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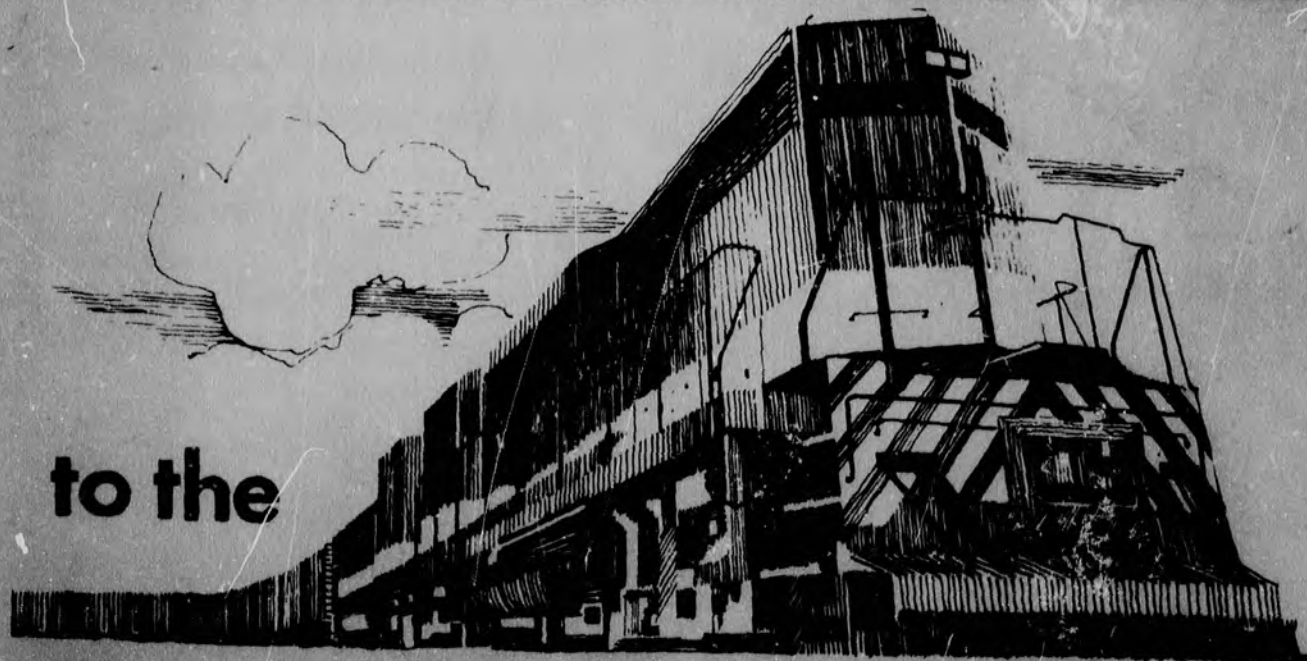
APPROVED BY OMB
3120-0029
EXPIRES 3-31-83

annual report

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	<p>RC000000 CLICH 82 BURLINGTON NORTHERN RAILROAD COMPANY BURLINGTON NORTHERN 176 E FIFTH ST PAUL MN 55101</p>
<p>Correct name and address if different than shown.</p>	<p>Full name and address of reporting carrier. (Use mailing label on only one copy in full on duplicate.)</p>



to the

Interstate Commerce Commission

FOR THE YEAR ENDED DECEMBER 31, 1982

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, P.O. Box 2040, Rockville Pike Station, Rockville, MD. 20852, 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:

(49) U.S.C. 11145. Reports by carriers, lessors, and associations

(a) The Interstate Commerce Commission may require—

(1) carriers, brokers, lessors, and associations, or classes of them as the Commission may prescribe, to file annual, periodic, and special reports with the Commission containing answers to questions asked by it; and

(2) a person furnishing cars or protective services against heat or cold to a rail or express carrier providing transportation subject to this subtitle, to file reports with the Commission containing answers to questions about those cars or services.

(b) (1) An annual report shall contain an account, in as much detail as the Commission may require, of the affairs of the carrier, broker, lessor, or association for the 12-month period ending on the 31st day of December of each year. However, when an annual report is made by a motor carrier, a broker, or a lessor or an association maintained by or interested in one of them, the person making the report may elect to make it for the 13-month period accounting year ending at the close of one of the last 7 days of each calendar year if the books of the person making the report are kept by that person on the basis of that accounting year.

(2) An annual report shall be filed with the Commission by the end of the 3d month after the end of the year for which the report is made unless the Commission extends the filing date or changes the period covered by the report. The annual report and, if the Commission requires, any other report made under this section, shall be made under oath.

(c) The Commission shall streamline and simplify, to the maximum extent practicable, the reporting requirements applicable under this subchapter to motor common carriers of property with respect to transportation provided under certificates to which the provisions of section 10922(b)(4)(E) of this title apply and to motor contract carriers of property with respect to transportation provided under permits to which the provisions of section 10923(b)(5) of this title apply.

Pub. L. 95-473, Oct. 17, 1978, 92 Stat. 1427; Pub. L. 96-296, § 5(b), July 1, 1980, 94 Stat. 796.

49 U.S.C. 11901 (g) A person required to make a report to the Commission, answer a question, or make, prepare, or preserve a record under this subtitle concerning transportation subject to the jurisdiction of the Commission under subchapter II of chapter 105 of this title, or an officer, agent, or employee of that person that (1) does not make the report, (2) does not specifically, completely, and truthfully answer the question, (3) does not make, prepare, or preserve the record in the form and manner prescribed by the Commission, or (4) does not comply with section 10921 of this title, is liable to the United States Government for a civil penalty of not more than \$500 for each violation and for not more than \$250 for each additional day the violation continues. After the date of enactment of this sentence, no penalties shall be imposed under this subsection for a violation relating to the transportation of household goods. Any such penalties that were imposed prior to such date of enactment shall be collected only in accordance with the provisions of subsection (h) of 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 B, page 2.

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.

Operating companies 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 \$50,000,000, or more. For this class, Annual Report Form R-1 is provided.

Class II companies are those having annual operating revenues less than \$50,000,000 but in excess of \$10,000,000.

Class III companies are those having annual operating revenues of \$10,000,000 or less.

All switching and terminal companies will be designated class III railroads.

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. 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.

ANNUAL REPORT

OF



BURLINGTON NORTHERN RAILROAD

INCLUDING:

BN (OREGON-WASHINGTON) INC.
FORT WORTH AND DENVER RAILWAY COMPANY
TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1982

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

(Name) C. C. Roberts (Title) Vice President, Accounting

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

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

SPECIAL NOTICE

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

Revisions to this report resulted from the following Commission's decisions, copies of which were served on all railroads:

Docket	Title	Decision Date
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The following schedule was added to Railroad Annual Report Form R-1:

Schedule 512	Transactions Between Respondent and Companies or Persons Affiliated with Respondent for Services Received or Provided. Reinserted, it was inadvertently omitted from the 1981 report. Revised to reflect Accounting Series Circular No. 192 "Related Party Disclosures" dated May 18, 1982 which required F.A.S. No. 57 dated March 1982.
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Changes were made to the following schedules:

Schedule 200	Added three lines to segregate account Nos. in other assets and renumbered.
Schedule 210	Deleted lines 69-74 and added a line 53 Total Provision For Income Tax and renumbered.
Schedule 310A	Added heading Non-carrier (lists specifics for each company)
Schedule 335	Changed line Nos. 27, 36 and 37.
Schedule 361	Part Total Rental Expenses. Deleted columns c-h.
Schedule 412	Added column (e) Amortization Adjustment During Year, and Instruction No. 4.
Schedule 415	Changed column (e) from Depreciation to Amortization Adjustment Net During Year and minor changes to the Instructions.
Schedule 450	Changed heading to "Analysis of Taxes" from "Analysis of Federal Income Taxes" and the format of schedule. Segregate three line items.
Schedule 710	Deleted Diesel B Units and renumbered lines.
Schedule 721	Changed line No. 9 and added Instruction.
Schedule 723	Changed line No. 10 and added Instruction.
Schedule 755	Deleted 14 line items and renumbered the schedule. Minor changes were made in the Instructions.
Schedule 450	Item 3 added to analyze the affect of certain provisions of the Economic Recovery Tax Act of 1981 on Tax accruals.

ESTIMATE OF REPORTING BURDEN

In order to monitor carrier reporting burden and to satisfy OMB requirements pursuant to Public law 96-511, it is requested that you furnish the following information:

(1) Best estimate of the number of staff hours required to complete this report. In making this estimate please include the number of hours attributable to preparing the report and any special compilations contained in this report that would not generally be maintained or used by management for purposes other than reporting to this Commission.

Total hours (Estimated) 3800

(2) Best estimate of the number of staff hours required to comply with the Uniform System of Accounts (USOA). In making this estimate only include the incremental staff hours required for the USOA. (Those hours in addition to the data needs of management and requirements of other Federal and State agencies.)

Total hours (Estimated) Not appreciable

(3) Best estimate of staff hours and storage costs to comply with the Commission's Record Retention Regulations. In making this estimate only include the incremental costs required for the Commission's rules. (Those costs in addition to retention requirements of management and other Federal and State agencies.)

Total hours (Estimated) Not appreciable

Storage costs (Estimated) Not appreciable

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common, \$ NPV per share; first preferred, \$ - per share; second preferred, \$ - per share; debenture stock, \$ - per share.

2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote Yes

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

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

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

6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing Stock book not closed and not required to be closed.

7. State the total voting power of all security holders of the respondent at the date of such closing, if within one year of the date of such filing; if not, state as of the close of the year. 1,000 votes, as of December 31, 1982 (Date)

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

9. Give the names of the thirty security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent (if within 1 year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each his address, the number of votes which he would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he was entitled, 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 the names and addresses of the thirty largest holders of the voting trust certificates and the amount of their individual holdings. If the stock book was not closed or the list of stockholders compiled within such year, show such thirty security holders as of the close of the year.

Line No.	Name of security holder (a)	Address of security holder (b)	Number of votes to which security holder was entitled (c)	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED		
				Stocks		
				Common (d)	Second (e)	First (f)
1	Burlington Northern Inc.	1111 Third Ave.	1 000	1 000	-	-
2		Seattle, WA 98101				
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C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent. _____
votes cast.
11. Give the date of such meeting. May 13, 1982
12. Give the place of such meeting. St. Paul, Minnesota

NOTES AND REMARKS

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SCHEDULE NO.	PAGE	SCHEDULE NO.	PAGE
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Comparative Results of Operations	210 9	Items in Selected Income and Retained Earnings	
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Retained Earnings - Appropriated	221 13	Contingent Assets and Liabilities	500 66
Transfers from Government Authorities	225 13	Guaranties and Suretyships	501 67
Capital Stock	230 14	Compensating Balances and Short-Term Borrowing Arrangements	502 68
Statement of Changes in Financial Position	240 15	Debtholdings	510 69
Changes in Working Capital	241 16	Transportation Between Respondent and Companies or Person Affiliated With Respondent For Services Received or Provided	512 74
Working Capital Information	245 17	Mileage Operated at Close of Year	700 76
Investments and Advances Affiliated Companies	310 19	Mileage Owned but not Operated by Respondent at Close of Year	701 77
Investments in Common Stocks of Affiliated Companies	310A 24	Miles of Road at Close of Year - By States and Territories (Single Track) (For Other Than Switching and Terminal Companies)	702 78
Road and Equipment Property Owned	330 26	Changes During the Year	705 79
Improvements on Leased Property	330A 28	Inventory of Equipment	710 82
Depreciation Base and Rates-Road and Equipment Owned and Used and Leased from Others	332 30	Unit Cost of equipment Installed During Year	710S 88
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Capitalized Capital Leases	361 41	Summary of Track Maintenance	726 98
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Specialized Service Subschedule - Transportation	417 56	Verification	109 129
Remunerations from Nation Railroad Passenger Corporation	419 57	Memoranda	110 130

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Road Initials: **BNRR**Year 19 **82****A. SCHEDULES OMITTED BY RESPONDENT**

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

2. Show below the pages excluded and indicate the schedule number and title in the space provided provided below.

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

Page	Schedule No.	Title
		NONE

B. IDENTITY OF RESPONDENT

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

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

Board, indicate such fact on line 1 below and list the consolidated group on page 4.

2. If incorporated under a special charter, give date of passage of the act; if under a general law, give date of filing certificate of 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. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report Burlington Northern Railroad Company
2. Date of incorporation January 13, 1961
3. Under laws of what Government, State, or Territory organized? If more than one, name all. If in bankruptcy, give court of jurisdiction and dates of beginning of receivership or trusteeship and of appointment of receivers or trustees

Organized under the provisions of the General Corporation Law of the State of Delaware.

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

The Colorado and Southern Railway Company was merged into Burlington Northern Railroad Company (BNRR) 12-31-81 per an Agreement and Plan of Merger duly filed and recorded with the Secretary of State of Delaware on 12-31-81; the Walla Walla Valley Railway Company was merged into BNRR 3-1-82 per an Agreement and Plan of Merger duly filed and recorded with the Secretary of State of Delaware on 3-1-82; and the Fort Worth and Denver Railway Company was merged into BNRR 12-31-82 per an Agreement and Plan of Merger duly filed and recorded with the Secretary of State of Delaware on 12-31-82.

STOCKHOLDERS REPORTS

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

Check appropriate box:

☐ Two copies are attached to this report.

☐ Two copies will be submitted

(date)

☒ No annual report to stockholders is prepared.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS

Line No.	Account	Title (a)	Balance at Close of Year (b)	Balance at Beginning of Year (c)
		Current Asset		
1	701	Cash	\$ (38 939)	\$ (8 294)
2	702	Temporary Cash Investments	571 575	425 950
3	703	Special Deposits	894	2 386
		Accounts Receivable		
4	704	—Loan and Notes	2 280	2 272
5	705	—Interline and Other Balances	3 454	9 309
6	706	—Customers	146 544	155 338
7	707	—Other	54 614	53 071
8	709, 708	—Accrued Accounts Receivables	243 035	265 454
9	708.5	—Receivables from Affiliated Companies	3 344	24 024
10	709.5	—Less: Allowance for Uncollectible Accounts	(1 245)	(1 505)
11	710, 711, 714	Working funds prepayments deferred income tax debits	17 266	26 048
12	712	Materials and Supplies	256 491	294 171
13	713	Other Current Assets	534	791
14		Total Current Assets	1 259 847	1 249 015
		Other Assets		
15	715, 716, 717	Special funds	27 823	31 629
16	721, 721.5	Investments and Advances Affiliated Companies (sch 310)	126 957	329 707
17	722, 723	Other Investments and Advances	4 852	7 386
18	724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities—Cr.	-	-
19	737, 738	Property used in other than Carrier Operation (less depreciation)	73 965	151 576
20	739, 741	Other Assets	18 816	27 519
21	743	Other Deferred Debits	26 385	25 408
22	744	Accum. deferred Income Tax debits	-	-
23		Total Other Assets	278 798	573 225
		Road and Equipment		
24	731, 732	Road (Sch. 330 & 330A)	3 189 024	3 050 419
25		Equipment	1 947 685	2 012 785
26		Unallocated Items	15 532	35 388
27		Accumulated Depreciation and amortization (Schs. 335, 351, 342, 340)	(1 320 470)	(1 334 949)
28		Net road and Equipment	3 831 771	3 763 643
29		Total Assets	5 370 416	5 585 883

NOTES AND REMARKS

(1) Balance at Beginning of Year has been restated to include the Colorado and Southern Ry. Co. and the Fort Worth and Denver Ry. Co. which effective January 1, 1982 were included in the accounts of the Burlington Northern Railroad Company.

See Note (2) on Page 6.

100. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY

Line No.	Account	Title (a)	Balance at Close of Year (b)	Balance at Beginning of Year (c)
		Current Liabilities	\$	\$
30	751	Loans and Notes Payable	-	-
31	752	Accounts Payable; Interline and Other Balances	1 578	2 138
32	753	Audited Accounts and Wages	51 647	55 373
33	754	Other Accounts Payable	39 557	44 996
34	755, 756	Interest and Dividends Payable	38 736	45 624
35	757	Payables to Affiliated Companies	289 390	130 319
36	759	Accrued accounts Payable	364 628	412 977
37	760, 761, 761.5, 762	Taxes Accrued	90 648	88 739
38	763	Other Current Liabilities	35 673	44 905
39	764	Equipment obligations and other long-term debt due within one year	97 082	117 651
40		Total Current Liabilities	1 008 939	942 722
		Non Current Liabilities		
41	765, 767	Funded debt unmatured (See Note (2) below)	595 515	649 390
42	766	Equipment obligations	521 512	597 792
43	766.5	Capitalized Lease Obligations	100 245	60 196
44	768	Debt in default	-	-
45	769	Accounts payable; Affiliated Companies	12 481	12 445
46	770.1, 770.2	Unamortized debt premium	(27 330)	(28 978)
47	781	Interest in default	-	-
48	783	Deferred revenues-Transfers from Government Authorities	-	-
49	786	Accumulated deferred income tax credits	435 721	401 777
50	771, 772, 774, 775, 782, 784	Other long-term liabilities and deferred credits	214 945	221 141
51		Total Noncurrent Liabilities	1 853 089	1 913 763
		Shareholders' Equity		
52	791, 792	Capital Stock: (Sch. 230)	951,639	951,639
53		Common Stock	951 639	951 639
54		Preferred Stock	-	-
55	793	Discount on Capital Stock	-	-
56	794, 795	Additional Capital (230)	38 337	-
		Retained Earnings:		
57	797	Appropriate (221)	7 393	7 393
58	798	Unappropriated (220)	1 511 019	1 770 366
59	798.1	Net Unrealized loss on noncurrent marketable equity securities	-	-
60	798.5	Less Treasury Stock	-	-
61		Net Stockholders Equity	2 508 388	2 729 398
62		Total Liabilities and Shareholders Equity	5 370 416	5 585 883

NOTES AND REMARKS

(2) Most of our outstanding long-term debt requires periodic repayment of amounts we owe. The repayment requirements are \$97,082, \$82,315, \$77,166, \$72,804, and \$118,976 for the years ending December 31, 1983 thru 1987 respectively. Those amounts do not include repayment requirements that arise when mortgage property is sold. At December 31, 1982 we had purchased \$45,042 of our long-term debt to reduce the annual repayment requirements specified above.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES

The notes listed below are provided to disclose supplementary information on matters which have an important effect on the financial condition of the carrier. The carrier shall give the particulars called for herein and where there is nothing to report, insert the word "none"; and in addition thereto shall enter in separate notes with suitable particulars other matters involving material amounts of the character commonly disclosed in financial statements under generally accepted accounting and reporting principles, except as shown in other schedules. This includes statements explaining (1)

service interruption insurance policies and indicating the amount of indemnity to which respondent will be entitled for work stoppage losses and the maximum amount of additional premium respondent may be obligated to pay in the event such losses are sustained by other railroads; (2) particulars concerning obligations for stock purchase options granted to officers and employees; and (3) what entries have been made for net income or retained income restricted under provisions of mortgages and other arrangements (*Dollars in thousands*).

1. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking and other funds pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts \$ 725

See Note (1) below

2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made \$ 201,549

3. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year: Procedure in accounting for pension funds during 1982 was consistent with 1981.

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund. \$ 79,012

(c) Is any part of pension plan funded? Specify. Yes ☒ 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 August 11, 1981)

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

(d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement See Note (2) on Page 8

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

Yes ☒ No ☐

If yes, give number of the shares for each class of stock or other security: See Note (3) on Page 8A

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

4. State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610). Yes ☒ No ☐

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

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

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

Note (1) Refers to Explanatory Note 1.

Under sinking fund provisions of Respondent's General Mortgage Series N, O 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 220, page 11, Col. (b), line 9, for 1982 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.

Continued on following page

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

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

(a) Changes in Valuation Accounts

	Cost	Market	Dr. (Cr) to Income	Dr. (Cr) to Stockholders Equity
(Current Yr.) Current Portfolio _____				XXXXXX
as of / / Noncurrent Portfolio _____			XXXXXX	\$
(Previous Yr.) Current Portfolio _____			XXXXXX	XXXXXX
as of / / Noncurrent Portfolio _____			XXXXXX	XXXXXX

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

	Gains	Losses
Current	\$ _____	\$ _____
Noncurrent	_____	_____

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

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

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

NOTES AND REMARKS

Note (2) Refers to Explanatory Note 3 (d)

Lake Superior Terminal & Transfer Railway Company
Western Fruit Express Company

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

As required by Canadian law, all eligible Burlington Northern Railroad Company employees are covered by the Canadian Pension Plan. The plan was established January 1, 1971, amended July 1, 1982. The trustee is the Royal Trust Company, Vancouver, B.C.

NOTES AND REMARKS

Note (3) Refers to Explanatory Note 3 (e) (1).

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

Conditional Sales and
Lease Agreements
Face Amount \$300,000

Burlington Northern Inc.
Common: 20,000 shares

Cost: \$1,131,692.50

Note (4)

Respondent carries a service interruption policy with the Imperial Insurance Company, Limited, under which it will be entitled to \$3,228(000) 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.

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210. RESULTS OF OPERATIONS

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

2. Report total operating expenses from Schedule 410 of this report. Any disparities in expense amounts shown in this schedule and expense amounts reported in Schedule 410 must be fully explained on page 12 Results of Operations.

3. List dividends from investments accounted for under the cost method on the appropriate line No. 19, for, Account No. 513, "Di-

vidend income." List dividends accounted for by the equity method on the appropriate dividend line No. 25 for Account No. 512 under the "Income from Affiliated Companies" subsection of this schedule.

4. All contra entries hereunder should be indicated in parenthesis.

5. Dollars in thousands.

Line No.	Item (a)	Amount for Current Year (b)	Amount for Preceding Year (c)	Freight-Related Revenue & Expenses (d)	Passenger-Related Revenue & Expenses (e)
	ORDINARY ITEMS				
	OPERATING INCOME				
	Railway Operating Income #	3 676 038	3 979 316	3 676 038	
1	(101) Freight **	24 161	21 991		24 161
2	(102) Passenger **				
2	(103) Passenger-Related				
4	(104) Switching	28 614	31 818	28 614	
5	(105) Water Transfers				
6	(106) Demurrage	18 314	23 872	18 314	
7	(110) Incidental	10 421	12 208	4 212	6 209
8	(121) Joint Facility-Credit	3 210	2 224	1 364	1 846
9	(122) Joint Facility-Debit	2		2	
10	(501) Railway operating revenues (Exclusive of transfers from Government Authorities-lines 1-9)	3 760 756	4 071 429	3 728 540	32 216
11	(502) Railway operating revenues-Transfers from Government Authorities for current operations	6 407	9 195		6 407
12	(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities				
13	Total railway operating revenues (lines 10-12)	3 767 163	4 080 624	3 728 540	38 623
14	(531) Railway operating expenses	3 526 207	3 731 548	3 493 774	32 433
15	*Net revenue from railway operations	240 956	349 076	234 766	6 190
	OTHER INCOME		349 532		
16	(506) Revenue from property used in other than carrier operations	112 464	193 618		
17	(510) Miscellaneous rent income	17 369	14 721	14 681	
18	(512) Separately operated properties-Profit	-	1 531		
19	(513) Dividend Income (cost method)	-	118		
20	(514) Interest income	37 472	42 245		
21	(516) Income from sinking and other funds	2 087	2 653		
22	(517) Release of premiums on funded debt				
23	(518) Contributions from other companies				
24	(519) Miscellaneous income	38 813	62 466		
	Income from affiliated companies				
25	(513) Dividends (equity method)	4 521	23 694		
26	Equity in undistributed earnings (losses)	(2 144)	313		
27	Total other income (lines 16-26)	210 582	341 359	341 319	
28	Total income (lines 15, 27)	451 538	690 435	690 851	
	MISCELLANEOUS DEDUCTIONS FROM INCOME				
29	(534) Expenses of property used in other than carrier operations	61 338	77 450		
30	(535) Taxes on property used in other than carrier operations	15 352	41 382		
31	(543) Miscellaneous rent expense	325	337		
32	(544) Miscellaneous taxes				
33	(545) Separately operated properties-Loss	942			
34	(549) Maintenance of investment organization				
35	(550) Income transferred to other companies				
36	(551) Miscellaneous income charges	16 834	20 428		
37	(553) Uncollectible accounts	137	3		
38	Total miscellaneous deductions (lines 29-37)	94 928	139 600		
39	Income available for fixed charges (Lines 28, 38)	356 610	550 835	537 251	
	# Includes \$1,400 revenues from Camas Prairie R.R. Co. local traffic.				

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210. RESULTS OF OPERATIONS-Continued

Line No.	Item (a)	Amount for Current Year (b)	Amount for Preceding Year (c)
	FIXED CHARGES	\$	\$
(546) Interest on funded debt:			
40 (a) Fixed interest not in default		116 878	125 428
41 (b) Interest in default			
42 (547) Interest on unfunded debt		2 279	5 662
43 (548) Amortization of discount on funded debt		2 165	2 198
44 Total fixed charges (lines 40-43)		121 322	133 288
45 Income after fixed charges (lines 39, 44)		235 288	417 547 <i>417 963</i>
	OTHER DEDUCTIONS		
(546) Interest on funded debt:			
46 (c) Contingent interest			
	UNUSAL OR INFREQUENT ITEMS		
47 (555) Unusual or infrequent items (debit) credit	(3 157)		
48 Income (loss) from continuing operations (before income taxes)	232 131		417 547 <i>417 963</i>
	PROVISIONS FOR INCOME TAXES		
(556) Income taxes on ordinary income:			
49 Federal income taxes	20 426		(6 030)
50 State income taxes	(6 223)		4 089
51 Other income taxes			
52 (557) Provision for deferred taxes	43 597		146 184
53 Total provisions for income taxes (lines 49-52)	57 800		144 243
54 Income from continuing operations	174 331		273 304 <i>273 720</i>
	DISCONTINUED OPERATIONS		
55 (560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			
56 (562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			
57 Income before extraordinary items	174 331		273 304 <i>273 720</i>
	EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES		
58 (570) Extraordinary items (Net)			
59 (590) Income taxes on extraordinary items			
60 (591) Provision for deferred taxes - Extraordinary items			
61 Total extraordinary items (lines 57-59)	<i>-174 331</i>		
62 (592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			
63 Net income (Loss)	174 331		273 304 <i>273 720</i>
	*Reconciliation of net railway operating income (NROI)		
64 Net revenues from railway operations	240 956		349 532 <i>349 076</i>
65 (556) Income taxes on ordinary income (-)	(14 203)		1 941
66 (557) Provision for deferred income taxes (-)	(43 597)		(146 184)
67 Income from lease of road and equipment (-)	(11)		(7)
68 Rent for leased roads and equipment (+)	50		125
69 Net railway operating income (loss)	183 195		204 951 <i>205 407</i>

Note to Schedule 210

Amount for Preceding Year has been restated to include the Colorado and Southern Ry. Co. and the Fort Worth and Denver Ry. Co. which, effective January 1, 1982 were included in the accounts of Burlington Northern Railroad Company.

220. RETAINED EARNINGS—UNAPPROPRIATED

1. Show below the items of Retained Earnings Accounts of the respondent for the year, classified in accordance with the Uniform System of Accounts for Railroad Companies.

2. All contra entries hereunder should be shown in parentheses.

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

4. Segregate in column (c) all amounts applicable to the equity in undistributed earnings (losses) of affiliated companies based on the equity method of accounting.

5. Line 3 (line 7 if debit balance), column (c), should agree with line 26, column (b), Schedule 210. The total of columns (b) and (c), lines 3 and 7, should agree with line 62, column (b), Schedule 210.

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

Line No.	Item (a)	Retained earnings— Unappropriated (b)	Equity in undistributed earnings (losses), of affiliated companies (c)
1	Balances of beginning of year	\$ 1 659 159	\$ 111 207
2	(601.5) Prior period adjustments to beginning retained earnings		
	CREDITS		
3	(602) Credit balance transferred from income	176 475	
4	(603) Appropriations released	725	
5	(606) Other credit: to retained earnings equity in undistributed earnings (losses of affiliated companies)		
6	Total	177 200	
	DEBITS		
7	(612) Debit balance transferred from income		2 144
8	(616) Other debits to retained earnings equity in undistributed earnings (losses of affiliated companies)		95 288
9	(620) Appropriations for sinking and other funds	725	
10	(621) Appropriations for other purposes		
11	(623) Dividends: Common stock	338 390	
12	Preferred stock ¹		
13	Total	339 115	97 432
14	Net increase (decrease) during year (Line 6 minus line 13)	(161 915)	(97 432)
15	Balances at close of year (Lines 1, 2 and 14)	1 497 244	13 775
16	Balances from line 15(c)	13 775	XXXXX
17	Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of Year	1 511 019	XXXXX
	REMARKS		
	Amount of assigned Federal income tax consequences:		
18	Account 606	None	XXXXX
19	Account 616	None	XXXXX

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

See Note on Page 12

NOTES AND REMARKS FOR SCHEDULES 210 and 220

Balances at beginning of year have been restated to include the Colorado and Southern Ry. Co. and the Fort Worth and Denver Ry. Co. which, effective January 1, 1982 were included in the accounts of Burlington Northern Railroad Co.

221. RETAINED EARNINGS—APPROPRIATED

Give an analysis in the form called for below of account No. 797, "Retained earnings—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 earnings _____			6 668
2	Funded debt retired through retained earnings _____			
3	Sinking funds _____	725	725	725
4	Miscellaneous funds _____			
5	Other appropriations (specify): _____			
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16	TOTAL	725	725	7 393

225. TRANSFERS FROM GOVERNMENT AUTHORITIES

This schedule should include particulars of all transfers from Federal, state or municipal authorities received during the year. The amount of transfer received shall be distributed among columns (c), (d), and (e) in accordance with General Instruction 1-15 of the Uniform System of Accounts for Railroad Companies. (Dollars in thousands)

Line No.	Description (a)	Amount (b)	Applied to current operations (c)	Deferred to future periods (d)	Applied to contributed capital (e)
	Source and description of transfers				
1	Regional Transportation Authority	\$	\$	\$	\$
2	State of Illinois	4 707	4 707		
3					
4	State of Missouri	1 700	1 700		
5					
6					
7	Total received during year _____	6 407	6 407		
8	Cumulative total of Government transfers-beginning of year _____	59 833	XXXXX	XXXXX	XXXXX
9	Cumulative total of Government transfers-end of year _____	66 240	XXXXX	XXXXX	XXXXX

230. CAPITAL STOCK

PART I. CAPITAL STOCK

1. Disclose in column (a) the particulars of the various issues of capital stock of the respondent, distinguishing separate issues of any general class, if different in any respect.
2. Present in column (b) the par or stated value of each issue. If none, so state.
3. Disclose in columns (c), (d), (e) and (f) the required information concerning the number of shares authorized, issued, in treasury and outstanding for the various issues.
4. For the purposes of this report, capital stock and other securities are considered to be nominally issued when certificates are signed and sealed and placed with the proper officer for

- sale and delivery or are pledged or otherwise placed in some special fund of the respondent. They are considered to be actually issued when sold to a bona fide purchaser who holds them free from control by the respondent. All securities actually issued and not reacquired by or for the respondent are considered to be actually outstanding. If reacquired by or for the respondent, and not canceled or retired, they are considered to be nominally outstanding.
5. Dollars in thousands.

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year	
			Authorized (c)	Issued (d)	In Treasury (e) 1/	Outstanding (f)	Outstanding (g)	In Treasury (h) 1/
1	Common BNRR	No Par	1 000	1 000	None	1 000	951 639	None
2	BN (OW) Inc.	\$100.00	50 000	19 500	19 500	-	-	1 950
3	FW&D Ry. Co.	\$100.00	100 000	92 438	92 438	-	-	9 244
4	Preferred BN (OW) Inc.	\$100.00	50 000	2 000	2 000	-	-	200
5	Deferred BN (OW) Inc.	\$100.00	4 000	3 800	3 800	-	-	380
6								
7								
8								
9								
10	TOTAL	XXXXX	205 000	118 738	117 738	1 000	951 639	11 774

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

1. The purpose of this part is to disclose capital stock changes during the year.
2. Column (a) presents the items to be disclosed.
3. Columns (b), (d) and (f) require disclosures of the number of preferred, common and treasury stock, respectively, applicable to the items presented in column (a).
4. Columns (c), (e) and (g) requires the applicable disclosure of the book values of preferred, common and treasury stock.

5. Disclose in column (h) the additional paid-in capital realized from changes in capital stock during year.
6. Unusual circumstances arising from changes in capital stock changes shall be fully explained in footnotes to this schedule.
7. Report dollars in thousands.

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital (h)
		Number of Shares (b)	Amount (c)	Number of Shares (d)	Amount (e)	Number of Shares (f)	Amount (g)	
11	Balance at beginning of year	None	\$ None	1 000	\$ 951 639	None	\$ None	\$ None
12	Capital Stock Sold ¹							
13	Capital Stock Reacquired							
14	Capital Stock Canceled							
15	Stock Dividends							38 337
	Other (See Note 2/ on Page 18)							
16	Balance at Close of Year	None	None	1 000	951 639	None	None	38 337

¹ By footnote on page 18 state the purpose of the issue and authority.

240. STATEMENT OF CHANGES IN FINANCIAL POSITION

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

Line No.	Description (a)	Current year (b)	Prior year (c)
SOURCES OF WORKING CAPITAL			
	Working capital provided by operations:		
1	Income (loss) from continuing operations	174 331	273 720 273 304
	Add expenses not requiring outlay of working capital; (subtract) credits not generating working capital:		
2	Retirement of nondepreciable property	3 253	6 150
3	Loss (gain) on sale or disposal of tangible property	(5 346)	(11 432)
4	Depreciation and amortization expenses	98 819	106 948
5	Net increase (decrease) in deferred income taxes	43 597	146 184
6	Net decrease (increase) in parent's share of subsidiary's undistributed income for the year	2 144	(313)
7	Net increase (decrease) in noncurrent portion of estimated liabilities	8 718	15 417
	Other (specify):		
8			
9			
10			
11			
12			
13	Total working capital from continuing operations	325 516	536 674
14	Add funds generated by reason of discontinued operations, extraordinary items, and changes in accounting principles		
15	Total working capital from operations	325 516	536 258 536 674
	Working capital from sources other than operating:		
16	Proceeds from issuance of long-term liabilities	118 173	56 446
17	Proceeds from sale/disposition of carrier operating property	18 487	29 842
18	Proceeds from sale/disposition of other tangible property	-	-
19	Proceeds from sale/repayment of investments advances	15 482	46 212
20	Net decrease in sinking and other special funds	3 806	-
21	Proceeds from issue of capital stock	-	4 167
	Other (specify):		
22	Contribution to capital	38 337	-
23			
24			
25			
26			
27	Total working capital from sources other than operating	194 285	136 667
28	Total sources of working capital	519 801	672 925 673 341

Note to Schedule 240

Prior year has been restated to include the Colorado and Southern Ry. Co. and the Fort Worth and Denver Ry. Co. which, effective January 1, 1982 were included in the accounts of Burlington Northern Railroad Company.

240. STATEMENT OF CHANGES IN FINANCIAL POSITION - Concluded

Line No.	Description (a)	Current year (b)	Prior year (c)
	APPLICATION OF WORKING CAPITAL	\$	\$
29	Amount paid to acquire/retire long-term liabilities	197 351	130 745
30	Cash dividends declared	19380 104 547	91 868
31	Purchase price of carrier operating property	193 136	243 705
32	Purchase price of other tangible property	(883)	28 164
33	Purchase price of long-term investment and advances	101 589	124 793
34	Net increase in sinking or other special funds	-	13 714
35	Purchase price of acquiring treasury stock	-	-
36	Other (specify): Dividends declared of property & investments in affiliated companies	259010 233 843	-
37	Reduction in non-current assets due to the transfers by dividend:		
38	Investments at cost	(190 440)	-
39	Properties and other assets	(43403) 64570 (43 403)	-
40	Net effect of transfers on working capital	25167 -02	
41	Miscellaneous items	(20 554)	40 743
42	Total application of working capital	575 186	673 732
43	Net increase (decrease) in working capital	(55 385)	(807)

* Correction not applied per phone call 9/13/83

241. CHANGES IN WORKING CAPITAL

Compute the net changes in each element of working capital.
(Dollars in thousands)

Line No.	Item (a)	End of year (b)	Beginning of year (c)	Increase (Decrease) (d)
1	Cash and temporary investments	532 636	417 656	114 980
2	Net receivables	452 026	507 963	(55 937)
3	Prepayments	17 266	26 048	(8 782)
4	Materials and supplies	256 491	294 171	(37 680)
5	Other current assets not included above	1 428	3 177	(1 749)
6	Notes payable and matured obligations	-	-	-
7	Accounts payable	876 184	780 166	(96 018)
8	Current equipment obligations and other debt	97 082	117 651	20 569
9	Other current liabilities not included above	35 673	44 905	9 232
10	Net increase (decrease) in working	250 908	306 293	(55 385)

Note to Schedule 241

Beginning of year has been restated to include the Colorado and Southern Ry. Co. and the Fort Worth and Denver Ry. Co. which, effective January 1, 1982 were included in the accounts of Burlington Northern Railroad Company.

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245. WORKING CAPITAL INFORMATION

1. Report below the information requested with respect to the referenced accounts.
2. Give the amount of issues from stock during the year for lines 1 thru 5 as it pertains to account 712, "Material and supplies."
3. Report on lines 6, 7, 8, and 9 on the amount applicable to common-carrier transportation service included in accounts 707, 753, 754, and 761.5 (Do not include taxes levied in lieu of property taxes.)
4. Dollars in thousands.

