

RC-130500 BURLINGTON NORTHERN, INC. 1980

RC 130500

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CLASS I RAILROADS

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Annual report

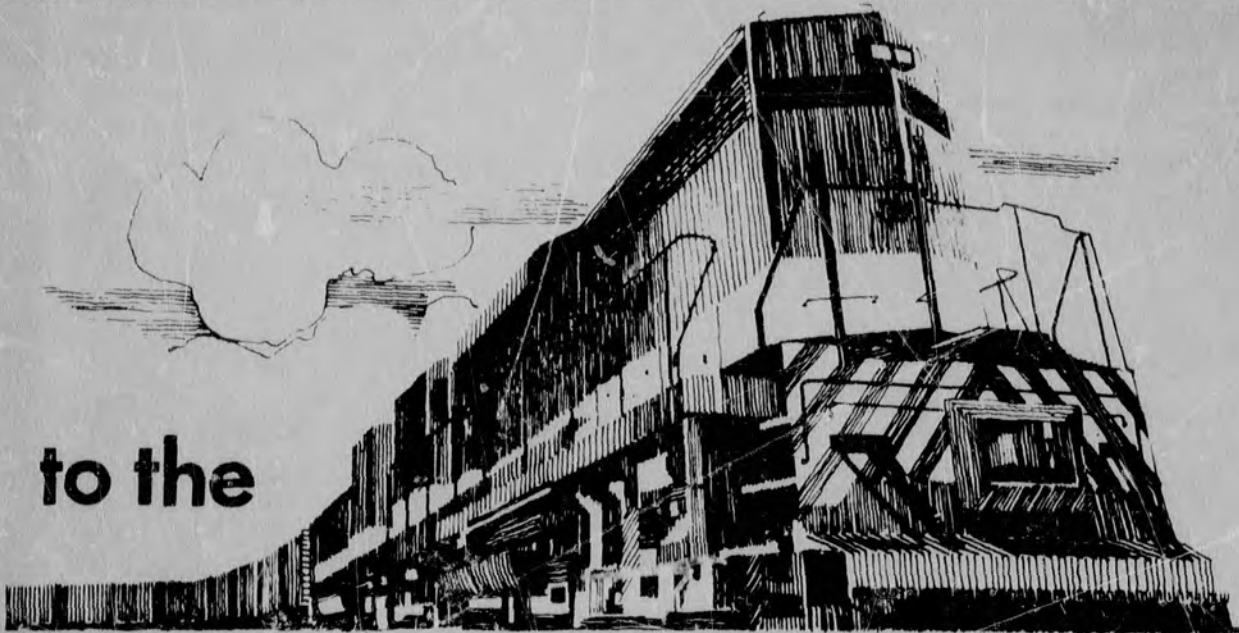


130500

BURLINGTON NORTHERN INC.
170 East Fifth Street
St. Paul, MN 55101

Correct name and address if different than shown.

Full name and address of reporting carrier.
(Use mailing label on original, copy in full on duplicate.)



to the

Interstate Commerce Commission

FOR THE YEAR ENDED DECEMBER 31, 1980

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

(11145) Said annual reports shall contain all the required information for the period of twelve months ending on the 31st day of December in each year, unless the Commission shall specify a different date, and shall be made out under oath and filed with the Commission at its office in Washington within three months after the close of the year for which report is made, unless additional time be granted in any case by the Commission.

(11144) Any person who shall knowingly and willfully make, cause to be made, or participate in the making of, any false entry in any annual or other report required under this section to be filed, * * * or shall knowingly or willfully file with the Commission any false report or other document, shall be deemed guilty of a misdemeanor and shall be subject, upon conviction in any court of the United States of competent jurisdiction, to a fine of not more than five thousand dollars or imprisonment for not more than two years, or both such fine and imprisonment: * * *

(11901) Any carrier or lessor, * * * or any officer, agent, employee or representative thereof, who shall fail to make and file an annual or other report with the Commission within the time fixed by the Commission, or to make specific and full, true, and correct answer to any question within thirty days from the time it is lawfully required by the Commission so to do, shall forfeit to the United States the sum of one hundred dollars for each and every day it shall continue to be in default with respect thereto.

(11141) As used in this section * * * the term "carrier" means a common carrier subject to this part, and includes a receiver or trustee of such carrier; and the term "lessor" means a person owning a railroad, a water line, or a pipe line, leased to and operated by a common carrier subject to this part, and includes a receiver or trustee of such lessor, * * *

The respondent is further required to send to the Bureau of Accounts immediately upon preparation, two copies of its latest annual report to stockholders. See schedule 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. In making reports, lessor companies use Annual Report Form R-4.

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. For this class, Annual Report Form R-2 is provided.

Class III companies are those having annual operating revenues of \$10,000,000, or less. For this class, Annual Report Form R-3 is provided.

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. The Year means the year ended December 31 for which the report is made. The Close of the Year means the close of business on December 31 of the year for which the report is made; or, in case the report is made for a shorter period than one year, it means the close of the period covered by the report. The Beginning of the Year means the beginning of business on January 1 of the year for which the report is made; or, in case the report is made for a shorter period than one year, it means the beginning of the period covered by the report. The Preceding Year means the year ended December 31 of the year next preceding the year for which the report is made. The Uniform System of Accounts for Railroad Companies means the system of accounts in Part 1201 of Title 49, Code of Federal Regulations, as amended.

ANNUAL REPORT

OF

BURLINGTON NORTHERN INC.

INCLUDING:

OREGON ELECTRIC RAILWAY COMPANY } *merged*
OREGON TRUNK RAILWAY } *1981*
WALLA WALLA VALLEY RAILWAY COMPANY

TO THE

INTERSTATE COMMERCE COMMISSION

FOR THE

YEAR ENDED DECEMBER 31, 1980

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

(Name) L. A. Sunday (Title) Vice President and Controller

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

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

SPECIAL NOTICE

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

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

Docket

Title

Decision Date

ESTIMATE OF REPORTING BURDEN

In order to monitor carrier reporting burden and to satisfy GAO requirements pursuant to Section 409 of Public Law 93-153, it is requested that you voluntarily furnish your best estimate of the number of hours required to complete this report.

In making this estimate, please include the number of hours attributable to preparing the report and for 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) 5,600

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A. SCHEDULES OMITTED BY RESPONDENT

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

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

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

Page	Schedule No.	Title
47	355	Other Elements of Investment.
81	Instr. page Sch. 700	Tracks Operated at Cost for Joint Benefit (For Switching and Terminal Companies Only)

P. 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 detail*.

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

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 Inc.**
2. Date of incorporation **January 12, 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.
St. Louis-San Francisco Railway Company was merged into Burlington Northern Inc. on November 21, 1980.

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 **5-31-81**
(date)

☐ No annual report to stockholders is prepared.

C. VOTING POWERS AND ELECTIONS

NPV \$9 Series

1. State the par value of each share of stock: Common, \$ NPV per share; first preferred, \$ 10 per share; second preferred, \$ / per share; and \$2.125 NPV Preferred Stock.
2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote Common only
3. Are voting rights proportional to holdings? Yes If not, state in a footnote the relation between holdings and corresponding voting rights.
4. Are voting rights attached to any securities other than stock? No If so, name in a footnote each security, other than stock to which voting rights are attached (as of the close of the year), and state in detail the relation between holdings and corresponding voting rights, stating whether voting rights are actual or contingent, and if contingent showing the contingency.
5. Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method? No If so, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.
6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing December 31, 1980 - Preparation of this report
7. State the total voting power of all security holders of the respondent at the date of such closing, if within one year of the date of such filing; if not, state as of the close of the year. 37 234 226 votes, as of December 31, 1980 (Date)
8. State the total number of stockholders of record, as of the date shown in answer to inquiry No. 7. 48 018 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	Citibank *	New York, NY	1 398 820	1 398 820		
2	Merrill Lynch	New York, NY	1 302 146	1 302 146		
3	Morgan Guaranty Trust Co. *	New York, NY	1 233 287	1 233 287		
4	Bankers Trust Co. *	New York, NY	1 154 863	1 154 863		
5	Kray & Co.	Chicago, IL	1 088 862	1 088 862		
6	Irving Trust Co. *	New York, NY	892 212	892 212		
7	Chase Manhattan Bank *	New York, NY	807 249	807 249		
8	Scherck Stein & Franc	St. Louis, MO	793 060	793 060		
9	Fiduciary Tr. Co. of NY *	New York, NY	685 401	685 401		
10	Pacific & Co.	San Francisco, CA	546 271	546 271		
11	Manufacturers Hanover Tr. *	New York, NY	500 450	500 450		
12	United Missouri Bank of KC *	Kansas City, MO	500 000	500 000		
13	Brown Bros. Harriman & Co *	Boston, MA	456 779	456 779		
14	Goldman Sachs & Co.	New York, NY	444 947	444 947		
15	Chemical Bank *	New York, NY	432 184	432 184		
16	National Bank of Detroit *	Detroit, MI	372 650	372 650		
17	Continental Bank *	Chicago, IL	359 311	359 311		
18	SSB Cust *	New York, NY	330 380	330 380		
19	Shearson Loeb Rhoades Inc	New York, NY	315 598	315 598		
20	Khaldor Inc.	S. Laguna Beach, CA	310 797	310 797		
21	First Natl Bk of Boston *	Boston, MA	292 827	292 827		
22	Pub Empls. Retire Bd of Oh	Columbus, OH	290 000	290 000		
23	Dean Witter Reynolds Inc.	San Francisco, CA	275 100	275 100		
24	Bank of New York *	New York, NY	263 599	263 599		
25	Bradford Trust Co. *	New York, NY	257 394	257 394		
26	Wells Fargo Bank *	San Francisco, CA	252 985	252 985		
27	U.S. Trust Co. of NY *	New York, NY	244 684	244 684		
28	Morgan Stanley & Co. Inc.	New York, NY	240 967	240 967		
29	Marine Midland Bank-NY *	New York, NY	237 544	237 544		
30	Paine Webber Jackson & Cur	New York, NY	230 604	230 604		

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the ~~last~~ general meeting for the election of directors of the respondent. 21 282 788 **
votes cast.
11. Give the date of such meeting. May 8, 1980
12. Give the place of such meeting. Seattle, Washington

NOTES AND REMARKS

- * Not stockholder of record.
Nominee of security holder is registered owner.
- ** Adjusted to reflect 2-for-1 stock split.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS

Line No.	Account No.	Title (a)	Balance at Close of Year (b)	Balance at Begin- ning of Year (c)
		<u>Current Asset</u>	\$	\$
1	701	Cash	(21 388)	27 883
2	702	Temporary Cash Investments (Sch. 300)	210 572	7 082
3	703	Special Deposits (Sch. 300)	11 787	608
		<u>Accounts Receivable</u>		
4	705	- Interline and Other Balances	9 177	3 351
5	706	- Customers	134 205	96 371
6	707, 704	- Other	43 649	32 876
7	709, 708	- Accrued Accounts Receivables	282 356	212 115
8	708.5	- Receivables from Affiliated Companies	19 484	11 763
9	709.5	- Less: Allowance for Uncollectible Accounts	1 502	500
10	710, 711, 714	Prepayments (and working funds) (Sch. 300)	17 519	9 180
11	712	Materials and Supplies	359 218	268 062
12	713	Other Current Assets (Sch. 300)	1 156	2 350
13		Total Current Assets	1 066 233	671 141
		<u>Other Assets</u>		
14	715, 716, 717, 722, 723, 724	Special Funds and Other Investments and advances (Sch. 315)	22 681	35 944
15	721, 721.5	Investments and Advances; Affiliated Companies (Sch. 310)	377 027	309 609
16	737, 738	Property used in other than Carrier Operations (less depreciation \$ 45,099). (Sch. 325)	122 985	107 949
17	739, 741	Other Assets (Sch. 329)	13 095	8 551
18	743, 744	Other Deferred Debits (Sch. 329)	35 394	16 820
19		Total Other Assets	571 182	478 873
		<u>Road and Equipment</u>		
20	731, 732	Road (Sch. 330 & 330A)	2 720 887	2 400 479
21		Equipment	1 918 136	1 688 315
22		Unallocated Items	83 117	76 959
23	733, 734, 735, 736	Accumulated Depreciation and amortization (Schs. 332, 342, 352, 355)	1 266 986	1 223 940
24		Net road and Equipment	3 455 154	2 941 813
25		Total Assets	5 092 569	4 091 887

NOTES AND REMARKS

See note on page 6

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

Line No.	Account No.	Title (a)	Balance at Close of Year (b)	Balance at Beginning of Year (c)
<u>Current Liabilities</u>			\$	\$
26	751	Loans and Notes Payable (Sch. 370)	46 294	32 588
27	752	Accounts Payable; Interline and Other Balances	2 841	2 702
28	753, 754	Other Accounts Payable	107 769	81 191
29	755, 756	Interest and Dividends Payable	42 001	24 779
30	757	Payables to Affiliated Companies	4 398	33 017
31	759	Accrued accounts Payable (Sch. 370)	345 240	222 127
32	760, 761, 761.5, 762	Taxes Accrued (Sch. 379)	107 837	73 602
33	763	Other Current Liabilities (Sch. 370)	55 642	47 014
34	764	Equipment obligations and other long-term debt due within one year	76 296	61 211
35		Total Current Liabilities	788 318	578 231
<u>Non Current Liabilities</u>				
36	765, 767	Funded debt unmatured	710 693	561 738
37	766	Equipment obligations	587 727	381 137
38	766.5	Capitalized Lease Obligations	65 447	71 909
39	768	Debt in default		
40	769	Accounts payable; Affiliated Companies	23 760	23 442
41	770.1, 770.2	Unamortized debt premium	(30 563)	-
42	781	Interest in default		
43	783	Deferred revenues-Transfers from Government Authorities		
44	786	Accumulated deferred income tax credits	243 223	191 720
45	771, 772, 774, 775, 782, 784	Other long-term liabilities and deferred credits (Sch. 379)	157 201	127 951
46		Total Noncurrent Liabilities	1 757 488	1 357 897
<u>Shareholders' Equity</u>				
47	791, 792	Capital Stock: (Sch. 230)	948,035	
48		Common Stock	840 299	552 391
49		Preferred Stock	107 736	184 798
50	793	Discount on Capital Stock		
51	794, 795	Additional Capital (230)		
		Retained Earnings:		
52	797	Appropriated (221)	1 125	49 150
53	798	Unappropriated (220)	1 597 626	1 369 423
54	798.1	Net Unrealized loss on noncurrent marketable equity securities		
55	798.5	Less Treasury Stock	23	23
56		Net Stockholders Equity	2 546 763	2 155 739
57		Total Liabilities and Shareholders Equity	5 092 569	4 091 867

NOTES AND REMARKS

Notes to Schedule 200

On November 21, 1980, Burlington Northern and St. Louis-San Francisco Railway Company (Frisco) merged under a merger agreement dated November 15, 1977. The acquisition has been accounted for as a purchase and the results of operations of the Frisco are included in the financial statements from December 1, 1980, the effective date of the merger for accounting purposes. The purchase price has been allocated to the acquired net assets based on their relative fair values.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES

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

statements explaining (1) service interruption insurance policies and indicate the amount of indemnity to which respondent will be entitled for work stoppage losses and the maximum amount of additional premium respondent may be obligated to pay in the event such losses are sustained by other railroads; (2) particulars concerning obligations for stock purchase options granted to officers and employees; and (3) what entries have been made for net income or retained income restricted under provisions of mortgages and other arrangements. (Dollars in thousands)

1. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking and other funds pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts **\$ 1 125**

See Note (1) 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 **\$ None**

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 1980 was consistent with 1979.**

(b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund. **See Note (5) Page 8-A** **\$ 80,888**

(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 April 1, 1980)**

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. State separately amounts of deferred maintenance and delayed capital improvements as reported to the Commission in Ex Parte No. 305 as of close of year:

(a) Deferred maintenance **\$ N/A**

(b) Delayed capital improvements **\$ N/A**

6. (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**

Note (1) Refers to Explanatory Note 1.

Under sinking fund provisions of Respondent's General Mortgage Series N, O, P, and Q Bonds, Respondent is required annually as of December 31st to appropriate (dependent on income for the respective year) this amount, presently, to be paid to the Trustee of the General Mortgage on July 1st in the subsequent year (see Schedule 220, page 11, Col. (b), line 9, for 1980 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 the current year unless specified as previous year.

NOTES AND REMARKS

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

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

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

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

As required by Canadian law, all eligible Burlington Northern Inc. employees are covered by the Canadian Pension Plan. The plan was established January 1, 1971, amended January 1, 1979. 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 &
Lease Agreements

Face Amount \$689(000)

Burlington Northern Inc.
Common: 10,000 shares

Cost: \$529(000)

Note (4)

Respondent carries a service interruption policy with the Imperial Insurance Company, Limited, under which it will be entitled to \$2,646(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.

Note (5)

In connection with the Frisco merger, we have assumed all obligations under the Frisco Pension Plan. The excess of vested benefits over net assets available of \$8,757(000) has been recorded in the financial statements.

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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.

3. List dividends from investments accounted for under the

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

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

5. Report dollars in thousands.

Line No.	Item: (a)	Amount for Current Year (b)	Amount for Preceding Year (c)	Freight-Related Revenues & Expenses (d)	Passenger-Related Revenues & Expenses (e)
	ORDINARY ITEMS				
	OPERATING INCOME				
	Railway Operating Income #				
1	(101) Freight **	\$ 2 886 251	\$ 2 370 650	\$ 2 886 251	\$
2	(102) Passenger **	15 252	13 193		15 252
3	(103) Passenger-Related				
4	(104) Switching	23 677	20 027	23 677	
5	(105) Water Transfers				
6	(106) Demurrage	27 443	20 917	27 443	
7	(110) Incidental	12 544	9 435	8 357	4 187
8	(121) Joint Facility-Credit	2 154	2 100	556	1 598
9	(122) Joint Facility-Debit	73	67	73	
10	(501) Railway operating revenues (Exclusive of transfers from Government Authorities)	2 967 248	2 436 255	2 946 211	21 037
11	(502) Railway operating revenues-Transfers from Government Authorities for current operations	15 454	10 147		15 454
12	(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities				
13	Total railway operating revenues (lines 10-12)	2 982 702	2 446 402	2 946 211	36 491
14	(531) Railway operating expenses	2 745 644	2 340 185	2 715 306	30 338
15	*Net revenue from railway operations	237 058	106 217	230 905	6 153
	OTHER INCOME				
16	(506) Revenue from property used in other than carrier operations	150 761	117 962		
17	(510) Miscellaneous rent income	24 961	18 716		
18	(512) Separately operated properties-Profit	1 330	345		
19	(513) Dividend Income	253	139		
20	(514) Interest income	11 731	7 699		
21	(516) Income from sinking and other funds	2 561	1 566		
22	(517) Release of premiums of funded debt				
23	(518) Contributions from other companies				
24	(519) Miscellaneous income	27 825	17 974		
	Income from affiliated companies:				
25	Dividends	4 219	3 647		
26	Equity in undistributed earnings (losses)	32 908	27 788		
27	Total other income (lines 16-26)	256 549	195 836		
28	Total income (lines 15, 27)	493 607	302 053		
	MISCELLANEOUS DEDUCTIONS FROM INCOME				
29	(534) Expenses of property used in other than carrier operations	58 142	45 648		
30	(535) Taxes on property used in other than carrier operations	19 686	6 082		
31	(543) Miscellaneous rent expense	122	3 510		
32	(544) Miscellaneous taxes				
33	(545) Separately operated properties-Loss				
34	(549) Maintenance of investment organization				
35	(550) Income transferred to other companies				
36	(551) Miscellaneous income charges	26 093	13 755		
37	(553) Uncollectible accounts	14	147		
38	Total miscellaneous deductions (lines 29-37)	104 057	69 142		
39	Income available for fixed charges (lines 28, 38)	389 550	232 911		

Includes \$1,368 revenue from Camas Prairie R.R. Co. local traffic.

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		91 443	70 907
41 (b) Interest in default			
42 (547) Interest on unfunded debt		10 055	5 971
43 (548) Amortization of discount on funded debt		1 043	591
44 Total fixed charges (lines 40-43)		102 541	77 469
45 Income after fixed charges (lines 39, 44)		287 009	155 442
	OTHER DEDUCTIONS		
(546) Interest on funded debt:			
46 (c) Contingent interest			
	UNUSUAL OR INFREQUENT ITEMS		
47 (555) Unusual or infrequent items (debit) credit			
48 Income (loss) for continuing operations (before income taxes)		287 009	155 442
	PROVISIONS FOR INCOME TAXES		
(556) Income taxes on ordinary income:			
49 Federal income taxes		9 960	(10 530)
50 State income taxes		10 095	2 831
51 Other income taxes			
52 (557) Provision for deferred income taxes		44 239	(12 080)
53 Income from continuing operations		222 715	175 221
	DISCONTINUED OPERATIONS		
54 (560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			
55 (562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			
55A Income before extraordinary items		222 715	175 221
	EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES		
56 (570) Extraordinary items (Net)			
57 (590) Income taxes on extraordinary items			
58 (591) Provision for deferred taxes - Extraordinary items			
59 Total extraordinary items (lines 56-58)			
60 (592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			
61 Net income		222 715	175 221
	*Reconciliation of net railway operating income (NROI)		
62 Net revenues from railway operations		237 058	
63 (556) Income taxes on ordinary income		(20 055)	
64 (557) Provision for deferred income taxes		(44 239)	
65 Income from lease of road and equipment		(14)	
66 Rent for leased roads and equipment		81	
67 Net railway operating income		172 831	126 063
	**Report hereunder the charges to the revenue accounts representing payments made to others for—		
68 Terminal collection and delivery services when performed in connection with line-haul transportation of freight on the basis of freight tariff rates \$ 85			
(a) Of the amount reported for "Net revenue from railway operations", 0 % (to nearest whole number) represents payments for collection and delivery of LCL freight either in TOFC trailers or otherwise. The percentage reported is (Check one): Actual (X), Estimated ()			
69 Switching services when performed in connection with line-haul transportation of freight on the basis of switching tariffs and allowances out of freight rates, including the switching of empty cars in connection with a revenue movement \$ 29 270			
Substitute highway motor service in lieu of line-haul rail service performed under tariffs published by rail carriers (does not include traffic moved on joint rail-motor rates):			
70 (i) Payments for transportation of persons			None
71 (ii) Payments for transportation of freight shipments			15
NOTE.—Gross charges for protective services to perishable freight, without deduction for any proportion thereof credited to Accounts No. 101, "Freight" (not required from switching and terminal companies):			
72 Charges for service for the protection against heat			7 002
73 Charges for service for the protection against cold			70

220. RETAINED EARNINGS—UNAPPROPRIATED

1. Show hereunder 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 indicated in parentheses.

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

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

5. Line 3 (line 7 if debit balance), column (c), should agree with line 26, column (b), Schedule 210. The total of columns (b) and (c), lines 3 and 7, should agree with line 61, column (b), Schedule 210.

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

Line No.	Item (a)	Retained earnings—Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)
1	Balances at beginning of year	\$ 1 205 285	\$ 164 138
2	(601.5) Prior period adjustments to beginning retained earnings		
	CREDITS		
3	(602) Credit balance transferred from earnings	189 807	32 908
4	(603) Appropriations released	49 150	-
5	(606) Other credits to retained earnings	39	25
6	Total	238 996	32 933
	DEBITS		
7	(612) Debit balance transferred from income		
8	(616) Other debits to retained income	322	-
9	(620) Appropriations for sinking and other reserve funds	1 125	-
10	(621) Appropriations for other purposes	-	-
11	(623) Dividends: Common stock	31 820	(13 000)
12	Preferred stock ¹	10 472	-
13	Total	43 739	(13 000)
14	Net increase (decrease) during year (Line 6 minus line 13)	195 257	32 946
15	Balances at close of year (Lines 1, 2 and 14)	1 400 542	197 084
16	Balance from line 15(c)	197 084	xxxxx
17	Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	1 597 626	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.

Notes to Schedule 210

See footnote to schedule 335 for explanation of effect on net income because of new depreciation rates.

Results of operations for 1980 include the St. Louis-San Francisco Railway Company from December 1, 1980.

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 income			
2	Funded debt retired through retained income		48 025	-
3	Sinking fund reserves	1 125	1 125	1 125
4	Incentive per diem funds			
5	Miscellaneous fund reserves			
6	Other appropriations (specify):			
7				
8				
9				
10				
11				
12				
13				
14				
15				
16	TOTAL	1 125	49 150	1 125

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.

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	\$ 11 930	\$ 11 930	\$	\$
2	State of Illinois				
3	U.S. Department of Interior	124	124		
4	State of Montana				
5	State of Missouri	3 400	3 400		
6					
7	Total received during year	15 454	15 454		
8	Cumulative total of Government transfers-beginning of year	35 184	XXXXX	XXXXX	XXXXX
9	Cumulative total of Government transfers-end of year	50 638	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 under such circumstances as required them to be considered as held alive, and not canceled or retired, they are considered to be nominally outstanding.
5. If stock is being held subject to an exchange for the outstanding securities of constituent companies, then include such stock as outstanding stock, and disclose the details in footnotes.
6. Report dollars in thousands.

230. CAPITAL STOCK

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) 2/	Outstanding (f) 4/	Outstanding (g) 4/	In Treasury (h) 2/
1	Common	No Par	17 500 000)					
2	B.N.I. 3-02-70	No Par	7 500 000)	6/37 235 226	1 000	37 234 226	840 299	23
3	B.N.I. 5-10-73	No Par	25 000 000)					
4	B.N.I. 5-27-80	No Par	50 000	19 500	19 500	-	-	1 950
5	O.E. Ry. Co. 4-22-08	\$100.00	100 000)					
6	O.T. Ry. 11-05-09	\$100.00	100 000)					
7	O.T. Ry. 12-04-10	\$100.00	100 000)	100 000	100 000	-	-	10 000
8	WWV Ry. Co. 4-30-10	\$100.00	5 000	5 000	5 000	-	-	500
9	Preferred B.N.I. 3-02-70 & 2-20-76	\$ 10.00	2 485 043	3 081 698	* 736 407	2 345 291	23 453	-
10	B.N.I. 3-10-73 & 5-14-79	No Par	7 500 000	-	-	-	-	-
11	B.N.I. \$9.00 Series	No Par	510 000	510 000	-	510 000	51 000	-
12	B.N.I. \$2.125	No Par	1 340 176	1 331 338	-	1 331 338	33 283	-
13	O.E. Ry. Co. 4-22-08	\$100.00	50 000	2 000	2 000	-	-	200
14	Deferred O.E. Ry. Co. 4-22-08	\$100.00	4 000	3 800	3 800	-	-	280
15								
16	TOTAL	XXXXX	62 144 219	42 288 562	867 707	41 420 855	948 035	13 053

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

1. The purpose of this part is to disclose capital stock changes during 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)	
17	Balance at beginning of year	5 208 192	\$184 798	25 305 380	\$52 391	1 000	\$ 23	\$ None
18	Capital Stock Sold	1 331 335	33 283	11 928 846	287 968			
19	Capital Stock Reacquired	* 2 352 898	110 345					
20	Capital Stock Canceled							
21	Stock Dividends							
22	Balance at Close of Year	4 186 629	107 736	37 234 226	840 299	1 000	23	None

See Notes on Pages 13A and 13B

* Reacquired and Cancelled.

Notes to Schedule 230, Page 13

- 1/ 597,662 Common Shares issued for stock option incentive plan.
- 2/ Includes intercompany ownerships.
- 3/ Excludes intercompany ownerships.
- 4/ Includes stock liability for conversion of predecessor co.'s stock as follows:

8,124 Shares Burlington Northern Inc. Common Stock	\$177
916 Shares Burlington Northern Inc. Preferred Stock	9
Total Account 792	<u>\$186</u>

\$10 Par Value, 5½% Preferred Stock

Each year we are required to retire 4% or 123,458 shares of our \$10 Par Preferred shares and may retire another 4% if we wish to do so. We may do this by redeeming shares at \$10 or purchasing them in the current or prior years on the open market and canceling them. All remaining shares are subject to redemption at our option, at prices declining from 102% of par in 1981 to par in 1985 and thereafter.

No Par Value, Series A, Convertible Preferred Stock

The Preferred Stock, designated "No Par Value, Series A Convertible", had a stated value of \$30 per share, voting rights, and 7½% cumulative dividends. In September 1980, this stock was converted into an aggregate of 574,750 shares of Common Stock.

\$9, No Par Value, Cumulative Preferred Stock

The \$9 No Par Value Preferred Stock has a liquidation right of \$100 per share, no voting rights unless dividends have not been declared for a total of six quarters, and is entitled to receive \$9 per share in annual cumulative dividends. We may redeem the stock at prices declining from \$107 per share in 1981 to \$100 per share in 1988. Beginning in 1985, we are required to purchase each year 20% of the shares originally issued until the series is fully redeemed.

5/ No Par Value, \$2.125 Preferred Stock - \$25 Redemption Value

In accordance with terms of the Frisco Merger Agreement, one-half share of \$2.125 Preferred Stock was issued for each share of Frisco Common Stock. Each share of \$2.125 Preferred Stock has a \$25 redemption value and will receive fully cumulative dividends of \$2.125 per share per year. A sinking fund commencing in 1986 is designed to retire all of the \$2.125 Preferred Stock by the end of the twentieth year at its redemption value of \$25 per share. This preferred stock is redeemable at our option, beginning in 1986, at a premium of \$1.40 per share, declining to no premium in 1996 and thereafter, and will have protection against refundability for a period of ten years at a cost less than the dividend rate. There are 8,838 shares reserved for exercisable Frisco stock options outstanding as of December 31, 1980.

Notes to Schedule 230, Page 13No Par Value, \$2.85 Convertible Preferred Stock

The owner of each share of \$2.85 Convertible Preferred Stock had a liquidation right of \$50 per share, no voting rights unless dividends have not been declared for a total of six quarters, and paid an annual cumulative dividend of \$2.85 per share. Substantially all of the \$2.85 Preferred Stock was converted into 3,544,198 shares of Common Stock, pursuant to a call which expired in October 1980. The conversion rate was 1.7778 shares of Common Stock for each share of \$2.85 Preferred Stock.

No Par Value Preferred Stock - Unissued

At December 31, 1980, we have available for issuance, 3,299,824 shares of No Par Value Preferred Stock. The Board of Directors has the authority to provide for the issuance of such Preferred Stock from time to time in series and to fix before issuance the number of shares, preferences, rights and other restrictions and qualifications of each series, subject to a maximum liquidating value of \$300,000,000 of all No Par Value Preferred shares outstanding, of which \$105 million remains available.

\$10,000 Par Value Redeemable Preference Shares

We have available for issuance 10,000 shares of \$10,000 Par Value stock. These shares may be sold only to the United States Government. At December 31, 1980, no such shares had been issued.

- 6/ On May 8, 1980, the shareholders approved a two-for-one common stock split which was effective May 27, 1980, and increased the authorized shares to 50,000,000.

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 issuer of securities. Sources and uses of funds should be individually disclosed. For example, outlays for fixed assets should not be reported net of retirements.

Report dollars in thousands.

Line No.	Description (a)	Current year (b)	Prior year (c)
SOURCES OF WORKING CAPITAL			
Working capital provided by operations:			
1	Net income (loss) before extraordinary items	222 715	175 221
Add expenses not requiring outlay of working capital; (subtract) credits not generating working capital:			
2	Retirement of nondepreciable property	410	2 123
3	Loss (gain) on sale or disposal of tangible property	(13 015)	(11 887)
4	Depreciation and amortization expenses	96 226	103 476
5	Net increase (decrease) in deferred income taxes	51 503	(10 849)
6	Net decrease (increase) in parent's share of subsidiary's undistributed income for the year	(32 908)	(27 788)
7	Net increase (decrease) in noncurrent portion of estimated liabilities	50 503	2 801
8	Other (specify):		
9			
10			
11			
12			
13			
	Total working capital from operations before extraordinary items	375 434	233 097

240. STATEMENT OF CHANGES IN FINANCIAL POSITION - Continued

Line No.	Description (a)	Current year (b)	Prior year (c)
	SOURCES OF WORKING CAPITAL - Continued		
14	Add funds generated by reason of discontinued operations, extraordinary items, prior period adjustments, and changes in accounting principles	\$	\$
15	Total working capital from operations	375 434	233 097
16	Working capital from sources other than operating:	310 075	114 850
17	Proceeds from issuance of long-term liabilities	22 882	24 507
18	Proceeds from sale/disposition of carrier operating property	15 553	12 593
19	Proceeds from sale/disposition of other tangible property	16 628	23 764
20	Proceeds from sale/repayment of investments advances	13 667	
21	Net decrease in sinking and other special funds	321 191	57 202
22	Proceeds from issue of capital stock		
23	Other (specify):		
24			
25			
26			
27	Total working capital from sources other than operating	700 396	232 916
28	Total sources of working capital	1 075 830	466 013

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	\$ 141 786	\$ 70 644
30	Cash dividends declared	42 292	34 731
31	Purchase price of carrier operating property	628 204	294 229
32	Purchase price of other tangible property	20 608	13 494
33	Purchase price of long-term investments and advances	51 542	16 178
34	Net increase in sinking or other special funds		6 446
35	Purchase price of acquiring treasury stock		1 396
	Other (specify):		
36	Miscellaneous Items	6 433	7 375
37			
38			
39			
40			
41			
42			
43			
44			
45	Total application of working capital	890 865	444 493
46	Net increase (decrease) in working capital	184 965	21 520

241. CHANGES IN WORKING CAPITAL

Compute the net changes in each element of working capital.
(Thousand dollar Reporting Rule)

Line No.	Item (a)	Current year (b)	Prior year (c)	Increase (Decrease) (d)
1	Cash and temporary investments	\$ 189 134	\$ 34 965	\$ 154 219
2	Net receivables	487 369	355 976	131 393
3	Prepayments	17 519	9 180	8 339
4	Materials and supplies	359 218	268 062	91 156
5	Other current assets not included above	12 943	2 998	9 945
6	Notes payable and matured obligations	46 294	32 588	(13 706)
7	Accounts payable	610 086	437 418	(172 668)
8	Current equipment obligations and other debt	76 296	61 211	(15 085)
9	Other current liabilities not included above	55 642	47 014	(8 628)
10	Net increase (decrease) in working capital	277 915	92 950	184 965

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 and 7 only the amount applicable to common-carrier transportation service included in accounts 707 and 754.
4. Report on lines 8 and 9 the amount included in account balances for 760, 761, 761.5, 556, 762. (Do not include taxes levied in lieu of property taxes).
5. Report dollars in thousands.

