

BNSF Railway Company

Leased Lines and Wholly-Owned Subsidiaries

2650 Lou Menk Drive
Fort Worth, Texas 76131

ACAA - R1



Class I Railroad Annual Report Restatement

To The Surface Transportation Board
For the Year Ending December 31, 2011

NOTICE

1. This report is required for every class I railroad operating within the United States. Three copies of this Annual Report should be completed. Two of the copies must be filed with the Surface Transportation Board, Office of Economics, Environmental Analysis, and Administration, The Mercury Building, 1925 K St. N.W., Suite 500, Washington, DC 20423, by March 31 of the year following that for which the report is made. One copy should be retained by the carrier.

2. Every inquiry must be definitely answered. Where the word "none" truly and completely states the fact, it should be given as the answer. If any inquiry is inapplicable, the words "not applicable" should be used.

3. Wherever the space provided in the schedules is insufficient to permit a full and complete statement of the requested information, inserts should be prepared and appropriately identified by the number of the schedule.

4. All entries should be made in a permanent black ink or typed. Those of a contrary character must be indicated in parenthesis. Items of an unusual character must be indicated by appropriate symbols and explained in footnotes.

5. 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.

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

(a) Board means *Surface Transportation Board*.

(b) Respondent means *the person or corporation in whose behalf the report is made*.

(c) Year means *the year ended December 31 for which the report is being made*.

(d) Close of the Year means *the close of business on December 31 for the year in which the report is being made*. If the report is made for a shorter period than one year, it means *the close of the period covered by the report*.

(e) Beginning of the Year means *the beginning of business on January 1 of the year for which the report is being made*. If the report is made for a shorter period than one year, it means *the beginning of that period*.

(1) Preceding Year means *the year ended December 31 of the year preceding the year for which the report is made*.

(g) 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*.

7. The ICC Termination Act of 1995 abolished the Interstate Commerce Commission and replaced it with the Surface Transportation Board. Any references to the Interstate Commerce Commission or Commission contained in this report refer to the Surface Transportation Board.

8. Any references to the Bureau of Accounts or the Office of Economics contained in this report refer to the Office of Economics, Environmental Analysis, and Administration of the Surface Transportation Board.

9. NOTE - An additional line has been added to Schedule 755 (Line 134) effective with the 2004 R-1. Also note that the instructions for completion of Schedule 755 now have two additional items (Instructions U and V).

10. NOTE - The columns in Schedule 710-Distribution of Locomotive Units In Service of Respondent At Close Of Year, Disregarding Year Of Rebuilding have been revised to reflect new five year periods.

11. NOTE - The following supplemental information about STB information collections is provided in compliance with OMB requirements and pursuant to the Paperwork Reduction Act of 1995, 44 U.S.C. 3501 et seq.:

Supplemental Information about the Annual Report (R-1)

This information collection is mandatory pursuant to 49 U.S.C. 11145.

The estimated hour burden for filing this report is less than 800 hours.

Information in the Annual Reports is used to monitor and assess railroad industry growth, financial stability, traffic, and operations and to identify industry changes that may affect national transportation policy. In addition, the Board uses data from these reports to more effectively carry out regulatory responsibilities, such as acting on railroad requests for authority to engage in Board regulated financial transactions (for example, mergers, acquisitions of control, consolidations, and abandonments); conducting investigations and rulemakings; conducting rail revenue adequacy proceedings; developing rail cost adjustment factors; and developing the URCS, which is a cost measurement methodology. URCS was developed by the Board pursuant to 49 U.S.C. 11161 and is used as a tool in rail rate proceedings to calculate the variable costs associated with providing a particular service in accordance with 49 U.S.C. 10707(d). The Board also uses URCS to analyze the information that it obtains through the annual railroad industry waybill sample, see 49 CFR 1244, and in railroad abandonment proceedings to measure off-branch costs, pursuant to 49 U.S.C. 10904(a) and in accordance with 49 CFR 1152.32(n).

The information in this report is ordinarily maintained by the agency in hard copy for 10 years, after which it is transferred to the National Archives, where it is maintained as a permanent record. These reports are also maintained by the agency indefinitely on microfiche. In addition, some of this information is posted on the Board's website, www.stb.dot.gov, where it may remain indefinitely. All information collected through this report is available to the public.

The OMB control number for this collection is 2140-0009. The display of a currently valid OMB control number is required by law.

Supplemental Information about the Quarterly Condensed Balance Sheet (CBS)

This information collection is mandatory under 49 CFR 1243.2.

The estimated hour burden for filing this report is six hours per report.

The Board uses the information in this report to ensure competitive, efficient, and safe transportation through general oversight programs that monitor and forecast the financial and operating condition of railroads, and through specific regulation of railroad-rate and service issues and rail-restructuring proposals, including railroad mergers, consolidations, acquisitions of control, and abandonments. Information from the reports is used by the Board, other Federal agencies, and industry groups, including the Association of American Railroads, to assess industry growth and operations, detect changes in carrier financial stability, and identify trends that may affect the national transportation system.

Information from these reports is compiled by the Board and published on its website, www.stb.dot.gov, where it may be maintained indefinitely. The compilation report is entitled Class I Railroads. Selected Earning Data. In addition, paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed. All information collected through this report is available to the public.

The display of a currently valid OMB control number for this collection is required by law.

Supplemental Information about the Quarterly Report of Revenues, Expenses, and Income (Form RE&I)

This information collection is mandatory pursuant to 49 U.S.C. 11164 and 49 CFR 1243.1.

The estimated hour burden for filing this report is six hours per report.

The Board uses the information in this report to ensure competitive, efficient, and safe transportation through general oversight programs that monitor and forecast the financial and operating condition of railroads, and through regulation of railroad rate and service issues and rail restructuring proposals, including railroad mergers, consolidations, acquisitions of control and abandonments. Information from the reports is used by the Board, other Federal agencies and industry groups to monitor and assess industry growth and operations, detect changes in carrier financial stability, and identify trends that may affect the national transportation system. Individual and aggregate carrier information is needed in our decision making process.

Information from these reports is compiled by the Board and published on its [website. www.stb.dot.gov](http://www.stb.dot.gov), where it may be maintained indefinitely. The compilation report is entitled Class I Railroads. Selected Earnings Data. In addition, paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed. All information collected through this report is available to the public.

The display of a currently valid OMB control number for this collection is required by law.

Supplemental Information about the Report of Railroad Employees, Service, and Compensation (Wage Forms A & B)

This information collection is mandatory pursuant to 49 D.S.C. 11145 and 49 CFR 1245.2.

The estimated hour burden for filing this report is 30 hours per quarterly report and 40 hours per annual report.

The Board uses information in this report to forecast labor costs and measure the efficiency of the reporting railroads. The information is also used by the Board to evaluate proposed regulated transactions that may impact rail employees. These transactions include mergers and consolidations, acquisitions of control, purchases, and abandonments. Other Federal agencies and industry groups, including the Railroad Retirement Board, the Bureau of Labor Statistics, and the Association of American Railroads, depend on the information contained in the reports to monitor railroad operations.

Certain information from the reports is compiled and published on the Board's website, www.stb.dot.gov, where it may be maintained indefinitely. In addition, paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed. All information collected through this report is available to the public.

The OMB control number for this collection is 2140-0004. The display of a currently valid OMB control number is required by law.

Supplemental Information about the Monthly Report of Number of Employees of Class I Railroads (Wage Form C)

This information collection is mandatory pursuant to 49 D.S.C. 11145 and 49 CFR 1246.1.

The estimated hour burden for filing this report is 1.25 hours per monthly report.

The Board uses information in this report to forecast labor costs and measure the efficiency of the reporting railroads. The information is also used by the Board to evaluate proposed regulated transactions that may impact rail employees, including mergers and consolidations, acquisitions of control, purchases, and abandonments. Other Federal agencies and industry groups, including the Railroad Retirement Board, the Bureau of Labor Statistics, and the Association of American Railroads, depend on the information contained in the reports to monitor railroad operations.

The information in this report is compiled and published on the Board's website, www.stb.dot.gov, where it may be maintained indefinitely. In addition, paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed. All information collected through this report is available to the public.

The OMB control number for this collection is 2140-0007. The display of a currently valid OMB 'Control number is required by law.

Supplemental Information about the Annual Report of Cars Loaded and Cars Terminated (Form STB-54)

This information collection is mandatory pursuant to 49 U.S.C. 11162 and 49 CFR 1247.

The estimated hour burden for filing this report is four hours per report.

The Board uses information in this report to forecast labor costs and measure the efficiency of the reporting railroads. Information in this report is entered into the Board's URCS. In addition, many other Federal agencies and industry groups, including the Department of Transportation and the Association of American Railroads (AAR), depend on Form STB-54 for information regarding the number of cars loaded and terminated on the reporting carrier's line.

All information collected through this report is available to the public. Paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed.

The OMB control number for this collection is 2140-0011. The display of a currently valid OMB control number is required by law.

Supplemental Information about the Quarterly Report of Freight Commodity Statistics (Form QCS)

This information collection is mandatory pursuant to 49 U.S.C. 11145 and 49 CFR 1248.

The estimated hour burden for filing this report is 217 hours per report.

Information in this report is entered into the Board's URCS.

All information collected through this report is available to the public. Paper copies of individual reports are maintained by the Board for ten years, after which they are destroyed.

The OMB control number for this collection is 2140-0001. The display of a currently valid OMB control number is required by law.

For Index, See Back of Form

ANNUAL REPORT

OF

BNSF RAILWAY COMPANY

TO THE

SURFACE TRANSPORTATION BOARD

RESTATEMENT FOR THE

YEAR ENDED DECEMBER 31, 2011

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

(Name) Jon I. Stevens (Title) AVP & Assistant Controller

(Telephone number) (817) 352-4975
(Area code) (Telephone number)

(Office address) 2500 Lou Menk Dr AOB 2, Fort Worth, Texas 76131
(Street and number, City, State, and ZIP code)

THIS PAGE INTENTIONALLY LEFT BLANK

TABLE OF CONTENTS

	SCHEDULE	PAGE
Schedules Omitted by Respondent	A	1
Identity of Respondent	B	2
Voting Powers and Elections	C	3
Comparative Statement of Financial Position	200	5
Results of Operations	210	16
Retained Earnings - Unappropriated	220	19
Capital Stock	230	20
Statement of Changes in Financial Position	240	21
Working Capital Information	245	23
Investments and Advances Affiliated Companies	310	26
Investments in Common Stocks of Affiliated Companies	310A	30
Road Property and Equipment and Improvements to Leased Property and Equipment	330	32
Depreciation Base and Rates-Road and Equipment Owned and Used and Leased from Others	332	34
Accumulated Depreciation - Road and Equipment Owned and Used	335	35
Accrued Liability - Leased Property	339	36
Depreciation Base and Rates - Improvements to Road and Equipment Leased from Others	340	37
Accumulated Depreciation - Improvements to Road and Equipment Leased from Others	342	38
Depreciation Base and Rates - Road and Equipment Leased to Others	350	40
Accumulated Depreciation - Road and Equipment Leased to Others	351	41
Investment in Railroad Property Used in Transportation Service (By Company)	352A	42
Investment in Railway Property Used in Transportation Service (By Property Accounts)	352B	43
Railway Operating Expenses	410	45
Way and Structures	412	52
Rents for Interchanged Freight Train Cars and Other Freight - Carrying Equipment	414	53
Supporting Schedule - Equipment	415	56
Supporting Schedule - Road	416	58
Specialized Service Subschedule -Transportation	417	60
Supporting Schedule -Capital Leases	418	61
Analysis of Taxes	450	63
Items in Selected Income and Retained Earnings Accounts for the Year	460	65
Guaranties and Suretyships	501	66
Compensating Balances and Short -Term Borrowing Arrangements	502	67
Separation of Debtholdings between Road Property and Equipment	510	69
Transactions Between Respondent and Companies or Persons Affiliated with Respondent for Services Received or Provided	512	72
Mileage Operated at Close of Year	700	74
Miles of Road at Close of Year - By States and Territories (Single Track)	702	75
Inventory of Equipment	710	78
Unit Cost of Equipment Installed During the Year	710S	84
Track and Traffic Conditions	720	85
Ties Laid in Replacement	721	86
Ties Laid in Additional Tracks and in New Lines and Extensions	722	87
Rails Laid in Replacement	723	88
Rails Laid in Additional Tracks and in New Lines and Extensions	724	89
Weight of Rail	725	90
Summary of Track Replacements	726	91
Consumption of Fuel by Motive - Powered Units	750	91
Railroad Operating Statistics	755	94
Verification		98
Memoranda		99
Index		100

THIS PAGE INTENTIONALLY LEFT BLANK

SPECIAL NOTICE

Docket No. 38559 Railroad Classification Index, (ICC served January 20, 1983), modified the reporting requirements for Class II, Class III and Switching and Terminal Companies. These carriers will notify the Board only if the calculation results in a different revenue level than its current classification.

The dark borders on the schedules represents data that are captured by the Board.

It is estimated that an average of 800 burden hours per response are required to complete this collection of information. This estimate includes time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Comments concerning the accuracy of this burden estimate or suggestions for reducing this burden should be directed to the Office of the Secretary, Surface Transportation Board.

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, as well as the schedule number and title, in the space provided below.
3. If no schedules were omitted indicate "NONE."

Page	Schedule No.	Title
		NONE

B. IDENTITY OF RESPONDENT

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

1. Give the exact name of the respondent in full. Use the words, "The" and "Company" only when they are parts of the corporate name. Be careful to distinguish between railroad and railway. The corporate name should be given uniformly throughout the report, notably on the cover, on the title page, and in the "Verification." If the report is made by receivers, trustees, a committee of bondholders, or individuals otherwise in possession of the property, state names and facts with precision. If the report is for a consolidated group, pursuant to Special Permission from the Board, indicate such fact on line 1 below and list the consolidated group on page 4.

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

BNSF Railway Company

2. Date of incorporation:

January 13, 1961

3. Under laws of what Government, State or Territory organized? If more than one, name all. If in bankruptcy, give court of jurisdiction and dates of beginning of receivership 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:

STOCKHOLDERS' REPORTS

5. The respondent is required to send the Office of Economic and Environmental Analysis, 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 on: _____
(date)

(X) No annual report to stockholders is prepared.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common \$1.00 per share; first preferred, \$ N/A per share; second preferred, \$ N/A per share; debenture stock, \$ N/A per share.
2. State whether or not each share of stock has the right to one vote; if not, give full particulars in a footnote. ☒ Yes ☐ No
3. Are voting rights proportional to holdings? ☒ Yes ☐ No. 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? ☐ Yes ☒ No. If yes, 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, indicating 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? ☐ Yes ☒ No. If yes, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.
6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing.
Stock books not closed and not required to be closed.
7. State the total voting power of all security holders of the respondent at the date of such closing, if within one year of the date of such filing; if not, state as of the close of the year.
1,000 votes, as of December 31, 2011.
8. State the total number of stockholders of record, as of the date shown in answer to Inquiry 7. One (1) stockholder.
9. Give the names of 30 security holders of the respondent who, at the date of the latest closing of the stock book or compilation of the 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 or her address, the number of votes he or she 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 or she was entitled, with respect to securities held by him or her, 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 and the names and addresses of the 30 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 30 security holders as of the close of the year.

Line No.	Name of Security Holder (a)	Address of Security Holder (b)	Number of Votes to Which Security Holder Was Entitled (c)	Number of Votes, Classified With Respect to Securities on Which Based			Line No.
				Stock			
				Common (d)	Preferred		
					Second (e)	First (f)	
1	Burlington Northern Santa Fe, LLC	2650 Lou Menk Drive	1,000	1,000			1
2		Fort Worth, TX 76131					2
3							3
4							4
5							5
6							6
7							7
8							8
9							9
10							10
11							11
12							12
13							13
14							14
15							15
16							16
17							17
18							18
19							19
20							20
21							21
22							22
23							23
24							24
25							25
26							26
27							27
28							28
29							29
30							30

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of directors of the respondent: "Not Applicable"
Refer to note shown under inquiry 9.
11. Give the date of such meeting: "Not Applicable" - Refer to note shown under inquiry 9.
12. Give the place of such meeting: "Not Applicable" - Refer to note shown under inquiry 9.

NOTES AND REMARKS

Consolidated Subsidiaries:

BNSF Railway Company
Santa Fe Pacific Pipeline, Inc.
Los Angeles Junction Railway Company
Star Lake Railroad Company
The Zia Company
Santa Fe Pacific Pipeline Holdings, Inc.
BNSF Manitoba, Inc.
BNSF de Mexico SA de CV
Pine Canyon Land Company
Santa Fe Pacific Insurance Company
Santa Fe Pacific Railroad Company
BNSF British Columbia, Ltd
BNSF Properties
BN Manitoba, Ltd
Western Fruit Express Company
BNRR Holdings
Winona Bridge Railway Company
Burlington Northern International Services, Inc.
BN Leasing Corporation
Midwest Northwest Property Inc.
BNSF Equipment Acquisition Co. LLC
Bayrail, LLC
Bayport Systems, Inc.
San Jacinto Rail, Ltd
BNSF Communications Inc
BNSF Spectrum Inc

Inactive Subsidiaries:

Northern Radio Limited (British Columbia)

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS
(Dollars in Thousands)

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
Current Assets						
1		701	Cash	292,976	10,190	1
2		702	Temporary cash investments	-	-	2
3		703	Special deposits	-	-	3
			Accounts receivable			
4		704	- Loan and notes	-	-	4
5		705	- Interline and other balances	98,858	108,861	5
6		706	- Customers	821,281	664,123	6
7		707	- Other	118,132	106,277	7
8		709, 708	- Accrued accounts receivables	88,182	67,000	8
9		708.5	- Receivables from affiliated companies	176,657	131,934	9
10		709.5	- Less: Allowance for uncollectible accounts	(38,145)	(46,780)	10
11		710, 711, 714	Working funds prepayments deferred income tax debits	519,616	523,231	11
12		712	Materials and supplies	739,191	652,503	12
13		713	Other current assets	143,458	237,779	13
14			TOTAL CURRENT ASSETS	2,960,206	2,455,118	14
Other Assets						
15		715, 716, 717	Special funds	2,223	4,999	15
16		721, 721.5	Investments and advances affiliated companies (Sch. 310 and 310A)	413,509	374,925	16
17		722, 723	Other investments and advances	-	-	17
18		724	Allowances for net unrealized loss on noncurrent marketable equity securities - Cr.	-	-	18
19		737, 738	Property used in other than carrier operation (Less depreciation)	72,496	72,504	19
20		739, 741	Other assets	701,043	751,296	20
21		743	Other deferred debits	1,311,115	1,395,653	21
22		744	Accumulated deferred income tax debits	-	-	22
23			TOTAL OTHER ASSETS	2,500,386	2,599,377	23
Road and Equipment						
24		731, 732	Road (Sch. 330) L-30 Col h & b	38,165,719	36,785,250	24
25		731, 732	Equipment (Sch 330) L-39 Col h & b	9,609,173	8,884,830	25
26		731, 732	Unallocated items	898,766	534,588	26
27		733, 735	Accumulated depreciation and amortization (Sch. 335, 342, 351)	(12,877,233)	(12,203,022)	27
28			Net Road and Equipment	35,796,425	34,001,646	28
29			TOTAL ASSETS	41,257,017	39,056,141	29

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITIES AND SHAREHOLDERS' EQUITY
(Dollars in Thousands)

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at beginning of year (c)	Line No.
Current Liabilities						
30		751	Loans and notes payable	-	-	30
31		752	Accounts payable: interline and other balances	155,587	56,317	31
32		753	Audited accounts and wages	212,879	200,455	32
33		754	Other accounts payable	260,694	225,845	33
34		755, 756	Interest and dividends payable	30,797	28,854	34
35		757	Payables to affiliated companies	31,346	39,521	35
36		759	Accrued accounts payable	1,763,313	1,795,544	36
37		760, 761, 761.5				37
		762	Taxes accrued	588,841	488,503	
38		763	Other current liabilities	139,322	99,239	38
39		764	Equipment obligations and other long-term debt due within one year	226,354	299,307	39
40			TOTAL CURRENT LIABILITIES	3,409,133	3,233,585	40
Non-Current Liabilities						
41		765, 767	Funded debt unmatured	580,477	598,116	41
42		766	Equipment obligations	152,510	183,375	42
43		766.5	Capitalized lease obligations	962,081	1,130,999	43
44		768	Debt in default	-	-	44
45		769	Accounts payable: affiliated companies	-	-	45
46		770.1, 770.2	Unamortized debt premium	(22,096)	(23,506)	46
47		781	Interest in default	-	-	47
48		783	Deferred revenues - transfers from govt. authorities	-	-	48
49		786	Accumulated deferred income tax credits	11,129,991	9,922,234	49
50		771, 772, 774, 775, 782, 784	Other long-term liabilities and deferred credits	3,875,937	3,502,578	50
51			TOTAL NON-CURRENT LIABILITIES	16,678,900	15,313,796	51
Shareholders' Equity						
52		791, 792	Total capital stock	1	1	52
53			Common stock	1	1	53
54			Preferred stock	-	-	54
55			Discount on capital stock	-	-	55
56		794, 795	Additional capital	6,331,613	6,331,613	56
Retained earnings:						
57		797	Appropriated	-	-	57
58		798	Unappropriated	14,837,370	14,177,146	58
59		798.1	Net unrealized loss on noncurrent marketable equity securities	-	-	59
60		798.5	Less treasury stock	-	-	60
61			Net stockholders equity	21,168,984	20,508,760	61
62			TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	41,257,017	39,056,141	62

NOTES AND REMARKS

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - EXPLANATORY NOTES
(Dollars in Thousands)

The notes listed below are provided to disclose supplementary information on matters which have an important effect on the financial condition of the carrier. The carrier shall give the particulars called for herein and where there is nothing to report, insert the word "none"; and in addition thereto shall enter in separate notes with suitable particulars other matters involving material amounts of the character commonly disclosed in financial statements under generally accepted accounting principles, except as shown in other schedules. This includes statements explaining (1) service interruption insurance policies and indicating the amount of indemnity to which respondent will be entitled for work stoppage losses and the maximum amount of additional premium respondent may be obligated to pay in the event such losses are sustained by other railroads; (2) particulars concerning obligations for stock purchase options granted to officers and employees; and (3) what entries have been made for net income or retained income restricted under provisions of mortgages and other arrangements.

1. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking funds, pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts. \$ None

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

See Note 2 on page 9 - 15B

(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 2 on page 9 - 15B

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

If funding is by insurance, give name of insuring company None

If funding is by trust agreement, list trustee(s) Northern Trust Company

Date of trust agreement or latest amendment February 12, 2010

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 9 - 15B

(e) Is any part of the pension plan fund invested in stock or other securities of the respondent or its affiliates? Specify Yes ☐ No ☒ X
 If yes, give number of the shares for each class of stock or other security.

Are voting rights attached to any securities held by the pension plan? Specify Yes ☐ No ☒ X

If yes, who determines how stock is voted?

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

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

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

6. In reference to Docket 37465, specify the total amount of business entertainment expenditures charged to the non-operating expense account. \$ None

Continued on following page

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

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

Disclose the nature and amount of contingency that is material.

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

See Note 3 on pages 15C -15J

(a) Changes in valuation accounts.

8. Marketable equity securities.

		Cost	Market	Dr. (Cr.) to Income	Dr. (Cr.) to Stockholder's Equity
(Current Yr.)	Current Portfolio	N/A	N/A	N/A	N/A
as of / /	Noncurrent Portfolio	N/A	N/A	N/A	N/A
(Previous Yr.)	Current Portfolio	N/A	N/A	N/A	N/A
as of / /	Noncurrent Portfolio	N/A	N/A	N/A	N/A

(b) At 12/31/11, gross unrealized gains and losses pertaining to marketable equity securities were as follows:

	Gains	Losses
Current	\$0	\$0
Noncurrent	\$0	\$0

(c) A net unrealized gain (loss) of \$ 0 on the sale of marketable equity securities was included in net income for 2010. The cost of securities was based on the N/A (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 the filing, applicable to marketable equity securities owned at balance sheet date shall be disclosed below: None

NOTE: 12 / 31 / 11 Balance sheet date of reported year unless specified as previous year.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES**NOTES TO FINANCIAL STATEMENTS****Note 1****The Company**

BNSF Railway Company and its majority-owned subsidiaries, (collectively, BNSF Railway or Company) is a wholly-owned subsidiary of Burlington Northern Santa Fe, LLC (BNSF). BNSF Railway operates one of the largest railroad networks in North America with approximately 32,000 route miles in 28 states and two Canadian provinces. Through one operating transportation services segment, BNSF Railway transports a wide range of products and commodities including the transportation of Consumer Products, Coal, Industrial Products and Agricultural Products, derived from manufacturing, agricultural and natural resource industries, which constituted 32 percent, 26 percent, 22 percent and 20 percent, respectively, of total freight revenues for the year ended December 31, 2011.

On February 12, 2010, Berkshire Hathaway Inc., a Delaware corporation (Berkshire), acquired 100% of the outstanding shares of Burlington Northern Santa Fe Corporation common stock that it did not already own. The acquisition was completed through the merger (the Merger) of Burlington Northern Santa Fe Corporation with and into R Acquisition Company, LLC, a Delaware limited liability company and an indirect wholly-owned subsidiary of Berkshire (Merger Sub), with Merger Sub continuing as the surviving entity. In connection with the Merger, Merger Sub changed its name to "Burlington Northern Santa Fe, LLC" and remains an indirect, wholly-owned subsidiary of Berkshire.

The Merger was accounted for using the acquisition method under Accounting Standards Codification (ASC) Topic 805, *Business Combinations*. However, the impacts of the purchase accounting fair value write-up are excluded from this annual R-1 report pursuant to Surface Transportation Board Docket No. FD 35506 effective August 24, 2013.

Note 2**Employment Benefit Plans**

BNSF provides a funded, noncontributory qualified pension plan, the BNSF Retirement Plan, which covers most non-union employees, and an unfunded non-tax-qualified pension plan, the BNSF Supplemental Retirement Plan, which covers certain officers and other employees. The benefits under these pension plans are based on years of credited service and the highest consecutive sixty months of compensation for the last ten years of salaried employment with BNSF Railway. The Company also provides two funded, noncontributory qualified pension plans which cover certain union employees of the former The Atchison, Topeka and Santa Fe Railway Company. The benefits under these pension plans are based on elections made at the time the plans were implemented. BNSF's funding policy is to contribute annually not less than the regulatory minimum and not more than the maximum amount deductible for income tax purposes with respect to the funded plans.

Certain salaried employees of BNSF Railway who have met age and years of service requirements are eligible for life insurance coverage and medical benefits, including prescription drug coverage, during retirement. This postretirement benefit plan, referred to as the retiree health and welfare plan, is contributory and provides benefits to retirees, their covered dependents and beneficiaries. Retiree contributions are adjusted annually. The plan also contains fixed deductibles, coinsurance and out-of-pocket limitations. The basic life insurance plan is noncontributory and covers retirees only. Optional life insurance coverage is available for some retirees; however, the retiree is responsible for the full cost. BNSF's policy is to fund benefits payable under the medical and life insurance plans as they come due. Generally, employees beginning salaried employment with BNSF Railway subsequent to September 22, 1995, are not eligible for medical benefits during retirement.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS**

Components of the net cost for these plans were as follows (in millions):

	Pension Benefits		
	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Service cost	\$ 32	\$ 31	\$ 28
Interest cost	102	107	102
Expected return on plan assets	(120)	(122)	(107)
Amortization of net loss	33	16	24
Settlements	1	—	—
Net cost recognized	\$ 48	\$ 32	\$ 47

	Retiree Health and Welfare Benefits		
	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Service cost	\$ 1	\$ 1	\$ 3
Interest cost	14	15	15
Amortization of net loss	1	1	1
Amortization of prior service credit	(2)	(4)	(6)
Net cost recognized	\$ 14	\$ 13	\$ 13

The projected benefit obligation is the present value of benefit earned to date by plan participants, including the effect of assumed future salary increases and expected healthcare cost trend rate increases. The following table shows the change in projected benefit obligation (in millions):

	Pension Benefits	
Change in Benefit Obligation	Year Ended December 31, 2011	Year Ended December 31, 2010
Projected benefit obligation at beginning of period	\$ 2,068	\$ 1,982
Service cost	32	31
Interest cost	102	107
Actuarial loss	277	100
Benefits paid	(139)	(137)
Settlements	(16)	(15)
Projected benefit obligation at end of period	2,324	2,068
Component representing future salary increases	(95)	(114)
Accumulated benefit obligation at end of period	\$ 2,229	\$ 1,954

	Retiree Health and Welfare Benefits	
Change in Benefit Obligation	Year Ended December 31, 2011	Year Ended December 31, 2010
Projected benefit obligation at beginning of period	\$ 279	\$ 266
Service cost	1	1
Interest cost	14	15
Plan participants' contributions	6	7
Actuarial loss	17	18
Medicare subsidy	4	1
Benefits paid	(28)	(29)
Projected benefit obligation at end of period	293	279

The Company's pension plans had accumulated and projected benefit obligations in excess of plan assets at December 31, 2011 and 2010.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS**

The following table shows the change in plan assets of the plans (in millions):

Change in Plan Assets	Pension Benefits	
	Year Ended December 31, 2011	Year Ended December 31, 2010
Fair value of plan assets at beginning of period	\$ 1,828	\$ 1,391
Actual return on plan assets	86	167
Employer contributions ^a	58	422
Benefits paid	(139)	(137)
Settlements	(16)	(15)
Fair value of plan assets at measurement date	\$ 1,817	\$ 1,828

a Other than contributions to the qualified pension plan, employer contributions were classified as Other, Net under Operating Activities in the Company's Consolidated Statements of Cash Flows.

Change in Plan Assets	Retiree Health and Welfare Benefits	
	Year Ended December 31, 2011	Year Ended December 31, 2010
Fair value of plan assets at beginning of period	\$ -	\$ -
Employer contributions	22	22
Plan participants' contributions	6	7
Benefits paid	(28)	(29)
Fair value of plan assets at measurement date	\$ -	\$ -

The following table shows the funded status, defined as plan assets less the projected benefit obligation (in millions):

	Pension Benefits		Retiree Health and Welfare Benefits	
	December 31, 2011	December 31, 2010	December 31, 2011	December 31, 2010
Funded status (plan assets less projected benefit obligations)	\$ (507)	\$ (240)	\$ (293)	\$ (279)

Of the combined pension and retiree health and welfare benefits liability of \$800 million and \$519 million recognized as of December 31, 2011 and 2010, respectively, \$31 million and \$29 million was included in other current liabilities, respectively.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS**

Actuarial gains and losses and prior service credits are recognized in the Consolidated Balance Sheets through an adjustment to AOCI. The following table shows the pre-tax change in AOCI attributable to the components of the net cost and the change in benefit obligation (in millions):

	Pension Benefits		
	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Change in AOCI			
Beginning balance ^a	\$ 862	\$ 823	\$ 834
Amortization of actuarial loss	(33)	(15)	(24)
Actuarial loss (gain)	310	54	(18)
Settlements	(1)	—	—
Ending balance	\$ 1,138	\$ 862	\$ 792

^a 2010 beginning balance includes the addition of two small pension plans.

