D) The code number of each customer's proxy.

40 Forms of letters to clients to accompany signed proxies.—There appear below specimens of letters containing the information and instructions required pursuant to the proxy rules to be given to clients in the circumstances indicated in the appropriate heading. These are shown as examples and not as prescribed forms. They have also been published in the NYSE Company Manual as a matter of information for companies having securities listed on the Exchange, although, normally, member organizations will be expected to supply their own letters.

When Proxy Contains No Proposals To Be Voted On

To our Clients:

We have been requested to forward to you the enclosed proxy material relative to shares carried by us in your account but not registered in your name.

If you wish your stock to be voted at the meeting, it will be necessary for you to date and forward the enclosed proxy form, which has been signed by the holder of record, in the self-addressed, stamped envelope which is furnished for the purpose.

We urge you to send your proxy in promptly to assure the largest possible representation of stockholders at the meeting.

When Proxy Contains Proposals To Be Voted On

To our Clients:

We have been requested to forward to you the enclosed proxy material relative to shares carried by us in your account but not registered in your name.

If you wish your stock to be voted at the meeting, it will be necessary for you to complete and forward the enclosed proxy form, which has been signed by the holder of record, in the self-addressed, stamped envelope which is furnished for the purpose.

Please note that you may direct the manner in which your shares will be voted by marking the appropriate spaces in the signed proxy form. If you forward the proxy without indicating the manner in which you wish your shares to be voted, the proxy will be voted as recommended by the management on all matters to be considered at the meeting.

We urge you to send your proxy in promptly to assure the largest possible representation of stockholders at the meeting.

Amendments.

January 11, 1968.

.50 Method to be used in transmission of proxy material.—First class mail should be used to facilitate the obtaining of voting instructions or forwarding signed proxies, unless another method is specified by the persons for whom the material is transmitted.

.60 Duty to transmit even when requested not to.—The proxy material must be sent to a beneficial owner even though such owner has instructed the member organization not to do so.

Amendments.

January 11, 1968.

.70 Non-applicability to beneficial owners outside the United States.—Proxy material need not be sent to beneficial owners outside the United States. However, member organizations may do so if they so desire.

.80 Duty of out-of-town member organization.—If securities are held in an omnibus account for an out-of-town or non-clearing member organization, it is incumbent upon the out-of-town or non-clearing member organization to see that the necessary proxy material is transmitted to the beneficial owners and that the proper records relative thereto are kept.

.90 Schedule of approved charges by member organizations in connection with proxy solicitations.—The Exchange has approved the following as fair and reasonable rates of reimbursement of member organizations for all out-of-pocket expenses, including reasonable clerical expenses, incurred in connection with proxy solicitations pursuant to Rule 451 and in mailing interim reports or other material pursuant to Rule 465:

40¢ for each set of proxy material, plus postage, with a minimum of \$3.00 for all sets mailed;

New York Stock Exchange Guide

Rule 451 ¶ 2451.90

¶ 2451.90—Continued

10¢ for each copy, plus postage, for interim reports or other material, with no minimum.

Member organizations are required to mail out such material as provided by Rules 451 and 465 when satisfactory assurance is received of reimbursement of expenses at such rates; provided, however, that a member organization may request reimbursement of expenses at lower rates than those mentioned above or, if agreed to by the person soliciting proxies or the company, at higher rates.

(See ¶ 2465.30 for form of bill to be used.)

¶ 2452

Giving Proxies by Member Organization

Rule 452. A member organization shall give or authorize the giving of a proxy for stock registered in its name, or in the name of its nominee, at the direction of the beneficial owner. If the stock is not in the control or possession of the member organization, satisfactory proof of the beneficial ownership as of the record date may be required.

Voting member organization holdings as executor, etc.

A member organization may give or authorize the giving of a proxy to vote any stock registered in its name, or in the name of its nominee, if such member organization holds such stock as executor, administrator, guardian, trustee, or in a similar representative or fiduciary capacity with authority to vote.

Voting procedure without instructions

A member organization which has transmitted proxy soliciting material to the beneficial owner of stock and solicited voting instructions in accordance with the provisions of Rule 451 [¶ 2451], and which has not received instructions from the beneficial owner by the date specified in the statement accompanying such material, may give or authorize the giving of a proxy to vote such stock, provided the person in the member organization giving or authorizing the giving of the proxy has no knowledge of any contest as to the action to be taken at the meeting and provided such action is adequately disclosed to stockholders and does not include authorization for a merger, consolidation or any other matter which may affect substantially the rights or privileges of such stock.

Instructions on stock in names of other member organizations

A member organization which has in its possession or control stock registered in the name of another member organization, and which has solicited voting instructions in accordance with the provisions of Rule 451(b)(1) [¶ 2451], shall

(1) Forward to the second member organization any voting instructions received from the beneficial owner, or

(2) if the proxy-soliciting material has been transmitted to the beneficial owner of the stock in accordance with Rule 451 [¶ 2451] and no instructions have been received by the date specified in the statement accompanying such material, notify the second member organization of such fact in order that such member organization may give the proxy as provided in the third paragraph of this rule.

Signed proxies for stock in names of other member organizations

A member organization which has in its possession or control stock registered in the name of another member organization, and which desires to transmit signed proxies pursuant to the provisions of Rule 451(b)(2) [¶ 2451], shall obtain the requisite number of signed proxies from such holder of record.

Amendments.
January 11, 1968.

• • • **Supplementary Materials****Giving a Proxy To Vote Stock****.10 When member organization may vote without customer instructions.—**

Rule 452, above, provides that a member organization may give a proxy to vote stock provided that:

§ 2452.10 Giving a Proxy To Vote Stock.—Continued

(1) It has transmitted proxy soliciting material to the beneficial owner of stock in accordance with Rule 451 [§ 2451], and

(2) it has not received voting instructions from the beneficial owner by the date specified in the statement accompanying such material, and

(3) the person in the member organization giving or authorizing the giving of the proxy has no knowledge of any contest as to the action to be taken at the meeting and provided such action is adequately disclosed to stockholders and does not include authorization for a merger, consolidation or any matter which may affect substantially the rights or privileges of such stock.

Amendments.

January 11, 1968.

.11 When member organization may not vote without customer instructions.

—In the list of meetings of stockholders appearing in the Weekly Bulletin, after proxy material has been reviewed by the Exchange, each meeting will be designated by an appropriate symbol to indicate either (a) that members may vote a proxy without instructions of beneficial owners, (b) that members may not vote specific matters on the proxy, or (c) that members may not vote the entire proxy.

Generally speaking, a member organization may not give a proxy to vote without instructions from beneficial owners when the matter to be voted upon:

(1) is not submitted to stockholders by means of a proxy statement comparable to that specified in Schedule 14-A of the Securities and Exchange Commission;

(2) is the subject of a counter-solicitation, or is part of a proposal made by a stockholder which is being opposed by management (i.e., a contest);

(3) relates to a merger or consolidation (except when the company's proposal is to merge with its own wholly owned subsidiary, provided its shareholders dissenting thereto do not have rights of appraisal);

(4) involves right of appraisal;

(5) authorizes mortgaging of property;

(6) authorizes or creates indebtedness or increases the authorized amount of indebtedness;

(7) authorizes or creates a preferred stock or increases the authorized amount of an existing preferred stock;

(8) alters the terms or conditions of existing stock or indebtedness;

(9) involves waiver or modification of preemptive rights (except when the company's proposal is to waive such rights with respect to shares being offered pursuant to stock option or purchase plans involving the additional issuance of not more than 5% of the company's outstanding common shares (see Item 12));

(10) changes existing quorum requirements with respect to stockholder meetings;

(11) alters voting provisions or the proportionate voting power of a stock, or the number of its votes per share (except where cumulative voting provisions govern the number of votes per share for election of directors and the company's proposal involves a change in the number of its directors by not more than 10% or not more than one);

Prop 2 → (12) authorizes issuance of stock, or options to purchase stock, to directors, officers, or employees in an amount which exceeds 5% of the total amount of the class outstanding;

(13) authorizes

a. a new profit-sharing or special remuneration plan, or a new retirement plan, the annual cost of which will amount to more than 10% of average annual income before taxes for the preceding five years, or

b. the amendment of an existing plan which would bring its cost above 10% of such average annual income before taxes.

Exception may be made in cases of

a. retirement plans based on agreement or negotiations with labor unions (or which have been or are to be approved by such unions); and

b. any related retirement plan for benefit of non-union employees having terms substantially equivalent to the terms of such union-negotiated plan, which is submitted for action of stockholders concurrently with such union-negotiated plan;

(14) changes the purposes or powers of a company to an extent which would permit it to change to a materially different line of business and it is the company's stated intention to make such a change;

(15) authorizes the acquisition of property, assets, or a company, where the consideration to be given has a fair value approximating 20% or more of the market value of the previously outstanding shares;

(16) authorizes the sale or other disposition of assets or earning power approximating 20% or more of those existing prior to the transaction.

(17) authorizes a transaction not in the ordinary course of business in which an officer, director or substantial security holder has a direct or indirect interest;

(18) reduces earned surplus by 51% or more, or reduces earned surplus to an amount less than the aggregate of three years' common stock dividends computed at the current dividend rate.

Amendments.

January 11, 1968.

.12 Discretionary and non-discretionary proposals in one proxy form.—In some cases, a proxy form may contain proposals, some of which may be acted upon at the discretion of the member organization in the absence of instructions, and others which may be voted only in accordance with the directions of the beneficial owner. This should be indicated in the letter of transmittal. In such cases, the member organization may vote the proxy in the absence of instructions if it physically crosses out those portions where it does not have discretion.

.13 Cancellation of discretionary proxy where counter-solicitation develops.

—Where a discretionary proxy has been given in good faith under the rules and counter-solicitation develops at a later date, thereby creating a "contest" the question as to whether or not the discretionary proxy should

§ 2452.13 Giving a Proxy To Vote Stock.—Continued

then be cancelled is a matter which each member organization must decide for itself. After a contest has developed no further proxies should be given except at the direction of beneficial owners.

14 Subsequent proxy.—Where a member organization gives a subsequent proxy, it should clearly indicate whether the proxy is in addition to, in substitution for or in revocation of any prior proxy.

15 Signing and dating proxy.—designating shares covered.—All proxies should be dated and should show the number of shares voted. Since manual signatures are sometimes illegible, a member organization should also either type or rubber-stamp its name on such proxy.

16 Proxy records.—Records covering the solicitation of proxies shall show the following:

- (1) The date of receipt of the proxy material from the issuer or other person soliciting the proxies;
- (2) names of customers to whom the material is sent together with date of mailing;
- (3) all voting instructions showing whether verbal or written; and
- (4) a summary of all proxies voted by the member organization clearly setting forth total shares voted for or against or not voted for each proposal to be acted upon at the meeting.

Verbal voting instructions may be accepted provided a record is kept of the instructions of the beneficial owner and the instructions are retained by the member organization. The record shall also indicate the date of the receipt of the instructions and the name of the recipient.

20 Retention of records.—All proxy solicitation records, originals of all communications received and copies of all communications sent relating to such solicitation, shall be retained for a period of not less than three years, the first two years in an easily accessible place.

§ 2453 Proxy to Show Number of Shares

Rule 453. In all cases in which a proxy is given by a member organization the proxy shall state the actual number of shares of stock for which the proxy is given.

§ 2454 Transfers to Facilitate Solicitation

Rule 454. A member organization, when so requested by the Exchange shall transfer certificates of a listed stock held either for its own account or for the account of others, if registered in the name of a previous holder of record, into its own name, or in the name of its nominee, prior to the taking of a record of stockholders, to facilitate the convenient solicitation of proxies.

The Exchange will make such request at the instance of the issuer or of persons owning in the aggregate at least ten per cent. of such stock, provided, if the Exchange so requires, the issuer or persons making such request agree

to indemnify member organizations against transfer taxes, and the Exchange may make such a request whenever it deems it advisable.

Amendments.
January 11, 1968.

§ 2455 Rules Apply to Individual Members and Nominees

Rule 455. Rules 450 through 454 [§ 2450-2454] shall apply also to individual members and to any nominees of member organizations or individual members. They shall apply also to voting in person.

§ 2456 Representations to Management

Rule 456. Before a member, allied member, member organization or employee thereof states to the management of a registered or unregistered company that he represents stockholders in making demands for changes in management or company policies, he must have

- (1) Received permission of such stockholders to make such demands, and
- (2) if an unregistered company is involved, filed with the Exchange the information required by Schedule B.

(Note: In the case of a registered company the member may be a participant under Regulation § 240.14a-11 of the Securities and Exchange Commission [§ 4445] and required to file Schedule 14-B with the Commission.)

§ 2457 Filing Participant Information (Schedule B)

Rule 457. A member, allied member, member organization or employee thereof must file with the Exchange the information required by Schedule B before he engages, alone or with others, in any of the following activities relating to a present or prospective proxy contest involving an unregistered company:

- (1) Requests more than 10 security holders:
 - (A) to sign a proxy (other than in the normal course of transmission of another's proxy material as required by Rule 451 [§ 2451]); or
 - (B) to vote for or against, or abstain from voting on any proposal;
- (2) requests another security holder:
 - (A) to join in calling a meeting of security holders;
 - (B) to join in litigation against an issuer; or
 - (C) to join or assist in the formation of a security holders' committee;
- (3) becomes a nominee for director;
- (4) becomes a member of a security holders' committee or group; or
- (5) contributes funds toward the cost of a prospective or present proxy contest.

Administered by Department of Stock List.

§ 2458 Filing of Proxy Material (Schedule A)

Rule 458. A member, allied member, member organization or employee thereof must file with the Exchange the information called for by Schedule A before he, acting alone or with others, requests more than ten security holders, in connection with a proxy contest involving an unregistered company:

- (1) To sign a proxy (other than in the normal course of transmission of another's proxy material as required by Rule 451 [§ 2451]); or
- (2) to vote for or against, or abstain from voting on any proposal; and a copy of such information must be furnished to each person of whom such request is made.

• • • **Supplementary Material:**

- .10 Securities and Exchange Commission proxy rules.—Members who intend to become active in a proxy contest involving a registered company should familiarize themselves with the provisions of Regulations § 240.14 of the Securities and Exchange Commission [§ 4436—4445].

Attention is drawn to the following interpretation:

Voting advice.—We understand it to be the position of the Securities and Exchange Commission that on the unsolicited request of a customer, a member may advise him how to vote in a proxy contest without becoming a participant and having to file under Securities and Exchange Commission rules. However, if a member volunteers advice to customers on how to vote a proxy, he may have to file with the Commission.

§ 2459 Other Persons to File Information When Associated with Member

Rule 459. No member, allied member, member organization or employee thereof shall join with any other person in requesting more than ten security holders, in connection with a proxy contest involving an unregistered company:

- (1) To sign a proxy; or
- (2) to vote for or against, or abstain from voting on any proposal, unless such other person agrees to:
 - (A) file with the Exchange Schedules A and B, and
 - (B) furnish a copy of the information contained in Schedule A to each person of whom such request is made.

• • • **Supplementary Material:**

- .10 Public information.—All information, filed with the Exchange under these policies will be public.

After the section which lists the meetings of stockholders in the Weekly Bulletin there will appear a title "Election Contests" which will be followed by a statement reading: "Companies as to which proxy solicitation material filed with the Exchange indicates that there is a counter-solicitation of proxies

Administered by Department of Stock List.

for the election of directors." There will follow a list of such companies where counter-proxy solicitation material has been filed with the Exchange.

Copies of Schedules A and B may be obtained upon request from the Department of Member Firms.

§ 2460 Specialists Participating in Contests

Rule 460. (a) No member who is a specialist, no partner of a member firm in which such member is a partner, no stockholder in a member corporation in which such member is a stockholder, no such firm or corporation, nor any employee of any of them, shall participate in a proxy contest of a company if such member specializes in the stock of that company.

Specialists as Directors

(a) No member who is a specialist, no partner of a member firm in which such member is a partner, no stockholder in a member corporation in which such member is a stockholder, nor any employee of any of them, shall be a director of a company if such member specializes in the stock of that company.

• • • **Supplementary Material:**

- .10 Control relationships.—Business transactions.—Finder's fees.—No specialist should be in a control relationship with any company in whose stock he is registered. This applies not only with respect to the ownership of 10% or more of the stock in such a company, but also to business transactions of any kind with such companies; for example, loans, etc. A specialist must not accept a finder's fee from a company in whose stock he is registered.

Company Reports to Stockholders

(Rules and Policies administered by the Department of Stock List.)

§ 2465 Transmission of Interim Reports and Other Material

Rule 465. A member organization, when so requested by a company, and upon being furnished with:

- (1) copies of interim reports of earnings or other material being sent to stockholders, and
- (2) satisfactory assurance that it will be reimbursed by such company for all out-of-pocket expenses, including reasonable clerical expenses, shall transmit such reports or material to each beneficial owner of stock of such company held by such member organization and registered in a name other than the name of the beneficial owner.

This rule shall not apply to beneficial owners outside the United States.

• • • Supplementary Materials

.10 Application of rule.—This rule applies to both listed and unlisted companies. (See § 2451.10 for transmission of annual reports.)

.20 Mailing charges by member organizations.—The Exchange has approved the following as fair and reasonable rates of reimbursement of member organizations for all out-of-pocket expenses, including reasonable clerical expenses, incurred in connection with proxy solicitations pursuant to Rule 451 and in mailing interim reports or other material pursuant to Rule 465:

40¢ for each set of proxy material, plus postage, with a minimum of \$3.00 for all sets mailed;
10¢ for each copy, plus postage, for interim reports or other material, with no minimum.

Member organizations are required to mail out such material as provided by Rules 451 and 465 when satisfactory assurance is received of reimbursement of expenses at such rates; provided, however, that a member organization may request reimbursement of expenses at lower rates than those mentioned above or, if agreed to by the person soliciting proxies or the company, at higher rates.

.30 Form of bill to be used by member organizations.—

TO:	DATE:			
Expenses incurred in connection with mailing of following material:	No. Sets Mailed	Service Fee	Postage Expense	Total Charges
ANNUAL REPORT				
PROXY SOLICITING MATERIAL				
INTERIM REPORT				
POST MEETING REPORT				
STOCKHOLDER LETTER				
OTHER:				
FOR CORPORATION				
RECORDS				
DATE PAID				
CHECK NO.				

The Chase Manhattan Bank, N.A.
Trust Department
1211 Avenue of the Americas
New York, New York 10036



CHASE

December 19, 1975

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

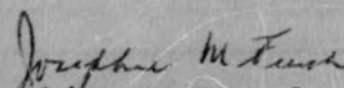
Dear Mr. Ashton:

We regret that we will be unable to fully respond to your request of November 19, 1975, for certain information with respect to your securities held in the name our nominees. While we understand your responsibility to comply with regulatory reporting requirements, we are subject, when acting in a fiduciary capacity, to limitations imposed by common law trust requirements of confidentiality as to information which may be disclosed about fiduciary accounts, and the beneficiaries thereof. Without the consent of the appropriate parties having an interest in the account with respect to which disclosure is to be made we can not provide you with such information. Moreover, in the case of requested disclosure of names of beneficial holders, it is not always possible to determine with certainty whose consent is required.

We are not prevented by the above confidentiality requirements from disclosing to you (i) the aggregate number of shares held by each nominee over which we have sole voting power, shared voting power and no voting power, and (ii) in the cases where we hold sole, shared or no voting power the aggregate number of accounts which hold your shares, however, to reconstruct this information as of November 3, 1975 would involve a substantial manual effort.

We trust the information, relative to our nominee holdings, furnished in the annexed schedule will be satisfactory.

Very truly yours,


Josephine M. Frevola
Assistant Treasurer

BURLINGTON NORTHERN INC. - COMMON STOCK

		CHASE MANHATTAN BANK HOLDS		
KANE & CO. - TOTAL # OF SHS - 11,419				
<u>Number of Accounts Shares are held for</u>		<u>Sole Voting Rights Shs</u>	<u>Shared Voting Rights Shs</u>	<u>No Voting Rights Shs</u>
13		640	859	9,920
UDD & CO. TOTAL # OF SHS - 17,770				
<u>Number of Accounts Shares are held for</u>		<u>Sole Voting Rights Shs</u>	<u>Shared Voting Rights Shs</u>	<u>No Voting Rights Shs</u>
26		-	-	17,770
GGER & CO. TOTAL # OF SHS - 14,022				
<u>Number of Accounts Shares are held for</u>		<u>Sole Voting Rights Shs</u>	<u>Shared Voting Rights Shs</u>	<u>No Voting Rights Shs</u>
21		-	-	14,022
JNN & CO. TOTAL # OF SHS - 300				
<u>Number of Accounts Shares are held for</u>		<u>Sole Voting Rights Shs</u>	<u>Shared Voting Rights Shs</u>	<u>No Voting Rights Shs</u>
2		-	-	300
ICKERING & CO. TOTAL # OF SHS - 13,000				
<u>Number of Accounts Shares are held for</u>		<u>Sole Voting Rights Shs</u>	<u>Shared Voting Rights Shs</u>	<u>No Voting Rights Shs</u>
1		-	-	13,000



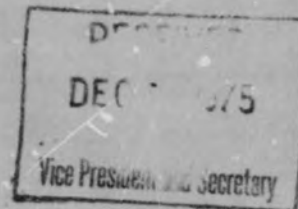
BURLINGTON NORTHERN

JOHN C. ASHTON
Vice President and Secretary

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

November 19, 1975

Pacific Clearing Corporation
301 Pine Street
San Francisco, CA 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 November 3, 1975, our records show 54,473 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,

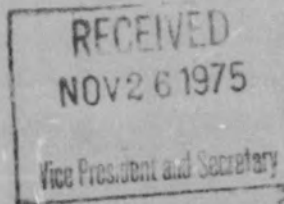
JCA/el

SEE ATTACHED

PACIFIC SECURITIES DEPOSITORY TRUST COMPANY INCORPORATED

11-24-75

Burlington Northern
176 East Fifth Street
St. Paul
Minnesota 55101



*This is the record date
for the preferred dividend
of Burlington Northern
B.N. Inc.*

Gentlemen:

We have been advised that Nov 3 1975 has been
established as the record date for the annual meeting of Burlington Northern
to be held on ?

Pacific & Co. is the registered nominee of the Pacific Clearing Corporation central certificate
depository. Please return 35 proxies to us immediately to be executed and
forwarded to our members. In the interest of expediting the delivery, please send copies of the
proxy statement and related materials to Depository Proxies, 301 Pine Street, San Francisco,
California 94106, Attn: Ms. Joyce Harris.

SHARES HELD ON DEPOSIT

10238
1752
2993
950
833
500
1569
2510
100
5582
210
200
845
10105
6066
2300
3721
145
400
850
320
1812
250
826
50
23
3900

PARTICIPATING MEMBER

Merrill Lynch 100 Kray & Co
E. F. Hutton
Birn Wilson
Bache & Co.
Reynolds & Co.
Pfleger & Bauerwaldt
Bateman Eichler
Shearson Hayden Stone
Morgan & Mitchell
Dean Witter
Wagonseller & Hurst
Arnold Woodson
Wells Fargo, Noble & Co. Inc.
Paine Webber
Lynch & Co.
Sutton & Co.
D. A. Davidson
J. P. Morgan & Co.
Davis & Skaggs
Beckman & Co.
Gurney Cass
Foster & Marshall
Shuman & Agnew
Thomson McKinnin
Kidd & Peabody
C. H. & Co. Inc. Post Al



OFFICE OF TRUST COUNSEL

January 6, 1976



Mr. John C. Ashton,
Vice President & Secretary
Burlington Northern
176 East 5th Street
St. Paul, Minnesota 55101

Re: Disclosure Reports to Interstate Commerce Commission

Dear Sir:

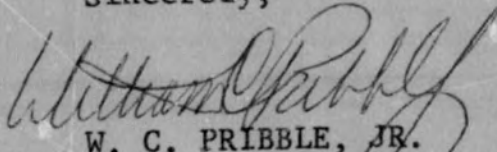
We acknowledge receipt of your request for information relative to the voting rights over shares of Burlington Northern held in the names of our various nominees.

Please be advised that the 42,511 shares of common stock registered in our various nominee names, as of November 3, 1975, were held in over 200 separate accounts. You are further advised that of these accounts, only one account held 3,000 shares and that the balance of the holdings were distributed among the other accounts.

We submit that the holdings of these several accounts of Burlington Northern are less than the percentage holdings that, as we are advised, the ICC is concerned about. If, however, you believe further disclosure is necessary to satisfy the ICC request, we will be pleased to comply.

Production of the information that is requested will involve additional time and expense. If you wish us to develop this information, we shall undertake to do so, assuming that we will be reimbursed for our reasonable expenses by Burlington Northern. Please advise.

Sincerely,


W. C. PRIBBLE, JR.
Vice President
& Trust Counsel

WCP:bmo

7th and Marquette Avenue • Minneapolis, Minnesota 55480 • (612) 372-8123



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. 9,794,638
votes cast.

11. Give the date of such meeting. May 8, 1975

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 February 13, 1976 2,228,079 shares. Shares held by Cede & Co. have been included in above listing to the extent applicable.

* Not stockholder of record.

Nominee of security holder is registered owner.

Inquiry has been made regarding voting rights. Replies which have been received are attached.

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		29 115	11 294
2	(702) Temporary cash investments (p. 23)		32 457	74 083
3	(703) Special deposits (p. 23)		655	743
4	(704) Loans and notes receivable (p. 23)		369	405
5	(705) Traffic, car service and other balances-Dr.		1 975	3 623
6	(706) Net balance receivable from agents and conductors		47 269	46 053
7	(707) Miscellaneous accounts receivable		25 241	28 277
8	(708) Interest and dividends receivable		631	1 226
9	(709) Accrued accounts receivable (p. 23)		87 438	81 686
10	(710) Working fund advances		712	1 016
11	(711) Prepayments (p. 23)		3 301	3 439
12	(712) Material and supplies		160 726	128 018
13	(713) Other current assets (p. 23)		967	1 427
14	(714) Deferred income tax charges (p. 87)		-	1 302
15	Total current assets		390 856	382 612
	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)	13 333	None	13 159
18	(717) Insurance and other funds (pp. 24 and 25)	1 356	None	6 959
19	Total special funds		14 690	20 119
	INVESTMENTS			
20	(721) Investments in affiliated companies (pp. 28-31)		247 916	240 904
21	Undistributed earnings from certain investments in account 721 (pp. 35A and 35B)		135 024	132 152
22	(722) Other investments (pp. 32-35)		8 054	8 853
23	(723) Reserve for adjustment of investment in securities—Credit (p. 27, Instruction 9)		(17 245)	17 211
24	Total investments (accounts 721, 722 and 723)		373 749	364 698
	PROPERTIES			
25	(731) Road and equipment property: Road		1 900 790	1 862 920
26	Equipment		1 425 379	1 352 094
27	General expenditures			
28	Other elements of investment			
29	Construction work in progress		26 464	32 097
30	Total (pp. 38-41)		3 352 633	3 247 111
31	(732) Improvements on leased property: Road		2 863	2 793
32	Equipment		790	543
33	General expenditures			
34	Total (pp. 38-41)		3 653	3 336
35	Total transportation property (accounts 731 and 732)		3 356 286	3 250 447
36	(733) Accrued depreciation—Improvements on leased property (p. 45)		(728)	-
37	(735) Accrued depreciation—Road and equipment (pp. 44 and 46)		(991 544)	(953 037)
38	(736) Amortization of defense projects—Road and Equipment (p. 47)		(48 099)	(49 929)
39	Recorded depreciation and amortization (accounts 733, 735 and 736)		1 040 381	1 002 966
40	Total transportation property less recorded depreciation and amortization (line 35 less line 39)		2 315 905	2 247 481
41	(737) Miscellaneous physical property (pp. 52 and 53)		89 132	81 639
42	(738) Accrued depreciation - Miscellaneous physical property (pp. 52 and 53)		(14 692)	(14 743)
43	Miscellaneous physical property less recorded depreciation (account 737 less 738)		74 440	66 896
44	Total properties less recorded depreciation and amortization (line 40 plus line 43)		2 390 345	2 314 377

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.

200.—COMPARATIVE GENERAL BALANCE SHEET—ASSETS—Continued

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
	OTHER ASSETS AND DEFERRED CHARGES		\$	\$
45	(741) Other assets (p. 54)		5 878	5 456
46	(742) Unamortized discount on long-term debt		4 919	5 346
47	(743) Other deferred charges (p. 54)		24 491	20 452
48	(744) Accumulated deferred income tax charges (p. 87)			
49	Total other assets and deferred charges		35 288	31 254
50	TOTAL ASSETS		3 204 928	3 113 060

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 thereto shall enter in separate notes with suitable particulars other matters involving material amounts of the character commonly disclosed in financial statements under generally accepted accounting and reporting principles, except as shown in other schedules. This includes 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 — \$ 22 915

(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 — \$ 201 950

— 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 — \$ 47 478

(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 784, other deferred credits, at beginning of year — \$ None

Add investment tax credits applied to reduction of current year's tax liability but deferred for accounting purposes — \$ 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

(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 since December 31, 1969, under the provisions of Section 185 of the Internal Revenue Code — \$ None

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 beginning of year (c)
CURRENT LIABILITIES				
51	(751) Loans and notes payable (p. 63)		1 000	
52	(752) Traffic, car service and other balances—Cr.			
53	(753) Audited accounts and wages payable		28 011	29 733
54	(754) Miscellaneous accounts payable		17 362	14 872
55	(755) Interest matured unpaid		270	325
56	(756) Dividends matured unpaid		213	356
57	(757) Unmatured interest accrued		16 319	15 002
58	(758) Unmatured dividends declared			
59	(759) Accrued accounts payable (p. 63)		115 761	108 832
60	(760) Federal income taxes accrued (p. 64)		8 055	11 780
61	(761) Other taxes accrued (p. 64)		43 792	42 067
62	(762) Deferred income tax credits (p. 87)		229	
63	(763) Other current liabilities (p. 63)		16 699	17 955
64	Total current liabilities (exclusive of long-term debt due within one year)		247 711	240 922
LONG-TERM DEBT DUE WITHIN ONE YEAR				
65	(764) Equipment obligations and other debt (pp. 56-59)	(a1) Total issued 59 824	(a2) Held by or for respondent 90	59 734
LONG-TERM DEBT DUE AFTER ONE YEAR				
66	(765) Funded debt unmatured	(a1) Total issued 1 003 103	(a2) Held by or for respondent 443 235	559 868
67	(766) Equipment obligations	311 688		293 632
68	(767) Receivers' and Trustees' securities (pp. 56-59)			
69	(768) Debt in default			
70	(769) Amounts payable to affiliated companies (p. 62)			53 351
71	Total long-term debt due after one year			924 907
RESERVES				
72	(771) Pension and welfare reserves (p. 65)			11 399
73	(772) Insurance reserves (p. 65) (1)			11 733
74	(774) Casualty and other reserves (p. 65)			28 465
75	Total reserves			39 854
OTHER LIABILITIES AND DEFERRED CREDITS				
76	(781) Interest in default (p. 58)			
77	(782) Other liabilities (p. 65)			20 163
78	(783) Unamortized premium on long-term debt			
79	(784) Other deferred credits (p. 65)			47 136
80	(785) Accrued liability—Leased property (p. 45)			13 012
81	(786) Accumulated deferred income tax credits (p. 87) (1)			184 013
82	Total other liabilities and deferred credits			264 324
SHAREHOLDERS' EQUITY				
Capital stock (Par or stated value)				
83	(791) Capital stock issued: Common stock (p. 67)	(a1) Total issued 543 174	(a2) Nominally issued securities	543 174
84	Preferred stock (p. 67)	30 339		30 790
85	Total	573 513		573 896
86	(792) Stock liability for conversion (p. 68)	487		487
87	(793) Discount on capital stock			
88	Total capital stock			574 000
Capital surplus				
89	(794) Premiums and assessments on capital stock (p. 69)			
90	(795) Paid-in surplus (p. 69)			
91	(796) Other capital surplus (p. 69)			
92	Total capital surplus			574 454

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.

(1) See Note 8 on Page 15.

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

Line No.	Account or item (a)	(Dollars in thousands)	Balance at close of year (b)	Balance at beginning of year (c)
	Retained income		\$	\$
93	(797) Retained income—Appropriated (p. 69)		53 456	51 103
94	(798) Retained income—Unappropriated (p. 20) (1)		1 040 955	1 002 744
95	Total retained income		1 094 411	1 053 847
	Treasury Stock			
96	(798.5) Less: Treasury stock		23	23
97	Total shareholders' equity		1 668 388	1 628 278
98	TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		3 204 928	3 113 060

(1) See Note 8 on Page 15.

200. COMPARATIVE GENERAL BALANCE SHEET-EXPLANATORY NOTES—Concluded

3. As a result of dispute concerning the recent increase in per diem rates for use of freight cars interchanged, settlement of disputed amounts has been deferred awaiting final disposition of the matter. The amounts in dispute for which settlement has been deferred are as follows:

Item	Amount in dispute	As recorded on books		Amount not recorded
		Account Nos.		
		Debit	Credit	
Per diem receivable	\$			\$
Per diem payable				
Net amount	\$	None	X X X X X X X X X X X X X X X X	\$ None

4. 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 4 page 14)

5. 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

6. (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: consistent with prior years - based on annual actuarial valuation.

(b) 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). \$ 48 841

(c) 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

(d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement. (See list page 14)

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

Yes X No

If yes, give number of the shares for each class of stock or other security: (See list page 14)

(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

NOTES AND REMARKS

(Note 6 (d)) The Colorado & Southern Railway Co. Walla Walla Valley Railway Company
 The Duluth Union Depot & Transfer Co. Lemhi Telephone Company
 Fort Worth & Denver Railway Company BN Transport Inc.
 (Includes Joint Texas Division) Burlington Northern Air Freight Inc.
 St. Louis & Kansas City Land Company Western Fruit Express Company
 BNL Development Corporation Northern Airmotive Inc.
 Lake Superior Terminal & Transfer Ry. Co.

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, (effective July 1, 1971), and is administered by the Royal Trust Company, Vancouver, B. C.

(e) (i) Investment in stock and securities of respondent and affiliated companies

Minnesota Transfer Railway Company	Sinking Fund 3.75% Reg. Bonds	
	due 6/1/76 - C	Face Amount
		\$157,500

Trailer Train Co.	Reg. Bonds of Conditional Sales Agreement	
	and Equipment Trust Certificates	
	Face Amount	\$143,750

7. Respondent carries a services interruption policy with the Imperial Insurance Company, Limited, under which it will be entitled to \$1,356,330 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 4) *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 8 for 1975 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.

NOTES AND REMARKS

Note 8 - Self-Insurance Reserve

As authorized by the Bureau of Accounts, ICC, prior year amounts on the accompanying balance sheet and related statement of retained income have been restated in accordance with Generally Accepted Accounting Principles to show the cumulative effect on retained income of elimination of the self-insurance reserve and related deferred income taxes, as follows:

	Balance 12-31-74 As reported in accordance with former ICC Accounting Rules	Adjustment Dr. (Cr.)	Adjusted Balance 12-31-74
Acct. 772, Insurance Reserve	\$ 6 000	\$ 6 000	\$ -
Acct. 786, Accumulated deferred income tax credit	175 885	(2 627)	178 512
Acct. 798, Retained Income - Unappropriated	867 219	(3 373)	870 592
Acct. 798, Equity in undistri- buted earnings (losses) of affiliated companies	131 876	276	132 152

Note 9 Ex Parte 305, Increased Freight Rates and Charges, 1974

Pursuant to ICC order, the respondent has reported the following amounts of deferred maintenance and delayed capital improvements at December 31, 1975, based on June 30, 1974 price levels.

As of December 31, 1975

	<u>Road</u>	<u>Equipment</u> (Thousands)	<u>Total</u>
Deferred maintenance plant and equipment	\$ 22 535	\$ 13 248	\$ 35 783
Delayed capital improvements	216 794	153 481	370 275

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.

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 is 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)	1 320 960	1 290 829	
2	(531) Railway operating expenses (p. 74)	1 066 668	1 026 636	
3	Net revenue from railway operations	254 292	264 173	
4	(532) Railway tax accruals (p. 86)	137 493	147 666	
5	(533) Provision for deferred taxes (p. 87)	7 032	1 190	
6	Railway operating income	109 767	115 317	
	Rent Income			
7	(503) Hire of freight cars and highway revenue equipment—			
	Credit balance (p. 90)			
8	(504) Rent from locomotives (p. 91)	2 294	1 570	
9	(505) Rent from passenger-train cars (p. 91)	14	5	
10	(506) Rent from floating equipment			
11	(507) Rent from work equipment	207	186	
12	(508) Joint facility rent income	5 787	5 269	
13	Total rent income	8 302	7 030	
	Rents Payable			
14	(536) Hire of freight cars and highway revenue equipment—			
	Debit balance (p. 90)	44 895	35 953	
15	(537) Rent for locomotives (p. 91)	13 313	9 648	
16	(538) Rent for passenger-train cars (p. 91)	729	746	
17	(539) Rent for floating equipment			
18	(540) Rent for work equipment	43	1	
19	(541) Joint facility rents	4 266	4 169	
20	Total rents payable	63 246	50 517	
21	Net rents (lines 13, 20)	(54 944)	(43 487)	
22	Net railway operating income (lines 6, 21)	54 823	71 830	
	Other Income			
23	(502) Revenues from miscellaneous operations (p. 53)			
24	(509) Income from lease of road and equipment (p. 88)	18	17	
25	(510) Miscellaneous rent income (p. 88)	7 462	7 179	
26	(511) Income from nonoperating property (p. 53)	34 507	38 606	
27	(512) Separately operated properties—Profit (p. 89)			
28	(513) Dividend income (from investments under cost only)	157	130	
29	(514) Interest income	4 780	10 338	
30	(516) Income from sinking and other reserve funds	1 470	1 374	
31	(517) Release of premiums on funded debt			
32	(518) Contributions from other companies			
33	(519) Miscellaneous income (p. 94)	(a1) 11 230	6 982	
34	Dividend income (from investments under equity only)	\$ 2 470	x x x x	x x x x
35	Undistributed earnings (losses)	2 872	x x x x	x x x x
36	Equity in earnings (losses) of affiliated companies (lines 34, 35)	5 342	6 887	x x x x
37	Total other income	64 966	71 513	
38	Total income (lines 22, 37)	119 789	143 343	
	Miscellaneous Deductions From Income			
39	(534) Expenses of miscellaneous operations (p. 53)			
40	(535) Taxes on miscellaneous operating property (p. 53)			
41	(543) Miscellaneous rents (p. 93)	151	145	
42	(514) Miscellaneous tax accruals (p. 53)	4 402	3 300	
43	(545) Separately operated properties—Loss (p. 89)		30	

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. All 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 investee companies accounted for under the equity method.

RAILROAD LINE, INCLUDING WATER TRANSFERS							Line No.
Related solely to freight service (a)	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)	
\$	\$	\$	\$	\$	\$	\$	
1 301 855		1 301 855	19 105		19 105		1
825 741	222 294	1 048 035	10 428	8 205	18 633		2
x x x x x	x x x x x	253 820	x x x x x	x x x x x	472		3
109 324	25 962	135 286	1 249	958	2 207		4
7 032		7 032					5
x x x x x	x x x x x	111 502	x x x x x	x x x x x	(1 735)		6
2 287		2 287	7		7		7
			14		14		8
							9
29	176	205		2	2		10
4 930	840	5 770	8	9	17		11
x x x x x	x x x x x	8 262	x x x x x	x x x x x	40		12
							13
44 895		44 895					14
13 245		13 245	68		68		15
			729		729		16
							17
6	37	43					18
3 937		3 937	329		329		19
x x x x x	x x x x x	62 120	x x x x x	x x x x x	1 126		20
x x x x x	x x x x x	(53 858)	x x x x x	x x x x x	(1 096)		21
x x x x x	x x x x x	57 644	x x x x x	x x x x x	(2 821)		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)	6 926	6 185	
47	Total miscellaneous deductions	11 479	9 660	
48	Income available for fixed charges (lines 38, 47)	108 310	133 683	
	Fixed Charges			
49	(542) Rent for leased roads and equipment (p. 92)	746	809	
	(546) Interest on funded debt:			
50	(a) Fixed interest not in default	53 148	48 248	
51	(b) Interest in default			
52	(547) Interest on unfunded debt	1 159	1 434	
53	(548) Amortization of discount on funded debt	566	632	
54	Total fixed charges	55 619	51 123	
55	Income after fixed charges (lines 48, 54)	52 691	82 560	
	Other Deductions			
	(546) Interest on funded debt:			
56	(c) Contingent interest			
57	Ordinary income (lines 55, 56)	52 691	82 560	
	EXTRAORDINARY AND PRIOR PERIOD ITEMS			
58	(570) Extraordinary items - Net Credit (Debit) (p. 94)			
59	(580) Prior period items - Net Credit (Debit) (p. 94)			
60	(590) Income taxes on extraordinary and prior period items - Debit (Credit) (p. 94)			
61	(591) Provision for deferred taxes - Extraordinary and prior period items (p. 87)			
62	Total extraordinary and prior period items - Credit (Debit)			
63	Net income transferred to Retained Income - Unappropriate (lines 57, 62)	52 691	82 560	

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

In accordance with Docket No. 34178 (SuS-No. 2), show below the effect of deferred taxes on prior years net income as reported in annual reports to the Commission. Debit amounts in columns (b) and (d), and credit amounts in column (c) should be indicated by parentheses.