Line No.	Item (a)	Amount (b)
1	Construction and additions and betterments _____	\$ 182 686
2	Common-carrier operating purposes _____	922 413
3	Used by other than respondent's lessor companies _____	50 139
4	Total _____	1 155 238
5	Portion of balance in the material and supplies account at end of year that represents scrap and obsolete material _____	5 391
6	Account 707. Accounts receivable; other _____	20 969
7	Account 754. Accounts payable; other _____	(168)
8	Account 760. Federal income taxes accrued _____	22 887
9	Account 761. State and other income taxes accrued _____	14 133
10	Account 761.5 Other taxes accrued _____	70 817
11	Account 556. Income taxes on ordinary income _____	20 055
12	Account 762. Deferred Income tax credits _____	-

NOTES AND REMARKS

300. ITEMS IN SELECTED CURRENT ASSET ACCOUNTS

If the amount in the captioned selected current asset accounts (Accounts 702, 703, 704, 708, 709, 710, 711, 712, and 713) exceeds 5% of total current assets, report the three largest items in the account or combined accounts and any other items exceeding

5% of current assets. Give a brief description of each item listed. In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote. (Dollars in thousands)

Line No.	Account No. (a)	Item (b)	Amount (c)
1	702	Temporary Cash Investments	\$
2		Commercial paper	32 245
3		U.S. Treasury obligations	93 950
4		Certificates of deposit	83 338
5		Other items	1 039
6		Total Account 702	<u>210 572</u>
7			
8	709	Accrued Accounts Receivable	
9		Transportation revenue	212 292
10		Amounts due from foreign lines	31 224
11		Miscellaneous bills	18 006
12		Other items	16 780
13		Total Account 709	<u>278 302</u>
14			
15	712	Material and Supplies	
16		General material	340 903
17		Fuel oil stock	14 201
18		Oil wells and supplies	3 156
19		Other items	958
20		Total Account 712	<u>359 218</u>
21			
22			
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301. 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.

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.

Item 1 Compensating balances not legally restricted: \$5,130,000

Lines of Credit Used and Unused

1. Revolving Credit Agreement dated 9/01/75, amended 9/15/80, providing for borrowings up to \$50,000,000.
2. Revolving Credit Agreement dated 7/01/79, amended 7/23/80, providing for borrowings up to \$50,000,000.
3. Line of Credit dated 2/01/80, providing for borrowings up to \$25,000,000.
4. Agented Finance Bill (AFB) Acceptance Credit Agreement dated 7/21/80, providing for borrowings up to \$40,000,000.
5. Revolving Credit Agreement dated 11/20/80, providing for borrowings up to \$25,000,000.

Short-Term Borrowings:

The average interest rate of short-term borrowings outstanding at balance sheet data was 16.75%.

The maximum amount of outstanding short-term borrowings during the year was \$81,000,000. The weighted average rate of the borrowings was 12.24%.

Items 2 thru 6 do not apply.

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A and 315

1. Schedules 310 and 315 should give particulars of stocks, bonds, other secured obligations, unsecured notes, and investment advances of affiliated and nonaffiliated companies held by respondent at close of year. Specifically, the disclosures should include the investments in the obligations of Federal, state and local governments, and the obligation of individuals. 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 in 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:

<u>Symbol</u>	<u>Kind of Industry</u>
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. Report 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 advances in 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 21, 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 should be given 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				Colorado and Southern Railway Co., The	C 98.93
8				" " " " - 1st Pref.	C 75.55
9				" " " " - 2nd Pref.	C 86.39
10				Davenport, Rock Island & N. W. Ry. Co.	B 50.00
11				Delta Alaska Terminal Ltd.	66.67
12				Denver Union Terminal Railway Co.	A 16.67
13				Frisco Transportation Co.	H 100.00
14				Illinois Terminal Ry. Co.	9.09
15				Iowa Transfer Railway Co.	A 25.00
16				Kansas City Terminal Railway Co.	D 16.66
17				Keokuk Union Depot Co.	B 40.00
18				Lake Superior Terminal & Transfer Ry. Co., The	F 66.67
19				Longview Switching Co.	33.33
20				Minnesota Transfer Railway Co., The	E 33.33
21				Northern Rockies Pipeline Company	100.00
22				Paducah & Illinois Railroad Co.	A 33.33
23				Portal Pipe Line Co.	50.00
24				Portland Terminal Railroad Co.	40.00
25				Pullman Company, Inc.	1.16
26				Quanah Acme & Pacific Ry. Co.	H 100.00
27				St. Paul Union Depot Co., The	I 40.20
28				Terminal Railroad Assn. of St. Louis	G 12.50
29				Trailer Train Co.	9.76
30				Western Fruit Express Co.	97.14
31				Wichita Union Terminal Ry. Co.	H 33.33
32				Winona Bridge Ry. Co.	B 66.67
33				Total Class A-1	
34					
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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 is 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 affiliated 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. Report dollars in thousands.

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
3 626			3 626				2
1			1				3
4 800			4 800				4
50			50				5
-			-				6
17 042	182		17 224			76	7
4 847			4 847			257	8
5 810			5 810			294	9
1 748			1 748				10
6		6	-				11
5			5				12
-	847		847				13
-	969		969				14
16			16				15
100			100				16
8			8				17
340			340				18
1			1				19
274			274			185	20
1			1				21
3			3				22
875			875			807	23
1 879			1 879				24
26	22	26	22				25
-	4 044		4 044				26
47		24	23				27
-			-				28
293	4 518		4 811				29
6 800			6 800				30
-	24		24				31
-			-				32
48 833	10 606	56	59 388			1 619	33
							34
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310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES—Continued

Road Initials: BN

Year 1980

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	A-3	VI	BNL Development Corp.	
2			IV	Burlington Equipment Company	
3			VII	Burlington Northern Air Freight Inc.	100.00
4			VI	Clarkland Inc.	100.00
5			VI	Clarkland Royalty Inc.	100.00
6			X	Glacier Park Company	100.00
7			VII	Lemhi Telephone Company	100.00
8			II	New Mexico and Arizona Land Co.	100.00
9			I	Plum Creek Lumber Co.	100.00
10			VI	906 Olive Corporation	100.00
11				Total Class A-3	50.02
12				Total Class A	100.00
13	721	B-1	VII	Chicago Union Station Company	100.00
14				Total Class B	
15	721	D-1	VI	BNL Development Corp.	
16				Clarkland Royalty Inc.	
17				Trailer Train Company	
18				Total Class D	
19	721	E-1	VII	Belt Railway Company of Chicago, The	H
20			VII	BN Transport Inc.	
21			VII	Burlington Northern Dock Corporation	J
22			VII	Camas Prairie Railroad Company	
23			VII	Chicago Union Station Company	
24			VII	Colorado & Southern Railway Company	
25			VII	Davenport, Rock Island & North Western Ry. Co.	J
26			VII	Denver Union Terminal Railway Company	
27			VII	Fort Worth and Denver Railway Company	J
28			VII	Frisco Transportation Company	J
29			VII	Kansas City Terminal Railway Company	
30			VII	Keokuk Union Depot Company	
31			VII	Lake Superior Terminal Transfer Ry. Co., The	J
32			VII	Longview Switching Company	J
33			VII	Minnesota Transfer Railway Co., The	
34			VII	Northern Rockies Pipeline Company	
35			VII	Paducah & Illinois Railroad Co.	J
36			VII	Terminal Railroad Assn. of St. Louis	
37			VII	Wichita Union Terminal Ry. Co.	J
38			VII	Wichita Terminal Association	
39				Total Class E-1	
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(Continued)

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	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	Clarkland Inc.	100.00
5			VI	Clarkland Royalty Inc.	100.00
6			X	Glacier Park Company	100.00
7			VII	Lemhi Telephone Company	100.00
8			II	New Mexico and Arizona Land Co.	50.02
9			I	Plum Creek Lumber Co.	100.00
10			VI	906 Olive Corporation	100.00
11				Total Class A-3	
12				Total Class A	
13					
14	721	B-1	VII	Chicago Union Station Company	
15				Total Class B	
16					
17	721	D-1	VI	BNL Development Corp.	
18				Clarkland Royalty Inc.	H
19				Trailer Train Company	
20				Total Class D	
21					
22	721	E-1	VII	Belt Railway Company of Chicago, The	J
23			VII	BN Transport Inc.	
24			VII	Burlington Northern Dock Corporation	
25			VII	Camas Prairie Railroad Company	
26			VII	Chicago Union Station Company	J
27			VII	Colorado & Southern Railway Company	
28			VII	Davenport, Rock Island & North Western Ry. Co.	J
29			VII	Denver Union Terminal Railway Company	J
30			VII	Fort Worth and Denver Railway Company	
31			VII	Frisco Transportation Company	
32			VII	Kansas City Terminal Railway Company	J
33			VII	Keokuk Union Depot Company	J
34			VII	Lake Superior Terminal Transfer Ry. Co., The	
35			VII	Longview Switching Company	
36			VII	Minnesota Transfer Railway Co., The	J
37			VII	Northern Rockies Pipeline Company	
38			VII	Paducah & Illinois Railroad Co.	J
39			VII	Terminal Railroad Assn. of St. Louis	
40			VII	Wichita Union Terminal Ry. Co.	
41			VII	Wichita Terminal Association	
42				Total Class E-1	
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49					
50				(Continued)	

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)				
\$ 15 000	\$ 2 500	\$	\$ 17 500	\$	\$	\$	1
5			5				2
1 000			1 000			2 600	3
	5 739		5 739				4
	73		73				5
12 288			12 288				6
86			86				7
	4 999		4 999				8
8 056			8 056				9
	1 176		1 176				10
36 435	14 487		50 922			2 600	11
85 273	25 093	56	110 310			4 219	12
							13
2	1 342	629	715			26	14
2	1 342	629	715			26	15
							16
1 091		297	794				17
	184		184				18
1 238	363		1 601			90	19
2 329	547	297	2 579			90	20
							21
1 373	87		1 460			86	22
823		353	470				23
1 867	1 720	581	3 006				24
512	12	5	519			25	25
12 976	979		13 955		13 906		26
11 584	4 373	4 500	11 457			360	27
1 418	382	15	1 792				28
647	96		743				29
3 650	2 334	3 350	2 634			346	30
	270		270				31
2 739	4 414	862	6 291		1 058		32
9			9				33
94		20	74			3	34
59			59				35
363			363			11	36
1 299		457	842			184	37
1 327		27	1 300			59	38
763	85	155	693				39
	475		475				40
	2		2				41
41 503	15 236	10 325	46 414		14 964	1 074	42
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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	IV	Burlington Equipment Company	
2			VI	Clarkland Inc.	
3			VI	Clarkland Royalty Inc.	
4			X	Glacier Park Company	
5			II	Northern Resources Inc.	
6			VI	906 Olive Corporation	
7				Total Class E-3	
8				Total Class E	
9				Grand Total Account 721	
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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)				
\$ 5 794	\$ 2 804	\$ 2 994	\$ 5 604	\$	\$	\$	1
	151	14	137				2
	4	3	1				3
30 189	128	2 305	28 012				4
	100		100				5
	1 041	5	1 036				6
35 983	4 228	5 321	34 890				7
77 486	19 464	15 646	81 304				8
165 090	46 446	16 628	*194 908		14 964	5 409	9
							10
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* Excludes \$197,084 equity in earnings of subsidiary companies.

310A. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES Undistributed Earnings From Certain Investments in Affiliated Companies

of acquisition.

1. Report below the details of all investments in common stocks included in Account 721, Investments in Affiliated Companies.

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

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)
	Carriers: (List specifics for each company)	\$	\$	\$	\$	\$	\$
1	BN Transport Inc.	3 782		(3 640)			142
2	Burlington Northern Air Frt. Inc.	16 634		9 380			25 014
3	Burlington Northern Dock Corp.	(1)					(1)
4	Colorado & Southern Ry. Co., The						
5	" " " " 1st Pref. ")	9 746		6 964	230		16 940
6	" " " " 2nd Pref. ")						
7	Davenport, Rock Is. & N.W. Ry. Co., Common Stock	87					87
8	Delta Alaska Terminal Ltd.	105		9		(114)	-
9	Denver Union Terminal Ry.	(38)					(38)
10	Fort Worth & Denver Ry. Co.	48 822		12 182			61 004
11	Frisco Transportation Co.	-		30			30
12	Galveston Terminal Ry. Co.	(381)		14			(367)
13	Iowa Transfer Ry. Co.	17					17
14	Keokuk Union Depot Co.	32					32
15	Minnesota Transfer Ry. Co., The	908		26			934
16	Northern Rockies Pipeline Co.	26		745			771
17	Paducah & Illinois R.R. Co.	(86)					(86)
18	Portals Pipe Line Co.	3 098		1 007			4 105
19	Portland Terminal R.R. Co.	863		82			945
20	Pueblo Union Depot & R.R. Co.	32					32
21	Quanaah Acme & Pacific Ry. Co.	-		4			4
22	Western Fruit Express Co.	10 602		1 026			11 628
23	Winona Bridge Railway Co.	269					269
24							
25							
26							
27							

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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 BN Inc. 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 BN Inc. Consolidated Mortgage.
- Footnote C - Shares of The Colorado and Southern Railway Company are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BN Inc. Consolidated Mortgage as follows:
- 284,386 shares of Common Stock out of 306,695 shares owned
 - 12,756 shares of 1st Pref. Stock out of 64,217 shares owned
 - 61,421 shares of 2nd Pref. Stock out of 73,435 shares owned
- Footnote D - BN Inc. 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 BN Inc. 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 - BN Inc. owns a total of 2,739 shares. 913 shares are pledged under NP Prior Lien Mortgage, NP General Lien Mortgage, and BN Inc. Consolidated Mortgage. 913 shares are pledged under GN General Gold Bond Mortgage, and BN Inc. Consolidated Mortgage. 913 shares are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BN Inc. Consolidated Mortgage.
- Footnote F - BN Inc. owns a total of 3,356 shares. 1,678 shares are pledged under GN General Gold Bond Mortgage and BN Inc. Consolidated Mortgage. 1,678 shares are pledged under BN Inc. Consolidated Mortgage.
- Footnote G - BN owns 4,116 shares. 2,058 shares pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BN Inc. 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 BN Inc. Consolidated Mortgage. 598.5 shares are pledged under BN Inc. Consolidated Mortgage. 1,036 shares are pledged under GN General Gold Bond Mortgage and BN Inc. Consolidated Mortgage. 1,036 shares are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BN Inc. Consolidated Mortgage.

NOTES AND REMARKS

Footnotes to Schedule 310 (Continued)

Footnote J - Investment Advances are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BN Inc. Consolidated Mortgage as follows:

The Belt Railway Company of Chicago	\$ 435
Chicago Union Station Company	6,796
Davenport, Rock Island & North Western Ry. Co.	1,223
Denver Union Terminal Railway Company	647
Kansas City Terminal Railway Company	1,257
Keokuk Union Depot Company	4
The Minnesota Transfer Railway Company	353
Paducah & Illinois Railroad Company	1,301

315. SPECIAL FUNDS AND OTHER INVESTMENTS

1. Complete this schedule if the amount in account 722, "Other Investments" is greater than 1% of total assets.

2. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of other than affiliated companies, included in accounts Nos. 715, "Sinking funds", and 717, "Other funds." Investments included in

accounts Nos. 715, 716, and 717 held by trustees in lieu of cash deposits required under the governing instrument are not to be reported.

3. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 21, classifying the investments by means of letters, figures, and symbols in columns

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company or government and description of security held; also lien reference, if any	Balance at close of year	Book value of investment made during the year
	(a)	(b)	(c)	(d)	(e)	(f)
1					\$	\$
2						
3						
4						
5				Account 722 is less than 1% of total assets.		
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7						
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315. SPECIAL FUNDS AND OTHER INVESTMENTS -Continued

(a), (b), and (c). Investment in U.S. Treasury obligations may be reported as one item. Items where original cost is less than \$500,000 may be combined as one item.

4. 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.

5. Give totals for each subclass and a grand total for each account.

6. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation matured serially, the date in column (d) may be reported as "Serially 19__ to 19__." In making entries in this column, abbreviations in common use in standard financial publications may be used where necessary on account of limited space.

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

8. Report dollars in thousands.

INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		Adjustment at end of year (Account 723)	Allowance for unrealized loss on noncurrent marketable equity securities (Account 724)		Dividends or interest during year credited to income (l)	Line No.
Book value (g)	Profit or (Loss) (h)		Changes during year (j)	Balance at close of year (k)		
\$	\$	\$	\$	\$	\$	1
						2
						3
						4
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Account 722 is less than 1% of total assets.

319. SECURITIES, ADVANCES, AND OTHER INTANGIBLES OWNED OR CONTROLLED THROUGH NONREPORTING SUBSIDIARIES

1. Give particulars of investments represented by securities and advances (including securities issued or assumed by respondent), and of other intangible property, indirectly owned or controlled by respondent through any subsidiary which does not report to the

Commission under the provisions of the Interstate Commerce Act, without regard to any question of whether the company issuing the securities, or the obligor, is controlled by the subsidiary.

Line No.	Class No.	Name of issuing company and security or other intangible thing in which investment is made	Total book value of investments at close of year	Book value of investments made during year
	(a)	(b)	(c)	(d)
1	D-3	Federal Agency Obligations	\$ 100	\$ 5 341
2	A-1	Bur. Nor. Air Frt. (Aust.) Pty. Ltd.	37	
3	A-1	Bur. Nor. Air Frt. (U.K.) Ltd.	59	
4	D-3	United California Bank	6 000	12 000
5	D-3	Marine Land Bank	8	8
6	D-3	Wells Fargo Bank	3 500	10 000
7	D-3	Crocker National Bank	2 000	6 000
8	D-3	Lloyds Bank	1 000	1 000
9	D-3	Imperial Bank of California		7 000
10	D-3	Federal Agency Obligations	6 000	15 000
11	E-1	Bur. Nor. Air Frt. (Aust.) Pty. Ltd.	465	
12	B-1	Bankers Trust Company	6 465 (4)	15 178
13	D-3	Federal Agency Obligations		33
14	C-3	H.W. Kendall Corp.	98 (1)	98
15	E-1	Burlington Northern Inc.	300 (1)	300
16	D-3	Federal Agency Obligations		15
17	E-3	Plum Creek Lumber Company	164	164
18	D-3	Federal Agency Obligations	240	400
19	A-1	Illinois Terminal Railroad Co.	2	
20	A-1	Northern Tier Pipeline		
21	A-1	Pullman Company		
22	A-1	Western Fruit Express Company	100	
23	A-3	Big Sky of Montana		
24	A-3	Carlyle Hotel Corporation	87	2
25	A-3	Dreyer Brothers Inc.	2 507	
26	A-3	Great Midwest Corporation		
27	A-3	Burlington Northern Airmotive Inc.	1 000	
28	A-3	Royal Logging Co.	603	
29	A-2	Saxony Corporation	15	
30	A-2	Wenoka Credit Corporation	14	
31	B-1	BN Inc. - St. Paul-Duluth Divn. Bonds		
32	B-1	Missouri-Kansas-Texas RR Co.	4 224	
33	B-1	BN Inc. - Collateral Trust Bonds	179	
34	C-3	Land Sale Contracts	132	
35	D-3	Other Federal Obligations		42 375
36	D-3	U.S. Treasury Notes	199	
37	D-3	Lemhi Telephone Company	110	
38	D-3	Great Midwest Corporation		
39	D-3	Mid-America Enterprises Inc.	1 805	3 330
40	D-3	Federal Agency Obligations		6 935
41	D-3	Northern Tier Pipeline Company		
42	E-1	Burlington Northern Inc.	11 670	
43	E-1	Burlington Northern Inc.		
44	E-3	Northern Rockies Pipeline Company		315
45	E-3	Saxony Corporation	84	
46	E-3	Northern Tier Pipeline Company		
47	E-3	Dreyer Brothers Inc.	405	10
48	E-3	Burlington Northern Airmotive Inc.		
49		(Continued on Page 29-A)		

319. SECURITIES, ADVANCES, AND OTHER INTANGIBLES OWNED OR CONTROLLED THROUGH NONREPORTING SUBSIDIARIES—Continued

2. This schedule should include all securities, open account advances, and other intangible property owned or controlled by non-reporting companies as well as those owned or controlled by any other organization or individual whose action respondent is able to determine.

3. Investments in U.S. Treasury obligations may be combined in a single item.

4. Column (a), Class No., should show classifications as provided in General Instructions, Schedules 310 & 315.
(Dollars in thousands)

INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		Extent of control	Names of subsidiaries in connection with things owned or controlled through them	Line No.
Book Value (e)	Selling price (f)	(g)	(h)	
\$ 5 445	\$ 5 445	100 %	BNL Development Corporation	1
		100	Burlington Northern Air Freight Inc.	2
		100	Burlington Northern Air Freight Inc.	3
6 000	6 000	100	Burlington Northern Air Freight Inc.	4
8	8	100	Burlington Northern Air Freight Inc.	5
6 500	6 500	100	Burlington Northern Air Freight Inc.	6
4 000	4 000	100	Burlington Northern Air Freight Inc.	7
		100	Burlington Northern Air Freight Inc.	8
7 000	7 000	100	Burlington Northern Air Freight Inc.	9
17 500	17 500	100	Burlington Northern Air Freight Inc.	10
		100	Burlington Northern Air Freight Inc.	11
13 530	13 530	100	Burlington Northern Dock Corporation	12
33	33	100	Burlington Northern Airmotive Inc.	13
		100	Clarkland Inc.	14
		100	Clarkland Inc.	15
30	30	66.67	Delta Alaska Terminal Ltd.	16
		100	Douglas Transportation Company	17
160	160	100	Dreyer Brothers Inc.	18
		100	Glacier Park Company	19
3 000 (2)		100	Glacier Park Company	20
21	29	100	Glacier Park Company	21
		100	Glacier Park Company	22
943 (3)		100	Glacier Park Company	23
		100	Glacier Park Company	24
		100	Glacier Park Company	25
4 328	3 898	100	Glacier Park Company	26
		100	Glacier Park Company	27
		100	Glacier Park Company	28
		100	Glacier Park Company	29
		100	Glacier Park Company	30
5	5	100	Glacier Park Company	31
2 514 (3)		100	Glacier Park Company	32
		100	Glacier Park Company	33
42	42	100	Glacier Park Company	34
44 383	44 383	100	Glacier Park Company	35
		100	Glacier Park Company	36
12	12	100	Glacier Park Company	37
3 330	3 330	100	Glacier Park Company	38
1 525 (3)		100	Glacier Park Company	39
7 070	7 070	100	Glacier Park Company	40
3 439 (2)		100	Glacier Park Company	41
		100	Glacier Park Company	42
1 000	1 000	100	Glacier Park Company	43
315	315	100	Glacier Park Company	44
250	250	100	Glacier Park Company	45
240	240	100	Glacier Park Company	46
10	10	100	Glacier Park Company	47
100	100	100	Glacier Park Company	48
(Continued on Page 29-B)				49

319. SECURITIES, ADVANCES, AND OTHER INTANGIBLES OWNED OR CONTROLLED THROUGH NONREPORTING SUBSIDIARIES

1. Give particulars of investments represented by securities and advances (including securities issued or assumed by respondent), and of other intangible property, indirectly owned or controlled by respondent through any subsidiary which does not report to the

Commission under the provisions of the Interstate Commerce Act, without regard to any question of whether the company issuing the securities, or the obligor, is controlled by the subsidiary.

Line No.	Class No.	Name of issuing company and security or other intangible thing in which investment is made	Total book value of investments at close of year	Book value of investments made during year
	(a)	(b)	(c)	(d)
1	E-3	Oregon Trunk Railway	\$	\$
2	E-3	Plum Creek Lumber Company	4 059	4 059
3	E-1	Burlington Northern Inc.		400
4	E-3	Plum Creek Lumber Company	420	420
5	D-3	Idaho First National Bank	20	350
6	D-3	Commercial Paper	200 (1)	
7	D-3	Certificates of Deposit	850 (1)	
8	D-3	Cash Reserve Fund	304 (1)	1
9	E-3	Western Nuclear Joint Venture	3 031 (1)	507
10	E-3	NZ Properties Inc.	3 128	
11	E-3	NZ Development Corporation	1 025 (1)	20
12	D-3	Federal Agency Obligations	304	22 888
13	A-1	Burlington Northern Inc. - Preferred Stock		
14	A-1	Burlington Northern Inc. - Common Stock	90	90
15	D-3	Valley Bank of Kalispell	8 414	44 486
16	D-3	Commercial Paper		9 367
17	D-3	Certificates of Deposit	7 373	24 718
18	D-3	Federal Agency Obligations	300	151 159
19	D-3	Burlington Northern Inc.		14 000
20	E-3	Arden Lumber Company	8 646	7 826
21	E-3	Ksanka Lumber Company		
22	D-3	Federal Agency Obligations	1 006	108 892
23	E-1	Burlington Northern Inc.	8 000 (4)	
24	D-3	General Services Administration	80 (4)	550
25	E-1	Burlington Northern Inc.	67 (4)	
26	E-3	Royal Logging Company	897	897
27				
28				
29				
30		Notes to Schedule 319		
31		(1) Book value of investments acquired thru acquisition of the St. Louis-San Francisco Railway Company.		
32		(2) Amounts were written down to \$1.00.		
33		(3) Amounts written down reflected in Account 723.		
34		(4) Book value of investments for classes of roads which became non-reporting subsidiaries effective January 1, 1980 per ICC Docket 37253.		
35				
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**319. SECURITIES, ADVANCES, AND OTHER INTANGIBLES OWNED OR CONTROLLED THROUGH NONREPORTING
SUBSIDIARIES—Continued**

2. This schedule should include all securities, open account advances, and other intangible property owned or controlled by non-reporting companies as well as those owned or controlled by any other organization or individual whose action respondent is able to determine.

3. Investments in U.S. Treasury obligations may be combined in a single item.

4. Column (a), Class No., should show classifications as provided in General instructions, Schedules 310 & 315.
(Dollars in thousands)

INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		Extent of control	Names of subsidiaries in connection with things owned or controlled through them	Line No.
Book Value (e)	Selling price (f)			
\$ 135	\$ 135	100 %	Glacier Park Company	1
		100	Ksanka Lumber Company	2
400	400	100	Lemhi Telephone Company	3
		100	Lemhi Telephone Company	4
660	660	100	Lemhi Telephone Company	5
		50.02	New Mexico and Arizona Land Company	6
		50.02	New Mexico and Arizona Land Company	7
		50.02	New Mexico and Arizona Land Company	8
1 251	1 251	50.02	New Mexico and Arizona Land Company	9
58	58	50.02	New Mexico and Arizona Land Company	10
		50.02	New Mexico and Arizona Land Company	11
22 584	22 584	100	Northern Rockies Pipeline Company	12
90	90	100	Plum Creek Lumber Company	13
		100	Plum Creek Lumber Company	14
44 182	44 182	100	Plum Creek Lumber Company	15
9 367	9 367	100	Plum Creek Lumber Company	16
17 345	17 345	100	Plum Creek Lumber Company	17
150 859	150 859	100	Plum Creek Lumber Company	18
18 500	18 500	100	Plum Creek Lumber Company	19
		100	Plum Creek Lumber Company	20
1 140	1 140	100	Plum Creek Lumber Company	21
110 300	110 300	100	Saxony Corporation	22
		100	Western Fruit Express Company	23
555	555	66.67	Winona Bridge Railway Company	24
		66.67	Winona Bridge Railway Company	25
		100	Plum Creek Lumber Company	26
				27
				28
				29
				30
				31
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325. PROPERTY USED IN OTHER THAN CARRIER OPERATIONS

1. This schedule may be omitted unless (a) gross property used in other than carrier operations is more than 5% of total assets, or (b) net profit from noncarrier operations for the year amounts to 10% or more of income before extraordinary items.

2. Show separately (a) the three properties with the greatest asset value, and (b) the three properties with greatest revenues. Show also each property whose gross value exceeds 5% of total assets or whose net profit from noncarrier operations exceed 10% of income before extraordinary items. Other items may be combined on one line.

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

4. In section B include in column (f) the gross amount of revenue or income included in account 506; in column (g), the gross amount of expenses (including depreciation) charged to accounts

Line No.	Item (Kind and location of property, and nature of business, if any) (a)	A. INVESTMENT (ACCOUNT 737)			
		Year of acquisition (b)	Charges during the year (c)	Credits during the year (d)	Balance of close of year (See ins. 3) (e)
1	Oil Department Operations	Various	\$ 8 378	\$ 58	\$ 43 610
2	Granted land unsold acquired				
3	through reorganization	1896		6	2 828
4					
5	Grain Elevators "S", "X" and				
6	Annexes, Superior, WI (1)	Various			7 644
7	Highway Freight Ctr. Chicago, IL (2)	1969			1 790
8	Tie Plant, Galesburg, IL (2)	1910			1 397
9	Land & Other Fac., Naperville, IL (2)	1960-1972	492		3 238
10	Red Owl Stores Whse. Fargo, ND (2)	1957			1 672
11	Norpac Industrial Park, Kent, WA (2)	Various	357	28	3 415
12	Land Snohomish, WA (2)	1968			2 358
13	Jet Star II - Aircraft	1976	3 877		3 877
14	Land & Other Fac., Cicero, IL	1978			4 501
15	Vancouver Elev., Vancouver, WA	1935		4 022	
16	Windolph Industrial Park - Oregon				
17	Trunk Ry., Beaverton, OR		46		3 411
18	Reclassification of Freight Cars				
19	out of service		(10 650)		
20					
21	All other items (2)		18 133	1 945	88 343
22	Total	X X X X	20 633	6 059	168 084

NOTES AND REMARKS

- (1) Owned - Leased to Archer Daniels Midland Co.
 (2) Owned - Not Operated

325. PROPERTY USED IN OTHER THAN CARRIER OPERATIONS—Continued

506 and 534; in column (h), the amount of taxes charged to accounts 535 and 544 for the year; and in column (i), the net profit or loss of columns (f) minus (g) and (h).

5. Any differences between the total of column (h) and the totals of accounts 535 and 544, and differences between the total of column (i) and the net total of accounts 506, 534, 535, and 544, of such accounts in Schedule 210, "Results of Operations", should be explained in a footnote.

6. In section C give an analysis of accumulated depreciation in account 738 for each item shown in column (a). Show in column

(n) the percentage or composite rate used by the respondent for computing the amount of depreciation credited to the account during the year. Any adjustments of importance included in columns (j) and (k) should be fully explained in a footnote.

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

8. Report dollars in thousands.

F. REVENUES, INCOME, EXPENSES AND TAXES CREDITED AND DEBITED TO ACCOUNTS 506, 534, 535 AND 544 DURING THE YEAR				C. ACCUMULATED DEPRECIATION (ACCOUNT 738)					Line No.
Revenues or income (f)	Expenses (g)	Taxes (h)	Net profit for year (L loss) (i)	Credits during the year (j)	Debits during the year (k)	Balance at close of year (l)	Base (m)	Rates (n)	
\$ 66 261	\$ 15 611	\$ 13 266	\$ 37 384	\$ 3 303		\$ 28 286	\$ 40 921	8.1 %	1
									2
									3
									4
									5
988	136	62	790	135	(20)	829	7 637	1.76	6
102	22		80	22		252	1 267	1.76	7
150	20		130	20		937	1 141	1.76	8
289	43	81	165	43		293	2 605	1.76	9
111	29		82	28		844	1 630	1.76	10
	39	19	(58)	39		162	2 361	1.76	11
		19	(19)						12
									13
		238	(238)	59		129	3 384	1.76	14
60	95		(35)	89	2 122				15
									16
		135	(135)						17
									18
					7 169				19
									20
82 800	42 147	5 867	34 786	3 243	(1 829)	13 367	12 633	1.76	21
150 761	58 142	19 687	72 932	6 981	7 442	45 099	73 579	XXXXX	22

NOTES AND REMARKS

329. OTHER ASSETS AND OTHER DEFERRED DEBITS

If the amount in either the captioned Accounts 739, 741, 743, 744 "Other assets" account or the "Other deferred debit" account exceeds 5% of total assets, then report the three largest items in those respective amounts. Also report any single item exceeding 5%

of total assets. Give a brief description of each item. In case the character of any item is not fully disclosed by the entries in the columns hereunder, make a full explanation in a footnote. (*Dollars in thousands.*)

Line No.	Account No. (a)	Item (b)	Amount (c)
1			\$
2			
3		None of the above accounts exceed 5% of total assets.	
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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 account No. 732 for road or for equipment is less than 5% of account No. 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 (e) and (f), should be included all entries covering expenditures for additions and betterments, as defined, whether replacing other property or not.