Line No.	Item	Amount
	(a)	(b)
1	Construction and additions and betterments	\$ 205 967
2	Common-carrier operating purposes	909 577
3	Used by other than respondent's lessor companies	32 614
4	Total	1 148 158
5	Portion of balance in the material and supplies account at end of year that represents scrap and obsolete material	1 300
6	Account 707: Accounts receivable, other	28 923
7	Account 753: Audited accounts and wages payable	51 647
8	Account 754: Accounts payable, other	39 557
9	Account 761.5: Other taxes accrued	72 928

NOTES AND REMARKS

NOTES AND REMARKS

Notes to Schedule 230, Page 14

- 1/ Includes intercompany ownerships.
- 2/ In 1982, the capital stock of Glacier Park Company and other investments were transferred, by dividend, to Burlington Northern Inc. Subsequently, Burlington Northern Inc. transferred back to Burlington Northern Railroad Company certain properties of Glacier Park Company as a contribution of capital of \$38,337,000.

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A

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

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

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

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

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

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

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

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

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

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

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

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

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

12. Dollars in thousands.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of companies affiliated with respondent, included in accounts Nos. 715, "Sinking funds"; 716, "Capital funds"; 721, "Investments and advances affiliated companies"; and 717, "Other Funds."

2. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 19, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c).

3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged,

or otherwise encumbered, giving names and other important particulars of such obligations in footnotes.

4. Give totals for each class and for each subclass and a grand total for each account.

5. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially 19__ to 19__." Abbreviations in common use in standard financial publications may be used to conserve space.

6. If any of the companies included in this schedule are controlled by respondent, the percent of control shown in

Line No.	Account No.	Class No.	Kind of Industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of control
	(a)	(b)	(c)	(d)	(e)
1	721	A-1	VII	Belt Railway of Chicago, The	B 7.69
2				BN Transport Inc.	100.00
3				Burlington Northern Dock Corporation	100.00
4				Burlington Northern (Manitoba) Ltd.	100.00
5				Camas Prairie Railroad Co.	50.00
6				Chicago Union Station Co.	A 25.00
7				Davenport, Rock Island & N.W. Ry. Co.	B 50.00
8				Denver Union Terminal Railway Co.	C 16.67
9				Frisco Transportation Co.	H 100.00
10				Galveston Terminal Ry.	50.00
11				Houston Belt & Terminal Ry. Co.	12.50
12				Iowa Transfer Railway Co.	A 25.00
13				Kansas City Terminal Railway Co.	D 16.66
14				Keokuk Union Depot Co.	B 40.00
15				Lake Superior Terminal & Transfer Ry. Co., The	F 66.67
16				Longview Switching Co.	33.33
17				Minnesota Transfer Railway Co., The	E 33.33
18				Paducah & Illinois Railroad Co.	A 33.33
19				Portland Terminal Railroad Co.	40.00
20				Pueblo Union Depot & R.R. Co.	25.00
21				St. Paul Union Depot Co., The	I 40.20
22				Terminal Railroad Assn. of St. Louis	G 12.50
23				Trailer Train Co.	9.76
24				Western Fruit Express Co.	97.14
25				Wichita Union Terminal Ry. Co.	H 33.33
26				Winona Bridge Ry. Co.	B 66.67
27				Total Class A-1	
28					
29					
30					
31					
32					
33					
34					
35					
36					
37					
38					
39					
40				(Continued)	

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES—Continued

column (e). In case any company listed is controlled other than through actual ownership of securities, give particulars in a footnote. In cases of joint control, give names of other parties and particulars of control.

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

8. Investments in companies in which neither the original cost or present equity in total assets are less than \$10,000 may be combined in one figure.

9. Also included should be investments in unincorporated entities such as lessee organizations (exclusive of amounts nominally settled on a current basis).

10. This schedule should not include securities issued or assumed by respondent.

11. For affiliates which do not report to the Interstate Commerce Commission, and are jointly owned, give names and extent of control of other entities by footnote.

12. Dollars in thousands.¹

Investments and advances				Disposed of; Profit (loss)	Adjustments Account 721.5	Dividends or interest credited to income	Line No.
Opening balance	Additions	Deductions (if other than sale explain)	Closing balance				
(f)	(g)	(h)	(i)	(j)	(k)	(l)	
\$ 240	\$	\$	\$ 240	\$	\$	\$	1
3 627			3 627				2
1			1				3
4 800			4 800				4
50			50				5
-			-				6
1 748			1 748				7
10			10				8
208			208				9
15			15				10
-			-				11
16			16				12
100			100				13
8			8				14
340			340				15
1			1				16
274			274				17
3			3				18
1 880			1 880			1 140	19
10			10				20
23		23					21
-			-				22
4 811			4 811				23
6 800	100		6 900				24
24			24				25
-			-				26
24 989	100	23	25 066			1 140	27
							28
							29
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310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - Continued

Line No.	Account No.	Class No.	Kind of Industry	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds)	Extent of control
	(a)	(b)	(c)	(d)	(e)
1	721	A-3	VI	BNL Development Corp.	100.00
2			IV	Burlington Equipment Company	100.00
3			VII	Burlington Northern Air Freight Inc.	100.00
4			VI	Burlington Northern R.R. Properties Inc.	100.00
5			VI	Clarkland Inc.	100.00
6			VI	Clarkland Royalty Inc.	H 100.00
7			X	Glacier Park Company	100.00
8			II	Meridian Land & Mineral Company	100.00
9			VII	Milestone Petroleum Inc.	100.00
10			II	New Mexico and Arizona Land Co.	50.02
11			I	Plum Creek Inc.	100.00
12			VI	906 Olive Corporation	100.00
13				Total Class A-3	
14				Total Class A	
15					
16	721	B-1	VII	Chicago Union Station Company	
17				Total Class B	
18					
19	721	D-1	VI	Clarkland Royalty Inc.	
20			VII	Trailer Train Company	
21				Total Class D	
22					
23	721	E-1	VII	Belt Railway Company of Chicago, The	J
24			VII	BN Transport Inc.	
25			VII	Burlington Northern Dock Corporation	
26			VI	Burlington Northern R.R. Properties	
27			VII	Camas Prairie Railroad Company	
28			VII	Chicago Union Station Company	J
29			VII	Davenport, Rock Island & North Western Ry. Co.	J
30			VII	Denver Union Terminal Railway Company	J
31					
32			VII	Frisco Transportation Company	
33			VII	Galveston Terminal Ry.	
34			VII	Houston Belt & Terminal Ry. Co.	
35			VII	Kansas City Terminal Railway Company	J
36			VII	Keokuk Union Depot Company	J
37			VII	Lake Superior Terminal Transfer Ry. Co., The	
38			VII	Longview Switching Company	
39			VII	Minnesota Transfer Railway Co., The	J
40			VII	Paducah & Illinois Railroad Co.	
41			VII	Portland Terminal R.R. Assoc.	
42			VII	Pueblo Union Depot & R.R. Co.	
43			VII	Terminal Railroad Assn. of St. Louis	
44			VII	Wichita Union Terminal Ry. Co.	
45			VII	Wichita Terminal Association	
46				Total Class E-1	
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48					
49					
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51					

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES—Concluded

Investments and advances				Disposed of; Profit (loss)	Adjustments Account 721.5	Dividends or interest credited to income	Line No.
Opening balance (f)	Additions (g)	Deductions (if other than sale explain) (h)	Closing balance (i)				
\$ 14 742	\$	{1} 14 742	\$ -	\$	\$	\$	1
5			5				2
1 000		(1) 1 000	-				3
-	1 085		1 085				4
5 739	(2) 32 220	487	37 472				5
73			73				6
38 380		(1) 38 380	-				7
5 417	224	(1) 5 641	-				8
82 663	(2) 35 528	(1) 118 191	-			3 381	9
4 999		(1) 4 999	-				10
8 055		(1) 8 055	-				11
1 176			1 176				12
162 249	69 057	191 495	39 811			3 381	13
187 238	69 157	191 518	64 877			4 521	14
							15
716	644	607	753			72	16
716	644	607	753			72	17
							18
184			184				19
1 608	7		1 615			128	20
1 792	7		1 799			128	21
							22
1 540	81		1 621			96	23
330		310	20				24
3 929	885	1 731	3 083				25
	9 150	9 150	-				26
564	55	8	611			31	27
15 006	888	415	15 479		15 479		28
1 862	53	1	1 914				29
1 032	100		1 132				30
			-				31
271	519		790				32
384			384				33
2 232	1 270	1 695	1 807				34
6 650	513		7 163		1 930		35
9		7	2				36
54		20	34			2	37
59	4		63				38
363		180	183			11	39
1 283	92	20	1 355			59	40
116	21	59	78				41
128			128				42
284	117	104	297				43
475		59	416				44
2			2				45
36 573	13 748	13 759	36 562		17 409	199	46
							47
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310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES—Continued

Line No.	Account No. (a)	Class No. (b)	Kind of Industry (c)	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent of control (e)
1	721	E-3	I	BN Timberlands Inc.	
2			IV	Burlington Equipment Company	
3			VI	Clarkland Inc.	
4			VI	Clarkland Royalty Inc.	
5			VI	906 Olive Corporation	
6				Total Class E-3	
7				Total Class E	
8				Grand Total Account 721	
9					
10					
11					
12					
13					
14				Opening balance has been restated to include	
15				the Colorado and Southern Ry. Co. and the	
16				Fort Worth and Denver Ry. Co. which, effective	
17				January 1, 1982 were included in the accounts of	
18				Burlington Northern Railroad Company.	
19			(1)	Investment transferred to Burlington Northern Inc.	
20				(Holding Company) by dividend.	
21			(2)	Additions to investment advances represent	
22				properties transferred from BNRR to Clarkland Inc.	
23				and Milestone Petroleum Inc. as contributions to	
24				capital.	
25					
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See footnotes to Schedule 310 on Pages 24B and 24C

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES—Concluded

Investments and advances				Disposed of; Profit (loss)	Adjustments Account 721.5	Dividends or interest credited to income	Line No.
Opening balance (f)	Additions (g)	Deductions (if other than sale explain) (h)	Closing balance (i)				
\$ (568)	\$	\$ (1) (568)	\$ -	\$	\$	\$	1
5 115	6 394	470	11 039				2
3 956	11 099	136	14 919				3
1			1				4
100	540		640				5
8 604	18 033	38	26 599		-	-	6
45 177	31 781	13 797	63 161			199	7
234 923	101 589	205 922	* 130 590		17 409	4 920	8
							9
							10
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* Excludes \$13,775 equity in earnings of subsidiary companies.

310A. 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 and advances affiliated companies.

2. Enter in column (c) the amount necessary to retroactively adjust those investments. (See instruction 5-2, Uniform System

of Accounts.)

3. Enter in column (d) the share of undistributed earnings (i.e., less dividends) or losses.

4. Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost) at date

of acquisition.

5. For definitions of "carrier" and "noncarrier," see general instructions.

(DOLLARS IN THOUSANDS)

Line No.	Name of issuing company and description of security held.	Balance at beginning of year	Adjustment for investments equity method	Equity in undistributed earnings (losses) during year	Amortization during year	Adjustment for investments disposed of or written down during year	Balance at Close of year
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
1	Carriers: (List specifics for each company) BN Transport Inc. Common Stock	\$ 966	\$	\$ (949)	\$	\$	\$ 17
2	Burlington Northern Air Frt. Inc. " "	19 428				(19 428)	-
3	Burlington Northern Dock Corp. " "	(1)					(1)
4	Davenport, Rock Is. & N.W. Ry. Co. " "	87					87
5	Denver Union Terminal Ry. " "	(38)					(38)
6	Frisco Transportation Co. " "	(727)		(2 172)			(2 899)
7	Galveston Terminal Ry. Co. " "	(367)					(367)
8	Iowa Transfer Ry. Co. " "	17		1			18
9	Keokuk Union Depot Co. " "	32					32
10	Minnesota Transfer Ry. Co., The " "	958		15			973
11	Paducah & Illinois R.R. Co. " "	(86)					(86)
12	Portland Terminal R.R. Co. " "	1 119		(1 091)			28
13	Pueblo Union Depot & R.R. Co. " "	32					32
14	Western Fruit Express Co. " "	12 659		1 066			13 725
15	Winona Bridge Railway Co. " "	269					269
16							
17							
18							
19							
20							
21							
22							
23							
24							
25							
26							
27							
28							
29							

310A. 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 and advances affiliated companies.

2. Enter in column (c) the amount necessary to retroactively adjust those investments. (See Instruction 5-2, Uniform System

of Accounts.)

3. Enter in column (d) the share of undistributed earnings (i.e., less dividends) or losses.

4. Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost) at date

of acquisition.

5. For definitions of "carrier" and "noncarrier," see general instructions.

(DOLLARS IN THOUSANDS)

Line No.	Name of issuing company and description of security held.	Balance at beginning of year	Adjustment for investments equity method	Equity in undistributed earnings (losses) during year	Amortization during year	Adjustment for investments disposed of or written down during year	Balance at Close of year
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
1	Noncarrier (List specifics for each company)	\$	\$	\$	\$	\$	\$
2	Arden Lumber Co. Common Stock	(576)				576	-
3	BN Airmotive " "	2 075				(2 075)	-
4	BNL Development Corp. " "	(2 387)				2 387	-
5	BNT Terminals Inc. " "	94		37			131
6	Burlington Equipment Company " "	(3)					(3)
7	Burlington Northern R.R. Prop. Inc. " "	-		1 661			1 661
8	Clarkland Inc. " "	785		(932)			(147)
9	Clarkland Royalty Inc. " "	6		7			13
10	Douglas Transportation Co. " "	36				(36)	-
11	Dreyer Bros., Inc. " "	29				(29)	-
12	Glacier Park Company " "	22 562				(22 562)	-
13	Ksanka Lumber Co. " "	5 823				(5 823)	-
14	Milestone Petroleum Inc. " "	6 749		278		(7 027)	-
15	New Mexico & Arizona Land Co. " "	438				(438)	-
16	906 Olive Corporation " "	(16)		334			318
17	Plum Creek Inc. " "	41 422				(41 422)	-
18	Royal Logging Co. " "	1 530				(1 530)	-
19							
20							
21							
22							
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27							
28							
29							

Road Initials:

BNRR

Year 19 82

24 A

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Footnotes to Schedule 310, Investments and Advances Affiliated Companies

- Footnote A - Pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BNRR Consolidated Mortgage.
- Footnote B - Pledged, except for a minimal number of Director's Qualifying Shares, under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BNRR Consolidated Mortgage.
- Footnote C - BNRR owns 100 shares of which 50 are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BNRR Consolidated Mortgage.
- Footnote D - BNRR owns 3,666-2/3 shares. 1,833-1/3 shares are pledged under CB&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 Nat'l. Bank of Kansas City, Trustee, and 5 shares are held by Citibank, N.A., Trustee. These shares are also subject to GN General Gold Bond Mortgage and BNRR Consolidated Mortgage. 1,833-1/3 shares are pledged under the St. Louis-San Francisco Railway Co. First Mortgage subject to Stock Trust Agreement of 6-12-09 under which 1,828-1/3 shares are held by the First Nat'l. Bank of Kansas City, Trustee.
- Footnote E - BNRR owns a total of 2,739 shares. 913 shares are pledged under NP Prior Lien Mortgage, NP General Lien Mortgage, and BNRR Consolidated Mortgage. 913 shares are pledged under GN General Gold Bond Mortgage, and BNRR Consolidated Mortgage. 913 shares are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BNRR Consolidated Mortgage.
- Footnote F - BNRR owns a total of 3,356 shares. 1,678 shares are pledged under GN General Gold Bond Mortgage and BNRR Consolidated Mortgage. 1,678 shares are pledged under BNRR Consolidated Mortgage.
- Footnote G - BNRR owns 4,116 shares. 2,058 shares pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BNRR Consolidated Mortgage. 2,058 shares pledged under St. Louis-San Francisco Railway Co. First Mortgage.
- Footnote H - Pledged under St. Louis-San Francisco Railway Co. First Mortgage.
- Footnote I - 3,108 shares of the Saint Paul Union Depot Company out of a total of 3,332 shares owned are pledged. 437.5 shares are pledged under NP Prior Lien Mortgage, NP General Lien Mortgage, and BNRR Consolidated Mortgage. 598.5 shares are pledged under BNRR Consolidated Mortgage. 1,036 shares are pledged under GN General Gold Bond Mortgage and BNRR Consolidated Mortgage. 1,036 shares are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BNRR Consolidated Mortgage.

Footnotes to Schedule 310 (Continued)

Footnote J - Investment advances are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BNRR Consolidated Mortgage as follows:

The Belt Railway Company of Chicago	\$ 435
Chicago Union Station Company	6,796
Davenport, Rock Island & North Western Ry. Co.	1,292
Denver Union Terminal Railway Company	772
Kansas City Terminal Railway Company	1,257
Keokuk Union Depot Company	2
The Minnesota Transfer Railway Company	183

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330 AND 330A

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. If the amount in account 732 for road or for equipment is less than 5% of the amount in account 731 at the beginning and end of year, the corresponding portion of Schedule 330A may be omitted. The balances, by primary accounts, should, insofar as known, be stated in column (b) and all changes made during the year should be analyzed in columns (c) to (f), inclusive. Column (h) is the aggregate of columns (b) to (f), inclusive. Grand totals of columns (b) and (h) should equal the sum of accounts 731 and 732 for the respective periods; if not, full explanation should be made in a footnote.

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

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

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

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

6. Both the debit and credit involved in each transfer, adjustment, or clearance, between road and equipment accounts, should be included in the column in which the item was initially

included; also the transfer of prior years' debits or credits from investment in road and equipment to operating expenses or other accounts, or vice versa, should be included in the column applicable to current items of like nature. Each such transfer, adjustment, or clearance should be fully explained when in excess of \$100,000.

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

8. Report on line 32 amounts not includible in the primary road accounts. The items reported should be briefly identified and explained under "Notes and Remarks," below. Amounts should be reported on this line only under special circumstances, usually after permission is obtained from the Commission for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Commission.

9. If during the year a segment of transportation property was acquired, state in a footnote the name of the vendor, the mileage acquired, and the date of acquisition, giving 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.

10. If an amount of less than \$2000 is used as the minimum for additions and betterments to property investment accounts as provided for in Instruction 2-2, of the Uniform System of Accounts for Railroad Companies, state in a footnote the amount used.

11. Dollars in thousands.

NOTES AND REMARKS
SCHEDULE 330

INSTRUCTION
REFERENCE

- | | |
|-------------|--|
| 1 | Balance at beginning of year has been restated to include the Colorado and Southern Ry. Co. and the Fort Worth and Denver Ry. Co. which, effective January 1, 1982 were included in the accounts of Burlington Northern Railroad Co. |
| 3 | Column (d) includes purchase from the state of South Dakota, 646 miles of track and related structures effective May 26, 1982. |
| 7 | Column (e) includes the following: |
| \$1,116,225 | Transfer land for TOFC/COFC facility at Cicero, IL from non-operating land to operating land. |
| \$3,364,620 | Purchase land for rail classification yard at Denver, CO. |

330. ROAD AND EQUIPMENT PROPERTY (See Instructions)

Line No.	(Dollars in thousands) Account (a)	Balance at beginning of year (b)	Expenditures during the year for ori- ginal road and equip- ment, and road exten- sions (c)	Expenditures during the year for pur- chase of existing lines, reorganiza- tions, etc. (d)
1	(1) Engineering	\$ 75 458	\$	\$ 682
2	(2) Land for transportation purposes	120 852		4 362
3	(3) Grading	517 707		4 442
4	(4) Other right-of-way expenditures	7 839		-
5	(5) Tunnels and subways	44 908		-
6	(6) Bridges, trestles, and culverts	319 923		4 163
7	(7) Elevated structures	-		-
8	(8) Ties	152 468		2 649
9	(9) Rails	332 615		6 837
10	(10) Other track material	325 211		4 165
11	(11) Ballast	125 577		82
12	(12) Track laying and surfacing	191 267		3 130
13	(13) Fences, snowsheds, and signs	17 239		-
14	(16) Station and office buildings	118 388		148
15	(17) Roadway buildings	12 427		-
16	(18) Water stations	3 664		-
17	(19) Fuel stations	20 430		-
18	(20) Shops and enginehouses	117 529		-
19	(22) Storage warehouses	-		-
20	(23) Wharves and docks	1 936		-
21	(24) Coal and ore wharves	21 111		-
22	(25) TOFC/COFC terminals	11 485		-
23	(26) Communication systems	79 059		-
24	(27) Signals and interlockers	206 547		28
25	(29) Power plants	1 272		-
26	(31) Power-transmission systems	5 955		-
27	(35) Miscellaneous structures	3 285		-
28	(37) Roadway machines	76 518		-
29	(39) Public improvements—Construction	67 750		112
30	(44) Shop machinery	57 294		-
31	(45) Power-plant machinery	4 792		-
32	Other (specify and explain)	(2 090)		-
33	Total expenditures for road	3 038 416		30 800
34	(52) Locomotives	469 090		-
35	(53) Freight-train cars	1 443 099		-
36	(54) Passenger-train cars	710		-
37	(55) Highway revenue equipment	792		-
38	(56) Floating equipment	-		-
39	(57) Work equipment	66 567		-
40	(58) Miscellaneous equipment	29 608		-
41	Total expenditures for equipment	2 009 866		-
42	(76) Interest during construction	3 728		-
43	(77) Other expenditures—General	742		-
44	Total general expenditures	4 470		-
45	Total	50 527 522 4 470		30 800
46	(80) Other elements of investment	3 157		-
47	(90) Construction in progress	27 762		-
48	Grand Total	5 083 671		30 800

330. ROAD AND EQUIPMENT PROPERTY (See Instructions)

Expenditures for additions and betterments during the year	Credits for property retired during the year	Net changes during the year	Balance at close of year	Line No.
(e)	(f)	(g)	(h)	
\$ 2 774	\$ 745	\$ 2 711	\$ 78 169	1
4 729	393	8 698	129 550	2
6 646	3 942	7 146	524 853	3
464	3	461	8 300	4
22	241	(219)	44 689	5
8 883	2 117	10 929	330 852	6
-	-	-	-	7
4 004	2 244	4 409	156 877	8
24 551	2 728	28 660	361 275	9
23 438	3 424	24 179	349 390	10
3 252	898	2 436	128 013	11
7 126	1 724	8 532	199 799	12
293	175	118	17 357	13
8 549	9 269	(572)	117 816	14
1 426	97	1 329	13 756	15
28	206	(178)	3 486	16
(104)	190	(294)	20 136	17
2 048	1 881	167	117 696	18
-	-	-	-	19
22	-	22	1 958	20
(11)	1	(12)	21 099	21
1 356	8	1 348	12 833	22
13 676	2 428	11 248	90 307	23
20 567	1 709	18 886	225 433	24
19	6	13	1 285	25
95	12	83	6 038	26
71	623	(552)	2 733	27
12 353	3 448	8 905	85 423	28
3 205	524	2 793	70 543	29
2 230	1 968	262	57 556	30
82	14	68	4 860	31
-	-	-	(2 090)	32
151 794	41 018	141 576	3 179 992	33
359	36 205	(35 846)	433 244	34
5 472	54 690	(49 218)	1 393 881	35
-	633	(633)	77	36
-	216	(216)	576	37
-	-	-	-	38
23 728	2 181	21 547	88 114	39
838	2 565	(1 727)	27 881	40
30 397	96 490	(66 093)	1 943 773	41
(3 726)	2	(3 728)	-	42
(742)	-	(742)	-	43
14 468	- 2)	14 470	-	44
17723 (4 468)	137510.2	(4 470) 71013	5123 765	45
(3 157)	-	(3 157)	-	46
(12 230)	-	(12 230)	15 532	47
162 336	137 510	55 626	5 139 297	48

330A. IMPROVEMENTS ON LEASED PROPERTY (See instruction)

Line No.	Account (Dollars in thousands)	Balance at beginning of year	Expenditures during the year for original road and equipment, and road extensions	Expenditures during the year for purchase of existing lines, reorganizations, etc.
	(a)	(b)	(c)	(d)
1	(1) Engineering _____	\$	\$	\$
2	(2) Land for transportation purposes _____			
3	(3) Grading _____			
4	(4) Other right-of-way expenditures _____			
5	(5) Tunnels and subways _____			
6	(6) Bridges, trestles, and culverts _____			
7	(7) Elevated structures _____	Account 732 does not exceed 5% of account 731.		
8	(8) Ties _____			
9	(9) Rails _____			
10	(10) Other track material _____			
11	(11) Ballast _____			
12	(12) Track laying and surfacing _____			
13	(13) Fences, snowsheds, and signs _____			
14	(16) Station and office buildings _____			
15	(17) Roadway buildings _____			
16	(18) Water stations _____			
17	(19) Fuel stations _____			
18	(20) Shops and enginehouses _____			
19	(22) Storage warehouses _____			
20	(23) Wharves and docks _____			
21	(24) Coal and ore wharves _____			
22	(25) TOFC/COFC terminals _____			
23	(26) Communication systems _____			
24	(27) Signals and interlockers _____			
25	(29) Power plants _____			
26	(31) Power-transmission systems _____			
27	(35) Miscellaneous structures _____			
28	(37) Roadway machines _____			
29	(39) Public improvements—Construction _____			
30	(44) Shop machinery _____			
31	(45) Power-plant machinery _____			
32	Other (specify and explain) _____			
33	Total expenditures for road _____			
34	(52) Locomotives _____			
35	(53) Freight-train cars _____			
36	(54) Passenger-train cars _____			
37	(55) Highway revenue equipment _____			
38	(56) Floating equipment _____			
39	(57) Work equipment _____			
40	(58) Miscellaneous equipment _____			
41	Total expenditures for equipment _____			
42	(76) Interest during construction _____			
43	(77) Other expenditures—General _____			
44	Total general expenditures _____			
45	Total _____			
46	(80) Other elements of investment _____			
47	(90) Construction work in progress _____			
48	Grand Total _____			

330A. IMPROVEMENTS ON LEASED PROPERTY—Continued

Expenditures for additions and betterments during the year	Credits for property retired during the year	Net changes during the year	Balance at close of year	Line No.
(e)	(f)	(g)	(h)	
\$	\$	\$	\$	1
				2
				3
				4
				5
				6
	Account 732 does not exceed			7
	5% of account 731.			8
				9
				10
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332. 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 to compute the depreciation charges for the month of January and in columns (c) and (f) show the depreciation base used to compute the depreciation charges 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 28 and 36 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. The depreciation base should not include the cost of equipment used, but not owned, when the rents therefor are included in the rent for equipment and account Nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include the cost of equipment owned and leased to others when the rents therefrom are included in the rent for equipment accounts Nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00, inclusive. The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts 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 not included in account Nos. 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.

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

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

6. Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively.

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	75 459	78 176	.86			
2	(3) Grading	104 015	103 825	1.26	Account	732 does not	
3	(4) Other right-of-way expenditures	7 839	8 298	2.00			
4	(5) Tunnels and subways	44 908	44 699	.83	exceed 5% of		
5	(6) Bridges, trestles, and culverts	319 923	329 317	1.38	Account	731	
6	(7) Elevated structures						
7	(13) Fences, snowsheds, and signs	17 239	17 435	2.00			
8	(16) Station and office buildings	118 388	122 696	1.92			
9	(17) Roadway buildings	12 427	13 488	2.63			
10	(18) Water stations	3 664	3 537	2.86			
11	(19) Fuel stations	20 430	20 204	3.63			
12	(20) Shops and enginehouses	117 529	117 454	2.09			
13	(22) Storage warehouses						
14	(23) Wharves and docks	1 936	1 958	1.92			
15	(24) Coal and ore wharves	21 111	21 099	1.39			
16	(25) TOFC/COFC terminals	11 485	12 618	3.71			
17	(26) Communications systems	79 059	88 928	2.81			
18	(27) Signals and interlockers	206 547	222 599	2.26			
19	(29) Power plants	1 272	1 287	2.50			
20	(31) Power transmission systems	5 955	6 011	3.06			
21	(35) Miscellaneous structures	3 285	2 732	3.03			
22	(37) Roadway machines	76 518	85 150	3.84			
23	(39) Public improvements—Construction	41 400	42 309	1.87			
24	(44) Shop machinery	57 294	56 795	3.06			
25	(45) Power plant machinery	4 792	4 855	3.84			
26	All other road accounts						
27	Amortization (other than defense projects)						
28	Total road	1 352 475	1 405 570	2.00			
	EQUIPMENT						
29	(52) Locomotives	464 646	430 074	(1)			
30	(53) Freight-train cars	1 434 627	1 392 754	(2)			
31	(54) Passenger-train cars	528					
32	(55) Highway revenue equipment	792	576	8.80			
33	(56) Floating equipment						
34	(57) Work equipment	65 838	86 937	3.92			
35	(58) Miscellaneous equipment	29 607	27 677	(3)			
36	Total equipment	1 996 038	1 938 018	2.76			
37	GRAND TOTAL	3 348 513	3 343 588				

(1), (2), (3) See notes on Page 32A

335. ACCUMULATED DEPRECIATION - ROAD AND EQUIPMENT - OWNED AND USED

1. Disclose the required information in regard to credits and debits to Account No. 735, "Accumulated depreciation; road and equipment property," during the year relating to owned and used road and equipment. Include entries for depreciation of equipment owned but not used when the resulting rents are included in the "Lease Rentals - Credit - Equipment" accounts and Other Rents - Credit - Equipment" accounts. Exclude any entries for depreciation of equipment that is used but not owned when the resulting rents are included in "Lease Rental - Debit - Equipment" account and "Other Rents - Debit - Equipment" accounts (See Schedule 342 for the accumulated depreciation relating to road and equipment owned but not used by respondent.)

2. If any data are included in columns (d) or (f), explain the entries in detail.

3. A debit balance in columns (b) or (g) for any primary account should be designated "Dr."

4. If there is any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses, a full explanation should be given.

5. Enter amounts representing amortization under an authorized amortization program other than for defense projects on lines 27 and 36.

6. Dollars in thousands.

Line No.	Account	Balance at beginning of year	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year
			Charges to operating expenses	Other credits	Retirements	Other debits	
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
	ROAD						
1	(1) Engineering	8 933	652		249		9 336
2	(3) Grading	20 236	1 209		197		21 248
3	(4) Other, right-of-way	919	162		2		1 079
4	(5) Tunnels and subways	15 268	372		142		15 498
5	(6) Bridges, trestles, and culverts	168 065	4 534		2 082		170 517
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs	13 753	345		175		13 923
8	(16) Station and office buildings	53 965	2 558		9 019		47 504
9	(17) Roadway buildings	4 544	337		89		4 792
10	(18) Water stations	3 347	104		206		3 245
11	(19) Fuel stations	3 336	719		190		3 865
12	(20) Shops and enginehouses	37 885	2 470		1 870		38 485
13	(22) Storage warehouses						
14	(23) Wharves and docks	1 948	37				1 985
15	(24) Coal and ore wharves	11 859	293		1		12 151
16	(25) TOFC/COFC terminals	2 733	431		8		3 156
17	(26) Communication systems	36 498	2 333		2 400		36 431
18	(27) Signals and interlockers	68 874	4 836		1 653		72 057
19	(29) Power plants	395	32		6		421
20	(31) Power-transmission systems	4 004	183		13		4 174
21	(35) Miscellaneous structures	1 616	87		622		1 081
22	(37) Roadway machines	41 974	3 246		3 401		41 819
23	(39) Public improvements—Construction	16 758	776		348		17 186
24	(44) Shop machinery*	21 469	1 734		1 429		21 774
25	(45) Power-plant machinery*	2 365	184		14		2 535
26	All other road accounts						
27	Amortization (Adjustment)						
28	Total road	540 744	27 634		24 116		544 262
	EQUIPMENT						
29	(52) Locomotives	282 246	16 985		31 604		267 627
30	(53) Freight-train cars	428 068	47 121		42 139		433 050
31	(54) Passenger-train cars	863			611		252
32	(55) Highway revenue equipment	535	59		206		388
33	(56) Floating equipment						
34	(57) Work equipment	28 867	2 907		1 482		30 292
35	(58) Miscellaneous equipment	14 628	3 223		2 486		15 365
36	Amortization Adjustments						
37	Total Equipment	755 207	70 295		78 528		746 974
38	GRAND TOTAL	1 295 951	97 929		102 644		1 291 236

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

See Notes on Page 32A

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339. ACCRUED LIABILITY - LEASED PROPERTY

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

Line No.	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNT During the Year		DEBITS TO ACCOUNT During the Year		Balance at close of year (g)
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)	
	ROAD	\$	\$	\$	\$	\$	\$
1	(1) Engineering		Leased road property (732) is less than 5% of total road property owned and used.				
2	(3) Grading						
3	(4) Other right-of-way expen.						
4	(5) Tunnels and subways						
5	(6) Bridges, trestles, and culverts						
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs						
8	(16) Station and office buildings						
9	(17) Roadway buildings						
10	(18) Water stations						
11	(19) Fuel stations						
12	(20) Shops and enginehouses						
13	(22) Storage warehouses						
14	(23) Wharves and docks						
15	(24) Coal and ore wharves						
16	(25) TOFC/COFC terminals						
17	(26) Communication systems						
18	(27) Signals and interlockers						
19	(29) Power plants						
20	(31) Power-transmission systems						
21	(35) Miscellaneous structures						
22	(37) Roadway machines						
23	(39) Public improvements—Construction						
24	(44) Shop machinery						
25	(45) Power-plant machinery						
26	All other road accounts						
27	Amortization (other than defense projects)						
28	Total road						
	EQUIPMENT						
29	(52) Locomotives		Leased equipment property is less than 5% of total equipment owned and used.				
30	(53) Freight-train cars						
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						
37	GRAND TOTAL						

NOTES AND REMARKS

Notes Relating to Schedule 332 Depreciation Base and Rates, Page 30

- (1) Depreciation rates for locomotives reflect multi-purpose, road, switch and spare parts, issued January 1, 1978, ICC Order No. R-823-A and revision issued January 1, 1980, ICC Order No. R-823-B.
- (2) Depreciation rates reflect car type rates issued January 1, 1978. ICC Order No. R-823-A and revision issued January 1, 1980, ICC Order No. R-823-B.
- (3) Depreciation rates for Account 58-Miscellaneous Equipment reflect separate rates for autos, trucks, other equipment and miscellaneous equipment per ICC Order No. R-823-B issued January 1, 1980.

Depreciation Base for Accounts 1, 3, 4 & 39 include non-depreciable property for Burlington Northern (Oregon-Washington Inc.)

Notes Relating to Schedule 335-Accumulated Depreciation, Page 31

<u>CREDITS TO RESERVE</u>	<u>ROAD</u>	<u>EQUIPMENT</u>
Debits for Depreciation on property of respondent	\$27 634	\$70 295
Depreciation on property of Burlington Northern (Manitoba) Limited	25	11
Depreciation on improvements to property leased to others (732)	65	174
Depreciation on Shop Machinery*	(1 733)	1 733
Depreciation on Computer and DPE**	<u>(260)</u>	<u>260</u>
Total Accumulated Depreciation Expense Schedule 410, Lines 136, 137, 138, 213, 232, 317	<u>\$25 731</u>	<u>\$72 473</u>

*Depreciation on Shop Machinery classified as Equipment under New ICC Classification effective January 1, 1978 and on Schedule 415.

**Depreciation on Computer and DPE classified as Equipment under New ICC Classification effective January 1, 1978 and on Schedule 415.

Balance at beginning of year has been restated to include the Colorado and Southern Ry. Co. and the Fort Worth and Denver Ry. Co. which effective January 1, 1982, were included in the accounts of Burlington Northern Railroad Company.

NOTES AND REMARKS

		Rate (Percent)
<u>Depreciation Rates for Locomotives and Freight Train Cars</u>		
52	Locomotives	
	Multi-purpose	2.78
	Diesel road	4.05
	Diesel switch	2.35
	Spare parts	3.37
53	Freight-train cars	
	Plain Box Cars - 40'	
	Secondhand	5.42
	New and rebuilt	3.35
	Plain Box Cars - 50' and larger	4.00
	Equipped Box Cars	2.81
	Plain Gondola Cars	3.95
	Equipped Gondola Cars	3.05
	Covered Hopper Cars	3.15
	Open Top Hopper Cars - General Service	3.95
	Open Top Hopper Cars - Special Service	1.95
	Refrigerator Cars - Non-mechanical	3.44
	Refrigerator Cars - Mechanical	3.38
	Flat Cars - TOFC/COFC	3.14
	Flat Cars - General Service	2.86
	Flat Cars - Other	2.67
	All other Freight Cars (Excl. Cabooses)	2.32
	Cabooses	2.67
	Miscellaneous	8.17
	Spare Parts	3.38
58	Miscellaneous Equipment	
	Autos	28.00
	Trucks	11.50
	Airplanes	10.00
	Other Equipment	8.89
	Miscellaneous Equipment	9.00

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340. DEPRECIATION BASE AND RATES-IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS

1. Show in column (b) for each primary account, the depreciation base used in computing the depreciation charges for the month of January and in column (c) show the depreciation base used in computing the depreciation charges for the month of December; in column (d) show the composite rates used in computing the depreciation charges for the month of December; and on lines 28 and 36 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. This schedule should include only improvements to leased property charged to account 732, "Improvements on leased property." The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized

rates. If any charges in rates were effective during the year, give full particulars in a footnote.

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

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

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

5. Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively.

Line No.	(Dollars in thousands) Account (a)	Depreciation base		Annual composite rate (percent) (d)
		At beginning of year (b)	At close of year (c)	
	ROAD	\$	\$	%
1	(1) Engineering _____			
2	(3) Grading _____			
3	(4) Other right-of-way expenditures _____			
4	(5) Tunnels and subways _____			
5	(6) Bridges, trestles and culverts _____			
6	(7) Elevated structures _____			
7	(13) Fences, snowsheds, and signs _____			
8	(16) Station and office buildings _____			
9	(17) Roadway buildings _____			
10	(18) Water stations _____			
11	(19) Fuel stations _____			
12	(20) Shops and enginehouses _____			
13	(22) Storage warehouses _____			
14	(23) Wharves and docks _____			
15	(24) Coal and ore wharves _____			
16	(25) TOFC/COFC terminals _____			
17	(26) Communications systems _____			
18	(27) Signals and interlockers _____			
19	(29) Power plants _____			
20	(31) Power transmission systems _____			
21	(35) Miscellaneous structures _____			
22	(37) Roadway machines _____			
23	(39) Public improvements-Construction _____			
24	(44) Shop machinery _____			
25	(45) Power plant machinery _____			
26	All other road accounts _____			
27	Amortization (other than defense projects) _____			
28	Total road _____			
	EQUIPMENT			
29	(52) Locomotives _____			
30	(53) Freight-train cars _____			
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 _____			
37	GRAND TOTAL			

Total road leased from others (732)
is less than 5% of total road owned.