(Dollars in thousands)

Year (a)	Net income as reported (b)	Provision for deferred taxes (c)	Net effect - Restatement of Current FIT* (d)	Adjusted net income (e)
1973	\$ 38 656	\$ (118)	\$ (1 355)	\$ 40 129
1972	40 961	704	2 670	37 587
1971	(36 542)	9 386	(6 579)	(39 349)

*Prior years current Federal Income Taxes have been restated to reflect retroactively the reversal of certain timing differences with respect to tax effect of Amtrak and merger extraordinary charges.

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"; 580, "Prior period items"; and 590, "Income taxes on extraordinary and prior period items" are to be disclosed in Schedule 396, page 94.

Per authority from ICC Bureau of Accounts, cumulative year to date figures for 1975 as previously reported, have been restated to account for the elimination of the insurance reserve in accordance with Generally Accepted Accounting Principles. Re-statement applies to Deferred taxes and Retained income-Unappropriated as of the beginning of the earliest period reported as the amounts are immaterial to each year.

	Col. (b) under former ICC Accounting Rules	Col. (b) as reported
<u>Schedule 300</u>		
Line 59 (530) Prior period items-Net Credit	\$ 6 000	\$ -
Line 61 (591) Provision for deferred taxes- Extraordinary and prior period items	(2 627)	-
Line 62 Total extraordinary and prior period items-Credit	3 373	-
Line 63 Net income transferred to Retained Income-Unappropriated	<u>56 064</u>	<u>52 691</u>

7.032

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 2 (line 6 if debit balance), column (c), should agree with line 35, column (b), schedule 300. The total of columns (b) and (c), lines 2 and 6, should agree with line 63, 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)	\$ (1)
1	Balances at beginning of year	870 592	132 152
CREDITS			
2	(602) Credit balance transferred from income <i>Adj. To Agree with 63 p 18</i>	49 819	2 872 2 871
3	(606) Other credits to retained income	133	
4	(622) Appropriations released	1 125	
5	Total	51 077	2872 2 871
DEBITS			
6	(612) Debit balance transferred from income		
7	(616) Other debits to retained income		
8	(620) Appropriations for sinking and other reserve funds	1 125	
9	(621) Appropriations for other purposes	2 354	
10	(623) Dividends (p. 20)	12 259	0 (1)
11	Total	15 738	0 (1)
12	Net increase (decrease) during year (Line 5 minus line 11)	35 339	2 872
13	Balances at close of year (Lines 1 and 12)	905 931	135 024
14	Balance from line 13 (c)	135 024	x x x x x
15	Total unappropriated retained income and equity in undistributed earnings (losses) of affiliated companies at end of year	1 040 955	x x x x x
Remarks			
16	Amount of assigned Federal income tax consequences: Account 606	None	x x x x x
17	Account 616	None	x x x x x

(1) See Note 8 on Page 15.

Note: See p. 94, schedule 396, for analysis for Retained Income Accounts.

308. DIVIDEND APPROPRIATIONS

1. Give particulars of each dividend declared. For par value or nonpar stock, show in column (d) the respective total par value or total number of shares on which dividend was declared and the corresponding rate percent or per share in column (b) or (c). If any such dividend was payable in anything other than cash, explain the matter fully in a footnote.

2. If an obligation of any character has been incurred for the purpose of procuring funds for the payment of any dividend or for the purpose of

replenishing the treasury of the respondent after payment of any dividend, give full particulars in a footnote. If any class of stock received a return not reportable in this schedule, state the particulars of the case in a footnote.

3. The sum of the dividends stated in column (e) should equal the amount shown in schedule No. 305.

4. Report dollars in thousands.

Line No.	Name of security on which dividend was declared (a)	Rate percent (par value stock) or rate per share (nonpar stock)		Total par value of stock or total number of shares of nonpar stock on which dividend was declared (d)	Dividends (account 623) (e)	DATES	
		Regular (b)	Extra (c)			Declared (f)	Payable (g)
				Shares	\$		
1	Common stock	.425		12 438 421	5 286	1-20-75	3-1-75
2	Preferred "	.1375		3 081 698	424	1-20-75	3-1-75
3	Common "	.425		12 438 421	5 286	4-21-75	6-2-75
4	Preferred "	.1375		3 076 263	423	4-21-75	6-2-75
5	Preferred "	.1375		3 060 763	421	7-21-75	9-2-75
6	Preferred "	.1375		3 049 863	419	10-20-75	12-1-75
7							
8							
9							
10							
11							
12							
13		12.357		574,230 Total	12 259		

C 10,572
P 1,687
543,559
30,671
0.85
5.5070

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 applica-

tion 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.

Report dollars in thousands.

Line No.	Item (a)	Amount (b)	Amount (c)
	Sources of funds:	\$	
1	Net income (page 18, line 57) _____	52 691	
	Add non-cash charges for:		
2	Depreciation and amortization _____	66 594	
3	Retirements of nondepreciable property _____	114	
4	Equity in undistributed earnings (losses) of affiliated companies _____	(2 872)	
	Add non-cash charges for additions (deduct for decreases) to reserves:		
5	Pension and welfare reserves _____	(169)	
6	Insurance reserves _____	-	
7	Casualty and other reserves _____	(3 207)	
8	Interest in default _____	-	
9	Provision for deferred income taxes _____	7 032	
10	Other important items (specify) <u>Miscellaneous items</u>	4 374	
11			
12	Funds provided by operations _____		\$ 124 857
13	Proceeds from sale of capital stock of own issue _____		-
14	Proceeds from sale of funded debt and other obligations of own issue (except equipment obligations) _____		153 742
15	Proceeds from sale of equipment obligations of own issue _____		60 511
16	Book value of depreciable transportation property retired during year _____	34 434	
17	Less service value charged to accrued depreciation account _____	25 201	9 233
18	Net book value of miscellaneous physical property disposed of during year _____		826
19	Net book value of investment securities disposed of during year _____		764
20	Advances, notes and other debts repaid by affiliated companies _____		20 551
21	Advances, notes and other debts repaid by other companies _____		868
22	Net decrease in sinking and other reserve funds _____		5 429
23	Net decrease in working capital (total current assets less total current liabilities)* _____		15 102
24	Other sources (specify) _____		
25	<u>Tax benefit of track amortization deduction</u>		1 385
26			
27			
28	Total sources of funds (should be same as line 45) _____		393 268
	Application of funds:		
29	Investment in transportation property (excluding donations and grants) _____		143 991
30	Investment in miscellaneous physical property _____		10 116
31	Investments and advances, affiliated ICC regulated carriers _____	18 451	
32	Investments and advances, other affiliated companies _____	9 868	28 319
33	Investments in nonaffiliated companies _____		75
34	Advances, notes and other debts repaid to other companies _____		1 229
35	Capital stock of own issue reacquired _____		322
36	Funded debt and other obligations paid or reacquired, (except equipment obligations) _____		151 861
37	Equipment obligations paid or reacquired _____		42 544
38	Net increase in sinking and other reserve funds _____		-
39	Payment of dividends (other than stock dividends) _____		12 259
40	Net increase in working capital* _____		-
41	Other applications (specify) _____		
42	<u>Deposits for construction of coal spur tracks-refundable</u>		
43	<u>on a usage basis</u>		1 507
44	<u>Miscellaneous items</u>		1 045
45	Total application of funds (should be same as line 28) _____		393 268

* For the purpose of this schedule, account 764, Long-term Debt Due Within One Year, shall be classified as a current liability in the determination of working capital.

NOTES AND REMARKS

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	Temporary Cash Investments:		
2		Certificates of deposits - Various dates		15 026
3		Commercial Paper - Various dates		10 960
4		U. S. Treasury obligations - Various dates		3 710
5		Other items, each less than \$250,000		2 761
6		Total Account 702		32 457
7	704	Loans and Notes Receivable:		
8		Miscellaneous contracts:		
9		New England Fish Co.		41
10		Twin City Food Inc.		35
11		Terminal Transfer Inc.		33
12		Other items, each less than \$250,000		260
13		Total Account 704		369
14	709	Accrued Accounts Receivable:		
15		Transportation Revenue		61 117
16		Amounts due from foreign lines		15 587
17		NRPC Revenue		3 416
18		Miscellaneous bills		2 692
19		Car repair program		1 316
20		Construction expenditure reimbursable		1 018
21		Oil and gas sales		980
22		Repairs to C&S Ry. locomotives		257
23		Other items, each less than \$250,000		1 055
24		Total Account 709		87 438
25				
26	711	Prepayments:		
27		Freight car rental		1 035
28		Locomotive rental		1 415
29		West Suburban Mass Transit rental		770
30		Other items, each less than \$250,000		81
31		Total Account 711		3 301
32	713	Other Current Assets:		
33		Advanced freight charges		513
34		Log inventory		450
35		Chicago Railroad Terminal Information System, Inc.		4
36		Total Account 713		967
37				

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. 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 where not included elsewhere as part of compensating balances 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 should be included in Schedule 203, account 703, Special deposits.
5. Compensating balance arrangements are sufficiently material to require disclosure or segregation when the aggregate of written and oral agreement balances amount to 15 percent or more of liquid assets (current cash balanced, restricted and unrestricted plus marketable securities).
6. When a carrier is not in compliance with a compensating balance requirement that fact should be disclosed along with stated and possible sanctions whenever such possible sanctions may be immediate (not vague or unpredictable) and material.

Item 1 Compensating balances not legally restricted:
20 banks - \$ 12,187,207

Lines of credit used and unused:

A revolving credit agreement dated 12/1/71 amended 1/1/73 and 9/17/73 for \$60,000,000 was in effect from 1/1/75 to 9/1/75. The terms were a commitment fee of 1/2 of 1% annually on unused portion and a compensating balance of 10% on total commitment plus 5% additional on used portion. The maximum amount under the commitment was \$60,000,000 at an interest rate of prime + 1/4%.

On 9/1/75 the Company entered into a new revolving credit agreement providing for borrowings up to \$100,000,00. 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 \$60,000,000 at prime interest rate.

The average interest rate of short-term borrowings outstanding at balance sheet date was 7.25%.

The maximum amount of outstanding borrowings during the year was \$60,000,000. The weighted average rate of the borrowings was 7.66%.

Item 2 \$ 14,696,000 at various banks.

Items 3 thru 6 Do not apply.

Schedule 203.—SPECIAL DEPOSITS

Show separately each cash deposit of \$10,000 or more reflected in account 703 at the close of the year. Items of less than \$10,000 may be combined in a single entry and described as "Minor items less than \$10,000." Report dollars in thousands.

Line No.	Purpose of deposit (a)	Balance at close of year (b)
		\$
Interest special deposits:		
1	Continental Illinois National Bank and Trust Company	19
2	First National City Bank	27
3	Morgan Guaranty Trust Company	220
4		
5		
6	Total	268
Dividend special deposits:		
7	Morgan Guaranty Trust Company	42
8		
9		
10		
11		
12	Total	42
Miscellaneous special deposits:		
13	Continental Illinois National Bk. & Tr.-Equipment Trust-Principal	135
14	First National City Bank - Equipment Trust - Principal	31
15	First National City Bank - Mortgage Bond - Series "C"	33
16	Morgan Guaranty Trust Co. R & I 4½% "A" Bonds	61
17	Northern Trust Co. - Equipment Trust - Principal	66
18	Total	327
Compensating balances legally restricted:		
19	NONE	
20		
21		
22		
23		
24	Total	
25	Minor items less than \$10,000	18
26	Total Account 703	655

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		First & Rfdg. Mtge. Bds. 3-1/8% 1985	First National City Bank, New York
3		First & Rfdg. Mtge. Bds. 3% 1990	First National City Bank, New York
4		Total Account 715	
5			
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		C. Brewer & Co Ltd - Escrow	United States Bank of Oregon
13			Portland, Oregon
14		Emergency Transportation Financial	
15		Assistance Grant-State of Illinois	Northern Trust Co. of Chicago
16		Total Account 716	
17			
18			
19	717	Insurance and Other Funds	
20		Self insurance fund	The First National Bank of Chicago
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 \$ 142 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)	Securities issued or assumed by respondent (i)	Other securities and invested assets (j)	
\$							1
							2
1			1	1			3
1			1	1			4
							5
1 485	22 472	22 562	1 395	1 050		345	6
7 073	81 117	83 720	4 470	10		4 460	7
2 226	1 370	1 827	1 769	158		1 611	8
423	41	120	344			344	9
1 952	2 354 (1)	-	4 306	1		4 305	10
	1 049	-	1 049			1 049	11
							12
-	1 425	1 425	-				13
13 159	109 828	109 654	13 333	1 219		12 114	14
							15
							16
							17
							18
5 741	1 102	6 843	-				19
1 218	141	3	1 356	1 356			20
6 959	1 243	6 846	1 356	1 356			21
							22
							23
							24
							25
							26
							27
							28
							29
							30
							31
							32
							33
							34
							35
							36
							37
							38
							39
							40
							41

NOTES AND REMARKS

Footnotes to Schedule 205. Investments in Affiliated Companies

(a)	4% on Preferred \$551 - .25% on Common \$74		
(b)	33% of Land Dividend		
*	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
	Duluth Union Depot & Transfer Co., The	" "	300
	Oregon Trunk Railway	" "	1 998
	Oregon Electric Railway Company	" "	6 920
	St. Paul Union Depot Company	" "	285
	St. Paul Union Depot Company	Investment Advances	2 711
	St. Louis and Kansas City Land Co.	" "	3 264
			<u>\$15 596</u>

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, 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 - 1500 Shares are pledged under the N. P. Prior Lien Mortgage, the N. P. General Lien Mortgage, and the B. N. Inc. Consolidated Mortgage. 1500 Shares are subject to the N. P. St. Paul-Duluth Division Mortgage and to the B. N. Inc. Consolidated Mortgage.

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 9,975 Shares of Oregon Trunk Railway are pledged under the S. P. & S. Railway Company First Mortgage.

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

PARTICULARS OF JOINT CONTROL See Schedule 104A.

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. 711, "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

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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 17, "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 publication, 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	% \$ 7.69A	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		-
7				Colorado and Southern Railway Co., The	90.57A	22 580	4 796
8				Davenport, Rock Island & N.W. Ry. Co.	50.00A	1 747	1
9				Delta Alaska Terminal Ltd.	66.67		6
10				Denver Union Terminal Railway Co.	16.67A	5	
11				Duluth Union Depot & Tfr. Co., The	100.00E	300	
12				Iowa Transfer Railway Co.	20.00A	16	
13				Kansas City Terminal Railway Co.	8.33A&E	100	
14				Keokuk Union Depot Co.	40.00A	8	
15				Lake Superior Term. & Tfr. Ry. Co., The	66.67F	336	4
16				Longview Switching Co.	33.34		1
17				Midland Continental Railroad	50.00		
18				Mpls., Anoka & Cuyuna Range R.R. Co.	100.00		
19				Minnesota Transfer Railway Co., The	33.33C	274	
20				Oregon Electric Railway Co.-Common	100.00G	19 349	25
21				" " " " -Deferred	100.00G	430	
22				" " " " -Preferred	100.00G	48	79
23				Oregon Trunk Railway - Common	100.00G	18 591	3
24				Paducah & Illinois Railroad Co.	33.33A	3	
25				Portal Pipe Line Co.	50.00		875
26				Portland Terminal Railroad Co.	40.00		1 880
27				Pullman Company, The	2.97		283
28				St. Paul Union Depot Co., The	37.50D	392	
29				Spokane, Portland & Seattle Ry. Co.	100.00		40 000
30				Terminal Railroad Assn. of St. Louis	6.25A		-
31				Trailer Train Co.	7.32		243
32				Walla Walla Valley Railway Co.	100.00		145
33				Western Fruit Express Co.	97.14		6 800
34				Winona Bridge Ry. Co.	66.67		
35				Total Class A 1		64 419	63 016
36							
37	721	A-3	VI	BNL Development Corp.	100.00		4 900
38			IV	Burlington Equipment Company	100.00		5
39			X	Glacier Park Company	100.00		12 188
40			VII	Lemhi Telephone Company	100.00		85
41			I	Plum Creek Lumber Co.	100.00		6 056
42			VI	Ruth Realty Company	100.00		101
43			VI	St. Louis & Kansas City Land Company	100.00		100
44				Total Class A 3			23 435
45				Total Class A		64 419	86 451
46				Total Forwarded		64 419	86 451

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 (c). 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 (h) 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			Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
In sinking, insurance, and other funds (h)	Total book value (i)	(j)	(k)	(l)	(m)	(n)	
\$	\$	\$	\$	\$	%	\$	
	240						1
	3 024	#					2
	1	1					3
	4 800						4
	50						5
	27 376	*			(a)	625	6
	1 748						7
	6						8
	5						9
	300	#					10
	16						11
	100						12
	8						13
	340						14
	1						15
							16
			81	81			17
	274				(b)	29	18
	19 374	#					19
	430						20
	127						21
	18 594	#					22
	3						23
	875				207.5	1 816	24
	1 880						25
	283		326	326			26
	392	#					27
	40 000						28
							29
	243						30
	145						31
	6 800						32
							33
	127 435	1	407	407		2 470	34
							35
	4 900	3 000					36
	5						37
	12 188						38
	85						39
	6 056						40
	101						41
	100						42
	23 435	3 000					43
	150 870	3 001	407	407		2 470	44
	150 870	3 001	407	407		2 470	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	% \$	64 419	\$ 86 451
48		B-1	VII	Chicago Union Station			35
49			VII	Spokane, Portland & Seattle Ry. Co.		6 300	23 597
50				Total Class B		6 300	23 632
51							
52		D-3	IV	Burlington Equipment Company			
53		D-1	VII	Burlington Northern Air Freight Inc.			
54			VII	Delta Alaska Terminal Ltd.			56
55			VII	Duluth Union Depot & Tfr. Co., The 2-1-1912			28
56			VII	Duluth Union Depot & Tfr. Co., The 8-1-1914			5
57			VII	Fort Worth & Denver Ry. Co.			198
58			VII	Trailer Train Co.			772
59				Total Class D			1 059
60							
61		E-1	VII	Belt Railway Company of Chicago, The	H	435	583
62			VII	BN Transport Inc.			3 253
63			VII	Camas Prairie Railroad Company			385
64			VII	Chicago Union Station Company	H	6 796	3 220
65			VII	Colorado & Southern Railway Co.			6 043
66			VII	Davenport, Rock Island & North Western	H	1 219	27
67			VII	Denver Union Terminal Railway Company	H	647	
68			VII	Duluth Union Depot & Tfr. Co., The			7
69			VII	Fort Worth & Denver Ry. Co.			619
70			VII	Kansas City Terminal Railway Company	H	1 257	456
71			VII	Keokuk Union Depot Company	H	4	2
72			VII	Lake Superior Term. Tfr. Ry. Co., The			190
73			VII	Longview Switching Company			59
74			VII	Minnesota Transfer Railway Co., The	H	353	309
75			VII	Oregon Electric Ry. Co.			5 085
76			VII	Paducah & Illinois Railroad Company	H	1 423	
77			VII	Spokane, Portland & Seattle Ry. Co.			4 164
78			VII	St. Paul Union Depot Company, The	H	235	3 495
79			VII	Terminal Railroad Assn. of St. Louis			639
80			VII	Walla Walla Valley Railway Company			815
81				Total Class E 1		12 369	29 351
82							
83		E-3	VI	BNL Development Corp.			
84			IV	Burlington Equipment Company			
85			X	Glacier Park Company			10 593
86			VI	Ruth Realty Company			2 466
87			VI	St. Louis & Kansas City Land Company			11 276
88				Total Class E 3			24 335
89				Total Class E		12 369	53 686
90							
91				Grank Total Account 721		83 088	164 328
92							
93							
94							
95							
96							
97							
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		Line No.
Book Value of Amount Held at Close of Year			Book value (k)	Selling price (l)	Rate (m)	Amount credited to income (n)	
In sinking, insurance, and other funds (h)	Total book value (i)						
\$	\$	\$	\$	\$	%	\$	
	150 870	3 001	407	407		2 470	47
	35	386	351	351	4-5/8	8	48
	29 897						49
	29 932	386	351	351		8	50
		4 646	4 646	4 646	Var.	96	51
			730	780	7	36	52
	56		22	22	5	3	53
	28						54
	5						55
	198	264	4 766	4 766	Var.	55	56
	772				6	54	57
	1 059	4 910	10 214	10 214		244	58
							59
	1 018	159			6	57	60
	3 253		106	106			61
	385	6	2	2	6	19	62
	10 016	1 008	708	708			63
	6 043	4 650					64
	1 246	27					65
	647						66
	7						67
	619	619					68
	1 713	250	50	50			69
	6						70
	190		20	20	4	8	71
	59						72
	662	13	386	386		13	73
	5 085	4 085					74
	1 423		28	28		65	75
	4 164	1 864	1 403	1 403			76
	3 730	#					77
	639	407			4	18	78
	815	65					79
	41 720	13 155	2 703	2 703		180	80
							81
		300	300	300			82
		4 646	4 646	4 646			83
	10 593	1 636	2 487	2 487			84
	2 466	218					85
	11 276	# 68	200	200			86
	24 335	6 868	7 633	7 633			87
	66 055	20 023	10 336	10 336		180	88
							89
	247 916	23 320	21 308	21 308		2 902	90
							91
							92
							93
							94
							95
							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	716	B 3	IX	U. S. Treasury Obligations	\$	\$
2		D 3	VI	All State Financial Corp.		
3			VI	Commercial Credit		
4			VI	The First National Bank of St. Paul		
5			VI	Ford Motor Credit Corp.		
6			VI	Walter E. Heller & Co.		
7			VI	Montgomery Ward Credit Corp.		
8			VI	The Northern Trust Co.		
9			VI	U. S. National Bank of Oregon		
10				All other Investments		
11						
12				Total Account 716		
13						
14						
15						
16	717	A 3	IV	American Hospital Supply Corp. Common		
17			V	Amfac, Inc.		
18			V	Associated Dry Goods Corp.		
19			V	Beatrice Foods Co.		
20			VI	Chase Manhattan Bank, Nat'l. Corp.		
21			VII	Commonwealth Edison Co.		
22			VII	Continental Telephone Corp.		
23			IV	Damon Corp.		
24			IV	Exxon Corp.		
25			VI	First Bank System Inc.		
26			IV	Ford Motor Co.		
27			V	General Electric Co.		
28			IV	General Motors Corp.		
29			VII	Gulf States Utilities Co.		
30			IV	International Business Machines Corp.		
31			VII	International Tele. & Teleg. Corp.		
32			V	Kraftco Corp.		
33			VII	Long Island Lighting Co.		
34			IV	Minnesota Mining & Manufacturing Co.		
35			V	Monsanto Co.		
36			VI	Northwest Bancorporation		
37			IV	Pitney Bowes Inc.		
38			VII	RCA Corp.		
39			X	Rank Organisation Limited, The		
40			X	Richardson - Merrill, Inc.		
41			V	Sears Roebuck & Co.		
42			IV	Sony Corp.		
43			VII	Southern Co., The		
44			VI	Southwestern Life Insurance Corp.		
45			IV	Standard Brands, Inc.		
46			IV	Standard Oil Co. of Ohio		

206. OTHER INVESTMENTS—Continued

tion 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)						
\$	\$	\$	\$	\$	%	\$	
		10 725	11 427	11 444	Var.	17	1
		440	440	442	6.0	2	2
		4 733	4 733	4 755	Var.	22	3
4 305	4 305	19 162	16 104	16 264	Var.	160	4
		435	435	437	6.50	2	5
		1 323	1 323	1 330	Var.	7	6
344	344	2 053	1 709	1 713	Var.	4	7
			420	425	9.50	5	8
1 049	1 049	4 100	3 051	3 100	Var.		9
6 416	6 416	101 217	107 860	107 109	Var.	943	10
							11
12 114	12 114	144 188	145 502	147 019		1 162	12
							13
							14
							15
-	-	-	103	114	.075		16
-	-	-	142	142	1.00	6	17
-	-	-	197	197	1.40	8	18
-	-	-	175	175	.73	6	19
-	-	-	133	133	2.20	6	20
-	-	-	109	109	2.30	8	21
-	-	-	149	149	1.00	7	22
-	-	-	95	19	.10		23
-	-	-	218	252	1.25	4	24
-	-	-	37	61	.3625	1	25
-	-	-	121	121	2.60	5	26
-	-	-	89	89	1.60	3	27
-	-	-	111	111	2.40	4	28
-	-	-	124	124	1.12	7	29
-	-	-	362	362	6.50	10	30
-	-	-	128	51	.76	2	31
-	-	-	118	118	1.92	6	32
-	-	-	44	21	.74	1	33
-	-	-	101	124	.3375	1	34
-	-	-	58	92	.60	1	35
-	-	-	74	76	.80	2	36
-	-	-	87	52	.15		37
-	-	-	177	177	1.00	5	38
-	-	-	141	141	.13	1	39
-	-	-	204	204	.64	4	40
-	-	-	206	206	1.85	4	41
-	-	-	210	210	.07294	1	42
-	-	-	61	20	.70	1	43
-	-	-	105	105	.94	3	44
-	-	-	101	130	.50	1	45
-	-	-	65	133	.34	1	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 lien reference, if any	INVESTMENTS AT CLOSE OF YEAR	
					Book Value of Amount at Close of Year	
					Pledged (e)	Unpledged (f)
	a)	(b)	(c)	(d)		
47	717	A 3	IV	Texaco, Inc. Common	\$	\$
48			IV	T.R.W. Inc.		
49			IV	Weyerhaeuser Co.		
50			IV	Xerox Corp		
51				Total Class A 3		
52						
53						
54						
55	717	D 3	VI	Associates Corp. of North America		
56			IV	City Products Corp.		
57			VI	Commercial Credit Co.		
58			VI	Ford Motor Credit Co.		
59			VII	Hertz Corp., The		
60			VI	Household Finance Corp.		
61			VI	International Harvester Credit Corp.		
62			VI	Sears Roebuck Acceptance Corp.		
63			VI	C.I.T. Financial Corp.		
64				Total Class D 3		
65				Total Account 717		
66						
67						
68	722	A 1	VII	Butte Pipe Line		180
69		A 1	VII	National Railroad Passenger Corporation		
70				Total Class A 1		180
71						
72		A 3	VIII	Canyon Creek Ditch Company		
73			X	Capilano Golf and Country Club		1
74			I	Desert Magic Inc.		
75			X	Development Credit Corp. of Montana		25
76			VIII	Fruitvale Schanno Irrigation Company		
77			VII	Lewiston Terminal Company		
78			II	Montana Coal and Iron Co.		13
79			X	North Dakota State Development Credit Corp.		15
80			VI	Wenoka Credit Corp.		14
81			X	Minor Investment - Various Co-ops, etc.		1
82				Total Class A 3		69
83				Total Class A		249
84						
85	722	B 3	X	Capilano Golf and Country Club		
86			VI	SPH Hotels Co.		90
87			X	Scottsbluff Country Club		1
88				Total Class B		91
89						
90		C 3	X	Contract for Sale of Land Grant Lands		2
91			X	Contract for Sale of Other Property		5 225
92				Total Class C		5 227
93						
94						
95						
96						
97						
98						
99						

206. OTHER INVESTMENTS—Concluded							Line No.
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		
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)						
\$	\$	\$	\$	\$	%	\$	
-	-	-	167	167	2.00	10	47
-	-	-	238	238	1.20	11	48
-	-	-	84	132	.40	1	49
-	-	-	146	146	1.00	1	50
-	-	-	4 680	4 701		132	51
-	-	-					52
-	-	-					53
-	-	18	58	58	Var.	1	54
-	-	228	341	341	Var.	8	55
-	-	15	23	23	Var.	1	56
-	-	6	21	21	Var.		57
-	-	27	63	63	Var.	2	58
-	-	41	357	357	Var.	1	59
-	-	610	637	637	Var.	13	60
-	-		600	600	9.5	3	61
-	-	54	54	54	Var.	1	62
-	-	1 102	2 154	2 154		30	63
-	-	1 102	6 834	6 855		162	64
-	-						65
-	-						66
-	180				87.3% per sh.	157	67
-	180					157	68
-			1	1			69
1			5	5			70
25							71
							72
13	##						73
15							74
14					3%	1	75
1							76
69			6	6		1	77
249			6	6		158	78
							79
90	##				4%		80
1							81
91							82
2			8	8	Var.	1	83
5 225		60	645	645	Var.	406	84
5 227		60	653	653		407	85
							86
							87
							88
							89
							90
							91
							92
							93
							94
							95
							96
							97
							98
							99

206. OTHER INVESTMENTS—Continued

Line No.	Account No.	Class No.	Kind of industry (c)	Name of issuing company or government and description of security held; also lien reference, if any (d)	INVESTMENTS AT CLOSE OF YEAR	
					Book Value of Amount at Close of Year	
					Pledged (e)	Unpledged (f)
47	722	D 3		X Cascade Steel Fabricators Inc.	\$	\$ 8
48				X Cummings Robert H. & Mary L.		2
49				I Desert Magic Inc.		
50			VII	Flaherty Transport Co.		2
51			IV	Goodyear Rubber & Supply Inc.		2
52			X	Local Development Corp. of Greater Yakima		27
53			X	John McAlphine		2
54			VII	REA Express Inc.		1 590
55			II	Rocky Mountain Phosphates Inc.		5
56			X	Harold Storsteen		3
57			X	United States Steel and Metal Corp.		
58			I	Weyerhaeuser Co.		846
59			I	Wyoming Saw Mills Inc.		
60			X	Memberships in Clubs etc.		
61				Total Class D		2 487
62				Total Account 722		8 054
63						
64						
65						
66						
67						
68						
69						
70						
71						
72						
73						
74						
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206. OTHER INVESTMENTS—Concluded							Line No.
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		
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	8			8%	1	47
	2		1	1			48
			100	100	6%		49
	2		1	1			50
	2	2			4%		51
	27		1	1	8%	3	52
	2		4	4			53
	1 590	##			5%		54
	5	5			8%		55
	3				4%		56
			12	12			57
	846		94	94	6%	75	58
			1	1	6%		59
			1	1			60
	2 487	15	215	215		79	61
	8 054	75	874	874		644	62
							63
							64
							65
							66
							67
							68
							69
							70
							71
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							89
							90
							91
							92
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							95
							96
							97
							98
							99
## Account 723 Reserve for adjustment of investments in securities - Credit:							
Montana Coal & Iron Co.				\$ 13			
REA Inc. Note				1,590			
SPH Hotels Co.				45			

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	\$ 457	\$	\$ 70	\$	\$	\$ 527
2	Burlington Northern Dock Corp. " "	-		(1)			(1)
3	Colorado and Southern Ry. Co., The " "						
4	" " " " " " 1st Pref.)	7 497*		557	229		8 283
5	" " " " " " 2nd Pref.)						
6	Davenport, Rock Island & N.W. Ry. Co. Common Stock	87					87
7	Delta Alaska Terminal Ltd. " "	164		(16)			148
8	Duluth Union Depot & Tfr. Co., The " "	(126)					(126)
9	Iowa Transfer Ry. Co. " "	13		2			15
10	Keokuk Union Depot Co. " "	32					32
11	Mpls., Anoka & Cuyuna Range R.R. Co. " "	(34)		(15)		49	-
12	Minnesota Transfer Ry. Co., The " "	468		106			574
13	Oregon Electric Railway Co. " "						
14	" " " " " " Deferred ")	527		(371)			156
15	" " " " " " Preferred ")						
16	Oregon Trunk Railway Co. Common Stock	(2 451)		(496)			(2 947)
17	Paducah & Illinois R.R. Co. " "	(86)					(86)
18	Portal Pipe Line Co. " "	4 208		(1 622)			2 586
19	Portland Terminal R.R. Co. " "	311		35			346
20	Spokane, Portland & Seattle Ry. Co. " "	50 748		185			50 933
21	Walla Walla Valley Ry. Co. " "	(349)		(52)			(401)
22	Western Fruit Express Co. " "	9 257		769			10 026
23	Winona Bridge Ry. Co. " "	269					269
24	Burlington Northern Air Freight Inc. " "	(565)		1 084			519
25	Denver Union Terminal Ry. " "	(38)					(38)
26	Fort Worth & Denver Ry. Co. " "	29 026*		1 901			30 927
27	Galveston Terminal Ry. Co. " "	(422)		6			(416)
28	Pueblo Union Depot & R.R. Co. " "	32					32

* See note page 35B

Road Initials:

BN

Year: 1975

207. INVESTMENTS IN COMMO' 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 investment 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	Western Motor Express Inc. Common Stock	\$ 107	\$	\$	\$	\$	\$ 107
30							
31							
32							
33							
34							
35							
36							
37							
38							
39							
40	*Colorado and Southern Ry. Co. and Fort Worth and Denver Ry. Co.						
41	beginning balances have been adjusted to show the cumulative effect on						
42	on undistributed earnings of elimination of the insurance reserve.						
43							
44							
45							
46							
47							
48							
49							
50							
51							
52							
53							
54							
55							
56							
57							
58							
59	Total	99 132		2 142	229	49	101 552
60	Noncarriers: (Show totals only for each column)	33 020		545	(33)	(60)	33 472
61	Total (lines 59 and 60)	132 152 *		2 687	196	(11)	135 024

Road Initials:

BN

Year: 1975

35B

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	\$ 75	\$ 2 990
2	D-3	First National Bank of St. Paul	391	1 169
3	D-3	Capital Machinery Co.		1 925
4	D-3	Farmers Home Administration		385
5	D-3	General Service Administration		1 540
6	D-3	First National Bank of St. Paul		12 625
7	D-3	Imperial Bank of California	250	6 775
8	D-3	Bank of America - California		400
9	D-3	Central National Bank of Chicago		300
10	D-3	First Galesburg National Bank & Trust Co.		2 925
11	D-3	Farmers Home Administration		
12	D-3	General Service Administration	50	500
13	D-3	Federal Housing Administration		100
14	B-3	U. S. Treasury Bonds		150
15	D-3	Rodman Industries Inc		50
16	D-3	Apache Corp.		50
17	D-3	Farm Credit Administration		50
18	D-3	Federal Agency Obligations	15	900
19	A-3	Carlyle Hotel Corporation - 1,750 Shares	76	1
20	A-3	Crows Nest Industries-12,763 Common Shares	224	
21	A-3	Dreyer Brothers, Inc. - 2,000 Common Shares	2 507	
22	A-3	Northern Airmotive - 1,000 Common Shares	1 000	
23	A-3	Royal Logging Company- 2,000 Common Shares	603	
24	B-1	B. N. Inc. - Collateral Trust Bonds	179	
25	B-1	B. N. Inc. - St. Paul-Duluth Div'n. Bonds	5	
26	C-3	Land Sale Contracts	211	72
27	C-3	Boise Cascade Home & Land Corp.	450	
28	D-3	Lemhi Telephone Co.	166	
29	D-3	U. S. Government Obligations		650
30	D-3	Other Federal Obligations	150	8 150
31	D-3	Normandale Mortgage Co.		40
32	D-3	Rodman Industries Inc.		200
33	E-1	B. N. Inc.	11 670	
34	E-3	Dreyer Brothers, Inc.	330	30
35	D-3	Farmers Home Administration		120
36	D-3	General Service Administration		940
37	D-3	Federal Land Banks		85
38	B-3	U. S. Treasury Bonds		50
39	D-3	Ziegler Inc.		50
40	D-3	Capital Machinery Co.		160
41	D-3	Idaho First National Bank	100	100
42	D-3	General Services Administration		2 260
43	D-3	Farmers Home Administration		1 765
44	D-3	Federal Land Banks		345
45	D-3	Federal Home Loan		55
46	D-3	Normandale Mortgage Co.		40
47	D-3	First Galesburg National Bank & Trust Co.		40
48		(Continued)		

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 27.

(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)		
\$	\$	(g)	
3 035	3 035	BNL Development Corporation	1
1 162	1 162	Burlington Equipment Company	2
1 925	1 925	Burlington Equipment Company	3
385	385	Burlington Equipment Company	4
1 540	1 540	Burlington Equipment Company	5
13 275	13 275	Burlington Northern Air Freight Inc.	6
6 525	6 525	Burlington Northern Air Freight Inc.	7
600	600	Burlington Northern Air Freight Inc.	8
300	300	Burlington Northern Air Freight Inc.	9
2 925	2 925	Burlington Northern Air Freight Inc.	10
50	50	Delta Alaska Terminal Ltd.	11
450	450	Delta Alaska Terminal Ltd.	12
100	100	Delta Alaska Terminal Ltd.	13
150	150	Delta Alaska Terminal Ltd.	14
50	50	Delta Alaska Terminal Ltd.	15
50	50	Delta Alaska Terminal Ltd.	16
50	50	Delta Alaska Terminal Ltd.	17
945	945	Dreyer Brothers, Inc.	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
172	172	Glacier Park Company	26
		Glacier Park Company	27
10	10	Glacier Park Company	28
650	650	Glacier Park Company	29
8 400	8 400	Glacier Park Company	30
40	40	Glacier Park Company	31
200	200	Glacier Park Company	32
		Glacier Park Company	33
		Glacier Park Company	34
180	180	Lemhi Telephone Company	35
940	940	Lemhi Telephone Company	36
85	85	Lemhi Telephone Company	37
50	50	Lemhi Telephone Company	38
50	50	Lemhi Telephone Company	39
160	160	Lemhi Telephone Company	40
		Lemhi Telephone Company	41
2 310	2 310	Northern Airmotive, Inc.	42
1 765	1 765	Northern Airmotive, Inc.	43
345	345	Northern Airmotive, Inc.	44
55	55	Northern Airmotive, Inc.	45
40	40	Northern Airmotive, Inc.	46
40	40	Northern Airmotive, Inc.	47
		(Continued)	48

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 1 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	A-1	B. N. Inc. - Common Stock	1	
2	A-3	General Motors Corp.	41	
3	A-3	Inland Steel Company	18	
4	A-3	Libbey Owens Ford Glass	26	
5	A-3	Gulf & Western Industries	13	
6	A-3	Kaiser Aluminum	4	
7	A-3	Northwest Industries	20	
8	A-3	Occidental Petroleum	32	
9	A-3	Reserve Oil & Gas	7	
10	A-3	Union Carbide	4	
11	A-3	Arden Lumber Company, Inc.	820	
12	A-3	Ksanka Lumber Company, Inc.	1 140	
13	D-3	First National Bank of St. Paul, thru		
14		the Valley Bank of Kalispell	4 200	79 600
15	A-1	Illinois Terminal Railroad Company	2	
16	A-1	Pullman Company	225	
17	A-1	Trailer Train Company	50	
18	A-1	Western Fruit Express Co.	100	
19	A-3	Big Sky of Montana, Inc.	943	943
20	A-3	Great Midwest Corporation	3 779	
21	A-3	Saxony Corporation	15	
22	A-3	Wenoka Credit Corporation	14	
23	B-1	Fort Worth & Denver Railway Company	299	
24	B-1	Missouri-Kansas-Texas Railroad Company	6 856	
25	D-1	Trailer Train Company	466	
26	D-3	Big Sky of Montana, Inc.		
27	D-3	U. S. Government Obligations	100	2 045
28	D-3	Capital Machinery Co.		490
29	D-3	Normandale Mortgage Co.		100

NOTES AND REMARKS

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 27.