	Retiree Health and Welfare Benefits		
	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Change in AOCI			
Beginning balance	\$ 41	\$ 19	\$ 14
Amortization of actuarial loss	(1)	(1)	(1)
Amortization of prior service credit	2	4	6
Actuarial loss (gain)	16	19	—
Ending balance	\$ 58	\$ 41	\$ 19

Approximately \$33 million, net of tax, of the actuarial losses from defined benefit pension plans and approximately \$1 million, net of tax, of retiree health and welfare benefit plans in AOCI are required to be amortized into net periodic benefit cost over the next fiscal year. Pre-tax amounts currently recognized in AOCI consist of the following (in millions):

	Pension Benefits		Retiree Health and Welfare Benefits	
	2011	2010	2011	2010
Net actuarial loss	\$ 1,139	\$ 862	\$ 58	\$ 43
Settlements	(1)	—	—	(2)
Pre-tax amount recognized in AOCI at December 31,	1,138	862	58	41
After-tax amount recognized in AOCI at December 31,	\$ 702	\$ 532	\$ 36	\$ 25

The assumptions used in accounting for the BNSF plans were as follows:

	Pension Benefits		
	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Assumptions Used to Determine Net Cost			
Discount rate	5.25%	5.75%	5.75%
Expected long-term rate of return on plan assets	7.50%	8.00%	8.00%
Rate of compensation increase	3.80%	3.80%	3.80%

	Retiree Health and Welfare Benefits		
	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Assumptions Used to Determine Net Cost			
Discount rate	5.25%	5.75%	5.75%
Rate of compensation increase	3.80%	3.80%	3.80%

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS**

Assumptions Used to Determine Benefit Obligations	Pension Benefits		Retiree Health and Welfare Benefits	
	December 31, 2011	December 31, 2010	December 31, 2011	December 31, 2010
Discount rate	4.50%	5.25%	4.50%	5.25%
Rate of compensation increase	3.80%	3.80%	3.80%	3.80%

BNSF determined the discount rate based a yield curve that utilizes year-end market yields of high-quality corporate bonds whose maturities match expected payments. The discount rate used for the 2012 calculation of net benefit cost decreased to 4.50 percent which reflects market conditions at the December 31, 2011, measurement date.

The expected long-term rate of return is the return the Company anticipates earning, net of plan expenses, over the period that benefits are paid. It reflects the rate of return on present investments and on expected contributions. In determining the expected long-term rate of return, BNSF considered the following: (i) forward looking capital market forecasts; (ii) historical returns for individual asset classes; and (iii) the impact of active portfolio management. The expected rate of return on plan assets was 7.50 percent and 6.75 percent for 2011 and 2012, respectively, and the Company does not expect any near-term significant changes to the current investment allocation of assets. However, unforeseen changes in the investment markets or other external factors could prompt changes in these estimates in future years.

The following table is an estimate of the impact on future net benefit cost that could result from hypothetical changes to the most sensitive assumptions, the discount rate and rate of return on plan assets:

Sensitivity Analysis		
Hypothetical Discount Rate Change	Change in Net Benefit Cost	
	Pension	Retiree Health and Welfare
50 basis point decrease	\$8 million increase	\$2 million increase
50 basis point increase	\$8 million increase	\$1 million decrease
Hypothetical Rate of Return on Plan Assets Change	Pension	
50 basis point decrease	\$8 million increase	
50 basis point increase	\$8 million decrease	

The following table presents assumed health care cost trend rates:

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Assumed health care cost trend rate for next year	8.70%	9.00%	9.00%
Rate to which health care cost trend rate is expected to decline and remain	4.50%	4.80%	5.00%
Year that the rate reaches the ultimate trend rate	2028	2022	2016

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. A one percentage point change in assumed health care cost trend rates would have the following effects (in millions):

	One Percentage-Point Increase	One Percentage-Point Decrease
Effect on total service and interest cost	\$ 1	\$ (1)
Effect on postretirement benefit obligation	\$ 26	\$ (21)

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENT**

BNSF's asset allocation for its funded pension plans at December 31, 2011 and 2010, and the target allocation for 2011 by asset category are as follows:

	Target Allocation	Percentage of Pension Plan Assets	
	2011	2011	2010
Equity Securities	45 – 75%	58%	60%
Fixed Income Securities	25 – 45%	35	34
Real Estate	0 – 10%	7	6
Total		100%	100%

The general investment objective of BNSF's funded pension plans is to grow the plan assets in relation to the plan liabilities while prudently managing the risk of a decrease in the plan's assets relative to those liabilities. To meet this objective, the Company's management has adopted the above asset allocation ranges. This allows flexibility to accommodate market changes in the asset classes within defined parameters.

Assets are primarily managed by external Investment Managers each with a specific asset class mandate as directed by management.

Concentration in a single security or credit issuer is generally limited to 5% of each Investment Manager's portfolio (excluding U.S. government and agencies, authorized commingled funds, and other manager specific exceptions as authorized by management). Real estate investment trust investments may not exceed 10% of any equity manager's portfolio.

The Fixed Income allocation may include Core, Core "Plus", and/or Long Duration portfolios. "Plus" strategies (higher risk investments such as high yield, emerging markets, and non-dollar denominated securities) are limited to 30% of the Core Plus portfolio value.

Real Estate is generally accessed through direct investment in one or more commingled funds with reasonable diversification by property type and geographic location.

Derivative investments are permitted under certain circumstances.

Investments are stated at fair value. The various types of investments are valued as follows:

(i) Equity securities are valued at the last trade price at primary exchange close time on the last business day of the year (Level 1 input). If the last trade price is not available, values are based on bid, ask/offer quotes from contracted pricing vendors, brokers, or investment managers (Level 3 input or Level 2 if corroborated).

(ii) Corporate debt securities, government debt securities, and collateralized obligations and mortgage backed securities are valued based on institutional bid evaluations from contracted vendors. Where available, vendors use observable market-based data to evaluate prices (Level 2 input). This also applies to U.S. Treasury securities included in cash and cash equivalents. If observable market-based data is not available, unobservable inputs such as extrapolated data, proprietary models, and indicative quotes are used to arrive at estimated prices representing the price a dealer would pay for the security (Level 3 input).

(iii) Shares of real estate commingled funds are valued at the quarterly net asset value of units held at year end. Net asset value is based on significant unobservable inputs such as discount rates, capitalization rates and cash flows (Level 3 input).

(iv) Registered investment companies and common/collective trusts are valued at the daily net asset value of shares held at year end. Net asset value is considered a Level 1 input if net asset value is computed daily and redemptions at this value are available to all shareholders without restriction. Net asset value is considered a Level 2 input if the fund may restrict share redemptions under limited circumstances or if net asset value is not computed daily. Net asset value is considered a Level 3 input if shares could not be redeemed on the reporting date and net asset value cannot be corroborated by trading activity.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS**

The following table summarizes the investments of BNSF's funded pension plans as of December 31, 2011, based on the inputs used to value them (in millions):

Asset Category	Total as of December 31, 2011	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Equity securities:				
U.S.	\$ 546	\$ 546	\$ -	\$ -
International	298	298	-	-
Corporate debt securities	411	-	411	-
Registered investment companies	95	95	-	-
Government debt securities:				
U.S.	151	-	150	1
International	12	-	12	-
Real estate	129	-	-	129
Common/collective trust	107	-	107	-
Collateralized obligations and mortgage backed securities (MBS)	32	-	32	-
Cash and cash equivalents	26	11	15	-
Total ^a	\$ 1,807	\$ 950	\$ 727	\$ 130

a Excludes \$10 million accrued for dividend and interest receivable.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS**

The table below sets forth a summary of changes in the fair value of Level 3 assets held by BNSF's funded pension plans for the year ended December 31, 2011 (in millions):

Level 3 Inputs	Total	U.S. Government Debt Securities	Real Estate	Collateralized Obligations & MBS
Balance as of December 31, 2010	\$ 120	\$ 1	\$ 116	\$ 3
Actual return on plan assets:				
Relating to assets still held at reporting date	13	-	13	-
Relating to assets sold during the period	-	-	-	-
Purchases, sales and settlements	(1)	-	-	(1)
Transfers out of Level 3	(2)	-	-	(2)
Balance as of December 31, 2011	\$ 130	\$ 1	\$ 129	\$ -

Comparative Prior Year Information

The following table summarizes the investments of BNSF's funded pension plans as of December 31, 2010, based on the inputs used to value them (in millions):

Asset Category	Total as of December 31, 2010	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Equity securities:				
U.S.	\$ 367	\$ 367	\$ -	\$ -
International	322	322	-	-
Corporate debt securities	356	-	356	-
Registered investment companies	298	298	-	-
Government debt securities				
U.S.	150	-	149	1
International	8	-	8	-
Real estate	116	-	-	116
Common/Collective Trust	108	-	108	-
Collateralized obligations and mortgage backed securities (MBS)	64	-	61	3
Cash and cash equivalents	28	-	28	-
Total ^a	\$ 1,817	\$ 987	\$ 710	\$ 120

a Excludes \$11 million accrued for dividend and interest receivable.

The table below sets forth a summary of changes in the fair value of Level 3 assets held by BNSF's funded pension plans for the year ended December 31, 2010 (in millions):

Level 3 Inputs	Total	U.S. Government Debt Securities	Real Estate	Collateralized Obligations & MBS
Balance as of December 31, 2009	\$ 104	\$ -	\$ 103	\$ 1
Actual return on plan assets:				
Relating to assets still held at reporting date	17	-	17	-
Relating to assets sold during the period	(4)	-	(4)	-
Purchases, sales and settlements	4	1	-	3
Transfers out of Level 3	(1)	-	-	(1)
Balance as of December 31, 2010	\$ 120	\$ 1	\$ 116	\$ 3

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS**

The Company is not required to make contributions to the BNSF Retirement Plan in 2012; however, the Company made a discretionary contribution of \$36 million in January 2012. The Company is required to make contributions of \$8 million to its other funded pension plans. The Company expects to make benefit payments in 2012 of \$8 million from its unfunded non-qualified pension plan.

The following table shows expected benefit payments from its defined benefit pension plans and expected claim payments and Medicare Part D subsidy receipts for the retiree health and welfare plan for the next five fiscal years and the aggregate five years thereafter (in millions):

Fiscal year	Expected Pension Plan Benefit Payments^a	Expected Retiree Health and Welfare Payments	Expected Medicare Subsidy
2012	\$ 161	\$ 23	\$ (2)
2013	155	23	(2)
2014	160	23	(3)
2015	159	23	(3)
2016	158	23	(3)
2017-2021	765	114	(17)

a Primarily consists of the BNSF Retirement Plan payments, which are made from the plan trust and do not represent an immediate cash outflow to the Company.

Defined Contribution Plans

BNSF and BNSF Railway sponsor qualified 401(k) plans that cover substantially all employees and a non-qualified defined contribution plan that covers certain officers and other employees. The Company matches 50 percent of the first six percent of non-union employees' contributions and matches 25 percent on the first four percent of a limited number of union employees' contributions, which are subject to certain percentage limits of the employees' earnings, at each pay period. Non-union employees are eligible to receive an annual discretionary matching contribution of up to 30 percent of the first six percent of their contributions. Employer contributions are subject to a five-year length of service vesting schedule. The Company's 401(k) matching expense was \$31 million, \$28 million and \$22 million during the years ended December 31, 2011, 2010, and 2009, respectively.

Other

Under collective bargaining agreements, BNSF Railway participates in multi-employer benefit plans that provide certain postretirement health care and life insurance benefits for eligible union employees. Insurance premiums paid attributable to retirees, which are generally expensed as incurred, were \$73 million, \$63 million and \$54 million during the years ended December 31, 2011, 2010 and 2009, respectively. The average number of employees covered under these plans were 35 thousand, 33 thousand and 34 thousand during the years ended December 31, 2011, 2010 and 2009, respectively.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS****Note 3****Commitments and Contingencies**Lease Commitments

BNSF Railway has substantial lease commitments for locomotives, freight cars, trailers and containers, office buildings, operating facilities and other property, and many of these leases provide the option to purchase the leased item at fair market value at the end of the lease. However, some provide fixed price purchase options. Future minimum lease payments as of December 31, 2011, are summarized as follows (in millions):

December 31,	Capital Leases	Operating Leases^a
2012	\$ 234	\$ 570
2013	177	570
2014	146	548
2015	113	519
2016	183	508
Thereafter	648	3,050
Total	1,501	\$ 5,765
Less amount representing interest	(361)	
Present value of minimum lease payments	\$ 1,140	

a Excludes leases having non-cancelable lease terms of less than one year and per diem leases.

Lease rental expense for all operating leases, excluding per diem leases, was \$586 million, \$599 million and \$643 million for the years ended December 31, 2011, 2010 and 2009, respectively. When rental payments are not made on a straight-line basis, the Company recognizes rental expense on a straight-line basis over the lease term. Contingent rentals and sublease rentals were not significant.

Other Commitments

In the normal course of business, the Company enters into long-term contractual requirements for future goods and services needed for the operations of the business. Such commitments are not in excess of expected requirements and are not reasonably likely to result in performance penalties or payments that would have a material adverse effect on the Company's liquidity.

Guarantees

As of December 31, 2011, BNSF Railway has not been called upon to perform under the guarantees specifically disclosed in this footnote and does not anticipate a significant performance risk in the foreseeable future.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS**

Debt and other obligations of non-consolidated entities guaranteed by the Company as of December 31, 2011, were as follows (dollars in millions):

	Guarantees					Capitalized Obligations
	BNSF Railway Ownership Percentage	Principal Amount Guaranteed	Maximum Future Payments	Maximum Recourse Amount ^a	Remaining Term (in years)	
Kinder Morgan Energy Partners, L.P.	0.5%	\$ 190	\$ 190	\$ –	Termination of Ownership	\$ –
Chevron Phillips Chemical Company, LP	0.0%	N/A ^c	N/A ^c	N/A ^c	6	\$ 9 ^b
All other	0.0%	\$ 10	\$ 16	\$ –	Various	\$ –

a Reflects the maximum amount the Company could recover from a third party other than the counterparty.

b Reflects the asset and corresponding liability for the fair value of these guarantees required by authoritative accounting guidance related to guarantees.

c There is no cap to the liability that can be sought from BNSF Railway for BNSF Railway's negligence or the negligence of the indemnified party. However, BNSF Railway could receive reimbursement from certain insurance policies if the liability exceeds a certain amount.

Kinder Morgan Energy Partners, L.P.

Santa Fe Pacific Pipelines, Inc., an indirect, wholly-owned subsidiary of BNSF Railway, has a guarantee in connection with its remaining special limited partnership interest in Santa Fe Pacific Pipelines Partners, L.P. (SFPP), a subsidiary of Kinder Morgan Energy Partners, L.P., to be paid only upon default by the partnership. All obligations with respect to the guarantee will cease upon termination of ownership rights, which would occur upon a put notice issued by BNSF Railway or the exercise of the call rights by the general partners of SFPP.

Chevron Phillips Chemical Company, LP

In the third quarter of 2007, BNSF Railway entered into an indemnity agreement with Chevron Phillips Chemical Company, LP (Chevron Phillips), granting certain rights of indemnity from BNSF Railway, in order to facilitate access to a new storage facility. Under certain circumstances, payment under this obligation may be required in the event Chevron Phillips were to incur certain liabilities or other incremental costs resulting from trackage access.

All Other

As of December 31, 2011, BNSF Railway guaranteed \$10 million of other debt and leases. These guarantees expire between 2012 and 2026.

Indemnities

In the ordinary course of business, BNSF Railway enters into agreements with third parties that include indemnification clauses. The Company believes that these clauses are generally customary for the types of agreements in which they are included. At times, these clauses may involve indemnification for the acts of the Company, its employees and agents, indemnification for another party's acts, indemnification for future events, indemnification based upon a certain standard of performance, indemnification for liabilities arising out of the Company's use of leased equipment or other property, or other types of indemnification. Despite the uncertainty whether events which would trigger the indemnification obligations would ever occur, the Company does not believe that these indemnity agreements will have a material adverse effect on the Company's results of operations, financial position or liquidity. Additionally, the Company believes that, due to lack of historical payment experience, the fair value of indemnities cannot be estimated with any amount of certainty. However, the fair value of any such amount would be immaterial to the Consolidated Financial Statements. Agreements that contain unique circumstances, particularly agreements that contain guarantees that indemnify for another party's acts are disclosed separately if appropriate. Unless separately disclosed above, no fair value liability related to indemnities has been recorded in the Consolidated Financial Statements.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS**Variable Interest Entities – Leases

BNSF Railway has entered into various equipment lease transactions in which the structure of the lease contains VIEs. These VIEs were created solely for the lease transactions and have no other activities, assets or liabilities outside of the lease transactions. In some of the arrangements, BNSF Railway has the option to purchase some or all of the equipment at a fixed-price, thereby creating variable interests for BNSF Railway in the VIEs. The future minimum lease payments associated with the VIE leases were approximately \$5 billion as of December 31, 2011.

In the event the leased equipment is destroyed, BNSF Railway is obligated to either replace the equipment or pay a fixed loss amount. The inclusion of the fixed loss amount is a standard clause within equipment lease arrangements. Historically, BNSF Railway has not incurred significant losses related to this clause. As such, it is not anticipated that the maximum exposure to loss would materially differ from the future minimum lease payments.

BNSF Railway does not provide financial support to the VIEs that it was not previously contractually obligated to provide.

BNSF Railway maintains and operates the equipment based on contractual obligations within the lease arrangements, which set specific guidelines consistent within the industry. As such, BNSF Railway has no control over activities that could materially impact the fair value of the leased equipment. BNSF Railway does not hold the power to direct the activities of the VIEs and therefore does not control the ongoing activities that have a significant impact on the economic performance of the VIEs. Additionally, BNSF Railway does not have the obligation to absorb losses of the VIEs or the right to receive benefits of the VIEs that could potentially be significant to the VIEs. Depending on market conditions, the fixed-price purchase options could potentially provide benefit to the Company; however, any benefits potentially received from a fixed-price purchase option are expected to be minimal. Based on these factors, BNSF Railway is not the primary beneficiary of the VIEs. As BNSF Railway is not the primary beneficiary and the VIE leases are classified as operating leases, there are no assets or liabilities related to the VIEs recorded in the Company's Consolidated Balance Sheet.

Personal Injury and Environmental CostsPersonal Injury

Personal injury claims, including asbestos claims and employee work-related injuries and third-party injuries (collectively, other personal injury), are a significant expense for the railroad industry. Personal injury claims by BNSF Railway employees are subject to the provisions of the Federal Employers' Liability Act (FELA) rather than state workers' compensation laws. FELA's system of requiring the finding of fault, coupled with unscheduled awards and reliance on the jury system, contributed to increased expenses in past years. Other proceedings include claims by non-employees for punitive as well as compensatory damages. A few proceedings purport to be class actions. The variability present in settling these claims, including non-employee personal injury and matters in which punitive damages are alleged, could result in increased expenses in future years. BNSF Railway has implemented a number of safety programs designed to reduce the number of personal injuries as well as the associated claims and personal injury expense.

BNSF Railway records an undiscounted liability for personal injury claims when the expected loss is both probable and reasonably estimable. The liability and ultimate expense projections are estimated using standard actuarial methodologies. Liabilities recorded for unasserted personal injury claims are based on information currently available. Due to the inherent uncertainty involved in projecting future events such as the number of claims filed each year, developments in judicial and legislative standards and the average costs to settle projected claims, actual costs may differ from amounts recorded. BNSF Railway has obtained insurance coverage for certain claims, as discussed under the heading "BNSF Insurance Company." Expense accruals and any required adjustments are classified as materials and other in the Consolidated Statements of Income.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS****Asbestos**

The Company is party to a number of personal injury claims by employees and non-employees who may have been exposed to asbestos. The heaviest exposure for BNSF Railway employees was due to work conducted in and around the use of steam locomotive engines that were phased out between the years of 1950 and 1967. However, other types of exposures, including exposure from locomotive component parts and building materials, continued after 1967 until they were substantially eliminated at BNSF Railway by 1985.

BNSF Railway assesses its unasserted asbestos liability exposure on an annual basis during the third quarter. BNSF Railway determines its asbestos liability by estimating its exposed population, the number of claims likely to be filed, the number of claims that will likely require payment and the estimated cost per claim. Estimated filing and dismissal rates and average cost per claim are determined utilizing recent claim data and trends.

Key elements of the assessment include:

- Because BNSF Railway did not have detailed employment records in order to compute the population of potentially exposed employees, it computed an estimate using Company employee data from 1970 forward and estimated the BNSF Railway employee base from 1938-1969 using railroad industry historical census data and estimating BNSF Railway's representation in the total railroad population.
- The projected incidence of disease was estimated based on epidemiological studies using employees' age, duration and intensity of exposure while employed.
- An estimate of the future anticipated claims filing rate by type of disease (non-malignant, cancer and mesothelioma) was computed using the Company's average historical claim filing rates for the period 2004-2006.
- An estimate of the future anticipated dismissal rate by type of claim was computed using the Company's historical average dismissal rates observed in 2005-2007.
- An estimate of the future anticipated settlement by type of disease was computed using the Company's historical average of dollars paid per claim for pending and future claims using the average settlement by type of incidence observed during 2005-2007.

From these assumptions, BNSF Railway projected the incidence of each type of disease to the estimated population to arrive at an estimate of the total number of employees that could potentially assert a claim. Historical claim filing rates were applied for each type of disease to the total number of employees that could potentially assert a claim to determine the total number of anticipated claim filings by disease type. Historical dismissal rates, which represent claims that are closed without payment, were then applied to calculate the number of future claims by disease type that would likely require payment by the Company. Finally, the number of such claims was multiplied by the average settlement value to estimate BNSF Railway's future liability for unasserted asbestos claims.

The most sensitive assumptions for this accrual are the estimated future filing rates and estimated average claim values. Asbestos claim filings are typically sporadic and may include large batches of claims solicited by law firms. To reflect these factors, BNSF Railway used a multi-year calibration period (i.e., the average historical filing rate for the period 2004-2006) because it believed it would be most representative of its future claim experience. In addition, for non-malignant claims, the number of future claims to be filed against BNSF Railway declines at a rate consistent with both mortality and age as there is a decreasing propensity to file a claim as the population ages. BNSF Railway believes the average claim values by type of disease from the historical period 2005-2007 are most representative of future claim values. Non-malignant claims, which represent approximately 90 percent of the total number and 75 percent of the cost of estimated future asbestos claims, were priced by age of the projected claimants. Historically, the ultimate settlement value of these types of claims is most sensitive to the age of the claimant.

During the third quarters of 2011, 2010 and 2009, the Company analyzed recent filing and payment trends to ensure the assumptions used by BNSF Railway to estimate its future asbestos liability were reasonable. In 2011, 2010 and 2009, management determined that the liability remained appropriate and no change was recorded. The Company plans to update its study again in the third quarter of 2012.

Throughout the year, BNSF Railway monitors actual experience against the number of forecasted claims and expected claim payments and will record adjustments to the Company's estimates as necessary.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS**

Based on BNSF Railway's estimate of the potentially exposed employees and related mortality assumptions, it is anticipated that unasserted asbestos claims will continue to be filed through the year 2050. The Company recorded an amount for the full estimated filing period through 2050 because it had a relatively finite exposed population (former and current employees hired prior to 1985), which it was able to identify and reasonably estimate and about which it had obtained reliable demographic data (including age, hire date and occupation) derived from industry or BNSF Railway specific data that was the basis for the study. BNSF Railway projects that approximately 60, 80 and 95 percent of the future unasserted asbestos claims will be filed within the next 10, 15 and 25 years, respectively.

Other Personal Injury

BNSF Railway estimates its other personal injury liability claims and expense quarterly based on the covered population, activity levels and trends in frequency and the costs of covered injuries. Estimates include unasserted claims except for certain repetitive stress and other occupational trauma claims that allegedly result from prolonged repeated events or exposure. Such claims are estimated on an as-reported basis because the Company cannot estimate the range of reasonably possible loss due to other non-work related contributing causes of such injuries and the fact that continued exposure is required for the potential injury to manifest itself as a claim. BNSF Railway has not experienced any significant adverse trends related to these types of claims in recent years.

Key elements of the actuarial assessment include:

- Size and demographics (employee age and craft) of the workforce.
- Activity levels (manhours by employee craft and carloadings).
- Expected claim frequency rates by type of claim (employee FELA or third-party liability) based on historical claim frequency trends.
- Expected dismissal rates by type of claim based on historical dismissal rates.
- Expected average paid amounts by type of claim for open and incurred but not reported claims that eventually close with payment.

From these assumptions, BNSF Railway estimates the number of open claims by accident year that will likely require payment by the Company. The projected number of open claims by accident year that will require payment is multiplied by the expected average cost per claim by accident year and type to determine BNSF Railway's estimated liability for all asserted claims. Additionally, BNSF Railway estimates the number of its incurred but not reported claims that will likely result in payment based upon historical emergence patterns by type of claim. The estimated number of projected claims by accident year requiring payment is multiplied by the expected average cost per claim by accident year and type to determine BNSF Railway's estimated liability for incurred but not reported claims.

BNSF Railway monitors quarterly actual experience against the number of forecasted claims to be received, the forecasted number of claims closing with payment and expected claim payments. Adjustments to the Company's estimates are recorded quarterly as necessary or more frequently as new events or revised estimates develop.

The following table summarizes the activity in the Company's accrued obligations for asbestos and other personal injury matters (in millions):

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Beginning balance	\$ 548	\$ 632	\$ 693
Accruals	82	35	73
Payments	(112)	(119)	(134)
Ending balance	\$ 518	\$ 548	\$ 632

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS**

At December 31, 2011 and 2010, \$125 million and \$135 million were included in current liabilities, respectively. In addition, defense and processing costs, which are recorded on an as-reported basis, were not included in the recorded liability. The Company is primarily self-insured for personal injury claims.

Because of the uncertainty surrounding the ultimate outcome of personal injury claims, it is reasonably possible that future costs to settle personal injury claims may range from approximately \$463 million to \$608 million. However, BNSF Railway believes that the \$518 million recorded at December 31, 2011, is the best estimate of the Company's future obligation for the settlement of personal injury claims.

The amounts recorded by BNSF Railway for personal injury liabilities were based upon currently known facts. Future events, such as the number of new claims to be filed each year, the average cost of disposing of claims, as well as the numerous uncertainties surrounding personal injury litigation in the United States, could cause the actual costs to be higher or lower than projected.

Although the final outcome of personal injury matters cannot be predicted with certainty, considering among other things the meritorious legal defenses available and liabilities that have been recorded, it is the opinion of BNSF Railway that none of these items, when finally resolved, will have a material adverse effect on the Company's financial position or liquidity. However, the occurrence of a number of these items in the same period could have a material adverse effect on the results of operations in a particular quarter or fiscal year.

BNSF Insurance Company

Burlington Northern Santa Fe Insurance Company, Ltd. (BNSF IC), a wholly owned subsidiary of BNSF, provides insurance coverage for certain risks, FELA claims, railroad protective, force account insurance claims and certain excess general liability and property coverage, and certain other claims which are subject to reinsurance. During the years ended December 31, 2011, 2010 and 2009, BNSF IC wrote insurance coverage with premiums totaling \$118 million, \$135 million and \$155 million, respectively, for BNSF Railway, net of reimbursements from third parties. During this same time, BNSF Railway recognized \$115 million, \$135 million and \$155 million, respectively, in expense related to those premiums, which is classified as purchased services in the Consolidated Statements of Income. At December 31, 2011, unamortized premiums remaining on the Consolidated Balance Sheet were \$7 million. During the years ended December 31, 2011, 2010 and 2009, BNSF IC made claim payments totaling \$56 million, \$68 million and \$111 million, respectively, for settlement of covered claims. At December 31, 2011 and 2010, claims receivables from BNSF IC were \$49 million and \$9 million, respectively.

Environmental

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

BNSF Railway is involved in a number of administrative and judicial proceedings and other mandatory cleanup efforts for 262 sites, including 19 Superfund sites, at which it is participating in the study or cleanup, or both, of alleged environmental contamination.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS**

Liabilities for environmental cleanup costs are recorded when BNSF Railway's liability for environmental cleanup is probable and reasonably estimable. Subsequent adjustments to initial estimates are recorded as necessary based upon additional information developed in subsequent periods. Environmental costs include initial site surveys and environmental studies as well as costs for remediation of sites determined to be contaminated.

BNSF Railway estimates the ultimate cost of cleanup efforts at its known environmental sites on an annual basis during the third quarter. Ultimate cost estimates for environmental sites are based on current estimated percentage to closure ratios, possible remediation work plans and estimates of the costs and likelihood of each possible outcome, historical payment patterns, and benchmark patterns developed from data accumulated from industry and public sources, including the Environmental Protection Agency and other governmental agencies. These factors incorporate into the estimates experience gained from cleanup efforts at other similar sites. The most significant assumptions are the possible remediation work plans and estimates of the costs and likelihood of each possible outcome for the larger sites.

Annual studies do not include (i) contaminated sites of which the Company is not aware; (ii) additional amounts for third-party tort claims, which arise out of contaminants allegedly migrating from BNSF Railway property, due to a limited number of sites; or (iii) natural resource damage claims. BNSF Railway continues to estimate third-party tort claims on a site by site basis when the liability for such claims is probable and reasonably estimable. BNSF Railway's recorded liability for third-party tort claims as of December 31, 2011, is \$11 million.

On a quarterly basis, BNSF Railway monitors actual experience against the forecasted remediation and related payments made on existing sites and conducts ongoing environmental contingency analyses, which consider a combination of factors including independent consulting reports, site visits, legal reviews and analysis of the likelihood of other PRP's participation in, and their ability to pay for cleanup. Adjustments to the Company's estimates will continue to be recorded as necessary based on developments in subsequent periods. Additionally, environmental accruals, which are classified as materials and other in the Consolidated Statements of Income, include amounts for newly identified sites or contaminants, third-party claims and legal fees incurred for defense of third-party claims and recovery efforts.

The following table summarizes the activity in the Company's accrued obligations for environmental matters (in millions):

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Beginning balance	\$ 578	\$ 517	\$ 546
Accruals	43	150	64
Payments	(51)	(89)	(93)
Ending balance	\$ 570	\$ 578	\$ 517

At December 31, 2011 and 2010, \$80 million was included in current liabilities.

During the third quarters of 2011, 2010 and 2009, the Company analyzed recent data and trends to ensure the assumptions used by BNSF Railway to estimate its future environmental liability were reasonable. As a result of this study, in the third quarters of 2011, 2010 and 2009, management recorded additional expense of approximately \$29 million, \$73 million and \$25 million as of the June 30 measurement date, respectively. The Company plans to update its study again in the third quarter of 2012.