Total equipment leased from others
(732) is less than 5% of total
equipment owned.

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

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

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

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

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

5. Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively.

6. Dollars in thousands.

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

NOTES AND REMARKS FOR SCH 342 PAGE 34

350. DEPRECIATION BASE AND RATES—ROAD AND EQUIPMENT LEASED TO OTHERS

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

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

3. In column (d) show the composite rates used to compute

the depreciation for the month of December and on lines 27 and 35 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary accounts composite rates to the depreciation base used to compute the depreciation for December and dividing the total also computed by the depreciation base.

4. If the depreciation base for accounts 1, 3, 4, 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.

6. If total road leased to others is less than 5% of total road owned; omit. If total equipment leased to others is less than 5% of total equipment owned; omit.

Line No.	(Dollars in thousands) Account (a)	DEPRECIATION BASE		Annual composite rate (percent) (d)
		Beginning of year (b)	Close of year (c)	
	ROAD	\$	\$	\$
1	(1) Engineering _____	Total road leased to others is less than 5% of total road owned.		
2	(3) Grading _____			
3	(4) Other right-of-way expenditures _____			
4	(5) Tunnels and subways _____			
5	(6) Bridges, trestles, and culverts _____			
6	(7) Elevated structures _____			
7	(13) Fences, snowsheds, and signs _____			
8	(16) Station and office buildings _____			
9	(17) Roadway buildings _____			
10	(18) Water stations _____			
11	(19) Fuel stations _____			
12	(20) Shops and enginehouses _____			
13	(22) Storage warehouses _____			
14	(23) Wharves and docks _____			
15	(24) Coal and ore wharves _____			
16	(25) TOFC/COFC terminals _____			
17	(26) Communication systems _____			
18	(27) Signals and interlockers _____			
19	(29) Power plants _____			
20	(31) Power transmission systems _____			
21	(35) Miscellaneous structures _____			
22	(37) Roadway machines _____			
23	(39) Public improvements—Construction _____			
24	(44) Shop machinery _____			
25	(45) Power-plant machinery _____			
26	All other road accounts _____			
27	Total road _____			
	EQUIPMENT			
28	(52) Locomotives _____	Total equipment leased to others is less than 5% of total equipment owned.		
29	(53) Freight-train cars _____			
30	(54) Passenger-train cars _____			
31	(55) Highway revenue equipment _____			
32	(56) Floating equipment _____			
33	(57) Work equipment _____			
34	(58) Miscellaneous equipment _____			
35	Total equipment _____			
36	GRAND TOTAL _____			XXXX

351. ACCUMULATED DEPRECIATION—ROAD AND EQUIPMENT LEASED TO OTHERS

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

2. Disclose credits and debits to Account 735, "Accumulated depreciation—road and equipment property," during the year relating to road and equipment leased to others, the depreciation charges for which are not includible in operating expenses of the respondent. (See Schedule 350 for the reserve relating to road and equipment owned and used by the respondent).

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

4. Disclosures in the respective sections of this schedule may be omitted if either total road leased to others or total equipment leased to others represents less than 5% of total road owned or total equipment owned, respectively.

5. 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 others (c)	Other credits (d)	Retirements (e)	Other debits (f)	
	ROAD	\$	\$	\$	\$	\$	\$
1	(1) Engineering						
2	(3) Grading						
3	(4) Other right-of-way expen.						
4	(5) Tunnels and subways						
5	(6) Bridges, trestles, and culverts						
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs						
8	(16) Station and office buildings						
9	(17) Roadway buildings						
10	(18) Water stations						
11	(19) Fuel stations						
12	(20) Shops and enginehouses						
13	(22) Storage warehouses						
14	(23) Wharves and docks						
15	(24) Coal and ore wharves						
16	(25) TOFC/COFC terminals						
17	(26) Communications systems						
18	(27) Signals and interlockers						
19	(29) Power plants						
20	(31) Power-transmission systems						
21	(35) Miscellaneous structures						
22	(37) Roadway machines						
23	(39) Public improvements—Construction						
24	(44) Shop machinery						
25	(45) Power-plant machinery						
26	All other road accounts						
27	Total road						
	EQUIPMENT						
28	(52) Locomotives						
29	(53) Freight-train cars						
30	(54) Passenger-train cars						
31	(55) Highway revenue equipment						
32	(56) Floating equipment						
33	(57) Work equipment						
34	(58) Miscellaneous equipment						
35	Total equipment						
36	GRAND TOTAL						

RC-130500

BURLINGTON NORTHERN

1982

2/4

352A. INVESTMENT IN RAILROAD PROPERTY USED IN TRANSPORTATION SERVICE (By Company)

1. Disclose the investment in railway property used in transportation service at the close of the year. This investment represents the aggregate of property owned or leased by the respondent and used in the respondent's transportation service. Such property includes: (a) the investment reported in accounts 731, "Road and equipment property", and 732, "Improvements on leased property", of the respondent less any 731 or 732 property leased to others for their exclusive use of road, tracks, or bridges (including equipment or other railway property covered by the contract). Equipment leased to others under separate distinct contracts shall not be deducted from the respondent's 731 or 732 property; (b) the investment of other companies' 731 or 732 property (including operating and leased railroads) used by the respondent when the lease is for exclusive use or control of roads, tracks, or bridges (including equipment or other railway property covered by the contract). This excludes leased equipment from operating railroads under separate distinct contracts and the investment of other carriers in property jointly used by the respondent.

2. In column (a), classify each company in this schedule as respondent (R), lessor railroad (L), inactive or proprietary company (P), and other leased properties (O).

3. In 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.

4. In column (c), line-haul carriers 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, explanations 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 733, 734, 735, 736, and 772, that is applicable to the property of the carriers whose names are listed in column (b), regardless of where the reserves therefor are recorded.

7. Dollars in thousands.

Line No.	Class (See Ins. 2)	Name of company	Miles of road owned (See Ins. 4)	Investments in property (See Ins. 5)	Depreciation and amortization of defense projects (See Ins. 6)
	(a)	(b)	(c)	(d)	(e)
1	R	Burlington Northern Railroad Company	26 095	\$ 5 153 918	\$ 1 319 842
2					
3		Add-Leased from others:			
4	O	ATSF-Pittsburg, KS - Land & Track		10	
5	O	CRIP-Irving-Carrollton, TX - Main Line	5	155	28
6	O	DMIR-Albany Mine, Chisholm, MN Tracks		3	
7	O	DMIR-Virginia, MN "		2	
8	O	MILW-Council Bluffs to Bayard, IA "	100	**	
9	O	SP-Chemult, OR "		4	
10	O	SP-Klamath Falls, OR "		5	
11	O	UP-Garrison to Butte, MT - Main Line	52	1 354	*
12	O	U.S. Govt. R.R. - Shelton-Bangor and			
13		Bremerton, WA - Main Line	48	**	
14	O	Oklahoma City, OK Land		10	
15		Total	205	1 543	28
16					
17		Deduct-Leased to others:			
18	O	CNW-Leavenworth, KS Land		15	
19	O	CNW-Minneapolis, MN Trackage		12	
20	O	DMIR-Buhl, MN Turnouts		15	
21	O	DMIR-Chisholm, MN "		1	1
22	O	DMIR-Hibbing, MN "		5	4
23	O	ICG-West Frankfort, IL Yard Tracks		1	
24	O	MKT-Rosedale, KS Driveway		2	
25	O	SOT-So. Omaha, NE Yard Tracks		3	
26		Total		54	5
27					
28					
29					
30		* Depreciation not available to respondent			
31		** Investment not available to respondent			
32					
33					
34					
35					
36					
37					
38					
39		TOTAL	26 300	5 155 407	1 319 865

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

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 49 herein, should correspond with the amounts for each class of company and properties shown in schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in the schedule.

3. Report on line 32 amounts representing capitalization of rentals for leased property based on 6 percent per year where property is not classified by accounts by non-carrier owners, or where cost of property leased from other carriers is not ascertainable. Identify

non-carrier owners, and briefly explain on page 35 methods of estimating value of property of non-carriers or property of other carriers.

4. Report on line 33 amounts not includible in the accounts shown, or in line 32. The items reported should be briefly identified and explained. Also include here those items after permission is obtained from the Commission for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Commission.

5. Dollars in thousands.

Line No.	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (proprietary companies) (d)	Other leased properties (e)
1	(1) Engineering _____	\$ 78 224	\$	\$	\$ 38
2	(2) Land for transportation purposes _____	129 892			41
3	(3) Grading _____	525 595			326
4	(4) Other right-of-way expenditures _____	8 574			
5	(5) Tunnels and subways _____	44 689			
6	(6) Bridges, trestles, and culverts _____	331 524			88
7	(7) Elevated structures _____				
8	(8) Ties _____	157 247			209
9	(9) Rails _____	362 999			400
10	(10) Other track material _____	351 285			87
11	(11) Ballast _____	128 397			14
12	(12) Track laying and surfacing _____	200 086			185
13	(13) Fences, snowsheds, and signs _____	17 376			3
14	(16) Station and office buildings _____	119 227			24
15	(17) Roadway buildings _____	14 956			12
16	(18) Water stations _____	3 492			20
17	(19) Fuel stations _____	20 146			2
18	(20) Shops and enginehouses _____	117 809			10
19	(22) Storage warehouses _____				
20	(23) Wharves and docks _____	1 958			
21	(24) Coal and ore wharves _____	21 185			
22	(25) TOFC/COFC terminals _____	12 842			
23	(26) Communication systems _____	90 454			2
24	(27) Signals and interlockers _____	225 945			
25	(29) Power plants _____	1 285			10
26	(31) Power-transmission systems _____	6 037			
27	(35) Miscellaneous structures _____	2 732			
28	(37) Roadway machines _____	85 505			
29	(39) Public improvements—Construction _____	70 665			(1)
30	(44) Shop machinery _____	57 567			5
31	(45) Power-plant machinery _____	4 860			
32	Leased property capitalized rentals (explain) _____	(2 091)			
33	Other (specify & explain) _____				
34	Total expenditures for road _____	3 190 462			1 475
35	(52) Locomotives _____	435 948			
36	(53) Freight-train cars _____	1 394 282			
37	(54) Passenger-train cars _____	77			
38	(55) Highway revenue equipment _____	576			
39	(56) Floating equipment _____				
40	(57) Work equipment _____	88 120			
41	(58) Miscellaneous equipment _____	28 921			
42	Total expenditures for equipment _____	1 947 924			
43	(76) Interest during construction _____				8
44	(77) Other expenditures—General _____				8
45	Total general expenditures _____				
46	Total _____	5 138 386			1 483
47	(80) Other elements of investment _____				6
48	(90) Construction work in progress _____	15 532			
49	Grand Total _____	5 153 918			1 489

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360. LEASES—GENERAL INSTRUCTIONS AND DEFINITIONS**A. General Instructions**

Disclose in the following schedules the required information concerning the respondents leases.

Schedule 361 — Capitalized Capital Leases
363 — Operating Leases
364 — Lessee Disclosures

A general description of the lessee's leasing arrangements shall be included to effect full and complete disclosures. Among the items to be disclosed are:

- The basis on which contingent rental payments are determined.
- The existence and terms of renewal or purchase options and escalation clauses.
- Restrictions imposed by lease agreements, such as those concerning dividends, additional debt, and further leasing.

These and other disclosures shall be included in Schedule 364 and attachments thereto, if necessary.

B. Definitions

(1) **Capital Leases** are those leases which meet one or more of the following four criteria:

- The lease transfers ownership of the property to the lessee by the end of the lease term.
- The lease contains a bargain purchase option,
- The lease term is equal to 75 percent or more of the estimated economic life of the property, and
- The present value at the beginning of the lease term of the minimum lease payments equals or exceeds 90 percent of the fair value of the leased property to the lessor at the inception of the lease less any related investment tax credit retained by the lessor.

(2) **Operating leases** are those leases which do not meet any of the four criteria pertaining to capital leases.

(3) **Minimum lease payments** are the payments that the lessee is obligated to make or can be required to make in connection with the leased property. Executory costs such as insurance, maintenance and taxes in connection with the leased property shall be excluded from minimum lease payments.

(4) **Present value minimum lease payments** are lease payments that the lessee is obligated to make or can be required to make, exclusive of executory cost. Moreover, these payments are reduced by amounts representing interest, calculated at the companies' incremental borrowing rate or the implicit rate computed by the lessor.

(5) **Noncancelable lease/sublease** is one that has an initial or remaining term of one year or more and is noncancelable, or is cancelable only upon the occurrence of some remote contingency or upon the payment of a substantial penalty.

(6) **Contingent rentals**, for the purposes of this report, are rentals paid during the reporting year which depend on some factor other than the passage of time such as rentals based on usage or sales.

361. CAPITALIZED CAPITAL LEASES

PART I. PRESENT VALUE OF MINIMUM LEASE PAYMENTS

Disclose total lease payments for the years shown. Then, disclose amounts representing (1) executory costs and (2) interest to derive the present value of minimum lease payments. An

explanation indicating how the rate of interest was derived for computing present value shall be included in Schedule 364. (Dollars in thousands)

Line No.	Item (a)	Current year (b)	Year 2 (c)	Year 3 (d)	Year 4 (e)	Year 5 (f)	Later Years (g)	Total (h)
1	Lease payments	\$ 11 241	\$ 15 654	\$ 14 306	\$ 13 746	\$ 13 896	\$ 135 851	\$ 204 694
	Less: Executory costs:							
2	- Taxes							
3	- Maintenance							
4	- Insurance							
5	- Other							
6	Total executory costs (2-5)	11 241	15 654	14 306	13 746	13 896	135 851	204 694
7	Minimum lease payments (1, 6)	5 442	9 810	9 689	9 304	8 928	49 633	92 806
8	Less: Amount representing interest	5 799	5 844	4 617	4 442	4 968	86 218	111 888
9	Present value of minimum lease payments (line 7, 8)							

PART II TOTAL RENTAL EXPENSES

Complete this part if gross rental expense in the most recent reporting year exceeds one percent of operating revenue. Otherwise, show total rental expenses reduced by rentals received from sub-

leases for the current year. Also, show amounts expected to be received on all noncancelable sub-lease rentals for the year beginning after the current year as required.

Line No.	Item (a)	Current Year (b)
10	Present value of minimum lease payments from Part I above	\$ 5 799
11	Contingent rentals	
12	Minimum noncancelable sublease rentals	
13	Net rental expense	5 799

PART III. CLASSES OF CAPITAL LEASES

Complete this part only if the present values of the minimum lease commitments are more than five percent of the sum of the long-term debt due after one year. Otherwise, show the present values of minimum lease commitments in the aggregate for the major classes of proper-

ties presented. Subtract amounts representing the accumulated amortization to derive at "Net capitalized lease assets."

Line No.	Classes of leased property (a)	Present value	
		Current year (b)	Prior year (c)
14	Structures	\$ 45 910	\$ 3 954
15	Revenue equipment	79 350	85 700
16	Shop and garage equipment		
17	Service cars and equipment	350	350
18	Noncarrier operating property		
19	Other: (Specify)		
20			
21	Gross capitalized assets	125 610	90 004
22	Less: Accumulated amortization	35 515	37 775
23	Net capitalized lease assets	90 095	52 229

See Note on Page 42

363. OPERATING LEASES

PART I. FUTURE MINIMUM RENTAL PAYMENTS

1. Disclose the total minimum lease payments required, reduced by sublease rentals, for the years shown relating to operating leases.

Line No.	Items (a)	Current year (b)	Year 2 (c)	Year 3 (d)	Year 4 (e)	Year 5 (f)	Later years (g)	Total (h)
1	Minimum lease payments required	\$ 91 596	\$ 99 993	\$ 94 961	\$ 90 639	\$ 87 165	\$ 613 963	\$ 1 078 317
2	Minimum noncancelable sublease rentals							
3	Net minimum lease payments	91 596	99 993	94 961	90 639	87 165	613 963	1 078 317

PART II. TOTAL RENTAL

1. Show the composition of total rental expense for all operating leases for the current and preceding years. See Schedule 360 for definitions of the terms.

Line No.	Expenses (a)	Current year (b)	Prior year (c)
4	Minimum lease payments required	\$ 91 596	\$ 88 215
5	Contingent rentals		
6	Less: Sublease rentals		
7	Total rental expense	91 596	88 215

Note - Schedules 361, Part III and 363 Part II:

Prior year, Column (c) has been restated to include the Colorado and Southern Ry. Co. and the Fort Worth and Denver Ry. Co. which effective January 1, 1982 were included in the accounts of the Burlington Northern Railroad Company.

364. LESSEE DISCLOSURES

Complete this schedule only if gross rental expense in the most recent fiscal year exceeds one percent of operating revenue.

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

Line No.	
(a)	
1	Lapse of time only.
2	
3	
4	
5	
6	
7	
8	
(b)	
9	78% of lease contracts have renewal options upon written notice within
10	various specified times.
11	10% of lease contracts have options to purchase only.
12	12% of lease contracts have no options.
13	
14	
15	
16	
(c)	
17	
18	
19	
20	
21	
22	
23	
24	
(d)	
25	
26	
27	
28	
29	
30	
31	
32	
(e)	
33	Notes relating to Schedule 361, part 1:
34	Interest rates used in calculating value of capitalized leases
35	represent respondents incremental borrowing rate for equipment
36	trusts as of the date the lease was entered into.
37	
38	
39	
40	

ROAD INITIALS: BN YEAR: 1982

410. RAILWAY OPERATING EXPENSES (IN THOUSANDS)

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LINE NO.	NAME OF ACCOUNT (A)	FREIGHT SALARIES AND WAGES (B)	FREIGHT MATERIAL SUPPLIES (C)	FREIGHT PURCHASED SERVICES (D)	FREIGHT GENERAL (E)	FREIGHT TOTAL EXPENSE (F)	PASSENGER (G)	TOTAL (H)
WAY AND STRUCTURES:								
ADMINISTRATION:								
1	TRACK	8,822	818	915	5,213	15,768	89	15,857
2	BRIDGES AND BUILDINGS	2,933	108	271	1,374	4,686	35	4,721
3	SIGNAL	3,861	558	166	872	5,457	110	5,567
4	COMMUNICATION	2,402	216	147	529	3,294	38	3,332
5	OTHER	12,840	1,249	1,051	2,742	17,882	201	18,083
REPAIR AND MAINTENANCE:								
6	ROADWAY - RUNNING	19,555	2,428	5,613	130	27,726	12	27,738
7	ROADWAY - SWITCHING	2,387	114	680	29-	3,152	7	3,159
8	TUNNELS AND SUBWAYS - RUNNING	421	39	251	1	712		712
9	TUNNELS AND SUBWAYS - SWITCHING	3	27	1		31		31
10	BRIDGES AND CULVERTS - RUNNING	11,621	4,847	1,784	447	18,699	15	18,714
11	BRIDGES AND CULVERTS - SWITCHING	475	459	14	10	958	31	989
12	TIES - RUNNING		54,385			54,385	75	54,460
13	TIES - SWITCHING		3,072			3,072	8	3,080
14	RAIL - RUNNING		70,721			70,721	204	70,925
15	RAIL - SWITCHING		3,068			3,068	14	3,082
16	OTHER TRACK MATERIAL - RUNNING		55,102			55,102	279	55,381
17	OTHER TRACK MATERIAL - SWITCHING		3,872			3,872	107	3,979
18	BALLAST - RUNNING		9,801			9,801	2	9,803
19	BALLAST - SWITCHING		811			811	7	818
20	TRACK LAYING AND SURFACING - RUNNING	131,350	4,411	4,323	7,720	147,804	278	148,082
21	TRACK LAYING AND SURFACING - SWITCHING	16,457	503	122-	26	16,864	135	16,999
22	ROAD PROPERTY DAMAGED - RUNNING	2,072	1,947	1,382	57	5,458	7	5,465
23	ROAD PROPERTY DAMAGED - SWITCHING	807	253	13		1,073	4	1,077
24	ROAD PROPERTY DAMAGED - OTHER	76	18-	79	1-	136	5	141
25	SIGNALS AND INTERLOCKERS - RUNNING	17,584	10,072	225-	437	27,868	369	28,237
26	SIGNALS AND INTERLOCKERS - SWITCHING	1,156	644	29	49-	1,780	10	1,790
27	COMMUNICATION SYSTEMS	11,318	3,770	405	762	16,255	144	16,399
28	ELECTRIC POWER SYSTEMS	1,611	1,969	125	61	3,766	120	3,886
29	HIGHWAY GRADE CROSSINGS - RUNNING	5,325	1,878	316	83	7,602	7	7,609
30	HIGHWAY GRADE CROSSINGS - SWITCHING	300	135	43-	1	393	17-	376
31	STATION AND OFFICE BUILDINGS	4,757	1,886	2,083	42	8,768	180	8,948
32	SHOP BUILDINGS - LOCOMOTIVES	5,816	695	243	6	6,760	290	7,050
33	SHOP BUILDINGS - FREIGHT CARS	1,747	906	484	4	3,141		3,141
34	SHOP BUILDINGS - OTHER EQUIPMENT	1,040	252	317	8	1,617		1,617

ROAD INITIALS: BN YEAR: 1982

410. RAILWAY OPERATING EXPENSES (IN THOUSANDS)

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LINE NO.	NAME OF ACCOUNT (A)	FREIGHT SALARIES AND WAGES (B)	FREIGHT MATERIAL SUPPLIES (C)	FREIGHT PURCHASED SERVICES (D)	FREIGHT GENERAL (E)	FREIGHT TOTAL EXPENSE (F)	PASSENGER (G)	TOTAL (H)
WAY AND STRUCTURES - CONTINUED:								
REPAIR AND MAINTENANCE - CONTINUED:								
101	LOCOMOTIVE SERVICING FACILITIES	453	134	130	7	724	23	747
102	MISCELLANEOUS BUILDINGS AND STRUCTURES	3,800	1,687	458	31	5,976	180	6,156
104	ORE TERMINALS	215	407	365	2	989		989
106	TOFC-COFC TERMINALS	175	270	642		1,087		1,087
107	MOTOR VEHICLE LOADING AND DISTRIBUTION	8	12	34		54		54
108	FACILITIES FOR OTHER SPEC SVC OPERATIONS	29	127	54	1	211		211
109	ROADWAY MACHINES	12,591	31,808	1,324	538	46,261	188	46,449
110	SMALL TOOLS AND SUPPLIES	408	17,862	1,049	5	19,324	31	19,355
111	SNOW REMOVAL	6,720	161	641	22	7,544	90	7,634
112	FRINGE BENEFITS - RUNNING				50,031	50,031	175	50,206
113	FRINGE BENEFITS - SWITCHING				6,007	6,007	52	6,059
114	FRINGE BENEFITS - OTHER				28,424	28,424	225	28,649
115	CASUALTIES AND INSURANCE - RUNNING				13,034	13,034		13,034
116	CASUALTIES AND INSURANCE - SWITCHING				93-	93-		93-
117	CASUALTIES AND INSURANCE - OTHER				3,722	3,722	23	3,745
118	LEASE RENTALS DEBIT - RUNNING			1,598		1,598		1,598
119	LEASE RENTALS DEBIT - SWITCHING			13-		13-		13-
120	LEASE RENTALS DEBIT - OTHER			10,219		10,219	4	10,223
121	LEASE RENTALS CREDIT - RUNNING			20-		20-		20-
122	LEASE RENTALS CREDIT - SWITCHING			246-		246-		246-
123	LEASE RENTALS CREDIT - OTHER			27-		27-		27-
124	JOINT FACILITY RENT DEBIT - RUNNING			4,176		4,176		4,176
125	JOINT FACILITY RENT DEBIT - SWITCHING			1,739		1,739	608	2,347
126	JOINT FACILITY RENT DEBIT - OTHER			129		129		129
127	JOINT FACILITY RENT CREDIT - RUNNING			5,744-		5,744-	3-	5,747-
128	JOINT FACILITY RENT CREDIT - SWITCHING			1,607-		1,607-		1,607-
129	JOINT FACILITY RENT CREDIT - OTHER			54-		54-		54-
130	OTHER RENTS DEBIT - RUNNING			78		78		78
131	OTHER RENTS DEBIT - SWITCHING			9		9		9
132	OTHER RENTS DEBIT - OTHER			1,538		1,538		1,538
133	OTHER RENTS CREDIT - RUNNING							
134	OTHER RENTS CREDIT - SWITCHING							
135	OTHER RENTS CREDIT - OTHER			47-		47-		47-
136	DEPRECIATION - RUNNING				11,913	11,913	125	12,038
137	DEPRECIATION - SWITCHING							
138	DEPRECIATION - OTHER				13,818	13,818	81	13,899
139	JOINT FACILITY DEBIT - RUNNING			15,668		15,668		15,668
140	JOINT FACILITY DEBIT - SWITCHING			6,099		6,099	821	6,920
141	JOINT FACILITY DEBIT - OTHER			858		858		858
142	JOINT FACILITY CREDIT - RUNNING			9,459-		9,459-	7-	9,466-
143	JOINT FACILITY CREDIT - SWITCHING			2,158-		2,158-		2,158-
144	JOINT FACILITY CREDIT - OTHER			13-		13-		13-
145	DISMANTLING RETIRED ROAD PROPERTY - RUNNING	1,319		283	52	1,654		1,654
146	DISMANTLING RETIRED ROAD PROPERTY - SWITCHING	415	3	38	2	458		458
147	DISMANTLING RETIRED ROAD PROPERTY - OTHER	129	2	801	22	954		954
148	OTHER - RUNNING	1,707	435	313	335	2,790	2	2,792
149	OTHER - SWITCHING	163	8	24	33-	162	1	163
150	OTHER - OTHER	797	423	836	664	2,720		2,720
151	TOTAL WAY AND STRUCTURES	295,665	294,337	50,017	148,950	788,969	5,385	794,354

ROAD INITIALS: BN YEAR: 1982

410. RAILWAY OPERATING EXPENSES (IN THOUSANDS)

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LINE NO.	NAME OF ACCOUNT (A)	FREIGHT SALARIES AND WAGES (B)	FREIGHT MATERIAL SUPPLIES (C)	FREIGHT PURCHASED SERVICES (D)	FREIGHT GENERAL (E)	FREIGHT TOTAL EXPENSE (F)	PASSENGER (G)	TOTAL (H)
EQUIPMENT:								
LOCOMOTIVES:								
201	ADMINISTRATION	6,356	178	404	922	7,860	114	7,974
202	REPAIR AND MAINTENANCE	62,285	111,636	15,716	1,561	191,198	1,716	192,914
203	MACHINERY REPAIR	2,238	1,550	114	1	3,903	9	3,912
204	EQUIPMENT DAMAGED	440	109	1,708-	412	747-	1	746-
205	FRINGE BENEFITS				21,913	21,913	202	22,115
206	OTHER CASUALTIES AND INSURANCE				3,814	3,814	70	3,884
207	LEASE RENTALS - DEBIT			63,604		63,604	75	63,679
208	LEASE RENTALS - CREDIT			192+		192+		192+
209	JOINT FACILITY RENTS - DEBIT			304		304		304
210	JOINT FACILITY RENTS - CREDIT			147+		147+		147+
211	OTHER RENTS - DEBIT			13,325		13,325		13,325
212	OTHER RENTS - CREDIT			13,453+		13,453+		13,453+
213	DEPRECIATION				17,467	17,467	12	17,479
214	JOINT FACILITY - DEBIT			1,452		1,452		1,452
215	JOINT FACILITY - CREDIT			891+		891+		891+
216	REPAIRS BILLED TO OTHERS - CREDIT			13,312+		13,312+		13,312+
217	DISHANTLING RETIRED PROPERTY	1	1	5		7		7
218	OTHER	27	1,766	25	57-	1,761	7	1,768
219	TOTAL LOCOMOTIVES	71,347	115,240	65,246	46,033	297,866	2,206	300,072
FREIGHT CARS:								
220	ADMINISTRATION	4,910	314	619	941	6,784		6,784
221	REPAIR AND MAINTENANCE	64,449	55,071	34,959	3,027	157,506		157,506
222	MACHINERY REPAIR	1,661	1,342	175	2	3,180		3,180
223	EQUIPMENT DAMAGED	1,798	74	11,107		12,979		12,979
224	FRINGE BENEFITS				22,651	22,651		22,651
225	OTHER CASUALTIES AND INSURANCE				19,879	19,879		19,879
226	LEASE RENTALS - DEBIT			20,480		20,480		20,480
227	LEASE RENTALS - CREDIT			1,421+		1,421+		1,421+
228	JOINT FACILITY RENTS - DEBIT			58		58		58
229	JOINT FACILITY RENTS - CREDIT			27+		27+		27+
230	OTHER RENTS - DEBIT			266,566		266,566		266,566
231	OTHER RENTS - CREDIT			100,625-		100,625-		100,625-
232	DEPRECIATION				48,375	48,375		48,375
233	JOINT FACILITY - DEBIT			2,606		2,606		2,606
234	JOINT FACILITY - CREDIT			323+		323+		323+
235	REPAIRS BILLED TO OTHERS - CREDIT			79,856-		79,856-		79,856-
236	DISHANTLING RETIRED PROPERTY	204	1	1		206		206
237	OTHER	296	1,777	777	1,091-	1,759		1,759
238	TOTAL FREIGHT CARS	73,318	58,579	155,096	93,784	380,777		380,777

ROAD INITIALS: BN YEAR: 1982

410. RAILWAY OPERATING EXPENSES (IN THOUSANDS)

PAGE 47

LINE NO.	NAME OF ACCOUNT (A)	FREIGHT SALARIES AND WAGES (B)	FREIGHT MATERIAL SUPPLIES (C)	FREIGHT PURCHASED SERVICES (D)	FREIGHT GENERAL (E)	FREIGHT TOTAL EXPENSE (F)	PASSENGER (G)	TOTAL (H)
	EQUIPMENT - CONTINUED:							
	OTHER EQUIPMENT:							
301	ADMINISTRATION	794	106	194	50	1,144	355	1,499
	REPAIR AND MAINTENANCE:							
302	TRUCKS, TRACTORS & CONTAINERS - REVENUE SVC	4	180	3,123	12	3,319		3,319
304	PASSENGER AND OTHER REVENUE EQUIPMENT	1		72	413	486	1,741	2,227
305	COMPUTERS AND DATA PROCESSING SYSTEMS	1	4	2,639	1	2,645	16	2,661
306	MACHINERY	343	527	70	4	944	20	964
307	WORK AND NON-REVENUE EQUIPMENT	5,391	8,745	8,519	164	22,819	117	22,936
308	EQUIPMENT DAMAGED	69	145	1,609		1,823	14	1,837
309	FRINGE BENEFITS				2,153	2,153	331	2,484
310	OTHER CASUALTIES AND INSURANCE				801	801	164	965
311	LEASE RENTALS - DEBIT			32,419		32,419	764	33,183
312	LEASE RENTALS - CREDIT			141		141		141
313	JOINT FACILITY RENTS - DEBIT			182		182		182
314	JOINT FACILITY RENTS - CREDIT							
315	OTHER RENTS - DEBIT			13,292		13,292	1	13,293
316	OTHER RENTS - CREDIT			3,627		3,627		3,627
317	DEPRECIATION				6,631	6,631		6,631
318	JOINT FACILITY - DEBIT			1,064		1,064	43	1,107
319	JOINT FACILITY - CREDIT			1,315		1,315	1	1,316
320	REPAIRS BILLED TO OTHERS - CREDIT			1,079		1,079		1,079
321	DISMANTLING RETIRED PROPERTY	26		1	1	28		28
322	OTHER	79	1,787	58	20	1,904	16	1,920
323	TOTAL OTHER EQUIPMENT	6,708	11,494	57,080	10,210	85,492	3,581	89,073
324	TOTAL EQUIPMENT	151,373	185,313	277,422	150,027	764,135	5,787	769,922

ROAD INITIALS: BN YEAR: 1982

410. RAILWAY OPERATING EXPENSES (IN THOUSANDS)

PAGE 48

LINE NO.	NAME OF ACCOUNT (A)	FREIGHT SALARIES AND WAGES (B)	FREIGHT MATERIAL SUPPLIES (C)	FREIGHT PURCHASED SERVICES (D)	FREIGHT GENERAL (E)	FREIGHT TOTAL EXPENSE (F)	PASSENGER (G)	TOTAL (H)
TRANSPORTATION:								
TRAIN OPERATIONS:								
401	ADMINISTRATION	6,449	1,047	1,849	2,868	12,213	18	12,231
402	ENGINE CREWS	131,524	36	1,526	6,812	139,898	1,875	141,773
403	TRAIN CREWS	225,283	2,006	2,729	14,216	244,234	3,160	247,394
404	DISPATCHING TRAINS	13,566	26	428	199	14,219	124	14,343
405	OPERATING SIGNALS AND INTERLOCKERS	8,042	24	1,569	6	9,641	298	9,939
406	OPERATING DRAWBRIDGES	1,816		51		1,867		1,867
407	HIGHWAY CROSSING PROTECTION	837	3-	641	21-	1,454	18	1,472
408	TRAIN INSPECTION AND LUBRICATION	20,367	1,267	108	61-	21,681	995	22,676
409	LOCOMOTIVE FUEL	2,520	460,604	411		463,535	914	464,449
410	ELECTRIC PWR PURCH/PRODUCED FOR MOTIVE POWER							
411	SERVICING LOCOMOTIVES	23,762	18,587	2,407	25-	44,731	1,091	45,822
412	FREIGHT LOST OR DAMAGED - SOLELY RELATED				7,300	7,300		7,300
413	CLEARING WRECKS	2,338	62	4,029	41-	6,388		6,388
414	FRINGE BENEFITS				110,245	110,245	1,910	112,155
415	OTHER CASUALTIES AND INSURANCE				24,133	24,133	1,238	25,371
416	JOINT FACILITY - DEBIT			11,624		11,624	5	11,629
417	JOINT FACILITY - CREDIT			4,635		4,635	5	4,640
418	OTHER	372	142	4,807	645	5,966	3	5,969
419	TOTAL TRAIN OPERATIONS	436,876	483,793	27,544	166,276	1,114,494	11,644	1,126,138
YARD OPERATIONS:								
420	ADMINISTRATION	309	323	375	95	1,102		1,102
421	SWITCH CREWS	117,476	10	429	462	118,377	520	118,897
422	CONTROLLING OPERATIONS	18,776	179	510	920	20,385	110	20,495
423	YARD TERMINAL CLERICAL	43,380	1,755	3,323	6,112	54,570		54,570
424	OPERATING SWITCHES SIGNALS RETARDERS & HUMPS	2,765	1,268	66		4,099	59	4,158
425	LOCOMOTIVE FUEL	182	32,677	24		32,883	30	32,913
426	ELECTRIC PWR PURCH/PRODUCED FOR MOTIVE POWER							
427	SERVICING LOCOMOTIVES	2,770	1,174	72		4,016	51	4,067
428	FREIGHT LOST OR DAMAGED - SOLELY RELATED				753	753		753
429	CLEARING WRECKS	1,424	81	816	16	2,337	4	2,341
430	FRINGE BENEFITS				49,814	49,814	210	50,024
431	OTHER CASUALTIES AND INSURANCE				6,620	6,620		6,620
432	JOINT FACILITY - DEBIT			18,186		18,186	2,368	20,554
433	JOINT FACILITY - CREDIT			8,353		8,353		8,353
434	OTHER	337	9	893	12	1,251	615	1,866
435	TOTAL YARD OPERATIONS	187,419	37,476	16,341	64,804	306,040	3,967	310,007

ROAD INITIALS: BN YEAR: 1982

410. RAILWAY OPERATING EXPENSES (IN THOUSANDS)

PAGE 49

LINE NO.	NAME OF ACCOUNT (A)	FREIGHT SALARIES AND WAGES (B)	FREIGHT MATERIAL SUPPLIES (C)	FREIGHT PURCHASED SERVICES (D)	FREIGHT GENERAL (E)	FREIGHT TOTAL EXPENSE (F)	PASSENGER (G)	TOTAL (H)
TRANSPORTATION:								
TRAIN AND YARD OPERATIONS - COMMON:								
501	CLEANING CAR INTERIORS	1,171	101	628	-1	1,900 17,901	1,260	3160 37,161
502	ADJUSTING AND TRANSFERRING LOADS	2,064	6	1,022		3,092		3,092
503	CAR LOADING DEVICES AND GRAIN DOORS	32	514	1,207		1,753		1,753
504	FREIGHT LOST OR DAMAGED - ALL OTHER				9,395	9,395		9,395
505	FRINGE BENEFITS				886 887	886 887	348	1,234 1235
506	TOTAL TRAIN AND YARD OPERATIONS - COMMON	3,267	621	2,857	10,282	17,027	1,608	18,635
SPECIALIZED SERVICE OPERATIONS:								
507	ADMINISTRATION	1,292	5	36		1,333		1,333
508	PICK-UP AND DELIVERY, AND MARINE LINE HAUL	313	95	12,501	19	12,928		12,928
509	LOADING AND UNLOADING LOCAL MARINE	5,445	1,721	11,244	11	18,421		18,421
510	PROTECTIVE SERVICES	82	179	3,501	75	3,837		3,837
511	FREIGHT LOST OR DAMAGED - SOLELY RELATED				102	102		102
512	FRINGE BENEFITS				2,288	2,288		2,288
513	CASUALTIES AND INSURANCE				440	440		440
514	JOINT FACILITY - DEBIT							
515	JOINT FACILITY - CREDIT							
516	OTHER	64	20	243	85	412		412
517	TOTAL SPECIALIZED SERVICES	7,196	2,020	27,525	3,020	39,761		39,761
ADMINISTRATIVE SUPPORT OPERATIONS:								
518	ADMINISTRATION	9,629	172	830	1,539	12,170	12	12,182
519	EMPLOYEES PERFORM CLERICAL & ACCTG FUNCTIONS	71,840	2,109	7,879	26,347	108,175	900	109,075
520	COMMUNICATION SYSTEM OPERATION	4,996	110	4,450	6-	9,550	79	9,629
521	LOSS AND DAMAGE CLAIMS PROCESSING	2,025		69	101	2,195		2,195
522	FRINGE BENEFITS				26,650	26,650	245	26,895
523	CASUALTIES AND INSURANCE				56-	56-		56-
524	JOINT FACILITY - DEBIT			1,053		1,053	115	1,168
525	JOINT FACILITY - CREDIT			1,625#		1,625#	38#	1,663#
526	OTHER	80	49	353	405	887	77	964
527	TOTAL ADMINISTRATIVE SUPPORT OPERATIONS	88,570	2,440	13,009	54,980	158,999	1,390	160,389
528	TOTAL TRANSPORTATION	723,328	526,355	87,276	299,362	1,636,321	18,609	1,654,930

ROAD INITIALS: BN YEAR: 1982

410. RAILWAY OPERATING EXPENSES (IN THOUSANDS)

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LINE NO.	NAME OF ACCOUNT	FREIGHT SALARIES AND WAGES (B)	FREIGHT MATERIAL SUPPLIES (C)	FREIGHT PURCHASED SERVICES (D)	FREIGHT GENERAL (E)	FREIGHT TOTAL EXPENSE (F)	PASSENGER (G)	TOTAL (H)
GENERAL AND ADMINISTRATIVE:								
601	OFFICERS - GENERAL AND ADMINISTRATIVE	36,063	5,024	5,670	9,563	56,320	732	57,552
602	ACCOUNTING, AUDITING, AND FINANCE	27,925	214	3,420	1,051	32,610	353	32,963
603	MANAGEMENT SERVICES AND DATA PROCESSING	10,984	936	2,389	1,408	15,717	199	15,916
604	MARKETING	10,501	27	2,506	1,467	14,447		14,447
605	SALES	17,255	428	2,796	3,828	24,307	0	24,307
606	INDUSTRIAL DEVELOPMENT	761	3	122	555	1,441	3	1,444 1441
607	PERSONNEL AND LABOR RELATIONS	6,407	116	1,755	1,325	9,603	115	9,718
608	LEGAL AND SECRETARIAL	6,921	252	11,093	1,671	19,937	210	20,147
609	PUBLIC RELATIONS AND ADVERTISING	1,424	159	5,297	527	7,407	2	7,409
610	RESEARCH AND DEVELOPMENT	241	1	18	152	412	3	412 415
611	FRINGE BENEFITS				50,759	50,759	350	51,109
612	CASUALTIES AND INSURANCE				1,511	1,511	7	1,518
613	WRITEDOWN OF UNCOLLECTIBLE ACCOUNTS				512	512	4	516
614	PROPERTY TAXES				20,374	20,374	104	20,478
615	OTHER TAXES EXCEPT ON CORP INCOME OR PAYROLL				27,466	27,466	319	27,785
616	JOINT FACILITY - DEBIT			2,351		2,351		2,351
617	JOINT FACILITY - CREDIT			54*		54*		54*
618	OTHER	16-	518	1,563	17,151	19,216	254	19,470
619	TOTAL GENERAL AND ADMINISTRATIVE	118,466	7,624	38,926	139,320	304,336	2,652	316,988
620	TOTAL CARRIER OPERATING EXPENSES	1,288,832	1,013,629	453,641	737,659	3,493,761	32,433	3,526,194

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412. WAY AND STRUCTURES

1. Report *freight* expenses only.

2. The total depreciation expense reported in column (b), line 35 should balance to the sum of the depreciation expense reported in schedule 410, column (f) lines 136, 137, and 138. The total retirement charges reported in column (c) line 35 will not balance to any line in schedule 410. Retirement is included in but does not totally comprise the expenses reported in schedule 410 column (e), lines 148, 149, and 150.