(Dollars in thousands)

INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		Names of subsidiaries in connection with things owned or controlled through them (g)	Line No.
Book value (e)	Selling price (f)		
\$ 460	\$ 460	plum Creek Lumber Company	1
		Plum Creek Lumber Company	2
		Plum Creek Lumber Company	3
		Plum Creek Lumber Company	4
		Plum Creek Lumber Company	5
		Plum Creek Lumber Company	6
		Plum Creek Lumber Company	7
		Plum Creek Lumber Company	8
		Plum Creek Lumber Company	9
		Plum Creek Lumber Company	10
		Plum Creek Lumber Company	11
		Plum Creek Lumber Company	12
		Plum Creek Lumber Company	13
79 000	79 000	Plum Creek Lumber Company	14
		St. Louis & Kansas City Land Company	15
265	265	St. Louis & Kansas City Land Company	16
		St. Louis & Kansas City Land Company	17
		St. Louis & Kansas City Land Company	18
125	125	St. Louis & Kansas City Land Company	19
		St. Louis & Kansas City Land Company	20
		St. Louis & Kansas City Land Company	21
		St. Louis & Kansas City Land Company	22
		St. Louis & Kansas City Land Company	23
		St. Louis & Kansas City Land Company	24
		St. Louis & Kansas City Land Company	25
750	750	St. Louis & Kansas City Land Company	26
1 945	1 945	St. Louis & Kansas City Land Company	27
490	490	St. Louis & Kansas City Land Company	28
100	100	St. Louis & Kansas City Land Company	29

NOTES AND REMARKS

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

Line No.	Account (a)	(Dollars in thousands) (b)	Balance at beginning of year (c)	Expenditures during the year for original road and equipment, and road extensions (d)	Expenditures during the year for purchase of existing lines, reorganizations, etc. (e)
1	(1) Engineering	\$ 45 738	\$		\$
2	(2) Land for transportation purposes	89 090			
3	(2 1/2) Other right-of-way expenditures	1 523			
4	(3) Grading	369 510			
5	(5) Tunnels and subways	37 732			
6	(6) Bridges, trestles, and culverts	196 693			
7	(7) Elevated structures	186			
8	(8) Ties	96 354			
9	(9) Rails	184 497			
10	(10) Other track material	156 418			
11	(11) Ballast	86 005			
12	(12) Track laying and surfacing	95 477			
13	(13) Fences, snowsheds, and signs	12 937			
14	(16) Station and office buildings	104 808			
15	(17) Roadway buildings	5 041			
16	(18) Water stations	3 735			
17	(19) Fuel stations	3 827			
18	(20) Shops and enginehouses	61 362			
19	(21) Grain elevators				
20	(22) Storage warehouses				
21	(23) Wharves and docks	1 962			
22	(24) Coal and ore wharves	20 756			
23	(25) TOFC/COFC terminals	6 451			
24	(26) Communication systems	56 109			
25	(27) Signals and interlockers	98 141			
26	(29) Power plants	1 196			
27	(31) Power-transmission systems	4 687			
28	(35) Miscellaneous structures	2 449			
29	(37) Roadway machines	45 366			
30	(38) Roadway small tools	675			
31	(39) Public improvements—Construction	44 502			
32	(43) Other expenditures—Road	40			
33	(44) Shop machinery	29 264			
34	(45) Power-plant machinery	3 183			
35	Other (specify and explain)				
36	Total expenditures for road	1 865 714			
37	(52) Locomotives	332 911			
38	(53) Freight-train cars	935 940			
39	(54) Passenger-train cars	18 843			
40	(55) Highway revenue equipment	8 652			
41	(56) Floating equipment				
42	(57) Work equipment	33 757			
43	(58) Miscellaneous equipment	22 533			
44	Total expenditures for equipment	1 352 636			
45	(71) Organization expenses				
46	(76) Interest during construction				
47	(77) Other expenditures—General				
48	Total general expenditures				
49	Total	3 218 350			
50	(80) Other elements of investment (p. 33)				
51	(90) Construction work in progress	32 067			
52	Grand Total	3 250 447			

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 (i)	Balance at close of year (j)	Line No.
Made on owned property (e)	Made on leased property (f)	Owmed property (g)	Leased property (h)			
\$ 189	\$ 1	\$ 291	\$	\$ (101)	\$ 45 637	1
1 027		1 054		(27)	89 063	2
34		3		31	1 554	3
962		739		223	369 733	4
		(244)		244	37 976	5
3 513	43	786		2 770	199 463	6
(186)				(186)		7
700		583	1	116	96 470	8
5 517		603	1	4 913	189 410	9
8 670	10	929	2	7 749	164 167	10
1 539		130		1 409	87 414	11
1 517	5	417		1 105	96 582	12
81		187		(106)	12 831	13
1 594	16	2 580	1	(971)	103 837	14
372		39		333	5 374	15
2		118		(116)	3 619	16
445		12		433	4 260	17
3 690		2 485		1 205	62 567	18
						19
						20
13		26		(13)	1 949	21
2				2	20 758	22
481		66		415	6 866	23
1 755		192		1 563	57 672	24
10 544		833		9 711	107 852	25
3		2		1	1 197	26
728		159		569	5 256	27
285		47		238	2 687	28
4 673		294		4 379	49 745	29
					675	30
1 253		242		1 011	45 513	31
					40	32
2 255		983		1 272	30 536	33
3		936		(233)	2 950	34
						35
51 661	75	13 792	5	37 939	1 903 653	36
5 246	52	4 388		910	333 821	37
86 559	195	14 012		72 742	1 008 682	38
		2 892		(2 892)	15 951	39
54		1 278		(1 224)	7 428	40
						41
3 113		496		2 617	36 374	42
2 669		1 289		1 380	23 913	43
97 641	247	24 355		73 533	1 426 169	44
						45
						46
						47
						48
149 302	322	38 147	5	111 472	3 329 822	49
						50
(5 633)				(5 633)	26 464	51
143 669	322	38 147	5	105 839	3 356 286	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 (c) 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

7

Column (e) Line 7, Elevated ballast deck trestle at Aurora, Illinois was improperly classified in Account 7 - Elevated Structures. Lines 6 & 7 reflect transfer to Account 6 - Bridges, Trestles and Culverts.

8

Column (e) includes the following:

\$290,242 - Purchase land at Denver, Colorado for yard expansion.

\$115,736 - Purchase land at Allouez, Wisconsin for taconite storage and loading facilities.

\$150,041 - Purchase land at Virden, Illinois for additional trackage.

\$162,413 - Purchase land at Lincoln, Nebraska for yard expansion.

\$131,253 - Purchase land at Plattsmouth, Nebraska for line change.

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) affected.

Line No.	(Dollars in thousands) Account (a)	OWNED AND USED			LEASED FROM OTHERS		
		Depreciation Base		Annual composite rate (percent) (d)	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	31 396	31 541	0.77	1 980	2 018	0.40
2	(2-1/2) Other right-of-way expenditures	908	928	2.37	58	51	0.65
3	(3) Grading	29 224	28 625	1.26	37 025	30 059	0.05
4	(5) Tunnels and subways	32 873	33 062	0.83	2 220	2 220	0.75
5	(6) Bridges, trestles, and culverts	199 410	201 695	1.91	8 873	8 967	2.47
6	(7) Elevated structures						
7	(13) Fences, snowsheds, and signs	13 104	13 008	3.45	313	314	4.78
8	(16) Station and office buildings	99 822	99 126	2.13	1 519	1 525	2.16
9	(17) Roadway buildings	5 215	5 518	2.32	496	496	2.38
10	(18) Water stations	3 806	3 713	2.67			
11	(19) Fuel stations	3 608	4 021	2.82	125	135	2.50
12	(20) Shops and enginehouses	59 029	60 139	1.76	1 515	1 799	2.43
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks	1 853	1 855	2.61			
16	(24) Coal and ore wharves	20 671	20 673	1.72			
17	(25) TOFC/COFC terminals	6 447	6 877	3.71	5	5	3.71
18	(26) Communications systems	55 661	57 298	3.92	831	866	3.09
19	(27) Signals and interlockers	94 521	104 624	2.82	4 517	4 470	2.99
20	(29) Power plants	1 251	1 252	1.53	24	67	1.50
21	(31) Power transmission systems	4 560	5 128	3.22	87	90	4.11
22	(35) Miscellaneous structures	2 319	2 557	2.15	33	33	2.35
23	(37) Roadway machines	46 192	50 822	5.56	1 384	1 378	7.87
24	(39) Public improvements—Construction	23 025	23 521	1.87	587	595	1.75
25	(44) Shop machinery	28 602	29 862	2.85	505	525	2.20
26	(45) Power plant machinery	3 097	2 864	2.88	13	57	2.80
27	All other road accounts						
28	Amortization (other than defense projects)						
29	Total road	766 594	788 709	2.35	55 110	55 670	1.20
	EQUIPMENT						
30	(52) Locomotives	325 362	326 921	3.92	12 384	11 606	3.92
31	(53) Freight-train cars	898 123	969 482	3.11	19 581	19 450	3.11
32	(54) Passenger-train cars	18 411	15 519		1 785	1 605	2.38
33	(55) Highway revenue equipment	8 652	7 465	5.00			
34	(56) Floating equipment						
35	(57) Work equipment	32 038	34 714	3.92	959	987	2.95
36	(58) Miscellaneous equipment	22 544	23 714	8.20	389	336	8.20
37	Total equipment	1 305 130	1 377 815	3.38	35 098	33 984	3.40
38	GRAND TOTAL	2 071 724	2 166 524	XX XX	90 208	89 654	XX XX

**SUPPLEMENTAL - 211C DEPRECIATION BASE AND RATES
IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS**

1. This schedule is to be used in cases where the related depreciation reserve is carried in **Account 733**.

2. Show in columns (b) and (c), for each primary account, the depreciation base used in computing the depreciation for the months of January and December, respectively.

If the base for road is other than the original cost or estimated original cost as found by the Commission's Bureau of Accounts, brought to a current date by the respondent from its Order No. 3 records and accounts, or is other than ledger value for equipment, a full explanation should be given.

3. In column (d) show the composite rates used in computing the depreciation for the month of December and on lines 28 and 36 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary accounts composite rates to the depreciation base used in computing the depreciation for December and dividing the total so computed by the depreciation base.

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) affected.

Line No.	Account (a)	DEPRECIATION BASE		Annual composite rate (percent) (d)
		Beginning of year (b)	Close of year (c)	
	ROAD	\$	\$	
1	(1) Engineering	5	6	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	496	538	1.91
6	(7) Elevated structures			
7	(13) Fences, snowsheds, and signs	17	17	3.45
8	(16) Station and office buildings	521	550	2.13
9	(17) Roadway buildings	10	10	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) Communication systems	71	71	3.92
19	(27) Signals and interlockers	466	466	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	Total road	1 644	1 716	2.32
	EQUIPMENT			
29	(52) Locomotives	453	505	3.92
30	(53) Freight-train cars	90	245	3.11
31	(54) Passenger-train cars			
32	(55) Highway revenue equipment			
33	(56) Floating equipment			
34	(57) Work equipment			
35	(58) Miscellaneous equipment			
36	Total equipment	543	750	3.66
37	GRAND TOTAL	2 187	2 466	x x x x

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)	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	6 141	242		189		6 194
2	(2-1/2) Other right-of-way expenditures	417	22		1		438
3	(3) Grading	15 886	369		(76)		16 331
4	(5) Tunnels and subways	12 255	273		(189)		12 717
5	(6) Bridges, trestles, and culverts	136 827	3 825		699		139 953
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs	11 932	-		186		11 746
8	(16) Station and office buildings	54 142	2 116		2 303		53 955
9	(17) Roadway buildings	2 958	125		36		3 047
10	(18) Water stations	3 399	100		116		3 383
11	(19) Fuel stations	1 702	109		10		1 801
12	(20) Shops and enginehouses	31 330	1 045		2 430		29 945
13	(21) Grain elevators						
14	(22) Storage warehouses						
15	(23) Wharves and docks	1 858	-		10		1 848
16	(24) Coal and ore wharves	11 721	355		-		12 076
17	(25) TOFC/COFC terminals	1 236	249		66		1 419
18	(26) Communication systems	23 869	2 220		110		25 979
19	(27) Signals and interlockers	48 908	2 861		795		50 974
20	(29) Power plants	532	19		(1)		552
21	(31) Power-transmission systems	3 255	162		153		3 264
22	(35) Miscellaneous structures	1 203	54		45		1 212
23	(37) Roadway machines	25 219	2 750		281		27 688
24	(39) Public improvements—Construction	14 008	436		95		14 349
25	(44) Shop machinery*	17 600	830		939		17 491
26	(45) Power-plant machinery*	2 239	84		235		2 088
27	All other road accounts	13 685	-		657		13 028
28	Amortization (other than defense projects)						
29	Total road	442 322	18 246		9 090		451 478
	EQUIPMENT						
30	(52) Locomotives	200 592	12 673		3 377		209 888
31	(53) Freight-train cars	255 032	29 196		7 620		276 608
32	(54) Passenger-train cars	13 211	-		2 668		15 543
33	(55) Highway revenue equipment	5 142	403		1 121		4 424
34	(56) Floating equipment						
35	(57) Work equipment	19 554	1 301		189		20 666
36	(58) Miscellaneous equipment	12 184	1 888		1 135		12 937
37	Total equipment	510 715	45 461		16 110		540 066
38	GRAND TOTAL	953 037	63 707		25 200		991 544

*Chargeable to account 305.

See notes on Page 44B.

**SUPPLEMENTAL 211-D DEPRECIATION RESERVE
IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS**

1. Give the particulars called for hereunder with respect to credits and debits to account No. 733 "Accrued depreciation—Improvements on Leased Property," during the year. 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)	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	10					10
4	(5) Tunnels and subways						
5	(6) Bridges, trestles, and culverts	223	10				233
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs	15					15
8	(16) Station and office buildings	7	11		1		17
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						
18	(26) Communication systems	52	2				54
19	(27) Signals and interlockers	290	14				304
20	(29) Power plants						
21	(31) Power-transmission systems	(3)					(3)
22	(35) Miscellaneous structures						
23	(37) Roadway machines						
24	(39) Public improvements—Construction	6	1				7
25	(44) Shop machinery*	1					1
26	(45) Power-plant machinery*						
27	All other road accounts						
28	Amortization (other than defense projects)						
29	Total road	593	38		1		630
	EQUIPMENT						
30	(52) Locomotives	77	19				96
31	(53) Freight-train cars	6	6				12
32	(54) Passenger-train cars						
33	(55) Highway revenue equipment						
34	(56) Floating equipment						
35	(57) Work equipment						
36	(58) Miscellaneous equipment						
37	Total equipment	83	25				108
38	GRAND TOTAL	676	63		1		738

*Chargeable to account 305.

NOTES AND REMARKS

Notes relating to Schedule 211D, Page 44
(Dollars in thousands)

<u>Credits to Reserve</u>	<u>Road</u>	<u>Equipment</u>
Debits for depreciation on property of respondent, Sch. 211D, lines 29 & 37(c)	\$18 246	\$45 461
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 & 330 is as follows:		
Depreciation on property of Burlington Northern (Manitoba) Limited	16	11
Depreciation on improvements of property leased from others (Sch. 211 D-1)	39	24
Depreciation on property leased from others (Sch. 211 E)	655	1 112
Total Accts. 266, 305 and 331	<u>\$18 956</u>	<u>\$46 608</u>

211E. DEPRECIATION RESERVE—ROAD AND EQUIPMENT LEASED FROM OTHERS

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, the depreciation charges for which are includible in operating expenses of the respondent.

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 reserve as shown in column (c) and the charges to operating expenses should be fully explained.

4. Show in column (e) the debits to the reserve 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 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	\$ 41	\$ 8	\$	\$	\$	\$ 49
1	(1) Engineering	2					2
2	(2-1/2) Other right-of-way expenditures	75	15				90
3	(3) Grading	88	16				104
4	(5) Tunnels and subways	1 070	218				1 288
5	(6) Bridges, trestles, and culverts						
6	(7) Elevated structures	62	15				77
7	(13) Fences, snow sheds, and signs	138	33				171
8	(16) Station and office buildings	56	12				68
9	(17) Roadway buildings						
10	(18) Water stations	14	3				17
11	(19) Fuel stations	190	38				228
12	(20) Shops and enginehouses						
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	121	26				147
19	(27) Signals and interlockers	481	134				615
20	(29) Power plants		1				1
21	(31) Power-transmission systems	17	4				21
22	(35) Miscellaneous structures	2	1				3
23	(37) Roadway machines	532	109				641
24	(39) Public improvements—Construction	48	10				58
25	(44) Shop Machinery*	88	11				99
26	(45) Power-plant machinery*	1	1				2
27	All other road accounts						
28	Total road	3 027	655				3 682
	EQUIPMENT						
29	(52) Locomotives	3 576	476				4 052
30	(53) Freight-train cars	3 398	607				4 005
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	202	29	5			236
36	Total equipment	8 213	1 112	5			9 330
37	GRAND TOTAL	11 240	1 767	5			13 012

*Chargeable to account 305.

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 amount 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		213		16 135		213		16 135
22	EQUIPMENT:				4 847				4 847
23	(52) Locomotives		1 596		25 497		1 596		25 497
24	(53) Freight-train cars				413				413
25	(54) Passenger-train cars								
26	(55) Highway revenue equipment								
27	(56) Floating equipment								
28	(57) Work equipment		21		1 209		21		1 209
29	(58) Miscellaneous equipment								
30	TOTAL EQUIPMENT		1 617		31 956		1 617		31 966
31	GRAND TOTAL		1 830		48 099		1 830		48 099

2111. UNIT COST OF EQUIPMENT INSTALLED DURING THE YEAR - concluded

REBUILT 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	Locomotives - 1974 Report			\$	
2	GP 10 Multiple Purpose Locomotives B-B 1800HP	10	1 286	1 777	S
3					
4	Freight Equipment - 1974 Report				
5	Cars Rebuilt with Incentive Per Diem Funds:				
6	Box Cars B109	340	9 180	3 588	S
7	Box Cars B109	200	4 940	1 998	S
8					
9	Locomotives - 1975 Report				
10	GP 10 Multiple Purpose Locomotives B-B 1800HP	13	1 671	2 310	S
11					
12	Equipment installed for which final costs not completed:				
13	Locomotives - 1975 Report				
14	3 NW-12 Switch Locomotives B-B 1200HP				
15	1 GP-10 Multiple Purpose Locomotive B-B 1800HP				
16	TOTAL	567	xx xx	9 673	xxxx
17	GRAND TOTAL	3 967	xx xx	103 891	xxxx

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 (i) 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	Freight Equipment - 1974 Report				
2	Box Cars <i>open</i> A200	83	2 843	2 245	P
3	Box Cars <i>open</i> R206	25	1 069	894	P
4	COFC 40' Chassis 7071	25	108	159	P
5	Covered Hopper Cars L553	50	1 548	1 439	P
6	Covered Hopper Cars L153	250	7 763	6 090	P
7					
8	Freight Equipment - 1975 Report				
9	Box Cars <i>open</i> A200	117	4 031	3 165	P
10	Caboose Cars N100	50	1 338	2 146	P
11	Box Cars <i>open</i> A230	500	17 525	15 335	P
12	Open Top Hopper Cars <i>open</i> H350	100	3 005	2 450	P
13	Covered Hopper Cars <i>open</i> L453	60	2 100	2 153	P
14	Bulkhead Flat Cars <i>open</i> F232	200	7 400	6 308	P
15	Woodchip Cars <i>open</i> E300	200	6 870	6 172	P
16	Gondola Cars <i>open</i> G092	400	12 260	9 653	P
17	Covered Hopper Cars <i>open</i> L153	500	15 675	13 632	P
18	Tank Cars <i>open</i> T107	25	813	752	P
19	Caboosees N100	5	134	209	P
20	Covered Hopper Cars <i>open</i> L453	4	140	144	P
21	Tank Cars <i>open</i> T107	5	163	151	P
22	Tank Cars <i>open</i> T107	5	163	150	P
23	Woodchip Cars <i>open</i> E300	200	6 860	5 369	P
24	Bulkhead Flat Cars <i>open</i> F132	100	3 535	2 612	P
25	Gondola Cars <i>open</i> G312	200	6 160	5 035	P
26	Gondola Cars <i>open</i> G312	100	3 080	2 598	P
27	Gondola Cars <i>open</i> G312	197	6 068	5 254	P
28	Gondola Cars <i>open</i> E330	3	120	103	P
29					
30					
31					
32					
33					
34					
35					
36					
37					
38					
39					
40	Continued on Page 48.				
41	TOTAL	3 404	X X X X	94 218	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.	21 228.19	\$ 3 356 286	\$ 1 040 381
2					
3		Add-Entire property leased from others			
4	L	SPS	506.22	119 129	30 941
5					
6		Add-Leased from others			
7	O	CS-Orin Jct.-Wendover, WY-Main Line	30.92	1 485	82
8	O	DMIR-Albany, MN Tracks		3	
9	O	" -Virginia, MN "		2	
10	O	" -Holman to Coleraine, MN		8	
11	O	SP-Klamath Falls, OR - Tracks	.08	5	
12	O	SP-Chemult, OR "		4	
13	O	MILW-Seattle, WA "		37	2
14	O	UP-Garrison to Butte, MT-Main Line	51.59	1 354	*
15	O	U.S. Govt. R.R.-Shelton to Bangor and			
16		Bremerton, WA - Main Line	48.40		**
17	O	Burlington Northern (Manitoba) Limited	4.04	1 535	433
18		Total	135.03	4 433	517
19					
20		Deduct - Leased to others			
21	O	IN-Chicago, IL Yard Tracks		84	23
22	O	ICG-West Frankfort, IL " "		1	
23	O	MILW-Council Bluffs, IA " "		12	2
24	O	SOT-So. Omaha, NE " "		4	
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		149	30
31					
32		Deduct - Rented to others			
33	O	R.E.A. - Chicago, IL Building and land		5 330	3 098
34					
35	*	Depreciation not available to respondent			
36	**	Investment not available to respondent			
37					
38					
39		TOTAL ♦	21 869.44	3 474 369	1 068 711

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 53 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 record 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 6 percent per year where property is not classified by accounts by non-carrier owners, or where cost of property leased from other carriers is not ascertainable. Identify non-carrier owners, and briefly explain 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	45 637	2 057		(9)
2	(2) Land for transportation purposes	89 063	5 294		(510)
3	(2 1/2) Other right-of-way expenditures	1 554	17		
4	(3) Grading	369 733	29 651		596
5	(5) Tunnels and subways	37 976	2 320		
6	(6) Bridges, trestles, and culverts	199 463	8 789		347
7	(7) Elevated structures				
8	(8) Ties	96 470	2 649		397
9	(9) Rails	189 410	6 243		732
10	(10) Other track material	164 167	5 442		305
11	(11) Ballast	87 414	2 625		159
12	(12) Track laying and surfacing	96 582	2 762		285
13	(13) Fences, snowsheds, and signs	12 831	319		15
14	(16) Station and office buildings	103 837	1 654		(4 046)
15	(17) Roadway buildings	5 374	490		14
16	(18) Water stations	3 619	11		24
17	(19) Fuel stations	4 260	141		10
18	(20) Shops and enginehouses	62 567	2 232		106
19	(21) Grain elevators				
20	(22) Storage warehouses				
21	(23) Wharves and docks	1 949			
22	(24) Coal and ore wharves	20 758			
23	(25) TOFC/COFC terminals	6 866	5		
24	(26) Communication systems	57 672	977		7
25	(27) Signals and interlockers	107 852	4 556		16
26	(29) Power plants	1 197	66		(2)
27	(31) Power-transmission systems	5 256	92		(3)
28	(35) Miscellaneous structures	2 687	46		
29	(37) Roadway machines	49 745	1 368		29
30	(38) Roadway small tools	675	23		
31	(39) Public improvements—Construction	45 512	990		84
32	(43) Other expenditures—Road	40			77
33	(44) Shop machinery	30 536	539		15
34	(45) Power-plant machinery	2 950	51		
35	Leased property capitalized rentals (explain)				
36	Other (specify & explain)				
37	Total expenditures for road	1 903 653	81 409		(1 352)
38	(52) Locomotives	333 821	11 607		203
39	(53) Freight-train cars	1 008 682	19 462		3
40	(54) Passenger-train cars	15 951	1 455		
41	(55) Highway revenue equipment	7 428			
42	(56) Floating equipment				
43	(57) Work equipment	36 374	969		6
44	(58) Miscellaneous equipment	23 913	334		12
45	Total expenditures for equipment	1 426 169	33 827		224
46	(71) Organization expenses				2
47	(76) Interest during construction		3 303		218
48	(77) Other expenditures—General		590		19
49	Total general expenditures		3 893		239
50	Total	3 329 822	119 129		(889)
51	(80) Other elements of investment				(157)
52	(90) Construction work in progress	26 464			
53	Grand Total	3 356 286	119 129		(1 046)

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)	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)
1	Oil Department Operations	Various	\$ 1 644	\$ 148	\$ 11 264
2	Granted land unsold acquired through				
3	reorganization	1896		1	2 833
4	Grain Elevator, Vancouver, WA (b)				
5	Grain Elevators "S", "X" and annexes				
6	Superior, WI (a)	Various	304		6 674
7	Highway Freight Center, Chicago, IL *	1969			1 790
8	Tie Plant, Galesburg, IL *	1910			1 397
9	Land & other Fac., Naperville, IL *	1960-1972	120	1	2 084
10	Red Owl Stores Whse., Fargo, ND *	1957			1 672
11	Pillsbury Grain Elev., Council Bluffs				
12	Iowa *	1926	6	9	1 059
13	Tradewell Stores Whse., Kent, WA *	1964	132		2 386
14	Norpac Industrial Park, Kent, WA *	Various	1 070		2 631
15	Land, Snohomish, WA *	1968	2 177		2 177
16	All other items *		4 653	2 464	53 165
17					
18	* Owned not operated				
19	(a) Owned-Leased to Archer Daniels				
20	Midland Co.				
21	(b) Owned-Leased to United Grain Corp.				
22	Total	x x x x	10 116	2 623	89 132

NOTES AND REMARKS

Instruction

Reference:

4 - Line 16, Elevators at St. Joseph, MO sold to Pillsbury Co. \$466,004.

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.
\$ 20 823	\$ 8 247	\$ 1 116	\$ 11 460	\$ 284	\$	\$ 7 649	\$ 10 009	2.83 %	
									2
									3
60	101		(41)						4
									5
312	118	76	118	115		222	6 666	1.76	6
86	22	42	22	22		140	1 267	1.76	7
150	20		130	20		836	1 141	1.76	8
(2)	27	56	(85)	27	1	138	1 541	1.76	9
111			111	29		701	1 631	1.76	10
									11
45		23	22	18	9	593	1 057	1.76	12
234		60	174	40		238	2 301	1.76	13
3		45	(12)	9		37	1 243	1.76	14
		9	(9)						15
35 432	14 212	2 975	18 245	370	975	4 138	15 996	1.76	16
									17
									18
									19
									20
									21
57 254	22 747	4 402	30 105	934	985	14 692	42 852	XXXX	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)
	741	Other Assets	\$
1		Receivership and bankruptcy	2 826
2		Law Department suspense	1 639
3		Salvage to be recovered	733
4		Accounts receivable - Not current	333
5		Other items, each less than \$250,000	347
6			
7			
8		Total Account 741	5 878
9			
10			
11	743	Other Deferred Charges	
12		West Suburban Mass Transit - Prepaid rent	8 150
13		1975 car repair programs	5 614
14		Land and miscellaneous physical property suspense	3 772
15		Capital expenditure suspense - Oil development	2 588
16		Operation of gravel pits and quarries	1 060
17		Transactions awaiting A.F.E.	708
18		Oil development, Resources Division, suspense	453
19		Freight accounting relief claims suspense	419
20		Equipment lease rental suspense	349
21		Freight accounting, overcharge and reparation claim suspense	341
22		Other items, each less than \$250,000	1 037
23			
24		Total Account 743	24 491
25			
26			
27			
28			
29			
30			
31			
32			
33			
34			
35			
36			
37			
38			
39			
40			
41			
42			
43			
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 (a-2) 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	First lien	Junior to first lien
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	(m)
1	Accounts 764 & 765 Funded Debt Unmatured											
2	1 (a) Mortgage Bonds:											
3	Consolidated Mortgage											
4	Series A	3-2-70	10-1-84	4	A & O	No	Yes	No	Yes	Yes		
5	Series B	7-1-70	7-1-87	8	J & J	No	Yes	No	Yes	Yes	395	19383
6	Series C	5-1-71	5-1-96	8-1/2	M & N	No	Yes	Yes	Yes	Yes		
7	Series D	1-15-74	1-15-99	8.60	J & J	No	Yes	Yes	Yes	Yes		
8	Series E	7-1-75	2000	9-1/4	J & J							
9	CB&Q First & Refdg.											
10	Series 1978	2-1-58	2-1-78	4-3/8	F & A	No	Yes	Yes	Yes	No		
11	Series 1985	8-1-45	8-1-85	3-1/8	F & A	No	Yes	Yes	Yes	No	7603	
12	Series 1990	2-1-50	2-1-90	3	F & A	No	Yes	Yes	Yes	No		
13	Series 2010	3-2-70	8-1-2010	4	F & A	No	Yes	No	Yes	No		
14	GN General Mortgage											
15	Series D	7-1-26	7-1-76	4-1/2	J & J	No	No	No	No	No		
16	Series N	7-1-45	1-1-90	3-1/8	J & J	No	Yes	Yes	Yes	No		
17	Series O	7-1-45	1-1-2000	3-1/8	J & J	No	Yes	Yes	No	No		
18	Series P	1-1-46	1-1-82	2-3/4	J & J	No	Yes	Yes	No	No	7046	7603
19	Series Q	1-1-46	1-1-2010	2-5/8	J & J	No	Yes	Yes	No	No		
20	Series S	7-1-70	1-1-2000	9-1/2	J & J	No	Yes	No	No	No		
21	Series T	1-1-71	1-1-2010	8-1/2	J & J	No	Yes	No	No	No		
22	Series U	1-1-74	1-1-2010	8.60	J & J	No	Yes	No	No	No		
23	Series V	7-1-75	1-1-2010	9-1/4	J & J							
24	NP Prior Lien	1-1-1897	1-1-97	4	Qtr. Jan.	No	No	No	Yes	No	4553	
25	NP General Lien	1-1-1897	1-1-2047	3	Qtr. Feb.	No	No	No	No	Yes	4553	
26	NP St. Paul Dul-Divn.	6-1-1900	12-1-96	4	J & D	No	No	No	No	Yes	182	
27	Total 1 (a)											
28	2 (a) Collateral Trust Bonds:											
29	NP Collateral Trust	10-1-54	10-1-84	4	A & D	No	Yes	Yes				
30	Total 2 (a)											
31	3 (a) Unsecured Bonds (Debenture):											
32	Convertible Debentures	1-15-72	1-15-92	5-1/4	J & J	Yes	Yes	Yes				
33	Total 3 (a)											
34	5 Miscellaneous Obligations:											
35	Rev. Credit Agreement	4-3-75	9-11-75	Various	Qtr.	No	Yes	No				
36	St. L. & K.C. Ld. Co.	10-1-68	2-1-79	6-3/4	Monthly	No	No	No				
37	1st N.B. St. Paul-Note	5-1-72	6-1-75	Various	Monthly	No	Yes	No				
38	SBA Flood Disaster	9-24-74	9-24-79	1	Sept. 24	No	Yes	No				
39	1st N.B. St. Paul -Note	8-1-73	7-31-75	Various	Qtr.	No	Yes	No				
40	Minot Fed. S.&L. Assn.	9-1-69	9-1-83	6	Monthly	No	Yes	No				
41	D. C. Hunter et al	2-28-69	2-28-70	7	Feb. 28	No	No	No				
42	N. Mulder - Executor	7-14-69	7-14-83	7	July 14	No	No	No				
43	FNB&T Co. Lincoln, NE	7-1-71	6-30-92	7-1/10	J & D	No	No	No				
44	Ramsey County, MN	5-28-71	5-28-81	4	May 28	No	No	No				
45	Keely Appraisal Corp.	2-20-73	3-29-77	6	Mar. 29	No	No	No				
46	A.J. & J.D. Popehn	2-14-73	1-2-80	7	Jan. 2	No	No	No				
47	Rev. Credit Agreement	9-1-75	9-1-82	Various	Qtr.	No	Yes	No				
48	Rev. Credit Agreement	9-30-75	12-31-75	Various	Qtr.	No	Yes	No				
49	Peoples Nat. Bk. Seattle	8-1-75	8-1-77	Various	Qtr.	No	No	No				
50	W. Emery-R. Rogers-Udall	7-1-75	7-1-78	9	July 1	No	No	No				
51	Continued on Page 59-A											

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) (s)	Unmatured (account 764) (t)	Matured and no provision made for payment (account 768) (u)	
\$	\$	\$	\$	\$	\$	\$	\$	\$	
									1
									2
									3
58 500	P 47 060	11 440							4
60 000		60 000							5
60 000			60 000			60 000			6
60 000			60 000			60 000			7
100 000	P100 000								8
									9
24 500			24 500	10 323	66	14 111			10
65 000			65 000	54 797	90	8 562	1 551		11
25 000			25 000	7 466	48	17 486			12
70 000	P 70 000								13
									14
15 000			15 000	492			14 508		15
37 500			37 500			37 500			16
37 500			37 500			37 500			17
40 000			40 000			40 000			18
35 000			35 000			35 000			19
60 000	P 60 000								20
60 000	P 60 000								21
60 000	P 60 000								22
40 000	P 40 000								23
121 650			121 650	35 466		86 184			24
60 000			60 000	859	5 555	53 586			25
10 419			10 419	10 167		252			26
1100 069	437 060	71 440	591 569	119 570	5 759	450 181	16 059	(1)	27
									28
52 000			52 000	33 280	506	18 214			29
52 000			52 000	33 280	506	18 214	(2)		30
									31
65 000			65 000			65 000			32
65 000			65 000			65 000	(3)		33
									34
60 000			60 000	60 000					35
1 160			1 160	706		321	133		36
4 170			4 170	4 170					37
2 417			2 417	487		1 448	482		38
250			250	112		88	50		39
33			33	11		20	2		40
145			145	70		60	15		41
1 243			1 243	599		539	105		42
1 000			1 000	85		185	30		43
44			44	15		24	5		44
656			656	328		164	164		45
400			400	120		220	60		46
80 000			80 000	60 000		20 000			47
11 000			11 000	11 000					48
2 500			2,500			2,500			49
306			306			204	102		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	Accounts 764 & 765 Funded Debt Unmatured				
2	1 (a) Mortgage Bonds:				
3	Consolidated Mortgage				
4	Series A				
5	Series B				
6	Series C	5 100		5 100	
7	Series D	4 556	603	5 160	
8	Series E				
9	CB&Q First & Refdg.				
10	Series 1978	618		619	
11	Series 1985	319		324	
12	Series 1990	526		526	
13	Series 2010				
14	GN General Mortgage				
15	Series D	653		653	
16	Series N	1 172		1 172	
17	Series O	1 172		1 172	
18	Series P	1 100		1 100	
19	Series Q	919		918	
20	Series S				
21	Series T				
22	Series U				
23	Series V				
24	NP Prior Lien	3 449		3 458	
25	NP General Lien	1 607		1 608	
26	NP St. Paul Dul - Divn.	10		10	
27	Total 1 (a)	21 201	603	21 820	
28	2 (a) Collateral Trust Bonds:				
29	NP Collateral Trust	740		734	
30	Total 2 (a)	740		734	
31	3 (a) Unsecured Bonds (Debenture):				
32	Convertible Debentures	3 402	11	3 413	
33	Total 3 (a)	3 402	11	3 413	
34	5 Miscellaneous Obligations:				
35	Rev. Credit Agreement	1 400		1 400	
36	St. L. & K. Ld. Co.	35		35	
37	1st N.B. St. Paul - Note	8		12	
38	SBA Flood Disaster	23		24	
39	1st N.B. St. Paul - Note	12		13	
40	Minot Federal S. & L. Assn.	1		2	
41	D. C. Hunter et al	5		6	
42	N. Mulder - Executor	49		52	
43	FNB&T Co. Lincoln, NB	67		67	
44	Ramsey County, MN	1		1	
45	Keely Appraisal Corp.	22		30	
46	A.J. & J. D. Popehn	20		9	
47	Rev. Credit Agreement	741		733	
48	Rev. Credit Agreement				
49	Peoples National Bk Seattle	94		54	
50	W. Emery - R. Rogers - P. Udall	5			
51	Continued on Page 59-C				

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 (r)	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)	
	\$	\$	\$	\$	\$	1
						2
						3
						4
						5
						6
						7
Issued and pledged as collateral security for 1975 Credit Agreement, FD 27969	100 000					8
						9
				30	27	10
				419	412	11
				52	42	12
						13
						14
						15
						16
						17
						18
						19
						20
Issued and pledged as collateral security for Consolidated Mortgage Series "E". FD 27969	40 000					21
						22
				863	495	23
						24
						25
	140 000			1 364	976	26
						27
				2 563	2 236	28
				2 563	2 236	29
						30
						31
						32
						33
						34
Increase working capital. FD 27329	60 000	60 000		60 000	60 000	35
				125	125	36
				417	417	37
				487	487	38
				50	50	39
				2	2	40
				14	14	41
				98	98	42
				30	30	43
				5	5	44
				164	164	45
				60	60	46
Note 1	80 000	79 936	64	60 000	60 000	47
" 2	11 000	11 000		11 000	11 000	48
" 3	2 500	2 500				49
Purchase of land	306	306				50
						51

Note 1. For repayment of 1971 Credit Agreement and increased working capital. FD 27969.

" 2. To finance construction of taconite dock facility, Superior, Wisconsin.

" 3. To finance construction of mini-refinery, Osage, Wyoming.