In the fourth quarter of 2010, as part of BNSF Railway's ongoing quarterly environmental contingency analyses, BNSF Railway recorded additional expense of approximately \$100 million related to changes in estimates at approximately 20 of its more complex sites. The total cost of remediation at these sites has a higher degree of uncertainty than the majority of its sites, driven by higher regulatory volatility and more complex, longer term, and costly type remedies than BNSF Railway typically experiences. These factors highlighted a need for BNSF Railway to incorporate other potential outcomes into its current estimates.

In 2008, the Company completed an analysis of its Montana sites to determine its legal exposure related to the potential effect of a Montana Supreme Court decision. The decision, which did not involve BNSF Railway, held that restoration damages (damages equating to clean-up costs which are intended to return property to its original condition) may be awarded under certain circumstances even where such damages may exceed the property's actual value. The legal situation in Montana, the increase in the number of claims against BNSF Railway and others resulting from this decision, and the completion of the analysis caused BNSF Railway to record additional pre-tax environmental expenses of \$175 million, for environmental liabilities primarily related to the effect of the aforementioned Montana Supreme Court decision on certain of BNSF Railway's Montana sites. In the third quarter of 2010, additional test results and negotiations with various parties at certain sites resulted in a reduction in expense of approximately \$40 million.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS**

BNSF Railway's environmental liabilities are not discounted. BNSF Railway anticipates that the majority of the accrued costs at December 31, 2011, will be paid over the next ten years, and no individual site is considered to be material.

Liabilities recorded for environmental costs represent BNSF Railway's best estimate of its probable future obligation for the remediation and settlement of these sites and include both asserted and unasserted claims. Although recorded liabilities include BNSF Railway's best estimate of all probable costs, without reduction for anticipated recoveries from third parties, BNSF Railway's total cleanup costs at these sites cannot be predicted with certainty due to various factors such as the extent of corrective actions that may be required, evolving environmental laws and regulations, advances in environmental technology, the extent of other parties' participation in cleanup efforts, developments in ongoing environmental analyses related to sites determined to be contaminated and developments in environmental surveys and studies of contaminated sites.

Because of the uncertainty surrounding these factors, it is reasonably possible that future costs for environmental liabilities may range from approximately \$430 million to \$800 million. However, BNSF Railway believes that the \$570 million recorded at December 31, 2011, is the best estimate of the Company's future obligation for environmental costs.

Although the final outcome of these environmental matters cannot be predicted with certainty, it is the opinion of BNSF Railway that none of these items, when finally resolved, will have a material adverse effect on the Company's financial position or liquidity. However, the occurrence of a number of these items in the same period could have a material adverse effect on the results of operations in a particular quarter or fiscal year.

Other Claims and Litigation

In addition to asbestos, other personal injury and environmental matters discussed above, BNSF Railway and its subsidiaries are also parties to a number of other legal actions and claims, governmental proceedings and private civil suits arising in the ordinary course of business, including those related to disputes and complaints involving certain transportation rates and charges. Some of the legal proceedings include claims for punitive as well as compensatory damages, and a few proceedings purport to be class actions. Although the final outcome of these matters cannot be predicted with certainty, considering among other things the meritorious legal defenses available and liabilities that have been recorded along with applicable insurance, BNSF Railway currently believes that none of these items, when finally resolved, will have a material adverse effect on the Company's financial position or liquidity. However, an unexpected adverse resolution of one or more of these items could have a material adverse effect on the results of operations in a particular quarter or fiscal year.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS****Note 4****Hedging Activities**

The Company formally documents the relationship between the hedging instrument and the hedged item, as well as the risk management objective and strategy for the use of the hedging instrument. This documentation includes linking the derivatives that are designated as fair value cash flow hedges to specific assets or liabilities on the balance sheet, commitments or forecasted transactions. The Company assesses at the time a derivative contract is entered into, and at least quarterly thereafter, whether the derivative item is effective in offsetting the changes in fair value or cash flows. Any change in fair value resulting from ineffectiveness, as defined by authoritative accounting guidance related to derivatives and hedging, is recognized in current period earnings. For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative instrument is recorded in accumulated other comprehensive loss (AOCL) as a separate component of equity and reclassified into earnings in the period during which the hedge transaction affects earnings. Cash flows related to fuel derivatives are classified as operating activities in the Consolidated Statements of Cash Flows.

Upon application of acquisition method accounting due to the Merger, the Company was required to re-designate its outstanding derivatives as hedges under authoritative accounting guidance. Certain costless collar derivatives did not qualify for re-designation as they were in net written positions as of the Merger date. As a result, hedge accounting was discontinued on these instruments. As of December 31, 2011, there were no costless collar derivatives outstanding.

No additional derivative contracts have been entered into subsequent to the Merger.

BNSF Railway monitors its derivative instrument positions and credit ratings of its counterparties and does not anticipate any losses due to counterparty nonperformance. All counterparties were financial institutions with credit ratings of A2/A- or higher as of December 31, 2011. The maximum amount of loss the Company could incur from credit risk based on the gross fair value of derivative instruments in asset positions as of December 31, 2011 and 2010, was \$24 million and \$87 million, respectively. Other than as disclosed below, the Company's derivative agreements do not include provisions requiring collateral. Certain of the Company's derivative instruments are covered by master netting arrangements whereby, in the event of a default, the non-defaulting party has the right to set off any amounts payable against any obligation of the defaulting party under the same counterparty agreement. As such, the Company's net asset exposure to counterparty credit risk was \$24 million and \$86 million as of December 31, 2011 and 2010, respectively.

Certain of the Company's fuel-derivative instruments are covered by an agreement which includes a provision such that the Company either receives or posts cash collateral if the fair value of the instruments exceeds a certain net asset or net liability threshold, respectively. The threshold is based on a sliding scale, utilizing either the counterparty's credit rating, if the instruments are in a net asset position, or BNSF's credit rating, if the instruments are in a net liability position. If the applicable credit rating should fall below Ba3 (Moody's) or BB- (S&P), the threshold would be eliminated and collateral would be required for the entire fair value amount. All cash collateral paid is held on deposit by the payee and earns interest to the benefit of the payor based on the London Interbank Offered Rate (LIBOR). There were no open fuel-derivative instruments under these provisions on December 31, 2011. The aggregate fair value of all open fuel-derivative instruments under these provisions was in a net liability position on December 31, 2010, of \$4 million, which was below the collateral threshold. As such, there was no posted collateral outstanding at December 31, 2011 or 2010.

The amounts recorded in the Consolidated Balance Sheets for derivative transactions were as follows, presented net of any master netting arrangements (in millions):

	December 31, 2011	December 31, 2010
Short-term derivative asset	\$ 24	\$ 69
Long-term derivative asset	–	17
Short-term derivative liability	–	(4)
Total derivatives	\$ 24	\$ 82

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS**

The tables below contain summaries of all derivative positions reported in the Consolidated Financial Statements, presented gross of any master netting arrangements (in millions):

Fair Value of Derivative Instruments			
Asset Derivatives			
	December 31, 2011	December 31, 2010	Balance Sheet Location
Asset derivatives designated as hedging instruments under ASC 815-20			
Fuel Contracts	\$ 24	\$ 60	Other current assets
Fuel Contracts	-	17	Other assets
Total asset derivatives designated as hedging instruments under ASC 815-20	\$ 24	\$ 77	
Asset derivatives not designated as hedging instruments under ASC 815-20			
Fuel contracts	\$ -	\$ 10	Other current assets
Total asset derivatives not designated as hedging instruments under ASC 815-20	\$ -	\$ 10	
Total asset derivatives	\$ 24	\$ 87	
Liability Derivatives			
	December 31, 2011	December 31, 2010	Balance Sheet Location
Liability derivatives designated as hedging instruments under ASC 815-20			
Fuel Contracts	\$ -	\$ 1	Other current assets
Fuel Contracts	-	4	Accounts payable and other current liabilities
Total liability derivatives designated as hedging instruments under ASC 815-20	\$ -	\$ 5	
Total liability derivatives	\$ -	\$ 5	

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

NOTES TO FINANCIAL STATEMENTS

**The Effects of Derivative Instruments Gains and Losses for the Year Ended
December 31, 2011, 2010 and 2009**

Derivatives in ASC 815-20 Cash Flow Hedging Relationships

		Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion)		
		Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Fuel Contracts		\$ 50	\$ 14	\$ 268
Total derivatives		\$ 50	\$ 14	\$ 268

		Amount of Gain or (Loss) Recognized from AOCL into Income (Effective Portion)		
		Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Fuel Contracts	Fuel expense	\$ 78	\$ (28)	\$ (227)
Total derivatives		\$ 78	\$ (28)	\$ (227)

		Amount of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing) ^a		
		Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Fuel Contracts	Fuel expense	\$ (16)	\$ 3	\$ 32
Total derivatives		\$ (16)	\$ 3	\$ 32

a No portion of the gain or (loss) was excluded from the assessment of hedge effectiveness for the periods then ended.

Derivatives Not Designated as Hedging Instruments under ASC 815-20

		Amount of Gain or (Loss) Recognized in Income on Derivatives		
		Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Fuel Contracts	Fuel expense	\$ -	\$ 12	\$ -
Total derivatives		\$ -	\$ 12	\$ -

As of December 31, 2011, the Company estimates that within the next twelve months approximately \$22 million in pre-tax hedge instrument gains will be reclassified from accumulated other comprehensive income into earnings.

The Company utilizes a market approach using the forward commodity price for the periods hedged to value its fuel-derivative swaps and costless collars. As such, the fair values of these instruments are classified as Level 2 valuations under authoritative accounting guidance related to fair value measurements.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS****Fuel**

Fuel costs represented 31 percent, 25 percent, and 22 percent of total operating expenses during the years ended December 31, 2011, 2010 and 2009, respectively. Due to the significance of diesel fuel expenses to the operations of BNSF Railway and the historical volatility of fuel prices, the Company has entered into derivatives to partially mitigate the risk of fluctuations in the price of its diesel fuel purchases. The fuel derivatives include the use of derivatives that are accounted for as cash flow hedges. The Company enters into fuel-derivative instruments based on management's evaluation of current and expected diesel fuel price trends with the intent of protecting operating margins and overall profitability from adverse fuel price changes. However, to the extent the Company hedges portions of its fuel purchases, it may not realize the impact of decreases in fuel prices. Conversely, to the extent the Company does not hedge portions of its fuel purchases, it may be adversely affected by increases in fuel prices.

As of December 31, 2011, BNSF Railway's total fuel-derivative positions, of which the majority are designated as cash flow hedges, covered approximately 3 percent of the average annual locomotive fuel consumption over the past three years. Derivative positions are closely monitored to ensure that they will not exceed actual fuel requirements in any period. As of December 31, 2011 and 2010, BNSF Railway had entered into fuel-derivative agreements covering approximately 36 million gallons and 284 million gallons, respectively.

Note 5**Stock-Based Compensation***Predecessor*

On April 15, 1999, BNSF shareholders approved the Burlington Northern Santa Fe 1999 Stock Incentive Plan and authorized 20 million shares of BNSF common stock to be issued in connection with stock options, restricted stock, restricted stock units and performance stock. On April 18, 2001, April 17, 2002, April 21, 2004 and April 19, 2006, BNSF shareholders approved the amendments to the Burlington Northern Santa Fe 1999 Stock Incentive Plan, which authorized additional awards of 9 million, 6 million, 7 million and 11 million shares, respectively, of BNSF common stock to be issued in connection with stock options, restricted stock, restricted stock units and performance stock. Additionally, on April 18, 1996, BNSF shareholders approved the non-employee directors' stock plan and authorized 900 thousand shares of BNSF common stock to be issued in connection with this plan.

No further grants of BNSF stock will be made under the BNSF stock-based compensation plans.

Under BNSF's Predecessor stock plans, options were granted to directors, officers and salaried employees of BNSF Railway at the fair market value of BNSF's common stock on the date of grant. Stock option grants generally vest ratably over three years and expire within ten years after the date of grant. Shares issued upon exercise of options were issued from treasury shares or from authorized but unissued shares.

Successor

Following the Merger, each outstanding stock option or share award of BNSF common stock was converted into an option or restricted stock unit of Berkshire Class B Common Stock, in accordance with a formula to convert such awards.

Additionally, following the Merger, the Berkshire Hathaway Inc. 2010 Umbrella Plan for BNSF Equity Plans became effective, authorizing approximately 16 million shares of Berkshire Class B Common Stock to be issued in connection with the conversion of BNSF stock options, restricted stock units and performance stock. Included in this amount is approximately 300 thousand shares for certain outstanding option awards that provide for a reload feature if the eligible employee pays all or a portion of the purchase price with Berkshire stock. In that event, the employee is issued new options to purchase additional shares of Berkshire Class B Common Stock equal to the number of shares of stock surrendered in such payment. Approximately 215 thousand shares of Berkshire Class B Common Stock were available for future reload grants at December 31, 2011.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS***Stock Options*

The fair value of each option award is estimated on the date of grant using the Black-Scholes option-pricing model. The following assumptions apply to the options granted for the periods presented:

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Weighted average expected life (years)	1.1	2.4	4.8
Weighted average expected volatility	26.00 %	26.00%	29.60%
Weighted average expected dividend yield	0.00 %	0.00%	1.96%
Weighted average risk free interest rate	0.23 %	0.73%	2.15%
Weighted average fair value per share at date of grant	\$ 8.08	\$ 13.29	\$ 15.09

Expected volatilities are based on historical volatility of Berkshire (Successor) and BNSF (Predecessor), implied volatilities from traded options and other factors. The Company uses historical experience with exercise and post-vesting employment termination behavior to determine the options' expected life. The expected life represents the period of time that options granted are expected to be outstanding. The risk-free rate is based on the U.S. Treasury rate with a maturity date corresponding to the options' expected life.

A summary of the status of stock options is presented below (options in thousands, aggregate intrinsic value in millions):

	Options	Weighted Average Exercise Prices	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Balance at December 31, 2010	11,003	\$ 54.28	5.51	\$ 285
Granted	5	76.35		
Exercised	(1,391)	42.48		
Cancelled	(46)	54.70		
Balance at December 31, 2011	9,571	\$ 56.00	4.86	\$ 200
Options exercisable at December 31, 2011	8,657	\$ 56.78	4.60	\$ 175

The total intrinsic value of options exercised was \$55 million, \$104 million and \$87 million during the years ended December 31, 2011, 2010 and 2009, respectively.

Other Incentive Programs

BNSF had other long-term incentive programs that utilized restricted shares/units. A summary of the status of restricted shares/units and the weighted average grant date fair values as of, and for the year ended December 31, 2011, is presented below (shares in thousands):

	Time Based		Performance Based Units		Performance Stock		Total	
Balance at December 31, 2010	175	\$ 76.90	1,114	\$ 76.90	552	\$ 76.90	1,841	\$ 76.90
Granted	-	-	-	-	-	-	-	-
Vested	(70)	76.90	(435)	76.90	-	-	(505)	76.90
Forfeited	(4)	76.90	(23)	76.90	(221)	76.90	(248)	76.90
Balance at December 31, 2011	101	\$ 76.90	656	\$ 76.90	331	\$ 76.90	1,088	\$ 76.90

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION-EXPLANATORY NOTES-Continued**NOTES TO FINANCIAL STATEMENTS**

A summary of the weighted average grant date fair market values of the restricted share/units as of, and for the years ended December 31, 2009, is presented below. There were no grants made in 2010.

Grant Date Fair Market Value of Awards Granted	Time Based	Performance Based Units	Performance Stock
Year ended December 31, 2009	\$ 66.67	\$ 64.97	\$ 59.75

A summary of the fair value of the restricted share/units vested during the years ended December 31, 2011, 2010 and 2009, respectively, is presented below:

Total Fair Value of Shares Vested (in millions)	Time Based	Performance Based Units	Performance Stock	Total
Year Ended December 31, 2011	\$ 6	\$ 36	\$ -	\$ 42
Year Ended December 31, 2010	\$ 15	\$ 2	\$ -	\$ 17
Year Ended December 31, 2009	\$ 15	\$ 14	\$ 4	\$ 33

Time-based awards were granted to senior managers within BNSF Railway primarily as a retention tool and to encourage ownership in BNSF. They generally vest over three years, although in some cases up to five years, and are contingent on continued salaried employment.

Performance-based units were granted to senior managers within BNSF Railway to encourage ownership in BNSF and to align management's interest with those of its shareholders. Performance-based units generally vest over three years and are contingent on the achievement of certain predetermined corporate performance goals (e.g., return on invested capital (ROIC)) and continued salaried employment.

Additionally, eligible employees could earn performance stock contingent upon achievement of higher ROIC goals and continued salaried employment.

Shares awarded under each of the plans may not be sold or used as collateral and are generally not transferable by the holder until the shares awarded become free of restrictions. Compensation cost, net of tax, recorded under the various stock incentive plans is shown in the following table (in millions):

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Compensation cost	\$ 64	\$ 122	\$ 41
Income tax benefit	(24)	(43)	(15)
Total	\$ 40	\$ 79	\$ 26
Compensation cost capitalized	\$ 4	\$ 4	\$ 6

In 2010, the Company recognized \$32 million of expense as a result of a re-measurement event occurring.

At December 31, 2011, there was \$20 million of total unrecognized compensation cost related to unvested share-based compensation arrangements. Substantially all of the cost is expected to be recognized in 2012.

210. RESULTS OF OPERATIONS

(Dollars in Thousands)

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

Cross-Checks

Schedule 210

Schedule 210

Line 15, col b

= Line 62, col b

2. Report total operating expenses from Sched. 410. Any differences between this schedule and Sched. 410 must be explained on page 18.

Lines 47,48,49 col b

= Line 63, col b

Line 50, col b

= Line 64, col b

3. List dividends from investments accounted for under the cost method on line 19, and list dividends accounted for under the equity method on line 25.

Line 14, col b

Schedule 410

= Line 620, col h

Line 14, col d

= Line 620, col f

4. All contra entries should be shown in parenthesis.

Line 14, col e

= Line 620, col g

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Freight-related revenue & expenses (d)	Passenger-related revenue & expenses (e)	Line No.
		ORDINARY ITEMS					
		OPERATING INCOME					
		Railway Operating Income					
1		(101) Freight	19,038,707	16,416,760	19,038,707		1
2		(102) Passenger					2
3		(103) Passenger-related					3
4		(104) Switching	32,375	30,475	32,375		4
5		(105) Water transfers					5
6		(106) Demurrage	140,711	115,102	140,711		6
7		(110) Incidental	101,571	114,097	101,571		7
8		(121) Joint facility - credit	10,053	12,152	10,053		8
9		(122) Joint facility - debit					9
10		(501) Railway operating revenues (Exclusive of transfers from government authorities-lines 1-9)	19,323,417	16,688,586	19,323,417		10
11		(502) Railway operating revenues - transfers from government authorities					11
12		(503) Railway operating revenues - amortization of deferred transfers from government authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	19,323,417	16,688,586	19,323,417		13
14	*	(531) Railway operating expenses	14,327,133	12,597,926	14,327,133		14
15	*	Net revenue from railway operations	4,996,284	4,090,660	4,996,284		15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations					16
17		(510) Miscellaneous rent income					17
18		(512) Separately operated properties - profit					18
19		(513) Dividend income (cost method)	400	400			19
20		(514) Interest income	41,240	26,424			20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt					22
23		(518) Reimbursements received under contracts and agreements					23
24		(519) Miscellaneous income	36,725	95,801			24
		Income from affiliated companies: 519					
25		a. Dividends (equity method)					25
26		b. Equity in undistributed earnings (losses)					26
27		TOTAL OTHER INCOME (lines 16-26)	78,365	122,625			27
28		TOTAL INCOME (lines 15, 27)	5,074,649	4,213,285			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations					29
30		(544) Miscellaneous taxes					30
31		(545) Separately operated properties-Loss					31
32		(549) Maintenance of investment organization					32
33		(550) Income transferred under contracts and agreements					33
34		(551) Miscellaneous income charges	21,438	21,838			34
35		(553) Uncollectible accounts					35
36		TOTAL MISCELLANEOUS DEDUCTIONS	21,438	21,838			36
37		Income available for fixed charges	5,053,211	4,191,447			37

210. RESULTS OF OPERATIONS - Continued					
(Dollars in Thousands)					
Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No.
FIXED CHARGES					
38		(546) Interest on funded debt:			38
		(a) Fixed interest not in default	104,526	123,662	
39		(b) Interest in default			39
40		(547) Interest on unfunded debt			40
41		(548) Amortization of discount on funded debt	2,632	2,819	41
42		TOTAL FIXED CHARGES (lines 38 through 41)	107,158	126,481	42
43		Income after fixed charges (line 37 minus line 42)	4,946,053	4,064,966	43
OTHER DEDUCTIONS					
44		(546) Interest on funded debt:			44
		(c) Contingent interest			
UNUSUAL OR INFREQUENT ITEMS					
45		(555) Unusual or infrequent items (debit) credit			45
46		Income (Loss) from continuing operations (before inc. taxes)	4,946,053	4,064,966	46
PROVISIONS FOR INCOME TAXES					
47	*	(556) Income taxes on ordinary income:			47
		(a) Federal income taxes	395,883	749,479	
48	*	(b) State income taxes	78,752	140,821	48
49	*	(c) Other income taxes			49
50	*	(557) Provision for deferred taxes	1,366,874	705,671	50
51		TOTAL PROVISION FOR INCOME TAXES (lines 47 through 52)	1,841,509	1,595,971	51
52		Income from continuing operations (line 46 minus line 51)	3,104,544	2,468,995	52
DISCONTINUED OPERATIONS					
53		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$)			53
54		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$)			54
55		Income before extraordinary items (lines 52 through 54)	3,104,544	2,468,995	55
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
56		(570) Extraordinary items (Net)			56
57		(590) Income taxes on extraordinary items			57
58		(591) Provision for deferred taxes - Extraordinary items			58
59		TOTAL EXTRAORDINARY ITEMS (lines 56 through 58)			59
60		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$)			60
61	*	Net income (Loss) (lines 55 + 59 + 60)	3,104,544	2,468,995	61
RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI)					
62	*	Net revenues from railway operations	4,996,284	4,090,660	62
63	*	(556) Income taxes on ordinary income (-)	474,635	890,300	63
64	*	(557) Provision for deferred income taxes (-)	1,366,874	705,671	64
65		Income from lease of road and equipment (-)	12,844	12,848	65
66		Rent for leased roads and equipment (+)			66
67		Net railway operating income (loss)	3,141,931	2,481,841	67

NOTES AND REMARKS FOR SCHEDULE 210 AND 220

THIS PAGE INTENTIONALLY LEFT BLANK

220. RETAINED EARNINGS

(Dollars in Thousands)

1. Show below the items of retained earnings accounts of the respondent for the year, classified in accordance with the Uniform System of Accounts for Railroad Companies,
2. All contra entries should be shown in parentheses.
3. Show in lines 22 and 23 the amount of assigned Federal income tax consequences for accounts 606 and 616.
4. Segregate in column (c) all amounts applicable to the equity in undistributed earnings (losses) of affiliated companies based on the equity method of accounting.
5. Line 3 (line 7 if a debit balance), column (c), should agree with line 26, column (b), in Schedule 210. The total of columns (b) and (c), lines 3 and 7, should agree with line 61, column (b) in Schedule 210.
6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item	Retained Earnings - Unappropriated (b)	Equity in Undistributed Earnings (Losses) of Affiliated Companies (c)	Line No.	
		(a)				
1		Balances at beginning of year	13,868,134	309,012	1	
2		(601.5) Prior period adjustments to beginning retained earnings			2	
		CREDITS				
3		(602) Credit balance transferred from income	3,090,433	14,111	3	
4		(603) Appropriations released			4	
5		(606) Other credits to retained earnings	302		5	
6		TOTAL CREDITS	3,090,735	14,111	6	
		DEBITS				
7		(612) Debit balance transferred from income			7	
8		(616) Other debits to retained earnings	2,444,622		8	
9		(620) Appropriations for sinking and other funds			9	
10		(621) Appropriations for other purposes			10	
11		(623) Dividends: Common stock			11	
12		Preferred stock (1)			12	
13		TOTAL DEBITS	2,444,622		13	
14		Net increase (decrease) during year (Line 6 minus line 13)	646,113	14,111	14	
15		Balances at close of year (lines 1, 2, and 14)	14,514,247	323,123	15	
16		Balances from line 15 (c)	323,123	N/A	16	
17		(798) Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	14,837,370	N/A	17	
18		(797) Total appropriated retained earnings:				18
19		Credits during year \$ 0				19
20		Debits during year \$ 0				20
21		Balance at close of year \$ 0				21
22		Amount of assigned Federal income tax consequences				
23		Account 606 \$ 0 Account 616 \$ 0			23	

230. CAPITAL STOCK									
PART I. CAPITAL STOCK									
(Dollars in Thousands)									
1 Disclose in column (a) the particulars of the various issues of capital stock of the respondent, distinguishing separate issues of any general class, if different in any respect. 2 Present in column (b) the par or stated value of each issue. If none, so state. 3 Disclose in columns (c), (d), (e), and (f) the required information concerning the number of shares authorized, issued, in treasury, and outstanding for the various issues. 4 For the purposes of this report, capital stock and other securities are considered to be nominally issued when certificates are signed and sealed and placed with the proper officer for sale and delivery or are pledged or otherwise placed in some special fund of the respondent. They are considered to be actually issued when sold to a bona fide purchaser who holds them free from control by the respondent. All securities actually issued and not reacquired by or for the respondent are considered to be actually outstanding. If reacquired by or for the respondent, and not canceled or retired, they are considered to be nominally outstanding.									
Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common - BNSF	1,000	1,000	1,000	NONE	1,000	1	NONE	1
2									2
3									3
4									4
5									5
6									6
7									7
8									8
9									9
10		1,000	1,000	1,000	NONE	1,000	1	NONE	10
PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR									
(Dollars in Thousands)									
1 The purpose of this part is to disclose capital stock changes during the year. 2 Column (a) presents the items to be disclosed. 3 Columns (b), (d), and (f) require disclosure of the number of shares of preferred, common, and treasury stock applicable to the items in column (a). 4 Columns (c), (e), and (g) require the disclosure of the book value of preferred, common, and treasury stock. 5 Disclose in column (h) the additional paid-in capital realized from changes in capital stock during the year. 6 Unusual circumstances arising from changes in capital stock shall be fully explained in footnotes to this schedule.									
Line No.	Item (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		No. of Shares (b)	\$ Amount (c)	No. of Shares (d)	\$ Amount (e)	No. of Shares (f)	\$ Amount (g)		
11	Balance at beginning of year	NONE	NONE	1,000	1	NONE	NONE	6,331,613	11
12	Capital stock sold								12
13	Capital stock reacquired								13
14	Capital stock cancelled								14
15									15
16									16
17									17
18	Balance at close of year	NONE	NONE	1,000	1	NONE	NONE	6,331,613	18

240. STATEMENT OF CASH FLOWS
(Dollars in Thousands)

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

CASH FLOWS FROM OPERATING ACTIVITIES

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

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Previous Year (c)	Line No.
10		Income from continuing operations	3,104,544	2,468,995	10

ADJUSTMENTS TO RECONCILE INCOME FROM CONTINUING OPERATIONS TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Previous Year (c)	Line No.
11		Loss (gain) on sale or disposal of tangible property and investments	(37,900)	(88,349)	11
12		Depreciation and amortization expenses	1,620,676	1,635,589	12
13		Net increase (decrease) in provision for Deferred Income Taxes	1,366,874	705,671	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	14,111	14,582	14
15		Decrease (increase) in accounts receivable	(311,244)	(227,060)	15
16		Decrease (increase) in material and supplies and other current assets	(101,577)	(46,511)	16
17		Increase (decrease) in current liabilities other than debt	346,590	351,901	17
18		Increase (decrease) in other - net	183,510	(189,700)	18
19		Net cash provided from continuing operations (lines 10 through 18)	6,185,584	4,625,118	19
20		Add (Subtract) cash generated (paid) by reason of discontinued operations and extraordinary items			20
21		NET CASH PROVIDED FROM OPERATING ACTIVITIES (lines 19 and 20)	6,185,584	4,625,118	21

CASH FLOWS FROM INVESTING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Previous Year (c)	Line No.
22		Proceeds from sale of property	37,900	88,349	22
23		Capital expenditures	(3,186,075)	(2,427,498)	23
24		Net change in temporary cash investments not qualifying as cash equivalents			24
25		Proceeds from sale/repayment of investment and advances			25
26		Purchase price of long-term investment and advances			26
27		Net decrease (increase) in sinking and other special funds			27
28		Other - net	(315,339)	(702,325)	28
29		NET CASH USED IN INVESTING ACTIVITIES (lines 22 through 28)	(3,463,514)	(3,041,474)	29

(Continued on next page)

240. STATEMENT OF CASH FLOWS (Concluded)
(Dollars in Thousands)

CASH FLOWS FROM FINANCING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Previous Year (c)	Line No.
30		Proceeds from issuance of long-term debt			30
31		Principal payments of long-term debt	(195,732)	(223,024)	31
32		Proceeds from issuance of capital stock			32
33		Purchase price of acquiring treasury stock			33
34		Cash dividends paid			34
35		Other - net	(2,243,552)	(1,370,564)	35
36		NET CASH FROM FINANCING ACTIVITIES (lines 30 through 35)	(2,439,284)	(1,593,588)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (lines 21, 29, and 36)	282,786	(9,944)	37
38		Cash and cash equivalents at beginning of the year	10,190	20,134	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (lines 37 & 38)	292,976	10,190	39
		Footnotes to Schedule Cash paid during the year for:			
40		Interest (net of amount capitalized) *	95,617	118,538	40
41		Income taxes (net) *	234,573	737,490	41

* Only applies if indirect method is adopted

NOTES AND REMARKS

245. WORKING CAPITAL
(Dollars in Thousands)

1 This schedule should include only data pertaining to railway transportation services.

2 Carry out calculations of lines 9, 10, 20, and 21 to the nearest whole number.

Line No.	Item (a)	Source	Amount (b)	Line No.
CURRENT OPERATING ASSETS				
1	Interline and other balances (705)	Sched. 200, line 5, col. b	98,858	1
2	Customers (706)	Sched. 200, line 6, col. b	821,281	2
3	Other (707)	Note A	98,196	3
4	TOTAL CURRENT OPERATING ASSETS	Lines 1 + 2 + 3	1,018,335	4
OPERATING REVENUE				
5	Railway operating revenue	Sched. 210, line 13, col. b	19,323,417	5
6	Rent income	Note B	128,368	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	19,451,785	7
8	Average daily operating revenues	Line 7 ÷ 360 days	54,033	8
9	Days of operating revenue in current operating assets	Line 4 ÷ line 8	19	9
10	Revenue delay days plus buffer	Line 9 + 15 days	34	10
CURRENT OPERATING LIABILITIES				
11	Interline and other balances (752)	Sched. 200, line 31, col. b	155,587	11
12	Audited accounts and wages payable (753)	Sched. 200, line 32, col. b	212,879	12
13	Accounts payable - other (754)	Sched. 200, line 33, col. b	260,694	13
14	Other taxes accrued (761.5)	Note A	267,482	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 through 14	896,642	15
OPERATING EXPENSES				
16	Railway operating expenses	Sched. 210, line 14, col. b	14,327,133	16
17	Depreciation	Sched 410, lines 136, 137, 138, 213, 232, 317, col. h	1,650,672	17
18	Cash related operating expenses	Line 16 + line 6 - line 17	12,804,829	18
19	Average daily expenditures	Line 18 ÷ 360 days	35,569	19
20	Days of operating expenses in current operating liabilities	Line 15 ÷ line 19	25	20
21	Days of working capital required	Line 10 - line 20 (Note C)	9	21
22	Cash working capital required	Line 21 x line 19	320,121	22
23	Cash and temporary cash balance	Sched. 200, line 1 + line 2, col. b	292,976	23
24	Cash working capital allowed	Lesser of line 22 or line 23	292,976	24
MATERIALS AND SUPPLIES				
25	Total materials and supplies (712)	Sched. 200, line 12, col. b	739,191	25
26	Scrap and obsolete material included in account 712	Note A		26
27	Materials and supplies held for common carrier purposes	Line 25 - line 26	739,191	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	1,032,167	28

NOTES:

(A) Use common carrier portion only. Common carrier refers to railway transportation service

(B) Rent income is the sum of Schedule 410, column h, lines 121, 122, 123, 127, 128, 129, 133, 134, 135, 208, 210, 212, 227, 229, 231, 312, 314, and 316. Rent income is added to railway operating revenues to produce total revenues. Rent income is also added to total operating expenses to exclude the rent revenue items from operating expense.