3. Report in column (d) the lease/rentals for the various property categories of Way and Structures. The total net lease/rentals reported in column (d), line 35 should balance the net amount reported in schedule 410, column (f) lines 118 through 123, plus lines 130 through 135.

If an entire road or segment of track is leased and if the actual breakdown of lease/rentals by property categories is not known, apportion the lease/rentals based on the percentage of the categories' depreciation bases (or property bases for nondepreciable property) to the sum of (1) the depreciation bases for all categories of depreciable leased property plus (2) the property bases for nondepreciable leased property. Use Schedule 350 of this report for obtaining the depreciation bases of the categories of leased property.

4. Amortization adjustment of each road property type which is included in column (b) shall be repeated in column (e) as a debit or credit to the appropriate line item; the net adjustment on line 35 shall equal the adjustment reported on line 27 of schedule 335.

5. Report on line 34 all other lease rentals not apportioned to any category listed on lines 1-33.

6. Line 14, account 16, should not include computer and data processing equipment reported on line 37 of Schedule 415.

7. Dollars in thousands.

Line No.	Property account	Category (a)	Depreciation (b)	Retirement (1) (c)	Lease/Rentals (net) (d)	Amortization Adjustment During year (e)
1	1	Engineering	\$ 652	\$ 491	\$	
2	2	Land for transportation purposes	N/A	N/A	280	
3	3	Grading	1 210	3 746		
4	4	Other right-of-way expenditures	165	1		
5	5	Tunnels and subways	372	98		
6	6	Bridges, trestles and culverts	4 534	N/A		
7	7	Elevated structures	-	N/A		
8	8	Ties	N/A	301	280	N/A
9	9	Rails	N/A	(2 332)	280	
10	10	Other track material	N/A	(2 282)	280	
11	11	Ballast	N/A	1 124	280	
12	12	Track laying and surfacing	N/A	1 748		
13	13	Fences, snowsheds and signs	345	N/A		
14	16	Station and office buildings	2 328	N/A	4 586	
15	17	Roadway buildings	369	N/A	16	
16	18	Water stations	104	N/A		
17	19	Fuel stations	720	N/A		
18	20	Shops and enginehouses	2 471	N/A	2 921	
19	22	Storage warehouses	-	N/A	2	
20	23	Wharves and docks	37	N/A		
21	24	Coal and ore wharves	293	N/A		
22	25	TOFC/COFC terminals	432	N/A		
23	26	Communications systems	2 335	N/A	29	
24	27	Signals and interlockers	4 847	N/A		
25	29	Power plants	32	N/A		
26	31	Power transmission systems	183	N/A		
27	35	Miscellaneous structures	87	N/A	514	
28	37	Roadway machines	3 246	N/A	2 312	
29	39	Public improvements; construction	785	118		
30	45	Power plant machines	184	N/A		
31	76	Interest during construction	N/A	203	N/A	
32	77	Other expenditures; general	N/A	37	N/A	
33	80	Other elements of investment	N/A	-	N/A	
34	-	Other lease/rentals	-		1 309	
35	-	Total	25 731	3 253	13 089	

(1) Expenses reported in Schedule 410, column E, lines 148, 149, 150 include reversal of merger reserves previously included in account 735.

414. RENTS FOR INTERCHANGED FREIGHT TRAIN CARS AND OTHER FREIGHT CARRYING EQUIPMENT

1. Report freight expenses only.
2. Report in this supporting schedule rental information by car type and other freight carrying equipment relating to the interchange of railroad equipment, privately owned equipment and equipment leased for less than 30 days.
3. The gross amounts receivable and payable for freight-train cars (line 19 columns (b) through (d) and; line 19 columns (e) through (g) respectively) should balance with Schedule 410, column (f), lines 231 (credits) and 230 (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f), lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of Schedule 410 because those lines include rents for

"other equipment" which is reported in Schedule 415, column (e). The balancing of Schedule 410, 414 and 415 "other equipment" is outlined in note 6 to Schedule 415.

4. Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper owned cars.

5. Report in columns (c), (d), (f), and (g) rentals for railroad owned cars prescribed by the Commission in Ex Parte No. 334, for which rentals are settled on a combination mileage and time basis (basic per diem). Include railroad owned per diem tank cars on line 17.

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

6. Dollars in thousands.

Line No.	Type of Equipment (a)	GROSS AMOUNTS RECEIVABLE Per Diem Basis			GROSS AMOUNTS PAYABLE Per Diem Basis		
		Private Line Cars (b)	Mileage (c)	Time (d)	Private Line Cars (e)	Mileage (f)	Time (g)
	CAR TYPES:	\$	\$	\$	\$	\$	\$
1	Box-Plain 40 Foot		1 313	2 384		692	917
2	Box-Plain 50 Foot and Longer		3 992	10 717	3 842	7 256	18 624
3	Box-Equipped		5 317	12 410	2	6 858	15 763
4	Gondola-Plain		1 236	2 716	62	2 289	4 480
5	Gondola-Equipped		47	366		402	1 610
6	Hopper-Covered		5 497	23 016	43 904	5 726	21 092
7	Hopper-Open Top-General Service		1 684	4 209	66	1 512	4 592
8	Hopper-Open Top-Special Service		60	305	10	84	308
9	Refrigerator-Mechanical		2 150	2 920	111	2 394	1 868
10	Refrigerator-Non-Mechanical		2 484	5 959	4 173	2 661	6 999
11	Flat TOFC/COFC		35	228	32 407	736	2 176
12	Flat Multi-Level				8 827	382	891
13	Flat-General Service		222	502	387	601	608
14	Flat-Other		835	3 244	9 674	1 583	4 815
15	Tank-Under 22,000 Gallons		3	19	22 903	4	17
16	Tank-22,000 Gallons and Over		10	71	14 863	12	69
17	All Other Freight Cars		32	307	2 504	496	840
18	Auto Racks			6 335	2		3 472
19	Total Freight Train Cars		24 917	75 708	143 737	33 688	89 141
	OTHER FREIGHT CARRYING EQUIPMENT						
20	Refrigerated Trailers			10	28		84
21	Other Trailers			3 474	9 528		4 108
22	Refrigerated Containers				771		
23	Other Containers						
24	Total Trailers & Containers			3 484	10 327		4 192
25	Grand Total (Lines 19 & 24)		24 917	79 192	154 064	33 688	93 333

SCHEDULE 415. SUPPORTING SCHEDULE: EQUIPMENT

1. Report freight expenses only.
2. Report by type of equipment all natural expenses relating to the equipment functions (salaries and wages, materials, tools, supplies, fuels and lubricants, purchases services, and general).
3. Report in column (b) net repairs, the detail for the items listed in column (a) from the freight expenses reported in Schedule 410 in column (f) lines 202, 203, 216, 221, 222, 235, 302 through 307 and 320. When it is necessary to apportion car repair expenses, the apportionment shall be made on the most equitable basis available to the carriers. The following list provides a basis for apportioning freight car repair expenses to car types: a. AAR Car Repair Billing (CRB) Standards; b. A carrier conducted study to determine car repair expenses by car types; and c. Other available standards valid for the respondent carrier. *Do not report* in this schedule equipment damaged expenses from Schedule 410, lines 204, 223 and 308, or; the damages billed to others which is contained in but does not form the bulk of the expense reported in Schedule 410, lines 216, 235 and 320. Column (b) repair expenses should balance to Schedule 410 column (f) expenses as follows (note any imbalance will be attributable to the exclusion from Schedule 415 of damages billed to these as contained in Schedule 410, lines 216, 235 and 320) locomotives: line 5 plus line 38 compared to the sum of Schedule 410, lines 202, 203 plus 216, Freight Cars: line 24 plus line 39 compared to the sum of Schedule 410, lines 221, 222 plus 235, (3) The Sum of Highway Equipment (line 32), Floating Equipment (line 35), Passenger and Other Revenue Equipment (line 36), Computer and Data Processing Equipment (line 37), Machinery-Order Equipment (line 40), and Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, the sum of lines 302 through 307. When using the line data referred to in this instruction it should be noted that lines 216, 235 and 320 of Schedule 410 are credit balances.
4. Depreciation expense for each class of equipment by car type shall be reported in columns (c) and (d). For improvements on leased property, Accounts 732 and 733, use a supplementary Schedule 415 and this reporting will relate to Schedules 340 and 342. Depreciation charges reported in columns (c) and (d) will balance to Schedule 410, column (f) as follows: (1) Locomotives: line 5 plus 38 compared to Schedule 410, line 213; (2) Freight Cars: line 24 plus line 39 compared to Schedule 410, line 232; (3) The Sum of Highway Equipment (line 32); Floating Equipment (line 35); Passenger and Other Revenue Equipment (line 36); Computer and Data Processing Equipment (line 37); Machinery-Other Equipment (line 40); and Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, line 317.
5. A mortization adjustment of each equipment type which is included in column (c) shall be reported in column (e) as a debit or credit to the appropriate line item, the net adjustment on line 43 shall equal the equipment amortization adjustment reported on line 36 column (c) of Schedule 335.
6. Retirement charges shall be made on the basis of the actual units retired from service during the reporting period where the service value has been determined, based on a ledger value of salvage and insurance recovered. Retirement charges reported in column (f) will not balance to Schedule 410 because they are included in, but do not totally comprise the "other" expenses in Schedule 410, lines 218, 237 and 322. Retirement charges for locomotives, line 5 plus 38 are in Schedule 410, line 218; retirement charges for freight cars, lines 24 plus 39 are in Schedule 410, line 237; retirement charges for all other equipment, lines 32, 35, 36, 37, 40 and 41 are in Schedule 410, line 322.
7. Lease/Rentals reported in column (g) should balance to column (f) of Schedule 410 as follows: (1) Locomotives: line 5 plus 38 compared with Schedule 410, lines 207, 208, 211 and 212. (2) Freight Cars: line 24 plus line 39 compared with Schedule 410, lines 226 plus 227 (note that Schedule 410, lines 230 and 231 are reported in Schedule 414 and are not to be included in Schedule 415). (3) The Sum of Lease/Rentals for All Other Equipment, lines 32, 35, 36, 37, 40 and 41 will balance to Schedule 410, lines 311, 312, 315 and 316 except for the interchange rental on trailers on containers which is reported in Schedule 414. Therefore, both Schedules 414 and 415 should be used when balancing lease/rentals-other equipment to Schedule 410. Do not report in Schedule 415 the trailer-container rentals reported in Schedule 414.
8. Depreciation base by types of equipment shall be reported in columns (h) and (i) and should not include the cost of equipment used, but not owned, when the rents therefore are included in the rent for equipment and accounts Nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-22-00, 35-23-00, and 35-25-00. It should include the cost of equipment owned and leased to others when the rents are included in the rent for equipment accounts Nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00. Property used but not owned should also be included when the rent is included in accounts Nos. 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive. The grand total of each equipment in column (c) of Schedule 332 should equal the combined aggregate totals of line items comprising the equipment depreciation bases of columns (h) and (i).
9. Accumulated depreciation for each class of equipment shall be reported in columns (j) and (k). The grand total of each equipment reserve account in column (g), Schedule 335, shall equal the combined aggregate total accumulated depreciation for line items comprising the corresponding equipment accounts reported in columns (j) and (k).

SCHEDULE 415. SUPPORTING SCHEDULE: EQUIPMENT

SEE INSTRUCTIONS ON PAGE 53

Line No.	Types of Equipment (a)	Repairs (Net Expense) (b)	Depreciation		Amortization
			Owned (c)	Capitalized lease (d)	Adjustment net during year (e)
LOCOMOTIVES:					
1	Diesel Locomotive - Yard	\$ 12 452	\$ 1 069	\$	\$
2	Diesel Locomotive - Road	165 434	12 949	3 063	
3	Other Locomotive - Yard				
4	Other Locomotive - Road				
5	TOTAL	177 886	14 018	3 063	
FREIGHT TRAIN CARS:					
6	Box-Plain 40 Foot	1 991	937	181	
7	Box-Plain 50 Foot and Longer	7 014	5 321	312	
8	Box-Equipped	9 481	3 491	376	
9	Gondola-Plain	9 073	2 646	9	
10	Gondola-Equipped	1 789	1 598		
11	Hopper-Covered	16 201	13 820	118	
12	Hopper-Open Top-General Service	5 343	6 275	404	
13	Hopper-Open Top-Special Service	1 919	752	104	
14	Refrigerator-Mechanical	4 207	2 876	279	
15	Refrigerator-Nonmechanical	2 269	1 434		
16	Flat TOFC/COFC	4 910	54		
17	Flat Multi-level	1 616			
18	Flat-General Service	1 067	466		
19	Flat-Other	3 172	1 984		
20	All Other Freight Cars	5 777	680	19	
21	Cabooses	1 821	1 169		
22	Auto Racks		661	1 048	
23	Miscellaneous Accessories		128		
24	TOTAL FREIGHT TRAIN CARS	77 650	44 292	2 850	
OTHER EQUIPMENT-REVENUE FREIGHT					
HIGHWAY EQUIPMENT					
25	Refrigerated Trailers	4	35		
26	Other Trailers	2 204	3		
27	Refrigerated Containers				
28	Other Containers				
29	Bogies				
30	Chasis		18		
31	Other Highway Equipment (Freight)	32	3		
32	TOTAL HIGHWAY EQUIPMENT	2 240	59		
FLOATING EQUIPMENT-REVENUE SERVICE					
33	Marine Line-Haul				
34	Local Marine				
35	TOTAL FLOATING EQUIPMENT				
OTHER EQUIPMENT					
36	Passenger and Other Revenue Equipment (Freight Portion)	486			
37	Computer & Data Processing Equipment	2 645		260	
38	Machinery - Locomotives ¹	3 903	340	46	
39	Machinery - Freight Cars ²	3 180	1 208	25	
40	Machinery - Other Equipment ³	944	114		
41	Work & Other Non-revenue Equipment	22 819	6 155	43	
42	TOTAL OTHER EQUIPMENT	33 977	7 817	374	
43	TOTAL, ALL EQUIPMENT (FREIGHT PORTION)	291 753	66 186	6 287	

¹The data to be reported on line 38, in column (c), is the amount reported in Schedule 410, column (f), line 203 reduced by the allocable portion of line 216.²The data to be reported on line 39, in column (b) is the amount reported in Schedule 410, column (f), line 222 reduced by the allocable portions of line 235.³The data to be reported on line 40, in column (b) is the amount reported in Schedule 410, column (f), lines 302 through 306 reduced by the allocable portion of line 320.

SEE INSTRUCTIONS ON PAGE 53					
Retirements (f)	Lease and Rentals (Net) (g)	Depreciation Base as of 12/31		Accumulated Depreciation as of 12/31	
		Owned (h)	Capitalized lease (i)	Owned (j)	Capitalized lease (k)
\$		\$ 46 269		\$ 18 492	
(47)	63 267	332 775	51 172	230 847	18 289
(47)	63 267	379 044	51 172	249 339	18 289
(50)	488	46 353	2 564	5 174	1 154
	1 720	134 806	2 438	44 771	2 209
(4)	2 325	122 953	3 100	39 261	1 351
(2)	2 225	67 495		23 433	
	439	52 159		15 071	
	3 973	437 557	1 765	125 857	1 450
(45)	1 310	157 683	5 244	57 173	4 359
(890)	471	37 996	1 554	6 960	699
	1 032	80 366	3 823	19 949	1 228
	556	45 941		23 852	
	1 204	1 423		170	
	396				
(1)	262	18 452		5 501	
(2)	778	74 074		28 751	
(97)	1 417	26 537	299	7 450	260
	446	43 367		10 604	
		9 206	7 390	1 876	4 218
		4 423		268	
(1 091)	19 042	1 360 791	28 177	416 121	16 928
		346		233	
	4 648	28		19	
	728				
	299	173		116	
		29		20	
	5 675	576		388	
	15 036			252	
	17				
	17	57 556		21 774	
	21				
(20)	10 176	114 984	350	45 568	89
(20)	25 267	172 540	350	67 594	89
(1 158)	113 251	1 912 951	79 699	733 442	35 306

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

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

417. SPECIALIZED SERVICE SUBSCHEDULE - TRANSPORTATION

Instructions:

1. Report freight expenses only.
2. Report in lines 1, 2, 3, 4, and 10, the total of those natural expenses (salaries and wages; material, tools, supplies, fuels and lubricants; purchased services; and general) incurred in the operation of each type of specialized service facility. This schedule *does not* include switching services performed by train and yard crews in connection with or within specialized service facilities.
3. When it is necessary to apportion expenses, such as administrative expenses to two or more services, they shall be apportioned on the most equitable basis available to the respondent and only to the services they support. The total expenses in column (j) should balance with the respective line items in Schedule 410, Railway Operating Expenses.
4. Report in column (b), line 2, the expenses incurred in highway movements of trailers and containers performed at the expense of the reporting railroad within a terminal area for the purpose of pick-up, delivery or highway interchange service. Report in column (b), line 3, the expenses incurred in operating facilities for handling trailers and/or containers including storage expenses.

5. The operation of floating equipment in line-haul service (between distinct terminals) should be reported in column (c) on line 2. Floating operations conducted within a general terminal or harbor area should be reported in column (c), line 3.

6. Report in column (g), line 3, the expenses incurred by the railroad in loading and unloading automobiles, trucks, etc., to and from bi-level and tri-level auto rack cars. Report on line 2, column (g), the expense incurred by the railroad in moving automobiles, etc., between bi-level and tri-level loading and unloading facilities over the highway to shippers, receivers or connecting carriers. Report in column (F) operating expenses for land facilities in support of floating operations, including the operation of docks and wharves.

7. Report on line 4, column (b), the expenses related to heating and refrigeration of TOFC/COFC trailers and containers (total debits and credits). The expenses on line 4, column (h) relate to refrigerator cars only.

8. Report in column (i) total expenses incurred in performing rail substitute service, other highway revenue service, LCL terminal operations, warehouse operations, freight car transloading, grain elevator terminal operations and livestock feeding operations only.

9. Dollars in Thousands.

Line No.	Items	TOFC/COFC Terminal	Floating Equipment	Coal Marine Terminal	Ore Marine Terminal	Other Marine Terminal	Motor Vehicle Load and Distribution	Protective Services Refrigerator Car	Other Special Services	Total Columns (b-i)
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
1	Administration	\$ 1 137	\$	\$	\$	\$	\$ 1	\$ 4	\$ 191	\$ 1 333
2	Pick up & delivery, marine line haul	12 361			1			N/A	566	12 928
3	Loading and unloading and local marine	9 764			5 505		1 955	N/A	1 197	18 421
4	Protective services <small>Total debit and credits</small>							3 837		3 837
5	Freight lost or damaged-solely related	101							1	102
6	Fringe benefits	1 061			820			32	375	2 288
7	Casualty and insurance	133			213			(1)	95	440
8	Joint facility - Debit									
9	Joint facility - Credit									
10	Other	61			10		142	7	192	412
11	Total	24 618			6 549		2 098	3 879	2 617	39 761

419. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION

This schedule should be completed by carriers participating in the National Railroad Passenger Corporation (NRPC) agreement, as required by order of the Commission, January 30, 1973, No. 35344 (Sub-No. 3). Classify by accounts the amounts credited for remunerations for intercity passenger service performed by respondent on behalf of NRPC. All contra entries should be indicated in parenthesis. (Dollars in thousands.)

Line No.	Name of Account (a)	Amount (b)
	WAY AND STRUCTURES	\$
	Administration	
1	Track _____	
2	Bridge and Building _____	
3	Signal _____	
4	Communication _____	
5	Other _____	
	Repair and Maintenance	
6	Roadway - Running _____	200
7	Roadway - Switching _____	1
8	Tunnels and Subways - Running _____	4
9	Tunnels and Subways - Switching _____	
10	Bridges and Culverts - Running _____	82
11	Bridges and Culverts - Switching _____	
12	Ties - Running _____	231
13	Ties - Switching _____	8
14	Rail - Running _____	105
15	Rail - Switching _____	12
16	Other Track Material - Running _____	129
17	Other Track Material - Switching _____	30
18	Ballast - Running _____	48
19	Ballast - Switching _____	
20	Track laying and surfacing - Running _____	614
21	Track laying and surfacing - Switching _____	30
22	Road Property Damaged - Running _____	
23	Road Property Damaged - Switching _____	
24	Road Property Damaged - Other _____	
25	Signals and Interlockers - Running _____	
26	Signals and Interlockers - Switching _____	
27	Communications systems _____	25
28	Electric Power Systems _____	
29	Highway Grade Crossings - Running _____	12
30	Highway Grade Crossings - Switching _____	
31	Station and Office Buildings _____	159
32	Shop Buildings - Locomotives _____	65
33	Shop Buildings - Other Equipment _____	

419. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION—Continued

Line No.	Name of Account (a)	Amount (b)
	Repair and Maintenance—Continued	\$
101	Locomotive Servicing Facilities	(6)
102	Miscellaneous Buildings and Structures	
109	Roadway Machines	131
110	Small Tools and Supplies	75
111	Snow Removal	78
112	Fringe Benefits - Running	248
113	Fringe Benefits - Switching	8
114	Fringe Benefits - Other	60
115	Casualties and Insurance - Running	2
116	Casualties and Insurance - Switching	
117	Casualties and Insurance - Other	
118	Lease Rentals - Debit - Running	
119	Lease Rentals - Debit - Switching	
120	Lease Rentals - Debit - Other	
121	Lease Rentals - (Credit) - Running	
122	Lease Rentals - (Credit) - Switching	
123	Lease Rentals - (Credit) - Other	
124	Joint Facility Rent - Debit - Running	
125	Joint Facility Rent - Debit - Switching	
126	Joint Facility Rent - Debit - Other	
127	Joint Facility Rent - (Credit) - Running	
128	Joint Facility Rent - (Credit) - Switching	
129	Joint Facility Rent - (Credit) - Other	
130	Other Rents - Debit - Running	
131	Other Rents - Debit - Switching	
132	Other Rents - Debit - Other	
133	Other Rents - (Credit) - Running	
134	Other Rents - (Credit) - Switching	
135	Other Rents - (Credit) - Other	
136	Depreciation - Running	
137	Depreciation - Switching	
138	Depreciation - Other	
139	Joint Facility - Debit - Running	
140	Joint Facility - Debit - Switching	
141	Joint Facility - Debit - Other	
142	Joint Facility - (Credit) - Running	
143	Joint Facility - (Credit) - Switching	
144	Joint Facility - (Credit) - Other	
145	Dismantling Retired Road Property - Running	
146	Dismantling Retired Road Property - Switching	
147	Dismantling Retired Road Property - Other	
148	Other - Running	
149	Other - Switching	(24)
150	Other - Other	32
151	Total WAY AND STRUCTURES	2 359

119. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION—Continued

Line No.	Name of Account (a)	Amount (b)
	EQUIPMENT	\$
	Locomotives	
201	Administration	92
202	Repair and Maintenance	824
203	Machinery Repair	5
204	Equipment Damaged	
205	Fringe Benefits	139
206	Other Casualties and Insurance	
207	Lease Rentals - Debit	168
208	Lease Rentals - (Credit)	
209	Joint Facility Rent - Debit	
210	Joint Facility Rent - (Credit)	
211	Other Rents - Debit	
212	Other Rents - (Credit)	
213	Depreciation	31
214	Joint Facility - Debit	
215	Joint Facility - (Credit)	
216	Repairs Billed to Others - (Credit)	
217	Dismantling Retired Property	
218	Other	
219	Total Locomotives	1 259
	Other Equipment	
301	Administration	92
	Repair and Maintenance:	
304	Passenger and Other Revenue Equipment	3 042
305	Computers and Data Processing System	
306	Machinery	62
307	Work and Other Non-Revenue Equipment	39
308	Equipment Damaged	
309	Fringe Benefits	657
310	Other Casualties and Insurance	37
311	Lease Rentals - Debit	1
312	Lease Rentals - (Credit)	
313	Joint Facility Rent - Debit	
314	Joint Facility Rent - (Credit)	
315	Other Rents - Debit	
316	Other Rents - (Credit)	
317	Depreciation	
318	Joint Facility - Debit	
319	Joint Facility - (Credit)	
320	Repairs Billed to Others - (Credit)	
321	Dismantling Retired Property	
322	Other	
323	Total Other Equipment	3 930
324	TOTAL EQUIPMENT	5 189

419. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION—Continued

Line No.	Name of Account (a)	Amount (b)
	TRANSPORTATION	\$
	Train Operation	
401	Administration _____	483
402	Engine Crews _____	5 784
403	Train Crews _____	5 914
404	Dispatching Trains _____	135
405	Operating Signals and Interlockers _____	
406	Operating Drawbridges _____	
407	Highway Crossing Protection _____	1 764
408	Train Inspection and Lubrication _____	3 001
409	Locomotive Fuel _____	
410	Electric Power Purchased or Produced for Motive Power _____	812
411	Servicing Locomotives _____	
412	Freight Lost or Damaged - Solely Related _____	85
413	Clearing Wrecks _____	3 829
414	Fringe Benefits _____	124
415	Other Casualties and Insurance _____	
416	Joint Facility - Debit _____	
417	Joint Facility - (Credit) _____	762
418	Other _____	
		22 693
419	Total Train Operations _____	
	Yard Operations	
420	Administration _____	597
421	Switch Crews _____	
422	Controlling Operations _____	154
423	Yard and Terminal Clerical _____	97
424	Operating Switches, Signals, Retarders and Humps _____	91
425	Locomotive Fuel _____	
426	Electric Power Purchased or Produced for Motive Power _____	6
427	Servicing Locomotives _____	
428	Freight Lost or Damaged - Solely Related _____	1
429	Clearing Wrecks _____	238
430	Fringe Benefits _____	
431	Other Casualties and Insurance _____	
432	Joint Facility - Debit _____	
433	Joint Facility - (Credit) _____	6
434	Other _____	
		1 190
435	Total Yard Operations _____	

419. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION—Concluded

Line No.	Name of Account (a)	Amount (b)
	Train and Yard Operations Common	\$
501	Cleaning Car Interiors _____	
504	Freight Lost or Damaged - all other _____	
505	Fringe Benefits _____	
506	Total Train and Yard Operations Common _____	
	Administrative Support Operations	
518	Administration _____	
519	Employees Performing Clerical and Accounting Functions _____	1 129
520	Communication Systems Operation _____	
521	Loss and Damage Claims Processing _____	
522	Fringe Benefits _____	227
523	Casualties and Insurance _____	
524	Joint Facility - Debit _____	
525	Joint Facility - (Credit) _____	
526	Other _____	
527	Total Administrative Support Operations _____	1 356
528	TOTAL TRANSPORTATION _____	25 239
	GENERAL AND ADMINISTRATIVE	\$
601	Officers - General Administration _____	69
602	Accounting, Auditing and Finance _____	398
603	Management Services and Data Processing _____	
604	Marketing _____	
605	Sales _____	
607	Personnel and Labor Relations _____	
608	Legal and Secretarial _____	58
609	Public Relations and Advertising _____	
610	Research and Development _____	
611	Fringe Benefits _____	160
612	Casualties and Insurance _____	
613	Writedown of Uncollectible Accounts _____	
614	Property Taxes _____	
615	Other Taxes Except on Corporate Income or Payrolls _____	
616	Joint Facility - Debit _____	
617	Joint Facility - (Credit) _____	
618	Other _____	32
619	TOTAL GENERAL AND ADMINISTRATIVE _____	717
620	TOTAL REMUNERATIONS _____	33 504

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SUPPLEMENTAL SUMMARY TO SCHEDULE 419
ANNUAL REPORT FORM R-1

Summary of Incentives and Penalty Payment Adjustments
for the Year Ended December 31, 1982

<u>Performance Standard</u>	<u>Amount</u> <u>Payment Adjustments</u> <u>Incentives</u>	<u>1/</u> <u>Penalties</u>
1. Schedule Adherence	\$ 5 888	-
2. Recovered time/excessive delays-net	-	-
3. Car cleanliness	-	-
4. Locomotive operability-net	-	-
5. Car operability-net	-	-
6. Locomotive availability	-	-
7. Car availability	-	-
8. Other (Preventive Maintenance effective 9/1/76)	<u>307</u>	-
9. Totals (Sum of 1-8)	\$ 6 195	
10. Net amount, if any, credited to Account 110, Miscellaneous	\$ 6 195	

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.

Schedule 450 Analysis of Taxes

Report dollars in thousands

A. Railway Taxes

Line No.	Kind of Tax (a)	Amount (b)
1	Other than U.S. Government Taxes	\$ 42 081
	U.S. Government Taxes	
	Income Taxes:	
2	Normal tax and surtax	20 426
3	Excess Profits	-
4	Total Income Taxes	20 426
5	Railroad Retirement	198 150
6	Hospital Insurance	16 562
7	Supplemental Annuities	16 850
8	Unemployment Insurance	19 317
9	All other United States Taxes	20
10	Total - U. S. Government Taxes	271 325
11	Total - Railway Taxes	313 406

B. Adjustments to Federal Income Taxes

1. In column (a) are listed the particulars which most often cause a differential between taxable income and pretax accounting income. Other particulars which cause such a differential should be listed under the caption "Other", 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 19 in columns (c) and (d) should agree with the total of the contra charges (credits) to account 557, "Provision for deferred taxes," and account 591, "Provision for deferred taxes—extraordinary items," for the current year.

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

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.	\$ 327 131	\$ 43 124	\$	\$ 370 255
2	Accelerated amortization of facilities Sec. 168, I.R.C.	19 772	0		19 772
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.				
4	Amortization of rights of way, Sec. 185 I.R.C.	12 876	3 397		16 273
5	Other (Specify) (See Page 63-A)	(140 650)	(13 589)	(20 067)	(174 306)
6	ACRS and track structure ratable depreciation under ERTA	205 116	70 381		275 497
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17		(41 872)	(41 642)		(83 514)
18	Investment tax credit*				
19	TOTALS	382 373	61 671	(20 067)	423 977

450. ANALYSIS OF TAXES—Continued
(Dollars in thousands)***Footnotes:**

1. If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit. \$ **43 969**
If deferral method for investment tax credit was elected:
(1) Indicate amount of credit utilized as a reduction of tax liability for current year. \$ -
(2) Deduct amount of current year's credit applied to reduction of tax liability but deferred for accounting purposes. \$ -
(3) Balance of current year's credit used to reduce current year's tax accrual. \$ -
(4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual. \$ -
(5) Total decrease in current year's tax accrual resulting from use of investment tax credits. \$ -

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

- 3(a) Indicate the amount of ACRS depreciation expense and investment tax credits claimed under the provisions of the Economic Recovery Tax Act of 1981 (ERTA).

3 year recovery property
5 year recovery property
10 year recovery property
15 year recovery property

Total

ACRS Depreciation	Investment Tax Credits
\$	\$

- (b) ERTA repealed retirement-replacement-betterment accounting (RRB) for track property. Provide actual or estimated data for the following:

- The adjusted basis of RRB property (frozen base) at January 1, 1981, was \$
- The Frozen base will be amortized over a period of years.
- Amortization of frozen base property for the following years was:

1981 - \$
1982 - \$

Schedule 450 (continued)
Analysis of Income Taxes
(Dollars in Thousands)

Particulars (a)	Beginning of Year Balance (b)	Net Credits (charges) for Current Year (c)	Adjustments (d)	End of Year Balance (e)
Other:				
Charges to provision for losses recorded in prior years relating to merger and discontinuance of passenger service - which are currently deductible	13,047	0		13,047
Net provision for losses and writedowns of investments and other assets not deductible in current year	(5,085)	(1,422)		(6,507)
Revenues taxable in different periods than accounted for per books	46,943	(578)		46,365
Expenses deductible in different periods than used for book accounting	(113,242)	5,333		(107,909)
Interest during construction and other costs capitalized - deductible currently for tax purposes	13,865	2,039		15,904
Taxable sale and leaseback transactions, net of financial statement amortization	(1,841)	264		(1,577)
Taxable net gains on property retirements credited to accumulated depreciation	(3,594)	0		(3,594)
Deferred state income taxes net of federal tax benefit	14,118	9,320		23,438
Sale of tax benefits	(8,100)	(14,219)		(22,319)
Track salvage	(5,520)	5,937		417
Net operating loss carry forward	(59,128)		(17,578)	(76,706)
Miscellaneous	(22,341)	(20,263)		(42,604)
Amount of tax effect of Frisco purchase	(9,772)	0	(2,489)	(12,261)
Total Other	<u>(140,650)</u>	<u>(13,589)</u>	<u>(20,067)</u>	<u>(174,306)</u>

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460. ITEMS IN SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS FOR THE YEAR

Give a brief description for all items, regardless of amount, included during the year in accounts 555, "Unusual or infrequent items"; 560, "Income or loss from operations of discontinued segments"; 562, "Gain or loss on disposal of discontinued segments"; 570, "Extraordinary items"; 590, "Income taxes on extraordinary items"; 592, "Cumulative effect of changes in accounting principles"; 603, "Appropriations released"; 606, "Other credits to retained earnings"; 616, "Other debits to retained earnings"; 620, "Appropriations for sinking and other funds"; 621,

"Appropriations for other purposes". If appropriations released reflect appropriations provided during the year, each account should not be reported.