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
1	Total 5 Miscellaneous Obligations											
2												
3	Total 764 - 765 Funded Debt Unmatured											
4	Accounts 764 & 766 Equipment Obligations											
5	4 (a) Equipment Securities (Corporation):											
6	BN 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	Various	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	12-1-72	12-1-87	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	9-1-88	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	CB&Q Equipment Trust Certificates											
24	1960	7-1-60	7-1-75	4-5/8	J & J	No	No	No	Yes	No		
25	1961	2-1-61	2-1-76	4-1/4	A & F	No	No	No	Yes	No		
26	1961 - 2nd Series	6-1-61	6-1-76	4-1/8	D & J	No	No	No	Yes	No		
27	1961 - 3rd Series	11-1-61	11-1-76	4-1/8	M & N	No	No	No	Yes	No		
28	1962	3-1-62	3-1-77	4-3/8	S & N	No	No	No	Yes	No		
29	1962 - 2nd Series	6-1-62	6-1-77	4	D & J	No	No	No	Yes	No		
30	1963	2-1-63	2-1-78	4	A & F	No	No	No	Yes	No		
31	1963 - 2nd Series	6-1-63	6-1-78	3-7/8	J & J	No	No	No	Yes	No		
32	1963 - 3rd Series	7-15-63	7-15-78	4	J & J	No	No	No	Yes	No		
33	1963 - 4th Series	12-1-63	12-1-78	4-1/8	J & D	No	No	No	Yes	No		
34	1964	3-1-64	3-1-79	4-1/8	S & M	No	No	No	Yes	No		
35	1964 - 2nd Series	6-1-64	6-1-79	4-1/8	D & J	No	No	No	Yes	No		
36	1964 - 3rd Series	10-1-64	10-1-79	4-1/4	A & O	No	No	No	Yes	No		
37	1964 - 4th Series	12-1-64	12-1-79	4-1/8	J & D	No	No	No	Yes	No		
38	1965	3-1-65	3-1-80	4-1/8	S & M	No	No	No	Yes	No		
39	1965 - 2nd Series	7-1-65	7-1-80	4-3/8	J & J	No	No	No	Yes	No		
40	1965 - 3rd Series	12-1-65	12-1-80	4-1/2	J & D	No	No	No	Yes	No		
41	1966	3-15-66	3-15-81	4-7/8	S & M	No	No	No	Yes	No		
42	1966 - 2nd Series	10-15-66	10-15-81	5-3/4	A & O	No	No	No	Yes	No		
43	1967	1-1-67	1-1-82	5-5/8	J & J	No	No	No	Yes	No		
44	1967 - 2nd Series	4-1-67	4-1-82	5-1/4	A & O	No	No	No	Yes	No		
45	GN Equipment Trust Certificates											
46	1960	2-1-60	2-1-75	5	A & F	No	No	No	Yes	No		
47	1960 - 2nd Series	3-1-60	3-1-75	4-7/8	S & M	No	No	No	Yes	No		
48	1961	3-1-61	3-1-76	4	S & M	No	No	No	Yes	No		
49	1962	5-1-62	5-1-77	4	N & M	No	No	No	Yes	No		
50												
51	Continued on Page 59-E											

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) (s)	Unmatured (account 764) (t)	Matured and no provision made for payment (account 768) (u)	
\$ 165 324			\$ 165 324	\$ 137 703		\$ 26 473	\$ 1 148	(5)	1
1 382 393	437 060	71 440	873 893	290 553	6 265	559 868	17 207		2
									3
									4
									5
									6
20 000			20 000	6 670		11 997	1 333		7
9 900			9 900	3 300		5 940	660		8
8 610			8 610	2 296		5 740	574		9
7 125			7 125	1 900		4 750	475		10
50 000			50 000	12 800		34 000	3 200		11
6 900			6 900	1 380		5 060	460		12
12 750			12 750	2 550		9 350	850		13
13 500			13 500	1 800		10 800	900		14
14 250			14 250	1 900		11 400	950		15
13 500			13 500	1 800		10 800	900		16
11 700			11 700	780		10 140	780		17
14 700			14 700	980		12 740	980		18
15 600			15 600			14 560	1 040		19
15 000			15 000			14 000	1 000		20
15 000			15 000			14 000	1 000		21
15 000			15 000			14 000	1 000		22
									23
2 550			2 550	2 550					24
8 550			8 550	8 263			285		25
4 800			4 800	4 640			160		26
2 400			2 400	2 240			160		27
6 450			6 450	5 805		215	430		28
3 150			3 150	2 835		105	210		29
6 300			6 300	5 250		630	420		30
5 400			5 400	4 500		540	360		31
5 250			5 250	4 200		700	350		32
5 100			5 100	4 080		680	340		33
7 200			7 200	5 520		1 200	480		34
6 000			6 000	4 600		1 000	400		35
6 900			6 900	5 060		1 380	460		36
4 800			4 800	3 520		960	320		37
5 700			5 700	3 990		1 330	380		38
6 150			6 150	4 100		1 640	410		39
8 100			8 100	5 400		2 160	540		40
8 250			8 250	5 225		2 475	550		41
6 900			6 900	4 140		2 300	460		42
7 950			7 950	4 505		2 915	530		43
6 000			6 000	3 400		2 200	400		44
									45
4 140			4 140	4 140					46
4 740			4 740	4 740					47
5 100			5 100	4 930			170		48
1 395			1 395	1 209		93	93		49
									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	\$ 2 483	\$	2 438	\$
2					
3	Total 764 & 765 Funded Debt Unmatured	27 826	614	28 405	
4	Accounts 764 & 766 Equipment Obligations				
5	4 (a) Equipment Securities (Corporation):				
6	BN Equipment Trust Certificates				
7	1970	1 307		1 354	
8	1970 - 2nd Series	615		617	
9	1971	465		479	
10	1971 - 2nd Series	420		423	
11	1971 - 3rd Series	2 899		2 915	
12	1972	414		417	
13	1972 - 2nd Series	773		773	
14	1973	865		881	
15	1973 - 2nd Series	924		930	
16	1973 - 3rd Series	999		1 024	
17	1974	947		961	
18	1974 - 2nd Series	1 401		1 433	
19	1974 - 3rd Series	1 358		692	
20	1975	1 045		619	
21	1975 - 2nd Series	712		637	
22	1975 - 3rd Series	547			
23	CR&Q Equipment Trust Certificates				
24	1960	2		6	
25	1961	19		30	
26	1961 - 2nd Series	16		16	
27	1961 - 3rd Series	10		12	
28	1962	36		42	
29	1962 - 2nd Series	18		19	
30	1963	48		55	
31	1963 - 2nd Series	44		45	
32	1963 - 3rd Series	46		52	
33	1963 - 4th Series	51		53	
34	1964	78		84	
35	1964 - 2nd Series	69		70	
36	1964 - 3rd Series	88		93	
37	1964 - 4th Series	62		63	
38	1965	77		82	
39	1965 - 2nd Series	94		103	
40	1965 - 3rd Series	138		140	
41	1966	160		168	
42	1966 - 2nd Series	172		179	
43	1967	201		216	
44	1967 - 2nd Series	147		152	
45	GN Equipment Trust Certificates				
46	1960	1		3	
47	1960 - 2nd	1		4	
48	1961	12		17	
49	1962	2		9	
50					
51	Continued on Page 59-E				

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)	
2-773 (5)	\$ 153 806	\$ 153 742	\$ 64	\$ 132 452	\$ 132 452	1
	293 806	153 742	64	136 379	135 664	2
						3
						4
						5
						6
				1 334	1 334	7
				660	660	8
				574	574	9
				475	475	10
				3 200	3 200	11
				460	460	12
				850	850	13
				900	900	14
				950	950	15
				900	900	16
				780	780	17
				980	980	18
Equipment - FD 27791 2.28	15 600	15 524	(A) 11			19
Equipment - FD 27830 2.28	15 000	15 039	(B) 18			20
Equipment - FD 27906 2.28	15 000	14 993	(C) 18			21
Equipment - FD 27938 2.28	15 000	14 955	(D) 26			22
						23
				170	170	24
				570	570	25
				320	320	26
				160	160	27
				430	430	28
				210	210	29
				420	420	30
				360	360	31
				350	350	32
				340	340	33
				480	480	34
				400	400	35
				460	460	36
				320	320	37
				380	380	38
				410	410	39
				540	540	40
				550	550	41
				460	460	42
				530	530	43
				400	400	44
						45
(A) Discount 65				138	138	46
(B) Premium 57				158	158	47
(C) Premium 11				340	340	48
(D) Discount 19				93	93	49
						50
Total Discount 16						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)	
1	GN Equipment Trust Certificates (Continued)											
2	1963	3-1-63	3-1-78	4-1/8	S & M	No	No	No	Yes	No		
3	1963 - 2nd Series	6-1-63	6-1-78	4	D & J	No	No	No	Yes	No		
4	1964	3-1-64	3-1-79	4-1/8	S & M	No	No	No	Yes	No		
5	1964 - 2nd Series	5-1-64	5-1-79	4-1/4	N & M	No	No	No	Yes	No		
6	1965	2-1-65	2-1-80	4-1/8	A & F	No	No	No	Yes	No		
7	1965 - 2nd Series	4-15-65	4-15-80	4-1/4	O & A	No	No	No	Yes	No		
8	1965 - 3rd Series	6-15-65	6-15-80	4-1/4	D & J	No	No	No	Yes	No		
9	1966	1-1-66	1-1-81	4-5/8	J & J	No	No	No	Yes	No		
10	1966 - 2nd Series	4-1-66	4-1-81	5-1/4	O & A	No	No	No	Yes	No		
11	1967	3-1-67	3-1-82	5	S & M	No	No	No	Yes	No		
12	1967 - 2nd Series	7-1-67	7-1-82	5-1/2	J & J	No	No	No	Yes	No		
13	1967 - 3rd Series	8-1-67	8-1-82	5-7/8	F & A	No	No	No	Yes	No		
14	1968	3-1-68	3-1-83	6	S & M	No	No	No	Yes	No		
15	1968 - 2nd Series	10-1-68	10-1-83	6	A & O	No	No	No	Yes	No		
16	1968 - 3rd Series	12-1-68	12-1-83	6-1/2	J & D	No	No	No	Yes	No		
17	1969	9-1-69	9-1-84	7-1/2	M & S	No	No	No	Yes	No		
18	1970	2-1-70	2-1-85	8-1/2	F & A	No	No	No	Yes	No		
19	NP Equipment Trust Certificates											
20	1960	1-7-60	1-7-75	4-7/8	J & J	No	No	No	Yes	No		
21	1960 - 2nd Series	4-28-60	4-28-75	4-1/4	A & O	No	No	No	Yes	No		
22	1960 - 3rd Series	9-15-60	9-15-75	3-7/8	M & S	No	No	No	Yes	No		
23	1961	8-23-61	8-23-76	4-1/4	F & A	No	No	No	Yes	No		
24	1962	6-14-62	6-14-77	3-7/8	J & D	No	No	No	Yes	No		
25	1963	1-10-63	1-10-78	3-7/8	J & J	No	No	No	Yes	No		
26	1964	1-9-64	1-9-79	4-1/8	J & J	No	No	No	Yes	No		
27	1964 - 2nd Series	6-11-64	6-11-79	4-1/4	J & D	No	No	No	Yes	No		
28	1965	3-18-65	3-18-80	4-1/8	M & S	No	No	No	Yes	No		
29	1965 - 2nd Series	6-23-65	6-23-80	4-3/8	J & D	No	No	No	Yes	No		
30	1966	3-3-66	3-3-81	5	M & S	No	No	No	Yes	No		
31	1966 - 2nd Series	6-23-66	6-23-81	5-1/4	J & D	No	No	No	Yes	No		
32	1966 - 3rd Series	10-6-66	10-6-81	5-3/4	A & O	No	No	No	Yes	No		
33	1968	5-9-68	5-9-83	6-1/4	M & N	No	No	No	Yes	No		
34	1968 - 2nd Series	10-17-68	10-17-83	6	A & O	No	No	No	Yes	No		
35	1969	4-24-69	4-24-84	7-1/8	A & O	No	No	No	Yes	No		
36	Total Equipment Obligations 4 (a)											
37												
38	4 (c) Conditional or Deferred Payment Contracts:											
39	B. N. Inc.:											
40	Chase Man. Bank N.A.	4-1-70	10-1-87	9-5/8	A & O	No	No	No	Yes	Yes		
41	The Sav. Bk. of Balti.	12-15-71	12-15-76	8	J & D	No	No	No	Yes	Yes		
42	Northern Tr. Co. Chgo.	9-20-73	10-1-85	Various	Qtr.	No	Yes	No	Yes	Yes		
43	Am. N.B. & Tr. Co. St. Paul	10-15-73	1-1-84	Various	Qtr.	No	Yes	No	Yes	Yes		
44	C. B. & Q.:											
45	1st Natl. Bk. Chgo.	2-15-66	3-1-76	5	Monthly	No	No	No	Yes	Yes		
46	Cont. Ill. Natl. Bk.											
47	& Trust, Chgo.	9-1-67	9-1-75	5-3/4	Qtr.	No	No	No	Yes	Yes		
48	W. Sub. Mass Transit	3-1-65	1-1-75	4-1/2	Qtr.	No	No	No	Yes	Yes		
49	Northern Tr. Co. Chgo.	1-15-68	1-15-75	6-3/8	Qtr.	No	No	No	Yes	Yes		
50	Northern Tr. Co. Chgo.	2-1-68	2-1-75	6-3/8	Qtr.	No	No	No	Yes	Yes		
51	Continued on Page 59-I											xxx xxx xxx xxx

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 ¹			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)	
\$	\$	\$	\$	\$	\$	\$	\$	\$	
5 250			5 250	4 200		700	350		1
6 600			6 600	5 280		880	440		2
5 400			5 400	3 960		1 080	360		3
3 30			3 300	2 420		660	220		4
7 005			7 005	4 670		1 868	467		5
6 975			6 975	4 650		1 860	465		6
5 400			5 400	3 600		1 440	360		7
2 145			2 145	1 287		715	143		8
9 000			9 000	5 400		3 000	600		9
8 490			8 490	4 528		3 396	566		10
5 550			5 550	2 960		2 220	370		11
4 695			4 695	2 504		1 878	313		12
4 695			4 695	2 191		2 191	313		13
2 130			2 130	994		994	142		14
3 375			3 375	1 575		1 575	225		15
8 355			8 355	3 342		4 456	557		16
7 320			7 320	2 440		4 392	488		17
									18
									19
3 420			3 420	3 420					20
6 495			6 495	6 495					21
6 270			6 270	6 270					22
6 885			6 885	6 426			459		23
4 035			4 035	3 497		269	269		24
6 645			6 645	5 316		886	443		25
6 840			6 840	5 016		1 368	456		26
6 435			6 435	4 719		1 287	429		27
6 390			6 390	4 260		1 704	426		28
5 850			5 850	3 900		1 560	390		29
7 020			7 020	4 212		2 340	468		30
6 690			6 690	4 014		2 230	446		31
7 350			7 350	4 410		2 450	490		32
2 610			2 610	1 218		1 218	174		33
1 650			1 650	770		770	110		34
5 640			5 640	2 256		3 008	376		35
568 720			568 720	269 200		264 195	35 325	(400)	36
									37
									38
									39
16 500			16 500	3 300		12 100	1 100		40
675			675	540			135		41
3 135			3 135	539		2 335	261		42
998			998	184		714	100		43
									44
1 329			1 329	1 296			33		45
									46
1 578	X		1 578	1 578					47
1 944	X		1 944	1 944					48
222	X		222	222					49
464	X		464	464					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 Trust Certificates (Continued)				
2	1963	46		51	
3	1963 - 2nd Series	60		62	
4	1964	62		67	
5	1964 - 2nd Series	40		42	
6	1965	98		106	
7	1965 - 2nd Series	105		109	
8	1965 - 3rd Series	83		84	
9	1966	40		43	
10	1966 - 2nd Series	197		205	
11	1967	203		212	
12	1967 - 2nd Series	153		163	
13	1967 - 3rd Series	139		147	
14	1968	153		160	
15	1968 - 2nd Series	75		77	
16	1968 - 3rd Series	130		132	
17	1969	404		418	
18	1970	418		436	
19	NP Equipment Trust Certificates				
20	1960			6	
21	1960 - 2nd Series	6		9	
22	1960 - 3rd Series	11		16	
23	1961	32		39	
24	1962	26		26	
25	1963	52		60	
26	1964	76		85	
27	1964 - 2nd Series	81		82	
28	1965	92		97	
29	1965 - 2nd Series	93		94	
30	1966	144		152	
31	1966 - 2nd Series	152		152	
32	1966 - 3rd Series	191		197	
33	1968	91		92	
34	1968 - 2nd Series	58		59	
35	1969	250		255	
36	Total Equipment Obligations 4 (a)	21 051		19 803	
37					
38	4 (c) Conditional or Deferred Payment Contracts:				
39	B. N. Inc.:				
40	Chase Man. Bank N.A.	1 350		1 376	
41	The Sav. Bk. of Balti.	21		22	
42	Northern Tr. Co., Chgo.	234		264	
43	Am. N.E. & Tr. Co., St. Paul	75		85	
44	C.B.& Q.:				
45	1st Natl. Bk. Chgo.	5		5	
46	Cont. Ill. Natl. Bk. &				
47	Trust, Chgo.	4		4	
48	W. Sub. Mass Transit			2	
49	Northern Tr. Co. Chgo.				
50	Northern Tr. Co. Chgo.				
51	Continued on page 59K				

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)	
	\$	\$	\$	\$	\$	
				350	350	1
				440	440	2
				360	360	3
				220	220	4
				467	467	5
				465	465	6
				360	360	7
				143	143	8
				600	600	9
				566	566	10
				370	370	11
				313	313	12
				313	313	13
				142	142	14
				225	225	15
				557	557	16
				488	488	17
						18
				228	228	19
				433	433	20
				418	418	21
				459	459	22
				269	269	23
				443	443	24
				456	456	25
				429	429	26
				426	426	27
				390	390	28
				468	468	29
				446	446	30
				490	490	31
				174	174	32
				110	110	33
				376	376	34
av 8.6a (ya)	60 600	60 511	73	33 446	33 446	35
						36
						37
						38
						39
				1 100	1 100	40
				135	135	41
				278	278	42
				100	100	43
						44
				133	133	45
						46
				155	155	47
				194	194	48
				8	8	49
				17	17	50
						51

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

Line No.	Name and character of obligation (a)	Nominal date of issue (b)	Date of maturity (c)	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) (d)	Dates due (e)	Con-vc. sion (f)	Call prior to maturity other than for sinking fund (g)	Sinking fund (h)	First lien (i)	Junior to first lien (j)	First lien (k)	Junior to first lien (l)
1	4 (c) Conditional or Deferred Payment Contracts - continued											
2	Harris Trust&Sav., Chgo.	4-1-68	4-1-76	6-3/8	Qtr.	No	No	No	Yes	Yes		
3	U.S. Natl. Bk., Omaha	7-1-68	7-1-75	6-3/4	Qtr.	No	No	No	Yes	Yes		
4	Mrcrl.Tr.Co. St.Louis	7-15-68	7-15-75	6-1/2	Qtr.	No	No	No	Yes	Yes		
5	1st Natl.Bk., Kan.City	2-1-69	2-1-76	6-3/4	Qtr.	No	No	No	Yes	Yes		
6	Northern Tr.Co., Chgo.	6-1-69	6-1-76	7-3/4	Qtr.	No	No	No	Yes	Yes		
7	Morgan Guar.Tr.Co.NY	12-15-65	12-15-80	4-7/8	Semi-Ann.	No	No	No	Yes	Yes		
8	Morgan Guar.Tr.Co.NY	4-1-66	4-1-81	5-1/2	Semi-Ann.	No	No	No	Yes	Yes		
9	Morgan Guar.Tr.Co.NY	7-1-67	7-1-82	5-3/4	Semi-Ann.	No	No	No	Yes	Yes		
10	Morgan Guar.Tr.Co.NY	11-1-67	11-1-82	5-3/4	Semi-Ann.	No	No	No	Yes	Yes		
11	1st Natl.CityBk.NY	8-1-67	8-1-82	5-3/4	6-3/8 "	No	No	No	Yes	Yes		
12	1st Natl.CityBk.NY	1-15-68	1-15-83	Various	Semi-Ann.	No	No	No	Yes	Yes		
13	G. N.											
14	First Tr.Co.St.Paul	6-1-68	6-1-83	7	D & J	No	No	No	Yes	Yes		
15	N. P.											
16	Morgan Guar.Tr.Co.NY	3-1-67	3-1-82	5-1/2	M & S	No	No	No	Yes	Yes		
17	Morgan Guar.Tr.Co.NY	5-1-67	5-1-82	5-1/2	J & J	No	No	No	Yes	Yes		
18	First Penn.Bk.&Tr.Co.	9-1-67	9-1-82	6-1/2	J & D	No	No	No	Yes	Yes		
19	1st Natl.Bk., Chgo.	1-3-68	2-1-83	6-5/8	Feb.	No	No	No	Yes	Yes		
20	First Tr.Co.St. Paul	11-1-69	11-1-84	9	Nov.	No	No	No	Yes	Yes		
21	Total Conditional or Deferred											
22	Payment Contracts 4 (c)											
23												
24	Total Equipment Obligations 4 (a) and											
25	Conditional or Deferred Payment											
26	Contracts 4 (c)											
27												
28												
29												
30												
31												
32												
33												
34												
35												
36												
37												
38												
39												
40												
41												
42												
43												
44												
45												
46												
47												
48												
49												
50												
51												
	Grand Total								x x x	x x x	x x x	x x x

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") (c)	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)	
\$	\$	\$	\$	\$	\$	\$	\$	\$	
1 095			1 095	1 050			45		1
854			854	854					2
408			408	408					3
685			685	679			6		4
368			368	342			26		5
4 798			4 798	3 302		1 176	320		6
12 000			12 000	7 657		3 543	800		7
6 099			6 099	3 253		2 439	407		8
5 384			5 334	2 871		2 154	359		9
3 120			3 120	1 864		1 248	208		10
15 097			15 097	7 006		6 485	1 006		11
									12
2 318			2 318	1 082		1 082	154		13
									14
8 925			8 925	5 057		3 272	596		15
4 110			4 110	2 192		1 644	274		16
9 700			9 700	3 080		5 740	880		17
6 150			6 150	3 119		2 652	379		18
1 700			1 700	678		909	113		19
									20
109 656			109 656	54 961		47 493	7 202	(40)	21
									22
									23
									24
									25
678 376			678 376	324 161		311 688	42 527		26
									27
									28
									29
									30
									31
									32
									33
									34
									35
									36
									37
									38
									39
									40
									41
									42
									43
									44
									45
									46
									47
									48
									49
									50
2060 769	437 060	71 440	1552 269	614 714	6 265	871 556	59 734		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	4 (c) Conditional or Deferred Contracts - continued				
2	Harris Trust & Sav., Chgo.	6		8	
3	U.S. Natl. Bk., Omaha	2		3	
4	Mercil. Tr. Co., St. Louis			1	
5	1st Natl. Bk., Kansas City	3		5	
6	Northern Tr. Chgo.	4		5	
7	Morgan Guar. Tr. Co., N.Y.	84		85	
8	Morgan Guar. Tr. Co., N.Y.	260		272	
9	Morgan Guar. Tr. Co., N.Y.	183		195	
10	Morgan Guar. Tr. Co., N.Y.	183		187	
11	1st Natl. City Bk., N.Y.	97		103	
12	1st Natl. City Bk., N.Y.	543		577	
13	G. N.				
14	First Tr. Co., St. Paul	61		92	
15	N. P.				
16	Morgan Guar. Tr. Co., N.Y.	226		237	
17	Morgan Guar. Tr. Co., N.Y.	113		121	
18	First Penn Bk. & Tr. Co.	483		488	
19	1st Natl. Bk. Chgo.	203		213	
20	First Tr. Co., St. Paul	101		102	
21	Total Conditional or Deferred				
22	Payment Contracts 4 (c)	4 271		4 432	
23					
24	Total Equipment Obligations 4(a) and				
25	Conditional or Deferred Payment				
26	Contracts 4 (c)	25 322		24 255	
27					
28					
29					
30					
31					
32					
33					
34					
35					
36					
37					
38					
39					
40					
41					
42					
43					
44					
45					
46					
47					
48					
49					
50					
51	Grand Total	53 148	614	52 660	

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)	
	\$	\$	\$	\$	\$	1
				137	137	2
				91	91	3
				29	29	4
				98	98	5
				53	53	6
				320	320	7
				800	800	8
				407	407	9
				359	359	10
				208	208	11
				1 006	1 006	12
						13
				154	154	14
						15
				595	595	16
				274	274	17
				880	880	18
				379	379	19
				113	113	20
						21
				8 023	8 023	22
						23
						24
						25
	60 600	60 511	73	41 469	41 469	26
						27
						28
						29
						30
						31
						32
						33
						34
						35
						36
						37
						38
						39
						40
						41
						42
						43
						44
						45
						46
						47
						48
						49
						50
Grand Total	354 406	214 253	137	177 848	177 133	51

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 (b)	Contract price of equipment acquired (c)	Cash paid on acceptance of equipment (d)
	(a)			
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	1975	625 Gondola cars-100 triple hopper		
37		cars-30 insul. box cars-25 tank cars	18 941	3 941
38	1975 - 2nd series	500 Cov.hopper cars - 40 "Airslide"		
39		cov. hopper cars-75 gondola cars -		
40		50 cabooses	18 762	3 762
41	1975 - 3rd series	210 triple hopper cars-20 "Airslide"		
42		covered hopper cars-200 woodchip cars		
43		200 bulkhead flat cars	18 822	3 822
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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				
3	Chicago, Burlington & Quincy Railroad Co.			
4				
5	1961	50 Airslide cov. & 350 cov. hopper cars-36 2000 HP diesel loco units	10 773	2 223
6	1961 - 2nd series	100 Flat cars-50 D.F. and 250 D.F. insul. box cars	5 955	1 155
7	1961 - 3rd series	298 Box cars	3 010	610
8	1962	30 2250 HP diesel loco. units-150 flat cars-100 gondola cars	8 225	1 775
9	1962 - 2nd series	50 Gondola cars-92 stock cars-50 D.F. & 125 insul. box cars	4 459	1 309
10	1963	150 Insul. & 198 std. box cars-12 2250 HP diesel loco. units	7 882	1 582
11	1963 - 2nd series	100 Refr. cars-200 cov. and 100 open top hopper cars	6 773	1 373
12	1963 - 3rd series	353 Box cars-100 open top hopper cars	6 594	1 344
13	1963 - 4th series	25 D.F. box cars, 318 box cars, 150 flat cars, 32 caboose cars	6 438	1 338
14	1964	350 Box cars-200 hopper cars-25 airslide hopper cars-9 2500 HP diesel loco. units	8 994	1 794
15	1964 - 2nd series	73 D.F. and 141 std. box cars-100 gondola cars-100 cov. hopper cars-9 2500 HP diesel loco. units	7 606	1 606
16	1964 - 3rd series	225 Box cars-150 hopper cars-50 tank cars-6 2500 HP diesel loco. units	9 235	2 335
17	1964 - 4th series	50 D.F. and 75 std. box cars-250 cov. hopper cars	6 330	1 530
18	1965	158 Box cars-50 hopper cars-200 flat cars-6 1200 HP diesel loco. units	7 272	1 572
19	1965 - 2nd series	107 Box cars-139 hopper cars-100 gondola cars-6 1200 HP diesel loco. units	7 831	1 681
20	1965 - 3rd series	100 Box cars-200 refrig. cars-150 hopper cars	10 306	2 206
21	1966	200 Box cars-100 open top and 250 cov. hopper cars-13 2800 HP diesel loco. units	10 725	2 475
22	1966 - 2nd series	20 2800 HP and 20 3000 HP diesel loco. units	8 915	2 015
23	1967	200 Flat cars-100 box cars-100 gondola cars-250 hopper cars	10 252	2 302
24	1967 - 2nd series	100 Flat cars-400 hopper cars	7 568	1 568
25				
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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				
3	Great Northern Railway Co.			
4				
5				
6				
7				
8				
9	1961	550 Box cars-1 hopper car	6 488	1 388
10	1962	50 Covered hopper cars-50 tank cars	1 756	361
11	1963	17 Diesel loco. units-20 airslide		
12		cov. hop. cars-250 box cars	6 576	1 326
13	1963 - 2nd series	500 Box cars-40 flat cars-45 hopper		
14		cars	8 365	1 765
15	1964	18 Diesel loco. units-200 box cars-		
16		2 flat cars	6 801	1 401
17	1964 - 2nd series	50 Tank cars-100 cov. hop. cars-25		
18		flat cars-100 gondola cars	4 181	881
19	1965	303 Box cars-100 cov. hopper cars-15		
20		diesel loco. units	8 771	1 766
21	1965 - 2nd series	100 Box cars-15 diesel loco. units-		
22		200 cov. hopper cars-50 woodchip cars-		
23		10 flat cars	8 819	1 844
24	1965 - 3rd series	100 Gondola cars-303 flat cars-75 box		
25		cars	6 777	1 377
26	1966	25 Covered hopper cars-150 woodchip		
27		cars	2 749	604
28	1966 - 2nd series	200 Cov. hopper cars-300 box cars-12		
29		diesel loco. units-52 gondola cars	11 270	2 270
30	1967	10 Diesel loco. units-100 gondola cars		
31		-100 flat cars - 300 box cars	10 626	2 136
32	1967 - 2nd series	8 Diesel loco. units-300 hopper cars-		
33		1 flat car	6 953	1 403
34	1967 - 3rd series	10 Diesel loco. units-300 hopper cars	5 961	1 266
35	1968	215 Hopper cars - 150 flat cars	5 907	1 212
36	1968 - 2nd series	150 Box cars	2 733	603
37	1968 - 3rd series	300 Cov. hopper cars - 2 flat cars	4 236	861
38	1969	150 Box cars-125 woodchip cars-200		
39		mech. refrig. cars	10 475	2 120
40	1970	500 Box cars - 50 flat cars	9 213	1 893
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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				
3	Northern Pacific Railway Co.			
4				
5				
6				
7				
8				
9	1961	200 Refrig. cars-401 box cars-50 mech. refrig. cars-40 cov. hopper cars	8 667	1 782
10	1962	166 Box cars-124 refrig. cars-50 mech. refrig. cars-25 flat cars	5 114	1 079
11	1963	461 Box cars-100 refrig. cars-25 mech. refrig. cars-40 cov. hopper cars-25 flat cars	8 361	1 716
12	1964	170 Cov. hopper cars-75 mech. refrig. cars-50 flat cars-50 box cars-12 diesel loco. units	8 559	1 719
13	1964 - 2nd series	100 RBL refrig. cars-200 open top hopper cars-250 box cars-3 diesel loco. units	8 102	1 667
14	1965	15 Diesel loco. units-50 cov. and 150 open top hopper cars-100 flat cars-25 gondola cars	8 014	1 624
15	1965 - 2nd series	50 Cov. hop. cars-100 mech. refrig. cars-200 RBL refrig. cars	7 324	1 474
16	1966	400 Box cars-100 flat cars-5 diesel loco units-22 stk. cars	8 807	1 787
17	1966 - 2nd series	2 Diesel loco. units-50 woodchip cars-125 mech. refrig. cars-132 cov. and 100 open top hopper cars	8 460	1 770
18	1966 - 3rd series	300 Woodchip cars-400 box cars	9 451	2 101
19	1968	10 Diesel loco. units-46 open top hop. cars-1 woodchip car	3 330	720
20	1968 - 2nd series	150 Woodchip cars	2 093	443
21	1969	150 Box cars-150 flat cars-50 mech. refrig. cars	7 137	1 497
22				
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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	Conditional Sale Contracts:			
2	Burlington Northern Inc.			
3	Chase Mtn.Pk.,NY.	4- 1-70 200 Gondola cars-100 bulk-		
4		head flat cars-500 cov.		
5		hopper cars-300 open top		
6		hopper cars	16 594	94
7	The Sav.Bk.of Balti.	12-15-71 225 Ballast hopper cars	675	-
8	Northern Tr.Co.Chgo.	9-20-73 176 Cov. hopper cars	3 135	-
9	Am.N.B.&Tr.Co.St.Paul	10-15-73 99 Auto Racks	598	-
10				
11				
12				
13				
14				
15				
16	Chicago, Burlington & Quincy Railroad Company			
17	1st Natl. Bk.,Chgo.	2-15-66 1 Gulfstream aircraft	1 329	-
18	Harris Tr.&Sav.,Chgo.	4-1-68 550 Box cars	1 064	(31)
19	1st Natl.Bk.,Kan.City	2- 1-69 300 Hopper cars	612	(73)
20	Northern Tr.Co.,Chgo.	6- 1-69 25 Cabcooses	368	-
21	Morgan Guar.Tr.Co.N.Y.	12-15-65 300 Hopper cars-3 diesel loco.		
22		units	4 849	51
23	Morgan Guar.Tr.Co.N.Y.	4- 1-66 450 Box cars-350 hopper cars-		
24		12 diesel loco. units	12 305	305
25	Morgan Guar.Tr.Co.N.Y.	7- 1-67 150 Box cars-150 hopper cars-		
26		38 cabooses	6 138	39
27	Morgan Guar.Tr.Co.N.Y.	11- 1-37 50 Box cars-250 gondola cars-		
28		70 hopper cars	5 899	516
29	1st Natl.City Bk.,N.Y.	8- 1-67 200 Box cars	3 150	30
30	1st Natl.City Bk.,N.Y.	1-15-68 25 Diesel loco. units-700		
31		hopper cars	15 200	103
32	Great Northern Railway Co.			
33	First Tr.Co.,St.Paul	6- 1-68 100 Woodchip cars-20 flat		
34		cars-20 cabooses	2 318	-
35				
36	Northern Pacific Railway Co.			
37	Morgan Guar.Tr.Co.N.Y.	3- 1-67 16 Diesel loco. units-312		
38		cov. hopper cars	9 020	95
39	Morgan Guar.Tr.Co.N.Y.	5- 1-67 100 Mech. refrig. cars-50		
40		airdump cars-10 "Airslide"		
41		cov. hopper cars	4 144	34
42	First Penn.Bk.&Tr.Co.	9- 1-67 100 Mech. refrig. cars - 6		
43		"high cube" box cars-25 drop		
44		end gondola cars-100 cov.		
45		hopper cars-100 flat cars-		
46		200 RBL refrig. cars-20 steel		
47		box cars	10 425	1 137
48	1st Natl.Bk., Chgo.	1- 3-68 150 box cars-200 flat cars	6 562	-
49	First Tr.Co.,St.Paul	11- 1-69 51 Mech. refrig. conditionaire		
50		cars	1 711	11

122. 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	-	\$ 1 553	\$	\$
2	BNL Development Corporation *	None	-	300		
3	Burlington Northern (Manitoba) Limited *	None	3 573	3 591		
4	Glacier Park Company *	None	11 670	11 670		
5	Spokane, Portland and Seattle Railway Company*	None	36 812	36 170		
6	Winona Bridge Railway Company *	None	67	67		
7	Company *	TOTAL	52 122	53 351		

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 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	751	Loans and Notes Payable	
2		Short-term note dated 12-4-75, matures 1-5-76, interest at 5-7/8%	1 000
3			
4	759	Accrued Accounts Payable	
5		Vacation pay	47 945
6		Loss and damage, personal injury, property damage, and overcharge	
7		claims	26 995
8		Per diem due foreign lines	15 280
9		Accrued payrolls	7 964
10		Vouchers	7 410
11		Accrued car lease payments	3 843
12		Foreign line car repairs	1 989
13		Accrued foreign carrier bill adjustments	1 000
14		Oil and gas production costs	639
15		Medical self insurance plan	622
16		Accrued charges due Western Fruit Express Company	575
17		Accrued charges due Trailer Train Company	360
18		Other items, each less than \$250,000	1 139
19			
20		Total Account 759	113 761
21			
22	763	Other Current Liabilities	
23		Prepaid freight charges	8 338
24		Deposits for track	4 021
25		Contract advance - N.R.P.C.	2 500
26		Contractors retained percentages	726
27		Security deposits and advance deposits for removal of timber	525
28		Other items, each less than \$250,000	589
29			
30		Total Account 763	16 699
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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"; 772, "Insurance 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	11 399
2			
3	772	Insurance Reserves	None
4			
5	774	Casualty and Other Reserves	
6		Loss and damage, personal injury, property damage, and overcharge claims	14 123
7		Merger expense - Furloughed employees	6 958
8		Merger expense - Dismantle depreciable property	3 530
9		Severance and protective payments to employees - N.R.P.C.	3 176
10		Payments under joint facility agreement - N.R.P.C.	678
11			
12			
13		Total Account 774	28 465
14			
15	782	Other Liabilities	
16		Deposits for construction of branch lines and side tracks	14 929
17		Deferred installments and special assessments	2 596
18		Accrued Liability on leased locomotives	1 505
19		Vancouver, WN elevator - Nonoperating property depreciation	471
20		Davenport, Rock Island & No. Western Ry. Co. road & equip. deprn.	267
21		Other items, each less than \$250,000	395
22			
23		Total Account 782	20 163
24			
25	784	Other Deferred Credits	
26		Track amortization suspense	34 531
27		Equipment lease rental suspense	5 137
28		General and miscellaneous accounting suspense	2 265
29		Intercompany land sales	1 882
30		Freight accounting suspense	1 603
31		Joint facility accounting suspense	633
32		Transactions awaiting A.F.E.	362
33		Customer and station accounting suspense	344
34		Other items, each less than \$250,000	379
35			
36		Total Account 784	47 136
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NOTES AND REMARKS

Notes - Schedule 228, Page 67**\$10 PAR VALUE PREFERRED STOCK**

The \$10 Par Value Preferred Stock, 5½%, was issued in connection with the Burlington Northern merger effective March 2, 1970. Beginning in 1976, the Company is required to retire annually, through redemption at par or cancellation of shares theretofore purchased at or below par, 4% of the Preferred shares outstanding and optionally may so redeem or cancel annually an additional 4%. During 1975 the Company purchased and cancelled 45,435 shares to satisfy such requirements. In addition, the Company may redeem in whole or in part shares of Preferred stock, initially at 105% of par in 1976 and thereafter to prices declining to par in 1985.

NO PAR VALUE PREFERRED STOCK

On May 10, 1973, the stockholders adopted an amendment to the Company's Certificate of Incorporation authorizing a new class of 5,000,000 shares 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. See Schedule 233, Page 70.

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 is-*

sued 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 (h) 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 (h)).

(Dollars in thousands)

Line No.	Class of stock	Date issue was authorized	Par value per share (if non-par, so state)	Dividend rate specified in contract	Total amount of accumulated dividends	PREFERRED STOCK					Other Provisions of Contract		
						Cumulative		Noncumulative ("Yes" or "No")	Convertible ("Yes" or "No")	Callable or redeemable ("Yes" or "No")	Participating Dividends		
						To extent earned ("Yes" or "No")	Fixed \$ rate or percent specified by contract				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		\$		\$								
2	" " " 5-10-73 * No par												
3													
4													
5	Preferred												
6	\$10 Par Value Pref.Stk.3-2-70 *10			5-1/2%	None	(See notes	None	No	No	Yes	None	None	
7	No Par Value Pref.Stk.5-10-73*No par					on page 66)							
8	Debtenture		* Date of filing	with Secretary of the State	of Delaware of								
9	Receipts outstanding for installments paid*		Certificate of	Amendment of Certificate of	Incorporation								
10	TOTAL												

Line No.	PAR VALUE OF PAR-VALUE STOCK OR NUMBER OF SHARES OF NONPAR STOCK							STOCK ACTUALLY OUTSTANDING AT CLOSE OF YEAR **		
	Authorized	Authenticated	Nominally Issued and		Actually issued	Reacquired and		Number of shares	Par value of par-value stock	Book value of stock without par value
			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")			
(m)	(n)	(o)	(p)	(q)	(r)	(s)	(t)	(u)	(v)	(w)
1	Shares	Shares			Shares		Shares			
2	17 500 000)									
3	7 500 000)	12 428 319			12 428 319		500	12 427 819		543 174
4										
5	Par	Par			Par	Par				
6	\$ 31 023	\$ 30 793			\$ 30 793	\$ 454	3 033 916	30 339		
7	5 000 000 Shares									
8										
9										
10								30 339		543 174

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

** See Also Schedule 230.

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.	1 542	\$ 91.67
2					
3					
4	\$10 Par Value				
5	Preferred Stock	Various	Conversion of shares of predecessor Companies.	\$ 43	3.4
6					
7					
8					
9					
10					
11					
12					
13					
14					
15	Total Account 791			Total	95.71

Line No.	STOCKS ISSUED DURING YEAR—Concluded			STOCKS REACQUIRED DURING YEAR		Remarks
	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)	
1	\$	\$	\$	\$	\$	
2						
3						
4						
5						
6				454	322	Reacquired For Purpose of
7						Sinking Fund.
8						
9						
10						
11						
12						
13						
14						
15				454	322	

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.