5. In column (f) 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 34 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 debit or credit for additions and betterments to property investment accounts as provided for in Instruction 2-2, of the Uniform System of Accounts for Railroad Companies, state in a footnote the amount used.

11. Show dollars in thousands.

NOTES AND REMARKS

SCHEDULE 330

(Dollars in Thousands)

INSTRUCTION
REFERENCE

- | | |
|------------|--|
| 3 | Column (d) includes the following:
Properties of St. Louis-San Francisco Railroad Company which merged into Burlington Northern Inc. effective November 21, 1980. |
| 7
\$205 | Column (e) includes the following:
Purchase land for additional right-of-way between Gillette-Orin, Wyoming. |

330. ROAD AND EQUIPMENT PROPERTY (See Instructions)

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	\$ 57 934	\$	\$ 9 983
2	(2) Land for transportation purposes	101 834		11 157
3	(3) Grading	449 630		34 689
4	(4) Other right-of-way expenditures	6 123		24
5	(5) Tunnels and subways	40 966		634
6	(6) Bridges, trestles, and culverts	256 047		17 675
7	(7) Elevated structures	-		-
8	(8) Ties	115 276		16 389
9	(9) Rails	248 804		20 677
10	(10) Other track material	226 754		24 319
11	(11) Ballast	104 268		7 762
12	(12) Track laying and surfacing	130 095		26 825
13	(13) Fences, snowsheds, and signs	15 167		1 133
14	(16) Station and office buildings	110 311		4 495
15	(17) Roadway buildings	9 988		354
16	(18) Water stations	3 662		42
17	(19) Fuel stations	8 412		343
18	(20) Shops and enginehouses	78 295		5 950
19	(22) Storage warehouses	-		-
20	(23) Wharves and docks	1 971		-
21	(24) Coal and ore wharves	22 840		-
22	(25) TOFC/COFC terminals	9 279		649
23	(26) Communication systems	64 253		2 933
24	(27) Signals and interlockers	158 191		9 514
25	(29) Power plants	1 144		66
26	(31) Power-transmission systems	5 295		124
27	(35) Miscellaneous structures	2 952		114
28	(37) Roadway machines	59 458		2 759
29	(39) Public improvements—Construction	54 864		4 114
30	(44) Shop machinery	47 030		1 887
31	(45) Power-plant machinery	2 930		-
32	Other (specify and explain)	-		-
33	Total expenditures for road	2 393 773		204 611
34	(52) Locomotives	434 800		19 394
35	(53) Freight-train cars	1 170 715		69 911
36	(54) Passenger-train cars	5 969		-
37	(55) Highway revenue equipment	2 400		-
38	(56) Floating equipment	-		-
39	(57) Work equipment	49 691		5 133
40	(58) Miscellaneous equipment	22 682		1 340
41	Total expenditures for equipment	1 686 260		95 778
42	(76) Interest during construction	4 425		-
43	(77) Other expenditures—General	795		-
44	Total general expenditures	5 220		-
45	Total	4 085 253		300 389
46	(80) Other elements of investment	142		-
47	(90) Construction work in progress	71 564		107
48	Grand Total	4 156 959		300 496

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)	
\$ 2 285	\$ 409	\$ 11 859	\$ 69 793	1
3 396	2 500	12 053	113 887	2
7 675	900	41 464	491 094	3
123	35	112	6 235	4
128	1	761	41 727	5
9 746	1 067	26 354	282 401	6
-	-	-	-	7
6 043	476	21 956	137 232	8
15 989	654	36 012	284 816	9
22 105	1 463	44 961	271 715	10
3 131	269	10 624	114 892	11
12 478	445	38 858	168 953	12
486	31	1 588	16 755	13
4 031	7 429	1 097	111 408	14
1 117	64	1 407	11 395	15
36	100	(22)	3 640	16
6 012	91	6 264	14 676	17
12 960	763	18 147	96 442	18
-	-	-	-	19
(6)	-	(6)	1 965	20
351	2 149	(1 798)	21 042	21
345	(111)	1 105	10 384	22
3 632	926	5 629	69 882	23
15 556	1 758	23 312	181 503	24
109	19	156	1 300	25
166	39	251	5 546	26
245	103	256	3 208	27
1 886	178	4 467	63 925	28
4 935	639	8 410	63 274	29
3 109	586	4 410	51 440	30
10	9	1	2 931	31
-	-	-	-	32
138 079	23 002	319 688	2 713 461	33
35 271	18 168	36 497	471 297	34
143 048	21 858	191 101	1 361 816	35
-	1 396	(1 396)	4 573	36
153	1 716	(1 563)	837	37
-	-	-	-	38
5 232	1 038	9 327	59 021	39
(3 726)	2 133	(4 519)	18 163	40
179 978	46 309	229 447	1 915 707	41
-	3 020	(3 020)	1 405	42
-	546	(546)	249	43
-	3 566	(3 566)	1 654	44
318 057	72 877	545 569	4 630 822	45
-	-	-	142	46
9 651	-	9 758	81 322	47
327 708	72 877	555 327	4 712 286	48

330A. IMPROVEMENTS ON LEASED PROPERTY (See Instruction)

Line No.	Account (Dollars in thousands) (a)	Balance at beginning of year (b)	Expenditures during the year for original road and equipment, and road extensions (c)	Expenditures during the year for purchase of existing lines, reorganizations, etc. (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 _____	Account 732 does not exceed		
7	(7) Elevated structures _____	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
				7
				8
				9
	Account 732 does not exceed 5% of Account 731.			10
				11
				12
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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 in computing the depreciation charges for the month of January and in columns (c) and (f) show the depreciation base used in computing the depreciation charges for the month of December; in columns (d) and (g) show the composite rates used in computing the depreciation charges for the month of December; and on lines 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 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	57 885	69 414	.86	53	53	.40
2	(3) Grading	68 419	103 250	1.26			
3	(4) Other right-of-way expenditures	6 123	6 217	2.00			
4	(5) Tunnels and subways	40 966	41 680	.83			
5	(6) Bridges, trestles, and culverts	256 043	281 568	1.38	264	264	1.80
6	(7) Elevated structures						
7	(13) Fences, snowsheds, and signs	15 167	16 753	2.00	11	11	4.78
8	(16) Station and office buildings	110 308	112 289	1.92	1	1	3.30
9	(17) Roadway buildings	9 987	11 145	2.63	1	1	2.70
10	(18) Water stations	3 662	3 646	2.86			
11	(19) Fuel stations	8 412	14 458	3.63			
12	(20) Shops and enginehouses	78 295	93 964	2.09			
13	(22) Storage warehouses						
14	(23) Wharves and docks	1 968	1 962	1.92			
15	(24) Coal and ore wharves	22 840	23 187	1.39			
16	(25) TOFC/COFC terminals	9 279	10 371	3.71			
17	(26) Communications systems	64 254	69 698	2.81			
18	(27) Signals and interlockers	158 191	181 085	2.26			2.85
19	(29) Power plants	1 144	1 299	2.50			
20	(31) Power transmission systems	5 291	5 548	3.06			
21	(35) Miscellaneous structures	2 951	3 209	3.03			
22	(37) Roadway machines	59 435	63 891	3.84			
23	(39) Public improvements—Construction	30 974	34 554	1.87			
24	(44) Shop machinery	47 030	51 361	3.06			
25	(45) Power plant machinery	2 930	2 931	3.84			
26	All other road accounts						
27	Amortization (other than defense projects)						
28	Total road	1 061 554	1 203 480	2.06	330	330	1.58
	EQUIPMENT						
29	(52) Locomotives	429 988	468 971	(1)			
30	(53) Freight-train cars	1 158 768	1 343 098	(2)			
31	(54) Passenger-train cars	5 844	4 391				
32	(55) Highway revenue equipment	2 407	861	8.80			
33	(56) Floating equipment						
34	(57) Work equipment	48 813	58 203	3.92			
35	(58) Miscellaneous equipment	22 682	19 008	(3)			
36	Total equipment	1 668 502	1 894 532	3.69			
37	GRAND TOTAL	2 730 056	3 098 012		330	330	

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 line 27.

6. Thousand dollar Reporting Rule.

Line No.	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)	
	ROAD						
1	(1) Engineering	7 526	507		295		7 738
2	(3) Grading	17 831	788		71		18 548
3	(4) Other, right-of-way	659	123		33		749
4	(5) Tunnels and subways	14 494	340		2		14 832
5	(6) Bridges, trestles, and culverts	156 493	3 629		786		159 336
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs	12 964	315		31		13 248
8	(16) Station and office buildings	57 222	3 476		7 425		53 273
9	(17) Roadway buildings	3 994	273		46		4 221
10	(18) Water stations	3 307	105		81		3 331
11	(19) Fuel stations	2 384	381		89		2 676
12	(20) Shops and enginehouses	31 753	1 731		766		32 718
13	(22) Storage warehouses						
14	(23) Wharves and docks	1 899	38				1 937
15	(24) Coal and ore wharves	13 429	318		2 123		11 624
16	(25) TOFC/COFC terminals	2 404	350		(236)		2 990
17	(26) Communication systems	33 893	1 842		786		34 949
18	(27) Signals and interlockers	63 087	3 762		1 546		65 303
19	(29) Power plants	415	29		19		425
20	(31) Power-transmission systems	3 708	163		38		3 833
21	(35) Miscellaneous structures	1 489	90		102		1 477
22	(37) Roadway machines	37 564	2 327		169		39 722
23	(39) Public improvements—Construction	16 256	582		414		16 424
24	(44) Shop machinery*	20 657	1 473		532		21 598
25	(45) Power-plant machinery*	2 290	112		9		2 323
26	All other road accounts	2 588			683		1 905
27	Amortization (other than defense projects)						
28	Total road	508 306	22 754		15 810		515 250
	EQUIPMENT						
29	Amortization equipment						
30	(52) Locomotives	276 112	16 854		15 256		277 710
31	(53) Freight-train cars	358 598	44 170		7 257		395 511
32	(54) Passenger-train cars	4 919			1 199		3 720
33	(55) Highway revenue equipment	1 927	111		1 517		521
34	(56) Floating equipment						
35	(57) Work equipment	25 516	1 985		536		26 965
36	(58) Miscellaneous equipment	11 772	2 130		1 580		12 322
37	Total equipment	678 844	45 250		27 345		716 749
38	GRAND TOTAL	1 187 150	88 004		43 155		1 231 999

See Notes on Page 39A

*Chargeable to account 305.

NOTES AND REMARKS

Notes Relating to Schedule 332 Depreciation Base and Rates, Page 38

- (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. (See page 39-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. (See page 39-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, and 39 include non-depreciable property for OE and OT.

Notes Relating to Schedule 335 Accumulated Depreciation, Page 39

	<u>CREDITS TO RESERVE</u>	<u>ROAD</u>	<u>EQUIPMENT</u>
Debits for Depreciation on property of respondent		\$22 754	\$65 250
Depreciation on property of Burlington Northern (Manitoba) Limited		16	11
Depreciation on improvements to property leased to others (732)		67	99
Depreciation on property leased from others (C&S)		5	
Depreciation on Shop Machinery*		(1 473)	1 473
Depreciation on Computer and DPE**		(1 472)	1 472
Total Accumulated Depreciation Expense			
Schedule 410, Lines 136, 137, 138, 213, 232, 317		<u>\$19 897</u>	<u>\$68 305</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.

Changes in depreciation rates during the year resulted in an increase of \$1,608 in net income. If the previous depreciation rates had been in effect, net income for the year would have been \$221,107.

Depreciation Rates for Locomotives and Freight Train CarsRate
(Percent)

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	3.93
	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

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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 RESERVE During the Year		DEBITS TO RESERVE During the Year		Balance at close of year (g)
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)	
	ROAD	\$	\$	\$	\$	\$	\$
1	(1) Engineering						
2	(3) Grading						
3	(4) Other right-of-way expen.						
4	(5) Tunnels and subways		Leased road and equipment property (732)				
5	(6) Bridges, trestles, and culverts		is less than 5% of total property owned				
6	(7) Elevated structures		and used.				
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						
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						

340. DEPRÉCIATION 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 29 and 37 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. 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	Total road leased (732) from others is less than 5% of total road owned.		
5	(6) Bridges, trestles and culverts			
6	(7) Elevated structures			
7	(13) Fences, snowsheds, and signs			
8	(15) 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	Total equipment leased (732) from others is less than 5% of total equipment owned.		
33	(56) Floating equipment			
34	(57) Work equipment			
35	(58) Miscellaneous equipment			
36	Total equipment			
37	GRAND TOTAL			

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. 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.

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

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. Thousand dollar Reporting Rule.

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	Total road leased (732) from others is less than 5% of total road owned.					
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	Total equipment leased (732) from others is less than 5% of total equipment owned.					
32	(56) Floating equipment						
33	(57) Work equipment						
34	(58) Miscellaneous equipment						
35	Total equipment						
36	GRAND TOTAL						

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 in computing

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

4. If the depreciation base for accounts 1, 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 _____			
2	(3) Grading _____			
3	(4) Other right-of-way expenditures _____			
4	(5) Tunnels and subways _____	Total road leased to others is less than 5% of total road owned.		
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 _____			
29	(53) Freight-train cars _____			
30	(54) Passenger-train cars _____			
31	(55) Highway revenue equipment _____	Total equipment leased to others is less than 5% of total equipment owned.		
32	(56) Floating equipment _____			
33	(57) Work equipment _____			
34	(58) Miscellaneous equipment _____			
35	Total equipment _____			
36	GRAND TOTAL _____			X X X X

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. Thousand dollar Reporting Rule.

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.	Total road leased to others is less than 5% of					
4	(5) Tunnels and subways	total road owned.					
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	Total equipment leased to others is less than 5%					
31	(55) Highway revenue equipment	of total equipment owned.					
32	(56) Floating equipment						
33	(57) Work equipment						
34	(58) Miscellaneous equipment						
35	Total equipment						
36	GRAND TOTAL						

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 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 lessor 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 32 on the asset side of the comparative general balance sheet of each individual railway should be explained in a footnote. Book value included in accounts 731 and 732 of the owner should be reported in column (d) in reference to the investment of the respondent in the securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6 percent or otherwise) value of property of private owners, or portions of property of other carriers, should be explained.

6. In column (e), show the amount of depreciation and amortization accrued as of the close of the year in accounts 735, 736, and 738, 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. Report 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 Inc.	25 246	\$ 4 722 140	\$ 1 266 986
2					
3					
4		Add-Leased from others:			
5	O	ATSF-Pittsburg, KS - Land & Tracks	1	11	
6	O	Burlington Northern (Manitoba) Limited	4	1 525	519
7	O	C&S-Orin Jct. - Wendover, WY - Main Line	31	1 476	107
8	O	CRIP-Irving-Carrollton, TX - Main Line	5	155	27
9	O	DMIR-Albany, MN Tracks		3	
10	O	" -Virginia, MN "		2	
11	O	" -Holman to Coleraine, MN "		8	
12	O	SP-Chemult, OR "	4	4	
13	O	SP-Klamath Falls, OR "	5	5	
14	O	UP-Garrison to Butte, MT - Main Line	52	1 354	*
15	O	U.S. Govt. R.R. - Shelton to Bangor and Bremerton, WA - Main Line	48	**	
16	O	Oklahoma City, OK Land		10	
17		Total	150	4 553	653
18					
19					
20		Deduct-Leased to others:			
21	O	CNW-Leavenworth, KS Land		15	
22	O	CNW-Minneapolis, MN Trackage		12	
23	O	DMIR-Buhl, MN Turnouts		15	
24	O	" -Chisholm, MN "		1	1
25	O	" -Hibbing, MN "		5	4
26	O	ICG-West Frankfort, IL Yard Tracks		1	
27	O	MILW-Council Bluffs, IA " "		12	3
28	O	SOT-So. Omaha, NE " "		3	
29	O	QA&P-Red River-Quanah, TX - Main Line	8	237	27
30		Total	8	301	35
31					
32					
33		* Depreciation not available to respondent			
34		** Investment not available to respondent			
35					
36					
37					
38					
39		TOTAL	25 388	4 726 392	1 267 604

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 50 herein, should correspond with the amounts for each class of company and properties shown in schedule 335. 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 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 prescribe accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Commission.

5. Report dollars in thousands.

Line No.	Account (a)	Respondent (b)	Lessor railroads (c)	Inactive (proprietary companies) (d)	Other leased properties (e)
		\$	\$	\$	\$
1	(1) Engineering	69 887			114
2	(2) Land for transportation purposes	113 889			377
3	(3) Grading	491 590			656
4	(4) Other right-of-way expenditures	6 236			
5	(5) Tunnels and subways	41 727			
6	(6) Bridges, trestles, and culverts	283 558			322
7	(7) Elevated structures				429
8	(8) Ties	137 491			713
9	(9) Rails	285 651			288
10	(10) Other track material	272 895			157
11	(11) Ballast	115 255			286
12	(12) Track laying and surfacing	169 615			14
13	(13) Fences, snowsheds, and signs	16 770			201
14	(16) Station and office buildings	112 097			14
15	(17) Roadway buildings	12 456			24
16	(18) Water stations	3 642			10
17	(19) Fuel stations	14 676			107
18	(20) Shops and enginehouses	96 442			
19	(22) Storage warehouses				
20	(23) Wharves and docks	1 965			
21	(24) Coal and ore wharves	21 042			
22	(25) TOFC/COFC terminals	10 394			4
23	(26) Communication systems	69 942			26
24	(27) Signals and interlockers	181 990			(2)
25	(29) Power plants	1 300			
26	(31) Power-transmission systems	5 546			
27	(35) Miscellaneous structures	3 208			69
28	(37) Roadway machines	63 924			63
29	(39) Public improvements—Construction	63 327			15
30	(44) Shop machinery	51 441			
31	(45) Power-plant machinery	2 931			
32	Leased property capitalized rentals (explain)				77
33	Other (specify & explain)				3 964
34	Total expenditures for road	2 720 887			202
35	(52) Locomotives	472 983			5
36	(53) Freight-train cars	1 362 074			
37	(54) Passenger-train cars	4 573			
38	(55) Highway revenue equipment	836			
39	(56) Floating equipment				6
40	(57) Work equipment	59 022			16
41	(58) Miscellaneous equipment	18 647			229
42	Total expenditures for equipment	1 918 135			188
43	(76) Interest during construction	1 405			21
44	(77) Other expenditures—General	249			209
45	Total general expenditures	1 654			4 402
46	Total	4 640 676			(150)
47	(80) Other elements of investment	142			
48	(90) Construction work in progress	81 322			4 252
49	Grand Total	4 722 140			

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

Disclose in the following schedules the required information concerning leases of the respondent:

- Schedule 361 - Capitalized Capital Leases
- 362 - Noncapitalized Capital Leases
- 363 - Operating Leases
- 364 - Lessee Disclosures

Under Docket No. 36604, "Accounting for Leases," the Commission established guidelines for capitalizing all leases entered into after 1/1/77, which meet the criteria of a capital lease. (See 49 CFR 1201, Instruction 2-26). These leases shall be properly disclosed in Schedule 361, "Capitalized Capital Leases." However, for all leases in effect on 12/31/76, respondents may either capitalize these leases immediately or phase in the capitalization requirements through 12/31/80. Thereafter, all capital leases must be capitalized. Noncapitalized capital leases, if any, for this reporting year shall properly be disclosed in Schedule 362, "Noncapitalized Capital Leases."

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 explanation indicating how the rate of interest was derived for computing present value shall be included in Schedule 364. Report 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	\$ 13 953	\$ 12 879	\$ 10 523	\$ 9 533	\$ 8 829	\$ 73 205	\$ 129 022
2	Less: Executory costs:							
3	- Taxes							
4	- Maintenance							
5	- Insurance							
6	- Other							
7	Total executory costs (2-5)							
8	Minimum lease payments (1, 6)	13 953	12 879	10 523	9 533	8 829	73 205	129 022
9	Less: Amount representing interest	6 219	5 673	5 140	4 721	4 347	22 766	48 866
	Present value of minimum lease payments (line 7, 8)	7 734	7 206	5 383	4 812	4 482	50 439	80 156

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)	Year 2 (c)	Year 3 (d)	Year 4 (e)	Year 5 (f)	Later years (g)	Total (h)
10	Present value of minimum lease payments from Part I above	\$ 8 190	\$	\$	\$	\$	\$	\$
11	Contingent rentals		XXXX	XXXX	XXXX	XXXX	XXXXX	XXXXX
12	Minimum noncancelable sublease rentals		XXXX	XXXX	XXXX	XXXX	XXXXX	XXXXX
13	Net rental expense	8 190	XXXX	XXXX	XXXX	XXXX	XXXXX	XXXXX

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 properties 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		
15	Revenue equipment	\$ 5 674	\$ 5 674
16	Shop and garage equipment	91 824	95 360
17	Service cars and equipment		
18	Noncarrier operating property	350	3 825
19	Other: (Specify)		
20			
21	Gross capitalized assets		
22	Less: Accumulated amortization	97 848	104 859
23	Net capitalized lease assets	41 948	37 665
		55 900	67 194

362. NONCAPITALIZED 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 values of minimum lease payments. An explanation indicating how the rate of interest was derived for computing present value shall be included in Schedule 364. Report 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	\$	\$	\$	\$	\$	\$	\$
2	Less: Executory costs:	None						
3	- Taxes							
4	- Maintenance							
5	- Insurance							
6	- Other							
7	Total executory costs (2-5)							
8	Minimum lease payments (1-6)							
9	Less: Amount representing interest							
	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 from subleases for the current year. Also, show amounts expected to be received on all noncancelable sublease rentals for the year beginning after the current year as required.

Line No.	Item (a)	Current year (b)	Year 2 (c)	Year 3 (d)	Year 4 (e)	Year 5 (f)	Later years (g)	Total (h)
10	Present value of minimum lease payments from Part I above	\$ None	\$	\$	\$	\$	\$	\$
11	Contingent rentals		XXXX	XXXX	XXXX	XXXX	XXXXXX	XXXXXX
12	Minimum noncancelable sublease rentals		XXXX	XXXX	XXXX	XXXX	XXXXXX	XXXXXX
13	Net rental expense		XXXXX	XXXX	XXXX	XXXX	XXXXXX	XXXXXX

Road Initials:

BN

Year 19 80

362. NONCAPITALIZED CAPITAL LEASES—Continued

PART III. INCOME IMPACT

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

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

Line No.	Item (a)	Current year (b)	Prior year (c)
14	Amortization of lease rights		
15	Interest		
16	Rent expense	\$ None	\$ None
17	Income tax expense		
18	Impact (reduction) on net income		

PART IV. CLASSES OF CAPITAL LEASES

1. 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 value of minimum lease commitments in the aggregate for the major classes of properties presented.

Line No.	Classes of leased property (a)	Present value		
		Current year (b)	Prior year (c)	
19	Structures	\$ None	\$ None	
20	Revenue equipment			
21	Shop and garage equipment			
22	Service cars and equipment			
23	Noncarrier operating property			
24	Other: (Specify)			
25				
26				

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.	Item (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	\$ 57 199	\$ 86 833	\$ 84 111	\$ 79 753	\$ 77 411	\$ 614 228	\$ 999 535
2	Minimum noncancelable sublease rentals	13 365	15 249	15 249	15 249	15 249	125 845	200 206
3	Net minimum lease payments	43 834	71 584	68 862	64 504	62 162	488 383	779 329

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	\$ 57 199	\$ 42 841
5	Contingent rentals		
6	Less: Sublease rentals	13 365	4 562
7	Total rental expense	43 834	38 277

364. LESSEE DISCLOSURE

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.

Line
No.

(a)

Lapse of time only.

(b)

73% of lease contracts have renewal options upon written notice within various specified times.

14% of lease contracts have options to purchase only.

13% of lease contracts have no options.

(c)

(d)

(e)

Note relating to Schedule 361, part 1;

Interest rates used in calculating value of capitalized leases represent respondents incremental borrowing rate for equipment trusts as of the date the lease was entered into.

370. ITEMS IN SELECTED CURRENT LIABILITY ACCOUNTS

1. For accounts Nos. 751, "Loans and notes payable", 759, "Accrued accounts payable", and 763, "Other current liabilities", if the total of any such account exceeds 5% of total current liabilities, report the three largest items, and any other items which exceeds 5% of current liabilities.

2. Show character of loans and notes, with name of creditor

(or class of creditors), dates of issue and maturity, and appropriate description for each class of accrued accounts payable and for the other current liabilities.

3. Make full disclosure of the character of each item reported.
(Dollars in thousands)

Line No.	Account No. (a)	Item (b)	Amount (c)
1	751	Loans and Notes Payable	\$
2		Variable Demand Notes:	
3		National Bank of Detroit, various dates	25 000
4		First National Bank of Minneapolis, various dates	15 000
5		Northwestern National Bank of St. Paul, various dates	6 294
6		Total Account 751	<u>46 294</u>
7			
8	759	Accrued Accounts Payable	
9		Loss and damage, personal injury, property damage, and	
10		overcharge claims	103 667
11		Vacation pay	88 813
12		Per Diem due foreign lines	47 185
13		All other items	105 575
14		Total Account 759	<u>345 240</u>
15			
16	763	Other Current Liabilities	
17		Prepaid freight charges	40 972
18		Deposits for track, culverts, and miscellaneous work	3 372
19		Resources Division - timber and mineral	2 041
20		All other items	9 257
21		Total Account 763	<u>55 642</u>
22			
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25			
26			
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379. OTHER LONG-TERM LIABILITIES AND OTHER DEFERRED CREDITS

If the caption "Other long-term liabilities and deferred credits" (accounts 771, 772, 774, 775, 782, and 784) exceeds 5% of total (current and noncurrent) liabilities, report the three largest items,

and each other item amounting to 5% or more of total liabilities. Disclose fully the nature of each item reported. (*Dollars in thousands*)

Line No.	Account No. (a)	Item (b)	Amount (c)
1			\$
2			
3			
4			
5			
6			
7		None of the above accounts exceed 5% of total (current	
8		and non-current) liabilities.	
9			
10			
11			
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410. RAILWAY OPERATING EXPENSES

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

Line No.	Name of railway operating expense account (a)	Freight					Passenger	Total
		Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)		
		\$	\$	\$	\$	\$	(g)	(h)
	WAY AND STRUCTURES:							
	ADMINISTRATION:							
1	Track	7 014	79	319	997	8 409	80	8 489
2	Bridge and Building	2 461	1	43	218	2 723	40	2 763
3	Signal	2 827	1	9	30	2 867	64	2 931
4	Communication	2 003	12	66	223	2 304	34	2 338
5	Other	8 013	498	266	1 003	9 780	125	9 905
	REPAIR AND MAINTENANCE:							
6	Roadway - Running	17 212	2 852	4 841	3 305	28 210	35	28 245
7	Roadway - Switching	2 308	540	741	752	4 341	27	4 368
8	Tunnels and Subways - Running	279	43	185	6	513	3	516
9	Tunnels and Subways - Switching	9	13	-	-	22	-	22
10	Bridges and Culverts - Running	7 367	4 131	2 050	612	14 160	85	14 245
11	Bridges and Culverts - Switching	495	285	306	-	1 086	-	1 086
12	Ties - Running	N/A	46 032	N/A	N/A	46 032	95	46 127
13	Ties - Switching	N/A	3 877	N/A	N/A	3 877	76	3 953
14	Rail - Running	N/A	41 383	N/A	N/A	41 383	197	41 580
15	Rail - Switching	N/A	3 806	N/A	N/A	3 806	14	3 820
16	Other Track Material - Running	N/A	27 753	N/A	N/A	27 753	90	27 843
17	Other Track Material - Switching	N/A	3 420	N/A	N/A	3 420	34	3 454
18	Ballast - Running	N/A	11 811	N/A	N/A	11 811	44	11 855
19	Ballast - Switching	N/A	912	N/A	N/A	912	3	915
20	Track laying and surfacing - Running	104 941	2 000	2 759	5 702	115 402	435	115 837
21	Track laying and surfacing - Switching	15 858	497	(281)	961	17 035	193	17 228
22	Road Property Damaged - Running	2 832	2 781	116	(105)	5 624	26	5 650
23	Road Property Damaged - Switching	1 493	253	24	-	1 770	20	1 790
24	Road Property Damaged - Other	236	(27)	8	-	217	2	219
25	Signals and Interlockers - Running	11 985	7 521	101	979	20 586	320	20 906
26	Signals and Interlockers - Switching	583	904	(82)	182	1 587	9	1 596
27	Communications Systems	8 946	3 047	25	890	12 908	220	13 128
28	Electric Power Systems	1 347	1 553	73	18	2 991	330	3 321
29	Highway Grade Crossings - Running	4 567	1 611	212	14	6 404	25	6 429
30	Highway Grade Crossings - Switching	435	86	326	(6)	841	29	870
31	Station and Office Buildings	4 458	1 509	1 845	(908)	6 904	275	7 179
32	Shop Buildings - Locomotives	6 357	468	198	106	7 129	129	7 258
33	Shop Buildings - Freight Cars	1 451	473	193	232	2 349	N/A	2 349
34	Shop Buildings - Other Equipment	706	93	194	54	1 047	3	1 050

410. RAILWAY OPERATING EXPENSE - Continued

Line No.	Name of railway operating expense account	I freight						Passenger	Total
		(b)	(c)	(d)	(e)	(f)	(g)		
		\$	\$	\$	\$	\$	\$	\$	\$
	WAY AND STRUCTURES - Continued:								
	REPAIR AND MAINTENANCE - Continued:								
101	Locomotive Servicing Facilities	386	334	42	60	822	29	851	
102	Miscellaneous Buildings and Structures	3 227	1 510	549	24	5 310	144	5 454	
103	Coal Terminals						N/A		
104	Ore Terminals	325	114	987	14	1 440	N/A	1 440	
105	Other Marine Terminals						N/A		
106	TOFC/COFC - Terminals	215	264	714		1 193	N/A	1 193	
107	Motor Vehicle Loading and Distribution Facilities	9	9	21		39	N/A	39	
108	Facilities for Other Specialized Service Operations	12	22	550	282	584	N/A	584	
109	Roadway Machines	839	19 983	983		29 087	160	29 247	
110	Small Tools and Supplies	493	15 731	656		16 880	67	16 947	
111	Snow Removal	4 007	53	358	5	4 423	91	4 514	
112	Fringe Benefits - Running	N/A	N/A	N/A	34 214	34 214	156	34 370	
113	Fringe Benefits - Switching	N/A	N/A	N/A	4 694	4 694	56	4 750	
114	Fringe Benefits - Other	N/A	N/A	N/A	18 335	18 335	200	18 535	
115	Casualties and Insurance - Running	N/A	N/A	N/A	9 083	9 083	4	9 087	
116	Casualties and Insurance - Switching	N/A	N/A	N/A	737	737	22	759	
117	Casualties and Insurance - Other	N/A	N/A	N/A	N/A	N/A	5	1 979	
118	Lease Rentals - Debit - Running	N/A	N/A	1 974	N/A	1 974			
119	Lease Rentals - Debit - Switching	N/A	N/A	8 896	N/A	8 896	8	8 904	
120	Lease Rentals - Debit - Other	N/A	N/A	(2)	N/A	(2)			
121	Lease Rentals - (Credit) - Running	N/A	N/A	(147)	N/A	(147)			
122	Lease Rentals - (Credit) - Switching	N/A	N/A	(414)	N/A	(414)	(3)	(1 427)	
123	Lease Rentals - (Credit) - Other	N/A	N/A	1 823	N/A	1 823			
124	Joint Facility Rent - Debit - Running	N/A	N/A	434	N/A	434	583	1 017	
125	Joint Facility Rent - Debit - Switching	N/A	N/A	43	N/A	43			
126	Joint Facility Rent - Debit - Other	N/A	N/A	(4 545)	N/A	(4 545)	(15)	(4 560)	
127	Joint Facility Rent - (Credit) - Running	N/A	N/A	(2 982)	N/A	(2 982)			
128	Joint Facility Rent - (Credit) - Switching	N/A	N/A	(75)	N/A	(75)			
129	Joint Facility Rent - (Credit) - Other	N/A	N/A	83	N/A	83	1	84	
130	Other Rents - Debit - Running	N/A	N/A	1 278	N/A	1 278	7	1 285	
131	Other Rents - Debit - Switching	N/A	N/A	(1)	N/A	(1)			
132	Other Rents - Debit - Other	N/A	N/A	(108)	N/A	(108)			
133	Other Rents - (Credit) - Running	N/A	N/A	N/A	9 263	9 263	125	9 388	
134	Other Rents - (Credit) - Switching	N/A	N/A	N/A	10 634	10 634	75	10 709	
135	Other Rents - (Credit) - Other	N/A	N/A	N/A	N/A	N/A			
136	Depreciation - Running	N/A	N/A	4 869	N/A	4 869			
137	Depreciation - Switching	N/A	N/A	1 732	N/A	1 732	705	2 437	
138	Depreciation - Other	N/A	N/A	147	N/A	147			
139	Joint Facility - Debit - Running	N/A	N/A	(7 793)	N/A	(7 793)	(37)	(7 830)	
140	Joint Facility - Debit - Switching	N/A	N/A	(2 743)	N/A	(2 743)			
141	Joint Facility - Debit - Other	N/A	N/A	(19)	N/A	(19)			
142	Joint Facility - (Credit) - Running	N/A	N/A	405	N/A	405			
143	Joint Facility - (Credit) - Switching	N/A	N/A	49	N/A	49			
144	Joint Facility - (Credit) - Other	463	(28)	405	17	857			
145	Dismantling Retired Road Property - Running	141		49		192			
146	Dismantling Retired Road Property - Switching	79		418	3	500	49	549	
147	Dismantling Retired Road Property - Other								
148	Other - Running	2 049	445	251	413	3 158	7	3 165	
149	Other - Switching	1 701	86	209	53	2 533	7	2 540	
150	Other - Other	237 356	208 741	23 191	103 761	573 049	5 525	578 574	
151	Total Way and Structures								