(C) If result is negative, use zero.

NOTES AND REMARKS

THIS PAGE INTENTIONALLY LEFT BLANK

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A

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

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

- (A) Stocks
 - (1) Carriers-active
 - (2) Carriers-inactive
 - (3) Noncarriers-active
 - (4) Noncarriers-inactive
- (B) Bonds (including US government bonds)
- (C) Other secured obligations
- (D) Unsecured notes
- (E) Investment advances

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

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

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

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

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

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

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

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

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

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

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

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of companies affiliated with respondent from accounts 715 (sinking funds), 716 (capital funds), 721 (investments and advances affiliated companies), and 717 (other funds).
2. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 25, 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. Give 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 evidence of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially _____ to _____." Abbreviations in common use in standard financial publications may be used to conserve space.

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)	Line No.
1	721	A-1	VII	Alameda Belt Line Common	50.00	1
2			VII	Belt Railway Company of Chicago, The Common	16.67	2
3			VII	Central California Traction Company Common	33.33	3
4			VII	Central California Traction Company Preferred	33.33	4
5			VII	Houston Belt & Terminal Railway Company Common	50.00	5
6			VII	Kansas City Terminal Railway Company Common	25.00	6
7			VII	Longview Switching Company Common	50.00	7
8			VII	MT Properties Inc. Common	43.30	8
9			VII	Oakland Terminal Railway Common	50.00	9
10			VII	Paducah & Illinois Railroad Company Common	33.34	10
11			VII	Portland Terminal Railroad Company Common	40.00	11
12			VII	St. Joseph Terminal Railroad Company Common	50.00	12
13			VII	Sunset Railway Company Common	50.00	13
14			VII	Terminal Railroad Association of St. Louis Common	14.29	14
15			VII	Texas City Terminal Railway Company Common	33.30	15
16			VII	TTX Company Common	17.30	16
17			VII	Wichita Union Terminal Railway Company Common	66.67	17
18				Total Class A-1		18
19						19
20	721	A-3	X	Meteorcomm, LLC	25.00	20
21			X	PTC 220, LLC	14.29	21
22			VII	Railmarketplace.com, Inc. Preferred	18.85	22
23			X	Tongue River Holding Company, LLC	33.33	23
24				Total Class A-3		24
25						25
26	798	D-3	X	Burlington Northern Santa Fe, LLC - BNSF Railway's parent company		26
27				Total Class D-3		27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38						38
39						39
40						40
41						41
42						42
43						43
44						44
45						45
46						46
47						47
48						48
49						49
50						50

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

6. If any of the companies included in this schedule are controlled by respondent, the percent of control should be shown in column (e). In case any company listed is controlled other than through actual ownership of securities, give particulars in a footnote. In case of joint control, give names of other parties and particulars of control.
7. If any advances reported are pledged, give particulars in a footnote.
8. Investments in companies in which neither the original cost or present equity in total assets are less than \$10,000 may be combined in one figure.
9. Also include investments in unincorporated entities such as lessee organizations (exclusive of amounts nominally settled on a current basis).
10. This schedule should not include securities issued or assumed by respondent.
11. For affiliates which do not report to the Surface Transportation Board and are jointly owned, give names and extent of control by other entities by footnotes.

Line No.	Investments and Advances				Disposed of profit (loss) (j)	Adjustments Account 721.5 (k)	Dividends or interest credited to income (l)	Line No.
	Opening Balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing Balance (i)				
1	914			914				1
2	520			520				2
3	1,548			1,548				3
4	264			264				4
5	9			9				5
6	163			163				6
7	2			2				7
8	355			355				8
9	113			113				9
10	3			3				10
11	1,368			1,368				11
12	325			325				12
13	54			54				13
14								14
15	1,405			1,405				15
16	15,961			15,961				16
17	46			46				17
18	23,050	-	-	23,050				18
19								19
20	9,000			9,000				20
21	8,379			8,379				21
22	-			-				22
23	-	12,989		12,989				23
24	17,379	12,989	-	30,368				24
25								25
26	2,318,609	2,464,900	(220,000)	4,563,509	*			26
27	2,318,609	2,464,900	(220,000)	4,563,509	*			27
28								28
29								29
30								30
31								31
32								32
33								33
34								34
35								35
36								36
37								37
38								38
39								39
40								40
41								41
42								42
43								43
44								44
45								45
46								46
47								47
48								48
49								49
50								50

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

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)	Line No.
1	721	E-1	VII	Alameda Belt Line		1
2			VII	Central California Traction Company		2
3			VII	Houston Belt & Terminal Railway Company		3
4			VII	Kansas City Terminal Railway Company		4
5			VII	Longview Switching Company		5
6			VII	MT Properties Inc.		6
7			VII	Paducah & Illinois Railroad Company		7
8			VII	Port Terminal Railroad Association		8
9			VII	St. Joseph Terminal Railroad Company		9
10			VII	Sunset Railway Company		10
11			VII	Terminal Railroad Association of St. Louis		11
12			VII	Texas City Terminal Railway Company		12
13			VII	Wichita Terminal Association		13
14			VII	Wichita Union Terminal Railway Company		14
15				Total Class E-1		15
16						16
17	721	E-3	X	Kinder Morgan Energy Partners L. P.	0.50	17
18			X	Meteorcomm, LLC		18
19			X	Montauk Synfuels LLC	50.00	19
20			X	PTC 220, LLC		20
21			X	Tongue River Holding Company, LLC		21
22				Total Class E-3 X		22
23						23
24	721			Equity Earning (Loss) - Schedule 310A		24
25						25
26				Grand Total Account 721		26
27						27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - (Concluded)

(Dollars in Thousands)

Line No.	Investments and Advances				Disposed of profit (loss) (j)	Adjustments Account 721.5 (k)	Dividends or interest credited to income (l)	Line No.
	Opening Balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing Balance (i)				
1	(500)			(500)				1
2	1,494	815		2,309				2
3	28,190	1,978		30,168				3
4	8,982			8,982				4
5	63			63				5
6	(369)			(369)				6
7	575			575				7
8	1,100			1,100				8
9	191			191				9
10	845			845				10
11								11
12	30			30				12
13	4			4				13
14	844			844				14
15	41,449	2,793	-	44,242				15
16								16
17	4,500			4,500				17
18	4,900	16,500		21,400				18
19	-							19
20	-	460		460				20
21	-	500		500				21
22	9,400	17,460		26,860				22
23								23
24	283,647	8,754	(3,412)	288,989				24
25								25
26	2,693,534	2,506,896	(223,412)	4,977,018	*			26
27								27
28								28
29								29
30								30
31								31
32								32
33								33
34								34
35								35
36								36
37								37

* Includes \$4,563,509K intercompany note receivable from Burlington Northern Santa Fe, LLC classified as equity in accordance with GAAP and the BNSF Railway 10K

310. NOTES AND REMARKS

		<u>% Ownership</u>
1	ALAMEDA BELT LINE	
	BNSF Railway Company	50.00
	Union Pacific Railroad Company	50.00
		<u>100.00</u>
2	BELT RAILWAY COMPANY OF CHICAGO, THE	
	CSX Transportation, Inc.	25.00
	Norfolk Southern Company	25.00
	BNSF Railway Company	16.67
	Grand Trunk Western Railroad Illinois Central Railroad Company	16.67
	Soo Line Railroad Company	8.33
	Union Pacific Railroad Company	8.33
		<u>100.00</u>
	5,198 shares are held by U.S. Bank, N.A., Trustee, as collateral under the BNI Consolidated Mortgage.	
3	CENTRAL CALIFORNIA TRACTION COMPANY	
	Union Pacific Railroad Company	66.67
	BNSF Railway Company	33.33
		<u>100.00</u>
4	HOUSTON BELT & TERMINAL RAILWAY COMPANY	
	BNSF Railway Company	50.00
	Union Pacific Railroad Company	50.00
		<u>100.00</u>
	121 shares are held by U.S. Bank, N.A., Trustee, as collateral under the BNI Consolidated Mortgage.	
5	KANSAS CITY TERMINAL RAILWAY COMPANY	
	Union Pacific Railroad Company	41.67
	BNSF Railway Company	25.00
	Kansas City Southern Railway Company	16.67
	Iowa & Missouri Railway Company	8.33
	Norfolk Southern Railway Company	8.33
		<u>100.00</u>
	5,485 shares are held by UMB of Kansas City, Missouri, Trustee, under Stock Trust Agreement dated June 12, 1909, and 5 shares are held by U.S. Bank, N.A., Trustee, as collateral under the BNI Consolidated Mortgage.	
6	LONGVIEW SWITCHING COMPANY	
	BNSF Railway Company	50.00
	Union Pacific Railroad Company	50.00
		<u>100.00</u>
7	Meteorcomm, LLC	
	BNSF Communications, Inc. (BNSF Railway Company)	25.00
	Ekanet, Inc. (Union Pacific Railroad Company)	25.00
	CSX Transportation, Inc.	25.00
	NS Spectrum Corporation (Norfolk Southern Company)	25.00
		<u>100.00</u>
8	MT PROPERTIES INC.	
	BNSF Railway Company	43.30
	Union Pacific Railroad Company	42.09
	Soo Line Railroad Company	14.61
		<u>100.00</u>
	30,498 shares are subject to the liens of the BNI Consolidated Mortgage and the NP General Lien Mortgage and held as collateral by U.S. Bank, N.A., Trustee, of the BNI Consolidated Mortgage and Citibank, N.A., Trustee under the NP General Lien Mortgage.	

310. NOTES AND REMARKS

		<u>% Ownership</u>
9	OAKLAND TERMINAL RAILWAY	
	BNSF Railway Company	50.00
	Union Pacific Railroad Company	50.00
		<u>100.00</u>
10	PADUCAH & ILLINOIS RAILROAD COMPANY	
	BNSF Railway Company	33.34
	Paducah & Louisville Railroad Company	33.33
	Canadian National Railroad Company	33.33
		<u>100.00</u>
	33 1/3 shares are held by U.S. Bank, N.A., Trustee, as collateral under the BNI Consolidated Mortgage.	
11	PORTLAND TERMINAL RAILROAD COMPANY	
	Union Pacific Railroad Company	60.00
	BNSF Railway Company	40.00
		<u>100.00</u>
12	PTC 220, LLC	
	BNSF Communications, Inc. (BNSF Railway Company)	14.29
	Ekanet, Inc. (Union Pacific Railroad Company)	14.28
	CSX Transportation, Inc.	14.29
	NS Spectrum Corporation (Norfolk Southern Company)	14.28
	Canadian National Railway Company	14.29
	Canadian Pacific Railway Company	14.28
	Kansas City Southern Railway Company	14.29
		<u>100.00</u>
13	ST JOSEPH TERMINAL RAILROAD COMPANY	
	BNSF Railway Company	50.00
	Union Pacific Railroad Company	50.00
		<u>100.00</u>
14	SUNSET RAILWAY COMPANY	
	BNSF Railway Company	50.00
	Union Pacific Railroad Company	50.00
		<u>100.00</u>
15	TERMINAL RAILROAD ASSOCIATION OF ST. LOUIS	
	Missouri Pacific Railroad Company	28.57
	CSX Transportation, Inc.	14.28
	Illinois Central Railroad Company	14.29
	BNSF Railway Company	14.29
	St. Louis Southwestern Railway Company	14.29
	Norfolk Southern Railway Company	14.28
		<u>100.00</u>
	2,058 shares are held by U.S. Bank, N.A., Trustee, as collateral under the BNI Consolidated Mortgage.	
16	TEXAS CITY TERMINAL RAILWAY COMPANY	
	Union Pacific Railroad Company	66.60
	BNSF Railway Company	33.30
	Texas City Terminal Railway Company	0.10
		<u>100.00</u>
17	TTX COMPANY	
	Union Pacific Railroad Company	36.79
	CSX Transportation, Inc.	19.65
	Norfolk Southern Railway Company	19.65
	BNSF Railway Company	17.30
	Canadian National Railway Company	3.15
	Canadian Pacific Limited	1.57
	Guilford Rail System	0.63
	Kansas City Southern Railway Company	0.63
	FXE Railroad	0.63
		<u>100.00</u>
	250 voting shares are held by TTX Company	

310. NOTES AND REMARKS

		<u>% Ownership</u>
18	WICHITA UNION TERMINAL RAILWAY COMPANY	
	BNSF Railway Company	66.67
	Union Pacific Railroad Company	33.33
		<u>100.00</u>
19	RAILMARKETPLACE.COM, INC.	
	BNSF Railway Company	18.85
	Canadian National Railway Company	18.85
	Canadian Pacific Railway Company	18.85
	CSX Transportation, Inc.	18.85
	Union Pacific Railroad Company	18.85
	GE Information Services, Inc.	5.75
		<u>100.00</u>
20	MONTAUK SYNFUELS, LLC	
	BNSF Railway Company	50.00
	Montauk Energy Capital, Inc.	50.00
		<u>100.00</u>
21	KINDER MORGAN ENERGY PARTNERS L.P.	
	BNSF Railway Company	0.50
	Various	99.50
		<u>100.00</u>
22	TONGUE RIVER HOLDING COMPANY, LLC	
	BNSF Railway Company	33.33
	Arch Coal, Inc.	33.33
	TRR Financing, LLC	33.34
		<u>100.00</u>

THIS PAGE INTENTIONALLY LEFT BLANK

310A. INVESTMENTS IN COMMON STOCK OF AFFILIATED COMPANIES
(Dollars in Thousands)

Undistributed Earnings From Certain Investments in Affiliated Companies

1. Report below the details of all investments in common stock included in Account 721, Investments and Advances Affiliated Companies.
2. Enter in column (c) the amount necessary to retroactively adjust those investments. (See instruction 5-2, Uniform System of Accounts).
3. Enter in column (d) the share of undistributed earnings (i.e., dividends) or losses.
4. Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost) at date of acquisition.
5. For definitions of carrier and noncarrier, see general instructions.

Line No.	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustments for investments equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at close of year (g)	Line No.
	Carriers: (List specifics for each company)							
1	Alameda Belt Line	(2,291)		4			(2,287)	1
2	Central California Traction Company	(2,984)					(2,984)	2
3	Houston Belt & Terminal Railway Company	(11,260)		(2,832)			(14,092)	3
4	Kansas City Terminal Railway Company	(4,794)	(16)	(68)			(4,878)	4
5	Longview Switching Company	(63)					(63)	5
6	MT Properties Inc.	1,523		82			1,605	6
7	Oakland Terminal Railway	(1,270)		(151)			(1,421)	7
8	Paducah & Illinois Railroad Company	(24)					(24)	8
9	Portland Terminal Railroad Company	(810)					(810)	9
10	St. Joseph Terminal Railroad Company	(366)					(366)	10
11	Sunset Railway Company	33		62			95	11
12	Texas City Terminal Railway Company	12,824	(46)	1,416			14,194	12
13	TTX Company	302,062	363	12,858			315,283	13
14	Wichita Union Terminal Railway Company	(641)					(641)	14
15								15
16								16
17								17
18	TOTAL CARRIERS	291,939	301	11,371			303,611	18
19								19
20								20
	Noncarriers: (List specifics for each company)							
21	Meteorcomm, LLC	(8,264)		(2,529)			(10,793)	21
22	PTC 220, LLC	(28)		(292)		(3,412)	(3,732)	22
23	Tongue River Holding Company, LLC			(97)			(97)	23
24	TOTAL NONCARRIERS	(8,292)		(2,918)		(3,412)	(14,622)	24
25								25
26	TOTAL INVESTMENTS IN COMMON STOCK	283,647	301	8,453		(3,412)	288,989	26

Note: Column (d) reflects equity in undistributed earnings (losses) during the year net of approximately \$6M dividends received for Texas City Terminal Railway Company

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

1. Give particulars of balances at the beginning and close of the year and of all changes during the year in Account No. 731, "Road and Equipment Property" and Account No. 732, "Improvements on Leased Property" classified by primary accounts in accordance with the Uniform System of Accounts for Railroad Companies. The balances, by primary accounts, should, insofar as known, be stated in column (b) and all changes made during the year should be analyzed in columns (c) to (f), inclusive. Column (g) should be the net of the amounts in columns (c) through (f). Column (h) is the aggregate of columns (b) through (f), inclusive. Grand totals of columns (b) and (h) should equal the sum of Accounts 731 and 732 for the respective periods; if not, a full explanation should be made in a footnote.
2. In column (c), show 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" in the Uniform System of Accounts for Railroad Companies for such items.
3. In column (d), show 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. Columns (c) and (e) should include all entries covering expenditures for additions and betterments, as defined, whether or not replacing other property.
5. All credits representing property sold, abandoned, or otherwise retires should be shown in column (f).
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 the cost, location, area, and other details which will identify the property in a footnote.
8. Report on line 29, amounts not included 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 Board 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 Board.
9. If during the year a segment of transportation property was acquired, state in a footnote the name of the vendor, the mileage acquired, and the date of acquisition, giving location and cost of the property to the respondent. Also furnish a statement of the amount included in each primary account representing such property acquired, referring to the column or columns in which the entries appear.
10. If an amount of less than \$5,000 is used as the minimum for additions and betterments to property investment accounts as provided for in Instruction 2-2 of the Uniform System of Accounts for Railroad Companies, state the amount used in a footnote.

NOTES AND REMARKS

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT

(Dollars in Thousands)

Line No.	Cross No.	Account (a)	Balance at Beginning of year (b)	Expenditures during the year for original road & equipment & road extensions (c)	Expenditures during the year for purchase of existing lines, reorganizations, etc. (d)	Line No.
1	2	(2) Land for transportation purposes	1,871,362			1
2	3	(3) Grading	2,619,506			2
3	4	(4) Other right-of-way expenditures	39,532			3
4	5	(5) Tunnels and subways	109,135			4
5	6	(6) Bridges, trestles and culverts	2,544,055			5
6	7	(7) Elevated structures				6
7	8	(8) Ties	5,221,860			7
8	9	(9) Rail and other track material	11,695,642			8
9	11	(11) Ballast	4,251,415			9
10	13	(13) Fences, snowsheds and signs	82,143			10
11	16	(16) Station and office buildings	666,090			11
12	17	(17) Roadway buildings	49,724			12
13	18	(18) Water stations	7,339			13
14	19	(19) Fuel stations	404,806			14
15	20	(20) Shops and enginehouses	666,387			15
16	22	(22) Storage warehouses				16
17	23	(23) Wharves and docks	15,259			17
18	24	(24) Coal and ore wharves	12,252			18
19	25	(25) TOFC/COFC terminals	1,275,433			19
20	26	(26) Communications systems	958,749			20
21	27	(27) Signals and interlockers	2,867,988			21
22	29	(29) Power plants	3,113			22
23	31	(31) Power transmission systems	34,215			23
24	35	(35) Miscellaneous structures	34,584			24
25	37	(37) Roadway machines	560,324			25
26	39	(39) Public improvements - construction	552,973			26
27	44	(44) Shop machinery	237,969			27
28	45	(45) Power plant machinery	3,395			28
29		Other lease/rentals				29
30		TOTAL EXPENDITURES FOR ROAD	36,785,250			30
31	52	(52) Locomotives	5,795,692			31
32	53	(53) Freight train cars	1,714,031			32
33	54	(54) Passenger train cars				33
34	55	(55) Highway revenue equipment	15,154			34
35	56	(56) Floating equipment				35
36	57	(57) Work equipment	258,120			36
37	58	(58) Miscellaneous equipment	399,624			37
38	59	(59) Computer systems & word processing equipment	702,209			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	8,884,830			39
40	76	(76) Interest during construction				40
41	80	(80) Other elements of investment				41
42	90	(90) Construction work in progress	534,588			42
43		GRAND TOTAL	46,204,668			43

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

(Dollars in Thousands)

Line No.	Cross No.	Expenditures for additions during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1	2	27,360	899	26,461	1,897,823	1
2	3	137,578	15,516	122,062	2,741,568	2
3	4	3,274	58	3,216	42,748	3
4	5	296	66	230	109,365	4
5	6	84,853	3,003	81,850	2,625,905	5
6	7					6
7	8	381,164	214,163	167,001	5,388,861	7
8	9	732,520	350,470	382,050	12,077,692	8
9	11	423,863	227,911	195,952	4,447,367	9
10	13	2,539		2,539	84,682	10
11	16	18,519		18,519	684,609	11
12	17	1,255	26	1,229	50,953	12
13	18	7,268		7,268	14,607	13
14	19	2,573	63	2,510	407,316	14
15	20	7,450	309	7,141	673,528	15
16	22					16
17	23	367		367	15,626	17
18	24				12,252	18
19	25	106,792		106,792	1,382,225	19
20	26	24,075	257	23,818	982,567	20
21	27	150,394	2,038	148,356	3,016,344	21
22	29				3,113	22
23	31	1,061		1,061	35,276	23
24	35	221		221	34,805	24
25	37	69,538	15,143	54,395	614,719	25
26	39	20,887	2,211	18,676	571,649	26
27	44	8,784	29	8,755	246,724	27
28	45				3,395	28
29						29
30		2,212,631	832,162	1,380,469	38,165,719	30
31	52	665,630	115,904	549,726	6,345,418	31
32	53	198,091	39,987	158,104	1,872,135	32
33	54					33
34	55				15,154	34
35	56					35
36	57	28,381	552	27,829	285,949	36
37	58	61,567	81,240	(19,673)	379,951	37
38	59	80,200	71,843	8,357	710,566	38
39		1,033,869	309,526	724,343	9,609,173	39
40	76					40
41	80					41
42	90	364,178		364,178	898,766	42
43		3,610,678	1,141,688	2,468,990	48,673,658	43

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

1. Show in columns (b) and (e), for each primary account, the depreciation base used to compute depreciation charges for the month of January, and in columns (c) and (f), the depreciation charges for the month of December. In columns (d) and (g) show the composite rates used in computing depreciation charges for December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December, and dividing that total by the total depreciation base for the same month. The depreciation base should not include cost of equipment used, but not owned, when the rents are included in 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 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. Composite rates used should be those prescribed or authorized by the Board, 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 particulars in a footnote.
2. All leased property 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 lessor property, when the rent therefor is included in accounts nos. 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.
4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for discontinuance of accruals should be shown in a footnote, indicating the effected account(s).
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.	Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No.
		Depreciation Base		Annual composite rate % (d)	Depreciation Base		Annual composite rate % (g)	
		At beginning of year (b)	At close of year (c)		At beginning of year (e)	At close of year (f)		
	ROAD							
1	(3) Grading	2,619,506	2,741,568	1.12%				1
2	(4) Other right-of-way expenditures	39,532	42,748	2.84%				2
3	(5) Tunnels and subways	109,135	109,365	1.06%				3
4	(6) Bridges, trestles and culverts	2,544,055	2,625,905	1.36%				4
5	(7) Elevated structures	-		0.00%				5
6	(8) Ties	5,221,860	5,388,861	3.33%	TOTAL ROAD AND			6
7	(9) Rail and other track material	11,695,642	12,077,692	3.28%				7
8	(11) Ballast	4,251,415	4,447,367	3.98%	EQUIPMENT LEASED FROM			8
9	(13) Fences, snowsheds and signs	82,143	84,682	1.83%				9
10	(16) Station and office buildings	666,090	684,609	2.93%	OTHERS IS LESS THAN 5%			10
11	(17) Roadway buildings	49,724	50,953	4.25%				11
12	(18) Water stations	7,339	14,607	2.09%	OF TOTAL OWNED			12
13	(19) Fuel stations	404,806	407,316	3.39%				13
14	(20) Shops and enginehouses	666,387	673,528	2.15%				14
15	(22) Storage warehouses	-	-	0.00%				15
16	(23) Wharves and docks	15,259	15,626	2.21%				16
17	(24) Coal and ore wharves	12,252	12,252	1.95%				17
18	(25) TOFC/COFC terminals	1,275,433	1,382,225	3.31%				18
19	(26) Communications systems	958,749	982,567	5.29%				19
20	(27) Signals and interlockers	2,867,988	3,016,344	3.49%				20
21	(29) Power plants	3,113	3,113	2.47%				21
22	(31) Power transmission systems	34,215	35,276	2.45%				22
23	(35) Miscellaneous structures	34,584	34,805	2.02%				23
24	(37) Roadway machines	560,324	614,719	5.45%				24
25	(39) Public improvements - construction	552,973	571,649	2.09%				25
26	(44) Shop machinery	237,969	246,724	3.52%				26
27	(45) Power plant machinery	3,395	3,395	3.29%				27
28	All other road accounts	-						28
29	Amortization (other than def. projects)	-						29
30	TOTAL ROAD	34,913,888	36,267,896	3.13%				30
	EQUIPMENT							
31	(52) Locomotives	5,795,692	6,345,418	6.62%				31
32	(53) Freight train cars	1,714,031	1,872,135	3.62%				32
33	(54) Passenger train cars	-	-	0.00%				33
34	(55) Highway revenue equipment	15,154	15,154	-2.80%				34
35	(56) Floating equipment	-	-	0.00%				35
36	(57) Work equipment	258,120	285,949	3.00%				36
37	(58) Miscellaneous equipment	399,624	379,951	13.00%				37
38	(59) Computer systems & WP equipment	702,209	710,566	11.89%				38
39	TOTAL EQUIPMENT	8,884,830	9,609,173	6.56%				39
40	GRAND TOTAL	43,798,718	45,877,069	N/A			NA	40

STB approved rates for track and freight car were implemented in 2011 impacting the composite rates for ICC's 8, 9, 11, 53, 55, 57, & 58.

335. ACCUMULATED DEPRECIATION - ROAD AND EQUIPMENT OWNED AND USED

(Dollars in Thousands)

1. Disclose the required information regarding 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" accounts and "Other Rents - Debit - Equipment" accounts. (See Schedule 351 for accumulated depreciation to road and equipment owned and leased to others.)

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

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

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

5. Enter amounts representing amortization under an authorized amortization program other than for defense projects on lines 29 and 39.

Notes and Remarks

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading	354,390	18,812	10,923	14,920	-	369,205	1
2		(4) Other right-of-way expenditures	11,173	1,174	-	58	-	12,289	2
3		(5) Tunnels and subways	30,928	1,151	-	66	-	32,013	3
4		(6) Bridges, trestles and culverts	338,238	35,405	-	2,086	-	371,557	4
5		(7) Elevated structures	-	-	-	-	-	-	5
6		(8) Ties	1,800,142	182,903	2,867	223,893	-	1,762,019	6
7		(9) Rail and other track material	2,978,453	384,919	4,968	262,527	-	3,105,813	7
8		(11) Ballast	1,022,906	170,072	2,254	227,327	-	967,905	8
9		(13) Fences, snowsheds and signs	12,485	1,242	-	25	-	13,702	9
10		(16) Station and office buildings	259,140	18,664	1,576	(1,216)	-	280,596	10
11		(17) Roadway buildings	26,208	1,911	210	27	-	28,302	11
12		(18) Water stations	4,198	324	-	-	-	4,522	12
13		(19) Fuel stations	112,220	13,745	-	63	-	125,902	13
14		(20) Shops and enginehouses	187,863	13,492	1,024	309	-	202,070	14
15		(22) Storage warehouses	-	-	-	-	-	-	15
16		(23) Wharves and docks	502	343	-	-	-	845	16
17		(24) Coal and ore wharves	5,794	239	-	-	-	6,033	17
18		(25) TOFC/COFC terminals	311,808	41,906	-	5	-	353,709	18
19		(26) Communications systems	352,971	48,150	3,828	284	-	404,665	19
20		(27) Signals and interlockers	655,656	103,020	-	1,636	-	757,040	20
21		(29) Power plants	2,290	77	-	-	-	2,367	21
22		(31) Power transmission systems	12,322	856	-	-	-	13,178	22
23		(35) Miscellaneous structures	25,008	699	-	-	-	25,707	23
24		(37) Roadway machines	218,123	29,322	3,265	14,614	-	236,096	24
25		(39) Public improvements - const.	93,376	11,754	-	2,211	-	102,919	25
26		(44) Shop machinery	109,907	7,712	798	24	-	118,393	26
27		(45) Power plant machinery	372	112	-	-	-	484	27
28		All other road accounts	-	-	-	-	-	-	28
29		Amortization (adjustments)	-	-	-	-	-	-	29
30		TOTAL ROAD	8,926,473	1,088,004	31,713	748,859	-	9,297,331	30
		EQUIPMENT							
31		(52) Locomotives	2,169,721	396,645	2,268	112,016	-	2,456,618	31
32		(53) Freight train cars	435,007	61,000	-	34,751	-	461,256	32
33		(54) Passenger train cars	-	-	-	-	-	-	33
34		(55) Highway revenue equipment	10,282	(425)	-	-	-	9,857	34
35		(56) Floating equipment	-	-	-	-	-	-	35
36		(57) Work equipment	80,693	6,753	1,062	532	-	87,976	36
37		(58) Miscellaneous equipment	214,148	50,399	4,218	81,214	-	187,551	37
38		(59) Computer systems & WP equip.	366,698	48,912	32,685	71,651	-	376,644	38
39		Amortization (adjustments)	-	-	-	-	-	-	39
40		TOTAL EQUIPMENT	3,276,549	563,284	40,233	300,164	-	3,579,902	40
41		GRAND TOTAL	12,203,022	1,651,288	71,946	1,049,023	-	12,877,233	41

NOTE: Credits in Column (d) represent transfers from depreciation expense to inventory and capital accounts to recognize allocated overhead costs. STB approved rates for track and freight car were implemented in 2011 impacting ICC's 8, 9, 11, 53, 55, 57, & 58.