10,602 Shares Burlington Northern Inc. Common Stock \$463

2,347 Shares Burlington Northern Inc. Preferred Stock 24

Total Account 792 \$487

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			
3	Sinking fund reserves	1 125	1 125	1 125
4	Incentive per diem funds	2 354		4 306
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	3 479	1 125	53 456

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, 1975 the Respondent was liable as guarantor, indivi-	
3	dually or jointly with others, of certain obligations of affiliated	
4	companies amounting to	160 234
5		
6	At December 31, 1975 the Respondent was contingently liable as	
7	guarantor, together with other participating companies, of certain ob-	
8	ligations of Trailer Train Company aggregating approximately	12 653
9		
10	The Respondent carries a service interruption policy with the	
11	Imperial Insurance Company, Limited under which it will be entitled to	
12	indemnity for certain work-stoppage losses. In the event such losses	
13	are sustained by other railroads holding similar policies, the Respondent	
14	may be obligated to pay additional premiums.	
15		
16	On October 6, 1975, the respondent entered into an agreement to acquire	
17	certain trackage, primarily serving coal mining operations, in exchange for	
18	344,850 shares of No Par Value Preferred Stock. The Preferred Stock, designated	
19	"Series A", will have a stated value of \$30 per share, voting rights, and 7 1/2% cu-	
20	mulative dividends. Respondent will have voluntary redemption privileges begin-	
21	ning in 1973 and be required to redeem 25% of the outstanding shares annually	
22	beginning in 1983 and continuing to 1986. In addition, the Preferred Stock is	
23	convertible at any time into 287,375 shares of common stock. The agreement,	
24	including the authority to issue the Preferred Stock, is subject to I.C.C.	
25	approval; such shares had not been issued as of December 31, 1975.	
26		
27	Respondent has begun the construction of and financing arrangements for a	
28	Taconite dock and related on-land facilities at Superior, Wisconsin, estimated	
29	to cost \$70,000,000. On December 31, 1975 the Respondent and it's wholly owned	
30	subsidiary, BN Dock Corporation entered into an agreement under which the entire	
31	property was sold, at its then state of completion, to the trustee for the owners	
32	trust under a proposed leverage lease arrangement. Included was the assignment	
33	of interest in the construction contract, a financing commitment letter, and un-	
34	filled purchase orders. BN Dock Corp. has agreed to lease the dock from the	
35	owner trust upon its completion and Respondent has unconditionally guaranteed to	
36	make funds available to allow the owner trust to meet all obligations incurred	
37	under a \$30,000,000 credit agreement and to pay all costs of construction in	
38	excess of the amount available to the owner trust under such credit agreement. In	
39	addition, the Respondent may be required to repurchase the dock and related	
40	facilities in the event the proceeds of permanent financing for the owner trust	
41	are not received by December 31, 1977. The proposed leverage lease agreement	
42	referred to will extend over a 25-year period with renewal options for three	
43	additional periods of five years each. In addition, at the expiration of the	
44	lease, the BN Dock Corp. shall have the option to purchase the dock, land, and	
45	related facilities at its fair market value.	
46		
47		

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 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. (Dollars in thousands)

Line No.	Names of all parties principally and primarily liable (a)	Finance Docket number, title, maturity date and concise description of agreement or obligation (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. E-L RR N&W Ry	Sinking Fund Bonds, Series A, due		
4	C&EI RR GTW RR Penn.Cent	8-15-1987		
5	C&O Ry ICG RR Soo Line		26 008	Joint &
6				Several
7	BN Transport Inc.	Condl. sale agreements. Various	1 394	Sole
8				
9	Butte Pipe Line Co.	Through-put agreement dated Sept. 1,	5 000	Several
10	B.N. Inc.-Shell Oil Co.	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	27 000	Joint &
22	B.N. Inc.-C.M.St.P.&P.	Sinking Fund 4 5/8% Bonds		Several
23	Penn. Central	Due June 1, 1988		
24				
25	Col. & South. Ry. Co.	Condl. sale agreements Various	3 482	Sole
26	Col. & South. Ry. Co.	Equip.Trust of 1971 8% matures 8-1-86	4 455	Sole
27	Col. & South. Ry. Co.	Equip.Trust of 1972 7% matures 4-1-87	8 616	Sole
28	Col. & South. Ry. Co.	Equip.Trust of 1974 9 1/2% matures 11-1-89	14 280	Sole
29				
30	Ft.Worth&Denver Ry. Co.	Condl. sale agreement dated 11-15-74		
31		11% matures 11-1-89	4 733	Sole
32				
33	Great Midwest Corp.	Loan agreement dated Dec. 22, 1975.	950	Joint &
34	St. Louis& Kansas City	Respondent agrees to keep St. Louis		Several
35	Land Co. (B.N. Inc.)	and Kansas City Land Co. in funds		
36	James E. Burke, Sr.	sufficient to pay and discharge Land		
37	Lamar Hunt	Company's obligation to repurchase		
38		note, not to exceed \$500,000 of		
39		principal, and a proportional amount		
40		of interest.		
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 PennCent	Sinking Fund Bonds, Series A, due	5 980	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 PennCent	share of basic rent payments of McKinley		
50	C&EI RR C&NW Ry ICG RR	Toll Bridge, Venice, Ill.; 9.09% of		Joint &
51		\$250,000, or \$22,725.	250	Several
52				
53				
54				
55		Continued on page 71-A		

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 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. (Dollars in thousands)

Line No.	Names of all parties principally and primarily liable (a)	Finance Docket number, title, maturity date and concise description of agreement or obligation (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	AT&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	11 000	Joint &
5	CMStP&P RR MP RR	10 1/4% 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,	4 885	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.ofSt.Louis	F.D. 14554 Sinking Fund and Interest		
21	B&O RR ICG RR PD&W RR	on Refdg. & Impr. Mtge. 4% Bonds,		
22	BN Inc. L&N RR StLSFRy	Series C, due 7-1-2019	487	Several
23	C&EI RR MKT RR StLSW Ry	F.D. 15070 Principal, Interest and		
24	CRI&P RR MP RR SOU Ry	Sinking Fund on Refdg. & Impr. Mtge.		
25	CCC&StLRy N&W Ry	2-7/8% Bonds, Series D due 10-1-1985	27 667	Joint &
26				Several
27	Term.RR Assn.ofSt. Louis			
28	B&O RR ICG RR StLSRy	Credit agreement dated February		
29	BN Inc. L&N RR StLSWRy	13, 1973 - Respondent severally		
30	C&EI RR MKT RR SOU Ry	guaranties loans. At December		
31	CRI&P RR MP RR N&W Ry	31, 1975, its' proportion was		
32		6.50% of \$3,405,600	221	Several
33				
34	Term.RR Assn.ofSt.Louis			
35	B&O RR ICG RR StLSRy	Credit agreement dated September		
36	BN Inc. L&N RR StLSW Ry	10, 1974 - Respondent severally		
37	C&EI RR MKT RR SOU Ry	guaranties loans. At December		
38	CRI&P RR MP RR N&W Ry	31, 1975 its' proportion was 6.50%		
39		of \$1,164,000	76	Several
40				
41	Trailer Train Company	Principal and Interest on various		
42	Prin. Proprietary Co's	Equipment Obligations.		
43	Subject to Change		12 653	Joint &
44				Several

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	\$	
2				
3				

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 (f) 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* #	1 273 170	1 273 170		XX XX	
2	(102) Passenger*	9 363		9 363	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†	1 421		1 421	XX XX	
7	(109) Milk				XX XX	
8	(110) Switching*	13 968	13 968		XX XX	
9	(113) Water transfers					
10	Total rail-line transportation revenue	1 297 922	1 287 138	10 784		
	Incidental					
11	(131) Dining and buffer	65	65		XX XX	
12	(132) Hotel and restaurant	20		20		
13	(133) Station, train, and boat privileges	61	61			
14	(135) Storage—Freight	8 374	8 374	XX XX	XX XX	
15	(137) Demurrage	1	1	XX XX	XX XX	
16	(138) Communication					
17	(139) Grain elevator			XX XX	XX XX	
18	(141) Power	2 020	1 967	53		
19	(142) Rents of buildings and other property	10 380	3 030	7 350		
20	(143) Miscellaneous	20 921	13 498	7 423		
21	Total incidental operating revenue					
	Joint Facility					
22	(151) Joint facility—Cr	2 150	1 252	898		
23	(152) Joint facility—Dr	33	33			
24	Total joint facility operating revenue	2 117	1 219	898		
25	Total railway operating revenues	1 320 960	1 301 855	19 105		
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: _____	\$ 4 053				
	(a) Of the amount reported for item A.1. 38 % (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 (). Estimated (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 _____	\$ 19 898				
	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): _____	\$ None				
28	(a) Payments for transportation of persons _____	\$ 534				
29	(b) Payments for transportation of freight shipments _____	\$				
30	†Governmental aid for providing passenger commuter or other passenger-train service included in account 108, as provided in item (d) of that account _____	\$ 1 421				
	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 _____	\$ 4 120				
32	Charges for service for the protection against cold _____	\$ 78				
	# Includes \$1 083 (000) 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; railroads. 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 expenses for the year (b)
	Maintenance of Way and Structures	\$
1	(201) Superintendence _____	18 683
2	(202) Roadway maintenance—Yard switching tracks _____	(1 587
3	Roadway maintenance—Way switching tracks _____ 16 408	(197
4	Roadway maintenance—Running tracks _____	(14 624
5	(206) Tunnels and subways—Yard switching tracks _____	(
6	Tunnels and subways—Way switching tracks _____ 291	(
7	Tunnels and subways—Running tracks _____	(291
8	(208) Bridges, trestles, and culverts—Yard switching tracks _____	(176
9	Bridges, trestles, and culverts—Way switching tracks _____ 6 359	(
10	Bridges, trestles, and culverts—Running tracks _____	(6 183
11	(210) Elevated structures—Yard switching tracks _____	
12	Elevated structures—Way switching tracks _____	
13	Elevated structures—Running tracks _____	
14	(212) Ties—Yard switching tracks _____	(996
15	Ties—Way switching tracks _____ 19 691	(21
16	Ties—Running tracks _____	(18 674
17	(214) Rails—Yard switching tracks _____	(419
18	Rails—Way switching tracks _____ 8 123	((244)
19	Rails—Running tracks _____	(7 948
20	(216) Other track material—Yard switching tracks _____	(1 670
21	Other track material—Way switching tracks _____ 13 464	((24)
22	Other track material—Running tracks _____	(11 818
23	(218) Ballast—Yard switching tracks _____	(250
24	Ballast—Way switching tracks _____ 5 127	((29)
25	Ballast—Running tracks _____	(4 906
26	(220) Track laying and surfacing—Yard switching tracks _____	(6 604
27	Track laying and surfacing—Way switching tracks _____ 52 577	(204
28	Track laying and surfacing—Running tracks _____	(45 769
29	(221) Fences, snowsheds, and signs—Yard switching tracks _____	(25
30	Fences, snowsheds, and signs—Way switching tracks _____ 991	(4
31	Fences, snowsheds, and signs—Running tracks _____	(962
32	(227) Station and office buildings _____	4 218
33	(229) Roadway buildings _____	212
34	(231) Water stations _____	372
35	(233) Fuel stations _____	194
36	(235) Shops and engine houses _____	3 459
37	(237) Grain elevators _____	
38	(239) Storage warehouses _____	
39	(241) Wharves and docks _____	75
40	(243) Coal and ore wharves _____	1 085
41	(244) TOFC/COFC terminals _____	239
42	(247) Communication systems _____	6 508
43	(249) Signals and interlockers _____	12 006
44	(253) Power plants _____	32
45	(257) Power-transmission systems _____	460
46	(265) Miscellaneous structures _____	76
47	(266) Road property—Depreciation (p. 82) _____	10 030
48	(267) Retirements—Road (p. 82) _____	114
49	(269) Roadway machines _____	11 270

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 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)		
\$ 1 971	\$ 16 400	\$ 18 371	\$ 1	\$ 311	\$ 312		1
1 395	173	1 568	1	18	19		2
197		197					3
8 811	5 696	14 507		117	117		4
							5
							6
109	178	287		4	4		7
127	47	174		2	2		8
							9
3 924	2 213	6 137		46	46		10
							11
							12
							13
854	139	993		3	3		14
21		21					15
10 148	8 354	18 502		172	172		16
440	(21)	419					17
(244)		(244)					18
3 642	4 219	7 861		87	87		19
1 522	143	1 665	2	3	5		20
(24)		(24)					21
4 309	7 357	11 666		152	152		22
232	17	249		1	1		23
(29)		(29)					24
3 557	1 322	4 879		27	27		25
5 703	849	6 552	18	34	52		26
204		204					27
29 492	15 948	45 440		329	329		28
21	4	25					29
4		4					30
496	456	952		10	10		31
2 472	1 493	3 965	139	114	253		32
26	184	210		2	2		33
185	168	353	9	10	19		34
121	69	190		4	4		35
1 501	1 789	3 290	42	127	169		36
							37
							38
75		75					39
1 085		1 085					40
239		239					41
2 215	4 183	6 393	2	108	110		42
4 402	7 205	11 607		399	399		43
11	17	28	3	1	4		44
153	268	421	19	20	39		45
46	28	74		2	2		46
11 907	5 741	17 648	244	138	382		47
64	37	101		13	13		48
2 466	8 730	11 196		74	74		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	\$
50	(270) Dismantling retired road property	567
51	(271) Small tools and supplies	6 451
52	(272) Removing snow, ice, and sand	5 735
53	(273) Public improvements—Maintenance	2 104
54	(274) Injuries to persons	2 617
55	(275) Insurance	65
56	(276) Stationery and printing	435
57	(277) Employees' health and welfare benefits	6 721
58	(281) Right-of-way expenses	2
59	(282) Other expenses	758
60	(278) Maintaining joint tracks, yards, and other facilities—Dr	4 285
61	(279) Maintaining joint tracks, yards, and other facilities—Cr	4 597
62	Total—All road property depreciation (account 266)	18 030
63	Total—All other maintenance of way and structures accounts	207 177
64	Total maintenance of way and structures	225 207
	Maintenance of Equipment	
65	(301) Superintendence	12 628
66	(302) Shop machinery	3 158
67	(304) Power-plant machinery	196
68	(305) Shop and power-plant machinery—Depreciation (p. 84)	926
69	(306) Dismantling retired shop and power-plant machinery	3
70	(311) Locomotives—Repairs, Diesel locomotives—Yard 57 810	(5 053
71	Locomotives—Repairs, Diesel locomotives—Other	(52 757
72	Locomotives—Repairs, Other than Diesel—Yard	
73	Locomotives—Repairs, Other than Diesel—Other	
74	(314) Freight-train cars—Repairs*	75 851
75	(317) Passenger-train cars—Repairs	888
76	(318) Highway revenue equipment—Repairs	2 647
77	(323) Floating equipment—Repairs	
78	(326) Work equipment—Repairs	3 245
79	(328) Miscellaneous equipment—Repairs	2 238
80	(329) Dismantling retired equipment	212
81	(330) Retirements—Equipment (p. 84)	(591)
82	(331) Equipment—Depreciation (p. 84)	46 608
83	(332) Injuries to persons	2 326
84	(333) Insurance	32
85	(334) Stationery and printing	413
86	(335) Employees' health and welfare benefits	7 241
87	(339) Other expenses	1 517
88	(336) Joint maintenance of equipment expenses—Dr	739
89	(337) Joint maintenance of equipment expenses—Cr	522
90	Total—All equipment depreciation (accounts 305 and 331)	47 534
91	Total—All other maintenance of equipment accounts	170 031
92	Total maintenance of equipment	217 565
93	*Includes charges for work done by others of	\$ 23 857
94	and credits for work charged to others in the amount of	\$ 20 449

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320. RAILWAY OPERATING EXPENSES—Continued

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)			
\$	\$	\$	\$	\$	\$	\$		
447	118	565		2	2			50
3 447	2 979	6 426		25	25			51
4 530	1 184	5 714	11	10	21			52
1 185	911	2 096		8	8			53
2 316	293	2 609	2	6	8			54
10	50	60	4	1	5			55
17	410	427		8	8			56
2 446	3 150	6 596		125	125			57
(38)	40	2						58
423	329	752		6	6			59
3 716		3 716	569		569			60
3 244	1 335	4 579		18	18			61
11 907	5 741	17 648	244	138	382			62
729 178	95 794	203 992	822	2 363	3 185			63
120 105	101 535	221 640	1 066	2 501	3 567			64
975	10 848	11 823		805	805			65
59	2 331	2 890	58	210	268			66
12	100	112	11	73	84			67
537	322	859	15	52	67			68
3		3						69
3 981	952	4 933		120	120			70
51 269	613	51 882	836	39	875			71
								72
								73
75 851		75 851						74
			888		888			75
2 647		2 647						76
								77
448	2 764	3 212		33	33			78
747	1 443	2 190	12	36	48			79
179	33	212						80
(591)		(591)						81
43 356	3 185	46 541		67	67			82
2 299	20	2 319	6	1	7			83
7	20	27	4	1	5			84
25	361	386		27	27			85
6 166	960	7 126	68	47	115			86
883	578	1 461	13	43	56			87
705		705	34		34			88
483	38	521		1	1			89
43 893	3 507	47 400	15	119	134			90
145 182	21 485	166 667	1 930	1 434	3 364			91
189 075	24 992	214 067	1 945	1 553	3 498			92

320. RAILWAY OPERATING EXPENSES—Continued

Line No.	Name of railway operating expense account		Amount of operating expenses for the year
	(a)	(b)	
	Traffic		\$
95	(351) Superintendence	10 256	
96	(352) Outside agencies	13 189	
97	(353) Advertising*	59	
98	(354) Traffic associations	1 288	
99	(355) Fast freight lines		
100	(356) Industrial and immigration bureaus	20	
101	(357) Insurance	16	
102	(358) Stationery and printing	1 166	
103	(359) Employees' health and welfare benefits	1 580	
104	(360) Other expenses	314	
105	Total traffic	27 888	
	Transportation—Rail Line		
106	(371) Superintendence	19 322	
107	(372) Dispatching trains	5 910	
108	(373) Station employees	36 671	
109	(374) Weighing, inspection, and demurrage bureaus	1 568	
110	(375) Coal and ore wharves	1 932	
111	(376) Station supplies and expenses	4 994	
112	(377) Yardmasters and yard clerks	32 602	
113	(378) Yard conductors and brakemen	50 591	
114	(379) Yard switch and signal tenders	1 444	
115	(380) Yard enginemen	21 507	
116	(382) Yard switching fuel	8 716	
117	(383) Yard switching power produced		
118	(384) Yard switching power purchased		
119	(388) Servicing yard locomotives	1 838	
120	(389) Yard supplies and expenses	4 427	
121	(392) Train enginemen	45 092	
122	(394) Train fuel	84 461	
123	(395) Train power produced		
124	(396) Train power purchased		
125	(400) Servicing train locomotives	18 662	
126	(401) Trainmen	77 717	
127	(402) Train supplies and expenses**	35 567	
128	(403) Operating sleeping cars	88	
129	(404) Signal and interlocker operation	5 605	
130	(405) Crossing protection	693	
131	(406) Drawbridge operation	991	
132	(407) Communication system operation	7 305	
133	(408) Operating floating equipment		
134	(409) Employees' health and welfare benefits	12 910	
135	(410) Stationery and printing	2 122	
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	6 912	
138	-Credits	4 411	
139	Heater-Charges	2 824	
140	-Credits	139	
141	TOFC trailers: Refrigerator-Charges	514	
142	-Credits	16	
143	Heater-Charges	347	
144	-Credits	29	

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)	
\$ 9 318	\$ 815	\$ 10 133	\$ 119	\$ 4	\$ 123	\$	95
12 648	526	13 174	12	3	15		96
49		49	10		10		97
1 284		1 284	4		4		98
							99
20		20					100
2	14	16					101
844	320	1 164		2	2		102
1 384	178	1 562	17	1	18		103
253	60	313		1	1		104
25 802	1 913	27 715	162	11	173		105
8 869	10 246	19 115	12	195	207		106
633	5 027	5 666		244	244		107
32 244	3 638	35 882	654	135	789		108
1 568		1 568					109
1 932		1 932					110
2 810	1 700	4 510	250	234	484		111
30 676	1 887	32 563	3	36	39		112
50 187	240	50 427		164	164		113
1 377	55	1 432		12	12		114
21 304	144	21 448		59	59		115
3 037	5 643	8 680		36	36		116
							117
							118
491	1 322	1 813		25	25		119
3 914	498	4 412		15	15		120
44 148		44 148	944		944		121
83 545		83 545	916		916		122
							123
							124
18 240		18 240	422		422		125
76 312		76 312	1 405		1 405		126
32 544	1 854	34 398	904	265	1 169		127
			88		88		128
3 055	2 416	5 471		134	134		129
558	130	688		5	5		130
362	600	962		29	29		131
1 521	5 637	7 158		147	147		132
							133
11 455	1 210	12 668	192	50	242		134
929	1 144	2 073	28	21	49		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	2 381
146	(414) Insurance	523
147	(415) Clearing wrecks	5 159
148	(416) Damage to property	1 333
149	(417) Damage to livestock on right of way	213
150	(418) Loss and damage—Freight	18 491
151	(419) Loss and damage—Baggage	
152	(420) Injuries to persons	9 943
153	(421) TOFC/COFC terminals	3 807
154	(422) Other highway transportation expenses	1 679
155	(390) Operating joint yards and terminals—Dr	6 931
156	(391) Operating joint yards and terminals—Cr	4 001
157	(412) Operating joint tracks and facilities—Dr	1 128
158	(413) Operating joint tracks and facilities—Cr	2 175
159	Total transportation—Rail line	528 147
	Miscellaneous Operations	(3)
160	(441) Dining and buffet service	139
161	(442) Hotels and restaurants	
162	(443) Grain elevators	
163	(445) Producing power sold	
164	(446) Other miscellaneous operations	
165	(449) Employees' health and welfare benefits	9
166	(447) Operating joint miscellaneous facilities—Dr	405
167	(448) Operating joint miscellaneous facilities—Cr	
168	Total miscellaneous operations	550
	General	
169	(451) Salaries and expenses of general officers	6 494
170	(452) Salaries and expenses of clerks and attendants	31 768
171	(453) General office supplies and expenses	8 709
172	(454) Law expenses	3 661
173	(455) Insurance	44
174	(456) Employees' health and welfare benefits	1 655
175	(457) Pensions	9 715
176	(458) Stationery and printing	1 516
177	(450) Other expenses* (1)	3 262
178	(461) General joint facilities—Dr	625
179	(462) General joint facilities—Cr	138
180	Total general expenses	67 311
181	Grand total railway operating expenses	1 066 668
182	Operating ratio (ratio of operating expenses to operating revenues) percent. (Two decimal places required)	80.75 %
183	Amount of employee compensation † (applicable to the current year) chargeable to operating expenses	\$ 619 756

*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, 75

\$ 75

†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 services. (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 shown in Schedule 551C and not included in this return.)

320. RAILWAY OPERATING EXPENSES—Concluded

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)	
\$	\$	\$	\$	\$	\$	\$	
2 177	186	2 363	6	12	18		145
347	17	364	152	7	159		146
5 158		5 158	1		1		147
1 373	(41)	1 332	1		1		148
209	2	211	2		2		149
18 491		18 491					150
							151
9 759	64	9 823	119	1	120		152
3 807		3 807					153
1 679		1 679					154
6 270		6 270	601		661		155
3 815	146	3 961	37	3	40		156
1 128		1 128					157
1 369	742	2 111		64	64		158
476 934	42 731	519 665	6 723	1 759	8 482		159
			(3)		(3)		160
136	3	139					161
							162
							163
							164
			9		9		165
			405		405		166
							167
136	3	139	411		411		168
77	6 131	6 208	2	284	286		169
11 987	18 824	30 811	84	873	957		170
96	8 231	8 327		382	382		171
18	3 482	3 500		161	161		172
	42	42		2	2		173
463	1 119	1 582	10	63	73		174
50	9 231	9 281	6	428	434		175
(28)	1 475	1 447		69	69		176
533	2 605	3 138	4	120	124		177
600	10	610	15		15		178
107	30	137		1	1		179
13 689	51 120	64 809	121	2 381	2 502		180
825 741	222 294	1 048 035	10 428	8 205	18 633		181

(1) Includes debit of \$ 3,470 NRPC 5 percent avoidable cost remuneration Col.(f).

322. ROAD PROPERTY—DEPRECIATION

Give the particulars called for with respect to the amount charged to account 266, "Road property—Depreciation," for the year.

Line No.	Subaccount (Dollars in thousands)		Amount of operating expenses for the year
	(a)	(b)	
			\$
1	(1) Engineering		250
2	(2 1/2) Other right-of-way expenditures		22
3	(3) Grading		384
4	(5) Tunnels and subways		290
5	(6) Bridges, trestles, and culverts		4 055
6	(7) Elevated structures		15
7	(13) Fences, snowsheds, and signs		2 165
8	(16) Station and office buildings		137
9	(17) Roadway buildings		100
10	(18) Water stations		112
11	(19) Fuel stations		1 084
12	(20) Shops and enginehouses		
13	(21) Grain elevators		
14	(22) Storage warehouses		
15	(23) Wharves and docks		356
16	(24) Coal and ore wharves		249
17	(25) TOFC/COFC terminals		2 249
18	(26) Communication systems		3 008
19	(27) Signals and interlockers		19
20	(29) Power plants		165
21	(31) Power		55
22	(35) Miscellaneous structures		2 861
23	(37) Roadway machines		448
24	(39) Public improvements—Construction		6
25	All other road accounts		18 030
26	Total (account 266)		

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		72
2	(2 1/2) Other right-of-way expenditures		1
3	(3) Grading		296
4	(5) Tunnels and subways		
5	(8) Ties		149
6	(9) Rails	(	442)
7	(10) Other track material	(	362)
8	(11) Ballast		68
9	(12) Track laying and surfacing		246
10	(38) Roadway small tools		
11	(39) Public improvements—Construction		85
12	(43) Other expenditures—Road		1
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)		114

322. ROAD PROPERTY—DEPRECIATION

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)	
\$ 127	\$ 118	\$ 245	\$ 2	\$ 3	\$ 5		1
17	5	22					2
242	139	381	2	1	3		3
188	101	289		1	1		4
2 664	1 368	4 032	13	10	23		5
							6
15		15					7
1 473	520	1 993	139	33	172		8
69	67	136		1	1		9
54	28	82	16	2	18		10
63	42	105	6	1	7		11
641	388	1 029	35	20	55		12
							13
							14
							15
356		356					16
249		249					17
1 508	714	2 222	15	12	27		18
1 738	1 224	2 962	4	42	46		19
10	7	17	1	1	2		20
96	55	151	9	5	14		21
25	29	54		1	1		22
2 089	767	2 856		5	5		23
277	169	446	2		2		24
6		6					25
11 907	5 741	17 648	244	138	382		26

324. RETIREMENTS—ROAD

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)	
\$ 72	\$	\$ 72	\$	\$	\$	\$	1
1		1					2
296		296					3
							4
149		149					5
(442)		(442)					6
(363)	1	(362)					7
68		68					8
246		246					9
							10
37	36	73		12	12		11
							12
0 1		0 1		1	1		13
							14
							15
							16
64 35	37	101 102		13 12	13 12		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		842
2	(45) Power-plant machinery		84
3	Total (account 305)		926

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		(544)
2	(53) Freight-train cars		
3	(54) Passenger-train cars		
4	(55) Highway revenue equipment		
5	(56) Floating equipment		
6	(57) Work equipment		(47)
7	(58) Miscellaneous equipment		
8	(76) Interest during construction		
9	(77) Other expenditures—General		
10	(60) Other elements of investment		
11	Total (account 330)		(591)

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		1 770
2	(52) Locomotives-Other		11 407
3	(53) Freight-train cars		29 808
4	(54) Passenger-train cars		
5	(55) Highway revenue equipment		403
6	(56) Floating equipment		
7	(57) Work equipment		1 331
8	(58) Miscellaneous equipment		1 889
9	Total (account 331)		46 608

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)	
\$ 501	\$ 297	\$ 798	\$ 11	\$ 33	\$ 44		1
36	25	61	4	19	23		2
537	322	859	15	52	67		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
(544)		(544)					2
							3
							4
							5
(47)		(47)					6
							7
							8
							9
							10
(591)		(591)					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)	
\$ 1 737	\$ 20	\$ 1 757	\$	\$ 13	\$ 13	\$	1
11 407		11 407					2
29 808		29 808					3
							4
403		403					5
							6
	1 317	1 317		14	14		7
	1 849	1 849		40	40		8
43 355	3 186	46 541		67	67		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	100	41
2	Alaska		Tennessee		42
3	Arizona	1	Texas	1	43
4	Arkansas		Utah		44
5	California	51	Vermont		45
6	Colorado	687	Virginia		46
7	Connecticut		Washington	5 098	47
8	Delaware	124	West Virginia		48
9	Florida		Wisconsin	1 058	49
10	Georgia		Wyoming	904	50
11	Hawaii		District of Columbia	1	51
12	Idaho	438			
13	Illinois	5 052	Other		
14	Indiana	1	Canada	799	52
15	Iowa	1 520	Mexico	95	53
16	Kansas	107	Puerto Rico		54
17	Kentucky	1			55
18	Louisiana		Total—Other than U.S. Government Taxes	40 699	56
19	Maine				
20	Maryland		B. U.S. Government Taxes		
21	Massachusetts		Kind of tax (a)	Amount (b)	
22	Michigan	1			
23	Minnesota	9 914		\$	
24	Mississippi		Income taxes:		
25	Missouri	2 131	Normal tax and surtax	3 584	57
26	Montana	6 544	Excess profits		58
27	Nebraska	2 368	Total—Income taxes	3 584	59
28	Nevada		Old-age retirement*	85 141	60
29	New Hampshire		Unemployment insurance	8 022	61
30	New Jersey		All other United States Taxes	47	62
31	New Mexico		Total—U.S. Government taxes	96 794	63
32	New York	2	Grand Total—Railway Tax Accruals (account 532)	137 493	64
33	North Carolina				
34	North Dakota	3 188			
35	Ohio				
36	Oklahoma		*Includes taxes for hospital insurance (Medicare) and supplemental annuities as follows:		
37	Oregon	513			
38	Pennsylvania		Hospital insurance	5 543	65
39	Rhode Island		Supplemental annuities	7 316	66
40	South Carolina				

350. RAILWAY TAX ACCRUALS—Continued

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 reinstate deferred tax effects (credits or debits) due to applying or recognizing a loss carry-forward or a loss carry-back.

5. The total of line 10 in columns (c) and (d) should agree with the total of the contra charges (credits) to account 533, provision for deferred taxes, and account 591, provision for deferred taxes - extraordinary and prior period 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 Rev. Proc. 62-21	188 099	13 851	-	201 950
2	Accelerated amortization of facilities Sec. 168 I.R.C.	25 255	(2 340)	-	22 915
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 below) *	(34 511)	3 233		(31 278)
6					
7					
8					
9	Investment tax credit	(1 633)	(7 712)	-	(9 345)
10	TOTALS *	177 210	7 032	-	184 242

Other:

Charges to provision for losses re-recorded in prior years relating to merger & discontinuance of Passenger services which are deductible currently

(15 740) 877 - (14 863)

Net provision for losses & write-down of investment and other assets not deductible in current year.

(2 098) (672) - (2 770)

Revenues & Gains taxable in other years

1 395 3 422 - 4 817

Accruals for casualties, claims & other expenses not deductible in current year.

(14 102) (1 989) - (16 091)

Interest during construction & other costs capitalized, deductible for tax purposes.

932 1 316 - 2 248

Taxable sale & leaseback transactions net of financial statement amortization.

(526) (184) - (710)

Taxable net gains on property retirements credited to accumulated deprec.

(995) (55) - (1 050)

Deferred state income taxes net of Federal tax benefit.

1 787 503 - 2 290

Miscellaneous *

(5 164) 15 - (5 149)

Total Other

(34 511) 3 233 - (31 278)

*NOTE: Prior year figure has been adjusted to show the effect of eliminating the insurance reserve and related deferred income taxes.

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.	7
2	Trks., vic. of Hoyne Ave., Chgo. IL	Illinois Northern Ry. Co.	5
3	Line Seattle to Maple Valley, WA	Chicago, Milw., St. Paul & Pac. RR Co.	2
4	Other items, each less than \$250,000		4
5		Total	18

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.	40
2	Parking lot site	Seattle, WA	U. S. Post Office Dept.	34
3	Industrial site	Minneapolis, MN	Universal Carloading & Dist.	22
4	Other items, each less than \$250,000 per annum			7 366
5				
6				
7				
8				
9				
10				
11			Total	7 462

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 rack* 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

(Dollar amounts 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)
	FREIGHT CARS		\$	\$	\$	\$
	Mileage Basis:					
1	Tank cars	93 630 735				7 193
2	Refrigerator cars	151 894 337	203	121		9 614
3	All other cars	126 516 846				6 318
4	Total (Lines 1-3)	372 041 918	203	121		23 125
5	TOFC and/or COFC Cars	125 335 289	156	355		6 590
	Combination Mileage and Per Diem Basis:					
	Mileage Portion:					
6	Unequipped box cars	164 800 255	6 945	4 740		
7	All other per diem cars	372 548 343	10 023	11 329		
8	Total (Lines 6 and 7)	537 348 598	16 968	16 069		
	Per Diem Portion:					
	Unequipped Box Cars:					
	U.S. Ownership:					
9	Basic		11 679	5 863		
10	Incentive		8 648	5 477		
	Canadian Ownership:					
11	Basic		XXXXXXXXXX	833		
12	Incentive		XXXXXXXXXX	379		
13	All Other Per Diem Cars		31 102	26 193		
14	Total Per Diem Portion (Lines 9-13)		51 429	38 745		
15	Leased Rental-Railroad, Insurance and Other Companies				1 385	18 381
16	Other Basis					8 326
	CAR-DAYS PAID FOR (Lines 6 through 14)					
17	Unequipped Box Cars		3 992 701	1 771 849		
18	All Other Per Diem Cars		5 222 009	4 212 413		
	OTHER FREIGHT CARRYING EQUIPMENT					
19	Refrigerated Highway Trailers		452	268		925
20	Other Highway Trailers		1 287	1 383		2 501
21	Auto Racks		2 560	2 367		79
22	GRAND TOTAL (Lines 4, 5, 8, 14-16 & 19-21)		73 055	59 408	1 385	59 927
23	NET BALANCE CARRIED TO INCOME ACCOUNT: CREDIT \$			or DEBIT \$	44 895	

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 _____	6		
2	Per diem basis _____	42	22	
3	Other basis _____	2 152	54	
	Locomotives of individuals and companies not carriers:			
4	Mileage basis _____	-	-	
5	Per diem basis _____	35	-	
6	Lease rental-insurance and other companies _____	3	13 164	
7	Other basis _____	56	73	
8	Total _____	2 294	13 313	

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 _____		1	
2	Per diem basis _____			
3	Other basis _____	13		
	Cars of individuals and companies not carriers:			
4	Mileage basis _____			
5	Per diem basis _____			
6	Lease rental-insurance and other companies _____		728	
7	Other basis _____	1		
8	Total _____	14	729	

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	621			621
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	2			2
10	Total	746			746

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	Office Space, Security			\$
2	State Bank	Billings, MT	Seabank Realty Co.	33
3	Tracks, Hanford		Atlantic Richfield	
4	Project	Hanford, WA	Hanford Co.	25
5	Cabooses, Western Pac.	Between Bieber, CA		
6	R.R. Co.	and Klamath Falls, OR	Western Pacific R.R.Co.	9
7				
8	Other items, each less than \$250,000			84
9				
10			Total	151

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"; 580, "Prior period items"; 590, "Income taxes on extraordinary and prior period 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	620	Appropriation for sinking and other reserve funds	\$	\$
2		Appropriations from 1975 income for sinking fund		
3		requirements payable July 1, 1976, G.N. General		
4		Mortgage Bonds Series N, O, P and Q.	1 125	
5				
6	621	Appropriations for other purposes		
7		Incentive per diem	2 353	
8				
9	622	Appropriations released		
10		Amount appropriated from income in 1974 for sink-		
11		ing fund requirements under G.N. General Mortgage		
12		Bonds Series N, O, P and Q as bonds theretofore		
13		acquired from funds derived from income were used		
14		for the requirement, payable July 1, 1975.		1 125
15				
16	519	Miscellaneous income		
17		Profit on sale of land		5 615
18		Gain on sale of Desert Magic Inc. stock		2 994
19		Gain - Early extinguishment of debt		716
20		Funds received from Penn Central Trust Fund		
21		previously written off		689
22		Self insurance fund-profit on sale of securities		273
23		Other items, each less than \$250,000		943
24		Total account 519		11 230
25				
26	551	Miscellaneous income charges		
27		Accrue additional liability in Pullman Co.		
28		litigation	1 161	
29		Interest on tax deficiencies	2 060	
30		Net unrealized loss on marketable		
31		equity securities	748	
32		Additional reserve for amounts due from REA		
33		Express	450	
34		Additional reserve for amounts due from		
35		railroads in receivership	380	
36		AFE adjustments - SP&S District	350	
37		Loss on sale of securities	252	
38		Commitment fees	298	
39		Other items, each less than \$250,000	1 227	
40		Total Account 551	6 926	
41				

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED INCOME ACCOUNTS

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 station 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 road of this class the respondent has no proprietary rights but only the rights of a licensee. Include in this class, also, all main tracks, industrial tracks and sidings owned by noncarrier companies and individuals when the respondent operates over them but does not have exclusive possession of them.

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

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

411. MILEAGE OPERATED AT CLOSE OF YEAR (For other than switching and terminal companies)

Line No.	Class	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	11 450	1 548	72	1 765	1 213	3 647	19 695
2	1J	3/4	M						6	6
3	1J	2/3	M						25	25
4	1J	1/2	M	36	1		9	10	97	153
5	1J	1/3	M	5	5		1	5	13	29
6	1J	1/4	M						10	10
7	1J	1/5	M						12	12
8	1J	1/6	M					1		1
9	1J	1/12	M					1		1
10	Total 1J			41	6		10	17	163	237
11	Total 1 & 1J M			11 491	1 554	72	1 775	1 230	3 810	19 932
12	1	100	B	9 691	7		359	956	290	11 303
13	1J	2/3	B							
14	1J	1/2	B	134			10	47	19	210
15	1J	1/3	B	1				3	7	11
16	1J	1/4	B						36	36
17	1J	1/5	B						2	2
18	Total 1J B			135			10	50	64	259
19	Total 1 & 1J B			9 826	7		369	1 006	354	11 562
20	Total M & B			21 317	1 561	72	2 144	2 236	4 164	31 494
21										
22	3B	100	M	83			6	4	12	105
23	3B	100	B	48			5	5		58
24	Total M & B			131			11	9	12	163
25										
26	4A	100	M	443	6		74	30	96	649
27	4AJ	1/2	M						1	1
28	Total 4A & 4AJ M			443	6		74	30	97	650
29	4A	100	B	63			1	5	2	71
30	Total 4A & 4AJ M & B			506	6		75	35	99	721
31										
32	5	100	M	370	88	2	55	36	122	673
33	5	100	B	434	25		63	22	31	575
34	Total M & B			804	113	2	118	58	153	1 248
35										
36	Total M			12 387	1 648	74	1 910	1 300	4 041	21 360
37	Total B			10 371	32		438	1 038	387	12 266
38	Grand Total			22 758	1 680	74	2 348	2 338	4 428	33 626
39										
40				CANADIAN MILEAGE INCLUDED ABOVE						
41	1	100	M	34	7		4	1	30	76
42	1	100	B	89			2	5	4	100
43	1J	1/2	B	4						4
44	Total 1 & 1J B			93			2	5	4	104
45	Total M & B			127	7		6	6	34	180
46										
47	5	100	M	67	2		5	6		80
48	5	100	B	13			3	1	16	33
49	Total M & B			80	2		8	7	16	113
50										
51	Grand Total Canadian									
52	Mileage			207	9		14	13	50	293
53										
54										
55	Total Main Line		XXX							
56	Total Branch Lines		XXX							
57	Grand Total		XXX							
58	Miles of road or track electrified included in preceding grand total		XXX							

(See Line 38)

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	1	Coach Tracks	M							22		22
2	1J	Line "D"	M				02			1	22	1 24
3	1	Spur	M							1	92	1 92
4	1J	Interch.-Trks.	M							17		17
5	1	MILW	B				02					02
6	1J	Connections	B				07					07
7	1J	"	B				08					08
8	1J	MILW	B				01					01
9	1J	"	B				01					01
10	1J	"	B				01					01
11	1	IN	M							57		57
12	1	ICG	B							07		07
13	1	MILW	M							71		71
14	1	SOT	M							27		27
15		Total	XXX				22		5	15		5 37

Note: Lengths above are stated to nearest hundredth of a mile.

Lines

1. Leased to Duluth Union Depot Co., which company pays rental and maintains property in Duluth, Minnesota.
2. Joint ownership with Soo Line RR Co., which company operates and maintains property on Line "D" in Minneapolis, Minnesota.
3. Leased to and operated by Union Pacific RR Co., which company pays taxes and maintains property in Spokane, Washington.
4. Joint ownership with Union Pacific RR Co., and CMStP&P RR Co. CMStP&P RR Co. operates and maintains property in Seattle, Washington.
5. Leased to CMStP&P RR Co., rental 2½% per annum on valuation at Choteau, MT.
6. Joint owned with Union Pacific RR Co., which company operates trackage between Waitsburg, Jct. and Dayton, Washington.
7. Joint owned with Union Pacific RR Co., which company operates trackage at Villard Jct., Wallula Jct., and Zanger Jct.
8. Joint owned with CMStP&P RR Co. at Emerson Jct., Montana.
9. Joint owned with CMStP&P RR Co. at Dracut Jct., Montana.
10. Joint owned with CMStP&P RR Co. at Spring Creek Jct., Montana.
11. Illinois Northern Ry. Co. operates yard tracks under agreement at Chicago, Illinois.
12. Ill. Cent. Gulf RR Co. operates yard tracks under agreement at West Frankfort Illinois.
13. CMStP&P RR Co. operates yard tracks under agreement at Council Bluffs, Iowa.
14. South Omaha Terminal Ry. Co. operates yard tracks under agreement at South Omaha, Nebr.

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 should be stated to the nearest hundredth of a mile.

properly. Tracks which have been permanently abandoned should not be included in columns (i) and (j). Lengths should be stated to the nearest hundredth of a mile.

Line No.	State or territory (e)	ROAD OPERATED BY RESPONDENT										LINE OWNED, NOT OPERATED BY RESPONDENT		New line constructed during year (k)		
		LINE OWNED				Line of proprietary companies (d)	Line operated under lease (e)	Line operated under contract, etc. (f)	Line operated under trackage rights (g)	Total mileage operated (h)	Main line (i)	Branch lines (j)				
		Main line (b)		Branch lines (c)												
1	California	65	75	6	33	15				62	1	99	52			
2	Colorado	213	94	4	138	21				38	32	390	47			
3	Idaho	163	01	1	270	91				7	31	441	23			
4	Illinois	942	53	3	504	38				135	20	1 582	11			
5	Iowa	449	88	0	374	59				135	30	959	77			
6	Kansas	12	85	3	187	03				18	03	217	91			
7	Kentucky									12	42	12	42			
8	Minnesota	1 850	10	0	1 041	90				69	47	2 961	47			
9	Missouri	597	70	8	465	58				30	93	1 094	21			
10	Montana	2 342	17	2	1 052	42		51 59	2	34	51	3 480	69			
11	Nebraska	1 408	58	7	1 229	76				5	35	2 643	69			
12	North Dakota	1 103	01	3	2 290	30				41	95	3 435	26			
13	Oregon	133	71	4	43	35		08	100 29	0	82	71	360 14			
14	South Dakota	61	55	5	465	33				1	92	528	80			
15	Washington	1 141	61	1	1 527	23		48 40	3	405 93	6	194 49	3 317 66			
16	Wisconsin	342	93	2	1	43				1	31	345	67			
17	Wyoming	606	61	4	41	93		30 92	1			679	46			
18	Prov. of British Columbia	33	81	4	90	95					8 85	133	61			
19	Prov. of Manitoba										73 88	73	88			
20																
21																
22	Total Mileage (single track)	11 469	74	9	9 758	45		130 99	1	506 22	6	892 57	22 757 97	NONE	NONE	NONE

9 758.458
21,222.198

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 fact it may be used in answering any particular inquiry. Changes in mileage should be reported by classes and stated to the nearest hundredth of a 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 87			6 89	8 96	15 36	35 08	
2	1	B	66			2 24	3 82	1 73	8 45	
3	1J	M	01			03		4 66	4 70	
4	4A	M		4 55				79	5 34	
5	5	M					70		70	
6	5	B	01						01	
7										
8										
9										
10										
11										
12										
13	Total Increase		4 55	4 55		9 16	13 48	22 54	54 28	

DECREASES IN MILEAGE

14	1	M	12 97			13 39	6 23	27 68	60 27	
15	1	B	61 23			4 42	9 65	1 29	76 59	
16	1J	M					1 86	03	1 89	
17	1J	B						06	06	
18	4A	M	16			2 10	1 09	1 56	4 91	
19	4A	B						76	06	
20	4AJ	M						09	09	
21	4A5	M						33	33	
22	5	M				54			54	
23	5	B	160 10			76	76		161 62	
24										
25	Total Decrease		234 46			21 21	19 59	31 10	306 36	

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 2.07 Miles of road abandoned 68.39 (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

Increases:	Segment	Date	Finance Docket No.
.01	Lewiston, ID, Adjustment Trackage Rights (UP)		
.03	Ashland - Sioux City, NE, (State Line), Recalculation		
.01	Lincoln - Columbus, NE, (via Gilmore Jct), Recalculation		
.01	Albany Jct. - Grant City, MO, Recalculation		
.01	Mt. Morris, IL, Recalculation		
.14	Alpha, IL, Track changes		
.02	Birmingham - Kearney, MO, Recalculation		
.05	Corydon, IA, Recalculation		
.01	Clearfield, IA, Recalculation		
.06	Kansas City - St. Joseph, MO, Recalculation		
.07	St. Louis - Burlington, IA, Recalculation		
2.07	Sandpoint Connection, ID, New construction		
1.54	Spokane - Wenatchee, WA, Correction		
.10	Napier - Wymore, MO, Recalculation		
.01	St. Louis, MO, Jt. Trackage (TRR of St. Louis), Recalculation		
.10	Post Falls, ID, Connection		
.31	Heutter, ID, Connection		
4.55	Total increases in miles of road		

Decreases:

.09	McLeary, WA, Transferred to side track		
* 12.56	Issaquah - Snowqualmie, WA, Abandonment		
* 11.28	Harrison - Norris, MT, Abandonment		AB6-Sub 10
.12	Harrison - Norris, MT, Transfer to side track		25538
* 7.05	Tarkio - Westboro, MO, Abandonment	3-31-75	AB6-Sub 4
.97	Riparia - Idaho State Line, WA, Adjustment of Trackage Rights		
.02	Larsen, WA, Recalculation		
.08	Onalaska, WI, Recalculation		
.43	Quincy, IL, Recalculation		
.01	West Quincy, MO, Recalculation		
.03	Ashland - Sioux City, NE, (State Line), Recalculation		
.07	Spokane - Spokane Bridge, WA, Connection removed		
.73	Cass Lake, MN, Transfer to side track		
.01	Lewistown, MT, Recalculation		
.09	St. Louis - Burlington, MO, Recalculation		
.90	Newport - Spokane, WA, Correction		
.04	Mark - St. Joseph, MO, Recalculation		
* 7.84	Jamestown - Leeds, ND, Abandonment	11- 1-75	AB6-Sub 25
.77	Minneapolis - M&D Jct. MN, .30 removed; .47 transferred to side track		
.13	Vancouver - Kennewick, WA, Recalculation		
.03	E. Pasco - Scribner, WA, Recalculation		
**159.04	Francis - Kansas City, MO, Aband.tr. rights	11-15-75	AB6-Sub 31
* 4.82	Post Falls - Heutter, ID, Aband.tr. rights	10-13-75	AB6-Sub 21
1.03	Post Falls - Heutter, ID, Transfer to side track		
* 11.40	Monticello - Clearwater, MN, Abandonment	11-15-75	AB6-Sub 12
* 13.44	Corydon - Humeston, IA, Abandonment	12- 1-75	AB6-Sub 19
1.49	Edgecomb - Arlington Jct, WA, Transfer to side track		
234.46	Total decreases in miles of road		

* Miles of road abandoned - 68.39

** Miles of trackage rights abandoned - 159.04

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 (i); units temporarily out of respondent's service and rented to others for less than one year are to be included in column (h); units rented from others for a period less than one year should not be included in column (i).