410. RAILWAY OPERATING EXPENSE - Continued

Line No.	Name of railway operating expense account	Freight						Passenger	Total freight expense	Total
		(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(h)
		\$	\$	\$	\$	\$	\$	\$	\$	\$
	EQUIPMENT:									
	LOCOMOTIVES:									
201	Administration	6 713	11		90	626	7 440	25		7 475
202	Repair and Maintenance	63 706	100 675		1 764	1 087	167 232	1 525		168 757
203	Machinery Repair	2 036	1 561		14		3 611	18		3 629
204	Equipment Damaged	1 051	435		13		1 499	10		1 509
205	Fringe Benefits	N/A	N/A		N/A	17 786	17 786	145		17 931
206	Other Casualties and Insurance	N/A	N/A		N/A	2 864	2 864	47		2 911
207	Lease Rentals - Debit	N/A	N/A		36 792	N/A	36 792	81		36 873
208	Lease Rentals - (Credit)	N/A	N/A		(131)	N/A	(131)			(131)
209	Joint Facility Rent - Debit	N/A	N/A		206	N/A	206			206
210	Joint Facility Rent - (Credit)	N/A	N/A		(158)	N/A	(158)			(158)
211	Other Rents - Debit	N/A	N/A		2 616	N/A	2 616			2 616
212	Other Rents - (Credit)	N/A	N/A		(6 427)	N/A	(6 427)			(6 427)
213	Depreciation	N/A	N/A		N/A	17 287	17 287			17 287
214	Joint Facility - Debit	N/A	N/A		1 095	N/A	1 095	12		1 107
215	Joint Facility - (Credit)	N/A	N/A		(1 585)	N/A	(1 585)			(1 585)
216	Repairs Billed to Others - (Credit)	N/A	N/A		(11 429)	N/A	(11 429)			(11 429)
217	Dismantling Retired Property	40					40			40
218	Other	55	1 767		3	(32)	1 793	38		1 831
219	Total Locomotives	73 601	104 449		22 863	39 618	240 531	1 911		242 442
	FREIGHT CARS:									
220	Administration	5 220	13		162	590	5 985	N/A		5 985
221	Repair and Maintenance	68 096	79 075		26 584	1 580	175 335	N/A		175 335
222	Machinery Repair	1 610	358		44		3 012	N/A		3 012
223	Equipment Damaged	2 800	55		8 686	111	11 652	N/A		11 652
224	Fringe Benefits	N/A	N/A		N/A	18 793	18 793	N/A		18 793
225	Other Casualties and Insurance	N/A	N/A		N/A	9 092	9 092	N/A		9 092
226	Lease Rentals - Debit	N/A	N/A		18 902	N/A	18 902	N/A		18 902
227	Lease Rentals - (Credit)	N/A	N/A		(1 200)	N/A	(1 200)	N/A		(1 200)
228	Joint Facility Rent - Debit	N/A	N/A		2	N/A	2	N/A		2
229	Joint Facility Rent - (Credit)	N/A	N/A		(6)	N/A	(6)	N/A		(6)
230	Other Rents - Debit	N/A	N/A		194 271	N/A	194 271	N/A		194 271
231	Other Rents - (Credit)	N/A	N/A		(98 084)	N/A	(98 084)	N/A		(98 084)
232	Depreciation	N/A	N/A		N/A	45 226	45 226	N/A		45 226
233	Joint Facility - Debit	N/A	N/A		429	N/A	429	N/A		429
234	Joint Facility - (Credit)	N/A	N/A		(58)	N/A	(58)	N/A		(58)
235	Repairs Billed to Others - (Credit)	N/A	N/A		(52 031)	N/A	(52 031)	N/A		(52 031)
236	Dismantling Retired Property	310	13				323	N/A		323
237	Other	266	1 749		4	(519)	1 500	N/A		1 500
238	Total Freight Cars	78 302	82 263		97 705	74 873	333 143	N/A		333 143

410. RAILWAY OPERATING EXPENSE - Continued

Line No.	Name of railway operating expense account (a)	Freight						Passenger	Total
		Salaries and wages (b)	Material, tools, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	(g)		
		\$	\$	\$	\$	\$	\$	\$	\$
301	EQUIPMENT - Continued: OTHER EQUIPMENT: Administration	1 049	66	124	150	1 389	175	1 564	
302	Repair and Maintenance:								
303	Trucks, Trailers, and Containers - Revenue Service	12	59	2 466	2	2 539	N/A	2 539	
304	Floating Equipment - Revenue Service						N/A		
305	Passenger and Other Revenue Equipment								
306	Computers and Data Processing Systems	21	843	1 295		1 316	988	988	
307	Machinery	294		66	14	1 217	38	1 354	
308	Work and Other Non-Revenue Equipment	5 358	6 271	5 338	78	17 045	75	1 292	
309	Equipment Damaged	43	216	1 428	(1)	1 686	148	17 193	
310	Fringe Benefits	N/A	N/A	N/A	1 946	1 946	20	1 706	
311	Other Casualties and Insurance	N/A	N/A	N/A	584	584	225	2 171	
312	Lease Rentals - Debit	N/A	N/A	21 569	N/A	21 569	35	619	
313	Lease Rentals - (Credit)	N/A	N/A	(169)	N/A	(169)	750	22 319	
314	Joint Facility Rent - Debit	N/A	N/A	66	N/A	66		(169)	
315	Joint Facility Rent - (Credit)	N/A	N/A		N/A			66	
316	Other Rents - Debit	N/A	N/A	8 230	N/A	8 230	1	8 231	
317	Other Rents - (Credit)	N/A	N/A	(2 672)	N/A	(2 672)		(2 672)	
318	Depreciation	N/A	N/A	N/A	5 792	5 792	36	5 828	
319	Joint Facility - Debit	N/A	N/A	184	N/A	184	19	203	
320	Joint Facility - (Credit)	N/A	N/A	(753)	N/A	(753)	(6)	(759)	
321	Repairs Billed to Others - (Credit)	N/A	N/A	(981)	N/A	(981)		(981)	
322	Dismantling Retired Property	2						2	
323	Other	131	1 807	16	(85)	1 869	97	1 966	
324	Total Other Equipment	6 910	9 262	36 207	8 480	60 859	2 601	63 460	
325	Total Equipment	158 813	195 974	156 775	122 971	634 533	4 512	639 045	

410. RAILWAY OPERATING EXPENSE - Continued

Line No.	Name of railway operating expense account (a)	Freight						Passenger	Total
		Salaries and wages (b)	Material, supplies, fuels, and lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)			
		\$	\$	\$	\$	\$	\$	\$	(h)
401	TRANSPORTATION:								
402	TRAIN OPERATIONS:								
403	Administration	5 571	2 354	1 250	1 221	10 396	45		10 441
404	Engine Crews	94 738	2	717	6 466	101 923	2 078		104 001
405	Train Crews	171 806	1 522	1 085	12 942	187 355	2 791		190 146
406	Dispatching Trains	10 155	1	229	249	10 634	81		10 715
407	Operating Signals and Interlockers	6 517	(2)	907		7 422	92		7 514
408	Operating Drawbridges	1 451		38		1 489			1 489
409	Highway Crossing Protection	814		235	(33)	1 016	11		1 027
410	Train Inspection and Lubrication	26 760	1 229	131	(145)	27 975	726		28 701
411	Locomotive Fuel	2 364	383 320	2 102		387 786	2 325		390 111
412	Electric Power Purchased or Produced for Motive Power								
413	Servicing Locomotives	20 647	13 378	2 338	154	36 517	775		37 292
414	Freight Lost or Damaged - Solely Related	N/A	N/A	N/A	4 372	4 372			4 372
415	Clearing Wrecks	2 904	78	4 118	102	7 202			7 202
416	Fringe Benefits	N/A	N/A	N/A	74 118	74 118	1 425		75 543
417	Other Casualties and Insurance	N/A	N/A	N/A	16 946	16 946	932		17 878
418	Joint Facility - Debit	N/A	N/A	2 334	N/A	2 334			2 334
419	Joint Facility - (Credit)	N/A	N/A	(3 211)	N/A	(3 211)	(17)		(3 228)
	Other	253	76	1 842	681	2 852	532		3 384
	Total Train Operations	343 980	401 958	14 115	117 073	877 126	11 796		888 922
420	YARD OPERATIONS:								
421	Administration	145	20	77	8	250			250
422	Switch Crews	110 035	(8)	4 362	1 259	115 648	422		116 070
423	Controlling Operations	14 858	43	135	361	15 397	102		15 499
424	Yard and Terminal Clerical	37 856	1 054	1 708	637	41 255	76		41 331
425	Operating Switches, Signals, Retarders and Humps	1 754	1 309	3		3 066	100		3 166
426	Locomotive Fuel	244	28 035	16		28 295			28 339
427	Electric Power Purchased or Produced for Motive Power								
428	Servicing Locomotives	5 054	952	30		6 036	10		6 046
429	Freight Lost or Damaged - Solely Related	N/A	N/A	N/A	685	685			685
430	Clearing Wrecks	1 415	(80)	275	(2)	1 608			1 608
431	Fringe Benefits	N/A	N/A	N/A	36 451	36 451	137		36 588
432	Other Casualties and Insurance	N/A	N/A	N/A	4 749	4 749	40		4 789
433	Joint Facility - Debit	N/A	N/A	9 989	N/A	9 989	1 998		11 987
434	Joint Facility - (Credit)	N/A	N/A	(14 331)	N/A	(14 331)			(14 331)
	Other	291	4	186	55	536	705		1 241
435	Total Yard Operations	171 652	31 329	2 450	44 203	249 634	3 590		253 224

410. RAILWAY OPERATING EXPENSE - Continued

Line No.	Name of railway operating expense account	Freight						Passenger	Total
		(a)	(b)	(c)	(d)	(e)	(f)		
			Salaries and wages	Material, tools, supplies, fuels, and lubricants	Purchased services	General	Total freight expense		
			\$	\$	\$	\$	\$	\$	\$
	TRANSPORTATION - Continued:								
	TRAIN AND YARD OPERATIONS COMMON:								
501	Cleaning Car Interiors		2 068	9	777	N/A	2 854	1 103	3 957
502	Adjusting and Transferring Loads		590	(2)	662	N/A	1 250	N/A	1 250
503	Car Loading Devices and Grain Doors		25	1 602	2 944	N/A	4 571	N/A	4 571
504	Freight Lost or Damaged - all other		N/A	N/A	N/A	15 178	15 178		15 178
505	Fringe Benefits		N/A	N/A	N/A	570	570	230	800
506	Total Train and Yard Operations Common		2 683	1 609	4 383	15 748	24 423	1 333	25 756
	SPECIALIZED SERVICE OPERATIONS:								
507	Administration		100		8	1	109	N/A	109
508	Pick-up & Delivery and Marine Line Haul		105	129	14 715	9	14 958	N/A	14 958
509	Loading & Unloading and Local Marine		6 096	1 669	4 914	7	12 686	N/A	12 686
510	Protective Services		191	35	4 055	5	4 286	N/A	4 286
511	Freight Lost or Damaged - Solely Related		N/A	N/A	N/A	163	163	N/A	163
512	Fringe Benefits		N/A	N/A	N/A	1 624	1 624	N/A	1 624
513	Casualties and Insurance		N/A	N/A	N/A	416	416	N/A	416
514	Joint Facility - Debit		N/A	N/A	N/A	N/A		N/A	
515	Joint Facility - (Credit)		N/A	N/A	N/A	N/A		N/A	
516	Other		58	(1)	30	88	175	N/A	175
517	Total Specialized Services Operations		6 550	1 832	23 722	2 31	34 417	N/A	34 417
	ADMINISTRATIVE SUPPORT OPERATIONS:								
518	Administration		5 158	218	282	980	6 638	22	6 660
519	Employees Performing Clerical and Accounting Functions		56 880	1 529	4 814	2 250	65 473	1 016	66 489
520	Communication Systems Operation		6 609	191	2 383	30	9 213	100	9 313
521	Loss and Damage Claims Processing		2 228		20	69	2 317		2 317
522	Fringe Benefits		N/A	N/A	N/A	16 532	16 532	121	16 653
523	Casualties and Insurance		N/A	N/A	N/A	(395)	(395)		(395)
524	Joint Facility - Debit		N/A	N/A	883	N/A	883	50	933
525	Joint Facility - (Credit)		N/A	N/A	(1 524)	N/A	(1 524)	(28)	(1 552)
526	Other		125	5	(152)	3	(18)	59	41
527	Total Administrative Support Operations		71 001	1 943	6 706	19 469	99 119	1 340	100 459
528	Total Transportation		595 866	438 671	51 376	198 806	1 284 719	18 059	1 302 778

410. RAILWAY OPERATING EXPENSE - Concluded

Line No.	Name of railway operating expense account	Freight						Passenger	Total
		Salaries and wages	Material, tools, supplies, fuels, and lubricants	Purchased services	General	Total freight expense			
	(a)	\$	\$	\$	\$	\$	\$	\$	\$
	GENERAL AND ADMINISTRATIVE:								
601	Officers - General Administration	25 781	4 139	8 384	2 648	40 952	759	41 711	
602	Accounting, Auditing and Finance	21 971	555	1 789	281	24 396	281	24 877	
603	Management Services and Data Processing	9 138	582	2 765	420	12 905	211	13 116	
604	Marketing	7 188	(6)	1 383	858	9 423		9 423	
605	Sales	15 581	228	1 847	2 857	20 513		20 513	
606	Industrial Development	531	34	51	(21)	595	N/A	595	
607	Personnel and Lab or Relations	5 432	154	999	555	7 140	112	7 252	
608	Legal and Secretarial	6 136	144	4 252	785	11 317	197	11 514	
609	Public Relations and Advertising	923	418	5 543	(487)	6 397	16	6 413	
610	Research and Development	104		1		105		105	
611	Fringe Benefits	N/A	N/A	N/A	35 794	35 794	260	36 054	
612	Casualties and Insurance	N/A	N/A	N/A	765	765	2	767	
613	Write-down of Uncollectible Accounts	N/A	N/A	N/A	2 259	2 259	3	2 262	
614	Property Taxes	N/A	N/A	N/A	18 048	18 048	39	18 137	
615	Other Taxes Except on Corporate Income or Payrolls	N/A	N/A	N/A	24 853	24 853	258	25 111	
616	Joint Facility - Debit	N/A	N/A	565	N/A	565		565	
617	Joint Facility - (Credit)	N/A	N/A	(42)	N/A	(42)	(1)	(43)	
618	Other	10	179	598	6 033	6 320	55	6 875	
619	Total General and Administrative	92 795	6 427	28 135	95 648	223 005	2 242	225 247	
620	Total Carrier Operating Expenses	1 084 830	849 813	259 477	521 186	2 715 306	30 338	2 745 644	

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 changes 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, 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. Report on line 34 all other lease rentals not apportioned to any category listed on lines 1-33.
 5. Report dollars in thousands.
 6. Line 14, account 16, should not include computer and data processing equipment reported on line 37 of Schedule 415.

Line No.	Property account	Category (a)	Depreciation (b)	Retirement (c)	Lease/Rentals (net) (d)
1	1	Engineering	\$ 508	\$ 89	\$
2	2	Land for transportation purposes	N/A	N/A	420
3	3	Grading	788	493	
4	4	Other right-of-way expenditures	123	2	
5	5	Tunnels and subways	340		
6	6	Bridges, trestles and culverts	3 650	N/A	
7	7	Elevated structures		N/A	
8	8	Ties	N/A	438	420
9	9	Rails	N/A	(650)	420
10	10	Other track material	N/A	(962)	420
11	11	Ballast	N/A	255	420
12	12	Track laying and surfacing	N/A	427	
13	13	Fences, snowsheds and signs	315	N/A	
14	16	Station and office buildings	2 019	N/A	1 422
15	17	Roadway buildings	300	N/A	17
16	18	Water stations	105	N/A	
17	19	Fuel stations	381	N/A	
18	20	Shops and enginehouses	1 733	N/A	4 155
19	22	Storage warehouses		N/A	4
20	23	Wharves and docks	38	N/A	
21	24	Coal and ore wharves	318	N/A	
22	25	TOFC/COFC terminals	349	N/A	
23	26	Communications systems	1 843	N/A	
24	27	Signals and interlockers	3 774	N/A	
25	29	Power plants	29	N/A	
26	31	Power transmission systems	163	N/A	
27	35	Miscellaneous structures	90	N/A	
28	37	Roadway machines	2 331	N/A	3 284
29	39	Public improvements; construction	588	63	
30	45	Power plant machines	112	N/A	
31	76	Interest during construction	N/A	216	N/A
32	77	Other expenditures; general	N/A	39	N/A
33	80	Other elements of investment	N/A		N/A
34	-	Other lease/rentals			587
35	-	Total	19 897	410	11 570

413. RENT FOR LEASED ROADS AND EQUIPMENT

1. This schedule may be omitted if total rent is less than 10% of net income before extraordinary items. Otherwise, give particulars called for with respect to roads and equipment leased from others during the year, the rent for which is includible in account No. 31-00-00.

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

3. If the respondent held under lease during all or any part of the year any road upon which no rent payable accrued, or if any portion of the charge shown hereunder is for construction on a line in which the respondent's leasehold interest will soon expire, give full particulars in a footnote.

4. Show the three largest items regardless of the dollar amount and all other items amounting to 10% or more of total rent for the year. (*Dollars in thousands*)

Line No.	Name of lessor or reversioner and description of property (a)	Total rent accrued during year (b)	Classification of Amount Column (b)		
			Interest on bonds (c)	Dividends on stocks (d)	Cash (e)
1	Lease of Garrison to Butte, MT Main	\$	\$	\$	\$
2	Line from Union Pacific R.R. Co.	49			49
3	Lease of Orin Jct. - Wendover, WY				
4	Line from Colorado & Sou. Ry. Co.	74			74
5					
6	Equipment Lease Rent Expense	57 787			57 787
7	(Schedules 361 & 363)				
8	All Other Items	31 070			31 070
9					
10	Total	88 980			88 980

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 (a) through (e) and; line 19 columns (f) through (i) 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 (f) rentals for private-line cars (whether under railroad control or not) and hopper owned cars.
 5. Report in Columns (c), (d), (g), and (h) 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.
 6. Report in Columns (e) and (i) the incentive per diem payments for Box and Gondola General Service—Unequipped cars prescribed by the Commission in Ex Parte No. 252. Basic per diem payments for these cars are to be reported in Columns (c), (d), (g), and (h).
- NOTES: Mechanical designations for each car type are shown in Schedule 710.
7. Thousand dollar reporting rule.

Line No.	Type of Equipment	GROSS AMOUNTS RECEIVABLE Per Diem Basis				GROSS AMOUNTS PAYABLE Per Diem Basis			
		Private Line Cars (b)	Mileage (c)	Time		Private Line Cars (f)	Mileage (g)	Time	
				Basic (d)	Incentive (e)			Basic (h)	Incentive (i)
CAR TYPES:									
1	Box-Plain 40 Foot	\$	2 588	\$ 5 299	\$ 402	\$	1 245	\$ 1 948	\$ 122
2	Box-plain 50 Foot and Longer		5 148	12 062	1 076	4 355	7 343	17 119	1 842
3	Box-Equipped		3 149	8 506	1	1	5 092	10 556	462
4	Gondola-Plain		800	2 510	518	14	2 638	4 918	1 033
5	Gondola-Equipped		73	280	XXX		509	1 594	XXX
6	Hopper-Covered		5 009	20 726	XXX	29 440	3 885	11 713	XXX
7	Hopper-Open Top-General Service		1 110	4 308	XXX	15	1 175	2 976	XXX
8	Hopper-Open Top-Special Service		38	232	XXX	88	34	90	XXX
9	Refrigerator-Mechanical		1 527	3 494	XXX	596	871	1 427	XXX
10	Refrigerator-Non-Mechanical		2 210	5 922	XXX	4 633	2 131	4 802	XXX
11	Flat TOFC/COFC		89	310	XXX	22 411	521	1 035	XXX
12	Flat Multi-Level				XXX	6 344	295	591	XXX
13	Flat-General Service		373	752	XXX	366	563	861	XXX
14	Flat-Other		1 309	4 216	XXX	6 019	1 496	3 414	XXX
15	Tank-Under 22,000 Gallons		7	14	XXX	11 419	15	32	XXX
16	Tank-22,000 Gallons and Over		12	48	XXX	7 393	1	6	XXX
17	All Other Freight Cars		21	89	XXX	3 066	568	1 202	XXX
18	Auto Racks			3 856	XXX	20		1 966	XXX
19	Total Freight Train Cars		23 463	72 624	1 997	96 180	28 382	66 250	3 459
OTHER FREIGHT CARRYING EQUIPMENT									
20	Refrigerated trailers			125	XXX			55	XXX
21	Other trailers			2 380	XXX	57		2 728	XXX
22	Refrigerated containers				XXX	5 057			XXX
23	Other containers				XXX				XXX
24	Total Trailers & containers			2 505	XXX	171			XXX
25	Grand Total (Lines 19, & 24)		23 463	75 129	1 997	101 465	28 382	69 033	3 459

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): (1) locomotives: line 5 plus line 38 compared to the sum of Schedule 410, lines 202, 203 plus 216, (2) 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-Other Equipment (line 40) and, Work and Other Non-Revenue Equipment (line 41) compared to Schedule 410, the Sum of lines 302 through 307 plus 320. 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 column (c). The annual charge for each equipment account reported in column (c) of Schedule 335 will equal the combined aggregate totals of line item charges comprising the corresponding equipment account as reported in column (c). 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 column (c) will balance to Schedule 410, column (f) as follows: (1) Locomotives: line 5 plus line 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. 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 the ledger value of salvage and insurance recovered. Retirement charge reported in column (d), 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.
6. Lease/Rentals reported in column (e) should balance to column (f) of Schedule 410 as follows: (1) Locomotives: line 5 plus line 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.
7. Depreciation base by types of equipment shall be reported in column (f) and should not include the cost 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 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. Property used but not owned should also be included when the rent therefor 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 account in column (c) of Schedule 332 should equal the combined aggregate totals of line items comprising the equipment depreciation bases of column (f).
8. Accumulated depreciation for each class of equipment shall be reported in column (g). 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 column (g).
9. Depreciation adjustment for prior over and/or underdepreciation of each equipment type shall be reported in column (h) as a debit or credit to the appropriate line item, the net adjustment shall equal the equipment amortization reported in column (c) of Schedule 335.

SCHEDULE 415. SUPPORTING SCHEDULE: EQUIPMENT

SEE INSTRUCTIONS ON PAGE 65

Line No.	Types of Equipment (a)	Repairs (Net Expense) (b)	Depreciation Owned Capitalized (c) lease (d)	Retirements (e)	Lease and Rentals (Net) (f)	
	LOCOMOTIVES:					
1	Diesel Locomotive - Yard	10 906	989			
2	Diesel Locomotive - Road	144 897	12 981	2 955	(29)	32 842
3	Other Locomotive - Yard					
4	Other Locomotive - Road					
5	TOTAL	155 803	13 970	2 955	(29)	32 842
	FREIGHT TRAIN CARS:					
6	Box-Plain 40 Foot	13 268	2 273	945	(200)	580
7	Box-Plain 50 Foot and Longer	17 398	5 465	511	(4)	2 386
8	Box-Equipped	7 226	3 126	267	(12)	36
9	Gondola-Plain	11 529	2 306	116	(5)	3 223
10	Gondola-Equipped	1 862	1 239	23		126
11	Hopper-Covered	22 663	10 902	164		1 520
12	Hopper-Open Top-General Service	13 600	5 595	447	(166)	4 274
13	Hopper-Open Top-Special Service	4 994	573	104	(51)	293
14	Refrigerator-Mechanical	6 338	2 448	281		2 150
15	Refrigerator-Nonmechanical	2 787	1 554			90
16	Flat TOFC/COFC	407	80		(9)	
17	Flat Multi-level					
18	Flat-General Service	2 047	489	128	(3)	59
19	Flat-Other	6 646	1 892		(13)	101
20	All Other Freight Cars	8 631	743	1 137	(56)	216
21	Cabooses	2 417	884			118
22	Auto Racks	1 491	483			2 520
23	Miscellaneous Accessories					
24	TOTAL FREIGHT TRAIN CARS	123 304	40 052	4 123	(519)	17 692
	OTHER EQUIPMENT-REVENUE FREIGHT					
	HIGHWAY EQUIPMENT					
25	Refrigerated Trailers	5	66			
26	Other Trailers	1 402	6			2 817
27	Refrigerated Containers					
28	Other Containers	2				
29	Bogies					
30	Chasis		33			1 926
31	Other Highway Equipment (Freight)	149	6			
32	TOTAL HIGHWAY EQUIPMENT	1 558	111			4 743
	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)					
37	Computer & Data Processing Equipment	1 316		1 472		4 865
38	Machinery - Locomotives ¹	3 611	325	38		8
39	Machinery - Freight Cars ²	3 012	1 017	34		10
40	Machinery - Other Equipment ¹	1 217	59			8
41	Work & Other Non-revenue Equipment	17 045	4 146	3	(43)	11 779
42	TOTAL OTHER EQUIPMENT	26 201	5 547	1 547	(43)	16 670
43	TOTAL, ALL EQUIPMENT (FREIGHT PORTION)	306 866	59 680	8 625	(591)	71 947

¹The data to be reported on line 38, in column (b) 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 65

Depreciation Base of as 12/31		Accumulated Depreciation as of 12/31		Depreciation Adjustment net during year (k)
Owned	Capitalized lease	Owned	Capitalized lease	
(g)	(h)	(i)	(j)	
\$ 44 482		\$ N/A		
373 456	48 625	N/A	11 312	
417 938	48 625	266 398	11 312	
63 388	10 177	N/A	N/A	
144 320	4 240	N/A	N/A	
129 775	3 233	N/A	N/A	
66 025	1 180	N/A	N/A	
42 406	227	N/A	N/A	
381 137	2 525	N/A	N/A	
153 946	5 827	N/A	N/A	
36 645	1 359	N/A	N/A	
75 049	3 866	N/A	N/A	
45 941		N/A	N/A	
2 605		N/A	N/A	
19 499	1 279	N/A	N/A	
72 124		N/A	N/A	
30 006	9 086	N/A	N/A	
37 271		N/A	N/A	
7 979		N/A	N/A	
1 308 116	43 199	369 301	26 209	
N/A		N/A		
N/A		N/A		
N/A		N/A		
N/A		N/A		
N/A		N/A		
N/A		N/A		
N/A		N/A		
844		521		
4 391		3 719		
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) 51 361) 21 599		
))		
76 066	350	39 284	4	
131 818	6 024	64 602	4 427	
1 858 716	97 848	700 822	41 948	

*The data to be reported on lines 38, 39, and 40 in columns (f), (g), and (h), 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 (e) is calculated by multiplying the investment in each element by the effective composite rate for property account 44.

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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 (net 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. Thousand dollar Reporting Rule.

Line No.	Items (a)	TOFC/COFC Terminal (b)	Floating Equipment (c)	Coal Marine Terminal (d)	Ore Marine Terminal (e)	Other Marine Terminal (f)	Motor Vehicle Load and Distribution (g)	Protective Services Refrigerator Car (h)	Other Special Services (i)	Total Columns (b-i) (j)
1	Administration	\$ 81	\$	\$	\$ 8	\$	\$	\$	\$ 20	\$ 109
2	Pick up & delivery, marine line haul	14 448						N/A	510	14 958
3	Loading and unloading and local marine	4 380			5 632		933	N/A	1 741	12 686
4	Protective services						(1)	4 286		4 286
5	Freight lost or damaged-solely related	(48)						116	96	163
6	Fringe benefits	525			775			69	255	1 624
7	Casualty and insurance	4			265		24	(1)	124	416
8	Joint facility - Debit									
9	Joint facility - Credit	19			11					
10	Other						1	13	131	175
11	Total	19 409			6 691		957	4 482	2 877	34 417

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	158
7	Roadway - Switching	1
8	Tunnels and Subways - Running	3
9	Tunnels and Subways - Switching	
10	Bridges and Culverts - Running	66
11	Bridges and Culverts - Switching	
12	Ties - Running	178
13	Ties - Switching	9
14	Rail - Running	81
15	Rail - Switching	2
16	Other Track Material - Running	113
17	Other Track Material - Switching	2
18	Ballast - Running	37
19	Ballast - Switching	
20	Track laying and surfacing - Running	488
21	Track laying and surfacing - Switching	24
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	6
28	Electric Power Systems	5
29	Highway Grade Crossings - Running	10
30	Highway Grade Crossings - Switching	
31	Station and Office Buildings	514
32	Shop Buildings - Locomotives	29
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	5
102	Miscellaneous Buildings and Structures	
109	Roadway Machines	99
110	Small Tools and Supplies	58
111	Snow Removal	57
112	Fringe Benefits - Running	117
113	Fringe Benefits - Switching	4
114	Fringe Benefits - Other	52
115	Casualties and Insurance - Running	1
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	10
150	Other - Other	32
151	Total WAY AND STRUCTURES	2 161

419. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION—Continued

Line No.	Name of Account (a)	Amount (b)
	EQUIPMENT	
	Locomotives	
201	Administration	75
202	Repair and Maintenance	1 081
203	Machinery Repair	14
204	Equipment Damaged	
205	Fringe Benefits	132
206	Other Casualties and Insurance	
207	Lease Rentals - Debit	99
208	Lease Rentals - (Credit)	
209	Joint Facility Rent - Debit	
210	Joint Facility Rent - (Credit)	
211	Other Rents - Debit	
212	Other Rents - (Credit)	
213	Depreciation	39
214	Joint Facility - Debit	
215	Joint Facility - (Credit)	
216	Repairs Billed to Others - (Credit)	
217	Dismantling Retired Property	
218	Other	
219	Total Locomotives	1 440
	Other Equipment	
301	Administration	75
	Repair and Maintenance:	
304	Passenger and Other Revenue Equipment	3 915
305	Computers and Data Processing System	
306	Machinery	168
307	Work and Other Non-Revenue Equipment	12
308	Equipment Damaged	
309	Fringe Benefits	502
310	Other Casualties and Insurance	20
311	Lease Rentals - Debit	6
312	Lease Rentals - (Credit)	
313	Joint Facility Rent - Debit	
314	Joint Facility Rent - (Credit)	
315	Other Rents - Debit	
316	Other Rents - (Credit)	1
317	Depreciation	
318	Joint Facility - Debit	
319	Joint Facility - (Credit)	
320	Repairs Billed to Others - (Credit)	
321	Dismantling Retired Property	
322	Other	7
323	Total Other Equipment	4 706
324	TOTAL EQUIPMENT	6 146

419. REMUNERATIONS FROM NATIONAL RAILROAD PASSENGER CORPORATION—Continued

Line No.	Name of Account (a)	Amount (b)
	TRANSPORTATION	\$
	Train Operation	
401	Administration _____	406
402	Engine Crews _____	3 486
403	Train Crews _____	4 118
404	Dispatching Trains _____	111
405	Operating Signals and Interlockers _____	
406	Operating Drawbridges _____	
407	Highway Crossing Protection _____	
408	Train Inspection and Lubrication _____	2 182
409	Locomotive Fuel _____	4 002
410	Electric Power Purchased or Produced for Motive Power _____	
411	Servicing Locomotives _____	1 529
412	Freight Lost or Damaged - Solely Related _____	
413	Clearing Wrecks _____	64
414	Fringe Benefits _____	2 204
415	Other Casualties and Insurance _____	66
416	Joint Facility - Debit _____	
417	Joint Facility - (Credit) _____	
418	Other _____	585
419	Total Train Operations _____	18 753
	Yard Operations	
420	Administration _____	
421	Switch Crews _____	632
422	Controlling Operations _____	
423	Yard and Terminal Clerical _____	185
424	Operating Switches, Signals, Retarders and Humps _____	103
425	Locomotive Fuel _____	56
426	Electric Power Purchased or Produced for Motive Power _____	
427	Servicing Locomotives _____	7
428	Freight Lost or Damaged - Solely Related _____	
429	Clearing Wrecks _____	2
430	Fringe Benefits _____	182
431	Other Casualties and Insurance _____	
432	Joint Facility - Debit _____	
433	Joint Facility - (Credit) _____	
434	Other _____	2
435	Total Yard Operations _____	1 169

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 _____	833
520	Communication Systems Operation _____	
521	Loss and Damage Claims Processing _____	
522	Fringe Benefits _____	160
523	Casualties and Insurance _____	
524	Joint Facility - Debit _____	
525	Joint Facility - (Credit) _____	
526	Other _____	
527	Total Administrative Support Operations _____	993
528	TOTAL TRANSPORTATION _____	20 915
	GENERAL AND ADMINISTRATIVE	\$
601	Officers - General Administration _____	82
602	Accounting, Auditing and Finance _____	349
603	Management Services and Data Processing _____	
604	Marketing _____	
605	Sales _____	
607	Personnel and Labor Relations _____	
608	Legal and Secretarial _____	40
609	Public Relations and Advertising _____	
610	Research and Development _____	
611	Fringe Benefits _____	83
612	Casualties and Insurance _____	
613	Write-down 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 _____	69
619	TOTAL GENERAL AND ADMINISTRATIVE _____	623
620	TOTAL REMUNERATIONS _____	29 845

SUPPLEMENTAL SUMMARY TO SCHEDULE 419
ANNUAL REPORT FORM R-1

Summary of Incentives and Penalty Payment Adjustments
for the Year Ended December 31, 1980

<u>Performance Standard</u>	Amount ^{1/} Payment Adjustments	
	<u>Incentives</u>	<u>Penalties</u>
1. Schedule Adherence	\$ 3 702	-
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>332</u>	-
9. Totals (Sum of 1-8)	\$ 4 034	
10. Net amount, if any, credited to Account 110, Miscellaneous	\$ 4 034	

^{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.