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

(Dollars in thousands)

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)
1	555	Unusual or Infrequent Items	\$	\$
2		Write off balance in Account 80 - Other Elements		
3		of Investment, per ICC authority of December 30,		
4		1982.	3,157	
5				
6	603	Appropriations Released		
7		Amount appropriated from income in 1981 for		
8		sinking fund requirements under GN General Mort-		
9		gage Bonds Series N, O, and Q as bonds there-		
10		fore acquired from funds derived from income		
11		were used for the requirement, payable July 1,		
12		1982.		725
13				
14	620	Appropriations for Sinking and Other Funds		
15		Appropriation from 1982 income for sinking fund		
16		requirements payable July 1, 1983, GN General		
17		Mortgage Bonds Series N, O, and Q.	725	
18				
19	519	Miscellaneous Income		
20		Gain - early extinguishment of debt		10 958
21		Record sale for tax purposes of investment tax		
22		credits		16 000
23		Other items each less than 10% of net income		11 855
24		Total Account 519		38 813
25				
26	551	Miscellaneous Income Charges - less than 10%		
27		of net income	16 834	
28				
29				
30				

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

NOTES AND REMARKS

500. CONTINGENT ASSETS AND LIABILITIES

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

Disclose all items amounting to \$100,000, 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 obligations as a result of pending or threatened litigation,

assessments or possible assessments of additional taxes and agreements or obligations to repurchase securities or property.

2. Information concerning the guaranties and suretyships are to be shown in be shown in schedule 501.

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, 1982, the Respondent was liable as guarantor,	
3	individually or jointly with others, of certain obligations of affil-	
4	iated companies amounting to	74 118
5		
6	At December 31, 1982, the Respondent was contingently liable as	
7	guarantor, of future lease rental obligations under a 15-year lease	
8	of 1,500 box cars by American Rail Box Car Company	32 560
9	Note:	
10	Subsequent to December 31, 1982, Burlington Northern Railroad	
11	Company became the lessee for approximately 1,000 box cars under	
12	these leases. It is anticipated that the company will also become	
13	the lessee for the remaining box cars on or about April 1, 1983.	
14		
15	The Respondent carries a service interruption policy with the	
16	Imperial Insurance Company, Limited under which it will be entitled	
17	to indemnity for certain work-stoppage losses. In the event such	
18	losses are sustained by other railroads holding similar policies,	
19	the Respondent may be obligated to pay additional premiums.	
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501. GUARANTIES AND SURETYSHIPS

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

This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 years after date of issue. Items of less than \$50,000 may be shown as one total.
(Dollars in thousands)

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)
1	Belt Ry. Co. of Chgo	F.D. 22140 Principal, Interest and		
2	AT&SF CRI&P L&N	Sinking Fund on First Mtge 4-5/8%		
3	BNRR N&W	Sinking Fund Bonds, Series A, due		Joint &
4	C&EI GTW	8-15-1987	20 842	Several
5	C&O ICG Soo Line			
6	Chicago Union Sta Co	F.D. 22587 First Mortgage		Joint &
7	BNRR - CMST&P	Sinking Fund 4-5/8% bonds		Several
8		due 6-1-1988	20 000	
9				
10				
11				
12				
13	Illinois Term.RR.Co	F.D. 22292 Principal, Interest and		
14	B&O CRI&P N&W	Sinking Fund on First Mtge. 4-5/8%		
15	BN RR. Conrail	Sinking Fund Bonds, Series A, due		Joint &
16	C&EI C&NW ICG	12-1-1987	4 986	Several
17				
18				
19				
20				
21				
22				
23				
24				
25	K.C. Term. Ry. Co.	F.D. 27855 Principal and Interest on		
26	AT&SF ICG N&W	Guaranteed Senior note dated		
27	BN RR. KCS	3-20-1975		
28	C&NW MKT UP	10-1/4% due 12-15-1984	5 500	Joint &
29	CMST&P MP			Several
30		Guarantors shall in no event be		
31		obligated to pay more than 25% of		
32		guaranteed amounts.		
33				
34				
35				
36				
37				
38				
39				
40	Term. RR. Assn. of St. Louis			
41	B&O ICG PB&W	F.D. 14554 Sinking Fund and		
42	BN RR. L&N	Interest on Refdg. & Impr. Mtge.		
43	C&EI MKT StL&SW	Bonds, Series C, due 7-1-2019	973	Several
44	CRI&P MP SOU	F.D. 15070 Principal, Interest and		
45	CCC&StL N&W	Sinking Fund on Refdg. & Impr. Mtge.		
46		2-7/8% Bonds, Series D, due 10-1-1985	21 817	Joint &
47				Several
48				
49				
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501. GUARANTIES AND SURETYSHIPS

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

This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 years after date of issue. Items of less than \$50,000 may be shown as one total.
(Dollars in thousands)

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)
1			\$	
2				
3				
4				
5	American Railbox	BNRR is guarantor of future		
6	Car Company	lease rental payments aggregating	32 560	Sole
7				
8				
9		(See Note, Schedule 500)		
10				
11				
12				
13				
14				
15				
16				
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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			\$	
2				
3				
4		None		
5				
6				
7				
8				
9				

502. COMPENSATING BALANCES AND SHORT-TERM BORROWING ARRANGEMENTS

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

1. Disclose compensating balances not legally restricted, lines of credit used and unused, average interest rate of short-term borrowings outstanding at balance sheet date, maximum amount of outstanding borrowings during the period and the weighted average rate of those borrowings.

2. Time deposits and certificates of deposit constituting compensating balances not legally restricted should be disclosed.

3. Compensating balance arrangements need only be disclosed for the latest fiscal year.

4. Compensating balances included in account 703, Special deposits, and in account 717, Other funds, should also be separately disclosed below.

5. Compensating balance arrangements are sufficiently material to require disclosure in footnotes when the aggregate of written and oral agreement balances amount to 15 percent or more of liquid assets (current cash balances, restricted and unrestricted plus marketable securities).

6. When a carrier is not in compliance with a compensating balance requirement, that fact should be disclosed along with stated and possible sanctions whenever such possible sanctions may be immediate (not vague or unpredictable) and material.

None

510. DEBTHOLDINGS

Give particulars of the various issues of securities of the respondent and disclose the name and address of the creditor, the character (nature) of the debt, nature of the security, if any, the date of origin, the date of maturity, the total amount of the debt, the rate of interest, and the total amount of interest to be paid. Include a copy of any and all restrictive covenants attached to the indebtedness. Where such indebtedness is widely held, such as bonds and debentures, provide the name of the trustee in place of the creditor.

Accounts to be considered in completing this schedule are:

- 765, Funded Debt Unmatured
- 766, Equipment Obligations
- 767, Receivers' and Trustees' Securities
- 768, Debt in Default
- 769, Accounts Payable: Affiliated Companies

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 Trustee')
- (c) Conditional or deferred payment contracts.

(5) MISCELLANEOUS OBLIGATIONS

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

(7) SHORT-TERM NOTES IN DEFAULT.

Indicate in the description or by footnote the property pledge for each issue, stating assets covered by first lien and by junior lien.

If an issue is a serial issue, state amount due annually. If amounts are not due regularly, give full particulars.

If an issue is an income bond, the interest rate shown should be the maximum rate specified by the indenture. State in the description or by footnote the amount of interest that is contingent, the percent paid for the current year, and the aggregate percent of contingent interest unpaid at the beginning and end of the year.

If any issue is in default, indicate the date of the first default, payments of interest made during the current year, and total amount of interest in default at beginning and end of the year.

If any issue contains a conversion feature, call feature, or is subject to a sinking fund provision prior to maturity, describe particulars in footnotes.

Dollars in thousands.

510. DEBTHOLDINGS - CONTINUED

LINE NO.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1.	Account 764 & 765 Funded Debt Unmatured				
2.	1(a) Mortgage Bonds:				
3.	Consolidated Mortgage				
4.	Series A	Morgan Guaranty Trust Co.			
5.		of N.Y.-New York, NY	(P) 58 500		
6.	Series C	Morgan Guaranty Trust Co.			
7.		of N.Y.-New York, NY	60 000		46 117
8.	Series D	Morgan Guaranty Trust Co.			
9.		of N.Y.-New York, NY	60 000		50 993
10.	Series E	Morgan Guaranty Trust Co.			
11.		of N.Y.-New York, NY	(T) 100 000		
12.	Series F	Morgan Guaranty Trust Co.			
13.		of N.Y.-New York, NY	50 000		50 000
14.	Series G	Morgan Guaranty Trust Co.			
15.		of N.Y.-New York, NY	125 000		125 000
16.	CBQ First & Refunding Mortgage				
17.	Series 1990	Morgan Guaranty Trust Co.			
18.		of N.Y.-New York, NY	25 000		15 041
19.	Series 2010	Morgan Guaranty Trust Co.			
20.		of N.Y.-New York, NY	(P) 70 000		
21.	GN General Mortgage				
22.	Series N	Morgan Guaranty Trust Co.			
23.		of N.Y.-New York, NY	37 500		37 500
24.	Series O	Morgan Guaranty Trust Co.			
25.		of N.Y.-New York, NY	37 500		37 500
26.	Series P	Morgan Guaranty Trust Co.			
27.		of N.Y.-New York, NY	40 000		
28.	Series Q	Morgan Guaranty Trust Co.			
29.		of N.Y.-New York, NY	35 000		35 000
30.	Series S	Morgan Guaranty Trust Co.			
31.		of N.Y.-New York, NY	(P) 60 000		
32.	Series T	Morgan Guaranty Trust Co.			
33.		of N.Y.-New York, NY	(P) 60 000		
34.	Series U	Morgan Guaranty Trust Co.			
35.		of N.Y.-New York, NY	(P) 60 000		
36.	Series V	Morgan Guaranty Trust Co.			
37.		of N.Y.-New York, NY	(P) 40 000		
38.	Series W	Morgan Guaranty Trust Co.			
39.		of N.Y.-New York, NY	(P) 50 000		
40.	Series X	Morgan Guaranty Trust Co.			
41.		of N.Y.-New York, NY	(P) 80 135		
42.	NP Prior Lien	Morgan Guaranty Trust Co.			
43.		of N.Y.-New York, NY	121 650		69 921
44.	NP General Lien	Morgan Guaranty Trust Co.			
45.		of N.Y.-New York, NY	60 000		47 777
46.	FW&D Mortgage				
47.	Series 1982	Morgan Guaranty Trust Co.			
48.		of N.Y.-New York, NY	17 000		
49.					
50.		Continued on Page 71-A			

510. DEBTHOLDINGS - CONTINUED

DATE OF ISSUE (f)	DATE OF MATURITY (g)	INTEREST			AT YEAR END	
		RATE (h)	ACCRUED DURING YEAR (i)	PAID DURING YEAR (j)	UNAMORTIZED DEBT DISCOUNT 770.1 (k)	UNAMORTIZED PREMIUM 770.2 (l)
3-02-70	10-01-84	4				
5-01-71	5-01-96	8-1/2	4 058	4 060		
1-15-74	1-15-99	8.60	4 446	4 514		
7-01-75	7-01-2000	9-1/4				
6-15-78	6-15-98	9-1/4	4 625	4 625		
8-01-80	8-01-2005	12-7/8	16 094	16 094	271	
2-01-50	2-01-90	3	455	456		
3-02-70	8-01-2010	4				
7-01-45	1-01-90	3-1/8	1 172	1 172		
7-01-45	1-01-2000	3-1/8	1 172	1 172		
1-01-46	1-01-82	2-3/4		550		
1-01-46	1-01-2010	2-5/8	919	919		
7-01-70	1-01-2010	9-1/2				
1-01-71	1-01-2010	8-1/2				
1-01-74	1-01-2010	8.60				
7-01-75	1-01-2010	9-1/4				
1-01-78	1-01-2010	9-1/4				
7-01-80	1-01-2010	12-7/8				
1-01-1897	1-01-97	4	2 905	2 991		
1-01-1897	1-01-2047	3	1 473	1 470		
5-01-52	5-01-82	4-3/8	61	93		

510. DEBTHOLDINGS - CONTINUED

LINE NO.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1.	SLSF First Mtg. Series A				
2.		Mercantile Trust Co.	73 385		46 119
3.	Total 1(a)		1 320 670		560 968
4.	2(a) Collateral Trust Bonds				
5.	NP Collateral Trust	Morgan Guaranty Trust			
6.		Co. of N.Y.-New York, NY	52 000	2 340	2 085
7.	Total 2(a)		52 000	2 340	2 085
8.	3(a) Unsecured Bonds (Debentures):				
9.	SLSF Income Debentures Series A				
10.		Chase Manhattan N.Y., NY	33 129		25 004
11.	Total 3(a)		33 129		25 004
12.	5 Miscellaneous Obligations				
13.	FNB & T Co.	Lincoln, Nebraska			
14.		68501	1 000	50	610
15.	Connecticut Bk. & Trust	Hartford, Connecticut			
16.		06115	2 330	194	971
17.	Lakeview Trust & Savings Bank				
18.		Chicago, IL 60657	3 673	437	656
19.	Lakeview Trust & Savings Bank				
20.		Chicago, IL 60657	1 475	99	836
21.	South Adams County Water & Sanitation District				
22.		Commerce City, CO 80022	390		
23.	Paul & Betty McCall	Seattle, Washington			
24.		98104	112	22	22
25.	Xerox Corp.	Minneapolis, Minnesota			
26.		55485	52	7	
27.	SLSF Boatmens Nat'l Bank & Trust				
28.		St. Louis, MO	6 000	150	4 350
29.	SLSF First National Bank of Kansas City				
30.		Kansas City, MO	3 500		
31.	SLSF Centerre Bank N.A.				
32.		St. Louis, MO	7 500		
33.	SLSF Loan Agreement - Barclays Bank Int'l Ltd.				
34.		Chicago Branch	20 000	20 000	
35.	Wheatland Assessment	Town of Wheatland			
36.		Wheatland, WY 82201	19	2	13
37.	Total 5 Miscellaneous Obligations		46 051	20 961	7 458
38.					
39.	Total 764-765 Funded Debt Unmatured		1 451 850	23 301	595 515
40.					
41.					
42.					
43.					
44.					
45.					
46.					
47.					
48.					
49.					
50.		Continued on 71-C			

510. DEBTHOLDINGS - CONTINUED

LINE NO.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1.	4(a) Equipment Security (Corporation):				
2.	B.N. Equipment Trust Certificates				
3.	1970	Chase Manhattan Bank			
4.		New York, NY	20 000	1 333	1 533
5.	1970 - 2nd Series	Continental Illinois			
6.		Natl. Bk. Chicago, IL	9 900	660	1 320
7.	1971	Citibank			
8.		New York, NY	8 610	574	1 722
9.	1971 - 2nd Series	Morgan Guaranty Trust			
10.		Co. of N.Y.-New York, NY	7 125	475	1 425
11.	1971 - 3rd Series	Citibank			
12.		New York, NY	50 000	3 400	5 069
13.	1972	Morgan Guaranty Trust			
14.		Co. of N.Y.-New York, NY	6 900	460	1 840
15.	1972 - 2nd Series	First Trust of St. Paul			
16.		St. Paul, MN	12 750	850	3 400
17.	1973	Morgan Guaranty Trust			
18.		Co. of N.Y.-New York, NY	13 500	900	4 500
19.	1973 - 2nd Series	Citibank			
20.		New York, NY	14 250	950	4 750
21.	1973 - 3rd Series	First Trust of St. Paul			
22.		St. Paul, MN	13 500	900	4 500
23.	1974	Morgan Guaranty Trust			
24.		Co. of N.Y.-New York, NY	11 700	780	4 680
25.	1974 - 2nd Series	Citibank			
26.		New York, NY	14 700	980	5 880
27.	1974 - 3rd Series	First Trust of St. Paul			
28.		St. Paul, MN	15 600	1 040	7 280
29.	1975	Morgan Guaranty Trust			
30.		Co. of N.Y.-New York, NY	15 000	1 000	7 000
31.	1975 - 2nd Series	Citibank			
32.		New York, NY	15 000	1 000	7 000
33.	1975 - 3rd Series	First Trust of St. Paul			
34.		St. Paul, MN	15 000	1 000	7 000
35.	1976	Morgan Guaranty Trust			
36.		Co. of N.Y.-New York, NY	15 000	1 000	8 000
37.	1976 - 2nd Series	Citibank			
38.		New York, NY	7 500	500	4 000
39.	1976 - 3rd Series	First Trust of St. Paul			
40.		St. Paul, MN	12 750	850	6 800
41.	1976 - 4th Series	Morgan Guaranty Trust			
42.		Co. of N.Y.-New York, NY	30 000	2 000	16 000
43.	1977	First Trust of St. Paul			
44.		St. Paul, MN	8 010	534	4 806
45.	1977 - 2nd Series	First Trust of St. Paul			
46.		St. Paul, MN	17 760	1 184	10 656
47.					
48.					
49.					
50.		Continued on 71-E			

510. DEBTHOLDINGS - CONTINUED

DATE OF ISSUE (f)	DATE OF MATURITY (g)	INTEREST		AT YEAR END		
		RATE (h)	ACCRUED DURING YEAR (i)	PAID DURING YEAR (j)	UNAMORTIZED DEBT DISCOUNT 770.1 (k)	UNAMORTIZED PREMIUM 770.2 (l)
8-01-70	8-01-85	9.30 #	331	389		
12-15-70	12-15-85	8-1/2	222	224		
3-01-71	3-01-86	7-1/4	173	187		
6-01-71	6-01-86	7-3/4	163	166		
12-01-71	12-01-86	7-3/8 #	674	625		
6-01-72	6-01-87	7-1/4	181	183		
12-14-72	12-14-87	7	356	357		
4-01-73	4-01-88	7-1/4	408	424		
6-01-73	6-01-88	7-1/4	442	448		
9-01-73	9-01-88	8-1/8	487	512		
4-15-74	4-15-89	8-1/2	483	497		
9-01-74	9-01-89	9-3/4	733	764		
1-01-75	1-01-90	8-7/8	738	785		
2-01-75	2-01-90	8-1/4	667	701		
6-01-75	6-01-90	8-1/2	715	723		
7-01-75	7-01-90	8-3/4	744	788		
1-15-76	1-15-91	8-1/2	769	808		
5-13-76	5-13-91	8	359	380		
8-01-76	8-01-91	8-1/4	672	701		
12-01-76	12-01-96	7.75 #	1 537	1 550		
4-01-77	4-01-92	7-3/4	421	435		
11-01-77	11-01-92	8	1 026	1 042		

510. DEBTHOLDINGS - CONTINUED

LINE NO.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1.	1978	First Trust of St. Paul			
2.		St. Paul, MN	13 350	890	8 900
3.	1978 - 2nd Series	First Trust of St. Paul			
4.		St. Paul, MN	14 625	975	9 750
5.	1979	First Trust of St. Paul			
6.		St. Paul, MN	23 550	1 570	17 270
7.	1980	First Trust of St. Paul			
8.		St. Paul, MN	42 600	2 840	34 080
9.	1981	First Trust of St. Paul			
10.		St. Paul, MN	52 500	3 500	45 500
11.	CB&Q Equipment Trust Certificates:				
12.	1967	Northern Trust Company			
13.		Chicago, IL	7 950		
14.	1967 - 2nd Series	Citibank			
15.		New York, NY	6 000		
16.	G.N. Equipment Trust Certificates				
17.	1967	Citibank			
18.		New York, NY	8 490		
19.	1967 - 2nd Series	Citibank			
20.		New York, NY	5 550		
21.	1967 - 3rd Series	Citibank			
22.		New York, NY	4 695		
23.	1968	Citibank			
24.		New York, NY	4 695	313	
25.	1968 - 2nd Series	Citibank			
26.		New York, NY	2 130	142	
27.	1968 - 3rd Series	Citibank			
28.		New York, NY	3 375	225	
29.	1969	Citibank			
30.		New York, NY	8 355	557	557
31.	1970	Citibank			
32.		New York, NY	7 320	488	976
33.	C&S Equipment Trust Certificates				
34.	1971	Colorado Nat'l.Bk.of Denver			
35.		Denver, CO	6 075	405	1 215
36.	1972	Colorado Nat'l.Bk.of Denver			
37.		Denver, CO	10 770	718	2 872
38.	1974	Colorado Nat'l.Bk.of Denver			
39.		Denver, CO	15 300	1 020	6 120
40.	N.P. Equipment Trust Certificates				
41.	1968	First Trust of St. Paul			
42.		St. Paul, MN	2 610	174	
43.	1968 - 2nd Series	First Trust of St. Paul			
44.		St. Paul, MN	1 650	110	
45.	1969	First Trust of St. Paul			
46.		St. Paul, MN	5 640	376	376
47.	Total Equipment Obligations 4(a)		581 785	36 673	246 777
48.					
49.					
50.		Continued on 71-G			

510. DEBTHOLDINGS - CONTINUED

DATE OF ISSUE (f)	DATE OF MATURITY (g)	INTEREST			AT YEAR END	
		RATE (h)	ACCRUED DURING YEAR (i)	PAID DURING YEAR (j)	UNAMORTIZED DEBT DISCOUNT 770.1 (k)	UNAMORTIZED PREMIUM 770.2 (l)
5-01-78	5-01-93	8-5/8	870	883		
12-01-78	12-01-93	9-1/4	1 075	1 082		
8-01-79	8-01-94	9-1/4	1 767	1 888		
2-01-80	2-01-95	11.32 #	4 205	4 339		
1-01-81	1-01-96	14.19 #	6 952	7 200		
1-01-67	1-01-82	5-5/8		7		
4-01-67	4-01-82	5-1/4	3	5		
3-01-67	3-01-82	5	5	14		
7-01-67	7-01-82	5-1/2	10	20		
8-01-67	8-01-82	5-7/8	11	18		
3-01-68	3-01-82	6	22	28		
10-01-68	10-01-83	6	15	17		
12-01-68	12-01-83	6-1/2	28	29		
9-01-69	9-01-84	7-1/2	111	125		
2-01-70	2-01-85	8-1/2	128	145		
8-01-71	8-01-86	8	148	162	6	
4-01-72	4-01-87	7	264	276		
11-01-74	11-01-89	9-1/4	739	755	17	
5-09-68	5-09-83	6-1/4	15	16		
10-17-68	10-17-83	6	12	13		
4-24-69	4-24-84	7-1/8	62	67		
			28 743	29 778	23	

510. DEBTHOLDINGS - CONTINUED

LINE NO.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1.	4(c) Cond. or Deferred Payments Contract:				
2.	B.N. R.R.				
3.	Chase Manhattan Bank, NA	New York,			
4.		NY	16 500	1 100	4 400
5.	Northern Trust Company	Chicago,			
6.		IL	3 134	261	464
7.	American National Bank & Trust Co.				
8.		St. Paul, MN	998	100	
9.	Mercantile Safe Deposit & Trust Co.				
10.		Baltimore, MD	6 002	400	3 201
11.	Harris Trust & Savings Bank				
12.		Chicago, IL	266	27	106
13.	Mercantile Safe Deposit & Trust Co.				
14.		Baltimore, MD	29 905	1 994	19 936
15.	Citibank	New York, NY			
16.		10015	66 547	9 000	57 547
17.	Mercantile-Safe Deposit & Trust Co.				
18.		Baltimore, MD	22 200	1 480	16 280
19.	Chase Manhattan Bank, NA	New York,			
20.		NY	74 863		
21.	Monumental Life Ins. Co. and Volunteer				
22.	State Life Ins. Co.	Baltimore, MD	2 331	111	2 129
23.					
24.	Mercantile Safe Deposit & Trust Co.				
25.		Baltimore, MD	74 694		74 694
26.	C.B.&Q.				
27.	Morgan Guaranty Trust Co. of NY				
28.		New York, NY	6 099		
29.	Morgan Guaranty Trust Co. of NY				
30.		New York, NY	5 384		
31.	Citibank	New York,			
32.		NY	3 120		
33.	Citibank	New York,			
34.		NY	15 097	446	
35.	GN				
36.	First Trust Co. of St. Paul				
37.		St. Paul, MN	2 318	154	
38.	NP				
39.	Morgan Guaranty Trust Co. of NY				
40.		New York, NY	8 925		
41.	Morgan Guaranty Trust Co. of NY				
42.		New York, NY	4 110		
43.	First Penn Bank & Trust Co.				
44.		Philadelphia, PA	9 700		
45.	1st National Bank of Chicago				
46.		Chicago, IL	6 150	379	
47.	First Trust Co. of St. Paul				
48.		St. Paul, MN	1 700	113	118
49.					
50.		Continued on 71-I			

510. DEBTHOLDINGS - CONTINUED

DATE OF ISSUE (f)	DATE OF MATURITY (g)	INTEREST			AT YEAR END	
		RATE (h)	ACCRUED DURING YEAR (i)	PAID DURING YEAR (j)	UNAMORTIZED DEBT DISCOUNT 770.1 (k)	UNAMORTIZED PREMIUM 770.2 (l)
4-01-70	10-01-87	9-5/8	609	635		
9-20-73	10-01-85	12.00 #	144	166		
10-15-73	1-01-84	12.00 #	22	28		
8-15-76	10-07-91	8.69 #	330	339		
12-02-77	6-01-84	8	12	12		
2-01-78	2-01-93	8-3/4	2 035	2 093		
1-01-79	1-01-88	10-1/2	6 989	6 987		
12-01-79	12-01-94	11-1/2	2 198	2 213		
10-01-79	10-01-88	11 #	11 053	14 252		
1-02-81	10-01-96	9.83	223	225		
12-01-82	12-30-89	11.75	24	0		
7-01-67	7-01-82	5-3/4 & 6	12	24		
11-01-67	11-01-82	5-3/4 & 6-1/2	19	23		
8-01-67	8-01-82	5-3/4 & 6-3/8	4	10		
1-15-68	1-15-83	7 #	49	84		
6-01-68	6-01-83	7	15	16		
3-01-67	3-01-82	5-1/2	3	8		
5-01-67	5-01-82	5-1/2	8	15		
9-01-67	9-01-82	6-1/2	80	87		
1-03-68	2-01-83	6-5/8	27	38		
11-01-69	11-01-84	9	29	31		

510. DEBTHOLDINGS - CONTINUED

LINE NO.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1.	SP&S				
2.	Wells Fargo Bank of Sacramento				
3.		San Francisco, CA	9 705	647	1 069
4.	FW&D				
5.	Fort Worth Nat'l Bank				
6.		Fort Worth, TX	4 896	326	2 122
7.	SLSF				
8.	Boatmen's National Bank of St. Louis				
9.		St. Louis, MO	4 049		
10.	Boatmen's National Bank of St. Louis				
11.		St. Louis, MO	3 530		
12.	Boatmen's National Bank of St. Louis				
13.		St. Louis, MO	8 290		
14.	Boatmen's National Bank of St. Louis				
15.		St. Louis, MO	14 138	936	
16.	Boatmen's National Bank of St. Louis				
17.		St. Louis, MO	9 990	666	
18.	Boatmen's National Bank of St. Louis				
19.		St. Louis, MO	3 750	250	250
20.	Boatmen's National Bank of St. Louis				
21.		St. Louis, MO	5 651	377	754
22.	Boatmen's National Bank of St. Louis				
23.		St. Louis, MO	5 670	378	756
24.	Boatmen's National Bank of St. Louis				
25.		St. Louis, MO	4 319	288	576
26.	Northwestern Bank				
27.		St. Louis, MO	6 000		
28.	Boatmen's National Bank of St. Louis				
29.		St. Louis, MO	8 899	593	1 780
30.	Manufacturers Bank & Trust Co.				
31.		St. Louis, MO	3 186	265	
32.	Boatmen's National Bank of St. Louis				
33.		St. Louis, MO	10 816	721	2 163
34.	Mercantile Trust Co.				
35.		St. Louis, MO	6 087	507	507
36.	Boatmen's National Bank of St. Louis				
37.		St. Louis, MO	8 283	552	2 761
38.	Boatmen's National Bank of St. Louis				
39.		St. Louis, MO	12 551	837	5 020
40.	Boatmen's National Bank of St. Louis				
41.		St. Louis, MO	13 191	879	6 156
42.	Boatmen's National Bank of St. Louis				
43.		St. Louis, MO	3 458	231	1 845
44.	Boatmen's National Bank of St. Louis				
45.		St. Louis, MO	6 092	406	3 249
46.	Mercantile Trust Co.				
47.		St. Louis, MO	5 878	392	3 135
48.					
49.					
50.		Continued on Page 71-K			

510. DEBTHOLDINGS - CONTINUED

DATE OF ISSUE (f)	DATE OF MATURITY (g)	INTEREST			AT YEAR END	
		RATE (h)	ACCRUED DURING YEAR (i)	PAID DURING YEAR (j)	UNAMORTIZED DEBT DISCOUNT 770.1 (k)	UNAMORTIZED PREMIUM 770.2 (l)
2-10-70	2-01-85	9-5/8	176	196		
11-15-74	5-01-90	11	290	296		
1-15-67	3-01-82	6-1/4	1	4		
3-01-67	3-01-82	5-3/4	1	3		
5-15-67	7-01-82	6-1/4	17	35		
1-01-68	1-01-83	6-3/4	63	95		
11-15-68	12-15-83	7-1/4	93	97	13	
8-15-69	8-15-84	8-1/4	51	62	8	
12-01-69	7-15-85	9-3/8	108	124	11	
1-25-70	2-01-85	9-1/2	111	126	10	
7-01-70	7-01-85	9-3/4	98	112	9	
11-16-70	11-15-82	7-3/4	29	39		
3-01-71	7-01-86	7-3/4	207	230	76	
5-01-71	5-15-83	11.75 #	50	64		
10-01-71	10-01-86	8-1/4	283	297	91	
3-01-72	3-01-84	11.75 #	169	216		
12-01-72	3-01-88	7.625	260	274	144	
4-01-74	5-01-89	8.65	531	543	227	
1-01-75	4-01-90	10	726	747	153	
9-01-75	4-01-91	10-1/4	219	225	39	
1-15-76	4-01-91	9-7/8	371	381	95	
6-01-76	11-01-91	9.25	363	362	159	

510. DEBTHOLDINGS - CONTINUED

LINE NO.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORTION DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1.	Boatmen's National Bank of St. Louis				
2.		St. Louis, MO	12 882	859	7 300
3.	Metropolitan Life Ins. Co. of New York				
4.		New York, NY	42 811	2 845	25 603
5.	Mercantile Trust Co.				
6.		St. Louis, MO	11 576	772	7 717
7.	Boatmen's National Bank of St. Louis				
8.		St. Louis, MO	5 666	378	3 966
9.	Manufacturers Bank & Trust Co.				
10.		St. Louis, MO	10 756	717	8 605
11.	Manufacturers Bank & Trust Co.				
12.		St. Louis, MO	13 410	877	10 526
13.	Total Conditional or Deferred				
14.	Payment Contracts 4(c)		615 573	31 264	274 735
15.					
16.	Total Equipment Obligations 4(a) and				
17.	Conditional or Deferred Payments				
18.	Contracts 4(c)		1 197 358	67 937	521 512
19.	Total Bonds, Misc. Obligations, Equip. Obligations				
20.	& Conditional or Deferred Payment Contracts		2 649 208	91 238	1 117 027
21.	(5) Misc. Obligations (Capitalized Leases)				
22.	#5064 200 Box Cars	Chicago Freight Car Co.			
23.		Park Ridge, IL	2 664	289	
24.	19128 10 Hopper Cars	North American Car Corp.			
25.		Chicago, IL	337	28	31
26.	57439 305 Frt. Cars	United States Lsg. Int'l.			
27.		San Francisco, CA	3 142	243	1 736
28.	56414 99 Cov. Hoppers	Mfr. Hanover Trust Co.			
29.		New York, NY	1 803	113	273
30.	59323 8 Locomotives	1st Penn Bank & Trust			
31.		Philadelphia, PA	2 072	212	112
32.	515-1 150 Hopper Cars	C.I.T. Corp.			
33.		New York, NY	1 580	138	0
34.	515-2 250 Hopper Cars	C.I.T. Corp.			
35.		New York, NY	2 567	153	0
36.	5531-1 10 Locomotives	Gould Lsg. Service			
37.		Rolling Meadows, IL	3 458	204	2 779
38.	5531-2 20 Locomotives	1st Nat'l. State Bk. of			
39.		New Jersey Newark, NJ	7 838	339	6 497
40.	5516 400 Frt. Cars	Chase Manhattan Serv.			
41.		Corp. New York, NY	6 201	436	4 678
42.	7190 177 Auto-Racks	Bur. Nor. Trust Company			
43.		St. Paul, MN	3 685	580	964
44.	5687 60 Auto-Racks	Norlease, Inc.			
45.		Chicago, IL	1 542	0	0
46.	#8028 150 Auto-Racks	Trust Co. for USL, Int'l.			
47.		Oak Brook, IL	2 513	305	1 263
48.					
49.					
50.		Continued on 71-M			

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BURLINGTON NORTHERN

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510. DEBTHOLDINGS - CONTINUED

DATE OF ISSUE (f)	DATE OF MATURITY (g)	RATE (h)	INTEREST		AT YEAR END	
			ACCRUED DURING YEAR (i)	PAID DURING YEAR (j)	UNAMORTIZED DEBT DISCOUNT 770.1 (k)	UNAMORTIZED PREMIUM 770.2 (l)
11-15-76	3-01-92	8.74	743	768	412	
4-01-77	12-01-92	8-5/8	2 617	2 638	1 564	
1-01-78	9-01-93	8-3/4	771	793	453	
12-01-78	5-01-94	9-1/2	434	440	179	
1-01-80	4-01-95	11-3/4	1 137	1 137	(48)	
7-01-80	10-15-95	12	1 364	1 474	(126)	
			35 168	39 064	3 469	
			63 911	68 842	3 492	
			108 325 ✓	114 431	27 330	
10-03-75	10-02-83	8-1/4	42	42		
4-17-69	1-01-85	7-1/8	5	5		
3-10-69	4-14-89	8	167	172		
12-15-65	11-03-85	4	17	18		
7-23-69	3-17-84	7-1/2	32	36		
10-15-70	7-30-83	8-1/2	20	23		
10-15-70	6-30-83	8-1/2	29	29		
5-01-75	9-08-90	8-1/2	261	265		
5-01-75	9-08-90	8-1/2	594	601		
9-25-76	3-25-91	8-1/4	445	456		
9-01-76	4-01-85	8-1/4	150	161		
3-01-75	10-01-82	8-1/4	11	17		
6-01-77	1-05-87	7-1/2	123	134		

510. DEBTHOLDINGS - CONTINUED

LINE NO.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORT ON DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1.	8338 25 Locomotives	Mercantile Safe Dep. &			
2.		Trust Co., Baltimore, MD	10 985	303	9 569
3.	7644 60 Locomotives	Mercantile Safe Dep. &			
4.		Trust Co., Baltimore, MD	24 664	664	21 581
5.	7194 181 Box Cars	U.S. Railway Lsg. Co.			
6.		Des Plaines, IL 60018	3 866	224	2 808
7.	7973 Memory upgrade	Manufacturers Bank			
8.		Chicago, IL	117		
9.	4569 Computer	Mercantile Safe Dep. &			
10.		Trust Co., Baltimore, MD	2 338		
11.	13293 Main-of-Way Eqpt	Liberty Nat'l Lsg. Co.			
12.		Louisville, KY 40232	1 615	150	1 311
13.	13540 50 Auto Racks	Railroad Car Enterprises			
14.		Hyattsville, MD 20783	1 232	113	997
15.	SLSF				
16.	73707 (Cert 1&2) Work Eqpt.	Wells Fargo Lsg.			
17.		San Francisco, CA 94144	250	21	191
18.	73707 (Cert 6) Work Eqpt.	Wells Fargo Lsg.			
19.		San Francisco, CA 94144	178	14	139
20.	73707 (Cert 9) Work Eqpt.	Wells Fargo Lsg.			
21.		San Francisco, CA 94144	94	16	49
22.	73707 (Cert 13) Work Eqpt.	Wells Fargo Lsg.			
23.		San Francisco, CA 94144	117	20	61
24.	73707 (Cert 15) Work Eqpt.	Wells Fargo Lsg.			
25.		San Francisco, CA 94144	98	17	51
26.	73707 (Cert 16-20 incl)	Wells Fargo Lsg.			
27.		San Francisco, CA 94144	111	11	81
28.	72827 (Gr #2) Work Eqpt.	Ford Motor Credit			
29.		Corporation	316	73	100
30.	4181 10 Locomotives	First Penn Bnkg. & Trust			
31.		Philadelphia, PA	2 172	278	1 894
32.	15138 So.Dak.Track Pur	Mercantile-Safe Dep.& Tst			
33.		Baltimore, MD	43 080	0	43 080
34.	16070 IA. Track Pur.	Omaha Bk.for Cooperatives			
35.		Omaha, NE	1 200	900	0
36.					
37.	Total Misc. Obligations (Capitalized Leases)		131 835	5 844 ✓	100 245
38.					
39.					
40.					
41.					
42.					
43.					
44.					
45.					
46.					
47.					
48.					
49.					
50.		Continued on 71-0			

510. DEBTHOLDINGS - CONTINUED

LINE NO.	DESCRIPTION OF OBLIGATION (a)	NAME AND ADDRESS OF CREDITOR OR TRUSTEE (b)	ORIGINAL AMOUNT (c)	PORT ON DUE	
				WITHIN ONE YEAR (d)	AFTER ONE YEAR (e)
1.	Total Bonds, Misc. Obligations, Equipment				
2.	Obligations, Conditional or Deferred Payment				
3.	Contracts & Capitalized Leases		2 781 043	97 082	1 217 272
4.					
5.	Account 769 Accounts Payable				
6.	Affiliated Companies				
7.	Burlington Northern (Manitoba) Ltd.				
8.		St. Paul, MN			3 664
9.	Winona Bridge Railway Company				
10.		St. Paul, MN			67
11.	Western Fruit Express Co.				
12.		St. Paul, MN			8 750
13.					
14.	Total Account 769				12 481
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50.	Grand Totals		2 781 043	97 082	1 229 753

510. DEBTHOLDINGS—Continued
(Notes and Other Disclosures)

Line No.	a. Nature of Security or Collateral, if any
1.	
2.	
3.	
4.	See Pages 72-A thru 72-E
5.	
6.	
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b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder—bank, broker, holding company, individual or other specified category.