339. ACCRUED LIABILITY - LEASED PROPERTY

(Dollars in Thousands)

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles and culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail and other track material							7
8		(11) Ballast							8
9		(13) Fences, snowsheds and signs							9
10		(16) Station and office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations		N/A BASED ON 5% RULE					13
14		(20) Shops and enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communications systems							19
20		(27) Signals and interlockers							20
21		(29) Power plants							21
22		(31) Power transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements - const.							25
26		(44) Shop machinery *							26
27		(45) Power plant machinery							27
28		All other road accounts							28
29		Amortization (adjustments)							29
30		TOTAL ROAD							30
		EQUIPMENT							
31		(52) Locomotives							31
32		(53) Freight train cars							32
33		(54) Passenger train cars							33
34		(55) Highway revenue equipment							34
35		(56) Floating equipment							35
36		(57) Work equipment							36
37		(58) Miscellaneous equipment							37
38		(59) Computer systems & WP equip.							38
39		Amortization (adjustments)							39
40		TOTAL EQUIPMENT							40
41			None					None	41

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

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

1. Show in column (b) for each primary account the depreciation base used in computing the depreciation charges for the month of January, and in column (c) show the depreciation base used in computing the depreciation charges for the month of December, in column (d) show the composite rates used in computing the depreciation charges for the month of December, and on lines 30 and 40 of these columns show the composite percentage of all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. This schedule should include only improvements to leased property charged to Account 732, "Improvements on Leased Property." The composite rates used should be those prescribed or otherwise authorized by the Commission, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of authorized rates. If any 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 depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) affected.

4. Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 41, Grand Total, should be completed.

Line No.	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No.
		At beginning of year (b)	At close of year (c)		
	ROAD				
1	(3) Grading				1
2	(4) Other right-of-way expenditures				2
3	(5) Tunnels and subways				3
4	(6) Bridges, trestles, and culverts				4
5	(7) Elevated structures				5
6	(8) Ties				6
7	(9) Rail and other track material				7
8	(11) Ballast				8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office buildings				10
11	(17) Roadway buildings				11
12	(18) Water stations	N/A BASED ON 5% RULE			12
13	(19) Fuel stations				13
14	(20) Shops and enginehouses				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communication systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements - Construction				25
26	(44) Shop machinery *				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	Amortization (Adjustments)				29
30	TOTAL ROAD				30
	EQUIPMENT				
31	(52) Locomotives				31
32	(53) Freight-train cars				32
33	(54) Passenger-train cars				33
34	(55) Highway revenue equipment				34
35	(56) Floating equipment				35
36	(57) Work equipment				36
37	(58) Miscellaneous equipment				37
38	(59) Computer systems and word processing equip.				38
39	Amortization Adjustments				39
40	TOTAL EQUIPMENT				40
41	GRAND TOTAL	103,895	130,429		41

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

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

(Dollars in Thousands)

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

2. If any entries are made for column (d) "Other credits" or column (f) "Other debits," state the facts occasioning such entries on page 39. A debit balance in columns (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."

3. Any inconsistency between credits to the reserve as shown in column (c) and charges to operating expenses should be fully explained on page 39.

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

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

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures							2
3		(5) Tunnels and subways	TOTAL IMPROVEMENTS TO ROAD LEASED FROM OTHERS IS LESS THAN 5%						
4		(6) Bridges, trestles and culverts	OF TOTAL ROAD OWNED						
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail and other track material							7
8		(11) Ballast							8
9		(13) Fences, snowsheds and signs							9
10		(16) Station and office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops and enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communications systems							19
20		(27) Signals and interlockers							20
21		(29) Power plants							21
22		(31) Power transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements - const.							25
26		(44) Shop machinery *							26
27		(45) Power plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight train cars	TOTAL IMPROVEMENTS TO EQUIPMENT LEASED FROM OTHERS IS LESS THAN						
32		(54) Passenger train cars	5% OF TOTAL EQUIPMENT OWNED						
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems & WP equip.							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL	48,579	7,725	-	2,736	-	53,568	39

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

NOTES AND REMARKS FOR SCHEDULE 342

THIS PAGE INTENTIONALLY LEFT BLANK

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

(Dollars in Thousands)

1. This schedule is to be used in cases where the related depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00, and 32-23-00.
2. Show in columns (b) and (c), for each primary account, the depreciation base used in computing the depreciation for the months of January and December, respectively, with respect to road and equipment owned by the respondent but leased to others, the depreciation charges for which are not included in operating expenses of the respondent, but for which the depreciation reserve is recorded in the accounts of the respondent. If the base for road is other than the original cost or estimated original cost as found by the Board's Office of Economic and Environmental Analysis, brought to a current date by the respondent from its Order No. 3 records and accounts, or is other than ledger value for equipment, a full explanation should be given.
3. In column (d) show the composite rates used to compute depreciation for December, and on lines 29 and 38 of this column show the composite percentage of all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used to compute depreciation for December and dividing the total also computed by the depreciation base.
4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for discontinuance of accruals should be shown in a footnote, indicating the effected account(s).
5. 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. However, line 39, Grand Total, should be completed.

Line No.	Account (a)	Depreciation Base		Annual composite rate (percent) (d)	Line No.
		Beginning of year (b)	Close of year (c)		
	ROAD				
1	(3) Grading	ALL DEPRECIATION EXPENSE FOR OWNED ROAD AND			1
2	(4) Other right-of-way expenditures	EQUIPMENT LEASED TO OTHERS IS RECORDED IN BNSF'S			2
3	(5) Tunnels and subways	OPERATING EXPENSE AND TOTAL ROAD AND EQUIPMENT			3
4	(6) Bridges, trestles and culverts	LEASED TO OTHERS IS LESS THAN 5% OF TOTAL OWNED			4
5	(7) Elevated structures	ROAD AND EQUIPMENT.			5
6	(8) Ties				6
7	(9) Rail and other track material				7
8	(11) Ballast				8
9	(13) Fences, snowsheds and signs				9
10	(16) Station and office buildings				10
11	(17) Roadway buildings				11
12	(18) Water stations				12
13	(19) Fuel stations				13
14	(20) Shops and enginehouses				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communications systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements - const.				25
26	(44) Shop machinery *				26
27	(45) Power plant machinery				27
28	All other road accounts				28
29	TOTAL ROAD				29
	EQUIPMENT				
30	(52) Locomotives				30
31	(53) Freight train cars				31
32	(54) Passenger train cars				32
33	(55) Highway revenue equipment				33
34	(56) Floating equipment				34
35	(57) Work equipment				35
36	(58) Miscellaneous equipment				36
37	(59) Computer systems & WP equip.				37
38	TOTAL EQUIPMENT				38
39	GRAND TOTAL	424,271	441,209		39

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

351. ACCUMULATED DEPRECIATION - ROAD AND EQUIPMENT LEASED TO OTHERS

(Dollars in Thousands)

1. This schedule is to be used in cases where the 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. 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 included in operating expenses of the respondent. (See Schedule 330 for the reserve relating to road and equipment owned and used by the respondent.
3. If any entries are made for column (d) "Other credits" or column (f) "Other debits," state the facts occasioning such entries on page 39. 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. However, line 39, Grand Total, should be completed.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other right-of-way expenditures		TOTAL ROAD LEASED TO OTHERS IS LESS THAN 5%					2
3		(5) Tunnels and subways		OF TOTAL ROAD OWNED.					3
4		(6) Bridges, trestles and culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail and other track material							7
8		(11) Ballast							8
9		(13) Fences, snowsheds and signs							9
10		(16) Station and office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel stations							13
14		(20) Shops and enginehouses							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communications systems							19
20		(27) Signals and interlockers							20
21		(29) Power plants							21
22		(31) Power transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements - const.							25
26		(44) Shop machinery *							26
27		(45) Power plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight train cars		TOTAL EQUIPMENT LEASED TO OTHERS IS LESS THAN 5%					31
32		(54) Passenger train cars		OF TOTAL EQUIPMENT OWNED.					32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems & WP equip.							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL	189,080					199,556	39

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

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

1. Disclose the investment in railway property used in transportation service at the close of the year. This investment represents the aggregate of property owned or leased by respondent and used in respondent's transportation service. Such property includes (a) investment reported in Accounts 731, "Road and Equipment Property" and 732, "improvements on Leased Property" of respondent, less any 731 or 732 property leased to others for their exclusive use of road, track, or bridges (including equipment or other railway property covered by the contract). Equipment leased to others under separate distinct contracts shall not be deducted from respondent's 731 or 732 property, and (b) the investment of other companies' 731 or 732 property (including operating and lessor railroads) used by 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 lease equipment from operating railroads under separate distinct contracts and the investment of other carriers in property jointly used by respondent.
2. In column (a), classify each company in this schedule as: "R" for respondent, "L" for lessor railroad, "P" for inactive or proprietary company or "O" for other leased properties.
3. In columns (a) to (e), inclusive, first show the data requested for respondent (R); next show 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 respondent. Show a total for each class of company in columns (d) and (e). Then show, as deductions, data for transportation property leased to carriers and others.
4. In column (c), line-haul carriers report the miles of road used in line-haul service. Report miles in whole numbers.
5. In column (d), show the amount applicable to Accounts 731 and 732 on the books of companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to deductions made by the owners in their reports. If separate value is not available, an explanation should be provided. Differences between amounts shown in column (d) of this schedule and column (c), line 24, on the asset side of the general balance sheet of each individual railway should be explained in a footnote. Book values included in Accounts 731 and 732 of the owner should be reported in column (d) in reference to the investment of respondent in securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6% or otherwise) value of property of private owners, or portions of property of other carriers, should be explained.
6. In column (e), show the amount of depreciation and amortization accrued as of the close of the year in Accounts 733, 734, 735, 736, and 772, that is applicable to the property of the carriers whose names are listed in column (b), regardless of where reserves therefor are recorded.

Line No.	Class (See Ins. 2) (a)	Name of company (b)	Miles of road used (See Ins. 4) (whole number) (c)	Investments in property (See Ins. 5) (d)	Depreciation & amortization of defense projects (See Ins. 6) (e)	Line No.
1	R	The Burlington Northern and Santa Fe Railway Company	22,929	48,673,658	12,877,233	1
2						2
3		Add Leased from Others:				3
4	L	Dayton, TX - Yard	***	**	*	4
5	L	Copper City, MT	51	**	*	5
6		Total Leased from Others	51			6
7						7
8		Deduct Leased to Others:				8
9	O	Timber Rock Railroad (TIBR) - Silsbee, TX Yard	***	11,123	4,541	9
10	O	Portland & Western Railroad (PNWR) - Salem Yard, Albany Yard, Eugene Yard	***	3,110	2,262	10
11	O	Alabama & Gulf Coast Railway (AGR) - Mobile Yard, AL	***	1,038	551	11
12	O	METRA - Aurora, IL Yard	***	458	125	12
13	O	Timber Rock Railroad (TIBR) - Silsbee, TX to Tenaha, TX	129	54,370	18,282	13
14	O	South Kansas and Oklahoma Railroad (SKOL) - Pittsburg to Cherokee, KS	6	175	57	14
15	O	Portland & Western Railroad (PNWR) - Quinaby to Eugene, OR	77	16,024	8,413	15
16	O	Burlington Junction (BJRY) - Quincy, IL to Marblehead, IL	6	6,610	4,825	16
17	O	Alabama & Gulf Coast Railway (AGR) - Bucks, AL to Mobile, AL	22	646	433	17
18	O	Southwestern Railroad (SW) - Clovis, NM to Loving, NM	196	37,504	24,090	18
19	O	Southwestern Railroad (SW) - Rincon, NM to Deming, NM	53	7,283	4,955	19
20	O	Southwestern Railroad (SW) - MCC Jct - NMPI	5	3,085	1,729	20
21	O	Kettle Falls International Railway (KFR) - Chewallah, WA to Columbia Gardens, BC & Kettle Falls, WA	53	13,040	5,100	21
22	O	Southwestern Railroad (SW) - Carlsbad, NM to Eddy Potash	20	88	59	22
23	O	KAW River Railroad (KAW) - Birmingham to Kearney, MO	16	7,706	4,091	23
24	O	Mission Mountain Railroad (MMT) - Columbia Falls to Kalispell, MT	16	1,959	1,763	24
25	O	Northern Lines (NLR) - St. Cloud to East St. Cloud & St. Cloud to Cold Springs, MN	23	333	159	25
26	O	Yellowstone Valley RR (YSVR) - Bainville to Scobey, MT & Glendive to Snowden, MT	172	27,373	14,285	26
27	O	R.J. Corman - Tennessee Yard (Memphis Terminal) and Airport Park	***	92,909	14,110	27
28	O	Dakota Northern Railroad (DNR) - Grafton to Walhalla & Grafton to Glasston, ND	70	7,780	6,164	28
29	O	Central Washington Railroad - Gibbon, WA to Granger, WA	29	2,781	975	29
30	O	Industry (INDY) - Reno Jct., WY to Jacobs Jct., WY	5	4,120	2,125	30
31	O	Tacoma Rail (TRMW) - Lakeview, WA to Nisqually, WA	11	297	325	31
32	O	Minnesota National Guard (MNG) - Little Falls, MN to Camp Riley, MN	8	591	549	32
33	O	Minnesota Commercial Railway Company (MNNR) - E MPLS M&D Jct	10	1,199	1,703	33
34	O	Industry (INDY) - Red Oak, IA	2	118	27	34
35	O	Industry (INDY) - Red Cloud, NE	3	120	30	35
36	O	Alabama & Gulf Coast Railway (AGR) - Columbus to Whitbury, MS	5	888	249	36
37	O	Nebraska, Kansas & Colorado Railway (NKCR) - Imperial Sub	48	4,563	5,272	37
38	O	Stillwater Central Railroad (SLWC) - Greig, OK to Wheatland, OK	10	1,231	(77)	38
39	O	Union Pacific Railroad (UP) - Marion to Hulbert, AR	5	567	406	39
40	O	Canadian National (CN) - Fraser River Jct, BC to Vancouver, BC	15	22,982	3,388	40
41	O	Central Washington Railroad (CWA) - Yakima to Moxee City, WA	11	4,083	2,082	41
42	O	Chicago Lumber District (CIRY) - Chicago, IL Lumber District Yard	***	3,300	2,011	42
43	O	Blue Mountain Railroad (BLMR) - Wallula Jct, WA to Zanger, WA	4	110	41	43
44	O	Missouri & Valley Park Railroad (M&VP) - Yard	***	5,379	1,872	44
45	O	Richmond Pacific Railroad Corporation (RPRC) - Yard	***	60,646	21,859	45
46	O	Tacoma Rail (TRMW) - Tacoma, WA to Lakeview, WA	7	81	30	46
47	O	Tacoma Rail (TRMW) - Olympia WA to Belmore, WA, and St. Clair, WA to Quadlok, WA	10	550	296	47
48	O	York Canyon, CO	12	571	12	48
49		Total Leased to Others	1,059	406,791	159,169	49
50						50
51						51
52		Deduct Operated by Others:				52
53	O	Grainbelt Corporation (GNBC)	186	10,789	10,862	53
54	O	Red River Valley & Western Railway (RRVW)	681	23,629	29,525	54
55		Total Operated by Others	867	34,418	40,387	55
56		Net Deductions	(1,875)	(441,209)	(199,556)	56
57		TOTAL	21,054	48,232,449	12,677,677	57

* Depreciation not available to respondent.

** Investment not available to respondent.

*** Miles of road used not available to respondent.

352B. INVESTMENT IN RAILROAD PROPERTY USED IN TRANSPORTATION SERVICE (By Property Account)

(Dollars in Thousands)

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

2. The amounts for respondent and for each group or class of companies and properties on line 44 should correspond with the amounts for each class of company and property shown in Schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in this schedule.

3. Report on line 29 amounts representing capitalization of rentals for leased property based on 6% per year where property is not classified by accounts by noncarrier owners, or where the cost of property leased from other carriers is not ascertainable. Identify noncarrier owners, and briefly explain on page 39 the methods of estimating value of property on noncarriers or property of other carriers.

4. Report on line 30 amounts not included in the accounts shown, or on line 29. The items reported should be briefly identified and explained. Also include here those items after permission is obtained from the Board for exceptions to prescribed accounting. Reference to such authority should be made when explaining amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Board.

Line No.	Cross Check	Account (a)	Respondent (b)	Lessor Railroads (c)	Inactive (proprietary companies) (d)	Other leased properties (e)*	Line No.
1		(2) Land for transportation purposes	1,897,823			(7,514)	1
2		(3) Grading	2,741,568			(18,548)	2
3		(4) Other right-of-way expenditures	42,748			(691)	3
4		(5) Tunnels and subways	109,365			(341)	4
5		(6) Bridges, trestles and culverts	2,625,905			(24,295)	5
6		(7) Elevated structures	-			-	6
7		(8) Ties	5,388,861			(87,596)	7
8		(9) Rail and other track material	12,077,692			(120,217)	8
9		(11) Ballast	4,447,367			(60,650)	9
10		(13) Fences, snowsheds and signs	84,682			(1,207)	10
11		(16) Station and office buildings	684,609			(6,494)	11
12		(17) Roadway buildings	50,953			(235)	12
13		(18) Water stations	14,607			(14)	13
14		(19) Fuel stations	407,316			(7,468)	14
15		(20) Shops and enginehouses	673,528			(10,465)	15
16		(22) Storage warehouses	-			-	16
17		(23) Wharves and docks	15,626			-	17
18		(24) Coal and ore wharves	12,252			-	18
19		(25) TOFC/COFC terminals	1,382,225			(68,528)	19
20		(26) Communications systems	982,567			(5,467)	20
21		(27) Signals and interlockers	3,016,344			(14,369)	21
22		(29) Power plants	3,113			-	22
23		(31) Power transmission systems	35,276			(690)	23
24		(35) Miscellaneous structures	34,805			(7)	24
25		(37) Roadway machines	614,719			-	25
26		(39) Public improvements - construction	571,649			(4,439)	26
27		(44) Shop machinery	246,724			(1,778)	27
28		(45) Power plant machinery	3,395			-	28
29		Leased property (capitalized rentals)	-			-	29
30		Other (specify and explain)	-			-	30
31		TOTAL ROAD	38,165,719			(441,013)	31
32		(52) Locomotives	6,345,418			-	32
33		(53) Freight train cars	1,872,135			-	33
34		(54) Passenger train cars	-			-	34
35		(55) Highway revenue equipment	15,154			-	35
36		(56) Floating equipment	-			-	36
37		(57) Work equipment	285,949			-	37
38		(58) Miscellaneous equipment	379,951			-	38
39		(59) Computer systems & WP equipment	710,566			(196)	39
40		TOTAL EQUIPMENT	9,609,173			(196)	40
41		(76) Interest during construction	-			-	41
42		(80) Other elements of investment	-			-	42
43		(90) Construction work in progress	898,766			-	43
44		GRAND TOTAL	48,673,658			(441,209)	44

* Includes property leased to and operated by others.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

Cross Checks

Schedule 410

Line 620, column (h)
Line 620, column (f)
Line 620, column (g)

Schedule 210

= Line 14, column (b)
= Line 14, column (d)
= Line 14, column (e)

Schedule 414

Line 231, column (f)
Line 230, column (f)

= Line 19, columns (b) through (d)
= Line 19, columns (e) through (g)

Schedule 417

Line 507, column (f)
Line 508, column (f)
Line 509, column (f)
Line 510, column (f)
Line 511, column (f)
Line 512, column (f)
Line 513, column (f)
Line 514, column (f)
Line 515, column (f)
Line 516, column (f)
Line 517, column (f)

= Line 1, column (j)
= Line 2, column (j)
= Line 3, column (j)
= Line 4, column (j)
= Line 5, column (j)
= Line 6, column (j)
= Line 7, column (j)
= Line 8, column (j)
= Line 9, column (j)
= Line 10, column (j)
= Line 11, column (j)

Schedule 410

Lines 136 through 138, column (f)
Lines 118 through 123, and 130
through 135, column (f)

Lines 207, 208, 211, 212, column (f)
Lines 226, 227, column (f)
Lines 311, 312, 315, 316, column (f)

Line 213, column (f)
Line 232, column (f)
Line 317, column (f)

Line 202, 203, 216, column (f) , equal
to or greater than, but variance cannot
exceed line 216, column (f)

Lines 221, 222, 235, column (f), equal
to or greater than, but variance cannot
exceed line 235, column (f)

Lines 302 through 307 and 320, column (f)
equal to or greater than, but variance
cannot exceed line 320, column (f)

Schedule 412

= Line 29. column (b)
= Line 29. column (c)

Schedule 415

= Lines 5, 38, column (f)
= Lines 24, 39, column (f)
= Lines 32, 35, 36, 37, 40, 41, column (f)
And

Schedule 414

Minus line 24, columns (b) through (d)
plus line 24, columns (e) through (g)

Schedule 415

= Lines 5, 38, columns (c) and (d)
= Lines 24, 39, columns (c) and (d)
= Lines 32, 35, 36, 37, 40, 41,
columns (c) and (d)

Lines 5, 38, column (b)

Lines 24, 39, column (b)

Lines 32, 35, 36, 37, 40, 41, column (b)

410. RAILWAY OPERATING EXPENSES (Dollars in Thousands)										
State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.										
Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
1		WAYS & STRUCTURES ADMINISTRATION								
2		Track	71,333	29,253	18,199	19,951	138,736		138,736	1
3		Bridge & building	18,246	7,437	4,625	5,076	35,384		35,384	2
4		Signal	17,029	6,941	4,318	4,738	33,026		33,026	3
5		Communication	6,082	2,479	1,543	1,692	11,796		11,796	4
6		Other	8,515	3,471	2,160	2,369	16,515		16,515	5
7		REPAIRS AND MAINTENANCE								
8		Roadway - running	42,004	660	26,400	911	69,975		69,975	6
9		Roadway - switching	11,159	176	7,017	242	18,594		18,594	7
10		Tunnels & subways - running			13		13		13	8
11		Tunnels & subways - switching			3		3		3	9
12		Bridges & culverts - running	15,953	408	12,913	2,062	31,336		31,336	10
13		Bridges & culverts - switching	4,233	109	3,433	547	8,322		8,322	11
14		Ties - running	10,356	2,284	7,638	1,737	22,015		22,015	12
15		Ties - switching	2,748	592	1,952	447	5,739		5,739	13
16		Rail & other track material - running	79,458	24,593	50,776	2,844	157,671		157,671	14
17		Rail & other track material - switching	21,120	6,552	13,577	771	42,020		42,020	15
18		Ballast - running	3,462	501	3,319	531	7,813		7,813	16
19		Ballast - switching	926	133	882	141	2,082		2,082	17
20		Road property damaged - running								18
21		Road property damaged - switching								19
22		Road property damaged - other								20
23		Signals & interlockers - running	50,492	10,526	18,984	576	80,578		80,578	21
24		Signals & interlockers - switching	13,420	2,799	5,047	152	21,418		21,418	22
25		Communications systems	24,570	8,647	(2,914)	3	30,306		30,306	23
26		Power systems	53	743	779		1,575		1,575	24
27		Highway grade crossings - running	1,531	50	286		1,867		1,867	25
28		Highway grade crossings - switching	409	15	76		500		500	26
29		Station & office buildings	892	3,143	16,084	3	20,122		20,122	27
30		Shop buildings - locomotives	2,392	2,013	7,894		12,299		12,299	28
31		Shop buildings - freight cars	516	434	1,702		2,652	N/A	2,652	29
32		Shop buildings - other equipment	1,782	1,501	5,882		9,165		9,165	30

410. RAILWAY OPERATING EXPENSES - (Continued)										
(Dollars in Thousands)										
Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
101		REPAIRS AND MAINTENANCE - (Continued)								
101		Locomotive servicing facilities	1,145	317	8,487		9,949		9,949	101
102		Miscellaneous buildings & structures	7,700	4,229	2,608	47	14,584		14,584	102
103		Coal terminals						N/A		103
104		Ore terminals	382	22	1,410		1,814	N/A	1,814	104
105		Other marine terminals	4,003	289			4,292	N/A	4,292	105
106		TOFC/COFC terminals		50	883		933	N/A	933	106
107		Motor vehicle loading & distribution facilities						N/A		107
108		Facilities for other specialized service operations						N/A		108
109		Roadway machines	3,562	12,584	4,367		20,513		20,513	109
110		Small tools & supplies		39,304	4,038	4,737	48,079		48,079	110
111		Snow removal	11,188	284	102	1,113	12,687		12,687	111
112		Fringe benefits - running	N/A	N/A	N/A	128,519	128,519		128,519	112
113		Fringe benefits - switching	N/A	N/A	N/A	33,915	33,915		33,915	113
114		Fringe benefits - other	N/A	N/A	N/A	16,066	16,066		16,066	114
115		Casualties & insurance - running	N/A	N/A	N/A	13,217	13,217		13,217	115
116		Casualties & insurance - switching	N/A	N/A	N/A	3,511	3,511		3,511	116
117		Casualties & insurance - other	N/A	N/A	N/A	3,924	3,924		3,924	117
118	*	Lease rentals - debit - running	N/A	N/A	298	N/A	298		298	118
119	*	Lease rentals - debit - switching	N/A	N/A	79	N/A	79		79	119
120	*	Lease rentals - debit - other	N/A	N/A		N/A				120
121	*	Lease rentals - (credit) - running	N/A	N/A		N/A				121
122	*	Lease rentals - (credit) - switching	N/A	N/A		N/A				122
123	*	Lease rentals - (credit) - other	N/A	N/A		N/A				123
124		Joint facility rent - debit - running	N/A	N/A	9,341	N/A	9,341		9,341	124
125		Joint facility rent - debit - switching	N/A	N/A	2,437	N/A	2,437		2,437	125
126		Joint facility rent - debit - other	N/A	N/A	1,760	N/A	1,760		1,760	126
127		Joint facility rent - (credit) - running	N/A	N/A	(10,162)	N/A	(10,162)		(10,162)	127
128		Joint facility rent - (credit) - switching	N/A	N/A	(2,651)	N/A	(2,651)		(2,651)	128
129		Joint facility rent - (credit) - other	N/A	N/A	(1,914)	N/A	(1,914)		(1,914)	129
130	*	Other rents - debit - running	N/A	N/A		N/A				130
131	*	Other rents - debit - switching	N/A	N/A		N/A				131
132	*	Other rents - debit - other	N/A	N/A		N/A				132
133	*	Other rents - (credit) - running	N/A	N/A		N/A				133

410. RAILWAY OPERATING EXPENSES - (Continued)

(Dollars in Thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
		REPAIRS AND MAINTENANCE - (Continued)								
134	*	Other rents - (credit) - switching	N/A	N/A		N/A				134
135	*	Other rents - (credit) - other	N/A	N/A		N/A				135
136	*	Depreciation - running	N/A	N/A		599,369	599,369		599,369	136
137	*	Depreciation - switching	N/A	N/A		159,322	159,322		159,322	137
138	*	Depreciation - other	N/A	N/A		328,606	328,606		328,606	138
139		Joint facility - debit - running	N/A	N/A	119,311	N/A	119,311		119,311	139
140		Joint facility - debit - switching	N/A	N/A	46,173	N/A	46,173		46,173	140
141		Joint facility - debit - other	N/A	N/A		N/A				141
142		Joint facility - (credit) - running	N/A	N/A	(66,861)	N/A	(66,861)		(66,861)	142
143		Joint facility - (credit) - switching	N/A	N/A	(24,808)	N/A	(24,808)		(24,808)	143
144		Joint facility - (credit) - other	N/A	N/A		N/A				144
145		Dismantling retired road property - running			2		2		2	145
146		Dismantling retired road property - switching								146
147		Dismantling retired road property - other								147
148		Other - running	62	226	1,227	832	2,347		2,347	148
149		Other - switching	21	58	324	219	622		622	149
150		Other - other	6	29	155	104	294		294	150
151		TOTAL WAY AND STRUCTURES	436,750	172,852	309,194	1,338,294	2,257,090		2,257,090	151
		EQUIPMENT								
		LOCOMOTIVES								
201		Administration	10,517	10,321	18,090	8,156	47,084		47,084	201
202	*	Repair & maintenance	177,819	162,154	390,931	1,121	732,025		732,025	202
203	*	Machinery repair	166	1,221	201		1,588		1,588	203
204		Equipment damaged	492	274			766		766	204
205		Fringe benefits	N/A	N/A	N/A	82,098	82,098		82,098	205
206		Other casualties & insurance	N/A	N/A	N/A	5,718	5,718		5,718	206
207	*	Lease rentals - debit	N/A	N/A	260,055	N/A	260,055		260,055	207
208	*	Lease rentals - (credit)	N/A	N/A	(350)	N/A	(350)		(350)	208
209		Joint facility rent - debit	N/A	N/A		N/A				209
210		Joint facility rent - (credit)	N/A	N/A		N/A				210
211	*	Other rents - debit	N/A	N/A		N/A				211
212	*	Other rents - (credit)	N/A	N/A		N/A				212
213	*	Depreciation	N/A	N/A		394,805	394,805		394,805	213
214		Joint facility - debit	N/A	N/A	6,171	N/A	6,171		6,171	214
215		Joint facility - (credit)	N/A	N/A		N/A				215
216	*	Repairs billed to others - (credit)	N/A		(95,875)	N/A	(95,875)		(95,875)	216