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430. MISCELLANEOUS RENT INCOME

1. This may be omitted if the total represents less than 10% of net income.

2. Give particulars of rents receivable accrued for use of all properties not otherwise specified under rents receivable*. This account is for rent income from property not operated by the respondent but the cost of which is properly included in cost of road and equipment. It should not

*See text of Account 510, "Miscellaneous rent income".

be confused with rents of buildings and other property in Account 110, which is for rent revenue from operated property in road and equipment the cost of operation of which cannot be separately stated.

3. Show amount of rent from three properties producing largest income, and any other property producing income exceeding 10% of net income.

4. Report dollars in thousands.

Line No.	Description of Property		Name of lessee (c)	Amount of Rent (d)
	Name (a)	Location (b)		
1	Platform and Office Space	Chicago, IL	Universal Carloading	\$ 250
2	Offices and Freight House	Chicago, IL	Western Terminals Co., Inc.	239
3	Parking Lot Site	Seattle, WA	U.S.A. Postal Service	55
4				
5	Other Items			24 417
6				
7				
8				
9				
10			Total	24 961

440. MISCELLANEOUS RENTS (EXPENSE)

This schedule may be omitted if total miscellaneous rents is less than 10% of net income before extraordinary items.

Show the three largest items regardless of the dollar amount and all other items amounting to 10% or more of net income.

Give particulars of all properties the rents on which were charged

by the respondent during the year to Income under the heading "Miscellaneous rents," showing for each item the total charge therefor to Income. See Account 543.

(Dollars in thousands)

Line No.	Description of Property		Name of lessor (c)	Amount charged to Income (d)
	Name (a)	Location (b)		
1				\$
2				
3	Total Account 543 is less than 10% of net income before extraordinary items.			
4				
5				
6				
7				
8				
9				
10			Total	

445. SEPARATELY OPERATED PROPERTIES - PROFIT OR LOSS

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

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

(Dollar in thousands)

Line No.	Description of property operated (a)	Location of property (b)	Name of operator (c)	ACCRUED TO RESPONDENT	
				Profit (d)	Loss (e)
1	Taconite Ore Dock	Superior, WI	Burlington Nor.	\$ 542	\$
2			Dock Corporation		
3					
4	Transportation Property	Bovill, ID -	Wash., Idaho and	* 295	
5		Palouse, WA	Montana Ry. Co.		
6					
7	Transportation Property	Kansas City, MO	Kansas City	** 493	
8		(Service per-	Terminal Ry. Co.		
9		formed over en-			
10		tire line of CRIP)	Total	1 330	

* Interim operation pending acquisition.

** Profit from direct service operation over CRIP Line.

450. ANALYSIS OF FEDERAL INCOME TAXES

1. In column (a) are listed the particulars which most often cause a differential between taxable income and pretax accounting income. Other particulars which cause such a differential should be listed under the caption "Other", including and other taxes deferred if computed separately. Minor items each less than \$100,000 may be combined in a single entry under "Other".

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

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

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

5. The total of line 10 in columns (c) and (d) should agree with the total of the contra charges (credits) to account 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.

Report dollars in thousands.

Line No.	Particulars (a)	Beginning of Year Balance (b)	Net Credits (Charges) for Current Year (c)	Adjustments (d)	End of Year Balance (e)
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc. 62-21.	\$ 266 980	\$ 21 864	\$	\$ 288 844
2	Accelerated amortization of facilities Sec. 168, I.R.C.	19 349	(1 380)		17 969
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.				
4	Amortization of rights of way, Sec. 185 I.R.C.				
5	Other (Specify) (See page 75-A)	(71 775)	4 037		(67 738)
6					
7					
8					
9	Investment tax credit*	(27 283)	19 718		(7 565)
10	TOTALS	187 271	44 239		231 510

*Footnotes: **Includes adjustment of \$6,826 to recognize utilization of Frisco I.T.C.**

11. If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit \$ 46 134
12. If deferral method for investment tax credit was elected:
- (1) Indicate amount of credit utilized as a reduction of tax liability for current year \$ N/A
- (2) Deduct amount of current year's credit applied to reduction of tax liability but deferred for accounting purposes \$ N/A
- (3) Balance of current year's credit used to reduce current year's tax accrual \$ N/A
- (4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual \$ N/A
- (5) Total decrease in current year's tax accrual resulting from use of investment tax credits \$ N/A

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

Particulars (a)	Beg. of year balance (b)	Net Credits (charges) for current year (c)	Adjustments (d)	End of year balance (e)
Other:				
Charges to provision for losses recorded in prior years relating to merger & discontinuance of passenger service - which are currently deductible	\$ (3 305)	\$ 425		\$ (2 880)
Net provision for losses and writedowns of investments & other assets not deductible in current year	(6 088)	1 492		(4 596)
Revenues & gains taxable in other years	10 640	14 823		25 463
Accruals for casualties, claims and other expenses not deductible in current year	(51 230)	(21 373)		(72 603)
Interest during construction & other costs capitalized - deductible currently for tax purposes	9 150	1 967		11 117
Asset Depreciation Range expense adjustment, capitalized for tax purposes - net	(25 484)	4 399		(21 085)
Taxable sale & leaseback transactions, net of financial statement amortization	(1 990)	(199)		(2 189)
Taxable net gains on property retirements credited to accumulated depreciation	(2 214)	(1 380)		(3 594)
Deferred state income taxes net of Federal tax benefit	5 466	1 713		7 179
Amortization of railroad grading & tunnel bores - net	6 461	3 692		10 153
Miscellaneous	(13 181)	(1 522)		(14 703)
Total Other	<u>(71 775)</u>	<u>4 037</u>		<u>(67 738)</u>

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451. RAILWAY TAX ACCRUALS

1. In Sections A and B show the particulars called for with respect to net accruals of taxes on railroad property, and U.S. Government taxes.

2. Report dollars in thousands.

A. Other than U.S. Government Taxes

Line No.	State (a)	Amount (b)	State (a)	Amount (b)	Line No.
1	Alabama	\$ 35	South Dakota	\$ 201	41
2	Alaska		Tennessee	29	42
3	Arizona	1	Texas	15	43
4	Arkansas	58	Utah		44
5	California	92	Vermont		45
6	Colorado	965	Virginia	1	46
7	Connecticut		Washington	7 336	47
8	Delaware	154	West Virginia		48
9	Florida	7	Wisconsin	2 287	49
10	Georgia		Wyoming	2 096	50
11	Hawaii		District of Columbia	2	51
12	Idaho	444			
13	Illinois	4 883	Other		
14	Indiana	1	Canada	1 421	52
15	Iowa	2 973	Mexico	209	53
16	Kansas	186	Puerto Rico		54
17	Kentucky	1			55
18	Louisiana	1	Total-Other than U.S. Government Taxes	53 366	56
19	Maine				
20	Maryland		B. U.S. Government Taxes		
21	Massachusetts	1	Kind of tax	Amount	
22	Michigan	1	(a)	(b)	
23	Minnesota	6 558			
24	Mississippi	35	Income taxes:		
25	Missouri	2 513	Normal tax and surtax	9 960	57
26	Montana	7 990	Excess profits		58
27	Nebraska	6 194	Total-Income taxes	9 960	59
28	Nevada		Old-age retirement*	171 680	60
29	New Hampshire		Unemployment insurance	13 141	61
30	New Jersey	1	All other United States Taxes	38	62
31	New Mexico		Total-U.S. Government Taxes	194 819	63
32	New York	1	Grand Total-Railway Tax Accruals		
33	North Carolina			248 185	64
34	North Dakota	4 963			
35	Ohio	(1)			
36	Oklahoma	124	*Includes taxes for hospital insurance (Medicare) and supplemental annuities as follows:		
37	Oregon	1 583	Hospital insurance	\$ 10 628	65
38	Pennsylvania	4	Supplemental annuities	13 529	66
39	Rhode Island	1			
40	South Carolina				

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	603	Appropriations Released	\$	\$
2		To restore to retained income-unappropriated		
3		amounts heretofore appropriated from income and		
4		surplus on the former CB&Q R.R. Co. for the retire-		
5		ment of mortgage debt		48 025
6				
7		Amount appropriated from income in 1979 for		
8		sinking fund requirements under GN General Mortgage		
9		Bonds Series N, O, P, and Q as bonds theretofore		
10		acquired from funds derived from income were used		
11		for the requirement, payable July 1, 1980		1 125
12		Total Account 603		49 150
13				
14	606	Other Credits to Retained Earnings		
15		Net gain from retirement of preferred \$10 par		
16		stock for sinking fund requirement		38
17				
18	616	Other Debits to Retained Earnings		
19		Retire common stock tendered in exchange for		
20		certain stock options exercised	322	
21				
22	620	Appropriations for Sinking and Other Funds		
23		Appropriation from 1980 income for sinking fund		
24		requirements payable July 1, 1981, GN General		
25		Mortgage Bonds Series N, O, P, and Q	1 125	
26				
27	519	Miscellaneous Income		
28		Profit on land sales		13 019
29		Reversal of writedown of investment		10 562
30		Gain - early extinguishment of debt		1 569
31		Other items each less than 10% of net income		2 675
32		Total Account 519		27 825
33				
34	551	Miscellaneous Income Charges		
35		Interest on overcharge claims	5 663	
36		Interest on track amortization	4 451	
37		Writedown of investment in subsidiary company	3 579	
38		Other items each less than 10% of net income	12 400	
39		Total Account 551	26 093	
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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 other schedules provided for those items and not in this schedule.

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

(Dollars in thousands)

Line No.	Item (a)	Amount (b)
1	Contingent Liabilities:	\$
2	At December 31, 1980, the Respondent was liable as guarantor,	
3	individually or jointly with others, of certain obligations of affil-	
4	iated companies amounting to	109 071
5		
6	At December 31, 1980, the Respondent was contingently liable as	
7	guarantor, together with other participating companies, of certain	
8	obligations of Trailer Train Company aggregating approximately	2 578
9		
10	At December 31, 1980, the Respondent was contingently liable as	
11	guarantor, of future lease rental obligations under a 15-year lease	
12	of 1,000 box cars by American Rail Box Car Company	40 462
13		
14	The Respondent carries a service interruption policy with the	
15	Imperial Insurance Company, Limited under which it will be entitled	
16	to indemnity for certain work-stoppage losses. In the event such	
17	losses are sustained by other railroads holding similar policies,	
18	the Respondent may be obligated to pay additional premiums.	
19		
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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	BN Inc. N&W	Sinking Fund Bonds, Series A, due		Joint &
4	C&EI GTW	8-15/1987	22 190	Several
5	C&O ICG Soo Line			
6				
7	BN Transport Inc.	Condl. Sale Agreement dated 7-27-77	77	Sole
8				
9	Chicago Union Sta Co	F.D. 22587 First Mortgage	22 000	Joint &
10	BN Inc. - CMStP&P	Sinking Fund 4-5/8% bonds		Several
11		due June 1, 1988		
12				
13	Col. & South. Ry. Co	Eqmt. Trust of 1971 8% matures 8-1-86	2 430	Sole
14	Col. & South. Ry. Co	Eqmt. Trust of 1972 7% matures 4-1-87	5 026	Sole
15	Col. & South. Ry. Co	Eqmt. Trust of 1974 9 1/4% matures 11-1-89	9 180	Sole
16	Col. & South. Ry. Co	Future Eqmt. Lease Pmts. aggregating	2 587	Sole
17	St. Worth & Denv Ry Co	Condl. Sale Agreement dated 5-1-75		
18		11% matures 11-1-89	3 101	Sole
19				
20	Illinois Term RR Co	F.D. 22292 Principal, Interest and		
21	B&O CRI&P N&W	Sinking Fund on First Mtge. 4-5/8%		
22	BN Inc. Conrail	Sinking Fund Bonds, Series A, due	5 303	Joint &
23	C&EI C&NW ICG	12-1-1987		Several
24				
25	Illinois Term RR Co	Agreement dated Oct. 14, 1958		
26	B&O CRI&P N&W	Respondent is guarantor of prorata		
27	BN Inc. Conrail	share of basic rent payments of McKinley		
28	C&EI C&NW ICG	Toll Bridge, Venice, IL; 18.18% of		Joint &
29		\$250,000, or \$45,455	250	Several
30				
31	K.C. Term. Ry. Co.	F.D. 27855 Principal and Interest on		
32	AT&SF ICG N&W	Guaranteed Senior note dated		
33	BN Inc. KCS	March 20, 1975		
34	C&NW MKT UP			Joint &
35	CMStP&P MP	10 1/4% due Dec. 15, 1984	11 000	Several
36		Guarantors shall in no event be		
37		obligated to pay more than 25% of		
38		guaranteed amounts.		
39				
40	Term. RR Assn. of St. Louis			
41	B&O ICG PB&W	F.D. 14554 Sinking Fund and		
42	BN Inc. L&N	Interest on Refdg. & Impr. Mtge.		
43	C&EI MKT StLSW	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	24 562	Joint &
47				Several
48	Term. RR Assn. of St. Louis			
49	B&O ICG	Credit agreement dated February 13,		
50	BN Inc. L&N StLSW	1973 - Respondent severally		
51	C&EI MKT SOU	guaranties loans. At December 31,		
52	CRI&P MP N&W	1980, its proportion was 21.50% of		
53		\$1,821,600	392	Several
54				
55				
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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	Trailer Train Company	Principal & Interest on various	\$	
2	Prin. Proprietary Co's	Equipment Obligations		
3	Subject to Change			
4			2 578	Joint & Several
5	American Railbox	BN Inc. is guarantor of Future		
6	Car Company	lease rental payments aggregating	40 462	Sole
7				
8				
9				
10				
11				
12				
13				
14				
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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				

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	15 211	1 785	70	2 200	1 588	4 237	25 091
2	1J	3/4	M						5	5
3	1J	2/3	M					1	19	20
4	1J	1/2	M	38	1		5	18	124	186
5	1J	1/3	M	6	5		1	6	34	52
6	1J	1/4	M						23	23
7	1J	1/5	M						10	10
8	1J	1/6	M					1		1
9	1J	1/12	M					1		1
10	Total 1J Main			44	6		6	27	215	293
11	Total 1 & 1J Main			15 255	1 791	70	2 206	1 615	4 452	25 389
12										
13	1	100	B	9 950	6		394	984	329	11 663
14	1J	1/2	B	121			10	42	18	191
15	1J	1/3	B						8	8
16	1J	1/4	B						36	36
17	1J	1/5	B						1	1
18	Total 1J Branch			121			10	42	63	236
19	Total 1 & 1J Branch			10 071	6		404	1 026	392	11 899
20	Total Main & Branch			25 326	1 797	70	2 610	2 641	4 844	37 288
21										
22	2		M	290			35	26	50	401
23	2J		M						3	3
24	Total 2 & 2J Main			290			35	26	53	404
25										
26	2		B	50			3	9	6	68
27	2J		B	2				1		3
28	Total 2 & 2J Branch			52			3	10	6	71
29	Total Main & Branch			342			38	36	59	475
30										
31	3B	100	M	83			6	3	12	104
32	3B	100	B	48			4	6	1	59
33	Total Main & Branch			131			10	9	13	163
34										
35	4B	100	M	11			1	2		14
36										
37	5	100	M	452	130	2	66	42	129	821
38	5	100	B	1 099	25		40	24	31	1 219
39	Total Main & Branch			1 551	155	2	106	66	160	2 040
40										
41										
42										
43										
44										
45										
46										
47										
48										
49										
50										
51										
52										
53										
54	Total Main Line			16 091	1 921	72	2 314	1 688	4 646	26 732
55	Total Branch Lines			11 270	31		451	1 066	430	13 248
56	Grand Total			27 361	1 952	72	2 765	2 754	5 076	39 980
57										
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	1	QA&P	M	8			1		1	10
5										
6										
7										
8										
9										
10										
11										
12										
13										
14										
15		Total	XXX	8			1		5	14

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.
4. Leased to and operated by Quanah Acme & Pacific Ry. Co.

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 47						
2	1	100	M	34	10		4	1	30	79
3	1	100	B	89			2	5	4	100
4	1J	1/2	B	4						4
5	Total 1 & 1J Branch			93			2	5	4	104
6	Total Main & Branch			127	10		6	6	34	183
7										
8	5	100	M	67	2		5	5		79
9	5	100	B	13			3	2	16	34
10	Total Main & Branch			80	2		8	7	16	113
11										
12	Grand Total Canadian Mileage			207	12		14	13	50	296
13										
14										
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).

Fractions 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	214	101				84	399						
5	Florida	44						44						
6	Idaho	163	249				52	464						
7	Illinois	895	421				205	1 521						
8	Iowa	450	279				137	866	1					
9	Kansas	483	244				220	947						
10	Kentucky						12	12						
11	Minnesota	1 774	947				69	2 790	1					
12	Mississippi	180						180						
13	Missouri	1 448	664				45	2 157						
14	Montana	2 341	365		52		121	3 429				40		
15	Nebraska	1 408	1 204				7	2 619						
16	North Dakota	1 107	2 221				76	3 404						
17	Oklahoma	937	419				53	1 409						
18	Oregon	203	65	328			78	674						
19	South Dakota	62	400				29	491						
20	Tennessee	16						16						
21	Texas	79				11	41	131	10					
22	Washington	1 505	1 506	14	48		311	3 384	2					
23	Wisconsin	333	1				2	336						
24	Wyoming	733	54		31		1	819				12		
25	British Columbia	34	91				9	134						
26	Manitoba						73	73						
27														
28														
29														
30														
31														
32														
33														
34	Total Mileage (single track)	15 236	10 010	342	131	11	1 631	27 361				52		

Road Initials: LN

Year 19 80

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. If any changes reportable in this schedule occurred under authority granted by the Commission in certificates of convenience and necessity, issued under paragraphs (18) to (22) of section 1 of the Interstate Commerce Act or otherwise, specific reference to such authority should in each case be made by docket number or otherwise, as may be appropriate.

3. All consolidations, mergers, and reorganizations effected, giving particulars.

This statement should show the mileage, equipment, and cash value of property of each company as well as the consideration received by each company party to the action. State the dates on which consolidated, etc., and whether the prior companies have been dissolved. Copies of the articles of consolidation, merger, or reorganization should be filed with this report.

4. Other important changes not elsewhere provided for involving more than \$50,000, giving full particulars.

INCREASES IN MILEAGE

Line No.	Class	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	3 339	100	15	428	402	708	4 992	
2	1	B	939			78	146	75	1 238	
3	1J	M				1	12	49	62	
4	1J	B	2				1		3	
5	2	M					3		3	
6	2	B						2	2	
7	5	B	584						584	
8	3B	M						1	1	
9	3B	B					1		1	
10	4B	M	11			2	1		14	
11	5	M	83	41		9	9	33	175	
12	5	B	73			7	2		82	
13	Total Increase		5 031	141	15	525	577	868	7 157	

DECREASES IN MILEAGE

14	1	M	76	22	13	35	24	68	238	
15	1	B	359			13	37	5	414	
16	1J	M					2	7	9	
17	1J	B	9				3		12	
18	2	M								
19	2	B	3			1		1	5	
20	3	M								
21	5	M	1			1	2		4	
22	5	B	19			32	1		52	
23										
24										
25	Total Decrease		467	22	13	82	69	81	734	

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 51.79 Miles of road abandoned 436.82

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 705

Increases		Segment or Location	Date	Finance Docket No.
.03		Kenmore, WA - Track extension		
35.86		Sarpy Junction-Kushn, MT - Line construction		AFE 72-1443
12.22		Dutch-Decker, WY - Line construction		AFE 73-41
3.71		Dutch-Decker, MT - Line construction		AFE 76-785
.02		Vance-Blanchard, ND - Correction		AFE 76-785
.21		Larimore-Maryville, ND - Correction		AFE 77-47
.05		Long Prairie, MN - Correction		AFE 77-47
.01		Napier, MO - Relay switch		AFE 77-54
1.30		Hanover-Lewiston, MT - Transfer from side track		AFE 78-826
.05		Carlton-Moose Lake, MN - Correction		
.06		Hauser-Coeur d'Alene, ID - Recalculation		AFE 77-783
.70		St. Cloud, MN - Moved origination of line		AFE 77-1078
.72		Sweetgrass, MT - Headboard moved		AFE 75-3071
1.49		Hutchinson Junction, MN - Rearranged trackage		AFE 79-650
Ø 14.76		Eureka, SD - ND State Line, SD		AFE 76-2058
Ø 34.00		ND State Line-Linton, ND		
Ø 9.63		Lewiston-Heath, MT		
Ø 85.09		Moore-Geraldine, MT		
Ø 53.06		Easton-Maple Valley, WA		
Ø 11.10		Bellingham-Sumas, WA		
Ø 14.52		Warden-Othello, WA		
Ø 10.96		Cedar Falls-Snoqualmie Falls, WA		
Ø 3.03		Palouse-Bovill, WA		
Ø 44.66		Palouse-Bovill, ID		
Ø 14.55		Sieler-Moses Lake, WA		
Ø 5.32		Hampton-Lynden, WA		
Ø 4.43		Wheeler-Sieler, WA		
Ø 9.03		Wentworth-Madison, SD		
Ø 17.88		Fairfield-Choteau Junction, MT		
.06		Power-Pendroy, MT		
**61.50		Gem-Colorado State Line, KS		
**45.00		Colorado State Line-Seibert, CO		
**54.60		CB&Q Junction-Gem, KS		
**42.80		Phillipsburg-CB&Q Junction, KS		
** 7.07		Peoria Junction-Keller, IL		
**38.35		Henry-Peoria, IL		
.01		Vancouver-Kenniwick, WA - Recalculation		
.03		Vancouver-Kenniwick, WA - Converted from sidetrack to main		
2.34		Burlington-Washington, IA - Trackage rights (CRI&P)		
.10		Aurora-West Batavia, IL - Recalculation		
2.07		Fairbanks-Seabury, WA - Converted from sidetrack to main		
.65		Tilbury Island Spur, B.C. - Joint trackage purchased with CN		
4 220.41		Various locations - Main line owned, acquisition of SLSF		
11.06		Various locations - Leased affiliate lines, acquisition of SLSF		
156.30		Various locations - Trackage rights, acquisition of SLSF		
.03		Terminal Yard-Northtown-Minneapolis, MN - Reconstruct tracks		
5 030.83		Total increases in miles of road		
Decreases				
.06		Felix-Oriva, WY - Line change		AFE 76-934
.58		Sweet Home-Railway Station, OR - Converted to side track		
.05		Missoula-Paradise, MT - Line change		AFE 77-1047
2.21		Helena, MT - Connection changed		AFE 77-541
.67		Cosmopolis, WA - Remove joint UP track		AFE 77-1276
.24		Cosmopolis, WA - Track removal		AFE 77-1276

(Continued)

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Decreases		NOTES AND REMARKS		Date	Finance Docket No.
	Segment or Location				
1.13	Bend, OR (OT Ry) - Trackage rights cancelled				
.20	Nifa, IL - Recalculation				AFE 78-71
1.18	Winona, MN - Trackage removal				AFE 76-936
.22	Barstow-Clinton, IL - Correction				AFE 73-782
3.81	Hillyard-Spokane, WA - Converted to sidetrack				
.68	Warroad, MN - Track removal				AFE 77-796
.17	Huron, SD - Track removal				AFE 78-68
2.82	Forest Grove-Orengo, WA - Converted to sidetrack				
2.64	Moccasin-Lewiston, MT - Converted to sidetrack				
.01	Galesburg, IL - Recalculation				
1.60	Breckenridge, MN - New connection				AFE 74-1388
1.94	Wahpeton, ND - New connection				AFE 74-1388
.01	Lyndale Junction-St. Cloud, MN - Recalculation				
*37.12	Burlington-Washington, IA - Abandonment		8-31-80		AB-6 Sub 65
.01	Cushman, NE - Headboard moved				AFE 77-278
.20	St. Paul, MN - Rearrangement				AFE 76-2058
*34.80	Fort Madison-Stockport, IA - Abandonment		7-2-80		AB-6 Sub 76F
* 2.89	Hamall-Houghton, IA - Abandonment		7-2-80		AB-6 Sub 76F
*19.47	St. Regis-Haugan, MT - Abandonment		9-2-80		AB-6 Sub 51F
* .17	St. Regis-Haugan, MT - Abandonment		9-2-80		AB-6 Sub 77F
*20.65	Montana State Line-Wallace, ID - Abandonment		9-2-80		AB-6 Sub 51F
*18.51	St. Regis-Haugan, MT - Trkge. rights cancelled		9-2-80		AB-6 Sub 77F
*11.92	Foxhome-Breckenridge, MN - Abandonment		8-19-80		AB-6 Sub 68F
* 9.89	Funkley-Kelliher, MN - Abandonment		8-5-80		AB-6 Sub 61F
* 1.22	Funkley-Kelliher, MN - Converted to sidetrack		8-5-80		AB-6 Sub 61F
*21.37	Warwick-Devils Lake, ND - Abandonment		3-11-80		AB-6 Sub 70F
*22.04	Carlton-Moose Lake, MN - Abandonment		7-28-80		AB-6 Sub 58F
* .76	Carlton-Moose Lake, MN - Converted to sidetrk.		7-28-80		AB-6 Sub 58F
2.85	St. Anthony Park, MN - Converted to sidetrack				AFE 70-1137
* 2.74	Clear Lake-Sedro Woolley, WA - Abandonment		3-24-80		AB-6 Sub 66F
* 9.93	Streator-L&S Junction, IL - Abandonment		8-18-80		AB-6 Sub 74F
* .62	Streator-L&S Junction, IL - Converted to sidetrk.		8-18-80		AB-6 Sub 74F
*45.76	East Alton-Whitehall, IL - Abandonment		7-2-80		AB-6 Sub 75F
Ø 6.86	Eastman Jct-Choteau Jct, MT - Reduction in jt. trkg				
*63.27	Old Monroe-Mexico, MO - Abandonment		12-17-80		AB-6 Sub 54F
*12.22	Joliet-Pembina, ND - Abandonment		12-21-80		AB-6 Sub 71F
* 1.54	Herrin Junction-Herrin, IL - Abandonment		12-7-80		AB-6 Sub 79F
*20.63	Balder-Manning, WA - Abandonment		12-17-80		AB-6 Sub 64F
* 2.07	Fairbanks-Seabury, WA - Abandonment		12-7-80		AB-6 Sub 78F
*13.52	Ellendale-Forbes, ND - Abandonment		10-9-80		AB-6 Sub 64F
*48.28	Wentworth-Hayti, SD - Abandonment		10-9-80		AB-6 Sub 62F
*15.43	Vermont-Rushville, IL - Abandonment		11-3-80		AB-6 Sub 53F
466.96	Total decreases in miles of road				

* Miles of road abandoned 436.82.

Ø MILW tracks operated by BNI - purchase pending.

** CRIP tracks operated by BNI - purchase pending.

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 (b); units rented from others for a period less than one year should not be included in column (1).
4. For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units. A "B" unit is similar to an "A" unit, but not equipped for use singly or as a lead locomotive unit. A "B" unit may be equipped with hostler controls for independent operation at terminals.
5. A "self-propelled car" is a rail motor car propelled by electric motors receiving power from 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,
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.

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".

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 others
			New units purchased or built	New units leased from others	Rebuilt units acquired and rebuilt units rewritten into property accounts	All other units including reclassification and second hand units purchased or leased from others						
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Locomotive Units												
1	Diesel-Freight A units	1 607	45	245		322	79	965	1 175	2 140	6 136 650	146
2	Diesel-Freight B units	51					8	43		43	72 750	
3	Diesel-Passenger A units	25							25*	25	60 000	
4	Diesel-Passenger B units											
5	Diesel-Multiple purpose A units	629				20	20	639		639	1 057 300	
6	Diesel-Multiple purpose B units											
7	Diesel-Switching A units	373				78	4	443	4	447	509 600	1
8	Diesel-Switching B units											
9	Total (lines 1 to 8)	2 685	45	245		430	111	2 090	1 204	3 294	7 836 300	147
10	Electric-Locomotives											
11	Other self-powered units											
12	Total (lines 9, 10 and 11)	2 685	45	245		430	111	2 090	1 204	3 294	7 836 300	147
13	Auxiliary units	15					6	9		9	XXX	
14	Total Locomotive Units (lines 12 and 13)	2 700	45	245		430	117	2 099	1 204	3 303	XXX	147

* 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

Line No.	Type or design of units (a)	During Calendar Year										TOTAL
		Before Jan. 1, 1960 (b)	Between Jan. 1, 1960, and Dec. 31, 1964 (c)	Between Jan. 1, 1965, and Dec. 31, 1969 (d)	Between Jan. 1, 1970, and Dec. 31, 1974 (e)	Between Jan. 1, 1975, and Dec. 31, 1979 (f)	80 1978 (g)	81 1979 (h)	82 1978 (i)	83 1979 (j)	84 1980 (k)	
15	Diesel	1 045	214	422	670	675	208 94	134	249	268	3 294	
16	Electric	1	1	1	1	1	1	1	1	1	1	
17	Other self-powered units											
18	Total (lines 15 to 17)	1045	214	422	670	675	208 94	134	249	268	3 294	
19	Auxiliary units	3		2	4		268					
20	Total Locomotive Units (lines 18 and 19)	1 048	214	424	674	675	208 94	134	249	268	3 303	

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710. INVENTORY OF EQUIPMENT—Continued

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

Line No.	Class of equipment and car designations	Units in service of respondent at beginning of year	Changes During the Year					Units at Close of Year				
			Units Installed					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 (e)	All other units, including reclassification and second hand units purchased or leased from others (f)	Units retired from service whether owned or leased, including reclassification					
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	
	PASSENGER-TRAIN CARS											
21	Non-Self-Propelled	168					2	25	141	166	21 588	
22	Coaches [PA, PB, PBO]											
	Combined cars											
	[All class C, except CSB]											
23	Parlor cars [PBC, PC, PL, PO]	1						1		1	36	
24	Sleeping cars [PS, PT, PAS, PDS]											
25	Dining, grill and tavern cars	8					6	2		2	XXXX	
26	[All class D, PD]											
27	Non-passenger carrying cars	47					8	39		39	XXXX	
	[All class B, CSB, M, PSA, IA]	224					16	67	141	208	21 624	
28	Total (lines 21 to 27)											
	Self-Propelled Rail Motorcars											
29	Electric passenger cars											
	[EP, ET]											
30	Electric combined cars [EC]											
31	Internal combustion rail motorcars											
	[ED, EG]											
32	Other self-propelled cars											
	Specify types:											
33	Total (lines 29 to 32)	224					16	67	141**	208*	21 624	
34	Total (lines 28 and 33)											
	COMPANY SERVICE CARS											
35	Business cars [PV]	7						9		9	XXXX	
36	Boarding outfit cars [MWX]	969					82	994		994	XXXX	
37	Derrick and snow removal cars											
	[MWU, MWV, MWV, MWK]	213	2				6	223	3	226	XXXX	
38	Dump and ballast cars [MWB, MWD]	641	10				80	764		764	XXXX	
											10	
39	Other maintenance and service equipment cars	5 526					313	6 300		6 300	XXXX	
40	Total (lines 35 to 39)	7 356	12				481	8 290	3	8 293	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						
41	Plain Box Cars - 40' (B100-129)	13 543			182		1 111
42	Plain Box Cars - 50' (B200-229; B300-329)	12 220		400			1 384
43	Equipped Box Cars (All Code A)	6 242					4 848
44	Plain Gondola Cars (G092-392; G401-492)	5 528					2 331
45	Equipped Gondola Cars (All Codes C and E)	2 439		100			112
46	Covered Hopper Cars (L151-154; 251-254; 351-354; 451-454; 551-554; 651-654; 751-754)	16 816		1 699			3 860
47	Open Top Hopper Cars - General Service (All Code H)	11 164		300			2 354
48	Open Top Hopper Cars - Special Service (All Codes J and K)	5 311		300			107
49	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)	4 078	1 021	66			1
50	Refrigerator Cars - Mechanical (R104, 110, 111, 112, 117, 118, R204, 210, 211, 212, 217, 218)	3 070					100
51	Flat Cars - TOFC/COFC (F071-078; F871-978)	212					25
52	Flat Cars - Multi-level (All Code V)						
53	Flat Cars - General Service (F101-109; F201-209)	2 253					113
54	Flat Cars - Other (F111-189; 211-289; 301-389; 401-540)	3 396					296
55	Tank Cars - Under 22,000 Gallons (T-0, T-1, T-2, T-3, T-4, T-5)						21
56	Tank Cars - 22,000 Gallons & Over (T-6, T-7, T-8, T-9)	175		32			
57	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)	2 566	1 959				537
58	Total (lines 41 to 57)	89 013	2 980	2 897	182		17 200
59	Caboose (All N)	XXXX	1 111	142			197
60	Total (lines 58, 59)	89 013	4 091	3 039	182		17 397
Box unequipped, XF boxcars and plain gondolas (which relate to incentive per diem orders).		New units purchased or built				Units rebuilt or acquired	
		General funds		Incentive funds		General funds	Incentive funds

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							Line No.
Changes during year (Concluded)	Units At Close of Year						
Units retired from service of respondent whether owned or leased including re-classification	Owned and used	Leased from others	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col. (k) & (l) (see ins. 4)	Leased to others	
			Time-mileage cars	All other			
(b)	(i)	(j)	(k)	(l)	(m)	(n)	
1 560	10 226	3 050	13 276		723 373		41
404	10 966	2 634	13 600		906 423		42
251	10 275	564	10 839		761 119		43
327	6 447	1 085	7 532		628 201	59	44
124	2 387	140	2 527		234 872		45
371	20 441	1 563	22 004		2 073 687	204	46
515	9 999	3 304	13 303		1 252 464	150	47
278	5 009	431	5 440		435 454		48
359	3 737	1 070	4 099	708	334 848	156	49
22	1 515	1 633	3 148		209 638		50
26	211		211		13 622		51
							52
150	1 886	330	2 216		139 933		53
49	3 553	90	3 643		287 084		54
		21		21	1 245		55
2	205		205		19 401	5	56
							57
619	4 416	27	2 552	1 891	283 846	250	
5 057	91 273	15 942	104 595	2 620	8 305 210	824	58
58	1 342	50	XXXX	1 392	XXXXXXXXXXXX	36	59
5 115	92 615	15 992	104 595	4 012	8 305 210	860	60

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			
				Units Installed			
		Per diem	All other	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						
61	Self-propelled vessels [Tugboats, car ferries, etc.]	X X X X					
62	Non-self-propelled vessels [Car floats, lighters, etc.]	X X X X					2
63	Total (lines 61 and 62)	X X X X					2
	HIGHWAY REVENUE EQUIPMENT						
64	Bogie-chassis		66				
65	Dry van	1 992			200		
66	Flat bed						
67	Open top						
68	Mechanical refrigerator	125					
69	Bulk						
70	Insulated	595					
71	Platform removable sides						
72	Other trailer or container						
73	Tractor						
74	Truck						
75	Total (lines 64 to 74)	2 712	66		200		

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)	
			Pier diem	All other		
(h)	(i)	(j)	(k)	(l)	(m)	(n)
			X X X X			61
	2		X X X X	2		62
	2		X X X X	2		63
6	26	34		60	1 290	64
59	5	2 128	2 133		62 503	65
						66
						67
103	22		22		598	68
						69
6	4	585	589		17 057	70
						71
						72
						73
						74
174	57	2 747	2 744	60	81 448	75

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. Report dollars in thousands.