4. For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units. A "B" unit is similar to an "A" unit, but not equipped for use singly or as a lead locomotive unit. A "B" unit

may be equipped with hostler controls for independent 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	Units in service of respondent at beginning of year	Changes During the Year					Units at Close of Year				
			Units installed				Units retired from service of respondent whether owned or leased, including re-classification	Owned and used	Leased from others	Total in service of respondent (col. (h)&(i))	Aggregate capacity of units reported in col. (j) (see ins. 7)	Leased to others
			New units purchased or built	New units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units including re-classification and second hand units purchased or leased from others						
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
	Locomotive Units									(H.P.)		
1	Diesel-Freight — A units	1 002 ⁴		30		11	3	624	416	1 040	2 990 400	10
2	Diesel-Freight — B units	48 ⁴				3		51		51	85 500	
3	Diesel-Passenger — A units	37 ⁴					12	4	21	25	59 400	
4	Diesel-Passenger — B units	3 ⁴					3					
5	Diesel-Multiple purpose — A units	690 ⁴			14		19	638	47	685	1 151 300	
6	Diesel-Multiple purpose — B units											
7	Diesel-Switching — A units	381 ⁴			3		7	311	6	377	411 800	1
8	Diesel-Switching — B units											
9	Total (lines 1 to 8)	2 161 ⁴		30	17	14	44	1 688	490	2 178	4 698 400	11
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)	2 161		30	17	14	44	1 688	490	2 178	398 400	11
17	Auxiliary units	15						15		15	XXXX	
18	Total Locomotive Units (lines 16 and 17)	2 176		30	17	14	44	1 703	490	2 193	XXXX	11

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

						During Calendar Year						
Type or design of units (a)	Before Jan. 1, 1950 (b)	Between Jan. 1, 1950, and Dec. 31, 1954 (c)	Between Jan. 1, 1955, and Dec. 31, 1959 (d)	Between Jan. 1, 1960, and Dec. 31, 1964 (e)	Between Jan. 1, 1965, and Dec. 31, 1969 (f)	1970 (g)	1971 (h)	1972 (i)	1973 (j)	1974 (k)	1975	TOTAL (l)
19 Diesel	590 173	480 417	202 480	348 202	528 348	30 54	165	109	110	90	30	2 178
20 Electric												
21 Other self-powered units	590 173	480 417	202 480	348 202	528 348	30 54	165	109	110	90	30	2 178
22 Total (lines 19 to 21)	3			2	10 2	1		7	2			15
23 Auxiliary units												
24 Total Locomotive Units (lines 22 and 23)	593 176	480 417	202 480	350 202	538 350	30 55	165	116	112	90	30	2 193

417. INVENTORY OF EQUIPMENT—Continued

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

Line No.	Class of equipment and car designations	Units in service of respondent at beginning of year	Changes During the Year					Units at Close of Year				
			Units Installed				Units retired from service of respondent whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent (col. (h) & (i))	Aggregate capacity of units reported in col. (j) (see ins. 7)	Leased to others
			New units purchased or built	New units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units, including reclassification and second hand units purchased or leased from others						
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
	PASSENGER-TRAIN CARS <i>Non-Self-Propelled</i>	157				13	5	40	125	165	<i>(Seating capacity)</i> 19 653	3
25	Coaches [PA, PB, PBO]											
26	Combined cars [All class C, except CSB]	2					2					
27	Parlor cars [PBC, PC, PL, PO]	1					1					
28	Sleeping cars [PS, PT, PAS, PDS]	40				3	12	28	3	31	710	
29	Dining, grill and tavern cars [All class D, PD]	15				3		16	2	18	XXXX	
30	Postal cars [All class M]	32				2	8	19	7	26	XXXX	
31	Non-passenger carrying cars [All class B, CSB, PSA, 1A]	121				25	15	125	6	131	XXXX	
32	Total (lines 25 to 31)	368				46	43	228	143	371 *	20 363	3
	<i>Self-Propelled Rail Motorcars</i>											
33	Electric passenger cars [EP, ET]											
34	Electric combined cars [EC]											
35	Internal combustion rail motorcars [ED, EG]											
36	Other self-propelled cars (Specify types: _____)											
37	Total (lines 33 to 36)											
38	Total (lines 32 and 37)	368				46	43	228	143	371	20 363	3
	COMPANY SERVICE CARS	7						7		7	XXXX	
39	Business cars [PV]	1 236				60	124	1 125	47	1 172	XXXX	
40	Boarding outfit cars [MWX]											
41	Derrick and snow removal cars [MWU, MWV, MWW, MWK]	216				13	4	219	6	225	XXXX	
42	Dump and ballast cars [MWB, MWD]	911					17	861	33	894	XXXX	
43	Other maintenance and service equipment cars	5 031				240	200	4 869	202	5 071	XXXX	
44	Total (lines 39 to 43)	7 401				313	345	7 081	288	7 369	XXXX	

* 124 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 (n); units temporarily out of respondent's service and rented to others for less than one year are to be included in column (i); units rented from others for a period less than one year should not be included in column (j).

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

Line No.	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)	New units purchased or built ¹ (d)	New units leased from others (e)	Units Installed	
						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]	43 765 *					1 016
46	Box-General Service (equipped) [A-20, A-30, A-40, A-50, R-06, R-07]	7 624 *		500			1 501
47	Box-Special Service [A-00, A-10]	1 477 *		117			33
48	Gondola-General Service [All G (except G-9-)]	5 575 *		497			61
49	Gondola-Special Service [G-9-, J-00, all C, all E]	3 041 *		803			32
50	Hopper (open top)-General Service [All H (except H-70)]	11 083 *		100	500		489
51	Hopper (open top)-Special Service [H-70, J-10, J-20, all K]	5 381 *					66
52	Hopper (covered) [L-5-] R-217	14 060 *		564			745
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]	97 *		35			
57	Refrigerator (meat)-Mechanical [R-11, R-12]	164 *					
58	Refrigerator (other than meat) -Mechanical [R-04, R-10] R-218	3 029 *					21
59	Refrigerator (meat)-Non-Mechanical [R-02, R-08, R-09, R-14, R-15, R-17]						136
60	Refrigerator (other than meat) -Non-Mechanical [R-03, R-05, R-13, R-16]						2 296
61	Stock [All S]	2 755 *					
62	Autorack [F-5-, F-6-]	2 755					
63	Flat-General Service [F-0-]	3 825 *					41
64	Flat-Special Service [F-1-, F-9-, F-20, F-30, F-3 F-40, L-2-, L-3-] F-8	4 405 *		300			48
65	Flat-TQFC [F-7-,]	355 *					
66	All other [L-0-, L-1-, L-4-, L080, L090] M-110	2 106 *					2
67	Total (lines 45 to 66)	108 791 *		2 916	500		6 487
68	Caboose [All N]	XXXX	1 073 *	55	50		
69	Total (lines 67, 68)	108 791 *	1 073 *	2 971	550		6 487
70	Grand total, all classes of cars (lines 38, 44 and 69)	108 791 109 761	8842 7 872	2 971	550		6 846
¹ Box, unequipped (which relates to incentive per item only)		New units purchased or built			Units rebuilt or acquired		
		General funds		Incentive funds	General funds		Incentive funds

¹Box, unequipped (which relates to incentive per item only)

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 or 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 (a) correspond to the AAR Multilevel Per Diem Master List. Dashes are used in appropriate places to permit a sin-

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 (i)	Leased from others (j)	Total in service of respondent (col. (i)+(j))		Aggregate capacity of units reported in col. (k)+(l) (see ins. 4) (m)	Leased to others (n)	
			Time- mileage cars (k)	All other (l)			
Units retired from service of respondent whether owned or leased, in- cluding re- classification (h)							
2 291	33 411	9 079	42 027	463	2 387 832		45
188	8 021	1 416	9 437		646 048		46
39	1 519	69	1 588		117 139		47
158	4 594	1 381	5 975		448 202		48
100	3 101	675	3 776		349 968		49
707	9 041	2 424	11 465		948 505		50
86	5 161	200	5 361		412 797		51
781	13 648	940	14 588		1 299 636	4	52
							53
							54
	49		49		4 606		55
5	127		127		12 295	5	56
21	124	19	143		10 750		57
7	1 454	1 589	3 043		201 372		58
5	130	1	130	1	5 912		59
127	967	1 202	967	1 202	115 775		60
164	2 591		2 591		104 758		61
							62
391	2 356	619	3 475		206 046		63
111	4 487	155	4 642		304 289	299	64
3	352		352		19 950		65
14	2 093	1	2 094		152 355		66
5 198	93 726	19 770	111 830	1 666	7 748 235	308	67
72	1 014	92	XXXX	1 106	XXXXXXXXXXXXXX	5	68
5 270	94 740	19 862	111 830	2 772	7 748 235	313	69
5 658	102 049	20 293	111 830 112 776	10 512 9 560	7 748 235	316	70

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		55 [*]				2
75	Dry van	1 402 [*]	10 [*]				1
76	Flat bed	14 [*]					1
77	Open top	1 [*]					
78	Mechanical refrigerator	319	40 [*]				
79	Bulk						
80	Insulated	26 [*]	8 [*]				
81	Platform, removable sides		3 [*]				
82	Other trailer or container	189 [*]					
83	Tractor		37 [*]	5			
84	Truck		28 [*]				
85	Total (lines 74 to 84)	1 951 [*]	181 [*]	5			4

NOTES AND REMARKS

417. INVENTORY OF EQUIPMENT—Concluded

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

Changes during year (Concluded)	Units At Close of Year						Line No.
	Owned and used	Leased from others	Total in service of respondent (col. (i) + (j))		Aggregate capacity of units reported in col. (k) + (l) (see ins. 4)	Leased to others	
			Per diem	All other			
Units retired from service of respondent whether owned or leased, in- cluding re- classification (h)	(i)	(j)	(k)	(l)	(m)	(n)	
					(Tons)		
			XXXX				
			XXXX				
			XXXX				
11	36	10		46	760		
23	198	1 192	1 380	10	38 235		
5	10		10		250		
	1		1		25		
16	343		307	36	8 285		
2	32		24	8	552		
	3			3	55		
172	17		17		425		
12	30			30	143		
4	24			24	49		
245	694	1 202	1 739	157	48 779		

NOTES AND REMARKS

421. HIGHWAY MOTOR VEHICLE OPERATIONS

Give particulars of highway motor vehicles operated by respondent in revenue and nonrevenue 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	6		49
2	Number installed during the year			
3	Number retired during the year	3		6
4	Number available at close of year	3		43
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		31	
17	Number installed during the year		1	
18	Number retired during the year		2	
19	Number available at close of year		30	

*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 I.C.C. 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 (e)	Semitrailers (f)	Tractors (g)	Trailers (h)	Trucks (i)	Combination bus-trucks (j)	Line No.
186	1 826	37		28		1
	2	5				2
169	49	12		4		3
17	1 779	30		24		4
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX		5
XXXXXX		XXXXXX			XXXXXX	6
XXXXXX		1 700 054	1 700 054	XXXXXX	XXXXXX	7
				110 210		8
						9
XXXXXX	XXXXXX	XXXXXX	XXXXXX	49 232	XXXXXX	10
XXXXXX	XXXXXX	XXXXXX	XXXXXX	48 736	XXXXXX	11
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	12
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	13
XXXXXX	XXXXXX	XXXXXX	XXXXXX	9 550 085	XXXXXX	14
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	15
	21	8	115	2 431	1	16
	1	6		141		17
		2		248		18
	22	12	115	2 324	1	19

B. OPERATED BY OTHERS—Concluded
(Revenue service)

Containers (e)	Semitrailers (f)	Tractors (g)	Trailers (h)	Truck (i)	Combination bus-trucks (j)	Line No.
XXXXXX	XXXXXX	XXXXXX	XXXXXX	51 182	XXXXXX	20
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	21
XXXXXX	XXXXXX	XXXXXX	XXXXXX	5 082 372	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 (a)	Nature of respondent's interest (b)	Date on which respondent's direct or indirect interest was originally acquired (c)
1	BN Transport Inc.	Direct	December 27, 1929
2	176 East Fifth Street		
3	St. Paul, Minnesota 55101		
4			
5	Western Motor Express, Inc.	Indirect	April 18, 1960
6	12400 - 51st Place South		
7	Seattle, Washington 98178		
8			
9			
10			
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20			
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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 derailing 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 (i) 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	48	71	4	6	17	146	207	353
2	Crossings added: New crossings							1	1
3	Change in protection		1				1		1
4	Crossings eliminated: Separation of grade								
5	Change in protection								
6	Other causes	4			1	2	7	3	10
7	Number at close of year	44	72	4	5	15	140	205	345
	Number at Close of Year by States:								
8	California		1				1		1
9	Colorado	1					1	6	7
10	Idaho								
11	Illinois	7	7			3	17	10	27
12	Iowa	4	4				8	24	32
13	Kansas							1	1
14	Minnesota	9	23		1		33	50	83
15	Missouri	4	1			1	6	11	17
16	Montana		1			1	2	3	5
17	Nebraska	9	13	1		2	25	14	39
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									

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 (l), 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.

Line No.	Item of Annual Change (a)	TYPES OF PROTECTION FOR, AND NUMBERS OF CROSSINGS AT GRADE													
		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	619	1672	11	4	8	23	24	430	2791	15203	2176	141	996	21307
2	Added: By new, extended or relocated highway	4	2							6	9	3		3	21
3	By new, extended or relocated railroad										2	1			3
4	Total added	4	2							6	11	4		3	24
5	Eliminated: By closing or relocation of highway										2	2			4
6	By relocation or abandonment of railroad										23	3		2	28
7	By separation of grades		1							1	4				5
8	Total eliminated		1							1	29	5		2	37
9	Changes in protection: Number of each type added	31	27							58					58
10	Number of each type deducted		10			1			6	17	35	5		1	58
11	Net of all changes	+35	+18			-1			-6	+46	-53	-6		0	-13
12	Number at close of year	654	1690	11	4	7	23	24	424	2837	15150	2170	141	996	21294
13	Number at close of year by States: California		1							1	27				28
14	Colorado	6	27						9	42	247	27	15	37	368
15	Idaho	4	8						16	28	153	1	2	21	205
16	Illinois	150	331	1	2			10	37	531	973	348		145	1997
17	Iowa	76	67			3		7		153	789	235		30	1207
18	Kansas		8							8	233	5		5	251
19	Minnesota	106	293		2		3		62	466	2106	834	68	7	3481
20	Missouri	10	162	2		4	4	6	7	195	722	161	1	15	1094
21	Montana	50	137						2	189	1341	22	6	174	1732
22	Continued on Page 114-A														

510. GRADE CROSSINGS—Continued
B—Railroad With Highway

Road Initials BN
Year 1975

Line No.	Item of Annual Change (a)	TYPES OF PROTECTION FOR, AND NUMBERS OF CROSSINGS AT GRADE													
		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 _____														
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	Nebraska	67	196						38	301	2138	75	3	90	2607
14	North Dakota	42	143	8					20	213	3810	32	13	132	4200
15	Oregon	21	4				2		22	41	158	47	1		255
16	South Dakota	1	33							34	306	222		20	582
17	Washington	84	185				14	1	205	489	1808	55	31	283	2666
18	Wisconsin	26	28						5	59	168	75	1	5	308
19	Wyoming	6	48						1	55	127	31		27	240
20	British Columbia	5	19							24	44			5	73
21															
22															

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 grades.

(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	1297	1129	2426
2	Added: By new, extended or relocated highway	16	2	18
3	By new, extended or relocated railroad	-	-	-
4	By elimination of grade crossing ¹	5	-	5
5	Total added	21	2	23
6	Deducted: By closing or relocation of highway	2	1	3
7	By relocation or abandonment of railroad	-	1	1
8	Total deducted	2	2	4
9	Net of all changes	+ 19	0	+ 19
10	Number at close of year	1316	1129	2445
	Number at close of year by States:			
11	California	1	1	2
12	Colorado	10	11	21
13	Idaho	21	29	50
14	Illinois	143	156	299
15	Iowa	106	86	192
16	Kansas	8	3	11
17	Kentucky	6	5	11
18	Minnesota	216	152	368
19	Missouri	86	57	143
20	Montana	121	82	203
21	Nebraska	139	113	252
22	North Dakota	54	63	117
23	Oregon	31	42	73
24	South Dakota	22	27	49
25	Washington	288	247	535
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 (a).

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	2 145 495	\$ 8 84	\$ 18 972	5 246 798	\$ 268 02	\$ 1 406	New
2	T	66 245	3 71	245				Second Hd
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20	Total	2 211 740	\$ 8 69	19 217	5 246 798	268 02	1 406	

(Dollars in thousands)

21	Amount of salvage on ties withdrawn	\$ 451
22	Amount chargeable to operating expenses	\$ 20 172
23	Amount chargeable to additions and betterments	\$ NONE

20623 ✓

Estimated number of crossties in all maintained tracks:

	Number	Percent of Total
24	Wooden ties	91,670,242 100.00
25	Other than wooden ties (steel, concrete, etc.)	303
26	Total	91,670,545 100.00

Line 22 above.
Inventory Adjustments
Total Account 212

\$20,172
(481)
\$19,691

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 (d)
	Robert S. Macfarland	Chairman Emeritus- Retired		\$61,935
	John M. Budd	Chairman of the Finance Committee-Retired		92,217 15,163 (c)
	Anthony Kane	Vice President-Law - Retired		87,652 (c)
	M. M. Scanlan	Vice President-Marketing (Retired 12/30/75)	\$90,000	1,369 (d)
	H. J. Surles	Reg. Vice President (Retired 11/30/75)	4,513 Mo.	367 (d) 1,606 (e)
	H.H. Holmquist	Vice President, Personnel (Retired 11/1/75)	3,958 Mo.	381 (d) 2,615 (e)
	R. T. Cabbage	A.V.P. & General Counsel (Retired 8/1/75)	5,075 Mo.	715 (d) 11,450 (e)
	R. G. Johnson	A.V.P. Transportation (Retired 10/1/75)	4,647 Mo.	680 (d) 4,766 (e)
	J. E. Homer	A.V.P. Operations (Retired 5/1/75)	4,270 Mo.	891 (d) 20,974 (e)

(a) Annual Pension

(b) Directors Fees

(c) Compensation as Vice President, St. Louis and Kansas City Land Company

(d) Other Fees and Premium for Life Insurance Coverage in Excess of \$50,000

(e) Partial Pension - 1975

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)
	Robert S. Macfarland	Chairman Emeritus - Retired		\$61,935 (a)
	John M. Budd	Chairman of the Finance Committee-Retired		92,217 (a) 15,163 (b)
	Anthony Kane	Vice President-Low - Retired		87,652 (a)
	M. M. Scanlon	Vice President-Marketing (Retired 12/30/75)	\$90,000	1,369 (d)
	H. J. Surles	Reg. Vice President (Retired 11/30/75)	4,513 Mo.	367 (d) 1,606 (e)
	H.H. Holmquist	Vice President, Personnel (Retired 11/1/75)	3,958 Mo.	381 (d) 2,615 (e)
	R. T. Cabbage	A.V.P. & General Counsel (Retired 8/1/75)	5,075 Mo.	715 (d) 11,450 (e)
	R. G. Johnson	A.V.P. Transportation (Retired 10/1/75)	4,647 Mo.	680 (d) 4,766 (e)
	J. E. Hainer	A.V.P. Operations (Retired 5/1/75)	4,270 Mo.	891 (d) 20,974 (e)

(a) Annual Pension

(b) Directors Fees

(c) Compensation as Vice President, St. Louis and Kansas City
Land Company(d) Other Fees and Premium for Life Insurance Coverage in Excess
of \$50,000

(e) Partial Pension - 1975

Line No.		Salary Changes in 1975 Increased/Decreased		Effective Date
		From	To	
1.	Louis W. Menk	\$295,000	\$320,000	1-1-75
		320,000	291,000	8-1-75
2.	Robert W. Downing	170,000	195,000	1-1-75
		195,000	175,500	8-1-75
3.	N. M. Lorentzen	123,500	136,000	1-1-75
		136,000	122,400	8-1-75
4.	C. R. Binger	113,800	125,000	1-1-75
		125,000	112,500	8-1-75
5.	Frank H. Coyne	97,000	106,000	1-1-75
		106,000	110,000	2-1-75
		110,000	99,000	8-1-75
6.	T. J. Lamphier	91,000	100,000	1-1-75
		100,000	90,000	8-1-75
7.	I. C. Ethington	91,000	100,000	1-1-75
		100,000	90,000	8-1-75
8.	F. S. Farrell	85,000	90,000	1-1-75
		90,000	81,000	8-1-75
9.	W. N. Ernzen	78,000	84,000	1-1-75
		84,000	75,600	8-1-75
10.	T. C. DeButts	69,000	74,000	1-1-75
		74,000	66,600	8-1-75
11.	W. K. Bush	63,000	65,000	1-1-75
		65,000	60,000	8-1-75
12.	L. L. Duxbury, Jr.	60,000	65,000	1-1-75
		65,000	60,000	8-1-75
13.	F. E. Deines	59,995	66,000	1-1-75
		66,000	60,000	8-1-75
14.	J. H. Hertog	53,800	57,040	1-1-75
		57,040	61,500	6-1-75
		61,500	60,000	8-1-75

Line No.	Salary Changes in 1975 Increased/Decreased		Effective Date
	From	To	
15. D. H. King	\$59,900	\$66,000	1-1-75
	66,000	60,000	8-1-75
16. W. R. Allen	58,000	65,000	1-1-75
	65,000	60,000	8-1-75
17. R. L. Merklin	55,500	58,860	1-1-75
18. H. B. Krengel	55,000	58,300	1-1-75
19. J. C. Kenady	54,750	58,050	1-1-75
20. R. A. Beulke	52,000	55,120	1-1-75
21. J. O. Davies	51,000	54,060	1-1-75
	54,060	58,000	3-1-75
	58,000	55,100	8-1-75
22. R. E. Taylor	51,700	54,820	1-1-75
	54,820	57,800	4-1-75
	57,800	54,910	8-1-75
23. B. G. Anderson	51,500	54,620	1-1-75
	54,620	57,800	7-1-75
	57,800	54,910	8-1-75
24. C. E. Larsen	52,015	55,195	1-1-75
	55,195	57,000	6-1-75
	57,000	54,150	8-1-75
25. J. C. Ashton	52,000	55,120	1-1-75
	55,120	52,365	8-1-75
26. J. D. Nankivell	48,800	51,740	1-1-75
	51,740	54,800	5-1-75
	54,800	52,060	8-1-75
27. G. M. deLambert	48,000	50,880	1-1-75
	50,880	54,800	3-1-75
	54,800	52,060	8-1-75

Line No.	Salary Changes in 1975		Effective Date
	Increased/Decreased From	To	
28. E. R. Craven	\$43,500	\$51,440	1-1-75
	51,440	53,810	3-16-75
	53,810	51,120	8-1-75
29. R. H. Shober	42,300	44,880	1-1-75
	44,880	48,000	7-1-75
	48,000	45,600	8-1-75
	45,600	51,000	12-1-75
30. T. Watanabe	47,500	50,380	1-1-75
	50,380	53,000	5-1-75
	53,000	50,350	8-1-75
31. R. J. Crosby	49,900	52,900	1-1-75
	52,900	50,255	8-1-75
32. D. J. Wigstrom	46,740	49,560	1-1-75
33. J. D. Rezner	46,250	49,070	1-1-75
34. R. E. Skov	45,300	48,060	1-1-75
	48,060	48,450	8-1-75
35. T. C. Kryzer	45,000	47,700	1-1-75
	47,700	50,500	2-1-75
	50,500	47,975	8-1-75
36. T. G. Schuster	44,600	47,300	1-1-75
37. A. Skinner, M.D.	44,500	47,200	1-1-75
38. C. H. Berg	44,300	47,000	1-1-75
39. O. W. Cobb	43,680	46,320	1-1-75
	46,320	49,400	6-1-75
	49,400	46,930	8-1-75
40. R. F. Garland	43,600	46,240	1-1-75
	46,240	49,060	4-1-75
	49,060	46,550	8-1-75
41. M. M. Donahue	42,100	44,680	1-1-75
	44,680	48,300	5-1-75
	48,300	45,885	8-1-75

Line No.	Salary Changes in 1975 Increased/Decreased		Effective Date
	From	To	
42. J. C. Smith	\$43,200	\$45,840	1-1-75
43. J. R. Walker	42,700	45,280	1-1-75
44. W. L. Taylor	41,050 47,520	47,520 45,145	1-1-75 8-1-75
45. J. F. Cuirforth	42,000	44,520	1-1-75
46. C. F. Hunkins	41,920 46,840	46,840 44,500	1-1-75 8-1-75
47. L. J. King	38,550 43,500 46,500	43,500 46,500 44,175	1-1-75 5-1-75 8-1-75
48. W. C. Hageman	41,460 43,980 46,500	43,980 46,500 44,175	1-1-75 6-1-75 8-1-75
49. A. M. Rung	43,750 46,390	46,390 44,070	1-1-75 8-1-75
50. H. E. Pierce	36,300 38,520 42,100 40,000	38,520 42,100 40,000 44,000	1-1-75 5-1-75 8-1-75 10-1-75
51. K. C. Sanders	41,000	43,460	1-1-75
52. R. E. Griffin	40,100 42,560 45,700	42,560 45,700 43,415	1-1-75 3-1-75 8-1-75
53. W. L. Arntzen	38,250 40,590 43,300 45,700	40,590 43,300 45,700 43,415	1-1-75 2-1-75 5-1-75 8-1-75
54. J. W. Wicks	37,800 40,080 45,500	40,080 45,500 43,225	1-1-75 5-1-75 8-1-75

Line No.	Salary Changes in 1975 Increased/Decreased		Effective Date
	From	To	
55. C. E. Moehring	\$40,500	\$42,960	1-1-75
56. L. A. Harris	40,250	42,710	1-1-75
57. C. J. Hockaday	39,600	42,000	1-1-75
58. D. V. Hon	39,600	42,000	1-1-75
	42,000	43,900	5-1-75
	43,500	41,705	8-1-75
59. R. G. Brohaugh	39,100	41,500	1-1-75
	41,500	43,850	3-16-75
	43,850	41,660	8-1-75
60. D. V. Sartore	39,100	41,500	1-1-75
	41,500	43,350	3-16-75
	43,850	41,660	8-1-75
61. J. R. Grimes	39,100	41,500	1-1-75
	41,500	43,500	5-1-75
	43,500	41,325	8-1-75
62. K. T. Woodruff	37,340	39,620	1-1-75
	39,620	43,000	4-1-75
	43,000	40,850	8-1-75
63. D. R. Lamb	38,340	40,680	1-1-75
	40,680	43,000	4-1-75
	43,000	40,850	8-1-75
64. H. D. Lear	38,700	41,040	1-1-75
	41,040	43,000	3-1-75
	43,000	40,850	8-1-75
65. N. C. Merz	38,000	40,280	1-1-75
	40,280	43,000	6-1-75
	43,000	40,850	8-1-75
66. C. J. Bryan	37,650	39,930	1-1-75
	39,930	42,600	5-1-75
	42,600	40,470	8-1-75
67. W. L. Malone	38,000	40,280	1-1-75

Line No.	Salary Changes in 1975		Effective Date
	Increased/Decreased From	To	
68. C. M. Illg	\$37,464	\$39,744	1-1-75
	39,744	42,115	5-1-75
	42,115	40,010	8-1-75
69. L. N. Assell	39,400	41,764	1-1-75
	41,764	40,000	8-1-75
70. C. D. Archibald	35,340	37,500	1-1-75
	37,500	40,200	7-1-75
	40,200	40,000	8-1-75
71. R. M. Gleason	38,720	40,000	7-1-75
72. K. W. Kroschel	33,240	35,280	1-1-75
	35,280	40,000	7-1-75
73. A. E. Michon	36,000	38,160	1-1-75
	38,160	40,000	10-1-75
74. E. E. Numrich	36,120	38,340	1-1-75
	38,340	40,500	6-1-75
	40,500	40,000	8-1-75
75. G. W. Pederson	36,540	38,760	1-1-75
	38,760	40,000	11-1-75
76. T. C. Rowley	36,000	38,160	1-1-75
	38,160	40,000	10-1-75
77. R. B. Schmidt	34,200	36,300	1-1-75
	36,300	38,000	2-1-75
	38,000	40,000	10-1-75
78. R. J. Schreiber	37,460	40,000	8-1-75
79. L. D. Silvernale	35,300	40,660	1-1-75
	40,660	40,000	8-1-75
80. R. W. Spannring	36,720	38,940	1-1-75
	38,940	40,000	8-1-75
81. L. L. Van Zinderen	35,100	37,260	1-1-75
	37,260	40,000	9-1-75

Line No.	Salary Changes in 1975		Effective Date
	Increased/Decreased		
	From	To	
82. R. V. Wicka	\$36,300	\$38,520	1-1-75
	38,520	40,000	7-1-75

BURLINGTON NORTHERN INC.

BURLINGTON NORTHERN INC. STOCK OPTION
INCENTIVE PLAN - (I.C.C. Finance Docket 27081)

Common Stock Options Granted on February 26, 1975 at Option Price of \$38.50 per Share, and on September 8, 1975 at Option Price of \$30.125 per Share, Exercisable After One Year from Date of Grant.

Line No.	Name of Person	Title	Number of Shares	
			Feb. 26, 1975	Sept. 8, 1975
1.	W. R. Allen	Regional Vice President	1,100	550
2.	B. G. Anderson	A.V.P. Engineering	900	450
3.	C. D. Archibald	Manager, Engineering	300	-
4.	W. L. Arntzen	A.V.P. Operations	800	400
5.	J. C. Ashton	Vice Pres. & Secretary	500	250
6.	L. N. Assell	Treasurer	700	350
7.	C. H. Berg	Sr. Assoc. Gen. Counsel	1,000	500
8.	R. A. Beulke	Regional Vice President	1,000	500
9.	C. R. Binger	President, Resources Division	5,000	2,500
10.	R. G. Brohaugh	Chief Engineer-Mtce.	500	250
11.	C. J. Bryan	A.V.P. Operations	700	350
12.	O. W. Cobb	Sr. A.V.P.-Pricing	700	350
13.	F. H. Coyne	Executive V.P., Finance	3,600	1,800
14.	E. R. Craven	A.V.P. Coal Operations	600	300
15.	R. J. Crosby	V.P. & Regional Counsel	400	200
16.	J. K. Cutforth	A.V.P.-Sales, West	600	300

Line No.	Name of Person	Title	Number of Shares	
			Feb.26,1975	Sept.8,1975
17.	J. O. Davies	Regional Vice President	1,000	500
18.	T. C. DeButts	Vice Pres.-Labor Relations	500	250
19.	G.M.deLambert	V.P., Purchasing & Material	800	400
20.	M. M. Donahue	A.V.P. Operations	800	400
21.	R. W. Downing	Vice Chairman & C.O.O.	6,500	-
22.	I.C.Ethington	Vice President, Operations	3,300	1,650
23.	F. S. Farrell	Vice President-Law	2,000	1,000
24.	R. F. Garland	Asst. Vice President	800	400
25.	R. M. Gleason	Asst. Gen. Counsel	300	-
26.	R. E. Griffin	A.V.P. Management Services	600	300
27.	J. R. Grimes	A.V.P. Regional Sales Manager	400	200
28.	W. C. Hageman	Sr. A.V.P., Market Dev.	800	400
29.	L. A. Harris	Assoc. Gen. Counsel	800	400
30.	J. H. Hertog	Vice President, Market Devel.	1,000	500
31.	C. J. Hockaday	A.V.P. Regional Sales Mgr.	800	400
32.	D. V. Hon	Chief Mechanical Officer-Car	900	450
33.	C. F. Hunkins	A.V.P., Oil and Gas	350	175
34.	C. M. Illg	A.V.P. Labor Relations	200	100
35.	J. C. Kenady	V.P., Indus. Dev. & Prop. Mgmt.	800	400
36.	L. J. King	A.V.P. Operations	650	325
37.	K. W. Kroschel	Regional Counsel	250	-
38.	T. C. Kryzer	V.P. Energy & Minerals	600	300

Line No.	Name of Person	Title	Number of Shares	
			Feb. 26, 1975	Sept. 8, 1975
39.	D. R. Lamb	A.V.P. Budgets & Econ. Anal.	500	250
40.	T. J. Lamphier	Executive Vice President	5,200	2,600
41.	C. E. Larsen	Vice Pres., Western Region	300	150
42.	N.M. Lorentzen	President, Transp. Division	6,000	3,000
43.	W. L. Malone	A.V.P., Regional Sales Mgr.	300	150
44.	L. W. Menk	Chairman & Chief Exec. Off.	6,500	-
45.	R. L. Merklin	Regional Vice President	900	450
46.	N. C. Merz	Director, Internal Audit	1,000	500
47.	A. E. Michon	A.V.P. Regional Sales Mgr.	400	-
48.	C. E. Moehring	A.V.P. Sales	1,000	500
49.	J. D. Nankivell	V.P.-Intermodal Sales	500	250
50.	E. E. Numrich	Assistant Controller	400	200
51.	G. W. Pederson	Assistant Controller	400	-
52.	H. E. Pierce	A.V.P., Transportation	400	200
53.	J.D. Rezner	A.V.P., Sales, East	700	350
54.	T. C. Rowley	A.V.P., Regional Sales Mgr.	500	-
55.	A. M. Rung	V.P. Public Rel. & Adv.	500	250
56.	K. C. Sanders	A.V.P., Corporate Planning	500	250
57.	D. V. Sartore	Chief Engineer-Design	500	250
58.	R. B. Schmidt	A.V.P., Regional Sales Mgr.	500	-
59.	R. J. Schreiber	Assoc. Regional Counsel	300	-

Line No.	Name of Person	Title	Number of Shares	
			Feb.26,1975	Sept.8,1975
60.	T. G. Schuster	A.V.P., Urban Services	700	350
61.	R. H. Shober	Regional Vice President	700	350
62.	L. D. Silvernale	Assoc, Regional Counsel	700	350
63.	A. Skinner	Chief Medical Officer	800	400
64.	R. E. Skov	Regional Counsel	1,000	500
65.	J. C. Smith	Assoc. General Counsel	900	450
66.	R. W. Spannring	C.M.O.-Locomotives	500	-
67.	R. E. Taylor	A.V.P., Mechanical	850	425
68.	W. L. Taylor	Regional Counsel	1,000	500
69.	L. L. VanZinderen	A.V.P., Costs & Statistics	200	-
70.	J. R. Walker	Assoc. General Counsel	900	450
71.	T. Watanabe	V.P., Exec. Dept.-Int'l Comm.	800	400
72.	R. V. Wicka	Asst. General Counsel	200	-
73.	J. W. Wicks	A.V.P. Operations	500	250
74.	D. J. Wigstrom	Sr. Asst. Vice President	300	150
75.	K. T. Woodruff	Assistant Vice President	200	100
76	L. L. Duxbury, Jr.	V.P. & Eastern Counsel	1,000	500

Line No.	Salary Changes in 1975 Increased/Decreased		Effective Date
	From	To	
1. Louis W. Merrill	\$295,000	\$320,000	1-1-75
	320,000	291,000	8-1-75
2. Robert W. Downing	170,000	195,000	1-1-75
	195,000	175,500	8-1-75
3. N. M. Lorentzen	123,500	136,000	1-1-75
	136,000	122,400	8-1-75
4. C. R. Binger	113,800	125,000	1-1-75
	125,000	112,500	8-1-75
5. Frank H. Coyne	97,000	106,000	1-1-75
	106,000	110,000	2-1-75
	110,000	99,000	8-1-75
6. T. J. Lamphier	91,000	100,000	1-1-75
	100,000	90,000	8-1-75
7. I. C. Ethington	91,000	100,000	1-1-75
	100,000	90,000	8-1-75
8. F. S. Farrell	85,000	90,000	1-1-75
	90,000	81,000	8-1-75
9. W. N. Erzen	78,000	84,000	1-1-75
	84,000	75,600	8-1-75
10. T. C. DeButts	69,000	74,000	1-1-75
	74,000	66,600	8-1-75
11. W. K. Bush	63,000	65,000	1-1-75
	65,000	60,000	8-1-75
12. L. L. Duxbury, Jr.	60,000	65,000	1-1-75
	65,000	60,000	8-1-75
13. F. E. Deines	59,995	66,000	1-1-75
	66,000	60,000	8-1-75
14. J. H. Hertog	53,800	57,040	1-1-75
	57,040	61,500	6-1-75
	61,500	60,000	8-1-75

Line No.	Salary Changes in 1975 Increased/Decreased		Effective Date
	From	To	
15. D. H. King	\$59,900	\$66,000	1-1-75
	66,000	60,000	8-1-75
16. W. R. Allen	58,000	65,000	1-1-75
	65,000	60,000	8-1-75
17. R. L. Merklin	55,500	58,860	1-1-75
18. H. B. Krenzel	55,000	58,300	1-1-75
19. J. C. Kenady	54,750	58,050	1-1-75
20. R. A. Beulke	52,000	55,120	1-1-75
21. J. O. Davies	51,000	54,060	1-1-75
	54,060	58,000	3-1-75
	58,000	55,100	8-1-75
22. R. E. Taylor	51,700	54,820	1-1-75
	54,820	57,800	4-1-75
	57,800	54,910	8-1-75
23. B. G. Anderson	51,500	54,620	1-1-75
	54,620	57,800	7-1-75
	57,800	54,910	8-1-75
24. C. E. Larsen	52,015	55,195	1-1-75
	55,195	57,000	6-1-75
	57,000	54,150	8-1-75
25. J. C. Ashton	52,000	55,120	1-1-75
	55,120	52,365	8-1-75
26. J. D. Nankivell	48,800	51,740	1-1-75
	51,740	54,800	5-1-75
	54,800	52,060	8-1-75
27. G. M. deLambert	48,000	50,880	1-1-75
	50,880	54,800	3-1-75
	54,800	52,060	8-1-75

Line No.		Salary Changes in 1973		Effective Date
		Increased/Decreased From	To	
28.	E. P. Craven	548,500	551,440	1-1-75
		51,440	53,810	3-16-75
		53,810	51,120	8-1-75
29.	R. H. Shober	42,300	44,880	1-1-75
		44,880	48,000	7-1-75
		48,000	45,600	8-1-75
		45,600	51,000	12-1-75
30.	T. Watanabe	47,500	50,380	1-1-75
		50,380	53,000	5-1-75
		53,000	50,350	8-1-75
31.	R. J. Crosby	49,900	52,900	1-1-75
		52,900	50,255	8-1-75
32.	D. J. Wigstrom	46,740	49,560	1-1-75
33.	J. D. Reznar	46,250	49,070	1-1-75
34.	R. E. Skov	45,300	48,060	1-1-75
		48,060	48,450	8-1-75
35.	T. C. Kryzer	45,000	47,700	1-1-75
		47,700	50,500	2-1-75
		50,500	47,975	8-1-75
36.	T. G. Schuster	44,600	47,300	1-1-75
37.	A. Skinner, M.D.	44,500	47,200	1-1-75
38.	C. H. Berg	44,300	47,000	1-1-75
39.	O. W. Cobb	43,680	46,320	1-1-75
		46,320	49,400	6-1-75
		49,400	46,930	8-1-75
40.	R. F. Garland	43,600	46,240	1-1-75
		46,240	49,000	4-1-75
		49,000	46,550	8-1-75
41.	M. M. Donahue	42,100	44,680	1-1-75
		44,680	48,300	5-1-75
		48,300	45,885	8-1-75

Line No.		Salary Changes in 1975		Effective Date
		Increased/Decreased		
		From	To	
42.	J. C. Smith	543,200	545,840	1-1-75
43.	J. R. Walker	42,700	45,280	1-1-75
44.	W. L. Taylor	41,050	47,320	1-1-75
		47,520	45,145	8-1-75
45.	J. F. Cutforth	42,000	44,520	1-1-75
46.	C. F. Hunkins	41,920	46,840	1-1-75
		46,840	44,500	8-1-75
47.	L. J. King	38,550	43,500	1-1-75
		43,500	46,500	5-1-75
		46,500	44,175	8-1-75
48.	W. C. Hageman	41,460	43,980	1-1-75
		43,980	46,500	6-1-75
		46,500	44,175	8-1-75
49.	A. M. Rung	43,750	46,390	1-1-75
		46,390	44,070	8-1-75
50.	H. E. Pierce	36,300	38,520	1-1-75
		38,520	42,100	5-1-75
		42,100	40,000	8-1-75
		40,000	44,000	10-1-75
51.	K. C. Sanders	41,000	43,460	1-1-75
52.	R. E. Griffin	40,100	42,560	1-1-75
		42,560	45,700	3-1-75
		45,700	43,415	8-1-75
53.	W. L. Arntzen	38,250	40,590	1-1-75
		40,590	43,300	2-1-75
		43,300	45,700	5-1-75
		45,700	43,415	8-1-75
54.	J. W. Wicks	37,800	40,080	1-1-75
		40,080	45,500	5-1-75
		45,500	43,225	8-1-75

Line No.		Salary Changes in 1975		Effective Date
		Increased/Decreased From	To	
55.	C. E. Moehring	\$40,500	\$42,960	1-1-75
56.	L. A. Harris	40,250	42,710	1-1-75
57.	C. J. Hockaday	39,600	42,000	1-1-75
58.	D. V. Hon	39,600	42,000	1-1-75
		42,000	43,900	5-1-75
		43,900	41,705	8-1-75
59.	R. G. Brohaugh	39,100	41,500	1-1-75
		41,500	43,850	3-16-75
		43,850	41,660	8-1-75
60.	D. V. Sartore	39,100	41,500	1-1-75
		41,500	43,850	3-16-75
		43,850	41,660	8-1-75
61.	J. R. Grimes	39,100	41,500	1-1-75
		41,500	43,500	5-1-75
		43,500	41,325	8-1-75
62.	K. T. Woodruff	37,340	39,620	1-1-75
		39,620	43,000	4-1-75
		43,000	40,850	8-1-75
63.	D. R. Lamb	38,340	40,680	1-1-75
		40,680	43,000	4-1-75
		43,000	40,850	8-1-75
64.	H. D. Lear	38,700	41,040	1-1-75
		41,040	43,000	3-1-75
		43,000	40,850	8-1-75
65.	N. C. Merz	38,000	40,280	1-1-75
		40,280	43,000	6-1-75
		43,000	40,850	8-1-75
66.	C. J. Bryan	37,650	39,930	1-1-75
		39,930	42,600	5-1-75
		42,600	40,470	8-1-75
67.	W. L. Malone	38,000	40,280	1-1-75

Line No.		Salary Changes in 1975		Effective Date
		Increased/Decreased From	To	
68.	C. M. Illg	\$37,464	\$39,744	1-1-75
		39,744	42,115	5-1-75
		42,115	40,010	8-1-75
69.	L. N. Asseil	39,400	41,764	1-1-75
		41,764	40,000	8-1-75
70.	C. D. Archibald	35,340	37,500	1-1-75
		37,500	40,200	7-1-75
		40,200	40,000	8-1-75
71.	R. M. Gleason	38,720	40,000	7-1-75
72.	K. W. Kroschel	33,240	35,280	1-1-75
		35,280	40,000	7-1-75
73.	A. E. Michon	36,000	38,160	1-1-75
		38,160	40,000	10-1-75
74.	E. E. Numrich	36,120	38,340	1-1-75
		38,340	40,500	6-1-75
		40,500	40,000	8-1-75
75.	G. W. Pederson	36,540	38,760	1-1-75
		38,760	40,000	11-1-75
76.	T. C. Rowley	36,000	38,160	1-1-75
		38,160	40,000	10-1-75
77.	R. B. Schmidt	34,200	36,300	1-1-75
		36,300	38,000	2-1-75
		38,000	40,000	10-1-75
78.	R. J. Schreiber	37,460	40,000	8-1-75
79.	L. D. Silvernale	35,300	40,660	1-1-75
		40,660	40,000	8-1-75
80.	R. W. Spannring	36,720	38,940	1-1-75
		38,940	40,000	8-1-75
81.	L. L. Van Zinderen	35,100	37,260	1-1-75
		37,260	40,000	9-1-75

Line No.	Salary Changes in 1975		Effective Date
	Increased/Decreased From	To	
82. R. V. Wicks	\$36,300	\$38,520	1-1-75
	38,520	40,000	7-1-75

BURLINGTON NORTHERN INC.BURLINGTON NORTHERN INC. STOCK OPTION
INCENTIVE PLAN - (I.C.C. Finance Docket 27031)

Common Stock Options Granted on February 26, 1975 at Option Price of \$38.50 per Share, and on September 8, 1975 at Option Price of \$30.125 per Share, Exercisable After One Year from Date of Grant.