410. RAILWAY OPERATING EXPENSES - (Continued)										
(Dollars in Thousands)										
Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
217		LOCOMOTIVES - (Continued)								217
		Dismantling retired property								
218		Other		1,513	231	462	2,206		2,206	218
219		TOTAL LOCOMOTIVES	188,994	175,483	579,454	492,360	1,436,291		1,436,291	219
220		FREIGHT CARS								
		Administration	6,596	6,474	12,109	5,114	30,293	N/A	30,293	220
221	*	Repair & maintenance	120,562	172,797	127,208	49,609	470,176	N/A	470,176	221
222	*	Machinery repair	104	766	126		996	N/A	996	222
223		Equipment damaged	597	2		24,930	25,529	N/A	25,529	223
224		Fringe benefits	N/A	N/A	N/A	56,278	56,278	N/A	56,278	224
225		Other casualties & insurance	N/A	N/A	N/A	3,873	3,873	N/A	3,873	225
226	*	Lease rentals - debit	N/A	N/A	260,234		260,234	N/A	260,234	226
227	*	Lease rentals - (credit)	N/A	N/A	(8,381)	N/A	(8,381)	N/A	(8,381)	227
228		Joint facility rent - debit	N/A	N/A		N/A		N/A		228
229		Joint facility rent - (credit)	N/A	N/A		N/A		N/A		229
230	*	Other rents - debit	N/A	N/A	350,482	N/A	350,482	N/A	350,482	230
231	*	Other rents - (credit)	N/A	N/A	(104,672)	N/A	(104,672)	N/A	(104,672)	231
232	*	Depreciation	N/A	N/A	N/A	63,942	63,942	N/A	63,942	232
233		Joint facility - debit	N/A	N/A		N/A		N/A		233
234		Joint facility - (credit)	N/A	N/A		N/A		N/A		234
235	*	Repairs billed to others - (credit)	N/A	N/A	(176,527)	N/A	(176,527)	N/A	(176,527)	235
236		Dismantling retired property						N/A		236
237		Other		949	145	290	1,384	N/A	1,384	237
238		TOTAL FREIGHT CARS	127,859	180,988	460,724	204,036	973,607	N/A	973,607	238
301		OTHER EQUIPMENT								
		Administration	712	701	1,309	552	3,274		3,274	301
		Repair & maintenance:								
302	*	Trucks, trailers, & containers - revenue service		4	18,985	312	19,301	N/A	19,301	302
303	*	Floating equipment - revenue service		(1)		1		N/A		303
304	*	Passenger & other revenue equipment	4,710	1,718	(1)		6,427		6,427	304
305	*	Computers and data processing equipment								305
306	*	Machinery	11	83	13		107		107	306
307	*	Work & other non-revenue equipment	12,360	9,241	3,887	70	25,558		25,558	307
308		Equipment damaged			18,760	4,285	23,045		23,045	308
309		Fringe benefits	N/A	N/A	N/A	8,803	8,803		8,803	309
310		Other casualties & insurance	N/A	N/A	N/A	964	964		964	310
311	*	Lease rentals - debit	N/A	N/A	9,005		9,005		9,005	311
312	*	Lease rentals - (credit)	N/A	N/A						312

410. RAILWAY OPERATING EXPENSES - (Continued)										
(Dollars in Thousands)										
Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
313		OTHER EQUIPMENT (Continued)								313
314		Joint facility rent - debit	N/A	N/A		N/A				314
315		Joint facility rent - (credit)	N/A	N/A		N/A				315
316		Other rents - debit	N/A	N/A		N/A				316
317		Other rents - (credit)	N/A	N/A	(238)	N/A	(238)		(238)	317
318		Depreciation	N/A	N/A	N/A	104,628	104,628		104,628	318
319		Joint facility - debit	N/A	N/A	253	N/A	253		253	319
320		Joint facility - (credit)	N/A	N/A		N/A				320
321		Repairs billed to others - (credit)	N/A	N/A		N/A				321
322		Dismantling retired property								322
323		Other		102	16	31	149		149	323
324		TOTAL OTHER EQUIPMENT	17,793	11,848	51,989	119,646	201,276		201,276	324
325		TOTAL EQUIPMENT	334,646	368,319	1,092,167	816,042	2,611,174		2,611,174	325
401		TRANSPORTATION								401
402		TRAIN OPERATIONS								402
403		Administration	96,030	9,006	54,837	19,701	179,574		179,574	403
404		Engine crews	658,634		69,364	11	728,009		728,009	404
405		Train crews	538,843		74,844	64	613,751		613,751	405
406		Dispatching trains	47,483		(384)		47,099		47,099	406
407		Operating signals & interlockers		2	5,757		5,759		5,759	407
408		Operating drawbridges	3,708				3,708		3,708	408
409		Highway crossing protection	1		8,512		8,513		8,513	409
410		Train inspection & lubrication	62,544				62,544		62,544	410
411		Locomotive fuel		3,980,129			3,980,129		3,980,129	411
412		Electric power produced or purchased for motive power								412
413		Servicing locomotives	53,491	570	(13,904)		40,157		40,157	413
414		Freight lost or damaged - solely related	N/A	N/A	N/A					414
415		Clearing wrecks								415
416		Fringe benefits	N/A	N/A	N/A	555,700	555,700		555,700	416
417		Other casualties & insurance	N/A	N/A	N/A	91,117	91,117		91,117	417
418		Joint facility - debit	N/A	N/A	1,208	N/A	1,208		1,208	418
419		Joint facility - (credit)	N/A	N/A		N/A				419
420		Other	2,296	1,272	648,925	12,243	664,736		664,736	420
421		TOTAL TRAIN OPERATIONS	1,463,030	3,990,979	849,159	678,836	6,982,004		6,982,004	421
422		YARD OPERATIONS								422
423		Administration	19,261	2,105	11,922	4,299	37,587		37,587	423
424		Switch crews	279,359	80	41,253		320,692		320,692	424

410. RAILWAY OPERATING EXPENSES - (Continued)										
(Dollars in Thousands)										
Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
422		YARD OPERATIONS (Continued)								
		Controlling operations	34,416		806		35,222		35,222	422
423		Yard and terminal clerical	53	383	825	442	1,703		1,703	423
424		Operating switches, signals, retarders, & humps								424
425		Locomotive fuel		123,429			123,429		123,429	425
426		Electric power electric power produced or purchased for motive power								426
427		Servicing locomotives	9,239				9,239		9,239	427
428		Freight lost or damaged - solely related	N/A	N/A	N/A					428
429		Clearing wrecks			58,734		58,734		58,734	429
430		Fringe benefits	N/A	N/A	N/A	133,065	133,065		133,065	430
431		Other casualties & insurance	N/A	N/A	N/A	21,324	21,324		21,324	431
432		Joint facility - debit	N/A	N/A	15,025		15,025		15,025	432
433		Joint facility - (credit)	N/A	N/A						433
434		Other		11	132		143		143	434
435		TOTAL YARD OPERATIONS	342,328	126,008	128,697	159,130	756,163		756,163	435
501		TRAIN & YARD OPERATIONS COMMON:								
		Cleaning car interiors	2,158	66	3,789	N/A	6,013		6,013	501
502		Adjusting & transferring loads			2,102	N/A	2,102	N/A	2,102	502
503		Car loading devices & grain docks				N/A		N/A		503
504		Freight lost or damaged - all other	N/A	N/A	N/A	10,863	10,863		10,863	504
505		Fringe benefits	N/A	N/A	N/A	865	865		865	505
506		TOTAL TRAIN & YARD OPERATIONS COMMON:	2,158	66	5,891	11,728	19,843		19,843	506
507		SPECIALIZED SERVICE OPERATIONS								
		Administration	6,446	392	2,384	856	10,078	N/A	10,078	507
508	*	Pickup & delivery and marine line haul			34,843	122	34,965	N/A	34,965	508
509	*	Loading & unloading and local marine		30,694	258,487	319	289,500	N/A	289,500	509
510	*	Protective services	474	11,352	10	299	12,135	N/A	12,135	510
511	*	Freight lost or damaged - solely related	N/A	N/A	N/A			N/A		511
512	*	Fringe benefits	N/A	N/A	N/A	2,143	2,143	N/A	2,143	512
513	*	Casualties & insurance	N/A	N/A	N/A	577	577	N/A	577	513
514	*	Joint facility - debit	N/A	N/A		N/A		N/A		514
515	*	Joint facility - (credit)	N/A	N/A		N/A		N/A		515
516	*	Other						N/A		516
517	*	TOTAL SPECIALIZED SERVICE OPERATIONS	6,920	42,438	295,724	4,316	349,398	N/A	349,398	517

410. RAILWAY OPERATING EXPENSES - (Continued)
(Dollars in Thousands)

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries & Wages (b)	Material, tools, supplies, fuels, & lubricants (c)	Purchased services (d)	General (e)	Total freight expense (f)	Passenger (g)	Total (h)	Line No.
518		ADMINISTRATIVE support OPERATIONS:								518
		Administration	92,139	8,224	50,069	30,923	181,355		181,355	518
519		Employees performing clerical & accounting function	12,947	645	3,195	446	17,233		17,233	519
520		Communication systems operations	681	33	17,551		18,265		18,265	520
521		Loss & damage claims processing								521
522		Fringe benefits	N/A	N/A	N/A	32,809	32,809		32,809	522
523		Casualties & insurance	N/A	N/A	N/A	6,911	6,911		6,911	523
524		Joint facility - debit	N/A	N/A		N/A				524
525		Joint facility - (credit)	N/A	N/A		N/A				525
526		Other		531			531		531	526
527		TOTAL ADMINISTRATIVE support OPERATIONS	105,767	9,433	70,815	71,089	257,104		257,104	527
528		TOTAL TRANSPORTATION	1,920,203	4,168,924	1,350,286	925,099	8,364,512		8,364,512	528
		GENERAL AND ADMINISTRATIVE								
601		Officers - general administration	28,493	6,549	48,404	37,402	120,848		120,848	601
602		Accounting, auditing, & finance	38,817	1,856	12,892	1,767	55,332		55,332	602
603		Management services & data processing	22,391	934	103,993	2,025	129,343		129,343	603
604		Marketing	30,355	1,046	7,553	7,863	46,817		46,817	604
605		Sales	30,435	1,047	7,552	7,863	46,897		46,897	605
606		Industrial development	2,469	33	1,557	839	4,898	N/A	4,898	606
607		Personnel & labor relations	19,786		963	52	20,801		20,801	607
608		Legal & secretarial	15,896	669	79,443	7,792	103,800		103,800	608
609		Public relations & advertising	1,905	1,555	677	4,364	8,501		8,501	609
610		Research & development								610
611		Fringe benefits	N/A	N/A	N/A	130,663	130,663		130,663	611
612		Casualties & insurance	N/A	N/A	N/A	1,835	1,835		1,835	612
613		Writedown of uncollectible accounts	N/A	N/A	N/A	10,824	10,824		10,824	613
614		Property taxes	N/A	N/A	N/A	249,873	249,873		249,873	614
615		Other taxes except on corporate income or payroll	N/A	N/A	N/A	9,117	9,117		9,117	615
616		Joint facility - debit	N/A	N/A	6,086		6,086		6,086	616
617		Joint facility - (credit)	N/A		(2,876)		(2,876)		(2,876)	617
618		Other	19,683		1,444	130,471	151,598		151,598	618
619		TOTAL GENERAL AND ADMINISTRATIVE	210,230	13,689	267,688	602,750	1,094,357		1,094,357	619
620	*	TOTAL CARRIER OPERATING EXPENSE	2,901,829	4,723,784	3,019,335	3,682,185	14,327,133		14,327,133	620

412. WAY AND STRUCTURES

(Dollars in Thousands)

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

Line No.	Cross Check	Property Account	Category (a)	Depreciation (b)	Lease/rentals (net) (c)	Amortization adjustment during year (d)	Line No.
1		2	Land for transportation purposes	-			1
2		3	Grading	18,812			2
3		4	Other right-of-way expenditures	1,174			3
4		5	Tunnels and subways	1,151			4
5		6	Bridges, trestles and culverts	34,808			5
6		7	Elevated structures	-			6
7		8	Ties	179,820			7
8		9	Rail and other track material	400,406			8
9		11	Ballast	167,205			9
10		13	Fences, snowsheds and signs	1,242			10
11		16	Station and office buildings	18,664			11
12		17	Roadway buildings	1,911			12
13		18	Water stations	324			13
14		19	Fuel stations	13,745			14
15		20	Shops and enginehouses	13,492			15
16		22	Storage warehouses	-			16
17		23	Wharves and docks	343			17
18		24	Coal and ore wharves	239			18
19		25	TOFC/COFC terminals	41,906			19
20		26	Communications systems	48,150			20
21		27	Signals and interlockers	101,283			21
22		29	Power plants	77			22
23		31	Power transmission systems	856			23
24		35	Miscellaneous structures	699			24
25		37	Roadway machines	29,322			25
26		39	Public improvements; construction	11,556			26
27		45	Power plant machines	112			27
28			Other lease/rentals	-	377	N/A	28
29			TOTAL	1,087,297	377		29

414. RENTS FOR INTERCHANGED FREIGHT TRAIN CARS AND OTHER FREIGHT CARRYING EQUIPMENT
(Dollars in Thousands)

- Report freight expenses only.
 - Report in this supporting schedule rental information by car type and other freight-carrying equipment relating to the interchange of railroad owned or leased equipment and privately owned equipment. (Reporting for leased equipment covers equipment with the carrier's own railroad markings.)
 - The gross amounts receivable and payable for freight-train cars (line 19, columns (b) through (d), and line 19, columns (e) through (g), respectively) should balance with Schedule 410, column (f) lines 231 (credits) and 230 (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f) lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of Schedule 410 because those lines include rents for "Other Equipment" which is reported in Schedule 415, column (f). The balancing of Schedules 410, 414, and 415 "Other Equipment" is outlined in note 6 to Schedule 415.
 - Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper owned cars.
 - Report in columns (c), (d), (f), and (g) rentals for railroad owned cars prescribed by the Board in Ex Part 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.
- NOTE: Mechanical designations for each car type are shown in Schedule 710.

Line No.	Cross Check	Type of Equipment (a)	GROSS AMOUNTS RECEIVABLE Per Diem Basis			GROSS AMOUNTS PAYABLE Per Diem Basis			Line No.
			Private Line Cars (b)	Mileage (c)	Time (d)	Private Line Cars (e)	Mileage (f)	Time (g)	
		CAR TYPES							
1		Box - Plain 40 Foot	-						1
2		Box - Plain 50 Foot and Longer	-	9	32	2,782	663	1,711	2
3		Box - Equipped	-	2,140	6,402	9,395	9,361	18,354	3
4		Gondola - Plain	-	1,331	847	7,984	1,476	1,857	4
5		Gondola - Equipped	-	1,172	3,481	1	4,626	7,599	5
6		Hopper - Covered	-	13,775	22,463	2,198	7,167	17,632	6
7		Hopper - Open Top - General Service	-	417	2,495	56	359	891	7
8		Hopper - Open Top - Special Service	-	3,214	1,985	1,938	16	97	8
9		Refrigerator - Mechanical	-	720	2,063	-	147	205	9
10		Refrigerator - Nonmechanical	-	926	2,266	-	78	178	10
11		Flat - TOFC/COFC	-	10,557	21,823	139,621	7,532	17,026	11
12		Flat - Multi-Level	-	1,447	3,137	24,290	2,158	7,354	12
13		Flat - General Service	-	6	17	20	44	45	13
14		Flat - Other	-	759	962	29,318	3,810	5,009	14
15		Tank - Under 22,000 Gallons	-	2	6	2,554	-	-	15
16		Tank - 22,000 Gallons and Over	-	5	23	43	-	-	16
17		All Other Freight Cars	-	1	14	1	46	113	17
18		Auto Racks	-		175	13,825	-	902	18
19		TOTAL FREIGHT TRAIN CARS	-	36,481	68,191	234,026	37,483	78,973	19
		OTHER FREIGHT CARRYING EQUIPMENT							
20		Refrigerated Trailers	-	-	-	-	-	-	20
21		Other Trailers	-	-	-	-	-	(238)	21
22		Refrigerated Containers	-	-	-	-	-	-	22
23		Other Containers	-	-	-	-	-	-	23
24	*	TOTAL TRAILERS AND CONTAINERS	-	-	-	-	-	(238)	24
25		GRAND TOTAL (Lines 19 and 24)	-	36,481	68,191	234,026	37,483	78,735	25

NOTES AND REMARKS

THIS PAGE INTENTIONALLY LEFT BLANK

GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE TO SCHEDULE 415

1. Report freight expenses only.
2. Report by type of equipment all natural expenses relating to equipment functions (salaries and wages, materials, tools, supplies, fuels and lubricants, purchased services, and general).
3. Report in column (b) net repair expense, excluding the cost to repair damaged equipment.
Schedule 415, column (b) will balance to Schedule 410, column (f) as follows:
 - (a) Locomotives, line 5 plus line 38, compared to the sum of Schedule 410, lines 202, 203, and 216 (excluding wreck repairs). Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 204.
 - (b) Freight cars, line 24 plus line 39, compared to the sum of Schedule 410, lines 221, 222, and 235 (excluding wreck repairs). Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 223.
 - (c) Sum of highway equipment (line 32), floating equipment (line 35), passenger and other revenue equipment (line 36), computer and data processing equipment (line 37), machinery-other equipment (line 40), and work and other non-revenue equipment (line 41), compared to Schedule 410, the sum of lines 302 through 307, plus line 320 (excluding wreck repairs). Do not report in Schedule 415, equipment damaged from Schedule 410, line 308.

Note: Lines 216, 235, and 320 of Schedule 410 are credit amounts.
The allocation of freight car repair expenses reportable on Schedule 415 by car types shall be in accordance with Instruction 2-21, Freight train repair costing, 49 CFR 1201.
4. Depreciation expense for each class of equipment by car type shall be reported in columns (c) and (d). For improvements on leased property, Accounts 732 and 733, use a supplementary Schedule 415, which will relate to Schedules 340 and 342.
Depreciation charges reported in columns (c) and (d) will balance to Schedule 410, column (f) as follows:
 - (a) Locomotives, lines 5 and 38, compared to Schedule 410, line 213.
 - (b) Freight cars, lines 24 and 39, compared to Schedule 410, line 232.
 - (c) Sum of highway equipment (line 32), floating equipment (line 35), passenger and other revenue equipment (line 36), computer and data processing equipment (line 37), machinery-other equipment (line 40), and work and other non-revenue equipment (line 41), compared to Schedule 410, line 317.
5. Amortization adjustment of each equipment type which is included in column (c) shall be reported in column (e) as a debit or credit to the appropriate line item. The net adjustment on line 43 shall equal the equipment amortization adjustment applicable to equipment used in freight service included in line 39, column (c), of Schedule 335.
6. Lease/rentals reported in column (f) should balance to column (f) of Schedule 410 as follows:
 - (a) Locomotives, lines 5 and 38, compared to Schedule 410, lines 207, 208, 211, and 212.
 - (b) Freight cars, lines 24 and 39, compared to Schedule 410, lines 226 and 227 (note that Schedule 410, lines 230 and 231, are reported in Schedule 415, and are not included in Schedule 415).
 - (c) Sum of lease/rentals for all other equipment, lines 32, 35, 36, 37, 40, and 41, will balance to Schedule 410, lines 311, 312, 315, and 316, except for the interchange rental on trailers and containers which is reported in Schedule 414. Therefore, both Schedules 414 and 415 should be used when balancing lease/rentals other equipment to Schedule 410. Do not report in Schedule 415, the trailer and container rentals reported in Schedule 414.
7. Investment base by types of equipment shall be reported in columns (g) and (h) and should not include the cost of equipment used but not owned when rents therefore are included in the rent for equipment and Account Nos. 31-21-00, 31-22-00, 31-23-00, 35-21-00, 35-22-00, and 35-23-00. It should include the cost of equipment owned and leased to others when the rents are included in the rent for Equipment Account Nos. 32-21-00, 32-22-00, 32-23-00, 36-21-00, 36-22-00, and 36-23-00.
Property used but not owned should also be included when the rent is included in Account Nos. 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.
The grand total of each equipment account in column (h) of Schedule 330 should equal the totals of line items constituting the equipment account totals of columns (g) and (h) of Schedule 415.
8. Accumulated depreciation for each class of equipment shall be reported in columns (i) and (j). The grand total of each equipment reserve account in column (g), Schedule 335, shall equal the combined aggregate total accumulated depreciation for line items constituting the corresponding equipment accounts reported in columns (i) and (j), on Schedule 415.

415. SUPPORTING SCHEDULE - EQUIPMENT							
(Dollars in Thousands)							
Line No.	Cross Check	Types of equipment (a)	Repairs (net expense) (b)	Depreciation		Amortization Adjustment net during year (e)	Line No.
				Owned (c)	Capitalized lease (d)		
		LOCOMOTIVES					
1		Diesel Locomotives - Yard					1
2		Diesel Locomotives - Road	636,150	286,552	103,702		2
3		Other Locomotives - Yard					3
4		Other Locomotives - Road					4
5	*	TOTAL LOCOMOTIVES	636,150	286,552	103,702		5
		FREIGHT TRAIN CARS					
6		Box - Plain 40 foot		2			6
7		Box - Plain 50 foot and longer	1,498				7
8		Box - Equipped	20,292	3,677			8
9		Gondola - Plain	69,830	2,022			9
10		Gondola - Equipped	15,710	3,596			10
11		Hopper - Covered	81,810	12,764	3,590		11
12		Hopper - Open Top - General Service	7,253	3,668			12
13		Hopper - Open Top - Special Service	18,176	1,687	184		13
14		Refrigerator - Mechanical	3,817	8			14
15		Refrigerator - Nonmechanical	1,498	3,433			15
16		Flat - TOFC/COFC	19,116	2,015	2,394		16
17		Flat - Multi-level	117	1,749	1,841		17
18		Flat - General Service	7,048	65			18
19		Flat - Other	13,566	1,369	1,197		19
20		All Other Freight Cars	32,449	329			20
21		Cabooses	88	611			21
22		Auto Racks		1,716			22
23		Miscellaneous Accessories	1,381	13,172			23
24	*	TOTAL FREIGHT TRAIN CARS	293,649	51,883	9,206		24
		OTHER EQUIPMENT - REVENUE FREIGHT					
25		HIGHWAY EQUIPMENT					
		Refrigerated Trailers					25
26		Other Trailers	1,964				26
27		Refrigerated Containers	144				27
28		Other Containers	3,801	(216)			28
29		Bogies					29
30		Chassis	3,605	(209)			30
31		Other Highway Equipment (Freight)	9,787				31
32	*	TOTAL HIGHWAY EQUIPMENT	19,301	(425)			32
		FLOATING EQUIPMENT - REVENUE SERVICE					
33		Marine Line-Haul					33
34		Local Marine					34
35	*	TOTAL FLOATING EQUIPMENT					35
		OTHER EQUIPMENT					
36	*	Passenger & Other Revenue Equipment (Freight Portion)	6,427				36
37	*	Computer Systems & Word Processing Equip.		48,912			37
38	*	Machinery - Locomotives	1,588	4,551			38
39	*	Machinery - Freight Cars	996	2,853			39
40	*	Machinery - Other Equipment	107	308			40
41	*	Work and Other Nonrevenue Equipment	25,558	10,459	45,374		41
42		TOTAL OTHER EQUIPMENT	34,676	67,083	45,374		42
43		TOTAL ALL EQUIPMENT (FREIGHT PORTION)	983,776	405,093	158,282		43

415. SUPPORTING SCHEDULE - EQUIPMENT - (Continued)

Line No.	Cross Check	Lease & rentals (net) (f)	Investment base as of 12/31		Accumulated depreciation as of 12/31		Line No.
			Owned (g)	Capitalized lease (h)	Owned (i)	Capitalized lease (j)	
1							1
2		259,705	4,621,151	1,724,267	1,666,376	790,242	2
3							3
4							4
5	*	259,705	4,621,151	1,724,267	1,666,376	790,242	5
6			126		(70)		6
7			44		37		7
8		10,167	93,274		12,004		8
9			70,028		31,082		9
10		32,006	110,972		50,818		10
11		80,928	506,956	140,789	122,077	13,321	11
12			116,487		53,254		12
13		28,194	63,961	9,644	17,143	907	13
14			194		(352)		14
15		10,229	89,717		21,321		15
16		67,598	161,047	67,270	9,149	7,432	16
17			59,008	69,940	8,259	5,264	17
18			2,292		995		18
19		9,021	44,440	32,787	20,351	4,146	19
20		3,402	15,595		7,311		20
21			12,102		9,487		21
22		10,308	33,393		15,071		22
23			172,069		52,249		23
24	*	251,853	1,551,705	320,430	430,186	31,070	24
25							25
26							26
27							27
28		587	7,707		5,013		28
29							29
30		8,418	7,447		4,844		30
31							31
32	*	9,005	15,154		9,857		32
33							33
34							34
35	*						35
36	*						36
37	*		710,566		376,644		37
38	*		145,567		69,852		38
39	*		91,288		43,805		39
40	*		9,869		4,736		40
41	*		463,558	202,342	152,766	122,761	41
42			1,420,848	202,342	647,803	122,761	42
43		520,563	7,608,858	2,247,039	2,754,222	944,073	43

(1) Data reported on lines 38, 39, and 40 in columns (g) and (h) are investment recorded in property account 44, allocated to locomotives, freight cars, and other equipment.

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

416. SUPPORTING SCHEDULE - ROAD
(Dollars in Thousands)

Line No.	Density Category (Class) (a)	Account No. (b)	Owned and Used			Improvements to Leased Property			Capitalized Leases			Total		Line No.
			Investment Base (c)	Accumulated Depreciation (d)	Depr. Rate % (e)	Investment Base (f)	Accumulated Depreciation (g)	Depr. Rate % (h)	Investment Base (i)	Current Year Amortization (j)	Accumulated Amortization (k)	Investment Base (l)	Accumulated Depreciation & Amortization (m)	
1	I	3	2,143,083	288,607	1.05%	TOTAL IMPROVEMENTS TO			NO CAPITAL LEASES IN ACCOUNTS 3, 8, 9, 11			2,143,083	288,607	1
2		8	3,972,294	1,330,485	3.96%	PROPERTY LEASED FROM						3,972,294	1,330,485	2
3		9	9,808,601	2,833,533	3.10%	OTHERS IS LESS THAN 5%						9,808,601	2,833,533	3
4		11	3,350,155	706,836	4.17%	OF TOTAL PROPERTY OWNED.						3,350,155	706,836	4
5	SUB TOTAL		19,274,133	5,159,461								19,274,133	5,159,461	5
6	II	3	356,130	47,960	1.05%							356,130	47,960	6
7		8	907,525	201,580	3.40%							907,525	201,580	7
8		9	1,347,120	33,103	2.75%							1,347,120	33,103	8
9		11	592,504	137,419	3.45%							592,504	137,419	9
10	SUB TOTAL		3,203,279	420,062								3,203,279	420,062	10
11	III	3	-	-								-	-	11
12		8	-	-								-	-	12
13		9	-	-								-	-	13
14		11	-	-								-	-	14
15	SUB TOTAL		-	-								-	-	15
16	IV	3	242,355	32,638	1.05%							242,355	32,638	16
17		8	509,042	229,954	2.45%							509,042	229,954	17
18		9	921,971	239,177	1.92%							921,971	239,177	18
19		11	504,708	123,650	2.22%							504,708	123,650	19
20	SUB TOTAL		2,178,076	625,419								2,178,076	625,419	20
21														21
22														22
23														23
24														24
25														25
26	GRAND TOTAL		24,655,488	6,204,942	N/A				-	-	-	24,655,488	6,204,942	26

Notes:

- (1) The base grand total for owned and used, improvements to leased property, and capitalized leases should equal the sum of Accounts 3, 8, 9, and 11 shown at year end on Schedule 330.
- (2) Columns (c) and (d) include improvements to leased property. Improvements to leased property are not separately included based on the 5% rule.
- (3) Implemented track study in 2011 changing the depreciation rates for ICC's 8, 9, & 11.

NOTES AND REMARKS

THIS PAGE INTENTIONALLY LEFT BLANK

417. SPECIALIZED SERVICE SUBSCHEDULE - TRANSPORTATION

(Dollars in Thousands)

- Report freight expenses only.
- 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.
- 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.
- Report in column (b), line 2, the expenses incurred in highway movements of trailers and containers performed at the expense of the reporting railroad within a terminal area for the purpose of pick-up, delivery, or highway interchange service. Report in column (b), line 3, the expenses incurred in operating facilities for handling trailers and/or containers, including storage expenses. See Schedule 755, note R.
- 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.
- 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.
- Report on line 4, column (b), the expenses relating to heating and refrigeration of TOFC/COFC trailers and containers (total debits and credits). The expenses on line 4, column (h) relate to refrigerator cars only.
- Report in column (i) total expenses incurred in performing rail substitute service, other highway revenue service, LCL terminal operations, warehouse operations, freight car transloading, grain elevator terminal operations, and livestock feeding operations only.

Line No.	Cross Check	Items (a)	TOFC/COFC terminal (b)	Floating equipment (c)	Coal marine terminal (d)	Ore marine terminal (e)	Other marine terminal (f)	Motor vehicle load & distribution (g)	Protective services refrigerator car (h)	Other special services (i)	Total columns (b) - (i) (j)	Line No.
1	*	Administration	9,042	-	-	29		693	314	-	10,078	1
2	*	Pick up and delivery, marine line haul	34,843					122	N/A		34,965	2
3	*	Loading and unloading and local marine	266,207			965		22,328	N/A		289,500	3
4	*	Protective services - total debits and credits	2					774	11,359		12,135	4
5	*	Freight lost or damaged - solely related										5
6	*	Fringe benefits	1,810			295			38		2,143	6
7	*	Casualty and insurance	577								577	7
8	*	Joint facility - debit										8
9	*	Joint facility - credit	()	()	()	()	()	()	()	()	()	9
10	*	Other	-	-	-	-	-	-	-	-		10
11	*	TOTAL	312,481			1,289		23,917	11,711		349,398	11

418. SUPPORTING SCHEDULE - CAPITAL LEASES

(Dollars in Thousands)

Instructions:

This schedule will show the investment in capitalized leases in road and equipment by primary account.

Column

- (a) = primary account number and title for which capital lease amounts are included therein.
- (b) = the total investment in that primary account.
- (c) = the investment in capital leases at the end of the year.
- (d) = the current year amortization.
- (e) = the accumulated amortization relating to the leased properties.

Primary Account No. & Title (a)	Total Investment At End of Year (b)	Capital Leases		
		Investment at End of Year (c)	Current Year Amortization (d)	Accumulated Amortization (e)
25 - TOFC/COFC	1,382,225	115,842	4,634	15,881
37 - Roadway Machines	614,719	230,904	14,021	49,309
52 - Locomotives	6,345,418	1,724,267	103,702	790,242
53 - Freight-Train Cars	1,872,135	320,430	9,206	31,070
57 - Work Equipment	285,949	20,643	1,944	17,620
58 - Miscellaneous Equipment	379,951	181,699	43,430	105,141

NOTES AND REMARKS

THIS PAGE INTENTIONALLY LEFT BLANK

450. ANALYSIS OF TAXES

(Dollars in Thousands)

A. Railway Taxes

Line No.	Cross Check	Kind of Tax	Amount	Line No.
1		Other than U.S. Government Taxes	361,608	1
		U.S. Government Taxes		
2		Income Taxes		
		Normal Tax and Surtax	395,883	2
3		Excess Profits		3
4	*	Total - Income Taxes (Lines 2 and 3)	395,883	4
5		Railroad Retirement	542,939	5
6		Hospital Insurance	49,675	6
7		Supplemental Annuities	-	7
8		Unemployment Insurance	33,340	8
9		All Other United States Taxes	-	9
10		Total - U.S. Government Taxes	1,021,837	10
11		Total - Railway Taxes	1,383,445	11

B. Adjustments to Federal Income Taxes

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

Line No.	Particulars (a)	Beginning of year balance (b)	Net credits (charges) for current year (c)	Adjustments (d)	End of year balance (e)	Line No.
1	Deferred debits:					1
2	Accrued liabilities not deductible until paid:					2
3	Casualty and Environmental Costs	(373,417)	21,994	-	(351,423)	3
4	Postretirement benefits	(206,680)	13,239	(112,244)	(305,685)	4
5	Compensation and Benefits	(267,125)	(2,041)	-	(269,166)	5
6	Other	(170,373)	20,756	(3,856)	(153,473)	6
7	Subtotal	(1,017,595)	53,948	(116,100)	(1,079,747)	7
8	Deferred tax credits:					
9	Depreciation and Amortization	10,425,121	1,284,709	(14,822)	11,695,008	8
10	Hedging	29,014	(250)	(13,937)	14,827	9
11	Other	176,634	28,467	-	205,101	10
12	Subtotal	10,630,769	1,312,926	(28,759)	11,914,936	11
13						12
14						13
15						14
16						15
17						16
18						
19						17
20						18
21	TOTALS	9,613,174	1,366,874	(144,859)	10,835,189	19

450. ANALYSIS OF TAXES

(Dollars in Thousands)

* Footnotes:

1. If the flow-through method was elected, indicate the net decrease (or increase) in tax accrual because of investment tax credit.	0
If the 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 the amount of the current year's credit applied to reduction of tax liability but deferred for accounting purposes	N/A
(3) Balance of current year's credit used to reduce current year's tax accrual	N/A
(4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual	N/A
(5) Total decrease in current year's tax accrual resulting from use of investment tax credits	N/A
2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made	0

Notes and Remarks:

Adjustment is to reflect income taxes on balance sheet adjustment which, in accordance with generally accepted accounting principles, are not reflected in Railway income tax expense.