NEW UNITS

Line No.	Class of equipment (a)	Number of units (b)	Total weight (tons) (c)	Total cost (d)	Method of acquisition (see instructions) (e)
1	Freight Equipment - 1979 Report				
2	Caboose N 100	19	504	1 212	P
3	Covered Hoppers L 153	500	15 575	20 891	P
4	Covered Hoppers L 353	100	3 160	4 438	P
5	Work Equipment - 1979 Report				
6	Locomotive Crane	4	532	1 615	P
7	Locomotive Crane	1	97	310	P
8	Locomotives - 1979 Report				
9	SD-40-2 Diesel Freight 3000 HP	55	10 395	36 388	P
10	C-30-7 Diesel Freight 3000 HP	15	2 820	10 301	P
11	Freight Equipment - 1980 Report				
12	Covered Hopper L 153	100	3 050	4 079	P
13	Covered Hopper L 153	499	15 220	20 377	P
14	Cabooses N 100	56	1 487	3 571	P
15	Open Top Ore Cars J 310	100	2 880	4 579	P
16	Open Top Hopper H 350	300	9 165	12 697	P
17	Covered Hopper L 153	1 000	32 450	42 244	P
18	Box Cars B 209	400	12 560	17 158	P
19	Wood Chip Gondola E 300	100	3 730	5 212	P
20	Bunkless Refrigerator R 206	66	3 104	4 648	P
21	Covered Hopper L 153	100	3 230	4 223	P
22	Caboose N 100	75	2 010	5 175	P
23	Open Top Ore J 310	200	5 760	9 095	P
24	Caboose N 100	1	27	65	P
25	Locomotives - 1980 Report				
26	GP-38-2 Locomotive 2000 HP	5	585	2 945	P
27	C-30-7 Locomotive 3000 HP	40	7 400	30 837	P
28	Work Equipment - 1980 Report				
29	Air Dump Car M 120	10	397	632	P
30	Locomotive Crane	2	262	1 077	P
31	Equipment Installed For Which Final Cost Not Completed				
32	32 Tank Cars T 107				
33	10 Caboose N 100				
34					
35					
36					
37					
38					
39	TOTAL	3 743	XXXX	243 769	XXXX

REBUILT UNITS - None

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:				66
1	Number available at beginning of year			
2	Number installed during the year			6
3	Number retired during the year			60
4	Number available at close of year			
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:				44
16	Number available at beginning of year	4	11	
17	Number installed during the year		8	
18	Number retired during the year		47	
19	Number available at close of year			

*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.
	2 712					1
	200					2
	168					3
	2 744					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
	98	18	113	2 705		16
	34		1	934		17
			4	348		18
	132	18	110	3 291		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 Ave.		
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 included in appropriate Category A, B, C, D, F, and Potential Abandonments, as appropriate).

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.

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 1(a)(5) 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.

720. TRACK AND TRAFFIC CONDITIONS

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.

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.

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	9 676	38.6	54.4	18.9	71.8
2	B	5 281	11.2	50.7	17.7	52.9
3	C	4 425	2.3	35.8	14.4	219.8
4	D	6 836	0.3	28.0	15.9	387.5
5	E	7 566	XXXXXXX	XXXXX	XXXXX	
6	F	1 935	XXXXXXX	20.0		
7	Potential abandonments	2 211	XXXXXXX			
8	Total	37 930	13.6	39.2	17.1	732.0

721. TIES LAID IN REPLACEMENT

(1) Disclose the requested information concerning ties laid in replacement.

(2) The term "spot maintenance" in column (i) 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 ties laid in replacement considered to be spot maintenance.

Line No.	Track Category (a)	Number of cross-ties laid in replacement										Switch and Bridge Ties (Board feet) (j)	% of Spot Maintenance (k)
		New Ties					Second-hand ties						
		Wooden		Concrete (d)	Other (e)	Wooden			Other (i)				
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)						
1	A	1 658 314					90				1 658 404	2 515 253	N/A
2	B	523 564									523 564	577 131	N/A
3	C	284 010					409				284 419	553 480	N/A
4	D	438 879									438 879	470 623	N/A
5	E	363 192					221				363 413	3 499 720	N/A
6	F	273 223					474				273 697	815 963	N/A
7	Potential Abandonments	62 319					171				62 490	40 452	N/A
8	Total	3 603 501					1 365				3 604 866	8 472 621	N/A

Remarks

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, the 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 cross-ties laid in new tracks during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch and bridge ties laid in new tracks during year (g)	
1		370 165	\$ 16.11	\$ 5 964	1 746 029	\$ 380.44	\$ 664	New
2	T	597	6.14	4				Secondhand
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20	Total	370 762	16.10	5 968	1 746 029	380.44	664	
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid							124.95
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid							28.46

723. RAILS LAID IN REPLACEMENT

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

(2) The term "spot maintenance" in column (g) 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 ties laid in replacement considered to be spot maintenance.

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	978.08	37.80	124.81	371.65	1 102.89	409.45	N/A	
2	B	191.03	16.23	25.75	166.98	216.78	183.21	N/A	
3	C	79.69	11.94	14.44	104.89	94.13	116.83	N/A	
4	D	30.70	9.63	4.33	94.09	35.03	103.74	N/A	
5	E	126.05	7.95	10.86	62.05	136.91	70.00	N/A	
6	F	44.05	36.57	1.87	254.26	45.92	290.83	N/A	
7	Potential Abandonments	.24	.32		3.54	.24	3.86	N/A	
8	Other								
9	TOTAL	1 449.84	120.46	182.06	1 057.46	1 631.90	1 177.92	N/A	

Remarks

(1) Track miles of welded rail installed this year

815.95

(2) Total system miles of welded rail to date

8 511.98

(1) Includes Frisco miles from December 1, 1980.

(2) Includes total system miles for Frisco and BN.

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	332	\$ 188	\$568.25	136	7	\$ 4	\$ 532.11
2	2	132	20 488	8 981	438.34	132	283	124	438.43
3	2	115	329	131	397.06	115	742	277	374.05
4	*3	132			415.38				
5	4	132	377	97	257.46	132	198	45	226.69
6	4	131	2		39.41	131	289	10	35.80
7	4	115	242	27	113.43	115	560	64	113.46
8	4	112	5 582	385	68.98	112	2 874	200	69.67
9	4	110	91	4	37.85	110	87	3	38.27
10	4	100	121	4	33.80	100	23	1	33.28
11	4	90	195	7	38.06	90	556	15	26.18
12	4	56-85	24	1	22.11				
13									
14									
15									
16	Total	XXX	27 783	9 825	353.63	XXX	5 619	743	132.23
* Manufacturing process using chrome and other hardening agents for rail used on curves. 124.95									
17	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid								28.46
18	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid								126.91
19	Track-miles of welded rail installed this year								637.56
	total to date								

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)
1	Pounds 155	.99	None	17	77.5	369.78	None	
2	140	1.86		18	76	15.75		
3	136	498.55		19	75	885.90		
4	133	13.04		20	72	521.01		
5	132	4 890.71		21	70	227.13		
6	131	252.00		22	68	198.89		
7	130	20.00		23	67	16.37		
8	129	527.63		24	66.5	8.72		
9	115	4 699.82		25	66	398.23		
10	112	4 855.07		26	65	116.31		
11	110	684.50		27	60	321.40		
12	105	4.44		28	56	412.61		
13	100	940.82		29	52	52.74		
14	90	4 874.95		30				
15	85	1 528.22		31				
16	80	202.70		32	Total	27 540.14		

726. SUMMARY OF TRACK MAINTENANCE

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

2. In column (c), (e), and (h) 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 (b)	Crossties (c)	Switch and Bridge Ties (Board Feet) (c)	Percent replaced (d)	Miles of rail replaced (rail-miles) (e)		Cubic yards of ballast placed (g)	Percent surfaced (i)
1	A	1 658	314	2 515	253	5.50	1 512.34	7.81	49.1
2	B	523	564	577	131	3.18	399.99	3.79	33.5
3	C	284	010	553	480	2.26	210.96	2.38	18.0
4	D	438	879	470	623	2.50	138.77	1.02	17.5
5	E	363	192	3 499	720	1.87	206.91	1.37	5.8
6	F	273	223	815	962	4.53	336.75	8.70	61.9
7	Potential abandonments	62	319	40	452	1.10	4.10	0.01	3.7
8	Total	3 603	501	8 472	621	3.34	2 809.82	3.70	27.0

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			Percent replaced (d)	Miles of rail replaced (rail-miles) (e)	Rail	Ballast	Track surfacing	
		Number of ties replaced (b)	Crossties (c)	Switch and Bridge Ties (Board Feet) (c)					Miles surfaced (h)	Percent surfaced (i)
1	Current year	3 603	501	8 472	621	3.34	2 809.82	3 453 989	10 236	27.0
2	First preceding	2 863	514	7 123	140	3.14	2 206.80	2 889 055	9 315	28.8
3	Second preceding	2 774	578	5 204	445	3.07	2 106.70	3 023 666	8 239	25.6
4	Third preceding	2 721	182	6 961	432	2.96	2 233.30	2 919 688	6 343	19.6
5	Fourth preceding	2 742	322	5 919	047	2.97	1 832.78	2 781 490	6 744	20.7
6	Fifth preceding	2 275	065	5 246	798	2.45	1 561.44	2 098 322	5 850	17.8
7	Sixth preceding	1 930	480	3 305	163	2.07	1 317.86	1 657 706	5 604	17.0
8	Seventh preceding	1 567	953	3 360	586	1.67	970.20	1 244 357	4 350	13.1
9	Eighth preceding	1 417	440	2 581	965	1.50	757.88	1 352 078	4 675	14.0
10	Ninth preceding	1 268	626	2 439	410	1.33	956.48	974 502	4 591	13.6

REMARKS

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 (a)	Monetary Amount of Deferred Maintenance		
		End of the Year (b)	Beginning of the Year (c)	
1	A	\$	\$	
2	B			
3	C			
4	D			
5	E			
6	F			
7	Potential Abandonments	None	None	
8	Total Tracks			
Selected Track Maintenance		Quantities of Deferred Maintenance		
		End of the Year	Beginning of the Year	
9	Crossties			
10	Rail			
11	Ballast			

Remarks

NOTES AND 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)
		454 614 950			
1	Freight _____	2 747 511			
2	Passenger _____	33 264 508			
3	Yard switching _____	490 626 969			
4	Total _____	\$ 418 506	\$	\$	\$
5	Cost of Fuel* _____	904 607			
6	Work Train _____				

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 _____	None		
10	Total _____	\$ None	\$	\$
11	Cost of Fuel* _____	None		
12	Work Train _____			

*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)

760. GRADE CROSSINGS

A--Railroad With Railroad

1. A crossing of a railroad with a railroad means the intersection of all the tracks on one right-of-way with all of the tracks on another right-of-way, whether or not owned or operated by the same company; thus, the intersection of one double-track line with another double-track line shall be reported as one crossing. Each such crossing shall be reported only by the carrier who performs the actual maintenance of the signal or interlocking protection, if so provided, or by the carrier who maintains the crossing frogs where no protection exists. The carrier which actually performs the maintenance shall be the reporting carrier, even though other party, or parties, assume a part or all of the expense of such maintenance. Where portions of the apparatus are maintained by two or more companies, as for example—the condition where one crossing frog is maintained by one company and the second frog by the other company, agreement should be made between carriers as to which shall report. Report should be made of each crossing, whether main line, branch line, or switching tracks are involved, so long as separate rights-of-way are involved, regardless of whether or not the

rights-of-way involved are owned or leased by the same company. A cross-over from one track to another on the same right-of-way, or the use of a crossing frog for the intersection of two tracks in the same right-of-way, is not to be considered as a crossing in this connection. If one right-of-way intersects two or more rights-of-way in the same vicinity a separate crossing shall be reported for each such intersection, even though all are controlled by one interlocking plant. In such case, this fact should be explained in a footnote in order that the interlocking plant may not be counted more than once.

2. The term "Protection" as used in this connection should include all signalling or derailing devices which may restrict the use of the crossing by either carrier. It shall not include stationary or other cautionary signs which merely indicate the proximity of a crossing. Where crossings are protected by more than one of the types of protection shown in columns (b) to (i) inclusive, the kind of protection, etc., should be reported in only one classification and that of the more elaborate type.

Line No.	Number of crossings (a)	Interlocking (b)	Automatic signals (automatic interlocking) (c)	Derails on one line, no protection on other (d)	Hand-operated signals, without interlocking (e)	Gates (f)	Total specially protected (g)	Total not specially protected (h)	Grand total (i)
1	Number at beginning of year (1)	36	68	4	6	16	130	209	339
2	Crossing added: (2)	10	46	4	2	50	112	93	205
3	Change in protection								
4	Crossings eliminated: Separation of grade								
5	Change in protection								
6	Other causes	3	3		2	1	9	14	23
7	Number at close of year	43	111	8	6	65	233	288	521
	Number at Close of Year by States:								
8	Alabama	1	8			6	15	26	41
9	Arkansas		9	4		2	15	4	19
10	California		1				1		1
11	Colorado	1					1	6	7
12	Florida								-
13	Idaho								-
14	Illinois	7	4			3	14	3	17
15	Iowa	4	4				8	24	32
16	Kansas		8			10	18	1	19
17	Minnesota	1	23		1		25	49	74
18	Mississippi		2				2	4	6
19	Missouri	8	8		2	11	29	48	77
20	Montana		1			1	2	1	3
21	Nebraska	9	11	1		2	23	14	37
22	North Dakota	1	7		3	1	12	10	22
23	Oklahoma	3	9			17	29	10	39
24	Oregon							6	6
25	South Dakota		5				5	10	15
26	Tennessee					4	4	11	15
27	Texas	2	3			1	6	1	7
28	Washington	6	1	3		7	17	43	60
29	Wisconsin		4				4	15	19
30	Wyoming							1	1
31	British Columbia		3				3	1	4
32	(1) Revised to include prior years' adjustments.								
33	(2) Crossings acquired from St. Louis-San Francisco Railway Co.								
34	which merged into Burlington Northern Inc. on November 21, 1980.								
35									

760. GRADE CROSSINGS—Continued
B—Railroad With Highway

1. A highway grade crossing is to be regarded as a single crossing of all of the tracks within the adjacent owned or leased right(s) of way of the railroad(s) at the point of intersection with a publicly maintained highway, street or avenue at the same grade to the extent that the tracks are located within the limits of a single set of grade crossing signs or protective devices having an integrated set of actuating circuits.

2. Not to be included are crossings of tracks with private roads leading to or within industrial plants, or with other roads or driveways not dedicated to public use. All crossings of tracks at grade with public roads and streets should be included if any railroad operations are conducted thereover by the reporting company whether or not the track is located on railroad right-of-way.

3. A private grade crossing which becomes public during the year should be reported as a new grade crossing. A grade crossing of a dual or multi-lane highway should be reported as one crossing. In the classification of protection, a crossing having more than one of the classes of protection listed below should be reported once only, using the furthest left column that applies. To avoid

duplicate reporting of jointly owned, jointly maintained or jointly used crossings, one railroad shall be designated the reporting road by mutual agreement of the interested parties.

4. In columns (b) and (c) include grade crossings with or without audible signals. In column (d) and (e) include grade crossings with or without any type of audible or visible supplemental device. Exclude from columns (f) and (g) those crossings where train movement is protected only by a member of the train crew. Audible signals reportable in column (h) include any train-actuated bell, whistle, siren or other audible device located adjacent to the crossing. Other automatic signals reportable in column (i) include wigwags, Highway Traffic Signals or special types of train-actuated devices with or without audible supplements. Include in column (l), in addition to "Railroad Crossing" crossbuck, any other static sign (except "Number of Tracks" sign) or any non-train-actuated signal such as amber continuous-flashing lights. In column (m) report other than railroad crossbuck. Totals in column (o), lines 9 and 10 should be equal, resulting in no change in the total number of crossings.

TYPES OF PROTECTION FOR, AND NUMBERS OF CROSSINGS AT GRADE

Line No.	Item of Annual Change	(a)	Automatic gates with flashing lights	Automatic flashing light signals	Gates manually operated		Watchmen only		Audible signals only	Other automatic signals	Total indicating warning of train approach	"Railroad crossing" crossbuck	Cross-buck signs with other fixed signs	Other fixed signs only	No signs or signals	Total crossings at grade
					24 hours per day	Less than 24 hours per day	24 hours per day	Less than 24 hours per day								
1	Number at beginning of year	(1)	1 088	1 813	10	2	7	19	16	396	3 351	14 455	2 228	233	1 015	21 282
2	Added: By new, extended or relocated highway		7	2						1	10	6				16
3	By new, extended or relocated railroad	(2)	174	834					7	20	1 035	3 912		138	298	5 383
4	Total added		181	836					7	21	1 045	3 918		138	298	5 399
5	Eliminated: By closing or relocation of highway			8							8	25			4	37
6	By relocation or abandonment of railroad			7							7	105			5	117
7	By separation of grades		1	2							3					3
8	Total eliminated		1	17							18	130			9	157
9	Changes in protection: Number of each type added		151	47						6	204	1	1		2	208
10	Number of each type deducted															
11	Net of all changes		17	34	1	1				16	169	122	16	9	2	208
12	Number at close of year		314	832	(1)	(1)			7	11	1 162	3 667	(5)	129	289	5 242
13	Number at close of year by States:		1 402	2 645	9	1	7	19	23	407	4 513	18 122	2 223	362	1 304	26 524
14	Alabama		6	49						101	55	292		20	44	411
15	Arkansas		17	70						101	83	366			73	527
16	California		1							9	59	234	17	15	37	362
17	Colorado		20	30						36	109	27	4	4	109	74
18	Florida		14	22									1	2	112	206
19	Idaho		17	8					10	15	40	142	343	113	140	1 924
20	Illinois		213	356	1					28	608	833	196	115	115	1 160
21	Iowa		110	95			3	15	1	116	2	126	930		116	1 079
22	Kansas		44	79						70	13	527	1 862	68	23	3 239
23	Minnesota		189	265		1	2				24	43	14	111	1	169
24	Mississippi		5	38					9	14	25	559	1 644	4	85	2 453
25	Missouri		65	461	2		4	4		1	126	250	1 270	6	126	1 712
26	Montana		98	151						36	127	364	2 075	75	90	2 607
27	Nebraska		132	196												

760. GRADE CROSSINGS—Continued
B—Railroad With Highway

1. A highway grade crossing is to be regarded as a single crossing of all of the tracks within the adjacent owned or leased right(s) of way of the railroad(s) at the point of intersection with a publicly maintained highway, street or avenue at the same grade to the extent that the tracks are located within the limits of a single set of grade crossing signs or protective devices having an integrated set of actuating circuits.

2. Not to be included are crossings of tracks with private roads leading to or within industrial plants, or with other roads or driveways not dedicated to public use. All crossings of tracks at grade with public roads and streets should be included if any railroad operations are conducted thereover by the reporting company whether or not the track is located on railroad right-of-way.

3. A private grade crossing which becomes public during the year should be reported as a new grade crossing. A grade crossing of a dual or multi-lane highway should be reported as one crossing. In the classification of protection, a crossing having more than one of the classes of protection listed below should be reported once only, using the furthest left column that applies. To avoid

duplicate reporting of jointly owned, jointly maintained or jointly used crossings, one railroad shall be designated the reporting road by mutual agreement of the interested parties.

4. In columns (b) and (c) include grade crossings with or without audible signals. In columns (d) and (e) include grade crossings with or without any type of audible or visible supplemental device. Exclude from columns (f) and (g) those crossings where train movement is protected only by a member of the train crew. Audible signals reportable in column (h) include any train-actuated bell, whistle, siren or other audible device located adjacent to the crossing. Other automatic signals reportable in column (i) include wigwags, Highway Traffic Signals or special types of train-actuated devices with or without audible supplements. Include in column (j), in addition to "Railroad Crossing" crossbuck, any other static sign (except "Number of Tracks" sign) or any non-train-actuated signal such as amber continuous-flashing lights. In column (m) report other than railroad crossbuck. Totals in column (o), lines 9 and 10 should be equal, resulting in no change in the total number of crossings.

TYPES OF PROTECTION FOR, AND NUMBERS OF CROSSINGS AT GRADE

Line No.	Item of Annual Change (a)	Automatic gates with flashing lights (b)		Automatic flashing light signals (c)		Gates manually operated (d)		Wa. men only (e)		Audible signals only (h)	Other automatic signals (i)	Total indicating warning of train approach (j)	"Railroad crossing" crossbuck (k)	Cross-buck signs with other fixed signs (l)	Other fixed signs only (m)	No signs or signals (n)	Total crossings at grade (o)
		24 hours per day	Less than 24 hours per day	24 hours per day	Less than 24 hours per day	24 hours per day	Less than 24 hours per day	24 hours per day	Less than 24 hours per day								
13	North Dakota	145		159		6					14	324	3 652	34	12	124	4 146
14	Oklahoma 130	31		235						1	5	272	1 357			70	1 699
15	Oregon 131	63		45							7	115	214	161	84	62	636
16	South Dakota 141	3		32							4	39	288	221		20	568
17	Tennessee 142	12		10								22	73			4	99
18	Texas 143	5		59						1		65	115			9	189
19	Washington 147	143		189				13		1	194	540	1 744	56	32	272	2 644
20	Wisconsin 149	36		26							6	68	141	73	1	4	287
21	Wyoming 150	27		58							1	86	92	31		27	236
22	British Columbia 152	6		24								30	38			5	73
23																	
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Notes to Page 113

(1) Revised to include prior years' adjustments.

(2) Includes addition of St. Louis-San Francisco Railway Co. as follows:

168 833

7

20

1 028

3 907

138

291

5 364

761. GRADE SEPARATIONS Highway-Railroad

1. (a) A highway-railroad grade separation is to be regarded as a single crossing of all of the tracks within the owned or leased right-of-way or contiguous rights-of-way of the railroad(s) at the point of intersection with a publicly maintained highway, street or avenue at separate grades.

(b) Not to be included are structures which serve some major purpose other than the avoidance of conflict of railway movements with highway movements and which contain no design features required for accommodation of the intersecting traffic flow as in the case of major tunnels.

(c) In order to avoid duplicate reporting and possible confusion, in reporting grade separations used or maintained by more than one railroad, the interested parties in each case should designate one line to be the reporting railroad.

2. All separated crossings of tracks with public roads and streets should be included if any railroad operations are conducted thereover by the reporting company whether or not the track is located on railroad owned right-of-way.

3. Not to be included are crossings of tracks with private roads leading to or within industrial plants, or with other roads not dedicated to public use.

4. A private crossing which becomes public during the year should be reported as a new crossing.

5. A crossing of a dual or multi-lane highway should be reported as one crossing.

Line No.	Items of Annual Change (a)	Types and numbers of highway-railroad grade separations		
		Overpass (Highway above railroad) (b)	Underpass (Railroad above highway) (c)	TOTAL (d)
1	Number at beginning of year	1 348	1 121	2 469
2	Added: By new, extended or relocated highway	4	2	6
3	By new, extended or relocated railroad *	295	292	587
4	By elimination of grade crossing	2	1	3
5	Total added	301	295	596
6	Deducted: By closing or relocation of highway	1	3	4
7	By relocation or abandonment of railroad	1	2	3
8	Total deducted	2	5	7
9	Net of all changes	299	290	589
10	Number at close of year	1 647	1 411	3 058
	Number at close of year by States:			
101	Alabama	43	101 18	61
104	Arkansas	18	104 33	51
105	California	1	1	2
106	Colorado	11	12	23
109	Florida	5	109 1	6
112	Idaho	22	112 29	51
113	Illinois	147	113 159	306
115	Iowa	107	115 84	191
116	Kansas	39	17	56
117	Kentucky	6	5	11
123	Minnesota	222	123 145	367
124	Mississippi	12	124 6	18
125	Missouri	178	150	328
126	Montana	121	79	200
127	Nebraska	141	113	254
134	North Dakota	56	134 64	120
136	Oklahoma	69	136 102	171
137	Oregon	30	35	65
141	South Dakota	23	141 27	50
142	Tennessee	14	15	29
143	Texas	11	8	19
147	Washington	297	147 246	543
149	Wisconsin	18	149 34	52
150	Wyoming	40	150 27	67
152	British Columbia	16	152 1	17
36				

* Includes addition of St. Louis-San Francisco Railway Co. of 295, 291 and 586 grade separations for columns b, c, and d, respectively.

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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 transportation of persons or things at other than tariff rates, or the purchase of equipment under conditional sales plans without the issuance of securities by respondent, making such statements in the following order:

- (a) 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 section 6(5), Part I, of the Interstate Commerce Act, which reads as follows:

"Every common carrier subject to this part shall also file with said Commission copies of all contracts, agreements, or arrangements with other common carriers in relation to any traffic affected by the provisions of this part to which it may be a party. Provided, however, that the Commission, by regulations, may provide for exceptions from the requirements of this paragraph in the case of any class or classes of contracts, agreements, or arrangements, the filing of which, in its opinion, is not necessary in the public interest."

c, d, e, g, h, none

- (a) Missouri Pacific Railroad Co. - Agreement dated 12-11-79 covers WFE performing protective service for Missouri Pacific.

Fruit Growers Express Co. - Agreement dated 7-28-78 covers BN's rental of FGE trailers while on BN lines at \$12.75 per trailer per day.

- (b) Washington, Idaho & Montana Railway Co. - Supplements to agreement dated 3-21-80 which covers BN's operation of facilities during Milwaukee Road's Restructuring Act. The Revolving Fund is increased from \$60,000.00 to \$95,000.00 per month.

Chicago & North Western Transportation Co. - Agreement dated 9-15-78 covers run-through of locomotives and cabooses on unit trains from Rawhide Jct. and Caballo Jct., Wyoming to Sargeants Bluff, IA via Omaha. Bills for fuel imbalance, caboose rental and engine repair.

Illinois Central Gulf Railroad Co. - Agreement dated 2-13-80 covers run-through of ICG locomotives and cabooses on unit trains from Old Ben Mines 25 and 27 near Kegley, IL to Cook, IL via Chiles, KY. BN to pay \$.016 per horsepower hour and \$.67 per hour for caboose rental after the first 8 hours, which are at no charge.

Union Pacific Railroad Co. - Agreement dated 11-14-79 covering run-through of locomotives and cabooses in unit trains from Belle Ayr, WY to Jeffrey, KS via Northport, NE. Bills or Settlement are made for fuel imbalance, inspections and repairs.

(b) Continued...

Colorado & Southern Railway and Ft. Worth & Denver Railway Co. - Agreement dated 8-29-79 covers servicing locomotives by BN at a flat rate of \$8,175.00 per month for C&S and \$750.00 per month for FWD.

State of Missouri - Agreement dated 6-24-80 whereby the State transfers ownership of the ASB Bridge at Kansas City, MO to BN. The State will pay BN \$6,800,000.00 and BN will assume sole and complete control of the bridge.

Colorado & Southern Railway and Ft. Worth & Denver Railway and Atchison, Topeka & Santa Fe Railway Co. - Agreement dated 4-2-79 covering run-through of locomotives and cabooses in unit trains from Jacobs Jct., WY to Smithers Lake, TX via Ft. Worth, TX. Bills or Settlement are made for fuel imbalance, caboose rental and repairs.

Union Pacific Railroad Co. - Agreement dated 2-29-80 covering run-through of locomotives and cabooses on unit trains from Belle Ayr and Eagle Butte, Wyoming to Castle, OR via Spokane, WA. Bills or Settlement are made for fuel imbalance, inspections and repairs.

Atchison, Topeka & Santa Fe Railway Co. - Agreement dated 5-12-80 covering run-through of locomotives and cabooses in unit trains from Reno Jct., WY to Red Rock, OK via Kansas City, KS. Bills or RFP's are made for fuel imbalance, caboose rental and repairs.

- (f) Toronto Dominion Bank - Agreement dated 7-1-79 and supplement dated 7-23-80 provides revolving credit to BN which is not to exceed \$50,000,000.00 at any time. Interest to be at 108 percent of the prime rate per annum. Interest paid in 1980 was \$1,447,608.33.

Parliament Leasing Corp. - Agreement dated 1-1-80 covers the lease of Maintenance of Way Equipment. Rental to be paid in 14 semi-annual rental payments at 7.67122 percent of the purchase price of each unit. No payment was made in 1980; however, \$286,101.15 was accrued.

Chase Manhattan Bank, NA - Conditional Sale Agreement dated 10-1-79 covering the purchase of 40 locomotives, 2 locomotive cranes, 1,000 covered hopper cars and 10 air dump cars with a combined purchase price of \$75,589,000.00. Purchase to be completed on October 1, 1988. Interest payments to be at the prime rate from January 1, 1980 through September 30, 1983; October 1, 1983 through September 30, 1986 at 103 percent of the prime rate; October 1, 1986 through September 30, 1988 at 106 percent of the prime rate. Interest paid in 1980 was \$847,000.00.

Mercantile Safe Deposit & Trust Co. - Agreement dated June 2, 1980 and supplement dated August 1, 1980 whereby BN leases 23 locomotives for 16 years. Purchase price is \$17,546,306.88. The first 6 annual rental payments are to be 7.6012148 percent of the purchase price and the last 10 annual rental payments are to be at 9.2903736 percent of the purchase price. No rental was paid in 1980.

(f) Continued...

Mercantile Safe Deposit & Trust Co. - Agreement dated January 15, 1980 whereby BN leases 150 autoracks for 9 years. The purchase price \$4,996,200.00 and lease payments are to be made in 18 semi-annual installments of 6.43251 percent of the purchase price. No payment was made in 1980; however, \$254,966.70 was accrued.

Mercantile Safe Deposit & Trust Co. - A Conditional Sale Agreement dated December 1, 1979 covering 350 covered hopper cars and 300 open-top ore cars with a total base price of \$22,200,000.00. Purchase to be completed on 12-1-94 with interest at 11.5 percent per annum. Interest paid in 1980 was \$2,363,952.78.

Fort Worth & Denver Railway Co. - Agreement dated 1-1-79 whereby BN subleases cabooses, covered hoppers, locomotives and air dump cars. Rental billed or accrued in 1980 was \$2,175,990.63.

Colorado & Southern Railway Co. - Agreement dated 1-1-79 whereby BN subleases locomotives, open-top hoppers and box cars. Rental billed or accrued in 1980 was \$4,614,774.72.

Colorado & Southern Railway Co. - Agreement dated 6-1-80 whereby BN subleases 17 locomotives for 16 years. Purchase price per unit \$755,474.00. The first 6 annual rental payments are to be 7.863179 percent of the purchase price and the last 10 annual rental payments are to be at 9.610552 percent of the purchase price. No rental was paid in 1980.

Colorado & Southern Railway Co. - Agreement dated 6-1-80 whereby BN leases 35 locomotives for 15 years. Purchase price per unit \$663,151.00. The first 7 annual rental payments are to be 8.415349 percent of the purchase price; the 8th annual rental payment 9.350387 percent of the purchase price; the next 6 annual rental payments are to be 10.285416 percent of the purchase price; the next semi-annual rental payment 10.285416 percent of the purchase price and the last semi-annual rental payment 4.675193 percent of the purchase price. Rental paid in 1980 was \$1,953,226.04.