Line No.	Name and address of holder	Type of holder
1.		
2.		
3.		
4.		
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7.	See Pages 72-F thru 72-U	
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c. Other Notes and Comments

Notes to Schedule 510, Debt Holdings

Restrictive Covenants attaching to the indebtedness are detailed in financing instruments that have been previously filed with the Commission in compliance with the Interstate Commerce Act under Form OP-F 240, and Section 20(c) and in copies furnished with the 1977 St. Louis-San Francisco Railway Company Annual Report Supplement Corporate Disclosure.

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Line

No.

- 3 The BN Inc. Consolidated Mortgage has a first lien on approximately 51 miles of former GN Ry. Branch Line, on approximately 187 miles of former NP Ry. Main Line, and on approximately 1,147 miles of former NP Ry. Branch Line. It has a second lien on railroad transportation properties covered by a first lien of the GN General Gold Bond Mortgage. It has a third lien on former CB&Q Railroad Company transportation properties covered by a first lien of the CB&Q First and Refunding Mortgage and a second lien of the GN General Gold Bond Mortgage. It has a third lien on railroad transportation properties covered by a first lien of the NP Prior Lien Mortgage and a second lien of the NP General Lien Mortgage. CB&Q First and Refunding Mortgage Series 2010 bonds in a total principal amount of \$70,000,000 and GN General Gold Bond Mortgage bonds in a total principal amount of \$350,135,000 are pledged under the BN Inc. Consolidated Mortgage. Refer to Form R-1 Schedule 310, Investments and Advances Affiliated Companies, and Schedule 310 footnotes for a detail of Investments pledged under the BN Inc. Consolidated Mortgage. Under provisions of Section 4.07 of the BN Inc. Consolidated Mortgage, no further bonds can be issued under the existing Northern Pacific, Great Northern and CB&Q Mortgages except Great Northern bonds for the purpose of pledge under the Consolidated Mortgage.
- 4 The Series A Consolidated Mortgage bonds are pledged under the NP Collateral Trust Indenture. Pledged bonds can be withdrawn in an amount equal to Collateral Trust bonds retired.
- 6 Series C Consolidated Mortgage bonds are redeemable at the option of the Company at 104.25% of the principal amount during the 12 month period commencing 5-1-82, at declining percentages to 5-1-93 and at par thereafter. The Company is required to retire \$1,500,000 principal amount of Series C bonds annually beginning in 1979 and continuing through 1983, \$3,000,000 of such bonds annually beginning in 1984 and continuing through 1988, \$4,500,000 of such bonds annually beginning in 1989 and continuing through 1993, and \$5,000,000 of such bonds in 1994 and 1995.
- 8 Series D Consolidated Mortgage bonds are redeemable at the option of the Company at 105.48% of the principal amount during the 12 month period commencing 1-15-82, at declining percentages to 1-15-96 and at par thereafter. The Company is required to retire \$3,000,000 principal amount of Series D bonds annually beginning in 1983 and continuing through 1987, \$3,500,000 principal amount of such bonds annually beginning in 1988 and continuing through 1993, and \$4,000,000 principal amount of such bonds annually beginning in 1994 and continuing through 1998.
- 10 Series E Consolidated Mortgage bonds in the amount of \$100,000,000 are held in Treasury.

Notes To Schedule 510, Debt Holdings

- 12 Series F Consolidated Mortgage bonds are redeemable at the option of the Company at 107.08% of the principal amount during the 12 month period commencing 6-15-82, at declining percentages to 6-15-95 and at par thereafter. The Company is required to deposit funds to retire \$3,250,000 principal amount of Series F bonds annually beginning in 1984 and continuing through 1997 at a price equal to 100% of the principal amount.
- 14 Series G Consolidated Mortgage bonds are redeemable at the option of the Company at 111.37% of the principal amount during the 12 month period commencing 8-1-82, at declining percentages to 8-1-00 and at par thereafter. The Company is required to retire \$8,330,000 principal amount of Series G bonds annually beginning in 1991 and continuing through 2004.
- 16 The CB&Q First and Refunding Mortgage is a first lien on the properties of the former CB&Q Railroad Company including approximately 4,524 miles of Main Line and 2,128 miles of Branch Line. Refer to Form R-1 Schedule 310, Investments and Advances Affiliated Companies, and Schedule 310 footnotes for a detail of Investments and Advances pledged under the CB&Q First and Refunding Mortgage. The CB&Q First and Refunding Mortgage became a second lien on the properties of the former Colorado and Southern Railway Company on the merger of that company into BN R.R. Co. at the beginning of year 1982 when the Colorado and Southern Railway Company stock pledged under the CB&Q First and Refunding Mortgage was removed from pledge and cancelled. The Colorado and Southern Railway Company properties remained subject to a first lien of the C&S General Mortgage dated 5-1-30 until beginning of year 1983, when the outstanding C&S General Mortgage Bonds (all owned by the Fort Worth and Denver Ry. Co.) were cancelled on the merger of the Fort Worth and Denver Railway Co. into BN R.R. Co. At year end 1982 the CB&Q First and Refunding Mortgage had a second lien on former C&S Railway Company properties including approximately 464 miles of Main Line and 65 miles of Branch Line.
- 17 The Series 1990 CB&Q First and Refunding bonds are redeemable at the option of the Company at 100.75% of the principal amount to 1-31-86, at declining percentages to 2-1-89 and at par thereafter. The Series 1990 bonds are redeemable for sinking fund purposes at 100.25% of the principal amount to 1-31-86, at declining percentages to 2-1-89 and at par thereafter. The Company is required to pay annually for retirement of Series 1990 bonds the amount of \$250,000. In lieu of all or any part of any sinking fund payment, the Company may surrender Series 1990 bonds at values equal to the cost of the bonds to the Company or the then applicable sinking fund redemption price, whichever is less.
- 19 The Series 2010 CB&Q First and Refunding bonds are pledged as security under the BN R.R. Consolidated Mortgage.
- 21 The GN General Gold Bond Mortgage is a first lien on the properties of the former GN Railway Company including approximately 3,767 miles of Main Line and 2,951 miles of Branch Line. It has a second lien on the properties covered by a first lien of the CB&Q First and Refunding Mortgage. It has a third lien on former Colorado and Southern Railway Company properties subject to a second lien of the CB&Q First and Refunding Mortgage and a first lien of the C&S General Mortgage.

Notes to Schedule 510, Debt Holdings

Note: Annual Sinking Fund payments are required under provisions of Supplemental Indentures to the GN General Gold Bond Mortgage dated as of 7-1-45 providing for the issuance of Series N and O bonds and as of 1-1-46 providing for the issuance of Series Q bonds. Under the terms of these Indentures Sinking Fund payments may, at the option of the Company, be made in cash or by delivery to the trustee of certain cancelled or uncanceled General Mortgage Bonds of any series. There are presently on deposit with the Trustee cancelled General Mortgage Bonds in an amount sufficient to meet all future sinking fund requirements for the Series N, O, & Q bond issues.

- 22 Series N GN General Gold bonds are redeemable at the option of the Company at 100.5% of the principal amount during the period 1-2-83 to 1-2-87, and at par thereafter. Refer to the note preceeding for a description of the current status of sinking fund provisions.
- 24 Series O GN General Gold bonds are redeemable at the option of the Company at 101.25% of the principal amount to 1-1-87, at declining percentages to 1-2-97 and at par thereafter. Refer to the note preceeding for a description of the current status of sinking fund provisions.
- 26 Series P GN General Gold bonds matured 1-1-82.
- 28 Series Q GN General Gold bonds are redeemable at the option of the Company at 100.5% of the principal amount to 1-1-89, at declining percentages to 1-2-07 and at par thereafter. Refer to the note preceeding for a description of the current status of sinking fund provisions.
- 30 The Series S GN General Gold bonds were pledged as security under the BN R.R. Consolidated Mortgage at the time the BN R.R. Consolidated Series E bonds were issued.
- 32 The Series T GN General Gold bonds were pledged as security under the BN R.R. Consolidated Mortgage at the time the BN R.R. Consolidated Series C bonds were issued.
- 34 The Series U GN General Gold bonds were pledged as security under the BN R.R. Consolidated Mortgage at the time the BN R.R. Consolidated Series D bonds were issued.
- 36 The Series V GN General gold bonds were pledged as security under the BN R.R. Consolidated Mortgage at the time the BN R.R. Consolidated Series E bonds were issued.
- 38 The Series W GN General Gold bonds were pledged as security under the BN R.R. Consolidated Mortgage at the time the BN R.R. Consolidated Series F bonds were issued.
- 40 The Series X GN General Gold bonds were pledged as security under the BN R.R. Consolidated Mortgage at the time the BN R.R. Consolidated Series G bonds were issued.

Notes to Schedule 510, Debt Holdings

- 42 The NP Prior Lien Mortgage is a first lien on the properties of the former NP Railway Company including approximately 2,467 miles of Main Line, approximately 1,836 miles of Branch Line, and Land Grant lands. The NP Prior Lien Mortgage bonds are non-callable. The Prior Lien Mortgage provides that during each calendar year one-half of the net proceeds from land sales, but not exceeding \$500,000, shall be applied to the purchase and cancellation of Prior Lien bonds at not over 110. It provides further that, if Prior Lien bonds are not available at 110 or less, General Lien bonds are to be purchased and retired at not over par.
- 44 The NP General Lien Mortgage is a second lien on properties covered by a first lien of the NP Prior Lien Mortgage. The NP General Lien Mortgage bonds are non-callable. Refer to the note pertaining to the NP Prior Lien Mortgage for a description of sinking fund provisions.

Line Page 71-A

No.

- 1 The SLSF First Mortgage is a first lien on the properties of the former St. Louis-San Francisco Railway Company including approximately 3,387 miles of Main Line and approximately 646 miles of Branch Line. It has a second lien on 32.67 miles of Branch Line covered by a first lien of the Refunding Purchase Money Mortgage Indenture.

Series A First Mortgage bonds are redeemable at the option of the Company at 101.5% of the principal amount to 1-1-85, at declining percentages to 1-1-93, and at par thereafter. Sinking Fund payments, contingent upon income, are due May 1 of each year in an amount equal to 1/4 of 1% of bonds authenticated and uncanceled plus an amount equal to interest that would have become due on bonds retired through operation of the Sinking Fund. The Company may tender for sale to the Sinking Fund at current market prices First Mortgage Series A bonds it has acquired on the open market.

- 5 The NP Collateral Trust Indenture Bonds are secured by a pledge of \$30,680,000 principal amount of BN Inc. Consolidated Mortgage Series A 4% bonds due 10-1-84. The NP Collateral Trust bonds are redeemable at the option of the Company at 100.375% of the principal amount to 10-2-83, and at par thereafter. The Collateral Trust bonds are redeemable for Sinking Fund purposes at 100.125% of the principal amount to 10-2-83, and at par thereafter. The Company is required to retire \$2,340,000 principal amount of Collateral Trust Bonds annually.
- 9 The SLSF Fifty Year Income Debentures, Series A, may be redeemed as a whole, or in part by lot, at the option of the Company upon payment of the principal amount of the Series A Debentures to be redeemed plus interest. Payment of interest is contingent upon income. Sinking Fund payments, contingent upon income, of \$165,645 are due May 1 of each year. The Company may tender to the Sinking Fund Series A Income Debentures it has purchased on the open market at a price not exceeding the lesser of the principal amount or the cost of the Debentures.

Notes to Schedule 510, Debt Holdings

The SLSF Purchase Money Mortgage Notes are issued under and secured by the St. Louis-San Francisco Railway Company Refunding Purchase Money Mortgage Indenture dated February 1, 1968. The Boatmen's National Bank of St. Louis is trustee under the Refunding Purchase Money Mortgage Indenture, which has a first lien on 32.67 miles of branch line of the former St. Louis-San Francisco Railway Company. The Notes are callable at the option of the Company at 102.25% of the principal amount during the year ending July 31, 1983 and at declining percentages to August 1, 1991 and at par thereafter. Sinking Fund payments of \$150,000 annually are due August 1, of each calendar year.

Equipment Trust Agreements provide for a lease of trust equipment owned by the Trustee of the Equipment Trust. Under provisions of the agreements, the Company is required to pay to the Trustee for use of the equipment an Advance Rental at the time the equipment is put into service amounting to the excess of the actual cost over 80% of the estimated cost of the equipment. The proceeds from the sale of Equipment Trust Certificates plus the discount received from (or less the premium paid to) the Company totals to 80% of the estimated cost of the equipment and is used by the Trustee together with the Advance Rental to pay for the equipment to be leased to the Company. In addition to the Advance Rental, the Company is required under the agreement to make rental payments sufficient to cover the interest on outstanding Equipment Trust Certificates and to redeem Equipment Trust Certificates as they become due. At the termination of the lease and after all payments due the Trustee have been made, title to the equipment passes to the Company.

All issues, except the BN R.R. Equipment Trust of 1970 and the BN R.R. Equipment Trust of 1971-3rd Series, are 15-year Philadelphia Plan securities calling for equal annual payments of principal and semi-annual payments of interest.

The BN R.R. Equipment Trust of 1970 calls for semi-annual payments of interest, payments to retire \$1,334,000 of Equipment Trust Certificates annually beginning in 1971 and continuing through 1975, and a payment not to exceed \$13,330,000 to retire Equipment Trust Certificates which will mature in 1985, unless theretofore called for Sinking Fund redemption. The Agreement further provides that the Company shall pay additional rental annually into a Sinking Fund in an amount sufficient to redeem \$1,333,000 principal amount of Equipment Trust Certificates beginning in 1976 and continuing through 1984.

The BN R.R. Equipment Trust of 1971-3rd Series calls for semi-annual payments of interest, payments to retire \$3,200,000 of Equipment Trust Certificates annually beginning in 1972 and continuing through 1976, and a payment not to exceed \$34,000,000 to retire Equipment Trust Certificates which will mature in 1986, unless theretofore called for Sinking Fund redemption. The Agreement further provides that the Company shall pay additional rental annually into a Sinking Fund in an amount sufficient to redeem \$3,400,000 principal amount of Equipment Trust Certificates beginning in 1977 and continuing through 1985.

b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder--bank, broker, holding company, individual or other specified category.

LINE NO.	NAME AND ADDRESS OF HOLDER	TYPE OF HOLDER
1.	BN Consol. Mtge. Series C	
2.	Cede & Company	Trust Co. Nominee
3.	New York, NY 10274	
4.	BN Consol. Mtge. Series D	
5.	Cede & Company	Trust Co. Nominee
6.	New York, NY 10274	
7.	Pera	Bank Nominee
8.	Denver, CO 80203	
9.	BN Consol. Mtge. Series F	
10.	Minn. State Board of Investment	State of Minnesota
11.	c/o State Treasurer	
12.	St. Paul, MN 55155	
13.	Nationwide Life Ins. Co.	Insurance Company
14.	Columbus, OH 43216	
15.	Ohio Public Employees Retirement	State of Ohio
16.	System of Ohio	
17.	Columbus, OH 43215	
18.	Penn Mutual Life Ins. Co.	Insurance Company
19.	Philadelphia, PA 19172	
20.	Provident Mutual Life Ins. Co.	Insurance Company
21.	Philadelphia, PA 19101	
22.	Tegge & Co.	Bank Nominee
23.	New York, NY 10018	
24.	BN Consol. Mtge. Series G	
25.	Cede & Co.	Trust Co. Nominee
26.	New York, NY 10004	
27.	Wyo. & Co.	Bank Nominee
28.	New York, NY 10008	
29.	GN Gen. Gold Bond Mtge. Series N	
30.	Cede & Co.	Trust Co. Nominee
31.	New York, NY 10274	
32.	Emigrant Industrial Savings Bank	Bank
33.	New York, NY 10008	
34.	New York Life Ins. Co.	Insurance Company
35.	New York, NY 10010	
36.	GN Gen. Gold Bond Mtge. Series O	
37.	Alac Fifty & Co.	Bank Nominee
38.	Stamford, CT 06920	
39.	Bloomfield & Co.	Bank Nominee
40.	Stamford, CT 06920	
41.	Cede & Co.	Trust Co. Nominee
42.	New York, NY 10274	
43.	GN Gen. Gold Bond Mtge. Series Q	
44.	Cede & Co.	Trust Co. Nominee
45.	New York, NY 10274	
46.	Hagerman & Co.	Bank Nominee
47.	New York, NY 10249	
48.		

b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder--bank, broker, holding company, individual or other specified category.

LINE NO.	NAME AND ADDRESS OF HOLDER	TYPE OF HOLDER
1.	NP Prior Lien	
2.	Cede & Co.	Trust Co. Nominee
3.	New York, NY 10274	
4.	NP General Lien	
5.	Cede & Co.	Trust Co. Nominee
6.	New York, NY 10274	
7.	NP Collateral Trust	
8.	Cede & Co.	Trust Co. Nominee
9.	New York, NY 10274	
10.	SLSF First Mtge. Series A	
11.	Cudd & Co.	Bank Nominee
12.	New York, NY 10008	
13.	Sigler & Co.	Trust Co. Nominee
14.	New York, NY 10008	
15.	SLSF Purchase Money Mtge. due 8-1-92	
16.	New England Mutual Life Ins. Co.	Insurance Company
17.	Boston, MA 02117	
18.	Lutheran Brotherhood	Insurance Company
19.	Minneapolis, MN 55402	
20.	Provident Mutual Life Ins. Co.	Insurance Company
21.	of Philadelphia	
22.	Philadelphia, PA 19101	
23.	The Penn Mutual Life Ins. Co.	Insurance Company
24.	Philadelphia, PA 19172	
25.	BN Equipment Trust, 1970 Series 1	
26.	Hare & Co.	Bank Nominee
27.	New York, NY 10249	
28.	BN Equipment Trust, 1970 Series 2	
29.	Citizens Credit Union	Credit Union
30.	New Bedford, MA 02370	
31.	Calhoun & Co.	Bank Nominee
32.	Detroit, MI 48231	
33.	First National Bank & Trust Co.	Bank & Trust Co.
34.	Alton, IL 62002	
35.	Slavonic Benevolent Order of Texas	Other Holding Organization
36.	Temple, TX 76501	
37.	Darhap & Co.	Bank Nominee
38.	Michigan City, IN 46360	
39.	KHM Associates	Bank Nominee
40.	Monson, MA 01057	
41.	BN Equipment Trust 1971 Series 1	
42.	Pacific & Co.	Bank Nominee
43.	San Francisco, CA 94120	
44.	BN Equipment Trust 1971 Series 2	
45.	Suydam & Co.	Trust Co. Nominee
46.	New York, NY 10015	
47.	Elna & Co.	Bank Nominee
48.	Elkhart, IN 46515	

b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder--bank, broker, holding company, individual or other specified category.

LINE NO.	NAME AND ADDRESS OF HOLDER	TYPE OF HOLDER
1.	BN Equipment Trust 1971 Series 2	
2.	Calhoun & Co.	Bank Nominee
3.	Detroit, MI 48231	
4.	Negah & Co.	Trust Co. Nominee
5.	Sioux Falls, SD 57101	
6.	BN Equipment Trust 1971 Series 3	
7.	Hare & Co.	Bank Nominee
8.	New York, NY 10249	
9.	BN Equipment Trust 1972 Series 1	
10.	Calhoun & Co.	Bank Nominee
11.	Detroit, MI 48231	
12.	BN Equipment Trust 1972 Series 2	
13.	Trusco & Co.	Bank Nominee
14.	Phoenix, AZ 85002	
15.	BN Equipment Trust 1973 Series 1	
16.	Auer & Co.	Trust Co. Nominee
17.	New York, NY 10008	
18.	BN Equipment Trust 1973 Series 2	
19.	Bsepen	Bank Nominee
20.	San Francisco, CA 94119	
21.	Polly & Co.	Bank Nominee
22.	New York, NY 10005	
23.	Calhoun & Co.	Bank Nominee
24.	Detroit, MI 48231	
25.	Lucas & Co.	Trust Co. Nominee
26.	St. Louis, MO 63166	
27.	BN Equipment Trust 1973 Series 3	
28.	Pacific & Co.	Bank Nominee
29.	San Francisco, CA 94120	
30.	BN Equipment Trust 1974 Series 1	
31.	Barnett & Co.	Trust Co. Nominee
32.	New York, NY 10008	
33.	BN Equipment Trust 1974 Series 2	
34.	State of California	State of California
35.	State Teachers	
36.	Retirement System	
37.	Newark, NJ 07102	
38.	BN Equipment Trust 1974 Series 3	
39.	Kane & Co.	Bank Nominee
40.	New York, NY 10081	
41.	BN Equipment Trust 1975 Series 1	
42.	State Compensation Ins.	State of California
43.	Fund of California	
44.	Newark, NJ 07102	
45.	Pacific & Co.	Bank Nominee
46.	San Francisco, CA 94120	
47.		
48.		

b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder--bank, broker, holding company, individual or other specified category.

LINE NO.	NAME AND ADDRESS OF HOLDER	TYPE OF HOLDER
1.	BN Equipment Trust 1975 Series 2	
2.	Pace & Co.	Bank Nominee
3.	Pittsburgh, PA 15230	
4.	Suydam & Co.	Trust Co. Nominee
5.	New York, NY 10008	
6.	BN Equipment Trust 1975 Series 3	
7.	State of California	State of California
8.	Teachers Retirement Sys.	
9.	Newark, NJ 07102	
10.	Pacific & Co.	Bank Nominee
11.	San Francisco, CA 94120	
12.	BN Equipment Trust 1976 Series 1	
13.	Polly & Co.	Bank Nominee
14.	New York, NY 10005	
15.	Corp. of the President of the Church	Other Holding Organization
16.	of Jesus Christ of Latter Day Saints	
17.	Salt Lake City, UT 84150	
18.	Security Benefit Life Ins. Co.	Insurance Company
19.	Topeka, KS 66603	
20.	BN Equipment Trust 1976 Series 2	
21.	Pace & Co.	Bank Nominee
22.	Pittsburgh, PA 15230	
23.	New England Mutual Life Insurance	Insurance Company
24.	Boston, MA 02117	
25.	Beneficial Life Insurance Co.	Insurance Company
26.	Salt Lake City, UT 84136	
27.	BN Equipment Trust 1976 Series 3	
28.	Compass & Co.	Bank Nominee
29.	Houston, TX 77001	
30.	Egger & Co.	Bank Nominee
31.	New York, NY 10081	
32.	BN Equipment Trust 1976 Series 4	
33.	State Compensation Ins. Fund of Calif.	State of California
34.	Newark, NJ 07102	
35.	Carn & Co.	Bank Nominee
36.	Washington, DC 20013	
37.	BN Equipment Trust 1977 Series 1	
38.	Carpenters Pension Fund of Illinois	Other Holding Organization
39.	Geneva, IL 60134	
40.	BN Equipment Trust 1977 Series 2	
41.	State Compensation Ins.	State of California
42.	Fund of California	
43.	San Francisco, CA 94102	
44.	BN Equipment Trust 1978 Series 1	
45.	Barnett & Co.	Trust Co. Nominee
46.	New York, NY 10008	
47.	Chusavco	Bank Nominee
48.	New York, NY 10008	

b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder--bank, broker, holding company, individual or other specified category.

LINE NO.	NAME AND ADDRESS OF HOLDER	TYPE OF HOLDER
1.	BN Equipment Trust 1978 Series 1	
2.	Garden Street Co.	Bank Nominee
3.	Hartford, CT 06115	
4.	Lucas & Co.	Trust Co. Nominee
5.	St. Louis, MO 63166	
6.	Jacquith & Co.	Bank Nominee
7.	New York, NY 10008	
8.	Polly & Co.	Bank Nominee
9.	New York, NY 10005	
10.	BN Equipment Trust 1978 Series 2	
11.	Basav Co.	Trust Co. Nominee
12.	New York, NY 10008	
13.	Bost & Co.	Trust Co. Nominee
14.	Boston, MA 02106	
15.	Cust & Co.	Bank & Trust Co. Nominee
16.	Chicago, IL 60690	
17.	Security Benefit Life Ins. Co.	Insurance Company
18.	Topeka, KS 66636	
19.	BN Equipment Trust 1979 Series 1	
20.	Hare & Co.	Bank Nominee
21.	New York, NY 10249	
22.	Merrill, Lynch, Pierce, Fenner	Broker
23.	& Smith Inc.	
24.	New York, NY 10080	
25.	BN Equipment Trust 1980 Series 1	
26.	Polly & Co.	Bank Nominee
27.	New York, NY 10005	
28.	BN Equipment Trust 1981 Series 1	
29.	Permanent University Fund	Other Holding Organization
30.	Austin, TX 78712	
31.	GN Equipment Trust 1968 Series 1	
32.	Paine Webber Jackson & Curtis Inc.	Broker
33.	New York, NY 10004	
34.	Esther Brenner	Individual Holder
35.	New York, NY 10016	
36.	Monarch & Co.	Bank Nominee
37.	Sturgis, MI 49091	
38.	GN Equipment Trust 1968 Series 2	
39.	Investors Insurance Corp.	Insurance Company
40.	Portland, OR 97223	
41.	Merrill, Lynch, Pierce, Fenner	Broker
42.	& Smith Inc.	
43.	New York, NY 10008	
44.	Suydam & Co.	Trust Co. Nominee
45.	New York, NY 10015	
46.	Brack & Co.	Bank Nominee
47.	St. Paul, MN 55101	
48.		

b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder--bank, broker, holding company, individual or other specified category.

LINE NO.	NAME AND ADDRESS OF HOLDER	TYPE OF HOLDER
1.	GN Equipment Trust 1968 Series 2	
2.	Selat Co.	Bank Nominee
3.	Chicago, IL 60606	
4.	GN Equipment Trust 1968 Series 3	
5.	Barnett & Co.	Trust Co. Nominee
6.	New York, NY 10008	
7.	Laba & Co.	Bank Nominee
8.	Chicago, IL 60603	
9.	GN Equipment Trust 1969 Series 1	
10.	Jacquith & Co.	Bank Nominee
11.	New York, NY 10008	
12.	Suydam & Co.	Trust Co. Nominee
13.	New York, NY 10015	
14.	Polly & Co.	Bank Nominee
15.	New York, NY 10005	
16.	GN Equipment Trust 1970 Series 1	
17.	Kidder Peabody & Co. Inc.	Broker
18.	New York, NY 10005	
19.	Carpenters Welfare Fund of Illinois	Other Holding Organization
20.	Geneva, IL 60134	
21.	Polly & Co.	Bank Nominee
22.	New York, NY 10005	
23.	NP Equipment Trust 1968 Series 1	
24.	State of California	State of California
25.	State Teachers Retire. System	
26.	Sacramento, CA 95809	
27.	NP Equipment Trust 1968 Series 2	
28.	Herget & Co.	Bank Nominee
29.	Pekin, IL 61554	
30.	Northern Co.	Bank Nominee
31.	Presque Isle, ME 04769	
32.	United National Life Insurance Co.	Insurance Company
33.	of America	
34.	Springfield, IL 62704	
35.	NP Equipment Trust 1969 Series 1	
36.	Calhoun & Co.	Bank Nominee
37.	Detroit, MI 48231	
38.	C&S Equipment Trust 1971 Series 1	
39.	First Protection Life Ins. Co.	Insurance Co.
40.	Raleigh, NC 26712	
41.	Gerlach & Co.	Bank Nominee
42.	New York, NY 10015	
43.	Royal Neighbors of America	Other Holding Organization
44.	Rock Island, IL 61201	
45.	Ticor Mortgage Ins. Co.	Insurance Company
46.	Los Angeles, CA 90048	
47.		
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b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder--bank, broker, holding company, individual or other specified category.

LINE NO.	NAME AND ADDRESS OF HOLDER	TYPE OF HOLDER
1.	C&S Equipment Trust 1974 Series 1	
2.	Char Co.	Bank Nominee
3.	Omaha, NE 68102	
4.	Hillman Company	Bank Nominee
5.	New York, NY 10003	
6.	State National Bank of Connecticut	Bank
7.	Bridgeport, CT 06604	
8.	BN Cond. Sale Agreement dated 4-1-70	
9.	Lincoln National Life Ins. Co.	Insurance Company
10.	Fort Wayne, IN 46801	
11.	Philadelphia Savings Fund Society	Other Holding Organization
12.	Philadelphia, PA 19107	
13.	State Farm Life Insurance Co.	Insurance Company
14.	Bloomington, IL 61701	
15.	State of California	State of California
16.	Teachers Ret. Sys.	
17.	Sacramento, CA 95809	
18.	State of California	State of California
19.	Public Empl. Ret. Sys.	
20.	Sacramento, CA 95809	
21.	Bird & Co.	Trust Co. Nominee
22.	New York, NY 10008	
23.	State Treasurer of The State of	State of Michigan
24.	Michigan Cust. of Mich. Publ.	
25.	School Employees Ret. Sys. Funds	
26.	Lansing, MI 48903	
27.	BN Cond. Sale Agreement dated 9-20-73	
28.	Northern Trust Company	Trust Company
29.	Chicago, IL 60675	
30.	BN Cond. Sale Agreement dated 10-15-73	
31.	American Nat'l. Bk. & Trust Co.	Bank & Trust Co.
32.	St. Paul, MN 55101	
33.	BN Cond. Sale Agreement dated 8-15-76	
34.	Philadelphia Saving Fund Society	Other Holding Organization
35.	Philadelphia, PA 19101	
36.	Michemp Co.	State of Michigan
37.	Lansing, MI 48901	
38.	Michte Co.	State of Michigan
39.	Lansing, MI 48901	
40.	BN Cond. Sale Agreement dated 12-2-77	
41.	Harris Trust & Savings Bank	Bank & Trust Co.
42.	Chicago, IL 60603	
43.	BN Cond. Sale Agreement dated 2-1-78	
44.	Minn. State Board of Investment	State of Minnesota
45.	St. Paul, MN 55155	
46.	Empl. Mutual Liability Ins. Co.	Insurance Company
47.	of Wisconsin	
48.	Milwaukee, WI 53201	

b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder--bank, broker, holding company, individual or other specified category.

LINE NO.	NAME AND ADDRESS OF HOLDER	TYPE OF HOLDER
1.	BN Cond. Sale Agreement dated 2-1-78	
2.	Independence Savings Bk.	Bank
3.	Brooklyn, NY 11202	
4.	Hansec Ins. Co.	Insurance Company
5.	Boston, MA 02110	
6.	Provident Mutual Life Ins. Co.	Insurance Company
7.	of Philadelphia	
8.	Philadelphia, PA 19101	
9.	United Benefit Life Ins. Co.	Insurance Company
10.	Omaha, NE 86102	
11.	BN Cond. Sale Agreement dated 1-1-79	
12.	Citibank, N.A.	Bank
13.	New York, NY 10043	
14.	Chase Manhattan Bank	Bank
15.	New York, NY 10005	
16.	Harris Trust & Savings Bank	Bank & Trust Co.
17.	Chicago, IL 60690	
18.	Northwestern Nat'l Bank	Bank
19.	Minneapolis, MN 55480	
20.	First Nat'l Bank	Bank
21.	Minneapolis, MN 55402	
22.	BN Cond. Sale Agreement dated 12-1-79	
23.	Knights of Columbus	Other Holding Organization
24.	New Haven, CT 06510	
25.	Michte Co.	State of Michigan
26.	Detroit, MI 48224	
27.	Michemp Co.	State of Michigan
28.	Detroit, MI 48224	
29.	United Benefit Life Ins. Co.	Insurance Company
30.	Omaha, NE 68102	
31.	Newing One Co.	Trust Co. Nominee
32.	New York, NY 10015	
33.	BN Cond. Sale Agreement dated 1-2-81	
34.	Monumental Life Ins. Co.	Insurance Company
35.	Baltimore, MD 21202	
36.	Volunteer State Life Ins. Co.	Insurance Company
37.	Chattanooga, TN 37401	
38.	BN Cond. Sale Agreement dated 12-1-82	
39.	New York Life Insurance Co.	Insurance Company
40.	New York, NY 10010	
41.	Aetna Life Insurance Co.	Insurance Company
42.	Hartford, CT 06156	
43.	The Equitable Life Assurance	Insurance Company
44.	Society of the United States	
45.	New York, NY 10019	
46.	Zurick Insurance Co.	Insurance Company
47.	Schaumburg, IL 60196	
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b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder--bank, broker, holding company, individual or other specified category.

LINE NO.	NAME AND ADDRESS OF HOLDER	TYPE OF HOLDER
1.	BN Cond. Sale Agreement dated 12-1-82	
2.	Union Mutual Life Ins. Co.	Insurance Company
3.	Portland, ME 04122	
4.	Minnesota Mutual Life Ins. Co.	Insurance Company
5.	St. Paul, MN 55101	
6.	Sun Life Assurance Co. of	Insurance Company
7.	Canada (U.S.)	
8.	Wellesley Hills, MA 02181	
9.	Transamerica Life Insurance and	Insurance Company
10.	Annuity Co.	
11.	Los Angeles, CA 90060	
12.	CB&O Cond. Sale Agreement dated 1-15-68	
13.	Michte Co.	State of Michigan
14.	Lansing, MI 48903	
15.	Cust & Co.	Bank & Trust Co. Nominee
16.	Chicago, IL 60693	
17.	Ince & Co.	Trust Co.
18.	New York, NY 10008	
19.	State Farm Life Ins. Co.	Insurance Company
20.	Chicago, IL 60693	
21.	Aid Assoc. for Lutherans	Other Holding Organization
22.	Chicago, IL 60690	
23.	National Life & Acc. Life Ins. Co.	Insurance Company
24.	Nashville, TN 37219	
25.	GN Cond. Sale Agreement dated 6-1-68	
26.	The Franklin Life Ins. Co.	Insurance Company
27.	Springfield, IL 62713	
28.	Provident Life & Acc. Ins. Co.	Insurance Company
29.	Chattanooga, TN 37402	
30.	NP Cond. Sale Agreement dated 1-3-68	
31.	Harlem Savings Bank	Bank
32.	New York, NY 10017	
33.	The Minn. Mutual Life Ins. Co.	Insurance Company
34.	St. Paul, MN 55101	
35.	Modern Woodmen of America	Other Holding Organization
36.	Rock Island, IL 61201	
37.	Mutual Trust Life Ins. Co.	Insurance Company
38.	Oak Brook, IL 60521	
39.	The National Life & Acc. Ins. Co.	Insurance Company
40.	Nashville, TN 37250	
41.	NP Cond. Sale Agreement dated 11-1-69	
42.	Pioneer Mutual Life Ins. Co.	Insurance Company
43.	Fargo, ND 58102	
44.	Cust & Co.	Bank & Trust Co. Nominee
45.	Chicago, IL 60693	
46.	Zande & Co.	Bank Nominee
47.	Philadelphia, PA 19101	
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b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder--bank, broker, holding company, individual or other specified category.

LINE NO.	NAME AND ADDRESS OF HOLDER	TYPE OF HOLDER
1.	SP&S Cond. Sale Agreement dated 2-10-70	
2.	Manufacturers Nat'l Bank of Detroit	Bank
3.	Detroit, MI 48231	
4.	Trussal & Co.	Bank Nominee
5.	Detroit, MI 48232	
6.	State of California	State of California
7.	State Teachers Retirement System	
8.	Sacramento, CA 95809	
9.	State of California	State of California
10.	Public Employees Retirement System	
11.	Sacramento, CA 95809	
12.	SLSF Cond. Sale Agreement dated 1-1-68	
13.	Comptroller of the State of	State of New York
14.	New York in Trust for the Common	
15.	Retirement Fund	
16.	Albany, NY 12225	
17.	Continental Assurance Co.	Insurance Company
18.	Chicago, IL 60690	
19.	Kentres	Bank Nominee
20.	Frankfort, KY 40601	
21.	The Northwestern Nat'l Life Ins. Co.	Insurance Company
22.	Minneapolis, MN 55485	
23.	Traminn & Co.	State of Minnesota
24.	St. Paul, MN 55165	
25.	Union Mutual Life Insurance Company	Insurance Company
26.	Portland, ME 04112	
27.	Virginia Supplemental	State of Virginia
28.	Retirement System	
29.	Richmond, VA 23261	
30.	Woodmen of the World Life	Insurance Company
31.	Insurance Society	
32.	Omaha, NE 68102	
33.	SLSF Cond. Sale Agreement dated 11-15-68	
34.	State of Iowa	State of Iowa
35.	Des Moines, IA 50319	
36.	Treasurer, State of Minnesota for the	State of Minnesota
37.	Teachers' Retirement Fund	
38.	St. Paul, MN 55155	
39.	Treasurer, State of Minnesota for	State of Minnesota
40.	Public Employees Retirement Fund	
41.	St. Paul, MN 55155	
42.	Woodmen of the World Life	Insurance Company
43.	Insurance Society	
44.	Omaha, NE 68102	
45.	American Savings Bank	Bank
46.	New York, NY 10013	
47.	Commonwealth Life Insurance Co.	Insurance Company
48.	Louisville, KY 40232	

b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder--bank, broker, holding company, individual or other specified category.

LINE NO.	NAME AND ADDRESS OF HOLDER	TYPE OF HOLDER
1.	SLSF Cond. Sale Agreement dated 11-15-68	
2.	Franklin Life Insurance Co.	Insurance Company
3.	Stanford, CT 06920	
4.	Kentres	Bank Nominee
5.	Frankfort, KY 40601	
6.	The Minnesota Mutual Life Ins. Co.	Insurance Company
7.	St. Paul, MN 55101	
8.	SLSF Cond. Sale Agreement dated 8-15-69	
9.	Cust & Co.	Bank & Trust Co. Nominee
10.	Chicago, IL 60693	
11.	Kentres	Bank Nominee
12.	Frankfort, KY 40601	
13.	Salkeld & Co.	Trust Co. Nominee
14.	New York, NY 10005	
15.	Virginia Supplemental	State of Virginia
16.	Retirement System	
17.	Richmond, VA 23261	
18.	SLSF Cond. Sale Agreement dated 12-1-69	
19.	Kentres	Bank Nominee
20.	Frankfort, KY 40601	
21.	Sher & Co.	Trust Co. Nominee
22.	New York, NY 10005	
23.	Salkeld & Co.	Trust Co. Nominee
24.	New York, NY 10008	
25.	Virginia Supplemental	State of Virginia
26.	Retirement System	
27.	Richmond, VA 23261	
28.	SLSF Cond. Sale Agreement dated 1-25-70	
29.	Indianapolis Life Insurance Co.	Insurance Company
30.	Indianapolis, IN 46206	
31.	Kentres	Bank Nominee
32.	Frankfort, KY 40601	
33.	Knights of Columbus	Other Holding Organization
34.	New Haven, CT 06510	
35.	Life Insurance Co. of Georgia	Insurance Company
36.	Atlanta, GA 30308	
37.	Peoples Life Insurance Co. of	Insurance Company
38.	Washington, D.C.	
39.	Washington, D.C. 20037	
40.	Public Employees Retirement Assoc.	State of Colorado
41.	of Colorado - School Div.	
42.	Denver, CO 80203	
43.	Public Employees Retirement Assoc.	State of Colorado
44.	of Colorado - State Div.	
45.	Denver, CO 80203	
46.	Shenandoah Life Insurance Co.	Insurance Company
47.	Roanoke, VA 24029	
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b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder--bank, broker, holding company, individual or other specified category.