Line No.	Name of Person	Title	Number of Shares	
			Feb. 26, 1975	Sept. 8, 1975
1.	W. R. Allen	Regional Vice President	1,100	550
2.	B.G. Anderson	A.V.P. Engineering	900	450
3.	C.D. Archibald	Manager, Engineering	300	-
4.	W. L. Arntzen	A.V.P. Operations	800	400
5.	J. C. Ashton	Vice Pres. & Secretary	500	250
6.	L. N. Assell	Treasurer	700	350
7.	C. H. Berg	Sr. Assoc. Gen. Counsel	1,000	500
8.	R. A. Beulke	Regional Vice President	1,000	500
9.	C. R. Binger	President, Resources Division	5,000	2,500
10.	R. G. Brohaugh	Chief Engineer-Mtce.	500	250
11.	C. J. Bryan	A.V.P. Operations	700	350
12.	O. W. Cobb	Sr. A.V.P.-Pricing	700	350
13.	F. H. Coyne	Executive V.P., Finance	3,600	1,800
14.	E. R. Craven	A.V.P. Coal Operations	600	300
15.	R. J. Crosby	V.P. & Regional Counsel	400	200
16.	J. K. Cutforth	A.V.P.-Sales, West	600	300

Line No.	Name of Person	Title	Number of Shares	
			Feb. 26, 1975	Sept. 8, 1975
17.	J. O. Davies	Regional Vice President	1,000	500
18.	T. C. DeBitts	Vice Pres. - Labor Relations	500	250
19.	G. M. deLambert	V.P., Purchasing & Material	800	400
20.	M. M. Dorahue	A.V.P. Operations	800	400
21.	R. W. Downing	Vice Chairman & C.O.O.	6,500	-
22.	I. C. Ethington	Vice President, Operations	3,300	1,650
23.	F. S. Farrel	Vice President-Law	2,000	1,000
24.	R. F. Garland	Asst. Vice President	800	400
25.	R. M. Gleason	Asst. Gen. Counsel	300	-
26.	R. E. Griffin	A.V.P. Management Services	600	300
27.	J. R. Grimes	A.V.P. Regional Sales Manager	400	200
28.	W. C. Hageman	Sr. A.V.P., Market Dev.	800	400
29.	L. A. Harris	Assoc. Gen. Counsel	800	400
30.	J. H. Hertog	Vice President, Market Devel.	1,000	500
31.	C. J. Hockaday	A.V.P. Regional Sales Mgr.	800	400
32.	D. V. Hon	Chief Mechanical Officer-Car	900	450
33.	C. F. Hunkins	A.V.P., Oil and Gas	350	175
34.	C. M. Illg	A.V.P. Labor Relations	200	100
35.	J. C. Kenady	V.P., Indus. Dev. & Prop. Mgmt.	800	400
36.	L. J. King	A.V.P. Operations	650	325
37.	K. W. Kroschel	Regional Counsel	250	-
38.	T. C. Kryzer	V.P. Energy & Minerals	600	300

Line No.	Name of Person	Title	Number of Shares	
			Feb. 26, 1975	Sept. 8, 1975
39.	D. R. Lamb	A.V.P. Budgets & Econ. Anal.	500	250
40.	T. J. Lamphier	Executive Vice President	5,200	2,600
41.	C. E. Larsen	Vice Pres., Western Region	300	150
42.	N.M. Lorentzen	President, Transp. Division	6,000	3,000
43.	W. L. Malone	A.V.P., Regional Sales Mgr.	300	150
44.	L. W. Menk	Chairman & Chief Exec. Off.	6,500	-
45.	R. L. Merklin	Regional Vice President	900	450
46.	N. C. Merz	Director, Internal Audit	1,000	500
47.	A. E. Michon	A.V.P. Regional Sales Mgr.	400	-
48.	C. E. Moehring	A.V.P. Sales	1,000	500
49.	J. D. Nankivell	V.P.-Intermodal Sales	500	250
50.	E. E. Numrich	Assistant Controller	400	200
51.	G. W. Pederson	Assistant Controller	400	-
52.	H. E. Pierce	A.V.P., Transportation	400	200
53.	J.D. Rezner	A.V.P., Sales, East	700	350
54.	T. C. Rowley	A.V.P., Regional Sales Mgr.	500	-
55.	A. M. Rung	V.P. Public Rel. & Adv.	500	250
56.	K. C. Sanders	A.V.P., Corporate Planning	500	250
57.	D. V. Sartore	Chief Engineer-Design	500	250
58.	R. B. Schmidt	A.V.P., Regional Sales Mgr.	500	-
59.	R. J. Schreiber	Assoc. Regional Counsel	300	-

Line No.	Name of Person	Title	Number of Shares	
			Feb. 25, 1973	Sept. 8, 1975
60.	T. G. Schuster	A.V.P., Urban Services	700	350
61.	R. H. Shober	Regional Vice President	700	350
62.	L. D. Silvermale	Assoc. Regional Counsel	700	350
63.	A. Skinner	Chief Medical Officer	800	400
64.	R. E. Skov	Regional Counsel	1,000	500
65.	J. C. Smith	Assoc. General Counsel	900	450
66.	R. W. Spanning	C.M.O.-Locomotives	500	-
67.	R. E. Taylor	A.V.P., Mechanical	850	425
68.	W. L. Taylor	Regional Counsel	1,000	500
69.	L. L. VanZinderen	A.V.P., Costs & Statistics	200	-
70.	J. R. Walker	Assoc. General Counsel	900	450
71.	T. Watanabe	V.P., Exec. Dept.-Int'l Comm.	800	400
72.	R. V. Wicka	Asst. General Counsel	200	-
73.	J. W. Wicks	A.V.P. Operations	500	250
74.	D. J. Wigstrom	Sr. Asst. Vice President	300	150
75.	K. T. Woodruff	Assistant Vice President	200	100
76.	L. L. Duxbury, Jr.	V.P. & Eastern Counsel	1,000	500

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	56 965	\$ 7 68	\$ 437	547 739	\$ 288 49	\$ 158	New
2	T	5 725	3 43	20	14 543	132 85	2	Second Hd
20	Total	62 690	7 29	457	562 282	284 47	160	

21 Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid 2.62

22 Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid 29.28

Line 20, above, Columns (d) & (g)	\$ 617
Adjustment of previous years charges	80
Account 90 charges included in Schedule 514	(435)
Account 90 charges of previous years	438
Gross Charges to Account 8	\$ 700

Schedule 515 - Concluded

(Dollars in thousands)

21	Number of tons (2,000 lb.) of relayers and scrap rail taken up	109 933	
22	Salvage value of rails released	\$ 10 254	
23	Amount chargeable to operating expenses	\$ 6 409	19627 ✓
24	Amount chargeable to additions and betterments	\$ 2 964	
25	Miles of new rails laid in replacement (all classes of tracks) †	510.16	(rail-miles)
26	Miles of new and second-hand rails laid in replacement (all classes of tracks) ‡	1 544.07	(rail-miles)
27	Average weight per yard of new rails laid in replacement (running, passing, and cross-over tracks, etc.) *	128.71	(pounds)
28	Tons of rail sold as scrap and amount received	38 565	(tons of 2,000 lb.); \$ 2 920 922
29	Track-miles of welded rail installed this year	235.78	: total to date 3 984.00

† 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	\$6 410
Cost of welding	1 327
Inventory Adjustments	386
Total Account	\$8 123

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	132	70	20	282 39	132	2 749	693	251 90
2	2	115	135	26	195 41	115	213	55	258 02
3	2					112	5	2	439 80
4	4					115	1 860	163	87 70
5	4	112	326	13	40 18	112	678	32	46 96
6	4					110	116	5	41 86
7	4					100	83	3	39 02
8	4					90	329	13	38 69
9	4					85-75	87	2	27 31
		2-	205	46			2 967	750	
		4-	326	13			3 153	218	
16	Total	XXX	531	59	111 57	XXX	6 120	968	158 14
17	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid								2.62
18	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid								29.28

Line 16, Column (d) & (h) above	\$ 1 027
Additions & Betterments (Schedule 515)	2 964
Welding	498
Adjustments of previous years charges	613
Account 90 charges included in Schedule 516	(304)
Account 90 charges of previous years	719
Gross Charges to account 9	\$ 5 517

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)	Remarks (d)
	Pounds				Pounds		
1	155	99	None	17	85	1 478 72	
2	140	2 03		18	80	199 31	
3	136	412 19		19	77.5	425 05	
4	133	10		20	75	811 19	
5	132	1 299 16		21	72	566 20	
6	131	348 05		22	70	173 89	
7	130	20 44		23	68	203 53	
8	129	634 37		24	67	10 67	
9	119	25		25	66.5	8 72	
10	115	4 013 34		26	66	464 19	
11	112	4 770 63		27	65	99 49	
12	110	667 68		28	60	266 71	
13	100	1 073 20		29	56	512 42	
14	90	4 453 24		30	52	67 60	
15				31	Total	22 988 36	
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	22 614	38	22 906
	Train-Miles			
2	Diesel locomotives	36 274 651	713 958	36 988 609
3	Other locomotives			
4	Total locomotives	36 274 651	713 958	36 988 609
5	Motorcars			
6	Total train-miles	36 274 651	713 958	36 988 609
	Locomotive Unit-Miles			
7	Road service	110 231 561	716 798	110 948 359
8	Train switching	3 133 416		3 133 416
9	Yard switching	12 332 319	41 466	12 373 785
10	Total locomotive unit-miles	125 697 296	758 264	126 455 560
	Car-Miles (Thousands)			
11	Total motorcar car-miles			
12	Loaded time-mileage freight cars	1 029 068		1 029 068
13	Loaded other freight cars	379 342		379 342
14	Empty time-mileage freight cars	974 734		974 734
15	Empty other freight cars	273 634		273 634
16	Caboose	39 133		39 133
17	Total freight car-miles (lines 12, 13, 14, 15 and 16)	2 695 911		2 695 911
18	Passenger coaches	21	3 915	3 936
19	Combination passenger cars (mail, express, or baggage, etc., with passenger)	1		1
20	Sleeping and parlor cars	48		48
21	Dining, grill and tavern cars	3		3
22	Head-end cars	47		47
23	Total (lines 18, 19, 20, 21, and 22)	120	3 915	4 035
24	Business cars	46		46
25	Crew cars (other than caboose)			
26	Grand total car-miles (lines 11, 17, 23, 24 and 25)	2 696 077	3 915	2 699 992
	Gross Ton-Miles and Train-Hours in Road Service			
27	Gross ton-miles of locomotives and tenders (thousands)	18 295 649	114 688	18 410 337
28	Gross ton-miles of freight-train cars, contents, and cabooses (thousands)	166 105 065		166 105 065
29	Gross ton-miles of passenger-train cars and contents (thousands)	13 242	284 426	297 668
30	Train-hours—Total	1 730 527	21 238	1 751 765
	Revenue and Nonrevenue Freight Traffic			
31	Tons of revenue freight	XX XX XX	XX XX XX	137 503 106
32	Tons of nonrevenue freight	XX XX XX	XX XX XX	1 762 128
33	Total tons revenue and nonrevenue freight	XX XX XX	XX XX XX	139 265 844
34	Ton-miles—Revenue freight in road service (thousands)	XX XX XX	XX XX XX	75 060 850
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	75 060 850
37	Ton-miles—Nonrevenue freight in road service (thousands)	XX XX XX	XX XX XX	669 202
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	669 202
40	Net ton-miles of freight—Revenue and nonrevenue (thousands)	75 730 052		75 730 052
	Revenue Passenger Traffic			
41	Passengers carried—Total	XX XX XX	XX XX XX	12 294 067
42	Passenger-miles—Total	XX XX XX	XX XX XX	229 991 833
	Train-Miles Work Trains			
43	Locomotives			263 297
44	Motorcars			
45	Total			263 297

See page 121 for statistics of motor vehicle operations.

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	132	70	\$ 20	\$ 282 39	132	2 749	\$ 692	\$ 251 90
2	2	115	135	26	195 41	115	213	55	258 02
3	2					112	5	2	439 80
4	4					115	1 860	163	87 70
5	4	112	326	13	40 18	112	678	32	46 96
6	4					110	116	5	41 86
7	4					100	83	3	39 02
8	4					90	329	13	38 69
9	4					85-75	87	2	27 31
16	Total	XXX	531	59	111 57	XXX	6 120	968	158 14

17 Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid 2.62

18 Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid 29.28

Line 16, Column (d) & (h) above	\$ 1 027
Additions & Betterments (Schedule 515)	2 364
Welding	498
Adjustments of previous years charges	613
Account 90 charges included in Schedule 516	(304)
Account 90 charges of previous years	719
Gross Charges to account 9	\$ 5 517

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)	Remarks (d)
	Pounds				Pounds		
1	155	99	None	17	85	1 478 72	
2	140	2 03		18	80	199 31	
3	136	412 19		19	77.5	425 05	
4	133	10		20	75	811 19	
5	132	1 299 16		21	72	566 20	
6	131	348 05		22	70	173 89	
7	130	20 44		23	68	203 53	
8	129	634 37		24	67	10 67	
9	119	25		25	66.5	8 72	
10	115	4 013 34		26	66	461 19	
11	112	4 770 63		27	65	99 49	
12	110	667 68		28	60	266 71	
13	100	1 073 20		29	56	512 42	
14	90	4 453 24		30	52	67 60	
15				31	Total	22 988 36	
16				32			

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BURLINGTON NORTHERN INC

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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 _____	22 614	38	22 906
	Train-Miles			
2	Diesel locomotives _____	36 274 651	713 958	36 988 609
3	Other locomotives _____			
4	Total locomotives _____	36 274 651	713 958	36 988 609
5	Motorcars _____			
6	Total train-miles _____	36 274 651	713 958	36 988 609
	Locomotive Unit-Miles			
7	Road service _____	110 231 561	716 798	110 948 359
8	Train switching _____	3 133 416		3 133 416
9	Yard switching _____	12 332 319	41 466	12 373 785
10	Total locomotive unit-miles _____	125 697 296	758 264	126 455 560
	Car-Miles (Thousands)			
11	Total motorcar car-miles _____			
12	Loaded time-mileage freight cars _____	1 029 068		1 029 068
13	Loaded other freight cars _____	379 342		379 342
14	Empty time-mileage freight cars _____	974 734		974 734
15	Empty other freight cars _____	273 634		273 634
16	Caboose _____	39 133		39 133
17	Total freight car-miles (lines 12, 13, 14, 15 and 16) _____	2 695 911		2 695 911
18	Passenger coaches _____	21	3 915	3 936
19	Combination passenger cars (mail, express, or baggage, etc., with passenger) _____	1		1
20	Sleeping and parlor cars _____	48		48
21	Dining, grill and tavern cars _____	3		3
22	Head-end cars _____	47		47
23	Total (lines 18, 19, 20, 21, and 22) _____	120	3 915	4 035
24	Business cars _____	46		46
25	Crew cars (other than caboose) _____			
26	Grand total car-miles (lines 11, 17, 23, 24 and 25) _____	2 696 077	3 915	2 699 992
	Gross Ton-Miles and Train-Hours in Road Service			
27	Gross ton-miles of locomotives and tenders (thousands) _____	18 295 649	114 688	18 410 337
28	Gross ton-miles of freight-train cars, contents, and cabooses (thousands) _____	166 105 065		166 105 065
29	Gross ton-miles of passenger-train cars and contents (thousands) _____	13 242	284 426	297 668
30	Train-hours—Total _____	1 730 527	21 233	1 751 765
	Revenue and Nonrevenue Freight Traffic			
31	Tons of revenue freight _____	XX XX XX	XX XX XX	137 503 106
32	Tons of nonrevenue freight _____	XX XX XX	XX XX XX	1 762 738
33	Total tons revenue and nonrevenue freight _____	XX XX XX	XX XX XX	139 265 844
34	Ton-miles—Revenue freight in road service (thousands) _____	XX XX XX	XX XX XX	75 060 850
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	75 060 850
37	Ton-miles—Nonrevenue freight in road service (thousands) _____	XX XX XX	XX XX XX	669 202
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	669 202
40	Net ton-miles of freight—Revenue and nonrevenue (thousands) _____	75 730 052		75 730 052
	Revenue Passenger Traffic			
41	Passengers carried—Total _____	XX XX XX	XX XX XX	12 294 067
42	Passenger-miles—Total _____	XX XX XX	XX XX XX	229 991 833
	Train-Miles Work Trains			
43	Locomotives _____			263 297
44	Motorcars _____			
45	Total _____			263 297

See page 121 for statistics of motor vehicle operations.

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 detail as to division of the compensation should be reported in schedule 564.

4. Other compensation to be entered in column (d) includes, but is not limited to, commissions; bonuses; shares in profits; contingent compensation; moneys paid, set aside or accrued pursuant to any pension, retirement, savings, deferred compensation, or similar plan including premiums paid for retirement annuities, or life insurance where the respondent is not the beneficiary (Premiums on group life insurance for benefits less than \$50,000 need not be reported.), or any other arrangement which constitutes a form of compensation. 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			\$	\$
2				
3				
4				
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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 1 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

Returns on Page 120 do not include statistics of motor vehicle operations as follows:

Item 31 Tons of Revenue Freight	100,414
Item 32 Tons of Nonrevenue Freight	308
Item 34 Ton-Miles Revenue Freight in Road Service (Thousands)	14,632
Item 37 Ton-Miles Nonrevenue Freight in Road Service (Thousands)	53
Item 40 Net Ton-Miles of Freight Revenue and Nonrevenue (Thousands)	14,685
Item 41 Passengers Carried	None
Item 42 Passenger Miles	None

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

Returns on Page 120 do not include statistics of motor vehicle operations as follows:

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Item 37 Ton-Miles Nonrevenue Freight in Road Service (Thousands)	53
Item 40 Net Ton-Miles of Freight Revenue and Nonrevenue (Thousands)	14,685
Item 41 Passengers Carried	None
Item 42 Passenger Miles	None

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 detail as to division of the compensation should be reported in schedule 564.

4. (Other compensation to be entered in column (d) includes, but is not limited to, commissions; bonuses; shares in profits; contingent compensation; moneys paid, set aside or accrued pursuant to any pension, retirement, savings, deferred compensation, or similar plan including premiums paid for retirement annuities, or life insurance where the respondent is not the beneficiary (Premiums on group life insurance for benefits less than \$50,000 need not be reported.), or any other arrangement which constitutes a form of compensation. 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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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 X 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.

5. 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	\$ 1 435
2	Association of Western Railways	Expenses	3 539
3	California Railroad Association	Expenses	4
4	Colorado Railroad Association	Expenses	6
5	Illinois Railroad Association	Assessments	15
6	Iowa Railroad Association	Assessments	8
7	Kansas Railroad Association	Assessments	3
8	Minnesota Railroad Association	Expenses	136
9	Missouri Railroad Committee	Assessment	13
10	Montana Railroad Association	Expenses	135
11	Nebraska Railroad Association	Expenses	36
12	North Dakota Railway Lines	Expenses	38
13	Oregon Railroad Association	Contribution	20
14	South Dakota Railroad Association	Assessment	4
15	Washington Railroad Association	Expenses	56
16	Canadian Car Demurrage Bureau	Expenses	2
17	Canadian Freight Association	Expenses	17
18	American Management Systems, Inc.	Services	493
19	Bishop, Ericson & Flynn	Services	64
20	Caplin and Drysdale	Services	205
21	Carl Byoir and Associates, Inc.	Services	163
22	Chicago Railroad Terminal Information System Inc.	Expenses	36
23	Continental Assurance Co.	Services	121
24	Crowley, Kilbourne, Haughey, Hanson & Gallagher	Services	69
25	First National City Bank of New York	Services	83
26	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	First Trust Company of St. Paul	Services	\$ 116
2	Gough, Booth, Shanahan & Johnson	Services	128
3	Haskins and Sells	Auditing Services	218
4	Haskins and Sells	Other Services	73
5	International Engineering Co. Inc.	Services	316
6	Knudsen, Berkheimer, Endacott & Beam	Services	73
7	Mark Hurd Aerial Surveys, Inc.	Services	77
8	Morgan Guaranty Trust Co. of New York	Services	129
9	Morgan Stanley and Co., Inc.	Services	103
10	National Railway Labor Conference	Assessments	166
11	Nilles, Hansen, Selbo, Magill & Davies	Services	61
12	S.E. & A. Consulting Engineers -		
13	Planners Inc.	Services	78
14	Shannon & Wilson Inc.	Services	58
15	Sidley and Austin	Services	251
16	Technalysis Corporation	Services	73
17	United Research Company	Services	320
18	Western Engineers - Architects	Services	115
19	Workmens Compensation Board	Assessments	79
20			
21			
22			
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564. TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT
FOR SERVICES RECEIVED OR PROVIDED

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	BN Transport Inc.	.9	Direct	Unloading autos	\$ 4.55 to \$16.10 ea	11-61	Indef	P	\$ 189
2	BN Transport Inc.	7.6	Direct	Substitute hwy. service	Var. costs per mile	1-40	Indef	P	1 586
3	BN Transport Inc.	21.2	Direct	Handling T.O.F.C. trlrs	Var. costs per hour	10-54	Indef	P	4 417
4	BN Transport Inc.	1.9	Direct	Repair & service equip.	\$ 14.50 per hr +matl				
5					& 15% handling	9-70	Indef	P	399
6	Burl. Nor. Air Freight Inc	-	Indirect	Gen. & Admin. services	\$ 1,935 monthly	4-74	Indef	S	23
7	Burl. Nor. Air Freight Inc	-	Indirect	Legal services	Cost	0	0	S	69
8	BNL Development Corp.	-	Direct	Gen. & Admin. services	\$ 6,937 monthly	0	0	S	83
9	Colorado & Southern Ry Co	-	Direct	Gen. & Admin. services	\$ 8,250 monthly	0	0	S	99
10	Fort Worth & Denver Ry Co	-	Indirect	Gen. & Admin. services	\$ 6,667 monthly	0	0	S	80
11	Glacier Park Co.	-	Direct	Treating RR ties	Cost	1-72	Indef	P	549
12	Glacier Park Co.	-	Direct	Handling logs	Cost	0	0	P	42
13	Glacier Park Co.	-	Direct	Gen. & Admin. services	\$ 8,403 monthly	0	0	S	101
14	Ksanka Lumber Co.	-	Indirect	Gen. & Admin. services	\$ 1,031 monthly	0	0	S	14
15	Lemhi Telephone Co.	-	Direct	Gen. & Admin. services	\$ 1,775 monthly	0	0	S	21
16	Northern Airmotive Inc.	3.5	Indirect	Aircraft services	Retail	0	0	P	327
17	Northern Airmotive Inc.	-	Indirect	Gen. & Admin. services	Cost	0	0	S	69
18	Plum Creek Lumber Co.	-	Direct	Gen. & Admin. services	\$ 6,903 monthly	0	0	S	91
19	Royal Logging Co.	-	Indirect	Gen. & Admin. services	\$ 1,607 monthly	0	0	S	22
20	Walla Walla Valley Ry. Co.	-	Direct	Gen. & Admin. services	\$ 2,657 monthly	0	0	S	32
21									
22									
23									
24									
25									
26									
27									

**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 services.
- (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	Arden Lumber Co., Inc.	-	Indirect	Gen. & Admin. services	\$ 810 monthly	0	0	S	\$ 10
2	BN Transport Inc.	-	Direct	Lease bldg. - So. Seattle	\$ 3,332 monthly	1-70	20yrs	S	40
3	BN Transport Inc.	-	Direct	Lease bldg. - Chicago	\$ 7,833 monthly	10-68	15yrs	S	94
4	BN Transport Inc.	-	Direct	T.O.F.C. service	\$.30 per mile	12-60	Indef	S	721
5	BN Transport Inc.	-	Direct	Telephone service	\$ 4,000 monthly	6-72	Indef	S	42
6	BN Transport Inc.	-	Direct	Gen. & Admin. services	\$14,149 montly	1-40	Indef	S	172
7	BN Transport Inc.	.6	Direct	Ramp & deramp trailers	\$16.25 per hour	8-73	Indef	P	118
8	BN Transport Inc.	1.5	Direct	Lease T.O.F.C. trailers	\$65 to \$175 per mo.	6-62	Indef	P	322
9				Continued on Page 124-A					

ARDEN LUMBER COMPANY, INC.

Profit and Loss Statement
(Dollars in Thousands)

Year 1975

	<u>1975</u>
Sales - Net	\$ 1 744
Cost of sales	1 893
Profit from operations	<u>(149)</u>
Other income	<u>17</u>
Profit before Federal income taxes	(132)
Provision for Federal income tax - Current	(215)
Provision for Federal income tax - Deferred	<u>41</u>
Net Income	<u><u>\$ 42</u></u>

BNL DEVELOPMENT CORPORATION

GENERAL BALANCE SHEET AS OF DECEMBER 31, 1975 (G.A.A.P.)
(Dollars in thousands)

	As of <u>Dec. 31, 1975</u>
<u>ASSETS</u>	
CURRENT ASSETS:	
Cash and short-term investments	\$ 109
Accounts receivable	311
Material and supplies-at cost	-
Other current assets	-
Total current assets	<u>420</u>
PROPERTIES:	
Transportation:	
Road and roadway structures	-
Equipment	-
Non-transportation properties	4 049
Total	<u>4 049</u>
Less accumulated depreciation	-
Properties-net	<u>4 049</u>
OTHER ASSETS AND DEFERRED CHARGES	2 573
TOTAL ASSETS	<u><u>\$ 7 042</u></u>
<u>LIABILITIES</u>	
CURRENT LIABILITIES:	
Traffic and car service	\$ -
Accounts and wages payable	314
Interest accrued	12
Taxes accrued	66
Dividends payable	-
Other current liabilities	-
Current portion of long-term debt	108
Total current liabilities	<u>500</u>
LONG-TERM DEBT	1 410
CASUALTY RESERVES AND OTHER LIABILITIES	1 348
DEFERRED FEDERAL INCOME TAXES	-
MINORITY INTEREST IN SUBSIDIARIES	-
SHAREHOLDERS' EQUITY:	
Preferred stock	-
Common stock	4 900
Surplus (paid-in and/or other capital)	-
Retained income	(1 116)
Total shareholders' equity	<u><u>3 784</u></u>
TOTAL LIABILITIES	<u><u>\$ 7 042</u></u>

LEMHI TELEPHONE COMPANY

INCOME ACCOUNT
(Dollars in thousands)YEAR 1975

		<u>Twelve</u> <u>Mos. 1975</u>
<u>Commercial expenses</u>		
642	Advertising	\$ 1
645	Local commercial operations	23
648	Public telephone commissions	2
649	Directory expenses	-
	Total commercial expenses	<u>26</u>
<u>General office salaries and expenses</u>		
661	Executive department	24
662	Accounting department	29
665	Other general office salaries and expenses	1
	Total general office salaries and expenses	<u>54</u>
<u>Other operating expenses</u>		
668	Insurance	3
671	Operating rents	2
672	Relief and pensions	17
674	General services and licenses	21
675	Other expenses	2
	Total other operating expenses	<u>45</u>
Total operating expenses		349
Net operating revenues		260
304	Investments credits: Net	(1)
306	Federal income taxes - Operating	69
307	Other operating taxes - State income	12
307	Other operating taxes	<u>37</u>
Net operating income		143
<u>Other income</u>		
313	Interest income	5
<u>Miscellaneous deductions from income</u>		
323	Miscellaneous income charges	2
326	Federal income taxes - Non-operating	1
375	Delayed income charges	<u>-</u>
Income available for fixed charges		145
<u>Fixed charges</u>		
336	Other interest deductions	<u>43</u>
Income before delayed items		102
<u>Delayed items</u>		
375	Delayed income charges	53
380	Income tax effect of delayed items - Net	<u>27</u>
Delayed items less tax effect thereof		<u>26</u>
NET INCOME		\$ <u><u>76</u></u>

NORTHERN AIRMOTIVE INC.

BALANCE SHEET
(Dollars in Thousands)

<u>ASSETS</u>	As of <u>Dec. 31, 1975</u>
<u>Current Assets:</u>	
Cash on hand and in bank	\$ 88
Accounts Receivable (Net)	619
Prepaid insurance	2
Employee advances	1
Inventory - Aircraft	526
Inventory - Parts and Fuel	446
Work in process	<u>71</u>
TOTAL CURRENT ASSETS	1 753
<u>Non-Current Assets:</u>	
Construction in process	654
Buildings	1 945
Leasehold improvements	210
Equipment - Radio and avionics	163
Equipment - Aircraft maintenance	185
Equipment - Line service	59
Equipment - Autos and trucks	9
Equipment - Furniture and Fixtures	47
Less: Reserve for Depreciation	<u>(852)</u>
TOTAL NON-CURRENT ASSETS	2 420
<u>Other Assets:</u>	
Organization expense	1
Excess of cost of investment over equity in net assets of businesses acquired	<u>109</u>
TOTAL OTHER ASSETS	110
TOTAL ASSETS	\$ <u><u>4 283</u></u>

LEMHI TELEPHONE COMPANY

BALANCE SHEET
(Dollars in Thousands)

DECEMBER 1975

LIABILITIES

	<u>Stock</u>	Balance <u>Dec. 31, 1975</u>
150	Capital stock	\$ 200
	<u>Long term debt</u>	
154-1	Funded debt - Idaho First National Bank	392
156	Advances from affiliated companies:	
	Glacier Park	156
	Total long term debt	<u>548</u>
	<u>Current liabilities</u>	
158-1	Notes payable to affiliated companies:	
	Glacier Park	10
158-2	Other notes payable - Idaho First National Bank	58
159-2	Other accounts payable	41
165	Vacation pay	9
	U.S.I.T.A. Pension	2
	State Insurance fund	1
	Mountain Bell	53
166	Taxes accrued:	
	Other taxes	22
	Federal income taxes	(14)
	Unmatured interest accrued	7
	Total current and accrued liabilities	<u>189</u>
	<u>Deferred credits and reserves</u>	
171	Depreciation reserve	608
174	Other deferred credits:	
	Investment tax credits	10
	Total deferred credits and reserves	<u>618</u>
	<u>Retained Earnings</u>	
181	Unappropriated earned surplus	650
	Income account current year	76
	Total retained earnings	<u>726</u>
Total Liabilities		\$ <u>2 281</u>

LEMHI TELEPHONE COMPANY

INCOME ACCOUNT
(Dollars in Thousands)

YEAR 1975

<u>Telephone operating income</u>		Twelve Mos. 1975
300	Operating revenues	\$
500	Subscribers' station revenues	186
501	Public telephone revenues	2
503	Service stations	1
504	Local private line service	2
	Total local service revenues	191
510	Message tolls	382
511	Wide area toll services	14
512	Toll private line services	14
	Total toll service revenues	410
523	Directory advertising and sales	11
524	Rent revenues	-
	Total miscellaneous revenues	11
530	Uncollectible operating revenues - Dr.	3
	Total operating revenues	609
301	Operating expenses	
	Maintenance expenses	
602-1	Repairs of pole lines	1
602-2	Repairs of aerial cable	2
602-6	Repairs of aerial wire	5
	Sub-total	8
603	Test desk work	1
604	Repairs of central office equipment	16
605	Repairs of station equipment	36
606	Repairs of buildings and grounds	-
610	Maintaining transmission power	4
	Total maintenance expenses	65
608	Depreciation	91
	<u>Traffic expenses</u>	
624	Operators' wages	65
627	Operators' employment and training	1
629	Central office stationery and printing	1
630	Central office house service	1
	Total traffic expenses	68

Operating Expenses continued on next page.

KSANKA LUMBER COMPANY, INC.

Profit and Loss Statement
(Dollars in Thousands)

YEAR 1975

	<u>1975</u>
Sales - Net	\$4 651
Cost of sales	3 666
Profit from operations	985
Other income	<u>48</u>
Profit before taxes	1 033
Provision for state income tax	<u>70</u>
Profit before Federal income taxes	963
Provision for Federal income tax - Current	460
Provision for Federal income tax - Deferred	<u>(6)</u>
Net income	<u><u>\$ 509</u></u>

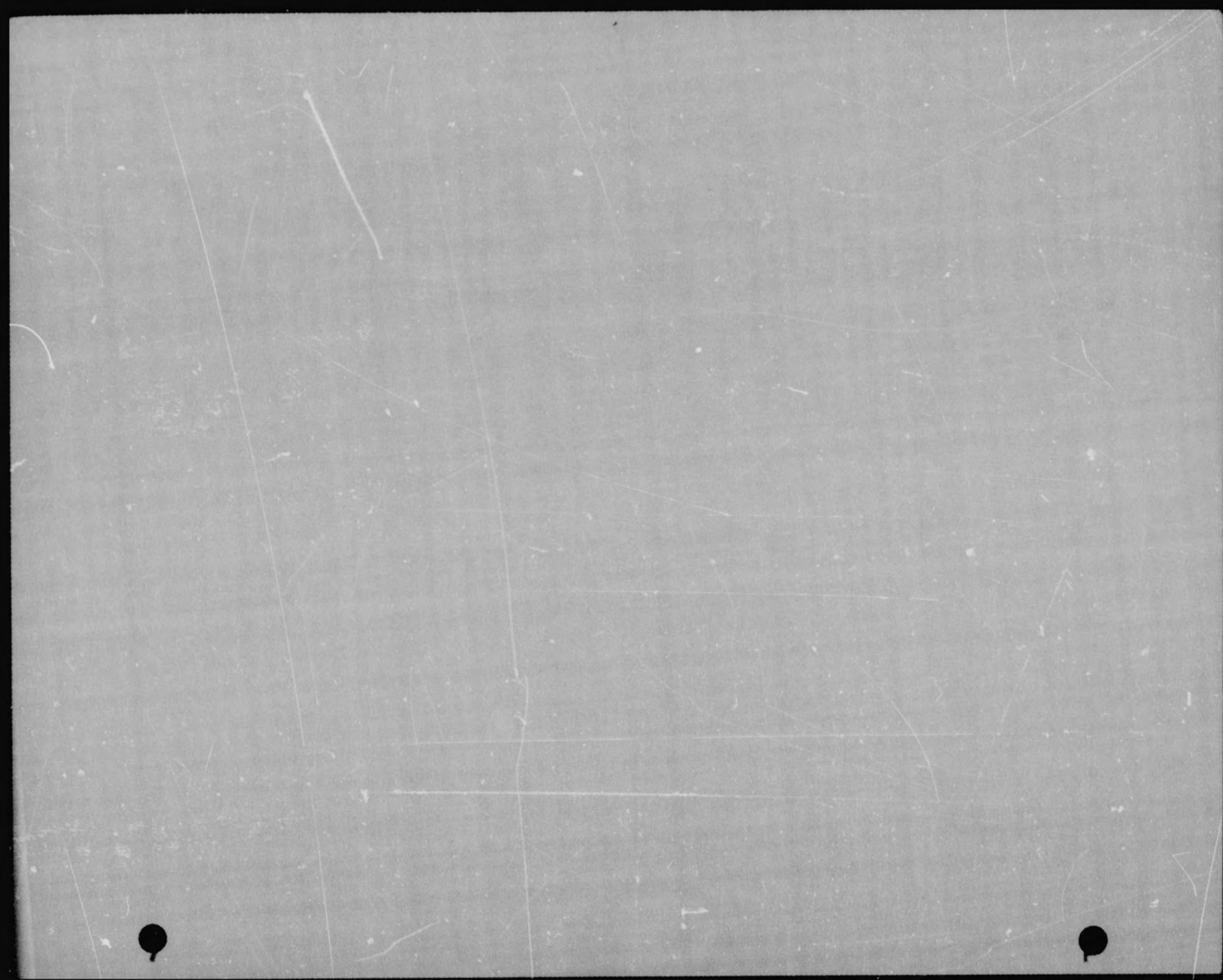
LEMHI TELEPHONE COMPANY

BALANCE SHEET
(Dollars in Thousands)

DECEMBER 1975

ASSETS

		Balance <u>Dec. 31, 1975</u>
	<u>Investments</u>	
100-1	Telephone plant in service:	
211	Land	\$ 16
212	Buildings	152
221	Central office equipment	903
231	Station apparatus	137
232	Station connections	86
241	Pole lines	279
242-1	Aerial cable	192
243	Aerial wire	141
261	Furniture and office equipment	11
264	Vehicle and other work equipment	34
	Total telephone plant in service	<u>1 951</u>
	<u>Current Assets</u>	
113	Cash:	
	Treasurer's bank balances	86
	Remittance in transit	2
115	Working funds	1
116	Temporary cash funds	125
118	Due from customers and agents	63
122	Material and supplies	44
	Total current assets	<u>321</u>
	<u>Prepaid accounts and deferred charges</u>	
129	Prepaid rents	4
131	Prepaid insurance	1
133	Other prepaid expenses	2
139	Other deferred charges	2
	Total prepaid accounts and deferred charges	<u>9</u>
	Total Assets	<u>\$ 2 281</u>



GLACIER PARK COMPANY

Income Account
(Dollars in Thousands)

	Jan. 1, 1975 thru Dec. 31, 1975
Total operating revenues	\$ 2132
Total operating expenses	<u>1373</u>
Net revenue from operations	759
Tax accruals, excluding income taxes	<u>403</u>
Operating income	356
Other income	<u>369</u>
Total income	725
Miscellaneous deductions from income	<u>6</u>
Income available for fixed charges	719
Fixed charges	<u>202</u>
Net income before income taxes	517
Provision for state income taxes	59
Provision for federal income taxes	<u>176</u>
Net income	\$ <u><u>282</u></u>

KSANKA LUMBER COMPANY, INC.