Mercantile Safe Deposit & Trust Co. - Agreement dated January 2, 1980 and supplement dated August 1, 1980, whereby BN leases 45 locomotives for 16 years. Purchase price is \$35,460,000.00. The first 6 annual rental payments are to be 7.736265 percent of the purchase price and the last 10 annual rental payments are to be at 9.455435 percent of the purchase price. No rental was paid in 1980.

Bamerilease, Inc. - Agreement dated 1-1-80 whereby BN leases various cars and trucks through Gelco, Inc. at a scheduled amount per \$1,000.00 of each unit's purchase price. Rental paid in 1980 was \$319,744.46.

Bamerilease Capital Corp. - Agreement dated 1-1-80 whereby BN leases various cars and trucks through Gelco, Inc. at a scheduled amount per \$1,000.00 of each unit's purchase price. Rental paid in 1980 was \$438,046.61.

(f) Continued...

United States Fleet Leasing - Agreement covering lease of various Frisco vehicles. Rental paid in 1980 was \$198,507.46.

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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, firm, partnership or association, unless and

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

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

	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	Requirement for one	June 11,	580-1	2	Low Bid	July 16,	International Harvester
2	wheel loader	13, 18 &				1980	Co.
3		20, 1980					Director:
4							W. John Driscoll, Pres.
5							Green Valley Holding Co.
6							2100 1st Natl. Bank Bldg.
7							St. Paul, MN 55101
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Road Initials:

BN

Year 1980

BURLINGTON NORTHERN INC.

SCHEDULE 900 - COMPENSATION OF OFFICERS, DIRECTORS, ETC.

YEAR 1980

Line No.	Name and Title	Salary Per Annum as of Close of Year	Other Compensation	Salary Change During the Year		Options Granted (8)
				From	To	
1.	L. W. Menk Chairman of the Board	\$240,000	\$925,343.00(1)(2)(3)	\$220,000	\$240,000	9,000
2.	R. M. Bressler President & C.E.O.	400,000	230,694.67(1)(5)(6)	(4)	400,000	(9)
3.	N. M. Lorentzen Chairman of the Executive Committee	336,000	547,710.34(1)(2)	280,000	336,000	-
4.	C. R. Binger President, Resource Divn.	197,000	200,296.96(1)(2)	178,500	197,000	7,000
5.	T. J. Lamphier Sr. VP Transportation & Analysis	170,500	263,550.76(1)(2)	156,000	170,500	5,500
6	F. H. Coyne Executive VP-Finance & Administration	166,000	467,977.90(1)(2)	153,000	166,000	4,000
7.	I. C. Ethington Sr. V.P. Marketing	153,000	227,475.13(1)(2)(3)	140,000	153,000	4,000
8.	F. S. Farrell V.P. Law	153,000	684,446.77(1)(2)(3)	139,000	153,000	4,000

BURLINGTON NORTHERN INC.

SCHEDULE 900 - COMPENSATION OF OFFICERS, DIRECTORS, ETC.

YEAR 1980

Line No.	Name and Title	Salary Per Annum as of Close of Year	Other Compensation	Salary Change During the Year		Effective Date	Options Granted (8)
				From	To		
9.	H. L. Steward V.P. Energy & Minerals	\$142,000	\$ 81,550.88(1)(2)(3)	\$130,000	\$142,000	1-01-80	2,600
10.	J. H. Hertog Sr. V.P. Operations	137,000	116,563.23(1)(2)	123,000	137,000	1-01-80	4,000
11.	A. E. Egbers V.P. Labor Relations	97,000	123,450.57(1)(2)	88,000	97,000	1-01-80	2,000
12.	L. L. Duxbury, Jr. V.P. Eastern Counsel	96,000	127,403.60(1)(2)	88,000	96,000	1-01-80	1,500
13.	R. F. Garland V.P. & Controller	96,000	90,108.80(1)(2)	87,500	96,000	1-01-80	2,000
14.	J. C. Kenady V.P. Industrial Dev. & Property Mgmt.	94,000	112,766.22(1)(2)	85,800	94,000	1-01-80	1,500
15.	R. A. Beulke Regional V.P. Billings	92,000	92,811.98(1)(2)	79,000 86,500	86,500 92,000	1-01-80 5-01-80	1,400
16.	T. C. DeButts V.P. Portland	91,500	140,768.15(1)(2)	88,000	91,500	1-01-80	700

BURLINGTON NORTHERN INC.

SCHEDULE 900 - COMPENSATION OF OFFICERS, DIRECTORS, ETC.

YEAR 1980

Line No.	Name and Title	Salary Per Annum as of Close of Year	Other Compensation	Salary Change During the Year		Options Granted (8)
				From	To	
17.	G. M. delambert V.P. Purchasing & Mat'l.	\$ 89,000	\$ 55,870.01(1)(2)	\$79,000	\$89,000	-
18.	J. D. Reznar V.P. Sales & Service	89,000	34,320.51(1)	79,000	89,000	1,500
19.	W. L. Arntzen Regional V.P. Denver	87,000	111,924.01(1)(2)(3)	71,500 79,500	79,500 87,000	1,500
20.	J. C. Ashton V.P. & Secretary	85,000	89,774.84(1)(2)	78,500	85,000	1,600
21.	R. H. Shober Regional V.P. & Gen. Mgr.	83,500	162,126.07(1)(2)	76,000	83,500	1,500
22.	G. W. Thompson V.P. Mtc. & Engr.	83,500	25,866.11(1)	75,500	83,500	1,800
23.	R. E. Taylor A.V.P. Mechanical	82,000	80,577.72(1)(2)	75,500	82,000	1,400
24.	J. R. Walker General Counsel	80,700	67,896.19(1)(2)	72,000	80,700	1,200
25.	D. F. Ylkanen V.P. Personnel	80,000	58,995.16(1)(2)	60,000 74,000	74,000 80,000	2,000

BURLINGTON NORTHERN INC.

SCHEDULE 900 - COMPENSATION OF OFFICERS, DIRECTORS, ETC.

YEAR 1980

Line No.	Name and Title	Salary Per Annum as of Close of Year	Other Compensation	Salary Change During the Year		Effective Date	Options Granted (8)
				From	To		
26.	J. D. Mankivell V.P. Intermodal	\$79,500	\$ 53,765.17(1)(2)(3)	\$72,800	\$79,500	1-01-80	-
27.	T. Watanabe V.P. Intermodal Commerce	79,000	39,256.73(1)(2)	72,000	79,000	1-01-80	700
28.	O. W. Cobb V.P. Pricing	78,000	31,509.93(1)(2)	68,500	78,000	1-01-80	1,200
29.	R. J. Crosby V.P. & Western Counsel	77,500	51,235.49(1)(2)	71,000	77,500	1-01-80	1,200
30.	E. J. Currie Regional V.P.-Seattle	77,000	35,762.30(1)(2)	53,000 59,500	59,500 77,000	1-01-80 5-01-80	1,000
31.	R. C. Burton V.P. & Treasurer	76,500	89,798.88(1)(2)	68,500	76,500	1-01-80	1,600
32.	M. M. Donahue V.P. Coal	76,500	28,913.14(1)	70,000	76,500	1-01-80	1,500
33.	A. Skinner Chief Medical Officer	76,000	21,210.70(1)(2)	69,500	76,000	9-01-80	-
34.	R. G. Brohaugh A.V.P. Engineering	75,000	56,750.99(1)(2)	61,500 67,500	67,500 75,000	3-16-80 7-01-80	800

BURLINGTON NORTHERN INC.

SCHEDULE 900 - COMPENSATION OF OFFICERS, DIRECTORS, ETC.

YEAR 1980

Line No.	Name and Title	Salary Per Annum as of Close of Year	Other Compensation	Salary Change During the Year		Options Granted (8)
				From	To	
35.	W. H. Egan Regional V.P.-Chicago	\$ 75,000	\$ 53,869.18(1)(2)	\$55,500 63,000	\$63,000 75,000	800
36.	L. A. Sundby Sr. A.V.P.-V.P.&C.	74,800	22,604.47(1)	68,000	74,800	1,000
37.	R. E. Skov Regional Counsel	74,700	65,758.12(1)(2)	68,700	74,700	800
38.	R. E. Duffy V.P.Public Relations	74,000	37,707.97(1)(2)(3)	61,000 68,350	68,350 74,000	1,200
39.	C. H. Berg General Solicitor	72,000	80,201.80(1)(2)	66,000	72,000	1,000
40.	T. G. Schuster A.V.P. Suburban Services	71,500	91,464.43(1)(2)	65,500	71,500	1,000
41.	J. C. Smith Assoc. Gen'l Counsel	70,800	97,281.40(1)(2)	64,800	70,800	-
42.	K. C. Sanders A.V.P. Corp.Planning	69,500	67,913.04(1)(2)	63,500	69,500	900
43.	J. W. Wicks Regional A.V.P. Oper.	69,500	46,599.62(1)(2)	63,000	69,500	800

BURLINGTON NORTHERN INC.

SCHEDULE 900 - COMPENSATION OF OFFICERS, DIRECTORS, ETC.

YEAR 1980

Line No.	Name and Title	Salary Per Annum as of Close of Year	Other Compensation	Salary Change During the Year		Options Granted (8)
				From	To	
44.	C. E. Moehring A.V.P. Sales & Service	\$ 69,300	\$ 79,006.60(1)(2)	\$63,000	\$69,300	900
45.	W. L. Taylor Regional Counsel	69,000	48,809.69(1)(2)	63,000	69,000	1,000
46.	L. A. Harris Assoc. Gen'l Counsel	68,880	33,400.69(1)(2)	61,980	68,880	800
47.	R. E. Griffin A.V.P. Mgm't. Serv.	68,000	41,963.70(1)(2)	62,000	68,000	800
48.	H. K. Bradford Gen'l Solicitor	67,200	72,416.59(1)(2)	60,000	67,200	1,200
49.	W. J. Condotta Regional A.V.P.-Oper.	67,000	30,311.94(1)(2)	59,000	67,000	800
50.	D. V. Sartore Chief Engineer Designs	66,000	55,529.73(1)(2)	60,500	66,000	700
51.	C. E. Hunkins A.V.P. Oil & Gas	65,700	18,138.18(1)	58,500	65,700	750
52.	H.E. Pierce Asst. to Sr.V.P. Oper.	55,040	82,159.50(1)(2)	65,000	65,040	1,200

BURLINGTON NORTHERN INC.

SCHEDULE 900 - COMPENSATION OF OFFICERS, DIRECTORS, ETC.

YEAR 1980

Line No.	Name and Title	Salary Per Annum as of Close of Year	Other Compensation	Salary Change During the Year		Options Granted (8)
				From	To	
53.	W. C. Hagemar A.V.P. Sales & Service	\$ 65,000	\$ 54,739.77(1)(2)	\$58,400	\$65,000	500
54.	J. G. Edwards A.V.P. Safety & Rules	64,000	57,210.06(1)(2)	52,320 57,840	57,840 64,000	500
55.	G. W. Pederson A.V.P.-Disbursements	63,600	108,897.95(1)(2)	58,100	63,600	900
56.	R. M. Gleason A.V.P. Pricing	63,000	30,207.64(1)(2)	56,680	63,000	800
57.	D. R. Lamb A.V.P. Budg.&Econ.Analysis	63,000	115,571.84(1)(2)	58,100	63,000	700
58.	W. L. Malone A.V.P. Regional Sales Mgr.	63,000	34,076.18(1)(2)	58,000	63,000	800
59.	G. A. Morrison Assoc. Gen'l Counsel	63,000	62,214.24(1)(2)	56,100	63,000	800
60.	C. M. Illig A.V.P. Labor Relations	62,750	24,027.00(1)(2)	57,800	62,750	800
61.	C. J. Bryan A.V.P. Operations Staff	62,500	78,202.27(1)(2)	51,000	62,500	800

BURLINGTON NORTHERN INC.

SCHEDULE 900 - COMPENSATION OF OFFICERS, DIRECTORS, ETC.

YEAR 1980

Line No.	Name and Title	Salary Per Annum as of Close of Year	Other Compensation	Salary Change During the Year		Options Granted (8)
				From	To	
62.	J. C. Weiland A.V.P. Industrial Devel.	\$ 62,300	\$ 50,361.11(1)(2)	\$56,650	\$62,300	-
63.	D. V. Hon Chf.Mech.Offr.Engr.& Svcs.	62,000	61,692.22(1)(2)	57,000	62,000	500
64.	K. W. Kroschel Regional Counsel-Billings	61,920	24,043.25(1)(2)	56,520	61,920	900
65.	R. J. Schrieber Regional Counsel-Chicago	61,920	16,189.71(1)(2)	56,520	61,920	600
66.	M. O. Woxland Director Construction Proj.	61,800	6,631.58(1)(2)	54,420	61,800	-
67.	S. G. Merryman V.P.Timber & Land	61,000	34,884.35(1)(2)	56,000	61,000	1,000
68.	T. C. Rowley A.V.P.-R.S.M.-Seattle	61,000	59,920.85(1)(2)	55,250	61,000	800
69.	L. L. VanZinderen A.V.P.Cost & Statistics	60,500	39,735.06(1)(2)	55,000	60,500	800
70.	D. W. Johnson Assoc. Regional Counsel	60,180	16,238.04(1)(2)	55,200	60,180	600

BURLINGTON NORTHERN INC.

SCHEDULE 900 - COMPENSATION OF OFFICERS, DIRECTORS, ETC.

YEAR 1980

Line No.	Name and Title	Salary Per Annum as of Close of Year	Other Compensation	Salary Change During the Year		Options Granted (8)
				From	To	
71.	S. G. Anderson Asst. Eastern Counsel	\$ 60,000	\$ 18,620.93(1)(2)	\$55,020	\$60,000	500
72.	R. J. Seeley Div. Supt. - Portland	60,000	31,765.74(1)(2)	53,580	60,000	500
73.	T. C. Whitacre A.V.P. Transportation	60,000	25,757.67(1)(2)	47,700	60,000	350
74.	T. R. Hackney A.V.P. Operations-Chicago	59,000	42,202.74(1)(2)	48,960 54,360	54,360 59,000	200
75.	T. G. Kotnour Chf. Mech. Officer-Cars	59,000	45,456.82(1)(2)	53,000	59,000	800
76.	R. W. Spanning Chf. Mech. Officer-Loco	59,000	51,679.63(1)(2)	54,000	59,000	700
77.	R. J. Murphy Gen'l Claims Attorney	58,560	50,377.24(1)(2)	52,560	58,560	800
78.	N. M. Doerr A.V.P. Purch. & Matl.	57,000	22,031.10(1)(2)	50,000	57,000	600
79.	L. S. Kiser A.V.P. Grain & Grain Prod.	56,570	42,318.03(1)(2)	51,900	56,570	550

BURLINGTON NORTHERN INC.

SCHEDULE 900 - COMPENSATION OF OFFICERS, DIRECTORS, ETC.

YEAR 1980

Line No.	Name and Title	Salary Per Annum as of Close of Year	Other Compensation	Salary Change During the Year		Options Granted (8)	
				From	To		
80.	S. W. Holliday A.V.P.-Labor Relations	\$ 56,000	\$ 35,495.30(1)(2)	\$50,160	\$56,000	1-01-80	800
81.	R. W. Morrison A.V.P.-R.S.M.-Denver	55,900	39,114.70(1)(2)	51,900	55,900	11-01-80	600
82.	R. E. Anderson Chf.Engr.-Signals & Com.	55,000	33,375.95(1)(2)	49,800	55,000	10-16-80	700
83.	M. H. Karl A.V.P.-R.S.M.-Portland	55,000	46,337.74(1)(2)	51,000	55,000	11-01-80	600
84.	R. V. Jabens Asst. Gen'l Supt.Transp.	54,900	29,907.39(1)(2)	49,500	54,900	6-01-80	450
85.	D. H. Burns Div. Supt.	54,300	47,752.05(1)(2)	49,500	54,300	3-01-80	350
86.	J. R. Grimes A.V.P.-Energy Dev. & Plng.	54,000	30,066.80(1)(2)	51,870	54,000	5-01-80	-
87.	W. E. Taylor A.V.P.-R.S.M.-Mpls.	53,500	40,914.85(1)(2)	46,500	53,500	1-01-80	800
88.	D. T. Nicoll A.V.P.-Revenue	53,400	64,868.07(1)(2)	48,000	53,400	5-01-80	900

BURLINGTON NORTHERN INC.

SCHEDULE 900 - COMPENSATION OF OFFICERS, DIRECTORS, ETC.

YEAR 1980

Line No.	Name and Title	Salary Per Annum as of Close of Year	Other Compensation	Salary Change During the Year		Options Granted (8)
				From	To	
89.	A. J. Hoehn A.V.P. Intermdl & Int.Trd.	\$ 53,200	\$ 40,033.05(1)(2)	\$48,400	\$53,200	750.
90.	D. R. Hamm A.V.P. Property Mgmt.	53,040	28,138.28(1)(2)	47,580	53,040	450
91.	D. Peinovich Director Engr.-Seattle	52,920	34,770.50(1)(2)	47,820	52,920	-
92.	F. D. Larson Asst. to V.P.-Oprns.	52,500	24,345.81(1)(2)	47,400	52,500	500
93.	J. R. Severson Dir. Property Taxes	52,000	55,803.93(1)(2)	47,200	52,000	500
94.	L. K. Hall Asst. to V.P. Labor Rel.	50,820	26,681.13(1)(2)	46,200	50,820	-

BURLINGTON NORTHERN INC.

SCHEDULE 900 - COMPENSATION OF OFFICERS, DIRECTORS, ETC.

YEAR 1980

Line No.	Name and Title	Salary Per Annum as of Close of Year	Other Compensation	Salary Change During the Year		Options Granted (8)
				From	To	

NOTES TO COMPENSATION SCHEDULE 900

- (1) Includes Director and other fees, incentive compensation bonus expensed, interest on deferred compensation bonus expensed and insurance premium coverage in excess of \$50,000 coverage.
- (2) Includes personal service income from stock options and stock appreciation rights (SAR's) exercised.
- (3) Includes club dues.
- (4) Employment commenced 6-1-80.
- (5) Includes third and fourth quarter dividends on restricted stock awarded pursuant to employment contract.
- (6) Includes reimbursement for special services pursuant to employment contract.
- (7) Employment commenced 12-1-80.
- (8) Number of options granted on March 16, 1980, at a \$33.3125 option price under the 1977 Burlington Northern Inc. Stock Option Plan (1977 Plan) with an expiration date of March 15, 1990. No option may be exercised until the optionee has completed at least one year of continuous employment after the grant of the option except in the event of the optionee's death prior to the completion of such period of employment. The purchase price of shares to be purchased upon exercise of an option must be paid in full upon such exercise.

BURLINGTON NORTHERN INC.

SCHEDULE 900 - COMPENSATION OF OFFICERS, DIRECTORS, ETC.

YEAR 1980

Line No.	Name and Title	Salary Per Annum as of Close of Year	Other Compensation	Salary Change During the Year		Options Granted (8)
				From	To	

(8) Continued

The 1977 Plan also empowers the Compensation Committee to grant SAR's to option holders who are Directors and Officers of Burlington Northern Inc., or who occupy the position of President, President Resources Division, President Transportation Division, Executive Vice President, Senior Vice President, Vice President, Treasurer and Secretary and to salaried employees who perform functions corresponding to those of the foregoing officers, in connection with all or any part of any option granted under the 1977 Plan.

An SAR entitles an option holder, in lieu of exercise of his option after a six-month period of employment following grant of the SAR, to receive at such time as the related option is exercisable a payment equal to the difference between the option price and the fair market value of Burlington Northern Inc. Common Stock subject to such option at the date of exercise of the SAR. Such payment would be made one-half in cash and one-half in shares of Burlington Northern Inc. Common Stock issued at its then market value. To the extent the SAR is exercised the related option is canceled, and the SAR is canceled to the extent the related option is exercised.

(9)

During 1980 Mr. Bressler, President and Chief Executive Officer of Burlington Northern Inc. pursuant to his employment contract, (i) became entitled to receive an annual salary of not less than \$400,000, (ii) received a loan from the Respondent in the principal amount of \$450,000, the entire amount of which is presently outstanding, evidenced by a promissory note that is unsecured, noninterest bearing and payable upon demand, (iii) is entitled to receive as deferred compensation \$100,000 for each year of his employment, up to a maximum of \$400,000, to be paid in five equal annual installments beginning at the later of age 60 or normal retirement, or termination of employment prior thereto, and (iv) purchased 25,000 shares of Burlington Northern Inc. Common Stock for \$2,500. The market value of such stock on the date of purchase was \$1,017,187. However, the shares may not be transferred or encumbered before June 1, 1984, and the ownership of such shares will revert to Burlington Northern Inc. upon the happening of certain events, including termination of Mr. Bressler's employment for any reason other than death or permanent disability prior to such date. The transfer restrictions may be terminated at any time by the Board of Directors.

BURLINGTON NORTHERN INC.

SCHEDULE 900 - COMPENSATION OF OFFICERS, DIRECTORS, ETC.

YEAR 1980

PENSIONERS

Line No.	Name and Title	Salary Per Annum as of Close of Year	Other Compensation	Salary Change During the Year		Options Granted (8)
				From	To	
1.	B. G. Anderson A.V.P. Engineering - Retired 7-1-80	\$89,000	\$17,478.00(2) 47,682.77(1)			
2.	E. R. Craven Regional V.P. - Retired 8-1-80	83,500	13,153.85(2) 254,088.68(1)			
3.	J. O. Davies Regional V.P. - Retired 5-1-80	81,500	20,204.48(2) 93,126.19(1)			
4.	R. W. Downing Vice Chm. & Chief Operating Officer - Retired 6-30-76	-	89,777.40(2)			

(1) Includes Director fees, incentive compensation bonus expensed during 1980, insurance premium for coverage in excess of \$50,000 and personal service income from exercising stock options and/or stock appreciation rights.

(2) Pension paid in 1980.

900. COMPENSATION OF OFFICERS, DIRECTORS, ETC.

1. In columns (a) and (b) enter the name and position of each of the persons named in Schedule 110 of this report to whom the respondent paid the largest amount during the year as compensation for current or past service over and above necessary expenses incurred in discharge of duties. In addition, list all other officers, directors, pensioners or employees, if any, to whom the respondent paid \$75,000 or more in total compensation during the year.

2. The salary per annum to be entered in column (c) is the annual rate at which an employee is paid rather than the amount actually paid for a part of a year. If the salary of an individual was increased or decreased during the year, show salary before each change as well as at close of year.

3. If an officer, director, etc., receives compensation from one or more of the affiliated companies listed in Schedule 112 reference to this fact should be made if the aggregate compensation from all companies amounts to \$75,000 or more.

4. Report in column (d) the total amount of compensation other than annual salary paid to each listed employee during the year. This includes forms of nonmonetary compensation given which directly benefits each employee. Examples:

Fair value of property given, such as exclusive use of an automobile;

Amounts paid for membership of the employee in nonbusiness associations, private clubs, etc.;

Commissions, bonuses, shares in profits;

Contingent compensation plans;

Monies paid or accrued for any pension, retirement, savings, retirement annuities, deferred compensation, or similar plan; Premiums on life insurance where the respondent is not the beneficiary. Do not report premiums on group life insurance for benefits less than \$50,000

Give the details of any plan not previously reported, the basis of determining the ultimate benefits payable, and the payments or provisions made during the year.

5. Also include in column (d) all remuneration paid, directly or indirectly, in the form of securities, options, warrants, rights or other property. Furnish particulars concerning any options, warrants, or rights issued or granted during the year including prices, expiration dates and other information relating to exercise of the options, warrants, or rights. Specify the amount of such securities or assets so entitled to be purchased by each officer, director, etc. (Dollars in thousands)

Line No.	Name of person (a)	Position or Title (b)	Salary per annum as of close of year (see instructions) (c)	Other compensation during the year (d)
1			\$	\$
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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

L. A. Sundby makes oath and says that he is Vice President and Controller
(Insert here name of the affiant) (Insert here the official title of the affiant)

Of Burlington Northern Inc.
(Insert here the exact legal title or name of the respondent)

that it is his duty to have supervision over the books of 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

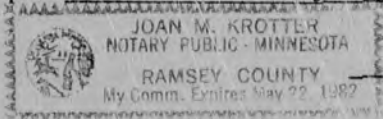
January 1, 19 80, to and including December 31, 19 80

L. A. Sundby
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 18th day of March, 19 81

My commission expires May 22, 1982

Use an
L.S.
impression seal



Joan M. Krotter
(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

R. C. Grayson makes oath and says that he is Vice Chairman & President, Transportation Division
(Insert here name of the affiant) (Insert here the official title of the affiant)

Of Burlington Northern Inc.
(Insert here the exact legal title or name of the respondent)

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

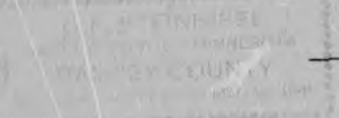
January 1, 19 80, to and including December 31, 19 80

R. C. Grayson
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 18th day of March, 19 81

My commission expires March 16, 1986

Use an
L.S.
impression seal



G. F. Stuenkel
(Signature of officer authorized to administer oaths)

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Year 19 80

SUPPLEMENTAL SCHEDULES
FOR THE
ANNUAL REPORT
OF

BURLINGTON NORTHERN INC.

TO THE
INTERSTATE COMMERCE COMMISSION
FOR THE
YEAR ENDED DECEMBER 31, 1980

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

(Name) L. A. Sundby (Title) Vice President and Controller

(Telephone number) 612 293-2206
(Area code) (Telephone number)

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

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200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS

Line No.	Account No.	Title (a)	Balance at Close of Year (b)	Balance at Beginning of Year (c)
		<u>Current Asset</u>	\$	\$
1	701	Cash	(21 565)	27 880
2	702	Temporary Cash Investments (Sch. 300)	209 533	6 876
3	703	Special Deposits (Sch. 300)	11 787	608
		Accounts Receivable		
4	705	- Interline and Other Balances	9 043	3 223
5	706	- Customers	133 793	95 903
6	707, 704	- Other	43 649	32 876
7	709, 708	- Accrued Accounts Receivables	279 628	210 899
8	708.5	- Receivables from Affiliated Companies	21 559	13 750
9	709.5	- Less: Allowance for Uncollectible Accounts	1 502	500
10	710, 711, 714	Prepayments (and working funds) (Sch. 300)	17 519	9 180
11	712	Materials and Supplies	359 205	268 047
12	713	Other Current Assets (Sch. 300)	1 065	2 308
13		Total Current Assets	1 063 714	671 050
		<u>Other Assets</u>		
14	715, 716, 717, 722, 723, 724	Special Funds and Other Investments and advances (Sch. 315)	22 681	35 944
15	721, 721.5	Investments and Advances; Affiliated Companies (Sch. 310)	411 990	343 099
16	737, 738	Property used in other than Carrier Operations (less depreciation \$ 45,092). (Sch. 325)	118 642	103 773
17	739, 741	Other Assets (Sch. 329)	13 069	8 544
18	743, 744	Other Deferred Debits (Sch. 329)	35 292	16 731
19		Total Other Assets	601 674	508 091
		<u>Road and Equipment</u>		
20	731, 732	Road (Sch. 330 & 330A)	2 683 659	2 363 455
21		Equipment	1 918 133	1 688 312
22		Unallocated Items	81 161	75 006
23	733, 734, 735, 736	Accumulated Depreciation and amortization (Schs. 335, 351, 342, 339)	1 261 577	1 218 766
24		Net road and Equipment	3 421 376	2 908 007
25		Total Assets	5 086 764	4 087 148

NOTES AND REMARKS

See note on page S-4.

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

Line No.	Account No.	Title (a)	Balance at Close of Year (b)	Balance at Beginning of Year (c)
		<u>Current Liabilities</u>	\$	\$
26	751	Loans and Notes Payable (Sch. 370)	46 294	32 588
27	752	Accounts Payable; Interline and Other Balances	2 706	2 628
28	753, 754	Other Accounts Payable	107 764	81 181
29	755, 756	Interest and Dividends Payable	42 001	24 779
30	757	Payables to Affiliated Companies	4 415	32 882
31	759	Accrued accounts Payable (Sch. 370)	343 034	220 575
32	760, 761, 761.5, 762	Taxes Accrued (Sch. 370)	107 732	73 552
33	763	Other Current Liabilities (Sch. 370)	55 032	46 636
34	764	Equipment obligations and other long-term debt due within one year	76 296	61 211
35		Total Current Liabilities	785 274	576 032
		<u>Non Current Liabilities</u>		
36	765, 767	Funded debt unmatured	710 692	561 738
37	766	Equipment obligations	587 727	381 137
38	766.5	Capitalized Lease Obligations	65 447	71 909
39	768	Debt in default		
40	769	Accounts payable; Affiliated Companies	23 760	23 442
41	770.1, 770.2	Unamortized debt premium	(30 563)	-
42	781	Interest in default		
43	783	Deferred revenues-Transfers from Government Authorities		
44	786	Accumulated deferred income tax credits	242 761	191 259
45	771, 772, 774, 775, 782, 784	Other long-term liabilities and deferred credits (Sch. 379)	154 902	125 886
46		Total Noncurrent Liabilities	1 754 726	1 355 371
		<u>Shareholders' Equity</u>		
47	791, 792	Capital Stock: (Sch. 230)		
48		Common Stock	840 299	552 391
49		Preferred Stock	107 736	184 798
50	793	Discount on Capital Stock		
51	794, 795	Additional Capital (230)		
		Retained Earnings:		
52	797	Appropriated (221)	1 125	49 150
53	798	Unappropriated (220)	1 597 627	1 369 429
54	798.1	Net Unrealized loss on noncurrent marketable equity securities		
55	798.5	Less Treasury Stock	23	23
56		Net Stockholders Equity	2 546 764	2 155 745
57		Total Liabilities and Shareholders Equity	5 086 764	4 087 148

NOTES AND REMARKS

Notes to Schedule 200

On November 21, 1980, Burlington Northern and St. Louis-San Francisco Railway Company (Frisco) merged under a merger agreement dated November 15, 1977. The acquisition has been accounted for as a purchase, and the results of operations of the Frisco are included in the financial statements from December 1, 1980, the effective date of the merger for accounting purposes. The purchase price has been allocated to the acquired net assets based on their relative fair values.

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.

3. List dividends from investments accounted for under the

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

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

5. Report dollars in thousands.

Line No.	Item (a)	Amount for Current Year (b)	Amount for Preceding Year (c)	Freight-Related Revenues & Expenses (d)	Passenger-Related Revenues & Expenses (e)
	ORDINARY ITEMS				
	OPERATING INCOME				
	Railway Operating Income				
1	(101) Freight **	\$2 864 820	\$2 350 837	\$2 864 820	\$ 15 252
2	(102) Passenger **	15 252	13 193		15 252
3	(103) Passenger-Related				
4	(104) Switching	22 901	19 308	22 901	
5	(105) Water Transfers				
6	(106) Demurrage	27 313	20 750	27 313	
7	(110) Incidental	12 536	9 429	8 349	4 187
8	(121) Joint Facility-Credit	2 154	2 100	556	1 598
9	(122) Joint Facility-Debit	36	45	36	
10	(501) Railway operating revenues (Exclusive of transfers from Government Authorities)	2 944 940	2 415 572	2 923 903	21 037
11	(502) Railway operating revenues-Transfers from Government Authorities for current operations	15 454	10 147		15 454
12	(503) Railway operating revenues-Amortization of deferred transfers from Government Authorities				
13	Total railway operating revenues (lines 10-12)	2 960 394	2 425 719	2 923 903	36 491
14	(531) Railway operating expenses	2 721 744	2 316 199	2 691 406	30 338
15	*Net revenue from railway operations	238 650	109 520	232 497	6 153
	OTHER INCOME				
16	(506) Revenue from property used in other than carrier operations	150 658	117 883		
17	(510) Miscellaneous rent income	24 740	18 517		
18	(512) Separately operated properties-Profit	1 330	345		
19	(513) Dividend Income	253	139		
20	(514) Interest income	12 940	8 095		
21	(516) Income from sinking and other funds	2 561	1 559		
22	(517) Release of premiums of funded debt				
23	(518) Contributions from other companies				
24	(519) Miscellaneous income	27 797	17 627		
	Income from affiliated companies:				
25	Dividends	4 219	3 647		
26	Equity in undistributed earnings (losses)	30 137	24 648		
27	Total other income (lines 16-26)	254 635	192 460		
28	Total income (lines 15, 27)	493 285	301 980		
	MISCELLANEOUS DEDUCTIONS FROM INCOME				
29	(534) Expenses of property used in other than carrier operations	58 141	45 648		
30	(535) Taxes on property used in other than carrier operations	19 476	6 025		
31	(543) Miscellaneous rent expense	122	3 510		
32	(544) Miscellaneous taxes				
33	(545) Separately operated properties-Loss				
34	(549) Maintenance of investment organization				
35	(550) Income transferred to other companies				
36	(551) Miscellaneous income charges	26 092	13 753		
37	(553) Uncollectible accounts	14	147		
38	Total miscellaneous deductions (lines 29-37)	103 845	69 083		
39	Income available for fixed charges (lines 28, 38)	389 440	232 897		

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:		91 443	70 903
40 (a) Fixed interest not in default			
41 (b) Interest in default		10 002	5 969
42 (547) Interest on unfunded debt		1 043	591
43 (548) Amortization of discount on funded debt		102 488	77 463
44 Total fixed charges (lines 40-43)		286 952	155 434
45 Income after fixed charges (lines 39, 44)			
	OTHER DEDUCTIONS		
(546) Interest on funded debt:			
46 (c) Contingent interest			
	UNUSUAL OR INFREQUENT ITEMS		
47 (555) Unusual or infrequent items (debit) credit		286 952	155 434
48 Income (loss) for continuing operations (before income taxes)			
	PROVISIONS FOR INCOME TAXES		
(556) Income taxes on ordinary income:			
49 Federal income taxes		9 960	(10 530)
50 State income taxes		10 038	2 823
51 Other income taxes			
52 (557) Provision for deferred income taxes		44 239	(12 080)
53 Income from continuing operations:		222 715	175 221
	DISCONTINUED OPERATIONS		
54 (560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			
55 (562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			
55A Income before extraordinary items		222 715	175 221
	EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES		
56 (570) Extraordinary items (Net)			
57 (590) Income taxes on extraordinary items			
58 (591) Provision for deferred taxes - Extraordinary items			
59 Total extraordinary items (lines 56-58)			
60 (592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			
61 Net income		222 715	175 221
	*Reconciliation of net railway operating income (NROI)		
62 Net revenues from railway operations		238 650	
63 (556) Income taxes on ordinary income		(19 198)	
64 (557) Provision for deferred income taxes		(44 239)	
65 Income from lease of road and equipment		(14)	
66 Rent for leased roads and equipment		81	
67 Net railway operating income		175 280	

Notes to Schedule 210

See footnote to Schedule 335 for explanation of effect on net income because of new depreciation rates.