Minimum pension liability	\$ (114,579)
UTU/Qualified pension plans	2,335
SFAS 133- Fuel hedges	(13,937)
Other	(2)
FIN 48	(18,676)
Total	<u>\$ (144,859)</u>

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

(Dollars in Thousands)

Give a brief description for all items, regardless of amount, included during the year in Accounts 555, Unusual or Infrequent Items; 560, Income or Loss From Operations or 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; and 621, Appropriations for Other Purposes. If appropriations released reflect appropriations provided during the year, each account should not be reported.

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

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (c)	Line No.
1					1
2					2
3	616	Other Comprehensive Income - Fuel Hedging	17,735		3
4	616	Other Comprehensive Income - Interest Hedging	64		4
5	616	Other Comprehensive Income - BNSF Pension and Retiree Benefits	180,667		5
6	616	SFAS 143 Adjustment	1,256		6
7	616	Intercompany Notes Receivable from Burlington Northern Santa Fe, LLC*	2,244,900		7
8	606	Other Comprehensive Income - Equity Method Investments		302	8
9					9
10					10
11					11
12					12
13					13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

* BNSF Railway classified the intercompany note receivable as equity in accordance with GAAP and the BNSF Railway 10-K.

501. GUARANTIES AND SURETYSHIPS

(Dollars in Thousands)

1. If the respondent was under obligation as guarantor or surety for the performance by any other corporation or association of any agreement or obligation, show the particulars of each contract of guarantee 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 two years after the date of issue. Items of less than \$50,000 may be shown as one total.

Line No.	Names of all parties principally and primarily liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1	Terminal Railroad Association of St Louis				1
2	BNSF Railway Company	Sinking Fund and Interest	7,014	Joint (Note 1)	2
3	CSX Transportation, Inc.	on Refunding and Improvement			3
4	Canadian National Railway Company	Mortgage Bonds Series C			4
5	Norfolk and Southern Railway Company	due 7/1/2019			5
6	Union Pacific Railroad Company				6
7					7
8					8
9	Kinder Morgan Energy Partners, L.P.		190,000	Sole (Note 2)	9
10	BNSF Railway Company				10
11					11
12	Intermotel Leasing, Inc.		10,254	Sole (Note 3)	12
13	BNSF Railway Company				13
14					14
15					15
16					16
17					17
18					18
19					19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30
31	Note 1: Terminal Railroad Association of St. Louis Mortgage Bonds are fully funded by TRRA through a Sinking fund established with a balance in the				31
32	amount of approximately \$19 million as of December 31, 2011. BNSF is jointly and severally liable with CSX, CN, NS, and UP for the Sinking Fund. This fund				32
33	covers future interest and principal payments through the remainder of the bonds term.				33
34	Note 2: Santa Fe Pacific Pipelines, Inc (SFPP) , an indirect, wholly-owned subsidiary of BNSF Railway Company, has a guarantee in connection with its				34
35	remaining special limited partnership interest in SFPP, L.P. All obligations with respect to the guarantee will cease upon termination of ownership rights				35
36	which would occur upon a put notice issued by BNSF Railway Company or the exercise of the call rights by the general partners of SFPP, L.P.				36
37	Note 3: Intermotel Leasing, Inc. has a guarantee in connection with certain facility debt agreements. The obligation with respect to the guarantee will				37
38	terminate upon repayment of the outstanding debt and interest of the specified facility debt agreements.				38
39					39
40					40
41					41

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 the particulars called for hereunder for each such contract of guaranty or suretyship in effect at the close of the year or entered into and expired during the year. This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than two years after the 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)	Line No.
1					1
2					2
3		None			3
4					4
5					5
6					6
7					7
8					8
9					9

502. COMPENSATING BALANCES AND SHORT-TERM BORROWING AGREEMENTS

(Dollars in Thousands)

Using the following notes as a guideline, show the requirements of compensating balances and short-term borrowing agreements. Footnote disclosure is required even 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 that are 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% 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.

1. None
2. None
3. None
4. None
5. None
6. None

NOTES AND REMARKS

THIS PAGE INTENTIONALLY LEFT BLANK

510. SEPARATION OF DEBTHOLDINGS BETWEEN ROAD PROPERTY AND EQUIPMENT

(Dollars in Thousands)

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

I. Debt Outstanding at End of Year

Line No.	Account No. (a)	Title (b)	Source (c)	Balance Close of Year (d)
1	751	Loans and notes payable	Sch 200, Line 30	
2	764	Equipment obligations and other long-term debt due within one year	Sch 200, Line 39	226,354
3	765/767	Funded debt unmatured	Sch 200, Line 41	580,477
4	766	Equipment obligations	Sch 200, Line 42	152,510
5	766.5	Capitalized lease obligations	Sch 200, Line 43	962,081
6	768	Debt in default	Sch 200, Line 44	
7	769	Accounts payable - affiliated companies	Sch 200, Line 45	
8	770.1/770.2	Unamortized debt premium	Sch 200, Line 46	(22,096)
9		Total debt	Sum of Lines 1 through 8	1,899,326
10		Debt directly related to road property	Note 1	398,162
11		Debt directly related to equipment	Note 1	1,323,260
12		Total debt related to road and equipment	Lines 10 and 11	1,721,422
13		Percent directly related to road	Line 10 /Line 12 Whole % + 2 decimals	23.13%
14		Percent directly related to equipment	Line 11 /Line 12 Whole % + 2 decimals	76.87%
15		Debt not directly related to road and equipment	Line 9 - Line 12	177,904
16		Road property debt (Note 2)	(Line 13 x Line 15) + Line 10	439,311
17		Equipment debt (Note 2)	(Line 14 x Line 15) + Line 11	1,460,015

II. Interest Accrued During the Year

Line No.	Account No. (a)	Title (b)	Source (c)	Balance Close of Year (d)
18	546-548	Total interest and amortization (fixed charges)	Sch. 210, Line 42	107,158
19	546	Contingent interest on funded debt	Sch. 210, Line 44	
20	517	Release of premium on funded debt	Sch. 210, Line 22	
21		Total interest (Note 3)	(Line 18 + Line 19) - Line 20	107,158
22		Interest directly related to road property debt	Note 4	5,625
23		Interest directly related to equipment debt	Note 4	83,869
24		Interest not directly related to road or equipment property debt	Line 21 - (Lines 22 + 23)	17,664
25		Interest on road property debt (Note 5)	Line 22 + (Line 24 x Line 13)	9,711
26		Interest on equipment debt (Note 5)	Line 23 + (Line 24 x Line 14)	97,447
27		Embedded rate of debt capital - road property	Line 25 / Line 16	2.21%
28		Embedded rate of debt capital - equipment	Line 26 / Line 17	6.67%

Note 1: Directly related means the purpose which the funds were used for when the debt was issued.

Note 2: Line 16 plus Line 17 must equal Line 9.

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

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

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

NOTES AND REMARKS

THIS PAGE INTENTIONALLY LEFT BLANK

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 512

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

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

- (a) Lawful tariff charges for transportation services.
 - (b) Payments to or from other carriers for interline services and interchange of equipment.
 - (c) Payment to or from other carriers which may reasonably be regarded as ordinarily connected with routine operation or maintenance, but any special or unusual transactions should be reported.
 - (d) Payments to public utility companies for rates or charges fixed in conformity with government authority.
2. In column (a) enter the name of the affiliated company, person, or agent with which respondent received or provided services aggregating \$50,000 or more during the year. If an affiliated company provides services to more than one affiliate, and the aggregate compensation amounts to \$50,000 or more for the year, list all the affiliates included in the agreement and describe the allocation of charges. If the respondent provides services to more than one affiliate, and the aggregate compensation amounts to \$50,000 or more for the year, reference to this fact should be made and the detail as to the allocation of charges should be stated. For those affiliates providing services to the respondent, also enter in column (a) the percent of affiliate's gross income derived from transactions with respondent.

The respondent may be required to furnish as an attachment to Schedule 512 a balance sheet and income statement for each affiliate with which respondent carrier had reportable transactions during the year, or alternatively, attach a "Pro Forma" balance sheet and income statement for that portion or entity of each affiliate which furnished the agreed to services, equipment, or other reportable transaction. The statements, if required, should be prepared on a calendar year basis in conformity with the prescribed schedules for the balance sheet and income statement in this Annual Report Form R-1, and should be noted (1) to indicate the method used for depreciating equipment or other property furnished to the carrier, and (2) whether the affiliate's Federal income tax return for the year was filed on a consolidated basis with the respondent carrier.

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

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

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

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

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

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

(Dollars in Thousands)

Line No.	Name of company or related party with percent of gross income (a)	%	Nature of relationship (b)	Description of transactions (c)	Dollar amounts of transactions (d)	Amount due from or to related parties (e)	Line No.
1	Burlington Northern Santa Fe, LLC		Controlled	Services Rendered	9,685	118,201	1
2							2
3	Freightwise, Inc		Common			(952)	3
4							4
5	BNSF Insurance Co, Ltd		Common	Insurance Premiums	118,090	48,852	5
6				Claims Paid	56,117	see above	6
7							7
8	BNSF Logistics, LLC		Common	Services Rendered	16	37	8
9				Rail Transp. Provided	38,530		9
10				Truck Transp. Purchased	35,670		10
11							11
12	BNSF Logistics International, Inc		Common	Services Rendered		3	12
13							13
14	Berkshire Hathaway Inc.		Controlled	Stock Option Exercises		(20,830)	14
15							15
16							16
17							17
18							18
19							19
20							20
21							21
22							22
23							23
24							24
25							25

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 700

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

- (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 the respondent.

(4) Line operated under contract or agreement for contingent rent, owner being (A) an affiliated corporation, or (B) independent or not affiliated with the 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 or 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 above list of classifications.

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

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

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

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

Class (2) includes each line, full title to which is in an inactive proprietary corporation of the respondent (i.e., one all of whose outstanding stocks or obligations are held by or for the respondent, and which is operated by the respondent or an affiliated system corporation without any accounting to the said proprietary corporation). It may also include such line when the actual title to all of the outstanding stocks or obligations rests in a corporation controlled by or controlling the respondent. But in the case of any such inclusion, the facts of the relationship 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 some 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, on 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 respondent as a 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 the entire length of the portion jointly held. The class symbol should have the letter (J) attached.

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

700. MILEAGE OPERATED AT CLOSE OF YEAR

Line No.	Class (a)	Proportion owned or leased by respondent (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	TOTAL (i)	Line No.
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of passing tracks, cross-overs, and turnouts (f)				
1	1	100%	22,428	4,510	200	3,230	2,408	5,543	38,319	1
2	1J	75%						5	5	2
3	1J	66.7%						17	17	3
4	1J	50%	499	121	146	51	80	233	1,130	4
5	1J	33.3%	2			1	6	35	44	5
6	1J	25%					1	55	56	6
7	1J	20%								7
8	1J	16.7%								8
9		Total 1J	501	121	146	52	87	345	1,252	9
10										10
11		Total 1 and 1J	22,929	4,631	346	3,282	2,495	5,888	39,571	11
12										12
13	2		123			10	9	25	167	13
14	3							34	34	14
15	4		15			4	1	72	92	15
16	5		9,236	333	26	110	597	161	10,463	16
17										17
57		Grand Total	32,303	4,964	372	3,406	3,102	6,180	50,327	57
58	Miles of electrified road or track included in the preceding grand total		NONE	NONE	NONE	NONE	NONE	NONE	NONE	58

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

Line No.	Class (a)	Proportion owned or leased by respondent (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	TOTAL (i)	Line No.
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of passing tracks, cross-overs, and turnouts (f)				
1	1	100%	22			8	2	12	44	1
2	1J	50%	5						5	2
3		Total 1 and 1J	27			8	2	12	49	3
4	2		4				1	5	10	4
5	5		80	2		5	9	5	101	5
57	Grand Total Canadian Miles		111	2		13	12	22	160	57

702. MILES OF ROAD AT CLOSE OF YEAR - BY STATES AND TERRITORIES (SINGLE TRACK)

Give particulars, as of the close of the year, of all road operated and of all road owned but not operated. The respondent's proportion of operated road held by it as a joint or common owner, or under a joint lease, or under any joint arrangement, should be shown in columns (b), (c), (d), or (e), as may be appropriate. The remainder of jointly operated mileage should be shown in column (f). Respondent's proportion of road jointly owned but not operated should be shown in column (h), as appropriate. Mileage which has been permanently abandoned should not be included in column (h).

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

Line No.	Cross Check	State or territory (a)	MILES OF ROAD OPERATED BY RESPONDENT								Line No.
			Line owned (b)	Line of proprietary companies (c)	Line operated under lease (d)	Line operated under contract, etc. (e)	Line operated under trackage rights (f)	Total mileage operated (g)	Line owned, not operated by respondent (h)	New line constructed during year (i)	
1		Alabama	115				185	300	22		1
2		Arizona	595					595			2
3		Arkansas	198				849	1,047			3
4		British Columbia	27				11	38	14		4
5		California	1,150				975	2,125	16		5
6		Colorado	773	96			533	1,402	3		6
7		Idaho	116				1	117	33		7
8		Illinois	1,174			2	376	1,552	5		8
9		Iowa	635				38	673	2		9
10		Kansas	1,231	3			475	1,709	6		10
11		Kentucky				13	86	99			11
12		Louisiana	237				111	348			12
13		Manitoba		4			69	73			13
14		Minnesota	1,584				102	1,686	10		14
15		Mississippi	166				13	179			15
16		Missouri	1,545				166	1,711	62		16
17		Montana	1,908				52	1,960	792		17
18		Nebraska	1,435				94	1,529			18
19		Nevada					805	805			19
20		New Mexico	896				461	1,357	248		20
21		North Dakota	1,698				16	1,714	730		21
22		Oklahoma	1,037				372	1,409	189		22
23		Oregon	235				151	386	127		23
24		South Dakota	898				28	926			24
25		Tennessee	17				127	144			25
26		Texas	2,566	20			2,524	5,110	100		26
27		Utah					433	433			27
28		Washington	1,461				172	1,633	113		28
29		Wisconsin	267				6	273			29
30		Wyoming	965				5	970	5		30
31											31
32		Total Mileage (Single Track)	22,929	123		15	9,236	32,303	2,477		32

NOTES AND REMARKS

THIS PAGE INTENTIONALLY LEFT BLANK

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In column (c), give the number of units purchased new or built in company shops. In column (d), give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.
3. Units leased to others for a period of one year or more are reportable in column (l). Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (h). Units rented from others for a period less than one year should not be included in column (i).
4. For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units. A "B" unit is similar to an "A" unit but it is not equipped for use singly or as a lead locomotive unit. A "B" unit may be equipped with hostler controls for independent operation at terminals.
5. A "self-propelled" car is a rail motor car propelled by electric motors receiving power from a third rail or overhead, or internal combustion engines located on the car itself. Trailers equipped for use only in trains of cars that are self-propelled are to be included as self-propelled equipment.
6. A "diesel" unit includes all units propelled by diesel internal combustion engines regardless of final drive or whether power may at times be supplied from an external conductor. Units other than diesel-electric, e.g., diesel-hydraulic, should be identified in a footnote, giving the number and a brief description.. An "electric" unit includes all units which receive electric power from a third rail or overhead contact wire, 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., gas turbine, steam. Show the type of unit, service, and number, as appropriate, in a brief description sufficient for positive identification. An "Auxiliary unit" includes all units used in conjunction with locomotives, but which draw their power from the "mother" unit, e.g., boosters, slugs, etc. For reporting purposes, indicate radio-controlled self-powered diesel units on lines 1 through 8, as appropriate. Radio-controlled units that are not self-propelled, i.e., those without a diesel, should be reported on line 13 under "auxiliary units."

7. Column (k) should show aggregate capacity for all units reported in column (j), as follows: For locomotive units, report the manufacturer's rated horsepower (the maximum continuous power output from the diesel engines or engines delivered to the main generator or generators for tractive purposes). Exclude capacity data for steam locomotives. For passenger-train cars, report the number of passenger seats available for revenue service, counting one passenger to each berth in sleeping cars.
8. Passenger-train car types and service equipment car types correspond to AAR Mechanical Division designations. Descriptions of car codes and designations are published in The Official Railway Equipment Register.

9. Cross-checks

Schedule 710	Schedule 710
Line 5, column (j)	= Line 11, column (l)
Line 6, column (j)	= Line 12, column (l)
Line 7, column (j)	= Line 13, column (l)
Line 8, column (j)	= Line 14, column (l)
Line 9, column (j)	= Line 15, column (l)
Line 10, column (j)	= Line 16, column (l)

When data appear in column (j), lines 1 through 8, column (k) should have data on the same lines.

When data appear in columns (k) or (l), lines 36 through 53, and 55, column (m) should have data on the same lines.

710. INVENTORY OF EQUIPMENT
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

78

Line No.	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year					Line No.
				Units Installed					Owned and used (h)	Leased from others (i)	Total in service of respondent [col (h) & (i)] (j)	Aggregate capacity of units reported in col (j) (See Ins. 7) (k)	Leased to others (l)	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)							
		Locomotive Units										(HP)		
1		Diesel-freight units	4,986	227				(6)	2,805	2,414	5,219	22,379,972		1
2		Diesel-passenger units												2
3		Diesel-multiple purpose units	1,637				47	96	1,497	91	1,588	3,751,991		3
4		Diesel-switching units												4
5	*	TOTAL (lines 1 to 4) units	6,623	227			47	90	4,302	2,505	6,807	26,131,963		5
6	*	Electric locomotives												6
7	*	Other self-powered units	4					4						7
8	*	TOTAL (lines 5, 6, and 7)	6,627	227			47	94	4,302	2,505	6,807	26,131,963		8
9	*	Auxiliary units	63					1	62		62			9
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	6,690	227			47	95	4,364	2,505	6,869	26,131,963		10

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

Line No.	Cross Check	Type or design of units (a)	Before Jan 1, 1990 (b)	Between Jan 1, 1990 and Dec 31, 1994 (c)	Between Jan 1, 1995 and Dec 31, 1999 (d)	Between Jan 1, 2000 and Dec 31, 2004 (e)	Between Jan 1, 2005 and Dec 31, 2009 (f)	During Calendar Year						Line No.
								2010 (g)	2011 (h)	2012 (i)	2013 (j)	2014 (k)	TOTAL (l)	
11	*	Diesel	1,539	609	1,584	995	1,646	207	227				6,807	11
12	*	Electric												12
13	*	Other self-powered units												13
14	*	TOTAL (lines 11 to 13)	1,539	609	1,584	995	1,646	207	227				6,807	14
15	*	Auxiliary units	62										62	15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	1,601	609	1,584	995	1,646	207	227				6,869	16

Road Initials: BNSF Year 2011

710. INVENTORY OF EQUIPMENT (Continued)
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Type or design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or leased, including reclassification (g)	Units at Close of Year					Line No.
				Units Installed					Owned and used (h)	Leased from others (i)	Total in service of respondent [col (h) & (i)] (j)	Aggregate capacity of units reported in col (j) (See Ins. 7) (k)	Leased to others (l)	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)							
		Passenger-Train Cars Non-Self-Propelled												
17		Coaches (PA, PB, PBO)	91							91	91	13,087		17
18		Combined cars (All class C, except CSB)												18
19		Parlor cars (PBC, PC, PL, PO)												19
20		Sleeping cars (PS, PT, PAS, PDS)												20
21		Dining, grill, & tavern cars (All class D, PD)												21
22		Nonpassenger carrying cars (All class B, CSB, M, PSA, IA)												22
23		TOTAL (Lines 17 to 22)	91							91	91	13,087		23
		Self-Propelled												
24		Electric passenger cars (EP, ET)												24
25		Electric combined cars (EC)												25
26		Internal combustion rail motorcars (ED, EG)												26
27		Other self-propelled cars (Specify types)												27
28		TOTAL (Lines 24 to 27)												28
29		TOTAL (Lines 23 and 28)	91							91	91	13,087		29
		Company Service Cars												
30		Business cars (PV)	37						37		37			30
31		Board outfit cars (MWX)	59					2	57		57			31
32		Derrick & snow removal cars (MWU, MWV, MWW, MWK)	92					2	90		90			32
33		Dump and ballast cars (MWB, MWD)	1,410	164				10	1,402	162	1,564			33
34		Other maintenance and service equipment cars	2,953	44			1	51	2,849	98	2,947			34
35		TOTAL (Lines 30 to 34)	4,551	208			1	65	4,435	260	4,695			35

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 (j). Units rented from others for a period less than one year should not be included in Column (j).

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

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Time-mileage cars (b)	All Others (c)	Units installed				
					New units purchased or built (d)	New or rebuilt units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, including reclassification and second hand units purchased or leased from others (g)	
36		FREIGHT TRAIN CARS Plain box cars - 40' (B1_, B2_)	12						36
37		Plain box cars - 50' and longer (B3_0-7, B4_0-7, B5_, B6_, B7_, B8_)	4						37
38		Equipped box cars (All Code A, Except A_5_)	5,249					114	38
39		Plain gondola cars (All Codes G & J, J_1, J_2, J_3, J_4)	7,825						39
40		Equipped gondola cars (All Code E)	5,532					1,179	40
41		Covered hopper cars (C_1, C_2, C_3, C_4)	33,404		599			1,254	41
42		Open top hopper cars - general service (All Code H)	5,841					1,063	42
43		Open top hopper cars - special service (J_O), and All Code K)	4,777		42				43
44		Refrigerator cars - mechanical (R_5_, R_6_, R_7_, R_8_, R_9_)	999						44
45		Refrigerator cars - nonmechanical (R_0_, R_1_, R_2_)	2,340						45
46		Flat cars - TOFC/COFC (All Code P, Q, & S, Except Q8_)	6,234		609	52		31	46
47		Flat cars - multilevel (All Code V)	703					605	47
48		Flat cars - general service (F10_, F20_, F30_)	117						48
49		Flat cars - other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6_, F_8_, F40_)	3,042						49
50		Tank cars - under 22,000 gal. (T__0, T__1, T__2, T__3, T__4, T__5)	111						50
51		Tank cars - 22,000 gal. and over (T__6, T__7, T__8, T__9)	265					166	51
52		All other freight cars (A_5_, F_7_, All Code L & Q8_)	69						52
53		TOTAL (Lines 36 to 52)	76,524		1,250	52		4,412	53
54		Caboose (All Code M-930)	N/A	227					54
55		TOTAL (Lines 53 and 54)	76,524	227	1,250	52		4,412	55

710. INVENTORY OF EQUIPMENT - Continued

4. Column (m) should show aggregate capacity for all units reported in Columns (k) and (l), as follows. For freight-train cars, report the nominal capacity (in tons of 2,000 lbs) as provided for in Rule 86 of the AAR Code of Rules Governing Cars in Interchange. Convert the capacity of tank cars to capacity in tons of the commodity which the car is intended to customarily carry.
5. Time-mileage cars refers to freight cars, other than cabooses, owned or held under lease arrangement, whose interline rental is settled on a per diem and line haul mileage basis under "Code of Car Hire Rules" or would be so settled if used by another railroad.

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS									
Line No.	Cross Check	Changes during year (concluded)	Units at close of year						Line No.
		Units retired from service of respondent whether owned or leased including reclassification (h)	Owned and used (i)	Leased from others (j)	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col (k) & (l) (see ins. 4) (m)	Leased to Others (n)	
					Time-mileage cars (k)	All Others (l)			
36		2	10		10		606		36
37			4		4		271		37
38		205	3,448	1,710	5,158		470,925		38
39		364	1,967	5,494	7,461		868,784		39
40		473	3,981	2,257	6,238		624,458		40
41		1,737	16,188	17,332	33,520		3,626,486		41
42		154	5,333	1,417	6,750		674,021		42
43		277	1,287	3,255	4,542		511,654		43
44		5	9	985	994		88,273		44
45		125	2,215		2,215		180,336		45
46		419	1,482	5,025	6,507		1,555,401		46
47		2	1,306		1,306		57,306		47
48		1	116		116		8,748		48
49		64	1,680	1,298	2,978		283,157		49
50			111		111		8,608		50
51		1	242	188	430		41,200		51
52		1	68		68		5,061		52
53		3,830	39,447	38,961	78,408		9,005,295		53
54		3	224		N/A	224	N/A		54
55		3,833	39,671	38,961	78,408	224	9,005,295		55

710. INVENTORY OF EQUIPMENT - Continued

710. INVENTORY OF EQUIPMENT - Continued									
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS									
Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Per diem (b)	All Others (c)	Units installed				
					New units purchased or built (d)	New units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units, including reclassification and second hand units purchased or leased from others (g)	
FLOATING EQUIPMENT									
56		Self-propelled vessels (tugboats, car ferries, etc.)							
57		Non-self-propelled vessels (car floats, lighters, etc.)							
58		TOTAL (Lines 56 and 57)							
HIGHWAY REVENUE EQUIPMENT									
59		Chassis (Z1_ , Z67_ , Z68_ , Z_69_)		6,028					59
60		Dry van (U2_ , Z_ , Z6_ , I-6)		1,704					60
61		Flat bed (U3_ , Z3_)							61
62		Open bed (U4_ , Z4_)							62
63		Mechanical refrigerator (U5_ , Z5_)							63
64		Bulk hopper (U0_ , Z0_)							64
65		Insulated (U7_ , Z7_)							65
66		Tank (Z0_ , U6_) (See note)							66
67		Other trailer and container (Special equipped dry van U9_ , Z8_ , Z9_)							67
68		Tractor							68
69		Truck							69
70		TOTAL (Lines 59 to 69)		7,732					70

NOTES AND REMARKS

Note: Line 66 (Tank) must have fitting code "CN" to qualify as a tank, otherwise it is a bulk hopper.

710. INVENTORY OF EQUIPMENT - Concluded

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

Line No.	Cross Check	Changes during year (concluded)	Units at close of year						Line No.
		Units retired from service of respondent whether owned or leased including reclassification (h)	Owned and used (i)	Leased from others (j)	Total in service of respondent (col. (i) & (j))		Aggregate capacity of units reported in col (k) & (l) (see ins. 4) (m)	Leased to Others (n)	
					Per diem (k)	All Others (l)			
									56
									57
									58
59		1,597	958	3,473		4,431	288,015		59
60			775	929		1,704	114,509		60
61									61
62									62
63									63
64									64
65									65
66									66
67									67
68									68
69									69
70		1,597	1,733	4,402		6,135	402,524		70

NOTES AND REMARKS

710S. UNIT COST OF EQUIPMENT INSTALLED DURING THE YEAR

(Dollars in Thousands)

1. Give particulars as requested, separately, for the various classes of new units and rebuilt units of equipment installed by respondent during the year. If information regarding the cost of any units installed is not complete at time of filing of report, the units should be omitted, but reference to the number of units omitted should be given in a footnote, the details as to cost to be given in the report of the following year. The cost of units under construction at the close of the year should not be reflected in this schedule even though part of the cost appears in the property account for the year. Indicate in column (e) whether an installation represents equipment purchased (P), built or rebuilt by contract in outside railroad shops (C), or built or rebuilt in company or system shops (S) including units acquired through capitalized leases (L).

2. In column (a) list each class or type of locomotive unit, car, or TOFC/COFC equipment on a separate line. By class is meant the standard classification used to distinguish types of locomotive units, freight cars or other equipment adopted by the Association of American Railroads, and should include physical characteristics requested by Schedule 710. Locomotive units should be identified as to power source, wheel arrangement, and horsepower per unit, such as multiple-purpose diesel locomotive A units (B-B), 2,500 HP. Cars should be identified as to special construction or service characteristics, such as aluminum-covered hopper car (LO), steel boxcars-special service (XAP), etc. For TOFC/COFC show type of equipment as enumerated in Schedule 710.

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

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

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

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

NEW UNITS

Line No.	Class of equipment (a)	Number of units (b)	Total weight (tons) (c)	Total cost (000) (d)	Method of acquisition (see instructions) (e)	Line No.
1	Diesel-Freight Locomotives	227	47,670	\$ 453,898	P	1
2	Diesel-Multi Purpose Locomotives					2
3	Freight-Train Cars					3
4	53" well cars	609	38,763	122,624	P	4
5	Covered Hoppers	641	20,004	56,960	P	5
6	Work Equipment Cars					8
7	Ballast cars	162	5,249	19,980	P	9
8	Gang flats	39	1,307	2,206	P	10
9	Scorpion cars	5	173	570	P	11
10	Side dump cars	2	59	188	P	12
11						13
12						14
13						
14						
15						15
16						16
17						17
18						18
19	TOTAL	1,685	113,225	\$ 656,426		19

REBUILT UNITS

20	Freight-Train Cars					20
21	Equipped box cars					21
22	Covered hopper cars					22
23	Flat cars - TOFC/COFC					23
24	Work Equipment Cars					24
25	Work equipment cars - Business Car					25
26	Work equipment cars - Dump and ballast					26
27	Work equipment cars - Other Maintenance and Service cars					27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36
37						37
38						38
39						39
40	TOTAL					40
41	GRAND TOTAL (NEW AND REBUILT)	1,685	113,225	\$ 656,426	N/A	41

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

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

Track category 1

A - Freight density of 20 million or more gross ton miles per track mile per year (include passing tracks, turnouts and crossovers)

B - Freight density of less than 20 million gross ton miles per track mile per year, but at least 5 million (include passing tracks, turnouts and crossovers)

C - Freight density of less than 5 million gross ton miles per track mile per year, but at least 1 million (include passing tracks, turnouts and crossovers)

D - Freight density of less than 1 million gross ton miles per track mile per year(include passing tracks, turnouts and crossovers)

E - Way and yard switching tracks (passing tracks, crossovers and turnouts shall be included in category A, B, C, D, F, and Potential abandonments, as appropriate).