LINE NO.	NAME AND ADDRESS OF HOLDER	TYPE OF HOLDER
1.	SLSF Cond. Sale Agreement dated 1-25-70	
2.	Treasurer, State of Iowa, Custodian	State of Iowa
3.	& Trustee for Iowa Public Employees	
4.	Retirement System	
5.	Des Moines, IA 50319	
6.	SLSF Cond. Sale Agreement dated 7-1-70	
7.	Public Employees Retirement Assoc.	State of Colorado
8.	of Colorado - School Div.	
9.	Denver, CO 80203	
10.	Public Employees Retirement Assoc.	State of Colorado
11.	of Colorado - State Div.	
12.	Denver, CO 80203	
13.	Protective Life Insurance Co.	Insurance Company
14.	Birmingham, AL 35202	
15.	Kentres	Bank Nominee
16.	Frankfort, KY 40601	
17.	Teachers Retirement System	State of Montana
18.	State of Montana	
19.	Helena, MT 59601	
20.	Treasurer, State of Iowa, Custodian	State of Iowa
21.	& Trustee for Iowa Public Employees	
22.	Retirement System	
23.	Des Moines, IA 50319	
24.	SLSF Cond. Sale Agreement dated 3-1-71	
25.	C. A. England & Co.	Bank Nominee
26.	New York, NY 10008	
27.	Independence Savings Bank	Bank
28.	Brooklyn, NY 11202	
29.	Manbank	Trust Co. Nominee
30.	New York, NY 10008	
31.	Public Employees Retirement Assoc.	State of Colorado
32.	of Colorado - School Div.	
33.	Denver, CO 80203	
34.	Public Employees Retirement Assoc.	State of Colorado
35.	of Colorado - State Div.	
36.	Denver, CO 80203	
37.	SLSF Cond. Sale Agreement dated 5-1-71	
38.	Centerre Bank	Bank
39.	St. Louis, MO 63101	
40.	Manufacturers Bank & Trust Co.	Bank & Trust Company
41.	St. Louis, MO 63104	
42.	SLSF Cond. Sale Agreement dated 10-1-71	
43.	John Hancock Mutual Life Ins. Co.	Insurance Company
44.	Boston, MA 02117	
45.	EMPL & Co.	Trust Co. Nominee
46.	Milwaukee, WI 53201	
47.	Sher & Co.	Bank Nominee
48.	New York, NY 10005	

b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder--bank, broker, holding company, individual or other specified category.

LINE NO.	NAME AND ADDRESS OF HOLDER	TYPE OF HOLDER
1.	SLSF Cond. Sale Agreement dated 3-1-72	
2.	Mercantile Trust Co. N.A.	Trust Company
3.	St. Louis, MO 63166	
4.	Centerre Trust Co.	Trust Company
5.	St. Louis, MO 63101	
6.	SLSF Cond. Sale Agreement dated 12-1-72	
7.	Independence Savings Bank	Bank
8.	Brooklyn, NY 11202	
9.	IRECO	Bank Nominee
10.	Bronx, NY 10463	
11.	Michemp & Co.	State of Michigan
12.	Lansing, MI 48903	
13.	Michtea & Co.	State of Michigan
14.	Lansing, MI 48903	
15.	SLSF Cond. Sale Agreement dated 4-1-74	
16.	Aid Association for Lutherans	Other Holding Organization
17.	Appleton, WI 54911	
18.	G.S.B. & Co.	Bank Nominee
19.	New York, NY 10018	
20.	Life Insurance of Georgia	Insurance Company
21.	Atlanta, GA 30308	
22.	The Philadelphia Savings Fund Society	Other Holding Organization
23.	Philadelphia, PA 19107	
24.	Union Mutual Life Insurance Co.	Insurance Company
25.	Portland, ME 04112	
26.	SLSF Cond. Sale Agreement dated 1-1-75	
27.	Aetna Life Ins. Co.	Insurance Company
28.	Hartford, CT 06156	
29.	Michtea Co.	State of Michigan
30.	Lansing, MI 48901	
31.	Michemp Co.	State of Michigan
32.	Lansing, MI 48901	
33.	The Lincoln Nat'l Life Insurance Co.	Insurance Company
34.	New York, NY 10008	
35.	Indianapolis Life Insurance Co.	Insurance Company
36.	Indianapolis, IN 46206	
37.	State Treas. State of Michigan Cust.	State of Michigan
38.	of Employees Ret. System of the	
39.	School Dist. City of Detroit	
40.	Lansing, MI 48901	
41.	SLSF Cond. Sale Agreement dated 9-15-75	
42.	New England Mutual Life Ins. Co.	Insurance Company
43.	Boston, MA 02117	
44.	Mutual Service Life Ins. Co.	Insurance Company
45.	St. Paul, MN 55104	
46.	SLSF Cond. Sale Agreement dated 1-15-76	
47.	Lincoln National Life Insurance Co.	Insurance Company
48.	New York, NY 10008	

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LINE NO.	NAME AND ADDRESS OF HOLDER	TYPE OF HOLDER
1.	SLSF Cond. Sale Agreement dated 1-15-76	
2.	Michtea Co.	State of Michigan
3.	Lansing, MI 48901	
4.	Equitable Life Insurance Co. of Iowa	Insurance Company
5.	Des Moines, IA 50306	
6.	American Mutual Life Insurance Co.	Insurance Company
7.	Des Moines, IA 50307	
8.	Guarantee Mutual Life Co.	Insurance Company
9.	Omaha, NE 68114	
10.	Independence Savings Bank	Bank
11.	Brooklyn, NY 11202	
12.	Mutual Security Life Ins. Co.	Insurance Company
13.	Fort Wayne, IN 46005	
14.	SLSF Cond. Sale Agreement dated 6-1-76	
15.	United Farm Bureau Family Life	Insurance Company
16.	Insurance Company	
17.	Indianapolis, IN 46204	
18.	American Mutual Life Insurance Co.	Insurance Company
19.	Des Moines, IA 50307	
20.	Indianapolis Life Insurance Company	Insurance Company
21.	Indianapolis, IN 46206	
22.	Southern Life and Health Insurance Co.	Insurance Company
23.	Birmingham, AL 35201	
24.	Equitable Life Insurance Co. of Iowa	Insurance Company
25.	Des Moines, IA 50306	
26.	Shenandoah Life Insurance Co.	Insurance Company
27.	Roanoke, VA 24029	
28.	SLSF Cond. Sale Agreement dated 11-15-76	
29.	Aetna Life Insurance Co.	Insurance Company
30.	Hartford, CT 06156	
31.	The Lincoln National Life Ins. Co.	Insurance Company
32.	Fort Wayne, IN 46801	
33.	Business Men's Assurance Co.	Insurance Company
34.	of America	
35.	Kansas City, MO 64141	
36.	Cust & Co.	Bank & Trust Co. Nominee
37.	Bloomington, IL 61701	
38.	Liberty Life Insurance Co.	Insurance Company
39.	Greenville, SC 29602	
40.	State Board of Adm. of Florida	State of Florida
41.	Tallahassee, FL 32304	
42.	SLSF Cond. Sale Agreement dated 4-1-77	
43.	Metropolitan Life Insurance Co.	Insurance Company
44.	New York, NY 10010	
45.	SLSF Cond. Sale Agreement dated 1-1-78	
46.	State Mutual Life Assurance Co.	Insurance Company
47.	of America	
48.	Worcester, MA 01605	

b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder--bank, broker, holding company, individual or other specified category.

LINE NO.	NAME AND ADDRESS OF HOLDER	TYPE OF HOLDER
1.	SLSF Cond. Sale Agreement dated 1-1-78	
2.	Aid Association for Lutherans	Other Holding Organization
3.	Appleton, WI 54919	
4.	Country Life Ins. Co.	Insurance Company
5.	Bloomington, IL 61701	
6.	Hanseco Insurance Co.	Insurance Company
7.	Boston, MA 02117	
8.	The Union Labor Life Insurance Co.	Insurance Company
9.	New York, NY 10043	
10.	United Farm Bureau Family Life	Insurance Company
11.	Insurance Co.	
12.	Indianapolis, IN 46204	
13.	SLSF Cond. Sale Agreement dated 12-1-78	
14.	Indianapolis Life Insurance Company	Insurance Company
15.	Indianapolis, IN 46206	
16.	Lutheran Brotherhood	Insurance Company
17.	Minneapolis, MN 55402	
18.	Nationwide Life Insurance Co.	Insurance Company
19.	Columbus, OH 43216	
20.	SLSF Cond. Sale Agreement dated 1-1-80	
21.	Horace Mann Life Insurance Co.	Insurance Company
22.	Philadelphia, PA 19101	
23.	The Midland Mutual Life Insurance Co.	Insurance Company
24.	Columbus, OH 43215	
25.	The Minnesota Mutual Life Ins. Co.	Insurance Company
26.	St. Paul, MN 55101	
27.	Mutual Security Life Insurance Co.	Insurance Company
28.	Ft. Wayne, IN 46805	
29.	Mutual Trust Life Insurance Co.	Insurance Company
30.	Oak Brook, IL 60521	
31.	Pan-American Life Insurance Co.	Insurance Company
32.	New Orleans, LA 70160	
33.	Pilot Life Insurance Company	Insurance Company
34.	Greensboro, NC 27420	
35.	Standard Insurance Co.	Insurance Company
36.	Portland, OR 97207	
37.	SLSF Cond. Sale Agreement dated 7-1-80	
38.	American States Life Insurance Company	Insurance Company
39.	Indianapolis, IN 46207	
40.	IDS Life Insurance Company	Insurance Company
41.	Minneapolis, MN 55402	
42.	National Life Insurance Co.	Insurance Company
43.	Montpelier, VT 05602	
44.	New England General Life Insurance Co.	Insurance Company
45.	Boston, MA 02117	
46.	State of Wisconsin Investment Board	State of Wisconsin
47.	Madison, WI 53707	
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b. With respect to each holder of more than five percent of each issue reported, provide the name, address, and type of holder--bank, broker, holding company, individual or other specified category.

LINE NO.	NAME AND ADDRESS OF HOLDER	TYPE OF HOLDER
1.	SLSF Cond. Sale Agreement dated 7-1-80	
2.	The Union Central Life Insurance Co.	Insurance Company
3.	Cincinnati, OH 45201	
4.	FWD Cond Sale Agreement dated 11-15-74	
5.	Bankers Life Co.	Insurance Co.
6.	Des Moines, IA 50307	
7.	Jefferson Standard Life Insurance Co.	Insurance Co.
8.	Greensboro, NC 27420	
9.	Aid Association for Lutherans	Other Holding Organization
10.	Appleton, WI 54919	
11.	American Lutheran Church	Other Holding Organization
12.	Minneapolis, MN 55415	
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SCHEDULE 512—TRANSACTIONS BETWEEN RESPONDENT AND COMPANIES OR PERSONS AFFILIATED WITH RESPONDENT FOR SERVICES RECEIVED OR PROVIDED

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

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

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

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

The respondent may be required to furnish as an attachment to Schedule 512 a balance sheet and income statement for each affiliate with which respondent carrier had reportable transactions dur-

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

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

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

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

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

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

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

Line No.	Name of company or related party with percent of gross income (a)	%	Nature of relationship (b)	Description of transactions (c)	Dollar amounts of transactions (d)	Amount due from or to related parties (e)
1	Burlington Equipment Co.	100	Direct	Advance for Cond. Sale	6394	6394 R
2	BN Dock Corporation	100	Direct	Operating Service	526	526 R
3	BN Transport Inc.	100	Direct	Lease Bldgs.	278	278 R
4	BN Transport Inc.	100	Direct	Handling Company Material	1417	1417 P
5	Clarkland Inc.	100	Direct	Sale of Ballast	80	80 P
6	Western Fruit Express Co.	100	Direct	Purchase of Equipment	321	321 P
8	Winona Bridge Ry. Co.	66.7	Direct	Labor and Materials		
9				replacing caps & piling	70	70 P
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						
21						
22						
23						
24						
25						

INSTRUCTIONS CONCERNING RETURNS IN SCHEDULE 700

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

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

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

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

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

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

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

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

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

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

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

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

In classifying the line between *main* and *branch* (column (c)), use the distinction usually followed by respondent. Branch lines are distinguished from industrial tracks or yard tracks and sidings in that branch lines serve one or more stations beyond the point of junction with the main line or another branch line and to or from which stations train service, or its equivalent, is performed.

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

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

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

Class (5) includes all tracks operated and maintained by others but over which the respondent has the right to operate some or all of its trains. In the 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.

Switching and terminal companies leave column (c) (Miles of Branch Lines) blank. They should prepare also the following schedule for tracks operated at cost for joint benefit.

700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Class	Proportion owned or leased by respondent	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, turnouts			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
1	1	100	M	16 233	1 856	68	2 392	1 686	4 440	26 675
2	1J	3/4	M						6	6
3	1J	2/3	M						21	21
4	1J	1/2	M	245	1		32	37	133	448
5	1J	2/5	M						8	8
6	1J	1/3	M	5	5		1	6	33	50
7	1J	1/4	M						22	22
8	1J	1/6	M							1
9	1J	1/12	M							1
10	Total 1J Main			250	6		33	45	223	557
11	Total 1 & 1J Main			16 483	1 862	68	2 425	1 731	4 663	27 232
12										
13	1	100	B	9 334	6		383	924	351	10 998
14	1J	1/2	B	109			9	37	19	174
15	1J	1/3	B					1	7	8
16	1J	1/4	B						36	36
17	1J	1/5	B						1	1
18	Total 1J Branch			109			9	38	63	219
19	Total 1 & 1J Branch			9 443	6		392	962	414	11 217
20	Total Main & Branch			25 926	1 868	68	2 817	2 693	5 077	38 449
21										
22	2		M	263			31	22	51	367
23	2J		M						3	3
24	Total 2 & 2J Main			263			31	22	54	370
25										
26	2		B	31			1	9	12	53
27	2J		B	2				1		3
28	Total 2 & 2J Branch			33			1	10	12	56
29	Total Main & Branch			296			32	32	66	426
30										
31	3B	100	M	63	2		12	2	30	109
32	3B	100	B	148			19	13	6	186
33	Total Main & Branch			211	2		31	15	36	295
34										
35	4B	100	M	495			2	1		498
36	4B		B	502						502
37	Total Main & Branch			997			2	1		1 000
38										
39	5	100	M	701	287	2	76	39	132	1 237
40	5	100	B	806	25		33	26	25	915
41	Total Main & Branch			1 507	312	2	109	65	157	2 152
42										
43										
44										
45										
46										
47										
48										
49										
50										
51										
52										
53										
54										
55	Total Main Line		XXX	18 005	2 151	70	2 546	1 795	4 879	29 446
56	Total Branch Lines		XXX	10 932	31		445	1 011	457	12 876
57	Grand Total		XXX	28 937	2 182	70	2 991	2 806	5 336	42 322
58	Miles of road or track electrified included in preceding grand total		XXX							

701. 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	1J	Line "D"	M						1	1
2	1	Spur	M						2	2
3	1	MILW	M						1	1
4										
5										
6										
7										
8										
9										
10										
11										
12										
13										
14										
15		Total	XXX						4	4

Note: Mileage is stated in whole miles.

Lines

1. Joint ownership with Soo Line RR Co., which company operates and maintains property on line "D" in Minneapolis, Minnesota.
2. Leased to and operated by Union Pacific RR Co., which company pays taxes and maintains property in Spokane, Washington.
3. CMStP&P RR Co. operates yard tracks under agreement at Council Bluffs, Iowa.

700. MILEAGE OPERATED AT CLOSE OF YEAR

700. MILEAGE OPERATED AT CLOSE OF YEAR										
Line No.	Class	Proportion owned or leased by respondent	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, turnouts			
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
1				CANADIAN MILEAGE INCLUDED IN LINES 1 THRU 57						
2	1	100	M	34	10		4	1	30	79
3	1	100	B	89			2	5	3	99
4	1J	1/2	B	4						4
5	Total 1 & 1J Branch			93			2	5	3	103
6	Total Main & Branch			127	10		6	6	33	182
7										
8	2		B	4				1	5	10
9	5	100	M	67	2		4	5		78
10	5	100	B	9			3	1	11	24
11	Total Main & Branch			76	2		7	6	11	102
12										
13	Grand Total									
14	Canadian Mileage			207	12		13	13	49	294
15										

702. MILES OF ROAD AT CLOSE OF YEAR—BY STATES AND TERRITORIES (SINGLE TRACK)
(For other than switching and terminal companies)

Give particulars, as of the close of the year, of all road operated and of all owned but not operated. The respondent's proportion of operated road held by it as joint or common owner, or under a joint lease, or under any joint arrangement, should be shown in columns (b), (c), (e), or (f), as may be

appropriate. The remainder of jointly operated mileage should be shown in column (g). Respondent's proportion of road jointly owned, not operated, should be shown in columns (i) and (j), as may be appropriate. Tracks which have been permanently abandoned should not be included in columns (i) and (j).

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

Line No.	State or territory (a)	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	Alabama	459	20				5	484			
2	Arkansas	302	106					408			
3	California	66	33				1	100			
4	Colorado	459	183				126	768			
5	Florida	44						44			
6	Idaho	163	249				52	464			
7	Illinois	896	361				202	1 459			
8	Iowa	452	191		100	42	121	906			
9	Kansas	464	178				61	703			
10	Kentucky						12	12			
11	Minnesota	1 627	997				94	2 718			
12	Mississippi	180						180			
13	Missouri	1 449	323				40	1 812			
14	Montana	2 312	1 035		52	78		3 477			
15	Nebraska	1 409	1 162				7	2 578			
16	New Mexico	83						83			
17	North Dakota	1 107	2 146			103	76	3 432			
18	Oklahoma	786	389				61	1 236			
19	Oregon	199	65	329			82	675			
20	South Dakota	62	333			763	24	1 182			
21	Tennessee	16						16			
22	Texas	1 055			11	11	279	1 356			
23	Washington	1 505	1 472	14	48		311	3 350			
24	Wisconsin	332	1				2	335			
25	Wyoming	898	54					952			
26	British Columbia	34	91				9	134			
26	Manitoba			4			69	73			
27											
28											
29											
30											
31	Total Mileage (single track)	16 359	9 389	347	211	997	1 634	28 937			

705. 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 whole mile adjusted to accord with footings, i.e.: counting one-half mile and over as a whole mile and disregarding any fraction less than one-half mile.

1. For each railroad property used in respondent's transportation service, show all increases and decreases in mileage, classifying the changes in the tables below as follows:

(Class 1) Line owned by respondent.

(Class 2) Line owned by proprietary companies.

(Class 3) Line operated under lease for a specified sum.

(Class 4) Line operated under contract or agreement for contingent rent.

(Class 5) Line operated under trackage rights.

2. For changes in miles of road, give dates of beginning or abandonment of operations. Any certificates of convenience and necessity, issued under 10901 of the Interstate Commerce Act should make reference to such authority by docket number 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	Main (M) or branch (B) line	Running Tracks, Passing Tracks, Cross-Overs, Etc.				Miles of way switching tracks	Miles of yard switching tracks	Total	Remarks
			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	M		9		75	9	36	129	
2	1	B	3			4	2	7	16	
3	3	M		2					2	
4	3	B	100			15	7	6	128	
5	4	M	484						484	
6	4	B	67						67	
7	5	M	26						26	
8	5	B	52						52	
9										
10										
11										
12										
13	Total Increase		732	11		94	18	49	904	

DECREASES IN MILEAGE

14	1	M	57	35		21	28	45	186	
15	1	B	664			11	36	8	719	
16	3	M	5						5	
17	5	M	28	2	1	2	1		34	
18	5	B	274			2	10	6	292	
19										
20										
21										
22										
23										
24										
25	Total Decrease		1028	37	1	36	75	59	1236	

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 None Miles of road abandoned 589.15

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 705IncreasesSegment or Location

.66	Sterling-Union, CO - Records Correction
*14.96	Elk Point-Canton, SD - SD Mileage
*34.91	Elk Point-Canton, SD - Iowa Mileage
*78.31	Ortonville, MN-Terry, MT - Mont. Mileage
*102.51	Ortonville, MN-Terry, MT - ND Mileage
*303.08	Ortonville, MN-Terry, MT - SD Mileage
25.09	Appleton-Ortonville, MN - Trackage Rights
16.90	Beresford Jct.-Beresford, SD - Track purchased by Soo Valley Reg. Rail Authority and operated under contract with Soo Valley.
.75	Beresford Jct.-Beresford, SD - Soo Valley Regional Rail - Correction of Records
.04	Denver, CO - Add Track
.02	Belmont, NE - Add Track
.07	Belvidere, NE - Add Trackage Rights
***99.99	Bayard-Council Bluffs, IA - Leased with C.M.St.P&P
.02	Bayard-Council Bluffs, IA - Add Trackage Rights
.03	Bayard-Council Bluffs, IA - Add Trackage Rights
.06	Willows-Granite City, IL - Trackage Rights
3.00	Various States-Records Correction
51.76	Tulsa-Muskogee, OK - Trackage Rights over MoPac
732.16	Total Increases in Mileage of Road Operated

DecreasesSegment or LocationDate Finance Docket No.

.71	Bushnell-Roseville, IL - Converted Branch to Sidetrack		
1.39	Vermont-Astoria, IL - Converted Branch to Sidetrack		
1.92	Burlington-Medapolis, IA - Converted Branch to Sidetrack		
1.60	Livingston-Brisbin, MT - Converted Branch to Sidetrack		
3.41	Barnesville-Downer, MN - Converted Branch to Sidetrack		
10.87	Quanah-Paducah, TX - Correction to Acquisition by Merger		
**12.43	Edgar-Nelson, NE - Abandonment	1-6-82	AB-6 Sub. 87F
**14.72	Bigelow-Maitland, MO - Abandonment	1-6-82	AB-6 Sub. 102F
**36.39	Sioux Falls-Irene, SD - Abandonment	1-8-82	AB-6 Sub. 101F
**15.22	Villisca-Clarinda, IA - Abandonment	1-9-82	AB-6 Sub. 106F
**18.30	Glasgow-Glasgow Air Base, MT - Abandonment	2-18-82	AB-6 Sub. 100F
**34.64	Silesia-Red Lodge, MT - Abandonment	2-25-82	AB-6 Sub. 52F
1.16	Edgar-Nelson, NE - Converted Branch to Sidetrack		
45.00	Colorado State Line-Seibert, CO - Cancelled Trackage Rights-R.I.		
.12	Denver, CO - Cancelled Trackage Rights-D&RGW		
61.50	Gem, KS - CO State Line - Cancelled Trackage Rights-R.I.		
54.60	CB&Q Jct. - Gem, KS - Cancelled Trackage Rights - R.I.		
25.50	Phillipsburg - Almena, KS - Cancelled Trackage Rights - R.I.		
13.79	Denver-Burns Jct., CO - Correction of Records - Trackage Rights		
9.05	Wendover-Guernsey, WY - Correction of Records		

Continued on Page 80-A

NOTES AND REMARKS

Decreases	Segment or Location	Date	Finance Docket No.
.56	Denver-Utah Jct., CO - Correction of Records		
.64	Denver, CO - Correction of Records - DUT Ry.		
**16.73	Centerville-State Line, IA - Abandonment	3-17-82	AB-6 Sub. 103F
**69.63	State Line-Alexandria, MO - Abandonment	3-17-82	AB-6 Sub. 103F
**41.38	West Quincy-Knox, MO - Abandonment	4-1-82	AB-6 Sub. 69F
**19.00	Winfield-State Line, KS - Abandonment	6-1-82	AB-6 Sub. 110F
**62.42	State Line-Steen, OK - Abandonment	6-1-82	AB-6 Sub. 110F
**14.58	Wilcox-Huntley, NE - Abandonment	4-28-82	AB-6 Sub. 109F
**9.49	Key West-E. Grand Forks, MN - Abandonment	5-3-82	Docket 29846
**1.04	West Duluth, MN - Abandonment	5-17-82	Docket 29868
**9.99	Veazy-Cascade Jct., WA - Abandonment	5-26-82	AB-6 Sub. 107F
**23.85	Madill-Ardmore, OK - Abandonment	6-1-82	AB-6 Sub. 111F
**15.49	Corning-Tarkio, MO - Abandonment	6-7-82	AB-6 Sub. 105F
**5.30	Ortin-Lake Kapowsin, WA - Abandonment	6-15-82	Docket 29892
**27.72	Wolford-Dunseith, ND - Abandonment	7-1-82	AB-6 Sub. 104F
.86	Boulder, CO - Cancelled Trackage Rights-UP		
2.21	Greeley, CO - Cancelled Trackage Rights-UP		
.02	Belvidere, NE - Remove Track		
**5.28	Odell Jct. - State Line, NE - Abandonment		AB-6 Sub. 114F
**65.45	State Line - Concordia, KS - Abandonment		AB-6 Sub. 114F
**4.47	Payne-State Line, IA - Abandonment		Docket 29987
** .21	State Line-Neb. City, NE - Abandonment		Docket 29987
**33.73	Montana City-Basin, MT - Abandonment		AB-6 Sub. 118F
.26	St. Louis, MO - Correction of Records		
.65	E. St. Louis-E. Alton, IL - Trackage Rights		
**5.57	Lass-Garden Plain, IL - Abandonment		AB-6 Sub. 115F
**1.24	Wentworth, SD - Abandonment	9-8-82	Docket 29978
.38	Princeton, MN - Track Removal		AFE 79-94
**11.78	White Bear Lake-Stillwater, MN - Abandonment	10-8-82	AB-6 Sub. 120F
3.82	Yankton, SD - Records Correction		
.37	Esmond, ND - Track Removal		AFE 80-340
.73	E. Grand Forks, MN - Grand Forks, ND - Track Removal		AFE 80-340
2.30	E. Grand Forks-State Line, MN - Converted Branch to Sidetrack		
2.43	State Line-Grand Forks, ND - Converted Branch to Sidetrack		
**7.04	Rolla-St. John, ND - Abandonment	8-15-82	AB-6 Sub. 117F
**6.06	Casselton-Amenia, ND - Abandonment	8-25-82	Docket 29914
88.46	Wistler-Antlers, OK - Correction 1981 Abandonment		
6.57	N. Miami-Pincher, OK - Track Removal		AFE 51213
26.03	S. Denver-Pueblo Jct., CO - Correction of Records-AT&SF		
17.30	Oronoke Jct.-Almena Jct., KS - Correction of Records-CRI&P		
.38	Belt Line-Waxahachie, TX - Records Correction		
.21	MP O.O - TX - N. Mexico State Line - Records Correction		
.89	Valley Jct.-Abilene, TX - Records Correction		
5.00	Fort Worth, TX - Cancelled Lease - CRI&P		
4.99	Kansas City, MO - Cancelled Trackage Rights - KCT		
42.90	Henryetta-Muskogee, OK - Cancelled Trackage Rights - T&P		
1027.73	Total Decreases in Miles of Road Operated		

* Track purchased by the State of South Dakota and operated under contract with South Dakota

** Miles of road abandoned 589.15

*** The 99.9 increase in mileage on the Bayard-Council Bluffs Line represents a purchase by Shipper Consortium of the line from the Milw (C.M.St.P&P) and subsequent lease to BN RR.

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INSTRUCTIONS CONCERNING RETURNS IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.

2. In column (c) give the number of units purchased new or built in company shops. In column (d) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.

3. Units leased to others for a period of one year or more are reportable in column (1); 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 13 under "Auxiliary units".

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

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

710. 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 retired from service of respondent whether owned or leased, including reclassification	Units at Close of Year				
			Units installed					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 other
			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)
Locomotive Units												
1	Diesel-Freightunits	2 072		53		365	258	844	1 388	2 232	(H.P.) 6 519 450	
2	Diesel-passengerunits	25							*25	25	60 000	
3	Diesel-multiple purposeunits	853				22	278	597		597	1 000 250	
4	Diesel-switchingunits	456					81	371	4	375	439 600	1
5	Total (lines 1 to 4).....units	3 406		53		387	617	1 812	1 417	3 229	8 019 300	1
6	Electric-Locomotives											
7	Other self powered units.....	3 406		53		387	617	1 812	1 417	3 229	8 019 300	1
8	Total (lines 5, 6 and 7)	3						3		3	xxxx	
9	Auxiliary units											
10	Total locomotive units (lines 8 and 9)	3 409		53		387	617	1 815	1 417	3 232	xxxxx	1

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

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

(lines 9, 10 and 11)		During Calendar Year										
Line No.	Type or design of units	Before Jan. 1, 1960	Between Jan. 1, 1960, and Dec. 31, 1964	Between Jan. 1, 1965, and Dec. 31, 1969	Between Jan. 1, 1970, and Dec. 31, 1974	Between Jan. 1, 1975 and Dec. 31, 1979	1980	1981	1982	1983	1984	TOTAL
		(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
11	Diesel _____	817	163	350	704	797	290	55	53			3 229
12	Electric _____											
13	Other self-powered units _____											
14	Total (lines 11 to 13) _____	817	163	350	704	797	290	55	53			3 229
15	Auxiliary units _____	3										3
16	Total Locomotive Units (lines 14 and 15) _____	820	163	350	704	797	290	55	53			3 232

Road Initials:

BNRR

Year 19 82

710. INVENTORY OF EQUIPMENT—Continued

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

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 re-written 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											
	Non-Self-Propelled											
17	Coaches [PA, PB, PBO]	143					2		141	141	20 168	
18	Combined cars											
	[All class C, except CSB]											
19	Parlor cars [PBC, PC, PL, PO]											
20	Sleeping cars [PS, PT, PAS, PDS]											
21	Dining, grill and tavern cars											
22	[All class D, PD]	1					1				XXXX	
23	Non-passenger carrying cars											
	[All class B, CSB, M, PSA, IA]	6					4	2		2	XXXX	
24	Total (lines 21 to 27)	150					7	2	**141	*143	20 168	
	Self-Propelled Rail Motorcars											
25	Electric passenger cars											
	[EP, ET]											
26	Electric combined cars [EC]											
27	Internal combustion rail motorcars											
	[ED, EG]											
28	Other self-propelled cars											
	Specify types:											
29	Total (lines 29 to 32)											
30	Total (lines 28 and 33)	150					7	2	141	143	20 168	
	COMPANY SERVICE CARS											
31	Business cars [PV]	9				2		11		11	XXXX	
32	Boarding outfit cars [MWX]	920				278	81	1 117		1 117	XXXX	
33	Derrick and snow removal cars											
	[MWU, MWV, MWW, MWK]	220				5	7	215	3	218	XXXX	
34	Dump and ballast cars [MWB, MWD]	758	240			37	80	955		955	XXXXX	
35	Other maintenance and service equipment cars	6 702	2	2		450	749	6 405	2	6 407	XXXX	
36	Total (lines 35 to 39)	8 609	242	2		772	917	8 703	5	8 708	XXXX	

* 141 cars are assigned to suburban service, balance of cars are for sale or conversion.

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

710. INVENTORY OF EQUIPMENT—Continued

Instructions for reporting freight-train car data:

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In column (d) give the number of units purchased or built in company shops. In column (e) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.

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

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

Line No.	Class of equipment and car designations	Units in service of respondent at beginning of year		Changes During the Year			
		Time-mileage cars	All others	Units Installed			
				New units purchased or built ¹	New or rebuilt units leased from others ¹	Rebuilt units acquired and rebuilt units rewritten into property accounts ¹	All other units, including reclassification and second hand units purchased or leased from others
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
	FREIGHT TRAIN CARS						
37	Plain Box Cars - 40' (B100-129)	11 363					590
38	Plain Box Cars - 50' (B200-229; B300-329)	12 967					313
39	Equipped Box Cars (All Code A)	10 611					170
40	Plain Gondola Cars (G092-392; G401-492)	7 543					165
41	Equipped Gondola Cars (All Codes C and E)	2 650					53
42	Covered Hopper Cars (L151-154; 251-254; 351-354; 451-454; 551-554; 651-654; 751-754)	23 816			180		610
43	Open Top Hopper Cars- General Service (All Code H)	13 016					1 327
44	Open Top Hopper Cars- Special Service (All Codes J and K)	4 590					19
45	Refrigerator Cars - Non-mechanical (R100, 101, 102, 103, 105, 106, 107, 108, 109, 113, 114, 115, 116, R200, 201, 202, 203, 205, 206, 207, 208, 209, 213, 214, 215, 216)	4 698	622				436
46	Refrigerator Cars - Mechanical (R104, 110, 111, 112, 117, 118, R204, 210, 211, 212, 217, 218)	3 096					
47	Flat Cars - TOFC/COFC (F071-078; F871-978; F771-778)	162					
48	Flat Cars - Multi-level (All Code V)						
49	Flat Cars - General Service (F101-109; F201-209)	2 160					243
50	Flat Cars - Other (F111-189; 211-289; 301-389; 401-540)	3 766					30
51	Tank Cars - Under 22,000 Gallons (T-0, T-1, T-2, T-3, T-4, T-5)	25					
52	Tank Cars - 22,000 Gallons & Over (T-6, T-7, T-8, T-9)	227					10
53	All Other Freight Cars (F191-199; 291; 391; L006-048; L070, L080, L090 - All "L" with second numeric 6; L161-L764; T-770; All Class S)	2 230	1 814				21
54	Total (lines 41 to 57)	102 920	2 436		180		3 987
55	Caboose (All N)	XXXX	1 480				172
56	Total (lines 58, 59)	102 920	3 916		180		4 159

710. INVENTORY OF EQUIPMENT—Continued

4. Column (m) should show aggregate capacity for all units reported in columns (k) and (l), as follows: for freight-train cars, report the nominal capacity (in tons of 2,000 lbs) as provided for in Rule 86 of the AAR Code of Rules Governing Cars in Interchange. Convert the capacity of tank cars to capacity in tons of the commodity which the car is intended to carry customarily.

5. Time-mileage cars refers to freight cars, other than cabooses, owned or held under lease arrangement, whose interline rental is settled on a per diem and line haul mileage basis under "Code of Car Hire Rules" or would be so settled if used by another railroad.

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

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	
			Time-mileage cars	All other			
Units retired from service of respondent whether owned or leased in- cluding re- classification	(i)	(j)	(k)	(l)	(m)	(n)	
(h)	(i)	(j)	(k)	(l)	(m)	(n)	
3 415	7 413	1 125	8 538		468 811		37
886	10 349	2 045	12 394		837 948		38
845	9 445	491	9 936		706 717		39
633	6 298	777	7 075		608 956		40
116	2 496	91	2 587		243 044		41
							42
1 210	22 115	1 281	23 396		2 218 552		43
1 924	9 786	2 633	12 419		1 195 088		44
1 284	2 914	411	3 325		274 484		45
							46
893	4 063	800	4 583	280	354 299		47
199	1 340	1 557	2 897		193 686		48
57	105		105		6 938		49
							50
504	1 899		1 899		120 105		51
92	3 628	76	3 704		291 794		52
1	4	20	24		2 035		53
10	227		227		21 567		54
							55
871	3 165	29	1 487	1 707	217 714	198	56
12 940	85 247	11 336	94 596	1 987	7 761 738	198	57
220	1 432		xxxx	1 432	xxxxxxxxxxx		58
13 160	86 679	11 336	94 596	3 419	7 761 738	198	59

710. INVENTORY OF EQUIPMENT—Concluded

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			
		Per diem	All other	Units Installed			
				New units purchased or built	New units leased from others	Rebuilt units acquired and rebuilt units re-written into property accounts	All other units, including reclassification and second hand units purchased or leased from others
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
	FLOATING EQUIPMENT						
57	Self-propelled vessels {Tugboats, car ferries, etc.}	X X X X					
58	Non-self-propelled vessels {Car floats, lighters, etc.}	X X X X	2				
59	Total (lines 57 and 58)	X X X X	2				
	HIGHWAY REVENUE EQUIPMENT						
60	Bogie-chassis		59				
61	Dry van	1 993					
62	Flat bed						
63	Open top						
64	Mechanical refrigerator	19					
65	Bulk						
66	Insulated	584					
67	Platform removable sides						
68	Other trailer or container						
69	Tractor						
70	Truck						
71	Total (lines 60 to 71)	2 596	59				

NOTES AND REMARKS

710. 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.
Units retired from service of respondent whether owned or leased, including reclassification	Owned and used	Leased from others	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col. (k) & (l) (see ins. 4)	Leased to others	
			Pier diem	All other			
(h)	(i)	(j)	(k)	(l)	(m)	(n)	
			XXXX				57
	2		XXXX	2			58
	2		XXXX	2			59
6	26	27		53	1 167		60
48	19	1 926	1 945		57 298		61
							62
14	5		5		138		63
							64
5	2	577	579		16 786		65
							66
							67
							68
							69
73	52	2 530	2 529	53	75 389		70
							71

NOTES AND REMARKS

710-S. 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 710; locomotive units should be identified as to power source, wheel arrangement, and horsepower per unit; such as Multiple purpose diesel locomotive A units (B-B), 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 710.