Results of operations for 1980 include the merged St. Louis-San Francisco Railway Company from December 1, 1980.

220. RETAINED EARNINGS—UNAPPROPRIATED

1. Show hereunder 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 indicated in parentheses.

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

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

5. Line 3 (line 7 if debit balance), column (c), should agree with line 26, column (b), Schedule 210. The total of columns (b) and (c), lines 3 and 7, should agree with line 61, column (b), Schedule 210.

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

Line No.	Item (a)	Retained earnings—Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)
1	Balances at beginning of year _____	\$1 217 817	\$ 151 612
2	(601.5) Prior period adjustments to beginning retained earnings _____		
	CREDITS		
3	(602) Credit balance transferred from earnings _____	192 579	30 137
4	(603) Appropriations released _____	49 150	-
5	(606) Other credits to retained earnings _____	39	25
6	Total _____	241 768	30 162
	DEBITS		
7	(612) Debit balance transferred from income _____	322	-
8	(616) Other debits to retained income _____	1 125	-
9	(620) Appropriations for sinking and other reserve funds _____	-	-
10	(621) Appropriations for other purposes _____	31 820	(7)
11	(623) Dividends: Common stock _____	10 472	-
12	Preferred stock ¹ _____	43 739	(7)
13	Total _____	198 029	30 169
14	Net increase (decrease) during year (Line 6 minus line 13) _____	1 415 846	181 781
15	Balances at close of year (Lines 1, 2 and 14) _____	181 781	x x x x x
16	Balance from line 15(c) _____		
17	Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year _____	1 597 627	x x x x x
	REMARKS		
	Amount of assigned Federal income tax consequences:	None	x x x x x
18	Account 606 _____	None	x x x x x
19	Account 616 _____		

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

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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 under such circumstances as required them to be considered as held alive, and not canceled or retired, they are considered to be nominally outstanding.
5. Report 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)	Outstanding (f)	Outstanding (g)	In Treasury (h)
1	Common	B. N. I.	17 500 000	47 37 235 226	1 000	37 234 226	\$ 840 299	\$ 23
2		B. N. I.	7 500 000					
3		B. N. I.	25 000 000					
4	Preferred	B. N. I.	2 485 043	3 081 698	736 407	2 345 291	23 453	-
5		B. N. I.	7 500 000					
6		B. N. I.	510 000	510 000	-	510 000	51 000	-
7		B. N. I.	1 340 176	1 331 338	-	1 331 338	33 283	-
8								
9								
10	TOTAL	XXXXX	61 835 219	42 158 262	737 407	41 420 855	948 035	23

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR

1. The purpose of this part is to disclose capital stock changes during 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	5 208 192	\$ 184 798	47 25 305 380	\$ 552 391			
12	Capital Stock Sold	3/ 1 331 335	33 283	11 928 846	287 908	1 000	\$ 23	\$ None
13	Capital Stock Reacquired							
14	Capital Stock Canceled	* 2 352 898	110 345					
15	Stock Dividends							
16	Balance at Close of Year	2/ 4 186 629	107 736	37 234 226	840 299	1 000	23	None

(See Notes on Pages S-10 and S-11)

* Reacquired and Cancelled.

Notes to Schedule 230, Page S-9

- 1/ 597,662 Common Shares issued for stock option incentive plan.
- 2/ Includes stock liability for conversion of predecessor co.'s stock as follows:

8,124	Shares Burlington Northern Inc. Common Stock	\$177
916	Shares Burlington Northern Inc. Preferred Stock	9
	Total Account 792	<u>\$186</u>

\$10 Par Value, 5½% Preferred Stock

Each year we are required to retire 4% or 123,458 shares of our \$10 Par Preferred shares and may retire another 4% if we wish to do so. We may do this by redeeming shares at \$10 or purchasing them in the current or prior years on the open market and canceling them. All remaining shares are subject to redemption at our option, at prices declining from 102% of par in 1981 to par in 1985 and thereafter.

No Par Value, Series A, Convertible Preferred Stock

The Preferred Stock, designated "No Par Value, Series A Convertible", had a stated value of \$30 per share, voting rights, and 7½% cumulative dividends. In September, 1980, this stock was converted into an aggregate of 574,750 shares of Common Stock.

\$9, No Par Value, Cumulative Preferred Stock

The \$9 No Par Value Preferred Stock has a liquidation right of \$100 per share, no voting rights unless dividends have not been declared for a total of six quarters, and is entitled to receive \$9 per share in annual cumulative dividends. We may redeem the stock at prices declining from \$107 per share in 1981 to \$100 per share in 1988. Beginning in 1985, we are required to purchase each year 20% of the shares originally issued until the series is fully redeemed.

3/ No Par Value, \$2.125 Preferred Stock - \$25 Redemption Value

In accordance with terms of the Frisco Merger Agreement, one-half share of \$2.125 Preferred Stock was issued for each share of Frisco Common Stock. Each share of \$2.125 Preferred Stock has a \$25 redemption value and will receive fully cumulative dividends of \$2.125 per share per year. A sinking fund commencing in 1986 is designed to retire all of the \$2.125 Preferred Stock by the end of the twentieth year at its redemption value of \$25 per share. This preferred stock is redeemable at our option, beginning in 1986, at a premium of \$1.40 per share, declining to no premium in 1996 and thereafter, and will have protection against refundability for a period of ten years at a cost less than the dividend rate. There are 8,838 shares reserved for exercisable Frisco stock options outstanding as of December 31, 1980.

Notes to Schedule 230, Page S-9No Par Value, \$2.85 Convertible Preferred Stock

The owner of each share of \$2.85 Convertible Preferred Stock had a liquidation right of \$50 per share, no voting rights unless dividends have not been declared for a total of six quarters, and paid an annual cumulative dividend of \$2.85 per share. Substantially all of the \$2.85 Preferred Stock was converted into 3,544,198 shares of Common Stock, pursuant to a call which expired in October 1980. The conversion rate was 1.7778 shares of Common Stock for each share of \$2.85 Preferred Stock.

No Par Value Preferred Stock - Unissued

At December 31, 1980, we have available for issuance, 3,299,824 shares of No Par Value Preferred Stock. The Board of Directors has the authority to provide for the issuance of such Preferred Stock from time to time in series and to fix before issuance the number of shares, preferences, rights and other restrictions and qualifications of each series, subject to a maximum liquidating value of \$300,000,000 of all No Par Value Preferred shares outstanding, of which \$105 million remains available.

\$10,000 Par Value Redeemable Preference Shares

We have available for issuance 10,000 shares of \$10,000 Par Value Stock. These shares may be sold only to the United States Government. At December 31, 1980, no such shares had been issued.

- 4/ On May 8, 1980, the shareholders approved a two-for-one common stock split which was effective May 27, 1980, and increased the authorized shares to 50,000,000.

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 invest-

ment in property provided by the issue of securities. Sources and uses of funds should be individually disclosed. For example, outlays for fixed assets should not be reported net of retirements.

Report dollars in thousands.

Line No.	Description (a)	Current year (b)	Prior year (c)
SOURCES OF WORKING CAPITAL			
Working capital provided by operations:			
1	Net income (loss) before extraordinary items	222 715	175 221
2	Add expenses not requiring outlay of working capital; (subtract) credits not generating working capital:		
3	Retirement of nondepreciable property	410	2 123
4	Loss (gain) on sale or disposal of tangible property	(13 015)	(11 887)
5	Depreciation and amortization expenses	96 226	103 476
6	Net increase (decrease) in deferred income taxes	51 502	(1 015)
7	Net decrease (increase) in parent's share of subsidiary's undistributed income for the year	(30 137)	(24 648)
	Net increase (decrease) in noncurrent portion of estimated liabilities	50 268	(23 337)
	Other (specify):		
8			
9			
10			
11			
12			
13	Total working capital from operations before extraordinary items	377 969	219 933

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BURLINGTON NORTHERN, INC.

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240. STATEMENT OF CHANGES IN FINANCIAL POSITION - Continued

Line No.	Description (a)	Current year (b)	Prior year (c)
		\$	\$
	SOURCES OF WORKING CAPITAL - Continued		
14	Add funds generated by reason of discontinued operations, extraordinary items, prior period adjustments, and changes in accounting principles		
15	Total working capital from operations	377 969	219 933
	Working capital from sources other than operating:		
16	Proceeds from issuance of long-term liabilities	310 075	114 850
17	Proceeds from sale/disposition of carrier operating property	22 882	24 507
18	Proceeds from sale/disposition of other tangible property	15 953	12 593
19	Proceeds from sale/repayment of investments advances	16 653	23 764
20	Net decrease in sinking and other special funds	13 666	
21	Proceeds from issue of capital stock	321 191	57 202
	Other (specify):		
22			8 235
23			
24			
25			
26			
27	Total working capital from sources other than operating	700 420	239 151
28	Total sources of working capital	1 078 389	459 084

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	\$ 141 786	\$ 72 471
30	Cash dividends declared	42 292	34 731
31	Purchase price of carrier operating property	628 204	294 229
32	Purchase price of other tangible property	20 608	13 494
33	Purchase price of long-term investments and advances	55 816	16 178
34	Net increase in sinking or other special funds		6 899
35	Purchase price of acquiring treasury stock		1 396
	Other (specify):		
36	Miscellaneous items	6 261	
37			
38			
39			
40			
41			
42			
43			
44			
45	Total application of working capital	894 967	439 398
46	Net increase (decrease) in working capital	183 422	19 686

241. CHANGES IN WORKING CAPITAL

Compute the net changes in each element of working capital.
(Thousand dollar Reporting Rule)

Line No.	Item (a)	Current year (b)	Prior year (c)	Increase (Decrease) (d)
1	Cash and temporary investments	\$ 187 968	\$ 34 756	\$ 153 212
2	Net receivables	486 170	356 151	130 019
3	Prepayments	17 519	9 180	8 339
4	Materials and supplies	359 205	268 047	91 158
5	Other current assets not included above	12 852	2 916	9 936
6	Notes payable and matured obligations	46 294	32 588	(13 706)
7	Accounts payable	607 652	435 597	(172 055)
8	Current equipment obligations and other debt	76 296	61 211	(15 085)
9	Other current liabilities not included above	55 032	46 636	(8 396)
10	Net increase (decrease) in working capital	278 440	95 018	183 422

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 advances in 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 21, 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 should be given 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				Colorado and Southern Railway Co., The	C 98.93
8				" " " " " - 1st Pref.	C 75.55
9				" " " " " - 2nd Pref.	C 86.39
10				Davenport, Rock Island & N. W. Ry. Co.	B 50.00
11				Delta Alaska Terminal Ltd.	66.67
12				Denver Union Terminal Railway Co.	A 16.67
13				Frisco Transportation Co.	H 100.00
14				Illinois Terminal Ry. Co.	9.09
15				Iowa Transfer Railway Co.	A 25.00
16				Kansas City Terminal Railway Co.	D 16.66
17				Keokuk Union Depot Co.	B 40.00
18				Lake Superior Terminal & Transfer Ry. Co., The	F 66.67
19				Longview Switching Co.	33.33
20				Minnesota Transfer Railway Co., The	E 33.33
21				Northern Rockies Pipeline Company	100.00
22				Oregon Electric Railway Co. - Common	100.00
23				" " " " - Deferred	100.00
24				" " " " - Preferred	100.00
25				Oregon Trunk Railway - Common	100.00
26				Paducah & Illinois Railroad Co.	A 33.33
27				Portal Pipe Line Co.	50.00
28				Portland Terminal Railroad Co.	40.00
29				Pullman Company, The	1.16
30				Quanah Acme & Pacific Ry. Co.	H 100.00
31				St. Paul Union Depot Co., The	I 40.20
32				Terminal Railroad Assn. of St. Louis	G 12.50
33				Trailer Train Co.	9.76
34				Walla Walla Valley Railway Co.	100.00
35				Western Fruit Express Co.	97.14
36				Wichita Union Terminal Ry. Co.	H 33.33
37				Winona Bridge Ry. Co.	B 66.67
38				Total Class A-1	
39					
40				(Continued)	

(See notes on pages S-21 and S-22)

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 is 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 affiliated 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. Report dollars in thousands.

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
17 042	182		17 224			76	7
4 847			4 847			257	8
5 810			5 810			294	9
1 748			1 748				10
6		6	-				11
5			5				12
	847		847				13
	969		969				14
16			16				15
100			100				16
8			8				17
340			340				18
1			1				19
274			274			185	20
1			1				21
19 374			19 374		6 920		22
430			430				23
127			127				24
18 695			18 695		1 998		25
3			3				26
875			875			807	27
1 880			1 880				28
26	22	26	22				29
	4 044		4 044				30
47		24	23				31
							32
293	4 518		4 811				33
145			145				34
6 800			6 800				35
	24		24				36
							37
87 611	10 606	56	98 161		8 918	1 619	38
							39
							40

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	A-3	VI	ENL Development Corp.	100.00
2			IV	Burlington Equipment Company	100.00
3			VII	Burlington Northern Air Freight Inc.	100.00
4			VI	Clarkland Inc.	100.00
5			VI	Clarkland Royalty Inc.	100.00
6			X	Glacier Park Company	100.00
7			VII	Lemhi Telephone Company	100.00
8			II	New Mexico and Arizona Land Co.	50.02
9			I	Plum Creek Lumber Co.	100.00
10			VI	906 Olive Corporation	100.00
11				Total Class A-3	
12				Total Class A	
13					
14	721	B-1	VII	Chicago Union Station Company	
15				Total Class B	
16					
17	721	D-1	VI	ENL Development Corporation	
18				Clarkland Royalty Inc.	H
19				Trailer Train Company	
20				Walla Walla Valley Railway 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			VII	Camas Prairie Railroad Company	
27			VII	Chicago Union Station Company	J
28			VII	Colorado and Southern Railway Company, The	
29			VII	Davenport, Rock Island & North Western Ry. Co.	J
30			VII	Denver Union Terminal Railway Company	J
31			VII	Fort Worth and Denver Railway Company	
32			VII	Frisco Transportation Company	
33			VII	Kansas City Terminal Railway Company	J
34			VII	Keokuk Union Depot Company	J
35			VII	Lake Superior Terminal Transfer Ry. Co., The	
36			VII	Longview Switching Company	
37			VII	Minnesota Transfer Railway Co., The	J
38			VII	Northern Rockies Pipeline Company	
39			VII	Oregon Electric Railway Company	
40			VII	Oregon Trunk Railway	
41			VII	Paducah & Illinois Railroad Co.	J
42			VII	Terminal Railroad Assn. of St. Louis	
43			VII	Walla Walla Valley Railway Company	
44			VII	Wichita Union Terminal Ry. Co.	
45			VIII	Wichita Terminal Association	
46				Total Class E-1	
47					
48					
49					
50				(Continued)	

(See notes on pages S-21 and S-22)

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)				
\$ 15 000	\$ 2 500	\$	\$ 17 500	\$	\$	\$	1
5			5				2
1 000			1 000			2 600	3
	5 739		5 739				4
	73		73				5
12 288			12 288				6
86			86				7
	4 999		4 999				8
8 055			8 055				9
	1 176		1 176				10
36 434	14 487		50 921			2 600	11
124 045	25 093	56	149 082		8 918	4 219	12
							13
1	1 342	629	714			26	14
1	1 342	629	714			26	15
							16
1 092		298	794				17
	184		184				18
1 238	363		1 601			90	19
25		25					20
2 355	547	323	2 579			90	21
							22
1 373	87		1 460			86	23
823		353	470				24
1 868	1 719	581	3 006				25
512	12	5	519			24	26
12 976	978		13 954		13 906		27
11 584	4 373	4 500	11 457			360	28
1 418	388	15	1 791				29
647	97		744				30
3 650	2 334	3 350	2 634			346	31
	271		271				32
2 739	4 414	862	6 291		1 058		33
9			9				34
94		20	74			4	35
59			59				36
363			363			11	37
1 299		457	842			184	38
6 785	1 000		7 785			256	39
7 791	3 000		10 791			944	40
1 327		26	1 301			59	41
763	85	155	693				42
1 560	275		1 835			124	43
	475		475				44
	2		2				45
57 640	19 510	10 324	66 826		14 964	2 398	46
							47
							48
							49
							50

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	IV	Burlington Equipment Company	
2			VI	Clarkland Inc.	
3			VI	Clarkland Royalty Inc.	
4			X	Glacier Park Company	
5			VI	906 Olive Corporation	
6			II	Northern Resources Inc.	
7				Total Class E-3	
8				Total Class E	
9				Grand Total Account 721	
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20					
21					
22					
23					
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41					
42					
43					
44					
45					

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)				
\$ 5 794	\$ 2 804	\$ 2 993	\$ 5 605	\$	\$	\$	1
	151	14	137				2
	4	4					3
30 189	128	2 305	28 012				4
	100		100				5
	1 041	5	1 036				6
35 983	4 223	5 321	34 890				7
93 623	23 738	15 645	101 716		14 964	2 398	8
220 024	50 720	16 653	254 091*		23 882	6 733	9
							10
							11
							12
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* Excludes \$161,781 equity in earnings of subsidiary companies.

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 BN Inc. 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 BN Inc. Consolidated Mortgage.
- Footnote C - Shares of The Colorado and Southern Railway Company are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BN Inc. Consolidated Mortgage as follows:
- 284,386 shares of Common Stock out of 306,695 shares owned
 - 12,756 shares of 1st Pref. Stock out of 64,217 shares owned
 - 61,421 shares of 2nd Pref. Stock out of 73,435 shares owned
- Footnote D - BN Inc. 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 BN Inc. 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 - BN Inc. owns a total of 2,739 shares. 913 shares are pledged under NP Prior Lien Mortgage, NP General Lien Mortgage, and BN Inc. Consolidated Mortgage. 913 shares are pledged under GN General Gold Bond Mortgage, and BN Inc. Consolidated Mortgage. 913 shares are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BN Inc. Consolidated Mortgage.
- Footnote F - BN Inc. owns a total of 3,356 shares. 1,678 shares are pledged under GN General Gold Bond Mortgage and BN Inc. Consolidated Mortgage. 1,678 shares are pledged under BN Inc. Consolidated Mortgage.
- Footnote G - BN owns 4,116 shares. 2,058 shares pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BN Inc. 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 BN Inc. Consolidated Mortgage. 598.5 shares are pledged under BN Inc. Consolidated Mortgage. 1,036 shares are pledged under GN General Gold Bond Mortgage and BN Inc. Consolidated Mortgage. 1,036 shares are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and BN Inc. Consolidated Mortgage.

NOTES AND REMARKS

Footnotes to Schedule 310 (Continued)

Footnote J - Investment Advances are pledged under CB&Q First and Refunding Mortgage, GN General Gold Bond Mortgage, and EN Inc. Consolidated Mortgage as follows:

The Belt Railway Company of Chicago	\$ 435
Chicago Union Station Company	6,796
Davenport, Rock Island & North Western Ry. Co.	1,223
Denver Union Terminal Railway Company	647
Kansas City Terminal Railway Company	1,257
Keokuk Union Depot Company	4
The Minnesota Transfer Railway Company	353
Paducah & Illinois Railroad Company	1,301

315. SPECIAL FUNDS AND OTHER INVESTMENTS

1. Complete this schedule if the amount in account 722, "Other Investments" is greater than 1% of total assets.

2. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of other than affiliated companies, included in accounts Nos. 715, "Sinking funds", and 717, "Other funds." Investments included in

accounts Nos. 715, 716, and 717 held by trustees in lieu of cash deposits required under the governing instrument are not to be reported.

3. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 21, classifying the investments by means of letters, figures, and symbols in columns

Line No.	Account No.	Class No.	Kind of industry	Name of issuing company or government and description of security held; also lien reference, if any	Balance at close of year	Book value of investment made during the year
	(a)	(b)	(c)	(d)	(e)	(f)
1					\$	\$
2						
3						
4				Account 722 is less than 1% of total assets.		
5						
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315. SPECIAL FUNDS AND OTHER INVESTMENTS- Continued

(a), (b), and (c). Investment in U.S. Treasury obligations may be reported as one item. Items where original cost is less than \$500,000 may be combined as one item.

4. 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.

5. Give totals for each subclass and a grand total for each account.

6. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation matured serially, the date in column (d) may be reported as "Serially 19__ to 19__." In making entries in this column, abbreviations in common use in standard financial publications may be used where necessary on account of limited space.

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

8. Report dollars in thousands.

INVESTMENTS DISPOSED OF OR WRITTEN DOWN DURING YEAR		Adjustment at end of year (Account 723)	Allowance for unrealized loss on noncurrent marketable equity securities (Account 724)		Dividends or interest during year credited to income	Line No.
Book value (g)	Profit or (Loss) (h)		Changes during year (j)	Balance at close of year (k)		
\$	\$	\$	\$	\$	\$	
						1
						2
						3
						4
						5
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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 account No. 732 for road or for equipment is less than 5% of account No. 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 debit or credit for additions and betterments to property investment accounts as provided for in Instruction 2-1, of the Uniform System of Accounts for Railroad Companies, state in a footnote the amount used.

11. Show dollars in thousands.

NOTES AND REMARKS
SCHEDULE 330
(Dollars in Thousands)

**INSTRUCTION
REFERENCE**

- | | |
|------------|--|
| 3 | Column (d) includes the following:
Properties of St. Louis-San Francisco Railroad Company which merged into Burlington Northern Inc. effective November 21, 1980. |
| 7
\$205 | Column (e) includes the following:
Purchase land for additional right-of-way between Gillette-Orin, Wyoming. |

330. ROAD AND EQUIPMENT PROPERTY (See Instructions)

Line No.	Account (a)	Balance at beginning of year (b)	Expenditures during the year for original road and equipment, and road extensions (c)	Expenditures during the year for purchase of existing lines, reorganizations, etc. (d)
1	(1) Engineering	\$ 56 920	\$	\$ 9 982
2	(2) Land for transportation purposes	100 342		11 158
3	(3) Grading	440 057		34 689
4	(4) Other right-of-way expenditures	6 050		24
5	(5) Tunnels and subways	40 323		634
6	(6) Bridges, trestles, and culverts	246 870		17 675
7	(7) Elevated structures	-		-
8	(8) Ties	114 036		16 389
9	(9) Rails	245 477		20 677
10	(10) Other track material	223 563		24 319
11	(11) Ballast	102 621		7 762
12	(12) Track laying and surfacing	128 065		26 825
13	(13) Fences, snowsheds, and signs	15 048		1 133
14	(16) Station and office buildings	109 640		4 495
15	(17) Roadway buildings	9 847		355
16	(18) Water stations	3 662		42
17	(19) Fuel stations	8 236		343
18	(20) Shops and enginehouses	78 082		5 950
19	(22) Storage warehouses	-		-
20	(23) Wharves and docks	1 968		-
21	(24) Coal and ore wharves	22 840		-
22	(25) TOFC/COFC terminals	9 279		649
23	(26) Communication systems	63 839		2 933
24	(27) Signals and interlockers	156 994		514
25	(29) Power plants	1 126		66
26	(31) Power-transmission systems	5 289		123
27	(35) Miscellaneous structures	2 948		114
28	(37) Roadway machines	59 433		2 759
29	(39) Public improvements—Construction	54 284		4 114
30	(44) Shop machinery	46 993		1 887
31	(45) Power-plant machinery	2 917		-
32	Other (specify and explain)	-		-
33	Total expenditures for road	2 356 749		204 611
34	(52) Locomotives	434 798		19 394
35	(53) Freight-train cars	1 170 715		69 911
36	(54) Passenger-train cars	5 969		-
37	(55) Highway revenue equipment	2 400		-
38	(56) Floating equipment	-		-
39	(57) Work equipment	49 694		5 133
40	(58) Miscellaneous equipment	22 681		1 340
41	Total expenditures for equipment	1 686 257		95 778
42	(76) Interest during construction	3 020		-
43	(77) Other expenditures—General	546		-
44	Total general expenditures	3 566		-
45	Total	4 046 572		300 389
46	(80) Other elements of investment	-		-
47	(90) Construction work in progress	71 407		107
48	Grand Total	4 117 979		300 496

J30. 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.
(c)	(f)	(g)	(h)	
\$ 2 284	\$ 408	\$ 11 858	\$ 68 778	1
3 396	2 498	12 056	112 398	2
7 675	900	41 464	481 521	3
123	35	112	6 162	4
128	1	761	41 084	5
9 724	1 067	26 332	273 202	6
-	-	-	-	7
6 039	476	21 952	135 988	8
16 000	653	36 027	281 504	9
22 009	1 460	44 863	268 431	10
3 129	269	10 622	113 243	11
12 480	444	38 861	166 926	12
486	31	1 588	16 636	13
4 031	7 429	1 097	110 737	14
1 091	64	1 382	11 229	15
36	100	(22)	3 640	16
6 011	91	6 263	14 499	17
12 960	764	18 146	96 228	18
-	-	-	-	19
(6)	-	(6)	1 962	20
351	2 149	(1 798)	21 042	21
345	(111)	1 105	10 384	22
3 623	927	5 629	69 468	23
15 556	1 752	23 318	180 312	24
110	20	156	1 282	25
166	38	251	5 540	26
243	102	255	3 203	27
1 887	179	4 467	63 900	28
4 853	639	8 328	62 612	29
3 110	586	4 411	51 404	30
10	9	1	2 918	31
-	-	-	-	32
137 853	22 980	319 484	2 676 233	33
35 271	18 167	36 498	471 296	34
143 047	21 858	191 100	1 361 815	35
-	1 396	(1 396)	4 573	36
153	1 716	(1 563)	837	37
-	-	-	-	38
5 232	1 038	9 327	59 021	39
(3 726)	2 133	(4 519)	18 162	40
179 977	46 308	229 447	1 915 704	41
-	3 020	(3 020)	-	42
-	546	(546)	-	43
-	3 566	(3 566)	-	44
317 830	72 854	545 365	4 591 937	45
-	-	-	-	46
9 648	-	9 755	81 162	47
327 478	72 854	555 120	4 673 099	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		
8	(8) Ties _____	5% of Account 731.		
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 5% of Account 731.				7
				8
				9
				10
				11
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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 in computing the depreciation charges for the month of January and in columns (c) and (f) show the depreciation base used in computing the depreciation charges 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 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	56 920	68 448	.86	53	53	.40
2	(3) Grading	59 196	94 028	1.26			
3	(4) Other right-of-way expenditures	6 050	6 144	2.00			
4	(5) Tunnels and subways	40 324	41 037	.83			
5	(6) Bridges, trestles, and culverts	246 870	272 373	1.38	264	264	1.80
6	(7) Elevated structures						
7	(13) Fences, snowsheds, and signs	15 049	16 635	2.00	11	11	4.78
8	(16) Station and office buildings	109 639	111 621	1.92	1	1	3.30
9	(17) Roadway buildings	9 847	10 988	2.63	1	1	2.70
10	(18) Water stations	3 661	3 646	2.86			
11	(19) Fuel stations	8 235	14 281	3.63			
12	(20) Shops and enginehouses	78 082	93 750	2.09			
13	(22) Storage warehouses						
14	(23) Wharves and docks	1 968	1 962	1.92			
15	(24) Coal and ore wharves	22 840	23 187	1.39			
16	(25) TOFC/COFC terminals	9 279	10 371	3.71			
17	(26) Communications systems	63 840	69 284	2.81			
18	(27) Signals and interlockers	156 995	179 891	2.26			2.85
19	(29) Power plants	1 126	1 281	2.50			
	(31) Power transmission systems	5 289	5 547	3.06			
	(35) Miscellaneous structures	2 948	3 205	3.03			
21	(37) Roadway machines	59 433	63 891	3.84			
22	(39) Public improvements—Construction	30 427	33 925	1.87			
23	(44) Shop machinery	46 993	51 328	3.06			
24	(45) Power plant machinery	2 917	2 918	3.84			
25	All other road accounts						
26	Amortization (other than defense projects)						
27	Total road	1 037 928	1 179 741	2.08	330	330	1.53
28	EQUIPMENT						
29	(52) Locomotives	429 986	468 969	(1)			
30	(53) Freight-train cars	1 158 768	1 343 098	(2)			
31	(54) Passenger-train cars	5 845	4 391				
32	(55) Highway revenue equipment	2 407	861	8.80			
33	(56) Floating equipment	48 813	58 203	3.92			
34	(57) Work equipment	22 681	19 007	(3)			
35	(58) Miscellaneous equipment	1 668 500	1 894 529	3.69			
36	Total equipment						
37	GRAND TOTAL	2 706 428	3 074 270		330	330	

(1), (2), (3) - See Notes on Page S-32

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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 line 27.

6. Thousand dollar Reporting Rule.

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	7 421	503		295		7 629
2	(3) Grading	17 669	785		70		18 384
3	(4) Other, right-of-way	649	123		33		739
4	(5) Tunnels and subways	14 343	335		2		14 676
5	(6) Bridges, trestles, and culverts	154 146	3 478		786		156 838
6	(7) Elevated structures						
7	(13) Fences, snow sheds, and signs	12 850	310		31		13 129
8	(16) Station and office buildings	56 974	3 462		7 425		53 011
9	(17) Roadway buildings	3 962	269		47		4 184
10	(18) Water stations	3 307	105		81		3 331
11	(19) Fuel stations	2 372	376		89		2 659
12	(20) Shops and enginehouses	31 691	1 726		766		32 651
13	(22) Storage warehouses						
14	(23) Wharves and docks	1 897	38				1 935
15	(24) Coal and ore wharves	13 429	318		2 123		11 624
16	(25) TOFC/COFC terminals	2 404	349		(236)		2 989
17	(26) Communication systems	33 634	1 831		777		34 688
18	(27) Signals and interlockers	62 458	3 731		1 539		64 650
19	(29) Power plants	406	29		19		416
20	(31) Power-transmission systems	3 700	163		38		3 825
21	(35) Miscellaneous structures	1 496	90		102		1 484
22	(37) Roadway machines	37 535	2 327		169		39 693
23	(39) Public improvements—Construction	16 050	572		414		16 208
24	(44) Shop machinery*	20 643	1 472		532		21 583
25	(45) Power-plant machinery*	2 302	112		9		2 405
26	All other road accounts	2 588			683		1 905
27	Amortization (other than defense projects)						
28	Total road	503 926	22 504		15 794		510 636
	EQUIPMENT						
29	Amortization equipment						
30	(52) Locomotives	276 112	16 854		15 256		277 710
31	(53) Freight-train cars	358 598	44 170		7 257		395 511
32	(54) Passenger-train cars	4 918			1 199		3 719
33	(55) Highway revenue equipment	1 927	111		1 517		521
34	(56) Floating equipment						
35	(57) Work equipment	25 516	1 985		536		26 965
36	(58) Miscellaneous equipment	11 772	2 130		1 580		12 322
37	Total equipment	678 843	65 250		27 345		716 748
38	GRAND TOTAL	1 182 769	87 754		43 139		1 227 384

See Notes on Page S-32

*Chargeable to account 305.

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NOTES AND REMARKS

Notes Relating to Schedule 332 Depreciation Base and Rates, Page S-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.

Changes in depreciation rates during the year resulted in an increase of \$1,608 in net income. If the previous depreciation rates had been in effect, net income for the year would have been \$221,107.

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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

L. A. Sundby makes oath and says that he is Vice President and Controller
(Insert here name of the affiant) (Insert here the official title of the affiant)

Of Burlington Northern Inc.
(Insert here the exact legal title or name of the respondent)

that it is his duty to have supervision over the books of 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

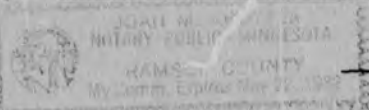
January 1, 19 80, to and including December 31, 19 80

L. A. Sundby
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 18th day of March, 19 81

My commission expires May 22, 1982

Use an
L.S.
impression seal



Jan M. Kottler
(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

R. C. Grayson makes oath and says that he is Vice Chairman & President, Transportation Division
(Insert here name of the affiant) (Insert here the official title of the affiant)

Of Burlington Northern Inc.
(Insert here the exact legal title or name of the respondent)

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

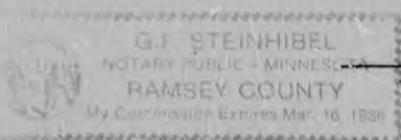
January 1, 19 80, to and including December 31, 19 80

R. C. Grayson
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 18th day of March, 19 81

My commission expires March 16, 1986

Use an
L.S.
impression seal



G. F. Steinhilbel
(Signature of officer authorized to administer oaths)