BALANCE SHEET
(Dollars in Thousands)

<u>ASSETS</u>	As of <u>Dec. 31, 1975</u>
<u>Current Assets:</u>	
Cash	\$ 2
Accounts Receivable	30
Inventories - Cost or Market	2 006
Other current assets	58
TOTAL CURRENT ASSETS	2 096
 <u>Properties:</u>	
Land, plant and equipment	1 178
Less - Reserve for depreciation	542
TOTAL PROPERTIES - NET	636
 TOTAL ASSETS	 \$ 2 732
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>	
<u>Current Liabilities:</u>	
Accounts Payable	\$ 226
Taxes Accrued	108
Other current liabilities	19
TOTAL CURRENT LIABILITIES	353
 <u>Stockholders' Equity:</u>	
Common stock	104
Retained earnings	1 766
Current profits	509
TOTAL STOCKHOLDERS' EQUITY	2 379
 TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	 \$ 2 732

BALANCE SHEET

B-1

Forwarder BURLINGTON NORTHERN AIR FREIGHT INC.

Carrier Code 5 0 2 9 3

As at December 31, 1975

Date 7 5 1 2

LIABILITIES AND EQUITY

LIABILITIES		
Current Liabilities:		
1500	Current Notes Payable	1
1510	Accounts Payable General	2 521
1520	Accounts Payable - Associated Companies	-
1530	Air Transportation Accounts Payable	3 130
1540	Other Transportation Accounts Payable	-
1550	Collections as Agent	19
1560	Accrued Personnel Compensation	257
1570	Accrued Federal Income Taxes	287
1580	Other Accrued Taxes	53
1590	Dividends Payable	-
1599	Total Current Liabilities	6 268 *
Noncurrent Liabilities:		
1600	Long-Term Debt	-
1610	Noncurrent Payables to Associated Companies	-
1620	Pension Liability	-
1630	Other Noncurrent Liabilities	-
1699	Total Noncurrent Liabilities	- *
Deferred Credits:		
1700	Deferred Federal Income Taxes	(154)
1710	Investment Tax Credits	-
1720	Reserve for Self-Insurance	-
1730	Other Deferred Credits	128
1799	Total Deferred Credits	(26) *
EQUITY		
Proprietary Equity:		
1800	Proprietary or Partnership Capital	-
1810	Undistributed Profits	-
1899	Total Proprietary Equity	- *
Stockholder Equity:		
Paid-In Capital		
Capital Stock		
1900	Preferred Stock: Authorized shares; Issued shares	-
1910	Common Stock: Authorized shares; Issued shares	800
1920	Capital Stock Subscribed and Unissued; shares	-
1930	Additional Paid-In Capital	200
	Paid-In Capital	1 000
1940	Retained Earnings	519
1950	Loss: Treasury Stock	-
1998	Stockholder Equity	1 519 *
1999	TOTAL LIABILITIES AND EQUITY	7 761

* Indicates subtotal for Total Liabilities and Equity

CAB Form 244

Schedule B-1

☒ Original ☐ Revision

INCOME STATEMENT

P-1

Forwarder BURLINGTON NORTHERN AIR FREIGHT
Quarter Ended December 31, 1975

Carrier Code 5 0 3 9 3
INC.
Date 7 5 1 2

System ☒
Domestic ☐
International ☐

Acc't No.	REVENUES AND EXPENSES	Quarter		Calendar Year to Date	
		Amount	% of Revenue	Amount	% of Revenue
	Operating Revenues:				
2010	Transportation Revenues	13 829	95.30	43 440	96.07
2020	Accessorial Revenues	646	4.45	1 647	3.64
2030	IATA Agent Revenues	36	.25	132	.29
2040	Incidental Revenues-Gross			- 0 -	
2099	Total Operating Revenues	14 511	100.00	45 219	100.00
	Operating Expenses:				
3050	Air Transportation Purchased	7 532	51.91	22 886	50.61
4000	Pick-Up and Delivery	2 999	20.60	9 555	21.13
5000	Station Cargo Handling	1 184	8.16	3 857	8.53
5999	Total Operating Expenses	11 705	80.67	36 298	80.27
	Gross Profit from Operations	2 806	19.33	8 921	19.73
	Marketing & Administrative Expenses				
6000	Sales & Advertising	593	4.09	2 181	4.82
7000	General & Administrative	1 572	10.83	5 265	11.64
7999	Total Marketing & Administrative Expenses	2 165	14.92	7 446	16.46
	Operating Profit or Loss	641	4.41	1 475	3.27
8000	Non-Operating Income and Expense-Net	21	.15	23	.05
	Profit or Loss before Income Taxes and Extraordinary Items	662	4.56	1 498	3.32
9000	Income Taxes	260	1.80	414	.92
	Profit or Loss before Extraordinary Items	402	2.76	1 084	2.40
9370	Extraordinary Items	- 0 -		- 0 -	
9999	Net Profit or Loss	402	2.76	1 084	2.40
RETAINED EARNINGS		Quarter		Year to Date	
Retained Earnings - Beginning of Period		117		(565)	
Net Income		402		1 084	
Cash Dividends or Other Asset Distribution					
Stock Dividends & Retained Earnings Adjustments					
Retained Earnings		519		519	

☒ Original ☐ Revision

CAB Form 244
Schedule P-1

BNL DEVELOPMENT CORPORATION

Income Accounts
(Dollars in Thousands)

Jan. 1, 1975
thru
Dec. 31, 1975

Total operating revenues	\$ 47
Total operating expenses	<u>552</u>
Net revenue from operations	(505)
Tax accruals, excluding income taxes	<u>92</u>
Operating income	(597)
Other income	<u>4</u>
Total income	(593)
Miscellaneous deductions from income	<u>-</u>
Income available for fixed charges	(593)
Fixed charges	<u>189</u>
Net income before income taxes	(782)
Provision for state income taxes	1
Provision for federal income taxes	<u>-</u>
Net income	<u><u>\$ (783)</u></u>

B-1

BALANCE SHEET

Forwarder BURLINGTON NORTHERN AIR FREIGHT INC.

Carrier Code 5 0 2 9 3

As at December 31, 1975

Date 7 5 1 2

Acc't No.	ASSETS		
	Current Assets		
1000	Cash		389
1010	Temporary Cash Investments		250
	Notes and Accounts Receivable		
1020	Trade	5 739	
1030	Associated Companies	-	
1040	Other	24	
	Total Notes and Accounts Receivable	5 763	
1050	Less: Allowance for Uncollectible Accounts	364	5 399
1060	Materials and Supplies		135
1070	Short-Term Prepayments		49
1080	Other Current Assets		262
1099	Total Current Assets		6 485 *
	Investments and Special Funds		
1100	Investments in Affiliated Companies		-
1110	Investments in Other Associated Companies		-
1120	Other Investments and Noncurrent Receivables		-
1130	Special Funds		47
1199	Total Investments and Special Funds		47 *
	Property and Equipment		
1200-1240	Buildings and Equipment	1 155	
1250-1290	Less: Accumulated Depreciation	258	897
1300	Leasehold Improvements	127	
1310	Less: Accumulated Amortization	21	106
1320	Land		-
1330	Construction Work--In Progress		-
1399	Total Property and Equipment		1 003 *
1400	Intangible Assets		- *
1450	Deferred Charges		226 *
1499	TOTAL ASSETS		7 761

* Indicates Subtotal for Total Assets

CAB Form 244
Schedule B-1

☒ Original ☐ Revision

BALANCE SHEET AND INCOME
STATEMENTS OF CERTAIN
AFFILIATED COMPANIES

ARDEN LUMBER COMPANY, INC.

BALANCE SHEET
(Dollars in Thousands)

<u>ASSETS</u>	As of <u>Dec. 31, 1975</u>
<u>Current Assets:</u>	
Cash	\$ 1
Accounts Receivable	206
Inventories - Cost or Market	699
Other current assets	<u>185</u>
TOTAL CURRENT ASSETS	1 091
<u>Properties:</u>	
Land, plant and equipment	933
Less - Reserve for depreciation	<u>(554)</u>
TOTAL PROPERTIES - NET	379
Other Assets	336
TOTAL ASSETS	<u>\$ 1 806</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>	
<u>Current Liabilities:</u>	
Accounts Payable	\$ 1 185
Taxes Accrued	30
Other current liabilities	<u>22</u>
TOTAL CURRENT LIABILITIES	1 237
<u>Stockholders' Equity:</u>	
Common stock	95
Treasury stock	(167)
Retained earnings	<u>641</u>
TOTAL STOCKHOLDERS' EQUITY	569
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	<u>\$ 1 806</u>

ROYAL LOGGING COMPANY
Profit and Loss Statement
(Dollars in Thousands)

Year 1975

	<u>1975</u>
Revenues	\$ 4 515
Costs	4 208
General and administrative expenses	<u>478</u>
Profit from operations	(171)
Other income	<u>-</u>
Profit before taxes	(171)
Provision for State Income Tax	(8)
Provision for Federal income tax - Current	(28)
Provision for Federal income tax - Deferred	<u>(36)</u>
Net Income	<u><u>\$ (99)</u></u>

ROYAL LOGGING COMPANY

BALANCE SHEET
(Dollars in Thousands)

<u>ASSETS</u>	As of <u>Dec. 31, 1975</u>
<u>Current Assets:</u>	
Cash	\$ 34
Accounts Receivable	45
Inventories	300
Other current assets	<u>218</u>
TOTAL CURRENT ASSETS	597
<u>Properties:</u>	
Land, plant and equipment	4 014
Less - Reserve for depreciation	<u>(2 745)</u>
TOTAL PROPERTIES - NET	1 269
TOTAL ASSETS	<u>\$ 1 865</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>	
<u>Current Liabilities:</u>	
Accounts Payable	\$ 1 274
Taxes Accrued	(12)
Other current liabilities	<u>29</u>
TOTAL CURRENT LIABILITIES	1 291
<u>Stockholders' Equity:</u>	
Common stock	200
Retained earnings	<u>375</u>
TOTAL STOCKHOLDERS' EQUITY	575
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	<u>\$ 1 866</u>

PLUM CREEK LUMBER COMPANY

BALANCE SHEET
(Dollars in Thousands)

<u>ASSETS</u>	As of <u>Dec. 31, 1975</u>	
<u>Current Assets:</u>		
Cash	\$	54
Short term investments		4 200
Accounts Receivable		4 830
Inventories		8 701
Other current assets		<u>831</u>
TOTAL CURRENT ASSETS		18 666
<u>Special Funds and Investments:</u>		
Investment in affiliated companies		1 960
Other securities		<u>166</u>
TOTAL SPECIAL FUNDS AND INVESTMENTS		2 126
<u>Properties:</u>		
Land, plant and equipment		22 534
Less - Reserve for depreciation		<u>8 487</u>
TOTAL PROPERTIES - NET		14 047
<u>Other Assets</u>		67
TOTAL ASSETS	\$	<u><u>34 906</u></u>

NORTHERN AIRMOTIVE, INC.

BALANCE SHEET
(Dollars in Thousands)

<u>LIABILITIES</u>	As of <u>Dec. 31, 1975</u>
<u>Current Liabilities:</u>	
Accounts Payable	\$ 328
Notes Payable	685
Accrued income taxes payable	61
Accrued petroleum taxes payable	4
Accrued sales taxes payable	12
Accrued salaries and wages payable	41
Accrued products liability insurance premium	17
Accrued real estate taxes payable	50
Accrued interest payable	5
Payroll taxes payable	1
Accrued prepaid installations	13
TOTAL CURRENT LIABILITIES	1 217
<u>Non-Current Liabilities:</u>	
Long term notes payable	1 665
TOTAL NON-CURRENT LIABILITIES	1 665
<u>Other Liabilities and Deferred Credits:</u>	
Deferred income taxes payable	33
TOTAL OTHER LIABILITIES & DEF. CREDITS	33
TOTAL LIABILITIES	2 915
<u>Shareholders' Equity:</u>	
Common stock	100
Paid in surplus	900
Retained earnings	215
Net income - this year	153
NET WORTH	1 368
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	\$ 4 283

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	Belt Ry. Co. of Chicago, The	Direct	Advance	\$ 160	\$ 160	\$ -
2	BN Transport Inc.	Direct	Advance repayment	(1) 106	106	-
3	Burl. Nor. Air Freight Inc.	Indirect	Note repayment	780	780	-
4	BNL Development Corp.	Direct	Purchase of stock	(P) 3 000	3 000	-
5	BNL Development Corp.	Direct	Land sales	(S) 1 090	382	(2) -
6	BNL Development Corp.	Direct	Advance	300	300	-
7	BNL Development Corp.	Direct	Advance repayment	(1) 300	300	-
8	Burlington Equipment Co.	Direct	Advance	4 646	4 646	-
9	Burlington Equipment Co.	Direct	Advance repayment	(1) 4 646	4 646	-
10	Burlington Equipment Co.	Direct	Note	4 646	4 646	-
11	Burlington Equipment Co.	Direct	Note repayment	(1) 4 646	4 646	-
12	Burl. Nor. Dock Corp.	Direct	Advance to B. N. Inc.	1 553	1 553	-
13	Chicago Union Station Co.	Direct	Advance	1 008	1 008	-
14	Chicago Union Station Co.	Direct	Advance repayment	(1) 708	708	-
15	Chicago Union Station Co.	Direct	Purchase bonds	386	386	-
16	Colorado & Southern Ry. Co.	Direct	Advance	4 650	4 650	-
17	Fort Worth & Denver Ry. Co.	Indirect	Advance	619	619	-
18	Fort Worth & Denver Ry. Co.	Indirect	Note	263	263	-
19	Fort Worth & Denver Ry. Co.	Indirect	Note repayment	4 766	4 766	-
20	Glacier Park Co.	Direct	Advance	1 635	1 635	-
21	Glacier Park Co.	Direct	Advance repayment	2 488	2 488	-
22	Kansas City Terminal Ry. Co.	Direct	Advance	250	250	-
23	Kansas City Terminal Ry. Co.	Direct	Advance repayment	(1) 50	50	-
24	Minnesota Transfer Ry. Co.	Direct	Advance repayment	385	385	-
25	Oregon Electric Ry. Co.	Direct	Advance	4 085	4 085	-
26	Plum Creek Lumber Co.	Direct	Sale stumpage and logs	(S) 6 052	2 347	3 705

Continued 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)

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	Purchase lumber and plywood	(P) 717	\$ 502	\$ 215
2	Ruth Realty Co.	Direct	Advance	218	218	-
3	St. Louis & Kansas City					
4	Land Company	Direct	Advance	68	68	-
5	St. Louis & Kansas City					
6	Land Company	Direct	Advance repayment	(1) 200	200	-
7						
8						
9						
10						
11						
12						
13						

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 X 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 X No ___ If yes, explain. (1) Transfer of assets between affiliated companies within the Burlington Northern Inc. corporate entity does not warrant assessment of charges. (2) No gain is recognized on intercompany land sales between BN and subsidiaries. Gain, 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 \$30,000 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 (e) 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)	3 466
3	Plum Creek Lumber Co.	Royal Logging Co.	Common	Road Bldg.					
4				& Equip.	Cost	0	0	(P)	477
5									
6									
7									
8									
9									
10									
11									
12									
13									
14									
15									
16									
17									
18									
19									
20									
21									
22									
23									
24									
25									
26									

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 Co.	Common	Land Purchase	(P) \$ 621	\$ 621	\$ -
2	Glacier Park Co.	Dreyer Brothers Inc.	Direct	Advance	30	30	-
3	Glacier Park Co.	Plum Creek Lumber Co.	Common	Log sales	(S) 1 363	345	1 018
4	St. Louis & Kansas City Land Co.	Pullman Co.	Common	Liquidating Dividend	265	265	-
5							
6							
7							
8							
9							
10							
11							
12							
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 X . 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. No

511. 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	291 540 785			
2	Passenger	3 186 593			
3	Yard switching	30 435 219			
4	Total	325 162 597			
5	Cost of Fuel*	\$ 93 177	\$	\$	\$
6	Work Train	468 669			

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)

PLUM CREEK LUMBER COMPANY

BALANCE SHEET
(Dollars in Thousands)

<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>	<u>As of</u> <u>Dec. 31, 1975</u>	
<u>Current Liabilities:</u>		
Accounts Payable	\$	1 971
Interest Payable		271
Taxes Accrued		1 917
Current portion of long term debt		6
Other current liabilities		248
TOTAL CURRENT LIABILITIES		4 413
Long Term Debt - Non-Current		8 006
TOTAL LIABILITIES		12 419
<u>Stockholders' Equity:</u>		
Common stock		678
Paid in surplus		64
Retained earnings		21 745
TOTAL STOCKHOLDERS' EQUITY		22 487
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$	34 906

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), (i), (j), - None.

- (a) Western Fruit Express Company - Contract dated December 11, 1975, covers management, supervision and administration services performed by BN for WFE for \$5,000.00 per year plus actual cost of additional positions established by BN to perform WFE business.

Western Fruit Express Company - Contract dated June 1, 1973, covering lease of cars to BN was terminated November 1, 1975.

Western Fruit Express Company - Contract dated November 1, 1975, covers BN lease, maintenance and repair of WFE cars.

Western Fruit Express Company - Contract dated June 1, 1970, covering lease of cars and MPS to WFE was terminated November 1, 1975.

Western Fruit Express Company - Contract dated November 1, 1975, covers WFE lease of Mechanical Protective Systems installed in BN cars.

Western Fruit Express Company - Contract dated November 9, 1967, covering repairs to WFE refrigerator cars and WFE's proportion of interest rental on BN's investment in Havelock, Nebraska shop facilities was terminated November 1, 1975.

- (e) Chicago and North Western Transportation Company - Contract dated May 22, 1975, covers C&NW's use of BN line between Crawford, Nebraska and Coal Creek Junction, Wyoming, at \$7.93 per train mile for each C&NW train under 110 cars or 10,000 net tons of coal and \$12.00 per train mile for C&NW trains in excess of 110 cars or 10,000 net tons of coal.

Chicago and North Western Transportation Company - Contract dated May 22, 1975, covers joint construction use and ownership of railroad line from Coal Creek Junction to Shawnee and Orin, Wyoming. Received ICC approval January 26, 1976.

Sch. 581. Contracts, Agreements, etc. - continued.

(e) cont'd

Duluth, Missabe and Iron Range Railway Company and Duluth, Winnipeg and Pacific Railway Company - Contract dated February 18, 1975, covers DM&IR and BN use of DW&P's trackage to serve Minorca Plant near Virginia, Minnesota. Supplement dated December 31, 1975, covers BN's payments to DM&IR for use of DW&P's trackage at \$2.00 per revenue car plus \$6.25 per car of pellets.

Oregon, California and Eastern Railway Company - Contract dated March 25, 1975, covers handling of log cars by BN for O.C.&E., between O.C.&E. interchange track and Weyerhaeuser Log Dump at Klamath Falls, Oregon at \$5.29 per car.

Lake Superior Terminal and Transfer Railway Company - Contract dated April 2, 1975, covers repairing and servicing by BN employees of LST&T's diesel locomotives at actual cost.

Chicago and North Western Transportation Company - Termination of contract dated May 4, 1959, covering C&NW's use of line between Buda and Wyoming, Illinois.

Canadian Pacific Limited - Contract dated August 13, 1975, covers BN's handling of CP's cars in BN trains between New Westminster and Brownsville, B.C. at \$24.00 per car.

Chicago, Milwaukee, St. Paul and Pacific Railroad Company - Contract dated August 19, 1975, covers BN's switching of Milwaukee's cars at Continental Grain Company in Tacoma, Washington at \$32.80 per car.

Union Pacific Railroad Company - Contract dated May 27, 1975, covers BN's switching UP's cars at Continental Grain Company in Tacoma, Washington at \$29.80 per loaded car.

Toledo, Peoria and Western Railroad Company - Contract dated June 9, 1975, covers run-through of BN's locomotives and cabooses from Canton, Peoria, or Bushnell to Sommer, Illinois at \$.01194 per horsepower hour for locomotives and \$.79 per hour for cabooses.

Colorado and Southern Railway - Contract dated March 1, 1975, covers BN furnishing C&S clerical services on an actual cost basis.

Union Pacific Railroad Company - Contract dated July 1, 1974, covers run-through operations at Council Bluffs, Iowa, and Grand Island, Nebraska, on an equalized basis.

Illinois Central Gulf Railroad - Termination of contract dated December 20, 1948, covering BN's use of ICG's line between Francis and Kansas City, Missouri. BN will continue to pay monthly rental (\$3,925.88) and 29.68% of maintenance and operation expenses plus deposit \$75,000.00 with ICG until September 30, 1979.

(i) Fort Worth National Bank and Fort Worth and Denver Railway Company - Conditional Sale Agreement dated 11-15-74 covering 200 covered hopper cars with a Base Price of \$5,110,000.00 wherein BN is Guarantor.

Chase Manhattan Service Corporation - Hulk reconstruction, sale and lease agreement dated 3-1-75 covering 200 box cars and 200 hopper cars with a Purchase Price of \$7,533,460.00. No lease payments were made in 1975, however, \$83,463.37 has been accrued.

Morgan Guaranty Trust Company of New York - Revolving Credit Agreement for Interim Financing of Taconite Dock Facilities dated 9-30-75. Credit not to exceed \$30,000,000.00 and interest payable quarterly at a rate of 110% of the minimum commercial lending rate. BN paid \$318,335 in 1975 for interest and commitment fees. The agreement was terminated December 31, 1975.

Sch. 581 Contracts, Agreements, etc. - concluded

(i) cont'd

Norlease, Inc. - Agreement dated 3-1-75 whereby BN leases 60 auto rack cars. First semi-annual lease payment is due 4-1-76 for \$147,216.00 however, no payments were made in 1975.

Gould Leasing Services, Inc. and Borg-Warner Equities Corporation - Finance arrangement dated 5-1-75 which includes 2 locomotive leases. Gould Leasing Services covers 10 locomotives with first semi-annual lease payment due March 1, 1976 for \$142,298.72. Borg-Warner Equities covers 20 locomotives with first semi-annual lease payment due March 1, 1976 for \$308,659.83. No payments made in 1975.

Chicago Freight Car Company - Agreement dated 12-20-74 where BN leases 200 reconstructed box cars. Rental was \$224.85 per car per month and supplemented 9-9-75 to \$233.84 per car per month. Rental paid in 1975 was \$137,093.10.

Ohio Power Company - Agreement dated 1-24-75 wherein BN leases 523 hopper cars. Rental rate is \$9.00 per day per car on 150 cars and \$9.35 per day per car on 373 cars. Supplement dated 7-21-75 added 315 cars to the lease at a rate of \$270.00 per month per car. Rental paid in 1975 was \$2,457,220.55.

Indiana and Michigan Electric Company - Agreement dated 6-20-75 whereby BN leases 127 hopper cars. Rental rate is \$295.00 per month per car. Rental paid in 1975 was \$318,584.94.

Professional Lease Management, Inc. - Lease dated 8-7-75 covering 200 cars at \$9.00 per day per car; lease dated 8-15-75 covering 100 cars at \$8.00 per day per car; lease dated 8-07-75 covering 20 cars at \$8.00 per day per car; and lease dated 9-30-75 covering 45 cars at \$9.50 per day per car. Lease rental paid in 1975 on these 4 leases was \$226,261.50.

Fruit Growers Express - Agreement dated October 1, 1975, whereby Western Fruit Express assigns all interest in its 10-1-65 agreement covering a lease of 506 refrigerator cars, to BN Inc. No payment made in 1975.

Schroder Trust Company and Morgan Guaranty Trust Company of New York - Revolving Credit Agreement dated 12-31-75 covering financing of the Superior Taconite Facility. Amount borrowed is not to exceed \$30,000,000.00 at any one time outstanding. Entire principal amount is due 12-31-77. Interest at 110% of MCLR. Commitment fee to be based on $\frac{1}{2}$ of 1% per annum on the daily, average, unused portion payable quarterly. A facility commitment fee is payable quarterly, at a rate of 10% of the MCLR in effect on the daily, average, entire amount based from that date to 12-31-77.

First National City Bank - Revolving Credit Agreement dated 9-1-75 whereby \$100,000,000.00 is made available. BN to pay commitment fee based on the average, daily, unused portion at a rate of $\frac{1}{2}$ of 1% per annum payable quarterly, and a compensating balance of 10% on total commitment plus 5% additional on used portion.

American Rail Box Car Company - Agreement dated 11-1-75 whereby BN is Guarantor of a lease of 1,000 box cars with a Purchase Price of \$30,000,000.00. After 1st closing the 30 semi-annual rental payments shall be equal to 4.83514% of the Purchase Price of each unit.

(k) Butte Pipe Line Company - Through-Put Agreement dated 9-1-75. Pipe Line Company's \$5,000,000.00 obligation is to be satisfied with money generated by owners oil shipments through the Pipe Line. BN is 10% owner.

NOTES AND REMARKS

600. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION

This schedule should be completed by carriers participating in the National Railroad Passenger Corporation (NRP) 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)	Account (b)
	Maintenance of Way and Structures	\$
1	201 Superintendence	-
2	202 Roadway Maintenance	131
3	206 Tunnels and Subways	4
4	208 Bridges, Trestles and Culverts	64
5	210 Elevated Structures	
6	212 Ties	118
7	214 Rails	88
8	216 Other Track Material	105
9	218 Ballast	43
10	220 Track Laying and Surfacing	460
11	221 Fences, Snowsheds and Signs	8
12	227 Station and Office Buildings	64
13	229 Roadway Buildings	
14	231 Water Stations	
15	233 Fuel Stations	2
16	235 Shops and Enginehouses	(9)
17	247 Communication Systems	
18	249 Signals and Interlockers	
19	253 Power Plants	(1)
20	257 Power-transmission Systems	
21	265 Miscellaneous Structures	
22	269 Roadway Machines	61
23	271 Small Tools and Supplies	34
24	272 Removing Snow, Ice and Sand	28
25	273 Public Improvements: Maintenance	25
26	274 Injuries to Persons	1
27	276 Stationery and Printing	
28	277 Employees Health and Welfare Benefits	48
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	1 274
	Maintenance of Equipment	
34	301 Superintendence	-
35	302 Shop Machinery	(31)
36	304 Power-plant Machinery	(2)
37	305 Shop and Power-plant Machinery: Depreciation	
38	311 Locomotives: Repairs	1 592
39	317 Passenger-train Cars: Repairs	6 586
40	326 Work Equipment: Repairs	13
41	328 Miscellaneous Equipment: Repairs	(3)
42	331 Equipment: Depreciation	
43	332 Injuries to Persons	32
44	334 Stationery and Printing	
45	335 Employees Health and Welfare Benefits	302

600. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION - Continued

Line No.	Name of Account (a)	Amount (b)
	Maintenance of Equipment—Continued	\$
45	336 Joint Maintenance of Equipment Expenses - Dr.	(4)
47	337 Joint Maintenance of Equipment Expenses - Cr.	
48	339 Other Expenses	
49	Total	8 485
	Traffic	
50	351 Superintendence	77
51	352 Outside Agencies	15
52	353 Advertising	
53	354 Traffic Associations	
54	358 Stationery and Printing	
55	359 Employees Health and Welfare Benefits	5
56	360 Other Expenses	
57	Total	97
	Transportation	
58	371 Superintendence	284
59	372 Dispatching Trains	76
60	373 Station Employees	542
61	376 Station Supplies and Expenses	136
62	377 Yardmasters and Yard Clerks	166
63	378 Yard Conductors and Brakemen	424
64	379 Yard Switch and Signal Tenders	41
65	380 Yard Enginemen	200
66	382 Yard Switching Fuel	154
67	383 Yard Switching Power Produced	
68	384 Yard Switching Power Purchased	
69	388 Servicing Yard Locomotives	15
70	389 Yard Supplies and Expenses	32
71	390 Operating Joint Yards and Terminals - Dr.	(5)
72	391 Operating Joint Yards and Terminals - Cr.	
73	392 Train Enginemen	3 817
74	394 Train Fuel	3 586
75	395 Train Power Produced	
76	396 Train Power Purchased	
77	400 Servicing Train Locomotives	841
78	401 Trainmen	4 018
79	402 Train Supplies and Expenses	3 764
80	403 Operating Sleeping Cars	1
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	818
86	410 Stationery and Printing	93
87	411 Other Expenses	3
88	412 Operating Joint Tracks and Facilities - Dr.	
89	413 Operating Joint Tracks and Facilities - Cr.	
90	415 Clearing Wrecks	19
91	420 Injuries to Persons	101
92	Total	19 226

600. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION - Concluded

Line No.	Name of Account (a)	Amount (b)
	Miscellaneous	\$
		5
93	441 Dining and Buffet Service _____	
94	447 Operating Joint Miscellaneous Facilities - Dr. _____	
95	448 Operating Joint Miscellaneous Facilities - Cr. _____	-
96	449 Employees Health and Welfare Benefits _____	5
97	Total _____	
	General	
		78
98	451 Salaries and Expenses of General Officers _____	290
99	452 Salaries and Expenses of Clerks and Attendants _____	
100	453 General Office Supplies and Expenses _____	-
101	454 Law Expenses _____	19
102	456 Employees Health and Welfare Benefits _____	129
103	457 Pension _____	
104	458 Stationery and Printing _____	(4)
105	460 Other Expenses _____	
106	461 General Joint Facilities - Dr. _____	
107	462 General Joint Facilities - Cr. _____	512
108	Total _____	
	RENTS	
		7
109	504 Rent from Locomotives _____	13
110	505 Rent from Passenger-train Cars _____	1
111	507 Rent from Work Equipment _____	
112	508 Joint Facility Rent Income _____	
113	537 Rent for Locomotives _____	
114	538 Rent for Passenger-train Cars _____	(1)
115	541 Joint Facility Rents _____	20
116	Total Rents _____	3 146
117	532 Railway Tax Accruals _____	32 765
118	Total Remunerations _____	

NOTES AND REMARKS

SUPPLEMENTAL SUMMARY TO SCHEDULE 600
ANNUAL REPORT FORM R-1

Summary of Incentive and Penalty Payment Adjustments
for the Year Ended December 31, 1975
(in Thousands)

<u>Performance Standard</u>	Amount of ^{1/} Payment Adjustments	
	<u>Incentives</u> (a)	<u>Penalties</u> (b)
1. Schedule adherence	\$6 542	xxxxxx
2. Recovered time/excessive delays-net	-	\$13
3. Car cleanliness	xxxxxx	9
4. Locomotive operability-net	59	-
5. Car operability-net	67	-
6. Locomotive availability	238	xxxxxx
7. Car availability	466	xxxxxx
8. Other (Explain)	-	-
9. Totals (sum of 1-8)	<u>\$7 372</u>	<u>\$22</u>
10. Net amount, if any, credited to account 143, Miscellaneous	<u>\$7 350</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.

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, statistics, 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	\$ 1 435
2	Association of Western Railways	Expenses	3 539
3	California Railroad Association	Expenses	4
4	Colorado Railroad Association	Expenses	6
5	Illinois Railroad Association	Assessments	15
6	Iowa Railroad Association	Assessments	8
7	Kansas Railroad Association	Assessments	3
8	Minnesota Railroad Association	Expenses	136
9	Missouri Railroad Committee	Assessment	13
10	Montana Railroad Association	Expenses	135
11	Nebraska Railroad Association	Expenses	36
12	North Dakota Railway Lines	Expenses	38
13	Oregon Railroad Association	Contribution	20
14	South Dakota Railroad Association	Assessment	4
15	Washington Railroad Association	Expenses	56
16	Canadian Car Demurrage Bureau	Expenses	2
17	Canadian Freight Association	Expenses	17
18	American Management Systems, Inc.	Services	493
19	Bishop, Ericson & Flynn	Services	64
20	Caplin and Drysdale	Services	205
21	Carl Byoir and Associates, Inc.	Services	163
22	Chicago Railroad Terminal Information System Inc.	Expenses	36
23	Continental Assurance Co.	Services	121
24	Crowley, Kilbourne, Haughey, Hanson & Gallagher	Services	69
25	First National City Bank of New York	Services	83
26	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	First Trust Company of St. Paul	Services	\$ 116
2	Gough, Booth, Shanahan & Johnson	Services	128
3	Haskins and Sells	Auditing Services	218
4	Haskins and Sells	Other Services	73
5	International Engineering Co. Inc.	Services	316
6	Knudsen, Berkheimer, Endacott & Beam	Services	73
7	Mark Hurd Aerial Surveys, Inc.	Services	77
8	Morgan Guaranty Trust Co. of New York	Services	129
9	Morgan Stanley and Co., Inc.	Services	103
10	National Railway Labor Conference	Assessments	166
11	Nilles, Hansen, Selbo, Magill & Davies	Services	61
12	S.E. & A. Consulting Engineers -		
13	Planners Inc.	Services	78
14	Shannon & Wilson Inc.	Services	58
15	Sidley and Austin	Services	251
16	Technalysis Corporation	Services	73
17	United Research Company	Services	320
18	Western Engineers - Architects	Services	115
19	Workmens Compensation Board	Assessments	79
20			
21			
22			
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24			
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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 detail as to division of the compensation should be reported in schedule 564.

4. Other compensation to be entered in column (d) includes, but is not limited to, commissions; bonuses; shares in profits; contingent compensation; moneys paid, set aside or accrued pursuant to any pension, retirement, savings, deferred compensation, or similar plan including premiums paid for retirement annuities, or life insurance where the respondent is not the beneficiary (Premiums on group life insurance for benefits less than \$50,000 need not be reported.), or any other arrangement which constitutes a form of compensation. 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			\$	\$
2				
3				
4				
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Schedule 10000.—COMPETITIVE BIDDING — CLAYTON ANTITRUST ACT

Approved by GAO
B-180230 (RQ339)

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.

To ensure that this section of the Clayton Antitrust Act and the Commission's regulations are being complied with, all carriers required to file this report should complete this schedule.

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	Equipment Trust	Nov. 25,	Burlington	2	Lowest dividend	Jan. 12,	Merrill Lynch, Pierce,
2	financing of	26, 1975	Northern		cost computed	1976	Fenner & Smith Incor-
3	freight cars	Dec. 2,	Serial		under specified		porated, One Liberty
4		3, 1975	Contract		Serial Bond		Plaza 165 Broadway,
5			No. 1976-1		Valuation Tables		New York, N.Y. 10006
6							
7							J. Howard Laeri
8							Director of The First
9							Boston Corporation (one
10							of the group bidding
11							with the aforementioned
12							firm)
13							
14	Request for bids	April 2,	575-2	4	Low Bids	May 2, 1975	United States Steel
15	for purchase of	4, 9 & 11,					Corp., 71 Broadway,
16	Steel and/or	1975					New York, N.Y. 10006,
17	Steel Products,						John M. Meyer, Jr.,
18	Creosote Oil and						Director
19	Slag by Burlington						
20	Northern Inc. and/						United States Steel
21	or Burlington						Corp., Raw Materials
22	Equipment Company						Div'n., 208 S. LaSalle
23							St. Chicago, Ill. 60604,
24							John M. Meyer, Jr.,
25							Director
26							
27							
28							
29							
30							

Schedule 10000.—COMPETITIVE BIDDING — CLAYTON ANTITRUST ACT

Approved by GAO
B-180230 (RO339)

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.

To ensure that this section of the Clayton Antitrust Act and the Commission's regulations are being complied with, all carriers required to file this report should complete this schedule.

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			575-2				United States Steel
2			(cont'd.)				Corp., USS Chemicals
3							Div'n., 600 Grant St.,
4							Room 2819, Pittsburgh,
5							Pa. 15230, John M. Meyer
6							Jr., Director
7							
8							United States Steel
9							Corp., United States
10							Steel Supply Division
11							13535 S. Torrence Ave.,
12							Chicago, Ill. 60680,
13							John M. Meyer, Jr.,
14							Director
15							
16	Request for bids	Sept. 10,	1075-3	3	Low Bids	Oct. 31,	Crown Zellerbach Corp.,
17	for Corrugated	12, 17,				1975	Gaylord Container
18	Box Car Lining	19, 1975					Division One Bush
19	and Untreated						Street, San Francisco,
20	Peeled Douglas						Calif. 94119, Robert M.
21	Fir Piling						Hendrickson, Director
22							
23							Crown Zellerbach Corp.
24							Treated Wood Products
25							Division One Bush
26							Street, San Francisco,
27							Calif. 94119, Robert M.
28							Hendrickson, Director
29							
30							

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:

W. N. Erzen

(Insert here the name of the affiant)

makes oath and says that he is Vice President and Controller

(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, 1975 to and including Dec. 31, 1975

(Signature of affiant)

Subscribed and sworn to before me, a Notary Public

in and for the State and county above named.

this

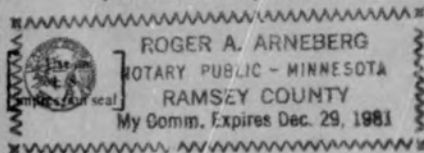
26TH

day of

March 1976

My commission expires

Dec. 29, 1981



Roger A. Arneberg
(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

(Insert here the name of the affiant)

makes oath and says that he is Chairman and Chief Executive Officer

(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, 1975, to and including Dec. 31, 1975

(Signature of affiant)

Subscribed and sworn to before me, a Notary Public

in and for the state and county above named.

this

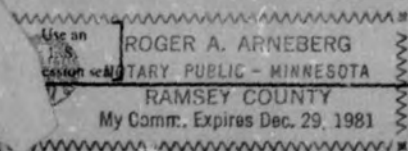
26TH

day of

March 1976

My commission expires

Dec. 29, 1981



Roger A. Arneberg
(Signature of officer authorized to administer oaths)

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:

W. N. Ernzen

(Insert here the name of the affiant)

makes oath and says that he is Vice President and Controller

(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 1975 to and including Dec. 31 1975

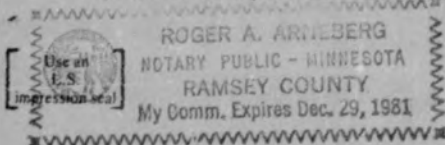
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public

in and for the State and county above named.

this 26th day of March 1976

My commission expires Dec. 29, 1981



(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

(Insert here the name of the affiant)

makes oath and says that he is Chairman and Chief Executive Officer

(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 1975 to and including Dec. 31 1975

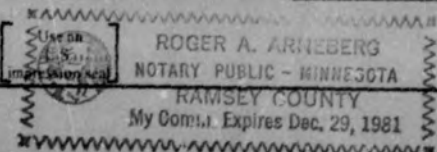
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public

in and for the state and county above named.

this 26th day of March 1976

My commission expires Dec. 29, 1981



(Signature of officer authorized to administer oaths)

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MEMORANDA
(FOR USE OF COMMISSION ONLY)

CORRESPONDENCE

[illegible]

CORRECTIONS

[illegible]

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Schedule 10000.—COMPETITIVE BIDDING — CLAYTON ANTITRUST ACT

Approved by GAO
B-180230 (RO330)

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.

To ensure that this section of the Clayton Antitrust Act and the Commission's regulations are being complied with, all carriers required to file this report should complete this schedule.

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			575-2				United States Steel
2			(cont'd.)				Corp., USS Chemicals
3							Div'n., 600 Grant St.,
4							Room 2819, Pittsburgh,
5							Pa. 15230, John M. Meyer
6							Jr., Director
7							
8							United States Steel
9							Corp., United States
10							Steel Supply Division
11							13535 S. Torrence Ave.,
12							Chicago, Ill. 60680,
13							John M. Meyer, Jr.,
14							Director
15							
16	Request for bids	Sept. 10,	1075-3	3	Low Bids	Oct. 31,	Crown Zellerbach Corp.,
17	for Corrugated	12, 17,				1975	Gaylord Container
18	Box Car Lining	19, 1975					Division One Bush
19	and Untreated						Street, San Francisco,
20	Peeled Douglas						Calif. 94119 Robert M.
21	Fir Piling						Hendrickson, Director
22							
23							Crown Zellerbach Corp.
24							Treated Wood Products
25							Division One Bush
26							Street, San Francisco,
27							Calif. 94119 Robert M.
28							Hendrickson, Director
29							
30							

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