F - Track over which any passenger service is provided (other than potential abandonments). Mileage should be included within track categories A through E unless there is dedicated entirely to passenger service F.

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

2.This schedule should include all class 1, 2, 3, or 4 track from schedule 700 that is maintained by the respondent (class 5 is assumed to be maintained by others).

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

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

720. TRACK AND TRAFFIC CONDITIONS

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

Line No.	Track Category	Mileage of tracks at end of period (whole numbers)	Average annual traffic density in millions of gross ton-miles per track-mile* (use two decimal places)	Average running speed limit (use two decimal places)	Track miles under slow orders at end of period	Line No.
	(a)	(b)	(c)	(d)	(e)	
1	A	20,699	59.59	58.11	1,083.3	1
2	B	6,710	12.28	45.87	558.5	2
3	C	2,059	2.67	34.28	353.0	3
4	D	1,872	0.37	29.57	442.9	4
5	E	8,524	n/a	n/a		5
6	TOTAL	39,864	34.67	48.94	2,437.7	6
7	F	11,118	n/a	n/a		7
8	Potential abandonments					8

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

721. TIES LAID IN REPLACEMENT

1. Furnish the requested information concerning ties laid in replacement.
2. In column (j), report the total board feet of switch and bridge ties laid in replacement.
3. The term "spot maintenance" in column (k) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total ties or board feet laid in replacement that are considered to be spot maintenance.
4. In line 9, the average cost per tie should include transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply storage and seasoning yards, and in the case of treating ties, also the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over the carrier's own lines, and placing the ties in tracks and of train service other than that necessary in connection with loading or treatment should not be included in this schedule.

Line No.	Track Category (a)	Number of crossties laid in replacement							Total (i)	Switch and bridge ties (board feet) (j)	Cross ties switch and bridge ties % of spot maintenance (k)	Line No.
		New Ties					Second-hand Ties					
		Wooden		Concrete (d)	Other (e)	Wooden		Other (h)				
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)					
1	A	1,961,999		102,583					2,064,582	2,287,289		1
2	B	1,113,921		12,999					1,126,920	1,683,240		2
3	C	239,185							239,185	310,167		3
4	D	7,960							7,960	7,410		4
5	E	65,157							65,157	864,054		5
6	TOTAL	3,388,222		115,582					3,503,804	5,152,160		6
7	F											7
8	Potential abandonments											8
9	Average cost per cross tie	\$ 51.54	and switch tie (MBM)		\$ 1,367.48							

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

(Dollars in Thousands)

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

In column (a), classify the ties as follows:

U - Wooden ties, untreated when applied.

T - Wooden ties, treated before application.

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

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

In columns (d) and (g), show the total cost, including transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply, storage and seasoning yard.

In the case of treated ties, also show the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over carrier's own lines, and placing the ties in tracks, and of train service, other than that necessary in connection with loading or treatment, should not be included in this schedule.

Line No.	Class of ties (a)	Cross Ties			Switch and Bridge Ties			Remarks (h)	Line No.
		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 & bridge ties laid in new tracks during year (g)		
1	T	10,449	77.24	807	6,520	1.35	9	New	1
2	S	22,038	60.76	1,339				Concrete	2
3									3
4									4
5									5
6									6
7									7
8									8
9									9
10									10
11									11
12									12
13									13
14									14
15									15
16									16
17									17
18									18
19									19
20	TOTAL	32,487		2,146	6,520		9		20
21	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which ties were laid							17.27	21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid							1.18	22

723. RAILS LAID IN REPLACEMENT

1. Furnish the requested information concerning rails laid in replacement.
2. The term "spot maintenance" in column (h) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total rails laid in replacement that are considered to be spot maintenance.
3. In line 9, the average cost of new and relay rail should include the cost of loading at the point of purchase ready for shipment, freight charges paid to foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over the carrier's own lines, and placing the rails in tracks and of train service in connection with the distribution of rails should not be included in this schedule.

Line No.	Track Category (a)	Miles of rail laid in replacement (rail-miles)				Total		Percent of Spot Maintenance (h)	Line No.
		New rail		Relay rail					
		Welded rail (b)	Bolted rail (c)	Welded rail (d)	Bolted rail (e)	Welded rail (f)	Bolted rail (g)		
1	A	1,063.37	0.14	199.09	-	1,262.46	0.14		1
2	B	322.70	0.04	60.42	-	383.12	0.04		2
3	C	102.19	0.01	19.13	-	121.32	0.01		3
4	D	14.29	-	2.68	-	16.97			4
5	E	34.11	0.01	6.38		40.49	0.01		5
6	TOTAL	1,536.66	0.20	287.70		1,824.36	0.20		6
7	F								7
8	Potential Abandonments								8
9	Average cost of new and relay rail laid in replacement per gross ton		\$922.77	New	\$930.50	Relay	\$864.60		9

88

Road initials: BNSF

Year 2011

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

(Dollars in Thousands)

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

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

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

2. Returns in Columns (c) and (g) should be reported in WHOLE numbers. Fractions of less than one-half should be disregarded and fractions of one-half or more should be counted as one.

3. The returns in Columns (d) and (h) should include the cost of loading at the point of purchase ready for shipment, the freight charges paid to 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, as well as train service in connection with the distribution of the rail, should not be included in this schedule.

Line No.	Class of rail (a)	Rail Applied in Running Tracks, Passing Tracks, Crossovers, Etc.				Rail Applied in Yard, Station, Team, Industry and Other Switching Tracks				Line No.	
		Weight of rail		Total cost of rail applied in running track, passing track, crossovers, etc., during year (d)	Average cost per ton (2000 lbs) (e)	Weight of rail		Total cost of rail applied in yard, station, team, industry, and other switching track during year (h)	Average cost per ton (2000 lbs) (i)		
		Pounds per yard of rail (b)	Number of tons (2000 lbs) (c)			Pounds per yard of rail (f)	Number of tons (2000 lbs) (g)				
1	1	132	19	13	0.67					1	
2	1	141	2,166	2,268	1.05					2	
3	1					136	109	100	0.92	3	
4	1					141	112	111	0.99	4	
5										5	
6	4	136	1,168	927	0.79					6	
7	4	132	830	669	0.81					7	
8	4					136	66	53	0.79	8	
9										9	
10										10	
11										11	
12										12	
13										13	
14										14	
15										15	
16										16	
17										17	
18										18	
19										19	
20										20	
21										21	
22										22	
23										23	
24										24	
25										25	
26										26	
27										27	
28										28	
29										29	
30										30	
31										31	
32										32	
33	TOTAL	N/A	4,183	3,877	0.93	N/A	287	264	0.92	33	
34	Number of miles of new running tracks, passing tracks, cross-overs, etc., in which rails were laid.								17.27	34	
35	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid.								1.18	35	
36	Track-miles of welded rail installed on system this year				18.36	Total to date				2,901.92	36

725. WEIGHT OF RAIL

Give the particulars called for below concerning the road and track operated by 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 rail should be given. Road and track occupied under trackage rights 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 (pounds) (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all track) (c)	Remarks (d)	Line No.
1	52				1
2	56				2
3	60				3
4	65				4
5	66	1			5
6	67				6
7	68				7
8	70	8			8
9	72	4			9
10	75	48	11		10
11	76				11
12	77	15			12
13	80	13			13
14	85	184	5		14
15	90	783	7		15
16	100	133			16
17	105				17
18	110	204	19		18
19	112	1,912	39		19
20	115	3,028	19		20
21	119	492			21
22	128		1		22
23	129	259			23
24	130	2			24
25	131	858	1		25
26	132	5,800			26
27	133	12			27
28	136	11,035			28
29	140	12			29
30	141	2,990			30
31	155	2			31
32	Unknown	111			32
33					33
34					34
35					35
36					36
37					37
38					38
39					39
40					40
41					41
42					42
43					43
44					44
45					45
46					46
47					47
48	TOTAL	27,906	102		48

726. SUMMARY OF TRACK REPLACEMENTS

- Furnish the requested information concerning the summary of track replacements.
- In columns (d), (e), (g), and (j), give the percentage of replacements to units of property in each track category at year end.

Line No.	Track Category (a)	Ties				Rail		Ballast	Track Surfacing		Line No.
		Number of ties replaced		Percent replaced							
		Crossties (b)	Switch and bridge ties (board feet) (c)	Crossties (d)	Switch and bridge ties (board feet) (e)	Miles of rail replaced (rail-miles) (f)	Percent Replaced (g)	Cubic yards of ballast placed (h)	Miles surfaced (i)	Percent surfaced (j)	
1	A	2,064,582	2,287,289	3.45%	N/A	1,262.60	3.35%	745,646	14,034	74.57%	1
2	B	1,126,920	1,683,240	5.82%	N/A	383.16	3.14%	604,136	3,080	50.49%	2
3	C	239,185	310,167	4.02%	N/A	121.33	3.24%	1,288	149	7.96%	3
4	D	7,960	7,410	0.05%	N/A	16.97	0.19%	61	31	0.68%	4
5	E	65,157	864,054	0.24%	N/A	40.50	0.24%	2,420	111	1.30%	5
6	TOTAL	3,503,804	5,152,160	2.77%	N/A	1,824.56	2.29%	1,353,551	17,405	43.63%	6
7	F				N/A						7
8	Potential abandonments				N/A						8

750. CONSUMPTION OF DIESEL FUEL

(Dollars in Thousands)

Line No.	LOCOMOTIVES		Line No.
	Kind of locomotive service (a)	Diesel oil (gallons) (b)	
1	Freight	1,291,164,605	1
2	Passenger		2
3	Yard Switching	49,469,395	3
4	TOTAL	1,340,634,000	4
5	COST OF FUEL \$(000)*	\$ 4,103,558	5
6	Work Train	1,120,748	6

*Show cost of fuel charged to train and yard service (function 67-Loco. Fuels). The cost stated for diesel fuel should be the total charges in the accounts specified, including freight charges and handling expenses. Fuel 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 should be included in passenger service.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755

Unit Train, Way Train, and Through Train data under items 2, 3, 4, 6, and 12 shall be obtained from conductor's wheel reports (freight) or similar reports. Unit train service is a specialized scheduled shuttle type service in equipment (railroad or privately owned) dedicated to such service, moving between origin and destination. The applicable tariffs and/or contracts generally require that a specific minimum tonnage or quantity of carloads be tendered as a unit for shipment on one bill of lading or other shipping document in a solid train for movement between origin and destination. Such tariffs and/or contracts generally contain restricted detention provisions and are subject to time-volume requirements which reflect the approximate capacity of the unit trains for the stated period. Way trains are defined as trains operated primarily to gather and distribute cars in road service and move them between way stations or way points. Through trains are those trains operated between two or more major concentration or distribution points. Do not include unit train statistics in way or through train statistics. A work train is a train operated solely or preponderantly for the purpose of transporting company freight, work equipment, or company employees. Statistics for work trains should be reported under Item 11, only. Statistics related to company equipment, company employees, and company freight moving in transportation trains are not to be reported in Item 11, but are to be reported in Items 4-17, 6-04, 7-02, 8-04, and 8-05, as instructed in notes I, K, and L.

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

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

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

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

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

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

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

(H) A car-mile is a movement of a unit of car equipment a distance of one mile. Use car designations shown in Schedule 710. Under Railroad Owned and Leased Cars, items 4-01 and 4-11, report both foreign cars and respondent's own cars while on the line of the respondent railroad. In Items 4-13 and 4-15, report private-line cars and shipper owned cars. Loaded and empty miles should be reported whether or not the railroad reimbursed the owner on a loaded and/or empty mile basis. Report miles made by flatcars carrying empty highway trailers that are not moving under revenue billings as empty freight cars-miles. Do not report miles made by motorcars or business cars.

(I) Exclude from Items 4-01, 4-11, 4-13, and 4-5, car-miles of work equipment, cars carrying company freight, and non-revenue private line cars moving in transportation trains. Include such car-miles in Items 4-17, 4-18, and 4-19. If private line cars move in revenue service, the loaded and empty miles should not be considered non-payment or non-revenue car-miles.

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

(K) From conductor's or dispatcher's train reports or other appropriate sources, compute weight in tons (2,000 pounds). Item 6-01 includes weight of all locomotive units moved one mile in transportation trains. Ton-miles of motorcars should be excluded. Items 6-02 and 6-03 represent tons behind locomotive units (cars and contents, cabooses) moved one mile in transportation trains (excluding non-revenue gross ton-miles). Nonrevenue gross ton-miles in transportation trains include work equipment and cars carrying company freight and their contents. Use 150 pounds as the average weight per passenger and four tons as the average weight of contents of each head-end car.

(L) From conductor's train reports or other appropriate sources, compute ton-miles of freight. Ton-miles represent the number of tons of revenue and nonrevenue freight moved one mile in a transportation train. Include net ton-miles in motorcar trains. Exclude i.c.l. shipment of freight handled in mixed baggage express cars. Total ton-miles of revenue freight should correspond to the ton-miles reported on Form CBS.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755 - (Concluded)

(M) Road service represents elapse time of transportation trains (both ordinary and light) between the time of leaving the initial terminals and the time at final terminals, including trains switching at way stations and delays on road as shown by conductor's or dispatcher's train reports. Include time of motorcar service performed by train locomotives at terminals and way stations. Report in Item 9-02, train switching hours included in Item 9-01. Train switching is the time spent by the train while performing switching service at terminals and way stations where no regular yard service is maintained. A train hour is independent of the number of locomotives in the train.

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

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

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

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

(R) Report the number of loaded revenue trailers/containers picked up, plus revenue trailers/containers delivered in TOFC/COFC and in highway interchange service, when the work is performed at the railroad's expense. (Performed at railroad's expense means that railroad employees perform the service or that the railroad hires a subsidiary or outside contractor to perform the service.) Do not include those trailers/containers which are picked up or delivered by a shipper or motor carrier, etc. when a tariff provision requires that the shipper or motor carrier, etc., and not the railroad, perform that service. Note: The count should reflect the trailers/containers for which expenses are reported in Schedule 417, line 2, column (b).

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

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

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

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

(U) Flat-TOFC/COFC Car-miles reported in lines 25 (4-020), 41 (4-120), 57 (4-140), and 75 (4-160) will be computed using cars rather than constructed container platforms. For example, an articulated car consisting of five platforms moved one mile will be counted as one car-mile, not five car-miles.

(V) The intermodal Load Factor reported on Line 134 will be calculated for the average number of intermodal (TOFC/COFC) units loaded on the average intermodal car. Units are to be calculated in the same manner as Line 123 (13 TOFC/COFC - No. of Revenue Trailers & Containers Loaded and Unloaded (Q)). Intermodal cars will be calculated in accordance with instruction U for reporting Flat-TOFC/COFC Car-miles. Both intermodal (TOFC/COFC) units and intermodal cars are to be calculated using actual units and not constructed intermodal (TOFC/COFC) units or cars.

755. RAILROAD OPERATING STATISTICS

Line No.	Cross Check	Item Description (a)	Freight Train (b)	Passenger Train (c)	Line No.
1		1 Miles of Road Operated (A)	32,303		1
2		2 Train Miles - Running (B)			2
		2-01 Unit Trains	57,261,672	XXXXXX	
3		2-02 Way Trains	5,621,628	XXXXXX	3
4		2-03 Through Trains	95,142,164		4
5		2-04 TOTAL TRAIN MILES (Lines 2-4)	158,025,464		5
6		2-05 Motorcars (C)			6
7		2-07 TOTAL ALL TRAINS (Lines 5 and 6)	158,025,464		7
		3 Locomotive Unit Miles (D)			
		Road Service (E)			
8		3-01 Unit Trains	186,301,228	XXXXXX	8
9		3-02 Way Trains	12,124,900	XXXXXX	9
10		3-03 Through Trains	297,439,085		10
11		3-04 TOTAL (Lines 8-10)	495,865,213		11
12		3-11 Train Switching (F)	4,693,217	XXXXXX	12
13		3-21 Yard Switching (G)	14,323,105		13
14		3-31 TOTAL ALL SERVICES (Lines 11-13)	514,881,535		14
		4 Freight Car-Miles (thousands) (H)			
		4-01 RR Owned and Leased Cars - Loaded			
15		4-010 Box-Plain 40-Foot		XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	9,398	XXXXXX	16
17		4-012 Box-Equipped	153,644	XXXXXX	17
18		4-013 Gondola-Plain	324,346	XXXXXX	18
19		4-014 Gondola-Equipped	86,635	XXXXXX	19
20		4-015 Hopper-Covered	762,452	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	54,471	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	131,890	XXXXXX	22
23		4-018 Refrigerator-Mechanical	21,413	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	32,912	XXXXXX	24
25		4-020 Flat-TOFC/COFC	560,265	XXXXXX	25
26		4-021 Flat-Multi-Level	41,316	XXXXXX	26
27		4-022 Flat-General Service	270	XXXXXX	27
28		4-023 Flat-All Other	72,673	XXXXXX	28
29		4-024 All Other Car Types-Total	19,225	XXXXXX	29
30		4-025 TOTAL (Lines 15-29)	2,270,910	XXXXXX	30

755. RAILROAD OPERATING STATISTICS - (Continued)					
Line No.	Cross Check	Item Description (a)	Freight Train (b)	Passenger Train (c)	Line No.
31		4-11 RR Owned and Leased Cars - Empty			31
32		4-110 Box-Plain 40-Foot	2	XXXXXX	32
33		4-111 Box-Plain 50-Foot and Longer	6,548	XXXXXX	33
34		4-112 Box-Equipped	109,213	XXXXXX	34
35		4-113 Gondola-Plain	304,053	XXXXXX	35
36		4-114 Gondola-Equipped	78,136	XXXXXX	36
37		4-115 Hopper-Covered	740,350	XXXXXX	37
38		4-116 Hopper-Open Top-General Service	65,302	XXXXXX	38
39		4-117 Hopper-Open Top-Special Service	141,013	XXXXXX	39
40		4-118 Refrigerator-Mechanical	10,469	XXXXXX	40
41		4-119 Refrigerator-Non-Mechanical	25,256	XXXXXX	41
42		4-120 Flat-TOFC/COFC	59,464	XXXXXX	42
43		4-121 Flat-Multi-Level	9,921	XXXXXX	43
44		4-122 Flat-General Service	928	XXXXXX	44
45		4-123 Flat-All Other	69,171	XXXXXX	45
46		4-124 All Other Car Types-Total	23,073	XXXXXX	46
47		4-125 TOTAL (Lines 31-45)	1,642,899	XXXXXX	47
48		4-13 Private Line Cars - Loaded (H)			48
49		4-130 Box-Plain 40-Foot		XXXXXX	49
50		4-131 Box-Plain 50-Foot and Longer	8,393	XXXXXX	50
51		4-132 Box-Equipped	22,526	XXXXXX	51
52		4-133 Gondola-Plain	1,063,105	XXXXXX	52
53		4-134 Gondola-Equipped	18,745	XXXXXX	53
54		4-135 Hopper-Covered	421,894	XXXXXX	54
55		4-136 Hopper-Open Top-General Service	83,673	XXXXXX	55
56		4-137 Hopper-Open Top-Special Service	762,548	XXXXXX	56
57		4-138 Refrigerator-Mechanical	4,899	XXXXXX	57
58		4-139 Refrigerator-Non-Mechanical	772	XXXXXX	58
59		4-140 Flat-TOFC/COFC	913,112	XXXXXX	59
60		4-141 Flat-Multi-Level	180,807	XXXXXX	60
61		4-142 Flat-General Service	10	XXXXXX	61
62		4-143 Flat-All Other	61,588	XXXXXX	62
63		4-144 Tank Under 22,000 Gallons	160,367	XXXXXX	63
64		4-145 Tank - 22,000 Gallons and Over	440,521	XXXXXX	64
65		4-146 All Other Car Types-Total	3,974	XXXXXX	65
66		4-147 TOTAL (Lines 47-63)	4,146,934	XXXXXX	66

755. RAILROAD OPERATING STATISTICS - (Continued)

Line No.	Cross Check	Item Description (a)	Freight Train (b)	Passenger Train (c)	Line No.
65		4-15 Private Line Cars - Empty (H)			
		4-150 Box-Plain 40-Foot		XXXXXX	65
66		4-151 Box-Plain 50-Foot and Longer	3,315	XXXXXX	66
67		4-152 Box-Equipped	8,905	XXXXXX	67
68		4-153 Gondola-Plain	1,080,977	XXXXXX	68
69		4-154 Gondola-Equipped	20,655	XXXXXX	69
70		4-155 Hopper-Covered	428,649	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	85,502	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	785,656	XXXXXX	72
73		4-158 Refrigerator-Mechanical	4,891	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	767	XXXXXX	74
75		4-160 Flat-TOFC/COFC	94,097	XXXXXX	75
76		4-161 Flat-Multi-Level	35,139	XXXXXX	76
77		4-162 Flat-General Service	44	XXXXXX	77
78		4-163 Flat-All Other	58,805	XXXXXX	78
79		4-164 Tank Under 22,000 Gallons	166,138	XXXXXX	79
80		4-165 Tank - 22,000 Gallons and Over	472,418	XXXXXX	80
81		4-166 All Other Car Types-Total	9,576	XXXXXX	81
82		4-167 TOTAL (Lines 65-81)	3,255,534	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	74,638	XXXXXX	83
84		4-18 No Payment Car-Miles (I) *		XXXXXX	84
85		4-19 Total Car-Miles by Train Type (Note)			
		4-191 Unit Trains	6,385,717	XXXXXX	85
86		4-192 Way Trains	177,053	XXXXXX	86
87		4-193 Through Trains	4,828,145	XXXXXX	87
88		4-194 TOTAL (Lines 85-87)	11,390,915	XXXXXX	88
89		4-20 Caboose Miles	83	XXXXXX	89

* Total number of loaded miles __17,916__ and empty miles __1,621__ by roadrailer reported above in lines 29 and 45 respectively, rather than line 84.

Note: Line 88, total car miles, is equal to the sum of lines 30, 46, 64, 82, 83, and 84. Accordingly, the car miles reported on lines 83 and 84 are to be allocated to lines 85, 86, and 87, and included in the total shown on line 88.

755. RAILROAD OPERATING STATISTICS - (Concluded)					
Line No.	Cross Check	Item Description (a)	Freight Train (b)	Passenger Train (c)	Line No.
98		6 Gross Ton-Miles (thousands) (K) 6-01 Road Locomotives	101,512,077		98
99		6-02 Freight Trains, Crs., Cnts, & Caboose 6-020 Unit Trains	540,570,927	XXXXXX	99
100		6-021 Way Trains	11,495,071	XXXXXX	100
101		6-022 Through Trains	534,405,239	XXXXXX	101
102		6-03 Passenger Trains, Crs, & Cnts.			102
103		6-04 Non-Revenue	12,671,164	XXXXXX	103
104		6-05 TOTAL (Lines 98 - 103)	1,200,654,478		104
105		7 Tons of Freight (thousands) 7-01 Revenue	581,973	XXXXXX	105
106		7-02 Non-Revenue	11,088	XXXXXX	106
107		7-03 TOTAL (Lines 105 and 106)	593,061	XXXXXX	107
108		8 Ton-Miles of Freight (thousands) (L) 8-01 Revenue - Road Service	648,431,637	XXXXXX	108
109		8-02 Revenue - Lake Transfer Service		XXXXXX	109
110		8-03 TOTAL (Lines 108 and 109)	648,431,637	XXXXXX	110
111		8-04 Non-Revenue - Road Service	6,117,197	XXXXXX	111
112		8-05 Non-Revenue - Lake Transfer Service		XXXXXX	112
113		8-06 TOTAL (Lines 111 and 112)	6,117,197	XXXXXX	113
114		8-07 TOTAL - REVENUE & NON-REVENUE (Lines 110 and 113)	654,548,834	XXXXXX	114
115		9 Train Hours (M) 9-01 Road Service	8,880,463	XXXXXX	115
116		9-0 Train Switching	295,884	XXXXXX	116
117		10 TOTAL YARD-SWITCHING HOURS (N)	2,387,184	XXXXXX	117
118		11 Train-Miles Work Trains (O) 11-01 Locomotives	2,161,568	XXXXXX	118
119		11-02 Motorcars		XXXXXX	119
120		12 Number of Loaded Freight Cars (P) 12-01 Unit Trains	4,262,436	XXXXXX	120
121		12-02 Way Trains	2,634,745	XXXXXX	121
122		12-03 Through Trains	5,935,533	XXXXXX	122
123		13 TOFC/COFC- No. of Revenue Trailers & Containers Loaded and Unloaded (Q)	7,037,151	XXXXXX	123
124		14 Multi-Level Cars - No. of Motor Vehicles Loaded & Unloaded (Q)	1,358,338	XXXXXX	124
125		15 TOFC/COFC - No. of Revenue Trailers Picked Up & Delivered (R)	211,472	XXXXXX	125
126		16 Revenue-Tons Marine Terminal (S) 16-01 Marine Terminals - Coal		XXXXXX	126
127		16-02 Marine Terminals - Ore	8,917,272	XXXXXX	127
128		16-03 Marine Terminals - Other		XXXXXX	128
129		16-04 TOTAL (Lines 126 - 128)	8,917,272	XXXXXX	129
130		17 Number of Foreign Per-Diem Cars on Line (T) 17-01 Serviceable	14,007	XXXXXX	130
131		17-02 Unserviceable	97	XXXXXX	131
132		17-03 Surplus	462	XXXXXX	132
133		17-04 TOTAL (Lines 130 - 132)	14,566	XXXXXX	133
134		TOFC/COFC - Average No. of Units Loaded Per Car	5.76	XXXXXX	134

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)

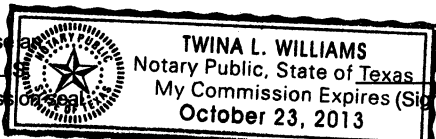
State of Texas
County of Tarrant

Jon I. Stevens makes oath and states that he is AVP and Assistant Controller of BNSF Railway Company; 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 relate to accounting matters that have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroad Companies and other accounting and reporting directives of the Surface Transportation Board; 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, 2011, to and including December 31, 2011.


(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 16th day of October, 2013.

My commission expires October 23, 2013

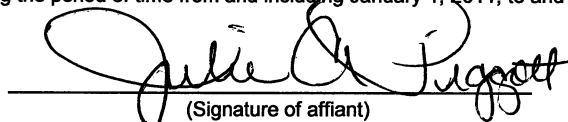
Use an L.S. impression seal  Twina L. Williams
(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

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

State of Texas
County of Tarrant

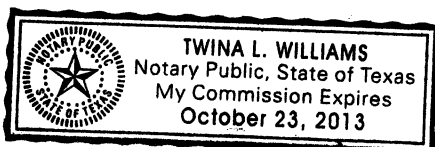
Julie A. Piggott makes oath and states that she is VP Planning & Studies and Controller of BNSF Railway Company; that she has carefully examined the foregoing report; that she believes that all statements of fact contained in the said report are true, and that the said report is a correct and complete 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, 2011, to and including December 31, 2011.


(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 16th day of October, 2013.

My commission expires October 23, 2013

Use an L.S. impression seal Twina L. Williams
(Signature of officer authorized to administer oaths)



INDEX	
	Page No.
Accumulated depreciation	
Road and equipment leased	
From others	38
Improvements to	38
To others	41
Owned and used	35
Accruals-Railway tax	63
Analysis of taxes	63
Application of funds-Source	21
Balance sheet	5-9
Capital stock	20
Car, locomotive, and floating equipment-Classification	78-83
Changes in financial position	21-22
Company service equipment	79
Compensating balances and short-term borrowing arrangements	67
Consumption of fuel by motive-power units	91
Contingent assets and liabilities	8
Crossties (see Ties)	
Debt holdings	69
Depreciation base and rates	
Road and equipment leased	
From others	34
Improvements to	32-33
To others	40
Owned and used	34
Electric locomotive equipment at close of year	68
Equipment-classified	78-83
Company service	79
Floating	82-83
Freight-train cars	80-81
Highway revenue equipment	82-83
Passenger-train cars	78-79
Inventory	78-83
Owned-Not in service of respondent	78
Equipment-Leased, depreciation base and rate	
From others	34
Improvements to	37
Reserve	38
To others	40
Reserve	41
Equipment-Owned, depreciation base rates	34
Reserve	35
Expenses-railway operating	45-53
Extraordinary items	17
Federal income taxes	63
Financial position-Changes in	21-22
Floating equipment	82-83
Freight cars loaded	94
Freight-train cars	80-81
Freight car-miles	94
Fuel consumed diesel	91
Cost	91
Funded debt (see Debt holdings)	
Guaranties and suretyships	66
Identity of respondent	2
Items in selected income and retained earnings accounts	65
Investments in common stocks of affiliated companies	30
Investments and advances of affiliated companies	26-29
Railway property used in transportation service	42-43
Road and equipment	32-33
Changes during year	32-33
Leased property-improvements made during the year	32-33
Leases	61
Locomotive equipment	78
Electric and other	78
Consumption of fuel diesel	78
Locomotive unit miles	91

INDEX - Continued

	Page No.
Mileage-Average of road operated	85
Of new tracks in which rails were laid	88
Of new tracks in which ties were laid	87
Miscellaneous items in retained income accounts for the year	65
Motorcar car miles	94
Motor rail cars owned or leased	79
Net income	17
Oath	98
Operating expenses (see Expenses)	
Revenues (see Revenues)	
Statistics (see Statistics)	
Ordinary income	16
Private line cars loaded	95
Private line cars empty	95
Rails	
Laid in replacement	88
Charges to operating expenses	45
Additional tracks, new lines, and extensions	89
Miles of new track in which rails were laid	88
Weight of	89
Railway--Operating expenses	45-53
Railway--Operating revenues	16
Results of Operations	16-17
Retained income unappropriated	19
Miscellaneous items in accounts for year	11
Revenues	
Freight	16
Passenger	16
Road and equipment-Investment in	32-33
Improvements to leased property	32-33
Reserve	38
Leased to others-Depreciation base and rates	40
Reserve	41
Owned-Depreciation base and rates	34
Reserve	35
Used-Depreciation base and rates	34
Reserve	35
Road-Mileage operated at close of year	74
By States and Territories	75
Securities (see Investments)	
Short-term borrowing arrangements-compensating balances and	67
Sinking funds	7
Source and application of working capital	21-22
Specialized service subschedule	60
Statement of changes in financial position	21-22
Stock outstanding	20
Changes during year	20
Number of security holders	3
Total voting power	3-4
Value per share	3
Voting rights	3
Supporting schedule-Road	56-57
Suretyships-Guaranties and	66
Ties laid in replacement	86
Ties-Additional tracks, new lines, and extensions	87
Tracks operated at close of year	74
Miles of, at close of year	75
Track and traffic conditions	85
Train hours, yard switching	97
Train miles	94
Tons of freight	97
Ton-miles of freight	97
TOFC/COFC number of revenue trailers and containers - loaded & unloads	97
Voting powers and elections	3
Weight of rail	90