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

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

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

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

7. 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	Work Equipment - 1982 Report				
2	Air Dumps M 120	40	151	2 725	P
3	Scale Test Cars M 280	2	110	198	P
4	O. T. Hoppers	200	5 470	7 261	P
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20					
21					
22					
23					
24					
25	TOTAL	242	XXXX	10 184	XXXX

REBUILT UNITS

26					
27					
28					
29					
30					
31					
32					
33					
34					
35					
36					
37					
38	TOTAL		XXXX		XXXX
39	GRAND TOTAL	242	XXXX	10 184	XXXX

NOTES AND REMARKS

715. 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 line 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 _____			59
2	Number installed during the year _____			0
3	Number retired during the year _____			6
4	Number available at close of year _____			53
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 _____	4	47	
17	Number installed during the year _____		91	
18	Number retired during the year _____		17	
19	Number available at close of year _____	4	121	

*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

715. 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.
	2 596					1
	-					2
	67					3
	2 529					4
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX		5
XXXXXX		XXXXXX			XXXXXX	6
XXXXXX				XXXXXX	XXXXXX	7
						8
						9
XXXXXX	XXXXXX	XXXXXX	XXXXXX		XXXXXX	10
XXXXXX	XXXXXX	XXXXXX	XXXXXX		XXXXXX	11
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	12
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	13
XXXXXX	XXXXXX	XXXXXX	XXXXXX		XXXXXX	14
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	15
	138	18	111	3 689		16
	10	44		924		17
	18	2	1	437		18
	130	60	110	4 176		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	None	XXXXXX	20
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	21
XXXXXX	XXXXXX	XXXXXX	XXXXXX	None	XXXXXX	22
XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	XXXXXX	23

716. 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 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 in-

terest 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.		December 27, 1929
2	6775 East Evans Avenue		
3	P.O.Box 22694-Wellshire Station		
4	Denver, Colorado 80222		
5			
6	Frisco Transportation Company		November 21, 1980
7	422 West Chase		
8	Springfield, Missouri 65803		
9			
10			
11			
12			
13			
14			
15			
16			
17			
18			
19			
20			
21			
22			
23			
24			
25			

GENERAL INSTRUCTIONS FOR PREPARING SCHEDULES 720, 721, 723, 726, 727, and 728

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

*Track category

- A - Freight density of 20 million or more gross ton-miles per mile per year (including track over which passenger service is provided—see Category F).
- B - Freight density of less than 20 million gross ton-miles per mile per year but at least 5 million (does not include track over which passenger service is provided—see Category F).
- C - Freight density of less than 5 million gross ton-miles per mile per year but at least 1 million (does not include track over which passenger service is provided—see Category F).
- D - Freight density of less than 1 million gross ton-miles per year (does not include track over which passenger service is provided—see Category F).
- E - Way and yard switching tracks (passing tracks, crossovers and turnouts shall be included in appropriate Category A, B, C, D, F, and Potential Abandonments, as appropriate).

F - Track over which any passenger service is provided (other than potential abandonments); however, if annual freight traffic density is greater than 20 million gross ton-miles per mile per year, the track shall be included in Track Category A.

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

2. These schedules shall only include those lines maintained by the reporting carrier. It shall not include track maintained by others over which the reporting carrier has trackage rights.

3. If, for two consecutive years, a line segment classified in one track category maintains a traffic density which would place it in another, it shall be reclassified into that category as of the beginning of the second year.

4. Traffic density related to passenger service shall not be included in the determination of the track category of a line segment.

Note: For line segments containing more than single tracks, the total density over the route shall be used to determine track category.

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

720. TRACK AND TRAFFIC CONDITIONS

1. Disclose the requested information pertaining to track and traffic conditions.
2. Average speed reduction per slow order mile in column (e) shall be based on reduction from the maximum authorized timetable train speeds.

3. Miles under slow order in column (f) shall not include those due to ongoing maintenance, or other temporary track conditions such as floods or derailments.

*Main Track Only

Line No.	Track category (a)	Mileage of tracks at end of period (b)	Average annual traffic density in millions of gross ton-miles per mile** (c)	Average running speed limit (d)	Average speed reduction per slow order track mile (e)	Track miles under slow orders at end of period (f)
1	A	8 206	32.2	53.7	15.5	175.2
2	B	6 250	11.0	50.7	16.2	32.0
3	C	4 665	2.9	35.4	15.0	26.7
4	D	8 456	0.2	27.7	9.7	139.7
5	E	8 150	XXXXXXX	XXXXX	XXXXX	
6	F	1 558	XXXXXXX	XXXXX	XXXXX	7.4
7	Potential abandonments	1 885		18.8		68.3
8	Total	39 170	11.4	41.1	13.5	449.3

721. TIES LAID IN REPLACEMENT

- (1) Disclose the requested information concerning ties laid in replacement.
- (2) In column (j), report the total board feet of switch and bridge ties laid in replacement.
- (3) The term "spot maintenance" in column (k) means repairs to track components during routing inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "% of Spot Maintenance" refers to the percentage of total ties or board feet laid in replacement considered to be spot maintenance.

(9) The average cost per tie should include transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply storage and seasoning yards, and in the case of treating ties, also the cost of handling at treating plants and the cost of treatment. The cost of

unloading, hauling over carriers own lines and placing the ties in tracks, and of train service other than that necessary in connection with loading or treatment, should not be included in this schedule.

Line No.	Track Category (a)	Number of cross-ties laid in replacement							Total (i)	Switch and Bridge Ties (Board feet) (j)	Cross-ties Switch and Bridge Ties
		New Ties				Second-hand ties					% of Spot Maintenance (k)
		Wooden		Concrete (d)	Other (e)	Wooden		Other (h)			
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)				
1	A	42 233				1 572			1 443 805	1 585 654	N/A
2	B	737 135				803			737 938	612 315	N/A
3	C	497 264				542			497 806	267 036	N/A
4	D	464 394				506			464 900	599 485	N/A
5	E	183 497				383			183 280	2 348 094	N/A
6	F	351 651				200			351 851	313 785	N/A
7	Potential Abandonments	45 995				50			46 045	6 901	N/A
8	Total	3 722 169				4 056			3 726 225	5 733 270	N/A

9. Average cost per cross-tie \$ 14.28 and switch-tie (MBM) \$ 29.84

722. TIES LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS

Give particulars of ties laid during the year in new construction during the year.

In column (a) classify the ties as follows:

(U) Wooden ties untreated when applied.

(T) Wooden ties treated before application.

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

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

In columns (d) and (g) 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.

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	186 809	\$ 16.49	\$ 3 082	798 088	\$ 464.86	\$ 367	New
2	T	4 086	8.10	33				Secondhand
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20	Total	190 895	16.32	3 115	798 088	464.86	367	
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid							86.89
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid							18.68

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723. RAILS LAID IN REPLACEMENT

(1) Furnish the requested information concerning rails laid in replacement.

(2) The term "spot maintenance" in column (h) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "% of Spot Maintenance" refers to the percentage of total rails laid in replacement considered to be spot maintenance.

(10) The average costs of new and relay rail should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines, and the cost of handling rails in general supply and storage yards. The

cost of unloading hauling over carriers own lines, and placing the rails in tracks, and of train service in connection with the distribution of rails, should not be included in this schedule.

Line No.	Track category (a)	Miles of rail laid in replacement (rail-miles)				Total		Percent of spot maintenance (h)
		New rail		Relay rail		Welded rail (f)	Bolted rail (g)	
		Welded rail (b)	Bolted rail (c)	Welded rail (d)	Bolted rail (e)			
1	A	937.80	134.58	14.00	294.52	951.80	429.10	N/A
2	B	170.79	46.39	249.88	165.37	420.67	211.76	N/A
3	C	1.95	162.87	133.34	237.49	135.29	400.36	N/A
4	D	8.58	8.38	58.36	537.76	66.94	546.14	N/A
5	E	2.43	16.74	17.28	562.65	19.71	579.39	N/A
6	F	156.22	14.39	8.18	140.17	164.40	154.56	N/A
7	Potential Abandonments		.07	.04	46.96	.04	47.03	N/A
8	Other							
9	TOTAL	1 277.77	383.42	481.08	1 984.92	1 758.85	2 368.34	N/A

10 Average cost of new and relay rail laid in replacement (gross tons) \$ 227.97

(1) Track miles of welded rail installed this year 879.43

(2) Total system miles of welded rail to date 10 436.69

724. RAILS LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS

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

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

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

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

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

Line No.	Class of rail	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS			
		Weight of Rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc., during year	Average cost per ton (2,000 lb.)	Weight of Rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year	Average cost per ton (2,000 lb.)
		Pounds per yard of rail	Number of tons (2,000 lb.)			Pounds per yard of rail	Number of tons (2,000 lb.)		
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
1	2	136	1 900	\$ 1 603	\$343.41	136			
2	2	132	4 746	2 527	532.45	132	753	\$ 404	\$536.48
3	2	115	245	116	472.92	115	151	70	459.98
4	4	136	95	8	84.99	136			
5	4	132	8 221	423	54.10	132	593	39	65.70
6	4	131	109	9	85.01	131	183	16	85.01
7	4	129				129			
8	4	115	757	65	86.40	115	2 051	174	85.00
9	4	112	3 140	207	65.92	112	50	4	84.94
10	4	110	75	6	85.01	110	156	13	85.01
11	4	100	1		84.00	100	20	2	84.00
12	4	90	121	10	85.64	90	44	4	85.00
13	4	86	1		85.00	86			
14									
15									
16	Total	X X X	19 411	4 974	256.25	X X X	4 001	726	181.45
17	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid								86.67
18	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid								18.92
19	Track-miles of welded rail installed this year								47.77
	: total to date								712.60

725. 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. Road and track occupied under trackage right or other form of license should not be included herein, but all road and track held under any form of lease (granting exclusive possession to the lessee) should be included.

Line No.	Weight of rails per yard (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Line No.	Weight of rails per yard (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)
	Pounds				Pounds			
1	52	22.63	None	17	100	856.64	None	
2	56	335.71		18	105	5.75		
3	60	146.23		19	110	612.14		
4	65	158.81		20	112	5 253.34		
5	66	313.30		21	115	4 987.48		
6	66.5	8.72		22	119	4.94		
7	67	6.80		23	129	504.85		
8	68	190.81		24	130	15.49		
9	70	244.98		25	131	225.76		
10	72	499.37		26	132	6 264.64		
11	75	842.43		27	133	34.18		
12	76	15.09		28	136	623.78		
13	77.5	430.60		29	140	1.86		
14	80	162.47		30	155	1.55		
15	85	1 665.77		31	TOTAL	29 187.32		
16	90	4 751.20						

726. SUMMARY OF TRACK MAINTENANCE

1. Disclose the requested information concerning the summary of track maintenance.

2. In column (d), (f), and (i) give the percentage of replacements to total units of property at year end.

Line No.	Track category (a)	Ties				Rail		Ballast	Track surfacing	
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles) (c)	Percent replaced (f)	Cubic yards of ballast placed (g)	Miles surfaced (h)	Percent surfaced (i)
		Crossties (b)	Switch and Bridge Ties (Board Feet) (c)	Crosstie (d)	Switch and Bridge Ties (Board Feet) (d)					
1	A	1 443 805	1 585 654	6.20	N/A	1 380.90	8.41	953 502	5 005	61
2	B	737 938	612 315	4.06		632.43	5.06	495 786	2 335	37
3	C	497 806	267 036	3.90		535.65	5.74	274 777	1 671	36
4	D	464 900	599 485	2.20		613.08	3.63	440 268	791	9
5	E	183 880	2 348 094	0.72		599.10	3.67	381 989	237	3
6	F	351 851	313 785	8.30		318.96	10.24	130 463	753	48
7	Potential abandonments	46 045	6 901	0.98		47.07	1.25	48 661	4	0.2
8	Total	3 726 225	5 733 270	3.39		4 127.19	5.27	2 725 446	10 796	28

727. TEN-YEAR SUMMARY OF TRACK MAINTENANCE

1. Report in appropriate columns total numbers of replacements for all categories of track lines and the percentage of replacements to the units of property.

2. Explain in "Remarks" changes in track mileage due to acquisition, mergers, major abandonments and other disposals.

Line No.	Year (a)	Ties				Rail		Ballast	Track surfacing	
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles) (c)	Percent replaced (f)	Cubic yards of ballast placed (g)	Miles surfaced (h)	Percent surfaced (i)
		Crossties (b)	Switch and Bridge Ties (Board Feet) (c)	Crosstie (d)	Switch and Bridge Ties (Board Feet) (d)					
1	Current year	3 726 225	5 733 270	3.39	N/A	4 127.19	5.27	2 725 446	10 796	28
2	First preceding	2 750 553	7 772 527	2.57		2 778.43	3.51	3 380 832	12 367	31
3	Second preceding	3 820 961	8 721 975	3.34		3 023.95	3.79	3 835 668	10 882	27
4	Third preceding	3 038 713	7 151 007	3.10		2 271.80	3.34	3 126 471	9 824	29
5	Fourth preceding	2 940 922	5 224 133	3.03		2 194.24	3.27	3 281 205	9 633	29
6	Fifth preceding	2 881 383	6 980 400	2.94		2 487.95	3.69	3 095 391	6 554	19
7	Sixth preceding	2 901 273	5 934 317	2.93		1 944.32	2.84	2 942 201	6 901	20
8	Seventh preceding	2 419 586	5 377 056	2.43		1 673.09	2.42	2 236 022	6 064	18
9	Eighth preceding	2 175 342	3 381 190	2.18		1 551.80	2.22	1 912 706	5 890	17
10	Ninth preceding	1 700 987	3 370 879	1.69		1 038.82	1.46	1 314 857	4 477	13

REMARKS

Preceding years restated to include the Colorado Southern Railway Company and the Fort Worth and Denver Railway Company which effective January 1, 1982 were included in the accounts of the Burlington Northern Railroad Company.

724. RAILS LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS

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

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

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

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

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

Line No.	Class of rail	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY, AND OTHER SWITCHING TRACKS			
		Weight of Rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc., during year	Average cost per ton (2,000 lb.)	Weight of Rail		Total cost of rail applied in yard, station, team, industry, and other switching tracks during year	Average cost per ton (2,000 lb.)
		Pounds per yard of rail	Number of tons (2,000 lb.)			Pounds per yard of rail	Number of tons (2,000 lb.)		
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
1	2	136	1 900	\$ 1 603	\$843.41	136			
2	2	132	4 746	2 527	532.45	132	753	\$ 404	\$536.48
3	2	115	245	116	472.92	115	151	70	459.98
4	4	136	95	8	84.99	136			
5	4	132	8 221	423	54.10	132	593	39	65.70
6	4	131	109	9	85.01	131	183	16	85.01
7	4	129				129			
8	4	115	757	65	86.40	115	2 051	174	85.00
9	4	112	3 140	207	65.92	112	50	4	84.94
10	4	110	75	6	85.01	110	156	13	85.01
11	4	100	1		84.00	100	20	2	84.00
12	4	90	121	10	85.64	90	44	4	85.00
13	4	86	1		85.00	86			
14									
15									
16	Total	X X X	19 411	4 974	256.25	X X X	4 001	726	181.45
17	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid								86.67
18	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid								18.92
19	Track-miles of welded rail installed this year <u>47.77</u> : total to date								712.60

725. 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. 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	Line-haul companies (miles of main track)	Switching and terminal companies (miles of all tracks)	Line No.	Weight of rails per yard	Line-haul companies (miles of main track)	Switching and terminal companies (miles of all tracks)	Remarks
	(a)	(b)	(c)		(a)	(b)	(c)	(d)
1	Pounds 52	22.63			Pounds			
2	56	335.71	None	17	100	856.64		
3	60	146.23		18	105	5.75	None	
4	65	158.81		19	110	612.14		
5	66	313.30		20	112	5 253.34		
6	66.5	8.72		21	115	4 987.48		
7	67	6.80		22	119	4.94		
8	68	190.81		23	129	504.85		
9	70	244.98		24	130	15.49		
10	72	499.37		25	131	225.76		
11	75	842.43		26	132	6 264.64		
12	76	15.09		27	133	34.18		
13	77.5	430.60		28	136	623.78		
14	80	162.47		29	140	1.86		
15	85	1 665.77		30	155	1.55		
16	90	4 751.20		31	TOTAL	29 187.32		

728. DEFERRED MAINTENANCE-TRACKS

- (1) Disclose the requested information concerning the monetary and quantity of deferred maintenance of tracks.
- (2) Explain in remarks section below the methods and/or calculations used in determining the amounts and quantities reported.

Line No.	Type of Track	Monetary Amount of Deferred Maintenance	
		End of the Year	Beginning of the Year
	(a)	(b)	(c)
1	A	\$	\$
2	B		
3	C		
4	D		
5	E		
6	F		
7	Potential Abandonments		
8	Total Tracks	None	None
	Selected Track Maintenance	Quantities of Deferred Maintenance	
		End of the Year	Beginning of the Year
9	Crossties		
10	Rail		
11	Ballast		

Remarks

750. 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 _____	478 737 040			
2	Passenger _____	2 004 159			
3	Yard switching _____	33 145 705			
4	Total _____	513 886 904			
5	Cost of Fuel* _____	\$ 497 362	\$	\$	\$
6	Work Train _____	794 150			

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 (Functions 67-Loco. Fuels and 68-Electric Power Purchased/Produced for Motive Power). 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)

755 Railroad Operating Statistics

Unit Train, Way Train, and Through data under Items 2, 3, 4, 6, and 12 shall be obtained from conductor's wheel reports (freight) or similar records. Unit Trains, for the purpose of this report, are defined as a solid train with a fixed, coupled consist operated continuously, in shuttle service under load from origin and delivered intact at destination, and returning empty for reloading at the same origin. Way Trains are defined as trains operated primarily to gather and distribute cars in road service and move them between way stations or way points. Through Trains are those trains operated between two or more major concentration or distribution points. Do not include unit train statistics in way and through train statistics. A Work train is a train operated solely or preponderantly for the purpose of transporting company freight, work equipment or company employees. Statistics for work trains should be reported under Item 11 only. Statistics related to company equipment, company employees and company freight moving in transportation trains are not to be reported in Item 11, but are to be reported in Items 4-17, 6-04, 7-02, and 8-04 and 8-05 as instructed in notes I, K, and L.

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

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

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

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

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

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

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

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

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

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

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

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

(M) Road service represents elapsed time of transportation trains (both ordinary and light) between the time of leaving the initial terminals and the time at the final terminals including train switching at way stations and delays on road as shown by conductors' or dispatchers' train reports. Include time of motorcar service performed by train locomotives at terminals and way stations. Report in Item 8-02 train switching hours included in Item 8-01. Train switching is the time spent by the train while performing switching service at terminals and way stations where no regular yard service is maintained. A train hour is independent of the number of locomotives in the train.

755 Railroad Operating Statistics—Continued

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

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

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

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

(R) Report total number of loaded revenue trailers/containers picked up plus trailers/containers delivered, when the work is performed at the railroad's expense.

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

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

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

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

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Schedule 755 Railroad Operating Statistics

ITEM DESCRIPTION (a)	LINE NO.	FREIGHT TRAIN (b)	PASSENGER TRAIN (c)
1. Miles of Road Operated (A)	1	28 820	38
2. Train Miles-Running (B)			
2-01 Unit Trains	2	18 604 382	
2-02 Way Trains	3	6 468 709	
2-03 Through Trains	4	28 696 345	705 254
2-04 Total Train Miles (lines 2-4)	5	53 769 436	705 254
2-05 Motorcars (C)	6		
2-06 Total, All Trains (lines 5,6)	7	53 769 436	705 254
3. Locomotive Unit Miles: (D)			
Road Service: (E)			
3-01 Unit Trains	8	75 110 445	
3-02 Way Trains	9	13 227 967	
3-03 Through Trains	10	99 962 137	710 414
3-04 Total (lines 8-10)	11	188 300 549	710 414
3-11 Train Switching: (F)	12	4 205 645	
3-21 Yard Switching: (G)	13	13 847 225	40 625
3-31 Total All Services (lines 11,12, 13)	14	206 353 419	751 039
4. Freight Car-Miles: (Thousands)(H)			
4-01 RR Owned & Leased Cars-Loaded			
4-010 Box-Pl-in 40-Foot	15	19 552	
4-11 Box-Plain 50-Foot & Longer	16	146 667	
4-012 Box-Equipped	17	111 802	
4-013 Gondola-Plain	18	79 548	
4-014 Gondola-Equipped	19	17 125	
4-015 Hopper-Covered	20	160 370	
4-016 Hopper-Open Top-General Service	21	200 114	
4-017 Hopper-Open Top-Special Service	22	17 961	
4-018 Refrigerator-Mechanical	23	39 963	
4-019 Refrigerator-Non-Mechanical	24	40 658	
4-020 Flat-TOFC/COFC	25	20 048	
4-021 Flat Multi-Level	26	3 872	
4-022 Flat-General Service	27	8 476	
4-023 Flat-All Other	28	40 680	
4-024 All Other Car Types-Total	29	32 668	
4-025 Total (lines 15-29)	30	939 504	
4-11 RR Owned & Leased Cars-Empty			

Schedule 755 Railroad Operating Statistics—Continued

ITEM DESCRIPTION (a)	LINE NO.	FREIGHT TRAIN (b)	PASSENGER TRAIN (c)
4-110 Box-Plain 40-Foot	31	26 282	
4-111 Box-Plain 50-Foot & Longer	32	133 662	
4-112 Box-Equipped	33	114 103	
4-113 Gondola-Plain	34	73 182	
4-114 Gondola-Equipped	35	17 658	
4-115 Hopper-Covered	36	171 393	
4-116 Hopper-Open Top-General Service	37	209 819	
4-117 Hopper-Open Top-Special Service	38	18 784	
4-118 Refrigerator-Mechanical	39	36 500	
4-119 Refrigerator-Non-Mechanical	40	35 640	
4-120 Flat-TOFC/COFC	41	2 302	
4-121 Flat-Multi-Level	42	3 693	
4-123 Flat-General Service	43	7 685	
4-123 Flat-All Other	44	41 218	
4-124 All Other Car Types	45	38 236	
4-125 Total (lines 31-45)	46	930 157	
4-13 Private Line Cars-Loaded (H)			
4-130 Box-Plain 40-Foot	47	-	
4-131 Box-Plain 50-Foot & Longer	48	8 951	
4-132 Box-Equipped	49	63	
4-133 Gondola-Plain	50	4 045	
4-134 Gondola-Equipped	51	-	
4-135 Hopper-Covered	52	138 197	
4-136 Hopper-Open Top-General Service	53	792	
4-137 Hopper-Open Top-Special Service	54	126	
4-138 Refrigerator-Mechanical	55	391	
4-139 Refrigerator-Non-Mechanical	56	16 861	
4-140 Flat-TOFC/COFC	57	292 944	
4-141 Flat-Multi-Level	58	38 565	
4-142 Flat-General Service	59	927	
4-143 Flat-All Other	60	15 417	
4-144 Tank Under 22,000 Gallons	61	26 136	
4-145 Tank-22,000 Gallons and Over	62	17 032	
4-146 All Other Car Types	63	12 807	
4-147 Total (lines 47-63)	64	573 254	
4-15 Private Line Cars-Empty (H)			
4-150 Box-Plain 40-Foot	65	-	

Schedule 755 Railroad Operating Statistics—Continued

ITEM DESCRIPTION (a)	LINE NO.	FREIGHT TRAIN (b)	PASSENGER TRAIN (c)
4-151 Box-Plain 50-Foot & Longer	66	2 424	
4-152 Box Equipped	67	56	
4-153 Gondola-Plain	68	3 959	
4-154 Gondola-Equipped	69	-	
4-155 Hopper-Covered	70	153 070	
4-156 Hopper-Open Top-General Service	71	798	
4-157 Hopper-Open Top-Special Service	72	114	
4-158 Refrigerator-Mechanical	73	355	
4-159 Refrigerator-Non-Mechanical	74	18 214	
4-160 Flat-TOFC/COFC	75	13 319	
4-161 Flat-Multi-Level	76	37 219	
4-162 Flat-General Service	77	1 058	
4-163 Flat-All Other	78	16 776	
4-164 Tank-Under 22,000 Gallons	79	31 467	
4-165 Tank-22,000 Gallons and Over	80	22 140	
4-166 All Other Car Types	81	12 950	
4-167 Total (lines 65-81)	82	313 919	
4-17 Work Equipment Car-miles	83	720	
4-18 No payment Car miles (I)	84	1 484 297	
4-19 Total Car-Miles by Train Type:			
4-180 Unit Trains	85	1 948 652	
4-181 Way Trains	86	151 368	
4-182 Through Trains	87	2 141 831	
4-183 Total (line 85-88)	88	4 241 851	
4-20 Caboose Miles	89	57 661	
5. Passenger Car-Miles: (Thousands)(j)			
5-01 Coaches	90	22	4 096
5-02 Combination, Passenger Cars	91		
5-03 Sleeping and Parlor Cars	92		
5-04 Dining, Grill and Tavern Cars	93	5	
5-05 Head-end Cars (Other than 5-02)	94	5	
5-06 Total (lines 90-94)	95	32	4 096
5-07 Business Cars	96	98	
5-08 Crew Cars (Other than Cabs)	97		
6. Gross Ton-Miles: (Thousands)(K)			
6-01 Road Locomotives	98	34 117 201	117 218
6-02 Freight Trains, Crs., Cnts., and Caboose			

Schedule 755 Railroad Operating Statistic—Concluded

ITEM DESCRIPTION (a)	LINE NO.	FREIGHT TRAIN (b)	PASSENGER TRAIN (c)
6-020 Unit Trains	99	157 148 547	
6-021 Way Trains	100	9 763 204	
6-022 Through Trains	101	133 878 924	
6-03 Passenger-Trains, Crs., and Cnts.	102	11 131	266 351
6-04 Non-Revenue	103	526 659	
6-05 Total (lines 98-103)	104	335 445 666	383 569
7. Tons of Freight (Thousands)			
7-01 Revenue	105	229 062	
7-02 Non-Revenue	106	771	
7-03 Total (lines 105, 106)	107	229 833	
8. Ton-Miles of Freight (Thousands)(L)			
8-01 Revenue-Road Service	108	157 714 882	
8-02 Revenue-Lake Transfer Service	109		
8-03 Total (lines 108, 109)	110	157 714 882	
8-04 Non-Revenue-Road Service	111	332 463	
8-05 Non-Revenue-Lake Transfer	112		
8-06 Total (lines 111, 112)	113	332 463	
8-07 Total-Revenue & Non-Revenue (lines 110, 113)	114	158 047 345	
9. Train Hours: (M)			
9-01 Road Service	115	2 312 918	21 203
9-02 Train Switching	116	344 232	
10. Total Yard-Switching Hours (N)	117	2 306 638	6 771
11. Train-Miles Work Trains: (O)			
11-01 Locomotives	118	454 603	
11-02 Motorcars	119	-	
12. Number of Loaded Freight Cars: (P)			
12-01 Unit Trains	120	1 833 345	
12-02 Way Trains	121	1 447 848	
12-03 Through Trains	122	3 506 471	
13. TOFC/COFC-Number of Rev. Trailers & Containers Loaded & Unloaded (Q)	123	242 198	
14. Multi-Level Cars-Number of Motor Vehicles Loaded & Unloaded (Q)	124	58 260	
15. TOFC/COFC Number of Rev. Trailers Picked Up and Delivered (R)	125	37 856	
16. Revenue Tons-Marine Terminal (S)			
16-01 Marine Terminals-Coal	126	4 676 215	
16-02 Marine Terminals-Ore	127	7 988 639	
16-03 Marine Terminals-Other	128	-	
16-04 Total (lines 126-128)	129	12 664 854	
17. Number of Foreign Per Diem Cars on Line (T)			
17-01 Serviceable	130	14 499	
17-02 Unserviceable	131	223	
17-03 Surplus	132	2 219	
17-04 Total (Lines 130-132)	133	16 941	

800. 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 rail transportation of persons or items 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) Freight or transportation companies or lines.
- (b) Other railway companies.
- (c) Steamboat or steamship companies.
- (d) Telegraph companies.
- (e) Telephone companies.
- (f) Equipment purchased under conditional sales contracts.
- (g) Routing traffic of affiliated companies.
- (h) Other contracts.

2. Under item 1(b), 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(f), 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(g), 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(h), 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 \$50,000 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 49 U.S.C. 10764 of the revised, Interstate Commerce Act, which reads as follows:

(a)(1) A common carrier providing transportation subject to the jurisdiction of the Interstate Commerce Commission under subchapter 1 of chapter 105 of this title shall file with the Commission a copy of each arrangement related to transportation affected by this subtitle that the carrier has with another common carrier. The Commission may require other carriers and brokers subject to its jurisdiction under chapter 105 to file a copy of each arrangement related to transportation or service affected by this subtitle that they have with other persons.

(2) When the Commission finds that filing a class of arrangements by a carrier subject to its jurisdiction under subchapter 1 of that chapter is not necessary in the public interest, the Commission may except the class from paragraph (1) of this subsection.

(b) The Commission may disclose the existence or contents of an arrangement between a contract carrier and a shipper filed under subsection (a) of this section only if the disclosure is—

(1) limited to those parts of the arrangement that are necessary to indicate the extent of its failure to conform to a tariff then in effect under section 10762 of this title; or

(2) consistent with the public interest and made as a part of the record in a formal proceeding.

a, c, d, e, g, h, none

(b) Western Pacific Railway - Cancellation of contract dated November 24, 1971 covered run-thru of engines and cabooses between Seattle-Spokane, Washington and Stockton, California.

Chicago & Illinois Midland Railway - Cancellation of contract dated September 5, 1978 covering run-thru of engines and cabooses between Decker, Montana and Havana and Powerton, Illinois.

Milwaukee Road - Contract dated June 3, 1982 covering BN's use of Milwaukee's line from Appleton to Ortonville, Minnesota. BN to pay \$6.02 per train mile or \$161.88 per train.

Milwaukee Road - Contract dated June 3, 1982 covering Milwaukee's use of BN's line from Milbank to Ortonville, Minnesota. Milwaukee to pay \$6.02 per train mile or \$103.30 per train.

(b) Continued...

Illinois Central Gulf Railroad Company - Interim agreement dated November 15, 1982 covering Illinois Central Gulf performing switching service for BN at Paducah, Kentucky. BN pays \$125.00 per loaded car. BN will pay a minimum of \$70,000.00 per year for services received.

Kansas City Southern Railway - Contract dated October 6, 1981 covering run-thru of locomotives and cabooses between East Gillette, Wyoming and Kansas City, Missouri and Mossville, Louisiana. Locomotive and caboose use to be equalized. Bills or payments are made for fuel imbalance, caboose rental and repairs.

Duluth, Winnipeg & Pacific Railway - Contract dated January 22, 1982 covering BN's use of line Ranier-Virginia-Duluth, Minnesota. BN to pay \$6.90 per train mile with a minimum of \$30,000.00 annually.

- (f) Evans Railcar Leasing Company - Agreement dated May 4, 1982 covering lease of 180 hopper cars. Covered hopper cars that fall into the \$41,000.00-\$42,000.00 per diem bracket. Monthly rental shall be \$367.00 per car. Rental paid in 1982 was \$40,459.99.

General Electric Credit Corporation - Agreement dated April 1, 1982 covering lease of 113 tri-level auto racks. Purchase price is \$3,520,000.00. Payments shall be made in 18 consecutive semi-annual payments in an amount equal to 7.74899 percent multiplied by the purchase price of each unit. No expense in 1982.

Connecticut Bank & Trust Company - Agreement dated April 1, 1982 covering lease of 53 locomotives. Purchase price is \$43,650,000.00. Sixteen annual payments shall be made at various percentages (10.6688465 percent for the first 8 payments and 13.03970128 percent for the last 8 payments) of the purchase price. No expense in 1982.

The Bank of New York - Agreement dated February 15, 1982 covering various maintenance-of-way equipment. Purchase price is \$13,661,722.00. Fifteen consecutive semi-annual payments in an amount equal to 8.736812 percent of the purchase price. No payment was made in 1982; however, \$973,929.84 was accrued.

The Bank of New York - Agreement dated August 16, 1982 covering various leased executive vehicles. Payments are based at 13 percent prime interest rate for the first 12 months. No expense in 1982.

State of South Dakota - Agreement dated May 26, 1982 covering purchase-operation, Ortonville, Minnesota-Terry, Montana line. Purchase and rehabilitation \$60 million.

(f) Continued...

Lease payments will be at stated interest for 20 years or less if BN elects to pay sooner. No payment was made in 1982; however, \$2,274,907.63 was accrued for purchase and \$39,875.21 was accrued for rehabilitation.

Shippers Consortium, Incorporated - Agreement dated September 29, 1982 covering lease-purchase of line between Council Bluffs and Bayard, Iowa. BN shall pay rental of \$75,000.00 per month for 16 consecutive months by wire transfer to Milwaukee Trustee's Account at the First National Bank of Chicago until closing on January 1, 1984. BN then assumes Shippers Consortium, Incorporated promissory note with Omaha Bank for Cooperatives at bank's floating interest rate. Payment made in 1982 was \$300,000.00 and accrued was \$31,869.86.

Bankers Life Insurance Company of Nebraska - Agreement dated November 12, 1981 covering sale of tax benefits in connection with \$1.5 million costs of railroad ties.

Union Oil Company of California - Agreement dated November 12, 1981 covering sale of tax benefits in connection with \$46 million costs of railroad ties.

Union Oil Company of California - Agreement dated November 12, 1981 covering sale of tax benefits in connection with \$20.6 million costs of rolling stock.

Cargill Leasing Corporation - Agreement dated November 1, 1981 covering sale of tax benefits in connection with \$17.2 million costs of new freight cars. No payments made in 1982; however, \$570,937.00 was accrued.

Westinghouse Credit Corporation - Agreement dated November 1, 1981 covering sale of tax benefits in connection with \$24.9 million costs of new freight cars. No payments made in 1982; however, \$1,630,815.37 was accrued.

EFH Leasing Corporation - Agreement dated November 12, 1981 covering sale of tax benefits in connection with \$2.5 million costs of railroad ties.

EFH Leasing Corporation - Agreement dated November 12, 1981 covering sale of tax benefits in connection with \$1 million costs of rolling stock.

The Ohio National Life Insurance Company - Agreement dated September 28, 1982 covering the lease (sale of tax benefits on \$50 million of rail ties and OTM).

850. COMPETITIVE BIDDING—CLAYTON ANTITRUST ACT

Section 10 of the Clayton Antitrust Act (15 U.S.C. 20) states that "no common carrier engaged in commerce shall have any dealings in securities, supplies or other articles of commerce, or shall make or have any contracts for construction or maintenance of any kind, to the amount of more than \$50,000, in the aggregate, in any one year, with another corporation, firm, partnership or association when the said common carrier shall have upon its board of directors or as its president, manager or as its purchasing or selling officer, or agent in the particular transaction, any person who is at the same time a director, manager, or purchasing or selling officer of, or who has any substantial interest in, such other corporation, form, partnership or association, unless and

except such purchases shall be made from, or such dealings shall be made with, the bidder whose bid is the most favorable to such common carrier, to be ascertained by competitive bidding under regulations to be prescribed by rule or otherwise by the Interstate Commerce Commission." The specification for competitive bids is found in the Code of Federal Regulations, Part 1010-Competitive Bids through Part 1010.7 - Carriers Subject to the Interstate Commerce Act.

In column (g), identify the company awarded the bid by including company name and address, name and title of respondent officers, directors, selling officer, purchasing officer and/or general manager that has an affiliation with the seller.

	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							
2							
3							
4							
5					None		
6							
7							
8							
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11							
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Road Initials:

BNRR

Year 19 82

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VERIFICATION

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

OATH

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

State of Minnesota

County of Ramsey

C. C. Roberts

(Insert here name of the affiant)

makes oath and says that he is Vice President, Accounting

(Insert here the official title of the affiant)

Of Burlington Northern Railroad Company

(Insert here the exact legal title or name of the respondent)

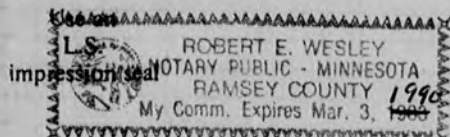
that it is his duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept; that he knows that such books have been kept in good faith during the period covered by this report; that he knows that the entries contained in this report relating to accounting matters have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroads and other accounting and reporting directives of this Commission; that he believes that all other statements of fact contained in this report are true, and that this report is a correct and complete statement, accurately taken from the books and records, of the business and affairs of the above-named respondent during the period of time from and including

January 1, 1982, to and including December 31, 1982

C. C. Roberts
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 24th day of March, 1983

My commission expires March 3, 1990



Robert E. Wesley
(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

Walter A. Drexel

(Insert here name of the affiant)

makes oath and says that he is Chairman of the Board

President and Chief
Executive Officer

(Insert here the official title of the affiant)

Of Burlington Northern Railroad Company

(Insert here the exact legal title or name of the respondent)

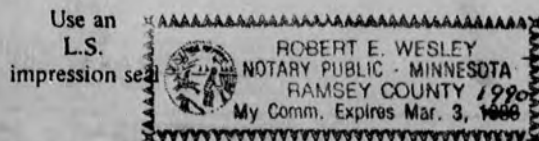
that he has carefully examined the foregoing report; that he believes that all statements of fact contained in the said report are true, and that the said report is a correct and complete statement of the business and affairs of the above-named respondent and the operations of its property during the period of time from and including

January 1, 1982, to and including December 31, 1982

Walter A. Drexel
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 24th day of March, 1983

My commission expires March 3, 1990



Robert E. Wesley
(Signature of officer authorized to administer oaths)

MEMORANDA
(FOR USE OF COMMISSION ONLY)

CORRESPONDENCE

[illegible]

CORRECTIONS

[illegible]

EXPLANATORY REMARKS

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